



Little River Band of Ottawa Indians
PO Box 314
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(616) 723-8288

Resolution No. #98-1108-63

**Authorizing the Tribal Council Chairperson/Speaker to Execute
Design/Development Agreement
with Cunningham-Limp Company and
Agreeing Arbitration and a Limited Waiver of
Sovereign Immunity**

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 II and III gaming activities on lands held in trust for the Tribe; and

WHEREAS, the Tribe has determined that the development and operation of a Class II 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 requires retention of a firm with sufficient technical and administrative expertise to design and construct the Tribe's Class II/Interim Gaming Facility and has determined that employment of a firm with the necessary architectural and development expertise will assist the Tribe in meeting the above goals; and

WHEREAS, the Construction Management Team has determined that Cunningham-Limp Company has the requisite expertise and is capable of assisting the Tribe in completing the design, development, and construction of a high quality tribal gaming enterprise in a cost-efficient and timely manner; and

WHEREAS, Tribal representatives and representatives of Cunningham-Limp Company have proposed a form of agreement which incorporates the requirements contained in the Development and Construction Agreement entered into by the Tribe and North American Gaming Company, and which will assure the cost-efficient and timely completion of the Class II/Interim Casino in accordance with Schematic Design and Summary of Building Specifications presented to the Tribal Council; and

WHEREAS, Cunningham-Limp has agreed to construct the Class II/Interim Casino for a "Cost of the Work Plus a Fee With a Guaranteed Maximum Price" not to exceed an amount agreed to by the Tribe, North American Gaming and Cunningham-Limp Company, which amount is presently set at \$3,069,408; and

WHEREAS, the Tribe 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 Chairperson/Speaker, pursuant to Article IV, Section 5 (a)(4) and Article V, Section 5(a)(3) and (8) of the Tribal Constitution, is authorized to represent the Tribe in its relations with other organizations and manage the economic affairs/enterprises of the Tribe, in a manner consistent with the Tribal Constitution and resolutions of the Tribal Council; 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 chief executive officer of the Tribe; and

WHEREAS, the Tribal Council understands that the agreement negotiated by the Tribal Council Chairperson/Speaker would include a waiver Tribal sovereign immunity from suit in federal, state or Tribal courts for purposes of enforcement of and/or interpretation of the terms of the Design/Build Agreement; and

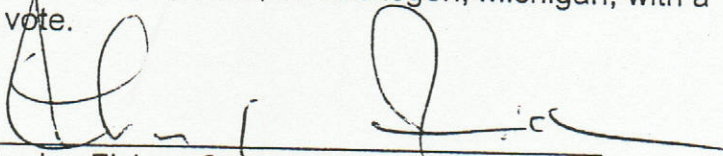
WHEREAS, the Tribal Council has determined that the specific waiver of sovereign immunity requested by Cunningham-Limp Company for the specific purpose of enforcement and/or interpretation of that Agreement is in furtherance of important Tribal purposes and tribal business enterprises and that such waiver 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 Chairperson/Speaker, Robert Guenthardt, to execute a Design/Build Agreement with Cunningham-Limp Company for the design and construction of the Tribe's Class II/Interim Casino Facility;

IT IS FURTHER RESOLVED THAT the Tribal Council, by authorizing the Tribal Chairperson/Speaker to execute that Agreement, expressly agrees to waive its sovereign immunity from suit for the sole purpose of enforcement and/or interpretation of the terms of the Agreement.

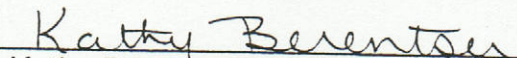
CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 7 FOR, ~~0~~ AGAINST, ~~0~~ ABSENT, and ~~0~~ ABSTAINING, at a Regular Session of the Little River Band of Ottawa Indians Tribal Council held on November 8, 1998, in Muskegon, Michigan, with a quorum being present for such vote.



Charles Fisher, Council Secretary/Recorder

Attest:



Kathy Berentsen, Vice-Chairperson