



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

A Resolution entitled, “Heart River Trading Company LLC Business Advisor Agreement”

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 Tribes (“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, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council (“Council”) is the governing body of the Tribes; and

WHEREAS, The Three Affiliated Tribes (“Tribes”) has determined that it is in the best economic interest, pursuant to its inherent sovereignty and the Constitution and By-Laws, and on behalf of and in the interests of the welfare and benefit of the Tribes and of the enrolled members thereof to pursue Tribal economic development opportunities through and with the formation of separate Tribal corporation under Tribal authority and law; and

WHEREAS, the Council has formed and organized Makes Cents Inc. as a Tribal corporation and subsidiary of MHA Systems Incorporated and First Cents Inc. as a Tribal corporation and subsidiary of Makes Cents Inc. under Tribal authority and law to pursue such economic development opportunities as wholly owned Tribal entities; and

WHEREAS, because the Tribes and its members have routinely suffered from economic depression and slow economic growth, the purpose of the Makes Cents Inc. and First Cents Inc. is to promote the self-sufficiency of the Tribes and its members and families, and to address the socio-economic and cultural needs of the Tribes, its members, and its community; and

WHEREAS, the Tribes established Makes Cents Inc. and First Cents Inc. to build capital within the Tribal community, which capital will subsequently be dispersed to the Tribes, and used in the Tribes’ governmental discretion for the benefit of its members, and the community through Tribal initiatives and Tribal governmental programs. The increase in capital, as well as the initiatives and programs funded by the increase in capital, will guarantee that the Tribes can continue to care for itself, its members, and its community by promoting greater self-determination, political and social autonomy and cultural rejuvenation and survival; and





WHEREAS, the Tribes desires to pursue, through MHA Systems Incorporated, Makes Cents Inc. and First Cents Inc. and other wholly owned Tribal entities that may be hereafter formed, an eCommerce based infrastructure including an internet-based consumer loan business and provision of financial services related thereto (the “Business”); and

WHEREAS, Heart River Trading Company LLC, a Colorado limited liability company (“Advisor”), through its principals, has experience with respect to the Business; and

WHEREAS, the Tribes, through MHA Systems Incorporated, desire to engage Advisor to advise and assist in the day-to-day management and development of the Business under the direction and oversight of the Board of Directors of MHA Systems Incorporated; and

NOW THEREFORE BE IT RESOLVED, that the Council approves the attached “Business Advisor Agreement” by and between MHA Systems Incorporated and Advisor; and

BE IT FURTHER RESOLVED, that the Council, pursuant to its inherent sovereign powers and the powers vested to the Council, hereby expressly and unequivocally waives the sovereign immunity of MHA Systems Incorporated, but only insofar as described in the Business Advisory Agreement as attached hereto and approved hereby. Such action is deemed necessary and desirable as a material inducement for the non-tribal party to enter in to such agreement with MHA Systems Incorporated; and

BE IT FINALLY RESOLVED, the Council, on behalf of the Tribes, having the power and authority to delegate the responsibility to approve, execute, deliver and perform its interest under the agreement(s) reference herein to the Board of Directors of MHA Systems Incorporated and its respective officers which by the formation and organization of MHA Systems Incorporated the Council has intended and did indeed accomplish, hereby intends and acknowledges that the Board of Directors and the proper officers of MHA Systems Incorporated are authorized to make such modifications, amendments and revisions as are deemed necessary and desirable and to execute such agreement(s) described herein on behalf of MHA Systems Incorporated and to take such further actions as are deemed necessary or desirable to carry out the terms and intent of this resolution and the purpose for which MHA Systems Incorporated, Makes Cents Inc. and First Cents Inc. were formed and organized, provided however that such authority does not apply with regard to the limited waiver of sovereign immunity provisions contained in such or any other agreement(s), it being understood that only the Council has authority to expressly and unequivocally waive the sovereign immunity of MHA Systems Incorporated or other tribal instrumentalities and to authorize and approve modifications, amendments or revisions thereto.






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 **Regular** Meeting thereof duly called, noticed, convened and held on the 14th day of **December**, 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 14th day of December, 2011

ATTEST:



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



Tribal Chairman, Tex Hall
Tribal Business Council
Three Affiliated Tribes

