



**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. FBOG100810 for the Blanca Well Pad Expansion Project Submitted by Bruin E&P Operating, 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. 13-109-VJB (Establishing Standardized Minimum Rates for Oil and Gas Lease Bonus, Royalties and Road and Pipeline Easements), 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), Resolution No. 17-117-FWF (Approval of Fee Structure), Resolution No. 18-212-FWF (Amending Fee Structure); and
- WHEREAS,** On April 15, 2013, then MHA Nation Tribal Business Council Member and Secretary V. Judy Brugh executed the BIA “CONSENT OF OWNER’S - GRANT RIGHT OF WAY” form for a Well Pad on Allotment No. 301 1118A (43.02083333% Tribal interest), Township 148 North, Range 94 West, Section 19, Dunn County, North Dakota, Section 19: Lot 03, Lot 04 E/2 SW/4 E/4; for the following easement: (1) a strip of land 100 feet in width and 1,371.28 feet long encompassing approximately 3.024 acres in the SE¼ SW¼ of Section 19,



Township 148 North, Range 94 West; and (2) a piece of land approximately 355 feet wide running north and south, and 625 feet long encompassing approximately 8.383 acres of disturbed area for a quad pad, running east and west across the S $\frac{1}{2}$ SW $\frac{1}{4}$ in Section 17, Township 148 North, Range 94 West, Dunn County; the Grant of Right-of-Way is for the Fort Berthold 148-94-19C-18-4H, Fort Berthold 148-94-19C-18-5H, Fort Berthold 148-94-30B-31-4H and Fort Berthold 148-94-30B-31-5H) wells; this ROW shall include a subsurface easement from the lateral to drill the Fort Berthold 148-94-30B-31-4H and Fort Berthold 148-94-30B-31-5H wells; and

WHEREAS, On December 26, 2013, the Bureau of Indian Affairs (“BIA”) granted to Halcon Williston I, LLC, BIA ROW No. FBOG100810 for an Access Road and a Well Pad for Fort Berthold 148-94-19C-18-4H, Fort Berthold 148-94-19C-18-5H, Fort Berthold 148-94-30B-31-4H and Fort Berthold 148-94-30B-31-5H) wells, in Allotment 1118A, in Lot 4, SE $\frac{1}{4}$ SW $\frac{1}{4}$ SE $\frac{1}{4}$ SW $\frac{1}{4}$ SW $\frac{1}{2}$ of Section 19 of Township 148 North, Range 94 West, in Dunn County, North Dakota as more particularly described in Appendix A.1.; and

WHEREAS, BIA ROW No. FBOG100810 is limited to and more particularly described to be an access road 1,317.28 feet in length and 100 feet in width for a total of 3.024 acres, and a well pad 355 feet by 625 feet for a total of 8.383 disturbed well pad acres, both totaling 11.407 total acres; and

WHEREAS, Effective as of June 1, 2017, Bruin Williston Holdings, LLC acquired the above referenced Blanca Well Pad and Access Road pursuant to that certain Agreement of Sale and Purchase by and among Halcón Energy Properties, Inc., Halcón Operating Co., Inc., HRC Operating, LLC and HRC Energy, LLC, as Sellers, Halcón Williston I, LLC and Halcón Williston II, LLC, as Companies, and Bruin Williston Holdings, LLC, as Purchaser, and Halcón Resources Corporation (for limited purposes), as amended (the “Agreement”); and

WHEREAS, In connection with the Agreement, Bruin Williston Holdings, LLC acquired Halcón Williston I, LLC and Halcón Williston II, LLC and changed the name of such entities to Bruin Williston I, LLC and Bruin Williston II, LLC and Bruin E&P Operating, LLC became the operating entity for any assets owned by the Bruin Williston I, LLC and Bruin Williston II, LLC; and

WHEREAS, On October 23, 2018, Bruin E&P Operating, LLC (“Bruin”) submitted a ROW application and consent request to amend BIA ROW No. FBOG100810 for the Blanca Well Pad Expansion Project, to expand the well pad and add sixteen (16) wells, across certain tribal tracts in Allotment 1118A (43.02083333% Tribal interest), in Section 19, Township 148 North, Range 94 West, in Dunn County, North Dakota as more particularly described in Appendix A.1.; and



WHEREAS, The ROW for this application consists of 10.687 total disturbed acres, to expand the well pad; 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 \$43,020.00; and

WHEREAS, The ROW application, submitted by Bruin for the Blanca Well Pad Expansion 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, On November 13, 2018, at a duly held meeting of the Natural Resources Committee ("NRC"), the MHA Nation Energy Division recommended for approval of Bruin's ROW application and consent request for the Blanca Well Pad Expansion Project, more fully described herein, and in the attached Appendix A.1., and the NRC approved Bruin's application and forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, Subject to Bruin E&P Operating, 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:

- Bruin E&P Operating, LLC – To amend BIA ROW No. FBOG100810 for the Blanca Well Pad Expansion Project, to expand the well pad and add sixteen (16) wells, across certain tribal tracts in Allotment 1118A (43.02083333% Tribal interest), in Section 19, Township 148 North, Range 94 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 Tribal Business Council consents to the ROW application and consent request for the Blanca Well Pad Expansion Project, as described herein, provided that such ROW 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.

BE IT FURTHER RESOLVED, The Tribal Business Council consents to the estimated compensation for this ROW application in the amount of \$43,020.00, which is based on the MHA Nation ROW compensation and application fees established and set forth in Resolution No. 17-117-FWF.



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 ROW for the Blanca Well Pad Expansion Project.

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

BE IT FURTHER RESOLVED, The MHA Nation Standard Terms and Conditions for Right-of-Ways, executed by Bruin 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 ROW grant for the Blanca Well Pad Expansion Project.

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).

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.

(SIGNATURE PAGE TO FOLLOW)



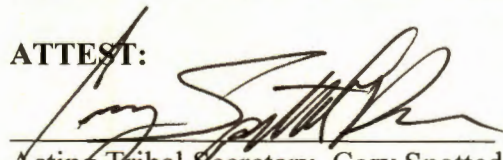
CERTIFICATION

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.

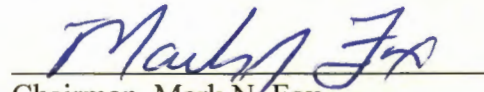
Chairman [] Voting. [X] Not Voting.

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 >