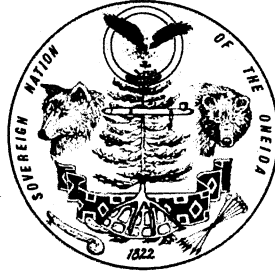


# Oneida Tribe of Indians of Wisconsin



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.

## BC Resolution 09-24-14-R

### Acknowledging the Authority of Oneida Total Integrated Enterprises, LLC, To Waive Sovereign Immunity for the Purpose of Entering into an Agreement of Indemnity and Capital Retention Agreement With Allied World Assurance Company

- 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 of America; 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 Business Committee may be delegated duties and responsibilities by the Oneida General Tribal Council and is at all times subject to the review powers of the Oneida General Tribal Council; and
- WHEREAS,** Oneida Business Committee Resolution 4-11-07-J authorized Oneida Total Integrated Enterprises, LLC (OTIE), to be organized under the laws of the State of Nevada as a limited liability company, to perform environmental engineering, science and construction management services; and
- WHEREAS,** OBC Resolution 4-11-07-J also established the OTIE Board of Managers, and approved the Operating Agreement between the Oneida Tribe and OTIE that sets forth the rights, responsibilities and obligations of the Board of Managers in Article III; and
- WHEREAS,** Section 10.9 of the Operating Agreement delegates to OTIE the authority to waive sovereign immunity by resolution adopted by the OTIE Board of Managers, provided the waiver is not general but is specific and limited as to duration, grantee, transaction, property or funds subject to the waiver, venue and jurisdiction, and applicable law; and
- WHEREAS,** pursuant to Section 10.9 of the Operating Agreement, the OTIE Board of Managers may adopt a resolution that waives the sovereign immunity of OTIE for purposes of entering into enforceable agreements and executing any documents and taking necessary actions to effectuate the intent of such agreements; and
- WHEREAS,** OTIE desires to enter into an Agreement of Indemnity and Capital Retention Agreement with Allied World Assurance Company for the purpose of on ongoing surety program to fulfill construction and government contract obligations; and
- WHEREAS,** the OTIE Board of Managers has duly adopted a resolution to waive the sovereign immunity of Oneida Total Integrated Enterprises, LLC, for the specific and limited purpose of entering into an enforceable Agreement of Indemnity and Capital Retention Agreement with Allied World Assurance Company; and
- WHEREAS,** Allied World Assurance Company desires an acknowledgment and affirmation of OTIE's authority to waive sovereign immunity for the specific and limited purpose of ensuring its enforceable rights and remedies against OTIE under the terms of the Agreement of Indemnity and Capital Retention Agreement; and

**NOW THEREFORE BE IT RESOLVED,** that the Oneida Tribe of Indians of Wisconsin does hereby acknowledge and affirm the authority of the Oneida Total Integrated Enterprises, LLC, Board of Managers to waive the sovereign immunity of Oneida Total Integrated Enterprises, LLC, under Section 10.9 of the Operating Agreement in favor of Allied World

Assurance Company pursuant to the terms and conditions set forth in the Agreement of Indemnity and the Capital Retention Agreement.

**BE IT FURTHER RESOLVED**, that the Oneida Tribe of Indians of Wisconsin acknowledges and affirms that the Oneida Total Integrated Enterprises, LLC, Board of Managers has exercised its authority under Section 10.9 of the Operating Agreement by duly adopting a resolution to waive sovereign immunity for the purpose of entering into an Agreement of Indemnity and Capital Retention Agreement.

**BE IT FURTHER RESOLVED**, that the Oneida Tribe of Indians of Wisconsin hereby acknowledges and affirms that the Oneida Total Integrated Enterprises, LLC, Board of Managers Resolution to waive sovereign immunity in favor of Allied World Assurance Company, attached hereto, is valid, binding, and enforceable against OTIE and granted solely for the specific and limited purpose of permitting enforcement of the surety's rights, remedies and relief according to the terms and conditions set forth in said Agreements, and that such waiver shall not extend to any other agreement or subject.

**BE IT FINALLY RESOLVED**, that this Resolution does not constitute and shall not be construed as a waiver of sovereign immunity of the Oneida Tribe of Indians of Wisconsin.

#### 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 24<sup>th</sup> day of September, 2014; 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, Tribal Secretary  
Oneida Business Committee

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