

LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
7500 Odawa Circle
Harbor Springs, MI 49740

TRIBAL RESOLUTION # 092718- 01

Approval of Consent and Agreement with Chemical Bank
and Approval or Affirmation of Prior Approval of Lease, Subleases
and Sub-Leasehold Mortgages

WHEREAS the Waganakising Odawak, known in English as Little Traverse Bay Bands of Odawa Indians is a nation of citizens with inherent sovereignty and right to self-governance;

WHEREAS the Little Traverse Bay Bands of Odawa Indians ("LTBB") is a federally recognized Indian Tribe under Public Law 103-324, and is a party to numerous Treaties with the United States the most recent of which being the Treaty of Washington of March 28, 1836 (7 Stat. 491) and the Treaty of Detroit of 1855 (11 Stat. 621);

WHEREAS by Waganakising Odawak Statute 2009-24 the LTBB authorized charter of Tribal corporation, the Odawa Economic Development, Inc. (OEDMI) to pursue non-gaming economic development activities;

WHEREAS the Tribal Council has previously approved the following documents relating to economic development of Tribal trust land by the corner of U.S 131 and Lears Rd as more particularly described in the lease and subleases:

The Ground Lease dated July 25, 2012, approved by the Bureau of Indian Affairs on September 25, 2013, between the Tribe as lessor and OEDMI as lessee ("Ground Lease"),

The Ground Sublease dated March 21, 2017 between OEDMI as sublessor and The Shops at Victories Center (TS@VC) as sublessee ("TS@VC Ground Sublease"),

The Phase I Ground Sublease dated March 27, 2018 between TS@VC as sublessor and GNI Phase I, L.L.C. sublessee ("Ground Sublease (Project Land)") pursuant to which GNI is subleasing a portion of Parcel A ("Project Land") from TS@VC to be used for construction and development of a Courtyard by Marriott Hotel, a Boston's Restaurant, and a related retail building to be leased to various tenants, including Starbucks Corporation (the "Project"),

The Phase II and III Ground Sublease dated August 30, 2018 between TS@VC as sublessor and Geodetic North Investors, L.L.C., as sublessee ("Ground Sublease (Adjacent Land)"), pursuant to which GEO is subleasing from TS@VC a portion of Parcel A that is adjacent to the Project Land ("Adjacent Land").

WHEREAS Chemical Bank is loaning GNI Phase I, L.L.C. up to \$21,000,000 to finance construction and development of the Project (the "Loan"). In connection with the Loan, Bank and GNI have executed a Loan Agreement, along with a Promissory Note and Leasehold Mortgages (aka subleasehold mortgages), a Security Agreement, and various Collateral Assignments, Guarantees and other "Loan Documents" as defined in the Loan Agreement.

WHEREAS Tribal Council has been presented with a Consent and Agreement between Chemical Bank, LTBB, OEDMI, TS@VC, GNI Phase I, L.L.C., and Geodetic North Investors, L.L.C., with regard to the Loan.

THEREFORE, BE IT RESOLVED THAT

1. The Little Traverse Bay Bands of Odawa Indians approves or affirms prior approvals of the Ground Lease, the TS@VC Ground Sublease, the Ground Sublease (Project Land), the Ground Sublease (Adjacent Land) and all Loan documents requiring its approval including the Leasehold Mortgages (aka subleasehold mortgages); and

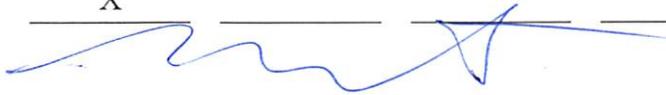
2. The Little Traverse Bay Bands of Odawa Indians approves the Consent and Agreement, including the limited waiver of sovereign immunity as stated therein, and authorizes the Tribal Chairperson to sign it on behalf of the Tribe.

CERTIFICATION

As the Tribal Council Legislative Leader and Tribal Council Secretary, we certify that this Tribal Resolution was duly adopted by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians at a regular meeting of the Tribal Council held on September 27, 2018 at which a quorum was present, by a vote of 8 in favor, 0 opposed, 0 abstentions, and 1 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Frank Bernard	X			
David Harrington	X			
Fred Harrington	X			
Tamara Kiogima	X			
Dexter McNamara	X			
Emily Proctor				X
Marcella R. Reyes	X			
Julie Shananaquet	X			
Shanna Wemigwase	X			

Date: 10.02.18



 Legislative Leader, Fred Harrington

Date: 10.01.18

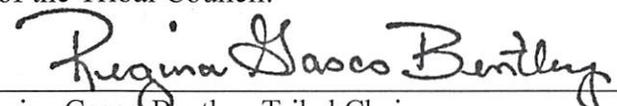


 Secretary, Tamara Kiogima

Received by the Executive Office on 10/2/18 by 

Pursuant to Article VII, Section D, Subsection 1 of the Little Traverse Bay Bands of Odawa Indians Constitution adopted on February 1, 2005, the Executive concurs with this action of the Tribal Council.

Date: 10/2/18



 Regina Gasco Bentley, Tribal Chairperson

Received from the Executive on 10.02.18 by 