

Exhibit E

Paul E. Frye
Stella M. Scott
W. Gregory Kelly
FRYE LAW FIRM, P.C.
10400 Academy Rd. NE
Suite 310
Albuquerque, NM 87111
(505) 296-9400

Attorneys for Plaintiff

IN THE DISTRICT COURT OF THE NAVAJO NATION
FOR THE JUDICIAL DISTRICT OF WINDOW ROCK, NAVAJO NATION (AZ)

NAVAJO NATION OIL
AND GAS COMPANY,

Plaintiff,

v.

MAE-GILENE BEGAY,
DIANDRA BENALLY,
LENNARD ELTSOSIE,
JENNIFER HATATHLIE and
NELSON TOLEDO,

Defendants.

No. WR-CV-32-14

DECLARATION OF ELSIE CHARLES

I, Elsie Charles, declare:

1. I was the Human Resources Director for the Navajo Nation Oil and Gas Company ("NNOGC") from January 14, 2013 through January 6, 2014, when I was presented with a RIF (Reduction In Force).

2. As of July 1, 2013, when the Board of Directors selected Robert Joe as President and Chief Executive Officer of NNOGC effective as of June 18, 2013, NNOGC had attracted and retained a highly capable, motivated, qualified, and stable group of management personnel, predominantly comprised of members of the Navajo Nation. NNOGC had few personnel-related

issues to contend with at the management level.

3. However, from July 1, 2013 through the date of my lay-off, Mr. Joe has carried out a campaign of lay-offs, harassment, bullying/intimidation, and abuse of management personnel he apparently deems not suitably loyal to him personally. The people who have left NNOGC employment under these circumstances include most critically Navajo professionals in the upstream (exploration and production) area, Navajo professionals in the accounting and finance area, and Navajo professionals in the Human Resources field. At the same time, Mr. Joe is hiring or promoting (often not in compliance with the Navajo Preference in Employment Act) people who are either former business associates or employees deemed loyal to him personally.

4. The persons who have been separated from NNOGC employment since July 1, 2013, with their former positions in parentheses, are as follows:


- a. Louis Denetsosie (Vice President and General Counsel)
- b. Elsie Charles (Human Resources Director)
- c. Sylvia Hunt (Office and Human Resources Manager)
- d. Christopher Burnside (Public Relations Specialist)
- e. Randell Whitehair (Help Desk Support Tech)
- f. Geraldine Kee-Yazzie (Controller)
- g. Loretta Largo (Assistant Controller)
- h. Wilcinea Shirley (Accountant II)
- i. Priscilla Otero (Accounting Manager)
- j. Michelle James (Administrative Assistant)
- k. Eileen James (Chinle Store Manager)
- l. John Hatch (Operations Engineer)

- m. Marcus Tallman (Operations Engineer)
- n. William McCabe (Petroleum Engineer)
- o. Marvin Migl (Engineering Operations Manager)
- p. Brian Atwell (Geologist II)
- q. Barry Blair (Senior Geologist)
- r. Paul Differding (Senior Geophysicist)
- s. Lauren Germinario (Land Manager)
- t. Katherine Hynes (Associate Landman)
- u. Polly Crank (Temporary Administrative Assistant)
- v. Cherish Harvey (Temporary Administrative Assistant)
- w. David Rubenking (Vice President of Finance/Chief Financial Officer)
- x. Winona Begay (Accounting Manager)
- y. William Jim (Accountant II)
- z. Thomas Bailey (Accounting Clerk II)
- aa. Samantha John (Administrative Assistant)
- bb. Floretta Tom (Administrative Assistant)
- cc. Marvin Yazzie (Chinle Store Manager)

5. I know the above facts on my personal knowledge and they are true to the best of my knowledge, information and belief.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: February 12, 2014



Elsie Charles

Exhibit F



ph: 505-427-2209
fax: 505-427-2258
info@th-bgroup.com

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TBG Team

TBGs' team is made up of education, government, engineering and financial professionals with seasoned experience developing, managing, leading, and growing companies.

Patrick Caldwell is president of PNC Electric LLC. He spent 25 years at Raytheon Company rising to the position of Vice President of Operations. In this role, he was responsible for manufacturing and test support engineering, factories, supply chain and facilities.

He began his career at Motorola Government Electronics Division, worked for Cessna Fluid Power before joining Hughes Aircraft Company in 1980. He has a bachelor's degree in electrical engineering from Kansas State University and a master's degree in electrical engineering from Arizona State University.

Carlos V. Duno is the Owner and Chief Executive Officer of Marcia Owen Associates/Group Powell One, the premier recruiting and staffing firm in Northern New Mexico, and Owner and Chief Executive Officer of CDuno Consulting (since 2004). From 2001 to 2004, **Mr. Duno** served as Chairman of the Board and Chief Executive Officer of Clean Fuels Technology, a leading developer of emulsified fuels for transportation and power generation applications.

Mr. Duno's glass industry experience began during his 6 years as President of Business Development and Planning for Vitro S.A. in Monterrey, Mexico from 1995 to 2001. **Mr. Duno's** earlier professional experience includes a 2-year term as Vice President Strategic Planning for Scott Paper Company and

a combined 10 years of international assignments for Scott Paper Company, McKinsey & Co. and Eli Lilly.

Mr. Duno holds a B.S. in industrial engineering from the National University of Mexico, and an M.B.A. in finance and an M.S. in industrial engineering, both from Columbia University. He is also an Audit Committee Financial Expert. Mr. Duno is Chairman of the board for the Santa Fe Botanical Garden and a former member of the Boards of Directors of Clean Fuels Technology, Inc. and Anchor Glass Container Corporation.

Rob Joe is the principal of Towerhouse Business Group LLC. He spent over 20 years in the defense aerospace industry starting out with the former Allied-Signal Aerospace, General-Dynamics, Hughes and others rising to the level of site executive before leaving the industry to full fill a life long dream of becoming an entrepreneur.

His first major opportunity as an entrepreneur was securing a three year agreement to provide logistics support services to the largest farm in the southwest brokering freight through Towerhouse Logistics LLC and FTL Logistics. The companies had over 400 contracted trucks nationwide.

He has a bachelor degree in manufacturing engineering from Arizona State University. Supported his community as Vice-President of the board for Big Brother Big Sisters and President of Four-Corners AISES Professional Chapter. He was appointed to the New Mexico Economic Development Commission by former Governor Bill Richardson.

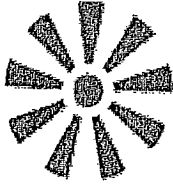
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Mr. Carlos V. Duno [Wrong Carlos V. Duno?](#)

Owner and Recruiter

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Marcia Owen Associates Ltd
1411 Second Street
Santa Fe, New Mexico 87505
United States

Company Description: Marcia Owen Associates was founded in 1989 when Marcia brought her recruiting expertise to Santa Fe from New York City . Today, we are Santa Fe's leading full... more

Background

Employment History
Recruiting Consultant and Owner
Marcia Owen Associates Ltd
Chief Executive Officer and Owner
Marcia Owen Associates Ltd
Chairman and Chief Executive Officer
Clean Fuels Technology
Chief Executive Officer and Owner
Cduno Consulting
President, Business Development and Planning
Vitro
Vice President Strategic Planning
SCOTT

Web References

34 Total References

Carlos V. Duno Chief Executive ...
phx.corporate-ir.net, 10 Nov 2013 [cached]
Carlos V. Duno Chief Executive Officer and Owner,
Marcia Owen Associates/Group Powell One Chief
Executive Officer and Owner, CDuno Consulting
...
Carlos V. Duno Chief Executive Officer and Owner,
Marcia Owen Associates/Group Powell One Chief
Executive Officer and Owner, CDuno Consulting
Carlos V. Duno currently has served as Chief
Executive Officer and Owner of Marcia Owen
Associates/Group Powell One, the leading executive
recruiter in Santa Fe, New Mexico, from July 2006 to
present. Mr. Duno also has served as Chief Executive
Officer and Owner of CDuno Consulting from

Director of Business Strategy for Europe and Vice
President
SCOTT

International Management Roles
SCOTT

Board Memberships and Affiliations

Board Member
Libbey Inc.

Board Member
now numbers

Education

M.S. , industrial engineering
Columbia University

M.B.A. , finance
Columbia University

B.S. , industrial engineering
National University of Mexico

November 2004 to present. From 2001 until October 2004, Mr. Duno served as Chairman and Chief Executive Officer of Clean Fuels Technology, a leading developer of emulsified fuels for transportation and power ge...

Libbey Inc. - Libbey Glassware, Syracuse China, World Tableware, and Traex. - News
phx.corporate-ir.net, 19 June 2006 [cached]

TOLEDO, Ohio, July 22 /PRNewswire-FirstCall/ --
Libbey Inc (NYSE: LBY) today announced Deborah G. Miller and Carlos V. Duno have joined its Board of Directors, effective with today's Board of Directors meeting.

...
Mr. Duno is the Chairman and Chief Executive Officer of Clean Fuels Technology, a leading developer of emulsified fuels for transportation and power generation applications. Prior to joining Clean Fuels Technology he served at Vitro S.A. in Monterrey Mexico as President, Business Development and Planning. He also spent twelve years with Scott Paper Company in senior domestic and international management roles, while the first ten years of his career included international assignments with McKinsey and Co. as well as Eli Lilly.

Commenting on the two new directors, John F. Meier, Libbey Chairman and Chief Executive Officer stated, "Libbey is excited to have both Deborah Miller and Carlos Duno join our Board.

...
Ms. Miller and Mr. Duno were elected directors by the Board upon the recommendation of its Nominating and Governance Committee.

...
With the addition of Ms. Miller and Mr. Duno, the Libbey board of directors now numbers nine members, of which seven are outside directors.

Towerhouse Business Group - TBG Team
www.th-bgroup.com, 1 Aug 2013 [cached]

Carlos V. Duno is the Owner and Chief Executive Officer of Marcia Owen Associates/Group Powell One, the premier recruiting and staffing firm in Northern New Mexico, and Owner and Chief Executive Officer of CDuno Consulting (since 2004). From 2001 to 2004, Mr. Duno served as Chairman of the Board and Chief Executive Officer of Clean Fuels Technology, a leading developer of emulsified fuels for transportation and power generation applications.

Mr. Duno's glass industry experience began during his 6 years as President of Business Development and Planning for Vitro S.A. in Monterrey, Mexico from 1995 to 2001. Mr. Duno's earlier professional experience includes a 2-year term as Vice President Strategic Planning for Scott Paper Company and a combined 10 years of international assignments for Scott Paper Company, McKinsey & Co. and Eli Lilly.

Mr. Duno holds a B.S. in industrial engineering from the National University of Mexico, and an M.B.A. in finance

and an M.S. in industrial engineering, both from Columbia University. He is also an Audit Committee Financial Expert. Mr. Duno is Chairman of the board for the Santa Fe Botanical Garden and a former member of the Boards of Directors of Clean Fuels Technology, Inc. and Anchor Glass Container Corporation.?

??R?????ob Joe is the principal of Towerhouse Business Group LLC. He spent over 20 years in the defense aerospace industry starting out with the former Allied-Signal Aerospace, General-Dynamics, Hughes and others rising to the level of site executive before leaving the industry to full fill a life long dream of becoming an entrepreneur.

Clean Fuels Technology Inc., --- Board of Directors
www.cleanfuelstech.com, 28 Jan 2002 [cached]

Carlos V. Duno, Chief Executive Officer, Clean Fuels Technology

Carlos Duno was named Chief Executive Officer of Clean Fuels Technology in May 2001, following a successful career with Grupo Vitro, S.A., one of the largest manufacturing companies in Mexico. He brings to Clean Fuels Technology a broad international background, with diverse strategic and operational experience in U.S., European and Latin American markets. Mr. Duno most recently was President of Business Development and Planning for Grupo Vitro. He was responsible for a successful restructuring program in 1997, as well as for developing the company's strategic direction and initiating new businesses, including a joint venture between Vitro and Clean Fuels Technology to market CFT's products in Mexico and other countries in Latin America. Mr. Duno also has held several strategic and operating domestic and international positions with the Scott Paper Company, including Director of Business Strategy for Europe and Vice President for the Cleaning and Wiping category, a \$450 million dollar business. Mr. Duno holds a master's degree in industrial engineering from Columbia University in New York and an MBA from Columbia University. email: cduno@cleanfuelstech.com

Carlos V. Duno Libbey ...
investorrelations.libbey.com, 27 Jan 2012 [cached]

Carlos V. Duno Libbey Corporation - Investor Relations - Officers

...
Carlos V. Duno Chief Executive Officer and Owner, Marcia Owen Associates/Group Powell One Chief Executive Officer and Owner, CDuno Consulting

Carlos V. Duno currently has served as Chief Executive Officer and Owner of Marcia Owen Associates/Group Powell One, the leading executive recruiter in Santa Fe, New Mexico, from July 2006 to present. Mr. Duno also has served as Chief Executive Officer and Owner of CDuno Consulting from November 2004 to present. From 2001 until October 2004, Mr. Duno served as Chairman and Chief

Executive Officer of Clean Fuels Technology, a leading developer of emulsified fuels for transportation and power generation applications. From July 1995 to May 2001, Mr. Duno served at Vitro S.A. in Monterrey, Mexico, as President, Business Development and Planning. Prior to 1995, Mr. Duno served in senior domestic and international management roles since 1982 at Scott Paper Company, while the first ten years of his career included international assignments with McKinsey and Co., as well as Eli Lilly. Mr. Duno has been a director of the Company since 2003 and currently serves as Chairman of the Audit Committee.

