



MILLE LACS BAND OF CHIPPEWA INDIANS
Legislative Branch of Tribal Government

RESOLUTION 05-02-27-93

A RESOLUTION RELATING TO \$ 15,000,000 INFRASTRUCTURE REVENUE BONDS, SERIES 1992A, TO BE ISSUED BY THE MILLE LACS CAPITAL IMPROVEMENTS AUTHORITY; AUTHORIZING AND APPROVING THE SALE AND ISSUANCE OF BONDS SECURED BY THE PLEDGED REVENUES OF THE CASINO FACILITIES OF THE BAND; AND AUTHORIZING THE EXECUTION OF DOCUMENTS.

WHEREAS, the Mille Lacs Band Assembly (the "Assembly") is the duly elected governing body of the Mille Lacs Band of Chippewa Indians (the "Band"), and;

WHEREAS, pursuant to Band Statute ____-MLC-53 (the "Act"), the Band has established the Mille Lacs Capital Improvements Authority (the "Authority") as an instrumentality of the Executive Branch of Tribal Government. The Authority is authorized and empowered by the Act to issue obligations to finance the cost of acquisition, construction, maintenance, management and improvement of public improvements within the territorial jurisdiction of the Band and to pledge revenues, income, receipts and profits of the Authority from projects operated by it and revenues of any business conducted by the Corporate Commission of the Mille Lacs Band of Chippewa Indians (the "Commission") and allocated to the Authority by the Band Assembly, to pay the principal of, premium, if any, and interest on such obligations when due. All obligations so issued are special, limited obligations of the Authority payable solely from the revenues and assets so pledged and shall not constitute a debt, liability or obligation of the Band or the Commission, and;

WHEREAS, pursuant to Resolution 01 - 92 of the Authority, dated November 3rd, 1992 (the "Authority Resolution"), the Authority has determined that it will issue its Infrastructure Revenue Bonds, Series 1992A, in an aggregate principal amount of \$ 15,000,000 (the "Bonds") pursuant to the Act, to finance the acquisition, construction and equipping of roads and a water treatment facility, a new K-12 school, a medical clinic and a day care facility in District 1, and community buildings and ceremonial buildings in Districts 2 and 3 (the "Projects"). The Bonds will be secured by a pledge of certain net revenues of the gaming facilities of the Band operated by

the Commission in the manner and to the extent provided in the Depository Agreement described below, and;

WHEREAS, the following documents relating to the Projects and the Bonds have been prepared, which documents in proposed form are before this Assembly at this meeting and shall be placed on file in the office of the Band:

(a) an Underwriting Agreement (the "Underwriting Agreement") to be entered into by Dougherty, Dawkins, Strand & Bigelow Incorporated as underwriter (the "Underwriter"), the Authority and the Commission;

(b) a Depository Agreement dated as of November 1, 1992 (the "Depository Agreement"), between the Authority, the Commission and First Trust National Association, as depository (the "Depository");

(c) an Indenture of Trust, dated as of November 1, 1992 (the "Indenture"), between the Authority and NationsBank Trust, as trustee (the "Trustee").

(d) a Disbursing Agreement, dated as of November 1, 1992 (the "Disbursing Agreement"), between the Authority, the Trustee and a title insurance company, as disbursing agent (the "Disbursing Agent");

(e) a Leasehold Mortgage, Security Agreement and Fixture Financing Statement, dated as of November 1, 1992 (the "Mortgage"), between the Commission and the Trustee;

(f) a Consent, Estoppel, Attornment and Non-Disturbance Agreement, dated as of November 1, 1992 (the "Consent"), between the Commission, the Band and the Trustee;

(g) a First Amendment to Business Lease Agreement dated as of November 1, 1992 (the "Hinckley Lease Amendment"), between the Commission and the Band;

(h) a First Amendment to Business Lease Agreement dated as of November 1, 1992 (the "Mille Lacs Lease Amendment"), between the Commission and the Band,

(i) a Continuing Disclosure Agreement, dated as of November 1, 1992 (the "Continuing Disclosure Agreement"), between the Authority, the Commission and the Trustee; and

(j) a Preliminary Offering Circular, dated June 3, 1992, relating to the Bonds (the "Preliminary Offering Circular").

