



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

A Resolution Entitled, "Authorization to Acquire an Equity Interest in the MHA Nation Clean Fuels Refinery."

WHEREAS, The Mandan, Hidatsa and Arikara Nation ("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, Article III, Section 1 of the Constitution of the Nation provides that the Tribal Business Council is the governing body of the Nation; and

WHEREAS, The Constitution 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, The Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation is empowered by Article VI, Sections 1(c) and 1(f) of the Constitution and By-Laws of the Tribe to regulate the economic affairs of the Tribe; and

WHEREAS, The Nation has dedicated several years to the development of the MHA Nation Clean Fuels Refinery Project ("Project") near Makoti, North Dakota on tribally-owned lands within the exterior boundaries of the Fort Berthold Reservation; and

WHEREAS, The Nation has commenced construction on the Project; and

WHEREAS, The Nation has determined that additional financing for the Project is needed; and

WHEREAS, The Tribal Business Council has determined that it is in the best interest of the Nation to acquire an equity interest in the Project in order to procure additional sources of financing for the construction and operation of the Project; and

WHEREAS, The Tribal Business Council has determined that the Nation's equity interest in the Project must amount is \$40,000.000.00 of the total cost of construction of the Project; and

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby accepts and approves the allocation of thirty percent of the total cost of construction to enable the Three Affiliated Tribes to acquire an equity interest in the Project; and

BE IT FINALLY RESOLVED, that the Chairman is hereby authorized to take such further actions as are necessary to carry out the terms and intent of this resolution.




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 15th day of November, 2012, 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.

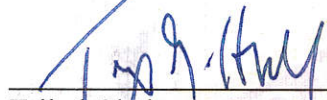
Chairman [] Voting. [] Not Voting.

Dated this 15th day of November, 2012.



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

ATTEST:



Tribal Chairman Tex G. Hall
Tribal Business Council
Three Affiliated Tribes