

Annual General Meeting Washoe Development Corporation

Washoe Tribe of Nevada and California

Tuesday May 3, 2022 - 5:30pm Virtual



WDC Board of Directors

Appointed by Tribal Council by Resolution 2021-03-WTC-020

- ▶ Chairman *Raymond Brown* (5yr) - CA
- ▶ Vice Chairman *Nathan Bennett* (4yr) - NV
- ▶ Director *Curtis Keliiaa* (3yr) - NM
- ▶ Director *Hale Fillmore* (2yr) - CA
- ▶ Director *Patricia Voivod** (3yr) - CA



*Tribal Council Appointment by Resolution 2022-01-WTC-003

IRA Section 17 Corporation

Tribal businesses can be formed through a federal charter under Section 17 of the Indian Reorganization Act (IRA), as a corporation chartered under tribally enacted laws, under a state's incorporation laws, or as a limited liability company (LLC) organized under either a tribal code or state law.

What is an IRA Section 17 corporation? Congress created this tribal business structure when it passed the Indian Reorganization Act of 1934 (IRA). In authorizing this structure, Congress sought to, "permit Indian tribes to equip themselves with the devices of modern business organization, through forming themselves into business corporations.



What are its major advantages?

- 1) Preserves tribal assets: A Section 17 corporation is wholly owned by the tribe but is separate and distinct from the tribal government.
- 2) No federal income taxes: Guided by federal court decisions, the IRS has ruled that Section 17 corporations are not required to pay federal income taxes whether they are operated on or off the reservation.
- 3) Can issue tax-exempt bonds: Section 17 corporations can issue these debt instruments if the proceeds are used to finance essential governmental services.
- 4) An IRA Section 17 corporate charter cannot be dissolved or suspended except by an act of Congress. It also cannot be amended without approval from the Secretary of the Interior.



Functions of the Board

- ▶ Who manages an IRA Section 17 corporation?
 - ▶ A Section 17 corporation's charter must set out the details of how, and by whom, the corporation is managed. Typically, the corporation is managed by a board of directors, the members of which are appointed by the tribal government. The board operates in accordance with the federally approved charter.

- ▶ May an IRA Section 17 corporation set up subsidiary corporations?
 - ▶ Yes. However, the specific authority to set up a subsidiary corporation would have to be contained in the charter approved by the Secretary of the Interior.

- ▶ Monthly Board Meetings
- ▶ Annual General Meeting
- ▶ Semi-Annual reports to the Shareholder



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WDC creation timeline

2006 - Tribal Council created the Washoe Development Corporation (WDC)

2006 - WDC approved by Department of the Interior as a Section 17 Federal Corporation

2014 - Tribal Council Ratified the WDC as a Section 17 Federal Corporation

2015 - Creation of WDC Subsidiaries (WRE, WTPR, & WGD)

