



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

A Resolution entitled, "Approval of Setback Variance for the Jasper L USA Project Requested by Marathon Oil Company."

WHEREAS, This Mandan, Hidatsa, and Arikara Nation, also known as the Three Affiliated Tribes (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 Nation 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 an adverse environmental effect upon the Missouri River or the Little Missouri River"; and

WHEREAS, Applications for setback variances within the exterior boundaries of the Fort Berthold Indian Reservation 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); and

WHEREAS, On June 14, 2019, Marathon Oil Company (“Marathon”) submitted to the MHA Nation Energy Division a setback variance request for the Jasper L USA project, as set forth in Exhibit A, and more specifically as follows:

JASPER L USA WELL PAD PROJECT: Drilling and completing up to six (6) wells (two (2) existing wells and four (4) new wells) within one-half (½) mile of Lake Sakakawea; includes a well pad, access road, multiuse corridor, flowlines, and a produced water pipeline.

LOCATION (FEE): NE¼ of Section 8, Township 151 North, Range 93 West, 5th P.M., Mountrail County, North Dakota.

ACRES OF DISTURBANCE: Well pad fenced-in area of 17.00 acres (including adjacent Lang USA well pad); access road and multiuse corridor area of 3.00 acres.

DRILLING SPACING UNITS (DSU): (a) 1,600-acre DSU: E½ of Section 1, in Township 151 North, Range 94 West, and all of Sections 5 & 6, in Township 151 North, Range 93 West; and

(b) 1,600-acre DSU: E½ of Section 12 in Township 151 North, Range 94 West, and all of Sections 7 & 8, in Township 151 North, Range 93 West.

DISTANCE FROM WELL PAD: One Thousand Four Hundred Forty-Six Feet (1,446’) to the 1,854 High Water Line; and

WHEREAS, On June 14, 2019, Marathon met with the MHA Nation Energy Division to review and consider all other alternatives for the construction and siting of the Jasper L USA Project; and

WHEREAS, The MHA Nation Energy Division has reviewed, processed, and fully vetted Marathon’s request for a setback variance for the Jasper L USA project, and has determined that Marathon 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 August 6, 2019, at a duly held meeting of the Energy Committee, the MHA Nation Energy Division recommended approval of Marathon’s setback variance request for the Jasper L USA project, and the Energy Committee 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 Oil Company's setback variance request for the Jasper L USA project, as set forth in Exhibit A, and more specifically as follows:

JASPER L USA WELL PAD PROJECT: Drilling and completing up to six (6) wells (two (2) existing wells and four (4) new wells) within one-half (½) mile of Lake Sakakawea; includes a well pad, access road, multiuse corridor, flowlines, and a produced water pipeline.

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(b) 1,600-acre DSU: E½ of Section 12 in Township 151 North, Range 94 West, and all of Sections 7 & 8, in Township 151 North, Range 93 West.

DISTANCE FROM WELL PAD: One Thousand Four Hundred Forty-Six Feet (1,446') to the 1,854 High Water Line; and

BE IT FURTHER RESOLVED, Pursuant to Resolution No. 18-212-FWF, approval of the setback variance request described herein is subject to payment of a processing fee in the amount of \$3,000.00, which must be paid within fifteen (15) days from the approval and execution of this Resolution.

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.



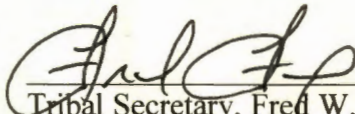
CERTIFICATION

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 12th day of September, 2019, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

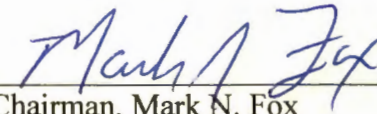
Chairman Voting. Not Voting.

Dated this 12th day of September, 2019.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council