



NAVAJO NATION OIL AND GAS COMPANY
NAVAJO PETROLEUM, LLC.

Conflict of Interest Disclosure Form

(For Candidates to the Management Committee)

I, _____ (“I” and “my”), as a candidate for the Management Committee of Navajo Petroleum, LLC (“Company”), a wholly owned subsidiary 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 Member of the Company’s Management Committee (“Committee”) has statutory, common law, and Navajo Fundamental Law fiduciary duties, including duties of confidentiality, care, loyalty and candor, that require each Member to act at all times in the best interests of the Company and NNOGC and not for personal or third-party gain or financial enrichment. Members are required to avoid placing (and avoid the appearance of placing) their own self-interest or any third-party interest above that of the Company or NNOGC. While the receipt of incidental personal or third-party benefit may necessarily flow from certain Committee activities on behalf of the Company, such benefit must be merely incidental to the primary benefit to the Company 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. Pursuant to decisional law of the Navajo Nation Supreme Court, NNOGC’s Charter and Bylaws are considered “Navajo law.” In ratifying NNOGC’s Charter, the Navajo Nation Council created a corporate veil between the Navajo Nation government and NNOGC to prevent the politicization of NNOGC and to ensure that its business decisions are made in the best interest of NNOGC and in consideration of the valuable Navajo public trust assets NNOGC is charged with protecting and growing. The same is true of the Company, as the downstream (retail and wholesale) arm of NNOGC.

3. Certain activities of the Company may pose a potential conflict of interest between a Member’s business, personal or political affiliations, including affiliations with officials of the Navajo Nation, and his or her participation on the Committee. Members of the Committee must use professional, ethical judgment to avoid any real or perceived conflicts of interest and are required to conduct themselves in accordance with the Company’s organic documents, including its Amended and Restated Operating Agreement, 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 Committee, 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 the Company and/or NNOGC, with respect to both conflicts prohibited above and any others, if I were nominated, confirmed and seated on the Committee. If I were nominated, confirmed and seated as a Member, 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 the Company and/or NNOGC.

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

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