

**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 Tribal Business Council has previously chartered Fort Berthold Development Corporation (FBDC) as a fully Tribally owned corporation whose primary business is building construction and modification, primarily on the Fort Berthold Reservation; and
- WHEREAS,** FBDC is now certified as an 8(a) contractor with the Small Business Administration and is eligible as a sole source contractor for various Federal projects; and
- WHEREAS,** FBDC is in need of general bid and performance bonds to enable it to bid successfully on non-Tribal construction projects on and off the reservation; and
- WHEREAS,** There is an upcoming project for work within the New Town Public School District for which FBDC will be expected to have in place a bid bond and a performance bond, a project that will be worth approximately \$1.0 million, and which may require a cash bid bond in the amount of 5% of the total bid of approximately \$50,000; and
- WHEREAS,** FBDC has determined that Goldleaf Financial, Ltd. of Minneapolis, Minnesota, or other firms can provide assistance with the bonding situation, provided certain conditions are met by FBDC and by the Tribe as explained in the attached, including, for FBDC: 1) preparation of a financial statement reviewed by a Certified Public Accountant; 2) consent to "fund control", using an escrow like arrangement for project fund management; 3) proof of the ability to receive at least a \$350,000 line of credit; and, including, for the Tribe, (provided that such conditions can be modified to meet the Tribes' demands) 1) a determination of the source and amount of funds needed for a bond guarantee; 2) provision of a limited waiver of sovereign immunity and determination of the forum for any disputes arising under any agreement

for providing a bond; and 3) a letter of credit to cover “20% to 30% of each contract amount”; and

WHEREAS, FBDC in general needs to be able to obtain both bid and performance bonds to be able to participate in construction projects for which it is qualified; and

WHEREAS, FBDC is not capable at present of obtaining the amount of the performance bond that may be required unless the Three Affiliated Tribes offers the kinds of guarantees that are listed in the attached letter from Goldleaf Financial, Ltd.;

WHEREAS, The Tribal Business Council has determined that a limited waiver of sovereign immunity is in the best interests of the Tribe, provided that FBDC is capable of obtaining the financial information required and provided that it is capable of handling the projects for which it bids and for which it seeks a Tribal guarantee of the bid and performance bonds, and provided that the language of the limited waiver will provide a mechanism for dispute resolution consistent with what the Tribe has approved in relation to recent economic development projects for which the Tribe has sought outside funding;

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby offers to guarantee a bid or performance bond, as may be needed for the purposes of projects for which FBDC will place bids, in accordance with the conditions stated above, and provided that there is sufficient legal review of the financial arrangements necessary for the bonds for each project such that the Tribe’s interests are protected in a manner comparable to other economic development projects into which it has recently entered; and

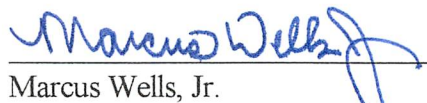
NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby offers to provide a cash bid bond for FBDC for the New Town Public School project in an amount not greater than \$50,000 which will be available at the time the bid is due to be submitted on March 29, 2001; and

THEREFORE BE IT FINALLY RESOLVED that the Chairman or Vice-Chairman is authorized to execute any documents necessary to provide bonds needed for FBDC to be able to bid and carry out projects that are within its capabilities.

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, 7 were present at a Reg. Meeting thereof duly called, noticed, convened, and held on the 23 day of MARCH, 2001; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 1 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 23 day of MARCH, 2001 .



Marcus Wells, Jr.
Secretary, Tribal Business Council

ATTEST:



Tex G. Hall
Chairman, Tribal Business Council