



Resolution #08-22-MP

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

*A Resolution entitled, "Authorization and Ratification of Eagle Catch Casino Documents and Determinations Regarding Licensing."*

- 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,** 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,** By Resolution No. 07-229-VJB, the Tribal Business Council approved the Tribal Agreement, Depository Agreement, and Equipment Lease Agreement described therein, (collectively, the "Eagle Catch Casino Documents") and certain provisions contained within the Eagle Catch Casino Documents, including (a) a limited waiver of the Tribe's sovereign immunity concerning disputes; (b) a waiver of tribal court jurisdiction and application of the doctrines of exhaustion of tribal remedies or comity, to the fullest extent permitted by law; (c) consent to arbitration or other forums for resolution of any disputes and the enforcement of remedies related thereto; and (d) the application of the laws of the State of North Dakota to govern and interpret the Eagle Catch Casino Documents; all as more specifically described in such resolution; and
- WHEREAS,** By Resolution No. 07-229-VJB, the Tribal Business Council authorized and granted to the Chairman, or if the Chairman is unavailable, the Vice-Chairman (the "Tribe's Representative"), all requisite authority and power for and on behalf of the Tribe (a) to execute and deliver the Eagle Catch Casino Documents in substantially the form provided to the Tribal Business Council and (b) to execute, deliver, and to take other actions or enter into all other documents, certificates, consents, representations, and warranties required by the Agent (as defined in such resolution) or its representatives in order to effect the Eagle Catch Casino Documents, including any filings with federal, state, or tribal governmental authorities (the "Related Documents") in connection with the transactions and documents approved by Resolution No. 07-229-VJB as the Tribe's Representative deemed necessary or desirable. The approval



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granted with respect to any agreement or instrument also extended to any modification, amendment, or change approved by the Tribe's Representative, such approval to be evidenced conclusively by the signature of the Tribe's Representative on such Eagle Catch Casino Documents or Related Documents; and

**WHEREAS,** the Tribal Business Council has been advised that the Tribal Treasurer, Frank Whitecalf (the "Treasurer") executed and delivered the Eagle Catch Casino Documents, notwithstanding that the Treasurer was not officially designated as the Tribe's Representative pursuant to Resolution No. 07-229-VJB; and

**WHEREAS,** the Tribal Business Council has been advised that certain minor changes have been proposed to the Eagle Catch Casino Documents and Related Documents that were previously executed, has reviewed such changes with counsel, and has determined that such changes are acceptable to the Tribe; and

**WHEREAS,** the Tribe's Tribal Gaming Commission has announced its intention to license Lake Sakakawea & Associates, LLC and TGS Investors, LLC, in connection with their respective participations in the Eagle Catch Casino transactions, and such licensees have requested that the Tribal Business Council confirm its understanding that such licensure is in all respects compliant with applicable Tribal Law; and

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

1. Approvals and Authorizations. The Tribal Business Council hereby determines and finds that: (a) the Recitals in this Resolution are true and correct in all material respects and (b) the Tribal Business Council is the governing body of the Tribe, with full power and authority to adopt this Resolution.

2. Authorization of Other Tribal Councilmembers as Tribal Representatives. The Treasurer Frank Whitecalfe and Tribal Councilman Barry Benson are hereby declared to be a Tribe's Representatives and have all power and authority of a Tribe's Representative pursuant to Resolution No. 07-229-VJB.

3. Ratification of Eagle Catch Casino Documents. The Eagle Catch Casino Documents and Related Documents signed by the Treasurer are hereby ratified and approved and found to be valid and binding agreements of the Tribe.

4. Authority to Substitute Pages. Any Tribe's Representative, in consultation with counsel, is hereby authorized to substitute pages that contain revisions to the previously executed Eagle Catch Documents and Related Documents for the corresponding pages in such documents as originally executed, and the Eagle Catch Documents and Related Documents with such



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substituted pages shall be binding upon and enforceable against the Tribe to the same extent as the documents as originally executed.

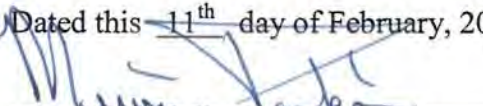
5. Authority to Execute Additional Documents. Any person who has been designated as a Tribe's Representative under Resolution No. 07-229-VJB or this Resolution is hereby authorized and directed to execute any such additional Related Documents, certificates, consents, amendments, and other papers as such Tribe's Representative may deem necessary and desirable in order to effectuate the transactions contemplated by the Eagle Catch Casino Documents.

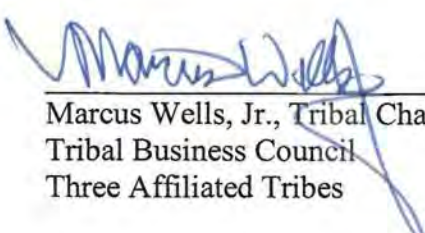
6. Licensing Decisions Upheld. The Tribal Business Council has determined that the Tribe's Tribal Gaming Commission is the Tribal instrumentality charged with interpreting and enforcing the Tribal State Compact, the Tribe's Gaming Ordinance, and the Tribe's Gaming Regulations, including any provisions thereof relating to licensing of the Tribe's gaming business and person doing business of any kind with the Tribe's gaming business, and accordingly the Tribal Business Council hereby confirms that each and every determination by the Tribal Gaming Commission regarding who must be licensed and what licensing and backgrounding process must be followed is hereby approved.

**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 Special Meeting thereof duly called, noticed, convened, and held on the 11<sup>th</sup> day of February, 2008; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 11<sup>th</sup> day of February, 2008.

  
Mervin Packineau, Acting Secretary  
Tribal Business Council  
Three Affiliated Tribes

  
Marcus Wells, Jr., Tribal Chairman  
Tribal Business Council  
Three Affiliated Tribes