

APPROVED

**CACHE COUNTY
COUNCIL MEETING
MINUTES
JUNE 24, 2014**

**CACHE COUNTY COUNCIL
JUNE 24, 2014**

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CACHE COUNTY COUNCIL MEETING
June 24, 2014

The Cache County Council convened in a regular session on June 24, 2014 at 5:00 p.m. in the Cache County Council Chamber at 199 North Main, Logan, Utah.

ATTENDANCE:

Chairman: Val Potter
Vice Chairman: Kathy Robison,
Council Members: Craig "W" Buttars, G. Gregory Merrill, Jon White, Cory Yeates & Gordon Zilles.
County Executive: M. Lynn Lemon
County Clerk: Jill N. Zollinger
County Attorney: Tony Baird

The following individuals were also in attendance: Janeen Allen, Dick Anderson, Lance Anderson, Bruce Axtell, Bill Bower, Jack Brown, Trudy Brown, Bob Fotheringham, Stephanie Fricke, Trish Gibbs, Chris Harrild, Sharon L. Hoth, Dallas Mendelkow, Dave Nielsen, Michelle Olsen, LaMont Poulsen, Director Josh Runhaar, Scott Wilkinson, **Media:** Shannon Nielsen (Herald Journal).

OPENING REMARKS AND PLEDGE OF ALLEGIANCE

Council member Zilles gave the opening remarks and led those present in the Pledge of Allegiance.

REVIEW AND APPROVAL OF AGENDA

Chairman Potter said Item 12c – *Pay-for-Stay Program Review* – and Item 12d – *Paradise Avon Parks and Recreation Service Area Proposal* – were removed from the agenda and Executive Lemon asked that Item 12 e – *Approval of Greenbelt Tax Agreement* – be moved ahead of Item 12a – *Resolution No. 2014-15 – Amending Personnel Policy & Procedure Manual Section VIII: Rules and Regulations*.

ACTION: Motion by Council member Yeates to approve the agenda as amended. Buttars seconded the motion. The vote was unanimous, 7-0.

REVIEW AND APPROVAL OF MINUTES

ACTION: Motion by Council member White to approve the minutes of the June 10, 2014 Council meeting as written. Robison seconded the motion. The vote was unanimous, 7-0.

REPORT OF THE COUNTY EXECUTIVE: M. LYNN LEMON

APPOINTMENTS: M. Lynn Lemon City of Logan Taxing Entity Committee
Cameron Jensen City of Logan Taxing Entity Committee

ACTION: Motion by Council member Yeates to approve the recommended appointments. White seconded the motion. The vote was unanimous, 7-0.

WARRANTS: Warrants for the periods 06-07-2014 to 06-13-2014 and 06-14-2014 to 06-20-2014 were given to the Clerk for filing.

OTHER ITEMS:

- **Tax Rate Summary for 2014** – Executive Lemon explained that the certified tax rate of just under 5% is based on the values that came in and will generate \$9,603,660.00 which is an increase of \$170,500.00 over the \$9,433,160.00 that was budgeted.

(Attachment 1)

ITEMS OF SPECIAL INTEREST

- **Introduction of 2014 Cache County Rodeo Royalty** – LaMont Poulsen expressed appreciation for Trish Gibbs and Scott Wilkinson as well as the county and the Council's support of the rodeo. The following introduced themselves:

Queen Jerrica James, Mendon, who presented her winning speech.
1st Attendant Randi Davis, Trenton
2nd Attendant Bailee Noble, Wellsville
Princess Brandi Olsen, Beaver Dam
Junior Princess, Brinley Jenson, Nibley
Junior Queen Kylee Noble, Wellsville

UNIT OR COMMITTEE REPORTS

- ★ **Assessor's Office** – Kathleen Howell reported the property market is stable and new commercial growth accounts for most of the increase in the certified tax rate. Her report included the following:
 - Reappraised/reviewed over 18,000 of the 46,000 properties in the county
 - Tax roll completion
 - Assessment/Sales Ratio Study Summary Report
 - New state software – motor vehicle
 - Emissions inspections' problems
 - Altering of specialty license plates
 - Salary survey of all ad valorem appraisers in Utah
 - Creation of new county tax roll system – MCAT funding

INITIAL PROPOSAL FOR CONSIDERATION OF ACTION

- **Approval of Greenbelt Tax Agreement** – Executive Lemon indicated an agreement has been reached with Summit Mountain, Jack Brown, JT Canyon and Middle Mountain concerning the greenbelt status of certain properties and asked for the Council's approval.

