



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

A resolution entitled "Additional Approval of financing arrangement for Lake Sakakawea Casino Project and other matters pertaining to said Project "

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, Section 3 of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council all necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article 1 of the Constitution; and

WHEREAS, Pursuant to a Participating Lease dated as of December 9, 2002, between the Tribe and Dale Little Soldier d/b/a Lake Sakakawea & Associates ("Lessor"), approved by the United States Department of Interior on January 9, 2003, and recorded in the Land Title and Records Office of the Bureau of Indian Affairs (the "Participating Lease"), Lessor has leased to the Tribe certain "Site I Premises" described therein that are held in trust for the benefit of the Lessor, all located within the boundaries of the Fort Berthold Reservation of the Three Affiliated Tribes; and

WHEREAS, By Tribal Business Council Resolution No's. 05-138-NH, 06-26-NH, 06-95-NH, 07-13-NH and 07-37-VJB-VJB, the Tribal Business Council has affirmed and repeatedly reaffirmed the Tribe's commitment to a plan for development of a casino and other amenities (the "Project") on the Premises, as defined in the Participating Lease; and

WHEREAS, by Resolution No. 07-142-VJB, the Tribal Business Council approved certain preliminary financing terms and directed the Lessor and Lake Sakakawea & Associates, LLC, to move forward to obtain all necessary documents to allow the Project to move forward; and

WHEREAS, Lessor, pursuant to the authorization extended by the Tribal Business Council, and pursuant to the terms of the Participating Lease, proposes to construct gaming and related facilities on the Premises, including Site I, as defined in the Participating Lease, which is to be leased to the Tribe for operation of a gaming business in accordance with both the Indian Gaming Regulatory Act (IGRA), Title 25 United States Code, Sections 2701 et seq. and in accordance with the Tribal-State Gaming Compact between the State of North Dakota and the Three Affiliated Tribes approved by the Secretary of Interior in November, 1999; and

WHEREAS, Pursuant to the terms of the Participating Lease, Lessor has now developed plans for the construction of the gaming facilities and related amenities on the Site I Premises to be operated by the Tribe, and has provided a copy of those plans to the Tribal Business Council for approval; and

WHEREAS, Lessor is the sole member of Lake Sakakawea & Associates, LLC (the "Borrower"), a Minnesota limited liability company, and Lessor has arranged a \$13 million loan (the "Financing") from Wells Fargo Bank, National Association ("Wells Fargo") and other lenders, not yet identified, to be used to finance construction of the Project, as evidenced by a "Commitment Letter" and an attached "Summary of Terms"; and

WHEREAS, Wells Fargo is requiring that Lessor lease the parcels of real estate where the Project is to be located to the Borrower under a "Ground Lease" and assign Lessor's rights under the Participating Lease to the Borrower under an "Assignment and Assumption";

WHEREAS, the Lessor has requested that the Tribe consent to the Assignment and Assumption; and

WHEREAS, Wells Fargo has requested that Borrower and the Tribe enter into a "Cross Easement Agreement," which will allow Borrower and its patrons access to Site I; allow the Tribe's gaming patrons access to Borrower's premises,

such as parking, restaurant and rest room facilities, and the like; and provide for maintenance of all common areas; and

WHEREAS, each of the Ground Lease, the Assignment and Assumption and the Cross Easement Agreement must be approved by the BIA before each of these agreements can become effective; and

WHEREAS, copies of the Commitment Letter and attached Summary of Terms, the Ground Lease, the Assignment and Assumption and the Cross Easement Agreement have been made available to the Tribal Business Council and legal counsel for review; and

WHEREAS, Significant terms of the Financing are substantially as described and previously approved by Resolution No. 07-142-VJB; and

WHEREAS, The Tribal Business Council has been presented with additional information about the financing, including copies of the Commitment Letter and Summary of Terms, as well as a description of the various parties to the Financing and a chart showing how casino revenues will be distributed, and the Council has determined that based on such new information, as with financing arrangements previously discussed with the Tribal Business Council, the only Tribal revenue to be at risk will be that generated from the Project, and the Tribe's only financial obligations under the terms of the Financing will be to cause the gross revenues from the Project, prior to payment of any expenses, including lease payments for the gaming machines, to be deposited with a financial institution for application to various purposes, including payment of amounts due on the Loan, the Equipment Agreement and the Participating Lease; and

WHEREAS, It is understood by the Tribe that Lessor or Borrower has received, or are expected to receive, in relation to the Project, all necessary permits, easements, rights-of-way or other permissions as may be required from all relevant agencies, whether Tribal, state, local or federal for completion of the Project, with the understanding that if any required permit or permission requires execution or application by the Tribe, the Tribe will cooperate in an expeditious manner in providing the execution or application for such permit; and

WHEREAS, It is understood that the financial arrangements are subject to approval and possible recommendation of modification by the Bureau of Indian Affairs and that certain terms may be subject to modification, and with the further understanding that the final financial terms are subject to approval by the Tribal Business Council; and

NOW THEREFORE BE IT RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes hereby confirms its approval of the plans for the construction of the Project, as required by the terms of the Participating Lease, subject to any necessary modifications made after construction begins, and subject to any approval necessary for such modifications; and

NOW THEREFORE BE IT FURTHER RESOLVED, That the Tribal Business Council hereby approves the Financing terms as previously approved and as further clarified at this meeting of the Tribal Business Council, and further directs Lessor and Borrower to move forward to negotiate all necessary documents that will allow the transaction to be completed so that construction of the Project can begin as quickly as possible; and

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribal Business Council hereby confirm that it has authorized and directed the appropriate officers of the Tribe, including its Chairman, Vice-Chairman, Secretary or Treasurer (each an "Authorized Officer"), to negotiate any and all necessary documents associated with the Project and the financing arrangements as described in this Resolution, consistent with the Participating Lease, with all such documents subject to legal review by counsel for the Tribe, and subject to final approval by the Tribal Business Council, and subject to review and modification by the Bureau of Indian Affairs and other appropriate Federal or other governmental agencies.

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes and directs the appropriate officer of the Tribe to (i) execute the Tribe's consent to the Assignment and Assumption; (ii) execute the Cross-Easement Agreement, in the form presented to the Tribal Business Council for its consideration, with such modifications as the Authorized Officer may approve, such approval to be conclusively evidenced by the Authorized Officer's execution of the Cross-Easement

Agreement; and (ii) cooperate with the Borrower and Wells Fargo in requesting and obtaining expedited approval by the Bureau of Indian Affairs Great Plains Regional Office of the Assignment and Assumption (and Tribe's Consent thereto), the Ground Lease and the Cross-Easement Agreement.

CERTIFICATION

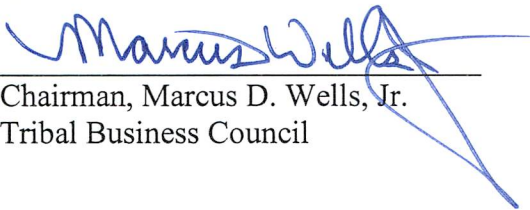
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Meeting thereof duly called, noticed, convened, and held on the 11th day of October, 2007; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [] Voting. [] Not Voting.

Dated this 11th day of October, 2007.


Secretary, V. Judy Brugh
Tribal Business Council

ATTEST:


Chairman, Marcus D. Wells, Jr.
Tribal Business Council