

**Little Traverse Bay Bands of Odawa Indians  
7500 Odawa Circle  
Harbor Springs, MI 49740**

**TRIBAL RESOLUTION # 091224- 01**

**Limited Waiver of Sovereign Immunity of the Little Traverse Bay Bands of Odawa  
Indians to Authorize Arbitration with Stripe**

**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 whose nation to nation relationship with the United States was reaffirmed in Public Law 103-324, and is a party to the Treaty of Washington of March 28, 1836 (7 Stat. 491) and the Treaty of Detroit of 1855 (11 Stat. 621);

**WHEREAS** LTBB organized under a Tribal Constitution duly adopted by the Tribal Citizenship on February 1, 2005, which provides in Article XVIII, section A:

The Little Traverse Bay Bands of Odawa Indians, including all subordinate entities, shall be immune from suit except to the extent that the Tribal Council clearly and expressly waives its sovereign immunity, and officials and employees of the Tribe acting within the scope of their duties or authority shall be immune from suit.

**WHEREAS** the LTBB Natural Resources Department (NRD) is a subdivision of the LTBB that needs a credit card-processing vendor to facilitate licensing transactions and has determined that Stripe, Inc. operates a financial infrastructure platform that best serves the NRD’s purposes;

**WHEREAS** the Stripe Services Agreement, an adhesion contract, states in subsection 13.1 that state of California law governs, and in subsection 13.2 that “all disputes, claims and controversies . . . will be determined by binding arbitration in San Francisco, California”; and

**WHEREAS** the Supreme Court in *C & L Enterprises, Inc. v. Citizen Band Potawatomi Tribe of Oklahoma*, 532 U.S. 411 (2001) held that consent to arbitration and to governing law that provides for the enforcement of any arbitration judgment in state court constitutes a waiver of sovereign immunity.

**THEREFORE, BE IT RESOLVED** that by this resolution the Tribal Council expressly waives sovereign immunity for the limited and sole purpose of consenting to arbitration with Stripe, Inc. and no other party, with any arbitration judgment enforceable in accordance with California law, provided, that this waiver is limited to the value of the contract.

## 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 September 12, 2024 at which a quorum was present, by a vote of 7 in favor, 0 opposed, 0 abstentions, and 2 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Fred Kiogima	_____	_____	_____	X
Tamara Munson	X	_____	_____	_____
William Ortiz	X	_____	_____	_____
Aaron Otto	X	_____	_____	_____
Melissa Pamp	X	_____	_____	_____
Jordan Shananaquet	_____	_____	_____	X
Leroy Shomin	X	_____	_____	_____
Emily Proctor	X	_____	_____	_____
Marcella Reyes	X	_____	_____	_____

Date: 09/13/2024 Marcella R. Reyes  
Marcella R. Reyes, Legislative Leader

Date: 09/13/2024 Emily Proctor  
Emily Proctor, Tribal Council Secretary

Received by the Executive Office on 9-13-2024 by [Signature]

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: 9-18-2024 Regina Gasco  
Regina Gasco, Tribal Chairperson

Received from the Executive on 9/18/2024 by [Signature]



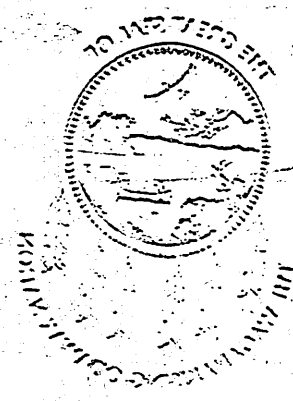
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Dear Sir,  
I have the honor to acknowledge the receipt of your letter of the 12th inst. in relation to the above mentioned matter. I am sorry that I cannot give you a more definite answer at this time, but I am sure that you will understand my position.

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Very truly yours,  
Richard Smith

Richard Smith



Received by  
12/12/24