

Tribal Council Office
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Special Tribal Council Meeting called by the Legislature for the Watonga Hotel and Parks and Recreation Program. No minutes were found in the Tribal Council Office for this meeting. Attached are the signed resolutions.

Agenda for November 23rd, 2019 Special Tribal Council Meeting

1. Approve a resolution approving the Limited Waiver of Sovereign Immunity in the same form, as contained in the loan agreement between the Cheyenne and Arapaho Tribes and Bank of America, N.A. for the construction of Lucky Star Casino – Watonga Hotel and related facilities on HWY 270 in Watonga, OK
2. Approve the Creation of the Department of Parks and Recreation

SEVENTH LEGISLATURE
OF THE
CHEYENNE AND ARAPAHO TRIBES
24TH Special Session
October 18, 2019
Large Conference Room, Concho, OK

RESOLUTION: A Resolution to call for a Special Meeting of the Tribal Council, at 10:00 a.m., on Saturday, November 23, 2019 at the Watonga Community Hall, Watonga, Oklahoma.

RESOLUTION NO: 7L-SS-2019-1018-001

DATE INTRODUCED: October 11, 2019

SPONSOR: Patrick Spottedwolf, A3 District

CO-SPONSOR: Burl Buffalomeat, C1 District

LEGISLATIVE HISTORY:

[NOTE: Except as otherwise noted, the provisions of this Resolution, were enacted into Law by the Seventh Legislature of the Cheyenne and Arapaho Tribes, in the 24TH Special Session, by a roll call vote on October 18, 2019 by Res. No. 7L-SS-2019-1018-001].

SUBJECT: A Resolution to call for a Special Meeting of the Tribal Council, at 10:00 a.m., on Saturday, November 23, 2019 at the Watonga Community Hall, Watonga, Oklahoma.

WHEREAS: The Cheyenne and Arapaho Tribes are a Federally recognized Indian Tribe organized in accordance with Article XVII of the Tribe's Constitution and By-Laws and Section 3 of the Oklahoma Indian Welfare Act of June 26, 1936 (49 Stat. 1967), under an amended Constitution ratified on April, 2006 and approved by the Secretary of Interior on May 17, 2006; and

WHEREAS: Article V, Section 3(b) of the Constitution reads in part, "Special Meetings of the Tribal Council may be called by five (5) members of the Legislature;" and

WHEREAS: Article V, Section 3(b) of the Constitution reads in part, "The purpose of the Special Meeting shall be indicated in the request for the Special Meeting and no other business shall be conducted at the Special Meeting;" and

WHEREAS: The purpose of the Special Meeting shall be for the Tribal Council from the floor to: (1) Approve a Resolution approving the Limited Waiver of Sovereign Immunity in the same form, as contained in the loan agreement between the Cheyenne and Arapaho Tribes and Bank of America, N.A. for the construction of Lucky Star Casino - Watonga hotel and related facilities on Highway 270, Watonga, Oklahoma; (2) Approve the creation of the Department of Parks and Recreation; and

NOW, THEREFORE BE IT RESOLVED, that the undersigned members of the Seventh Legislature of the Cheyenne and Arapaho Tribes calls for a Special Meeting of the Tribal Council at 10:00 a.m., on Saturday, November 23, 2019 at the Watonga Community Hall, Watonga, Oklahoma; and the purpose of the Special Meeting shall be for the Tribal Council from the floor to: (1) Approve a Resolution approving the Limited Waiver of Sovereign Immunity in the same form, as contained in the loan agreement between the Cheyenne and Arapaho Tribes and Bank of America, N.A. for the construction of Lucky Star Casino - Watonga hotel and related facilities on Highway 270, Watonga, Oklahoma; and (2) Approve the creation of the Departments of Parks and Recreation.


Billie Sutton, Legislator, A1 District


Burl Buffalomeat, Legislator, C1 District


Kendricks Sleeper, Legislator, A2 District



George Woods, Legislator, C2 District


Patrick Spottedwolf, Legislator, A3 District


Sonny Redshin, Legislator, C3 District


Winslow Sankey Jr., Legislator, A4 District


Byron Byrd, Legislator, C4 District


Patrick Spottedwolf
Speaker of the Seventh Legislature
Seventh Legislature of the Cheyenne and Arapaho Tribes

RECEIVED

OCT 21 2019

Cheyenne & Arapaho
Tribal Council Office

CHEYENNE AND ARAPAHO TRIBES
Special Meeting of the Tribal Council
November 23, 2019
Watonga Community Hall, Watonga, OK

