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**SEVEN COUNTY INFRASTRUCTURE COALITION  
February 21, 2020**

**Resolution No. 2020-02C**

**RESOLUTION APPROVING LONG TERM AGREEMENT WITH  
DREXEL HAMILTON AND RIO GRANDE PACIFIC RELATED TO  
FINANCE, OWN, OPERATE AND MAINTAIN THE UINTA BASIN  
RAILWAY, AND RELATED MATTERS.**

WHEREAS, In April 2019, the Coalition published a Request for Information and subsequently a Request for Qualification for a person or firm to serve as the commercial developer on the Uinta rail project; and

WHEREAS, the Coalition received a written response from Drexel Hamilton and proposing a joint response with Rio Grande Pacific; and

WHEREAS, a subcommittee met on May 7, 2019 and interviewed all respondents; and

WHEREAS, based on the recommendation of the subcommittee the Coalition Board selected Drexel Hamilton as its commercial developer to finance, construct and operate the rail, etc.

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, pursuant to Resolution 2019-10D the Coalition approved Amendment No. 1 to the MOU to more clearly set forth terms related to the purchase of Right of Way for the rail and to more clearly set forth that Rio Grande Pacific is a party to the MOU, as amended; and

WHEREAS, the MOU, as amended, contemplates that the Coalition would enter into a long term agreement with Drexel Hamilton and Rio Grande Pacific to finance, own, operate, and maintain the Uinta Basin Railway; and

WHEREAS, the Coalition has negotiated a long term agreement as contemplated and desires to approve such agreement with Drexel Hamilton and Rio Grande Pacific:

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 the an agreement with Drexel Hamilton and Rio Grande Pacific to finance, own, operate, and maintain the Uinta Basin Railway in substantially final form, as attached, and authorizes the Executive Director to sign such agreement and to have said contract sealed and attested as is appropriate and to take all other actions necessary and desirable related thereto.

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 February 21, 2020.

Motion by \_\_\_\_\_ and Seconded by \_\_\_\_\_.

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

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\_\_\_\_\_  
Co-Chair, Lynn Sitterud

ATTEST:

(COALITION SEAL)

\_\_\_\_\_  
Eric Johnson, Legal Counsel