(Attachment 2)

ACTION: Motion by Council member Yeates to approve the Greenbelt Tax Agreement as approved by the Cache County Attorney. Buttars seconded the motion. The vote was unanimous, 7-0.

- **Resolution No. 2014-15 – Amending Personnel Policy & Procedure Manual Section VIII: Rules and Regulations (NO ACTION TAKEN)** – Executive Lemon observed the Council discussed the changes to Section VIII at the June 10, 2014 Council meeting. They need to be approved by resolution. Council member Merrill advocated more stringent enforcement of the use of passwords by employees. Executive Lemon said he will tell the committee to work on the issue so that every time an employee performs a function, he/she must do so under his/her personal password so the action can be tracked.

Clerk Zollinger said Deputy Clerks do a “look-up” search for information under a generic password, but monetary transactions require the individual’s password. Is that the intent of Council member Merrill? Merrill responded that as the Department Head, Zollinger can use good business judgment in this issue.

The Council asked that the needed changes be implemented and that Resolution No. 2014-15 – Amending Personnel Policy & Procedure Manual Section VIII: Rules and Regulations be placed on the July 8, 2014 agenda.

- **Surveyor’s Office Review** – Director Runhaar updated the Council on operations in his office relative to surveyor duties including:
 - ❖ Rescanning of records
 - ❖ Section corner files
 - ❖ Other corner work
 - ❖ Phantom corners
 - ❖ Online services to public
 - ❖ Monument replacement/protection
 - ❖ Budget
- **Discussion – Land Conversion for North Park Land** – Lance Anderson, Cache Landmark Engineering, distributed maps to the Council showing potential conversions of county property. Six cities have expressed the desire to participate in the land conversion program as sponsors. The National Park Service favors having one sponsor over several different ones, but the state is a proponent of multiple sponsors.

Three options are available:

Option A – Multiple Cities

Option B – Hyde Park/North Logan

Option C – County be sponsor & be responsible for 6 cities

Anderson explained that once the land conversion is done, the cities would take responsibility for outdoor recreation on their properties and the county would agree to help the cities develop outdoor recreation through possible RAPZ funding, etc. The county would sell the property that is converted out to the cities for sponsorship and use the proceeds to pay off the American West Heritage

note. Any remaining funds would be used to help the cities develop the converted lands in their cities.

Council member White fears the cities will "expect" RAPZ funding for their outdoor recreation projects and proposed limiting what cities could expect from the county. White is also concerned that those future outdoor recreation areas might not be open and available to all county residents. Anderson reassured White and the Council that outdoor recreation property must be open to the public and that was outlined in the letter sent to the interested cities. Chairman Potter also feels the RAPZ funding should not be hung out there as a "caveat" for the cities and recommended caution. Potters also said cities should be willing to demonstrate the fiscal ability to develop the land as outdoor recreation.

Council member Buttars left the meeting at 6:45 p.m.

After much discussion, Anderson suggested that the cities purchase prices be guaranteed and that they will receive up to 50% of the sale, depending on sale, for development. Council members were responsive to that suggestion. Executive Lemon and the Council are supportive of Option A - multiple sponsors.

The plan must be submitted to the NPS which will have 30 days to respond. This item will be on the July 8, 2014 agenda for a decision.

- **Decision on CDBG Curb, Gutter, Sidewalk and street Project on 700 South (Fairgrounds)** – Director Josh Runhaar stated the problem is that the roadway doesn't drain and needs to be cut before curb and gutter and sidewalk can be installed which adds \$20,000.00 of cost to the project and the county cannot do the work for less than the proposed match asked for by Logan. Runhaar also pointed out that the county only has 2/3 of the frontage in the project; 1/3 of the frontage is in front of the zoo. Mark Nielsen, Logan City, thinks Logan will be amenable to the county paying for 2/3 of the \$50,000.00 match. Bart Esplin, Fairgrounds, is considering turning the area where the track used to be into an overflow parking lot seeded over with grass so any sidewalk work needs to have a driveway cut. Runhaar said he prefers to see a 5-foot sidewalk instead of the proposed 4-foot sidewalk.

ACTION: Motion by Council member White to approve \$33,330.00 matching funds for the Curb, Gutter, Sidewalk and Street Project on 700 South (Fairgrounds) with the provision that the sidewalk be a 5-foot wide sidewalk. Robison seconded the motion. The vote was unanimous, 6-0. Buttars absent.

