

**Oneida Tribe of Indians of Wisconsin  
BUSINESS COMMITTEE**



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



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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.

**RESOLUTION NO. 7-11-01-D**

of the

**ONEIDA BUSINESS COMMITTEE  
OF THE  
ONEIDA TRIBE OF INDIANS OF WISCONSIN,  
a Federally Recognized Indian  
Government and Treaty Tribe**

**Providing for  
Authorization and Approval for the**

**Oneida Tribe of Indians of Wisconsin  
Variable Rate Demand Health Facilities Revenue Bonds  
Series of 2001**

**and Authorizing, Directing and Approving the  
Execution and Delivery of a  
Trust Indenture, a Bond Purchase Agreement,  
a Letter of Credit and Reimbursement Agreement,  
a Pledge and Security Agreement, a Collateral Agreement,  
a Remarketing Agreement, an Official Statement,  
an Interest Rate Swap Agreement,  
and Various Other Documents and Certificates  
Related Thereto and Actions  
to be Taken in Connection Therewith**

Passed and Adopted on July 11, 2001

**ONEIDA TRIBE OF INDIANS OF WISCONSIN,  
a Federally Recognized Indian  
Government and Treaty Tribe**

**Resolution No. 7-11-01-D  
relating to  
Oneida Tribe of Indians of Wisconsin  
Variable Rate Demand Health Facilities Revenue Bonds  
Series of 2001**

**AUTHORIZING AND APPROVING RESOLUTION**

**A RESOLUTION OF THE ONEIDA BUSINESS COMMITTEE OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN, A FEDERALLY RECOGNIZED INDIAN GOVERNMENT AND TREATY TRIBE, PROVIDING FOR AND AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN VARIABLE RATE DEMAND HEALTH FACILITIES REVENUE BONDS, SERIES OF 2001, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$14,000,000, FOR THE PURPOSE OF FINANCING HEALTH CARE AND RELATED FACILITIES; APPROVING AND DIRECTING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST RELATING TO SAID BONDS AND PROVIDING FOR THE TERMS THEREOF AND FOR THE USE AND APPLICATION OF THE PROCEEDS OF THE BONDS; PROVIDING FOR AND AUTHORIZING AND APPROVING THE PLEDGE AND APPLICATION OF CERTAIN REVENUES FOR THE PAYMENT OF SAID BONDS; AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY OF THE BONDS, A LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT, A PLEDGE AND SECURITY AGREEMENT, A COLLATERAL AGREEMENT, AN INTEREST RATE SWAP AGREEMENT, A REMARKETING AGREEMENT AND VARIOUS OTHER DOCUMENTS AND CERTIFICATES IN CONNECTION THEREWITH; APPROVING THE SALE OF THE BONDS TO BANC OF AMERICA SECURITIES, LLC AND AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT IN CONNECTION THEREWITH; AUTHORIZING, APPROVING AND CONFIRMING THE DISTRIBUTION AND USE OF THE PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF THE BONDS; AUTHORIZING, APPROVING AND DIRECTING THE EXECUTION, DISTRIBUTION AND USE OF THE FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE BONDS; REAFFIRMING THE PRIOR APPROVAL OF THE PROJECT; AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF ALL OTHER INSTRUMENTS, CERTIFICATES AND DOCUMENTS, AND ALL ACTIONS REQUIRED TO BE TAKEN IN CONNECTION WITH THE FOREGOING; AND PROVIDING FOR AN EFFECTIVE DATE.**

(1) **WHEREAS**, the Oneida Tribe of Indians of Wisconsin (the "Issuer") is a federally-recognized Indian and Treaty Tribe existing pursuant to its inherent and retained sovereignty and recognized as such under the laws of the United States of America by virtue of and pursuant to such retained sovereignty and the powers enumerated and set forth in the Issuer's Constitution and Bylaws initially adopted by the Issuer on November 14, 1936, as approved by the Commissioner of Indian Affairs, Department of the Interior, United States of America (the "Commissioner") and the Constitution and Bylaws of the Issuer have been amended from time to time by the Issuer with the approval of said Commissioner on various subsequent dates; and

