RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving a Limited Waiver of the Tohono O'odham Utility Authority's Sovereign
Imunity in Favor of the Cooperative Finance Corporation (CFC) For the Purpose
of Participating in the CFC U.S. Bank One Card Program)

RESOLUTION NO. 19-376

WHEREAS, the Tohono O'odham Nation ("Nation") is a federally recognized Indian tribe,
organized pursuant to Section 16 of the Indian Reorganization Act of June 18,
1934 (48 Stat. 984; 25 U.S.C. § 476), which exercises sovereignty over both its
members, its enterprises, and its lands; and

WHEREAS, the Constitution of the Tohono O'odham Nation vests the Legislative Council with
the authority to "authorize, charter and regulate public or private corporations
and associations whether organized for profit, or for non-profit or charitable
purposes" and "to promote, protect and provide for public health, peace, morals,
education and general welfare of the Tohono O'odham Nation and its members"
(Constitution, Article VI, Section 1(e) and Section 1(d)(2)); and

WHEREAS, the Second Restated Plan of Operation of the Tohono O'odham Utility Authority
("TOUA Plan of Operation"), 24 Tohono O'odham Code Chapter 1, was adopted by
Resolution No. 91-175 (TOUA was formerly known as the "Papago Tribal Utility
Authority" and was originally established pursuant to Resolution No. 08-70); and

WHEREAS, the stated powers of the TOUA Management Board include, among other powers,
the power to make "contracts or commitments necessary to the functioning of
[TOUA]," and the TOUA Plan of Operations authorizes the Management Board, in
its discretion, to submit contracts to the Legislative Council for approval or
ratification (24 Tohono O'odham Code Chapter 1, Section 7.A.3. and Section
7.A.12.); and

WHEREAS, the CFC offers Bank One Card Program, a fee-free commercial credit card
program, which would permit TOUA to issue company credit cards for travel and
purchasing transactions; and

WHEREAS, TOUA has determined that participation in the CFC Bank One Card Program is
more cost-effective for TOUA than TOUA's current credit card account, can be
customized to meet TOUA's needs, offers management tools which would permit
TOUA to have 24/7 control of all cards issued, and includes $100,000 in liability
coverage; and

WHEREAS, the terms and conditions applicable to the CFC Bank One Card Program,
including the One Card Program Reimbursement Agreement, require TOUA to
assume certain liabilities and to agree to hold harmless, indemnify, and defend
CFC from certain losses, claims, damages, costs, and expenses arising out of or in
connection with the issued cards; and
RESOLUTION NO. 19-376
(Approving a Limited Waiver of the Tohono O'odham Utility Authority's Sovereign Immunity in Favor of the Cooperative Finance Corporation (CFC) For the Purpose of Participating in the CFC U.S. Bank One Card Program)

Page 2 of 3

WHEREAS, any assumption of liability or agreement to hold harmless, indemnify, and
defend from certain losses, claims, damages, costs, could be construed as a
waiver of sovereign immunity; and

WHEREAS, the Nation's sovereign immunity extends to TOUA, a Nation's enterprise, which
requires an express waiver by the Legislative Council; and

WHEREAS, the Legislative Commerce Committee has reviewed the One Card Program
Reimbursement Agreement, and recommends that it is in the best interests of the
Nation to approve a limited waiver of TOUA's sovereign immunity so that TOUA
may enter into the One Card Program Reimbursement Agreement and any other
consistent agreement with CFC and necessary for TOUA's participation in the U.S.
Bank One Card Program.

NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council approves a
limited waiver of sovereign immunity of the TOUA in favor of CFC so that TOUA
may enroll in the U.S. Bank One Card Program, and such limited waiver must be
consistent and in accordance with, and subject to the limitations of, the
provisions of the One Card Program Reimbursement Agreement, provided that
nothing in this resolution is construed as a waiver of the Nation's sovereign

immunity.

