

RESOLUTION NO. 8-4-93-10

of the

BUSINESS COMMITTEE OF THE  
ONEIDA TRIBE OF INDIANS OF WISCONSIN

Relating to the  
Approval of the Issuance by the  
Oneida Utilities Commission of its

\$19,600,000  
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 1993

and Authorizing and Approving the  
Execution and Delivery of a Trust Indenture,  
Public Facilities Lease Agreement,  
Ground Lease, Sublease, Agency Agreement,  
Assignment Agreement, Guaranty Agreement  
and Bond Placement Agreement,  
and Other Related Documents and Actions  
to be Taken in Connection Therewith

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Passed and Adopted on August 4, 1993

BUSINESS COMMITTEE OF THE  
ONEIDA TRIBE OF INDIANS OF WISCONSIN  
Resolution No. 8-4-93-10  
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Oneida Utilities Commission  
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FINAL APPROVING RESOLUTION

A RESOLUTION OF THE BUSINESS COMMITTEE OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN APPROVING THE ISSUANCE BY THE ONEIDA UTILITIES COMMISSION OF \$19,600,000 IN PRINCIPAL AMOUNT OF LEASE REVENUE BONDS 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 1993; APPROVING AND DIRECTING THE FINAL 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 THE CERTAIN LEASE PAYMENTS AND OTHER REVENUES HEREIN DESCRIBED FOR THE PAYMENT OF SAID BONDS AND FOR VARIOUS OTHER PURPOSES; AUTHORIZING AND DIRECTING THE PREPARATION, EXECUTION AND DELIVERY OF A PUBLIC FACILITIES LEASE AGREEMENT, A GROUND LEASE, A SUBLEASE, AN AGENCY AGREEMENT AND AN ASSIGNMENT AGREEMENT IN CONNECTION THEREWITH: APPROVING THE PROPOSAL OF ALDEN CAPITAL MARKETS, INC., DENVER, COLORADO, RELATING TO THE PLACEMENT OF THE BONDS, THE TERMS AND PROVISIONS THEREOF AND THE EXECUTION AND DELIVERY OF A BOND PLACEMENT AGREEMENT IN CONNECTION THEREWITH; PROVIDING FOR AND RATIFYING THE APPROVAL OF THE PROJECT AND OTHER RELATED DOCUMENTS AND ACTIONS TO BE TAKEN IN CONNECTION WITH THE FOREGOING.

(1) **WHEREAS**, the Oneida Tribe of Indians of Wisconsin (the "Tribe") is a federally-recognized Indian and Treaty Tribe existing pursuant to its inherent and retained sovereignty and recognized as such under the laws of the United States of America by virtue of and pursuant to such retained sovereignty and the powers enumerated and set forth in the Tribe's Constitution and Bylaws initially adopted by the Tribe on November 14, 1936, as 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 the Tribe is governed by the General Tribal Council which has delegated broad governance authority and powers to the Oneida Business Committee; and

(2) **WHEREAS**, the Oneida Utilities Commission (the "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(h) 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 and construction 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 Tribe and the Issuer have heretofore provided for and desire to provide for the acquisition, construction, refurbishing, equipping, renovation and improvement of certain governmental purpose facilities for the Tribe, consisting of school facilities and parking facilities and improvements, together with appurtenant roadway facilities and improvements (the "Project"), and the Issuer intends to provide for the financing of the costs thereof and for the leasing of the Project to the Tribe under and pursuant to the Public Facilities Lease Agreement dated as of July 1, 1993 (the "Agreement") to be entered into by and between the Issuer and the Tribe as described herein; and

(4) **WHEREAS**, the Project will serve the members of the Tribe and the general public and will be available on a regular basis for use by members of the Tribe and the general public and it is the intention of the Issuer and the Tribe that the Project will be so used and so made available for such use by the members of the Tribe and the general public; and

(5) **WHEREAS**, the Business Committee has approved and does hereby determine to approve, pursuant to the provisions of the Ordinance, exercise the powers and authority vested in the Issuer thereunder, the issuance by the Issuer of its lease revenue bonds in order to provide funds for the acquisition, construction, refurbishing, renovation, improvement, equipping and financing of the Project and for payment of certain issuance costs in connection with the issuance of the Bonds, as described, provided for and approved herein, all by the issuance by the Issuer of such lease revenue bonds of the Issuer 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 1993" (the "Bonds" or "Series 1993 Bonds"), in the manner set forth in the Trust Indenture and the Lease Agreement hereinafter described; and

