



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

A Resolution entitled, “Consent to Amend BIA ROW NO. FBOG101213 to add Four Additional Wells on the MOCASSIN CREEK MHA 24-10 Well Pad Submitted by RimRock Oil & Gas 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 (“ROWS”) on Tribal Land are subject to the requirements of tribal law, including Resolution No. 17-117-FWF, 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,** Effective September 1, 2017, RimRock Oil & Gas Williston, LLC (“RimRock”) acquired, through a Purchase Agreement and Assignment, Bill of Sale and Conveyance, all of Whiting’s assets on the Fort Berthold Indian Reservation, including but not limited to leaseholds, equipment, records, permits, rights-of-way, and pending rights-of way, and on a contractual basis, Whiting continued to operate said assets for RimRock until January 1, 2018; and



WHEREAS, On February 7, 2018, the Tribal Business Council passed Resolution No. 18-019-FWF entitled “Consent to Approval of a Right-of-Way across Tribal land for the MC MHA 24-10TFH, MC MHA 24-10H, MC MHA 24-10-2H Project Submitted by Whiting Oil and Gas Corporation” (“Whiting”), for one well pad, three well bores and an access road across certain Tribal tract in Allotment T1965 (100% Tribal interest) in Section 10, Township 147 North, Range 93 West, in Dunn County, North Dakota; and

WHEREAS, On March 6, 2018, RimRock provided the BIA supporting documentation regarding the assignment of BIA rights-of-way from Whiting to RimRock, as a result of the September 1, 2017 Purchase Agreement and Assignment, Bill of Sale and Conveyance, including detailed lists of all approved rights-of-way and rights-of-way “in process” and requested BIA to transfer all BIA ROWs on both lists from Whiting to RimRock; and

WHEREAS, The transfer of the approved ROWs and ROWs in process from Whiting to RimRock was completed under 25 CFR § 169.207(c) when BIA reviewed a copy of the assignment conveyance agreement and supporting documentation provided by RimRock and recorded said documentation in the Land Title and Records Office on September 17, 2018; and

WHEREAS, July 31, 2018, the Bureau of Indian Affairs (“BIA”) granted to RimRock BIA ROW No. FBOG101213 for a term of twenty (20) years for the following purposes: the MOCCASIN CREEK MHA 24-10H, MOCCASIN CREEK MHA 24-10TFH and MOCASSIN CREEK MHA 24-10-2H Well Location and Access Road over and across the following described lands located in the Dunn, North Dakota, as follows:

Township 147 North, Range 93 West, Fifth P.M.

Tribal Tract # T1965 – SE¼ SW¼ Section 10

(1.50 acres of access road disturbance and 7.43 acres well pad disturbance)

Tract # 1030A - SW¼ SE¼ Section 10

(1.21 acres of access road disturbance)

Tract # 1030A - NW¼ NE¼ Section 15

(0.35 acres of access road disturbance)

- Said ROW is limited to and more particularly described to be an access road 1055.70 feet in length, 20 feet in width, comprising of 3.06 acres of disturbance and 7.43 acres of surface disturbance for a well location. Total well location and access road ROW contains 10.49 acres; and

WHEREAS, On July 18, 2018, RimRock submitted an MHA ROW consent application to amend FBOG101213 to add four (4) additional well bores: (i) MC MHA 24-10-



2TFH, (ii) MC MHA 24-10-3H, (iii) MC MHA 24-10-3TFH, and (iv) MC MHA 24-10HU, on the MC MHA 24-10 Well Pad, with no additional acreage disturbance, across certain tribal tracts in Allotment T1965 (100% Tribal interest), in Section 10, Township 147 North, Range 93 West, in Dunn County, North Dakota as more particularly described in Appendix A.1.; and

WHEREAS, The ROW application, submitted by RimRock Oil & Gas Williston, LLC to amend FBOG101213 to add four (4) additional well bores: (i) MC MHA 24-10-2TFH, (ii) MC MHA 24-10-3H, (iii) MC MHA 24-10-3TFH, and (iv) MC MHA 24-10HU on the MC MHA 24-10 Well Pad, described above, has been reviewed and recommended for approval by the MHA Natural Resources Department and the MHA Nation Energy Division in accordance with the MHA Nation's approved procedure for authorizing ROWs on Tribal Land; and

WHEREAS, Pursuant to fees established and set forth in Resolution No. 17-117-FWF, the projected compensation to the MHA Nation for this ROW application is \$20,000.00; and

