

**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,** Pursuant to Section 16 of the Indian Reorganization Act the Three Affiliated Tribes (the "Tribe") has adopted a Constitution and By-laws which 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 Tribe and its members, and Article VI, Sections 5(b) and 5(c) of which specifically authorize the Tribal Business Council to do business; and
- WHEREAS,** The Tribe, pursuant to Resolution Nos. 98-131-DSB and 99-223-DSB, has previously authorized the investment of a total of \$100,000, which has been made, in Native American National Bancorporation Co. (NANBC) formerly the Native American Economic Development Company, LLC, a holding company, which has now hired a chief executive officer, and which will, if sufficient capital is raised, be creating a national commercial bank, called the Native American National Bank, that will be inter-tribally owned and operated and that will provide opportunities for economic development to the Three Affiliated Tribes of the Fort Berthold Reservation and its membership and will also provide investment income for the Tribe; and
- WHEREAS,** At least eight other Tribes have already contributed the necessary \$100,000 towards the capital formation required, and by resolution, the Board of Directors of NANBC has requested a pledge of equity capital from each Tribe wishing to become a permanent member of the Board of Directors of NANBC in the total amount of One Million Dollars, (\$1,000,000), less paid in capital, to be secured by a limited waiver of sovereign immunity in favor of the NANBC; it being understood at the present time that the Board of Directors of NANBC has determined that a minimum of \$30,000,000 in capital must be obtained before the Native American National Bank can begin operations; and
- WHEREAS,** At the request of several interested tribes, and in order to avoid the limited waiver of sovereign immunity referred to above as being a part of the pledge of capital needed for the Native American National Bank to begin operations, the the Board of Directors of NANBC has also allowed tribes who wish to become founding members of the bank to contribute the \$1,000,000 in equity capital in a lump sum or to deposit said amount (less capital already paid-in) in an escrow account only to be paid to the NANBC under certain conditions stated in the escrow agreement, which conditions would include a certification that sufficient capital has been obtained to commence operations of the Native American National Bank; and

**WHEREAS,** It is understood that investment of the \$1,000,000 capital required of each founding member tribe of the NANBC contains risk, in that the initial investment required is not insured in any way, but it is also understood that management of the NANBC is in professional hands and the overall development of the Native American National Bank is being guided by a number of Tribes all of whom share the same risk; and

**WHEREAS,** The Tribal Business Council of the Three Affiliated Tribes has determined that it is in the best interest of the Tribe to invest the amount necessary, which is an additional \$900,000 (Nine Hundred Thousand Dollars) to secure a permanent seat on the Board of Directors of the NANBC; and

**WHEREAS,** It is important that the Three Affiliated Tribes and its governing Tribal Business Council appoint representatives to the NANBC to represent our Tribal government and to help facilitate our Tribe's participation and opportunities with the eventual creation of the Native American National Bank;

**NOW, THEREFORE, BE IT RESOLVED,** That the Three Affiliated Tribes hereby authorizes an investment in the amount of \$900,000 to be made in the Native American National Bank, to be considered as the necessary investment capital contribution of the Three Affiliated Tribes to the creation of the Bank, with the understanding that the investment, in the form of a capital contribution, will be made into an escrow account controlled by a third party bank, subject to the principal condition that the \$900,000 will not be withdrawn from the escrow account and used as capital of the Native American National Bank until such time as the necessary capital, as determined by the Board of Directors of NANBC, has been raised that will allow the commencement of operations of the Bank; and

**NOW, THEREFORE, BE IT FURTHER RESOLVED,** that the Tribal Business Council hereby authorizes the Chairman and the Treasurer to take such further actions as may be necessary to effectuate the pledge and deposit of the \$900,000 investment authorized by this resolution, including signing any and all documents necessary to create the escrow account, to deposit the necessary funds authorized by this resolution into such account, and to further execute such documents, including an Escrow Agreement, as the Native American National Bancorporation Co. deems necessary to create an appropriate escrow account that will allow the Native American National Bank to begin operations.

**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 Special Meeting thereof duly called, noticed, convened, and held on the 17<sup>th</sup> day of January, 2000; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 17<sup>th</sup> day of January, 2000.

Daylon Spotted Bear

Daylon Spotted Bear  
Secretary, Tribal Business Council

ATTEST:

Tex G. Hall

Tex G. Hall  
Chairman, Tribal Business Council