

# Wa'guus

*A cooperation protocol based  
on our tradition of respect*

Between

**Takla Nation Chief and Council  
and  
Sasuchan Development Corporation**



February 2020

## 1.0 REVISIONS MADE TO THIS DOCUMENT

Change #	Date	Key Updates	Who
	November 2019	Final draft to Chief and Council and Sasuchan Board of Directors	Brian Payer/Cathe Wishart/Gowlings WLG
0	February 3, 2020	Document signed	Chief and Council Sasuchan Board of Directors

This cooperation protocol will be continually updated as Takla Nation business enterprises grow and expand, and as Takla Nation implements and exercises effective business governance.

This cooperation protocol belongs to Takla Nation and will be updated and maintained through a shared responsibility by the Takla Nation Council in partnership with the Sasuchan Development Corporation (Sasuchan) Board.

At a minimum this cooperation protocol should be reviewed and updated every three years; however, to remain continuously relevant this cooperation protocol should be updated when:

- New businesses are added to the structure
- Processes between the two entities are modified
- Roles and responsibilities are modified
- Substantive policies and regulations are developed or modified

To prevent confusion and maintain control over the various versions of this Cooperation Protocol, only the Chief and Council's appointed representative and the Sasuchan Board Chair (or designate) should make modifications within the Cooperation Protocol itself and ensure that each is informed and in agreement on proposed changes to the Protocol by signing off updated versions.

**Special note:** The Takla Nation membership commonly refers to the Takla Lake Limited Partnership and Sasuchan Development Corporation as "Sasuchan" or "SDC". As this is a public document, Chief and Council and Sasuchan have used "Sasuchan" throughout the document relating to the Takla Lake Limited Partnership and related companies, which are legal creations. The Sasuchan Board Charter is available for additional information on the structure and authorities.

## **2.0 Introduction**

The Takla people regularly elect their Chief and Council, who represent the official government of Takla Nation. Chief and Council have followed the lead of other very successful Indigenous nations in Canada who have created an economic arm that is separate from the political leadership and is given the mandate and freedom to create economic wealth for the well being of the Nation and its citizens. Takla's economic structure includes a Master Limited Partnership (LP) model that effectively ensures the LP is exempt from income tax and limits the liability to the Takla Nation. This structure consists of an LP as well as a General Partner (GP). For Takla Nation, this partnership model consists of the Takla Lake Limited Partnership (TLLP) and Sasuchan Development Corporation (Sasuchan) as the GP under which could fall a series of LPs and GPs for existing and future business operations.

In alignment with the vision and goals of Takla Nation as identified through Chief and Council, Sasuchan manages and conducts all the affairs of the Limited Partnership, is liable for all debts of the LP and holds certain property of the LP in trust for the LP. As a corporation, the business and affairs of Sasuchan are managed by a Board of Directors consisting of qualified business experts and Nation members. The Board of Directors approve budgets and policy and provide strategic long-term direction for Sasuchan. The CEO carries out the long-term strategic direction and operational business decisions. The Takla Nation members on the Board provide the Takla knowledge, tradition, values, and interests as part of the overall strategic planning and decision-making.

Takla Nation's Chief and Council, while purposely not directly involved with the business of Sasuchan, provide general guidance on traditional values, economic development and resource development priorities for the Nation. As the sole shareholder on behalf of the Takla Nation, Chief and Council ensure Sasuchan is accountable for effective business decisions on behalf of the Nation and in compliance with the Sasuchan Board Charter.

Takla has taken a critically important step to create a mechanism through Sasuchan, where Chief and Council, through their assertion of legal rights, are creating significant economic benefit and opportunity where there was little economic benefit and opportunity historically.

## **3.0 Guiding Principles**

### **3.1 Guiding principles for the Cooperation Protocol**

1. Recognition that the Takla Nation, through Chief and Council, and Sasuchan share an economic development objective and a broader vision for Takla Nation, and that both parties work in the best interest of the Takla Nation Membership;
2. Recognition of and respect for each party's distinct roles and responsibilities;
3. Acknowledgement of strengths, experience and knowledge that everyone brings to the common work.

### **3.2 Guiding Principles for Takla Nation's Economic Development**

Consistently, Takla membership identify shared priorities: healing, strong land stewardship and resource management, re-building Takla hereditary, traditional and cultural ways and, building a safe and sustainable community.

