



**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 Marathon Oil Company for the Red Feather Expansion and Flowline project”

- 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, 2017, 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 17, 2017, Marathon Oil Company (“Marathon”) 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 Marathon is, as follows:

Red Feather Expansion project: Marathon is expanding the Red Feather Well Pad Location by constructing a new Six (6) well pad next to the existing pad and fencing both pads in together.

- 1) Atkinson USA 31-17TFH
 - 2) Bruhn USA 21-17H
 - 3) Driftwood USA 41-17H
 - 4) Miriam USA 11-17TFH
 - 5) Rochelle USA 21-17TFH
 - 6) Turkey Feet USA 41-17TFH
- (Well names are subject to change)*

LOCATION: Allotment 397A, SENW of Section 8, and Allotment 3072, SWNE of Section 8, T150N-R93W, Allotment

ACRES FENCED-IN: 13 acres total, being 12.62 acres from Allotment 397A and 0.38 acres from Allotment 3072

FLOWLINE: Up to Four (4) flowlines connecting the existing Red Feather well pad to the Expansion Project, aka Atkinson pad. The pipeline will be within Marathon’s Fenced-In location, the distance of the flowline shall be 175.19’ with a 30’ permanent ROW width, being 0.12 acres of land.

DRILLING/SPACING UNIT: Sections 17, 20, 16, & 21 of T150N-R93W

DISTANCE FROM WELLPAD/Pipe: 1,990 ± feet to the 1854 High Water Line; ± feet to the 1854 High Water Line; 2,029 ± feet to the 1854 High Water Line (See Map “B” Quad Access Route, in Exhibit A);

WHEREAS, On June 21, 2017, during the environmental and right-of-way on-sites, Marathon met with the MHA Nation Energy Division to review and consider all other alternatives for the construction and siting of the Red Feather Expansion project; and

WHEREAS, Marathon, in developing the Red Feather Expansion and Flowline Project pursuant to the Setback Variance herein described, has agreed to adhere to the “MHA Nation Energy Department Fort Berthold Indian Reservation Conditions of Approval (COAs),” and;



WHEREAS, The MHA Nation Energy Division reviewed, processed and fully vetted Marathon request for a setback variance for Red Feather Expansion project and has determined that Marathon 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 2, 2017, at a duly held meeting of the Natural Resources Committee, the MHA Nation Energy Division recommended for approval Marathon's setback variance request for Red Feather Expansion project, and the Natural Resources Committee approved Marathon's setback variance request for Red Feather Expansion project.

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council hereby approves the setback variance, attached as Exhibit A, submitted by Marathon for Red Feather Expansion project.

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

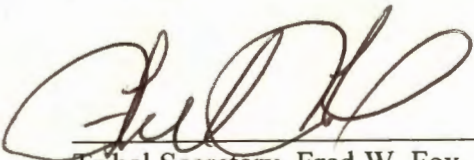
CERTIFICATION

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 15th day of November, 2017, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 1 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

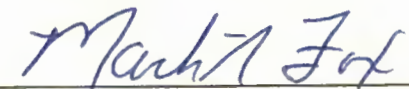
Chairman [X] Voting. [] Not Voting.

Dated this 15th day of November, 2017.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council
Three Affiliated Tribes



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