



**UTE INDIAN TRIBE**  
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May 11, 2020

Mike McKee, Executive Director  
Seven County Infrastructure Coalition  
294 East 100 South  
Price, UT 84501

Mark Michel, Managing Partner  
Drexel Hamilton Infrastructure Partners, L.P.  
77 Water Street, Suite 201  
New York, NY 10005

**Re: Involvement of the Ute Indian Tribe in Developing Commercial Terms for the  
Uintah Basin Rail Project**

Dear Mr. McKee and Mr. Michel:

It has come to the attention of the Ute Indian Tribe Business Committee that the Seven County Infrastructure Coalition and Drexel Hamilton Infrastructure Partners are currently parties to an memorandum of understanding (MOU) surrounding the financing and operation of the Uintah Basin Rail Project. This MOU explicitly recognizes the Tribe as a partner in this project. In fact, the MOU provides for Drexel Hamilton's agreement to the May 10, 2019 Term Sheet between the Tribe and Coalition outlining not only the Tribe's ownership options in the project, but also the uniquely important role the Tribe will play in facilitating project development. Yet, the Tribe has not been included as a party to this MOU or otherwise involved in the negotiations surrounding this MOU or any other related agreement that may be in development in furtherance of this project.

In addition, in stating that "all negotiations and agreements related to the participation by the Ute Indian Tribe in the rail and the Facilities shall be within the purview and under the direction of the Coalition," you appear to be placing restrictions on communications with the Tribe without any tribal input or consent to these terms. The authority of the Tribe to

communicate with parties responsible for project development shall at all times remain at the sole discretion of the Tribe.

The Tribe acknowledges and appreciates your inclusion of agreement terms recognizing the Tribe's partnership in this project. However, the Tribe would like to see this recognition expressed not just in words but in actions as well. In order to maintain this partnership for the betterment of the rail project, the Tribe must be meaningfully involved in all negotiations and discussions surrounding the commercial development of this project from this point forward. The Tribe further requests that it be made a signatory party to the MOU and that it be afforded the opportunity to provide input in any forthcoming renewal discussions.

Thank you for your attention to this letter. Please contact me with any questions or concerns.

Sincerely



Luke Duncan, Chairman

Ute Indian Tribe Business Committee