

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

- WHEREAS**, the White Mountain Apache Tribe of the Fort Apache Indian Reservation, Arizona (the "Tribe") is a federally recognized Indian Tribe organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984); and
- WHEREAS**, the White Mountain Apache Housing Authority, a non-profit corporate body organized and existing by virtue of the laws and ordinances of the Tribal Council of the Tribe, pursuant to the Constitution of the Tribe and the White Mountain Apache Housing and Construction Code (the "Housing Code"), is the "tribally designated housing entity" for the Tribe under NAHASDA and is authorized to issue obligations, from time to time, in furtherance of an essential public and governmental purpose; and
- WHEREAS**, the Authority proposes to issue obligations pursuant to Chapter 6 of the Housing Code, the obligations to be in the form of two loans (the "Loans") to the Authority from the Water Infrastructure Finance Authority of Arizona ("WIFA"), one Loan to be in the amount of up to \$2,000,000 from WIFA's Clean Water Revolving Fund to obtain funds for upgrading and expanding the existing sewer system, and the other Loan in an amount of up to \$3,000,000 from WIFA's Drinking Water Revolving Fund to provide funds for upgrading and expanding the existing water system, in each case to support various housing projects the Authority has developed and is developing; and
- WHEREAS**, the Loans are to be payable from and secured by a pledge and assignment of, lien on and security interest in the rental payments due to the Authority from all rental housing units excluding those rental payments on housing units financed by a HUD Section 184 mortgage loan (the "Rental Payments") and the NAHASDA block grant monies payable to the Authority by the United States Department of housing and Urban Development ("NAHASDA Block Grants"); and
- WHEREAS**, on February 14, 2001, the Authority resolved to approve the Loans; such Resolution (the "Loan Resolution") has been made available to the Tribal Council of the Tribe, and such Loan Resolution has been duly considered this date; and
- WHEREAS**, the Loan Resolution authorizes, among other things, the incurrence of the obligations represented by the Loans and the execution and delivery by the Authority of a Loan Agreement, a Promissory Note and a Pledge Agreement, Lockbox and Security Agreement and such other documents as required by the Loans (the "Loan Documents"); and

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**WHEREAS,** the terms, security and sources of payment for the Loans are as set forth in the Loan Documents; and

**WHEREAS,** the Tribal Council has received a briefing from Housing Authority staff concerning the loan transaction including a summary description of the Loan Documents and the terms and provisions thereof; and

**WHEREAS,** the Tribe, having previously delegated authority to the Housing Authority, pursuant to the Housing and Construction Code is not a party to the transaction, nor is it responsible or obligated under any term of the Loan Documents, but has nevertheless been requested by Housing Authority to reply and endorse the proposed transaction; and

**WHEREAS,** the Tribal Council supports the proposed transaction for the Housing Authority.

**BE IT RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby by the Tribal Council of the White Mountain Apache Tribe that it hereby endorses and ratifies the following:

**Section 1.** The borrowing by the Authority of up to \$2,000,000 from WIFA's Clean Water Revolving Fund and of up to \$3,000,000 from WIFA's Drinking Water Revolving Fund by means of the Loans pursuant to the provisions of the Loan Documents, including, without limitation, the Loans being payable from and secured by a pledge and assignment of, lien on and security interest in the Rental Payments and NAHASDA Block Grants and the limited waiver of sovereign immunity by the Authority as provided in the Loan Agreement, pursuant to the Housing Code.

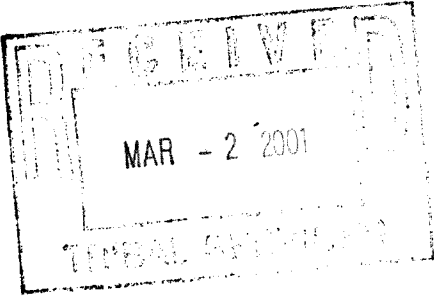
**Section 2.** The appropriate members of the Tribal Council of the Tribe are hereby authorized and directed to do all such things to execute and delivery all such documents on behalf of the Tribe as may be desirable or necessary to effectuate the intent of this Resolution and the Loan Resolution of the Authority in connection with the Loans, including, without limitation, the Loan Documents.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that nothing within this Resolution shall be deemed to make the Tribe a party to the transaction, nor to assume any obligations under the Loan Documents, nor to waive the sovereign immunity of the White Mountain Apache Tribe for any purpose.

The foregoing resolution was on February 22, 2001 duly adopted by a vote of SIX for and ONE against by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in

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it by Article IV, Section 1 (a), (i), (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).



  
Chairman of the Tribal Council

  
Secretary of the Tribal Council