

**BOARD OF DIRECTORS SPECIAL MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
July 28-29, 2020**

July 28:

The meeting was opened at 3:23 p.m. by Chairperson Payment.

Present: Kim Gravelle, DJ Hoffman, Betty Freiheit, Michael McKerchie, Austin Lowes, Lana Causley, Catherine Hollowell, Bridgett Sorenson, Denise Chase, Darcy Morrow, Charles Matson, and Aaron Payment.
Absent: Keith Massaway.

**Moved by Director Causley, supported by Director Freiheit, to approve the agenda as read.
Motion carried unanimously.**

Moved by Director Sorenson, supported by Director Chase, to approve Res. 2020-170, Eagle Lending Sault Tribe Inc. Business Development.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes Eagle Lending to loan a sum of Three Hundred Thousand (\$300,000) to Sault Tribe Inc., at a rate of 4% for one year, for the purpose of MGCB License application and issuance fees; and
BE IT FURTHER RESOLVED that the Board of Directors authorizes the EDC Executive Director and the Sault Tribe's Chief Financial Officer to execute the loan documents using the above approved terms.

Roll Call Vote: Motion carried unanimously.

Moved by Director Gravelle, supported by Director Hollowell, to approve Res. 2020-171, Acceptance of the 2019 Governmental Audit.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby accepts and approves the 2019 Governmental Audit as presented by Dennis, Gartland, & Niergarth.

Motion carried unanimously.

**Moved by Director Hoffman, supported by Director Causley, to recess and reconvene tomorrow at 10 a.m.
Motion carried unanimously.**

July 29: Reconvened: 10:13 a.m.

Present: DJ Hoffman, Kim Gravelle, Betty Freiheit, Michael McKerchie, Austin Lowes, Lana Causley, Catherine Hollowell, Bridgett Sorenson, Keith Massaway, Denise Chase, Darcy Morrow, and Aaron Payment.
Absent: Charles Matson.

**Moved by Director Hoffman, supported by Director Causley, to recess for one hour.
Motion carried unanimously.**

Reconvened: 4:49 p.m.

Moved by Director Hoffman, supported by Director Gravelle, to suspend the rules and add to the agenda the resolutions regarding the Sports Book Agreement and the Federal Cares Budget Modification to the agenda. Roll Call Vote: Motion carried with Directors Sorenson, Freiheit, Causley, Gravelle, Lowes, Chase, Hoffman, Massaway, McKerchie, Hollowell approving; Director Morrow opposing.

Moved by Director Hoffman, supported by Director Gravelle, to approve Res. 2020-172, Approval and Authorization of Sports Book Agreement, and Limited Waiver of Sovereign Immunity and Consent to Waiver of Tribal Court Jurisdiction Therein.

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors (the "Board of Directors") hereby authorizes and approves the "Sports Book Agreement" attached hereto and incorporated within, between the Kewadin Casinos Gaming Authority ("Gaming Authority") and GAN Nevada, Inc. ("GAN")

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes and approves the Chairperson of the Kewadin Casinos Gaming Authority Management Board, or in his absence the Vice-Chairperson, to execute any and all documents as may be necessary and appropriate to carry out the terms, conditions and intent of this Resolution.

BE IT FURTHER RESOLVED, that the Board of Directors hereby grants a limited waiver of the Gaming Authority's sovereign immunity from suit in favor of the "Sports Book Agreement" (the "Agreement") only should an action be commenced to enforce the Agreement, subject to the following conditions:

This waiver:

i) shall terminate upon performance by the Gaming Authority of all of its obligations under the Agreement or as otherwise provided in the Agreement,

ii) is granted solely to GAN for purposes of the Agreement;

iii) shall extend to inter alia, any judicial or non-judicial action as agreed upon in the Agreement, including, but not limited to, any lawsuit, arbitration, and judicial or non-judicial action as agreed upon in the Agreement to resolve disputes between the Gaming Authority and GAN to enforce the obligations under the Agreement;

iv) shall be enforceable only in a court of competent jurisdiction including the United States Bankruptcy Court or any arbitrator or arbitration panel, pursuant to the terms of the Agreement; and

v) shall be enforceable against all assets of the Gaming Authority to the extent necessary to satisfy the Gaming Authority's obligation under the Agreement.

vi) is included pursuant to the Agreement's provisions that the Agreement shall be construed in accordance with and governed by the laws of the State of Michigan, as set forth in the Agreement. The Gaming Authority expressly consents to the jurisdiction of the state courts of Michigan and the U.S. District Court for the Western District of Michigan, or in the absence of such jurisdiction, an appropriate court of competent jurisdiction, including any courts to which decisions may be appealed, with respect to any controversies arising from this resolution and the Agreement.

