

RESOLUTION OF THE  
RESOURCES AND DEVELOPMENT COMMITTEE  
OF THE 23<sup>RD</sup> NAVAJO NATION COUNCIL --- FIRST YEAR, 2015

AN ACTION

RELATING TO RESOURCES AND DEVELOPMENT COMMITTEE, APPOINTING DELEGATE MEMBERS FROM THE RESOURCES AND DEVELOPMENT COMMITTEE AS SHAREHOLDER REPRESENTATIVES TO THE NAVAJO OIL AND GAS COMPANY, THE NAVAJO TIMES PUBLISHING COMPANY, INC., THE DINÉ DEVELOPMENT CORPORATION, AND AS MEMBER REPRESENTATIVE TO THE NAVAJO TRANSITIONAL ENERGY COMPANY, LLC

BE IT ENACTED:

**Section One. Findings**

A. The Charter of the Navajo Nation Oil and Gas Corporation at Article V (D) states "All rights of the shareholder of the Corporation shall be exercised by eleven (11) shareholder representatives, composed of one member from each of the eleven (11) standing committees of the Navajo Nation Council *or their successor committee..*" (emphasis added) Although the Navajo Nation Council had been composed of twelve (12) standing committees at the time Article V (D) was implemented, Article V (D) only named eleven (11) and not twelve (12) standing committee Shareholder Representatives. The Intergovernmental Relations Committee did not have a shareholder representative on the Navajo Nation Oil and Gas Company, Inc. Navajo Nation Oil and Gas Corporation Article V.

1. The Navajo Nation Council was reduced in membership from 88 delegates to 24 delegates; this necessitated a reduction in the numbers of standing committees from twelve (12) to five (5). Resolution CO-45-12.
2. The Naabik'iyáti' Committee replaced the Government Services Committee, Intergovernmental Relations Committee and the Ethics and Rules Committee. Resolution CO-45-12, Sections 5(A and E). The Intergovernmental Relations Committee did not have a shareholder representative on the Navajo Nation Oil and Gas Company, Inc. (Navajo Nation Oil and Gas Corporation Article V); therefore, the Naabik'iyáti' Committee is permitted two Navajo Oil and Gas Corporation Shareholder Representatives.

3. The Resources and Development Committee replaced the Resources Committee, the Transportation and Community Development Committee and the Economic Development Committee. Resolution CO-45-12, Section 5(B). Therefore, the Resources and Development Committee is permitted three Navajo Oil and Gas Corporation Shareholder Representatives.
  4. The Law and Order Committee replaced the Public Safety Committee and the Judiciary Committee. Resolution CO-45-12, Section 5(C). Therefore, the Law and Order Committee is permitted two Navajo Oil and Gas Corporation Shareholder Representatives.
  5. The Health, Education and Human Services Committee replaced the Health and Social Services Committee, the Human Services Committee and the Education Committee. Resolution CO-45-12, Section 5(D). Therefore, the Health, Education and Human Services Committee is permitted three Navajo Oil and Gas Corporation Shareholder Representatives.
  6. The Budget and Finance Committee did not replace another standing committee. Resolution CO-45-12. Therefore, the Budget and Finance Committee is permitted one Navajo Oil and Gas Corporation Shareholder Representative.
- B. The By-Laws of the Navajo Times Publishing Company, Inc. at Section 1.01 states "As the sole shareholder, the Navajo Nation's shares in the Corporation shall be exercised by five (5) 'shareholder representatives,' composed of one member from each of the five (5) standing committees of the Navajo Nation Council or their successor committees... ." The Resources and Development Committee is permitted one Navajo Times Publishing Company Shareholder Representative.
- C. The By-Laws of the Diné Development Corporation at Section 1.01 states "As the sole shareholder, the Navajo Nation's shares in the Corporation will be exercised by five (5) 'shareholder representatives' composed of one member from each of the five (5) standing committees of the Navajo Nation Council or their successor committees... ." The Resources and Development Committee is permitted one Dine Development Corporation Shareholder Representative.

- D. The Operating Agreement of the Navajo Transitional Energy Company, LLC, at Article III (C) states that the membership interest in the Company "shall be exercised by five (5) "member representatives," composed of one (1) member from each of the five (5) standing committees of the Navajo Nation Council (or their successor committees) ... ." The Resources and Development Committee is permitted one Navajo Transitional Energy Company Member Representative.
- E. It is the best interest of the Navajo Nation that the Resources and Development Committee designate members of its committee to be Shareholder Representatives to the Navajo Nation Oil and Gas Company, the Navajo Times Publishing Company, the Diné Development Corporation and designate a committee member to be the Member Representative the Navajo Transitional Energy Company, LLC.

**Section One. Designate Shareholder Representatives and Member Representative**

- A. The following member Delegates are hereby designated by the Resources and Development Committee as its Shareholder Representatives to the Navajo Nation Oil and Gas Company;

Delegate: Leonard Pete  
Delegate: Benjamin Bennett  
Delegate: Davis Filfred

- B. The following member Delegate is hereby designated by the Resources and Development Committee as its Shareholder Representative to the Navajo Times Publishing Company, Inc.;

Delegate: Alton Joe Shepherd

- C. The following member Delegate is hereby designated by the Resources and Development Committee as its Shareholder Representative to the Diné Development Corporation;

Delegate: Walter Phelps

- D. The following member Delegate is hereby designated by the Resources and Development Committee as its Member

Representative to the Navajo Transitional Energy Company, LLC;

Delegate: Leonard Tsosie

- E. These appointments of the Resources and Development Committee Shareholder Representatives and Membership Representative to the Navajo Nation Oil and Gas Corporation, the Navajo Times Publishing Company, Inc, the Diné Development Corporation and the Navajo Transitional Company, LLC, shall become effective upon adoption of this resolution by this Committee and shall remain in effect until otherwise changed by this Committee.

**CERTIFICATION**

I, hereby, certify that the foregoing resolution was duly considered by the Resources and Development Committee of the 23<sup>rd</sup> Navajo Nation Council at a duly called meeting at Window Rock, Navajo Nation (Arizona), at which quorum was present and that same was passed by a vote of 3 in favor, 0 opposed, 0 abstain this 17<sup>th</sup> day of February, 2015.



Alton Joe Shepherd, Chairperson  
Resources and Development Committee

Motion: Honorable Benjamin Bennett  
Second: Honorable Leonard Pete