

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

TRIBAL RESOLUTION # 061007-02

Authorizing Furnishing and Equipment Financing
With A Limited Waiver of Sovereign Immunity

WHEREAS: the Waganakising Odawak, known as the Little Traverse Bay Bands of Odawa Indians, is a nation of citizens 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 being the Treaty of Washington of March 28, 1836 (7 Stat. 491) and the Treaty of Detroit of 1855 (11 Stat. 621);

WHEREAS: the Little Traverse Bay Bands of Odawa Indians Tribal Council is the elected legislative branch of the Tribe;

WHEREAS: the Tribe desires to obtain up to \$10,500,000 in financing for the purchase of furnishings and equipment (F & E) for a new and improved casino and entertainment center;

WHEREAS: certain agreements that are necessary to enable the Tribe to enter into the furnishings and equipment financing, including a loan agreement and security agreement, require approval by the Tribal Council;

WHEREAS: the Tribal Council has been presented with drafts of the principal agreements necessary to complete such financing, including a loan agreement and security agreement, and wishes to authorize the furnishings and equipment financing and to authorize the Tribe's Chairperson, in consultation with the Tribe's legal counsel, to finalize and execute such agreements and all other agreements and documents necessary or useful for the furnishings and equipment financing;

WHEREAS: one or more of such principal agreements contain provisions related to choice of law, governing law, forum selection, arbitration, waiver of the doctrine of exhaustion of tribal remedies, waiver of tribal sovereign immunity, and/or waiver of the right to object to venue or forum convenience, one or more of which may require certain disputes involving the Tribe and arising out of such principal agreements and transactions contemplated thereby to be heard in a non-tribal forum according to non-tribal law; and

Tribal Resolution Authorizing Furnishing and Equipment Financing with a Limited Waiver of Sovereign Immunity.

THEREFORE BE IT RESOLVED THAT:

1. Approval of Loan Agreement and Security Agreement. The Tribal Council hereby approves the draft loan agreement and draft security agreement, substantially in the forms presented to the Tribal Council, together with such modifications thereof and supplements thereto from time to time as shall be approved by the Tribal Chairman, a written designee of the Tribal Chairman, or if the Tribal Chairman or such a designee shall be unavailable, such other person permitted by the law of the Tribe to act in the stead of the Tribal Chairman (the “Authorized Tribal Representative”), after consultation with legal counsel for the Tribe, with the Authorized Tribal Representative’s execution thereof being conclusive evidence of such approval and consultation.

2. Other Documents and Instruments. The Tribal Council hereby authorizes the Authorized Tribal Representative on behalf of the Tribe to execute and deliver such other agreements (including indemnity agreements), documents, certificates, orders, requests and instruments as may be contemplated by the Loan Agreement or the Security Agreement or as may be necessary or appropriate in connection with the consummation of the furnishings and equipment financing, with the Authorized Tribal Representative’s execution thereof being conclusive evidence of such approval and consultation (the Loan Agreement, the Security Agreement and all such other documents, certificates, orders, requests and instruments, collectively, the “F&E Financing Documents”);

3. Supplemental Indenture. Without limiting the foregoing authority of the Authorized Tribal Representative to execute and deliver any F&E Financing Documents, the Authorized Tribal Representative is hereby further authorized to execute and deliver a Supplemental Indenture to the Indenture dated February 10, 2006 previously entered into by the Tribe and U.S. Bank National Association, as Trustee (the “Indenture”), for the purpose of making it clear that the execution and performance of the F&E Financing Documents will not violate the Indenture. Such Supplemental Indenture shall be in such form as the Authorized Tribal Representative shall approve after consultation with legal counsel for the Tribe, as necessary and appropriate for that purpose, with the Authorized Tribal Representative’s execution thereof being conclusive evidence of such approval and consultation.

4. Approval of Limited Waiver of Sovereign Immunity and other Legal Provisions. The Tribal Council has considered each provision contained in each of the F&E Financing Documents related to choice of law, governing law, forum selection, arbitration, waiver of the doctrine of exhaustion of tribal remedies, waiver of tribal sovereign immunity, or waiver of the right to object to venue or forum convenience and all other waivers, and such provisions are hereby approved as the valid and binding obligations of the Tribe, enforceable against the Tribe in accordance with their terms, so long as the applicable documents in which such provisions appear or are referenced shall be in effect, subject to such modifications from time-to-time as may be permitted under all applicable documents.

5. Foreclosure Provisions. For judgments, decrees, orders, warrants, subpoenas, records or other judicial acts of the Little Traverse Bay Bands of Odawa Indians Tribal Courts resulting from any action under the F&E Financing Documents, including without limitation a foreclosure judgment, a Tribal police officer is authorized to execute such judgment, decree, order, warrant, subpoena, record or other judicial act. In the case of any such foreclosure order or judgment, after delivery of such order or judgment by a Tribal police officer, such police officer may proceed to enter upon any property of the Tribe to remove such personal property or to permit removal by the party in whose favor the order or judgment was issued.

6. Other Matters. The Tribal Council hereby authorizes the Authorized Tribal Representative to take or cause to be taken any other actions necessary for the execution, delivery and performance of the F&E Financing Documents or the proper implementation of the actions approved hereby.

7. Determination. The Tribal Council hereby determines that no laws, ordinances, resolutions or other actions of the Tribe, either written or established by custom or tradition: (i) prohibit the Tribe from approving the matters herein approved or the execution, delivery or performance of the F&E Financing Documents by any party and the consummation of the transactions therein contemplated; or (ii) create any obligation of the Tribe to submit these matters for approval of or consent from any other entity of the Tribe, or to any vote by members of the Tribe.

8. Miscellaneous. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected with respect to the same.

CERTIFICATION

As 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 June 10, 2007 at which a quorum was present, by a vote of 6 in favor, 1 opposed, 2 abstentions, and 0 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Regina Gasco Bentley	<u>X</u>	_____	_____	_____
Fred Harrington, Jr.	<u>X</u>	_____	_____	_____
Dexter McNamara	<u>X</u>	_____	_____	_____
Mary Roberts	_____	_____	<u>X</u>	_____
Rita Shananaquet	_____	<u>X</u>	_____	_____
Alice Yellowbank	<u>X</u>	_____	_____	_____
Shirley Oldman	_____	_____	<u>X</u>	_____
Melvin L. Kiogima	<u>X</u>	_____	_____	_____
Beatrice A. Law	<u>X</u>	_____	_____	_____

Date: _____

Beatrice A. Law, Legislative Leader

Date: _____

Melvin L. Kiogima, Secretary

Received by the Executive Office on _____ 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 in this action of the Tribal Council.

Date: _____

Frank Ettawageshik, Tribal Chairperson