



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

A Resolution entitled, "Ratification and Approval of Amendment to Dakota-3 E&P Company, LLC Indian Mineral Development Agreement No. 7420A49001"

- WHEREAS**, the Three Affiliated Tribes (the "Tribe") of the Fort Berthold Reservation (the "Reservation") have accepted the Indian Reorganization Act of June 18, 1934 (the "Act"), and the authority under Section 16 of the Act; and
- WHEREAS**, the Tribe's Constitution (the "Constitution") authorizes and empowers the Mandan, Hidatsa & Arikara Tribal Business Council (the "Tribal Business Council") to engage in activity on behalf of and in the interest of the welfare and benefit of the Tribe and of the enrolled members thereof; and
- WHEREAS**, pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the Tribe; and
- WHEREAS**, pursuant to Article VI, Section 5(l) of the Constitution, the Tribal Business Council has the power to adopt resolutions regulating the procedures of the Tribal Business Council and other tribal agencies and tribal officials on the Reservation; and
- WHEREAS**, Article VI, Section 5(i) of the Constitution specifically authorizes and empowers the Tribal Business Council of the Tribe to make assignments and leases of tribal lands and otherwise to manage tribal lands, interests in tribal lands, and property upon such lands, in conformity with Article IX of the Constitution; and
- WHEREAS**, Article IX of the Constitution specifically authorizes and empowers the Tribal Business Council to manage and lease or otherwise deal with tribal lands and resources in accordance with law; and
- WHEREAS**, the Tribal Business Council is acting on behalf of the Tribe in both land and mineral ownership and governmental capacities (and not in any capacity under Section 17 the Act), and has the authority to do so; and
- WHEREAS**, the Reservation comprises of approximately 1,000,000 acres and has within it potentially significant oil and gas resources of several billion dollars in value, as it lies within Williston Basin, a geologic formation that has been developed since the early 1950's; and
- WHEREAS**, the Tribe is actively seeking to develop its resources for the economic benefit of all of its members which will provide both increased revenue and increased economic opportunities for tribal members; and



WHEREAS, on January 17, 2008, the Bureau of Indian Affairs (the “BIA”) approved the Oil and Gas Lease between the Tribe and Dakota-3, LLC, a North Dakota Limited Liability Company (“Dakota-3”) and the Consent to Assignment of Lease from Dakota-3 to Dakota-3 E&P Company, LLC, a Delaware limited liability company (“Lessee”), dated effective as of February 1, 2008 (the “Oil and Gas Lease”) covering approximately 41,991.06 acres of land on the Reservation; and

WHEREAS, on January 29, 2008, the BIA approved the assignment of the Oil and Gas Lease by Dakota-3 to Lessee; and

WHEREAS, the Tribal Business Council now has received a proposed Amendment to the Oil and Gas Lease that provides for an additional confidentiality provision applicable to seismic data provided to the Tribe, which amendment is in the form attached hereto as Annex 1 (the “*Amendment*”); and

WHEREAS, the Tribal Business Council has reviewed the Amendment, has determined that approving the Amendment is in the best interests of the Tribe and desires to approve the Amendment.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby determines that the foregoing proposed actions are in the best interest of the Tribe and promote the welfare of the Tribe and does hereby ratify and approve the Amendment; and

NOW THEREFORE BE IT FURTHER RESOLVED, that the Chairman, and Treasurer of the Tribal Business Council, or each of them as may be necessary, are hereby authorized to execute the Amendment, and that each of the above officers are authorized to execute any further documentation, including any amendments or modifications to the Lease, and take any other actions necessary or appropriate to carry out the intent of the Lease and to comply with the Tribe’s obligations under the Lease; and

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribal Business Council confirms that if any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected; and

NOW THEREFORE BE IT FURTHER RESOLVED, that the Tribal Business Council hereby requests that the BIA Regional Director and any other BIA officials review and approve the Amendment.

AMENDMENT TO OIL AND GAS LEASE

STATE OF NORTH DAKOTA	§	
	§	
	§	KNOW ALL PERSONS BY THESE
	§	PRESENTS:
COUNTIES OF DUNN, MCKENZIE, MCLEAN, MERCER, MOUNTRAIL, AND WARD	§	
	§	
	§	

WHEREAS, on January 17, 2008, the Bureau of Indian Affairs (the “*BIA*”) approved the Oil and Gas Lease between the Three Affiliated Tribes of the Fort Berthold Reservation (“*Lessor*”) and Dakota-3, LLC, a North Dakota Limited Liability Company (“*Dakota-3*”) and the Consent to Assignment of Lease from Dakota-3 to Dakota-3 E&P Company, LLC, a Delaware limited liability company (“*Lessee*”), dated effective as of February 1, 2008 (the “*Oil and Gas Lease*”) covering approximately 41,991.06 acres of land in Dunn, McKenzie, McLean, Mercer, Mountrail and Ward counties in the state of North Dakota;

