

BYLAWS
OF
THE JOINT EMPLOYMENT AND PROCUREMENT
ADVISORY BOARD
as adopted on May 19, 2005 and amended on December 16, 2010

ARTICLE I

SCOPE OF ACTIVITY

1. The Joint Employment and Procurement Advisory Board (hereinafter the "Corporation") is organized and shall be operated for the purposes stated in the Articles of Incorporation, as amended from time to time. In furtherance of its corporate purposes, the Corporation shall conduct the following activities:
 - a) advising the Casino Operators, as defined below, concerning, evaluating the effectiveness of, and recommending improvements to, their programs to achieve the goals of (i) not less than fifty-one percent (51%) Detroit resident employment and (ii) not less than thirty percent (30%) procurement of goods and services from Detroit based businesses, Detroit resident businesses, Minority business concerns, Women-owned businesses and Small business concerns;

 - b) reviewing the Casino Operators' practices and programs aimed at achieving such goals and the success of such efforts, recommending improvements and refinements to such practices and programs and assisting the Casino Operators in involving local community organizations and businesses in support of such efforts; and
 - c) recommending to the Casino Operators, if warranted, the engagement of outside consultants to provide expert, independent guidance to improve the effectiveness of such programs.
2. No activities other than those specified in Section 1 above shall be conducted unless authorized by amendment to these Bylaws. For the avoidance of doubt with respect to the interpretation of the foregoing statement of authorized activities, please refer to the development agreements for Detroit Entertainment, LLC, a Michigan limited liability company, Greektown Casino, LLC, a Michigan limited liability company and MGM Grand Detroit, LLC, a Delaware limited liability company.

ARTICLE II

OFFICES

The principle office of the Corporation shall be located in the City of Detroit and shall be the registered office of the Corporation unless the Members shall otherwise determine.

ARTICLE III

MEMBERS

1. Identification; Rights. The Members of the Corporation shall be composed of nine (9) persons, one (1) of whom shall be appointed by each of the Casino Operators, three (3) of whom shall be appointed by the Mayor of the City of Detroit (the "Mayor") and three (3) of whom shall be appointed by the City Council of the City of Detroit (the "City Council"). Subject to the voting requirements of Article XI, each Member shall have equal rights with other Members of the Corporation.
2. Special Meetings. Special meetings of the Members may be called upon the ~~written request of three (3) or more of the Members of the Corporation.~~ Such written request shall state the time and place of such special meeting.

Notice of Meetings. Notice of the regular meetings shall be given to each Member not less than ten (10) or more than sixty (60) days before the meeting. Notice of any special meeting shall be given to each Member upon not less than five (5) days notice. Notice shall be written and delivered in person, by facsimile, email, or by recognized national courier service to the Member's last known address. Notice of a special meeting shall state the purpose or purposes thereof, and no business unrelated thereto shall be conducted at the meeting.

4. Waiver of Notice. A Member may waive notice of any regular/special meeting by written consent filed with the minutes of the meeting. Attendance at any regular/special meeting shall constitute waiver of notice of the meeting unless a Member attends a meeting for the sole purpose of objecting to the manner of calling the meeting.
5. Quorum. Five (5) Members present in person shall constitute a quorum for the transaction of business at any duly constituted meeting of the Members.
6. Removal or Suspension. A Member may be removed or suspended with or without cause only by the party who appointed the Member.
7. Resignation. A Member may resign by providing written notice of resignation to the Secretary or Vice Chairperson or Chairperson of the Corporation and the party who appointed the Member.

ARTICLE IV

BOARD OF DIRECTORS

1. General Appointment. The Members of the Corporation shall also serve as its Board of Directors (the "Board"). Subject to the voting requirements of Section 10 below, all Directors shall form a single class of directors.
2. Term of Office; Nomination; Election. Each Director shall hold office until he or she is no longer a Member of the Corporation.
3. Vacancy. A vacancy on the Board of Directors due to death, resignation or by removal of a Member shall be filled by the party who appointed said Member. A Member appointed to fill a vacancy shall hold office until a successor is appointed and qualified.
4. Regular Meeting. Unless otherwise noticed, regular meetings of the Board shall be held on the third Thursday of each month at such hour and place as a majority of them shall determine.
5. Special Meetings. Special meetings of the Board may be called upon the written request of two (2) or more of the Directors of the Corporation. Such written request shall state the time and place of such special meeting.

Notice of Place of Meetings. Notice of a regular meeting shall be give to each Director not less than ten (10) or more than sixty (60) days before the meeting. Notice of any special meeting shall be given to each Director upon not less than five (5) days notice. Notice shall be written and delivered in person, by facsimile, email, or by recognized national courier service to the Director's last known address. Notice of a special meeting shall state the purpose or purposes thereof, and no business unrelated thereto shall be conducted at the meeting.

7. Conference Calls. Upon request made at least two (2) business days prior thereto, a Director may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may hear each other.
8. Written Consent. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, before or after the action, all the Directors consent thereto in writing. The consents of the Directors shall be filed with the minutes of the Board.
9. Vote Requirements. The following actions shall require the affirmative vote of at least one (1) Director appointed by the Mayor, one (1) Director appointed by the City Council and one (1) Director appointed by the Casino Operators:
 - a) Approval;
 - b) Approval of expenditures outside of approved budget;
 - c) Borrowing or encumbering the assets of the Corporation;
 - d) Commencement or settlement of litigation;

- e) Approval of any contracts, leases, personal services or employment agreements; and
 - f) The merger, dissolution or disposition of substantially all the assets of the Corporation.
10. Duty of Disclosure. Any Director shall disclose for entry in the minutes of the Board any conflict of interest or outside interest in any activity or entity (i) being considered as a potential vendor or service provider to the Corporation or (ii) which has interests that are contrary to the best interest of any Member of the Corporation. Where any such conflict of interest exists or is apparent, such Director shall abstain from voting on any matters which involve the conflicted activity or entity.

