

**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 desires to provide Indian livestock producers an opportunity to participate in (“The Project”); and
- WHEREAS,** The Three Affiliated Tribes desires to finance the acquisition of certain lands for park, recreation, and other tribal purposes (“The Project”) in order to promote the general health, welfare, and economy of the Tribe and its members; and
- WHEREAS,** The Three Affiliated Tribe has entered into preliminary discussions with the Government Capital Corporation (“Government Capital”) to determine whether tax exempt bonds may lawfully be issued pursuant to the Indian Tax Status Act, 26 U.S.C. Section 7871 for the Project. If it is lawful to sell bonds for this purpose, then such bonds are to be sold on a best-efforts basis for the private placement sale of such bonds; and
- WHEREAS,** The Three Affiliated Tribes reasonably expects that prior to the issuance of the bonds, the Three Affiliated Tribes will make certain capital expenditures for, or in connection with, the Project, with the expectation of reimbursing itself from the proceeds of the bonds;
- WHEREAS,** The Tribal Council’s Executive Committee have met with representatives from Government Capital Corporation (“Government Capital”) of Irving, Texas, and considered Government Capital’s proposal to commence work on a tribal bond issue needed to finance the purchase of land; and
- WHEREAS,** The Three Affiliated Tribe’s Executive Committee has determined that the financing of the Project and the issuance and sale of tax-exempt bonds will promote the general health, welfare, and economy of the Three Affiliated Tribe and its members, and now recommends initial approval by the Tribal Council for the issuance and sale of the said bonds;
- NOW, THEREFORE, BE IT RESOLVED,** that the Tribal Business Council finds that the financing of the project and the issuance and sale of taxable or tax-exempt bonds will promote the general health, welfare, and economy of the Tribe and its members; and

BE IT FURTHER RESOLVED, that, pursuant to the Indian Tax Status Act, 26 U.S.C. Section 7871, the Tribal Business Council hereby authorized the Tribal Chairman to proceed with negotiations with Government Capital to appropriately structure issues of tax-exempt bonds in the principal amount of \$2,800,000 plus any additional principal amount necessary to cover the costs of issuance and other miscellaneous costs including the costs of bond counsel and special council, in order to finance the Project and to provide such information as may be required by Government Capital for preparation of financing documents. Requisite financing documents shall be prepared by Ballard, Spahr, Andrews & Ingersoll, L.L.P., of Denver, Colorado, as bond counsel to Government Capital, and shall be reviewed by the Tribe's designated legal counsel, prior to consideration and ultimate approval by the Tribal Business Council; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby declares the official intent of the Tribe to use proceeds of the bonds in the principal amount of \$2,800,000, plus any additional principal amount necessary to cover the cost of issuance and other miscellaneous costs including the costs of bond counsel and special council, to reimburse itself for certain capital expenditures made for, or in connection with, the Project, provided that (a) the bonds will not be used to reimburse any expenditures paid more than sixty (60) days prior to December 23, 1998, the date of adoption of Executive Resolution 98-20 JPH by the Tribal Council's Executive Committee and subsequently ratified by the Tribal Council on February 11, 1999; (b) the bonds will not be issued more than 18 months after the later of (i) the date of the first expenditure to be reimbursed with the proceeds of the bonds or (ii) the date the Project is placed in service; and (c) in no event may the bonds be issued more than three years after the date of the first expenditure to be reimbursed with the proceeds of the bonds; and provided further that the limitations hereof do not apply to qualified "preliminary expenditures" as permitted by Treasury Regulation Section 1.150-2(f); and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby agrees that the primary guarantor of the repayment of all principal and interest due on the subject bonds, as well as the payment of any and all additional monetary obligations due in connection with said bonds shall be the monies generated from the sale of buffalo raised on the Project land. Although the primary repayment shall be from funds generated by the Buffalo Project, in the event that the funds generated by the Buffalo Project are insufficient in amount to make timely repayment on the bonds and/or payment of any additional amounts due in connection therewith, or any payment is not timely made otherwise, the Three Affiliated Tribes Tribal Council agrees to serve as a secondary guarantor to ensure that repayment on the bonds and/or payment of any additional amounts due in connection therewith shall be made from the Tribal Treasury and the full faith and credit of the Three Affiliated Tribes is pledged therefor. In addition, the Tribal Chairman is hereby authorized and directed, consonant with the terms of this resolution, to execute appropriate instruments to evidence the Tribe's pledge of revenues from the Tribal Treasury to enable the Tribe, if and when necessary, to serve as the secondary guarantor to secure the proceeds of the bond issue to secure the said monetary obligations; and

BE IT FURTHER RESOLVED, that the Three Affiliated Tribes anticipates the receipt of monies derived from claims against the United States to compensate the Tribe for the taking of land and other resources. When such funds become available to the Three Affiliated Tribe, the Tribal Business Council may then agree to pledge such monies as are necessary for the total repayment of the bonds, and any additional amounts due in connection therewith. Whereupon, the Figure 4 lands purchased and the revenue therefrom shall be released as security for the bond issue and the Three Affiliated Tribes may then have the lands taken in trust by the United States; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes and directs the Tribal Chairman to proceed with negotiations with Community First Bank for interim financing of the land purchase on or before March 1, 1999.

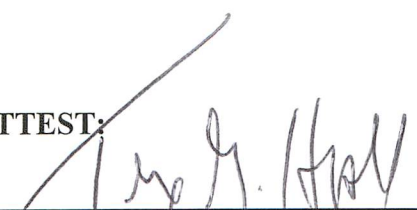
BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes and directs the Tribal Chairman to proceed with negotiations with Government Capital Corporation and to execute any documents and/or contract that are necessary to complete the negotiations to structure an issue of tax exempt bonds, pursuant to the Indian Tax Status Act, 26 U.S.C. Section 7871, to finance the Project, Provided, no bonds will issue absent the aforesaid and express ultimate approval of 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 Special Meeting thereof duly called, noticed, convened, and held on the 19th day of February, 1999; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 3 members, 2 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated the 19th day of February, 1999.

ATTEST:



Chairman, Tribal Business Council



Secretary, Tribal Business Council