

and in a reasonable manner and will undertake whatever actions, within the scope of their respective legal authorities are necessary to expedite completion of the **Project**. **The Member Entities** recognize and agree that they may be requested to make politically unpopular decisions and that it would not be fair or reasonable to withhold taking necessary action absent a **Rational Basis** for said inaction. As a result, the **Member Entities** desire to create a procedure by which a **Member Entity** may be removed from this **Agreement** for failing to take necessary and reasonable action without a **Rational Basis** for making such non-action.

**Section 21.02** SUSPENSION. Upon the occurrence of any non-performance of a **Member Entity's** obligations under this **Agreement** which has not been cured within thirty (30) days after notice to the breaching **Member Entity**, a majority of the non-breaching **Member Entities**, in accordance with Section 21.05 of this **Agreement**, if applicable, may suspend the breaching **Member Entity's** rights under this **Agreement** until they receive assurances from the breaching **Member Entity** satisfactory to the non-breaching **Member Entities** that the breaching **Member Entity** will cure such **Event of Default** and perform its obligations under this **Agreement**. During any period of non-performance and/or suspension of a **Member Entity**, its obligations and liabilities under this **Agreement** shall remain in full force and effect.

**Section 21.03** DIVERSION AUTHORITY BOARD REQUEST. The **Diversion Authority Board** may from time to time and in its discretion request that a **Member Entity** perform the following actions, which include but are not limited to: (a) acquiring rights of entry, either voluntarily or through court action; (b) acquiring easements, rights-of-way, land, disposal areas and relocations of property areas, either voluntarily or through court action; (c) actively participating in requesting, obtaining and providing grant and state legislative appropriations for the **Project**; (d) imposing, collecting and remitting sales and use taxes for the **Project** and/or in connection with the issuance of **Debt Obligations** by another **Member Entity**; (e) creating improvement districts, levying and collecting special assessments; (f) issuing **Debt Obligations** either individually and/or in cooperation with another **Member Entity**; (g) levying and collecting storm water fees and charges; and, (h) levying and collecting maintenance tax levies, charges and fees (collectively referred to as the "**Requested Project Actions**").

**Requested Project Actions** shall be in writing and approved by motion of the **Diversion Authority Board**, signed by the **Chair**, and countersigned by the **Executive Director**. **Requested Project Actions** shall be delivered to the **Governing Body** of the **Member Entity**. The **Member Entity** will have thirty (30) days to respond in writing to the **Diversion Authority Board** whether it intends to undertake and complete the **Requested Project Actions**.

**Section 21.04** REFUSAL TO UNDERTAKE AND COMPLETE REQUESTED PROJECT ACTIONS. If the **Member Entity** does not intend to undertake and complete the **Requested Project Action**, it must evidence such refusal by a motion of the **Member Entity's Governing Body**. Such motion must specifically state in writing and on the record the reason(s) that the **Member Entity** is refusing to undertake and complete the **Requested Project Action**. The **Member Entity** must, within ten (10) business days of its **Governing Body's** decision, submit its written reasons for not undertaking and completing the **Requested Project Actions** to the **Diversion Authority Board**. The **Diversion Authority Board** shall then have thirty (30) days to determine if the written reasons given by the **Member Entity** for not undertaking and completing the **Requested Project Actions** have a **Rational Basis**. The decision regarding whether the failure