



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

A Resolution Entitled: “Approval for Thunder Butte Petroleum Services, Inc., to Advance Negotiations with Ventech Engineers International LLC to Develop an Organizational Structure for the MHA Nation Clean Fuels Refinery Project”

- WHEREAS,** The Mandan Hidatsa and Arikara Nation (the “MHA Nation” or “Nation”), having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act having adopted a Constitution and By-laws under 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 Nation 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 Nation; 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 procedures of the Tribal Business Council; and
- WHEREAS,** The MHA Nation has dedicated several years to the development of the MHA Nation Clean Fuels Refinery Project (the “Project”); and
- WHEREAS,** The Tribal Business Council approved the Articles of Incorporation of Thunder Butte Petroleum Services, Inc. (“Thunder Butte”) pursuant to the Tribal Business Corporation Act, thereby validly establishing Thunder Butte on November 28, 2011, through Tribal Business Council Resolution 11-127, for the purpose of creating the legal entity to operate the Project; and
- WHEREAS,** Thunder Butte has taken direction from the Tribal Business Council to establish a thorough and viable structure for the development, financing, and operation of the Project; and
- WHEREAS,** Thunder Butte has allocated significant time and resources examining the feasibility of various organizational structures for the Project; and



- WHEREAS,** Thunder Butte has been negotiating terms of an Engineering, Procurement, Manufacturing and Site Assistance Agreement with Ventech Engineers International LLC (“Ventech”) to provide the engineering, procurement, manufacturing and site assistance of a 20,000 barrel per day modular refinery; and
- WHEREAS,** Ventech is a global leader in the design and construction of new modular refineries and has both significant experience and a proven track record of developing refineries that will benefit Thunder Butte and the MHA Nation; and
- WHEREAS,** Ventech has proposed to Thunder Butte an organizational structure for the Project that addresses financing, organization, and operations in a feasible manner; and
- WHEREAS,** Ventech is willing to become an equity partner with Thunder Butte and jointly develop and construct the Project; and
- WHEREAS,** Further negotiation is necessary for Thunder Butte and Ventech to advance and refine details to develop a structure with mutually agreeable terms; and
- WHEREAS,** The Tribal Business Council finds it in the best interest of the MHA Nation for Thunder Butte to continue negotiating with Ventech to delineate and refine an organizational structure for the Project that includes mutually agreeable terms.
- NOW THEREFORE BE IT RESOLVED,** the Business Council hereby authorizes and approves Thunder Butte to continue negotiations with Ventech to develop a mutually acceptable and thorough organizational structure for the Project that includes the necessary terms, conditions, and other details to finalize a draft proposal.
- BE IT FURTHER RESOLVED,** that the final product of such negotiations, if any, shall be presented to the Tribal Business Council.
- 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

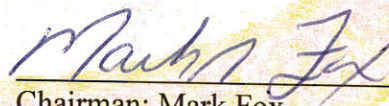
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 11th day of February, 2015, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman Voting. Not Voting.

Dated this 11th day of February, 2015.

ATTEST:


Executive Secretary: L. Ken Hall
Tribal Business Council
Three Affiliated Tribes


Chairman: Mark Fox
Tribal Business Council
Three Affiliated Tribes