



TITLE II. ADMINISTRATION OF THE GREEN EARTH ZONE

CHAPTER 2. GREEN EARTH ZONE SERVICES CORPORATION

Section 1. Formation and Purpose of the Green Earth Zone Services Corporation

A. Organization and Incorporation.

The Green Earth Zone Services Corporation (the “GEZ Corporation”) is hereby organized and incorporated under the laws of the Catawba Indian Nation with such powers, privileges, and immunities as set forth herein.

B. Function.

The GEZ Corporation shall serve as the primary vendor of services to be provided within the Zone. The GEZ Corporation may provide such services directly or via the engagement of third-party vendors.

Section 2. Status of the GEZ Corporation

The GEZ Corporation is a separately chartered legal entity distinct from the Nation. The duration of the Corporation shall be perpetual.

Section 3. Ownership of the GEZ Corporation

A. Majority Ownership by Nation

The GEZ Corporation shall at all times be majority owned by the Nation or a wholly owned entity of the Nation. As of the effective date of this Ordinance, the Corporate Nation shall be the sole shareholder of the GEZ Corporation, until such time as additional third-party interests are issued consistent with the provisions set forth below.

B. Ownership by Outside Parties

The GEZ Corporation may, without further approval of the Nation, issue ownership interests to outside third parties provided that outside ownership of the Corporation shall not exceed forty-nine percent (49%) at any time.

Section 4. Powers and Immunities

The GEZ Corporation shall be entitled to all of the privileges and immunities of the Nation, including the sovereign immunity of the Nation, to the same extent as the Nation itself, together with all other rights and privileges arising from Tribal sovereignty. The GEZ Corporation shall have the powers necessary or convenient to carry out its business, including the following, consistent with the limitations set forth under this Ordinance, Catawba law, and any applicable federal law:

(1) To adopt and amend bylaws, policies, and procedures as are reasonable and necessary to effectuate the GEZ Corporation’s purposes, provided however, that bylaws may only be adopted or amended by a $\frac{2}{3}$ vote of the Corporation’s Board of Directors.

(2) To enter into agreements, contracts, or similar instruments with any governmental agency or with any person, partnership, corporation, Indian tribe, or other entity within the limitations established by its bylaws, policies, and procedures, this Charter, and other applicable law.



(3) To purchase, receive, lease, or otherwise acquire real and personal property and to own, hold, improve, use, and otherwise deal with said property or any legal or equitable interest therein, wherever located.

(4) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the property utilized for the GEZ Corporation's business purposes.

(5) To open and maintain deposit and security accounts with FDIC-insured banks and other certified financial institutions, and to deposit therein any or all revenues of the Corporation, which accounts shall be separate from other accounts of the Nation, and no assets in the accounts of the Corporation shall be commingled with any other assets of the Nation.

(6) To incur liabilities, obtain financing, borrow money, and issue temporary or long-term evidence of indebtedness, secured solely by the Corporation's assets, to advance its purposes under this Ordinance. Neither members of the GEZ Corporation Board of Directors nor any other person executing such obligations described in this subparagraph shall be personally liable on those obligations by reason of their execution.

(7) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(8) To conduct its business, locate and have offices, and exercise the powers granted by this Ordinance and any applicable law.

(9) To appoint officers, hire employees, consultants, contractors, accountants, and agents, and to define their responsibilities and compensation, *provided that* all such employees and agents shall be governed by the personnel policies of the Nation until the GEZ Corporation has adopted its separate personnel policies pursuant to the powers granted to it under this Ordinance.

(10) To make payments or perform any other act that is consistent with Catawba law, federal law, and any other applicable law that furthers the business and affairs of the Zone and the GEZ Corporation.

Section 5. Waiver of Sovereign Immunity

(1) Notwithstanding Section 4, the GEZ Corporation shall be liable, to the same extent as a private person under similar circumstances, for civil claims recognized under, and subject to, this Zone Civil Code brought by private parties.

(2) The GEZ Corporation shall have the power to further waive its sovereign immunity subject to the same terms as the Zone Authority's power to waive its own sovereign immunity under Chapter 1, Section 7 of this Title, provided that such waivers apply only to the assets of the GEZ Corporation alone and to no other assets, property, or income of the Nation.

(3) The GEZ Corporation shall not, in any way, be liable for the sovereign functions carried out by the Zone Authority and its regulations.

Section 6. Limitations on GEZ Corporate Powers

The GEZ Corporation shall have no power to:

(1) Expressly or by implication enter into any agreement of any kind on behalf of the Nation.

(2) Enter into any form of discussions, negotiations, or agreements with any other governmental entity, including local, state, tribal, or Federal governments.

(3) Approve general economic development policies and strategies for the Nation.

(4) Pledge the credit of the Nation.

(5) Dispose of, pledge, or otherwise encumber real or personal property of the Nation.

(6) Waive any right, privilege, or immunity of, or release any obligation owed to, the Nation.

(7) Waive its sovereign immunity in a manner other than is specifically provided for herein.

Section 7. GEZ Corporation Board of Directors





A. Directors

The business affairs of the GEZ Corporation shall be managed exclusively by its Board of Directors. The GEZ Corporation shall have such directors as may be set forth in its Corporate Bylaws, provided however, that a majority of directors shall at all times be appointed by the Corporate Nation, or other Nation-owned entity (or the Nation itself) in the event the Corporate Nation is no longer the majority shareholder of the GEZ Corporation. Subject to the provisions set forth below, the qualifications and terms of the Board of Directors shall also be set forth in the Bylaws.

B. Limitations

No person who has been convicted of (or entered a plea of nolo contendere to) a felony within the last 10 years shall serve as a member of the Board of Directors. A felony is a crime punishable by at least 1 year in jail, regardless of whether the person actually served a full year in jail. No person who has ever been convicted of any crime involving theft or conversion of money or property shall be eligible to sit on the Board of Directors.