



## TITLE II. ADMINISTRATION OF THE GREEN EARTH ZONE

### CHAPTER 1. ZONE AUTHORITY

#### Section 1. Establishment of the Zone Authority.

The Zone Authority is hereby established as an unincorporated governmental instrumentality of the Executive Branch of the Catawba Indian Nation (the “Zone Authority”). The Zone Authority and its assets and activities shall have the same privileges and immunities from federal, state and local government taxation as the Nation, and the Zone Authority shall not be considered as separate from the Nation for any taxing purposes.

#### Section 2. The Zone Authority Council

##### A. General Power and Authority.

The Zone Authority shall be governed by a Zone Authority Council, which shall be generally responsible for establishing the overall policies and objectives for the oversight of the affairs and assets of the Zone Authority, as well as having such regulatory jurisdiction over the activities within the Zone consistent with the delegation of such authority pursuant to this Ordinance.

##### B. Creation and Membership

The Zone Authority shall consist of five members, to be appointed as follows: two (2) members appointed by the Executive Committee; two (2) members appointed by The Corporate Nation; and one (1) member who is a Catawba citizen appointed by the for-profit entity managing the Zone as established herein.

##### C. Rulemaking Procedures

The Zone Authority Council shall have the full power and authority to adopt administrative procedures regulations detailing the process for promulgating, administering, and enforcing regulations adopted pursuant to this Ordinance in a manner consistent with due process. Regulations properly promulgated by the Zone Authority shall have the force of law within the Green Earth Zone, with respect to those Persons who have availed themselves of the jurisdiction of the Zone.

##### D. Financial Regulation

Consistent with the applicable laws of The Catawba Nation, the Zone Authority shall have the full authority and power to promulgate, administer, and enforce definitions and regulations for banking, bank chartering, registration of business entities, digital assets, insurance, securities, intrastate securities offering, money transmission, intellectual property, exchanges, commodities, money transmission, and other financial or commercial matters so long as such definitions and regulations are consistent with this Ordinance. This section shall not be construed to limit the Zone Authority’s power to promulgate, administer, define, and enforce regulations under any other law.





### Section 3. Powers and Immunities

The Zone Authority 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 Zone Authority 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 Zone Authority's purposes, provided however that bylaws may only be adopted or amended by a 4/5 vote of the Zone Authority Council.

(2) To oversee and manage the Green Earth Zone in order to further the economic development of the Nation.

(3) To promulgate, administer, and enforce regulations consistent with this Ordinance and any other law explicitly granting the Zone Authority regulatory responsibilities for the Green Earth Zone.

(4) To gather, retain, and analyze data on businesses and activities taking place under the Green Earth Zone's jurisdiction sufficient to monitor compliance with legal obligations and assess the overall performance of the Zone regarding economic, social, and environmental impacts.

(5) To enforce laws and regulations applicable in the Green Earth Zone through ordinary police powers, such as inspections, investigations, subpoenas, civil penalties, revocation of registration and authorizations, fees, civil suits, enforcement of arbitration awards and court orders, and similar means, provided that they are exercised in a manner consistent with due process and are no more intrusive than those used by United States federal agencies.

(6) To facilitate coordination and collaboration among all institutions responsible for the Zone, including other tribal entities and the Green Earth Zone Services Corporation, and outside government and non-governmental entities

(7) 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.

(8) 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.

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

(10) 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 Zone, which accounts shall be separate from other accounts of the Nation, and no assets in the accounts of the Zone Authority shall be commingled with any other assets of the Nation.

(11) To incur liabilities, obtain financing, borrow money, and issue temporary or long-term evidence of indebtedness, secured solely by the Zone's assets, to advance its purposes under this Ordinance; *provided that* such indebtedness shall be subject to limitations to be set by the Executive Committee with respect to when the Zone Authority must first obtain the prior written approval of the Executive Committee. Neither members of the Zone Authority Board nor any other person executing such obligations described in this subparagraph shall be personally liable on those obligations by reason of their execution.



