



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

A Resolution Entitled "Grant of Charter to the Sahnish Development Authority"

WHEREAS, The Mandan, Hidatsa, and Arikara Nation ("MHA Nation" or "Tribes") 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 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 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 of the Reservation; and

WHEREAS, The Tribal Business Council finds it to be in the best interest of the Tribes to create a Tribal economic development instrumentality for the White Shield Segment to promote economic development in the White Shield Segment; to carry out projects, services, and programs to provide opportunities for business, housing, and education in the White Shield Segment; and to develop, manage, and operate Tribal businesses to further the governmental, economic, social, and cultural objectives of the White Shield Segment; and

WHEREAS, The Sahnish Development Authority will operate as the Tribal economic development instrumentality for the White Shield Segment on behalf of the Tribes.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to its Constitutional power and authority, the Tribal Business Council hereby grants a Charter to the Sahnish Development Authority, a true and correct copy of which is attached hereto; and

BE IT FURTHER RESOLVED, that the Sahnish Development Authority is hereby delegated the necessary authority by the Tribal Business Council and the White Shield



Segment Representative to carry out the purposes of the Sahnish Development Authority in accordance with its Charter; and

BE IT FURTHER RESOLVED, that the Tribal Secretary is hereby authorized to certify the Charter of the Sahnish Development Authority; and

BE IT FINALLY RESOLVED, that the White Shield Segment Representative is hereby authorized to take such further actions as are necessary to carry out the terms and intent of this Resolution.

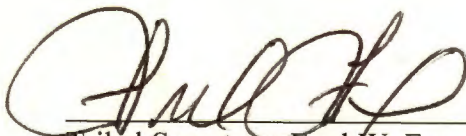
CERTIFICATION

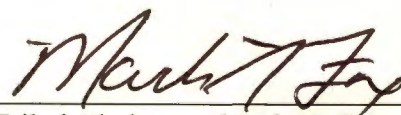
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 10th day of May, 2018, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 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 [X] Voting. [] Not Voting.

Dated this 10th day of May, 2018.

ATTEST:


Tribal Secretary, Fred W. Fox
Tribal Business Council


Tribal Chairman, Mark N. Fox
Tribal Business Council

CHARTER OF THE SAHNISH DEVELOPMENT AUTHORITY

The Three Affiliated Tribes (“Tribes”), acting through the Tribal Business Council, pursuant to the powers vested in it by the Tribes’ Constitution, hereby forms and establishes the Sahnish Development Authority as an instrumentality of the Tribes.

ARTICLE I – NAME

1.1 The name of this tribal instrumentality shall be the Sahnish Development Authority (“Authority”).

ARTICLE II – PERPETUAL EXISTENCE

2.1 The Sahnish Development Authority’s existence shall be perpetual, unless dissolved by the Tribal Business Council in accordance with Article IX of this Charter.

ARTICLE III – PURPOSES

3.1 The purposes of the Sahnish Development Authority are as follows:

(a) To improve the lives of the citizens of the White Shield Segment on the Fort Berthold Indian Reservation;

(b) To carry out programs, services, and other projects on behalf of the Tribes in the White Shield Segment;

(c) To promote economic development in the White Shield Segment on behalf of the Tribes;

(d) To exercise delegated authority from the Tribes and the White Shield Segment over the development, operation, promotion, and financing of Tribal businesses in the White Shield Segment in order to further the governmental, economic, and social development of the White Shield Segment; and

(e) To develop, operate, and manage such businesses and investments as may be assigned to the Authority by the White Shield Segment Business Council Representative for the benefit of the White Shield Segment or which may be identified by the Sahnish Development Authority and pursued by the Authority with the approval of the White Shield Segment Business Council Representative.

ARTICLE IV – POWERS

4.1 The Sahnish Development Authority shall have the following powers:

(a) To purchase, take by gift, devise, bequest or otherwise, acquire, own, hold, manage, operate, sell, convey, mortgage, pledge, encumber, lease, exchange, transfer, and otherwise dispose of property and assets of every description and nature, real and personal, tangible or intangible, including money, securities, or any interest therein; provided, however, that the Authority shall not transfer or encumber any real property held in trust by the United States for the benefit of the Tribes except as allowed under the applicable laws of the United States and the Tribes;

(b) To enter into, perform and carry out any and all agreements, contracts, and undertakings for any lawful purpose pertaining to its business or which is necessary or appropriate to the accomplishment of its purposes;

(c) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, guarantees and other obligations for money borrowed, or in payment for property acquired in furtherance of the purposes of the Authority;

(d) To sue and be sued in courts of competent jurisdiction, provided, however, that the Authority has expressly consented and waived its sovereign immunity in strict accordance with Article VI of this Charter;

