

ROLL CALL MATRIX

Meeting Date: Sept 9, 08

P	A	Res. Number	181	182	183	184	185			
		2008	181	182	183	184	185			
		Unanimous	U	U			U			
✓		Cathy Abramson	1		Y	Y				
	✓	Joe Eitrem	-	Sick			—			
✓		Bernard Bouschor			Y	Y	2			
✓		DJ Hoffman	2		N	N				
✓		Dennis McKelvie			Y	Y				
✓		Lana Causley			Y	Y				
✓		Bob LaPoint			N	N				
✓		Keith Massaway		2	2Y	2Y				
✓		Pat Rickley			Y	Y				
✓		Denise Chase			N	Y				
✓		Tom Miller		1	1Y	1Y	1			
✓		Shirley Petosky			Y	Y				
✓		Joe McCoy								

- 1 = Made Motion
- Y = Voted Yes
- A = Abstained
- S = Sponsored by Board Member
- 2 = Second/Support Motion
- N = Voted No
- U = Unanimous



RESOLUTION NO: 2008-181

FY 2009 SANITATION BE -08-F59
BUDGET MODIFICATION
AUGUST 2008

Min Waban Dan

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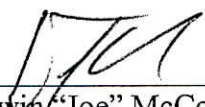
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BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians here by approves the attached FY 2009 Sanitation Budget Modification, to establish a budget with IHS funds of \$364,000.

CERTIFICATION

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 12 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 9 day of September 2008; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 11 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Darwin "Joe" McCoy, Tribal Chairman
Sault Ste. Marie Tribe of
Chippewa Indians



DJ Hoffman, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

Sanitation
FY 2009 Budget Modification
September 2008

BE-08-F59 Sanitation: Request to establish a FY 2009 budget with IHS Revenue of \$364,000. This funding provides new wells and drain fields for new home sites, as well as upgrades for existing homes sites. Consulting \$353,080, Supplies \$2,500, Travel/Training \$4,120, Equipment \$2,800, and Postage \$1,500. Program Manager believes this will service 30 sites.

Program Manager Justification

The attached Memorandum of Agreement and Project Summary were awarded to the our Tribe in June for a total of \$164,000. Right afterward, we received verbal news that our Tribe will be awarded an additional \$200,000. under Amendment #1 to this project number, BE-08-F59 (attached). The grand total is \$400,000, however \$36,000 has been retained by Indian Health Services should our Tribe need that additional funding. We demonstrated the need based on actual Sanitation applications on file at the time of the amendment. We knew the amendment was forthcoming, so we held off on preparing a budget for the original MOA and combined the total award that is submitted under this budget. We went from servicing 9 homes with the original MOA to 19 under the amendment. However, it appears that with the new bidding procedure we will be able to service all 30 sites (applications) with this funding. Homeowners will receive new wells and drainfields for their new home sites and/or upgrade existing home sites with brand new facilities.



RESOLUTION NO: 2008-182

APPROVAL AND AUTHORIZATION OF AMENDMENT TO LINE OF CREDIT AGREEMENT WITH NATIONAL CITY BANK

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

WHEREAS, the Sault Tribe currently has a Line of Credit in the amount of \$2,333,173 with National City Bank – Midwest ("Line of Credit") to satisfy the security requirement of the Michigan Employment Security Act for the Sault Tribe Self-funded Unemployment Program. Collateral for this Line of Credit is the full-faith and credit of the Sault Tribe; and


WHEREAS, the Sault Tribe wishes to amend this Line of Credit for additional financing from National City Bank in the amount of \$53,425 to bring the required security for the unemployment program up to the mandatory \$2,386,598 per the attached letter for the Unemployment Insurance Agency.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Tribe hereby approves the \$53,425 addition to the existing Line of Credit from National City Bank for use as security for our Unemployment Program.


BE IT FINALLY RESOLVED, that the Board of Directors hereby authorizes the Tribal Chairman or his designee to execute such documents to effectuate this action.

