

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC

*Minutes
Meeting of the Members
April 10, 2014*

A meeting of the Members of Spiritwood Energy Park Association, LLC, a North Dakota limited liability company was held at the offices of Jamestown/Stutsman Development Corporation on April 10, 2014, pursuant to notice duly provided to all Members.

Gary Riffe called the meeting to order at 8:30 a.m. (CST).

In attendance at the meeting were Gary Riffe and Chris Rathjen, Authorized Member Representatives of Jamestown/Stutsman Development Corporation; Al Christianson and Greg Ridderbusch, Authorized Member Representative of Great River Energy; Sandra Broekema, Business Development, SEPA; Rich Garman, Senior Project Manager, SEPA; Connie Ova, Business Manager, SEPA; Joseph Larson, Esq., DeAnn Brunner, JSDC Business Development and Guests: James Landenberger, Austin VonZomeren and Kevin Martin, Bartlett & West, Keith Norman, Jamestown Sun, Bob Toso, JSDC Board of Directors Vice President.

Joe Larson reviewed Resolution 2014-3: Approval of the Amendment to the Site Lease and Extension of Construction Period.

Al Christianson moved to approve Resolution 2014-3, motion was seconded by Chris Rathjen and motion passes unanimously.

Joe Larson reviewed the instructions of bid evaluations. Joe Larson handed out bid evaluation sheets to the SEPA board members. The board members rated each bidder.

The following total points were received for each bidder: DMVW 352, Gratech 268, and Railworks 316.

Greg Ridderbusch moved to award the bid to DMVW for the SEPA rail loop project because DMVW is the highest rated bidder for the contract to build the loop at SEPA. Chris seconded the motion. Discussion ensued: It was stated price was a significant determinate to the bid rating systems. Roll call: Gary Riffe, aye, Chris Rathjen, aye, Greg Ridderbusch aye, Al Christianson aye. Motion passes unanimously.

Resolution 2014-4: Review Bids and Award the Bid for Construction of an Industrial Rail Loop at the Spiritwood Energy Park, Spiritwood, North Dakota.

Spiritwood Energy Park

ASSOCIATION

PO Box 2092

Jamestown, ND 58402-2092

Al Christianson moved to approve Resolution 2014-4, Chris Rathjen seconded the motion. Roll Call: Al Christianson aye, Greg Ridderbusch, aye Chris Rathjen aye, Gary Riffe, aye, motion passes unanimously

Recessed at 9:15 a.m.

Reconvened at 9:24 a.m.

Joe Larson clarified that Resolution 2014-3, approved earlier in the meeting, had two parts and that the second part to amend the construction date to extend the completion date to Dec 31 2015 for construction was not fully discussed in the original reading.

Al Christianson moved to amend resolution 2014-3 to extend the completion date of construction to December 31 2015, seconded by Chris, motion passes unanimously.

Sandra Broekema reviewed the budget for SEPA. Connie reviewed general liability insurance policy for SEPA.

Greg Ridderbusch made a motion that SEPA staff is hereby authorized to execute the loan agreements and financing instruments at their pre-approved amounts, and is authorized to draw funds, as needed, up to \$7.5 million. If additional draws in excess of the approved budget are required, yet still within the pre-approved loan limits, SEPA staff will require a new authorization from the SEPA Member Board. Chris Rathjen seconded the motion. Roll call: Gary Riffe, aye, Chris Rathjen, aye, Greg Ridderbusch, aye, Al Christianson, aye, motion passes unanimously.

Sandra presented the proposal from Bartlett and West for rail & wetland construction staking. A new specific authorization under the current professional services agreement will be entered into.

Greg expressed his appreciation for all the work Joe Larson, Connie Ova, Sandra Broekema and Rich Garman did with the SEPA rail project. Gray Riffe requested the comments be reflected in the minutes. Chris moved to adjourn, Greg seconded. Meeting adjourns at 9:52 a.m.

Respectfully submitted by,
DeAnn Brunner: JSDC Business Development Coordinator

Attachments
Resolution 2014-3
Resolution 2014-4
Resolution 2014-5

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC
RESOLUTION 2014-3

TO

APPROVE THE AMENDMENT TO THE SITE LEASE AND
EXTEND THE CONSTRUCTION PERIOD

Approval of Amendment to Site Lease and Extension of Construction Period

WHEREAS, the company previously adopted Declarations, Conditions and Restrictions (the "Declarations") of Spiritwood Industrial Park pursuant to Resolution VI of the written action of the members dated July 22, 2013; and

WHEREAS, the company previously entered into a Site Lease with Dakota Spirit AgEnergy, LLC, a North Dakota limited liability company ("DSA"), as authorized pursuant to Resolution VII of the written action of the members dated July 22, 2013 (the "Site Lease"); and

WHEREAS, DSA has requested that the company extend the deadline for DSA's completion of construction of certain improvements contemplated by the Site Lease through and including December 31, 2015 and amend the Site Lease to provide for the establishment of an exclusive grading, drainage and ponding easement within the Industrial Park for the benefit of the DSA Site (the "First Amendment").

NOW THEREFORE, BE IT:

RESOLVED, that the members deem it to be in the best interest of the company to grant DSA's request for an extension of the Construction Period to December 31, 2015;

FURTHER RESOLVED, that the members deem it to be in the best interest of the company to establish the grading, drainage and ponding easement which will enhance the ability of SEPA to expand the Industry Track to benefit the needs of other potential future occupants.

FURTHER RESOLVED, that the President, or any Vice President or Treasurer, together with the Secretary of this company (herein an "Authorized Manager Group") be, and they hereby are, authorized to negotiate, execute, deliver and, as applicable, perform any obligations of the company with respect to: (i) a written notice of extension of the Construction Period (as defined in the Declarations) and (ii) the First Amendment, in each instance, on the material terms of the same described to the members, with such modifications and on such other terms and conditions as any Authorized Manager Group determines to be appropriate, in the sole discretion of such group, such approval to be conclusively evidenced by such Authorized Manager Group's execution and delivery of the written notice of extension or the First Amendment;

FURTHER RESOLVED, that any and all actions taken by the company, or its authorized agents, which is authorized and approved as part of the foregoing resolutions taken prior to the date of these resolutions, is hereby ratified and confirmed as the duly authorized acts of the company.

CERTIFICATE OF SECRETARY

I, Chris Rathjen, do hereby certify that: I am Secretary of Spiritwood Energy Park Association, LLC (hereinafter "SEPA"); the above is a true and correct copy of a resolution duly adopted by the members of SEPA at the regular meeting of members held April 10, 2014 and entered into the minute book of SEPA; the meeting was duly and regularly held in accordance with the Bylaws of SEPA and the resolution has not been rescinded or modified.

IN WITNESS WHEREOF, I have set my hand as Secretary of this limited liability company this 10th day of April, 2014.

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC


Chris Rathjen, Secretary

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC

RESOLUTION 2014-4

TO

REVIEW BIDS AND AWARD THE BID FOR THE CONSTRUCTION OF AN INDUSTRIAL RAIL LOOP AT THE SPIRITWOOD ENERGY PARK, SPIRITWOOD, NORTH DAKOTA

WHEREAS, Spiritwood Energy Park Association, LLC [SEPA], is building a public improvement in its construction of an industrial rail loop at the Spiritwood Energy Park, Spiritwood, North Dakota [Project].

WHEREAS, SEPA advertised for and received public bids for the construction of the Project.

WHEREAS, SEPA conducted a bid opening on April 4, 2014, for construction of the Project.

WHEREAS, Dakota Missouri Valley and Western Railroad, Inc., Gratech Company, Ltd., and Railworks Track Systems, Inc., submitted timely bids for this Project [inclusively called the bidders].

WHEREAS, Dakota Missouri Valley and Western Railroad, Inc., submitted a base bid of \$6,396,350.96, a bid of \$198,494.73 on the first alternate and a bid of \$198,525.10 on the second alternate.

WHEREAS, Gratech Company, Ltd., submitted a base bid of \$8,247,108.75, a bid of \$182,102.62 on the first alternate and a bid of \$184,525.10 on the second alternate.

WHEREAS, Railworks Track Systems, Inc., submitted a base bid of \$6,937,127.75, a bid of \$165,474.50 on the first alternate and a bid of \$198,248.70 on the second alternate.

WHEREAS, SEPA hired Bartlett & West, Inc., 3456 E. Century Ave., Bismarck, ND 58503, to conduct an independent review of the bidders' bids, determine if the advertised bidding requirements were met, assess the detail and adequacy of the scope of their bids, examine their past work performance and safety history and check their references.

WHEREAS, Barlett & West reported to SEPA that all the bids of the bidders met the advertised bidding requirements and that all of the bidders submitted qualifying bids.

WHEREAS, Barlett & West reported to SEPA the result of their analysis of the price, detail and adequacy of the scope of the bids and their investigation of past work performance, safety history and references.

WHEREAS, Dakota Missouri Valley and Western Railroad, Inc., Gratech Company, Ltd., and Railworks Track Systems, Inc., submitted qualified bids.

WHEREAS, SEPA's designated Member representatives independently reviewed the bids of each of the bidders and rated each bid on the basis of price, detail and adequacy of scope, past work performance, safety record and references.

WHEREAS, the collective ratings of SEPA's designated Member representatives established that Dakota Missouri Valley and Western Railroad, Inc., is the lowest responsible bidder for the Project.

WHEREAS, by motion duly made and unanimously passed, SEPA awarded the bid for the construction of the Project to Dakota Missouri Valley and Western Railroad, Inc., as the lowest responsible bidder.

NOW THEREFORE, it is hereby:

RESOLVED, that Dakota Missouri Valley and Western Railroad, Inc., is the lowest responsible bidder based on SEPA's evaluation of the qualified bids.

RESOLVED, that SEPA awards the bid for the construction of the Project to Dakota Missouri Valley and Western Railroad, Inc., based on their bid proposal.

