

**TO APPROVE THE CHIEF OF THE CHOCTAW NATION OF OKLAHOMA TO ENTER INTO BUSINESS TRANSACTIONS AND/OR INDEBTEDNESS FOR THE PURPOSE OF PROVIDING LETTERS OF CREDIT ON BEHALF OF THE CHOCTAW NATION OF OKLAHOMA WITH BANKS HEADQUARTERED WITHIN THE BOUNDARIES OF THE CHOCTAW NATION OF OKLAHOMA AND TO APPROVE A LIMITED WAIVER OF SOVEREIGN IMMUNITY**

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**IN THE TRIBAL COUNCIL OF THE CHOCTAW NATION**

**THOMAS WILLISTON INTRODUCED THE FOLLOWING COUNCIL BILL**

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**A COUNCIL BILL**

**TO APPROVE** the Chief of the Choctaw Nation of Oklahoma to enter into business transactions and/or indebtedness, for the purpose of issuing letters of credit on behalf of the Choctaw Nation of Oklahoma with banks headquartered within the boundaries of the Choctaw Nation of Oklahoma and to approve a limited waiver of sovereign immunity.

**WHEREAS**, in accordance with Article IX, Section 6 of the Constitution of the Choctaw Nation of Oklahoma (the "Nation"), the Tribal Council of the Nation (the "Council") shall make decisions pertaining to the acquisition, leasing, disposition, and management of tribal property;

**WHEREAS**, the Council has determined that it is in the best interest of the Nation to authorize the Chief of the Nation (the "Chief") to enter into certain agreements and/or contracts, including but not limited to, loan agreements, promissory notes, mortgages, security agreements, letters of credit, revolving line of credit notes, checking accounts, savings accounts, and certificates of deposit, any of which may be secured and collateralized by certain assets of the Nation and on such other terms as the Chief may approve, (collectively, with any extensions and/or renewals of the same, the "Indebtedness") with any bank headquartered within the boundaries of the Nation (each an "Oklahoma Bank") for the purpose of transacting business and borrowing funds from any such Oklahoma Bank on a continuing and ongoing basis, for the benefit of the Nation and any and all entities owned or controlled by the Nation (collectively the "Nation Affiliates");

**WHEREAS**, in CB-102-16, the Council approved the issuance of Indebtedness in favor of First United Bank and Trust Company, an Oklahoma Banking Corporation ("First United") in an amount of Five Million Dollars (\$5,000,000) (the "First United Indebtedness"); and

**WHEREAS**, the Council has determined that it is in the best interest of the Nation that the Chief may enter Indebtedness for the benefit of the Nation and the Nation Affiliates, and the Chief may amend, modify, cancel or take any other action related to any Indebtedness, so long as the cumulative total of all such Indebtedness outstanding at any time is no greater than Fifteen Million Dollars (\$15,000,000), which amount includes the First United Indebtedness so long as such is in effect;

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**WHEREAS**, the Council has determined that it is in the best interest of the Nation that the authorizations included hereunder shall include the issuance, from time to time, of letters of credit to be issued by an Oklahoma Bank to beneficiaries identified by the Chief, which letters of credit shall be secured by the Indebtedness and any collateral securing such Indebtedness; and

**WHEREAS**, the Council has determined that it is in the best interest of the Nation to allow the Chief to agree to provide an Oklahoma Bank with a limited waiver of sovereign immunity by the Nation in connection with the issuance of any Indebtedness, on such terms and conditions to which the Chief may agree.

**THEREFORE, BE IT ENACTED** by the Council that this Council Bill be cited as approval and authority that the Chief is authorized to enter into Indebtedness up to Fifteen Million Dollars (\$15,000,000) collectively with banks headquartered within the boundaries of the Nation for the purpose of transacting business and borrowing funds from any such Oklahoma Bank on a continuing and ongoing basis, for the benefit of the Nation and any and all entities owned or controlled by the Nation.

**BE IT FURTHER ENACTED** by the Council that this Council Bill be cited as approval that the Chief may provide an Oklahoma Bank with a limited waiver of sovereign immunity from the Nation in connection with the issuance of any Indebtedness, on such terms and conditions to which the Chief may agree and subject to the restrictions recited above.

**BE IT FURTHER ENACTED**, by the Council that this Council Bill be cited as approval and authority that nothing contained in any limited waiver of sovereign immunity entered into hereunder is intended to, nor shall it be construed to, benefit any party other than the party in favor of which such limited waiver of sovereign immunity is granted and such a waiver is nontransferable.


**BE IT FURTHER ENACTED**, by the Council that this Council Bill be cited as approval and authority that nothing contained in any limited waiver of sovereign immunity entered into hereunder is intended to, nor shall it be construed to, waive the sovereign immunity of the Nation or any of its affiliates or subsidiaries except as specifically set forth in such limited waiver of sovereign immunity.

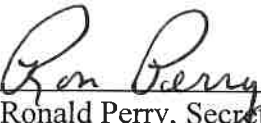
**BE IT FURTHER ENACTED**, by the Council that this Council Bill be cited as approval and authority that nothing contained in any limited waiver of sovereign immunity entered into hereunder is intended to, nor shall it be construed to, waive the sovereign immunity of any elected official, officer, or employee of the Nation or any Nation Affiliate, and no waiver of immunity shall be provided with respect to such parties.

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**CERTIFICATION**

*I, the undersigned, as speaker of the Tribal Council of the Choctaw Nation of Oklahoma, do hereby certify that the Tribal Council is composed of twelve (12) seats. Eight (8) members must be present to constitute a quorum. I further certify that twelve ( 12 ) members answered roll call and that a quorum was present at the Regular Session of the Tribal Council at Tuskahoma, Oklahoma, on April 11, 2020. I further certify that the foregoing Council Bill CB- 72 -20 was adopted at such meeting by the affirmative vote of twelve ( 12 ) members, zero ( 0 ) negative votes, and zero ( 0 ) abstaining.*

  
Thomas Williston, Speaker  
Choctaw Nation Tribal Council

  
Ronald Perry, Secretary  
Choctaw Nation Tribal Council

  
Gary Burton, Chief  
Choctaw Nation Tribal Council

Date: 4-14-2020

Purpose/Need of Council Bill: In CB-102-16, the Tribal Council approved the issuance of a \$5,000,000 letter of credit and related note in favor of First United Bank and Trust Company (the “First United Indebtedness”). The First United Indebtedness is used to issue letters of credit to larger vendors of the Nation to guarantee the Nation’s payments to the vendors for the goods and services provided by these vendors.

The Nation has reached the \$5,000,000 limit on the First United Indebtedness and needs to issue more letters of credit to vendors as discussed above. The proposed Council Bill seeks an increase in the limit from \$5,000,000 to \$15,000,000, which provides the Nation with room to grow on this topic in the future.

CB-102-16 also specifically limited borrowing under CB-102-16 to First United Bank. The proposed Council Bill allows the Nation to use any bank headquartered in Oklahoma instead of just First United Bank. This flexibility may give the Nation the ability to negotiate better rates than currently available with First United Bank.

Title of Council Bill: To Approve the Chief of the Choctaw Nation of Oklahoma to Enter into Business Transactions and/or Indebtedness for the Purpose of Providing Letters of Credit on Behalf of the Choctaw Nation of Oklahoma with Banks Headquartered within the Boundaries of the Choctaw Nation of Oklahoma and to Approve a Limited Waiver of Sovereign Immunity

Agency: Division of Integrated Services

Budget: Total of \$15,000,000 (increase from approved amount of \$5,000,000 under CB-102-16)

Match Required: N/A

Request by/Project Director: Kelly McKaughan