



Little River Band of Ottawa Indians
375 River Street
Manistee, MI 49660
(231) 723-8288

Resolution No. #02-0515-15

**Authorizing the Tribal Ogema, or in the absence of, the
Tribal Council Speaker to Execute a Contract Documents with
Hospitality Solutions International (HSI) and Consenting to Have Disputes Arising
Under That Agreement Resolved by Binding Arbitration in Accordance
with those Contract Documents**

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 and the Tribal Ogema have previously approved a Capital Budget for the Casino Resort Expansion Project, 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 and Information Systems Director and the Band's Legal Department have negotiated the purchase of a *Jaguar* Property Management System and *Profit Series* Point of Sale System for the Resort's hospitality, retail and restaurant facilities from HSI and recommended approval of various contract documents with HSI in the form recommended by the Band's Legal Department; and

WHEREAS, HSI has requested a limited waiver of sovereign immunity from the Band to allow disputes arising under the Contract Documents to be resolved through binding arbitration, enforceable in either the Commercial Division of the Tribal Court or the United States District Court for the Western District of Michigan; 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 HSI for the specific purpose of enforcement and/or interpretation of those agreements 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 following identified Contract Documents with HSI for the purchase, installation and training associated with the *Jaguar* Property Management System and *Profit Series* Point of Sale System for the Resort's hospitality, retail and restaurant facilities for a purchase price not to exceed \$214,144.00:

Contract Documents:

- *HSI Jaguar Property Management System Proposal
- *HSI Profit Series Point of Sale System Proposal
- *HSI Solution for Servers
- *Intellectual Property Site License and Support Agreement
 - *Schedule 1.3 - Intellectual Property (1 page)
 - *Schedule 2.1 - Licensee Sites (1 page)
 - *Schedule 3.1 - Network/Hardware/Third Party Software Requirements (2 pages)

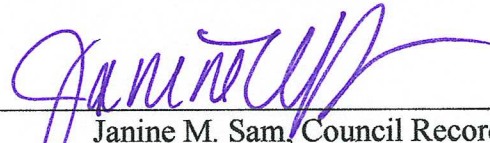
- *Schedule 4 - License Fees (1 page)
- *Schedule 5.1 - Installation and Training (1 page)
- *Schedule 5.3 - Support Agreement (2 pages)
- *Schedule 5.4 - Support Fees (1 page)
- *Schedule 5.5 - Consulting Fees (blank)
- *HSI Purchase Agreement General Terms and Conditions (3 pages)
- *HSI Purchase Agreement Software License Agreement (1 page)
- *HSI Purchase Agreement Annual Maintenance Agreement (2 pages)
- *HSI Purchase Agreement Annual Maintenance Agreement -General Terms Conditions (3 pages)

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 HSI, which arise under those agreements decided by arbitration in accordance with the agreement to arbitrate contained in the Sections of the Contract Documents enumerated below:

- *Section 12.1 of the Intellectual Property Site License and Support Agreement;
- *Section 14 of the HSI Purchase Agreement - General Terms and Conditions;
- *The Section entitled "GENERAL" contained in the HSI Purchase Agreement Software License Agreement; and
- *HSI Purchase Agreement Annual Maintenance Agreement - General Terms and Conditions.

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, 1 ABSTAINING, and 1 ABSENT, at a Regular Closed Session of the Little River Band of Ottawa Indians Tribal Council held on May 15, 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
Construction Management Team (cc: Steven Drewes, LRRCR)
HSI