

**CLOUD PEAK ENERGY INC.  
2019 SUBSIDIARY OFFICER ELECTIONS  
ACTIONS IN LIEU OF ORGANIZATIONAL MEETINGS**

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ANTELOPE COAL LLC  
ARROWHEAD I LLC  
ARROWHEAD II LLC  
ARROWHEAD III LLC  
BIG METAL COAL CO. LLC  
CABALLO ROJO LLC  
CABALLO ROJO HOLDINGS LLC  
CLOUD PEAK ENERGY FINANCE CORP.  
CLOUD PEAK ENERGY LOGISTICS LLC  
CLOUD PEAK ENERGY LOGISTICS I LLC  
CLOUD PEAK ENERGY RESOURCES LLC  
CLOUD PEAK ENERGY SERVICES COMPANY  
CORDERO MINING LLC  
CORDERO MINING HOLDINGS LLC

CORDERO OIL AND GAS LLC  
KENNECOTT COAL SALES LLC  
NERCO COAL LLC  
NERCO COAL SALES LLC  
NERCO LLC  
PROSPECT LAND AND DEVELOPMENT LLC  
RESOURCE DEVELOPMENT LLC  
SEQUATCHIE VALLEY COAL CORPORATION  
SPRING CREEK COAL LLC  
WESTERN MINERALS LLC  
YOUNGS CREEK HOLDINGS I LLC  
YOUNGS CREEK HOLDINGS II LLC  
YOUNGS CREEK MINING COMPANY, LLC

Pursuant to the provisions of the respective Limited Liability Company Agreements, as amended, or any applicable state corporation laws and regulations of the above companies (the "Companies") providing that any action required or permitted to be taken by the Board of Directors or Managing Member (the "Manager") may be taken without a meeting if all members of the board or Manager consent thereto, either in writing or by electronic transmission, and such consent is filed with the records of the Company, the below named Manager and directors, constituting all of the directors of the Board of Directors (the "Boards") of each of the Companies hereby consent to the adoption of the following resolutions (See Exhibit A):

**TERMINATION OF EMPLOYEES**

**WHEREAS**, Section 2.7(a) of the Asset Purchase Agreement states that the Companies shall terminate all employees of the Business (as defined in the Asset Purchase Agreement) who are actively at work on the date of Closing, except for Todd Myers, Heath Hill and Bryan Pechersky;

**WHEREAS**, the Board believes it is in the best interest of the Companies to terminate all employees of the Companies, including all officers of the Companies, except for Todd Myers, Heath Hill and Bryan Pechersky, effective as of the Closing, and to appoint Todd Myers to fill the resulting vacancy in the offices of President and Chief Executive Officer of the Companies.

**RESOLVED**, that all employees of the Companies, including all officers of the Companies, except for Todd Myers, Heath Hill and Bryan Pechersky, be terminated effective as of the Closing.

**ELECTION OF COMPANY OFFICERS**

**RESOLVED**, that, effective as of the closing of the transactions contemplated by that certain Asset Purchase Agreement, dated as of August 19, 2019 (as amended, the "Asset Purchase Agreement"), by and among Navajo Transitional Energy Company, LLC, Cloud Peak Energy Inc. and the additional sellers named therein (the "Closing") the following individuals be and hereby are appointed to the offices set forth opposite their respective names, effective as of the Closing:

Name of Officer	Title of Officer
1. Todd Myers	President and Chief Executive Officer
2. Heath Hill	Executive Vice President and Chief Financial Officer
3. Bryan Pechersky	Executive Vice President, General Counsel and Corporate Secretary

*(Remainder of page left intentionally blank)*

CONSE	behalf of	Heath Hill	Todd Myers	Bryan Pechersky	Date Acknowledged and/or Effective
Antelope Coal LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Arrowhead I LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Arrowhead II LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Arrowhead III LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Big Metal Coal Co. LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Caballo Rojo LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Caballo Rojo Holdings LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cloud Peak Energy Finance Corp.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cloud Peak Energy Logistics LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cloud Peak Energy Logistics I LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cloud Peak Energy Services Company		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cordero Mining LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cordero Mining Holdings LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Cordero Oil And Gas LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Kennecott Coal Sales LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
NERCO LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
NERCO Coal LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
NERCO Coal Sales LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Prospect Land And Development LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Resource Development LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Sequatchie Valley Coal Corporation		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Spring Creek Coal LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Western Minerals LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Youngs Creek Holdings I LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Youngs Creek Holdings II LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Youngs Creek Mining Company, LLC		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

	<b>Cloud Peak Energy Inc., by Heath Hill, Executive V.P. and Chief Financial Officer as Sole Managing Member of Cloud Peak Energy Resources LLC</b>	
Cloud Peak Energy Resources LLC	<input type="checkbox"/>	

**Pearson, Eric J.**

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**From:** Pechersky, Bryan  
**Sent:** Tuesday, October 22, 2019 4:32 PM  
**To:** Pearson, Eric J.  
**Subject:** Approve: Subsidiary Consents

**Pearson, Eric J.**

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**From:** Myers, Todd A  
**Sent:** Wednesday, October 23, 2019 1:54 PM  
**To:** Pearson, Eric J.  
**Subject:** Approve: Subsidiary Consents

**Pearson, Eric J.**

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**From:** Hill, Heath A.  
**Sent:** Wednesday, October 23, 2019 2:11 PM  
**To:** Pearson, Eric J.  
**Subject:** Approve: Subsidiary Consents