



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Authorize Agreement Between WMAT and REDW)

WHEREAS, The Constitution of the White Mountain Apache Tribe (“Tribe”) of the Fort Apache Indian Reservation provides at Article IV, Section 1(a) that the Tribal Council (“Council”) shall exercise the power “[t]o represent the Tribe and act in all matters that concern the welfare of the Tribe”, in Article IV Section 1(b), “[t]o negotiate, make and perform contracts and agreements of every description...with any person, association, or corporation”, and in Article IV Section 1(i), “[t]o manage all economic affairs and enterprises of the Tribe”; and

WHEREAS, the Tribe has a long-standing relationship with REDW, and REDW is familiar with the businesses, processes, and procedures of the Tribe; and

WHEREAS, the Tribal Treasurer has recommended that the Tribal Council approve the contract for REDW to complete the annual audit report for fiscal year 2022-2023; and

WHEREAS, the Council finds it in the best interests of the Tribe to approve the contract for REDW to complete the annual audit requirements.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby approves the agreement between the White Mountain Apache Tribe and REDW to complete the Fiscal Year 2022-2023 audit reports.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that, as part of the approval of the agreement with REDW, the Council hereby grants a limited waiver of sovereign immunity for the purpose of effecting the dispute resolution clause there under in the form of enforcement of binding arbitration if, and only if, the following conditions exist within the agreement:

- A dispute between REDW and the Tribe arises directly from the agreement between them for the purposes expressed therein;
- The claim alleges a breach by the Tribe of one or more specific obligations or duties which the Tribe expressly assumes under the terms of the agreement;
- The scope of arbitration is solely limited to breach of contract actions brought pursuant to the agreement referenced herein for the benefit of REDW only;
- The Tribe does not agree to any arbitration by person or parties or their assignees which are not a party to the agreement nor to any arbitration proceeding or other proceeding based on alleged tortious conduct, or for the imposition of incidental, consequential, exemplar or punitive damages or lost profits; and
- Any claim against which arbitration may be demanded must be made in writing to the Tribe by REDW, and the Tribe shall have thirty (30) days to act on such claim before arbitration proceedings may be instituted.

Resolution No. 01-2024-018

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event this Resolution directly conflicts with the Tribal Constitution, Tribal Ordinances, or any material facts concerning the issues presented are later found to be false, this Resolution shall be deemed null and void and have no legal effect.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event that this Resolution conflicts with a prior Resolution or Policy, this Resolution shall supersede and govern over the conflicting subject matter.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Chairman, or in his absence, the Vice-Chairman, is hereby authorized to execute any and all documents necessary to effectuate the intent of this Resolution.

The foregoing resolution was on JANUARY 16, 2024 duly adopted by a vote of ELEVEN for, ZERO against, and ZERO abstentions by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it under the enumerated powers listed in Article IV, Section 1, of the WMAT Constitution, so ratified on November 10, 2021, and federally recognized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984).

Kasey Velasquez 1.17.2024
Kasey Velasquez, Chairman Date

Vaneysa Johnson 01/17/2024
Vaneysa Johnson, Tribal Council Secretary Date