



THE MILLE LACS BAND OF  
**OJIBWE INDIANS**

*Legislative Branch of Tribal Government*

**Resolution 07-03-93-97**

- WHEREAS, the Mille Lacs Band Assembly (the "Assembly") is the duly-elected governing body of the Mille Lacs Band of Ojibwe Indians, a/k/a Mille Lacs Band of Chippewa Indians (the "Band"), and;
- WHEREAS, Pursuant to 16 MLBSA § 101-111, the Band has established The Corporate Commission of the Mille Lacs Band of Ojibwe Indians (a/k/a The Corporate Commission of the Mille Lacs Band of Ojibwe Indians, the "Commission") as an instrumentality and political subdivision of the Band. The Commission is authorized and empowered by the Act and its Charter to issue obligations to finance the cost of acquisition, construction, maintenance, management and improvement of economic developments within the territorial jurisdiction of the Band; and to pledge revenues, income, receipts and profits of the Commission from projects operated by it and revenues of any business conducted by the Commission to pay the principal of, premium, if any, and interest on such obligations when due. All obligations so issued are special, limited obligations of the Commission payable solely from the revenues and assets so pledged and shall not constitute a debt, liability or obligation of the Band, and;
- WHEREAS, pursuant to a Commission Resolution substantially in the form which is before this Band Assembly (the "Commission Resolution"), the Commission is expected to determine or has determined to issue its Revenue Notes (Grand Casino Mille Lacs), Series 1997M-1, in the aggregate principal amount not to exceed \$15 million (the "Notes") to finance the construction and equipping of an expansion to the grand Casino Mille Lacs Casino, which will include entertainment and other facilities (the "Project"). The Notes will be issued under authorization of the Master Trust Indenture dated as of October 1, 1996 (the "Master Indenture") entered into between the Commission and First Trust National Association, as trustee (the "Trustee") and will constitute "Secured Obligations" of the Commission (as defined in the Master Indenture). All Secured Obligations, including the Notes, will be secured by a pledge of "Pledged Amounts" including Gross Revenues of the Casino Facilities defined in the Master Indenture; and,
- WHEREAS, the Chief Executive has approved of the actions of the Commission to be taken pursuant to the Commission Resolution and the execution of the Pledge Agreement described below; and
- WHEREAS, the following documents relating to the Project and the Notes have been prepared, which documents in proposed form are before the Band Assembly at this meeting and shall be placed on file with the Band:

***DISTRICT I***

HCR 67, Box 194 • Onamia, MN 56359  
(320) 532-4181 • Fax (320) 532-4209

***DISTRICT II***

Route 2 • Box 58 • McGregor, MN 55760  
(218) 768-3311 • Fax (218) 768-3903

***DISTRICT III***

Route 2 • Box 233-N • Sandstone, MN 55072  
(320) 384-6240 • Fax (320) 384-6190

**RESOLUTION 07-03-93-97**

**PAGE 2**

- (a) an Investment Banking and Note Purchase Agreement (the "Note Purchase Agreement") to be entered into by Dougherty Dawkins LLC and Miller & Schroeder Financial, Inc. (collectively, the "Underwriters") and Miller & Schroeder Financial, Inc. (collectively, the "Underwriters") and the Commission, which authorizes the Commission to engage the Underwriters on a best efforts basis to sell the Notes to investors; and
- (b) Related Supplemental Indenture No. 2 (the "Supplemental Indenture"), between the Commission and the Trustee, which authorizes the issuance of the Notes as Secured Obligations to finance the Project; and
- (c) the form of the Notes; and
- (d) a Disbursing Agreement, between the Commission, the Trustee and the title insurance company named therein, as disbursing agent, providing for the procedures to disburse proceeds of the Notes; and
- (e) a Pledge and Consent Agreement (the "Pledge Agreement"), between the Commission, the Band and the Trustee, whereby the Band agrees to engage the Commission to operate the Project and whereby the Band consents to the pledge of Gross Revenues for application in accordance with the Master Indenture; and
- (f) a Preliminary Private Placement Memorandum date June 16, 1997 describing the Notes, the Project, the Commission, the Band and other matters; and
- (g) a Design/Build Cost Plus Construction Contract for Event Center at Grand Casino Mille Lacs between the Commission and Ryan Companies US, Inc. (the "Construction Contract"); and
- (h) an Assignment and Agreement Regarding Design/Build Contract assigning to the Trustee the right, upon a default by the Commission, to enforce the Construction Contract; and
- (i) First Amendment to Master Trust Indenture between the Commission and the Trustee, whereby the Master Indenture is amended to permit a "Requisite Consent" from holders of Secured Obligations to waive the requirement that Casino Facilities be owned by or leased to the Commission.

