



## HO-CHUNK NATION LEGISLATURE

*Governing Body of the Ho-Chunk Nation*

**HO-CHUNK NATION LEGISLATURE  
APPROVAL OF AGREEMENT WITH  
MIDWEST GAMING & ENTERTAINMENT, LLC;  
CASINO INVESTORS, LLC AND APPROVAL  
OF LIMITED WAIVER OF IMMUNITY**

### RESOLUTION 02-08-11 K

- 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(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(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
- WHEREAS,** the Nation became aware of an opportunity to earn revenues by investing in Midwest Gaming & Entertainment, LLC/Casino Investors, LLC (hereafter "Midwest") who is constructing a casino in Des Plaines, Illinois that is approved by the Illinois Gaming Board; and
- WHEREAS,** the Nation has an opportunity to become an investor in Midwest's operation because Midwest must obtain a percentage of minority investors and licensees in its new operation, based on approvals from the Illinois Gaming Board ("Board"); and
- WHEREAS,** the Nation has conducted due diligence by reviewing Midwest's proposed development and return on investment; and

#### **Executive Offices**

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Resolution 2/8/11 K

**WHEREAS,** in the ever-increasing need to explore additional revenues for the Nation and its People, the Legislature has approved a minimal investment in Midwest and determined that the Nation could invest through a business entity of the Nation, pursuant to the regulations of the Board; and

**WHEREAS,** in order to participate as an investor in Midwest, and be in position to receive future revenues, the Nation must agree to follow the regulations of the Board and the Nation's business entity must agree to terms of enforcement with Midwest; and

**WHEREAS,** Midwest provided a draft agreement to waive the Nation's sovereign immunity on a limited basis, to indicate: (a) the Nation's agreement to follow the enforcement laws and regulations of the Illinois Gaming Board and (b) the Nation's agreement that its business entity is bound by enforcement terms as to Midwest in forums other than the Nation's judicial system; and

**WHEREAS,** the Nation's Attorney General, Legislative Counsel, and outside counsel have reviewed the proposed limited waiver and agree that it does not expose the Nation to a risk of receivership, bankruptcy, or otherwise put any of the Nation's restricted accounts or funds at risk;

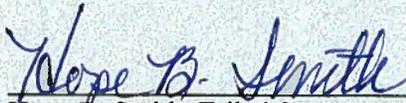
**NOW THEREFORE, BE IT RESOLVED** that the Legislature, pursuant to its Constitutional authority, and in the interest of expanding development and revenues for the Nation, hereby approves the Agreement to Waive Sovereign Immunity, pursuant to its terms and does expressly waive the Nation's immunity on a limited basis (as described therein) and the immunity of the Nation's identified LLC on a limited basis (as described therein); and

**BE IT FURTHER RESOLVED** that if the Nation, its identified LLC, and Midwest do not agree upon all other agreements and terms intended to confirm the Nation's investment, then this limited waiver is null and void; and

**BE IT FURTHER RESOLVED** that the Legislature authorizes the President or Vice President (or Legislators with delegated signature authority) to sign the Agreement.

**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 **13** constituting a quorum were present at a meeting duly called and convened and held that on the **8<sup>th</sup> day of February, 2011**, that the foregoing resolution was adopted at said meeting by an affirmative vote of **7 members, 6 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.

  
\_\_\_\_\_  
Hope B. Smith, Tribal Secretary

  
\_\_\_\_\_  
Date