Seeking Board Members for the Hualapai Tribal Utility Authority (HTUA)

On September 24, 2014, the Hualapai Tribal Council adopted the Hualapai Tribal Utility Authority Governing Ordinance. This is a significant step toward self-determination in the realm of public utilities for the Hualapai Tribe.

Established as an institution of Tribal government, the five members of the Hualapai Tribal Utility Authority board will be chosen by Council. As noted in Section 107.b.3, of the Ordinance, the HTUA Board is authorized to acquire, construct, operate, maintain, promote, and expand electric power service, and eventually water service, and sewage service at Grand Canyon West and on such other locations within the Hualapai Reservation and on other Tribal lands under the jurisdiction of the Hualapai Tribe as the Tribal Council may deem appropriate. The HTUA board is delegated full authority and responsibility for the management and operation of HTUA consistent with the Ordinance.

At this time, the Tribe is seeking candidates from the community to apply for Board membership to help launch this new and important function of Tribal government. Board members must have certain qualifications as follows:

- Three members of the Board shall be members of the Community who have sufficient education, experience, and sound judgment to learn basic utility business practices and procedures.
- The remaining two members of the Board may be members or non-members of the Community and shall have not less than ten years' experience in business management of substantial character and at least one of such members shall have had substantial experience in the management and operation of an electric utility.
- No employee of the Bureau of Indian Affairs, employee of the HTUA or member of the Tribal Council shall be a member of the Board (Section 202.a).

For the initial Board, three members shall be appointed for a term of three years and two for a term of two years, or until their qualified successors have been appointed. Thereafter, all terms shall be for three years. Board members shall be eligible for reappointment (Section 202.b.2).

The Board shall function in much the same capacity as an elected Board of Directors of a chartered municipal electric utility, and shall be responsible for making investment decisions, subject to certain limitations; for the establishment and maintenance of effective operating policies; the selection of management personnel; and for continuous supervision of performance (Section 203.a.2).

Members of the Board shall be reimbursed for expenses incurred in attending its meetings, and the Board in its discretion may propose a fee to be paid to its members (subject to approval by the Tribal Council) on a per-meeting or annual basis (Section 203.a.6).

The Board shall make annual and quarterly reports to the Tribal Council (Section 203.a.7) and hold meetings quarterly and annually (Section 204).

The HTUA will hire a general manager for the day-to-day operations (Section 206).

For a full list of the Board's powers, duties and responsibilities, see the ordinance posted at: http://hualapai-nsn.gov/ Candidates are highly encouraged to read the ordinance in its entirety before applying for Board membership. Hard copies of the Ordinance are available at the Tribal Office and at the Planning Office, 887 Highway 66.

To candidates, please prepare a typed narrative not to exceed 1,000 words offering your qualifications (resume) and general motivation to be a member of the Hualapai Tribal Utility Authority Board and what you hope to achieve while on the Board. Please bring or e-mail your letter of interest to the Tribal Office, 941 Hualapai Way, Peach Springs, Arizona, attention Christine Lee, by Monday, October 27, 2014, at 5:00 PM. Thank you for your thoughtful consideration of this offer and desire to enhance utility services on the Hualapai Reservation.

HUALAPAI TRIBAL UTILITY AUTHORITY

GOVERNING ORDINANCE

September 24, 2014
Adopted by Hualapai Tribal Council Resolution No. 63-2014

HUALAPAI TRIBAL UTILITY AUTHORITY

GOVERNING ORDINANCE

July 2, 2014

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HUALAPAI TRIBAL COUNCIL
RESOLUTION NO. 63-2014
OF THE GOVERNING BODY OF THE
HUALAPAI TRIBE OF THE HUALAPAI RESERVATION

(Adoption of the Hualapai Tribal Utility Authority Ordinance)

WHEREAS, the Hualapai Tribe is a federally recognized Indian Tribe located on the Hualapai Indian Reservation in northwestern Arizona with authority vested in the Hualapai Tribal Council by the Constitution approved March 31, 1991; and

WHEREAS, the Tribe seeks application to USDA/Rural Utilities Service for a multi-million dollar loan to construct a power line along Diamond Bar Road to bring low-cost electricity from the regional grid to Grand Canyon West; and

WHEREAS, establishing a Tribal Utility Authority is a key pre-requisite in applying for a USDA/Rural Utilities Service loan to ensure that the loan is repaid in a timely fashion; and

WHEREAS, the Hualapai Tribal Utility Authority will be established as an institution of Tribal government with a five-member board of directors appointed by Tribal Council; and

WHEREAS, the Hualapai Tribal Utility Authority board of directors is delegated full authority and responsibility for the management and operation of HTUA consistent with this Ordinance; and

WHEREAS, the Hualapai Tribal Utility Authority is authorized to acquire, construct, operate, maintain, promote, and expand electric power service, water service, and sewage service at Grand Canyon West and on such other locations within the Hualapai Reservation and on other Tribal lands under the jurisdiction of the Hualapai Tribe as the Tribal Council may deem appropriate; and

WHEREAS, the Hualapai Tribal Utility Authority is authorized to enter into contracts and incur debt; and

NOW, THEREFORE BE IT RESOLVED that the Hualapai Tribal Council approves the formation the Hualapai Tribal Utility Authority to serve Grand Canyon West and lands related thereto.

