

# Oneida Tribe of Indians of Wisconsin

Post Office Box 365



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.

Phone: (414) 869-2214



Oneida, WI 54155



UGWA DEMOLUM YATEHE  
Because of the help of this Oneida Chief in cementing a friendship between the six nations and the colony of Pennsylvania, a new nation, the United States was made possible.

## RESOLUTION 5-3-95-H

WHEREAS, the Oneida Tribe is a federally recognized Indian Government and treaty Tribe recognized by the laws of the United States, and

WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin, and

WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council, and

WHEREAS, the Oneida Tribe has acquired an ownership interest in 33,000 shares of stock, or thirty-six and seven tenths percent (36.7%), of Bay Bancorporation, a duly formed bank holding company, and

WHEREAS, the Oneida Tribe has the option to purchase all outstanding shares of the stock of Bay Bancorporation, not already owned by the Oneida Tribe, on March 1, 2001, and

WHEREAS, Bay Bancorporation has filed an application with the Board of Governors of the Federal Reserve System (hereinafter referred to as the "Board") seeking approval to acquire Bay Bank as its principal asset, and

WHEREAS, under the Bank Holding Company Act (12 U.S. C. §1841 et seq.) (hereinafter referred to as the "BHCA"), an entity is deemed to have control over a bank if it acquires ownership, either directly or indirectly, or control of twenty-five percent (25%) or more of any class of voting securities of a bank or bank holding company, and

WHEREAS, the BHCA makes it unlawful for a "company" to acquire control of a bank without first obtaining the approval of the Board, and

WHEREAS, the Board has requested that the Tribe and each Tribal Affiliate enter into Commitments in the form of the Commitment Letter attached hereto in connection with the application of Bay Bancorporation, and

WHEREAS, these Commitments are obtained in an effort to place the Tribally controlled holding company in the same position as domestic bank holding companies for the purpose of enforcing Federal banking laws, and

WHEREAS, it is in the best interest of the Tribe to enter into these Commitments in order to facilitate the approval of this application with the Board.

NOW THEREFORE BE IT RESOLVED that the Tribe agrees to provide to any Federal Banking Authority, the United States Department of Justice, or the United States Department of the Treasury all information requested in connection with any investigation, action or proceeding as it relates to the enforcement or possible enforcement of any federal or state banking law (hereinafter referred to as "Banking law") with respect to any person or entity subject thereto, the ownership or control by the Tribe of Bay Bancorporation or Bay Bank, the operations or activities of Bay Bancorporation or Bay Bank, and the compliance of the Tribe with the provisions of said Commitments, and

BE IT FURTHER RESOLVED that the Tribe agrees to provide the Board access to and provide copies of all books and records to the extent necessary to enable the Board to examine the details of any transaction or series of transactions of Bay Bank or Bay Bancorporation with the Tribe, if the Board has reasonable cause to believe that any such transaction or series of transactions has taken place; or any transaction or series of transactions of the Tribe or any of its Affiliates, if the Board has reasonable cause to believe that any such transaction or series of transactions was or is in violation of any Banking law on the part of the Tribe acting alone or in concert with Bay Bank or Bay Bancorporation, or had or may have a material adverse effect on the business or financial condition, results of operations, properties, or assets of Bay Bank or Bay Bancorporation; and

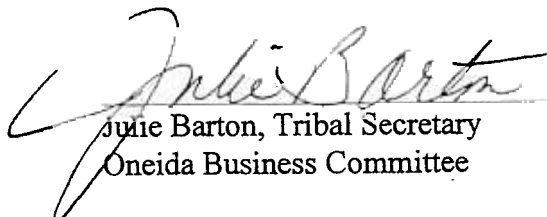
BE IT FURTHER RESOLVED that the Tribe hereby consents and submits to the personal jurisdiction (including acceptance of service of process) of any federal court of competent jurisdiction and of any Federal Banking authority for purposes of: any matter arising under or related to said Commitments, including any issue relating to the interpretation of any term or provision of, or any dispute arising under, or to any issue relating to the compliance of the Tribe with said Commitments; and of any investigation or possible investigation, action, subpoena, examination, or proceeding by any Federal Banking Authority, the United States Department of Justice, or the United States Department of the Treasury relating to the administration of any Banking law, and

BE IT FURTHER RESOLVED that the Tribe hereby irrevocably waives any claim of sovereign immunity and any claim that a tribal court has jurisdiction, in connection with any such matter, issue, dispute investigation, action, subpoena, examination or proceeding arising under or relating to the Commitments and/or administration or enforcement of any Banking law, and

BE IT FINALLY RESOLVED that the Tribe does hereby approve the terms and conditions contained in said Commitment Letter and authorize the Chairperson to execute said Commitment Letter on behalf of the Oneida Tribe of Indians of Wisconsin, and by such execution bind the Tribe, including each division, department, commission, committee, board, office, facility and any other subordinate organization of the Tribe, to each provision of the Commitment Letter. In addition, this Resolution supersedes Resolution 4-24-95-A.

CERTIFICATION

I, the undersigned, as Secretary of the Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum. 8 members were present at a meeting duly called, noticed and held on the 3 day of May 1995; that the foregoing resolution was duly adopted at said meeting by a vote of 7 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