OTHER BUSINESS

- ✓ **Audit Committee Meeting Update** – Council member Merrill said that the external audit vendor, Jones-Simpkins, will perform additional steps at an additional cost of approximately \$18,000.00. Merrill said this additional work may eliminate or minimize the need for an internal audit in at least two departments. The objective will be to address policies or procedures that may or may not have been followed in the past to make sure all of the state codes and procedures of

the county are in compliance and set procedures through the Auditor's office to make sure those things are followed through on.

Executive Lemon noted that the county has been in compliance with state code, but needs to make sure county and state ordinances match and pointed out that he and the Council members had the opportunity to voice any concerns about the audit process in an April meeting, but none were voiced.

- ✓ **2014 Summer USACCC Conference – Thursday, June 26, 2014 at Thanksgiving Point in Utah County** – Potter will attend.
- ✓ **Lewiston City 4th of July Parade – Friday, July 4, 2014 at 9:00 a.m.** – Zilles, Potter, Merrill and Buttars will attend.
- ✓ **Hyrum City 4th of July Parade – Friday, July 4, 2014 at noon** – Potter, Zilles, Merrill, Robison and White will attend.
- ✓ **Meeting with USU Extension – July 16, 2014 at 8:00 a.m.** – Chairman Potter, Executive Lemon and Council members Merrill and Yeates will attend.

COUNCIL MEMBER REPORTS

Gordon Zilles said the Grange property (DD Auto & Salvage) is looking much better.

Greg Merrill asked if anyone is going to the Rob Bishop event on Monday. Several Council members said they will be there.

Merrill asked Director Runhaar if he has been contacted by Powder Mountain about their proposed construction of homes. Runhaar said he passed on the Council's action to them and has met with the Weber County Planner. Twice, he has told them that as far as Cache County is concerned, the original agreement is null and void because the survey was inaccurate. He has not received a response.

Cory Yeates visited with Joel Merritt at the Road Department and it was a fruitful discussion. Merritt would like to take some of the Council members to the gravel pits, etc.

ADJOURNMENT

The Council meeting adjourned at 7:20 p.m.

ATTEST: Jill N. Zollinger
County Clerk

APPROVAL: Val K. Potter
Chairman

CACHE 1010 Tax Rate Summary Report 693	Form PT-693 pt-693.xls Rev. 09/10
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CACHE COUNTY Tax Year: **2014**

The Board of Trustees for the above special district has set the current year's tax rates as follows:

Purpose of Tax Rate (Code from Utah Code Annotated)	Auditor's Tax Rate	Proposed Tax Rate	Maximum By Law	Budgeted Revenue
10 General Operations §59-2-908	0.001648	0.001786	.003200	\$9,603,660
540 Health §26A-1-117	0.000140	0.000140	0.0004	\$752,807
950 Multicounty Assessing & Collecting	0.000013	0.000013		\$69,903
955 County Assessing & Collecting	0.000445	0.000445		\$2,392,849
Total Tax Rate	0.002246	0.002384	Total Revenue	\$12,819,219

GENERAL FUND

CERTIFIED TAX	9,603,660
BUDGET	9,433,160
INCREASE	170,500

Certification by Taxing Entity

I, _____, as authorized agent, hereby certify that this statement is true and correct and in compliance with all sections of the Utah State Code relating to the tax rate setting process.

Signature: _____ Date: _____

Title: _____ Telephone: _____

Mailing address: _____

June 20, 2014

**Multiple Levy
Proposed Tax Rate Valuation Summary
Report 694A**

Form PT-694A
pt-694A.xls Rev. 12/07

County: CACHE

Tax Year: 2014

Taxing Entity: 1010 CACHE

1. Value minus CDRA/SCME (from column 7 of Report 697)		\$5,695,569,113
2. Local assessed real and centrally assessed BOE adjustments		
a. Real property taxable value (from column 2 of Report 697)	\$5,276,928,540	
b. 3-Year real property BOE average rate	0.004918	
c. Real property BOE adjustment	\$25,951,935	
d. Centrally Assessed taxable value (from col. 4 of Rpt. 697)	\$297,891,605	
e. 3-Year centrally assessed BOE average rate	0.015601	
f. Centrally assessed BOE adjustment	\$4,647,407	
g. Total BOE adjustments	\$30,599,342	
3. Sum of valuations (line 2 less line3g)		\$5,664,969,771
4. Five-year average tax collection rate		94.92%
5. Proposed tax rate value (line 3 multiplied by line 4)		\$5,377,189,307

Certification by Taxing Entity

I, _____, as authorized agent, do hereby certify that the budgetary amount from property tax revenue listed above was adopted and approved in compliance with all requirements prescribed by law.

