

**BOARD OF DIRECTORS REGULAR MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
April 16, 2013**

The meeting was opened at 6:45 p.m. by Chairperson Payment.

Present: Cathy Abramson, Jennifer McLeod, Dennis McKelvie, Deb Pine, DJ Malloy, Catherine Hollowell, Lana Causley, Keith Massaway, Bridgett Sorenson, Denise Chase, Darcy Morrow, Joan Anderson, Aaron Payment.

Absent:.

Moved by Director Pine, supported by Director Causley, to accept the agenda as written.

Roll Call Vote: Motion carried with Directors Hollowell, McLeod, Sorenson, Anderson, Pine, Causley approving , Directors Abramson, Malloy, Morrow, McKelvie, Chase, Massaway opposing, Chairperson voting to oppose, breaking the tie vote.

Moved by Director Malloy, supported by Director Abramson, to approve the amended agenda.

Roll Call Vote: Motion carried with Directors Abramson, Anderson, Massaway, Causley, Hollowell, McKelvie, Chase, Sorenson, Morrow, Malloy approving; Directors Pine, Malloy opposing.

Moved by Director Abramson, supported by Director Malloy, to suspend the rules and add 4 resolutions and Matters Raised by the Members to the top of the agenda.

Motion carried unanimously.

Presentation: Michelle Willis – Honoring Our Children.

Moved by Director Causley, supported by Director Malloy, to approve Res. 2013-82, Support for Proclamation National Native Sexual Assault Awareness Day.

NOW, THEREFORE, BE IT RESOVLED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby supports the National Native Sexual Assault Awareness Day on April 17th and authorizes Chairperson Aaron Payment to sign the attached proclamation.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Malloy, to approve Res. 2013-83, 2013 Head Start and Early Head Start Grant.

NOW, THEREFORE, BE IT RESOVLED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby supports and recommends the submission of a grant to the Office of Head Start, American Indian and Alaskan Natives Program Branch for the annual grant application to provide Head Start and Early Head Start Services.

Motion carried with Directors Chase, Morrow opposing.

Moved by Director Massaway, supported by Director Causley, to approve Res. 2013-84, Family Violence Prevention and Services Program.

NOW, THEREFORE, BE IT RESOVLED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes application to the Family and Youth Services Bureau for funding of a Family Violence Prevention and Services Program for FY 2013 through FY 2015.

BE IT FURTHER RESOLVED, that Aaron Payment, Tribal Chairperson, is hereby authorized to submit said proposal to the Family and Youth Services Bureau, to negotiate, execute, and amend any documents resulting therefrom on the Tribe's behalf.

Motion carried unanimously.

Moved by Director Causley, supported by Director Sorenson, to approve Res. 2013-85, Scenic Byways Project Michigan Economic Development Corporation (M.E.D.C.)

NOW, THEREFORE, BE IT RESOLVED, the Sault Ste. Marie Tribe of Chippewa Indians fully supports the efforts of the Scenic Byways Project and partnership between the M.E.D.C. and the Sault Tribe, and the application for a grant of \$24,500.00.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Abramson, to approve Res. 2013-86, Noah T. Leask Scholarship.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes twelve \$1,000 scholarship awards to be called the Noah Thomas Leask Family Scholarship to be issued in 2013, following criteria included in the attached document.

BE IT FURTHER RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby establishes an account line item for the Noah Thomas Leask Family Scholarship Fund (#900.900.305460.013).

Motion carried unanimously.

Moved by Director Malloy, supported by Director McLeod, to approve Res. 2013-87, Amending Adopting Patient Suspension/Restriction or Temporary Dismissal from Care Health Division Policy and Procedures Manual.

NOW, THEREFORE, BE IT RESOLVED, that the attached Patient Suspension / Restriction or Temporary dismissal from Care is hereby adopted and made part of the Health Division Policy and Procedures Manual, applicable to all persons who are covered by its terms, amending and superseding the policy adopted by Resolution 2009-143.

Motion carried unanimously.

Moved by Director Causley, supported by Director Abramson, to approve Res. 2013-88, Rescinding Resolution 2008-156 Amending Team Member Manuals.

NOW, THEREFORE, BE IT RESOLVED, that Resolution 2008-156, Amending Team Member Manuals, is hereby rescinded in its entirety, effective immediately.

Motion carried unanimously.

Moved by Director Malloy, supported by Director Morrow, to approve Res. 2013-89, Youth Development Fund Establishment of a FY 2013 Budget.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians here by approves the establishment of a FY 2013 budget for the Youth Development Fund with Other Revenue of \$21,600.00. These funds will be used for direct services. There is no effect on tribal support.

