

**BOARD OF DIRECTORS REGULAR MEETING
MUNISING TRIBAL CENTER
MUNISING, MICHIGAN
MINUTES
September 22, 2015**

The meeting was opened at 6:12 p.m. by Chairperson Payment.

Present: Dennis McKelvie, Kim Gravelle, Jennifer McLeod, DJ Hoffman, Lana Causley, Keith Massaway, Bridgett Sorenson, Denise Chase, Darcy Morrow, Rita Glyptis, Aaron Payment.

Absent: Cathy Abramson, Catherine Hollowell.

Moved by Director Causley, supported by Director Hoffman, to excuse Directors Abramson, Hollowell from the meeting.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director McLeod, to approve the agenda as read.

Motion carried unanimously.

Without Objection, will suspend the rules and add the Butzel Long resolution. No Objections.

Moved by Director Massaway, supported by Director McKelvie, to approve the Minutes of 8-18-2015 and 9-1-2015, with corrections.

Motion carried with Director Glyptis abstaining for 8-18-2015 and Director Causley abstaining for 9-1-2015.

Moved by Director Causley, supported by Director Hoffman, to approve Res. 2015-199, Amending Tribal Code by Replacing Chapter 34: Personal Protection Orders and Injunctions.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby repeals the now existing Chapter 34 of the Code and, further, hereby adopts the attached code as Chapter 34 of Tribal Code, effective immediately.

Motion carried unanimously.

Moved by Director Causley, supported by Director Sorenson, to approve Res. 2015-200, Authorization to Apply for Tribal Education Department Grant Program (25 U.S.C. 2020).

THEREFORE, BE IT RESOLVED, that the Chairperson of the Tribe, or their designee, is authorized to execute and / or amend all documents relating to the grant application and subsequent award.

BE IT FURTHER RESOLVED, that Aaron A. Payment, Tribal Chairperson, or his duly authorized designees, are authorized to sign, negotiate, amend, or rescind any agreement thereto.

Motion carried unanimously.

Moved by Director Chase, supported by Director Morrow, to approve Res. 2015-201, Indian Health Service Special Diabetes Program for Indians Grant Financed Solely by Indian Health Services Fund.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes Aaron Payment, Tribal Chairperson, or his designee, to sign, negotiate, amend, and execute any application to apply for, and agreement to accept funding if awarded, the Indian Health Services – Special Diabetes Program for Indians- financed solely by IHS funds.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Massaway, to approve Res. 2015-202, Trust Land Lease – 2293 Shunk Road, Parr, Sault Ste. Marie, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairman, and Treasurer, to execute a lease to the land located at Sault Ste. Marie, Michigan to, Barbara J. Parr, a single woman, land being described as follows:

A parcel of land located in the Fractional Northwest $\frac{1}{4}$, Section 16, Township 47 North, Range 1 East, City of Sault Ste. Marie, Chippewa County, Michigan more particularly described as commencing at the West $\frac{1}{4}$ corner of said Section 16; thence N02°07'24"E along the West line of said Fractional Northwest $\frac{1}{4}$ a distance of 1101.67 feet; thence S87°52'26"E a distance of 33.00 feet to a point on the Easterly right of way line of Shunk Road, said point is the POINT OF BEGINNING:

Thence N02°07'34"E along said Easterly right of way line a distance of 120.00 feet;

Thence S87°52'26"E a distance of 130.00 feet;

Thence S02°07'24"W a distance of 120.00 feet;

Thence N87°52'26"W a distance of 130.00 feet to the POINT OF BEGINNING.

Containing 0.36 acres more or less. Subject to all easements, conditions, reservations, exceptions and restrictions contained in prior conveyances of record.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director McLeod, to approve Res. 2015-203, Trust Land Lease – Lot 508, Brown, Kinross, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairman, and Treasurer, to execute a lease to the land located at Kinross, Michigan to, Kayla Brown, a single woman, land being described as follows: Lot 508 Cedar Grove Estates III.

Motion carried unanimously.

Moved by Director McLeod, supported by Director Gravelle, to approve Res. 2015-204, Cellular Phone Services Contract – AT&T Mobility.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Tribe hereby determines that it is in the Tribe's best interest to continue service with AT&T for cellular service under the Western States standard agreement.

BE IT FURTHER RESOLVED, that the Chairperson, or his designees, are authorized to execute such agreements as may be necessary to ensure continued service with AT&T Mobility, commencing at this point and continuing as long as it remains in the Tribe's best interests to do so.

Roll Call Vote: Motion carried unanimously.

Moved by Director Hoffman, supported by Director Morrow, to table the resolution regarding Housing.

Roll Call Vote: Motion carried with Directors Hoffman, Gravelle, Chase, Morrow, Glyptis approving; Directors Causley, Massaway, McKelvie, Sorenson, McLeod opposing; Chairperson Payment approving, breaking the tie vote.