(2) **WHEREAS**, governance of the Issuer is vested in the General Tribal Council which is authorized by the Issuer's Constitution to delegate broad governance authority and powers to the Oneida Business Committee (the "Business Committee" or "Governing Body"); and

(3) **WHEREAS**, the Issuer is fully authorized, empowered and vested with authority under its Constitution and Bylaws (including by delegation of the exercise of such powers and authority to the Business Committee) to provide for the ownership, construction and management of, and to make provision for incurring debt in order to provide for the financing of, various governmental purpose facilities and improvements for the use of the Issuer, its membership and the general public; and

(4) **WHEREAS**, the Issuer has heretofore provided for and expressed its clear intent by a resolution duly adopted by the Business Committee and by other actions taken by the Issuer to issue tax-exempt bonds of the Issuer to provide for the acquisition, construction, equipping, renovation and improvement of certain governmental purpose facilities which are to include a new health care clinic and related facilities, together with appurtenant infrastructure facilities (the "Project"), and since construction of the Project has been commenced, the Issuer has now determined to proceed with providing for the permanent financing of the Project by the issuance of revenue bonds of the Issuer; and

(5) **WHEREAS**, the Project will serve the members of the Issuer and the general public and will be available on a continuing and regular basis for use by members of the Issuer and the general public and it is the intention of the Issuer that the Project will be so used and so made available for such use by the members of the Issuer and the general public on a continuous basis; and

(6) **WHEREAS**, the Issuer, through lawful and delegated action taken by the Business Committee and pursuant to authority conferred upon the Issuer and the Business Committee by the Issuer's Constitution and Bylaws, has determined to exercise its powers and authority to issue revenue bonds in order to provide funds for the acquisition, construction, renovation, improvement, equipping and financing of the Project and to pay certain issuance costs in connection with the bonds, as described in this Resolution, all by the issuance by the Issuer of revenue bonds authorized by this Resolution, in an aggregate principal amount not to exceed \$14,000,000, and which are designated "Oneida Tribe of Indians of Wisconsin Variable Rate Demand Health Facilities Revenue Bonds, Series of 2001 (the "Bonds" or "Series of 2001 Bonds"); and

(7) **WHEREAS**, the Issuer has provided for the pledge of the revenues of the Project (the "Health Facilities Revenues") to secure (a) payment of the Bonds and the Issuer has provided for the Bonds to be further secured by a direct-pay letter of credit (the "Letter of Credit") to be issued by Bank of America, N.A. (the "Letter of Credit Bank"), against which the Trustee may draw to pay when and as due, the principal of and interest on the Bonds, as described herein, and (b) payment of the Issuer's obligations to the Letter of Credit Bank under the Reimbursement Agreement, including the establishment and funding of a collateral account to be held by the Letter of Credit Bank pursuant to the Collateral Agreement; and

(8) **WHEREAS**, in connection with the financing of the Project, the following documents (herein, the "Bond Financing Documents") have been prepared and submitted to the Business Committee and are before the Business Committee for authorization and approval at this meeting:

(a) an Indenture of Trust dated as of July 1, 2001 (the "Indenture") to be executed by and between the Issuer and BNY Midwest Trust Company, in Chicago, Illinois, as trustee (the "Trustee");

(b) a Letter of Credit and Reimbursement Agreement dated as of July 1, 2001 (the "Reimbursement Agreement") to be executed by and between the Issuer and the Letter of Credit Bank;

(c) a Pledge and Security Agreement dated as of July 1, 2001 (the "Pledge Agreement") to be executed by and among the Issuer, the Trustee and the Letter of Credit Bank;

(d) a Collateral Agreement dated as of July 1, 2001 (the "Collateral Agreement") to be executed by and between the Issuer and the Letter of Credit Bank and including such financing statements and control agreements as are required to protect the security interests created in the collateral described in and as provided for by the Collateral Agreement;

(e) a Bond Purchase Agreement dated as of the date therein designated (the "Bond Purchase Agreement") to be executed by and between the Issuer and Banc of America Securities, LLC (the "Underwriter");

(f) an Interest Rate Swap Agreement with an effective date as designated therein (the "Swap Agreement") to be executed by the Issuer and Bank of America, N.A. (in such capacity, the "Swap Counterparty"); and

(g) a Preliminary Official Statement pertaining to the Bonds and to be used by the Underwriter in connection with the offering of the Bonds.