CERTIFICATION

I, the undersigned as Chairwoman of the Hualapai Tribal Council hereby certify that the Hualapai Tribal Council of the Hualapai Tribe is composed of nine (9) members of whom

Constituting a quorum were present at a **Special Council Meeting** thereof held on this **24th day of September, 2014;** and that the forgoing resolution was duly adopted by the affirmative vote of **seven (7) - in favor, one(1) - opposed, one (1) – excused,** pursuant to the authority of Article V, Section (a) of the Constitution of the Hualapai Tribe approved March 13, 1991.

Sherry J. Counts, Chairwoman,
HUALAPAI TRIBAL COUNCIL

ATTEST;

Ronald Two Bulls, Administrative Assistant
HUALAPAI TRIBAL COUNCIL

PART 1. GENERAL PROVISIONS

Section 101. Purpose

The purpose of this Ordinance is to authorize the establishment of a tribal utility authority to provide electric power service, water service, and sewage service at certain locations within the Hualapai Reservation and on other Tribal lands under the jurisdiction of the Hualapai Tribe.

Section 102. Findings

The Hualapai Tribal Council hereby makes the following findings:

(a) The availability of electric utility service, water service, and sewage service is a necessity for economic development within the Hualapai Indian Reservation.

(b) To the extent electric utility service, water service, and sewage service is not available on certain lands within the Reservation, or is available but the conditions of such service are less than adequate in terms of reliability and/or reasonableness of costs of service, then the political integrity and economic security of the Hualapai Tribe are threatened, as well as the health, welfare, and safety of tribal citizens and other persons residing, doing business, or visiting within the territory of the Hualapai Tribe.

(c) As the governing body of a sovereign Indian nation, the Tribal Council has the authority, pursuant to the Constitution of the Hualapai Indian Tribe of the Hualapai Indian Reservation, Arizona ("Hualapai Constitution"), to enact legislation establishing a tribal utility authority within the Hualapai Reservation.

(d) Formation of a tribal utility authority will enable the Hualapai Tribe to improve electric utility service, water service, and sewage service within the Hualapai Reservation and on other Tribal lands under the jurisdiction of the Hualapai Tribe.

Section 103. Establishment

The Tribal Council hereby establishes the Hualapai Tribal Utility Authority (HTUA). The HTUA shall be operated and governed in accordance with the provisions of this Ordinance, including any subsequent amendments to this Ordinance.

Section 104. Name, Location, and Place of Business

(a) The name of the entity established by this Ordinance is the Hualapai Tribal Utility Authority, which is referred to herein as "HTUA" or the "Utility."

(b) The principal place of business and the office of HTUA shall be Grand Canyon West (GCW), a Hualapai Tribal Enterprise. The Board of Directors in its judgment may authorize additional offices at such other locations as it deems appropriate.

Section 105. Seal

The Board of Directors shall adopt a seal in such a form and with such symbols, designs, size, and colors as shall be determined by the Board. The seal shall bear the full name "HUALAPAI TRIBAL UTILITY AUTHORITY" and shall include the words "HUALAPAI TRIBE" and the year "2014."

Section 106. Duration

The duration of HTUA is perpetual.

Section 107. Mission

(a) The missions of HTUA are several:

(1) To establish and maintain electric power service for GCW;

(2) To establish and maintain water service for GCW;

(3) To establish and maintain sewage service for GCW;

(4) To establish and maintain such services for such other locations within the Hualapai Reservation and on other Tribal lands under the jurisdiction of the Hualapai Tribe as the Tribal Council may deem appropriate pursuant to Section 108 of this Ordinance.

(b) In the accomplishment of its mission, HTUA is authorized to carry out the following kinds of activities:

(1) To plan for, provide, and furnish utility services to GCW. Such utility services shall include electric power service, water service, and sewage service. Such services may include other energy-related services, including energy conservation and the use of renewable energy technologies.

(2) To promote the use of HTUA's services where available in order to improve the health and welfare of residents of the Reservation and to facilitate economic development.

(3) To acquire, construct, operate, maintain, promote, and expand electric power service, water service, and sewage service at GCW and on such other locations within the Hualapai Reservation and on other Tribal lands under the jurisdiction of the Hualapai Tribe as the Tribal Council may deem appropriate pursuant to Section 108 of this Ordinance.

