WHEREAS, the Constitution of the Tohono O'odham Nation vests the Legislative Council with the power "to manage any funds within the exclusive control of the Tohono O'odham Nation, including proceeds derived from lands and resources of the Tohono O'odham Nation, and to appropriate these funds for the benefit of the nation and its members." (Constitution, Article VI, Section 1(d)(2)); and

WHEREAS, the Gaming Enterprise currently is indebted to Bank of America, N.A., a national banking association ("BoA"), and is negotiating with BoA as administrative agent on behalf of itself and others, to obtain a syndicated loan to fund new construction, to pay fees and expenses associated with the financing, and to repay the Nation for any investment in construction; and

WHEREAS, the Nation has also discussed the BoA the availability of a margin loan to provide short-term funding prior to the closing of the syndicated loan; and

WHEREAS, in order to begin negotiations for the Nation's margin loan, the execution of a commitment letter with BoA is necessary; and

WHEREAS, the Commitment Letter requires a limited waiver of the sovereign immunity of the Nation in favor of BoA to allow the terms of the Commitment Letter to be enforced in accordance with its terms; and

WHEREAS, the Budget and Finance and Commerce Committees of the Legislative Council have reviewed the terms of the Commitment letter, including the limited waiver of sovereign immunity; and

WHEREAS, the Budget and Finance and Commerce Committees of the Legislative Council recommend that the Nation grant a limited waiver of the sovereign immunity of the Nation in favor of BoA to allow the Commitment Letter to be enforced in accordance with its terms; and

WHEREAS, the Nation's best interests will be served entering into the Commitment Letter.

NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council approves and authorizes the following:

1. Waiver of the Nation's Sovereign Immunity. The Legislative Council grants a waiver of the sovereign immunity of the Nation from suit or action in favor of BoA on the terms set forth in the Commitment Letter.
RESOLUTION NO. 15-420
(Approving Execution of Commitment Letter)
Page 2 of 3

2. Approval of Commitment Letter. The Legislative Council authorizes and
approves the Commitment Letter in substantially the form attached and
authorizes the Nation's Chairman to execute the Commitment Letter and to
deliver it to BofA on behalf of the Nation, along with any and all other
documents, certificates, financing statements, consents, representations,
and warranties required in connection with the Commitment Letter, and to
take all other actions consistent with this resolution and necessary to allow
the commencement of the negotiation of a margin loan with BofA, provided
that any fees incurred as a result of the execution of the Commitment Letter
shall be reimbursed to the Nation by the Gaming Enterprise.

The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 05TH
day of NOVEMBER, 2015 at a meeting at which a quorum was present with a vote of 3,021.4 FOR;
-0- AGAINST; -0- NOT VOTING; and [02] 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

[Signature]
Timothy Joaquin, Legislative Chairman

13 day of November, 2015

ATTEST:

[Signature]
Evonne Wilson, Legislative Secretary

10 day of November, 2015

Said Resolution was submitted for approval to the office of the Chairman of the Tohono
O'odham Nation on the 13 day of November, 2015 at 4:43 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.
RESOLUTION NO. 15-420
(Approving Execution of Commitment Letter)
Page 3 of 3

TOHONO O'ODHAM LEGISLATIVE COUNCIL

Timothy Joaquin, Legislative Chairman

[ ] APPROVED
on the __ day of ___________, 2015

[ ] DISAPPROVED
at ___ : ___ o'clock, ___ .m.

EDWARD D. MANUEL, CHAIRMAN
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the ___ day of

_____________, 2015, at ___ : ___ o'clock, ___ .m.

Evonne Wilson, Legislative Secretary
**RESOLUTION NO. 15-420**

**ACTION:** APPROVING EXECUTION OF COMMITMENT LETTER

**MOVED:** COUNCILWOMAN FRANCES MIGUEL

**SECOND:** COUNCILWOMAN ETHEL GARCIA

**DATE:** NOVEMBER 05, 2015

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**TOTAL** | 3,021.4 | 3,021.4 | -0- | -0- | [02] |