



**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 ONEOK Rockies
Midstream, LLC for the Axell USA CTB."***

- WHEREAS,** This Mandan Hidatsa and Arikara Nation (the "MHA Nation"), 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 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 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 Nation Tribal Energy Office 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 an adverse environmental effect upon the Missouri River or the Little Missouri River"; and
- WHEREAS,** Applications for setback variances 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 (Establishing a setback variance processing fee); and

WHEREAS, On July 10, 2018, ONEOK Rockies Midstream, LLC (“ONEOK”) submitted to the MHA Nation Energy Division a request for a Setback Variance, as set forth in Exhibit A; and

WHEREAS, The specific Setback Variance requested by ONEOK is, as follows:

PAD/PROJECT NAME: Axell USA CTB Project, for a pipeline and necessary and incident facilities, equipment and appurtenances, including but not limited to valves and markers, for the transportation of oil, gas, petroleum products, water, brine, and/or any other liquids, gases, or substances which can be transported through pipelines, to connect the Axell USA CTB well site to existing pipeline infrastructure.

LOCATION: (FEE LAND):

Township 151 North, Range 93 West Section 20: S2SW4
Township 151 North, Range 93 West Section 29: NW4NW4
Township 151 North, Range 93 West Section 30: E2NE4
Mountrail County, North Dakota.

ACRES OF DISTURBANCE: +/- 8.16 acres.

DRILLING/SPACING UNIT: N/A.

DISTANCE FROM WELLPAD/PIPELINE: 995.37 ± feet and 792.54 ± feet to the 1854 High Water Line; and

WHEREAS, On August 12, 2018, ONEOK met with the MHA Nation Energy Division to review and consider all other alternatives for the construction and siting of the Axell USA CTB Project; and

WHEREAS, The MHA Nation Energy Division reviewed, processed and fully vetted ONEOK’s request for a setback variance for the Axell USA CTB pipeline and has determined that ONEOK 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 Energy Committee (“EC”), the MHA Nation Energy Division recommended approval of ONEOK’s setback variance request for Axell USA CTB Project, and the Natural Resources



Resolution No. 19-015-FWF

Committee approved ONEOK's setback variance request for Axell USA CTB Project.

NOW THEREFORE BE IT RESOLVED, the Tribal Business Council hereby approves the setback variance, attached as Exhibit A, submitted by ONEOK for the Axell USA CTB Project, as follows:

PAD/PROJECT NAME: Axell USA CTB Project, for a pipeline and necessary and incident facilities, equipment and appurtenances, including but not limited to valves and markers, for the transportation of oil, gas, petroleum products, water, brine, and/or any other liquids, gases, or substances which can be transported through pipelines, to connect the Axell USA CTB well site to existing pipeline infrastructure.

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Mountrail County, North Dakota.

ACRES OF DISTURBANCE: +/- 8.16 acres.

DRILLING/SPACING UNIT: N/A.

DISTANCE FROM WELLPAD/PIPELINE: 995.37 ± feet and 792.54 ± feet to the 1854 High Water Line; 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.

(SIGNATURE PAGE TO FOLLOW)



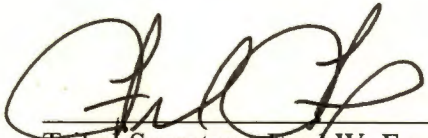
CERTIFICATION

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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 14th day of February, 2019, 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.

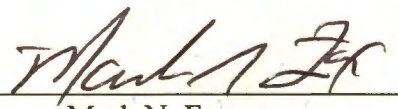
Chairman [X] Voting. [] Not Voting.

Dated this 14th day of February, 2019.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council

