



# WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

## ( Appointing Stephen Shriver and Lee Nelms to the WMATCO, LLC, Board of Directors )

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- WHEREAS,** WMATCO, LLC, is a wholly owned entity of the Tribe which holds responsibility and ownership over the Tribe's commercial lumber business; and
- WHEREAS,** WMATCO conducts business under an Operating Agreement, approved by the Tribal Council, which sets forth the duties and responsibilities of the company and its Board of Directors; and
- WHEREAS,** pursuant to Article 3.3.9 of the WMATCO Operating Agreement, the Tribal Council holds sole authority to appoint members to the Board and may accept recommendations concerning Board appointment from the Board of Directors; and
- WHEREAS,** on March 1, 2016, the Tribal Council appointed former FATCO employee Belden Beatty to the vacant position on the WMATCO Board of Directors; and
- WHEREAS,** by action taken today in a separate resolution, the Tribal Council has enacted an amendment to the WMATCO Operating Agreement, subject to approval by the tax credit financing investors, to expand the size of the WMATCO Board to authorize the appointment of up to seven members to the Board of Directors; and
- WHEREAS,** the WMATCO Board of Directors has recommended two qualified individuals to fill the two new Board positions, Stephen Shriver of Seattle Washington, and Lee Nelms of Phoenix Arizona; and
- WHEREAS,** both of the candidates bring critical expertise WMATCO needs: Mr. Shriver formerly was the Assistant General Manager of the FATCO mill and now serves as the Sales Manager of Universal Forest Products for the state of Washington, and Mr. Nelms is the CEO and part owner of Trendwood, a specialty wood products manufacturing business; and
- WHEREAS,** the WMATCO Board has reviewed the potential for a conflict of interest concerning Stephen Shriver and Lee Nelms, as each works for businesses which purchase materials from WMATCO, with Universal Forest Products currently one of WMATCO's largest customers, although all purchases are made in the southwest region and are unrelated to the operations under Mr. Shriver's supervision, and Trendwood is a WMATCO customer which makes purchases of approximately 3.6% of WMATCO's output, by revenue; and



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**WHEREAS,** the WMATCO Board has determined and is satisfied that these business relationships will not pose a conflict to WMATCO's interest, and in any event, neither individual would be permitted on a matter directly related to their business activity; and

**WHEREAS,** the WMATCO Board recognizes that the business activities which raise the conflict of interest question are a consequence of their expertise in the industry and potential contribution to WMATCO; and

**WHEREAS,** the Tribal Council has considered the qualifications for each of the candidates and recognizes the valuable contribution that each could bring to the WMATCO Board of Directors.

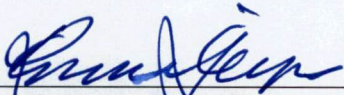
**BE IT RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that, on the condition that the new market tax credit investors approve the proposed Board membership expansion, it hereby appoints Mr. Stephen Shriver and Mr. Lee Nelms each to a regular term to the WMATCO Board of Directors.

**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.

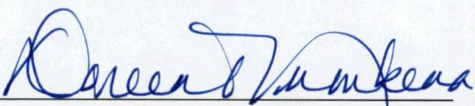
**BE IT FURTHER RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event that this Resolution conflicts with a prior Resolution or Policy, this Resolution shall supersede and govern over the conflicting subject matter.

**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).

  
Ronnie Lupe, Tribal Chairman

7-6-2016  
Date

  
Doreen T. Numkena, Tribal Secretary

7-16-2016  
Date