

WICHITA TRIBE INDUSTRIAL DEVELOPMENT ACT OF 1992

Wichita Public Law No. 92-100-001

Section 1: CITATION

This act may be cited as the Wichita Tribe Industrial Development Act.

Section 1: INDUSTRIAL DEVELOPMENT COMMISSION CREATED

- (a) Pursuant to the authority vested in the Wichita and Affiliated Tribes of Oklahoma by Article Five of the Wichita Governing Resolution, and through its authority and duty to provide for the health, safety, morals and welfare of all persons within the jurisdiction of the tribe, there is hereby established and created a public body corporate and politic known as the Wichita Tribe Industrial Development Commission which shall be an agency of the Wichita and Affiliated Tribes of Oklahoma having the purpose, powers, and duties as herein or hereafter provided by tribal law.
- (b) 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 ordinance. A copy of this ordinance, 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 act.

CHAPTER ONE

GENERAL PROVISIONS

Section 101: DECLARATION OF NEED AND LEGISLATIVE FINDINGS

It is hereby declared and found:

- (a) That there exists a critical need for the development of economic and industrial activities within the jurisdiction of the Wichita and Affiliated Tribes of Oklahoma to address the disproportionate unemployment rate which exists among the tribal membership and other persons within the tribal jurisdiction.
- (b) That the creation and operation of the Wichita Industrial Development Commission serves an essential governmental function of the Wichita and Affiliated Tribes of Oklahoma 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 Wichita and Affiliated Tribes, the general lack of available tribal funds available to address these problems, and the attendant impact upon the public health, safety, and welfare created by this situation.

- (c) That the creation and operation of the Wichita Tribe Industrial Development Commission addresses a situation which has not, and cannot be relieved through the operation of private enterprises, and that the purpose of providing job training and relief from critical unemployment and underemployment rates, and the development of a tribal revenue generating activities are public uses and purposes, for which public money may be spent and private property acquired, and are governmental functions of tribal concern.
- (d) That the necessity of the public interest for the provisions hereinafter enacted is hereby declared as a matter of legislative determination.

Section 102: PURPOSES

The Wichita Tribe Industrial Development Commission shall be organized and operated for the purposes of:

- (a) Remedying the disproportionate unemployment rate of tribal members and other persons residing within the tribal jurisdiction.
- (b) Remedying the disproportionate underemployment rate of tribal members and other persons within the tribal jurisdiction.
- (c) Providing revenues with which the Tribe may address other pressing matters of public health, safety, and welfare, or for other tribal purposes.
- (d) Attracting private industry to the tribal jurisdiction.
- (e) Expanding the tribal land base and economic development potential through the purchase of additional land for tribal use.

Section 103: ANCILLARY PURPOSES

To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying out or attainment of all or any of the foregoing purposes, which are not forbidden by law or this act.

Section 104: DEFINITIONS

The following terms wherever used or referred to in this ordinance, shall have the following respective meanings, unless a different meaning clearly appears from the context:

- (a) "Commission" means the Wichita Tribe Industrial Development Commission.
- (b) "claim" means a claim for personal injury, death, property damage, or for recovery of property arising in tort law.
- (c) "contract" means any agreement express or implied by law for the exchange of consideration.
- (d) "obligations" means any notes, bonds, interim certificates, debentures, or other forms of obligation issued by the Wichita Tribe Industrial Development Commission pursuant to this ordinance.
- (e) "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 Wichita Tribe Industrial Development Commission in respect to a project.
- (f) "tribal court" means the Court of Indian Offenses of the Anadarko Area Office jurisdiction sitting for the Anadarko Agency.
- (g) "tribal jurisdiction" means all lands located within the jurisdiction of the Wichita and Affiliated Tribes.
- (h) "misconduct in office" means any activity done while in office which is a violation of any tribal, federal or state criminal statute.

CHAPTER TWO

BOARD OF DIRECTORS

Section 201: BOARD CREATED - NUMBER

The affairs of the Commission shall be managed by a Board of Directors composed of five persons.

Section 202: APPOINTMENT OF BOARD MEMBERS

The Board members shall be appointed, and may be reappointed by the Principal Chief with the advice and consent of the Wichita Executive Committee expressed by resolution. A resolution of the Wichita Executive Committee signed by the President, attested by the Tribal Secretary as to the appointment or reappointment of any Board Member shall be conclusive evidence of the due and proper appointment of the Board Member.

