



RESOLUTION NO: 2005-27
ADMINISTRATION FOR NATIVE AMERICANS APPLICATION FOR
LANGUAGE PRESERVATION FY 2005 GRANT

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is a federally recognized Indian Tribe organized under the provision of the Indian Reorganization Act of 1934; and

WHEREAS, the Administration for Native American (ANA), as part of its advocacy effort for Native Americans, administers Language Preservation Grants to assist Tribes in the effort of revitalization and language preservation; and

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians has the opportunity to receive support to enhance its language preservation effort.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians authorizes Aaron Payment, Tribal Chairperson, or his duly authorized representative, to sign, amend, negotiate and execute any agreements thereof for the FY 2005 ANA Language Preservation Grant application.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron A. Payment
Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Cathy Abramson
Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
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Min Waban Dan

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RESOLUTION NO: 2005-28

AUTHORIZATION TO TRANSFER LIQUOR LICENSE

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is a federally recognized Indian Tribe organized pursuant to the provisions of the Indian Reorganization Act of 1934; and

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians has a liquor license at the Kewadin Inn Manistique Hotel, in escrow;

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians wishes to transfer and activate said license to the Kewadin Lakefront Inn, St. Ignace, Michigan

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes its Chairperson or his designee to execute any documents necessary to effectuate the transfer and activation of the liquor license from the Kewadin Inn Manistique Hotel to the Kewadin Lakefront Inn, St. Ignace.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron Payment
Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Cathy Abramson
Cathy Abramson, Secretary
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RESOLUTION NO: 2005-29
VICTIM ASSISTANCE PROGRAM

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is a federally recognized Indian Tribe exercising full powers of self government including comprehensive law enforcement and judicial services programs; and

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WHEREAS, the State of Michigan, Crime Victim Services Commission provides funding to assist victims of crime in the State of Michigan; and

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is eligible to apply for a continuation grant for FY 2005 of the Victim Assistance Grant Program; and

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians proposes to provide a Victim Assistance Program to Indian persons who are eligible for membership in the Sault Ste. Marie Tribe of Chippewa Indians and who reside in the Tribe's seven county service area.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes application to the Crime Victim Services Commission for funding of a Victim Assistance Program for FY 2005.

BE IT FURTHER RESOLVED, that Aaron A. Payment, Tribal Chairperson, is hereby authorized to submit said proposal to the State of Michigan, Department of Community Health, Crime Victim Services Commission, to negotiate, execute, and amend any documents resulting therefrom on the Tribe's behalf.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
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RESOLUTION NO: 2005-30

**CHILDREN'S JUSTICE ACT PARTNERSHIP
FOR INDIAN COMMUNITIES
DISCRETIONARY GRANT PROGRAM**

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WHEREAS, Office for Victims of Crime provides funding to the Children's Justice Act Partnership for Indian Communities Discretionary Grant program; and

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is a federally recognized Indian Tribe exercising full powers of self government including comprehensive law enforcement and judicial services programs; and

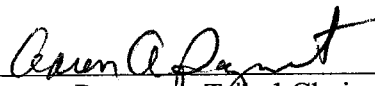
WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians proposes to continue operation of a Children's Advocacy Center for the investigation, prosecution and treatment of child abuse.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes application to the Office for Victims of Crime for funding of a Children's Justice Act Partnership for Indian Communities Discretionary Grant Program for FY 2005.

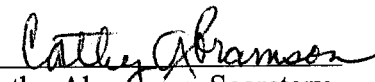
BE IT FURTHER RESOLVED, that Aaron A. Payment, Tribal Chairperson, is hereby authorized to submit said proposal to the Office for Victims of Crime, to negotiate, execute, and amend any documents resulting therefrom on the Tribe's behalf.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2005-31

2004 YEAR END RECONCILIATIONS

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the attached FY 2004 Year End Reconciliations, for an increase of \$1,786,637.88, in Tribal Support dollars.

