

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL  
(Approving a Business Loan Agreement to finance the construction, development  
and equipment of an additional Gaming Facility)**

**RESOLUTION NO. 2000-055**

1   **WHEREAS, by Resolution No. 99-467, the Legislative Council approved a lease of a parcel of the**  
2           **Nation's trust land, comprising approximately 80 acres, located adjacent to**  
3           **Interstate 19 at the Pima Mine Road exit within the San Xavier District, to the**  
4           **Tohono O'odham Gaming Authority for the purpose of locating a gaming facility**  
5           **thereon; and**

6   **WHEREAS, by Resolution No. 93-311, the Legislative Council adopted the Charter of the Tohono**  
7           **O'odham Gaming Authority as the entity of the Nation charged with developing,**  
8           **operating and maintaining the Nation's gaming facilities; and**

9   **WHEREAS, by Resolution No. 99-476, the Legislative Council approved the general**  
10          **development plan and architect's design for the complete development of the**  
11          **entire premises which is subject to the lease approved by Resolution No. 99-467;**  
12          **and**

13   **WHEREAS, the Tohono O'odham Gaming Authority recommends financing the construction,**  
14          **development and equipment of the new gaming facility to be located on the Pima**  
15          **Mine Road site through a loan from the Bank of America, N.A., (the "Bank"),**  
16          **pursuant to the terms of a business loan agreement (the "Loan Agreement"), a copy**  
17          **of which is appended hereto; and**

18   **WHEREAS, under the terms of the proposed Loan Agreement, the Bank would lend the Nation**  
19          **up to \$50,000,000.00, secured by a pledge from the Gaming Authority (evidenced by**  
20          **a Security Agreement executed by the Gaming Authority) of (a) the "Net Gaming**  
21          **Revenues" of the gaming enterprises of the Nation (as defined in and pursuant to**  
22          **the terms of the Loan Agreement), and (b) a security interest in the furniture,**  
23          **gaming and other equipment and other personal property used at the gaming**  
24          **facilities (but not any lien on any lands, premises or buildings owned or controlled**  
25          **by the Nation or the Gaming Authority), as provided in the Loan Agreement; and**

26   **WHEREAS, the Gaming Authority management board has approved executing a pledge of**  
27          **collateral as security under the Loan Agreement; and**

**RESOLUTION NO. 2000-055**

**(Approving a Business Loan Agreement to finance the construction, development and equipment of an additional Gaming Facility)**

**Page 2 of 4**

1 **WHEREAS, it is in the interests of the Nation to finance its new gaming facility in accordance**  
2 **with the terms of the proposed Loan Agreement.**

3 **NOW, THEREFORE, BE IT RESOLVED THAT:**

- 4 **1. The proposed financing arrangement between the Nation and the Bank as set**  
5 **forth in the Loan Agreement is hereby approved.**
- 6 **2. The Nation's Chairman is authorized and directed to execute a Loan Agreement**  
7 **(substantially in the form appended hereto) on behalf of the Nation, and to**  
8 **execute such other instruments and documents as may be required to give**  
9 **effect to the transactions herein contemplated, and to take such other actions**  
10 **as may hereafter be necessary and appropriate to carry out the obligations of**  
11 **the Nation thereunder.**
- 12 **3. The Nation hereby grants a limited waiver of sovereign immunity in favor of the**  
13 **Bank as stated in Section 10.14 of the Loan Agreement (and, in that connection,**  
14 **also hereby modifies, only for the transaction described in the Loan Agreement**  
15 **and Security Agreement, and for no other, the limited waiver of immunity**  
16 **otherwise available under the Charter of the Tohono O'odham Gaming**  
17 **Authority, Section 8, consistent with the terms and conditions of the Loan**  
18 **Agreement and the Security Agreement); the Nation consents to the arbitration**  
19 **provisions of the Loan Agreement, and consents to be sued in a court of**  
20 **competent jurisdiction as specified in the Loan Agreement in connection with**  
21 **the Bank's enforcement of the obligations of the Nation under the Loan**  
22 **Agreement. This waiver and consent is specifically limited as provided in the**  
23 **Loan Agreement and extends to suits (as defined in section 10.14 of the Loan**  
24 **Agreement) against the Nation and its Gaming Authority, officers, agents and**  
25 **attorneys; provided, however, that no officer, agent or attorney of the Nation or**  
26 **its Gaming Authority shall be personally liable for the payment of the loan or for**  
27 **the obligations of the Nation or its Gaming Authority undertaken pursuant to**  
28 **the Loan Agreement or the Security Agreement.**

