

1 **General Tribal Council Meeting**
2 **1 p.m. Sunday, Dec.15, 2013**
3 **Radisson Hotel and Conference Center**
4 **2040 Airport Drive, Ashwaubenon, WI 54313**

5
6 **MEETING TRANSCRIPT – D R A F T**

7 Present: Chairman Ed Delgado, Vice Chairman Greg Matson, Treasurer Tina Danforth,
8 Secretary Patty Hoeft, Council members: Melinda J. Danforth, Vince DelaRosa, Paul Ninham,
9 Brandon Stevens. Not present: David Jordan

10 Ed Delgado: First on the agenda, before we get started I want to mention as of 12:51 p.m. we
11 have 1,389 Oneida tribal members in attendance. Some of them are in the overflow room.
12 Overflow room, I want to remind you there are tribal members in there who want to listen.
13 Please be respectful toward your other tribal members. We are all Oneida. Also, I would like to,
14 before we do anything, have a moment of silence. We have tribal member, Kate Stevens who
15 has, I believe, received her last rites. We also have Councilman David Jordan who is on medical
16 leave. He will be doing a procedure. We all pray for a successful procedure with him. Could we
17 have a moment of silence, please? Please. Thank you. Oneida Veterans color guard, posting of
18 the colors. Wes Martin? Could you lead us in this, please.

19 **1. Oneida Veterans Color Guard posting of the colors**

20 Wes Martin: GTC, please rise. Please welcome the Native American Vets group. Thank you.
21 Carrying the eagle staff is Harry J. Martin, U.S. Air Force; the American flag, Art Cornelius, U.S.
22 Air force; the Oneida flag, Tim Ninham, U. S. Navy; the Korean flag, Nathan Smith, Korean War
23 Veteran, U.S. Air force; carrying the Vietnam flag, Lloyd Powless, U.S. Army; carrying the
24 POW/MIA flag, Jerry Cornelius, U.S. Army. Please give these veterans a round of applause. I'm
25 not sure all of you guys are going to be able to get up the middle aisle. I ask if you can go
26 around to the right. Can they get down the middle aisle? Please retire your colors Native
27 American Veteran Association. As they are retiring, please give them another hand. They are
28 our veterans. Please be seated, thank you. One of the things about being an elder is sometimes
29 you can change the agenda. I was supposed to give a prayer but in lieu of our prayer, and this
30 time that we are approaching the holidays, I wish to ask all the veterans in this room and the
31 overflow room to please stand up. All the veterans, please stand up if you can. I ask the GTC
32 members to look at these veterans. These are proud and the reason I'm asking that they be
33 recognized is many of these at the holidays, Christmas is a time, some of our young veterans
34 that are oversees and foreign countries. Many of these veterans that stand before you, give up a
35 lot of their time during these holidays because either they are in the service oversees or not able
36 to come home. I think that we should be proud of these veterans and I ask, as a GTC, please
37 stand and give ovation to their time and service to this country and the Oneida Nation. One
38 more time--thank you, GTC members.

39 **2. Opening and Announcements**

40 Ed Delgado: I would like to have a few words from our sergeant-at-arms, Jason King.

41 Jason King: Thank you, Ed. Just a few reminders before we begin the meeting today. Be aware
42 of the designated areas. We have some security officers posted outside in the hallways. Be
43 aware of the emergency exits, along with our designated smoking area. Also, one final reminder
44 about the exiting today, please be courteous and respect for the elders around. We will have
45 security monitoring the hallways, as far as people and making sure we are not pushing and
46 shoving. We are all going to get signed, so we want to do it safe as possible. Thank you.

47 Ed Delgado: As long as Wesley talked about the veterans, I just want to talk two seconds. On
48 Wednesday, we proclaimed, I forget the exact date, as Code Talker Day. We had four Code
49 Talkers who were in the war. We went to Washington D.C., and for the tribe, received a gold
50 medal signifying those heroes. Each family got one silver medal. The Code Talkers were Rupert
51 Adams, my grandson's, O ya no lu, great-grandfather; Hudson Doxtator, Rinton Doxtator and
52 Lloyd Schuyler. I think they will always be heroes to the Oneida Tribe. Yaw^ko. There is one
53 more thing I'm supposed to do and I guess I'm not doing it because I sure forgot. We've had the
54 color guard, oh, the opening. I will ask Paul Ninham to do the opening. Paul, could you do it?

55 Paul Ninham: A surprise. (Opening in the Oneida language)

56 **3. Adopt the agenda**

57 **a. Approve attendance in meeting of representatives from McGladrey and Pullen**
58 **who will give the financial analysis in regard to the petition**

59 Ed Delgado: Thank you, Paul. The adoption of the agenda.

60 Frank Cornelius. Mr. Chairman, my name is Frank Cornelius. I make a motion that we adopt the
61 agenda today and I be allowed 15 minutes to present my uninterrupted time to present my case.

62 Ed Delgado: We have a motion by Frank Cornelius. One second, please. We have a motion by
63 Frank Cornelius. Could we have it on the screen please, so you know what you are voting for,
64 and we have a second. Motion made by Frank Cornelius, seconded by Kathy Mauritz. Kathy
65 Mauritz, could you spell your last name please.

66 Kathy Mauritz: M-a-u-r-i-t-z.

67 Ed Delgado: M-a-u-r-i-t-z. Here is the motion. Motion by Frank Cornelius to adopt the agenda
68 and to be allowed 15 minutes uninterrupted. Now before the call for the question, we had a
69 request from the Treasurer for an amendment. Tina?

70 Tina Danforth: I'd like to make an amendment to the main motion to allow McGladrey & Pullen
71 to come into the meeting to give their presentation on the third-party-review.

72 Frank Cornelius: Out of order. Point of order. We have a motion and second on the floor. Tina
73 Danforth: Yes, this is an amendment to the main motion.

74 Frank Cornelius: I do not want any additions.

75 Ed Delgado: This is an amendment. The amendment is to allow McGladrey here. They are the
76 body that prepared an analysis, a third-party-analysis of what the consequences are here of this
77 action. It is very important that you have the opportunity to listen to that. So we have a motion by
78 Tina Danforth. We have a second? By whom?

79 Frank Cornelius: That's two motions on the floor, sir.

80

81 Ed Delgado: I know.

82

83 Frank Cornelius: We can't do that. Let's vote on them one at a time.

84

85 Ed Delgado: No, we have an amendment to the motion.

86

87 Frank Cornelius: I am not allowing amendment to my motion. I am the petitioner.

88

89 Ed Delgado: We do have amendments to motions, Frank.

90

91 Frank Cornelius: Mr. Chairman, we have a motion made and second.

92

93 Ed Delgado: We do, we do.

94

95 Frank Cornelius: I address the General Tribal, ask for a call for the question to see how many
96 supports that motion.

97

98 Ed Delgado: We do have an amendment. We have a request for an amendment prior to the call
99 for the question. We have a first, who seconded that? Madelyn, are you seconding that
100 amendment?

