



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Approval of Sale of Carbon Credit Offsets)

- WHEREAS,** the Tribal Council of the White Mountain Apache Tribe (the "Tribe") is entrusted by the Tribe's Constitution to act in all matters that concern the welfare of the Tribe, to manage all economic affairs and enterprises of the Tribe, and to regulate subordinate organizations for economic and other purposes; and
- WHEREAS,** the Tribe has developed carbon sequestration projects which are subject to the California Air and Resource Board Cap and Trade regulations; and
- WHEREAS,** the Tribe wishes to amend and reaffirm that certain Transaction Terms Agreement with a dated date of December 15, 2015 and enter into additional Transaction Confirmations with BP Products North America Inc. ("BP") relating to the sale of California Carbon Offsets ("Agreements"), such Agreements which are substantially in the form presented to Tribal Council contemporaneously with this Resolution; and
- WHEREAS,** pursuant to the terms of the Agreements, upon development of CCOs from the Tribe's carbon projects the Tribe will transfer CCOs to BP and BP will pay the Tribe for such CCOs in accordance with and the manner provided in the terms of the Agreements; and
- WHEREAS,** the Tribal Council has determined that entering into and executing the Agreements, including the limited waiver of sovereign immunity provided therein, is in the best interests of the Tribe; and
- WHEREAS,** given the urgency of the transactions and agreements, the Tribal Council further finds that the sale of carbon credit offsets needs to be considered and made outside of its regularly scheduled meeting; and
- WHEREAS,** the Tribal Council further finds that: (1) this Resolution may be voted upon by signature of a member of the Tribal Council where a signature indicates a vote for this Resolution, (2) the Tribal Council Secretary should attempt to obtain signatures for members of the Tribal Council personally, (3) no signature would mean that the respective Tribal Council member is against this Resolution, (4) the Tribal Council Secretary should wait no longer than a reasonable period of time to obtain a vote by signature or by no signature and so indicate that this Resolution was presented to the respective member of the Tribal Council for a vote.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby that the form, terms and provisions of the Agreements, together with all exhibits, attachments, schedules or other appendices appended thereto or referred to therein, and transactions contemplated therein, and all

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actions necessary for the consummation of the same, including the limited waiver of sovereign immunity, consents to jurisdiction and arbitration provisions contained therein, are authorized and approved in all respects.

BE IT FURTHER RESOLVED that the Tribe does hereby approve and authorize the execution, issuance, delivery and performance of the Agreements, together with all exhibits, attachments, schedules or other appendices appended thereto or referred to therein.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that given the urgency of the request described herein, this Resolution may be voted upon as follows: (a) by signature of a member of the Tribal Council, including the Chairman of the Tribal Council and the Vice-Chairman of the Tribal Council, where a signature indicates a vote for this Resolution, (b) the Tribal Council Secretary shall attempt to obtain signatures for members of the Tribal Council personally, (c) no signature shall mean that the respective Tribal Council member is against this Resolution, (d) the Tribal Council Secretary should wait no longer than a reasonable period of time to obtain a vote by signature or by no signature, and so indicate that this Resolution was presented to the respective member of the Tribal Council for a vote.

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 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, deliver and cause the performance of the Agreements, and is delegated the authority to make such changes as the Chairman (or in his absence the Vice-Chairman) deems necessary, and is further delegated the authority to take and cause to be taken any all additional actions necessary to implement the intent of this Resolution and the Agreements.

The foregoing resolution was on JULY 21, 2016 duly adopted by a vote of 8 for, 0 against, and 0 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 7-21-2016 Doreen T. Numkena 7-21-2016
Ronnie Lupe, Tribal Chairman Date Doreen T. Numkena, Tribal Secretary Date

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Signatures of the members of the Tribal Council represent their approval of Tribal Council Resolution No: 07-2016-165 initiated the 21 day of July, 2016.

Presented Personally by Tribal Council Secretary (TCS) - Indicated by Initials

Ronnie Lupe
Tribal Chairman

July 21-16
Date Signed

DTN TCS Initials

Kasey Velasquez
Vice Chairman

July 21-16
Date Signed

DTN TCS Initials

Arnold Beach, Sr.
District I Council Member

July 20, 2016
Date Signed

DTN TCS Initials

Tony Alsenay
District I Council Member

Date Signed

 TCS Initials

Jerold Altaha
District II Council Member

Date Signed

 TCS Initials

Colleen Faden
District II Council Member

7/20/16
Date Signed

DTN TCS Initials

Ralph Thomas
District III Council Member

7/20/16
Date Signed

DTN TCS Initials

Floyd Walker
District III Council Member

7/20/16
Date Signed

DTN TCS Initials

Jerome Kasey III
District IV Council Member

20 July 16
Date Signed

DTN TCS Initials

Alvena Bush
District IV Council Member

Date Signed

 TCS Initials

Everette Massey
District IV Council Member

21/July/16
Date Signed

DTN TCS Initials

ATTEST:

Doreen T. Numkena
Doreen T. Numkena, Tribal Council Secretary

7-21-2016
Date Signed