

# ***MEMORANDUM***

**TO: Board of Directors**  
**FROM: Joanne Carr, Board Secretary**  
**DATE: October 20, 2022**  
**RE: Workshop Agenda for October 25, 2022**

**Monday**

## **AGENDA** **Closed**

10:00 a.m. –Budgets

10:15 am - Executive Reports

### **Working Lunch**

1:15 p.m. – Housing

3:00 pm Comp Study

4:00 – Budget Review

5:00 pm – Special Meeting

**BOARD OF DIRECTORS SPECIAL MEETING  
KEWADIN CASINO AND CONVENTION CENTER  
SAULT STE. MARIE, MICHIGAN  
October 25, 2022  
5:00 P.M.**

- I. MEMBERSHIP PARTICIPATION
- II. CALL TO ORDER
- III. INVOCATION: Prayer, Smudging, Presentation of Grandfathers
- IV. ROLL CALL
- V. PRESENTATION:
- VI. MINUTES:
- VII. RESOLUTIONS: Approve Release of Legal Memo. To Tribal Membership  
Amending Resolution 2021-167-Recovery Campus  
Kewadin Casinos Repair and Enhancement  
Rescinding Board of Directors Resolution 2022-90  
Adopting Sault Tribe Financial Procedures Manual  
Approving Forensic Audit of Sault Tribe Inc.  
Financial Audit of JKL Fiduciary Committee  
Terminating Morisset, Schlosser, Jozwiak, & Somerville  
Initiation of Consent Decree Litigation
- VIII. NEW BUSINESS
- IX. ADJOURN TO EXECUTIVE SESSION
- X. RECONVENE AND REAFFIRM
- XI. ADJOURN

# **BOARD OF DIRECTORS SPECIAL MEETING**

**October 25, 2022**  
**Sponsor's List**

## **RESOLUTIONS:**

- Approve Release of Legal Memo. To Tribal Membership – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie
- Amending Resolution 2021-167-Recovery Campus – Director's Hampton, LaPlaut, Lee, McKechnie & McRorie
- Kewadin Casinos Repair and Enhancement – Director's Hampton, LaPlaut, Lee, McKechnie & McRorie
- Rescinding Board of Directors Resolution 2022-90 – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie
- Adopting Sault Tribe Financial Procedures Manual – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie
- Approving Forensic Audit of Sault Tribe Inc. – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie
- Financial Audit of JKL Fiduciary Committee – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie
- Terminating Morisset, Schlosser, Jozwiak, & Somerville – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie
- Initiation of Consent Decree Litigation – Director's Freiheit, Hampton, LaPlaut, Lowes, McKechnie, and McRorie

## **NEW BUSINESS:**

**RESOLUTION NO:** \_\_\_\_\_

**TO APPROVE RELEASE OF LEGAL MEMORANDUM TO  
TRIBAL MEMBERSHIP**

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

WHEREAS, the Tribe’s General Counsel has prepared a legal memorandum (“Legal Memorandum”) opining on issues surrounding the business activities of Sault Tribe Inc. and Binesi Contracting LLC and requirements to comply with applicable Tribal and federal procurement laws; and

WHEREAS, the Tribe’s Board of Directors finds it is appropriate to release the Legal Memorandum to the Tribal membership.

NOW, THEREFORE, BE IT RESOLVED, that Board of Directors hereby authorizes and approves release of the Legal Memorandum to the Tribal membership.

BE IT FINALLY RESOLVED, that the Board of Directors understands and consents to the waiver of attorney-client privilege that may result from the release of the Legal Memorandum as authorized hereunder.

