

**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 Tribal Business Council has the authority to enter into financial transactions on behalf of the Tribe pursuant to Article VI, Sections 5(a) and (c); and

WHEREAS, BNC Bank of Bismarck, North Dakota, has proposed a line of credit for the 4 Bears Casino and Lodge, general operational needs of the Three Affiliated Tribes and for the various Segments (called Districts in the proposal), as per the attached letter and outline of the proposal; and

WHEREAS, Each of the three proposals provide for a specific deposit of cash in the form of a one year Certificate of Deposit (CD) that will earn interest and that will act as collateral for operating or other loans for the various entities involved for a one year period, at which time any loans made using the CD as security will be due;

(1) for the Casino, the anticipated deposit is \$1,000,000, with an interest rate for the CD of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from the income generated from approximately 70 slot machines to be purchased with the loan, with all closing costs and fees waived;

(2) for the Tribe, the anticipated deposit is \$3,000,000, with a CD interest rate of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from general revenue of the Tribe or the CD, with all closing costs and fees waived; and

(3) for the Segments (called Districts in the proposal), the anticipated deposit is up to \$200,000 per Segment, with an interest rate for the CD of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from cash flow of the Segment or the CD, with all closing costs waived and fees of \$100 per note.

WHEREAS, The loan funds to be used by the Casino are to be used, among other things, for the purchase of a back-up power generator required by the Minimum Internal Control Standards as promulgated by the National Indian Gaming Commission and for continued expansion and renovation of the Casino; and

WHEREAS, These proposals are competitive with other proposals of other financial institutions that have dealt with the Tribe;

WHEREAS, The Tribe has the funds available to be able to make the deposits into the Certificates of Deposit as required and to otherwise fund this proposal

WHEREAS, The Tribe agrees that the lines of credit to be established under these proposals will be used by the Casino, the Tribe and the Districts for loans at their discretion, but in the case of the Tribe, only with the approval of the Tribal Business Council acting by resolution; and

WHEREAS, It is understood by the Tribal Business Council that the availability of funds from income of the Tribe, the Casino and the Segments is subject to prior loans outstanding of the Tribe, including, but not limited to, those specific notes entered into between the Tribe and Miller & Schroeder Investments Corporation on November 20, 1999 for the expansion of the 4 Bears Casino and Lodge and other purposes, secured in part by revenues from the 4 Bears Casino and Lodge and a general obligation of the Tribe, and that specific note entered into between Community First National Bank and the Three Affiliated Tribes in June, 1999, secured by general revenues of the Tribe and income from what are known as the "Docket Funds" as per the resolution;

NOW, THEREFORE, BE IT RESOLVED, that for the benefit of the 4 Bears Casino and Lodge, the Three Affiliated Tribes, and each of the six Tribal Segments (denoted as Districts in the proposal), the Tribal Business Council of the Three Affiliated Tribes hereby approves of the financial arrangements outlined above and in the attached proposals, subject to legal review and approval of any final loan and deposit agreements and associated documents, including legal review of any agreement to waive sovereign immunity, choice of law and choice of forum for the resolution of disputes arising under such loan and deposit agreements, it being understood that this approval only is good for an agreement in which the Certificate of Deposits and loan rates are in the amounts and at the interest rates specified in the proposals, those being as follows:

(1) **for the Casino,** a deposit of \$1,000,000, with an interest rate for the CD of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from the income generated from approximately 70 slot machines to be purchased with the loan, with all closing costs and fees waived;

(1) for the Casino, a deposit of \$1,000,000, with an interest rate for the CD of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from the income generated from approximately 70 slot machines to be purchased with the loan, with all closing costs and fees waived;

(2) for the Tribe, a deposit of \$3,000,000, with a CD interest rate of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from general revenue of the Tribe or the CD, with all closing costs and fees waived; and

(3) for the Segments (called Districts in the proposal), a deposit of up to \$200,000 per Segment, with an interest rate for the CD of 6.5% and a loan rate of .75% plus the CD rate, which at present equals 7.25% and which will vary as the CD rate varies, with repayment of the loan to come from cash flow of the Segment or the CD, with all closing costs waived and fees of \$100 per note, it being understood that the Segments may reinvestment the funds into a money market account or other investment available for immediate use or may borrow against the funds; and

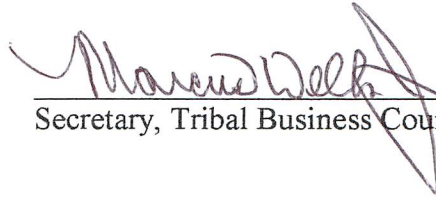
NOW, THEREFORE, BE IT FURTHER RESOLVED, that any and all loans made by the Three Affiliated Tribes with BNC Bank of Bismarck that are secured by the Certificate of Deposit mentioned above shall be approved by resolution by the Tribal Business Council, it being understood that loans made by the 4 Bears Casino and Lodge or the Segments using the collateral as stated above shall be subject to the approval of the Tribal Business Council only to the extent necessary to approve any limited waiver of sovereign immunity or choice of law provision of such loan documents; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Chairman, Vice-Chairman or Treasurer are hereby authorized to execute any and all such documents as may be needed to perfect the loan or loans being obtained on behalf of the Tribe and the Tribal entities named above, and to withdraw the necessary funds from the General Accounts of the Tribe to purchase the Certificates of Deposit mentioned herein as collateral for the lines of credit mentioned in the proposal, it being understood that this authorization to execute all necessary loan documents is dependent upon legal review and approval of any final loan and deposit agreements and associated documents, including, but not limited to, legal review of any agreement to waive sovereign immunity or concerning a choice of law and choice of forum for the resolution of disputes arising under such loan and deposit agreements, it being further understood that this authorization to execute the loan agreement and associated loan documents is good only for an agreement in which the Certificate of Deposits and loan rates are in the amounts and at the interest rates specified in the proposals.

CERTIFICATION

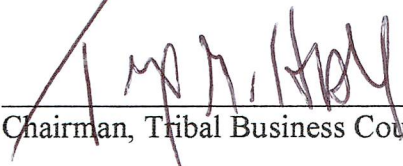
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 14th day of December, 2000; 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 14th day of December, 2000.



Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council