



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

A Resolution entitled, "Approval of Polycom Maintenance Agreement with MHA Systems"

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 pursuant to said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribe 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 III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, The Three Affiliated Tribes Business Council has installed and operates a Polycom video system in the Tribal Chambers and at three other sites on the Fort Berthold Reservation for the purposes of providing tribal members the opportunity to view and participate in Tribal Business Council Meetings via videoconference that are held in the Tribal Chambers; and

WHEREAS, The Polycom video system requires technical assistance for the maintenance and operation of the system and its components; and

WHEREAS, MHA Systems, a wholly owned entity of the Tribe can provide this technical service to the Tribe

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council of the Three Affiliated Tribes hereby approves the Maintenance Agreement (attached) with MHA Systems to provide services for the maintenance and operation of the Polycom Video system.

MAINTENANCE AGREEMENT

This Maintenance Agreement (“Agreement” is between MHA Systems, PO Box 388, 217 3rd Ave. NE, Parshall ND 58770 (“MHA Systems”) and the Three Affiliated Tribes, 404 Frontage Road, New Town, ND 58763 (the “Tribe”).

Scope of work: MHA Systems will be responsible for the overall maintenance and inter-operability of the Polycom video units located on the Fort Berthold Indian Reservation owned by the Three Affiliated Tribes. Currently there are 4 sites that are in operation right now, and they include, the Main System in the Three Affiliated Tribal Chambers, Parshall site, White Shield Site, Mandaree Site, and Twin Buttes site. All sites have a monitor and Polycom unit, as well as a DSL connection to the local telecom. At the main site in Four Bears, there is also a RSS recording Server. Because of the remote location of these Polycom units, and the time involved to travel there, this agreement will cover the cost associated with Labor Hours, mileage, and miscellaneous items, i.e. tools and or wiring. This will also cover labor hours to troubleshoot with both Telecommunication services, as well as Polycom Representatives, if the need arises.

Responsibilities will include: Software upgrades, troubleshooting, and replacement and ordering of new equipment if something breaks down or has been found to be defective. The new equipment is all covered by a 1 year 100% factory guarantee from the manufacturer.

NOTE: It would also be in the best interest of the Tribe to extend this 1 more year. MHA systems will not be held liable for any costs associated with purchasing and or shipping of equipment and that is the sole responsibility of the Three Affiliated Tribes. We are also not responsible for the loss through theft and or natural disaster for this equipment. We will in prompt fashion make ourselves available to assess any and all situation where there are problems with the Polycom, and expedite a fixable solution, but replacement costs shall be the responsibility of the Three Affiliated Tribes.

Term: This Agreement shall run from November 15, 2009 to November 14, 2010. It may be extended for additional 1 year terms upon formal approval by the Tribe.

Compensation: The total amount due for services is \$20,000.00, which \$10,000.00 is payable immediately upon signing. The balance shall be due on May 15, 2010.

Supervising Agency and contact: The Supervising Agency shall be the Office of the Tribal Secretary – V. Judy Brugh. Heath Knight shall be the main contact with MHA for any and all issues related to the Polycom units.

Additional Roles and responsibilities: MHA Systems will also assist the Tribe in the development and implementation of policies and procedures for usage and operation of the Polycom equipment, and related equipment. We will coordinate with the Tribal MIS Department, as well as the Tribal Webmaster, for continuity and delivery of Service. The recording and posting of Tribal Meetings through the Web will be the main item of concern, since matters of non-public disclosure may not be broadcast, i.e. personal issues.

The undersigned persons are authorized by the respective parties hereto to sign this Agreement and have read and fully understand the foregoing, and it is their intent to be bound by the terms and conditions hereof:

MHA SYSTEMS

Agreed and accepted this 4th day of December, 2009

Richard Mayer, CEO

Three Affiliated Tribes

Agreed and accepted this 4th day of December, 2009

Three Affiliated Tribes

Authorized Representative

Authorized by TAT Resolution 09-187-VJB




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, 5 were present at a Special Meeting thereof duly called, noticed, convened and held on the 4th day of December, 2009, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

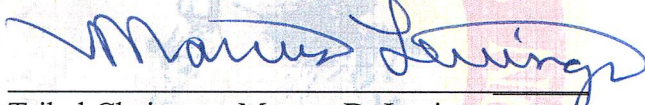
Chairman Voting. Not Voting

Dated this 4th day of December, 2009

ATTEST:



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



Tribal Chairman, Marcus D. Levings
Tribal Business Council
Three Affiliated Tribes