

WINNEBAGO TRIBAL CODE  
TITLE 11A

TITLE 11A  
BUSINESS REGULATION AND ECONOMIC DEVELOPMENT

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BUSINESS REGULATION AND ECONOMIC DEVELOPMENT

ARTICLE 2  
WINNEBAGO INDUSTRIAL DEVELOPMENT FINANCING SERVICE ACT  
(As redesignated March 9, 1994)

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**11A-201 Citation and special definition.** This Article may be cited as the Winnebago Industrial Development Financing Service Act of 1988. As used in this Article, the term “reservation” means all Indian country subject to the jurisdiction of the Winnebago Tribe of Nebraska wherever located.

**11A-202 Establishment and purpose of the Winnebago Industrial Development Financing Service.**

1. Establishment and General Purposes.
  - A. It being determined by the Winnebago Tribal Council to be in the public interest, and essential to Tribal self determination, the general welfare, and the provision of essential governmental functions to persons within the jurisdiction of the Tribe, the Winnebago Tribe of Nebraska shall engage in the business of lending, and for that purpose shall maintain a lending system owned, controlled, and operated by it, under the name of the “WINNEBAGO INDUSTRIAL FINANCING SERVICE” which shall be a body corporate and politic, and an essential government agency, of the Winnebago Tribe of Nebraska.
  - B. The public need for such financing service is hereby declared as a matter of legislative determination, and such financing service is declared to exercise essential governmental functions of the Winnebago Tribe of Nebraska through its activities encouraging the

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creation of a Tribal tax base, the earning of income which can be used to support essential functions of the Tribal government, and the provision of credit through which economic activity can be encouraged, and the effect such activity is intended to have upon the health, welfare, and economic security of the Winnebago Tribe of Nebraska, its members, and other residents of the Tribal jurisdiction.

2. Specified Purposes. In addition to the general purposes expressed in subsection (1) of this Section, the Winnebago Industrial Development Financing Service is intended to be an agency of the Winnebago Tribe of Nebraska and, through its activities, further the general purposes expressed as well as the following specific Tribal and federal purposes:
  - A. The purpose of encouraging and promoting agriculture, commerce, and industry, for creating a fund to be known as the real estate bond payment and purchase fund, said funds to be used for the acquisition of real property for economic development and other purposes, including the purposes of providing land to landless members of the Winnebago Tribe of Nebraska and other eligible persons, for the provisions of income and the creation of a sound economic and industrial tax base for the support of the government of the Winnebago Tribe of Nebraska as guaranteed to the Winnebago Tribe in the various treaties between the United States and the Winnebago Tribe and the rights of self-government and social advancement recognized and provided by the laws of the United States;
  - B. The purpose of providing land, borrowing money, and issuing loans for the acquisition of land for the Winnebago Tribe of Nebraska, other Indian Tribes, and individual Indians or groups of Indians pursuant to Section 5 of the Act of June 18, 1934, 48 Stat. 935 (25 U.S.C. Section 465), the insurance of loans for such acquisitions pursuant to the Act of April 11, 1970 (25 U.S.C. Sections 488 et. seq.) and other federal laws providing for the acquisition of land for Indian individuals and Indian tribes, and the providing of federal insurance for loans made to Indian tribes, individuals, or others;
  - C. The purpose of furthering Indian industry and labor and economic development within the Indian country as provided for in the Act of June 25, 1920, 38 Stat. 861 (25 U.S.C. Section 47), Section I of the of May 9, 1938, 52 Stat. 302 (25 U.S.C. Section 306) and other federal laws supporting the economic development of Indian country;
  - D. The purpose of furthering the investment of Indian tribal and individual funds as provided in the Act of June 24, 1938, 25 Stat. 1037 (25 U.S.C. Section 162a);
  - E. The purpose of furthering any necessary irrigation projects within the Winnebago reservation needed to make agricultural land productive to complement the provisions of Chapter 11 of Title 25 of the United States Code;
  - F. The purpose of providing income and a taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to operate a judicial and law and order system sufficient to meet the requirements of Title II of the Act of April 11, 1968, 82 Stat. 77 (25 U.S.C. Sections 1301 et.seq.);
  - G. The purpose of providing income and a taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 2 of the Act of April 12, 1974, 88 Stat. 77 (25 U.S.C. Section 1451), and the balance of said Act. (Indian Financing Act);
  - H. The purpose of providing income and a taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 3 of the Act of September 30, 1976, 90 Stat. 1401 (25 U.S.C. Section 1602), and the balance of said Act. (Health Care);
  - I. The purpose of providing income and a taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 101 of the Act of October 17, 1978, 92 Stat. 1325 (25 U.S.C. Section 1802) and the balance of said Act. (Higher Education);

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- J. The purpose of providing income and a taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the policy of Congress expressed in Section 3 of the Act of November 8, 1978, 92 Stat. 3069 (25 U.S.C. Section 1902) and the balance of said Act. (Child and Family Service Program);
- K. The purpose of providing funds for the further tribal development of Indian-owned mineral resources pursuant to the Act of December 22, 1982, 96 Stat. 1938 (25 U.S.C. Sections 2101 et seq.);
- L. The purpose of providing funds for Indian Land Consolidation pursuant to the Act of January 12, 1983, 96 Stat. 2517 (25 U.S.C. Sections 201 et. seq.);
- M. The purpose of providing income and a taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the policy of Congress expressed in the Act of January 4, 1975, 88 Stat. 2206 (25 U.S.C. Sections 450 et. seq.) and particularly in Section 102 of Title I of that Act (25 U.S.C. Section 450f) (Indian Self-Determination) and the Act of November 2, 1921, 42 Stat. 208 (25 U.S.C. Section 13) (Snyder Act); and the exercise of each and every essential governmental function reasonably necessary or proper to further such purposes and policies. [TCR 88-77, 90-82]

**11A-203 Tribal credit officer to operate service, business of Industrial Development Financing Service.** The Winnebago Tribal credit officer shall operate, manage, and control the Winnebago Industrial Development Financing Service, locate and maintain its places of business, of which the principal place shall be within the jurisdiction of the Winnebago Tribe of Nebraska, and make and enforce order, rules, regulations, and bylaws for the transaction of its business. The business of the financing service, in addition to other matters specified in this Article, may include, subject to the rules and regulations of the Tribal credit officer, the power:

- 1. To continue perpetually as a financing service program within the programs administered by the Tribal credit officer of the Winnebago Tribe of Nebraska;
- 2. To make contracts in its own name;
- 3. To bring suit in any court under the title “The Winnebago Tribe of Nebraska ex rel the Winnebago Industrial Development Financing Service”;
- 4. To have a seal incorporating the official logo of the Winnebago Tribe of Nebraska;
- 5. To adopt and operate reasonable bonus, profit-sharing, and pension plans for officers and employees;
- 6. To act as escrow agent;
- 7. To exercise all such incidental powers as shall be necessary to carry on the banking business; by buying, discounting and negotiating promissory notes, bonds, drafts, bills of exchange, foreign and domestic, and other evidence of debt; by receiving deposits of money upon which interest may or may not be paid; by buying and selling coin and bullion; by buying and selling exchange, foreign and domestic; issuing letters of credit; and by loaning money on personal security or real estate as provided in this Article;
- 8. To lease, hold, purchase, acquire in any manner, and convey any and all real estate, or any interest therein, to the same extent and in the same manner that a business corporation organized pursuant to the law may deal in real property, or as provided by this Article, and not otherwise;
- 9. To issue preferred stock in return for actual value received equal to no less than the par value thereof to the same extent that a business corporation organized pursuant to the law may issue preferred stock in order to provide necessary capital for financing service purposes, provided, that such stock shall not be convertible to capital stock, nor shall the financing service issue any capital or common stock, all capital or common stock and full ownership equity being reserved to the Winnebago Tribe of Nebraska. [TCR 88-77]

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**11A-204 Federal Deposit Insurance Corporation Act.** The Winnebago Industrial Development Financing Service may do and perform any act or thing necessary or required under the terms of the Federal Deposit Insurance Corporation Act, and any amendments thereto or any Act substituted therefor, to secure the benefits of the deposit insurance and other advantages provided by such Act, and any amendments thereto or any Act substituted there for applicable to non-federally chartered institutions. [TCR 88-77]

**11A-205 Pledge of assets generally.** The Winnebago Industrial Development Financing Service may pledge its assets to:

1. Enable it to act as agent for the sale of obligations of the United States;
2. Secure borrowed funds;
3. Secure deposits when the depositor is required to obtain such security by the laws of the United States, by the terms of any intergovernmental cooperative agreement or compact, by the laws of any state or Indian Tribe, or by order of a court of competent jurisdiction;
4. Otherwise comply with the provisions of this Article. [TCR 88-77]

**11A-206 Indemnification for defending suits.** The lending rules and regulations of the Winnebago Tribal credit officer, for the governance of the financing service, may provide that it shall indemnify every officer, director, and employee, his/her heirs, executors, and administrators, against judgments resulting from and the expenses reasonably incurred by him/her in connection with any action to which he/she may be made a party by reason of his/her being an officer, director or employee of the financing service, including any action based upon any alleged act or omission on his/her part as an Officer, director or employee of the financing service, except in relation to matters as to which he/she shall be finally adjudged in such action to be liable for negligence or his/her willful misconduct, and except that, in the event of a settlement out of court, indemnification shall be provided only in connection with such matters covered by the settlement as to which the financing service is advised by its counsel that the person to be indemnified was not liable for such negligence or misconduct in the professional opinion of counsel for the financing service. The foregoing rights of indemnification shall not be exclusive of other rights to which such officers, directors, and employees may be entitled. [TCR 88-77]

**11A-207 Property acquisition.** To accomplish the purpose of this Article, the financing service shall have the authority to acquire by purchase, gift, lease, or otherwise by any lawful means all requisite real and personal property and property rights, provided, that the Tribal credit officer shall have the authority to request, and shall request that the United States accept any real property to be acquired by the financing service within the reservation boundaries of the Winnebago Tribe of Nebraska in trust pursuant to 25 U.S.C. Section 465 or other applicable federal law in the name of the Winnebago Tribe of Nebraska. Such real property within the Winnebago reservation, when acquired in trust status or otherwise, shall by force of this Section, be considered as assigned to the sole use and benefit of the Winnebago Industrial Development Financing Service under the appropriate laws of the Winnebago Tribe of Nebraska, and the chairman and secretary shall issue an original assignment of such property endorsed to “The Winnebago Industrial Financing Service for the use and benefit of Winnebago Industrial Development Financing Service.” The financing service shall have the authority to acquire by eminent domain the full use title under Tribal law to any land owned by the Winnebago Tribe of Nebraska and assigned to any person other than an agency of the Tribe upon paying the owner of the use thereof the full value of his/her assignment as determined by settlement between the parties or by the courts of the Winnebago Tribe Nebraska. Further, the financing service may construct, remodel, and repair buildings necessary for the purposes of this Article. It shall invest in furniture, fixtures, lands and buildings for office purposes only in accordance with legislative appropriation of the Tribe, or as may be provided for in any grant or contract from a non-tribal funding source approved by the Tribal Council when the grant or contract contains an allocation for such purposes. [TCR 88-77]

