



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

Oneida Tribe of Indians of Wisconsin

BUSINESS COMMITTEE



P.O. Box 365 • Oneida, WI 54155
Telephone: 920-869-4364 • Fax: 920-869-4040



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.

BC Resolution # 5-23-07-F

Resolution to Approve Consent to Tax-Exempt Financing Letter

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 of America; 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 of the Oneida Tribal Constitution by the Oneida General Tribal Council; and

WHEREAS, the Oneida Tribe has previously entered into a Credit Agreement dated December 1, 2003 (as amended on November 30, 2005, the "Revolving Credit Agreement") with Bank of America, N.A., as a lender and as agent (the "Revolving Agent") for certain other lenders party thereto (the "Revolving Lenders"), under which such lenders have made available to the Tribe certain revolving credit facilities in the aggregate amount of \$70,000,000;

WHEREAS, the Oneida Tribe has requested that Bank of America, N.A., as a lender and as agent for certain other lenders party thereto agree to a Term Loan Agreement (the "Tax-Exempt Loan Agreement") pursuant to which the Lenders will make available to the Tribe a term loan in an aggregate principal amount not to exceed \$7,500,000 (the "Tax-Exempt Loan") to finance all or part of the design, development and construction of a wastewater treatment plant (the "Project") and to pay transaction costs associated with the Tax-Exempt Loan; and

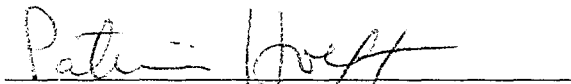
WHEREAS, a borrowing for the Project, including reimbursement of expenditures relating thereto, was previously approved pursuant to Resolution #BC-4-26-06-R; and

WHEREAS, Section 7.03 of the Revolving Credit Agreement requires that the Revolving Agent and the Revolving Lenders consent to the Tax Exempt Loan and the execution, delivery and performance by the Tribe of the Tax-Exempt Loan Agreement and other loan documents relating to the Tax-Exempt Loan.

NOW THEREFORE BE IT RESOLVED, that the Oneida Business Committee hereby approves the attached Consent to Tax-Exempt Financing Letter for signature by an officer of the Oneida Business Committee to be sent to the Revolving Agent and the Revolving Lenders immediately upon signature.

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. 7 members were present at a meeting duly called, noticed and held on the 23rd day of May 2007; 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.



Patricia Hoeff, Tribal Secretary,
Oneida Business Committee