

ORIGINAL

ACF Leasing vs. Green Bay Renewable Energy, LLC.

14 L 2768

Deposition of: Patricia Ninham Hoeft

Taken on: July 17, 2014

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IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS

COUNTY DEPARTMENT, LAW DIVISION

ACF LEASING, LLC, ACF SERVICES, LLC,
GENERATION CLEAN FUELS, INC.,

Plaintiffs,

v.

Case No. 14 1 2768 (Y)

GREEN BAY RENEWABLE ENERGY, LLC,
ONEIDA SEVEN GENERATIONS
CORPORATION and THE ONEIDA TRIBE
OF INDIANS OF WISCONSIN,

Defendants.

DEPOSITION OF

PATRICIA NINHAM HOEFT

Milwaukee, Wisconsin

July 17, 2014

9:31 a.m. to 12:23 p.m.

Kathy A. Halma

Registered Professional Reporter

P R O C E E D I N G S

(Exhibits A through G were marked.)

PATRICIA NINHAM HOEFT, called as a witness herein by the Plaintiffs, after having been first duly sworn, was examined and testified as follows:

EXAMINATION

BY MR. DOMBROWSKI:

Q Good morning.

A Good morning.

Q Could you state your full name for me and spell your first and last name?

A Patricia Hoeft; P-A-T-R-I-C-I-A H-O-E-F-T.

Q Please let the record reflect that this is the discovery deposition of Patricia Hoeft taken pursuant to notice and by agreement of the parties. Also pursuant to all applicable court rules in the State of Illinois and the County of Cook.

Ms. Hoeft, my name is Gerry Dombrowski. I'm the attorney for the plaintiffs. It's my understanding you prepared an affidavit related to this case, correct?

A Yes.

1 Q Okay. I'm going to ask you background questions.
2 First off, I'm going to ask you about your
3 affidavit, the Tribe, essentially what you know.
4 Okay?

5 A Okay.

6 Q I'm not here to trick you. I just want to know
7 what you know so we can proceed with the case.
8 Okay?

9 A Um-hum.

10 Q And all of your answers need to be out loud and
11 clear for the court reporter.

12 A Okay.

13 Q We will also try to avoid talking over each
14 other, because the court reporter needs to take
15 down your answer and my question. Okay?

16 A Okay.

17 Q If you don't understand a question, let me know
18 and I will repeat it so that we determine that
19 you understand it. Okay?

20 A Okay.

21 Q Have you ever given a deposition before?

22 A No.

23 Q Okay. Now you are represented by counsel today?

24 A Yes.

1 Q And who is that?

2 A Tom.

3 MR. PYPER: Pyper.

4 MR. DOMBROWSKI: We will go off the
5 record.

6 (A discussion was had off the record)

7 BY MR. DOMBROWSKI:

8 Q What is your date of birth?

9 A 6/22/62.

10 Q Okay. And where do you live?

11 A 4619 Crooked Creek Lane, Oneida, Wisconsin,
12 54155.

13 Q And you are a member of the Oneida Tribe of
14 Indians of Wisconsin?

15 A Yes.

16 Q And when I talk about "the Tribe" during the
17 deposition today, I'm referring to the Oneida
18 Tribe of Wisconsin, okay?

19 A Okay.

20 Q And also when I talk about GERE, I'm referring to
21 the Defendant Green Bay Renewable Energy. Okay?

22 A Yes.

23 Q And then when I talk about OSGC, I'm talking
24 about the Oneida Seven Generations Corporation.

1 Okay?

2 A Yes.

3 Q And then the plaintiffs are listed on the caption
4 of the case, and they are ACF Leasing, ACF
5 Services and Generation Clean Fuels. Okay?

6 A Okay.

7 Q Just so you know.

8 A Okay.

9 Q Are you employed today?

10 A Yes.

11 Q And where do you work?

12 A The Oneida Tribe.

13 Q Okay. What's your position with the Tribe?

14 A Tribal secretary.

15 Q And that's an elected position?

16 A Yes.

17 Q And you have been tribal secretary since 2005?

18 A Yes.

19 Q And when were you sworn in?

20 A August --

21 Q Okay.

22 A -- of that year.

23 Q And are elections for the Business Committee of
24 the Tribe held every three years?

1 A Yes

2 Q So were you elected in 2005, 2008 and 2011?

3 A Yes.

4 Q And all were tribal secretary?

5 A Yes.

6 Q Did you run for re-election in 2014?

7 A No.

8 Q And when does your term end?

9 A When the new committee takes its oath of office,
10 which is slated to be around August '14

11 Q And do you give the oath of office as secretary?

12 A To various other positions, but not -- that are
13 appointed, but not to the elected positions.

14 Q What are your duties and responsibilities as
15 tribal secretary?

16 A I maintain the records for the Business Committee
17 and the General Tribal Council, organize the
18 meetings for those bodies.

19 Q Are you required to attend those meetings?

20 A Yes.

21 Q Now as far as your recordkeeping is concerned,
22 when the General Tribal Council has a meeting, is
23 there a court reporter there?

24 A No.

1 Q Okay. How is the meeting transcribed?

2 A We record the audio and the video, and then staff
3 in my office, we listen to that audio and
4 transcribe it.

5 Q Okay. And for all General Tribal Council
6 meetings, when people come up and speak or if
7 members of the Business Committee speak, is it
8 always recorded and videoed?