2021 - Tribal Council appointed five Board Members to the WDC BOD

2022 - Tribal Council assigned three parcels for economic development

2022 - Inaugural Annual General Meeting



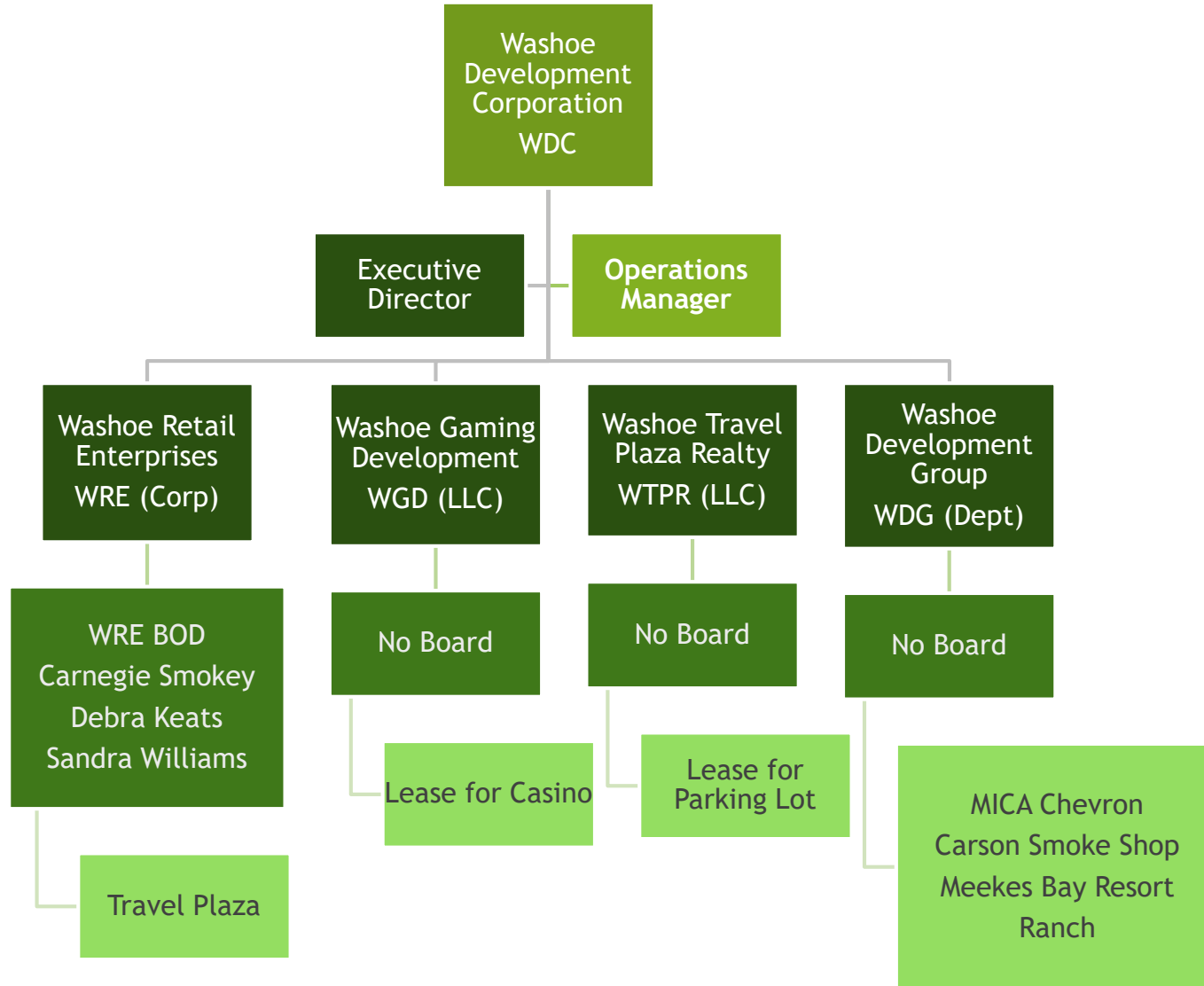
WDC Oversight

Wa She Shu Travel Plaza (Corporation)
Washoe Gaming Development (LLC)
Washoe Travel Plaza Realty (LLC)

- * MICA Chevron
- ** Carson Smoke Shop
- ** Meeks Bay Resort
- ** Ranch Operations

Billboards
Storage Units





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Operational Highlights 4/2021 to 3/2022

April 2021 - Installation of WDC Officers

July 2021 - Contracted with Executive Director

July 2021 - MICA reopens after renovation (Tank issues)

August 2021 - Meeks Bay Resort partially reopens after the Fire Closure

September 2021 - Board approved Stipends as reimbursement structure

November 2021 - Tribal Council Approved \$2.5mm Set Aside - ARPA

December 2021 - State Small Business Credit Initiative \$750,000

January 2022 - Recruited Operations Manager

February 2022 - Tribal Council Approved WRE & WDG 2022 Budgets

March 2022 - Tribal Council Approved Land Assignment Resolution
(Silverado, Lower Clear Creek and Lower Wade).



