



HO-CHUNK NATION LEGISLATURE

Governing Body of the Ho-Chunk Nation

HO-CHUNK NATION LEGISLATURE SELECTION OF LEAD BANK ARRANGER FOR HO-CHUNK NATION BUSINESS EXPANSION

RESOLUTION 01-08-14A

- WHEREAS,** on November 1, 1994, the United States Secretary of the Interior approved a new Constitution for the Ho-Chunk Nation, formerly known as the Wisconsin Winnebago Tribe; and
- WHEREAS,** the Ho-Chunk Nation ("Nation") is a federally recognized Indian Tribe, pursuant to the Indian Reorganization Act of 1934; and
- WHEREAS,** Article V, Section 2(a) of the Ho-Chunk Nation Constitution ("Constitution") gives the Ho-Chunk Nation Legislature ("Legislature") the power to make laws, including codes, ordinances, resolutions, and statutes; and
- WHEREAS,** Article V, Section 2(b) of the Constitution grants the Legislature the power to establish Executive Departments, and to delegate legislative powers to the Executive branch to be administered by such Departments, in accordance with the law; any Department established by the Legislature shall be administered by the Executive; the Legislature reserves the power to review any action taken by virtue of such delegated power; and
- WHEREAS,** Article V, Section 2(d) of the Constitution grants the Legislature the power to authorize expenditures by law and appropriate funds to the various Departments in an annual budget; and
- WHEREAS,** Article V, Section 2(l) of the Constitution grants the Legislature the power to enact laws to manage, lease, permit, or otherwise deal with the Nation's lands, interests in lands or other assets; and
- WHEREAS,** Article V, Section 2(x) of the Constitution grants the Legislature the power to enact any other laws, ordinances, resolutions, and statutes necessary to exercise its legislative powers delegated by the General Council pursuant to Article III including but not limited to the foregoing list of powers; and
- WHEREAS,** the Ho-Chunk Nation Business and Treasury Departments were established by the Legislature and are delegated certain functions by law as Executive Branch Departments, including overseeing the Nation's business operations, safeguarding the Nation's assets, and assisting with business, financial and investment analysis to preserve and enhance the economy of the Nation; and
- WHEREAS,** with the assistance of the Business Department and Treasury Departments, the Nation has developed plans for to expand, update and improve its business operations, which will include taking on debt; and

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WHEREAS, the Legislature adopted the Finance Manual as a law of the Nation in 2003 to establish uniform finance practices and procedures for the Nation in the use of its financial resources, to ensure funds are used in a reasonable and prudent manner in the achievement of the desired goals and objectives of the Nation; and

WHEREAS, the Finance Manual requires that prior to assuming any debt for the Nation, research shall be conducted to determine the need for debt, cash flow available for repayment, and terms of the debt; and that a three-bid process shall be followed to select the best lender for such debt, to include aspects such as the amount of debt financed, interest rate, fees, collateral, payback period, and any restrictive covenants; and

WHEREAS, the Legislature has also adopted a Debt Management Policy as law in order to establish guidelines for the Nation's use of debt-financing, with the objective that the Nation will obtain financing for the acquisition, design, development, renovation, construction, and equipping of capital assets, using a reasonable approach and process; and

WHEREAS, under the Debt Management Policy, when preparing financing recommendations and when the Nation prepares to incur debt, the Nation's Treasurer consults with the Nation's Legislative Financial Examiner, Budget Analyst, Legislative Counsel, Attorney General, and any outside Financial Advisor to create a financing plan and allow for the involvement of the Legislature; and

WHEREAS, under the Finance Manual and the Debt Management Policy, the Legislature retains final authority to select any lender when incurring debt for the Nation's expansion and business development; and

WHEREAS, the Nation (including the Treasury and Business Departments) has worked with an outside Financial Advisor, Sovereign Finance, to implement the guidelines established by the Finance Manual and Debt Management Policy (above) and offer recommendations in pursuit of the Nation's business expansion project; and

WHEREAS, the Legislative Finance Committee selected two finalist lenders to potentially act as Lead Bank Arranger in the total business expansion and debt finance plan, and asked the Treasurer to work with the Nation's financing project team to offer final recommendations between the two lenders (for decision by the full Legislature); and

WHEREAS, pursuant to the Nation's Debt Management Policy, the Treasurer and internal financing project team reviewed the bids of the two finalist lenders and scored them, for consideration by the Legislature

NOW THEREFORE, BE IT RESOLVED that the Legislature, pursuant to its Constitutional authority, the Finance Manual and the Debt Management Policy, hereby selects PNC Bank as the Lead Bank Arranger for the Nation's Business Expansion Financing project, subject to the negotiation and approval of a Final Term Sheet and Commitment Letter between the Nation and said lender; and

BE IT FURTHER RESOLVED that the Nation shall seek to preserve its sovereignty and protect its assets, along with those of the Nation's tribal members, to the greatest extent possible in taking on any debt financing, including a prohibition on collateralizing any debt with future per capita distributions (to minors or tribal members) or any land held in trust for the benefit of the Nation.

CERTIFICATION

I, the undersigned, as Tribal Secretary of Ho-Chunk Nation, hereby certify that the Legislature of the Ho-Chunk Nation, composed of 13 members of whom 11 constituting a quorum were present at a meeting duly called and convened and held that on the 8th day of January, 2014, adopted the foregoing resolution at said meeting by an affirmative vote of 10 members, 1 opposed, and 0 abstaining, pursuant to the Article V, Section 2(a) and (x) of the Constitution of the Ho-Chunk Nation, approved by the Secretary of the Interior on November 1, 1994, and that the foregoing resolution has not been rescinded or amended in any way. I further certify that this is a verified copy of said resolution.

Kathleen Lone Tree-Whiterabbit
Kathleen Lone Tree-Whiterabbit, Tribal Secretary

1.8.14
Date