

NOTTAWASEPPI HURON BAND OF POTAWATOMI

**TRIBAL COUNCIL
RESOLUTION NO. 03-29-12-01**

**AUTHORIZING ENFORCEMENT OF FOREIGN COURT ORDERS RELATING TO THE
SENIOR SECURED CREDIT FACILITIES EXTENDED TO FIREKEEPERS
DEVELOPMENT AUTHORITY**

AND

**AMENDMENT TO RECOGNITION AND ENFORCEMENT OF FOREIGN JUDGMENTS
ORDINANCE AND IMPLEMENTING PROCEDURES RELATED THERETO**

WHEREAS, the Nottawaseppi Huron Band of Potawatomi (the "Tribe") is a federally recognized Indian tribe eligible for the special programs and services provided by the United States to Indians because of their status as Indians and is recognized as possessing powers of self-government; and

WHEREAS, the Tribal Council of the Tribe ("Tribal Council") is the duly recognized governing body of the Tribe established under the Tribe's Constitution, which was duly adopted and ratified by the members of the Tribe on January 28, 2012; and

WHEREAS, by and under an organizational Charter adopted by the Tribal Council on March 21, 2007 and amended on April 11, 2007 (as amended, the "Authority Charter"), the Tribal Council established the FireKeepers Development Authority (the "Authority") as an unincorporated instrumentality and political subdivision of the Tribe to hold, manage and supervise all property and funds developed, acquired, used and produced by or with respect to the Tribe's gaming operation, and any and all associated hospitality, entertainment, and/or lodging facilities, including the operations of the FireKeepers Casino (the "Casino"), and to develop, operate and oversee the Casino; and to facilitate the borrowing of funds necessary and appropriate for the development and operation of the Casino; and

WHEREAS, the Authority desires to borrow up to \$385,000,000 from various lenders pursuant to the Credit Agreement (the "Credit Agreement", and the financing evidenced thereby, the "2012 Financing") to be executed between the Authority, the Tribe, Bank of America, N.A., as administrative agent (in such capacity, the "Administrative Agent") and as letter of credit issuer, and various lenders party thereto (the "Lenders"), and various other loan documents authorized or to be authorized by the Authority in connection therewith (collectively, the "Loan Documents"); and

WHEREAS, in order to provide additional security to the Administrative Agent and the lenders party to the Credit Agreement concerning the 2012 Financing, the Tribal Council believes it is in the Tribe's best interest to establish for purposes of the 2012 Financing a method whereby judgments, decrees, orders, warrants, subpoenas, records and other judicial acts (collectively, the "Judicial Acts") of foreign courts, including a foreclosure judgment, arising from any action under the Loan Documents shall be enforceable in the courts of the Tribe ("Tribal Court") by and through, and consistent with, the Tribe's Recognition and Enforcement of Foreign Judgments Ordinance (the "Foreign Judgments Ordinance") enacted by Resolution No. 11-06-07-02 approved by the Tribal Council on November 6, 2007, as amended hereby, and to allow certain authorized peace officers access to the Tribe's or Authority's property for purposes of executing such Judicial Acts of foreign courts; and

WHEREAS, the Tribal Council has determined that it is in the best interest of the Tribe and the Authority to provide for the recognition and enforcement of the Judicial Acts of the New York State

Courts, New York Federal Courts, Michigan State Courts and Michigan Federal Courts (each as defined in the Credit Agreement, and collectively referred to herein as the "Named Courts") consistent with the consents to jurisdiction and limited waivers of sovereign immunity set forth in the Loan Documents, and the Tribal Council therefore desires to amend the Foreign Judgments Ordinance and the Implementing Procedures relating to the Foreign Judgments Ordinance enacted by Resolution No. 05-01-08-05 approved by the Tribal Council on May 1, 2008, solely for the purpose of removing the requirement that the Named Courts afford reciprocity to the Judicial Acts of the Tribal Court before the Judicial Acts of such Named Courts relating to or in connection with the Loan Documents (to the extent expressly permitted thereby and consented thereto by the Tribe and the Authority in the Loan Documents) are recognized and enforceable in Tribal Court.

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Tribal Council hereby determines and finds that: (i) the Recitals in this Resolution are true and correct in all material respects; (ii) the Tribal Council has full power and authority to adopt this Resolution; and (iii) the Tribal Council's adoption of this Resolution is in the best interest of the Authority, the Tribe and its members and is consistent with the laws of the Tribe.

