

RESOLUTION OF THE
RESOURCES AND DEVELOPMENT COMMITTEE
23rd Navajo Nation Council --- Fourth Year, 2018

AN ACTION

RELATING TO RESOURCES AND DEVELOPMENT; CONFIRMING THE
APPOINTMENT OF MR. MARK GRAHAM TO SERVE ON THE NAVAJO NATION
SHOPPING CENTERS, INC. BOARD OF DIRECTORS FOR A TERM OF THREE
YEARS

BE IT ENACTED:

SECTION ONE. AUTHORITY

- A. The Resources and Development Committee (RDC) is a standing committee of the Navajo Nation Council with oversight authority over economic and community development. 2 N.N.C. §§ 500(A) and 500(C).
- B. References in the Navajo Nation Code and other official documents to the Economic Development Committee shall mean the Resources and Development Committee unless the amendments enacted herein for the context of previous law indicates otherwise. CO-45-12.

SECTION TWO. FINDINGS

- A. The Navajo Nation Shopping Centers, Inc. ("NNSCI"), is an independent corporation owned by the Navajo Nation as shareholders.
- B. The NNSCI was organized for the planning, developing, managing, operating and maintaining of all Navajo Nation-owned or assigned shopping centers within or near the Navajo Nation's Shopping Centers.
- C. Successor Board of Directors shall be nominated and concurred by the President of the Navajo Nation. NNSCI Articles of Incorporation is attached as **Exhibit A**.
- D. The nominee shall then be presented to the [Resources and Development Committee] of the Navajo Nation Council for final confirmation. See **Exhibit A**.
- E. Two of the directors shall be confirmed for terms of three years each, two of the directors shall be confirmed for two

years and the remaining directors first selected is to serve one year *and after the expiration of the terms* the successor directors shall be confirmed for a term of three years. *Id.* (Emphasis added).

- F. Upon the resignation, removal, death, expiration of term or other vacancy, in the Board of the Directors, shall be filled at the time of such vacancy in conformity with the above procedures and for such terms as are appropriate to preserve the staggered terms established. *Id.*
- G. At all times the majority of the directors shall be enrolled members of the Navajo Nation, and that the other directors shall be respected individuals with substantial experience in positions of responsibility of at least ten (10) years of recognized business expertise in a business law, real estate, economic, and substantial management experience in the shopping center industry. *Id.*
- H. One of the directors shall be an officer of the corporation and that all directors whose position or credentials are not specified herein above shall all have substantial experience in positions of responsibility of at [least] five (5) years of recognized business experience. *Id.*
- I. Mr. Mark Graham has been appointed by the President of the Navajo Nation to serve on the NNSCI Board of Directors for a term of three years beginning November 26, 2017 and ending on November 25, 2020. Presidential letter of appointment is attached as **Exhibit B**.
- J. Mr. Mark Graham's letter of interest and resume is attached as **Exhibit C** and **Exhibit D**.
- K. Mr. Mark Graham is an enrolled member of the Navajo Nation and his Certificate of Indian Blood is attached as **Exhibit E**.

SECTION THREE. CONFIRMATION OF APPOINTMENT

Pursuant to NNSCI Articles of Incorporation, the Resources and Development Committee hereby confirms the appointment of Mr. Mark Graham to serve on the Navajo Nation Shopping Centers, Inc. Board of Directors for a term of three (3) years beginning November 26, 2017 and ending November 25, 2020.

CERTIFICATION

I, hereby certify that the following resolution was duly considered by the Resources and Development Committee of the 23rd Navajo Nation Council at a duly called meeting at the Navajo Transportation Administrative Complex, Tse Bonito, Navajo Nation (New Mexico), at which a quorum was present and that same was passed by a vote of 3 in favor, 2 opposed, 1 abstained on this 3rd day of January, 2018.



