



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

A Resolution Entitled: “Approval of amendment to Master Services Agreement between Missouri River Resources and Baker Hughes to include a limited waiver of sovereign immunity”

WHEREAS, The Mandan Hidatsa and Arikara Nation (“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 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 Nation provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, The Constitution of the Three Affiliated Tribes 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 VI, Section 5 (i) and Article IX of the Constitution authorizes the Tribal Business Council to lease tribal lands and resources, including minerals; and

WHEREAS, The Tribal Business Council created Missouri River Resources (MRR) to participate in and profit from the oil and gas exploration on Reservation lands, and to ensure the MHA Nation receives the benefits of the natural resources that lay beneath its land; and

WHEREAS, MRR and Baker Hughes Oilfield Services/Baker Petrolite Corporation (“Baker Hughes”), approved TERO vendor #15-0284, executed a Master Services Agreement on November 1, 2013 (“Agreement”) for the provision of services and products related to the drilling and exploration on certain leaseholds held by MRR.

WHEREAS, MRR and Baker Hughes seek an amendment to the Agreement to include a limited waiver sovereign immunity.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council authorizes MRR and Baker Hughes to amend the Agreement to include a limited waiver of sovereign immunity, and it approves the following language for the authorized amendment:



Amendment for Limited Waiver of Sovereign Immunity. Nothing in this Limited Waiver of Sovereign Immunity shall be deemed to be a waiver of the Tribe's sovereign immunity, except to the extent that the Tribe hereby authorizes a limited waiver of any sovereign immunity Missouri River Resources may possess, in any court of competent and applicable jurisdiction for the sole and exclusive purpose of enforcement of an arbitration award rendered pursuant to Section 18 of the November 1, 2013 Master Service Agreement in effect between Missouri River Resources and Baker Hughes Oilfield Operations, Inc. and Baker Petrolite Corporation, as may be amended from time to time and for no other purpose.

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 page to follow)




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 5th day of December, 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.

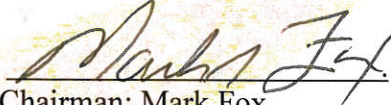
Chairman Voting. Not Voting.

Dated this 5th day of December, 2014.

ATTEST:



Executive Secretary: Ken Hall
Tribal Business Council
Three Affiliated Tribes



Chairman: Mark Fox
Tribal Business Council
Three Affiliated Tribes