

RESOLUTION OF THE HOLDEN MINE
NATURAL RESOURCE TRUSTEE COUNCIL

Management and Use of Funds Received Pursuant to the
“Funding and Participation Agreement, Holden Mine Natural Resource Damage Assessment”
Between Holden Mine Natural Resource Trustees and Intalco Aluminum Corporation,
Effective July 10, 2014

Holden Mine Natural Resource Trustees:

The Confederated Tribes and Bands of the Yakama Nation (“Yakama Nation”)
The United States Department of the Interior (“DOI”)
The State of Washington (“State”)
The United States Department of Agriculture (“USDA”)

Pursuant to the Natural Resource Trustee Council “Memorandum of Agreement Holden Mine Site,” (“MOA”) the aforementioned Natural Resource Trustees (“Trustees”) for the Holden Mine Site (“Site”) established a Trustee Council with the authority to conduct activities associated with a natural resource damage assessment (“NRDA”) for the Site, including participating in settlement discussions with potentially responsible parties at the Site. The Trustee Council consists of one representative from each of the Trustees listed above.

The Trustees have begun a cooperative natural resource damage assessment with the potentially responsible party at the Site, Intalco Aluminum Corporation (“Intalco”). Under the “Funding and Participation Agreement, Holden Mine Natural Resource Damage Assessment” (“FPA”) entered into by the Trustees and Intalco and effective as of July 10, 2014, Intalco agrees to remit past natural resource damage assessment costs incurred at the Site by USDA and DOI. The FPA also requires Intalco to pay the Trustees’ estimated future natural resource damage assessment costs related to the Site, which amount to \$1,516,664.84.

Per the terms of the FPA, Intalco has remitted the first payment of Trustees’ future costs as follows:

- \$600,822.63 to the DOI Natural Resources Damage Assessment Restoration Fund (“DOI NRDAR Fund”); and
- \$157,509.79 to the Yakama Nation.

On January 30, 2015 or within thirty (30) days of the completion of Phase I of the natural resource damage assessment process agreed to by the parties, whichever occurs later, Intalco shall pay:

- \$600,822.64 to the DOI NRDAR Fund; and
- \$157,509.78 to the Yakama Nation.

Consistent with 42 U.S.C. § 9607 (f) (1), the Trustees shall only use funds for Future Costs received under the FPA to restore, replace, or acquire the equivalent of those natural resources

injured by hazardous releases related to the Site, including the assessment of the injury. All funds for future natural resource damage assessment activities received under the FPA are joint Trustee funds. Authorized uses of funds received by the Trustees for future natural resource damage assessment activities under the FPA will be governed by applicable law, the terms of the FPA and MOA, and those decision-making procedures adopted by the Trustees.

To fund future Trustee assessment activities, on September 9, 2014, and September 24, 2014, respectively, Intalco remitted the first scheduled payment of \$157,509.79 to the Confederated Tribes and Bands of the Yakama Nation and \$600,822.63 to the DOI NRDAR Fund.

The Trustees intend that, at the earliest opportunity, the DOI NRDAR Fund will disburse a portion of the September 24, 2014, distribution, as follows:

DOI Trustees: \$129,744.69
 U.S. Fish and Wildlife Service - \$90,504.80
 Bureau of Indian Affairs - \$14,065.56
 Office of the Solicitor - \$12,166.17
 DOI Indirect Costs - \$13,008.16
USDA - \$428,673.63
State – Washington Department of Ecology - \$25,000.00

Each Trustee shall document Future Costs (as defined in the FPA) related to assessment activities at the Site and draw upon funds provided from the DOI NRDAR Fund or directly to the Confederated Tribes and Bands of the Yakama Nation by Intalco. Paragraph 6 of the FPA requires each Trustee to periodically provide a summary of its Future Costs to Intalco. Each Trustee shall concurrently provide that summary to the other Trustees.

Any and all funds deposited by Intalco into the DOI NRDAR Fund shall be placed into the Holden Mine NRDAR Account, Account Number 0325, which is a separate account within the DOI NRDAR Fund specifically created to receive funds jointly recovered by the Trustees for natural resource damages and assessment costs at the Site. Funds deposited by Intalco in the DOI NRDAR Fund for future assessment costs shall fund USDA, represented by the Forest Service (“USFS”), DOI, and the State’s future natural resource damage assessment activities, as defined by the FPA, at the Site.

