

**TO APPROVE A  
LIMITED WAIVER OF SOVEREIGN IMMUNITY**

**IN THE TRIBAL COUNCIL OF THE CHOCTAW NATION**

**THOMAS WILLISTON INTRODUCED THE FOLLOWING COUNCIL BILL**

**A COUNCIL BILL**

**TO APPROVE** a limited waiver of sovereign immunity

**WHEREAS**, the Choctaw Nation of Oklahoma (the "Nation") has determined that it is in the best interests of the Nation to enter into a franchise agreement, as amended in writing from time to time (collectively, the "Franchise Agreement") with Papa John's International Inc. ("Franchisor"); and

**WHEREAS**, the Franchise Agreement shall give the Nation the right to operate a Papa John's restaurant (the "Franchised Restaurant") within the Nation's resort/casino located in Durant, Oklahoma; and

**WHEREAS**, Franchisor is requiring a limited waiver of sovereign immunity from the Nation, applicable to the Franchised Restaurant and only giving Franchisor and Franchisor's Affiliates (as defined in the Franchise Agreement) the right to enforce the terms of the Franchise Agreement, and any related written agreements entered into by the Nation and Franchisor and/or Franchisor's Affiliates (collectively with the Franchise Agreement and as amended in writing from time to time, the "Franchise Governing Documents"), against the Nation; and

**WHEREAS**, the Tribal Council of the Nation has determined that it is in the best interests of the Nation to grant such a limited waiver of sovereign immunity with respect to the Franchised Restaurant.

**THEREFORE, BE IT ENACTED**, by the Tribal Council of the Choctaw Nation of Oklahoma that this Council Bill be cited as approval and authority for the express, unequivocal and irrevocable grant of a limited waiver of the sovereign immunity of the Nation, which limited waiver of sovereign immunity only gives Franchisor and Franchisor's Affiliates the ability to (i) sue the Nation in the Federal or State Courts of the United States, as designated in the applicable Franchise Governing Document(s), in any action to enforce the terms of the applicable Franchise Governing Document(s) and (ii) to enforce judgment upon any award issued thereunder.

**BE IT FURTHER ENACTED**, by the Tribal Council of the Choctaw Nation of Oklahoma that this Council Bill be cited as approval and authority that any monetary recovery obtained through judicial action under this limited waiver of sovereign immunity shall be limited to a total of Two Hundred Thousand Dollars (\$200,000.00) for all claims brought by Franchisor or Franchisor's Affiliates under such action and shall not give Franchisor or any of Franchisor's Affiliates any right to recover from any other assets of the Nation or any agency thereof, regardless of whether such assets are utilized in the operation of the Franchised Restaurant.

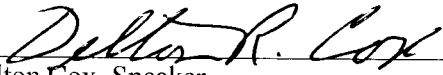
**BE IT FURTHER ENACTED**, by the Tribal Council of the Choctaw Nation of Oklahoma that this Council Bill be cited as approval and authority that nothing contained herein is intended to, nor shall it be construed to, benefit any party other than Franchisor and Franchisor's Affiliates.

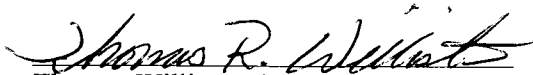
**BE IT FURTHER ENACTED**, by the Tribal Council of the Choctaw Nation of Oklahoma that this Council Bill be cited as approval and authority that, except as specifically set forth herein, nothing contained herein is intended to, nor shall it be construed to, waive the sovereign immunity of (i) the Nation, (ii) any agency thereof or (iii) any official acting on behalf of the Nation, or such agency, and within the scope of his or her official authority.

**BE IT FURTHER ENACTED**, by the Tribal Council of the Choctaw Nation of Oklahoma that this Council Bill be cited as approval and authority that the Chief of the Nation, or his written designee, be authorized to prepare, execute, deliver and/or file any and all agreements (including, but not limited to, the Franchise Governing Documents), certificates, instruments and documents, in such form and with such terms and provisions as the Chief or his written designee may approve, with his, her or their execution, delivery and/or filing thereof to be conclusive evidence of such approval, and to take such other action as he, she or they may deem proper or appropriate, to carry out the intent and purposes of the foregoing enactments.


**CERTIFICATION**

I, the undersigned, as Speaker of the Tribal Council of the Choctaw Nation of Oklahoma, do hereby certify that the Tribal Council is composed of twelve (12) seats. Eight (8) members must be present to constitute a quorum. I further certify that e1even (11) members answered the roll call and that a quorum was present at the Regular Session of the Tribal Council at Tushka Homma, Oklahoma on this 13 day of December, 2014. I further certify that the foregoing Council Bill CB-43 -15 was adopted at such meeting by the affirmative vote of e1even ( 11 ) members, zero ( 0 ) negative votes, and zero ( 0 ) members abstaining.

  
Delton Cox, Speaker  
Choctaw Nation Tribal Council

  
Thomas Williston, Secretary  
Choctaw Nation Tribal Council

Date: 12-18-14

  
The Honorable Gary Batton, Chief  
Choctaw Nation of Oklahoma