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**11A-208 Engagement of officers and employees.** The Winnebago Tribal credit officer may obtain such assistance as in his/her judgment may be necessary for the establishment, maintenance, and operation of the financing service. To that end, he/she may appoint a president, and may appoint subordinate officers and employees as he/she may judge expedient. He/she may constitute such president his/her general agent in respect to the functions of said financing service, but subject nevertheless, in such agency, to the supervision, limitation, and control of the Tribal credit officer. He/she shall employ such contractors, architects, builders, attorneys, cashiers, tellers, clerks, accountants, and other experts, agents, and servants as in the judgment of the Tribal credit officer the interest of the Tribe in the financing service requires, and shall define the duties, designate the titles, and fix the compensation, with legislative appropriation, and the bonds of all such person so engaged. The total compensation of such appointees and employees, together with other expenditures for the operation and maintenance of the financing service, shall remain within the appropriation lawfully available in each year for such purpose. All officers and employees of the financing service engaged upon its financial functions, before entering upon their duties, shall furnish respectively good and sufficient bonds to the Winnebago Tribe of Nebraska in such amount and upon such conditions as the Tribal credit officer may require and approve. [TCR 88-77]

**11A-209 Removal and discharge of appointees.** The Industrial Development Financing Service may remove and discharge any and all persons appointed in the exercise of the powers granted by this Title and any such removal may be made whenever in the judgment of the Tribal credit officer the public interests require it, and no contract of employment may vary the terms of this Section. All appointments and removals contemplated by this Article shall be made as the Tribal credit officer shall deem fit to promote the efficiency of the public service. [TCR 88-77]

**11A-210 Capital of Industrial Development Financing Service.** The financing service shall be opened and shall proceed to transact business whenever there shall be delivered to the Tribal credit officer funds in the sum of at least two thousand dollars (\$2,000.00) designated for such use by the Winnebago Tribal Council. These funds are hereby designated and shall be known as the capital of said financing service. [TCR 88-77]

**11A-211 Tribal funds to be deposited in the Winnebago Industrial Development Financing Service.** All Tribal funds, and all funds of Tribal agencies and departments to be invested at interest and not maintained in the treasury of the United States may be deposited in the Winnebago Industrial Development Financing Service by the persons having control of such funds or shall be deposited in accordance with constitutional and statutory provisions. [TCR 88-77]

**11A-212 Non-liability of officers and sureties after deposit.** Whenever any of the public funds herein before designated shall be deposited in the Winnebago Industrial Development Financing Service, as herein before provided, the official having control thereof and the sureties on the bond of every such official shall be exempt from all liability by reason of loss of any such fund while so deposited.

**11A-213 Deposits may be received from any source.** The Winnebago Industrial Development Financing Service may receive deposits from any source, including the United States government, and any foreign or domestic individual corporation, association, municipality, bank or government. [TCR 88-77]

**11A-214 Deposits to credit of other financing services.** Funds may be deposited to the credit of the Winnebago Industrial Development Financing Service in any bank or agency approved by the Tribal credit officer. [TCR 88-77]

**11A-215 Guaranty of deposits; exemption from taxation.** All deposits in the Winnebago Industrial Development Financing Service are guaranteed by the Winnebago Tribe to the extent of all property, real

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or personal held by the Winnebago Industrial Development Financing Service. Such deposits shall be exempt front taxes of the Winnebago Tribe of Nebraska of any and all kinds. [TCR 88-77]

**11A-216 Interest rates; time deposits; limitations; charges.** The Tribal credit officer, unless otherwise limited by law, from time to time shall fix the rates of interest allowed and received in transactions of the financing service. Such rates shall be as nearly uniform and constant as practicable, and shall not be fixed or changed to work any discrimination against or in favor of any person, corporation, or other depositor or borrower. In respect to time deposits received by the financing service, transactions may be reasonably classified as to the amounts and the duration of time involved, and a reasonable differentiation of interest rates based on such classification may be allowed. When interest is allowed on any deposits the interest rate thereon shall not be more than the amounts allowed by any restriction contained in Tribal law. The Tribal credit officer shall also fix reasonable charges, without unjust discrimination, for any and all services rendered by the financing service. [TCR 88-77]

**11A-217 Deposits may be made in any bank.** The Winnebago Industrial Development Financing Service may deposit funds in any bank or banking association within or without the Tribal jurisdiction upon such terms and conditions as the Tribal credit officer shall determine. [TCR 88-77]

**11A-218 Financing service may make loans.**

1. The Winnebago Industrial Development Financing Service may make loans to, and purchase securities issued by Tribal enterprises or instrumentalities of the Winnebago Tribe of Nebraska, and such loans shall be repaid with or without interest to the financing service. The financing service may make loans to Tribal, state, or national banks, and may participate with Tribal, state, or national banks, savings and loan associations, and credit unions, in loans being made by them, on such terms and under such rules and regulations as the Tribal credit officer may determine, provided that the financing service shall not make any venture capital loans and all loans shall be sufficiently secured. The financing service may buy and sell federal funds, or excess reserves, bankers' acceptances, participation loans, and all securities issued by the United States government or its instrumentalities. The Winnebago Industrial Development Financing Service may invest its funds in bonds, notes, or debentures of any corporation incorporated under the laws of any state of the United States, the United States, or any Indian Tribe within the United States rated at "A" or higher by a nationally recognized rating service approved by the Tribal credit officer. The financing service may make loans to holders of the Winnebago Industrial Development Financing Service certificates of deposit and savings accounts, up to ninety percent of the value of the certificates and savings accounts offered as security. The financing service shall not otherwise make loans or give its credit to any individual, association, or private corporation, except as otherwise authorized in this Article, and except that it may make uninsured loans to actual farmers and businesses who conduct a bona fide business within the jurisdiction of the Winnebago Tribe of Nebraska for the expansion and operation of such business within the Tribal jurisdiction in an amount not to exceed eighty-five percent of the value of the security if such loans are secured by recorded mortgages giving the Winnebago Industrial Development Financing Service a first lien on the title or use of real property within the jurisdiction of the Tribal Court, and except that loans insured and guaranteed by the United States as to principle and interest as specifically authorized by law may be made in an amount in which the uninsured principal and interest unpaid on said loan does not exceed fifteen percent of the total unpaid principal and interest of said loan.
2. The limitations imposed by subsection (1) of this Section may be waived in writing by the Tribal Council upon the application of the Tribal credit officer on behalf of the industrial development financing service if, but only if, the loan or investment which would require waiver of any of the stated limitations is fully guaranteed or insured as to both principal and interest by the United

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States, a reputable insurance company or similar lender or surety company rated “A” or better by Best Insurance Rating System or similar nationally recognized rating system. Such waivers are not favored, and will be granted only in the most extraordinary circumstances in the sole discretion of the Tribal Council. [TCR 88-77]

**11A-219 Loans to treasury account authorized.** Upon application by the Tribal treasurer and the director of the Tribal accounting department, the Tribal credit officer may direct the Winnebago Industrial Development Financing Service to make loans in amount at no time exceeding the total sum of one hundred thousand dollars (\$100,000.00) to the Tribal treasury account, for periods of time not exceeding nine months in duration, at such rates of interest as the Tribal credit officer may prescribe, for the purpose of making money available to meet legislative appropriations from the treasury account during periods of seasonally low tax collections, periods in which high withdrawals or expenditures occur, or as may be necessary to provide for appropriations to maintain any grant or contract received from the federal government pending draw down of awarded and available grant or contract funds. [TCR 88-77]

**11A-220 Investments in government sponsored stocks.** The Winnebago Industrial Development Financing Service may invest in stock of United States government or Winnebago Tribal government sponsored corporations or other such enterprises, whether publicly or privately held. [TCR 88-77]

**11A-221 Fund transfers to Tribal departments; how credited.** All funds transferred by loan to other agencies, political subdivisions, departments, institutions, utilities, industries, enterprises, or projects of the Winnebago Tribe of Nebraska shall be placed to the credit of such agencies, political subdivisions, departments, institutions, utilities, industries, enterprises, or projects by the treasurer and the Tribal accounting office subject to their respective orders within the scope of their approved budgets. [TCR 88-77]

**11A-222 Warrants against transferred funds.** The department of accounting shall prepare and issue warrants signed by the Tribal accountant against money transferred by the Winnebago Industrial Development Financing Service to other agencies, political subdivisions, department, institutions, utilities, industries, enterprises, or projects of the Tribe in the manner provided for the transfer of funds derived from the payment of taxes or otherwise. [TCR 88-77]

**11A-223 Assignment patents and sales of land acquired through foreclosure.**

1. All lands acquired by the Winnebago Industrial Development Financing Service by foreclosure of mortgages taken by the Winnebago industrial Development Financing Service shall be either:
  - A. With the consent of the United States Secretary of the Interior or his/her authorized agents or representatives, taken in trust by the United States of America for the use and benefit of the Winnebago Tribe of Nebraska pursuant to 25 U.S.C. Section 465, and shall thereafter be patented and assigned to the Winnebago Industrial Development Financing Service pursuant to the Tribal law relating to assignment patents, or, if declared by the financing service with the approval of the Winnebago Tribal Council to be excess to the needs of the financing service due regard being made for the payment of the financing service’s obligations, such patent may be withheld and sold as provided in the laws relative to such assignment patents, or
  - B. Lands which the United States Secretary of the Interior refuses to accept in trust for the Tribe, if within the exterior boundaries of the Winnebago Indian reservation, shall be taken in the name of the Winnebago Tribe of Nebraska and shall thereafter be patented to the Winnebago Industrial Development Financing Service pursuant to the Tribal law relating to assignment patents, or, if declared by the financing service with the approval of the Winnebago Tribal Council to be excess to the needs of the financing service due

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regard being made for the payment of the financing service's obligations, such patent may be withheld and sold as provided in the laws relative to such assignment patents, provided that the Tribal Council may direct that such surplus lands remain Tribal land or be patented to another Tribal agency for public purposes upon payment of the amount due after foreclosure, or

