

**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 Tribes are authorized and empowered by Section 7871 of the Internal Revenue Code of 1986, as amended (the "Code"), to issue private activity bonds and use the proceeds from the sale of said bonds to defray all or a portion of the cost of acquiring, constructing, improving and equipping a "manufacturing facility" as that term is defined in the Code; and
- WHEREAS**, the Tribes propose to acquire, construct, equip and improve a manufacturing facility for modular-home products to be located on land in the Twin Buttes Community on the Fort Berthold Reservation (the "Project"); and
- WHEREAS**, the Tribal Business Council has heretofore adopted Resolution No. 97-241-DSB on October 24, 1997 which determined that such a manufacturing facility would be in the best interest of the general welfare of the Tribes and that the Tribes should authorize and issue Industrial Development Revenue Bonds in a principal amount not to exceed \$5,000,000 (the "Bonds") pursuant to the provisions of the Code for the purpose of defraying all or a portion of the cost of acquiring, constructing, improving and equipping the Project; and
- WHEREAS**, pursuant to the aforesaid Resolution, Thomas P. Bird Bear, a member of the Tribal Business Council, scheduled a public hearing on December 3, 1997 in the Chambers of the Tribal Business Council on the proposal to issue the Bonds; and
- WHEREAS**, a notice of hearing on the proposal to issue not to exceed \$5,000,000 aggregate principal amount of Industrial Development Revenue Bonds of the Tribes was duly published and posted at least 14 days before the scheduled hearing; and

WHEREAS, a public hearing was held at 10:30 a.m. on December 3, 1997 in the Chambers of the Tribal Business Council as specified in the notice of hearing, that Thomas P. Bird Bear opened the public hearing and conducted the public hearing on behalf of the Tribal Business Council and heard and recorded any and all comments or objections relating to the Bonds, that Thomas P. Bird Bear submitted a report regarding the public hearing.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation determines that it is necessary and advisable that the Tribes proceed with the issuance of its Industrial Development Revenue Bonds for the Project described in this Resolution in an amount not to exceed \$5,000,000, as authorized and permitted by the Internal Revenue Code of 1986, as amended (the "Code"), and to use the proceeds of the Bonds to construct the Project.

BE IT FURTHER RESOLVED, that Miller & Schroeder Financial, Inc. shall be retained to underwrite the issuance of said Bonds, that the Chairman and the Treasurer of the Tribal Business Council be authorized to execute on behalf of the Tribes an Engagement Letter in the form presented to this Tribal Business Council, and that Miller & Schroeder Financial, Inc. be authorized and directed to prepare, or cause to be prepared, the required documentation for the issuance of said Bonds.

BE IT FURTHER RESOLVED, that at the public hearing conducted by Thomas P. Bird Bear in accordance with Section 147(f) of the Code, pursuant to published and posted notice, all persons who appeared, as set forth in the report submitted by Thomas P. Bird Bear, were given an opportunity to express their views for or against the proposal to issue said Bonds.

BE IT FURTHER RESOLVED, that, based on the comments presented at the public hearing, this Tribal Business Council shall proceed with the necessary proceedings relating to the issuance of said Bonds and that, if it is necessary, in the opinion of Best & Flanagan LLP, Bond Counsel, to hold a further public hearing to comply with Section 147(f) of the Code, the Chairman of the Tribal Business Council shall be and is authorized to schedule such public hearing, provide notice of the public hearing and hold such public hearing.

BE IT FURTHER RESOLVED, that all Resolutions and Orders or parts thereof, in conflict herewith are, to the extent of such conflict, hereby repealed, and this Resolution shall be in full force and effective immediately upon its adoption.

60146.01

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 Regular Meeting thereof duly called, noticed, convened, and held on the 11th day of March, 1999; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 4 members for, 3 members opposed, 0 members abstained, 0 members not voting; and that said Resolution has not been rescinded or amended in any way.

Dated this 11th day of March, 1999.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:

Tex G. Hall
Chairman, Tribal Business Council