



SHAWNEE TRIBE

P.O. Box 189 ♦ MIAMI, OK 74355
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RESOLUTION R-05-04-20-B

RESOLUTION CONFORMING ADMINISTRATION AND OVERSIGHT OF THE SHAWNEE TRIBE'S GOLDEN MESA CASINO OPERATIONS TO THE NATIONAL INDIAN GAMING COMMISSION APPROVED MANAGEMENT AGREEMENT BETWEEN THE SHAWNEE TRIBE AND GLOBAL GAMING GM DEVELOPMENT, LLC

WHEREAS, the Shawnee Tribe is a federally recognized Tribe of Indians pursuant to an Act of Congress known as Public Law 106-568, also known as the Shawnee Tribe Status Act of 2000 and Title VII of the Omnibus Indian Advancement Act [114 Stat. 2868]; and

WHEREAS, the Shawnee Tribe is imbued with all inherent attributes of sovereignty, having exclusive civil and governmental jurisdiction over its lands, and is governed under a Constitution duly ratified by the members of the Shawnee Tribe on September 15, 2001, as amended on September 20, 2003, September 16, 2006 and September 17, 2011 and March 18, 2018; and

WHEREAS, the Constitution of the Shawnee Tribe vests all governmental powers in the Shawnee Tribe Business Council, which is empowered to prescribe rules and regulations, to enact laws, and to transact all business on behalf of the Tribe, in accordance with Articles IV, VI, and VII of the Constitution; and

WHEREAS, the Shawnee Tribe has adopted a federally approved gaming ordinance pursuant to the Indian Gaming Regulatory Act, 25 U.S.C. §2701 *et. seq.*

WHEREAS, Shawnee Development LLC (hereinafter "SDLLC") is a tribally owned limited liability company formed under the laws of the Shawnee Tribe and the Shawnee Tribe is the sole member of SDLLC; and

WHEREAS, SDLLC was formed by the filing of articles of organization on January 6, 2006 in accordance with the Shawnee Tribe limited liability company act; and

WHEREAS, the Shawnee Tribe previously vested the SDLLC with authority to operate the Shawnee Tribe's gaming facility known as "Golden Mesa Casino" near Guymon, Oklahoma pursuant to Resolution R-09-03-19-B; and



WHEREAS, the Shawnee Tribe's "Golden Mesa Casino" near Guymon, Oklahoma is subject to the National Indian Gaming Commission (hereinafter NIGC) approved management contract between the Tribe and Global Gaming Solutions, LLC GM Development, LLC (hereinafter Global Gaming); and

WHEREAS, the Shawnee Tribe's SDLLC was instrumental in the development and contracting for the "Golden Mesa Casino" near Guymon, Oklahoma prior to the NIGC approved management contract; and

WHEREAS, the Shawnee Tribe's NIGC approved management contract between the Tribe and Global Gaming now vests operational oversight in a Business Board comprised of three (3) members appointed by the Shawnee Tribe and two (2) members appointed by Global Gaming; and

WHEREAS, the Shawnee Tribe Gaming Commission shall continue to have regulatory authority over gaming related activities of the Shawnee Tribe; and

WHEREAS, the "Golden Mesa Casino" near Guymon, Oklahoma revenue is generated for purposes of funding Shawnee Tribe's essential governmental purposes; and

WHEREAS, the Shawnee Tribe maintains the sole proprietary interest in its governmental gaming operations pursuant to its sole ownership of SDLLC; and

WHEREAS, the Shawnee Tribe wishes to bring the Shawnee Tribe's oversight of the Golden Mesa Casino into conformity with the NIGC approved management contract with Global Gaming.

NOW THEREFORE BE IT RESOLVED, that Business Board as created in the Management Agreement by the Shawnee Tribe and Global Gaming is hereby recognized as the appropriate entity to jointly oversee operations of the Tribe's gaming operation known as "Golden Mesa Casino" as specified in the Management Agreement; and

FURTHER RESOLVED, that three (3) members of the Golden Mesa Casino Business Board appointed by the Shawnee Tribe jointly shall in carrying out their duties as specified in the NIGC approved Management Contract be subject to the attached Management Directive to the Golden Mesa Casino Shawnee Business Board; and

FURTHER RESOLVED, the "Golden Mesa Casino" tribal Minimum Guaranteed Monthly Payments and Tribal Distribution Payments are to be distributed directly to the Shawnee Tribe to an account as specified by the Shawnee Business Council; and

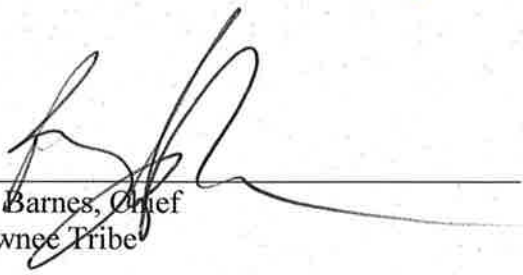
FURTHER RESOLVED, that the SDLLC is hereby tasked with advising the Shawnee Tribe regards the gaming operation known as "Golden Mesa Casino" as directed in the attached Management Directive to the Shawnee Development Limited Liability Corporation; and

FURTHER RESOLVED, parties that dealt with SDLLC shall be entitled to continue to rely on documents previously executed by duly authorized officers or managers of SDLLC for all purposes related to the Golden Mesa Casino, provided that waivers of the Shawnee Tribe's sovereign immunity were properly approved by the Shawnee Tribe Business Council; and

FURTHER RESOLVED, the Business Council hereby ratifies all prior actions taken by the officers managers of SDLLC in their official capacity, or any Shawnee Tribal entity that was legally or defacto the same entity as SDLLC, related to Golden Mesa Casino, including any contracts, certificates or other documents executed prior to this resolution.

CERTIFICATION

The foregoing resolution R-05-04-20-B, was duly adopted this 4th day of May, 2020, by a vote of the Shawnee Tribe Business Council, resulting in a vote of 9 for, — against, — abstaining, and 1 absent, with an established quorum.



Ben Barnes, Chief
Shawnee Tribe

Attest:



Roy Baldridge, Second Chief
Shawnee Tribe