CERTIFICATION

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 12 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 9 day of September 2008; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 11 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Darwin "Joe" McCoy, Tribal Chairman
Sault Ste. Marie Tribe of
Chippewa Indians



DJ Hoffman, Secretary
Sault Ste. Marie Tribe of
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RESOLUTION NO: 2008-183

**AUTHORIZATION TO OPEN TRUST ACCOUNT
WITH HUNTINGTON BANK FOR LAND CLAIMS FUNDS**

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians is a federally recognized Indian Tribe organized under the Indian Reorganization Act of 1934, 25 U.S.C. 467 et seq; and

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NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes the CFO or his designee to open a trust account with Huntington Bank for the receipt and maintenance of the assets currently on deposit at Wells Fargo Bank and National City Bank for the benefit of the Land Claims fund. Signatures of the following are required to transact any activity on said Trust Accounts:

Darwin Joe McCoy, Chairman
Victor Matson, Jr. CFO
William P. Connolly, Comptroller

Said accounts will require the signatures of two of the above signatories.

BE IT FURTHER RESOLVED, this resolution hereby rescinds all previously approved resolutions regarding signature authority on Land Claims Trust Accounts.

CERTIFICATION

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 12 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 9 day of September 2008; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 8 members for, 3 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Darwin "Joe" McCoy, Tribal Chairman
Sault Ste. Marie Tribe of
Chippewa Indians

DJ Hoffman, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2008-184

**APPROVAL OF AND AUTHORIZATION FOR LOAN AGREEMENT;
WAIVER OF SOVEREIGN IMMUNITY AND
TRIBAL COURT JURISDICTION
HUNTINGTON BANK OPERATING LOAN**

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BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians, as follows:

Section 1. RECITALS

1.1 The Sault Ste. Marie Tribe of Chippewa Indians (the "**Tribe**") is a federally recognized Indian Tribe organized under the Indian Reorganization Act of 1934, as amended (25 U.S.C. 467, *et seq.*).

1.2 The Tribe, from time to time, has a need to borrow operating monies to fund health care, social services, educational and other governmental functions and services to its eligible members in a seven-county service area.

1.3 The Sault Tribe has requested from Huntington Bank, a line of credit up to \$5,000,000 to assist the Tribe with its current budget deficit through the end of 2008. This line of credit would be interest only for two years at current market rates and then placed on a payout status thereafter.

1.4 The Sault Tribe wishes to obtain this financing from Huntington Bank pledging the balance in certain Land Claim Trust accounts as collateral on a temporary basis until such time as the Bank can replace some or all of the collateral with Sault Tribe owned real estate or similar assets. It is anticipated that the cash flow position of the Tribe will be much improved at the end of this two year period and that funds will have accumulated to begin repayment of the outstanding balance.

1.5 As part of the Finance Documents and in order to induce the Lender to enter into the Finance Documents, the Tribe is required to: (a) expressly consent to the Tribe's entering into the Finance Documents and (b) confirm that the Tribe shall not raise as a defense its sovereign immunity and, in furtherance thereof, to waive its sovereign immunity and Tribal Court jurisdiction with respect to any matter pertaining to the Finance Documents.

1.6 The Board of Directors determines that it is in the best interest of the Tribe to obtain such financing, make such waivers and consent to the financing, and that the Finance Documents could not be signed and delivered by the Lender without such waivers.

Section 2. APPROVALS AND AUTHORIZATION

2.1 The Board of Directors authorizes and directs the Tribe, through its Chairman, for and on behalf of the Tribe, to enter into such agreements on such terms and conditions as he deems necessary or appropriate with respect to governing law, waivers of sovereign immunity and Tribal court jurisdiction, and consent to jurisdiction.

2.2 The Board of Directors consents to, and authorizes and directs the Tribe to enter into, the Finance Documents.

2.3 The Chairman is authorized and directed to execute and deliver such other agreements, certificates, documents and instruments as may be required and to take any and all such other action as may be necessary or desirable to effectuate the foregoing on behalf of the Tribe.

Section 3. WAIVER OF SOVEREIGN IMMUNITY AND CONSENT TO JURISDICTION

3.1 The Board of Directors, on behalf of the Tribe, waives all sovereign immunity from suit should an action be commenced under the Finance Documents. This waiver:

- 1) shall terminate upon performance by the Tribe of all its obligations under the Finance Documents;
- 2) is granted solely to the Lender, its successors and assigns;
- 3) shall apply to any judicial or non-judicial action, including but not limited to any lawsuit, arbitration, judicial or non-judicial foreclosure proceeding, judicial or non-judicial action to enforce the rights of the Lender as a secured creditor, and to the assertion of any claim in a court of competent jurisdiction or with any arbitrator or arbitration panel, if applicable, to enforce the obligations of the Tribe under the Finance Documents;
- 4) shall be enforceable against the assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Finance Documents, including but not limited to any Tribal property or assets pledged under the Finance Documents; and
- 5) shall be enforceable only in a court of competent jurisdiction, including the courts of the State of Michigan and the federal courts in Michigan, including the United States Bankruptcy court, or any arbitrator or arbitration panel, if applicable.


