

**RESOLUTION NO. 5-19-93-E**

of the

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

**Providing for  
Authorization and Approval for the**

**Oneida Tribe of Indians of Wisconsin,  
a Federally Recognized Indian  
Government and Treaty Tribe  
General Fund Tax-Exempt Revenue Bonds  
Various Purpose Governmental Facilities Projects  
Series 1993  
and Authorizing, Directing and Approving the  
Preparation, Execution and Delivery of a  
Trust Indenture, a Bond Purchase Agreement  
and Other Related Documents and Actions  
to be Taken in Connection Therewith**

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**Passed and Adopted on May 19, 1993**

**ONEIDA TRIBE OF INDIANS OF WISCONSIN**

Resolution No. \_\_\_\_

relating to \_\_\_\_

**Oneida Tribe of Indians of Wisconsin,  
a Federally Recognized Indian  
Government and Treaty Tribe  
General Fund Tax-Exempt Revenue Bonds  
Various Purpose Governmental Facilities Projects  
Series 1993**

**AUTHORIZING AND APPROVING RESOLUTION**

**A RESOLUTION OF THE ONEIDA BUSINESS COMMITTEE OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN PROVIDING FOR AND AUTHORIZING THE ISSUANCE OF THE ISSUER'S GENERAL FUND TAX-EXEMPT REVENUE BONDS, VARIOUS PURPOSE GOVERNMENTAL FACILITIES PROJECTS, SERIES 1993, AUTHORIZING, DIRECTING AND APPROVING THE PREPARATION, EXECUTION AND DELIVERY OF A TRUST INDENTURE RELATING TO AND CREATING SAID BONDS AND PROVIDING FOR THE USE OF THE PROCEEDS THEREOF, AUTHORIZING AND APPROVING THE APPLICATION OF GENERAL FUND REVENUES OF THE ISSUER, AS HEREIN DESCRIBED FOR THE PAYMENT OF SAID BONDS AND FOR VARIOUS OTHER PURPOSES, AUTHORIZING AND DIRECTING THE PREPARATION OF A BOND PURCHASE AGREEMENT RELATING TO SAID BONDS AND THE USE OF THE PROCEEDS THEREOF, PROVIDING AUTHORIZATION FOR THE ISSUER'S APPROVAL OF THE PROPOSAL OF ALDEN CAPITAL MARKETS, INC., DENVER, COLORADO, RELATING TO THE PURCHASE OF THE BONDS AND THE TERMS AND PROVISIONS THEREOF, PROVIDING FOR AND APPROVING SAID INVESTMENT BANKING FIRM AND THE FIRM OF BOND COUNSEL TO THE ISSUER IN CONNECTION WITH THE FINANCING AUTHORIZED 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 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 Issuer 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 Issuer 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 Issuer has heretofore provided for and desires to provide for the acquisition, construction, refurbishing, equipping and renovation of governmental purpose school facilities, parking facilities and improvements and to provide for the financing of the costs thereof (the "Project"); and

(4) **WHEREAS**, the Issuer has heretofore determined that the costs of the Project, consisting of the acquisition, construction, improvement and renovation of governmental purpose school facilities and parking facilities and improvements for the Project, is approximately \$25,000,000, and pursuant to its Constitution and Bylaws, the Issuer is authorized to borrow and repay funds to carry out its powers and purposes and to pledge or encumber various funds and assets for such purpose; and

(5) **WHEREAS**, the Issuer has 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

(6) **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 Governing Body of the Issuer has determined to provide authorization and approval for the issuance of Bonds of the Issuer, and for the execution and delivery of various documents and certificates required to provide for the issuance and delivery of such Bonds, as more fully described herein, the proceeds of which shall 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, 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 Issuer lawfully available for such purposes; and

(7) **WHEREAS**, in connection with the Bond Financing Program, the Governing Body shall proceed with and complete the Bond Financing Program with diligence and in connection therewith the following documents shall be prepared by the financing team appointed by the Issuer, as designated and described hereinafter, said documents to be submitted to the Governing Body for final authorization and approval prior to the issuance of the Bonds:

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

(b) a Bond Purchase Agreement (the "Bond Purchase 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;

(c) such other documents and certificates as shall be necessary or required to carry out the purposes of the Bond Financing Program;

(8) **WHEREAS**, all conditions, things and acts required to exist, to happen and to be performed precedent to and in the issuance of the Bonds and the pledge and application of general fund revenues of the Issuer (the "General Fund Revenues") for payment thereof, as expressly provided for in the Trust Indenture, 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, shall exist, have happened and have been performed in due time, form and manner as conditions precedent to the issuance of the Bonds, the Trust Indenture and the Bond Purchase Agreement and particularly as required by the laws of the United States of America, the provisions of the Tribe's Constitution and Bylaws and the provisions of this Resolution, and as shall be required by final resolution of the Governing Body to be adopted and to provide for final approval of the Bonds, 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 Issuer in the expected realization of economic benefit and in the financing of the Project, that the Governing Body provide for the funding of the Bond Financing Program for the Project through the issuance of Bonds as hereinafter provided for and by the use of the proceeds thereof for the purposes stated herein.

