



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

A Resolution entitled, "Approval of Consulting Services Contract with Moss Adams Wealth Advisors LLC Consulting Services of 2707 Colby Avenue, Suite 801, Everett, WA 98201."

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, The Constitution and By-laws of the Three Affiliated Tribes was adopted by membership of the Tribes on May 15th, 1936 pursuant to the Indian Reorganization Act of 1934 and duly approved by the Secretary of Interior; 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, The Tribal Business Council desires engage a firm to assist in the selection of suitable investment advisors for the investment fund being established by the Tribe; and

WHEREAS, The Tribal Business Council has reviewed the proposal from Moss Adams Wealth Advisors LLC and desires to enter into a contract to provide such consulting services.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves proposal and consulting contract with Moss Adams Wealth Advisors LLC to assist in the selection of suitable investment advisors for the investment fund being established by the Tribe; and

BE IF FURTHER RESOLVED, the Tribe agrees that total compensation due under the (attached contract and engagement letter) shall be limited to \$20,000.00 and shall include all services and travel; and



BE IT FURTHER RESOLVED, The Tribal Business Council approves the limited waiver of Sovereign Immunity provided in the Contract as provided in the Contract and as specifically limited to fees accrued under the Contract:

"Nothing in this Agreement shall be interpreted to constitute a waiver of the Tribe's sovereign immunity, provided, however, that the Tribe grants to Moss Adams a limited waiver of the Tribe's sovereign immunity on the following terms and conditions: (1) this limited waiver of sovereign immunity applies only to Moss Adams and shall not extend to any other person, agency or entity; (2) this limited waiver of sovereign immunity applies only to matters which are subject to mediation and arbitration pursuant to this Agreement; (3) this limited waiver of sovereign immunity shall terminate immediately upon completion of this Agreement, provided that this limited waiver of sovereign immunity shall be reinstated or remain in effect in the event the Tribes pursue any legal action against Contractor, and shall remain effective until the underlying legal claim or claims have been finally determined"

BE IT FINALLY RESOLVED, The Tribal Chairman and the Tribal Chief Financial Officer (CFO) are authorized to execute the Engagement Letter, Consulting Contract and any other necessary documents to carry out the intent of this Resolution.

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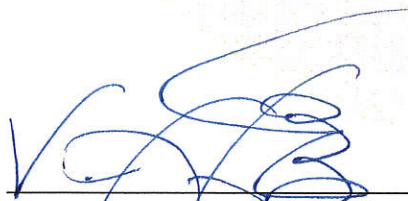


CERTIFICATION

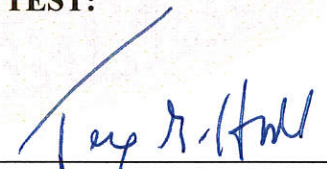
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 5 were present at a Special Meeting thereof duly called, noticed, convened and held on the 5th day of May, 2012, 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 5th day of May, 2012.



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

ATTEST:


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