9 A Always recorded for audio, not always for video.

10 Q And has that been the case since 2005?

11 A I can't recall when we started to videotape the
12 meetings, but always an audio.

13 Q And the Business Committee, just so we get the
14 structure on the record, can you tell me how the
15 Business Committee is related to the Tribe?

16 A The Business Committee is the council that
17 governs the Tribe on a day-to-day basis when the
18 General Tribal Council, which are all members 21
19 and older, when they are not in a duly called
20 session.

21 Q And the positions of chairman, vice chairman,
22 secretary and treasurer of the Business Committee
23 are elected positions?

24 A Yes.

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1 Q And the General Tribal Council elects those
2 individuals?

3 A Yes.

4 Q And the board, do you call it a board of
5 directors? What do you call the board of the
6 Business Committee?

7 A The Business Committee.

8 Q Okay. The committee itself, is that right?

9 A The Business Committee is the committee.

10 Q Okay. So, you know, in a city council they call
11 them aldermen, someone calls committee members
12 sometimes selectmen, things like that. Do those
13 positions under the executives have a name?

14 A Councilperson.

15 Q Okay. And how many of those are there?

16 A Five.

17 Q Okay. So this past July 12, 2014, there was an
18 election for chairman, vice chairman, secretary,
19 treasurer and councilperson for the Business
20 Committee of the Tribe?

21 A Yes, but five councilpersons.

22 Q Okay. And how would you describe the duties and
23 responsibilities of the Business Committee
24 itself?

1 A It sets the strategy and oversees the tribal --
2 the Tribe as an employer. Committee members do
3 that when they attend duly called meetings which
4 are held twice a month.

5 Q Now are there special sessions or private
6 sessions of the Business Committee?

7 A Yes.

8 Q How often do those occur?

9 A They occur on an as needed basis.

10 Q Okay. And if someone wanted a special meeting,
11 how would they call for one?

12 A The chairman would call it or five members of the
13 committee would call it.

14 Q Okay. Now today we know there was an election,
15 but who -- can you detail for me the positions
16 and the individuals who hold executive positions
17 and the councilpersons of the Business Committee
18 today, July 17th of 2014?

19 A You want the names of them?

20 Q Yes, and their positions.

21 A The current Business Committee today consists of
22 nine people, and we start with the four officers.
23 The chairperson is Ed Delgado. The vice
24 chairperson is Greg Matson. The secretary is

1 myself, and the treasurer is Tina Danforth. The
2 five councilpersons are Melinda J. Danforth,
3 Brandon Stevens, Virce DelaRosa, Paul Ninham and
4 David Jordan.

5 Q Now as far as your background is concerned,
6 what's your highest level of education?

7 A I have a bachelor of arts from St. Norbert
8 College.

9 Q And that's in political science?

10 A Yes.

11 Q And when did you get that?

12 A 2002.

13 Q Other than being the tribal secretary since 2005,
14 have you held any other positions with the Tribe,
15 the Business Committee or any tribal entity?

16 A Yes.

17 Q Okay. Can you detail that for me? I take it
18 it's a lot of them, right?

19 A Yes.

20 Q Okay. We will limit it. How about in the past
21 ten years. Can you detail for me what your
22 positions have been other than the tribal
23 secretary?

24 MR. PYPER: You've just expanded it.

1 You started with 2005 and now you are back to
2 2004.

3 MR. DOMEROWSKI: That's right.

4 THE WITNESS: In 2005 I served a short
5 time as an assistant in the -- or as an admin
6 assistant in the chairman's office at that time
7 or chairwoman's office at that time. Prior to
8 that I worked for the State of Wisconsin. Then
9 in 2002 I think I worked for a short time for St.
10 Norbert's College. Prior to that I worked as a
11 gaming commissioner. I don't know the years, but
12 I served in various positions as a political
13 appointed position to like the vice chairman of
14 the Tribe, Gary Jordan.

15 Q Have you ever held any positions with OSGC?

16 A No.

17 Q Have you held any positions of any type with
18 GBRE?

19 A No.

20 Q Have you held any positions of any type with any
21 other tribal entity?

22 A No.

23 Q Okay. Have you ever been convicted of a felony
24 or a misdemeanor?

1 A No.

2 Q What did you do, if anything -- I ask that to
3 everyone, by the way. What did you do in
4 preparation for your deposition today, if
5 anything?

6 A Attended a prep meeting here yesterday.

7 Q Did you review any documents or videos or
8 photographs of any type?

9 A The documents, my affidavit and the exhibits with
10 that, Gene Kelucne's affidavit.

11 Q As far as your affidavit is concerned, did you
12 prepare it yourself?

13 A Not myself.

14 Q Okay. Someone else prepared it and then you
15 reviewed it?

16 A Right.

17 Q Okay. Did you make any changes to your affidavit
18 when it was submitted to you?

19 A No.

20 Q And your affidavit that was affixed to the
21 motions that were filed in Cook County Court,
22 that affidavit -- and we will talk further about
23 it down the road, but that affidavit is true and
24 accurate?