- C. Lands which the United States Secretary of the Interior refuses to accept in trust for the Tribe, if without the exterior boundaries of the Winnebago Indian reservation, shall be taken in the name of the Winnebago Tribe of Nebraska and shall thereafter be patented to the Winnebago Industrial Development Financing Service pursuant to the Tribal law relating to assignment patents, or, if declared by the financing service with the approval of the Winnebago Tribal Council to be excess to the needs of the financing service due regard being made for the payment of the financing service's obligations, such patent may be withheld and sold as provided in the laws relative to such assignment patents, or in lieu of issuance of art assignment patent or upon acquisition of the use rights to said property conveyed by Tribal law to the patentee, his/her heirs, or assigns, the land may be sold pursuant to the terms and conditions of the Indian Land Consolidation Act as now or hereafter amended, codified at 25 U.S.C. Sections 2201, et. seq. or the purpose of consolidating Tribal land holdings within the Tribal reservation area.
2. All sales of lands to be made pursuant to subparagraph (C) of subsection (1) of this Section shall be explicitly authorized by appropriate action of the Tribal Council of the Winnebago Tribe of Nebraska.
  3. The net proceeds of the sale of assignment patents as herein provided shall accrue to the real estate bond payment and purchase fund and shall be used exclusively for the purchase of real property to be held in trust by the United States of America for the use and benefit of the Winnebago Tribe of Nebraska, or to be held by the Winnebago Tribe of Nebraska subject to a restriction upon alienation imposed by some law of the United States.
  4. The net proceeds of the sale of lands made pursuant to the Indian Land Consolidation Act shall be held by the Secretary of the Interior in the special account mentioned in that Act and shall be used exclusively for the purchase of real property to be held in trust by the United States of America for the use and benefit of the Winnebago Tribe of Nebraska, or to be held by the Winnebago Tribe of Nebraska subject to a restriction upon alienation imposed by some law of the United States. [TCR 88-77]

**11A-224 Name in which business conducted; execution of instruments.**

1. All business of the financing service except as otherwise provided in this Article shall be conducted under the name of the "Winnebago Industrial Development Financing Service" which shall be designated on all documents produced by the financing service as a body corporate and politic of the Winnebago Tribe of Nebraska. Title to property pertaining to the operation of the financing service shall be obtained and conveyed in the name of the Winnebago Industrial Development Financing Service, except that title to real property to be used in the operation of the financing service, with the consent of the Secretary of the Interior, shall be taken in trust by the United States pursuant to 25 U.S.C Section 465, otherwise to be taken in the name of the Winnebago Tribe of Nebraska, and thereafter patented by the Tribe to the financing service.
2. Written instruments of the financing service shall be executed in the name of the financing service by the Tribal credit officer or his/her designate within the scope of his/her authority so to do, including specific authority to delegate such responsibility to lesser officials, as defined by the written rules, regulations and policies of the Winnebago Industrial Development Financing Service. [TCR 88-77]

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**11A-225 Civil actions against financing service.** Civil actions may be brought against the Winnebago Industrial Development Financing Service on account of causes of action claimed to have arisen out of transactions connected with the operation of the Winnebago Industrial Development Financing Service upon condition that the provisions of this Section are complied with, and the Winnebago Industrial Development Financing Service shall otherwise be immune from any civil suit whether arising in law or in equity. The Winnebago Tribe of Nebraska shall not be, and the Tribal credit officer need not be named as parties in such actions. Service of process in such actions shall be made upon the president of the Winnebago Industrial Development Financing Service, and a true copy of all process including all pleadings and other papers filed therein shall be mailed by certified mail, return receipts requested, to the Chairman of the Winnebago Tribe of Nebraska whose address is P.O. Box 687, Winnebago, Nebraska 68071, and the Tribal attorney whose address may at all times be determined by contacting either the Winnebago administrative offices or the Winnebago Agency, Bureau of Indian Affairs, Winnebago, Nebraska 68071. Such actions may be brought in the same manner and shall be brought, however, exclusively in the courts of the Winnebago Tribe of Nebraska as now or hereafter constituted, with the right to appeal as in other civil actions. [TCR 88-77]

**11A-226 Surety not required for financing service in civil actions.** All provisions of law requiring that a surety or sureties be given on undertakings in actions on appeal, attachment, claim and delivery, executions and stays thereof, and other cases in which an undertaking or surety is required, shall not be applicable to the Winnebago Industrial Development Financing Service as the party seeking any such relief. The financing service may be required and shall give its own undertaking without surety and to reimburse the adverse party when required by law. [TCR 88-77]

**11A-227 No execution of financing service property.** All property of the financing service shall be exempt from levy and sale by virtue of any execution and no execution or other judicial process shall issue against the same nor shall any judgment against the financing service be a charge or lien upon its property; provided that nothing contained in this Section shall apply to or limit the rights of the holder of any bonds, notes, or deposits to pursue any remedy for the enforcement of any pledge or lien given by the financing service on its revenues or other moneys. Real property and personal property, other than unobligated cash on hand and future revenues, may be pledged or a lien allowed thereon only with the specific prior written consent of the Tribal Council upon the request of the Tribal credit officer. Such consent will not be granted except in the most extraordinary of circumstances in the sole discretion of the Tribal Council. [TCR 88-77]

**11A-228 Audit of financing service accounts and records.** The Tribal credit officer shall be responsible for contracting with a non-government certified public accounting firm to annually audit the Winnebago Industrial Development Financing Service in accordance with generally accepted auditing standards, which shall include inspection and verification of the assets in its possession and under its control with sufficient thoroughness to ascertain with reasonable certainty whether the valuations are carried correctly on its books. The auditor so hired shall audit the financing service's methods of operation and accounting, shall report the results to the Tribal credit officer as soon as practicable, and shall furnish one certified copy thereof to the treasurer for the use of the Winnebago Tribe of Nebraska and the official Tribal records. The costs of such audit shall be paid for by the Winnebago Industrial Development Financing Service. The Winnebago Tribal accounting department shall be responsible for an annual examination of the Winnebago Industrial Development Financing Service and for any investigation of the fiscal affairs of the financing service which may be necessary. The results of this examination, and any investigation, shall be reported to the Tribal credit officer and the Tribal Council. If such examination or investigation has indicated that criminal wrongdoing may have occurred, the report thereof shall also be delivered to the Tribal attorney general and the Tribal attorney. Fees for such examinations shall be charged by the accounting department for the examinations in the section provided at a daily rate to be established by the accounting department with the consent of the Tribal Council.

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Such fees shall be charged for the time used by the Tribal accountant or other person corresponding in connection with such report or investigation and for the time used by each deputy examiner, or other person or persons in making and otherwise preparing and typing reports of examinations or investigations herein provided for. [TCR 88-77]

**11A-229 Indian Financing Act authorization.** The Winnebago Industrial Development Financing Service is hereby recognized by the Winnebago Tribe of Nebraska as “Organization(s)as defined in Section 3(f) of the Indian Financing Act of 1974, as amended, Act of April 12, 1974, P.L. 93-262, 88 SLAL. 77, 25 U.S.C. Section 1452(f), and Parts 80, 91, and 93 of Title 25 of the Code of Federal Regulations (1981) as amended, superseded, or redesignated, and is declared by the Winnebago Tribe of Nebraska to be an authorized agency of the Tribe for the purpose of the Act and regulations promulgated thereunder, and is hereby authorized by the Tribe to borrow money from the Indian Revolving Loan Fund, to relend or otherwise invest said borrowed funds pursuant to Section 102 of said Act, 25 U.S.C. Section 1462, to obtain insurance and interest subsidies on loans of Tribal funds and financing service or funds made pursuant to this Article, to obtain business grants, and to request and receive management and technical assistance all as provided by the Indian Financing Act. The Winnebago Industrial Development Financial Service is likewise designated an official agency of the Tribe, and is authorized to borrow and relend or invest money from any other loan or grant fund for economic development purposes administered by the federal government when the Winnebago Tribe would be eligible to borrow or receive such funds. [TCR 88-77]

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UTILIZATION OF FINANCING SERVICE IN  
INDUSTRIAL DEVELOPMENT

11A-230	Declaration and finding of public purpose.	11A-237	Powers.
11A-231	Financing service advisory board.	11A-238	Default by mortgagors.
11A-232	Authority of board; capital pool created.	11A-239	Mortgage insurance fund.
11A-233	Minimum standards for loans from capital pool.	11A-240	Insurance of mortgages.
11A-234	Mortgage program administration.	11A-241	Mortgage insurance premiums.
11A-235	Purpose.	11A-242	Expenses.
11A-236	Definitions.	11A-243	Mortgages eligible for investment.
		11A-244	Limitation; credit of financing service and Tribe not pledged.

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**11A-230 Declaration and finding of public purpose.** The legislature of the Winnebago Tribe of Nebraska hereby declares and adopts a policy of enlisting the help of private enterprises to create more employment, production, and purchasing power for its citizens and all persons within the Tribal jurisdiction, and an enlarged tax base in order to promote the public health and welfare and Tribal government as expressed in this Article, and finds that it is and has been its purpose in authorizing and adopting the provisions of this Article, and particularly Sections 11-230 through 11-244, to sanction and authorize the expansion of the activities of the Winnebago Industrial Development Financing Service and to encourage active use of the purposes for which the Winnebago Industrial Development Financing Service is created. [TCR 88-77]

**11A-231 Financing service advisory board.** The chairman of the Winnebago Tribe of Nebraska with the advice and consent of the Tribal Council of the Winnebago Tribe of Nebraska may appoint an advisory board to the Winnebago Industrial Development Financing Service which shall be known as the “Industrial Development Financing Service Advisory Board.” The Industrial Development Financing Service Advisory Board shall be composed of five persons knowledgeable in lending and finance and in motivating the expansion of industry within and without the jurisdiction of the Winnebago Tribe of Nebraska. The chairman shall appoint a chairman, vice-chairman, and secretary of such board and shall define their duties. Terms of such appointment shall be for a stated period from one to four years. The Winnebago Tribal Council shall fix compensation for the board on a daily or monthly basis. [TCR 88-77]

**11A-232 Authority of board; capital pool created.** The Industrial Development Financing Service Advisory Board of the Winnebago Industrial Development Financing Service shall formulate recommendations to the Tribal credit officer relative to the establishment of additional objectives for the operation of the Winnebago Industrial Development Financing Service, including the sponsoring, coordination, and assistance to the activities of public officials and private individuals and persons in creating along-term first mortgage industrial development capital pool or revolving fund of one hundred million dollars or more; and such advisory board shall act in behalf of the Winnebago Industrial Development Financing Service in such other capacity as may be approved by the Winnebago Tribal Council. [TCR 88-77]

**11A-233 Minimum standards for loans from capital pool.** The Winnebago Industrial Development Financing Service is hereby authorized to sponsor, in cooperation where possible with private or public lenders, a reservation wide program for the expansion or creation of additional enterprises engaged in or to be engaged in the assembling, fabricating, manufacturing, mixing, or processing of any agricultural, mineral, or manufactured product or any combination thereof through the granting of first mortgage loans to companies or sponsoring parent corporations or other legal associations who have been in business for

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at least five years and who can furnish certified balance sheets and profit and loss statements showing an operating profit for at least three consecutive years prior to the date of the loan application. With the prior written consent of the Winnebago Tribal Council, loans for such purposes may be made outside the reservation boundaries. [TCR 88-77]

**11A-234 Mortgage program administration.** The Winnebago Industrial Development Financing Service shall administer an industrial building and agricultural development mortgage program as provided in Sections 11-230 through 11-244. [TCR 88-77]

