



## HO-CHUNK NATION LEGISLATURE

*Governing Body of the Ho-Chunk Nation*

**HO-CHUNK NATION LEGISLATURE  
CITIBANK, N.A. – THE CITI PRIVATE BANK  
NON-REVOLVING LINE OF CREDIT  
RESOLUTION 9-22-09 D**

- 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(d) of the Constitution grants the Legislature the power to authorize expenditures by law and appropriate funds; 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,** as contemplated by the Legislature, the Nation wishes to borrow money from the Lender, Citibank, N.A. – The Citi Private Bank (“Citibank”) and/or obtain credit accommodations from the Lender consisting of a non-revolving line of credit to be issued by the Lender, and for that purpose intends to enter into an agreement with the Lender; and
- WHEREAS,** the obligations of the Nation to the Lender under the Letter Agreement, Demand Note and Control Agreement are to be secured by collateral held in an account with Morgan Stanley/Smith Barney as contemplated in the Demand Note and Control Agreement.

**NOW THEREFORE BE IT RESOLVED,** that the Legislature, pursuant to its Constitutional authority, approves the Nation entering into an agreement with Citibank, N.A. – The Citi Private Bank, the Lender, in substantially the form presented to the Legislature at this meeting on August 04, 2009 under which the Nation may obtain a non-revolving line of credit and become obligated to reimburse the Lender on the non-revolving line of credit issued for the account of the Nation of \$50 million in aggregate amount; and the Vice President or the President of the Nation delivers to the Lender such documentation including an investment policy statement as contained in the Demand Note and Control Agreement.

**BE IT FURTHER RESOLVED,** that the President or Vice President of the Nation, are hereby authorized at any time and from time to time to execute such documents and take such action as may be necessary or appropriate to create, reaffirm and perfect security interest in and pledge to the Lenders including cash and the collateral contemplated by the Demand Note and Control Agreement, whether now owned or hereafter acquired by the Nation, as security for the payment of all debts, liabilities and obligations now or at any time hereafter owed to the Lender by the Nation and to do such other acts or things in connection therewith or pursuant thereto as such officer may determine to be appropriate (such determination and approval to be established conclusively by the instrument executed or action taken by such officer).

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**BE IT FURTHER RESOLVED**, that subject to the terms and limitations stated in the Demand Note and Control Agreement, the consent to suit, waiver of sovereign immunity, consents to court jurisdiction and adoption of governing law provided in the Demand Note and Control Agreement and the related documents and instruments are specifically approved.

**BE IT FURTHER RESOLVED**, it is hereby acknowledged that each and every note, guaranty, security agreement and other instrument made pursuant to this resolution is and will be made and given to the Nation for the purposes as described in the Demand Note.

**CERTIFICATION**

I, the undersigned, as Tribal Secretary for the Ho-Chunk Nation, hereby certify that the Legislature of the Ho-Chunk Nation, composed of 13 members, of whom 8 constituting a quorum were present at a meeting duly called and convened and held on the 22<sup>nd</sup> day of September, 2009, that the foregoing resolution was adopted at said meeting by an affirmative vote of 4 members, 4 opposed, and 0 abstaining\*, pursuant to the authority of 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 said resolution has not been rescinded or amended in any way. I further certify that this is a verified copy of said resolution.

**\*PRESIDENT WILFRID CLEVELAND VOTED AYE TO BREAK THE TIE. RESOLUTION ADOPTED.**

Hope B. Smith  
Hope B. Smith, Tribal Secretary

9-22-09  
Date

