



Little River Band of Ottawa Indians

PO Box 314
Manistee MI 49660-0314
(616) 723-8288

Resolution No. #99-0314-07

**Authorizing the Chartering of a Tribal Enterprise to be Known As
"Little River Casino Resort" and
Authorizing Use of the Tribal Seal in Connection
with Such Tribal Enterprise**

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

WHEREAS, the Tribe has determined that the establishment 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 and the State of Michigan have entered into a Tribal-State Gaming Compact (hereinafter the "Compact") providing for the conduct of Class III gaming activities by the Tribe on its Reservation Lands in Manistee County, which Compact was approved by Resolution of the Michigan Legislature and approved by the Assistant Secretary-Indian Affairs; and

WHEREAS, North American Gaming Company 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

WHEREAS, construction of the Tribe's gaming enterprise has commenced pursuant to the terms of a Development Agreement entered into with North American Gaming Company; and

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WHEREAS, the Tribe has executed a Management Agreement, and submitted such Agreement to the National Indian Gaming Commission for approval, which authorizes North American Gaming Company to provide management and operation services to the Tribe for the conduct of such gaming enterprise pursuant; and

WHEREAS, the Elders of the Tribe have recommended that the Tribe's gaming enterprise be conducted and do business under the name "Little River Casino Resort".

NOW THEREFOR IT IS RESOLVED THAT the Tribal Council, acting under its inherent sovereign governmental authority under Article IV, Section 7(a) of the Constitution, and in accordance with the federal policies enumerated in IGRA, hereby authorizes the chartering of Little River Casino Resort, as a distinct instrumentality created, wholly-owned and controlled by the Tribe, for the purpose of operating a Class II and Class III gaming resort on the Tribe's Reservation.

IT IS FURTHER RESOLVED THAT Little River Casino Resort shall be located on the Tribe's Reservation lands located in the NE¼ of Section 28 in Township 22 North, Range 16 West in Manistee County, Michigan, as described on the Master Site Plan approved for such enterprise.

IT IS FURTHER RESOLVED THAT the seal of Little River Casino Resort shall be the Tribal Seal of the Little River Band of Ottawa Indians, or such other design as the Business Board shall designate, but shall include the words "an enterprise of the Little River Band of Ottawa Indians". The seal of Little River Casino Resort may be used in connection with advertising and marketing of Little River Casino Resort approved by the Business Board.

IT IS FURTHER RESOLVED THAT the revenues of Little River Casino Resort shall be audited annually and that copies of those audits shall be provided to the Tribal Gaming Commission, the Tribal Council and the National Indian Gaming Commission.

IT IS FURTHER RESOLVED THAT Little River Casino Resort shall comply with all Internal Revenue Service reporting and filing requirements applicable to the operations of the enterprise.

IT IS FURTHER RESOLVED THAT all net revenues from Little River Casino Resort distributed to the Tribe shall be used solely for the purposes stated in Section 9 of the Tribe's Gaming Ordinance.

IT IS FURTHER RESOLVED THAT all contracts for the lease or purchase of gaming supplies, equipment, services or concessions in excess of \$25,000.00

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annually, except contracts for professional, legal and accounting services, shall be subject to the annual audit described above.

IT IS FURTHER RESOLVED THAT the construction and maintenance of Little River Casino Resort facilities and the operation of those facilities shall be conducted in a manner which adequately protects the environment and the public health and safety, and in accordance with the mitigation required by the National Indian Gaming Commission.

IT IS FURTHER RESOLVED THAT all primary management officials and key employees proposed for employment at Little River Casino Resort shall have passed background checks and obtained the appropriate licenses required by the Tribal Gaming Commission prior to the commencement of gaming operations in the facilities.

IT IS FURTHER RESOLVED THAT the Tribe's Business Board, North American Gaming, or the General Manager for Little River Casino Resort shall have obtained the appropriate gaming facility license required by the Tribal Gaming Commission prior to commencement of gaming operations in the facilities.

IT IS FURTHER RESOLVED THAT the final Management Contract between the Tribe and North American Gaming shall be approved by the Tribal Council and the National Indian Gaming Commission prior to authorizing North American Gaming to exercise management responsibilities with respect to gaming operations commenced in Little River Casino Resort's facilities.

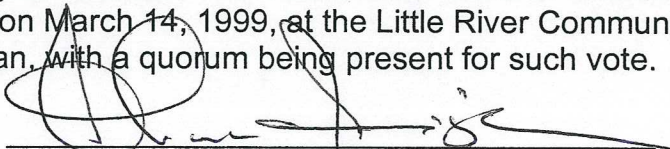
IT IS FURTHER RESOLVED THAT all Principals of North American Gaming having a direct or indirect financial interest in the Management Agreement with the Tribe shall have passed the background checks required by the National Indian Gaming Commission and obtained the licenses required by the Tribal Gaming Commission prior to exercising management responsibilities with respect to gaming operations commenced in Little River Casino Resort's facilities.

IT IS FURTHER RESOLVED THAT Little River Casino Resort shall pay such fees to the National Indian Gaming Commission as federal law may require.

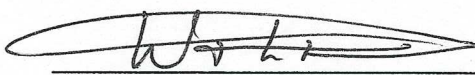
IT IS FURTHER RESOLVED THAT Little River Casino Resort shall comply with the terms of the Tribal-State Gaming Compact entered into with the State of Michigan with respect to all Class III gaming activities conducted at its facilities.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 8 FOR, 0 AGAINST, 1 ABSENT, and 0 ABSTAINING, at a Regular Session of the Little River Band of Ottawa Indians Tribal Council held on March 14, 1999, at the Little River Community Center in Manistee, Michigan, with a quorum being present for such vote.


Charles Fisher, Council Recorder

Attest:


William Willis, Council Speaker