Certification by County Auditor

I, _____, as County Auditor, do hereby certify that I have examined the information submitted on this statement and have found it to be true and correct.

Signature: _____

Date: _____

Friday, June 20, 2014

**Multiple Levy
Proposed Tax Rate Worksheet
Report 694B**

Form PT-694B
pt-694b.xls Rev. 12/07

County: **CACHE**

Tax Year: **2014**

Entity Name: **1010 CACHE**

A. Proposed tax rate value (line 5 of Report 694A) **\$5,377,189,307**

1 Fund/Budget Type	2 Budgeted Revenue	3 Proposed Tax Rate
10 General Operations	\$9,606,345	0.001786
190 Discharge of Judgement		
250 Capital Improvements		
540 Health	\$752,807	0.000140
950 Multicounty Assessing & Collecting	\$69,903	0.000013
955 County Assessing & Collecting	\$2,392,849	0.000445

B. Total revenue (sum of column 2) **\$12,821,904**

C. Total proposed tax rate (sum of column 3) **0.002384**

Certification by Taxing Entity

I, _____, as authorized agent, do hereby certify that the budgetary amount from property tax revenue listed above was adopted and approved in compliance with all requirements prescribed by law.

Certification by County Auditor

I, _____, as County Auditor, do hereby certify that I have examined the information submitted on this statement and have found it to be true and correct.

Signature: _____ Date: _____

Friday, June 20, 2014

GREENBELT TAX AGREEMENT

THIS GREENBELT TAX AGREEMENT is made as of the 21ST day of May, 2014, by and between Cache County, a Utah governmental corporation, hereinafter Cache County, and Summit Mountain Holding Group, LLC, a Utah limited liability company, hereinafter Summit; and, JT Canyon, LLC, a Utah limited liability company, hereinafter JT Canyon; Jack Brown, an individual dba Brown Cattle Company, hereinafter Brown; and, Middle Mountain Resort, LLC, a Utah limited liability company, hereinafter Middle Mountain. Summit, JT Canyon and Middle Mountain are referred to collectively as Greenbelt Taxpayers.

Whereas, Summit is the owner of the parcels of real property described on Exhibit A attached hereto, which properties are being taxed based upon the Utah greenbelt assessment status; and,

Whereas, JT Canyon is the owner of the parcels of real property described on Exhibit A attached hereto, which properties are being taxed based upon the Utah greenbelt assessment status; and,

Whereas, Middle Mountain is the owner of the parcels of real property described on Exhibit A attached hereto, which properties are being taxed based upon the Utah greenbelt assessment status; and,

Whereas, Brown is the owner of certain cattle and is a party to an August 2013 certain lease agreement with Summit. Among other things, the lease agreement outlined certain greenbelt grazing requirements; and

Whereas, on April 24, 2013 Summit recorded an owner name change on parcels of property located in the south end of Cache County with the Cache County Recorder which invoked state law requiring Summit to reapply for greenbelt status. *See Utah Code Ann. 59-2-502(8)*; and,

Whereas, on May 9, 2013, the Cache County Assessor's Office mailed the greenbelt application to Summit Mountain Holdings and in July sent a second and final notice of the need for a completed application which was followed up by phone contact with Mr. Tom Jolley requesting a completed application and apprising him of the deficient number of AUM's on Summit's property; and,

Whereas, during the reapplication process state law requires evidence supporting that the property is adequately devoted to agricultural use be submitted to the County and Summit provided a yield statement dated August 15, 2013 showing that 100 head of cattle were located on their property for 4 ½ months. On August 21, 2013, Summit

*Need
Signed
Agreement*

returned application on several parcels and subsequently segregated land and were required to reapply on the segregated parcels;

Whereas, on November 4, 2013 Summit mailed the greenbelt application on 227.19 acres submitting a yield statement with inadequate Animal Unit Months (AUM's) for the property requested to be in greenbelt; and,

Whereas, on November 20, 2013 the County Assessor's Office called for a rollback on all parcels based upon the change of use in the property and the inadequate AUM's; and,

Whereas, on December 19, 2013, Summit filed an appeal of the County's decision and at a subsequent hearing on February 26, 2014 Summit presented evidence that the cattle were not actually on Summit's property for the full 4 ½ months and were not in sufficient numbers to meet the AUM requirements for the property held by Summit; and,

