



**NAVAJO NATION OIL AND GAS COMPANY
BOARD OF DIRECTORS
NOMINATIONS COMMITTEE**

Procedures for Board Nominations

I. Purpose and Authority.

Pursuant to Article XI of the Restated Federal Charter of Incorporation (“Charter” or “Restated Charter”) of the Navajo Nation Oil and Gas Company (“NNOGC” or “Company”), ratified October 5, 2015, all candidates for the NNOGC Board of Directors (“Board” or “Board of Directors”) are recruited, interviewed, screened and nominated by the Board’s Nominations Committee (“Committee”). All candidates for the position of Director must meet the minimum qualifications and have no disqualifying factors as set forth in Article XI of the Charter and Section 3.16 of NNOGC’s Bylaws, before a candidate may be nominated by the Committee for consideration by the Shareholder Representatives, and before being seated by the Board.

These Procedures for Board Nominations (“Nominations Procedures”) are established by the Committee pursuant to its authority under Article XI of the Charter, consistent with the Charter and Bylaws, to set forth the process and procedures for the Committee to follow in complying with the Charter and Bylaws, and to meet its fiduciary obligations to ensure that each stage of the nominations process is completed, that appropriate and thorough due diligence is conducted on all candidates for the Board of Directors, including background checks and employment verification, and that the most fit and qualified candidates for Board positions are nominated for consideration and confirmation by the Shareholder Representatives, in the best interest of NNOGC and its sole shareholder, the Navajo Nation.

II. Nominations Process.

Under the Restated Charter, there are currently seven (7) positions on the Board, at least four (4) of which are required to be filled by Navajo tribal members, and the Committee can nominate between one (1) and three (3) candidates for each open position on the Board. Pursuant to these Nominations Procedures, no more than one candidate may be nominated for an open position if additional candidates can be nominated for other open positions. Vacant positions and positions of any suspended hold-over Directors will be filled before the positions

occupied by other hold-over Directors.¹ In the event of more than one hold-over member on the Board, their positions will be nominated in the order that their terms expired (*i.e.*, first position expired, first position nominated), unless doing so would violate the requirement that a majority of the Directors are enrolled Navajo tribal members. If there is a vacancy, any hold-over Director applying as a candidate will be considered only for his/her position.

The following process will be used for all candidates with complete applications for positions on the Board, which will culminate with the Committee completing an individual Candidate File for each candidate that fully documents the process for each such candidate and the basis for nominating or declining to nominate such candidate. **No Committee member may participate in the nominations process for an open position for which he or she is a candidate.** Subject to monetary considerations by management, the Committee will use reasonable efforts to initiate and complete the process below prior to the expiration of a Director's term.

A. Step One, Recruitment and Advertisement:

1. All open positions for the Board shall be advertised for at least thirty (30) calendar days in local and regional newspapers, and nationally as resources allow, including online publication if available, and the advertised positions shall also be placed on the NNOGC website.
2. Members of the Committee, Board and senior management are encouraged to inform other industry professionals of advertised Board positions through direct recruitment, subject to Board and Executive Management conflict-of-interest and other fiduciary considerations. Directors and Executive Management are required to disclose, in writing (email is acceptable), or in a Committee meeting, to the Directors any prior relationship with any applicant for the Board prior to the commencement of due diligence.
3. All advertisements shall include the obligation for each candidate to give his/her advanced written consent for a background check, a copy of which shall be substantially similar in form as the attached Exhibit "A" (or Exhibit "A-1" for Navajo Nation background checks and "A-2" for other tribal jurisdictions, as applicable). The advertisement shall be substantially similar in form to the "long" and "short" examples attached hereto as Exhibits "B" and "B-1," depending on advertising cost.

¹ Unless earlier removed or resigned, under NNOGC's foundational documents and applicable law, including the Navajo Nation Corporation Code, Directors of the Corporation "hold-over" until they are validly replaced as set forth in the Restated Charter and Bylaws, which includes nomination by the Committee, confirmation by the Shareholder Representatives, and seating by the Board. See Bylaws Section 3.3 and n.1; Charter, Art. XI.

