SEVEN COUNTY INFRASTRUCTURE COALITION
June 2, 2020

Resolution No. 2020-06A SPECIAL MEETING

RESOLUTION APPROVING AMENDMENT NO. 2 TO THE MEMORANDUM OF UNDERSTANDING WITH RAIL DEVELOPER EXTENDING TIME AND ADDING A PARTY, AND RELATED MATTERS.

WHEREAS, in May 2010, the Coalition and Drexel Hamilton entered into a Memorandum of Understand (the “MOU”) related to the commercial development of the rail; and

WHEREAS, the Coalition, Drexel Hamilton and Rio Grande Pacific, as the Developer, desire to more clearly set forth terms related to the purchase of Right of Way for the rail pursuant to Amendment No. 1 to the MOU; and

WHEREAS, the parties to the MOU desire to extend certain terms and to add the Ute Indian Tribe as a party; and

WHEREAS, the Coalition has been informed that the Ute Indian Tribe approved Amendment No. 2 to the MOU on May 26, 2020.

NOW, THEREFORE, be it resolved by the Governing Board of the Seven County Infrastructure Coalition, Utah as follows:

1. The Governing Board approves and authorizes Amendment No. 2 to the MOU as presented, and authorizes the Executive Director to sign Amendment No. 2, as attached, and to have said contract sealed and attested as is appropriate and to take all further action as is appropriate and desirable related to the MOU as amended.

2. All parts of this Resolution are severable, and if any section, clause or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of any such section, clause or provision shall not affect the remaining sections, clauses or provisions of this Resolution.

3. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.
APPROVED AND ADOPTED this June 2, 2020.

Motion by Commissioner Lyle and Seconded by Commissioner Miles.

SEVEN COUNTY INFRASTRUCTURE COALITION  VOTING:

- Carbon County: Yea ☑  No ___
- Daggett County: Yea ☑  No ___
- Duchesne County: Yea ☑  No ___
- Emery County: Yea ☑  No ___
- San Juan County: Yea ☑  No ☑
- Sevier County: Yea ☑  No ___
- Uintah County: Yea ☑  No ___

Co-Chair Brad Horrocks

ATTEST:

Eric Johnson, Legal Counsel
APPROVED AND ADOPTED this June 2, 2020.

Motion by Commissioner Lytle and Seconded by Commissioner Miles.

SEVEN COUNTY INFRASTRUCTURE COALITION VOTING:

<table>
<thead>
<tr>
<th>County</th>
<th>Yea</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carbon County</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Daggett County</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Duchesne County</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Emery County</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>San Juan County</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Sevier County</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Uintah County</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

Co-Chair Brad Horrocks

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel