

**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, Article VI, Section 3 of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council all necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article 1 of the Constitution; and

WHEREAS, The Tribal Business Council has the power, under the Constitution, to own and charter businesses to be owned by the Tribe, and has previously established the Fort Berthold Development Corporation as a entity that can provide construction services, an entity which is now certified as a Section 8(a) corporation by the Small Business Administration; and

WHEREAS, Studies of Tribes have shown that an independent Board of Directors for each of the Tribal Enterprises allows such enterprises to have a far better chance to succeed and provide income to the Tribe and employment to Tribal members than if controlled directly by the Tribal Business Council, and in the case of the Three Affiliated Tribes, such a structure for businesses owned by the Tribe will in the long run save the Tribe considerable resources and provide greater opportunities for its members; and

WHEREAS, Based in part on the above, it is the desire of the Tribal Business Council to reinvigorate Fort Berthold Development Corporation by appointing new members to their Board of Directors; and

NOW, THEREFORE, BE IT RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes, pursuant to its Constitutional power and authority, hereby appoints the following members to the Board of Directors for this corporation: Esley Thornton, Jr., Fred Fox, Dennis Fox, Jr., Clarence O'Berry; and Matthew Foolish Bear, with the understanding that two additional members of the Board of Directors will be appointed at a later time, and with the further understanding that at the first meeting of the Board of Directors, the Board will select its Chairman, and by lot determine four (4) members who will serve five (5) year terms and three (3) members will serve four (4) year terms; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby dissolves the present Board of Directors for Fort Berthold Development Corporation; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that no member of the above appointed Board of Directors may be removed by the Tribal Business Council except for cause and upon a two-thirds majority of all members of the Tribal Business Council supporting such removal, but otherwise, with regard to removal of a Board member, removal of a member shall be subject to the bylaws of the Fort Berthold Development Corporation regarding removal of Board members for failure to attend meetings, and provided further the Board must notify the Tribal Business Council immediately of any vacancy occurring by resignation or otherwise and the Tribal Business Council shall promptly consider an appointment to fulfill the remainder of the term of the person no longer on the Board; and

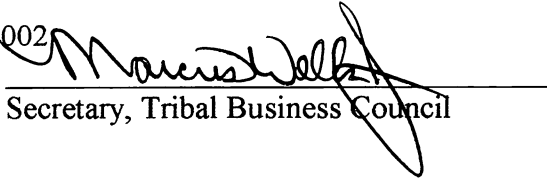
NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby directs that the newly appointed Board of Directors will, within 90 days from the date of their appointment, evaluate, and if necessary, select a new Chief Executive Officer for Fort Berthold Development Corporation (FBDC), and in the meantime the Board of Directors of FBDC may utilize the provision of the existing Bylaws of FBDC which allows the Chairman of the Board of Directors to temporarily assume the position of Chief Executive Officer; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the newly appointed Board of Directors shall initially meet at least weekly with the first meeting to be held not earlier than May 20, 2002 when the full Board is in place and at such other times as may be necessary to conduct business for Fort Berthold Development Corporation, and shall do the following: 1) have all necessary authority to obtain services needed for the purpose of providing to the Tribal Business Council a full financial statement and accounting of FBDC and all other entities being managed by the Board within 90 days from the date of the appointment of the new Board; 2) shall make recommendations for amendments to the Charters and Bylaws of FBDC; and 3) shall make a recommendation as to compensation for Board members; and

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, 6 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 13th day of May, 2002; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 4 members, 1 members opposed, 1 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 13th day of May, 2002


Secretary, Tribal Business Council

ATTEST:


Chairman, Tribal Business Council