



St. Regis Mohawk Tribe

Chief Mark H. Garrow
Chief Randy Hart
Chief Ron LaFrance Jr.
Sub-Chief Stacy A. Skidders
Sub-Chief Shelley Jacobs
Sub-Chief Michael L. Conners

Tribal Council Resolution

2012-03

RESOLUTION OF THE SAINT REGIS MOHAWK TRIBE TO AMEND THE TRIBAL SECURED TRANSACTIONS ORDINANCE

WHEREAS, The Saint Regis Mohawk Tribal Council (the "Tribal Council") is the duly recognized governing body of the Saint Regis Mohawk Tribe (the "Tribe"), a federally recognized Indian Tribe, and is responsible for the health, safety, education and welfare of all community members; and

WHEREAS, The Tribal Council has formed a corporation, pursuant to Section 17 of the Indian Reorganization Act of 1934, as amended, 25 U.S.C. § 477, called the Te wá tha hón:ni Corporation (the "Corporation"), wholly owned by the Tribe and managed by its own Board of Directors for the purpose of engaging in the economic development activities specified in the Corporation's Federal Charter of Incorporation, as the same may be amended from time to time; and

WHEREAS, The Corporation wishes to borrow One Hundred Ten Million and NO/100 United States Dollars (\$110,000,000.00) according to the terms of a Construction Credit Agreement dated as of January 31, 2012 (the "Credit Agreement") among the Corporation, as co-borrower, Akwesasne Mohawk Casino, LLC (the "Casino Subsidiary"), as co-borrower, Mohawk Bingo Palace, LLC (the "Bingo Subsidiary"), as co-borrower, KeyBank National Association ("KeyBank"), as joint lead arranger, joint bookrunner and administrative agent (in such capacity, the "Administrative Agent"), RBS Citizens, N.A. ("RBS"), as joint lead arranger, joint bookrunner and syndication agent, and various lenders, to finance the Project, as such term is defined in the Credit Agreement; and

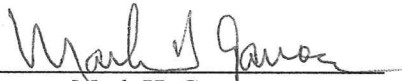
WHEREAS, The Tribe adopted the Tribal Secured Transactions Ordinance (the "Ordinance") in Tribal Council Resolutions 2008-59 and provided for further clarifications of the Ordinance in 2008-62; and

WHEREAS, In accordance with the terms described in Section V of the Ordinance, the Tribe now wishes to amend the Ordinance as described below; now, therefore, be it

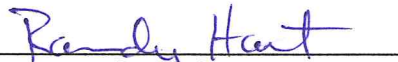
RESOLVED, That the Tribal Council hereby finds and determines that the Saint Regis Mohawk Secured Transactions Ordinance, as adopted by Tribal Council Resolutions 2008-59 and 2008-62, should be and is hereby amended as follows:

- (a) the definition of "Credit Agreement" for purposes of the Ordinance shall include both the "Credit Agreement" as currently defined therein and the "Credit Agreement" as defined in this Resolution, as each such agreement may be amended, restated, supplemented or replaced from time to time; and
- (b) the definition of "Obligations" for purposes of the Ordinance shall include all "Obligations" as defined in Section 1.1 of each of the "Credit Agreement" as currently defined in the Ordinance and the "Credit Agreement" as defined in this Resolution, as each such agreement may be amended, restated, supplemented or replaced from time to time.

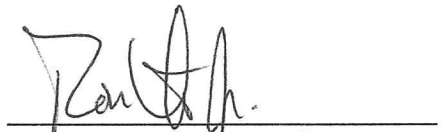
THE SAINT REGIS MOHAWK TRIBAL COUNCIL



Mark H. Garrow,
Tribal Chief

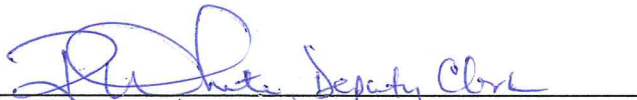


Randy Hart,
Tribal Chief

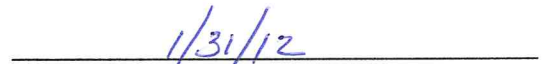


Ron LaFrance, Jr.
Tribal Chief

CERTIFICATION: This is to certify that the Saint Regis Mohawk Tribal Council pursuant to the authority vested therein duly passed the above resolution.



Corleen Jacco, Tribal Clerk



Date

