

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

- 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,** The Tribal Council has previously approved engaging Miller Schroeder Investments Corporation to obtain financing to fund the buyout of Bruce H. Lien Co., the company presently managing the Tribally owned gaming enterprise known as Four Bears Casino and Lodge, pursuant to the settlement agreement between the Tribe and Bruce H. Lien Co. executed September 27, 1996;
- WHEREAS,** Miller Schroeder has suggested engaging for their legal counsel in the contemplated transaction the law firm of Jacobson, Buffalo, Schoessler and Magnuson, a Minneapolis based law firm, because they are familiar with Three Affiliated Tribes as well as familiar with the needs of Miller Schroeder Investments Corporation; and
- WHEREAS,** Jacobson, Buffalo, Schoessler and Magnuson also have represented the Tribe in the negotiations and litigation which resulted in the current settlement agreement between Bruce H. Lien Co. and the Tribe, and also now represent the Three Affiliated Tribes Tribal Gaming Commission; and
- WHEREAS,** If Miller Schroeder were to engage the Jacobson, Buffalo firm to represent them in negotiations towards a final financial agreement with the Three Affiliated Tribes there is at least the possibility that the Jacobson, Buffalo firm could be in a conflict of interest situation; and
- WHEREAS,** The possible conflict of interest has been discussed with the Three Affiliated Tribes legal department and the Transition Team appointed pursuant to the settlement agreement between Bruce H. Lien Co. and the Tribe, and the conclusion of the Legal Department and the Transition Team is 1) that the conflict is remote at best; and 2) that it is in the best interests of the Three Affiliated Tribes for the financial transaction with Miller Schroeder to go forward without undue delay, which will be the case if Miller Schroeder retains the Jacobson, Buffalo firm;
- NOW, THEREFORE, BE IT RESOLVED,** That the Tribal Business Council of the Three Affiliated Tribes hereby recognizes the possible conflict of interest that could result

for the law firm of Jacobson, Buffalo, Schoessler and Magnuson if they are retained by Miller Schroeder Investments Corporation, but hereby waives any objection it may have now or in the future to the Jacobson, Buffalo, Schoessler and Magnuson law firm representing Miller Schroeder Investments Corporation solely in the financial transaction between Miller Schroeder and the Three Affiliated Tribes that is intended to finance the buyout of the Bruce H. Lien Corporation by the Tribe pursuant to the settlement agreement between Bruce H. Lien Co. and the Tribe.

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, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 15th day of November, 1996; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 1 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 15th day of November, 1996.

Daylon-Spotted Beer
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council