

RESOLUTION OF THE
RESOURCES AND DEVELOPMENT COMMITTEE
23rd Navajo Nation Council --- Third Year, 2017

AN ACTION

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

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. See **Exhibit A**. (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. See **Exhibit A**.

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. See **Exhibit A**.

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. See **Exhibit A**.

I. Mr. J.T. Willie 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 June 1, 2017 and ending on May 31, 2020. Presidential letter of appointment attached as **Exhibit B**.

J. Mr. J.T. Willie's Certificate of Indian Blood is attached as **Exhibit C**.

K. Mr. J.T. Willie's letter of interest, resume and degrees is attached as **Exhibit D, Exhibit E and Exhibit F**.

SECTION THREE. CONFIRMATION

A. Pursuant to NNSCI Articles of Incorporation, the Resources and Development Committee hereby confirms the appointment of Mr. J.T. Willie to serve on the Navajo Nation Shopping Centers, Inc.

Board of Directors as a representative for the Ft. Defiance community for a term of three (3) years beginning on June 1, 2017 and ending on May 31, 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 Black Mesa Chapter House, Black Mesa, Navajo Nation (Arizona), at which a quorum was present and that same was passed by a vote of 3 in favor, 0 opposed, 1 abstained on this 11th day of July, 2017.



Alton Joe Shepherd, Chairperson
Resources and Development Committee
of the 23rd Navajo Nation Council

Motion: Honorable Davis Filfred
Second: Honorable Jonathan Perry



ARTICLES OF INCORPORATION

File Number 100732

JAN 15 2003

of

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



May 22, 2017



J.T. Willie

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

Dear Mr. Willie:

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. Since you are from Twin Lakes, New Mexico you will represent the Fort Defiance Agency on the Board. **You are hereby appointed for a term of three (3) years 6/1/2017 to 5/31/2020.** 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.

Respectfully,

THE NAVAJO NATION

Russell Begaye, *President*

Jonathan M. Nez, *Vice President*



THE NAVAJO NATION

JOE SHIRLEY, JR.
PRESIDENT

FRANK DAYISH, JR.
VICE PRESIDENT

UNACCEPTABLE IF ALTERED

CERTIFICATE OF NAVAJO INDIAN BLOOD

PART A (To be used if applicant is enrolled)

Eastern Navajo

AGENCY

December 11, 2003

DATE

I certify that JT Julian Willie is listed on the Navajo Indian Census Roll, dated January 01, 1940, Which is an official record of this office as being of 4/4 Degree Navajo Indian blood, with Roll Number, _____, Date of Birth _____.

Record: May 09, 1985.


Far Program Supervisor I

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

VITAL RECORDS & TRIBAL ENROLLMENT PROGRAM
THE NAVAJO NATION ♦ P.O. BOX 290 ♦ FORT DEFIANCE, ARIZONA 86504

March 27, 2017

JT Willie
PO Box
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Honorable President Begaye & Vice-President Nez
Navajo Nation Office of the President & Vice-President
PO Box 7440
Window Rock, Arizona 86515



Dear Hon. President Begaye and Hon. Vice-President Nez,

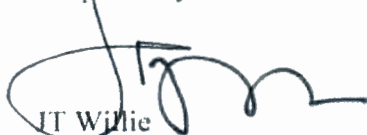
I am highly interested in applying for the Board of Directors for Navajo Nation Shopping Centers, Inc. I am very interested in being appointed to serve on the board, as I feel I have a great amount of experience to offer NNSCI. After being employed with Navajo Arts & Crafts Enterprise for 12 years, I have gained as much knowledge and experience to continue my service to a great enterprise of the Navajo Nation. With my extensive background in marketing and business, I am a great asset to contribute to economic development on the Navajo Nation.

Through my years of education and profession with Navajo Arts & Crafts Enterprise, I have been able to gain knowledge of how an enterprise operates on the Navajo Nation. I understand the abilities an enterprise has along with respects to who we are as Navajo People. I respect not only the culture, but the laws that govern our sovereign nation which also include the government to which we report to under the Navajo Nation President & Vice President, Navajo Nation Council, and Department of Justice.

As the current Director of Marketing for Fort Defiance Indian Health Board, Inc. I am working on projects to bring community health to the level of revenue development in the health care systems. With my outreach connections, community awareness, and experience I am able to offer my best in team work to develop an enterprise towards their mission. I do believe we have a lot to accomplish as enterprises of the Navajo Nation and in order for goals to be met, the oversight needs the best in qualified individuals. Therefore, I feel I am one of the right people to sit on the board of directors for Navajo Nation Shopping Centers, Inc.

