



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

*A Resolution entitled, "Consent to Certain Right(s) of Way across Tribal land Submitted by
(WPX Energy Williston, LLC)"*

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, 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 the Constitution and By-Laws of the Three Affiliated Tribes, the Tribal Business Council is the governing body of the Tribes; 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, 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, Leases and Rights of Way (ROWs) across tribal trust land require the consent of the Tribal Business Council pursuant to federal and tribal law; and

WHEREAS, Applications for Rights of Way on Tribal Land are subject to the requirements of tribal law, including Resolution No. 14-071-VJB (MHA Nation Application for Rights of Way and Use of Right of Way), Resolution No. 14-089-VJB (MHA Nation Pipeline Right-of-Way Terms and Conditions), and Resolution No. 15-045-LKH (Establishing a Procedure for the Approval of Leases, Rights of Way, Setback Variances and Permissions to Survey on Tribal Land); and

WHEREAS, The applications for ROW(s) described herein have been reviewed and recommended for approval in accordance with the MHA Nation's approved procedure for authorizing ROWs on tribal land; and

WHEREAS, WPX's ROW application regarding the WAPU Grizzly Pad, described herein, was presented to and approved by the Natural Resources Committee on Wednesday, August 12, 2015, at a duly held meeting; and

WHEREAS, The Tribal Business Council finds it appropriate to authorize the ROW described herein.



NOW THEREFORE BE IT RESOLVED, the Business Council hereby consents to the following ROW(s), subject to the respective Company’s agreement to and execution of the Terms and Conditions and payment of ROW fees pursuant to Resolution No. 14-089-VJB:

- WPX Energy Williston, LLC, the WAPU Grizzly Pad, for a right-of-way for a well pad, access road, and pipeline across certain tribal lands on Allotments T-1110A-A and T-110A-D, 100% tribal interest, in Section 25, Township 150 North, Range 94 West, McKenzie County, North Dakota, as more particularly described in Appendix A.2.

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


CERTIFICATION

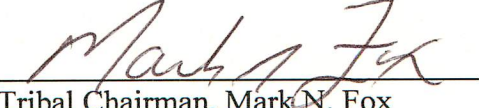
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Continuation Meeting thereof duly called, noticed, convened and held on the 27th day of October, 2015, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 2 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [X] Voting. [] Not Voting.

Dated this 27th day of January, 2016.

ATTEST:


 Tribal Secretary, L. Kenneth Hall
 Tribal Business Council
 Three Affiliated Tribes


 Tribal Chairman, Mark N. Fox
 Tribal Business Council
 Three Affiliated Tribes



APPENDIX A.1

< Attach: (1) Application Form, (2) Approval Form signed by Department Head and Chairman of NRC per Resolution 15-045-LKH, (3) signed ROW terms and Conditions per Resolution No. 14-089-VJB, (4) map, and (5) other necessary information >





APPENDIX A.2

<Attach same information listed in Appendix A.1 for Each separate Applicant >

REPEAT AS NEEDED FOR EACH APPLICANT, LISTING APPENDIX A.3, A.4,
ETC.ON SEPARATE PAGES WITH ATTAHMENTS