

**RESOLUTION NO. 1-19-94-I**

of the

**ONEIDA BUSINESS COMMITTEE  
OF THE  
ONEIDA TRIBE OF INDIANS OF WISCONSIN**

Providing for  
Authorization and Approval for the

**\$6,140,000  
Oneida Utilities Commission  
(An Instrumentality of the Oneida Tribe  
of Indians of Wisconsin)  
Governmental Facilities Lease Revenue Bonds  
(General Fund Lease Obligations for  
Various Tribal Public Facilities)  
Series A 1994  
and Authorizing, Directing and Approving the  
Preparation, Execution and Delivery of a  
First Supplement to Trust Indenture,  
a Second Public Facilities Lease Agreement,  
a Bond Placement Agreement, a Guaranty Agreement  
Related Thereto and Other Related Documents and Actions  
to be Taken in Connection Therewith**

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Passed and Adopted on January 19, 1994

ONEIDA TRIBE OF INDIANS OF WISCONSIN

Resolution No. 1-19-94-I

relating to  
\$6,140,000

Oneida Utilities Commission  
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(General Fund Lease Obligations for  
Various Tribal Public Facilities)  
Series A 1994

AUTHORIZING AND APPROVING RESOLUTION

A RESOLUTION OF THE ONEIDA BUSINESS COMMITTEE OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN PROVIDING FOR AND APPROVING THE ISSUANCE BY THE ONEIDA UTILITIES COMMISSION OF THE COMMISSION'S GOVERNMENTAL FACILITIES LEASE REVENUE BONDS (GENERAL FUND LEASE OBLIGATIONS FOR VARIOUS TRIBAL PUBLIC FACILITIES) SERIES A 1994, AUTHORIZING, DIRECTING AND APPROVING THE PREPARATION, EXECUTION AND DELIVERY OF A FIRST SUPPLEMENT TO TRUST INDENTURE RELATING TO, CREATING AND AUTHORIZING THE ISSUANCE OF SAID BONDS AND PROVIDING FOR THE USE OF THE PROCEEDS THEREOF, AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A SECOND PUBLIC FACILITIES LEASE AGREEMENT RELATING TO THE PROJECT FINANCED WITH THE PROCEEDS OF SAID BONDS AND THE APPROPRIATION AND PLEDGE OF GENERAL FUND AND OTHER REVENUES OF THE TRIBE TO BE MADE FOR THE PAYMENT OF THE LEASE RENTALS TO BE APPLIED, AS HEREIN DESCRIBED, FOR THE PAYMENT OF SAID BONDS AND FOR VARIOUS OTHER PURPOSES, AUTHORIZING AND DIRECTING THE PREPARATION OF A BOND PLACEMENT AGREEMENT RELATING TO SAID BONDS AND THE USE OF THE PROCEEDS THEREOF, PROVIDING FOR AND DIRECTING THE PREPARATION OF A GUARANTY AGREEMENT PURSUANT TO WHICH THE TRIBE WILL GUARANTEE PAYMENT OF THE BONDS, PROVIDING AUTHORIZATION FOR THE TRIBE'S APPROVAL OF THE PROPOSAL OF ALDEN CAPITAL MARKETS, INC., DENVER, COLORADO, RELATING TO THE PLACEMENT OF THE BONDS AND THE TERMS AND PROVISIONS THEREOF, PROVIDING FOR AFFIRMATION OF THE APPROVAL OF SAID INVESTMENT BANKING FIRM AND THE FIRM OF BOND COUNSEL IN CONNECTION WITH THE FINANCING APPROVED HEREBY AND PROVIDING FOR AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS TO BE TAKEN IN CONNECTION WITH THE FOREGOING.

