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AMENDED BY-LAWS
OF THE
CARBON COUNTY SPECIFIC PURPOSE TAX JOINT POWERS BOARD

A Joint Powers Agreement was originally entered into as of the 15th day of May, 2009 (the "Original Joint Powers Agreement"), by and between Carbon County, Wyoming, a body corporate and politic (hereinafter referred to as "Carbon County"); the Towns of Baggs, Wyoming ("Baggs"); Elk Mountain, Wyoming ("Elk Mountain"); Encampment, Wyoming ("Encampment"); Medicine Bow, Wyoming ("Medicine Bow"); Riverside, Wyoming ("Riverside"); Saratoga, Wyoming ("Saratoga") and Sinclair, Wyoming ("Sinclair"); and the City of Rawlins, Wyoming ("Rawlins," which together with Baggs, Elk Mountain, Encampment, Medicine Bow, Riverside, Saratoga, Sinclair and Rawlins being sometimes collectively referred to as the "Municipalities"). The Original Joint Powers Agreement created the **CARBON COUNTY 2009 SPECIFIC PURPOSE TAX JOINT POWERS BOARD**, a body corporate and politic, and a public corporation (the "Board") pursuant to the Wyoming Joint Powers Act, Wyoming Stat. §§ 16-1-102 through 16-1-110 (the "Joint Powers Act").

The purpose of the Original Joint Powers Agreement was to provide an efficient, orderly, and economically feasible method of financing certain projects that were approved by Carbon County electors on Tuesday, November 4, 2008, in anticipation of the collection of a specific purpose sales and use tax (hereinafter referred to as the "Tax") within Carbon County, pursuant to the provisions of Wyo. Stat. §§ 39-15-203(a)(iii), 39-15-204(a)(iii), 39-16-203(a)(ii) and 39-16-204(a)(ii). On May 7, 2019, Carbon County electors again approved new projects for Carbon County, the Municipalities and the Towns of Hanna, Wyoming ("Hanna") and Dixon, Wyoming ("Dixon"), and the collection of a new Tax.

Carbon County and the Municipalities desired that the Board provide the method for financing projects approved at the May 7, 2019 election and at any other Tax election in the future (the "Projects"). Carbon County and the Municipalities also wanted Hanna and Dixon to become voting members of the Joint Powers Board.

To achieve the foregoing, Carbon County, the Municipalities, Hanna and Dixon approved an Amended Carbon County Specific Purpose Tax Joint Powers Agreement dated as of September 15, 2019 (the "Amended Joint Powers Agreement"), that changed the name of the Board and added two (2) members to represent Hanna and Dixon. The Amended Joint Powers Agreement is the basis for the following amendments to the By-Laws of the Board that were approved on July 8, 2009 (the "Original Bylaws):

ARTICLE I
OFFICE OF THE BOARD

The principal office of the Carbon County Specific Purpose Tax Joint Powers Board (the "Board") shall be located at the Carbon County Clerk's Office, 415 West Pine Street, Rawlins, Wyoming 82301.

ARTICLE II MEMBERS AND OFFICERS

Section 2.1. DESIGNATION. The members of the Board shall consist of those persons who shall at any time and from time to time be appointed pursuant to the Amended Joint Powers Agreement, by and between Carbon County, the Municipalities, Hanna and Dixon (hereinafter singularly referred to as "Participating Agency" and collectively referred to as "Participating Agencies"). There shall be but one class of members, who shall each have one vote in the conduct of the affairs of the Board.

The provisions for the appointment or election of officers, the terms of office thereof, and the provisions for meetings of members and officers shall be as hereafter set forth in ARTICLE IV relating to officers.

Section 2.2. PROPERTY INTEREST OF MEMBERS AND OFFICERS. No part of the net earnings of the Board shall be distributed to, or inure to the benefit of, any member, officer, agent or employee of the Board, or to any private individual.

Section 2.3. NON-LIABILITY FOR DEBTS. The private property of the members and officers shall be exempt from execution or other liability for any debts of the Board and no member or officer shall be liable or responsible for the debts or liabilities of the Board.

Section 2.4. INDEMNIFICATION OF MEMBERS AND OFFICERS. The Board shall indemnify any member, former member, officer, or former officer of the Board, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, or for any loss or claim resulting from any such action, suit or proceeding, in which he or she is made a party by reason of being or having been a member or officer, including any matter as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Board.

The Board is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of the members of the Board.

ARTICLE III MEMBERS

Section 3.1. MEMBERSHIP. The Board shall consist of eleven (11) members, all of whom shall be qualified electors of Carbon County, pursuant to the terms of the Wyoming Joint Powers Act, Wyo. Stat. §§ 16-1-102 through 16-1-109 (the "Act").

Section 3.2. QUALIFICATIONS AND TERMS OF OFFICE. Pursuant to the Act (Wyo. Stat. §16-1-106), it is not incompatible office holding for an officer or legal representative of a county, municipal corporation, school district, special district, public institution, agency, board,

commission or political subdivision to be a member of the Board. The governing bodies of the Participating Agencies shall each appoint one (1) member of the Board.