Members seek education, cultural and language revitalization, inclusion in land management decisions, improved housing, elder care and health systems, and the reconciliation of elected and traditional governance systems.

Economic development is central to Takla Nation's vision of a strong and healthy Nation and community. Economic development creates the wealth that allows the Nation to achieve outcomes based on the priorities.

Actions taken and decisions made through this protocol will be achieved through respectful practice and ethical behaviour to advance the following:

- **Nation Building:** We work together to enable Nation building through strong and effective business and political governance structures
- **Economic Sustainability and Diversification:** We support each other to plan and establish a variety of business ventures in multiple economic sectors, mitigating risk and building business sustainability
- **Nation Health and Well-Being:** Economic development is a means to the overall Nation goal of a healed, healthy, strong, and engaged membership
- **Environment:** We support sustainable and environmentally friendly practices regarding our land, water and air
- **Our Lands:** We protect and advance the use and management of our traditional territory, and the wildlife with whom we share it
- **Engagement:** We support respectful and beneficial partnerships and alliances
- **Unity:** We share, work together and support each other

## 4.0 Background and purpose

### 4.1 Background and Purpose of Sasuchan

Chief and Council strategically invested seed money generated through government-to-government negotiations and forest tenure allocations to establish the Takla Lake Limited Partnership and Sasuchan and support its immediate viability and growth. Chief and Council created Sasuchan as a legal entity and economic vehicle to:

1. Develop and conduct Nation business activities;
2. Attract and generate wealth for the Nation;
3. Support the Nation in achieving economic self-reliance;
4. Support the Nation through the generation of profitable business ventures that provide profits to the Nation, supporting Nation self-government and self-determination;
5. Support the social and community goals of the Nation;
6. Facilitate prosperity for the Nation as rights and title to the lands are exercised; and
7. Isolate Takla Nation from liabilities of operations.

One of the main focuses of Sasuchan is to develop and sustain profitable business enterprises while hiring and training qualified Takla Nation members to fill roles within Sasuchan and its businesses.

#### **4.2 Purpose of this Cooperation Protocol**

The Cooperation Protocol provides the terms and parameters for the relationship between the Takla Nation through Chief and Council, and Sasuchan.

The document may also act as a “user’s manual” to explain how Chief and Council and Sasuchan work together to achieve Nation goals. This Cooperation Protocol:

1. Acknowledges that Chief and Council have a fiduciary responsibility for economic development on behalf of the Nation and its members;
2. Recognizes that Sasuchan is committed to respecting the Nation’s values and priorities as business decisions are assessed and made;
3. Recognizes the primary function of Sasuchan as generating sustainable returns for the Nation;
4. Outlines how Chief and Council provide direction to Sasuchan, and how Sasuchan is held accountable by Chief and Council on behalf of the Nation;
5. Clarifies and describes the structure of Sasuchan business enterprises so that all stakeholders have a shared understanding and can better coordinate their actions;
6. Acts as an ongoing reference and training tool for Sasuchan (including CEO and Board of Directors) and for Chief and Council;
7. Identifies Takla Nation’s key objectives for effective business governance;
8. Provides a set of principles that inform all aspects of implementing an effective economic development structure for operating the businesses;
9. Describes and explains the roles and responsibilities of all major positions within the structure;
10. Is designed to ensure the appropriate relationship between Chief and Council and Sasuchan, both acting to the benefit of Takla Nation membership.

## **5.0 Governance**

Since time immemorial, the Takla Nation has had its own form of governance that respected protocols and laws as Takla people; as such the ancestral values and principles of governance are foundational to the way in which Takla Nation elected Council conducts itself as a governing body to serve the people of the Nation. Governance simply means the process that is followed (guided by levels of authority, policies, procedures and laws) to operate the Takla Nation government. With laws and rules in place, decision making and implementation of any sort of change is transparent and consistent.

Similarly, *corporate* governance is simply the legal rules, policies and procedures that guide how the Nation’s businesses will be operated, and the levels of authority for decision-making. The corporate governance structure for Sasuchan ensures there is accountability, fairness and transparency between Takla members, Chief and Council, and the Nation’s businesses. The legal Articles for Sasuchan and related businesses, the Cooperation Protocol, and the Board Charter outline how the Takla Lake Limited

Partnership and Sasuchan have been created and are managed for the benefit of Takla Nation membership. The management of Sasuchan (the Board of Directors and the Chief Executive Officer) have been directed by Takla Chief and Council to create profit from its businesses, create opportunities to train and hire qualified members in these businesses, invest in new business opportunities, and distribute profits back to Takla Nation to benefit the Nation as a whole.

