RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Authorizing Funding Commitment Letter to Hunt-PENTA-West Valley)

RESOLUTION NO. 15-035

WHEREAS, the Tohono O'odham Nation (the "Nation") is a federally recognized Indian tribe organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984; 25 U.S.C. § 476), which exercises sovereignty over both its members and its lands; and

WHEREAS, pursuant to Articles V and VI of the Constitution of the Tohono O'odham Nation, all the legislative powers of the Nation are vested in the Tohono O'odham Legislative Council (the "Legislative Council"); and

WHEREAS, the Tohono O'odham Gaming Enterprise (the "Gaming Enterprise") is a tribal corporation and economic development enterprise of the Nation established pursuant to Article VI, Section 1(e), of the Nation's Constitution and is responsible for planning, constructing, and operating the Nation's gaming facilities and conducting gaming activities (Charter of the Gaming Enterprise; 16 Tohono O'odham Code Chapter 2); and

WHEREAS, the Gaming Enterprise has been negotiating with Bank of America, N.A., a national banking association ("BofA"), to obtain a new loan as described in Resolution No. 14-560 and has commenced construction on the West Valley Resort in accordance with its Master Construction Agreement with Hunt-PENTA-West Valley, a joint venture ("Hunt-PENTA"); and

WHEREAS, the Gaming Enterprise informed the Legislative Commerce Committee, the Budget and Finance, and the full Legislative Council of the possible need for the Nation’s financial assistance for West Valley Resort construction; and

WHEREAS, the Gaming Enterprise has requested a Funding Commitment Letter executed by the Chairman of the Nation for Hunt-PENTA and funded from the Economic Development Reserve Fund until the BofA loan closes and is funded as more specifically set forth in Attachment “A,” which is incorporated by this reference and which shall not be reported or disclosed; and

WHEREAS, the Legislative Budget and Finance and Commerce Committees recommend that the Legislative Council authorize the Funding Commitment Letter in furtherance of the construction of the West Valley Resort; and

WHEREAS, the Nation's best interests will be served by the adoption of this Resolution.
NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council approves and authorizes the following:

1. The Chairman of the Nation to execute the Funding Commitment letter in substantially the form set forth in Attachment “A” and deliver such executed Funding Commitment Letter to Hunt-PENTA as soon as practicable.

2. The Funding Commitment Letter shall remain valid and operational only until the loan between the Gaming Enterprise and the BofA closes and is funded.

3. In the event loan proceeds are not available and Hunt-PENTA construction invoices (“Pay Applications”) become due, the Nation's treasurer is authorized and directed to

   (a) pay Pay Applications submitted by Hunt-PENTA and approved by the Gaming Enterprise from accounts identified by the Nation's Chairman and the Budget and Finance Committee within the Economic Development Reserve Fund, subject to the maximum amount identified in the Funding Commitment Letter, and

   (b) report such expenditures in writing to the Nation's Chairman and Budget and Finance Committee.

The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 12TH day of FEBRUARY, 2015 at a meeting at which a quorum was present with a vote of 2,548.1 FOR; 398.4 AGAINST; [04] NOT VOTING; and [03] ABSENT, pursuant to the powers vested in the Council by Article VI, Section 1(d)(2) of the Constitution of the Tohono O'odham Nation, adopted by the Tohono O'odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat.984).

TOHONO O'ODHAM LEGISLATIVE COUNCIL

Timothy Joaquin, Legislative Chairman  
12 day of February, 2015
RESOLUTION NO. 15-035
(Authorizing Funding Commitment Letter to Hunt-PENTA-West Valley)
Page 3 of 3

ATTEST:

Evonne Wilson, Legislative Secretary

12 day of January, 2015

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O’odham Nation on the 12th day of February, 2015 at 3:59 o’clock, P.M., pursuant to the provisions of Section 5 of Article VII of the Constitution and will become effective upon his approval or upon his failure to either approve or disapprove it within 48 hours of submittal.

TOHONO O’ODHAM LEGISLATIVE COUNCIL

Timothy Joaquin, Legislative Chairman

[ X] APPROVED

on the 13th day of February, 2015

at 3:48 o’clock, P.M.