**Section 2. Authorization for Bonds.** Pursuant to the powers conferred upon the Issuer and to provide funds for payment of the various costs of the Project, the Governing Body hereby authorizes the creation, execution, issuance and delivery of Bonds of the Issuer in the manner and for the purposes set forth herein and in the Trust Indenture herein authorized. The Bonds shall be designated "Oneida Tribe of Indians of Wisconsin, a Federally Recognized Indian Government and Treaty Tribe, General Fund Tax-Exempt Revenue Bonds, Various Purpose Governmental Facilities Projects, Series 1993" (the "Bonds", as defined hereinabove), as 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 \$25,000,000, 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 and are hereby directed to be confirmed, authorized and finally approved by a final resolution or ordinance of the

Governing Body at a lawful meeting thereof held prior to the date of issuance of the Bonds.

**Section 3. Authorization of Governing Body to Appoint Professionals.** In connection with the authorization for and issuance of the Bonds, the Governing Body hereby designates, appoints and engages Alden Capital Markets, Inc., Denver, Colorado, as the Issuer's Investment Banker and the firm of Carroll, Burdick & McDonough, Sacramento, California ("Bond Counsel"), as Bond Counsel to the Issuer, which firms shall be engaged for the purpose of providing professional services to the Issuer in connection with the authorization, issuance, sale and delivery of the Bonds. The Chairman and Secretary of the Issuer 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.

**Section 4. Approval of Use and Application of Revenues for Payment of Bonds.** All revenues received by the Issuer and deposited to its general fund and lawfully available for such purpose are hereby authorized to be pledged under and by the provisions of the Trust Indenture to the extent required for 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.

**Section 5. Authorization for and Approval of Preparation of Trust Indenture.** The preparation of the Trust Indenture required with respect to the Bonds is hereby in all respects authorized and approved. The Chairman and Secretary of the Governing Body of the Issuer shall each be authorized to execute and deliver the Trust Indenture in the form and with such terms and provisions as shall be required and as shall be deemed necessary and as shall be finally approved by the Governing Body of the Issuer at a lawful meeting thereof. Upon such approval by the Governing Body, the Chairman or Secretary of the Governing Body of the Issuer shall be authorized to and shall enter into the Trust Indenture with the Trustee designated therein in the form of the Trust Indenture presented to the Governing Body at its meeting for approval thereof, and the execution thereof by the Chairman or Secretary of the Governing Body shall constitute conclusive evidence of the approval of the form, terms and provisions of the Trust Indenture by the Governing Body for and on behalf of the Issuer.

**Section 6. Authorization for and Approval of Bond Purchase Agreement.** A Bond Purchase Agreement shall be prepared to evidence the purchase of the Bonds and the Issuer shall be authorized to and shall enter into such Bond Purchase Agreement in the form thereof presented to the Governing Body at a lawful meeting of the Governing Body for its approval, and the final authorization of the Governing Body for and the execution thereof by the Chairman or Secretary of the Governing Body of the Issuer shall constitute conclusive evidence of the approval of the form, terms and provisions of such Bond Purchase Agreement for and on behalf of the Issuer. The Chairman or Secretary of the Governing Body of the

Issuer shall be authorized to execute and deliver such Bond Purchase Agreement in the form and with the content to be expressly approved by the Governing Body and for and on behalf of the Issuer, upon the final approval thereof by the Governing Body.

**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 Governing Body, 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 purchaser thereof in accordance with written instructions executed on behalf of the Issuer by the Chairman or Secretary of the Governing Body of the Issuer, which instructions such officer shall be authorized and directed, for and in the name and on behalf of the Issuer, 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 Purchase Agreement therefore, upon satisfaction of all conditions required under the Bond Purchase 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.

**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 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 Issuer with respect to the issuance of the Bonds are hereby approved and confirmed. The Governing Body and the officers and employees of the Issuer 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 and this Resolution which shall be necessary or reasonably required by the parties to the Trust Indenture and the Bond Purchase 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 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 Bond Purchase 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 Issuer, including all actions taken by the Governing Body and the officers, employees and agents of the Issuer, 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 May, 1993.

ONEIDA TRIBE OF INDIANS OF  
WISCONSIN

By Richard G. Hui  
Chairman, Oneida Business  
Committee

S E A L )

ATTEST:

Paula Corbett  
Secretary, Oneida Business  
Committee

At a \_\_\_\_\_ meeting of the Oneida Business Committee of the Oneida Tribe of Indians of Wisconsin, \_\_\_\_\_ moved adoption of the foregoing Resolution and \_\_\_\_\_ seconded the motion; on roll call, the following vote was recorded:

- |    |       |     |     |        |        |         |         |         |
|----|-------|-----|-----|--------|--------|---------|---------|---------|
| 1. | _____ | Aye | Nay | -      | Absent | -       | Abstain |         |
| 2. | _____ | Aye | -   | Nay    | -      | Absent  | -       | Abstain |
| 3. | _____ | Aye | Nay | -      | Absent | -       | Abstain |         |
| 4. | _____ | Aye | -   | Nay    | Absent | -       | Abstain |         |
| 5. | _____ | Aye | -   | Nay    | Absent | -       | Abstain |         |
| 6. | _____ | Aye | -   | Nay    | -      | Absent  | Abstain |         |
| 7. | _____ | Aye | Nay | Absent | -      | Abstain |         |         |
| 8. | _____ | Aye | -   | Nay    | -      | Absent  | Abstain |         |
| 9. | _____ | Aye | Nay | Absent | -      | Abstain |         |         |