

**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 Tribe is interested in further economic development for itself and its members, in order to provide more employment opportunities, to increase the standard of living, and to improve the quality of life for Tribal members; and
- WHEREAS,** The Tribe has considered the proposal of Intel-Foods Corporation, a North Dakota Business Corporation, to begin development of food processing facilities and increase agricultural production on lands within the Fort Berthold Reservation; and
- WHEREAS,** Intel-Foods Corporation needs capital to begin its operation, and is seeking qualified investors to have a major stake in its operation, with an opportunity to take over the operation of the company as the venture moves forward; and
- WHEREAS,** Intel-Foods Corporation believes that an alliance with the Three Affiliated Tribes would be advantageous to both the Three Affiliated Tribes and Intel-Foods Corporation for a number of reasons, including corporate income taxes, agricultural development opportunities and availability of a work force; and
- WHEREAS,** The Three Affiliated Tribes has determined that it would be to the advantage of the Tribe to invest in the economic development opportunity presented by Intel-Foods Corporation, because of the potential for job creation for Tribal members in several segments, estimated as approximately 127 jobs by the year 2003 as contained in the attached proposal and the potential for profit from the overall enterprise; and
- WHEREAS,** The proposal calls for the Three Affiliated Tribes to ultimately have controlling interest in two new companies that would develop the proposals of Intel-Foods Corporation and would operate a mill as a processor of certain cereal grains and food manufacturing facility to produce various foods from the cereal grains processed by the mill; and
- WHEREAS,** The commitment of investment capital required of the Tribe would, over the lifetime of the project, be \$4 million, of which a commitment of investment capital of \$2 million would be necessary to get the project started; and
- WHEREAS,** The Tribal Business Council has determined that it would be in the best interest of the Tribe to make the investment required by the attached proposal;

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves the project concept and hereby further authorizes the Chairman or his duly authorized representative to negotiate over the next 60 days with Intel-Foods Corporation with the goal of developing a final Agreement and other documents as necessary to allow the project to go forward, subject to final approval by the Tribal Business Council; and

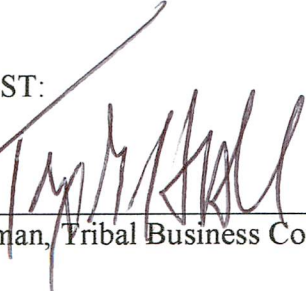
NOW, THEREFORE, BE IT FURTHER RESOLVED, that in the event a final Agreement is approved by the Tribal Business Council of the Three Affiliated Tribes, the Tribe will provide an initial capital commitment of \$2,000,000 towards the project, with the funds to come as a general obligation of the Tribe from funds available to the Tribe for economic development purposes, it being understood that the Tribe will be required to enact a separate resolution approving any investment beyond the initial \$2,000,000 commitment.

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, 6 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 16th day of December, 1999; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 16th day of December, 1999.

ATTEST:



Chairman, Tribal Business Council

Daylon Spotted Bear

Secretary, Tribal Business Council