

**TO APPROVE A LIMITED WAIVER
OF SOVEREIGN IMMUNITY IN FAVOR OF UKG KRONOS SYSTEMS LLC**

IN THE TRIBAL COUNCIL OF THE CHOCTAW NATION

ANTHONY DILLARD INTRODUCED THE FOLLOWING COUNCIL BILL

A COUNCIL BILL

TO APPROVE a limited waiver of sovereign immunity.

WHEREAS, in accordance with Article IX, Section 6 of the Constitution of the Choctaw Nation of Oklahoma (the “Nation” or “Lessee”), the Tribal Council of the Nation (the “Tribal Council”) shall make decisions pertaining to the acquisition, leasing, disposition, and management of tribal property;

WHEREAS, the Nation has determined it is in the best interests of the Nation to contract for those certain UKG Workforce Pro Management Services (the “Workforce Pro Services”) prior to the End of Life for Nation’s current Kronos workforce management software services;

WHEREAS, UKG Kronos Systems LLC, a Massachusetts limited liability company, (“UKG”), has been selected to continue to provide those certain Workforce Pro Services;

WHEREAS, the Nation intends to enter into a Master Services Agreement with UKG (the “UKG MSA”) setting forth the terms and conditions under which UKG shall provide the Workforce Pro Services;

WHEREAS, the UKG MSA contains a limited waiver of sovereign immunity from suit in favor of UKG and as limited under the terms of the UKG MSA, as more particularly set forth below (the “Waiver”);

10.14 Limited Waiver of Sovereign Immunity.

Notwithstanding anything to the contrary in this Agreement, Customer hereby provides a limited waiver of immunity (whether based on the status as a sovereign or otherwise) from suit, judgment, damages, liabilities, jurisdiction, attachment (both before and after judgment) and execution to which it might otherwise be entitled in any action or proceeding in any court relating to or in connection with Customer’s monetary and payment obligations set forth in this Agreement and also Customer’s obligations set forth in Section 2.2 of the Agreement entitled “Use Restrictions” (and any breach thereof) and agrees that it will not raise or claim or cause to be pled any such immunity in response to such actions or proceeding.

Customer expressly acknowledges and agrees that UKG is not subject to the jurisdiction of Customer’s tribal court or any similar tribal forum, and that UKG will not avail itself of any ruling or direction of the tribal court permitting or

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directing it to suspend its payment or other obligations under this Agreement. Further, the individual signing on behalf of Customer warrants and represents that Customer's Governing Tribal Entity authorized the individual to enter into this Agreement and that this Agreement constitutes the valid and legally binding obligation of the parties enforceable in accordance with its terms.

For purposes of this Agreement, "Governing Tribal Entity" is the tribal legislative body, Tribal Council.

WHEREAS, the Tribal Council has determined that it is in the best interest of the Nation to grant such a limited waiver of sovereign immunity in favor of UKG solely to the extent of, and in accordance with, the terms of the UKG MSA.

THEREFORE, BE IT ENACTED, by the Tribal Council that this Council Bill be cited as approval and authority for the grant of a limited waiver of sovereign immunity as set forth in the Waiver, in favor of UKG and in accordance with the terms of the UKG MSA.

BE IT FURTHER ENACTED by the Tribal Council that this Council Bill be cited as approval and authority that nothing contained herein is intended to, nor shall it be construed to, benefit any party other than UKG and this waiver is not subject to assignment, subrogation, or transfer of any kind.

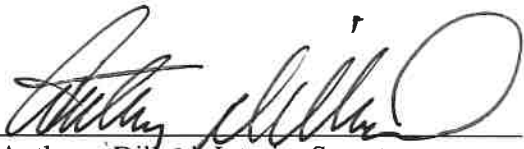
BE IT FURTHER ENACTED, by the Tribal Council that this Council Bill be cited as approval and authority that nothing contained herein is intended to, nor shall it be construed to, waive the sovereign immunity of the Nation or any of its affiliates or subsidiaries except as specifically set forth herein.

BE IT FURTHER ENACTED, by the Tribal Council that this Council Bill be cited as approval and authority that nothing contained herein is intended to, nor shall it be construed to, waive the sovereign immunity of any elected official, officer, or employee of the Nation or any of its affiliates or subsidiaries, and no waiver of immunity is provided with respect to such parties.


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CERTIFICATION


I, the undersigned, as speaker of the Tribal Council of the Choctaw Nation of Oklahoma, do hereby certify that the Tribal Council is composed of twelve (12) seats. Eight (8) members must be present to constitute a quorum. I further certify that eleven (11) members answered roll call and that a quorum was present at the Regular Session of the Tribal Council at Tvshka Homma, Oklahoma, on April 12, 2025. I further certify that the foregoing Council Bill CB- 53 -25 was adopted at such meeting by the affirmative vote of eleven (11) members, zero (0) negative votes, and zero (0) abstaining.



Anthony Dillard, Interim Secretary
Choctaw Nation Tribal Council



Thomas Williston, Speaker
Choctaw Nation Tribal Council



Gary Batton, Chief
Choctaw Nation Tribal Council

Date: 4-16-25

CB - 53 - 25

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Purpose/Need of Council Bill: This bill approves the granting of a limited waiver of sovereign immunity from suit in favor of UKG, in accordance with the terms of a proposed Master Services Agreement with said agreement governing those certain software services comprising the UKG Workforce Pro Solutions. This Council Bill supports the Nation's Tribal Strategy: Strengthen Financial Growth and Economic Sustainability.

Title of Council Bill: To Approve a Limited Waiver of Sovereign Immunity.

Division: Information Technology

Budget: \$680,600/year, with an annual 6% lift over each year of the 5-year term

Match Required: N/A

Requestor: Kelly McKaughan, Senior Executive Officer of Integrated Services, David Ledford, Chief Information Officer

Suggested Legislative Committee Review: Commerce and Finance