



**THREE AFFILIATED TRIBES OF THE
FORT BERTHOLD INDIAN RESERVATION**

A Resolution entitled: “Approval to Dakota-3 E&P Company, LLC to Assign 1950.96 acres under its Indian Mineral Development Agreement – Contract No. 7420A49001 to Kodiak Oil and Gas for comparable acreage”

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-Laws pursuant to said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribe generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Pursuant to Article VI, Section 5(1) 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, 25 CFR Part 211 provides the authority and procedures for leasing tribal lands for mineral development; and

WHEREAS, The Tribes have previously entered into an Indian Mineral Development Agreement / Oil and Gas Lease (the “IMDA Lease”) with Dakota-3 E&P Company, LLC, as Lessee (“Dakota-3 E&P”) – Contract No. 7420A49001 to develop tribal acreage totaling approximately 41,991.06 acres, as more particularly described on Exhibit A attached to the IMDA Lease and referred to therein as the “Leased Premises”; and



WHEREAS, Dakota-3 E&P wishes to assign 1,959.96 acres of tribal acreage currently covered by the IMDA Lease, as more particularly set forth below, to Kodiak Oil and Gas (“Kodiak”) in exchange for a comparable amount of acreage to be assigned to Dakota-3 E&P from Kodiak; and

WHEREAS, Dakota-3 E&P seeks the Tribes’ consent to assign the IMDA Lease to Kodiak as to the 1,959.96 acres only, pursuant to the form Assignment of Oil and Gas Lease attached as Exhibit “A” hereto (the “Kodiak Assignment”); and

WHEREAS, Dakota-3 E&P seeks the Tribes’ agreement that in the event within five (5) years from the effective date of the Kodiak Assignment either (i) the IMDA Lease with Kodiak should expire or terminate as to the all or any part of the 1,959.96 acres being assigned to Kodiak or (ii) Kodiak releases from the IMDA Lease all or any part of the 1,959.96 acres being assigned to Kodiak (in either event the “Open Acreage”), then the Tribe shall promptly notify Dakota-3 E&P of such occurrence and within sixty (60) days upon receipt thereof, Dakota-3 E&P shall have the exclusive option, in its sole discretion, to include such Open Acreage under the IMDA lease for the additional bonus payment by Dakota-3 E&P of \$50.00 per net mineral acre of Open Acreage which Dakota-3 E&P elects to include under the IMDA Lease (the “Dakota-3 E&P Option”); and

WHEREAS, The Natural Resource Committee has reviewed the requests from Dakota-3 E&P and has formally moved it on to the Tribal Business Council for consideration and approval; and

WHEREAS, The Tribal Business Council has reviewed the requests from Dakota-3 E&P and has determined that its consent to assignment of the IMDA Lease from Dakota-3 E&P to Kodiak, as to the 1,959.96 acres only and pursuant to the Kodiak Assignment, is in the best interests of the Tribes and desires to approve the Kodiak Assignment, and that the Dakota-3 E&P Option is also in the best interests of the Tribes and should be approved.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes has determined that the assignment of the IMDA Lease from Dakota-3 E&P to Kodiak, as to the 1,959.96 acres only and pursuant to the Kodiak Assignment, is in the best interests of the Tribes; and



BE IT FURTHER RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves the request of Dakota-3 E&P to assign the IMDA Lease to Kodiak, but only as to the 1,959.96 acres more particularly described immediately below, pursuant to the Kodiak Assignment attached as Exhibit "A" hereto, the form of which the Tribal Business Council also hereby approves:

Sec.	TNP	Range	Tract	Acres
017	149N	091W	M1173	80
007	147N	091W	MT2112	160
007	147N	091W	MT2115	210.96
09	147N	091W	757A	160
012	147N	092W	MT1926	160
012	147N	092W	MT1927	160
012	147N	092W	MT2267	160
013	147N	092W	MT1773	240
014	147N	092W	T2249	320
011	148N	093W	2126	80
034	148N	093W	MT1970	160
013	149N	092W	1743-E	60

1,950.96 Total Acreage

BE IT FURTHER RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves the request of Dakota-3 E&P for the Dakota-3 E&P Option so that in the event within five (5) years from the effective date of the Kodiak Assignment either (i) the IMDA Lease with Kodiak should expire or terminate as the all or any part of the 1,959.96 acres being assigned to Kodiak or (ii) Kodiak releases from the IMDA Lease all or any part of the 1,959.96 acres being assigned to Kodiak, then the Tribe shall promptly notify Dakota-3 E&P of such occurrence and within sixty (60) days upon receipt thereof, Dakota-3 E&P shall have the exclusive option, in its sole discretion, to include such Open Acreage under the IMDA lease for the additional bonus payment by Dakota-3 E&P of \$50.00 per net mineral acre of Open Acreage which Dakota-3 E&P elects to include under the IMDA Lease; and



BE IT FURTHER RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes authorizes the Tribal Chairman to execute any additional documents, as required, to confirm the agreements set forth herein, including without limitation any documentation or agreement to confirm the Dakota-3 E&P Option, and to take any other necessary actions necessary or appropriate to carry out the matters addressed in this Resolution; and

BE IT FURTHER RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby requests that the BIA Regional Director and any other BIA officials review and approve as soon as possible the Kodiak Assignment pursuant to the form attached hereto as Exhibit "A"; and

BE IT FURTHER RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes 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.


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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 14th day of May, 2009, 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.

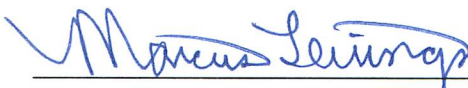
Chairman Voting. [] Not Voting.

Dated this 14th day of May, 2009.

ATTEST:



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



Marcus D. Levings, Tribal Chairman
Tribal Business Council
Three Affiliated Tribes