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Exhibit G

DECLARATION OF LEONARD TSOSIE

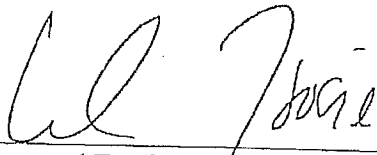
I, Leonard Tsosie, do hereby declare pursuant to 7 N.N.C. § 204 and 28 U.S.C. §1746 that:

1. I am a delegate to the Navajo Nation Council.
2. I was selected by the Resources and Development Committee of the Navajo Nation Council to be one of the shareholder representatives for the Navajo Nation Oil and Gas Company.
3. There are a total of five such shareholder representatives including me. The others are Charles Damon II, Russell Begaye, Kenneth Maryboy, and Mel R. Begay.
4. I am informed that a Motion was recently filed purportedly on behalf of the NNOGC shareholder representatives, described as "five persons each of whom is designated by each of the five Standing Committees of the Navajo Nation Council." Memorandum in Support Motion [sic] for Leave to Intervene and Modify the January 31, 2014 Temporary Restraining Order (paginated 6) (served Feb. 27, 2014).
5. Contrary to the Motion and the accompanying Entry of Appearance, I have never authorized either Dennis Ickes or Michael Upshaw or anyone else to represent me in the litigation involving the Navajo Nation Oil and Gas Company. In fact, I have objected to any such action, as shown in the letter attached hereto, which is a true and correct copy of the same. Their representation to the Court that they represent me, as one of the five shareholder representatives is completely false.
6. I am also informed that counsel for Robert Joe, the Johnson Barnhouse & Kelly firm, submitted as Exhibit J to "NNOGC's Response in Opposition to Suspended and Terminated Board Members' Motion to Dismiss" five resolutions supposedly passed by the Shareholder Representatives on December 21, 2014. As the transcript of that meeting shows, no resolution was passed at that meeting. (That transcript has been previously authenticated and filed with the Court.)

In fact, I unsuccessfully sought the Shareholder Representatives present at that meeting to *pass* resolutions, but they disagreed, saying that what was said in executive session was sufficient. I dubbed this the "Barnhouse Rule." I have reviewed these five resolutions. None are dated even remotely contemporaneously with the December 21, 2013 meeting but are rather dated January 17, 2014. These resolutions were never considered by the Shareholder Representatives. Their execution and submission to the Court constitutes, in my opinion, a fraud upon the court.

7. I know the above facts on my personal knowledge and they are true to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed on March 17, 2014.


Leonard Tsosie

The Legislative Branch
The Navajo Nation



Johnny Naize
Speaker of the Navajo Nation Council

Via Facsimile or Email: 928-871-4912 or RJoe@nnogc.com or --Original will be sent

March 6, 2014

Robert Joe
Navajo Nation Oil & Gas Co.
P.O. Box 4439
Window Rock, Navajo Nation (AZ) 86515

Yáá'at'ééh Mr. Joe:

I received through the email your Notice of Special Meeting for Shareholder Representatives of Navajo Nation Oil & Gas, Co., (NNOGC). The meeting is to address the actions of members of the Board of Directors for NNOGC. I serve with Council Delegates Russell Begaye, Charles Damon II, Mel Begay and Kenneth Maryboy as the Shareholders for NNOGC.

As you know, Navajo Nation District Court issued on or about January 31, 2014, in the case, *NNOGC v. Begay, et al.*, No. WR-CV-32-14. The Order prohibits any adverse actions to be taken by the parties, including the Shareholders. If the four (4) Shareholders are specifically asking you to hold this meeting for the purpose of removing certain Directors, then it is in violation of the Court Order along with your action to carry out the request of the 4 Shareholders. I do not subscribe to your calling this meeting and cannot attend the meeting on March 7, 2014. I specifically call upon you to immediately call off the meeting and notify everyone that there will be no meeting.

You indicate that the Shareholders requested this meeting. I never did and I am not aware of a request from the other Shareholders. You appear to be doing this on your own initiative.

It is my further understanding that Mr. Dennis Ickes was retained to represent the Shareholders. I do not know if NNOGC is paying for this lawyer. If so, I just want to advise you that the Shareholder never had a meeting to discuss and vote on retaining Mr. Ickes. If NNOGC is paying for Mr. Ickes services, then, I submit, it amounts to a misuse of NNOGC funds and property and was not properly authorized. Any amounts paid to Mr. Ickes should be retrieved. I object to the representation by Mr. Ickes; and currently am not represented in this matter.

I am also aware of the Letter dated March 6, 2014, from President Ben Shelly with similar concerns; and he is also asking that the meeting for tomorrow be cancelled.

'Ahéhee', and if there are any questions, please contact me at 928-871-6380, 928-814-7283 (mobile) or at the email address: leonardtsoisle@navajo-nsn.gov.

Sincerely,

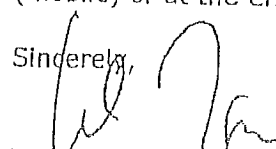

Leonard Tsosie, Shareholder

Exhibit H

IN THE DISTRICT COURT OF THE NAVAJO NATION
FOR THE JUDICIAL DISTRICT OF WINDOW ROCK, NAVAJO NATION (AZ)

NAVAJO NATION OIL
AND GAS COMPANY,

Plaintiff,

v.

MAE-GILENE BEGAY,
DIANDRA BENALLY,
LENNARD ELTSOSIE,
JENNIFER HATATHLIE AND
NELSON TOLEDO,

Defendants.

No. WR-CV-32-14

DECLARATION OF LOUIS DENETSOSIE

I, Louis Denetsosie, declare:

1. I was the first President and Chairperson of the Board of Directors of Navajo Nation Oil and Gas Company ("NNOGC"). I served as Chairman of the Board of NNOGC, and its-predecessor corporation, from 1995 to the end of 2002.
2. From its inception, NNOGC has been represented by the Frye Law Firm, P.C. As Chairman and President, I presented the Articles of Incorporation of NNOGC to the Navajo Nation Council for approval in 1996 and 1997 with Paul Frye, who prepared the Federal Charter of Incorporation. That Charter was first approved by the Navajo Nation Council in July of 2006; the Federal Charter of Incorporation was approved and issued by the Secretary of Interior in December 2006; and the Navajo Nation Council ratified the Charter in February 1997.
3. NNOGC is a wholly-owned entity of the Navajo Nation government, with its charter approved by the Navajo Nation Council and Bylaws approved by the Board of Directors. The Navajo Nation Government is the sole shareholder of NNOGC and NNOGC is the Navajo Nation government's alter-ego for purposes of sovereign immunity, tax treatment, and other treatment under federal and Navajo law.
4. Attached hereto as Exhibit "A" is a true and correct copy of NNOGC's Federal Charter of Incorporation.

5. I was the Attorney General for the Navajo Nation for the period January 14, 2003 to January 11, 2011.

6. Pursuant to 2 N.N.C. § 1964(A), "[t]he Attorney General is the Chief Legal Officer of the Navajo Nation and shall have charge of the Department of Justice and of all legal matters in which the Navajo Nation government has an interest."

7. Pursuant to 2 N.N.C. § 1964(C), "[n]o . . . entity of the Navajo Nation government shall retain or employ legal counsel except as may be approved the Attorney General."

8. Pursuant to 2 N.N.C. § 1964(C), NNOGC cannot retain or employ legal counsel without authorization of the Attorney General.

9. While I was the Navajo Nation Attorney General, I authorized the Frye Law Firm, P.C., to file a petition with the Federal Energy Regulatory Commission, on behalf of the Nation and NNOGC, to challenge promulgation of an unfair interstate pipeline tariff by Western Refining, Inc. Similarly, I authorized the Frye Law Firm, P.C. to challenge assignment of a Navajo Nation oil and gas lease to Citation Oil & Gas Corporation, again on behalf of the Nation and NNOGC. While I was the Attorney General, I acknowledged, recognized and approved the Frye Law Firm, P.C. to represent NNOGC.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: January 26, 2014
Date

Louis Denetsosie
Louis Denetsosie

Exhibit I

IN THE DISTRICT COURT OF THE NAVAJO NATION
JUDICIAL DISTRICT OF WINDOW ROCK, NAVAJO NATION

DECLARATION OF LOUIS DENETSOSIE

I, Louis Denetsosie, declare the following:

1. My name is Louis Denetsosie.
2. I am the prior internal legal counsel and interim Chief Executive Officer ("CEO") of the Navajo Nation Oil and Gas Company ("NNOGC"), the duties of which I performed from 2011 to 2013.
3. I am also the former Attorney General of the Navajo Nation, and I served in that capacity from 1/14/03 to 1/11/1.
4. I possess an Electrical Engineering degree from the University of Arizona (1970) and Juris Doctor (1974) and Master of Business Administration (2009) degrees from Arizona State University.
5. I currently am a consultant attorney assisting the Buckley Sandler and Nordhaus Law Firms in representing the Navajo Nation in a breach of trust lawsuit against the United States in the United States Court of Federal Claims.
6. I am knowledgeable of, and intimately familiar with, NNOGC's Federal Charter of Incorporation (the "Charter") and NNOGC's Bylaws (as these have been amended and existed from 1998 to January 27, 2013).
7. I am also knowledgeable of, and intimately familiar with, Navajo Nation and federal laws; as well as generally applicable laws, rules, and principles governing

the conduct of corporations and their directors, officers, and owner representatives.

8. I have read the notices of the December 21, 2013 NNOGC Shareholder Representative meetings as well as the transcript of the proceeding and the notices of suspension and termination sent to the majority NNOGC Board of Directors (Diandra Benally, Mae Gilene Begay, Nelson Toledo, Lennard Eltsosie and Jennifer Hatathlie).
9. NNOGC is a corporation and artificial person for purposes of the law, which was incorporated under federal law pursuant to Section 17 of the Indian Reorganization Act, 25 U.S.C. § 477, as amended.
10. NNOGC has been operating in its current form as an instrumentality and asset of the Navajo Nation incorporated pursuant to 25 U.S.C. § 477, as amended, since December 23, 1997, when the Secretary of the Interior—through then Assistant Secretary Kevin Gover—certified approval of the Charter.
11. Thereafter, as required by federal law, the Navajo Nation Council ratified the Charter by unanimous vote (62-0) pursuant to Navajo Nation Council Res. No. CF-22-98, which was then signed into law by President Kelsey Begaye on February 6, 1998.
12. NNOGC is wholly owned by the Navajo Nation, and has a unique status and character as an instrumentality of the Navajo Nation, which possesses the privileges and immunities of the Navajo Nation. This makes NNOGC unlike true private corporations. However, the activities, transactions, obligations, liabilities,

and property of NNOGC are not those of the Navajo Nation-qua-Navajo Nation. But, to be clear, NNOGC is an arm, so to speak, of the Navajo Nation created for the purpose of participating in the oil and gas industry for the benefit of the Navajo people and developing the oil and gas resources of the Nation for the long term benefit of the Navajo people.

13. The Navajo Nation has equitable or derivative rights and interests in the property, rights, and interests of NNOGC; but does not have legal or direct rights or interests in the property, rights, or interests of NNOGC. This is because the Navajo Nation-qua-Navajo Nation is a "person" for legal purposes that is technically not the exact same "person" for many if not most legal purposes.
14. The Navajo Nation's ownership rights, interests, and obligations are required to "be exercised by eleven (11) [S]hareholder [R]epresentatives" Charter art. V(D). However, there are currently only five Shareholder Representatives, which fail to make even a quorum, which requires seven of them, for purposes of validly performing official actions. The Charter unequivocally states that a quorum of the Shareholder Representatives for "any meeting" shall consist of seven members, further evidencing the intent that too much power not be placed with too few people. Charter at Art. X(D). This information was not given to the Court when it was requested to issue a Temporary Restraining Order against the majority Board of Directors.
15. NNOGC's Charter and Bylaws provide the rules governing the conduct of NNOGCs shareholder Representatives, directors, and officers.

16. Failure to follow these rules, laws, and regulations will render the actions of NNOGC a nullity; as invalid actions are void or voidable.
17. Furthermore, such conduct—unauthorized, invalid, or *ultra vires* conduct—wastes the resources (meaning time, money, and goodwill) of NNOGC, and also harms the perceptions of NNOGC in the business and investment communities. Furthermore, *ultra vires* conduct may result in conflict among the directors and officers of the corporation, even resulting in litigation, as has happened here.
18. NNOGC's Charter and Bylaws do not provide its Shareholder Representatives, directors, or officers the authority to call special meetings for purposes of suspending and removing members of NNOGC's Board of Directors, unless and until certain predicates have been satisfied. Specifically, the Bylaws provide that before a Director may be removed for cause, the Director is entitled receive notice in the form of a complaint and the opportunity to be heard at a Board meeting held to address suspension and a recommendation of removal for cause. I understand that the majority directors were neither given notice nor the opportunity to be heard in connection with their suspension and removal.
19. "[S]ubject to the oversight of the Board of Directors. . ." Bylaws art. VI § 6.2(a), the Company's CEO is staffed with exercising "general supervision, direction and control of the business and employees of the Corporation." *Id.*
20. While the Company's Directors must be removed "for cause," Charter art. XI(M), its officers "may be removed with or without cause, at any time by a vote of the Board of Directors, at any special meeting called for that purpose, or at any

annual meeting," *id.* art. XII(F) (emphasis added), including breaches of their general duties and powers, and those "provided in the Bylaws," *id.* art. XII(D). The corporation has no interest in the continued employment of a particular officer or executive as is asserted in the complaint.

21. Although they are charged with hands-off oversight, the Shareholder Representatives "have no authority to direct the business affairs of the [Company]." Charter at Art. XI(A). Instead, while the authorities associated with stock ownership are housed with these Shareholder Representatives, the powers of control and direction of NNOGC's business affairs are vested in its Board of Directors.
22. NNOGC's Board of Directors exercises the management authorities and directs the business affairs of NNOGC. Charter, at XI(F). The Board of Directors is obligated to perform these functions in accordance with the standard duties of care and loyalty to ensure that NNOGC's value is maximized. Charter at Art. XI(A).
23. The Board of Directors is required by Navajo law to have nine Directors to fill out its membership. Charter at Art. XI(C) and (D). The Board of Directors currently only has eight Directors. It is in the best interest of the corporation to have all nine members of the Board serving in legal and valid capacity in order to carry out the business functions and purposes of the corporation, including supervision of the CEO, oversight of finance and operations, oversight of budgets, approval

of audits, waivers of sovereign immunity for new business ventures, and to hold the mandated quarterly Board meetings.

24. These directors are now Perry Shirley, Frances Totsoni, Carlos Duno, Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie, Jennifer Hatathlie, and Nelson Toledo; with the latter five members being the majority of the Board and the Directors named in Case No. WR-CV-32-014.
25. The Board of Directors selected Robert Joe as President and CEO of NNOGC on July 1, 2013.
26. Since then, a concerted effort has been sustained to remove or incapacitate the majority of NNOGC's Board of Directors.
27. This has been achieved through an orchestrated Shareholder Representative meeting removing and suspending the majority Board of Directors, disregard of the requirements of the Charter of Incorporation and Bylaws, and abuse of the authority of the CEO.
28. As part of this sustained effort, a meeting was called, held, and purportedly conducted on December 21, 2013. The Shareholder Representatives purported to remove or suspend five of the members of the Board of Directors – all of whom are named as Defendants in Case No. WR-CV-32-14.
29. On December 21, 2013, the Shareholder Representatives in attendance at this meeting took no action outside of the executive session that was conducted. They did not pass any resolutions or even attempt to specify any supposed

"cause" for any of the terminations (or "suspensions") of any of the five members of the Board they purported to take adverse actions against.

30. The Charter and Bylaws contain express "for cause" requirements for removal of any member of the Board of Director, namely, at Article XI(M) of the Charter.
31. Immediately after this meeting, letters making statements in regard to the purported actions of December 21, 2013 were sent to the five individual members of the Board from a law firm that does not and cannot—as a matter of law, and in fact—represent the Shareholder Representatives.
32. Nothing in the Charter or the Bylaws authorizes such action, nor does anything in the Charter or the Bylaws authorize NNOGC's officers to attempt to take actions pursuant to the defective and invalid meeting of December 21, 2013.
33. It is my opinion, as former Attorney General and General Counsel for NNOGC, and based on the Corporate Charter and Bylaws and general laws applicable to corporations, plus the documents I have reviewed, that the action of the shareholder representatives to remove and suspend the majority NNOGC Board of Directors is invalid and there was no basis for restraining the Board of Directors from holding themselves out as valid Board members, nor is there basis to enter a preliminary injunction.
34. Nor do these documents or any other federal or Navajo authorities expressly authorize the law firm in question—Johnson, Barnhouse & Keegan, LLP—to represent NNOGC. To the contrary, Navajo law and the practice of the Navajo Nation Department of Justice requires that the Attorney General' Office approve

any attorney seeking to represent an enterprise or entity of the Navajo Nation. 2 N.N.C. § 1964(C). Although this approval was provided by me, as the Attorney General, to Paul Frye and the Frye Law Firm, P.C., I have no knowledge of such approval having been sought or obtained by Johnson, Barnhouse & Keegan, LLP.

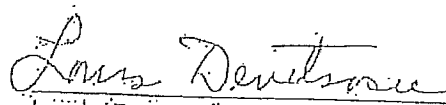
35. Thereafter, the Frye Law Firm, P.C. provided a legal opinion that the December 21, 2013 meeting was unlawfully called and conducted, and requested an opinion from the Office of the Attorney General of the Navajo Nation.
36. Robert Joe also sent a letter to the Frye Firm, P.C. during this time purporting to terminate its contract with NNOGC.
37. However, immediately after Mr. Joe's action, NNOGC's Board of Directors informed the Frye Firm, P.C. that the majority of the Board considers the Frye Law Firm, P.C. to be the legal counsel and representative for and of NNOGC.
38. I am also aware that the Navajo Nation Department of Justice analyzed the legality of the December 21, 2013 meeting of the Shareholder Representatives, and recommended that the Shareholder Representatives formally rescind any actions purportedly taken at that meeting.
39. I am aware that the suspension and removal of the majority Board of Directors and the subsequent entry of a restraining order against them has adversely impacted the operations of NNOGC and its integrity as a business, because of the insecurity in the Company's decisions and actions created by Mr. Joe's

conduct among NNOGC's employees and partners and prevents the Board from carrying out their responsibilities.

40. Worse yet, these actions are sending signals to stakeholders, including the nine banks that finance NNOGC's operations and existing and prospective industry partners, that the company is unstable and insecure. The banks and industry partners will consequently avoid the Company or take actions to protect themselves, because the risk associated with NNOGC is simply too much for a reasonable businessperson to absorb.
41. These lost opportunities and marginal benefits are harms, which fall squarely on NNOGC, its employees, its partners, and the Navajo Nation.
42. Accordingly, I am compelled to provide this affidavit and support the five members of the Board of Directors, NNOGC, and the Navajo Nation.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 30, 2014.



Louis Denetsosie

Exhibit J

RESUME OF PAUL E. FRYE

Education	Valparaiso (IN) High School (Valedictorian)	1966
	Cornell University, B.S. Industrial Engineering (<i>cum laude</i>)	1970
	Harvard Law School, Juris Doctor	1977
Honors	National Merit Scholar, Armington Scholar	
	Alpha Pi Mu (National Freshman Honorary)	1967
	Tau Beta Pi (National Engineering Honorary)	1969
	Varsity Basketball; Co-Captain (1969-70)	1967-1970
	Eastern Collegiate Athletic Conference Scholar-Athlete of the Year (Cornell)	1970
Employment	Industrial Engineer, Mead Packaging Co. (Atlanta)	1970-1974
	Director, Harvard Prison Legal Assistance Project	1977
	DNA-People's Legal Services, Acting Director of Litigation (1983)	1977-1983
	Navajo Nation Department of Justice	1983-1985
	Sole Practitioner, Albuquerque	1985-1987
	Partner, Nordhaus, Haltom, Taylor, Taradash & Frye	1987-2000
	Partner, Rothstein Donatelli	2000-2003
	FRYE LAW FIRM, P.C.	2003-Present
Associations	Vice-Chair, Indian Law Section, Federal Bar Ass'n	1992-2005
	Chair, Indian Law Section, N.M. State Bar Association	1996-1997
	Vice-Chair, Committee on Native American Natural Resources Law, American Bar Association	1991-1992
	Vice President, Navajo Nation Bar Association	1981-1983
Admissions	Navajo Nation (1977); New Mexico (1978); U.S. District Court for the District of New Mexico (1978); U.S. Court of Appeals for the Tenth Circuit (1980); U.S. Court of Appeals for the District of Columbia Circuit (1981); U.S. Supreme Court (1982); U.S. Court of Appeals for the Ninth Circuit (1985); U.S. Claims Court (1985); U.S. Court of Appeals for the Federal Circuit (1994); Colorado (1997); U.S. District Court for the District of Columbia (1999)	

Reported Cases

Litigated cases handled by Mr. Frye include those involving treaty rights, land and mineral rights, transportation issues, trust law, environmental law, and tribal regulatory authority. These include:

- *New Mexico Navajo Ranchers Ass'n v. I.C.C.*, 702 F.2d 227 (D.C. Cir. 1983) (revoking certificate of public convenience and necessity for proposed railroad in Eastern Navajo Agency), *opinion after remand*, 850 F.2d 729 (D.C. Cir. 1988) (imposing extraordinary conditions on permission to construct railroad in Eastern Navajo Agency to protect cultural values);

- *Begay v. Albers*, 721 F.2d 1274 (10th Cir. 1983) (affirming judgment in favor of Navajo allottees who lost their land in exchanges by the BIA predicated on deeds forged in the 1940s);
- *The Navajo Tribe*, 82 IBLA 387 (1984) (rejecting federal Government's claims of mineral ownership in unallotted, unrestored lands described in Executive Order 1000 (Dec. 30, 1908));
- *McClanahan v. Hodel*, No. CIV 83-161-M, 14 Indian L. Rptr. 3113 (D.N.M. 1987) (invalidating uranium leases on Navajo allotments due to violation of federal trust duties), *vacated as moot*, Nos. 87-1186, 87-1234 (10th Cir. 1988) (co-counsel);
- *Star Lake R.R. v. Navajo Area Director, BIA*, 15 IBLA 220 (1987) (revoking right-of-way across Navajo Nation land in accordance with resolution of the Navajo Nation Council), *aff'd*, *Star Lake R.R. v. Lujan*, 737 F. Supp. 103 (D.D.C. 1990), *aff'd*, 925 F.2d 490 (D.C. Cir. 1991) (*per curiam*);
- *Star Lake R.R. v. Fourteen (14) Rights-of-Way Across Indian Allotments*, No. CIV 82-392 JB, 13 Indian L. Rptr. 3005 (D.N.M. 1985) (granting attorney fees to Navajo allottees after remand and dismissal of condemnation action);
- *Navajo Tribe v. United States Dep't of Interior*, 667 F. Supp. 747 (D.N.M. 1987) (remanding funding decision in Self-Determination Act context);
- *Chavez v. Tome*, 5 Nav. R. 183 (Nav. Sup. Ct. 1987) (affirming judgment in favor of Navajo Attorney General in libel and slander action);
- *New Mexico ex rel. Energy & Minerals Dep't v. United States Dep't of the Interior*, 820 F.2d 441 (D.C. Cir. 1987) (reversing dismissal of Navajo Nation's counterclaim against New Mexico and ordering transfer to New Mexico), *settlement approved after remand and transfer*, No. CIV 87-1108 JB, 19 Indian L. Rptr. 3119 (D.N.M. 1992) (limiting state's authority to regulate surface mining in Navajo Indian country);
- *Valencia Energy Co.*, 109 IBLA 40 (1989), *aff'd*, No. CIV 89-758-M (D.N.M. 1994) (holding that Navajo Nation fee lands in Eastern Navajo Agency are "Indian lands" under 1977 Surface Mining Act and not subject to State jurisdiction);
- *Pittsburg & Midway Coal Mining Co. v. Office of Surface Mining*, 115 IBLA 148 (1990), *aff'd*, No. CIV 90-730-JC (D.N.M. 1994) (holding that Navajo Nation fee lands within P&M South Mine are "Indian lands" under 1977 Surface Mining Act, and remanding for a hearing on whether Navajo allotments within the mine area are also "Indian lands" not subject to State jurisdiction);
- *United States v. Tsosie*, 849 F.Supp. 768 (D.N.M. 1994), *aff'd*, 92 F.3d 1037 (10th Cir. 1996) (requiring federal Government to exhaust Navajo Nation court remedies before bringing ejectment action against Navajo citizen living on disputed land in Eastern Navajo Agency);
- *Mescal v. United States*, 161 F.R.D. 450 (D.N.M. 1995) (holding that United States intentionally obstructed justice in class action brought by Navajo allottees seeking mineral rights;

suit later settled by Government issuing supplemental trust patents relinquishing mineral estate to several thousand individual Navajo allotment owners);

- *Navajo Nation v. Lujan*, No. CIV 89-2066 JGP, 22 Indian L. Rptr. 3235 (D.D.C. 1995) (requiring new “Indian lands” rulemaking under 1977 Surface Mining Act);
- *Thermal Energy Co.*, 135 IBLA 291 (1996) (requiring BLM to consider Navajo Indian allottees’ and occupants’ rights prior to coal leasing decision in Eastern Navajo Agency);
- *Ark Land Co.*, 139 IBLA 196 (1997) (same);
- *The Navajo Nation*, 150 IBLA 83 (1999) (reversing BLM determination that non-Indian coal lease applicant was entitled to lease in Eastern Navajo Agency);
- *The Navajo Nation, et al.*, 152 IBLA 227 (2000) (same);
- *Thermal Energy Company*, 183 IBLA 126 (2012) (affirming denial of federal coal lease applications in Eastern Navajo Agency);
- *Texaco, Inc. v. Zah*, 5 F.3d 1374 (10th Cir. 1993) (remanding for additional findings in case challenging Navajo taxes); *opinion after remand, Texaco, Inc. v. Hale*, 81 F.3d 934 (10th Cir. 1996) (affirming dismissal of Texaco’s case pending exhaustion of tribal remedies; case settled by Navajo Nation Department of Justice for taxes to be paid for activities on Navajo trust land);
- *Pittsburg & Midway Coal Mining Co. v. Yazzie*, 909 F.2d 1387 (10th Cir.) (holding that Executive Order reservation was diminished pursuant to 1908 Act of Congress and remanding for a determination if the P&M South Mine is otherwise in Navajo Indian country for tax purposes), *cert. denied*, 498 U.S. 1012 (1990); *opinion after remand, Pittsburg & Midway Coal Mining Co. v. Watchman*, 52 F.3d 1531 (10th Cir. 1995) (holding that P&M was required to exhaust Navajo administrative and court remedies in challenge to Navajo taxes; case settled by Frye when P&M agreed to pay all past, present and future taxes for entire mine);
- *HRI, Inc. v. EPA*, 198 F.3d 1224 (10th Cir. 2000) (upholding EPA’s determination that tribal trust land in Eastern Navajo Agency are Navajo Reservation lands for Safe Drinking Water Act purposes and not subject to State jurisdiction, and that the jurisdictional status as “Indian country” of an isolated tract of non-Indian fee land there was properly deemed in dispute by EPA), *opinion after remand*, 562 F.3d 1249 (10th Circuit 2009) (off-reservation fee land in Eastern Navajo Agency is “Indian Country”), *rev’d on reh’g*, 608 F.3d 1131 (10th Circuit 2010) (*en banc*);
- *Navajo Nation v. United States*, 46 Fed. Cl. 217 (2000) (finding that United States had breached its trust duties in Peabody coal leasing but holding that court had no jurisdiction to award damages under Indian Tucker Act), *rev’d*, 263 F.3d 1325 (Fed. Cir. 2001) (reversing on jurisdiction and remanding for determination of damages), *rev’d*, 537 U.S. 488 (2003) (reversing on jurisdiction and remanding for further proceedings), *on remand*, 347 F.3d 1327 (Fed. Cir. 2003) (remanding for additional proceedings), *on remand*, 68 Fed. Cl. 805 (2005) (adhering to original jurisdictional holding); *rev’d*, 501 F.3d 1327 (Fed. Cir. 2007) (holding that the United States breached

compensable trust duties in colluding with coal company to minimize Navajo coal royalties), *rev'd*, 556 U.S. 287 (2009);

- *EEOC v. Peabody Western Coal Co. and Navajo Nation*, 2006 WL 2816603 (D. Ariz. Sept. 30, 2006) (rejecting on the basis of Navajo Nation sovereign immunity EEOC's challenge to Navajo Preference in Employment Act), *rev'd and remanded*, 610 F.3d 1070 (9th Cir. 2010), *cert. denied*, 132 S.Ct. 91 (2011), *on remand*, 2012 WL 5034276 (D. Ariz. Oct. 18, 2012) (upholding Navajo employment preference lease provisions against challenge by the EEOC), *on appeal*, No. 12-17780 (9th Cir. argued May 12, 2014);

- *Toro Packing Co. of New Mexico v. Navajo Agricultural Products Industry*, No. SC-CV-02-07 (Nav. Sup. Ct. Mar. 1, 2007) (granting NAPI's request for writ of superintending control requiring District Court to dismiss suit against NAPI);

- *Kayenta Township Comm'n v. Ward*, No. SC-CV-29-07 (Nav. Sup. Ct. Feb. 25, 2011) (holding that Township possesses authority to evict businesses operating on expired lease) (co-counsel); and

- *Denetchee v. Kayenta Township Commission*, No. SC-CV-38-13 (Nav. Sup. Ct. Dec. 19, 2013) (ordering dismissal of complaint against Township for plaintiffs' failure to comply with Navajo Sovereign Immunity Act).

Significant Projects

- Mr. Frye led the Navajo Nation effort in fashioning a land exchange and consolidation effort among the Navajo Nation, the Bureau of Indian Affairs, and the Bureau of Land Management. The tri-party agreement resulted in advantageous land exchanges for the Navajo Nation and protection for individual Navajo citizens who live on public lands and protection of invaluable archaeological and wilderness areas.

- Mr. Frye was instrumental in forming the Navajo Nation Oil and Gas Company with the Navajo Nation Division of Economic Development as a federal corporation organized under section 17 of the Indian Reorganization Act, as amended. Mr. Frye has provided legal services and advice to NNOGC since its formation, and the net worth of NNOGC has risen from an initial investment of \$500,000 to over \$400 million.

- When NNOGC began to bring in tax-free fuel into the reservation pursuant to NNOGC's business and legal planning (and into another reservation in Arizona), the State of Arizona sought a tax-sharing agreement with the Navajo Nation. Mr. Frye was selected by the Navajo Nation Attorney General Herb Yazzie as the Navajo Nation's principal representative in those negotiations. The negotiations resulted in a tax-sharing agreement approved by the Intergovernmental Relations Committee of the Navajo Nation Council, under which the Navajo Nation receives 96.5% of the gasoline excise taxes that formerly were claimed by Arizona, approximately \$10 million per year into the Navajo Nation treasury.

Law Review Articles; Professional presentations

Mr. Frye is the author of the following articles:

- *Section 1813 of the Energy Policy Act of 2005: Implications for Tribal Sovereignty and Self-Sufficiency*, 42 U. Tulsa L. Rev. 75 (2007);
- *Lender Recourse in Indian Country: A Navajo Case Study*, 21 N.M. L. Rev. 275 (1991);
- “Leases and Permits on Indian Lands,” *Natural Resources Development on Indian Lands*, Paper No. 2 (American Bar Ass’n 1990); and
- “Defining the Contours of the Sovereign Immunity of Indian Nations,” 1 Indian L. J. 17 (1988).
- “Developing Energy Projects on Federal Lands: Tribal Rights, Roles, Consultation, and Other Interests (A Tribal Perspective),” *Energy Development: Access, Siting, Permitting, and Delivery on Public Lands*, Paper No. 15B (Rocky Mt. Min. L. Fdn. 2009)

In addition, Mr. Frye has presented papers at conferences sponsored by the Navajo Nation Bar Association, by the State Bar of New Mexico in 1988 (“Diminishment Litigation and Aboriginal Occupancy Rights: Overlooked Sources of Indian Property Interests”), by the New Mexico Indian Bar Association in 1987 and 1989 (“Jurisdiction over ‘Indian country’” and “Eastern Navajo Land Litigation,” respectively), and, in 1989, by the New Mexico Office of Indian Affairs (“Tribal-State Relations: Strategies for the 1990s – Jurisdiction”).

He moderated in 1989 a panel presentation for the annual Indian Law Conference of the Federal Bar Association (“FBA”) on “Tribal Governments in the Business World,” moderated a panel for the FBA’s 1994 Indian Law Conference on “Taxation and Economic Development: Tribal Responses to *Cotton Petroleum*,” and participated as a speaker in two programs of the New Mexico State Bar in 1994 on jurisdiction in Indian country. He was a speaker on the panel on “Indian Country Defined” at the FBA’s 1998 Indian Law Conference, and moderated a program on choice of law principles at a 1998 program cosponsored by the University of New Mexico School of Law and the Indian Law Section of the New Mexico State Bar entitled “Jurisdictional Conflicts: A Focus on Domestic Relations Issues in Indian Country.” In 2013, Mr. Frye was a speaker on the panel discussing “The Shifting Vitality of Tribal Sovereign Immunity Under Rule 19” at the annual Indian Law Conference of the Federal Bar Association.

In 1999 Mr. Frye spoke at a joint program of the Rocky Mountain Mineral Law Foundation and the American Bar Association on mineral leasing issues in Indian country. In April 2000, he spoke at the 25th Annual Indian Law Conference of the FBA and presented a paper entitled *Indian Tribal Self-Determination and the Performance of Federal Trust Duties*. In 2002, Mr. Frye was a panelist on Native American Law at the Tenth Circuit Judicial Conference. See *Current Issues in Native American Law*, 51 U. Kan. L. Rev. 249 (2003). Mr. Frye was a speaker on the Federal Trust Responsibility at the Navajo Nation Bar Association Annual Convention in June 2003, and in 2006, he was a speaker at the FBA’s annual Indian Law Conference and presented a paper entitled

“Checkerboards, Ribbons, or Consolidation? Section 1813 of the Energy Policy Act of 2005: Implications for Tribal Sovereignty, Territorial Management, and Economic Self-Sufficiency.” Mr. Frye was a panelist at a CLE in 2007 sponsored by the New Mexico Bar Association on “Natural Resources in Indian Country. In 2009, Mr. Frye was a speaker on tribal perspectives on project development on federal lands at the Rocky Mountain Mineral Law Foundation. Mr. Frye gave a presentation at the 2012 New Mexico Tribal Infrastructure Conference regarding Public-Private Funding of Critical Infrastructure Projects and also was a moderator of a panel on Trial and Appellate Litigation: Perspectives from the Bench at the Navajo Nation Bar Annual Conference.

Exhibit K

FRYE LAW FIRM, P.C.

Attorneys at Law

Stella Scott

January 9, 2014

TEL: 505/295-9400

FAX: 505/295-9400

E-MAIL: sms@fryelaw.u

Hon. Harrison Tsosie
Attorney General
Navajo Nation Department of Justice
P. O. Box 2010
Window Rock, AZ 86515

RE: Purported Terminations and Suspensions of NNOGC Board Members

Dear Mr. Tsosie:

As you know, we have been legal counsel to the Navajo Nation Oil and Gas Company ("NNOGC") since its inception in 1995. The Corporation was capitalized by the Navajo Nation Business and Industrial Development Fund with \$500,000 and has steadily grown in value over the past 19 years. NNOGC is now the largest single asset in the Navajo Nation's portfolio. According to the 2013 Annual Report, it had total assets of over \$437 million and provided payments in the form of royalties, lease bonuses, lease rentals, right of way payments, taxes and indirect benefits of \$46.9 million to the Navajo Nation, accounting for almost ten percent (10%) of the Nation's annual budget. As is evident, NNOGC has become a very important resource of the Nation. This may all change if conflict between and among the NNOGC Board and its CEO is not resolved soon. This letter seeks to foster that resolution through an opinion of the Attorney General.

The NNOGC Board hired Robert Joe as the Chief Executive Officer ("CEO") on July 1, 2013. On August 27, 2013, Mr. Joe represented to this firm that he had hired Johnson, Barnhouse and Keegan, LLP ("Barnhouse"), as legal counsel, for the purpose of dealing with employment matters related to the closure of the Denver office of NNOGC. We are informed that the Barnhouse contract was not approved by the NNOGC Board or by the Navajo Nation Department of Justice ("DOJ"), as required under 2 N.N.C. §1964(C). Nonetheless, Barnhouse has become increasingly involved in NNOGC affairs, including the purported removal or suspension of most members of the NNOGC Board of Directors.

We have determined that it is incumbent upon this firm to inform DOJ of irregularities that have been recently or are now occurring at the Corporation. The most recent incident resulted in the purported removal or suspension of five of the seven members of the Board of Directors ("Board") by the NNOGC shareholder representatives on December 21, 2013, at the urging of Mr. Joe and with the assistance of Mr. Barnhouse. If the actions of the shareholder representatives are deemed valid, a dangerous situation would be created where the NNOGC Board is effectively dissolved and cannot govern the Corporation since Section XI(J) of the Charter requires a quorum as the majority of the elected directors, which presently would be four Directors. With no quorum to conduct business, the CEO would be left unsupervised, and no major decisions reserved to the Board in the NNOGC's Federal Charter of Incorporation ("Charter") could be made.

As corporate counsel, this firm represents NNOGC through its duly-authorized constituents, who are its directors, officers, employees and shareholders. Navajo Rules of Professional Conduct ("NRPC") 1.13(a), Comment, The Entity as the Client. But when we reasonably believe that NNOGC is likely to be substantially injured by actions taken by any of those constituents which violate a legal obligation to NNOGC, we must do what is reasonably necessary to protect the Corporation's best interests. NRPC 1.13(b). In this instance, we believe we must refer this matter to the higher authority of the DOJ, as legal counsel to the sole shareholder, the Navajo Nation. See NRPC 1.13(b). In so doing, we have made every effort to give "due consideration to the seriousness of the violation and its consequences, the responsibility in the organization and the apparent motivation of the person involved, the policies of the organization concerning such matters and any other relevant considerations." NM Rule 16-113, Comment, The Entity as Client.

We may also have a heightened duty, given that NNOGC is a Section 17 corporation (with its sole shareholder being the Navajo Nation) and its shareholder representatives are Navajo Nation Council members. When government entities are involved, preventing or rectifying wrongful acts relating to public business is a factor relevant to corporate counsel's actions. NRPC 1.13, Comment, Government Agency.

We take no pleasure in having to refer this matter to DOJ pursuant to NRPC 1.13. But we must, as corporate counsel, do our best to insure that NNOGC, through all of its constituents, complies with its legal and ethical duties. In this regard, we request the DOJ to issue a legal opinion as soon as possible stating whether the shareholder representatives' actions of December 21, 2013 are either valid or invalid for failure to comply with the Corporation's Charter and Bylaws. I will provide some background information before setting forth the analysis that may be useful in such opinion.

On December 11, 2013, Robert Joe sent an electronic notice to all shareholder representatives and members of the Board, calling a special meeting of the NNOGC shareholder representatives on December 21, 2013 at the Embassy Suites in Albuquerque, NM. The notice stated that the purpose of the meeting was "a) Shareholder representative review of actions of the NNOGC Board members that may be in violation of NNOGC's Charter, Bylaws, fiduciary obligations board members owe to the corporation and/or the directors' oath of office; and b) Shareholder representative action as appropriate to address issues identified during discussion of item (a) above."

On December 21, 2013, all five shareholder representatives met in Albuquerque with Robert Joe and Dolph Barnhouse, mostly in executive session. See the attached transcript of the discussion of the public part of the meeting based on a recording of the meeting made and attested to by Board member Lennard Eltsosie ("Transcript"). It appears the discussion in executive session centered around the concerns expressed by Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie, Jennifer Hataathlie and Nelson Toledo (the "Majority Board") regarding recent proposed Navajo Nation Council legislation, namely the Amendments to the Restated Charter (Legislation No. 352-13) and four NNOGC Board appointments (Legislation Nos. 354-13, 355-13, 356-13 and 357-13), which the Majority Board determined Mr. Joe was

processing without authority from the full Board and without following procedures required by NNOGC's governing documents. Four members of the Majority Board (Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie and Nelson Toledo) were present at the December 21, 2013 shareholder representatives meeting to discuss these issues and answer any questions, but they were not given an opportunity to do so or to respond to any allegations presented to the shareholder representatives against such Board members by Mr. Joe and/or Mr. Barnhouse in executive session.