Technical Needs Assessment

Curtis Keliiaa

The Washoe Development Corporation (WDC) seeks to modernize and expand tribal business enterprises and operations. Scoping is predicated on an immediate need to update financial and Human Resources (HR) operations. After a process of discovery, the WDC finds:

- That upgrading financial and HR software solutions requires technical investments that comprise externally provided Cloud services
- Such technical investments require cybersecurity comprising intrusion detection and incident response to protect tribal technical resources and information
- Technical solutions should meet current standards and be scalable for future growth



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Subsequent requirements are certain to follow in the modernization of Washoe tribal businesses. We anticipate the following to be modernized as separate but related projects:

- Point of sale (POS) systems for retail and hospitality enterprises
- Inventory systems for retail and hospitality enterprises
- Physical security and surveillance systems for office (Red Barn) and retail enterprises



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WDC Accomplishments - 4/21-3/22

Spring 2021

- WDC Inaugural Board of Directors Meetings
- WDC Charter Review
- Identified Mission and Purpose
- Identified Gaps and Priorities (HR, Finance, Legal, Technical, Security)

Summer 2021

- Assessment of Financial Service Brokers
- Assessment of Technical Service Brokers
- Assessment of Cybersecurity Services
- Assessment of Data Center Services
- Ethics Compliance



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Fall 2021

- Selection of Financial Service Broker (Sensiba San Filippo (SSF)/Sage Intacct)
- Selection of Technical Service Broker (Solus Technology, Reno, NV./Cloud Based Services)
- Selection of Cybersecurity Services (Solus Technology, Reno, NV./Vigilant)
- Assessment of Legal Service Representation
- Assessment of Insurance Coverage
- Assessment of Project Management and Support Services

Winter 2021

- Selection of Data Center Services (Solus Technology, Reno, NV./Switch, Las Vegas NV.)
- Selection of Legal Services (Sheppard Mullin, NY)



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Spring 2022

- Selection of Project Management and Support Services (Resource Concepts, Inc.)
- Advocacy of Nevada Inter-Tribal Chairman's Network and Washoe Tribal IT NTIA Grant Funds Opportunity
- Assessment of National Tribal Telecom Association (NTTA) Associate Membership
- Selection of Insurance Coverage (Pending)

WDC Inaugural Objectives:

Economic Strategic Planning and Action; Legal Representation; Financial Department Hiring; Human Resources Hiring (Executive Economic Development Director, Business Operations Manager, Staff); Land Resolution; Insurance Coverage; Financial Technical Discovery and Investment; Cybersecurity, Intrusion Detection and Incident Response for the protection of WDC Tribal resources and information



Project Consideration

- ▶ Any Business entity wishing to be considered for projects with WDC must complete the Business Application process - One Application for the business and one for each partner affiliated with the company

- ▶ Proposed projects must:
 - ▶ 1. Support the Washoe Tribe's Mission to protect Mother Nature
 - ▶ 2. Offer Workforce opportunities for Tribal Membership
 - ▶ 3. Create revenues/incomes for growth and sustainability
 - ▶ 4. Protect and improve the land for future use



Preparation for Business Proposals

- ▶ The WDC Board has partnered with Sheppard Mullin Law Firm
 - ▶ The firm handles an array of Native American issues, including, but not limited to, sovereign immunity, Tribal sovereignty, Indian water rights, the Indian Gaming and Regulatory Act, Tribal Compacts, Tribal contracts and leases, Indian Tax issues, Indian environmental regulatory and compliance issues and labor and employment issues on tribal lands.
- ▶ The WDC Board has partnered with Resource Concepts Inc (RCI)
 - ▶ They are experienced in preparation and filing of water right original appropriations, applications to change, application mapping, reports of conveyance, abstracts of title, extension applications, and general water right permit maintenance.
 - ▶ - expertise includes design consulting and construction management for private development and public works projects, including land development and entitlement, residential and commercial building structures and facilities, bridges, streets and roadways, utility structures, storm water facilities, and land planning.



Washoe Tribe Vision/Mission Statement

Preserving, reviving and living the Washoe culture and traditions, where:

- * * Respect for one another and tribal values promote our spiritual, physical and environmental wellness.
- * * Educational opportunities are available for all tribal members and descendants.
- * * A solid economic foundation ensures self-sufficiency for tribal success.
- * * Responsive government promotes teamwork, professionalism and accountability on safe and secure tribal lands.

**Over to Travis Trethan, CFO
for a Financial Update**