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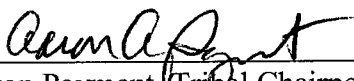
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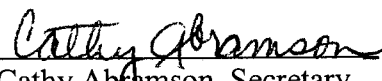
**Economic
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CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March, 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 for, and 0 against, and 0 abstaining; and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2005-32

2005 EDUCATION MODIFICATION

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the attached FY 2005 Budget Modification for Higher Education with an increase of \$798.48 in Tribal Support dollars.

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CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March, 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 for, and 0 against, and 0 abstaining; and that said resolution has not been rescinded or amended in any way.

Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Cathy Abranson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2005-33

2005 HEALTH DIVISION MODIFICATIONS

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the attached FY 2005 Tribal Support Budget Modifications: \$63,922.00 for the Escanaba Community Health, and \$856,714.00 for Manistique Health Center. The Manistique Health Center increase includes \$691,714.00 for expansion and \$165,000.00 transfer from the St. Ignace Clinic.

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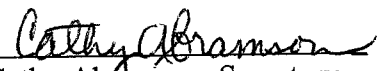
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CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March, 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 for, and 0 against, and 0 abstaining; and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2005-34

**RESOLUTION ESTABLISHING PROJECTED MUNISING TRIBAL CENTER
(FORMER LINCOLN SCHOOL) BUDGET TOTAL AND
AUTHORIZATION TO SEEK FINANCING**

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WHEREAS, on August 20, 2002 The Tribal Board of Directors authorized the Tribal Chairperson to apply for a low interest USDA loan in the amount \$2,400,000 for the construction and renovation of the former Lincoln school in Munising, Michigan to establish a Tribal Center with planned health, social services, and recreational services as well as, general community space; and

WHEREAS, existing financing obtained in the amount of \$700,000 is not sufficient to cover the costs of a revised total budget of \$2,500,000; and

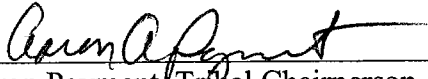
WHEREAS, the Tribal Board of Directors during a March 8, 2005 Tribal Board workshop expressed their unanimous support for continuation of the project and Tribal Board support to seek additional financing.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Board of Director reaffirms its support to continue the Munising Tribal Center project.


BE IT FINALLY RESOLVED, that the Tribal Board of Directors authorizes it's Chairperson and or designee to seek additional funds in the amount of \$1,800,000 though financing with the final terms and conditions to be approved by the Tribal Board of Directors at a subsequent meeting.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2005-35

**MEMORANDUM OF UNDERSTANDING
EMERGENCY MANAGEMENT DIVISION
MICHIGAN DEPARTMENT OF STATE POLICE
CHIPPEWA COUNTY**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors has been asked to enter into a Memorandum of Understanding with Emergency Management Division, Michigan Department of State Police and Chippewa County; and

WHEREAS, this memorandum of understanding is intended to facilitate the cooperation and coordination between the Emergency Management Division, Michigan Department of State Police, Chippewa County and the Sault Tribe of Chippewa Indians; and

WHEREAS, the memorandum of understanding defines the definition of a disaster or emergency as defined by Public Act 390, Public Act of 1976, Michigan Emergency Management Act; and

WHEREAS, the Sault Tribe of Chippewa Indians agrees to the defined responsibilities of the memorandum of understanding to increase, to enhance cooperation, and to improve coordination in all matters pertaining to emergency management; and

WHEREAS, the defined authority in no way neither waives the sovereignty of the Tribe, nor affects the existing authority of any parties involved.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes Chairman Aaron Payment, on behalf of the Tribe, to enter into the memorandum of understanding with the Emergency Management Division, Michigan Department of State Police and Chippewa County, as attached.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron A. Payment
Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
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Cathy Abramson
Cathy Abramson, Secretary
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RESOLUTION NO: 2005-36

**REAPPOINTMENT OF CHIEF JUDGE
SAULT STE. MARIE CHIPPEWA TRIBAL COURT**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is a federally recognized Indian Tribe organized under the Indian Reorganization Act of 1934, 25 USC 467 et seq; and

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WHEREAS, the Board of Directors has established the Sault Ste. Marie Chippewa Tribal Court pursuant to Chapter 80 of the Tribal Code and Chapter 80 requires the Board of Directors to appoint a Chief Judge of the Court; and

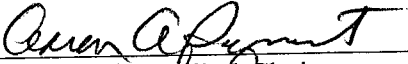
WHEREAS, the Board of Directors appointed Kandra Robbins as the Chief Judge on March 20, 2001 for a four-year term; and

WHEREAS, Kandra Robbins is a tribal member, licensed to practice law in the State of Michigan.