The shareholder representatives' meeting was chaired by Russell Begaye, and the shareholder representatives reportedly decided in executive session to terminate or suspend the Majority Board members. The shareholder representatives neither revealed to the Majority Board what the charges were or who would be terminated and who would be suspended. The Transcript indicates that all decisions were made in executive session but never memorialized in a motion or reduced to a resolution or other documentation duly adopted and signed by the shareholder representatives. The Transcript shows that Leonard Tsosie repeatedly attempted to have the motioning party clarify the substance of his motion concerning the Majority Board members, to have a detailed motion placed on the record of the open part of the meeting, and to have the shareholders representatives determine whether they should vote on the specific action to be taken with respect to each individual Board member. Mr. Tsosie's requests were ignored. See Transcript.

Later, letters from Mr. Barnhouse's legal assistant dated December 23, 2013 were sent to Diandra Benally and Jennifer Hatathlie stating that they were terminated and to Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo stating that they were suspended from the NNOGC Board by the shareholder representatives. No cause was stated for the purported terminations and no period was specified for the purported suspensions in the letters.

We are of the opinion that the shareholder representatives' actions are null and void for the following reasons:

1. The special meeting of the shareholder representatives held on December 21, 2013 was not properly called.

Section X(B) of the Charter states in part that "Special meetings of the shareholder, for any purpose or purposes, unless otherwise prescribed by applicable law, may be called by the President of the Corporation or by the Board of Directors, and shall be called by the President of the Corporation at the request of the Speaker of the Navajo Nation Council on behalf of the shareholder representatives. Special meetings shall require written notice stating the place, day and hour of the meeting and the purpose or purposes of which the meeting is called."

In Mr. Joe's cover email to the notice of meeting, he stated that the "special meeting of the NNOGC Shareholder Representatives has been called by four of the Shareholder Representatives" It was therefore not called by the President of the Corporation or by the Board of Directors. Thus, assuming the other method of calling the meeting was intended to be employed, the notice of meeting can be validly issued

only if and only after the Speaker makes the request for a special meeting on behalf of the shareholder representatives. Mr. Joe did not provide any evidence that the Speaker requested any special meeting on behalf of the shareholder representatives. In fact, at the December 21, 2013 meeting, Mr. Charles Damon stated the request for a special meeting of the shareholder representatives was sent to the Speaker but that the Speaker did not act on such request. *See* Transcript at page 1. Thus, the special meeting of the shareholder representatives was not properly called.

2. The December 11, 2013 notice did not state that the "purpose" for the special meeting of the shareholder representatives was to remove Diandra Benally and Jennifer Hatathlie from the NNGOC Board and to suspend Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo from the NNOGC Board.

Section X(B) of the Charter requires that the written notice of the special meeting state the place, day and hour of the meeting and the purpose or purposes for the meeting. Furthermore, Section XI(M) of the Charter states that "[a]ny one or more of the Directors may be removed with cause at any time by a vote of the shareholder representatives at any special meeting called for that purpose, or at an annual meeting." (Emphasis added.)

The December 11, 2013 notice did not state that the "purpose" of the special meeting was to remove Diandra Benally and Jennifer Hatathlie or to suspend Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo from the NNOGC Board. Thus, the purpose of the notice was not properly stated.

3. The Charter and Bylaws state that directors can only be removed for cause, and the Bylaws provide that only the Board may suspend (as opposed to remove) directors.

Shareholder representatives can only remove Directors for cause. They have no authority to suspend. Section XI(M) of the Charter states that "[a]ny one or more of the Directors may be removed with cause at any time by a vote of the shareholder representatives at any special meeting called for that purpose, or at an annual meeting." (Emphasis added.) Section 3.12(b) and Appendix A of the Bylaws also require that Directors be removed for cause only. Further, "cause" is defined in Section III of Appendix A of the Bylaws. At no time did the shareholder representatives disclose, orally or in writing, what they believed constituted cause for the purported removal of the two NNOGC Directors. *See* Transcript.

After the executive session, the shareholder representatives never elaborated on what may have constituted "cause" for the purported removal of Diandra Benally and Jennifer Hatathlie, and they never adopted any resolution or other document stating the same. *See* Transcript. Moreover, Barnhouse's letter of December 23, 2013 failed to state any cause for the purported removal of Diandra Benally and Jennifer Hatathlie. *See* two attached representative letters to the Board.

The Charter and the Bylaws do not provide the shareholder representatives with any authority to suspend NNOGC directors. Only the full Board of Directors may suspend its members. See Section 3.12(b) of the Bylaws and Section IV(I) of Appendix A to the Bylaws. Thus, the shareholder representatives cannot properly suspend Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo, and any such actions are invalid.

4. The shareholder representatives did not comply with Section XI(M) of the Charter and the comprehensive procedures stated in Section 3.12 and Appendix A of the NNOGC Bylaws for the purported removal of Diandra Benally and Jennifer Hataathlie as directors.

Mr. Joe, Mr. Barnhouse and the shareholder representatives did not comply with Section XI(M) of the Charter and the comprehensive "Standards and Procedures for the Removal of Members of the Board of Directors" outlined in Appendix A of the Bylaws in the purported removal of Diandra Benally and Jennifer Hataathlie and purported suspension of Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo. No complaint against any accused director was filed with the Board, no notice was sent to the accused director, no meetings were held by the Board to hear any complaint, no opportunity was provided for any accused director to be heard, no investigation was conducted, no official action by the Board was made with regard to any accused director for suspension, no formal request was made by the Board to the shareholder representatives to remove any accused director, and finally, there was no official resolution of the shareholder representatives to document the removal of any accused director.

The shareholder representatives are familiar with the comprehensive procedures in the Bylaws, noted above. They used them to consider the removal of Young Jeff Tom as a Board member in March 2013. They conducted an extensive hearing with Mr. Tom, the investigating attorney (former Navajo Nation Attorney General Michael Upshaw) and NNOGC corporate legal counsel prior to making a decision.

As stated above, the shareholder representatives have no authority to suspend directors under the NNOGC Charter and Bylaws, but their actions to indefinitely suspend Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo are tantamount to removal from the Board.

Further, as stated above, the shareholder representatives did not afford the Majority Board members with an opportunity to be heard on December 21, 2013, in order to respond to any allegations presented by Mr. Joe and/or Mr. Barnhouse in executive session. Thus, the safeguards required to be afforded to Diandra Benally, Mae-Gilene Begay, Jennifer Hataathlie, Lennard Eltsosie and Nelson Toledo by Section XI(M) of the Charter and Section 3.12 and Appendix A of the NNOGC Bylaws, were not provided, and their removal was unauthorized under NNOGC's governing documents.

5. The shareholder representatives did not substantiate their actions in writing to remove or suspend the Majority Board members.

The shareholder representatives did not adopt a resolution or execute any official document to state or substantiate their actions in the purported removal of Diandra Benally and Jennifer Hatathlie and purported suspension of Mae-Gilene Begay, Lennard Eltsosie and Nelson Toledo. When the shareholder representatives considered the removal of Young Jeff Tom as a Board member in March 2013, their action was substantiated and memorialized by a formal resolution. In this case, the shareholder representatives did not consider, adopt, or sign any resolution to memorialize whatever actions they may have taken. There is no evidence or memorialization of any action taken by the shareholder representatives, much less actions to remove or suspend any Board member for cause as required by NNOGC's governing documents.

6. The shareholder representatives' decision to remove or suspend the directors was made in executive session and never put on record during the open part of their meeting.

A major portion of discussion by the shareholder representatives was held in executive session. The recording of the open part of the meeting shows that whatever decision the shareholder representatives finally made is unclear, and the main motion concerning the Majority Board members is incomprehensible. *See Transcript.*

It is NNOGC's policy to hold all its Board and shareholder representative meetings in the open, except for discussions dealing with personnel or similar sensitive issues, and to reduce all important decisions to duly adopted resolutions. It is also NNOGC's policy to record all meetings and produce minutes of such meetings. These procedures were followed in the case of Young Jeff Tom. The shareholder representatives appear to have held their meeting on December 21, 2013 in contravention of such established policies.

7. The shareholder representatives may not delegate their authority to the Barnhouse firm to terminate or suspend Board members.

Shareholder representative actions, such as removal of Directors of the Board, are the responsibility of shareholder representatives. Nothing authorizes them to delegate that authority. Any communication concerning the removal of a director from the NNOGC Board is a very serious matter, and it should come directly from the shareholder representatives. Even if the shareholder representatives could delegate the authority to issue letters of termination or suspension on their behalf to the Majority Board members, there is no evidence that they delegated that authority to Mr. Barnhouse or anyone else in his office or to any NNOGC officer or employee. The shareholder representatives apparently discussed "instructions" in their executive session, but they did not reduce any instructions to writing in a resolution or

otherwise and did not state instructions on the record after the conclusion of the executive session. *See* Transcript.

Further, as stated above, the shareholder representatives have no authority to suspend a director from the NNOGC Board. That authority is reserved for the full Board. Thus, the shareholder representatives are not in a position to direct anyone to issue notices of suspension to any director on their behalf.

Non-compliance with established rules, policies and procedures in calling and holding meetings generally results in subsequent actions taken being declared null and void. *See e.g., ER Holdings, Inc. v. Norton Co.*, 735 F. Supp 1094, 1103 (D. Mass. 1990) (company decision made in a board meeting to postpone its annual meeting that was already scheduled in the bylaws was invalid); *Plumley v. County of Oneida*, 395 N.Y.S.2d 850, 852 (N.Y. App. Div. 1977) (legislation passed at a meeting held contrary to the rules of the Board and a statute was void); *City of Lexington v. Davis*, 221 S.W.2d 659, 662 (Ky. Ct. App. 1949) (a revised ordinance passed at an adjourned meeting was null and void); *Porto v. Oliver*, Index No. 2022/8199 2002 WL 1769890 at *3 (N.Y. Sup. July 26, 2002) (a special meeting was called in contravention of the party rules; thus, any actions taken at such special meeting were null and void and without effect). Similarly, any replacement appointments to a Board of Directors will be considered invalid, if the removal or suspension of prior Board members was conducted illegally. *See Teperman v. Atcos Baths*, 158 N.Y.S.2d 391, 392 (N.Y. Sup. Ct. 1956) ("If petitioner was illegally removed from the office of the director, the election of his successor was likewise illegal"); *Wilde v. Kelly*, No. C.V. 95-11, 1995 WL 1074107 at *2 (Muscogee (Cr.) D. Ct. Oct. 25, 1995) (the attempted removal of plaintiff from the office of the Vice Chairperson of the Board of Directors was null and void and any attempted appointment to fill his purported vacancy is null and void); *also* 2 Fletcher Cyclopedia the Law of Private Corporations §362, Page 175 (West 1917-1921, as revised 2006) ("And if a director is illegally removed from office, the selection of his or her successor is likewise illegal").

In accordance with the above, and after detailed review and analysis, we have concluded that the December 21, 2013 meeting of the shareholder representatives was improperly called and held. Thus, any subsequent actions of the shareholder representatives to purportedly remove or suspend certain directors are null and void. In addition, any attempted replacements would be considered null and void, and would call into question any decisions to be made by the Board with their participation.

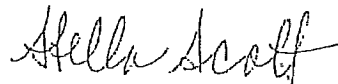
These actions by the CEO and Barnhouse did not occur in a vacuum. The Majority Board was apparently attempting to inquire into possible financial and other improprieties by the CEO, and the CEO began stone-walling the Majority Board. *See* Transcript. Rather than addressing the Majority Board's concerns forthrightly, the CEO, with the assistance of Barnhouse in an unknown capacity, sought to remove the Majority. While our principal duty to ensure compliance with applicable authorities does not necessarily ensure good governance or competent constituents, corporate counsel has an important role in ensuring the Corporation's compliance with legal and ethical duties. *E.g. In re American Int'l Group, Inc.*, 965 A.2d 763, 822 & n. 220 (Del. Ct. 2009)

Finally, the uncertainty caused by the purported removals and suspensions of five of the seven confirmed Board members by the shareholder representatives prevents the full Board from moving forward with important duties and responsibilities, such as disciplining the CEO for any serious infractions, protecting the Corporation's financial assets, and ensuring that the 2013 Audit and 2014 Budget are completed on schedule. The last quarterly meeting was held in August 2013. Thus, we request that your office issue a legal opinion as soon as possible addressing the recent actions of the shareholder representatives which have created a major crisis in corporate governance.

Enclosed are copies of the corporate documents, transcript and correspondence referenced in this letter. We are available to meet with you to discuss this matter in detail. Thank you for your assistance.

Very truly yours,

FRYE LAW FIRM, P.C.



Stella Scott

cc: Dana Bobroff, Deputy Attorney General
Mariana Kahn, Acting Chief Legislative Counsel
NNOGC Board members
NNOGC President and CEO
NNOGC Shareholder Representatives

Enclosures

Exhibit L

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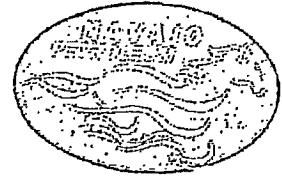
p.1

NAVAJO NATION OIL & GAS COMPANY

A Federal Corporation

Post Office Box 4439 • Window Rock, Arizona • 86515

Telephone (928) 871-4880 • FAX (928) 871-4882



Paul Frye, Esq.