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

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

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

(15) 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 Green Earth Economic Zone and the Zone Authority.

(16) To establish committees, sub-committees, and workgroups as deemed necessary to further the purposes of the Green Earth Zone for the benefit of the Nation.

## Section 5. Limitation on Zone Authority Powers.

The Authority 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 without notice to the Executive Committee, unless the Executive Committee has explicitly waived its right to notice with regard to a particular subject of communication.

(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, except that the Zone Authority shall have the power to encumber real property within the physical boundaries of the Green Earth Zone.

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

(7) Sell or otherwise dispose of all or substantially all of the Zone Authority's assets, other than in the usual and regular course of its business, without the prior written consent of the Executive Committee. Prior to any such proposed sale or disposition, the Zone Authority shall give reasonable notice to the Executive Committee. The Executive Committee's consent to any such proposed sale or disposition shall be in the form of a resolution of the Executive Committee, duly adopted in accordance with applicable Tribal law.

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

## Section 6. Reports

The Zone Authority Council shall submit quarterly financial reports within thirty (30) days of the final day of each calendar quarter, as well as an audited annual report within ninety (90) days of the close of the Zone's fiscal year. The reports shall include, but not be limited to, the following:

(1) A summary of the Zone Authority's activities;

(2) A status report on the financial condition of the Zone, as well as typical financial statements;

(3) Sufficiently detailed information on any significant problems and accomplishments encountered during the time frame;





- (4) A forecast of plans and any major activities expected for the next time period; and
- (5) Any other information the Council deems relevant or that the Executive Committee may request.

## **Section 7. Waivers of Sovereign Immunity**

### **A. Power to Waive.**

Except as expressly provided herein, nothing in this Ordinance shall constitute or be interpreted as a waiver by the Nation of sovereign immunity from unconsented lawsuits, nor as consent by the Nation to the bringing of any action against the Nation, its officers, agents, employees, departments, or business entities. The Zone Authority, subject to the limitations stated herein, shall have the power to waive its sovereign immunity, to sue and to be sued in its name only, and to agree to arbitration or mediation, in accordance with applicable Catawba law, for the resolution of any controversy or claim arising under or in connection to its activities under this Ordinance. Every agreement or instrument approved by the Zone Authority Council which waives its sovereign immunity or agrees to arbitration or mediation shall include an express limitation of recourse on such contract to the assets of the Zone Authority and to no other assets, property, or income of the Nation. The Zone Authority shall not have the power to waive exhaustion of Tribal remedies or to forego Tribal Court jurisdiction, *unless* such waivers are expressly approved by the Executive Committee. The Zone Authority is authorized to accept service of process with respect to suits, actions, or other proceedings arising within the scope of this limited waiver of sovereign immunity by delivery to the Chairperson of the Zone Authority Council or the Zone Secretary or Zone Attorney of the Zone Authority, with a copy to be immediately provided thereafter to the Secretary of the Nation. The grant of power herein stated to sue and to be sued shall not in and of itself constitute a waiver of sovereign immunity whatsoever. Any waiver of sovereign immunity must be approved by the Zone Authority Council in writing.

### **B. Assets.**

The Zone Authority does not have the authority to sell, pledge, or encumber any Tribal Gaming Property or real property belonging to the Nation or to any other Tribal Authority. Any liability or obligation of the Zone Authority of any nature whatsoever, whether arising under contract or otherwise, shall be enforceable only as against the Zone Authority and its assets, to the extent the Zone Authority waives its sovereign immunity as permitted herein, but not as against any other assets or revenues of the Nation, *unless* the Executive Committee expressly consents in writing to enforceability against certain assets and revenues of Nation, which shall not be provided generally but must be stated and cabined with specificity. No liability or obligation of the Nation, other than those of the Zone Authority, shall be enforceable against the assets and revenues of the Zone Authority.