



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

A Resolution Entitled, “Approval to Retain Black and Veatch for Additional Support in Evaluation of Gas Processing Related Infrastructure 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”) has received a proposal from Black and Veatch for additional support in the evaluation of gas processing related infrastructure intended to capitalize on the Bakken and Three Forks shale gas located on the Fort Berthold Indian Reservation; and

WHEREAS, The MHA Nation would like to explore the possibility of building a power generation plant that would utilize all of the natural gas (C1 and C2) produced from the gas processing plant; and



WHEREAS, As part of the Power General Economic Analysis, Black and Veatch will provide the MHA Nation with a Power General Economic Analysis Report, Energy Market Perspective and ProForma to weigh the use for natural gas against the economics of selling the natural gas into the market via pipeline; and

WHEREAS, As part of the Gas Processing Economic Analysis, Black and Veatch will provide the MHA Nation with a Gas Processing Economic Analysis Report and Pro Forma to examine the economic prospects, possible barriers to market entry, and impacts of key assumptions for ethane recovery from the gas processing plant and Power Generation Plant; and

WHEREAS, Black and Veatch will also provide a reassessment of the AACE Level 5 Cost Estimate for the required infrastructure in their initial study dated May 22, 2014, to include items that were previously excluded from the price; and

WHEREAS, The lump sum price for the Proposal is estimated to be \$130,000.00 with a target duration of six weeks as further outlined in the attached Proposal; and

WHEREAS, The Tribal Business Council has determined that the proposal submitted by Black and Veatch is necessary to complete the studies authorized for the gas plant and that these studies are in the best interest of the MHA Nation.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby conditionally authorizes and approves the Proposal with Black and Veatch, attached hereto, to provide the Power General Economic Analysis, Gas Processing Economic Analysis and the reassessment of the AACE Level 5 Cost Estimate for the required infrastructure in their initial study dated May 22, 2014, to include items that were previously excluded from the price for the Project.

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the Thunder Butte Petroleum Services LLC and its CEO to negotiate and execute a final Agreement with Black and Veatch as outlined herein up to a total contract amount not to exceed \$130,000.00.

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.




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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 26th day of August, 2014, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 3 members, 2 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

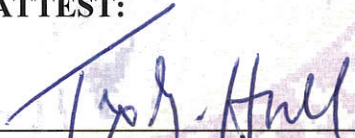
Chairman [] Voting. [] Not Voting.

Dated this 26th day of August, 2014.



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

ATTEST:



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