

**BOARD OF DIRECTORS REGULAR MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
December 11, 2018**

The meeting was opened at 5:07 p.m. by Chairperson Payment.

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

Absent: Jennifer McLeod, Charles Matson.

Moved by Director Hoffman, supported by Director Hollowell, to excuse Directors McLeod and Matson from the meeting.

Motion carried unanimously.

Without Objection, will recess for Membership Issues. No objections.

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

Motion carried with Director Hollowell abstaining.

Moved by Director Sorenson, supported by Director Massaway, to approve the Minutes of 11-20-2018 as written.

Motion carried unanimously.

Moved by Director Gravelle, supported by Director Massaway, to approve Res. 2018-285, GLRI American Marten Establishment of FY 2019 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 2019 budget for GLRI American Marten with Federal BIA monies of \$9,298.83. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director Chase, supported by Director Causley, to approve Res. 2018-286, TOTR Opioid Establishment of 2019 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 2019 budget for Tribal Opioid Treatment and Recovery (TOTR) grant with Other Revenue – Inter-Tribal monies of \$60,000.00.

Roll Call Vote: Motion carried unanimously.

Moved by Director Gravelle, supported by Director McKerchie, to approve Res. 2018-287, TOP Opioid, Establishment of 2019 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 2019 budget for Tribal Opioid Prevention (TOP) grant with Other Revenue – Inter-Tribal monies of \$17,904.00.

Motion carried unanimously.

Moved by Director Chase, supported by Director Causley, to approve Res. 2018-288, Perinatal Opioid Use Disorder Establishment of 2019 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 2019 budget for Perinatal Opioid Use Disorder grant with Other Revenue – Inter-Tribal monies of \$90,600.00.

Roll Call Vote: Motion carried unanimously.

Moved by Director Sorenson, supported by Director Hollowell, to approve Res. 2018-289, Big Bear –Pro Shop Establishment of FY 2019 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 2019 budget for Big Bear Prop Shop with Other Revenue monies of \$106,133.00 and Tribal Support monies of \$169.62.

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

Moved by Director Causley, supported by Director Sorenson, to approve Res. 2018-290, Continuing Funding Authority Governmental Schedule C for Fiscal Year 2019.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors approves continuing funding for the attached cost centers for fiscal year 2019, at their 2018 spending levels, for a period not to exceed 60 days:

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

Moved by Director Causley, supported by Director Sorenson, to approve Res. 2018-291, Understanding Northern White Cedar Dynamics in Boreal Transition Forests: Partnership with Michigan Technological University and Inter-Tribal Council of Michigan.

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians formally supports work contained in this proposal.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Massaway, to approve Res. 2018-292, Tribal Transportation 2019-2022 Transportation Improvement Plan (TTIP).

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors supports and adopts the 2019-2022 Sault Ste. Marie Tribe of Chippewa Indians TIP for the projects listed in the attached CSTIP forms that were developed between us and the BIA for Tribal Shares Funding.

Motion carried unanimously.

Moved by Director Causley, supported by Director Massaway, to approve Res. 2018-293, Child Protection Background Check Investigations for Team Members having Regular Contact with or Control over Children.

NOW, THEREFORE, BE IT RESOLVED, the Sault Tribe Board of Directors hereby adopts the attached policy entitled “Child Protection Background Investigations for Team Members Having Regular Contact with or Control over Children” and, further, rescinds the former policy entitled “Background Investigations.”

BE IT FURTHER RESOLVED, that the Human Resources Department is directed to work with program directors, managers, and supervisors to review all existing job descriptions to ensure that they are in compliance with this revised policy.

Motion carried unanimously.

Moved by Director McKelvie, supported by Director Massaway, to approve Res. 2018-294, Authorize Submission of Request for FY 2019 Litigation Support Funds – CORA.

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians through its Board of Directors, hereby approves and supports submission of the request for FY 2019 Litigation Support funds by the Chippewa Ottawa Resource Authority to the Bureau of Indian Affairs and said body is herein authorized to take and all action necessary to obtain approval of the forgoing.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Gravelle, to approve Res. 2018-295, Financial Institution Change Open Deposit Account with Flagstar Bank Sawyer Village.

BE IT RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians authorizes the Chief Financial Officer of the Tribe to remove funds and close two Wells Fargo accounts. One account is used for Security Deposits and the other for Operations at Sawyer Village, and then opens a new Security Deposit account with Flagstar Bank in Gwinn, MI.

BE IT FURTHER RESOLVED, that the following list is the approved signers for the Sawyer Village Security Deposit Account and that 2 signatures are needed, consisting of one Board of Director Member, and one Executive Team Member as listed below: Aaron Payment – Tribal Chairperson; DJ Hoffman – Tribal Vice Chairman; Keith Massaway – Tribal Treasurer; Robert Schulte – Tribal CFO; Christine McPherson – Tribal Executive Director.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Sorenson, to approve Res. 2018-296, Waiver of Sovereign Immunity and Consent to Waiver of Tribal Court Jurisdiction Land Contract for Kincheloe Properties with Deanna Jones, Kerrie Gilbert, Sara Maurer, and Marcey Thorne, as Joint Tenants with Full Rights of Survivorship.

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 Land Contract with Deanna Jones, Kerrie Gilbert, Sara Maurer and Marcey Thorne, as joint tenants with full rights of survivorship. ("Seller") in the amount of \$1,900,000.00 with \$300,000.00 down and the balance of \$1,600,000.00 amortized over thirty years with a five (5) year balloon payment. Payments will be \$8,589.15 per month.