RESOLUTION NUMBER: 112319STC-001

DATE POSTED:

DATE PUBLISHED:

DATE APPROVED:

SUBJECT: A Resolution approving limited waivers of sovereign immunity and related provisions associated with a loan to the Cheyenne and Arapaho Tribes (the "Tribes") by Bank of America, N.A. (with any successors and assigns, "Bank") financing the expansion and renovation of the Lucky Star Casino - Watonga hotel and related facilities on Highway 270, Watonga, Oklahoma (the "Project")

WHEREAS: The Tribes are a Federally recognized Indian Tribe organized in accordance with Article XVII of the Tribe's Constitution and By-Laws and Section 3 of the Oklahoma Indian Welfare Act of June 26, 1936 (49 Stat. 1967), under an amended Constitution ratified on April 4, 2006 and approved by the Secretary of Interior on May 17, 2006; and

WHEREAS: The Tribes have sovereign powers that are inherent in Tribal tradition, derived from a history of organized self-government since time immemorial, and recognized by treaties with the United States and in the Constitution of the United States; and

WHEREAS: Article II, Section 3 of the Cheyenne and Arapaho Constitution provides for a separation of powers of the Tribal government by the reservation and delegation of specific powers to other entities of the Tribal government; and, except for these specific limitations, all other general powers of government are embodied in the Legislature's power "to make laws and resolutions in accordance with the Constitution which are necessary and proper for the good of the Tribes"; and, except for these specific limitations, the Tribal Council shall have the power "to set policy for the Tribes and shall have all other powers and duties specifically provided by this Constitution"; and

WHEREAS: At a Special Session of the Legislature held on November 1, 2018, the Seventh Legislature passed Resolution Number 7L-SS-2018-1101-005 that supported the expanding and renovating the Watonga Lucky Star Casino in Watonga, Oklahoma and that authorized Governor Wassana to negotiate and execute necessary contracts; and

WHEREAS: At a Special Session of the Legislature held on January 29, 2019, the Seventh Legislature passed Resolution Number 7L-SS-2019-0129-005 that authorized Governor Wassana to negotiate and execute necessary contracts not to exceed \$25,000,0000 to renovate expand the Watonga Lucky Star Casino; and

WHEREAS: At a Special Session of the Legislature held on January 29, 2019, the Seventh Legislature passed Resolution Number 7L-SS-2019-0129-003 that appropriated Tax Commission funds for the expansion and renovation of the Watonga Lucky Star Casino; and

WHEREAS: At a Special Session of the Legislature held on January 29, 2019, the Seventh Legislature passed Resolution Number 7L-SS-2019-0129-004 that authorized Governor Wassana to pursue and negotiate financing for the expansion and renovation of the Watonga Lucky Star Casino; and

WHEREAS: The Tribal Council of the Tribes desires to (A) authorize or re-affirm the authorization of the Governor of the Tribes to negotiate, execute and deliver on behalf of the Tribes legally binding documentation related to a loan from the Bank to be made for the purpose of financing or refinancing costs related to the Project in an original amount of \$15,000,000, as such amount may be increased by agreement between the parties (the "Loan"), which documentation may contain such terms and conditions as are so negotiated, including, but not limited to, limited waivers of sovereign immunity and related dispute resolution provisions; and (B) authorize the Governor and Legislature of the Tribes to take such actions as are necessary or desirable to effectuate the foregoing, subject to compliance with the Tribes' Constitution; and

NOW, THEREFORE BE IT RESOLVED BY THE TRIBAL COUNCIL OF THE CHEYENNE AND ARAPAHO TRIBES that solely in connection with the Project, the Loan and related documentation (including any amendments thereto, the "Loan Documents") and the transactions related to the foregoing, (A) the Tribes are authorized to grant irrevocable limited waivers of sovereign immunity, substantially as set forth in the "Dispute Resolution Provisions" attached to this Resolution, provided that the Legislature shall approve the final form of such waiver containing language not inconsistent with this Resolution or the Dispute Resolution Provisions; (B) the Tribes are authorized to grant such other waivers and agree to such other terms substantially as set forth in the "Dispute Resolution Provisions" attached to this Resolution; (C) the Governor (or such other person as may be permitted under the laws of the Tribes to act in place of the Governor, if any) is authorized to execute and deliver on behalf of the Tribe any and all Loan Documents authorized pursuant to this Resolution; (D) the Legislature of the Tribes is authorized to take such lawful actions it deems necessary or desirable to effectuate this Resolution, including (i) adoption of the Dispute Resolution Provisions as a matter of the law of the Tribes, which provisions shall be effective independent of the validity or invalidity of any or all Loan Documents, and (ii) adoption of a law allowing arbitration of claims and disputes and the enforcement of arbitration awards in the courts of the Tribes; (E) as a matter of a policy of the Tribes, to promote the economic diversity and the welfare of the Tribes and their members, the Loan and the execution and delivery of the Loan Documents shall not be deemed to have occurred within the jurisdiction of the Tribes, and for purposes of Article X, Section 3 of the Tribe's Constitution, the Bank shall not be deemed to be subject to the jurisdiction of the Tribes; (F) the Tribal Council acknowledges that all notice, publication and hearing requirements for the due adoption of this Resolution have been satisfied; and (G) if any provision of this Resolution shall be invalid for any reason, all other provisions of this Resolution shall remain in full force and effect.

