

**SALT RIVER PIMA-MARICOPA  
INDIAN COMMUNITY**  
10,005 East Osborn Road  
Scottsdale, Arizona 85256

**ORDINANCE NUMBER: SRO-461--2015**

**TO AMEND CHAPTER 1, ARTICLE 2, DIVISION 5, SECTION 1-124 THROUGH 1-125  
OF THE SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY CODE OF  
ORDINANCES AND TO ENACT A REVISED DIVISION ORDINANCE**

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**BE IT ENACTED THAT:**

**Chapter 1, Article 2, Division 5 of the Salt River Pima-Maricopa Indian Community Code of Ordinances is repealed in its entirety and is replaced with the following:**

**Sec. 1-124. Established.**

- (a) There is established a division of the Community to be known as Salt River Community Golf Enterprises (“Talking Stick Golf”).
- (b) The golf enterprises division shall maintain its principal place of business and offices on lands of the Community Maricopa County, Arizona.
- (c) The golf enterprises division shall be in the business of developing and operating two 18-hole golf courses known as the Talking Stick Golf Club and such other businesses as Talking Stick Golf or the Community Council may from time to time determine.
- (d) In conducting its business, Talking Stick Golf shall act for and on behalf of the Community. Talking Stick Golf shall be and at all times shall remain exclusively owned and controlled by the Community, acting through the Community Council. It shall function as an instrumentality of the Community; provided, however, under no circumstances shall the Community be responsible for any debt, liability or obligation of Talking Stick Golf. Instead, the debts, liabilities and obligations of Talking Stick Golf shall be paid and discharged exclusively by Talking Stick Golf and from assets or accounts held in the name of Talking Stick Golf, as provided in this article. The purposes for organizing Talking Stick Golf include, but are not limited to, enabling the Community to further develop and enhance its self-sufficiency, promote Community economic development, generate employment for Community members, promote Pima and Maricopa cultural awareness by hosting Community and Native American events at the facility, and generate government tax and other revenues to support operation of Community government and provision of governmental services and programs to Community members.
- (e) In furtherance of the general powers conferred by this division within the Community Code of Ordinances and in conformity with the established policies of the Community Council, the golf enterprises division shall also have the following powers which, unless such powers are revoked by the Community Council, shall be exercised by the board of the golf enterprises division or delegated by it to golf enterprises division officers or employees:

- (1) To enter into, make and perform contracts of every kind and description with any firm, person, association or corporation, tribal government, municipality, county, territory, state government or dependency thereof, subject only to the following restrictions:
  - a. The golf enterprises division shall not enter into any lease of real property without the approval of the Community Council.
  - b. The golf enterprises division shall not enter into any contract which requires expenditures from the accounts of the golf enterprises division in excess of amounts in the golf enterprises division's board-approved budget for the subject matter of any such contract without an amendment to the golf enterprises division's budget and council approval of such amendment.
- (2) To borrow money for any of the purposes for which the golf enterprises division is organized, and in connection therewith to make, draw, execute, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or nonnegotiable, transferable or not transferable, and grant collateral or other security to secure the indebtedness, provided that the collateral or security are the thing or things purchased with the funds borrowed in the same transaction (purchase money collateral) and, with the express approval of the Community Council, the board may grant collateral or other security other than purchase money collateral or security as described herein and with such approval issue jointly with any other person, associates or firm any evidences of indebtedness as above described. Any borrowing by the golf enterprises division from the Community shall be documented and treated as borrowing from any commercial lender.
- (3) To prepare an annual budget of income, expenses and capital expenditures in a form approved by the Community's treasurer and to adopt an annual budget that is approved by the Community Council.
- (4) To conduct banking relationships necessary to the operation of the golf enterprises division, to establish a uniform system of accounting, to provide for the annual auditing by a certified public accountant, of the books of the golf enterprises division and to report the financial condition of the golf enterprises division to the Community Council quarterly.
- (5) Upon direction of either the Community treasurer or the Community Council, to periodically transfer to the Community monies deemed in excess of the golf enterprises operating and capital expenditure needs and financial commitments. The golf enterprises division may also make such transfers at the direction of the board.
- (6) To enter into arrangements with departments of the Community to provide assistance in accounting, personnel selection, purchasing or other services as the board may from time to time determine and to enter into contracts for goods and services with any other enterprise or division of the Community.
- (7) To hire, promote and discharge such personnel as may be required to conduct the affairs of the golf enterprises division; provided that the terms and conditions of employment, including wages and benefits (including any pension plans or other deferred compensation arrangements) paid shall be subject to the approval of the Community Council.

- (8) To conduct the business of the golf enterprises division in accordance with the laws of the Community.
  - (9) To exercise such powers as are necessary to implement the purposes for which the golf enterprises division is organized and consistent with this division within this Community Code of Ordinances.
  - (10) To own and hold real or personal property in the name of the golf enterprises division or the Community.
  - (11) To retain attorneys under a written agreement, subject to the prior express approval of the Community's general counsel, provided that no attorney-client, work-product or other privilege shall prevent communication of any matter or distribution of any document between such attorneys and the Community's general counsel.
- (f) The board shall create separate management arrangements, budgets and books of account for each of the businesses conducted by the golf enterprises division.
- (g) The general business of the golf enterprises division shall be conducted by a board which shall consist of seven voting members who shall be appointed by the Community Council, and who may be removed with or without cause by the Community Council. The qualifications of the members are as follows:
- (1) The president or vice president of the Community. The president or vice president shall serve as the chairperson of the board during the same term.
  - (2) A member of the Community Council other than the president or Vice President of the Community.
  - (3) Three members shall be members of the Community.
  - (4) Two members of the board shall have extensive professional or management experience in the golfing, commercial development or banking and finance business. The council will accord preference to Native Americans in the appointments under this subsection.
- All board members shall serve at the pleasure of the Community Council and if not earlier removed by the Community Council shall serve for staggered terms of three years or thereafter until their successors are appointed by the Community Council or if a member of the Community Council, for the period of such member's council term and a successor elected by the Community Council.
- (h) The officers of the golf enterprises division shall consist of a chairperson of the board, vice-chairperson of the board, secretary and treasurer, and such additional officers as the board may deem necessary. All officers except the chairperson, treasurer and secretary shall be elected by the board at its annual meeting. The treasurer of the Community or his or her designee will serve as treasurer of the golf enterprises division and the general counsel of the Community or his or her designee will serve as secretary of the golf enterprises division. The officers elected by the board shall hold office for a period of one year, or until their successors are elected and shall have qualified, unless removed from office by the board as provided in the bylaws. Except for the chairperson, officers need not be members of the board. The president of the Community may from time to time assign employees of the Community to perform functions for the golf enterprises division and attend board meetings of the golf enterprises division.

