

**TRIBAL COUNCIL MEETING MINUTES
OF THE CONFEDERATED SALISH AND KOOTENAI TRIBES
OF THE FLATHEAD INDIAN NATION, MONTANA**

Volume 23 Number 34
Council Chambers, Pablo, MT

Held: March 14, 2023
Approved: March 16, 2023

MEMBERS PRESENT: Tom McDonald, Chairman; Len TwoTeeth, Vice-Chairman; Martin Charlo, Secretary; Ellie Bundy, Treasurer; Jennifer Finley; Carole Lankford; Jim Malatare; James “Bing” Matt; and Terry Pitts.

MEMBERS ABSENT: Mike Dolson (Personal Time Off).

OTHERS PRESENT: Jennifer Trahan, Council Office Manager; James Steele, Sr., Sergeant at Arms; and Abby Dupuis, Recording Secretary.

The meeting was called to **order** at 9:00 a.m. Quorum established. **Len TwoTeeth** will join the meeting later today.

The meeting was opened with a **prayer** by Jim Malatare.

The **Tribal Council Meeting Minutes** for March 7, 2023 were presented for approval.

MOTION by Martin Charlo to approve the Tribal Council Meeting Minutes for March 7, 2023, with corrections. Seconded by Ellie Bundy. Carried, 6 for; 1 abstention (Jennifer Finley).

Terry Pitts joined the meeting.

The **agenda** was presented for approval.

MOTION by Jim Malatare to approve the agenda, with changes. Seconded by Martin Charlo. Carried, unanimous (8 present).

Shelby Arca and **Flower Gopher**, Tribal Employees, requested to meet with council in **executive session** to discuss personnel matters. **Patricia Hibbeler**, Tribal Member Services, was present for discussion.

Council reconvened into **regular session**.

Greg Wilson, Natural Resources Department, requested approval of PMP#15 Change Order 3 to Agreement No. 16-141 with the Bureau of Reclamation to increase the budget by \$542,995.00 and extend the completion date to November 15, 2023.

MOTION by Martin Charlo to approve PMP#15 Change Order 3 to Agreement No. 16-141 with the Bureau of Reclamation to increase the budget by \$542,995.00 and extend the completion date to November 15, 2023. Seconded by Carole Lankford. Carried, unanimous (8 present).

Regina Lopez Whiteskunk and **Heather MacSlarrow**, Society for Wilderness Stewardship; **Stephanie**, Student Planning Committee; and **Tim Ryan**, Salish Kootenai College; met with council for a meet and greet. The National Wilderness Workshop is scheduled for April 17-22, 2023. The workshop will be primarily at the University of Montana campus, and they are hoping to visit the CSKT. The workshop is organized around holding conversations on centering tribes and Indigenous people in wilderness and bringing Indigenous perspectives, traditional caretaking methods, and kincentric relationships into wilderness management. They requested a tribal representative be designated to welcome the workshop participants and join the conversation and add a tribal contribution. **Chairman McDonald** volunteered to participate.

***** **Break** *****

Joe Caye, **Craig Morigeau**, and **Jeanne West**, Mission Valley Power, requested approval to submit a grant application to the Department of Energy, by way of the Bipartisan Infrastructure Law, for preventing outages and enhancing the resilience of the electric grid through formula grants to States and Tribes. The CSKT qualify for \$359,908.00 for the first year with an estimated \$1.8 million over a five-year period.

MOTION by Martin Charlo to approve by resolution submission of a grant application to the Department of Energy, by way of the Bipartisan Infrastructure Law, for preventing outages and enhancing the resilience of the electric grid through formula grants to States and Tribes. Seconded by Carole Lankford. Carried, 8 for; 0 opposed; 0 not voting.

