

**BOARD OF DIRECTORS SPECIAL MEETING
KEWADIN CASINOS CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
OCTOBER 25, 2022**

This meeting was opened at 5:06 p.m. by Vice-Chairman Lowes.

Present: Lana Causley, Michael McKerchie, Kimberly Lee, Betty Freiheit, Darcy Morrow, Tyler LaPlaut, Bridgett Sorenson, Isaac McKechnie, Shawn Borowicz, Robert McRorie, Kimberly Hampton, and Austin Lowes.

Moved by Director McKerchie, supported by Director McRorie, to approve the agenda as read.

Motion carried unanimously.

Moved by Director Hampton, supported by Director LaPlaut, to approve Resolution 2022-288, To Approve Release of Legal Memorandum to Tribal Membership.

NOW, THEREFORE, BE IT RESOLVED, that the 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.

Roll Call Vote: Motion carries with Directors Lee, Freiheit, Borowicz, McRorie, Hampton, LaPlaut and McKechnie approving; Directors Morrow, Causley, McKerchie, and Sorenson opposing.

Moved by Director LaPlaut, supported by Director McKechnie, to approve Resolution 2022-289, Amending Resolution 2021-167 Covid American Rescue Act Funds-Recovery Campus Project.

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 T 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 be 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.

Roll Call Vote: Motion carries with Directors LaPlaunt, McKechnie, Freiheit, Borowicz, Hampton, Lee and McRorie approving; Directors Morrow, McKerchie, Causley and Sorenson opposing.

Moved by Director McKechnie, supported by Director LaPlaunt, to approve Resolution 2022-290, Kewadin Casino Repairs and Enhancement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes \$10,000,000 of the remaining ARPA 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.

Roll Call Vote: Motion carries with Directors McKerchie, Lee, Freiheit, LaPlaunt, McKechnie, Borowicz, McRorie, and Hampton approving; Directors Causley, Morrow, and Sorenson opposing.

Moved by Director McKechnie, supported by Director McRorie, to approve Resolution 2022-291, Rescinding Board of Directors Resolution No. 2022-90.

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 Resolutions amends and supersedes any prior conflicting Resolution of the Board of Directors.

Roll Call Vote: Motion carries with Directors McRorie, LaPlaunt, McKechnie, Borowicz, Freiheit, Lee, and Hampton approving; Directors Sorenson, McKerchie, Causley, and Morrow opposing.

Moved by Director McKechnie, supported by Director Freiheit, to approve Resolution 2022-292, Approving Forensic Audit of Sault Tribe Inc.

NOW, THEREFORE, BE IT RESOLVED, that the 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 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.

Roll Call Vote: Motion carries with Directors LaPlaunt, McKechnie, Freiheit, Borowicz, Hampton, Lee, and McRorie approving; Directors Morrow, McKerchie, Causley, and Sorenson opposing.

Moved by Director McKechnie, supported by Director LaPlaunt, to approve Resolution 2022-293, Forensic Audit of JKL Fiduciary Committee.

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 a forensic 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 forensic 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.

Roll Call Vote: Motion carries with Directors Lee, Freiheit, Borowicz, McRorie, Hampton, LaPlaunt, and McKechnie approving; Directors Morrow, Causley, McKerchie, and Sorenson opposing.

Moved by Director LaPlaunt, supported by Director Freiheit, to approve Resolution 2022-294, Initiation of Consent Decree Litigation.

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, and Morisset, Schlosser, Jozwiak, & Somerville, 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.

Roll Call Vote: Motion carries with Directors Sorenson, Morrow, LaPlaut, McKechnie, Borowicz, McKerchie, Lee, Hampton, McRorie, and Freiheit approving; Director Causley opposing.

Adjourned: 10:03 p.m.

Date: 12/20/22

Secretary: 

Others Present: Christine McPherson, Robert Schulte, Jessica Dumback, Katelynn Griffin, Jenna Killips, Jennifer Clerc, and Jeremy Patterson.