



Little River Band of Ottawa Indians

PO Box 314

Manistee MI 49660-0314

Resolution No. #97-0209-06

WHEREAS, the Tribe'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 Tribe 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 III gaming activities on lands held in trust for the Tribe pursuant to a tribal-state compact entered into for that purpose; and

WHEREAS, the Tribe intends to purchase real property in either Manistee or Mason Counties, Michigan pursuant to Section 6(b) of the Little River Act (25 U.S.C. §1300-4(b)), and petition the Secretary of the Interior (the "Secretary") to take such property in trust for the benefit of the Tribe; and

WHEREAS, the Tribe seeks to provide employment, and to improve the social, economic, education, and health of its members; and

WHEREAS, the Tribe has determined that the establishment and operation of a tribal gaming enterprise under the IGRA will assist the Tribe generate the revenues needed to establish an effective tribal government, provide necessary employment opportunities services for tribal members and promote tribal self-sufficiency; and

WHEREAS, the Tribe does not presently possess sufficient technical and financial expertise to develop and manage a Tribal Gaming Enterprise and has determined that employment of a firm with the necessary management and development expertise will assist the Tribe in meeting the above goals; and

WHEREAS, North American Gaming has the requisite expertise and is capable of assisting the Tribe in obtaining the financing needed to develop, construct, manage, operate and maintain a high quality tribal gaming enterprise; and

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WHEREAS, the Tribal Council, pursuant to Tribal Council Resolution No. #95-1205-01, authorized Tribal Chairman Robert Guenthardt to negotiate a Letter of Intent with representatives of North American Gaming, which letter will define the parties' respective obligations concerning the completion of tasks necessary to establishing a Tribal Class III gaming facility; and

WHEREAS, the resolution #95-1205-01 required subsequent approval of any agreements between the Tribe and North American Gaming which required the Tribe to waive its sovereign immunity; and

WHEREAS, the Little River Band of Ottawa Indians, as a federally recognized Indian Tribe, is immune from suit in federal, state or tribal courts; and

WHEREAS, Article XII of the Little River Band of Ottawa Indians' 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, pursuant to Article VII, Section 1. (f) of the Constitution and Bylaws of the Little River Band of Ottawa Indians ("Tribal Constitution"), is authorized to manage the economic affairs of the Tribe; and

WHEREAS, the Tribal Chairman, pursuant to Article IV, Section 11 (f) (2) of the Tribal Constitution, is authorized to represent the Tribe in its relations with other organizations, in a manner consistent with the Tribal Constitution;

WHEREAS, Tribal Chairman Robert Guenthardt and other representatives of the Tribe have previously negotiated a Development and Construction Agreement, the terms of which were approved the Tribal Council and the execution of which was authorized under Tribal Council Resolution No. #96-1013-02; and

WHEREAS, Tribal Chairman Robert Guenthardt and other representatives of the Tribal Council have negotiated the terms of a proposed Management Agreement, which defines the rights and responsibilities of the Tribe and North American Gaming in operating and managing the Tribe's Class II and Class III gaming facility; and

WHEREAS, Indian Gaming Regulatory Act requires that any agreement which provides for the management of all or part of the Tribe's gaming operations by a management contractor must be approved by the Chairman of the National Indian Gaming Commission; and

WHEREAS, the Tribal Council has reviewed the proposed Management Agreement and expressly finds that such Agreement meets the requirements of IGRA and will protect and promote the Tribe's interests; and

WHEREAS, the Tribal Council understands that there are certain specific provisions in the proposed Management Agreement, including, but not necessarily limited to: the depreciation and amortization term of the gaming facility to be utilized in calculating operating expenses for the gaming enterprise and the percentage of gross revenues to be allocated to a capital replacement reserve account; and

WHEREAS, the Tribal Council understands that Tribe would be agreeing to waive its sovereign immunity from suit in federal, state or Tribal courts for purposes of enforcement and/or interpretation of the terms of the Management Agreement, and that the Tribe would agree to have those documents construed and enforced in accordance with the laws of the State of Michigan; and

WHEREAS, the Tribal Council has determined that the specific waiver of sovereign immunity requested by North American Gaming in the Management Agreement, for the specific purpose of enforcement and/or interpretation of that Agreement or the Letter of Intent, is in furtherance of important Tribal purposes and tribal business enterprises and that such waiver is authorized by and is consistent with Article XII of the Little River Band of Ottawa Indians' Constitution.

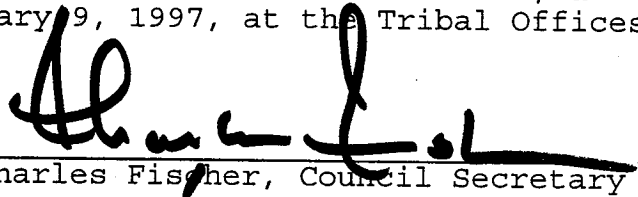
NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes Chairman Robert Guenthardt, in consultation with the Tribe's Controller and Tribal Attorney, to complete negotiations on the unresolved terms and to execute the Management Agreement on behalf of the Little River Band of Ottawa Indians;

IT IS FURTHER RESOLVED THAT the Tribal Council, by authorizing the Tribal Chairman to execute such document, expressly agrees to waive its sovereign immunity from suit for the sole purpose of enforcement and/or interpretation of the terms of the Management Agreement. Provided, However That any subsequent agreements, including additional loan agreements which require the Tribal Government to waive its sovereign immunity will not be effective until the same are specifically authorized by subsequent Tribal Council Resolution;

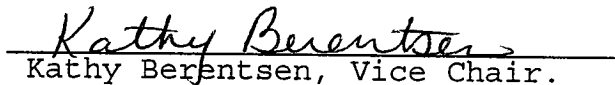
IT IS FURTHER RESOLVED that the Tribal Council hereby authorizes and directs the Tribal Chairman to submit the Management Agreement, and any collateral agreements, to the National Indian Gaming Commission for approval in accordance with IGRA and regulations promulgated thereunder.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing ordinance was duly presented and adopted by the Tribal Council with 5 FOR, 0 AGAINST, 0 ABSENT, and 0 ABSTAINING, at the Regular Session of the Little River Band of Ottawa Indians Tribal Council, a quorum present, held on February 9, 1997, at the Tribal Offices in Manistee, Michigan.


Charles Fischer, Council Secretary

Attest:


Kathy Berentsen, Vice Chair.