



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

A Resolution Entitled: "Approval of Joint Venture with Sakakawea Water Company, LLC to develop an Industrial and Agricultural Water Supply Service on the Fort Berthold Reservation"

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act;

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 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 Fort Berthold Indian Reservation of the Three Affiliated Tribes comprises approximately one million (1,000,000,) acres and had within it potentially significant oil and gas resources worth many hundreds of millions of dollars, as it lies within the generally accepted geologic formation known as the Williston Basin, a proven oil field members; and

WHEREAS, The Three Affiliated Tribes, exercising its rights as an Indian Nation, is actively seeking to develop its resources for the economic benefit of all of its members, which will provide both increased revenue to individual members and increased employment for Tribal members; and

WHEREAS, The Three Affiliated Tribes has been approached by Sakakawea Water Company, LLC to enter a joint venture agreement to develop an Industrial and Agricultural Water Supply Service to meet the demands of the growing Oil & Gas Industry and to supply Agricultural water for crop spraying and livestock; and

WHEREAS, Sakakawea Water Supply LLC, in its joint venture with the Tribe has proposed building two intake and supply facilities in the Mandaree and New Town areas to gather and treat surface water for such Industrial and Agricultural uses; and



WHEREAS, Sakakawea Water Supply LLC has presented terms and project timelines for said projects and requests approval for a joint venture to be negotiated and finalized consisted with the terms presented on the attached term sheets; and

NOW, THEREFORE, BE IT RESOLVED, That the Tribal Business Council hereby approves of entering into Joint Venture agreement with Sakakawea Water Supply LLC to develop two water intake and supply facilities to provided Industrial water for use in Oil & Gas Exploration and Production activities and to provide agricultural water for use in crop spraying and livestock watering; and

BE IT FURTHER RESOLVED, The Tribal Council hereby directs the Legal Department to negotiate and finalize a Joint Venture Agreement that is consistent with the terms and conditions provided in the terms sheets (attached) , all current tribal policies and resolutions governing Oil & Gas on the Fort Berthold Reservation including but not limited to TERO and taxation, and all applicable federal and tribal laws; and

BE IT FINALLY RESOLVED, The Tribal Business Council hereby authorizes that the Chairman to sign the final Joint Venture agreement provided no substantive change to the terms provided in the term sheets (attached) shall be included and if any such substantive changes are required, the Joint Venture shall require final formal approval of the Tribal Business Council.

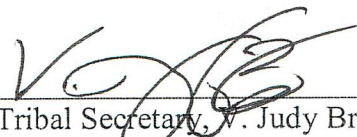


CERTIFICATION

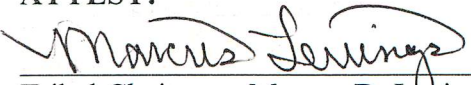
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 23rd day of March 2010; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 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 23rd day of March 2010



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

ATTEST:


Tribal Chairman, Marcus D. Levings
Tribal Business Council
Three Affiliated Tribes