- 1 A Yes.
- 2 Q Okay. Do you know any of the plaintiffs or
3 members of the plaintiffs in this case?
- 4 A And the plaintiffs are?
- 5 Q Do you know a Mike Galich?
- 6 A No.
- 7 Q How about a Louis Stern?
- 8 A No.
- 9 Q Eric Decator?
- 10 A No.
- 11 Q Did you have any direct dealings at all in 2011
12 to the present date in 2014 with any of the ACF
13 entities that are named as plaintiffs in this
14 case?
- 15 A Like the individuals that you just listed?
- 16 Q Right, individuals or any emails or telephone
17 calls that you can recall that were with someone
18 who represented they were with ACF Leasing or ACF
19 Services or Generation Clean Fuels?
- 20 A No.
- 21 Q Does OSGC exist today as an entity?
- 22 A Yes.
- 23 Q Are there any plans that you are aware of or any
24 dates in the future that OSGC will no longer

1 exist?

2 MR. PYPER: Objection, foundation,
3 competency You can go ahead and answer.

4 THE WITNESS: Oh, okay.

5 BY MR. DOMBROWSKI:

6 Q Do you understand?

7 A Could you repeat the question?

8 Q Sure. It's my understanding that upon the vote
9 of the General Tribal Council and then an
10 adoption of a resolution by the Business
11 Committee, the company called -- corporation
12 called OSGC was voted to dissolve. Is that your
13 understanding?

14 A Yes.

15 Q Okay. Is there a date, to your knowledge, that
16 that dissolution will happen?

17 A No

18 Q GBRE, does that exist as an entity today?

19 A I believe so, yes.

20 Q Okay. Are there any officers or employees that
21 you know of today from GBRE?

22 A I'm not sure.

23 Q How about OSGC?

24 A Yes.

- 1 Q Is there a CEO today?
- 2 A No.
- 3 Q Is there someone running OSGC?
- 4 A Yes.
- 5 Q Who is that?
- 6 A Gene Keluche.
- 7 Q Do you know his title?
- 8 A Agent.
- 9 Q Okay. Is there anyone below Mr. Keluche that is,
10 to your knowledge, helping run or dissolve OSGC?
- 11 A Yes.
- 12 Q Okay. Who are they?
- 13 A He has an associate, Steve Collins.
- 14 Q And that's C-O-L-L-I-N-S?
- 15 A I think so
- 16 Q Does he work with Sagestone Management?
- 17 A Yes.
- 18 Q Anyone else that you are aware of?
- 19 A Becky Demmith.
- 20 Q Could you spell Becky's name for the court
21 reporter?
- 22 A B-E-C-K-Y D-E-M-M-I-T-H.
- 23 Q And what is Ms. Demmith's position?
- 24 A I'm not certain what her title is.

1 Q Anyone else that you are aware of that is working
2 for OSGC or with OSGC today?

3 A I think they have another person in the office.
4 Her name is Bernice Elm.

5 Q Is that E-L-M?

6 A Yes, Bernice.

7 Q And what does she do?

8 A I'm not certain what her title is.

9 Q Now it's my understanding that the Tribe voted to
10 dissolve OSGC on December 15, 2013?

11 A Yes.

12 Q And were you there for that vote?

13 A Yes.

14 Q How was that vote called? How did it come on the
15 agenda?

16 A A petition was submitted.

17 Q And the main petitioner, was that Frank
18 Cornelius?

19 A Yes.

20 Q When you want as a tribal member to petition the
21 Tribe on any matter and you want the Tribe to
22 hear the matter, what do you do?

23 A You want me to describe the process for
24 submitting a petition?

1 Q Yes.

2 A The tribal member will put together a question,
3 there's a form to fill out, and they will collect
4 signatures. You need a minimum of 50 signatures
5 of members who are enrolled with the Tribe. The
6 petition is then submitted to my office. I send
7 it to the Oneida Enrollment Office to verify the
8 signatures, and then I submit it to the Business
9 Committee at one of their duly called regular
10 meetings, and then they take action to accept it
11 and then send it for analysis.

12 Generally we get a legal and a
13 legislative and a fiscal analysis completed.
14 Once that is returned, then we determine whether
15 the petition will go forward to a date for a GTC
16 meeting, a General Tribal Council meeting.

17 Q And is that what happened in the dissolution vote
18 regarding OSGC?

19 A The meeting? That's what happened for that
20 petition in order to have a meeting on that date
21 --

22 Q Okay.

23 A -- in December.

24 Q Okay. And the meeting itself was the General

1 Tribal Council meeting?

2 A Yes.

3 Q Was there any way that anyone in tribal
4 leadership could have blocked or prevented the
5 vote on the dissolution of OSGC?

6 A No.

7 Q So if Chairman Delgado at that time did not want
8 that particular question to come up for a vote,
9 the dissolution of OSGC, he would have no power
10 to block it or state that maybe we'll call it in
11 the next meeting or we will take it under
12 advisement?

13 A Are you describing what happens in the meeting
14 when people are deciding what motion to put
15 forward and then vote on?

16 Q Okay. I will be more specific. The meeting
17 itself in December of 2013 where OSGC was voted
18 to dissolve, did anyone in tribal leadership or
19 anyone in the Tribe have the power to block that
20 specific vote at that time?

21 A I'm not sure I understand what you mean. I don't
22 think so.

23 Q Prior to the vote coming up, there was a Business
24 Committee meeting to decide whether to allow the

1 petition to go before the General Tribal Council,
2 correct?

3 A I don't recall. Do you know the date of that
4 meeting?

5 Q I don't, but would there have to have been a
6 Business Committee vote to allow the question of
7 the dissolution of OSCG at the General Tribal
8 Council meeting?

9 A Yes, that's a part of the process

10 Q Right. So the process was followed and there was
11 a vote to allow it to be heard at the -- in
12 December of 2013?

