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 Fox Ridge East Project Submitted by Enerplus Resources (USA) Corporation."

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 5, 2019, Enerplus Resources (USA) Corporation submitted a ROW application and consent request for a Well Pad and nine (9) wells and Multi Use Access Corridor (access road, fiber optics, temporary water lines and associated appurtenances) across certain Tribal tracts, including Allotment 731A (56.29629629% Tribal Interest), and Allotment 735A (75.55555556% Tribal

Interest), both located in Section 10, of Township 149 North, Range 93 West, in Dunn County, North Dakota as more particularly described in Appendix A.1.; and

WHEREAS, The ROW for this application consists of 7.965 acres for the well pad, 0.677 acres for the multi-use corridor for 8.642 total disturbed acres; and

WHEREAS, Pursuant to fees established and set forth in Resolution No. 18-212-FWF, the projected compensation to the MHA Nation for this ROW application is $52,221.55 in addition to the one-time application fee and an annual rental fee 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 Enerplus Resources (USA) Corporation for the Fox Ridge East Project, 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 August 6, 2019 at a duly held meeting of the Energy Committee ("EC"), the MHA Nation Energy Division recommended approval of Enerplus Resources (USA) Corporation's ROW application and consent request for the Fox Ridge East Project, more fully described herein, and in the attached Appendix A.1., and the EC approved Enerplus Resources (USA) Corporation's application and forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, Subject to Enerplus Resources (USA) Corporation 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:

- Enerplus Resources (USA) Corporation – the Fox Ridge East Project, for a Well Pad (9) additional wells and Multi Use Access Corridor (access road, fiber optics, temporary water lines and associated appurtenances) across certain Tribal tracts, including Allotment 731A (56.29629629% Tribal Interest), and Allotment 735A (75.55555556% Tribal Interest), both located in Section 10, of Township 149 North, Range 93 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 Tribal Business Council consents to the ROW application and consent request for the Fox Ridge East Pad Project, as described herein, provided that such ROW 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 to the MHA Nation for this ROW application in the amount of $52,221.55, in addition to the one-time application fee and an annual rental fee 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 Fox Ridge East Pad 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 Enerplus Resources (USA) Corporation 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 Fox Ridge East Pad 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 [X] 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

APPENDIX A.1

< Attach: (1) Application Form, (2) Approval Form signed by Department Head and Chairman of NRC per Resolution 15-045-LKH, (3) signed ROW terms and Conditions per Resolution No. 14-089-VJB, (4) map, and (5) other necessary information>