101

102 Madelyn Genskow: No, I did not.

103

104 Cathy Metoxen: I appeal the decision of the Chair. This is General Tribal Council's meeting.

105

106 Ed Delgado: Loretta Metoxen, are you seconding that amendment?

107

108 Cathy L. Metoxen: I don't hear anything and I'm appealing your decision.

109

110 Ed Delgado: Loretta Metoxen? Loretta, are you seconding that motion for McGladrey to come
111 in? Cathy is appealing my decision regarding...
112
113 Cathy L. Metoxen: Moving forward without General Tribal Council's vote on what their vote is...it
114 is up to the General Tribal Council.
115
116 Ed Delgado: What we have is a motion, a second. We have an amendment by the Treasurer
117 and a second.
118
119 Cathy L. Metoxen: I'm challenging you because General Tribal Council is the governing power
120 of this tribe and you only function when we're not in session.
121
122 Ed Delgado: But we do operate under a set of rules. We have a point of order.
123
124 John Ori: Mr. Chairman? Yes, I believe it would be appropriate to withdraw the amendment
125 and have McGladrey and Pullen and voted on separately. This is just Mr. Cornelius' motion to
126 approve the agenda and to get McGladrey and Pullen in, is usually done separately as I recall.
127
128 Frank Cornelius: There are two items and the agenda, that is the second item.
129
130 Ed Delgado: No, we have one amendment.
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132 Frank Cornelius: Mr. Chairman, this is not a dictatorship, sir.
133
134 Ed Delgado: I know.
135
136 Frank Cornelius: This is General Tribal. We control this meeting. We control this meeting.
137 Please vote on the agenda. I do not want an addendum.
138
139 Ed Delgado: We operate under set of rules. The rules are that we have always allowed an
140 amendment.
141
142 Frank Cornelius: This is a General Tribal. I don't want an amendment.
143
144 Ed Delgado: General Tribal Council will make that decision. It is going to come forward now.
145
146 Frank Cornelius: Well, let's vote on the motion then.
147
148 Ed Delgado: Ok, amendment by Tina Danforth to allow McGladrey and Pullen to give their
149 financial analysis of the petition. That's the amendment. We will vote on first. All those in favor of

150 the amendment, please signify by raising your right hand. Thank you. All those opposed to the
151 amendment, please signify by raising your right hand.

152

153 Frank Cornelius: Raise your hand, everybody.

154

155 Ed Delgado: We are going to have to have a vote, I can't determine, a hand count. Election
156 Board? We will do this through a hand count now. All those in favor of allowing...They are
157 getting out there. I'm trying to read it before, can you pull it down a little bit so I can read it?

158

159 Frank Cornelius: Mr. Chairman, why don't we vote on the main motion and the addendum
160 second? You are doing this backward.

161

162 Ed Delgado: No, this is the way it is done. You vote on the amendment and then you vote on
163 the main motion. That is always the way it has been done. Amendment by Tina Danforth to
164 allow McGladrey and Pullen to give their financial analysis of the petition. All those in favor now
165 of that amendment, please signify by raising your right hand.

166

167 Frank Cornelius: While they are counting Mr. Chairman, I'd like to make an amendment.

168

169 Ed Delgado: During the counting of the vote, there is no comment. That is practice.

170

171 Nancy Skenandore: Excuse me. I'm here to listen to this meeting and there is a lot of chattering
172 going on which is not necessary. I'm here to listen to the meeting. Whoever is chatting, go out in
173 the hallway and chat.

174

175 Ed Delgado: Thank you, Nancy. Thank you for that vote. If you are not in favor of the
176 amendment, please signify by raising your right hand. Thank you for that vote. Our final vote on
177 this issue will be if you wish to abstain from this vote, please signify by raising your right hand.
178 Pretty close. The amendment passes, 659 for, 589 no, 56 abstaining. Total vote: 1,295. We do
179 have an amendment. There has been some debate whether or not I recognized the call for the
180 question. I did recognize the call when I said we can have this vote for the amendment so I did
181 recognize it. There are no more amendments. I know we have two

182

183 **Amendment to the main motion by Tina Danforth to allow McGladrey & Pullen to give**
184 **their financial analysis of petition, seconded by Loretta V. Metoxon. Motion approved**
185 **by a hand count: 659 yes, 580 no, 56 abstained, total-1,295**

186

187 Frank Cornelius: Mr. Chairman, there is one more amendment I'd like to propose before we
188 vote. I'd respectfully ask of General Tribal if I could show three slides as a petitioner, and
189 present why I don't think we don't need them to be here. I make that in a form of a motion-- I be
190 allowed to present three slides and tell why

191

192 Ed Delgado: No, you can't do that. We are going to vote on the motion now.
193
194 Corinne Robelia-Zhuckkahosee: We are allowed two amendments to a motion?
195
196 Ed Delgado: Not after the call for the question. There has been a call for the question. I will try
197 and get...
198
199 Frank Cornelius: Did you recognize my addendum, sir?
200
201 Ed Delgado: Hold on. Parliamentarian, once a call for the question has been called for can
202 there be additional amendments?
203
204 Frank Cornelius: You recognized a call for the question on the first motion.
205
206 Ed Delgado: After the request for the motion.
207
208 JoAnne House: The question is whether or not another amendment would be in order before the
209 membership. The main motion was made. You recognized the Treasurer to make an
210 amendment, then you also recognized a call for the question. We accepted the Treasurer's
211 amendment. We are now back at this point to the main motion. There is a call for the question
212 on the floor. There would be no discussion unless the membership wanted to vote on the call for
213 the question to continue discussion, at which point another amendment would be in order.
214
215 Ed Delgado: Membership, you can vote on the call for the question. If you want no further
216 amendments, you would support the call for the question. Am I right, Parliamentarian?
217
218 Frank Cornelius: I have another amendment.
219
220 Ed Delgado: First, we have to find out if you support the call for the question. All those in favor,
221 supporting the call for the question, which means no more amendments, no more discussion,
222 please signify by raising your right hand. Thank you. If you do not support the call for the
223 question and would like to have further amendments, please signify by raising your right hand.
224 Thank you. In this room, I believe that it is recognition, support for the call for the question. How
225 about the overflow room?
226
227 Cathy Bachhuber: In the overflow room, the majority support.
228
229 Ed Delgado: Support ending, supporting the call for the question. No more amendments. We
230 are now going to vote on adopting the agenda to be allowed 15 minutes to give his presentation
231 uninterrupted. All those in favor of this motion, please signify by raising your right hand. Thank
232 you. If you do not support the motion, please signify by raising your right hand. Thank you. If you

233 wish to abstain, please signify by raising your right hand, thank you. That was easy. We do have
234 an agenda.

235

236 **Main motion by Frank Cornelius to adopt the agenda and to be allowed 15 minutes to**
237 **give his presentation uninterrupted, seconded by Kathy Mauritz. Motion approved by a**
238 **show of hands.**

239

240 John Orie: Mr. Chairman, I have a motion.

241

242 Ed Delgado: I did look at the overflow room and it was evident that it was the same as here. We
243 do have an agenda. We have 1,875 tribal members at 1:15 p.m. and we have John Orie.

244

245 John Orie: Mr. Chairman, I motion to fix the time to adjourn to no later than 2:45 with 2-minute
246 speaker time limits.

247

248 Ed Delgado: You have your motion. Membership, do you support the motion? Do we have a
249 second on that motion? Seconded by Matt Johnson. Thank you. All those in favor of the motion
250 to fix the time to adjourn no later than 2:45 p.m. with 2 minutes speaking time limits and 15
251 minutes for presentations. All those in favor of this motion, please signify by raising your right
252 hand. Thank you. If you do not support this motion, please signify by raising your right hand.
253 Thank you. If you wish to abstain, please signify by raising your right hand, thank you. Motion
254 fails. It is pretty obvious in the overflow room. Cathy Bachhuber, do you concur with what I just
255 presented, that it is pretty obvious they did not support this motion?

256

257 Cathy Bachhuber: No, the overflow room overwhelmingly supported the motion.

258

259 John Orie: Mr. Chairman, I will amend the motion to go to 3 o'clock or 3:15.

260

261 Ed Delgado: It is inconclusive. Election Board?

262

263 Unidentified Individual: I have a question, sir.

264

265 Ed Delgado: We are counting the vote. We cannot do discussion during that time.

266

267 Unidentified Individual: If I don't ask my question, it might interfere with my vote.

268

269 Ed Delgado: I'm sorry, we are interrupting the vote. Bring it after the vote.

270

271 Unidentified Individual: Privileged question?

272

273 Ed Delgado: Right now we are counting the votes. There are no questions during the counting.

274

275 Unidentified Individual: I understand.

276

277 Nancy Skenandore: Mr. Chairman, we're not counting any votes in the overflow room. We
278 weren't told to take any votes. Nobody has raised any hands and there is no counting going on
279 over here.

