



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

A Resolution entitled. "Approval of a Limited Waiver of Immunity from Suit for the Subsidiaries of Mandaree Enterprises, LLC."

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, The Three Affiliated Tribes, as a sovereign governing body possesses immunity from suit, unless the Tribe expressly and unequivocally waives its sovereign immunity; and

WHEREAS, The umbrella of the Tribes' immunity from suit extends to its business entities; and

WHEREAS, On August, 11, 2005, in Tribal Resolution Number 05-04 NH, the Tribal Business Council of the Three Affiliated Tribes organized and issued a charter for Mandaree Enterprises, LLC, a wholly-owned tribal entity, 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 authorized the transfer of ownership of MEC Development, LLC; MEC Services, LLC; MEC Management, LLC; MEC Technologies, LLC; MEC Distribution, LLC; MEC Energy Services, LLC; and MEC Resources, LLC; referred to herein collectively as 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.

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

NOW, THEREFORE, BE IT RESOLVED, the Tribal Business Council of the Three Affiliated Tribes authorizes Mandaree Enterprises, LLC to form additional companies to provide for the economic benefit of the Three Affiliated Tribes.



BE IT FINALLY RESOLVED, that the Tribal Business Council hereby authorizes the limited waiver of sovereign immunity for the subsidiaries of Mandaree Enterprises, LLC to conform with the requirements imposed by the SBA 8(a) business development program, 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.

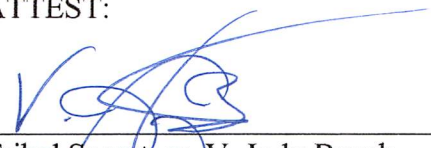
CERTIFICATION

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, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 11th day of October, 2007, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution had not been rescinded or amended in any way.

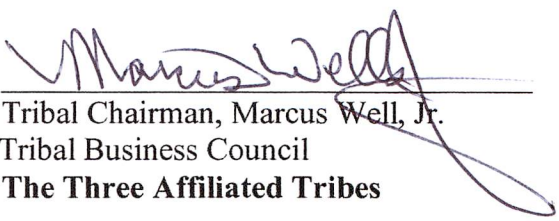
Chairman [] Voting. [] Not Voting.

Dated this 11th day of October, 2007

ATTEST:



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



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