



# COLVILLE CONFEDERATED TRIBES COLVILLE BUSINESS COUNCIL

## Special Session December 18<sup>th</sup>, 2014 Resolution Index

Condensed by, Trisha Jack, CBC Recording Secretary

Present: Jim Boyd, Stevey Bylilly, Mel Tonasket, Richard Tonasket, Michael Marchand, Andy Joseph, Jr., Nancy Johnson, Ricky Gabriel (*present 9:06am*), William Nicholson II, Jack Ferguson, and Joseph Somday

Absent: Allen Hammond, Marvin Kheel, and Edwin Marchand

Resolution No.	Condensed Recommendation Information	Colville Business Council Vote Tally
<b>10-Signature 2014-798.tg</b>	To make an exception for tribal member Jennifer J. Pe-All in the amount of \$4,000.00. Mrs. Pe-All was in California at the time of her death. Due to extenuating circumstances, upfront cost and payment is necessary in order to bring Mrs. Pe-All home. Strates Funeral Home paid Lim Family Erickson Memorial Chapel and Eagles Wings for the release and flight of Mrs. Pe-All. Due to upfront cost, the final billing will exceed the \$3,000.00 burial grant. At this time the request for additional funding shall not exceed \$4,000.00.	<b>10 FOR</b> (WN, RG, JS, EM, RT, JF, MT, NJ, AJ, AH) <b>0 AGAINST</b> <b>0 ABSTAINED</b> <b>*Rationale: Timelines</b>
<b>2014-799.hhs</b>	To approve the Susan G. Komen grant proposal for \$15,270.00 that would provide Breast Cancer screenings, referral assistance and culturally appropriate information to the Lake Roosevelt Community Health Center patients. No tribal dollars identified. Chair or designee to sign all pertinent documents.	<b>8 FOR</b> (SB, MM, MT, RT, NJ, AJ, WN, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b> <b>*Out of the Room (RG and JF)</b>
<b>2014-800.hhs</b>	To approve the attached letter from Indian Health Service for Amendment #16 to the FY 2012 Annual Funding Agreement under Contract Number 248-96-0001 and Chairman or designee to sign any pertinent documents; and  WHEREAS, the Indian Health Service sent Amendment #16 to Contract No. 248-96-0001 for Fiscal Year 2012 Annual Funding Agreement on September 8, 2014, providing for a \$12,483.00 non-recurring increase for the Office of the Environmental Health & Engineering (OEHE) shares for Title I agreements; and  WHEREAS, once the Tribe approves Contract Amendment #16 the Indian Health Service will transfer the \$12,483.00 to	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>

	increase funding for Facilities Support Account, Maintenance & Improvement, Environmental Health Support, and Equipment and the amendment outlines the specific increase in each of those areas.	
<b>2014-801.m&amp;b</b>	To enter into a Non-Disclosure Agreement (NDA) with Finite Carbon so that the Tribes can make an accurate assessment of the benefits of participating in the forest carbon market. Chair or designee to sign all pertinent documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-802.m&amp;b</b>	To update Appendix 1 of the Investment Policy Statement to remove the Commerce Manager. The update Appendix 1 is attached. This resolution will supersede all prior resolutions. Chair or designee authorized to sign all relevant documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-803.m&amp;b/cdc</b>	To approve the Inchelium Ecotourism Project for \$30,000.00 (plus TERO Fee's). If approved, the Contract/Administrative Process will proceed with Contract with David Benson. Scope of Work and details of the Project will include a Community based Entrepreneurial Program that showcases our Culture, History, Language, Arts & Crafts and Performing Artists of the Colville Confederated Tribes. All Facilities and designated sites for project will be approved by the full Business Council, all Committees, project managers/staffing and Project design will be presented to the full Business Council prior to Marketing. Chairman or designee may sign all pertinent documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-804.m&amp;b</b>	<p>WHEREAS, the Confederated Tribes of the Colville Reservation is a Federally recognized Indian Tribe; and</p> <p>WHEREAS, pursuant to Article II, Section 1 of the Constitution of the Tribe ("Constitution"), the Tribal Council is the governing body of the Tribe; and</p> <p>WHEREAS, NEW MARKETS INVESTMENT 88, LLC, a Delaware limited liability company, or an affiliate thereof (the "CDE"), received an allocation of new markets tax credits (the "New Markets Tax Credits") under Section 45D of the Internal Revenue Code of 1986, as amended (the "Code"), and the rules and regulations promulgated thereunder, and implemented by the CDFI Fund (as defined below), with respect to which USBCDC may due to its investment as described below claim New Markets Tax Credits (collectively, the "NMTC Program"); and</p> <p>WHEREAS, contemporaneously herewith, USBCDC made or will make an equity investment in the amount of \$2,866,500 (the "USBCDC Investment") in TWAIN INVESTMENT FUND 20, LLC, a Missouri limited liability company (the "Investment Fund"), and (ii) on or about the date hereof, the Confederated Tribes of the Colville Reservation, a federally recognized, sovereign and self-governing American Indian tribe (in such capacity, the "Leverage Lender") is making a loan to the Investment Fund</p>	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>

