



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Authorizing Ginsberg Jacobs, LLC to Represent the White Mountain Apache Tribe in Exiting the New Market Tax Credit Financing Transaction)

- WHEREAS,** The Constitution of the White Mountain Apache Tribe (“Tribe”) of the Fort Apache Indian Reservation provides, at Article IV, Section 1(b) that the Tribal Council (“Council”) shall exercise the power “To negotiate, make and perform contracts and agreements of every description, not inconsistent with Federal law or [the] constitution, with...the United States...”; and
- WHEREAS,** On May 20, 2013, the Council established White Mountain Apache Timber Company LLC (“WMATCO”) as a wholly-owned company of the Tribe to oversee and operate the Tribe’s sawmill enterprise; and
- WHEREAS,** On September 4, 2013, the Council approved a financing transaction under the federal New Market Tax Credit (“NMTC”) program to enable WMATCO LLC to fund capital improvements and initial operating expenses to resume operations of the sawmill through a loan agreement from the NMTC funding parties and WMATCO LLC; and
- WHEREAS,** The NMTC transaction imposed a seven-year compliance period during which the Tribe and WMATCO LLC must comply with numerous restrictions and reporting requirements; and
- WHEREAS,** The seven-year compliance period will end in September 2020; and
- WHEREAS,** The Tribe requires the services of a consultant in NMTC to assist in the Tribe’s exit from the financing transaction; and
- WHEREAS,** Darryl P. Jacobs, Esq. of the law firm Ginsberg Jacobs LLC in Chicago, Illinois is qualified and willing to assist the Tribe in this complicated transaction; and
- WHEREAS,** The Tribe’s Attorney General presented an Engagement Letter (attached and incorporated herein) from Ginsberg Jacobs, LLC to provide the terms, billing rates, and other charges and information necessary to hire Ginsberg Jacobs LLC and Darryl Jacobs, Esq.; and
- WHEREAS,** The Attorney General recommends that the Tribe approve the Engagement Letter in order to move forward with the unwind of the NMTC financing transaction; and

Resolution No. 08-2020-194

WHEREAS, Upon review and after consideration of the terms and conditions expressed in the Engagement Letter, the Tribal Council finds that executing the necessary documents to engage Ginsberg Jacobs LLC and Darryl Jacobs, Esq. is in the best interest of the Tribe.


BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby authorizes Ginsberg Jacobs LLC to represent the Tribe in exiting the NMTC financing transition and approves the Engagement Letter proposed by Ginsberg Jacobs LLC.

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.

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

The foregoing resolution, on AUGUST 7, 2020 was 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).

 10/29/20  10/30/2020
Gwendena Lee-Gatewood, Chairwoman Date Doreen T. Numkena, Tribal Secretary Date