



Oneida Tribe of Indians of Wisconsin

Post Office Box 365

Phone: 869-2214

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



APPROVED AS
READ/CORRECTED

6-9-89

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

SPECIAL MEETING

TUESDAY, MAY 16, 1989

I. CALL TO ORDER: Meeting called to order at 10:30 a.m.

Present: Richard Hill-Vice Chairman, Kathy Hughes-Treasurer, Amelia Cornelius-Secretary, Lloyd Powless, Larry Barton, Ernie Stevens-Council Members

Excused: Purcell Powless-Chairman, Loretta Metoxen, David King-Council Members

Others: Don Wilson, Attorney Jerry Hill, Wayne Skenandore, Bruce King, David Cluckey, Francis Skenandore, Richard Cornelius

Underwood Investments Resolution revised by Attorney Hill. Amelia Cornelius moved to take from the table, Larry Barton seconded. Motion carried.

CERTIFICATE AND RESOLUTION

I, Amelia Cornelius, Secretary of the Oneida Business Committee of the Oneida Tribe of Indians of Wisconsin (federally recognized Indian Government) do hereby certify that at a meeting of the Oneida Business Committee, of the Oneida Tribe duly held on May 16, 1989, at which a quorum was present and acting throughout, the following Resolution was unanimously adopted and that it is now in full force and effect without amendment or modification:

"RESOLVED, that each of the officers designated below is authorized and empowered to open and maintain with Underwood, Neuhaus & Co., Incorporated, ("the Brokers") one or more accounts for the purchase and sale (including short sales) of, and dealing and trading in, any and all forms of securities on behalf of the Oneida Tribe including, without limitation, stocks, bonds, debentures, notes, scrip, rights, warrants, certificates of deposits, commercial paper, money market securities, and certificates of interest of any and every kind and nature whatsoever, contracts for the forward delivery of U.S. Government and federal agency securities, standby contracts in such U.S. Government and agency securities, repurchase agreements and resale agreements involving debt instruments of all kinds and options on any underlying securities whether debt or equity, which options are currently trading or may in the future trade on any exchange.

RESOLUTION #5-16-89-A (Continued)

"Resolved, that each of the officers designated herein is fully authorized on behalf of the Oneida Tribe to give oral or written instructions by telephone, telegraph, or otherwise, to the Brokers with respect to such transactions and at all times to have complete authority in every way to bind and obligate the Oneida Tribe for the carrying out of any contract, agreement or transaction which shall be entered into by any such officer and/or agent for and on behalf of the Oneida Tribe with or of the Oneida Tribe such sums as may be necessary in connection with any of the said accounts; to deliver securities to, and deposit funds with, the Brokers; to order the transfer of record of any securities to any name selected by any of the said officers or agents; to affix the tribal seal to any documents or agreements, pass title thereto; to direct the sale or exercise of any rights with respect to any securities; to sign for the Oneida Tribe all releases, powers of attorney and/or other documents in connection with any such account, and to agree to any terms or conditions to control any such account; to direct the Brokers to surrender any securities to the proper agent or party for the purpose of effecting any exchange or conversion, or for the purposes of deposit with any protective or similar committee, or otherwise; to accept delivery of any securities; to appoint any other person or persons to do any and all things which any of the said officers and/or agents is hereby empowered to do, and generally to do and take all action necessary in connection with the account, or considered desirable by such officer and/or agent with respect thereto.

Resolved, that the establishment and maintenance by this Oneida Tribe of one or more accounts with the Broker prior to the date as of which these resolutions are effective, and all transactions consummated and actions taken with respect to transactions of the type described above are hereby ratified and confirmed in all respects.

"Resolved, that the Broker may deal with any and all of the persons holding the above stated offices as though they were dealing with this Oneida Tribe directly.

"Resolved, that no limitations are imposed upon the above authorities except as follows:

1. As authorized by the Investment Committee, and
2. Pursuant to the provisions of the Oneida Tribal Constitution

"Resolved, that the Secretary of this Oneida Tribe be, and hereby is, directed to certify and deliver under seal of the Oneida Tribe to the Broker:

- (a) a true copy of these resolutions;
- (b) specimen signatures of each and every person by the resolutions empowered; and
- (c) a certificate that the Oneida Tribe is duly organized and validly existing, that its Charter and By-Laws authorize it to transact the business by these resolutions defined, and no limitation has otherwise imposed upon such authority.

"Resolved, that the Broker may conclusively rely upon any certification given in accordance with these resolutions, until the Broker receives written notice of a change in any of the information recited therein.

RESOLUTION #5-16-89-A (Continued)

"Resolved, that, in the event of any change in the office or powers of persons hereby authorized, the Secretary shall promptly certify such change to the Broker in writing in the manner hereinabove provided, which notifications, when received, shall be adequate both to terminate the authorization of the persons theretofore authorized, and to authorize the persons thereby substituted with the same force and effect as if named in the foregoing resolutions."

