

RESOLUTION NO. 48-09

COUNCIL OF THE CHEROKEE NATION

**A RESOLUTION CONFIRMING THE NOMINATION OF DAVID BALLEW
AS A MEMBER OF THE BOARD OF DIRECTORS OF CHEROKEE NATION RED
WING, LLC**

WHEREAS, the Cherokee Nation since time immemorial has exercised the sovereign rights of self-government in behalf of the Cherokee people;

WHEREAS, the Cherokee Nation is a federally recognized Indian Nation with a historic and continual government to government relationship with the United States of America;

WHEREAS, Cherokee Nation Red Wing, LLC is a Limited Liability Company created and authorized under the Cherokee Nation Limited Liability Company Act;

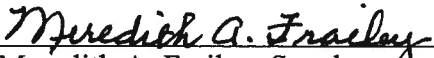
WHEREAS, the Principal Chief, as representative of the Cherokee Nation, is authorized to select the members of the Board of Directors subject to a majority vote of the Council of the Cherokee Nation;

WHEREAS, David Ballew is duly qualified and should be appointed as a member of the Board of Directors of Cherokee Nation Red Wing, LLC, and its successors, for a term that expires September 30, 2011, and pursuant to the attached Memorandum of Action of the Principal Chief of the Cherokee Nation.


BE IT RESOLVED BY THE CHEROKEE NATION, that the Tribal Council hereby confirms the nomination of David Ballew as a member of the Board of Directors of Cherokee Nation Red Wing, LLC, and its successors, for a term that expires September 30, 2011.

CERTIFICATION

The foregoing resolution was adopted by the Council of the Cherokee Nation at a duly called meeting on the 13th day of April, 2009, having 17 members present, constituting a quorum, by the vote of 17 yea; 0 nay; 0 abstaining.


Meredith A. Frailey, Speaker
Council of the Cherokee Nation

ATTEST:

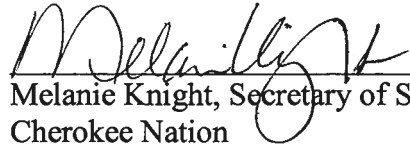

Don Garvin, Secretary
Council of the Cherokee Nation

Approved and signed by the Principal Chief this 14 day of April, 2009



Chadwick Smith, Principal Chief
Cherokee Nation

ATTEST:



Melanie Knight, Secretary of State
Cherokee Nation

**MEMORANDUM OF ACTION
OF THE PRINCIPAL CHIEF OF
THE CHEROKEE NATION**

THE PRINCIPAL CHIEF OF THE CHEROKEE NATION pursuant to the Cherokee Nation Legislative Act 30-04, does hereby consent to and adopt the following resolutions and declare that the same shall be and constitute the actions of the Principal Chief, as representative of the Cherokee Nation:

Appointment of Director

“Resolved, That the Principal Chief of the Cherokee Nation hereby appoints **David Ballew** as a member of the Board of Directors of **Cherokee Nation Red Wing, LLC**, and its successors, for a term that expires **September 30, 2011**, subject to confirmation by the Council of the Cherokee Nation.”

DATED this 14 day of APR, 2009.



Chadwick Smith, Principal Chief
Representative of the Cherokee Nation

DAVID BALLEW CPA
3811 S 177TH E Ave.
Tulsa OK, 74134
(918) 591-5133 wk
(918) 355-1610 h
(918) 740-5996 c

PROFESSIONAL EXPERIENCE

ONEOK Tulsa, Oklahoma **8/05-present**

Director of Accounting ONEOK Partners LLC **3/07-present**
Role is a full suite Divisional Controller for \$ 1.5 Billion in sales and \$250 MM operating income. The role includes all 10Q, 10K, Budgeting & Forecasting, General Ledger, Plant Settlement, Accounts Receivable, SOX compliance, staffing and development. Substantial business analysis is also included in the form of volume, price, expense, plant, and contract analysis.

Manager Derivatives Accounting/Finance ONEOK Energy Services **8/05-3/07**
A role that was created by the President of ONEOK and includes the oversight, of all ONEOK's physical and financial hedging and derivatives activity as well as a staging role for the replacement of the Vice President of Finance for ONEOK Energy Services. Role includes the creation of processes and staffing to coordinate the above activity across all of ONEOK where it is currently limited to only ONEOK Energy Services. All of the Sarbanes Oxley related activities for ONEOK Energy Services are also coordinated through this role. The role is also responsible for all FAS related research for ONEOK Energy Services.

CITGO Petroleum Corporation **12/87-7/05**

Director Tulsa Accounting/Finance **02/05-7/05**
The job included all Accounts Payable, Payroll, Pipeline (FERC), and Benefits Accounting along with Financial Functions including all Oklahoma Partnership Functions.

