

**EASTERN BAND OF CHEROKEE INDIANS
ANNUAL COUNCIL AGENDA**

ShhJ October 21, 2025

8:30 a.m.

- I. Called to Order – Chairman Jim Owle**
- II. Prayer–**
- III. Roll Call –**
- IV. Orders of the Day –**

-Agenda Items –

- 8:30 a.m. - A resolution approving an extension of the existing Gaming Management Agreement, aka, The Second Amended and Restated Management Agreement, between the Tribe and Harrah's NC Casino Company, LLC, to give the Tribe additional time to obtain approval of the Third Amended and Restated Management Agreement (Item No. 1)

Reports and Announcements

- 8:40 a.m. - David Jumper, Request for time to address Questions and Concerns

- V. Walk-In Resolutions/Ordinances**
- VI. Banishment Items**
- VII. Recess.**

[illegible][illegible]

CHEROKEE COUNCIL HOUSE
CHEROKEE, NORTH CAROLINA

Date: _____

RESOLUTION NO. ____ (2025)

A resolution approving an extension of the existing Gaming Management Agreement, aka The Second Amended and Restated Management Agreement, between the Tribe and Harrah's NC Casino Company, LLC, to give the Tribe additional time to obtain approval of the Third Amended and Restated Management Agreement which was submitted to the Chair of the NIGC for approval thereof, but such approval is still pending.

WHEREAS, the Eastern Band of Cherokee Indians ("Tribe") is a federally recognized tribe enjoying a government-to-government relations 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")

WHEREAS, the original casino gaming facility opened in November, 1977, 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, LLC ("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 currently governed by, and both entities are parties to, the Second Amended and Restated Management Agreement which is referred to herein as the "Existing Management Agreement"; and

WHEREAS, on January 9, 2025, proposed changes to the Existing Management Agreement entitled "Third Amended and Restated Management Agreement" were presented to Tribal Council in Resolution No. 375 (2025), which was deemed read and tabled for a work session and a substantive discussion at a later date; and

1 WHEREAS, the existing Management Agreement was set to expire on May 29, 2025 and the
2 Third Amended and Restated Management Agreement had been submitted to the
3 NIGC for approval, but the approval had not been received; and
4

5 WHEREAS, to ensure compliance with the IGRA, the Tribe and the Manager executed a Second
6 Amendment to the Second Amended and Restated Management Agreement
7 extending the expiration date of the Second Amended and Restated Management
8 Agreement until November 29, 2025 which extension was approved by the NIGC;
9 and
10

11 WHEREAS, as of this date the NIGC still has not approved the Third Amended and Restated
12 Management Agreement
13

14 WHEREAS, the Tribe and the Manager desire to extend the term of the Second Amended and
15 Restated Management Agreement for an additional six months from November 29,
16 2025 until May 29, 2026 to allow for the granting of approval by the NIGC of the
17 Third Amended and Restated Management Agreement; and
18

19 WHEREAS, Tribal Council has reviewed the proposed extension expressed in the attached Third
20 Amendment to the Second Amended and Restated Management Agreement and has
21 determined that it is in the Tribe's best interest to approve the extension, for the
22 Principal Chief to sign it on behalf of the Tribe, and that it be submitted to the NIGC
23 for approval.
24

25 NOW THEREFORE BE IT RESOLVED, by the Tribal Council of the Eastern Band of Cherokee
26 Indians assembled, at which a quorum is present, that the Tribal Council hereby
27 authorized and approves the attached Third Amendment to the Second Amended
28 and Restated Management Agreement which extends the term of the Second
29 Amended and Restatement Management Agreement until May 29, 2026.
30

31 BE IT FURTHER RESOLVED, that Tribal Council requests the Principal Chief to execute on
32 behalf of the Tribe the attached Third Amendment to the Second Amended and
33 Restated Management Agreement, and to deliver the same to the NIGC for
34 consideration and approval, along with any other related documents necessary or
35 helpful to the Tribe's interest in obtaining the NIGC's approval of the proposed
36 extension.
37

38 BE IT FURTHER RESOLVED, that all prior resolutions that are inconsistent with this resolution
39 are hereby rescinded .
40

41 BE IT FINALLY RESOLVED THAT this resolution shall be effective upon ratification by the
42 Principal Chief.
43
44

45 *Submitted by: Tribal Casino Gaming Enterprise Board of Advisors*

**THIRD AMENDMENT TO SECOND AMENDED AND RESTATED MANAGEMENT
AGREEMENT
BETWEEN THE EASTERN BAND OF CHEROKEE INDIANS
AND HARRAH'S NC CASINO COMPANY, L.L.C.**

This instrument shall be known as the "Third Amendment to the Second Amended and Restated Management Agreement" (this "Amendment") dated as of October __, 2025. This Amendment amends the Second Amended and Restated Management Agreement entered into as of March 2018, as amended by the First Amendment to Second Amended and Restated Management Agreement, entered into as of February 9, 2024, and as further amended by the Second Amendment to Second Amended and Restated Management Agreement, entered into as of February 12, 2025 (as so amended, the "Management Agreement"), by and between the Eastern Band of Cherokee Indians, a federally recognized Indian Tribe (the "Tribe"), and HARRAH'S NC CASINO COMPANY, L.L.C., a North Carolina limited liability company (the "Manager").

WHEREAS, the Management Agreement is currently set to expire on November 29, 2025; and

WHEREAS, the Tribe and the Manager executed a Third Amended and Restated Management Agreement to replace the Management Agreement (the "Third A&R Management Agreement"), which was submitted to the Chair of the NIGC for approval thereof, but such approval is still pending; and

WHEREAS, the Tribe and the Manager desire to extend the term of the Management Agreement for up to six additional months in order to keep it in effect until the Third A&R Management Agreement is approved by the Chair of the NIGC.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby enter this Amendment as provided below. All terms used in this Amendment and not otherwise defined in this Amendment shall have the meanings set forth in the Management Agreement.

1. Amendments

1.1 Section 3.2 of the Management Agreement is amended in restated in its entirety as follows:

"3.2 Term. The term of this Agreement began on the Effective Date, which was March 29, 2018, and shall continue until the earlier of (a) May 29, 2026, or (b) the effective date of the approval of the Third A&R Management Agreement by the Chair of the NIGC (the "Term").

1.2 The parties acknowledge and agree that this Amendment shall not become effective until it has been approved by the Chair of the NIGC. Except as modified herein, all of the terms of the Management Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date set forth above.

**THE EASTERN BAND OF CHEROKEE
INDIANS**

By: _____

Its: _____

HARRAH'S NC CASINO COMPANY, L.L.C.

By: _____

Its: _____

Approved pursuant to 25 U.S.C. § 2711 and
Approved pursuant to 25 U.S.C. § 81

NATIONAL INDIAN GAMING COMMISSION

By: _____

Chairman