Mr. Mike McKee  
Executive Director  
Seven County Infrastructure Coalition  
751 East 100 North  
Price, UT 84501

**S U B J E C T:**  PROPOSAL TO PROVIDE COMMERCIAL, STRATEGIC, FINANCIAL AND NEGOTIATION SUPPORT SERVICES TO THE SEVEN COUNTY INFRASTRUCTURE COALITION VIS A VIS ITS RELATIONSHIP TO DREXEL HAMILTON INFRASTRUCTURE PARTNERS LP

Dear Mr. McKee:

R.L. Banks & Associates, Inc. (‘RLBA’) is pleased to provide this proposal to the Seven County Infrastructure Coalition (hereafter, “Coalition”) regarding the above-described professional services to support the Coalition in connection with the further development of its relationship with Drexel Hamilton Infrastructure Partners LP, manifest in a public-private partnership to finance the acquisition of right of way and to finance, develop, construct, operate, and maintain the proposed Uinta Basin Railway in Utah. Having recently completed a study concerning the Uinta Basin Railway on behalf of the Coalition, RLBA looks forward to this opportunity of leveraging the knowledge it acquired through its prior experience on to the subject project to carry it to completion.

RLBA is a multidisciplinary railroad consulting firm providing economic, operational, commercial, institutional, strategic and engineering counsel regarding freight and passenger railroads. For more than 60 years, RLBA has provided expert analytical services to a diverse and nationwide group of clients representing every principal segment of the freight transportation economy: government agencies at the community, regional, state and federal levels, rail carriers, shippers and financial institutions.

RLBA is almost continuously involved in assisting neighborhoods, local governments, towns, cities, counties and states achieve their objectives through negotiations with railroads, large and small. While the vast majority of such assignments involve passenger rail services, RLBA regularly assists governments with freight rail projects as well. For example, RLBA has assisted Montgomery County, Maryland and Roanoke County, Virginia in negotiating freight rates to move municipal solid waste by rail, each on two, different occasions and Lancaster County, Pennsylvania and collectively, Wythe and Bland Counties in Virginia once on the same issue. Similarly, RLBA has assisted the City of Cincinnati twice in railroad negotiations, once in connection with the relocation of a highway viaduct and once in connection with a rail line relocation. That City is so pleased with RLBA’s work in the rail space that it has selected RLBA eight, consecutive times to act as its on-call railroad consultant on all City matters. RLBA also negotiated with Union Pacific (UP) on behalf of Fremont, California in closing and relocating various railroad-

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highway grade crossings and negotiated with UP, BNSF and another rail carrier regarding the development of the Alameda (consolidated freight) Corridor. Currently, RLBA is part of a large team of financial experts and lawyers working on behalf of a railroad owned by the City of Cincinnati to negotiate the terms of an agreement involving the leasing of hundreds of miles of railroad to a major railroad, its only principal user.

Exactly how RLBA will proceed to tackle the issues necessary to bring about a satisfactory resolution of the subject agreement is unknown but RLBA is prepared to work cooperatively with you, Eric Johnson and the Coalition Board, as we did before, to advance the interests of Coalition as quickly and cost effectively as possible within the context of successfully negotiating an agreement structure that should positively impact Coalition member jurisdictions for many decades to come. RLBA recognizes the possibility that one or more lawyers from one or more law firms may be necessary to round out the Coalition team by bringing expertise in: 1) railroad environmental and/or 2) railroad contractual matters. RLBA is prepared to serve as a conduit through which Coalition can contract with that/those law firm(s) if such an arrangement best meets the needs of Coalition.

Because of my prior experience working with Coalition and ongoing commitment to this project, I will continue to serve as the Project Manager and primary point of contact throughout this assignment. As appropriate, I will draw upon the expertise and experience of other RLBA staff, most of whom bring decades of experience on rail economics, operations, maintenance, planning, strategy, commercial and development assignments all across the United States.

Given the difficulty of forecasting with any confidence the effort that may be required to bring the negotiations with Coalition’s partner to a satisfactory conclusion, I suggest that RLBA be compensated at the hourly rates advanced in the table below, which will be effective through the end of 2020, although I would like to think that a satisfactory agreement could be achieved before then and I understand that the Coalition anticipates providing a proposal to Drexel within a month. In any case, through you and Eric Johnson the Coalition Board will be fully aware of the efforts being undertaken by RLBA at all times so that no monthly invoice generated by RLBA regarding the subject project will come as a surprise to Coalition.

<table>
<thead>
<tr>
<th>Labor Category</th>
<th>Hourly Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Principal</td>
<td>$305.00</td>
</tr>
<tr>
<td>Senior Professionals</td>
<td>275.00</td>
</tr>
<tr>
<td>Intermediate Professionals</td>
<td>250.00</td>
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<tr>
<td>Consultants</td>
<td>225.00</td>
</tr>
<tr>
<td>Support Staff</td>
<td>60.00</td>
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</tbody>
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At the end of each month, RLBA will tabulate the hours spent on this project and prepare a bill for all hours and expenditures incurred by RLBA staff during that month based on the rate scale provide below. RLBA's expectation is that reimbursement of such fees and expenses will be received within four weeks of invoicing; otherwise an interest rate of one and one-half percent monthly will apply to any unpaid balance so as to discourage extensive bill collection efforts on the part of RLBA.
On behalf of all of RLBA, I want to express our continued commitment to assisting Coalition in this most important of endeavors. You are welcome to contact me at cbanks@rlbadc.com or (703) 276-7522 at any time. I will vigorously lead the project to ensure that it meets or exceeds RLBA’s demanding standards. RLBA looks forward to working once again with the Seven County Infrastructure Coalition.

Sincerely,

Charles H. Banks
President
cbanks@rlbadc.com

Accepted and Agreed on behalf of
Seven County Infrastructure Coalition

Michael J. Mckee
(Signature)

Michael J. Mckee
(Name)

Feb 27 2020
(Date)