13 A Yes.

14 Q Who would vote on that? Is it the councilpersons
15 or the executives or all nine individuals?

16 A The Business Committee meeting consists of all
17 nine. Whoever was chairing the meeting does not
18 get a vote.

19 Q Does the chairman always chair the meeting or is
20 it --

21 A The chair or the vice chair.

22 Q So it would be eight people voting?

23 A Yes.

24 Q And so to your knowledge a majority allowed the

1 petition to go forward to the Tribe?

2 A To the General Tribal Council, yes.

3 Q Then the actual vote in December 2013 to dissolve
4 OSGC, how is the vote made? Is it by paper or is
5 it electronic? How do tribal members vote?

6 A I think one of -- There's a few different ways.
7 They can vote by a show of hands or a voice vote.
8 We can do a count. The Election Board attends
9 these meetings, and if someone wants an actual
10 count, then they will count the hands or someone
11 will call for a secret ballot.

12 Q How was this vote done?

13 A I don't recall.

14 Q But to your knowledge it needed a majority to
15 pass the resolution to dissolve OSGC?

16 A I'm not sure if it needed a majority, only
17 because maybe if I saw the transcript I could
18 tell you, but I can't tell you the specifics of
19 whether it needed a majority or a two-thirds.

20 Q Okay. After that vote in December 2013, then did
21 the resolution to dissolve OSGC go back to the
22 Business Committee for approval?

23 A Right. Without seeing the motion in front of me,
24 I think the action was to direct the Business

1 Committee to figure out how to dissolve, how to
2 carry out the act of dissolution.

3 Q After that vote in December of 2013 by the Tribe,
4 did the Business Committee have any power to
5 ignore or change that resolution?

6 A They cannot ignore it. Only if they were to
7 bring it back to the General Tribal Council to
8 reconsider or if a petition was submitted to ask
9 to change it.

10 Q So that's the only way they could essentially
11 reverse the decision of the General Tribal
12 Council?

13 A Reverse or do anything different, yes.

14 Q So it's my understanding after the December 15,
15 2013 vote the Business Committee adopted the
16 resolution to dissolve OSGC, is that correct?

17 A I believe so. I just can't tell you on the
18 specific dates.

19 Q Right. Okay. But I'm just saying sometime after
20 that -- the tribal vote, the Business Committee
21 adopted the resolution to dissolve OSGC?

22 A Yes.

23 Q Was any type of action taken since the Business
24 Committee's adoption of the resolution to reverse

1 the General Tribal Council vote? Has anything
2 been done to reverse it before the Tribal
3 Council?

4 A I don't understand.

5 Q Has that issue --

6 A What issue?

7 Q The dissolution of OSGC ever come up again before
8 the General Tribal Council to reverse that vote
9 or change that vote or amend that vote in any
10 way?

11 A To amend the GTC vote in December?

12 Q Yes.

13 A Has any action come up to change that vote?

14 Q Yes.

15 A By the Business Committee?

16 Q By anyone.

17 A Yes, there were a couple of things that happened.
18 A tribal member submitted a petition to ask the
19 vote to be reconsidered The chairman was going
20 to call a special meeting of the GTC to do the
21 same thing, to reconsider, but you will have to
22 check that out, because I'm not clear on my time
23 frame.

24 Q Okay.

1 A And then I believe a tribal member may have
2 submitted something at the Appeals Commission
3 level to, you know, stop things temporarily so
4 that the vote could be reconsidered.

5 Q Okay. As we sit here today, that vote stands and
6 the adoption by the Business Committee of the
7 resolution to dissolve OSGC is valid and has not
8 been changed?

9 A Yes

10 Q Other than this lawsuit, are you aware of any
11 other lawsuits pending right now that relate in
12 any way to the dissolution or the proposed
13 dissolution of OSGC?

14 A No.

15 Q Were you shown a rider to your deposition notice
16 regarding documents?

17 A What is a rider?

18 Q Okay. What I have in front of me, I have not
19 marked it, but I'm going to show it to you. It's
20 entitled, "Defendant's Oneida Tribe of Indians of
21 Wisconsin and Oneida Seven Generations
22 Corporation's Response to Rider for Deposition of
23 Patricia Hoeft," and this is the answer that
24 OSGC's attorneys and the Tribe's attorneys have

1 tendered to me.

2 A Yes.

3 Q Okay. So you have taken a look at that?

4 A Yes, um-hum.

5 Q And you took a look at that prior to your
6 deposition?

7 A Yep.

8 Q Okay. Are you aware of any documents that are
9 responsive to this particular rider for your
10 deposition, other than what has been attached,
11 and I believe the only thing that was attached
12 was your resume?

13 MR. PYPER: I'm going to object. That
14 misstates the document.

15 BY MR. DOMBROWSKI:

16 Q Okay. Are you aware of anything, other than
17 what's described in here, that would question
18 responsive to this particular rider?

19 A Am I aware of anything other than?

20 Q What has been produced.

21 A No.

22 MR. PYPER: Just for clarification, when
23 you say what has been produced, you are
24 incorporating or described in the documents?

1 MR. DOMBROWSKI: Anything that was
2 produced to me that's described in the document
3 is what I'm referring to.

4 MR. PYPER: The document describes
5 financial records that will be produced, and we
6 stipulate those have not been produced, so I just
7 want to make sure you are including that.