Frye Law Firm

10400 Academy Rd. NE., Ste. 310

Albuquerque, NM 87111

January 13, 2014

Faxed to (505) 296-9401

Dear Mr. Frye:

Pursuant to Section 7 of the Attorney-Client Fee and Services Contract between Navajo Nation Oil and Gas Company and the Frye Law Firm, P.C., NNOGC hereby discharges the Frye Law Firm.

Please immediately transfer all pending NNOGC matters to Johnson Barnhouse & Keegan LLP. You should also make arrangements to transfer all of NNOGC's physical and electronic files to the Johnson Barnhouse Keegan firm by close of business tomorrow.

If there are any matters that require the immediate attention of legal counsel, please let me know right away.

Very truly yours,

NAVAJO NATION OIL & GAS COMPANY

Robert Joe, President and CEO

Cc: By fax to Karl Johnson, Johnson Barnhouse & Keegan LLP (505) 842-6124

Exhibit M

IN THE DISTRICT COURT OF THE NAVAJO NATION
FOR THE JUDICIAL DISTRICT OF WINDOW ROCK, NAVAJO NATION (AZ)

NAVAJO NATION OIL
AND GAS COMPANY,

Plaintiff,

v.

MAE-GILENE BEGAY,
DIANDRA BENALLY,
LENNARD ELTSOSIE,
JENNIFER HATATHLIE AND
NELSON TOLEDO,

Defendants.

No. WR-CV-32-14

DECLARATION OF LENNARD ELTSOSIE

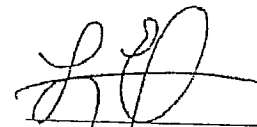
I, Lennard Eltsosie, declare:

1. I am the Chairman of the Board of Directors of the Navajo Nation Oil and Gas Company ("NNOGC").
2. To date, I have not been served with a summons and complaint in the above captioned case.
3. I was present at the meeting of the Shareholder Representatives for NNOGC held on December 21, 2013, and only five (5) such Shareholder Representatives were present at that meeting.
4. Attached hereto as Exhibits "A" and "B," respectively, are true and correct copies of the Resolutions of the NNOGC Board of Directors: (a) reaffirming the Frye Law Firm, P.C. attorney contract with NNOGC, and (b) terminating any purported legal representation of NNOGC by Johnson Barnhouse & Keegan L.L.P.
5. The Board of Directors of NNOGC have never met, with a quorum, and authorized Robert Joe to terminate legal representation of NNOGC by the Frye Law Firm, P.C.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on:

1/26/14
Date


Lennard Eltsosie

RESOLUTION OF THE
BOARD OF DIRECTORS OF THE
NAVAJO NATION OIL AND GAS COMPANY

Reaffirming the Frye Law Firm, P.C. Attorney Contract with the Navajo Nation Oil and Gas Company

WHEREAS:

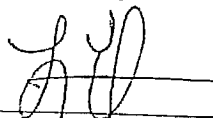
1. The Navajo Nation Oil and Gas Company ("NNOGC") is a wholly owned corporation of the Navajo Nation organized under section 17 of the Indian Reorganization Act, as amended, and charged with developing and operating a profitable integrated oil company for the benefit of the Navajo Nation; and
2. The Frye Law Firm, P.C. ("Firm") was instrumental in the formation of NNOGC and has been corporate counsel for NNOGC since its inception; and
3. The Firm's contract was renewed on May 1, 2013 and expires on June 30, 2015; however, on January 13, 2014, Robert Joe issued notice purporting to terminate the Firm's contract with no notice to the Board of Directors; and
4. The Board of Directors did not authorize with such purported termination, has always enjoyed a productive working relationship with such Firm and is of the opinion that such contract should be continued and reaffirmed; and
5. The Board of Directors further deems it in the best interest of NNOGC that the Firm's contract shall not be terminated except with the Board's prior approval.

NOW THEREFORE BE IT RESOLVED THAT:

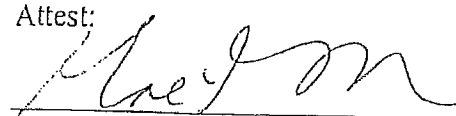
1. The Board of Directors of the Navajo Nation Oil and Gas Company hereby confirms Frye Law Firm, P.C. as its corporate attorney at all times retroactive to May 1, 2013 and reaffirms the contract with Frye Law Firm, P.C. as being in full force and effect from May 1, 2013 until the expiration date noted in such contract or until terminated by the Board of Directors.
2. The Board of Directors of the Navajo Nation Oil and Gas Company hereby directs that the contract with Frye Law Firm, P.C. shall not be terminated without the express approval of the Board of Directors, and approves an amendment to the same effect, as set forth in the attached Exhibit "A."
3. The Board of Directors of the Navajo Nation Oil and Gas Company hereby authorizes the Chairman of the Board to execute such amendment, attached hereto as Exhibit "A," on behalf of the Navajo Nation Oil and Gas Company.

CERTIFICATE

I hereby certify that the foregoing resolution was considered by the Board of Directors of the Navajo Nation Oil and Gas Company, at a duly called meeting at which a quorum was present in Albuquerque, New Mexico and that the same was passed by vote of 5 in favor, 0 opposed and 0 abstained, this 21st day of January, 2014.



Lennard Eltsosie, Chairman
Board of Directors

Attest:


Mae-Gilene Begay, Secretary

Exhibit "A"

FIRST AMENDMENT TO
ATTORNEY-CLIENT FEE AND SERVICES CONTRACT
BETWEEN NAVAJO NATION OIL AND GAS COMPANY AND
FRYE LAW FIRM, P.C.

This First Amendment to the Attorney-Client Fee and Services Contract Between Navajo Nation Oil and Gas Company and Frye Law Firm, P.C. ("Agreement") (effective on May 1, 2013) is effective January 13, 2014.

The following paragraphs in the Agreement are amended as follows:

1. Law Firm's Duties

NNOGC hereby hires the Law Firm for the purposes of general corporate representation and for other specific tasks and functions as may be requested by the President and CEO or Board of Directors consistent with the budget and other terms and conditions of this Agreement. The Law Firm will provide legal services reasonably required to represent NNOGC as its general counsel. The Law Firm will take reasonable steps to keep the President and CEO and/or Board of Directors informed of its activities and the status and progress of all legal matters entrusted or assigned to the Law Firm by NNOGC. Services to be performed by the Law Firm under this Agreement may include litigation in any forum provided that such authorization of litigation services must be set forth in a separate document signed by the President and CEO or Chairperson of the Board or his~~the~~their duly authorized designee and accepted by the Law Firm by signature of its undersigned principal. Unless a different agreement is made in writing, this Agreement will govern all future services that may be performed by the Law Firm for NNOGC.

3. NNOGC's Designee

The in-house General Counsel, or in his absence the President and CEO or Chairperson of the Board, of NNOGC shall be the principal point of contact for all communications between the Law Firm and NNOGC.

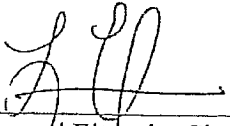
7. Discharge and Withdrawal

NNOGC may discharge the Law Firm at any time for any reason with or without prior notice, by written communication signed by the ~~President and CEO~~ Chairperson of the Board with the prior approval of the Board and delivered to the Law Firm. The Law Firm may withdraw upon thirty days' notice to NNOGC for any reason. The Law Firm may also withdraw without prior notice to NNOGC (1) upon NNOGC's consent evidenced in a writing signed by the President and CEO, or (2) if the Navajo Nation Attorney General requires such withdrawal in a writing signed by the Attorney General or his duly authorized delegate, or (3) NNOGC fails or refuses to cooperate with the Law Firm or otherwise violates a material term of this Agreement, or (4) if the Law Firm's

continuing representation of NNOGC would, in the reasonable judgment of the Law Firm, constitute or require unlawful or unethical conduct or would create the appearance of impropriety.

All other terms and conditions of the Agreement shall remain in full force and effect.

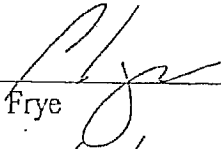
NAVAJO NATION OIL & GAS CO.



Lennard Eltsosie, Chairperson

Date: 1/21/14

FRYE LAW FIRM, P.C.



Paul E. Frye

Date: 1/21/14

RESOLUTION OF THE
BOARD OF DIRECTORS OF THE
NAVAJO NATION OIL AND GAS COMPANY

Terminating any Purported Attorney Contract Between Johnson, Barnhouse and Keegan, LLP and the Navajo Nation Oil and Gas Company

WHEREAS:

1. The Navajo Nation Oil and Gas Company ("NNOGC") is a wholly owned corporation of the Navajo Nation organized under section 17 of the Indian Reorganization Act, as amended, and charged with developing and operating a profitable integrated oil company for the benefit of the Navajo Nation; and
2. Johnson, Barnhouse and Keegan, LLP, purportedly entered into an attorney contract with NNOGC, which the Board of Directors ("Board") has requested a copy of, but has not seen; and
3. The Board did not approve such purported contract; and
4. The Board has determined that such purported contract was not advertised pursuant to the requirements of the Navajo Business Opportunity Act, 5 N.N.C 201 *et seq.* and was not approved by the Navajo Nation Department of Justice pursuant to 2 N.N.C § 1964(C); and
5. Johnson, Barnhouse and Keegan, LLP, has recently been purporting to represent NNOGC in actions against five of the seven elected members of the Board of Directors; and
6. The Board of Directors deems it in the best interest of NNOGC to terminate any such purported contract between NNOGC and Johnson, Barnhouse and Keegan, LLP, without waiving any claims it may have against such law firm.

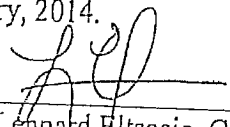
NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors of the Navajo Nation Oil and Gas Company hereby terminates any contract between Johnson, Barnhouse and Keegan, LLP and Navajo Nation Oil and Gas Company effective immediately.
2. The Board of Directors of the Navajo Nation Oil and Gas Company does not waive any claims related to violations of Navajo law, the corporation's Federal Charter of Incorporation and Bylaws, and the professional rules of conduct, such as conflict of interest, breach of loyalty, unauthorized representation, or other relevant ethical and/or fiduciary principles by Johnson, Barnhouse and Keegan, LLP, and the individual attorneys of that firm, related to the firm's purported representation of the Navajo Nation Oil and Gas Company and its constituents.

3. The Board of Directors of the Navajo Nation Oil and Gas Company does not and shall not waive any conflict of interest or appearance of impropriety in the event that Johnson, Barnhouse and Keegan, LLP, or any member thereof, seeks to represent any individual or entity in any matter where the interests of the NNOGC may be adverse to those of any such individual or entity.

CERTIFICATE

I hereby certify that the foregoing resolution was considered by the Board of Directors of the Navajo Nation Oil and Gas Company, at a duly called meeting at which a quorum was present in Albuquerque, New Mexico and that the same was passed by vote of 5 in favor, 0 opposed and 0 abstained, this 21st day of January, 2014.


Lennard Eltsosie, Chairman
Board of Directors

Attest:



Mae-Gilene Begay, Secretary

Exhibit N



NAVAJO NATION DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL

HARRISON TSOSIE
Attorney General

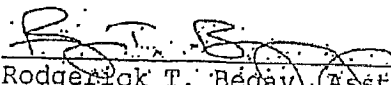
DANA BOBKOFF
Deputy Attorney General

ATTORNEY-CLIENT PRIVILEGED
CONFIDENTIAL

M E M O R A N D U M

TO: Russell Begaye, Shareholder's Representative
Mel R. Begay, Shareholder's Representative
Charles Damon II, Shareholder's Representative
Kenneth Maryboy, Shareholder's Representative
Leonard Tsosie, Shareholder's Representative

FROM:


Roger T. Begay, Asst. Attorney General
Economic & Community Development Unit
Navajo Nation Department of Justice

DATE: January 16, 2014

SUBJECT: Shareholder Representative Meeting Held on December
21, 2013

The Navajo Nation Department of Justice (NNDJ) received information about the events occurring at the Shareholder Representative Meeting (Meeting) held on December 21, 2013. Upon review, NNDJ has some concerns outlined in this memorandum.

As a preliminary matter, NNDJ is issuing this memorandum exclusively to the Shareholder Representatives of Navajo Nation Oil and Gas Company (NNOGC). As you all know, the Navajo Nation Government is the sole shareholder of NNOGC and you all serve as shareholder representatives on behalf of the Navajo Nation. Each one of you is also aware that the Navajo Nation Department of Justice serves as the legal counsel for the Navajo Nation government. 2 N.N.C. §1961 et. seq. As such, since the Navajo Nation is the sole shareholder and you all serve as shareholder representatives, NNDJ has the duty to provide legal advice to the shareholder representatives of

Exhibit B

Confidential Memorandum to: Shareholder Representatives of NNOGC
RE: Shareholder Representative Meeting Held on December 21, 2013
January 16, 2014
Page 2 of 3

NNOGC. This advice is separate from the legal advice being provided to NNOGC Board members and Officers by outside counsel.

NNDOJ reviewed the Charter, Bylaws¹, Appendix A of the Bylaws which is the Standard Procedures for the Removal of Members of the Board of Directors (Removal Procedures), and a transcript of the relevant portions of the Meeting.² I have attached a copy of the transcript to this confidential memorandum. If there are any inaccuracies which you feel may affect the concerns raised in this memorandum, please provide me with supplemental information.

