

Oneida Tribe of Indians of Wisconsin

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Oneida, WI 54155



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 made possible.

RESOLUTION # 2-5-97 A

- 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; 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, the Oneida Enterprise Development Authority ("OEDA") has entered into a Credit Agreement with Airadigm Communications, Inc., ("Airadigm") pursuant to which OEDA has agreed to loan Airadigm up to Thirty Million Dollars (\$30,000,000); and
- WHEREAS, the shareholders of Airadigm have committed to contribute additional capital in the amount of Ten Million Dollars (\$10,000,000.00) to Airadigm on or before October, 1998; and
- WHEREAS, OEDA has requested the Oneida Tribe to extend credit to OEDA to enable OEDA to make such loans and contributions to capital; and
- WHEREAS, the Oneida Tribe has requested that Bank of America Illinois (the "Agent"), as a bank and as agent for such other banks as may participate in such extensions of credit (Bank of America Illinois and such other banks being collectively, the "Banks"), make available to the Oneida Tribe two reducing revolving credit facilities in the respective amounts of \$20,000,000.00 and \$40,000,000.00, (the "Facilities"), which Facilities would be available to the Oneida Tribe for general business purposes, including the letters of credit referred to above; and
- WHEREAS, there have been prepared and submitted to this Business Committee drafts of the following documents (collectively the "Financing Documents") relating to the Facilities:

1. A Credit Agreement between the Oneida Tribe, the Bank as Agent, and the Banks, under which the Facilities will be made available to the Oneida Tribe;
2. Promissory Notes of the Oneida Tribe in the aggregate principal amount of \$60,000,000.00;
3. A Collateral Agreement between the Oneida Tribe, as pledgor, and the Agent, as pledgee, under which certain funds and investments of the Oneida Tribe will be pledged to the Agent for itself and for the Banks as security for the performance by the Oneida Tribe of the obligations under the Financing Documents; and
4. A Pledged Account Agreement between the Oneida Tribe and the Bank relating to the collateral described in the Collateral Agreement; and
5. A Custody Agreement between the Oneida Tribe and the Bank pursuant to which the Bank will act as custodian for the Tribe's restricted investments; and
6. Two Applications for Standby Letters of Credit from the Oneida Tribe to the Bank, relating to the issuance of the letters of credit under that Credit Agreement; and

WHEREAS, the Oneida Tribe acknowledges that the Financing Documents contain a waiver of the Tribe's sovereign immunity for purposes of their enforcement;

NOW THEREFORE BE IT RESOLVED that the Facilities and the related Financing Documents are hereby approved by the Oneida Business Committee.

FURTHER RESOLVED that the Chairwoman and Secretary of the Oneida Business Committee are hereby authorized and directed to execute and deliver the Financing Documents on behalf of the Oneida Tribe of Indians of Wisconsin, in substantially the form heretofore provided to this Business Committee with such changes thereto as the Chairwoman and Secretary in their discretion, upon the advice of the Tribal Attorney and Chief Financial Officer shall approve, and to execute and deliver on behalf of the Oneida Tribe such additional instruments and certifications as may be necessary and appropriate in order to implement this Resolution and to evidence or secure the Facilities, the Chairwoman's and Secretary's execution and delivery of any document or additional instrument or certification being conclusive evidence of their approval thereof in accordance with this Resolution.

FURTHER RESOLVED that the approvals and authorizations herein contained shall constitute sufficient approvals and authorizations for the borrowing, repayment and reborrowing, from time

to time, of the amounts available to be borrowed, and requests for extensions of letters of credit, by the Oneida Tribe under the Financing Documents in the manner provided therein without further action of this Business Committee.

FURTHER RESOLVED, it is hereby acknowledged that each and every note, pledge agreement, collateral agreement, and other instrument made pursuant to the foregoing Resolutions is and will be made and given for the business purposes of the Oneida Tribe.

FURTHER RESOLVED, the Secretary of the Oneida Business Committee shall certify to the Banks the names and signatures of the persons who presently are duly elected, qualified and acting as the officers authorized to act under the foregoing Resolutions, and the Secretary of the Oneida Business Committee shall from time to time hereafter, upon a change in the facts so certified, immediately certify to the Banks the names and signatures of the persons then authorized to sign or to act, the Banks shall be fully protected in relying on such certificates and on the obligation of the Secretary of the Oneida Business Committee immediately to certify to the Banks any change in any fact certified, and the Banks shall be indemnified and saved harmless by the Tribe from any and all claims, demands, expenses, costs and damages resulting from or growing out of honoring or relying on the signature or other authority (whether or not property used) or any officer whose name and signature was so certified, or refusing to honor any signatures or authority not so certified.

C E R T I F I C A T I O N S

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, 9 members were present at a meeting duly called, noticed and held on the 5th day of February, 1997; that the foregoing resolution was duly adopted at such meeting by a vote of 8 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.

I further certify that the Oneida Business Committee has, and at the time of adoption of the foregoing Resolutions had, full power and lawful authority to adopt the foregoing resolutions and to confer the powers therein granted upon the officers designated, and that such officers have full power and authority to exercise the same.

I further certify that the officers whose names appear below have been duly elected to and now hold the offices in the Tribe as set forth below until August, 1999, said date being the expiration date of the terms of said elected officers, and that the signature appearing opposite the name of each of such officers is authentic and official:

Deborah Doxtator, Chairwoman

Deborah Doxtator

Gary L. Jordan, Vice Chair

Gary L. Jordan

Julie Barton, Secretary

Julie Barton

Kathy Hughes, Treasurer

✓ Kathy Hughes

I further certify that the approval of the foregoing Resolutions is not required by, and that said Resolutions are effective and binding on the Tribe without the approval of, the Oneida General Tribal Council.

I further certify that copies of the Constitution of the Tribe, the Bylaws of the Tribe, the Compact, and the Gaming Ordinance attached hereto as Exhibits A through D, respectively, are complete, true and correct copies of the same, together with all amendments therein adopted to the date hereof, if any, and each is in full force and effect on the date hereof.

Julie Barton
Julie Barton, Secretary
Oneida Business Committee

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