



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

A Resolution Entitled, *“Approval of Lease Documents between the Three Affiliated Tribe and Kinetic Leasing, Inc.”*

WHEREAS, the Three Affiliated Tribes of the Fort Berthold Reservation (the “Three Affiliated Tribes”) has accepted the Indian Reorganization Act of June 18, 1934 and the authority under said Act, and has adopted a Constitution and Bylaws pursuant to said Act (the “Constitution”); and

WHEREAS, The Constitution was adopted by membership of the Tribes on May 15th, 1936 pursuant to the Indian Reorganization Act of 1934 and duly approved by the Secretary of Interior; 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 (the “Tribal Business Council”); and

WHEREAS, The Constitution of the Three Affiliated Tribes authorized and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Three Affiliated Tribes and of the enrolled members thereof; and

WHEREAS, The Three Affiliated Tribes d/b/a the Four Bears Segment, has proposed to enter into a Master Lease Agreement (the “Lease Agreement”) with Kinetic Leasing, Inc., a North Dakota corporation (“Kinetic”) to lease heavy equipment to the Three Affiliated Tribes for the benefit of the Four Bears Segment; and

WHEREAS, Kinetic, in order to secure its interests in the leased equipment, require certain provisions and guarantees in its lease documents from the Three Affiliated Tribes; and

WHEREAS, The Three Affiliated Tribes has reviewed the lease documents and finds it in the best interests of the Three Affiliated Tribes to approve the lease documents including dispute resolution provisions contained therein.

NOW, THEREFORE, BE IT RESOLVED by the Tribal Business Council, the Three Affiliated Tribes hereby approves the Lease Agreement and related documents (attached) between Kinetic and the Three Affiliated Tribes d/b/a Four Bears Segment; and

BE IT FURTHER RESOLVED, the Tribal Business Council specifically provides a limited waiver of its sovereign immunity to suit to the extent set forth in the Lease Agreement in the event of a dispute between the parties; and



BE IT FURTHER RESOLVED, the Limited Waiver of Sovereign Immunity provided in this Resolution shall be specifically and exclusively limited to:

The Limited Waiver of Sovereign Immunity granted here shall be limited to the arbitration provisions and terms contained within the Lease Agreement and no tribal official, officer, agents and/or assigns shall be held, construed or interpreted to be bound by the limited waiver provided herein; and

NOW, BE IT FINALLY RESOLVED, The Chairman and Secretary are hereby authorized to execute all necessary lease documents approved by this Resolution.

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, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 13th day of July 2016; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 2 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [X] voting. [] not voting.

Dated this 13th day of July 2016.

ATTEST:

L. Kenneth Hall
Tribal Secretary, L. Kenneth Hall
Tribal Business Council
Three Affiliated Tribes

Mark N. Fox
Tribal Chairman, Mark N. Fox
Tribal Business Council
Three Affiliated Tribes