



Resolution #07- 230 -VJB

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

A resolution entitled “Resolution of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation Establishing the Three Affiliated Tribes of the Fort Berthold Reservation Secured Transaction Ordinance”

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 of the Fort Berthold Reservation (the “Tribe”) 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, Article VI, Section 3 of the Constitution of the Tribe specifically grants to the Tribal Business Council all necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article 1 of the Constitution; and

WHEREAS, The Tribal Business Council has determined that it is in the best interest of the Tribe to provide that under the law of the Tribe, except as otherwise provided in this Resolution, secured parties shall have the same rights with respect to collateral located on lands subject to the sovereign authority of the Tribe as would exist if all aspects of the security interest (including, but not limited to, its creation, attachment, perfection, and priority) had been governed by the Uniform Commercial Code of the State of North Dakota, without regard to the choice of law principles set forth therein, and;

WHEREAS, The Tribe shall enact this Resolution to be know as the “Three Affiliated Tribes of the Fort Berthold Reservation Secured Transactions Ordinance” under Tribal law.



Now, therefore, the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation resolves that the following Secured Transaction Ordinance is enacted:

Three Affiliated Tribes of the Fort Berthold Reservation Secured Transaction Ordinance

Section 1. Title and Purpose

- (a) Title. This Ordinance shall be known as the “Secured Transactions Ordinance.”
- (b) Purpose. The purpose of this Ordinance is to recognize that under the law of the Three Affiliated Tribes (the “Tribe”), except as otherwise provided in this Ordinance, secured parties shall have the same rights with respect to collateral subject to the sovereign authority of Tribe as would exist if all aspects of the security interest (including but not limited to its creation, attachment, perfection and priority) had been governed by the North Dakota UCC, without regard to the choice of law principles set forth therein.

Section 2. Definitions

In this Ordinance, the terms listed below shall have the following meanings:

- (a) “North Dakota UCC” means the Uniform Commercial Code as adopted by the State of North Dakota at North Dakota Century Code Chapter 41, or as enacted in the statutes and laws of the State of North Dakota as amended from time to time in accordance with the laws of North Dakota.
- (b) “Pledged Revenues” means all of a Tribal Party’s money, earnings, income and revenues, (and any proceeds thereof), and all of the Tribal Party’s rights to and interest with respect to receiving the foregoing before actual possession thereof, whether in the form of money, deposit accounts, investments, accounts, instruments or other assets, and the proceeds thereof, in which such Tribal Party has granted a security interest to a secured party in a writing signed by the Tribal Party.
- (c) “Tribal Lands” means all lands within the Tribe’s federally recognized reservation and all lands held by the United States in trust for the benefit of the Tribe or individual members of the Tribe over which the Tribe possesses jurisdiction.
- (d) “Tribal Party” means any of the Tribe and any division, subdivision, branch, department, board, committee, commission, agency, authority, enterprise, instrumentality, component or entity wholly-owned or wholly-controlled, directly or indirectly, by the Tribe, along with the successors and assigns of each.



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Any undefined terms that are defined in the North Dakota UCC are used in this Ordinance with the meanings that apply in the North Dakota UCC.

Section 3. Scope

- (a) This Ordinance shall apply to all security interests and collateral subject to the sovereign authority of Tribe to the same extent provided in North Dakota Century Code § 41-09-109, except that North Dakota Century Code § 41-09-109 (c) and North Dakota Century Code § 41-09-109 (d)(17) shall be ineffective to limit the application of the North Dakota UCC in accordance with this Ordinance.
- (b) This Ordinance is intended to be a law, within the meaning of North Dakota Century Code § 41-09-27(3), which generally requires information concerning the existence of a non-possessory security interest to be made generally available in a filing, recording, or registration system as a condition or result of the security interest's obtaining priority over the rights of a lien creditor with respect to the collateral.

Section 4. Laws Applicable to Security Interests

- (a) With respect to any security interest to which this Ordinance applies, except as provided elsewhere in this Section 4, the rights and obligations of any person shall be governed as if the North Dakota UCC applied fully thereto, including those rights and obligations related to enforcement of a security interest or arising after a default.
- (b) Except as provided elsewhere in this Section 4, the perfection, effect of perfection or nonperfection and priority of any security interest to which this Ordinance applies shall be determined as if the North Dakota UCC applied fully thereto and as if each debtor were (for purposes of North Dakota Century Code § 41-09-21 through North Dakota Century Code § 41-09-62 located in the State of North Dakota and as if the Tribal Lands were located in the State of North Dakota.
- (c) Notwithstanding any provision of the North Dakota UCC or this Ordinance to the contrary, a security interest granted by a Tribal Party in Pledged Revenues shall be created and attach upon the giving of value and the granting of such security interest in a writing executed by that Tribal Party. Such security interest may be perfected only by the filing of an initial financing statement in the same manner and in the same location as if all of such Pledged Revenues were accounts.

Section 5. Amendment

Once applicable to any security interest, this Ordinance shall remain in effect with respect to that security interest until all obligations secured thereby have been fully and finally discharged or otherwise fully satisfied, except that this Ordinance may be amended with the prior written consent of each secured party or, absent such consent, with prior notice to each secured party and



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only to the extent such amendment is not materially adverse to any secured party with respect to any security interest.

Section 6. Effective Date and Repealer

- (a) Any prior tribal secured transactions act or law is hereby repealed in its entirety, *provided, however*, that any security interest created thereunder shall continue to be effective in accordance with its terms as a security interest under this Ordinance.
- (b) To the extent any provision of any law, ordinance, resolution, motion or any other action of any Tribal Party heretofore taken is in conflict with any provision of this Ordinance, the provision of this Ordinance shall supercede and the conflicting provision shall be and hereby is repealed.
- (c) This Ordinance is effective upon the date of its enactment.

Section 7. No Waiver of Immunity


Nothing in this Ordinance shall waive or impair the Tribe's sovereign immunity or the sovereign immunity of any other Tribal Party.

CERTIFICATION

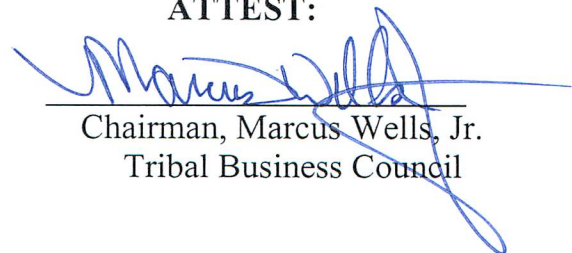
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 6 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 17th day of December, 2007; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman Voting. Not Voting.

Dated this 17th day of December, 2007.



Secretary, V. Judy Brugh
Tribal Business Council

ATTEST:


Chairman, Marcus Wells, Jr.
Tribal Business Council