

# Oneida Tribe of Indians of Wisconsin

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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.

## **SPECIAL MEETING AUGUST 17, 1995 BAY BANCORPORATION OPTION TO PURCHASE STOCK AGREEMENT WITH THE ONEIDA TRIBE OF INDIANS OF WISCONSIN AND ADOPTION OF RESOLUTION**

**Business Committee Present:** Loretta V. Metoxen- Vice-Chair, Kathy Hughes - Treasurer, Julie Barton-Secretary, Ernie Stevens, Jr., Sandra Ninham, Gary Jordan, Shirley Hill-Council Members

**Others:** Diane Danforth, Law Office

Meeting was called to order by Loretta V. Metoxen at: 3:28 p.m.

Diane Danforth stated she received a call this morning, August 17, 1995 from Attorney Charles Koehler, he represents the interest of Bay Bank and Bay Bancorporation. He indicated that the original Option to Purchase Stock Agreement entered into February of 1994, reflected issuance date of the stock certificates and everything as of March 1, 1994. But because of the negotiations with the regulatory bodies, the actual issuance date will not be until today, August 17, 1995.

We had to amend the option agreement and in doing so, there was another clause in there that prohibiting the Tribe from acquiring more than 33.1/3% interest in Bay Bancorporation. Because we weren't able to sell the certain allotted amount, the Tribe picked up that allotted amount and now we presently own 38.115%. Charles Koehler thought it would be better to integrate both the option agreement and the amended agreement into one document, which is the document you have before you. The revised document has the exact same language as in the amendment and the option except for those two changes which I just spoke of.

In order to actually issue this stock certificate today, I need you to authorize the Vice-Chair to execute this revised option on behalf of the Tribe.

Loretta V. Metoxen, Vice-Chair asked if we have the option of up to 40%.

Diane Danforth responded the actual issuance number has not been calculated as of this morning. At one time we owned 36.7%, than 38.05%, now it's 38.115%, rather than keep amending that amount, we'd just prohibit any acquisition above 40%.

Loretta V. Metoxen stated we can exercise other options available in the future.

Resolution submitted:

Diane Danforth

RE: Adoption of Purchase Stock Agreement Made Between  
the Oneida Tribe of Indians of Wisconsin and Bay  
Bancorporation

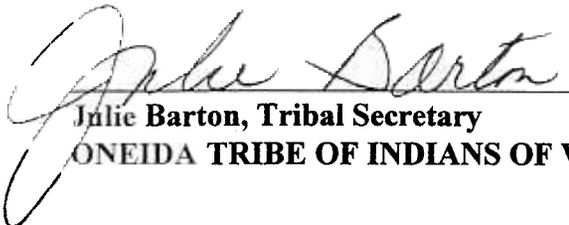
**NOW THEREFORE BE IT RESOLVED** that the Oneida Tribe does hereby approve the terms and conditions contained in the integrated Option to Purchase Stock Agreement and authorizes its representative to execute said document on behalf of the Oneida Tribe of Indians of Wisconsin. This integrated version of the Option to Purchase Stock Agreement represents the final version of all previous negotiations and agreements relating to said original Option and its Amendment.

**MOTION BY JULIE BARTON TO ADOPT RESOLUTION 8-17-95-A, AND AUTHORIZE THE VICE-CHAIR TO SIGN THE OPTION TO PURCHASE STOCK AGREEMENT DOCUMENT, SECONDED BY KATHY HUGHES. MOTION CARRIED UNANIMOUSLY.**

**MOTION BY SHIRLEY HILL TO RECESS, SECONDED BY KATHY HUGHES. MOTION CARRIED UNANIMOUSLY.**

Meeting adjourned at: 3:25 p.m.

Respectively Submitted,



Julie Barton, Tribal Secretary  
ONEIDA TRIBE OF INDIANS OF WISCONSIN