

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

**(Approving Call Center Enterprise and an Agreement with APAC,
Subject to Available Grants and Financing)**

- WHEREAS,** pursuant to the Constitution of the White Mountain Apache Tribe, Article IV, Section 1(a), (b) and (i), *inter alia*, the Tribal Council has the authority to represent the Tribe and act in all matters that concern the welfare thereof, and manage all economic affairs and enterprises; and
- WHEREAS,** diversification of the Tribe's economy is essential in order to insulate the Tribe from external economic forces; and
- WHEREAS,** unemployment on the lands of the Fort Apache Indian Reservation is substantial, and there are limited career choices, especially among the youth; and
- WHEREAS,** the Director of Tribal Enterprises and Brian Kirby of SAGE Business Solutions, L.L.C. did submit a proposal to the Tribal Council for the White Mountain Apache Call Center Project, as attached and incorporated by this reference, which seeks to establish a call center on the Reservation in the old Bowling Alley building located in downtown Whiteriver, and initially provide 209 jobs with career potential at an average pay of \$9.18 per hour plus benefits and up to 400 jobs once fully operational; and
- WHEREAS,** a call center provides large volume telephone answering services to businesses for requiring contract representatives; and
- WHEREAS,** call centers typically employ high school educated workers with computer skills for a variety of positions, including Account Representatives, Sales, Management, Accounting, Technical, Administrative, Security, Executives, Analysts, Human Resources, Payroll, Facilities and Training; and
- WHEREAS,** the Tribe has a labor pool suitable for call center employment; and
- WHEREAS,** members of the Tribal Council, the Finance Committee, the Director of Tribal Enterprises have met with APAC Customer Services, Inc., an Illinois corporation, at one of APAC's call centers located in Tucson, Arizona; and
- WHEREAS,** APAC has expressed a desire to work together in partnership with the Tribe to advance and facilitate discussions and negotiations relating to development of a call center on the Tribe's Reservation; and
- WHEREAS,** the WMACC Project has the following phases, for which the Council will approve the release of funds on a Phase by Phase basis, subject to available grant funding and financing:

1. Phase I (approximately \$600,000), which shall include sales and marketing; developing an implementation plan with milestones to measure success and progress; meeting with government representatives to gain their support; seeking grants and other funding sources; and
2. Phase II (approximately \$1,400,000), which shall include a build-out of the bowling alley building; and
3. Phase III (approximately \$3.4 million), in which APAC will begin building out the call center infrastructure, similar to the APAC location in Tucson, Arizona, and include standard operating procedures, and the necessary hardware and software equipment; and
4. Phase IV (approximately \$1.7 million), or the operations phase, which will begin with the hiring and training of employees to handle the calls, followed by initial operations; and

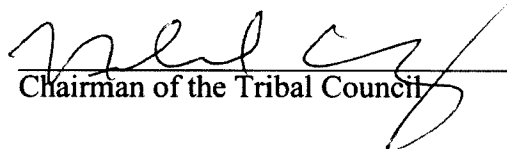
WHEREAS, the Tribal Council finds that the WMACC Project is in the best interests of the Tribe and its members.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that:

1. The proposed White Mountain Apache Call Center Project, as attached and incorporated by this reference, is hereby approved as suitable for the development of a subordinate economic enterprise of the Tribe, and shall serve as an expression of intent by the Tribe to any and all interested parties to implement the Project.
2. The Director of Tribal Enterprises is hereby directed to identify and apply for grants suitable for the development of the WMACCP, and the Chairman, or in his absence the Vice-Chairman, is hereby authorized to negotiate and execute any and all documents necessary for the acceptance and expenditure of said grants, subject to the posting of a budget by the Office of Grants and Contracts for expenditure thereof and the requirements of this Resolution.
3. The Director of Tribal Enterprises and the Tribe's Legal Department are hereby directed to draft a charter for establishing the WMACCP as a subordinate economic enterprise of the Tribe.
4. The Chairman, or in his absence the Vice-Chairman, together with the Director of Tribal Enterprises, is further directed to identify a Board of Directors for Council review and appointment.
5. Use of the bowling alley in Whiteriver for location of the WMACCP is hereby authorized, subject to reasonable lease terms and conditions between the Tribe and the WMACCP, once established.
6. The Director of Tribal Enterprises is hereby directed to identify financing that may be available and suitable for the WMACCP, and report back to the Council, as to the extent of any applicable terms, interest and conditions that may require further action by the Council.

7. The Chairman, or in his absence the Vice-Chairman, and their designees are hereby authorized to negotiate a partnership agreement between the Tribe and APAC, in which both parties share in the development and costs of the WMACC Project, subject to final review and approval by the Council.

The foregoing resolution was on SEPTEMBER 13, 2005 duly adopted by a vote of FOUR for, ONE against, and ONE abstention 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), (j), (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).

ACTING 
Chairman of the Tribal Council


Secretary of the Tribal Council

WMACC Project Summary - Exhibit A

Expenses & Working Capital		\$7,700,000
Grants and Loans	\$7,000,000	
AZ department of commerce grant	700,000	
Building	1,400,000	
Equipment, Software, Project Management	3,373,706	
Furniture	650,000	
Project Travel	37,000	
Legal	50,000	
SAGE consulting fees	395,000	
Total Call Center Start-up	5,904,706	
Working Capital	1,795,294	