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ECONOMIC DEVELOPMENT
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**TITLE 8
ECONOMIC DEVELOPMENT**

**ARTICLE I
CREATING SEMINOLE NATION GAMING ENTERPRISE AND
RE-ESTABLISHING SEMINOLE NATION DIVISION OF COMMERCE**

**CHAPTER ONE
GENERAL; TITLE; FINDINGS; PURPOSE;
ECONOMIC DEVELOPMENT AUTHORITY; DEFINITIONS**

Section 101. Title.

This law shall be entitled the Seminole Nation Commerce, Economic Development and Business Creation Act of 2010.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 102. Findings.

It is hereby declared and determined that:

(a) As a federally-recognized Indian Nation possessing inherent sovereign powers and the right of self-determination, the Seminole People, pursuant to the Constitution of the Seminole Nation of Oklahoma, duly adopted on March 12, 1969 and approved by the Commissioner of Indian Affairs on April 15, 1969, charged the General Council with responsibility to advance the social and economic well-being of the Nation and imbued it with the authority to enact laws for such purposes;

(b) Conscious of its Constitutional obligations to serve, advance, and protect the rights, interests, and security of the Seminole Nation and the health, education and welfare of its membership and, after careful consideration, recognizing that in order to fulfill these obligations, the General Council is resolved to replace the current economic development structure with one subject to higher standards of accountability and stronger internal controls to safeguard the reputation and integrity of its business Enterprises and enhance the Nation's economy and prosperity;

(c) Recognizing that unemployment and underemployment, slow economic growth, and limited opportunity hinder the social, economic, and cultural well-being of the Seminole Nation, the General Council is committed to economic revitalization and the restoration of prosperity by strengthening its economy;

(d) Convinced of the necessity for structural reform, increased operational oversight, and higher standards of accountability, the General Council is equally certain that the success

and profitability of its Enterprises requires a substantial degree of separation between the Nation's political processes and the planning, development, and operation of its business Enterprises and activities; and

(e) Desiring to achieve a proper balance between its stewardship responsibilities to the Seminole people and its economic goals and objectives on their behalf, the General Council, within the boundaries prescribed herein and subject to all requisite conditions and restrictions, delegates broad authority to the Seminole Nation Gaming Enterprise and Seminole Nation Division of Commerce through their Boards of Directors, Officers and Enterprise Managers who shall serve under a solemn obligation to serve, advance, protect, and act in the best interests of the Seminole Nation.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 103. Purpose.

The Seminole Nation Commerce, Economic Development and Business Creation Act of 2010 is hereby enacted for the purposes of:

(a) Amending, superseding, and replacing in the entirety, the Seminole Nation Commerce and Accountability Act; provided that this Act shall be codified in Title 8 of the Seminole Nation Civil Code, entitled "Economic Development."

(b) Establishing the Seminole Nation Gaming Enterprise as an agency and instrumentality of the Seminole Nation charged with:

- (1) Promoting the economic development of the Seminole Nation by planning, developing, establishing, financing and administratively supporting a financially successful and self-sustaining gaming Enterprise of the Seminole Nation;
- (2) Protecting, maintaining, and properly distributing all funds, accounts and other property that come under its administrative authority or control, or that are used and/or maintained in connection with and pursuant to its authority, powers and responsibilities under this Title;
- (3) Providing business analysis, business development, strategic planning, operations management, accounting, human resources, information technology, procurement, and other planning, development, and administrative support services to each of the Nation's gaming facilities; and
- (4) Preparing Budgets for the gaming operations and each of its gaming facilities, establishing and maintaining comprehensive internal control standards, including the maintenance of an appropriate system of accounting, audit, and proper books and records for each Casino as well as

the overall Gaming Enterprise and its organizational components.

(c) Re-Establishing the Seminole Nation Division of Commerce as an agency and instrumentality of the Seminole Nation charged with:

- (1) Advancing, promoting, developing, expanding, financing, and administratively supporting the Seminole Nation's business Enterprises;
- (2) Promoting the economic development of the Seminole Nation by planning, developing, establishing, financing and administratively supporting financially successful and self-sustaining business Enterprises of the Seminole Nation as well as attracting commercial, agricultural, and industrial development to the Seminole Nation;
- (3) Expanding the Seminole Nation land base and investing in the Nation's economic development potential through the purchase of additional lands on behalf of the Nation.
- (4) Providing comprehensive land use and economic development services and evaluating investment, re-investment, and development opportunities;
- (5) Financing or securing outside financing for Enterprise establishment, expansion, or acquisitions and performing all related tasks and activities;
- (6) Protecting, maintaining, and properly distributing all funds, accounts and other property that come under its administrative authority or control, or that are used and/or maintained in connection with and pursuant to its authority, powers and responsibilities under this Title.
- (7) Providing business analysis, business development, strategic planning, operations management, accounting, human resources, information technology, procurement, and other planning, development, and administrative support services to each of the Nation's Enterprises utilizing the administrative capacities of the Division of Commerce; and
- (8) Preparing Budgets for SNDOC and each of its Enterprises, Establishing and maintaining comprehensive internal control standards, including the maintenance of an appropriate system of accounting, audit, and proper books and records for each Enterprise as well as the overall Division of Commerce and its organizational components.
- (9) Establishing a more direct method for creation of the Nation's business Enterprises, their purposes and administration.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 104. Definitions.

The following terms wherever used or referred to in this law, shall have the following respective meanings, unless a different meaning clearly appears from the context:

(a) Claim. “Claim” means any action for damages or equitable relief arising in tort or contract law.

(b) Employee. “Employee” shall mean the Boards of Directors, Officers, Enterprise Managers and any other supervisory position appointed by the General Council or Executive Branch of the Seminole Nation for purposes of facilitating the operations of the Gaming Enterprise, the Seminole Nation Division of Commerce, its agencies, instrumentalities, departments and Enterprises. All other employees of the Seminole Nation Division of Commerce, including Enterprise employees, shall be designated with a lower case “e”.

(c) Enterprise. “Enterprise” means a business entity established in accordance with Title 4A of the Seminole Nation Code of Laws or a business entity (including but not limited to: companies, corporations, limited liability companies, partnerships, limited liability partnerships, joint ventures, and/or other business arrangements or business structures commonly engaged in by public or in corporate bodies of the character of SNDOC or the Gaming Enterprise) that is established by or in cooperation with and/or acquired by or in corporation with SNDOC or the Gaming Enterprise or that is otherwise subject to the administrative responsibility of the Gaming Enterprise or SNDOC, including all entities and sub-entities wholly owned by the Seminole Nation and supported by the Gaming Enterprise or SNDOC.

(d) General Council. “General Council” means the General Council of the Seminole Nation of Oklahoma.

(e) Gross Receipts. “Gross Receipts” means total revenue prior to deducting expenses.

(f) Immediate Family. “Immediate Family” means spouse, son, daughter, son-in-law, daughter-in-law, mother, father, sister, brother, grandparent and grandchild.

(g) Net Profits. “Net Profits” means the revenues less expenses in accordance with Generally Accepted Accounting Principles, except as otherwise defined in the Seminole Nation Gaming Ordinance, Indian Gaming Regulatory Act, or pursuant to the Nation’s gaming compact with the State of Oklahoma.

(h) Net Revenues. “Net Revenues” shall have the same meaning as that defined in Section 2703(a) of the Indian Gaming Regulatory Act.

(i) Personal Property. “Personal Property” means any property which is the subject of ownership not coming under the denomination of real property.

(j) Principal Chief. "Principal Chief" means the Principal Chief of the Seminole Nation of Oklahoma.

(k) Real Property. "Real Property" means land and interests in land, including, generally, whatever is erected or growing upon or affixed to land, including but not limited to the surface of the land, structures and plants or crops on the surface of the land, minerals rights, and water rights.

(l) Seminole Preference. "Seminole Hiring Preference" means the standard to be applied in the final selection process when there are two candidates for the same position, one of whom is a Seminole Tribal Member and one of whom is not, who are equally qualified for the position in terms of education, background, training, and experience in which case hiring preference shall be accorded to the qualified Member of the Seminole Nation

(m) Seminole Nation Court. "Seminole Nation Court" means the Court of Indian Offenses of the Wewoka Agency of the Bureau of Indian Affairs until such time as it is replaced with a Seminole Nation Court authorized to exercise criminal and/or civil jurisdiction over actions arising in Indian country within the Seminole Nation.

(n) Sub-Entity. "Sub-Entity" means an business entity established pursuant to Title 4A of the Seminole Nation Code of Laws, or a business entity (including but not limited to: companies, corporations, limited liability companies, partnerships , limited liability partnerships, joint ventures and/or any other business arrangements or business structures commonly engaged in by public or corporate bodies of the character of Sndoc or the Gaming Enterprises) that is established to expand or increase the productivity of a business Enterprise. A Sub-Entity may allow ownership of third parties other than the Nation, the Gaming Enterprise, Sndoc or a Business Enterprise.

(o) Territorial Jurisdiction. "Territorial Jurisdiction" means all "Indian Country" lands as defined by federal law located within the geographical boundaries of the Seminole Nation as they existed in 1890 pursuant to the Treaty of March 21, 1866, 14 Stat. 755 entered into by the Seminole Nation and the United States of America, including but not limited to the following property located within said boundaries: property held in trust by the United States of America on behalf of the Seminole Nation of Oklahoma; property owned in fee by the Seminole Nation of Oklahoma; restricted and trust allotments; and dependent Indian communities. The territorial jurisdiction of the Seminole Nation of Oklahoma shall also extend to all property located outside said boundaries owned in fee by the Seminole Nation of Oklahoma or held in trust Land by the United States on behalf of the Seminole Nation of Oklahoma.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011; amended by Ordinance No. To-2014-04, March 18, 2014]

Section 105. Repealer and Codification.

Sections 101 through Sections 402 of Title 8 of the Code of Laws of the Seminole Nation are hereby repealed in their entirety. Upon the approval of the General Council of the

"Seminole Nation Commerce Economic Development and Business Creation Act of 2010", the Act shall be codified in Title 8 of the Code of Laws of the Seminole Nation and entitled "Economic Development."

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 106. Severability of Provisions.

If any provision of this law or the application thereof to any persons or circumstances shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair, or invalidate the remainder of this law or its application to other persons and circumstances, but shall be confined in its operation to the provisions of this Enactment or the application thereof to the persons and circumstances directly involved in the controversy in which such judgment shall have been rendered.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

CHAPTER TWO

SEMINOLE NATION GAMING ENTERPRISE

Section 201. Seminole Nation Gaming Enterprise.

(a) Establishment of Seminole Nation Gaming Enterprise. Pursuant to the authority vested in the General Council by Article V (a) of the Constitution of the Seminole Nation of Oklahoma to "promote public health, education, and charity and such other services that may contribute to the social and economic advancement of the Members of the Seminole Nation of Oklahoma," the Seminole Nation Gaming Enterprise ("Gaming Enterprise"), a governmental agency and instrumentality of the Seminole Nation, which shall serve as the gaming development and administration agency of the Seminole Nation for purposes of promoting, creating, advancing, and supporting the business and economic activities and fostering the success and profitability of the Nation's gaming Enterprises in an accountable manner that instills the highest degree of confidence in the integrity of the Nation and the Nation's gaming Enterprises and activities.

