RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL (Approving Execution of Commitment Letter)

RESOLUTION NO. 15-420

1	WHEREAS,	the Constitution of the Tohono O'odham Nation vests the Legislative Council
2		with the power "to manage any funds within the exclusive control of the Tohono
3		O'odham Nation, including proceeds derived from lands and resources of the
4		Tohono O'odham Nation, and to appropriate these funds for the benefit of the
5		nation and its members." (Constitution, Article VI, Section 1(d)(2)); and
6	WHEREAS,	the Gaming Enterprise currently is indebted to Bank of America, N.A., a national
7		banking association ("BofA"), and is negotiating with BofA as administrative
8		agent on behalf of itself and others, to obtain a syndicated loan to fund new
9		construction, to pay fees and expenses associated with the financing, and to
10		repay the Nation for any investment in construction; and
11	WHEREAS,	the Nation has also discussed the BofA the availability of a margin loan to
12		provide short-term funding prior to the closing of the syndicated loan; and
13	WHEREAS,	in order to begin negotiations for the Nation's margin loan, the execution of a
14		commitment letter with BofA is necessary; and
15	WHEREAS,	the Commitment Letter requires a limited waiver of the sovereign immunity of
16		the Nation in favor of BofA to allow the terms of the Commitment Letter to be
17		enforced in accordance with its terms; and
18	WHEREAS,	the Budget and Finance and Commerce Committees of the Legislative Council
19		have reviewed the terms of the Commitment letter, including the limited waiver
20		of sovereign immunity; and
21	WHEREAS,	the Budget and Finance and Commerce Committees of the Legislative Council
22		recommend that the Nation grant a limited waiver of the sovereign immunity of
23		the Nation in favor of BofA to allow the Commitment Letter to be enforced in
24		accordance with its terms; and
25	WHEREAS,	the Nation's best interests will be served entering into the Commitment Letter.
26	NOW, THERE	FORE, BE IT RESOLVED that the Tohono O'odham Legislative Council approves
27		and authorizes the following:
28		1. Waiver of the Nation's Sovereign Immunity. The Legislative Council grants a
29		waiver of the sovereign immunity of the Nation from suit or action in favor of
30		BofA on the terms set forth in the Commitment Letter.

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hours of submittal.

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 <u>05TH</u> day of <u>NOVEMBER</u>, <u>2015</u> at a meeting at which a quorum was present with a vote of <u>3,021.4</u> FOR; <u>-0-AGAINST</u>; <u>-0-NOT VOTING</u>; and <u>[02]</u> ABSENT, pursuant to the powers vested in the Council by Article VI, Section 1(<u>d</u>)(<u>2</u>) 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 Timothy Joaquin, Legislative Chairman
	13 day of November, 2015
ATTEST:	
Evonne Wilson, Legislative Secretary Odende, 2015	
Said Resolution was submitted for appropriate of the Said Resolution on the Said Resolution on the Said Resolution was submitted for approximately a said Resolution on the Said Resolution was submitted for approximately a said Resolution on the Said Resolution was submitted for approximately a said Resolution was submitted for approximately a said Resolution was submitted for approximately a said Resolution was submitted for a said Resolution was submitt	royal to the office of the Chairman of the Tohono

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

RESOLUTION NO. 15-420

Page 3 of 3	Commitment Letter)							
TOHONO O'ODHAM LEGISLATIVE COUNCIL Timothy Joaquin, Legislative Chairman								
[] DISAPPROVED	on the							
Returned to the Legislation The Manual Community of the Evonne Wilson, Legislation of the	ive Secretary on theday of, 2015, ato'clock,m. ve Secretary							
	Page 3 of 3 [] APPROVED [] DISAPPROVED Returned to the Legislation of the Legislation							

ACTION: APPROVING EXECUTION OF COMMITMENT LETTER

MOVED: COUNCILWOMAN FRANCES MIGUEL SECOND: COUNCILWOMAN ETHEL GARCIA

DATE: NOVEMBER 05, 2015

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSEN
BABOQUIVARI 367.2	1. FRANCES MIGUEL (Roberta E. Harvey)	183.60	X			
307.2	2. VERNON J. SMITH (Absent) (Gloria Zazueta) (Present)	183.60	X			
CHUKUT KUK 332.1	1. ETHEL GARCIA (Marlakay K. Henry)	166.05	X			
332.1	2. BILLMAN LOPEZ (Patricia Vicenti)	166.05	Х			
GU ACHI 265.0	1. TIMOTHY L. JOAQUIN (Louis L. Johnson)	132.50	X			
203.0	2. LORETTA LEWIS	132.50	X			
GUVO	1. GRACE MANUEL	125.30	X			
250.6	(Dallas Lewis) 2. PAMELA ANGHILL (Jeffery Antone, Sr.)	125.30	X			
HICKIWAN	1. LOUIS R. LOPEZ (Shirley Molina)	102.90	X			
205.8	2. SANDRA ORTEGA ()	102.90	X			
PISINEMO 219.9	1. CHESTER ANTONE	109.95	X			x
213.3	2. MONICA K. MORGAN	109.95	X			
SAN LUCY	1. DIANA MANUEL	113.25	X			
226.5	() 2. JANA MONTANA (Gloria Ramirez)	113.25	х			
SAN XAVIER	1. DANIEL L.A. PRESTON III	114.30	X			
228.6	2. RACHEAL VILSON-STONER (Olivia Villegas-Liston)	114.30	X			
	1. ANTHONY J. FRANCISCO JR.	90.30	X			
180.6	2. QUINTIN C. LOPEZ (John Fendenheim)	90.30	X			
SELLS 513.5	1. ARTHUR WILSON (Beverly Rivas)	256.75	x			
313.3	2. BARBARA HAVIER	256.75	X			
SIF OIDAK 231.6	1. LUCINDA ALLEN (Nicholas Jose)	115.80	х			
231.0	2. MARY LOPEZ	115.80	X			Х
	TOTAL	3,021.4	3,021.4	-0-	-0-	[02]