



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

A Resolution: “Approval of Bear Paw Energy LLC Proposed Gas Exclusive Gathering System to Service the New Town / Shell Creek and Four Bears Segments of the Fort Berthold Indian Reservation”

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, Bear Paw Energy LLC (“Bear Paw”) has requested the approval of the Tribal Business Council under its authority as the Tribal Pipeline Commission for a gathering system and related facilities which are to be constructed, developed and operated to typical industry standards for the purpose of gathering, processing and transporting exclusively natural gas and related hydrocarbons from allotted lands, fee lands and tribal lands within the New Town / Little Shell and Four Bears Segments of the Fort Berthold Indian Reservation; and

WHEREAS, The proposed project shall include the installation of a 12” steel pipeline under Lake Sakakawea with the bore to begin at a starting point in Section 35-151N-94W west of the Lake, and end east of the Lake in Section 31-151N-93W; and

WHEREAS, The bore hole in the proposed project will be drilled at a depth of 100 to 300 feet below the lake bottom in order to not adversely impact the lake and Bear Paw will install isolation valves at accessible locations on both the west and east side of the Lake, so that once the pipeline is in operation, Bear Paw will have the ability to shut down gas flowing through the pipeline under the Lake in the event of an operational upset; and

WHEREAS, Bear Paw agrees that the Tribe though an independent third party shall have the right to inspect and monitor the proposed gas gathering system including the directional drilling and the installation of the isolation valves; and



WHEREAS, Bear Paw has offered one-time payments for community projects in lieu of any through-put fees and compensation required for the Tribe's approval and for any tribal right-of-ways necessary to complete this gas exclusive gathering system.

NOW THEREFORE BE IT RESOLVED, that the Three Affiliated Tribes Tribal Business Council under its authority as the Tribal Pipeline Authority hereby grants its approval of Bear Paw Energy LLC's gas exclusive gathering system to service the New Town / Little Shell and Four Bears Segments on the reservation; and

BE IT FURTHER RESOLVED, In consideration for the Tribe's approval, in lieu of any associated fees including through-put fees Bear Paw has agreed to provide the following payments:

1. A One-time payment of \$20,000.00 for a community project or other use as designated by the Tribal Business Council for the benefit of the New Town / Little Shell Segment; and
2. A One-time payment of \$20,000.00 for a community project or other use as designated by the Tribal Business Council for the benefit of the Four Bears Segment.

NOW THEREFORE BE IT FURTHER RESOLVED, that the Three Affiliated Tribes Tribal Business Council under its authority as the Tribal Pipeline Authority hereby approves the granting of tribal rights-of-way to Bear Paw Energy LLC under standard tribal easements at a one-time fee of \$1500/acre.

BE IT FURTHER RESOLVED, The Tribe's consent and approval of Bear Paw's proposed gas exclusive gathering system in the New Town/Little Shell and Four Bears segment shall include the right of the Tribe to engage an independent third party inspector during the construction and operation of the gas exclusive gathering system including but not limited to the directional drill under Lake Sakakawea and the installation of isolation valves; and

THEREFORE BE IT FINALLY RESOLVED, The Tribal Chairman is authorized to sign any necessary documents to carry out the specific intent of this Resolution.




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 Regular Meeting thereof duly called, noticed, convened and held on the 21st day of May, 2010, 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.

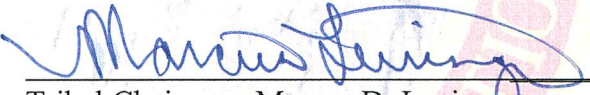
Chairman [] Voting. [] Not Voting.

Dated this 21st day of May, 2010.

ATTEST:



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



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