



Little River Band of Ottawa Indians
375 River Street
Manistee MI 49660
(231) 723-8288

Resolution # 02-1016-07

*Approving Amendments to Original Loan Documents and
Execution and Delivery of Related Documents*

WHEREAS, the Band's status as a federally-recognized Indian tribe was reaffirmed and restored by Congress pursuant to Public Law 103-324, 108 Stat. 2156 (25 U.S.C. §1300k et seq.)(hereinafter "Little River Act"); and

WHEREAS, the Band adopted a Constitution, pursuant to a vote of the membership on May 27, 1998, which Constitution became effective upon its approval by the Assistant Secretary-Indian Affairs on July 10, 1998; and

WHEREAS, pursuant to Article IV, Section 5 (a)(4) and Article V, Section 5(a)(3) and (8) of the Band's Constitution, the Tribal Ogema, or in his/her absence, the Tribal Council Speaker, is authorized to represent the Band in its relations with other organizations and manage the economic affairs/enterprises of the Band, in a manner consistent with the Band's Constitution and resolutions of the Tribal Council; and

WHEREAS, the Tribal Council, pursuant to Article IV, Section 7 (b) of the Constitution, has the power to authorize and ratify agreements and contracts negotiated by the Tribal Ogema; and

WHEREAS, the Little River Band of Ottawa Indians (the "Tribe") entered into a certain Taxable Construction Loan Agreement dated as of June 21, 2001, between the Borrower and Miller & Schroeder Investments Corporation (the "Original Taxable Loan Agreement") as well as a certain Tax-Exempt Construction Loan Agreement of the same date between the same parties (the "Original Tax-Exempt Loan Agreement"); and

WHEREAS, it the Tribe has requested Marshall Investments Corporation, as the successor to Miller & Schroeder Investments Corporation, to amend each of the Original Taxable Loan Agreement and the Original Tax-Exempt Loan Agreement to allow new descriptions of the "Land" as described in each loan agreement and to extend the time from October 31, 2002 to December 31, 2002 during which the Tribe may receive advances under the Taxable Loan Agreement.

THEREFORE BE IT RESOLVED by the Tribal Council as follows:

Section 1. Documentation for Proposed Transactions. To amend the Original Taxable Loan Agreement and the Original Tax-Exempt Loan Agreement, respectively, the Tribal Council has been presented with a form of a First Amendment to Taxable Construction Loan Agreement and a form of a First Amendment to Tax-Exempt Loan Agreement (collectively, the "Amendment Agreements").

Section 2. Approval and Authorizations.

2.1 The Tribal Council hereby determines that the amendments proposed in the Amendment Agreements are in the best interest of the Tribe and promote the welfare of the Tribe, and the Tribal Council hereby approves the such amendments, and all actions reasonably necessary to the consummation of the same.

2.3 The Tribal Council hereby authorizes each of the following individuals, together with each other officer of the Tribe, authorized by the law of the Tribe to act in the case of their absence or disability (each, an "Authorized Representative"), individually or jointly to: (i) to execute the Amendment Agreements in the name of and on behalf of the Tribe substantially in the form presented to this Tribal Council, with such modifications or changes thereto as are necessary or convenient and approved by the Authorized Representative, together with such other documents, certificates, consents or instruments required of the Tribe or as may be determined by an Authorized Representative to be necessary or convenient to effect the transactions contemplated in this Resolution (which approval shall be deemed conclusively given upon the Authorized Representative's execution and delivery thereof) (collectively, "Related Documents"), and (ii) to deliver such instruments to the other parties thereto:

Name

Title

1. Jonnie J. Sam, II

Tribal Ogema

2. Stephen Parsons _____

Tribal Council Speaker

The Authorized Representatives are hereby authorized to take such additional actions as are required or desirable to effect the purposes of this Resolution.

Section 3. Approval of Legal Provisions. Each of the Original Taxable Loan Agreement or the Original Tax-Exempt Loan Agreement contains certain provisions as to choice of law, choice of courts and forums for dispute resolution, arbitration proceedings for disputes, as well as limited waivers of sovereign immunity and rights to access tribal

court (the "Legal Provisions"). All Legal Provisions are hereby approved and ratified and shall be unaffected by the execution and delivery of the Amendment Agreements.

Section 4. Determination. The Tribal Council hereby determines that no laws, ordinances, resolutions or other actions of the Tribal Council, or any of the subdivisions, agencies or instrumentalities of the Tribe, either written or established by custom or tradition (a) prohibit the Tribal Council from approving the execution or delivery of the Amendment Agreements or Related Documents, or the amendments therein set forth, or (b) create any obligation of the Tribal Council to submit such matters for approval of or consent from any officer, agency or instrumentality of the Tribe, or any vote by members of the Tribe.

Section 5. Non-Impairment; Binding Effect. Upon execution of any of the Amendment Agreements or Related Document as herein authorized, the same shall become a valid and binding obligation of the Tribe, enforceable in accordance with its terms for all purposes of tribal law and the laws of all other applicable jurisdictions.

Section 6. Miscellaneous Matters.

6.1 Any resolutions or other actions of the Tribe, or any of its officers, employees, or agents, agencies or instrumentalities, either written or established by tradition, that are in conflict with or inconsistent with the terms of this Resolution or any provision set forth in any of the Amendment Agreements or the Related Documents are hereby to such extent declared inapplicable and void with respect to the Amendment Agreements, the Related Documents and the Original Taxable Loan Agreement and the Original Tax-Exempt Loan Agreement as amended by the Amendment Agreements. This Resolution shall supersede any prior or currently existing resolutions or other actions of the Tribe, or any of its officers, employees or agents, subdivisions, agencies or instrumentalities, that is contrary to the actions authorized or contemplated herein or in any of the Amendment Agreements or Related Documents, and this Resolution shall constitute a contract with the Servicer and each of the Lenders referred to in the Amendment Agreements, and shall not be rescinded or modified without the written consent of such parties, so long as any amounts remain unpaid or obligations of the Tribe remain unperformed under the Original Taxable Loan Agreement and the Original Tax-Exempt Loan Agreement as amended by the Amendment Agreements.

6.2 If any provision of this Resolution or the application of any provision of this Resolution to any person or circumstance is held to be invalid, the remainder of the Resolution shall not be affected.

6.3 This Resolution shall become effective as of the date and time of its passage and approval by the Tribal Council.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 8 FOR, 0 AGAINST, 1 ABSENT, and 0 ABSTAINING, at a Closed Meeting of the Regular Session of the Little River Band of Ottawa Indians Tribal Council held at the Little River Band's Downtown Offices on October 16, 2002, in Manistee, Michigan. A quorum of the Tribal Council being present for such vote.



Charles Fisher, Acting Council Recorder



Stephen Parsons, Council Speaker

Attest:

Distribution: Council Record
Tribal Ogema (cc: Accounting Dept.)
Legal Department
Marshall Investments Corporation