(b) Authorization. In any suit, action, or proceeding involving the validity or enforcement of, or relating to any of its contracts, the Gaming Enterprise shall be conclusively deemed to have become established and authorized to transact business and exercise its powers upon proof of the adoption of this law.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 202. Status of Agency .

The Gaming Enterprise shall be a governmental agency and instrumentality of the Seminole Nation to serve as the gaming development and administration arm of the Seminole Nation and to carry out the provisions of this Act. All Enterprises established hereunder shall be agencies and instrumentalities of the Seminole Nation established by resolution of General Council to serve specific gaming, economic development and business needs of the Seminole Nation.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 203. The Gaming Enterprise

The Gaming Enterprise shall operate as follows:

(a) Organization. All of the Nation's gaming facilities shall be organized within the Seminole Nation Gaming Enterprise. The following provisions shall apply to the Gaming Enterprise, its Manager, its Board of Directors and employees:

- (1) All Employees associated in any manner with the Gaming Enterprise shall be licensed as “Primary Management Officials” by the Seminole Nation Gaming Agency in accordance to the Seminole Nation Gaming Ordinance and shall be subject to its regulatory authority. Refusal or failure to comply with this requirement shall be grounds and shall result in dismissal or removal; and
- (2) Notwithstanding any provision contained herein, the Gaming Enterprise shall be operated in strict conformity with the Seminole Nation Gaming Ordinance and implementing regulations; the Indian Gaming Regulatory Act and all rules and regulations adopted thereto; the terms and conditions of the Nation’s gaming Compact with the State of Oklahoma; and other applicable laws and regulations. It shall be the responsibility of all Employees of the Gaming Enterprise to be knowledgeable about and compliant with the laws, rules, regulations, and compact requirements to which the Gaming Enterprise is subject. Refusal or failure to comply with this requirement shall be grounds and shall result in dismissal or removal; and
- (3) No gaming facility, gaming operation, or gaming activity of the Seminole Nation shall exist or be created independently of the Gaming Enterprise established by this Chapter.
- (4) The Gaming Enterprise pursuant to the provisions of this Code shall be authorized to establish related Enterprises and Sub-Entities upon approval of the Seminole Nation General Council.

(b) Number of Board Members.

The Board of Directors shall be comprised of three (3) Members and shall consist of a Chairperson, a Vice-Chairperson, and Recording Secretary. The Principal Chief, and the Assistant Chief shall serve as ex-officio Members of the Board without voting rights, except as otherwise provided in this Act.

(c) Appointment of Gaming Enterprise Board of Directors.

The Principal Chief shall be responsible for appointing Members to serve on Gaming Enterprise Board of Directors, subject to confirmation by the General Council. Upon selection of a nominee(s) the Principal Chief shall call a special meeting of the General Council or place on the agenda of its next regular meeting time for General Council to consider the nominee’s confirmation. A resolution of the General Council signed by the Principal Chief and attested by the General Council Secretary as to the appointment or reappointment of any Board Member shall be conclusive evidence of the due and proper appointment of the Board Member. At the first meeting of the Board of Directors, from within the voting members of the Board, shall elect the Chairman, Vice-Chairman and Recording Secretary of the Board. Ex-Officio members of the Gaming Enterprise Board shall not be eligible to serve as Chairman, Vice-Chairman or

Recording Secretary.

- (d) Qualifications of Appointed Members of the Gaming Enterprise Board.
- (1) Basic Qualifications. To be eligible to serve on the Board all appointed Board Members, at a minimum, must possess prior experience or training in the operation or regulation of a tribal gaming operation or casino, and:
 - (A) A post-graduate degree from an accredited college or university, or
 - (B) A Bachelor's degree from an accredited college or university in business administration, finance, accounting, banking, finance or other business-related degree program plus a minimum of two (2) years of work experience in one or more of the following areas: gaming, business administration, business management, accounting, banking, or finance or other business-related field; or
 - (C) A Bachelor or Master's degree from an accredited college or university in any other field plus no less than:
 - (i) Five (5) years of experience as an executive, director, or owner of a successful company, firm, or business with more than 25 employees; or
 - (ii) Five (5) years of government experience at a senior supervisory level.
 - (2) Seminole Preference. In selecting candidates for appointment to the Gaming Enterprise Board, the Principal Chief shall accord preference to members of the Seminole Nation possessing the requisite credentials established in this Act.
 - (3) Limitations on Eligibility. No person who serves as an elected tribal official, General Council representative, Band Chief or Band Vice Chief, is eligible for appointment to the Board, provided that the Principal Chief, Assistant Chief, and CEO of SNDOC shall be eligible to serve on the Board, but only in an ex-officio capacity. No Employee or employee of the Seminole Nation, SNDOC, or an Enterprise administered by SNDOC is eligible for appointment to the Gaming Enterprise Board.
 - (4) Private Business Operators. No Gaming Enterprise Board Member shall be barred from serving on the Board because he or she operates a private business within the same geographic area of operation of the Gaming Enterprise, SNDOC, or the Nation's Enterprises provided that during such Board Member's tenure on the Board neither the Board Member nor any business entity owned in whole or in part or managed, directed, or

operated by the Board Member shall transact business with the Seminole Nation or any entity, instrumentality, or Enterprise of the Seminole Nation.

- (5) Minimum Age. To be eligible to serve on the Board a person must have attained the age of twenty-five (25) years by the date of his or her appointment by the Principal Chief.
- (6) Licensure of Board Members. To be eligible to serve on the Board, a person must meet the standards and criteria necessary to the issuance of a Seminole Nation gaming license in accordance with the standards applicable to key employees and/or primary management officials. Prior to assuming the duties, functions, and responsibilities of a Board Member, the candidate must submit a completed gaming license application to the Seminole Nation Gaming Commission and undergo a full background investigation culminating in a favorable suitability determination, provided that Board Members may commence service upon the issuance of a Temporary Gaming License by the Seminole Nation Gaming Commission. Board Members must maintain a gaming license in good standing throughout each Member's tenure on the Board and shall be responsible for seeking renewal in accordance with the Seminole Nation Gaming Ordinance.

(e) Insurance Requirements.

The appointed and ex-officio members of the Board shall be covered under Gaming Enterprise insurance policies within thirty (30) days of obtaining their gaming license, in the amount of Two Million Dollars (\$2,000,000.00). Alternately, the Gaming Enterprise may obtain officer and director liability insurance or umbrella coverage sufficient to cover losses that may incurred as a result of the actions of the Gaming Enterprise Board of Directors.

(f) Terms of Office and Reappointments.

The term of office for appointed Board Members shall be staggered four (4) years. The term of office for the initial appointments only, the Chairperson shall serve a term of (4) years; the Vice-Chairperson shall be serve a term of three (3) years; and the Recording Secretary shall serve a term of two (2) years. Upon expiration of the term of office, an appointed Board Member shall be eligible for reappointment and may holdover for an indefinite period until a subsequent appointment is confirmed by General Council. Reappointments shall be made in the same manner as the initial appointment.

(g) Vacancies.

- (1) In the event of a vacancy in an appointed Board position, such vacancy shall be filled by the appointment of a new Board Member by the Principal Chief, with confirmation by the General Council.

- (2) Notice to General Council. In the event of any vacancy in an Appointed Board position, the Principal Chief shall immediately notify the General Council.

(h) Duties of Officers of Board of Directors.

- (1) Duties of Chairperson. The Chairperson shall be the principal executive officer of the Gaming Enterprise Board of Directors, and shall:

- (A) Set the agenda, call, and preside over all Board meetings;
- (B) Act as liaison to the Seminole Nation or any agency thereof on all matters concerning the Gaming Enterprise Board;
- (C) If requested by the Principal Chief or General Council, represent the Gaming Enterprise Board before the General Council; and
- (D) Perform all duties incident to the office of Chairperson and carry out such other duties as may be prescribed by the Board from time to time.

- (2) Duties of Vice-Chairperson. The Vice-Chairperson of the Board shall:

- (A) Attend all meetings of the Board;
- (B) In the absence of the Chairperson, perform the duties of the Chairperson, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of Chairperson; and
- (C) Perform all duties incident to the office of the Vice-Chairperson and such other duties as from time to time may be assigned by the Board of Directors or the Chairperson of the Board.

- (3) Duties of Recording Secretary. The Recording Secretary of the Board shall:

- (A) Attend all Board meetings and keep complete and accurate records of all meetings, decisions, and actions of the Board where meeting minutes shall be timely filed with the General Council Secretary after the minutes are approved in a subsequent meeting of the Board;
- (B) Give or cause to be given all notices required by law;
- (C) Perform all duties incident to the office of the Recording Secretary

and such other duties as from time to time may be assigned by the Board of Directors the Chairperson or the Vice-Chairperson.

(i) Compensation & Expenses.

- (1) Notwithstanding any other provision of Seminole Nation law, the appointed Members of the Board shall be compensated in accordance with this Section. The compensation authorized by this section is based on the scope of mandatory credentials required for appointment to the Board, including high minimum standards for age, education, and experience as well as the Nation's critical need to attract Board candidates with such credentials with the requisite knowledge and expertise to achieve the goals and perform the functions required by this Act,
- (2) The Chairman, Vice-Chair and Recording Secretary shall each receive an annual stipend of \$10,000 to be distributed quarterly in four equal installments.
- (3) All necessary and reasonable expenses of the Board directly attributable to travel, conference or training shall be provided and all reasonable and directly attributable out-of-pocket expenses incurred by Board Members in the performance of their official duties and responsibilities shall be promptly reimbursed upon submission of receipts and/or other required documentation.

(j) Meetings of the Gaming Enterprise Board.

- (1) Regular Meetings. The Board shall hold regular monthly meetings at such, times, and dates as the Board, in its discretion, concludes is appropriate, provided that regular meetings shall be held in accordance with an annual schedule published in the Seminole Nation Tribal Newspaper, the Seminole Producer and filed with the Seminole Nation General Council Secretary. These meetings shall be open to the public with the exception of Executive Session.
- (2) Special Meetings. Special meetings of the Board may be called at any time by the Chairperson of the Board; upon request of the Principal Chief; or upon joint request of the Vice-Chairman and Recording Secretary.
- (3) Emergency Meeting. Emergency meeting of the Board may be called at any time with reasonable notice to the Board, Ex-Officio Officers and the General Council Secretary. The use of an Emergency meeting shall be reserved for only matters that require immediate Board action or acts of *Force Majeure*.
- (4) Notice of Regular or Special Meetings. The Board shall deliver written

notice to all Board Members, Ex-officio Members and the General Council Secretary at least ninety-six (96) hours in advance of a proposed meeting of the date, time, place and purpose of the meeting. For purposes of this Section, notice is deemed delivered seventy-two (72) hours after it is placed in the U.S. mail or inter-office mail. Notice may be hand delivered, or may be delivered via facsimile or email with verification of proof of receipt.

