

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving Subscription Agreement with AuditBoard, Inc. and Granting a Limited
Waiver of the Nation's Sovereign Immunity in Favor of AuditBoard, Inc.)**

RESOLUTION NO. 23-435

1 **WHEREAS,** the Constitution of the Tohono O'odham Nation ("Nation") vests the Legislative
2 Council with the authority to "promote, protect and provide for public health,
3 peace, morals, education and general welfare of the Tohono O'odham Nation and
4 its members" and to "consult, negotiate and conclude agreements and contracts
5 on behalf of the Tohono O'odham Nation . . . with private persons or organizations
6 on all matters within the authority of the Tohono O'odham Council"
7 (Constitution, Article VI, Section 1(c)(2) and Article VI, Section 1(f)); and

8 **WHEREAS,** for the Office of the Treasurer, Internal Audit Function to fulfill its mission of
9 enhancing and protecting organizational value by providing risk-based and
10 objective assurance, advice, and insight in the auditing process, it must enter into
11 a contract for services with AuditBoard, Inc.; and

12 **WHEREAS,** AuditBoard, Inc.'s Subscription Agreement ("Agreement"), contains certain
13 terms and conditions that require the Nation to grant a limited waiver of its
14 sovereign immunity to AuditBoard, Inc.; and

15 **WHEREAS,** as such, the Office of the Treasurer submits for review and approval the
16 Agreement and requests a limited waiver of the Nation's sovereign immunity
17 under the following conditions:

18 "Limited Waiver of Sovereign Immunity and Governing Law. [The Nation] hereby
19 provides a limited waiver of sovereign immunity for the purpose of resolving any
20 dispute that arises out of this Agreement. Nothing in this limited waiver shall be
21 deemed to waive the Nation's immunity from suit except as to a case/claim
22 brought by AuditBoard alleging a breach of this Agreement and to seek injunctive
23 relief. Damages are limited to direct contractual damages. Governing law, Venue
24 and jurisdiction for any such claim resides solely in the Arizona State Court
25 sitting in the County of Maricopa. [The Nation's] Attorney General is authorized to
26 accept service on behalf of [the Nation]."

27 **WHEREAS,** the Budget and Finance Committee of the Legislative Council has reviewed the
28 Agreement, including the proposed limited waiver of the Nation's sovereign
29 immunity; finds that it is in the best interests of the Nation to grant this limited
30 waiver so that the Nation's Office of the Treasurer can effectively carry out its
31 auditing function; and recommends that the Nation approve the Agreement and
32 authorize the limited waiver under the specific conditions contained herein.

RESOLUTION NO. 23-435

(Approving Subscription Agreement with AuditBoard, Inc. and Granting a Limited Waiver of the Nation's Sovereign Immunity in Favor of AuditBoard, Inc.)

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1 **NOW, THEREFORE, BE IT RESOLVED** that the Tohono O'odham Legislative Council approves and
2 authorizes a limited waiver of the Nation's sovereign immunity in favor of
3 AuditBoard, Inc. under the specific conditions described herein.

4 **BE IT FURTHER RESOLVED** that the Tohono O'odham Legislative Council approves the
5 Subscription Agreement with AuditBoard, Inc.

6 **BE IT FINALLY RESOLVED** by the Tohono O'odham Legislative Council that the Tohono O'odham
7 Nation chairperson or any designated official is authorized to execute the
8 Subscription Agreement with AuditBoard, Inc. substantially in the same form
9 attached hereto provided that any amendments shall be submitted for prior
10 approval by the Tohono O'odham Legislative Council.

11 The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 08TH
12 day of NOVEMBER 2023 at a meeting at which a quorum was present with a vote of 3,263.3 FOR;
13 -0- AGAINST; -0- NOT VOTING; and -0- ABSENT, pursuant to the powers vested in the Council by
14 Article VI, Section 1(c)(2) and Article VI, Section 1(f) of the Constitution of the Tohono O'odham
15 Nation, adopted by the Tohono O'odham Nation on January 18, 1986; and approved by the Acting
16 Deputy Assistant Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section
17 16 of the Act of June 18, 1934 (48 Stat.984).

