



Little River Band of Ottawa Indians

2608 Government Center Drive
Manistee, MI 49660
(231) 723-8288

Moved to
Open 10/19/16

Resolution # 16 -1019-317

Approval to establish \$5,000,000.00 Revolving Line of Credit with Wells Fargo Bank

WHEREAS, the status of the *Gaá Čhíng Ziibi Daáwaa Aníshinaábek* (Little River Band of Ottawa Indians) as a sovereign and Treaty-making power is confirmed in numerous treaties, from agreements with the initial colonial powers on this land, to various treaties with the United States; and

WHEREAS, the Little River Band of Ottawa Indians (Tribe) is descended from, and is the political successor to, the Grand River Ottawa Bands, signatories of the 1836 Treaty of Washington (7 Stat. 491) with the United States, as reaffirmed by federal law in P.L. 103-324, enacted in 1994; and

WHEREAS, the Tribe adopted a new 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 adopted amendments to the Constitution on April 26, 2004, which became effective upon approval by the Assistant Secretary-Indian Affairs on May 13, 2004; and

WHEREAS, the Tribe adopted amendments to the Constitution on July 11, 2016 which became effective upon approval by the Assistant Secretary-Indian Affairs on August 24, 2016; and

WHEREAS, the Tribal Council is authorized under Article IV, Section 7(a) to provide for the public health, peace, morals, education and general welfare of the Little River Band and its members; and

WHEREAS, the Tribal Council is vested with the authority, under Article IV, Section 7(b), to ratify contracts to be entered into by the Tribe; and

WHEREAS, the Tribe wishes to establish a \$5,000,000.00 Revolving Line of Credit with Wells Fargo Bank in order to provide an alternate, possible funding source for Tribal Economic opportunities, if needed, and

WHEREAS, prior to utilization of the Revolving Line of Credit, other than for payment of \$5,000.00 of related legal fees which is hereby authorized, Tribal Council and the Ogema need to review and approve any business plan related to use of the facility; and

WHEREAS, the Tribal Council authorizes the Ogema and Speaker to execute any documents relating to the Revolving Line of Credit that have been approved by Tribal Council; and be it further

RESOLVED: Little River Band of Ottawa Indians, a, a federally recognized, sovereign Indian tribe (the “*Tribe*”), proposes to obtain, or has obtained, a credit facility from the Bank (the “*Loan*”) pursuant to the terms and conditions of the loan documents described on **Schedule 1** attached hereto, each dated as of October 19, 2016 (collectively the “*Loan Documents*”).

BE IT FURTHER RESOLVED, that both the Tribal Ogema and Tribal Council Speaker, acting together, are hereby authorized and empowered for and on behalf of and in the name of the Tribe and as its act and deed:

(a) To borrow money from Bank and to assume any liabilities of any other person or entity to Bank, in such form and on such terms and conditions as shall be agreed upon by those authorized above and Bank, and to sign and deliver to Bank such promissory notes and other evidences of indebtedness for money borrowed or advanced and/or for indebtedness assumed as Bank shall require; such promissory notes or other evidences of indebtedness may provide that advances be requested by telephone communication and by any officer, employee or agent of the Tribe so long as the advances are deposited into any deposit account of the Tribe with Bank; the Tribe shall be bound to Bank by, and Bank may rely upon, any communication or act, including telephone communications, purporting to be done by any officer, employee or agent of the Tribe provided that Bank believes, in good faith, that the same is done by such person.

(b) To contract for the issuance by Bank of letters of credit, to discount with Bank notes, acceptances and evidences of indebtedness payable to or due the Tribe, to endorse the same and execute such contracts and instruments for repayment thereof to Bank as Bank shall require, and to enter into any swap, derivative, foreign exchange, hedge or other similar transaction or arrangement with or through Bank.

