

Oneida Tribe of Indians of Wisconsin

Post Office Box 365

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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 8-17-95- A

- WHEREAS, the Oneida Tribe is a federally recognized Indian Government and 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 Tribe has acquired an large ownership interest in Bay Bancorporation, a duly formed bank holding company, and
- WHEREAS, Pursuant to an Option to Purchase Agreement ("Option")(which was duly executed on February 4, 1994) and as amended by an Amendment to Option Agreement ("Amendment") (which was duly executed on May 31, 1995), the Oneida Tribe has the option to purchase all outstanding shares of the stock of Bay Bancorporation, not already owned by the Oneida Tribe, on March 1, 2001, and
- WHEREAS, Although according to the Option, the Tribe is prohibited from acquiring more than thirty-three and one-third percent (33 1/3%), the Tribe has acquired 38.115% of outstanding shares of stock of Bay Bancorporation, and
- WHEREAS, in both the Option and the Amendment section entitled "Alternative 1" (which may determine the actual price the Tribe will pay in the event they decide to exercise said Option), the language in that section was intended to reflect the original stock offering in which the actual issuance date of the stock was predicted to be March 1, 1994, and
- WHEREAS, due to negotiations regarding requisite approvals from both the federal and state banking authorities, the actual issuance date has been delayed until August 17, 1995, and

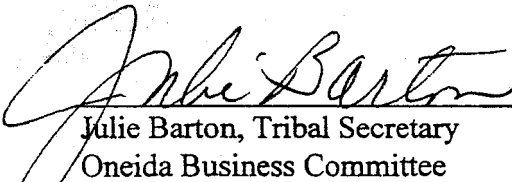
WHEREAS, due to the above changes in date and ownership interest and in order to prevent confusion as to what is the final expression of both the Option and the Amendment, these documents have been integrated into the attached Option to Purchase Stock Agreement (a copy of said Option has been attached hereto), and

WHEREAS, it is in the best interest to approve the integrated version of the Option to Purchase Stock Agreement in order to facilitate the issuance of the requisite stock to present stockholders.

NOW THEREFORE BE IT RESOLVED that the Oneida Tribe does hereby approve the terms and conditions contained in the integrated Option to Purchase Stock Agreement and authorizes its representative to execute said document on behalf of the Oneida Tribe of Indians of Wisconsin. This integrated version of the Option to Purchase Stock Agreement represents the final version of all previous negotiations and agreements relating to said original Option and its Amendment.

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 17th day of August 1995; 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

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