



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

A Resolution entitled, "Approval to Retain Ventech Global Construction, LLC as Primary Contractor for Engineering, Procurement, Manufacturing and Site Assistance for the MHA Nation Clean Fuels Refinery Project"

- 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 Nation has dedicated several years to the development of the MHA Nation Clean Fuels Refinery Project ("Project") near Makoti, North Dakota on tribal trust lands; and
- WHEREAS,** The Nation has commenced construction on the Project; and
- WHEREAS,** Thunder Butte Petroleum Services, Inc. ("TBPS") is currently negotiating terms of an Engineering, Procurement, Manufacturing and Site Assistance Agreement and all attached Exhibits thereto ("Agreement") with Ventech Global Construction, LLC ("Ventech") to provide the engineering, procurement, manufacturing and site assistance of a 20,000 barrel per stream day modular refinery; and



WHEREAS, The lump sum price for the Agreement is estimated to be \$172,421,568.00 with reimbursable costs for site assistance estimated at \$24,850,000.00 for Ventech Site Installation Assistance, Ventech Home Office Field Support, Spare Parts, Start Up Catalyst and Chemicals, OPS/DCS Training, Fire Proofing, Freight to Site and Ventech Start Up Assistance for a total price of \$197,271,568.00; and

WHEREAS, The Agreement will be paid out of the \$200,000,000.00 the Tribal Business Council approved for the Project for 2015 and 2016 and the remaining balance will be paid out of TBPS's annual budget for FY 2014 to cover the contingency; and

WHEREAS, The Tribal Business Council has determined that it is in the best interest of the Nation to conditionally approve the Agreement pending the successful negotiation of the Agreement pursuant to the terms and conditions contained therein with Ventech up to a total contract amount not to exceed \$207,135,146.40, which reflects the total price of \$197,271,568.00 with a 5% contingency of \$9,863,578.10.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby conditionally authorizes and approves the Agreement with Ventech to provide the engineering, procurement, manufacturing and site assistance of a 20,000 barrel per stream day modular refinery.

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the Chairman to negotiate and execute a final Agreement with Ventech as outlined herein up to a total contract amount not to exceed \$207,135,146.40.

BE IT FURTHER RESOLVED, the Tribal Chairman is hereby authorized to take such action as is necessary to carry out the terms and intent of this Resolution.

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CERTIFICATION

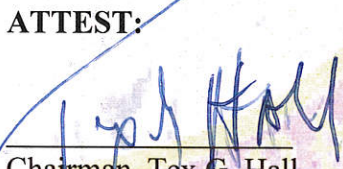
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 19th day of May, 2014, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 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 19th day of May, 2014.



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

ATTEST:


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