

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

RESOLUTION NO. 25-132

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 an 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 (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, the Office of the Treasurer previously entered into a subscription agreement with**
13 **AuditBoard, Inc., which was approved by the Tohono O'odham Council through**
14 **resolution no. 23-435.**

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

18 **WHEREAS, the Office of the Treasurer submits for review and approval the Agreement and**
19 **requests a limited waiver of the Nation's sovereign immunity under the following**
20 **conditions:**

21
22 **"Limited Waiver of Sovereign Immunity and Governing Law. The Nation hereby**
23 **provides a limited waiver of sovereign immunity for the purpose of resolving any**
24 **dispute that arises out of this Agreement. Nothing in this limited waiver shall be**
25 **deemed to waive the Nation's immunity from suit except as to a case/claim**
26 **brought by AuditBoard alleging a breach of this Agreement and to seek injunctive**
27 **relief. Damages are limited to direct contractual damages. Governing law, venue**
28 **and jurisdiction for any such claim resides solely in the Arizona State Court**
29 **sitting in the County of Maricopa. The Nation's Attorney General is authorized to**
30 **accept service on behalf of the Nation."**
31

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1 **WHEREAS, the Budget and Finance Committee of the Legislative Council has reviewed the**
2 **Agreement, including the proposed limited waiver of the Nation's sovereign**
3 **immunity; finds that it is in the best interest of the Nation to grant this limited**
4 **waiver so that the Nation's Office of the Treasurer can effectively carry out its**
5 **auditing function; and recommends that the Nation approve the Agreement and**
6 **authorize the limited waiver under the specific conditions contained herein.**

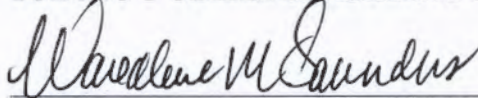
7 **NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council approves and**
8 **authorizes a limited waiver of the Nation's sovereign immunity in favor of**
9 **AuditBoard, Inc. under the specific conditions described herein.**

10 **BE IT FURTHER RESOLVED that the Tohono O'odham Legislative Council approves the**
11 **Agreement with Auditboard, Inc.**

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

17 **The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 07TH**
18 **day of MAY, 2025 at a meeting at which a quorum was present with a vote of 3,263.3 FOR; -0-**
19 **AGAINST; -0- NOT VOTING; and -0- ABSENT, pursuant to the powers vested in the Council by**
20 **Article VI, Section 1(c)(2) and (f) of the Constitution of the Tohono O'odham Nation, adopted by**
21 **the Tohono O'odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant**
22 **Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June**
23 **18, 1934 (48 Stat.984).**

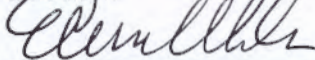
24
25 **TOHONO O'ODHAM LEGISLATIVE COUNCIL**

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28 **Wavalene M. Saunders, Legislative Chairwoman**

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30 17 day of May, 2025

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35 **ATTEST:**

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38 **Evonne Wilson, Legislative Secretary**

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40 9 day of May, 2025

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Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'odham Nation on the 13 day of May, 2025 at 10:35 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

Wavalene M. Saunders
Wavalene M. Saunders, Legislative Chairwoman

☒ APPROVED

on the 13 day of May, 2025

☐ DISAPPROVED

at 11:48 o'clock, A.m.

Verlon M. Jose
VERLON M. JOSE, CHAIRMAN
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 13 day of

May, 2025, at 12:20 o'clock, p.m.

Evonne Wilson
Evonne Wilson, Legislative Secretary

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

Moved: COUNCILWOMAN EVELYN JUAN MANUEL

SECOND: COUNCILWOMAN THEORIA CAMPILLO

DATE: MAY 07, 2025

DISTRICT	LEGISLATIVE REPRESENTATIVES	# OF VOTES	FOR	AGAINST	NOT VOTING	ABSENT
BABOQUIVARI 394.2	1. LEANDER MASE (<i>Absent</i>) (Francine Schooling) (<i>Present</i>) 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. JEROME F. JOAQUIN (Gloria Johnson)	141.35 141.35	X X			
GU VO 276.0	1. DALLAS LEWIS () 2. LESLIE LUNA ()	138.0 138.0	X X			
HICKIWAN 220.5	1. DELMA M. GARCIA () 2. LOUIS R. LOPEZ (<i>Absent</i>) (Loretta A. Ortega) (<i>Present</i>)	110.25 110.25	X X			
PISINEMO 236.2	1. EDWARD D. MANUEL () 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 (<i>Absent</i>) (Sharon A. Francisco) (<i>Present</i>) 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 OIDAK 247.1	1. FRANCIS HOMEWYTEWA () 2. WAVALENE M. SAUNDERS (Mary Lopez)	123.55 123.55	X X			
TOTAL		3,263.3	3,263.3	-0-	-0-	-0-