

RESOLUTION OF THE  
BUDGET AND FINANCE COMMITTEE  
OF THE NAVAJO NATION COUNCIL

23<sup>RD</sup> NAVAJO NATION COUNCIL - First Year, 2015

AN ACTION

RELATING TO THE BUDGET AND FINANCE COMMITTEE, APPOINTING DELEGATE MEMBERS FROM THE BUDGET AND FINANCE 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. NAVAJO NATION OIL & GAS, INC.: 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)

1. 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.
2. 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, and determined the Charter, Article V(D) composition as follows:

- a. The Naabik'iyáti' Committee took the place of 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 (2) Navajo Oil and Gas Corporation Shareholder Representatives.
- b. The Resources and Development Committee took the place of 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 (3) Navajo Oil and Gas Corporation Shareholder Representatives.
- c. The Law and Order Committee took the place of the Public Safety Committee and the Judiciary Committee. Resolution CO-45-12, Section 5(C). Therefore, the Law and Order Committee is permitted two (2) Navajo Oil and Gas Corporation Shareholder Representatives.
- d. The Health, Education and Human Services Committee took the place of 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 (3) Navajo Oil and Gas Corporation Shareholder Representatives.
- e. The Budget and Finance Committee did not take the place of another standing committee. Resolution CO-45-12. Therefore, the Budget and Finance Committee is permitted one (1) Navajo Oil and Gas Corporation Shareholder Representative.

B. NAVAJO TIMES PUBLISHING: 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 Budget and Finance Committee is permitted one Navajo Times Publishing Company Shareholder Representative.

C. DINÉ DEVELOPMENT CORPORATION: 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 Budget and Finance Committee is permitted one Navajo Times Publishing Company Shareholder Representative.

D. NAVAJO TRANSITIONAL ENERGY COMPANY (NTEC): 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 Budget and Finance Committee is permitted one Navajo Transitional Energy Company Member Representative.

E. It is the best interest of the Navajo Nation that the Budget and Finance 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 to the Navajo Transitional Energy Company, LLC.

Section Two. Budget and Finance Committee Shareholder Representatives and Member Representative Designees

A. The following member Delegate is hereby designated by the Budget and Finance Committee as its Shareholder Representative to the Navajo Nation Oil and Gas Company;

Delegate: Tom Chee

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

Delegate: Lee Jack, Sr.

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

Delegate: Mel R. Begay

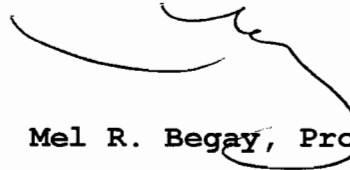
D. The following member Delegate is hereby designated by the Budget and Finance Committee as its Member Representative to the Navajo Transitional Energy Company, LLC;

Delegate: Dwight Witherspoon

E. The appointments of the Budget and Finance Committee's 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.

CERTIFICATION

I hereby certify that the foregoing resolution was duly considered by the Budget and Finance Committee of the Navajo Nation Council at a duly called meeting held at Window Rock, Navajo Nation (Arizona), at which a quorum was present and that the same was passed by a vote of 4 in favor, 0 opposed, this 3<sup>rd</sup> day of March, 2015.



Mel R. Begay, Pro Tem Chairperson  
Budget and Finance Committee

Motion: Tom T. Chee

Second: Lee Jack, Sr.