



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

A Resolution entitled, "Authorization for Grose Construction, LLC to Pursue Small Business Administration ("SBA") 8(a) Certification and for a Limited Waiver of Grose Construction's Sovereign Immunity for the Limited Purpose of Participating in SBA Programs."

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution and By-Laws of the Three Affiliated Tribes, also known as the Mandan, Hidatsa, and Arikara Nation ("Tribes" or "MHA Nation"), the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Pursuant to Article VI, Section 5(1) of said Constitution, the Tribal Business Council has the power to adopt resolutions regulating the procedures of the Tribal Council, its Agencies and Officials; and

WHEREAS, The Tribal Business Council has authority to engage in activities on behalf of and for the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, Article VI, Section (a) of the Constitution of the Tribes provides that the Tribal Business Council has the power to manage all economic affairs and enterprises of the Tribes; and

WHEREAS, On August 11, 2005, by Tribal Executive Committee Resolution Number 05-04 NH, a charter was issued for Mandaree Enterprises, LLC (or "MEL"), a wholly-owned Tribal management company, which would oversee the business affairs of government contracting business enterprises formed by MEL and any existing government contracting business enterprises transferred to the LLC by the Tribal Business Council; and

WHEREAS, MEL entered into a purchase agreement, dated December 30, 2016, by and between MEL and Perry Grose ("Grose"), whereby MEL purchased from Grose, and Grose sold to MEL, all of the issued and outstanding membership interests of Grose Construction, LLC ("Grose Construction"), a Maryland limited liability company; and

WHEREAS, The Tribal Business Council believes that it is beneficial to assist and nurture the endeavors of Tribal enterprises in pursuing business development opportunities; and



WHEREAS, The Tribal Business Council has been notified that Grose Construction desires to participate in the U.S. Small Business Administration's ("SBA") business development programs including, but not limited to, its 8(a) Business Development Program ("8(a) Program"); and

WHEREAS, The Tribal Business Council has been informed that SBA regulations require that if Grose Construction is to participate in SBA's business development programs, including the 8(a) Program, Grose Construction's Articles of Organization must be amended to contain express and limited sovereign immunity waiver language.

NOW, THEREFORE, BE IT RESOLVED that the Tribal Business Council of the Three Affiliated Tribes hereby authorizes Grose Construction to participate in the SBA's business development programs including, but not limited to, its 8(a) Program; and

BE IT FINALLY RESOLVED that the Tribal Business Council also authorizes an amendment to Grose Construction's Articles of Operation to include the following limited waiver of sovereign immunity language:

"Sovereign Immunity of the Grose Construction, LLC (or "Company"). The Company provides a limited waiver of its sovereign immunity and designates the United States Federal Courts to be among the courts of competent jurisdiction for the sole purpose of all matters relating to the Company's participation in U.S. Small Business Administration's programs including, but not limited to, 8(a) business development program participation, loans and contract performance.

Any such consent by the Company to be sued shall in no way extend to any action against the Three Affiliated Tribes (or "Tribes") or any other Tribal enterprise, nor shall consent to suit by the Company in any way be deemed a waiver of any of the rights, privileges and immunities of the Three Affiliated Tribes or any other Tribal enterprise. The Tribes and its enterprises shall not be held liable for the payment or performance of any of the obligations of the Company, and no recourse shall be had against any of the assets or revenues of the Tribes or any other Tribal enterprise outside the assets or revenues of the Company to satisfy the Company's obligations."

<SIGNATURE PAGE TO FOLLOW>



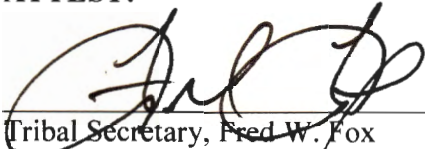
CERTIFICATION

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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 11th day of June, 2020, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 2 members not voting, and that said Resolution has not been rescinded or amended in any way.

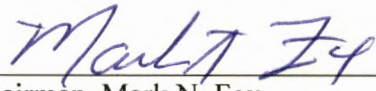
Chairman [X] Voting. [] Not Voting.

Dated this 11th day of June, 2020.

ATTEST:



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



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