SEVEN COUNTY INFRASTRUCTURE COALITION
Special Meeting
September 8, 2020

Resolution No. 2020-09A

RESOLUTION TO APPROVE AND SIGN A CONTRACT WITH
DREXEL HAMILTON AS EXCLUSIVE DEVELOPER OF THE
UINTAH BASIN RAILWAY PROJECT, AND RELATED
MATTERS.

WHEREAS, in May 2019, the Coalition received responses to its request for
proposals for a rail developer for the Uintah Basin Railway project (the “Railway”) and
after considering all responses and interviewing all respondents, it selected Drexel
Hamilton Infrastructure Partners, L.P. pursuant to Resolution 2019-051 on May 10, 2019.; and

WHEREAS, to facilitate progress on the planning and eventual financing,
construction and operation of the Railway, Drexel Hamilton desires to enter into a binding
development agreement with the Coalition, which commits Drexel Hamilton to pay to pay
up to $27.9 Million which is the amount of grant funds the Coalition has received for the
Railway and further commits Drexel Hamilton to pay the Coalition $500,000 per year for
30 years, which payment obligation will due at the time that construction on the Railway
commences; and

WHEREAS, said development agreement provides that the Coalition and Drexel
will consult on the continued planning of the Railway, provided, however, that the
Coalition will be responsible for the expenditure of all public funds related to the Railway;
and

WHEREAS, the Coalition and Drexel Hamilton both desire to enter into such rail
development agreement:

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

1. The Governing Board hereby approves the Uintah Basin Railway Development
   Agreement with Drexel Hamilton Infrastructure Partners Fund II, LLC
   (formerly known as Drexel Hamilton Infrastructure Partners, L.P.) of even date
   herewith authorizes it Co-Chairs and its Executive Director to sign and execute
   said development agreement.

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 All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.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 September 8, 2020.

Motion by Commissioner Miles and seconded by Commissioner Lytle.

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 Horrock

Co-Chair, Lynn Sitterud

ATTEST:

Eric Johnson, Legal Counsel
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.

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Co-Chair Brad Horrocks

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ATTEST:

Eric Johnson, Legal Counsel