



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

**A Resolution Entitled, “*Amending Missouri River Resources’ Charter and By Laws
Regarding Oversight and Management of Chief Executive Officer*”**

WHEREAS, The Mandan Hidatsa and Arikara Nation (MHA Nation), also known as the Three Affiliated Tribes, having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws (the Constitution) under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the MHA Nation; and

WHEREAS, The Constitution 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 MHA Nation and of the enrolled members thereof; and

WHEREAS, Pursuant to Resolution No. 11-019-VJB the Tribal Business Council approved formation of a wholly owned tribal corporate entity known today as Missouri River Resources (MRR) for developing oil and gas resources within the Fort Berthold Indian Reservation; and

WHEREAS, Under Resolution No. 11-019-VJB the Tribal Business Council further authorized appointing a seven-member Board of Directors, which was to include a Chief Executive Officer (CEO), who was appointed pursuant to that same resolution; and

WHEREAS, Resolution No. 11-019-VJB further directed MRR to develop corporate organizational documents necessary to operate the corporation that were to be authorized and approved by the Tribal Business Council; and

WHEREAS, Pursuant to Resolution No. 11-089-VJB the Tribal Business Council appointed six individuals to serve on MRR’s Board of Directors; and

WHEREAS, The Bylaws of MRR broadly authorize the Board of Directors to exercise all corporate powers and manage all business affairs of MRR, fill offices and appoint officers, including the office of the CEO, fill vacancies, delegate to officers, including to the CEO, authorities necessary to carry-out the day-to-day operations of the business, and fix salaries; and

WHEREAS, MRR’s Bylaws generally authorize the Board of Directors to remove any officer or agent with or without cause except the CEO, which must be removed by the Tribal Business Council; and



WHEREAS, The Tribal Business Council finds it is in the best interest of the MRR to amend Resolution No. 11-019-VJB, the Bylaws and any other corporate organizational documents to restructure the Board of Directors and to clarify the Board's authority to manage and direct the affairs of MRR.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council hereby amends Resolution Nos. 11-019-VJB and 11-089-VJB and directs the amendment of MRR's corporate organizational documents to provide for MRR's Board of Directors to be comprised of five members, four of whom must be tribal members and one of whom must be an industry expert, and which does not include the CEO.

BE IT FURTHER RESOLVED, The Tribal Business Council directs the amendment MRR's Bylaws and any other corporate organizational documents to clearly authorize the Board of Directors to appoint and remove the CEO, officers, agents, and employees, with or without cause.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby clarifies the Board of Directors' existing authority to exercise such corporate powers and management control over MRR, including control and management of its officers, agents, and employees pursuant to MRR's corporate organizational documents and tribal resolutions.

BE IT FINALLY RESOLVED, The Chairman of the Tribal Business Council is authorized to execute such documents and take such further actions as are necessary to carry out the terms and intent of this Resolution.

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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, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 13th day of July , 2023, 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 [X] Voting. [] Not Voting.

Dated this 13th day of July, 2023.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council
Three Affiliated Tribes



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