



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

A Resolution entitled, “Authorizing Missouri River Resources to Acquire the Assets of Arrow Midstream Holdings, LLC and Authorizing a Joint Venture with Aux Sable Midstream LLC”

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, The Tribal Business Council finds it in the best interest of the MHA Nation to authorize its wholly owned tribal energy company, Missouri River Resources, to pursue the acquisition of the assets of Arrow Midstream Holdings, LLC, including Arrow Pipeline, LLC, Arrow Field Services, LLC, and Arrow Water, LLC (herein collectively “Arrow Midstream Holdings”); and

WHEREAS, The Tribal Business Council finds it in the best interest of the MHA Nation to assign to Missouri River Resources (MRR) the responsibility to conduct due diligence, negotiations, and acquisition of Arrow Midstream Holdings, including sharing of MHA Holdings’ interest in any current agreements related to such responsibility; and

WHEREAS, The Tribal Business Council understands that MRR will seek to partner with Aux Sable Midstream, LLC (Aux Sable) to complete the due diligence and acquisition of Arrow Midstream Holdings’ assets, assist in the subsequent expansion and operation of the acquired assets, and to help provide access to larger markets for oil and gas produced on the Fort Berthold Reservation.

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council hereby authorizes MRR to take such actions as are necessary to undertake the due diligence, negotiations, and to pursue the acquisition of the assets of Arrow Midstream Holdings, in accordance with the terms of the Amendment No. 1 and Letter



Resolution No. 13- _098_ VJB

Agreement dated as of February 14, 2013, to that certain Amended and Restated Limited liability Company Agreement of Arrow Pipeline, LLC dated November 17, 2008.

BE IT FURTHER RESOLVED, the Tribal Business Council authorizes MRR to enter into negotiations with Aux Sable Midstream, LLC to form a Limited Liability Company (LLC), under which the costs and profits of the LLC will be shared equally by the parties, for the purpose of acquiring the assets of Arrow Midstream Holdings and to assist in the subsequent expansion and operation of said assets, and for other purposes as authorized by the MRR Board of Directors.

BE IT FURTHER RESOLVED, The MRR will bring back to the Tribal Council for further review, adoption and approval the final proposed terms and conditions of the acquisition of Arrow Midstream Holdings, LLC and the terms and conditions of the joint venture between MRR and Aux Sable Midstream.

BE IT FURTHER RESOLVED, MRR and MHA Holdings will cooperate on the review of the due diligence on the acquisition of Arrow Midstream Holdings.

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.

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CERTIFICATION

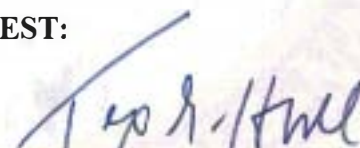
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 14 day of June, 2013, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 1 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 14 day of June, 2013.



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

ATTEST:


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