Benjamin Bennett, Vice Chairperson
Resources and Development Committee
of the 23rd Navajo Nation Council

Motion: Honorable Walter Phelps
Second: Honorable Leonard Pete



ARTICLES OF INCORPORATION

File Number 100732

of

JAN 15 2003

Navajo Nation Shopping Centers, Inc. (NNSCI)

Navajo Nation Corporation Act

By *Frank D. [Signature]*
Department Director

I, the undersigned natural person, being over the age of twenty-one years acting as incorporator of a corporation under the Navajo Nation Corporation Act, adopt the following Articles of Incorporation for such Corporation.

I

The name of the corporation is Navajo Nation Shopping Center, Inc. (NNSCI)

II

The period of its duration is perpetual.

III

The purposes for which the corporation is organized are:

- (a) To own and operate, directly or through subsidiary corporations, joint ventures, associations, partnerships or otherwise, any shopping center and commercial development with property and asset management and related business.
- (b) To form subsidiary corporations and to enter into and form partnerships, joint ventures, associations, and other business arrangements.
- (c) To conduct activities in all phases of the shopping center development and management (property and asset) industry either within or outside of the jurisdiction of the Navajo Nation.
- (d) To engage in any lawful business with the powers permitted to a corporation organized under the Navajo Nation Corporation Code.
- (e) To pursue the above purposes for the benefit of the Navajo Nation government, and to return all dividends and distributions of profit to the Navajo Nation government to be devoted to essential governmental functions.

IV

The character of business which the corporation initially intends to conduct, is management and development of Navajo Nation Shopping Center properties and assets which includes marketing, leasing and maintenance of the shopping centers.

V

The aggregate number of shares of common stock which the corporation shall have authority to issue is 100,000 shares with a par value.

VI

All of the stock of the corporation shall be owned by the Navajo Nation and administered as part of the Business and Industrial Development Fund. In all matters other than the selection of Directors, the Economic Development Committee of the Navajo Nation Council shall serve as the shareholder's representative with the powers to vote the Nation's shares.

VII

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws, as adopted by the Board of Directors and as amended from time to time in conformity with these Articles.

VIII

The address of the initial registered office of the corporation is Navajo Nation Department of Justice, P.O. 2010, Window Rock, Navajo Nation (AZ) 86515, and the name of its initial registered agent at such address is Nathan Begay, General Manager, Navajo Nation Shopping Centers, Inc.

IX

The number of directors constituting the initial Board of Directors of the corporation is five persons shall be nominated from Tuba City, Chinle, Shiprock, Crownpoint and Ft.

Defiance communities, and concurred by the President of the Navajo Nation who are to serve as directors until the first annual meeting of shareholders or until their successors are selected.

A successor Board of Directors of five members shall be selected within twelve months of the date of incorporation as follows: Five (5) persons from the five different communities shall be nominated and concurred by the President of the Navajo Nation. The list of the Five nominees shall then be presented to the Economic Development Committee of the Navajo Nation Council ("Committee") for its final confirmation at a duly scheduled meeting of the Committee at which a quorum is present; the Committee shall consider each nominee and vote on them individually; a majority vote in favor of any such nominee shall constitute confirmation of such nominee as a director; the Committee may table for any reason any nomination for consideration of that nomination at the next duly scheduled meeting of the Committee; and, if any nominee is rejected by vote of the Committee, the Committee shall so notify the President of the Navajo Nation as appropriate who shall make a new nomination for consideration by the Committee in conformity with the above procedures; *provided*, that two of the directors first selected by the Committee shall be confirmed for terms of three year each, that two of the directors first selected by the Committee shall be confirmed for terms of two years each; that the remaining directors first selected by the Committee shall be confirmed for terms of one year, and after the expiration of such terms the successor directors shall be confirmed for terms of three years; and, *provided further*, that upon the resignation, removal, death, expiration of term or other vacancy, any such vacancy in the Board of Directors shall be filled at the time of such vacancy in conformity with the above procedures and for such terms as are appropriate to preserve the staggered terms established above; and *provided further*, that all times the majority of the directors shall be enrolled members of the Navajo Nation, and that the other directors shall be respected individuals with substantial experience in positions of responsibility of at least Ten years of recognized business expertise in a business law, real estate, economic, and substantial management experience in the shopping center industry and *provided further* that one of the directors shall be an officer of

the corporation and *provided further*, that all directors whose position or credentials are not specified hereinabove shall all have substantial experience in positions of responsibility of at five (5) years of recognized business experience.

