



## HO-CHUNK NATION LEGISLATURE

*Governing Body of the Ho-Chunk Nation*

### HO-CHUNK NATION LEGISLATURE

#### ESTABLISHMENT OF LEGISLATIVE TASK FORCE REGARDING LYNWOOD PROPERTIES, LLC AND LIMITED DELEGATION OF AUTHORITY BETWEEN THE EXECUTIVE BRANCH AND LEGISLATIVE BRANCH

#### RESOLUTION 01-18-12 F

- 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") grants 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 executive: the legislative 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(i) of the Constitution grants the Legislature the power to negotiate, and enter into treaties, compacts, contracts, and agreements with other governments, organizations, or individuals: 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(q) of the Constitution grants the Legislature the power to issue charters of incorporation, to charter corporations and other organizations for economic or other purposes, and to regulate their activities; 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

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- WHEREAS,** the Ho-Chunk Nation *Legislative Organization Act*, 2 HCC § 11, (“LOA”) provides in Section 10 that an internal Work Group or Task Force may be established in order to assist the Legislature by providing information necessary to carry out Legislature law-making and oversight functions; and
- WHEREAS,** the Nation’s *Open Meeting Act*, 2 HCC § 2, contemplates that a Work Group or Task Force will be used as a temporary, short-term ad hoc body established by a governmental entity for a focused effort on a specific issue; and
- WHEREAS,** the LOA does not restrict Legislator(s) participation in a Ho-Chunk government task force(s) as an ex officio member when appointed by the Legislature; and
- WHEREAS,** a motion was adapted by Legislature in session on January 17, 2012 to create a Legislative Task Force (also known as a Workgroup) to address, review and consider alternatives for management, property, land issues arising from the Nation’s ownership of lands in Lynwood, Illinois, the Lynwood Properties, LLC, and the Ho-Chunk Nation Sports & Expo Center; and
- WHEREAS,** the Legislative motion to create such a Task Force was made in response to a request by President Greendeer to meet, confer and discuss such alternatives and information gathered by the Executive Branch after the Legislature delegated authority to the Executive Branch in Resolution 12-20-11H; and
- WHEREAS,** the Legislature deems it necessary and appropriate to form a Task Force consisting of employees, staff and officials from the Executive Branch and Legislature Branch in order to address, review and consider alternatives for management, property and land issues arising from the Nations ownership of lands in Lynwood, Illinois, the Lynwood Properties, LLC, and the Ho-Chunk Nation Sports & Expo Center; and
- WHEREAS,** the Legislature also deems it necessary to determine how day-to-day decisions shall be made regarding Lynwood Properties, LLC and the Sports & Expo Center, including, but not limited to, matters concerning the operation of the Expo Center, invoices, contracts, staffing, and accounting; and
- WHEREAS,** the Legislature established Lynwood Properties, LLC in 2006 via Resolution 1-4-06F and also approved the Articles of Operation for Lynwood Properties, LLC (“Lynwood LLC”) within the same resolution; and
- WHEREAS,** under Resolution 1-4-06F, and under the HCN Limited Liability Company Act and the HCN Business Corporation Act, the Nation is the sole shareholder and member of the Lynwood LLC; and
- WHEREAS,** pursuant to the Nations Limited Liability Act and Business Corporation Ordinance, the Legislature acts as the shareholder when the Nation is the sole shareholder of a Nation-incorporated LLC; and
- WHEREAS,** the Legislature previously directed (by motion in July 2011) that Lynwood Properties, LLC, be dissolved; and
- WHEREAS,** the Legislature previously directed, by Resolution 11-08-11V, that Lynwood Properties, LLC, be dissolved in accord with the Nation’s Limited Liability Company Act and Business Corporation Ordinance; and

**WHEREAS,** the Executive Branch presented the Legislature with two resolutions at Session on December 20, 2011 to delegate authority to the Executive Branch to manage the affairs and wind up the business of Lynwood Properties, LLC, in the event of dissolution, and to officially take action to dissolve the LLC; and

**WHEREAS,** the Legislature adopted Resolution 12-20-11H to delegate authority to the Executive Branch and President to handle the affairs of the LLC, including any winding up of the business; and

**WHEREAS,** the Legislature adopted Resolution 12-2011I to officially direct the dissolution of Lynwood Properties, LLC, and indicate that those persons noted in Resolution 12-20-11H would take necessary steps to wind up the business; and

**WHEREAS,** the Legislature rescinded Resolution 12-20-11H on January 18, 2012 by Resolution 1-17-12\_\_; and

**WHEREAS,** the Executive Branch has identified several issues that need to be addressed quickly and in a manner that deserves daily attention and oversight, concerning the Sports & Expo Center; and

**WHEREAS,** the Executive Branch has identified several issues and options upon which it sought legislative input, via the above Task Force, concerning Lynwood Properties, LLC and the Sports & Expo Center; and

**WHEREAS,** the legislature deems it necessary to delegate authority, on a limited basis, to address, review and consider alternatives for management, property and land issues arising from the Nation's ownership of lands in Lynwood, Illinois, the Lynwood Properties, LLC and the Ho-Chunk Nation Sports & Expo Center; and

**WHEREAS,** the Legislature deems it necessary to delegate authority, on a limited basis, to make day-to-day decisions regarding Lynwood Properties, LLC and the Sports & Expo Center, including, but not limited to, matters concerning the operation of the Expo Center, invoices, contracts, staffing, accounting, and to otherwise be a point of contact;

**NOW THEREFORE, BE IT RESOLVED** that the Legislature, acting for the sole shareholder, and pursuant to its Constitutional authority and the authority within the Nation's Limited Liability Act and Business Corporation Ordinance, establishes the Legislative Task Force to carry out the functions and role described above, namely, to address (with assistance of Executive Branch staff), review and consider alternatives for management, property and land issues arising from the Nation's ownership of lands in Lynwood, Illinois, the Lynwood Properties, LLC, and the Ho-Chunk Nation Sports & Expo Center; and;

**BE IT FURTHER RESOLVED** that the Task Force shall not require a quorum or be subject to the open Meetings Act; and

**BE IT FURTHER RESOLVED,** that the Legislature delegates authority, on a limited basis, to the Executive Branch to make day-to-day decisions regarding Lynwood Properties, LLC and the Sports & Expo Center, including, but not limited to, matters concerning the operation of the Expo Center, invoices, contracts, staffing, accounting, and to otherwise be a point of contact; PROVIDED, however, that this delegation is subject to the following limitations:

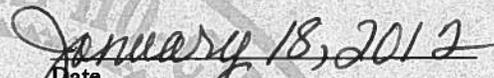
1. The Legislature retains all authority prescribed to it under the Limited Liability Company Act and the Business Corporation Ordinance;
2. The Executive Branch shall not liquidate any assets of the Lynwood LLC;

- Signature authority); and
4. The Executive Branch shall update and notify the Legislature and the Legislative Task Force created herein of any, and all, issues decided within its limited delegation of authority.

#### CERTIFICATION

I, the undersigned, as Tribal Secretary of Ho-Chunk Nation, hereby certifies that the Legislature of the Ho-Chunk Nation, composed of 13 members of whom 10 constituting a quorum were present at a meeting duly called and convened and held that on the 18<sup>th</sup> day of January, 2012, adopted the foregoing resolution at said meeting by an affirmative vote of 6 members, 3 opposed, and 1 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.

  
Hope B. Smith, Tribal Secretary

  
Date