WHEREAS, On August 14, 2018, at a duly held meeting of the Natural Resources Committee ("NRC"), the MHA Nation Energy Division recommended for approval of RimRock Oil & Gas Williston, LLC ROW application and consent request to amend FBOG101213 to add four (4) additional well bores: (i) MC MHA 24-10-2TFH, (ii) MC MHA 24-10-3H, (iii) MC MHA 24-10-3TFH, and (iv) MC MHA 24-10HU, on the MC MHA 24-10 Well Pad, with no additional acreage disturbance, across certain tribal tracts in Allotment T1965 (100% Tribal interest), in Section 10, Township 147 North, Range 93 West, in Dunn County, North Dakota, more fully described herein, and in the attached Appendix A.1., and the NRC approved RimRock Oil & Gas Williston, LLC's application and forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, Subject to RimRock Oil & Gas Williston, LLC agreement to the execution of the MHA Right-of-Way Application and Terms and Conditions, as listed therein, and payment of ROW fees, the Tribal Business Council hereby approves the following ROW application, attached as Appendix A.1, and ROW consent, as follows:

- RimRock Oil & Gas Williston, LLC – To amend FBOG101213 to add four (4) additional well bores: (i) MC MHA 24-10-2TFH, (ii) MC MHA 24-10-3H, (iii) MC MHA 24-10-3TFH, and (iv) MC MHA 24-10HU, on the MC MHA 24-10 Well Pad, with no additional acreage disturbance, across certain tribal tracts in Allotment T1965 (100% Tribal interest), in Section 10, Township 147 North, Range 93 West, in Dunn County, North Dakota.



BE IT FURTHER RESOLVED, In accordance with the MHA Nation Standard Terms and Conditions for Right-of-Ways, the ROW for the Four (4) Additional Wells on the MC MHA 24-10 Well Pad will be subject to a twenty (20) year term, from the date of the BIA's execution of the grant of the ROW for said project; and

BE IT FURTHER RESOLVED, The Tribal Business Council consents to the estimated compensation for this ROW application in the amount of \$20,000.00, which is based on the MHA Nation ROW compensation and application fees established and set forth in Resolution No. 17-117-FWF; and

BE IT FURTHER RESOLVED, In accordance with governing MHA Nation law and policy as well as applicable federal ROW regulations, all ROW grantees must obtain the prior written approval from the MHA Nation before assigning any ROW that contains any Tribal interest, and therefore, the Tribal Business Council does not pre-consent to an assignment of the BIA ROW No. FBOG101213 granted to RimRock Oil & Gas Williston, LLC; and

BE IT FURTHER RESOLVED, The Tribal Business Council does not consent to waive any bond, insurance, or alternative form of security; and

BE IT FURTHER RESOLVED, The MHA Nation Standard Terms and Conditions for Right-of-Ways, executed by RimRock Oil & Gas Williston, LLC and the MHA Nation Energy Division, constitute a written agreement as part of the MHA Nation's consent to the grant of the ROW, and therefore, as provided in 25 CFR §169.107(a), the Tribal Business Council requests Bureau of Indian Affairs to incorporate these terms and conditions into the amended BIA ROW No. FBOG101213; and

BE IT FURTHER RESOLVED, The Tribal Business Council retains the authority, as well as the delegation of authority to the MHA Nation Energy Division and other Tribal departments, to issue fines and set conditions to address and resolve ROW trespass, abandonment, non-use, and other violations, including violations of applicable MHA Nation Standard ROW Terms and Conditions, and further requests the Bureau of Indian Affairs to defer to these remedies, in accordance with the intent and notice provisions in 25 CFR §169.403(a); and

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.



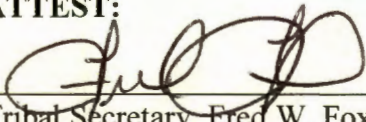
CERTIFICATION

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 Regular Meeting thereof duly called, noticed, convened and held on the 21st day of September, 2018, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

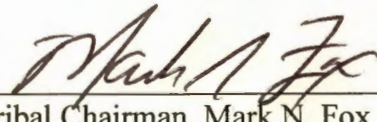
Chairman [X] Voting. [] Not Voting.

Dated this 21st day of September, 2018.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Tribal Chairman, Mark N. Fox
Tribal Business Council

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 >