

RESOLUTION NO. 12 -22
OF THE GOVERNING BODY OF THE
YAVAPAI-APACHE NATION

A Resolution Approving Goals and Objectives for the General
Manager, Cliff Castle Casino and Hotel

WHEREAS: The Yavapai-Apache Tribal Council (“Council”) is authorized to represent the Yavapai-Apache Nation (“Nation”) and act on all matters that concern the health and welfare of the Nation, and to make decisions not inconsistent with or contrary to the Constitution of the Yavapai-Apache Nation (the “Constitution”) as provided under Article V(a) of the Constitution; and

WHEREAS: The Council, as the legislative body of the Nation, is authorized to enact resolutions necessary or incidental to the exercise of its authority, and to take any and all actions necessary and proper for the exercise of its Constitutional powers and duties, including those powers and duties not enumerated in the Constitution, and all other powers and duties now or hereafter delegated to the Tribal Council, or vested in the Tribal Council through its inherent sovereignty, as provided under Article V (v) and (w), respectively, of the Constitution; and

WHEREAS: The Council is authorized to manage all tribal economic affairs and enterprises of the Nation as provided under Article V(i) of the Constitution; and

WHEREAS: The Cliff Castle Casino and Hotel (“Casino”) is a wholly owned Subordinate Economic Organization of the Nation established under Title 36 of the Nation’s Tribal Code (The Cliff Castle Casino Business Code), and under Title 36 the Tribal Council has retained exclusive authority to hire the Casino’s General Manager; and

WHEREAS: On November 21, 2019, the Council, acting by Resolution No. 231-19, approved an Employment Agreement with Aaron Moss as General Manager of the Cliff Castle Casino and Hotel, and the Agreement was renewed on November 17, 2021, under Resolution No. 231-21; and

WHEREAS: Section 3.2 of the Nation’s Employment Agreement with Mr. Moss requires that the Council and Mr. Moss establish a written “Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel [which] shall be approved by the Council, signed by the General Manager and the Chairperson of the Tribal Council,” and appended to the Employment Agreement as an addendum; and

WHEREAS: The Council and Mr. Moss have conferred and jointly developed the required Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel, a copy of which is attached to this resolution as Exhibit A; and

WHEREAS: The Council has reviewed the attached Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel and deems it to be in the best interest of the Nation to approve the Statement as an addendum to the Nation's Employment Agreement with Mr. Moss.

NOW THEREFORE BE IT RESOLVED that the Yavapai-Apache Tribal Council, in Council assembled, at which a quorum is present, hereby approves the attached Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel and approves the Statement as an addendum to the Nation's Employment Agreement with Aaron Moss, in the form as set forth in **Exhibit A** attached hereto and incorporated herein by reference.

BE IT FINALLY RESOLVED that the Chairman and Vice-Chairwoman, or either of them, are hereby authorized to execute the Statement and Addendum on behalf of the Nation and to take such further action as deemed necessary to carry out the intent and purposes of this Resolution.

CERTIFICATION

I hereby certify that the foregoing resolution was adopted by an affirmative vote of the Tribal Council, with a quorum in attendance, presented for approval on February 17 2022, by a vote of 8 8 in favor, 0 opposed and 0 abstaining, pursuant to the authority contained under the Constitution of the Yavapai-Apache Nation as cited above.

Jon Huey
Jon Huey, Chairman

ATTEST:

Karla Reimer
Karla Reimer, Council Secretary

Approved as to form:

Scott Canty
Office of the Attorney General

EXHIBIT A

Joint Statement of Goals and Objectives for the General Manager, Cliff Castle Casino
and Hotel

An Addendum to the
Cliff Castle Casino and Hotel General Manager Employment Agreement with
Aaron Moss - November 21, 2021

Addendum Approved By Tribal Council
February 17, 2022

Contract Addendum

Joint Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel

**An Addendum to the Yavapai-Apache Nation's
Cliff Castle Casino and Hotel General Manager Employment Agreement with
Aaron Moss**

WHEREAS: On November 21, 2019, the Yavapai-Apache Tribal Council, acting by Resolution No. 231-19, approved an employment agreement with Aaron Moss as the General Manager of the Cliff Castle Casino and Hotel in accordance with the Terms of the *Cliff Castle Casino and Hotel General Manager Employment Agreement with Aaron Moss*, and said Agreement was renewed on November 17, 2021, under Resolution No. 231-21; and

WHEREAS: Section 3.2 of the Nation's Employment Agreement with Mr. Moss requires that the Council and Mr. Moss establish a written "Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel [which] shall be approved by the Council, signed by the General Manager and the Chairperson of the Tribal Council," and appended to the Agreement as an addendum; and

WHEREAS: The Chairman, Vice Chairwoman and Mr. Moss have conferred and jointly recommend the Council's approval of the Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel as set out hereinbelow, which shall become an Addendum to the Employment Agreement.

