



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

A Resolution entitled, "Ratification and Final Approval of Dakota-3, LLC Indian Mineral Development Agreement and Consent to Assignment"

- 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 of the Three Affiliated Tribe generally 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 III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and
- WHEREAS,** pursuant to Article VI, Section 5(1) of the Constitution, the Tribal Business Council has the power to adopt resolutions regulating the procedures of the Tribal Business Council and other tribal agencies and tribal officials on the Reservation; and
- WHEREAS,** Article VI, Section 5(i) of the Constitution specifically authorizes and empowers the Tribal Business Council of the Tribe to make assignments and leases of Tribal lands and otherwise to manage tribal lands, interests in Tribal lands, and property upon such lands, in conformity with Article IX of the Constitution; and
- WHEREAS,** Article IX of the Constitution specifically authorizes and empowers the Tribal Business Council to manage and lease or otherwise deal with tribal lands and resources in accordance with law; and
- WHEREAS,** the Tribal Business Council is acting on behalf of the Tribe in both land and mineral ownership and governmental capacities (and not in any capacity under Section 17 of the Act) and has the authority to do so; and
- WHEREAS,** the Reservation comprises approximately 1,000,000 acres and has within it potentially significant oil and gas resources of several billion dollars in value, as it lies within Williston Basin, a geologic formation that has been developed since the early 1950's; and
- WHEREAS,** the Tribe is actively seeking to develop its resources for the economic benefit of all of its members which will provide both increased revenue and increased economic opportunities for tribal members; and



WHEREAS, subject to approval by the Bureau of Indian Affairs (the “BIA”) on June 15, 2007, and September 19, 2007, Dakota-3, LLC (“Dakota-3”) executed prior versions of and Oil and Gas Lease (the “Previously Executed Leases”) with the Tribe (the “Lessor”) under the Indian Mineral Development Act (the “IMDA”) of 1982 and regulations issued by the BIA pursuant to that Act found at Title 25, Part 225, of the Code of Federal Regulations; and

WHEREAS, the Tribal Business Council had previously approved the Previously Executed Leases in Resolution Nos. 07-127-VJB and 07-170-VJB, but the Previously Executed Leases were not approved by the BIA and therefore did not become binding or effective; and

WHEREAS, the Tribal Business Council received comments and revisions to the Previously Executed Leases from the BIA and from Dakota-3, which comments and revisions were reviewed and approved by the Tribe’s counsel and were incorporated into a form of oil and gas lease presented to the Tribal Business Council for approval on October 16, 2007, (the “Lease”), and the Lease and the assignment thereof by Dakota-3 to Dakota-3 E&P, LLC, a Delaware limited liability company (“Dakota-3 E&P”) were approved by the Tribal Business Council in Resolution No. 07-197-VJB; and

WHEREAS, the Tribal Business Council now has received additional comments and revisions which were made to accommodate requests made by the BIA to the introductory paragraph of the Lease and to sections 2.1.2, 3.2.1, 16.3, and 24 of the Lease, and those comments and revisions have been reviewed and approved by the Tribe’s legal counsel and are shown in a marked version of such sections attached as Annex 1 hereto (the “Amendments”); and

WHEREAS, the Tribal Business Council has reviewed the Amendments, has determined that approving the Amendments is in the best interests of the Tribe and desires to approve the Amendments.

NOW THEREFORE BE IT RESOLVED, That the Tribal Business Council hereby determines that the foregoing proposed actions are in the best interest of the Tribe and promote the welfare of the Tribes and does hereby ratify and approve the Amendments; and

BE IT FURTHER RESOLVED, That the Tribal Business Council hereby affirms and ratifies its approval of the Lease and consent to the Assignment thereof and approval of the other matters addressed in Resolution No. 07-197-VJB in their entirety, subject only to the Amendments; and



FURTHER, BE IT RESOLVED, That the Chairman, Vice-Chairman, Secretary and Treasurer of the Tribal Business Council, or each of them as may be necessary, hereby authorized to execute the Lease as amended by the Amendments, and that each of the above officers are authorized to execute any further documentation, including any amendments or modifications to the Lease, and take any other actions necessary or appropriate to carry out the intent of the Lease and to comply with the Tribe's obligations under the Lease; and

FURTHER, BE IT RESOLVED, That the Tribal Business Council confirms that if any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected; and

FURTHER, BE IT RESOLVED, That the Tribal Business Council hereby requests that the BIA Regional Director and any other BIA officials review and approve (1) the Lease as amended by the Amendments, including surface and mineral estates, and (2) the assignment thereof by Dakota-3 to Dakota-3 E&P, as soon as possible;

FINALLY BE IT RESOLVED, That any resolutions or other actions of the Tribal Business Council or of any other Tribal agency or committee, including any prior resolutions regarding the Lease that are in conflict with or inconsistent with the terms of this Resolution or Resolution No. 07-197-VJB are hereby to such extent repealed and annulled. This Resolution shall supersede any prior or currently existing resolutions or other actions of the Tribal Business Council or Tribal Executive Committee (other than Resolution No. 07-197-VJB) that are contrary to the actions authorized or contemplated herein or in the Lease, as amended by the Amendments.




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, 6 were present at a special Meeting thereof duly called, noticed, convened and held on the 7th day of January, 2008, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

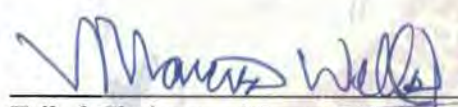
Chairman [] Voting. [] Not Voting.

Dated this 7th day of January, 2008.

ATTEST:



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



Tribal Chairman, Marcus Wells Jr.
Tribal Business Council
Three Affiliated Tribes