

**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 Three Affiliated Tribes owns and operates the a Tribal Gaming Enterprise known as the Four Bears Casino and Lodge and related facilities located on the Four Bears Peninsula; and

WHEREAS, Present management personnel of the Four Bears Casino and Lodge believe comprehensive management of the entire Four Bears peninsula by a single entity will benefit the Three Affiliated Tribes in general and the Four Bears Casino and Lodge; and

WHEREAS, The Tribal Business Council has directed the management personnel of the Four Bears Casino and Lodge to develop a five and ten year long term Development Plan for the Four Bears Peninsula; and

WHEREAS, Care and management of the Four Bears Peninsula is necessary until such time as long term Development Plan for the peninsula is prepared for and approved by the Tribal Business Council; and

WHEREAS, A Memorandum of Understanding is attached which will allow the Tribal Gaming Enterprise known as Four Bears Casino and Lodge to manage and care for the Four Bears Peninsula, and the Tribal Business Council finds that entering into such Memorandum of Understanding is in the best interests of the Three Affiliated Tribes;

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes finds that it is in the best interests of the Three Affiliated Tribes to enter to a Memorandum of Understanding with the Tribal Gaming Enterprise, which operates Four Bears Casino and Lodge, for the care, management, security and improvement of the Four Bears Peninsula; and

NOW, THEREFORE BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the Tribal Chairman to execute the attached Memorandum of Understanding on behalf of the Three Affiliated Tribes.

Memorandum of Understanding **Four Bears Peninsula**

This Memorandum of Understanding is between the Tribal Business Council, representing the Three Affiliated Tribes, hereinafter the "Tribe", and the management of the Tribal Gaming Enterprises of the Three Affiliated Tribes, which operates Four Bears Lodge and Casino and related activities on the Four Bears Peninsula, hereinafter the "Casino", and relates to the management, care, security and development of certain facilities and land of the Four Bears Peninsula, located just west of the Four Bears Bridge on the shore of Lake Sakakawea, and on which contains the Four Bears Casino and Lodge, among other facilities and buildings.

1.0 Term

It is the understanding of the parties that the Casino will be developing a five and ten year Development Plan for the Four Bears Peninsula, and that this Memorandum of Understanding will be in effect until such time as the long-term development plan is considered and approved by the Tribal Business Council, and appropriate authority is given to the Casino to go forward with the development contemplated by the Plan.

2.0 Duties and Responsibilities of Casino

It shall be the responsibility of the Casino to manage, maintain, improve and develop the properties described in Section 3.0 of this Memorandum, for the benefit of the Three Affiliated Tribes and the Four Bears Casino and Lodge. Such duties shall include, but not be limited to, providing security for the Four Bears Peninsula, maintaining in a safe, clean and secure manner all facilities associated with the Four Bears Casino and Lodge and , including the RV Park, other camping grounds and facilities, buildings and structures associated with such activities, and the grounds in general of the Four Bears Peninsula. This shall also include maintaining the external features of the Three Affiliated Tribes Museum and surrounding grounds, but shall exclude those buildings and facilities specifically listed in Paragraph 3.0, below.

3.0 Property To Which Responsibilities Extend

The property to which the above responsibilities extend is more particularly described as follows:

S 1/2 SW 1/4, Section 15; N 1/2 NW 1/4, Section 22; NE 1/4, Section 21; SW 1/4 SW 1/4, Section 16; all located in Township 152 North, Range 93 West of the 5th Prime Meridian; and the following:

Beginning at SW 1/4 of Section 15, proceeding north to a point south of State Highway 23 at said highway right of way a distance of 1800 feet, plus or minus, thence proceeding along said Highway 23 right of way in an easterly direction to an

elevation of 1854 feet above Mean Sea Level at Lake Sakakawea, thence proceeding in a southeasterly direction along the 1854 foot contour line crossing the south line of Section 15 into Section 22, thence, proceeding in a southwesterly direction crossing the west line of Section 22 into Section 21, staying along the 1854 foot contour line and meandering around the peninsula in a northerly direction crossing the north line of Section 21 into Section 16, thence, proceeding in a northerly direction along the 1854 foot contour line until the 1854 contour line crosses the southwest corner of the southwest quarter of Section 16, thence proceeding north on and along the quarter line to said Highway 23 right of way, thence proceeding in an easterly direction along said right of way line to the west line of Section 15, then proceeding south a distance of 1800 feet plus or minus to the point of the beginning.

It is understood that the property under the management of the Casino shall exclude the Casey Family Foundation, the interior of the Three Affiliated Tribes Tribal Museum, the Tribal Day Care center, the Tribal Administration building and related facilities, the MR & I building associated with the Tribal Administration building, the roping arena, the KMHA radio station and newspaper buildings, and facilities, including parking lots, associated with these buildings and activities.

4.0 No Additional Consideration

It is understood by the parties that no additional consideration shall be given to the Casino in the exercise of its responsibilities under the Memorandum, except as specifically authorized by the Tribal Business Council.

5.0 Approval of Improvements Pending Approval of Development Plan

Should the Casino desire to make improvements of a substantial nature to the Peninsula or to the facilities under its management, pending approval of the long term Development Plan, other than normal maintenance and necessary repair and replacement of existing facilities, **the Casino shall seek the permission** of the Tribal Business Council for such improvements.

6.0 Approval by the Bureau of Indian Affairs

It is also understood by the parties that the Memorandum covers property that is held in trust for the Three Affiliated Tribes by the United States, but that this Memorandum does not change the fact that the Three Affiliated Tribes is managing and caring for the Four Bears Peninsula.

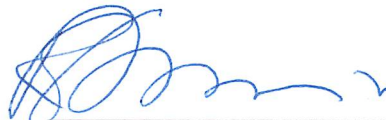
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At such time as a final Development Plan is prepared for and approved by the Tribal Business Council, the Tribal Business Council retains control over the Four Bears Peninsula and will not be seeking approval by the Bureau of Indian Affairs for this agreement until such time as a lease or other similar arrangement is approved by the Tribal Business Council on behalf of the Three Affiliated Tribes.

Dated this 2 day of June, 1997.



Roy Galyean
General Manager
Four Bears Casino and Lodge, on behalf of
the management of the Tribal Gaming Enterprise



Russell D. Mason, Sr.
Chairman
Three Affiliated Tribes

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 2nd day of June, 1997; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 4 members, 1 members opposed, 2 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 2nd day of June, 1997.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council