



Saint Regis Mohawk Tribe

Chief Ron LaFrance Jr.

Chief Eric Thompson

Chief Beverly Cook

Sub-Chief Michael L. Connors

Sub-Chief Cheryl Jacobs

Sub-Chief Shelley Jacobs

Tribal Council Resolution

2016 - 96

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”) 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, Mohawk Gaming Enterprises, LLC (the “Company”) is a limited liability company chartered pursuant to the Limited Liability Company Ordinance, is wholly owned by the Corporation, and is managed by its own Board of Managers for the purpose of engaging in the economic development activities specified in the Company’s Agreement of Limited Liability Company, as the same may be amended from time to time; and

WHEREAS, the Corporation and the Company wish to borrow [Fifty Four million, five hundred fifty-two thousand, eight hundred eighty-two and 12/100 United States Dollars (\$54,552,882.12)] for the purpose of refinancing existing debt and to establish a Ten Million and 00/100 United States Dollars (\$10,000,000.00) revolving credit facility to provide working capital for the Company, according to the terms of a Credit Agreement dated as of December 28, 2016 (the “Credit Agreement”) among the Company and the Corporation, both as co-borrowers, and KeyBank National Association (“KeyBank”) as the lender; and

WHEREAS, the Tribe adopted the Tribal Secured Transactions Ordinance (the “Ordinance”) in Tribal Council Resolution 2008-59, provided for further clarifications of the Ordinance in Tribal Council Resolution 2008-62, and amended the Ordinance pursuant to Tribal Council Resolution 2012-03; and

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

RESOLVED, that the Saint Regis Mohawk Tribal Council hereby finds that Ordinance should be and is hereby further 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 agreement that is a "Credit Agreement" as defined in the Ordinance, as amended by paragraph (a), above, as each such agreement may be amended, restated, supplemented or replaced from time to time; and
- (c) Section II(E) is amended to read as follows:

"Tribal Party" means the Te wá tha hón:ni Corporation, Mohawk Gaming Enterprises, LLC, and any other enterprise, corporation, limited liability company, or other entity that becomes a Guarantor of the Obligations under the Credit Agreement.


THE SAINT REGIS MOHAWK TRIBAL COUNCIL

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|  _____ Ron LaFrance Jr. Tribal Chief |  _____ Eric Thompson Tribal Chief |  _____ Beverly Cook Tribal Chief |
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CERTIFICATION: This is to certify that the Saint Regis Mohawk Tribal Council pursuant to the authority vested therein duly passed the above resolution.



Betty Roundpoint, Tribal Clerk



Date



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. Connors

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

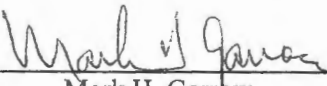
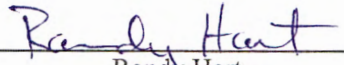
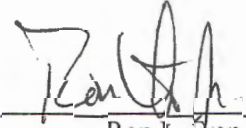
WHEREAS, The Tribe adopted the Tribal Secured Transactions Ordinance (the "Ordinance") in Tribal Council Resolutions 2008-59 and provided for further clarifications of the Ordinance in 2008-62; and

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

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|  _____ Mark H. Garrow, Tribal Chief |  _____ Randy Hart, Tribal Chief |  _____ Ron LaFrance, Jr. Tribal Chief |
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CERTIFICATION: This is to certify that the Saint Regis Mohawk Tribal Council pursuant to the authority vested therein duly passed the above resolution.

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|  _____ Corleen Jacco, Tribal Clerk | <u>1/31/12</u> _____ Date |
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Tribal Council Resolution

Tribal Council Resolution 2008-[62]

**APPROVING AND AUTHORIZING THE
TRIBAL SECURED TRANSACTIONS ORDINANCE**

WHEREAS, the Saint Regis Mohawk Tribe (the "Tribe") is a federally recognized Indian Tribe;

WHEREAS, the Tribal Council of the Tribe is the duly recognized governing body of the Tribe and is a federally recognized Indian Tribal Government;

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;