NOW THEREFORE: The Tribal Council and Aaron Moss agree that the following Statement of Goals and Objectives are hereby adopted in accordance with requirements of Section 3.2 of the *Cliff Castle Casino and Hotel General Manager Employment Agreement with Aaron Moss*, as last approved by the Council on November 17, 2021, under Council Resolution No. 231-21. Achievement of said goals and objectives shall be diligently pursued by Mr. Moss as part of his management of the Cliff Castle Casino and Hotel and overall progress in achieving said goals and objectives shall form part of the basis by which Mr. Moss' performance as Casino and Hotel General Manager shall be evaluated by the Council from time to time:

**YAVAPAI-APACHE NATION
TRIBAL COUNCIL
CLIFF CASTLE CASINO-HOTEL GENERAL MANAGER**

**JOINT STATEMENT OF GOALS AND OBJECTIVES FOR THE GENERAL MANAGER,
CLIFF CASTLE CASINO AND HOTEL**

February 17, 2022

General Statement of Purpose

The Cliff Castle Casino-Hotel is the premier business of the Yavapai-Apache Nation. Casino operations and revenues are the backbone of the Nation's economy; providing revenue in support of the Nation's government and the delivery of essential governmental services to the Nation's people and communities. The ongoing operational and financial success of the Casino is of paramount concern to the Nation. The Casino General Manager is the business leader of all Casino-Hotel operations and his judgment and skill are fundamental to maintaining the Casino-Hotel operations as a vibrant and growing business of the Nation and in ensuring its overall success in a competitive gaming market. As a means of assisting the Tribal Council and the General Manager in continually moving the Casino-Hotel forward to achievement of its maximum economic potential, the Council and the General Manager believe it important that management of the Casino-Hotel be guided by a clear statement of realistic goals and objectives. Goals and objectives, when periodically reviewed, measured in their achievement, and reinforced by the Council and the General Manager will prevent overall Casino-Hotel operations from becoming static and will spur the Casino-Hotel toward continual growth and improvement, always seeking optimum performance.

Toward these ends, the Tribal Council and the General Manager have established the following goals and objectives for pursuit by the General Manager on behalf of the Casino-Hotel operations:

Overall Casino-Hotel Operations

Casino-Hotel Long-Term Strategic Goals

The core of the Casino's mission is to provide an optimum guest experience that will build the Casino's customer base by instilling in customers the desire to return again and again for that experience as part of their gaming, hotel and entertainment needs. The Casino also provides the foundation of the Nation's economy and governmental operations. Finally, as the Nation's most important business asset, and the largest employer in the Verde Valley, the Casino provides important employment and personal growth opportunities to the Nation's members.

These three areas form the heart of the Casino's long-term strategic goals, which are as follows:

1. Consistently provide all guests with a first-class casino-hotel gaming and entertainment experience that attracts new customers, builds the existing customer base, and maximizes the potential for repeat customer visits.
2. Operate at peak profit potential to provide revenues for continual growth and improvement of the casino-hotel-entertainment experience, and to provide a revenue stream in support of the governmental operations of the Yavapai-Apache Nation.
3. Provide employment opportunities that offer employees individual career and economic growth in support of the Nation's community members and the overall Casino-Hotel workforce.

Casino-Hotel Financial Goals

The financial success of the Casino-Hotel operations is central to the Nation's business objectives. The General Manager bears primary responsibility for organizing and utilizing the resources provided by the Nation to the Casino-Hotel toward the express aim of producing revenues for the Nation. The General Manager is also responsible for managing and accounting for all financial resources provided by the Nation or generated by Casino-Hotel operations. The following financial goals are in support of the General Manager's financial responsibilities:

1. Develop and implement realistic annual operating and capital budgets that control Casino-Hotel costs and provide for ongoing growth within the Casino's market.