Most importantly, the corporate governance has been legally structured to insulate sustainable economic development from Takla Nation's election cycles. The mandate of Sasuchan is "...to create economic wealth, sustainable employment and business opportunities for the Takla Nation and conduct operations in a manner that protects the land, the people and the culture Takla Nation". Sasuchan has been established for the long-term benefit of the Nation and has checks and balances in place to protect the long-term intent of Sasuchan from inappropriate political involvement.

### **5.1 Goal of Sasuchan Business Structure**

As new business arrangements are formed, the Sasuchan business structure is designed to:

- Enable effective management (separate politics from business);
- Protect the Nation and its assets from business liabilities;
- Operate all business activities in a safe and responsible manner;
- Where possible and appropriate, minimize taxes on all revenues, whether earned on or off reserve;
- Provide transparency and accountability to members of Takla Nation.

Sasuchan's initial years of operation may include strategies to support the community enterprise objectives of Takla Nation. Chief and Council and Sasuchan may enter into a management agreement for Sasuchan to provide business management services for community enterprises such as the Takla Trading Post, the Takla transit, and the community internet services.

### **5.2 Distance Business from Politics**

A primary objective in defining the business governance structure is to separate Sasuchan and its related entities' business management decisions from decisions made by Chief and Council to achieve:

- **Focus:** Chief and Council, as elected representatives of the community, are responsible for the Takla Nation's governance – including providing the framework for successful economic development. To do their jobs effectively, Council cannot be focused on the hands-on operational decisions of running a business. By distancing the business from the political arm of the Nation, Chief and Council can focus on their governmental responsibilities, while the business leadership is dedicated solely to the business operations.
- **Certainty:** Successful business enterprises require certainty and consistent leadership. Elected leadership in the form of Chief and Council may change every few years, which means that distancing business decisions from the Nation's government increases certainty, continuity and consistency of operations.
- **Independence:** Distancing business from politics by establishing structure and agreed-to protocols ensures that business decisions are not dictated by political considerations. In order to be sustainable and profitable, businesses need to be run like businesses.

- Expertise: Generally, Chiefs and Councils are community leaders and not business experts. Separating business from politics allows business decisions to be made by the Sasuchan Board of Directors and staff with the appropriate expertise and knowledge.
- Financing: The stability created by distancing the business from politics will also increase the ability for the business to attract financing from external investors because the business is perceived by industry and government to be managed based on sound business principles, rather than on politics.

Distancing business from politics allows Sasuchan to focus on the business objectives of the Nation, including profitability and avoidance of liability. The more successful the business is, the more surplus cash will be available for other Nation-building initiatives such as social programs for the members.

## **6.0 Communication: Building economic strength as a Nation**

A good communication framework between Sasuchan and Chief and Council establishes an effective mechanism for leveraging economic opportunity through political influence. Chief and Council open the door with government and industry for meaningful consultation and accommodation utilizing “politics” supported by the United Nations Declaration on the Rights of Indigenous people, the June 2014 Tsilhqot’in Nation decision, and all other earlier legal cases that support Indigenous Rights and Title. Chief and Council negotiate the accommodation to be awarded to the Nation by government and industry operating within its Traditional Territory and then “pass the baton” to Sasuchan on the majority of those projects. Sasuchan finalizes the detailed negotiations and business cases associated with these opportunities, creating economic opportunities. This best describes how the political arm of the Nation works effectively and efficiently with the business arm; not at odds with each other, but strategically working toward a common goal of creating Nation wealth and jobs for membership. There are some negotiated projects whose outcomes are broader for the Nation than economic development, and Chief and Council may choose to have those projects remain with the Nation’s government.

Chief and Council and Sasuchan can only work effectively as a team if there is ongoing communication about potential economic opportunities for the Nation. The following provides the framework to ensure communication is dynamic rather than static and can be adjusted and modified based on the opportunities.

