



**MILLE LACS CORPORATE VENTURES
COMMISSIONERS ORDER #1503.2**

The undersigned, as Commissioner of Corporate Affairs of Mille Lacs Corporate Ventures, a Corporate Body Politic ("MLCV"), hereby adopts the following Commissioner Order effective this 24 day of March, 2015.

WHEREAS, pursuant to 16 MLBSA § 6 the Commissioner of Corporate Affairs is authorized to issue regulations and other directives in the form of Commissioner Orders to accomplish the Commissioner's corporate duties and responsibilities; and

WHEREAS, MLCV, either through the action of its Board or Commissioners Orders, has adopted numerous human resources/employment policies which apply to MLCV and all of its non-gaming subsidiaries; and,

WHEREAS, MLCV recognizes that, as it expands and diversifies into various industries and geographic areas, MLCV human resources/employment policies may not be well suited to the needs of all of its subsidiary businesses; and

WHEREAS, MLCV wishes provide a mechanism by which its subsidiary businesses are able to propose alternative human resources/employment policies for MLCV's consideration and adoption.


NOW THEREFORE BE IT ORDERED, that the attached policy #20.006, titled "HR Policies of Non-Gaming Subsidiaries," is hereby adopted.

IT IS SO ORDERED,

A handwritten signature in blue ink, appearing to read "Joseph S. Nayquonabe", is written over a horizontal line.

Joseph S. Nayquonabe
Commissioner of Corporate Affairs

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Policy and Practice Manual**

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Purpose

To optimize efficiencies for the non-gaming businesses of Mille Lacs Corporate Ventures (“MLCV”) by establishing a procedure whereby each such non-gaming business may adopt human resources/employment policies that are best suited to the respective industry, location, size and needs of the particular business.

Policy


The Human Resources Policies of MLCV, as amended from time-to-time, shall be the policies applied to all non-gaming businesses of MLCV unless such policies are revised or replaced (in whole or in part) by new human resources policies adopted by the non-gaming business and approved in accordance with the procedures set forth in this Policy.

Practice

A. Definitions:

- i. “Commissioner” means the Commissioner of Corporate Affairs of MLCV.
- ii. “Final HR Policy” means a human resources policy of a Non-Gaming Business that has been submitted, reviewed, approved and adopted in accordance with this Policy.
- iii. “HR Policies of MLCV” means the Human Resources policies adopted by the MLCV Board of Directors, and applicable to MLCV and its business operations, as such policies may be amended from time-to-time.
- iv. “Non-Gaming Business” means the various non-gaming business operations of MLCV, whether conducted (a) through a wholly-owned subsidiary of MLCV, or (b) by MLCV, doing business as a distinct (but unincorporated, non-chartered) commercial enterprise.
- v. “New HR Policy” means any proposed human resources policy of a Non-Gaming Business that represents a variation, in whole or in part, from the HR Policies of MLCV.

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B. Proposal for a New HR Policy


At such time as management of any Non-Gaming Business determines that it is in the best interest of the business to adopt human resources policies that vary, in whole or in part, from the HR Policies of MLCV, then management shall proceed as follows:

- i. Submit proposed drafts of the New HR Policy to the Commissioner of Corporate Affairs, with a copies to MLCV Human Resources Department, Attention: VP of Human Resources, and to the MLCV Legal Department, Attention: General Counsel.
- ii. The submittal described above shall include a cover letter or memorandum from management (a) summarizing the proposed New HR Policy, (b) describing the reasons why the New HR Policy is needed, and (c) including such additional information as may be helpful as MLCV representatives review the proposal.

C. MLCV Procedure regarding Proposed New HR Policy

- i. Upon receipt of the proposed New HR Policy, the Commissioner shall meet and confer with representatives from the HR Department and the Legal Department to review and revise, as appropriate, the proposed New HR Policy. Such review may, at the request of the Commissioner, include representatives from the Non-Gaming Business submitting the proposed policy. Following such review, comments and suggestions to the draft policy shall be promptly delivered to management of the Non-Gaming Business. In the event the Commissioner disagrees in total with the proposal, he shall advise the management of the Non-Gaming Business of such determination and the reasons therefor.
- ii. Management of the Non-Gaming Business shall consider any suggested changes and/or comments from MLCV regarding the proposed new policy. It shall resubmit a final document to the Commissioner, as described above.
- iii. At such time as the Commissioner is satisfied with the proposed New HR Policy, he or she shall submit the same to the MLCV Board of Directors for consideration and formal approval. Upon approval, the Final HR Policy shall be effective. Notice of such approval shall be promptly delivered by the Commissioner to management who shall implement the Final HR Policy in accordance with its terms.
- iv. Any amendment to a Final HR Policies shall be proposed, reviewed and approved in the same manner as a New HR Policy described in this Policy.

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- v. Copies of all Final HR Policies shall be maintained by the MLCV Human Resources Department as well as the affected Non-Gaming Business.

[End of Policy]