

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT
AUTHORITY APPROVING AMENDMENT TWO TO THE TERMS AND
CONDITIONS OF EMPLOYMENT FOR EXECUTIVE DIRECTOR JAY FOX**

R2023-05-01

May 10, 2023

WHEREAS, the Utah Transit Authority (the “Authority”) is a large public transit district organized under the laws of the State of Utah and was created to transact and exercise all of the powers provided for in the Utah Limited Purpose Local Government Entities – Special Districts Act and the Utah Public Transit District Act; and

WHEREAS, the Act provides that the Authority’s Board of Trustees (“Board”) shall hire, set the salary, and develop performance targets and evaluations for its executive director pursuant to §17B-2a-808.1(2)(j); and

WHEREAS, the Board approved in Resolution R2021-11-03 the terms and conditions of employment for Executive Director Jay Fox; and

WHEREAS, Jay Fox was sworn under oath of office to act as the executive director (“Executive Director”) of Authority on January 12, 2022; and

WHEREAS, the Executive Director has rendered exemplary service to the Authority in the performance of his duties; and

WHEREAS, the terms and conditions of the Executive Director’s employment are governed by UTA Contract No. 21-P00127 (“Agreement”); and

WHEREAS, the Board finds it is in the best interests of the Authority to amend the Agreement as reflected in Amendment Two to the Executive Director Employment Agreement attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Utah Transit Authority:

1. That the Board of Trustees hereby approves Amendment Two to the Executive Director Employment Agreement, attached as Exhibit A.

Approved and adopted this 10th day of May, 2023.


DocuSigned by:



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Carlton Christensen, Chair
Board of Trustees

ATTEST:

DocuSigned by:

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Secretary of the Authority

(Corporate Seal)

Approved As To Form:

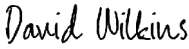
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Legal Counsel



Exhibit A

Amendment Two to Executive Director Employment Agreement

AMENDMENT TWO TO EXECUTIVE DIRECTOR EMPLOYMENT AGREEMENT

WHEREAS, Utah Transit Authority (UTA) and Jay Fox (Employee) entered into an Executive Director Employment Agreement (Agreement) as UTA Contract No. 21-P00127 with an effective date of January 10, 2022; and

WHEREAS, UTA and Employee now desire to amend that Agreement by accelerating the exercise date of specified option years, adjusting the effective date for potential compensation increases to be consistent with the date of pay raises for other UTA administrative employees, and authorizing a 4% merit increase for the Employee's 2022 performance year;

NOW THEREFORE, FOR JUST AND VALUABLE CONSIDERATION, THE PARTIES AGREE TO AMEND AGREEMENT AS FOLLOWS:


1. Paragraph (2)(a) of the Agreement shall be amended as follows:
 - a. **Initial Term Plus Two One-Year Options** Authority shall employ Employee for the duties as set forth in Section 1 for the period commencing on January 10, 2022, and ending on January 9, 2025, plus two additional one-year options to be exercised in UTA's sole discretion, unless sooner terminated in accordance with the provisions of this Agreement. Both of the additional two one-year options described above are hereby exercised effective as of the date of this Amendment Two. The Term of employment is therefore extended to January 9, 2027.
2. Paragraph (3)(a) of the Agreement shall be amended as follows:
 - a. **Base Salary.** Authority shall pay Employee a base salary at the rate of \$265,000.00 per year, payable in equal biweekly installments. Employee's base salary shall be reviewed for increases on an annual basis, in conjunction with the annual performance review detailed in section 3.b. Adjustments to Employee's base salary shall be at a minimum rate of 3% for years two through the end of the Period of Employment, assuming acceptable performance. If raises exceed the minimum amount, they will be memorialized in written form and attached as an amendment hereto. Thereafter, such adjusted base salary shall be incorporated as if fully set forth herein. Any salary increases shall be effective on the same date in January as the effective date for pay raises for other administrative employees. Effective January 10, 2023, Employee received the minimum increase of 3% to his pay, plus an additional 1% increase due to the results of Employee's performance. Base salary after the increase is \$275,600.00 per year.


- 3. All other terms and conditions of the Agreement shall remain unaffected and in full force and effect.

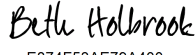
IN WITNESS WHEREOF, the Parties have executed this Amendment No. 2 as of the date of the last signature below.

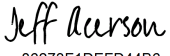
UTAH TRANSIT AUTHORITY

EMPLOYEE


DocuSigned by:

 86E38485ACBE4D0...
 Carlton Christensen
 Chair, Board of Trustees 5/11/2023
 Date: _____

DocuSigned by:

 3A24FF46AD114EB...
 Jay Fox
 Date: 5/12/2023

DocuSigned by:

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 Beth Holbrook
 Trustee 5/11/2023
 Date: _____

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 Jeff Acerson
 Trustee 5/11/2023
 Date: _____

Approved as to form:

DocuSigned by:

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 Attorney General
 UTA Legal Counsel