

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

- WHEREAS**, the White Mountain Apache Tribe sponsors the White Mountain Apache Tribe Retirement Savings and 401(k) Plan (the "Plan") in order to help employees save for their retirement; and
- WHEREAS**, the Tribal Council of the White Mountain Apache Tribe by prior action delegated certain duties to the White Mountain Apache Tribe Retirement Committee (the "Committee") to oversee the Plan. At a meeting of the Council on April 16, 2001, the Council provided certain directions to the Committee, and requested the Committee to review current Plan administration and to make recommendations with regard to possible changes and improvements to the Plan; and
- WHEREAS**, the Committee, in reviewing current Plan administration, determined that a major area of concern was the rate of turnover on Plan administration and record keeping. In this regard, the Committee also noted that when the Plan's most recent record-keeper / third party administration firm, Ceridian Retirement Plan Services, Inc. ("Ceridian") left the state of Arizona at the end of 2000, Ceridian left the Plan's record keeping accounts in a condition that required a great deal of work to prepare the Plan for any significant changes or improvements; and
- WHEREAS**, the Committee has now spent the past several months working with the White Mountain Apache Tribe Retirement staff, legal counsel and a new pension administration firm, Scottsdale Pension Systems, Inc. ("Scottsdale Pensions"), on a temporary contract basis, in order to bring the Plan's record keeping procedures up to date so that the Plan can be transferred into a more modern program with more investment options and separate accounts for each participant in the Plan; and
- WHEREAS**, the Committee believes that sufficient progress has been made to enable significant Plan improvements to be implemented at this time, with the understanding that the Committee will continue to work with the White Mountain Apache Tribe Retirement staff, legal counsel and the Tribe's independent CPAs as necessary to complete the process and review which is currently underway, with the objectives: (1) to ensure that remaining record keeping / administration matters are resolved, and (2) to ensure that procedures are in place to better manage and monitor record keeping issues on an ongoing basis; and
- WHEREAS**, in order to implement and evaluate the Plan improvements recommended today, the Committee conducted interviews and evaluated 401(k) service proposals from numerous providers over the past 6 months, which was recently narrowed to a top group including proposals from Bank One, Wells Fargo Bank, the American Funds

Group, and Scudder-Kemper. With the narrowed group, the Committee then proposed counters to the top two contenders to determine whether they would make concessions on key issues such as Tribal sovereignty, on-reservation check cashing and banking services, and contract provisions designed to prevent the record keeping turnover experienced by the Tribe over the past few years; and

WHEREAS, Wells Fargo Bank responded more favorably to such contract demands than the other providers, and the Committee, after reviewing the responses, voted to recommend a proposal as follows:

(1) the current plan trustee, Wells Fargo Bank, would continue as trustee and assume additional responsibilities for plan administration, record keeping and investments.

(2) the current investment advisor, Steve Taddie, would continue as an advisor to the Committee order to assist with fiduciary oversight on Plan investments, for a one-year term, with such advisory services to be reviewed by the Committee at that time. Participant educational meetings, however, would be conducted by Wells Fargo Bank, with the Committee having final say as to staffing that role.

(3) the Plan would be converted to an "individual account plan" whereby each participant would have a separate account within the Plan which may be accessed by phone or internet on a daily basis to ensure accuracy and security.

(4) Wells Fargo Bank would agree to refund commissions and fees on a declining schedule if they fail to provide record keeping services, as agreed, over a five year period.

(5) Wells Fargo Bank would continue to administer the Plan's current voluntary post tax savings feature, but would permit the Committee to restrict investment choices for those contributions in order to prevent employees from being hurt by short term losses on long term investment funds; and

WHEREAS, the Committee recommends that the prior Plan simplification changes authorized by Council (immediate 401(k) participation rather than 90 day wait; and match based on one year anniversary date rather than Open Enrollment Date following one Year of Service) at its April 16, 2001 meeting, and awaiting plan amendment, be implemented as of the first enrollment under the new 401(k) system as recommended above.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe, that the Committee is authorized to enter into service provider contracts with Wells Fargo Bank and Steve Taddie / Stellar as set forth above, contingent on acceptable contract

language after full review by legal counsel.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Committee is hereby directed to work with legal counsel and the Tribe's outside CPAs in order to review prior record keeping issues and report back to the Council with any recommendations resulting from such review; provided that all such audits and reviews shall be conducted through the Tribe's legal department in order to ensure confidentiality, privilege, and compliance with all legal requirements.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Tribal Chairman is hereby authorized and directed to execute amended and restated plan and trust documents, as prepared and approved by legal counsel, in order to make the plan changes recommended above, and in order to update the plan and trust documents for changes in the tax laws since they were last drafted.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Tribal Chairman is further authorized and directed to execute any such further documents, amendments, powers of attorney, or applications as may be necessary to obtain the approval of the United States Treasury Department / IRS with regard to the above document changes.

