

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL  
(Approving modification of the line of credit authorized in Resolution No. 03-186)**

**RESOLUTION NO. 03-375**

1 **WHEREAS, by Resolution No. 03-186, the Legislative Council approved a line of credit to finance**  
2 **the expansion of gaming activity pursuant to the 2002 compact; and**

3 **WHEREAS, by Resolution No. 03-233, the Legislative Council approved expenditures of the funds**  
4 **made available in the approved line of credit for the purpose of funding the expense**  
5 **of exploring the feasibility of gaming expansion opportunities; and**

6 **WHEREAS, based on the findings of the studies conducted pursuant to Resolution No. 03-233, it**  
7 **is the recommendation of the Commerce Committee of the Legislative Council and the**  
8 **Nation's Chairwoman that the Nation proceed with acquisition of the identified**  
9 **opportunities; and**

10 **WHEREAS, by Resolution No. SL 08-125-03, the San Lucy District Council has approved the use of**  
11 **investment of P.L. 99-503 funds as collateral for a \$17,000,000.00 line of credit for**  
12 **acquisition of land and/or economic development which will benefit San Lucy District;**  
13 **and**

14 **WHEREAS, Bank of America, N.A. (the "Bank") is willing to finance the acquisition of the identified**  
15 **opportunities by modifying the line of credit approved by Resolution No. 03-186, to**  
16 **\$17,000,000.00, pursuant to the terms of an amended and restated business loan**  
17 **agreement (the "Loan Agreement"), a copy of which is appended hereto; and**

18 **WHEREAS, under the terms of the proposed Loan Agreement, the Bank will extend to the Nation**  
19 **a revolving line of credit up to \$17,000,000.00, secured by a pledge (evidenced by a**  
20 **Security Agreement) of collateral consisting of investments of 99-503 funds, as**  
21 **provided in the Loan Agreement and the Security Agreement; and**

22 **WHEREAS, it is in the interests of the Nation to finance acquisition of the identified opportunities**  
23 **through the modified line of credit extended by the Bank.**

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

- 25 **1. The line of credit of up to \$17,000,000.00 proposed by the Bank is hereby approved**  
26 **pursuant to San Lucy District Council Resolution 07-113-03.**  
27 **2. The Nation's Chairwoman is authorized and directed to negotiate and execute a**  
28 **loan agreement on behalf of the Nation for a line of credit of up to \$17,000,000.00,**

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1                   **and to execute such other instruments and documents as may be required to give**  
2                   **effect to the transactions herein contemplated, and to take such other actions as**  
3                   **may hereafter be necessary and appropriate to carry out the obligations of the**  
4                   **Nation thereunder.**

5                   **3. The Nation hereby grants a limited waiver of sovereign immunity in favor of the**  
6                   **Bank as stated in Section 9.4 of the Loan Agreement; the Nation consents to the**  
7                   **arbitration provisions of the Loan Agreement, and consents to be sued in a court**  
8                   **of competent jurisdiction as specified in the Loan Agreement in connection with**  
9                   **the Bank's enforcement of the obligations of the Nation under the Loan**  
10                   **Agreement. This waiver and consent is specifically limited as provided in the Loan**  
11                   **Agreement and extends to suits (as defined in Section 9.4 of the Loan Agreement)**  
12                   **against the Nation, its officers, agents and attorneys; provided, however, that no**  
13                   **officer, agent or attorney of the Nation shall be personally liable for the payment**  
14                   **of the loan or for the obligations of the Nation undertaken pursuant to the Loan**  
15                   **Agreement or the Security Agreement.**

16                   **4. To obtain the most favorable terms of financing, the Nation's Chairwoman is also**  
17                   **authorized to negotiate and execute an interest rate swap agreement similar in**  
18                   **terms and conditions authorized in Resolution No. 01-228 including a limited**  
19                   **waiver of sovereign immunity in favor of the Bank, consent to arbitration and**  
20                   **consent to be sued in a court of competent jurisdiction for the limited purpose of**  
21                   **enforcing the obligations under the interest rate swap agreement, the Loan**  
22                   **Agreement and the Security Agreement.**

23                   **5. The authorization in Resolution No. 03-186 to the Nation's Gaming Authority to**  
24                   **establish a sinking fund pursuant to Section 7(c) of the Tohono O'odham Gaming**  
25                   **Authority Charter for the express purposes of meeting the repayment obligations**  
26                   **under the line of credit approved in Resolution No. 03-186 is hereby repealed, and**  
27                   **any repayment obligation under that line of credit is now replaced with the**  
28                   **repayment obligations of the Nation undertaken pursuant to the Loan Agreement**  
29                   **and the Security Agreement hereby approved in this Resolution.**

