



Little River Band of Ottawa Indians

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

Resolution No. #02-0508-13

Authorizing the Tribal Ogema, or in the absence of, the Tribal Council Speaker to Execute a Sales Order #58370 with Sodak Gaming, together with Attachment (A) to that Sales Order Amending the Terms and Conditions to the Wide Area Progressive System Agreement, dated July 19, 2002, and Consenting to Have Disputes Arising Under That Agreement Resolved by Binding Arbitration in Accordance with Section 5 of that Attachment (A)

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 Band 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 gaming activities on lands held in trust for the Band; 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, the Tribal Council did, pursuant to Resolution No. #99-0707-05, authorize execution of a Wide Area Progressive System Agreement, dated July 19, 1999, with

Sodak Gaming, Inc. and IGT, for wide area progressive slot machines placed at Little River Casino Resort; and

WHEREAS, the Director of Gaming Operations for Little River Casino Resort has presented Sales Order #48370, to add five (5) additional progressive machines, and to replace other progressive machines on the gaming floor at Little River Casino Resort's new facilities; and

WHEREAS, the Legal Department has, in connection with the above Sales Order, presented an Attachment (A) - Additional Terms and Conditions, which would amend certain terms and conditions included in the Wide Area Progressive System Agreement, dated July 19, 1999; and

WHEREAS, among other things, Sodak Gaming has agreed to amend the terms of the limited waiver of sovereign immunity applicable to that Wide Area Progressive System Agreement (the "Agreement") to allow disputes arising under the Agreement to be resolved through binding arbitration, enforceable in either the United States District Court for the Western District of Michigan or the Commercial Division of the Tribal Court, which agreement is reflected in Section 5 of the Additional Terms and Conditions described in Attachment A to that Sales Order; 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 the specific waiver of sovereign immunity requested by Sodak Gaming 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.

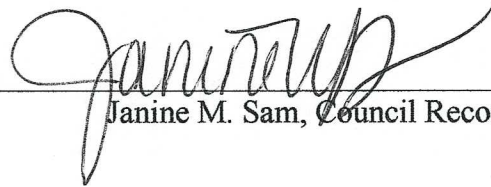
NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes the Tribal Ogema, or in the absence of, the Tribal Council Speaker, to execute the Sales Order #48370, including Attachment A - Additional Terms and Conditions, with Sodak Gaming and IGT under which Sodak/IGT will provide and install thirty-seven (37) slot machines described in that Sales Order for the wide area progressive system.

IT IS FURTHER RESOLVED THAT the Tribal Council approves the amendments to the Wide Area Progressive System Agreement, dated July 19, 1999, described in Attachment A.


IT IS FINALLY RESOLVED THAT the Tribal Council agrees to a limited waiver of sovereign immunity and consents to have disputes between the Tribe and Sodak Gaming, which arise under that agreement decided by arbitration, including the limitation on recourse provisions contained in Section 5.3 of the Additional Terms and Conditions to that Sales Order, and would further provide for enforcement of arbitration awards in either United States District Court for the Western District of Michigan or the Commercial Division of the Tribal Court in accordance with the Tribal Arbitration Code.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 7 FOR, 0 AGAINST, 0 ABSTAINING, and 2 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



Stephen Parsons, Council Speaker

Attest:

Distribution: Council Records
Tribal Ogema
Tribal Court
Legal Department
Sodak Gaming