

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Authorizing the Creation of a Limited Liability Company under the Laws of the
State of Delaware)**

RESOLUTION NO. 22-027

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" (Constitution, Article VI, Section 1(c)(2)) and "to authorize, charter**
5 **and regulate public or private corporations and associations whether organized**
6 **for profit, or for non-profit or charitable purposes" (Constitution, Article VI,**
7 **Section 1(b); and**

8 **WHEREAS, the Nation's executives seek approval to create a Limited Liability Company (LLC)**
9 **to: (1) pursue the Nation's goal of economic self-sufficiency, self-governance and**
10 **self-determination; and (2) to carry out all actions necessary to acquire lands in**
11 **Mexico that are considered to be the traditional homelands of the Tohono**
12 **O'odham people and to promote tribal and economic development within these**
13 **lands; and**

14 **WHEREAS, it is recommended that the LLC be formed under the laws of the State of Delaware**
15 **and structured as follows: (1) it will be a sole-member LLC wholly-owned by the**
16 **Nation; (2) it will be both a subordinate economic organization and an arm of the**
17 **Nation; (3) the Nation shall have exclusive and complete authority and discretion**
18 **to manage the operations and affairs of the LLC and to make all decisions**
19 **regarding the business of the LLC; (4) it will share the Nation's sovereign**
20 **immunity; (5) the LLC must make an annual report to the Nation's Legislative**
21 **Council; and (6) the Nation will adopt a Limited Liability Company Agreement**
22 **governing the LLC's internal business operations and outlining its rules,**
23 **regulations and provisions in substantially the same form as attached hereto in**
24 **Exhibit A; and**

25 **WHEREAS, the Agricultural and Natural Resources Committee has reviewed this Resolution**
26 **and recommends its approval.**

27 **NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council:**

- 28 **1. Approves the creation of a Limited Liability Company under the laws of the**
29 **State of Delaware as described herein and directs the Nation to adopt a**
30 **Limited Liability Company Agreement governing the LLC's internal**
31 **business operations and outlining its rules, regulations and provisions in**
32 **substantially the same form as attached hereto in Exhibit A.**


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**(Authorizing the Creation of a Limited Liability Company under the Laws of the State of Delaware)
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2. **Authorizes the Chairman, Ned Norris, Jr., or his official designee to sign all documents and undertake all actions necessary to carry out the purposes of this resolution.**

The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 12TH day of JANUARY, 2022 at a meeting at which a quorum was present with a vote of 3,218.0 FOR; -0- AGAINST; -0- NOT VOTING; and [01] ABSENT, pursuant to the powers vested in the Council by, Article VI, Section 1(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
13 day of January, 2022

ATTEST:


Evonne Wilson, Legislative Secretary
12 day of January, 2022

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'odham Nation on the 13 day of January, 2022 at 11:49 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 13 day of January, 2022

DISAPPROVED

at 12:01 o'clock, P .m.


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

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Returned to the Legislative Secretary on the 13 day of
January, 2022, at 12:10 o'clock, P.m.

Yvonne Wilson
Yvonne Wilson, Legislative Secretary

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ACTION: AUTHORIZING THE CREATION OF A LIMITED LIABILITY COMPANY UNDER THE LAWS OF THE STATE OF DELAWARE

Moved: COUNCILWOMAN MARLAKAY HENRY

SECOND: COUNCILWOMAN JANICE FELIX

DATE: JANUARY 12, 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			
	2. EVELYN JUAN-MANUEL (<i>Absent</i>) (Arvada Liston) (<i>Present</i>)	278.25	X			
SCHUK TOAK 190.5	1. TERESA F. DONAHUE (Alberta Espinoza)	95.25	X			
	2. DELISA M. RAMON (Sharon A. Francisco)	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. SANDRA D. ORTEGA (Delma M. Garcia)	108.3	X			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	3,218.0	-0-	-0-	[01]