### **6.1 Council and Sasuchan Meetings and Reports**

- a. Every six months, the Sasuchan CEO or designate attends a scheduled economic development discussion portion of a Council meeting. The purposes are that:
  - i. Council reviews and provides non-binding suggestions on Sasuchan’s annual budget and mid-year budget updates;
  - ii. Council provides updates to the CEO about ongoing or upcoming economic opportunities through potential accommodation agreements;
  - iii. The parties jointly identify areas where there is a need for political support to create economic opportunities, and how that support may be provided;
  - iv. The parties map out and/or refine strategies of how each can support the other in generating economic opportunities;

- v. The parties identify any issues or situations where clarifying the role of Council and the role of Sasuchan will be useful in resolving or managing the issue or situation.
- b. Every three months Sasuchan provides a quarterly financial and major activities report, and updates Chief and Council on any negotiations with government or industry stemming from agreements or other business activities including future investments. Reporting may include strategic and operational plans; staffing and employment data and projections; community engagement.

## **6.2 Economic Development Information Sharing**

Regular meetings between Sasuchan's CEO (and/or Board Chair) and Chief (and/or designate) will be held to ensure Sasuchan understands what is being discussed by Council related to economic development opportunities through Government to Government negotiations, industry benefit agreement negotiations, or other discussions related to business development.

## **6.3 Sasuchan Board Meetings**

Sasuchan Board of Directors meets a minimum of eight (8) times annually to:

- a. Receive updates on the financial, organizational and operational state of Sasuchan;
- b. Provide advice and strategic direction to the CEO;
- c. Identify issues that may relate to the shareholder (Takla Nation through Chief and Council);
- d. Conduct other business for the good of Sasuchan.

Chief and Councillors will be provided with all Sasuchan BOD meeting dates and are invited to attend all BOD meetings. Council members are to confirm attendance at least 10 working days in advance, with the CEO. This ensures that if there are any specific agenda items they want addressed; those items can be included within a specific timeslot for Council. Chief and Councillors are guests at the Board of Directors meeting and will not be present during decision-making and voting. Attendance during certain segments of the meeting may also be limited due to conflict of interest and/or confidentiality considerations.

## **6.4 Sasuchan Community Meetings**

The BOD will host at least one open community meeting in each of Takla Landing and Prince George during each year. The purpose is to:

- a. Provide a financial report to Chief and Council and to Takla Nation members;
- b. Provide information on activities of Sasuchan and identify the returns and benefits to Takla Nation as the shareholder;
- c. Present the economic strategy, directions and objectives for the upcoming year and beyond.

## **7.0 Roles and Responsibilities**

The following section outlines the roles, responsibilities and in some cases, the rights and qualifications required of each position involved in the business governance structure of the Takla Nation. The information below is summary, and both Chief and Council and the Sasuchan Board have additional responsibilities.



## 7.1 Takla Nation Membership

Takla Nation members have an integral role as they are the beneficiaries of the resources, revenues, benefits and jobs created through Sasuchan business activities. Responsibilities and obligations of the members, in relation to the Sasuchan, are to:

1. Elect Chief and Council to represent economic development and business interests, amongst other responsibilities;
2. If unsatisfied with performance/decisions of Sasuchan make this known to Chief and Council through the proper channels;
3. Provide a link from the community and membership to Sasuchan by providing input in the vision, approach and key actions in the Nation's comprehensive plans which provide the guidelines through which economic development can occur;
4. Identify broad opportunities for initiating new business units as part of their input into the comprehensive plans;
5. Be informed of the annual business plan and financial performance of Sasuchan as provided at Sasuchan's Community Meetings;
6. Provide input and ask questions about Sasuchan's financial performance and other outcomes at the Sasuchan Community Meetings; and
7. Sit as a Sasuchan Board member if elected by Chief and Council as a qualified candidate based on the Selection Criteria outlined in the Sasuchan Board Charter.

## 7.2 Chief and Council

Fiduciary responsibility for economic development for and on behalf of the Takla Nation is a key role of Chief and Council. This is done by establishing a stable and sustainable business environment in which Sasuchan can operate. Council sets the tone for economic development by establishing a vision, mission, and guiding principles for Sasuchan, and as the sole shareholder ensures the Company Articles and Limited Partnership Agreement are adhered to and respected. Responsibilities are to:

1. Seek input and establish the economic development objectives and priorities of the Nation and its related business;
2. Set policies and regulations that business must follow, where there is authority to do so;
3. Elect eligible Board candidates to the Board of Directors;
4. Review and provide input to the Sasuchan strategic plans, which are approved by the Board;
5. Identify reporting requirements expected from Sasuchan;
6. Stay informed about the annual business plan and financial performance of Sasuchan;
7. Review the annual Sasuchan budget as presented;
8. Identify possible new business opportunities and inform the Board/CEO through the appropriate channels;
9. Monitor the achievements of Sasuchan goals, objectives and targets identified in Sasuchan's plans and provide constructive feedback on these plans;

