

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

- WHEREAS**, this Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under 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**, the Tribal Business Council has heretofore chartered the Twin Buttes Community Association (hereinafter "Twin Buttes") as a nonprofit corporation and for the purposes stated within the Twin Buttes Community Association Charter (hereinafter "Twin Buttes Charter"); and
- WHEREAS**, the Tribal Business Council has also heretofore chartered the Twin Buttes Manufacturing Company ("TBMC"), to undertake the financing, development, construction and operation of a modular homes manufacturing facility (hereinafter "Project") for the benefit of and as an entity wholly owned by Twin Buttes; and
- WHEREAS**, the Tribal Business Council has determined that the Project will be in the best interest of the general welfare of Twin Buttes and of the Three Affiliated Tribes and enrolled members thereof, and has given its support and approval to the Project; and
- WHEREAS**, in order for TBMC to accomplish the Project, it will be necessary for TBMC to obtain financing and to incur indebtedness therefor; and
- WHEREAS**, the Project financing to TBMC will be more favorable if the Tribal Business Council issues a Tribal guaranty to guaranty repayment of the indebtedness to be incurred by TBMC for the Project; and
- WHEREAS**, the Tribal Business Council is aware that Miller & Schroeder Investments Corporation ("M&S") has been preparing a loan package for TBMC to provide the Project financing, and desires to express its willingness to issue a general obligation Tribal guaranty; provided that, the Project financing structure and terms shall first be deemed acceptable by the Tribes' advisors and the Tribal Business Council shall first approve the form of guaranty instrument.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation does hereby express its willingness to issue a general obligation Tribal guaranty in favor of Miller & Schroeder Investments Corporation as lender to guaranty repayment of the indebtedness to be incurred by the Twin Buttes Manufacturing Company for the development, construction and operation of a modular homes manufacturing facility by the Twin Buttes Manufacturing Company; provided that, prior to the authorization and issuance of said Tribal guaranty, the financing structure and terms shall be deemed acceptable by the Tribes' advisors and the Tribal Business Council shall approve the form of guaranty instrument by subsequent 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 (seven) members of whom 5 (five) constitute a quorum, and that 7 members were present at a Special Meeting thereof duly called, noticed, convened, and held on the 16th day of June, 1997; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members for, 0 members opposed, 0 members abstained, 0 members not voting; and that said Resolution has not been rescinded or amended in any way.

Dated this 16th day of June, 1997



Chairman, Tribal Business Council

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST: