

**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,** On October 7, 1992, the Tribe signed a Tribal-State Class III Gaming Compact, between itself and the State of North Dakota pursuant to the Indian Gaming Regulatory Act (IGRA), 25 U.S.C. Sections 2701 et seq., which was approved by the Department of the Interior on December 11, 1992; and

**WHEREAS,** On October 14, 1992, the Tribal Business Council enacted a Class III Gaming Ordinance, last amended on March 8, 1995, which has been approved by the National Indian Gaming Commission; and

**WHEREAS,** The IGRA permits tribes to engage in Class III gaming activities, provided certain conditions are met; and

**WHEREAS,** The Tribe has taken all steps necessary to meet the requirements of IGRA; and

**WHEREAS,** The Tribal Council desires the Three Affiliated Tribes enter into an agreements with Sodak Gaming, Inc., (hereinafter "Sodak") and IGT to more fully develop its Class III gaming enterprise as means of economic self-sufficiency and to increase employment for tribal members; and

**WHEREAS,** Under said agreements Sodak will sell equipment to the Tribe consisting of certain electronic gaming devices and related equipment to be used in the Indian Tribe gaming operations (the "Equipment"); and

**WHEREAS,** Under said agreements Sodak and IGT will operate a telecommunication accounting system to interlink certain electronic gaming devices and related equipment to be used in the Indian gaming operations (the "TAS");

**NOW, THEREFORE, BE IT RESOLVED,** That the Chairman or Vice Chairman of the Three Affiliated Tribes Tribal Council be, and hereby is authorized and directed to execute and deliver, on behalf of the Tribe, such Documents, Sales Orders, and Agreements as may be necessary to effect the above-described Sales Agreement and Telecommunication Accounting System Agreement as required by Sodak in such form and containing such terms as the Tribal Council approves, such approval to be conclusively evidenced by the signature of the Tribal Chairman or Vice Chairman thereon; and

**BE IT FURTHER RESOLVED**, That the Tribe expressly consents to arbitration in accordance with the rules of the American Arbitration Association as the form of dispute resolution, it being understood to that end that the Tribe waives the defense of an inconvenient forum, and it being further understood that the Agreements shall be interpreted according to Tribal law, and where no Tribal law exists, shall be interpreted according to North Dakota law, and it being further understood that such decision as may be rendered shall be enforced, if necessary, in the Tribal court of the Three Affiliated Tribes. The Tribe further expressly grants an irrevocable limited waiver of sovereign immunity as to any actions or arbitration from any dispute arising under said contract with IGT and Sodak; and

**BE IT FURTHER RESOLVED**, That the Chairman or Vice Chairman of the Tribal Council of the Tribe be, and hereby is authorized and directed to take such other action necessary, required, and appropriate to carry out the purposes of this Resolution; and

**BE IT FINALLY RESOLVED**, That the Tribal Council Chairman or Vice Chairman of the Tribal Council of the Tribe are authorized to take the above-described actions pursuant to the powers granted and specified in the Constitution and Bylaws of the Three Affiliated Tribe of Indians, adopted March 11, 1936, as amended, at Article VI, Sections 3, 5(a) and 5(c), and the Tribal Gaming Ordinance, Section 3.4, enacted October 14, 1992, as amended.


#### 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 14<sup>th</sup> day of April, 1998; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 4 members, 0 members opposed, 3 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 14<sup>th</sup> day of April, 1998.

Daylon Spotted Bear  
Secretary, Tribal Business Council

ATTEST:

  
Chairman, Tribal Business Council