



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Approval of Sale of Carbon Credits Offsets)

WHEREAS, the Tribal Council of the White Mountain Apache Tribe (the "Tribe") is entrusted by the Tribe's Constitution to act in all matters that concern the welfare of the Tribe, to manage all economic affairs and enterprises of the Tribe, and to regulate subordinate organizations for economic and other purposes; and

WHEREAS, the Tribe has developed a carbon sequestration project named the "White Mountain Apache Tribe Forest Carbon Project, ARB Project ID #CAFR5253 ("Project"), which is subject to the California Air and Resource Board Cap and Trade regulations; and

WHEREAS, the Tribe has been issued Project related California Carbon Offsets ("CCOs"); and

WHEREAS, the Tribe wishes to enter into a 2018 Agreement for the Purchase and Sale of ARB Compliant Credits ("Agreement") with Elbow River Marketing Ltd. ("ERML"), such Agreement is substantially in the form presented to Tribal Council contemporaneously with this Resolution; and

WHEREAS, pursuant to the terms of the Agreement, the Tribe will transfer CCOs to ERML and ERML will pay the Tribe for such CCOs in accordance with and the manner provided in the terms of the Agreement; and

WHEREAS, the Tribal Council has determined that entering into and executing the Agreement is in the best interest of the Tribe; and

BE IT RESOLVED that the form, terms and provisions of the Agreement, together with all exhibits, attachments, schedules or other appendices appended thereto or referred to therein, and transactions contemplated therein, and all actions necessary for the consummation of the same are authorized and approved in all respects.

BE IT FURTHER RESOLVED that the Tribal Council does hereby approve and authorize the execution, issuance, delivery and performance of the Agreement, together with all exhibits, attachments, schedules or other appendices appended thereto or referred to therein.

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.

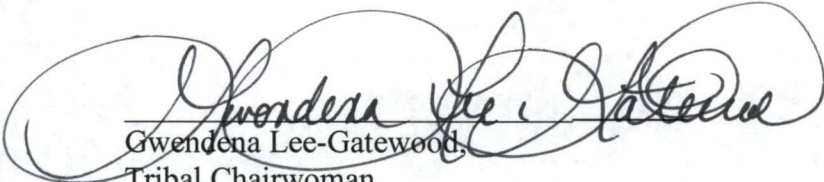
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event this Resolution directly conflicts with the Tribal Constitution, Tribal

Resolution No. 09-2018-200

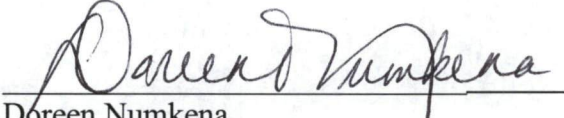
Ordinances existing as of the date hereof, or any material facts concerning the issues presented are later found to be false, this Resolution shall be deemed null and void and have no legal effect.

BE IT FINALLY RESOLVED, that the Chairwoman or in her absence the Vice-Chairman of the Tribal Council, on behalf of the Tribe, is hereby authorized to execute, deliver and cause the performance of the Agreement, and is delegated the authority to make such changes as the Chairwoman (or in her absence the Vice-Chairman) deems necessary, and is further delegated the authority to take and cause to be taken any and all additional actions necessary to implement the intent of this Resolution and the Agreement.

The foregoing resolution was on **SEPTEMBER 12, 2018** duly adopted by a vote of **NINE** for, **ZERO** against, and **ZERO** 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).


Gwendena Lee-Gatewood,
Tribal Chairwoman

9/24/18
Date


Doreen Numkena
Tribal Secretary

9/25/2018
Date