



**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 Four Bears USA Project.”

WHEREAS, This Mandan, Hidatsa, and Arikara Nation (the “MHA Nation” or “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 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 Business 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 one-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 Energy Division 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 and adverse environmental effect upon the Missouri River or the Little Missouri River”; and

WHEREAS, Applications for setback variance requests on the FBIR are subject to other requirements of tribal law, including 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), and Resolution No. 18-212-FWF (Amending Fee Structure establishing setback variance processing fee); and

WHEREAS, On September 21, 2018, Marathon Oil Company (“Marathon”) submitted to the MHA Nation Energy Division a setback variance request for the Four Bears USA Project, as set forth in Exhibit A, and more specifically as follows:

FOUR BEARS USA WELL PAD: Drilling and completing up to seven (7) wells within one-half (½) mile of Lake Sakakawea.

LOCATION: N2SW4 of Section 17, Township 152 North, Range 93 West, 5th P.M., McKenzie County, North Dakota.

ACRES OF DISTURBANCE: Well pad fenced-in 10.00 acres and access road and multiuse corridor 1.50 acres.

DRILLING SPACING UNITS:

1,280 acre DSU: All of Sections 15 & 16, Township 152 North, Range 93 West.

2,560 acre DSU: All of Sections 9, 10, 15, & 16, Township 152 North, Range 93 West.

DISTANCE FROM WELL PAD: Two Thousand Three Hundred Eighty (2,380’) Feet to the High Water Mark of Lake Sakakawea; and

WHEREAS, On September 28, 2018, Marathon met with the MHA Nation Energy Division to review and consider all other alternatives for the construction and siting of the Four Bears USA Project; and

WHEREAS, The MHA Nation Energy Division reviewed, processed and fully vetted EOG request for a setback variance for the Four Bears USA 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 November 13, 2018, at a duly held meeting of the Natural Resources Committee (“NRC”), the MHA Energy Division recommended approval of Marathon’s setback variance request for the Four Bears USA project, the NRC approved said request, and forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council hereby approves Marathon’s setback variance request for the Four Bears USA project, as set forth in Exhibit A, and more specifically as follows:



FOUR BEARS USA WELL PAD: Drilling and completing up to seven (7) wells within one-half (1/2) mile of Lake Sakakawea.

LOCATION: N2SW4 of Section 17, T152N-R93W, 5th P.M., McKenzie County, North Dakota.

ACRES OF DISTURBANCE: Well pad fenced-in 10.00 acres and access road and multiuse corridor 1.50 acres.

DRILLING SPACING UNITS:

1,280 acre DSU: All of Sections 15 & 16, T152N-R93W.

2,560 acre DSU: All of Sections 9, 10, 15, & 16, T152N-R93W.

DISTANCE FROM WELL PAD: Two Thousand Three Hundred Eighty (2,380') Feet to the High Water Mark of Lake Sakakawea; and

BE IT FURTHER RESOLVED, Pursuant to Resolution No. 18-212-FWF, approval of the setback variance described herein is subject to a processing fee in the amount of \$3,000.00; and

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

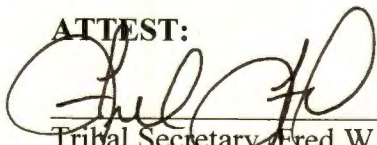
CERTIFICATION

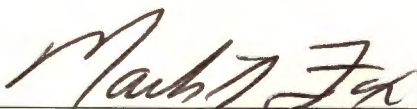
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 10th day of January, 2018, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 1 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [X] Voting. [] Not Voting.

Dated this 10th day of January, 2018.

ATTEST:


Tribal Secretary, Fred W. Fox
Tribal Business Council


Chairman, Mark N. Fox
Tribal Business Council