

Oneida Nation

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Oneida, WI 54155

BC Resolution # 10-10-18-A Action by Oneida Nation as Owner of Corporate Shares

- WHEREAS,** the Oneida Nation is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States of America; and
- WHEREAS,** the Oneida General Tribal Council is the governing body of the Oneida Nation; 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 Business Committee has created corporate entities under its constitutional authority, authorized corporate entities to be created under state laws, and has purchased interests in business entities through the purchase of shares for financial investment purposes; and
- WHEREAS,** action as a shareholder in corporations purchased for financial investment purposes is generally managed through the Finance Office or the Trust Enrollment Committee as the fiduciary trustee of the Oneida Nation or the owner of the invested funds, for example, elder per capita funds; and
- WHEREAS,** action as a shareholder in corporations created by the Oneida Business Committee or authorized to be created under state law is generally conducted by the Oneida Business Committee on behalf of the Oneida Nation, the shareholder in the corporation; and
- WHEREAS,** historically that action has been through approval of proxies at Oneida Business Committee meetings presented at shareholder meetings, or by the presence of Oneida Business Committee members at a shareholder meeting without clarification of whether this required a quorum of the Oneida Business Committee; and
- WHEREAS,** corporate entities created by the Oneida Business Committee or authorized to be created under state laws require a consistent understanding of who represents the owner of the shares, the Oneida Nation, and how action can be taken; and
- WHEREAS,** the Oneida Business Committee has determined that it is inappropriate to include direction regarding how the shareholder, Oneida Nation, is represented in every corporate creation document as that action may lead to inconsistency and confusion between corporations and over time; and
- WHEREAS,** the Oneida Business Committee has determined that a shareholder meeting is not a meeting of the Oneida Business Committee and is governed by the corporate documents (whether charters, by-laws, articles of incorporation, other types of documents) and as such the authority of the Oneida Business Committee should be clearly identified for purposes of authorizing actions of the corporate entity; and

NOW THEREFORE BE IT RESOLVED, the Oneida Nation is the shareholder in corporate entities created by the Oneida Business Committee through its delegated constitutional authority or a corporate entity authorized by the Oneida Business Committee to be created under state laws and the Oneida Business Committee acts on behalf of the Oneida Nation with respect to the Oneida Nation's rights and responsibilities as a shareholder in such corporate entities.

BE IT FURTHER RESOLVED, the Oneida Business Committee, meeting at a corporate shareholder meeting, is not meeting as the Oneida Business Committee and the meeting shall be governed by the rules of the corporate entity.

BE IT FURTHER RESOLVED, the Oneida Business Committee shall identify, by motion of the Oneida Business Committee at a regular, special or emergency meeting, or by e-poll, one of the following three methods of appearing and acting on behalf of the Oneida Nation, the shareholder.

1. Appointment of a liaison(s) acting according to specific written proxy authority.
2. Identification of three or more Oneida Business Committee members who shall act independently, according to their knowledge, skills and abilities on behalf of the Oneida Nation and the majority vote of the Oneida Business Committee members present shall govern the vote(s) cast on behalf of the shareholder.
3. Identification that the Oneida Business Committee members appearing shall act by consensus in determining how the vote(s) will be cast on behalf of the shareholder.

BE IT FINALLY RESOLVED, the Business Committee Support Office (BCSO) shall receive all notices of shareholder meetings of a corporate entity governed by the resolution and shall place the notice on an agenda of the Oneida Business Committee in a timely manner. Upon action by the Oneida Business Committee choosing one of the three methods of casting shareholder vote(s), the BCSO shall draft correspondence to the corporate entity which identifies the motion and voting methodology chosen by the Oneida Business Committee for signature by the Nation's Secretary.

CERTIFICATION

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; 7 members were present at a meeting duly called, noticed and held on the 10th day of October, 2018; that the forgoing resolution was duly adopted at such meeting by a vote of 6 members for, 0 members against, and 0 members not voting*; and that said resolution has not been rescinded or amended in any way.



Lisa Summers, Secretary
Oneida Business Committee

*According to the By-Laws, Article I, Section 1, the Chair votes "only in the case of a tie."