4. Letters of interest, resumes, at least three professional references, conflict-of-interest disclosure forms, attached hereto as Exhibit “C,” and executed background check consent forms² shall be received by NNOGC Management, c/o the Nominations Committee, by the deadline set forth in the advertisement, at P.O. Box 4439, Window Rock, Arizona 86515, or as otherwise approved for receipt by the Committee, *e.g.*, by courier, personal delivery, or email. Staff will be informed who is the Chairperson of the Nominations Committee, or his or her designee, for notification purposes. No candidate will be considered, and no Candidate File will be started, for candidates who fail to provide all of the required documentation by the deadline; provided, if a candidate’s application is deemed substantially complete by the Committee, a candidate shall be permitted five (5) business days after notice by the Committee to cure such failure. After any such cure period, if applicable, and an application is still incomplete, the Chair will send a letter to the Candidate that its application was incomplete and that the Candidate is able to reapply for future openings.

B. Step Two, Initial Due Diligence.

1. Upon receipt by NNOGC, the Committee Chair, or his/her designee, will begin a Candidate File, consisting initially of the candidate’s letter of interest, resume, conflict-of-interest disclosure form, list of professional references, and executed background check consent form (or Sworn Declaration, *see* n. 2, *supra*). Candidate Files are confidential and proprietary information of NNOGC protected under applicable law. Candidate Files for Candidates who are currently seated Directors who have submitted a Sworn Declaration, as defined in n. 2, *supra*, and have not been required by the Committee to submit to a background check, shall move to Step Four, for scheduling of an interview.
2. The Chair of the Committee and an additional member of the Committee selected by the Chair, or the Committee as a whole, will review each

² In lieu of a background check consent form, Candidates who are currently seated Directors shall submit a sworn declaration that there has been no material change in his/her qualifications for the Director position since such Candidate’s prior background check (hereinafter “Sworn Declaration”), an example which is attached hereto as Exhibit “A-3”; provided, the Nominations Committee reserves the right to require any Candidate who is a currently seated Director to submit to a background check. Any other person who has submitted to a background check by NNOGC within the preceding twelve (12) months, may rely on the results of that background check if they submit a sworn declaration that there has been no material change that would affect such applicant’s eligibility for the Director position.

Candidate's letter of interest and resume and determine whether the candidate has any disqualifying factor, as set forth in Article XI(E) of the Charter and Section 3.16 of the Bylaws, *e.g.*, the Candidate lacks at least a Bachelor's degree. If a disqualifying factor can be cured, for example, a candidate sits on another Navajo Board but could resign such position, the Chair will contact the Candidate to see if he/she still wants to be considered for the position and is willing to cure such disqualifying factor if nominated and confirmed, before being seated. If so, that candidate will continue through the process. If a person is disqualified based on that person's elected position, such disqualification shall be deemed incurable unless the term of such elected position ends within forty-five (45) days after the application deadline.

3. If a Candidate is deemed ineligible for Board membership, the Committee Chair, or his/her designee, shall place a "Y" in the Due Diligence column of the Applicant's Board of Directors Assessment Matrix ("Assessment Matrix") and write an explanatory "letter to the file" why the candidate is ineligible, which will be placed in the Candidate File. The Chair will then send a denial letter to the candidate (without further explanation), and close the Candidate- File.
4. If there is no disqualifying factor on the face of the Candidate's application documents, the Committee will forward the Candidate File to the NNOGC Human Resources ("HR") Director for initial due diligence, and the Committee Chair will send a letter to the Candidate that his/her application has been received.
5. Upon receipt of the Candidate File, the HR Director will conduct a background check, utilizing a licensed and bonded third-party firm, for (a) credit history, (b) criminal history (candidates who are members of a federally recognized Indian tribe will be required to individually complete a criminal background check at Navajo Public Safety or other tribal jurisdictions, as appropriate), (c) verification of educational degrees, (d) verification of all employment, and (e) initial professional reference checks, compile this information as an exhibit in the Candidate File, and present the results to the Nominations Committee. The source documents for the due diligence will be made available to the Committee Chair at the request of the Committee by majority vote.

