



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

A Resolution Entitled: "Authorization of Drawdown of \$1,000,000.00 for Establishment, Staffing, and Operation of the West Segment Regulatory Commission."

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 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, Article IV, Section 5(1) 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 of the Reservation; and

WHEREAS, The West Segment Regulatory Commission has been granted a Tribal Charter by the Tribal Business Council for the Mandan, Hidatsa and Arikara Nation, and is fully organized as a non-profit corporation for purposes of regulating business and economic development activities within the West Segment community with the objectives of preserving and enhancing the health and economic, cultural and social wellbeing of its resident members; and

WHEREAS, the sum of \$1,000,000.00 has been appropriated by the Tribal Business Council of the Three Affiliated Tribes in its 2015 budget for the establishment and operation of the West Segment Regulatory Commission, and, as the West Segment Regulatory Commission is now duly organized and operating, it requests immediate drawdown of these funds for purposes of staffing and operations; and

WHEREAS, It would be in the best interests of the Three Affiliated Tribes and West Segment that the Tribal Business Council of the Three Affiliated Tribes authorize drawdown of the appropriated funds;

THEREFORE BE IT RESOLVED, That immediate drawdown and payment of the appropriated sum of \$1,000,000.00 is approved and authorized, and shall be immediately conveyed to the West Segment Regulatory Commission to be used for start up, staffing, and operation of the West Segment Regulatory Commission;

(Certification page to follow)

CHARTER OF THE WEST SEGMENT REGULATORY COMMISSION

Pursuant to the authority granted by the Constitution of the Three Affiliated Tribes, the Tribal Business Council of the Three Affiliated Tribes has granted this Charter to a non-profit corporation known as the West Segment Regulatory Commission.

ARTICLE I

The name of the Corporation shall be "West Segment Regulatory Commission".

ARTICLE II

The period of duration the Corporation shall be perpetual.

ARTICLE III

The purposes of the Corporation are not intended to conflict with, and shall not adversely affect or in any way supersede, the authority granted by the Tribal Business Council to the regulatory agencies of the Mandan, Hidatsa and Arikara Nation, including but not limited to TERO, Environmental Regulatory Agency, and Three Affiliated Tribes Tribal Police. It is the purpose of the Corporation to collaborate with these and other agencies, as well as the Tribal Business Council, to the mutual benefit of the agencies and of the Company. Specifically, the purposes for which the Corporation is organized and chartered are as follows:

- a. To require registration of any and all persons, corporations, or organizations doing business within the West Segment of the Mandan, Hidatsa and Arikara Nation.
- b. To monitor and regulate business entities and economic development activities within the West Segment.
- c. To monitor and regulate residential, commercial, and industrial development; establish reasonable zoning regulations; and assist in public safety by collaborating with Tribal and non-Tribal law enforcement personnel with a common goal of reducing or eliminating illegal drug and other criminal activities; all in furtherance of the sound economic development and enhancement of the health, economic and cultural wellbeing of the resident members of the West Segment as well as throughout the six segments of the Mandan, Hidatsa and Arikara Nation.
- d. To engage in any lawful activity in furtherance of the aforementioned purposes and to have all the powers and rights conferred by the Three Affiliated Tribes pursuant to the grant of the Charter to the Corporation.
- e. To generate revenue, after costs of the Corporation, for the establishment and operation of cultural and social programs.

ARTICLE IV

The Corporation shall have the following powers which it may exercise consistent with the purposes for which it has been organized and chartered.

