

**BOARD OF DIRECTORS REGULAR MEETING  
KINCHELOE RECREATION CENTER  
KINCHELOE, MICHIGAN  
MINUTES  
August 6, 2013**

The meeting was opened at 6:54 p.m. by Chairperson Payment.

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

Absent:

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

**Motion carried unanimously.**

**Moved by Director Massaway, supported by Director Abramson, to suspend the rules and add the resolutions regarding PNC Bank and the Frazier Dock.**

**Motion carried unanimously.**

**Moved by Director Massaway, supported by Director McKelvie, to approve the Minutes of 4-16-2013; 5-1-2013; 5-7-2013; 5-21-2013; 6-3-2013; 6-10/11-2013; 6-18-2013; 6-25-2013; 7-1/2-2013; and 7-16-2013, with noted corrections.**

**Motion carried, with Director Abramson abstaining for 5-1-2013, 6-18-2013, 7-2-2013; Director Anderson abstaining for 5-1-2013; Directors Causley, Massaway abstaining for 5-7-2013; Director Hollowell abstaining for 5-21-2013; Director McLeod abstaining for 6-3-2013, 7-1-2013; Director Pine abstaining for 7-1/2-2013; Director Malloy for 7-1-2013.**

**Moved by Director Hollowell, supported by Director Causley, to approve Res. 2013-165, Trust Land Status, Frazier Site, Township of Hendricks, Mackinac County, Michigan.**

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors hereby requests that the Secretary of Interior accept title to the following described land in trust for the Sault Ste. Marie Tribe of Chippewa Indians:

The South 33 feet of the East 778 feet of the West 1945 feet of Government Lot 1, Section 9 Town 42 North, Range 7 West, Hendricks Township, Mackinac County, Michigan.

ALSO

The South 660 feet of Government Lot 1, Section 9, Town 42 North Range 7 West, Except The West 1945 feet thereof, Hendricks Township, Mackinac County, Michigan.

Approximately eight (8) acres.

BE IT FURTHER RESOLVED, that the land to be acquired is to be used as a fishing access site for treaty fishers and is not intended for gaming purposes.

BE IT FURTHER RESOLVED, that the Board of Directors authorizes its Chairperson and Treasurer to execute any documents and take any further action on behalf of the Tribe as maybe necessary to complete such conveyance.

**Motion carried unanimously.**

**Moved by Director Massaway, supported by Director Sorenson, to approve Res. 2013-166, Trust Land Status, Grimes Property, Wequayoc Cemetery, Township of St. Ignace, Mackinac County, Michigan.**

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors hereby requests that the Secretary of Interior accept title to the following described land in trust for the Sault Ste. Marie Tribe of Chippewa Indians: See Attached "Exhibit A"

BE IT FURTHER RESOLVED, that the land to be acquired is to be used as a cemetery and caretaker housing and is not intended for gaming purposes.

BE IT FURTHER RESOLVED, that the Board of Directors authorizes its Chairperson and Treasurer to execute any documents and take any further action on behalf of the Tribe as maybe necessary to complete such conveyance.

**Motion carried unanimously.**

**Moved by Director Anderson, supported by Director Chase, to approve Res. 2013-167, Trust Land Status, Grand Marais Site, Township of Burt, Alger County, Michigan.**

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors hereby requests that the Secretary of Interior accept title to the following described land in trust for the Sault Ste. Marie Tribe of Chippewa Indians:

Lots 108 and 109 of the Assessor's Plat of Coast Guard Point, according to the recorded Plat thereof of record at the Alger County Register of Deeds Office in Liber 1 of Plats on Page 77. Approximately one acre.

BE IT FURTHER RESOLVED, that the land to be acquired is to be used as a fishing access site for treaty fishers and is not intended for gaming purposes.

BE IT FURTHER RESOLVED, that the Board of Directors authorizes its Chairperson and Treasurer to execute any documents and take any further action on behalf of the Tribe as maybe necessary to complete such conveyance.

**Motion carried unanimously.**

**Moved by Director Abramson, supported by Director McLeod, to approve Res. 2013-168, Trust Land Status, M-28 Property, Township of Dafer, Chippewa County, Michigan**

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors hereby requests that the Secretary of Interior accept title to the following described land in trust for the Sault Ste. Marie Tribe of Chippewa Indians:

The West Half of the Northeast Quarter (W $\frac{1}{2}$  of NE $\frac{1}{4}$ ) AND the East Half of the Northwest Quarter (E $\frac{1}{2}$  of NW $\frac{1}{4}$ ) of Section 19, Town 46 North, Range 1 West. Approximately 160 acres.

BE IT FURTHER RESOLVED, that the land to be acquired will provide natural open areas for various agricultural, environmental and wildlife projects and is not intended for gaming purposes.

BE IT FURTHER RESOLVED, that the Board of Directors authorizes its Chairperson and Treasurer to execute any documents and take any further action on behalf of the Tribe as maybe necessary to complete such conveyance.

**Motion carried unanimously.**

**Moved by Director McKelvie, supported by Director McLeod, to approve Res. 2013-169, Pay it forward: Career Mentor Program.**

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes the implementation of the Pay It Forward: Career Mentor Program by the Higher Education Program, utilizing approved policies and procedures.

**Motion carried unanimously.**

**Moved by Director Chase, supported by Director Morrow, to approve Res. 2013-170, Upper Peninsula Commission for Area Progress Annual Grant Application.**

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors supports, approves and authorizes the Elder Service Division to apply for FY 2014 UPCAP funding from the Upper Peninsula Commission for Area Progress in order to secure funding to provide direct services to Native American Elders.

BE IF FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes Elder Service Division, to submit, on behalf of the Tribe, an application to be sent to the Upper Peninsula Commission for Area Progress.