BE IT FURTHER RESOLVED, that the Board of Directors expressly grants this limited waiver of jurisdiction of the Tribal Court over any action arising related to enforcement by GAN or Kewadin Casinos Gaming Authority of the Agreement pursuant to the provisions of Section 44.107 of the Tribal Code.

BE IT FURTHER RESOLVED, that this Resolution and the limited waiver it entails shall become automatically void, without further action of the Board of Directors or Kewadin Casinos Gaming Authority, on the later of (i) one year following the termination of the Agreement or (ii) two years after the claim accrues or is discovered upon the exercise of due diligence, except that the waiver shall remain effective for any proceedings then pending, and all appeals therefrom, until such proceedings are completed and such appeals exhausted, pursuant to the terms of the Agreement.

Roll Call Vote: Motion carried unanimously.

Moved by Director Hollowell, supported by Director Freiheit, to approve Res. 2020-173, Federal Cares – Enterprises/Casino, Direct Services and Governmental FY 2020 Budget Modification.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby rescinds Resolution #2020-145 Governmental Facilities COVID Capital Expenditures.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby rescinds Resolution #2020-146 Casino COVID Capital Expenditures.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby amends Resolution #2020-168 COVID-19 Disaster Relief Program to correct the 19% to 25% reduction.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2020 budget modification to Enterprise and Casino budgets for a decrease in Federal Cares monies of \$7,026,500.00. No effect on Tribal Support

BE IT FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2020 budget modification to Direct Services for an increase in Federal Cares monies of \$10,515,286.42. No effect on Tribal Support.

BE IT FINALLY RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2020 budget modification to Governmental for a decrease in Federal Cares monies of \$3,488,786.42. No effect on Tribal Support.

Roll Call Vote: Motion carried unanimously.

Meeting adjourned: 4:58 p.m.

July 29:

The meeting was opened at 5:03 p.m. by Chairperson Payment.

Present: Kim Gravelle, DJ Hoffman, Betty Freiheit, Michael McKerchie, Austin Lowes, Lana Causley, Catherine Hollowell, Bridgett Sorenson, Keith Massaway, Denise Chase, Darcy Morrow, Charles Matson, and Aaron Payment.

**Moved by Director Causley, supported by Director Freiheit, to approve the agenda as read.
Motion carried unanimously.**

Moved by Director Causley, supported by Director Morrow, to approve Res. 2020-174, COVID-19 Emergency Leave Policy.

BE IT RESOLVED, that the Board of Directors hereby approves the attached COVID-19 Emergency Leave Policy.

Roll Call Vote: Motion carried unanimously.

Moved by Director Hoffman, supported by Director Gravelle, to table the Emergency Travel Policy.

Motion carried unanimously.

Moved by Director Causley, supported by Director Gravelle, to approve Res. 2020-175, Global Coronavirus (Covid-19) Pandemic Emergency Temporary Hazard Pay Policy.

BE IT RESOLVED, that the Board of Directors hereby approves the attached Global Coronavirus (Covid-19) Pandemic Emergency Temporary Hazard Pay Policy.

BE IT FURTHER RESOLVED, the total amount shall be reported to the Board of Directors before implementation.

Roll Call Vote: Motion carried with Directors Gravelle, Matson, McKerchie, Causley, Hoffman, Massaway, Freiheit, Hollowell, Chase, Lowes approving; Directors Sorenson, Morrow abstaining.

Moved by Director Hoffman, supported by Director Massaway, to approve Res. 2020-176, Enterprises Global Coronavirus (COVID-19) Pandemic Emergency Temporary Appreciation Pay Policy.

BE IT RESOLVED, that the Board of Directors hereby approves the attached Enterprises Global Coronavirus (Covid-19) Pandemic Emergency Temporary Appreciation Pay Policy.

BE IT FURTHER RESOLVED, the total amount shall be reported to the Board of Directors before implementation.

Roll Call Vote: Motion carried with Directors Freiheit, Causley, Gravelle, Matson, Lowes, Chase, Hoffman, Massaway, McKerchie, Hollowell approving; Directors Sorenson, Morrow abstaining.

Meeting adjourned: 5:27 p.m.

Date: 9-1-2020

Secretary: Bridgett Sorenson

Others present: Christine McPherson, Robert Schulte, Jeremy Patterson, Linda Grossett, Joanne Carr.