- (5) Manner and Place of Meeting. The Board of Directors may conduct regular or special meetings through the use of any means of communication by which all directors may simultaneously hear each other. All Board actions taken without a formal meeting shall only be valid if evidenced in writing, signed by the Recording Secretary and included in the minutes of the Board of Directors. Meetings may be held in person or by teleconference in any location agreeable to the Board of Directors so long as Regular meetings are open to the public.
- (6) Voting. The appointed Members of the Board shall have an equal vote in all matters and decisions before the Board. To be effective, any action or decision of the Board shall require an affirmative vote of at least two Members of the Board. Any matter or decision not affirmatively approved by at least two appointed Board Members shall be deemed to have failed. Upon request, any appointed Member of the Board shall be allowed to include a statement of dissent in the minutes of the meeting at any time prior to final approval of the minutes after which time no further revision, amendment or supplementation to the minutes shall be permitted. Abstentions shall not be permitted.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 204. Authority, Powers, and Limitations Thereon.

(a) General Powers. The Gaming Enterprise Board of Directors shall have the following general powers which shall be exercised in conformity with the Seminole Constitution, Seminole Code of Laws and regulations of the Seminole Nation and consistently with the purposes for which the Board is established, including the power to:

- (1) Supervise, direct, manage, and oversee the Manager of the Gaming Enterprise;
- (2) Employ, supervise and direct the Manager or other Officers who shall direct, manage, and oversee the administrative operation of the Gaming Enterprise;
- (3) Authorize, direct, and oversee the planning, development, and establishment of new gaming Enterprises as well as expansion of existing

Enterprises;

- (4) Establish and supervise the implementation of standard operating policies and procedures compliant with all applicable laws, rules, and regulations subject, where applicable, to the approval of the Seminole Nation Gaming Agency or other agency or instrumentality of the Seminole Nation;
- (5) Protect, maintain, and properly distribute all funds, accounts and other property subject to its authority or control or that are used and/or maintained in connection with and pursuant to its authority, powers and responsibilities hereunder;
- (6) Establish hiring, retention, and employment standards to ensure that Gaming Enterprise Employees and employees are competent and qualified to perform the duties and tasks for which they are employed;
- (7) Establish goals, objectives, and benchmarks to assess and evaluate the financial and operational performance of the gaming established by or facilities subject to the administrative authority of the Gaming Enterprise;
- (8) Use the name "Seminole Nation Gaming Enterprise" in any of its business activities within or without the territorial jurisdiction, provided that said name is hereby exclusively reserved to the use of the Gaming Enterprise;
- (9) Sue in any Court in its own name or in the name of an entity established by or subject to its administrative authority of, the Gaming Enterprise and with the consent of the General Council as expressed by resolution duly adopted, to sue on behalf of the Seminole Nation of Oklahoma by styling the case as "The Seminole Nation of Oklahoma ex. rel. Seminole Nation Gaming Enterprise;"
- (10) Retain, employ, or contract with professional service providers, including, but not limited to, accountants, attorneys, architects, engineers, and such other professionals as the Board deems necessary to the performance of the Gaming Enterprise mission;
- (11) Direct the Officers to establish and maintain such bank accounts as may be necessary or convenient including checking and savings accounts, savings certificates, certificates of deposit, and any other type of demand time deposit for the Gaming Enterprise, although any depository accounts to the Seminole Nation shall be under the control of the Treasurer pursuant to Title 14 of the Code of laws;
- (12) Engage in any lawful business and take such further actions, not inconsistent with this Act, as are commonly engaged in by public or corporate bodies of this character, as the Board may deem necessary or

convenient to effectuate the purposes of the Gaming Enterprise, and to exercise any of the powers of a business corporation, including granting a limited waiver of sovereign immunity with respect to the assets of the Seminole Nation Gaming Enterprise limited to each loan, security agreement, contract or other business transaction the Gaming Enterprise may enter as provided in this Title subject to the limitations contained in this Act;

- (13) Acquire real and personal property on behalf of the Nation or any entity or sub-entity established by or subject to the administrative authority of the Gaming Enterprise, provided that the Gaming Enterprise shall not petition the Secretary of the Interior to place any land in trust on behalf of the Seminole Nation without the express consent of the General Council as authorized by a duly adopted resolution;
- (14) Present recommendations to the General Council regarding the distribution of net profits generated by the Gaming Enterprise;
- (15) Require subordinate employees in managerial or supervisory authority to make monthly reports to the Board and in writing upon request;
- (16) Request from the General Council each year through its Budget, authority to retain such funds as projected and necessary to fund the operation and expansion of the Gaming Enterprise which shall not exceed thirty-percent (30%). With regard to any approved retention of revenue from the Gaming Enterprise, the retained funds shall be deposited in the Gaming Enterprise Development Fund, and the remainder of the net profits of the Gaming Enterprise shall be deposited in the Seminole Nation Gaming Revenue Fund pending transfer to the Seminole Nation General Fund at the end of each month after the payment of any government fee or assessment against the Nation's gaming revenue.

(b) Limitations on the Board's Authority: The Board is not authorized to and shall not itself nor shall it allow any agent or employee of the Gaming Enterprise subject to its authority:

- (1) Enter into contracts for the management of any gaming operation or any portion thereof licensed by and/or subject to the jurisdiction of the Seminole Nation without the consent of the General Council and the Seminole Nation Gaming Agency;
- (2) Assume any contractual obligation for a term exceeding seven (7) years without the approval of the Seminole Nation General Council by duly enacted resolution;
- (3) Enter into any lease agreement, whether as lessor or lessee, for term of

more than seven (7) years without the approval of the Seminole Nation General Council by duly enacted resolution, and if necessary, the approval of the Secretary of the Interior;

- (4) Purchase real property in an amount exceeding three million dollars (\$3,000,000.00) without the approval of the Seminole Nation General Council by duly enacted resolution as limited below;
- (5) Borrow money or make, accept, endorse or issue bonds, debentures, promissory notes, mortgages, or security agreements or any other instrument of indebtedness or guaranty over one million dollars (\$1,000,000.00) without the approval or ratification of the Seminole Nation General Council by duly enacted resolution;
- (6) Waive or purport to waive any of the privileges or immunities of the Seminole Nation, including its sovereign immunity from suit; borrow or lend money or purport to borrow or lend money on behalf of any instrumentality of the Seminole Nation other than the Seminole Nation Gaming Enterprise, or to grant or permit or purport to grant or permit any right, lien encumbrance or interest in or on any of the assets of the Seminole Nation.
- (7) Perform any act inconsistent with the provisions of this enactment or other applicable laws and regulations.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011;
Amended Ordinance Number 2012-19, October 27, 2012]

Section 205. Reporting. It shall be the responsibility of the Board to maintain adequate and accurate reporting concerning the fiscal state of the Nation's gaming operations. The Board shall provide the following reports:

(1) Annual Report. In addition to its monthly and quarterly financial reports, the Board shall provide an Annual Report to the General Council at the end of each fiscal year in addition to monthly and quarterly financial reports for each Enterprise subject to the administrative authority of SDOC. The Annual Report shall include for each Enterprise:

- (A) Balance Sheets;
- (B) Revenue Statements;
- (C) State of changes in cash flow; and
- (D) Statement of Retained Earnings, if any.

(2) Quarterly Report. The Board shall provide a Quarterly Report to the General

Council at the end of each fiscal quarter and prior to any General Council quarterly meeting in addition to monthly and annual financial reports for each Enterprise subject to the administrative authority of Sndoc. The Quarterly Report shall include for each Enterprise:

- (A) Balance Sheets;
- (B) Revenue Statements;
- (C) Expenses and expenditures in relation to actual budgeted line items;
and
- (D) Liabilities and outstanding debts.

(3) Monthly Report. The Board shall provide a Monthly Report to the General Council no less than fifteen days after each month by mail in addition to quarterly and annual financial reports for each Enterprise subject to the administrative authority of Sndoc. The Monthly Report shall include for each Enterprise:

- (A) Revenue Statements; and
- (B) Expenses and expenditures in relation to actual budgeted line items.

(4) Special Report. Upon request of the General Council, the Board shall provide a written report and/or orally supplement the information contained in the Annual Report and respond to any questions posed by Members of the General Council, provided that such special report may be conducted in a closed executive session in order to preserve any economic advantage to the Nation and shield the Nation from any harms that the public disclosure of such information may produce.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 206. Coordination with ARTICLE II

Other than the powers delineated to the Seminole Nation Gaming Enterprise Board of Directors as described above, the Gaming Enterprise shall operate pursuant to the provisions of ARTICLE II of this Title 8 including the authority and limitations placed upon Enterprise Managers. In the event the provisions of any other Chapter in this Title conflict with the provisions of this Chapter 2, Chapter 2 shall supersede any inconsistent provisions.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

CHAPTER THREE

SEMINOLE NATION DIVISION OF COMMERCE

Section 301. Seminole Nation Division of Commerce.

(a) Re-Establishment of SNDOC. Pursuant to the authority vested in the General Council by Article V (a) of the Constitution of the Seminole Nation of Oklahoma to "promote public health, education, and charity and such other services that may contribute to the social and economic advancement of the Members of the Seminole Nation of Oklahoma," there was previously established and created within the Executive Branch of the Seminole Nation, the Seminole Nation Division of Commerce ("SNDOC"), a governmental agency and instrumentality of the Seminole Nation, which shall continue to serve as the economic development, financial analysis, operations management, gaming Enterprise management and business creation agency of the Seminole Nation for purposes of promoting, creating, advancing, and supporting the business and economic activities and fostering the success and profitability of the Nation's business Enterprises in an accountable manner that instills the highest degree of confidence in the integrity of the Nation and the Nation's business Enterprises and activities.

(b) Authorization. In any suit, action, or proceeding involving the validity or enforcement of, or relating to any of its contracts, the SNDOC shall be conclusively deemed to have become established and authorized to transact business and exercise its powers upon proof of the adoption of this law.

[HISTORY: Enacted by Ordinance No ____.]

Section 302. Status of Agency.

The SNDOC shall continue to be a governmental agency and instrumentality of the Seminole Nation established within the Executive Branch to serve as the economic and business arm of the Seminole Nation and to carry out the provisions of this Act. All Enterprises established hereunder shall be agencies and instrumentalities of the Seminole Nation established by resolution of General Council to serve specific economic development and business needs of the Seminole Nation.

[HISTORY: Enacted by Ordinance No ____.]

Section 303. Board of Directors

SNDOC shall be overseen by a Board of Directors which shall be comprised of three (3) Members and shall consist of a Chairperson, a Vice-Chairperson, and Recording Secretary. The Principal Chief, and Assistant Chief shall serve as ex officio Members of the Board without voting rights, except as otherwise provided in this Act.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011 ____.]

Section 304. Appointment of Members of Board of Directors.

The Principal Chief shall be responsible for selecting and appointing Members to serve on the SNDOC Board of Directors. All Board Members shall be subject to confirmation by the General Council. Upon selection of a nominee(s) the Principal Chief shall call a special meeting of the General Council or place on the agenda of its next regular meeting time for General Council to consider the nominee's confirmation. A resolution of the General Council signed by the Principal Chief and attested by the General Council Secretary as to the appointment or reappointment of any Board Member shall be conclusive evidence of the due and proper appointment of the Board Member. At the first meeting of the Board of Directors, from within the voting members of the Board, shall elect the Chairman, Vice-Chairman and Recording Secretary of the Board. Ex-Officio members of the SNDOC Board shall not be eligible to serve as Chairman, Vice-Chairman or Recording Secretary except as otherwise provided herein.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011____]

Section 305. Qualifications of Appointed Members of the SNDOC Board.

