

Oneida Tribe of Indians of Wisconsin

Post Office Box 365

Phone: (414) 869-2214

Oneida, WI 54155



UGWA DEMOLUM YATEHE
Because of the help of
this Oneida Chief in
cementing a friendship
between the six nations
and the colony of
Pennsylvania, a new
nation, the United States
was made possible.



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.

RESOLUTION # 3-12-97D

WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States; and

WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin; and

WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section of the Oneida Tribal Constitution by the Oneida General Tribal Council; and

WHEREAS, the Oneida Tribe has entered into a Credit Agreement with Bank of America Illinois (the "Agent"), as a bank and as agent for such other banks as may participate in such extensions of credit (Bank of America Illinois and such other banks being collectively, the "Banks"), which makes available to the Oneida Tribe two reducing revolving credit facilities in the respective amounts of \$20,000,000.00 and \$40,000,000.00, (the "Facilities"), which Facilities are available to the Oneida Tribe for general business purposes, including the letters of credit; and

WHEREAS, to establish the Facilities, the Chairwoman and Secretary of the Oneida Tribe executed the following documents on February 7, 1997:

1. A Credit Agreement between the Oneida Tribe, the Bank as Agent, and the Banks under which the Facilities will be made available to the Oneida Tribe;
2. Promissory Notes of the Oneida Tribe in the aggregate principal amount of \$60,000,000.00;
3. A Collateral Agreement between the Oneida Tribe, as pledgor, and the Agent, as pledgee, under which certain funds and investments of the Oneida Tribe will be pledged to the Agent for itself and for the Banks as security for the performance by the Oneida Tribe of the obligations under the Financing Documents; and
4. A Custody Agreement between the Oneida Tribe and the Bank pursuant to which the Bank will act as custodian for the Tribe's restricted investments; and
5. Two Applications for Standby Letters of Credit from the Oneida Tribe to the Bank, relating to the issuance of the letters of credit under that Credit Agreement;

Said documents collectively being known as the "Financing Documents," and

WHEREAS, from time to time it may be necessary for the Oneida Tribe to execute amendments to the Financing Documents, waivers of certain conditions within the Financing Documents, and other documents relating to the Facilities,

NOW THEREFORE BE IT RESOLVED that any two (2) officers of the Oneida Business Committee are hereby authorized to execute and deliver any amendment to the Financing Documents, any waiver of any condition within the Financing Documents, or any other document related the Facilities as may from time to time may be necessary and in the best interests of the Oneida Tribe, the execution and delivery of any such amendments, waivers, or other documents by two (2) officers of the Oneida Business Committee being conclusive evidence of the Oneida Business Committee's approval thereof.

FURTHER RESOLVED, the Secretary of the Oneida Business Committee shall certify to the Banks the names and signatures of the persons who presently are duly elected, qualified and acting as the officers authorized to act under the foregoing Resolutions, and the Secretary of the Oneida Business Committee shall from time to time hereafter, upon a change in the facts so certified, immediately certify to the Banks the names and signatures of the persons then authorized to sign or to act, the Banks shall be fully protected in relying on such certificates and on the obligation of the Secretary of the Oneida Business Committee immediately to certify to the Banks any change in any fact certified, and the Banks shall be indemnified and saved harmless by the Tribe from any and all claims, demands, expenses, costs and damages resulting from or growing out of honoring or relying on the signature or other authority (whether or not property used) or any officer whose name and signature was so certified, or refusing to honor any signatures or authority not so certified.

C E R T I F I C A T I O N S

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum, 7 members were present at a meeting duly called, noticed and held on the 12th th day of March, 1997; that the foregoing resolution was duly adopted at such meeting by a vote of 6 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.

I further certify that the officers whose names appear below have been duly elected to and now hold the offices in the Tribe as set forth below until August, 1999, said date being the expiration date of the terms of said elected officers, and that the signature appearing opposite the name of each of such officers is authentic and official:

Deborah Doxtator, Chairwoman



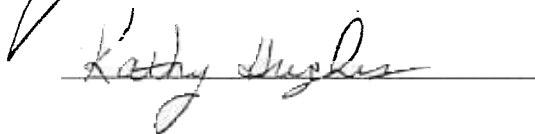
Gary L. Jordan, Vice Chair



Julie Barton, Secretary



Kathy Hughes, Treasurer



Julie Barton, Secretary
Oneida Business Committee