

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL**  
**(Authorizing an interest rate swap agreement with Bank of America relating to the finance, construction, development and equipment of an additional gaming facility)**

**RESOLUTION NO. 01-228**

1 **WHEREAS, by Resolution No. 2000-055, the Legislative Council approved a business loan**  
2 **agreement with Bank of America, N.A. (the "Bank"), to finance the construction,**  
3 **development and equipment of the new gaming facility to be located on the site**  
4 **approved by the Legislative Council pursuant to Resolution No. 99-467; and**

5 **WHEREAS, in furtherance of Resolution No. 2000-055, the business loan agreement with the**  
6 **Bank was executed on February 22, 2000 (hereinafter referred to as the "Loan"); and**

7 **WHEREAS, under the terms of the Loan, the rate of interest is a variable rate; and**

8 **WHEREAS, the Bank has offered a fixed rate of interest on the Loan, provided the Nation agrees:**  
9 **(i) to execute an ISDA Master Agreement, (ii) to execute a Schedule to the Master**  
10 **Agreement, and (iii) to require the Gaming Authority to pledge the collateral under**  
11 **the Loan as security under the Master Agreement and the Schedule; and**

12 **WHEREAS, the Treasurer of the Nation recommends accepting the Bank's proposal for obtaining**  
13 **a fixed interest rate on the Loan; and**

14 **WHEREAS, the Gaming Authority management board has approved executing a pledge of**  
15 **collateral as security under the Master Agreement and the Schedule; and**

16 **WHEREAS, it is in the interests of the Nation to obtain a fixed interest rate on the Loan and to**  
17 **execute the Master Agreement and Schedule, substantially in the form attached**  
18 **hereto.**

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

20 **1. The Bank's proposal for obtaining a fixed rate of interest on the Loan as set forth**  
21 **in the Master Agreement and Schedule is hereby approved.**

22 **2. The Nation's Chairman is authorized and directed to execute a Master Agreement**  
23 **and Schedule (substantially in the form appended hereto) on behalf of the Nation,**  
24 **and the Nation's Chairman and the Nation's Treasurer are authorized to execute**  
25 **such other instruments and documents as may be required to give effect to the**  
26 **transactions herein contemplated, and to take such other actions as may**  
27 **hereafter be necessary and appropriate to carry out the obligations of the Nation**  
28 **thereunder.**

**RESOLUTION NO. 01-228**

**(Authorizing an interest rate swap agreement with Bank of America relating to the finance, construction, development and equipment of an additional gaming facility)**

**Page 2 of 3**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33

3. The Nation hereby grants a limited waiver of sovereign immunity in favor of the Bank as stated in Section 5(k) of the Schedule (and, in that connection, also hereby modifies, only for the transaction described in the Master Agreement, the Schedule, and the Gaming Authority's new pledge of collateral in its amended Security Agreement, and for no other, the limited waiver of immunity otherwise available under the Charter of the Tohono O'odham Gaming Authority, Section 8, consistent with the terms and conditions of the Master Agreement, the Schedule and the amended Security Agreement); the Nation consents to the arbitration provisions of the Schedule, and consents to be sued in a court of competent jurisdiction as specified in the Schedule in connection with the Bank's enforcement of the obligations of the Nation under the Master Agreement and Schedule. This waiver and consent is specifically limited as provided in the Schedule and extends to suits (as defined in the Schedule and the Loan Agreement) against the Nation and its Gaming Authority, officers, agents and attorneys; provided, however, that no officer, agent or attorney of the Nation or its Gaming Authority shall be personally liable for the payment of the loan or for the obligations of the Nation or its Gaming Authority undertaken pursuant to the Loan Agreement, the Master Agreement, the Schedule, or either Security Agreement.
4. The Nation hereby approves the Gaming Authority's pledge of collateral as security for the Master Agreement and Schedule 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 10<sup>TH</sup>. Day of MAY, 2001 at a meeting at which a quorum was present with a vote of 1,993.7 FOR; -0- AGAINST; -0- NOT VOTING; and 171.8 [07] 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).

**RESOLUTION NO. 01-228**

**(Authorizing an interest rate swap agreement with Bank of America relating to the finance, construction, development and equipment of an additional gaming facility)**

**Page 3 of 3**

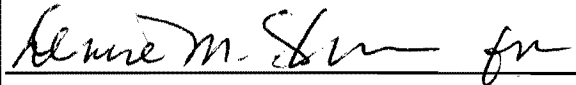
1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45

**TOHONO O'ODHAM LEGISLATIVE COUNCIL**

  
**Dennis Ramon, Legislative Chairman**

22<sup>nd</sup> day of May, 20 01

**ATTEST:**

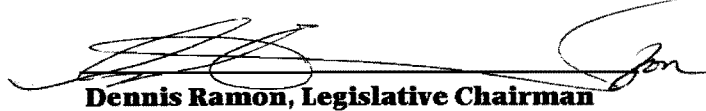


**Julianna Saraficio, Acting Legislative Secretary**

10<sup>th</sup> day of May, 20 01.

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham Nation on the 22<sup>nd</sup> day of May, 20 01 at 2:40 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**

APPROVED on the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

DISAPPROVED at \_\_\_\_\_ o'clock, \_\_\_\_\_.M.

**EXCEEDED 48 HOURS**

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

Returned to the Legislative Secretary on the 24 day of  
May, 20 01, at 4:41 o'clock, P.M.

  
**Julianna Saraficio, Acting Legislative Secretary**

**ACTION: AUTHORIZING AN INTEREST RATE SWAP AGREEMENT WITH BANK OF AMERICA RELATING TO THE FINANCE, CONSTRUCTION, DEVELOPMENT AND EQUIPMENT OF AN ADDITIONAL GAMING FACILITY**

**MOVED: COUNCILWOMAN FRANCES ANTONE**

**SECOND: COUNCILMAN ALBERT MANUEL, JR.**

**DATE: MAY 10, 2001**

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			X
	2. FRANCES G. ANTONE (Edward N. Kisto)	143.25	X			
<b>GU ACHI</b> 209.6	1. CAMILLUS LOPEZ ( )	104.8	X			
	2. ALEX J. RAMON ( )	104.8	X			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			
	2. GLORIA RAMIREZ ( )	64.05	X			X
<b>GU VO</b> 160.0	1. FERN SALCIDO ( )	80.0	X			
	2. GLORIA MONTANA (Phillip Antone)	80.0	X			X
<b>HICKIWAN</b> 158.1	1. SHIRLEY MOLINA ( )	79.05	X			
	2. LLOYD FRANCISCO (Susan Sam)	79.05	X			
<b>CHUKUT KUK</b> 222.6	1. KENNETH WILLIAMS ( )	111.3	X			X
	2. DAVID GARCIA (Mary Audrey Juan)	111.3	X			
<b>TOTAL</b>		<b>2,165.5</b>	<b>1,993.7</b>	<b>-0-</b>	<b>-0-</b>	<b>171.8</b> <b>[07]</b>

\*\*PASSED VOTES