



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

A Resolution Entitled, “Authorizing Negotiation and Execution of Memorandum of Understanding With MPC Investment, LLC and TC Energy Development Holdings Inc .”

- 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,** Article IX, Sections 1 and 3 of the Constitution, provides that the Tribal Business Council has the authority to manage and lease or otherwise deal with tribal lands and resources; and
- WHEREAS,** The United States Department of Energy has selected the Heartland Hydrogen Hub for up to 925 million dollars in grant funding; and
- WHEREAS,** MPC Investment, LLC (MPC) and TC Energy Development Holdings Inc. (TC) will own and operate a hydrogen production facility in Stark County as part of the Heartland Hydrogen Hub project; and
- WHEREAS,** MPC has approached the MHA Nation about creating a joint venture that would allow the MHA Nation to obtain a 10% interest in the Stark County hydrogen production facility; and
- WHEREAS,** To continue discussions and negotiations regarding the joint venture, MPC has requested a Memorandum of Understanding (MOU) between the Tribe, MPC, and TC; and
- WHEREAS,** The Tribal Business Council finds that this project could provide economic benefits to the MHA Nation and its members.



NOW THEREFORE BE IT RESOLVED, That the Tribal Business Council authorizes the Chairman to negotiate and execute, subject to legal review, an MOU that incorporates the following minimum terms:

- 1) Provide for the negotiation and execution of a definitive joint development agreement to be approved by Tribal Business Council,
- 2) Require MPC and TC to offer the MHA Nation the right to make an eight percent (8%) prorated capital cash investment into the hydrogen production facility after MPC and TC have made their required capital contribution,
- 3) After completion of construction of the hydrogen production facility, MPC and TC will offer and contribute to the capital account of the MHA Nation an additional two percent (2 %) equity in the LLC,
- 4) Provide for an Engineering Study by MPC to asses to feasibility of bringing natural gas from the Fort Berthold Reservation to the Stark County Hydrogen production facility, and
- 5) Pending DOE concurrence, provide for annual contributions support the MHA Nation with an annual average of two million dollars (\$2,000,000) through a community benefits plan.

[Remainder of Page Left Blank, Certification Follows]



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 10th day of January, 2024, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

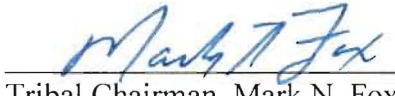
Chairman [] Voting. [X] Not Voting.

Dated this 10th day of January, 2024.

ATTEST:



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



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