

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



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.

Approved As
Read/~~corrected~~
1-5-94

**SPECIAL MEETING
BANK ONE FINANCING
MONDAY, DECEMBER 27, 1993
3:15 P.M.**

Present: Loretta V. Metoxen-Vice Chairperson, Kathy Hughes-Treasurer, Julie Barton-Secretary, Ernest Stevens, Jr., Gary Jordan, Sandra Ninham, Shirley Hill-Council Members

Excused: Deborah Doxtator-Chairwoman, Russell Metoxen

Others: Bruce King, Francis R. Skenandore

FINANCING PACKAGE NEEDS APPROVAL OF ITEM NO. 6, 8, 10, 11, 12, 13 and

- Establishment of Depository Declaration at Bank One for the CD
- Establish account at Associated Bank
- Notice of Collateral Pledge

ITEM NO. 6 - ASSIGNMENT OF INCOME AGREEMENT

MOTION BY KATHY HUGHES TO APPROVE THE ASSIGNMENT OF INCOME WITH CHANGES \$13,750,000 TO \$15,000,00 AND MINIMUM BALANCE OF 0, SECONDED BY SANDRA NINHAM, MOTION CARRIED UNANIMOUSLY.

ITEM NO. 8 - LEASE OF MACHINES AND EQUIPMENT

Section II - (Rent amounts)

Payments one through four inclusive, shall each be in the amount of \$916,364.00

Payments five through twenty-four (24), inclusive shall each be in the amount of \$466,728.00

Payments 25 through 35 inclusive, shall each be in the amount of \$166,665.00

The 36th payment shall be the unpaid balance of Note executed by Lessor to Bank One

- change signatures from Chairwoman to Vice Chairwoman

MOTION BY GARY JORDAN TO APPROVE WITH CHANGES, SECONDED BY SANDRA NINEHAM, MOTION CARRIED, SHIRLEY HILL ABSTAINED BECAUSE WE DO NOT HAVE THE LIST OF EQUIPMENT.

SECTION NO. 10 - TRANSFER OF EQUIPMENT

MOTION BY GARY JORDAN TO TABLE UNTIL WEDNESDAY, DECEMBER 29, 1993 BUSINESS COMMITTEE MEETING, SECONDED BY SHIRLEY HILL, MOTION CARRIED UNANIMOUSLY.

SECTION NO. 11 - TRIBAL BORROWING RESOLUTION

By the Business Committee of the Oneida Tribe of Indians of Wisconsin, whose principal office is located at N7210 Seminary Road, Oneida, WI 54155:

RESOLVED, THAT ANY two (2) of the officers of the Tribe from time to time holding the following offices of the Tribe: Chairperson, Vice-Chairperson, Treasurer or Secretary are authorized for and on behalf of the Tribe (1) to arrange for the borrowing and to borrow from time to time money from Bank One, Green Bay, (the "Bank"); (2) to sign and deliver to said Bank, from time to time, notes or loan agreements evidencing such debts in such amounts, with such maturities, and at such rates of interest and upon such other terms and conditions as said officer(s) deem(s) proper; (3) to pledge, assign, mortgage or otherwise grant a security in any or all real property, fixtures, tangible or intangible personal property, or any other assets of this corporation to execute and deliver to the Bank such security agreements, assignments, mortgages, financing statements, hypothec, agreements not to encumber and other agreements as may be requested by the Bank from time to time with such promises, warranties, representations and conditions as said officer(s) deem(s) proper to secure such borrowing and to guarantee and/or secure the obligations of others to said Bank, and may perform such acts required of the Tribe in such agreements or otherwise to perfect such security interests, including the deposit of such property with the Bank (and may withdraw and make substitutions of same from time to time); (4) to endorse or assign with or without recourse and deliver to said bank for discount or negotiation notes, drafts, bills of exchange, checks, certificates of deposit, acceptances chattel paper accounts, commercial and other business paper, now owned or hereafter acquired by the Tribe; (5) to execute and deliver to the Bank applications, agreements and other instruments for the issuance by the Bank of commercial letters of credit for the account of the Tribe; and (6) to give subordinations, guarantees or other financial understandings to the Bank. The signature(s) of said officer(s) appearing on any of the foregoing shall be conclusive evidence of its approval thereof.

FURTHER RESOLVED that the Secretary of the Tribe be and hereby is authorized and directed to certify to the Bank the foregoing resolution and that the provisions thereof are in conformity with the Constitution and Bylaws of the Tribe and to provide the names and to provide specimen or facsimile signatures if requested of the person(s) authorized therein and that the foregoing resolution and the authority thereby conferred shall remain in full force and effect until the Tribe notifies the Cashier of the Bank to the contrary in writing and the Bank may conclusively presume that such resolutions and signatures are in effect and that the persons identified therein from time to time as officers of the Tribe have been duly elected or appointed to and continue to hold such offices.