(4) To operate utility services so as to provide revenue sufficient to service debt on particular component projects as may be required by creditors on such component projects.

(5) To do everything necessary, proper, and advisable, or convenient for the accomplishment of the mission set forth in this section, and to do all things incidental to or connected with such mission, which are not forbidden by law, this Ordinance, or the Hualapai Constitution.

Section 108. Authority to Modify Mission

The Tribal Council may enlarge or otherwise modify the mission(s) of HTUA as it deems appropriate in the future. This authority includes, but is not limited to, the authority to provide for additional utility services (e.g., garbage, telecommunications, etc.) and the authority to provide service to locations other than GCW, all as the Tribal Council may deem appropriate in the future.

Section 109. Definitions

Community means the Hualapai Tribe.

Customer means any individual, business, or government entity which is provided services of HTUA, or which seeks to have provided services of HTUA and is located within the service area thereof.

Electric service means the delivery of electric energy or power by the Utility to the point of delivery pursuant to a service agreement or special contract, and includes all activities incident to said delivery, including (but not limited to) development of such infrastructure as may be required to effectuate delivery of electricity generated off-reservation. Electric service shall be carried out in such manner as set forth in the operations manual and in compliance with any and all restrictions set by a federal government agency which has loaned or granted funds for the acquisition, construction, or operation of electricity service infrastructure (including but not limited to electricity transmission and/or distribution lines).

HTUA or *Utility* means the Hualapai Tribal Utility Authority established pursuant to this Ordinance.

HTUA office(s) or *Utility office(s)* means the current or future facility or facilities of HTUA which are used for conducting general business.

Operations manual means HTUA's written compilation of its procedures and practices which govern service provided by HTUA.

Rates means the charges established in rate schedule(s) for services provided to a customer.

Service agreement means the written form provided by HTUA which constitutes a binding agreement between the customer and HTUA for service except for service provided under a special contract.

Service fees means the charge for providing administrative or customer service to customers, prospective customers, and other entities having business relationships with HTUA.

Special contract means a written agreement between HTUA and a customer for special conditions of service. A special contract may include, but is not limited to, such items as: Street or area lights, traffic lights, irrigation pumping, unmetered services, system extensions and extended payment agreements.

Water service means the delivery of water by the Utility to the point of delivery pursuant to a service agreement or special contract, and includes all activities incident to said delivery, including (but not limited to) development of such infrastructure as may be required to effectuate delivery of adequate water to the point of delivery. Water service shall be carried out in such manner as set forth in the operations manual.

Wastewater service means the delivery of wastewater by the Utility from the point of collection to a designated storage or treatment facility pursuant to a service agreement or special contract, and includes all activities incident to said delivery, including (but not limited to) development of such infrastructure as may be required to effectuate such delivery. Water service shall be carried out in such manner as set forth in the operations manual.

Section 110. Reports to Tribal Council

(a) The Board of Directors (Board) shall submit a report to the Tribal Council on an annual basis. The report shall include, but not be limited to, financial conditions, proposed budget for the upcoming fiscal year, rates for various classes of consumers, progress on HTUA's mission, and other pertinent utility matters. Any actions that the Board plans to take in the upcoming year that appear to require approval by the Tribal Council shall be highlighted in the annual report, including any request for the appropriation of tribal funds for the operation of HTUA. The Board may assign the General Manager the responsibility for preparing the report, although it shall be presented to, and must be approved by, the Board before being submitted to the Tribal Council. Failure to seek Council approval in an annual report will not necessarily preclude HTUA from taking a planned action, but, if Council approval is required, a supplemental report to the Council (followed by Council approval) shall be required.

(b) The Board shall also submit a separate report to the Tribal Council on a quarterly basis. The quarterly report shall include, but need not be limited to, a summary of the matters discussed at the quarterly Board meeting required by Section 204(a). A minute book recorded at the quarterly meeting and enclosed under appropriate cover may be submitted to the Tribal Council in satisfaction of this quarterly reporting requirement.

Section 111. Amendments

This Ordinance is subject to amendment by the Tribal Council. The Board shall maintain an updated version of this Ordinance for public inspection, which shall incorporate all enacted amendments, along with such explanatory notes as the Board deems appropriate.

PART 2. ADMINISTRATION

Section 201. Control of Operations

It is intended that control and operation of HTUA shall be patterned as closely as feasible on the lines of a chartered municipal electric utility of similar magnitude, with a Board of Directors comparable to a Board of Directors of such a utility. The General Manager shall be responsible for the day-to-day operations of HTUA, subject to oversight by the Board of Directors.

Section 202. Board of Directors

(a) Composition

(1) The Board shall consist of five members, all of whom shall be appointed in accordance with subsection (b) of this section, and subject to removal pursuant to subsection (c).