RESOLUTION 23-071

RESOLUTION SUPPORTING A GRANT APPLICATION – DE-FOA-0002736- TO THE DEPARTMENT OF ENERGY, BY WAY OF THE BIPARTISAN INFRASTRUCTURE LAW (BIL), FOR PREVENTING OUTAGES AND ENHANCING THE RESILIENCE OF THE ELECTRIC GRID THROUGH FORMULA GRANTS TO STATES AND TRIBES

BE IT RESOLVED BY THE TRIBAL COUNCIL OF THE CONFEDERATED SALISH AND KOOTENAI TRIBES THAT:

WHEREAS, the Confederated Salish and Kootenai Tribes are the sole entity to apply for, receive, and administer the award as authorized by BIL section 40101(d) of the Infrastructure Investment and Jobs Act; and

WHEREAS, the Department of Energy is making formula grants available to Tribal and underserved communities', under the authority of DE-FOA-0002736 and the Tribal Council has determined that Mission Valley Power, a small utility, is an eligible entity for sub-awards for as long as they remain available; and

WHEREAS, the Confederated Salish and Kootenai Tribes operate the Mission Valley Power electrical distribution system through a U.S. Department of the Interior, Bureau of Indian Affairs, P.L. 93-638 self-determination contract, serving the Flathead Indian Reservation; and

WHEREAS, the infrastructure of the electrical grid does need modernization and serves the Tribal community which includes underserved individuals; and

BE IT FURTHER RESOLVED, the Tribal Council of the Confederated Salish and Kootenai Tribes supports the submission of the Preventing Outages and Enhancing the Resilience of the Electric Grid grant and authorizes the Tribal Chair and his designated representative to sign all documents and execute this contract on behalf of the Tribes.

Joe Caye, Craig Morigeau and Jeanne West gave an update on the supply chain issues. **Bing Matt** requested an update on having a transformer at the Arlee Pow Wow grounds before the next pow wow. **Craig Morigeau and Joe Caye** responded if any additional power is needed at the grounds, Mission Valley Power can have a staking technician view the grounds to determine what the service upgrade needs are. MVP needs more information from the Tribes. **Council** will have Rick Eneas follow up.

Rick Eneas, Tribal Executive Officer; and **Greg Spahr**, Financial Management; requested to meet with council in **executive session** to provide an update.

Council reconvened into **regular session**.

MOTION by Carole Lankford to approve the letter authorizing CSKT staff to take action regarding the Ronan Health Center Complex, Inc. Seconded by Ellie Bundy. Carried, unanimous (8 present).

MOTION by Ellie Bundy to approve the resolution as presented, so that CSKT can take advantage of adding outside capital to leverage the tribal

dollars committed to the Ronan Health Center project. Seconded by Martin Charlo. Carried, 7 for; 0 opposed; 1 abstention (Terry Pitts – “the Treasury credits is what’s happening right now and they are losing value; I need to be comfortable.”).

RESOLUTION 23-072

RESOLUTION TO FINANCE THE CONSTRUCTION AND DEVELOPMENT OF A NEW HEALTHCARE CENTER ON LAND LOCATED AT 430 MARY MCLEOD LANE, RONAN, MONTANA (THE “LAND”), WHICH WILL CONSIST OF TWO BUILDINGS HOUSING FULL SERVICE MEDICAL AND URGENT CARE CLINICS, AN INFUSION CENTER, DRIVE THROUGH PHARMACY, COMMUNITY FITNESS CENTER AND PHYSICAL THERAPY SERVICE (ALL OF THE AFOREMENTIONED ACTIVITIES AND OTHER ACTIONS NECESSARY FOR THE USE OF THE PROPERTY (AS DEFINED BELOW), THE “PROJECT”)

BE IT RESOLVED BY THE TRIBAL COUNCIL OF THE CONFEDERATED SALISH AND KOOTENAI TRIBES:

WHEREAS, pursuant to Article VI, Section 1(a), the Tribal Council (the “Tribal Council”) of the Confederated Salish and Kootenai Tribes (the “Tribes”) is empowered “[t]o regulate the uses and disposition of tribal property, to protect and preserve the tribal property, wildlife and natural resources of the Confederated Tribes, to cultivate Indian arts, crafts, and culture, to administer charity; to protect the health, security, and general welfare of the Confederated Tribes”; and