FURTHER RESOLVED, that the Tribe assumes full responsibility and holds harmless the Bank for any and all payments made or any other actions taken by the Bank in reliance upon the signatures, including facsimiles thereof, of any person or persons holding the offices of the Tribe designated above regardless of whether or not the use of the facsimile signature was unlawful or unauthorized and

regardless of by whom or by what means the purported signature or facsimile signature may have been affixed to any instrument if such signatures reasonably resemble the specimen or facsimile signatures as provided to the Bank or for refusing to honor any signatures not provided to the Bank, and that the Tribe agrees to indemnify the Bank against any and all claims, demands, losses, costs, damages or expenses suffered or incurred by the Bank resulting from or arising out of any such payment or other action.

MOTION BY SHIRLEY HILL TO APPROVE AND ADOPT RESOLUTION 12-27-93-A, SECONDED BY GARY JORDAN, MOTION CARRIED UNANIMOUSLY.

SECTION NO. 12 - RESOLUTION TO GUARANTY LOAN TO BANK ONE, GREEN BAY

WHEREAS, the Oneida General Tribal Council at a meeting held on June 17, 1992 and approved expansion of the Oneida Tribe's gaming operations within the boundaries of the Oneida Indian Reservation; and

WHEREAS, the Oneida Enterprises Development Authority is to secure financing for equipment for the Oneida Casinos located within the boundaries of the Oneida Indian Reservation; and

WHEREAS, the Oneida Tribe will be utilizing said casinos to expand its gaming operations; and

WHEREAS, the Oneida Enterprises Development Authority has secured a Loan of approximately 15 million dollars from BANK ONE, GREEN BAY to finance said equipment; and

WHEREAS, as a condition of making the Loan, BANK ONE, GREEN BAY requires that the Oneida Tribe guaranty the payment of said Loan; and

WHEREAS, the Oneida Tribe intends to lease equipment which Oneida Enterprise Development Authority financed through BANK ONE, GREEN BAY.

NOW THEREFORE BE IT RESOLVED that in consideration of making said LOAN, the Oneida Tribe of Indians of Wisconsin through its duly elected officials, hereby agrees to execute and deliver the Guaranty, the Equipment Lease and any other documents necessary to BANK ONE, GREEN BAY, in order for the Oneida Enterprise Development Authority to secure a loan to finance equipment for the Oneida Casinos; and

BE IT FURTHER RESOLVED that the Oneida Tribe of Indians of Wisconsin authorizes any two of its four officers to sign said documents and agreements on its behalf.

MOTION BY SHIRLEY HILL TO ADOPT RESOLUTION 12-27-93-B, SECONDED BY SANDRA NINHAM, MOTION CARRIED UNANIMOUSLY.

SECTION NO. 13 - GUARANTY DOCUMENT

Amount changed from \$13,750,000.00 to \$15,000,000.00

MOTION BY KATHY HUGHES TO APPROVE THE GUARANTY DOCUMENT WITH DOLLAR AMOUNT INCREASED TO \$15,000,000.00, SECONDED BY JULIE BARTON, MOTION CARRIED UNANIMOUSLY.

ITEM NO. 17 - ESTABLISH ACCOUNT AT BANK ONE

DEPOSITORY DECLARATION

MOTION BY SHIRLEY HILL TO APPROVE THE DEPOSITORY DECLARATION OF \$2.750 MILLION IN A CD AT BANK ONE, SECONDED BY SANDRA NINHAM, MOTION CARRIED UNANIMOUSLY.

ITEM NO. 18 - NOTICE OF COLLATERAL PLEDGE - ASSOCIATED BANK

MOTION BY KATHY HUGHES TO ESTABLISH COLLATERAL PLEDGE WITH ASSOCIATED BANK, SECONDED BY GARY JORDAN, MOTION CARRIED UNANIMOUSLY.

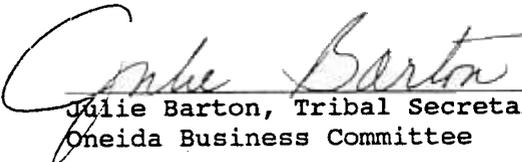
ITEM NO. 19 - ESTABLISHMENT OF ACCOUNT AT ASSOCIATED BANK

MOTION BY SANDRA NINHAM TO APPROVE THE ESTABLISHMENT OF ACCOUNT AT ASSOCIATED BANK WITH #101388750, SECONDED BY KATHY HUGHES, MOTION CARRIED UNANIMOUSLY.

MOTION BY GARY JORDAN TO RECESS, SECONDED BY KATHY HUGHES, MOTION CARRIED UNANIMOUSLY.

Meeting recessed at 4:20 P.M.

Respectfully Submitted,


Julie Barton, Tribal Secretary
Oneida Business Committee