The Trustees have determined that Hart Crowser, Inc. shall serve as the Trustees’ shared contractor and shall provide technical assistance and support to the Trustees for natural resource damage assessment and restoration activities at the Site. As Lead Administrative Trustee (“LAT”), USDA, represented by the USFS, proposes to enter into a contract (“the contract”) with Hart Crowser, Inc. to secure Hart Crowser, Inc.’s services as the Trustees’ shared contractor for the Trustees’ natural resource damage assessment activities at the Site. The Trustees have agreed that the USFS may expend up to \$350,000, from the \$428,673.63 authorized to be remitted to USDA from the DOI NRDAR Fund, to fund the contract.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:

1. USDA, represented by the USFS, as the LAT, will ensure that this Resolution is entered into the Administrative Record for the Holden Mine Natural Resource Damage Assessment.
2. Each Trustee shall document Future Costs (as defined in the FPA) related to assessment activities at the Site and draw upon funds provided from the DOI NRDAR Fund or directly to the Confederated Tribes and Bands of the Yakama Nation by Intalco. Concurrent with its Future Costs summary to Intalco under the FPA, each Trustee shall provide that summary to the other Trustees.
3. The Trustees resolve that the USFS shall enter into a contract with Hart Crowser, Inc. and under said contract Hart Crowser, Inc. shall serve as the contractor to provide the Trustees with technical assistance for the Trustees' natural resource damage assessment activities at the Site.
4. The Trustees request that the DOI Restoration Fund Manager disburse from the Holden Mine NRDAR Account, Account Number 0325, as follows:

Payee: U.S. Fish and Wildlife Service
Amount of Disbursement: **\$90,504.80**
 ORGCODE: 9813-0325

Payee: Bureau of Indian Affairs
Amount of Disbursement: **\$14,065.56**
 TAS 14-14x5198.20, BIA functional area A82152020

Payee: Office of the Solicitor
Amount of Disbursement: **\$12,166.17**

Payee: Department of the Interior
Amount of Disbursement: **\$13,008.16**

Payee: U.S.D.A Forest Service
Amount of Disbursement: **\$428,673.63**
Payment Information: ALC: 12401100
 WBS: FS.EX.0627.RI.CW02.02CWP
 TREASURY ACCOUNT SYMBOL: 12X5215
 FPDS 12C 04H1

Payee: Washington Department of Ecology
Amount of Disbursement: **\$25,000**

5. The Trustees further resolve that the USFS may expend up to \$350,000 from the \$428,673.63 requested to be remitted to USDA from the DOI NRDAR Fund, to fund the contract.

By their signatures below, the Trustee representatives formally adopt this Resolution and certify that this Resolution was adopted in compliance with decision-making procedures adopted by the Trustees.

For the Department of Agriculture
USDA Forest Service

By _____
Name: Julia Creed
Authorized Trustee Council Representative

October 7, 2014
Date

For the Department of the Interior
U.S. Fish and Wildlife Service

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the Confederated Tribes and Bands
of the Yakama Nation

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the State of Washington
Washington Department of Ecology

By _____
Name: _____
Authorized Trustee Council Representative

Date

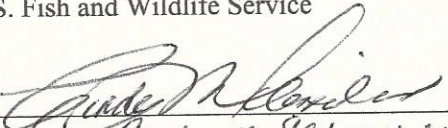
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For the Department of Agriculture
USDA Forest Service

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the Department of the Interior
U.S. Fish and Wildlife Service

By 
Name: Cindy M. Schneider
Authorized Trustee Council Representative

10/01/14
Date

For the Confederated Tribes and Bands
of the Yakama Nation

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the State of Washington
Washington Department of Ecology

By _____
Name: _____
Authorized Trustee Council Representative

Date

By their signatures below, the Trustee representatives formally adopt this Resolution and certify that this Resolution was adopted in compliance with decision-making procedures adopted by the Trustees.

For the Department of Agriculture
USDA Forest Service

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the Department of the Interior
U.S. Fish and Wildlife Service

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the Confederated Tribes and Bands
of the Yakama Nation

By 
Name: ROSE M. LONGORIA
Authorized Trustee Council Representative

03 OCTOBER 2014
Date

For the State of Washington
Washington Department of Ecology

By _____
Name: _____
Authorized Trustee Council Representative

Date

By their signatures below, the Trustee representatives formally adopt this Resolution and certify that this Resolution was adopted in compliance with decision-making procedures adopted by the Trustees.

For the Department of Agriculture
USDA Forest Service

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the Department of the Interior
U.S. Fish and Wildlife Service

By _____
Name: _____
Authorized Trustee Council Representative

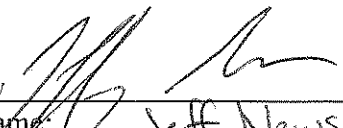
Date

For the Confederated Tribes and Bands
of the Yakama Nation

By _____
Name: _____
Authorized Trustee Council Representative

Date

For the State of Washington
Washington Department of Ecology

By  _____
Name: Jeff Newschwander
Authorized Trustee Council Representative

10/2/14
Date