WHEREAS, the Tribes own the Land; and

WHEREAS, the Tribes intend to lease the Land to RHC Complex Inc., a Montana nonprofit corporation (the “QALICB”), and assign all right, title and interest in contracts previously entered into by the Tribes in connection with the Project to the QALICB (collectively, the “Conveyance”); and

WHEREAS, the QALICB intends to complete construction of the Project on the Land (the Land plus all of the improvements constructed thereon is referred to as the “Property”); and

WHEREAS, the Tribes intend to enter into a lease to lease the Project from QALICB for operation (the “Project Lease”);

WHEREAS, U.S. Bancorp Community Development Corporation, a Minnesota corporation (the “Investor”) is providing equity to the Project in exchange for

Tribal Council Meeting Minutes
March 14, 2023

federal New Markets Tax Credits made available under Section 45D of the Internal Revenue Code of 1986, as amended (“Federal NMTCs”);

WHEREAS, the Tribes will lend money to a special purpose entity owned by the Investor (the “Fund”) in the approximate amount of \$7,031,040 (the “Leverage Loan”);

WHEREAS, the Fund will make investments in certain certified “community development entities” (collectively, the “CDEs” and each, individually, a “CDE”) including CSKT Health Sub CDE, LLC, a Montana limited liability company and USBCDE Sub-CDE 248, a Missouri limited liability company;

WHEREAS, the CDEs will use the investments from the Fund to make loans to QALICB in the approximate aggregate amount of \$9,663,000 (collectively, the “QLICI Loans”);

WHEREAS, in connection with the QLICI Loans, the Tribes will enter into (i) agreements in favor of the CDEs and their affiliates whereby the Tribes guarantee certain payment and project completion obligations of QALICB, (ii) agreements whereby the Tribes and QALICB indemnify Investor and/or their affiliates regarding any loss, disallowance or recapture of Federal NMTCs, (iii) agreements whereby the Tribes agree to contribute money to QALICB and/or QALICB agrees to reimburse the Tribes for certain pre-incurred costs relating to the Project, and (iv) such additional documents as may be required by CDEs, Fund, or Investor in connection with the Project (collectively, referred to herein as the “Transaction Documents”);

WHEREAS, in connection with Investor’s investment in the Project, the Tribes, or their designee, desires the right to purchase the interest of Investor or an affiliate of Investor in Fund after the expiration of the seven year Federal NMTC compliance period pursuant to the terms of a put and call option agreement (the “Put/Call Agreement”); and

WHEREAS, in order to finance the Project, the Tribes intend to make an equity contribution to the QALICB in the approximate amount of \$2,145,469 (the “Equity Contribution”); **NOW, THEREFORE**,

BE IT RESOLVED by the Tribal Council of the Confederated Salish and Kootenai Tribes that the Tribes are authorized to deliver any due diligence, including but not limited to those documents specifically described above, that is reasonably required of it by the Project’s investors, lenders or allocating agencies, including, without limitation, QALICB, Investor, Fund, CDEs, the title company and any of their members or affiliates, including their counsel, accountants and/or consultants;

Tribal Council Meeting Minutes
March 14, 2023

BE IT FURTHER RESOLVED by the Tribal Council of the Confederated Salish and Kootenai Tribes that the Tribes be and hereby are authorized, empowered and directed to (i) lend funds in connection with the Leverage Loan, (ii) make the Equity Contribution, (iii) complete the Conveyance, and (iv) enter into the Project Lease, the Transaction Documents and the Put/Call Agreement, all on such terms and conditions as may be negotiated by counsel for the Tribes and as may be approved by the Tribal Council;