WHEREAS, the Corporation wishes to borrow Fifty-Five Million and NO/100 United States Dollars (\$55,000,000.00) according to the terms of a Construction and Term Credit Agreement dated as of August __, 2008 (the "Credit Agreement") among the Corporation, Akwesasne Mohawk Casino, LLC (the "Casino Subsidiary"), as co-borrower, Mohawk Bingo Palace, LLC (the "Bingo Subsidiary"), as co-borrower, KeyBank National Association, as joint lead arranger and administrative agent (the "Lender"), Jefferies Finance, LLC, as joint lead arranger, RBS Citizens, N.A., as documentation agent, and various lenders, to finance the Project, as such term is defined in the Credit Agreement;

WHEREAS, in connection with the transactions contemplated by the Credit Agreement, the Lender has requested that the Tribe adopt a Tribal Secured Transactions Ordinance;

WHEREAS, the Tribe adopted the Tribal Secured Transactions Ordinance in Tribal Council Resolution 2008-59; and

WHEREAS, the Tribe wishes to clarify that the Tribal Secured Transactions Ordinance applies only to security interests and collateral securing the Obligations described in the Credit Agreement.

NOW, THEREFORE, IT IS HEREBY RESOLVED as follows:

1. Tribal Secured Transactions Ordinance. The Tribal Council hereby adopts and enacts the Tribal Secured Transactions Ordinance attached hereto as **Exhibit A** only with respect to the transactions contemplated by the Credit Agreement.

THE SAINT REGIS MOHAWK TRIBAL COUNCIL

Barbara A. Lazore James W. Ransom Monica M. Jacobs
Chief Barbara A. Lazore Chief James W. Ransom Chief Monica M. Jacobs

CERTIFICATION

The foregoing Resolution was enacted by the Tribal Council of the Saint Regis Mohawk Tribe on behalf of the Tribe and on behalf of the Tribal Council on the 14 day of August, 2008, by the three (3) Chiefs of the Tribal Council, and as to which there was unanimous approval.

Attest: [Signature], Tribal Clerk

August 14/08
Date

SAINT REGIS MOHAWK SECURED TRANSACTIONS ORDINANCE

Section 1: Title, Purpose and Applicability.

A. Title. This Ordinance shall be known as the “Saint Regis Mohawk Secured Transactions Ordinance” (the “Ordinance”).

B. Purpose. The purpose of this Ordinance is to recognize that, under the law of the Saint Regis Mohawk Tribe (the “Tribe”), a federally recognized Indian tribe, except as otherwise provided in this Ordinance, secured parties under a certain Construction and Term Credit Agreement entered into as of August __, 2008 between the Te Wà Tha Hón:Ni Corporation, Akwesasne Mohawk Casino, LLC, Mohawk Bingo Palace, LLC, KeyBank National Association, as joint lead arranger and administrative agent, Jefferies Finance LLC, as joint lead arranger, RBS Citizens, N.A., as documentation agent, and the several banks and other financial institutions from time to time a party thereto (the “Credit Agreement”) shall have the same rights with respect to collateral securing the Obligations described in the Credit Agreement that is subject to the sovereign authority of Tribe as would exist if all aspects of the security interest (including but not limited to its creation, attachment, perfection, and priority) had been governed by the New York UCC, without regard to the choice of law principles set forth therein.

C. Applicability. This Ordinance shall apply only to security interests and collateral securing the Obligations described in the Credit Agreement.

Section II: Definitions.

In this Ordinance, the terms listed below have the following meanings:

A. “New York UCC” means Articles 1, 9 and the applicable provisions of Article 8 referenced by Article 9 of the Uniform Commercial Code as enacted in the Consolidated Laws of the State of New York, as amended from time to time in accordance with the laws of the State of New York.

B. “Obligations” has the meaning set forth in Section 1.1 of the Credit Agreement.

C. “Pledged Revenues” means all of a Tribal Party’s money, earnings, income, and revenues (and any proceeds thereof), and all of the Tribal Party’s rights to, and interest with respect to, receiving the foregoing before actual possession, whether in the form of money, deposit accounts, investments, accounts, instruments or other assets, and the proceeds thereof, in which a Tribal Party has granted a security interest to a secured party to secure the Obligations described in the Credit Agreement in a writing signed by the Tribal Party.

D. “Tribal Lands” means all lands within the Tribe’s reservation and all lands held by the United States in trust for the benefit of the Tribe.

