

**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 Vidler Water Company Inc. ("Vidler"))**

**RESOLUTION NO. 23-017**

1 **f**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 Vidler,  
18 including a limited waiver of sovereign immunity, as set out in Exhibit A, which is  
19 attached hereto and 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 Vidler  
25 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 Vidler in substantially the form attached as Exhibit A and  
29 authorizes the Nation's chairperson to execute a formal legal agreement  
30 memorializing these terms.  
31

**RESOLUTION NO. 23-017**

**(Approving a Purchase and Sale Agreement for Long Term Storage Credits Between the Tohono O'odham Nation and Vidler Water Company Inc. ("Vidler"))**

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

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

7 The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 11<sup>TH</sup>  
8 day of JANUARY, 2023 at a meeting at which a quorum was present with a vote of 2,425.25 FOR;  
9 278.25 AGAINST; 243.8 [02] NOT VOTING; and 270.7 [06] ABSENT, pursuant to the powers vested in  
10 the Council by, Article VI, Section 1(f) and Article XVII, Section 1 and 2(b) of the Constitution of  
11 the Tohono O'odham Nation, adopted by the Tohono O'odham Nation on January 18, 1986; and  
12 approved by the Acting Deputy Assistant Secretary - Indian Affairs (Operations) on March 6,  
13 1986, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat.984).  
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16 **TOHONO O'ODHAM LEGISLATIVE COUNCIL**

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18 Timothy Joaquin, Legislative Chairman

19  
20 13 day of January, 2023  
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25 **ATTEST:**

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28 Evonne Wilson, Legislative Secretary

29  
30 13 day of January, 2023  
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32 Said Resolution was submitted for approval to the office of the Chairman of the Tohono  
33 O'odham Nation on the 13 day of January, 2023 at 11:32 o'clock, p.m.,  
34 pursuant to the provisions of Section 5 of Article VII of the Constitution and will become  
35 effective upon his approval or upon his failure to either approve or disapprove it within 48  
36 hours of submittal.  
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39 **TOHONO O'ODHAM LEGISLATIVE COUNCIL**

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41 Timothy Joaquin, Legislative Chairman  
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**(Approving a Purchase and Sale Agreement for Long Term Storage Credits Between the Tohono O'odham Nation and Vidler Water Company Inc. ("Vidler"))**

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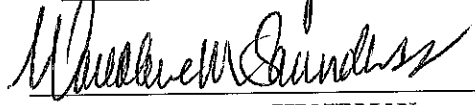
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**APPROVED**

on the 13 day of January, 2023

**DISAPPROVED**

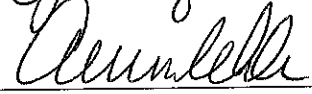
at 12:20 o'clock, p.m.



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

**Returned to the Legislative Secretary on the 13 day of**

January, 2023, at 1:19 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 VIDLER WATER COMPANY INC. ("VIDLER")**

**Moved: COUNCILWOMAN LUCINDA ALLEN**

**SECOND: COUNCILWOMAN MARY LOPEZ**

**DATE: JANUARY 11, 2023**

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 ( <i>Absent</i> ) (Shelia Espino) ( <i>Present</i> )	278.25	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 ( <i>Absent</i> ) (Racheal Vilson-Stoner) ( <i>Present</i> )	121.3	X			X
	2. JANICE FELIX (Adam P. Andrews)	121.3	X			
SAN LUCY 243.8	1. JANA MONTANA ( <i>Absent</i> ) (Lorraine M. Eiler) ( <i>Present</i> )	121.9			X	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			X
HICKIWAN 216.6	1. LOUIS R. LOPEZ ( )	108.3	X		X	
	2. DELMA M. GARCIA ( )	108.3	X			
GU VO 270.7	1. GRACE MANUEL ( )	135.35				X
	2. CYNTHIA SAAVEDRA ( <i>Absent</i> ) (Dallas Lewis) ( <i>Present</i> )	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 ( <i>Absent</i> ) (Cornelius Antone) ( <i>Present</i> )	175.8	X			
BABOQUIVARI 388.9	1. ALBERTA J. RAY ( <i>Absent</i> ) (Frances G. Antone) ( <i>Present</i> )	194.45	X			X
	2. LEANDER MASE (Francine Schooling)	194.45	X			
<b>TOTAL</b>		<b>3,218.0</b>	<b>2,425.25</b>	<b>278.25</b>	<b>243.8</b>	<b>270.7</b>
					<b>[02]</b>	<b>[06]</b>