X

The corporation shall be capitalized initially by transfers of all existing assets and existing liabilities of the Navajo Nation Shopping Centers, a quasi-enterprise of the Navajo Nation, to Navajo Nation Shopping Centers, Inc. (N. N. S. C. I.).

XI

The name and address of the incorporator is Nathan Begay, General Manager, Navajo Nation Shopping Centers, Inc., P.O. Box 478, Window Rock, Navajo Nation (AZ) 86515. The initial directors of the corporation shall be:

- Tony Skrelunas
- Wilson Yellowhair
- James Pullaro
- James Henry
- Calvin McKerry

These directors shall serve until new directors are selected under the procedures outlined in Article IX. *As new directors are approved, they will replace the initial directors in the sequence in which they are listed above.*

XII

An affidavit signed by each director stating that he consents to being a director shall be on file with the corporation.

XIII

The corporation agrees to abide by all criminal, civil, and regulatory laws of the Navajo Nation.

XIV

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation, but, with respect to any criminal action or proceeding, the corporation shall not pay criminal fines for which such person is personally liable.

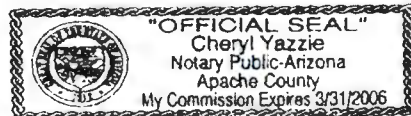
By action of the Board of Directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such a person and incurred by such a person in any such capacity, or arising out of that person's status as such, whether or not the corporation would have the power or would be required to indemnify that person against such liability under the provisions of this article or of the Navajo Nation Corporation Code.

XV

Immediately upon the approval of these Articles of Incorporation by the Navajo Nation Council, the corporation may commence doing business as a wholly owned corporation of the Navajo Nation.


Incorporator

DATED THIS 14th DAY OF Jan, 2003





THE NAVAJO NATION

RUSSELL BEGAYE
JONATHAN NEZ VICE PRESIDENT



November 2, 2017

Mark Graham

Re: Official Appointment to the Navajo Nation Shopping Centers, Inc. ("NNSCI")

Dear Mr. Graham:

It is our distinct pleasure to appoint you to the Board of Directors for NNSCI. You have extensive experience in marketing and business. After review of your resume and interview, we strongly believe you have the background and experience to competently represent on this Board. **You are hereby appointed for the term of three (3) years 11/26/2017 to 11/25/2020.** This appointment is subject to confirmation by the Resources and Development Committee of the Navajo Nation Council.

Thank you for your desire to serve as a Board member with NNSCI. If you have any questions relating to your appointment, please contact Karis N. Begaye, Legal Counsel, Office of the President and Vice President at (928) 871-7812.

Sincerely,

THE NAVAJO NATION

A handwritten signature in blue ink, appearing to read "Russell Begaye".

Russell Begaye, *President*

A handwritten signature in black ink, appearing to read "Jonathan M. Nez".

Jonathan M. Nez, *Vice President*



July 13, 2017

Office of the President/Vice-President
Attn: Karis Begaye, Legal Counsel
PO Box 7440
Window Rock, AZ 865515

Dear Ms Begaye,

This letter will serve as my letter of interest to serve on the Navajo Nation Shopping Center Board (NNSCI).

First, I am half Navajo and half Irish. I'm always interested in continuing to serve the Navajo people. Although I don't currently live on the Navajo Nation, I still consider Navajo home and would like to assist the Nation where I can and I see serving on the NNSCI Board as a way to serve my people.

