



**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 Sovereign Immunity for MEC Development, LLC"***

**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,** 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 Constitution of the Three Affiliated Tribes 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 VI, Section 5 (l) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies and Tribal officials on the Reservation; and

**WHEREAS,** Under federal law, the Three Affiliated Tribes as a federally recognized Indian Tribe has sovereign immunity from unless the Tribe expressly and unequivocally waives its sovereign immunity, and such immunity extends to businesses owned by the Tribes; and

**WHEREAS,** The Tribal Business Council created a one hundred percent (100%) wholly-owned tribal company known as "MEC Development, LLC" a subsidiary of Mandaree Enterprises Corporation; and

**WHEREAS,** MEC Development, LLC is proposing to entering into a loan with The Bank of Albuquerque, N. A. and said Bank is requesting that a limited waiver of sovereign immunity be authorized in order to enforce the terms of the loan documents; and







**WHEREAS,** The Tribal Business Council recognizes that it previously waived the Mandaree Enterprise Corporation’s immunity from suit for purposes of doing business with the Bank of Albuquerque, N.A. pursuant to Resolution No. 09-174-VJB; and

**WHEREAS,** The Tribal Business Council finds that it is in the best interests of the Tribes to authorize a limited waiver of sovereign immunity for MEC Development, LLC so that it may enter into a loan transaction with the Bank of Albuquerque; and

**NOW, THEREFORE, BE IT RESOLVED,** that the Tribal Business Council of the Three Affiliated Tribes hereby authorizes and approves a limited waiver of sovereign immunity in respect to MEC Development LLC’s loan transaction with the Bank of Albuquerque, N.A.; and

**BE IT FURTHER RESOLVED,** that that the Tribal Business Council hereby certifies that MEC Development, LLC is a tribally chartered business organized, validly existing and in good standing under the laws of the Tribes; and

**BE IT FURTHER RESOLVED,** that the Tribal Business Council does hereby waive MEC Development LLC’s sovereign immunity from any suit, arbitration and any tribal exhaustion doctrine defense, and consent to jurisdiction in federal or any other court of competent jurisdiction as more fully specified in the loan documents and other documents necessary to enter into such contracts provided that suits on such loan documents are limited only to actions to enforce the terms thereof, or to recover monies due there under, and the waiver from immunity is limited to those jurisdictions specified in such agreements and/or contracts ; and

**BE IT FURTHER RESOLVED,** that the Tribal Business Council acknowledge s: (1) that the aforementioned waiver of the LLC’s sovereign immunity is and will be an effective, binding and enforceable waiver of the Corporation’s sovereign or tribal immunity from suit or arbitration regarding all matters related to or arising from the Loan Documents; and (2) the foregoing waiver will be a bar to any assertion by, or defense of, the LLC of sovereign or tribal immunity and/or any tribal exhaustion doctrine defense and/or lack of jurisdiction if the Bank seeks to enforce its rights or remedies under the Loan Documents; and

**BE IT FURTHER RESOLVED,** that the Tribal Business Council’s authority to waive MEC Development LLC’s sovereign immunity from suit in federal or other courts of competent jurisdiction is hereby delegated to MEC Development LLC and/or its agents or officers, provided that suits on such agreements and/or contracts are limited as set forth above; and

**BE IT FURTHER RESOLVED,** that the provisions of this Resolution shall control and take precedence over any contrary provisions of any ordinance, resolution, or other







law of the Tribes or adopted on behalf of the Tribes, or by any agent, corporation or instrumentality of the Tribes; and

**BE IT FURTHER RESOLVED**, that, upon the execution and delivery of the Loan Documents as authorized by this Resolution, the Loan Documents are, under the laws of the Tribes, legal, valid and binding obligations of the LLC, enforceable against the LLC in accordance with their terms including the limited waivers of sovereign immunity, consents to jurisdiction as set forth in the Loan Documents, notwithstanding any contrary provisions of Tribal Law.

**BE IT FINALLY RESOLVED**, that in no event shall any of the aforementioned waivers constitute a waiver of the Three Affiliated Tribes' sovereign immunity nor shall any of the aforementioned waivers be construed to make the Tribes in any way responsible for or liable for any liabilities or obligations of the LLC whether reduced to a judgment obtained against the LLC or otherwise.


**CERTIFICATION**

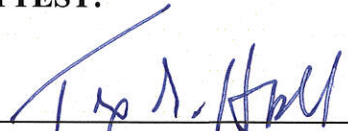
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 10<sup>th</sup> day of March 2011; 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 10<sup>th</sup> day of March 2011.

**ATTEST:**

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

  
Tribal Chairman, Tex G. Hall  
Tribal Business Council  
Three Affiliated Tribes