Section 203: QUALIFICATIONS OF BOARD MEMBERS

- (a) A Board Member may be a member of the Tribe, and not more than two Board Members at any one time may be members of the Wichita Executive Committee provided, that the majority of the board shall be comprised of members of the Wichita Tribe.
- (b) No person shall be barred from serving on the Board because he is an employee of an enterprise of the Commission or the tribe, has a business contractual relationship with Commission or the tribe, or operates a private business within the Tribal Jurisdiction. 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 capacity as a member of the public or as an employee), or be counted or treated as a member of the Board when the Board is considering any matter involving the member's rights, obligations, or status.
- (c) Each Board Member shall be at least twenty-one (21) years of age and legally capable of entering into a binding contract.
- (d) No person who has entered a plea of guilty, nolo contendere, or pleaded guilty in any court of competent jurisdiction of any felony or other crime involving embezzlement, fraud, or moral turpitude whether or not such sentence was suspended, deferred, or expurged, shall serve on the Board of Directors.
- (e) Each Commissioner shall take an oath to support and defend the Governing Resolution and laws of the Wichita and Affiliated Tribes of Oklahoma as they now exist or in the future shall be amended.

Section 204: TERM OF OFFICE

The term of office shall be five years and staggered, and the first appointment of Board members shall be for terms of one, two, three, four, and five 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 successor has been appointed and has qualified.

Section 205: OFFICERS

- (a) The Board of Directors shall elect from its members a Chairman, and Vice-Chairman, a Secretary and a Treasurer.
- (b) The officers shall serve as officers at the pleasure of the Board of Directors. Removal of a Director from an office shall not be deemed to be a removal from the Board of Directors. However, removal of an officer from the Board of Directors pursuant to Section 206 of this ordinance shall constitute a removal from his office whether or not specifically so stated in the removal proceedings.

Section 206: REMOVAL OF BOARD MEMBERS

A member of the Board may be removed by the Executive Committee for serious inefficiency or neglect of duty or for misconduct in office, but only after a hearing before the Wichita Executive Committee and only after the member has been given a written notice of the specific charges against him at least ten days prior to the hearing. At any such hearing, the member shall have the opportunity to be heard in person or by counsel and to present witnesses in his 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 the office of the Tribal Secretary, and a certified copy thereof filed with the Clerk of the tribal court. The tribal court shall furnish a recorder to the Wichita Executive Committee for such purposes upon request. Notwithstanding the defense of sovereign immunity, any person removed from his position as a member of the Board of Commissioners may file an appeal within 10 days of such removal in the tribal court for injunctive and declaratory relief, naming the Wichita and Affiliated Tribes as defendant. The tribal court shall review the record of the removal proceedings within 20 days of the filing of the appeal, and 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 party shall be bound by such decisions. If the Tribal Court determines that just cause existed for removal, then the Executive Committee may immediately appoint a person to replace the removed Board Member. The Executive Committee shall name the replacement notwithstanding the fact that the removed board member may appeal the Tribal Court findings to the Tribal Appellant Court. The Tribe shall have the right to appeal the finding of the Tribal Court as in any other case, but the Tribal Appellant Court shall not vacate the

order of the lower court, even if it determines that an error was committed in the proceedings, so long as the error was harmless. If the Tribal Appellant Court finds that the Board Member should not have been removed, the Board Member shall be immediately placed back on the board and the person appointed by the Executive Committee to fill the vacancy shall be immediately removed. Notwithstanding the fact that the Tribal Appellant Court reinstates the Board Member, all actions taken by the Board during the period of time when the reinstated Board Member had been removed from the Board, shall be valid and not subject to attack by the reinstated Board Member. The findings of the Tribal Appellant Court shall be final as to all parties. Nothing in this section shall be construed to be a waiver of tribal sovereign immunity from suit.

Section 207: COMPENSATION TO BE PAID

The Board of Directors may receive compensation for their services at a rate to be established by the Wichita Executive Committee and reimbursement for expenses, including traveling expenses, when incurred in the discharge of their duties. Expenses may be advanced with the approval of the Board. No member of the Board of Directors shall have his compensation reduced during his 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.

Section 208: QUORUM

Three members of the Board shall constitute a quorum.

Section 209: DUTIES OF OFFICERS

- (a) The Chairman of the Board of Directors shall preside at all meetings of the Board, and shall generally be responsible for the efficient and orderly functioning of the Commission.
- (b) The Vice Chairman of the Board of Directors shall assume the duties of the Chairman in his absence, or upon his neglect, failure, or refusal to undertake the duties required or delegated to him by law.
- (b) The Vice Chairman of the Board of Directors shall assume the duties of the Chairman in his absence, or upon his neglect, failure, or refusal to undertake the duties required or delegated to him by law.
- (c) 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 filled in the tribal Secretary's office.

