



Little River Band of Ottawa Indians

375 River Street
Manistee MI 49660
(231) 723-8288

CONFIDENTIAL

Resolution No. #02-0130-03

**Authorizing the Tribal Ogema, or in his absence, the Tribal Council Speaker to
Execute a Purchase Agreement with Carlson Hospitality Worldwide Procurement
Group, Inc., d/b/a "Provisions" to Purchase Furniture,
Furnishings and Equipment (FF&E) for Little River Casino Resort's
Facilities and Consenting to Have Disputes Resolved in the Commercial Division of
the Tribal Court**

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

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WHEREAS, pursuant to Article IX, Section 1 of the Constitution provides that the Band "shall not waive or limit the right of the Little River Band to be immune from suit, except as authorized by tribal ordinance or resolution or in furtherance of tribal business enterprises"; and

WHEREAS, the Tribal Council has previously approved a Capital Budget for the Casino Resort Expansion, which includes estimated budget requirements for the FF&E required for the Casino Resort Expansion; and

WHEREAS, the Tribal Council has previously delegated to the Construction Management Team certain responsibilities regarding bidding and contracting for the FF&E portion of the Casino Resort Expansion Budget; and

WHEREAS, the Construction Management Team had determined that it is necessary to retain the services of a procurement company to coordinate the bidding, purchase and delivery of the hospitality-related furniture, furnishings and equipment (FF&E) for the Little River Casino Resort Expansion Project (the "Casino Resort Expansion") so that the procurement of FF&E for the Casino Resort Expansion could be completed in a timely and financially responsible manner; and

WHEREAS, the Construction Management Team has recommended retention of Carlson Hospitality Worldwide Procurement Group, Inc., d/b/a "Provisions" (hereafter "Provisions") and defined the Scope of Services to be provided by Provisions; and

WHEREAS, the Construction Management Team has, in consultation with the Band's Legal Department, negotiated a Purchase Agreement with Provisions, which the following provisions: (a) incorporates the Scope of Services agreed to as Exhibit C to the Agreement; (b) will require Provisions to coordinate the bid process and, subject to authorization from the Construction Management Team, negotiate and execute all purchase orders with vendors; (c) provide invoices and supporting documents required by the lenders' disbursing agent to support requests for reimbursement; (d) will require the Band to obtain an irrevocable Letter of Credit; and (e) which includes a limited waiver of sovereign immunity to have disputes resolved through binding arbitration enforceable in the Commercial Division of the Tribal Court and which includes limitations on recourse to protect the Band's assets; and

WHEREAS, the Tribal Council has adopted the Arbitration Code, Ordinance #01-300-02, governing the approval of contracts which include arbitration provisions; and

WHEREAS, the Tribal Council has determined that execution of a contract with Provisions will advance important Tribal purposes and tribal business enterprises.

NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes the Tribal Ogema, or in his absence, the Tribal Council Speaker, to execute a Purchase Agreement with Provisions retaining provisions to provide procurement services for the Casino Resort Expansion.

IT IS FINALLY RESOLVED THAT the Tribal Council consents to have disputes resolved through binding arbitration in accordance with the procedure described in paragraph 27 of the Terms and Conditions to the Agreement, including the limitations on recourse provisions contained in that Agreement.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 6 FOR, 2 AGAINST, 1 ABSENT, and 1 ABSTAINING, at a Regular Session of the Little River Band of Ottawa Indians Tribal Council held at the Little River Band Downtown Offices located at 375 River Street on January 30, 2002, in Manistee, Michigan. A quorum of the Tribal Council being present for such vote.



Janine M. Sam, Council Recorder

Attest:



Stephen Parsons, Council Speaker

Distribution: Council Record
Tribal Ogema (w/copy to Dale Magoon)
Legal Department
Tribal Court
Construction Management Team
Provisions