10. Represent the Nation in all Rights and Title negotiations with external parties, including Regional District, provincial and federal governments, other First Nations and industry proponents;
11. Seek Sasuchan CEO input on external negotiations when applicable, particularly in negotiations related to economic development opportunities;
12. Lead negotiations on behalf of the Nation and hand over negotiations of for-profit business opportunities to Sasuchan at the appropriate stage. Any Nation-to-Nation (or Government-to-Government) negotiations and lobbying with government or business interests is the responsibility of Council, who after initial terms are established, entrusts Sasuchan to negotiate business activities.

Chief and Council oversee economic development of Takla Nation in multiple ways, including supporting entrepreneurs (both new and existing businesses), providing employment readiness training, obtaining lands for housing, industry and commercial growth, helping identify strategic alliances, potential joint ventures and other business opportunities, as well as helping coordinate investments for the Takla Nation. Chief and Council are responsible for protecting the Indigenous Rights, Title and Interests of the Nation and are the sole authority on all impact benefit agreements. Chief and Council oversee the implementation and operation of any social enterprise (for training or welfare employment rather than for-profit companies).

### **7.3 Sasuchan Board of Directors**

The Sasuchan Board's primary role is to guide strategic direction and oversee the operations of Sasuchan businesses. The CEO reports directly to the Chair of the Board; the BOD provides oversight to Sasuchan through the CEO. Responsibilities may apply to each Director separately, while the powers apply to the Board collectively. As additional businesses are established through Sasuchan, each subsidiary board of directors will carry out the following, in context:

1. Act honestly and in good faith, making transactions in the best interests of Sasuchan;
2. Seek input from Chief and Council and Takla Nation members and offer guidance to the CEO to write the Sasuchan Strategic Plan. Thereafter, review, approve, and share the final Strategic Plan with Chief and Council and, with Council agreement, with Takla Nation members;
3. Ensure Sasuchan is operating in alignment with the economic development priorities of Takla Nation, as identified through Takla Nation's official plans;
4. Approve the annual business plan (operating and capital) after confirming it is consistent with the Strategic Plan;
5. Hire a CEO with appropriate skills and experience, evaluate the performance of the CEO in fulfilling his/her duties and expectations on an ongoing basis, and dismiss the CEO if unable to fulfill the requirements of his/her position;
6. Ensure the CEO is following the Strategic Plan;
7. Manage the operations of the BOD to ensure effectiveness and alignment with Takla Nation core beliefs and values, and as outlined in the Board Charter. This includes identifying preferred qualifications for appointees to the Board, recommending qualified directors for election, filling casual vacancies as required and, if necessary, making recommendations to Chief and Council for the removal of a Director from the Board;

8. Oversee operations of Sasuchan and the limited partnerships of which it is a general partner by establishing operating authorities and limitations of the CEO and key staff, as well as setting reporting requirements (i.e. frequency, measures, and detail of reports);
9. Stay informed of financial performance and finalize financial plans to direct available profits to limited partners or shareholders;
10. Ensure that corporate and operating policies are established that reflect the values of Sasuchan and that are in accordance with all applicable laws (including Takla Nation, Provincial, and Federal Governments);
11. Provide business expertise in external negotiations related to economic development opportunities;
12. Maintain accountability to its shareholder, Chief and Council (and ultimately to the Takla Nation membership);
13. Work with the CEO to implement capacity building and succession plans for the Board of Directors, CEO, and key management; and
14. Seek legal and/or professional advice at appropriate stages to ensure due diligence and to comply with Directors and Officers liability insurance requirements.

