

**EXHIBIT 1
TO SUPPLEMENTAL
OFFICERS' CERTIFICATE**

THE WHITE MOUNTAIN APACHE TRIBE OF
THE FORT APACHE INDIAN RESERVATION, ARIZONA
Post Office Box 700
Whiteriver, AZ 85941

RESOLUTION

- WHEREAS, the Tribal Council ("Council") of The White Mountain Apache Tribe of the Fort Apache Indian Reservation, Arizona ("Tribe") in its Resolution No. 12-97-379 ("Master Resolutions") authorized the execution of that certain Master Credit Agreement ("Master Agreement") dated as of December 23, 1997, between Wells Fargo Bank, National Association ("Wells Fargo") and the Tribe intended to provide consistent terms which will apply to existing loans between Wells Fargo and the Tribe (when such loans are amended to cause the Master Agreement to apply) and to future loans and financial accommodations provided to the Tribe by Wells Fargo; and
- WHEREAS, The Council in its Resolution No. 03-97-051 authorized a loan ("Existing Loan") by Wells Fargo to the Tribe to facilitate the construction by the Tribe of a hotel, convention center and related facilities, which was in the original principal amount of \$9,050,000.00; and
- WHEREAS, The Council desires to obtain a term loan ("Term Loan") from Wells Fargo in the principal amount of \$6,523,600 in order to refinancing a portion of the outstanding principal balance of the Existing Loan, and to cause the Existing Loan to be governed by the terms of the Master Agreement; and
- WHEREAS, Wells Fargo is willing to provide the Term Loan to the Tribe as described above and to cause the Term Loan to be governed by the terms and conditions set forth in the Master Agreement, all in accordance with the terms of the Supplemental Credit Agreement ("Supplemental Agreement") substantially in the form presented to the Council on the date hereof; and
- WHEREAS, The Supplemental Agreement requires the Tribe to reaffirm the limited waiver of sovereign immunity in regard to disputes arising under or in connection with the Term Loan, as is specifically provided for in the Master Agreement.

NOW, THEREFORE,

The Council in meeting assembled this 23 day of December 23, 1997, resolves as follows:

(1) that the partial refinancing of the Existing Loan in the amount of \$6,523,600 is approved;

(2) that the Supplemental Agreement is approved;

(3) that the pledge and transfer of "Collateral" as defined in the Supplemental Agreement to secure the Tribe's Obligations under the Supplemental Agreement is continued as set forth in the Supplemental Agreement;

(4) that the Chairman of the Tribe is authorized to execute and deliver the Supplemental Agreement, and all other operative documents required by the Supplemental Agreement necessary to the consummation of the transaction contemplated by the Supplemental Agreement; and

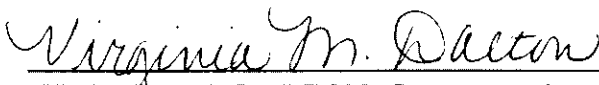
(5) the limited waiver of sovereign immunity and the dispute resolution procedure approved in subsections 3 and 4 of the Master Resolutions are reaffirmed and recognized as fully applicable to the transaction hereby authorized.

C E R T I F I C A T I O N

The foregoing Resolution was on December 23, 1997, duly adopted by a vote of 8 to 0 against by the Tribal Council of the Tribe, pursuant to authority vested in it by Article IV, Section 1 (a), (b), (h), (i), (k), (l), (t) and (u) of the Constitution of the Tribe, ratified by the Tribe on 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).



RONNIE LUPE, Chairman of the Tribal Council



VIRGINIA M. DALTON, Secretary of the Tribal Council