



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

A Resolution entitled, “*Consent to an Assignment to McKenzie Electric Cooperative of the MHA Nation’s interest in BIA ROW No. FBOG101116, a Right-of-Way for the Otter Woman 34-27 Project, originally granted to WPX Energy 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 and as amended by Resolution No. 18-212-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, On July 13, 2016, the Tribal Business Council passed Resolution No. 16-146-LKH entitled, “*Consent to a Right-of-Way across Tribal land for the Otter Woman 24-37 Well Pad Project Submitted by WPX Energy Williston, LLC*” for an Access Road, Pipeline & Above Ground Appurtenances, Temp. Above Ground Fresh Water Lines, Connecting Flowlines & Above Ground Appurtenances, Utilities, Fiber Optics & Above Ground Appurtenances on Allotment 866A; Well Pad, seven (7) Well bores, Access Road, Pipeline & Above Ground



Appurtenances, Temp. Above-Ground Fresh Water Lines, Connecting Flowlines and Above Ground Appurtenances, Utilities, Fiber Optics & Above Ground Appurtenances on Allotment 865A-A, across certain Tribal lands on 17.92 acres on Allotment 866A (0.1027447091 Tribal interest) and on Allotment 865A-A (0.0512952432 Tribal interest) in Section 5, Township 148 North, Range 93 West, Dunn County, North Dakota; and

WHEREAS, On August 23, 2016, Chairman Mark Fox executed the BIA Consent of Owner's – Grant of Right-of-Way form for the following description of easement: (i) Utilities, Fiber Optics and Above Ground Appurtenances, to be 3,127.62 feet in length or .59 miles, 130 feet in width, and contains 9.33 acres, more or less and (ii) Located on Allotment 866A (0.1027447091 Tribal interest) in Lot 3, 4, S½ NW¼, SW¼ of Section 5, Township 148 North, Range 93W, Dunn County, North Dakota; and

WHEREAS, On August 23, 2016, Chairman Mark Fox executed the BIA Consent of Owner's – Grant of Right-of-Way form for the following description of easement: (i) Utilities, Fiber Optics and Above Ground Appurtenances, to be 74.63 feet in length or 0.014 miles, 130 feet in width, and contains .22 acres, more or less located and (ii) Located on Allotment 865A-A (0.0512952432 Tribal interest) in Lot 1, 2, N½ NW¼ SE¼, S½ NE¼ of Section 5, Township 148 North, Range 93W, Dunn County, North Dakota; and

WHEREAS, On June 15, 2017, the Bureau of Indian Affairs ("BIA") granted to WPX Energy Williston, LLC, BIA ROW No. FBOG101116 for the following purposes, specifically: a right-of-way for the OTTER WOMAN 34-27 Utilities, Fiber Optics, and Above Ground Appurtenances, over land embraced within a right-of-way situated on the following described lands located in the County of Mountrail, North Dakota:

Township 148 North, Range 93 West, Fifth P.M.

Tribal Tract #865A-A – Lot 2 of Section 5

(0.23 acres of utility corridor disturbance)

Tribal Tract #866A – Lots 3 & 4 of Section 5

(9.33 acres of utility corridor disturbance)

Tract #2190 – Lot 1, SE¼ NE¼ of Section 6

(2.92 acres of utility corridor disturbance)

- Said ROW is limited to and more particularly described to be an access road 4,180.81 feet in length, 130 feet in width, comprising 12.48 acres of disturbance;
- The term of the ROW is twenty (20) years, so long as the ROW is used for the purpose above specified PROVIDED, that this ROW may be cancelled by the



Tribe and Grantee under any negotiated remedies provided in applicable federal regulations; and