(9) **WHEREAS**, all conditions, things and acts required to exist, to happen and to be performed precedent to and in the issuance and delivery of the Bonds for the purposes contemplated by this Resolution and the Bond Financing Documents and the various other documents and certificates required to be delivered in connection therewith, shall have happened and shall have been performed in due time, form and manner as conditions precedent to the issuance of the Bonds and particularly as required by applicable law, the provisions of the Issuer's Constitution and Bylaws and this Resolution, and as directed, authorized, approved and provided for by this Resolution.

**NOW, THEREFORE, BE IT RESOLVED AND IT IS HEREBY RESOLVED BY THE BUSINESS COMMITTEE OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN, AS FOLLOWS:**

**Section 1. Determination and Affirmation.** All official actions (not inconsistent with the provisions of this Resolution) heretofore taken by Issuer and the Business Committee for the approval of the Project and for the financing of the Project through the issuance, sale and delivery of the Bonds of the Issuer for such purposes, including official actions taken by the Business Committee by the adoption of Resolution 03-24-99A on March 24, 1999, and any and all other actions taken by the Issuer and the Business Committee for the Project and the financing of the Project subsequent thereto and in pursuance thereof, be, and the same are hereby, ratified, confirmed and approved.

**Section 2. Issuance of the Bonds.** In order to provide for the permanent financing of the costs of the Project, there is hereby authorized and approved by this Resolution, the Series of 2001 Bonds of the Issuer which are to be issued, executed and delivered in the manner and as provided for in this Resolution and the Bond Financing Documents. As provided in the Indenture, the Bonds shall be designated Oneida Tribe of Indians of Wisconsin Variable Rate Demand Health Facilities Revenue Bonds, Series of 2001, and shall be issuable as a single series of Bonds, with such further designation or description as may be provided by the Indenture for purposes of identification and distinction of the Series 2001 Bonds from any other series authorized by the Indenture. The Bonds shall be issuable and

deliverable in fully registered form, in the denominations provided for by the Indenture, shall be in an aggregate principal amount not to exceed \$14,000,000, shall be dated as provided in the Indenture, with interest thereon to accrue and be payable from their date at an interest rate or rates (and at a net effective interest rate of not to exceed 6.00% per annum) provided for in the Indenture, and the principal of the Bonds shall mature on the date or dates and in the amount or amounts in each year or years (as one or more term bonds and/or serially or with sinking fund redemption) as set forth in the Indenture, all of which terms shall be confirmed and approved by the execution of the Bond Financing Documents by one or more authorized officers of the Issuer authorized to execute the Bond Financing Documents for and on behalf of the Issuer.

**Section 3. Approval of Use and Application of Revenues for Payment of Bonds.** The Business Committee expressly approves the pledge, use and application of the Revenues (as such term is defined and used in the Indenture and including the Health Facilities Revenues) which are pledged by the Indenture and the Collateral Agreement for and which are to be applied to the payment of the Bonds or the Issuer's obligations under the Reimbursement Agreement, under and in the manner provided by the express provisions of the Bond Financing Documents (including, without limitation, the Indenture and the Collateral Agreement) and such Revenues shall be applied to and for payment of the Bonds and for such other purposes as expressly provided for in the Indenture, the Collateral Agreement and the other Bond Financing Documents.