**11A-235 Purpose.** It is declared that a reservation-wide need exists for agricultural development; and for industrial and office buildings and expansion of existing industrial and office buildings and complexes, including service or recreation oriented industries. It is also declared that it is in the interest of the public welfare and purpose to promote the expansion and diversification of agriculture and industry, to increase employment, and to provide a larger tax base for the economy of the Winnebago Tribe of Nebraska. Therefore, the industrial building and agricultural development mortgage program is created to encourage the making of mortgage loans for the purpose of furthering industrial expansion and agricultural development within the Winnebago reservation and the surrounding communities, and thus improve the welfare of the public for the foregoing reasons and, by the stimulation of a larger flow of private investment funds from banks, building and loan associations, credit unions, savings and loan associations, insurance companies, and other financial institutions, including pension, retirement, and profit sharing funds, meet the needs of agricultural development and industrial plant creation and expansion. [TCR 88-77]

**11A-236 Definitions.** As used in Sections 11-230 through 11-244 of this Article, the following words and terms shall have the following meanings unless the context shall indicate another meaning or intent:

1. “Financing service” shall mean the Winnebago Industrial Development Financing Service.
2. “Cost of project” shall mean the cost or fair market value of construction, excavation, lands, equipment, property rights, easements, financing charges, interest, engineering and legal services, plans, specifications, surveys, cost estimates, studies, and other expenses as may be necessary or incident to the development, construction, equipping, financing, and placing in operation of an industrial or agricultural development project.
3. “Federal agency” shall mean and include the United States of America, the President of the United States of America, any department of, or corporation, agency, or instrumentality heretofore or hereafter created, designated, or established by the United States of America.
4. “Industrial project” shall mean any building, whether or not the financing service has already insured mortgage payments under a mortgage on any such building in accordance with Sections 11-230 through 11-244 of this Article, or other real estate improvement within the reservation of the Winnebago Tribe of Nebraska or without said reservation upon approval of the project by the Tribal Council, and, if a part thereof, the land upon which such building or other real estate improvement may be located, provided that such building or other real estate improvement is to be used:
  - A. By any industry for the manufacturing, processing, or assembling of raw materials or manufactured products; or
  - B. By any industry for the provision of services to the public or other industry, or for the wholesale or retail sale of personal property; or
  - C. For the providing of research or warehousing facilities for the benefit of any such industry; and provided further, that the financing service has determined that such building or other real estate improvement will tend to provide gainful employment for the people of the Winnebago reservation and surrounding communities, increase the tax base

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- of the Winnebago Tribe of Nebraska, and diversify and expand industry so that periods of large scale unemployment and distressed times may be avoided.
5. "Agricultural development project" shall mean any irrigation construction or irrigation equipment purchase, agricultural building construction, purchase of agricultural equipment, or other improvement to agricultural real estate, whether or not the financing service has already insured mortgage payments under a mortgage on any land, building, or equipment referred to above, provided that the construction, purchases, or improvements referred to above are for the purpose of growing, raising, processing, or furthering the growth, raising, or processing of livestock, poultry, or agricultural crops.
  6. "Maturity date" shall mean the date on which the mortgage indebtedness would be extinguished if paid in accordance with periodic payment provided for in the mortgage.
  7. "Mortgage" shall mean a first mortgage or security agreement on an industrial or agricultural development project, or part thereof, together with the credit instruments thereby secured and creating and constituting a first lien of record; provided however, a "first mortgage" shall include a second or subsequent mortgage or security agreement on an industrial or agricultural development project if:
    - A. The financing service is already the holder of a first mortgage or security agreement on the industrial or agricultural development project and there is no intervening mortgage or security interest held by any person or entity other than the financing service, except a holder as described in subparagraph 2 of this subsection.
    - B. The holder of such second or subsequent mortgage or security agreement is also the holder of a prior mortgage or security agreement on the industrial or agricultural development project under which prior mortgage or security agreement the financing service is already insuring mortgage payments.
    - C. No other person or legal entity holds an intervening mortgage, security interest, or lien on such industrial or agricultural development project prior to such second or subsequent mortgage or security interest.
  8. "Mortgagee" shall mean the original lender approved by the financing service under a mortgage, and its successors and assigns, and may include all insurance companies, trust companies, banks, building and loan associations, credit unions, savings and loan associations, investment companies, savings banks, individuals, executors, administrators, guardians, conservators, trustees, and other fiduciaries, including pension, retirement, and profit sharing funds.
  9. "Mortgagor" shall mean an individual corporation, or other legal entity which obtains a loan under the provisions of Sections 11-230 through 11-244 of this Article and which pledges property as security for such loan as provided in Sections 11-230 through 11-244 of this Article..
  10. "Mortgage payments" shall mean periodic payments by the mortgagor to the mortgagee required by the mortgage or loan agreement secured by the mortgage, and may include interest, installments of principal, taxes and assessments, land lease rentals, mortgage insurance premiums, and hazard insurance premiums, or any of them in any combination as the financing service may prescribe. [TCR 88-77]

**11A-237 Powers.** In carrying out the provisions of Sections 11-230 through 11-244 of this Article, the Financing Service is authorized and empowered:

1. To insure the payment of mortgage loans secured by industrial buildings, or agricultural buildings, lands, equipment, or improvements consistent with the terms and limitations expressed in Sections 11-230 through 11-244 of this Article.
2. To accept from a federal agency, loans or grants for use in carrying out its purposes, and to enter into agreements with such agency respecting any such loans or grants.
3. In its discretion in connection with the insuring of payments of any industrial project mortgage, to request for its guidance a finding of the planning board of the municipality, or if there is no

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- planning board, a finding of the municipal officers of the municipality in which the industrial project is proposed to be located, or of the regional planning board of which such municipality is a member, as to the expediency and advisability of such project.
4. To enter into agreements with prospective mortgagees and mortgagors for the purpose of planning, designing, constructing, acquiring, altering, and financing industrial and agricultural development projects.
  5. To acquire, purchase, manage and operate, and hold and dispose of, real and personal property, to take assignments of rentals and leases, and make and enter into all contracts, leases, agreements, mortgages, security agreements, and other arrangements necessary or incidental to the performance of its duties.
  6. When in the opinion of the financing service it is necessary or advisable, in order to further the purposes of Sections 11-230 through 11-244 of this Article, or to safeguard the mortgage insurance fund or other financing service assets, to purchase, acquire, take assignments of notes, mortgages, and other forms of security and evidences of indebtedness, to purchase, acquire, attach, seize, accept or take title to, any industrial or agricultural development project, or mortgaged part thereof, by conveyance or, when an insured mortgage or mortgage held by the financing service on such property is clearly in default, by foreclosure in a court of competent jurisdiction, and to sell, lease, or rent an industrial project as otherwise provided in this Article. [TCR 88-77]

**11A-238 Default by mortgagors.** When a mortgagor does not meet mortgage payments insured or held by the financing service by reason of its industrial or agricultural development project, the financing service, for the purpose of maintaining income from industrial or agricultural development projects on which mortgage loans have been insured or made by the financing service, and for the purpose of safeguarding the mortgage insurance fund or other financing service assets, may grant the mortgagor permission to lease or rent the property to a tenant for cause other than that specified in Sections 11-230 through 11-244 of this Article as an eligible use for such projects, such lease or rental to be temporary in nature and subject to such conditions as the financing service may prescribe. [TCR 88-77]

**11A-239 Mortgage insurance fund.** There is hereby created an industrial building and agricultural development mortgage insurance fund, hereinafter referred to as the “fund” which shall be used by the financing service as a non-lapsing, revolving fund for carrying out all the provisions of Sections 11-230 through 11-244 of this Article. To this fund shall be charged any and all expenses of the financing service for this purpose, including mortgage payments required by loan defaults, and to the fund shall be credited all mortgage insurance premiums and proceeds from the sale, disposal, lease or rental or real or personal property which the financing service may hold as a result of insuring the mortgage upon such property, and any amounts of the financing service surplus which the Winnebago Tribal Council directs to be credited to such account to maintain the account in sound fiscal condition. [TCR 88-77]

**11A-240 Insurance of mortgages.** The financing service, as the administrator of the fund created in Sections 11-230 through 11-244 of this Article, is authorized, upon application of the proposed mortgagee, to insure mortgage payments required by a mortgage on any industrial or agricultural development project, or mortgaged part thereof, upon such terms and conditions as the financing service may prescribe, and subject to the limitations of Sections 11-230 through 11-244 of this Article, provided the aggregate amount of all mortgages so insured outstanding at any one time shall not exceed five million dollars, provided that sums reinsured with other mortgage insurance companies shall not be counted in calculating the five million dollar limit. To be eligible for insurance under the provisions of Sections 11-230 through 11-244 of this Article, a mortgage shall:

1. Be one which is made to and held by a mortgagee approved by the financing service.

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2. Involve a principal obligation, including initial service charges and appraisal, inspection, and other fees approved by the financing service, not to exceed ninety percent of the cost of any project.
3. Have a maturity date satisfactory to the financing service, but in no case later than thirty years from the date of the mortgage for any project.
4. Contain complete amortization provisions satisfactory to the financing service requiring periodic payments, costs of Tribal or other locally applicable property taxes and assessments, land lease rentals, if any, and hazard insurance on the property and such mortgage insurance premiums as are required under the next succeeding section, all as the financing service shall from time to time prescribe or approve.
5. Be in such form and contain such terms and provisions, with respect to property, insurance, repairs, alterations, payment of taxes and assessments, restrictions as to location of machinery and equipment, default reserves, delinquency charges, default remedies, anticipation of maturity, additional and secondary liens, and other matters as the financing service may prescribe. [TCR 88-77]

**11A-241 Mortgage insurance premiums.** The financing service is authorized to fix mortgage insurance premiums for the insurance of mortgage payments under the provisions of Sections 11-230 through 11-244 of this Article, such premiums to be computed as a percentage, which shall not exceed five percent per annum, of the principal obligation of the mortgage in such manner in each case as the financing service shall determine on the basis of all pertinent available data. Such premiums shall be payable by the mortgagors or the mortgagees in such manner as shall be prescribed by the financing service. The amount of premium need not be uniform among the various loans insured. [TCR 88-77]

**11A-242 Expenses.** The financing service, subject to the approval of the Winnebago Tribal Council may expend out of the fund such moneys as may be necessary for any expenses of the financing service in carrying out the provisions of Sections 11-230 through 11-244 of this Article, including administrative, legal, actuarial, and other services. [TCR 88-77]

**11A-243 Mortgages eligible for investment.** Mortgages insured by the financing service under Sections 11-230 through 11-244 of this Article and participations therein are hereby made legal investments for all insurance companies, trust companies, banks, investment companies, savings banks, building and loan associations, credit unions, savings and loan associations, executors, administrators, guardians, conservators, trustees and other fiduciaries, pensions, profit sharing, and retirement funds. [TCR 88-77]

**11A-244 Limitation; credit of financing service and Tribe not pledged.** Nothing in Sections 11-230 through 11-244 of this Article shall be construed to authorize or permit the financing service or any officer thereof to create any indebtedness of the finance service or of the Winnebago Tribe of Nebraska, or to incur any obligation of any kind or nature, except such as shall be payable solely and exclusively from the fund created in Sections 11-230 through 11-244 of this Article and the revenues appropriated and accumulated therein. Nothing herein shall be construed to require the appropriation of any funds of the Winnebago Tribe of Nebraska for the fund. [TCR 88-77]

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ARTICLE 3  
WINNEBAGO ECONOMIC DEVELOPMENT ACT OF 1989  
(As redesignated March 9, 1994)

GENERAL PROVISIONS

11A-301	Citation.	11A-303	Purposes.
11A-302	Declaration of need and legislative findings.	11A-304	Definitions.