WHEREAS, On August 24, 2018, WPX Energy Williston, LLC submitted an application to the MHA Nation Energy Division seeking the MHA Nation's consent to assign to McKenzie Electric Cooperative, the MHA Nation's interest in BIA ROW No. FBOG101116 for the Otter Woman 34-27 Project, for Utilities, Fiber Optic, and Above Ground Appurtenances, across certain Tribal tracts in Allotment 866A (0.1027447091 Tribal interest) in Lots 3 & 4, S $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ of Section 5, Township 148 North, Range 93W, and Allotment 865A-A (0.0512952432 Tribal interest) in Lots 1, 2, N $\frac{1}{2}$ NW $\frac{1}{4}$ SE $\frac{1}{4}$, S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 5, Township 148 North, Range 93W, both allotments located in Dunn County, North Dakota, as more particularly described in Appendix A.1.; and

WHEREAS, The ROW Assignment application, submitted by WPX Energy Williston, LLC for the Otter Woman 34-27 Project, 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, The MHA Nation's processing fee for this ROW assignment application is \$3,500.00; and

WHEREAS, On September 4, 2018, at a duly held meeting of the Natural Resources Committee ("NRC"), the MHA Nation Energy Division recommended approval of WPX Energy Williston, LLC's application and consent to assign the MHA Nation's interest in BIA ROW No. FBOG101116 for the Otter Women 43-27 Project to McKenzie Electric Cooperative, and the NRC forwarded WPX Energy Williston, LLC's request to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, That the Tribal Business Council hereby approves WPX Energy Williston, LLC's request for the MHA Nation to consent to the assignment its interest in ROW No. FBOG101116 to McKenzie Electric Cooperative, as follows:

- WPX Energy Williston, LLC – Assignment of the MHA Nation's interest in BIA ROW No. FBOG101116 for the Otter Woman 34-27 Project, for Utilities, Fiber Optic, and Above Ground Appurtenances, across certain Tribal tracts in Allotment 866A (0.1027447091 Tribal interest) in Lots 3 & 4, S $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ of Section 5, Township 148 North, Range 93W, and Allotment 865A-A (0.0512952432 Tribal interest) in Lots 1, 2, N $\frac{1}{2}$ NW $\frac{1}{4}$ SE $\frac{1}{4}$, S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 5, Township 148 North, Range 93W, both allotments located in Dunn County, North Dakota; and



BE IT FURTHER RESOLVED, In accordance with the MHA Nation Standard Terms and Conditions for Right-of-Ways, the ROW for the Otter Woman 34-27 Project will remain subject to a twenty (20) year term, from the date of the BIA's execution of the original grant of the ROW for said project; and

BE IT FURTHER RESOLVED, That the MHA Nation's consent to an assignment of its interest in ROW No. FBOG101116 to McKenzie Electric Cooperative, described above, is subject to the MHA Nation Standard Terms and Conditions for Right-of-Ways, which constitutes a written agreement as part of the MHA Nation's consent to the assignment 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 any assignment of the ROW No. FBOG101116; and

BE IT FURTHER RESOLVED, That 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 pertinent Tribal Business Council Resolutions, 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 FURTHER RESOLVED, That the MHA Nation's consent to WPX Energy Williston LLC's assignment of the MHA Nation's interest in BIA ROW No. FBOG101116 for the Otter Woman 34-27 Project to McKenzie Electric Cooperative, is subject to McKenzie Electric Cooperative's agreement to the execution of the MHA Right-of-Way application and the MHA Pipeline Right-of-Way Terms and Conditions, and payment of the MHA Nation's ROW assignment fee of \$3,500.00; and

BE IT FURTHER RESOLVED, That any future assignment of the MHA Nation's interest in BIA ROW No. FBOG101116 requires the prior written consent of the MHA Nation, via a duly passed Resolution of the Tribal Business Council; 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.



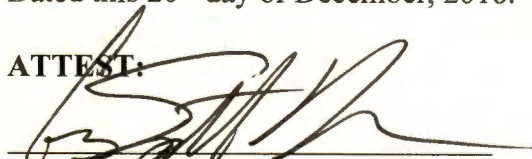
CERTIFICATION

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, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 20th day of December 2018, 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 [] Voting. [X] Not Voting.

Dated this 20th day of December, 2018.

ATTEST:



Acting Tribal Secretary, Cory Spotted Bear
Tribal Business Council



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 >