

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL  
(Authorizing the Tohono O'odham Nation's Chairwoman to Negotiate and Execute Loan Documents for the Amount up to \$2.5 Million, From Interest Earned in the SAWRSA Account, with the Tohono O'odham Farming Authority)**

**RESOLUTION NO. 05-650**

- 1 **WHEREAS, by Resolution No. 04-460 (September 22, 2004), the Tohono O'odham Legislative**  
2 **Council approved the limited waivers of sovereign immunity in the financing**  
3 **agreements between the Tohono O'odham Farming Authority ("TOFA") and Bank of**  
4 **America ("B of A"), which included a Business Loan Agreement (Revolving Line of**  
5 **Credit and Term Loan) providing a \$4 million revolving line of credit and a \$1.5**  
6 **million term loan, a Secured Promissory Note-Term Loan for the \$1.5 million term**  
7 **loan, a Security Agreement-Agricultural Credit covering farm products and related**  
8 **collateral of the Tohono O'odham Farming Authority, and an Environmental**  
9 **Indemnity Agreement ("Financing Documents"), and authorized the Chairwoman of**  
10 **the Tohono O'odham Nation to execute a Security Agreement-Pledge by the Tohono**  
11 **O'odham Nation pledging interest earnings on the SAWRSA Trust account of the**  
12 **Nation held by the B of A to secure payment of TOFA's revolving line of credit and term**  
13 **loan; and**
- 14 **WHEREAS, TOFA's Management Board executed the documents in early October, 2004; and**  
15 **WHEREAS, since October, 2004, TOFA has utilized approximately \$3.98 million of the revolving**  
16 **line of credit to finance its crop production and operations; and**
- 17 **WHEREAS, TOFA's cotton harvest begins on October 17, 2005 and continues until the last week**  
18 **in December 2005; and**
- 19 **WHEREAS, the sale of TOFA's cotton begins in late November, 2005 and continues until**  
20 **approximately April, 2006; and**
- 21 **WHEREAS, approximately 85%-90% of TOFA's annual revenue is generated through cotton sales;**  
22 **and**
- 23 **WHEREAS, TOFA requires additional financing up to the amount of \$2.5 million to fund its**  
24 **ongoing operations and cotton crop harvest; and**
- 25 **WHEREAS, it is critical that TOFA receive this additional financing as soon as possible so that it**  
26 **can harvest its cotton crop, continue its operations, and maintain its relationships**  
27 **with its vendors; and**

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1 **WHEREAS, on May 6, 2005, the Tohono O'odham Legislative Council adopted Resolution 05-233**  
2 **(Delegating to the Nation's Chairwoman Authority Over the Tohono O'odham**  
3 **Farming Authority); and**

4 **WHEREAS, on September 15, 2005, Chairwoman Vivian Juan-Saunders assumed the authority of**  
5 **the TOFA Management Board pursuant to Memorandum from Vivian Juan-Saunders,**  
6 **Chairwoman, to All TOFA Employees regarding Recent Decisions Involving TOFA.**

7 **NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council hereby**  
8 **approves:**

- 9       **1. The Tohono O'odham Nation authorizes the Chairwoman to negotiate and**  
10 **execute loan documents with TOFA, under which the Tohono O'odham Nation**  
11 **makes TOFA an emergency loan up to \$2.5 million, from interest earned in the**  
12 **SAWRSA account, to be repaid by TOFA; repayments will begin after Bank of**  
13 **America first priority lien requirements have been met.**
- 14       **2. The \$2.5 million will remain in the Tohono O'odham Nation's SAWRSA account**  
15 **and will be disbursed to TOFA in increments based on a draw down schedule**  
16 **supported and approved by detailed financial reports; should TOFA report a**  
17 **profit and is able to fully fund its operations, draw downs will be halted until such**  
18 **time that financial reports state otherwise. Total draw downs will not exceed \$2.5**  
19 **million.**
- 20       **3. In the event TOFA reports a loss carryforward in its 2005 audited financial**  
21 **statements not covered by the above mentioned \$2.5 million loan, additional**  
22 **Tohono O'odham Nation financing may be needed in order to fulfill the Bank of**  
23 **America financing requirements.**

24 **The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 24<sup>TH</sup> Day**  
25 **of OCTOBER, 2005 at a meeting at which a quorum was present with a vote of 1,281.95 FOR; 1,158.85**  
26 **AGAINST; -0- NOT VOTING; and [05] ABSENT, pursuant to the powers vested in the Council by**  
27 **Section 2 (c) of Article VII of the Constitution of the Tohono O'Odham Nation, adopted by the**  
28 **Tohono O'Odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant**  
29 **Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June**  
30 **18, 1934 (48 Stat. 984).**

