

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

- WHEREAS, the Tribal Council of the White Mountain Apache Tribe pursuant to Resolution No. 08-90-190, adopted August 28, 1990, authorized the Chairman of the Tribal Council to initiate negotiations with the Bureau of Indian Affairs to secure a BIA guaranteed loan in the approximate amount of two million dollars at subsidized interest rates for the purpose of enabling the Sunrise Ski Recreation Park to open for business for the 1990-91 ski season; and
- WHEREAS, said loan guaranty was granted and remains in full force and effect and will mature March 1, 1992; and
- WHEREAS, said resolution authorized the Chairman to negotiate the final terms of the loan documents with the Bureau of Indian Affairs and lending institutions; and
- WHEREAS, prior resolution 12-90-270 authorized the execution of all loan documents by appropriate tribal officials for the loan authorized by Resolution No. 08-90-190; and
- WHEREAS, the First Interstate Bank of Arizona has submitted a letter of intent to establish a loan with the White Mountain Apache Tribe for the FY 91-92 ski season; and
- WHEREAS, Resolution 11-91-301 passed this date reaffirms Resolution 08-90-190 and reauthorizes the Tribal Chairman and other tribal officials to execute all loan documents necessary to carry out the purpose of said resolution for the FY 91-92 ski season; and
- WHEREAS, the terms and conditions of the proposed business loan agreement with additional provisions and exhibits, a promissory note, lease, and security agreement for the FY 91/92 ski season have been reviewed by the Office of the Tribal Chairman and Legal Counsel for the Tribe; and
- WHEREAS, in the opinion of the Tribe's Legal Counsel said documents comport with the requirements of the Indian Financing Act of 1974 (25 U.S.C. §1451 et. seq.) and the regulations of the Department of the Interior (25 CFR §103.1 et. seq.); and
- WHEREAS, the Tribal Council concludes that it would be in the best interest of the White Mountain Apache Tribe and specifically the Sunrise Ski Park to:
- (1) undertake the loan and approve the form and content of all loan documents;

- (2) authorize the creation of the lien and security interest and other property interests contemplated by the security documents;
- (3) designate officers or other agents of the Tribe who are authorized to sign on behalf of the Tribe the agreement comprised of the business loan agreements with additional provisions, all exhibits thereto, the promissory note, lease, security agreement, and closing memorandum, and any and all other documentation required by the First Interstate Bank of Arizona in connection with the loan and further to designate those persons authorized to request advances on said line of credit loan;
- (4) waive the Tribe's sovereign immunity to legal action, (including without limitation, a lawsuit) (severally an "Action"), brought against the Tribe by the First Interstate Bank or First Interstate Bank's successors or assigns and arising from or in connection with the transactions contemplated by the loan agreement, with additional provisions and exhibits;
- (5) provide that for the trial of any Action the Tribe would submit to the nonexclusive personal jurisdiction of the tribal court and with respect to the due process review contemplated in section 7 of the additional provisions to the business loan agreement, of the Federal District Court sitting in Phoenix, Arizona and the respective appellate courts thereof;
- (6) approve and enact as controlling tribal legislation, the mandatory lease disposition procedure set forth in section 6 of the additional provisions of the business loan agreement and the dispute resolution procedure set forth in section 7 thereof; and

WHEREAS, the Tribal Council pursuant to Article V, Section 1(a), (b), (h), (i) and (l), has the authority to enter into the agreement contemplated by the loan documents.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby approves the signing of a loan with the First Interstate Bank of Arizona, pursuant to the form and content of all loan documents negotiated therefore.

BE IT FURTHER RESOLVED by the Tribal Council that it hereby authorizes the creation of the lien and security interest and other property interests contemplated by the security documents of the loan agreement.

BE IT FURTHER RESOLVED by the Tribal Council that it hereby designates Chairman Ronnie Lupe, and in his absence Vice Chairman Lafe Altaha, Tribal Council Secretary Virginia Dalton and, if required by the First Interstate Bank of Arizona, Tribal Treasurer Edwin Kane, to sign on behalf of the White Mountain Apache Tribe, the agreement, the note, the security documents and all other documentation required by the First Interstate Bank of Arizona in connection with the loan, and to request advances pursuant to the agreement.

BE IT FURTHER RESOLVED by the Tribal Council that it hereby waives the sovereign immunity of the White Mountain Apache Tribe to legal action (including, without limitation, a lawsuit) (severally, an "Action") brought against the White Mountain Apache Tribe by the First Interstate Bank of Arizona and/or its successors or assigns, and arising from or in connection with the transactions contemplated by the business loan agreement and additional provisions.

BE IT FURTHER RESOLVED by the Tribal Council that in the event of a trial of any action, the White Mountain Apache Tribe hereby consents and submits to the nonexclusive personal jurisdiction and venue of its tribal court and with respect to the due process review contemplated in section 7 of the agreement, of the Federal District Court sitting in Phoenix, Arizona and the respective appellate courts thereof.

BE IT FURTHER RESOLVED by the Tribal Council that it approves and enacts as controlling tribal legislation, the mandatory lease disposition procedure set forth in section 6 of the agreement and the dispute resolution procedure set forth in Section 7 of the agreement.

The foregoing resolution was on November 7, 1991 duly adopted by a vote of SEVEN for and ZERO against by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it by Article V, Section 1(a),(b),(h),(i) and (l) of the Amended Constitution and By-Laws of the Tribe, ratified by the Tribe June 27, 1958 and approved by the Secretary of the Interior on May 29, 1958 pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984).

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FORT APACHE INDIAN AGENCY  
WHITERIVER, ARIZONA

  
Chairman of the Tribal Council

  
Secretary of the Tribal Council