

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

**TRIBAL RESOLUTION # 031121- 01**

Authorization for Execution of Guaranty for Tribe to Serve as Guarantor for  
Odawa Economic Development Management, Inc. Line of Credit with Fifth Third Bank

**WHEREAS** the Waganakising Odawak Nation, known as the Little Traverse Bay Bands of Odawa Indians, and its citizens are vested with inherent sovereignty and right to self-governance;

**WHEREAS** the Little Traverse Bay Bands of Odawa Indians ("LTBB" or "Tribe") is a federally recognized Indian Tribe under Public Law 103-324, and is a party to numerous Treaties with the United States the most recent of which being the Treaty of Washington of March 28, 1836 (7 Stat. 491) and the Treaty of Detroit of 1855 (11 Stat. 621);

**WHEREAS** by Waganakising Odawak Statute 2009-024 the Tribe authorized charter of Odawa Economic Development Management, Inc. ("OEDMI") as a wholly owned Tribal corporation to pursue non-gaming economic development, subsequently adopted OEDMI's charter and leased it the Tribal trust land now known as Victories Square;

**WHEREAS** OEDMI has negotiated a \$1,000,000 line of credit with Fifth Third Bank ("Lender") to aid in the continued development of Victories Square that requires the Tribe to serve as guarantor;

**WHEREAS** the Tribal Council has been presented with and reviewed the Guaranty;

**WHEREAS** the Tribal Council has determined that the terms and provisions of the Guaranty and the financial covenants provided for thereunder as security for the line of credit to OEDMI are in the best interests of the Tribe.

**THEREFORE, BE IT RESOLVED** that the Guaranty and any other documents, agreements, instruments, amendments and certificates related thereto to which the Tribe is a party, delivered in connection therewith or required thereby, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters consistent with the terms of the Guaranty and determined to be necessary, appropriate or desirable by the Authorized Persons (designated below) executing the same, after consulting with the Tribe's legal and financial advisors, the execution thereof by such Authorized Person to be conclusive evidence of such determination

(collectively, the “Guaranty Documents”) be, and they hereby are, approved, authorized and confirmed in all respects;

**NOW THEREFORE BE IT FURTHER RESOLVED** that the Tribe authorizes, approves and confirms the governing law, its limited waiver of sovereign immunity, its consent to jurisdiction, waivers of venue, exhaustion, and waiver of jury trial (the “Dispute Resolution Provisions”) as set forth in the Guaranty, by and through this Resolution, hereby expressly and unequivocally grants such Dispute Resolution Provisions set forth below (capitalized terms used in the text below, but not defined herein, shall have the meanings ascribed to them in the Guaranty and all section references in the text below shall refer to sections in the Guaranty);

**NOW THEREFORE BE IT FURTHER RESOLVED** that the Tribe determines that the limited waiver of sovereign immunity set forth above and in the Guaranty and the other Dispute Resolution Provisions, subject to the authorization contained herein, conform in all respects to the laws of the Tribe;

**NOW THEREFORE BE IT FURTHER RESOLVED** that the Treasurer of the Tribal Council (the “Authorized Persons”) be, and they hereby are authorized and directed to, after consulting with the Tribe’s legal and financial advisors, negotiate, execute and deliver in the name and on behalf of the Tribe, the Guaranty, together with any amendments or modifications thereto, as such Authorized Persons may deem necessary or desirable and in the Tribe’s best interest, as the case may be (as conclusively evidenced by the take of such action or the execution and delivery of such agreements, instruments or documents, as the case may be) and such documents are hereby confirmed and approved, such approval to be conclusively evidenced by the execution and delivery of the final form of the Guaranty by the Authorized Persons;

**NOW THEREFORE BE IT FURTHER RESOLVED** that, upon the execution and delivery of the Guaranty together with any amendments or modifications thereto, they shall be the valid and binding obligations of the Tribe enforceable in accordance with their respective terms;

**NOW THEREFORE BE IT FURTHER RESOLVED:** that any member of the Tribal Council may certify to the Lender a copy of these resolutions and the specimen signature of each Authorized Person, and that execution of documents by the Authorized Person will continue to have full binding effect beyond her term in office and these resolutions will remain in full force and effect until written notice to the contrary is received by the Lender;

**NOW THEREFORE BE IT FURTHER RESOLVED** that the Tribe shall not pass or adopt any resolutions or approve or allow any other action of the Tribe, or any of its officers, employees, agents, subdivisions, agencies or

instrumentalities, of any nature that shall abrogate the contractual rights of the Lender under the Guaranty Documents for so long as any amounts owing thereunder shall remain outstanding. Upon execution of any document herein authorized, such document shall become a valid and binding obligation of the Tribe, enforceable in accordance with its terms for purposes of tribal law and the laws of all other applicable jurisdictions.

**NOW THEREFORE BE IT FURTHER RESOLVED** that any resolutions or other actions of the Tribe, or any of its officers, employees, or agents, either written or established by tradition that are in conflict with or inconsistent with the terms of these resolutions or any provision set forth in any document authorized to be executed hereunder are hereby to such extent superseded by such conflicting or inconsistent term for so long as any obligations under the Guaranty Documents shall remain outstanding. These resolutions shall supersede any prior or currently existing resolutions or other actions of the Tribe, or any of its officers, employees or agents, subdivisions, agencies or instrumentalities, that is contrary to the actions authorized or contemplated herein or in a document authorized hereunder to the extent that it is so contrary.

**NOW THEREFORE BE IT RESOLVED** that the undersigned does hereby certify to Fifth Third Bank, National Association (the "Lender"), in connection with a \$1,000,000 revolving loan to be made to Odawa Economic Development Management, Inc., a corporation chartered by the Little Traverse Bay Bands of Odawa Indians (the "Borrower") with the Little Traverse Bay Bands of Odawa Indians serving as guarantor ("Guarantor"), and evidenced by a Revolving Note and Guaranty that she is the duly elected and acting Secretary of the Guarantor; that, as such, she has access to its records, is familiar with the matters herein certified and is authorized to execute and deliver this certificate in the name and on behalf of the Guarantor; and hereby further certifies that the following individual has been duly elected and holds the office set forth opposite her name, and has the authority to execute the Guaranty. The true and genuine signature of each of the individuals listed below appears next to his or her name:

Name: Marcella Reyes Title: Tribal Council Treasurer

Signature: Marcella R. Reyes

IN WITNESS WHEREOF, I have executed this Certificate of Secretary on this March 11, 2021.

Julie Shananaquet  
Julie Shananaquet, Secretary

**NOW THEREFORE BE IT FURTHER RESOLVED:** that these resolutions shall become effective as of the date and time of its enactment by the Tribe.

**CERTIFICATION**

As the Tribal Council 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 at a regular meeting of the Tribal Council held on March 11, 2021 at which a quorum was present, by a vote of 9 in favor, 0 opposed, 0 abstentions, and 0 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Fred Harrington, Jr.	X			
Fred Kiogima	X			
Tamara Kiogima	X			
Melissa Pamp	X			
Leroy Shomin	X			
Marcella Reyes	X			
Julie Shananaquet	X			
Emily Proctor	X			
	X			

Date: 03/11/2021 Emily Proctor  
 Emily Proctor, Legislative Leader

Date: 03/11/2021 Julie Shananaquet  
 Julie Shananaquet, Tribal Council Secretary

Received by the Executive Office on 3.12.21 by Sally Kay

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 in this action of the Tribal Council.

Date: 3.12.21 Regina Gasco Bentley  
 Regina Gasco Bentley, Tribal Chairperson

Received from the Executive on 03.12.2021 by Julie Shananaquet