

Tribal Council Resolutions

The Following are recent Resolutions of the Twenty-Fifth Tribal Council of the Confederated Tribes of Warm Springs.

WSFPI plan of operation

Whereas the Tribal Council is the duly elected body of the Confederated Tribes of the Warm Springs Reservation of Oregon that exercises governmental and corporate powers in accordance with the Tribes' Constitution and By-laws and Corporate Charter; and,

Whereas Warm Springs Forest Product Industries is a tribal enterprise that operates pursuant to the Corporate Charter Section 12 and a Restated Plan of Operations approved by the Tribal Council in Resolution 8413, (WSTC Chapter 615); and,

Whereas an ongoing analysis of current economic conditions related to Reservation timber harvest management plans and log/lumber market conditions motivated the Tribal Council to direct the WSFPI Board of Directors and its management to develop a ten-year strategic plan based upon a 38 MBF harvest for a five year period beginning in 2012 and transitioning to a 31 MBF harvest for a second five-year period that will begin in 2017; and,

Whereas the WSFPI Board has approved and presented a ten-year strategic plan with three interdependent elements:

1) a micro-mill at a projected cost of \$1.4 million {anticipated BIRF Loan};

2) an upgrade to the present EDLF at a projected cost of \$2.750 million,

3) and the proposed accessing to \$10-50 million in borrowing through New Market Tax Credits; and,

Whereas the WSFPI Restated Plan of Operations, Articles III, IX and X govern the means and authority for the enterprise to access capital to the extent that any financial commitments shall be limited to \$15,000,000 and subscribe to the tenet that "Such financial commitments shall not be effective until approved by the Tribal Council and the Secretary"; and,

Whereas the Tribal Council had set expectations for the enterprise that include: 1) preserve a source of tribal revenue; 2) preserve jobs; 3) seek to maintain an active presence in the forest manufacturing industry; 4) establish a stable and viable customer base, and 5) set or preserve a base of intra-tribal enterprise collaboration and operation; and,

Whereas the Tribal Council's deliberation and decision in this transaction must affirm a commitment and enforcement of

sustainable natural resource policies and proclamations as stipulated in the Constitutional mandate contained in Article 1, (b) "To establish and enforce such rules as may be necessary to safeguard Indian property and resources for the use of present and future generations;" now, therefore,

Be it resolved by the 25th Tribal Council, pursuant to the authority in the Constitution and By-laws, Article V Section 1 (f) and (o); the Corporate Charter, Sections 5, 9 and 12 and Resolution 8413, do hereby grant authority to WSFPI to actively seek New Market Tax Credits as a source of capital with the express understanding that Tribal Council reserves the right to decide final acceptance of WSFPI's ten-year strategic and acceptance of any proposed financing plans and/or commitments.

Be it further resolved, The Tribal Council encourages WSFPI to continue its efforts with the BIRF Committee regarding potential financing the micro-mill acquisition as an element for inclusion of an overall capital finance consideration in accordance with Article X.

Be it further resolved, The Tribal Council directs WSFPI to prepare the appropriate financial proformas, term sheets, detailed budget plans, service agreements, security agreements, any enabling operating proposals and any other reasonable and proper definitive agreements that serve to ensure proper fiscal accountability as a condition of the Council's formal review and approval with an anticipated date on or before March 31, 2013.

Be it further resolved, The Tribal Council directs and authorizes the Secretary-Treasurer/CEO, tribal staff and the Tribes legal counsel to lend such support and assistance as may be reasonable and necessary, including coordination of any collaborative review efforts. (Resolution No. 11,716.)

Casino, resort board

Whereas the Tribal Council of the Confederated Tribes of the Warm Springs Reservation of Oregon believes it is appropriate to continue the Board of Directors for Warm Springs Casino and Resort Enterprises (WSCRE), doing business as Kah-Nee-Ta Resort and Indian Head Casino, with six members and operate within the existing Charters that will continue to facilitate the expansion of resort, gaming and related activities, for the benefit of the Tribe; and

Whereas the terms of office of two of the current members of the Board of Directors of WSCRE ("Board") have expired and it is appropriate to appoint qualified members of the Board; now, therefore,

Be it resolved by the 25th Tribal Council of the Confederated Tribes of Warm Springs Reservation of Oregon, pursuant to Article V, Section 1 (f), (o) and (s), of

the Constitution and By-Laws, and Section 12 of the Corporate Charter, that the following individuals are appointed to the Board of Directors of WSCRE, with terms to end on the dates specified:

Elizabeth Furse; Expires: December 31, 2015.