Team Coordinator Sarbanes Oxley (SOX) **2004-7/05**
The job included all activities associated with Financial Compliance with Sarbanes Oxley Responsibilities included:

- Facilitation and Documentation of all Sarbanes Related Processes
- Development of Risk Profiles associated with Processes
- Risk Remediation where necessary
- Development of Compliance Procedures
- Testing of Financial Processes

Manager Refinery Shared Services**1999-2003**

The job included the staffing and management of all shared service employees along with constant analysis and presentation at the executive level for the largest single budget area within CITGO

Responsibilities included:

- Preparation and analysis of Annual Budget of Crude and Feedstock's of \$6 Billion
- Monthly Closing and reporting deadlines including all FASB 133 Compliance
- All Raw Material purchases for 20MM Barrels of Crude Oil and other raw materials valued at approximately \$500 MM per month.
- Established and maintain Raw material Cost for Manufacturing Refined Products
- Monthly Estimate and complete analysis of actual results for all areas of responsibility
- Responsible for Information Technology Master Data group
- Parent Company Venezuelan required Foreign Corrupt Practices Compliance
- Preparation and support of quarterly and yearly footnote information external auditors
- Development of job descriptions employee development plans and reviews

Financial Implementation Coordinator**1995-1998**

The job included the financial Implementation of SAP Software Package (\$120 MM project)

Responsibilities Included:

- Process design and redesign for the use in implementation of the software
- Coordination of consulting resources internal CITGO technical resources with CITGO operating organization
- Development and delivery of training to the organization
- Recruitment and staffing of consulting and internal resources
- Included all aspects of change management
- Development of new required internal controls and technical specifications

Manager Crude Oil, Feedstock, and Pipeline Accounting**1992-1994**

Responsibilities Included:

- All raw material purchases and sales for 20MM barrels of crude oil and other raw materials valued at approximately \$500 MM per month
- All trading and sales for supply

Federal Income Tax Manager**1989-1992**

Responsibilities Included:

(Member Tax Executives Institute)

- Responsible for all Company-by-Company as well as consolidated Federal income Tax Returns
- Coordination of all Federal Income Tax audits with full time IRS audit staff on site
- Included one year of both State Income Tax manager Role for 46 state filing

- Responsible for all financial income tax provisions
- Responsible for development of repeatable IRC hedge documentation within CITGO
- Implemented FASB 109 Deferred Income Tax Pronouncement
- Implemented first LAN for use with Tax Software Package Included network coordination role
- Joint Development with Trading Groups process for deal capture to comply with IRS hedge Rules while complying with internal reporting requirements
- Significant transfer pricing (SEC 482) experience
- Significant Research in areas of Lease, hedging, Transfer pricing, Benefits, LIFO
- Tax Sharing Agreements with Foreign affiliates

Income Tax Analyst **1987-1989**

Responsibilities Included

- Preparation of Federal Income Tax Returns Multiple Companies
- Preparation of monthly tax accruals including deferred tax calculations
- Creation and maintenance of Tax Calendar to adhere to strict deadlines
- Tax research

Reading and Bates Petroleum Corporation Tulsa, Oklahoma **1983-1987**
Income Tax Analyst Responsible for all E&P Partnership filings

Magee Rausch & Shelton CPA's **Tulsa, Oklahoma** **1981-1983**

EDUCATION

B.S Accounting, Northeastern State University, Tahlequah, Oklahoma **1977-1981**
 CPA Member of Oklahoma Accountancy Board

PROFESSIONAL/COMMUNITY INVOLVEMENT

Chairman of the Board Cherokee Nation Industries 9/05-Present
 Board of Directors Cherokee Nation Businesses (Audit Chairman) 3/07-Present
 Tulsa University Conference of Accountants Board 8/08-Present

Cherokee Nation Act /Resolution Proposal Form

 Act

 Resolution

Administrative Clearance

Program/Project Manager

Signature/Initial _____ Date _____

Department Director:

GB 3/4/2009
Signature/Initial _____ Date _____

Executive Director:

Signature/Initial _____ Date _____

Controller: (If Needed)

Signature/Initial _____ Date _____

Government Resources Dept:

Lita Maupin 3/13/09
Signature/Initial _____ Date _____

Administration Approval:

Melvin 3/16/09
Signature/Initial _____ Date _____

TITLE: A Resolution Confirming the Nomination of David Ballew as a Member of the Board of Directors of Cherokee Nation Red Wing, LLC

DEPARTMENT CONTACT: Bryan Collins

RESOLUTION PRESENTER: BRYAN COLLINS

SPONSOR: _____

NARRATIVE:

Cherokee Nation Red Wing, LLC is an Oklahoma Limited Liability Company created and authorized under the laws of the State of Oklahoma;

The Principal Chief, as representative of the Cherokee Nation, is authorized to select the members of the Board of Directors subject to a majority vote of the Council of the Cherokee Nation;

David Ballew is duly qualified and should be appointed as a member of the Board of Directors of Cherokee Nation Red Wing, LLC, and its successors, for a term that expires September 30, 2011, pursuant to the attached Memorandum of Action of the Principal Chief of the Cherokee Nation.

Legislative Clearance

Legislative Aide:

Brittain 3/16/09
Signature/Initial _____ Date _____

Standing Committee:

Rules

3/26/09

Next Meeting Date

Chairperson:

Friley
Signature/Initial _____ Date _____

Returned to Presenter: _____

Date

03-16-09P02:53 RCVD