



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

A Resolution entitled: "Approval of Assessment of a Civil Fine on RimRock Oil & Gas Williston, LLC for Trespass Violations of BIA ROW No. FBOG090002 for the Moccasin Creek 16-34H Project and Consent to Amend BIA ROW No. FBOG090002 for the Continued Use of Access Road and Well Pad Acreage Not Approved in the Original BIA ROW No. FBOG090002 Submitted by RimRock Oil & Gas Williston, LLC."

- WHEREAS,** This Mandan Hidatsa and Arikara Nation, otherwise 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 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 October 14, 2008, the Bureau of Indian Affairs ("BIA") granted to Kodiak Oil and Gas Corporation, its successor and assigns, BIA ROW No. FBOG090002 for



the following purposes, specifically: MOCCASIN CREEK 16-34H and MOCCASIN CREEK 16-34-2H WELL LOCATION AND ACCESS over land embraced within a right-of-way situated on the following described lands located on the Fort Berthold Indian Reservation ("FBIR"), in the County of Dunn, North Dakota:

Township 148 North, Range 93 West, Fifth P.M.

Tract No. 1970 (0% Tribal Interest), SE $\frac{1}{4}$ Section 34 (3.44 acres well pad)

Township 147 North, Range 93 West, Fifth P.M.

Tract No. T1029A-A (100% Tribal Interest), NE SE $\frac{1}{4}$ of Section 3
(1.19 acres access road)

Tract No. T2189 (100% Tribal Interest), E NE of Section 3,
(3.66 acres access road); and

WHEREAS BIA ROW No. FBOG090002 is limited to and more particularly described to be an access road 4,224 feet in length, 50 feet in width, and a well pad 300 feet by 500 feet and 8.29 acres in total area; and

WHEREAS, BIA ROW No. FBOG090002 provides that a fifty-foot width right-of-way is granted across the aforementioned trust property along with 3.44 acres of surface disturbance for a well pad; and

WHEREAS, On December 10, 2014, Kodiak Oil and Gas Corporation ("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. FBOG090002 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 June 2019, RimRock discovered that construction of the Moccasin Creek 16-34H Project exceeded the acreage granted in the original easement, BIA ROW No. FBOG090002, thus causing additional disturbance of 1.15 acres [consisting of 0.25 acres of access road disturbance on Tract No. T1029A-A (100% Tribal interest), and 0.90 acres of well pad disturbance on Tract No. T2189 (100% Tribal interest)], thereby creating a trespass violation; and

WHEREAS, On June 19, 2019, a 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 June 19, 2019, RimRock submitted a ROW application and consent request to amend BIA ROW No. FBOG090002 for the continued use of the 1.15 acres (consisting of 0.25 acres of access road disturbance on Tract No. T1029A-A, and 0.90 acres of well pad disturbance on Tract No. T2189), not originally approved under BIA ROW No. FBOG090002 for the Moccasin Creek 16-34H Project, on Tract No. T1029A-A (100% Tribal interest) located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 3, Township 147 North, Range 93 West, and on Tract No. T2189 (100% Tribal Interest) located in the E $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 3, Township 147 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 proportionate compensation to the MHA Nation for this ROW application is \$4,025.00 (1.15 acres of additional disturbance X \$3,500.00 per acre X 100% Tribal interest); in addition to the one-time application fee; and

WHEREAS, The ROW application and consent request, submitted by RimRock to amend BIA ROW No. FBOG090002 for the continued use of 1.15 acres, not originally approved under BIA ROW No. FBOG090002 for the Moccasin Creek 16-34H Project, and to resolve the current trespass violations, described above, have 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 August 6, 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 violations of acreage disturbance exceeding the parameters of BIA ROW



No. FBOG090002, and RimRock representatives were in attendance at the EC meeting and were given an opportunity to be heard; and

WHEREAS, Based on all of the facts and circumstances provided to the EC at its August 6, 2019 meeting regarding the above described trespass violations, the Energy Committee imposed a \$57,500.00 civil fine (based on 1.15 acres X \$50,000 per acre of trespass) for RimRock's trespass violations of acreage disturbance exceeding the parameters of BIA ROW No. FBOG090002, and the EC 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 the \$57,500.00 civil fine for the above described trespass violations of BIA ROW No. FBOG090002, the Energy Committee, at its duly held meeting on August 6, 2019, approved RimRock's ROW application and consent request to amend BIA ROW No. FBOG090002 for the continued use of the 1.15 acres of additional disturbance not originally approved under BIA ROW No. FBOG090002 on the Moccasin Creek 16-34 Pad, on Tract No. T1029A-A (100% Tribal Interest) located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 3, Township 147 North, Range 93 West, and on Tract No. T2189 (100% Tribal Interest) located in the E $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 3, Township 147 North, Range 93 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's application to the Tribal Business Council for final action; and

