

**RESOLUTION OF THE GOVERNING BODY OF
THE THREE AFFILIATED TRIBES OF THE
FORT BERTHOLD RESERVATION**

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribes generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, The Tribal Business Council has chartered several independent, Tribally owned businesses which are in need of a line of credit with a lending institution in order to allow work in progress to go forward, including Fort Berthold Development Corporation (FBDC), whose primary business is building construction and modification; Twin Buttes Custom Homes, Inc. (TBCH), whose business is the construction of custom built modular homes and buildings; and Mandaree Solid Surface Co., (MSSC), whose business is the construction of countertops and other items needed inside homes and business buildings; and

WHEREAS, The Tribal Business Council has already passed Resolution Nos. 00-200-DSB and 00-201-DSB authorizing lines of credit for FBDC and TBCH in an amount of \$1,000,000 per company, and has already passed Resolution No. 00-249-DSB authorizing a pledge of sufficient collateral to obtain a letter or line of credit for FBDC in an amount up to \$1,000,000; and

WHEREAS, Based on further discussion, it is necessary to pledge specific assets in order to obtain a line or letter of credit for the benefit of either FBDC, TBCH or MSSC; and

WHEREAS, All three of these companies either are working on projects whose funding is already approved by the Tribe or will be getting contracts for which a line of credit is necessary to complete the work prior to payment being made on the contracts from the funding source; and

WHEREAS, FBDC has certain contracts already in place in connection with the casino expansion project, funded by a loan to the Tribe from Miller & Schroeder and will need a line of credit for that business; TBCH already has firm orders for houses from the Tribe that will require a line of credit for materials and labor for those houses, and along with that, MSSC will obtain business to complete the homes by providing such things as countertops which will also require a line of credit for materials and labor; and

WHEREAS, Typically, because FBDC, TBCH and MSSC do not have an established credit history, lenders require that these companies obtain a general guarantee by the Tribe, with a corresponding limited waiver of sovereign immunity, of such funds as these entities will need to borrow on a short term basis to purchase materials and pay the cost of labor, and do not yet have sufficient collateral or cash flow on their own to be able to secure the short term line of credit loans that are needed to allow the businesses to continue to successfully operate, and therefore need a Tribal guarantee of such short term borrowing needs; and

WHEREAS, The Tribe will be able to provide such a guarantee by depositing with Community First National Bank in Dickinson a \$1,000,000 Certificate of Deposit to secure a loan against which advances may be made to FBDC, TBCH and MSSC by Community First, so long as the total of the advances made does not exceed \$1,000,000; and

WHEREAS, The funds needed for the \$1,000,000 Certificate of Deposit are available in the Tribe's economic development budget for Fiscal Year 2001 in accordance with the Tribe's plan for expenditures of the interest earned from the Economic Recovery Fund created by the Equitable Compensation Act, P.L. 102-575, and are also available from those funds that are available and which represent not more than 10% of the net profits from 4 Bears Casino and Lodge, in fulfillment of the requirements of Section 7 of the Amended Tribal-State Gaming Compact approved by the Secretary of Interior on November 26, 1999; and

WHEREAS, The Tribe agrees that the line of credit will be used by each of the three Tribally owned businesses named herein, as separate advances, or separate loans, each to be approved first by the Executive Committee of the Tribal Business Council, in any amount up to the maximum of \$1,000,000, but such that the total advances or loans made at any one time shall not exceed \$1,000,000; and

WHEREAS, The Tribe understands that the advances or loans made pursuant to this Resolution will not be made unless such funds are secured by written contracts pursuant to which the funds advanced under this Resolution will be paid back; and

WHEREAS, The Tribe understands that the interest rate being earned on the Certificate of Deposit will be approximately 6.25% annually and the interest to be paid on any amount outstanding under the line of credit being requested will be 7.25% annually; and

WHEREAS, The line of credit to FBDC will be available, at the present time, only for the purpose of contracts pertaining to the casino expansion project funded by Miller & Schroeder Financial, Inc.; and

WHEREAS, The Tribe understands that the amount of the line of credit may need to be increased at a later point in time to cover additional needs of the various Tribal companies mentioned herein; and

WHEREAS, The Tribe understands that as the above companies pay back advances or loans made under the line of credit being obtained future guarantees by the Tribe of lines of credit may not be necessary, and therefore desires to limit the length of time that authority for this line of credit will be extended to one year from the date the Certificate of Deposit is deposited with Community First National Bank;

