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 ___Lytle___ and
Seconded by Commissioner ___Grayeyes___.

SEVEN COUNTY INFRASTRUCTURE COALITION  VOTING:

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___Absent___
Co-Chair, Greg Miles

___Absent___
Co-Chair, Casey Hopes

ATTEST:

Heather B. Hoyt