



**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. FBOG100842 for the Two Shields Butte 13-22 Well Pad and Consent to Amend BIA ROW No. FBOG100842 to add Four Additional Wells on the Two Shields Butte 13-22 Well Pad."

WHEREAS, This 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 pursuant to said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribes (or "Tribes") generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, Article VI, Section 5 (d) of the Constitution of the Three Affiliated Tribes empowers the Tribal Business Council to negotiate with the Federal government on behalf 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 1, 2013, 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 & Gas Corp across certain Trust lands on Allotment No. T636A (100% Tribal Interest) located in S½ of Section 27, Township 149 North, Range 92 West, Dunn County, North Dakota; and

WHEREAS, The Consent of Owner’s – Grant of Right-of-Way for Allotment No. T636A, described above, includes the following description of easement:

1. A strip of land 100 feet in width and 458.98 feet long in the NW2SW4 of Section 27, T149N, R92W, encompassing approximately 1.05 acres of disturbed area.
2. As a condition of said consent, it shall be required that language be added to said right of way as follows: Nothing in this grant of right of way shall diminish or be construed to diminish the jurisdiction and sovereign authority of the Three Affiliated Tribes over the above described lands and the Tribe hereby retains its jurisdiction and sovereign authority over said lands; and

WHEREAS, On May 1, 2013, 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 & Gas Corp across certain Trust lands on Allotment No. 1561 (13.2% Tribal Interest) located in E½ NW¼ of Section 27, Township 149 North, Range 92 West, Dunn County, North Dakota; and

WHEREAS, The Consent of Owner’s – Grant of Right-of-Way for Allotment No. 1561, described above, includes the following description of easement:

1. A strip of land 100 feet in width and 2,286.43 feet long in the E2NW4 of Section 27, T149N, R92W, encompassing approximately 1.42 acres of disturbed area.
2. As a condition of said consent, it shall be required that language be added to said right of way as follows: Nothing in this grant of right of way shall diminish or be construed to diminish the jurisdiction and sovereign authority



of the Three Affiliated Tribes over the above described lands and the Tribe hereby retains its jurisdiction and sovereign authority over said lands; and

WHEREAS, On May 1, 2013, 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 & Gas Corp across certain Trust lands on Allotment No. T1560 (100% Tribal Interest) located in W½ NW¼ of Section 27, Township 149 North, Range 92 West, Dunn County, North Dakota; and

WHEREAS, The Consent of Owner’s – Grant of Right-of-Way for Allotment No. T1560, described above, includes the following description of easement:

1. A strip of land 100 feet in width and 618.71 feet long in the NW4NW4 of Section 27, T149N, R92W, encompassing approximately 1.42 acres of disturbed area.
2. As a condition of said consent, it shall be required that language be added to said right of way as follows: Nothing in this grant of right of way shall diminish or be construed to diminish the jurisdiction and sovereign authority of the Three Affiliated Tribes over the above described lands and the Tribe hereby retains its jurisdiction and sovereign authority over said lands; and

WHEREAS, On May 1, 2013, 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 Corp across certain Trust lands on Allotment No. 857A (78.125% Tribal Interest) located in SW¼ SW¼ of Section 22, Township 149 North, Range 92 West, Dunn County, North Dakota; and

WHEREAS, The Consent of Owner’s – Grant of Right-of-Way for Allotment No. 857A, described above, includes the following description of easement:

1. A strip of land 100 feet in width and 531.96 feet long in the SW4SW4 of Section 22, T149N, R92W, encompassing approximately 1.22 acres of disturbed area.
2. A piece of land approximately +/- 350 feet wide and approximately +/- 500 feet long IN THE SW4SW4 of Section 22, T149N, R92W, encompassing approximately 5.76 acres of disturbed area within the barbed fence wire.
3. As a condition of said consent, it shall be required that language be added to said right of way as follows: Nothing in this grant of right of way shall



diminish or be construed to diminish the jurisdiction and sovereign authority of the Three Affiliated Tribes over the above described lands and the Tribe hereby retains its jurisdiction and sovereign authority over said lands; and

WHEREAS, On April 30, 2014, the Bureau of Indian Affairs (“BIA”) granted to Kodiak Oil & Gas (USA), Inc. (“Kodiak”), ROW No. FBOG100842, an “easement for right-of-way for the following purposes, specifically: TWO SHIELDS BUTTE 13-22-16-1H, 13-22-33-16H, & 13-33-16-1H3 WELL LOCATION AND ACCESS over land embraced within a right-of-way, situated on the following described lands located in” Dunn County, North Dakota on the Fort Berthold Indian Reservation (“FBIR”):

Township 149 North, Range 92 West, Fifth Principal Meridian

Allotment No. T636A – N½ SW¼ of Section 27
(1.05 acres - access road)

Allotment No. 1561 – E½ NW¼ of Section 27
(5.25 acres – access road)

Allotment No. T1560 – NW¼ NW¼ of Section 27
(1.83 acres – access road & 5.84 acres of well pad disturbance)

Allotment No. 857A – SW¼ SW¼ of Section 22
(1.22 acres – access road & 5.76 acres of well pad disturbance)

WHEREAS BIA ROW No. FBOG100842 is limited to and more particularly described to be an access road 3,896.08 feet in length, 100 feet in width, and a well pad disturbance of 8.94 acres and 14.70 acres in total area; and

WHEREAS, BIA ROW No. FBOG100842 provides that a 100 foot width right-of-way is granted across the aforementioned trust property along with 5.76 acres of surface disturbance inside a barbed wire fence for well pad, designated as the Two Shields Butte 13-22 pad; and

WHEREAS, On December 10, 2014, Kodiak amended its corporate articles changing its name to Whiting Resources Corporation (“Whiting”); and

