



**RESOLUTION OF THE TRIBAL BUSINESS COUNCIL OF
THE THREE AFFILIATED TRIBES OF THE
FORT BERTHOLD RESERVATION**

A Resolution entitled "Approval of Buy-Out of LSA and Associates' Interests in its Participating Lease with the Tribe and Purchase of Certain Land Owned by Dale Little Soldier."

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

WHEREAS, The Tribal Business Council has the authority, pursuant to Article VI, Sections (1), (3), and (5) of the revised Constitution and Bylaws of the Three Affiliated Tribes to: (1) negotiate with, and approve contracts with Tribal members to establish procedures for the conduct of all tribal government and business operations which promote the health, peace, morals, education and general welfare of the Tribe and its members; and (ii) to do such acts of a governmental and public nature as it believes are in the best interest of the Tribe; and

WHEREAS, The Tribal Business Council entered into a Participating Lease Agreement with LSA and Associates which is a company owned and operated by Dale Little Soldier who is an enrolled member of the Tribe; and

WHEREAS, The Participating Lease Agreement sets forth the terms and conditions under which LSA and Associates would develop a casino on land owned by Dale Little Soldier identified as the "Site I" or "Leased Premises" in the Participating Lease Agreement; and

WHEREAS, LSA and Associates has located financing with the Marshall Investments Corporation for the construction and equipping of the casino contemplated by the Participating Lease that will allow the Participating Lease to become effective, under its terms, and will permit designs to be developed and construction to begin, and said financing will not involve any kind of general obligation or other commitment on the part of the Tribe to repay the loan between LSA and Associates and Marshall Investments Corporation, other than that the Tribe will be required to continue to operate the Class III gaming enterprise on the Site I premises during the duration of the loan agreement; and

WHEREAS, The Tribal Business Council desires to buy out LSA and Associates' interests in the Participating Lease Agreement and the land identified as the Site I premises as well as any additional land(s) on which a lagoon or any other improvements necessary to the operation and maintenance of



the proposed Casino need to be situated and the lands owned by or leased to Dale Little Soldier located in Mercer Country within the Fort Berthold Reservation; and

WHEREAS, Dale Little Soldier desires to sell said land and transfer its interests in any leases and LSA and Associates desires to sell out its interests in the Participating Lease Agreement; and

WHEREAS, The Tribal Business Council desires to move forward and develop a Casino on said lands on its own.

NOW, THEREFORE, BE IT RESOLVED, by the Tribal Business Council of the Three Affiliated Tribes as follows:

Section 1. Approval and Authorizations

- 1.1 The Tribal Business Council hereby determines that the foregoing proposed actions are in the public interest and promote the welfare of the Tribe.
- 1.2 The Tribal Business Council hereby approves the execution, delivery and performance of the Buy Out Agreement and any other related documents reasonably necessary to effect said Buy Out and the purchase of lands necessary to construct and operate the Casino (the "Documents") in such forms as are approved by the an Authorized Representative (defined below) and legal counsel for the Tribe, which approvals shall be deemed to have been conclusively given upon the execution of the Documents by an Authorized Representative.
- 1.3 The Chairman, Secretary, or Treasurer of the Tribe, individually or together with any other person who under the laws of the Tribe are permitted to act on behalf of the Tribe, (each, an "Authorized Representative") are hereby authorized and directed to execute the Documents, and to execute such other documents, including the Buy Out Agreement and take such actions as are required or desirable to effect the purposes of this Resolution.

Section 2. Material Terms and Conditions:

Provisions in the Documents relating to the following matters are hereby expressly authorized, approved and adopted with respect to the Documents so long such provisions substantially comply with the terms set forth below:

- 2.1 The Tribe shall pay to Dale Little Soldier/LSA and Associates the following:
 - a. Reimbursement of all verified expenses incurred by LSA and Associates/Dale Little Soldier pertaining to the design and development of the proposed Casino, including but not limited to attorneys fees, engineering and architect fees and consultant fees provided LSA and Associates/ Dale Little Soldier



provide verifiable documentation such as canceled checks, invoices and receipts less amounts already paid by the Tribe for such expenses in prior years.

- b. \$ 550,000 of which \$ 200,000 shall be paid in a lump sum upon transfer of Dale Little Soldier's lands necessary for the Casino to the Tribe and the balance of \$ 350,000.00 shall be paid to Dale Little Soldier in five (5) annual payments under a five-year consultant agreement between Dale Little Soldier and the Tribe.
- 2.2 LSA and Associates shall transfer to the Tribe all right, title and interest(s) in the Site I (Lease Premises) consisting of approximately 25 acres, any additional land(s) on which a lagoon or any other improvements necessary to the operation and maintenance of the proposed Casino are situated together with any and all building, structures, fixtures, and improvements located on said lands specifically including the lands transferred to Dale Little Soldier pursuant to Tribal Resolution on or about 1993. In addition, LSA and Associates shall transfer or grant any recreational leases adjacent or near the Site I lands, any and all rights-of-ways, easements, or any other right of access necessary for the Tribe to access the Site I Premises and any additional land(s) transferred to the Tribe.
- 2.3 The Three Affiliated Tribes shall be allowed to operate and conduct all commercial activities on the Site I Lease Premises and any additional land(s) on which a lagoon or any other improvements necessary to the operation and maintenance of the proposed Casino.
- 2.4 LSA and Associates/Dale Little Soldier's interest(s) in the Participating Lease Agreement shall be terminated.
- 2.5 LSA and Associates/Dale Little Soldier shall provide the Tribe with any and all of the work product produced by any entity or individuals for which LSA and Associates/Dale Little Soldier seeks reimbursement.

Section 3. Miscellaneous Matters.

- 3.1 Any resolutions or other actions of the Tribal Business Council or of the Tribal Executive Committee, including any prior resolutions regarding the Loans that are in conflict with or inconsistent with the terms of this Resolution are hereby to such extent repealed and annulled. This Resolution shall supersede any prior or currently existing resolutions or other actions of the Tribal Business Council or Tribal Executive Committee that are contrary to the actions authorized or contemplated herein or in a Loan Document.
- 3.2 If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected.



NOW THEREFORE BE IT FURTHER RESOLVED that the Chairman or other Tribal officers as designated by the Chairman are hereby authorized to execute and enter into any other documents other than those mentioned above associated with the development of the casino operations referenced in this Resolution, including any necessary permits, applications or other matters that may be required to authorize commencement of the casino operations referenced in this Resolution, and the Chairman is also authorized to execute and enter into any additional agreements with Lake Sakakawea and Associates/Dale Little Soldier as may be necessary to effectuate this resolution including but not limited to the Buy-out Agreement between the Tribe and LSA & Associates/Dale Little Soldier provided that said agreement is consistent with the provisions of this resolution; and

NOW THEREFORE BE IT FINALLY RESOLVED that the Project Coordinator for the Tribe in this gaming venture shall be the Chief Executive Officer of MHA Enterprises, Inc.

CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, five were present at a Regular Meeting thereof duly called, noticed, convened and held on the 8TH day of July, 2004, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [X] Voting. [] Not Voting.

Dated this 8th day of July, 2004.

ATTEST:

Chairman, Tex G. Hall
Tribal Business Council
Three Affiliated Tribes

Randy Phelan

Executive Secretary, Randy Phelan
Tribal Business Council
Three Affiliated Tribes