



Green Earth Zone Civil Code Ordinance

TITLE I. GENERAL PROVISIONS OF THE ZONE CIVIL CODE ORDINANCE

CHAPTER 1. ESTABLISHMENT OF THE ZONE

Section 1. Establishment

The Green Earth Zone is hereby established pursuant to this Ordinance, as a special jurisdiction under the sovereignty of the Catawba Nation.

Section 2. Physical Location

The Executive Committee shall designate an area within the existing Green Earth site to serve as the physical location of the Green Earth Zone. The Executive Committee may modify the boundaries of the Green Earth Zone as needed, subject to the terms of any contract, agreement, or other written instrument to which the Nation is a party.

CHAPTER 2. INTERPRETATION

Section 1. Code's Name

This Ordinance, which regulates conduct in the Green Earth Zone (Zone), shall be known as the "Green Earth Zone Civil Code" (Zone Civil Code).

Section 2. Precedents, Commentaries, and Illustrations

Precedents from other jurisdictions, and official commentaries, or illustrations relating to rules incorporated into the Zone Civil Code may provide persuasive authority to parties interpreting it.

Section 3. Alternative Rules

If a rule incorporated into the Zone Civil Code offers alternative provisions, the alternative offered first prevails over any later one.

Section 4. Alternative Meanings

If an incorporated rule refers to an institution or legal status that does not exist in the Zone or its law, the rule instead refers to the closest functionally equivalent institution or legal status that does or could exist in the Zone or its law unless the most similar such institution or legal status is substantially different or has a materially different functional effect from its putative counterpart in the Zone or its law, in which case the reference has no effect.

CHAPTER 3. MODIFICATIONS AND SCOPE

Section 1. Repeal and Amendment



The General Council has the right to repeal or amend this Ordinance at any time pursuant to its constitutional authority, *provided that* no such repeal or amendment shall be effective as to any written contract, agreement, or other instrument to which the Nation is a party, entered into prior to the date of adoption of such amendment or repeal without the consent of all parties to such instrument.

Section 2. Scope of Application

The substantive legal authority and principles incorporated in the Zone Civil Code herein (the “Zone Laws”) shall govern the activities of those businesses and persons who operate within the jurisdiction of the Zone. Zone Laws shall only be applicable to those businesses or persons who have availed themselves of the jurisdiction of the Zone, and shall not otherwise apply to the Catawba Nation Territory or its Citizens generally.

TITLE II. ADMINISTRATION OF THE GREEN EARTH ZONE

CHAPTER 1. ZONE AUTHORITY

Section 1. Establishment of the Zone Authority.

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

Section 2. The Zone Authority Commission

A. General Power and Authority.

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

B. Creation and Membership

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

C. Rulemaking Procedures

The Zone Authority Commission shall have the full power and authority to adopt administrative procedures regulations detailing the process for promulgating, administering, and enforcing



regulations adopted pursuant to this Ordinance in a manner consistent with due process. Regulations properly promulgated by the Zone Authority shall have the force of law within the Green Earth Zone, with respect to those Persons who have availed themselves of the jurisdiction of the Zone.

D. Financial Regulation

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

Section 3. Powers and Immunities

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

(1) To adopt and amend bylaws, policies, and procedures as are reasonable and necessary to effectuate the Zone Authority's purposes, provided however that bylaws may only be adopted or amended by a 4/5 vote of the Zone Authority Commission.

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

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

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

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

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

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

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

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



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

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

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

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

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

(15) To make payments or perform any other act that is consistent with Catawba law, federal law, and any other applicable law that furthers the business and affairs of the Green Earth Economic Zone and the Zone Authority.

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

Section 5. Limitation on Zone Authority Powers.

The Authority shall have no power to:

(1) Expressly or by implication enter into any agreement of any kind on behalf of the Nation. (2) Enter into any form of discussions, negotiations or agreements with any other governmental entity, including local, State, Tribal or Federal governments without notice to the Executive Committee, unless the Executive Committee has explicitly waived its right to notice with regard to a particular subject of communication.

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

(4) Pledge the credit of the Nation.

(5) Dispose of, pledge, or otherwise encumber real or personal property of the Nation, except that the Zone Authority shall have the power to encumber real property within the physical boundaries of the Green Earth Zone.

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

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



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

Section 6. Reports

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

- (1) A summary of the Zone Authority's activities;
- (2) A status report on the financial condition of the Zone, as well as typical financial statements;
- (3) Sufficiently detailed information on any significant problems and accomplishments encountered during the time frame;
- (4) A forecast of plans and any major activities expected for the next time period; and (5) Any other information the Committee deems relevant or that the Executive Committee may request.

