



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

**A Resolution entitled “Direction to Develop Buyout Agreement for Casino
at Lake Sacagawea.”**

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

WHEREAS, The Constitution of the Three Affiliated Tribes (the “Tribe”) 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 Tribe and of the enrolled members thereof; and

WHEREAS, Pursuant to a Participating Lease dated as of December 9th 2002, between the Tribe and Dale Little Soldier d/b/a Lake Sacagawea & Associates (“Lessor”), approved by the United States Department of the Interior on January 9, 2003 and recorded in the Land Title and Records Office of the Bureau of Indian Affairs (the “Lease”), Lessor has leased to the Tribe certain “Site I Premises” described therein located on the “Premises” defined therein near Lake Sacagawea that are held in trust for the benefit of Lessor located within the Tribe’s reservation; and

WHEREAS, By Resolution No. 05-138, the Tribal Business Council re-affirmed the Tribe’s commitment to a plan for development of a casino and other amenities (the “Project”) on the Premises; and

WHEREAS, Lessor, pursuant to the authorization extended by the Tribal Business Council, proposes to construct gaming and related facilities on the Premises, within the Site I Premises being leased to the Tribe for operation of a gaming business; and

WHEREAS, Lessor engaged BankFirst, a South Dakota bank (including any participants, successors or assigns, the “Bank”), to provide one or more loans to finance the development, design, construction and equipping, opening, and transaction costs, (the “Loan”) and Lessor and Tribe have received a Financing Proposal from BankFirst, which does not require the Tribe to incur any liabilities or obligations except those for which recourse is limited to the assets or revenues of the New Facility (to the extent consistent with law and the Tribe’s gaming compact with the State of North Dakota); and

WHEREAS, Resolution No 06-26-NH, the Tribal Business Council has approved the



Financing Proposal, and authorized the Tribe's execution, delivery, and performance of any loan agreements, depository agreements, security agreements, assignment agreements and any other related documents reasonably necessary to effect the Financing Proposal and to which the Tribe is a party (the "Loan Documents") in such forms as are approved by an Authorized Representative and legal counsel for the Tribe. Further within said Resolution, the Tribal Business Council authorized and directed the Chairman, Secretary, and Treasurer of the Tribe, together with other Authorized Representatives, to execute the Loan Documents, together with such other related documents, associated therewith, and to take such actions as are required or desirable to effectuate said Resolution; and

WHEREAS, Resolution No 06-26-NH further provided that "following the closing on the Loan, the Lessor and the Tribe will each in good faith negotiate to reach mutually agreeable terms whereby after seven years of operation of the New Facilities, at the Tribe's option, the Tribe could acquire all of Lessor's interest in the New Facilities."

WHEREAS, Additionally, within Resolution No 06-26-NH a limited waiver of sovereign immunity was authorized in association with the Loan Documents, a Bridge Loan was authorized, and Tribal Business Council decree that no Tribal Official or instrumentality shall be permitted to take action to impair contractual rights of any third party under the loan documents, or associated agreements; and

WHEREAS, Additionally, within Resolution 06-26-NH, Daylon Spotted Bear was appointed and authorized as the representative of the Tribe to deal with all matters relating to the lease and the project that do not otherwise require further action by the Tribal Business Council; and

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

- 1 The Tribe, within ninety (90) days of the closing on the Loan and receipt of loan proceeds, shall develop with Dale Little Soldier, d/b/a Lake Sacagawea & Associates, terms of a Buyout Agreement, which would, at the option of the Tribe, provide for the Tribe to acquire all of Lessors interest in the gaming and related facilities to be located at Lake Sacagawea.
- 2 The Buyout Agreement shall provide that, at the time of its exercise, the Tribe shall assume or pay any remaining debt under the Loan Documents.
- 3 Daylon Spotted Bear, together with legal counsel, shall be authorized to negotiate the

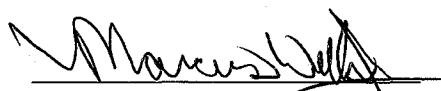
CERTIFICATION

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, were present at a Special TBC Meeting thereof duly called, noticed, convened and held on the 27 day of June, 2006, 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.

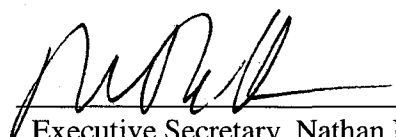
Chairman [] Voting. [] Not Voting

Dated this 27 day of June, 2006

ATTEST:



Vice-Chairman, Marcus Wells Jr
Tribal Business Council



Executive Secretary, Nathan Hale
Tribal Business Council