WHEREAS, on January 29, 2008, the BIA approved the assignment of the Oil and Gas Lease by Dakota-3 to Lessee; and

WHEREAS, the Lessor and Lessee desire to amend that the Oil and Gas Lease as hereinafter provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree that the Oil and Gas Lease is hereby amended as follows:

1. Section 7.1 of the Oil and Gas Lease is hereby amended by adding the following as the last sentence therein:

1. Section 7.1 of the Oil and Gas Lease is hereby amended by adding the following as the last sentence therein:

“Notwithstanding the foregoing, from and after the Effective Date and until the one year anniversary of the expiration of the Initial Term, any seismic data (any form or medium on which it is displayed or stored, including interpretations), derivatives (process and reprocessed data regardless of form or medium) copies and/or maps, provided to Lessor or the Secretary shall be held confidential by the Lessor and shall not be released or made available to any third party. However, Lessor shall have the right to use all seismic data collected, for its own use, but in no event shall Lessor provide, disclose or deliver any of said data to any third party.”

2. Lessor hereby ratifies and confirms the Oil and Gas Lease, as amended by this Amendment, and leases and lets the leased premises described in the Oil and Gas Lease unto Lessee

in accordance with the terms of the Oil and Gas Lease, as amended by this Amendment. In all respects, except as expressly changed herein, the Oil and Gas Lease shall continue in full force and effect as originally written.

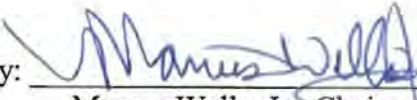
3. This Amendment may be executed in multiple copies, each of which shall be an original for all purposes.

4. This Agreement shall extend to and be binding on the parties hereto, their heirs, executors, administrators, successors and assigns.

[Signature page follows]

IN WITNESS WHEREOF, the parties have hereunto set their hands.

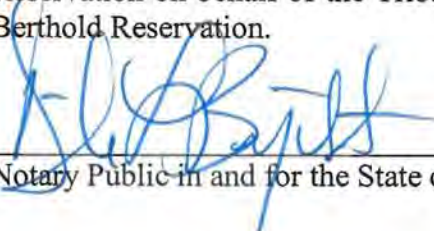
The Three Affiliated Tribes of the Fort Berthold Reservation

By: 
Marcus Wells, Jr., Chairman of the
Tribal Business Council

Date: 7-16-09

STATE OF NORTH DAKOTA §
 §
COUNTY OF MCKENZIE §

The foregoing instrument was acknowledged before me this ___ day of May, 2008 by Marcus Wells, Jr., as Chairman of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation on behalf of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation.


Notary Public in and for the State of North Dakota

My Commission Expires: May 24, 2012



[SEAL]

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DAKOTA-3 E&P COMPANY, LLC, a Delaware limited liability company

By: _____
Joel Frank, Manager

Date: _____

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

The foregoing instrument was acknowledged before me this ___ day of May, 2008 by Joel Frank as Manager of Dakota-3 E&P Company, LLC, a Delaware limited liability company on behalf of said limited liability company.

Notary Public in and for the State of New York

My Commission Expires:

[SEAL]

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APPROVED AND AGREED TO by the Bureau of Indian Affairs

By:

Date: _____

Title:

Pursuant to the provisions of Pub. L. No. 97-382, 96 Stat. 1938r 25 U.S.C. §2101.

STATE OF SOUTH DAKOTA §
 §
COUNTY OF BROWN §

The foregoing instrument was acknowledged before me this ____ day of May, 2008 by _____, as _____ of the Bureau of Indian Affairs, United States Department of the Interior on behalf of the Bureau of Indian Affairs, United States Department of the Interior.

Notary Public in and for the State of North Dakota

My Commission Expires:

[SEAL]

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CERTIFICATION

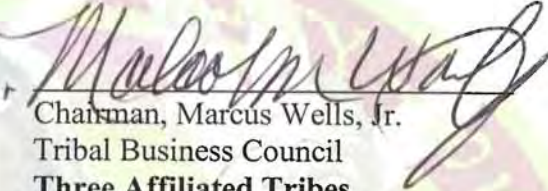
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Special Meeting thereof duly called, noticed, convened and held on the 15 day of May, 2008, 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 Voting. [] Not Voting.

Dated this 15 day of May, 2008.



Tribal Secretary, N. Judy Brugh
Tribal Business Council
Three Affiliated Tribes



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

