



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

A Resolution entitled, "Approval of Formation and Incorporation of MHA Resources, LLC"

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act having adopted a Constitution and By-laws under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution and By-Laws of the Three Affiliated Tribes, The Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Pursuant to Article VI, Section 5(1) of said 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, The Tribal Business Council has authority to engage in activities on behalf of and for the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, The Three Affiliated Tribes have been blessed with a gift from the land in the form of plentiful oil and gas resources; and

WHEREAS, Third-party operators have engaged the Tribe and its members in various agreements to develop oil and gas resources; and

WHEREAS, These agreements encompass nearly 93 percent of the Three Affiliated Tribes' lands, but development on nearby off-reservation lands and fee lands within the reservation far exceeds development on tribal and allottee lands.

WHEREAS, Three Affiliated Tribes Tribal Business Council believes it must regain control of the development of the oil and gas resources on its lands to express its sovereignty and ensure the sustainable development of its resources for the long-term legacy of the Tribe and its members; and

WHEREAS, the Three Affiliated Tribes and its members must act to create a sustainable economy for the Reservation; and





WHEREAS, The Three Affiliated Tribes must take affirmative action to extract the full value of the oil and gas for the Nation, its members, and future generations; and

WHEREAS, the Three Affiliated Tribes Business Council hereby finds that it is in the best interest of the Tribes to create a majority owned tribal limited liability corporation for the purposes of developing the oil and gas reserves within the Fort Berthold Reservation.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council authorizes and approves the formation of a majority Tribally owned limited liability corporation, to be hereafter known as MHA Resources (or such other name as may be approved), chartered through resolution of this Tribal Business Council, for the purpose of increasing tribal participation in the oil and gas development and production on Reservation lands and beyond; and

BE IT FURTHER RESOLVED, Three Affiliated Tribes Tribal Business Council appoints seven individuals, four of whom must be members of the Three Affiliated Tribes, and which includes the Chief Executive Officer of MHA Resources, to the MHA Resources Board of Directors, the remaining three will be outside industry experts in Oil and Gas; and

BE IT FURTHER RESOLVED, The Tribal Business Council further appoints David Williams as Chief Executive Officer of MHA Resources, who is; hereby authorized to take all such actions and execute and deliver such documents on behalf of the MHA Resources in order to effectuate this resolution; and

BE IT FURTHER RESOLVED, The Tribal Business Council directs MHA Resources to develop, with all due expediency and diligence, such necessary organizational documents required to create, finance and operate a resource development company that best allows the Tribes to fully and actively participate in the exploration, development, transportation, gathering, processing, and refining of the oil and gas located on lands within the Fort Berthold Reservation and beyond, with such final organizational documents to be ratified, authorized, approved and adopted by the Tribal Business Council; and

BE IT FINALLY RESOLVED, The Tribal Business Council requires the Chief Executive Officer and Board of MHA Resources submit monthly written reports to the MHA Nation Tribal Council updating the Council on the MHA Resources' goals, progress, and financial status, and appear before the MHA Nation Tribal Council quarterly.




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 Regular Meeting thereof duly called, noticed, convened and held on the 15th day of February, 2011, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 3 members, 2 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

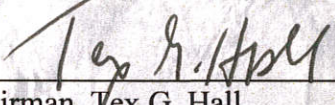
Chairman [] Voting. [] Not Voting.

Dated this 15th day of February, 2011.



Executive Secretary, V. Judy Brugh.
Tribal Business Council

ATTEST:



Chairman, Tex G. Hall
Tribal Business Council