

## **Exhibit A**

### **AMENDED BOARD QUALIFICATIONS FOR THE DINÉ DEVELOPMENT CORPORATION AND ITS SUBSIDIARY COMPANIES**

**(Amended August 19, 2016)**

#### **I. Introduction**

These qualifications shall apply to both voting and non-voting members of the Board of Directors of the Diné Development Corporation (“DDC”) and its subsidiary companies. These qualifications shall update Resolution DDC-2005-20 (Dec. 13, 2005), as last amended by DDC-2016-17 (Aug. 19, 2016), that approved the Amended Board Qualifications for Diné Development Corporation and its Subsidiary Companies.

#### **II. Qualifications**

- A. All candidates for, and existing members of, the Boards of Directors of DDC and its subsidiaries shall meet the following minimum qualifications:
1. Have a minimum of five years of experience in business ownership, management, accounting, operations or related fields.
  2. Have a working understanding of business finance and reporting, including but not limited to Business Plans, Income Statements, Balance Sheets, Cash Flow Analysis and Pro Forma Financial Projections.
  3. Have a demonstrated knowledge of alternative business models (e.g. corporations, limited liability companies, limited partnerships, etc.), business planning, marketing and due diligence.
  4. Have a college degree in business administration, business management, finance, accounting, marketing, legal, engineering, natural resources or related technical fields or the equivalent years of experience in such fields.
  5. Have a working knowledge of sources for financing of, and technical assistance for, business ventures, especially in Indian country.
  6. Have an understanding of, and the ability to access, various economic development and business networks.
  7. Must accept the fiduciary duties and responsibilities of Board membership, including execution of a confidentiality agreement, etc.
  8. Must not have been convicted of a felony or misdemeanor involving dishonesty or moral turpitude, including, but not limited to, extortion, embezzlement, bribery, perjury, fraud and theft, and must not have violated any applicable ethics rules.
  9. Must not be a public employee or an elected public official of the Navajo Nation government, including but not limited to, Navajo Nation Council delegates, Chapter officials, grazing committee members, commissioners, land board members and farm board members, 2 N.N.C §§ 3743(Q), (S). See Navajo Nation DOJ legal opinion dated October 26, 2005. A Board member who becomes a public employee or public official of the Navajo Nation must resign immediately from the Board.

10. Must not be a member of the immediate or extended family of any member of the Board and must not be a chief executive officer, corporate officer or employee of DDC or its subsidiaries.
  11. A Board member elected as the Chairperson, Vice Chairperson or Treasurer of the Board must possess a valid Top Secret Security Clearance in compliance with the NISPOM DoD 5220.22-M, Facility Clearance requirements prior to such election.
  12. The Board shall strive to maintain a majority of its membership with individuals enrolled with the Navajo Nation and at least one member with CPA or similar financial credentials.
- B. In addition to those fiduciary duties and responsibilities specified under corporate law, all Board members are expected to adhere to the following basic duties and responsibilities, which may be reflected in more detail in the bylaws, operating agreements or policies of each company:
1. Accept and exercise the fiduciary duties and responsibilities, including but not limited to:
    - a. Duty of Care: Requires a time commitment and regular attendance at Board meetings; becoming familiar of the business of the company and keeping informed; relying on the professional advice of others; and making inquiries if conditions suggest the need to do so.
    - b. Duty of Loyalty: Requires putting the interests of the company first; taking care to disclose any actual or potential conflicts of interest; and recusing oneself from decisions that create or may appear to create a conflict of interest.
    - c. Duty of Confidentiality: Requires keeping confidential all corporate matters and all documents presented and discussed in Board meetings and which are not disclosed to the public.
    - d. Duty of Disclosure and Candor: Requires that all relevant information be furnished to the shareholder and that shareholder representatives are never misled or misinformed.
  2. Must remain in good standing during Board tenure.
  3. Must support and advise the Chief Executive Officer and other key management as appropriate.
  4. Must participate in setting strategic goals of the company.
  5. Must adhere to the charter, bylaws and established policies and procedures of the company and Board, including but not limited to the DDC Donations Policy.
  6. Must work as team member and in concert with fellow Board members while voting his or her conscience on issues where there is legitimate disagreement. This is especially important where a decision may run counter to the purposes, best interests or established charter, bylaws or policies of the company.
  7. Must not request funds from the company for personal or “pet” projects not substantially related to the operations and objectives of DDC or the respective subsidiary or pursued in whole or in part for personal or family gain.

### **III. Board Selection Process**

The following steps shall be required to consider a candidate for Board selection:

1. DDC in its discretion may advertise any Board position for which a term is expiring or becomes vacant.
2. A candidate must complete an application form and other documents as prescribed by DDC and must meet the minimum qualifications set forth in the bylaws and these Board Qualifications.
3. The candidate must sign a consent to disclosure form and otherwise submit to a background check, including disclosure of information as required by qualifications as cited in Section II (Qualifications) above.
4. Upon satisfactory completion of the above steps, any selected candidate shall consent to be interviewed.
5. The successful candidate(s) shall be nominated for approval by the Shareholder Representatives.
6. A Board resolution of support for a nominee may be adopted.
7. The Shareholder Representatives shall either (a) reject or (b) confirm the nominee. If the nominee is rejected, another acceptable candidate shall be nominated as soon as practicable.
8. The candidate shall be informed of whether he or she is confirmed by the Shareholder Representatives.
9. A candidate selected for Board membership shall execute a confidentiality agreement and be provided an orientation on duties, responsibilities, plans, policies and procedures of Board.