

**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 (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 Tribes and of the enrolled members thereof; and
- WHEREAS,** The Three Affiliated Tribes now owns gaming facilities in which Class III gaming is conducted pursuant to a Tribal state gaming compact approved by the Secretary of Interior and pursuant to the Indian Gaming Regulatory Act [25 U.S.C. §§ 2701 et seq.]; and
- WHEREAS,** The Tribe's gaming facilities, operated under the name of Four Bears Casino and Lodge, are present managed by Bruce H. Lien Co. pursuant to a disputed Management Contract; and
- WHEREAS,** The Tribal Business Council has previously approved engaging Miller Schroeder Investments Corporation (hereinafter Miller Schroeder) to obtain financing to fund the buyout of Bruce H. Lien Co. pursuant to the settlement agreement between the Tribe and Bruce H. Lien Co. executed September 27, 1996, and approved by the Tribal Business Council in Resolution No. 96-196-DSB; and.
- WHEREAS,** Miller Schroeder and the Tribe have reached an agreement concerning the financing of the buyout of Bruce H. Lien Co in which, pursuant to the attached Depository Agreement, all revenues from the gaming facilities of the Tribe will be placed in a Depository Bank and be used first to pay operating expenses, then to make monthly payments on the loan from Community First National Bank, so long as a balance remains on that loan, then to make monthly payments on the loan from Miller Schroeder, and then to pay any other long term indebtedness, and then any amounts remaining to be placed in an excess revenue account, or profit account, to be used by the Tribe as it wishes; and
- WHEREAS,** The Tribe is now considering one of three Banks as the Depository Bank, either Community First National Bank of Dickinson, First International Bank of Watford City, or Lakeside State Bank in New Town, as the Depository Bank; and
- WHEREAS,** In order to open the necessary accounts at the Depository Bank, there must be designated certain individuals to sign all checks that might be necessary to issue from the various accounts established pursuant to the Depository Agreement, it being recommended that at least two persons sign all checks from each account; and
- WHEREAS,** The Three Affiliated Tribes Gaming Enterprise Board is not yet fully operational, which would normally designate such individuals as are necessary to sign all checks; and

WHEREAS, One member of the Transition Team who will also be serving on the Board of Directors of the Gaming Enterprise Board is David Brendsel, and there is in place a General Manager for the Tribal gaming facilities, Roy Galyean, and there are also available Tribal Business Council members who can sign all checks;

NOW, THEREFORE BE IT RESOLVED that the Tribal Business Council of the Three Affiliated Tribes hereby approves any of the following three banks, First International Bank of Watford City, Community First National Bank of Dickinson, or Lakeside State Bank as the Depository Bank pursuant to the agreement with Miller Schroeder Investments Corporation as described above, subject to the discretion of the Tribal Chairman; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes hereby designates as persons authorized to sign all checks written on any account established pursuant to the Depository Agreement, two of whose signatures are required on each check, the following: David Brendsel, Financial Advisor to the Three Affiliated Tribes and a member of the Transition Team established under the Settlement Agreement with Bruce H. Lien Co.; Roy Galyean; General Manager; the Chairman of the Three Affiliated Tribes, Russell D. Mason, Sr.; and the Treasurer of the Three Affiliated Tribes, Thomas Bird Bear; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, That the check signers designated by the foregoing paragraph shall have check signing authority until such time as the Board of Directors of the Tribal Gaming Enterprise officially, by Board action, designate other persons as check signers.

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 27th day of January, 1997; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 27th day of January, 1997.



Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council