C. Step Three, References and Resume Verification.

1. Upon receipt of the due diligence report from HR, if there is a disqualifying factor discovered in due diligence, that candidate shall be deemed ineligible for Board membership and the Committee Chair shall

place a “Y” in the Due Diligence column of the Assessment Matrix and write an explanatory “letter to the file” why the candidate is ineligible, which will be placed in the Candidate File. The Committee Chair will then send a denial letter to the candidate (without further explanation), and close the Candidate File.

2. If the Committee determines (at a meeting or on a conference call), that a Candidate has made a material misrepresentation, whether on the Candidate’s resume or other documents, or orally, that Candidate shall be deemed ineligible for Board membership and the Committee Chair shall place a “Y” in the Due Diligence column of the Assessment Matrix and write an explanatory “letter to the file” why the candidate is ineligible, which will be placed in the Candidate File. The Committee Chair will then send a denial letter to the candidate (without further explanation), and close the Candidate File.

D. Step Four, Interviews.

1. Upon satisfactory completion of the references and resume verification, the Committee Chair will convene a meeting for the Committee to select initial Candidates for interviews, and will work with the HR Director to arrange for an interview of each such Candidate by a minimum of four (4) voting Committee members. No Committee member may participate in an interview if such person has a conflict. The Committee may include legal counsel or other advisors as it deems appropriate. Candidate files of Candidates not initially selected for interviews will remain open and such Candidates may still be considered for interviews in the discretion of the Committee.
2. Interviews may be conducted at NNOGC headquarters in St. Michaels, at other locations specified by the Committee Chair, or by Skype or similar technology, as the Committee deems appropriate.
3. Each Candidate will be asked the same set of interview questions, as determined by the Committee, and which will be based in part on the Assessment Matrix, Exhibit “D” hereto. Interviewers should be familiar with the Assessment Matrix before the interview and may use a draft Assessment Matrix in keeping notes of the interview.
4. Each interviewer may keep notes of responses of the candidates for sharing with the larger Committee, to be used in completing the Assessment Matrix.

E. Step Five, Ranking.

1. After interviews are completed, at an official Committee meeting the Committee shall fill out a Board of Directors Assessment Matrix, attached hereto as Exhibit “D,” for each candidate who completes the interview process.
2. Each Committee member will be provided a copy of the Candidate File for his/her review and will rank the candidates individually. However, the process is intended to be open and the Committee is expected to discuss each of the factors as they pertain to a particular candidate in deciding on that candidate’s ranking. The Committee may alternatively come to a consensus on a Candidate’s ranking. In the event the Committee determines that it needs additional information in order to fairly rank a candidate, the Committee may get such information and in such manner as it deems appropriate, including calling the candidate during the meeting. The HR Director and legal counsel may assist as requested.
3. Unless the Candidate’s score is determined by consensus of the Committee, the total score for each candidate is determined by adding up the Candidate’s individual scores, and dividing by the number of individual scores (*e.g.*, if a candidate has five (5) reviewers, the total of the five (5) matrices/reviews are added together and divided by five (5), to get the candidate’s total score).
4. The total score on the Assessment Matrix will be given substantial weight in determining relative qualifications, subject to the Committee’s qualitative or other subjective assessment of the Candidate’s fitness for nomination to the Board. There is no “minimum” score, unless otherwise agreed to by the Committee.

