



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

A Resolution Entitled “Designation that the Three Affiliated Tribes Arbitration Ordinance shall apply to the loan by the Shakopee Mdewakanton Sioux Community”

WHEREAS, The Three Affiliated Tribes of the Fort Berthold Indian Reservation (the “Tribe”) have accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

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

WHEREAS, Article VI of the Constitution and Bylaws of the Tribe 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(c) of the Constitution and Bylaws authorizes and empowers the Tribal Business Council to administer any funds or property within the exclusive control of the Tribe to make expenditures from available Tribal funds for public purposes of the Tribes; and

WHEREAS, The Tribal Business Council adopted Resolution No. 13-019-VJB entitled “Approval of Loan Documents Related to Loan by Shakopee Mdewakanton Sioux Community; and Other Matters” (the “Approving Resolution”) by which the Tribal Business Council approved the execution, delivery, and performance of the following documents:

- (a) A Promissory Note of the Tribe in favor of the Shakopee Mdewakanton Sioux Community (the “Community”) in the aggregate principal amount of \$40,500,000 evidencing the Tribe’s obligation to repay the Loan (as defined in the Approving Resolution) (the “Note”);
- (b) a Credit Agreement between the Tribe and the Community (the “Credit Agreement”) setting forth the terms upon which the Community has agreed to make the Loan to the Tribe;
- (c) a Security Agreement by the Tribe in favor of the Community (the “Security Agreement”) creating a security interest in favor of the Community against certain assets described therein to secure the Tribe’s obligations under the Note;



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- (d) a Depository Agreement among the Tribe, the Community, and First National Bank and Trust Co. of Williston (the "Depository Agreement");
- (e) a Control Agreement among the Tribe, the Community, and Lakeside State Bank (the "Control Agreement");
- (f) an Assignment Agreement among the Tribe and the Community and acknowledged, consented to, and agreed to by the Office of Special Trustee for American Indians and the Bureau of Indian Affairs (the "Assignment Agreement");
- (g) an Instructions and Agreement as to Payments to be entered into by the Tribe and the Office of Special Trustee for American Indians (the "Instructions Agreement");
- (h) a Form 1034 to be entered into by the Tribe and the Bureau of Indian Affairs (the "Form 1034," and together with the Note, the Credit Agreement, the Security Agreement, the Depository Agreement, the Control Agreement, the Assignment Agreement, the Instructions Agreement, and the Form 1034, collectively the "Financing Documents"); and
the Financing Documents, and each as amended, restated, or modified, together with such other agreements, documents, instruments, or certificates as may be necessary or desirable for the Tribe to execute in connection with the proposed loan described in the Approving Resolution, being collectively referred to as the "Loan Documents" and individually as a "Loan Document"; and

WHEREAS, the Tribal Business Council adopted the Arbitration Ordinance (the "Arbitration Ordinance") by Resolution No. 10-081-VJB on June 28, 2010; and

WHEREAS, Section 2(a) of the Arbitration Ordinance provides that the Arbitration Ordinance applies to such written contracts or other instruments, or any agreement in any contract or instrument, validly entered into by the Tribe in which (1) the parties thereto agree to settle by arbitration any controversy arising out of such contract or instrument and (2) the Tribal Business Council designates, by resolution validly approved, that the Arbitration Ordinance shall apply; and

WHEREAS, the Tribe and the Community agreed in the Loan Documents to settle by arbitration any controversy arising out of the Loan Documents; and



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WHEREAS, the Tribe desires to designate that the Arbitration Ordinance shall apply to the Loan Documents.

NOW, THEREFORE, BE IT RESOLVED by the Tribal Business Council approves the following:

1. The Arbitration Ordinance shall apply to the Loan Documents; and
2. The Tribal Business Council on behalf of the Tribe hereby determines that no resolutions or other actions of the Tribal Business Council or any Tribal Entity (as defined in the Approving Resolution), either written or established by custom or tradition either (a) prohibit the Tribal Business Council from approving the matters herein approved or (b) create any obligation of the Tribal Business Council to submit these matters for approval of or consent from any Tribal Entity; and
3. Until all amounts payable (whether or not such amounts are due) under the Loan Documents have been paid in full, (a) the provisions of this Resolution may be relied on by the Community, (b) the provisions of this Resolution shall constitute the terms of an agreement and contract between the Tribe and the Community, and (c) the provisions of this resolution shall not be rescinded, amended, or modified in any manner that may result in an adverse effect on the Community; and
4. Any rules, regulations, decisions, orders, judgments, resolutions, or other action of the Tribe, and branch, division, authority, agency, subsidiary, board, commission, or other instrumentality of the Tribe, or any of the officers, employees, or agents, of the foregoing, whether written, unwritten, or established by tradition that are in effect and are in conflict with or inconsistent with the terms of this Resolution, the transactions contemplated herein, or any provision set forth in a Loan Document, are hereby to such extent deemed qualified or superseded, and this Resolution shall supersede the same; and
5. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected with respect to the same; and
6. This Resolution shall become effective as of the date and time of its passage and approval by the Tribal Business Council.



CERTIFICATION

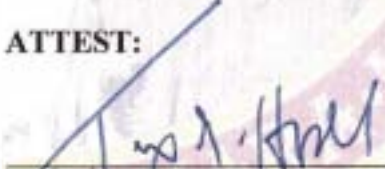
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum 6 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 14th day of February, 2013, that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 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 14th day of February, 2013.


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

ATTEST:


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