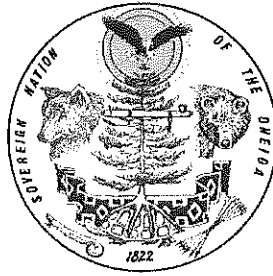


Oneida Tribe of Indians of Wisconsin



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



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.

RESOLUTION 11-10-10-E

Authorizing Engagement letter and PLOM Regarding Bonding

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

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

WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council pursuant to action on August 30, 1969; and

WHEREAS, the Tribe intends to finance the acquisition, construction, improvement and equipping of certain governmental purpose facilities, including constructing and equipping of a new residential community care center, constructing and equipping rental housing, constructing a government service/community center, sewer and water projects, athletic fields, energy conservation projects and park/signage upgrades located on its Reservation or in Milwaukee, Wisconsin (together, the "Project"); and

WHEREAS, the Tribe intends to engage Merrill Lynch, Pierce, Fenner & Smith (the "Initial Purchaser") to assist the Tribe with the issuance of bonds, notes, or other obligations for the proposed financing of the Project (the "Project Financing"); and

WHEREAS, in connection with the Project Financing the Tribe has prepared a draft Preliminary Limited Offering Memorandum (the "PLOM"); and

WHEREAS, the Tribe has incurred capital expenditures on the Project and expects to incur additional capital expenditures prior to completion of the Project Financing, and this Resolution shall constitute a declaration of the Tribe's official intent to reimburse itself for such capital expenditures in a maximum principal amount of not to exceed \$30,000,000;

THEREFORE BE IT RESOLVED, that the Oneida Business Committee hereby approves the engagement letter with the Initial Purchaser presented to the Oneida Business Committee, which shall remain a confidential document in accordance with the terms of the agreement; and, the Oneida Business Committee approves the Initial Purchaser's use and distribution of the PLOM to certain investors who meet the eligibility requirements described in the PLOM for purposes of the Project Financing; and

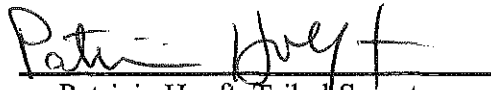
BE IT FURTHER RESOLVED, that the Oneida Business Committee has reviewed the information contained in the PLOM, which is a confidential document of the Tribe, regarding the Project, the Project Financing, the business and affairs of the Tribe, and other matters, and the Oneida Business Committee finds that the PLOM accurately describes the Tribe's understanding and expectations regarding the Project Financing; and

BE IT FURTHER RESOLVED, that the information contained in the PLOM is accurate and complete as of its date, and such information does not contain a material misstatement of fact or omit to state a material fact necessary to be disclosed therein in order to make the statements therein, in light of the circumstances under which they were made, not misleading in any material respect; and

BE IT FURTHER RESOLVED, that the Tribe hereby declares its official intent to reimburse itself with the proceeds of the Borrowing for any of the Expenditures incurred by it prior to the Borrowing pursuant to United States Treasury Regulations Section 1.150-2.

CERTIFICATION

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. 6 members were present at a meeting duly called, noticed and held on the 10th day of November 2010; that the foregoing resolution was duly adopted at such meeting by a vote of 3 members for; 1 member against; and 1 member not voting; and that said resolution has not been rescinded or amended in any way.


Patricia Hoeft, Tribal Secretary
Oneida Business Committee

*According to the By-Laws, Article I, Section 1, the Chair votes "only in the case of a tie."