



Oneida Tribe of Indians of Wisconsin BUSINESS COMMITTEE



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.

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RESOLUTION # 3-27-02-B

Third Amendment to the Bank of America Letter of Credit

- 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 February 7, 1997 with Bank of America National Association (f/k/a Bank of America National Trust and Savings Association, successor by merger to Bank of America Illinois) (the "Agent"), as a bank and as agent for such other banks as may participate in such extensions of, among other things, credit (Bank of America National Association and such other banks being collectively, the "Banks"), whereby the Banks have made 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 "Existing Facilities"), which Existing Facilities are available to the Oneida Tribe for general business purposes, including the letters of credit referred to above; and)
- WHEREAS, as of this date hereof, the \$20,000,000 Existing Facility has been added to and deemed a part of the \$40,000,000 Existing Facility and, following such addition and following an increase to such commitment effected by the Second Amendment to Credit Agreement and following certain mandatory and voluntary reductions to the \$40,000,000 Existing Facility, the \$40,000,000 Existing Facility has been reduced to \$36,700,000 (the "Existing Tranche II Commitment") prior to the effectiveness of the Amendment Documents (defined below);
- WHEREAS, the Oneida Tribe has requested that the Agent and the Banks agree to a Third Amendment to Credit Agreement whereunder, among other things, the Existing

Tranche II Commitment will be increased to \$42,800,000 to enable the Oneida Tribe to fund the Borrower's general business purposes; and

WHEREAS, there have been prepared and submitted to this Business Committee drafts of the following documents (collectively, the "Amendment Documents"):

A Third Amendment to Credit Agreement between the Oneida Tribe, the Agent, and the Banks;

2. New Promissory Notes (Tranche II Note) of the Oneida Tribe in the aggregate principal amount of \$42,800,000 in favor of each Bank; and

WHEREAS, the Oneida Tribe acknowledges that the Amendment Documents contain a waiver of the Tribe's sovereign immunity for purposes of their enforcement;

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

FURTHER RESOLVED that the Chairman and Secretary of the Oneida Business Committee are hereby authorized and directed to execute and deliver the Amendment 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 Chairman and Secretary in their discretion, upon the advice of the Tribal Attorney and Chief Financial Adviser 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 Amendment Documents, the Chairman's and Secretary'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 funds obtained from the Amendment Documents are to be utilized for the replenishment of the general fund and for the purchase, rental, or lease of gaming equipment for Oneida Bingo and Casino.

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 Amendment 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 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.

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, 5 members were present at a meeting duly called, noticed and held on the 27th day of March, 2002; that the foregoing resolution was duly adopted at such meeting by a vote of 4 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 Tribe as set forth below until July, 2002, 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:

Pool A:

Judy M. Cornelius, Treasurer
Terry Cornelius, Chief Financial Advisor
Lynn VandenLangenberg, Assistant CFO

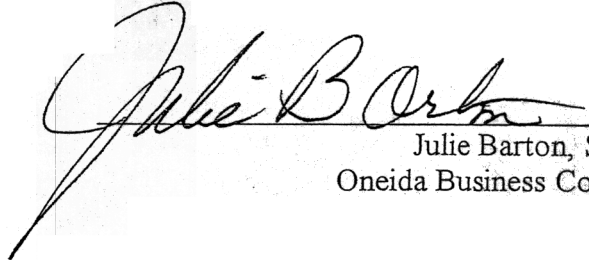
Pool B:

Gerald L. Danforth, Chairman
Cristina Danforth, Vice-Chairperson
Julie Barton, Secretary

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I further certify that copies of the Constitution of the Tribe and the Bylaws of the 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.



Julie Barton, Secretary
Oneida Business Committee

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