

RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving "Initial or Add-On Services Order Form" and "Terms & Conditions" Agreement
between iSolved, Inc., and the Tohono O'odham Nation and Granting a Limited Waiver
of the Nation's Sovereign Immunity and Indemnification in Favor of iSolved, Inc.)

RESOLUTION NO. 24-028

1 **WHEREAS,** the Legislative Council is vested with the authority to "consult, negotiate and
2 conclude agreements and contracts on behalf of the Tohono O'odham Nation with
3 Federal, state and local governments and other Indian tribes or their
4 departments, agencies, or political subdivisions, or with private persons or
5 organizations on all matters within the authority of the Tohono O'odham
6 Council" (Constitution of the Tohono O'odham Nation, Article VI, Section 1(f); and
7 **WHEREAS,** the Tohono O'odham Legislative Council is authorized "to manage any funds
8 within the exclusive control of the Tohono O'odham Nation . . . and to appropriate
9 these funds for the benefit of the Nation and its members" provided that "[all
10 expenditures of these funds shall be pursuant to appropriations or budgets"
11 authorized by resolution or ordinance (Constitution of the Tohono O'odham
12 Nation, Article VI, Section 1(d)(2)); and
13 **WHEREAS,** in November 2023, Legislative Council passed Resolution No. 23-440 to approve
14 the Transferring Sif Oidak District Financial Management Functions and Control
15 of Funds to the Tohono O'odham Nation; and
16 **WHEREAS,** the Tohono O'odham Nation received an Add-on Services Order Form and "Terms
17 and Conditions" thereto to add on payroll and 401k configuration into the
18 Nation's existing iSolved, Inc. system in the amount of \$3,300 to support Sif Oidak
19 Districts payroll and 401k processing; and
20 **WHEREAS,** it is necessary to such financial management function and control of the Sif Oidak
21 District to perform HR, payroll, ACA compliance, Open Enrollment and Benefits
22 cost analysis, W2 Production fees, 1094/1095 C Production fees, ("Services") and
23 the iSolved "Initial or Add-on Services Order Form" and the "Terms and
24 Conditions" incorporated therein provide those necessary Services to
25 accomplish such financial management to carry out Resolution No. 23-440; and
26 **WHEREAS,** iSolved Terms and Conditions Agreement ("Agreement"), contains certain terms
27 and conditions that require the Nation to grant a limited waiver of its sovereign
28 immunity to iSolved, Inc. to indemnify iSolved, Inc. under the circumstances
29 stated in the Agreement; and
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1 **WHEREAS,** as such, the Tohono O'odham Nation, through its Department of Information and
2 **Technology, submits for review and approval the Agreement and requests a**
3 **limited waiver of the Nation's sovereign immunity under the following**
4 **conditions:**

5 **"Limited Waiver of Sovereign Immunity and Governing Law. [The Nation] hereby**
6 **provides a limited waiver of sovereign immunity for the purpose of resolving any**
7 **dispute that arises out of this Agreement. Nothing in this limited waiver shall be**
8 **deemed to waive the Nation's immunity from suit except as to a case/claim**
9 **brought by iSolved, Inc. alleging breach of this Agreement. Pursuant to the**
10 **Agreement the governing law shall be Delaware and venue and jurisdiction for**
11 **any such claim shall be in the federal court in the state of North Carolina. [The**
12 **Nation's] Attorney General is authorized to accept service on behalf of [the**
13 **Nation]."**

14 **WHEREAS,** the Agreement also requires the Nation to indemnify iSolved for any breach of the
15 **Agreement or breach of applicable law by the Nation; and**

16 **WHEREAS,** it is in the best interests of the Nation to effectuate efficient and expeditious
17 **management of the Sif Oidak District that any renewal, extension, or expansion**
18 **of services that contain the same "Terms and Conditions" as in the Agreement is**
19 **also approved without need for a further resolution by the Tohono O'odham**
20 **Legislative Council ("Renewal"); and**

21 **WHEREAS,** the Budget and Finance Committee of the Legislative Council has reviewed the
22 **Agreement, including exhibits, between iSolved, Inc. and the Tohono O'odham**
23 **Nation and recommends its approval.**

24 **NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council approves and**
25 **authorizes a limited waiver of the Nation's sovereign immunity and approves the**
26 **indemnification in favor of iSolved, Inc., under the specific conditions described**
27 **herein.**

28 **BE IT FINALLY RESOLVED by the Tohono O'odham Legislative Council that the Tohono O'odham**
29 **Nation chairperson or any designated official is authorized to execute the**
30 **agreement with iSolved, Inc, and any Renewal thereof, substantially in the same**
31 **form attached hereto.**

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(Approving "Initial or Add-On Services Order Form" and "Terms & Conditions" Agreement between iSolved, Inc., and the Tohono O'odham Nation and Granting a Limited Waiver of the Nation's Sovereign Immunity and Indemnification in Favor of iSolved, Inc.)

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The foregoing Resolution was passed by the Tohono O'odham Legislative Council on the 17TH day of JANUARY 2024 at a meeting at which a quorum was present with a vote of 3,263.3 FOR; -0- AGAINST; -0- NOT VOTING; and [04] ABSENT, pursuant to the powers vested in the Council by Article VI, Section 1(d)(2)and(f) 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

Wavalene M. Saunders
Wavalene M. Saunders, Legislative Chairwoman
28 day of January, 2024

ATTEST:

Evonne Wilson
Evonne Wilson, Legislative Secretary
19 day of January, 2024

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'odham Nation on the 28 day of January, 2024 at 1:00 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

Wavalene M. Saunders
Wavalene M. Saunders, Legislative Chairwoman

APPROVED

on the 22 day of January, 2024

DISAPPROVED

at 9:16 o'clock, p.m.

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

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1 Returned to the Legislative Secretary on the 23 day of
2 January, 2024, at 3:21 o'clock, P.m.
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5 Deanna Fran for:
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7 Evonne Wilson, Legislative Secretary
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ACTION: APPROVING "INITIAL OR ADD-ON SERVICES ORDER FORM" AND "TERMS & CONDITIONS" AGREEMENT BETWEEN ISOLVED, INC., AND THE TOHONO O'ODHAM NATION AND GRANTING A LIMITED WAIVER OF THE NATION'S SOVEREIGN IMMUNITY AND INDEMNIFICATION IN FAVOR OF ISOLVED, INC.

Moved: COUNCILWOMAN JANICE FELIX

SECOND: COUNCILWOMAN THEORIA CAMPILLO

DATE: JANUARY 17, 2024

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			X
GUACHI 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			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 (Monica Morgan) 2. PAMELA J. BENAVIDEZ (Nora J. Ruelas)	118.1 118.1	X X			X
SAN LUCY 257.6	1. ROGER MANUEL (<i>Absent</i>) (Christina Andrews) (<i>Present</i>) 2. GLORIA M. RAMIREZ (<i>Absent</i>) (Lorraine M. Eiler) (<i>Present</i>)	128.8 128.8	X 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 OIDAK 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-	[04]