

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46

# AMENDED TABLED

CHEROKEE COUNCIL HOUSE  
CHEROKEE, NORTH CAROLINA

Date: January 9, 2025

JAN 09 2025

## RESOLUTION NO. 375 (2024)

A RESOLUTION APPROVING THE THIRD AMENDED AND RESTATED MANAGEMENT AGREEMENT BETWEEN THE TRIBE AND HARRAH'S NC CASINO COMPANY, L.L.C., AND AUTHORIZING AND REQUESTING THE PRINCIPAL CHIEF TO EXECUTE THE AGREEMENT AND SUBMIT IT TO THE NATIONAL INDIAN GAMING COMMISSION FOR APPROVAL.

WHEREAS, the Eastern Band of Cherokee Indians ("Tribe") is a federally recognized Indian tribe enjoying a government-to-government relationship with the United States; and

WHEREAS, to promote economic development, Tribal self-sufficiency and Tribal self-determination, the Tribal Council has previously authorized the establishment of two tribally-owned casinos offering Class III gaming activities as defined by the Indian Gaming Regulatory Act of 1988 ("IGRA"); and

WHEREAS, the original casino gaming facility opened in November, 1997, is known as Harrah's Cherokee Casino Resort, and is located at 777 Casino Drive, Cherokee, North Carolina; the second facility opened in September, 2015, is known as Harrah's Cherokee Valley River Casino & Hotel, and is located at 777 Casino Parkway, Murphy, North Carolina; and

WHEREAS, the Tribe conducts its casino gaming activities at both locations with the help of Harrah's NC Casino Company, L.L.C. ("Harrah's"), a North Carolina limited liability company, which is an independent contractor to the Tribe and serves as manager of the Tribe's facilities; and

WHEREAS, the contractual relationship between the Tribe and Harrah's is governed by, and both are parties to, the Second Amended and Restated Management Agreement which is referred to herein as the "Existing Management Agreement"; and

WHEREAS, the Tribe and Harrah's desire to modify the Existing Management Agreement, have agreed to modifications, and have expressed the agreed-upon changes in the proposed "Third Amended and Restated Management Agreement", and

WHEREAS, the proposed Third Amended and Restated Management Agreement is the result of months of negotiations between the parties, which were conducted in good faith and at arms-length; and

1 WHEREAS, the proposed Third Amended and Restated Management Agreement provides many  
2 benefits to the Tribe, and

3  
4 WHEREAS, the proposed Third Amended and Restated Management Agreement must be  
5 approved by Tribal Council and signed by the Tribe's Principal Chief, Harrah's,  
6 and the National Indian Gaming Commission (NIGC) pursuant to the Indian  
7 Gaming Regulatory Act (25 U.S.C. § 2701 et seq); and

8  
9 WHEREAS, the Tribal Council has reviewed the proposed Third Amended and Restated  
10 Management Agreement and has determined that it is in the Tribe's best interest to  
11 approve the agreement, for the Principal Chief to sign it on behalf of the Tribe, and  
12 that it be submitted to the NIGC for approval.

13  
14 NOW THEREFORE BE IT RESOLVED, by the Tribal Council of the Eastern Band of Cherokee  
15 Indians assembled, at which a quorum is present, that the Tribal Council hereby  
16 authorizes and approves the proposed Third Amended and Restated Management  
17 Agreement by and between the Tribe and Harrah's NC Casino Company, L.L.C.,  
18 an independent contractor.

19  
20 BE IT FURTHER RESOLVED, that the Tribal Council hereby requests the Principal Chief to  
21 execute on behalf of the Tribe the attached proposed Third Amended and Restated  
22 Management Agreement, and to deliver the same to the NIGC for consideration  
23 and approval, along with any other related instruments necessary or helpful to the  
24 Tribe's interest in obtaining the NIGC's approval of the proposed agreement.

25  
26 BE IT FURTHER RESOLVED that all prior resolutions that are inconsistent with this resolution  
27 are hereby rescinded.

28  
29 BE IT FINALLY RESOLVED THAT this resolution shall be effective upon ratification by the  
30 Principal Chief.

31  
32  
33  
34 *Submitted by: Tribal Casino Gaming Enterprise Board of Advisors*

AMENDED

CHEROKEE COUNCIL HOUSE  
CHEROKEE, NORTH CAROLINA  
JANUARY 9, 2025

AMENDMENT to RESOLUTION No. 375 (2025) :

Amend the year from “2024” to “2025”