280

281 Ed Delgado: Overflow room? Election Board? You should be counting the votes. The motion is
282 to fix the time to adjourn no later than 2:45 p.m. with 2 minutes speaker time limits and 15
283 minutes for presentations. There is no 3:15, it is 2:45. Raise your hands for the yes votes if you
284 support this motion. If you do not support this motion, please signify by raising your right hand. If
285 you do not wish to vote on this motion and wish to abstain, please signify by raising your right
286 hand. General Tribal Council, we have 813 yes votes, 534 no votes, 45 abstentions, a total vote
287 of 1,392. The motion does pass. Frank? Uninterrupted, let's have some order.

288

289

290 **Motion by John Orié to fix the time to adjourn no later than 2:45 p.m. with 2 minutes**
291 **speaker time limits and 15 minutes for presentations, seconded by Matt Johnson.**

292 **Motion approved by a hand count: 813 yes, 534 no, 45 abstained, total-**
293 **1,392**

294

295

296 Madelyn Genskow: Mr. Chairman, Mr. Chairman.

297

298 Ed Delgado: Madelyn?

299

300 Madelyn Genskow: You are supposed to follow the agenda. The agenda puts the other,
301 McGladrey and Pullen first and Frank second.

302

303 Ed Delgado: No, Frank is first. Frank?

304

305

1. New Business

306

- a. **Petitioner Frank Cornelius: General Tribal Council directs the Business Committee to dissolve the Oneida Seven Generations Corporation based on the Law Office's March 2013 finding that the OSGC's corporate charter identifies that the shareholder (i.e. the Tribe), as represented by the Oneida Business Committee, can dissolve the corporation (petition submitted 7/9/13)**

311

312 Frank Cornelius: Thank you. Before I get into my speech, I know it is the Christmas season so I
313 want to wish you all goodwill, no matter how this turns out. I trust the judgment of the General
314 Tribal. When I say General Tribal, that means you and you and you, so anytime I use that thing.
315 And because this is a General Tribal, a special General Tribal, normal ones occur in December
316 and July. This is not a Business Committee so I am going to respectfully request that all the
317 members of the Business Committee, with the exception of the Chairman and the Secretary to

318 record it, leave the stage and find a place in the audience. Mr. Chairman, I make a motion that
319 they all leave the stage during my presentation, any second?

320

321 Ed Delgado: The presentation, Frank. Come on, Frank. There is, to my understanding, General
322 Tribal Council action or recommendation in the past that the Business Committee sit in front so
323 the membership can acknowledge their votes. Them being up here are part of General Tribal
324 Council's previous action. Frank, could you move forward.

325

326 Frank Cornelius: Can I what? What is your question, sir?

327

328 Ed Delgado: Frank, let's go. Frank, could you make your presentation, please?

329

330 Frank Cornelius: We have a motion on the floor. I don't know you're saying.

331

332 Ed Delgado: No, there is no motion.

333

334 Frank Cornelius: You want me to withdraw the motion?

335

336 Ed Delgado: Frank, we are doing your presentation. Let's get started. Frank, your presentation,
337 please.

338

339 Frank Cornelius: To date, Seven Gens has run up a debt of over 20 million. Where there are
340 federal dollars involved, the federal court will come after the federal recognized tribe and we
341 could end up in Chapter 11 bankruptcy federal court. If you get the FBI in here, somebody is
342 going to jail and we could lose some of our income. If we allow this to continue, it will affect our
343 per capita. Today, we don't need the Business Committee to tell us what to do. We, together,
344 the GTC, can do what we want to do. Something the Business Committee hasn't done in 17
345 years--dissolve Seven Gens. Show the first slide, please. Seven Gens has collected over \$2.5
346 million in one year alone in rent money for the tribe. \$1,862,675 in rent alone for the tribe. Our
347 money. Show the second slide, please. They use this money as collateral to borrow more
348 money for themselves. They kept the tribal money and use our rent money as collateral. Show
349 the next slide. This is against Article V, Section I.C. of the constitution--you cannot encumber
350 tribal assets. The constitution states, the General Tribal Council, that is you, of the tribe shall
351 veto any encumbrance of tribal assets. Article IX, show the next one, of their own charter, it
352 states under distribution of profits, directs them to turn that money back, that profit back to the
353 tribe. They could keep 25 percent for managing the contract and the net and we'll, 75 percent of
354 the net back. Seven Gens has waived its sovereign immunity in all financial transactions, look at
355 the bottom of the slide. In other words, they agreed to be sued in state courts and they will abide
356 by the judgments. Show the next slide. Seven Gens is grantor on banknotes of failed business
357 ventures, millions of dollars. They said these notes were secured by real estate. Grantor is one
358 who makes a guarantee and a guarantee is a formal pledge to pay back the obligation. Show

359 the next slide. This is against Article IV, Section I, Paragraph C of our constitution. The powers
360 of the General Tribal Council, it states the General Tribal Council, you, of the Oneida Tribe of
361 Wisconsin shall veto any encumbrance of the tribal lands or interest in tribal lands. Show the
362 next slide. Their own charter, Article 17 limitations of power under paragraphs C and D states
363 the corporation may not encumber any real property or of the Oneida Nation or securing loans
364 or incurring debtness required on obligation or a guarantee on the part of the nation. Seven
365 Gens is not paying back the principal on some of the notes. Show the next slide. You'll notice
366 that in the last paragraph there are interest only payments. Note the third paragraph. The
367 contract ends the payments in 2020. Right now, the current liability is \$668,000. Show them the
368 next slide. If we don't pay that required it will go up to 10 million by the end of the contract. Look
369 at what the auditor's perspective said from 2013 until down in the right corner 2020 we are going
370 to owe \$10 million. We are going in the hole every day. On top of that, they are trying to extend
371 the contracts. They have no intention to repay these loans. Read the auditors note below. The
372 auditors note reads the corporation and its lenders are negotiating extending the terms of the
373 loan. The corporation expects to renew the current agreement on a long-term basis with terms
374 (in audible). Accordingly, the debt remains classified as long-term as
375 Management does not anticipate repayment of these notes in amount in excess of the estimated
376 scheduled payments. This is in violation of the contracts and their charter. Only the businesses
377 are going to profit from this. They are supposed to repay us, the tribe, that is our profit. Next
378 slide. Seven Gens salaries and benefits for the four people is \$662,827 a year. They make over
379 \$165,700 a year, each of them. Plus, they have a meeting expense of \$250 each and every
380 meeting. In 2012, they spent themselves \$16,000. That is over a \$1,000 a month added to their
381 salary. And they have another slush fund called Other--\$12,000. Show the next slide, please. If
382 we dissolve Seven Gens today, we could assign the rental units to the property manager in the
383 division of land management and we could collect the two-and-a-half million dollars. Show the
384 last slide, please. We could pay off all the debts. It would take us four years and nine months.
385 Then we could increase our per capita. We only have 16,808 Indians on the tribal rolls and
386 we're getting \$2.5 million profit. You guys figure it out. Last month, on the 22nd, you just saw,
387 Seven Gens was caught again experimenting with an open burn project on O'Hare. It was
388 written in the Press-Gazette. They are in violation of tribal laws. They are in violation of the
389 charter and they are in violation of the constitution. Now I'd like to propose to you, show the next
390 one, a resolution to dissolve them. I hope you'll second that motion. I make a motion that we
391 accept that resolution to dissolve Seven Gens. You got the resolution on the board? We have a
392 motion made and second, Mr. Chairman. I make a call for the vote. Thank you.

393
394 Cathy L. Metoxen: Call for the question.

395
396 Ed Delgado: I'm going to seek some legal opinion.

397
398 Frank Cornelius: It's a, General Tribal rules. You are the supreme law of the land today folks.
399 You can call for the question.

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Ed Delgado: We have an agenda in front of us. At this time, can this motion be made? I know in the past when Leah Dodge did her presentation, as I recall, she wanted to make her motion right after her presentation and I requested that she make it when we enter into discussion.

Frank Cornelius: Mr. Chairman, a point of order. I had 15 minutes. This is my presentation and I made a motion to accept the resolution to dissolve Seven Generations. It is my time.

Ed Delgado: I am trying to...

Frank Cornelius: General Tribal gave me the time.

