

**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,** Management of the 4 Bears Casino and Lodge has determined that slot machines manufactured by Aristocrat, an Australian based slot machine manufacturer, are likely to draw additional gaming patrons to the 4 Bears Casino and Lodge; and
- WHEREAS,** The Tribal Council desires the Three Affiliated Tribes enter into an agreements with Hanson Distributing Company, a Minnesota corporation, for the purchase, on a sixty (60) day trial basis, of 12 Aristocrat Class III gaming machines which will more fully develop the Tribe's Class III gaming enterprise as a means of economic self-sufficiency and to increase employment for tribal members, which could lead to a final purchase agreement, copies of which are attached to this resolution; and
- WHEREAS,** The 60 Day Trial Agreement and the Purchase Agreement require a limited waiver of sovereign immunity, with such waiver of sovereign immunity limited to enforcement of the terms of the Agreement; and with disputes under the Agreement to be heard in Tribal Court, and with the understanding that the Court will apply the Uniform Commercial Code (UCC) in settling such disputes, to the extent the UCC is applicable; and

WHEREAS, The Tribal Business Council has determined that obtaining the gaming machines from Hanson Distributing Co. described in the 60-day Trial Agreement, and the accompanying limited waiver of sovereign immunity, is in the best interests of the Three Affiliated Tribes and its members; and

WHEREAS, It is understood by the Tribe that execution of the 60 Day Trial Agreement does not bind or commit the Tribe to execute or enter into a final Purchase Agreement for the 12 machines which are a part of the Trial Agreement; and

WHEREAS, The Tribal Business Council has determined that entering into the attached 60 Day Trial Agreement with Hanson Distributing Co. is in the best interests of the Tribe and its members, and in the best interests of the 4 Bears Casino and Lodge;

WHEREAS, Following the 60-day trial period, the Tribe has the option of purchasing the machines for a total purchase price of \$100,920, to be paid on the basis of 50% of net revenue paid weekly until the full purchase price is paid, with no accrual of interest;

WHEREAS, If, at the end of the 60-day trial period, management of the Casino and the Gaming Enterprise Board have determined that the 12 Aristocrat machines should be purchased, they will inform the Chairman in writing of that fact and the Chairman of the Tribal Business Council will then be authorized to execute the purchase agreement;

NOW, THEREFORE, BE IT RESOLVED, That the Chairman or Vice Chairman, along with the Treasurer 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 60 Day Trial Agreement with Hanson Distributing Company, such approval to be conclusively evidenced by the signature of the Tribal Chairman or Vice Chairman and Tribal Treasurer thereon, it being further specifically understood that execution of the 60 Day Trial Agreement does not bind or commit the Tribe or the 4 Bears Casino and Lodge to the final Purchase Agreement of the 12 gaming machines; and

THEREFORE BE IT FURTHER RESOLVED, That the Tribe expressly consents to an irrevocable limited waiver of sovereign immunity as to any actions or arbitration from any dispute arising under said Agreement with Hanson Distributing Company, it being understood that any disputes relating to said Agreement will be heard first in Tribal Court pursuant to the terms of the Agreement, and it being understood that such waiver is in the best interests of the Tribe and its members; and

THEREFORE BE IT FURTHER RESOLVED, That if, at the end of the 60-day trial period, management of the Casino and the Three Affiliated Tribes Gaming Enterprise Board have determined that the 12 Aristocrat machines used during the 60-day trial period should be purchased, they will inform the Chairman in writing of that fact and the Chairman, Vice-Chairman or Treasurer of the Tribal Business Council will then be authorized to execute the purchase agreement, it being understood that the Purchase Agreement contains a limited waiver of sovereign immunity as described above; and

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

THEREFORE BE IT FINALLY RESOLVED, That the Tribal Chairman or Vice Chairman and the Tribal Treasurer of the Tribal Business 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 12th day of March, 1998; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 12th day of March, 1998.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:

Troy M. Hall
Chairman, Tribal Business Council