



**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. FBOG100082 for the Charging Eagle 15-14 Well Pad and Consent to Amend BIA ROW No. FBOG100082 to Add One Additional Well on the Charging Eagle 15-14 Well Pad Submitted by RimRock Oil & Gas 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. 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), and Resolution No. 18-212-FWF (Amending Fee Structure); and

WHEREAS, On May 8, 2009, 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" application submitted by Kodiak Oil and Gas (USA) ("Kodiak") across certain Trust lands on Allotment No. T2198 (100% Tribal



Interest) located in E½ of Section 14, Township 147 North, Range 92 West, Dunn County, North Dakota; and

WHEREAS, The Consent of Owner’s – Grant of Right-of-Way described above includes the following description of easement: “ROW (Access Road) to access oil and gas well site also including construction and use of electrical lines”; and

WHEREAS, On August 31, 2011, the Bureau of Indian Affairs (“BIA”) granted ROW No. FBOG100082 for the Charging Eagle 15-14H and Charging Eagle 15-14-23H Well Location and Access on the following Tribal tracts on the Fort Berthold Indian Reservation (“FBIR”):

- Allotment No. T2198 (100% Tribal Interest) located in SW¼ SE¼ of Section 14, Township 147 North, Range 92 West, the 5th Principal Meridian, Dunn County, North Dakota (0.61 acres [for] access road and 3.75 acres of surface [for] well pad and); and

WHEREAS BIA ROW No. FBOG100082 is limited to and more particularly described to be an access road 535 feet in length, 50 feet in width, and a well pad 300 feet by 500 feet, and 4.36 acres in total area; a fifty foot wide right-of-way is hereby granted across the aforementioned trust property along with 3.75 acres of surface disturbance for the 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 BIA ROW No. FBOG100082 to Whiting; and

WHEREAS, In July 2014, by operation of law transferred the assignment of BIA ROW No. FBOG100082 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 FBIR, 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, In December 2018, RimRock discovered that the original construction was larger than the original ROW, thus causing disturbance of 5.29 acres for the well pad and 0.83 for the access road, exceeding the parameters of BIA ROW No. FBOG100082 on Allotment T2045 by 1.76 acres (0.22 acres for access road and 1.54 acres for well pad), thereby creating a trespass violation; and

WHEREAS, January 23, 2019, RimRock representative met with the MHA Nation Energy Division to report the trespass matter described above, and discuss resolution of said trespass; and

WHEREAS, On January 23, 2019, RimRock submitted a ROW application to amend BIA ROW No. FBOG100082 to add one (1) additional well bore: (i) Basically 15-14TFH, and (ii) continued use of the 1.76 acres (0.22 acres for access road and 1.54 acres for well pad) not originally approved under BIA ROW No. FBOG100082 and (iii) a fifteen foot (15') wide corridor along the existing access road for an aboveground temporary waterline approximately 535 feet long (0.18 acres) not originally approved under BIA ROW No. FBOG100082 on the Charging Eagle 15-14 Pad, across certain tribal tracts on Allotment No. T2198 (100% Tribal Interest) located in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 14, Township 147 North, Range 92 West, the 5th Principal Meridian, Dunn County, North Dakota, as more particularly described in Appendix A.1.; and

WHEREAS, Pursuant to fees established and set forth in Resolution No. 18-212-FWF, the projected compensation to the MHA Nation for this ROW application is \$5,000.00 for one (1) additional well bore (\$5,000.00 for each additional well bore) and \$6,160.00 for the continued use of 1.76 acres (\$3,500.00 per acre of additional disturbance) and \$150.00 a aboveground temporary waterline approximately 0.18 acres (\$5,000.00 prorated per year per acre) for a total of \$11,310.00, in addition to the one-time application fee; and

WHEREAS, The ROW application, submitted by RimRock to amend BIA ROW No. FBOG100082 to add one (1) well on the Charging Eagle 15-14 Pad, with no additional disturbance, and for the continued use of the additional 1.76 acres not approved by the original BIA ROW No. FBOG100082, and to resolve the current trespass matter, all described above, has been reviewed and recommended for approval by the MHA Nation Energy Division in accordance with the MHA Nation's approved procedure for authorizing ROWs on Tribal Land; and