- (d) 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 Wichita Executive Committee as required by Section 501 of this ordinance.

Section 210: 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 (24) 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.

CHAPTER THREE

POWERS OF THE AUTHORITY

Sections 301: PERIOD OF EXISTENCE

The Wichita Tribe Industrial Development Commission shall have perpetual existence and succession in its own name.

Section 302: POWER TO SUE AND BE SUED

- (a) The Commission shall have the power to sue in any Court in its own name, and with the consent of the Wichita and Affiliated Tribes expressed by resolution, to sue on behalf of the Wichita and Affiliated Tribes of Oklahoma by styling the case as "The Wichita and Affiliated Tribes of Oklahoma ex. rel. Wichita Tribe Industrial Development Commission".
- (b) The Commission may be sued, in the Tribal court only, in its name upon any contract or obligation arising out of its activities within the Tribal jurisdiction under this act and the immunity from suit which it has as an agency of the Wichita and Affiliated Tribes of Oklahoma due to the doctrine of sovereign immunity is hereby expressly waived for such purposed to the extent herein stated.
- (c) The Commission 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 Wichita and Affiliated Tribes of Oklahoma due to the doctrine of sovereign immunity is hereby expressly waived for such

purposes to the extent herein stated.

- (d) No property of the Commission located within the tribal jurisdiction may be taken by attachment, Court order, lien or otherwise to satisfy any judgement rendered in such a case absent the consent of the Commission first obtained.
- (e) Neither the Tribe nor any of its property shall be liable for any of the debts, liabilities, or obligations of the Commission, 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 Commission unless the Wichita Executive Committee gives its consent to such order.

Section 303: GENERAL POWERS

The Wichita Tribe Industrial Development Commission shall have the following powers which it may exercise consistent with the purposes for which it is established.

- (a) To adopt and use a corporate seal.
- (b) 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.
- (c) 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.
- (d) 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 ordinance.
- (e) To pledge the assets and receipts of the Commission as security for debts; and to acquire, sell, lease, exchange, transfer or assign personal property or interests therein.
- (f) To purchase or take as a gift any land or interest in land provided that such land located within the tribal jurisdiction shall, upon 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 Wichita and Affiliated Tribes of Oklahoma and will then be assigned to the use of the Commission, to lease land or interests in land owned or assigned to the use of the Commission

to the extent provided by law, provided that the Commission may not lease tribal land assigned to its use for a period exceeding the term of the assignment of the land to Wichita Tribe Industrial Development Commission or for more than ten years absent the consent of the Wichita Executive Committee.

- (g) To undertake and carry out studies and analyses of employment and job training needs within the tribal jurisdiction, to operate economic development projects and tribal businesses, to aid and assist private sector businesses in locating within the tribal jurisdiction including assistance with achieving compliance with appropriate tribal laws and regulations.
- (h) 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 ordinance. 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.
- (i) To purchase insurance from any stock or mutual company for any property or against any risk or hazards.
- (j) To invest such funds as not required for immediate disbursements.
- (k) To establish and maintain such bank accounts as may be necessary or convenient.
- (l) 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 Commission may require, to establish the conditions of their employment, and to delegate to such officers and employees such powers or duties as the Commission shall deem proper.
- (m) To take such further actions, not inconsistent with this act, as are commonly engaged in by the public or corporate bodies of this character as the Commission may deem necessary or convenient to effectuate the purposes of the Commission.
- (n) To enter into partnerships, joint ventures, and other business arrangements with any legal entity to effectuate the purposes of the Commission.
- (o) To adopt such rules and regulations for the government of its internal affairs as the Commission deems necessary or appropriate to administer or enforce this ordinance 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.

- (p) To operate, manage, or use and control, including entering into leases as herein before provided, such real or personal property which the Wichita and Affiliated Tribes shall assign its use.
- (q) 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.
- (r) To exercise any and all powers of a domestic corporation under the Wichita Tribe Corporation Act not inconsistent with this Ordinance.
- (s) To engage in any lawful business.
- (t) To use the name "Wichita Tribe Industrial Development Commission Ltd." in any of its business activities within or without the tribal jurisdiction, and to incorporate or hold stock in such other corporations as may be necessary or convenient. The name "Wichita Tribe Industrial Development Commission Ltd." is hereby reserved to be the use of Wichita Tribe Industrial Development Commission and no other domestic or foreign Corporation may use such name within tribal jurisdiction.