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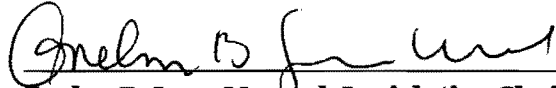
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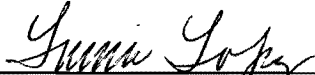
TOHONO O'ODHAM LEGISLATIVE COUNCIL



Evelyn B. Juan Manuel, Legislative Chairwoman

26<sup>th</sup> day of October, 2005

ATTEST:

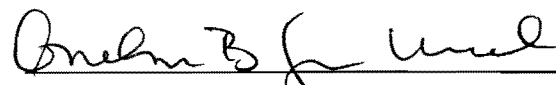


Lucille Lopez, Acting Legislative Secretary

26<sup>th</sup> day of October, 2005.

Said Resolution was submitted for approval to the office of the Chairwoman of the Tohono O'Odham Nation on the 26<sup>th</sup> day of October, 2005 at 1:52 o'clock, P.M., pursuant to the provisions of Section 5 of Article VII of the Constitution and will become effective upon his approval or upon his failure to either approve or disapprove it within 48 hours of submittal.

TOHONO O'ODHAM LEGISLATIVE COUNCIL



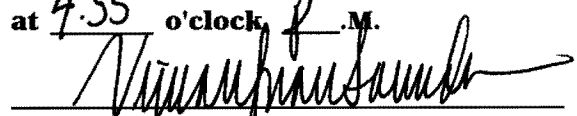
Evelyn B. Juan Manuel, Legislative Chairwoman

APPROVED

on the 26 day of October, 2005

DISAPPROVED

at 4:55 o'clock, P.M.



VIVIAN JUAN-SAUNDERS, CHAIRWOMAN  
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 27<sup>th</sup> day of

October, 2005, at 8:59 o'clock, A.M.



Lucille Lopez, Acting Legislative Secretary

**ACTION:** AUTHORIZING THE TOHONO O'ODHAM NATION'S CHAIRWOMAN TO NEGOTIATE AND EXECUTE LOAN DOCUMENTS FOR THE AMOUNT UP TO \$2.5 MILLION, FROM INTEREST EARNED IN THE SAWRSA ACCOUNT, WITH THE TOHONO O'ODHAM FARMING AUTHORITY

**MOVED:** COUNCILWOMAN FRANCES CONDE

**SECOND:** COUNCILWOMAN DARLENE ANDREW

**DATE:** OCTOBER 24, 2005

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
<b>BABOQUIVARI</b> 310.8	1. FRANCES MIGUEL ( )	155.40	X			
	2. FRANCES G. ANTONE (Lucilda J. Valenzuela (Norris))	155.40	X			
<b>CHUKUT KUK</b> 258.7	1. ETHEL GARCIA ( )	129.35	X			
	2. VERLON M. JOSE (David Garcia)	129.35		X		
<b>GU ACHI</b> 221.6	1. TIMOTHY L. JOAQUIN (Jonas Robles)	110.80		X		
	2. CYNTHIA E. MANUEL (Louis L. Johnson)	110.80		X		X
<b>GU VO</b> 193.1	1. RAYMOND VICTOR ( )	96.55		X		
	2. MICHAEL FLORES (Grace Manuel)	96.55		X		X
<b>HICKIWAN</b> 167.4	1. DELMA GARCIA (Mary E. Sam)	83.70	X			
	2. SANDRA ORTEGA ( )	83.70	X			X
<b>PISINEMO</b> 171.8	1. BARBARA SALVICIO** ( )	85.90	X			
	2. GERALD FAYUANT ( )	85.90	X			
<b>SAN LUCY</b> 169.0	1. JOHN W. LAWSON, SR. ( )	84.50	X			
	2. GLORIA RAMIREZ ( )	84.50	X			
<b>SAN XAVIER</b> 193.8	1. FELICIA NUÑEZ ( )	96.90		X		
	2. OLIVIA VILLEGAS-LISTON ( )	96.90		X		
<b>SCHUK TOAK</b> 146.9	1. FRANCES B. CONDE ( )	73.45	X			
	2. PHYLLIS JUAN ( )	73.45	X			X
<b>SELLS</b> 421.0	1. DENNIS E. JOSE ( )	210.50		X		
	2. EVELYN B. JUAN MANUEL ( )	210.50		X		
<b>SIF OIDAK</b> 186.7	1. WAVALENE SAUNDERS) (Isidro Lopez)	93.35	X			X
	2. DARLENE ANDREW (Rita Martinez)	93.35	X			
<b>TOTAL</b>		<b>2,440.80</b>	<b>1,281.95</b>	<b>1,158.85</b>	<b>-0-</b>	<b>[05]</b>

\*\*PASSED VOTES