

**CHEYENNE & ARAPAHO TRIBES
SPECIAL TRIBAL COUNCIL MEETING
Saturday, November 21, 2009
Hammon Community Building, Hammon, Oklahoma**

RESOLUTION NO. _____

DATE POSTED: _____

DATE APPROVED: _____

SUBJECT: A RESOLUTION AUTHORIZING THE GOVERNOR TO EXECUTE GAMING VENDOR AGREEMENTS ON BEHALF OF THE CHEYENNE AND ARAPAHO TRIBES

WHEREAS; The Cheyenne and Arapaho Tribes ("Tribes") are a federally recognized Indian tribe organized under a Constitution adopted by the Cheyenne and Arapaho People on April 4, 2006 and approved by the Secretary of the Interior; and

WHEREAS; Gaming revenues constitute a principal source of the Tribes' income and fund essential government programs and services that operate to protect the health and welfare of tribal members; and

WHEREAS; To further development of new tribal casinos, promote the expansion of existing tribal casinos, and enhance the operation of existing and future tribal casinos, the Tribes must execute gaming related contracts and gaming vendor agreements necessary for the successful operation of our tribal casino enterprises, including but not limited to gaming machine lease agreements, furniture, fixtures and equipment agreements, construction and development contracts, employment contracts and other like services; and

WHEREAS; Article VII, Section 4(c) of the Tribes' Constitution provides:

The Governor shall have the power to negotiate and sign a contract, other than a gaming management contract, which has been previously and specifically authorized by the Tribal Council or Legislature. No contract shall be valid which has not been previously authorized by the Tribal Council or Legislature. In the event of a conflict between the acts of the Tribal Council and the Legislature regarding the authorization to contract, the act of the Tribal Council shall govern.

WHEREAS; Article X, Section 1 of the Tribes' Constitution provides:

Only the Legislature and the Tribal Council may authorize a waiver of Sovereign Immunity by law...[a]ny authorization by the

BE IT FURTHER RESOLVED that negotiated proposals for contracts and agreements to which the Tribes are to be a party shall contain a provision requiring all contracting parties to comply with all Tribal laws in the formation of their contract and/or agreement with the Tribes, including but not limited to Article VII, §§ 4(b), (c) and (d). Said provision must provide the contracting parties *conspicuous notice* that failure to comply with Tribal laws will render the contract void and contracting parties accepting payment on such invalid, voided contracts may be liable to the Tribes for damages.

BE IT FURTHER RESOLVED that negotiated proposals for contracts and agreements to which the Tribes are to be a party shall contain a provision requiring all contracting parties to honor the Tribes' policies related to employment of Tribal members and to make good faith efforts at promoting policies supporting employment of Tribal members. Said provision must also require contracting parties to comply with all Tribal laws applicable to the parties' relationship with the Tribes, specifically including, but not limited to, the Tribes' TERO Ordinance.

BE IT FURTHER RESOLVED that any waivers of sovereign immunity shall be reviewed and expressly authorized by either the Tribal Council or the Legislature and must comply with the waiver requirements of Article X, Section 1 of the Tribes' Constitution; the Governor **shall not execute any contract or agreement which contains a waiver of sovereign immunity without presenting the terms of the waiver to the Tribal Council or the Legislature for their review and approval prior to the Governor's execution of any such agreements.**

BE IT FURTHER RESOLVED that *any and all* negotiated proposals for gaming related contracts and agreements shall be presented to either the Tribal Council, or the Legislature, along with a proposed Resolution seeking authorization for execution by the Governor, in strict compliance with the following process:

1. Each and every negotiated proposal for gaming related contracts and agreements shall be assigned, by either the Tribal Council or the Legislature, a "Contract Identification Number," which shall be affixed to every page of the proposed contract and/or agreement;
2. Each and every page of any proposed contract and/or agreement, submitted for final authorization, shall be numbered and marked for initialing, with the final page bearing signature blocks for two witnesses who shall print, sign and date the proposal;
3. Resolutions granting authorization shall include detailed information about the contract/agreement and, at a minimum, must include the Contract Identification Number, the number of pages included in the contract proposal, the identification of parties to the

- contract/agreement, whether there is a waiver of sovereign immunity, and, if so, a clause expressly authorizing the waiver pursuant to the constitutional requirements of Article X, Section 1;
4. If receiving authorization by the Tribal Council, the final approved version of the contract must be affixed to the authorizing Resolution with each and every page (of both the Resolution and the contract) having the official stamp and seal of the Tribal Council Coordinator and the marks of two witnesses bearing their initials. Two witnesses shall be selected at large from the Tribal Council under which the authorizing Resolution is passed.
 5. If receiving authorization by the Legislature, the final approved version of the contract must be affixed to the authorizing Resolution with each and every page (of both the Resolution and the contract) having the official stamp and seal of the Legislative Clerk and the marks of at least four Legislators bearing their initials. The four witness Legislators shall be selected by the Legislature at the Legislative Session during which the authorization is granted.
 6. The purpose of the foregoing requirements is to ensure and safeguard the legitimacy of all contracts and/or agreements which are authorized, executed by the Governor and entered into on behalf of the Tribes.

BE IT FURTHER RESOLVED that, pursuant to the governance clause in Article VII, Section 4(c) of the Tribes' Constitution, the Legislature may not authorize any gaming related contracts or agreements that may be covered by this Resolution, which are contrary to the terms of this Resolution; the terms of the Tribal Council Resolution shall govern in the event of any conflict with provisions of any Legislative authorization.

BE IT FURTHER RESOLVED that this authorization applies to *any and all* gaming related contracts and agreements, **except a gaming management contract**, and shall be exercised exclusively in relation to gaming vendor agreements and other gaming related contracts, **except a gaming management contract**. This authorization shall not be construed to extend authorization to the Governor to enter into or execute **any other** legal and binding agreement/s on behalf of the Tribes.

BE IT FINALLY RESOLVED that this Resolution shall supersede and replace Resolution No. _____, passed on _____, hereby repealed, and Resolution No. _____, passed on _____, hereby repealed, and *any other previous Tribal Council Resolutions which are contrary to the terms of this Resolution*.

SO ADOPTED this 21st day of November, 2009 by a vote of ____ yays, ____ nays, ____ abstentions.

**2009 TRIBAL COUNCIL OF THE
CHEYENNE AND ARAPAHO TRIBES**

Chairman

Secretary