WHEREAS, In July 2015, by operation of law the assignment of ROW No. FBOG100809 transferred 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 March 2019, RimRock Oil & Gas Williston, LLC discovered that the original pad construction was larger than the acreage granted in the original easement, thus causing disturbance totaling 6.63 acres, exceeding the parameters of BIA ROW No. FBOG100842 on Allotment 857A by 0.87 acres, and thereby creating a trespass violation; and

WHEREAS, March 21, 2019, RimRock Oil & Gas Williston, LLC met with the MHA Nation Energy Division to report the trespass matter described above, and discuss resolution of said trespass; and

WHEREAS, On March 21, 2019, RimRock Oil & Gas Williston, LLC submitted a ROW application and consent request to amend BIA ROW No. FBOG100842 to add four (4) additional well bores, with no additional disturbance: (i) Two Shields Butte 13-22-15-4HU, (ii) Two Shields Butte 13-22-16-1H3U, (iii) Two Shields Butte 13-22-33-16H3U, and (iv) Two Shields Butte 13-22-34-13HU, and for the continued use of the 0.87 acres not originally approved under BIA ROW No. FBOG100842 on the Two Shields Butte 13-22 Pad, across certain Tribal tracts on Allotment No. 857A (78.125% Tribal interest) located in SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 22, Township 149 North, Range 92 West, the 5th Principal Meridian, Dunn County, North Dakota as more particularly described in Appendix A.1.; and

WHEREAS, The ROW application and consent request, submitted by RimRock Oil & Gas Williston, LLC for the addition of four (4) wells, with no additional disturbance, on the Two Shields Butte 13-22 Pad and for the continued use of the 0.87 acres not originally approved under BIA ROW No. FBOG100842, 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 June 4, 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. FBOG100842, and RimRock Oil & Gas Williston, LLC 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 \$43,500.00 fine (based on \$50,000 per acre of trespass) for RimRock Oil & Gas Williston, LLC's trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100842, which computes to \$33,984.38, an amount proportionate to the Tribal interest (78.125%), and the EC directed that RimRock Oil & Gas Williston, LLC 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, Pursuant to fees established and set forth in Resolution No. 18-212-FWF, the projected compensation proportionate to the MHA Nation ownership (78.125% Tribal Interest) for this ROW application is \$20,000.00 for four (4) additional well bores (\$5,000.00 for each additional well bore) and \$3,045.00 for the additional 0.87 acreage (\$3,500.00 per acre of additional disturbance) which computes to a total of \$18,003.91, an amount proportionate to the Tribal interest (78.125%); and

WHEREAS, Provided that RimRock Oil & Gas Williston, LLC remits timely payment of the civil fine imposed for the above described trespass violation of BIA ROW No. FBOG100842, the Energy Committee approved RimRock Oil & Gas Williston, LLC's ROW application and consent request to amend BIA ROW No. FBOG100842 to add four (4) additional well bores, with no additional disturbance: (i) Two Shields Butte 13-22-15-4HU, (ii) Two Shields Butte 13-22-16-1H3U, (iii) Two Shields Butte 13-22-33-16H3U, and (iv) Two Shields Butte 13-22-34-13HU, and for the continued use of the 0.87 acres not originally approved under BIA ROW No. FBOG100842 on the Two Shields Butte 13-22 Pad, across certain Tribal tracts on Allotment No. 857A (78.125% Tribal interest) located in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 22, Township 149 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 RimRock Oil & Gas Williston, LLC's application to the Tribal Business Council for final action.

NOW THEREFORE BE IT FURTHER RESOLVED, That the Tribal Business Council hereby approves the action of the Energy Committee to impose against RimRock Oil & Gas Williston, LLC a civil fine in the amount of \$33,984.38 for a trespass violation of acreage disturbance exceeding the parameters of BIA ROW No. FBOG100842.

BE IT FURTHER RESOLVED, Provided that RimRock Oil & Gas Williston, LLC timely remits payment in the amount of \$33,984.38 to the MHA Nation within three weeks from the passage of this Resolution, for the trespass violation of BIA ROW No. FBOG100842, 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. FBOG100842 to add four (4) additional well bores, with no additional disturbance: (i) Two Shields Butte 13-22-15-4HU, (ii) Two Shields Butte 13-22-16-1H3U, (iii) Two Shields Butte 13-22-33-16H3U, and (iv) Two Shields Butte 13-22-34-13HU, and for the continued use of the 0.87 acres not originally approved under BIA ROW No. FBOG100842 on the Two Shields Butte 13-22 Pad, across certain Tribal tracts on Allotment No. 857A (78.125% Tribal interest) located in SW¹/₄ SW¹/₄ of Section 22, Township 149 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, the ROW for the four (4) Additional Wells on the Two Shields Butte 13-22 Well Pad will be subject to a twenty (20) year term, from the date of the BIA's execution of the modification of BIA ROW No. FBOG100842.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby consents to the estimated compensation proportionate to the MHA ownership (78.125% Tribal interest) for this ROW application and consent request, for the four (4) additional well bores (\$5,000.00 for each additional well bore) and for the continued utilization of an additional 0.87 acres for the well pad not previously approved under BIA ROW No. FBOG100842 (\$3,500.00 per acre of additional disturbance) for a total of \$18,003.91, an amount proportionate to the Tribal Interest, pursuant to the application fees established and set forth in Resolution No. 18-212-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 BIA ROW No. FBOG100842.

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 RimRock Oil & Gas Williston, LLC and the MHA Nation Energy Division, constitutes 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. FBOG100842.

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.



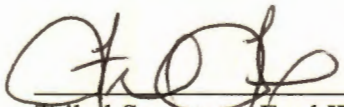
CERTIFICATION

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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 10th day of July, 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 10th day of July, 2019.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council