Section 304: SECURING FINANCIAL ASSISTANCE

It is the purpose and intent of this ordinance to authorize the Commission 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 any project of the Commission, subject to the limitations contained in this ordinance.

Section 305: CERTAIN PROPERTY LAWS DO NOT APPLY

No ordinance or other enactment of the tribe with respect to the acquisition, operation, disposition of tribal property shall be applicable to the Commission in its operations pursuant to this ordinance, unless specifically so stated herein, or in the ordinance in question if the Wichita Tribe Industrial Development Commission is specifically referred to.

CHAPTER FOUR

OBLIGATIONS

Section 401: AUTHORITY TO ISSUE OBLIGATIONS

The Commission may issue obligations from time to time in its discretion for any of its purposes and may also issue refunding obligations previously issued by it, provided that the Commission shall file notice of intent to issue such obligations in the Offices of the Tribal Secretary and the Tribal Court Clerk at least thirty days prior to the first issuance of any particular obligations on which the principal and interest are payable.

- (a) Exclusively from the income and revenues of the project financed with the proceeds of such obligations, or with such income and revenues together with a grant from a federal government, if an allowable cost, in aid of the project.
- (b) Exclusively from the income and revenues of certain designated projects whether or not they are financed in whole or in part with the proceeds of such obligations, or
- (c) 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 Commission. All such obligations shall be subject to the jurisdiction of the tribal court for enforcement of their provisions wherever they may be physically located.

Section 402: NO PERSONAL LIABILITY ON OBLIGATIONS

Neither the Directors of the Commission, nor any person executing the obligations shall be personally liable on the obligations by reason of issuance thereof.

Section 403: NO TRIBAL LIABILITY ON OBLIGATIONS

The notes and other obligations of the Commission shall not be a debt of the Tribe, and the obligations shall so state on their face.

Section 404: OBLIGATIONS ON TAX EXEMPT

Obligations of the Commission are declared to be issued for an essential public and governmental purpose, and to be 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 ordinance shall be considered part of the security of the repayment of obligations, and shall constitute, by virtue of this ordinance and without necessity of being restated in the obligations, a contract between (a) the Commission and the Tribe, and (b) the holders of obligations and each of them, including all transferees of the obligation from time to time.

Section 405: MANNER OF ISSUANCE AND SALES

Obligations shall be issued and sold in the following manner:

- (a) Obligations of the Commission 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.
- (b) 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 payment, and at such places, and be subject to such terms of redemption, with or without premium, as such resolution may provide.
- (c) The obligations may be sold at public or private sale at not less than par value.
- (d) In case any of the Directors of the Commission whose signatures appear on any obligations cease to be commissioners before the delivery of such obligations, the signatures shall, nevertheless, be valid and sufficient for all purposes. the same as if the Directors had remained in office until delivery.
- (e) Whenever necessary, the Commission shall comply in the issuance of its obligations with the Securities laws of the federal government.

Section 406: OBLIGATIONS ARE NEGOTIABLE

Obligations of the Commission 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 Commission or the security therefore, any such obligation by the Commission to aid in financing a project pursuant to this ordinance 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 obligation, and the project for which such obligation was issued shall be conclusively deemed to have been

planned, located and carried out in accordance with the purposes and provisions of this ordinance in the absence of fraud in the procurement of such obligation or security.

Section 407: 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 Commission, subject to the limitations in this ordinance, may:

- (a) Pledge all or any part of its gross or net rents, fees, or revenues to which its right then exists or may thereafter come into existence.
- (b) 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.
- (c) 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.
- (d) Covenant with respect to limitations on its right to sell, lease, or otherwise dispose of any project or any part thereof.
- (e) 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 disposition of the proceeds thereof.
- (f) Provide for the replacement of lost, destroyed, or mutilated obligations.
- (g) Covenant against extending the time for the payment of its obligations or interest thereon.
- (h) Redeem the obligations and covenant for their redemption and provide the terms and conditions thereof.
- (i) 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.
- (j) 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.

- (k) 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 manner in which such consent may be given.
- (l) Covenant as to the use, maintenance, and replacement of its real or personal property, the insurance to be carried thereon, and the use and disposition of insurance monies.
- (m) Covenant as to the rights, liabilities, powers, and duties arising upon the breach by it of any covenant, condition or obligation.
- (n) 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.
- (o) Vest in 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.
- (p) Exercise all or any part or combination of the powers granted in this Section.
- (q) Make covenants other than, and in addition to, the covenants expressly authorized in this section, or of like or different character.
- (r) 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.

