



Little River Band of Ottawa Indians

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

Resolution No. #02-0508-12

**Authorizing the Tribal Ogema, or in the absence of, the
Tribal Council Speaker to Execute a Confidentiality and Nondisclosure
Agreement with Valuometrics, Inc., MJM Manistee, Inc., and Michael Malik
and Consenting to Have Disputes Arising Under That Agreement
Resolved in the Commercial Division of the Tribal Court and United States
District Court for the Western District of Michigan in Accordance
with Section 8 of that Agreement**

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, 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, pursuant to Article XI, Section 1 of the Constitution provides that the Tribal Council "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, Valuometrics, Inc., has requested disclosure of certain financial and other proprietary information belonging to the Band, including information provided to Manistee Gaming in connection with the Management Agreement and information concerning Manistee Gaming's management fees and income earned under the Management Agreement in connection with the valuation of the Fair Market Value of the MJM, Manistee, Inc. ("MJM") interest in Manistee Gaming in connection with and pursuant to the terms of a certain Purchase Agreement and Option to Purchase, dated August 13, 1999, as amended (the "Purchase Agreement") among Manistee Gaming, Thomas Celani, and MJM; and ,.

WHEREAS, the Band is willing to disclose certain proprietary, financial and other information to Valuometrics, consisting of Financial Statements and Independent Auditor's Reports for the Resort for the years 1999-2001, Monthly Financial Reports for the Resort from the date of the last Audited Financial Statement, the Annual Plan and Budget for 2002, and Business Pro-Forma prepared for the Project (collectively the "Information"), to permit Valuometrics to perform its valuation services, subject to an undertaking by Valuometrics, MJM, and Michael Malik not to use or further disclose to any third parties any such information and ideas, or any matters discussed in the discussions and/or negotiations, unless specifically authorized in writing to do so by the Band or as otherwise permitted hereunder; and

WHEREAS, the Band's Legal Department has, in connection with the above valuation process, presented a Confidentiality and Nondisclosure Agreement, which would permit disclosure of the Information and protect the Band from unauthorized use or further disclosure of its confidential financial and proprietary Information; and

WHEREAS, the terms of Confidentiality and Nondisclosure Agreement would provide that all disputes involving the parties, which arise under the terms of that Agreement, except for disputes or claims for monetary damages brought by the Band against Valuometrics, would be resolved in the Commercial Division of the Tribal Courts; and

WHEREAS, the Tribal Council has determined that the specific waiver of sovereign immunity requested by those companies 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.

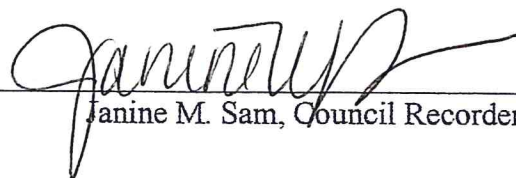
NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes the Tribal Ogema, or in the absence of, the Tribal Council Speaker, to execute the Confidentiality and Nondisclosure Agreement, dated May 8, 2002, with Valuometrics, Inc., MJM Manistee, Inc., and Michael Malik.

IT IS FINALLY RESOLVED THAT the Tribal Council agrees to a limited waiver of sovereign immunity and consents to have disputes between the Band, Valuometrics, MJM and Malik, which arise under that agreement to be resolved in the Commercial Division of the Tribal Courts; provided that, the Band agrees that any disputes or claims brought by the Band against Valuometrics in which the Band seeks an award of monetary damages shall be brought in the United States District Court for the Western District of Michigan.

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CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 5 FOR, 2 AGAINST, 1 ABSTAINING, and 1 ABSENT, at a Regular Closed Session of the Little River Band of Ottawa Indians Tribal Council held on May 8, 2002, at the Little River Band's Downtown Offices in Manistee, Michigan, with a quorum being present for such vote.


Janine M. Sam, Council Recorder

Attest:


Stephen Parsons, Council Speaker

Distribution: Council Records
Tribal Ogema
Tribal Court
Legal Department
Valuometrics, Inc. (Attn: David Light)
MJM Manistee, Inc. (Attn: Michael Malik)