



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

**A Resolution entitled, “Approval of Dispute Resolution Provisions and Limited Waiver of Sovereign Immunity in West Segment’s Mandaree Fairgrounds Project Agreement with Woodstone, Inc.”**

**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, and the authority under said Act and having adopted a Constitution (the “Constitution”) and By-Laws pursuant to said Act; and

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

**WHEREAS,** Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the MHA Nation and retains the sole authority to offer limited waivers of Sovereign Immunity on behalf of the Tribes and their subdivisions; and

**WHEREAS,** In August 2023, entered an AIA A133 Owner-Construction Manager Agreement with Woodstone, Inc. of Brooklyn Park, MN, to construct a fairground and racetrack project in Mandaree (the “A133”); and

**WHEREAS,** The A133 contains a limited waiver of the Three Affiliated Tribe’s Tribal Sovereign Immunity, as well as certain alternative dispute resolution provisions providing for arbitration with appeal to the MHA Tribal District Court (and with damages limited to the contract sum, which will not exceed the guaranteed maximum price and recovery is solely against the assets of the West Segment);

**WHEREAS,** In order to give effect to the Three Affiliated Tribe’s limited waiver and dispute resolution provisions, as stated in the A133, the approval of the Tribal Business Council is required;

**NOW THEREFORE, BE IT RESOLVED,** That the Tribal Business Council of the Three Affiliated Tribes hereby approves the dispute resolution provision in the A133 as of its stated effective date, including the Three Affiliated Tribes limited waiver of sovereign immunity as stated therein.

**BE IT FINALLY RESOLVED,** That the West Segment Tribal Business Council Representative and the Tribal Chairman are hereby authorized to execute such documents and to take such further action as necessary to carry out the terms and intent of this Resolution.




**CERTIFICATION**

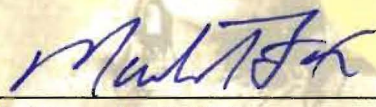
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 19<sup>th</sup> day of October, 2023; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 member opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman  Voting,  Not Voting.

Dated this 19<sup>th</sup> day of October 2023.

**ATTEST:**

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

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

