

CENTRAL WASATCH COMMISSION

RESOLUTION No. 2023-02

A RESOLUTION APPROVING ENTRY INTO THE FIFTH AMENDMENT TO AN INTERLOCAL COOPERATION AGREEMENT WITH THE UNIVERSITY OF UTAH FOR THE ENVIRONMENTAL DASHBOARD

WHEREAS, UTAH CODE ANN. § 11-13-101, *et seq.* (the “*Interlocal Cooperation Act*”) provides that any two or more public agencies may enter into agreements with one another for joint or cooperative action following the adoption of an appropriate resolution by the governing body of each participating public agency; and

WHEREAS, the Central Wasatch Commission (“*CWC*”) and the University of Utah (“*University*”) are public agencies for purposes of the *Interlocal Cooperation Act*; and

WHEREAS, effective 1 July 2019 CWC and University entered into an “*Interlocal Cooperation Agreement (Environmental Dashboard)*” (the “*Agreement*”) whereunder University agreed to further develop CWC’s so-called “*Environmental Dashboard*” environmental monitoring and adaptive management plan (the “*Environmental Dashboard*”)” as described in the *Agreement*; and

WHEREAS, the *Agreement* subsequently was amended by the (a) “*First Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)*” dated on or about 9 March 2020 between the Parties (the “*First Amendment*”), which amended the *Agreement* to adopt a revised proposal detailing the “*Phase 2 Work*” under the *Agreement* and associated costs needed to bring the *Environmental Dashboard* to fruition, (b) “*Second Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)*” dated on or about 1 March 2021 between the Parties (the “*Second Amendment*”), which amended the *Agreement*, as previously amended, to adopt a revised schedule for University’s completion of its *Phase 2 Work* under the *Agreement*, as amended, and the timetable for the associated payments by the CWC to University for that work, in order to bring the *Environmental Dashboard* to fruition, (c) “*Third Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)*” dated on or about 1 November 2021 which amended the *Agreement*, as previously amended, to again adopt a revised scope, completion schedule and fee schedule for such work in order to bring the *Environmental Dashboard* to fruition, and (d) “*Fourth Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)*” dated on or about 2 May 2022 which amended the *Agreement*, as previously amended, to again adopt a revised scope, completion schedule and fee schedule for such work in order to bring the *Environmental Dashboard* to fruition; and

WHEREAS, CWC and University now desire to further amend the *Agreement*, as previously amended, to adopt another (so-called “*Human*”) element into the *Environmental Dashboard* by incorporating the “*visitor use study*” work of Utah State University performed under a separate interlocal agreement between CWC and USU (the “*Human Element*”) as described in the “*Proposal for the Human Element of the Environmental Dashboard*” dated 13 April 2022 and updated 4 January 2023 from University to CWC, all as provided in the “*Fifth Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)*” (the “*Fifth Amendment*”) that they cooperatively have negotiated and drafted; and

WHEREAS, the CWC’s Board of Commissioners (the “*Board*”) met in regular session on 9 January 2023 to consider, among other things, approving the CWC’s entry into the Fifth Amendment; and

WHEREAS, the Board has reviewed the form of the Fifth Amendment, a copy of which is attached hereto; and

WHEREAS, the CWC’s attorney also has approved the form of the Fifth Amendment as required by UTAH CODE ANN. §11-13-202.5(3); and

WHEREAS, after careful consideration, the Board has determined that it is in the best interests of the CWC and its constituents to approve the CWC’s entry into the Fifth Amendment as proposed in order to make efficient use of the CWC’s resources;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Central Wasatch Commission that the attached Fifth Amendment is hereby approved, and that the CWC’s chair and secretary are authorized and directed to execute and deliver the Fifth Amendment on behalf of the CWC.

This Resolution, assigned no. 2023-02, shall take effect immediately upon passage.

ATTEST:

CENTRAL WASATCH COMMISSION

By: _____
Jeff Silvestrini, Secretary

By: _____
Christopher F. Robinson, Chair of the Board

VOTING OF THE BOARD:

Roger Bourke	Yea ___ Nay ___
Dan Knopp	Yea ___ Nay ___
Erin Mendenhall	Yea ___ Nay ___
Christopher Robinson	Yea ___ Nay ___
Jeff Silvestrini	Yea ___ Nay ___
Michael Weichers	Yea ___ Nay ___
Nann Worel	Yea ___ Nay ___
Monica Zoltanski	Yea ___ Nay ___

DEPOSITED in the office of the Secretary this 9th day of January 2023.

FILED AND RECORDED this 9th day of January 2023.

