



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

A Resolution entitled: "Approval of Consent to Amend BIA ROW No. FBOG100220 to Add Four Additional Wells on the Skunk Creek 4-10 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 March 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" application submitted by Kodiak Oil and Gas (USA) ("Kodiak") for well site and access road across certain Trust lands on Allotment No. T1756 (100% Tribal Interest) in the N NE NE SW, N NE NW SW,



NW/4 of Section 10, Township 148 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota; and

WHEREAS, On May 18, 2011, the Bureau of Indian Affairs (“BIA”) granted to Kodiak ROW No. FBOG100220 for the Skunk Creek 4-10-11H Well Location and Access on the following tribal tracts on the Fort Berthold Indian Reservation (“FBIR”):

- Allotment No. T1756 (100% Tribal Interest), located in the NW¼ of Section 10, Township 148 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota (4.02 acres of surface disturbance for well pad and 2.925 acres of access road for a total of 6.945 acres of surface disturbance); 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. FBOG100220 to Whiting; and

WHEREAS, In July 2014, by operation of law transferred the assignment of BIA ROW No. FBOG100220 from Kodiak to Whiting; and

WHEREAS, On December 2, 2015, the Tribal Business Council passed Resolution #15-233-LKH, which approved Whiting’s ROW application to add four additional wells, Skunk Creek 4-10-11-1H, Skunk Creek 4-10-11-1H3, Skunk Creek 4-10-11-8H3 and Skunk Creek 4-10-11-8HA to the Skunk Creek 4-10-11-8H Well Pad, across certain Tribal lands on Allotment T1756 (100% Tribal interest), in Section 10, Township 148 North, Range 93 West, Dunn County, North Dakota; and

WHEREAS, On February 25, 2016, MHA Nation Tribal Business Council Chairman Mark N. Fox executed the Bureau of Indian Affairs (“BIA”) “Consent of Owner’s - Grant of Right-of-Way” application submitted by Whiting to add 2.92 acres additional well pad acreage and three (3) additional wellbores of the Well Pad for the Skunk Creek 4-10 across certain Trust lands on Allotment No. T1756 (100% Tribal Interest) NW/4 of Section 10, Township 148 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota; and

WHEREAS, On February 29, 2016, Whiting filed a Modification of Right-of-Way Application for BIA ROW No. FBOG100220 for the Skunk Creek 4-10-11-8H Well Pad, to add three additional wells (Skunk Creek 4-10-11-1H, Skunk Creek 4-10-11-8H3 and Skunk Creek 4-10-11-8HA), to the original ROW with an addition +/-2.92 acres of disturbance to the original well pad; and

WHEREAS, In processing Whiting’s ROW Application to modify the Skunk Creek 4-10-11-8H, BIA ROW No. FBOG100220, BIA determined that neither Kodiak nor



Whiting constructed the well pad or the access road that were authorized by the original Easement No. FBOG100220, and therefore, the original BIA ROW No. FBOG100220 was subject to termination pursuant to 25 CFR § 169.20 (b) for two consecutive years of nonuse; and

WHEREAS, BIA further determined that it would not act on Whiting's Modification of Right-of-Way Application for then Skunk Creek 4-10-11-8H, ROW No. FBOG100220, until BIA and the MHA Nation addressed the current violation of 25 CFR § 169.20 (b); and

WHEREAS, Whiting requested the MHA Nation to forego termination of BIA ROW No. FBOG100220 and agreed to remit to the additional consideration and compensation; and

WHEREAS, On July 13, 2016, the MHA Nation Tribal Business Council passed Resolution No. 16-144-LKH agreeing to forego termination of BIA ROW No. FBOG100220 for nonuse and approved of Whiting's ROW application and consent to add three (3) additional wells (Skunk Creek 4-10-11-1H, Skunk Creek 4-10-11-8H3 and Skunk Creek 4-10-11-8HA), with an additional +/-2.92 acres of disturbance to the Skunk Creek 4-10-11H Well Pad, subject to Whiting's agreement and payment of \$25,000.00 to maintain the original easement, and \$25,000.00 for the well pad, and \$5,000.00 for each of the additional three wells, with an additional +/-2.92 acres of disturbance; and

