



MILLE LACS BAND OF CHIPPEWA INDIANS

Executive Branch of Tribal Government

RESOLUTION 07-02-143-96

A RESOLUTION RATIFYING CERTAIN AMENDMENTS TO AGREEMENTS BETWEEN THE CORPORATE COMMISSION OF THE MILLE LACS BAND OF OJIBWE AND MILLE LACS GAMING CORPORATION, INCLUDING THE MANAGEMENT AGREEMENTS, AND A CERTAIN STOCK PURCHASE AGREEMENT RELATED TO HINCKLEY HOLDING CO. AND RELATED GUARANTEE AND MORTGAGE.

- WHEREAS, the Mille Lacs Reservation Band Assembly ("Assembly") is the duly elected governing body of the Mille Lacs Band of Ojibwe, a/k/a Mille Lacs Band of Chippewa Indians ("Band"), a Federally-recognized Indian Tribe, and;
- WHEREAS, pursuant to 16 MLBSA Sub. Section 101-111, the Band has established the Corporate Commission of the Mille Lacs Band of Ojibwe (the "Commission") as an instrumentality and political subdivision of the Band. The Commission is authorized and empowered to enter into contractual agreements for purposes of improving the economy of the Reservation; and,
- WHEREAS, the Commission has previously entered into certain Amended and Restated Management and Construction Agreements dated and effective as of September 10, 1990 (the "Agreement") with Mille Lacs Gaming Corporation (the "Manager") for the management of the Grand Casino Hinckley and Grand Casino Mille Lacs; and related Loan and Security Agreements together with promissory notes evidencing the Commission's indebtedness under the Loan Agreement as well as other indebtedness related to the development of an RV Park and restaurant adjacent to the Hinckley Grand Casino; and,
- WHEREAS, pursuant to Resolution No. 0826.14, dated August 26, 1996 (the "Commission Resolution"), the Commission has approved and authorized the Commissioner of Corporate Affairs to enter into and amended and restated version of the Management Agreement (Mille Lacs facility) (attached at exhibit B and incorporated herein by reference), the Management Agreement (Hinckley facility) (attached at exhibit B and incorporated herein by reference) and a side agreement supplementing the terms of the Management Agreements, as amended, containing modifications to some previous terms and conditions of the Management Agreements (collectively, the "Management Agreements") to conform to and reflect a maturation of and changes within the Indian Gaming marketplace and to conform to National Indian Gaming Commission regulations; and,
- WHEREAS, the indebtedness represented by the Loan Agreement, Security Agreement and the related promissory notes in the approximate amount of \$4,973,485.00 will be retired through refinancing in connection with the financing of the Hinckley Hotel construction and the expansion of the Mille Lacs Grand Casino Hotel; and,
- WHEREAS, in addition to such Management Agreements, pursuant to the Commission Resolution, the Commission has authorized the acquisition from Grand Casinos, Inc., of all of the issued and outstanding capital stock of Hinckley Holding Co., a Minnesota corporation, owner of approximately five hundred acres of real property adjacent to the Hinckley Grand Casino;

and authorized the Commission to cause Hinckley Holding Co. to issue a guarantee (the "Guarantee by granting a mortgage (the 'mortgage') on the real estate held by Hinckley Holding Co. (collectively, the Hinckley Documents"); and,

WHEREAS, the Chief Executive of the Band has approved the actions of the Commission taken in the Commission Resolution; and,

WHEREAS, the Band Assembly has reviewed the substance of the Management Agreements and the Hinckley Documents.

NOW, THEREFORE, BE IT RESOLVED, that the Mille Lacs Reservation Band Assembly, pursuant to Statute 3 MLBSA Section 2 (f), ratifies and approves the Management Agreements and the Hinckley Agreements in the forms submitted to the Band Assembly with such additions thereto or deletions therefrom which do not substantially alter the present forms that are approved by the Commissioner of Corporate Affairs, which approval shall be conclusively presumed by his execution thereof. The Band Assembly specifically authorizes the Commission and its Commissioner of its behalf to execute and deliver those provisions of the Management Agreements and the Hinckley Agreements concerning the law governing such Agreement and the Commissioner's waiver of sovereign immunity and consent by the Commission to the jurisdiction the particular courts designate there in.

BE IT FURTHER RESOLVED, that Paul Mans, or his successor, as the Commissioner of Corporate Affairs, is hereby authorized and directed to execute and deliver the above-referenced documents and such other documents and take such other actions as may be necessary and appropriate to carry out the foregoing resolution, the acceptability and approval of said documents by the Commission to be conclusively evidenced by the execution of such documents by Mr. Paul Mans or his successor, as the Commissioner of Corporate Affairs.

BE IT FURTHER RESOLVED, the obligations under the above-referenced documents shall be limited obligations of the Commission only and payable solely from the revenues of the Enterprises as defined in the Management Agreements or the specifically described collateral pledged in the Hinckley Documents and shall not constitute or give rise to a pecuniary liability of the Band or a charge against its general credit or the taxing powers of the Band or the Commission.

BE IT FURTHER & FINALLY RESOLVED, that the above-referenced documents shall be forwarded to the National Indian Gaming Commission and , if applicable, the Bureau of Indian Affairs requesting their expeditious approval, as appropriate,

WE DO HEREBY CERTIFY, that the foregoing resolution was duly concurred with and adopted at a regular session of the Band Assembly in Legislative Council assembled, a quorum of legislators being present held on the 27th day of August, 1996 at Vineland, Minnesota by a vote of 3 FOR, 0 AGAINST, 0 SILENT.

RESOLUTION 07-02-143-96
PAGE 3

IN WITNESS WHEREOF, we, the Band Assembly hereunto cause to have set the signature of the Speaker of Assembly to be affixed to this resolution and forwarded to the Chief Executive for concurred



David Matrious, Speaker of Assembly

IN CONCURRENCE, with the action of the Speaker of Assembly, we, the Administrative Policy Board hereunto cause to have set the hand of the Chief Executive to this resolution.



Marge Anderson, Chief Executive

OFFICIAL SEAL OF THE BAND