8 MR. DOMBROWSKI: Okay. Fair enough.

9 BY MR. DOMBROWSKI:

10 Q As far as the Business Committee vote to bring
11 the resolution to the Tribe, did you vote on that
12 issue?

13 A What resolution?

14 Q The resolution to dissolve OSGC.

15 A So we voted on the resolution, yes.

16 Q And I'm just talking about the Business Committee
17 to get it to the Tribe. Did you vote in that
18 particular vote to pass --

19 A What do you mean by getting it to the Tribe?

20 Q You previously testified that the procedure is
21 any resolution that comes before the Business
22 Committee that wants to go before the Tribe for a
23 vote needs to be passed by the Business Committee
24 to be forwarded to the Tribe. Am I saying that

correctly?

A I'm not sure what resolution you are talking about. We passed the resolution that you talked about right after the GTC meeting to dissolve.

Q I'm talking about before.

A Before?

Q When the Business Committee voted to allow the resolution to be heard by the full Tribe in December 2013.

A The petition by Frank Cornelius?

Q Yes.

A Okay.

Q Were you involved in that vote?

A I believe so.

Q How did you vote?

A I don't recall.

Q When it was before the General Tribal Council, this particular resolution in December of 2013, did you vote?

A Yes.

Q And how did you vote?

A I think I voted against it.

Q And after the General Tribal Council voted to dissolve OSGC and it was taken up by the Business

1 Committee, were you at that meeting?

2 A Could you repeat that again?

3 Q Sure.

4 A I'm sorry.

5 Q This case is confusing.

6 A Omigosh, I wish I would have read that.

7 Q So after the General Tribal Council vote to
8 dissolve OSGC, it came before the Business
9 Committee again, correct, that particular --

10 A To carry out that action.

11 Q Yes.

12 A Okay.

13 Q Is that right? To carry out the action of the
14 vote?

15 A Yes

16 Q And were you at the Business Committee meeting?

17 A Yes.

18 Q And was another vote required by the Business
19 Committee to adopt that resolution?

20 A Yes.

21 Q And that vote was held?

22 A Yes.

23 Q And how did you vote?

24 A To support it

1 Q And why were your votes different at the General
2 Tribal Council meeting versus the Business
3 Committee meeting after the General Tribal
4 Council meeting?

5 A At General Tribal Council we are making a policy
6 decision, and then when it comes to the Business
7 Committee, then it's our job to carry out the
8 will of the GTC.

9 Q Now as far as the organizational chart of the
10 Tribe and OSGC is concerned, we have the General
11 Tribal Council, which is the Tribe itself,
12 correct?

13 A Yes.

14 Q How many members of the Tribe are there?

15 A Very close to 17,000 or a little more.

16 Q Can you be a member of the Oneida Tribe and not
17 live in Wisconsin?

18 A Yes.

19 Q Are there Oneida tribal members who reside in
20 Illinois?

21 A I don't know specifically.

22 Q Anyone who is 21 and over and is a member of the
23 Oneida Tribe can show up and vote at the General
24 Tribal Council meetings, correct?

1 A Correct.

2 Q How many meetings are held a year?

3 A It depends. We have at least three, and then if
4 a special meeting is needed, then we will have
5 that meeting.

6 Q And if you want to vote on something that's
7 before the General Tribal Council, you have to
8 show up?

9 A Yes.

10 Q And beneath the General Tribal Council we have
11 the Business Committee of the Tribe itself,
12 correct?

13 A Yes.

14 Q And you are the secretary of that Business
15 Committee?

16 A Yes.

17 Q And all nine people that we have previously
18 described are elected by the General Tribal
19 Council?

20 A Yes.

21 Q And that particular election this year occurred
22 on July 12th, 2014?

23 A Yes.

24 Q Is there anyone that is presently on the Business

Committee that has been reelected to the new Business Committee that will be sworn in in August of '14?

A Yes.

Q And who is that?

A The current treasurer, Tina Danforth, will now be the chairperson of the Tribe. Melinda J. Danforth, who is a councilperson, will become the vice chairperson of the Tribe. Brandon Stevens is a councilperson. He was reelected to a councilperson seat. I think that may be it.

Q And beneath the Business Committee we have a corporation called OSGC, correct?

A Correct.

Q And OSGC has a board of directors?

A Not now. Now they have an agent.

Q In 2013 OSGC, before the dissolution vote, had a board of directors?

A Yes.

Q And what did the board of directors do as far as OSGC was concerned?

A They oversaw the operation of that entity.

Q Okay. And there was a chairman of the board of directors back in 2013?

1 A Yes.

2 Q And for most of 2013 that was William Cornelius?

3 A Yes.

4 Q Some people refer to him as Bill?

5 A Yes.

6 Q And then beneath him there was a board itself,
7 right?

8 A Yes.

9 Q Can you detail for me any employees of OSGC in
10 2013?

11 A Let's see. I already described I think Bernice
12 Elm may have been there, Becky Demmuth. Kevin
13 Cornelius was the CEO, Bruce King CPO. That may
14 be it.

