

Oneida Tribe of Indians of Wisconsin

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Oneida, WI 54155



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.



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

BC Resolution # 08-12-09-B

Authorizing a Limited Waiver of Sovereign Immunity Specifying Governing Law, Reauthorization of a Forum for Resolution of Disputes and Reaffirmation of Certain Contractual Rights and Duties

- WHEREAS, the Oneida General Tribal Council is the duly recognized governing body of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS, the General Tribal Council has been delegated the authority of Article IV, Section I of the Oneida Tribal Constitution, and
- WHEREAS, the Oneida Business Committee may be delegated duties and responsibilities by the Oneida General Tribal Council and is at all times subject to the review powers of the Oneida General Tribal Council, and
- WHEREAS, the Oneida Business Committee adopted a charter creating the Oneida Airport Hotel Corporation which has been amended from time to time, most recently on September, 17, 2007; and
- WHEREAS, the Oneida Airport Hotel Corporation is authorized to conduct business under its charter; and
- WHEREAS, the Oneida Business Committee, through Special BC Resolution #03-26-08-A, granted a limited waiver of sovereign immunity to enforce the provisions of leasehold mortgage documents for the Oneida Airport Hotel Corporation; and
- WHEREAS, the Oneida Airport Hotel Corporation desires to refinance the existing loan referenced in the Special BC Resolution #03-26-08-A; and
- WHEREAS, the financing institution has requested the Oneida Tribe of Indians of Wisconsin to enter into a Reaffirmation and Amendment of Consent, Non-Disturbance, and Attornment Agreement and a Reaffirmation and Amendment of Subordination Agreement, hereinafter "Contracts"; and
- WHEREAS, the Contracts contain a limited waiver of the Tribe's sovereign immunity and specifies the Oneida Appeals Commission as the forum for resolution of disputes arising under the Contracts; and

WHEREAS, Special BC Resolution #03-26-08-A authorized the Oneida Appeals Commission to hear cases which may have arisen under the original loan documents and adopted common law principles of contract interpretation and enforcement as set forth in Wisconsin state and federal case law solely for the purposes of adjudicating claims which may have arisen under the original loan documents and specified that all claims arising under the loan documents must be brought within six (6) years of the date the claim arose; and

WHEREAS, the financing institution has also requested a Business Committee resolution agreeing that all of the Tribe's rights and duties under the original loan documents remain valid, in effect, and unchanged except to the extent expressly stated in the Contracts and in the First Amendment to Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Statement to be signed by the Land Management Division Director; and

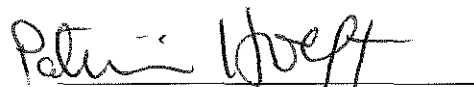
NOW THEREFORE BE IT RESOLVED THAT the Oneida Business Committee authorizes a limited waiver of sovereign immunity as identified in the Contracts.

BE IT FURTHER RESOLVED THAT the Oneida Business Committee reauthorizes the Oneida Appeals Commission to hear cases which may arise under the Contracts and further adopts common law principles of contract interpretation and enforcement as set forth in Wisconsin state and federal case law solely for the purposes of adjudicating claims which may arise under the Contracts, provided that all claims arising under the Contracts must be brought within six (6) years of the date the claim arises.

BE IT FINALLY RESOLVED THAT the Oneida Business Committee agrees that all of the Tribe's rights and duties under the original loan documents remain valid, in effect, and unchanged except to the extent expressly stated in the Contracts and in the First Amendment to Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Statement.

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. 7 members were present at a meeting duly called, noticed and held on the 12th day of August 2009; that the foregoing resolution was duly adopted at such meeting by a vote of 5 members for; 0 members against, and 1 member not voting; and that said resolution has not been rescinded or amended in any way.


Patricia Hoeft, Secretary
Oneida Business Committee

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