Motion carried with Director Hollowell abstaining.

Moved by Director Massaway, supported by Director Sorenson, to appoint Colleen St. Onge to the Higher Education Committee, for a four year term, expiring April 2017.

Motion carried unanimously.

Moved by Director McLeod, supported by Director Causley, to appoint Brandi MacArthur and Ron Munro to the Cultural Committee, for four year terms, expiring April 2017 and to send a letter notifying former members of the Cultural Committee of the vacant seats.

Motion carried unanimously.

Moved by Director Abramson, supported by Director Pine, to appoint James Causley, to the Child Welfare Committee, for a four year term, expiring April 2017.

Motion carried with Director Causley abstaining.

Moved by Director Chase, supported by Director Anderson, to appoint Billy Perry as the Vice-Chairman of the Inland Conservation Committee, keeping the same terms, expiring March 2015.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Morrow, to accept the Special Needs/Enrollment Committee's recommendation and disenroll Sean Madigan from the Tribe.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Sorenson, to accept the Special Needs/Enrollment Committee's recommendation and relinquish Christopher Portman from the Tribe.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Morrow, to accept the Special Needs/Enrollment Committee's recommendation and relinquish Jeremy Snider from the Tribe.

Roll Call Vote: Motion carried with Directors Massaway, Anderson, Malloy, McLeod, Chase, Causley, Morrow, Sorenson, approving; Directors Hollowell, Pine, Abramson, McKelvie opposing.

Moved by Director Causley, supported by Director Morrow, to accept the Special Needs/Enrollment Committee's recommendation and relinquish Adrienne Shipman from the Tribe.

Roll Call Vote: Motion carried with Directors Hollowell, Sorenson, Abramson, Anderson, Morrow, Causley, Chase approving; Directors Pine, McKelvie, Massaway opposing; Directors McLeod, Malloy abstaining.

Moved by Director Massaway, supported by Director Abramson, to approve Res. 2013-90, Authorization for Signature Bureau of Indian Affairs Self Governance Annual Funding Agreements.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes Aaron Payment, Chairperson or designee, to sign, negotiate, amend, and execute any agreement thereof for the Bureau of Indian Affairs Self Governance Program, and Tribal Transportation Program.

Motion carried unanimously.

Moved by Director Massaway, supported by Director Sorenson, to approve Res. 2013-91, Amending Resolution 2012-154 Approval and Authorization of Amendment to Letter of Credit Agreement with PNC Bank, National Association.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby amends Resolution 2012-154, deleting in all places any reference to the Administration Building at 523 Ashmun, as collateral, and replacing it with a pledge of \$500,000.00 cash on hand as collateral.

BE IT FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby reaffirms in all other respects the Waivers, approvals, and authorizations contained within Resolution 2012-154, flowing in favor of PNC Bank, National Association.

BE IT FINALLY RESOLVED, that the Board of Directors hereby authorizes the Tribal Chairperson or his designee to execute and deliver to PNC Bank, National Association the Amendment Application and such documents as may be necessary to effectuate this action, and to further amend the Letter of Credit as needs be from year to year in order to keep the Tribe in compliance with the security requirement of the Michigan Employment Security Act for the Tribe Self-funded Unemployment Program.

Motion carried unanimously.

Moved by Director McKelvie, supported by Director Massaway, to approve Res. 2013-92, Waiver of Sovereign Immunity and Consent to Waiver of Tribal Court Jurisdiction PNC Bank.

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 Kewadin Casinos Gaming Authority (the "Authority") is an autonomous instrumentality of the Tribe.

1.3 The Authority is the borrower under an Amended and Restated Loan Agreement (as amended, the "Loan Agreement") among the Authority, the Tribe, PNC Bank, National Association (as successor by merger to National City Bank) as Administrative Agent (the "Administrative Agent"), and the Lenders party from time to time thereto (the "Lenders"), as amended (the "Financing").

1.4 The Tribe is a party to the Loan Agreement with respect to certain representations, warranties and covenants. The Tribe has entered into certain other documents in respect of the Financing (the Loan Agreement and other documents are the "Tribe Loan Documents") evidencing its obligations ("Tribe Obligations").

1.5 Pursuant to Resolution 2013-55, the Tribe consented to an extension of the maturity date to June 14, 2013, and now needs another sixty day extension, and the Tribe and Authority wish to enter into agreements with the Lenders for the purpose of extending the Maturity Date (as defined in the Loan Agreement) to August 14, 2013, and the Lenders are willing to grant such request.

