

LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
7500 Odawa Circle
Harbor Springs, MI 49740

TRIBAL RESOLUTION 121516-02


**Authorizing the Re-Financing and Conversion of the Loan from Wells Fargo Bank,
National Association**

WHEREAS the Little Traverse Bay Bands of Odawa Indians ("Tribe") is a federally recognized Indian Tribe reaffirmed by the United States Congress on September 21, 1994 in Public Law 103-324 (as amended, the "Little Traverse Act"); and

WHEREAS under the Tribe's Constitution adopted by the members of the Tribe on February 1, 2005 (the "Constitution"), the "Tribal Council" referred to therein, consisting of nine (9) members of the Tribe, is the elected legislative branch of the Tribe and the "Tribal Chairperson" (also referred to as the "Executive") and "Vice-Chairperson" referred to therein constitute the elected executive branch of the Tribe; and

WHEREAS the Tribal Council has various powers enumerated in the Constitution, including, among others, to: (1) make laws not inconsistent with the Tribe's Constitution, including for the regulation of commerce, subject to a veto thereof by the Executive that is not thereafter overridden by the Tribal Council; (2) enact laws governing the encumbrance and disposition of non-real estate tangible assets; (3) purchase, receive by gift, or otherwise acquire land, interests in land, personal property or other intangible assets which the Tribal Council may deem beneficial; (4) appropriate funds; (5) approve negotiations with any other governments, businesses or individuals by a majority vote of the Tribal Council; and

WHEREAS under the Constitution, the Tribal Council may make laws of the Tribe by statute or by resolution; and

Tribal Resolution: Authorizing Re-Financing and Conversion of the Loan from Wells Fargo Bank, National Association
Secretary Shananaquet 

WHEREAS the Tribe owns and operates the Odawa Casino and the Odawa Hotel, located on lands taken into trust pursuant to the express authorization for trust acquisitions set forth in 25 U.S.C. § 1300k-4(a) of the Little Traverse Act, and the general authorization for trust acquisitions in the Indian Reorganization Act of 1934 as expressly made applicable to the Tribe in 25 U.S.C. § 1300k-2(a) of the Little Traverse Act; and


WHEREAS at the end of December 2016 there is an outstanding balance of \$25,204,115.79 on the existing loan from Wells Fargo Bank, National Association ("Wells Fargo") that was authorized by Resolution 020214-01, and implemented through the Loan Agreement between the Tribe, Wells Fargo as administrative agent, and Wells Fargo as the sole lender with the closing date of February 7, 2014, and various related ancillary loan documents (the "Existing Loan Documents");

WHEREAS the Tribe desires to obtain re-financing of the existing loan balance and convert the revolving credit facility under the Existing Loan Documents to an amortizing term loan in an amount equal to the outstanding principal amount of the existing loan;

WHEREAS there has been presented to the Tribal Council for its consideration the Term Loan Conversion and Amendment of Existing Credit Facility — Summary of Terms and Conditions, reflecting anticipated terms for the conversion of the revolving facility under the Existing Loan Documents to an amortizing term loan between the Tribe, as borrower, Wells Fargo, as administrative agent (in such capacity, the "Administrative Agent"), and Wells Fargo, as the sole lender thereunder (in such capacity, the "Lender")

THEREFORE BE IT RESOLVED THAT:

1. The Tribal Council approves re-financing and conversion of the existing loan with Wells Fargo pursuant to such loan documents and amendments to the Existing Credit Facility as may be necessary and appropriate in connection therewith; and

Tribal Resolution: Authorizing Re-Financing and Conversion of the Loan from Wells Fargo Bank, National Association
Secretary Shananaquet 

2. The provisions of Resolution 020214-01 (Authorizing Loan from Wells Fargo Bank, National Association and related Documents, Authorizing Tribal Appropriations for Payments of the Loan, Adopting Law Governing the Arbitration of Disputes related to the Loan, and Adopting Law Regarding Security Interests and Addressing Related Matters) will remain in effect and applicable to the re-financing and conversion of the Existing Credit Facility. 3.

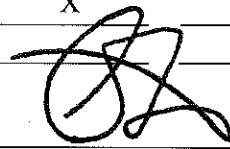
3. Authorized Representatives. The Tribal Council authorizes the Tribal Chairperson, and the Tribal Treasurer (each, an "Authorized Representative"), to execute and deliver on behalf of the Tribe any documents related to the Term Loan Conversion and Amendment of Existing Credit Facility authorized in Section 1 of this Resolution.

CERTIFICATION

As the Legislative Leader and Tribal Council Secretary, we certify that this Tribal Resolution was duly adopted by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians by a phone poll of the Tribal Council held on December 15, 2016 at which a quorum was present, by a vote of 6 in favor, 1 opposed, 1 abstentions, and 1 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Frank Bernard	X			
David Harrington			X	
Beatrice A. Law	X			
Dexter McNamara		X		
Michael Naganashe	X			
Emily Proctor	X			
Marcella R. Reyes	X			
Julia Shananaquet	X			
Aaron Otto				X

Date: 12-19-16




Legislative Leader Aaron Otto

Date: 12-19-16

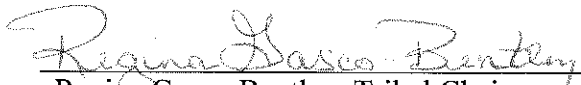


Secretary Julie Shananaquet

Received by the Executive Office on 12-19-16 by 

Pursuant to Article VII, Section D, Subsection 1 of the Little Traverse Bay Bands of Odawa Indians Constitution adopted on February 1, 2005, the Executive concurs with this action of the Tribal Council.

Date: 12-19-16



Regina Gasco Bentley, Tribal Chairperson