2. Achieve financial growth by increasing Casino-wide revenues by 4% over the previous year budget.
3. Maintain a five-year capital improvement plan to meet evolving business needs of the physical facility, gaming equipment and overall upkeep of all Casino property – Council approval required.
4. Develop and implement a written plan to maintain compliance with the BOK Loan Agreement.

Casino Marketing Goals

The Casino-Hotel operates in an extremely competitive market environment. The Casino's Marketing Plan is the means by which the Casino brings in and retains the high-value gaming customers that drive casino revenues. To operate effectively the Casino must annually develop, refine and maintain a sound marketing plan to guide marketing efforts. The Marketing Plan Goals include:

1. Develop and implement an annual written Marketing Plan that documents and considers the following factors:
 - a. A full understanding of the Casino's market developed by way of professional market analysis of the economic, demographic and gaming trends affecting the Casino's market,
 - b. An understanding of the Casino's competition, including their branding/positioning within the market, monitoring of competitor advertising and activities, and an assessment of the competitor's impact on Casino-Hotel operations,
 - c. An understanding of the Casino's customer base, including a breakdown of the characteristics of the gamers making up the Casino's database as well as those who are not players' club members (who they are, where they live, and why they come to the Casino), their relative contribution to Casino revenues (which segments of the database contribute the most in revenues) and the degree to which through-travelers contribute to the Casino revenues,
 - d. An understanding and evaluation of the Nation's past year's Marketing Plan, including a complete evaluation of all marketing programs and promotions to identify those that are the most and least effective, and
 - e. An understanding of the strengths and weaknesses of the physical facility comprising the Casino-Hotel property, including an analysis of how the property can be improved to strengthen marketing of the property for maximum customer satisfaction and revenue generation.
2. The resulting Marketing Plan will be used by the General Manager and the Marketing Department to set the goals and objectives for the Marketing Department for the next year.

Casino Marketing Objectives

1. Increase patron count no less than 2% for January 2022 to December 2022 as determined by the Players Club data.
2. Increase coin in on the days of gaming promotions by 5%.
3. Improve brand image and awareness through use of various social and travel media platforms such as Trip Advisor.
4. Increase the quantity and quality of internal and external public relations.
5. Continue to improve the casino's digital marketing program.
6. Host quality VIP events aimed at boosting revenues.

Human Resources Training and Development Goals

1. Budget, develop and implement a team member retention plan.
2. Develop a program of ongoing measurements for guest service standards Casino/Hotel-wide, including customer service evaluation of employees by an independent consultant – Council approval required (implement new, better programs or trainings as needed).
3. Increase Tribal Member employment by 1-2% annually. Develop and track progress using a Tribal Member Retention Plan.

4. Continue to improve employee morale.
5. Promote qualified Tribal Members to management positions, when positions become available, based on education and experience.
6. Develop on-site training opportunities for Team Members, including guest service and hospitality training.

Internal Administrative Goals

1. Assess current Casino-Hotel management and reorganize or restructure the organization to meet the increased demands of the new hotel and added levels of business and physical property management.
2. Hold monthly meetings with Directors/Managers to assess the progress of all management team members in assisting the General Manager in achieving the overall Casino-Hotel goals and objectives. The goals and objectives of the General Manager are best achieved by obtaining the buy-in and support of all casino managers who in turn obtain the buy-in and support of their employees. Monthly meetings by the General Manager with top Casino-Hotel management will be essential to assessing progress and the overall success of the strategies and action plans flowing from the General Manager's Goals and Objectives.
3. Present monthly written reports to the Tribal Council on the Casino, Hotel and overall operations.

Regulatory Compliance Goals

1. Work with the Nation's Tribal Gaming Office to maintain Casino operations in compliance with all tribal, federal and Arizona compact regulatory requirements.
2. Work to eliminate compliance violations. When there are violations take steps to improve the process and eliminate repeat findings.

Hotel Operations

The hotel and events center constitutes a major new amenity for the Nation's Casino-Hotel operations; offering the potential to attract new customers to the Casino and additional revenues to the gaming floor. Realizing the full potential of the new hotel to increase overall Casino revenues must be a key goal of the General Manager.

