



MILLE LACS BAND OF CHIPPEWA INDIANS
Legislative Branch of Tribal Government

RESOLUTION 06-01-61-94

A RESOLUTION RELATING TO \$ 4,380,000 WATER AND SEWAGE SYSTEM REVENUE BOND, SERIES 1994, TO BE ISSUED BY THE BAND ACTING THROUGH THE MILLE LACS BAND OF CHIPPEWA INDIANS PUBLIC WORKS COMMISSION; AUTHORIZING AND APPROVING THE SALE AND ISSUANCE OF THE BOND, A GUARANTY OF THE PAYMENT THEREOF BY THE MILLE LACS CAPITAL IMPROVEMENTS AUTHORITY AND THE EXECUTION OF DOCUMENTS.

WHEREAS, the Mille Lacs Band Assembly (the "Assembly") is the duly elected governing body of the Mille Lacs Band of Chippewa Indians (the "Band"), and;

WHEREAS, pursuant to Band Statute 1010-MLC-20 (the "Public Works Commission Act"), the Band has created the Mille Lacs Band of Chippewa Indians Public Works Commission (the "Public Works Commission") as an instrumentality of the Executive Branch of Tribal Government, to control and manage a Band operated water and sewage system (the "System"). The Public Works Commission is authorized, pursuant to Section 2.09 of the Public Works Commission Act, to borrow money, in its own name or in the name of and on behalf of the Band, and to pledge the security and revenue of the Public Works Commission for purposes of acquiring, constructing, maintaining, managing and improving the System. All obligations so issued are special, limited obligations of the Public Works Commission, payable solely from the revenues and assets so pledged, and;

WHEREAS, pursuant to Band Statute 1234-MLC-53 (the "Capital Improvements Authority Act"), the Band has established the Mille Lacs Capital Improvements Authority (the "Authority") as an instrumentality of the Executive Branch of Tribal Government. The Authority is authorized and empowered by the Capital Improvements Authority Act to borrow money and incur indebtedness, or to guarantee the indebtedness of another agency, instrumentality or entity of the Band, by issuing obligations to finance the cost of acquisition, construction, maintenance, management and improvement of public improvements within the territorial jurisdiction of the Band and to pledge revenues, income, receipts and profits of the Authority from projects operated by it and revenues of any business conducted by the Corporate Commission of the Mille Lacs Band of Chippewa Indians (the "Corporate Commission") and allocated to the Authority by the Band Assembly, to pay the principal of, premium, if any, and interest on such obligations when due. All obligations so issued are special, limited obligations of the Authority payable solely from the revenues and assets so pledged and shall not constitute a debt, liability or obligation of the Band or the Corporate Commission, and;

WHEREAS, pursuant to Ordinance No. 01-94-27 of the Board of Supervisors of the Public Works Commission, dated January 27, 1994 (the "Bond Ordinance") and Resolution No. 01-94-27 of the Board of Supervisors of the Public Works Commission dated January 27, 1994, the Public Works Commission has determined that it will accept from the United States of America, Farmers Home Administration (the "FmHA") a grant of up to \$ 400,000 pursuant to a Grant Agreement (the "Grant Agreement") to be executed between the Band acting through the Public Works Commission and the FmHA and will issue to the

FmHA a Water and Sewage System Revenue Bond, Series 1994, of the Band, in the principal amount of \$ 4,380,000 (the "Series 1994 Bond") pursuant to the Public Works Commission Act, to finance the construction of wells, a water tower, water mains, sewage treatment ponds, lift stations and a sewage collection system (the "Project"). The Series 1994 Bond will be secured by the net revenues of the System and will be further secured by a guaranty of the Authority, secured by certain net revenues of the gaming and related facilities of the Band operated by the Corporate Commission in the manner and to the extent provided in the Depository Agreement, dated as of November 1, 1992 (the "Depository Agreement"), between the Authority, the Corporate Commission and First Bank (N.A.), as depository, and;

