



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Authorizing Terms for WMATCO's Loan from Wells Fargo Bank Under the Paycheck Protection Act)

- WHEREAS,** The Constitution of the White Mountain Apache Tribe ("Tribe") of the Fort Apache Indian Reservation ("Constitution") provides, at Article IV, Section 1(i) that the Tribal Council ("Council") shall exercise the power "To manage all economic affairs and enterprises of the Tribe"; and
- WHEREAS,** White Mountain Apache Timber Company ("WMATCO" or "Company") is a limited liability company that is formed by and wholly owned by the Tribe, and governed by its board of directors (the "Board") under the Company's Operating Agreement approved by the Tribal Council on August 7, 2013; and
- WHEREAS,** The Operating Agreement gives broad authority to the Board and management team to act to operate WMATCO, but it requires Tribal Council approval to consent by contract to judicial enforcement against the Company; and
- WHEREAS,** WMATCO has applied for and received approval for an award of funds from Wells Fargo Bank under the 2020 CARES Act, SBA Paycheck Protection Program to enable WMATCO to maintain employment at the mill; and
- WHEREAS,** The principal loan amount (the "Loan") is forgivable at the end of the compliance period if the Loan proceeds are used for eligible purposes under the Paycheck Protection Program regulations; and
- WHEREAS,** The eligible purposes for use of the proceeds include expenditures for payroll and related expenses and the cost of utilities; and
- WHEREAS,** The Wells Fargo Promissory Note and Agreement (the "Loan Documents") specify South Dakota law to enforce the Loan obligations and the use of the American Arbitration Association procedures to resolve any disputes arising under the Loan Documents; and
- WHEREAS,** The WMATCO Board of Directors approved the Loan transaction on _____, and, this day, requests Tribal Council authorization; and
- WHEREAS,** The Council has considered the Board's request and finds that authorizing the execution of the Loan Documents is in the best interests of WMATCO and the Tribe and its members.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby authorizes the execution and delivery by WMATCO to Wells Fargo Bank of the Loan Documents

Resolution No. 05-2020-98

reviewed this date in order to receive loan funds under the 2020 CARES Act Paycheck Protection Program, in the amount of \$718,334 to be used by WMATCO for payroll costs, utility expenses and other qualifying purposes.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby approves use of South Dakota state law in the Loan Documents and the agreement to resolve disputes through the procedures of the American Arbitration Association.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that execution and delivery of the Loan Documents results in a legal obligation on the part of WMATCO only, such that nothing herein shall be deemed to waive the sovereign immunity of the White Mountain Apache Tribe for any purpose.

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.

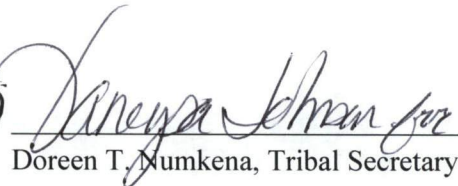
BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Chairwoman, or in her absence, the Vice-Chairman, is hereby authorized to execute and deliver any and all documents necessary to effectuate the intent of this Resolution.

The foregoing resolution was on MAY 8, 2020 duly adopted by a vote of ELEVEN 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).



Gwendena Lee-Gatewood, Chairwoman

5/8/20
Date



Doreen T. Numkena, Tribal Secretary

5/8/2020
Date