



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

A Resolution entitled, “Consent to an Assignment of Right-of-Way No. FBOG101110, granted to Marathon Oil Company for Flowlines between TAT USA 34-22H Well Pad and Veronica USA 14-22TFH Well Pad, to Targa Badlands 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 (“ROWS”) on Tribal Land are subject to the requirements of tribal law, including Resolution No. 17-117-FWF (Approval of an Updated Fee Structure), 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,** On November 22, 2016, the Tribal Business Council approved Resolution No. 16-281-FWF entitled, “Consent to Approval of a Right-of-Way across Tribal land for the Flowlines between TAT USA 34-22H Well Pad and Veronica USA 14-22TFH Well Pad, Project Submitted by Marathon Oil Company” (“Marathon”), for up to four (4) flowlines between TAT USA and Veronica USA Well Pads, across 2.51 acres of tribal tracts in Allotment T1009A (100% tribal interest) and Allotment T1011A-C (100% tribal interest), in S/2 of Section 22 and N/2 of



Section 27, Township 151 North, Range 94 West, in McKenzie County, North Dakota; and

WHEREAS, The Tribal Business Council approved Resolution No. 16-281-FWF subject to Marathon's agreement to the execute the MHA Right-of-Way Application, Terms and Conditions, and payment of the MHA Nation ROW fees; and

WHEREAS, On June 15, 2017 the Bureau of Indian Affairs ("BIA") approved Marathon's ROW application, described above, and granted to Marathon BIA ROW No. FBOG101110 for a term of twenty (20) years for flowlines between TAT USA 34-22H Well Pad and Veronica USA 14-22TFH Well Pad over and across the following described lands located in the McKenzie County, North Dakota, as follows:

Township 151 North, Range 94 West, Fifth Principle Meridian

Tribal Tract #T1009A – SW4 of Section 22

(0.38 acres of flowline disturbance)

Tribal Tract #T1011A-C = NW4 of Section 27

(2.13 acres of flowline disturbance)

- Said ROW is limited to and more particularly described to be flowlines 3212.54 feet in length, 35 feet in width, comprising 2.51 acres of disturbance;
- Said easement is for the installation of four (4) flowlines between TAT USA 34-22H Well Pad and Veronica USA 14-22TFH Well Pad; of the four (4) flowlines, three (3) will be steel lines capable of transporting water, gas, oil, and/or produced water; and the fourth line will be made of poly material and shall only transport natural gas; and

WHEREAS, Paragraph 10 of ROW No. FBOG101110 provides that "This grant may not be assigned without applicable consent and BIA approval" citing 25 CFR 169.207; and

WHEREAS, Pursuant to Section L of the MHA Nation Pipeline Terms and Conditions executed by Marathon, Marathon "shall not without the prior written consent of the MHA Nation Energy Division or the designated MHA agency, not to be unreasonably withheld: (a) assign, transfer, sell or encumber this Right-of-Way or any estate or interest therein..."; and

WHEREAS, Marathon submitted an application to the MHA Nation Energy Division to partially assign ROW No. FBOG101110 to Targa Badlands LLC, and their subsidiaries ("Targa"); and