WHEREAS, On July 13, 2016, MHA Nation Tribal Business Council Chairman Mark N. Fox executed the Bureau of Indian Affairs ("BIA") "Consent of Owner's - Grant of Right-of-Way" application submitted by Whiting for 2.92 additional well pad acreage and three (3) additional wellbores of the Well Pad for the Skunk Creek 4-10 across certain Trust lands on Allotment No. T1756 (100% Tribal Interest) NW/4 of Section 10, Township 148 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota; and

WHEREAS, On November 1, 2016, the Bureau of Indian Affairs ("BIA") granted a modification to BIA ROW No. FBOG100220 for 2.92 additional well pad acreage and three (3) additional wellbores of the Well Pad for the Skunk Creek 4-10 on the following Tribal tracts on the FBIR:

- Allotment No. T1756 (100% Tribal Interest), located in the NW¼ of Section 10, Township 148 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota (6.94 acres of surface disturbance inside barbed wire fence for well pad and 2.925 acres of access road for a total of 9.865 acres of surface disturbance); and



- WHEREAS** BIA ROW No. FBOG100220 is limited to and more particularly described to be an access road 2.925 acres and well pad of 6.94 acres within the barbed wire fence in Allotment No. T1756; 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**, On February 26, 2019, RimRock submitted a ROW application to amend BIA ROW No. FBOG100220 to add four (4) additional well bores with no additional disturbance: (i) Boardslide 4-10TFH, (ii) Nollie 4-10H, (iii) Nosepress 4-10TFH, and (iv) Shifty 4-10H, on the Skunk Creek 4-10 Pad, across certain tribal tracts on Allotment No. T1756 (100% Tribal Interest) located in the NW¼ of Section 10, Township 148 North, Range 93 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 \$20,000.00 for four (4) additional well bores (\$5,000.00 for each additional well bore), in addition to the one-time application fee; and
- WHEREAS**, The ROW application, submitted by RimRock to amend BIA ROW No. FBOG100220 to add four (4) wells on the Skunk Creek 4-10 Pad, 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 recommended approval of RimRock’s application to amend BIA ROW No. FBOG100220 to add four (4) additional well bores, with no additional disturbance: (i) Boardslide 4-10TFH, (ii) Nollie 4-10H, (iii) Nosepress 4-10TFH, and (iv) Shifty 4-10H, on the Skunk Creek 4-10 Pad, across certain tribal tracts on Allotment No. T1756 (100% Tribal Interest) located in the NW¼ of Section 10, Township 148 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota, and the EC forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, 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. FBOG100220 to add four (4) additional well bores, with no additional disturbance: (i) Boardslide 4-10TFH, (ii) Nollie 4-10H, (iii) Nosepress 4-10TFH, and (iv) Shifty 4-10H, on the Skunk Creek 4-10 Pad, across certain tribal tracts on Allotment No. T1756 (100% Tribal Interest) located in the NW¼ of Section 10, Township 148 North, Range 93 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 the BIA ROW No. FBOG100220 to add four (4) Additional Wells on the Skunk Creek 4-10 Well Pad will be subject to the term of the originally executed BIA ROW Grant No. FBOG100220.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby consents to the estimated compensation for this ROW application in the amount of \$20,000.00, which is based on the MHA Nation ROW compensation for the four (4) additional well bores (\$5,000.00 for each additional well bore), 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. FBOG100220.

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 amendment, 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. FBOG100220.

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.

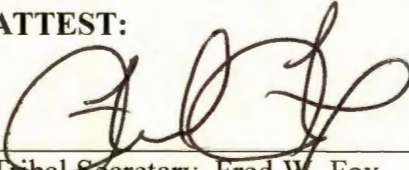
CERTIFICATION

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.

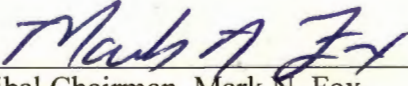
Chairman [] Voting. [X] Not Voting.

Dated this 9th day of May, 2019.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Tribal Chairman, Mark N. Fox
Tribal Business Council