According to Article XI(M) of the Charter, the Shareholder Representatives have the authority to remove one or more Directors "with cause at any time by a vote of the shareholder representatives at any special meeting called for that purpose, or at the annual meeting." Emphasis added. This authority is similarly stated in section 3.12(b) of the Bylaws except that it provides:

Any one or more of the Directors may be suspended by the Board of Directors or removed with cause (as defined in Appendix A to these Bylaws) at any time by a vote of the shareholder reps. at the annual meeting or any special meeting called for that purpose. For purposes of removal of any Director, the Board of Directors and shareholder representatives shall comply with the Standards and Procedures for the Removal of Members of the Board of Directors' attached hereto as Appendix A." Emphasis added.

¹ As amended on January 27, 2013.

² NNDOJ also received a letter from the Paul Frye Law Firm and copies of the removal letter issued by Legal Counsel Barnhouse to Board Member Benally and suspension letter issued to Board Member Eltsosie. The Firm requested that NNDOJ issue a legal opinion on the validity of the Shareholder Representative's action. However, upon due consideration, NNDOJ has determined that our client is the Shareholder Representative and therefore this memorandum is addressed exclusively to the Shareholder Representatives.

Confidential Memorandum to: Shareholder Representatives of NNOGC
RE: Shareholder Representative Meeting Held on December 21, 2013
January 16, 2014
Page 3 of 3

First concern: Did the notice of the special meeting contain information that the Shareholder Representatives would be considering the removal of five (5) Directors? This is important because if any or all of the Directors file a claim against the NNOGC, one of their claims may be they did not receive adequate notice.

Second concern: The Charter only identifies the Shareholder Representatives' authority to remove, not suspend. Then the Bylaws clearly distinguishes between the Board's ability to suspend to the Shareholder Representative's authority to remove. It is my understanding that three (3) Board members were suspended by the Shareholder Representatives. The suspended Board members may assert that the Shareholder Representatives had no authority to suspend.

Third concern: Both the Charter and Bylaws recognized that removal of Board members requires cause. In section III of the Removal Procedures, it lists examples of "cause" justifying removal. The copies of the suspension and removal letter do not appear to give notice for the cause for removal/suspension. In a potential lawsuit against NNOGC, the lack of documentation showing just cause may weaken the NNOGC's ability to defend against it.

Fourth concern: The second full sentence of section 3.12(b) of the Bylaws clearly state that when removal of Board members are being considered, the Shareholder Representatives shall comply with the Removal Procedures. A fair interpretation of the Removal Procedures shows that removal is first considered by the Board and then submitted to the Shareholder Representatives for consideration. Not to mention, the Removal Procedures outlines certain due process rights to the Director who is being considered for removal. The transcript does not show that any of the Board members were afforded their due process right. This is likely the biggest concern because it has the potential to invalidate the removal and suspensions.

In order to protect the Shareholder Representatives and ultimately, the Navajo Nation, NNDOJ strongly suggests to rescind the action taken at the Meeting and to follow the appropriate steps stated in the Charter, Bylaws and Removal Procedures to remove any member of the Board of Directors.

If there are any questions, I may be reached at (928) 871-6933.

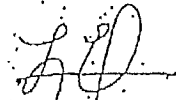
AFFIDAVIT

STATE OF ARIZONA)
) ss
COUNTY OF COCONINO)

I, Lennard Eltsosie, state as follows:

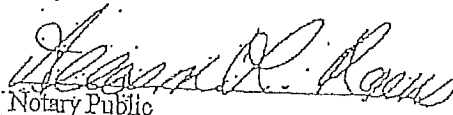
1. I am a member of the Navajo Nation Oil and Gas Company's ("NNOGC") Board of Directors.
2. I am an enrolled member of the Navajo Nation and am fluent in the Navajo language.
3. On December 21, 2013, I attended the NNOGC special meeting of the Shareholder Representatives held in Albuquerque, New Mexico.
4. I recorded the public portion of the meeting on my smart telephone.
5. Attached as Exhibit "A" is a transcript of that recording.
6. I have read Exhibit "A" and listened to the recording along with Exhibit "A."
7. I am of the opinion that the transcript of the recording, attached as Exhibit "A," accurately describes the discussion, and in the case of the parts of the discussion spoken in Navajo, the transcript is an accurate interpretation of such parts.

FURTHER AFFIANT sayeth naught.



Lennard Eltsosie

Subscribed and sworn to before me this 1 day of January, 2014 by Lennard Eltsosie.


Notary Public

My Commission Expires:

09/09/2017

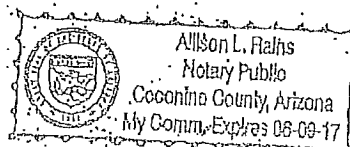


Exhibit "A"

Navajo Nation Oil and Gas Company
Shareholder Representatives Special Meeting
Embassy Suites, Albuquerque, NM
December 21, 2013

Shareholder Representatives Present: Mel R. Begay (MB), Russell Begaye (RB), Charles Damon (CD), Kenneth Maryboy (KM) and Leonard Tsosie (LT).

Board members present: Mae-Gilene Begay (MGB), Diandra Begally, Lennard Eltsosie, Nelson Toledo and Perry Shirley.

Also present: Roert Joe, CEO of NNOGC, and Dolph Barnhouse (DB), attorney of Johnson, Barnhouse and Keegan, LLP, Charles Damon's Legislative Assistant (name unknown).

RECORDING 1:

[Recording begins.]

LT [Inaudible] shall be called by the President at the request of the Speaker on behalf of the Shareholder representatives.

DB Yes sir. May be called by the President of the Corporation is the better word, comma, and shall be called.

LT So based on that, what are we sitting here for?

DB As I understand it, the Shareholder's meeting was called by the President pursuant to this letter.

LT That's Mr. Joe?

DB Yes.

CD Mr. Tsosie, for your information, the letter of request was sent to the speaker but he was too busy at Twin Arrows site, that's the information back that I received.

LT So it was you that was wanting this meeting?

CD Inaudible.

LT So the request was made to have your own chair?

[Inaudible. Navajo spoken and laughter.]

CD I would like to request that Russell be the chair of this meeting.

CD [Inaudible].

RB Ok, thank you, I assume that the way the charter [inaudible]. Ok. We're at approval of agenda, item 3, that's where we were at, there were questions and things were explained to us based the charter. So, all in favor of accepting the agenda? One, two, three, ok. Those against? One, ok. So, we have our agenda in place, three to one. Do I vote? I think I don't vote. Ok, three to one. So, we're at old business, there is none, and new business, was read to us, item a, and when we're talking about board members, personnel, we go into executive session, that's the way it is, and so, I don't know what you want to do, it's up to you.

KM Motion to go into executive session.

RB Motion by Shareholder Maryboy for executive session; second by Shareholder Damon. Who do want to stay in the room?

KM Just attorney.

RB And, Shareholders and who else?

KM Just Shareholders and our attorney and CEO.

RB Okay. That's all? So, we'll be going into executive session and motion by Shareholder to have just Shareholders, attorney and CEO present in the meeting. Shareholder Tsosie?

LT Thank you, Mr. Chair. I would recommend that people that are associated with Oil and Gas are here, and I don't think we need executive session. And, if we are going to have it, let's keep all the Board members here. These are serious allegations. I'm interested also in Shareholder Damon's letter to the Speaker. It is this that we wanted to address? Because I don't know what information he has, what you have, regarding the conduct of the Board for the record. For him to provide the letter, so, and I think, we should not do this. Let's, let's have them defend themselves and that's just the proper thing to do. So, that's it, I would urge that we not do this and keep the Board of Directors here because the allegations are against them, my leaders.

RB Thank you, Shareholder Tsosie, and turn it back over to Shareholder Maryboy.

KM I made a motion, sir.

RB Those in favor, raise your hand, to go into executive session, one, two, three, and against, one. Okay, we're in executive session and we would like everyone to clear the room except for the Shareholders, the CEO and the attorney. This is a Shareholder's meeting and so I would like to keep it as such.

MGB Can I just make a statement?

[Recording ends.]

[Shareholder Representatives go into executive session with Robert Joe and Dolph Barnhouse. All Board members leave the meeting.]

RECORDING 2:

[Recording resumes after executive session.]

[Present are all five Shareholders with Robert Joe, Dolph Barnhouse, Mae-Glene Begay, Diandra Benally, Lennard Eltsosie and Nelson Toledo.]

LT I think the motion was made by Mr. Mel Begay and I will second it for the record. So, the motion is I guess [inaudible]?

RB It is to honor the decision that was made by the Board as a, by the Shareholders, the decision made by the Shareholders representing a Navajo Nation corp, by a section 17 corporation, federally chartered corporation, to either suspend or to terminate Board members as voted on.

LT All of them collectively, or?

RB All of them collectively.

LT So, what's the motion?

RB That's the motion.

LT To terminate or to suspend?

RB To, to, to, as voted, as we voted earlier.

LT Well, I think for the record we:

CD And will be as described by the letter to each one.

LT Well, ok.

RB Each individual will receive a letter from.

LT Well, okay then. That is the motion. So, you don't want to individually name them? Is that what you're saying Mr. Chair?

RB Well, that was the decision, yes, that's the motion.

LT Well Mr. Chair, I will comment on this one. One, we should not hide and conceal information and I think we should just openly state, the way we are doing this is wrong, we should individually go down and vote on it. And I submit that the Shareholders are afraid to be openly criticized for their decision.

MB Point of order, your honor.

RB Point of order. Wait. Point of order. Point of order.

MB So, here again this is a personal [inaudible].

LT It's not a personal attack.

MB Well, what did you call me?

LT I didn't call you by name, I said the Shareholders.

RB No, there's a point of order here.

LT So L...

RB There's a point of order.

LT He asked me a question Mr. Chair, if you recall.

MB So, [inaudible]. This type of accusation [inaudible] important matter that is before us [inaudible]. We are poised to take a prominent position with your guidance. That's what we are doing.

RB So, do you make a motion to cease debate or what?

LT No, Mr. Chair, stop coaching.

RB I'm asking if that is what he saying.

LT Stop coaching. Mr. Chair, I have the floor. I have the floor. Mr. Chair, I think we have no evidence here.

RB No, wait.

MB Mr. Chair, I'm not done.

LT No, he's coaching you. The Chair is coaching you and the Chair is being unfair. The Chair

is being unfair.

RB No, I understand. It sounds like that is what he's saying, that's why I'm asking.

LT Well, then don't.

KM Mr. Chair, motion to adjourn.

CD Second.

RB Without making a decision?

LT Ok, there's a motion to adjourn.

KM I already made it when Mr. Tsosie was outside [inaudible].

LT Motion to adjourn takes precedence, Mr. Chair. I second the motion to adjourn.

KM But, acknowledge the recommendation, I already did. I don't know what you are after, and I don't know why you're running the meeting. And, I don't know why you allow this.

LT Well, to comment on it.

LT Mr. Chair, you need to be respectful.

RB Now, there's a motion to adjourn. And we're in, in a legal session now. We are in a meeting.

KM Mr. Chair, Mr. Chair.

RB And we haven't made a decision.

KM I, I, I will, I will, I will, I will rescind my motion to adjourn. But, you were there and all of us, we did recommendation in the executive session, that happened, now I don't know why you're allowing to debate on this, because we already discussed it.

LT Because it's debatable.

RB In open session, it is debatable but there is a [inaudible].

MB Mr. Chair, I'm not done with my statement [inaudible], here again this goes back to an accusation of calling a fellow delegate a certain character, so for that reason, I will take that [inaudible].

LT That was a point of order, Mr. Chair.

- MB I motion to say that this [inaudible] issue here and that we'll vote.
- LT Point of order. Point of order. Point of order.
- RB Okay. Point of order.
- LT I have the floor. Mr. Begay raised that on a point of order. If I offended him I apologize. But let me just talk about myself. What I saw was no evidence here. I saw no evidence to do any form of punishment against the Board members, and I think I would be wrong to vote in the affirmative of that, and I won't support the motion to suspend. There's been no detrimental effect that I saw, no evidence of it against the company, and there's no specific sections that I saw. So, the other thing is too, we have a Navajo Nation law that allows for comments to happen, and I think that trumps whatever we are trying to do here. We welcome comments. These are Navajo citizens, and so, I think it is important that we do so. And so, and then the other interesting thing too is, I saw no letter of harm or hurt that has.
- RB Well, Mr. Tsosie I'm going to have to cut you off cuz.
- LT Mr. Chair, I have the floor. I know what you're trying to do, you're trying to cut me off from the record and you know better. I'm almost done, I'm almost done. I'm talking about myself, Mr. Chair, please respect that. I'm not talking about you or anybody else, but what I saw. And so, I saw no letter from the appointed Board members saying they were hurt by the actions of the other Board members. And so, I think that is wrong. And so, when they go in the Navajo Nation Council, it's up to the Navajo Nation Council members when they vote on it as the Naa'biik'iyati Committee to decide, yes or no. And so, I think it is very important that we do so at that time, and not the way we are trying to do this. I believe there is a regular Board meeting scheduled on December 30 and I think if we do this and I vote to remove members, I [inaudible].
- RB Mr. Tsosie, Shareholder Tsosie, all of these points, and all of us debated, all of them.
- LT You didn't debate that well, so you're covering the executive session.
- RB No, see, as a corporation, corporation section 17 federal charter can debate in executive session or out of executive session.
- LT That's the Barnhouse rule and I disagree with it.
- RB And, so I'm going to go ahead and ask and call for a vote on the motion as made, and because we're just regurgitating where it was done legally.
- LT Mr. Chair, we have never put it on record.
- RB It is on record because we did it in executive session, what we did as a charter, federal charter, it is on federal record, it is on record.

