


## MEMORANDUM

TO: Leah Sue Dodge

FROM: Patty Hoeft, Tribal Secretary 

DATE: April 26, 2013

RE: Response to Ms. Dodge e-mail correspondence dated April 22, 2013 to check if Oneida Sevens Generations Corporation is in compliance with required reporting to the Oneida Business Committee and General Tribal Council

Here is my response to the questions you asked in your e-mail of April 22, 2013 (attached). This response is a report about whether the Oneida Seven Generations Corporation (OSGC) submitted reports as required and not an opinion about whether the content was sufficient.

**Reporting requirements.** The Oneida Seven Generations Corporation (OSGC) filed its narrative and financial reports to both the Business Committee (BC) and General Tribal Council (GTC) as required in Article 13 of the OSGC charter. The OSGC corporate charter was amended by the Oneida Business Committee (BC) by resolution on Jan. 26, 2011 enacting new reporting requirements. Narrative reports are available by going to the Tribe's Members-Only website or by filing a request for records with the Tribal Secretary Office.

Narrative reports submitted to the BC can be found on the Tribe's Members-Only web site in the BC regular meeting agenda packets for the following meeting dates--**2011:** March 9, May 25, Sept. 28 and Dec. 14; **2012:** Feb. 22, May 23, Sept. 12, Nov. 14; **2013:** Feb. 27.

Financial reports and year-end audit reports were submitted to the BC on the same dates listed above for narrative reports. However, financial reports are considered proprietary and confidential and were considered by the BC in executive session. In addition, the financial report and year-end audit report were provided to the GTC in the GTC semi-annual Treasurer's Report. The semi-annual report is available only to Tribal members by going to the Members-Only web site for GTC meeting dates on July 4, 2011 and July 2, 2012.

Disclosure reports were submitted to the BC on Feb. 22, 2012 and April 19, 2013. Because the Feb. 22 disclosure report was submitted as part of the open record to the BC at its regular meeting, it is available in the BC agenda packet for that meeting as posted on the Members-Only web site. Disclosure reports submitted after Feb. 22, 2011 are maintained in accordance to the reporting requirement that they are to be proprietary and confidential.

**William Cornelius board membership status.** William Cornelius' term expired Sept. 13, 2011. He was appointed by the BC and administered an oath of office on Feb. 22, 2012 to a second term. Members to corporate boards are appointed by the Business Committee following rules stated in the OSGC charter. The Oneida Comprehensive Policy Governing Boards, Committees and Commissions does not apply to appointments to corporate boards (*Article I. Purpose and Policy, 1-1. ...This policy does not apply to Tribal corporations due to the corporate structure and autonomy of those entities*).

**Other questions.** In addition to your request, you asked several questions that I will bring to the BC for consideration. Those questions are as follows:

1. Did OSGC adequately fulfill each of the reporting requirements for disclosure reports, specifically listing of investors, their relationships and involvement in any of the current litigation?
2. Was William Cornelius a member of the OSGC board of directors during the period of Sept. 12, 2011 through Feb. 21, 2012 and did he have the authority to sign-off on OSGC documents during that period? Listed below are the rules on membership from the charter and the amended charter :

Charter rule prior to Feb. 22, 2012: Article VII. Board of Directors (E) The term of office for a board member will be five (5) years with the exception of the non-Oneida board members who are limited to one (1) five (5) year term.

Charter rule after Feb. 22, 2012: Article VII. Board of Directors (D) h. A Board member shall hold office until his or her replacement is appointed by the Oneida Business Committee, provided that such holdover period shall not last longer than three months. (E) The term of office for all members is five (5) years. Oneida members are limited to five (5) terms of office while non-Oneida members are limited to one (1) term.

3. May you have access to the OSGC disclosure reports in your role as an employee of the Tribe working for a business unit under the Tribe's Gaming Division who deals with the OSGC? Under the disclosure rule, access is allowed only to those authorized officers, officials and personnel of the Oneida Tribe of Indians of Wisconsin with a legal or legitimate need to know such report information.

4. Did OSGC consistently provide financials and disclosure reports over the life of the corporation?

If you have any questions, please call me at (920) 869-4475 or e-mail: phoeft@oneidanation.org. Thank you.