



**RESOLUTION OF THE GOVERNING BODY
OF THE
THREE AFFILIATED TRIBES
OF THE
FORT BERTHOLD INDIAN RESERVATION
(the "Tribe")**

A Resolution Entitled: Approval of a loan in the amount of \$ 9,500,000 with Starion Financial, Mandan, North Dakota for Payment of the existing Line of Credit with Native American Bank and Authorization for the Chairman, Vice Chairman or Secretary to Execute all Necessary Loan Documents.

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-laws pursuant to said Act; and

WHEREAS, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribe; and

WHEREAS, The Constitution of the Three Affiliated Tribes 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 5(l) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies and Tribal officials on the Reservation; and

WHEREAS, Article VI, Section 5(c) of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to administer funds within the exclusive control of the Tribes and to make expenditures from available Tribal funds for public purposes of the Tribe; and

WHEREAS, The Tribe has an existing line of credit with Native American Bank in the amount of \$9,319,682.76 which is due to mature on November 19th, 2009 and in order to pay off said line of credit it is necessary to borrow funds and Starion Financial has offered to make a term loan to the Tribe to pay off said line of credit and for other expenses incurred in connection with obtaining that loan; and said existing line of credit is secured by a certificate of deposit held at Native American Bank; and



WHEREAS, The Tribal Business Council finds that it would be in the best interests of the Tribe to obtain a term loan from Starion Financial in the amount of \$9,500,000.00 to pay off the line of credit with Native American Bank and to pay other expenses incurred in connection with obtaining that loan and to: (i) pledge as collateral for that loan a certificate of deposit to be purchased from Starion Financial in the amount of \$10,810,000.00 (the "Collateral CD"); and (ii) to open and to pledge as collateral for that loan a savings account in the name of the Tribe at Starion Financial under the control of Starion Financial to fund interest payments under that loan (the "Interest Reserve Account") and to deposit the sum of \$295,000.00 in the Interest Reserve Account.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes pursuant to its constitutional authority hereby authorizes the Tribe to obtain a term loan in the amount of Nine Million Five Hundred Thousand Dollars (\$9,500,000.00) with interest at the fixed rate of 4.25% per annum from Starion Financial of Mandan, North Dakota with an initial scheduled maturity date of November 15, 2010 and containing such other terms as may be required by Starion Financial and agreed to by any of the authorized signers identified below; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the pay off of the line of credit with Native American Bank with the proceeds of the term loan from Starion Financial; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the use of the certificate of deposits currently held at Native American Bank, Account ID numbers 1005351169 and 10053551185 in the total amount of \$11,188,050.81 to purchase the Collateral CD, to fund the \$295,000.00 required to be deposited in the Interest Reserve Account and to pay all other fees, costs and expenses incurred in connection with obtaining the loan from Starion Financial that the Tribe is obligated to pay pursuant to the loan documents and hereby directs the Native American Bank to transfer said funds to an escrow agent designated by Starion Financial and directs such escrow agent to release such funds to the parties and in the amounts specified in any written instruction (given by e-mail or otherwise) from any of the authorized signers identified below; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby approves the promissory note, security agreement and other loan documents previously provided to the Tribal Business Council under the terms and conditions set forth therein with such additions, deletions or other modifications as any of the authorized signers identified below may agree to in their sole discretion; and



BE IT FINALLY RESOLVED, that the Tribal Business Council hereby authorizes the Tribal Chairman Marcus Levings, The Tribal Vice Chairman Frank Whitecalfe or the Tribal Secretary V. Judy Brugh, individually, to sign and execute all loan documents (with such additions, deletions or other modifications as any of the authorized signers may agree to in their sole discretion) necessary to effectuate the loan authorized pursuant to this resolution and to deliver all such certificates, documents or other agreements to take all actions necessary to effectuate the loan authorized pursuant to this resolution.


CERTIFICATION

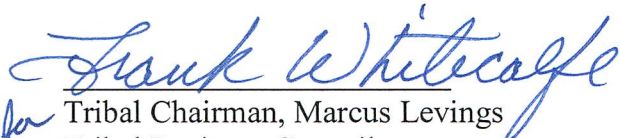
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 18th day of November 2009; 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 18th day of November 2009.

ATTEST:


Tribal Secretary, V. Judy Brugh
Tribal Business Council
Three Affiliated Tribes


for Tribal Chairman, Marcus Levings
Tribal Business Council
Three Affiliated Tribes