WHEREAS, pursuant to Resolution No. 101-94 of the Board of Commissioners of the Authority, dated February 10, 1994 (the "Capital Improvements Authority Resolution"), the Authority has determined that it will guaranty the payment of the principal of and interest on the Series 1994 Bond pursuant to the Capital Improvements Authority Act, by executing and delivering to the United States of America, Farmers Home Administration (the "FmHA"), as purchaser of the Series 1994 Bond, a Guaranty, dated the date of issuance of the Series 1994 Bond (the "Guaranty"), and will designate the Guaranty as a "Secured Authority Obligation" pursuant to the Depository Agreement, and;

WHEREAS, the forms of the Guaranty and the Grant Agreement have been prepared, which documents in proposed form are before this Assembly at this meeting and shall be placed on file with the Band.

NOW, THEREFORE, BE IT RESOLVED, the actions taken by the Public Works Commission and by the Authority in connection with the issuance of the Series 1994 Bond and the undertaking of the Project are hereby approved. The Public Works Commission is hereby authorized and directed to finance, construct and equip the Project, to issue the Series 1994 Bond in the form and upon the terms provided in the Bond Ordinance in the principal amount of \$4,380,000 to defray the costs of the Project and to enter into and perform its obligations under the Grant Agreement. The form of the Grant Agreement is hereby approved, subject to such additions thereto or deletions therefrom as are approved by the Chair of the Public Works Commission, which approval shall be conclusively presumed by the execution thereof. The Authority is hereby authorized and directed to enter into and perform its obligations under the Guaranty. The form of the Guaranty is hereby approved, subject to such additions thereto or deletions therefrom as are approved by the Chairman and the Secretary of the Authority, which approval shall be conclusively presumed by the execution thereof. This Assembly specifically approves the provisions of the Bond Ordinance, and specifically authorizes the Authority to enter into those provisions of the Guaranty, concerning governing law, waiver of sovereign immunity, consent to court jurisdiction and the waiver of the jurisdiction of the Court of Central Jurisdiction.

BE IT FURTHER RESOLVED, the Chief Executive is authorized and directed to prepare and furnish to the FmHA and to Dorsey & Whitney, Bond Counsel to the Band and the Public Works Commission, certified copies of all proceeding and records of the Commission relating to the Series 1994 Bond, and such other affidavits, certificates and documents as may be required to show the facts relating to the legality and marketability of the Series 1994 Bond as such facts appear from the

books and records in her custody and control or as otherwise known to her, or as may be necessary or desirable to accomplish the issuance and sale of the Series 1994 Bond, and all such certified copies, certificates, affidavits and documents, including any heretofore furnished, shall constitute representations of the Band as to the truth of all statements of fact contained therein.

BE IT FURTHER & FINALLY RESOLVED, the Series 1994 Bond shall be a special, limited obligation of the Band payable solely from and secured by the net revenues of the System and the Authority's obligation under the Guaranty shall be special, limited obligation of the Authority payable solely from and secured by the Pledged Revenues required to be deposited in the Secured Authority Obligation Sub-account (both as defined in the Depository Agreement), and neither shall constitute or give rise to a pecuniary liability of the Public Works Commission, the Band or the Authority or a charge against the general credit of the Public Works Commission or the Authority, or the general credit or taxing powers of the Band.

WE DO HEREBY CERTIFY, that the foregoing resolution was duly concurred with and adopted at a regular session of the Band Assembly in Legislative Council assembled, a quorum of legislators being present held on the 22 day of February, 1994 at Vineland, Minnesota by a vote of 3 FOR, 0 AGAINST, 0 SILENT.

IN WITNESS WHEREOF, we, the Band Assembly hereunto cause to have set the hand of the Speaker of Assembly to be affixed to this resolution and forwarded to the Chief Executive for concurrence.


David Matrious, Speaker of Assembly

IN CONCURRENCE, with the action of the Speaker of Assembly, we, the Administrative Policy Board hereunto cause to have set the signature of the Chief Executive to this resolution.


Marge Anderson, Chief Executive

OFFICIAL SEAL OF THE BAND