

**SALT RIVER PIMA-MARICOPA
INDIAN COMMUNITY**
10005 East Osborn Road
Scottsdale, Arizona 85256

ORDINANCE NUMBER: SRO-590-2025

To create Section 1-35(2)(l) and Sections 1-330 and 1-331 regarding Salt River Shared Services Division.

BE IT ENACTED THAT:

Section 1-35(2)(l) and Sections 1-330 and 1-331 of the Community's Code of Ordinances are adopted as effective on the date of enactment.

Sec. 1-35. Authorization.

- (l) Ordinance SRO-590-2025, established Salt River Shared Services as "a division of the Community."

DIVISION 13. SALT RIVER SHARED SERVICES.

Sec. 1-330. Established.

- (a) There is established a division of the Salt River Pima-Maricopa Indian Community ("Community") which is a subordinate economic organization and arm of the Community to be known as Salt River Shared Services ("SRSS"). SRSS shall act for the exclusive benefit of the Community and on its behalf.
- (b) SRSS shall maintain its principal place of business and office in the Community.
- (c) SRSS shall be in the business of providing accounting and other services as needed, including human resources and information technology, to certain designated Community enterprises and other Community-owned entities as the Community Council may determine from time to time.
- (d) SRSS shall be and at all times remain exclusively owned and controlled by the Community, acting through the Community Council. SRSS is and shall function as a subordinate economic organization or arm of the Community.
- (e) The primary purpose of SRSS is to:
 - (1) Provide efficient, effective and consistent accounting, human resources, information technology, and other Council-designated services to certain Community enterprises and Community-owned entities;
 - (2) Promote the economic self-sufficiency of the Community, so as to enable the Community to survive and prosper as an independent Indian Community;
 - (3) Enable the Community to further develop and enhance its self-determination; and
 - (4) Assist in the generation of government tax and other revenues to support operation of Community government and the provision of governmental services and programs to Community members and the public at large.

- (f) The Community Council shall have the ability to expand any powers of SRSS through a duly authorized resolution. Community enterprises and Community-owned entities shall also authorize any expansion of SRSS's services that directly affects their business operations.
- (g) The chief financial officer ("CFO") shall function as the division's general manger and highest-ranking employee.
- (h) In furtherance of the general powers conferred by this Division 13 of Chapter 1, Article II of the Community Code of Ordinances, and in conformity with the established policies of the Community Council, SRSS shall also have the following powers which, unless such powers are revoked by the Community Council, shall be exercised by the CFO or delegated by the CFO to designated SRSS officers or employees:

Accounting/Financial Services

- (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 restriction:
 - a. SRSS shall not enter into any contract which requires expenditures from SRSS in excess of its budget for the subject matter of any such contract without an amendment to the SRSS's budget, and Community Council approval of such amendment.
- (2) For the CFO and primary financial officer 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.
- (3) To conduct banking relationships necessary to the operation of SRSS, with notice to the Community treasurer prior to establishing bank accounts.
- (4) To establish a uniform system of accounting, to provide for the annual auditing by a certified public accountant of the books of the certain Community enterprises and other Community-owned entities that SRSS is assigned to manage and to report the financial condition of those enterprises and entities to the Community treasurer monthly. Upon request of the Community treasurer, SRSS's CFO shall timely prepare specified financial reports, projections, or provide data in a form and substance reasonably acceptable to the Community treasurer (financial data). Copies of all financial data and other information shall be provided by the CFO to the Community treasurer. In addition, the CFO of SRSS shall timely inform the Community treasurer regarding operational matters which are likely to significantly affect SRSS's annual budget, its strategic planning, financial results, internal controls, operating efficiency, or financial planning.
- (5) To create separate budgets and books of account for each of the businesses conducted.

Human Resources

- (6) To hire, promote and discharge such SRSS personnel as may be required to conduct its business. SRSS shall maintain effective policies for giving preference in hiring, promotion, and training to qualified Community members in all levels of employment, including specifically in the employment of officers and other management employees. Community member and Indian preference policies shall be adopted and implemented by SRSS consistent with Community law and any other applicable law.
- (7) To assist in the human resources needs of certain Community enterprises and other Community-owned entities.

Information Technology

- (8) To provide general information technology services as approved by the Community Council and requested by certain Community enterprises and Community-owned entities.