WHEREAS, On April 17, 2019, at a duly held meeting of the Energy Committee (“EC”), the MHA Nation Energy Division presented to the EC its findings regarding the trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100082, and RimRock 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 EC regarding the above described trespass matter, the EC imposed a \$88,000.00 (\$50,000 per acre of trespass) fine for RimRock’s trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100082, and directed that RimRock 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, Provided that RimRock remits timely payment of civil fine for the above described trespass violation of BIA ROW No. FBOG100082, the EC, at a duly held meeting on April 17, 2019, approved RimRock’s ROW application and consent request to amend BIA ROW No. FBOG100082 to add one (1) additional well bore: (i) Basically 15-14TFH, and (ii) continued use of the 1.76 acres (0.22 acres for access road and 1.54 acres for well pad) not originally approved under BIA ROW No. FBOG100082, and (iii) a fifteen foot (15’) wide corridor along the existing access road for an aboveground temporary waterline approximately 535 feet long (0.18 acres) not originally approved under BIA ROW No. FBOG100082 on the Charging Eagle 15-14 Pad, across certain tribal tracts on Allotment No. T2198 (100% Tribal Interest) located in the SW¼ SE¼ of Section 14, Township 147 North, Range 92 West, the 5th Principal Meridian, Dunn County, North Dakota, more fully described herein, and in the attached Appendix A.1., and the EC forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT FURTHER RESOLVED, The Tribal Business Council hereby approves the action of the Energy Committee to impose on RimRock Oil & Gas Williston, LLC a \$88,000.00 civil fine for a trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100082.

BE IT FURTHER RESOLVED, Provided that RimRock Oil & Gas Williston, LLC timely remits payment for the trespass violation of BIA ROW No. FBOG100082, 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. FBOG100082 to add one (1) additional well bore: (i) Basically 15-14TFH, and (ii) continued use of the 1.76 acres (0.22 acres for access road and 1.54 acres for well pad) not originally approved under BIA ROW No. FBOG100082, and (iii) a fifteen foot (15') wide corridor along the existing access road for an aboveground temporary waterline approximately 535 feet long (0.18 acres) not originally approved under BIA ROW No. FBOG100082 on the Charging Eagle 15-14 Pad, across certain tribal tracts on Allotment No. T2198 (100% Tribal Interest) located in the SW¼ SE¼ of Section 14, Township 147 North, Range 92 West, the 5th Principal Meridian, Dunn County, North Dakota.

BE IT FURTHER RESOLVED, In accordance with the MHA Nation Standard Terms and Conditions for Right-of-Ways, amending BIA ROW No. FBOG100082 to add one (1) Additional Well on the Charging Eagle 15-14 Well Pad will be subject to the term from the originally executed BIA ROW Grant No. FBOG100082.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby consents to the estimated compensation for this ROW application in the amount of \$11,310.00, which is based on the MHA Nation ROW compensation for the one (1) additional well bore (\$5,000.00 for each additional well bore) and continued utilization of an additional 1.76 acres for the well pad not previously approved under BIA ROW No. FBOG100082 (\$3,500.00 per acre of additional disturbance) and a fifteen foot (15') wide corridor along the existing access road for an aboveground temporary waterline approximately 535 feet long (\$5,000.00 prorated per year per acre) not originally approved under BIA ROW No. FBOG100082 on the Charging Eagle 15-14 Pad, and in addition to the one-time application fee, pursuant to the application fees established and set forth in Resolution No. 18-212-FWF.

BE IT FURTHER RESOLVED, The Tribal Business Council requests Bureau of Indian Affairs to retain the original terms and conditions of the original BIA ROW No. FBOG100082.

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. FBOG100082.



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.

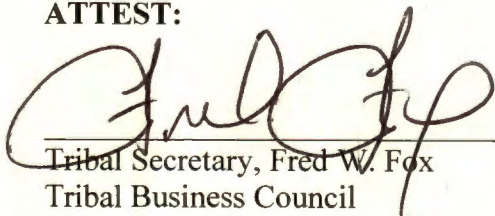
CERTIFICATION

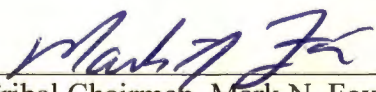
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 9th day of May, 2019, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [] Voting. [X] Not Voting.

Dated this 9th day of May, 2019.

ATTEST:


Tribal Secretary, Fred W. Fox
Tribal Business Council


Tribal Chairman, Mark N. Fox
Tribal Business Council