Ed Delgado: I am trying to...

Frank Cornelius: This is my presentation. The General Tribal gave me these 15 minutes. I made a motion to dissolve Seven Gens and the motion reads--Seven Gens, revoke the charter in accordance with fifteen B and C of the charter, the corporate office and hold them responsible for the debts they made.

Ed Delgado: I agree this is your presentation, but I am trying to find whether or not it is within Robert's Rules of Order, our rules, whether or not, given the agenda that you just, please...

Frank Cornelius: You are snowing them. They called for the question.

Unidentified speaker: Silence.

Ed Delgado: Let me inquire so I can make the right decision. Now, I know that we've adopted an agenda. Now there is a motion. Can he present his motion at this time? Or, do we still have an agenda that General Tribal Council adopted that we have to cover or delete or whatever. But right now we have a motion. I'm suggesting that he wait for that motion. I will call him.

Frank Cornelius: We don't need your suggestion. The General Tribal Council rules.

Ed Delgado: I know. I'm trying to find out if you can make that motion right now from the Parliamentarian.

JoAnne House: The question is, is the motion in order on the floor? Typically, the General Tribal Council adopts an agenda that contains presentations. Typically, the petitioner is the last presentation given at which point it would have been in order for the presentations to close and a motion to be on the floor. The petitioner is the first presentation given. There are at least two

440 other presentations to be made to the General tribal Council, at which point, his motion would be
441 in order after the other two presentations are given. It is out of order at this time.

442

443 Ed Delgado: I agree. Frank. When McGladrey finishes their presentation and we go into
444 discussion, I will recognize your motion.

445

446 Corinne Robelia-Zhuckkahosee: Point of order, Mr. Chairman.

447

448 Ed Delgado: Your point of order?

449

450 Corinne Robelia-Zhuckkahosee: My point of order is, is Frank asked for his 15 minutes, they
451 adopted an amendment to have McGladrey and Pullen give their financial analysis. What I
452 would like to hear is just the conclusion of it and that would be it. Where is the third person that
453 is supposed to be speaking, JoAnne?

454

455 Frank Cornelius: This is my 15 minutes.

456 Ed Delgado: It is my understanding that McGladrey will be giving their presentation.

457

458 Corinne Robelia-Zhuckkahosee Correct, but who's the third one she's talking about?

459 Ed Delgado: The CFO.

460 Corinne Robelia-Zhuckkahosee: He's not on the agenda.

461 Ed Delgado: Ok, so McGladrey is.

462

463 Corinne Robelia-Zhuckkahosee: Yes, correct.

464 Ed Delgado: I agree, I agree. So we're going to go on if you're done, Frank. I don't think your 15
465 minutes is over.

466 Frank Cornelius: I'm not through with 15 minutes. I got three minutes left.

467 Ed Delgado: Go ahead Frank, but right now your motion...

468 Frank Cornelius: I would like to...

469 Ed Delgado: ...is out of order until after the presentation.

470 Frank Cornelius: In the interest of saving time, let's get this over with. We could get to the
471 conclusion of McGladrey and Pullen and ask for their conclusions, rather than listen to a lengthy
472 study of where the dollars went. They said we can pay this. It'll have a minimal effect on the

473 tribe and we can meet our obligations. We're collecting \$2 million and only paying \$6 billion out.
474 We can do this.

475 Ed Delgado: We have a motion on the floor, 15 minutes for McGladrey on the John Orié
476 motion...

477 Frank Cornelius: And I made a motion to dissolve.

478 Ed Delgado: Ok.

479 Frank Cornelius: ...within my 15 minutes.

480 Ed Delgado: So after we conclude the McGladrey presentation Frank, you will be allowed to
481 make your motion and then we'll go into discussion, ok?

482 Frank Cornelius: We're being railroaded folks.

483 Ed Delgado: We have a presentation.

484 Unidentified speaker: Mr. Chair, you automatically should give him another five minutes for all
485 the baloney you're talking.

486 Mike Debraska: Mr. Chair? Mr. Chair, I'm to appeal your decision to stop Frank and stop Frank's
487 motion. This is a General Tribal Council meeting. I'm going to appeal your decision and it does
488 not matter what you have to say or what Chief Counsel has to say. If this body wants to vote on
489 his motion, they have that right.

490 Unidentified speaker: That's right.

491 Frank Cornelius: I support the motion.

492 Cathy L. Metoxen: Second. Is Frank the seconder or can I second? I'm still standing.

493 Ed Delgado: I'm going to recognize appealing my decision to you. Again, financial
494 consequences of this tribe are in your hands--you are the General Tribal Council. A lot of this is
495 up to you. I'm going to let you appeal my decision. If you do not want to hear the financial
496 consequences of your actions, you can appeal it. So...

497 Frank Cornelius: Limit their testimony only to their conclusions, folks.

498 Latsi Hill: Excuse me?

499 Frank Cornelius: That's what they said. It'll have a minimal effect on the tribe.

500 Ed Delgado: Let's have order. Let's have order.

501 Mike Debraska: Mr. Chair, I appeal the decision. Let the body take the vote.

502 Ed Delgado: And I'm recognizing your appeal.

503 Frank Cornelius: I support that motion.

504 Ed Delgado: Again, General Tribal Council, this is in your hands. If you do not want to...

505 Frank Cornelius: Well, listen to them then.

506 Ed Delgado: He has a motion on the floor. If you want to recognize it right now, I say we have to
507 complete the agenda. If you don't want to do it, if you want to recognize his motion...

508 Latsi Hill: Excuse me--it looks to me, you know, people are complaining about being
509 dictatorship, right now it seems like its being dictated, right now. And I think what we need to do,
510 we all have a, we all have a good mind here and we all make decisions but we can't make a
511 decision unless we know both sides of the story.

512 Ed Delgado: And I agree with you. I agree with you.

513 Latsi Hill: I personally do not care which way it goes, but I sure would like to hear both sides of
514 the story.

515 Ed Delgado: And so would I, and I would think General Tribal Council would want to hear both
516 sides of the story. But there's been an appeal of my decision. I'm saying you cannot make that
517 motion right now.

518 Frank Cornelius: Yes, you can.

519 Ed Delgado: That he can make it later, after the McGladrey report

520 John Orie: Point of order, Mr. Chairman.

521 Ed Delgado: That's my ruling. You can appeal it.

522 Brenda Kindess: You take a turn. You take a turn like everybody else, John Orie. You take a
523 turn like everybody else. John Orie, you sit down.

524 Ed Delgado: Ok, let's have order. Let's have order.

525 Frank Cornelius: Let the General Tribal speak. This is not a dictatorship. Let the General Tribal
526 speak.

527 Ed Delgado: There's been an appeal of my decision.

528 Loretta V. Metoxen: Mr. Chairman?

529 Ed Delgado: I'm saying that we have to conclude McGladrey's presentation before Frank can
530 make his motion. He says he wants to make his motion. I'm saying no. If you support, now this

531 is hard to explain, if you want to support the appeal and allow Frank to make his motion now--
532 now I'm not sure I'm getting this right because an appeal is kind of backwards voting-- I'm going
533 to have to ask the help of the parliamentarian. What is the—no, I'm trying to get a way to do this.

534 Jo Anne House: The Chair has ruled the motion out of order. A member has appealed the
535 decision of the Chair. The Chairman has recognized that appeal. A vote in favor of the appeal
536 means the motion will be in order and can be acted upon by the membership. A vote not in favor
537 of the appeal of the decision of the Chair means the motion is not in order and we will hear the
538 presentations.

539 Ed Delgado: I guess a vote right now will result in Frank being able to make his motion, not
540 hearing McGladrey, not hearing the analysis or anything. Possibly not, because he wants to
541 make his motion and after that, call for the question could be recognized. I don't know what the
542 future actions will be. But he wants to make his motion now. I'm saying no. There's been an
543 appeal. An appeal by Mike Debraska. I'm recognizing that appeal. If you support the appeal,
544 then you would vote yes. Questions?