(1) **WHEREAS**, the Oneida Tribe of Indians of Wisconsin is a federally-recognized Indian and Treaty Tribe existing pursuant to its inherent and retained sovereignty (the "Tribe") and recognized as such under the laws of the United States of America and, further, by virtue of and pursuant to its sovereignty and the powers enumerated and set forth in the Tribe's Constitution and Bylaws initially adopted by the Tribe on November 14, 1936, and approved by the Commissioner of Indian Affairs on December 21, 1936, and amended by the Tribe with the approval of said Commissioner on various dates thereafter; and

(2) **WHEREAS**, the Tribe is governed by the General Tribal Council which has delegated broad governance authority and powers to the Oneida Business Committee (the "Governing Body") and in pursuance of the power granted by its Constitution, the Tribe has been authorized, empowered and vested with ownership, construction and management of and with making provisions for the financing of various governmental purpose facilities and improvements for the use of the Tribe, its membership and the general public; and

(3) **WHEREAS**, the Oneida Utilities Commission (the "Commission" or "Issuer") is a duly constituted authority and instrumentality created and established by the Business Committee of the Tribe under the powers granted by and to the General Tribal Council pursuant to Article IV, Section 1(g) of the Constitution of the Tribe and delegated to the Business Committee by the General Tribal Council by resolution adopted on February 28, 1949, and pursuant to the Oneida Tribal Sanitary District Ordinance, as amended by an ordinance adopted by the Business Committee on August 4, 1993 (the "Ordinance"), the Issuer has been authorized, empowered and vested with ownership of and with responsibility for construction of, and with making provisions for the financing and lease of various governmental purpose facilities and improvements for, the use of the Tribe, its membership and the general public; and

(4) **WHEREAS**, the Tribe and the Issuer desire to provide for the acquisition and/or construction, refurbishing, equipping and renovation of governmental purpose pre-school educational and care facilities, certain water and sewer facilities and improvements and fire protection equipment and to provide for the financing of the costs thereof (the "Project"); and

(5) **WHEREAS**, the Tribe and the Issuer have heretofore determined that the costs of the Project, consisting of the acquisition and/or construction, improvement and renovation of governmental purpose pre-school educational and care facilities, certain water and sewer facilities and improvements and fire protection equipment which comprise the Project, is approximately \$6,140,000, and pursuant to the Constitution and Bylaws of the Tribe and the Ordinance creating the Issuer, the Issuer is authorized to borrow and repay funds to carry out the Issuer's powers and purposes and the Tribe is authorized to pledge and/or encumber various funds and assets and lease the Project from the Issuer for such purposes; and

(6) **WHEREAS**, the Tribe and the Issuer have reviewed a proposed financing program (the "Bond Financing Program") submitted by the investment banking firm of Alden Capital Markets, Inc., Denver, Colorado (the "Investment Banker"); and

(7) **WHEREAS**, the Bond Financing Program provides for and contemplates the issuance of bonds (the "Bonds") of the Issuer to finance the costs of the Project and the lease of the Project by the Issuer to the Tribe, and the Governing Body of the Tribe has determined to provide approval for the issuance of Bonds of the Issuer, for the lease of the Project from the Issuer, and for the

execution and delivery of various documents and certificates required to provide for the issuance and delivery of such Bonds and the lease of the Project, as more fully described herein, the proceeds of said Bonds to be used to fund the costs of the Project, including provision for the funding of the costs of issuance of the Bonds and for the funding of the costs of acquisition and/or construction, renovation, improving, equipping and refurbishing of the Project from the proceeds of the Bonds, from certain investment income derived in connection with the investment of the proceeds of said Bonds and from certain other funds and monies of the Tribe lawfully available for such purposes; and

(8) **WHEREAS**, in connection with the Bond Financing Program, the Governing Body has determined to proceed with and complete the Bond Financing Program with diligence and in connection therewith the following documents have been prepared by the financing team heretofore appointed by the Issuer, as described hereinafter, and said documents have been submitted to the Governing Body at this meeting for authorization and approval prior to the issuance of the Bonds:

(a) a First Supplement to Trust Indenture (the "Trust Indenture") for the Bonds to be issued by the Issuer, said Trust Indenture to be executed by and between the Issuer and the Trustee designated therein (the "Trustee");

