

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.

P.O. Box 365 • Oneida, WI 54155

Telephone: 920-869-4364 • Fax: 920-869-4040

ONEIDA BUSINESS COMMITTEE

RESOLUTION # 7-29-02-A

FOUR FIRES LLC

WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian Tribe 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 Constitution by the Oneida General Tribal Council; and

WHEREAS, the Oneida Business Committee desires to establish a diverse economic base in order to promote the best interests and well-being of the Oneida Tribe and its members; and

WHEREAS, the Oneida Business Committee, through its representatives, has engaged in negotiations with the Forest County Potawatomi Community of Wisconsin, the San Manuel Band of Mission Indians of California, and the Viejas Band of Kumeyaay Indians of California, for the purpose of forming a limited liability company to invest in the development, construction, and operation of a Marriott Residence Inn to be located in Washington, D.C.; and

WHEREAS, the Oneida Business Committee, through its representatives, and the aforementioned Tribes, through their respective representatives, have negotiated the terms and conditions of a Limited Liability Company Agreement forming a limited liability company to be known as the Four Fires LLC; and

WHEREAS, the Oneida Business Committee, through its representatives, and the aforementioned Tribes, through their respective representatives, have jointly engaged in negotiations with the Donohoe Companies for the purpose of forming a limited liability company to be known as Southwest Capitol Associates, LLC, in which Four Fires LLC shall be a contributing member, for the purpose of developing, constructing, and operating a Marriott Residence Inn to be located in Washington, D.C.; and

WHEREAS, the Oneida Business Committee has approved the expenditure of \$3,500,000.00 for the formation and funding of Four Fires LLC; and

WHEREAS, the Oneida Business Committee finds it to be in the best interest of the Oneida Tribe and its members to proceed with the investment in the proposed business venture of developing, constructing, and operating a Marriott Residence Inn to be located in Washington, D.C.;

NOW, THEREFORE, BE IT RESOLVED that the Oneida Business Committee hereby approves the terms and conditions of the Four Fires LLC Limited Liability Company Agreement in the form as attached hereto, and hereby authorizes and directs the Chairman or the Vice-Chairman of the Oneida Business Committee to execute the Four Fires LLC Limited Liability Company Agreement on behalf of the Oneida Tribe; and

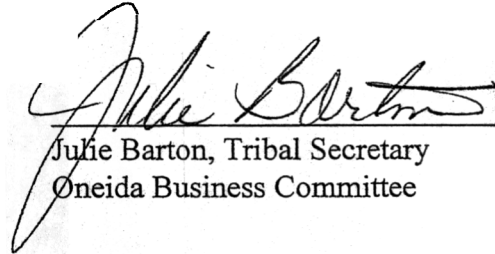
BE IT FURTHER RESOLVED that the Oneida Business Committee hereby appoints Assistant General Manager Janice Hirth to serve as the Oneida Tribe's contact person and as the Oneida Tribe's manager with regard to the operation of the Four Fires LLC, and hereby authorizes Assistant General Manager Janice Hirth, as the Oneida Tribe's manager of the Four Fires LLC, to take action and to vote on all matters which shall come before the managers of the Four Fires LLC relating to the business of the Four Fires LLC; and

BE IT FURTHER RESOLVED, that the Oneida Business Committee hereby approves the immediate transfer of \$3.1 million from FY02 from the Oneida Tribe to the Four Fires, LLC upon the execution of the Four Fires LLC Limited Liability Company Agreement, as the Oneida Tribe's capital contribution to the Four Fires LLC; and

BE IT FURTHER RESOLVED that the Oneida Business Committee hereby approves the set aside of \$400,000.00 from FY02 for payment of expenses incurred by the Oneida Tribe's manager of the Four Fires LLC in relation to the business of the Four Fires LLC, and as potential additional capital contribution to the Four Fires LLC for operating expenses of the Four Fires LLC, including legal fees, accounting fees, and other business expenses, and for potential additional capital contribution of Four Fires LLC to Southwest Capitol Associates, LLC.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is comprised of 9 members, of whom 5 members constitute a quorum. 7 members were present at a meeting duly called, noticed and held on the 29th day of July 2002; that the foregoing resolution was duly adopted at such meeting by a vote of 5 members for; 1 members against, and 0 members not voting, and that said resolution has not been rescinded or amended in any way.



Julie Barton, Tribal Secretary
Oneida Business Committee