



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Authorizing Limited Waiver of Sovereign Immunity for Encourage Capital Confidentiality Agreement)

WHEREAS, in 2016, the White Mountain Apache Tribe ("WMAT") and Encourage Capital ("Encourage") worked together on a carbon offset project involving approximately 100,000 acres of Tribal land. The joint project, which involved considerable land resources and investment from the WMAT and financial investments and technical support from Encourage, was highly successful and among the largest Carbon Offset projects among all participants operating under the California Air Resource Board; and

WHEREAS, in the interest of promoting environmental preservation throughout the State of Arizona, and to assist the State of California in its efforts to promote clean air, the White Mountain Apache Tribe shall now consider an opportunity to work with Encourage Capital on joint projects for the benefit of Indian Tribes throughout Arizona, and potentially throughout the United States; and

WHEREAS, after much discussion and deliberation, the Tribal Council finds that entering into a joint partnership for the purpose of establishing a Tribal Program to advance environmental preservation efforts and promote clean air is in the best interest of all Americans, and in order to begin establishing such a Program, a confidentiality agreement is needed to protect both parties from any potential problems involving abuse or mishandling of proprietary information.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby authorizes a limited waiver of sovereign immunity for the purpose of entering into and enforcing a confidentiality agreement with Encourage Capital in furtherance of the objectives described herein. This agreement will begin the foundation for a joint effort by both parties to promote clean air and preserve the environment, in an effort to support Carbon Offset projects throughout Indian Country.

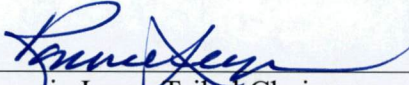
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event this Resolution directly conflicts with the Tribal Constitution, Tribal Ordinances, or any material facts concerning the issues presented are later found to be false, this Resolution shall be deemed null and void and have no legal effect.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event that this Resolution conflicts with a prior Resolution or Policy, this Resolution shall supersede and govern over the conflicting subject matter.

Resolution No. 09-2016-187

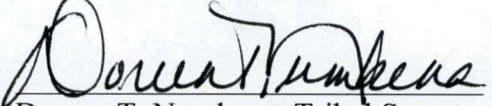
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Chairman, or in his absence, the Vice-Chairman, is hereby authorized to execute any and all documents necessary to effectuate the intent of this Resolution.

The foregoing resolution was on **SEPTEMBER 6, 2016**, duly adopted by a vote of **NINE** for, **ZERO** against, and **ONE** abstentions by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it under the enumerated powers listed in Article IV, Section 1 of the WMAT Constitution, so ratified on September 30, 1993, and federally recognized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984).



Ronnie Lupo, Tribal Chairman

9/15/16
Date



Doreen T. Numkena, Tribal Secretary

9-15-2016
Date