



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Authorization for WMATCO LLC to Waive Its Sovereign Immunity From Suit for Caterpillar Finance Lease Enforcement)

- WHEREAS,** the Tribe established WMATCO, L.L.C., a Tribal owned company, to obtain financing and assume the renovation and operation of the Tribe's sawmill business; and
- WHEREAS,** in furtherance of that mission, representatives from WMATCO have negotiated finance lease terms with Caterpillar Financial Services Corporation ("Caterpillar"), for the acquisition of new equipment for use at the sawmill site; and
- WHEREAS,** due to the cost of the equipment, Caterpillar, through the Finance Lease, will fund the acquisition of the equipment over a term of years, subject to monthly payments by WMATCO, for which it requires the assurance of court enforcement through a limited waiver of WMATCO's sovereign immunity; and
- WHEREAS,** under the terms of the WMATCO Operating Agreement, setting forth the terms and conditions for governance of the company, and approved by the Tribal Council on August 7, 2013, WMATCO must obtain the consent from the Tribal Council to permit WMATCO to be subject to suit; and
- WHEREAS,** WMATCO has asked the Council for its approval of such a waiver for this transaction; and
- WHEREAS,** the Tribal Council has reviewed the documents and gives its authorization, as provided herein.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby authorizes WMATCO, L.L.C., to waive its sovereign immunity from suit, through appropriate action by its Board of Directors, under the Finance Lease 2207274 and Addendum and under Finance Lease 2330072 and Addendum with Caterpillar Financial Services Corporation to permit an action by Caterpillar in the courts of the White Mountain Apache Tribe or in the federal court for the District of Arizona, to enforce the express terms of the Finance Lease and Addendum against WMATCO, and for no other purpose, and provided that no waiver of the sovereign immunity of the White Mountain Apache Tribe is permitted for any purpose.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it acknowledges the right of Caterpillar to enforce the remedies under the Finance Leases, in the event of a breach or default, and for that purpose, the Council consents and authorizes the waiver by WMATCO, through appropriate action by its Board of Directors, of any defense to the repossession of the equipment on the basis of the Tribe's Business Code, Section 6.6, concerning the requirement for written consent or court order at the time of repossession.

Resolution No. 08-2014-125

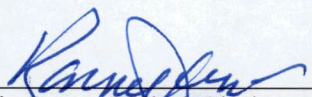
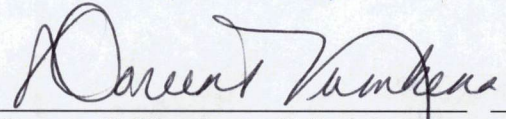
written consent or court order at the time of repossession.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event that this Resolution conflicts with a prior Resolution or Policy, this Resolution shall supersede and govern over the conflicting subject matter.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event this Resolution directly conflicts with the Tribal Constitution, Tribal Ordinances or Federal Laws, or any material facts concerning the issues presented are later found to be false, this Resolution shall be deemed null and void and have no legal effect.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Chairman, or in his absence, the Vice-Chairman, is hereby authorized to execute any and all documents necessary to effectuate the intent of this Resolution.

The foregoing resolution was on AUGUST 12, 2014 duly adopted by a vote of SIX for, ZERO against, and TWO abstentions by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it under the enumerated powers listed in Article IV, Section 1 of the WMAT Constitution, so ratified on September 30, 1993, and federally recognized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984).

	<u>8/18/14</u>		<u>8-18-2014</u>
Ronnie Lupe, Tribal Chairman	Date	Doreen T. Numkena, Tribal Secretary	Date