	<p>in the aggregate principal amount of \$5,888,500.00 (the “Leverage Loan”). Contemporaneously herewith, the Investment Fund made an equity investment in the CDE in the amount of \$8,750,000.00 (the “Equity Investment”). The Equity Investment is being designated as a “qualified equity investment” (as such term is defined in Section 45D of the Code, hereinafter a “QEI”), on account of which the Investment Fund is expected to receive, and USBCDC is expected to receive as the sole member of the Investment Fund 100% of the New Markets Tax Credits generated by such investment in 2014 and for each of the next six (6) years thereafter; and</p> <p>WHEREAS, The Equity Investment was made with the intention of making one or more investments in a “qualified active low-income community business” (as such term is defined in Section 45D of the Code, hereinafter “QALICBs”), which investments are expected to be “qualified low-income community investments” (as such term is defined in Section 45D of the Code, hereinafter “QLICIs”, and each a “QLICI”). The CDE has identified Colville Tribal Government Building Development LLC, a Washington limited liability company (“Borrower”) as a QALICB to which it is prepared to make QLICIs; and</p> <p>WHEREAS, the proceeds of the Equity Investment will be used by the CDE to make loans to Borrower in the aggregate principal amount of \$8,443,750.00 (the “QLICI Loans”). The QLICI Loans are expected to constitute a QLICI being made to a QALICB under the NMTC Program. The documents evidencing or securing the QLICI Loans, including that certain Loan Agreement by and among Borrower and CDE, dated as of on or about the date hereof (the “CDE Loan Agreement”), are hereinafter collectively referred to as the “CDE Loan Documents”; and</p> <p>WHEREAS, to facilitate the Leverage Loan, the Colville Business Council must approve the attached Leverage Loan Pledge, Assignment, and Security Agreement which contain provisions regarding arbitration, exhaustion, and waiver of sovereign immunity; and</p> <p>WHEREAS, as a condition of making the USBCDC Investment and to consenting to the CDE making the QLICI Loans to the QALICB, USBCDC has required the Tribe to provide the indemnifications set forth in the attached New Market Tax Credit Indemnification Agreement, which contains provisions regarding arbitration, exhaustion, and waiver of sovereign immunity; and</p> <p>WHEREAS, Investment Fund may wish to dispose of its</p>	
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	<p>interest, including its interest in the government center following the end of the Tax Credit Investment Period, and the Tribe may wish to acquire the interest following the end of the Tax Credit Investment Period, on the terms set forth in the attached Put/Call Agreement which contains provisions regarding arbitration, exhaustion, and waiver of sovereign immunity; and</p> <p>WHEREAS, to facilitate the QLICI Loans, the Colville Business Council must approve the attached Environmental and ADA Indemnification Agreement, and Guaranty by and between the Tribe and the CDE, which contain provisions regarding arbitration, exhaustion, and waiver of sovereign immunity; and</p> <p>WHEREAS, the Colville Business Council desires to authorize, approve, and ratify the QALICB's execution, delivery, and performance of additional New Markets Tax Credit documents and agreements to which the QALICB is expected to execute, deliver, and perform to give effect to this contemplated financing transaction; and</p> <p>WHEREAS, the Management and Budget Committee has reviewed the attached documents and recommends that the Colville Business Council approve them.</p> <p>NOW THEREFORE BE IT RESOLVED, that the Colville Business Council does hereby adopt the recommendation of the Management and Budget Committee.</p> <p>BE IT FURTHER RESOLVED, That Colville Business Council finds that (i) the Recitals in this Resolution are true and correct in all material respects; (ii) the Colville Business Council possesses full power and authority to adopt this Resolution; (iii) all members of the Colville Business Council were duly elected or appointed and (iv) the Colville Business Council's adoption of this Resolution and approval of the documents above are in the best interests of the Tribe and its members, and are consistent with the laws of the Tribe; and</p> <p>BE IT FURTHER RESOLVED, The Colville Business Council hereby authorizes approves, and ratifies to the extent already executed, forms of the following agreements and documents (collectively, the "New Market Tax Credit Transaction Document"), and the Tribes' execution, delivery, and performance of such documents, which New Markets Tax Credit Documents are substantially complete and will be executed and delivered at or prior to the closing of the Financing:</p> <p>a. Leverage Loan Agreement</p>	
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	<p>b. Leverage Loan Pledge, Assignment and Security Agreement</p> <p>c. QLICI Loan Guaranty</p> <p>d. QALICB Credit and Indemnity Agreement</p> <p>e. Put/Call Option Agreement</p> <p>f. Environmental and ADA Indemnification Agreement</p> <p>g. Reimbursement Agreement</p> <p>BE IT FURTHER RESOLVED, substantially complete forms of the New Market Tax Credit Documents have been presented to the Colville Business Council for its consideration, and this Resolution hereby authorizes the Chairman or his designee (collectively, the “Authorized Representatives”) on behalf of Business Council and the Colville Tribe, to:</p> <p>(i) Finalize, execute and deliver the New Market Tax Credit Documents to which Colville Tribe is a party, with such changes, deletions and insertions as the Chairman or his designee shall approve, and the signature of the Chairman or his designee shall constitute conclusive evidence of such approval; and</p> <p>(ii) Execute and deliver such other agreements, documents, certificates, orders, requests and instruments as may be required by the New Market Tax Credit documents or, in connection therewith; and</p> <p>(iii) Take such other actions, including any filings with federal, state or tribal governmental authorities in connection with the transactions and documents herein approved as may be necessary or desirable; and</p> <p>BE IT FURTHER RESOLVED, The New Market Tax Credit Documents include certain provisions related to the Tribe's (i) limited waivers of sovereign immunity, (ii) waivers of rights to have disputes heard first before a Tribal court or other Tribal tribunal, (iii) consents to arbitration or other forums for resolution of such disputes and proceedings for the enforcement of remedies, and (iv) consents to the application of the laws of the State of Washington or the State of Missouri (collectively, the “Dispute Resolution Provisions”). The Dispute Resolution Provisions are hereby expressly, unconditionally and irrevocably approved on behalf of the Colville Tribe. Each of the Dispute Resolution</p>	
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	<p>Provisions are deemed incorporated by reference into this Resolution as though set forth at length herein, and are hereby expressly, unconditionally and irrevocably made directly in this Resolution by the Tribe for the benefit of each of the parties benefited thereby independently of the New Market Tax Credit Documents, and the Colville Tribe hereby specifically undertakes that it will not assert that it has the authority to amend, repeal, modify or otherwise impair the Dispute Resolution Provisions. These Dispute Resolution Provisions shall have a preemptive and governing effect over any inconsistent or conflicting resolutions, orders, code, ordinance, statute, rule, or regulation of the Tribes or the Colville Business Council; and</p> <p>BE IT FURTHER RESOLVED, the Colville Business Council hereby authorizes, approves, and ratifies the QALICB's execution, delivery, and performance of additional New Markets Tax Credit documents and agreements to which the QALICB is expected to execute, deliver, and perform to give effect to this contemplated financing transaction; and</p> <p>BE IT FINALLY RESOLVED, The Colville Business Council hereby authorizes the Chairman of the Colville Business Council or his designee to sign any additional documents required for closing of the New Market Tax Credit Transactions including any amended or revised versions of the attached documents, or any flow of funds memorandum, so long as such documents to not materially alter the business or legal terms in the documents approved in accordance with this Resolution.</p>	
<b>2014-805.tg</b>	Adopt Shalayne Ray Jensen, as applicant meets requirements of Section 8-1-160 of Enrollment Ordinance and Constitution of the Confederated Tribes of the Colville Reservation.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-806.tg</b>	Adopt Jada Simone Kemp, as applicant meets requirements of Section 8-1-160 of Enrollment Ordinance and Constitution of the Confederated Tribes of the Colville Reservation.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-807.tg</b>	Adopt Andrea Talohin-Meeyohat Domebo, as applicant meets requirements of Section 8-1-160 of Enrollment Ordinance and Constitution of the Confederated Tribes of the Colville Reservation.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-808.tg</b>	To accept the Colville Tribal Relinquishment request of Karson Jakolbe Bennett, on the current Colville Tribal Membership Roll.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-809.tg</b>	To accept the Colville Tribal Relinquishment request of Chelsea Sari Bennett, on the current Colville Tribal Membership Roll.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>



