



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

**A Resolution Entitled: “Approval of Consent for Kodiak Oil & Gas (USA) Inc.’s amended and restated first lien mortgage and second lien mortgage of oil and gas leases on lands/mineral interests owned by the Three Affiliated Tribes and/or the title to which is held in trust by the United States for the benefit of the Tribes or subject to Federal restrictions against alienation”**

- 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 Tribes 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,** Article VI, Section 5 (l) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies; and
- WHEREAS,** Article IX of the Constitution authorizes and empowers the Tribal Business Council to manage, lease and otherwise deal with tribal resources in accordance with law; and
- WHEREAS,** The Three Affiliated Tribes (“Tribes”) are actively seeking to develop the oil and gas resources on the Fort Berthold Indian Reservation for the economic benefit of all of the Tribal members so as to provide both increased revenue and increased economic opportunities for tribal members;
- WHEREAS,** Kodiak Oil & Gas (USA) Inc. (“Kodiak”) has requested the consent of the Tribes, by way of those certain Tribal Consents and Approvals of Mortgage, copies of which have been provided to the Tribes by Kodiak (“Consents”), for (a) that certain amended and restated mortgage dated the 28th day of October, 2011 from Kodiak, as Mortgagor, for the benefit of Wells Fargo Bank, N.A., as Administrative Agent (the “First Lien Mortgage”) which First Lien Mortgage conveys to Wells Fargo Bank, N.A. and its successors and assigns a security interest, lien, power of sale and right to foreclose upon all of such properties and leases described on Exhibit “A” of such First Lien Mortgage which properties and leases cover lands and mineral interests (i) owned by the Tribes and/or (ii) the title to which is held in trust by the United States for the benefit of the Tribes or subject to Federal restrictions against alienation and (b) that certain second lien mortgage dated the 28th day of October, 2011 from Kodiak, as Mortgagor, for the benefit of Wells Fargo Energy Capital, Inc., as Administrative Agent (the “Second Lien Mortgage”) which Second Lien Mortgage conveys to Wells Fargo Energy Capital, Inc. and its successors and assigns a security interest, lien, power of sale and right to foreclose upon all of such properties and leases described on Exhibit “A” of such Second Lien Mortgage which properties and leases cover lands and mineral interests (i) owned by the Tribes and/or (ii) the title to which is held in trust by the United States for the benefit of the Tribes or subject to Federal restrictions against alienation; and



**WHEREAS,** Kodiak further requested the consent of the Tribes to any future conveyance, assignment and transfer of rights, title, interests and obligations under that certain oil and gas lease entered into by and between the Three Affiliated Tribes of the Fort Berthold Reservation and Dakota-3, LLC, identified as Contract No. 7420A49001 (“Lease”), to Wells Fargo Bank, N.A. and/or to Wells Fargo Energy Capital, Inc. and their respective successors and assigns and expressly requested the Tribes consent that no additional consent, approval or authorization from the Tribes will be required to effectuate such assignment, transfer and conveyance of the Lease to Wells Fargo Bank, N.A. or Wells Fargo Energy Capital, Inc. and their successors and assigns; and

**WHEREAS,** Kodiak further requested the consent of the Tribes to all other terms and provisions of such First Lien Mortgage and Second Lien Mortgage, including, but not limited to, the choice of law provision and forum selection clause set forth therein; and

**WHEREAS,** The Tribal Council finds it in the interest of the welfare and benefit of the Tribes to consent to and approve Kodiak’s request for Consents.

**NOW THEREFORE BE IT RESOLVED,** that the Tribal Business Council on behalf of the Tribes does hereby consent to and approve of Kodiak’s First Lien Mortgage and Second Lien Mortgage on those tribal lands and mineral interests described in Exhibit “A” to each such Mortgage and further, does hereby consent to any future conveyance, assignment and transfer of rights, interests and obligations under the Lease to Wells Fargo Bank, N.A. and/or Wells Fargo Energy Capital, Inc. and their respective successors and assigns and expressly agree that no additional consent, approval or authorization from the Tribes shall be required to effectuate such assignment, transfer and conveyance of the Lease to Wells Fargo Bank, N.A. and/or Wells Fargo Energy Capital, Inc. and their respective successors and assigns provided that such future assignment, conveyance or transfer is associated with, arises or results from the terms and conditions of the First Lien Mortgage and/or Second Lien Mortgage or rights and/or interests granted or otherwise contemplated thereunder and provided further that in no event shall the terms of the First Lien Mortgage or Second Lien Mortgage expand the rights and/or alter the obligations of the lessee or its lenders or their successors and assigns under the Lease including through foreclosure.