Jason W. Smith; Expires: December 31, 2015.

Be it further resolved that the fees for serving on the Board of Directors of the Warm Springs Casino and Resort Enterprise shall remain at \$500 per day and that such fees shall be an expense of WSCRE. (Resolution No. 11,717.)

School development agreement

Whereas, pursuant to a Tribal Referendum approved on July 10, 2012 and a Jefferson County School District No. 509J ("School District") bond levy election approved on May 15, 2012, the Tribe and the School District are proceeding forward in a joint and cooperative effort to construct a new K-8 Warm Springs Elementary School ("Project"); and,

Whereas the Tribe and the School District have entered into a letter of intent and a term sheet generally outlining the terms under which the Tribe and the School District will construct, own, and operate the Project; and,

Whereas the Tribe and the School District must enter into binding agreements setting out with particularity the terms under which they will construct, own, and operate the Project; and,

Whereas representatives of the Tribe and the School District have drafted and negotiated the Exhibit "A", Development Agreement setting forth the process by which the Tribe and the School District will jointly manage the preconstruction and construction phases of the Project; and,

Whereas the Tribal Council recognizes that to fully effectuate the terms of the Development Agreement, it is necessary for the Tribe to provide a limited waiver of the Tribe's sovereign immunity with respect to the terms of the Agreement in compliance with WSTC Chapter 30; and,

Whereas the Tribal Council has reviewed the Development Agreement and believes it is in the best interest of the Tribe and its members that the agreement should be approved; now, therefore,

Be it resolved by the 25th Tribal Council of the Confederated Tribes of the Warm Springs Reservation of Oregon, pursuant to Article V, Section 1(a), (l), and (u) of the Tribal Constitution and By-Laws, that the Tribal Council hereby approves the attached Development Agreement between the Tribe and the District; and,

Be it further resolved by the Tribal Council that the Secretary-Treasurer/CEO is hereby authorized to execute a Development Agreement in substantially the same form

as the attached agreement on behalf of the Tribe. (Resolution No. 11,718.)

Housing program

Whereas the Warm Springs Housing Authority ("WSHA") is in the process of negotiating an agreement with Travois, a Missouri corporation that works with tribal housing authorities, whereby Travois will assist WSHA in utilizing low income tax credits to construct additional housing on the Reservation; and,

Whereas the Tribal Council recognizes that to fully effectuate the terms of the contract between WSHA and Travois, it is necessary for WSHA to provide a limited waiver of sovereign immunity in compliance with Warm Springs Tribal Code Chapter 30 with respect to WSHA and with respect to the terms of the contract; now, therefore,

Be it resolved by the 25th Tribal Council of the Confederated Tribes of the Warm Springs Reservation of Oregon, pursuant to Article V, Section 1(a), (l), and (u), of the Tribal Constitution and By-Laws, that the Tribal Council hereby approves the limited waiver of sovereign immunity contained in the contract attached as Exhibit "A"; and,

Be it further resolved by the Tribal Council that upon execution the waiver shall be filed in accordance with the provisions of WSTC 30.005. (Resolution 11,720.)

Finance report

Whereas, pursuant to a Tribal Referendum approved on July 10, 2012 and a Jefferson County School District No. 509J ("School District") bond levy election approved on May 15, 2012, the Tribe and the School District are proceeding forward in a joint and cooperative effort to construct a new K-8 Warm Springs Elementary School ("Project"); and,

Whereas the Tribal Referendum authorized the Tribe to contribute a principal amount not to exceed \$10,736,300 to fund one-half of the Project ("Tribal Contribution"), and to borrow funds as necessary on terms acceptable to the Tribal Council; and,

Whereas the Tribe is currently in the process of putting together an application to the United States Department of Agriculture's Rural Development Program ("USDA") for a loan on favorable terms to fund all or part of the Tribal Contribution and guarantee interim construction financing; and,

Whereas the USDA requires an independent Financial Feasibility Report be completed as part of the USDA RD loan application that includes financial forecasts and planning assumptions; and,

Whereas the Tribal Council has been provided with and has reviewed historical and forecasted financial forecasts and planning assumptions in detail; now,

therefore,

Be it resolved by the 25th Tribal Council of the Confederated Tribes of the Warm Springs Reservation of Oregon, pursuant to Article V, Section 1(f), (l), and (u), of the Tribal Constitution and By-Laws, that the Tribal Council hereby approves the attachment: Exhibit "A", five year forecasted financials and planning assumptions in detail. (Resolution No. 1,722.)

