



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

A Resolution entitled, "Amendment to Tribal Resolution 07-125-VJB approved June 15, 2007 – Approval of Leasing 640 Acres to Kodiak Oil & Gas Corp. For Oil and Gas Development on the Fort Berthold Reservation pursuant to 25 CFR 211 and Request to the Superintendent to Negotiate a Lease Pursuant to 25 CFR 211.20 (a) and (d)"

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 comprises approximately 1,000,000 acres and had within it potentially significant oil and gas resources worth many hundreds of millions of dollars, as it 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, exercising its rights as an Indian Nation, is actively seeking to develop its resources for the economic benefit of all of its members, which will provide both increased revenue to individual members and increased employment for tribal members; and

WHEREAS, The Three Affiliated Tribes issues leases pursuant to the Act of May 11, 1938 (25 U.S.C. Section 396a et seq.) and regulations thereto, including 25 CFR Part 211 (2006) and;

WHEREAS, The Three Affiliated Tribes has received a proposal from Kodiak Oil & Gas Corp, ("Kodiak": to lease Tribal minerals within the Fort Berthold Indian Reservation; and

WHEREAS, Kodiak seeks to lease all of the Tribal lands located within the following Sections for oil and gas development:

1. Township 147N, Range 91 W Sections 8 and 20

WHEREAS, The total number of acres Kodiak desires to lease is estimated at 480 acres;

WHEREAS, Kodiak has offered a \$161. Per acre bonus, 18% royalty and \$3.00 per 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 Kodiak under the terms described.

NOW THEREFORE BE IT RESOLVED, The Three Affiliated Tribes hereby accepts Kodiak'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 land and under the said termed described above.

NOW THEREFORE BE IT FURTHER RESOLVED, in accordance with Statute 25 CFR Section 211.29 and the Constitution and By-laws 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 leases.

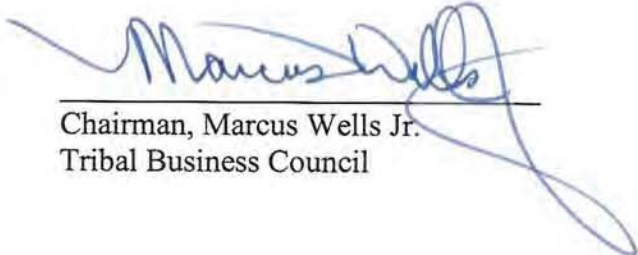
CERTIFICATION

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, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 15th day of Aug 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 15th day of August, 2008.

ATTEST:



Chairman, Marcus Wells Jr.
Tribal Business Council



Executive Secretary, V. Judy Brugh
Tribal Business Council