

# 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

RESOLUTION # 12-09-94-A

WHEREAS, the Oneida Tribe is a federally recognized Indian Government and treaty Tribe recognized by laws of the United States, 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 Council, and

WHEREAS, Article IV, Section 1 (h) authorizes the Oneida Business Committee to charter subordinate organizations for economic purposes, and

WHEREAS, the Oneida Enterprise Development Authority (hereinafter referred to as "OEDA") has been delegated the responsibility and authority by the Business Committee to hold, pledge, encumber or assign all interests in real or personal property whether of a tangible or intangible nature, the Corporation may acquire by grant, gift, loan, purchase, lease or other means, and

WHEREAS, this authority is codified in the Corporate Charter of the OEDA which was passed by Business Committee Resolution 3-10-89-A , and

WHEREAS, OEDA has acquired 33,000 shares of stock in Bay Bancorporation, a duly formed and lawfully existing bank stock holding company, and

WHEREAS, OEDA and Bay Bancorporation have entered into an Option to Purchase Stock Agreement which allows OEDA an option to purchase all outstanding shares of stock of Bay Bancorporation, not already owned by OEDA, on March 1, 2001, and

WHEREAS, Bay Bancorporation has filed an application with the Board of Governors of the Federal Reserve System, seeking approval to acquire Bay Bank as its principal asset, and

WHEREAS, the Federal Reserve Board raised serious concerns relating to the status of OEDA under the Bank Holding Company Act, 12 U.S.C. §1841 et seq, and

WHEREAS, the Federal Reserve Board has taken the position that OEDA is a wholly owned subsidiary of the Oneida Tribe and would be deemed a "company" subject to stringent regulations under the Bank Holding Company Act, and thus, said application's prospects for approval are dubious at best, and

WHEREAS, the Federal Reserve Board has previously positioned itself that due to a Tribe's sovereign status, Indian Tribes are not a "company" as defined in the Bank Holding Company Act and thus, are not subject to said stringent regulations, and

WHEREAS, the Federal Reserve Board lacks regulatory jurisdiction over an Indian Tribe, and thus, there is a greater probability of an expeditious approval of said application if the Oneida Tribe holds direct ownership interest in Bay Bancorporation, and

WHEREAS, it is in the best interest of OEDA and the Oneida Tribe to obtain the Federal Reserve Board's expeditious approval on the Bay Bancorporation application in order to protect our investment.

NOW THEREFORE BE IT RESOLVED, that OEDA will transfer any and all of its interest in the 33,000 shares of stock in Bay Bancorporation to the Oneida Tribe of Indians of Wisconsin and the Oneida Tribe of Indians of Wisconsin will accept said interest without any waiver of its sovereign immunity,

BE IT FURTHER RESOLVED, that OEDA will assign any and all of its interest in the Option to Purchase Stock Agreement that was executed between OEDA and Bay Bancorporation to the Oneida Tribe of Indians of Wisconsin and the Oneida Tribe of Indians of Wisconsin will accept said interest without any waiver of its sovereign immunity, and

BE IT FINALLY RESOLVED that the Oneida Tribe of Indians of Wisconsin does hereby approve the terms and conditions contained in the Stock Transfer Agreement, parties to said Agreement being authorized representatives of OEDA and the Oneida Tribe of Indians of Wisconsin, and authorize the Chairperson to sign

said Agreement on behalf of the Oneida Tribe of Indians of Wisconsin.

CERTIFICATION

I, the undersigned, as Secretary of the 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 12-9-94 day of December, 1994; that the foregoing resolution was duly adopted at said meeting by a vote of 6 members for; 0 members against, and 0 members not voting and that said resolution has not been rescinded or amended in any way.

  
Julie Barton, Tribal Secretary  
Oneida Business Committee