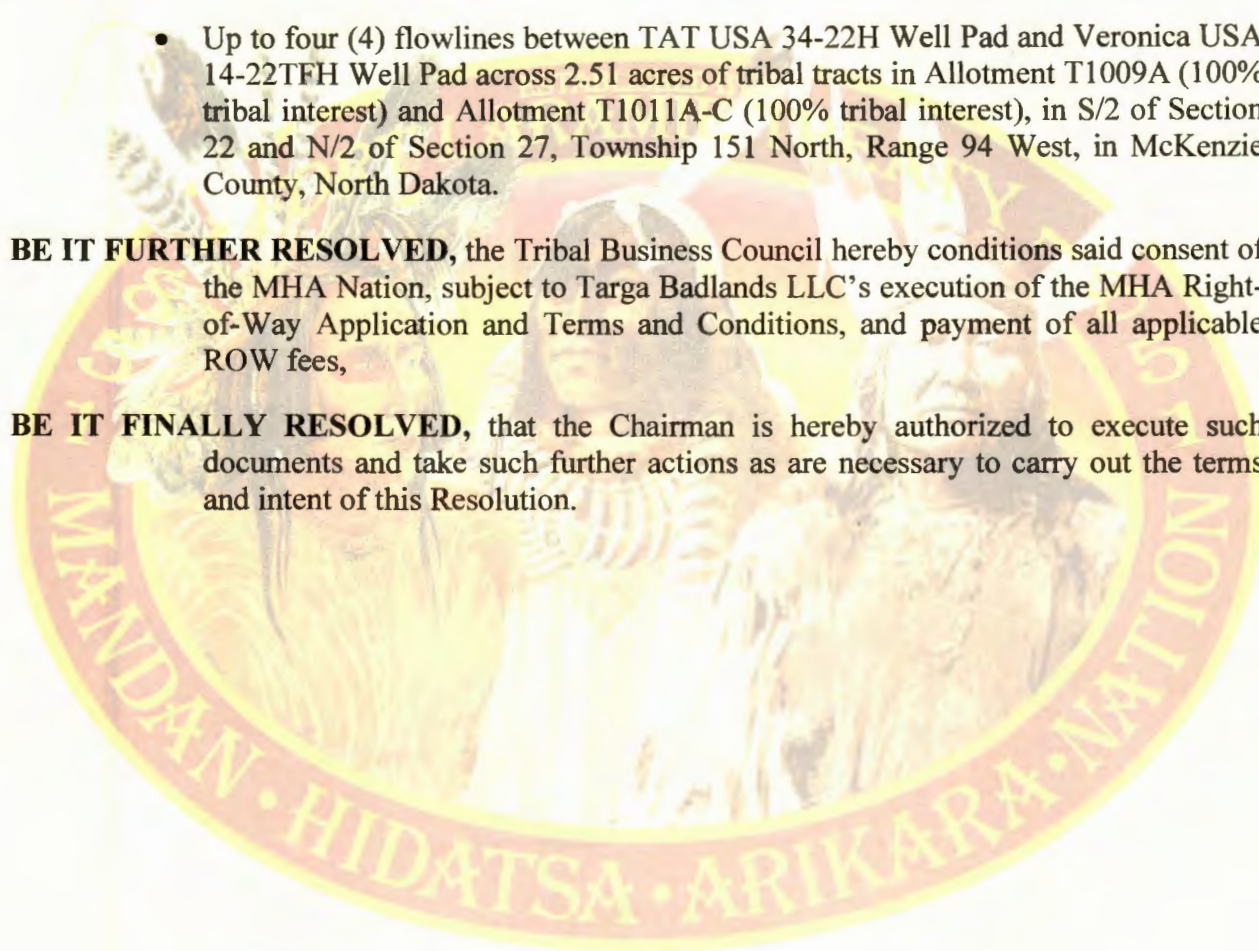
WHEREAS, On August 2, 2017, at a duly held meeting of the Natural Resources Committee (“NRC”), Marathon requested the MHA Nation’s consent to assign ROW No. FBOG101110 to Targa, and the NRC forwarded Marathon’s request to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council hereby approves Marathon Oil Company’s request to consent to the assignment of ROW No. FBOG101110 from Marathon Oil Company to Targa Badlands LLC for:

- Up to four (4) flowlines between TAT USA 34-22H Well Pad and Veronica USA 14-22TFH Well Pad across 2.51 acres of tribal tracts in Allotment T1009A (100% tribal interest) and Allotment T1011A-C (100% tribal interest), in S/2 of Section 22 and N/2 of Section 27, Township 151 North, Range 94 West, in McKenzie County, North Dakota.

BE IT FURTHER RESOLVED, the Tribal Business Council hereby conditions said consent of the MHA Nation, subject to Targa Badlands LLC’s execution of the MHA Right-of-Way Application and Terms and Conditions, and payment of all applicable ROW fees,

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, 6 were present at a Special Meeting thereof duly called, noticed, convened and held on the 29th day of August, 2017, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

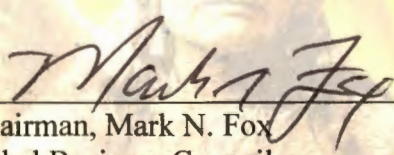
Chairman [X] Voting. [] Not Voting.

Dated this 29th day of August, 2017.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council

