

**BOARD OF DIRECTORS SPECIAL MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN**

June 11, 2024

4:00 P.M.

- I. CALL TO ORDER
- II. ROLL CALL
- III. RESOLUTIONS: Approving Viejas Project
- IV. NEW BUSINESS
- V. ADJOURN TO EXECUTIVE SESSION
- VI. RECONVENE AND REAFFIRM
- VII. ADJOURN

RESOLUTION NO: _____

APPROVING VIEJAS PROJECT

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians (the “Tribe”) is a federally recognized Indian tribe, as provided in that certain notice published at 87 Fed. Reg. 4636, that is governed by the Board of Directors authorized by Article IV of the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians, effective as of November 13, 1975 (the “Board”); and

WHEREAS, the Tribe directly owns 15% of Indian Energy LLC, a California limited liability company (“Indian Energy”) and 30% of Jingtamok LLC, a California limited liability company (“Jingtamok LLC”). Indian Energy owns 70% of Jingtamok LLC. Jingtamok LLC directly owns 100% of Jingtamok B Corporation, a Delaware corporation (“B Corp”). B Corp indirectly owns part of Jingtamok II LLC, a California limited liability company (the “Project Company”); and

WHEREAS, the Tribe and the Board are aware that the Project Company intends to develop, construct, own, operate, and manage a 15 MWDC carport solar and up to 70 MWh battery energy storage project (the “Viejas Project”) located on the Federally recognized land of the Viejas Band of Kumeyaay Indian Tribe, near Alpine, California; and

WHEREAS, the Tribe and the Board understand that each of Jingtamok LLC, B Corp, the Project Company, and certain of their respective subsidiaries (collectively, along with Indian Energy and Tribal FinCo, the “Subsidiaries”) have entered into, or intend to enter into, certain transaction documents in connection with the construction, operation, maintenance, and debt and tax equity financing of the Viejas Project, including certain re-organizations of the internal corporate structure of Jingtamok I and its subsidiaries (collectively, the “Viejas Transaction”); and

WHEREAS, the Tribe and the Board are aware that another federally recognized Indian tribe, the Turtle Mountain Band of Chippewa Indians, indirectly owns some of the remaining equity interests in B Corp and understands that, consequently, B Corp is treated as a tax-exempt controlled entity for purposes of section 168(h)(6) of the U.S. Internal Revenue Code of 1986, as amended and restated (the “Code”); and

WHEREAS, the Tribe and the Board are aware that B Corp has made an election pursuant to Code Section 168(h)(6)(F)(ii) (the “Election”). To the extent the Tribe or the Board was required by the organizational documents of B Corp or any other entity to consent to the Election, it has properly so consented. The Board understands that the Election will cause the Tribe (represented by the Board) to be subject to U.S. federal income tax on any gain recognized by it (directly or

indirectly) on a sale of B Corp and any dividends or interest received or accrued by the Tribe from B Corp. The Board understands that the Election cannot be revoked; and

WHEREAS, the Board understands that Temporary Treasury Regulations Section 301.7701-7T requires that B Corp submit to the Internal Revenue Service a written statement memorializing the Election with B Corp's U.S. federal income tax return for the year in which the Election was made. WHEREAS the Tribe does not file U.S. federal income tax returns. However, the Board shall (i) cause the Tribe to file a copy of B Corp's Election statement with the IRS no later than 30 days after the Tribe receives a copy of B Corp's Election statement and (ii) deliver to B Corp a copy of such filing with proof of mailing.

NOW, THEREFORE BE IT RESOLVED, that to the extent the Tribe is required by the organizational documents of any Subsidiary to consent to the Viejas Transaction, the Board hereby authorizes, approves, ratifies, and affirms (i) the execution and delivery by such Subsidiary of those applicable documents and agreements relating to the Viejas Transaction, (ii) the performance by such Subsidiary of any and all obligations of such Subsidiary under such documents and agreements relating to the Viejas Transaction, and (iii) any and all actions and activities performed by such Subsidiary in connection with the Viejas Transaction.

BE IT FURTHER RESOLVED, that the Chairman is duly authorized to execute any and all documents necessary to effectuate the foregoing.

BE IT FURTHER RESOLVED, Each of Indian Energy LLC and Jingtamok LLC, as California limited liability companies, and subsidiaries of Jingtamok LLC are not sovereign entities, have no sovereign rights, powers or privileges, and have no sovereign immunity from suit or other legal process or arbitration, despite, in the case of Jingtamok LLC, its partial ownership by the Sault Saint Marie Tribe of Chippewa Indians and Indian Energy LLC-and its indirect ownership by the Sault Saint Marie Tribe of Chippewa Indians, or, in the case of Indian Energy LLC, its direct ownership by the Sault Saint Marie Tribe of Chippewa Indians. Solely for the avoidance of doubt should anything to the contrary ever be claimed by Indian Energy LLC, Jingtamok LLC, or its subsidiaries, the Sault Saint Marie Tribe of Chippewa Indians-or any other person, or held to the contrary by a court, Indian Energy LLC, Jingtamok LLC or its subsidiaries, and the Sault Saint Marie Tribe of Chippewa Indians as direct or indirect owners of such entities, hereby expressly waive any and all sovereign immunity Indian Energy LLC, Jingtamok LLC or its subsidiaries may possess or be claimed to have, consent to the jurisdiction of the courts specified in contracts Indian Energy LLC, Jingtamok LLC and its subsidiaries have entered or will enter into, and waive any requirement for the exhaustion of tribal remedies regarding any matter concerning Indian Energy LLC,

Resolution No: _____
Page 3

Jingtamok LLC or its subsidiaries. For the further avoidance of doubt, Indian Energy LLC and Jingtamok LLC and its subsidiaries and the contracts such entities have entered or will enter into, are not governed by the laws of the Sault Saint Marie Tribe of Chippewa Indians.

BE IT FINALLY RESOLVED, that nothing herein shall be construed to be a waiver of immunity pursuant to Tribal Code Chapter 42: Waiver of Immunities and Jurisdiction in Commercial Transactions.

CERTIFICATION

We, the undersigned, as Chairman and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom _____ members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the _____ day of _____ 2024; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of _____ members for, _____ members against, _____ members abstaining, and that said resolution has not been rescinded or amended in any way.

Austin Lowes, Chairman
Sault Ste. Marie Tribe of
Chippewa Indians

Kimberly Hampton, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

BOARD OF DIRECTORS SPECIAL MEETING

June 11, 2024
Sponsor's List

RESOLUTIONS:

Approving Viejas Project – Legal Department