**BE IT FURTHER RESOLVED** that the Tribal Business Council does hereby consent to and approve of the execution of the Consents by the Tribal Chairman, Tribal Council Secretary, Vice Chairman and Treasurer of the Tribal Council (or any one of them) are hereby authorized to execute the Consents and any further documentation associated with such Consents.

**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 found or held to be invalid all remaining provisions of this Resolution and the application of such remaining provisions of this Resolution shall be unaffected and remain valid and enforceable.

**BE IT FINALLY RESOLVED** pursuant to the authority and power granted to the Tribal Business Council under the Three Affiliated Tribes Constitution that the foregoing resolution consenting to Kodiak’s First Lien Mortgage and Second Lien Mortgage on those tribal lands and mineral interests described in Exhibit “A” to each such Mortgage including all terms and provisions set forth therein, including, without limitation, the choice of law provision and forum selection clause set forth in such First Lien Mortgage and Second Lien Mortgage and further, consenting to any future conveyance, assignment and transfer of rights, interests and obligations under the Lease to Wells Fargo Bank, N.A. and/or Wells Fargo Energy Capital, Inc. and their respective successors and assigns provided that such future assignment, conveyance or transfer is associated with, arises or results from the terms and

EXHIBIT "A"

DUNN COUNTY, NORTH DAKOTA LEASES

Lease No. 1

Contract No. 7420A49001  
Dated: January 1, 2008; Approved by BIA on January 18, 2008  
Lessor: The Three Affiliated Tribes of the Fort Berthold Reservation  
Lands Covered: Dunn County, North Dakota  
Township 147 North, Range 92 West, 5<sup>th</sup> P.M.  
Section 13: NW/4, W/2NE/4 (Tract MT 1773)  
Section 14: W/2 (Tract T 2249)  
Township 147 North, Range 93 West, 5<sup>th</sup> P.M.  
Section 2: N/2NE/4SE/4 and S/2SE/4NE/4 (Tract MT2147)  
Township 148 North, Range 93 West, 5<sup>th</sup> P.M.  
Section 33: NE/4 (Tract T3053-A), SE/4 (Tract T3053)  
Section 34: NE/4 (Tract MT 1970)  
(Containing 1080.00 acres, more or less)

Lease No. 2

Contract No. 7420A48587  
Dated: September 29, 2007  
Recorded: May 21, 2009 at Document No. 3036251  
Lessor: Heirs of Allotment #MT2175  
Lessee: Kodiak Oil & Gas (USA) Inc.  
Lands Covered: Dunn County, North Dakota  
Township 149 North, Range 92 West, 5<sup>th</sup> P.M.  
Section 7: Lots 3 & 4 and E/2SW/4  
(Containing 157.84 acres, more or less.)

Lease No. 3

Contract No. 7420A42120  
Dated: December 11, 2008; approved by BIA on December 12, 2008  
Lessor: The Three Affiliated Tribes of the Fort Berthold Reservation  
Lessee: Kodiak Oil & Gas (USA) Inc.  
Lands Covered: Dunn County, North Dakota  
Township 148 North, Range 93 West, 5<sup>th</sup> P.M.  
Section 3: S/2NE/4, Lots 1 & 2 (Tract MT 2125)  
(Containing 138.78 acres, more or less)



conditions of the Mortgage or rights and/or interests granted or otherwise contemplated thereunder and provided further that in no event shall the terms of the First Lien Mortgage or Second Lien Mortgage expand the rights and/or alter the obligations of the lessee or its lenders or their successors or assigns under the Lease including through foreclosure.


### CERTIFICATION

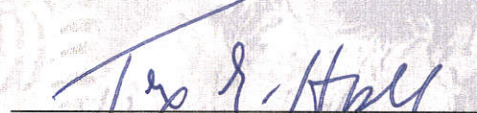
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 22<sup>nd</sup> day of December, 2011, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 3 members, 2 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 22<sup>nd</sup> day of December, 2011

ATTEST:

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

  
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Tribal Chairman Tex G. Hall  
Tribal Business Council  
Three Affiliated Tribes