I am available anytime for questions or follow up in regards to my letter of interest. I appreciate your consideration.

Respectfully,



JT Willie



E-MAILED
3/27/17

OBJECTIVE

To retain and excel a career in the professional setting of American Indian Businesses, tribal economic development, and continue educational goals onto a Doctoral of Public Administration

EDUCATION

Masters of Public Administration

Awarded: May 15, 2014

The University of New Mexico, Albuquerque, NM

- Emphasis: Human Resources Management & Policy

Bachelor of Business Administration

Awarded: May 17, 2008

The University of New Mexico, Albuquerque, NM

- Concentration: Human Resources Management
- Minor: Native American Studies – Federal Indian Policy

WORK EXPERIENCE

Director of Marketing

June 27, 2016 to current

Tsehootsooi Medical Center, Fort Defiance, AZ

- Establish a branding concept for facility
- Create a marketing plan for facility to function
- Unify the logos and branding information for the FDIHB
- Supervise staff in the marketing department which involves outreach programs
- Assist in all outreach activities from coordinating runs, walks, awareness seminars, and cultural programs.
- Prepare a plan for visual and audio marketing for FDIHB
- Develop community economic development based on medical facility
- Establish medical economic development
- Work closely with CEO, Division Chiefs, and Board of Directors in marketing

Director of Marketing & Sales

Aug 2008 to June 24, 2016

Navajo Arts & Crafts Enterprise, Window Rock, AZ

- Developed a marketing plan for the enterprise
- Expand the jewelry selection of the enterprise featuring various artist
- Establish strong relationships with the Navajo Nation Government in economic development strategies
- Promote the enterprise through travel shows around the United States
- Supervise marketing, payroll, graphics, embroidery, and sales associates
- Create programs for customer service and product quality
- Oversee all store locations throughout the Navajo reservation

Project Manager

June 2008 to Aug 2008

Navajo Fine Jewelry & Collectibles, Window Rock, AZ

- Developed plan of operation for trademark usage
- Created trademark labels own by NACE that are registered under the PTO

- Researched extensively in areas of trademark and branding for products
- Coordinate various special events sponsored by NACE
- Supervise marketing department and intense campaign advertising

Human Resources Intern

Dec 2007 to Jan 2008

Navajo Fine Jewelry & Collectibles, Window Rock, AZ

- Developed affirmative action plan.
- Implemented affirmative action plan into employee handbook.
- Researched legal language regarding handbook information.

Operations Manager Intern

May 2007 to Aug 2007

Navajo Fine Jewelry & Collectibles, Window Rock, AZ

- Worked to repair inventory management and stability.
- Created and designed a just-in-time (JIT) system for inventory management.
- Created and designed an electronic data interchange (EDI) with product vendors, accounting systems, and branch stores.
- Cross-trained in organizational development

Accounts Receivable Specialist

May 2003 to Aug. 2006

Navajo Arts & Crafts Enterprise, Window Rock, AZ

- Responsible for internal accounting transactions of enterprise.
- Organized customer payroll systems of the Navajo Nation Payroll Deduction System.
- Established customer payroll systems with enterprise accounting system and consumer payroll departments.

AFFILIATIONS

American Indian Arts & Crafts Association, American Indian Business Association, Federal Bar's Indian Law Association, National Indian Education Association, and the National Indian Health Board Association.

SUMMARY

A well minded and goal oriented individual with strong experience of management in marketing, operations, and human resources. Knowledge of business operations from educational learning to real life business operations. Strong in leadership with integrity and respect of cultural values.

The University of New Mexico

has conferred upon

JD Julian Millie

the degree of

Master of Public Administration

with all the rights and privileges appertaining to that degree,
in testimony whereof the Regents of the University upon recommendation
of the Faculty have granted this diploma bearing the seal of the University
this seventeenth day of May, two thousand and fourteen.

Jack Z. Fortner
President of the Regents

Bradley Chasman
Secretary of the Regents

Robert C. Fane
President of the University

Uwouke Abdallah
President of the University



The University of New Mexico

has conferred upon

JO Julian Miller

the degree of

Bachelor of Business Administration

with all the rights and privileges appertaining to that degree,
in testimony whereof the Regent of the Honor do upon recommendation
of the Faculty have granted this diploma bearing the seal of the University
this seventeenth day of May two thousand and eight.

James

President of the Regents

Joseph

Secretary of the Regents



John

President of the University

John

Protector of the University