

RESOLUTION NO. 166 -23
OF THE GOVERNING BODY OF THE
YAVAPAI-APACHE NATION

**A Resolution Approving Amendment No. 1 to the Special Counsel Attorney Contract
between the Yavapai-Apache Nation and the Law Firm of Ellis George Cipollone, LLP**

- WHEREAS:** The Yavapai-Apache Tribal Council ("Council") is authorized to represent the Yavapai-Apache Nation ("Nation") and to act on all matters that concern the health and welfare of the Nation, and to make decisions not inconsistent with or contrary to the Constitution of the Yavapai-Apache Nation (Constitution), as provided by Article V(a) of the Constitution; and
- WHEREAS:** The Council is authorized to manage all tribal economic affairs and to appropriate tribal funds as provided under Article V(i) and (k), respectively, of the Constitution; and
- WHEREAS:** The Council is authorized to employ legal counsel as provided by Article V(c) of the Constitution; and
- WHEREAS:** The Yavapai-Apache Nation Budget and Appropriations Code, adopted by Resolution No. 55-19 on April 2, 2019, and amended by Resolution No. 195-20 on December 10, 2020, provides that a budget amendment shall be approved by Tribal Council resolution for additional appropriations, as set forth in Section 303 of the Code; and
- WHEREAS:** Under Council Resolution No. 258-22, adopted December 16, 2022, the Council approved a Special Counsel Attorney Contract ("Contract") between the Nation and the law firm of Ellis George Cipollone, LLP ("EGC") to provide legal representation in certain litigation and related matters arising out of the Nation's past business relationships with the Santa Ysabel Band of Diegueno Mission Indians ("Santa Ysabel") and the LaPosta Band of Diegueno Mission Indians ("LaPosta"); and
- WHEREAS,** Resolution No. 258-22 set a "Cap on Total Compensation" to be paid under the Contract at \$175,000.00; and
- WHEREAS:** Work under the Contract has proceeded as directed by the Tribal Council, however, as reported to the Council by the Nation's Attorney General, the scope of the work, particularly the litigation with La Posta, has greatly intensified, and the costs of the work has exceeded the Nation's and ECG's original FY2023 Budget estimate of One Hundred Seventy-Five Thousand Dollars (\$175,000.00) for legal fees and costs in the matter of the Nation's litigation against Santa Ysabel and LaPosta; and
- WHEREAS:** An Amendment No. 1 to the Contract (attached to this Resolution as **Exhibit A**) is needed to appropriate and provide for the expenditure of additional funds under the Contract in the amount of Two Hundred Twenty-One Thousand Dollars (\$221,000.00) – the additional funding needed to cover the costs of

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Amendment No. 1 to the Ellis George Cipollone, LLP
Special Counsel Attorney Contract
FY2023

providing representation to the Nation in the LaPosta and Santa Ysabel litigation as accrued through August 31, 2023 and for the remainder of FY2023- for a total capped Contract amount under the Contract not to exceed Three Hundred Ninety-Six Thousand Dollars (\$396,000.00) for FY2023; and

WHEREAS: The Council has discussed this matter with the Nation's Attorney General and the Treasurer and has determined that the additional fees and expenses arising under the Ellis George Cipollone, LLP Contract, as approved under this Resolution, shall be paid out of the Nation's general funds appropriated by the Council hereunder to the Attorney General's Budget for payment of Attorney's fees; and

WHEREAS: The Council has reviewed Amendment No. 1 to the Special Counsel Attorney Contract with Ellis George Cipollone, LLP (attached to this Resolution as **Exhibit A**) and deems it to be in the Nation's best interest to approve Amendment No. 1 to the Special Counsel Attorney Contract according to the terms stated therein.

NOW THEREFORE BE IT RESOLVED that the Yavapai-Apache Tribal Council, in Council assembled, at which a quorum is present, hereby approves Amendment No. 1 to the Nation's Special Counsel Attorney Contract with the law firm of Ellis George Cipollone, LLP (attached to this Resolution as **Exhibit A** and incorporated herein by reference) to raise the Cap on Total Compensation under the Contract and to approve additional contract funding in the amount of Two Hundred Twenty-One Thousand Dollars (\$221,000.00) for an amended Cap on Total Compensation in an amount not to exceed Three Hundred Ninety-Six Thousand Dollars (\$396,000.00) for FY2023, said funds to be used to pay the additional and unanticipated legal fees and costs (as explained hereinabove) arising under the Contract during FY2023.