545 Frank Cornelius: Could we clarify that, sir? If we appeal the motion and we want to appeal the
546 motion and if that rules, we can vote instantly and end this today, is that right? If we appeal your
547 motion...

548 Ed Delgado: If the appeal is successful, you can make your motion.

549 Frank Cornelius: We can end this vote and end this today, my motion will carry?

550 Ed Delgado: Your motion will carry.

551 Frank Cornelius: Thank you. Let's appeal his decision.

552 Ed Delgado: Your motion is to vote on what?

553 Frank Cornelius: To dissolve Seven Gens in accordance with the terms of the charter C and D
554 and...

555 Ed Delgado: If you support the appeal, Frank can make his motion but we will still go into
556 discussion after. So if you support the appeal you're overriding my ruling, is that I believe it to be
557 out of order, at this time. So all those in favor supporting the appeal of Mike Debraska, please
558 signify by raising your right hand. Election board? Oh no, we're not doing Election Board yet.
559 Put them down please. If you do not support the appeal, please signify by raising your right
560 hand. Thank you. If you wish to abstain from this vote, please signify by raising your right hand.
561 Ok, in this room it's overwhelmingly that you do not support the appeal. Cathy Bachhuber, how
562 about the other room? Cathy?

563 Unidentified speaker: They don't support the vote.

564 Ed Delgado: They don't support the appeal. Ok, Frank?

565 Cathy Bachhuber: No they did not.

566 Ed Delgado: They did not what? Cathy, they did not what?

567 Cathy Bachhuber: They did not support the appeal.

568 Ed Delgado: They did not support the appeal. So Frank, hold on. You'll be able to make your
569 motion after McGladrey, when we go into discussion. Thank you.

570 **Motion by Mike Debraska to appeal the decision of the Chairman, seconded by Frank**
571 **Cornelius. Appeal failed by a show of hands**
572

573 Cathy Bachhuber: We also have people at the microphone waiting to speak.

574 Ed Delgado: McGladrey?

575 Loretta V. Metoxen: Mr. Chairman?

576 Ed Delgado: Larry, our CFO, will introduce McGladrey.

577 Loretta V. Metoxen: Mr. Chairman?

578 Ed Delgado: Loretta?

579 Loretta V. Metoxen: I wanted to remind Mr. Debraska that he's not right.

580 Tina Danforth: Excuse me, can we continue on with this meeting, Mr. Chairman?

581 Loretta V. Metoxen: This is my point...

582 Tina Danforth: Excuse me, our visitors are here. Can we introduce them and get the meeting
583 going?

584 Ed Delgado: Loretta?

585 Frank Cornelius: Point of order. I think he's out of order.

586 Ed Delgado: Loretta?

587 Loretta V. Metoxen: Mr. Chairman...

588 Ed Delgado: Loretta, we have on our agenda... Loretta, we are going to have the CFO introduce
589 McGladrey...

590 Loretta V. Metoxen: Can I not finish our statement?

591 Tina Danforth: We're running out of time.

592 Unidentified speaker: We have people at the mic in the overflow room, Mr. Chairman, who's
593 been standing here for 15 minutes.

594 Ed Delgado: I know. When we go into discussion we will do that. Frank will be able answer
595 questions. McGladrey will be able to answer questions.

596 Tina Danforth: No, they won't. They are making a presentation to the General Tribal Council.
597 They are presenting. They are not here to answer a Q&A for General Tribal Council. That is
598 between the General Tribal Council and us, the Business Committee, and the people who
599 petitioned. They are only here to provide information. They're to be unbiased. They're here to do
600 a third-party review. They are not going to be able to do a Q&A. They're not familiar with the
601 proceedings of the Tribe.

602 Ed Delgado: Tina?

603 Tina Danforth: Yes?

604 Ed Delgado: We have had our auditors present before. We have presenters who have
605 presented, answer questions. They will be here to answer questions and so will Frank. Could
606 you please introduce the CFO?

607 Tina Danforth: Larry will introduce our guests and again, they are here to provide information as
608 a third-party-review and the Q&A starts when the presentation starts.

609 Frank Cornelius: The General Tribal, give these people two minutes or two hours? I only had 15
610 minutes.

611 Unidentified speaker: If the question and discussion starts after the presentation, the presenter,
612 why weren't we allowed to discuss it when Frank was done talking? Now you're saying that we
613 can ask them questions, the auditors? Why didn't we allow that to Frank, as well? I have a lot of
614 questions for him.

615 Ed Delgado: During discussion you can ask Frank questions. You can ask McGladrey
616 questions. You can ask the Business Committee questions. But let's get on with the
617 presentation, please. 15 minutes. Larry?

618 Larry Barton: Yes, we have principles from McGladrey & Pullen, Corey Topp, Larry Levine and
619 Mitch Hurst. In the interest of time, I will ask them to come up and give the presentation and
620 thank you for coming to the meeting.

621 Ed Delgado: Go ahead.

622 Corey Topp: Thank you. My name is Corey Topp. I'm with McGladrey & Pullen and I have Larry
623 Levine and Mitch Hurst. We were contracted by the tribe to take an analysis of Seven
624 Generations and what we're doing today, and its part of our presentation...the agenda, is to talk

625 about the background of the project. The fiscal analysis results. We looked at the analysis of the
626 agreements that Seven Generations has. We did real estate valuations. We looked at the
627 valuation of Sevens Generations as a business, as a whole, as well as its business ventures.
628 Those are entities that they have part ownership with, and then we also looked at what it would
629 cost to do the duration process if Seven Generations were to dissolve. Just a quick background-
630 -Seven Generations is tribally-chartered, 100-percent owned by the tribe. It was basically
631 formed to promote and enhance business and economic diversification with the Oneida Nation.
632 Basically, to have certain businesses that were outside of the Tribe, that could go off and do
633 things that wouldn't affect the tribe's general operations. Basically, Seven Generations serves
634 as a holding company with related assets and its different business ventures. I know this is very
635 hard to see, but this is basically an overview of its organization chart, where it has several
636 properties that it owns, as well as business ventures; that its 100-percent owners and those that
637 it has partners with that are 51 percent, where Seven Generations is 51 percent owner and the
638 other partners are 49 percent. Within the analysis, we looked at various agreements. There's
639 multiple lease agreements with all those properties that were on the previous slide. There's
640 operating agreements with those partnerships and those partners, and there's also loan
641 agreements with the lenders. The operating agreements and the loan agreements, Mitch will be
642 talking about that and some of the impact and some of things that were within those
643 agreements. With respect to the lease agreements, where you actually have their own
644 properties and you have leases with tenants, there wasn't anything that was out of the ordinary
645 when we looked at those agreements. They were straight forward lease agreements, standard
646 terms and so forth with those tenants. There were some default and dissolution type provisions
647 within these agreements that Mitch will talk about in his part of the presentation.

648 Larry Levine: Good afternoon, my name is Larry Levine. I'm also a partner with McGladrey and
649 I'm here to discuss the valuation issues and results that we arrived at in this project. So just very
650 briefly, an overview to how we value real estate and businesses that don't trade, don't trade on
651 organized exchange. The real estate properties and the businesses that we value do not trade
652 on organized exchange, like the New York Stock exchange, but nevertheless we follow very
653 similar principles in the real estate and business valuation professions that one might if you
654 were valuating just a publicly traded stock, like IBM or Apple or United Airlines even. So what
655 we care about from a valuation point of view is how much income or profits the business or real
656 estate generates and then the risks associated with receiving that income. The approach
657 generally that we followed, in our terms, is to look at the income that the project, whether it's the
658 real estate or the business, generates and value it based upon the risk of achieving of that
659 income. We also considered other real estate and business valuation techniques. Looked at
660 what we think the property would sell for if it was to be sold or what it would cost to replace that
661 particular piece of real estate or business, and we factored all those different valuation
662 approaches into our analysis. Almost all the real estate properties that we valued, that are up on
663 this slide, we did look at the cash flow of each of the properties. We also supplemented that
664 valuation result with the value that would be received if that property was to be sold, or if it was

665 to be replaced by something equivalent. So in general, we considered at least two valuation
666 principles to valuing each property. From a business point of view, we did the same thing. We
667 looked at each of the cash flows associated with each of the business properties and arrived at
668 a value for each of the underlying businesses-- the holding company, the subsidiaries and
669 consolidating LLC's and then the equity investments.

