



Pawnee Nation of Oklahoma

RESOLUTION #19-12
FEBRUARY 2, 2019

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 quarterly session on February 2, 2019, at the Pawnee Nation Resource Center, duly authorized, with a quorum present; and
- Whereas,** The Pawnee Tribal Development Corporation (the "Borrower") has negotiated with First Secure Community Bank, dba First Secure, (the "Lender") for the establishment of an advancing term loan facility in an aggregate amount not to exceed \$8,500,000.00 (the "Loan") for the express purpose of refinancing existing loans with the Bank of Oklahoma and Armstrong Bank in the amount of \$7,500,000.00; and
- Whereas,** the terms and conditions of the Loan are described in a certain Loan Agreement dated _____, 2019 to be executed by the Borrower (the "Loan Agreement"), a draft copy of which has been received, reviewed, and approved by the Board of Directors of the Borrower and by this Business Council; and
- Whereas,** the Board of Directors of the Borrower have also delivered a draft copy of the Loan Agreement to the Tribal Gaming Regulatory Body: the Pawnee Nation Gaming Commission for their comment and review; and
- Whereas,** the Loan Agreement requires that the Nation execute and deliver a resolution approving the execution, delivery and performance of the Loan Documents; and
- Whereas,** the Loan Agreement requires that the Nation execute and deliver a resolution granting a limited waiver of sovereign immunity to the Borrower as outlined in the Loan Document; and
- Whereas,** the Business Council of the Pawnee Nation has determined that it is within the Nation's best 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 Loan Agreement 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 Lender, on behalf of the Nation, substantially in the form of this Resolution, as the President or Secretary may by his or her execution thereof approve; and

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

FUTHER RESOLVED, 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 the Constitution of the Nation, and submission to jurisdiction of the Federal and State Courts (as defined in the Loan Agreement), the Business Council of the Nation has approved such limited waiver of sovereign immunity and submission to the specified courts (defined in the Loan Agreement) in full accordance with and subject to the terms and provisions of the Loan Agreement; and

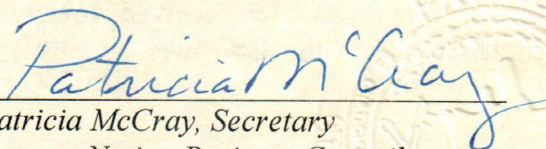
FUTHER RESOLVED, that each of the President and the Secretary, of the Nation be, and said officer hereby is, singly authorized and empowered to execute and deliver, for, or, on behalf and in the name of the Nation, all such further agreements, amendments, reports, documents, certificates, security agreements, 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 Loan Agreement and to carry out the transactions contemplated thereby and the forgoing resolutions.

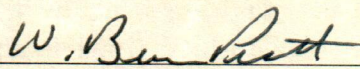
CERTIFICATION

I, Patricia McCray, Secretary of the Pawnee Business Council, certify that a Special Meeting of the Pawnee Business Council was held on the 2nd day of February 2019 and that the Pawnee Business Council is composed of eight members, of whom 7 were present, 1 absent, compromising a quorum, and the foregoing resolution was duly adopted by a vote of 6 for, 0 against, 0 abstaining, and 1 not voting.

Signed this 2nd day of February 2019

ATTEST:


Patricia McCray, Secretary
Pawnee Nation Business Council


W. Bruce Pratt, President
Pawnee Nation Business Council

