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September 14, 2015

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Subject: **Lower Brule Sioux Tribe's Accounts at Wells Fargo Bank**

Dear Mr. Emery:

This letter is in response to your request to change the authorized signers on the Lower Brule Sioux Tribe's (the "Tribe") accounts (the "Accounts") with Wells Fargo. After due consideration, and for the reasons set forth below, we will not be making the requested changes at this time.

You have provided Wells Fargo with Tribal Resolution 2015-101, based on Special Sessions heard on September 2 and 10, respectively, purporting to rescind and revoke the current signers on the Accounts, replacing them with Lewis Grassrope, Desiree LaRouche, Kevin Wright and Sonny Ziegler. This resolution was certified by representing that a quorum was present at the meeting, with three votes in favor, none in opposition, and two members absent. We do not believe that the resolution was effective to change the signers on the Accounts.

The meeting minutes for September 2 and 10 Special Sessions of the Lower Brule Sioux Tribal Council show that only three officers were present: Vice Chairman Kevin Wright, Sergeant-at-Arms Sonny Ziegler and Council Member Desiree LaRoche. Also present was Acting Recording Secretary Sheryl Scott, although she does not appear to be an officer with voting rights. According to Article IV, Section 2 of the Tribe's By Laws, "[a] quorum shall consist of five (5) council members." It does not appear that a quorum was present at the meeting.

Moreover, under Section 4 of Article IV, all resolutions and motions require a two-thirds majority vote of the "full Tribal Council," which, according to Article III, consists of six council members. Thus, four votes would have been required to change the signers of the Accounts. The Lower

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Brule Sioux Tribal Court, in the matter of *Orville Langeau Jr. and John McCauley vs. Kevin Wright, Sonny Ziegler and Desiree LaRoche*, Civil Case No. 14-12-0119, agreed with this interpretation. In analyzing the issue of replacing the vacant Chairman's seat, the Tribal Court seems to agree with this interpretation of the quorum and voting requirements. "The Court then indicated that it was denying the request for reconsideration of this Court's order of June 30, 2015 finding that the Lower Brule Sioux Tribal Constitution and By-Laws require at a minimum a 2/3's vote of the full Council in favor of the replacement for the vacant Chairman's seat." (The Tribal Court certified that this is a final order; however, we have seen no evidence of the matter being appealed. Consequently, the Tribal Court's order stands.)

We understand that Mr. Langdeau has referred this matter to the Bureau of Indian Affairs' Great Plains Regional Office, claiming the resolution is ineffective and invalid. When there are conflicting claims to control of an account or the funds therein, the account agreement between Wells Fargo and the Tribe allows the bank to, without liability, "[c]ontinue to rely on the Bank's records to determine ownership of or the identity of the *authorized signer(s)* for your account."

Based on our review of the pertinent documentation and as permitted by our account agreement, we will not be changing the current authorized signers on the Accounts.

Sincerely,



Stefan S. Lawrence
Senior Counsel

cc: Meg M. Killian
Senior Counsel