

MEMORANDUM

TO: Board of Directors
FROM: Katelynn Griffin, Executive Assistant
DATE: November 17, 2022
RE: Workshop Agenda for November 21-22, 2022

AGENDA **Closed Session**

Monday November 21

10:00

Board Orientation

Tuesday November 22

10:00

Negotiations

10:30

Health Report

11:30

Recovery Campus

Working Lunch

1:00

Non-Profit Code

2:00

Executive Reports

**BOARD OF DIRECTORS SPECIAL MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
November 22, 2022
5:00 P.M.**

- I. CALL TO ORDER
- II. ROLL CALL
- III. INVOCATION: Prayer, Smudging, Presentation of Grandfathers
- IV. MEMBERSHIP PARTICIPATION
- V. PRESENTATION:
- VI. MINUTES:
- VII. RESOLUTIONS: Second Addendum to Commercial Purchase Agreement
 Amended and Restated Asset Purchase Agreement
- VIII. NEW BUSINESS Board Concerns
- IX. ADJOURN TO EXECUTIVE SESSION
- X. RECONVENE AND REAFFIRM
- XI. ADJOURN

RESOLUTION NO: _____

**APPROVAL AND AUTHORIZATION OF SECOND ADDENDUM TO
COMMERCIAL PURCHASE AGREEMENT AND BILL OF SALE, BETWEEN
ANDERSON ENTERPRISES, INC., AND SAULT STE. MARIE TRIBE OF
CHIPPEWA INDIANS**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians (“Tribe”) is organized pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians; and

WHEREAS, pursuant to Resolution No. 2022-219, the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors (“Board of Directors”) authorized the negotiation and purchase of the 3901 1-75 Business Spur; and

WHEREAS, pursuant to Resolution No. 2022-383, the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors (“Board of Directors”) authorized the COMMERCIAL PURCHASE AGREEMENT (“Agreement”) between the Tribe and Anderson Enterprises, Inc.; and

WHEREAS, a second addendum is now needed to extend closing to December 1, 2022 due to title company delays; and

WHEREAS, the bill of sale must be signed and incorporated into the final purchase agreement for closing;

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors hereby authorizes and approves the SECOND ADDENDUM TO COMMERCIAL PURCHASE AGREEMENT BETWEEN ANDERSON ENTERPRISES, INC. and SAULT STE. MARIE TRIBE OF CHIPPEWA INDIANS, attached hereto and incorporated within, between the Tribe and Anderson Enterprises, Inc.

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes and approves the Bill of Sale, attached hereto and incorporated within, between the Tribe and Anderson Enterprises, Inc.

BE IT FINALLY RESOLVED, that the Board of Directors hereby authorizes and approves the Vice-Chairman, or designee, to execute any and all documents, including ancillary or supplemental documents or forms that do not change the substantive terms of the Commercial Purchase Agreement as may be necessary and appropriate to carry out the terms, conditions, and intent of this Resolution.

CERTIFICATION

We, the undersigned, as Vice-Chairman and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom _____ members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the ____ day of _____ 2022; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of _____ members for, _____ members against, _____ members abstaining, and that said resolution has not been rescinded or amended in any way.

Austin Lowes, Vice-Chairman
Sault Ste. Marie Tribe of
Chippewa Indians

Kimberly Hampton, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

RESOLUTION NO: _____

**APPROVING AMENDED AND RESTATED ASSET PURCHASE
AGREEMENT FOR UNIVERSITY BP GAS STATION**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians (“Tribe”) is organized pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians; and

WHEREAS, the Tribe is under contract to acquire the University BP gas station in Marquette, Michigan and personal property associated with the business operation of the gas station (“Gas Station Property”); and

WHEREAS, the Tribe and the Seller have developed an Amended and Restated Asset Purchase Agreement (“Asset Purchase Agreement”) for the Gas Station Property incorporating the key terms of the original contract while including additional terms and exhibits necessary to close on the transaction.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors hereby authorizes and approves the Asset Purchase Agreement for the Gas Station Property in the form attached hereto and incorporated herein by this reference.

BE IT FINALLY RESOLVED, that the Board of Directors hereby authorizes and approves the Tribal Vice-Chairman, or designee, to execute any and all documents, including ancillary or supplemental documents or forms that do not change the substantive terms of the Asset Purchase Agreement as may be necessary and appropriate to carry out the terms, conditions, and intent of this Resolution.

C E R T I F I C A T I O N

We, the undersigned, as Vice-Chairman and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom _____ members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the ____ day of _____ 2022; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of _____ members for, _____ members against, _____ members abstaining, and that said resolution has not been rescinded or amended in any way.

Austin Lowes, Vice-Chairman
Sault Ste. Marie Tribe of
Chippewa Indians

Kimberly Hampton, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

BOARD OF DIRECTORS SPECIAL MEETING

November 22, 2022
Sponsor's List

RESOLUTIONS:

Second Addendum to Commercial Purchase Agreement – Legal
Amended and Restated Asset Purchase Agreement – Legal

NEW BUSINESS:

Board Concerns