15 Q When Kevin Cornelius was CEO of OSGC, he was
16 simultaneously the president of GERE, correct?

17 A I don't know.

18 Q Okay. And Kevin Cornelius stopped being the CEO
19 of OSGC in August of 2013?

20 A Around that time, yes, because he had resigned, I
21 think.

22 Q Was Mr. Kevin Cornelius, was he forced out in any
23 way or forced to resign or fired, to your
24 knowledge?

1 A I don't know.

2 Q Who would have the power to fire or force out
3 Kevin Cornelius as CEO of OSGC?

4 A The board of OSGC.

5 Q What supervisory duties or power did the Business
6 Committee have over OSGC in 2013?

7 A No supervisory power. They reported to us, but
8 we did not have supervisory power, the Business
9 Committee

10 Q Okay. In 2012 and 2013 when OSGC would report to
11 the Business Committee of the Tribe, how was that
12 done?

13 A Generally they have a standard reporting process,
14 a quarterly reporting process, and by the charter
15 they have to report -- they report their
16 strategic ideas and performance in executive
17 session, and then in open session they give a
18 narrative report describing generally initiatives
19 that they are working on.

20 Q And who would do that in 2012 and 2013?

21 A Either the CEO or the board president.

22 Q So before Kevin Cornelius stopped being CEO of
23 OSGC, he would report to the Business Committee
24 in 2013 and 2012 about the activities of OSGC?

- 1 A What was the -- Repeat the first part again.
- 2 Q Sure. When Kevin Cornelius was CEO of OSGC in
- 3 2013 and 2012, would he report the business
- 4 activities of OSGC to the Business Committee?
- 5 A What are "business activities?"
- 6 Q Whatever businesses or contracts or agreements or
- 7 anything that the OSGC was doing business
- 8 related.
- 9 A It wasn't detailed like what you are describing,
- 10 it was more performance results, I guess, and
- 11 general initiatives they were working on.
- 12 Q So in 2013 and 2012, those reports, would they be
- 13 in writing or would they be oral or both?
- 14 A Both.
- 15 Q Okay. And that was either William Cornelius, the
- 16 chairman of the board of OSGC, or Kevin
- 17 Cornelius, the CEO of OSGC?
- 18 A Or both.
- 19 Q Okay. After August of 2013 --
- 20 A When Kevin resigned or left?
- 21 Q Right. When he stopped being CEO.
- 22 A Okay.
- 23 Q Did someone take his place as CEO of OSGC?
- 24 A I don't recall. Bruce King, the CFO, was there,

1 but I don't know if any action was taken by the
2 board to change his title or that.

3 Q Do you know what Bruce King's position was with
4 GBRE?

5 A No.

6 Q It's my understanding through some court
7 documents that Kevin Cornelius was simultaneously
8 CEO of OSGC and president of GBRE, and Bruce King
9 was CFO of OSGC and simultaneously the treasurer
10 of GBRE. Do you have any reason to disagree with
11 that particular organizational chart that I just
12 stated?

13 MR. PYPER: Object on the grounds of
14 foundation and competency. Go ahead. Answer, if
15 you can.

16 THE WITNESS: I'm not sure.

17 BY MR. DOMBROWSKI:

18 Q Okay. That's fine. Do you know what the
19 relationship was in 2013 between OSGC and GBRE?

20 MR. PYPER: Objection, vagueness. Go
21 ahead. If you can answer, go ahead and answer.

22 THE WITNESS: What was the beginning of
23 the question?

24 MR. DOMBROWSKI: Okay. I will be a

1 little more specific.

2 THE WITNESS: I think I just get
3 confused with timelines.

4 BY MR. DOMBROWSKI:

5 Q Okay. In 2013 and 2012 it's my understanding
6 that GBRE was a wholly-owned subsidiary of OSGC.
7 Is that your understanding in 2012 and 2013?

8 A Do I understand that today or do you mean did I
9 understand it then in 2012 and 2013?

10 Q Okay. Today do you understand that that is true?

11 A Yes.

12 Q Did you ever have any direct dealings with the
13 entity GBRE, such as going over projects
14 regarding GBRE's activities or contracts or
15 anything like that?

16 A No.

17 Q If GBRE was, indeed, a wholly-owned subsidiary of
18 OSGC, would GBRE need to get permission from OSGC
19 to contract with any party?

20 MR. PYPER: Objection, foundation and
21 competency. You can answer.

22 THE WITNESS: I'm not sure.

23 BY MR. DOMBROWSKI:

24 Q Okay. Now are you familiar with the other

1 entities that I believe are below OSGC, the
2 companies, such as Oneida Blocker or Oneida
3 Energy or anything like that?

4 A Yes.

5 Q Okay. It's my understanding that there were a
6 number of subsidiaries of OSGC in 2012 and 2013,
7 is that correct?

8 A I only pause because I'm not sure how to answer
9 the question

10 Q Do you not understand the question?

11 A You said it's your understanding that there were
12 numerous entities under OSGC in 2012?

13 Q Yes. Is that true?

14 A Yes.

15 Q In 2012 and 2013 can you detail for me, just from
16 memory, it's not a test, what other entities
17 other than GBRE were considered subsidiaries of
18 OSGC?

19 A Not really, no.

20 Q Now the subject of this lawsuit are several
21 contracts that were signed by Kevin Cornelius and
22 one of my clients regarding a plastics to oil
23 project. In 2012 and 2013 did you have any
24 knowledge regarding this particular plastic to

1 oil project that's the subject of the lawsuit?

2 MR. FYPER: I'm going to object on the
3 grounds of compound, because I think her
4 understanding differed from '12 to '13, so I
5 don't know if want to break it down. Go ahead
6 and answer.

7 MR. DOMBROWSKI: Okay. I will break it
8 down.

9 BY MR. DOMBROWSKI:

10 Q In 2012 did you have any knowledge of any
11 potential deal between any of these ACP entities
12 and GBRE or OSGC or the Tribe regarding plastics
13 to oil energy projects?