(a) Basic Qualifications. To be eligible to serve on the Board all appointed Members, at a minimum, must possess:

- (1) A post-graduate degree from an accredited college or university in business administration, finance, accounting, banking, finance, law, or other business-related degree program; or
- (2) A Bachelor's degree from an accredited college or university in business administration, finance, accounting, banking, finance or other business-related degree program plus a minimum of five (5) years of work experience in one or more of the following areas: business administration, business management, accounting, banking, or finance or other business-related field; or
- (3) A Bachelor or Master's degree from an accredited college or university in any other field plus no less than:
 - (A) Five (5) years of experience as an executive, director, or owner of a successful company, firm, or business with more than 25 employees; or
 - (B) Five (5) years of government experience at a senior supervisory level; or
- (4) A minimum of ten (10) years of successful work experience in a related field, business Enterprise, or tribal employment directly related to economic development may be substituted for the qualifications enumerated in subsections (1-3) of this section. Level of advancement

and/or business success shall be required consideration for this qualification.

(b) Seminole Preference. In selecting candidates for appointment to the Board, the Principal Chief shall accord preference to Members of the Seminole Nation possessing the requisite credentials established in this Act in accordance with the definition set forth in Section 104(n) of this Chapter.

(c) Limitations on Eligibility. No person who serves as an elected official of the Seminole Nation, General Council representative, Band Chief, or Assistant or Vice Band Chief is eligible for appointment to the Board, provided that the Principal Chief and Assistant Chief shall be eligible to serve on the Board, but only in an ex-officio capacity. No employee of the Seminole Nation, SNDOC, or an Enterprise administered by SNDOC is eligible for appointment to the Board as a voting Member except as otherwise provided herein.

(d) Private Business Operators. No Board Member shall be barred from serving on the Board because the Member operates a private business within the same geographic area of operation of SNDOC or an Enterprise subject to its administrative authority, provided that during such Member's tenure on the Board neither the Member nor any business entity owned in whole or in part or managed, directed, or operated by the Member shall transact business with the Seminole Nation or any entity, instrumentality, or Enterprise of the Seminole Nation.

(e) Minimum Age. To be eligible to serve on the Board a person must have attained the age of twenty-five (25) years by the date of his or her appointment by the Principal Chief.

Section 306. Bond and Insurance Requirements SNDOC Board.

The appointed members of the Board on behalf of and in the name of the Seminole Nation Division of Commerce and the Seminole Nation and also as individual members of the Board shall, within thirty (30) days of appointment, obtain fidelity bond coverage for themselves, in the amount of two million dollars (\$2,000,000.00). In addition thereto, the Board shall provide for adequate fidelity bond for the CEO and CFO of SNDOC and may require any agent, employee, or contractor to post a bond or secure professional liability insurance. Alternately, SNDOC may obtain officer and director liability insurance or umbrella coverage sufficient to cover losses that may incurred as a result of the actions of SNDOC.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 307. Terms of Office and Reappointments.

The term of office for appointed Board Members shall be four (4) years, provided that as a means of staggering the terms of each Member, and for the initial appointments only, the Chairperson shall serve a term of four (4) years; the Vice-Chairperson shall be serve a term of three (3) years; and the Recording Secretary shall serve a term of two (2) years. Upon expiration of the term of office, an appointed Board Member shall be eligible for reappointment, and may

holdover indefinitely, pending reappointment or replacement. Reappointments shall be made in the same manner as the initial appointment.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 308. Vacancies.

(a) In the event of a vacancy in an appointed Board position, such vacancy shall be filled by the appointment of a new Member by the Principal Chief, with confirmation by the General Council as set forth in Section 304 of this Title, provided that:

- (1) In the event of a vacancy in the Chairpersonship, the Vice-Chairperson shall temporarily assume the duties of Chairperson; the Secretary shall temporarily assume the duties of the Vice-Chairperson; and the Principal Chief shall select either the Chief Executive Officer or the Chief Financial Officer to serve as Recording Secretary until a new Secretary is appointed.
- (2) In the event of a vacancy in the position of Vice-Chairperson; the Recording Secretary shall temporarily assume the duties of the Vice-Chairperson; and the Principal Chief shall designate the SNDOC CEO, CFO or a qualified individual to serve as Recording Secretary until a new Secretary is appointed.
- (3) In the event of a vacancy in the position of Recording Secretary, the Principal Chief shall designate the SNDOC CEO, CFO or a qualified individual to serve as Secretary until a new Secretary is appointed.

(b) Notice to General Council. In the event of any vacancy in an Appointed Board position, the Principal Chief shall immediately notify the General Council.

(c) Limitations.

- (1) In no event may an acting designee serve as voting Members of the Board for more than six months in any calendar year without approval of the General Council by means of a duly approved resolution authorizing an extension of the interim appointment.
- (2) Under no circumstances shall the Principal Chief serve as a voting Member of the Board.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 309. Duties of Officers.

(a) Duties of Chairperson. The Chairperson shall be the principal executive officer of the Board of Directors, and shall:

- (1) Set the agenda, call, and preside over all Board meetings;
- (2) Sign and execute all Board approved contracts, resolutions, and other documents or instruments requiring approval of the SNDOC Board of Directors;
- (3) Sign and execute notes, drafts, other orders for the payment of money, or other instruments in which disbursement requires the approval of the Chairman and/or the Board of Directors;
- (4) Represent the Board before the General Council; and
- (5) Perform all duties incident to the office of Chairperson and carry out such other duties as may be prescribed by the Board from time to time.

(b) Duties of Vice-Chairperson. The Vice-Chairperson of the Board shall:

- (1) Attend all meetings of the Board;
- (2) In the absence of the Chairperson, perform the duties of the Chairperson, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of Chairperson; and
- (3) Perform all duties incident to the office of the Vice-Chairperson and such other duties as from time to time may be assigned by the Board of Directors or the Chairperson of the Board.

(c) Duties of Recording Secretary. The Recording Secretary of the Board shall:

- (1) Attend all Board meetings and keep complete and accurate records of all meetings, decisions, and actions of the Board where such minutes shall be timely filed with the General Council Secretary upon the minutes' approval at a subsequent Board meeting;
- (2) Give or cause to be given all notices required by law;
- (3) Serve as custodian of the records;
- (4) Keep the minutes of the Board meetings in an appropriate book set aside and used exclusively for such purpose;
- (5) Attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the Secretary; and

- (6) Perform all duties incident to the office of the Recording Secretary and such other duties as from time to time may be assigned by the Board of Directors, the Chairperson or Vice-Chairperson.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 310. Compensation & Expenses.

(a) Notwithstanding any other provision of Seminole Nation law, the appointed Members of the Board shall be compensated in accordance with this Section 310. The compensation authorized by this section is based on the scope of mandatory credentials required for appointment to the Board, including high minimum standards for age, education, and experience as well as the Nation's critical need to attract Board candidates with such credentials with the requisite knowledge and expertise to achieve the goals and perform the functions required by this Act,

(b) The Chairperson, Vice-Chair and Recording Secretary shall receive an annual stipend of \$10,000 to be distributed quarterly in four equal installments;

(c) All necessary and reasonable expenses of the Board that are directly attributable to travel, conferences or training shall be provided and all directly attributable and reasonable out-of-pocket expenses incurred by Board Members in the performance of their official duties and responsibilities shall be promptly reimbursed upon submission of receipts and/or other required documentation.

[HISTORY: Enacted by Ordinance No]

Section 311. Meetings of the SNDOC Board.

(a) Regular Meetings. The Board shall hold regular monthly meetings at such times, and dates as the Board, in its discretion, concludes are appropriate, provided that an annual schedule of meetings shall be published in the Seminole Nation Tribal newspaper, the Seminole Producer and on file with the Seminole Nation General Council Secretary. These meetings shall be open to the public with the exception of Executive Session;

(b) Special Meetings. Special meetings of the Board may be called at any time by the Chairperson of the Board; upon request of the Principal Chief; or upon joint request of the Vice-Chairperson and Recording Secretary.

(c) Notice of Regular or Special Meetings. The Board shall deliver written notice to all Board Members, Ex-officio Members and the General Council Secretary at least ninety-six (96) hours in advance of a proposed meeting of the date, time, place and purpose of the meeting. For purposes of this Section, notice is deemed delivered seventy-two (72) hours after it is placed in the U.S. mail or inter-office mail. Notice may be hand delivered, or may be delivered via facsimile or email with verification of proof of receipt.

(d) Emergency Meetings. Emergency meeting of the Board may be called at any time with reasonable notice to the Board, Ex-Officio Officers and the General Council Secretary. The use of an Emergency meeting shall be reserved for only matters that require immediate Board action or acts of *Force Majeure*.

(e) Manner and Place of Meeting. The Board of Directors may conduct regular or special meetings through the use of any means of communication by which all directors may simultaneously hear each other. All Board actions taken without a formal meeting shall only be valid if evidenced in writing, signed by the Recording Secretary and included in the minutes of the Board of Directors. The Chairperson may designate the location of meetings, which location may be within or without the Nation's jurisdiction, provided that such meetings shall be held within a reasonable driving distance of Seminole, Oklahoma. Members who cannot appear personally may appear via telephonic or audiovisual conference so long as Regular meetings are open to the public.

(f) Voting. The appointed Members of the Board shall have an equal vote in all matters and decisions before the Board. To be effective, any action or decision of the Board shall require an affirmative vote of at least two Members of the Board. Any matter or decision not affirmatively approved by at least two appointed Board Members shall be deemed to have failed. Upon request, any appointed Member of the Board shall be allowed to include a statement of dissent in the minutes of the meeting at any time prior to final approval of the minutes after which time no further revision, amendment or supplementation to the minutes shall be permitted. Abstentions shall not be permitted.

[HISTORY: Enacted by Ordinance No]

Section 312. Authority, Powers, and Limitations Thereon.