Secondly, my background is primarily in taxation. I've worked within Indian Taxation for the last 17 years, most of which occurred within the Office of the Navajo Tax Commission. I have experience in reviewing financial statements, especially with an eye towards auditing of that business. Next, I've been in management positions from supervisor to manager to Executive Director while working at Navajo and Salt River Pima-Maricopa Indian Community. Furthermore, I also have experience working as an Internal Auditor. As such, I believe the Board could benefit from my knowledge and experience.

Lastly, I believe that the Navajo Nation Shopping Centers Incorporated plays a vital role within the Navajo Nation, providing store front opportunities for businesses to provide goods and services to everyone living in the respective communities.

Please find attached my resume with contact information. I am available to discuss this position if needed. I thank you for your time and consideration of my request.

Sincerely,



Mark C. Graham

Mark Charles Graham

EDUCATION:

Arizona State University, Tempe, Arizona
Bachelors of Science, General Business, Graduated August 1993

EXPERIENCE:

December 2016

To present

Tax Field Auditor

Revenue/Internal Audit, Gila River Indian Community

Auditor of taxpayer's operating within the Gila River Indian Community; conducting Transaction Privilege Tax, Tobacco Tax and Alcohol tax audits; prepare audit risk analysis for determining yearly audit plan; input tax return data in office database for report and trend analysis of taxpayer activity; review Community Code for recommendation on amendments to the benefit of the Community and businesses; assist with Community's IRS Volunteer Income Tax Assistance (VITA) site as federal and state tax preparer and quality reviewer.

December 2015

To present

Contract & Grants Specialist

Office of Community Manager, Gila River Indian Community

Monitoring of external contracts and grant funds received by the Community to provide services or accomplish tasks as outlined by grant applications; compliance reviews of grant programs to ensure compliance with grant requirements; submittal of grant applications; reviews of grant applications and coordinating supporting documentation for grant proposal; created electronic filing of grant applications, grant award packets and grant reports. Also assisted with the Community's IRS Volunteer Income Tax Assistance (VITA) site as federal and state tax preparer.

August 2014

To December 2015

Internal Auditor

Revenue/Internal Audit, Gila River Indian Community

Conducting internal audits of Community government programs. Preparing audit documentation, conducting audit field work, preparing post audit write-ups and presenting audit findings to the respective programs. Assisted with the Community's IRS Volunteer Income Tax Assistance Program (VITA) site as federal and state tax preparer.

January 2014

To August 2014

Health Care Auditor

Revenue/Internal Audit, Gila River Indian Community

Conducting audit of programs funded by the Indian Health Services (IHS) Annual Funding Agreement with the Community. Preparing audit documentation, conducting audit field work, preparing post audit write-ups and presenting audit findings to the Community health programs.

April 2008
To Aug 2013

Tax Reporting & Collections Manager

Treasurer's Office, Salt River Pima-Maricopa Indian Community

Managed Community's Tax Program, composed of four taxes and four staff (two Tax Auditors, Tax Accountant and Property Assessor); conducted tax audits for transaction privilege and tobacco taxpayers; reviewed tax audits; analyzed revenue collected; monitored federal, state and Indian tax activity; prepared internal control program and ensured compliance with the program internal controls; advised Community Treasurer, President and Council on tax issues; and developed amendments to the Community Tax Ordinance. Served on the Salt River Housing and Salt River Financial Services Institute Board of Directors as the Treasury Office liaison.

Feb 2006
To April 2008

Tax Reporting & Collections Supervisor

Treasurer's Office, Salt River Pima-Maricopa Indian Community

Managed Community's Tax Program, composed of four taxes and one tax auditor; conducted tax audit of transaction privilege taxpayers; reviewed tax audits; developed Community's annual property tax rates; assessed property tax on business leases within the Community; analyzed tax revenue collection; monitored federal, state and Indian tax activity; advised Community Treasurer, President and Council on tax issues; developed amendments to the Community Tax Ordinance; and developed department expansion.

