CENTRAL COUNCIL
Tlingit and Haida Indian Tribes of Alaska
Edward K. Thomas Building
9097 Glacier Highway • Juneau, Alaska 99801-6922

Executive Council of the Central Council
TLINGIT AND HAIDA INDIAN TRIBES OF ALASKA

Resolution EC/ 15-02

Title: Refinancing Loan for the Hope Building

WHEREAS, Central Council of Tlingit and Haida Indian Tribes of Alaska (Central Council) is a federally recognized tribe of more than 30,000 tribal citizens worldwide; and

WHEREAS, Central Council has an outstanding loan from Wells Fargo Bank, National Association (Wells Fargo), which loan is secured by a deed of trust on the Andrew P. Hope Building (Andrew Hope) at 320 West Willoughby Avenue in Juneau and adjacent real estate owned by Central Council (Property); and

WHEREAS, the Executive Council reviewed the proposals to finance the repairs to the Andrew Hope Building; and to refinance existing debt on the Hope Condominiums, using tax free rates to refinance Hope Building Loan and to pay for the trusses and 3rd Floor remodel; and

WHEREAS, Article VII, Section 1(b) of the Constitution of the Central Council (the "Constitution") authorizes the Central Council to purchase or otherwise acquire, own, hold, improve, use and otherwise deal in real and personal property of any kind and description; and

WHEREAS, Article VII, Section 1(c) of the Constitution authorizes the Central Council to sell, convey, grant, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its real and personal property, except as prohibited by federal law; and

WHEREAS, Article VII, Section 1(e) of the Constitution authorizes the Central Council to borrow and raise money by all lawful means, and to pledge the credit of the Central Council; and

WHEREAS, Article VII, Section 5(a) of the Constitution provides that the sovereign immunity of the Central Council may be waived only by express legislative action of the Central Council or the Executive Council, and only in compliance with that section; and

WHEREAS, Article X of the Constitution provides that, when the Central Council is not in session, the Executive Council shall possess all of the powers of the Central Council and shall be able to do all things and take all actions which the Central Council could without limitation; and

WHEREAS, no provision of federal law prohibits the Central Council from granting a deed of trust upon real property owned by the Central Council in fee.

NOW THEREFORE BE IT RESOLVED, by the Executive Council of the Central Council of Tlingit and Haida Indian Tribes of Alaska hereby authorizes the following:

Section 1: Authorization of Transaction. To refinance existing debt on the Hope Building and to finance the replacement of trusses, the remodel of the third floor, and to replace the exterior of the Hope Building. The President and/or the Chief Operating Officer and/or the Chief Finance Officer are hereby authorized and directed to take all steps necessary and appropriate to finance the replacement of the trusses not to exceed $4,500,000.00.

Section 2: Authorization of Loan and Loan Documents. For the purpose of financing the cost of the Project, the undertaking of the Loans is hereby approved. The President and/or the Chief Operating Officer and/or the Chief Financial Officer are hereby authorized and directed to take all steps necessary and appropriate to obtain the Loans on the terms to be presented to the Executive Council. The Loan Documents are approved and the President and/or the Chief Operating Officer and/or the Chief Financial Officer are hereby authorized and directed to execute the Loan Documents and deliver them to the Bank, with such revisions thereto as, in the judgment of the President and/or the Chief Operating Officer and/or Chief Financial Officer, are appropriate and approved thereby, such approval to be conclusively evidenced by the execution and delivery thereof by such officers, and to execute and deliver to the Bank such additional instruments, certifications or other documents as may be necessary to obtain the Loan.

Section 3: Absence of Officers. In the absence of the President, any action to be taken by the President under this Resolution may be taken by such person to whom the President may delegate his authority to perform such actions pursuant to Article IX, Section 1 of the Constitution. In the absence of the Chief Operating Officer, any action to be taken by the Chief Operating Officer under this Resolution may be taken by the Chief Financial Officer.

Section 4: No Recourse to Individuals. No recourse shall be had for the payment of the principal of or the interest on the Loan or for any claim based thereon or on this Resolution against any member or officer of the Central Council or any person executing any Loan Document.

Section 6: Use of Proceeds. All of the proceeds of the Loans shall be expended solely for the payment of the financing of the Loan, to pay the costs of the Project, and for payment of expenses incurred in the financing.

Section 7: Consent to Suit. Upon consultation with the tribal attorneys, the Executive Council hereby determines that if it is necessary and in the best interest of the Central Council that the sovereign immunity of the Central Council be waived in connection with the Loan. Accordingly, and in accordance with Article VII, Section 5(a) of the Constitution, the Central Council hereby waives its sovereign immunity, subject to the following limitations:

1. Such waiver shall expire upon the expiration of all obligations of the Central Council under the Loan Documents or otherwise in connection with the Loans.

2. Such waiver is in favor only of the Bank or any assignee of, or participant in, the interests of the Bank under the Loans and the Loan Documents.

3. Such waiver is for the sole purpose of permitting the enforcement of the Loan Documents and the obligations of the Central Council in connection with the Loans.

4. Recourse against the Central Council shall extend to the Property described in the Deed of Trust and to any other property of the Central Council that the Central Council is legally obligated to use to pay the Loans.

5. The courts having jurisdiction over any action against the Central Council shall be the courts of the State of Alaska, and the law applicable thereto shall be federal law and the law of the State of Alaska.

Section 8: Immediate Effect. This Resolution shall take effect immediately upon its adoption.

ADOPTED this 14th day of January 2015, by the Executive Council of the Central Council of Tlingit and Haida Indian Tribes of Alaska, by a vote of 5 yeas, 0 nays, 0 abstentions and 1 absence.

CERTIFY

Corine M Garza
for President Richard J. Peterson

ATTEST

LBell for
Tribal Secretary Jolene Edenshaw