**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 now composed of 12 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 Vincent-Hampton, Secretary  
Sault Ste. Marie Tribe of  
Chippewa Indians

**RESOLUTION NO:** \_\_\_\_\_

**AMENDING RESOLUTION NO. 2021-167  
COVID AMERICAN RESCUE ACT FUNDS-RECOVERY CAMPUS PROJECT**

WHEREAS, the Sault Tribe Board of Directors has appropriated twenty-five million dollars (\$25,000,000.00) of approved ARPA funds to accomplish building a new Recovery Campus, and;

WHEREAS, the Health Division is struggling to maintain staff and services to meet the basic Primary Care needs of all of our members across the seven-county service area, and;

WHEREAS, the Health Division has made no effort in the past several years to implement basic recovery services nor have they made an effort to get staff Physicians, NPs, PAs, CNSs, CRNAs, or CNMs waived through SAMHSA to begin practicing basic MAT services for up to 30 patients, and;

WHEREAS, it is not practical to offer minimal recovery services and expect a Recovery Hospital to be the answer to an Epidemic that spans the entire United States population, and;

WHEREAS, Traditional Medicine is an integral part of our way of life and a true path to bringing balance to the four directions of Spiritual, Emotional, Physical, and Mental healing and well-being.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the amendment to Resolution 2021-167 from the approved \$25,000,000 for a Recovery Campus and reducing the total project amount to \$5,000,000 to begin services and bring it within the scope and capability of the Health Division. A total reduction of \$20,000,000.

BE IT FURTHER RESOLVED, that the Board of Directors authorizes \$1,000,000 of the remaining funds to be used to expand Traditional Medicine into their own facility with the input and guidance of the Traditional Medicine program and community.

BE IT FURTHER RESOLVED, that the Board of Directors moves the remaining \$19,000,000 in ARPA funds to unallocated funding until a valid use can be agreed upon by the Sault Tribe Board based on the best interest of the Sault Tribe.

BE IT FINALLY RESOLVED, that the Board of Directors hereby authorizes and approves the Tribal Vice-Chairman, or his designee, to execute any and all documents as may be necessary and appropriate to carry out the terms, conditions and intent of this Resolution and authorizes all internal administrative budget modifications from the authorized budgeted funding.

**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 now composed of 12 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.

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

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

**RESOLUTION NO: \_\_\_\_\_**

**KEWADIN CASINO REPAIRS AND ENHANCEMENT**

WHEREAS, the Sault Tribe Board of Directors has additional ARPA Revenue Replacement funds available, and;

WHEREAS, Kewadin Casinos is in desperate need of repairs and maintenance to bring their properties up to date and refurbish years of visible neglect, and;

WHEREAS, repairs and modifications will help the Sault Tribe maintain a regional competitive advantage with an ever-changing landscape in the gaming industry and assist in our future economic recovery in a post-pandemic world, and;

WHEREAS, it is in the best interest of the Sault Tribe to care for and maintain its properties for the next seven generations to come.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes \$10,000,000 of the remaining ARPA Revenue Replacement funds to be transferred to the Kewadin Casinos to begin pre-planned stage 1 repairs including but not limited to: new windows, siding, and room remodeling and renovations.

BE IT FINALLY RESOLVED, that the Board of Directors hereby authorizes and approves the Tribal Vice-Chairman, or his designee, to execute any and all documents as may be necessary and appropriate to carry out the terms, conditions and intent of this Resolution and authorizes all internal administrative budget modifications from the authorized budgeted funding.

**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 now composed of 12 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.

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

\_\_\_\_\_  
Kimberly Vincent-Hampton, Secretary  
Sault Ste. Marie Tribe of  
Chippewa Indians

**RESOLUTION NO: \_\_\_\_\_**

**RESCINDING BOARD OF DIRECTORS RESOLUTION NO. 2022-90**

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

WHEREAS, Board of Directors Resolution No. 2022-90 authorizes the Tribe to grant a sole source award with Binesi Contracting LLC for construction management services, without further specifying the project associated with this sole source award; and

WHEREAS, the Tribe has adopted a Procurement Policy for Construction Related Services, establishing the procedures governing the procurement of construction services; and

WHEREAS, Tribal construction projects using federal funds typically require compliance with the Uniform Procurement Guidelines under federal regulation; and

WHEREAS, the Board has determined that Resolution No. 2022-90, authorizing a sole source award to Binesi Contracting LLC, is not consistent with Tribal and federal law governing procurement of construction services.