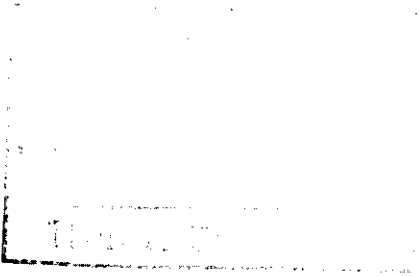
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Tribal Chairman is further authorized and directed to execute such further documents, certifications, powers of attorney, or other applications in order to correct administration or record keeping matters as provided in Revenue Procedure 2001-17 in the event the Tribe's outside CPA firm recommends such action; provided that any such program applications, documents, and certifications are prepared by the Tribe's legal counsel and approved through its legal department.

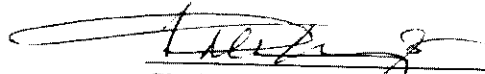
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Chairperson of the Committee, and the Plan's current Trustee, Wells Fargo Bank, are authorized and directed to execute any such further applications or other documents, after review and approval by legal counsel, as may be required in order to authorize and direct investment transfers to implement the foregoing.

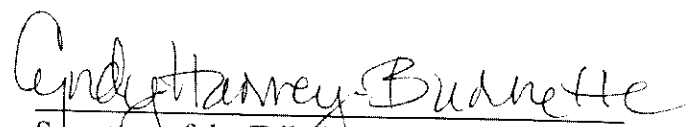
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Committee is hereby directed to report back to the Council within the next 60-90 days, or as soon thereafter as Council scheduling so permits, regarding the status of Plan changes, and to present at that time proposed Bylaws in order to formalize the Committee structure and better ensure periodic pension reviews, proper oversight and retirement security, in furtherance of this Council's directives of April 16, 2001.

Resolution No. 07-2001-212

The foregoing resolution was on July 23, 2001 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 IV, Section 1 (i) 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


Secretary of the Tribal Council

WHITE MOUNTAIN APACHE TRIBE RETIREMENT PLAN COMMITTEE

401(k) PROPOSAL
July 23, 2001

<u>CURRENT PLAN</u>	<u>PROPOSED PLAN</u>
<u>Plan Oversight and Daily Operations:</u> WMAT Retirement Savings Dept.	NO CHANGE
<u>Investment Funds:</u> WMAT Retirement Committee <i>4 fund choices:</i> (2) American funds (1) Wells Fargo (1) Cadhina & Co.	NO CHANGE <i>wider fund choices: 4 - 8 flexibility to add more.</i> All Wells Fargo Funds
<u>Investment advisor:</u> Steve Taddie	Steve Taddie to continue advising committee on an independent basis to oversee Wells
<u>Investment On Post Tax Voluntary:</u> Unrestricted	Wells also provides investment advisor services have ability to restrict post tax voluntary to short term investment choices
<u>Recordkeeping:</u> Temp. Contract w/ Scottsdale Pensions.	Wells Fargo provides all recordkeeping services
<u>Participant Education:</u> Steve Taddie / Laura Cox (Wells)	Wells provides investment education. Tribe has choice to interview Wells employees for this service, including Laura Cox.
<u>Account Valuation:</u> Valued only on quarterly basis	Valued on a daily basis.
<u>Individual Accounts:</u> No individual accounts - single trust fund divided 4 times per year.	Separate accounts are maintained for each employee to ensure security and accuracy. Access to accounts via 1-800 # Access to accounts via internet
<u>Legal Compliance:</u> Yoder Law Offices. P.C./ WMAT Legal Dept.	NO CHANGE
<u>Contribution and withdrawal options:</u> NO CHANGE	NO CHANGE
<u>Trustee:</u> Wells Fargo	NO CHANGE