

**LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS  
7500 ODAWA CIRCLE  
HARBOR SPRINGS, MI 49740**

**TRIBAL RESOLUTION #092213-02**

Authorization of Odawa Casino Resort Business Banking Account  
and Treasury Management Documents and Limited Waiver of Sovereign Immunity  
and Related Matters

- WHEREAS** the Waganakising Odawak Nation, known as the Little Traverse Bay Bands of Odawa Indians ("LTBB") and its citizens are vested with inherent sovereignty and right to self-governance;
- WHEREAS** LTBB 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** The Tribal Constitution adopted February 1, 2005 (the "Constitution") provides the authority to the LTTB Tribal Council to establish the management of any and all economic affairs and enterprises, by Statute, that will further the economic development of the Tribe or its members;
- WHEREAS** WOS 2010-021, Gaming Delegation and Authority Statute was enacted into law on December 20, 2010 (the "Statute"), and provides for the establishment of the Gaming Authority (the "Gaming Authority") as a subordinate entity of LTTB, or such successor, in accordance with the Constitution;
- WHEREAS** the Gaming Delegation and Authority Statute assigns the duty and authority to the Authority to establish and maintain bank accounts and to manage accounting and cash management as may be necessary for the operations of the Odawa Casino Resort and ancillary enterprises and activities and other LTBB owned enterprises or businesses related to gaming (collectively, the "Enterprises");
- WHEREAS** the Gaming Authority desires to designate PNC Bank, National Association ("Bank") as a depository of the Gaming Authority with full authority to accept deposits of money, checks and other instruments (collectively "Items") to the credit of the Gaming Authority in accounts with the Bank in accordance with all written instructions of any person making a deposit, and subject to the present or subsequently amended Business Account Agreement between the Gaming Authority and the Bank (the "Account Agreement");

**WHEREAS** the Gaming Authority wishes to enter into agreements with the Bank from time to time to furnish treasury management services to the Gaming Authority, which agreements may relate to one or more deposit accounts of the Gaming Authority with the Bank;

**WHEREAS** the Gaming Authority now wishes to enter into the Bank's agreements for treasury management services including, without limitation, the Bank's Master Agreement for treasury management services, the Account Agreement, the Bank's Master Repurchase Agreement and the Bank's agreements for purchasing card or other commercial card services (collectively such agreements are termed the "Treasury Management Documents");

**WHEREAS** one of the purposes of this Resolution is to authorize the execution of the Treasury Management Documents by the Gaming Authority;

**WHEREAS** LTBB Tribal Council understands that the Bank requires certain representations and warranties and a limited waiver of sovereign immunity to assure enforceability of the Treasury Management Documents;

**NOW THEREFORE, BE IT RESOLVED** that the Little Traverse Bay Bands of Odawa Indians Tribal Council hereby approves the Treasury Management Documents and expressly authorizes execution of all such Treasury Management Documents by the Gaming Authority; and

**BE IT FURTHER RESOLVED** that the Little Traverse Bay Bands of Odawa Indians Tribal Council hereby approves and incorporates into this Resolution the entirety of Exhibit 1 attached hereto containing certain representations, warranties, and a limited waiver of sovereign immunity.

## CERTIFICATION

As Tribal Council Legislative Leader and Tribal Council Secretary, we certify that this Certified Motion was duly approved by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians at a regular meeting of the Tribal Council held September 22, 2013 at which a quorum was present, by a vote of 7 in favor, 0 opposed, 0 abstentions, 2 absent as recorded by this certification:

	In Favor	Opposed	Abstained	Absent
William A. Denemy	<u>X</u>	_____	_____	_____
John W. Keshick III	<u>X</u>	_____	_____	_____
Beatrice A. Law	<u>X</u>	_____	_____	_____
Michael J. Naganashe	<u>X</u>	_____	_____	_____
Aaron W. Otto	_____	_____	_____	<u>X</u>
Winnay J. Wemigwase	_____	_____	_____	<u>X</u>
Marcella R. Reyes	<u>X</u>	_____	_____	_____
Julia A. Shananaquet	<u>X</u>	_____	_____	_____
Regina Gasco Bentley	<u>X</u>	_____	_____	_____

Date: 9-22-13

Regina Gasco Bentley  
Regina Gasco Bentley, Legislative Leader

Date: 9/22/13

Julia A. Shananaquet  
Julia A. Shananaquet, Secretary

Received in the Executive Office on 9-23-13 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: 9-26-13

Fred Kiogima  
Fred Kiogima, Tribal Chairperson