All foregoing listed documents are herein collectively referred to as the "Commission Agreements."

**RESOLUTION 07-03-93-97**

**PAGE 3**

NOW, THEREFORE, BE IT RESOLVED, that the actions by the Commission and the Chief Executive heretofore taken or proposed to be taken or contemplated to be taken in accordance with the Commission Agreements in connection with the issuance of the Notes and the undertaking of the Project are hereby approved and ratified. The Commission is hereby authorized and directed to finance, construct and equip the Project, to enter into and perform its obligations under the Commission Agreements, and to issue the Notes in the form and upon the terms provided in the Commission Resolution, the Supplemental Indenture and the Master Indenture to defray the costs of the Project. The forms of the Commission Agreements are hereby approved, subject to such additions thereto, or deletions therefrom as are approved by the Commissioner, which approval shall be conclusively presumed by his execution thereof. The Band Assembly specifically authorizes the Commission to enter into those provisions of the commission Agreements concerning the law governing the Commission Agreements, the Commission's waiver of sovereign immunity, and consent to court jurisdiction.

BE IT FURTHER RESOLVED, the Chief Executive is hereby authorized and directed to execute and deliver the Pledge Agreement in the name and on behalf of Band upon execution thereof by the other parties thereto. The Pledge Agreement shall be executed in substantially the form hereinabove approved, subject to such additions thereto, or deletions therefrom are approved by the Chief Executive, which approval shall be conclusively presumed by her execution thereof.

BE IT FURTHER RESOLVED, the Chief Executive and the Commissioner are authorized and directed to prepare and furnish to the Underwriters and their counsel certified copies of all proceedings and records of the Assembly, the Chief Executive and the Commission relating to the Notes or the Commission Agreements, and such other affidavits, certificates and documents as may be required to show the facts relating to the legality and marketability of the Notes as such facts appear from the books and records in their custody and control or as otherwise known to their, or as may be necessary or desirable to accomplish the issuance and sale of the Notes, and all such certified copies, certificates, affidavits and documents, including any heretofore furnished, shall constitute representations of the Commission or the Chief Executive as to the truth of all statements of fact contained therein.

BE IT FURTHER RESOLVED, that the Notes shall be special, limited obligations of the Commission payable solely from and secured by the "Pledged Amounts" as defined in the Master Indenture, which include certain gross revenues from certain casino facilities, among other amounts; provided that no Notes shall ever constitute or give rise to any other pecuniary liability of the Commission or a charge against its general credit or the general credit or taxing powers of the Band.

**RESOLUTION 07-03-93-97**

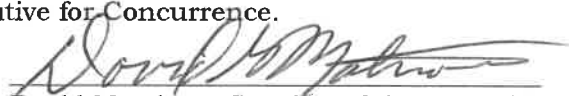
**PAGE 4**

BE IT FURTHER RESOLVED, that the Band hereby covenants for the benefit of the holders from time to time of the Note, that so long as the Notes are outstanding and unpaid, and to the extent permitted by law, the Band will continue to own and operate through an instrumentality or agency of the Band, its existing gaming facilities to the extent the Commission is required to operate the same under the Commission Agreements.

BE FURTHER RESOLVED, that the Band hereby approves the use of the land adjacent to the existing Mille Lacs casino which constitutes the "Additional Site" under the Pledge Agreement for the purposes described in the Preliminary PPM.

WE DO HEREBY CERTIFY, that the foregoing resolution was duly concurred with and adopted at a special session of the Band Assembly in Legislative Council assembled, a quorum of legislators being present held on the 26 day of June, 1997 at Vineland, Minnesota by a vote of 2 FOR, 0 AGAINST, 0 SILENT.

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

  
David Matrious, Speaker of the Assembly

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

  
Marge Anderson, Chief Executive

**OFFICIAL SEAL OF THE BAND**