

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

WHEREAS, the Enron Corporation of Houston, Texas has developed an American Indian Affairs department to work with Indian tribes to pursue energy related opportunities of benefit to Tribes and to Enron; and

WHEREAS, Enron Corporation has expressed an interest in entering into a Memorandum of Understanding with the White Mountain Apache Tribe to jointly investigate potential energy related opportunities which may be available to the Tribe; and

WHEREAS, the proposed Memorandum of Understanding does not bind the Tribe or Enron, but rather is an expression of mutual interest in working together on energy related issues; and

WHEREAS, the White Mountain Apache Tribe has become recognized leader in certain energy related issues, including electrical deregulation and hydro-power allocation; and

WHEREAS, the Tribal Council welcomes the opportunity to work with Enron Corporation on future projects under terms that are agreeable to both parties.

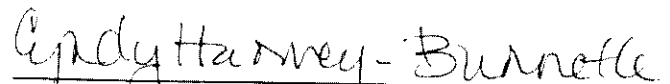
BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby approves the Memorandum of Understanding between the Tribe and Enron Corporation, and attached herein, and for that reason delegates authority to the Tribal Chairman, or in his absence, the Vice-Chairman to execute the Memorandum of Understanding on behalf of the White Mountain Apache Tribe.

The foregoing resolution was on September 2, 1999 duly adopted by a vote of SIX for and ZERO against by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it by Article IV, Section 1 (a), (b), (h), (i), (s), (t), and (u) of the Constitution of the Tribe, ratified by the Tribe 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).



Chairman of the Tribal Council

SEP 13 1999



Secretary of the Tribal Council

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding ("MOU") is entered into by and between the White Mountain Apache Tribe of the Fort Apache Reservation, a Federally recognized Tribe headquartered in Whiteriver, Arizona, and Enron Corp. ("Enron"), an Oregon corporation headquartered in Houston, Texas (White Mountain Apache Tribe and Enron are sometimes hereinafter referred to together as the "Parties").

WHEREAS, the White Mountain Apache Tribe owns and operate several economic enterprises located on the reservation; and

WHEREAS, Enron American Indian Affairs, as part of Enron Corp., is working to establish energy relationships in American Indian Country in general, and is specifically interested in pursuing energy related opportunities related to White Mountain Apache Tribe member properties and enterprises; and

WHEREAS, the White Mountain Apache Tribe and Enron seek to work together to explore potential opportunities for the White Mountain Apache Tribe and Enron to jointly develop and execute energy related projects;

NOW THEREFORE, the White Mountain Apache Tribe and Enron hereby agree as follows:

1. The White Mountain Apache Tribe and Enron are jointly interesting in investigating potential energy related opportunities with respect to White Mountain Apache Tribe member properties and enterprises (the "Potential Projects").
2. The Parties will work together in a timely fashion to decide the next steps for executing some or all of the Potential Projects (the "Next Steps").
3. It is contemplated that the Parties shall commence execution of the Next Steps immediately upon execution of this MOU.

This MOU constitutes an expression of the Parties mutual intent and understanding only and does not constitute a binding agreement or commitment to enter into the proposed actions or any similar actions. Neither Enron nor the White Mountain Apache Tribe shall bring any claim or action against the other as a result of a failure to agree on or enter into the matters set forth in the MOU. A binding agreement to proceed with any action shall only arise as a result of entering into a definitive agreement for the proposed action, and execution of any

such definitive agreement shall be at the sole discretion of the White Mountain Apache Tribe and Enron.

IN WITNESS WHEREOF, the Parties hereby execute this MOU in the respective capacities and on the date(s), set forth below.

Enron Corp.

Christie Patrick

Christie Patrick
Vice President
Enron American Indian Affairs

Date: 19 August 1999.

White Mountain Apache Tribe

Dallas Massey, Sr. ACTING

Dallas Massey, Sr.

Tribal Chairman

Date: 9/10/99.