

Oneida Nation

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Oneida, WI 54155

BC Resolution # 06-27-18-A

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 Nation is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States of America; and
- WHEREAS,** the Oneida General Tribal Council is the governing body of the Oneida Nation; and
- WHEREAS,** the Oneida Business Committee has been delegated the authority of Article IV, Section 1, of the Oneida Nation Constitution by 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 by resolution # BC-01-26-11-B; and
- WHEREAS,** the Oneida Airport Hotel Corporation is authorized to conduct business under its charter; and
- WHEREAS,** the Oneida Business Committee, through resolution # BC-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 amend the existing loan referenced in the resolution # BC-03-26-08-A; and
- WHEREAS,** the financing institution has requested the Oneida Nation to enter into a Reaffirmation and Second Amendment of Consent, Non-Disturbance, and Attornment Agreement and a Reaffirmation and Second Amendment of Subordination Agreement, hereinafter "Contracts"; and
- WHEREAS,** the Contracts contain a limited waiver of the Nation's sovereign immunity and specifies the Oneida Judiciary as the forum for resolution of disputes arising under the Contracts; and
- WHEREAS,** resolution # BC-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 an Oneida 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 Second Amendment to Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Statement to be signed by the Environmental, Health, Safety and Land Division (f/k/a Land Management Division); 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 Judiciary 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 Nation's rights and duties under the original loan documents, as previously amended, remain valid, in effect, and unchanged except to the extent expressly stated in the Contracts and in the Second 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; 8 members were present at a meeting duly called, noticed and held on the 27th day of June, 2018; that the forgoing resolution was duly adopted at such meeting by a vote of 7 members for, 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.



Lisa Summers, Secretary
Oneida Business Committee

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