



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.

# **Oneida Tribe of Indians of Wisconsin**

## **BUSINESS COMMITTEE**



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.

**P.O. Box 365 • Oneida, WI 54155**  
**Telephone: 920-869-4364 • Fax: 920-869-4040**

### **Resolution # 05-27-09-D**

### **Reaffirming Approval the Guaranty and Subordination Agreement with M&I Bank on behalf of OTIE**

**WHEREAS,** the Oneida General Tribal Council is the duly recognized governing body of the Oneida Tribe of Indians of Wisconsin, and

**WHEREAS,** Article IV of the Constitution of the Oneida Tribe of Indians of Wisconsin enumerates certain powers of the General Tribal Council, and

**WHEREAS,** Section 1 (g) of the Article IV of said Constitution empowers the General Tribal Council to delegate certain powers to officials of the Tribe, and

**WHEREAS,** the Oneida General Tribal Council delegated the authority of Article IV, Section 1 of the Oneida Tribal Constitution to the Oneida Business Committee, and

**WHEREAS,** on April 11, 2007, the Oneida Business Committee, pursuant to its authority under Article IV, Section 1(b), approved, chartered and formed Oneida Total Integrated Enterprises, LLC (OTIE) pursuant to BC Resolution 4-11-07-J, and

**WHEREAS,** OTIE has acquired 8(a) certification under the Small Business Administration, and

**WHEREAS,** OTIE has negotiated a purchase agreement for the acquisition of the stock of TN & Associates , Inc, a Wisconsin corporation, and

**WHEREAS,** such purchase is in furtherance of the purpose of the creation of OTIE, the economic diversity of the Oneida Tribe, and generally in the economic interests of the Oneida Tribe to pursue, and

**WHEREAS,** OTIE was unable to acquire sufficient investment funding to finance the purchase and operation of TN & Associates, Inc., and

**WHEREAS,** the Oneida Business Committee did approve a direct loan from the Oneida Tribe to OTIE pursuant to a Promissory Note in the amount of \$6,200,000.00, pursuant to BC Resolution 11-26-08-C, and

**WHEREAS**, that the Oneida Tribe of Indians of Wisconsin, by and through its duly authorized officers, identified by BC Resolution 11-26-08-C that it will agree to guarantee the M & I Bank loan to TN & Associates, Inc., pursuant to the terms of the Guaranty, pursuant to BC Resolution , and

**WHEREAS**, OTIE has merged with TN & Associates, Inc., and has agreed with Marshall & Isley Bank (M&I Bank) to enter into a \$6 million line of credit loan agreement ("loan"), and

**WHEREAS**, one of the conditions of the M & I Bank loan is the execution of a Guaranty of the loan from the Oneida Tribe of Indians of Wisconsin to M & I Bank (the "Guaranty"), and

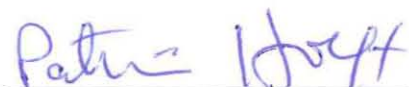
**WHEREAS**, one of the conditions of the M & I Bank loan is the execution of a Subordination Agreement subordinating the debt held by the Oneida Tribe of Indians of Wisconsin with OTIE,

**NOW THEREFORE BE IT RESOLVED**, the Business Committee does reaffirm its commitment to guaranty the loan agreement between TN & Associates and M&I Bank in accordance with the Guaranty, and

**BE IT FURTHER RESOLVED**, the Guaranty and Subordination Agreement shall be valid and binding obligations of the Oneida Tribe of Indians of Wisconsin, enforceable in accordance with its terms; and that the Oneida Tribe of Indians of Wisconsin shall not in the future enact any law or take any action that would impair the contractual rights and remedies of the parties to the Guaranty.

#### **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. 8 members were present at a meeting duly called, noticed and held on the 27<sup>th</sup> day of May 2009; that the foregoing resolution was duly adopted at such meeting by a vote of 7 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.



Patricia Hoeft, Tribal Secretary  
Oneida Business Committee

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