

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving a Purchase and Sale Agreement for Long Term Storage Credits
Between the Tohono O'odham Nation and Vihrea Development LLC)**

RESOLUTION NO. 22-173

1 **WHEREAS,** the Constitution of the Tohono O'odham Nation vests the Legislative Council with
2 the power "[t]o consult, negotiate and conclude agreements and contracts on
3 behalf of the Tohono O'odham Nation with Federal, State and local governments
4 and other Indian tribes or their departments, agencies or political subdivisions,
5 or with private persons or organizations on all matters within the authority of the
6 Tohono O'odham Council." (Constitution of the Tohono O'odham Nation, Article
7 VI, Section 1(f)); and

8 **WHEREAS,** the Constitution of the Tohono O'odham Nation further vests the Legislative
9 Council with the power to "[e]nter into agreements, compacts or other contracts
10 for the beneficial use, sale, or lease or distribution" of "[a]ll waters which
11 originate in or flow in, into or through the Tohono O'odham Nation" (Constitution
12 of the Tohono O'odham Nation, Article XVII, Section 1 and Section 2(b)); and

13 **WHEREAS,** by Resolution No. 19-372, the Legislative Council approved the Tohono O'odham
14 Nation Long-Term Storage Credit Marketing Plan authorizing Headwaters
15 Consulting, LLC to market long-term storage credits held by the Nation; and

16 **WHEREAS,** Headwaters Consulting, LLC has negotiated a Purchase and Sale Agreement for
17 Long Term Storage Credits between the Tohono O'odham Nation and Vihrea
18 Development LLC as set out in Exhibit A, which is attached hereto and
19 incorporated herein by this reference; and

20 **WHEREAS,** the Professional Service Agreement with Headwaters Consulting, LLC provides
21 that a Transaction Success Fee be paid out of the gross proceeds of the sales
22 transaction; and

23 **WHEREAS,** the Water Resources Committee has reviewed the Purchase and Sale Agreement
24 for Long Term Storage Credits between the Tohono O'odham Nation and Vihrea
25 Development LLC and recommends its approval.

26 **NOW, THEREFORE, BE IT RESOLVED** that the Tohono O'odham Legislative Council approves the
27 Purchase and Sale Agreement for Long Term Storage Credits between the Tohono
28 O'odham Nation and Vihrea Development LLC in substantially the form attached
29 as Exhibit A and authorizes the Nation's chairperson to execute a formal legal
30 agreement memorializing these terms.
31

RESOLUTION NO. 22-173

(Approving a Purchase and Sale Agreement for Long Term Storage Credits Between the Tohono O'odham Nation and Vihrea Development LLC)

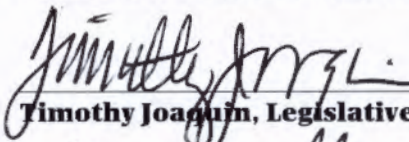
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BE IT FURTHER RESOLVED by the Tohono O'odham Legislative Council that funds generated by this sale will be deposited into the Water Revenue Account established by Resolution No. 14-525.

BE IT FINALLY RESOLVED by the Tohono O'odham Legislative Council that funds for payment of the Headwaters Consulting, LLC Transaction Success Fee shall be appropriated from the Water Revenue Account established by Resolution No. 14- 525.

The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 11th day of MAY, 2022 at a meeting at which a quorum was present with a vote of 2,157.15 FOR; 1,060.85 AGAINST; -0- NOT VOTING; and [01] ABSENT, pursuant to the powers vested in the Council by, Article VI, Section 1(f) and Article XVII, Section 1 and 2(b) 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



Timothy Joaquin, Legislative Chairman

12 day of May, 2022

ATTEST:

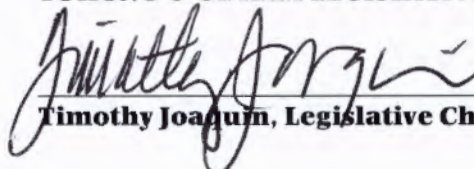


Evonne Wilson, Legislative Secretary

12 day of May, 2022

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'odham Nation on the 12 day of May, 2022 at 3:41 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



Timothy Joaquin, Legislative Chairman

RESOLUTION NO. 22-173

(Approving a Purchase and Sale Agreement for Long Term Storage Credits Between the Tohono O'odham Nation and Vihrea Development LLC)

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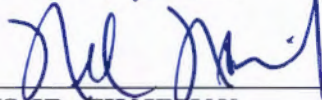
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APPROVED

on the 12 day of May, 2022

DISAPPROVED

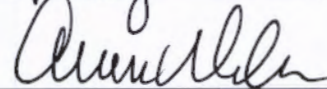
at 5:39 o'clock, P.m.



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

Returned to the Legislative Secretary on the 13 day of

May, 2022, at 1:49 o'clock, P.m.



Evonne Wilson, Legislative Secretary

ACTION: APPROVING A PURCHASE AND SALE AGREEMENT FOR LONG TERM STORAGE CREDITS BETWEEN THE TOHONO O'ODHAM NATION AND VIHREA DEVELOPMENT LLC**MOVED: COUNCILWOMAN LUCINDA ALLEN****SECOND: VICE CHAIRWOMAN ALBERTA J. RAY****DATE: MAY 11, 2022**

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
SIF OIDAK 245.6	1. MARY LOPEZ (Ann M. Garcia)	122.8	X			
	2. LUCINDA ALLEN (Francis Homewytewa)	122.8	X			
SELLS 556.5	1. ARTHUR WILSON ()	278.25		X		X
	2. EVELYN JUAN-MANUEL (Arvada Liston)	278.25		X		
SCHUK TOAK 190.5	1. TERESA F. DONAHUE (Alberta Espinoza)	95.25	X			
	2. DELISA M. RAMON (<i>Absent</i>) (Sharon A. Francisco) (<i>Present</i>)	95.25	X			
SAN XAVIER 242.6	1. DANIEL L.A. PRESTON III (Racheal Vilson-Stoner)	121.3	X			
	2. JANICE FELIX (Adam P. Andrews)	121.3		X		
SAN LUCY 243.8	1. JANA MONTANA (Lorraine M. Eiler)	121.9		X		
	2. ROGER MANUEL (Christina Andrews)	121.9		X		
PISINEMO 232.7	1. MARIETTA MARTIN ()	116.35	X			
	2. EDWARD D. MANUEL (Monica Morgan)	116.35	X			
HICKIWAN 216.6	1. LOUIS R. LOPEZ ()	108.3	X			
	2. DELMA M. GARCIA ()	108.3	X			
GU VO 270.7	1. GRACE MANUEL ()	135.35	X			
	2. CYNTHIA SAAVEDRA (Dallas Lewis)	135.35	X			
GU ACHI 278.5	1. TIMOTHY L. JOAQUIN ()	139.25	X			
	2. VICTORIA HOBBS (Tonya L. Joaquin)	139.25		X		
CHUKUT KUK 351.6	1. MARLAKAY HENRY (Billman Lopez)	175.8	X			
	2. VIVIAN JUAN-SAUNDERS (Cornelius Antone)	175.8	X			
BABOQUIVARI 388.9	1. ALBERTA J. RAY (Frances G. Antone)	194.45	X			
	2. LEANDER MASE (Francine Schooling)	194.45	X			
TOTAL		3,218.0	2,157.15	1,060.8	-0-	[01]