(c) To mortgage, encumber, pledge, convey, grant, assign or otherwise transfer all or any part of the Tribe's real or personal property for the purpose of securing the payment of any of the promissory notes, contracts, instruments and other evidences of indebtedness authorized hereby, and to execute and deliver to Bank such deeds of trust, mortgages, pledge agreements, security agreements and/or other related documents as Bank shall require.

(d) To perform all acts and to execute and deliver all documents described above and all other contracts and instruments which Bank deems necessary or convenient to accomplish the purposes of this resolution and/or to perfect or continue the rights, remedies and security interests to be given to Bank pursuant hereto, including without limitation, any modifications, renewals and/or extensions of any of the Tribe's obligations to Bank, however evidenced.

(e) The Tribe agrees that the limited waiver of sovereign immunity contained in the Loan Documents shall be effective in any action brought against the Tribe by Bank and/or Bank's successors or assigns and arising from or in connection with the transaction contemplated by this resolution.

(f) The Tribe agrees that suit may be brought in any of the courts identified in the "**Permitted Courts**" section of the Loan Documents shall be effective in any action brought against the Tribe by Bank and/or Bank's successors or assigns and arising from or in connection with the transaction contemplated by this resolution. Loans made pursuant to a special resolution and loans made by offices of Bank other than the office to which this resolution is delivered shall be in addition to the foregoing limitation.

BE IT FURTHER RESOLVED, that the form, terms and provisions of the Loan Documents and transactions contemplated therein and all actions necessary for the consummation of the same (including the limited waiver of sovereign immunity and consent to jurisdiction provisions contained therein) are authorized and approved in all respects; and

BE IT FURTHER RESOLVED, that upon the execution and delivery of the Loan Documents, as authorized by this Resolution are, the Loan Documents constitute, under the laws of the Tribe, the legal, valid and binding obligations of the Tribe, enforceable against the Tribe in accordance with their terms including the limited waivers of sovereign immunity and consent to jurisdiction provisions set forth therein, notwithstanding any contrary provisions of Tribal law; and

BE IT FURTHER RESOLVED, that, as of the date of this Resolution, the Tribe warrants that no permits, licenses or other governmental approvals, or renewals thereof, are required to be issued by the Tribe or any agency of the Tribe for or in connection with the Loan Documents except for permits, licenses and governmental approvals, and renewals thereof, which have already been issued; and

BE IT FURTHER RESOLVED, that the provisions of this Resolution shall govern, control and take precedence over any contrary provisions of any ordinance, resolution, or other law of the Tribe or adopted on behalf of the Tribe, or by any agent, corporation or instrumentality of the Tribe; and

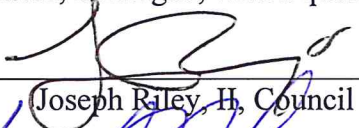
BE IT FURTHER RESOLVED, that the authorizations hereby conferred is in addition to that conferred by any other resolution heretofore or hereafter delivered by the Tribe to Bank and shall continue in full force and effect until Bank shall have received notice in writing, certified by an official of the Tribe, of the revocation hereof by a resolution duly adopted by the Tribal Council of the Tribe. Any such revocation shall be effective only as to credit which is extended or committed by Bank, or actions which are taken by the Tribe pursuant to the resolutions contained herein, subsequent to Bank's receipt of such notice. The authorizations hereby conferred shall be deemed retroactive, and any and all acts authorized

herein which were performed prior to the passage of this resolution are hereby approved and ratified.


NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians authorizes execution of documents relating to establishment of a \$5,000,000.00 Revolving Line of Credit with Wells Fargo Bank.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 7 FOR, 2 AGAINST, 0 ABSTAINING, and 0 ABSENT, at a Regular Closed Session of the Little River Band of Ottawa Indians Tribal Council held on October 19, 2016, at the Government Center in Manistee, Michigan, with a quorum being present for such vote.



Joseph Riley, II, Council Recorder



Virgil Johnson, Council Speaker

Attest:

Distribution: Council Records
Tribal Ogema
Unified Legal Department