

SEVEN COUNTY INFRASTRUCTURE COALITION
March 19, 2021

Resolution No. 2021-03D

**RESOLUTION APPROVING AGREEMENT WITH DREXEL
HAMILTON RELATED TO SECTION 106 PROGRAMMATIC
AGREEMENT FOR THE UINTA BASIN RAILWAY PROJECT,
AND RELATED MATTERS.**

WHEREAS, the Seven County Infrastructure Coalition (Coalition), filed a petition for exemption with the U.S. Surface Transportation Board (STB) on May 29, 2020, pursuant to 49 United States Code (U.S.C.) § 10502, in Docket No. FD 36284, and

WHEREAS, as set forth that certain Section 106 programmatic agreement, the STB, as the lead federal agency, pursuant to 36 Code of Federal Regulations (C.F.R.) § 800.2(a), determined that a decision by the Board granting authority for the Project triggers the requirements of the NHPA (54 U.S.C. § 300301 *et seq.*), specifically Section 106 of the NHPA (Section 106) (54 U.S.C. § 306108) and its implementing regulations (36 C.F.R. Part 800) and other applicable laws involving other state, federal and Native American agencies or concerns; and

WHEREAS, on September 8, 2020, pursuant to Resolution 2020-09A, the Coalition Board approved a Uinta Basin Railway Development Agreement with Drexel Hamilton Infrastructure Partners Fund II, LLC and its wholly owned subsidiary Uintah Basin Railway, LLC (the “Development Agreement”); and

WHEREAS, Paragraph 5(b) of the Development Agreement anticipated that prior to closing under such agreement the Coalition and Drexel would be co-applicants for Section 106 authorization; and

WHEREAS, Paragraph 1 of the Development Agreement acknowledged that the Coalition has limited funds to advance the petition for exemption; and

WHEREAS, the Coalition anticipated that Section 106 authorization would not be part of the petition for exemption but would follow construction approval from the STB; and

WHEREAS, the Coalition is willing to direct funds, as available to Section 106 authorization, but to ensure that there are funds to complete the Section 106 authorization and the petition for exemption, the Coalition desires the assurances set forth in the Addendum to Uinta Basin Railway Development Agreement, as attached hereto:

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, in substantially final form, an Addendum to Uinta Basin Railway Development Agreement with Drexel

Hamilton and Uinta Basin Railway, LLC, and further authorizes the Executive Director to execute said agreement with such modifications and amendments as he deems necessary or desirable and to take all other steps necessary or desirable related to it.

- 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 March 19, 2021.

Motion by Commissioner _____ and

Seconded by Commissioner _____.

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, Greg Miles

Co-Chair, Casey Hopes

ATTEST:

(COALITION SEAL)

Heather B. Hoyt