(2) Three members of the Board shall be members of the Community who have sufficient education, experience, and sound judgment to learn basic utility business practices and procedures.

(3) The remaining two members of the Board may be members or non-members of the Community and shall have not less than ten years' experience in business management of substantial character and at least one of such members shall have had substantial experience in the management and operation of an electric utility.

(4) No employee of the Bureau of Indian Affairs, employee of HTUA or member of the Tribal Council shall be a member of the Board.

(5) Before appointing the initial Board of Directors the Tribal Council must set a date and time for the annual Board meeting as provided in Section 204(b) of this Ordinance.

(b) Appointments and Terms of Office

(1) All appointments shall be made by the Tribal Chairperson, subject to confirmation by the Tribal Council.

(2) For the initial Board, three members shall be appointed for a term of three years and two for a term of two years, or until their qualified successors have

been appointed. Thereafter, all terms shall be for three years. Board members shall be eligible for reappointment.

(3) The Board shall inform the Tribal Council, in writing, at least 90 days, but not more than 120 days, before the expiration of a Board member's term and may make recommendations regarding reappointment or possible replacement candidates.

(c) Removal, Resignations, and Vacancies

(1) Any member of the Board may be removed by the Tribal Council after a majority of the Board has recommended such removal in the Board's judgment as in the best interest of HTUA. The Council may, on its own initiative, order the removal of a Board member.

(2) Any member of the Board may resign at any time by giving written notice to the Chairperson of the Board and to the Tribal Council. Resignations shall become effective at the time specified in said notice and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(3) Any vacancy on the Board because of death, resignation, removal or other cause shall be filled with a person of suitable experience and qualifications such that the requirements of Section 202(a) are met. Pending such appointment the vacancy shall be filled by the Tribal Chairperson, subject to confirmation of the Tribal Council.

Section 203. Board Powers and Duties

(a) In General. The direction of purpose and exercise of powers by the Board shall be subject to applicable Federal and Tribal laws and regulations. The Board shall direct the purposes and exercise the following powers and duties:

(1) The Board is delegated full authority and responsibility for the management and operation of HTUA consistent with this Ordinance.

(2) The Board is authorized to direct the operations to accomplish the missions set forth in Section 107 of this Ordinance and to exercise the powers set forth in subsection (b) below without prior authorization or subsequent approval (except as indicates herein) and all parties dealing with HTUA shall have the right to rely upon any action taken by the Board pursuant to such authorization.

(3) The Board shall exercise full power and shall be responsible for the custody and management, operation, inventory, and maintenance of all utilities and facilities; and for the taking of any and all usual necessary and convenient

actions incidental thereto including, should it be deemed advisable or desirable, the borrowing of funds, and the making of contracts or commitments necessary to the functioning of HTUA.

(4) The Board shall function in much the same capacity as an elected Board of Directors of a chartered municipal electric utility, and shall be responsible for making investment decisions, subject to the limitations contained herein or in any advance of funds; for the establishment and maintenance of effective operating policies; the selection of management personnel; and for continuous supervision of performance.

(5) The Board shall exercise its authorized powers in the best interest of the Community within the limits of responsible business judgment and such requirements as may be established by creditors at or before such time as funds are extended by said creditors. The Board shall not incur contract obligations in excess of the ability of HTUA to make payments on due dates.

(6) Members of the Board shall be reimbursed for expenses incurred in attending its meetings, and the Board in its discretion may propose a fee to be paid to its members (subject to approval by the Tribal Council) on a per-meeting or annual basis.

(7) The Board shall make annual and quarterly reports to the Tribal Council as required by Section 110.

(8) The Board shall establish policies and procedures, giving usual and essential latitude to the General Manager and his delegated employees, but establishing limitations on amounts which may be expended without specific approval by the Board.

(9) No contract or other transaction between HTUA and any one of the members of the Board, or between the Utility and any corporation, partnership, firm, or other legal entity in which one or more members of the Board has an interest in directly or indirectly shall be valid, unless the entire interest of the Board member or members in such corporation, firm, or legal entity is fully disclosed to the Board and the proposed contract or transaction is approved, ratified, or affirmed by the vote of at least a majority of the entire Board who are not so interested.

(b) Enumerated Powers. Subject to Tribal Council approval where required and applicable Tribal and Federal regulations, and solely in furtherance of the missions set forth in Section 107 of this Ordinance, the Board shall have the following powers:

(1) Facilities. The Board shall exercise full authority and shall be responsible for the custody, management, maintenance and operation of all electric power, water, and wastewater services-related property and facilities owned and

operated by the Tribe and which entirely serve GCW or such other locations as the Tribal Council may deem appropriate pursuant to Section 108 of this Ordinance. Facilities under Board custody, management, maintenance and operation shall include such expansions and enlargement of the aforementioned facilities as shall be authorized. The Board shall also be responsible for the acquisition, planning, construction, maintenance and operation of additional authorized facilities including the negotiation and execution of engineering and construction contracts and for taking of any and all usual, necessary, and convenient actions incident thereto.

