



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

A Resolution entitled, "Approval of Setback Variance Requested by QEP Energy Company."

WHEREAS, This Mandan Hidatsa and Arikara Nation (the "MHA 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 under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of its Constitution and By-Laws, the Tribal Business Council is the governing body of the MHA Nation; and

WHEREAS, Pursuant to Article VI, Section 5(1) of said Constitution, the Tribal Business Council has the power to adopt resolutions regulating the procedures of the Tribal Council, its Agencies and Officials; and

WHEREAS, The Tribal Business Council has authority to engage in activities on behalf of and for the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, Article IX Sections 1 and 3 of the Constitution provides that the Tribal Business Council has the authority to manage and lease or otherwise deal with tribal lands and resources; and

WHEREAS, The Tribal Business Council passed Resolution No. 12-087-VJB, entitled, "The Missouri River, Badlands and Sacred Sites Protection Act" which requires a half mile setback for well sites/drilling pads from the Missouri River, Little Missouri River, and designated sacred sites or villages in the Badlands; and

WHEREAS, The Tribal Business Council passed Resolution No. 12-139-VJB, entitled, "Amending the Missouri River and Badlands Protection Act to Allow Variances upon Recommendation by the Tribal Energy Office," which authorizes the MHA Nation Tribal Energy Office to consider setback variance requests and make recommendations to the Tribal Business Council to approve such requests "when minerals would be stranded due to the setback provisions or where the applicant has made a clear showing that granting the variance would not cause an adverse environmental effect upon the Missouri River or the Little Missouri River"; and

WHEREAS, On March 27, 2015, the Tribal Business Council passed Resolution No. 15-045-LKH entitled, "Establishing a Procedure for the Approval of Leases, Rights-of-Way, Setback Variances and Permissions to Survey on Tribal Land"; and

WHEREAS, On July 28, 2015, QEP Energy Company ("QEP") submitted to the MHA Nation Energy Division a request for a Setback Variance, as set forth in Exhibit A; and



WHEREAS, The specific Setback Variance requested by QEP is, as follows:

PAD 8-28A: For eight (8) wells: MHA 8-29-30H-150-92, MHA 6-29-30H-150-92, MHA 3-29-30H-150-92, MHA 1-29-30H-150-92, MHA 8-27-26H-150-92, MHA 6-27-26H-150-92, MHA 3-27-26H-150-92, & MHA 8-29-30H-150-92.

LOCATION: SE ¼ NE ¼, Section 28, Township 150 North, Range 92 West, 5th Principal Meridian, Mountrail County, ND.

ACRES OF DISTURBANCE: 13.78 (fenced).

DRILLING/SPACING UNIT: 3200 acres – Sections 26, 27, 28, 29, & 30 Township 150 North, Range 92 West.

DISTANCE FROM WELLPAD: ±1990 feet to the 1854 High Water Line; ±1490 feet to the 1854 High Water Line; ±1890 feet to the 1854 High Water Line (See Map “B” Quad Access Route, in Exhibit A); and

WHEREAS, In April 2014 and June 2014, during the environmental and right-of-way on-sites, QEP met with the MHA Nation Energy Division to review and consider all other alternatives for the construction and siting of the multi-well pad 8-28A; and

WHEREAS, The MHA Nation Energy Division reviewed, processed and fully vetted QEP’s request for a setback variance for multi-well pad 8-28A and has determined that QEP has made a clear showing that granting the variance would not cause an adverse environmental effect upon the Missouri River or the Little Missouri River; and

WHEREAS, On August 12, 2015, at a duly held meeting of the Natural Resources Committee, the MHA Nation Energy Division recommended for approval QEP’s setback variance request for multi-wellpad 8-28A, and the Natural Resources Committee approved QEP’s setback variance request for multi-wellpad 8-28A.

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council hereby approves the setback variance, attached as Exhibit A, submitted by QEP for multi-well pad 8-28A.

BE IT FINALLY RESOLVED, that the Chairman is hereby to take such further actions as are necessary to carry out the terms and intent of this Resolution.



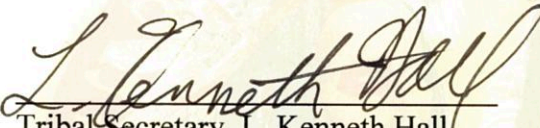
CERTIFICATION

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 2nd day of September, 2015, 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.

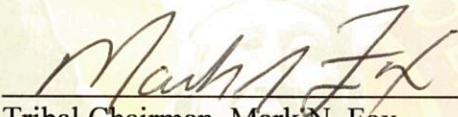
Chairman Voting. Not Voting.

Dated this 27th day of October, 2015.

ATTEST:



Tribal Secretary, L. Kenneth Hall
Tribal Business Council



Tribal Chairman, Mark N. Fox
Tribal Business Council