ARTICLE V

OFFICERS

1. Officers. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, and such other officers as may be appointed or elected by the Board.
2. Election; Term of Office; Qualification. The officers shall be elected by the Board of Directors for terms commencing at the next meeting of the Board, and shall hold office for terms of two years or as long as the person wishes to serve, or until their successors are duly elected and qualified. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected from among the Directors.
3. Vacancies. A vacancy in any office due to death, resignation or other cause shall be filled by the Board. An officer so appointed shall hold office until his or her successor is duly elected and qualified.
4. Chairperson. The Chairperson shall preside over all meetings of the Members and of the Board, and shall have and exercise general charge and supervision of the affairs of the Corporation. The Chairperson shall have such powers and shall perform such duties as are normally incident to the office of the President or as may be assigned by the Board. In the name of the Corporation, the Chairperson shall execute contracts and other instruments authorized by the Board, except as otherwise directed by the Board. In the absence of the Chairperson, the Vice Chairperson will take on the obligations of the Chairperson.
5. Secretary. The Secretary may execute with the Chairperson or the Vice Chairperson, if the Chairperson is not in attendance at a meeting or not reachable all authorized contracts and other instruments in the name of the Corporation, except as otherwise directed by the Board. The Secretary shall, in general, perform all the duties normally incident to the office of secretary and shall do and perform such other duties as may be assigned by the Board.

6. Treasurer. The Treasurer shall have the custody of and be responsible for all moneys, securities and funds of the Corporation and shall keep full and accurate records and accounts in the books of the Corporation, which shall be open at all times to inspection by the Directors. The Treasurer shall make a full report of the financial condition of the Corporation at regular meetings of the Members and shall make such other reports and statements as shall be required from time to time by the Chairperson or the Board. The Treasurer shall deposit the funds of the Corporation as may be designated by the Board. All checks and other orders for the disbursement of funds of the Corporation shall be executed by the Treasurer and by either the Chairperson, or the Vice Chairperson, or the Secretary of the Corporation, only as directed by the Board and not in excess of the funds available for the purpose.
7. Other Officers. Any officer whose powers and duties are not described in these Bylaws shall have such powers and duties as the Board shall determine.
8. Customary Powers. To the extent the powers and duties of officers are not provided from time to time by resolution, these Bylaws, or the Board, the officers shall have all powers normally incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and purposes to this Corporation.
9. Acting Officers. The Board may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. ~~An acting officer so appointed shall have the power and be subject to~~ all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
10. Removal or Suspension. Any officer may be removed or suspended with or without cause by the Board.
11. Resignation. An officer may resign by providing written notice of resignation to the Chairperson or Secretary of the Corporation.

ARTICLE VI

ADVISORY COMMITTEES

The Board may appoint from its members or from among any such other individuals as they may see fit, one or more advisory committees, and at any time may appoint additional members thereto. Such committees shall serve at the pleasure of the Board. Such committees shall advise and assist the Directors and officers of the Corporation in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedures.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31 of that year.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES; INSURANCE

1. Indemnification. The Corporation shall indemnify, to the fullest extent authorized or permitted by law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was a Member, Director and/or officer of the Corporation or such person served on any formally constituted advisory body or committee of the Corporation or its Members or Directors, or any such person served at the request of the Corporation, as a director, shareholder, member, officer, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.
2. Liability Insurance. Notwithstanding the foregoing, the indemnification provided to any person described in Section 1 above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including, without limitation, any benefit available under any insurance of the Corporation, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable law, the Corporation may purchase and maintain insurance on behalf of any person described in Section 1 above against any liability asserted against him or her or incurred by him or her in any capacity or arising out of his or her status as such, whether or not the Corporation would otherwise have the power to indemnify under the circumstances.

ARTICLE IX

COMPENSATION

No Director or officer shall receive any compensation for services rendered as a Director or officer, but the Board may authorize the reimbursement of reasonable and necessary expenses incurred by a Director or officer on behalf of the Corporation.

ARTICLE X

GENERAL PROVISIONS

1. Corporate Books, Records, Minutes. The Corporation shall keep books and records of account and minutes of the proceedings of the Members and of the Board and all committees thereof. Any such books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form, without charge any such record not in writing, upon written request of a person entitled to inspect them.

2. Sureties and Bonds. If the Members or the Board require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Members or the Board may direct, conditioned upon the faithful performance of that person's duties to the Corporation, including responsibility for the negligence and for the accounting of all property, funds or securities of the Corporation which may come into that person's hands. The Corporation shall bear all costs incurred in connection with such bond.

ARTICLE XI

AMENDMENTS OF BYLAWS

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Members by the affirmative vote of at least two (2) Members appointed by the Mayor, two (2) appointed by the City Council and two (2) Members appointed by the Casino Operators.

JOINT EMPLOYMENT & PROCUREMENT ADVISORY BOARD

Two (2) members appointed by Mayor to three (3) year term

Applicable Removal Provisions

Bylaws

Applicable or Related Ordinances or Statutes

Current Description of Agency

Established for the three casino developers.