Miscellaneous/Other Powers

- (9) To conduct the business of SRSS in accordance with the laws of the Community.
- (10) To exercise such powers as necessary to accomplish the purpose for which SRSS is organized.
- (11) To endeavor to operate as an ethical entity compliant with all applicable laws and requirements. The CFO shall periodically review and assess whether SRSS's business practices are consistent with applicable law, reviewing any changes to them that may be made from time to time by management, and monitoring SRSS's compliance with them.
- (12) To periodically review the principal topics relating to or arising out of risks inherent in SRSS's business and assess the effectiveness of SRSS's measures to address these risks.
- (13) To seek assistance from any and all of the Community's relevant corresponding departments (e.g., Human Resources).
- (14) To own and hold personal property in the name of SRSS, limited liability companies of SRSS (whether a wholly owned company formed under Chapter 24 or a "community owned entity" under section 15.1-25(c)), or the Community.
- (15) 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. The Community's general counsel may attend, or appoint attorneys to attend, SRSS meetings as needed.
- (16) To enter into arrangements with departments of the Community to provide assistance in accounting, personnel selection, purchasing or other services as management of SRSS may from time to time determine and to enter into contracts for goods and services with any other enterprise or division of the Community.
- (i) The highest amount of indebtedness or liability, direct or contingent to which SRSS may at any time subject itself shall be determined, from time to time, by the Community Council.
- (j) The officers of SRSS shall not be liable for the debts of SRSS; the private property of the officers of SRSS shall be forever exempt from SRSS's debts; and SRSS and the Community shall indemnify and hold harmless the officers from liability or other claim arising out of their duties of or function as officers, provided they acted in good faith.
- (k) *Provision of oversight.* SRSS shall report to the Community's Treasury Department, which shall review and approve the following: (a) the Mission and Purpose statement for SRSS, including revisions if necessary; (b) the performance of the CFO annually; (c) management's strategic plans for SRSS to determine if goals have been met and if such plans should be revised; (d) SRSS's financial and management policies; and (e) monthly financial statements.
- (l) *Adoption of policies.* The Community's Treasurer shall approve SRSS's policies with review and concurrence from the Office of General Counsel.
- (m) Nothing in this Division 13 of Chapter 1, Article II of Community Code of Ordinances shall exempt the SRSS from full compliance with ordinances of the Community.

Sec. 1-331. Capitalization; privileges and immunities.

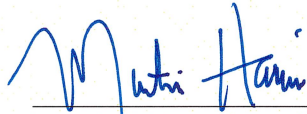
- (a) SRSS shall be capitalized by ownership of all the equipment, vehicles, accounts receivable, cash, and all other assets held in the name of the Salt River Shared Services, a division of the Community and as determined by the Community Council.

- (b) SRSS is, and shall function as, an instrumentality of and a subordinate economic organization of the Community. SRSS is entitled to all 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. SRSS's immunity from suit may only be waived as follows:
- (1) The Community Council may at any time expressly waive SRSS's immunity from suit by written waiver, subject to the terms, conditions and limitations set forth in the written waiver.
 - (2) SRSS may grant a written waiver of SRSS's immunity from suit for (i) contract amounts not to exceed one million dollars:
 - 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 SRSS which may be subject to execution to satisfy any award or judgment which may be entered in the claim, and shall state whether SRSS 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 SRSS 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 SRSS, its employees or agents, and shall be limited to and construed only to affect property held in the name of SRSS and the income and accounts of SRSS.
 - c. Nothing in this Division 13 of Chapter 1, Article II of the Community Code of Ordinances, and no waiver of immunity granted by SRSS, 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 SRSS shall create any liability on the part of the Community or any other Community-owned enterprise or division for the debts and obligations of SRSS, 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 SRSS.
 - d. The immunity of SRSS shall not extend to actions brought by the Community.
 - e. No waiver of immunity of SRSS shall extend to or in any manner affect the assets transferred from the accounts or business of SRSS to other accounts of the Community, nor to amounts payable to the Community by SRSS. All obligations and indebtedness incurred by SRSS shall be special obligations solely of SRSS and payable solely from the assets described in this section.

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


Pursuant to the authority contained in Article VII, Section 1(f) of the Constitution of the Salt River Pima-Maricopa Indian Community (as amended), ratified by the Tribe on February 28, 1990, and approved by the Secretary of the Interior on March 19, 1990, the foregoing Ordinance was adopted this 28 day of May, 2025, in a duly called meeting of the Community Council at Salt River, Arizona, at which a quorum of 8 members was present, by a vote of 8 for; 0 opposed; 0 abstaining; and 1 excused.

SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY COUNCIL



Martin Harvier, President

ATTEST:



Erica Harvier, Secretary

**Approved as to Form by the
Office of the General Counsel
Simon Goldenberg
May 27, 2025**