The Underwriting Agreement, the Depository Agreement, the Indenture, the Disbursing Agreement, the Hinckley Lease Amendment, the Mille Lacs Lease Amendment and the Continuing Disclosure Agreement are hereinafter referred to as the "Financing Agreements."

NOW, THEREFORE, BE IT RESOLVED, that the actions taken by the Authority in connection with the issuance of the Bonds and the undertaking of the Project is hereby approved. The Authority is hereby authorized and directed to finance, construct and equip the Projects, to enter into and perform its obligations under the Financing Agreements, and to issue the Bonds in the form and upon the terms provided in the Authority Resolution and the Indenture in the principal amount of \$ 15,000,000 to defray the costs of the Projects. The forms of the Financing Agreements, the Mortgage and the Consent are hereby approved. This Assembly specifically authorizes the Authority and the Commission to enter into those provisions of the Financing Agreements, the Mortgage and the Consent concerning governing law, waiver of sovereign immunity, consent to court jurisdiction and the waiver of the jurisdiction of the Court of Central Jurisdiction.

BE IT FURTHER RESOLVED, the Chief Executive is hereby authorized and directed to execute and deliver the Consent, the Hinckley Lease Amendment and the Mille Lacs Lease Amendment in the name and on behalf of the Band upon execution thereof by the other parties thereto. The Consent, the Hinckley Lease Amendment and the Mille Lacs Lease Amendment shall be executed in substantially the form hereinabove approved, subject to such additions thereto or deletions therefrom as are approved by the Chief Executive, which approval shall be conclusively presumed by the execution thereof.

BE IT FURTHER RESOLVED, the Chief Executive is authorized and directed to prepare and furnish to the Underwriter and to Dorsey & Whitney, Bond Counsel to the Band, certified copies of all proceedings and records of the Commission relating to the Bonds, and such other affidavits, certificates and documents as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in her custody and control or as otherwise known to her, or as may be necessary or desirable to accomplish the issuance and sale of the Bonds, and all such certified copies, certificates, affidavits and

documents, including any heretofore furnished, shall constitute representations of the Commission as to the truth of all statements of fact contained therein.

BE IT FURTHER RESOLVED, the Bonds and the Authority's obligations under the Financing Agreements shall be special, limited obligations of the Authority payable solely from and secured by the Pledged Revenues required to be deposited in the Secured Authority Obligation Subaccount (both as defined in the Depository Agreement), except to the extent payable from the proceeds of the Bonds, amounts on deposit in the funds and accounts maintained pursuant to the Indenture, the net proceeds of insurance claims with respect to the Mortgaged Property (as defined in the Mortgage) and proceeds received upon disposition of the Mortgaged Property, and shall not constitute or give rise to a pecuniary liability of the Authority or a charge against its general credit or the general credit or taxing powers of the Band.

BE IT FURTHER & FINALLY RESOLVED, that the Band hereby covenants that so long as the Bonds are outstanding and unpaid, and to the extent permitted by United States law, (i) it will continue to own and operate through an instrumentality or agency of the Band, gaming facilities both on its Reservation at Mille Lacs Lake and on trust lands near Hinckley, Minnesota, and (ii) it will continue to conduct Class III gaming (as defined in the Indian Gaming Regulatory Act, Public Law 100-497, and federal regulations promulgated pursuant thereto) at such gaming facilities.


WE DO HEREBY CERTIFY, that the foregoing resolution was duly concurred with and adopted at a regular session of the Band Assembly in Legislative Council assembled, a quorum of legislators being present held on the 3rd day of November, 1992 at Vineland, Minnesota by a vote of 2 FOR, 0 AGAINST, 0 SILENT.

IN WITNESS WHEREOF, we, the Band Assembly hereunto cause to have set the signature of the Speaker of Assembly to be affixed to this resolution.



David Matrious, Speaker of Assembly

IN CONCURRENCE, with the action of the Speaker of Assembly, we, the Administrative Policy Board hereunto cause to have set the hand of the Chief Executive to this resolution.



Marge Anderson, Chief Executive

OFFICIAL SEAL OF THE BAND