Section 408: ACTIONS TO BE FILED FOR RECORD

The minutes and record of all action of the Commission 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.

CHAPTER FIVE

MISCELLANEOUS PROVISIONS

Section 501: REPORTS

The Commission shall submit quarterly and annual reports signed by the Chairman of the Board, to the Wichita Executive Committee showing:

- (a) A summary of the periods activities.
- (b) The financial condition of the Commission.
- (c) The condition of the properties under the Commissions management or control.
- (d) A summary of any unprofitable venture and plans for correction.
- (e) Any significant problems and accomplishments.
- (f) Plans for the future.
- (g) Such other information as the Commission or the Wichita Executive Committee shall deem pertinent.

Section 502: ACQUISITION OF INTERESTS PROHIBITED

During his tenure and for three (3) years thereafter, no Director or executive officer of the Commission or any other public official who exercises any responsibilities or functions with regard to a project of the Commission, 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 discloses his interest in writing to the Commission and such disclosure is entered upon the minutes of the Commission and the Director, executive officer, and other public official shall not participate in any action by the Commission relating to the property or contract in which he has an interest. If a Director, executive officer, or other public official involuntarily acquires any such interest, or voluntarily or involuntarily acquires any such interest prior to appointment or employment, in any such event, the person shall immediately disclose his interest in writing to the Commission, and such disclosure shall be entered upon the minutes of the Commission, and that person shall not participate in any action by the Commission relating to the property or contract in which he has any 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 Commission for any and all profits of any

kind or character which he may have obtained by virtue of the violation of his trust. This section shall not be applicable to the acquisition of any interest in obligations of the Commission 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 trust indenture, or to utility service rates which are fixed and controlled by a governmental agency.

Section 503: 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 proscribed from time to time by the federal government in connection with such assistance.

Section 504: FIDELITY BONDS

The Commission shall obtain adequate fidelity bonds for all officers and employees handling cash, or authorized to sign checks or obligations or to certify vouchers.

Section 505: PROPERTY OF AUTHORITY AS PUBLIC PROPERTY

The property of the Wichita Tribe Industrial Development Commission is declared to be public property used for essential public and governmental purposes of the Wichita Indians of Oklahoma.

Section 506: NO EXECUTION ON AUTHORITY PROPERTY

All property within the Tribal jurisdiction including funds acquired or held by the Commission pursuant to this ordinance 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 judgement against the Commission 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 lien given by the Commission on its rents, fees, or revenues, or to enforce any purchase money mortgage upon lands purchased by the Commission with the proceeds of the note secured by such purchase money mortgage.

Section 507: PERSONNEL POLICIES TO BE ENACTED

There shall be a Personnel Policy Manual which shall be approved by the Board of Directors.

Section 508: JUDICIAL NOTICE

The tribal court shall take judicial notice of this ordinance, and of all rules and regulations of the Commission which have been properly filed for record. The certificate of the tribal Secretary as to the fact that an instrument is a true and exact copy of the record on file in the Secretary's office shall create a presumption that the instrument certified has been properly filed for record. The certificate of the tribal Secretary as to the fact that an instrument is a true and exact copy of the record on file in the Secretary's office shall create a presumption that the instrument certified has been properly filed for record.

Section 509: SPECIAL CERTIFICATE OF INCORPORATION

The Tribal Secretary is directed to issue a special certificate of incorporation to the Wichita Tribe Industrial Development Commission in the name of "Wichita Tribe Industrial Development Commission Ltd." in substantially the following form:

OFFICE OF THE SECRETARY

WICHITA AND AFFILIATED TRIBE OF INDIANS OF OKLAHOMA

CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS,

The Wichita Tribe Industrial Development Act of 1992 has authorized the Wichita Tribe Industrial Development Commission to conduct business as "Wichita Tribe Industrial Development Commission Ltd.", and said Act has been filed in the office of the Secretary of the Wichita Tribe as provided by the Laws of the Wichita and Affiliated Tribes of Oklahoma.

NOW THEREFORE, I, undersigned Secretary of the Wichita and Affiliated Tribes of Oklahoma 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 Wichita and Affiliated Tribes of Oklahoma.

Filed at the Wichita Tribal Office,
this 31st day of August,
A.D., 2004

Perri Parton
Secretary

BY: _____

CERTIFICATION

Introduced, read and passed this 9th day of April, 1992.

Gary McAdams
Gary McAdams, President

ATTEST:

Cleta Adair
Cleta Adair, Secretary