



**A RESOLUTION OF THE TRIBAL COUNCIL
OF THE DELAWARE TRIBE OF INDIANS
APPROVING THE FIRST AMENDED
OPERATING AGREEMENT FOR TAHKOX e2,
LLC AND APPOINTMENT OF
OFFICERS/MANAGERS FOR TAHKOX e2, LLC**

RESOLUTION 2021-62

Authored by O. Joseph Williams, Tribal Attorney

WHEREAS, the Delaware Tribal Council is authorized by Article V of the Constitution and Bylaws of the Delaware Tribe of Indians to represent and act in all matters that concern the general welfare of the Tribe; and,

WHEREAS, on January 6, 2015, the Delaware Tribal Council approved the Operating Agreement to form under the Delaware Tribe of Indians Limited Liability Companies Act (the "Act") Tahkox e2, LLC ("Tahkox"), a Tribally-chartered Limited Liability Company for the purpose of engaging in any lawful business for which limited liability companies may be organized under the Act; and

WHEREAS, in accordance with the Operating Agreement for Tahkox, the Delaware Tribal Council on behalf of the Delaware Tribe of Indians was established as the sole Member of Tahkox owning one-hundred percent (100.0%) of the Membership Interest and providing for management to be one or more individuals appointed by the Member to oversee the day-to-day operations of Tahkox; and

WHEREAS, on August 21, 2021, the Delaware Tribal Council approved the Operating Agreement to form under the Act the Delaware Tribe Holding Company, LLC ("DTHC"), a Tribally-chartered Limited Liability Company, to carry on and develop tribal business ventures and/or economic development projects for the benefit of the Tribe and its members; and

WHEREAS, in accordance with the Operating Agreement for DTHC, the Delaware Tribe of Indians was established as the sole Member of DTHC owning one-hundred percent (100.0%) of the Membership Interest and providing for management to be conducted through a three (3) member Board of Directors selected by the Tribe through a duly enacted Tribal Resolution; and

WHEREAS, on September 18, 2021, the Delaware Tribal Council approved and enacted Tribal Resolution 2021-36 selecting three (3) members to serve on the Board of Directors for DTHC; and

WHEREAS, on November 8, 2021, the Delaware Tribal Council approved and enacted Tribal Resolution 2021-57 to approve the assignment of all membership interest in Tahkox from the Tribe to DTHC and to amend the Operating Agreement for Tahkox to reflect this change; and

WHEREAS, in accordance with the Act and in furtherance of the Tribe's long-term business development strategy, the Delaware Tribal Council proposes through this Resolution to approve and

adopt the attached "First Amended Operating Agreement of Tahkox e2, LLC" reflecting the new Member provisions and management structure for Tahkox; and

WHEREAS, the Delaware Tribal Council desires to appoint John Zitnick as President/Chief Executive Officer/Manager for Tahkox and to have general supervision authority in accordance with the Operating Agreement for Tahkox; provided, however, that because he is a non-Tribal member, the Delaware Tribal Council shall retain the absolute authority to terminate his employment at any time, with or without cause, and the Delaware Tribal Council shall retain control of all strategic planning, budget approval, and the employment and compensation for Tahkox's officers; and

WHEREAS, the Delaware Tribal Council also desires to appoint Allan Barnes as Vice-President/Chief Operating Officer/Manager for Tahkox and to have supervisory authority and control over the day-to-day operations of Tahkox in accordance with the Operating Agreement for Tahkox.

NOW, THEREFORE, BE IT RESOLVED BY THE DELAWARE TRIBAL COUNCIL, that the Delaware Tribal Council hereby approves and adopts the attached "First Amended Operating Agreement of Tahkox e2, LLC" reflecting the new Member provisions and management structure for Tahkox; and

BE IT FURTHER RESOLVED BY THE DELAWARE TRIBAL COUNCIL the Delaware Tribal Council approves and appoints John Zitnick as President/Chief Executive Officer/Manager for Tahkox and to have general supervision authority in accordance with the Operating Agreement for Tahkox; provided, however, that because he is a non-Tribal member, the Delaware Tribal Council shall retain the absolute authority to terminate his employment at any time, with or without cause, and the Delaware Tribal Council shall retain control of all strategic planning, budget approval, and the employment and compensation for Tahkox's officers; and

BE IT FURTHER RESOLVED BY THE DELAWARE TRIBAL COUNCIL the Delaware Tribal Council approves and appoints Allan Barnes as Vice-President/Chief Operating Officer/Manager for Tahkox and to have supervisory authority and control over the day-to-day operations of Tahkox in accordance with the Operating Agreement for Tahkox.

CERTIFICATION

I hereby certify that the foregoing was considered by the Delaware Tribal Council of the Delaware Tribe of Indians and adopted this 20 day of NOVEMBER 2021 with a vote of 6 yes, 0 no, and 0 abstaining.


Brad KillsCrow, Chief


Attested by: Nicky Kay Michael, Secretary

