

Oneida Tribe of Indians of Wisconsin

Post Office Box 365

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Oneida, WI 54155



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



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 # 8-13-97B

- WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a 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, Oneida Nation Electronics ("ONE") has negotiated a Term Loan and Credit Agreement with Norwest Bank of Wisconsin, National Association ("Norwest"), under which Norwest has agreed to provide ONE with (i) a \$4,000,000.00 term loan and (ii) a \$500,000.00 revolving line of credit. (The Term Loan and Credit Agreement, together with accompanying Security Agreement, Financing Statement(s), Leasehold Mortgage, Assignment of Rents and Leases, Arbitration Agreement, and all other documents as may from time to time be required to evidence or secure ONE's obligations to Norwest shall be referred to herein as the "Financing Documents"), and
- WHEREAS, as a condition precedent to any advance from Norwest to ONE, Norwest has required that the Oneida Tribe of Indians of Wisconsin provide a guaranty of the obligations incurred by ONE pursuant to the Financing Documents (the "Guaranty"); and
- WHEREAS, said Guaranty shall be limited to a principle amount of \$4,500,000.00, together with reasonable attorney's fees, collection costs, and enforcement expenses; and
- WHEREAS, said Guaranty shall terminate after five (5) years upon a showing that certain conditions, including adequate financial performance by ONE, exist; and

WHEREAS, said Guaranty has been prepared and submitted to this Business Committee, and

WHEREAS, the Oneida Tribe acknowledges that the Guaranty contains a waiver of the Tribe' sovereign immunity for purposes of its enforcement;

NOW THEREFORE BE IT RESOLVED that the Guaranty is hereby approved by the Oneida Business Committee.

FURTHER RESOLVED that the Chairwoman and Secretary of the Oneida Business Committee are hereby authorized and directed to execute and deliver the Guaranty on behalf of the Oneida Tribe of Indians of Wisconsin, and to execute and deliver on behalf of the Oneida Tribe such additional instruments and certifications as may be necessary and appropriate in order to implement this Resolution and to evidence or secure the Guaranty, the Chairwoman's and Secretary's execution and delivery of any document or additional instrument or certification being conclusive evidence of their approval thereof in accordance with this Resolution.

FURTHER RESOLVED that the approvals and authorizations herein contained shall constitute sufficient approvals and authorizations of the Guaranty without further action of this Business Committee.

FURTHER RESOLVED, the Secretary of the Oneida Business Committee shall certify to Norwest the names and signatures of the persons who presently are duly elected, qualified and acting as the officers authorized to act under the foregoing Resolution, and the Secretary of the Oneida Business Committee shall from time to time hereafter, upon a change in the facts so certified, immediately certify to Norwest the names and signatures of the persons then authorized to sign or to act, Norwest shall be fully protected in relying on such certificates and on the obligation of the Secretary of the Oneida Business Committee immediately to certify to Norwest any change in any fact certified, and Norwest shall be indemnified and saved harmless by the Oneida Tribe from any and all claims, demands, expenses, costs and damages resulting from or growing out of honoring or relying on the signature or other authority (whether or not property used) or any officer whose name and signature was so certified, or refusing to honor any signatures or authority not so certified.

C E R T I F I C A T I O N S

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, 6 members were present at a meeting duly called, noticed and held on the 13th day of AUGUST, 1997; that the foregoing resolution was duly adopted at such meeting by a vote of 5 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way

I further certify that the Oneida Business Committee has, and at the time of adoption of the foregoing Resolutions had, full power and lawful authority to adopt the foregoing resolutions and

to confer the powers therein granted upon the officers designated, and that such officers have full power and authority to exercise the same. All transactions described in this Resolution conducted by or on behalf of the Oneida Tribe prior to delivery of this Resolution are in all respects ratified, approved and confirmed.

I further certify that the officers whose names appear below have been duly elected to and now hold the offices in the Tribe as set forth below until August, 1999, said date being the expiration date of the terms of said elected officers, and that the signature appearing opposite the name of each of such officers is authentic and official:

Deborah Doxtator, Chairwoman Deborah Doxtator

Gary L. Jordan, Vice Chair Gary L. Jordan

Julie Barton, Secretary Julie Barton

Kathy Hughes, Treasurer Kathy Hughes

Julie Barton
Julie Barton, Secretary
Oneida Business Committee