



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

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

Resolution EC 23-35

Title: Limited Waiver of Sovereign Immunity for EZClaim Services Agreement

WHEREAS, the Central Council of Tlingit & Haida Indian Tribes of Alaska (Tlingit & Haida) is a federally recognized tribe with more than 35,000 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 intends to enter into a Services Agreement and Business Associate Agreement (the “Agreement”) with EZClaim Software, LLC (“EZClaim”) for the provision of medical billing software services related to Medicaid claim processing necessary for the reimbursement of costs associated with services provided by Community and Behavioral Services; and

WHEREAS, the Agreement requires a limited waiver of sovereign immunity for disputes related to the Agreement (the “Limited Waiver”);

NOW THEREFORE BE IT RESOLVED, that the Executive Council of the Central Council of Tlingit & Haida Indian Tribes of Alaska hereby determines 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 EZClaim, subject to the following limitations:

1. The Limited Waiver is solely in favor of EZClaim and shall not extend to any other person, agency, or entity;
2. The Limited Waiver applies solely with respect to claims or causes of action relating to the Agreement that are brought in accordance with the laws of, and subject to the jurisdiction of, the State of Delaware;
3. The Limited Waiver is not to be construed as a waiver of or consent to the attachment, execution, levy, encumbrance, or other judicial process upon:
  - a. any real property, or interest in any 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

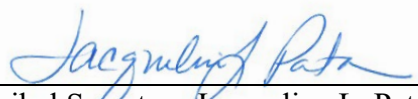
- b. any federal, state, or grant funds held, or to be received, by Tlingit & Haida, in trust or otherwise;
- 4. The Limited Waiver does not waive the sovereign immunity of Tlingit & Haida's employees, officers, agents, and members.

ADOPTED this 17<sup>th</sup> day of April 2023, 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**

  
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President Richard J. Peterson

**ATTEST**

  
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Tribal Secretary Jacqueline L. Pata