F. Step Six, Discussion and Nomination.

1. Upon completion of Step Five, the Committee will, at a duly called meeting, consider each candidate for the Board and make between one (1) and three (3) nominations for each open position on the Board in accordance with the Charter, Bylaws, and these Procedures, for a term of three (3) years in accordance with Article XI(D) of the Charter and Section 3.3 of the Bylaws.
2. Nominations may be made by an open vote or by silent ballot, as determined by the Committee, and will be formally memorialized by resolution of the Committee.

3. Upon completion or in anticipation of completion of one or more nominations, in accordance with Article X(B) of the Charter, the Chairperson of the Board will notice a meeting of the Shareholder Representatives and will provide the nominating resolutions to the Shareholder Representatives.

G. Step Seven, Confirmation and Forwarding for Seating.

1. At a duly called special meeting of the Shareholder Representatives at which a quorum is present, presided at by the Board Chair or Vice Chair in accordance with Article X(A) of the NNOGC Charter, and pursuant to Article XI(C) of the NNOGC Charter, the Shareholder Representatives shall consider up to three (3) nominations forwarded by the Committee for each Director position. The Shareholder Representatives shall be provided, subject to confidentiality, a copy of each nominee's letter of interest, resume, and summary of qualifications, and such other information as may be requested by the Shareholder Representatives. The Shareholder Representatives may, upon request, collectively contact each candidate by phone or in person at such meeting.
2. Shareholder Representatives shall either vote yes, no or "abstain" for each nominee for confirmation. If a nominee is not confirmed by the Shareholder Representatives by majority vote, his/her Candidate File shall be closed, and any such nominee shall have to reapply for any future Board position.
3. In accordance with Article V(D) of the Charter, the Shareholder Representatives shall at all times subordinate their personal interest and political interests as members of the Navajo Nation Council to those of NNOGC.
4. Confirmations may be made by an open vote or by silent ballot, as determined by the Shareholder Representatives, and shall be formally memorialized by resolution of the Shareholder Representatives.
5. If a nominee is confirmed, the Shareholder Representatives will forward the confirming resolution to the Board of Directors for final review and seating at a duly called Board meeting in accordance with NNOGC's Charter and Bylaws.
6. In accordance with Article XI(E)(5) of the Charter and Section 3.16(b) of the Bylaws (Oct. 14, 2015), the Board of Directors shall have the right not to seat any candidate nominated and/or confirmed in violation of

NNOGC’s governing documents, including its Charter or Bylaws, and these Procedures, or who refuses to cooperate in due diligence.

III. Amendments.

These Procedures may be amended by the Committee consistent with the Charter, Bylaws and Committee Charter.

EXHIBIT A

Navajo Nation Oil & Gas Company

50 Narbono Circle West
St. Michaels, AZ 86511

AUTHORIZATION FOR RELEASE OF INFORMATION

This Authorization for Release of Information (“Authorization”) constitutes my knowing and willing consent, permission and authorization to any and all persons, agencies or entities who are in custody of information about me (“Custodians”) to furnish any and all such information about me (the “Information”) to the **NAVAJO NATION OIL & GAS COMPANY**, including its **BOARD OF DIRECTORS** and **NOMINATIONS COMMITTEE** (collectively “**NNOGC**”), and **MAXIMUM REPORTS, INC.** and/or its representatives (“**MAXIMUM**”), for the purpose of due diligence and conducting a background check of me in order to determine my suitability for nomination as a member of the **BOARD OF DIRECTORS** of the **NAVAJO NATION OIL & GAS COMPANY**. I understand and knowingly and willingly consent to an investigation of me by **NNOGC** and **MAXIMUM** that is limited to criminal and civil record history information, motor vehicle driving history, human services inquiry for information concerning domestic violence, child abuse and neglect information, employment verification, educational verification, professional licensing, and personal and professional references and credit reports, whether or not such information would otherwise be protected from disclosure by any constitutional, statutory, common law, or Navajo fundamental law privilege.

I knowingly and willingly consent, authorize and direct the Custodians of such records and sources of Information about me to release the Information, including permitting the review and copying of all documents, records or correspondence pertaining to me, to **NNOGC** and **MAXIMUM**, regardless of any previous agreement to the contrary.

