

Oneida Tribe of Indians of Wisconsin

Post Office Box 365



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

Phone: (920) 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.

RESOLUTION NO _12-29-10-A

Authorizing Engagement Letter and Revised 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:** Pursuant to Resolution No. 11-10-10-E, adopted November 10, 2010, the Oneida Business Committee authorized the Tribe to: (1) 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"); (2) engage Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Initial Purchaser") to assist the Tribe with the issuance of Bonds (the "Bonds") for the proposed financing of the Project; and (3) distribute a Preliminary Limited Offering Memorandum (the "PLOM") in connection with the financing of the Project; and
- WHEREAS:** Since the adoption of Resolution, No. 11-10-10-E, the Tribe's independent auditors have prepared the audited financial statements of the Tribe for the Fiscal Year ended September 30, 2010, and it is necessary to update the PLOM to include more current financial information about the Tribe; and
- WHEREAS:** It is also necessary to update the PLOM to include extraordinary mandatory redemption provisions for the Bonds, which are based upon the recommendation of the Initial Purchaser to improve the marketability of the Bonds; and
- WHEREAS:** Standard & Poor's has advised the Tribe that the "AA-" credit rating previously assigned to the Bonds is expected to be reaffirmed; and
- WHEREAS:** A revised draft of the PLOM has now been presented to and reviewed by the Oneida Business Committee.

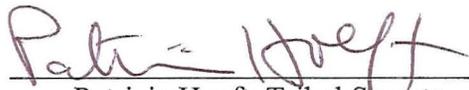
THEREFORE BE IT RESOLVED, that the Oneida Business Committee hereby approves the Initial Purchaser's use and distribution of the PLOM to certain investors who meet the eligibility requirements described in the PLOM for purposes of financing the Project; and

BE IT FURTHER RESOLVED, that the Oneida Business Committee has reviewed the information contained in the PLOM regarding the Project, the financing of the Project, 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 and the Bonds; 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.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of who 5 members constitute a quorum. 5 members were present at a meeting duly called, noticed and held on the 29th day of December 2010; that the foregoing resolution was duly adopted at such meeting by a vote of 4 members for; 0 member against; and 0 members 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 I, the Chair votes "only in the case of a tie."