

EXHIBIT D

MEMORANDUM OF UNDERSTANDING BETWEEN THE CITY OF
PORTERVILLE AND THE TULE RIVER INDIAN TRIBE TO ADVANCE
FURTHER NEGOTIATIONS AND THE PERFORMANCE OF
GOVERNMENTAL PROCESSES

1. The City and Tribe desire to work together towards the development of the Tribe's property located within the City of Porterville and subject to the land trust application currently pending before the Bureau of Indian Affairs, to be amended for gaming and resort use. Specifically the Tribe desires to develop and construct a hotel resort and casino, and the City is supportive of the concept.
2. The parties desire to resolve the prior objections and issues between the parties concerning the land fee to trust application.
3. The deal points contained herein shall be used for the development of a detailed Agreement(s) consistent with these deal points.
4. The City and the Tribe agree that following property described in Attachment 1a and 1b will be subject to this Agreement, excluding the potential location of the Porterville Fair at the City's Sports Complex property.
5. The City acknowledges that the proposed comprehensive amendment to the City's General Plan allows for commercial recreation which would include the resort development. However, the public input and testimony portion of the general plan process has not yet been concluded.
6. Upon adoption of a comprehensive General Plan Amendment, that allows for commercial recreation, the Porterville Airport Area Development Association/Agency ("PAADA," described in further detail below) shall pursue/propose a Specific/Master Plan for the property for resort and recreational use.
7. The City shall conduct the appropriate environmental review as required by CEQA with regard to any projects related to these deal points, including but not limited to any review needed for the adoption of the Agreements, review related to the General Plan update, the Specific/Master plan, and the project(s) itself. The costs for review shall be shared between the parties in proportion via future agreements before the specific costs are incurred.
8. The Tribe shall conduct the appropriate environmental review as required by NEPA concerning the project.

9. The Tribe agrees to move forward with its plans for a hotel resort and casino, including in a future phase, development of a golf course facility by PAADA.

10. The parties agree to reform the current STIG organization into the Porterville Airport Area Development Association/Agency ("PAADA"). PAADA shall remain an advisory committee unless and until the parties receive legislative authorization for the creation of a joint powers authority or other entity. If PAADA does not receive such legislative authorization, PAADA's determinations shall be deemed recommendations to the City and Tribal Council. PAADA shall be responsible for oversight and recommendations to the parties concerning the development of the airport area (defined above) as well as the exploration of other development and recreational opportunities of mutual interest to the parties. PAADA shall also serve as the reviewing body concerning proposed regulations by either party affecting the property subject to these deal points, the development applications/permits and fees concerning the property, operating and service/mutual aid agreements between the parties concerning the property, and any regulatory action needed for projects in the area subject to these deal points. Additionally, all in lieu fees for property, sales, transient occupancy, utility user, and business licenses related to the subject property/area shall be coordinated through PAADA via the Summary of STIG/PAADA Finance Mechanism attached hereto as Attachment 2, and annually reviewed by PAADA.

11. PAADA shall serve as the appeals body for disputes between the parties with regard to the property/area, projects and fees. Decisions by PAADA shall be final and conclude all administrative remedies between the parties. Within the primary zone (see Attachments 1a and 1b), to the extent allowed by law, decisions by PAADA will be appealable to the Federal or State Court in accordance with the jurisdiction provisions of the Agreements between the parties and applicable law. Within the benefit zone, PAADA decisions shall be advisory.

12. PAADA shall not intervene between the parties and other regulatory authorities. PAADA shall not impair the operational management of tribal or city-owned properties, or other properties under the jurisdiction of the respective parties but not subject to these deal points.

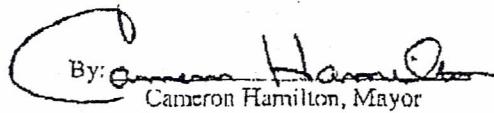
13. PAADA shall consist of five association members, of whom two members shall be appointed by the Tribal Council from its membership and two members shall be appointed by the City Council from its membership. The remaining member shall be appointed by the four PAADA committee members and serve a one year term. A majority vote of the entire PAADA membership shall be required for the adoption of a recommendation. The parties shall cooperate to develop the procedural rules for determinations by and appeals to PAADA. Said rules shall be consistent with all laws applicable to the City, including but not limited to the Brown Act.

14. The parties agree to pursue the development of Agreements consistent with these

deal points, including an Agreement(s) covering the specific development project(s) contemplated, service/mutual aid agreements, and provisions for City's cost recovery service agreements.

Approved for further negotiations through January 30, 2010.

Date: 1/30/08 CITY COUNCIL OF THE CITY OF PORTERVILLE

By: 
Cameron Hamilton, Mayor

Date: _____ TULE RIVER TRIBAL COUNCIL

By: _____
Neil Peyron, Chairman

Potential Alternative Zone Definitions

Primary Zone: Alt. 1 The Primary Zone includes the Tribal land subject to the Land to Trust Application which includes Assessor Parcel Numbers 302-400-001 through 017 and adjacent public right-of-way. It also includes the existing Sports Complex property to the north which consists of 100± acres and the City's 34± acre parcel immediately south of the Tribal land. This area is identified on the Draft PAADA Land Use Area Diagram attached hereto.

Land within this area is subject to STIG/PAADA land use, fiscal and programmatic decision making authority. It is mutually agreed that the decisions made with the Primary Zone are of utmost importance to the economic viability of the uses to be developed in this area.

Alt. 2 As depicted on the attached diagram, the Primary Zone is the location of the Resort Development and other related Commercial or Municipal Recreational uses that are the focus of the joint land use agreement and proposed Joint Powers Authority. Land within the Primary Zone is subject to STIG/PAADA's land use authority. It is mutually agreed upon that the compatibility and connectivity of these uses are of the utmost importance.

Alt. 3 The Primary Zone is identified on the attached Draft PAADA Land Use Area diagram, a portion of which is the subject of the Tribe's Land to Trust Application for the proposed Resort/Casino Development. Additional land within the Primary Zone under City ownership bears a direct relationship to the economic and operational viability of the Resort/Casino Development. Therefore it is mutually agreed that the coordinated decision making for projects within this Zone shall be made by STIG/PAADA.

Benefit Zone: Alt 1. The Zone of Benefit is described on the attached diagram as an area that has a close relationship to the Primary Zone in that it incorporates adjacent lands and lands following access routes into and out of the area that are wholly or partially within the City jurisdiction. It is mutually agreed upon that, due to its relationship to the Primary Zone, the area could benefit from revenues derived within the Primary Zone that may benefit the area and in return benefit the development within the Primary Zone.

Alt. 2 As depicted on the attached diagram, the Zone of Benefit is that area that is either wholly or partially within the City's jurisdictional boundaries, and may benefit by revenues generated within the Primary Zone and by funding projects within this zone, may in return, benefit development within the Primary Zone.

Alt. 3 The Zone of Benefit is identified on the attached Draft PAADA Land Use Area diagram that may benefit by the Resort/Casino Development by the economic success of the project by the use of funds derived within the Primary Zone that will provide resources to undertake projects that will in return benefit development within the Primary Zone.

DRAFT PAADA LAND USE AREA

