



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

**(Authorizing the Lease of the Tribe's Sawmill Site)**

- WHEREAS,** the Tribal Council, by prior resolution has authorized the formation of WMATCO, L.L.C., a wholly owned Tribal company with responsibility over the former FATCO sawmill site and operations under the transaction utilizing federal New Market Tax Credits to finance and manage the resumption of activities at the sawmill; and
- WHEREAS,** to undertake its responsibilities on behalf of the Tribe and in furtherance of the terms of the New Market Tax Credit transaction, WMATCO, L.L.C., will hold the FATCO sawmill site under a long-term lease from the Tribe; and
- WHEREAS,** the lease arrangement, among other things, will enable the Tribe, through its wholly owned company, to pledge the sawmill facility as a condition of the New Market Tax Credit financing, through a deed of trust or similar security instrument; and
- WHEREAS,** for the purpose of obtaining Bureau of Indian Affairs approval for the lease, the Tribal Council makes certain declarations, as set forth below; and
- WHEREAS,** the Tribal Council has reviewed this date the proposed lease and concludes that the arrangement serves the best interests of the Tribe.

**BE IT RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby approves and authorizes the proposed lease agreement reviewed this date between the Tribe and WMATCO, L.L.C., a wholly owned Tribal company, for the FATCO sawmill site, with terms including, but not limited to, the following:

- Lessee: WMATCO, L.L.C.
- Lease Term: 25 years, beginning on or about June 1, 2013, with an automatic renewal for one additional 25-year term.
- Lease Purpose: For refurbishment and operation of the FATCO sawmill and related operations, including sales department.
- Lease Fee: \$10.00 for each 25-year term.
- Lease Property Size: 247.93 acres, more or less.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby makes the following declarations about certain conditions which would otherwise be required by federal regulation, 25 C.F.R. Part 162:

1. The Tribe waives the due diligence and enforcement requirements under 25 CFR §162.417 concerning permanent improvements which may be made within the lease site;

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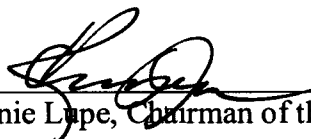
2. The Tribe has negotiated satisfactory compensation under the lease terms and for that purpose waives valuation under 25 CFR §162.420, and the Tribe further states that accepting the negotiated compensation and waiving the valuation is in the Tribe's best interest;
3. The Tribe has determined that it is in the Tribe's best interest to not have compensation reviews and/or adjustments, as would otherwise be required under 25 CFR §162.428(a); and
4. The Tribe requests that the Bureau of Indian Affairs waive the requirements under 25 CFR §162.434 for a performance bond or other security, in recognition of the performance conditions imposed under the New Market Tax Credit financing transaction.

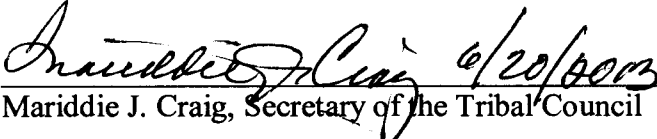
**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it authorizes WMATCO, L.L.C., and the Tribe, through its representatives, to encumber the leasehold premises for the purpose of the New Market Tax Credit financing, through the use deed of trust in favor of RDP 18, LLC, an Iowa limited liability company, RDP 20, LLC, an Iowa limited liability company, and CCM Community Development V, LLC, a Maine limited liability company, as shown in the proposed lease and attachments.

**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it authorizes and recognizes the deed of trust instrument as a valid and enforceable security interest in the real property under Tribal law; and in addition, the Tribe expressly authorizes the use and application of Arizona law for the enforcement of a deed of trust arising under the lease.

**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 and deliver 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), (b), (e), (f), (h), (i), (k), (l), (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).

  
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Ronnie Lupe, Chairman of the Tribal Council

  
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Mariddie J. Craig, Secretary of the Tribal Council