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**11A-301 Citation.** This Article may be cited as the Winnebago Economic Development Act. [TCR 89-36]

**11A-302 Declaration of need and legislative findings.** It is hereby declared and found:

1. That the health, safety and welfare of the people of the Winnebago Tribe of Nebraska are enhanced by continual encouragement, development growth and expansion of private enterprise within the Indian Country under the jurisdiction of the Winnebago Tribe of Nebraska. That the Indian Country under the jurisdiction of the Winnebago Tribe of Nebraska is an economically depressed area that needs particular attention to create new jobs, stimulate economic activity and attract private sector investment to improve the quality of life for those within the Winnebago reservation. It is, therefore, the purpose of this Act to stimulate employment, business and industrial growth and to encourage new economic activity in the Indian Country under the jurisdiction of the Winnebago Tribe by means of developing the legal and physical infrastructure necessary for business and industry, the removal of unnecessary governmental barriers to the creation of economic growth, providing assistance to business and industries, providing tax incentives and utilizing to the farthest extent Tribal sovereignty and the Indian Tribal Government Tax Status Act of 1982.
2. That the jurisdictional area of the Winnebago Tribe of Nebraska is an area of chronic and substantial economic underdevelopment, and there exists a critical need for the development of economic and industrial activities within the jurisdiction of the Winnebago Tribe of Nebraska in order to address the disproportionate and persistent unemployment rate which detrimentally affects the Tribal membership and other persons within the Tribe's jurisdiction.
3. That active and planned Tribal participation by the Winnebago Tribe of Nebraska in both its business and governmental capacity in economic endeavors can have a significant and positive impact on the long-term economic stimulation of the local economy for both the Tribe and the local economy.
4. That economic strategy maintaining a sound balance between the development of the Tribe's economic and industrial opportunities-Tribal business-within the jurisdiction of the Winnebago Tribe of Nebraska, and the acquisition of land for these purposes, is essential to the prosperity, peace and welfare of those within the Winnebago reservation.
5. That a critical need exists for the Winnebago Tribe of Nebraska to focus its considerable energies and strengths on the development of diversified and stable economic endeavors within the jurisdiction of the Winnebago Tribe of Nebraska that includes and emphasizes both the development of the Tribe as business initiator, planner, manager of Tribal enterprises and upon the Tribe as government creating the legal infrastructure necessary to support, enhance, and encourage the creation of a heretofore non-existent private business sector within the jurisdiction of the Winnebago Tribe of Nebraska.

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6. That it is vital for the Winnebago Tribe of Nebraska to establish a focal point for economic development activities within the Tribal structure by Tribal legislation to which the Tribal Council can delegate specific duties and with which it can work in creating Tribal enterprises and developing the legal infrastructure necessary to support the development of a private business sector within the jurisdiction of the Winnebago Tribe of Nebraska.
7. That in order to address these identified needs and to establish a focal point through which solutions can be analyzed, proposed and initiated, the Tribal Council has found it necessary in the public interest that it create and authorize the operation the Winnebago Economic Development Authority through Tribal Council Resolution #89-36.
8. That the creation and operation of the authority serves an essential governmental function of the Winnebago Tribe of Nebraska by allowing the Tribe to address the serious economic, social, and health problems associated with the serious unemployment and underemployment within the jurisdiction of the Winnebago Tribe of Nebraska, the general lack of available Tribal funds available to address these problems, the general lack of a sufficient land base for the economic development needs of the Tribe, and the attendant impact upon the public health, safety, and welfare.
9. That the creation and operation of the authority addresses a situation which has not, and cannot, be wholly relieved through the operation of private sector enterprises alone, and that providing job training and relief from critical unemployment and underemployment rates, the development of Tribal revenue generating public and private sectors, the acquisition of land by the Winnebago Tribe of Nebraska for development purposes and developing Tribal sources of financing economic development and land acquisition are public uses and purposes that are essential governmental functions of the Winnebago Tribe of Nebraska, for which public monies can be spent and private property acquired, and are governmental functions of Tribal concern.
10. That the necessity in the public interest for the provisions hereinafter enacted is hereby declared as a matter of legislative determination. [TCR 89-36]

**11A-303 Purposes.** The economic development authority shall be organized and operated for the purposes of:

1. Remediating the disproportionate unemployment rate of Tribal members and other persons residing within the Winnebago reservation.
2. Remediating the disproportionate underemployment rate of Tribal members and other persons within the Winnebago reservation.
3. Providing revenues with which the Tribe may address other pressing matters of public health, safety, and welfare, or for other Tribal purposes.
4. Attracting private industry to the Winnebago reservation.
5. Expanding the Tribal land base and economic development potential through the purchase of additional land for Tribal use.
6. Identifying planning, initiating, and developing Tribal economic and industrial activities on behalf of the Winnebago Tribe of Nebraska.
7. Acting a catalyst within the Tribal structure, working in conjunction with the Tribal legislative body-the Tribal Council and Tribal Council-to provide for the orderly creation and temporary management of Tribal business enterprises.
8. Making recommendations to the Tribal Council as to legislation for development of Tribal business enterprises.
9. Making recommendations to the Tribal Council useful and necessary for the development of private sector business enterprises within the jurisdiction of the Tribe such as, but not limited to, recommendations regarding taxation, business licensing finance, land acquisition, use and zoning requirements, environmental protection, and authorized forms for business structures such as corporations, joint ventures, partnerships.

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10. Establishing in conjunction with the Tribal Council an economic development revolving fund.
11. Encouraging the creation of a Tribal tax base, the earning of income which can be used to support essential functions of the Tribal government, the provision of credit through which economic activity can be encouraged.
12. Specified Purposes: In addition to the general purposes expressed in subsections (1) through (6) of this Section, the Winnebago Economic Development Authority is intended to be an agency of the Winnebago Tribe of Nebraska and, through its activities, further the general purposes expressed as well as the following specific Tribal and federal purposes:
  - A. The purpose of encouraging and promoting agriculture, commerce, and industry, for creating a fund to be known as the real estate bond payment and purchase fund to be used for the acquisition of real property for economic development and other purposes, including the purposes of providing land to landless members of the Winnebago Tribe of Nebraska and other eligible persons, for the provision of income and the creation of a sound economic and industrial tax base for the support of the government of the Winnebago Tribe of Nebraska as guaranteed to the Winnebago Tribe of Nebraska in the various treaties between the United States and the Winnebago Tribe of Nebraska and the rights of self-government and social advancement recognized and provided for the laws of the United States.
  - B. The purpose of providing land and borrowing money and issuing loans for the acquisition of land for the Winnebago Tribe of Nebraska, other Indian Tribes and individual Indians or groups of Indians pursuant to Section 5 of the Act of June 18, 1934, 48 Stat. 985 (25 U.S.C. Section 465), to Section 1 and 2 of the Act of June 26, 1936, 49 Stat. 1967 (25 U.S.C. Sections 501, 502), the insurance of loans for such acquisitions pursuant to the Act of April 11, 1970 (25 U.S.C. Section 488 et seq.) and other federal laws providing for the acquisition of land for Indian individuals and Indian Tribes, and the providing of federal insurance for loans made to Indian Tribes, individuals, or others;
  - C. The purpose of furthering Indian industry and labor and economic development within the Indian Country as provided for in the Act of June 25, 1910, 36 Stat. 861 (25 U.S.C. Section 47), Section 1 of the Act of May 9, 1938, 52 Stat. 302 (25 U.S.C. Section 306) and other federal laws supporting the economic development of Indian Country.
  - D. The purpose of furthering the investment of Indian Tribal and individual funds as provided in the Act of June 24, 1938, 25 Stat. 1037 (25 U.S.C. Section 162a);
  - E. The purpose of furthering any necessary irrigation projects within the Winnebago Tribe of Nebraska jurisdiction needed to make agricultural land productive to complement the provisions of Chapter 11 of Title 25 of the United States Code;
  - F. The purpose of providing income and taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to operate a judicial and law and order system sufficient to meet the requirements of Title 11 of the Act of April 11, 1968, 82 Stat. 77 (25 U.S.C. Sections 1301 et seq.);
  - G. The purpose of providing income and taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 1 of the Act of April 12, 1974, 88 Stat. 77 (25 U.S.C. Section 1451), and balance of said Act. (Indian Financing Act);
  - H. The purpose of providing income and taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 3 of the Act of September 30, 1976, 90 Stat. 1401 (25 U.S.C. Section 1602), and balance of said Act. (Health Care);
  - I. The purpose of providing income and taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 101 of the Act of October 17, 1978, 921 Stat. 1325 (25 U.S.C. Section 1802), and balance of said Act. (Higher Education);

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- J. The purpose of providing income and taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the purpose of Congress expressed in Section 3 of the Act of December 22, 1982, 96 Stat. 1938, 96 Stat. 2517 (25 U.S.C. Sections 2201 et seq.);
- K. The purpose of providing funds for the further Tribal development of Indian owned mineral resources pursuant to the Act of December 22, 1982, 96 Stat. 1938 (25 U.S.C. Sections 2101 et seq.);
- L. The purpose of providing funds for Indian Land Consolidation pursuant to the Act of January 12, 1983, 96 Stat. 2517 (25 U.S.C. Sections 2201 et seq.);
- M. The purpose of providing income and taxable economic and industrial base in order for the Winnebago Tribe of Nebraska to further the policy of Congress expressed in the Act of January 4, 1975, 88 Stat. 2206 (25 U.S.C. && 450 et seq. ) and particularly in Section 102 of Title I of that Act (25 U.S.C. Section 4050 (Indian Self-Determination) and the Act of November 2, 1921, 42 Stat. 208 (25 U.S.C. Section 13) (Snyder Act); and the exercise of each and every essential governmental function reasonably necessary or proper to further such purposes and policies. [TCR 89-36]

**11A-304 Definitions.** The following terms whenever used or referred to in this Article, shall have the following respective meanings, unless a different meaning clearly appears from the context:

- 1. "Tribal Council" means the Winnebago Tribal Council.
- 2. "Claim" means a claim for personal injury, death, property damage, or for recovery of property arising in tort law.
- 3. "Contract" means any agreement expressed or implied by law for the exchange of consideration.
- 4. "Immediate family" means mother, father, sister, brother or child.
- 5. "Misconduct in office" means any one or more of the following acts:
  - A. Conviction in any court of competent jurisdiction of a felony or other crime involving dishonesty or moral turpitude, notwithstanding any right to appeal.
  - B. Offering or conferring upon another or soliciting or accepting from another any financial benefit or thing of value for the recipient's decision, opinion, recommendation vote or other exercise of discretion or as compensation for such past action.
  - C. Threatening unlawful harm to any person with the purpose of influencing another's decision, opinion, recommendation, vote or other exercise of discretion or in retaliation for such past action.
  - D. Knowingly, with the intent to benefit him/herself or harm another, committing an unauthorized act under color of official action or refraining from the performance of any duty imposed by law or by the nature of board of trustee membership.
  - E. Use of privileged information gained as a result of board of trustee membership for the benefit of him/herself or the harm of another.
  - F. Knowingly withholding information which could be necessary to the board of trustees for informed decision making.
  - G. Making any false statement or knowingly providing false information to the board of trustees, including but not limited to the information provided in his/her resume and certificate of eligibility.
  - H. Misuse of authority property by unlawfully appropriating authority assets, funds or property for his/her own use or the use of another.
- 6. "Moral turpitude" shall mean an act of baseness, vileness, or depravity in the private and social duties which a man owes to his/her fellow men, or to society in general, contrary to the accepted customs of the Tribe regarding justice, honesty, modesty, or good moral character.

