



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

A Resolution entitled, "Approval of Special Legal Counsel Contract to Retain Holland & Knight LLP to Provide Oil & Gas Regulatory Legal Services."

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-Laws pursuant to said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribe 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 of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Article VI, Section 3(a) of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council the power to employ legal counsel; and

WHEREAS, The Tribal Business Council desires to engage legal counsel to provide the Nation oil and gas regulatory legal services to address the on-going oil and gas development activities on the Fort Berthold Indian Reservation; and

WHEREAS, On October 13, 2015, at a duly held meeting of the Natural Resources Committee, the MHA Nation Energy Division recommended for approval the Special Counsel Contract with Holland & Knight LLP for oil and gas regulatory legal services and other matters as assigned; and

WHEREAS, The Natural Resources Committee (NRC) has reviewed the terms of a Special Counsel Contract under which the law firm of Holland & Knight LLP will assist the Tribal Business Council and the MHA Energy Division by providing the legal services necessary to complete the activities reference above, and the NRC voted to move the Special Counsel Contract with Holland & Knight LLP to the full Tribal Business Council for consideration and approval.

NOW THEREFORE BE IT RESOLVED, by the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation hereby authorizes and approves the Tribe to engage the legal services of Holland & Knight LLP for a term of one fiscal year, beginning on October 1, 2015 through September 30, 2016, and at the rate of \$250.00 per hour for Partners and Senior Attorneys; and \$200.00 per hour for Associates; and a rate of \$100.00 per hour for law clerks and paralegals with an annual budget not to exceed \$250,000 for all legal fees and expenses; and



BE IT FURTHER RESOLVED, that the Tribal Business Council approves the terms of the Special Legal Counsel Contract with Holland & Knight LLP; and

BE IT FINALLY RESOLVED, that the Tribal Business Council hereby authorizes the Tribal Chairman to execute the Special Legal Counsel Contract.

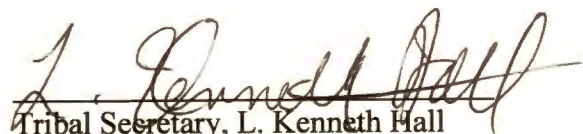
CERTIFICATION


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 12th day of November, 2015, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 1 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 12th day of November, 2015.

ATTEST:


Tribal Secretary, L. Kenneth Hall
Tribal Business Council


Tribal Chairman, Mark N. Fox
Tribal Business Council