DISPUTE RESOLUTION PROVISIONS

(A) Nothing herein shall be deemed a general waiver of the Cheyenne and Arapaho Tribes' sovereign immunity from suit or other legal process, but the Tribes hereby expressly and irrevocably waive all immunity (and any defense based thereon) from any suit, action or proceeding, or legal process of any nature, including its immunity as set forth in Article X of the Tribe's Constitution, subject to the following specifics and limitations (the "Limited Waiver of Sovereign Immunity"):

(1) Scope of Limited Waiver of Sovereign Immunity. *The Limited Waiver of Sovereign Immunity shall be limited in scope by the following specific conditions:*

- (a) *such waiver shall apply only to a claim or controversy ("Claim") arising from or relating to the Loan Documents or the transactions contemplated therein;*
- (b) *such waiver shall apply in any judicial forum having jurisdiction over the Claim and the parties (including, without limitation, each of the courts described in subsection (B)) and in Arbitration Proceedings as defined below;*
- (c) *such waiver shall apply to any action (each, an "Action") related to any Claim seeking any lawful remedy or relief, whether recognized in law (including the Indian Civil Rights Act, 25 U.S.C. § 1301 et seq.) or in equity, including, but not limited to, provisional or interim relief, damages, injunctive or declaratory relief, actions to compel any Arbitration Proceedings or to confirm or enforce any order, award or relief arising therefrom or related thereto, with respect to any Claim, whether or not within the scope of the regulatory authority of the Tribes;*
- (d) *such waiver shall apply only to Claims asserted and Actions brought by the Bank or any person or entity who is expressly indemnified pursuant to the terms of a Loan Document;*
- (e) *the Limited Waiver of Sovereign Immunity may not be amended, modified or revoked except by mutual agreement between the Tribes and the Bank;*
- (f) *any Claim may be resolved by an arbitration proceeding commenced by the Bank in accordance with the rules for commercial arbitration established by the American Arbitration Association ("Arbitration Proceedings"), subject to such further terms and limitations as may be set forth in any applicable Loan Document.*

(2) Limitation on Duration of Limited Waiver of Sovereign Immunity. *Notwithstanding any other term in these provisions, the Limited Waiver of Sovereign Immunity shall be limited in duration with respect to any Claim or Action to that period of time during which such Claim or Action is permitted to be asserted, commenced or pursued under the laws of the State of Oklahoma or the United States, whichever period of time is greater.*

(B) *With respect to any Action or Claim to which the Limited Waiver of Sovereign Immunity applies, the Tribes hereby expressly, irrevocably and unconditionally, to the extent lawful:*

- (1) *waive all rights to have any such Action or Claim commenced, heard, considered or maintained in the Supreme Court, Trial Court and any other courts or dispute resolution forums of the Tribes (each, a "Tribal Court") (even if such Tribal Court shall have original or concurrent jurisdiction over the matter or the Tribes shall have regulatory authority with respect thereto), irrespective of the doctrines of exhaustion of tribal remedies, abstention, comity or otherwise;*
- (2) (a) *consent to the jurisdiction of the federal and state courts of Oklahoma and any courts competent to hear appeals from such courts (each, a "Specified Non-Tribal Court"), (b) consent to the jurisdiction of the Tribal Courts, and (c) solely to enforce any decree, judgment, award, order, warrant, subpoena or other judicial action taken or issued by a Specified Non-Tribal Court or a Tribal Court (each, an "Judicial Action") or any award resulting from an arbitration proceeding authorized in any Loan Document (each, an "Arbitration Award") regarding an Action or a Claim,*


consent to the jurisdiction of any other court of competent jurisdiction (each, an "Enforcement Court");

