

**ASSIGNMENT AND ASSUMPTION AGREEMENT**  
**by and between**  
**The Oneida Tribe of Indians of Wisconsin and**  
**The Oneida Utilities Commission and**  
**The State of Wisconsin, Department of Natural Resources**

This Assignment and Assumption Agreement by and between the Oneida Tribe of Indians of Wisconsin ("Oneida Tribe"), the Oneida Utilities Commission ("Commission") and the State of Wisconsin, Department of Natural Resources ("State") is made and entered this 27<sup>th</sup> day of May, 2004.

**WITNESSETH:**

- 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, Article IV, Section 1 (h) authorizes the Oneida Business Committee "to charter subordinate organizations for economic purposes", and;
- WHEREAS, the Oneida Business Committee granted a Corporate Charter to the Oneida Utilities Commission ("Commission") on May 20, 1990 in Oneida Business Committee Resolution 4-20-90-B and amended said Charter in the following Oneida Business Committee resolutions: 5-18-90-B; 8-10-90-F; 5-15-91-P; 8-30-91-C; 4-15-92-P; 4-20-94-b and 5-15-94-P, and;
- WHEREAS, the Oneida Business Committee approved the Commission by-laws on November 29, 1995 and passed the Oneida Tribal Sanitary District Ordinance which governs the duties and responsibilities of the Commission and the administrative operations of the sanitary district, and;
- WHEREAS, the Commission authorized the issuance, delivery and security of a \$1,209,907.65 Water and Sewage System Revenue Bond, Series 1992-A ("Bond") in Commission resolution 4-15-92 U.C.A., and;
- WHEREAS, the Commission entered into a Financial Assistance Agreement with the State of Wisconsin Department of Natural Resources dated April 15, 1992 ("Financial

Assistance Agreement”) and authorized by Commission resolution 4-15-92-U.C.B., and;

WHEREAS, the Oneida Tribe of Indians of Wisconsin approved a Guaranty of the Financial Assistance Agreement in Oneida Business Committee Resolution 4-15-92-B, and;

WHEREAS, the Oneida Business Committee passed a motion on September 5, 2001 to facilitate the transfer of the duties and responsibilities of the Commission and the administrative operations of the sanitary district to the government of the Oneida Tribe of Indians of Wisconsin.

NOW THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the parties hereto agree as follows:

1. **Assignment by Commission to Oneida Tribe.** The parties acknowledge that the Oneida Business Committee adopted Resolution No. BC-5-19-04-A whereby the Oneida Tribe assumed all rights, duties, and obligations of the Commission with respect to the Bond and the Financial Assistance Agreement. The parties further acknowledge that the Commission, by Resolution No. OUC-5-18-04-B, assigned all rights, duties and obligations with respect to the Bond and Financial Assistance Agreement to the Oneida Tribe. As a result of the above referenced resolutions, and for good and valuable consideration received in hand, the Commission hereby grants, bargains, sells, conveys, assigns, endorses, transfers and sets over to the Oneida Tribe, without recourse, all of the Commission’s rights, title and interest in, to and under the Financial Assistance Agreement, Bond and any and all other related instruments, agreements, and documents evidencing the same.

2. **Assumption.** The Oneida Tribe hereby covenants, promises and agrees to assume all of the Commission’s rights, title and interest in, to and under the obligations set forth in or attendant to the Financial Assistance Agreement, Bond and any other related instruments, agreements and other documents evidencing the same; to perform each and all of the obligations set forth in the Financial Assistance Agreement, Bond and any other related instruments, agreements and other documents evidencing the same; and be bound by the terms, obligations and conditions set forth in the Financial Assistance Agreement, Bond and any other related instruments, agreements and other documents evidencing the same.

3. **Consent of State.** The State hereby joins in this Assignment and Assumption for the purpose of consenting to the assignment by the Commission, and the assumption by the Oneida Tribe, of the Commission’s right, title and interest in, to and under the Financial Assistance Agreement, Bond and any and all other related instruments, agreements, and other documents evidencing the same.

4. **Assignment; Binding Effect.** This Assignment shall inure to the benefit of and be binding upon the respective successors and assigns of the parties. The terms of this Assignment shall not be modified or amended except by subsequent written agreements of the parties.

5. **Counterparts.** This Assignment may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

6. **All Other Terms and Conditions.** Except as provided herein, all other terms and conditions of the Bond and Financial Assistance Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Assignment and Assumption Agreement as of the date first above written.

STATE OF WISCONSIN  
DEPARTMENT OF NATURAL RESOURCES

By: T.S. Niebauer

Its: Acting Bureau Director

ONEIDA TRIBE OF INDIANS OF WISCONSIN

Cristina Danforth  
Cristina Danforth, Chairwoman

ONEIDA UTILITIES COMMISSION

John Breuninger  
John Breuninger, Chairman