



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

A Resolution Entitled, "Approval of Assessment of Civil Fine on RimRock Oil & Gas Williston, LLC for Trespass of BIA ROW No. FBOG100247 for the Skunk Creek 16-2 Well Pad and Consent to Amend BIA ROW No. FBOG100247 to add Three Additional Wells on the Skunk Creek 16-2 Well Pad."

WHEREAS, This Three Affiliated Tribes having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-Laws pursuant to said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribes 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, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Article VI, Section 5 (d) of the Constitution of the Three Affiliated Tribes empowers the Tribal Business Council to negotiate with the Federal government on behalf 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 February 10, 2011, MHA Nation Tribal Business Council Member and Secretary V. Judy Brugh executed the Bureau of Indian Affairs (“BIA”) “Consent of Owner’s - Grant of Right-of-Way” across certain trust lands on Allotment No. T2089, SE1/4 of Section 2, Township 148 North, Range 93 West of the 5th Principal Meridian, Dunn County, North Dakota (100% Tribal Interest); and

WHEREAS, Consent of Owner’s – Grant of Right-of-Way includes the following description of easement: (1) A strip of land 100 feet in width and 2,271.71 feet long (encompassing 2.07 acres of disturbance in Allotment No. T2089) in SE1/4 Section 2, T148N R92W; and (2) A piece of land approximately 350 feet by 500 feet and 4.02 acres encompassing approximately 5.89 acres of disturbed area within the barbed wire fence on allotment T2089; and

WHEREAS, On August 31, 2011, the Bureau of Indian Affairs (“BIA”) granted ROW No. FBOG100247 for construction of the Well Pad for the Skunk Creek 16-2 on the following Tribal tracts on the Fort Berthold Indian Reservation (“FBIR”):

- Allotment No. T2089, SE1/4 of Section 2, Township 148 North, Range 93 West of the 5th Principal Meridian, Dunn County, North Dakota (5.89 acres of surface disturbance inside barbed wire fence for well pad and 2.07 acres of access road); and

WHEREAS ROW No. FBOG100247 is limited to and more particularly described to be an access road 2,271.71 feet in length, 100 feet in width, and a well pad 350 feet by 500 feet, and 4.02 acres in total area for the well pad, altogether comprising 5.89 acres of surface disturbance inside barbed wire fence for well pad; and

WHEREAS, On December 10, 2014, Kodiak amended its corporate articles changing its name to Whiting Resources Corporation (“Whiting”) and through operation of law assigned the ROW No. FBOG100247 to Whiting; and

WHEREAS, In July 2014, by operation of law transferred the assignment of ROW No. FBOG100247 from Kodiak to Whiting; 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 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, On August 14, 2018, RimRock Oil & Gas Williston, LLC submitted a ROW application to amend BIA ROW No. FBOG100247 to add three (3) additional well bores: (i) Skunk Creek 16-2-3-13H3U, (ii) Skunk Creek 16-2-3-13HA, and (iii) Skunk Creek 16-2-10-4HU, and continued use of the 3.61 acres not originally approved under BIA ROW No. FBOG100247 on the Skunk Creek 16-2 Pad, across certain Tribal tracts on Allotments 301 T2089 (100% Tribal interest), in SE1/4 Section 2, Township 148 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 for the addition of three (3) wells on the Skunk Creek 16-2 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, In March 2018, RimRock Oil & Gas Williston, LLC discovered that the original pad construction was larger than the original ROW, thus causing disturbance totaling 11.57 acres, exceeding the parameters of BIA ROW No. FBOG100247 by 3.61 acres (1.22 acres for fenced area of well pad, 0.20 acres outside of fenced area to total 1.42 for well pad and 2.19 acres for the access road), thereby creating a trespass violation; and

WHEREAS, July 23, 2018, RimRock Oil & Gas Williston, LLC met with the MHA Nation Energy Division to report the trespass matter described above, and discuss resolution of said trespass; and

WHEREAS, On September 4, 2018, at a duly held meeting of the Natural Resources Committee (“NRC”), the MHA Nation Energy Division presented to the NRC its findings regarding the trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100247, and RimRock Oil & Gas Williston,



