



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

A Resolution Entitled: Approval of an Extension of the \$ 9,500,000 loan with Starion Financial, 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(1) 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 loan from Starion Financial ("Starion") in the amount of \$9,500,000 (the "Loan") which is evidenced by a promissory note dated November 25, 2009 (the "Note"); and

WHEREAS, The Loan and the Note matured on November 20, 2010 and the Tribe failed to timely exercise its option to extend the maturity date of the Loan and the Note;





WHEREAS, The Tribal Business Council finds that it would be in the best interests of the Tribe for the Tribe to enter into an amendment to the Note extending the maturity date of the Loan and the Note to November 20, 2011;

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 enter into an amendment extending the maturity date of the Loan and the Note with Starion Financial to November 20, 2011 with the following terms and conditions:

1. Loan Amount: \$9,500,000
2. Interest rate: 3.25% fixed
3. Maturity date: 11-20-2011
4. Collateral: Tribe's existing CD held at Starion
5. CD Interest Rate: 0.80%
6. Origination Fee: \$9,500.00

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby approves the Amendment to Promissory Note 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 Tribal Chairman, Tex G. Hall, The Tribal Vice Chairman, Scott Eagle, 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 amendment and extension authorized pursuant to this resolution and to deliver all such certificates, documents or other agreements to take all actions necessary to effectuate the amendment and extension authorized pursuant to this resolution.






CERTIFICATION

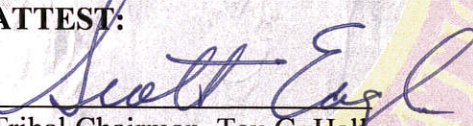
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 13 day of January 2011; 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 13th day of January 2011.



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

ATTEST:


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

