

**BOARD OF DIRECTORS REGULAR MEETING
MUNISING TRIBAL CENTER
MUNISING, MICHIGAN
MINUTES
SEPTEMBER 20, 2016**

The meeting was opened at 6:01 p.m. by Chairperson Payment.

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

Absent:

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

Motion carried unanimously.

Without objection, will take a 5 minute recess. No objections.

Without objection, will suspend and add to the agenda the following: Appointing to the Head Start Advisory Committee Keith Massaway as regular member; DJ Hoffman as an alternate; Adding Treaty Rights Attorney RFP dates; Adding EDC. All added with no objections.

Moved by Director Hoffman, supported by Director Massaway, to table the Minutes of 9-6-2016.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Massaway, to approve Res. 2016-224, St. Ignace Clinic, FY 2016 and FY 2017 Budget Modifications.

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 St. Ignace Clinic for a change to the personnel sheet. No effect on Tribal Support.

BE IT FINALLY RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2017 budget modification to St. Ignace Clinic for a change to the personnel sheet. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director McLeod, supported by Director Morrow, to approve Res. 2016-225, ACFS – Tribal Sexual Assault Services Program Establish FY 2017 Budget.

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 Tribal Sexual Assault Services Program with Federal DOJ Revenue monies of \$126,146.81. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director Causley, supported by Director Morrow, to approve Res. 2016-226, Trust Land Lease – Lot 646 Bradley Kinross, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson, and Treasurer, to execute a lease to the land located at Kinross, Michigan to, Doris L. Bradley, a single woman, land being described as follows: Township of Kinross, County of Chippewa, State of Michigan. Lot 646, Cedar Grove Estates III (38 Wood Lake)

RESOLVED, the lease is in furtherance of the DeMawating Development program operated in the promotion of the public purposes and the negotiated rental amount has been determined to be in the best interest of the Tribe and its people, and valuation in accordance with 25 CFR 162.320 is hereby waived.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Hoffman, to approve Res. 2016-227, Waiver of Sovereign Immunity and Consent to Waiver of Tribal Court Jurisdiction UBS Retirement Consulting Agreements.

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 would like to enter into a Consulting Services Agreement with UBS Financial Services, Inc., ("UBS"), for the purposes of providing investment consulting and 401(k) management assistance services to the Tribe, and

1.3 UBS has refused to consent to such Consulting Services Agreement without a waiver of sovereign immunity or Tribal Court jurisdiction.

1.4 In order to induce UBS to enter into the Consulting Services Agreement, the Tribe is required to confirm that the Tribe and all other entities claiming by, through or under the Tribe will not claim tribal immunity or exclusive Tribal Court jurisdiction with respect to any disputes or causes of action between the Tribe and UBS that might arise from, or relate to, in any respect, the Consulting Services Agreement. All of the foregoing are referred to herein as the "Waiver and Consent Obligations."

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

Section 2 WAIVER OF SOVEREIGN IMMUNITY; CONSENT TO JURISDICTION; GOVERNING LAW

2.1 The Tribe hereby waives its sovereign immunity from suit in favor of UBS only should an action be commenced under the Premium Financing Agreement referenced above.

This waiver:

i) shall terminate upon performance by the Tribe of all of its obligations under the Consulting Services Agreement or any subsequent extensions of the Consulting Services Agreement; and

ii) is granted solely to UBS; and

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 UBS 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 Consulting Services Agreement.

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 of the Southern District of New York, (including the United States Bankruptcy Courts) or any arbitrator or arbitration panel; and

v) shall be enforceable against the assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Consulting Services Agreement; and

vi) the Consulting Services Agreement, and other associated finance documents shall be construed in accordance with and governed by the internal laws of the State of New York, as set forth in such documents. The Board authorizes the Tribe to consent to the jurisdiction of the courts of the State of Michigan and the federal courts in Michigan and New York, including any courts to which decisions may be appealed, with respect to any controversies arising from this resolution or the Consulting Services Agreement of extensions thereof.

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 Consulting Services Agreement.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Massaway, to approve Res. 2016-228, Huntington Bank Approval of Investment Management Account Agreement and Appointment of Custodial Agent and Investment Manager.

BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians, in accordance with the Investment Policy of the Tribe, that the Chairperson and/or CFO are hereby authorized to enter into and execute an Investment Manager Account Agreement with The Huntington National Bank for the purposes of holding and managing investment assets of the Tribe, and this Board does grant such authority to The Huntington National Bank as is specified in the Agreements executed by these officers.

BE IT FURTHER RESOLVED, that the Chairperson and/or CFO of the Tribe are hereby authorized to appoint employees of other agents of the Tribe to act on behalf of the Tribe in connection with the accounts set up under any such Investment Manager Account Agreement.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director McLeod, to approve Res. 2016-229, Resolution Adopting the Municipal Employees' Retirement System Defined Benefit Plan for Conservation and Public Safety Team Members.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby adopts the MERS Defined Benefit Plan in accordance with Plan Section 4 for its eligible Conservation and Public Safety employees, subject to the MERS Plan Document and as authorized by 1996 PA 220, as both may be amended.

BE IT FURTHER RESOLVED, that Board of Directors hereby authorizes the Chairperson of the Tribe to execute the Agreements, copies of which are attached hereto and are hereby incorporated by reference.