(a) General Powers. The Board of Directors of SNDOC shall have the following general powers which shall be exercised in conformity with the laws and regulations of the Seminole Nation and consistently with the purposes for which the Board is established, including the power to:

- (1) Supervise, direct, manage, and oversee the administrative and such other organizational components of SNDOC as may hereafter be established;
- (2) Employ, supervise and direct the Chief Executive Officer and Chief Financial Officer who shall direct, manage, and oversee the operation of SNDOC and any other organization components of SNDOC that may hereafter be established by the Board; and establish the conditions of their employment pursuant to job descriptions consistent with duties as set forth in Sections 404 and 405 herein;
- (3) Authorize, direct, and oversee the planning, development, and establishment of new businesses and business Enterprises as well as

expansion of existing Enterprises; the acquisition of businesses and business concerns; and the development of products and product lines;

- (4) Establish and supervise the implementation of standard operating policies and procedures compliant with all applicable laws, rules, and regulations subject, where applicable, to the approval of the Seminole Nation or other agency or instrumentality of the Seminole Nation;
- (5) Protect, maintain, and properly distribute all funds, accounts and other property subject to its authority or control or that are used and/or maintained in connection with and pursuant to its authority, powers and responsibilities hereunder;
- (6) Establish hiring, retention, and employment standards to ensure that SNDOC Employees and the Managers and employees of business Enterprises established by or subject to the administrative authority of SNDOC control are competent and qualified to perform the duties and tasks for which they are employed;
- (7) Establish goals, objectives, and benchmarks to assess and evaluate the financial and operational performance of the business Enterprises established by or subject to the administrative authority of SNDOC;
- (8) Use the name "Seminole Nation Division of Commerce" in any of its business activities within or without the territorial jurisdiction, provided that said name is hereby exclusively reserved to the use of the SNDOC;
- (9) Sue in any Court in its own name or in the name of a business Enterprise established by or subject to its administrative authority of SNDOC, and with the consent of the General Council as expressed by resolution duly adopted, to sue on behalf of the Seminole Nation of Oklahoma by styling the case as "The Seminole Nation of Oklahoma ex. rel. Seminole Nation Division of Commerce;"
- (10) Retain, employ, or contract with professional service providers, including, but not limited to, accountants, attorneys, architects, engineers, and such other professionals as the Board deems necessary to the performance of SNDOC's mission;
- (11) Direct the CFO of SNDOC to establish and maintain such bank accounts as may be necessary or convenient including checking and savings accounts, savings certificates, certificates of deposit, and any other type of demand time deposit for the SNDOC, although any depository accounts maintained on behalf of the Seminole Nation shall be under the control of the Treasurer pursuant to Title 14 of the Code of laws;

- (12) Engage in any lawful business and take such further actions, not inconsistent with this Act, as are commonly engaged in by public or corporate bodies of this character, as the Board may deem necessary or convenient to effectuate the purposes of the SNDOC, and to exercise any of the powers of a business corporation, subject to the limitations contained in this Act;
- (13) Manage, invest, and oversee the undistributed revenues produced by the business Enterprises established by or subject to the administrative authority of SNDOC and such other funds entrusted to SNDOC by the General Council or any other office or instrumentality of the Seminole Nation;
- (14) Acquire real and personal property on behalf of the Nation or any business Enterprise established by or subject to the administrative authority of SNDOC, provided that SNDOC shall not petition the Secretary of the Interior to place any land in trust on behalf of the Seminole Nation without the express consent of the General Council as authorized by a duly adopted resolution;
- (15) Authorize capital expenditures and the development or construction of physical infrastructure, such as sewers, lagoons, water storage systems; water treatment facilities, access roads, and buildings, for example;
- (16) Execute as an agency of the Seminole Nation applications for receipt and administration of federal grants and any other federal applications or contracts for purposes of funding types of activities in which SNDOC may engage, provided that SNDOC shall notify the Principal Chief of its intent to apply for any federal grants and activities at least thirty (30) days prior to the application deadline, and if there is any conflict with an application for the same grant or contract by another agency of the Seminole Nation, the General Council shall by resolution designate the agency which is authorized to submit the application; provided further that all awards for federal grants and contracts shall be reported to the General Council and shall be subject to monitoring by Seminole Nation personnel responsible for monitoring federal grants and contracts;
- (17) Present recommendations to the General Council regarding the distribution of net profits or dividends generated by business Enterprises and undertakings in light of the needs of the Nation's business Enterprises in relation to improvements, expansions, maintenance and repairs; equipment; and land acquisitions, among such other needs as the Board may identify;
- (18) Request from the General Council each year through its Annual Plan of Operation, or otherwise, authority to retain a percentage of annual net

profits or income of any or all of the Nation's business Enterprises or such other amount as may be proposed, provided that:

- (A) Such request is accompanied by a written justification supported by sound business principles explaining the proposed use(s) and purpose(s) for such proposed retention of profits;
 - (B) Upon approval by the General Council, the retained funds shall be deposited in the SNDOC Economic Development Fund or in such other fund as may be authorized, and the remainder of the net profits of the Enterprises shall be deposited in the Seminole Nation General Fund for distribution by the General Council to the various governmental offices and agencies of the Nation to provide essential governmental functions and services pursuant to the General Fund Budget approved by the General Council; and
- (19) Enter into agreements, contracts, business Enterprises and undertakings with any governmental agency, federal, state, local, or tribal or with any person, partnership, corporation or other legal entity to effectuate the purposes of SNDOC, and to agree to any conditions attached to federal financial assistance;
- (20) Lease to the Seminole Nation or to third parties the interests in land leased or assigned to the use of the SNDOC to the extent provided by law, provided that SNDOC may not execute a lease of tribal land leased or assigned to its use for a period exceeding the term of the original lease or assignment of the land to the SNDOC, absent:
- (A) The consent of the Seminole Nation General Council by duly enacted resolution; and
 - (B) If required by federal law, approval of the Interior Secretary.
- (21) Do any and all things necessary or desirable and not prohibited to secure the financial aid or cooperation of the Federal government or private sources of capital in the undertaking, construction, maintenance, or operation of any project of the SNDOC, subject to the limitations contained in this Act.

(b) Limitations on the Board's Authority: The Board is not authorized to and shall not itself nor shall it allow any agent or employee of SNDOC, including agents or employees of any Enterprise subject to its authority:

- (1) Assume any contractual obligation for a term exceeding seven (7) years without the approval of the Seminole Nation General Council by duly

enacted resolution;

- (2) Enter into any lease agreement, whether as lessor or lessee, for term exceeding seven (7) years without the approval of the Seminole Nation General Council by duly enacted resolution, and if necessary, the approval of the Secretary of the Interior;
- (3) Purchase real property in an amount exceeding three million dollars (\$3,000,000.00) without the approval of the Seminole Nation General Council by duly enacted resolution as limited below;
- (4) Borrow money or make, accept, endorse or issue bonds, debentures, promissory notes, mortgages, or security agreements or any other instrument of indebtedness or guaranty over one million dollars (\$1,000,000.00) without the approval or ratification of the Seminole Nation General Council by duly enacted resolution;
- (5) Waive or purport to waive any of the privileges or immunities of the Seminole Nation, including its sovereign immunity from suit; borrow or lend money or purport to borrow or lend money on behalf of any instrumentality of the Seminole Nation other than the Seminole Nation Division of Commerce, or to grant or permit or purport to grant or permit any right, lien encumbrance or interest in or on any of the assets of the Seminole Nation other than those of SNDOC or a Business Enterprise subject to its administrative authority; or
- (6) Perform any act inconsistent with the provisions of this enactment or other applicable laws and regulations.

(d) Specific Authority, Powers and Responsibilities of Board:

- (1) Annual Operation Plan. As a means of ensuring fiscal and operational accountability, the Board shall operate under an Annual Plan of Operation, subject to the approval of the General Council, which shall be submitted with and shall include the proposed annual budgets for SNDOC, its organizational components, and each of the Enterprises subject to its administrative authority. The Annual Plan shall also contain:
 - (A) Revenue projections for each Enterprise for the upcoming year;
 - (B) Disclosure of any uncorrected material audit exceptions from the prior year and the status of corrective actions taken or in process with an estimated schedule for completion;
 - (C) A general summary of significant activities planned for the upcoming fiscal year, provided that the plan shall not specify any

particular building or parcel of property to be acquired unless an option to purchase such property has been secured; or the details of any planned improvement, expansion, development, or establishment or acquisition of a new business Enterprise if such disclosure will result in an economic disadvantage to the Nation;

- (D) A request for approval for any action or decision requiring the approval of the General Council, including but not limited to any request for the retention of net revenues for purposes of capital improvements, expansions, development, re-investment, or other business purposes;
 - (E) A brief status report in relation to any lawsuit(s) filed by or against SNDOC or any Enterprise subject to its administrative authority;
 - (F) A brief summary of any reasonably foreseeable event, circumstance, or matter that may or will affect the profitability of Enterprises under the administrative authority of SNDOC; and
 - (G) Any other information the Board deems appropriate to bring to the attention of the General Council.
- (2) Annual Report. In addition to its monthly and quarterly financial reports, the Board shall provide an Annual Report to the General Council at the end of each fiscal year in addition to monthly and quarterly financial reports for each Enterprise subject to the administrative authority of SNDOC. The Annual Report shall include for each Enterprise:
- (A) Balance Sheets;
 - (B) Revenue Statements;
 - (C) Statement of Changes in Financial Position; and
 - (D) Statement of Retained Earnings, if any.
- (3) Quarterly Report. The Board shall provide a Quarterly Report to the General Council at the end of each fiscal quarter and prior to any General Council quarterly meeting in addition to monthly and annual financial reports for each Enterprise subject to the administrative authority of SNDOC. The Quarterly Report shall include for each Enterprise:
- (A) Balance Sheets;
 - (B) Revenue Statements;

- (C) Expenses and expenditures in relation to actual budgeted line items; and
 - (D) Liabilities and outstanding debts.
- (4) Monthly Report. The Board shall provide a Monthly Report to the General Council no less than fifteen days after each month by mail in addition to quarterly and annual financial reports for each Enterprise subject to the administrative authority of SNDOC. The Monthly Report shall include for each Enterprise:
- (A) Revenue Statements; and
 - (B) Expenses and expenditures in relation to actual budgeted line items.
- (5) Special Report. Upon request of the General Council, the Board shall provide a written report and/or orally supplement the information contained in the Annual Report and respond to any questions posed by Members of the General Council, provided that such special report may be conducted in a closed executive session in order to preserve any economic advantage to the Nation and shield the Nation from any harms that the public disclosure of such information may produce.
- (6) Standards, Policies, and Procedures. As a means of ensuring the effective and efficient operation of the Nation's business Enterprises and activities, and to ensure compliance with all applicable laws, rules, regulations, compact terms, and the policies of the Nation, the Board, subject to any requirements for review and approval by the Seminole Nation General Council shall establish or approve:
- (A) Standards of conduct for all Managers, staff and employees of SNDOC, its components, and Enterprises subject to its administrative authority, the Board, subject to any approvals that may be required by law, including, but not limited to mandatory procedures for the reporting of theft or other wrongdoing by patrons or employees and policies governing the courteous treatment of patrons as well as such other policies and procedures determined necessary and appropriate by the Board;
 - (B) Personnel policies and procedures governing hiring, supervision, management, promotion, disciplining and/or termination of staff and employees of the Board as well as Enterprise Managers, staff and employees, including provisions for employment appeals and grievances filed by such Managers, staff and employees;

- (C) Standards for the proper maintenance of buildings, sidewalks, driveways, and grounds;
- (D) Procurement policies and procedures establishing appropriate levels of authority for the approval and execution of contracts for the purchase of goods and services;
- (E) Accounting policies and procedures and related standards applicable to all aspect of the financial management of the Enterprises subject to the administrative authority of SNDOC; and
- (F) Such other operating policies and procedures the Board deems necessary for the effective management and operation of the Nation's Enterprises or which may be otherwise required by law or tribal-state compact.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011; Amended by Ordinance No. TO 2014-04, March 18, 2014]

CHAPTER FOUR

SNDOC OPERATIONS

Section 401. SNDOC Operations. The Central Services Center is hereby dissolved.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011 2007-15, November 13, 2007.]

