



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

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

Resolution EC 25-85

Title: Limited Waiver of Sovereign Immunity for Community Federal Savings Bank and GoCardless Agreement

WHEREAS, the Central Council of Tlingit & Haida Indian Tribes of Alaska (Tlingit & Haida) is a federally recognized tribe with more than 38,000 citizens; and

WHEREAS, under Article X of the Tlingit & Haida Constitution, the Executive Council is the governing body of Tlingit & Haida when the Tribal Assembly is not in session; and

WHEREAS, the Tribal Assembly is not in session; and

WHEREAS, Tlingit & Haida seeks to use GoCardless to process ACH (Automated Clearing House) payments for customers of Tidal Network, its broadband service; and

WHEREAS, GoCardless is the preferred ACH payment provider that integrates with Tidal Network's existing billing and customer portal; and

WHEREAS, utilizing GoCardless significantly reduces the administrative burden to Tlingit & Haida's accounts receivable with monthly check processing from a multitude of customers; and

WHEREAS, without ACH, Tidal is limited to accepting only credit card payments through its billing portal, which does not align with the financial accessibility needs of Tidal's customer base; and

WHEREAS, Tlingit & Haida wishes to enter into the Community Federal Savings Bank and GoCardless Service Terms of Use Agreement (the Agreement), which governs GoCardless's ACH services in the United States; and

WHEREAS, the Agreement requires a limited waiver of sovereign immunity for disputes arising out of and related to the Agreement; and

WHEREAS, Article VII, Section 4 of Tlingit & Haida's constitution states that waivers of sovereign immunity are "disfavored" and are only to be granted when it is "necessary to secure a substantial advantage or benefit to Tlingit & Haida";

NOW THEREFORE BE IT RESOLVED, that the Executive Council finds that granting a limited waiver of sovereign immunity is necessary to allow Tidal Network customers to pay for internet services using ACH, which provides a benefit to tribal citizens and customers that do not have access to credit cards; and

BE IT FURTHER RESOLVED, that Tlingit & Haida expressly, unequivocally, and irrevocably waives its sovereign immunity from suit and will not raise sovereign immunity as a defense in a judicial action brought therein by GoCardless, subject to the following limitations:

1. Notwithstanding any applicable statute of limitations or other applicable law, the Waiver shall be enforceable while the Agreement is in effect; the Waiver shall expire when the Agreement is terminated, so long as the Waiver remains in effect for any proceeding then pending in arbitration or a court action, as well as all appeals therefrom, until such matters have been finally determined;
2. The Waiver applies solely with respect to claims or causes of action arising out of the Agreement that are brought in accordance with the laws of New York State and the commercial arbitration rules of the American Arbitration Association;
3. The Waiver is solely in favor of GoCardless and does not extend to any other person, company, or entity;
4. The Limited Waiver does not waive the immunity of Tlingit & Haida's officers, employees, officers, agents, and members;
5. This Waiver is not to be construed as a waiver of or consent to attachment, execution, levy, encumbrance, or other judicial process upon:
 1. Any real property, or interest in real property, of Tlingit & Haida or its sub-entities, whether held in fee, in trust for the benefit of Tlingit & Haida or any tribal citizen by the United States, or as restricted fee simple land; or
 2. Any federal, state, or grant funds held, or to be received by, Tlingit & Haida, in trust or otherwise.


ADOPTED this 16th day of May 2025, by the Executive Council of the Central Council of Tlingit & Haida Indian Tribes of Alaska, by a vote of 6 yeas, 0 nays, 0 abstentions and 0 absences.

CERTIFY



President Richard J. Peterson

ATTEST



Tribal Secretary Jacqueline L. Pata