Initial members of the Board, their respective Participating Agencies and terms of office are as follows:

	<u>Member</u>	<u>Agency</u>	<u>Term</u>
1.	Lindsey West	Carbon County, Wyoming	<u>1</u> years
2.	Alex Foster	Baggs, Wyoming	<u>3</u> years
3.	Brandee Forster	Dixon, Wyoming	<u>2</u> years
4.	Pat Eastman	Elk Mountain, Wyoming	<u>1</u> years
5.	Irene Archibald	Encampment, Wyoming	<u>3</u> years
6.	Pam Paulson	Hanna, Wyoming	<u>3</u> years
7.	Sharon Biamon	Medicine Bow, Wyoming	<u>2</u> years
8.	Dustin Ziebold	Rawlins, Wyoming	<u>2</u> years
9.	Ed Golden	Riverside, Wyoming	<u>2</u> years
10.	Jon Nelson	Saratoga, Wyoming	<u>3</u> years
11.	Lezlee Musgrave	Sinclair, Wyoming	<u>1</u> years

Thereafter, appointments for a full term shall be for three (3) year staggered terms.

Section 3.3. MEETINGS. The Board shall meet at the call of the Chairman, upon oral or written request of a majority of the Board members, within five (5) days after the request is given by any Participating Agency, or in any event not less than once each three (3) months.

Unless otherwise prohibited by statute, Board members may participate in any meeting of the Board by means of conference telephone or similar communications whereby all persons participating in such meeting can hear one another. Participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

Section 3.4. QUORUM. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting, and if less than a quorum is present, a majority of those present may adjourn the meeting from time to time without further notice. All resolutions or motions for the transaction of the business of the Board shall require the affirmative vote of a majority of the members.

Section 3.5. VACANCY. Vacancies for unexpired terms shall be filled by appointment by the governing body or bodies which made the appointment of the retiring member. In the event a vacancy should occur prior to the expiration of the retiring member's term, the successor shall be appointed for the unexpired portion of the retiring member's term and the appointment shall be made by the governing body which made the appointment of the retiring member.

Section 3.6. REMOVAL. Members of the Board may be removed for cause by the governing bodies of the Participating Agencies or if they cease to have the qualifications for members provided in the Joint Powers Agreement.

Section 3.7. COMPENSATION. No member of the Board shall receive any salary or compensation for his/her services, except that when actually engaged in the performance of their duties, members shall be reimbursed for travel and per diem expenses as provided to employees of the State of Wyoming. Compensation may be paid for services duly rendered by individuals other than officers or members of the Board and reimbursements may be made for expenses duly incurred, to or for the Board affecting one or more of its authorized purposes.

ARTICLE IV OFFICERS

Section 4.1. OFFICERS. The officers of the Board shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer.

Section 4.2. ELECTION AND TERM OF OFFICE. The officers of the Board shall be elected annually by the members of the Board at a regularly scheduled meeting thereof. Each officer shall be a member of the Board and shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 4.3. REMOVAL. Any officer elected by the members of the Board may be removed by a unanimous vote of the remaining members of the Board.

Section 4.4. VACANCY. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members of the Board for the unexpired portion of the term.

Section 4.5. CHAIRMAN. The Chairman shall be the principal executive officer of the Board and shall in general supervise and control all of the business and affairs of the Board. He or she shall preside at all meetings of the members of the Board, and may sign, together with the Secretary or any other proper officer of the Board authorized by the members of the Board, any leases, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Amended By-Laws or by statute to some other officer, or agent of the Board; and in general he or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the members of the Board from time to time.

Section 4.6. VICE-CHAIRMAN. In the absence of the Chairman or in the event of the inability or refusal of the Chairman to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the members of the Board.

Section 4.7. SECRETARY. The Secretary shall keep the minutes of the meetings of the members of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Amended By-Laws or as required by law; be custodian of the records of the Board; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the members of the Board.

Section 4.8. TREASURER. If required by members of the Board, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the members of the Board shall determine. The Treasurer shall in general perform all the duties incident to the office of Treasurer which are not assigned to a trustee under an indenture of trust and such other duties as from time to time may be assigned by the Chairman or by the members of the Board.

Section 4.9. SECRETARY/TREASURER. If approved by the Board, the duties of the offices of Secretary and Treasurer may be performed by one officer and such duties shall be those described in Sections 4.7 and 4.8 above.

ARTICLE V EMPLOYEES

The Board may employ public or private agencies, institutions, persons or corporations for the performance of acts or furnishing of services or facilities as provided by SECTION FOUR of the Joint Powers Agreement.

ARTICLE VI FISCAL YEAR

The fiscal year of the Board shall begin on the first (1st) day of July of each year and shall end on the thirtieth (30th) day of June of the following year.

ARTICLE VII AMENDMENTS

These Amended By-Laws may be altered, amended or repealed by the affirmative vote of a majority of the members of the Board voting at any special or regular meeting. Notwithstanding the foregoing, these Amended By-Laws may not be altered, amended or repealed so as to be inconsistent with applicable law, provided that ARTICLE II, Section 2.2 shall not be amended or repealed.

C E R T I F I C A T E

**RELATING TO THE AMENDED BY-LAWS OF THE
CARBON COUNTY SPECIFIC PURPOSE TAX JOINT POWERS BOARD**

I, Pam Paulson, Secretary of the Carbon County Specific Purpose Tax Joint Powers Board, a body corporate and politic, duly organized and existing under and by virtue of the Wyoming Joint Powers Act, Wyo. Stat. §§ 16-1-102 through 16-1-109, do hereby certify that at a meeting of the members of said Board called for that purpose and held on Wednesday, February 19, 2020, the attached Amended By-Laws of the Board were duly adopted by the affirmative vote of all of the members of the Board.

IN WITNESS WHEREOF, I have hereunto signed my name as of the 19th day of February, 2020, in Rawlins, Wyoming.

**CARBON COUNTY SPECIFIC PURPOSE
TAX JOINT POWERS BOARD**

Pam Paulson
Secretary