

**FIRST AMENDMENT TO THE TOWN OF JACKSON AND TETON COUNTY AGREEMENT ESTABLISHING THE JACKSON HOLE ENERGY SUSTAINABILITY PROJECT JOINT POWER BOARD**

This First Amendment to the Town of Jackson and Teton County Joint Power Agreement for the Jackson Hole Energy Sustainability Project Joint Power Board is made and entered into to be effective as of the 5th day of August, 2013, by and between the Town of Jackson, Wyoming, a Municipal Corporation of the State of Wyoming, hereinafter referred to as "Town", and Teton County, Wyoming, a duly organized county of the State of Wyoming, hereinafter referred to as "County."

**WITNESSETH:**

WHEREAS, The Town of Jackson and Teton County entered into a Joint Power Agreement establishing the Jackson Hole Energy Sustainability Project Joint Power Board on August 15, 2011; and

WHEREAS, the same agreement established the Jackson Hole Energy Sustainability Project Joint Power Board which stated in Paragraph 4 that the board would be comprised of 9 members, with the Town of Jackson appointing two members that are town councilpersons, a town employee and/or the Mayor and shall also appoint one community member to serve on the board. The Teton County Board of County Commissioners shall appoint two members that are Commissioners and/or a county employee and one community member to serve on the Board. The Town and County then jointly appoint two members that are either employees or board members of Lower Valley Energy, and the town and county shall jointly appoint a community member; and

WHEREAS, the Town of Jackson and Teton County have determined that the make up of the board should be changed to include more community members on the board and to remove the option of placing an employee of the town or county on the board;

NOW THEREFORE, it is hereby resolved by the Town and County in consideration of the foregoing and of the cooperation to be had between the parties and

the performance of the promises contained herein, and the parties hereto agree as follows:

In Paragraph 4 the membership of the board shall change to reflect more community members being appointed and thus the new Paragraph 4 is adopted.

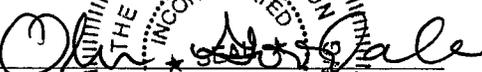
**4. Board Composition.** *The Board shall consist of nine (9) voting members all of whom shall be qualified electors of Wyoming. The Jackson Town Council shall appoint one member that is a town councilperson and/or the Mayor. The Teton County Board of County Commissioners shall appoint one member that is a Commissioner. The Town and County shall jointly appoint two members that are either employees or board members of Lower Valley Energy, and the town and county shall jointly appoint five (5) community members. The Board shall elect a Chairman, Vice-Chairman, Secretary and Treasurer for 1 year terms. Vacancies for unexpired terms of appointees shall be filled by their respective appointing entity. No individual member of the board shall be personally liable for any actions or procedure of the board. When actually engaged in the performance of their duties, members of the board shall receive no compensation but may be reimbursed for travel and per diem expenses as provided to state employees and as approved by the board. All members shall serve 3 year terms, staggered.*

IN WITNESS WHEREOF, the undersigned have executed this agreement on the day and year indicated, but to be effective as of the day and year above written.

TOWN OF JACKSON, WYOMING

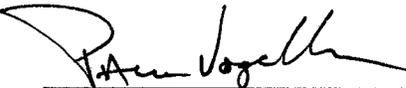
By:   
Mark Barron, Mayor

8/19/13  
Dated

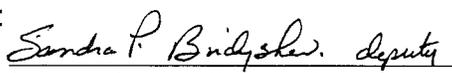
Attest:  
By:   
Olivia Goodale, Town Clerk

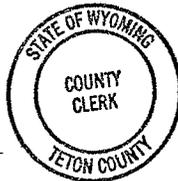


BOARD OF COUNTY COMMISSIONERS  
OF TETON COUNTY, WYOMING

By:   
Paul Vogelheim, Chair

8-9-2013  
Dated

Attest:  
By:  deputy  
for Sherry Daigle, County Clerk

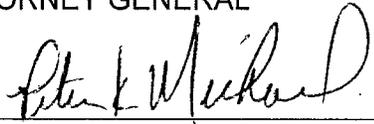


STATE OF WYOMING  
OFFICE OF ATTORNEY GENERAL

In accordance with Wyo. Stat. §16-1-105(a)(ii), I hereby certify that the foregoing First Amendment to the Town of Jackson and Teton County Agreement Establishing the Jackson Hole Energy Sustainability Project Joint Powers Board was received by this office and has been reviewed and is approved as to form and with respect to compliance with the Constitution and Law of the State of Wyoming. The approval of this First Amendment to the August 15, 2011 Joint Power Agreement is limited to the terms and conditions of the Agreement and Amendment themselves, and the approval does not extend to any activities, services, project or financing of any activities, services or project contemplated under the Agreement or Amendment.

Approved this 7<sup>th</sup> day of September, 2013

ATTORNEY GENERAL

By: 

Peter K. Michael  
Attorney General  
State of Wyoming