



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Amending the WMATCO, LLC, Operating Agreement to Expand the Board of Directors)

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- WHEREAS,** the Tribal Council formed WMATCO, LLC, as a wholly owned entity of the Tribe to own and operate the Tribe's commercial lumber and sawmill business; and
- WHEREAS,** the Tribal Council approved an Operating Agreement for WMACO to establish conditions for oversight and management, delegating authority of the business to a Board of Directors consisting of a fixed number of five members; and
- WHEREAS,** the Board of Directors has recommended to the Tribal Council that it modify the Operating Agreement to enable to the Council to appoint up to seven members to the Board of Directors to allow for a greater representation of skills and input to Board decision-making; and
- WHEREAS,** the Council this day has reviewed a proposed amendment to the WMATCO Operating Agreement, Article 3.2.1, to establish the current five Board positions as the minimum number, with the option at the Tribe's choosing to appoint up to seven members to the Board; and
- WHEREAS,** during the time that the conditions of the WMATCO new market tax credit financing is in place, the Tribal Council understands that any changes to the Operating Agreement will first require the consent of the tax credit financing investors; and
- WHEREAS,** the Tribal Council concurs with the recommended change to the Operating Agreement and requests approval from the new market tax credit investors to enable the Tribe to appoint additional qualified members to the WMATCO Board.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby approves the proposed amendment to the WMATCO, LLC Operating Agreement, Article 3.2.1, and attached as Exhibit A to this Resolution, to establish a range in number of the Board members of not fewer than five members and not more than seven members.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it enacts this amendment on the condition that it become effective only upon the consent of the new market tax credit financing investors, as required under the conditions of the financing.

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 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.

Resolution No. 06-2016-123

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 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 **JUNE 8, 2016** duly adopted by a vote of **TEN** for, **ZERO** against, and **ZERO** 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>7-6-2016</u>		<u>7-6-2016</u>
Ronnie Lupe, Tribal Chairman	Date	Doreen T. Numkena, Tribal Secretary	Date

**ARTICLE THREE
MANAGEMENT**

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3.2 Board of Directors.

3.2.1 Number. The Board of Directors shall consist of not fewer than five (5) members and not more than seven (7) members.

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