(3) waive any claim that any Specified Non-Tribal Court, Tribal Court or Enforcement Court (each an "Approved Court") is an inconvenient forum;

(4) agree not to commence or permit to be maintained any Action in a Tribal Court without the express written consent thereto by the Bank, and to dismiss any Action in Tribal Court for which such consent is not given; and


(5) to the extent they have the power to do so, agree that all governmental powers of the Tribes shall be available and all appropriate officials of the Tribes shall be and hereby are authorized to enforce any Judicial Action or Arbitration Award and any other remedy or relief permitted under these provisions, with the Tribal Court requested and instructed to give full faith and credit to any Judicial Action of a Specified Non-Tribal Court or another Enforcement Court and to recognize, confirm and enforce any Arbitration Award, subject to any limitations imposed thereon by the Legislature.

CHEYENNE AND ARAPAHO TRIBES ANNUAL TRIBAL COUNCIL MEETING



**Chairman, Cheyenne and Arapaho Tribes
Special Meeting of the Tribal Council**

ATTEST:



**Secretary, Cheyenne and Arapaho Tribes
Special Meeting of the Tribal Council**

CERTIFICATION

I, the undersigned, as the Secretary for the Cheyenne and Arapaho Tribes November 23, 2019 Special Meeting of the Tribal Council duly called, convened and held, and do hereby certify that a quorum was present and that the foregoing resolution was adopted by the affirmative vote:

For: 197 Opposed: 47 Abstention: 3 Not Voting 0



Secretary

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CHEYENNE AND ARAPAHO TRIBES

Special Meeting of the Tribal Council

November 23, 2019

Watonga Community Hall, Watonga, OK

RESOLUTION NUMBER: 117319STC-002

DATE POSTED:

DATE PUBLISHED:

DATE APPROVED:

SUBJECT: A Resolution to Approve the Creation of the Department of Parks and Recreation

WHEREAS: The Cheyenne and Arapaho Tribes are a Federally recognized Indian Tribe organized in accordance with Article XVII of the Tribe's Constitution and By-Laws and Section 3 of the Oklahoma Indian Welfare Act of June 26, 1936 (49 Stat. 1967), under an amended Constitution ratified on April 4, 2006 and approved by the Secretary of Interior on May 17, 2006; and

WHEREAS: Article VI, Section 5(a) of the Constitution vests legislative power in the Tribes' Legislature to make laws and resolutions that are necessary and proper for the good of the Tribes; and

WHEREAS: Article VII, Section 1(c) of the Constitution allows for additional Departments to be created by law subject to the approval of the Tribal Council; and

WHEREAS: At a Regular Session of the Legislature held on April 13, 2019, the Seventh Legislature passed Resolution Number 7L-RS-2019-04-005 that created the Establishment of a Department of Parks and Recreation; and

WHEREAS: At a Special Session of the Legislature held on June 21, 2019, the Seventh Legislature passed Resolution Number 7L-SS-2019-0621-003 that appropriated funding for the Department of Parks and Recreation; and

WHEREAS: The Tribal Council is aware of the importance of approving a Cheyenne and Arapaho Department of Parks and Recreation to protect, preserve and manage tribal parks, monuments, powwow grounds, community halls, tribal cemeteries and recreation areas for the perpetual enjoyment and benefit of the Cheyenne and Arapaho Tribes; and

WHEREAS: The Department of Parks and Recreation will safeguard the interests of the Tribes, enhance the sovereignty of the Tribes, and exercise stewardship over those resources committed to it by the Tribes and foreign jurisdictions; and

NOW, THEREFORE BE IT RESOLVED, that the Tribal Council of the Cheyenne and Arapaho Tribes determines that it is in the best interest of the Cheyenne and Arapaho Tribes to approve the Cheyenne and Arapaho Department of Parks and Recreation.

CHEYENNE AND ARAPAHO TRIBES ANNUAL TRIBAL COUNCIL MEETING



**Chairman, Cheyenne and Arapaho Tribes
Annual Tribal Council Meeting**

ATTEST:



**Secretary, Cheyenne and Arapaho Tribes
Annual Tribal Council Meeting**

CERTIFICATION

I, the undersigned, as the Secretary for the Cheyenne and Arapaho Tribes October 5, 2019 Annual Tribal Council Meeting do hereby certify that a quorum was present and that the foregoing resolution was adopted by the affirmative vote:

For: 203 **Opposed:** 0 **Abstention:** 0 **Not Voting** 0



Secretary