(b) a Second Public Facilities Lease Agreement (the "Lease Agreement") providing for the lease of the Project from the Issuer, as lessor, to the Tribe, as lessee;

(c) a Bond Placement Agreement (the "Bond Placement Agreement") for the Bonds to be dated as of the date of its execution and to be entered into by and between the Issuer and the Investment Banker designated herein, with the approval of the Tribe to be given thereto;

(d) a Guaranty Agreement (the "Guaranty"), to be executed and delivered by the Tribe, pursuant to which the Tribe will directly guarantee the payment of the Bonds;

(e) a Placement Memorandum to be executed and delivered by the Tribe and the Issuer to the Investment Banker and the purchasers of the Bonds;

(9) **WHEREAS**, all conditions, things and acts required to exist, to happen and to be performed by the Issuer and the Tribe precedent to and in the issuance of the Bonds and the pledge and application of general enterprise and special fund revenues of the Tribe (collectively, the "General Fund Revenues") for the making of lease rental payments required for payment of the Bonds, as expressly provided for in the Trust Indenture and the Lease Agreement, and the issuance and delivery of the Bonds for the purposes contemplated by this Resolution and the various documents and proceedings required to be prepared in connection with the issuance and delivery of the Bonds and the lease of the Project by the Issuer to the Tribe, shall and do exist, have happened and have

been provided for and performed in due time, form and manner as conditions precedent to the issuance of the Bonds and the execution and delivery of the Trust Indenture, the Lease Agreement, the Bond Placement Agreement and the Guaranty shall be and shall have been in all respects duly and properly authorized and provided for by the Tribe and the Issuer and particularly as required by the laws of the United States of America, the provisions of the Tribe's Constitution and Bylaws, the Ordinance creating the Issuer and the provisions of this Resolution, and all as hereinafter directed, authorized and provided for.

NOW, THEREFORE, BE IT RESOLVED AND IT IS HEREBY RESOLVED BY THE ONEIDA BUSINESS COMMITTEE OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN, AS FOLLOWS:

**Section 1. Determination.** The Governing Body determines that it is in the best interests of the Tribe and the Issuer in the expected realization of economic benefit and in the financing of the Project, that the Governing Body approve the funding of the Bond Financing Program for the Project through the issuance of Bonds by the Issuer as herein described for the use of the proceeds thereof for the purposes stated herein.

**Section 2. Approval of Bonds.** Pursuant to the powers conferred upon the Tribe and to provide funds for payment of the various costs of the Project, the Governing Body hereby expressly approves and consents to the creation, execution, issuance and delivery of Bonds by the Issuer in the manner and for the purposes set forth herein and in the Trust Indenture and the Lease Agreement herein authorized. The Bonds shall be designated "Oneida Utilities Commission (An Instrumentality of the Oneida Tribe of Indians of Wisconsin) Governmental Facilities Lease Revenue Bonds (General Fund Lease Obligations for Various Tribal Public Facilities) Series A 1994" (the "Bonds", as defined hereinabove), as hereby expressly approved by the Governing Body. The Bonds shall be issuable and deliverable in fully registered form, in the denominations of \$5,000 or any integral multiple thereof as provided by the Trust Indenture delivered with respect thereto, shall be in an aggregate principal amount not to exceed \$6,140,000, shall be dated as provided in the Trust Indenture, and interest thereon shall accrue and be payable thereon from their date, at the rate or rates and the principal of the Bonds shall mature on the dates and in the amounts each year as set forth in the Trust Indenture, all of which terms shall be, are hereby directed to be and shall be deemed to be confirmed, authorized and finally approved as evidenced by the execution and delivery thereof by the Issuer.

