



THE MILLE LACS BAND OF  
**OJIBWE INDIANS**

*Legislative Branch of Tribal Government*

**JOINT RESOLUTION 15-03-191-13**

**A JOINT RESOLUTION REGARDING THE ARBITRATION OF DISPUTES  
RELATING TO BANK OF AMERICA CREDIT FACILITY  
FOR THE PURCHASE OF TWO ST. PAUL HOTEL PROPERTIES**

WHEREAS, the Mille Lacs Band of Ojibwe Indians (the “Band”) is a federally-recognized constituent of the Minnesota Chippewa Tribe, a six member tribe consisting of the Ojibwe, also referred to as Chippewa Indians, living in Minnesota; and

WHEREAS, the Minnesota Chippewa Tribe is a federally recognized Tribe organized under a Revised Constitution and Bylaws adopted pursuant to Section 16 of the Indian Reorganization Act of 1934 (48 Stat. 984), as amended, and approved by the Secretary of the Interior on March 3, 1964 (the “Constitution”); and

WHEREAS, Articles I, VI and XIII of the Constitution conferred governing authority to the Band and such governing authority was divided into a three-branch government according to Band statute; and

WHEREAS, Article III, Section 2 of the Constitution authorizes that each of the six (6) reservations formed under the Minnesota Chippewa Tribe shall elect a governing body known as the Reservation Business Committee; and

WHEREAS, Section 1 of Title 3 of the Mille Lacs Band statutes vest all Legislative political authority in the body known as the Band Assembly and this body is empowered with all the Constitutional authority conferred on the Reservation Business Committee; and

WHEREAS, according to 3 MLBSA § 2(d), the Band Assembly is empowered to adopt resolutions to promote the general welfare of the people of the Band; and

WHEREAS, the Chief Executive of the Band is empowered to exercise the Executive Branch powers of the Band; and

WHEREAS, the Chief Executive and Band Assembly acknowledge that the Band is obtaining a revolving line of credit in the amount of \$40,000,000.00 from Bank of America, N.A. (the “Bank”) pursuant to a Business Loan Agreement and certain related documents (the “Loan Documents”) between the Bank and the Band.

**NOW, THEREFORE, BE IT RESOLVED THAT** if any action for legal or equitable relief or other proceeding is brought in the Band’s Court of Central Jurisdiction by any party and the Loan Documents do not permit such an action to be brought prior to the conduct of an arbitration proceeding, the Court of Central Jurisdiction shall

**DISTRICT I**

43408 Oudena Drive • Onamia, MN 56359  
(320) 532-4181 • Fax (320) 532-4209

**DISTRICT II**

36666 State Highway 65 • McGregor, MN 55760  
(218) 768-3311 • Fax (218) 768-3903

**DISTRICT IIA**

2605 Chiminising Drive • Isle, MN 56342  
(320) 676-1102 • Fax (320) 676-3432

**DISTRICT III**

45749 Grace Lake Road • Sandstone, MN 55072  
(320) 384-6240 • Fax (320) 384-6190

**URBAN OFFICE**

1404 E. Franklin Avenue • Minneapolis, MN 55404  
(612) 872-1424 • Fax (612) 872-1257

not review the merits of the pending action or proceeding, but shall stay the action or proceeding until an arbitration has been had in compliance with the Loan Documents; and

**BE IT FURTHER RESOLVED**, that if any party to a Loan Document, claiming the neglect or refusal of another party thereto to proceed with an arbitration thereunder, makes application to the Court of Central Jurisdiction for an order directing the parties to proceed with the arbitration in compliance with such Loan Document, the Court of Central Jurisdiction shall order the parties to arbitration in accordance with the provisions of such Loan Document and the question of whether an obligation to arbitrate the dispute at issue exists shall be decided by the arbitrator(s); and

**BE IT FURTHER RESOLVED**, that at any time after an arbitration award has been rendered and the parties thereto notified thereof, any party to the arbitration may, as permitted by the terms of the Loan Document, make application to the Court of Central Jurisdiction for an order confirming the award; and

**BE IT FURTHER RESOLVED**, that any party to a Loan Document applying to the Court of Central Jurisdiction for an order confirming an arbitration award shall, at the time the order is filed with the Clerk of the Court of Central Jurisdiction for entry of judgment thereon, file the following papers with the Clerk: (1) the agreement to arbitrate; (2) the selection or appointment, if any, of the arbitrator(s); (3) any written agreement requiring the reference of any question to arbitration; (4) each written extension of the time, if any, within which to make the award; (5) the award; (6) each notice and other paper used upon an application to confirm; and (7) a copy of each order of the Court of Central Jurisdiction upon such an application; and

**BE IT FURTHER RESOLVED**, that an arbitration award under a Loan Document shall not be subject to review or modification by the Court of Central Jurisdiction for any reason other than in the circumstances described in 9 U.S.C. §§ 9 and 10, the judgment confirming an award shall be docketed as if it were rendered in a civil action, the judgment so entered shall have the same force and effect in all respects as, and be subject to all the provisions of law relating to, a judgment in a civil action, and it may be enforced as if it has been rendered in a civil action in the Court of Central Jurisdiction and when the award requires the performance of any other act than the payment of money, the Court of Central Jurisdiction may direct the enforcement thereon in the manner provided by law; and

**BE IT FURTHER RESOLVED**, that no further appeal may be taken from an order issued by the Court of Central Jurisdiction pursuant to this Joint Resolution enforcing an agreement in a Loan Document to arbitrate or an award issued by an arbitrator; and

**BE IT FURTHER RESOLVED**, that to the extent allowed by federal law, the jurisdiction of the Court of Central Jurisdiction over any action to enforce the agreement to

enforce an award made by an arbitrator pursuant to such agreement to arbitrate, contained in a Loan Document, shall be concurrent with the jurisdiction of the courts of the State of Minnesota and the United States District Court for the District of Minnesota and any courts to which appeals may be taken, and the waiver of the obligation of the parties to exhaust Tribal Court remedies, shall be valid and enforceable in accordance with its terms.

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 4<sup>th</sup> day of March, 2013 at Duluth, 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 the Assembly.

  
Curt Kalk, Speaker of Assembly

IN CONCURRENCE, with the action of the Speaker of the Assembly, I hereunto set my hand to this resolution.

  
Melanie Benjamin, Chief Executive

**OFFICIAL SEAL OF THE BAND**