Whereas, during the greenbelt qualification process, Summit submitted its cattle grazing lease with Brown and a certification by Brown and/or JT Canyon that its use of the Summit, Exhibit A parcels was adequate AUM usage to qualify the same for greenbelt status; and,

Whereas, in further investigation and testimony of Brown at the February 26th hearing, it appears that JT Canyon is also using Brown's cattle to qualify the JT Canyon Exhibit A parcels and the Middle Mountain Exhibit A parcels for greenbelt assessment status; and,

Whereas, JT Canyon has been using all of the Exhibit A parcels together as a single grazing unit for its 159 head of cattle during the summer months; and,

Whereas, 159 head of cattle are an insufficient number of head to qualify all of the parcels involved given the county estimates of the AUM that is available on the collective parcels; and,

Whereas, the potential claims of Cache County for correction of the greenbelt assessment status now includes not only the Summit Exhibit A parcels but also the JT Canyon Exhibit A parcels and the Middle Mountain Exhibit A parcels; and,

Deleted: ¶

Whereas, the parties to this agreement desire to resolve the matter on a global basis as some of the parcels should be withdrawn from greenbelt assessment status based upon inadequate agricultural usage, but which parcels should be withdrawn is in controversy between Cache County and among the Greenbelt Taxpayers; and,

Whereas, Summit Mountain Holding Group, LLC, Brown, JT Canyon, LLC, and Middle Mountain Resort, LLC (the Greenbelt Taxpayers), in settlement of the controversy, have agreed between themselves to voluntarily withdraw sufficient parcels from Exhibit A so as to meet the required AUM qualification standards, subject to Greenbelt Taxpayer determination of which parcels to voluntarily withdraw; and,

Whereas, this settlement is acceptable to Cache County because the agricultural usage established and proven is sufficient to qualify the remaining parcels for greenbelt status based upon the determined AUM required; and,

Whereas, Cache County and Greenbelt Taxpayers further agree that this settlement is without prejudice to future qualification after the two year waiting period; to wit, that Greenbelt Taxpayers may after the two year waiting period reapply for greenbelt assessment status for the withdrawn parcels provided that the Greenbelt Taxpayers provide adequate proof that the agricultural usage then qualifies the withdrawn tracts for greenbelt assessment status (reapplication may be made in 2016).

NOW THEREFORE it is agreed for good and valuable consideration as a complete and binding settlement between Cache County and Greenbelt Taxpayers as follows:

1. Voluntary Withdrawal of Parcels from Greenbelt Assessment Status.

Greenbelt Taxpayers hereby voluntarily agree that the following list of seven (7) parcels shall be removed from greenbelt assessment status effective in the 2014 tax year, and as such ineligible for such status for a minimum of two years. The seven (7) parcels which the Greenbelt Taxpayers have selected to withdraw are as follows:

Owner	Parcel Number
Middle Mountain Resort, LLC	16-015-0010
JT Canyon, LLC	16-015-0011
JT Canyon, LLC	16-015-0003
JT Canyon, LLC	16-015-0005
JT Canyon, LLC	16-015-0008
Middle Mountain Resort, LLC	16-004-0001
JT Canyon, LLC	16-015-0004

2. JT Canyon Payment of Five Year Rollback. JT Canyon, concurrent with the execution of this Agreement, herewith pays to Cache County the sum of \$16,858.98 that being the Five Year Rollback Assessment amount for the five (5) parcels withdrawn from greenbelt assessment status by JT Canyon; to wit:

Owner	Parcel Number	Five Year Rollback
JT Canyon, LLC	16-015-0011	\$ 909.59
JT Canyon, LLC	16-015-0003	\$ 4,797.34
JT Canyon, LLC	16-015-0005	\$ 6,989.51
JT Canyon, LLC	16-015-0008	\$ 1,767.84
JT Canyon, LLC	16-015-0004	\$ 2,394.70
SUBTOTAL		\$ 16,858.98

3. **Middle Mountain Payment of Five Year Rollback.** Middle Mountain, concurrent with the execution of this Agreement, herewith pays to Cache County the sum of \$16,605.52 that being the Five Year Rollback Assessment amount for the two (2) parcels withdrawn from greenbelt assessment status by Middle Mountain; to wit:

Owner	Parcel Number	Five Year Rollback
Middle Mountain Resort, LLC	16-015-0010	\$ 909.59
Middle Mountain Resort, LLC	16-004-0001	\$ 15,695.93
SUBTOTAL		\$ 16,605.52

4. **Summit Participation in the Payment of Five Year Rollback.** Summit, concurrent with the execution of this Agreement, has entered into a financial settlement with both Middle Mountain and JT Canyon and thereby assumed its share of responsibility for the expense of the collective parties related to the Five Year Rollback Assessment burden and also the future burden that will be incurred by the subject properties not being eligible for greenbelt assessment for a two year period. Concurrently herewith Summit has paid to Middle Mountain Resort, LLC, the sum of \$23,247.73 and Summit has also paid to JT Canyon, LLC, the sum of \$23,602.57.