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7. “Neglect of duty” means absence without reasonable cause from four consecutive meetings of the board of trustees or continued failure, over a period of four (4) months, to fulfill any regular or special duties or responsibilities as a member of the board of trustees.
8. “Nepotism rule” means that the nomination or appointment of a member of the immediate family of the nomination or appointor is prohibited.
9. “Obligations” means any notes, bonds, interim certificates, debentures, or other forms of obligation issued by the authority pursuant to this Article.
10. “Obligee” includes any holder of an obligation, an agent or trustee for any holder of an obligation, or lessor demising to the authority property used in connection with a project, or any assignee or assignees of such lessor’s interest or any part thereof, and the federal government, when it is a party to any contract with the authority in respect to a project.
11. “Resume” means a comprehensive summary of an individual’s formal education, professional training, prior work experience, activities, affiliations and honors, which are indicative of the person’s capabilities and qualifications.
12. “Serious insufficiency” means continued failure, over a period of months, after a minimum of two documented notices, to adequately perform any regular or special duties or responsibilities as a member of the board of trustees provided that the notice(s) given specify the standards of performance necessary and expected and the improvements required to achieve such standards.
13. “Tribal Court” means the Winnebago Tribal Court.
14. “Winnebago reservation” means all the land within the original boundary lines of the Winnebago Tribal reservation and any and all future additions of land acquired within or without said boundary line by the Secretary of the Interior or by the Tribe, except as otherwise provided by law. [TCR 89-36]

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BOARD OF TRUSTEES

11A-305	Economic development authority created.	11A-310	Officers.
11A-306	Board created; number.	11A-311	Removal of board members.
11A-307	Appointment of board members.	11A-312	Compensation to be paid.
11A-308	Qualifications of board members.	11A-313	Quorum.
11A-309	Term of office.	11A-314	Duties of officers.
		11A-315	Meetings.

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**11A-305 Economic development authority created.**

1. Pursuant to the authority vested in the Tribal Council of the Winnebago Tribe of Nebraska by Article IV, section l(e) of the Constitution, and through its authority and duty to provide for the health, safety, morals, and welfare of all persons within the jurisdiction of the Tribe, Tribal Council Resolution #89-36 established and created a public body corporate and politic known as the Winnebago Economic Development Authority (authority) which shall be an agency of the Winnebago Tribe of Nebraska having the purposes, powers, and duties as herein or hereafter provided by Tribal law.
2. In any suit, action, or proceeding involving the validity or enforcement of, or relating to any of its contracts, the authority shall be conclusively deemed to have become established and authorized to transact business and exercise its powers upon proof of the adoption of this Article. A copy of this Article, duly certified by the secretary of the Tribe, shall be admissible in evidence in any suit, action, or proceeding. The Tribal courts shall take judicial notice of this Article. [TCR 89-36]

**11A-306 Board created; number.** The affairs of the authority shall be managed by the board of trustees composed of seven persons. [TCR 89-36]

**11A-307 Appointment of board members.** The board members shall be appointed, and may be reappointed by the Tribal chairman with the advice and consent of the Tribal Council expressed by resolution. Advice and consent is defined to mean confirmation. The Tribal Council is vested with the sole authority to confirm or reject any nomination for appointment to the board of trustees. The Tribal chairman has the sole authority for nominating persons for such appointments. When one or more vacancies occur on the board of trustees, the Tribal chairman shall submit his/her nominations for appointment to the board to the Tribal Council within fifteen days of such vacancy or vacancies. The Tribal Council shall have fifteen days to consider the nominations and either confirm or reject the appointments. Upon rejection of any nominations, the Tribal chairman shall submit his/her alternate nominations to the Tribal Council within fifteen days of notification of the rejection. The Tribal Council shall have fifteen days to consider the alternate nominations and either confirm or reject the appointment(s). Failure of the Tribal chairman to comply with the time frames herein delineated shall result in his/her forfeiture of nomination authority. In such instances, the nominating authority shall pass to the vice chairman. A resolution of the Tribal Council signed by the Tribal chairman, attested by the Tribal secretary as to the appointment or reappointment of any board members shall be conclusive evidence of the due and proper appointment of the board member. [TCR 89-36]

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**11A-308 Qualifications of board members.**

1. A board member may be a member or non-member of the Tribe, and not more than two board members at any one time may be members of the Tribal Council provided that the majority of the board shall be comprised of members of the Winnebago Tribe of Nebraska.
2. No person shall be barred from serving on the board because he/she is an employee of an enterprise of the authority or the Tribe, or has a business contractual relationship with the authority or the Tribe, or operates a private business within the Winnebago reservation. However, no such board member shall be entitled or permitted to participate in or be present at any portion of a meeting (except in his/her capacity as a member of the public or as an employee), or to be counted or treated as a member of the board, concerning any matter involving his/her individual rights, obligations or status.
3. Each board member shall be least twenty-one years of age and legally capable of entering into a binding contract.
4. No person who has been finally convicted in any court of competent jurisdiction of a felony or other crime involving embezzlement, fraud, or moral turpitude shall serve on the board of trustees.
5. Each board member shall take an oath to support and defend the Constitution and laws of the Winnebago Tribe of Nebraska and shall sign a certificate of eligibility on which the board member shall attest: "I hereby certify that I have read the qualifications for members of the board of trustees of the Winnebago Economic Development Authority and that I meet the qualifications prescribed by law."
6. Each nominee shall be required to submit a Resume (as defined in Section 103(h) of this Article) for review by the Tribal Council at the time the individual is nominated by the Tribal chairman for appointment to the board.
7. All nominations and appointments to the board of trustees shall comply with the nepotism rule as set forth in Section 11-304(8) of this Article. [TCR 89-36]

**11A-309 Term of office.** The term of office shall be two years and staggered, and the first appointment of board members shall be for terms of one, two, and two, one years for the respective members. Thereafter, all appointments shall be for five years beginning from the date following the regular expiration of the particular seat on the board, except that in the case of a vacancy occurring prior to the expiration of a regular term, an appointment to that seat shall be only for the length of the unexpired term. Each member of the board shall hold office until his/her successor has been appointed. [TCR 89-36]

**11A-310 Officers.**

1. The board of trustees shall elect from among its members a president, and vice-president, and from within its members a secretary and a treasurer.
2. The officers shall serve as officers at the pleasure of the board of trustees. Removal of a trustee from an office shall not be deemed to be a removal from the board of trustees. However, removal of an officer from the board of trustees pursuant to Section 11-311 of this Article shall constitute a removal from his/her office whether or not specifically so stated in the removal proceedings. [TCR 89-36]

**11A-311 Removal of board members.** A member of the board may be removed by the Tribal Council for serious inefficiency or neglect of duty or for misconduct in office as defined in Section 11304(5), (7) and (12) of this Article, but only after a hearing before the Tribal Council, and only after the member has been given a written notice of the specific charges against him/her at least fifteen days prior to the hearing. At any such hearing, the member shall have the opportunity to be heard in person or by

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counsel and to present witnesses in his/her behalf. In the event of removal of any board member, a record of the proceedings, together with the charges and finding thereon, shall be filed with office of the Tribal secretary and a certified copy thereon filed with the clerk of the Tribal Court. The Tribal Court shall furnish a record to the Tribal Council for such purpose upon request. Notwithstanding the defense of sovereign immunity, any person removed from his/her position as a member of the board of trustees may appeal such removal by filing, in the Tribal Court only, a civil action for injunctive and declaratory relief naming the Tribal Council as defendant. The Tribal Court shall review the record of the removal proceedings, and if prejudicial error was committed, or if no just cause is shown therein for the removal, the Tribal Court may vacate the removal and declare that such person is still a member of the board and the Tribal Council shall be bound by such decision. The parties shall have the right to appeal such court findings as in other cases, and the Tribal Court shall not vacate the order of the Tribal Council if it determines that any error found in the proceedings was harmless. [TCR 89-36]

**11A-312 Compensation to be paid.** The board of trustees may receive compensation for their services at a rate to be established by the Tribal Council, and reimbursement for expenses, including traveling expenses, when incurred in the discharge of their duties. Expenses may be advanced with approval of the board of trustees. No member of the board of trustees shall have his/her compensation reduced during his/her term of office, except that if funds be unavailable for appropriation, the compensation of all board members may be reduced proportionally to the availability of funds. [TCR 89-36]

**11A-313 Quorum.** Four members of the board shall constitute a quorum. [TCR 89-36]

**11A-314 Duties of officers.**

1. The president of the board of trustees shall preside at all meetings of the board, and shall generally be responsible for the efficient and orderly functioning of the authority.
2. The vice-president of the board of trustees shall assume the duties of the Tribal chairman in his/her absence, or upon his/her neglect, failure, or refusal to undertake the duties required or delegated to him/her by law.
3. The secretary of the board shall keep complete and accurate records of all meetings and actions taken by the board. One copy of the record of the meetings and actions taken by the board shall be filed in the Tribal secretary's office.
4. The treasurer shall keep full and accurate financial records, make periodic reports to the board, and submit complete quarterly and annual reports, in written form, to the Tribal Council as required by Section 11-329 of this Article. [TCR 89-36]

**11A-315 Meetings.** Regular meetings of the board shall be held at least once each calendar quarter on such day as may be established by rule of the board. Special or emergency meetings may be held upon twenty-four hours actual notice, or upon such notice as the board may by rule determine, and business transacted, provided that not less than a majority of the full board concurred in the proposed action. [TCR 89-36]

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POWERS OF THE AUTHORITY

11A-316	Period of existence.	11A-319	Securing financial assistance.
11A-317	Power to sue and be sued.	11A-320	Certain property laws do not apply.
11A-318	General powers.		

