



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

**A Resolution entitled, “*Approval of Second Amendment to Oil and Gas Lease (7420A49001),
WPX Energy Williston, LLC.*”**

WHEREAS, The Mandan Hidatsa and Arikara (MHA) Nation, also known as the Three Affiliated Tribes, having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws (the “Constitution”) under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the MHA Nation; and

WHEREAS, Pursuant to Article VI, Section 5(1) of the 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, Pursuant to the Indian Mineral Development Act of 1982 (“IMDA”), on January 7, 2008, the MHA Nation and Dakota-3, LLC, a North Dakota limited liability company, entered into Oil and Gas Lease Contract No. 7420A49001 (The “Oil and Gas Lease”); and

WHEREAS, On January 17, 2008, the Bureau of Indian Affairs (“BIA”) approved the Oil and Gas Lease, and the Consent to Assignment of Oil and Gas Lease form Dakota-3 to Dakota 3 E&P Company, LLC, a Delaware limited liability company, dated effective as of February 1, 2008; and

WHEREAS, On January 29, 2008, the BIA approved the assignment of the Oil and Gas Lease by Dakota-3 to WPX Energy Williston, LLC (“WPX”); and

WHEREAS, On September 10, 2008, the BIA approved a First Amendment to the Oil and Gas Lease; and



WHEREAS, WPX presented a second amendment to the Oil and Gas Lease, which was approved by the Tribal Business Council Resolution 19-170-FWF on July 10, 2019; and

WHEREAS, The second amendment terminated by its terms as of October 29, 2020, inasmuch as the BIA had not approved the Second Amendment within one year after execution by the lessor; and

WHEREAS, WPX has agreed to a renewal of the Second Amendment to the Oil and Gas Lease, for certain minerals under the Missouri riverbed, to be included as Exhibit B to the Oil and Gas Lease, and in exchange offers and increase in the royalty (22%) and bonus (\$10,000 per acre) for those lands listed in the proposed Exhibit B; and

WHEREAS, The Second Amendment to Oil and Gas Lease (7420A49001) has been presented to the MHA Nation Energy Committee and has been forwarded to the Tribal Business Council for action; and

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby authorizes the Chairman to execute, subject to legal review, the Second Amendment to the Oil and Gas Lease (7420A49001), covering 937.97 mineral acres in the Missouri riverbed with a bonus of \$10,000 per acre and a 22% royalty rate, the additional acreage to be attached as Exhibit B to the Oil and Gas Lease.

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.

[THIS SPACE INTENTIONALLY LEFT BLANK. CERTIFICATION FOLLOWS.]



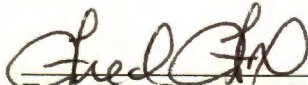
CERTIFICATION

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 7th day of July, 2021, 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.

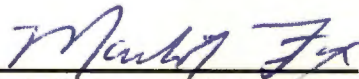
Chairman [] Voting. [X] Not Voting.

Dated this 7th day of July, 2021.

ATTEST:



Executive Secretary Fred Fox
Tribal Business Council
Three Affiliated Tribes



Tribal Chairman, Mark N. Fox
Tribal Business Council
Three Affiliated Tribes