

RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving Certain Modifications to the Construction Loan Agreement for Financing of the
New Nogales Highway Casino/Hotel Project and Authorization for Execution of Consent)

RESOLUTION NO. 07-690

1 **WHEREAS, the Tohono O'odham Nation (the "*Nation* ") is a federally recognized Indian tribe**
2 **organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48**
3 **Stat. 984; 25 U.S.C. § 476), which exercises sovereignty over both its members and its**
4 **lands; and**

5 **WHEREAS, pursuant to Article VI of the Nation's Constitution, the Tohono O'odham Legislative**
6 **Council (the "*Legislative Council*") is vested with all of the legislative powers of the**
7 **Nation and is empowered to enact laws, ordinances, and resolutions necessary or**
8 **incidental to the exercise of its legislative powers; and**

9 **WHEREAS, the Tohono O'odham Gaming Enterprise (the "*Gaming Enterprise*"), which formerly**
10 **was known as the Tohono O'odham Gaming Authority, is a tribal governmental**
11 **enterprise of the Nation established pursuant to Article VI of the Nation's Constitution**
12 **as the tribal enterprise responsible for operating the Nation's gaming facilities and**
13 **conducting gaming activities; and**

14 **WHEREAS, the Gaming Enterprise currently operates three gaming facilities, known as the Desert**
15 **Diamond Casino (Nogales Highway), the Desert Diamond Casino (Pima Mine Road),**
16 **and the Golden Ha:San Casino; and**

17 **WHEREAS, by Resolution No. 04-361, the Legislative Council authorized the Gaming Enterprise to**
18 **develop plans to renovate and/or replace the Desert Diamond Casino (Nogales**
19 **Highway) gaming facility; and**

20 **WHEREAS, the Gaming Enterprise developed plans to replace the Desert Diamond Casino**
21 **(Nogales Highway) gaming facility with a new casino with a hotel, restaurants,**
22 **conference facilities, parking facilities, and other amenities (the "*Project*"); and**

23 **WHEREAS, by Resolution No. 06-105, the Legislative Council authorized the Gaming Enterprise to**
24 **execute a construction loan agreement and related documents (the "*Loan***
25 ***Documents*") to obtain construction financing for the Project with JPMorgan Chase**
26 **Bank, N.A., a national banking association (the "*Administrative Agent*"), on behalf of**
27 **itself and other lenders (including those banks participating in any letters of credit**
28 **issued under the Loan Documents) (collectively, the "*Lenders*") for construction**
29 **financing for the Project; and**

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1 **WHEREAS, by Resolution No. 06-105, the Legislative Council further authorized the Nation's**
2 **Chairperson to execute an Estoppel Certificate as part of the Loan Documents in favor**
3 **and for the benefit of the Administrative Agent and Lenders (the "*Estoppel***
4 ***Certificate*"); and**

5 **WHEREAS, the Loan Documents were executed on April 24, 2006, and the Estoppel Certificate was**
6 **executed on July 11, 2006; and**

7 **WHEREAS, the Administrative Agent has proposed modifying the Loan Documents (the "*First***
8 ***Modification*") to reduce the rate of interest charged to the Gaming Enterprise under**
9 **the Loan Documents and to make various other minor changes to the Loan Documents**
10 **that are favorable to the Gaming Enterprise; and**

11 **WHEREAS, in connection with the First Modification, the Administrative Agent will require that**
12 **the Nation execute a Consent and Agreement (the "*Consent and Agreement*") that**
13 **evidences the Nation's consent to the First Modification as the ground lessor for the**
14 **Desert Diamond Casino (Pima Mine Road) and the Golden Ha:San Casino, that**
15 **reaffirms the accuracy and effectiveness of the Estoppel Certificate, and that**
16 **acknowledges the Nation has no claims against the Administrative Agent or any of the**
17 **Lenders arising out of the Loan Documents; and**

18 **WHEREAS, the Legislative Council finds that the First Modification will serve both the Gaming**
19 **Enterprise's and the Nation's best interests.**

20 **NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council hereby approves**
21 **and authorizes the Chairperson of the Nation to execute a Consent and Agreement and**
22 **to deliver it to the Administrative Agent on behalf of the Nation, and to take all other**
23 **actions consistent with this Resolution that are necessary to consummate the loan**
24 **modification. No further approval, consent, notice, or filing shall be required from the**
25 **Legislative Council for the Chairperson of the Nation to execute and deliver the**
26 **Consent and Agreement.**