Section 7. Waivers of Sovereign Immunity

A. Power to Waive.

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

B. Assets.

The Zone Authority does not have the authority to sell, pledge, or encumber any Tribal Gaming Property or real property belonging to the Nation or to any other Tribal Authority. Any liability or obligation of the Zone Authority of any nature whatsoever, whether arising under contract or otherwise, shall be enforceable only as against the Zone Authority and its assets, to the extent the Zone Authority waives its sovereign immunity as permitted herein, but not as against any other assets or revenues of the Nation, *unless* the Executive Committee expressly consents in writing to



enforceability against certain assets and revenues of Nation, which shall not be provided generally but must be stated and cabined with specificity. No liability or obligation of the Nation, other than those of the Zone Authority, shall be enforceable against the assets and revenues of the Zone Authority.

CHAPTER 2. GREEN EARTH ZONE SERVICES CORPORATION

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

A. Organization and Incorporation.

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

B. Function.

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

Section 2. Status of the GEZ Corporation

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

Section 3. Ownership of the GEZ Corporation

A. Majority Ownership by Nation

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

B. Ownership by Outside Parties

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

Section 4. Powers and Immunities

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

- (1) To adopt and amend bylaws, policies, and procedures as are reasonable and necessary to effectuate the GEZ Corporation’s purposes, provided however, that bylaws may only be adopted or amended by a $\frac{4}{5}$ vote of the Corporation’s Board of Directors.



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

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

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

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

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

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

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

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

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

Section 5. Waiver of Sovereign Immunity

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

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

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

Section 6. Limitations on GEZ Corporate Powers

The GEZ Corporation shall have no power to:

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

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

(3) Approve general economic development policies and strategies for the Nation. (4) Pledge the credit of the Nation.

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



- (6) Waive any right, privilege, or immunity of, or release any obligation owed to, the Nation.
- (7) Waive its sovereign immunity in a manner other than is specifically provided for herein.

Section 7. GEZ Corporation Board of Directors

A. Directors

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

B. Limitations

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

TITLE III. TORT LAW

CHAPTER 1. GENERAL PROVISIONS

ALI, [Restatement of Torts, Second \(1965-79\)](#).

CHAPTER 2. DEFECTIVE PRODUCTS

ALI, [Restatement of Torts, Third, Product Liability \(1998\)](#).

CHAPTER 3. SHARED BLAME

ALI, [Restatement of Torts, Third, Apportionment of Liability \(2000\)](#).

CHAPTER 4. PERSONAL HARM

ALI, [Restatement of Torts, Third, Liability for Physical and Emotional Harm \(2009-12\)](#).

TITLE IV. PROPERTY LAW

CHAPTER 1. GENERAL PROVISIONS

ALI, [Restatement of Property \(1936-40\)](#).

CHAPTER 2. LEASES

ALI, [Restatement of Property, Second, Landlord and Tenant \(1977\)](#).



CHAPTER 3. MORTGAGES ALI, [Restatement of Property, Third, Mortgages \(1997\)](#).

CHAPTER 4. SERVITUDES

ALI, [Restatement of Property, Third, Servitudes \(2000\)](#).

CHAPTER 5. GIFTS

ALI, [Restatement of Property, Third, Wills and Other Donative Transfers \(1999-](#)

[2003\)](#). **CHAPTER 6. PRIORITY OF TITLE TO PROPERTY**

Any conveyance of an interest in property that has not been recorded in the relevant public registry, if any, shall be void as against any subsequent transfer of a conflicting interest for value paid in good faith, recorded earlier.

CHAPTER 7. CONTRACT LAW

ALI, [Restatement of Contracts, Second \(1981\)](#).

TITLE V. ADDITIONAL RESTATEMENTS OF THE COMMON

LAW CHAPTER 1. CONFLICT OF LAWS

ALI, [Restatement of Conflict of Laws, Second \(1971\)](#).

CHAPTER 2. UNFAIR COMPETITION

ALI, [Restatement of Unfair Competition, Third \(1995\)](#).

CHAPTER 3. SURETYSHIP AND GUARANTY

ALI, [Restatement of Suretyship and Guaranty, Third \(1996\)](#).

CHAPTER 4. AGENCY

ALI, [Restatement of the Law of Agency, Third \(2006\)](#).

CHAPTER 5. TRUST

ALI, [Restatement of Trusts, Third \(2003-12\)](#).

CHAPTER 6. RESTITUTION AND UNJUST ENRICHMENT

ALI, [Restatement of Restitution and Unjust Enrichment, Third \(2011\)](#).

CHAPTER 7. EMPLOYMENT

ALI, [Restatement of Employment Law, Third \(2015\)](#).