WHEREAS, During the course of finalizing RimRock's ROW application and consent request to amend BIA ROW No. FBOG090002 for consideration and approval by the Tribal Business Council, RimRock informed the MHA Nation Energy Division that the BIA could not locate the Tribal consents to Tract No. T1029A-A and Tract No. T2189 encumbered by ROW No. FBOG090002, and that RimRock could not locate said Tribal consents in the files or records of Kodiak or Whiting; and

WHEREAS, Although the BIA and RimRock could not produce documentation of Tribal consents for ROW No. FBOG090002, RimRock provided the MHA Nation Energy Division the following documents as proof of payment for ROW fees for FBOG090002: (i) a copy of a Department of the Interior ("DOI") "Payment Invoice" No. 000160638 dated February 3, 2009 in the amount of \$14,850.00, with a due date of October 14, 2008 addressed to Kodiak Oil & Gas (USA) Inc., and (ii) a copy of a Check No. 3580 dated March 6, 2009 in the amount of \$14,850.00 from Kodiak Oil & Gas (USA) Inc. written to the Bureau of Indian Affairs; and



WHEREAS, The DOI Payment Invoice No. 000160638 dated February 3, 2009 specifically references, "Payment due on Lease No. 301 FBOG090002"; and

WHEREAS, Because there are no known records or documentation of written Tribal consents for BIA ROW No. FBOG090002, as a prudent matter and in conformance with prevailing Tribal and federal laws, RimRock now seeks the formal consent of the MHA Nation for Tract No. T1029A-A and Tract No. T2189 to be encumbered by BIA ROW No. FBOG090002.

NOW THEREFORE BE IT FURTHER RESOLVED, That the Tribal Business Council hereby provides the retroactive consent of the MHA Nation for Tract No. T1029A-A (100% Tribal interest) and Tract No. T2189 (100% Tribal interest) to be encumbered by BIA ROW No. FBOG090002 issued on October 14, 2008, provided that the BIA demonstrates to the MHA Nation Energy Division that the BIA remitted to the MHA Nation the \$14,850.00 payment that Kodiak Oil and Gas Corporation rendered to the BIA on or about March 6, 2009.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby affirms the action of the Energy Committee to impose on RimRock Oil & Gas Williston, LLC a \$57,500.00 civil fine for trespass violations of acreage disturbance exceeding the parameters of BIA ROW No. FBOG090002 by 0.25 acres of access road disturbance on Tract No. T1029A-A, and 0.90 acres of well pad disturbance on Tract No. T2189.

BE IT FURTHER RESOLVED, Provided that RimRock Oil & Gas Williston, LLC timely remits payment of \$57,500.00 for the trespass violations of BIA ROW No. FBOG090002, 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. FBOG090002 for the continued use of the 1.15 acres of additional disturbance (consisting of 0.25 acres of access road disturbance on Tract No. T1029A-A, and 0.90 acres of well pad disturbance on Tract No. T2189), not originally approved under BIA ROW No. FBOG090002 on the Moccasin Creek 16-34 Project, on Tract No. T1029A-A (100% Tribal interest) located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 3, Township 147 North, Range 93 West, and on Tract No. T2189 (100% Tribal interest) located in the E $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 3, Township 147 North, Range 93 West, the 5th Principal Meridian, Dunn County, North Dakota.

IT FURTHER RESOLVED, In accordance with the MHA Nation Standard Terms and Conditions for Right-of-Ways, amending BIA ROW No. FBOG090002 to expand the acreage disturbance by 1.15 acres (consisting of 0.25 acres of access road



disturbance on Tract No. T1029A-A, and 0.90 acres of well pad disturbance on Tract No. T2189) for the Moccasin Creek 16-34H Project will be subject to a twenty (20) year term, from the date of the BIA's execution of the grant of the ROW for said project.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby consents to the estimated compensation for the additional 1.15 acreage (\$3,500.00 per acre of additional disturbance) for a total of \$4,025.00, in addition to the one-time application.

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 BIA ROW No. FBOG090002 or any portion thereof.

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. FBOG090002.

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.



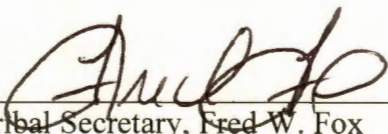
CERTIFICATION

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 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.

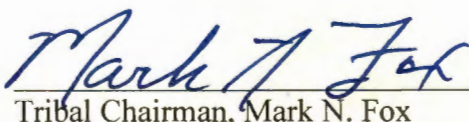
Chairman [X] Voting. [] Not Voting.

Dated this 12th day of September 2019.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Tribal Chairman, Mark N. Fox
Tribal Business Council