RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Relating to Ancillary Agreements Between the Tohono O'odham Gaming Enterprise
and Bank of America, N.A. and its Affiliates)

RESOLUTION NO. 15-063

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 (the "Charter"); 16 Tohono O'odham Code Chapter 2); and

WHEREAS, Section 5(d) of the Charter expressly authorizes the Gaming Enterprise to enter into and perform contracts, to borrow funds (subject to the limitations that (i) the Gaming Enterprise may not incur obligations in excess of its ability to pay as required and (ii) the Nation will not be liable for the debts or obligations of the Gaming Enterprise), and to pledge or grant security interests in the personal property, cash, accounts receivable, and other assets of the Gaming Enterprise; and

WHEREAS, the Gaming Enterprise intends to obtain new financing from Bank of America, N.A., a national banking association ("BofA"), and has negotiated the terms of a loan agreement and related documents under which BofA will extend the new financing (the "Loan Documents"); and

WHEREAS, by Resolution 14-560 the Legislative Council previously granted a limited waiver of the sovereign immunity of the Gaming Enterprise in favor of BofA to allow the Loan Documents to be enforced in accordance with their terms, which generally require the arbitration of disputes; and

WHEREAS, in connection with moving its banking relationship to BofA, the Gaming Enterprise will need to enter into various ancillary agreements with BofA or its
RESOLUTION NO. 15-063
(Relating to Ancillary Agreements Between the Tohono O'odham Gaming Enterprise and Bank of America, N.A. and its Affiliates)

(Whereas, the Budget and Finance and Commerce Committees of the Legislative Council have reviewed the limited waivers of the sovereign immunity of the Gaming Enterprise in Resolution 14-560 and recommend that the Nation: (a) grant a limited waiver of the sovereign immunity of the Gaming Enterprise in favor of BofA and its affiliates to allow the Gaming Enterprise to enter into Ancillary Agreements with dispute resolution provisions and limited waivers of the Gaming Enterprise's sovereign immunity identical to, or substantially similar to, those in the Loan Documents, and (b) provide that any Ancillary Agreements will be interpreted and enforced under the substantive provisions of Arizona law and in accordance with specified provisions relating to arbitration; and

Whereas, the Nation's best interests will be served by the Gaming Enterprise entering into Ancillary Agreements with BofA and its affiliates with dispute resolution provisions and limited waivers of the Gaming Enterprise's sovereign immunity identical to, or substantially similar to, those in the Loan Documents, and with the Nation providing that any Ancillary Agreements will be interpreted and enforced under the substantive provisions of Arizona law and in accordance with specified provisions relating to arbitration.

NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council hereby approves and authorizes Exhibit A, including but not limited to a limited waiver of the Gaming Enterprise's immunity.

The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 05TH day of MARCH, 2015 at a meeting at which a quorum was present with a vote of 2,946.5 FOR; 0- AGAINST; 0- NOT VOTING; and [03] ABSENT, pursuant to the powers vested in the Council by Article VI, Section 1(c) 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).
RESOLUTION NO. 15-063
(Relating to Ancillary Agreements Between the Tohono O'odham Gaming Enterprise and Bank of America, N.A. and its Affiliates)

Page 3 of 3

TOHONO O'ODHAM LEGISLATIVE COUNCIL

Timothy Joaquin, Legislative Chairman

18 day of March, 2015

ATTEST:

Evonne Wilson, Legislative Secretary

10 day of March, 2015

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'odham Nation on the 18 day of March, 2015 at 8:32 o'clock, A.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

[ ] APPROVED on the 11 day of March, 2015

[ ] DISAPPROVED at 4:53 o'clock, P.M.

Ned Norris, Jr., CHAIRMAN
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 12 day of
March, 2015, at 9:37 o'clock, A.M.

Evonne Wilson, Legislative Secretary
**ACTION:** RELATING TO ANCILLARY AGREEMENTS BETWEEN THE TOHONO O'ODHAM GAMING ENTERPRISE AND BANK OF AMERICA, N.A. AND ITS AFFILIATES

**MOVED:** COUNCILWOMAN FRANCES B. STEPHENS  
**SECOND:** COUNCILWOMAN ETHEL GARCIA  
**DATE:** MARCH 05, 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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| SIF OIDAK    | 1. LUCINDA ALLEN (Nicholas Jose)  
2. MARY LOPEZ          | 111.2      | X   |         |            |        |
| 224.2        |                                                                 | 112.1      | X   |         |            |        |
| SELLs        | 1. ARTHUR WILSON (Ophealia Patten)  
2. BARBARA HAVIER (Beverly Rivas) | 251.0      | X   |         |            |        |
| 502.0        |                                                                 | 251.0      | X   |         |            |        |
| SCHUKTOAK    | 1. FRANCES B. STEPHENS (Anthony J. Rios)  
2. QUINTIN C. LOPEZ (John Fendenheim) | 87.1       | X   |         |            |        |
| 174.2        |                                                                 | 87.1       | X   |         |            |        |
| SAN XAVIER   | 1. HILARION CAMPUS (absent) (Daniel L.A. Preston, III) (Present)  
2. RACHEAL VILSON-STONER (absent) (Olivia Villegas-Liston) (Present) | 112.1      | X   |         |            |        |
| 224.2        |                                                                 | 112.1      | X   |         |            |        |
| SAN LUCY     | 1. DIANA MANUEL (Gloria Ramirez)  
2. JANA MONTANA         | 109.8      | X   |         |            |        |
| 219.6        |                                                                 | 109.8      | X   |         |            |        |
| PISINEMO     | 1. CHESTER ANTOINE (Tony Murrietta)  
2. EDWARD MANUEL, SR. | 105.3      | X   |         |            |        |
| 210.6        |                                                                 | 105.3      | X   |         |            |        |
| HICKIWAN     | 1. LOUIS R. LOPEZ (Jr.)  
2. SANDRA ORTEGA (Manuel Osequeda, Jr.) | 98.45      | X   |         |            |        |
| 196.9        |                                                                 | 98.45      | X   |         |            |        |
| HIA CED      | 1. PATRICK ANDREWS (Janice E. Paul)  
2. VIRGINIA GARCIA       | 9.8        | X   |         |            |        |
| 19.6         |                                                                 | 9.8        | X   |         |            |        |
| GUVO         | 1. GRACE MANUEL (Floyd Flores)  
2. PAMELA ANGHILL (Jeffery Antone, Sr.) | 120.5      | X   |         |            |        |
| 241.0        |                                                                 | 120.5      | X   |         |            |        |
| GUACHI       | 1. TIMOTHY L. JOAQUIN (Louis Johnson)  
2. LORETTA LEWIS        | 128.65     | X   |         |            |        |
| 257.3        |                                                                 | 128.65     | X   |         |            |        |
| CHUKUT KUK   | 1. ETHEL GARCIA (Marlakay C. Henry)  
2. BILLMAN LOPEZ        | 159.6      | X   |         |            |        |
| 319.2        |                                                                 | 159.6      | X   |         |            |        |
| BABOQUIVARI  | 1. FRANCES MIGUEL (absent) (Roberta Harvey) (Present)  
2. VERNON J. SMITH (Gloria Zazueta) | 178.85     | X   |         |            |        |
| 357.7        |                                                                 | 178.85     | X   |         |            |        |

**TOTAL**       | 2,946.5  
|                | 2,946.5  
|                | -0-      
|                | -0-      
|                | [03]     |