



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

A Resolution entitled: “Approval of the Unit Agreement for the Development and Operation of the Twin Buttes Unit Area for Kodiak Oil & Gas (USA) Inc. wherein tribal trust lands are located for Oil and Gas Development on the Fort Berthold Reservation pursuant to 25 CFR, Part 211.29”

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, The Fort Berthold Reservation 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 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, The Tribal Business Council has received from Kodiak Oil & Gas (USA) Inc., a Unit Agreement for the Development and Operation of a proposed unit in the Twin Buttes area. This Agreement is in accordance to Number 11 in the Oil & Gas Mining Leases that Kodiak has acquired by the Tribe. "11. Unit operation.- The parties hereto agree to subscribe to and abide by any agreement for the cooperative or unit development of the field or area, affecting the leased lands, or any pool thereof, if and when collectively adopted by a majority operating interest therein and approved by the Secretary of the Interior, during the period of supervision." **The Unit Agreement and Plat Map are attached and made part of this Resolution; and**

WHEREAS, The Unit Agreement proposes that wherein all of the Tribes interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substances, covering any lands within the unit that the Tribe may be found to have an oil & gas interest within said acreage located within the following:

Township 147N, Range 92W

Sections: 9, 10, 11, 13, 14, 15, 16, 21, 22, 23 & 24

Township 147N, Range 91W

Sections: 7, 8, 9, 10, 11, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 26, 27, 28 & 29

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

BE IT FURTHER RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes hereby affirms and ratifies its approval of the Unit Agreement for the Development and Operation of the Twin Buttes Unit Area of Kodiak Oil & Gas (USA), Inc., for oil and gas development of said tribal trust mineral acreage located within the following:

Township 147N, Range 92W

Sections: 9, 10, 11, 13, 14, 15, 16, 21, 22, 23 & 24

Township 147N, Range 91W

Sections: 7, 8, 9, 10, 11, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 26, 27, 28 & 29

FURTHER, BE IT RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation hereby authorizes the Tribal Chairman to execute an oil and gas lease or leases, as may be necessary, on behalf of the Tribe for the development of oil and gas on the properties described and under the terms specified.



FURTHER BE IT RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, in accordance with 25 CFR §211.28 and §211.29 and the Constitution and Bylaws of the Three Affiliated Tribes, hereby declares that this Resolution shall expressly supersede and waive the leasing procedure set forth by regulatory provision and policy, including among others, the advertisement and bidding process, and specifically directs the Secretary, acting through the Bureau of Indian Affairs, to approve the negotiated lease pursuant to this Resolution and 25 CFR §211.20; and

FINALLY, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby requests the Bureau of Indian Affairs to expedite the approval of the Unit Agreement for the Development and Operation of the Twin Buttes Unit Area herein described.


CERTIFICATION

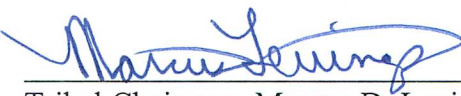
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 10th day of July, 2009, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 0 members opposed, 1 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 10th day of July, 2009.

ATTEST:


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


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