14 A No.

15 Q In 2013 did you learn of this particular plastics
16 to oil project that Kevin Cornelius, Bruce King
17 and ACP were involved with?

18 A Such as talking about a project?

19 Q Any presentations before the General Tribal
20 Council, the Business Committee, the Board of
21 Directors of OSGC, anything like that?

22 A Yes.

23 Q When did you first learn of this particular
24 plastics to oil project?

1 A I know there was some kind of meeting of the
2 Business Committee in our role as shareholder
3 with Oneida Seven Generations in January, I
4 think, of 2013, and that was when we were
5 introduced the concept or the idea of a plastics
6 to oil.

7 Q And was that a presentation before the Business
8 Committee?

9 A I'm not sure if we're called the Business
10 Committee in that role as shareholders, but it
11 was at that shareholders meeting. I just don't
12 want to confuse, you know, when you say Business
13 Committee, I'm thinking of the duly called
14 meetings of the Business Committee that we hold
15 twice a month. But this was a Oneida Seven
16 Generations meeting, and there was a presentation
17 given.

18 Q Okay. Would Business Committee members go to
19 OSGC Board of Director meetings?

20 A Yes.

21 Q Because the Business Committee is the sole
22 shareholder of OSGC?

23 A Yes.

24 Q Okay. And that particular relationship between

1 the Business Committee of the Tribe and OSGC is
2 one of Business Committee as shareholder and OSGC
3 as a tribal corporate entity?

4 A Um-hum.

5 Q Yes?

6 A Yes.

7 Q So the first time you learned of any plastics to
8 oil project was January 2013?

9 A I believe so, yes.

10 Q Were other members of the Business Committee
11 there for -- when you learned of the plastics to
12 oil project?

13 A Yes.

14 Q And who else was there?

15 A I can't recall.

16 Q You know Business Committee members were there,
17 but you can't recall who?

18 A Right.

19 Q In 2012 or 2013 have any business -- acting
20 Business Committee members ever served on the
21 Board of Directors of OSGC?

22 A Before they were on the Business Committee?

23 Q When they were on it.

24 A And served as an acting member of the corporate

1 board?

2 Q Of OSGC, yes.

3 A No.

4 Q Has that ever happened, to your knowledge?

5 A No.

6 Q And why not?

7 A It's against the rules.

8 Q Do you recall what was said during that
9 presentation in January of 2013 about the
10 plastics to oil project?

11 A Plastics to oil. No.

12 Q In 2013 were there any other energy projects or
13 energy-related projects that the Tribe or OSGC or
14 GBRE were involved with, to your knowledge, other
15 than the subject of this lawsuit, the plastics to
16 oil project?

17 A OSGC was involved in the municipal waste to
18 energy project.

19 Q Okay. And in January 2013 you knew that the
20 municipal Green Bay project was different from
21 the plastic to oil project?

22 A Um-hum, yes.

23 Q Yes?

24 A Yes.

1 Q Was there anything in writing either on the
2 screen or handed out during that January 2013
3 presentation?

4 A Yes.

5 Q Okay. Do you recall what that was?

6 A There was a power point provided.

7 Q And who presented the power point?

8 A Oneida Seven Generations.

9 Q And individually was it Bruce King and Kevin
10 Cornelius?

11 A I don't recall who gave the presentation.

12 Q Now in 2013 do you recall any other discussions
13 or presentations before the Business Committee or
14 before the OSGC Board of Directors or before the
15 General Tribal Council regarding our plastics to
16 oil project?

17 MR. PYPER: Objection, compound,
18 multiple. You can go ahead and answer.

19 THE WITNESS: So you described the
20 January 2013 presentation, and you want to know
21 if there were others in that year about that
22 time?

23 BY MR. DOMBROWSKI:

24 Q Yes.

1 A Yes.

2 Q Okay. What do you recall as far as presentations
3 or information relayed regarding the plastics to
4 oil project?

5 A There were two incidents. One we had I think it
6 was just a general work meeting where Oneida
7 Seven Generations introduced plastics to oil
8 again, and then a meeting that Oneida Seven
9 Generations called in the fall of 2013, I can't
10 remember the month, if it was August or
11 September, in that period, though, and it was led
12 by Bruce King where they introduced again the
13 idea of oil to -- or plastics to oil.

14 Q Okay. And during this period from -- Is there
15 anything else that you recall about this plastics
16 to oil project as far as presentations or
17 information relayed?

18 A No.

19 Q Okay. So from January 2013 to August or
20 September of 2013, did you come to learn that
21 there were contracts signed by Kevin Cornelius
22 related to the plastics to oil project?

23 A In 2013, no.

24 Q Okay. When Bruce King gave his presentation in

1 August or September 2013, was that presentation
2 to the Business Committee or was that to the OSGC
3 Board of Directors or someone else?

4 A OSGC Board of Directors and the Business
5 Committee was there in our role as shareholders,
6 not as the Business Committee.

7 Q Do you recall Bruce King ever talking about
8 contracts related to plastics to oil in that
9 presentation?

10 A No.

11 Q Do you recall Bruce King talking about the
12 ramifications or the potential problems if OSGC
13 or GBRE or the Tribe did not go through with the
14 plastics to oil project?

