



Little River Band of Ottawa Indians

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

Resolution No. #99-0707-05

**Ratification of Agreements Between the Little River Casino Resort,
IGT and Sodak Gaming, Inc. and
Agreeing to a Limited Waiver of Sovereign Immunity in Such Agreements**

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

WHEREAS, on December 11, 1998, the Michigan Legislature approved Resolutions concurring in the Compact Between the Little River Band of Ottawa Indians and the State of Michigan Providing for the Conduct of Tribal Class III Gaming by the Little River Band of Ottawa Indians (the "Tribal-State Compact"), which Tribal-State Compact was approved by the Assistant Secretary-Indian Affairs on February 18, 1999; and

WHEREAS, on January 15, 1997, the Tribal Council enacted its Class II and Class III Gaming Ordinance; and

WHEREAS, pursuant to Article IV, Section 7 (f) of the Tribal Constitution, the Tribal Council is authorized to create subordinate organizations and to delegate to such organizations the power to manage the affairs and enterprises of the Tribe; 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 on behalf of the Tribe; and

WHEREAS, the Tribal Council has, pursuant to Resolution No. #99-0314-07, authorized 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; and

WHEREAS, the Tribal Council has, pursuant to Resolution No. #99-0502-01, designated the persons authorized to execute contracts on behalf of Little River Casino Resort pending approval of the management agreement with North American Gaming Company (now known as "Manistee Gaming LLC"); and

WHEREAS, the Tribe has taken all steps necessary to meet the requirements of IGRA for purposes of operating electronic games of chance at Little River Casino Resort; and

WHEREAS, the Tribal Council desires to enter into various agreements with Sodak Gaming, Inc., (hereafter "Sodak") and IGT, including a Wide Area Progressive System Agreement, to more fully develop its Class III gaming enterprise as may be necessary to install wide area progressive electronic games; and

WHEREAS, under said agreements Sodak will provide certain equipment to the Tribe consisting of certain electronic gaming devices and related equipment (the "Equipment") to be used in the Tribe's gaming operations; and

WHEREAS, under said agreements Sodak and IGT will operate a telecommunication accounting system (the "TAS") to interlink certain electronic gaming devices and related equipment to be used in the Tribe's gaming operations; and

WHEREAS, the Tribal Council understands that the agreements negotiated with Sodak and IGT would include a waiver Tribal sovereign immunity from suit in federal and state courts for purposes of enforcement and/or interpretation of the terms of the agreements with Sodak and IGT; and

WHEREAS, the Tribal Council has determined that the specific waiver of sovereign immunity requested by Sodak and IGT for the specific purpose of enforcement and/or interpretation of those agreements 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.

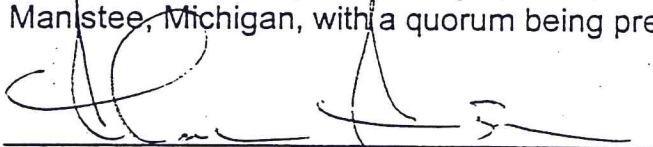
NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby ratifies the Sales Order and Wide Area Progress System Agreement between the Tribe, Sodak Gaming, Inc. and IGT, which agreement(s) were executed by Business Board representative, Connie Waitner, and General Manager, Tom Davis, on June 24, 1999, on behalf of Little River Casino Resort.

IT IS FURTHER RESOLVED THAT the Tribal Council, by ratifying the Agreements executed by Connie Waitner and Tom Davis, the Tribe expressly agrees to waive its sovereign immunity and consents and submits to the jurisdiction of any state or federal court sited in the State of Michigan for any action or proceeding arising out of or relating to the Agreements executed in furtherance of this Resolution, and to that end waives the defense of inconvenient forum to the maintenance of such action and waives any requirement that the Tribal Court or other Tribal forum remedies be exhausted. The Tribe expressly grants an irrevocable waiver of sovereign immunity as to any actions or arbitration from any dispute arising under said contract with IGT and Sodak.

IT IS FURTHER RESOLVED that the Tribal Council hereby authorizes and directs the Business Board for Little River Casino Resort to take such other action necessary, required or appropriate to carry out the purposes of this Resolution.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 6 FOR, 0 AGAINST, 3 ABSENT, and 0 ABSTAINING, at a Special/Emergency Session of the Little River Band of Ottawa Indians Tribal Council called for this purpose on July 7, 1999, at the Tribal Community Center in Manistee, Michigan, with a quorum being present for such vote.


Charles Fisher, Council Recorder

Attest:


Donald Koon, Councilor