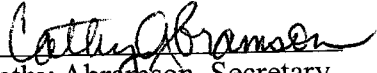
NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby re-appoints Kandra Robbins as the Chief Judge of the Sault Ste. Marie Tribal Court for a 12 month period.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
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Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
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RESOLUTION NO: 2005-37

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MODIFICATION OF VIDEO PRODUCTION BUDGET

WHEREAS, the Tribe has a video taping production budget; and

WHEREAS, the Tribal Board of Directors desires the Tribal workshops to be video taped; and

WHEREAS, the video production budget needs to be modified to include the cost of taping the Tribal workshops.

NOW, THEREFORE, BE IT RESOLVED, that the video production budget will be increased by approximately \$50,000 (fifty thousand dollars) for the purpose of video taping the Tribal workshops.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 8 members for, 1 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
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RESOLUTION NO: 2005-38

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**ADOPTION OF TRIBAL CODE CHAPTER 99: APPLICATION OF THE
UNIFORM COMMERCIAL CODE TO SECURITY INTERESTS IN
KEWADIN CASINOS GAMING AUTHORITY ASSETS**

BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians, as follows:

Section 1 Findings

1.1 The Sault Ste. Marie Tribe of Chippewa Indians (the "Tribe") is a federally recognized Indian Tribal Government organized under the provisions of the Indian Reorganization Act of 1934.

1.2 Kewadin Casinos Gaming Authority (the "Authority") is a tribal instrumentality of the Tribe.

1.3 The Tribe and Tribal members benefit from commercial transactions, including financing transactions, conducted through the mainstream of the local and national economy, and the Tribe and the Authority have become increasingly successful and sophisticated in such commercial transactions.

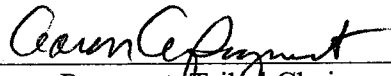
1.4 The Tribe currently does not have a set of rules setting forth the rights and priorities among creditors engaged in commercial transactions with the Authority who may have been granted a security interest in the same property. In order to establish rules to govern the creation and perfection of security interests in certain personal property of the Authority, the priority among competing secured creditors of the Authority in such personal property, and the enforcement of such security interests, thereby providing certainty to creditors and making credit more readily available to the Authority, the Board of Directors has determined that it is in the best interests of the Tribe that the Tribe adopt an ordinance entitled "Application of the Uniform Commercial Code to Security Interests in Kewadin Casinos Gaming Authority Assets" in the form attached hereto as Exhibit A (the "UCC Ordinance").

Section 2 Approval


2.1 The Board of Directors hereby adopts the UCC Ordinance as Chapter 99 of the Tribal Code, to take immediate effect.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
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EXHIBIT A
TRIBAL CODE CHAPTER 99

**APPLICATION OF THE UNIFORM COMMERCIAL CODE TO
SECURITY INTERESTS IN KEWADIN CASINOS GAMING
AUTHORITY ASSETS**

99.101 Purpose and Scope

The purpose of this Chapter is to establish the method of the creation, the effect of perfection and non-perfection, priority among competing creditors, and enforcement of security interests in the personal property of certain revenue-producing enterprises of the Sault Ste. Marie Tribe of Chippewa Indians and of the Kewadin Casinos Gaming Authority on the terms and conditions expressed in this Chapter.

99.102 Definitions

As used in this Chapter, the following terms will have the following meanings:

“Authority” shall mean the Kewadin Casinos Gaming Authority, as established under Chapter 94 of the Tribal Code.

“Authority Casinos” means the following casinos only, which are owned by the Authority and located on Tribal lands: the Christmas Casino, the existing Kewadin Shores Casino, the new Kewadin Shores Casino to be constructed, the Vegas Kewadin Casino, the Hessel Casino and the Manistique Casino.