TITLE VI. UNIFORM COMMERCIAL CODES

CHAPTER 1. GENERAL PROVISIONS

ALI & and Uniform Law Commission (ULC), [Uniform Commercial Code \(UCC\), Article 1: General Provisions \(2001\)](#).

CHAPTER 2: SALES OF GOODS

ALI & ULC, [UCC Article 2: Sales \(2002\)](#).

CHAPTER 2A. LEASES OF GOODS

ALI & ULC, [UCC Article 2A: Leases \(2002\)](#).

CHAPTER 3. NEGOTIABLE INSTRUMENTS

ALI & ULC, [UCC Article 3: Negotiable Instruments \(2002\)](#).

CHAPTER 4. BANKING

ALI & ULC, [UCC Article 4: Bank Deposits and Collections \(2002\)](#).

CHAPTER 5. FUNDS TRANSFERS

ALI & ULC, [UCC Article 4A: Funds Transfers \(2012\)](#).

CHAPTER 6. LETTERS OF CREDIT

ALI & ULC, [UCC Article 5: Letters of Credit \(1995\)](#).

CHAPTER 7. DOCUMENTS OF TITLE

ALI & ULC, [UCC Article 7: Documents of Title \(2003\)](#).

CHAPTER 8. INVESTMENT SECURITIES

ALI & ULC, [UCC Article 8: Investment Securities \(1994\)](#).

CHAPTER 9. SECURED TRANSACTIONS



ALI & ULC, [UCC Article 9: Secured Transactions \(2010\)](#).

CHAPTER 10: DIGITALASSETS

“Digital Asset” means a representation of economic, proprietary, or access rights that is stored in a computer readable format and is either a Digital Consumer Asset, Digital Security or Virtual Currency, and qualifies as a type of intangible personal property under the Zone Civil Code. The Zone Authority shall define, classify, and regulate Digital Assets and their treatment under this Title.

TITLE VII. LEGAL PERSONS

CHAPTER 1. NONPROFIT CORPORATIONS

ABA, [Model Nonprofit Corporation Act \(2008\)](#).

CHAPTER 2. CORPORATIONS

ABA, [Model Business Corporation Act \(2016\)](#).

CHAPTER 3. BUSINESS ORGANIZATIONS

ULC, Uniform Business Organizations Code (UBOC), [Article 1: The Hub \(2013\)](#).

CHAPTER 4. CONVERSIONS AND MERGERS

ULC, UBOC, [Article 2: Model Entity Transaction Act \(2013\)](#).

CHAPTER 5. PARTNERSHIPS

ULC, UBOC, [Article 3: Uniform Partnership Act \(2013\)](#).

CHAPTER 6. LIMITED PARTNERSHIPS

ULC, UBOC, [Article 4: Uniform Limited Partnership Act \(2013\)](#).

CHAPTER 7. LIMITED LIABILITY COMPANIES

ULC, UBOC, [Article 5: Uniform Limited Liability Company Act \(2013\)](#)

CHAPTER 8. COOPERATIVE ASSOCIATIONS



ULC, UBOC, [Article 6: Uniform Limited Cooperative Association Act \(2013\)](#).

CHAPTER 9. UNINCORPORATED NONPROFITS

ULC, UBOC, [Article 7: Uniform Unincorporated Nonprofit Association Act \(2011\)](#).

CHAPTER 10. BUSINESS TRUSTS

ULC, UBOC, [Article 8: Uniform Statutory Trust Entity Act \(2013\)](#).

TITLE VIII. ADDITIONAL ADMINISTRATIVE RULES

CHAPTER 1. ELECTRONIC SIGNATURES ULC, Uniform Electronic Transactions Act (1999), excluding § 3(b).

CHAPTER 2. ELECTRONIC RECORDING

ULC, Uniform Real Property Electronic Recording Act (2005).

CHAPTER 3. ADULTHOOD

Adulthood, age of consent, majority, and capacity to contract begin 18 years after a person's birth. **CHAPTER 4. TIME LIMITS**

A cause of action subject to the statute of limitations or a claim against adverse possession or prescription expires seven years after its accrual.

CHAPTER 5. SUBSTANTIVE CATCHALL RULE

No controversy left unresolved by application of any of the laws in this code may be decided contrary to common practice, the general tenor of these rules, or a decent respect for human dignity.

TITLE IX. APPEALS

Zone persons and businesses which have otherwise exhausted the administrative appeals process under the rules and regulations of the Zone Authority may appeal a final decision to the Tribal Court of the Catawba Indian Nation or, in the event the Catawba Tribal Court is not yet fully operational, a special Court organized by the Executive Committee for the sole purpose of hearing the individual appeal.