



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

***A Resolution entitled, "An Amendment and Supplement to Resolution No. 13-117-VJB."***

**WHEREAS**, The Mandan Hidatsa and Arikara Nation ("MHA Nation" or "Tribes") having accepted the Indian Reorganization Act of June 18, 1934 ("IRA"), and the authority under said Act and having adopted a Constitution and By-Laws pursuant to said Act; and

**WHEREAS**, The Constitution of the MHA Nation 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, Section 1 of the Constitution of the MHA Nation provides that the Tribal Business Council is the governing body of the Tribes; and

**WHEREAS**, Article VI, Section 5(1) of the Constitution of the MHA Nation provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council; and

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

**WHEREAS**, The Tribal Business Council approved Tribal Resolution No. 13-117-VJB which, among other things, authorized Missouri River Resources ("MRR") to submit an offer for the acquisition of the assets of Arrow Midstream Holdings, LLC; appropriated funds for the deposit that would accompany the offer; authorized the engagement of necessary partners in furtherance of the acquisition of the assets of Arrow Midstream Holdings; and

**WHEREAS**, The Tribal Business Council wishes to adhere to Tribal Resolution No. 13-117-VJB by authorizing and directing MRR to engage Stonepeak Infrastructure Partners ("Stonepeak") for the equity financing of the acquisition as long as the final terms of the





**Resolution No. 13-119-VJB**

agreement with Stonepeak remain substantially similar to the negotiated Term Sheet; and

**WHEREAS,** The Tribal Business Council seeks to clarify its offer for the assets of Arrow Midstream Holdings; and

**WHEREAS,** The Tribal Business Council seeks to reaffirm obligations within the February 14, 2013 Amendment and Support Letter; and

**NOW THEREFORE BE IT RESOLVED,** In furtherance of the above, the Tribal Business Council hereby approves the engagement with Stonepeak for the provision of equity financing of the acquisition of the assets of Arrow Midstream Holdings, in accordance with the negotiated Term Sheet; and

**NOW THEREFORE BE IT FURTHER RESOLVED,** the Tribal Business Council hereby authorizes and directs the MRR Board of Directors to engage Stonepeak for the provision of equity financing of the acquisition of the assets of Arrow Midstream Holdings, in accordance with the negotiated Term Sheet; and

**NOW THEREFORE BE IT FURTHER RESOLVED,** the Tribal Business Council hereby *amends the paragraph 7 of Resolution No. 13-117-VJB so that it reads as follows: "Period, as Authorizes MRR to continue the confirmatory due diligence and further negotiations that will occur in the Diligence and Negotiation working capital delivered at closing; and defined by the Amending Agreement and to execute and close upon a Purchase and Sale Agreement, provided that the final price does not exceed five hundred seventy five million dollars and 00/100 (\$575,000,000), exclusive of closing costs and loan origination fees and subject to adjustments based on capital expenditures made prior to the actual closing and*

**NOW THEREFORE BE IT FURTHER RESOLVED,** the Tribal Business Council reaffirms its intent to comply with the Cooperating Covenants contained within the Amendment No. 1 and Letter Agreement to the Amended and Restated Limited Liability Company Agreement of Arrow Pipeline, dated February 14, 2013 and executed by the Tribe, MHA Holdings, and Arrow Midstream Holdings, LLC; and

**BE IT FINALLY RESOLVED,** the Tribal Business Council hereby authorizes the Chairman, or in his absence the Vice-Chairman, to execute such documents and take such actions as are necessary to carry out the terms and intent of this Resolution.





**CERTIFICATION**

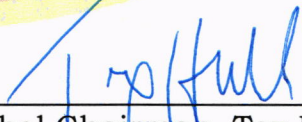
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Special Meeting thereof duly called, noticed, convened and held on the 6th day of August, 2013, that the foregoing Resolution was duly adopted at such meeting by a **Roll Call affirmative vote** of 4 Members; <sup>1</sup>North Segment Councilman Ken Hall, <sup>2</sup>East Segment Councilman Fred Fox, <sup>3</sup>South Segment Barry Benson, and <sup>4</sup>Northeast Segment Councilman Mervin Packineau; **3 Members opposed**, <sup>1</sup>Chairman Tex G. Hall, <sup>2</sup>Four Bears Segment Councilwoman V. Judy Brugh, and <sup>3</sup>West Segment Councilman J. Randy Phelan, and that said Resolution has not been rescinded or amended in any way.

Chairman  Voting. [ ] Not Voting.

Dated this 6th day of August, 2013.

**ATTEST:**

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

  
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Tribal Chairman, Tex Hall  
Tribal Business Council  
Three Affiliated Tribes