



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

A Resolution Entitled: “Approval of an application for a loan guaranty from Secretary of the Department of Interior, Bureau of Indian Affairs, and the transactions described therein”

WHEREAS, The Tribe has accepted the Indian Reorganization Act of June 18, 1934, and has adopted a Constitution and By-laws pursuant to said Act; and

WHEREAS, Article III of the Constitution of the Tribe provides that the Tribal Business Council is the governing body of the Tribe; and

WHEREAS, The Constitution of the Tribe 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 Tribe and of the enrolled members thereof; and

WHEREAS, Article VI, Section 5(l) of the Constitution of the Tribe 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, Article VI, Section 5(c) of the Constitution of the Tribe specifically authorizes and empowers the Tribal Business Council to administer funds within the exclusive control of the Tribe and to make expenditures from available Tribal funds for public purposes of the Tribe; and

WHEREAS, Dougherty & Company LLC (the “Lender/Service”) has offered to provide, through the placement by the Lender/Service and Robert W. Baird & Co., Incorporated (referred to together as the “Placement Agent”) of certificates of participation in a loan (the “Loan”) to the Tribe in an amount not to exceed \$50 million for the purpose of meeting the financing needs of the Tribe described in the hereinafter mentioned Loan Guaranty Application; and

WHEREAS, The Tribe has determined to pledge certain collateral to secure the Loan, such collateral to include an assignment of the Tribe’s current and projected oil revenues, including an assignment of oil leases entered into by the Tribe in connection therewith; and

WHEREAS, The Tribal Business Council believes it is in the public interest and promotes the general welfare of the Tribe to obtain the Loan and assign such oil revenues and



leases as collateral for the Loan, all as further described in the Loan Guaranty Application; and

WHEREAS, The Secretary of the Department of Interior, acting through the Bureau of Indian Affairs (the “BIA”), offers a loan guaranty program (the “Loan Guaranty Program”), to guarantee 90% of the principal amount of qualifying loans; and

WHEREAS, The members of the Tribal Business Council have reviewed a proposed form of application for an Indian Affairs guaranty of the Loan (the “Loan Guaranty Application”), and the Tribal Business Council finds that it would be in the best interests of the Tribe for the Lender/ Servicer to submit the Loan Guaranty Application;

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Tribe, pursuant to its constitutional authority, hereby approves all actions necessary or desirable on the part of the officers and agents of the Tribe to assist in the submission of the Loan Guaranty Application and to undertake the transactions described therein, including the assignment of oil leases described therein; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the Tribal Chairman Marcus D. Levings, the Tribal Vice Chairman Frank Whitecalfe, or the Tribal Secretary V. Judy Brugh, (referred to herein as the “Authorized Officers”), acting individually or together, to execute and deliver any documents, certificates or agreements (with such additions, deletions or other modifications as any of the authorized signers may agree to in their sole discretion) necessary or desirable to effectuate the submission of the Loan Guaranty Application and the transactions described therein.



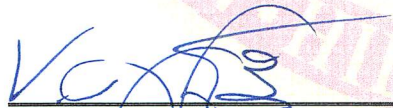
CERTIFICATION

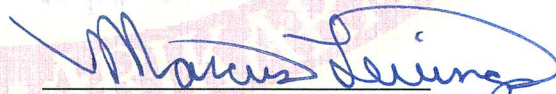
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 4th day of December 2009; 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 4th day of December 2009

ATTEST:


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


Tribal Chairman, Marcus D. Levings
Tribal Business Council
Three Affiliated Tribes