



Little River Band of Ottawa Indians

PO Box 314

Manistee MI 49660-0314

(616) 723-8288

Resolution No. #99-0613- 01

**Authorizing the Tribal Ogema, or in his absence,
the Tribal Council Speaker, to Execute Loan Documents for
the Purpose of Funding Development Costs for the Tribe's Class III Gaming
Facility and Agreeing to 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 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 financial resources with which to design, construct and develop a Class III Gaming Facility on the Tribe's lands; 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 Tribal Council, pursuant to Article IV, Section 7 (f) and (i) of the Constitution of the Little River Band of Ottawa Indians ("Tribal Constitution"), is authorized to manage the economic affairs and fiscal affairs of the Tribe; and

WHEREAS, the Tribe requires a Loan in an amount not to exceed \$17,500,000.00 to cover the expenses associated with the construction, equipment, furnishings and opening of the Tribe's Class III Gaming enterprise, known as "Little River Casino Resort", as provided in a Development and Construction Agreement entered into by the Tribe and Manistee Gaming L.L.C. (assignee of "North American Gaming"); and

WHEREAS, Comerica Bank has agreed to fund a loan ("Development Loan") under terms and conditions which are suitable to the Tribal Council; and

WHEREAS, the effectuation and protection of the parties' respective rights and obligations under the "Construction/Development Loan" provided by the Bank requires the execution of loan documents consisting of: Letter Agreement, Master Advance Note, Variable Rate Installment Note, and Security Agreement (collectively the "Loan Documents"); and

WHEREAS, the Tribal Council understands that the primary security for the Loan consists of a personal Guarantee provided by Manistee Gaming L.L.C. and its Principals, together with a security interest in the equipment/personal property and income of Little River Casino Resort; and

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

WHEREAS, Article XI, Section 1 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 further understands that, upon the occurrence of an event of default under the loan documents, that the Bank may only seek enforcement and collection of amounts owing under said Loan Documents from: the equipment and personal property of Little River Casino Resort and the income received by the Tribe from the gaming operation funded by the loan proceeds; and

WHEREAS, the Tribal Council further understands that the Tribe would be agreeing to waive its sovereign immunity from suit in federal, Tribal or state courts, in accordance with the dispute resolution provisions contained in the Letter Agreement, for limited purpose of enforcement and/or interpretation of the specific written rights and duties of the Tribe under the terms of the Loan Documents 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 Comerica Bank is in furtherance of important Tribal purposes and tribal business enterprises.

NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes the Tribal Ogema, or in his absence, the Tribal Council Speaker, to execute the Loan Documents to allow performance by Comerica Bank, or other financial institution offering the same or more favorable terms, of a Development Loan in an amount not to exceed \$17,500,000.00, for the expenses and purposes specified in a Development and Construction Budgets approved by the Tribal Council.

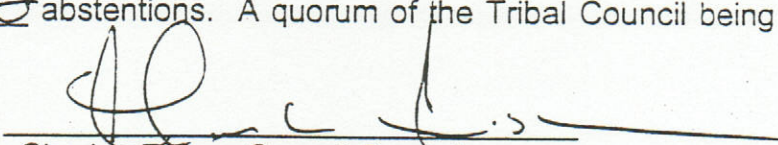
IT IS FURTHER RESOLVED THAT the Tribal Council, by authorizing the Tribal Ogema, or in his absence, the Tribal Council Speaker, to execute such documents, expressly agrees to waive its sovereign immunity from suit for the sole purpose of enforcement and/or interpretation of the Tribe's written rights and duties under the terms of the Loan Documents. Provided, However That such waiver of immunity includes limitations on recourse, which limits the Bank's ability to collect money damages from the Tribe to: a security interest in personal property of the Gaming Facility and income generated by the Tribal Gaming Facility to be developed with such funds.

IT IS FURTHER RESOLVED THAT the Tribal Council authorizes and directs that executed Loan Documents be submitted to the National Indian Gaming Commission, together with the Management Agreement and other collateral documents related to the development and operation of the Gaming Facility, as expeditiously as possible.

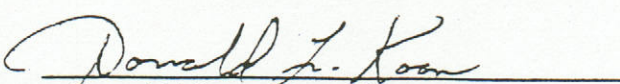
Certificate of Adoption

This resolution was adopted by the Tribal Council of the Little River Band of Ottawa Indians an Emergency/Regular Session held for this purpose at the VFW Hall in Coopersville, Michigan on June 13, 1999 by a vote of 7 in favor, 0 opposed, 1 absent and 0 abstentions. A quorum of the Tribal Council being present for such vote.

Date: 6/13/99


Charles Fisher, Council Recorder

Attest:


Donald Koon, Councilor

*There was one vacancy on the LRB Tribal Council
at the time of this vote. Done 6/13/99*