NED NORRIS, JR., CHAIRMAN
TOHONO O’ODHAM NATION

Returned to the Legislative Secretary on the 13th day of

February, 2015, at 4:15 o’clock, P.M.

Evonne Wilson, Legislative Secretary
## ACTION:
**AUTHORIZING FUNDING COMMITMENT LETTER TO HUNT-PENTA-WEST VALLEY**

**MOVED:** COUNCILWOMAN FRANCES MIGUEL  
**SECOND:** COUNCILWOMAN BARBARA HAVIER

**DATE:** FEBRUARY 12, 2015

<table>
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<tr>
<th>DISTRICT</th>
<th>LEGISLATIVE REPRESENTATIVES</th>
<th># OF VOTES</th>
<th>FOR</th>
<th>AGAINST</th>
<th>NOT VOTING</th>
<th>ABSENT</th>
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</table>
| SIF OIDAK    | 1. LUCINDA ALLEN (Nicholas Jose)  
              2. MARY LOPEZ ( )                        | 112.1       | X   |         |            |       |
|              |                                                   | 112.1       | X   |         |            |       |
| SELLS 502.0  | 1. ARTHUR WILSON (Ophelia Patten)  
              2. BARBARA HAVIER (Beverly Rivas)        | 251.0       | X   |         |            |       |
| SCHUK TOAK   | 1. FRANCES B. STEPHENS (Anthony J. Rios)  
              2. QUINN C. LOPEZ (John Fendenheim)      | 87.1        | X   |         |            |       |
|              |                                                   | 87.1        | X   |         |            |       |
| SAN XAVIER   | 1. HILARION CAMPUS (Daniel L.A. Preston, III)  
              2. RACHEAL WILSON-STONER (Olivia Villegas-Liston) | 112.1       | X   |         |            |       |
|              |                                                   | 112.1       | X   |         |            |       |
| SAN LUCY 219.6 | 1. DIANA MANUEL (Gloria Ramírez)  
                2. JANA MONTANA ( )                        | 109.8       | X   |         |            |       |
|              |                                                   | 109.8       | X   |         |            |       |
| PISINEMO 210.6 | 1. CHESTER ANTOINE (Absent) (Tony Murrletta) (Present)  
                 2. EDWARD MANUEL, SR. (Oliva Villegas-Liston) | 105.3       | X   |         |            |       |
|              |                                                   | 105.3       | X   |         |            |       |
| HICKI WAN 196.9 | 1. LOUIS R. LOPEZ ( )                        
                    2. SANDRA ORTEGA (Manuel Osqueda, Jr.)         | 98.45       | X   |         |            |       |
|              |                                                   | 98.45       | X   |         |            |       |
| HIA CED 19.6 | 1. PATRICK ANDREWS (Janice E. Paul)  
              2. VIRGINIA GARCIA ( )                        | 9.8         | X   |         |            |       |
|              |                                                   | 9.8         | X   |         |            |       |
| GU VO 241.0  | 1. GRACE MANUEL (Floyd Flores)  
              2. PAMELA ANGILL (Absent) (Jeffery Antone, Sr.) (Present) | 120.5       | X   |         |            |       |
|              |                                                   | 120.5       | X   |         |            |       |
| GU ACHI 257.3 | 1. TIMOTHY L. JOAQUIN ( )                        
                    2. LORETTA LEWIS (Absent) (Louis Johnson) (Present) | 128.65      | X   |         |            |       |
|              |                                                   | 128.65      | X   |         |            |       |
| CHUKUT KUK 319.2 | 1. ETHEL GARCIA (Marlakay C. Henry)  
                    2. BILLMAN LOPEZ ( )                        | 159.6       | X   |         |            |       |
|              |                                                   | 159.6       | X   |         |            |       |
| BABOQUIVARI 357.7 | 1. FRANCES MIGUEL (Robert Harvey)  
                           2. VERNON J. SMITH (Gloria Zazueta) | 178.85      | X   |         |            |       |
|              |                                                   | 178.85      | X   |         |            |       |
|              |                                                   |            |     |         |            |       |
| **TOTAL**    |                                                   | 2,946.5     | 2,548.1 | 398.4 | -04- | 03 |