5. **Compromise and Settlement.** Summit, Brown, JT Canyon, and Middle Mountain each agree and acknowledge that this Agreement and the financial sharing described herein is a compromise and settlement of the claims, disputes and differences among them relating to greenbelt assessment status and claims for five year rollback payments. Summit, Brown, JT Canyon, and Middle Mountain each agree that neither this Agreement nor the payment of any monetary consideration or giving of any other consideration, as provided herein, will be construed as an admission by any party of any liability of any kind to any other or all Parties.

6. **Cache County Acceptance.** Cache County agrees to accept the compromise set forth in this Agreement as a binding determination of property tax liability for the

parcels involved solely relative to greenbelt qualification through the calendar year of 2014 and that the settlement resolves all claims relating thereto. Hereafter, continued and future qualification of the parcels for greenbelt assessment status will be based upon the rules, policies and statutes relating thereto. All other property tax assessments current and future are separate and are unaffected by this agreement.

7. **Independent Counsel.** The Parties each acknowledge that they have been represented by independent legal counsel in connection with all negotiations preceding this Agreement. The Parties each acknowledge that they have made such independent investigations and inquiries deemed necessary or appropriate in connection with the subject matter of this Agreement prior to the execution hereof.

8. **Authority.** The Parties each acknowledge and represent that they are the authorized to execute this Agreement by the individuals signing this Agreement, that they are the proper Parties executing this Agreement, and that they have the requisite authority to execute this Agreement.

9. **Binding Effect.** This Agreement will be binding upon the Parties as well as the representatives, successors and assigns of the Parties, and no inducement or Agreement not herein expressed has been made to the undersigned. The terms of this Agreement are contractual in nature and not mere recitals.

10. **Further Acts.** The Parties each agree to do any further acts, or to execute and deliver any and all further documents or instruments as any other party hereto may reasonably require for the purpose of giving full effect to the provisions of this Agreement.

11. **Entire Agreement.** This Agreement constitutes the entire Agreement and understanding between the Parties concerning the subject matter hereof and supersedes and replaces any and all prior negotiations, proposed Agreements, conditions or Agreements, whether written or oral. This Agreement constitutes full and complete payment and settlement of any and all claims by and between Summit, Brown, JT Canyon, and Middle Mountain arising from or connected with apportionment of the property taxes based upon the described problem involving qualification under the greenbelt assessment statute. Each party is subject to the process of requalification or continuing qualification under the greenbelt assessment statute, and no party is responsible for any other party in the future qualifying or not qualifying under said greenbelt assessment status. All leases, agreements, arrangements between Summit, Brown, JT Canyon, and Middle Mountain whether oral or written are hereby terminated effective upon the execution of this Agreement. The parties are free to enter into new agreements without any limitation.

12. **Governing Law.** This Agreement shall be construed as a whole in accordance with its fair meaning and in compliance with the laws of the State of Utah. Venue for any and all actions arising out of this Agreement shall lie exclusively in the courts of the State of Utah.

13. **Attorney Fees.** In the event that a dispute arises out of or in any way relating to this Agreement each party will be responsible for their own attorney's fees and costs incurred in any dispute.

14. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed original, but such counterparts shall be deemed to constitute one and the same instrument.

15. **Severability.** In the event that any provision of this Agreement, or any operation contemplated hereunder, is found by a court of competent jurisdiction to be inconsistent with or contrary to any law, ordinance, or regulation, the latter shall be deemed to control and the Agreement shall be regarded as modified accordingly and, in any event, the remainder of this Agreement shall continue in full force and effect.

16. **Non-contravention.** This Agreement may not be amended, modified or added to except in writing signed and dated by all of the Parties hereto.

DATED the _____ day of May 2014.

**SUMMIT MOUNTAIN HOLDING
GROUP, LLC**

Managing Member

**JACK BROWN, dba BROWN CATTLE
COMPANY**

Jack Brown

JT CANYON, LLC

Managing Member

MIDDLE MOUNTAIN RESORT, LLC

Managing Member

CACHE COUNTY

Lynn Lemon, County Executive