



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

A Resolution entitled, "Authorizing and Approving a Surface Access Permit Agreement With Tesoro High Plains Pipeline Company, 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 (MHA Nation), 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,** Article IX Sections 1 and 3 of the Constitution provides that the Tribal Business Council has the authority to manage, lease or otherwise deal with tribal lands and resources; and
- WHEREAS,** By "Grant of Easement for Right-of-Way" dated February 7, 1995, Amoco Pipeline Company obtained a right-of-way for an existing 12" crude oil pipeline over and across approximately 4762.20 rods of trust lands within the Fort Berthold Reservation (the "Mandan Pipeline"), for a term of 20 years, effective June 18, 1993; and
- WHEREAS,** In 2004, Tesoro High Plains Pipeline Company, LLC (Tesoro) acquired the Mandan Pipeline from Amoco Pipeline Company; and
- WHEREAS,** The Mandan Pipeline crosses approximately nine (9) tracts of tribal trust lands owned by the MHA Nation, covering a total linear distance of approximately 934 rods; and
- WHEREAS,** The Mandan Pipeline crosses approximately fifteen (15) tracts of allotted trust lands in which the MHA Nation owns an interest, covering a total linear distance of approximately 436 net rods; and
- WHEREAS,** Tesoro and the MHA Nation entered into negotiations for a new right-of-way for the Mandan Pipeline across tribally-owned lands in 2013, and the Parties continue to negotiate in good faith; and



WHEREAS, The negotiations involve complex issues, including the exploration of potential synergies between Tesoro and the MHA Nation in infrastructure development on the Fort Berthold Reservation; and

WHEREAS, After reaching agreement for a new right-of-way, the Parties must obtain BIA approval of the same; and

WHEREAS, Tesoro desires authorization from the MHA Nation for continued operation of the Mandan Pipeline during the pendency of negotiations and BIA approval of a new right-of-way; and

WHEREAS, The Parties desire that the MHA Nation be fully and fairly compensated for the access to and use of its tribal lands by Tesoro for pipeline purposes for the time period from June 18, 2013 until a new right-of-way is finally approved; and

WHEREAS, The MHA Nation, acting through the Tribal Business Council, may grant permission to enter upon and use lands of the MHA Nation without obtaining BIA approval, 25 U.S.C. § 81; and

WHEREAS, Tesoro has agreed to the terms and conditions required by the Tribal Business Council as a condition to approving the “Surface Use Permit Agreement” together with Exhibit A attached thereto, (the “Agreement”), all of which are attached hereto and incorporated herein; and

WHEREAS, The Tribal Business Council finds it appropriate to authorize and approve the Agreement, including the limited waiver of immunity from suit therein for the sole and limited purpose of permitting Tesoro to equitably enforce its rights under this Agreement through specific performance, declaratory or injunctive relief.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council hereby authorizes and approves the Agreement.

BE IT FINALLY RESOLVED, that the Chairman is hereby authorized to execute the Agreement, 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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 10th day of March, 2016, 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 10th day of March, 2016.

ATTEST:

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

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