



THE MILLE LACS BAND OF
OJIBWE INDIANS

Legislative Branch of Tribal Government

RESOLUTION 16-02-147-14

**A RESOLUTION RATIFYING AND APPROVING CORPORATE COMMISSION'S
CONSENT TO EXTERNAL JURISDICTIONS TO THE EXCLUSION OF THE COURT
OF CENTRAL JURISDICTION WITH RESPECT TO A COMERICA BANK
FINANCING, AN INCREASE IN THAT FINANCING AND RELATED MATTERS**

WHEREAS, the Mille Lacs Band Assembly ("Band Assembly") is the duly elected governing body for the Mille Lacs Band of Ojibwe, a federally recognized Indian tribe (the "Band") and, except as otherwise provided in Band statutes, holds all legislative authority of the Band; and

WHEREAS, by Resolution 16-01-54-14, the Band Assembly granted permission to the Corporate Commission of the Mille Lacs Band of Ojibwe (the "Corporate Commission") to borrow certain funds for the redevelopment of Eddy's Resort, including pursuant to a \$4 million line of credit from Comerica Bank (the "Comerica Line of Credit"); and

WHEREAS, the proposed Credit Agreement between the Corporate Commission and Comerica Bank and the related Master Revolving Note, evidencing the Comerica Line of Credit (the "Contracts"), near final versions of which have been made available to the Band Assembly for review, provide that, among other things, with respect to disputes and claims arising out of or relating to the Contracts or related documents or the transactions contemplated or referenced in the Contracts (collectively, "Disputes"), the Corporate Commission will grant to Comerica Bank a limited waiver of the Corporate Commission's sovereign immunity and consent to the jurisdiction of United States and State of Michigan courts for the hearing of Disputes, all to the exclusion (unless Comerica Bank otherwise consents in writing) of the Band's Court of Central Jurisdiction; provided that either the Corporate Commission or Comerica Bank may elect to have Disputes first submitted to arbitration (as more fully set forth in the Contracts, the "Consent to Jurisdictions and Sovereign Immunity Waiver"); and

WHEREAS, the Consent to Jurisdictions and Sovereign Immunity Waiver apply only to the Corporate Commission and not to the Band generally; and

WHEREAS, pursuant to 24 MLBSA § 2(b), the Court of Central Jurisdiction will not have jurisdiction over the Disputes if the Band Assembly by resolution ratifies the Contracts; and

WHEREAS, as a condition to its extension of credit to the Corporate Commission, Comerica Bank has required that the Band Assembly adopt this Resolution, and has stated that it would not extend such credit unless the Band Assembly adopts this Resolution; and

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WHEREAS, the Corporate Commission has also requested authority to increase the amount of the Comerica Line of Credit (the "Line of Credit Increase") by an amount not to exceed \$6 million, with the proceeds of such increase generally intended to be initially used to pay renovation-related costs of the Crowne Plaza St. Paul Riverfront Hotel (the "Hotel") and/or the Eddy's Resort development owned by the Corporate Commission, with InterContinental Hotel Group being obligated to reimburse 3.5 Million of Hotel renovation costs following completion of the project and the Corporate Commission presently expecting to apply such reimbursement to repay the outstanding obligations on the Comerica Line of Credit (subject to re-borrowing).

NOW, THEREFORE, BE IT RESOLVED, that the Band Assembly hereby ratifies each of the Contracts, together with such changes thereto that the Commissioner of Corporate Affairs shall determine to be necessary, appropriate or desirable (such determination to be conclusively presumed upon the Commissioner of Corporate Affairs' execution thereof), and hereby ratifies, approves and consents to the Consent to Jurisdictions and Sovereign Immunity Waiver, substantially as set forth in the forms of the Contracts made available to the Band Assembly; and


BE IT FURTHER RESOLVED, that with respect to Disputes, notwithstanding any other law, custom or tradition of the Band to the contrary, the Consent to Jurisdictions and Sovereign Immunity Waiver shall be effective and enforceable in accordance with its terms as against the Corporate Commission; and

BE IT FURTHER RESOLVED, that the Band shall take no action or pass any law that, within the meaning of Article I, section 10, clause 1 of the United States Constitution, would constitute impairing obligations under the Contracts; and

BE IT FURTHER RESOLVED, that the Line of Credit Increase and foregoing renovation of the Hotel is hereby ratified and approved.

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, duly noticed, called, and assembled, a quorum of legislators being present, on the 10th day of September 10, 2014, by a vote of 3 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.



Carolyn Shaw-Beaulieu, Speaker of the Assembly

OFFICIAL SEAL OF THE BAND