BE IT FURTHER RESOLVED, that pursuant to Michigan Public Act 738 of 2002, the Board of Directors of the Tribe authorizes electronic transactions to make payments to MERS for the Defined Benefit Plan, and affirms that it is in compliance with MCL 124.303.

BE IT FURTHER RESOLVED, that except as expressly provided in this section, the Tribe reserves its sovereign immunity from suit in Tribal, Federal or State Court. The Tribe hereby waives its sovereign immunity, if any, from suit and consents to jurisdiction in state and federal courts for all matters arising from or relating to this Agreement and the participation of the Participating Tribal Government in the benefit programs for the purposes of uniform MERS benefit administration among all MERS participants. Laws that shall apply include, but are not limited, to the following:

1. The Municipal Employees Retirement Act of 1984, 1984 PA 427; pertinent provisions of the Internal Revenue Code applicable to MERS as a qualified "governmental plan" and to an "Indian Tribal Government;" the Urban Cooperation Act of 1967; the Open Meetings Act, 1976 PA 267, the Eligible Domestic Relations Order Act, 1991 PA 46, the Public Employee Retirement System Investment Act, 1965 PA 314, the Freedom Of Information Act, 1976 PA 442, the Public Employee Retirement Benefit Protection Act, 2002 PA 100, the MERS Plan Document; MERS Forms and administrative procedures; all as presently in existence and as may be subsequently amended.
2. With respect to claim determinations (including, but not limited to duty, and non-duty, disability and death benefit claims), Chapter IV of the Administrative Procedures Act of 1969, 1969 PA 306.
3. With respect to electronic transactions, Michigan Public Act 738 of 2002.

BE IT FURTHER RESOLVED, that these waivers are granted to MERS and all participants and beneficiaries under the benefit programs and shall extend to, but not be limited to, any judicial or non-judicial action, including, but not limited to, any lawsuit, arbitration, and judicial or non-judicial action to resolve disputes arising from these Agreements and the assertion of any claim in a court of competent jurisdiction, with the MERS Retirement Board or with any arbitrator or arbitration panel to enforce the obligations under the Agreements.

BE IT FURTHER RESOLVED, that this waiver and the Agreements:

- i) shall be enforceable in a court of competent jurisdiction, including courts of the State of Michigan the Tribal Court and federal courts in Michigan, (including the United States Bankruptcy Courts) or any arbitrator or arbitration panel; and
- ii) shall be enforceable against the assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Agreements,; and

- iii) shall be construed in accordance with and governed by the laws of the State of Michigan and of the United States, as may be applicable and set forth in such documents. The Board of Directors hereby consents on behalf of the Tribe to the jurisdiction of the courts of the State of Michigan and the federal courts in Michigan and, including any courts to which decisions may be appealed, with respect to any controversies arising from this resolution or the Agreements of extensions thereof.

BE IT FURTHER RESOLVED, that this Board of Directors hereby waives the exclusive jurisdiction of the Tribal Court over any action arising under arising from or relating to this Agreement and the participation of the Participating Tribal Government in the benefit programs.

BE IT FINALLY RESOLVED, that this Resolution shall have no legal effect under the MERS Plan Document until a certified copy of this adopting Resolution is filed with MERS, MERS determines that all necessary requirements under the Plan Document, the Adoption Agreement, the Participation Agreement and this Resolution have been met, and MERS certifies the Resolution below.

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

Moved by Director Hoffman, supported by Director Gravelle, to table the resolution regarding amending Ch.14.

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

Moved by Director Sorenson, supported by Director Gravelle, to appoint Director Massaway as a regular member and Director Hoffman as an alternate member, to the Head Start Advisory Council.

Motion carried with Director Hoffman abstaining.

Moved by Director Causley, supported by Director Hollowell, to schedule the interviews (top 4) for the Treaty Rights Attorney for October 19 and 20, 2016.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Hoffman, to direct the Chairperson and Executive Staff to immediately refactor the EDC Director position with the next 14 days and establish a screening committee comprised of all members of the Board that wish to participate.

Motion carried with Directors Hollowell, Massaway, McKelvie, Causley opposing.

Moved by Director Morrow, supported by Director Chase, to accept the recommendations of the Special Needs Enrollment Committee and relinquish Stephen J. Minor from the Sault Tribe.

Motion carried unanimously.

Moved by Director Causley, supported by Director Nelson, to reappoint Director Gravelle to the Special Needs Enrollment Committee, for a term of 2 years, expiring September 2018.

Motion carried unanimously.

Moved by Director Nelson, supported by Director Chase, to appoint Jane Karacson, to the Unit 5 Marquette Elders Subcommittee, for a term of 4 years, expiring September 2020.

Motion carried unanimously.

Minutes
9-20-2016

Moved by Director Sorenson, supported by Director McLeod, to allow the General Counsel to move forward with negotiations and hire the prosecutor position with the committee's recommendations.

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

Meeting adjourned: 7:25 p.m.

Date: 11-22-16

Secretary: Bridgett Sorenson

Others present: John Wernet, Christine McPherson, Bill Connolly, Jessica Dumback, Bob Marchand, Linda Grossett, Mary Jenerou, Russ McKerchie, Joanne Carr.