

**RESOLUTION OF THE TRIBAL BUSINESS COUNCIL
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**, Article VI, Sections 3, 5(a), 5(c), and 5(j) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council shall have the power to manage the economic affairs of the Three Affiliated Tribes and to administer funds within the exclusive control of the Tribes, and thereby has the power to borrow funds that are necessary for the Tribe to continue exercising all of the powers of government; and
- WHEREAS**, by Resolution #02-123-MWJR, the Tribal Business Council approved borrowing \$6.4 million from Community First National Bank of Dickinson on terms specified in that Resolution; and
- WHEREAS**, the loan documents and other documents necessary to complete the transaction contemplate that the Three Affiliated Tribes of the Fort Berthold Reservation, as borrower, provide a limited waiver of its right to claim sovereign immunity as a defense to any action to enforce the terms of the loan documents and consent to suit in any action to enforce the loan terms in appropriate courts of competent jurisdiction, including tribal courts, and if necessary, federal courts; and
- WHEREAS**, the lender has requested assurances with respect to the binding nature of the obligations of the borrower and the enforceability of the terms of the loan; and
- WHEREAS**, the Tribal Business Council finds that it is in the best interests of the Three Affiliated Tribes to facilitate the borrowing of funds as contemplated by Resolution #02-123-MWJR; and
- WHEREAS**, Resolution #02-123-MWJR provided that the monthly payments on the loan are to be made directly by the office of Trust Fund Management to the Community First National Bank of Dickinson from interest earned on the JTAC funds that are in excess of \$30 million in the Trust income account and it is necessary to secure the balloon payment due on the maturity date, or sooner as provided in the loan documents; and
- NOW THEREFORE BE IT RESOLVED** that the Tribal Business Council hereby approves the Governing Law, Limited Waiver of Sovereign Immunity and Consent to Jurisdiction provision, which shall be substantially as follows:

“Governing Law and Construction. This Agreement shall be governed by, and construed in accordance with the laws of the Tribe, provided that in the absence of applicable Tribal law, the substantive laws of the State of North Dakota and applicable federal law shall govern.

Limited Waiver of Sovereign Immunity. Nothing in this Agreement shall be deemed to be a waiver of the Tribe’s sovereign immunity from suit, except to the extent that the Tribe hereby provides a limited waiver of its sovereign immunity and consents to be sued should an action be commenced to determine and enforce the obligations of the parties under this Agreement or any part thereof; and provided further that the Tribe’s consent to suit is only as to court action initiated consistent with this Agreement or any part thereof, and provided further, provided that no recourse for the enforcement of remedies for a breach of the Promissory Note or this Agreement shall be available except as against Trust Income (be defined as the income from the Economic Recovery Fund created by the Equitable Compensation Act, Title XXXV of P.L. 102-575). The Tribe consents to the jurisdiction of the United States District Court of the State of North Dakota (or any federal appellate court), or if such court shall not have jurisdiction or shall otherwise fail to timely act, in the Tribal Court of the Tribe, or if such Tribal Court shall not have jurisdiction or shall otherwise fail to timely act, in any other court having jurisdiction being convened in the State of North Dakota. The doctrine of exhaustion of tribal remedies is hereby waived.”

BE IT FURTHER RESOLVED that the Tribal Business Committee hereby confirms that the obligations of the Three Affiliated Tribes of the Fort Berthold Reservation are and will be the legal, valid and binding obligations of the Tribes, as borrower, and shall not be in any way affected by changes in the composition of the Tribal Business Council, whether effected through regularly scheduled elections or otherwise; and

BE IT FURTHER RESOLVED that the Tribal Business Committee affirms the prior resolution with respect to direct payment by OTFM of monthly principal and interest due to Community First Bank and does hereby approve granting Community First National Bank a security interest and assignment of that amount of the approximately \$30 million in the Trust Interest Account as may be necessary to pay the balloon payment due on the maturity date of the Community First Loan or sooner, as provided in the loan documents; and

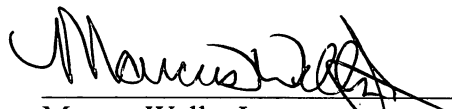
BE IT FINALLY RESOLVED that the “Pledge and Assignment Agreement” between the Tribes and Marshall Investments Corporation, and other related loan documents, if any, shall be modified to provide that the balloon payment on the Community First loan will be payable from and secured by an assignment of income from the trust income account and except for the prior assignment of trust income related to the Twin Buttes bond issue will be in parity with the Interim School Loan and

have priority over both the taxable and tax-exempt Marshall Investments loans of 2002 (the "summer loans").

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, 6 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 12th day of September, 2002; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 12th day of September, 2002.



Marcus Wells, Jr.
Secretary, Tribal Business Council

ATTEST:

Tex G. Hall
Chairman, Tribal Business Council