

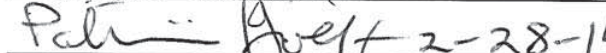


Order Form Date	2/21/2014	Date Required	2/21/2014	Send To	#N/A
Contact Person	Margaret Danforth	Phone/Ext	ext 4327		
BU Name	Law Office	Whse #	252	Vendor #	120475
Vendor Name	Whyte, Hirschboek, Dudek, S.C.				

3-Bid Vendor Information or Sole Source Justification

1	Vendor #	Quote	Source	#N/A
2	Vendor #	Quote	Source	#N/A
3	Vendor #	Quote	Source	#N/A

Supervisor Signature		Budgeted w/3 bids Up to \$500.00	Sole Source
	Date		
Director Signature		Up to \$3,000.00	Up to \$1,000.00
	Date		
Area Manager Signature		Up to \$10,000.00	Up to \$5,000.00
	Date		
Divisional Director		Up to \$50,000.00	Up to \$10,000.00
	Date		
GM/CFO/Gaming Commission	 2/24/14	Up to 200,000.00	Up to \$25,000.00
	Date		
Treasurer Signature	 2/28/14	Over \$200,000.00	\$25,000.00 - \$50,000.00
	Date		
Finance Committee	 2-28-14	N/A	> \$50,000.00
	Date		

For Purchasing Use Only	Purchase Order #	Date Entered
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Oneida Tribe of Indians of Wisconsin

Oneida Business Committee Special Meeting
1:30 p.m. Monday, Feb. 3, 2014
ECR, 2nd Floor, Norbert Hill Center

Minutes-DRAFT

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

I. **Call to Order and Opening** by Chairman Ed Delgado at 1:36 p.m.

II. **Approve Agenda**

Motion by Patty Hoeft to approve the agenda and go into executive session at 1:37 p.m., seconded by David Jordan. Motion carried unanimously:

Ayes: Tina Danforth, Vince DelaRosa, Patty Hoeft, David Jordan, Greg Matson, Paul Ninham

Not present: Melinda J. Danforth, Brandon Stevens

Motion by Vince DelaRosa to come out of executive session at 2:52 p.m., seconded by David Jordan. Motion carried unanimously:

Ayes: Tina Danforth, Vince DelaRosa, Patty Hoeft, David Jordan, Greg Matson, Paul Ninham

Not present: Melinda J. Danforth, Brandon Stevens

III. **Executive Session** - *In accordance with provisions of the Oneida Tribe of Indians of Wisconsin Open Records and Open Meetings Law, Chapter 7, sections 7.20-1 and 7.4-1, the Committee will move into executive session to discuss confidential information or to obtain legal advice.*

1. **Approve attorney contract with Biskupic Legal Group as counsel for Oneida Housing Authority (OHA) audit matters**

Sponsor: Ed Delgado

Motion by David Jordan to approve the attorney contract with Biskupic Legal Group for Oneida Housing Authority (OHA) audit matters with funds coming from the Litigation Fund and to have the attorney report directly to the Interim Audit Director and the Interim Audit Director reports directly to the Audit Committee, seconded by Vince DelaRosa. Motion carried with two abstentions:

Ayes: Vince DelaRosa, Patty Hoeft, David Jordan, Paul Ninham

Abstained: Tina Danforth, Greg Matson

Not present: Melinda J. Danforth, Brandon Stevens

For the record: Tina Danforth stated she abstained due to the lack of reporting the Housing concerns to the OBC. The OBC is engaging legal counsel using litigation funds from the law office and the OBC needs to be part of monitoring the fund and reports generated by Biskupic.

2. **Approve attorney contract with Whyte, Hirschboek, Dudek, SC as counsel for Oneida Seven Generations Corporation (OSGC)**

Sponsor: Ed Delgado

Motion by Patty Hoeft to approve attorney contract with Whyte, Hirschboek, Dudek, SC as counsel for Oneida Seven Generations Corporation with funding from Litigation Fund, seconded by Paul Ninham. Motion carried with two abstentions:

Ayes: Vince DelaRosa, Patty Hoeft, David Jordan, Paul Ninham

Abstained: Tina Danforth, Greg Matson

Not present: Melinda J. Danforth, Brandon Stevens

3. **Approve the amendment to October 2012 Promissory Note to Oneida Seven Generations Corporation (OSGC)**