I agree to accept all risks of adverse public notice, embarrassment, criticism or financial loss that may result from use of Information that is obtained in connection with a background investigation for the purpose listed in this document.

I agree to indemnify and hold harmless any person to whom this is lawfully presented, including any Custodian, and his agents and employees, from and against any and all claims, damages, losses, and expenses, including reasonable attorney’s fees, arising out or by reason of complying with this Authorization.

APPLICANT’S FULL NAME (PLEASE PRINT)

TRIBAL AFFILIATION

MAIDEN NAME/AKA

SOCIAL SECURITY NUMBER

ADDRESS

DATE OF BIRTH

CITY, STATE, ZIP CODE

DRIVER'S LICENSE NUMBER STATE

APPLICANT'S SIGNATURE

DATE

*****All information must be completed. Incomplete forms will not be processed.*****

**EXHIBIT A-1: Navajo Nation Authorization
Navajo Nation Oil & Gas Company**

50 Narbono Circle West
St. Michaels, AZ 86511

NOTARIZED AUTHORIZATION FOR RELEASE OF INFORMATION

(Enrolled Navajo Nation Tribal Members)

This Notarized Authorization for Release of Information ("Authorization") constitutes my knowing and willing consent, permission and authorization to any and all persons, agencies or entities who are in custody of information about me ("Custodians") to furnish any and all such information about me (the "Information") to the **NAVAJO NATION OIL & GAS COMPANY**, including its **BOARD OF DIRECTORS** and **NOMINATIONS COMMITTEE** (collectively "**NNOGC**"), and **MAXIMUM REPORTS, INC.** and/or its representatives ("**MAXIMUM**"), for the purpose of due diligence and conducting a background check of me in order to determine my suitability for nomination as a member of the **BOARD OF DIRECTORS** of the **NAVAJO NATION OIL & GAS COMPANY**. I understand and knowingly and willingly consent to an investigation of me by **NNOGC** and **MAXIMUM** that is limited to criminal and civil record history information, motor vehicle driving history, human services inquiry for information concerning domestic violence, child abuse and neglect information, employment verification, educational verification, professional licensing, and personal and professional references and credit reports, whether or not such information would otherwise be protected from disclosure by any constitutional, statutory, common law, or Navajo fundamental law privilege.

I knowingly and willingly consent, authorize and direct the Custodians of such records and sources of Information about me to release the Information, including permitting the review and copying of all documents, records or correspondence pertaining to me, to **NNOGC** and **MAXIMUM**, regardless of any previous agreement to the contrary.

I agree to accept all risks of adverse public notice, embarrassment, criticism or financial loss that may result from use of Information that is obtained in connection with a background investigation for the purpose listed in this document.

I agree to indemnify and hold harmless any person to whom this is lawfully presented, including any Custodian, and his agents and employees, from and against any and all claims, damages, losses, and expenses, including reasonable attorney's fees, arising out or by reason of complying with this Authorization.

***** All requested information must be completed and attached. Incomplete forms will not be processed. *****

APPLICANT'S FULL NAME (PLEASE PRINT)

CIB No. (Attach Copy of Certificate of Indian Blood "CIB")

MAIDEN NAME/AKA

SOCIAL SECURITY NUMBER

ADDRESS

DATE OF BIRTH

CITY, STATE, ZIP CODE

DRIVER'S LICENSE NUMBER STATE

SIGNATURE

DATE

STATE OF _____)

EXHIBIT A-2: Authorization for Other Tribal Jurisdictions

(For Enrolled Members of other Tribes, as Appropriate)

(to be modified from Exhibit A or A-1)

EXHIBIT A-3: Sworn Declaration
(for seated Directors in lieu of Exhibits A, A-1, or A-2)



NAVAJO NATION OIL AND GAS COMPANY
BOARD OF DIRECTORS

DECLARATION OF _____

I, _____, hereby declare pursuant to 28 U.S.C. § 1746 that:

1. I am a currently seated Director on the Board of Directors (“Board”) of the Navajo Nation Oil and Gas Company (“NNOGC”).
2. As part of my application for the Director position on the NNOGC Board, I executed an authorization for release of information which allowed NNOGC to conduct a background check of me.
3. On information and belief, NNOGC conducted such a background check and found no information or circumstances disqualifying me from serving as a Director on the NNOGC Board that was not otherwise cured by me before being seated as a Director.
4. I remain fully qualified to serve as a Director on the NNOGC Board and there has not been any material change in circumstances since such background check or my seating on the Board that would disqualify me from serving as a Director on the NNOGC Board.
5. In the event that any circumstances arise that may disqualify me from serving as a Director on the NNOGC Board, I will immediately inform the Board of any such circumstances.

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

Executed on the ___ day of _____, 201_.

(Print Name)

EXHIBIT B**NAVAJO NATION OIL AND GAS COMPANY****INVITATION FOR BOARD NOMINATIONS**

The Navajo Nation Oil and Gas Company (NNOGC) is seeking qualified [[enrolled Navajo Nation tribal members]] [[individuals]] desiring to serve on its Board of Directors. NNOGC is a wholly Navajo Nation owned for-profit corporation chartered under the Indian Reorganization Act engaged in oil and gas exploration and production, pipeline transportation and retail services.

Pursuant to the NNOGC Charter of Incorporation, the Nominations Committee of the Board of Directors recruits, interviews and nominates all Board candidates for confirmation by the Shareholder Representatives. In accordance with the Charter, Board members must meet qualifications established by the Charter and the Board of Directors is prohibited from seating unqualified nominees. Minimum qualifications include that each Board member have substantial knowledge, understanding and competency in the oil and gas industry and at least a Bachelor's degree from an accredited institution of higher learning, with advanced degrees preferred. Navajo Nation public officials, and commissioners or directors or their equivalent of other Navajo owned entities, are ineligible, as are employees of federal, state, county, municipal or other governments, including the Navajo Nation. A majority of the Board members are required to be members of the Navajo Nation. Each Board member will serve a fixed term established by the NNOGC Board, up to three years. All candidates for nomination by the Board are also required to submit to due diligence, including a full background check, and must give their advance consent for such background check in writing.

Additional Charter provisions relating to Board member qualifications and required documents may be downloaded at www.nnogc.com.

Any interested candidate is required to submit his/her letter of interest, resume, list of three (3) professional references, and completed and signed background check consent form and conflict-of-interest disclosure form to be received no later than 4:00 p.m. mountain time on [[]]]to: NNOGC, Attn: Nominations Committee, Post Office Box 4439, Window Rock, Arizona 86515. Late or incomplete submittals will not be considered.

EXHIBIT B-1

NAVAJO NATION OIL AND GAS COMPANY

BOARD OF DIRECTORS

INVITATION FOR BOARD NOMINATIONS

The Navajo Nation Oil and Gas Company (NNOGC) is seeking qualified [[enrolled Navajo Nation tribal members]] [[individuals]] interested in serving on NNOGC's Board of Directors. NNOGC is a for-profit integrated oil and gas company wholly owned by the Navajo Nation. A majority of Board members are required to be Navajo tribal members and all candidates must submit to a background check. The full advertisement, with deadlines, minimum qualifications and the required documents are listed and/or available for download at www.nnogc.com. Please call 928-871-4880, for more information.