- (i) The board shall have the power to adopt, amend, rescind and repeal bylaws and to elect and appoint such agents and committees as it may deem necessary, with such powers as it may confer.
- (j) The highest amount of indebtedness or liability, direct or contingent to which the golf enterprises division may at any time subject itself shall be determined, from time to time, by the Community Council.
- (k) The board members and officers of the golf enterprises division shall not be liable for the debts of the golf enterprises division, the private property of the board members and officers of this golf enterprises division shall be forever exempt from its debts and the Community indemnifies and shall hold harmless the golf enterprises division employees, the board members and officers (indemnified parties) from liability or other claim arising as a result of the indemnified parties acting in their official capacity and within the scope and the course and scope of their authority.
- (l) Nothing in this division within this Community Code of Ordinances shall exempt the golf enterprises division from full compliance with ordinances of the Community and this division within this Community Code of Ordinances does not repeal or amend any other ordinance of the Community.

**Sec. 1-125. Capitalization; Sovereign Immunity.**

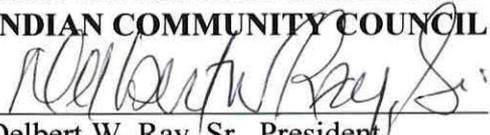
- (a) The golf enterprises division shall be capitalized as shall be determined by the Community Council after consultation with the Community treasurer.
- (b) The golf enterprises division is, and shall function as, an instrumentality of and a subordinate economic organization of the Community. The golf enterprises division is entitled to all of the privileges and immunities of the Community, including but not limited to immunities from suit in federal, state and tribal courts and from federal, state, and local taxation or regulation, except as may be otherwise provided by Community law. The golf enterprises division's immunity from suit may only be waived as follows:
  - (1) The Community Council may at any time expressly waive the golf enterprises division's immunity from suit by written waiver, subject to the terms, conditions and limitations set forth in the written waiver.
  - (2) The board of the golf enterprises division may grant a written waiver of the golf enterprises division's immunity from suit, subject to the following terms, conditions and limitations:
    - a. The waiver must be in writing and must identify the party or parties for whose benefit the waiver is granted, the transactions and the claims or classes of claims for which the waiver is granted, the property of the golf enterprises division which may be subject to execution to satisfy any award or judgment which may be entered in the claim, and shall state whether the golf enterprises division consents to suit in court or to arbitration, mediation or other alternative dispute resolution mechanism, and if consenting to suit in court, identify the court or courts in which suit against the golf enterprises division may be brought, or the requirements and procedures for initiating mediation or arbitration, if applicable.

- b. Any waiver shall be limited to claims arising from the acts or omissions of the golf enterprises division, its employees or agents, and shall be limited to and construed only to affect property held in the name of the golf enterprises division and the income and accounts of the golf enterprises division.
- c. Nothing in this division within this Community Code of Ordinances, and no waiver of immunity of the golf enterprises division granted by the Community Council or the board, shall be construed as a waiver of the sovereign immunity of the Community or any other Community-owned enterprise or division, and no such waiver of immunity of the golf enterprises division shall create any liability on the part of the Community or any other Community-owned enterprise or division for the debts and obligations of the golf enterprises division, or shall be construed as a consent to the encumbrance or attachment of any property of the Community or any other Community-owned enterprise or division based on any action, adjudication, or other determination of liability of any nature incurred by the golf enterprises division.
- d. The immunity of the golf enterprises division shall not extend to actions brought by the Community.
- e. No waiver of immunity of the golf enterprises division shall extend to or in any manner affect the assets transferred from the accounts or business of the golf enterprises division to other accounts of the Community, nor to amounts payable to the Community by the golf enterprises division. All obligations and indebtedness incurred by the golf enterprises division shall be special obligations solely of the golf enterprises division and payable solely from the assets described in this section.

**C E R T I F I C A T I O N**

This Ordinance is hereby enacted pursuant to the authority contained in Article VII, Section 1(f) of the Constitution of the Salt River Pima-Maricopa Indian Community ratified by the Tribe, February 28, 1990, and approved by the Secretary of the Interior, March 19, 1990, and amended by the Tribe, February 27, 1996, and approved by the Secretary April 23, 1996, the foregoing Ordinance was adopted this 1<sup>st</sup> day of April, 2015, in a duly called meeting held by the Community Council in Salt River, Arizona at which a quorum of 6 members were present by a vote of 5 for; 0 opposed, 1 abstentions, and 3 excused.

**SALT RIVER PIMA-MARICOPA  
INDIAN COMMUNITY COUNCIL**

  
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Delbert W. Ray, Sr., President

ATTEST:   
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Erica Harvier, Council Secretary