Section 402. Purposes. The purposes of SNDOC are as follows:

(a) Promote Economic Development, Business Analysis, Budget and Audit Services for SNDOC and the Enterprises of the Nation. To increase the Nation's economic capacity and productivity through the retention of highly qualified and experienced professionals with the necessary expertise and competence to provide research, planning, development, and other professional services for SNDOC as well as financial, accounting, and other administrative support services to SNDOC and the Nation's business Enterprises;

(b) Enhance Performance. To provide a central delivery system for the performance of certain core administrative functions common to each of the Nation's business Enterprises carried out by experienced professionals with the requisite qualifications and expertise to perform at a high level of competence;

(c) Capture Economic Efficiencies. To increase the level of expertise and professionalism available within SNDOC and to each of the Nation's business Enterprises while

simultaneously reducing each Enterprise's staffing levels and effecting savings without sacrificing productivity or lowering performance standards;

(d) Increase Accountability. To effect a clear and distinct segregation between the operational, analytical, economic development and gaming functions of both SNDOC and each Enterprise requiring administrative support in a manner consistent with a proper internal control system which serves to mitigate the potential for financial mismanagement and/or wrongdoing;

(e) Increased Control by the Nation. To increase the Nation's control over the finances of its Enterprises and its capacity to identify and appropriately respond to adverse conditions while simultaneously minimizing political involvement in the management and operational affairs of its Enterprises and removing, to the maximum extent practicable, political considerations in business and management decisions through the centralization of the financial, analytical, business development, and audit functions of SNDOC and each Enterprise within SNDOC; the retention of highly qualified and experienced professionals to administer its financial and business affairs; and requiring the development and implementation of strong internal controls and mandatory reporting requirements.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 403. Chief Executive Officer and Chief Financial Officer of SNDOC

(a) Organizational Structure. The day-to-day affairs of SNDOC shall be managed by the Chief Executive Officer, who shall report concurrently to the SNDOC Boards of Directors and to the Principal Chief. The Chief Executive Officer shall have supervisory authority over all SNDOC operations and business Enterprises of the Nation excluding the Gaming Enterprise.

(b) Chief Executive Officer. The Chief Executive Officer shall be selected and approved by the SNDOC Boards of Directors.

(c) Chief Financial Officer. The Chief Financial Officer and Division Directors shall be selected by the Chief Executive Officer and approved by the Boards of Directors of SNDOC.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011 .]

Section 404. Chief Executive Officer.

(a) Responsibilities and Authority. The Chief Executive Officer shall have supervisory authority over the operational departments of SNDOC.

(b) The Chief Executive Officer shall have the power and authority to bind SNDOC by agreement so long as such individual agreement does not exceed \$50,000 per year and has been anticipated as expenditure or within a category of expenditures that has been approved within the SNDOC budget appropriated by General Council.

- (1) Contracts Exceeding \$50,000.00. Any purchase or contract exceeding Fifty Thousand Dollars (\$50,000.00) in value must be Subject to the Fiscal Services Enterprise purchasing and procurement policies and procedures.
- (2) Contracts Exceeding \$1 Million. Any purchase or contract exceeding One Million Dollars (\$1,000,000.00) in value must be:
 - (A) Approved by the General Council by a duly enacted resolution or otherwise authorized by the General Council in the budget for SNDOC; or if approved in the Plan of Operation by the General Council; and
 - (B) Subject to the purchasing and procurement policies and procedures.
- (c) Duties. Duties of the Chief Executive Officer shall include but are not limited to:
 - (1) Directing the day-to-day affairs of SNDOC;
 - (2) Supervising the implementation of all policies and procedures related to the operational activities and functions of SNDOC;
 - (3) Coordinating functions of Business Development, Business Analysis, Budget and Audit and in the preparation of the Plan of Operation and Budget;
 - (4) Providing guidance, support, advice and assistance to the Managers of the Enterprises and Boards of Directors requiring SNDOC's administrative support;
 - (5) Establishing teams and supervising employees for special joint projects, activities and functions requiring multi-disciplinary expertise, such as the planning, development, and establishment of new Enterprises; construction projects; and strategic planning;
 - (6) Entering into agreements, contracts, business Enterprises and undertakings with any governmental agency, federal, state, local, or tribal or with any person, partnership, corporation or other legal entity to effectuate the purposes of SNDOC, and to agree to any conditions attached to federal financial assistance;
 - (7) Preparation of Comprehensive Budget and Plan of Operation. As a means of ensuring fiscal and operational accountability, the SNDOC and each Enterprise shall operate within the financial constraints of the Comprehensive Budget and Plan of Operation, subject to the approval of the General Council, which shall be submitted with and shall include the

proposed annual budgets for SNDOC including the Administrative Division, and each Business Enterprise, The Operation Plan shall also contain:

- (A) Revenue projections for each Enterprise for the upcoming year;
 - (B) Disclosure of any uncorrected material audit exceptions from the prior year and the status of corrective actions taken or in process with an estimated schedule for completion;
 - (C) A general summary of significant activities planned for the upcoming fiscal year.
 - (D) A request for approval for any action or decision requiring the approval of the General Council, including but not limited to any request for the retention of Net Profits for purposes of capital improvements, expansions, development, re-investment, or other business purposes;
 - (E) A brief status report in relation to any lawsuit(s) filed by or against SNDOC or any Enterprise requiring administrative support;
 - (F) Any other information the Chief Executive Officer deems appropriate to bring to the attention of the General Council.
- (8) Preparation of Special Reports. Upon request of the General Council, the Chief Executive Officer shall supplement the information contained in the Operation Plan and respond to any questions posed by the General Council, provided that such special report shall be conducted in a closed executive session in order to preserve any economic advantage to the Nation and shield the Nation from any harms that the public disclosure of such information may produce. The reports presented in executive session may include:
- (A) Balance Sheets;
 - (B) Income Statements;
 - (C) Statement of Changes in Financial Position; and
 - (D) Statement of Retained Earnings, if any.
- (9) Shall require subordinate employees with supervisory or managerial authority to report at least monthly and in writing upon request.

- (10) Performing all other duties, functions, and activities incident to the position of CEO or as may be required by the Principal Chief or General Council.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011; amended by Ordinance No. TO-2014-04, March 18, 2014.]

Section 405. Chief Financial Officer and Department Directors.

(a) Selection. The Chief Financial Officer and Department Directors shall be selected by the Chief Executive Officer and approved by the Board of Directors of SNDOC.

(b) Responsibilities and Authority. The Chief Financial Officer and any appointed Department Directors shall serve in the capacities outlined in this Title. The Chief Financial Officer shall have the authority to bind SNDOC by agreement so long as such individual agreement does not exceed \$50,000 per year and has been anticipated as expenditure or within a category of expenditures that has been approved within the SNDOC budget appropriated by General Council.

(c) Reporting. The CFO shall make a monthly written report to the Board of all balance sheets, revenues and liabilities. The CFO shall require subordinate employees with supervisory or managerial authority to report at least monthly and in writing upon request.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011 .]

Section 406. Organization of SNDOC.

SNDOC shall initially be comprised of two (2) departments, each of which may be directed by a Department Director in accordance with the following (except that one or more departments may be combined under the authority of a single Department Director and/or the Chief Financial Officer as determined by the SNDOC Board of Directors). SNDOC shall be divided into the following sectors:

(a) Business Analysis Department. The Business Analysis Department is responsible for:

- (1) Establishing economic performance standards and benchmarks, assessing financial performance and economic productivity of the Nation's Enterprises and investments;
- (2) Financial planning and analysis, including the assessment of potential investments, expansion, and the financial implications of other managerial or operational actions or decision;

- (3) Advising the Chief Executive Officer, the Chief Financial Officer, Division Directors and Enterprise Managers on all financial matters;

(b) Business Development Department. The Business Development Department is responsible for:

- (1) Preparing short, intermediate, and long term strategic planning for the Nation's Business Enterprises and economic development;
- (2) Providing technical plans and/or supervising the work of contractors, such as architects, engineers, designers, landscapers, surveyors, cartographers, builders, and other technical service providers;
- (3) Working closely with the CEO and CFO in the preparation of the technical aspects of the Plan of Operation;
- (4) Working closely with the Enterprise Managers in evaluating bids, proposals, and contracts and providing advice in relation to purchases of materials and supplies for construction, maintenance and repairs;
- (5) Conducting or causing to be conducted all necessary technical studies, reports, evaluations, and information related to planned development activities;
- (6) Acting as project administrator in relation to construction activities;
- (7) Advising the Chief Executive Officer, and Enterprise Managers with regard to issues related to the quality of materials, the performance of contractors and subcontractors, and monitoring deadlines for performance; and

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

ARTICLE II

SEMINOLE ENTERPRISES
COMMON OPERATING PROVISIONS

CHAPTER FIVE

STANDARDS OF CONDUCT

Section 501. Indemnification.

(a) Indemnification by Gaming Enterprise and SNDOC. The Gaming Enterprise and SNDOC shall:

- (1) Indemnify, save and hold harmless the Nation and its elected officials from any and all claims arising out of the actions of the Gaming Enterprise or SNDOC and/or any Enterprise created by or subject to its administrative authority in which an elected official of the Nation is a named party solely by reason of his or her position as an official of the Nation;
- (2) Defend at its own cost and expense, with the revenue of the subject Enterprise, any action or proceeding commenced for the purpose of asserting any claim arising out of the business activities of any Enterprise created by or subject to the administrative authority of the Gaming Enterprise or SNDOC unless the Enterprise does not have sufficient revenue to cover such expense, in which case the appropriate agency may advance such costs from its available funds or seek a supplemental appropriation from the General Council in which case, the subject Enterprise shall be required to reimburse any such advance at such time as sufficient revenues become available; and
- (3) Reimburse the Nation for any expense incurred by the Nation to defend any such claims.

(b) Hold Harmless. The Gaming Enterprise and SNDOC may by resolution indemnify, save and hold harmless the Members of the Boards; Managers, or employees of each agency or any business Enterprise created or subject to the administrative authority of either agency; or any employee acting at the Board's official direction, if any one of them is named a party or is threatened to be made a party in any civil action or proceeding solely by reason of his or her official position or employment status, against expenses, including attorneys' fees, judgments, fines, and amounts paid in connection with such action, suit or proceeding, if, in the judgment of the Board, no reasonable person would have cause to believe that such conduct was

unlawful or otherwise improper; provided, however, that no indemnification shall be provided to any person who is:

- (1) Adjudged to be civilly liable for gross negligence or intentional misconduct;
- (2) A named defendant in any criminal prosecution or convicted of any criminal violation of tribal, state or federal law;
- (3) Subject to any civil action, proceeding, or sanction by the Seminole Nation Gaming Agency;
- (4) Subject to the removal proceeding set forth in Section 503 of this Act; or
- (5) Named in a civil action brought by the Seminole Nation or any instrumentality of the Seminole Nation against such person.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011 2007-15, November 13, 2007.]

Section 502. Standards of Conduct.

(a) General. Board Members shall at all times behave honorably and in a manner that reflects favorably on the Nation, its agencies and its business Enterprises and activities;

(b) Best Interest of Seminole Nation. Board Members shall pursue, protect, and advance the best interests, needs, and welfare of the Seminole Nation and shall subordinate their personal interests; the interests of their friends, immediate family; and their business interests to the interests of the Nation by avoiding conflicts of interest and perceived conflicts of interest

(c) Conflicts of Interest. During a Board Member's tenure and for one (1) year thereafter, the Member shall not voluntarily acquire any interest, direct or indirect, in any matter or in any property included or planned to be included in transactions of the Gaming Enterprise Board, Sndoc, the Nation, or any instrumentality or Enterprise of the Nation nor shall a Board Members participate in any action or decision of the Board in any matter in which he or she has a personal or pecuniary interest. A conflict of interest shall be deemed to exist when a Board Member or any profit-making entity in which a Board Member or a Member of his Immediate Family is an officer, partner or principal stockholder:

- (1) Is a party to or receives any compensation from any real estate transaction with the Gaming Enterprise, Sndoc, the Nation or any instrumentality or Enterprise of the Nation;
- (2) Receives any consideration from the Gaming Enterprise, Sndoc, the Nation, or any instrumentality or Enterprise of the Nation, other than the compensation to which he or she is entitled as a Member of the Board;

- (3) Directly or indirectly buys or sells goods or services to, or otherwise contracts with the Gaming Enterprise, SNDOC, the Nation, or any instrumentality or Enterprise of the Nation

(d) Notice and Recusal. In the event of a conflict of interest, the affected Board Member shall promptly disclose the nature of the conflict in writing to the Board and, thereafter, shall recuse him or herself from participating in any action or decision where such conflict is present.

