



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

A Resolution entitled, "Authorization for the Chairman and Treasurer to Renew Existing Revolving lines of Credit up to \$8,500,000 (Loan #1212) and \$1,000,000 (Loan #1174) with the Native American Bank for General Operating Purposes of the Tribe"

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-laws pursuant to said Act; and

WHEREAS, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, The Constitution of the Three Affiliated Tribes 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 5 (1) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies and Tribal officials on the Reservation; and

WHEREAS, Article VI, Section 5(c) of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to administer funds within the exclusive control of the Tribes and to make expenditures from available Tribal funds for public purposes of the Tribes; and

WHEREAS, The Tribal Business Council has obtained a line of credit up to \$8,500,000 (Loan #1212) and \$1,000,000 (Loan # 1174) from the Native American Bank, Denver, Colorado to be utilized by the Tribe for general governmental purposes in order to bridge the gap between the payment of expenses and the receipt of revenues and said lines of credit are scheduled to mature; and

WHEREAS, Native American Bank (hereinafter, the "Bank") is ready and willing to renew the \$8, 500,000 and \$1,000,000 line of credit with the Three Affiliated Tribes; and

WHEREAS, The Tribal Business Council has already transferred \$8,500,000 to Native American Bank to invest in certificates of deposit pursuant to Resolution No. 6-14-NH to be used as collateral for said lines of credit; and



WHEREAS, The Tribal Business Council finds that the Bank is willing to provide the Tribe the most competitive interest rates and believes that it is in the best interest of the Tribes to renew the lines of credit with the Native American Bank for \$8,500,000 (Loan #1212) and \$1,000,000 (Loan # 1174), and;

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes pursuant to its constitutional authority hereby authorizes the renewal of the \$8,500,000 (Loan # 1212) and \$1,000,000 (Loan # 1174) revolving lines of credit with the Native American Bank of Denver, CO. under the following terms and conditions:

Section 1: Approval and Authorizations

- 1.1 The Tribal Business Council hereby determines that the foregoing proposed actions are in the public interest and promote the welfare of the Tribe.
- 1.2 The Tribal Business Council hereby approves the Financing Terms, in so far as they require Tribal approval, and the Tribe's execution, delivery and performance of all Loan Documents, Assignment Agreements, Depository Agreements and any other related documents reasonably necessary to effect the Loans (the "Loan Documents") in such forms as are approved by the Authorized Representative (defined below) and legal counsel for the Tribe, which approvals shall be deemed to have been conclusively given upon the execution of the Loan Document by an Authorized Representative.
- 1.3 The Chairman, Secretary, or Treasurer of the Tribe, individually or together with any other person who under the laws of the Tribe are permitted to act on behalf of the Tribe, (each, an "Authorized Representative") are hereby authorized and directed to execute the Loan Documents, and to execute such other documents and take such actions as are required or desirable to effect the purposes of this Resolution.

Section 2: Limited Waiver of Sovereign Immunity: Jurisdiction and Arbitration.

Provisions in the Loan Documents relating to the following matters are hereby expressly authorized, approved and adopted as the law of the Tribe with respect to the Loans; so long such provisions substantially comply with the terms set forth in Exhibit A attached hereto:

- 2.1 The choice of governing laws, the limited waivers of sovereign immunity, the consents to jurisdiction and waivers of the doctrines of abstention and exhaustion of Tribal remedies; and
- 2.2 The obligation to resolve disputes related to the Loans by binding arbitration.



Section 3: Minimum Terms of the Loan Documents

3.1 The Chairman is hereby authorized to negotiate the terms of the revolving lines of credit with the Native American Bank and execute the same along with the other authorized representatives provided that terms are included in the Loan Documents that are similar to our the same as those set out in Loan numbers 1212 and 1174.


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, 5 were present at a Special Meeting thereof duly called, noticed, convened and held on the 6th day of May, 2009, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members 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 6th day of May, 2009.

ATTEST:


Tribal Secretary, V. Judy Brugh
Tribal Business Council
Three Affiliated Tribes


Tribal Chairman, Marcus D. Levings
Tribal Business Council
Three Affiliated Tribes