<b>2014-810.tg</b>	To not accept retro-active requests for exceptions to the wake and burial benefits of deceased members and non-tribal members. Future requests for "Spouse Of" and "1st Line Descendants" shall follow Resolutions 2001-618 and 2011-431 without exception.	<b>0 ABSTAINED</b> <b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-811.e&amp;m&amp;b</b>	To approve the contract between the Confederated Tribes of the Colville Reservation and Cascade Centers, Inc., for employee assistance program as it is in the best interests of Tribal Employees. Chairman or his designee authorized to sign all pertinent documents.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-812.nrc</b>	To approve the new full award for 312914 FCRPS Water Studies in the amount of \$49,265.00 and the dates are from December 15, 2014 to December 14, 2015 and the Chairman or his/her designee authorized to sign all pertinent documents. Attached is new full award. No Tribal Dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-813.nrc</b>	To approve the new full award for 312014 Colville Hatchery O&M in the amount of \$1,583,930.00, and the dates are from December 1, 2014 to November 30, 2015 and authorize the Chairman or his/her designee to sign all pertinent documents. Attached is the new full award. No Tribal dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-814.nrc</b>	To approve nre sub contract for 316714 ICF Jones & Stokes in the amount of \$58,049.00 and the dates are from signed document to June 30, 2015 and the chairman or his/her designee is authorized to sign all pertinent documents. Attached is the sub contract and SOW. No Tribal dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-815.nrc</b>	To approve the new sub contract for 555 Okanogan Drilling in the amount of \$48,280.00 and the chairman or his/her designee is authorized to sign all pertinent documents. Attached is the sub contract and SOW. No Tribal dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-816.nrc</b>	To approve the request for permission to apply for the BIA Endangered Species Canada Lynx Grant and authorize the Chairman or his/her designee to sign all pertinent documents. Attached is Grant Application. No tribal dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-817.nrc</b>	To approve the request for permission to apply for the BIA Endanger Species Sage & Sharp Tail Grouse Grant and authorize the Chairman or his/her designee to sign all pertinent documents. Attached is Grant Application. No Tribal dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-818.nrc</b>	To give permission to John Arterburn to be nominated for a Board Position with International Osoyoos Lake Board of Control and authorizes the Chairman or his/her designee to sign all pertinent documents. Attached is the letter from IOLBC. No Tribal Dollars associated.	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b> <b>0 ABSTAINED</b>
<b>2014-819.nrc</b>	To approve the new full award for 310015 Chief Joseph Kokanee Project in the amount of \$596,328.00, and the dates are from January 1, 2015 to December 31, 2015 and	<b>10 FOR</b> (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS) <b>0 AGAINST</b>