The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 12th
day of SEPTEMBER, 2019 at a meeting at which a quorum was present with a vote of 3,175.2 FOR;
-0- AGAINST; -0- NOT VOTING; and [03] ABSENT, pursuant to the powers vested in the Council by
Article XIV, Section 1 of the Constitution of the Tohono O'odham Nation, adopted by the Tohono
O'odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant Secretary -
Indian Affairs (Operations) on March 6, 1986. pursuant to Section 16 of the Act of June 18, 1934
(48 Stat.984).

TOHONO O'ODHAM LEGISLATIVE COUNCIL

[Signature]
Timothy Joaquin, Legislative Chairman

day of September, 2019

ATTEST:

[Signature]
Evonne Wilson, Legislative Secretary

day of September, 2019
RESOLUTION NO. 19-376
(Approving a Limited Waiver of the Tohono O'odham Utility Authority's Sovereign Immunity in Favor of the Cooperative Finance Corporation (CFC) For the Purpose of Participating in the CFC U.S. Bank One Card Program)
Page 3 of 3

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'odham Nation on the 17th day of September, 2019 at 10:02 o'clock, a.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

Timothy Joaquin, Legislative Chairman

[ ] APPROVED on the 23rd day of September, 2019
at 10:07 o'clock, a.m.

NED NORRIS, JR., CHAIRMAN
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 23rd day of September, 2019, at 10:40 o'clock, a.m.

Evonne Wilson, Legislative Secretary
**ACTION:** Approving a limited waiver of the Tohono O'odham Utility Authority's sovereign immunity in favor of the Cooperative Finance Corporation (CFC) for the purpose of participating in the CFC U.S. Bank One Card Program

**MOVED:** Councilwoman Grace Manuel

**SECOND:** Councilwoman Janice Felix

**DATE:** September 12, 2019

<table>
<thead>
<tr>
<th>DISTRICT</th>
<th>LEGISLATIVE REPRESENTATIVES</th>
<th># OF VOTES</th>
<th>FOR</th>
<th>AGAINST</th>
<th>NOT VOTING</th>
<th>ABSENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Baboquivari 384.8</td>
<td>1. Leander Mase (Francinc Schoailing) 2. Alberta J. Ray (Frances G. Antone)</td>
<td>192.40</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>192.40</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chukut Kuk 347.5</td>
<td>1. Vivian Juan-Saunders (Juanita Homer) 2. Marlakay Henry (Billman Lopez)</td>
<td>173.75</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>173.75</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Guachii 279.3</td>
<td>1. Victoria Hobbs ( ) 2. Timothy L. Joaquin (Louis L. Johnson)</td>
<td>139.65</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>139.65</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Guvo 264.5</td>
<td>1. Dallas Lewis (Nacho Flores) 2. Grace Manuel ( )</td>
<td>132.25</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>132.25</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hickiwan 213.8</td>
<td>1. Sandra D. Ortega ( ) 2. Louis R. Lopez (Delma M. Garcia)</td>
<td>106.90</td>
<td>X</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td></td>
<td>106.90</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pisnemo 230.7</td>
<td>1. Monica K. Morgan ( ) 2. Marietta Martin ( )</td>
<td>115.35</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>115.35</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>San lucy 235.6</td>
<td>1. Gloria Ramirez ( ) 2. Jana Montana (Lorraine M. Eller)</td>
<td>117.80</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>117.80</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>119.45</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Schuk Toak 189.0</td>
<td>1. Quintin C. Lopez (Agnes V. Joaquin) 2. Teresa F. Donahue (Alberta Espinoza)</td>
<td>94.50</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>94.50</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sells 347.1</td>
<td>1. Evelyn Juan Manuel ( ) 2. Arthur Wilson ( )</td>
<td>273.55</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>273.55</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sifoidak 244.5</td>
<td>1. Lucinda Allen (Yolonda Garcia) 2. Mary Lopez (Ann M. Garcia)</td>
<td>122.25</td>
<td>X</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td></td>
<td>122.25</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td>3,175.7</td>
<td>3,175.7</td>
<td>-0-</td>
<td>-0-</td>
<td>[03]</td>
</tr>
</tbody>
</table>