



UPPER MATTAPONI TRIBE

RESOLUTION NO. 2024-22

**LAND PURCHASE APPROVAL FOR 7772 RICHMOND TAPPAHANNOCK HWY, AYLETT,
VA 23009, PARCEL C, TAX MAP #22-34D**

A Resolution to approve and authorize the purchase of 1.00 acre of land from Darrell Kellum, Inc., including a limited waiver of sovereign immunity for the Old Republic National Title Insurance Company, necessary to finalize the contract and ensure compliance with other applicable laws.

At a duly called Special Session of the Upper Mattaponi Tribe Council held this 12 day of September, 2024, the following Resolution and Law were adopted.

WHEREAS, the Upper Mattaponi Tribe (the "Tribe") is an Indian Tribe that has existed from time *in memorial* and is federally recognized on a government-to-government basis by the United States of America; and

WHEREAS, the Tribe has the authority, pursuant to the limitations of its Constitution (the "Constitution") and laws, to enter into contractual agreements, to buy, sell, and lease land, and among other things, to waive its sovereign immunity for purposes thereof; and

WHEREAS, through its leadership, the Tribe wishes to conclude a Purchase and Sale Agreement (the "Contract") with Darrell Kellum, Inc. for the purchase of 7772 Richmond Tappahannock Hwy, Aylett, VA 23009, Parcel C, 1.00 Acre, Tax Map #22-34D, (the "Land"); and

WHEREAS, the leadership of the Tribe has determined that owning the Land represents a substantial benefit or advantage to the Tribe, as it aligns with the Tribe's goals and is available at a reasonable price at this time; and

WHEREAS, entering into such Contract and closing the purchase of the Land requires the execution the Contract and various agreements, certifications, statements, affidavits, and other similar documents, which may be necessary and convenient; and

WHEREAS, the Upper Mattaponi Tribe Council ("the Council") wishes to approve and ratify the purchase of the Land from Darrell Kellum, Inc.; to approve, authorize and/or ratify the Tribe entering into the Contract; together with such other actions as may be necessary and appropriate to effectuate its purposes, and to authorize W. Frank

Adams, in his capacity as Chief of the Upper Mattaponi Tribe, to enter into the same on its behalf, to take and perform such other actions as may be necessary and convenient to consummate the same; and

WHEREAS, the purchase of the Land requires a limited waiver of sovereign immunity and the applicability of the laws of other jurisdictions to consummate the Lease Agreement; and

WHEREAS, the Constitution provides, “Only the Council and Chief may authorize a waiver of Sovereign Immunity by law enacted in accordance with the Legislative Process. Any authorization by the Council to waive Sovereign Immunity shall be specific, for a limited scope and duration, and in writing.” *See*, Constitution, Article XIII, Section 1.

NOW THEREFORE BE IT RESOLVED that the Council hereby authorizes the Chief to execute the Contract and other documents as may be necessary and convenient to close on the ownership of the Land by the Tribe;

BE IT FURTHER RESOLVED that the Council, pursuant to the Constitution at Article XIII, Section 1, authorizes the Chief to sign the attached Tribal Waiver and Consent (the “Waiver”), subject to the following limitations:

1. The Waiver is granted solely to Old Republic National Title Insurance Company, and shall not inure to the benefit of any other party;
2. The Waiver’s duration is limited to the duration of the Contract, (including the effect of any provisions providing for the survival of any obligations of the parties after closing thereof), together with any applicable statute of limitations period thereafter; and the coverage under any policy of title insurance issued to the Tribe as purchaser;
3. The Waiver applies solely to any suit, action, or proceeding arising out of or brought to enforce Tribe’s obligations under the Contract provided such suit only occurs in a suitable court in United States District Court for the District of Virginia;
4. This Waiver shall apply only to any suit, action, or proceeding in any Federal court as set forth in the Contract;
5. This Waiver is to be construed in accordance with federal law, and proceedings brought pursuant to this waiver shall be governed by laws as set forth in the Contract.

CERTIFICATION

The foregoing Resolution was duly voted upon by the Council on the 12 day of September, 2024, at a Special Session with a vote of 7 in favor and 0 opposed, 0 abstaining, and 0 absent, pursuant to the authority vested in the Council by the Constitution of the Tribe.


Secretary of the Council or Designee

SPONSOR: Owen Adams

CO-SPONSORS: Rob Adams

COUNCILMEMBERS	YES	NO	ABSTAIN	ABSENT
Rob Adams	✓			
Ken Adams	✓			
Wilma Hicks	✓			
Sonny Knighton	✓			
Desirée Dyer	✓			
Owen Adams	✓			
Beth Gondos	✓			

ASSISTANT CHIEF (Authorized to break tie votes only): _____

DELIVERY OF THE RESOLUTION AND LAW TO THE CHIEF

Resolution No. 2024-22 was presented to the Chief of the Upper Mattaponi Tribe on the 13 day of September, 2024, pursuant to Article VII, Section 5(f) of the Constitution of the Upper Mattaponi Tribe, and will become effective after signature by the Chief or veto override by the Council.


Secretary of the Council or Designee

CHIEF'S ACTIONS:

- Approved
- Veto – Returned to Council with Explanation

On this 13 day of September, 2024. W. Frank Adams
Chief

Presented to Chief and Council on the 13 day of September, 2024.

COUNCIL'S ACTIONS:

Override of the Chief's Veto –

Yes

No

COUNCILMEMBERS	YES	NO	ABSTAIN	ABSENT
Rob Adams				
Ken Adams				
Wilma Hicks				
Sonny Knighton				
Desirée Dyer				
Owen Adams				
Beth Gondos				

CERTIFICATION

The foregoing Resolution was duly voted upon by the Council on _____ day of _____, 2024, at a Regular Meeting with a vote of _____ in favor and _____ opposed, _____ abstaining, and _____ absent, pursuant to the authority vested in the Council by the Constitution of the Upper Mattaponi Tribe.

Secretary of the Council or Designee