1.3 Seller has refused to consent to such Land Contract without a waiver of sovereign immunity or Tribal Court jurisdiction.

1.4 In order to induce Seller to enter into the Land Contract, 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 Seller that might arise from, or relate to, in any respect, the Land Contract. 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 Seller only should an action be commenced under the Land Contract referenced above.

This waiver:

- i) shall terminate upon performance by the Tribe of all of its obligations under the Land Contract; and
- ii) is granted solely to Seller; 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 Seller 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 Land Contract; and
- 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 (including the United States Bankruptcy Court) 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 Land Contract; and
- vi) the Land Contract, and other associated finance documents shall be construed in accordance with and governed by the internal laws of the State of Michigan, as set forth in such documents.

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 Land Contract. The Board authorizes the Tribe to consent to the jurisdiction of the courts of the State of Michigan and the federal courts in Michigan, including any courts to which decisions may be appealed, with respect to any controversies arising from this resolution or any of the finance documents, note or Land Contract.

Section 4. EFFECTIVE DATE

4.1 This waiver shall become effective upon the final execution of the land purchase agreement executed by the Chairperson and Treasurer pursuant to Resolution 18-277, and not before. Failure or refusal of any individual to execute the land purchase agreement shall render the waivers and consents granted in this resolution to become void immediately. Failure or refusal to execute the land contract agreement prior to the close of business on March 29, 2019, shall render the waivers and consents granted in this resolution to become void immediately.

Motion carried with Directors Causley, Hollowell abstaining.

Moved by Director Causley, supported by Director Hoffman, to approve Res. 2018-297, Authorization to Apply for a Grant or Loan from the USDA Rural Development Agency Riverside Village.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes the Sault Tribe's EDC Executive Director to apply to the USDA Rural Development Agency for a grant or low-interest loan, in the amount of approximately \$250,000.00, for the purpose of upgrading and improving the water/sewer infrastructure at DeMawating Development Riverside Village.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Hollowell, to approve Res. 2018-298, Temporary Funding Authority in the Event of a Federal Government Funding Shutdown.

NOW, THEREFORE, BE IT RESOLVED, that, in the event of an interruption of federal funding during the next 60 days, the Board of Directors hereby authorizes the Tribe's CFO to temporarily utilize such legally available fund balances as may be identified by the CFO, subject to applicable restrictions on such funds, to assure the continued operation of federally funded tribal departments and programs until the necessary federal funding is restored or until further direction of the Board of Directors.

BE IT FURTHER RESOLVED, that the CFO is authorized, with the assistance of the Internal Auditor, to create temporary cost centers and to take such additional steps as may be appropriate to assure a full and proper accounting and reconciliation of any funds so utilized.

Roll Call Vote: Motion carried unanimously.

Moved by Director Hoffman, supported by Director Chase, to approve the request to use of the tribal logo on the t-shirts for the Child Care Center children, to use when they have outings.

Motion carried unanimously.

Moved by Director Morrow, supported by Director Chase, to disenroll 306 people from the Tribe, with the stipulation that if the families can find a connection later on their membership can be reinstated.

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

Moved by Director Causley, supported by Director Hollowell, to appoint Patrick Frazier, to the Health Board, to a 4 year term, expiring December 2022.

Motion carried unanimously.

Moved by Director Hollowell, supported by Director Causley, to reappoint to the Unit Two – Newberry Elder Subcommittee, Fanny Aslin, Lillian Hoerz, and Roberta Chippewa, all as regular members, 4 year terms, expiring December 2022.

Motion carried unanimously.

Moved by Director Morrow, supported by Director Chase, to reappoint Martha Miller, to the Unit Four Manistique Elders Subcommittee, as a regular member, 4 year term, expiring December 2022.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Morrow, to appoint Joan Carr-Anderson to the Unit Five Munising Elders Subcommittee, as a regular member, 4 year term, expiring December 2022.

Motion carried unanimously.

Moved by Director Chase, supported by Director Morrow, to accept the resignation of Annette Powers from the Unit Four Elders Subcommittee – Escanaba, as of October 31, 2018.

Motion carried unanimously.

Moved by Director Causley, supported by Director Hollowell, to approve the 2019 Board Calendar.

Motion carried with Director Sorenson opposing.

Board Issues:

Director Gravelle: Ice Skates – Big Bear.

Director Morrow: Closed Session; American Living Ministries; YEA –FB;

Director Hoffman: Enrollment – BOD; Gaming Authority; Org. Chart – Big Bear; Child Care Center issue.

Moved by Director Sorenson, supported by Director McKelvie, to approve Res. 2018-299, Authorization of Full Settlement Tribal Court Case WC-17-01.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves settlement on the terms described in the settlement agreement and release and authorizes and directs the Chairperson of the Tribe or his designee, to conclude and implement the settlement, including for the Chairperson or designee and the Tribe's attorneys, to execute the settlement agreement and associated pleadings and other papers necessary to carry out the settlement and this Resolution.

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

Meeting adjourned: 8:08 p.m.

Date: 1-22-19 Secretary: Bridgett Sorenson

Others present: Jessica Dumback, John Wernet, Robert Schulte, Mark Dumbeck, Joel Schultz, Jen Clerc, Rick Smith, Leo Chugunov, Tony Abramson, Wendy Hoffman, Tammy Graham, Julie Salo, Melissa Morehouse, Chief Marchand, Sheila Berger, Joanne Carr.