



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

A Resolution Entitled: "Approval of an Oil and Gas Lease between the MHA Nation and QEP Energy."

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, The Constitution of the Nation 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, 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, QEP Energy Company, a Texas Corporation, has requested the MHA Nation to enter into an Oil and Gas Lease for 200 acres, more or less, including all Tribal mineral rights located in Section 28, of Township 150 North, Range 92 East, in Mountrail County, State of North Dakota, and more specifically described below (the "Leased Premises"), as follows:

Township 150 North, Range 92 West, 5th P.M.:

Section 28: E2NE, SWNE, N2SE

Containing 100.00 net tribal acres, more or less.

WHEREAS, Pursuant to Resolution No. 11-144-VJB, "The Tribal Council will offer to Missouri River Resources, by a period of 60 days, the first opportunity to lease, explore and extract oil and gas resources, at terms that meets the goals of the



Tribe and Missouri River Resources, land and rights held in trust” for the benefit of the MHA Nation; and

WHEREAS, At a duly held meeting of the Natural Resources Committee on May 9, 2017, the Missouri River Resources declined the opportunity to lease and develop the Leased Premises, identified above, and Missouri River Resources ultimately declined the opportunity in a letter dated August 29, 2017 from D. David Williams, CEO, Missouri River Resources; and

WHEREAS, The Natural Resources Committee referred QEP to submit its Oil and Gas leasing proposal to the MHA Nation Energy Division for review and processing pursuant to Resolution No. 15-045-LKH; and

WHEREAS, The MHA Nation Energy Division and QEP negotiated the terms of an Oil and Gas Lease for the Leased Premises, identified above, pursuant to the Indian Mineral Development Act of 1982 (25 U.S.C. § 2101 et seq.), and such Lease comports with the minimum rates and payments set forth in Resolution No. 13-109-VJB and Resolution No. 17-117-FWF; and

WHEREAS, On August 2, 2017, at a duly held meeting of the Natural Resources Committee (“NRC”), the MHA Nation Energy Division and QEP presented the draft Oil and Gas Lease for the Leased Premises, located in Mountrail County, State of North Dakota; and the NRC forwarded the proposal to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby approves and authorizes the Chairman of the MHA Nation to execute the Oil and Gas Lease on behalf of the MHA Nation, with QEP Energy Company, that was duly negotiated between the parties pursuant to the Indian Mineral Development Act of 1982 (25 U.S.C. § 2101 et seq.) covering 100 net tribal acres, more or less, which includes all Tribal mineral rights located in Section 28, of Township 150 North, Range 92 West, in Mountrail County, State of North Dakota, and more specifically described, as follows:

Township 150 North, Range 92 West, 5th P.M.:

Section 28: E2NE, SWNE, N2SE

Containing 100.00 net acres, more or less.

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



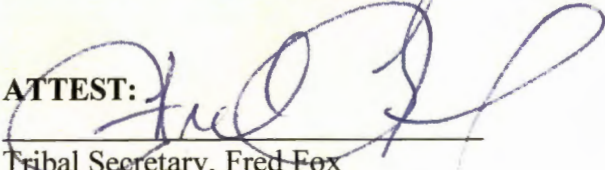
CERTIFICATION

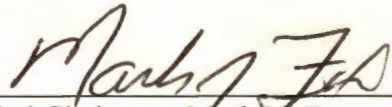
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 6 were present at a Special Meeting thereof duly 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 Fox
Tribal Business Council


Tribal Chairman, Mark N. Fox
Tribal Business Council