E. “Tribal Party” means the Te Wà Tha Hón:Ni Corporation, Akwesasne Mohawk Casino, LLC, Mohawk Bingo Palace, LLC, and any other enterprise, corporation, limited

liability company, or other entity that becomes a Guarantor of the Obligations under the Credit Agreement.

Any undefined terms that are defined in the New York UCC are used in this Ordinance with the meanings that apply in the New York UCC.

Section III: Scope.

This Ordinance shall apply only to security interests and collateral subject to the sovereign authority of the Tribe securing the Obligations described in the Credit Agreement, to the same extent provided in Section 9-109 of the New York UCC, except that provisions of Sections 9-109(c)(2) and (c)(3) of the New York UCC shall be ineffective to limit the application of the New York UCC to Tribal Parties in accordance with this Ordinance. This Ordinance shall not apply to security interests or collateral securing any obligations other than the Obligations described in the Credit Agreement.

Section IV: Laws Applicable to Security Interests.

A. With respect to any security interest to which this Ordinance applies, except as provided elsewhere in this Ordinance, the rights and obligations of any person shall be governed by the New York UCC, including those rights and obligations related to enforcement of a security interest or arising after a default, including all filing requirements.

B. Except as provided elsewhere in this Ordinance, the perfection, effect of perfection or nonperfection, and priority of any security interest to which this Ordinance applies shall be determined in accordance with the New York UCC as if each debtor were (for purposes of Sections 9-301 through 9-307 of the New York UCC) located in the State of New York and as if the Tribal Lands were subject to the laws of the State of New York.

C. Notwithstanding any provision of the New York UCC to the contrary, a security interest granted by a Tribal Party in Pledged Revenues shall be created and attach upon the giving of value and the granting of such security interest in a writing executed by that Tribal Party. Such security interest may be perfected only by the filing of an initial financing statement in the same manner and in the same location as if all of such Pledged Revenues were accounts.

D. No UCC financing statement shall be required to be filed with the Tribe, nor shall any such filing be effective to perfect any security interest governed by this Ordinance.

E. Notwithstanding the incorporation by reference of the New York UCC as a law of the Tribe as provided in this Ordinance, nothing herein shall be construed to subject the Tribal Lands, Tribal Parties, or the Tribe to the general laws and jurisdiction of the State of New York.

Section V: Amendment.

Once applicable to any security interest, this Ordinance shall remain in effect with respect to that security interest until all obligations secured thereby have been fully and finally

discharged or otherwise fully satisfied, except that this Ordinance may be amended, with prior notice to each secured party, only to the extent such amendment is not adverse in any way to any secured party with respect to any security interest.

Section VI: Repealer and Effective Date.

A. To the extent any provision of any law, ordinance, resolution, motion, or any other action of the Tribe or any Tribal Party heretofore taken is in conflict with any provision of this Ordinance, the provisions of this Ordinance shall control.

B. This Ordinance will be effective on the date a security interest to which this Ordinance applies is granted in a writing signed by a Tribal Party to secure the Obligations described in the Credit Agreement. Once effective, this Ordinance will be automatically repealed without further action by the Tribal Council at the time the Obligations described in the Credit Agreement are fully and finally discharged or otherwise fully satisfied.

Section VII: No Waiver of Immunity.

Nothing in this Ordinance shall waive or impair the Tribe's sovereign immunity or the sovereign immunity of any other Tribal Party.

Tribal Council Resolution

Tribal Council Resolution 2008-59

**APPROVING AND AUTHORIZING EXECUTION
OF THE TRIBAL AGREEMENT AND RELATED MATTERS**

WHEREAS, the Saint Regis Mohawk Tribe (the "Tribe") is a federally recognized Indian Tribe;

WHEREAS, the Tribal Council of the Tribe is the duly recognized governing body of the Tribe and is a federally recognized Indian Tribal Government;

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;

