



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

A Resolution entitled, "Clarification of Tribal subsidiaries' ownership, management, and Small Business Administration 8(a) application submission."

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-laws under said Act; and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution and By-laws of the Three Affiliated Tribes, the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Pursuant to Article, VI, Section 5 (1) of said Constitution, the Tribal Business Council has the power to adopt resolutions regulating the procedures of the Tribal Business Council and other Tribal agencies and Tribal officials on the Reservation and

WHEREAS, the Tribal Business Council has authority according to the terms of said Constitution to authorize business transactions on behalf of the Three Affiliated Tribes; and

WHEREAS, The Tribal Business Council of the Three Affiliated Tribes has consistently advocated the creation of new projects for the purpose of decreasing the high unemployment rate on the Fort Berthold Reservation; and

WHEREAS, It is in the best interests of the Tribal Business Council of the Three Affiliated Tribes to assist and nurture the endeavors of tribal enterprises in pursuing business development opportunities; and

WHEREAS, On August, 11, 2005, in Tribal Resolution Number 05-04NH, the Tribal Business Council of the Three Affiliated Tribes organized and issued a charter for Mandaree Enterprises, LLC, a wholly-owned tribal management company, allowing the Three Affiliated Tribes to direct, manage, streamline, and oversee business operations of tribally-owned enterprises.

WHEREAS, The Tribal Business Council of the Three Affiliated Tribes has created seven one hundred percent (100%) wholly-owned tribally chartered companies, to-wit: MEC Development, LLC, MEC Services, LLC, MEC Management, LLC, MEC Technologies, LLC, MEC Distribution, LLC, MEC Energy Services, LLC, MEC Resources, LLC, referred to herein collectively as the "seven tribal subsidiaries" for the purpose of creating employment opportunities for the Three Affiliated Tribes; and



WHEREAS, On April 13, 2006, in Tribal Resolution Number 06-55 NH, the Tribal Business Council authorized and approved Articles of Organization for the seven tribal subsidiaries and authorized the management and oversight of the companies by Mandaree Enterprises, LLC, a wholly-owned tribal management company.

WHEREAS, The seven tribal subsidiaries were formed to help with the economic development of the tribe by having them participate in various programs, such as the Small Business Administration's ("SBA") 8(a) and HUBZone programs.

WHEREAS, The Tribal Business Council of the Three Affiliated Tribes wishes to clarify the ownership and management structure of Mandaree Enterprises, LLC and the seven tribal subsidiaries, to clearly indicate that, in accordance with the SBA's regulations, the seven tribal subsidiaries Articles of Incorporation need to provide for a limited waiver of sovereign immunity in order to qualify for the SBA's 8(a) business development program.

NOW, THEREFORE BE IT RESOLVED, The Tribal Business Council of the Three Affiliated Tribes authorizes the transfer of ownership of the seven tribal subsidiaries to Mandaree Enterprises, LLC, a wholly-owned tribal entity, in order to align ownership and management under the same tribally-owned entity.

BE IT FURTHER RESOLVED, The Tribal Business Council of the Three Affiliated Tribes hereby confirms and ratifies the following Directors of Mandaree Enterprises, LLC:

David Charging, Chairman
Darrell Cummings, Vice Chairman
Harriet Good Iron, Secretary/Treasurer

The Tribal Business confirms and ratifies these Directors' oversight and management of the seven tribal subsidiaries.

BE IT FURTHER RESOLVED, The Tribal Business Council of the Three Affiliated Tribes hereby authorizes the following Directors for the seven tribal subsidiaries:

David Charging, Chairman
Darrell Cummings, Vice Chairman
Harriet Good Iron, Secretary/Treasurer

The Directors are hereby authorized to appoint a President and Chief Executive Officer ("CEO") for each of the seven tribal subsidiaries.



BE IT FURTHER RESOLVED, The Tribal Business Council of the Three Affiliated Tribes hereby authorizes the Amended and Restated Articles of Organization for MEC Development, LLC, copies of which are herewith attached, specifically:

Section 5.2, Sovereign Immunity of the LLC, to conform with the requirements imposed the SBA 8(a) business development program, specifically “The LLC waives its sovereign immunity and designates United States Federal Courts to be among the courts of competent jurisdiction for all matters relating to SBA's programs including, but not limited to, 8(a) business development program participation, loans, and contract performance.”

Section 9, Organizers, to reflect the Organizers’ positions held in Mandaree Enterprises, LLC, the wholly-owned tribal holding company charged with the management and oversight of MEC Development, LLC.

BE IT FURTHER RESOLVED, The Tribal Business Council of the Three Affiliated Tribes hereby authorizes the Amended and Restated Operating Agreement of MEC Development, LLC, copies of which are herewith attached, specifically:

Section 2.1, reflecting the 100% Contribution Interest of Mandaree Enterprises, LLC, a wholly-owned Tribal entity.

Section 4.1, Officers of MEC Development, LLC, authorizing the positions of President and CEO for MEC Development.

Section 4.2.4(e), requiring consent of the Three Affiliated Tribes for the authorization of loans or advances to third parties.

Section 5, to establish a three member Board of Directors/Managers management structure for the seven tribal subsidiaries.

BE IT FINALLY RESOLVED THAT, The Tribal Business Council of the Three Affiliated Tribes hereby authorizes the seven tribal subsidiaries to pursue certification in the Small Business Administration’s (“SBA”) 8(a) program in order to pursue business development opportunities for the Three Affiliated Tribes.



RESOLUTION NO. 07- 182 -VJB

Resolution #07- _____ -VB

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 seven (7) members, of whom five (5) constitute a quorum, 5 (five) were present at a Regular meeting thereby being duly called, notice given, convened, and held on the 11th day of October, 2007; that the foregoing Resolution be duly adopted at such Meeting by the affirmative vote of 5 (five) members, 0 members opposed, 0 members abstained, 0 members not voting; and that said Resolution has not been rescinded or amended in any way.

Chairman Voting [] Not Voting

Dated this 11th day of October, 2007.

ATTESTS:

Tribal Secretary, V. Judy Brugh
Tribal Business Council
The Three Affiliated Tribes

Tribal Chairman, Marcus Well, Jr.
Tribal Business Council
The Three Affiliated Tribes