(e) To establish and maintain such bank and other financial accounts as may be necessary and appropriate to the furtherance of the purposes of the Authority;

(f) To establish, form, or acquire subsidiaries to further the purposes of the Authority and which shall enjoy the privileges and immunities of the Authority, subject to the limitations in this Charter;

(g) To conduct its business, carry on its operations, have offices and exercise the powers granted by this Charter within or without the boundaries of the Fort Berthold Indian Reservation;

(h) To elect and appoint officers and agents of the Authority, and to define their duties and fix their compensation;

(i) To make and alter bylaws, not inconsistent with this Charter, for the administration, management and regulation of the affairs of the Authority; and

(j) To generally have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Authority has been chartered.

ARTICLE V – BOARD OF DIRECTORS

5.1 The Sahnish Development Authority shall be managed and governed by a Board of Directors (“Board”), which shall exercise, or direct the exercise of, all the powers granted to the Authority by this Charter. The Board shall consist of seven (7)

individuals appointed by the White Shield Segment Tribal Business Council Representative for four-year staggered terms. Only enrolled members of the Tribes are eligible to be appointed to, and serve on, the Board. The White Shield Segment Tribal Business Council Representative may remove any Director with or without cause. The names of the initial Board are as follows:

1. Gary Dickens
2. Tina Malnourie
3. Martina McKinney
4. Brad Kroupa
5. Fred Everett
6. Vacant
7. Vacant

The White Shield Segment Tribal Business Council Representative shall select three members of the initial Board to serve a two-year term and four members of the initial Board to serve a four-year term starting as of the effective date of this Charter. Thereafter, members of the Board shall be appointed to serve a term of four years, or until their successors have been appointed.

ARTICLE VI – PRIVILEGES & IMMUNITIES

6.1 As an instrumentality of the Three Affiliated Tribes, the Sahnish Development Authority shall possess the privileges and immunities of the Three Affiliated Tribes, including, without limitation:

(a) the Three Affiliated Tribes' immunity from federal, state, and local government regulation or taxation; and

(b) the Three Affiliated Tribes' immunity from unconsented suit

to the full extent that such privileges and immunities are enjoyed by the Three Affiliated Tribes.

6.2 Nothing contained in this Charter shall be deemed or construed to be a waiver of the Authority's sovereign immunity. The sovereign immunity of the Authority may be waived only by the express terms of a resolution of the Board of Directors. Any waiver of the Authority's sovereign immunity authorized by resolution of the Board of Directors shall be specific and limited as to: (1) duration; (2) the grantee; (3) the particular transaction; (4) the specific property or funds, if any, of the Authority against which any claim may be asserted or collected; (5) a particular court or other dispute resolution body having jurisdiction pursuant thereto; and (6) the law that shall be applicable thereto.

6.3 Notwithstanding the powers granted by this Article VI to the Authority to waive its sovereign immunity, the Authority shall not have the power to waive the

Tribes' sovereign immunity or consent to the jurisdiction of any court, tribunal, or other body on behalf of the Tribes. In order to be enforceable against the Tribes and the Tribes' properties and assets, any waiver of sovereign immunity or consent to jurisdiction by the Tribes must be authorized by a resolution duly adopted by the Tribal Business Council in accordance with the laws of the Tribes.

ARTICLE VII – OWNERSHIP

7.1 The Sahnish Development Authority is wholly owned by the Three Affiliated Tribes for the benefit of the White Shield Segment, and its ownership shall be inalienable.

7.2 The Board of Directors shall prepare a written annual report of the Authority's affairs, which shall contain a statement of the Authority's current assets and liabilities, a summary of significant events affecting business affairs during the past twelve (12) months, and a projection of next year's activities. This report shall be provided to the Tribal Business Council on or before the end of March each year.

ARTICLE VIII – AMENDMENTS

8.1 This Charter may not be amended except by a majority vote of the Three Affiliated Tribes' Tribal Business Council at a meeting at which a quorum is present.

ARTICLE IX – DISSOLUTION

9.1 The Sahnish Development Authority may not be dissolved or liquidated except by a two-thirds majority vote of the Three Affiliated Tribes' Tribal Business Council at a meeting at which a quorum is present upon the Authority's request. Upon dissolution or liquidation of the Sahnish Development Authority, and after paying or making provision for the payment of all the liabilities of the Authority, the Authority's assets shall be conveyed to the Three Affiliated Tribes for distribution to the White Shield Segment.

CERTIFICATION OF ISSUANCE

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify the issuance of this Charter to the Sahnish Development Authority on this ___ day of _____, 2018.

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