15 A No.

16 Q What was the purpose of that August or
17 September 2013 presentation by Bruce King?

18 A Two issues. One was to clarify how the General
19 Tribal Council would be communicated to and whose
20 role would that be in anything that Oneida Seven
21 Generations did, and then the second was a
22 presentation about the oil or plastics to oil
23 project, and he was looking for I think support
24 of the concept

1 Q Okay. Would the OSGC Board of Directors have to
2 approve a contract for plastics to oil that GBRE
3 entered into in 2013?

4 A OSGC would have to approve anything that its
5 entities did.

6 Q So if GBRE entered into these contracts in
7 August -- strike that -- in May and June of 2013
8 regarding plastics to oil, GBRE would need to get
9 permission from the OSGC Board of Directors to do
10 so?

11 A Yes.

12 Q Would GBRE need to also get approval from the
13 Business Committee of the Tribe to enter into a
14 plastics to oil energy project?

15 A No.

16 Q Okay. And why would GBRE not have to get
17 approval from the Tribe?

18 A It's a separate entity of the Tribe, the Tribe
19 being the GTC and the Business Committee.

20 Q But as far as OSGC is concerned, they had control
21 over the approval process of any contract of
22 GBRE?

23 A Yes.

24 MR. PYPER: Object on the grounds of

1 foundation and competency. You can answer.

2 MR. DOMBROWSKI: She did.

3 MR. FYPER: Oh, I'm sorry.

4 BY MR. DOMBROWSKI:

5 Q Now how was GBRE created?

6 MR. FYPER: Objection, foundation,
7 competency. Go ahead.

8 THE WITNESS: I can't tell you how.

9 BY MR. DOMBROWSKI:

10 Q Do you know why it was created?

11 A No.

12 Q Do you know when?

13 A No.

14 Q Do you know if GBRE issued any stock or paid any
15 dividends?

16 A No.

17 Q Do you know if GBRE paid any salaries to any
18 employees?

19 A No.

20 Q Do you know if GBRE kept any separate records
21 separate and apart from OSGC?

22 A No.

23 Q Do you know if GBRE had any assets from 2011 to
24 2013?

1 A No.

2 Q Do you know if GBRE had a website at any point?

3 A No.

4 Q Do you know if it had its own letterhead?

5 A No

6 Q Do you know if GBRE had its own bank account?

7 A No.

8 Q How about its own officers separate and apart
9 from OSGC?

10 A No.

11 Q Do you know if GBRE had any separate board of
12 directors or board of managers or members?

13 A No.

14 Q And who would know the answers to these questions
15 regarding GBRE and its structure?

16 MR. PYPER: Objection, competency,
17 foundation. Go ahead and answer.

18 THE WITNESS: The Oneida Seven
19 Generations Board of Directors and the current
20 agent of Oneida Seven Generations

21 BY MR. DOMBROWSKI -

22 Q Okay. Do you believe William Cornelius would
23 also know about the structure and the activities
24 of GBRE in 2012 and 2013?

1 A I don't know.

2 Q Other than talking to your attorney today, did
3 you talk to -- and tribal counsel, did you talk
4 to anyone else about your testimony today or what
5 you would testify to today?

6 A No.

7 Q Now as far as any type of financial filings or
8 documents of GBRE, do you know who was
9 responsible for that in 2011, 2012 and 2013?

10 A No

11 Q Did OSGC from 2011 to 2013 ever disclose to the
12 State of Delaware or State of Wisconsin or anyone
13 that GBRE was a subsidiary of OSGC?

14 MR. PYPER. Objection, competency
15 foundation. Go ahead and answer.

16 THE WITNESS: No.

17 BY MR. DOMBROWSKI:

18 Q Okay. Is that something that you would be
19 involved with as far as filing financial
20 disclosures either for OSGC or any entity under
21 OSGC?

22 A No.

23 Q Is there someone at the Tribe that's responsible
24 for that?

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1 A That would do those things on behalf of Oneida
2 Seven Generations?

3 Q Right.

4 A No.

5 Q From 2011 to 2013 how was OSGC funded?

6 A It funds itself by its activities.

7 Q And what were the activities of OSGC from 2011 to
8 2013?

9 A They manage properties and collect lease payments
10 on them.

11 Q Any other business activities during those years
12 2011 to 2013 that OSGC did?

13 A I just don't know the dates, because they were
14 involved in -- well, the waste to energy project
15 and then Nature's Way, but I'm not sure what year
16 that was.

17 Q Were tribal funds ever given to OSGC to operate?

18 A No.

19 Q Okay. Were tribal funds ever given, to your
20 knowledge, to GBRE to operate?

21 A No.

22 Q Were funds ever given, to your knowledge, by OSGC
23 to GBRE to operate?

24 A I don't know.

1 Q Do you know what the purpose of GBRE was?

2 A No.

3 Q As we sit here now, is OSGC in the process of
4 dissolving?

5 A No.

6 Q And why not?

7 A Everything is on hold pending this lawsuit.

8 Q Okay. If OSGC does dissolve, would GBRE also
9 dissolve with it?

10 A I don't know.

11 Q Does the Tribe itself have the power to dissolve
12 GBRE?

13 A No.

14 Q And why not?

15 A I think the Tribe is -- In this instance the
16 General Tribal Council you said means the Tribe
17 when you say it?

18 Q Yes.

19 A So they don't have that. The General Tribal
20 Council would have to direct the Business
21 Committee to carry out an act of dissolution, and
22 then in this case our relationship is with Oneida
23 Seven Generations.

24 Q Okay. If the Business Committee wanted to