

Pawnee Nation of Oklahoma

RESOLUTION #16-22
MARCH 24, 2016

RESOLUTION

- Whereas,** The Pawnee Business Council is the supreme governing body of the Pawnee Nation and is authorized to conduct business on behalf of the Pawnee Nation in accordance with Article IV, Sections 1 and 2 of the Pawnee Nation Constitution and By-Laws; and
- Whereas,** The Pawnee Business Council met in special session on March 24, 2016, at the Pawnee Nation Multi-Purpose Building, duly authorized, with a quorum present; and
- Whereas,** the Pawnee Tribal Development Corporation (the "**Corporation**"), as borrower, has negotiated with BOKF, NA dba Bank of Oklahoma, as lender (the "**Bank**") for the establishment of an advancing term loan facility in an aggregate amount not to exceed \$7,500,000.00 (the "**Loan**") for the expansion, renovation, equipping and furnishing of the Corporation's existing Stone Wolf Casino (the "**Project**"); and
- Whereas,** the terms and conditions of the Loan are described in a certain Loan Agreement dated as of March __, 2016 to be executed by the Corporation (the "**Loan Agreement**"), a draft copy of which Loan Agreement has been received, reviewed and approved by the Board of Directors of the Corporation and by this Business Council; and
- Whereas,** the Loan Agreement requires that the Nation execute and deliver a Non-Interference Agreement in favor of the Bank to be dated as of even date with this Loan Agreement, (the "**Non-Interference Agreement**")
- Whereas,** this Business Council of the Nation has determined that it is within the Nation's business interests and purposes for the Borrower to obtain the Loan, to secure the indebtedness thereunder and to execute and deliver the Loan Agreement.

NOW, THEREFORE BE IT RESOLVED the Pawnee Business Council does hereby approve the form, terms and provisions of the Non-Interference Agreement be, and the same hereby is, in all respects, authorized and approved; that the President and Secretary of the Nation be, and each of said officers hereby is, authorized and empowered to execute and deliver to the Bank, on behalf of the Nation, substantially in the form Non-Interference Agreement thereof, respectively, with such changes thereto, if any, as the Chairman or Secretary may by his or her execution thereof approve; and

FURTHER RESOLVED, that the Chairman and Secretary of the Nation be, and said officer hereby is, authorized and to perform all such other acts on behalf of the Nation as are required of the Nation by the Bank pursuant to the Loan Agreement during the term of the Loan;

FURTHER REVOLVED, by virtue of and pursuant to this resolution consenting to and approving the limited waiver of sovereign immunity of the Corporation in strict accordance with Constitution of Nation, and submission to jurisdiction of the Federal Courts and the State Courts (as such terms are so defined in Article IV of the Non-Interference Agreement), all as set forth in Article IV of the Loan Agreement, the Business Council of the Nation has approved such limited waiver of sovereign immunity and submission to the Specified Courts (therein defined) in full accordance with and subject to the terms and provisions of such Non-Interference Agreement; and

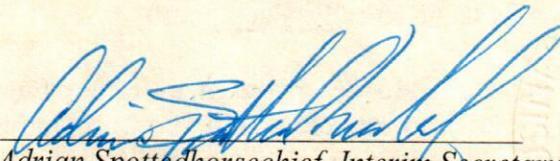
FURTHER RESOLVED, that each of the President and the Secretary, of the Nation be, and said officer hereby is, singly authorized and empowered to execute and deliver, for, on behalf and in the name of the Nation, all such further agreements, amendments, reports, documents, certificates, security agreements, assignments and any other instruments and to take all such further actions as such officer executing the same in his or her discretion may consider necessary or appropriate from time to time, in order to carry out the terms of the Non-Interference Agreement to carry out the transactions contemplated thereby and the foregoing resolutions.

CERTIFICATION

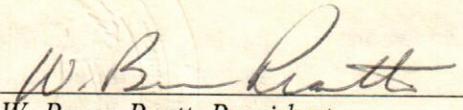
I, Adrian Spottedhorsechief, Interim Secretary of the Pawnee Business Council, certify that a Special Meeting of the Pawnee Business Council was held on the 24th day of March 2016 and that the Pawnee Business Council is composed of eight members of whom 6 were present, 1 absent, 1 vacant position, compromising a quorum, and the foregoing resolution was duly adopted by a vote of 5 for, 0 against, 0 abstaining, and 1 not voting.

Signed this 24th day of March 2016

ATTEST:



Adrian Spottedhorsechief, Interim Secretary
Pawnee Nation Business Council



W. Bruce Pratt, President
Pawnee Nation Business Council

