



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

**(Authorizing the Formation and Board Appointment of WMATCO, L.L.C.)**

- WHEREAS,** Tribal staff and representatives are completing steps to secure financing and management expertise to reopen and operate the Tribe's FATCO sawmill; and
- WHEREAS,** the transaction will include the acquisition and sale of new market tax credits to finance the acquisition and capital improvement costs, and to sustain the operational expenses during the initial resumption of activities; and
- WHEREAS,** the transaction terms call for the transfer of the FATCO sawmill and FATCO's business rights and interests to a new company, wholly owned by the Tribe, formed as a limited liability company under Arizona state law; and
- WHEREAS,** the new company will serve as the Qualified Active Low Income Community Business under the federal New Market Tax Credit program and maintain oversight and governance on the Tribe's behalf over the sawmill operation; and
- WHEREAS,** the new company will be known as WMATCO, L.L.C., and be governed by the company Operating Agreement reviewed this date and attached herein; and
- WHEREAS,** the current members of the FATCO Board have agreed to serve as the Board of Directors for the new Tribal company; and
- WHEREAS,** the Tribal Council concurs with the formation of the new company and its purpose, as well as the enactment of the Operating Agreement and the appointment of the Board of Directors designated herein.

**BE IT RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby authorizes the formation of WMATCO, L.L.C., as wholly owned company of the White Mountain Apache Tribe formed under the laws of the State of Arizona for a limited liability company.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby approves the Operating Agreement, attached hereto, for WMATCO, L.L.C., and further authorizes the WMATCO, L.L.C., to prepare for and undertake the duties and authorities as designated for it as needed to complete and implement the new market tax credit financing and operation of the FATCO sawmill, as more fully described by separate Council resolution.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it appoints, effective immediately, the following persons as the initial Board of Directors of WMATCO, L.L.C.

**Resolution No. 05-2013-112**

- 1. Larry Vicario, to a three-year initial term and to serve as the initial Board chair.
- 2. Tom Beck, to a three-year initial term.
- 3. Rob Davis, to a three-year initial term.
- 4. Dorothy Tyler, to a two-year initial term.
- 5. Roscoe Pusher, Sr., to a two-year initial term.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it authorizes and ratifies action by Tribal officials and representatives for the execution and submission of documentation needed for the company formation under state law.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that the Chairman, or in his absence, the Vice Chairman, is hereby authorized to execute any and all documents necessary to effectuate the intent of this Resolution.

The foregoing resolution was on MAY 20, 2013 duly adopted by a vote of SEVEN for and ZERO against by the Tribal Council of the White Mountain Apache Tribe, pursuant to the authority vested in it by Article IV, Section 1 (a), (f), (h), (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).

 5/21/13  
Chairman of the Tribal Council

 5/28/2013  
Secretary of the Tribal Council