

**RESOLUTION OF THE  
WHITE MOUNTAIN APACHE TRIBE OF THE  
FORT APACHE INDIAN RESERVATION**

- WHEREAS,** the Tribal Council in Resolution 06-99-142 authorized the issuance of bonds to refinance existing Tribal debt; and
- WHEREAS,** Tribal Council in that Resolution authorized the indenture of trust and other documents to carry out the intended bond transaction; and
- WHEREAS,** the trust indenture provides that the Tribe through its authorized representative may issue written directions for the investment of certain funds held in bond reserve and debt service accounts; and
- WHEREAS,** the Tribe has received a written proposal from First Union National Bank of Charlotte, North Carolina for a contract to invest those funds in qualified securities held in the bond reserve and service accounts; and
- WHEREAS,** under the investment contract, First Union would pay a total of \$1,365,000 into the bond reserve and bond service accounts, such amount representing the present value of future earnings of funds held in those accounts; and
- WHEREAS,** the Tribe has the option of having the payment pertaining to the bond service account, a payment in the amount of \$670,390, to be paid directly to the Tribe rather than to the trust account; and
- WHEREAS,** the payments by First Union into the indenture trust account will reduce the Tribe's debt service obligations for this year; and
- WHEREAS,** in exchange for this up-front present value payment, First Union will receive the future earnings derived from the investment of funds held in the bond reserve and bond service accounts; and
- WHEREAS,** the Tribe had previously received a proposal for a Forward Purchase Agreement which was declined by the Tribal Council; and
- WHEREAS,** the revised proposal has reduced the commissions and brokerage fees and reaffirmed the original earnings guarantee; and
- WHEREAS,** a draft copy of the proposal has been submitted to the Tribe and presented to the Tribal Council for discussion; and
- WHEREAS,** the final Agreement authorized by the Tribe would be in substantially similar form to the proposed Agreement; and

**WHEREAS,** the Agreement will require verification that the transaction will not cause the Tribe's debt service obligations to exceed the parameters set forth in Resolution 06-99-142; and

**WHEREAS,** the transaction will also require an opinion from the Tribe's Bond Counsel and Tribal Attorney concerning the enforceability and compliance of the Agreement with the Tribe's Trust Indenture; and

**WHEREAS,** the Agreement will also require a limited waiver of the Tribe's Sovereign Immunity for the benefit of First Union Bank for enforcement of the transaction, such waiver having the same parameters and limitations as agreed to by the Tribe in the original Trust Indenture; and

**WHEREAS,** the Tribal Council has concluded that the Tribe has specific and beneficial uses for the Tribal funds which would have been needed for debt service, absent the Forward Purchase Agreement.

**BE IT RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that subject to the terms and conditions set forth above it hereby approves the proposed Forward Purchase Agreement, in substantially similar form to the attached herein, and on that basis authorizes the Tribal Chairman, together with the Legal Department and Business Office to negotiate and execute the final terms of the Agreement provided it meets the conditions set forth above, including the written verification from the broker, Crews and Associates, that the transaction will comply with the debt parameters set forth in Resolution 06-99-142.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby authorizes that the payment of \$620,390 pertaining to the bond service account shall be paid directly to the Tribe, rather than the trust account and it hereby directs that the contract documents be amended to reflect this change.

The foregoing resolution was on March 7, 2000 duly adopted by a vote of FIVE for, ZERO against and TWO abstentions by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it by Article IV, Section 1 (a), (b), (h), (i), (k), (s), (t), and (u) of the Constitution of the Tribe, ratified by the Tribe September 30, 1993, and approved by the Secretary of the Interior on November 12, 1993, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984).