Moved by Director McKelvie, supported by Director Massaway, to approve Res. 2015-2015, Approval and Authorization of Amendment of PNC Bank Financing Waiver of Sovereign Immunity and Consent to Waiver of Tribal Court Jurisdiction.

BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians, as follows:
Section 1 FINDINGS AND DETERMINATIONS: The Board of Directors finds and determines that:

1.1 The Sault Ste. Marie Tribe of Chippewa Indians ("Tribe") is a federally recognized Indian Tribal Government organized under the provisions of the Indian Reorganization Act of 1934.

1.2 Kewadin Casinos Gaming Authority (the "Authority") is a governmental instrumentality of the Tribe.

1.3 The Authority is the borrower under a Second Amended and Restated Loan Agreement (the "Loan Agreement") among the Authority, the Tribe, PNC Bank, National Association, as Administrative Agent (the "Administrative Agent"), and the Lenders party from time to time thereto (the "Lenders"), as amended (the "Financing").

1.4 The Tribe is a party to the Loan Agreement with respect to certain representations, warranties and covenants. The Tribe has entered into certain other documents in respect of the Financing (the Loan Agreement and other documents are the "Tribe Loan Documents") evidencing its obligations ("Tribe Obligations").

1.5 Pursuant to Resolution 2013-180, the Board of Directors authorized the Tribe to enter into the Tribe Loan Documents and related transactions, and the Tribe and the Authority wish to enter into agreements with the Lenders for the purpose of waiving certain events of default and amending certain provisions of the Loan Agreement (the "Amendment"), and the Lenders are willing to grant such request.

1.6 It is a condition to the Financing and the Amendment that the Tribe and the Authority each waive the jurisdiction of the Tribal Court in connection with the Financing, except to the extent that the Tribe Loan Documents or the Authority Loan Documents, as amended, may provide for limited jurisdiction for enforcement of an arbitration award under Chapter 95 of the Tribal Code, and the Board of Directors has determined that it is in the best interests of the Tribe that the Financing be amended on substantially the terms and that certain events of default be obtained as set forth in the draft Limited Waiver and First Amendment to Second Amended and Restated Loan Agreement attached hereto, and the Tribe waive the jurisdiction of the Tribal Court in connection therewith.

Section 2 APPROVALS AND AUTHORIZATION

2.1 The Board of Directors authorizes and directs the Tribe, through its Chairperson, on such conditions and terms as he deems fit, to enter into the Amendment on such terms as he may agree upon, which approval shall be conclusively presumed by execution and delivery of the Amendment by the Chairperson, and to perform its obligations thereunder.

2.2 The Chairperson is authorized and directed to execute and deliver such other certificates, documents, or instruments, as may be required or to take any and all such action which may be necessary or convenient to effectuate the Amendment.

Section 3 WAIVER OF SOVEREIGN IMMUNITY AND CONSENT TO JURISDICTION

3.1 The Tribe hereby expressly confirms its waiver under the Tribe Loan Documents and waives its sovereign immunity from suit should an action be commenced under the Tribe Obligations, as amended by the Amendment.

This waiver:

shall terminate upon performance by the Tribe of all of its obligations under the Tribe Loan Documents, as amended, or any subsequent extensions,
is granted solely to the Administrative Agent, the Lenders and their respective successors and assigns;
shall extend to inter alia, any judicial or non judicial action, including, but not limited to, any lawsuit, arbitration, and judicial or non judicial action to resolve disputes between the Tribe and the Administrative Agent and Lenders and the assertion of any claim in a court of competent jurisdiction or with any arbitrator or arbitration panel to enforce the obligations under the Tribe Loan Documents, as amended;
shall be enforceable only in a court of competent jurisdiction, including courts of the State of Michigan the Sault Ste. Marie Tribal Court and federal courts in Michigan (including the United States Bankruptcy Court) or any arbitrator or arbitration panel; and
shall be enforceable against all assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Tribe Loan Documents, as amended.

3.2 The Tribe Loan Documents, as amended, shall be construed in accordance with and governed by the internal laws of the State of Michigan, as set forth in such documents, except that matters concerning the validity and perfection of a security interest shall be governed by the conflict of law rules set forth in the Michigan Uniform Commercial Code. The Tribe expressly consents to the jurisdiction of the courts of the State of Michigan and the federal courts in Michigan, including any courts to which decisions may be appealed, with respect to any controversies

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arising from this resolution, the Tribe Loan Documents, as amended, any amendments thereto, or to any transactions in connection therewith.