670 Mitch Hurst: Good afternoon, my name is Mitch Hurst and I practice in the corporate recover
671 area and financial restructuring. One of the main purposes of the Seven Generations is to limit
672 the liability and risk of exposure from entering into the various business entities. It's a very
673 typical structure that you see in corporate America. I will say under the OSG's corporate charter,
674 the tribe does have the right to dissolve OSGC but it will be a multi-prong process to dissolve
675 the entity and transfer its assets, liabilities and business interests into the tribe. It will require the
676 need to retain outside legal counsel and financial advisors and does have significant financial
677 risks. The risks fall into the fact that the tribe and OSGC do not have unilateral rights to transfer
678 its interests into various business ventures that Seven Generations holds. The operating
679 agreements of each business venture have specific provisions governing the transfer and
680 withdrawals of interests, on a both voluntary and involuntary basis. On the voluntary basis,
681 Seven Generations should get fair market value for their interests but if the joint venture
682 partners view this as an involuntary transfer, the tribe and the Seven Generations might get
683 book value. As you see on this slide, the ramifications become apparent because Babcock,
684 which is a very valuable asset that's being held by Seven Generations, has a fair market value
685 of \$9.614 million. But if you look at the book value based on the balance sheets of Babcock,
686 there's actually a negative \$322,000 book basis. Based on this analysis, it would be possible
687 that if that the joint venture partner viewed the fact that the tribe is dissolving OSGC, then the
688 involuntary provisions may be asserted and if that is true, then the tribe would receive book
689 value for this interest which is basically zero, and there is a risk of losing, in this instance \$9.6
690 million dollars. So this is a significant risk that might come to fruition if a vote is taken today to
691 dissolve Seven Generations. The other issue that is of great importance is the debt agreements
692 that Seven Generations has. There's approximately \$25.3 million dollars of debt that is being
693 held right now, at this level and in order to transfer these debts onto the books of the tribe,
694 consent needs to be given by the lenders. If the lender does not give consent, it is possible
695 under the loan agreements that they could call the loans and for early repayment and cause
696 significant financial strain to the tribe. Additionally, if a vote is entered into prior to that, I would
697 advise significant due diligence to determine that all asserted and unasserted liabilities have
698 been identified because as I mentioned right now, they are being contained in these separate
699 LLC's. But once they are brought onto the tribe's balance sheet, then exposure could result.
700 Additionally, there should be a thorough legal analysis and again, the legal analysis is relative to
701 both the debt agreements and also the operating agreements, to ensure that there's no negative
702 financial implications. Based on our past experience and in conjunction with our analysis of
703 Seven Generations, McGladrey believes that it would take roughly 10 to 12 months to
704 accomplish a dissolution. In addition to some of the issues I've addressed already, there are

705 transactional costs that will be incurred in order to get this dissolution accomplished. There will
706 be a need to hire outside legal counsel, financial advisors, engineering advisors. There may be
707 need for environmental due diligence professionals. During the time of dissolution, you would
708 want to maintain the current staff and provide bonuses in order for those folks to stay to ensure
709 the process gets completed in a proper manner, and professional fees, we would estimate to
710 exceed over \$100,000 in order to get a dissolution accomplished. There's other costs though,
711 not limited to simply monetary costs but more tangible, and those would be the loss of the
712 corporate structure.

713 Cathy L. Metoxen: Is their time up?

714 Ed Delgado: No.

715 Larry Levine: A loss of diversification and liability protection on the tribe's own financial position.

716 Cathy L. Metoxen: It's over 10 minutes.

717 Larry Levine: There's a potential loss of ability to maintain rank controls for certain tenants and
718 again, the significant risk of potentially triggering involuntary transfer provisions contained in the
719 operating agreements that could cause a negative financial result to Seven Generations and the
720 tribe. There are options to dissolve that can accomplish the same goals that the members have.
721 I understand there's an issue regarding the transparency of Seven Generations. There are
722 some business interests that the tribal members do not want Seven Generations to pursue.
723 Well, these can be cured before dissolution occurs. A modification of OSGC governance
724 structure could be accomplished. There can be enhanced oversight and reporting requirements
725 by Seven Generations to the Tribal Council and again the OSGC charter can be modified to limit
726 the ability to enter into certain business activities that would be adverse to the interest of the
727 General Tribal Council. So again, a lot of your concerns and most of your concerns can be
728 resolved prior to and without the need to dissolve Seven Generations. I thank you very much for
729 your time.

730 Ed Delgado: Thank you. Frank, we said you could make your motion before we go into
731 discussion. Are you here?

732 Frank Cornelius: Yes, sir. I'd like to just address to what the...

733 Ed Delgado: No, could you make your motion and then we can go into discussion and we can
734 ask questions.

735 Unidentified speaker: I make a motion to table the motion, to table everything. I think we need to
736 really understand what is really happening here.

737 Ed Delgado: We...Frank, are you going to make your motion? We said we'd defer this
738 discussion so you can make your motion that you wanted to make earlier. Frank?

739 Cathy L. Metoxen: He's pulling his motion out of his notebook.

740 Ed Delgado: Ok.

741 Frank Cornelius: Do you have the...Brenda, do you have that motion on the resolution to
742 dissolve? That was the last slide. There's a motion to accept that resolution to dissolve. Would
743 you read it, please? It's closer to you, I can't... I have to find it. Would you read it, Brenda,
744 please?

745 Ed Delgado: Could you make the motion? Do we have a copy of that motion?

746 Frank Cornelius: I make a motion to accept the resolution to dissolve Seven Gens, and she has
747 the resolution up there. I'm requesting she read it. That's my motion--is to dissolve.

748 Ed Delgado: We cannot accept a resolution. You can make the motion to dissolve.

749 Frank Cornelius: I make the motion to accept the resolution to dissolve

750 Ed Delgado: We cannot accept the motion. It was not mailed out to the membership. We can
751 accept...

752 Frank Cornelius: This is a General Tribal Council...the purpose of this meeting was to dissolve.

753 Ed Delgado: The General Tribal Council has rules and you've made the rules that a resolution...

754 Frank Cornelius: I made a motion to accept the resolution to dissolve. That's my motion.

755 Ed Delgado: Could you make a motion to dissolve? That motion, you can make. We cannot
756 accept the resolution.

757 Frank Cornelius: I make a motion that we dissolve Seven Generations in accordance with the
758 terms of the charter and that we hold those leaders responsible for the debts they incurred.

759 Cathy L. Metoxen: Second.

760 Ed Delgado: Frank? You can make the motion; you cannot hold the leaders responsible. That's
761 very unclear.

762 Frank Cornelius: Mr. Chairman, what's the use of asking, if you don't understand English? You
763 asked for my motion, I give you my motion.

764 Ed Delgado: I will not recognize that motion, Frank.

765 Frank Cornelius: You're changing it. You're trying to control us. My motion was to dissolve with
766 the terms of the charter and hold them responsible for the debts incurred.

767 Ed Delgado: That you can say.

768 Cathy L. Metoxen: Second.

769 Ed Delgado: Again, that's a very unclear motion. You can make it, but how it's acted upon is
770 very vague.

771 Frank Cornelius: Ok, I'll try to make a motion again here. This is in accordance with the
772 resolution--Seven Generations charter be revoked in accordance with article 15 B and C of their
773 charter and the corporate officers, whoever they are today, they're changing, be responsible for
774 the bills incurred.

775 Ed Delgado: That is not actionable. That would be in violation of the charter.

776 Cathy L. Metoxen: Why?

777 Ed Delgado: Because the charter, Seven Generations operates as a corporation. The board
778 members are not responsible, financially responsible.

