



HO-CHUNK NATION LEGISLATURE

Governing Body of the Ho-Chunk Nation

**HO-CHUNK NATION LEGISLATURE
AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH
SPECTRUM AT GRAYSTONE CONSULTING; A DIVISION
OF MORGAN STANLEY SMITH BARNEY, LLC. FOR FINANCING
RESOLUTION 6-03-09 E**

- 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 to authorize expenditures by law and appropriate funds to the various Departments in an annual budget; and
- WHEREAS,** Article V, Section 2(f) of the Constitution grants the Legislature the power to set the salaries, terms and conditions of employment for all governmental personnel; 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(j) of the Constitution grants the Legislature the power to authorize and appropriate funds to employ legal counsel in accordance with applicable law; 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,** pursuant to Resolution 6/09/04D, the Legislature approved the acceptance of a Commitment Letter from Wells Fargo Bank, National Association ("Wells Fargo") dated May 21, 2004 for a \$50 million credit facility to be provided by Wells Fargo, as sole initial Lender, and such other Lenders that may join in the Credit Agreement under its terms ("Lenders"), and concerning which Wells Fargo acted as the Agent ("Agent"); and

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- WHEREAS,** pursuant to Resolution 7/09/04A, the Legislature authorized the Nation to enter into a Credit Agreement under which the Nation could obtain revolving loans and become obligated to reimburse the Agent and the Lenders on letters of credit issued for the account of the Nation up to \$50 million in the aggregate amount for business and governmental purposes of the Nation; and
- WHEREAS,** the amount outstanding on the Wells Fargo loan is \$32.4 million and the maturity date of the loan is July 9, 2009; and
- WHEREAS,** the Legislature passed a motion to have individuals with expertise in banking matters investigate the Wells Fargo loan and other options to pay off the loan and develop a Request For Proposal (“RFP”) for future financing with the accumulated information and recommendations being brought back to the Legislature for approval; and
- WHEREAS,** the Legislature passed Resolution 2-03-09 C entitled “Approval of the Ho-Chunk Nation Department of Treasury Sending out Request for Proposal to Prospective Qualified Vendors.”; and
- WHEREAS,** at the May 27, 2009 Finance Committee Meeting, the Department of Treasury presented five different vendors who the Department of Treasury contacted to provide debt financing in order to satisfy the needs for the Ho-Chunk Nation regarding the payoff of the outstanding amount on the aforementioned Wells Fargo loan; and
- WHEREAS,** at the May 27, 2009 Finance Committee Meeting, a motion was made to refer the Debt Financing item to a Special Legislative meeting scheduled for Wednesday, June 3, 2009 and to have the top three firms present; and
- WHEREAS,** representatives from three vendors made presentations to the Legislature regarding their respective proposals to the Nation; and
- WHEREAS,** each vendor will require collateral to secure the debt financing; and
- WHEREAS,** the Treasury Department is advising that the Nation will need \$60,000,000.00 to secure the debt financing and obtain additional capital for the Nation; and
- WHEREAS,** the Nation currently has a grant account with Bank of America Merrill Lynch; and
- WHEREAS,** the Treasury Department recommends that the Nation use a portion of the grant account as collateral for the debt financing; and
- WHEREAS,** the Nation currently has an AXA account with Anderson Consulting; and
- WHEREAS,** the Treasury Department recommends that the Nation use a portion of the AXA account as collateral for the debt financing; and

NOW THEREFORE BE IT RESOLVED, that the Legislature, pursuant to its Constitutional authority, approves the Nation entering into an agreement with Spectrum at Graystone Consulting, a Business of Morgan Stanley Smith Barney, LLC. to secure debt financing to pay off the balance of the credit lines held by Wells Fargo Bank, National Association.

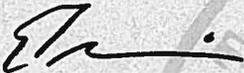
BE IT FURTHER RESOLVED, that the Legislature, pursuant to its Constitutional authority, approves the Nation also obtaining, as part of the agreement, an additional amount of money for use by the Nation for future capital projects.

BE IT FURTHER RESOLVED, that the Legislature, pursuant to its Constitutional authority, directs that as part of the agreement there shall be a loan amortization schedule for the Nation to pay off the loan as soon as possible, but no later than ten years from when the Nation enters into the agreement.

BE IT FURTHER RESOLVED, that the Legislature, pursuant to its Constitutional authority, authorizes the President, after review by the Department of Justice or its designee, to sign all necessary legal forms to enter into the aforementioned agreement.

CERTIFICATION

I, the undersigned, as Tribal Secretary of Ho-Chunk Nation, hereby certifies that the Legislature of the Ho-Chunk Nation, composed of **11 members** of whom **8** constituting a quorum were present at a meeting duly called and convened and held that on the **3rd day of June, 2009**, that the foregoing resolution was adopted at said meeting by an affirmative vote of **7 members, 0 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.



Elliott Garvin, Tribal Secretary

6-3-09

Date

