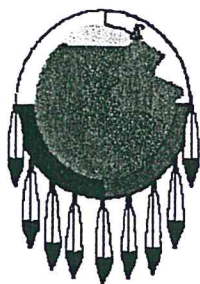


ORIGINAL



Little River Band of Ottawa Indians

PO Box 314

Manistee MI 49660-0314

(616) 723-8288

Resolution No. #99-0716-02

**Authorizing the Tribal Ogema, or in his absence, the
Tribal Council Speaker to Execute a Consulting Agreement
with Manistee Gaming L.L.C. and
Agreeing to a Limited Waiver of Sovereign Immunity in Such Agreement**

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, the Tribe has determined that the establishment and operation of a Class III 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, Manistee Gaming L.L.C. 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, the Tribal Council, pursuant to Tribal Council Resolution No. #98-0823-04, authorized Tribal Chairman Robert Guenthardt to execute agreements (Development and Construction Agreement and Management Agreement), dated September 1, 1998, with North American Gaming, providing for the development and management of a Class II Gaming facility, which agreements were submitted to the National Indian Gaming Commission on September 18, 1998, for technical review; 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, representatives of the National Indian Gaming Commission have reviewed the revised contract documents submitted by the Tribe and Manistee Gaming L.L.C. on May 20, 1999, and recommended certain revisions to assure compliance with the Federal Regulations governing the approval of such agreements; and

WHEREAS, the Tribe and Manistee Gaming L.L.C., have amended the terms of the Management Agreement, dated July 15, 1999, to authorize Manistee Gaming L.C.C. to develop and manage a Class III Gaming facility on Tribal lands consistent with the Tribal-State Compact being submitted to the Secretary of the Interior; and

WHEREAS, pursuant to Article IV, Section 5 (a)(4) and Article V, Section 5(a)(3) and (8) of the Tribal Constitution, the Tribal Ogema, or in his absence, the Tribal Council Speaker, 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 Management Agreement may not receive final approval by the National Indian Gaming Commission prior to the scheduled date of opening of the Class III gaming facility; and

WHEREAS, the Tribal Council desires to enter into a thirty (30) day Consulting Agreement with Manistee Gaming L.L.C., pending final approval of the Management Agreement; and

WHEREAS, the Tribal Council understands that the agreements negotiated with Manistee Gaming L.L.C. would include a waiver of Tribal sovereign immunity from suit in federal, state or Tribal courts for purposes of enforcement and/or interpretation of the terms of the Consulting Agreement and that the Tribe would agree to have that document 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. 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.

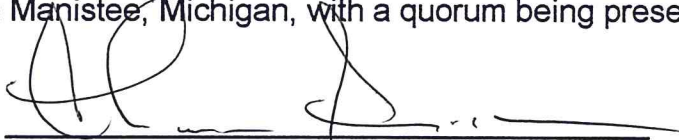
NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby authorizes the Tribal Ogema, or in his absence, the Tribal Council Speaker, to execute a Consulting Agreement with Manistee Gaming L.L.C. for the provision of consulting services to the Tribe with respect to the development and operation of the Class III gaming facility on behalf of the Little River Band of Ottawa Indians;

IT IS FURTHER RESOLVED THAT the Consulting Agreement is for a period not to exceed thirty (30) days from the date of execution;

IT IS FURTHER RESOLVED THAT the Tribal Council, by authorizing the Tribal Ogema or Tribal Council Speaker to execute such Agreements, expressly agrees to waive its sovereign immunity from suit for the sole purpose of submitting to binding arbitration to enforce and/or interpret the terms of the Consulting Agreement and to permit enforcement of such arbitration proceedings.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 5 FOR, 0 AGAINST, 3 ABSENT, and 1 ABSTAINING, at a Special/Emergency Session of the Little River Band of Ottawa Indians Tribal Council called for this purpose on July 16, 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