BE IT FURTHER RESOLVED that the Council hereby appropriates the sum of Two Hundred Twenty-One Thousand Dollars (\$221,000.00) from the General Fund and directs the Nation's Treasurer to add said funds to the Attorney General's FY2023 Budget, General Ledger Account #7210 ("Attorney's Fees Expense"), in order to fund the additional contract funding authorized by this Resolution for payment of the above referenced fees and costs under the Ellis George Cipollone, LLP Contract for FY2023.

BE IT FURTHER RESOLVED that the FY2023 Budget of the Office of Attorney General is hereby amended to reflect the above-additional appropriation of funds to the Attorney General's FY2023 Budget.

BE IT FINALLY RESOLVED that the Chairwoman, and Vice-Chairman, or either of them, are hereby authorized to take such further action as deemed necessary to carry out the intent and purposes of this Resolution.

CERTIFICATION

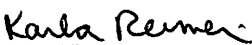
I hereby certify that the foregoing resolution was adopted by an affirmative vote of the Tribal Council, with a quorum in attendance, presented for approval on September 28 2023 by a vote of 9 9 in favor, 0 opposed and 0 abstaining, pursuant to the authority contained under the Constitution of the Yavapai-Apache Nation as cited above.

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Amendment No. 1 to the Ellis George Cipollone, LLP
Special Counsel Attorney Contract
FY2023


Tanya Lewis, Chairwoman

ATTEST:


Karla Reimer, Council Secretary

Approved as to form:


Office of the Attorney General

EXHIBIT A

**Amendment No. 1 to Special Counsel Attorney Contract – Ellis George Cipollone
LLP**

September 28, 2023

**AMENDMENT NO. 1 TO THE SPECIAL COUNSEL ATTORNEY CONTRACT
BETWEEN THE
YAVAPAI-APACHE NATION AND ELLIS GEORGE CIPOLLONE, LLP**

This AMENDMENT ("Amendment") is dated and made effective as of the 28th day of September 2023 (the "Effective Date") by and between the YAVAPAI-APACHE NATION ("Nation") and the Law Firm of ELLIS GEORGE CIPOLLONE, LLP ("Firm").

RECITALS

WHEREAS, under authority of Tribal Council Resolution No. 258-2, adopted December 16, 2022 the Nation and Firm entered into a Special Counsel Attorney Contract ("Contract") for legal services in the matter of certain litigation arising out of the Nation's past business relationships with the Santa Ysabel Band of Diegueno Mission Indians and the LaPosta Band of Diegueno Mission Indians, and for such other work as requested by the Nation acting through its Tribal Council and/or the Nation's Office of Attorney General; and

WHEREAS, Resolution No. 258-22 set a "Cap on Total Compensation" to be paid under the Contract at \$175,000.00 and the required amount of work and compensation under the above-referenced litigation, particularly as to the La Posta litigation, has intensified and exceeded the Cap; and

WHEREAS, Nation and Attorney wish to Amend the Contract in order to raise the Cap on Compensation by adding Two Hundred Twenty-One Thousand Dollars (\$221,000.00), as set forth below.

NOW THEREFORE, in consideration of the foregoing recitals and the mutual covenants set out herein, the Nation and Firm agree to amend the Contract as follows:

Section 4: **"Cap on Contract** Total compensation to Ellis George Cipollone LLP under this agreement for the Term of the Agreement (FY2022) shall **not exceed Three Hundred Ninety-Six Thousand and 00/100 Dollars (\$396,000.00)**, unless expressly agreed to by the Nation's Tribal Council as set forth in a Resolution of the Council."

All other terms and conditions of said Contract, not expressly amended herein, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, this Amendment No. 1 to the Special Counsel Attorney Contract is signed and entered into by the duly authorized representatives of the parties.

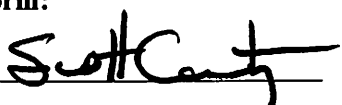
Yavapai-Apache Nation

Ellis George Cipollone, LLP

By: 
Tanya Lewis, Chairwoman

By: _____
Eric George, Managing Partner

Approved as to form:

Attorney General:  Date: 9-26-23