



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

A Resolution entitled, "Approval of Term Sheet for a Pipeline Joint Venture with Och Ziff Capital Investments, Zenergy, Inc. and the Three Affiliated Tribes"

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, Article VI, Section 5 of the Constitution of the Three Affiliated Tribes provides the Tribal Business Council the authority to protect and preserve the property, wildlife and natural resources of the Tribes; to regulate hunting and fishing on all lands within the jurisdiction of the Tribes; and to cultivate and preserve native arts, crafts, culture, ceremonies and traditions; and

WHEREAS, the Three Affiliated Tribes desires to enter into a joint venture with other companies who have interests and expertise in the energy industry to develop a gathering and transportation system for oil, gas and water that is produced within the Fort Berthold Reservation; and

WHEREAS, Och Ziff Capital Investments, Inc. and Zenergy, Inc. have offered a proposal and term sheet to form a joint venture company that would undertake the financing, construction and operation of such a oil, gas and water gathering and transportation system; and

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves the term sheet for a joint venture between Och Ziff Capital Investments, Inc., Zenergy, Inc and the Three Affiliated Tribes to finance, construct and operate an oil, gas and water gathering and transportation system within and for the benefit of oil and gas production within the Fort Berthold Reservation; and



BE IF FURTHER RESOLVED, the Tribal Business Council shall designate and authorize the appropriate tribal agency and/or staff to negotiate a formal joint venture agreement with Och Ziff Capital Investments, Inc. and Zenergy, Inc. and provided the final agreement shall require review and final approval by the Tribal Business Council.

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 Regular Meeting thereof duly called, noticed, convened and held on the 16th day of October, 2008, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

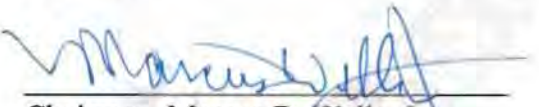
Chairman [] Voting. [] Not Voting.

Dated this 16th day of October, 2008.

ATTEST:



Executive Secretary, V. Judy Brugh.
Tribal Business Council



Chairman, Marcus D. Wells, Jr.
Tribal Business Council