(2) Capacity to Act. The Board shall have the authority to act, and to direct its officers to act, in the same capacity as that of a natural person, but to have authority to perform only such acts as necessary, convenient, or expedient to accomplish the missions set forth in Section 107 of this Ordinance, and such as are not contrary to applicable laws and regulations.

(3) To Appoint Officers and Agents. The Board shall have the authority to elect or appoint officers, agents, engineers, auditors, attorneys and such other professional consultants as in the opinion of the Board may be needed from time to time, and to define their duties and fix their compensation. The Board, at HTUA expense, shall require the bonding of all officers, agents or employees responsible for the handling and safeguarding of funds, property or other assets of HTUA.

(4) To Act as Agency. The Board shall have the authority to act in any state, territory, district, or possession of the United States, or in any foreign country for and on behalf of HTUA.

(5) To Deal in Real Property. The Board shall have the authority to negotiate the acquisition (by purchase, exchange, lease, hire, or otherwise) of real estate of every kind, character and description and any interest therein, necessary or incidental to the missions set forth in Section 107 of this Ordinance except as prohibited by law or as limited by the Hualapai Constitution. Title to all such real property shall be taken in the name of the Hualapai Tribe and title to all trust or restricted property shall be and remain in its trust or restricted status.

(6) To Deal in Personal Property. The HTUA (acting through the Board) shall have the authority to acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in, and dispose of, either alone or in conjunction with others, personal property and interest therein and commodities of every kind, character and description necessary or incidental to the missions set forth in Section 107 of this Ordinance.

(7) To Deal in Inventions, Copyrights, and Trademarks. The Board shall have the authority to acquire by application, assignment, purchase, exchange, lease,

hire or otherwise to hold, own, use license, lease, and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for patents, licenses, formulas, privileges, process, copyrights and applications for copyrights, trademarks and applications for trademarks, and trade names, and that title of all such acquisitions shall be taken in the name of HTUA for the Tribe.

(8) To Execute Guaranties. The Board shall have the authority to make any guaranty respecting indebtedness, interest, contracts, or other obligations lawfully entered into by or on behalf of the Utility, to the extent that such guaranty is made in pursuance of the missions set forth in Section 107 of this Ordinance, provided that no such guaranty in excess of Fifty Thousand Dollars ($50,000.00) shall be made without the prior written approval of the Tribal Council. Any such guaranty shall conform to any applicable requirements of the Hualapai Constitution.

(9) Depositories. The Board shall have the authority to designate and approve all depositories used for the deposit of funds of the Utility.

(10) The Board shall have the authority to enter into, make, perform, and carry out or cancel and rescind, contracts for any lawful purpose pertaining to its business necessary or incidental to the missions set forth in Section 107 of this Ordinance, including the negotiation of contracts that are subject to 25 U.S.C. § 81 as may be amended, which shall, as therein provided, become effective only upon the approval of the Secretary of the Interior. However, the Board must obtain Tribal Council approval for any expenditures, or before entering into any contract or agreement which would require expenditure, in an amount greater than Fifty Thousand Dollars ($50,000.00).

(11) To Approve Budgets. The Board shall have the authority to grant initial approval to annual HTUA budgets, and to make final approval action with reference to the use of funds under the exclusive control of HTUA for operating and capital addition purposes. With respect to funds in HTUA's budget that are appropriated by the Tribal Council from Tribal funds for use by HTUA, or that are obtained under authority of the Tribe through grant or contract, the expenditure of such funds by the Board must be in accordance with a budget that has been approved by the Tribal Council.

(12) To Issue Bonds. The Board is authorized to issue bonds to finance investments made by HTUA, provided that such bonds meet the requirements for bonds issued by tribal governments pursuant to the Indian Tribal Government Tax Status Act, 24 U.S.C. § 7871. Any such bond issue must have the prior approval of the Tribal Council and may be subject to a referendum pursuant to the Hualapai Constitution. Prior to any initial bond issuance under this provision the Tribal Council must set a maximum total

long-term indebtedness pursuant to bonds issued by HTUA, and bond issuances may not cause such indebtedness to exceed that limit.

(13) Hearings. The Board is authorized to hold public hearings to receive input from members of the Tribe and the general public on any topic on which the Board determines that such input would be useful.

(c) Ancillary Powers. The Board shall have and exercise all powers necessary or convenient to implement and effect any or all of the purposes for which HTUA is organized.

