



Little River Band of Ottawa Indians

1762 U.S. 31 South
Manistee MI 49660
(231) 723-8288

ORIGINAL

Resolution No. #01-0421-~~CR~~

**Reaffirming Resolution No. #01-0303-02 Authorizing Execution of the
March 1, 2001 Design/Build Agreement
with Cunningham-Limp Company for Design and
Agreeing the Limited Waiver of Sovereign Immunity in That Agreement**

WHEREAS, the Tribe's status as a federally-recognized Indian tribe was reaffirmed and restored by Congress pursuant to Public Law 103-324, 108 Stat. 2156 (25 U.S.C. §1300k et seq.)(hereinafter "Little River Act"); and

WHEREAS, the Tribe adopted a Constitution, pursuant to a vote of the membership on May 27, 1998, which Constitution became effective upon its approval by the Assistant Secretary-Indian Affairs on July 10, 1998; and

WHEREAS, the Tribe is entitled to the protections and benefits accorded federally-recognized Indian tribes under federal law, including those under the Indian Gaming Regulatory Act of 1988 (25 U.S.C. §2701 et seq.)(hereinafter "IGRA"), which permits Indian tribes to operate Class II and III gaming activities on lands held in trust for the Tribe; and

WHEREAS, the Tribe has determined that the development of the permanent casino/resort facilities is in the best, long-term interests of the Tribe and its members; and

WHEREAS, the Tribe has pursuant to Resolution No. #01-0303-02, authorized execution of a Design/Build Agreement, dated March 1, 2001, with Cunningham-Limp Company for design and construction of the Tribe's Permanent Casino/Resort; and

WHEREAS, pursuant to the terms of the Design/Build Agreement approved, the Tribe has agreed to a limited waiver of sovereign immunity and agree to submit disputes arising under that Agreement to arbitration in accordance with the procedures described in Article 6 of Part 1 Agreement; and

WHEREAS, under the terms of the limited waiver of sovereign immunity, the Tribe has specifically agreed to waive Tribal Court jurisdiction and agreed to have those arbitration provisions enforced and any arbitration award enforced in the United States District Court for the Western District of Michigan and, if such courts lack jurisdiction, in the courts of the state of Michigan in accordance with Section 6.5 of the Agreement; and

WHEREAS, the bonding company issuing payment and performance bonds for the Permanent Casino Resort project has requested verification that the Tribe's limited waiver of immunity may be enforced by such bonding company; and

WHEREAS, pursuant to Article IV, Section 5 (a)(4) and Article V, Section 5(a)(3) and (8) of the Tribal Constitution, the Tribal Ogema, or in the absence of, the Tribal Council Speaker, is authorized to represent the Tribe in its relations with other organizations and manage the economic affairs/enterprises of the Tribe, in a manner consistent with the Tribal Constitution and resolutions of the Tribal Council; and

WHEREAS, the Tribal Council, pursuant to Article IV, Section 7 (b) of the Constitution, has the power to authorize and ratify agreements and contracts negotiated by the Tribal Ogema; and

WHEREAS, the Tribal Council has determined that the specific waiver of sovereign immunity requested by Cunningham-Limp Company and the bonding company for the specific purpose of enforcement and/or interpretation of that Agreement is in furtherance of important Tribal purposes and tribal business enterprises and that such waiver is authorized by and is consistent with Article XI, Section 1 of the Tribe's Constitution.

NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby reaffirms Resolution No. #01-0303-02, which authorizes the Tribal Ogema, or in the absence of, the Tribal Council Speaker, to execute the Design/Build Agreement, dated March 1, 2001, with Cunningham-Limp Company, for designing and constructing a permanent casino, hotel, conference center, daycare/pool, RV park and related facilities on the Tribe's Reservation.

IT IS FURTHER RESOLVED that in approving the Design/Build Agreement, the Tribal Council agrees to a limited waiver of sovereign immunity and consents to have disputes between the Tribe and Cunningham-Limp Company, which arise under that Agreement submitted to arbitration in accordance with Article 6 of Part 1 of that Agreement.

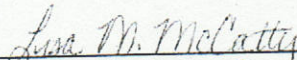
IT IS FURTHER RESOLVED THAT under the terms of the limited waiver of immunity provided in that Agreement, the Tribe has specifically agreed to waive Tribal Court jurisdiction and agreed to have those arbitration provisions enforced and any arbitration award enforced in the United States District Court for the Western District of Michigan and, if such courts lack jurisdiction, in the courts of the state of Michigan in accordance with Section 6.5 of the Part 1 Agreement; and

IT IS FURTHER RESOLVED THAT the Tribal Council affirms that the limited waiver of immunity shall extend to the bonding company issuing payment and performance bonds for the Permanent Casino Resort project.

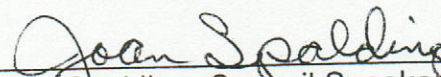
IT IS FINALLY RESOLVED THAT the any damages awarded against the Tribe in satisfaction of any arbitration award or any proceedings to enforce the arbitration agreement contained in the Design/Build Agreement shall be enforceable solely against the funds or proceeds identified in the limited recourse provisions of Section 6.9 of the Part 1 Agreement.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 5 FOR, 4 AGAINST, 0 ABSENT, and 0 ABSTAINING, at a Special Session of the Little River Band of Ottawa Indians Tribal Council called for this purpose at the Little River Band Community Center on April 21, 2001, in Manistee, Michigan. A quorum of the Tribal Council being present for such vote.



Lisa M. McCatty, Council Recorder



Joan Spalding, Council Speaker

Attest:

Distribution: Tribal Council Records
Accounting Department (ATTN: Dale Magoon)
Tribal Court
Legal Department
Miller & Schroeder Investments