

**LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS  
GAMING ADMINISTRATION**

1966 US 131 South  
P.O. Box L  
Petoskey, Michigan 49770

**TRIBAL GAMING ADMINISTRATION RESOLUTION NO. 06169901**

**WHEREAS,** the Tribal Gaming Administration of the Little Traverse Bay Bands of Odawa Indians is responsible for the establishment and operation of the Tribe's Gaming Enterprise for the purposes of generating revenues to fund the operation and programs of the Tribal government, provide employment for Tribal members and enhance the economic self-sufficiency and welfare of the Tribe as a whole;

**WHEREAS,** the Tribal Council of the Little Traverse Bay Bands of Odawa Indians has negotiated various agreements with North American Sports Management VII, Inc. ("NORAM") and its affiliates under which NORAM will provide the Tribe with financial and other assistance in acquiring lands for gaming and non-gaming purposes, renovating an existing structure near Petoskey, Michigan and establishing and equipping an interim Tribal Gaming Facility therein, and constructing a larger, more permanent Gaming Facility near Mackinaw City, Michigan;

**WHEREAS,** the agreements and understandings between the Tribe and its affiliated and subordinate entities and NORAM and its affiliates are set forth in the following documents, copies of which were approved by Tribal Council Resolution 06139901 dated June 13<sup>th</sup>, 1999:

1. Pre-Development Note
2. Pre-Development Loan Agreement
3. Consulting Agreement
4. Odawa Property Managers Leasehold Mortgages (multiple)
5. Gaming Administration Leasehold Mortgage
6. Master Lease (Governmental) (multiple)
7. Victories Ground Lease
8. Victories Cash Management Agreement (including Master Definitions List)
9. Victories Guaranty
10. Joint and Several Guaranty
11. Victories Promissory Note
12. Governmental Promissory Note
13. Equipment Lease;

**WHEREAS,** the Tribal Council has reviewed the documents in which the various agreements and understandings between the Tribe and its affiliated and subordinate entities and

NORAM and its affiliates, and has determined that those documents accurately reflect the agreements and understandings of the parties and that execution of those documents would be in the best interests of the Tribe, and

WHEREAS, the Tribal Gaming Administration concurs in the determination of the Tribal Council and will be a direct party to the aforementioned Consulting Agreement, Gaming Administration Leasehold Mortgage, Victories Ground Lease, Victories Cash Management Agreement (including Master Definitions List), Victories Guaranty, Joint and Several Guaranty, Victories Promissory Note, and the Victories Equipment Lease;

NOW, THEREFORE, BE IT HEREBY RESOLVED as follows:

1. The Chairperson of the Tribal Gaming Administration, or in his/her absence, the Vice-Chairperson, hereby is authorized to execute the documents identified above;
2. The Chairperson of the Tribal Gaming Administration, or in his/her absence, the Vice-Chairperson, hereby is authorized to execute such other documents and agreements as may be necessary to effectuate the closing of the transactions memorialized in the documents identified above, so long as any such ancillary documents do not alter the terms or substance of the documents identified above, or impose any additional liability or obligation upon the Tribe, the Tribal Gaming Administration or any affiliated or subordinate entity of the Gaming Administration other than to execute and deliver the documents identified above.

**CERTIFICATION**

As Secretary of the Gaming Administration, I certify that this Resolution was duly adopted at a meeting of the Gaming Administration held on 6-16-1999 at which a quorum was present, by a vote of 2 in favor, 0 opposed, 0 abstentions, and 0 absent as recorded by this roll call.

|                  | In Favor | Opposed      | Abstained    | Absent       |
|------------------|----------|--------------|--------------|--------------|
| Marilyn Williams | <u>✓</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |
| Barry Laughlin   | <u>✓</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |
| Shirley Oldman   | <u>✓</u> | <u>_____</u> | <u>_____</u> | <u>_____</u> |

Date: 6-16-99

Barry Laughlin, Gaming Administration Secretary