



Little River Band of Ottawa Indians

PO Box 314

Manistee MI 49660-0314

(616) 723-8288

Resolution No. #99-0613-02

**Authorizing the Tribal Ogema, or in his absence,
the Tribal Council Speaker, to Execute a Reimbursement Agreement
and Security Agreement with Manistee Gaming L.L.C.
with Respect to Manistee Gaming's Guaranty of the
Development Loan with Comerica Bank 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 LLC.; 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 primary security for the Development Loan consists of a Guaranty provided by Manistee Gaming LLC and its principals, together with a security interest in personal property of Little River Casino Resort; and

WHEREAS, Manistee Gaming L.L.C. has proposed a Reimbursement Agreement and Security Agreement, which define Manistee Gaming's rights in the event the Tribe defaults on the Loan Agreement and Manistee Gaming or its Principals are required to repay all or a portion of the Development Loan under its Guaranty; 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 Reimbursement Agreement, that Manistee Gaming L.L.C. may only seek enforcement and collection of amounts owing under said Loan documents from: personal property of Little River Casino Resort and 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 Tribal or state courts for purposes of enforcement and/or interpretation of the specific written rights and duties of the Tribe under the terms of the note(s) and other documents related to the Reimbursement Agreement and Security 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 Manistee Gaming L.L.C. is in furtherance of important Tribal purposes and tribal business enterprises.

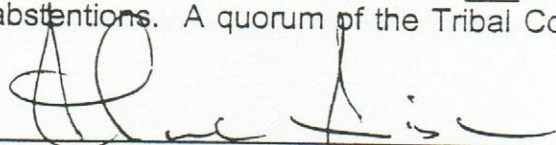
NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes the Tribal Ogema, or in his absence, the Tribal Council Speaker, to execute the Reimbursement Agreement and Security Agreement with Manistee Gaming L.L.C., in connection with a Guaranty of the Development Loan for the expenses associated with development of the Tribe's Class III gaming facility.

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 Reimbursement Agreement and Security Agreement.

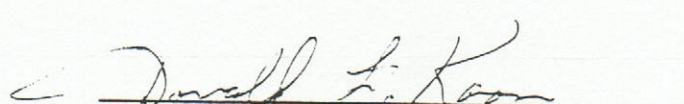
Certificate of Adoption

This resolution was adopted by the Tribal Council of the Little River Band of Ottawa Indians at 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 LRB Tribal Council
at time of this vote.*