Fifth Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)

THIS FIFTH AMENDMENT TO INTERLOCAL AGREEMENT (this “*Fifth Amendment*”) is made effective 9 January 2023 by and between the **CENTRAL WASATCH COMMISSION**, an interlocal entity of the state of Utah whose address is 41 North Rio Grande Street, Ste. 202, Salt Lake City, UT 84101 (“*CWC*”), and the **UNIVERSITY OF UTAH**, an institution of higher education and a body corporate and politic of the state of Utah whose address is c/o Office of Sponsored Projects, 1471 East Federal Way, Salt Lake City, UT 84102-1821 (“*University*”). In this Amendment, CWC and University are each a “*Party*” and collectively are “*Parties*.”

RECITALS:

A. Effective 1 July 2019, the Parties entered into an “Interlocal Cooperation Agreement (Environmental Dashboard)” (the “*Agreement*”) whereunder University agreed to further develop CWC’s so-called “Environmental Dashboard” environmental monitoring and adaptive management plan (the “*Environmental Dashboard*”)” as described in the Agreement and the Proposal for the Phase 1 Work attached to the Agreement.

B. The Agreement subsequently was amended by the (a) “First Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)” dated on or about 9 March 2020 between the Parties (the “*First Amendment*”), which amended the Agreement to adopt a revised proposal detailing the “Phase 2 Work” under the Agreement and associated costs needed to bring the Environmental Dashboard to fruition, (b) “Second Amendment to Interlocal Cooperation Agreement (Environmental Dashboard)” dated on or about 1 March 2021 between the Parties (the “*Second Amendment*”), which amended the Agreement, as previously amended, to adopt a revised schedule for University’s completion of its Phase 2 Work under the Agreement, as amended, and the timetable for the associated payments by the CWC to University for that work, in order to bring the Environmental Dashboard to fruition, (c) “Third Amendment to Interlocal Cooperation Agreement (Environmental Dashboard) dated on or about 1 November 2021 which amended the Agreement, as previously amended, to again adopt a revised scope, completion schedule and fee schedule for such work in order to bring the Environmental Dashboard to fruition, and (d) “Fourth Amendment to Interlocal Cooperation Agreement (Environmental Dashboard) dated on or about 2 May 2022 which amended the Agreement, as previously amended, to again adopt a revised scope, completion schedule and fee schedule for such work in order to bring the Environmental Dashboard to fruition.

C. CWC and University now desire to further amend the Agreement, as previously amended, to adopt another (so-called “Human”) element into the Environmental Dashboard by incorporating the “visitor use study” work of Utah State University performed under a separate interlocal agreement between CWC and USU (the “*Human Element*”) as described in the “Proposal for the Human Element of the Environmental Dashboard” dated 13 April 2022 and updated 4 January 2023 from University to CWC, a copy of which is attached hereto as an exhibit (the “*Exhibit*”).

D. Consequently, the Parties now desire to further amend the Agreement, as previously amended, to adopt a revised scope of work for University, a revised schedule for completion of such work, and a revised fee schedule for that work.

A G R E E M E N T:

NOW THEREFORE, in consideration of the premises, the mutual covenants and undertakings of the parties hereto, and for other good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Section 1. **Defined Terms.** Unless otherwise defined in this Amendment, all capitalized “terms of art” in this Amendment shall have the same meanings and definitions as in the Agreement.

Section 2. **Additions to Scope of Work.** The scope of Work to be performed by University under the Agreement, as previously amended, is hereby amended and augmented to include the additional items of Work that are described on the attached Exhibit, the terms and conditions of which are incorporated herein by this reference.

Section 4. **Changes to Project and Payment Schedule.** The revised schedule for University’s completion of the Work under the Agreement, and for CWC’s payments for such Work, shall be as shown on the Exhibit.

Section 5. **Total Due.** CWC’s payment obligation under the Agreement is hereby increased by \$5,126 as detailed on the Exhibit.

Section 6. **No Other Modifications.** Except as specifically amended in this Amendment, the terms of the Agreement, as previously amended, shall remain unmodified and in full force and effect between the parties.

DATED effective the date first-above written.

CWC:

ATTEST:

CENTRAL WASATCH COMMISSION

By: _____
Jeff Silvestrini, Secretary

By: _____
Christopher F. Robinson, Chair

APPROVED IN ACCORDANCE WITH UTAH CODE ANN. § 11-13-202.5:

Wm. Shane Topham

Wm. Shane Topham,
CWC Attorney

UNIVERSITY:

ATTEST:

UNIVERSITY OF UTAH

_____, _____

_____, _____

APPROVED IN ACCORDANCE WITH UTAH CODE ANN. § 11-13-202.5:

By: _____
_____, University's Attorney

**Exhibit to Fifth Amendment to
Interlocal Cooperation Agreement
(Environmental Dashboard)**

*(Attach "Proposal for the Human Element of the Environmental Dashboard"
dated April 13, 2022 and updated January 4, 2023)*