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1 **The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 15<sup>TH</sup> Day**  
2 **of AUGUST, 2003 at a meeting at which a quorum was present with a vote of 1,653.05 FOR; -0-**  
3 **AGAINST; 976.65 NOT VOTING; and [01] ABSENT, pursuant to the powers vested in the Council by**  
4 **Section 1 (d)(5) of Article VI of the Constitution of the Tohono O'Odham Nation, adopted by the**  
5 **Tohono O'Odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant**  
6 **Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June**  
7 **18, 1934 (48 Stat. 984).**

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9 **TOHONO O'ODHAM LEGISLATIVE COUNCIL**

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13 **Dennis Ramon, Chairman**

14  
15 18<sup>th</sup> day of August, 2003

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17 **ATTEST:**

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19 \_\_\_\_\_  
20 **Julianna Saraficio, Acting Legislative Secretary**

21 15<sup>th</sup> day of August, 2003.

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24 **Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham**  
25 **Nation on the 18<sup>th</sup> day of August, 2003 at 9:49 o'clock, A.M.,**  
26 **pursuant to the provisions of Section 5 of Article VII of the Constitution and will become effective**  
27 **upon his approval or upon his failure to either approve or disapprove it within 48 hours of**  
28 **submittal.**


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30 **TOHONO O'ODHAM LEGISLATIVE COUNCIL**

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33 **Dennis Ramon, Chairman**

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39  **APPROVED**

on the 18<sup>th</sup> day of August, 2003  
at 9:53 o'clock, a.M.

40  
41  **DISAPPROVED**

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43 \_\_\_\_\_  
44 **VIVIAN JUAN SAUNDERS, CHAIRWOMAN**  
45 **TOHONO O'ODHAM NATION**  
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Returned to the Legislative Secretary on the 18<sup>th</sup> day of

August, 2003, at 11:20 o'clock, A.M.

  
\_\_\_\_\_  
Julianna Sarafficio, Acting Legislative Secretary

ACTION: APPROVING MODIFICATION OF THE LINE OF CREDIT AUTHORIZED IN RESOLUTION NO. 03-186

MOVED: COUNCILWOMAN FRANCES MIGUEL

SECOND: COUNCILMAN FRANCES ANTONE

DATE: AUGUST 15, 2003

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
<b>SIF OIDAK</b> 192.6	1. ISIDRO LOPEZ (Nicholas Jose)	96.30	X			
	2. DARLENE ANDREW (Rita Martinez)	96.30	X			
<b>SELLS</b> 465.6	1. DENNIS E. JOSE ( )	232.80			X	
	2. EVELYN JUAN ( )	232.80			X	
<b>SCHUK TOAK</b> 176.1	1. FRANCES B. CONDE ( )	88.05	X			
	2. PHYLLIS JUAN ( )	88.05	X			
<b>SAN XAVIER</b> 215.4	1. FELICIA NUÑEZ ( )	107.70			X	
	2. DENNIS RAMON ( )	107.70	X			
<b>SAN LUCY</b> 166.3	1. JOHN W. LAWSON, SR. ( )	83.15	X			
	2. GLORIA RAMIREZ ( )	83.15	X			
<b>PISINEMO</b> 175.4	1. BARBARA SALVICIO ( )	87.70	X			
	2. PATRICIA CRUZ ( )	87.70	X			
<b>HICKIWAN</b> 170.3	1. DELMA GARCIA (Mary E. Sam)	85.15	X			
	2. SANDRA ORTEGA ( )	85.15			X	
<b>GU VO</b> 191.4	1. RAYMOND VICTOR ( )	95.70			X	
	2. MICHAEL FLORES ( )	95.70			X	
<b>GU ACHI</b> 253.6	1. TIMOTHY L. JOAQUIN (Jonas Robles)	126.80			X	
	2. JEROME JOAQUIN ( )	126.80	X			
<b>CHUKUT KUK</b> 258.9	1. KENNETH WILLIAMS (Juanita Homer)	129.45	X			X
	2. VERLON M. JOSE (David Garcia)	129.45	X			
<b>BABOQUIVARI</b> 364.1	1. FRANCES MIGUEL ( Lucilda Norris-Valenzula )	182.05	X			
	2. FRANCES G. ANTONE ( )	182.05	X			
<b>TOTAL</b>		<b>2,629.7</b>	<b>1,653.05</b>	<b>-0-</b>	<b>976.65</b>	<b>[01]</b>

\*\*PASSED VOTES