



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

A Resolution entitled, “Authorization to Open an Account with Wells Fargo Bank, NA”

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

WHEREAS, The Constitution and By-laws of the Three Affiliated Tribes (“Tribe”) was adopted by membership of the Tribe on May 15, 1936 pursuant to the Indian Reorganization Act of 1934 and duly approved by the Secretary of the Interior; and

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

WHEREAS, The Constitution of the Tribe 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 of the enrolled members thereof;

WHEREAS, On September 17, 2009, the Tribal Business Council adopted Resolution No. 09-144-SE, authorizing the execution of the Forbearance, Security and Settlement Agreement with Lake Sakakawea & Associates, LLC (“LSA”), the opening of a Control Account with Wells Fargo Bank, National Association (“Bank”) in favor of LSA, into which the Tribe’s oil and gas tax receipts would be placed until the judgment against the Tribe and in favor of LSA is satisfied, and the execution of a Control Agreement (also known as a Restricted Account Agreement) governing such account; and

WHEREAS, Subsequent to the adoption of Resolution No. 09-144-SE, the Bank provided the Tribe with documentation necessary to open an account with the Bank; and

WHEREAS, The Tribal Business Council wishes to authorize the execution of the documentation necessary to open the account;

NOW, THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby authorizes the Treasurer, on behalf of and in the name of the Tribe, to --

(a) open or close a deposit account (the “Account”) with Wells Fargo Bank, National Association (“Bank”);



(b) execute and deliver in the Tribe's name such agreement(s) regarding the Account and the services related thereto as Bank may from time to time require, including, without limitation, Bank's Commercial Account Agreement and Master Agreement for Treasury Management Services (collectively, the "Service Documentation");

(c) authorize and execute transactions on the Account, including, without limitation, (i) signing checks and other instruments withdrawing funds from the Account, including those payable to cash or to persons who sign them, (ii) requesting funds transfers by Bank to and from the Account, (iii) entering into arrangements for the processing of automated clearing house ("ACH") debit entries and/or ACH credit entries to and from the Account, and (iv) endorsing on behalf of the Tribe, and otherwise negotiating, checks and other items payable to the Tribe, provided that all checks drawn on the Account must be countersigned by the Chairman of the Tribe;

(d) incur overdrafts and other obligations in the Account at Bank in connection with any of the products, services, or activities authorized by these resolutions; and

(e) invest the Tribe's funds on such terms and conditions as the Treasurer deems appropriate.

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribe authorizes the Chairman to sign any signature card required by the Bank; and

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribe acknowledges and agrees to the arbitration provisions included in the Service Documentation, and further that the Tribe hereby irrevocably waives (a) its immunity from suit and any other legal process or proceedings in or before any court of the State of North Dakota relating to the Service Documentation, and (b) any right it may have to require such dispute or claim to be heard in a court or other dispute forum of the Tribe.

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribal Council hereby determines that no law, ordinances, rules, regulations, resolutions or other actions of the Tribal Council or any of the agencies or instrumentalities of the Tribe, either written or established by custom or tradition: (a) prohibit the Tribal Council from approving the matters herein approved, the execution, delivery or performance of the Service Documentation, or the consummation of the transactions contemplated therein; or (b) create any obligation of the Tribal Council to submit these matters for approval of or consent from any officer, body, agency or instrumentality of the Tribe, or any vote by members of the Tribe,



except for such approvals and consents that have already been obtained and are in full force and effect; and

NOW THEREFORE BE IT FURTHER RESOLVED, that upon execution and delivery of the Service Documentation by the Treasurer and the opening of the Account by the Bank, the Service Documentation shall constitute a valid and binding obligation of the Tribe under the Constitution and all laws of the Tribe; and

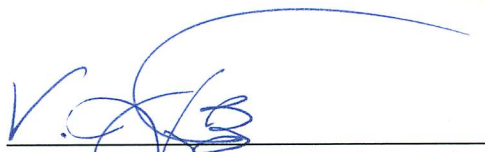
NOW THEREFORE BE IT FURTHER RESOLVED, that any law, ordinances, judgments, decisions, orders, resolutions, rules, regulations or other action, of the Tribe, any instrumentality or agency of the Tribe (exclusive of the Tribe's Constitution), or any of the officers, employees, or agents, of the foregoing, whether written, unwritten or established by tradition that are in effect and are in conflict with or inconsistent with the terms of this Resolution, the transactions contemplated herein, or any provision set forth in the Service Documentation, are hereby repealed and annulled to the extent of such conflict or inconsistency, and this Resolution shall supersede the same.

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 28th day of September, 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 28th day of September, 2009.


 Executive Secretary, V. Judy Brugh.
 Tribal Business Council

ATTEST:


 Chairman, Marcus D. Levings
 Tribal Business Council