

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

**RESOLUTION # 102305-02**

Authorization to Sign GMP Contract with Financing Contingency

**WHEREAS:** as authorized by Resolution 080705-02 of the Tribal Council, the Little Traverse Bay Bands of Odawa Indians (“Tribe”) entered into an agreement with Clark Construction Company ("Clark") for Clark to serve as construction manager/constructor of the Tribe’s new casino and hotel project; that Resolution stated that “the AIA Document A121 Cmc -2003 Amendment No. 1 for the Guaranteed Maximum Price (GMP) with Exhibits referenced in a certain Construction Services Agreement must be submitted to and authorized by Tribal Council before taking effect;”

**WHEREAS:** by Resolution 100905-08, the Tribal Council authorized a GMP of \$122,200,000.00 and authorized the Tribal Chairperson to execute by and on behalf of the Tribe any documents necessary to implement that Resolution “upon completion of bond financing;”

**WHEREAS:** the a sale of the Tribe’s notes (the “Bonds”) financing is intended to be completed through a sale of the Bonds to Banc of America LLC (“BAS”) and BAS’ offer and resale of the Bonds to investors;

**WHEREAS:** BAS is requiring as a condition to its purchase of the Bonds that the Tribe execute a binding agreement with Clark establishing the GMP before BAS offers the Bonds to investors;

**WHEREAS:** the Tribal Council has concluded that the protection against the Tribe becoming obligated to Clark before the close of the Bond financing can be maintained by allowing the Tribal Chairperson to sign documentation with Clark that by its terms is contingent on the completion of that financing;

**THEREFORE BE IT RESOLVED** that the Tribal Chairperson is hereby authorized on behalf of the Tribe to execute a Change Order with Clark that will bind Clark to its GMP, but only if Clark agrees that the Tribe’s obligations with respect to the GMP are conditioned on the closing of the Bond financing by Clark executing documentation that includes substantially the following language:

“Notwithstanding any other provision in the Agreement or this Change Order, the Contractor shall not proceed under this Change Order, and the Owner shall have the

absolute discretion to terminate the effect of this Change Order, until the earlier of (a) November 15, 2005, and (b) the date on which the Owner notifies the Contractor that Owner has completed its pending sale of notes to Banc of America LLC.”

**CERTIFICATION**

As Tribal Council Secretary, I certify that this 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 October 23, 2005 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
Dexter McNamara	X			
Rita Shananaquet		X		
Alice Yellowbank	X			
Regina Gasco Bentley	X			
Fred Harrington, Jr.	X			
Mary Roberts			X	
Shirley Oldman			X	
Melvin L. Kiogima	X			
Beatrice Law	X			

Date: \_\_\_\_\_

\_\_\_\_\_  
Melvin L. Kiogima, Secretary

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