



# SQUAXIN ISLAND TRIBE

## RESOLUTION NO. 18-14

of the

### SQUAXIN ISLAND TRIBAL COUNCIL

**WHEREAS**, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Tribe (“Tribe” or “Borrower”), its members, its lands, its enterprises and its agencies by authority of the Constitution and Bylaws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965;

**WHEREAS**, under the Constitution, Bylaws and inherent sovereignty of the Tribe, the Squaxin Island Tribal Council is charged with the duty of protecting the health, security, education and general welfare of tribal members, and with protecting and managing the lands and treaty resources and rights of the Tribe including those expressed in Section 1 (b) and (i) of the Constitution;

**WHEREAS**, the Squaxin Island Tribal Council has been entrusted with the creation of ordinances and resolutions in order to fulfill their duty of protecting the health, security, education and general welfare of tribal members, and of protecting and managing treaty land and treaty resources of the Tribe;

**WHEREAS**, pursuant to Resolution No. 13-18, enacted on March 27, 2013, the Borrower authorized the Tribe to enter into the Amended and Restated Loan Agreement dated May 31, 2013 by and between the Borrower and Bank of America, N.A. (“Bank”), as amended November 14, 2013, (as so amended the “Agreement”), pursuant to Resolution No. 13-87, enacted on November 14, 2013 (Resolution Nos. 13-18 and 13-87 are referred to herein as the “Prior Authorizing Resolutions”);

**WHEREAS**, the Borrower and the Bank (referred to hereinafter as the “Parties”) desire to further amend the Agreement;

**WHEREAS**, the Parties have negotiated a Second Amendment to the Amended and Restated Loan Agreement (the “Second Amendment”).

**THEREFORE, BE IT RESOLVED AND ENACTED**, the terms and conditions of the above-described Second Amendment are hereby authorized and approved. The Chairman, or in his absence the Vice Chairperson, (each an “Authorized Officer”), are hereby authorized to (1) finalize the Second Amendment with such modifications and revisions that the Authorized Officers, in consultation with the Tribe’s legal counsel, determine are in the best interest of the Tribe; and (2) execute and deliver on behalf of the Tribe, such final Second Amendment, together with any and all other documents, certificates, instruments, financing statements, and any other documents necessary to carry out the obligations and transaction contemplated by the Second Amendment . The Authorized Officers are

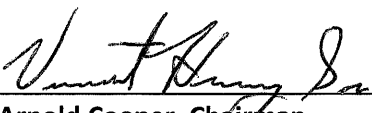
hereby authorized to approve, execute and deliver such future amendments to the Agreement as may be in the best interests of the Tribe and as necessary to carry out the Tribe's obligations thereunder. The Treasurer and the Chief Financial Officer are hereby severally authorized, empowered, and directed to administer the Agreement, including requesting advances or proceeds of the loans thereunder.


**BE IT FURTHER RESOLVED** that the Prior Authorizing Resolutions remain in full force and effect and pursuant to the Prior Authorizing Resolutions, the Tribal Council authorized and approved certain governing law provisions and dispute resolution provisions, including the express grant of a limited waiver of sovereign immunity and consent to the jurisdiction of specified courts, as set forth in the Prior Authorizing Resolutions and in Sections 14.2, 14.4 and 14.5 of the Agreement. The Tribal Council hereby authorizes, approves, ratifies and confirms the incorporation of the governing law provisions, Section 14.2 of the Agreement and the dispute resolution provisions, Sections 14.4 and 14.5 of the Agreement into the Second Amendment and independently, by and through this Resolution, grants the same express and unequivocal waiver of its sovereign immunity and consents to jurisdiction and makes the same related consents and waivers as set forth in the Prior Authorizing Resolutions and in Sections 14.2, 14.4 and 14.5 of the Agreement as if set forth herein, *mutatis mutandis*.

**NOW THEREFORE BE IT FINALLY RESOLVED** that the Tribal Council hereby authorizes the Chairman, or in his absence, the Vice Chairperson, to do any and all accounts necessary to complete the transaction contemplated and approved herein.

**CERTIFICATION**

The Squaxin Island Tribal Council hereby certifies that the foregoing Resolution was adopted at the regular meeting of the Squaxin Island Tribal Council, held on this 22 day of February, 2018, at which time a quorum was present and was passed by a vote of 5 for and 0 against, with 0 abstentions.

  
for Arnold Cooper, Chairman

Attested by:   
Steven Dorland, Secretary

  
Charlene Krise, Vice Chairman