NOW, THEREFORE, BE IT RESOLVED, that Board of Directors Resolution No. 2022-90 is hereby rescinded in its entirety.

BE IT FURTHER RESOLVED, that any future retainment of Binesi Contracting LLC to perform construction management services shall be done in compliance with Tribal and, if applicable, federal law.

BE IT FINALLY RESOLVED, that this Resolution amends and supersedes any prior conflicting Resolution of the Board of Directors.

**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 now composed of 12 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.

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Austin Lowes, Vice-Chairman  
Sault Ste. Marie Tribe of  
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Kimberly Vincent-Hampton, Secretary  
Sault Ste. Marie Tribe of  
Chippewa Indians

**RESOLUTION NO:** \_\_\_\_\_

**ADOPTING SAULT STE. MARIE TRIBE OF CHIPPEWA INDIANS  
FINANCIAL PROCEDURES MANUAL**

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

WHEREAS, the Tribe’s Board of Directors has the responsibility to manage the Tribe’s financial affairs on behalf of the Tribe and its members; and

WHEREAS, the Tribe has developed the Sault Ste. Marie Tribe of Chippewa Indians Financial Procedures Manual, which would establish a uniform procedures and internal controls surrounding the management, accounting, and expenditure of funds by the Tribe and Tribally-owned enterprises.

NOW, THEREFORE, BE IT RESOLVED, that Board of Directors hereby approves and adopts the Sault Ste. Marie Tribe of Chippewa Indian Financial Procedures Manual, in the form attached hereto and incorporated herein by this reference.

BE IT FINALLY RESOLVED, that that the Board of Directors hereby authorizes and approves the Tribal Vice-Chairman, or designee, to execute any and all documents 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 now composed of 12 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.

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Austin Lowes, Vice-Chairman  
Sault Ste. Marie Tribe of  
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Kimberly Vincent-Hampton, Secretary  
Sault Ste. Marie Tribe of  
Chippewa Indians



**RESOLUTION NO: \_\_\_\_\_**

**APPROVING FORENSIC AUDIT OF SAULT TRIBE INC.**

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

WHEREAS, Sault Tribe Inc. has been formed and chartered as a Tribally-owned corporation pursuant to Section 17 of the Indian Reorganization Act; and

WHEREAS, the Tribe’s Board of Directors wishes to conduct a forensic audit of Sault Tribe Inc. and its business activities to help ensure accountability and compliance with applicable law.

NOW, THEREFORE, BE IT RESOLVED, that Board of Directors hereby authorizes and directs that a forensic audit of Sault Tribe Inc. be conducted.

BE IT FURTHER RESOLVED, that the forensic audit authorized hereunder shall include review of all financial records and business activities of Sault Tribe Inc. and entities under the ownership or control of Sault Tribe Inc.

BE IT FURTHER RESOLVED, that the forensic audit authorized hereunder shall also include, without limitation, review of all contracts awarded to Binesi Contracting LLC and other records relating to Sault Tribe Inc’s business activities involving Binesi Contracting LLC.

BE IT FINALLY RESOLVED, that that the Board of Directors hereby authorizes and approves the Tribal Vice-Chairman, or designee, to execute any and all documents 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 now composed of 12 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.

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Austin Lowes, Vice-Chairman  
Sault Ste. Marie Tribe of  
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Kimberly Vincent-Hampton, Secretary  
Sault Ste. Marie Tribe of  
Chippewa Indians

**RESOLUTION NO:** \_\_\_\_\_

**FINANCIAL AUDIT OF JKL FIDUCIARY COMMITTEE**

WHEREAS, by Resolution No. 2006-30, the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors (“Board of Directors”) established the JKL Fiduciary Committee; and

WHEREAS, the JKL Fiduciary Committee is comprised of members of the Board of Directors pursuant to the terms of Resolution No. 2018-42; and

WHEREAS, the Board of Directors has determined that a financial audit of the JKL Fiduciary Committee is in the best interest of the Tribe to ensure that the funds of the JKL Fiduciary Committee have been administered in adherence to applicable law and policies.