(e) Waiver of Indirect Conflicts. If the affected Board Member has promptly and fully disclosed all facts and circumstances giving rise to a conflict of interest and the Member's conflict of interest is indirect, the unaffected Members, outside the presence of the affected Member, may determine whether a waiver of the conflict is in the best interest of the Nation and may waive the conflict and proceed with the transaction if:

- (1) A more advantageous transaction or arrangement is not reasonably possible under circumstances not producing an indirect conflict of interest and the proposed transaction or arrangement is fair and reasonable in the opinion of the unaffected Members of the Board; or
- (2) The subject transaction presenting the indirect conflict of interest was the result of a formal sealed bid process sponsored by the affected agency and the bid offers the most advantageous terms.

(f) Indirect Conflicts of Interest. For purposes of this provision, an indirect conflict of interest exists where a proposed transaction involves an Immediate Family Member, other than the Member's spouse, a close personal friend, or business associate of the affected Board Member or a business entity owned in full or in part by such persons.

(g) Waiver Unavailable for Direct Conflicts of Interest. Under no circumstances may the Board waive a direct conflict of interest of one of its Members or transact any business with any business entity owned in whole or in part; or managed, directed, or operated by a Board Member or his or her spouse.

(h) Prohibited Conduct. A Member of the Board shall not:

- (1) Exploit or misuse his or her position for personal gain of improper motives or improperly use the Nation's resources for private or personal gain or benefit;
- (2) Attempt to influence the actions or decisions of the General Council or any instrumentality of the Nation outside official processes;
- (3) Make any unauthorized commitments or promises of any kind purporting to bind the Gaming Enterprise, SNDOC, the Nation, or any

instrumentality or Enterprise of the Nation;

- (4) Engage in unfair or abusive employment or business practices, such as harassment, coercion, nepotism, favoritism or cronyism;
- (5) Interfere or attempt to interfere in any civil or criminal investigation conducted by an appropriate official having jurisdiction to perform such an investigation or attempt to inappropriately influence any decision of the Seminole Nation Gaming Agency or any judicial body;
- (6) Accept or solicit any gift, gratuity or service with a value of more than \$100 or totaling in the aggregate more than \$500 in any fiscal year from any person or entity transacting or seeking to transact business with the Gaming Enterprise, SNDOC, the Nation or any instrumentality of the Nation; or any Enterprise established by or subject to the administrative authority of the Gaming Enterprise or SNDOC;
- (7) Use a credit card or other property for any unauthorized purpose or for personal reasons not authorized by the laws, regulations, or policies of the Nation;
- (8) Engage in any Seminole Nation gaming activity or participate in any promotion conducted by or related to the Seminole Nation Gaming Enterprise;
- (9) Knowingly or intentionally violate any law or regulation of the Seminole Nation; and
- (10) Disclose the Nation's confidential or proprietary or otherwise disclose sensitive information learned as a consequence of his or her position as a Board Member that could produce an economic disadvantage to the Nation, the Agencies, or any Enterprise established by or subject to the administrative authority of the Gaming Enterprise or SNDOC.

(i) Violations. Any violation of the foregoing provisions of this Section shall constitute misconduct in office and a violation of the public trust which shall subject the party to removal and to any applicable criminal sanctions set forth in Title 6 of the Code of Laws of the Seminole Nation, and make such party liable to the affected Agency for any and all profits of any kind or character which the Board Member may have obtained by virtue of this violation of trust.

(j) Duty to Report Violations. Where a Board Member is aware of or possesses knowledge of any violation of the standards of conduct contained in this Act; any other violation of the laws and regulations of the Seminole Nation or applicable federal or state laws; or any breach of duty to the Seminole Nation, such Member shall have a duty to report such violation immediately in writing to the General Council and the Principal Chief.

(k) Duty to Establish Standards of Conduct. The Boards shall promptly establish standards of conduct for all employees of their respective Agencies and their organizational components which shall be consistent with the Board standards prescribed herein; and shall further ensure that the Managers of all Enterprises established by or subject to the administrative authority of the Agencies operate under appropriate standards of conduct consistent with the Board standards established herein.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 503. Removal of Board Members.

(a) Removal. An appointed Board Member may be removed at any time on the following grounds:

- (1) Malfeasance in Office. Malfeasance refers to wrongful or unlawful conduct which breaches the Member's fiduciary duty to the Nation, including the taking of any action not authorized by law; failing to take any action required by law; or otherwise engaging in conduct that exceeds the scope of the Member's lawful authority or otherwise violates the laws of the Nation or other laws applicable to the Nation.
- (2) Neglect of Duty. Neglect of duty refers to the failure to meet the ordinary standards of care essential to the performance of the Member's duties and obligations, including, but not limited to, excessive, unexcused absences from duly called Board meetings; lack of performance; or inattention to duties.
- (3) Misconduct in Office. Misconduct refers to improper or unethical conduct in the performance of the Member's official duties, including, but not limited to, abuse of authority; dishonest, deceitful, or deceptive practices; unjust enrichment; or any other conduct which reflects negatively on the honor, honesty or integrity of the Seminole Nation.
- (4) Failure of Gaming Enterprise Board to Secure or Renew the Member's Gaming License. "Failure to secure or renew the Member's gaming license" refers to the denial, suspension or revocation of the Member's gaming license by decision of the Seminole Nation Gaming Agency or its denial of a Member's application for renewal due to any condition of ineligibility or unsuitability as determined by the Seminole Nation Gaming Agency; or the failure of the Board Member to seek renewal of the Member's gaming license in accordance with the provisions of the Seminole Nation Gaming Ordinance.
- (5) Incompetence. Incompetence refers to a demonstrated lack of ability or fitness to discharge the duties for which the Member was appointed.

- (6) Without Cause. The General Council may remove an appointed Board Member without cause upon a vote of no confidence.

(b) Removal Procedures. The decision of removal of any Board Member by the General Council shall be final. Any Board Member that is removed shall not be eligible for reappointment to the Board for a period of one-year.

- (1) Initiation of Removal Process. The removal process may be initiated:
 - (A) By the Principal Chief upon written recommendation to the General Council specifying with particularity the grounds for and factual basis for the proposed removal; or
 - (B) By a simple majority of the General Council upon adoption of a resolution authorizing the commencement of the removal process and setting forth in particularity the grounds for and factual basis for the proposed removal; or
 - (C) If the removal process is commenced upon recommendation of the Principal Chief, the General Council, shall accord the due consideration to the recommendation in accordance with the procedures set forth in this Section.
- (2) Suspension. Upon commencement of the removal process, the subject Board Member shall be suspended from the Board pending a hearing before the General Council and shall surrender to the Principal Chief any and all of the Nation's property in the Member's possession, including without limit all keys, telephones, documents, files, and records.
- (3) Notice. The General Council shall notify in writing the subject Board Member that the removal process has been initiated specifying with particularity the grounds for and factual basis for the proposed removal and establishing a hearing date, which shall be convened no sooner than fourteen (14) and no later than thirty (30) calendar days from the date of the notice. A copy of the notice shall also be sent to the Principal Chief. Notice may be achieved by personal service or by regular mail delivery to the Member's address of record.
- (4) Hearing. On the date set for hearing, the General Council shall convene in special session to conduct a hearing. The General Council may determine whether such hearing will be convened in open or closed session. During the hearing, the subject Board Member shall be accorded the right to be present and to testify and or present witnesses or other evidence on his or her behalf. The subject Board Member shall also have the right to be

represented by legal counsel at his or her own expense. If the removal procedure is initiated by the Principal Chief or otherwise, upon request, the Principal Chief shall be accorded the opportunity to address the Council during any stage of the proceeding and may offer any such information as he or she deems relevant to the General Council's consideration.

- (5) Resolution. At the conclusion of the hearing, the General Council shall decide by a simple majority whether or not to remove the subject Board Member. Such decision shall be set forth in the form of a resolution in accordance with the General Council's regular procedure for the adoption of resolutions. The decision of the General Council shall be final.

(c) Summary Removal of Gaming Enterprise Board Members. A Gaming Enterprise Board Member shall be immediately suspended upon the institution of revocation proceedings by the Seminole Nation Gaming Agency and shall be removed from office upon a final decision by the Seminole Nation Gaming Agency to revoke the Member's gaming license in accordance with the standards and procedures set forth in the Seminole Nation Gaming Ordinance or upon the failure of any Board Member to maintain his or her gaming license in good standing.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

CHAPTER SIX

SEMINOLE NATION BUSINESS ENTERPRISES

Section 601. Administration of Enterprises.

Unless otherwise provided by law, all profit-making business activities shall be organized within an Enterprise Structure which shall be subject to the authority of the Gaming Enterprise Board, the SDOC Board and the General Council. Enterprises shall, when possible, contract for the services other Business Enterprises of the Nation.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

Section 602. Organization of Business Enterprises.

(a) Manager. Each Enterprise shall be operated under a Manager who shall possess the appropriate knowledge, expertise, and experience in the types of business activities conducted by the Enterprise as well as the credentials and qualifications needed to operate and manage the Enterprise and its staff. It shall be the responsibility of the appropriate Board of Directors to establish the qualifications for Enterprise Managers based on the overall size, complexity, and business focus of the Enterprise.

- (b) Organization. Each Enterprise shall be appropriately organized according to its size,

complexity, and the nature of its business activities. The structure of an Enterprise shall not be limited to a single model, but shall be organized so as to maximize operational efficiency and profitability. Approval of the organizational structure and any reorganization thereof; budget, and staffing level shall be the responsibility of the Enterprise Manager.

(c) Authority of Managers. Managers of Enterprises shall have broad authority to operate and manage each Enterprise and substantial deference shall be accorded to the Managers in relation to the day-to-day affairs and management decisions of each Enterprise, including personnel decisions, marketing, purchases, and acquisitions, among others, as limited by this Code. The Manager shall also be responsible for handling and accounting for cash and cash transactions and related functions.

(d) Accounting, Budget and Finance. Each Enterprise shall operate under an annual budget, which shall be included in the SNDOC Comprehensive Budget and Plan of Operation or the Gaming Enterprise Budget as appropriate. All income, proceeds, and funds, other than such on-hand cash as may be necessary for the operation of an Enterprise shall be deposited in a banking account(s) established exclusively for the Enterprise, and an accounting system unique to each Enterprise and shall be designed and maintained specifically for such Enterprise. All operating expenses, including, without limit, debt service, capital expenditures, fees, assessments, and any and all other necessary outlays shall be funded from the income of the Enterprise. Where necessary and subject to all requisite processes and approvals as required by this enactment or otherwise by the Board or applicable law, an Enterprise may incur debt to finance its projects, plans, and activities.