(d) Powers not to be construed as purposes. The powers enumerated herein shall not be construed as purposes of HTUA, but HTUA shall have and exercise such powers solely in furtherance of, but not in addition to, the mission set forth in Section 107 of this Ordinance.

Section 204. Meetings of the Board

(a) Quarterly Meetings. The Board shall meet at least quarterly upon notice establishing the time and place.

(b) Annual Meetings. The annual meeting of the Board shall be held at HTUA's principal place of business, or at such other place as the Board shall direct or as shall be established by the notice. The date and time of such meeting shall be the same from year to year and shall be established before appointment by the Tribal Council of the initial Board of Directors.

(c) Special Meetings. Special meetings of the Board may be held upon notice given by the Chairperson, or Secretary, or by any three members of the Board, at such place as the Board shall direct or as shall be established by the notice.

(d) Notice. Notice of meetings stating the date, time, and location shall be given in writing properly addressed to each Board member according to the latest available HTUA records, not less than five days immediately preceding the meeting, excluding the day of the meeting. If notice is issued more than sixty days prior to the meeting date, a supplemental notice shall be provided less than thirty days prior to the meeting date.

(e) Waiver of Notice. The notice may be waived in writing signed by the Board member or members entitled to such notice whether before or after the time stated therein and such waiver shall be deemed equivalent to the giving of such notice. Attendance of any member at such quarterly or special meeting shall constitute waiver of notice.

(f) Quorum. Three members of the Board shall constitute a quorum for the transaction of any business. The act of the majority of the Board members present and voting at a meeting at which a quorum is present shall be the act of the Board.

Section 205. Officers of the Board

(a) The officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer. At the discretion of the Board there may be an Assistant Secretary and/or and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer positions may be held by the same member.

(b) The officers of the board shall have the following duties and such other duties as may be determined by resolution of the Board, not inconsistent with this Ordinance.

(1) The Chairperson shall, if present, preside at all meetings of the Board and shall perform all the duties incident to the office of the Chairperson of the board and such other duties as may be delegated to the Chairperson by the Board.

(2) The Vice Chairperson shall act in the capacity of the Chairperson in the absence of the latter, and shall discharge any other duties designated by the Chairperson.

(3) The Secretary shall perform all duties incident to the office of Secretary, and such other duties as may, from time to time, be assigned by the Board or the Chairperson.

(4) The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may, from time to time, be assigned by the Board or the Chairperson. The Treasurer shall render, or cause to be rendered, to the Chairperson and Board whenever required, an account of all transactions as Treasurer and the financial condition of HTUA. The Treasurer shall, at the expense of HTUA, give a bond for the faithful performance and discharge of duties as Treasurer in such amount, or so conditioned, and with such surety or sureties as the Board may require.

(5) The Assistant Secretary and Assistant Treasurer, if appointed, shall assist the Secretary and Treasurer, respectively, in the accomplishment of their duties as specified in this Section.

(c) The officers of the Board shall be chosen annually by the Board at its annual meeting.

(d) Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of HTUA and/or the mission of HTUA will be served thereby.

(e) Any officer may resign as an officer at any time by giving written notice to the Board, or to the Chairperson, or Secretary, such resignation to take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy in any office because of death, resignation, removal, or any other cause may be filled for the unexpired part of the term at the next regular meeting of the

Board. Resignation from the Board and appointments to fill vacancies on the Board are governed by Section 202 of this Ordinance.

Section 206. General Manager

The General Manager shall be employed by the Board under a written employment contract and shall be responsible to the Board. The General Manager must have experience in the management or operation of an electric utility, or experience relevant thereto. The delegations to the General Manager and his/her duties and responsibilities shall be specified in the applicable Board policies.

Section 207. Indemnification of Board Members and Employees

HTUA shall indemnify any officer, employee, or member of the Board or former officer, employee, or member of the Board, or any person who may have served at its request as an officer, employee, or member of the Board, against reasonable expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being, or having been such officer, employee, or member of the Board except in relation to such matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty, or except in relation to matters in which he/she was an employee acting beyond the scope of his/her employment. HTUA shall also reimburse to any officer, employee, or member of the Board reasonable costs of settlement of any such action, suit, or proceeding if it shall be found by a majority of the Board other than Board members involved in the matter (whether or not a quorum exists) that it is in the best interest of HTUA and the Hualapai Tribe that such a settlement be made and that such officer, employee, or member of the Board was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights which such officer, employee, or member of the Board may be entitled to receive.

Section 208. Bonds and Notes for Support of the Utility

(a) No Material Change during Terms of Notes and Bonds. The Hualapai Tribal Council does hereby pledge to contract and agree with any person, firm, or corporation, or any federal, tribal, or state agency subscribing to or acquiring notes or bonds of HTUA issued for purposes of HTUA, that it obligates itself not to limit or alter the rights or powers vested in HTUA in any material way until such notes or bonds, at any time issued, together with interest thereon, are fully met, paid, and discharged.