27 **The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 23RD. Day**
28 **of OCTOBER, 2007 at a meeting at which a quorum was present with a vote of 2,534.5 FOR; -0-**
29 **AGAINST; -0- NOT VOTING; and [04] ABSENT, pursuant to the powers vested in the Council by**
30 **Section 1 (f) of Article VI of the Constitution of the Tohono O'Odham Nation, adopted by the Tohono**
31 **O'Odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant Secretary -**
32 **Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June 18, 1934 (48**
33 **Stat. 984).**

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TOHONO O'ODHAM LEGISLATIVE COUNCIL



Verlon M. Jose, Legislative Chairman

30 day of October, 2007

ATTEST:

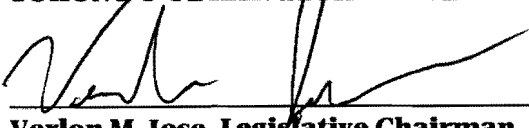


Lucille Lopez, Acting Legislative Secretary

23 day of October, 2007.

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham Nation on the 30 day of October, 2007 at 11:14 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.

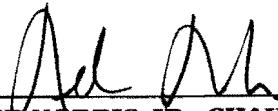
TOHONO O'ODHAM LEGISLATIVE COUNCIL



Verlon M. Jose, Legislative Chairman

APPROVED on the 31st day of October, 2007

DISAPPROVED at 4:50 o'clock, P.M.



NED NORRIS, JR., CHAIRMAN
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 01 day of

November, 2007, at 9:15 o'clock, A.M.



Lucille Lopez, Acting Legislative Secretary

ACTION: APPROVING CERTAIN MODIFICATIONS TO THE CONSTRUCTION LOAN AGREEMENT FOR FINANCING OF THE NEW NOGALES HIGHWAY CASINO/HOTEL PROJECT AND AUTHORIZATION FOR EXECUTION OF CONSENT

Moved: COUNCILWOMAN FRANCES MIGUEL

SECOND: COUNCILWOMAN PHYLLIS CACHORA

DATE: OCTOBER 23, 2007

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
BABOQUIVARI 316.9	1. FRANCES MIGUEL (Roberta Harvey)	158.45	X			
	2. FRANCES G. ANTONE (<i>Absent</i>) (Vernon Smith) (<i>Present</i>)	158.45	X			
CHUKUT KUK 264.8	1. ETHEL GARCIA ()	132.40	X			
	2. VERLON M. JOSE ()	132.40	X			X
GU ACHI 227.9	1. TIMOTHY L. JOAQUIN (Louis L. Johnson)	113.95	X			
	2. CYNTHIA E. MANUEL ()	113.95	X			
GU VO 199.2	1. GRACE MANUEL ()	99.60	X			
	2. MICHAEL FLORES ()	99.60	X			
HICKIWAN 172.0	1. MICHELLE ORTEGA ()	86.00	X			
	2. SANDRA ORTEGA ()	86.00	X			X
PISINEMO 182.4	1. CHESTER ANTONE ()	91.20	X			
	2. GERALD FAYUANT ()	91.20	X			
SAN LUCY 181.1	1. LORRAINE EILER ()	90.55	X			
	2. GLORIA RAMIREZ ()	90.55	X			X
SAN XAVIER 196.5	1. FELICIA NUÑEZ (Adam P. Andrews)	98.25	X			
	2. OLIVIA VILLEGAS-LISTON (Eileen A. Estrada-Lopez)	98.25	X			X
SCHUK TOAK 154.6	1. FRANCES B. CONDE (Frederick Jose)	77.30	X			
	2. PHYLLIS CACHORA (Agnes Joaquin)	77.30	X			
SELLS 444.7	1. KIMBERLY LISTO ()	222.35	X			
	2. EVELYN B. JUAN MANUEL ()	222.35	X			
SIF Oidak 194.4	1. WAVALENE ROMERO ()	97.20	X			
	2. MARY LOPEZ ()	97.20	X			
TOTAL		2,534.5	2,534.5	-0-	-0-	[04]

****PASSED VOTES**