BE IT FURTHER RESOLVED that the Tribal Council of the Confederated Salish and Kootenai Tribes hereby expressly, unequivocally, and irrevocably authorizes, grants, and approves a limited waiver of the Tribes' sovereign immunity to suit, but only to the extent set forth in those documents specifically described above. Such waivers and consents shall be substantially in the form of Exhibit A attached hereto; and

BE IT FURTHER RESOLVED by the Tribal Council of the Confederated Salish and Kootenai Tribes that the Tribal Council Chairman and Tribal Council Vice Chairman be and hereby are authorized, empowered and directed to execute and deliver on behalf of the Tribes all documents required in connection with the Project, including but not limited to those documents specifically described above, and any other documents required in connection with the Project, the Conveyance, the Project Lease, the Leverage Loan, the Equity Contribution, the Put/Call Agreement and the QLICI Loans all on such terms and conditions as may be negotiated by counsel for the Tribes and as may be approved by the Tribal Council; and

BE IT FURTHER RESOLVED that the Tribal Council Chairman and Tribal Council Vice Chairman be and hereby are authorized, empowered and directed to take such further action on behalf of the Tribes as deemed necessary to effectuate the foregoing resolutions, including the filing of any documents with any federal, state or local government agency or authority, and that all prior actions undertaken by the Tribes in connection with any of the foregoing resolutions are hereby ratified.

Jordan Thompson, Tribal Executive Office; and **John Harrison**, Legal Department; requested to meet with council in **executive session** to discuss legislative issues. **Katie Jones**, Legal Department; and **Gwen Lankford**, Consultant; were present for discussion.

Council reconvened into **regular session**.

***** **Lunch** *****

Len TwoTeeth joined the meeting.

Tribal Council Meeting Minutes
March 14, 2023

Dan Decker, Michael Wheeler, Melissa Schlichting, and Zach Zipfel, Legal Department, requested to meet with council in **executive session** to discuss legal matters.

Greg Spahr, Financial Management; and **Chris Bitakis** and **John Rothweiler**, REDW; requested to meet with council in **executive session** to discuss the audit process.

Council reconvened into **regular session**.

Carole Lankford gave a trip report. She attended the National American Indian National Housing Conference in Washington, DC and the HUD proposed rulemaking meeting to go over 184 proposed rules. That deals with vacant homes to give tribes more authority over those homes. The Lands Department should be part of it; there will be impacts on those rules. On March 8 Carole attended the Montana Delegation meeting with Mr. Zinke's Chief of Staff. Carole provided testimony to the subcommittee. She met with the Interior folks to discuss Public Law 280 jurisdiction issues. They are doing a study and looking at options for the Tribes. There will be a meeting with the Bureau & Tribes about funding and different concerns. Carole talked about the funding for firefighters. It is going to be retroactive to 2022. Ron Swaney was concerned about not having any input on how this money is coming down; the Chief BIA Forester is going to set up a consultation in April. The firefighters may be hired on full time status since there are fires year round. There was a fundraiser for Jon Tester at the Sonosky chambers. There was dinner with Boyd Azure. On Thursday the group met with Christopher Chaney, Justice Department, regarding Public Law 280. He has funding options for us to apply for.

Council met in **executive session** to discuss a personnel matter. **Patricia Hibbeler**, Tribal Member Services; and **Joe Durglo**, Tribal Health Department; were present for discussion. **Melanie Piedalue**, Personnel Department, joined the discussion.

Council reconvened into **regular session**.

MOTION by Len TwoTeeth to approve a waiver of the personnel policy to allow Roberta Kay Decker to continue to receive leave donations through the leave sharing program until she is able to get on the disability program. Seconded by Terry Pitts. Carried, 7 for; 1 abstention (Bing Matt – due to family relation); 1 not voting (Ellie Bundy out of the room).

Council **adjourned** at 2:22 p.m., and is scheduled to meet again on Thursday, March 16, 2023, at 9:00 a.m.

CONFEDERATED SALISH AND KOOTENAI TRIBES

/sgnd/

Martin A. Charlo
Tribal Council Secretary