- LT How can it be on record if we were in executive session? Now, you are making statements that doesn't make sense, Mr. Chair.
- RB I know, because we're acting as a corporation, a federally chartered corporation, and as.
- LT No, this is a Navajo Nation public body that was created under section 17 by the Navajo Nation Council. It's not a pure corporation that you're thinking of. And I know you're using the Barnhouse rule now and it's the wrong rule to do so. That's the way it is, my leaders.
- RB Okay, so I'm going to ask for a vote here, a motion is on the floor and a second has been made, and all in favor, raise your hand, one, two, three; no, there's one. So, it passes and the instruction is we going to ask the attorney for the company to send letters to each of the individuals that we acted upon, as Shareholders, to protect the integrity, the growth of the Navajo Nation Oil and Gas; because we were selected to protect the Navajo Nation's interests in Navajo Oil and Gas, and so we, as Shareholders, the Shareholders, have voted to let them individually on who will be suspended and or who will be terminated or who will be kept on board as is. And so each of the individuals will receive a letter from the corporation stating such, and so that's the decision of the Shareholders as voted. It that it? Do I hear a motion to adjourn?
- LT Mr. Chair, I object to your characterization.
- KM Motion to adjourn.
- RB Who second? Mr. Begay second.
- LT We did not put this on record.
- RB There is a motion to adjourn.
- LT And we won't know what happened in executive session, and we are not fulfilling our fiduciary responsibility and you are hurting the corporation by acting in this way. And I would ask that the record be preserved too.
- RB: Okay, a motion on adjournment, one, two, three; against, one. The motion passes and Shareholders adjourned. Thank you.

[MB, KM, Robert Joe and Dolph Barnhouse promptly leave. RB, LT and CD stay behind for an informal session with Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie and Nelson Toledo.]

Exhibit O

RESOLUTION OF THE
BOARD OF DIRECTORS OF THE
NAVAJO NATION OIL AND GAS COMPANY

Terminating the Employment Agreement between the Navajo Nation Oil and Gas Company and Robert Joe with Just Cause Effective Immediately

WHEREAS:

1. The Navajo Nation Oil and Gas Company ("NNOGC" or "Corporation") is a wholly owned corporation of the Navajo Nation organized under section 17 of the Indian Reorganization Act, as amended, and charged with developing and operating a profitable integrated oil company for the benefit of the Navajo Nation; and

2. Pursuant to Resolution 194, NNOGC entered into an employment agreement with Robert Joe for the position of the Chief Executive Officer of NNOGC for a term of three (3) years, effective June 18, 2013 and ending June 17, 2016; and

3. Mr. Joe has breached his employment agreement ("Empl. Agrmt.") with NNOGC and has violated Navajo law, and the NNOGC Federal Charter of Incorporation ("Charter"), NNOGC Bylaws ("Bylaws"), and NNOGC Policies and Procedures ("P&P"); and

4. The Board has determined that Mr. Joe should be terminated for just cause pursuant to Article X(A) of his employment agreement for the following infractions, any one or any combination of which constitutes just cause for his termination:

a. Violation of Duty to Act in Good Faith (i.e., duty to act honestly and deal fairly). See Charter XIII A(1); Bylaws 6.2(a), 6.3 and 6.4(b); P&P 003, 100 and 133; Empl. Agrmt. V.

- 1) Proposing to amend the NNOGC Charter without knowledge of or approval by the Board and processing such amendments pursuant to Nation Council Legislation 0352-13 (dated November 15, 2013) without authority from the Board. See Bylaws 3.17; Empl. Agrmt. V(A) and V(C)(9).

The Board adopted its proposed amendments on August 20, 2013, and the same version was approved by the shareholder representatives on October 4, 2013. The bylaws state that any further changes (such as those subsequently proposed and inserted by Mr. Joe) to the Charter must be approved by the Board.

- 2) Violation of the Navajo Preference in Employment Act ("NPEA"), 15 N.N.C. § 607 *et seq.* See P&P 100 and 133; Empl. Agrmt. V(C)(4) and (9).

Misrepresenting the termination of certain employees as a reduction in force ("RIF"), including approximately 12 professional and technical employees in the Denver office, without following corporate policy or the NPEA for such RIFs, and without specific direction and approval by the Board. Subsequently, some of the same jobs were advertised.

Hiring individuals before the time for advertisements had lapsed and candidates were properly evaluated and vetted by the Human Resources Department.

Creating a hostile work environment for employees by intimidating employees.

- 3) Violation of the Navajo Business Opportunity Act ("NBOA"), 5 N.N.C. 201 *et seq.*, and/or 2 N.N.C. § 1964(C); See P&P 133; Empl. Agrmt. V(C)(9).

Engaging Johnson Barnhouse and Keegan, LLP ("Barnhouse") without advertising for legal services and without approval by the Board and the Navajo Nation Department of Justice pursuant to 2 NNC § 1964(C).

Engaging Wafaie Zaaza and Patrick N. Caldwell and other consultants without advertising for the services provided by such consultants.

- 4) Misrepresenting to Navajo court that Board members Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie, Jennifer Hatathlie and Nelson Toledo were either terminated or suspended by the shareholder representatives and that such Board members were continuing to act without authority, after receipt of the corporate counsel's opinion that the shareholder representatives' actions were invalid. See P&P 133.
 - 5) Misrepresenting to the Office of the President and Vice President and Navajo Nation Council about the characters of Board members Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie, Jennifer Hatathlie and Nelson Toledo. See P&P 133.
 - 6) Permitting Barnhouse, as purported corporate counsel, to make untrue statements about Board members Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie, Jennifer Hatathlie and Nelson Toledo in correspondence provided directly to the Navajo Nation Council. See P&P 133.
 - 7) Outsourcing of Payroll and Human Resources to Paychex without approval by the Board, resulting in lack of checks and balances (since Mr. Joe is the only one with access to and with signature authority with Paychex) and elimination of Navajo jobs. See P&P 133; Empl. Agrmt. V(C)(6) and (12).
- b. Violation of Duty of Loyalty (i.e. duty to act in good faith and in the best interest of the corporation). See Charter XIII A(1); Bylaws 6.2(a), 6.3 and 6.4(b); P&P 002, 003 and 133; Empl. Agrmt. V.
- 1) Facilitating the reversion of joint operating agreements to partners without authority from the Board. P&P 133; Empl. Agrmt. V(A).

- 2) Abolishing the Upstream Business Unit of NNOGC, without (i) specific direction and approval by the Board, (ii) review of the on-going projects and (iii) a comprehensive analysis of the long-term financial impacts of such action to NNOGC's future. Bylaws 6.3; P&P 133; Empl. Agrmt. V(A).

Two Board meetings were scheduled where the Upstream Business Unit employees were to make presentations regarding an analysis of the status and costs of projects, but Mr. Joe cancelled both meetings.

The Denver office lease expires on May 31, 2015 and does not contain an early termination provision. Thus, NNOGC continues to pay annual rent of \$173,116.08 for 2013-2014 and \$151,651.56 for 2014-2015 plus all Occupancy Costs and Other Charges.

- 3) Submitting proposals to amend the NNOGC Charter without knowledge of or approval by the Board and processing such amendments pursuant to Nation Council Legislation 0352-13 (dated November 15, 2013) without authority from the Board. See Bylaws 3.17; P&P 133; Empl. Agrmt. V(A) and V(C)(9).
 - 4) Processing NNC Legislation No. 354-13, 355-13, 356-13 and 357-13 concerning the nominations of four candidates to the NNOGC Board (including Carlos V. Duno, a business associate) without disclosure to or approval by the Board, without complying with the nominations process detailed in the Bylaws, and by misrepresenting facts surrounding such nominations to the Navajo Nation Council. See Bylaws 3.15 and 3.17; P&P 003 and 133; Empl. Agrmt. V(A).
 - 5) Engaging Barnhouse, as purported corporate counsel, without approval by the Board and Navajo Nation Department of Justice pursuant to 2 NNC § 1964(C). See P&P 133; Empl. Agrmt. V(C)(9).
 - 6) Rewarding Wafaie Zaaza, a former Board member who aggressively supported Mr. Joe's candidacy for the CEO position, with a consultant contract without disclosure to the Board. See P&P 133; Empl. Agrmt. V(C)(10).
 - 7) Engaging Patrick N. Caldwell, a business associate, as a consultant without disclosure to the Board. See P&P 003 and 133; Empl. Agrmt. V(C)(10).
 - 8) Failure to protect the confidential information of the corporation. See P&P 002; Empl. Agrmt. V(C)(16).
- c. Violation of Duty of Care (to be informed and acting diligently). Bylaws 6.4(b); P&P 007 and 133; Empl. Agrmt. V.
- 1) Lack of competency required for a CEO position. Empl. Agrmt. V(C)(2).

- 2) Failure to hold regular quarterly meetings or to call special meetings of the Board as directed. See Bylaws 6.2(a) and 6.3; Empl. Agrmt. V(C)(7), (11) and (14).
- 3) Failure to abide by the NBOA and NPEA. Empl. Agrmt. V(C)(4) and (9).
- 4) Permitting Barnhouse, as purported corporate counsel, to issue letters directly to the Navajo Nation Council in contravention of Navajo law. See P&P 133; Empl. Agrmt. V(C)(9).
- 5) Failure to obey the Board's November 2013 directive for a legal opinion regarding the ethical implications of awarding a consultant contract to Wafaie Zaaza without disclosure to the Board. See Bylaws 6.3; P&P 133; Empl. Agrmt. V(C)(14).

d. Conflict of Interest.

- 1) Engaging Patrick N. Caldwell, a business associate, as a consultant without disclosure to the Board. See P&P 003 and 133 and (g)(4) below.
- 2) Processing legislation for the appointment of Carlos V. Duno, a business associate, to the NNOGC Board pursuant to Legislation No. 0354-13 without disclosure to the Board or the Navajo Nation Council. See P&P 003 and 133 and (g)(3) below.

e. Serious and persistent misconduct.

- 1) Failure to enter into a residential lease agreement with NNOGC Holdings, LLC for corporate housing as directed by the Board. See Empl. Agrmt. V(D).
- 2) Refusal to submit to a background check required for corporate bonding and insurance policies maintained by Navajo Nation Risk Management Department pursuant to NNOGC P&P 007. See Empl. Agrmt. V(C)(13) and XI.
- 3) Diverting surplus budget funds from the Upstream Business Unit without first seeking budget adjustments and reprogramming by the Board. See Bylaws 6.3; P&P 133; Empl. Agrmt. V(A).
- 4) Talking to or addressing Board members in a disrespectful manner. See P&P 133.
- 5) Providing contracts or employment to relatives or permitting other employees to engage in similar practices. See P&P 003 and 133.
- 6) Permitting employees to lobby Navajo Nation Council delegates against sitting Board members. See P&P 133.

- g. Violation of the Navajo Nation Ethics Law. See 2 N.N.C. § 3741 *et seq.*; P&P 133; Empl. Agrmt. XII.
- 1) Lobbying Navajo Nation Council Delegates by misrepresenting: (i) NNOGC's financial condition; (ii) the reasons for his hiring; (iii) the characters of Board members Mae-Gilene Begay, Diandra Benally, Lennard Eltsosie, Jennifer Hatathlie and Nelson Toledo; and (iv) the facts and circumstances surrounding NNC Legislation No. 0352-13, 354-13, 355-13, 356-13 and 357-13. See 2 N.N.C. § 3753; P&P 133.
 - 2) Soliciting and/or rewarding Board members with consultant contracts or employment. See 2 N.N.C. § 3742; P&P 133.
 - 3) Processing legislation for the appointment of Carlos V. Duno, a business associate, to the NNOGC Board pursuant to Legislation No. 0354-13 without disclosure to the Board or the Navajo Nation Council. See 2 N.N.C. § 3745; P&P 003 and 133.
 - 4) Engaging Patrick N. Caldwell, a business associate, as a consultant without disclosure to the Board. See 2 N.N.C. § 3745; P&P 003 and 133.

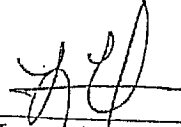
5. The Board deems it in the best interest of NNOGC to terminate Mr. Joe's employment contract with NNOGC for just cause, as noted above, effective immediately.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors of the Navajo Nation Oil and Gas Company hereby terminates the Employment Agreement between the Navajo Nation Oil and Gas Company ("NNOGC") and Robert Joe for violation of his Employment Agreement, Navajo law and NNOGC's Charter, Bylaws, and Policies and Procedures, as set forth in Whereas Clause No. 4 above, any one or all of which violations would constitute just cause for his termination.
2. The Board of Directors of the Navajo Nation Oil and Gas Company hereby authorizes the Chairman of the Board to execute and deliver the attached letter of termination of the employment agreement on behalf of the Navajo Nation Oil and Gas Company.
3. The Board of Directors of the Navajo Nation Oil and Gas Company hereby directs Robert Joe to vacate the NNOGC office buildings and corporate house and return all NNOGC property immediately.

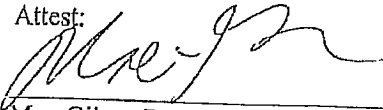
CERTIFICATION

I hereby certify that the foregoing resolution was considered by the Board of Directors of the Navajo Nation Oil and Gas Company, at a duly called meeting at which a quorum was present in Albuquerque, New Mexico and that the same was passed by vote of 5 in favor, 0 opposed and 0 abstained, this 21st day of January, 2014.



Lennard Eltsosie, Chairman
Board of Directors

Attest:



Mae-Gilene Begay, Secretary