



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

**A Resolution Entitled: “Approval of \$5,000,000.00 Business Loan to Make Cents, Inc., a tribally owned entity”**

**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 Nation; and

**WHEREAS,** The Constitution of the Three Affiliated Tribes (“Nation”) 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 Nation and of the enrolled members thereof; and

**WHEREAS,** The Tribal Business Council has previously formed and operated Make Cents, Inc. (“Make Cents”) under tribal authority and law to pursue economic development opportunities as a wholly owned Tribal Entity; and

**WHEREAS,** The Tribal Business Council has previously provided an operating loan to Make Cents and to which Make Cents has not only repaid said loan but also provided net revenues from its operations to the Tribe; and

**WHEREAS,** Make Cents now desires to increase its working capital and secure a second loan from the Nation to maximize its operations and to provide additional net revenue to the Nation; and

**WHEREAS,** The Tribal Business Council has determined that it is in the best interest of the Nation and the communicates that Makes Cents served to provide a loan for additional working capital at an interest rate of 15% per annum at the terms approved herein.

**THEREFORE BE IT RESOLVED,** that the Tribal Business Council of the Three Affiliated Tribes hereby approves and authorizes a business loan in the amount of \$5,000,000.00 to Make Cents, Inc., its wholly owned entity for additional working capital; and

**BE IT FURTHER RESOLVED,** the Business Loan shall include the following terms and conditions:

- 1. Principal: \$5,000,000.00**
- 2. Interest Rate: 15% fixed**





3. **Loan Type:** Secured term loan
4. **Term of Note:** four (4) years
5. **Loan Advance Dates:** Advances on the loan will be made available to the borrower as follows:

\$1,000,000 on August 15, 2017

\$1,000,000.00 on October 1, 2017

\$1,500,000.00 on November 1, 2017

\$1,500,000.00 on December 1, 2017

6. **Security:** Borrower's Assets as set forth in security agreement.
7. **Maturity Date:** September 30, 2021
8. **Interest Payments:** Commencing sixty (60) days after date of first advance, with interest only payments for the first twelve (12) months of term. Interest payments will recalculate with each advance, if any.
9. **Principal Payments:** Monthly payments of interest and principal shall commence on Month 13 after the date of first advance and shall continue to remainder of term.
10. **Advances:** Initial Advance of \$1,000,000.00 shall be made available to borrow on or before August 15, 2017. All other advances as agreed by schedule in Section 5.
12. **Loan Documents:** Promissory Note, Amortization Table, And Authorizing Tribal Resolution.

**BE IT FURTHER RESOLVED**, that loan funds are authorized to be paid from funds as designated by the Tribal Business Council; and

**BE IT FURTHER RESOLVED**, The Legal Department shall prepare all loan documents necessary to complete this Transaction; and

**BE IT FINALLY RESOLVED**, that the Tribal Chairman is hereby authorized to execute the Loan Documents on the behalf of the Three Affiliated Tribes.

*(The remainder of this page is intentionally left blank)*



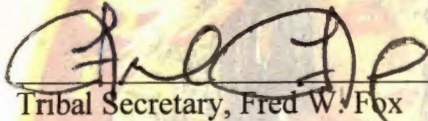
**CERTIFICATION**

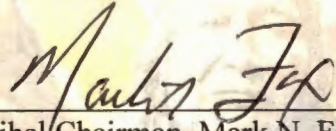
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, **6** were present at a Special Meeting thereof duly called, noticed, convened and held on the 29<sup>th</sup> day of August, 2017, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of **5** members, **0** members opposed, **1** members abstained, **1** members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [ **X** ] Voting. [ ] Not Voting.

Dated this 29<sup>th</sup> day of August, 2017.

**ATTEST:**

  
Tribal Secretary, Fred W. Fox  
Tribal Business Council  
Three Affiliated Tribes

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

