

EXHIBIT A, TAB 4H

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving modification of the line of credit authorized in Resolution No. 03-186)**

RESOLUTION NO. 03-375

1 **WHEREAS, by Resolution No. 03-186, the Legislative Council approved a line of credit to finance**
2 **the expansion of gaming activity pursuant to the 2002 compact; and**

3 **WHEREAS, by Resolution No. 03-233, the Legislative Council approved expenditures of the funds**
4 **made available in the approved line of credit for the purpose of funding the expense**
5 **of exploring the feasibility of gaming expansion opportunities; and**

6 **WHEREAS, based on the findings of the studies conducted pursuant to Resolution No. 03-233, it**
7 **is the recommendation of the Commerce Committee of the Legislative Council and the**
8 **Nation's Chairwoman that the Nation proceed with acquisition of the identified**
9 **opportunities; and**

10 **WHEREAS, by Resolution No. SL 08-125-03, the San Lucy District Council has approved the use of**
11 **investment of P.L. 99-503 funds as collateral for a \$17,000,000.00 line of credit for**
12 **acquisition of land and/or economic development which will benefit San Lucy District;**
13 **and**

14 **WHEREAS, Bank of America, N.A. (the "Bank") is willing to finance the acquisition of the identified**
15 **opportunities by modifying the line of credit approved by Resolution No. 03-186, to**
16 **\$17,000,000.00, pursuant to the terms of an amended and restated business loan**
17 **agreement (the "Loan Agreement"), a copy of which is appended hereto; and**

18 **WHEREAS, under the terms of the proposed Loan Agreement, the Bank will extend to the Nation**
19 **a revolving line of credit up to \$17,000,000.00, secured by a pledge (evidenced by a**
20 **Security Agreement) of collateral consisting of investments of 99-503 funds, as**
21 **provided in the Loan Agreement and the Security Agreement; and**

22 **WHEREAS, it is in the interests of the Nation to finance acquisition of the identified opportunities**
23 **through the modified line of credit extended by the Bank.**

24 **NOW, THEREFORE, BE IT RESOLVED THAT:**

- 25 **1. The line of credit of up to \$17,000,000.00 proposed by the Bank is hereby approved**
26 **pursuant to San Lucy District Council Resolution 07-113-03.**
27 **2. The Nation's Chairwoman is authorized and directed to negotiate and execute a**
28 **loan agreement on behalf of the Nation for a line of credit of up to \$17,000,000.00,**

RESOLUTION NO. 03-375

(Approving modification of the line of credit authorized in Resolution No. 03-186)

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and to execute such other instruments and documents as may be required to give effect to the transactions herein contemplated, and to take such other actions as may hereafter be necessary and appropriate to carry out the obligations of the Nation thereunder.

3. The Nation hereby grants a limited waiver of sovereign immunity in favor of the Bank as stated in Section 9.4 of the Loan Agreement; the Nation consents to the arbitration provisions of the Loan Agreement, and consents to be sued in a court of competent jurisdiction as specified in the Loan Agreement in connection with the Bank's enforcement of the obligations of the Nation under the Loan Agreement. This waiver and consent is specifically limited as provided in the Loan Agreement and extends to suits (as defined in Section 9.4 of the Loan Agreement) against the Nation, its officers, agents and attorneys; provided, however, that no officer, agent or attorney of the Nation shall be personally liable for the payment of the loan or for the obligations of the Nation undertaken pursuant to the Loan Agreement or the Security Agreement.
4. To obtain the most favorable terms of financing, the Nation's Chairwoman is also authorized to negotiate and execute an interest rate swap agreement similar in terms and conditions authorized in Resolution No. 01-228 including a limited waiver of sovereign immunity in favor of the Bank, consent to arbitration and consent to be sued in a court of competent jurisdiction for the limited purpose of enforcing the obligations under the interest rate swap agreement, the Loan Agreement and the Security Agreement.
5. The authorization in Resolution No. 03-186 to the Nation's Gaming Authority to establish a sinking fund pursuant to Section 7(c) of the Tohono O'odham Gaming Authority Charter for the express purposes of meeting the repayment obligations under the line of credit approved in Resolution No. 03-186 is hereby repealed, and any repayment obligation under that line of credit is now replaced with the repayment obligations of the Nation undertaken pursuant to the Loan Agreement and the Security Agreement hereby approved in this Resolution.

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The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 15TH Day of AUGUST, 2003 at a meeting at which a quorum was present with a vote of 1,653.05 FOR; -0- AGAINST; 976.65 NOT VOTING; and [01] ABSENT, pursuant to the powers vested in the Council by Section 1 (d)(5) of Article VI 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


Dennis Ramon, Chairman

18th day of August, 2003

ATTEST:


Julianna Saraficio, Acting Legislative Secretary

15th day of August, 2003.

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham Nation on the 18th day of August, 2003 at 9:49 o'clock, A.M., 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 hours of submittal.

TOHONO O'ODHAM LEGISLATIVE COUNCIL



Dennis Ramon, Chairman

APPROVED

on the 18th day of August, 2003

DISAPPROVED

at 9:53 o'clock, a.M.


VIVIAN JUAN SAUNDERS, CHAIRWOMAN
TOHONO O'ODHAM NATION

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Returned to the Legislative Secretary on the 18th day of

August, 2003, at 11:20 o'clock, A.M.



Julianna Saraficio, Acting Legislative Secretary