



MILLE LACS BAND OF CHIPPEWA INDIANS
Legislative Branch of Tribal Government

RESOLUTION 05-04-31-94

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

WHEREAS, pursuant to Band Statute 1202-MLC-16 (the "Act"), the Band has established the Corporate Commission of the Mille Lacs Band (the "Commission") as an instrumentality of the Executive Branch of Tribal Government. The Commission is authorized and empowered by the Act to issue obligations to finance the cost of acquisition, construction, maintenance, management and improvement of economic developments within the territorial jurisdiction of the Band and to pledge revenues, income, receipts and profits of the Commission from projects operated by it and revenues of any business conducted by the Commission, 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 Commission payable solely from the revenues and assets so pledged ("Secured Obligations") and shall not constitute a debt, liability or obligation of the Band, and;

WHEREAS, pursuant to Resolution # 1293.3 of the Commission, dated December 20th, 1993 (the "Commission Resolution"), the Commission has determined that it shall issue its Revenue Bonds, Series 1994, in the aggregate principal amount of \$ 11,975,000 (the "Bonds") to finance the acquisition, construction and equipping of a 178 room hotel to be located adjacent to the Grand Casino Mille Lacs (the "Project"). The Bonds will be secured by a pledge of certain revenues of the gaming facilities of the Band at the Grand Casino Mille Lacs operated by the Commission in the manner and to the extent provided in the Commission Resolution and the Mortgage and Indenture described below, and;

WHEREAS, the Chief Executive has approved the actions of the Commission taken in the Commission Resolution and approved the execution of the Lease and the Band's Consent described below, and;

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

(a) a Placement Agency Agreement (the "Underwriting Agreement") to be entered into by Dougherty, Dawkins, Strand & Bigelow Incorporated and Miller & Schroeder Financial, Inc., as the selling agents (the "Underwriter"), and the Commission;

(b) an Indenture of Trust, dated as of January 1, 1994 (the "Indenture"), between the Commission and Central Bank National Association, as trustee (the "Trustee");

(c) a Disbursing Agreement, dated as of January 1, 1994 (the "Disbursing Agreement"), between the Commission, the Trustee and a title insurance company, as disbursing agent (the "Disbursing Agreement");

(d) a Leasehold Mortgage, Security Agreement and Fixture Financing Statement, dated as of January 1, 1994 (the "Mortgage"), between the Commission and the Trustee;

(e) a Business Lease Agreement dated as of January 1, 1994 between the Commission and the Band (the "Lease");

(f) a Consent, Estoppel, Attornment and Non-Disturbance Agreement, dated as of January 1, 1994 (the "Band's Consent"), between the Commission, the Band and the Trustee;

(g) a Preliminary Private Placement Memorandum, dated December 21st, 1993, relating to the Bonds (the "Preliminary PPM"); and

(h) the Construction Contract dated as of October 1, 1993 between the Commission and Adolfsen & Peterson, Inc./Shingobee Builders, Inc. (the "Construction Contract").

The Placement Agency Agreement, the Indenture, the Construction Contract, the Disbursing Agreement, the Mortgage, the Band's Consent, the Preliminary PPM and the Lease, are herein collectively referred to as the "Financing Agreements".

NOW, THEREFORE, BE IT RESOLVED, that the actions taken by the Commission and the Chief Executive in connection with the issuance of the Bonds and the undertaking of the Project are hereby approved and ratified. The Commission is hereby authorized and directed to finance, construct and equip the Project, 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 Commission Resolution and the Indenture in the principal amount of \$ 11,975,000 to defray the costs of the Project. The forms of the Financing Agreements, the Mortgage and the Band's Consent are hereby approved subject to such additions thereto, or deletions therefrom as are approved by the Commissioner, which approval shall be conclusively presumed by his execution thereof. This Assembly specifically authorizes the Commission to enter into those provisions of the Financing Agreements, the Mortgage and the Band's Consent concerning the law governing the Financing Agreements, the Commission's waiver of sovereign immunity, and consent to court jurisdiction.

BE IT FURTHER RESOLVED, the Chief Executive is hereby authorized and directed to execute and deliver the Band's Consent and the Lease in the name and on behalf of the Band upon execution thereof by the other parties thereto. The Band's Consent and the Lease 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 her execution thereof.

BE IT FURTHER RESOLVED, the Chief Executive and the Commissioner are authorized and directed to prepare and furnish to the Underwriter and its counsel certified copies of all proceedings and records of the Chief Executive and 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 their custody and control or as otherwise known to their, 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 or the Chief Executive as to the truth of all statements of fact contained therein.

BE IT FURTHER RESOLVED, that the Bonds and the Commission's Secured Obligations under the Financing Agreements shall be special, limited obligations of the Commission payable solely from and secured by the Pledged Revenues required to be deposited in the Commission's Grand Casino Mille Lacs Operating Subaccount (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 any other pecuniary liability of the Commission or a charge against its general credit or the general credit or taxing powers of the Band.

BE IT FURTHER RESOLVED, that the Band hereby covenants that so long as the Bonds are outstanding and unpaid, and to the extent permitted by law, (i) it will continue to own and operate through an instrumentality or agency of the Band, gaming facilities on its Reservation at Mille Lacs Lake; (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 facility; and, (iii) it will contribute or cause the Commission to contribute the money necessary to fund the Reserve Fund described in the Indenture in the amount not to exceed two million one hundred nine thousand seven hundred eighty eight dollars and no cents (\$ 2,109,788.00).

WE DO HEREBY CERTIFY, that the foregoing resolution was duly concurred with and adopted at a special session of the Band Assembly in Legislative Council assembled, a quorum of legislators being present held on the 30th day of December, 1993 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 and forwarded to the Chief Executive for concurrence.


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