**Section 4. Approval of Bond Financing Documents.** The forms, terms and provisions of the Bond Financing Documents, in substantially the form and with substantially the same content as presented to the Business Committee at this meeting, be and the same are hereby approved, and the Issuer shall enter into the Bond Financing Documents with the other respective parties thereto in substantially the forms of, and with the substantially same content as, the Bond Financing Documents as presented to the Business Committee at this meeting, but with such changes therein or modifications thereto as shall be consistent with the terms and provisions of this Resolution and as the Chairman, the Vice Chairman, the Secretary or the Treasurer of the Business Committee shall approve, and the execution thereof by the Chairman, the Vice Chairman, the Secretary or the Treasurer shall constitute conclusive evidence of the approval of the form, terms and provisions of the Bond Financing Documents for and on behalf of the Issuer. The Chairman, the Vice Chairman, the Secretary and the Treasurer of the Business Committee are each hereby authorized to execute, attest and deliver the Bond Financing Documents, for and on behalf of the Issuer and as the same shall be finally approved by the Chairman, the Vice Chairman, the Secretary or the Treasurer of the Business Committee.

**Section 5. Approval of Sale of Bonds.** The sale of the Bonds by the Issuer to, and the purchase of the Bonds by, the Underwriter pursuant to the provisions set forth in the Bond Purchase Agreement approved as part of the Bond Financing Documents pursuant to Section 4 of this Resolution is hereby approved, and upon completion of the offering period for the Bonds, the Chairman, Vice Chairman, Secretary or Treasurer of the Business Committee are each authorized and directed to execute and deliver the Bond Purchase Agreement to the Underwriter, for and on behalf of the Issuer and as authorized by Section 4 of this Resolution.

**Section 6. Approval for Preliminary Official Statement and Official Statement.** The Preliminary Official Statement and its use by the Underwriter, in the form and with substantially the same content and information as presented at this meeting, in connection with the offering and sale of the Bonds to the public, is hereby authorized and approved as the official action of the Issuer. For purposes of compliance with Rule 15c2-12(b)(1) of the Securities and Exchange Commission of the United States (the "Rule"), the Preliminary Official Statement, as the same has been or may be supplemented, amended or corrected by the Issuer from time to time, is and shall be treated as an Official Statement with respect to the Bonds that is "deemed final" as of its date (or as of the date of any supplement, amendment or

correction by the Issuer pursuant to and for purposes of the Rule), except for the omission of certain pricing and other information permitted by the Rule, and is subject to completion in a final Official Statement in accordance with the provisions of the Rule. The Preliminary Official Statement, when so supplemented and completed by an addendum or addenda specifying the final maturity dates, principal amounts and interest rate or rates for the Bonds, together with any other information required or permitted by law (including the Rule), shall constitute the "final Official Statement" of the Issuer with respect to the Bonds, as that term is defined in the Rule, and the Chairman, Vice Chairman, Secretary or Treasurer of the Business Committee are each authorized to approve and to execute the Final Official Statement upon completion of such information and to deliver or cause to be delivered the Final Official Statement to the Underwriter and the purchasers of the Bonds in accordance with the provisions of the Bond Purchase Agreement.

**Section 7. Approval of Bond Form.** The form, terms and provisions of the Bonds, in the form set forth in Appendix A to in the Indenture, be and the same are hereby approved. Each of the Chairman, Vice Chairman, Secretary and Treasurer of the Business Committee is hereby authorized to execute the Bonds, either by manual or facsimile signature, as provided for in the Indenture.

**Section 8. Continuing Disclosure.** The Issuer is initially not required to provide for continuing disclosure of information pertaining to the Bonds because of the short-term variable interest rate mode being established for the Bonds upon their sale and delivery. The Issuer covenants and represents, and has further made such covenant, representation and agreement in the Indenture, that the Issuer will, prior to any date interest on the Bonds is converted from a short-term variable interest rate mode to a fixed rate or rates of interest and if then required by law, prepare, enter into, execute and deliver an agreement for continuing disclosure pertaining to the Bonds (a "Continuing Disclosure Agreement") in the form customarily prevailing for use in the municipal bond marketplace at that time. If such requirement for the execution and delivery of a Continuing Disclosure Agreement shall become so effective, the Chairman, Vice Chairman, Secretary and Treasurer of the Business Committee are each authorized to execute and deliver the Continuing Disclosure Agreement, for and on behalf of the Issuer and as the same shall be finally approved by the Chairman, Vice Chairman, Secretary or Treasurer of the Business Committee.

