



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

A Resolution entitled, "Approval of Leasing 399.73 Acres to Playa Oil & Gas, LP for Oil and Gas Development on the Fort Berthold Reservation."

- WHEREAS,** This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and
- WHEREAS,** The Three Affiliated Tribes Constitution authorizes and empowers the Mandan, Hidatsa & Arikara Tribal Business Council to engage in activity on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and
- WHEREAS,** The Fort Berthold Indian Reservation of the Three Affiliated Tribes (the "Tribe") comprises approximately 1,000,000 acres and has within it potentially significant oil and gas resources as the Reservation lies within the generally accepted geologic formation known as the Williston Basin, a proven oil field since the early 1950's; and
- WHEREAS,** The Three Affiliated Tribes issues leases pursuant to the Act of May 11, 1938 (25 U.S.C. Sections 396a et.seq.) and regulations thereto, including 25 CFR Part 211 (2006); and
- WHEREAS,** The Three Affiliated Tribes is actively seeking to develop its resources for the economic benefit of the Tribe and all of its members, in order to provide revenue to the Tribe and employment for tribal members; and
- WHEREAS,** The Tribal Business Council has received a proposal from Playa Oil & Gas LP ("Playa") to lease Tribal minerals within the Fort Berthold Indian Reservation; and
- WHEREAS,** Playa seeks to lease all of the Tribal lands located within the following Sections for oil and gas development:
1. T150N-R94W, Section 31
 2. T149N-R94W, E1/2 NE1/4 Section 4
- WHEREAS,** The total number of acres Playa desires to lease is estimated at 399.73 acres; and
- WHEREAS,** Playa has offered a \$125 per acre bonus, 18.75% royalty and \$2.50 pre acre rental for a five year lease; and
- WHEREAS,** The Tribal Business Council finds this offer favorable and further finds it to be in the best interest of the Three Affiliated Tribes to accept this offer; and
- WHEREAS,** The Tribal Business Council desires to lease said lands to Playa under the terms described.



NOW THEREFORE BE IT RESOLVED, The Tribal Business Council hereby accepts Playa's offer and authorizes the Tribal Chairman to execute an oil and gas lease or leases as necessary on behalf of the Tribe for the lands and under the terms described above.

NOW THEREFORE BE IT FURTHER RESOLVED, in accordance with Statute, 25CFR Section 211.29 and the Constitution and Bylaws of the Three Affiliated Tribes of the Fort Berthold Reservation, the Tribal Business Council hereby expressly supersedes and waives the leasing procedure set forth in said statute and regulations, including among others, the advertisement and bidding procedures, and directs the Secretary, acting through the Bureau of Indian Affairs, to approve the leases issued pursuant to this Resolution.

NOW THEREFORE BE IT FINALLY RESOLVED, the Tribal Business Council hereby requests that the Bureau of Indian Affairs expedite the approval of said lease.


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, 5 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the June 15 2007; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

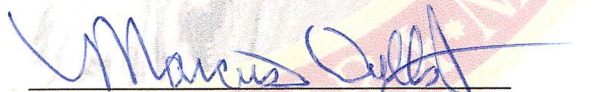
Chairman [] Voting. [] Not voting.

Dated this 15 day of June, 2007.

ATTEST:



Executive Secretary, Judy Brugh
Tribal Business Council
Three Affiliated Tribes



Tribal Chairman, Marcus Wells, Jr.
Tribal Business Council
Three Affiliated Tribes