(b) No Material Change Respecting Federal Creditors or Federal Contributors of Funds. The Hualapai Tribal Council does further pledge to contract and agree with any federal agency (including but not limited to the Rural Utility Service) that, in the event such agency shall loan or contribute any funds for construction, extension, improvement or enlargement of any facilities, the Hualapai Tribal Council will not alter or limit the rights or powers of HTUA in any manner that would be inconsistent with the continued operation and maintenance of such facilities or the extension, improvement, or enlargement thereof, or which would be inconsistent

with the due performance of any agreements between HTUA and any such federal agency; and HTUA shall continue to have and may exercise all rights and powers under this ordinance, so long as the same shall be necessary or desirable for carrying out its purposes and those of any federal agency loaning or contributing funds for the construction, extension, improvement, or enlargement of any facilities.

(c) Remedies of Note or Bond Holders. Subject to any contractual limitations binding upon the holders of any issue of notes or bonds, or trustees for such holders, including but not limited to the restriction of the exercise of any remedy to a specified proportion or percentage of such holders, any holder of any note or bond, or trustee for such holder, shall have the right and power, for the equal benefit and protection of all holders of notes or bonds similarly situated:

(1) By mandamus or other suit, action, or proceeding at law or in equity in the Courts of the Hualapai Tribe to compel HTUA and its Board, officers, agents, or employees to perform and carry out their duties and obligations under HTUA's covenants and agreements with such holders;

(2) By action or suit in equity to require HTUA and its Board to account as if they were the trustees of an express trust;

(3) By action, suit, or other proceeding at law or in equity to have a receiver appointed and/or to enforce any pledge, lien, or security agreement given in connection with the issuance of any note or bond, such enforcement right to include the power to possess, control, and sell the security in accordance with the applicable security agreement, lien, or pledge;

(4) By action or suit in equity against HTUA or its Board to enjoin any acts or things which are in violation of the rights of the note or bond holders; and

(5) To bring suit against the Utility upon the notes or bonds, security instruments, or loan contracts.

No remedy conferred by this Section upon any holder of the notes or bonds, or any trustee for such a holder, is intended to be exclusive of any other remedy, but each such remedy is cumulative and in addition to every other remedy, and may be exercised without exhausting and without regard to any other remedy conferred by this section or by any other law. No waiver of any default or breach of duty of contract, whether by any holder of the notes or bonds, or any trustee for such a holder, shall extend to or shall effect any subsequent default or breach of duty of contract or shall impair any rights or remedies thereon. No delay or omission of any note or bond holder, or any trustee for such a holder, to exercise any right or power accruing upon default shall impair any such right or power or shall be construed to be a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon such holder may be enforced and exercised from time to time as often as may be deemed expedient. In case any suit, action, or proceeding to exercise any remedy shall be determined adversely to the holder of the note or bond, or any trustee for such a holder, then in every such case HTUA and

such holder, or trustee, shall be restored to their former positions and rights and remedies as if no such suit, action, or proceeding had been brought or taken.

(d) Limited Waiver of Sovereign Immunity. Subsections (b) and (c) of this Section shall be construed as an explicitly limited exception to the sovereign immunity of the Hualapai Tribe and shall not be construed to waive any immunity of the Hualapai Tribe, nor to extend any liability to any assets, revenues, or incomes of the Hualapai Tribe, other than those of HTUA. The waiver in subsection (c) is expressly limited to actions in the Courts of the Hualapai Tribe. A waiver of sovereign immunity pursuant to this Section may require a referendum in accordance with the Hualapai Constitution.

Section 209. Enforceability of Contracts

(a) Contracts in the Course of Utility Operations. HTUA is authorized to enter into contracts in the course of conducting its operations, and such contracts shall be enforceable in a proceeding at law or in equity in the Courts of the Hualapai Tribe in accordance with this Section. The Board shall develop a standard clause (in accordance with subsection (b) below) to be included in such contracts, which shall be presented to the Tribal Council for approval. Once such a clause has been approved by the Tribal Council, no further action by the Council is required for such a contract to be enforceable in the Courts of the Hualapai Tribe. Until such a standard clause has been approved, or in the event that a party to a contract with HTUA does not agree to be bound by the standard clause, a clause on enforceability of any such contract will require approval by the Tribal Council.

(b) Enforceability of Service Agreements and Special Contracts. The Board shall develop a standard clause to be included in its service agreements and special contracts with customers to ensure that such contracts can be enforced in the Courts of the Hualapai Tribe. The standard clause may limit the extent to which HTUA will be liable for damages resulting from power outages, disruptions in water or wastewater services, or other service failures. This standard clause shall be presented to the Tribal Council for approval. Once such a clause has been approved by the Council, no further action by the Council is required for such a contract to be enforceable in the Courts of the Hualapai Tribe.