LLC representatives were also in attendance at the NRC meeting and were given an opportunity to be heard; and

WHEREAS, Based on all of the facts and circumstances provided to the NRC, the NRC imposed a \$180,500.00 (\$50,000 per acre of trespass) fine for RimRock Oil & Gas Williston, LLC's trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100247, and directed that RimRock Oil & Gas Williston, LLC must pay the fine within three (3) weeks; and

WHEREAS, Alternative resolution of ROW violations is consistent with intent and spirit of BIA Right-of-Way Regulations codified at 25 C.F.R. 169 Subpart F, which recognizes deference to Tribal decision-making and negotiated remedies; 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 \$15,000.00 for three (3) additional well bores (\$5,000.00 for each additional well bore) and \$12,635 for the additional 3.61 acreage (\$3,500.00 per acre of additional disturbance) for a total of \$27,635.00; and

WHEREAS, Provided that RimRock Oil & Gas Williston, LLC remits timely payment of civil fine for the above described trespass violation of BIA ROW No. FBOG100247, the NRC, at a duly held meeting on September 4, 2018, approved RimRock Oil & Gas Williston, LLC's ROW application and consent request to amend BIA ROW No. FBOG100247 to add three (3) additional well bores: (i) Skunk Creek 16-2-3-13H3U, (ii) Skunk Creek 16-2-3-13HA, and (iii) Skunk Creek 16-2-10-4HU, on the Skunk Creek 16-2 and continued use of the 3.61 acres not originally approved under BIA ROW No. FBOG100247 on the Skunk Creek 16-2 Pad, across certain Tribal tracts on Allotments 301 T2089 (100% Tribal interest), in SE1/4 Section 2, Township 148 North, Range 93 West, in Dunn County, North Dakota, more fully described herein, and in the attached Appendix A.1., and the NRC forwarded RimRock Oil & Gas Williston, LLC's application to the Tribal Business Council for final action.

NOW THEREFORE BE IT FURTHER RESOLVED, That the Tribal Business Council hereby approves the action of the Natural Resources Committee to impose on RimRock Oil & Gas Williston, LLC a \$180,500.00 civil fine for a trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100247; and

BE IT FURTHER RESOLVED, Provided that RimRock Oil & Gas Williston, LLC timely remits payment for the trespass violation of BIA ROW No. FBOG100247, described herein, and subject to RimRock Oil & Gas Williston, LLC's 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 BIA ROW No. FBOG100247 to add three (3) additional well bores: (i) Skunk Creek 16-2-3-13H3U, (ii) Skunk Creek 16-2-3-13HA, and (iii) Skunk Creek 16-2-10-4HU, on the Skunk Creek 16-2 and continued use of the 3.61 acres not originally approved under BIA ROW No. FBOG100247 on the Skunk Creek 16-2 Pad, across certain Tribal tracts on Allotments 301 T2089 (100% Tribal interest), in SE1/4 Section 2, Township 148 North, Range 93 West, 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 three (3) Additional Wells on the Skunk Creek 16-2 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 hereby consents to the estimated compensation for this ROW application in the amount of \$27,635.00, which is based on the MHA Nation ROW compensation for the three (3) additional well bores (\$5,000.00 for each additional well bore) and continued utilization of an additional 3.61 acres for the well pad not previously approved under BIA ROW No. FBOG100247 (\$3,500.00 per acre of additional disturbance), pursuant to the 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. FBOG100247 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, constituent 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. FBOG100247; 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.

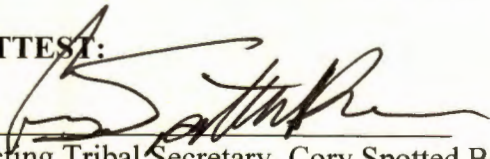
CERTIFICATION

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, 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.

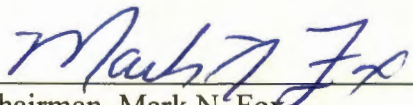
Chairman [] Voting. [X] Not Voting.

Dated this 20th day of December, 2018.

ATTEST:



Acting Tribal Secretary, Cory Spotted Bear
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council