

**BOARD OF DIRECTORS SPECIAL MEETING
ZOOM ONLY
SAULT STE. MARIE, MICHIGAN**

October 20, 2026

3:00 P.M.

- I. CALL TO ORDER
- II. ROLL CALL
- III. RESOLUTIONS: Prohibit Unauthorized Meetings with Entities in
 Ongoing Legal Disputes
 Approve Independent Financial Review – Indian Energy
- IV. ADJOURN TO EXECUTIVE SESSION
- V. RECONVENE AND REAFFIRM
- VI. ADJOURN

RESOLUTION NO: _____

**PROHIBITION OF UNAUTHORIZED MEETINGS WITH ENTITIES IN
ONGOING LEGAL DISPUTES WITH THE TRIBE**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians ("Tribe") is a federally recognized Indian Tribe organized under the Indian Reorganization Act of 1934, as amended; and

WHEREAS, the Board of Directors of the Tribe ("Board") has a fiduciary responsibility to protect the Tribe's legal, financial, economic, and governmental interests; and

WHEREAS, the Board may be required at times to initiate legal disputes with vendors, contractors, businesses, entities of the tribe, or other entities to protect its interests, enforce contractual obligations, and seek necessary legal remedies; and

WHEREAS, when individual members of the Board ("Board Members" or individually a "Board Member") engage in private meetings and correspondences with entities involved in ongoing legal disputes with the tribe, such meetings and correspondences may: expose the Tribe to potential liability; compromise the Tribe's legal position; negatively impact potential or ongoing litigation; and undermine attorney-client privilege; and

WHEREAS, litigation strategy and communications with opposing parties must be coordinated through the Tribe's Legal Department and contracted legal counsel to ensure consistency, to protect the attorney-client privilege, and to protect the Tribe's interests.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby prohibits individual Board Members from privately meeting with vendors, contractors, businesses, entities of the tribe, or other entities that are involved with ongoing or reasonably foreseeable legal disputes with the Tribe.

BE IT FURTHER RESOLVED, that any meeting or communication with any vendor, contractor, business, entity of the tribe, or other entity, including communication regarding reasonably foreseeable, current, or ongoing legal disputes, must be authorized by a vote of the Board after the consideration of recommendations from the Tribe's legal counsel.

BE IT FURTHER RESOLVED, that any substantiated violation of this prohibition shall result in an automatic fine of \$5,000 per violation against each offending Board Member and shall be deducted accordingly from each offending Board Members' pay.

Resolution No: _____
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BE IT FURTHER RESOLVED, that this prohibition shall remain in effect until the legal dispute, whether reasonably foreseeable, current, or ongoing, with the vendors, contractors, businesses, entities of the tribe, or other entities is resolved, the Board rescinds its authorization to pursue legal action, or the Board otherwise authorizes an exception by formal action.

BE IT FURTHER RESOLVED, that Board authorizes the Chairman, or their designee, to take any action necessary to carry out the terms and intent of this resolution.

BE IT FINALLY RESOLVED, that this resolution shall take effect immediately upon adoption and shall apply to all members of the Sault Tribe Board of Directors.

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

We, the undersigned, as 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 _____ 2026; 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, Chairman
Sault Ste. Marie Tribe of
Chippewa Indians

Ashley Gravelle, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

RESOLUTION NO: _____

**APPROVING INDEPENDENT FINANCIAL REVIEW OF INDIAN
ENERGY**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians ("Tribe") is a federally recognized Indian Tribe organized under the Indian Reorganization Act of 1934, as amended; and

WHEREAS, the Board of Directors of the Tribe ("Board") has a fiduciary responsibility to protect the Tribe's legal, financial, economic, and governmental interests; and

WHEREAS, the Tribe owns 15% membership in Indian Energy LLC ("IE"), a California Limited Liability Corporation; and

WHEREAS, the Tribe, as part owner of IE is entitled to review all financial books, tax matters, and bank accounts pursuant to Section 8.1 of the IE Operating Agreement; and

WHEREAS, the Board previously approved an amendment to the IE Operating Agreement that would use the Tribe's tax-exempt status to protect tax liabilities of IE in Tribal Resolution 2026-78 on March 10, 2026; and

WHEREAS, that amendment to the IE Operating agreement mandated certain financial obligations to be provided to the Tribe from IE, which have yet to be fulfilled; and

WHEREAS, the Board previously approved resolution 2026-220 on July 21, 2026, authorizing the Tribe's General Counsel or its designee to initiate legal proceedings as necessary to protect the Tribe's interest in Indian Energy, LLC and to enforce the terms of the amendment to the Operating Agreement and Resolution 2026-78; and

WHEREAS, IE has provided certain financial information to date, but the Board has determined that additional information is required to obtain a clear understanding of IE's financial position; and

WHEREAS, in order to uphold its fiduciary duty to the Tribe, carry out the intent of resolutions 2026-78 and 2026-220, and to enforce both the terms of IE's Operating Agreement and the Amendments thereof, the Board wishes to conduct an independent financial audit of IE to include, but not be limited to, all financial records and business activities of IE and any entities under its ownership or control.

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NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes and directs that an independent financial review of Indian Energy be conducted.

BE IT FURTHER RESOLVED, that the financial review shall include, but not be limited to, all financial records and business activities of IE and any entities under the ownership or control of IE.

BE IT FURTHER RESOLVED, that Board authorizes the Chairman, the Tribe's General Counsel or their designee, to take any action necessary to carry out the terms and intent of this resolution.

BE IT FINALLY RESOLVED, that this resolution shall take effect immediately.

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

We, the undersigned, as 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 _____ 2026; 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, Chairman
Sault Ste. Marie Tribe of
Chippewa Indians

Ashley Gravelle, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

BOARD OF DIRECTORS SPECIAL MEETING

October 20, 2026

Sponsor's List

RESOLUTIONS:

Prohibition of Unauthorized Meetings with Entities in Ongoing Legal Disputes with the Tribe –
Chairman Lowes

Approving Independent Financial Review of Indian Energy – Chairman Lowes