Hotel Goals

1. On an annual basis, consistently provide Hotel guests with a Four-Diamond hotel experience by offering new amenities to the current customer base, attracting new customers and broadening the repeat customer base to include guests who expect a quality hotel experience as part of their gaming and entertainment needs.
2. On a consistent daily basis, the Hotel will market, sell and fill as many rooms as possible at optimal rates as follows:
 - (a) Hotel occupancy at 35% Sunday - Thursday and weekends at 75%
 - (b) Lodge occupancy at 60% Sunday – Thursday and weekends at 85%
3. The Hotel will maximize its sales of rooms and meeting space through marketing of the events center and other amenities for special events that generate room sales and contribute to Casino-Hotel revenues.
4. Work with Tribal Council to develop a plan for the Lodge.
5. Provide hotel/lodge staff with training in customer service and hospitality.
6. Improve the landscaping around the Casino/Hotel/Lodge areas.

Hotel Objectives

1. Use and promote the Four Diamond hotel experience to increase the demand and frequency of visits from customers who expect a high level of service.
2. Increase gaming and non-gaming guest visits through marketing of new amenities, leverage hotel to support gaming revenues.
3. Maintain a written plan adopting an ongoing preventive maintenance program.
4. Coordinate with the Nation to landscape the sloping area below the Casino down to the parking lot and to make other Hotel property improvements as necessary to provide the best possible guest experience and thereby improve marketability of the Hotel.
5. Provide the Council a monthly written Hotel financial and operational report detailing revenues, occupancy rates, marketing plans (the Hotel's sales plan), and any operational issues encountered.
6. Provide for an independent third-party secret shopper evaluation of the hotel experience as determined by the Council.

Review and Reporting

This Statement of Goals and Objectives shall be flexible and subject to refinement by the Council and the General Manager as progress is made. The Statement of Goals and Objectives shall be reviewed by the Council with the General Manager no less frequently than quarterly to assess progress and determine whether adjustments are necessary.

As part of the General Manager's monthly report to the Tribal Council, the General Manager shall report on the following specific matters, including "operations, significant activities, and events," as required by Section 309 A. 1-6 of the Nation's Casino Business Code (the "Code") (see Section 309 A. 1-6, and B-E of the Code for the specific list of the General Manager's reporting requirements):

1. Financial Statements showing revenues and disbursement for the applicable month and for the fiscal year to date with comparisons to the operating and capital expenditure budgets.
2. A description of all contracts or other transactions by the Casino-Hotel wherein a waiver of sovereign immunity has been provided in accordance with Section 302 of the Code.
3. A list and brief description of any claims asserted against the Casino by lawsuit, both threatened and filed.
4. Statistical employment data including:
 - a. The total number of employees at the Casino-Hotel,
 - b. The number of employees who are enrolled members of the Nation,
 - c. The number of employees who are members of other Indian tribes,
 - d. The number of members of the Nation who started employment during the reporting period, and
 - e. The number of Nation member employees who left employment during the reporting period.
5. A list and brief description of internal controls, policies and procedures adopted or amended by the Casino since the previous month's report.
6. A description of and regulatory issues, including the results of any internal or external audits, and any violations issued by the TGO during the reporting period.

Section 309 B-E of the Code also provide for *certain annual reporting and for additional information* as follows:

1. *Prior to the end of each fiscal year* the General Manager shall present for Council approval (verbally and in writing) the Casino-Hotel operational and capital expenditure budgets for the next fiscal year as recommended and approved by the General Manager.

2. *The report for December of each year* shall include the financial statements for the concluded fiscal year.
3. The Nation's Finance director may, from time to time, specify the *financial report formats or require such additional information* as may be necessary to provide the Council with a clear and accurate picture of the Casino-Hotel finances.
4. In addition to the above information required by the Code in the General Manager's monthly reports to the Council, the Council may, from time to time, request additional information or supplemental reports or presentations at any time.

THEREFORE:

The foregoing Statement of Goals and Objectives for the General Manager, Cliff Castle Casino and Hotel is agreed to by the Nation, acting through the Tribal Council, and Aaron Moss Cliff Castle Casino Hotel General Manager, **this 17th day of February 2022**, and the Nation and the General manager agree that said Statement constitutes an addendum to the aforementioned Employment Agreement.

Yavapai-Apache Nation

 FOR

Jon Huey
Chairman

Casino/Hotel General Manager

Aaron M. Moss

Dated: February 17, 2022