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20 TOHONO O'ODHAM LEGISLATIVE COUNCIL

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25 Wavalene M. Saunders, Legislative Chairwoman

26 14TH day of November, 2023

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30 ATTEST:

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33 Evonne Wilson, Legislative Secretary

34 13 day of November, 2023

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37 Said Resolution was submitted for approval to the office of the Chairman of the Tohono
38 O'odham Nation on the 14TH day of November, 2023 at 8:41 o'clock, A .m.,
39 pursuant to the provisions of Section 5 of Article VII of the Constitution and will become
40 effective upon his approval or upon his failure to either approve or disapprove it within 48
41 hours of submittal.

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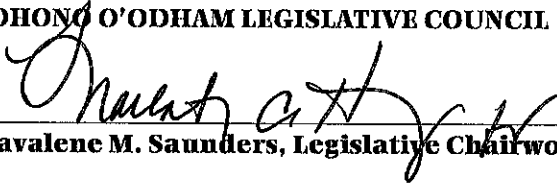
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TOHONO O'ODHAM LEGISLATIVE COUNCIL


Wavalene M. Saunders, Legislative Chairwoman

APPROVED

on the 15 day of November, 2023

DISAPPROVED

at 4:30 o'clock, P.m.


VERLON M. JOSE, CHAIRMAN
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 14 day of

November, 2023, at 8:37 o'clock, a.m.


Evonne Wilson, Legislative Secretary

ACTION: APPROVING SUBSCRIPTION AGREEMENT WITH AUDITBOARD, INC. AND GRANTING A LIMITED WAIVER OF THE NATION'S SOVEREIGN IMMUNITY IN FAVOR OF AUDITBOARD, INC.

Moved: COUNCILWOMAN JANICE FELIX

SECOND: VICE CHAIRWOMAN MARLAKAY HENRY

DATE: NOVEMBER 08, 2023

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
BABOQUIVARI 394.2	1. LEANDER MASE (Francine Schooling) 2. JESSE NAVARRO (Alberta J. Ray)	197.1 197.1	X X			
CHUKUT KUK 354.7	1. VIVIAN JUAN-SAUNDERS (Cornelius Antone) 2. MARLAKAY HENRY ()	177.35 177.35	X X			
GU ACHI 282.7	1. VICTORIA HOBBS (Tonya L. Joaquin) 2. TIMOTHY L. JOAQUIN (Jerome L. Joaquin)	141.35 141.35	X X			
GU VO 276.0	1. DALLAS LEWIS () 2. LESLIE LUNA (Grace Manuel)	138.0 138.0	X X			
HICKIWAN 220.5	1. DELMA M. GARCIA () 2. LOUIS R. LOPEZ (Loretta A. Ortega)	110.25 110.25	X X			
PISINEMO 236.2	1. EDWARD D. MANUEL (Monica Morgan) 2. PAMELA J. BENAVIDEZ (Nora J. Ruelas)	118.1 118.1	X X			
SAN LUCY 257.6	1. ROGER MANUEL (Christina Andrews) 2. GLORIA M. RAMIREZ (Lorraine M. Eiler)	128.8 128.8	X X			
SAN XAVIER 244.5	1. JANICE FELIX () 2. DANIEL L.A. PRESTON III ()	122.25 122.25	X X			
SCHUK TOAK 191.8	1. DELISA M. RAMON (Sharon A. Francisco) 2. THEORIA CAMPILLO (Rebecca Ann Valentine)	95.9 95.9	X X			
SELLS 558.0	1. EVELYN JUAN-MANUEL (Arvada Liston) 2. JANET B. ELEANDO ()	279.0 279.0	X X			
SIF ODAK 247.1	1. LUCINDA ALLEN (Francis Homewytewa) 2. WAVALENE M. SAUNDERS (Mary Lopez)	123.55 123.55	X X			
TOTAL		3,263.30	3,263.3	-0-	-0-	-0-