

Oneida Tribe of Indians of Wisconsin

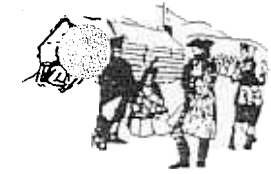
Post Office Box 365

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.



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

RESOLUTION 7-19-95 -C

- WHEREAS, the Oneida Tribe of Indians of Wisconsin 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 thirty-eight and three-hundredths percent (38.03%) of all outstanding stock in Bay Bancorporation, a duly formed bank holding company, and
- WHEREAS, On June 14, 1995, Bay Bancorporation has been given approval from the Federal Reserve Board to acquire 50,000 shares in Bay Bank, this 50,000 shares representing a 100% interest in Bay Bank, and
- WHEREAS, this approval was conditioned upon the Tribe making certain commitments to the Board of Governors of the Federal Reserve System regarding submission to jurisdiction of federal courts, access to and provision of information as it relates to any future banking transactions between the Tribe and Bay Bank, and a limited waiver of the Tribe's sovereign immunity as it relates to enforcement of these commitments, and
- WHEREAS, these commitments are contained in an Agreement entitled "Commitment Letter" entered into by Bay Bancorporation, Bay Bank, the Tribe and all of its Tribal entities, and
- WHEREAS, among these commitments are provisions regarding the application of not only federal banking laws, but state banking laws, and
- WHEREAS, Bay Bank has applied for a state banking charter from the State of Wisconsin Office of Commissioner of Banking ("Wisconsin Banking Commission"), and

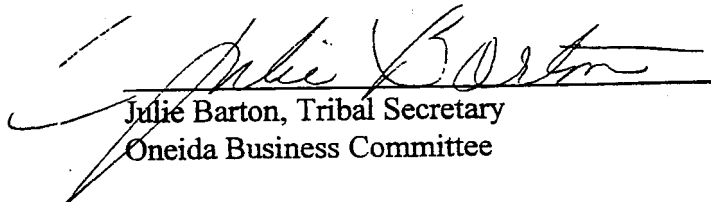
WHEREAS, the granting of this charter is conditioned upon the Tribe entering into an Agreement entitled "Mutual Understandings and Commitments in the Application for Charter of Bay Bank", which mirrors the above commitments but is specific to recognition of the Wisconsin Banking Commission as having regulatory authority over state-chartered banks, and

WHEREAS, it is in the best interest of the Tribe to enter into the above Agreement in order to facilitate the granting of a state banking charter.

NOW THEREFORE BE IT RESOLVED that the Tribe does hereby approve the terms and conditions contained in the Mutual Understandings and Commitments in the Application for Charter of Bay Bank and authorize the Chairperson to execute said document on behalf of the Oneida Tribe of Indians of Wisconsin.

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 19th day of July 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