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**11A-316 Period of existence.** The authority shall have perpetual existence and succession in its own name. [TCR 89-36]

**11A-317 Power to sue and be sued.**

1. The authority shall have the power to sue in any court in its own name, and with the consent of the Tribal Council expressed by resolution, to sue on behalf of the Winnebago Tribe by styling the case as “The Winnebago Tribe of Nebraska ex rel. Winnebago Economic Development Authority.”
2. The authority may be sued, in the Tribal Court only, in its own name upon any contract or obligation arising out of its activities within the Winnebago reservation under this Act and the immunity from suit which it has as an agency of the Winnebago Tribe of Nebraska due to the doctrine of sovereign immunity is hereby expressly waived for such purposes to the extent herein stated.
3. The authority may be sued in the Tribal Court or in the court of another jurisdiction in its own name upon any contract or obligation arising out of its activities in such other jurisdiction, and the immunity from suit which it has as an agency of the Winnebago Tribe of Nebraska due to the doctrine of sovereign immunity is hereby expressly waived for such purposes to the extent herein stated.
4. No property of the authority located within the Winnebago reservation may be taken by attachment, court order, lien or otherwise to satisfy any judgment rendered in such a case absent the consent of the Tribal Council first obtained.
5. Neither the Tribe nor any of its property shall be liable for any of the debts, liabilities, or obligations of the authority, nor may any court make or enforce any order concerning execution upon or the right to possession of any Tribally owned property assigned to the use of the authority unless the Tribal Council gives its consent to such order. [TCR 89-36]

**11A-318 General powers.** The authority shall have the following powers which it may exercise consistent with the purpose for which it is established:

1. To adopt and use a corporate seal.
2. To enter into agreements, contracts, and undertakings with any governmental agency, federal, state, or local (including any Tribe) or with any person, partnership, corporation, and to agree to any conditions attached to federal financial assistance.
3. To lease property from or to the Tribe and others for such periods as are authorized by law, and to hold and manage or sublease the same.
4. To borrow or lend money, to issue temporary or long term evidence of indebtedness, and to repay the same. Obligations shall be issued and repaid in accordance with the provisions of Chapter Four of this Article.
5. To pledge the assets and receipts of the authority as security for debts; and to acquire, sell, lease exchange, transfer or assign personal property or interests therein.
6. To purchase or take by gift any land or interest in land within or without the Winnebago reservation provided that such land located within the Winnebago reservation shall, upon

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payment of the purchase price and satisfaction of any purchase money or pre-purchase mortgage on the land, be placed in trust upon the approval of the Secretary of the Interior for the benefit of the Winnebago Tribe of Nebraska and will then be assigned to the use of the authority to the extent provided by law, provided that the authority may not lease Tribal land assigned to its use for a period exceeding the term of the assignment of the land to the authority or for a period more than authorized by federal law. For the purposes of this subparagraph, an assignment of Tribal land to the authority for an indefinite term, or for a not stated term shall be as an assignment which is revocable upon thirty days notice by the Tribal Council that the land is needed for other Tribal purposes. The determination of the Tribal Council of such need shall be final and conclusive.

7. To undertake and carry out studies and analysis of employment and job training needs within the Winnebago reservation, to operate economic development projects and Tribal businesses, to aid and assist private sector businesses in locating within the Winnebago reservation including assistance with achieving compliance with appropriate Tribal laws and regulations.
8. To make rules and regulations regarding its activities pursuant to this act as the board may deem necessary and desirable to effectuate the powers granted by this Article provided, that all such rules and regulations shall be filed for record in the Tribal secretary's office and the Tribal Court clerk's office prior to being given any force or effect.
9. To purchase insurance from any stock or mutual company for any property or against any risk or hazards, and the sovereign immunity of the authority is hereby waived to the limit of the scope and extent of such insurance as may be in force as to any claim payable by such insurance.
10. To invest such funds as are not required for immediate disbursements.
11. To establish and maintain such bank accounts as may be necessary or convenient.
12. To employ as officers a president, and such vice-presidents and assistant secretaries as may be necessary or convenient, and to employ technical and maintenance personnel and such other officers and employees, permanent or temporary, as the authority may require, to establish the conditions of their employment, and to delegate to such officers and employees such powers or duties as the authority shall deem proper provided that all such employment must comply with the provisions of Section 11-308(2) of this Article.
13. To take such further actions, not inconsistent with this Act, as are commonly engaged in by public or corporate bodies of this character as the authority may deem necessary or convenient to effectuate the purposes of the authority.
14. To enter into partnerships, joint ventures, and other business arrangements with any legal entity to effectuate the purposes of the authority.
15. To adopt such rules and regulations for the government of its internal affairs as the authority deems necessary or appropriate, to administer or enforce this Article and its activities thereunder, provided that all such rules and regulations shall be filed for record in the Tribal secretary's office and the Tribal Court clerk's office prior to being given any force or effect.
16. To operate, manage, use, and control, including entering into leases as herein before provided, such real or personal property which the Tribal Council shall assign to its use.
17. To pay over yearly to the Tribe such percentage of its profits which, according to sound business practices, will be available for general expenditure for purposes other than business development, due regard being had for further expansion of Tribal business enterprises, contingencies, bad debts, and the like.
18. To exercise any and all powers of a domestic corporation under the Winnebago Business Corporation Act not inconsistent with this Article.
19. To engage at any lawful business.
20. To use the name "Winnebago Enterprises, Ltd." in any of its business activities within or without the Winnebago reservation, and to incorporate or hold stock in such other corporations as may be necessary or convenient. The authority and not other domestic or foreign corporation may use such name within the Winnebago reservation.

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21. To exercise, in conformance with Tribal law, the power of eminent domain excepting land or interests therein held by any other agency of the Winnebago Tribe of Nebraska, in order to further the purposes and powers expressed in this Article.
22. To promulgate rules and regulations not inconsistent with other Tribal law, which rules and regulations shall have the force of statute, and to provide penalties for the violation thereof not in excess of two hundred dollars (\$200.00) for each violation or day of violation of the authority's rules and regulations, concerning the following:
  - A. The zoning of areas designated as industrial or commercial areas by Tribal legislation into such subcategories of use as may be necessary to protect the public and environment and to further the highest and best use of the property;
  - B. The protection of the environment, both physical and human, from unacceptable hazard or risk created by industrial and commercial activities within the Winnebago reservation;
  - C. Construction and maintenance of industrial and commercial buildings, plants, facilities, and all appurtenances thereunto belonging, including specifically, but not limited to, construction and building codes for industrial and commercial improvements, fire codes, emergency procedures to be followed in case of industrial accident or casualty, reporting requirements, and the issuance of building permits;
  - D. At such time or times as the Tribe may have contracted the issuance of Indian Trader's Licenses pursuant to (25 U.S.C. Sections 261 et seq.), (25 C.F.R. Sections 251.1 et seq.), the issuance and supervision of Licensed Indian Traders within the Winnebago reservation;
  - E. The maintenance of worker's compensation insurance or other similar insurance to protect industrial and commercial employees in hazardous occupations or otherwise against loss of wages, medical bills, and other loss or damages as a result of injuries sustained in the course of their employment;
  - F. The protection of employees, invitees, and guests of industrial and commercial establishments from unnecessary risk of injury by providing for safety and health requirements of industrial and commercial establishments;
  - G. The establishment of minimum public liability insurance requirements necessary to protect the public from personal injury or property damage resulting from industrial and commercial activities;
  - H. The establishment and regulation of the banking industry within the Winnebago reservation;
  - I. The establishment and regulation of the insurance industry within the Winnebago reservation;
  - J. The establishment and regulation of other financial institutions with the Winnebago reservation; provided, that such rules and regulations shall not be effective until a certified copy or original thereof have been filed in the office of the Tribal Court clerk and the Tribal secretary for at least thirty days, and, provided further, that the Tribal Council may rescind or modify any such rules when in their judgment it is in the best interest of the Tribe to do so. [TCR 89-36]

**11A-319 Securing financial assistance.** It is the purpose and intent of this Article to authorize the authority to do any and all things necessary or desirable and not prohibited to secure the financial aid or cooperation of the federal government or private sources of capital in the undertaking, construction, maintenance, or operation of arty project of the authority, subject to the limitation contained in this Article. [TCR 89-36]

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**11A-320 Certain property laws do not apply.** No ordinance or other enactment of the Tribe with respect to the acquisition, operation, or disposition of Tribal property shall be applicable to the authority in its in its operations pursuant to this Article, unless specifically so stated herein, or in the ordinance in question if the Winnebago Economic Development Authority is specifically referred to. [TCR 89-36]

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OBLIGATIONS

11A-321	Authority to issue obligations.	11A-325	Manner of issuance and sales.
11A-322	No personal liability on obligations.	11A-326	Obligations are negotiable.
11A-323	No Tribal liability on obligations.	11A-327	Security for obligations.
11A-324	Obligations are tax exempt.	11A-328	Actions to be filed for record.

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**11A-321 Authority to issue obligations.** The authority may issue obligations from time to time in its purposes and may also issue refunding obligations for the purposes of paying or retiring obligations previously issued by it, provided that the authority shall file notice of intent to issue such obligations in the offices of the Tribal secretary and the Tribal Court clerk and at least thirty days prior to the first issuance of any particular obligation or series of obligations. The authority may issue such types of obligations as it may determine, including obligations on which the principal and interest are payable.

1. Exclusively from the income and revenues for the project financed with the proceeds of such obligations, or with such income and revenues together with a grant from the federal government, in an allowable cost, in aid of the project.
2. Exclusively from the income and revenues of certain designed projects whether or not they are financed in whole or in part with the proceeds of such obligations, or
3. From its revenues generally, any of such obligations may be additionally secured by a pledge of any revenues of any project or other project or other property of the authority. All such obligations shall be subject to the jurisdiction of the Tribal Court for enforcement of their provisions wherever they may be physically located. [TCR 89-36]

**11A-322 No personal liability on obligations.** Neither the board of trustees of the authority, nor any person executing the obligations shall be personally liable on the obligations by reason of issuance thereof. [TCR 89-36]

**11A-323 No Tribal liability on obligations.** The notes and other obligations of the authority shall not be a debt of the Tribe as the Tribe, and the obligations shall so state on their face. [TCR 89-36]

**11A-324 Obligations are tax exempt.** Obligations of the authority are declared to be issued for an essential public and governmental purpose, and to public instrumentalities and, together with interest thereon and income therefrom, shall be exempt from taxes imposed by the Tribe. The tax exemption provisions of this Article shall be considered part of the security for the repayment of obligations, and shall constitute, by virtue of this Article and without necessity of being restated in the obligations, a contract between (a) the authority and the Tribe, and (b) the holders of obligations and each of them, including all transferees of the obligations from time to time. [TCR 89-36]

**11A-325 Manner of issuance and sales.** Obligations shall be issued and sold in the following manner:

1. Obligations of the authority shall be authorized by a resolution adopted by the vote of a majority of the full board and may be issued in one or more series.
2. The obligations shall bear such dates, mature at such times, bear interest at such rates, be in such denominations, be in such form, either coupon or registered, carry such conversion or registration privileges, have such rank or priority, be executed in such manner, be payable in such medium of payment and at such places, and be subject to such terms of redemption, with or without premium, as such resolution may provide.
3. The obligations may be sold at public or private sale at not less than par value.