June 2003
To Feb 2006

Executive Director

Office of the Navajo Tax Commission, Navajo Nation

Managed four supervisors and 18 support staff; administered the seven Navajo taxes; reviewed tax audits; developed seven year tax revenue projections for budgeting purposes; worked on Executive Branch Budget Team, reviewing department's budget proposals; analyzed tax revenue and advised President and Council on trends; monitored federal, state and Indian activity within taxation; prepared amendments and reviewed proposed legislation to the Navajo Tax Statutes.

April 2003
To June 2003

Financial Manager

Navajo Tribal Utility Authority (enterprise of Navajo Nation)

Managed Finance and Accounting division; supervised three supervisors and 35 staff; monitored utility revenue; worked with enterprise's new financial software.

January 2003
To April 2003

FMS Project Manager

Office of the Controller, Navajo Nation

Served as tribal liaison during implementation of new financial software, working with consultants and tribal programs in design.

July 2000
To Jan 2003

Principal Accountant/Accounting Manager/Acting Executive Director

Office of the Navajo Tax Commission, Navajo Nation

Supervised three accounting and five compliance department staff; reconciled monthly revenue and budget ledgers; developed annual budget for office; reviewed work prepared by accounting and compliance staff; maintained Audit Assessment log; prepared quarterly payment to the State of Arizona for FET taxes collected; developed distribution plan for Navajo Sales Tax revenue.

Apr 1999
To July 2000

Tax Compliance Officer II – Compliance Manager
Office of the Navajo Tax Commission, Navajo Nation

Supervised three staff; reviewed tax assessments developed by department staff; performed monthly reviews of SEV and FET tax returns and assessed for non-compliance; updated oil production database; developed database for fuel distribution and sales activity; maintained Audit Assessment log; and prepared quarterly payment to State of AZ for FET taxes collected.

Apr 1997
To April 1999

Tax Compliance Officer II
Office of the Navajo Tax Commission, Navajo Nation

Performed monthly compliance reviews of SEV, BAT/C and HOT tax returns for timely filing & payment; prepared assessments for tax, interest & penalties for noncompliance to tax code; developed database of Oil & Gas production activity and taxes paid per lease; updated and monitored the Audit and Compliance Assessment logs; upgraded office computer network; prepared audit work papers; performed field audits of BAT and BAT/C taxpayers; and helped taxpayers with questions concerning Navajo Nation tax codes.

Prior to Apr 1997 Available upon request

BOARDS/COMMISSIONS:

Navajo Tax Commission: Serving second term of a five year appointment on a five member commission that provides direction for the Office of the Navajo Tax Commission.

National Intertribal Tax Association: Served on board to help organize the annual inter-tribal tax association conference, by determining discussion topics, gathering panel members and conducting panels during the conference.

SKILLS:

Proficient in MS Office (Excel, Word, Access, PowerPoint, Outlook), Peoplesoft financial and human resource software, Munis Financial software, TaxWise and TaxSlayer Income Tax software, 10-key calculator and Public Speaking



PETERSON ZAH
PRESIDENT

THE NAVAJO NATION

MARSHALL PLUMMER
VICE PRESIDENT

UNACCEPTABLE IF ALTERED

CERTIFICATE OF NAVAJO INDIAN BLOOD

PART A (To be used if applicant is enrolled)

FORT DEFIANCE
AGENCY

February 07, 1995
DATE

I certify that Mark Charles Graham is listed on the Navajo Indian Census Roll, dated Jan. 01, 1940, which is an official record of this office as being of 1/2 (Half) degree Navajo Indian blood, with Roll Number [REDACTED], date of birth [REDACTED].

RECORD: Page 181 Eastern Navajo Indian Census Roll, New Mexico.
Enrolled February 26, 1969.

Imogene Tachaka
FOR: VITAL STATISTIC MANAGER

THE INFORMATION CONTAINED ON THIS DOCUMENT
HAS BEEN TAKEN FROM THE OFFICIAL TRIBAL ROLL OF THE NAVAJO TRIBE.

TRIBAL ENROLLMENT SERVICES
FORT DEFIANCE AGENCY • P.O. BOX 290 • FORT DEFIANCE, ARIZONA 86504