779 Cathy L. Metoxen: I don't believe you.

780 Ed Delgado: I know, but I'm right. Jo Anne, could you provide clarification?

781 Frank Cornelius: You ask for my motion and then make yourself an expert and explain it. Let the
782 General Tribal vote on the motion. If there's a question, it's up to the Seven Gens to come in
783 with their own and appeal it, not appeal right here. Our motion is to do it. If they don't like it, they
784 can come in with their own attorneys and then they can ask about this.

785 Nancy Pastorino: May we have some discussion regarding his motion?

786 Ed Delgado: Yes, but let's get the motion up first. Frank, you can make a motion to dissolve
787 Seven Generations, directing the Business Committee to dissolve Seven Generations.

788 Frank Cornelius: No, we don't need the Business Committee.

789 Ed Delgado: In accordance with...

790 Frank Cornelius: You're telling me how to make it. You make the motion then.

791 Ed Delgado: Madelyn?

792 Cathy L. Metoxen: I had a question for those men.

793 Ed Delgado: Madelyn?

794 Madelyn Genskow: I wanted to make something clear to the Oneida people. I have on a good
795 authority that there are members who were shareholders in Seven Generations and we are not
796 allowed to know who they are, and that is a major thing and if whatever happens today, I hope
797 that that will be corrected. If Seven Generations is allowed to go on, I hope that will be corrected

798 today. If not, if they don't go on, well then that will take care of it. But there are people who are
799 secret shareholders of Seven Generations.

800 Ed Delgado: Madelyn, I helped write that resolution, so I support it. We will look into that and if
801 there are violations, so we will look into that. I support your idea. We need to know who invests.
802 I'm going to jump over to Tiffany Bowles who has been there for half an hour and she's over
803 here, so Tiffany in the overflow room.

804 Tiffany Bowles: I just have a question, is this the appropriate time? Yes?

805 Ed Delgado: Yes.

806 Tiffany Bowles: Ok, great. Please pardon me for missing it in the packet or the presentation but
807 can someone please remind me, or any other interested tribal members of Mr. Frank Cornelius'
808 authority in financial matters. Like, as an accountant, an entrepreneur, or a related manager in
809 finances?

810 Ed Delgado: Frank, do you want to answer that question?

811 Frank Cornelius: Yes, I'd be pleased, proud and I just looked for this opportunity. I served five
812 years as a senior disbursing officer for the Marine Corps air station, paying \$8 million dollars a
813 month. I've run the air station controller-wise and all the aircraft, all the air fields. Mr. Chairman,
814 I attained the level of the captain in the United States Marine Corps, and even though I had a
815 disability that they would have terminated, the people in Washington allowed me to stay three
816 more years in the Marine Corps because of my expertise and running the entire thing. So I do
817 have it and I would like to just add, I would just add one more thing. I think the General Tribal
818 needs to hear this. These conclusions of Corey Topp, I talked to him on the phone five days
819 ago. He was a very respectful gentleman and he told me within the conclusions, if you dissolve
820 Seven Gens, it has a minimal effect and he said that the tribe would meet all the commitments.
821 He's standing over there. Ask him.

822 Ed Delgado: Larry?

823 Larry Barton: To clarify, the descript, minimal...that was in reference to credit profile for the tribe.
824 It doesn't assuage the \$9.6 minimal in valuation that would basically be vacated if the assertion
825 is that the action of the membership is involuntary. The other aspect of that is there's \$26 million
826 of liabilities by way of credit instruments on the balance sheet at Seven Gens. The banks will
827 vigorously try to assert that we have the responsibility to liquidate that liability. Of course, there's
828 a stand-alone LLC to separate that liability from the tribe. That doesn't preclude that they will try
829 to assert that and frankly, our name's on it. That is our corporation. That is the tribe's good
830 name. Yes, it's a separate liability, but they will assert we're responsible. Let's make no mistake
831 about that.

832 Frank Cornelius: Mr. Barton, you're not an expert in what the banks are going to say. You're not
833 a fortune teller.

834 Larry Barton: Yes, I am. Yes, I am.

835 Ed Delgado: Point of order.

836 Frank Cornelius: I'm talking.

837 Larry Barton: Yes, I am.

838 Frank Cornelius: Mr. Barton, in the summary, in the conclusions of McGladrey and Pullen,
839 stated unequivocally that they can pay it, there's no problem and we have \$17 million to do this.
840 We can transfer this. The Tribe now wants to spend out \$400 million to help Menominee build
841 and you don't want to correct what's going on crooked in your own organization.

842 Ed Delgado: Ok, we have Allen Doxtator?

843 Allen Doxtator: My name's Allen Doxtator. If Frank's interpretation of tribal law is right, the
844 presentation given by these non-Indian gentleman are moot because if Seven Gens is in
845 violation of Oneida Law, that moots all contracts.

846 Ed Delgado: I'm going to...

847 Tina Danforth: When you get a chance I'd like to make some clarifications.

848 Ed Delgado: Ok, Tina?

849 Tina Danforth: I think I would like to take this opportunity to explain what McGladrey was saying.
850 If we invoke a dissolution, there's two things that could happen. One is we're going to be liable,
851 whether it's the corporation or the tribe, for the de-valuation of the assets if this is done
852 involuntary. This is an involuntary action and if an involuntary action occurs we will be liable for
853 the loss of \$25 million through this corporation. Because it changes, it changes the valuation.
854 They're talking about the valuation and that's an important term to understand. If we do this, it's
855 to the detriment of the corporation, to the detriment of the tribe. Because we have agreements
856 and if we want to call those agreements, if we want to pull them back, then it gives the
857 advantages to the people who we've entered the agreements with. They have the upper hand at
858 that point and we don't. The other thing that they were trying to explain is fair market value and
859 book value. Fair market value is the value of these properties and these agreements and these
860 business exchanges in the open market on the New York stock exchange. These do not qualify
861 under that. If we do this, it will go to the book value. Under the book value, we are at a negative.
862 We will lose money and those were two clear things that they talked about and I'm not sure if
863 everybody understands those kinds of terminologies.

864 Ed Delgado: Point of order. Ok, we have a two minute...

865 Tina Danforth: So I'm just trying to do my job to inform you of what could occur here.

866 Ed Delgado: Thank you, Tina. Nancy, and then we'll go over to Cathy.

867 Pearl McLester: I've been asking a long time ago to speak to the General Tribal Council.

868 Ed Delgado: We just left this microphone. We're going to go to this microphone and then over
869 here.

870 Pearl McLester: I'm 91 years old and I'm standing here this long?

871 Nancy Pastorino: Let her talk.

872 Ed Delgado: Ok, Nancy gave up the floor to Pearl.

873 Pearl McLester: What I'm asking is-- the Oneida Business Committee should have dealt with
874 this a long time ago. Now we're asking each one of you, giving us a report, why this wasn't
875 taken care of by you people, we wouldn't have to do this now. You should have done it a long
876 time ago. So we want names and the people who are on this board. This is terrible what's going
877 on in this tribe. It's just a dog-eat-dog up there, that's all I say. And I'm an old lady, maybe I'm
878 not an old lady for what I'm saying but I'm just telling you. You people have got to come to your
879 minds up there. We put you up there and we're crazy out here, I guess. But we want to know
880 from each and every one of you why you're not on top of this all. Thank you.

881 Ed Delgado: Nancy? General Tribal Council, we have about 10 more minutes. We have to have
882 a motion sooner or later. Nancy?

883 Nancy Pastorino: Thank you. I believe a lot of this is a human resource problem or an internal
884 problem within Seven Generations. They make \$425,521 to do their job, while everybody else in
885 the tribe--your casino workers, custodial, your frontline employees got a 44-cent-raise and the
886 look at the raise they had, Seven Gens from the prior years, it's over a couple hundred-
887 thousand-dollars. They pay themselves \$250 dollars for a meeting. Isn't that taking advantage of
888 their power and authority? Tina mentioned something about fair market value. Did we think of
889 that when we purchased, or Seven Gen's, whoever purchased the golf course? Was that
890 brought up then? No. From my understanding, we paid way above and beyond what should
891 have been paid to purchase that. I just feel, for another thing, why isn't Seven Generations
892 board members here at this committee to answer some of these questions? Thank you.