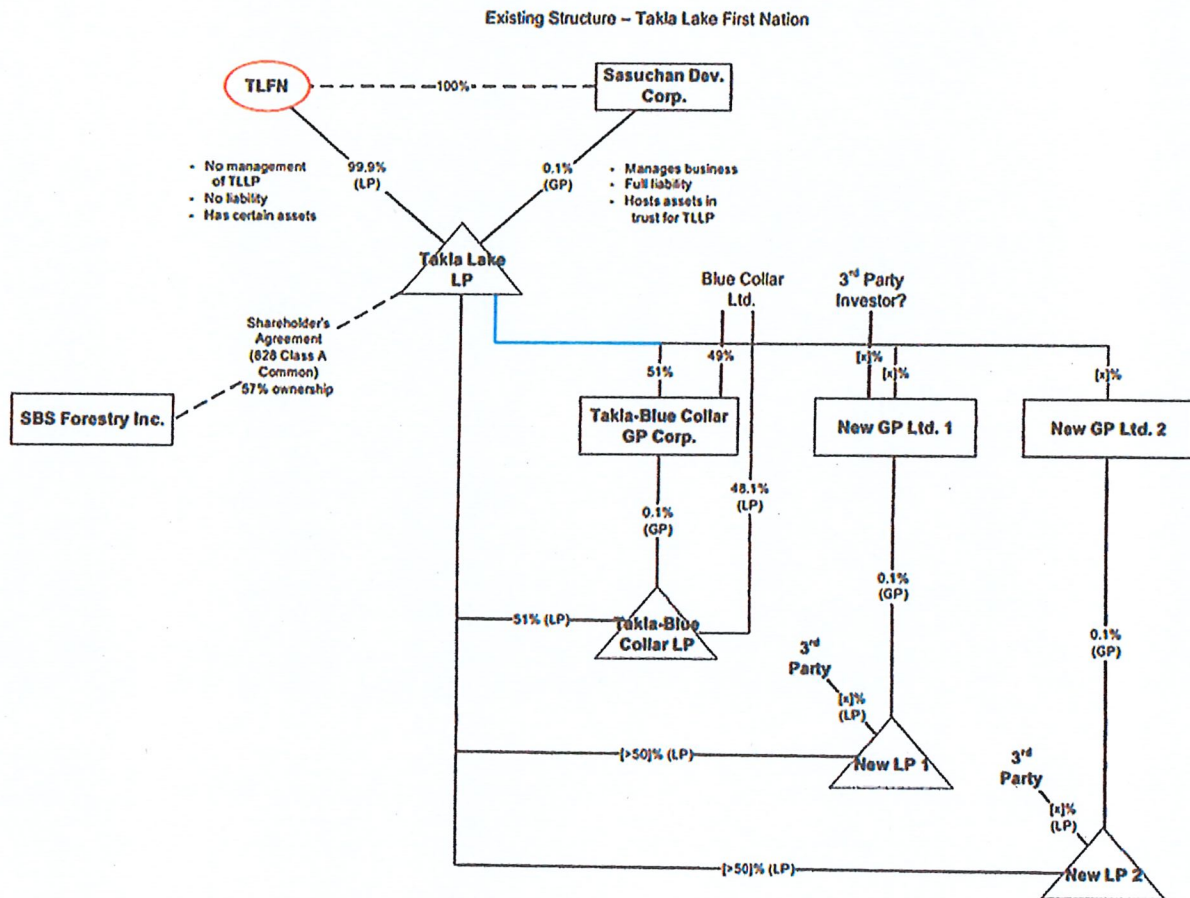
The Board of Directors must not:

1. Put themselves in a position where their interests and duties conflict with the duties that they owe to Sasuchan (fiduciary duty);
2. Individually use any of Sasuchan's, opportunities, or information for their own profit without the express advance consent of the Board of Directors;
3. Individually or as a whole, compete with Sasuchan businesses without the express advance consent of the Board of Directors.

Responsibilities and Board processes are more fully outlined in the Board Charter.

## 8.0 Business Governance Structure

This diagram describes the legal structure and corresponding management structure that form the basis of Takla Nation business governance.



## 9.0 Management of Distributable Funds

The following section outlines the guideline for distribution of “Distributable Funds” from Sasuchan to the partners, who are effectively the Chief and Council as representatives of Takla Nation. The Distributable Funds Guideline is meant as a mechanism so that the Board of Directors for Sasuchan, Chief and Council, and Membership understand the process through which Sasuchan determines distributions to its partners.

### 9.1 Distributable Funds Guidelines

The Distributable Funds Guideline is written in this document to provide a guide for the management of the General Partner to calculate and distribute Distributable Funds of the Limited Partnership(s) to its limited partner(s). This calculation will usually be made on a fiscal year end basis and, for purposes of this cooperation protocol, fiscal year end shall be 31 March.