NOW, THEREFORE, BE IT RESOLVED, that for the benefit of Fort Berthold Development Corporation, Twin Buttes Custom Homes, and Mandaree Solid Surface Company, and to obtain and secure a line of credit for the benefit for FBDC, TBCH and MSSC, the Tribal Business Council of the Three Affiliated Tribes hereby agrees to provide collateral for the line of credit sought in the form of a Certificate of Deposit to be made from Tribal funds and to be held by Community First National Bank of Dickinson (Community First) in an amount of \$1,000,000; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the funds needed for the Certificate of Deposit with Community First will be derived from the FY 2001 economic development budget for Fiscal Year 2001 in accordance with the Tribe's plan for expenditures of the interest earned from the Economic Recovery Fund created by the Equitable Compensation Act, P.L. 102-575, and will also be derived, in an amount to be determined by the Executive Committee of the Tribal Business Council, from those funds that are available and which represent not more than 10% of the net profits annual profits for calendar year 2000 and 2001 from 4 Bears Casino and Lodge, owned and operated by the Three Affiliated Tribes, in fulfillment of the requirements of Section 7 of the Amended Tribal-State Gaming Compact approved by the Secretary of Interior on November 26, 1999, and further, that the \$1,000,000 Certificate of Deposit will be made as a one year certificate only; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that any and all advances made to FBDC, TBCH or MSSC, either as a separate loan or as an advance against a loan amount as may be authorized by the Executive Committee of the Tribal Business Council, may not total more than \$1,000,000, and further, each advance or separate loan must be secured by firm contracts between FBDC, TBCH, or MSSC and third parties or by other sources of repayment of any advance or loan against which an assignment in favor of Community First National Bank may be made for repayment, which repayment shall include, at the time of payment, interest owing on the advance or loan; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes either one master loan to be obtained by the Tribe on behalf of FBDC, TBCH and MSSC in an amount not to exceed \$1,000,000 or three separate loans to each of the named companies such that the total of the loans does not exceed \$1,000,000 from Community First National Bank of Dickinson in general accordance with the terms of the attached letter from the Bank, which states that the loan or loans will have an interest rate of 7.25%, to be secured first by an assignment of receivables, which would include either an assignment of income from firm third party contracts with the above named entities or an assignment of other sources of repayment of the advances or the loans, and to be secured second by a Certificate of Deposit made by the Three Affiliated Tribes at Community First National Bank of Dickinson which will earn interest annually at an approximate rate of 6.25%; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the authority for the \$1,000,000 line of credit granted by this Resolution will expire on the same day that the Certificate of Deposit made at Community First National Bank expires, provided that all loans or advances have been repaid by that date, such that if such advances or loans have not repaid by the date of maturity of the Certificate of Deposit, the Certificate of Deposit will be renewed for 30 day intervals as collateral for the outstanding loan balance until such time as the advances or loans have been repaid; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the Executive Committee to decide and approve from time to time the amounts of the loans or advances made to each entity, and to determine whether there will be one master loan or three separate loans with FBDC, TBCH and MSSC; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby restricts the line of credit for Fort Berthold Development Corporation to be used solely for contracts related to the expansion of the 4 Bears Casino and Lodge which is being funded by a loan with Miller & Schroeder Financial, Inc. that is already in place; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that in the event a greater line of credit is needed, the Tribal Business Council, acting through its Executive Committee, may authorize the deposit of additional funds into the Certificate of Deposit as collateral for the additional line of credit, under the same terms as have been stated herein, in an additional amount not to exceed \$1,000,000, with such funds for the collateral to be obtained from the sources named above; and

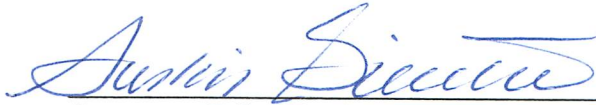
NOW, THEREFORE, BE IT FURTHER RESOLVED, that Resolutions 00-200-DSB, 00-201-DSB and 00-249-DSB are hereby deemed amended to conform to this Resolution, such that the terms of this Resolution shall control any necessary Tribal guarantee of any line or letter of credit authorized by this Resolution; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, the Tribal Chairman, Vice-Chairman or Treasurer are hereby authorized to execute any and all such documents as may be needed to perfect the loan or loans being obtained on behalf of the Tribal entities named above, and to provide the necessary collateral to obtain the line of credit mentioned herein on behalf of FBDC, TBCH and MSSC, provided the terms of loan and the collateral are substantially the same as those stated herein.

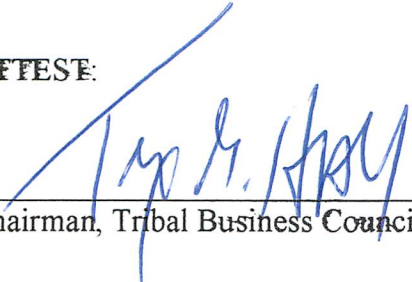
CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 65 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 15th day of September, 2000; that ~~the~~ foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 15th day of September, 2000.


Secretary, Tribal Business Council
Austin

ATTESTE:


Chairman, Tribal Business Council