**RESOLUTION NO. 2000-055**

**(Approving a Business Loan Agreement to finance the construction, development and equipment of an additional Gaming Facility)**

**Page 3 of 4**

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**4. The Nation hereby approves the Gaming Authority's pledge of collateral as security for the loan as evidenced in the Security Agreement, which shall be construed in accordance with and governed by the substantive laws of the State of Arizona, including the Arizona Uniform Commercial Code.**

**The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 10TH day of FEBRUARY, 2000 at a meeting at which a quorum was present with a vote of 1,451.3 FOR; 714.2 AGAINST; -0- NOT VOTING; and [03] ABSENT, pursuant to the powers vested in the Council by Section 1 (d)(5) of Article VI 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**

  
**Dennis Ramon, Legislative Chairman**

14 day of February, 20 00

**ATTEST:**

  
**Julianna Saraficio, Acting Legislative Secretary**

10 day of February, 20 00.

**Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham Nation on the 14 day of Feb, 20 00 at 4:29 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**

  
**Dennis Ramon, Legislative Chairman**

**RESOLUTION NO. 2000-055**

**(Approving a Business Loan Agreement to finance the construction, development and equipment of an additional Gaming Facility)**

**Page 4 of 4**

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**APPROVED**

on the 16<sup>th</sup> day of February, 2000

**DISAPPROVED**

at 9:00 o'clock, A.M.



**EDWARD D. MANUEL, Chairman  
TOHONO O'ODHAM NATION**

Returned to the Legislative Secretary on the 16 day of

February, 2000, at 10:49 o'clock, A.M.



**Julianna Saraficio, Acting Legislative Secretary**

ACTION: APPROVING A BUSINESS LOAN AGREEMENT TO FINANCE THE CONSTRUCTION, DEVELOPMENT AND EQUIPMENT OF AN ADDITIONAL GAMING FACILITY

MOVED: COUNCILWOMAN FRANCES MIGUEL

SECOND: COUNCILWOMAN MARY ANN ANTONE

DATE: FEBRUARY 10, 2000

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
<b>SIF Oidak</b> 171.8	1. MARY ANN ANTONE (Darlene Andrew)	85.9	X			
	2. RITA MARTINEZ (Nicholas Jose)	85.9	X			
<b>SELLS</b> 372.7	1. DENNIS E. JOSE ( )	186.35		X		
	2. EVELYN JUAN ( )	186.35		X		
<b>SCHUK TOAK</b> 133.4	1. MARY FLORES ** ( )	66.7		X		
	2. AMBROSE ENCINAS ( )	66.7		X		
<b>SAN XAVIER</b> 165.9	1. TONY BURRELL ( )	82.95	X			
	2. DENNIS RAMON ( )	82.95	X			
<b>BABOQUIVARI</b> 286.5	1. FRANCES MIGUEL ( )	143.25	X			
	2. FRANCES G. ANTONE (Edward N. Kisto)	143.25	X			X
<b>GU ACHI</b> 209.6	1. CAMILLUS LOPEZ (Louis Johnson)	104.8	X			
	2. ALEX J. RAMON ( )	104.8	X			
<b>PISINEMO</b> 156.8	1. BARBARA SALVICIO (Alex Antone)	78.4	X			
	2. JOHNSON JOSE ( )	78.4	X			
<b>SAN LUCY</b> 128.1	1. ALBERT MANUEL, JR. ( )	64.05		X		X
	2. GLORIA RAMIREZ ( )	64.05		X		
<b>GU VO</b> 160.0	1. FERN SALCIDO ( )	80.0		X		
	2. GLORIA MONTANA (Phillip Antone)	80.0	X			
<b>HICKIWAN</b> 158.1	1. ALEX JOSE (Shirley Santos)	79.05	X			
	2. LLOYD FRANCISCO (Susan Sam)	79.05	X			X
<b>CHUKUT KUK</b> 222.6	1. KENNETH WILLIAMS ( )	111.3	X			
	2. DAVID GARCIA (Mary Audrey Juan)	111.3	X			
<b>TOTAL</b>		<b>2,165.5</b>	<b>1,451.3</b>	<b>714.2</b>	<b>-0-</b>	<b>[03]</b>

\*\*PASSED VOTES