Health Commission

Whereas on May 4, 2009, the Confederated Tribes of the Warm Springs Reservation of Oregon ("Tribe") and the Indian Health Services ("IHS") executed a Memorandum of Understanding ("MOU") establishing a Warm Springs Joint Health Commission (The "Commission") to plan, coordinate, monitor and evaluate the delivery of health care services provided by the Tribe and by the IHS on the Warm Springs Reservation; and,

Whereas the MOU provided that the Tribe was to invite three volunteer health care community representatives ("Outside Commissioners") to serve on the seven-member commission where each would serve staggered terms as their initial terms were one, two, and three years respectively, but every term thereafter would be a three-year term; and,

Whereas on November 13, 2012 Dr. Bud Beamer submitted his letter of resignation as an Outside Commissioner; and,

Whereas on November 21, 2012 the Health & Welfare Committee submitted a letter to the Tribal Council recommending Mr. Jim Quaid to fill the vacancy attached as Exhibit "A"; and,

Whereas on December 13, 2012 the Joint Health Commission recommended Jim Quaid fill a three (3) year appointment; and,

Whereas on December 13, 2012 the Joint Health Commission recommended Jim Sizemore/Tom Seidl serve in a "Joint capacity" be extended for one more year; and,

Whereas on January 18, 2013 Dr. Bud Beamer expressed interest through e-mail to continue serving on the Commission, and the Joint Commission recommends Dr. Bud Beamer serve as an alternate to the Commission; now, therefore,

Be it resolved by the 25th Tribal Council of the Confederated Tribes of the Warm Springs Reservation of Oregon pursuant to Article V, Section 1(a), (l), and (u) of the Tribal Constitution and By-Laws, that the Tribal Council hereby authorizes the Secretary-Treasurer/CEO of the Tribe to work with USDA representatives to draft a proposed security instrument consistent with the provisions of Warm Springs Tribal Code Chapter 730 (Warm Springs Tribal Bond Ordinance) for the Tribal Council's consideration that obligates Tribal funds consistently with "Exhibit A," and that is in a form acceptable to the USDA and any institution providing interim construction financing. (Resolution No. 11,724.)

K-8 School funding

Whereas, pursuant to a Tribal Referendum approved on July 10, 2012 and a Jefferson County School District No. 509J ("School District") bond levy election approved on May 15, 2012, the Tribe and the School District are proceeding forward in a joint and cooperative effort to construct a new K-8 Warm Springs Elementary School ("Project"); and,

Whereas the Tribal Referendum authorized the Tribe to contribute a principal amount not to exceed \$10,736,300 to fund one-half of the Project ("Tribal Contribution"), and to borrow funds as necessary on terms acceptable to the Tribal Council; and,

Whereas, per Resolution No. 11,723, the Tribal Council has allocated \$3,500,000 for the Project from the Tribe's Economic Stewardship Fund; and,

Whereas the Tribe must borrow additional funds, currently estimated at \$6,854,269, in order to fully fund the Tribal Contribution; and,

Whereas the Tribe is currently in the process of putting together an application to the United States Department of Agriculture's Rural Development Program ("USDA") for a loan to fund the remaining portion of the Tribal Contribution and guarantee interim construction financing; and,

Whereas, as part of the USDA loan application process, the USDA is requiring the Tribe to demonstrate that it has adequate security and a source of repayment for the loan; and,

Whereas representatives from the Tribe have been working with the USDA to identify security and a source of repayment acceptable to the USDA; and,

Whereas the USDA has indicated that the Security and Source of Repayment Proposal Exhibit "A" is likely acceptable to secure and repay the loan for which the Tribe is applying to USDA for the Tribal Contribution; now, therefore,

Be it resolved by the 25th Tribal Council of the Confederated Tribes of the Warm Springs Reservation of Oregon, pursuant to Article V, Section 1(a), (f), (l), and (u), of the Tribal Constitution and By-Laws, that the Tribal Council hereby authorizes the Secretary-Treasurer/CEO of the Tribe to work with USDA representatives to draft a proposed security instrument consistent with the provisions of Warm Springs Tribal Code Chapter 730 (Warm Springs Tribal Bond Ordinance) for the Tribal Council's consideration that obligates Tribal funds consistently with "Exhibit A," and that is in a form acceptable to the USDA and any institution providing interim construction financing. (Resolution No. 11,724.)