WHEREAS, the Corporation wishes to borrow Fifty-Five Million and NO/100 United States Dollars (\$55,000,000.00) according to the terms of a Construction and Term Credit Agreement dated as of August __, 2008 (the "Credit Agreement") among the Corporation, Akwesasne Mohawk Casino, LLC (the "Casino Subsidiary"), as co-borrower, Mohawk Bingo Palace, LLC (the "Bingo Subsidiary"), as co-borrower, KeyBank National Association, as joint lead arranger and administrative agent (the "Lender"), Jefferies Finance, LLC, as joint lead arranger, RBS Citizens, N.A., as documentation agent, and various lenders, to finance the Project, as such term is defined in the Credit Agreement;

WHEREAS, in connection with the transaction contemplated by the Credit Agreement, the Lender has requested that the Tribe enter into a Tribal Agreement (the "Tribal Agreement");

WHEREAS, in connection with the transaction contemplated by the Credit Agreement, the Lender has requested that the Tribe adopt a Tribal Secured Transactions Ordinance;

WHEREAS, in connection with the transaction contemplated by the Credit Agreement, the Lender has requested that the Tribe lease certain real property to the Corporation; and

WHEREAS, in connection with the transaction contemplated by the Credit Agreement, the Lender has requested that the Tribe assign certain gaming rights to the Casino Subsidiary and Bingo Subsidiary.

NOW, THEREFORE, IT IS HEREBY RESOLVED as follows:

1. Tribal Agreement. The latest form of the Tribal Agreement presented to the Tribal Council, a copy of which is attached as **Exhibit A**, is hereby approved; and each Chief of the Tribal Council (each, an “Authorized Representative”) is hereby authorized to execute and deliver on behalf of the Tribe the Tribal Agreement.

2. Other Documents. The latest form of the Lease Agreement between the Tribe and the Corporation, a copy of which is attached as **Exhibit B**, and the latest form of the Assignment of Gaming Rights between the Tribe and each of the Casino Subsidiary and the Bingo Subsidiary, copies of which are attached as **Exhibit C** (each, an “Other Document”), are hereby approved. Each Authorized Representative is hereby authorized to execute and deliver on behalf of the Tribe each Other Document.

3. Approval of Waiver of Sovereign Immunity, Etc. in Tribal Agreement

The Tribal Agreement includes certain provisions (the “Legal Provisions”) relating to the Tribe’s (i) waiver of sovereign immunity from unconsented suit or other legal proceedings, including with respect to actions in the courts of the Tribe and matters required to be submitted to arbitration under the terms of the Tribal Agreement, (ii) waivers of any requirement that disputes be heard in a court or other dispute resolution forum of the Tribe, whether under the doctrines of exhaustion of tribal remedies, comity or otherwise, (iii) consents to jurisdiction of federal and state courts sitting in the State of New York and tribal courts or other forums of the Tribe (including all courts to which appeals from the foregoing courts may be filed), (iv) consents to arbitration, and (v) consents to the application of the laws of the State of New York. The Tribal Council hereby expressly, unconditionally and irrevocably approves all such Legal Provisions.

4. Tribal Secured Transactions Ordinance. The Tribal Council hereby adopts and enacts the Tribal Secured Transactions Ordinance attached hereto as **Exhibit D**.

5. Repealer. Any resolutions or other actions of the Tribe, whether written, unwritten or established by tradition that are in effect and are in conflict with or inconsistent with the terms of this Resolution or the transactions contemplated herein are hereby to such extent repealed and annulled, but only to the extent that such conflicting or inconsistent resolutions or other actions would interfere with the implementation or enforcement of this Resolution or the transactions contemplated herein, and this Resolution shall supersede the same, except to the extent the same shall be inconsistent with the Constitution, federal law or the Compact.

6. Miscellaneous. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of this Resolution shall not be affected with respect to the same. This Resolution shall become effective as of the date and time of its passage and approval by the Tribal Council.

THE SAINT REGIS MOHAWK TRIBAL COUNCIL

Barbara A. Kazore James W. Ransom Monica M. Jacobs
Chief Barbara A. Kazore Chief James W. Ransom Chief Monica M. Jacobs

CERTIFICATION

The foregoing Resolution was enacted by the Tribal Council of the Saint Regis Mohawk Tribe on behalf of the Tribe and on behalf of the Tribal Council on the __ day of August, 2008, by the three (3) Chiefs of the Tribal Council, and as to which there was unanimous approval.

Attest: Terry Lee
Tribal Clerk

08/07/08
Date