(6) **WHEREAS**, the Business Committee has duly found and determined, pursuant to Resolution No. 5-19-93-E heretofore adopted by the Business Committee (the "Resolution"), that the financing of the Project is in the best interests of the Tribe in the expected

realization of economic and other benefits and the Business Committee has further found and determined and does hereby approve provision for the leasing to the Tribe of the Project to be financed through the issuance of the Bonds of the Issuer and by the use of the proceeds thereof for the purposes stated herein, in the Trust Indenture and in the Lease Agreement; and

(7) **WHEREAS**, it has been determined by the Issuer pursuant to the provisions of the Indenture and a resolution of the Issuer that the amount necessary to finance the project, including payment of necessary expenses and all costs of issuance of the Bonds and establishing and funding certain funds and accounts incidental thereto, will require the issuance, sale and delivery of the Series 1993 Bonds in the aggregate principal amount of \$19,600,000; and

(8) **WHEREAS**, the Tribe 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 the Issuer has determined to approve the Bond Financing Program pursuant to this Resolution; and

(9) **WHEREAS**, in connection with the Bond Financing Program, the Business Committee has determined and does hereby determine to proceed with and to approve and complete the Bond Financing Program with diligence and in connection therewith the following documents (the "Bond Documents") have been prepared for submission to the Business Committee at this meeting for authorization and/or approval:

a Trust Indenture dated as of July 1, 1993 (the "Indenture") to be executed by and between the Issuer and Norwest Bank Wisconsin, N.A. (the "Trustee");

a Public Facilities Lease Agreement dated as of July 1, 1993 (the "Lease Agreement") to be executed by and between the Issuer and the Tribe;

a Sublease for the site for the parking facilities;

a Ground Lease for the site for the school facilities;

an Agency Agreement dated as of July 1, 1993 (the "Agency Agreement") to be executed by and between the Issuer and the Tribe;

an Assignment Agreement dated as of July 1, 1993 (the "Assignment Agreement") to be executed by the Issuer and the Trustee;

a Bond Placement Agreement dated as of August 6, 1993 (the "Placement Agreement") to be executed by and between the Issuer, the Tribe and the Investment Banker;

a Guaranty Agreement dated as of July 1, 1993 (the "Guaranty") to be executed and delivered by the Tribe; and

a Private Placement Memorandum dated as of August 4, 1993 (the "Placement Memorandum") to be executed by the Tribe and the Issuer;

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

(10) **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 Revenues of the Issuer for payment thereof, as expressly provided for in the Indenture, and the issuance and delivery of the Bonds for the purposes contemplated by this Resolution and the Bond Documents and the various other 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 and particularly as required by applicable law, the provisions of the Tribe's Constitution and Bylaws, the provisions of the Ordinance and as required by this Resolution of the Business Committee approving the issuance of the Bonds, all as hereinafter directed, authorized and provided for.

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

**Section 1. Determination.** The Business Committee has determined and does hereby determine that it is in the best interests of the Tribe in the expected realization of economic benefit and in the financing of the Project, that the Business Committee provide for final approval of the funding of the Bond Financing Program for the Project through the issuance by the Issuer of the Bonds as hereinafter provided for and by the use of the proceeds thereof for the purposes stated herein and in the Indenture.

**Section 2. Authorization for Bonds.** Pursuant to the provisions and requirements of the Ordinance, and in order to provide funds which is currently required for payment of the various costs of the Project, the Business Committee hereby expressly approves the creation, execution, issuance and delivery of lease revenue bonds of the Issuer in the manner and for the purposes set forth herein and in the Indenture. As provided in the Indenture, 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 1993", and shall be issuable in and as one series of Bonds, which

series is hereby expressly approved by the Business Committee with such further designation as may be required for purposes of identification and distinction of each series from any other series. 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 Indenture delivered with respect thereto, shall be in an aggregate principal amount not to exceed \$19,600,000, shall be dated as provided in the Indenture, and interest thereon shall accrue and be payable thereon from their date, at the rate or rates (not to exceed 7.00% per annum) and the principal of the Bonds shall mature on the date or dates and in the amounts each year (serially or by sinking fund redemption) as set forth in the indenture, all of which terms shall be and are hereby directed to be confirmed and finally approved by an officer of the Business Committee authorized herein to execute and deliver the Bond Documents to which the Tribe is a party. The Bonds as approved by the Business Committee shall be in an aggregate principal amount not to exceed \$19,600,000.

**Section 3. Approval of Use and Application of Revenues for Payment of Bonds.** The Business Committee expressly approves the pledge, use and application of all Revenues (as such term is defined in the Indenture) which are to be received by the Issuer under the Indenture and which are lawfully available for such purpose to be pledged under and applied for payment of the Bonds secured by and under and in accordance with the express provisions of the Bond Documents therefor (including, without limitation, the Indenture) and such Revenues shall be applied to and 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 Indenture and the Lease Agreement.

