



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

A Resolution entitled, "Consent to Approval of a Right-of-Way across Tribal land for the Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Access Road Corridor Project Submitted by RimRock Oil & Gas Williston, LLC."

- 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 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 June 19, 2019, RimRock Oil & Gas Williston, LLC submitted a ROW application and consent request for the Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Access Road Corridor Project to construct the Two Shields Butte 14-21A Multi-Well Pad, with seven (7) wellbores: (i), Antero 14-21A-TFH, (ii)



Crestone 14-21A-H, (iii) Elbert 14-21A-TFH, (iv) Grays 14-21A-TFH, (v) Quandary 14-21A-H, (vi) Shavano 14-21A-H, and (vii) Torreys 14-21A-H, and a multi-use access road corridor including flowlines, up to seven (7) oil, gas, and produced water pipelines that run between the proposed Two Shields Butte 14-21A Pad and the existing Two Shields Butte 14-21 Pad, temporary above ground waterlines, electric lines and pipelines, across certain Tribal tracts in Allotment 643A (48.78747796% Tribal interest) in the SE¼ SW¼ of Section 21 in Township 149 North, Range 92 West, in Dunn County, North Dakota; and

WHEREAS, The ROW for this application consists of 7.13 total disturbed acres, encompassing 4.53 acres of disturbance for a new well pad, and approximately 1.05 acres for a multi-use access road corridor that will include flowlines (0.735 acres temporary disturbance, 0.315 acres permanent disturbance; up to seven (7) oil, gas, and produced water pipelines) that run between the proposed Two Shields Butte 14-21A Pad and the existing Two Shields Butte 14-21 Pad, temporary above ground waterlines, electric lines and pipelines; 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 \$29,946.03 (48.78747796% Tribal interest portion of \$62,402.50) which includes proportionate interest of \$25,000 for the well pad plus initial well, \$30,000.00 for six (6) additional well bores (\$5,000.00 for each additional well bore), \$3,675 for multi-use access road corridor (\$3,500 per acre), and \$3,727.50 for a flowline corridor (\$6,000 per acre permanent disturbance, \$2,500 per acre temporary disturbance), in addition to the one-time application fee and an annual rental fee for the pipeline ROWs starting on the first anniversary of the Grant of Easement for the term of said grant; and

WHEREAS, The ROW application and consent request, submitted by RimRock Oil & Gas Williston, LLC for the Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Access Road Corridor Project, described above, has been reviewed and recommended for approval by the MHA Nation 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 August 6, 2019, at a duly held meeting of the MHA Energy Committee ("EC"), the MHA Nation Energy Division recommended approval of RimRock Oil & Gas Williston, LLC's ROW application and consent request for the Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Access Road Corridor Project, more fully described herein, and in the attached Appendix A.1., and the EC approved RimRock's application and 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 and Gas Williston, LLC – The Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Access Road Corridor Project, to construct the Two Shields Butte 14-21A Multi-Well Pad, with seven (7) wellbores: (i), Antero 14-21A-TFH, (ii) Crestone 14-21A-H, (iii) Elbert 14-21A-TFH, (iv) Grays 14-21A-TFH, (v) Quandary 14-21A-H, (vi) Shavano 14-21A-H, and (vii) Torreys 14-21A-H, and a multi-use access road corridor including flowlines, up to seven (7) oil, gas, and produced water pipelines that run between the proposed Two Shields Butte 14-21A Pad and the existing Two Shields Butte 14-21 Pad, temporary above ground waterlines, electric lines and pipelines, across certain Tribal tracts in Allotment 643A (48.78747796% Tribal interest) in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 21 in Township 149 North, Range 92 West, in 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 Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Corridor 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 consents to the estimated compensation for this ROW application in the amount of \$29,946.03, in addition to the one-time application fee, and an annual rental fee for the pipeline ROWs starting on the first anniversary of the Grant of Easement for the term of said grant which is based on the MHA Nation ROW compensation and 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 ROW for the Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Corridor Project.

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 ROW grant for the Two Shields Butte 14-21A Multi-Well Pad and Multi-Use Corridor Project.

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.

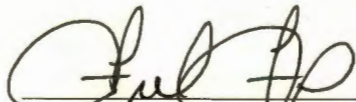
CERTIFICATION

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.

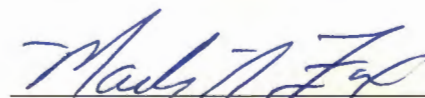
Chairman Voting. Not Voting.

Dated this 12th day of September, 2019.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council