“Gaming Assets” means any and all now owned or hereafter acquired real, mixed and personal property of the Authority that is used, useful to or to be used in connection with or is otherwise associated with the Authority Casinos (or any one of them) and their operations (including any Related Business). Without limiting the generality of the foregoing, “Gaming Assets” includes the Authority Casinos, the Related Businesses and all cash, revenues, or other personal property that is part of, or derived from the operation of, any Authority Casinos and any Related Business.

“Related Businesses” means any resort business, any activity or business incidental, directly related or similar to class II and class III casino gaming (as defined in the federal Indian Gaming Regulatory Act of 1988, as amended, codified at 25 U.S.C. §2701, et seq.), or any business or activity that is a reasonable extension, development or expansion thereof, including any hotel, entertainment, recreation or other activity or business, in each case designed to promote, market, support, develop, construct or enhance the casino gaming and resort business operated by the Authority at the Authority Casinos.

“Tribe” shall mean the Sault Ste. Marie Tribe of Chippewa Indians.

“Uniform Commercial Code” shall mean the Uniform Commercial Code as in effect from time to time in the State of Michigan.

99.103 Application of Uniform Commercial Code to Gaming Assets

(1) Any security interest granted by the Authority in any Gaming Assets shall be created and perfected, priorities among competing creditors determined, and the security interest enforced in accordance with the Uniform Commercial Code, subject to paragraph (2) of this Section 99.103.

(2) Notwithstanding any other provisions of the Uniform Commercial Code, the Uniform Commercial Code shall be applicable to security interests granted by the Authority in any Gaming Assets regardless of the fact that the Authority is a subdivision, enterprise, agency, or instrumentality of a government.

(3) For purposes of this Chapter and the Uniform Commercial Code,

- (a) Each of the Tribe and the Authority shall be considered a separate entity, and a filing listing the “Kewadin Casinos Gaming Authority” as debtor sufficiently provides the name of the Authority, as debtor, for purposes of filing and perfection;
- (b) The Authority shall be “located” in Michigan; and
- (c) The proper place to file a financing statement shall be with the Michigan Secretary of State or any subsequent office designated by the State of Michigan for the filing of financing statements in the State of Michigan generally.

99.104 Application

(1) This Chapter shall be applicable throughout the Tribal reservation and lands owned by or held in trust for the Tribe under the sovereign control and jurisdiction of the Tribe; provided, however, that this Chapter shall apply only to security interests granted by the Authority in any Gaming Assets and to no other security interests.

(2) While any security interest granted under the authority of this Chapter remains outstanding, this Chapter may not be repealed or amended in a manner adverse to the interests of any secured party granted a security interest by the Authority in any Gaming Assets.



RESOLUTION NO: 2005-39

**APPROVAL AND AUTHORIZATION OF
NATIONAL CITY/COMERICA FINANCING**

BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians, as follows:

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Section 1 Findings

1.1 The Sault Ste. Marie Tribe of Chippewa Indians (the "Tribe") is a federally recognized Indian Tribal Government organized under the provisions of the Indian Reorganization Act of 1934.

1.2 Kewadin Casinos Gaming Authority (the "Authority") is a tribal instrumentality of the Tribe.

1.3 The Authority wishes to enter into a Loan Agreement ("Loan Agreement") among the Authority, the Tribe, National City Bank of the Midwest, as Administrative Agent, Documentation Agent and Arranger ("NCB"), and Comerica Bank, as Syndication Agent ("Comerica"), and each other lender whose name is set forth on the signature pages of the Loan Agreement (the "Lenders") and related loan documents (collectively with the Loan Agreement, the "Authority Loan Documents") to borrow up to \$40,000,000 thereunder (the "Financing"), for the purposes of refinancing certain indebtedness of the Authority, financing up to \$20,000,000 of the costs and expenses of the construction of a new Kewadin Shores Casino in St. Ignace, and for other Authority purposes on substantially the terms set forth in the Summary Term Sheet attached hereto as Exhibit A.

