

**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 Council has determined that it would be in the best interest of the Tribes and its enrolled members to obtain supplementary funds to assist in the delivery of education, social welfare and economic development services and for other purposes including meeting the immediate operational needs of Tribal Government through the end of calendar year 1999 and refinancing certain indebtedness now due and owing by the Tribe to Community first National Bank; and

WHEREAS, the Council desires to enter into a loan agreement with the Community First National Bank, for \$3,000,000 at an annual interest rate of 8.75% for these purposes; and

WHEREAS, as security for the Loan, the Council has agreed to pledge, among other assets, the income earned by docket Funds 350-C/D, 350-G and 350-G Reserve and the Excess Pledged Revenues of the "Casino Facilities" (as defined in the Depository Agreement between the Tribe and Lakeside State Bank dated as of February 10, 1997, as amended by the Deferral and Forbearance Agreement dated as of January 1, 1999 among the Tribe, Lakeside State Bank and Miller and Schroeder Investments Corporation; and

WHEREAS, the Council has determined that certain payments should be made to the Lender directly from the income earned by Docket Funds 350-C/D, 350-F, 350-G and 350-G Reserve and that an equal amount shall be expended from the Loan proceeds or from other tribal sources for the purposes and in the proportions specified in the Use and Distribution Plans for said Docket Funds so as to comply with the terms thereof; and

WHEREAS, in order to acquire the loan from Community First National Bank (the "Lender"), the Council must execute a Loan Agreement, Promissory Note, Security Agreement, Depository Agreement and related documents and instruments referred to therein as well as other documents required by the Lender;

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of that certain Loan Agreement, regarding a loan of \$3,000,000 (the "Loan") between the Tribe and the Community First National Bank; that certain \$3,000,000 Promissory Note, payable to the order of the Community First National Bank; that certain Security Agreement between the Tribe and Community First National Bank; that certain Depository Agreement between the Tribe and Lakeside State Bank of New Town, North Dakota; that certain UCC-1 Financing Statement; that certain Assignment of Income from Trust Property; and that certain letter to

the Office of Trust Management, Division of Trust Fund Services, United States Department of the Interior, Bureau of Indian Affairs, Albuquerque, New Mexico (collectively referred to as the "Loan Documents"), substantially in the form reviewed by the Council, and the performance of its obligations under the Loan Documents, be and hereby are in all respects, approved; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Council hereby authorizes and directs that for and during Fiscal Years 2000, 2001 and 2002, an amount equal to the loan payments directly made from income earned from Docket Funds 350-C/D, 350-F, 350-G and 350-G Reserve shall be expended either from the proceeds of the Loan or from other sources for the purposes and in the proportions specified by the approved Use and Distribution Plans for said Docket Funds; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Chairman of the Tribal Business Council, Tex G. Hall and the Treasurer thereof, Marcus Wells, Jr., be and hereby are authorized and directed to execute and deliver the Loan Documents in the name and on behalf of the Tribe, substantially in the form approved, with such changes therein and modifications and amendments thereto as they may in their sole discretion approve, which approval shall conclusively evidenced by their execution thereof, and that the signature of both of the above-named officers shall be sufficient to bind the Tribe. the Chairman and the Treasurer are hereby specially authorized and directed to enter into those portions of the Loan Documents concerning the waiver of sovereign immunity and consent to jurisdiction; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Chairman and the Treasurer of the Council be, and hereby are, authorized and directed to take all such further actions including, without limitation, to arrange for and enter into supplemental agreements, instruments certificates or documents relating to the transactions contemplated by the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents in the name and on behalf of the Tribe, which in their sole judgment be necessary, proper or advisable in order to perform the Tribe's obligations under or in connection with the Loan Documents and the transaction contemplated therein, and to carry out fully the intent and effectuate the purposes of the foregoing resolutions and that the signature of both of the above-named officers shall be sufficient to bind the Tribe; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the foregoing resolutions shall be effective as of the date of these resolutions and shall remain in full force and effect thereafter and may be relied upon by the Community First National Bank thereafter until it has received written notification from the Tribe of prospective rescision of such authority; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that nothing herein shall be construed as a pledge of the funds derived from accumulated interest on the Three Affiliated Tribes Economic Recovery Fund established by Title 35 of P.L. 102-575, 106 Stat. 4731 (commonly known as "JTAC" funds); and

NOW, THEREFORE, BE IT FURTHER RESOLVED, That if any of the foregoing resolutions or any provision of any Loan Document is inconsistent in any respect with any portion of Council Resolution #99-87-DSB, which was adopted on June 3, 1999, the provisions hereof shall govern and control, and the inconsistent provision of resolution #99-87-DSB shall be deemed to have been rescinded and have no force and effect.

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, 5 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 28th day of June, 1999; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 28th day of June, 1999.

James P. Hale
Secretary, Tribal Business Council

ATTEST:

[Signature]
Chairman, Tribal Business Council