Sponsor: Ed Delgado

➤ Motion by Patty Hoeft to the amendment to October 2012 promissory note to Oneida Seven Generations Corporation with funding from the Litigation Fund, seconded by Paul Ninham. Motion carried with one opposed and two abstentions:

Ayes:	Vince DelaRosa, Patty Hoeft, Paul Ninham
Opposed:	David Jordan
Abstained:	Tina Danforth, Greg Matson
Not present:	Melinda J. Danforth, Brandon Stevens
For the record:	Tina Danforth stated she abstained because there is no balance to the loan available and intent of this was to fund the energy project. Also the agent will be paid his fees from this fund. This promissory note as amended creates a potential conflict per the statement "by signature below, the Agent acknowledges that in accordance with the corporate charter and the amendments in resolution #BC-12-24-13-A, he has the authority to enter into this amendment.

IV. Adjourn

Motion by Patty Hoeft to adjourn at 2:58 p.m., seconded by David Jordan. Motion carried unanimously:

Ayes:	Tina Danforth, Vince DelaRosa, Patty Hoeft, David Jordan, Greg Matson, Paul Ninham
Not present:	Melinda J. Danforth, Brandon Stevens

ONEIDA LAW OFFICE
CONFIDENTIAL: ATTORNEY/CLIENT WORK PRODUCT

TO: Ed Delgado
Business Committee

Use this number on future correspondence:

FROM: James R. Bittorf, Deputy Chief Counsel

DATE: January 29, 2014

RE: Whyte Hirschboek Dudek SC

2014-0087
1-29-14 QJD

<i>Purchasing Department Use</i>	
<input checked="checked" type="checkbox"/>	Contract Approved
<input type="checkbox"/>	Contract Not Approved
<i>(see attached explanation)</i>	

If you have any questions or comments regarding this review, please call 869-4327.

The attached agreement, contract, policy and/or guaranty has been reviewed by the Oneida Law Office for legal content only. Please note the following:

- ✓ The document is in appropriate legal form. *(Execution is a management decision.)*
- ✓ Requires Business Committee approval prior to execution because: 1) Contract is for legal services, and 2) Paragraph 8 of Terms and Conditions calls for arbitration of fee disputes in accordance with Wisconsin Arbitration Act and constitutes waiver of sovereign immunity.



Whyte Hirschboeck Dudek S.C.

Thomas J. Springer
(608) 258-7130
tspringer@whdlaw.com

Ted J. Barthel
(414) 978-5317
tbarthel@whdlaw.com

30 January 2014

VIA E-MAIL

Mr. Edward Delgado
Tribal Chairman
Oneida Tribe of Indians of Wisconsin
P.O. Box 365
Oneida, WI 54155

Re: Engagement of Whyte Hirschboeck Dudek S.C. for Legal Counsel
Regarding the Oneida Seven Generations Corporation Restructure

Dear Chairman Delgado:

Thank you for asking Whyte Hirschboeck Dudek S.C. (the "Firm") to assist the Oneida Nation in connection with the above-identified matter, hereafter referred to as the "OSGC Restructure." The scope of the Firm's engagement includes two phases of legal counsel regarding the OSGC Restructure as presented in the Firm's proposal delivered to the Oneida Nation on January 27, 2014 (the "Proposal").

We understand that you are the primary contact person for this matter and that you may designate a representative to act on your behalf. We will communicate directly with you or your representative to keep you informed on the progress of this matter. To date, we have been communicating with Jim Bittorf and, with your approval, will consider Jim our contact person. If at any time you want us to take direction from another, acting on your behalf, then we understand you will provide us with written instruction to that effect.

We will provide legal services at a blended hourly rate as described in the Proposal. For Phase 1, the proposed blended rate is [REDACTED] hr. For Phase 2, the estimated blended rate is in the range of [REDACTED] hr. The final rate for Phase 2 will be agreed upon by the Oneida Nation and the Firm after review of the General Tribal Council Resolution expected on March 22, 2014. Tom Springer will be the Firm's primary contact for this matter.

WHD/10118619.1

Whyte Hirschboeck Dudek S.C.

Mr. Edward Delgado
30 January 2014
Page 2

Our billing practices are described in the attached Terms and Conditions.