"This Resolution shall be and remain in full force and effect until written notification of its revocation shall be received by the Brokers.

"The officers herein referred to are as follows:

Signature:	_____
Type Name:	<u>Purcell Powless, Tribal Chairman</u>
Signature:	_____
Type Name:	<u>Richard G. Hill, Vice-Chairman</u>
Signature:	_____
Type Name:	<u>Kathy Hughes, Tribal Treasurer</u>
Signature:	<u><i>Amelia Cornelius</i></u>
Type Name:	<u>Amelia Cornelius, Tribal Secretary</u>

I further certify that each the foregoing officers has been duly elected or appointed, that he is now legally holding the office set opposite his name and that the signature set forth each typed name are true and genuine signatures of said officers.

IN WITNESS WHEREOF, I hereby signed by name and affixed the seal of the Oneida Tribe this 16th day of May, 1989.
(Seal)

Amelia Cornelius moved to adopt, Larry Barton seconded. Motion carried.

Melange Agreements for the On-Line Lottery Systems:

- A. \$24,000 for equipment purchase - Unisystem A-3D computer
- B. \$24,000 License & Sub licenses
- C. \$22,750 Consultant Services
- D. \$22.750 Program Supper Services

Agreement II - 3½% of gross and .05 for new games.

Discussion: add termination of agreements for any cause with 90 day notice by the Tribe and to separate each agreement so they stand alone and references to other agreements are omitted.

Kathy Hughes moved to authorize the officers to sign the documents provided they incorporated the changes discussed and that the agreements be verified by the Tribal Secretary before they are signed. Amelia Cornelius seconded. Motion carried.

Bingo Lease Resolution #5-16-89-B

WHEREAS, the Oneida Tribe of Indians of Wisconsin is the owner of a parcel of land known as "Oneida Airport Land", Oneida Indian Reservation, Brown County, Wisconsin, and

WHEREAS, the Oneida Tribe of Indians has established the Oneida Bingo Enterprise, and

WHEREAS, the Oneida Bingo Enterprise will construct a bingo hall building on part of the Oneida Airport Land, and

WHEREAS, the Oneida Tribe of Indians of Wisconsin desires to lease that part of the Oneida Airport Land to the Oneida Bingo Enterprise for construction of the bingo hall building, such land more particularly described in the attached lease and incorporated by reference into this resolution.

NOW, THEREFORE BE IT RESOLVED: that the Oneida Business Committee, in session assembled, hereby approves the lease with the Oneida Bingo Enterprise;

BE IT FURTHER RESOLVED: that the Chairman of the Oneida Tribe of Indians of Wisconsin is authorized to execute the lease on behalf of the Oneida Tribe of Indians of Wisconsin.

Amelia Cornelius moved to adopt, Larry Barton seconded. Motion carried.

Personnel Policy changes as recommended by the Personnel Review Committee:

Section IV.D.1.a Approval for attending any meetings related to Tribal business inside or outside normal place of business must be approved in advance by the employee's immediate supervisor. Change is to read: "Approval for attending any meeting during normal working hours must be approved in advance by the employees immediate supervisor. The change is to be attached to each tribal employee check.

Kathy Hughes moved to approve the recommendation, Ernie Stevens seconded. Motion carried.

Wal-Mart

Bruce King stated that Bo Fain's financial commitments are in place and construction will begin.

Resolution #5-16-89-C - Amendment to Wal-Mart Lease

WHEREAS, the Oneida Tribe of Indians of Wisconsin is the owner of a parcel of land known as the "Oneida Industrial Park", Oneida Indian Reservation, Brown County, Wisconsin, and

WHEREAS, the Oneida Tribe of Indians of Wisconsin desires that Fain Inc., 1301 Missouri Boulevard, Jefferson City, Missouri, 65109 develop the Oneida Industrial Park; and

Resolution #5-16-89-C (Continued)

WHEREAS, Fain Inc., will develop and construct a 240,000 square foot multi-rental retail shopping center on the Oneida Industrial Park Land, and


WHEREAS, the Oneida Tribe of Indians of Wisconsin desires to lease the Oneida Industrial Park to Fain Inc., for the development and construction of the 240,000 square foot multi-rental retail shopping center, such land more particularly described in the attached lease and incorporated by reference into this resolution.

NOW, THEREFORE BE IT RESOLVED: That the Oneida Business Committee, in session assembled, hereby approves the attached lease with Fain Inc.;

BE IT FURTHER RESOLVED: that the Chairman of the Oneida Tribe of Indians of Wisconsin is authorized to execute the lease on behalf of the Oneida Tribe of Indians of Wisconsin.

Kathy Hughes moved to adopt, Ernie Stevens seconded. Name for mall will be chosen later.

Motion carried. Motion to recess, seconded and carried.



Amelia Cornelius, Tribal Secretary
Oneida Business Committee