2. The Tribal Council hereby determines that Section 4 of the Foreign Judgments Ordinance, requiring that the Judicial Acts of foreign courts provide reciprocal enforcement of all Tribal Court Judicial Acts before recognition of such Judicial Acts by the Tribal Court, is hereby waived solely as to the Judicial Acts of the Named Courts specifically consented to by the Tribe and the Authority in the Loan Documents.

3. Section 4 of the Foreign Judgments Ordinance is hereby amended by adding the following sentence to the end thereof:

Notwithstanding the foregoing, foreign judgments, decrees, orders, warrants, subpoenas, records and other judicial acts of courts of other states and other Indian tribes shall be entitled to recognition and enforcement by the courts of this Tribe in the absence of a finding by the Tribal Court that reciprocal enforcement of Tribal Court judgments and other judicial acts has been afforded by such foreign jurisdiction to the extent the Tribal Council has made a determination that such recognition and enforcement is in the best interests of the Tribe and is narrowly tailored to a specific transaction, circumstance, agreement or series of related transactions, circumstances or agreements, as evidenced by a resolution passed by the Tribal Council to such effect.

4. The preamble of the Implementing Procedures of the Foreign Judgments Ordinance, requiring that the Judicial Acts of foreign courts provide reciprocal enforcement of all Tribal Court Judicial Acts before any Judicial Act of such foreign court shall be presumed valid, is hereby amended by the addition of the following provision as a new Section 6 to such Implementing Procedures:

6. Determinations by Tribal Council. Any judgments, decrees, orders, warrants, subpoenas, records and other judicial acts issued by a foreign court shall be entitled to recognition and enforcement by the Tribal Court regardless of whether such foreign court affords reciprocal recognition and enforcement of the judicial acts of the Tribal Court to the extent the Tribal Council expressly finds that such recognition and enforcement is in the best interests of the Tribe and is narrowly tailored to a specific transaction, circumstance, agreement or series of related transactions, circumstances or agreements, as evidenced by a resolution passed by the Tribal Council to such effect.

5. The Tribal Council hereby determines and finds that it is in the best interests of the Tribe to permit the recognition and enforcement of all Judicial Acts of the Named Courts arising from any action specifically consented to in the Loan Documents and approved by the Authority pursuant to Resolution No. 03-29-12-03.

6. Any Judicial Acts of the Named Courts arising from any action specifically consented to in the Loan Documents shall be enforceable in Tribal Court by and through, and consistent with, the Foreign Judgments Ordinance, as amended hereby.

7. Any tribal-, state-, or federally-licensed peace officer ("Authorized Peace Officer") is hereby granted a limited tribal commission solely for the purpose of executing, and is authorized and permitted by the Tribe to execute, any such judgment, decree, order, warrant, subpoena, record, or other judicial act, including, without limitation a foreclosure judgment, that has been recognized through the Foreign Judgments Ordinance, as amended hereby.

8. After delivery of such recognized order or judgment to an Authorized Peace Officer, such Authorized Peace Officer may proceed to enter upon any property of the Authority or the Tribe to remove such personal property as is named in or subject to such order or judgment or to permit removal by the party in whose favor the order or judgment was issued.

9. In the event an Authorized Peace Officer is not available to enforce any such recognized foreclosure order or judgment, any secured party under the Loan Documents or the agent of any secured party under the Loan Documents in whose favor the order or judgment was issued may enter upon any property of the Authority or the Tribe to remove such personal property.

10. Any resolutions or other actions of the Tribe, or any of the officers, employees, or agents, of the Authority, whether written, unwritten or established by tradition that are in effect and are in conflict with or inconsistent with the terms of this Resolution or the transactions contemplated herein are hereby to such extent repealed and annulled, and this Resolution shall supersede the same.

11. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of this Resolution shall not be affected with respect to the same. This Resolution shall become effective as of the date and time of its passage and approval by the Tribal Council.

Certification follows

CERTIFICATION

The foregoing resolution was considered and adopted at a duly called meeting of the Tribal Council on the 29th day of March, 2012, at which a quorum was present with 4 in favor, 0 opposed, and 0 abstaining.

Rolando Beck-Moh
Secretary

Wanda C. March
Chairperson

NHBP Certified Copy
True Certified Copy Shall Be Embossed
Signed by R. Williams
Date 3/30/12