**Section 4. Authorization for and Approval of Preparation of Bond Documents.** The preparation of the Bond Documents required with respect to the Bonds is hereby in all respects ratified and approved. The Chairman, Vice Chairman, Secretary and/or Treasurer of the Business Committee shall each be authorized to execute and deliver the Bond Documents to which the Tribe is a party in the form and with such terms and provisions as shall be required and as shall be deemed necessary and as approved as to form by the Business Committee at this meeting. Pursuant to such approval by the Business Committee, the Chairman, Vice Chairman, Secretary and/or Treasurer of the Business Committee shall be authorized to and shall enter into the Bond Documents to which the Tribe is a party and with the respective parties designated therein in substantially the form of the Bond Documents presented to the Business Committee at this meeting for approval thereof, with such changes thereto as shall be approved by said officers executing the Bond Documents to which the Tribe is a Party, by Special Counsel to the Issuer and the Tribe, by the Investment Banker and by Bond Counsel, and the execution thereof by the Chairman, Vice Chairman, Secretary and/or Treasurer of the Business Committee shall constitute conclusive evidence of the final approval of the form, terms and provisions of the Bond Documents to which the Tribe is a

party by the Business Committee for and on behalf of the Tribe.

**Section 5. Authorization for and Approval of Purchase and Placement of Bonds.** Pursuant to approval of the issuance of the Bonds conferred by this Resolution and the approval of the Placement Agreement as provided for hereinabove, and in pursuance of the financing of the Project, the purchase and placement of the Bonds with the various purchasers of the Bonds, upon the terms set forth in the Placement Agreement, is hereby in all respects approved, ratified and confirmed and the Bonds are authorized to be delivered to the purchasers thereof pursuant to the terms and conditions therefor provided in the Placement Agreement.

**Section 6. Order for Authentication.** The Bonds, when executed, shall be delivered to the Trustee for authentication. The Trustee shall be authorized, upon direction and approval of a certificate executed by one or more officers of the Governing Body of the Issuer, to authenticate the Bonds by executing the Trustee's certificate of authentication and registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the original purchasers thereof in accordance with written instructions executed on behalf of the Issuer by the Chairman, Vice Chairman or Secretary of the Governing Body of the Issuer, which instructions any 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 hereof and the Bond Documents, upon satisfaction of all conditions required under the Indenture for delivery of such Bonds, as he same shall have been finally approved and/or provided for by the Governing Body of the Issuer.

**Section 7. 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 with the registered owners from time to time of outstanding Bonds.

**Section 8. Ratification; Authorization for Action.** All actions heretofore taken by the Business Committee and the officers, employees and agents of the Business Committee and the Tribe with respect to approval of the issuance of the Bonds are hereby approved and confirmed. The Business Committee and the officers and employees of the Tribe shall take all actions in conformity with applicable law, including 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 Bond Documents to effectuate their provisions, and shall take all other action necessary or desirable, and in conformity with such applicable law, 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 Bond Documents to which the Tribe is a party and all other agreements, closing documents, certificates and opinions authorized or required to be delivered in connection with the sale, execution and delivery of each series of Bonds. All actions heretofore taken by the Tribe, including all actions taken by the Business Committee and the officers, employees and agents of the Business Committee and the Tribe, directed toward the acquisition of the Project, the Bond Financing Program, and the sale, issuance, execution and delivery of the Bonds for the purposes thereof, be, and the same are hereby, ratified, approved and confirmed. To the extent modifications shall hereafter become necessary to effectuate the approved documents and to facilitate the Bond Financing Program and its closing. The Chairman and Treasurer are hereby authorized to make such modifications.

**Section 9. Resolution Irrepealable.** After any of 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 provide in the Indenture.

**Section 10. Severability.** If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

**Section 11. Superseding Provisions.** To the extent this Resolution approves the issuance of the Bonds by the Issuer, the leasing of the Project by the Tribe and the structuring of the Bond Financing Program as set forth and reflected in the Bond Documents, the provisions of Resolution No. 5-19-93-E relating to the provision for the issuance of general fund revenue bonds of the Tribe shall be deemed to be and are hereby superseded by this provisions of this Resolution.

**Section 12. Effective Date.** This Resolution shall be in full force and effect upon its passage and approval.

PASSED, ADOPTED AND APPROVED THIS 4th day of August, 1993.

BUSINESS COMMITTEE OF THE  
ONEIDA TRIBE OF INDIANS OF  
WISCONSIN

By Deborah Doxtator  
Chairman

ATTEST:

Gene L. [Signature]  
Secretary