EXHIBIT C**NAVAJO NATION OIL AND GAS COMPANY
BOARD OF DIRECTORS****Conflict of Interest Disclosure Form**

(For Candidates to the Board of Directors)

I, _____ (“I” and “my”), as a candidate for the Board of Directors of the Navajo Nation Oil and Gas Company (“NNOGC”), have carefully read this Conflict of Interest Disclosure Form (“Form”) and I hereby understand, agree, and certify as follows:

1. Each Director on the NNOGC Board of Directors has statutory, common law, and Navajo Fundamental Law fiduciary duties, including duties of confidentiality, care, loyalty and candor, that require each Director to act at all times in the best interests of NNOGC and not for personal or third-party gain or financial enrichment. Directors are required to avoid placing (and avoid the appearance of placing) their own self-interest or any third-party interest above that of NNOGC. While the receipt of incidental personal or third-party benefit may necessarily flow from certain Board activities on behalf of NNOGC, such benefit must be merely incidental to the primary benefit to NNOGC and its purposes.

2. NNOGC is a wholly owned entity of the Navajo Nation, a federally recognized Indian tribe, organized under Section 17 of the Indian Reorganization Act, as amended, 25 U.S.C. § 477. The Navajo Nation exercises oversight of the Company through five (5) shareholder representatives selected by the five (5) standing committees of the Navajo Nation Council, subject to the authorities of the shareholder representatives under NNOGC’s Restated Federal Charter of Incorporation (“Charter”). Pursuant to decisional law of the Navajo Nation Supreme Court, NNOGC’s Charter and Bylaws are considered “Navajo law.” Shareholder representatives are specifically mandated pursuant to NNOGC’s Charter to always subordinate their personal interest and political interest as members of the Navajo Nation Council to those of the Company in acting in their capacity as shareholder representatives. In ratifying NNOGC’s Charter, the Navajo Nation Council created a corporate veil between the Navajo Nation government and the Company to prevent the politicization of the Company and to ensure that its business decisions are made by the Board of Directors in the best interest of the Company and in consideration of the valuable Navajo public trust assets the Company is charged with protecting and growing.

3. Certain activities of NNOGC may pose a potential conflict of interest between a Director’s business, personal or political affiliations, including affiliations with officials of the Navajo Nation, and his or her participation on the Board. NNOGC Directors must use professional, ethical judgment to avoid any real or perceived conflicts of interest and are required to conduct themselves in accordance with NNOGC’s Charter and Bylaws, the Navajo Nation Ethics in Government Law, 2 N.N.C. § 3741 *et seq.*, and the highest fiduciary standards applicable to officials in charge of the Navajo public trust.

4. To help avoid any conflicts of interest, as a candidate for the NNOGC Board of Directors, on this form I am disclosing all ownership or other proprietary interests, responsibilities, circumstances, and relationships (business, professional, personal, and political), and any other reasons why I, and, by extension, any member of my immediate family, which I understand and agree means and includes my spouse, parents, spouse’s parents, stepparents, grandparents, stepgrandparents, child, stepchild, adopted child, grandchild, siblings, stepsiblings, and any member of my household, might have an actual, perceived or potential conflict of interest with my duty to NNOGC, with respect to both conflicts prohibited above and any others, if I were nominated, confirmed and seated on the Board of Directors. If I were nominated, confirmed and seated as a Director, I further understand that I may also have to take other steps in addition to disclosure, such as avoiding deliberation and resolution of certain issues, to sanitize the conflict and avoid the breach of any fiduciary duty to NNOGC.

5. I understand that my failure to reveal a known conflict of interest may make me ineligible to serve on the NNOGC Board of Directors.

6. My actual, perceived, or potential conflicts of interest with a duty to NNOGC, should I be nominated, confirmed and seated on the NNOGC Board of Directors, are as follows:

A. _____ My actual, perceived, or potential conflicts are:

- 1. _____

- 2. _____

- 3. _____

(Attach additional sheets as necessary as Exhibit 6.A)

B. _____ There are no actual, perceived, or potential conflicts.

7. I agree to immediately notify NNOGC if and when I determine that any additional actual, perceived or potential conflicts arise subsequent to the execution of this Form.

I SO CERTIFY:

Signature: _____

Date: _____

EXHIBIT D
ASSESSMENT MATRIX (EXCEL DOCUMENT)