Section 4 WAIVER OF TRIBAL COURT JURISDICTION

The Board of Directors expressly confirms its waiver under the Tribe Loan Documents, as amended, and waives jurisdiction of the Tribal Court over any action arising under the Tribe Loan Documents and the Authority Loan Documents identified in Gaming Authority Resolutions 2007-05, 2010-12, 2012-231 and 2013-10, as amended, pursuant to the provisions of Section 44.108 of the Tribal Code, as was then applicable, and pursuant to Section 44.109 of the Tribal Code, except to the extent that the Tribe Loan Documents or the Authority Loan Documents, as amended, may provide for limited jurisdiction for enforcement of an arbitration award under Chapter 95 of the Tribal Code.

Roll Call Vote: Motion carried unanimously.

Moved by Director Hoffman, supported by Director Sorenson, to approve Res. 2015-206, Community Recreation Center, Child Care Center, Northern Travel, and Indirect FY 2015 Budget Modifications.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2015 budget modification to Community Recreation Center, Child Care Center, Northern Travel, and Indirect for an increase in Tribal Support of \$243,779.46 per the attached amounts.

Roll Call Vote: Motion carried unanimously.

Moved by Director McLeod, supported by Director Sorenson, to approve Res. 2015-207, Education – Honoring our Children Initiative Establishment of FY 2016 Budget.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the establishment of a FY 2016 budget for Honoring our Children Initiative with Inter-Tribal Council monies of \$30,920.00. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director Morrow, supported by Director Massaway, to approve Res. 2015-208, Employment –WIOA Work Experience FY 2016 Budget Modification.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2016 budget modification to WIOA Work Experience for an increase in Federal DOL monies of \$2,549.83. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Sorenson, to approve Res. 2015-209, Midjim St. Ignace FY 2015 Capital Purchases Budget Modification.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2015 capital purchases budget modification to Midjim St. Ignace for an increase of \$57,000.

Roll Call Vote: Motion carried with Directors McKelvie, McLeod, Sorenson, Morrow, Glyptis, Chase, Hoffman, Gravelle, Massaway approving; Director Causley abstaining.

Moved by Director Sorenson, supported by Director McLeod, to approve Res. 2015-210, Child Care Center FY 2015 Budget Modification.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2015 budget modification to Child Care Center for changes in the Personnel Sheet. No effect on Tribal Support.

Roll Call Vote: Motion carried with Directors Hoffman, McLeod, Chase, Massaway, Glyptis, Gravelle, Sorenson, McKelvie approving; Director Morrow opposing; Director Causley abstaining.

Moved by Director Massaway, supported by Director Chase, to approve Res. 2015-211, Indirect – Executive Director and Indirect FY 2015 Budget Modifications.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2015 budget modifications to Indirect -Executive Director and Indirect for changes in the Personnel Sheet and an increase in Tribal Support monies \$10,976.46.

Roll Call Vote: Motion carried with Directors Sorenson, Causley, Glyptis, McLeod, Chase, Massaway, Morrow approving; Directors Hoffman, Gravelle, McKelvie opposing.

Moved by Director Chase, supported by Director Massaway, to approve Res. 2015-212, Continuing Funding Authority for Fiscal Year 2016 September to August and October to September.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors approves continuing funding for the attached cost centers for fiscal year 2016, at their 2015 spending levels, for a period not to exceed 60 days.

Motion carried unanimously.

Moved by Director Massaway, supported by Director McKelvie, to approve Res. 2015-213, Approving Contract Butzel Long.

Resolved, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and Butzel Long, P.C., ending December 31, 2016, for the purpose of providing employee benefits legal representation to the Tribe.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Massaway, to accept the resignation of Lana Causley from the Child Welfare Committee.

Motion carried with Director Hoffman opposing.

Moved by Director Sorenson, supported by Director McKelvie, to accept the resignation of Tammy Pinkoski from the Child Welfare Committee.

Motion carried unanimously.

Without Objection, will table the resignation of Vicki Puidokas from the Election Committee. No objections.

Moved by Director Morrow, supported by Director Chase, to accept the resignation of Sharon Barber from the Unit Four, Manistique Elder Subcommittee.

Motion carried unanimously.

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Moved by Director Hoffman, supported by Director McKelvie, to appoint Theresa Little to the Unit One Elder Subcommittee, as a regular member, to a four year term, expiring September 2019.

Motion carried with Director Gravelle abstaining.

Moved by Director Chase, supported by Director Hoffman, to appoint Michael Johnson to the Unit Four Manistique Elder Subcommittee, as a regular member, to a four year term, expiring September 2019.

Motion carried unanimously.

Without Objection, will adjourn the meeting. No Objections.

Meeting adjourned: 8:13 p.m.

Date: 11-24-2015

Secretary: Bridgett Sorenson

Others present: John Wernet, Bill Connolly, Christine McPherson, Brenda Johnson, Jess Dumback, Officer Champine, Russ McKerchie, Joanne Carr.