- a. To establish reasonable rules and regulations for all business activities within the West Segment;
- b. To require registration of any and all persons, corporations or other entities conducting business within the West Segment;
- c. To set reasonable registration fees, as well as reasonable civil penalty fees for non-compliance, such fees to be discussed with and subject to periodic review by the Tribal Business Council of the Three Affiliated Tribes;
- d. To hire and train qualified compliance officers to assure that registrations and regulations established by the Corporation are being followed and enforced;
- e. To provide funding and services for promotion of cultural and social programs for resident members of the West Segment, and to engage in any other appropriate business activities which will promote and enhance the health and economic, cultural, and social wellbeing of the resident members of West Segment;
- f. To sue and be sued, however liability shall be limited to the situation where the Corporation has expressly consented in writing to being sued and waived any immunity, to complain and defend in its corporate name. However, corporate liability shall be limited to actual loss or as agreed upon by contract.
- g. Any legal actions brought by or against the Corporation shall be under the jurisdiction of the Fort Berthold Tribal Court, and be governed by the laws of the Three Affiliated Tribes;
- h. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, provided that any real estate transactions must have prior approval of the Three Affiliated Tribes Tribal Business Council;
- i. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets, provided that any real estate transactions must have prior approval of the Three Affiliated Tribes Tribal Business Council;
- j. To enter into and to make contacts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- k. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned and invested;
- l. To elect and appoint officers and agents of the Corporation, and to define their duties and fix their compensation;
- m. To make and alter bylaws, not inconsistent with this Charter, for the administration and regulation of the affairs of the Corporation;

- n. To make donations for the public welfare or for charitable, scientific, or educational purposes;
- o. To generally have and exercise all power necessary or convenient to effect any or all of the purposes for which the Corporation has been organized and chartered.

ARTICLE V

The Corporation is not organized for profit, and shall have no capital stock.

ARTICLE VI

The provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- a. The purposes of the Corporation shall be exclusively non-profit.
- b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine.
- c. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors or officers except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Transactions to be paid to individuals shall be by specific resolution of the Board of Directors and such shall be subject to referendum of the general membership.
- d. No substantial part of the activities of the Corporation shall be constituted by the carrying of propaganda of a political nature, or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- e. Board members are not individually liable for the debts of the Corporation.

ARTICLE VII

The name of the initial registered agent and the initial registered office of the Corporation is as follows:

Ted Lone Fight III
8995 BIA Rt. 12
Mandaree, ND 58757

ARTICLE VIII

The Corporation shall have membership, and an enrolled member who meets current enrollment requirements of the Three Affiliated Tribes and who is twenty one years of age or older, and is a bona fide resident of the West Segment of the Mandan, Hidatsa and Arikara Nation shall be eligible for membership.

ARTICLE IX

The number of directors constituting the initial board of Directors shall be five (5). The names and addresses of the persons who are to serve as the initial directors are as follows:

Ted Lone Fight III, Chairman/President
8995 BIA Rt. 12
Mandaree, ND 58757

Gerald Hunts Along, Vice-Chair
1868 BIA Route 13
Mandaree, ND 58757

Vivian Hall, Secretary
Mandaree, ND 58757

Lovina Fox, Treasurer
9551 BIA Route 12
Mandaree, ND 58757

Adele Phelan, Member
Mandaree, ND 58757

ARTICLE X

The names and addresses of the incorporators of the Corporation are as follows:

Ted Lone Fight III
Gerald Hunts Along

ARTICLE XI

The initial bylaws of the Corporation shall be adopted by its Board of Directors, and the power to alter, amend and repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with this Charter.

ARTICLE XII

Amendments to this Charter may be made from time to time, in any and as many respects as may be desired, at any regular or special meeting of the Board of Directors called for said purpose provided that at least four Board Members are present at said meeting and that a majority of the Board Members present approve the adoption of the respective proposed amendment; provided further that the respective duly adopted amendment be filed with the Tribal Business Council of the Three Affiliated Tribes.



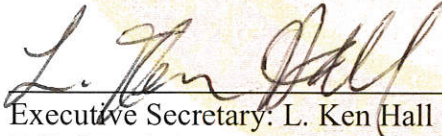
CERTIFICATION

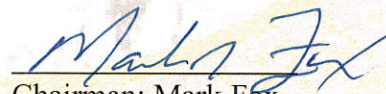
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 13th day of March, 2015, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 7 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 13th day of March, 2015.

ATTEST:


Executive Secretary: L. Ken Hall
Tribal Business Council
Three Affiliated Tribes


Chairman: Mark Fox
Tribal Business Council
Three Affiliated Tribes