

FIRST AMENDMENT TO BANK OF AMERICA CREDIT AGREEMENT

RESOLUTION # 11-28-05-A

- 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 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council; and
- WHEREAS, the Oneida Tribe has entered into a Credit Agreement dated as of December 1, 2003 (as amended, the "Existing Credit Agreement") with Bank of America, N.A., as a lender and as agent for certain other lenders, whereunder such lenders have made available to the Oneida Tribe certain revolving credit facilities on the aggregate amount of \$70,000,000; and
- WHEREAS, the Oneida Tribe has requested that Bank of America, N.A., as a lender and as agent for certain other banks (in such capacity, the "Agent") and the party thereto (the "Lenders") agree to a three year extension to Credit Agreement (the "Amendment") pursuant to which the Lenders will make available to the Oneida Tribe a revolving credit facility in the amount of \$70,000,000 (the "Extended Credit Facility"); and
- WHEREAS, there have been prepared and submitted to the Business Committee drafts of the following documents (collectively, the "Financing Documents") relating to the Extended Credit Facility:

The Amendment.

- WHEREAS, the Oneida Tribe acknowledges that the Financing Documents reaffirm the waiver of the Oneida Tribe's sovereign immunity contained in the Credit Agreement for purposes of their enforcement.

NOW THEREFORE BE IT RESOLVED that the Financing Documents and the loan facilities reflected therein are hereby approved by the Oneida Business Committee.

FURTHER RESOLVED that the Secretary and the Treasurer of the Oneida Business Committee are hereby authorized and directed to execute and deliver the Financing Documents on behalf of the Oneida Tribe of Indians of Wisconsin, in substantially the form heretofore provided to this Business Committee with such changes thereto as the Secretary and the Treasurer in their discretion, upon the advice of the Tribal Attorney and Chief Financial Officer shall approve, and to execute and deliver on behalf of the Oneida Tribe such additional instruments and certifications as may be necessary and appropriate in order to implement this Resolution and to evidence or secure the Credit Agreement, as amended by the Financing

Documents, the Secretary's and the Treasurer's execution and delivery of any document or additional instrument or certification being conclusive evidence of their approval thereof in accordance with this Resolution.

FURTHER RESOLVED that the approvals and authorizations herein contained shall constitute sufficient approvals and authorizations for the borrowing, repayment and reborrowing, from time to time, of the amounts available to be borrowed, and requests for extensions of letters of credit, by the Oneida Tribe under the Financing Documents in the manner provided therein without further action of this Business Committee.

FURTHER RESOLVED, it is hereby acknowledged that each and every note, pledge agreement, collateral agreement, and other instrument made pursuant to the foregoing Resolutions is and will be made and given for the business purposes of the Oneida Tribe.

FURTHER RESOLVED, the Secretary of the Oneida Business Committee shall certify to the Lenders 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 Lenders the names and signatures of the persons then authorized to sign or to act, the Lenders 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 Lenders any change in any fact certified, and the Banks shall be indemnified and saved harmless by the Oneida 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.

CERTIFICATIONS

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, 8 members were present at a meeting duly called, noticed and held on the 28th day of November; that the foregoing resolution was duly adopted at such meeting by a vote of 7 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 Oneida Business Committee has, and at the time of adoption of the foregoing Resolutions had, full power and lawful authority to adopt the foregoing resolutions and to confer the powers therein granted upon the officers designated, and that such officers have full power and authority to exercise the same.

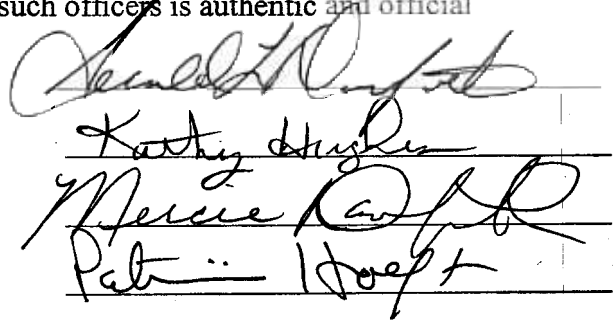
I further certify that the officers whose names appear below have been duly elected to and now hold the offices in the Oneida Business Committee as set forth below until August 1, 2008, said date being the expiration date of the terms of said elected officers, and that the signature appearing opposite the name of each of such officers is authentic and official

Gerald Danforth

Kathy Hughes

Mercie Danforth

Patricia Hoefft



Handwritten signatures of the four officers listed to the left, each written over a horizontal line.

I further certify that copies of the Constitution of the Oneida Tribe and the Bylaws of the Oneida Tribe, as set forth on Exhibits A and B, respectively, are complete, true and correct copies of the same, together with all amendments therein adopted to the date hereof, if any, and each is in full force and effect on the date hereof.

Patricia Hoefft
Patricia Hoefft, Secretary, Oneida
Business Committee