

**BOARD OF DIRECTORS SPECIAL MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
JULY 12, 2016**

The meeting was opened at 6:21 p.m. by Chairperson Payment.

Present: Dennis McKelvie, Kim Gravelle, DJ Hoffman, Jennifer McLeod, Cathy Abramson, Lana Causley, Catherine Hollowell, Bridgett Sorenson, Keith Massaway, Denise Chase, Darcy Morrow, and Aaron Payment.

Absent:

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

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Causley, to move item number five (Certification of the Election) to the end of the agenda.

Motion carried unanimously.

Without objection, will add the Annie E. Casey resolution to the agenda. No objections.

Moved by Director Hollowell, supported by Director McLeod, to approve the Minutes of 4-19-16; 5-3-16; 5-17-16; 6-1-16- and 6-14-16, with corrections to the 6-1-2016 Minutes.

Motion carried with Director Abramson abstaining for 5-17 and 6-14; Director Causley abstaining for 6-14.

Moved by Director Causley, supported by Director Hoffman, to approve Res. 2016-163, Trap Net Consent Decree FY 2016 Budget Modification and Request to Establish FY 2016 Budget Endowment Fund Epoufette Harbor.

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 Trap Net Consent Decree for an increase from Fund Balance Reserves Monies of \$277,130.86. 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 establishment of a FY 2016 budget for the Endowment Fund Epoufette Harbor (a revolving Endowment Fund requiring a balance to be maintained of \$2,000) with transferred funds from Trap Net Consent Decree Monies of \$2,000. No effect on Tribal Support.

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

Moved by Director Massaway, supported by Director Sorenson, to approve Res. 2016-164, Fisheries – Nunn’s Creek Rehab Hatchery 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 Nunn’s Creek Rehab Hatchery for the increase in BIA – Restricted Monies of \$28,887.88. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director Causley, supported by Director Sorenson, to approve Res. 2016-165, Fisheries – Nunn’s Creek 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 Nunn’s Creek for an increase in expenses of \$27,559.99, with the funds coming from the program’s Fund Balance. No effect on Tribal Support.

Motion carried with Director Morrow opposing.

Moved by Director McLeod, supported by Director Gravelle, to approve Res. 2016-166, IRR Roads 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 IRR Roads for an increase in Federal BIA Monies of \$300,000. No effect on Tribal Support.

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

Moved by Director Hoffman, supported by Director Massaway, to approve Res. 2016-167, Consent to Waiver of Immunity and Tribal Court Jurisdiction CohnReznick, LLP.

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 The Tribe wishes to enter into an accounting services agreement with CohnReznick, LLP ("CohnReznick") on terms determined to be more favorable to the Tribe than current arrangements; and

1.3 CohnReznick has refused to consent to such agreement without a waiver Tribal Court jurisdiction, Sovereign Immunity and an agreement to indemnify CohnReznick against certain limited claims; and

1.4 In order to induce CohnReznick to enter into the Master Services Agreement ("Agreement"), the Tribe is required to confirm that the Tribe and all other entities claiming by, through or under the Tribe will not claim sovereign immunity or exclusive Tribal Court jurisdiction with respect to any disputes or causes of action between the Tribe and CohnReznick that might arise from, or relate to, in any respect, the Agreement, or object to the Indemnification provisions of that agreement, found in paragraph 15, page 5; and

1.5 It is in the Tribe's interest to resolve as stated herein.

Section 2 WAIVER OF IMMUNITY, CONSENT TO JURISDICTION; GOVERNING LAW, INDEMNIFICATION

2.1 The Tribe hereby consents to the indemnification clause found in paragraph 9, page 3, of the Agreement, which requires Tribe to indemnify CohnReznick against all claims by third parties and resulting damages, liabilities or losses (including costs and legal fees) arising out of or related to the Agreement or the services. provided that Tribe shall be under no obligation to indemnify CohnReznick for losses resulting from the gross negligence or willful misconduct of CohnReznick; and

2.2 The Agreement and all questions related to the subject matter thereof shall be governed by and construed in accordance with the laws of the State of New York, as set forth in the Agreement, paragraph 22; and

2.3 The Board of Directors waives the exclusive jurisdiction of the Tribal Court over any action arising under the Agreement and consents to binding arbitration and judgment upon the award rendered by the arbitrators may be entered by any court having jurisdiction thereof.

This waiver:

(i) shall terminate upon performance by the Tribe of all of its obligations under the Agreement;

(ii) is granted solely to CohnReznick;

(iii) 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 CohnReznick 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 Agreement;

(iv) is limited solely to the unencumbered assets of the Tribe's governmental divisions, and shall not extend to other assets or the assets of any governmental instrumentality; and

(v) shall be enforceable only in a court of competent jurisdiction, or any arbitrator or arbitration panel.

Motion carried with Directors Causley, Morrow opposing.

Minutes
7-12-2016

Moved by Director Hoffman, supported by Director Morrow, to refer the resolution regarding the Sault Casino Smoke Free Policy to the Gaming Authority.

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

Moved by Director Hoffman, supported by Director Morrow, to refer the resolution regarding the Shores Casino Smoke Free Policy to the Gaming Authority.

Motion carried with Directors Causley, Abramson, Sorenson opposing.

Moved by Director Sorenson, supported by Director McLeod, to approve Res. 2016-168, Request to Establish FY 2017 Budget Annie E. Casey Grant.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the establishment of a FY 2017 budget for the Annie E. Casey Grant with Other Revenue monies of \$23,563.84. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director McKelvie, supported by Director Hoffman, to appoint Nancy Lowes to the Unit One Elders Subcommittee, as an alternate, for a four year term, expiring July 2020.

Motion carried unanimously.

Moved by Director McKelvie, supported by Director Hoffman, to table the appointment of Linda Oberle to the Child Welfare Committee.

Motion carried with Director Causley abstaining.

Moved by Director Sorenson, supported by Director McKelvie, to move the July 19, 2016 meeting to July 26, 2016.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director McKelvie, to approve Board travel for all Board members for NIGA/NCAI and any previous outside Michigan travel that has been budgeted.

Motion carried unanimously.

Moved by Director Hollowell, supported by Director Hoffman, to recess until July 21, at 5 pm.

Motion carried with Directors Hoffman, Causley opposing.

Meeting adjourned: 7:15 p.m.

Date: 9-16-16

Secretary: Bridgett Sorenson

Others present: Christine McPherson, Bill Connolly, Jessica Dumback, John Wernet, Bob Marchand, Sheila Berger, Michael McKerchie, Anita Nelson, Russ McKerchie, Joanne Carr.