

EXHIBIT D

**CONSULTANT/CONTRACTOR
CONFLICT OF INTEREST
DISCLOSURE FORM**

<p><i>Must Complete</i> Consultant/Contractor <u>is not</u> an <i>is/is not</i> employee of the Oneida Tribe. <i>(Must include job description if employee of Oneida Tribe.)</i></p>

I, Cynthia Shaw, Vice President of Contracts, on behalf of Oneida Total Integrated Enterprises
(Name of Consultant/Contractor) *(Name of Company, if any)*
(The "Contractor"), declare this to be a full and complete disclosure of all conflicts of interest with the Oneida Tribe of Indians of Wisconsin (The "Oneida Tribe"). Conflict of interest means; any interest, whether it be personal, financial, political, or otherwise, that conflicts with any right of the Oneida Tribe to property, information, or any other right to own and operate its enterprises, free from undisclosed competition or other violation of such rights of the Oneida Tribe. Therefore, I affirm to the best of my knowledge the following:

1. The Contractor is neither presently involved in, nor is it contemplating any legal actions against the Oneida Tribe.
2. The Contractor is not presently involved in any activity or has any outside interests that conflict or suggest a potential conflict with the Oneida Tribe.
3. The Contractor is neither involved in nor does it own any business investments which are related to or connected with the Oneida Tribe, its programs, departments, or enterprises.
4. Neither the Contractor, nor any of its representatives, holds any positions as director or officer in any public or private groups, firms, organizations, or other entities which are substantially or wholly owned by the Oneida Tribe. No representative of the contractor sits on any board, commission, or committee of the Oneida Tribe. No officer or director of the Company has any conflict as defined above.
5. The Contractor is neither applying for, nor receiving, any special services, grants, loans or other programs provided by the Oneida Tribe, and has no pending contracts with the Oneida Tribe, except as herein disclosed and listed below:

OTIE is currently working under several active contracts with the Oneida Tribe, and is awaiting award of at least one contract.

In response to paragraphs 3 and 4 above, OTIE makes the following disclosures:

OTIE is 100% owned by the Oneida Tribe. OTIE's board members are all Oneida Tribe members. Some of OTIE's board members also hold positions on other Oneida Tribe organizations. The details are provided below.

Butch Rentmeester:
Development/Engineering Director of the Development Division of the Oneida Tribe of Indians
of Wisconsin
Chairperson of the OTIE Board of Managers
Chairperson of the Oneida Facilities Planning Committee
Board Member, Oneida ESC Group
Board Member, Mission Support Services
Board Member, Sustainment and Restoration Services

Leslie Wheelock:
OTIE Board Member

Jacquelyn Zalim:
Vice Chairperson of the Southeastern Oneida Tribal Services Advisory Board in Milwaukee
OTIE Board Member
Chairperson, Oneida ESC Group
Chairperson, Mission Support Services
Chairperson, Sustainment and Restoration Services

Jeff House:
OTIE Board Member
Secretary/Treasurer, Oneida ESC Group
Secretary/Treasurer, Mission Support Services
Secretary/Treasurer, Sustainment and Restoration Services

Wayne Metoxen:
OTIE Board Member

During the term of the contract or any extension thereof, I will promptly report any situation which may involve, suggest or appear to suggest any conflict that I may have with the Oneida Tribe. If a conflict arises, I am informed and understand that the Oneida Tribe may in its sole discretion, terminate the contract without obligation to me. Further, failure to report any conflict shall also be cause to terminate my contract.

Signed:  _____ Date: October 23, 2014