



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

A Resolution Entitled, “*Authorizing Midi Enterprises LLC and its Subsidiaries to Waive Immunity from Suit*”

WHEREAS, The Mandan Hidatsa and Arikara Nation (MHA Nation), also known as the Three Affiliated Tribes, having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws (the Constitution) under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the MHA Nation; and

WHEREAS, The Constitution 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 MHA Nation and of the enrolled members thereof; and

WHEREAS, Midi Enterprises LLC (“MEL”) is a Limited Liability Company organized under tribal law and wholly owned by the MHA Nation, established for the purpose of creating and holding business subsidiaries and stimulating economic development and generating revenues for the MHA Nation, thereby promoting and improving the general welfare and the economic development of the MHA Nation and its members;

WHEREAS, MEL holds various subsidiaries including MEC Development, LLC, MEC Services, LLC, MEC Management, LLC, MEC Technologies, LLC, MEC Distribution, LLC, MEC Energy Services, LLC, and MEC Resources, LLC; and

WHEREAS, MEL authorized the creation of Dae Sung, LLC, an Illinois LLC, and Sinew Management Group, LLC, a Delaware LLC, and purchased all of the issued and outstanding membership interests of Grose Construction, LLC, a Maryland LLC, all of which are wholly-owned business subsidiaries of MEL; and

WHEREAS, In order to conduct its business properly, MEL has requested authorization to waive any immunity from suit that MEL or its subsidiaries, and business entities owned by such subsidiaries (the “MEL subsidiaries”), may possess as a result of being owned by the MHA Nation.

NOW, THEREFORE, BE IT RESOLVED, That the Tribal Business Council hereby authorizes the Board of Directors of MEL to execute waivers of any immunity from suit that MEL and/or the MEL Subsidiaries may possess in all matters relating to disputes between MEL or any of the MEL Subsidiaries and any third parties that may do business or enter into contracts with MEL and the MEL Subsidiaries, provided that



such waivers are executed consistent with MEL's and the MEL Subsidiaries respective Articles of Organization.

BE IT FURTHER RESOLVED, The aforementioned authority with respect to MEL and the MEL Subsidiaries encompasses the authority to waive immunity and designate the United States Federal Courts to be among the courts of competent jurisdiction for all matters in which MEL and/or the MEL Subsidiaries are parties, which concern the U.S. Small Business Administration's programs including, but not limited to, 8(a) business development program participation, loans and contract performance for each such entity.

BE IT FURTHER RESOLVED, In no event shall the authority of MEL or any waivers authorized by the Board of Directors of MEL constitute a waiver of the MHA Nation's sovereign immunity nor shall any such waiver authorized by the Board of Directors of MEL be construed to make the MHA Nation in any way responsible for any liabilities or obligations of MEL and the MEL Subsidiaries, whether reduced to a judgement obtained against any of the above-referenced entities or otherwise.

BE IT FINALLY RESOLVED, MEL and/or the MEL Subsidiaries are authorized to amend their respective Articles of Organization and By Laws to effectuate the terms and intent of this Resolution.

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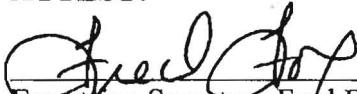
CERTIFICATION

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, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 9th day of March, 2022, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 1 members opposed, 1 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.


Chairman Voting. Not Voting.

Dated this 9th day of March, 2022.

ATTEST:



Executive Secretary Fred Fox
Tribal Business Council
Three Affiliated Tribes



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