3.2 The Finance Documents shall be construed in accordance with and governed by the internal laws of the State of Michigan, as set forth in each such document. The Board of Directors 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 controversy arising out of or under the Finance Documents.

Section 4. WAIVER OF TRIBAL COURT JURISDICTION


4.1 The Board of Directors, on behalf of the Tribe, waives the jurisdiction of the Tribal Court over any action arising under the Finance Documents.

CERTIFICATION

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 12 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 9 day of September 2008; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 9 members for, 2 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Darwin "Joe" McCoy, Tribal Chairman
Sault Ste. Marie Tribe of
Chippewa Indians



DJ Hoffman, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2008-185
APPROVAL TO AUGMENT RESOLUTION #2008-163 WITH
WAIVER OF SOVEREIGN IMMUNITY
AND TRIBAL COURT JURISDICTION
NATIONAL CITY BANK OPERATING LOAN

BE IT RESOLVED, by the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians, as follows:

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Section 1. RECITALS

1.1 The Sault Ste. Marie Tribe of Chippewa Indians (the "**Tribe**") is a federally recognized Indian Tribe organized under the Indian Reorganization Act of 1934, as amended (25 U.S.C. 467, *et seq.*).

1.2 On August 19, 2008, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians Tribe did pass resolution #2008-163 which approved and authorized a \$500,000 operating loan from National City Bank.

1.3 As part of the Finance Documents and in order to induce the Lender to enter into the Finance Documents, the Tribe is required to: (a) expressly consent to the Tribe's entering into the Finance Documents and (b) confirm that the Tribe shall not raise as a defense its sovereign immunity and, in furtherance thereof, to waive its sovereign immunity and Tribal Court jurisdiction with respect to any matter pertaining to the Finance Documents.

1.4 The Board of Directors determines that it is in the best interest of the Tribe to obtain such financing, make such waivers and consent to the financing, and that the Finance Documents could not be signed and delivered by the Lender without such waivers.

Section 2. APPROVALS AND AUTHORIZATION

2.1 The Board of Directors authorizes and directs the Tribe, through its Chairman, for and on behalf of the Tribe, to enter into such agreements on such terms and conditions as he deems necessary or appropriate with respect to governing law, waivers of sovereign immunity and Tribal court jurisdiction, and consent to jurisdiction.

2.2 The Chairman is authorized and directed to execute and deliver such other agreements, certificates, documents and instruments as may be required and to take any and all such other action as may be necessary or desirable to effectuate the foregoing on behalf of the Tribe.

Section 3. WAIVER OF SOVEREIGN IMMUNITY AND CONSENT TO JURISDICTION

3.1 The Board of Directors, on behalf of the Tribe, waives all sovereign immunity from suit should an action be commenced under the Finance Documents. This waiver:

- 1) shall terminate upon performance by the Tribe of all its obligations under the Finance Documents;
- 2) is granted solely to the Lender, its successors and assigns;
- 3) shall apply to any judicial or non-judicial action, including but not limited to any lawsuit, arbitration, judicial or non-judicial foreclosure proceeding, judicial or non-judicial action to enforce the rights of the Lender as a secured creditor, and to the assertion of any claim in a court of competent jurisdiction or with any arbitrator or arbitration panel, if applicable, to enforce the obligations of the Tribe under the Finance Documents;
- 4) shall be enforceable against the assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Finance Documents, including but not limited to any Tribal property or assets pledged under the Finance Documents; and
- 5) shall be enforceable only in a court of competent jurisdiction, including the courts of the State of Michigan and the federal courts in Michigan, including the United States Bankruptcy court, or any arbitrator or arbitration panel, if applicable.


3.2 The Finance Documents shall be construed in accordance with and governed by the internal laws of the State of Michigan, as set forth in each such document. The Board of Directors 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 controversy arising out of or under the Finance Documents.

Section 4. WAIVER OF TRIBAL COURT JURISDICTION


4.1 The Board of Directors, on behalf of the Tribe, waives the jurisdiction of the Tribal Court over any action arising under the Finance Documents.

CERTIFICATION

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 12 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 9 day of September 2008; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 11 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Darwin "Joe" McCoy, Tribal Chairman
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DJ Hoffman, Secretary
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