RESOLVED, that the SEPA President and Secretary-Treasurer together are authorized on SEPA's behalf to execute contracts as necessary with Dakota Missouri Valley and Western Railroad, Inc., for the construction and completion of this Project.

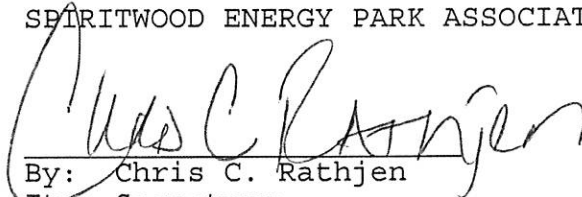
RESOLVED, that SEPA management and staff are authorized to execute such additional documents and take such additional actions as are necessary or proper to give effect to this resolution.

CERTIFICATE OF SECRETARY

I, Chris C. Rathjen, do hereby certify that I am the Secretary of Spiritwood Energy Park Association, LLC [SEPA]. The above is a true and correct copy of the resolution duly and unanimously adopted by the Members of SEPA at a regular meeting of Members held Thursday, April 10, 2014, at 10:00 a.m. at 120 2nd St. SE, Jamestown, North Dakota 58401 and entered into the minute book of SEPA. The meeting was duly and regularly held in accordance with SEPA'S Limited Liability Company Agreement and this resolution has not been rescinded or modified.

IN WITNESS WHEREOF, I have set my hand as Secretary of this limited liability company this 10th day of April, 2014.

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC



By: Chris C. Rathjen
Its: Secretary

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC

RESOLUTION NO. 2014 - 5

**APPROVAL TO ENTER LOAN AGREEMENTS WITH
NDDOT, USDA REDLG AND FIRST COMMUNITY CREDIT UNION
FOR SEPA RAIL CONSTRUCTION PROJECT**

WHEREAS, SEPA has been approved for and received North Dakota Department of Transportation (NDDOT) Contract No. 17131136 dated July 17, 2013, a loan in an amount up to \$5,250,000 (Five million, two hundred and fifty thousand dollars) for the Spiritwood Loop Rail-Track – Freight Rail Improvement Project (FRIP), and

WHEREAS, SEPA has been approved for and received USDA Rural Economic Development Loan Agreement (REDLG) through Northern Plains Electric Cooperative dated October 25, 2012, for a loan in an amount up to \$740,000 (Seven hundred and forty thousand dollars) for the Spiritwood Loop Rail-Track, and

WHEREAS, SEPA has been approved for and received a term sheet for the rail loop financing through First Community Credit Union dated July 18, 2013, for a loan in an amount up to \$1,900,000 (One million, nine hundred thousand dollars) for the Spiritwood Loop Rail-Track permanent financing, and

NOW, THEREFORE, BE IT RESOLVED, that SEPA, LLC is authorized to borrow money from the NDDOT, Northern Plains Electric Cooperative and First Community Credit Union in amounts not to exceed the foregoing on terms and conditions materially consistent with those set forth in the aforementioned documents provided to the members for review and approval; and

BE IT FURTHER RESOLVED, that the SEPA management staff is authorized to execute these formal loan agreements on behalf of SEPA, and make draws up to the \$7.5 million approved budget. SEPA staff will require additional authorization from the SEPA Member Board, should additional draws over budget, yet within pre-approved limits become necessary to complete the Project; and

BE IT FURTHER RESOLVED, that the President and the Treasurer-Secretary together are authorized in conjunction with such loans to mortgage, grant security interest or pledge to one or more of such lenders an interest in SEPA's property as required by the provisions of such respective loan agreements; and

BE IT FURTHER RESOLVED, that the members of SEPA hereby authorize and direct the SEPA management staff to take such additional actions as are necessary or proper to give effect to the foregoing resolutions; and

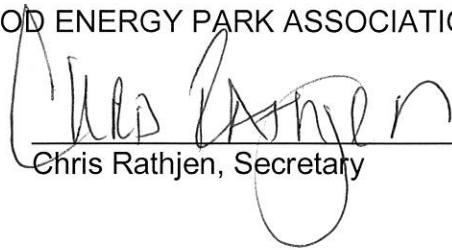
BE IT FURTHER RESOLVED, that any and all actions taken by the SEPA management which is authorized and approved as part of the foregoing resolutions taken prior to the date of these resolutions is hereby ratified and confirmed as the duly authorized acts of SEPA.

CERTIFICATE OF SECRETARY

I, Chris Rathjen, do hereby certify that: I am Secretary of Spiritwood Energy Park Association, LLC (hereinafter "SEPA"); the above is a true and correct copy of a resolution duly adopted by the members of SEPA at the regular meeting of members held April 10, 2014 and entered into the minute book of SEPA; the meeting was duly and regularly held in accordance with the Bylaws of SEPA and the resolution has not been rescinded or modified.

IN WITNESS WHEREOF, I have set my hand as Secretary of this limited liability company this 10th day of April, 2014.

SPIRITWOOD ENERGY PARK ASSOCIATION, LLC



Chris Rathjen, Secretary