(c) Limited Waiver of Sovereign Immunity. Subsections (a) and (b) of this Section shall be construed as an explicitly limited exception to the sovereign immunity of the Hualapai Tribe and shall not be construed to waive any immunity of the Hualapai Tribe, nor to extend any liability to any assets, revenues, or incomes of the Hualapai Tribe, other than those of HTUA. A waiver of sovereign immunity pursuant to this Section may require a referendum in accordance with the Hualapai Constitution.

Section 210. Accounting and Fiscal Year

A modern accounting system shall be established and installed in conformity with accounting principles generally accepted in the utility business. The accounting system shall insure the availability of information as may be necessary to comply with any applicable Federal,

State, and Tribal regulatory requirements. Use of automatic data processing is encouraged. The fiscal year of HTUA shall be from October 1 to September 30.

Section 211. Records, Inspections, and Audits

The books, records, and property of HTUA shall be available for inspection at all reasonable times by authorized representatives of the Tribal Council. The accounts and records of HTUA shall be furnished to the parties receiving copies of the financial and operating statements and to the Tribal Council.

Section 212. Insurance

Insurance, including liability, adequate and sufficient to protect the interests of the United States and the Tribe from loss by fire and other disaster shall be carried by HTUA.

PART 3. OPERATIONS

Section 301. Operations Manual

The General Manager shall prepare and present to the Board for its approval an Operations Manual for HTUA. The Operations Manual shall be a written compilation of its procedures and practices which govern service provided by HTUA and shall include such information as the Board directs, or the General Manager determines should be included, to supplement the information set out in this Ordinance. The Operations Manual may be altered, amended, or repealed by the Tribal Council at any regular or special meeting, provided notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal and shall be at least fourteen (14) days prior to the meeting.

Section 302. Annual Budget

The General Manager shall prepare and present to the Board for its approval an annual budget for HTUA. The timing of the preparation and Board approval of the annual budget shall be done in a way that is coordinated with the budget process used by the Tribal Council. To the extent that HTUA's annual budget includes planned expenditures of any tribal funds or federal funds subject to control of the Tribal Council, HTUA's budget must be approved by the Tribal Council.

Section 303. Five Year Plan

The Board is responsible for preparation of a five-year plan for the development of HTUA, which shall include plans for accomplishment of the mission specified in Section 107(a)(1) above and shall, at the Tribal Council's option, include plans for accomplishment of the missions specified elsewhere in Section 107(a). The five-year plan shall be updated in a biennial basis. The plan shall be available for review by tribal members and the general public, and the Board shall accept written comments on the five-year plan on an ongoing basis.

Section 304. Rates and Other Charges for Services

(a) Setting Rates. The Board shall propose all rates and surcharges for utility services, and when adopted by the Tribal Council shall become effective at such time as the Council shall determine. Upon a petition being filed by any fifty (50) users, HTUA shall, af ter giving such notice as the Board determines adequate, hold a formal public hearing to review such rates and charges.

(b) Rate Considerations for Electricity Service. In setting rates for electricity services, the Board must set rates in amounts sufficient (at a minimum) to satisfy the requirements of any

federal agency (including but not limited to the Rural Utility Service) which has provided a loan or grant to HTUA for electricity-related purposes and which requires sufficient rates in order to make its loan or grant. The Board, acting (as it may) through the General Manager and/or authorized agents of the Board or General Manager, may consult with any such agency throughout the ratemaking process as necessary in order to ensure compliance with the above. The Board is also authorized to adopt rate designs that encourage energy efficiency and/or the distributed generation of electricity using renewable energy technologies.

(c) Classes of Service. The Board may establish different classes of service that are subject to different rates. The rationale for any such classes of service must be specifically explained to the Tribal Council when the rate design is presented for Council approval.

(d) Appeals. The Board shall establish procedures for appeals of rate decisions to the Council. However, in processing such appeals the Council shall be bound by the Rate Considerations for Electricity Services contained in Section 304(b) of this Ordinance.

Section 305. Conservation Services

HTUA is authorized to develop programs and provide services to help households, businesses, and other users to adopt efficiency and conservation measures to reduce their demands for electric power and/or water.

Section 306. Solar and Renewable Energy Services

HTUA is authorized to develop programs and provide services to help households, businesses, and other energy users to make use of technologies that use solar energy and other renewable energy resources, including but not limited to technologies that produce electric power.

Section 307. Information and Educational Services

HTUA is authorized to develop programs and provide services to help Customers become more informed about the full range of issues relating to the services provided by HTUA.