	authorize the Chairman or his/her designee to sign all pertinent documents. Attached is the new full award. No Tribal dollars associated.	<b>0 ABSTAINED</b>
<b>2014-820.nrc</b>	Whereas, the restoration task force has been allocated \$28.95 million to carry out the final restoration plan approved by resolution 2013-422. The Natural Resources Committee recommends to rescind the watershed restoration portion of the Final Natural Resources Restoration Plan in its entirety. The unspent portion up to \$12,707,000.00 to be left in the restoration plan for future allocation within watershed restoration yet to be determined. Chairman or his designee to sign all documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-821.nrc</b>	To approve funding of two positions associated with the watershed restoration plan. A planner will report to the Environmental Trust Department, and a Technician will report to the Colville Tribal Department of Transportation. Chair or designee authorized to sign all pertinent documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-822.cdc</b>	To approve the attached organizational chart for the Public Works Program. New positions are pending funding. No immediate additional funding required. Chairman or designee has authority to sign all pertinent documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-823.l&amp;j/m&amp;b</b>	To renew contract for Hobbs Straus Dean & Walker for work related to PL-638 contracting matters and such other matters as may be assigned, including contract support costs, claims and carbon sequestration issues as authorized by the Colville Business Council. Amount is requested in FY 2015 Budget. Chair or designee to sign all pertinent documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-824.l&amp;j</b>	To approve FY 2015 Contract Sonosky Chambers Sachse Endreson & Perry, funds are included in the Outside/ORL Litigation FY 2015 Budget. Chair or designee to sign all pertinent documents.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>
<b>2014-825.l&amp;j</b>	To approve WSDOT proposal to lower the speed limit on Highway 155 at the Agency Campus from 60 to 45 mph.	<b>10 FOR (SB, MM, MT, RT, NJ, AJ, RG, WN, JF, JS)</b>  <b>0 AGAINST</b>  <b>0 ABSTAINED</b>