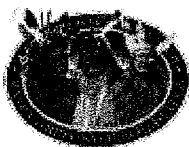




**RESOLUTION OF THE GOVERNING BODY
OF THE
THREE AFFILIATED TRIBES
OF THE
FORT BERTHOLD INDIAN RESERVATION**

A Resolution entitled, "Approval of Call Center Start-Up".

- WHEREAS,** This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and
- WHEREAS,** The Three Affiliated Tribes Constitution authorizes and empowers the Mandan, Hidatsa & Arikara Tribal Business Council to engage in activity 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 5(c) of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council the authority to administer any funds or property within the exclusive control of the Tribes and to make expenditures from available Tribal funds for public purposes of the Tribes; and
- WHEREAS,** MHA Systems has brought before the Tribal Business Council a proposal for a call center to be located in Parshall, North Dakota; and
- WHEREAS,** It has been brought before the Tribal Business Council that MHA Systems is to be partnered with NOVA-CTI of Philadelphia, Pennsylvania in this endeavor; and
- WHEREAS,** MHA Systems and its partner will work to obtain contracts with other various entities for utilization of the call center in Parshall, North Dakota; and
- WHEREAS,** One of the benefits of a successful call center would be the creation of jobs within the Fort Berthold Indian Reservation; and
- WHEREAS,** MHA Systems has requested the amount of \$330,000.00 in start up costs for the call center; and
- WHEREAS,** NOVA CTI will also contribute \$330,000 in money and/or equipment towards the start up of the call center; and
- WHEREAS,** It has been agreed that a loan in the amount of \$330,000.00 to MHA Systems shall be paid back to the Tribes by December 31, 2004; and
- WHEREAS,** The Tribal Business Council has considered the matter and believes that authorizing a loan for start-up costs in the amount of \$330,000.00 for a call center to be located in Parshall, North Dakota to be in the interest of the welfare and benefit of the Three Affiliated Tribes and of the enrolled members thereof;



NOW, THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby authorizes a loan to MHA Systems in the amount of \$330,000.00 for the start up a call center provided that the loan shall be paid back to the Tribes by MHA Systems by December 31, 2004.; and

NOW, THEREFORE BE IT FURTHER RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby also authorizes MHA Systems to seek private financing in the amount of \$330,000.00 to start up a call center and the Tribe will provide a general guarantee for said financing I lieu of a direct loan to MHA Systems; and

NOW, THEREFORE, BE IT FINALLY RESOLVED, that the agreement between MHA Systems and NOVA CTI is subject to review and approval by the Chairman and the Tribe's legal department.

CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 21 day of MAY, 2004, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 3 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [X] Voting. [] Not Voting.

Dated this 21 day of MAY, 2004.

Randy Phelan
Executive Secretary, Randy Phelan
Tribal Business Council

ATTEST:

Chairman, Tex G. Hall
Tribal Business Council