

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

The meeting was opened at 1:12 p.m. by Chairperson Payment.

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

Absent:

Moved by Director Hoffman, supported by Director Freiheit, to approve the agenda as read.

Motion carried unanimously.

Moved by Director Gravelle, supported by Director McLeod, to approve Res. 2020-96, Authorization to Apply for a Small Business Association (SBA) Loan from Central Savings Bank Sault Ste. Marie, Michigan.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes the Sault Tribe EDC Executive Director to apply for loans with Central Savings Bank for SBA Payroll Protection Program (PPP) loan(s) of up to \$250,000 total with amounts to be disbursed individually as set forth in the individual applications to the following Tribal Entities:

DeMawating Development – Kincheloe, Michigan

Sawyer Village – Gwinn, Michigan

Northern Hospitality – Sault Ste. Marie, Michigan

Mid-Jim Convenience Stores – Sault Ste. Marie, Michigan and St. Ignace, Michigan

White Pine Lodge and Convenience Store – Christmas, Michigan

BE IT FURTHER RESOLVED, upon approval of the loan application, the Board of Director authorizes the Tribal Chairperson, or his designee to sign any and all documentation required to secure the loan; and

BE IT FURTHER RESOLVED, that the Tribe hereby waives its sovereign immunity from suit in favor of Central Savings Bank only should an action be commenced under the Business Loan Agreement associated with this transaction. This waiver:

- i) shall terminate upon performance by the Tribe of all of its obligations under the Loan Agreement or any subsequent extensions of the Loan Agreement
- ii) is granted solely to Central Savings Bank;
- iii) shall extend any judicial action to resolve disputes between the Tribe and the Bank and the assertion of any claim in any state court having jurisdiction or in the United States District Court for the District that includes Sault Ste. Marie, Michigan;
- iv) shall be enforceable only in a court of competent jurisdiction, including courts of the State of Michigan the Tribal Court and federal courts in Michigan; and
- v) shall be enforceable against the assets of the EDC Division of the Tribe to the extent necessary to satisfy the obligation under the Loan Agreement, note and other finance documents; and
- vi) the Business Loan Agreement and other associated finance documents shall be construed in accordance with and governed by the laws of the state of Michigan except to the extent that federal law controls. The Board authorizes the Tribe to consent 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 arising from this resolution or any of the loan documents.

Section 3 WAIVER OF TRIBAL COURT JURISDICTION

3.1 The Board of Directors waives the exclusive jurisdiction of the Tribal Court over any action arising under the Business Loan Agreement.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Gravelle, to approve Res. 2020-97, Authorization to Retain Law Firm Interim General Counsel.

BE IT RESOLVED, that the Board of Directors hereby approves retaining the firm of Fredericks Peebles & Patterson LLP, on the terms submitted in response to the Tribal request for proposals, and presented to this Board, to act as interim general counsel for the Tribe, the Tribe's Gaming Authority, and Economic Development Commission, and to attend, telephonically or otherwise, Board meetings and workshops for the purpose of advising the Board.

BE IT FURTHER RESOLVED, that the Chairperson of the Tribe, is authorized to enter into an agreement for the services of the firm for the remainder of the year 2020, or until a new in-house General Counsel can be retained.

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

Moved by Director Hollowell, supported by Director Hoffman, to approve Res. 2020-98, Authorizing Litigation and Dispute Resolution Consent Decree.

NOW, THEREFORE, BE IT RESOLVED, that the Chairperson is hereby authorized to invoke the Dispute Resolution mechanism under the 2000 Consent Decree, and failing that, to proceed to litigation to protect the rights of the Tribe and its members related to matters that cannot be adequately resolved through direct negotiation.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Gravelle, to approve the license transfer of Lila King to Dean Hyslop pending the meeting, vote, and approval of the Conservation Committee.

Motion carried unanimously.

Meeting adjourned: 1:26 p.m.

Date: 5-19-2020

Secretary: Bridgette Sorenson

Others present: Christine McPherson, Robert Schulte, Allen Kerridge, Courtney Kachur, Joel Schultz, Joanne Carr.