We very much appreciate the opportunity to work with the Oneida Nation, and trust that the terms set forth in and attached to this letter are clear and acceptable. If you or anyone within the Oneida Nation have any questions, or require any additional information, please do not hesitate to contact us. If these terms are acceptable to the Oneida Nation, then sign and date this letter and return it to me.

We look forward to working with you.

Very truly yours,

WHYTE HIRSCHBOECK DUDEK S.C.


Thomas J. Springer


Ted J. Barthel

TJB/saj
Enclosures (Terms and Conditions of Engagement)

Agreed and Accepted on behalf of Oneida Tribe of Indians of Wisconsin on this 5th
day of February, 2014.

By: Edward Delgado
Name: Edward Delgado
Title: Oneida Tribal Chairman
Date: 2-5-14

Order Form Date	6/4/2014	Date Required	6/5/2014	Send To	#N/A
Contact Person	Margaret Danforth	Phone/Ext	4327		
BU Name	Law Office	Whse #	252	Vendor #	120475
Vendor Name	Whyte, Hirschboek, Dudek, S.C.				

3-Bid Vendor Information or Sole Source Justification

1	Vendor #	Quote	Source	#N/A
2	Vendor #	Quote	Source	#N/A
3	Vendor #	Quote	Source	#N/A

Supervisor Signature	_____	Budgeted w/3 bids Up to \$500.00	Sole Source
	_____ Date		
Director Signature	_____	Up to \$3,000.00	Up to \$1,000.00
	_____ Date		
Area Manager Signature	_____	Up to \$10,000.00	Up to \$5,000.00
	_____ Date		
Divisional Director	_____	Up to \$50,000.00	Up to \$10,000.00
	_____ Date		
GM/CFO/Gaming Commissi	_____	Up to 200,000.00	Up to \$25,000.00
	_____ Date		
Treasurer Signature	_____	Over \$200,000.00	\$25,000.00 - \$50,000.00
	_____ Date		
Finance Committee	_____	N/A	> \$50,000.00
	_____ Date		

For Purchasing Use Only	Purchase Order #	Date Entered
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From: Margaret A. Danforth
Sent: Monday, June 09, 2014 11:29 AM
To: Robin J. Duxtater
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

Hi Robin,

Per our telephone conversation please make the account code consistent with the code recommended by Connie B @ accounting. I will contact Connie for justification on the change from account code 001-4271000-100-458210-000 to account code 001-4271000-100-702400-000.

Thank you.

-----Original Message-----

From: Robin J. Duxtater
Sent: Thursday, June 05, 2014 4:02 PM
To: Margaret A. Danforth
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

Give me a call X7403.

-----Original Message-----

From: Margaret A. Danforth
Sent: Thursday, June 05, 2014 3:31 PM
To: Robin J. Duxtater
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

I know I started all this confusion but just so I'm on the right page...what is the account number we are using?

-----Original Message-----

From: Robin J. Duxtater
Sent: Thursday, June 05, 2014 3:25 PM
To: Margaret A. Danforth
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

The number you are giving me to use for the increase does not match the number Account put on the PO.

-----Original Message-----

From: Margaret A. Danforth
Sent: Thursday, June 05, 2014 2:58 PM
To: Robin J. Duxtater
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

?

-----Original Message-----

From: Robin J. Duxtater
Sent: Thursday, June 05, 2014 2:56 PM
To: Margaret A. Danforth
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

The current number is 001-4271000-100-702400-000, it was changed from below by Accounting.

-----Original Message-----

From: Margaret A. Danforth
Sent: Thursday, June 05, 2014 2:45 PM
To: Robin J. Duxtater
Subject: RE: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

No reason...my mistake. The account number should be 001-4271000-100-458210-000. Thanks for checking.

-----Original Message-----

From: Robin J. Duxtater
Sent: Thursday, June 05, 2014 2:40 PM
To: Margaret A. Danforth
Subject: FW: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

The account number on your request doesn't match the existing account number on the PO, is there a reason?

-----Original Message-----

From: Margaret A. Danforth
Sent: Thursday, June 05, 2014 1:39 PM
To: Robin J. Duxtater
Subject: Whyte Hirschboek Dudek work order re Increase PO RDO-67350-14

Hi Robin, please find attached a work order to increase the purchase order for Whyte Hirschboek Dudek SC. Any questions or if you need additional information please let me know. Thank you.