



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

A Resolution Entitled, "Authorizing a Limited Waiver of Tribal Sovereign Immunity for Title Insurance Purposes in Connection With the Arikara Homes Development, and affirming the authority of the Fort Berthold Housing Authority to Lease and Sublease property for the Arikara Homes Development"

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 (l) 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, Under federal law, the Three Affiliated Tribes as a federally recognized Indian Tribe has sovereign immunity from suit unless the Tribe expressly and unequivocally waives its sovereign immunity; and

WHEREAS, The Three Affiliated Tribes has authorized leases of fee land owned by the Tribes, on two separate parcels of land located within the Hilltop Addition in Parshall, North Dakota and near Parshall Bay (the "Property") to the Fort Berthold Housing Authority for the development of a low income housing project known as Arikara Homes, utilizing low income housing tax credits; and

WHEREAS, The Fort Berthold Housing Authority has subleased the Property to the Arikara Homes Limited Partnership with the approval of the Three Affiliated Tribes in order to utilize the low income housing tax credits to develop the project; and





WHEREAS, In order to close the tax credit financing for the Arikara Homes development, the Fort Berthold Housing Authority must obtain title insurance insuring that the Fort Berthold Housing Authority has a valid leasehold interest, and that the Arikara Homes Limited Partnership has a valid sub leasehold interest on the property; and

WHEREAS, Prior to issuance of a title commitment, the underwriters for the title insurance company require a Tribal Business Council Resolution affirming the Fort Berthold Housing Authority's power to acquire and convey the property by lease and sub lease respectively, and authorizing a limited waiver of sovereign immunity in favor of Old Republic National Title Insurance Company for the express purpose of giving Old Republic a right, directly or by subrogation against the Tribes and Fort Berthold Housing Authority, in case any claim is ever made claiming the conveyance of any of the above referenced properties are void, voidable, or in violation of the Tribe's or Fort Berthold Housing Authority's power; and

WHEREAS, The Tribal Business Council finds that it is in the best interests of the Tribes to authorize a limited waiver of sovereign immunity in order to allow the Fort Berthold Housing Authority to obtain the required title insurance on the property and to affirm the Fort Berthold Housing Authority's power to acquire the property for the purpose of developing the project.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby authorizes and grants a limited waiver of the Tribes' sovereign immunity in favor of Old Republic National Title Insurance Company for the express purpose of giving Old Republic a right, directly or by subrogation against the Tribes and Fort Berthold Housing Authority, in case any claim is ever made claiming the conveyance of any of the above referenced properties are void, voidable, or in violation of the Tribe's or Fort Berthold Housing Authority's power; and

BE IT FURTHER RESOLVED, That the Tribal Business Council hereby certifies that the Fort Berthold Housing Authority is duly organized and in good standing under the laws of the Tribes, and is authorized, empowered and directed to execute, acknowledge and deliver any and all agreements, instruments of payment, certificates and other documents of any nature, (and is authorized to take any and all other actions) as may be necessary or appropriate to acquire the Property by lease from the Tribes and to convey the Property by sub lease to the Arikara Homes Limited Partnership; and

BE IT FURTHER RESOLVED, that the Tribal Business Council acknowledges: (1) that the aforementioned waiver of the sovereign immunity is and will be an effective,





binding and enforceable waiver of the Tribes' sovereign or tribal immunity from suit regarding all matters as stated herein; and (2) the foregoing waiver will be a bar to any assertion by, or defense of, the Tribes' sovereign or tribal immunity; and

BE IT FURTHER RESOLVED, that the provisions of this Resolution shall control and take precedence over any contrary provisions of any ordinance, resolution, or other law of the Tribes or adopted on behalf of the Tribes, or by any agent, corporation or instrumentality of the Tribes; and


CERTIFICATION

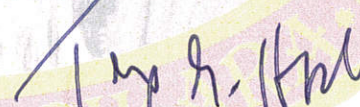
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 10th day of June 2011; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 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 10th day of June 2011

ATTEST:


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


Tribal Chairman, Tex G. Hall
Tribal Business Council
Three Affiliated Tribes