893 Ed Delgado: Nancy, we do have Seven Generation board members here.

894 Nancy Pastorino: Then why don't they get up there and, or, when somebody's talking, get up to
895 a mic and explain it then? We don't know.

896 Tina Danforth: Because we weren't allowed to let them present as part of the agenda. There
897 was hands raised that wanted Seven Gens to make a presentation. They prepared today a

898 video presentation for the membership. When the agenda was adopted, there was no
899 consideration given to them. There was a call for the question and it ended.

900 Ed Delgado: Tina.

901 Nancy Pastorino: I still have two minutes. Hello?

902 Cathy L. Metoxen: Who's running this meeting?

903 Tina Danforth: I'm trying to explain...

904 Nancy Pastorino: Hello? All I'm saying is, do they think it's proper, those board members of
905 Seven G's to pay themselves \$425,000 dollars a year? I don't think the United States President
906 makes that kind of money.

907 Ed Delgado: Thank you. Cathy Metoxen?

908 Cathy Metoxen: Thank you. Well I had some questions for those men that where in here, the
909 non-Native men, the experts. I wanted some recommendations from them as far as family
910 members, because when you got a sister to the Treasurer sitting on Seven Gens, that's
911 questionable in my mind. Among, of other things I wanted to know, a list of the names of the
912 shareholders that are personally on there from, you know, if there are assistant general
913 manager or whatever. We should be able to know the list of names of people to all these LLC's.
914 I keep hearing its top management that has all these LLC's out there. So I want to know who
915 they are and how they, are they Oneida? Or do they have, you know, the corporate veil kind of
916 stuff where they don't have to tell you who the non-native people are under their sleeve. The
917 partners...

918 Ed Delgado: Two minutes is up Cathy. We're going on to Lloyd.

919 Cathy Metoxen: Ok, I make a motion to dissolve Seven Gens and that Frank Cornelius work
920 closely with the Business Committee in assisting them.

921 Ed Delgado: We have a motion by Cathy Metoxen. Do we have a second? A second back here.
922 Seconded by Scharlene Kasee. We have a motion. Could you put it on the board? There is no
923 motion on the floor before the one that Cathy just made.

924 Linda Dallas: Point of order

925 Ed Delgado: We have a point of order. Where? Linda?

926 Linda Dallas: Good afternoon, Mr. Chairman, General Tribal Council. My name is Linda Dallas.
927 Point of order is, I could have sworn Frank Cornelius has a motion on the floor first. So if Cathy's
928 motion is an amendment...

929 Ed Delgado: That motion was not recognized. It was...

930 Linda Dallas: Then what, why are we discussing? I thought we had a motion that we were
931 discussing.

932 Ed Delgado: We had discussion. Finally, we got a motion and we got six minutes. We have a
933 General Tribal Council motion to adjourn at 2:45 p.m. I've been asking for a motion that we can
934 recognize, Cathy made it. Could you read it, Madam Secretary.

935 Corinne Robella-Zhuckkahosee: Point of order.

936 Unidentified speaker: Call for the question

937 Corinne Robella-Zhuckkahosee: I agree with Linda. There's a motion on the floor from Frank.
938 That's why we're in discussion.

939 Ed Delgado: We did not recognize it. I repeatedly...

940 Corinne Robella-Zhuckkahosee: No. Then why are we in discussion? You don't go into
941 discussion just to discuss. There's got to be a motion on the floor to discuss.

942 Ed Delgado: On the agenda, we've discussed prior to a motion before.

943 Corinne Robella-Zhuckkahosee: That doesn't make any sense.

944 Unidentified speaker: Call for the question.

945 Ed Delgado: We have a motion it says, to dissolve Seven Generations Corporation and for
946 Frank Cornelius to work closely with them to assist.

947 Patty Hoeft: Mr. Chairman, we have some clarification on the motion that we're working on so if
948 people would just give us 30 seconds to get it on—no-- we're fine. The motion was made by
949 Cathy L. Metoxen, seconded by Scharlene Kasee and it's to dissolve Seven Generations
950 Corporation and for Frank Cornelius to assist and work with the Business Committee on, right,
951 on the dissolution.

952 Ed Delgado: We are going to vote. There's been a call for question. We're running out of time.
953 Normally we would let everyone else speak, but we're five more minutes.

954 Unidentified speaker: Call for question.

955 Tina Danforth: Mr. Chairman, are there two motions on the floor, Mr. Chairman?

956 Tina Danforth: Privileged question.

957 Ed Delgado: We're working with the motioner.

958 Unidentified speaker: Call for question.

959 Tina Danforth: Mr. Chairman?

960 Ed Delgado: Could you read it?

961 Patty Hoeft: Mr. Chairman, the motion on the floor was made by Cathy L. Metoxen, seconded by
962 Scharlene Kasee, to dissolve Seven Generations Corporation and for Frank Cornelius to assist
963 and work with the Business Committee on the dissolution.

964 Tina Danforth: Discussion on the motion.

965 Ed Delgado: All those in favor? We are going to vote now...

966 Tina Danforth: Discussion on the motion. I am not ok with...

967 Ed Delgado: We have a call for the question. It's been recognized. All those in favor of this
968 motion, please signify by raising your right hand. Let's have some quiet, we are voting. Thank
969 you. If you do not favor this motion, please signify by raising your right hand. Thank you. If you
970 wish to abstain from this vote, please signify by raising your right hand. Thank you. In this room,
971 it's pretty well overwhelming, not totally overwhelmingly, but it's obvious that you do not support
972 the motion. I don't know about the overflow room. We might have to have a count.

973 Cathy Bachhuber: Mr. Chairman, in the overflow room the majority supported the motion, but
974 there were a significant number of those not supporting it.

975 Ed Delgado: We are going to do a count.

976 Patty Hoeft: A hand count?

977 Ed Delgado: Election board?

978 Unidentified speaker: Mr. Chairman, can you clarify what we're voting on?

979 Ed Delgado: Ok, I will again.

980 Unidentified speaker: Thank you.

981 Ed Delgado: The motion, overflow room, main room here, the motion is to dissolve Seven
982 Generations Corporation and for Frank Cornelius to assist and work with the Business
983 Committee on the dissolution. If you support this motion, please signify by raising your right
984 hand. Let's have some order. Let's have some order so Election Board can count please. Thank
985 you. If you do not support this motion to dissolve Seven Generations, please signify by raising
986 your right hand. Thank you for your vote. If you wish to abstain from this vote, please signify by
987 raising your right hand.

988 Unidentified speaker: Privileged question.

989 Ed Delgado: We are counting. There are no motions or discussions. We have 814 votes yes,
990 689 no, 69 abstentions. Total vote 1,572. Motion carries.

991 **Motion by Cathy L. Metoxen to dissolve Seven Generations Corporation and for Frank**
992 **Cornelius to assist and work with the Business Committee on the dissolution,**
993 **seconded by Scharlene Kasee. Motion approved by a hand count: 814 yes, 689 no, 69**
994 **abstained, total-1,572**

995
996 Unidentified speaker: Privileged question.

997 **2. Adjournment**

998
999 Cathy L. Metoxen: Motion to adjourn.

1000 Ed Delgado: We are past the time. We will entertain a motion to adjourn.

1001 Unidentified speaker: Privileged question.

1002 Cathy L. Metoxen: Motion to adjourn.

1003 Ed Delgado: Bumper Cornelius? I don't know your real name.

1004 Cathy L. Metoxen: I said it three times.

1005 Ed Delgado: Ok, we have a motion to adjourn by this gentleman here. Could you identify your
1006 name? Allan King. Seconded by somebody over here. Kathy Mauritz? All those in favor, please
1007 signify by saying aye. Opposed? Abstained? We have adjourned.

1008 **Motion by Allan King to adjourn at 2:52 p.m., seconded by Kathleen Mauritz. Motion**
1009 **approved by a voice vote**

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1013 Transcribed by:

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1023 Patricia Ninham Hoeft, Tribal Secretary