**Section 3. Authorization of Governing Body to Appoint Professionals.** In connection with the authorization for and issuance of the Bonds, the Governing Body hereby confirms the prior appointment of Alden Capital Markets, Inc., Denver, Colorado, as the Investment Banker for the Tribe and the Issuer, and the firm of Carroll, Burdick & McDonough, Sacramento, California ("Bond Counsel"), as Bond Counsel to the Tribe and the Issuer, which firms are directed to provide professional services to the Tribe and the Issuer in connection with the authorization, issuance, sale and

delivery of the Bonds provided for and authorized herein. The Chairperson or Vice Chairperson and the Secretary of the Governing Body of the Tribe are hereby directed to provide notice of and to confirm such engagement to the Investment Banker and Bond Counsel, respectively, and are authorized to enter into and execute agreements with the Investment Banker and Bond Counsel, setting forth the express terms of such engagement with respect to the Bonds.

**Section 4. Approval of Use and Application of Revenues for Lease Payments.** All revenues received by the Tribe and deposited to its general enterprise and special funds (the "General Fund Revenues", as defined hereinabove) and lawfully available for such purpose are hereby authorized to be pledged under and by the provisions of the Trust Indenture and the Lease Agreement, on a parity with certain other lease obligations of the Tribe and to the extent required for application of such lease payments to the payment of the principal of, premium, if any, and interest on the Bonds and for such other purposes of the Project as shall be expressly provided for by the Trust Indenture and the Lease Agreement.

**Section 5. Authorization for and Approval of Trust Indenture, Lease Agreement and Guaranty.** The forms of the Trust Indenture, the Lease Agreement and the Guaranty required with respect to the Bonds and as presented to this meeting are hereby in all respects approved by the Governing Body. The Chairperson, Vice Chairperson, Secretary or other officer of the Governing Body of the Tribe shall each be authorized to approve and provide for the execution and delivery of the Trust Indenture by the Issuer and to execute and deliver the Lease Agreement and the Guaranty in the form and with such changes and with such terms and provisions as shall be required and as shall be deemed necessary and as shall be finally approved by such officers of the Governing Body of the Tribe. The Chairperson, Vice Chairperson, Secretary or other officer of the Governing Body of the Tribe shall be and are hereby authorized to and shall enter into the Lease Agreement and the Guaranty in the form of the Lease Agreement and the Guaranty presented to the Governing Body at this meeting for approval thereof, with such changes thereto as shall be finally approved by such officers of the Governing Body, and the execution thereof by the Chairperson, Vice Chairperson, Secretary or other officer of the Governing Body shall constitute conclusive evidence of the final approval of the form, terms and provisions of the Lease Agreement and the Guaranty by the Governing Body for and on behalf of the Tribe.

**Section 6. Authorization for and Approval of Bond Placement Agreement.** The form of the Bond Placement Agreement prepared to evidence the purchase of the Bonds and presented to this meeting is hereby in all respects approved and the Tribe shall be authorized to and shall enter into and shall approve such Bond Placement Agreement in the form thereof presented to the Governing Body at this meeting of the Governing Body for approval, and the execution and delivery of the Bond Placement Agreement by the Chairperson, Vice Chairperson, Secretary or other officer of the Governing Body of the Tribe shall constitute conclusive evidence of the approval

of the form, terms and provisions of such Bond Placement Agreement for and on behalf of the Tribe. The Chairperson, Vice Chairperson, Secretary or other officer of the Governing Body of the Tribe shall be authorized to execute and deliver such Bond Placement Agreement in the form and with the content approved by the Governing Body at this meeting and with such changes thereto as shall be approved by said officers of the Governing Body, which approval shall be evidenced by their execution and delivery of the Bond Placement Agreement.

**Section 7. Order for Authentication.** The Bonds, when executed, shall be delivered to the Trustee for authentication. The Trustee shall be authorized, upon written direction and approval of the Issuer and of Governing Body of the Tribe, to authenticate the Bonds by executing the Trustee's certificate of authentication and registration appearing thereon, and to deliver such Bonds, when duly executed and authenticated, to the original purchasers thereof in accordance with written instructions executed on behalf of the Tribe by the Chairperson, Vice Chairperson, Secretary or other officer of the Governing Body of the Tribe, which instructions such officer is hereby authorized and directed, for and in the name and on behalf of the Tribe, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds designated therein in accordance with the provisions of the Bond Placement Agreement therefor upon satisfaction of all conditions required under the Bond Placement Agreement and the Trust Indenture for delivery of such Bonds, as the same shall have been finally approved and provided for by the Governing Body of the Tribe and by the Issuer.