1.4 Under the terms of the Financing, the Tribe is required to enter into the Loan Agreement as an additional obligor with respect to certain representations, warranties and covenants to enter into a Guaranty under which the Tribe will guaranty repayment of the Financing and performance of the obligations of the Authority (the "Guaranty") and to enter into a Subordination Agreement subordinating certain obligations of the Authority to the Tribe, including payments under the Taxing and Services Agreement between the Tribe and the Authority dated November 30, 1999 (the "Subordination Agreement") (the Loan Agreement, Guaranty, Subordination Agreement and any other documents executed by the Tribe in connection therewith are the "Tribe Loan Documents").

1.5 It is a condition to the Financing that the Tribe waive the jurisdiction of the Tribal Court in connection with the Financing, except to the extent that the Tribe Loan Documents or the Authority Loan Documents may provide for limited jurisdiction for enforcement of an arbitration award under Chapter 95 of the Tribal Code.

1.6 The Board of Directors has determined that it is in the best interests of the Tribe that the Tribe enter into the Tribe Loan Documents and that the Tribe waive the jurisdiction of the Tribal Court in connection therewith.

Section 2 Approvals and Authorization

2.1 The Board of Directors authorizes and directs the Tribe, through its Chairperson, on such conditions and terms as he deems fit, to enter into the Tribe Loan Documents on such terms as he may agree upon, which approval will be conclusively presumed by execution and delivery of the Tribe Loan Documents by the Chairperson, and to perform its obligations thereunder.

2.2 The Chairperson is authorized and directed to execute and deliver such other certificates, documents, or instruments, as may be required or to take any and all such action which may be necessary or convenient on the part of the Tribe to effectuate the Financing.

Section 3 Waiver of Sovereign Immunity and Consent to Jurisdiction

3.1 The Tribe hereby expressly waives its sovereign immunity from suit should an action be commenced on the Tribe Loan Documents.

This waiver:

- i) shall terminate upon performance by the Tribe of all of its obligations under the Tribe Loan Documents;
- ii) is granted solely to the Administrative Agent and the Lenders;
- iii) shall extend to, inter alia, any judicial or non-judicial proceeding or action, including, but not limited to, any lawsuit, arbitration, judicial or non-judicial foreclosure proceeding, any judicial or non-judicial action to enforce the rights of the Administrative Agent as a secured creditor, and the assertion of any claim in a court of competent jurisdiction or with any arbitrator or arbitration panel to enforce the obligations of the Tribe under the Tribe Loan Documents;
- iv) shall be enforceable against all assets and property of the Tribe, to the extent sufficient to satisfy the Tribe's obligations under the Tribe Loan Documents;
- v) shall be enforceable only in a court of competent jurisdiction, including courts of the State of Michigan, the Sault Ste. Marie Tribal Court, and the federal courts in Michigan (including the United States Bankruptcy Court and any courts to which decisions may be appealed), or any arbitrator or arbitration panel;
- vi) the governing law shall be as set forth in Section 3.2.


3.2 The Tribe Loan Documents shall be construed in accordance with and governed by the internal law of the State of Michigan; except that matters concerning the validity and perfection of a security interest shall be governed by the conflict of law rules set forth in Michigan Uniform Commercial Code. The Tribe expressly submits to and consents to the jurisdiction of the courts of the State of Michigan and the federal courts of Michigan (including the United States Bankruptcy Court and any courts to which decisions may be appealed), with respect to any dispute or controversy arising out of the Tribe Loan Documents, or to any transactions in connection therewith.

Section 4 Waiver of Tribal Court Jurisdiction

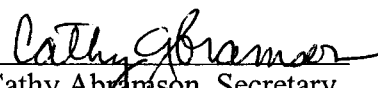
The Board of Directors expressly waives jurisdiction of the Tribal Court over any action arising under the Tribe Loan Documents and the Authority Loan Documents, pursuant to the provision of Chapter 44.109, except to the extent that the Tribe Loan Documents or the Authority Loan Documents may provide for limited jurisdiction for enforcement of an arbitration award under Chapter 95 of the Tribal Code.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 10 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 15 day of March 2005; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron Payment, Tribal Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Cathy Abramson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians