COTTONWOOD HEIGHTS

RESOLUTION NO. 2020-19

A RESOLUTION APPROVING AMENDMENTS TO THE CENTRAL WASATCH COMMISSION INTERLOCAL AGREEMENT AND CONSENTING TO ADMISSION OF THE TOWN OF BRIGHTON AS A MEMBER OF THE CENTRAL WASATCH COMMISSION

WHEREAS, the Central Wasatch Commission (the "*CWC*") is an interlocal entity that was formed effective 29 June 2017 pursuant to the "Central Wasatch Commission Interlocal Agreement" (the "*ILA*") among Salt Lake County, Salt Lake City, Sandy City and city of Cottonwood Heights (the "*City*"); and

WHEREAS, Article X.A. of the ILA provides that the ILA may be amended from time to time upon the majority vote of all members of the CWC's governing body (the "*CWC Board*") and approval by the legislative body of each of the CWC's then-members (the "*Members*"); and

WHEREAS, Article V.A. of the ILA allows additional Members to join the CWC pursuant to the process provided in Article V.B.(3) of the ILA, which requires, among other things, (a) approval by majority vote of all of the commissioners then serving on the CWC Board, and (b) approval by the legislative body of each of the then-current Members; and

WHEREAS, following the CWC's formation, Town of Alta, City of Millcreek, and Park City joined the CWC as additional members pursuant to Article V.B.(3) of the ILA, so that as of the effective date of this resolution the CWC's Members are Town of Alta, the City, City of Millcreek, Park City, Salt Lake City, Salt Lake County, and Sandy City; and

WHEREAS, on 9 March 2020, pursuant to an application for CWC membership previously submitted by the newly-incorporated Town of Brighton ("*Brighton*"), the CWC Board enacted its Resolution 2020-12 offering CWC membership to Brighton; and

WHEREAS, further, following a discussion at its 9 March 2020 meeting, on 6 April 2020 the CWC Board enacted its Resolution 2020-14 amending Article V of the ILA ("*Article V*") to, among other things, (a) establish minimum criteria for membership in the CWC; (b) establish a detailed process for admission of additional Members to the CWC; (c) allow for the inclusion of up to four non-voting, *ex officio*, members on the CWC Board from time to time to provide input deemed pertinent by the CWC Board to the CWC's goals and objective; (d) eliminate the class of CWC Board members known under the current ILA as "Appointed Commissioners" (representing entities which are <u>not</u> Members of the CWC); and (e) establish Summit County (which is the only entity currently represented by an "Appointed Commissioner") as a Member of the CWC, from and after full approval of such amendments to Article V (the "*Amendments*"); and

WHEREAS, the CWC's attorney also has approved the form and legal compliance of the Amendments if and as required by UTAH CODE ANN. §11-13-202.5(3); and

WHEREAS, consequently, pursuant to its Resolution 2020-12 and Resolution 2020-14, the CWC Board has approved, and requested that the governing body of each of its current

Members approve, (a) Brighton's admission as a CWC Member, conditioned on Brighton's approval and execution and delivery of a counterpart of the ILA, as amended by the Amendments, and (b) the Amendments to Article V of the ILA; and

WHEREAS, the City is a Member of the CWC; and

WHEREAS, the City's city council (the "*Council*") met in regular session on 5 May 2020 to consider, among other things, approving (a) the admission of Brighton as a CWC Member as provided above, and (b) the Amendments to Article V of the ILA; and

WHEREAS, the Council has reviewed (a) a "clean" draft of Article V incorporating the Amendments, and (b) a "compared" draft of Article V showing the Amendments (with additions in underlined red type and deletions in ~~struck-through red type~~), copies of which drafts are annexed hereto as Exhibit "A" and Exhibit "B," respectively; and

WHEREAS, after careful consideration, the Council has determined that it is in the best interests of the health, safety and welfare of the City's residents to so approve (a) Brighton's admission as an additional Member of the CWC, and (b) the Amendments to Article V of the ILA, as proposed by the Board;

NOW, THEREFORE, BE IT RESOLVED by the city council of the city of Cottonwood Heights that the Council hereby approves (a) Brighton's admission as an additional Member of the CWC, conditioned on and effective as of Brighton's approval and execution and delivery of a counterpart of the ILA as amended by the Amendments, and (b) amendment of the ILA with the Amendments.

This Resolution, assigned no. 2020-19, shall take effect immediately upon passage.

PASSED AND APPROVED effective 5 May 2020.

ATTEST:

By: _____
Paula Melgar, Recorder

COTTONWOOD HEIGHTS CITY COUNCIL

By _____
Michael J. Peterson, Mayor

VOTING:

Michael J. Peterson	Yea ✓	Nay ___
Douglas Petersen	Yea ✓	Nay ___
J. Scott Bracken	Yea ✓	Nay ___
Tali C. Bruce	Yea ✓	Nay ___
Christine Watson Mikell	Yea ✓	Nay ___

DEPOSITED in the office of the City Recorder on 5 May 2020.

RECORDED this 5th day of May 2020.

PURSUANT TO UTAH CODE ANN. §11-13-202.5(3), if and as applicable, the Amendments are hereby approved as to form and compliance with applicable law.

By:_____

Wm. Shane Topham, City Attorney

EXHIBIT "A"

(Attached Supplied pdf of Clean Copy of Article V)

ARTICLE V

ORGANIZATION

A. Members. The Commission is comprised of the Members that are signatory to this Agreement which include, as of __ _____ 2020 (the effective date of the first amendment to this Agreement), Town of Alta, city of Cottonwood Heights, City of Millcreek, Park City, Salt Lake City, Salt Lake County, Sandy City, and Summit County. Additional Members ("Additional Members") may be added to the Commission pursuant to the following minimum criteria and process:

(1) *Minimum Criteria*. The minimum criteria for membership in the CWC are as follows:

(a) Each Additional Member shall be a governmental entity located in Salt Lake County or Summit County, Utah; and

(b) Each Additional Member shall have a common border with the boundary of the Commission specified in this Agreement or have legal jurisdiction within such boundary; and

(c) Except for Salt Lake County, which may have two Commissioners as specified below, no Member shall have more than one Commissioner representing it on the Board.

(2) *Process*. The process for adding Additional Members to the Commission is as follows:

(a) Upon receipt of a written application from the governing body of a proposed new Additional Member which complies with the minimum criteria specified in Article V.A.(1) (the "*Minimum Criteria*"), the Board may consider such application in public meetings occurring over such timeframe as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

(b) The Board's consideration of the application of such proposed new Additional Member shall be based on the the Minimum Criteria and such additional criteria as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

(c) Following such consideration, the Board shall vote whether to offer Commission membership to the proposed new Additional Member. If a majority of the Board does not affirmatively vote to offer Commission membership to the proposed new Additional Member, then the proposed new Additional Member's application for membership shall be deemed denied and that proposed new Additional Member shall be barred from re-applying for membership for a period of one year after such denial.

(d) If a majority of the Board affirmatively votes to offer Commission membership to the proposed new Additional Member, then the proposed new Additional Member's application for membership shall be deemed provisionally approved, subject to:

(i) Approval of the proposed new Additional Member by the legislative body of each of the Members; and

(ii) Approval of this Agreement, as previously amended and/or restated, by resolution of the governing body of the proposed new Additional Member; and

(iii) The proposed new Additional Member's execution and delivery to the Board of a counterpart of the then-current version of this Agreement.

B. Board.

(1) *Member Commissioners*.

(a) The Mayor or the governing body, as appropriate to the Member's form of government as created by the Laws of Utah 1977, Chapter 48, of each Member shall appoint an elected public official from their respective entity to serve as a Commissioner.

(b) The Salt Lake County Council shall appoint an At-Large County Council Member to represent the interests of the greater Salt Lake County.

(c) Each Member Commissioner shall serve until his or her tenure as an elected public official of the sponsoring Member terminates, until his or her successor is duly appointed by the sponsoring Member, or until his or her sponsoring Member withdraws from the Commission, whichever occurs first. A vacancy on the Board shall be filled in the same manner as the appointment of the Member Commissioner whose vacancy is being filled.

(2) *Ex Officio Commissioners*. *Ex officio* Commissioners ("*Ex Officio Commissioners*") representing non-Member governmental entities with specialized expertise may be appointed by Board resolution to provide input pertinent to the CWC's goals or objectives. To that end, an Ex Officio Commissioner may participate in Board discussions but, as provided below, may not vote on any Commission matters.

(a) No more than four Ex Officio Commissioners may serve at any time.

(b) The term of service of an Ex Officio Commissioner shall be the lesser of one year or as specified in the appointing resolution; provided that an Ex Officio Commissioner may be freely re-appointed by Board resolution from time to time.

(c) An Ex Officio Commissioner may be removed at any time upon majority vote of all of the Member Commissioners then serving on the Board.

(3) *Compensation and Expenses of Commissioners*. Commissioners may not receive compensation or benefits for their service on the Board, but may receive per diem and reimbursement for travel expenses incurred as a Board member at the rates established by the State of Utah, Division of Finance.

(4) *Open Meetings Act*. Board meetings are subject to the Utah Open and Public Meetings Act, UTAH CODE ANN. 52-4-101 et seq. (the "Open Meetings Act"). An Ex Officio Commissioner's presence in or absence from a meeting of the Board or any other CWC public body shall not contribute—for or against—to the existence of a quorum of the Board or such body under any applicable law.

C. Officers. Bi-annually, the Commissioners shall elect from among the Member Commissioners a Chair, a Co-Chair, a Secretary and a Treasurer.

D. Voting.

(1) A Member Commissioner may not delegate the right to vote on Commission matters to any designee; provided, however, that a Member Commissioner may send a non-voting designee to Commission meetings for the purpose of gathering information for and expressing the viewpoint of the designee's Member Commissioner. The Board shall, however, adopt a written protocol for electronic meetings as authorized in the Open Meetings Act.

(2) All actions of the Commission require approval of at least a majority vote of all Member Commissioners then serving on the Board.

(3) Ex Officio Commissioners may not vote on any Commission matters.

EXHIBIT "B"

(Attached Supplied pdf of Redlined Copy of Article V)

ARTICLE V

ORGANIZATION

A. Members. The Commission is comprised of the Members that are signatory to this Agreement which include, as of 2020 (the effective date of the first amendment to this Agreement), Town of Alta, city of Cottonwood Heights, City of Millcreek, Park City, Salt Lake City, Salt Lake County, Sandy City, and Summit County. Additional Members ("Additional Members") may be added to the Commission pursuant to the following minimum criteria and process:

(1) *Minimum Criteria*. The minimum criteria for membership in the CWC are as follows:

(a) Each Additional Member shall be a governmental entity located in Salt Lake County or Summit County, Utah; and

(b) Each Additional Member shall have a common border with the boundary of the Commission specified in this Agreement or have legal jurisdiction within such boundary; and

(c) Except for Salt Lake County, which may have two Commissioners as specified below, no Member shall have more than one Commissioner representing it on the Board.

(2) *Process*. The process for adding Additional Members to the Commission is as follows:

(a) Upon receipt of a written application from the governing body of a proposed new Additional Member which complies with the minimum criteria specified in Article V.A.(1) (the "*Minimum Criteria*"), the Board may consider such application in public meetings occurring over such timeframe as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

(b) The Board's consideration of the application of such proposed new Additional Member shall be based on the the Minimum Criteria and such additional criteria as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

(c) Following such consideration, the Board shall vote whether to offer Commission membership to the proposed new Additional Member. If a majority of the Board does not affirmatively vote to offer Commission membership to the proposed new Additional Member, then the proposed new Additional Member's application for membership shall be deemed denied and that proposed new Additional Member shall be barred from re-applying for membership for a period of one year after such denial.

(d) If a majority of the Board affirmatively votes to offer Commission membership to the proposed new Additional Member, then the proposed new Additional Member's application for membership shall be deemed provisionally approved, subject to:

(i) Approval of the proposed new Additional Member by the legislative body of each of the Members; and

(ii) Approval of this Agreement, as previously amended and/or restated, by resolution of the governing body of the proposed new Additional Member; and

(iii) The proposed new Additional Member's execution and delivery to the Board of a counterpart of the then-current version of this Agreement.
~~provided in Article V.B.(3). To become a Member, the governing body of each proposed additional Member must also approve this Agreement by resolution and the proposed Member then shall execute and deliver a counterpart of this Agreement.~~

B. Board.

(1) ~~*Appointments of*~~ *Member Commissioners*.

(a) The Mayor or the governing body, as appropriate to the Member's form of government as created by the Laws of Utah 1977, Chapter 48, of each Member shall appoint an elected public official from their respective entity to serve as a Commissioner.

(b) The Salt Lake County Council shall appoint an At-Large County Council Member to represent the interests of the greater Salt Lake County.

(c) Each Member Commissioner shall serve until his or her tenure as an elected public official of the sponsoring Member terminates, until his or her successor is duly appointed by the sponsoring Member, or until his or her sponsoring Member withdraws from the Commission, whichever occurs first. A vacancy on the Board shall be filled in the same manner as the appointment of the Member Commissioner whose vacancy is being filled.

(2) *Ex Officio* ~~*Appointed*~~ *Commissioners*. *Ex officio* ~~Additional~~ Commissioners (*"Ex Officio Commissioners"*) representing non-Member governmental entities with specialized expertise may ~~who do not represent a specific Member entity may also~~ be appointed by ~~to the~~ Board resolution to provide input pertinent to the CWC's goals or objectives. To that end, an Ex Officio Commissioner may participate in Board discussions but, as provided below, may not vote on any Commission matters.

(a) ~~pursuant to the process provided in Article V.B.(3) as follows.~~

No more than four Ex Officio Commissioners may serve at any time.~~The Members shall appoint a Commissioner to represent the interests of the portion of the Project Area located to the East of the Wasatch Range (ie., the so-called "Wasatch Back"). Park City and Summit County may jointly nominate an elected or appointed public official for appointment by the Board for this Appointed Commissioner.~~

~~The Members shall appoint a Commissioner to represent the interests of the Utah Department of Transportation.~~

(b) The term of service of an Ex Officio Commissioner shall be the lesser of one year or as specified in the appointing resolution; provided that an Ex Officio Commissioner may be freely re-appointed by Board resolution from time to time.

(c) An Ex Officio Commissioner may be removed at any time upon majority vote of all of the Member Commissioners then serving on the Board.

(3) ~~*Procedure for Approving Additional Members and Appointed Commissioners.*~~

~~(a) The appointment of any additional Member or Appointed Commissioner requires:~~

~~(i) A majority vote of all Commissioners then serving on the Board; and~~

~~(ii) Approval by the legislative body of each of the Members.~~

~~(4) *Tenure*. Each Commissioner shall serve until his or her tenure as an elected or appointed public official (as applicable) terminates, until his or her successor is duly appointed by the sponsoring Member or the Board (as applicable), or until his or her sponsoring Member (if any) withdraws from the Commission, whichever occurs first. A vacancy on the Board shall be filled in the same manner as the appointment of the Commissioner whose vacancy is being filled.~~

~~(5)~~ *Compensation and Expenses of Commissioners*. Commissioners may not receive compensation or benefits for their service on the Board, but may receive per diem and reimbursement for travel expenses incurred as a Board member at the rates established by the State of Utah, Division of Finance.

(4~~6~~) *Open Meetings Act*. Board meetings are subject to the Utah Open and Public Meetings Act, UTAH CODE ANN. 52-4-101 et seq. (the "Open Meetings Act"). An Ex Officio Commissioner's presence in or absence from a meeting of the Board or any other CWC public body shall not contribute—for or against—to the existence of a quorum of the Board or such body under any applicable law.

C. Officers. Bi-annually, the Commissioners shall elect from among the Member Commissioners ~~their membership~~ a Chair, a Co-Chair, a Secretary and a Treasurer.

D. Voting.

(1) A Member Commissioner may not delegate the right to vote on Commission matters to any designee; provided, however, that a Member Commissioner may send a non-

voting designee to Commission meetings for the purpose of gathering information for and expressing the viewpoint of the designee's Member Commissioner. The Board shall, however, adopt a written protocol for electronic meetings as authorized in the ~~Utah~~ Open ~~and Public~~ Meetings Act.

(2) All actions of the Commission require approval of at least a majority vote of all Member Commissioners then serving on the Board.

(3) Ex Officio Commissioners may not vote on any Commission matters.