



**RESOLUTION OF THE GOVERNING BODY
OF THE
THREE AFFILIATED TRIBES
OF THE
FORT BERTHOLD INDIAN RESERVATION**

A Resolution entitled, "Approval of a \$1 Million Loan to MHA Enterprises, Inc."

WHEREAS, the Mandan, Hidatsa and Arikara Nation is a sovereign government and federally recognized Indian Tribe existing pursuant to its inherent and retained sovereignty; and

WHEREAS, this Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

WHEREAS, the Constitution and By-Laws of the Nation 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 Nation and of the enrolled members thereof; and

WHEREAS, The Tribal Business Council has exercised the power, under the Constitution, to own and charter businesses to be owned by the Tribe, and the Tribe formed MHA Enterprises, Inc., which will serve as a holding company for the for profit enterprises wholly owned by the Three Affiliated Tribes; and

WHEREAS, The five companies, Fort Berthold Development Corporation, Twin Buttes Custom Homes, Inc., Mandaree Solid Surfaces Corporation, ElboWoodsWorks and MHA Systems are to be managed jointly will be under the control of MHA Enterprises, Inc., as soon as is practicable, with the understanding the Boards of Directors of each entity will continue to exist as they may be restructured; and

WHEREAS, the five companies, Fort Berthold Development Corporation, Twin Buttes Custom Homes, Inc., Mandaree Solid Surfaces Corporation, ElboWoodsWorks, and MHA Systems are in need of further financial assistance to meet capital needs.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby authorizes a loan to MHA Enterprises, Inc. in the amount of \$1,000,000 to be repaid from the profits of the holding company at the same terms and conditions as the Marshall Group loan to the Tribe (Resolution No. 03-156-DSB) for the purpose of meeting MHA Enterprises, Inc.'s immediate demand for capital and other development needs for the Fort Berthold Development Corporation, Twin Buttes Custom Homes, Inc., Mandaree Solid Surfaces Corporation, ElboWoodsWorks, and MHA Systems for a period of six months; and

BE IT FURTHER RESOLVED, In the six months immediately following the date of this resolution, MHA Enterprises, Inc. shall develop a financial package that will meet its long-term financial and development needs; and



BE IT STILL FURTHER RESOLVED, that the Tribal Chairman and Tribal Treasurer shall work with MHA Enterprises, Inc. in developing a financial package that will meet the capital needs and development costs of the tribal entities it operates and manages;

BE IT FINALLY RESOLVED, that the Chairman, Secretary and Treasurer are hereby authorized to sign any and all agreements that are necessary to fulfill the purposes of this Resolution.

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 Regular Meeting thereof duly called, noticed, convened, and held on the 28th day of April, 2003; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0, members opposed, 0 members abstained, 0 not voting; and that said Resolution has not been rescinded or amended in any way.

Chairman Voting. Not Voting.

Dated this 28th day of April, 2003

ATTEST:

Daylon Spotted Bear
Daylon Spotted Bear
Acting Executive Secretary
Tribal Business Council

Tex G. Hall
Tex G. Hall
Chairman
Tribal Business Council