(e) Establishment of Enterprises; New and Existing Enterprises. Upon recommendation of either Board of Directors with approval of the General Council and in accordance with this Chapter, new Enterprises may be established. General Council approval of the establishment of an Enterprise may be effected by special resolution at any time or by approval of an Annual Plan proposing the establishment of such Enterprise.

(f) Trade Names. Any subordinate business entity, concern, facility, or activity may operate under unique brand(s) or trade name(s), provided that all official records, documents, instruments, and accounts shall identify the Enterprise to which such subordinate business entity, concern, facility, or activity is attached.

(g) Sovereign Immunity of Enterprises. All Enterprises shall be governmental instrumentalities of the Seminole Nation established for the primary purpose of providing revenues to strengthen and enhance the capacity of the Government of the Seminole Nation to operate and provide essential governmental services and programs and to advance health, education and welfare of the Seminole people. Each Enterprise of the Seminole Nation shall possess all of the Nation's rights, privileges and immunities concerning federal, state, and local taxes, regulation, jurisdiction, and sovereign immunity from suit, and nothing in this Ordinance shall be deemed a waiver of the sovereign immunity from suit of any Enterprise, the Nation or any division or department of the Nation.

(h) Principal Place of Governmental Activity. Each Enterprise shall be domiciled within

the Territorial Jurisdiction of the Seminole Nation. and operated at such locations as may be appropriate.

(i) Preference of Enterprises. The Nation, SNDOC the Gaming Enterprise and each Business Enterprise shall have the duty to offer all contracts for goods and services to Business Enterprise(s) for competitive bids before pursuing other contracts on the open market.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

CHAPTER SEVEN

RESTRICTIONS ON TRANSFER OF OWNERSHIP OF SEMINOLE ENTERPRISES AND SUB ENTITIES

Section 701. Ownership of Enterprises.

All Enterprises, and all assets thereof, shall be wholly-owned by the Seminole Nation of Oklahoma, with the Seminole Nation being the sole Member of each Enterprise. Upon approval of the General Council and subject to such terms and conditions as may be established by the General Council, an Enterprise may establish Sub- Entities. A Sub-Entity may enter into joint ventures or other similar contractual relationships with third parties, provided that under no circumstances shall any Enterprise, Sub-Entity or joint venture pledge any land held in trust for the Seminole Nation or subject any land held in trust for the Seminole Nation to any risk of foreclosure or alienation.

Section 702. Ownership and Restrictions on Transfer of Ownership.

All Enterprises established pursuant to Chapter 6 of this Title shall be wholly owned by the Seminole Nation of Oklahoma. The Bylaws, Operating Agreement or other governing document of each such Enterprise shall specifically state that ownership of such entity may not be transferred without approval of the General Council.

Section 703. Restrictions Against Management Amendment of Governing Documents.

All Enterprises established pursuant to Chapter 6 of this Title shall be managed by Boards of Directors, Managers or other directors appointed pursuant to this Title. Any attempt to amend the Bylaws, Operating Agreement or other governing document of any such Enterprise to create a management structure not authorized by this Title shall be in violation of law and void.

Section 704. Ownership and Control of Sub-Entities, Restrictions on Transfer.

A Sub-Entity established pursuant to this Title may allow ownership of up to 49% of the entity by a party other than the Seminole Nation. A Sub-Entity must be established by an Enterprise of the Nation. The Bylaws, Operating Agreement or other governing document of each such Sub-Entity shall specifically state that ownership and/or control of the entity in excess of 49% may

not be transferred or assigned without prior approval of the General Council.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]

CHAPTER EIGHT

PROCUREMENT

Section 801. Contracts, Purchasing, Procurement.

The Gaming Enterprise and SNDOC shall be responsible to establish and comply with appropriate policies and procedures consistent with the provisions contained in this enactment.

(a) Policy; Restrictions on Contract Term; Sovereign Immunity. In transacting business on behalf of the Seminole Nation, the Gaming Enterprise and SNDOC are acting in a fiduciary capacity and shall have a duty to protect, preserve, and advance the financial interests of the Nation in accordance with a fiduciary standard, and:

- (1) General Principles. In establishing purchasing, contract, and procurement policies and procedures, the Gaming Enterprise and SNDOC shall strive to secure the most advantageous terms by abiding with principles of free and open competition, provided that either Agency may accord Seminole Preference in any transaction in the absence of any direct conflict of interest as set forth in this enactment;
- (2) Gaming and Gaming Related Contracts. In any purchase, contract, or procurement made by or on behalf of the Gaming Enterprise, the vendor, contractor, or supplier shall be licensed by the Seminole Nation Gaming Agency in accordance with the regulations of the Seminole Nation Gaming Agency and the Nation's compact with the State of Oklahoma before any funds may be disbursed to such vendor, contractor, or supplier;
- (3) Gaming Contracts; Mandatory Notice. All gaming and gaming related contracts shall contain the following notice:

All persons or entities transacting business with the Seminole Nation Gaming Enterprise for goods and/or services of a value exceeding \$25,000.00 and all vendors of gaming equipment, supplies, or services are required to be licensed by the Seminole Nation Gaming Agency. This contract shall not be enforceable unless and until the required license is granted. It shall be your responsibility to secure and complete the necessary application forms; to submit all requisite applications; pay any necessary licensing fees; and secure the requisite license prior to the commencement of this Contract. Failure to comply with this provision shall be deemed a material breach of this Contract and shall relieve the SNGE of all obligations under this Contract.

- (4) No Waiver of Sovereign Immunity of Seminole Nation. Unless otherwise authorized in a duly adopted resolution of the General Council, no contract with any person or entity of any kind shall waive or purport to waive the sovereign immunity from suit of the Seminole Nation even on a limited basis, and any contract purporting to do so shall be null and void and without any force or effect. If the signature of any Employee or employee of the Gaming Enterprise, SNDOC or the Manager or employee of an Enterprise should appear on any contract containing such limited waiver, such person shall be culpable of official misconduct.
- (5) Limited Waiver. No contract with any person or entity of any kind shall grant a general waiver of the Gaming Enterprise or SNDOC's sovereign immunity from suit, but a contract may contain a limited waiver of the sovereign immunity from suit of the Gaming Enterprise, SNDOC or an Enterprise subject to its administrative authority on a transactional basis.
- (6) Attorney Review; Other Requirements. No contract shall be executed without the prior review of legal counsel if it contains:
- (A) A provision for a waiver of sovereign immunity from suit;
 - (B) A provision for the management of the Gaming Enterprise or any gaming facility within the Gaming Enterprise;
 - (C) A term providing for a fee based on a percentage of the net or gross revenues of the Gaming Enterprise or grants any person or entity the right to participate in the revenue stream of the Gaming Enterprise for any period of time;
 - (D) An arbitration provision;
 - (E) A provision which provides for the disclosure of confidential information of employees or customers of the Gaming Enterprise, SNDOC, or members of the Seminole Nation;
 - (F) A contract value in excess of \$50,000 annually; or
 - (G) A contract term in excess of 7 years.
- (7) Prohibitions. The Gaming Enterprise and SNDOC shall be prohibited from entering into any contract that:
- (A) Grants, conveys, or transfers an ownership interest, other than a leasehold estate, in any real property of the Seminole Nation or any Enterprise or instrumentality of the Seminole Nation whether

owned in fee or held in trust by the United States for the benefit of the Seminole Nation of Oklahoma;

- (B) Grants a mortgages, lien, or security interest in any trust or fee land or real property of the Seminole Nation; or in any trust or other asset of the Seminole Nation, including any Business Enterprise; and
- (C) Allows the execution of a judgment for damages against any land or real property of the Seminole Nation or any Enterprise or instrumentality of the Seminole Nation whether owned in fee or held in trust by the United States for the benefit of the Seminole Nation of Oklahoma; or any trust asset of the Seminole Nation.

(b) Scope of Contract Amount.

The specific procedures required in relation to purchasing, contracts, and procurements shall be based on the size and scope of the contemplated transaction and shall accord with the following requirements:

- (1) Small Contracts. A small contract is one in which the aggregate value of the transaction is fifty thousand dollars (\$50,000.00) or less:
 - (A) The Manager of an Enterprise shall have authority to execute a contract or authorize a purchase, subject to any conditions or restrictions contained in this enactment, provided that the value of such contract does not exceed five thousand dollars (\$5,000.00) and provided the term of such contract is no more than one (1) year;
 - (B) The Manger of the Gaming Enterprise or the CEO or CFO of SNDOC shall have authority to execute contracts on behalf of their respective Agencies or an Enterprise subject to its authority in any amount up to fifty thousand dollars (\$50,000.00) and for which the term does not exceed one (1) year; and
 - (C) Arms-length purchases of goods, equipment, or supplies, except gaming equipment and supplies, of a value less than two thousand five hundred dollars (\$2,500.00) may be exempted from the purchasing and procurement policies and procedures at the discretion of the Board.
- (2) Contracts Exceeding \$50,000.00. Any purchase or contract exceeding fifty thousand dollars (\$50,000.00) or for which the term exceeds one (1) year must be:

(A) Approved by the appropriate Board and executed by the Chairperson or Acting Chairperson; and

(B) Subject to the Seminole Nation purchasing and procurement policies and procedures.

(3) Contracts Exceeding \$1 Million. Any purchase or contract exceeding one million dollars (\$1,000,000.00) in value must be:

(A) Approved by the General Council by a duly enacted resolution or otherwise authorized by the General Council in the budget for the Gaming Agency, SNDOC or an Enterprise as appropriate and subject to its administrative authority; or if approved in the Annual Plan of Operation by the General Council; and

(B) Subject to the Seminole Nation purchasing and procurement policies and procedures.

(4) Signatory for Contracts exceeding \$1 Million. Upon the approval of the General Council, the Chairperson or Acting Chairperson shall be authorized to execute any contract, including one exceeding one million dollars (\$1,000,000.00) in value.

(c) Purchasing and Procurement Policies and Procedures. SNDOC shall adopt and follow the Nation's purchasing and procurement procedures as codified at Chapter 8 of the Title 14 of the Seminole Nation Code of Laws as may be amended from time to time. Additionally, all contracts with a value exceeding fifty thousand dollars \$50,000 or a term of one (1) year, or as otherwise required by Section 801 of this Chapter, shall be subjected to legal review.

Section 802. Accounting Services

The Gaming Enterprise, SNDOC and each Enterprise shall be responsible for the following activities:

(a) Providing for its own accounting services in accordance with Generally Accepted Accounting Principles.

(b) Preparing all financial statements and maintaining all accounts, books, and other financial records;

(c) Handling all tax matters, including the preparation of tax returns, compliance with all IRS reporting requirements and responsibilities;

(d) Managing all payroll functions and services;

Such Accounting services may be provided in house by employees of the agency or entity or may be provided by an outside accounting firm. If an outside accounting firm is used, that firm must be approved by the Board of Directors overseeing the entity requiring accounting services. Hiring shall be based on criteria set by the Board and submission of proposals by at least three (3) interested firms. The price of services will be considered in selecting an outside accounting firm but shall not be the only criteria for selection.

[HISTORY: Enacted on April 30, 2011; effective October 1, 2011]