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors, at a duly called meeting with a quorum present, hereby authorizes and directs the performance of an audit of the JKL Fiduciary Committee, from the period of January 1, 2014, to September 30, 2022, to ensure the JKL Fiduciary Committee’s funds are administered in accordance with applicable law and policies.

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes and directs the Tribe’s Chief Financial Officer, with assistance from the Tribe’s General Counsel, to identify, and negotiate the retention of, an independent financial audit firm to conduct the performance of the audit of the JKL Fiduciary Committee pursuant to the terms of this Resolution.

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 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 now composed of 12 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.

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

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

**RESOLUTION NO:** \_\_\_\_\_

**INITIATION OF CONSENT DECREE LITIGATION**

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

WHEREAS, it is clear that further 2020 Consent Decree negotiations with the other parties will not serve the best interests of the Tribe; and

WHEREAS, the Board of Directors has determined that it is in the best interest of the Tribe to commence litigation to affirm and advance its treaty rights and enforce the United States’ trust obligations to the Tribe.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors appoints Foster Garvey PC to take the primary role in Consent Decree litigation with Patterson Earnhart Real Bird & Wilson LLP providing litigation support, such litigation to be subject to and consistent with the directives of the Board of Directors.

BE IT FURTHER RESOLVED, that this Resolution will supersede any inconsistent past resolution now in effect.

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes and approves the Tribal Vice-Chairman, or his designee, to execute any and all documents 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 now composed of 12 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.

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

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

**RESOLUTION NO:** \_\_\_\_\_

**TERMINATING SPECIAL COUNSEL CONTRACT WITH  
MORISSET, SCHLOSSER, JOZWIAK & SOMERVILLE**

WHEREAS, the Tribal Board of Directors previously approved a Special Counsel Contract with the law firm of Morisset, Schlosser, Jozwiak & Somerville, Resolution No. 2019-75, effective March 19, 2019 with an end date of December 31, 2019, for the purpose of providing legal services to the Tribe related to treaty fishing rights as set forth therein; and

WHEREAS, the Tribal Board of Directors previously approved a contract between the Sault Ste. Marie Tribe of Chippewa Indians and Morisset, Schlosser, Jozwiak & Somerville, PC, Resolution No. 2022-16, effective January 4, 2022 with an end date of December 31, 2022, for the purpose of providing legal services to the Tribe; and

WHEREAS, The Tribal Board of Directors no longer wishes to be under contract with the law firm of Morisset, Schlosser, Jozwiak & Somerville; and

WHEREAS, the Tribal Board of Directors now finds it in the best interest of the Tribe to terminate the Special Counsel Contract with the law firm of Morisset, Schlosser, Jozwiak & Somerville.

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors hereby authorizes the termination of the Special Counsel Contract with the law firm of Morisset, Schlosser, Jozwiak & Somerville and directs all necessary action be taken to formally terminate the Special Counsel Contract with the law firm of Morisset, Schlosser, Jozwiak & Somerville pursuant to the terms of the Special Counsel Contract.

BE IT FURTHER RESOLVED, that any employment and term, services, compensation, expenses reimbursement, and assignments between the Sault Ste. Marie Tribe of Chippewa Indians and the law firm of Morisset, Schlosser, Jozwiak & Somerville, be ceased upon 30 days from the date of the approval of this resolution, with the law firm of Morisset, Schlosser, Jozwiak & Somerville, signing a statement of confidentiality regarding duties and responsibilities carried out while the Special Counsel Contract was effective.

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 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 now composed of 12 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.

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