**Section 8. Resolution Contract.** In consideration of the purchase and acceptance of the Bonds by those who shall own the same from time to time, the provisions of this Resolution shall be part of the contract of the Tribe and the Issuer with the registered owners from time to time of any outstanding Bonds.

**Section 9. Ratification; Authorization for Action.** All actions heretofore taken by the Governing Body and the officers, employees and agents of the Tribe with respect to the issuance of the Bonds are hereby approved and confirmed. The Governing Body and the officers and employees of the Tribe shall take all actions in conformity with the laws of the United States of America, all applicable regulations of the United States Department of the Interior, Bureau of Indian Affairs, the Constitution and Bylaws of the Tribe, the Ordinance and this Resolution which shall be necessary or reasonably required by the parties to the Trust Indenture, the Lease Agreement, the Guaranty and the Bond Placement Agreement to effectuate their provisions, and shall take all other action necessary or desirable, and in conformity with the laws of the United States of America, all applicable regulations of the United States Department of the Interior, Bureau of Indian Affairs, the Constitution and Bylaws of the Tribe, the Ordinance and this Resolution, to carry out the Bond Financing Program for the Project and to carry out the provisions of this Resolution, including without limitation, the execution and delivery of the Trust Indenture, the Lease Agreement, the Guaranty, the Bond Placement

Agreement and all other agreements, closing documents, certificates and opinions authorized or required to be delivered in connection with the sale, execution and delivery of the Bonds. All actions heretofore taken by the Tribe, including all actions taken by the Governing Body and the administrative officers, employees and agents of the Tribe, directed toward the acquisition of the Project, and the sale, issuance, execution and delivery of the Bonds for the purposes thereof, be, and the same are hereby, ratified, approved and confirmed.

**Section 10. Resolution Irrepealable.** After the Bonds are issued and delivered, this Resolution shall be and remain irrepealable until all outstanding Bonds and the interest thereon shall have been fully paid, canceled and discharged as provided in the Trust Indenture.

**Section 11. Effective Date.** This Resolution shall be in full force and effect upon its passage and approval.

PASSED, ADOPTED AND APPROVED THIS 19th day of January, 1994.

ONEIDA TRIBE OF INDIANS OF  
WISCONSIN

By *Loretta V. Metzger*  
Vice Chairperson,  
Oneida Business Committee



ATTEST:

*John Barton*  
Secretary,  
Oneida Business Committee




At a regular meeting of the Oneida Business Committee of the Oneida Tribe of Indians of Wisconsin, Russell Metoxen moved adoption of the foregoing Resolution and Ernest Stevens, Jr. seconded the motion; on roll call, the following vote was recorded:

- 1. Loretta V. Metoxen Aye - Nay - Absent - Abstain
- 2. Kathy Hughes Aye - Nay - Absent - Abstain
- 3. Julie Barton Aye - Nay - Absent - Abstain
- 4. Russell Metoxen Aye - Nay - Absent - Abstain
- 5. Gary L. Jordan Aye - Nay - Absent - Abstain
- 6. Ernest Stevens, Jr. Aye - Nay - Absent - Abstain
- 7. Sandra Ninham Aye - Nay - Absent - Abstain
- 8. Shirley Hill Aye - Nay - Absent - Abstain
- 9. Deborah Doxtator \* Aye - Nay - Absent - Abstain

Chair not voting per tribal law.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum 9 members were at a meeting duly called, noticed and held on the 19th day of January, 1994; that the foregoing resolution was duly adopted at such meeting by a vote of 8 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.

  
Julie Barton, Tribal Secretary  
Oneida Business Committee