

**TO APPROVE SUE AND BE SUED PROVISIONS
FOR CERTAIN ENTITIES OWNED BY CHOCTAW GLOBAL, LLC**

IN THE TRIBAL COUNCIL OF THE CHOCTAW NATION

RONALD PERRY INTRODUCED THE FOLLOWING COUNCIL BILL

A COUNCIL BILL

TO APPROVE sue and be sued provisions for certain entities owned by Choctaw Global, LLC

WHEREAS, the Choctaw Nation of Oklahoma (the "Nation") has created Choctaw Global, LLC, a wholly-owned limited liability company formed under the Nation's Limited Liability Company Act ("Choctaw Global"); and

WHEREAS, the Nation formed Choctaw Global as an instrumentality of the Nation, with one of the core purposes of Choctaw Global being to generate revenue for the Nation to fund its governmental functions, such as providing for the health, education and general welfare of the Nation's Tribal members; and

WHEREAS, the Board of Managers of Choctaw Global (the "Board") has the authority to create subsidiary entities owned by Choctaw Global (each a "Choctaw Global Subsidiary"); and

WHEREAS, certain of the Choctaw Global Subsidiaries (each a "Choctaw Global 8a Subsidiary") will apply for participation in the U.S. Small Business Administration (the "SBA") 8a Business Development Program (the "8a Program"); and

WHEREAS, one of the requirements of participation in the 8a Program is that the organizational documents of a participant must designate the United States Federal Courts to be among the courts of competent jurisdiction for all matters relating to the SBA's program, including, but not limited to, 8(a) Program participation, loans, and contract performance (the "Sue and Be Sued Provision"); and

WHEREAS, the Tribal Council of the Nation (the "Council") has determined that it is in the best interests of the Nation that the organizational documents of each Choctaw Global 8a Subsidiary include the Sue and Be Sued Provision; and

WHEREAS, the Council has determined that it is in the best interests of the Nation that the Board be given discretion to determine which Choctaw Global Subsidiaries will be Choctaw Global 8a Subsidiaries and to include the Sue and Be Sued Provision in such Choctaw Global 8a Subsidiaries' organizational documents.

THEREFORE BE IT ENACTED by the Council that this Bill be cited as approval for the Sue and Be Sued Provision to be included in a Choctaw Global 8a Subsidiary's organizational documents.

BE IT FURTHER ENACTED by the Council that this Bill be cited as approval for the Board to determine when a Choctaw Global Subsidiary will be a Choctaw Global 8a Subsidiary and to include the Sue and Be Sued Provision in such Choctaw Global 8a Subsidiary's organizational documents, provided that the Sue and Be Sued Provision shall read as follows:

The [Company/Corporation] may sue and be sued in any of the United States Federal Courts, which are hereby designated to be among the courts of competent jurisdiction, for all matters relating to SBA's program, including, but not limited to, 8(a) Business Development Program participation, loans, and contract performance.

The authority provided herein is limited to the requirements of the 8(a) Business Development Program and is not intended to, nor shall it be construed to, waive the immunity of the [Company/Corporation], its [Member/Shareholder], the Choctaw Nation of Oklahoma, or any affiliate, subsidiary or agency thereof, for any other purpose not explicitly included herein. This authority is granted solely to comply with the requirements of 13 C.F.R. § 124.109 (the "Regulation"), and it shall not be interpreted to grant any rights to parties other than those intended by the Regulation. Further, any recovery under this provision shall be limited to the assets of the [Company/Corporation].

BE IT FURTHER ENACTED, by the Council that this Bill be cited as approval and authority that nothing contained herein is intended to, nor shall it be construed to, waive the sovereign immunity of any Choctaw Global 8a Subsidiary except as specifically set forth herein.

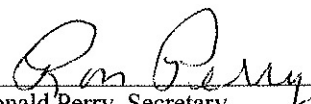
BE IT FURTHER ENACTED, by the Council that this Bill be cited as approval and authority that nothing contained herein is intended to, nor shall it be construed to, waive the sovereign immunity of (i) the Nation, Choctaw Global or any Choctaw Global Subsidiary that is not a Choctaw Global 8a Subsidiary, (ii) any agency of the Nation or (iii) any manager, director, officer, official and/or employee acting on behalf of the Nation, Choctaw Global, any Choctaw Global Subsidiary or any agency of the Nation, and within the scope of his or her official authority.

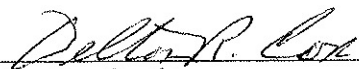
BE IT FURTHER ENACTED, by the Council that this Bill be cited as approval and authority that any monetary recovery obtained through judicial action under any Sue and Be Sued Provision shall be limited to the assets of the applicable Choctaw Global 8a Subsidiary and shall not give any party any right to recover from the assets of any other Choctaw Global Subsidiary, Choctaw Global, the Nation or any agency thereof.

BE IT FURTHER ENACTED by the Council that this Bill be cited as approval that the Chief of the Nation, or his designee, or the manager(s), director(s) and/or officer(s) of Choctaw Global or any Choctaw Global 8a Subsidiary, be authorized to prepare, execute, deliver and file any and all agreements, certificates, instruments and documents, in such form and with such terms and provisions as the Chief of the Nation, or his designee, or the manager(s), director(s) and/or officer(s) of Choctaw Global or any Choctaw Global 8a Subsidiary, 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 eleven (11) members answered roll call and that a quorum was present at the Regular Session of the Tribal Council at Tuskahoma, Oklahoma on May 13, 2017. I further certify that the foregoing Council Bill CB- 83 -17 was adopted at such meeting by the affirmative vote of ten (10) members, zero (0) negative votes, and one (1) abstaining.


Ronald Perry, Secretary
Choctaw Nation Tribal Council


Delton Cox, Speaker
Choctaw Nation Tribal Council


Gary Patton, Chief
Choctaw Nation of Oklahoma

Date 5-17-17