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4. In case any of the numbers of the board of trustees of the authority whose signatures appear on any obligations cease to be trustees before the delivery of such obligations, the signatures shall, nevertheless, be valid and sufficient for all purposes, the same as if the trustees had remained in office until delivery.
5. Whenever necessary, the authority shall comply in the issuance of its obligations with the securities laws of the federal government. [TCR 89-36]

**11A-326 Obligations are negotiable.** Obligations of the authority shall be fully negotiable unless otherwise stated on their face. In any suit, action or proceeding involving the validity or enforceability of any obligation of the authority or the security therefore, any such obligations by the authority to aid in financing a project pursuant to this Article shall be conclusively deemed to have been issued for such purpose in the absence of fraud by the holder or with the knowledge of the holder thereof in the procurement of the obligations, and the project for which such obligation was issued shall be conclusively deemed to have been placed, located and carried out in accordance with the purposes and provisions of this Article in the absence of fraud in the procurement of such obligation or security. [TCR 89-36]

**11A-327 Security for obligations.** In connection with the issuance of obligations or incurring of obligations under leases and to secure the payment of such obligations, the authority, subject to the limitations in this Article, may:

1. Pledge all or part of its gross or net rents, fees, or revenues to which its right then exists or may thereafter come into existence.
2. Provide for the powers and duties of obligees, and limit their liabilities; and provide the terms and conditions on which such obligees may enforce and covenant or their rights securing or relating the obligations.
3. Covenant against pledging all or any part of its rents, fees and revenues or personal property to which its title or right then exists or may thereafter come into existence or permitting or suffering any lien on such revenues or property.
4. Covenant with respect to limitations on its right to sell, lease, or otherwise dispose of any project or any Partner thereof.
5. Covenant as to the obligations to be issued and as to the issuance of such obligations in escrow or otherwise, and as to the use and dispositions of the proceeds thereof.
6. Provide for the replacement of lose, destroyed, or mutilated obligations.
7. Covenant against extending the time for the payment of its obligations or interest thereon.
8. Redeem the obligations and covenant for their redemption and provide the terms and conditions thereof.
9. Covenant concerning the rents and fees to be charged in the operation of a project or projects, the amount to be raised each year or other period of time by rents, fees and other revenues, and as to the use and disposition to be made thereof.
10. Create or authorize the creation of special funds for monies held for construction or operating costs, debt service, reserves or other purposes and covenant as to the use and disposition of the monies held in such funds.
11. Prescribe the procedure, if any, by which the terms of any contract with holders of obligations may be amended or abrogated, the proportion of outstanding obligations the holders of which must consent thereto, and the matter in which such consent may be given.
12. Covenant as to the, use, maintenance, and replacement of its real or personal property, the insurance to be carried thereon, the use and disposition of insurance monies.
13. Covenant as to the right, liabilities, powers, and duties arising upon the breach by it of any covenant, condition or obligation.

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14. Covenant and prescribe as to events of default and terms and conditions upon which any or all of its obligations may become or may be declared due before maturity, and as to the terms and conditions upon which such declaration and its consequences may be waived.
15. Vest any obligees or any proportion of them the right to enforce the payment of the obligations or any covenants, security or relating to the obligations.
16. Exercise all or any part of combination of the powers granted in this Section.
17. Make covenants other than, and in addition to the covenants expressly authorized in this Section, or of like or different character.
18. Make any covenants and do any acts and things necessary or convenient or desirable in order to secure its obligations, or, in the absolute discretion of the authority, tending to make the obligations more marketable although the covenants, acts, or things are not enumerated in this Section. [TCR 89-36]

**11A-328 Actions to be filed for record.** The minutes and record of all action of the authority with respect to obligations issued by it shall be filed for record in the office of the Tribal secretary, and the office of the clerk of the Tribal Court. [TRC 89-36]

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MISCELLANEOUS PROVISIONS

11A-329	Reports.	11A-335	Personal policies to be enacted.
11A-330	Acquisition of interests prohibited.	11A-336	Judicial notice.
11A-331	Compliance with federal law.	11A-337	Special certificate of incorporation.
11A-332	Fidelity bonds.	11A-338	Separability of provisions.
11A-333	Property of authority as public property.	11A-339	Records and audit.
11A-334	No execution on authority property.	11A-340	Authorization of appropriations.
		11A-341	Rules, regulations and procedures.

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**11A-329 Reports.** The authority shall submit quarterly and annual reports, signed by the president of the board, to the Tribal Council showing:

1. A summary of the period activities.
2. The financial condition of the authority.
3. The condition of the properties under the authority's management or control.
4. A summary of any unprofitable ventures and plans for correction.
5. Any significant problems and accomplishments.
6. Plans for the future.
7. Such other information as the authority or the Tribal Council shall deem pertinent. [TCR 89-36]

**11A-330 Acquisition of interests prohibited.** During his/her tenure and for three years thereafter, no member of the board of trustees or executive officer of the authority or any other public official who exercises any responsibilities or functions with regard to a project of the authority, shall voluntarily acquire any interest, direct or indirect, in any matter or in any property included or planned to be included in any project, or in any contract or proposed contract relating to the project; unless, prior to such acquisition, he/SHE discloses his/her interest in writing to the authority and such disclosure is entered upon the minutes of the authority, and the member of the board of trustees, executive officer, or the public official shall not participate in any action by the authority relating to the property or contract in which he/she has an interest. If a member of the board of trustees, executive officer, or the public official involuntarily acquires any such interest, or voluntarily or involuntarily acquired any such interest prior to appointment or employment, in any such event, the person shall immediately disclose his/her interest in writing to the authority, and such disclosure shall be entered upon the minutes of the authority relating to the property or contract in which s/he has any such interest. Any violation of the foregoing provisions of this Section shall constitute misconduct in office and a violation of the public trust and shall subject the party to removal from the board or other office held, and make such party liable to the authority for any and all profits of any kind or character which s/he may have obtained by virtue of the violation of his/her trust. This Section shall not be applicable to the acquisition of any interest in obligations of the authority issued in connection with any project, or to the execution of agreements by banking institutions for the deposit or handling of funds in connection with a project or to act as trustee under any trust indenture, or to utility service rates which are fixed or controlled by a governmental agency. [TCR 89-36]

**11A-331 Compliance with federal law.** Each project developed or operated under a contract providing for federal financial assistance shall be developed and operated in compliance with all requirements of such contract, and applicable federal legislation, and with all regulation and requirements of set forth from time to time by, the federal government in connection with such assistance. [TCR 89-36]

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**11A-332 Fidelity bonds.** The authority shall obtain or provide for the obtaining of adequate fidelity bonds for all officers and employees handling case, or authorized to sign checks or obligations or to certify vouchers. [TCR 89-36]

**11A-333 Property of authority as public property.** The property of the authority is declared to be public property used for essential public and governmental purposes of the Winnebago Tribe of Nebraska. [TCR 89-36]

**11A-334 No execution on authority property.** All property within the Winnebago reservation including funds acquired or held by the authority pursuant to this Article shall be exempt from levy and sale by virtue of an execution, and no execution or other judicial process shall issue against the same, nor shall any judgment against the authority be deemed to be a charge or lien upon such property. However, the provisions, of this Section shall not apply to or limit the right of obligees to pursue any remedies for the enforcement of any pledge, or hen given by the authority on its rents, fees, or revenues, or to enforce any purchase money mortgage upon lands purchased by the authority with the proceeds of the note secured by such purchase money mortgage. [TCR 89-36]

**11A-335 Personnel policies to be enacted.** There shall be a personnel policy manual which shall be approved by the board of trustees. [TCR 89-36]

**11A-336 Judicial notice.** The Tribal Court shall take judicial notice of this Article, and of all rules and regulations of the authority. [TCR 89-36]

**11A-337 Special certificate of incorporation.** The Tribal secretary is directed to issue a special Certificate of incorporation to the authority in the name of “Winnebago Enterprises, Ltd.” in substantially the following form:

**OFFICE OF THE SECRETARY  
WINNEBAGO TRIBE OF NEBRASKA  
CERTIFICATE OF INCORPORATION**

To all Whom these Presents shall Come, Greetings:

WHEREAS, The Winnebago Tribe of Nebraska Economic Development Act of 1989 has authorize the Winnebago Economic Development Authority to conduct business as “Winnebago Enterprises, Ltd.”, and said Act has been of filed in the office of the secretary of the Winnebago Tribe of Nebraska.

NOW, THEREFORE, I, the undersigned, Secretary of the Winnebago Tribe of Nebraska, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the Winnebago Tribe of Nebraska.

Filed at the Winnebago Tribal Headquarters, this \_\_\_\_ay of \_\_\_\_\_A.D., 20\_\_.

\_\_\_\_\_  
Secretary  
BY:\_\_\_\_\_

[TCR 89-36]

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**11A-338 Separability of provisions.** Notwithstanding any other evidence of the intent of the Tribal Council, it is hereby declared to be the intent of the Tribal Council that if any provision of this Article or the application thereof to any persons or circumstances shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair, or invalidate the remainder of this Article or its application to their persons and circumstances, but shall be confined in its operation to the provisions of this Act or the application thereof to the persons and circumstances directly involved in the controversy in which such judgment shall have been rendered. [TCR 89-36]

**11A-339 Records and audit.** The Winnebago Economic Development Authority shall keep records as the Tribal Council shall prescribe and as will facilitate an effective audit. [TCR 89-36]

**11A-340 Authorization of appropriations.** There is authorized to be appropriated to carry out this Article an amount not to exceed ten million dollars (\$10,000,000.00). [TCR 89-36]

**11A-341 Rules, regulations and procedures.** The Tribal Council shall prescribe such rules, regulations and procedures to carry out the provisions of this Article in any cases in which the Winnebago Economic Development Authority is not authorized by the terms of this Article to prescribe its own rules on the subject. [TCR 89-36]

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MANAGEMENT OF TRIBAL ENTERPRISES

11A-342	General management provisions.	11A-344	Chartering of independent Tribal enterprises.
11A-343	Achieving independent status as a Tribal enterprise.		

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**11A-342 General management provisions.** All Tribal enterprises not separately established by legislation or organized pursuant to Tribal laws regulating corporations, partnerships, or joint ventures shall be managed by the authority. [TCR 89-36]

**11A-343 Achieving independent status as a Tribal enterprise.** Whenever, in the discretion of the board of trustees a project or enterprise of the authority has attained such measure of stability and profitability that it has attained the capacity to function and grow as a separate self-sustaining entity, the board of trustees shall recommend to the Tribal Council in writing the chartering of the entity as a Tribal enterprise independent from the oversight of the authority. [TCR 89-36]

**11A-344 Chartering of independent Tribal enterprises.** Upon receiving a recommendation from the authority that a project of the authority be reorganized as a separate entity the Tribal Council shall review the recommendation and may either:

1. Authorize the establishment of the project as an independent Tribal enterprise by special legislation, and enact the necessary legislation to establish that enterprise; or
2. Authorize the establishment of the project as an independent Tribal enterprise pursuant to the general Tribal corporation, partnership, or joint venture laws, and authorized by legislation a person to organize such entity with such restrictions as may be necessary or useful; or
3. Direct the authority to conduct further studies, or investigate other alternatives, or take such other action upon such recommendations as the Tribal Council may deem appropriate. [TCR 89-36]