**Section 9. Bond Authentication.** The Chairman, Vice Chairman, Secretary and Treasurer of the Business Committee are each hereby authorized to execute and deliver to the Trustee the written order of the Issuer for the authentication and delivery of the Bonds by the Trustee, all in accordance with the Indenture as directed and provided for therein.

**Section 10. Resolution Contract.** In consideration of the purchase and acceptance of the Bonds by those who shall own the same from time to time, the provisions of this Resolution shall be part of the contract of the Issuer with the Registered Owners from time to time of outstanding Bonds and with the Letter of Credit Bank.

**Section 11. Actions Authorized.** The members and officers of the Business Committee and the administrative officers of the Issuer shall take all action in conformity with the Constitution and bylaws of the Issuer and with other applicable law and this Resolution which shall be necessary or reasonably required by the Issuer and the other parties to the Bond Financing Documents to effectuate their provisions, and shall take all other action necessary or desirable, and in conformity with the Constitution and bylaws of the Issuer and with other applicable law and this Resolution, to finance and complete the Project, including without limitation, the execution and delivery of the Bond Financing Documents and all closing and other instruments, documents, certificates and opinions authorized or required to be delivered in connection with the issuance, sale and delivery of the Bonds.

**Section 12. Resolution Irrepealable.** After any of the Bonds or the Letter of Credit are issued and delivered, this Resolution shall be and remain irrepealable until all outstanding Bonds and the interest thereon shall have been fully paid, canceled and discharged as provided in the Indenture, and all obligations of the Issuer under the Reimbursement Agreement and Collateral Agreement are satisfied and paid in full and the Letter of Credit is cancelled and the Reimbursement Agreement terminated.

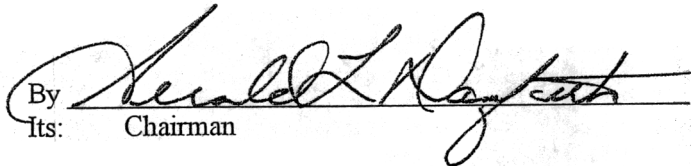
**Section 13. Severability.** If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

**Section 14. Repealer Provisions.** All bylaws, orders and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

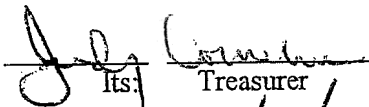
**Section 15. Immediate Effective Date.** This Resolution shall be in full force and effect upon its passage and approval.

PASSED, ADOPTED AND APPROVED THIS 11th day of July, 2001

**BUSINESS COMMITTEE OF THE ONEIDA  
TRIBE OF INDIANS OF WISCONSIN**

By   
Its: Chairman

EST

  
Its: Treasurer  
07/19/01

At a regular meeting of the Business Committee of the Oneida Tribe of Indians of Wisconsin, Cristina Danforth moved adoption of the foregoing Resolution No. 7-11-01- D and Sandra Ninham seconded the motion; on roll call, the following vote was recorded:

- |    |                   |                 |
|----|-------------------|-----------------|
|    | Gerald Danforth   | Chaired Meeting |
|    | Cristina Danforth |                 |
|    | Judy Cornelius    | Aye             |
| 4. | Julie Barton      | Absent          |
|    | Vincent Dela Rosa | Absent          |
| 6. | Sandra Ninham     |                 |
|    | David Bischoff    |                 |
| 8. | Paul Ninham       | Aye             |
| 9. | Eugene Metoxen    | Absent          |

#### CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee comprised of 9 members, of whom 5 members constitute a quorum, 6 Were present at a duly called meeting, held on the 11<sup>th</sup> day of July, 2001; that the foregoing resolution was duly adopted at such meeting by a vote of 5 members for, 0 members against, and 0 members abstaining; and that said resolution has not been rescinded or amended in any way.

  
Julie Barton, Tribal Secretary  
Oneida Business Committee