Distributable Funds, as computed by the General Partner, means cash funds of any kind, including but not limited to;

- i. Revenues generated from by the businesses under management of the General Partner
- ii. Revenues generated from the sale of assets (lands, equipment, investments) by businesses under management of the General Partner
- iii. Revenues received from businesses under management of the General Partner from grants or other subsidies

Less;

- (1) All charges, expenses and costs (capital and non-capital) incurred in the normal course of operation of businesses under management of the General Partner
- (2) Current period principal and interest payments on any existing loans that are the obligation of businesses under management of the General Partner
- (3) Reasonable cash reserves for anticipated capital expenditures, working capital needs, contingent obligations, strategic investments and other purposes (contingencies that the General Partner considers necessary to set aside to address the cyclical nature of business operations), the amounts of which shall be determined in conjunction with review of the annual operating and capital budget by Chief and Council.

The guideline for the yearly distribution of Distributable Funds is:

TLLP through its General Partner (Sasuchan) will authorize within 60 days after fiscal year end, through a Takla Nation Band Council Resolution (BCR), the release of 100% of Distributable Funds to the limited partner(s) of TLLP;

TLLP will then pay 99.9% of the Distributable Funds to Takla Nation (as limited partner) and 0.1% of the Distributable Funds to Sasuchan (as General Partner).

## 10.0 Dispute Resolution

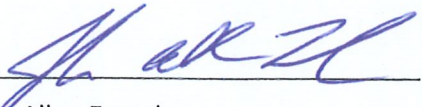
Dispute resolution is incorporated into this Cooperation Protocol to provide an additional buffer for sound decision making related to the relationship between Chief and Council and the Sasuchan Board of Directors.

To provide guidance for current and future Chief and Council and current and future Board of Directors, the following Dispute Resolution process will guide any major issues that may arise between the two:

1. All disagreements will first be addressed through the communication protocol outlined; [
2. If concerns remain a Talking Circle, a traditional problem-solving method, will be called;
3. If either party remains concerned the other party is not meeting the mandate, principles, or specific commitments set out in the Cooperation Protocol Agreement, the first party (initiator) will inform the other (receiver) in writing, outlining the issues and the desired or recommended resolution of such issues;
4. The receiver has 20 business days from the date of the written information to provide a written response to the initiator, outlining how identified issues will be resolved and what actions are/will be taken to address these issues;
5. If after 15 business days following the receipt of the response in 4. above, the initiator is not satisfied with the proposed resolution, they will inform the other in writing and identify their intended actions;
6. If either party disagrees with the reasons, rationales, proposed actions, and/or consequences of the other, they can request facilitated mediation through the MediateBC roster of mediators (<http://www.mediatebc.com/>) prior to the proposed actions being implemented. Alternatively, the parties may agree to use an elder or another skilled facilitator as a mediator;
7. It is the desire of both Chief and Council and the Board of Directors that recommendations made by a mediator can be acceptable to and adopted by both parties. Should mediation not resolve the matter, policy or legal options may be initiated.

## 11.0 Acknowledgement and Sign-Off

The Takla Nation and Board of the Sasuchan Development Corporation are responsible for undertaking reviews of this protocol agreement and leading its implementation. Both Sasuchan and Chief and Council will discuss any issues that arise in relation to this agreement and mutually agree to amend this Protocol.



John Allen French  
Chief, Takla Nation



Dean Daly  
Chair, Board of Directors  
Sasuchan Development Corporation

Date: Feb 3, 2020

Date: Feb 3, 2020.

## Appendix A - Glossary

Examples of terms are provided below:

Term	Definition
Chief Executive Officer (CEO)	The individual who holds the office of Chief Executive Officer of the Board of Directors of a Corporation.
General Partner	An incorporated body which acts as a General Partner (GP) as governed by a Limited Partnership agreement. The General Partner is responsible for the management of the Limited Partnership entity and assumes liabilities of the Partnership.
Limited Partner (LP)	A Limited Partner is a "passive" investor (meaning not involved in management), where liability is limited to the amount of its investment (the cost of its partnership units).
Limited Partnership	Where a General Partner and Limited Partner(s) register a Limited Partnership pursuant to the <i>Partnership Act</i> in order to carry on the business outlined in the Limited Partnership agreement. The Limited Partners have limited liability in regard to the operations with only their agreed invested capital at risk. The General Partner has liability for all of the liabilities of the Limited Partnership..
Distributable Cash	The amount of available cash that the Board can distribute to Chief and Council after establishing cash for reinvestment or for financial planning and budgeting purposes calculated pursuant to a formula in the Protocol.