1.6 In order to obtain the extension of Maturity Date the Tribe and Authority must request an amendment (the "Amendment") of the Authority Loan Documents.

1.7 It is a condition to the Financing and the Amendment that the Tribe and the Authority each waive the jurisdiction of the Tribal Court in connection with the Financing, except to the extent that the Tribe Loan Documents or the Authority Loan Documents, as amended, may provide for limited jurisdiction for enforcement of an arbitration award under Chapter 95 of the Tribal Code, and the Board of Directors has determined that it is in the best interests of the Tribe that the Financing be amended on substantially the terms set forth in the draft letter agreement attached hereto, and the Tribe waive the jurisdiction of the Tribal Court in connection therewith.

Section 2 Approvals and Authorization

2.1 The Board of Directors authorizes and directs the Tribe, through its Chairperson, on such conditions and terms as he deems fit, to enter into Amendment on such terms as he may agree upon, which approval shall be conclusively presumed by execution and delivery of the Amendment by the Chairperson, and to perform its obligations thereunder.

2.2 The Chairperson is authorized and directed to execute and deliver such other certificates, documents, or instruments, as may be required or to take any and all such action which may be necessary or convenient to effectuate the Amendment.

Section 3 Waiver of Sovereign Immunity and Consent to Jurisdiction.

3.1 The Tribe hereby expressly confirms its waiver under the Tribe Loan Documents and waives its sovereign immunity from suit in favor of the Administrative Agent and the Lenders only should an action be commenced under the Tribe Obligations, as amended by the Amendment.

This waiver:

- i) shall terminate upon performance by the Tribe of all of its obligations under the Tribe Loan Documents, as amended, or any subsequent extensions,
- ii) is granted solely to the Administrative Agent and the Lenders;
- 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 the Administrative Agent and Lenders 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 Tribe Loan Documents, as amended;
- iv) shall be enforceable only in a court of competent jurisdiction, including courts of the State of Michigan the Sault Ste. Marie 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 all assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Tribe Loan Documents, as amended.

3.2 The Tribe Loan Documents, as amended, shall be construed in accordance with and governed by the internal laws of the State of Michigan, as set forth in such documents, except that matters concerning the validity and perfection of a security interest shall be governed by the conflict of law rules set forth in the Michigan Uniform Commercial Code. The Tribe expressly consents 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, the Tribe Loan Documents, as amended, any amendments thereto, or to any transactions in connection therewith.

Section 4 WAIVER OF TRIBAL COURT JURISDICTION

The Board of Directors expressly confirms its waiver under the Tribe Loan Documents, as amended, and waives jurisdiction of the Tribal Court over any action arising under the Tribe Loan Documents and the Authority Loan Documents identified in Gaming Authority Resolutions 2007-05 and 2010-12 and 2012-231, as amended, pursuant to the provisions of Section 44.108 of the Tribal Code, except to the extent that the Tribe Loan Documents or the Authority Loan Documents, as amended, may provide for limited jurisdiction for enforcement of an arbitration award under Chapter 95 of the Tribal Code.

Roll Call Vote: Motion carried unanimously.

Moved by Director Massaway, supported by Director Sorenson, to approve Res. 2013-93, Acceptance of Northern Kewadin Casinos Audit.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby accepts and approves the 2012 Audit of the Northern Kewadin Casinos as presented by Anderson Tackman and Company, PLC.

Motion carried unanimously.

Moved by Director Abramson, supported by Director McLeod, to motion to reconsider the relinquishment of Adrienne Shipman from the Tribe.

Roll Call Vote: Motion denied with Directors McKelvie, Pine, Hollowell, Abramson approving; Directors Anderson, Massaway, Causley, Chase, Sorenson, Morrow opposing; Directors McLeod, Malloy abstaining.

Moved by Director Massaway, supported by Director Morrow, to adjourn the meeting.

Motion carried unanimously.

Meeting adjourned: 12:37 a.m.

Date: 8-6-2013

Secretary: Bethy Abramson

Others present: John Wernet, Bill Connolly, Christine McPherson, Tony Goetz, Carol Eavou, Steve Forrest, Nick VanAlstine, Angeline Bouley, Bob Marchand, Russ McKerchie, Sheryl McKerchie, Jen Dale-Burton, Juanita Bye, Lisa Bumstead, Joel Lumsden, Mariea Mongene, Ken Ermatinger, Veronica Hickman, Jess Dumback, Tiffany Menard, Jen Clerc, Aaron Schlehuber, Joanne Carr.