



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

Resolution Entitled: “Approval of Professional Services Agreement – Tallsalt Advisors, LLC”

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

WHEREAS, The Constitution and By-laws of the Three Affiliated Tribes was adopted by membership of the Tribes on May 15th, 1936 pursuant to the Indian Reorganization Act of 1934 and duly approved by the Secretary of Interior; 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, 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, Tallsalt Advisors LLC (“Tallsalt”), and Arizona Limited Liability Company, is a company experienced in the energy industry with experience in corporate finance, corporate mergers and acquisitions, business valuations, accounting of royalties and lease analysis; and

WHEREAS, The Tribal Energy Department has used Tallsalt previously to perform historical accounting services and wishes to continue utilizing Tallsalt’s services.

NOW THEREFORE BE IT RESOLVED, that the Three Affiliated Tribes Tribal Business Council does hereby approve the Professional Services Agreement for Tallsalt Advisors LLC to provide financial advisory services; and

NOW BE IT FURTHER RESOLVED, Tallsalt shall be entitled to the following compensation under the Professional Services Agreement (attached) for services provided:

Professional Fees will be billed on an hourly basis subject to a maximum of \$15,000 per month.

Project & Travel Expenses will be reimbursed at cost.

The term of such agreement shall commence on October 1, 2015 and terminate on September 30, 2016.

NOW BE IT FINALLY RESOLVED, The Tribal Chairman is authorized to execute all documents with regard to the Professional Services Agreement with Tallsalt Advisors LLC.

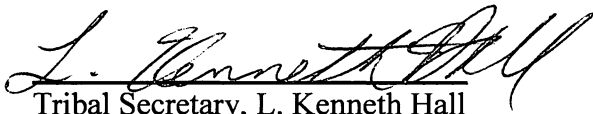
CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Forth Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 19th day of January, 2016 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.

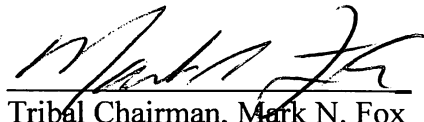
Chairman Voting. Not voting.

Dated this 19th day of January, 2016.

ATTEST:



Tribal Secretary, L. Kenneth Hall
Tribal Business Council
Three Affiliated Tribes



Tribal Chairman, Mark N. Fox
Tribal Business Council
Three Affiliated Tribes