**Motion carried unanimously.**

**Moved by Director Chase, supported by Director Morrow, to approve Res. 2013-171, Amending Ch. 10: Tribal Election Ordinance Special Advisory Elections.**

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Election Committee's recommendation and adopts Tribal Code Chapter 10: Election Ordinance, Subchapter II in its entirety as attached.

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

**Moved by Director Malloy, supported by Director Abramson, to table the resolution regarding Chapter 70: Criminal Procedures to the September 3, 2013 workshop.**

**Motion carried unanimously.**

**Moved by Director Hollowell, supported by Director Abramson, to approve Res. 2013-172, Executive Office and Indirect FY 2013 Budget Modifications.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the budget modification to the FY 2013 budgets for Executive Office and Indirect to reallocate Indirect Revenue and Tribal Support per the determined Indirect allocation rate. No overall change in Tribal Support.

**Motion carried with Director Pine abstaining.**

**Moved by Director Malloy, supported by Director Massaway, to approve Res. 2013-173, Governmental – EECBG Energy Rebates FY 2013 Budget Modifications and Establishment of a Budget.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2013 budget modification to EECBG for a decrease in Energy Rebates Revenue of \$15,311.50 to use in new Energy Rebates Cost Center. 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 establishment of a FY 2013 budget for the Energy Rebates Fund with EECBG Grant Rebate monies of \$15,311.50. No effect on Tribal Support.

**Motion carried unanimously.**

**Moved by Director Abramson, supported by Director Pine, to approve Res. 2013-174, Health Center Third Party and IHS FY 2013 Budget Modifications.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the budget modification to the FY 2013 budgets for Health Center –Medical Nursing, St. Ignace Clinic, and Third Party Revenue to decrease IHS monies \$441,000; decrease Transfer In \$452,000; increase Third Party Revenues \$747,511; and increase Tribal Support \$893,000.

**Roll Call Vote: Motion carried unanimously.**

**Moved by Director Morrow, supported by Director McLeod, to approve Res. 2013-175, GLRI Fraxinus FY 2013 Budget.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians here by approves the FY 2013 budget for the GLRI Fraxinus Grant with Federal monies of \$1,193.06. No effect on Tribal Support.

**Motion carried unanimously.**

**Moved by Director Morrow, supported by Director Sorenson, to approve Res. 2013-176, ACFS-CCDF FY 2013 Budget Modification.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians here by approves the FY 2013 budget modification to CCDF for an increase in Federal HHS Revenue of \$36,698.97. This budget modification reflects the actual award amount, 9 months of actual expenditures, and 3 months of projected expenditures. No effect on Tribal Support.

**Motion carried unanimously.**

**Moved by Director Massaway, supported by Director McLeod, to approve Res. 2013-177, ACFS –ICWA Title IV-B Subpart 1 FY 2013 Budget Modification.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians here by approves the FY 2013 budget modification to ICWA Title IV-B Subpart 1 for an increase in Federal HHS Revenue of \$15,044.44. This budget modification reflects the actual grant award, 9 months of actual expenditures, and 3 months of projected expenditures. No effect on Tribal Support.

**Motion carried unanimously.**

**Moved by Director McLeod, supported by Director Abramson, to approve Res. 2013-178, ACFS-ICWA Title IV-B Subpart 2 FY 2013 Budget Modification.**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians here by approves the FY 2013 budget modification to ICWA Title IV-B Subpart 2 for an increase in Federal HHS Revenue of \$4,282.18. This budget modification reflects the actual award amount, 9 months of actual expenditures, and 3 months of projected expenditures. No effect on Tribal Support.

**Motion carried unanimously.**

**Moved by Director Abramson, supported by Director Pine, to accept Judy LaJoie's resignation from the Unit One Elder Sub-Committee.**

**Motion carried with Director Malloy opposing.**

**Moved by Director Chase, supported by Director Morrow, to accept Tom Shampine's resignation from the Health Board.**

**Motion carried unanimously.**

**Moved by Director Chase, supported by Director Morrow, to reappoint Michael Johnson – Manistique and Paul Gerrish – Marquette, to the Health Board, for four year terms, expiring in August 2017.**

**Motion carried unanimously.**

**Moved by Director McLeod, supported by Director Causley, to appoint Margaret Allard, to the Child Welfare, for a four year term, expiring in August 2017, after she passes her background check.**

**Motion carried unanimously.**

**Moved by Director Morrow, supported by Director Chase, to table the issue of Res. 2001-125 until August 12, 2013 at 1 pm.**

**Motion carried unanimously.**

**Standing Proposed Actions: No Actions Taken.**

**Moved by Director Causley, supported by Director Pine, to approve Res. 2013-179, Authorizing Application for Funding Request for Frazier Dock.**

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes and directs the Chairperson to apply to the Trust for a grant to fund the construction of the Frazier Dock in an amount that is in the Tribe's best interest, pending approval by the Great Lakes Conservation Committee.

BE IT FURTHER RESOLVED, the Board of Directors hereby appropriates an additional \$28,750.00 from the Fisherman's Fund, for a total of \$50,000.00 towards the Frazier Dock Project.

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

**Moved by Director Massaway, supported by Director McKelvie, to approved Res. 2013-180, 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 pursuant to Resolution 2013-92, the Tribe consented to an extension of the maturity date to August 14, 2013, and now needs an additional ninety 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 November 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 the 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, the Lenders and their respective successors and assigns;

- 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 McLeod, supported by Director Massaway, to adjourn the meeting.**

**Motion carried with Director Malloy opposing.**

Meeting adjourned: 10:36 p.m.

Date: 9-3-13

Secretary: Cathy Abramson

Others present: John Wernet, Christine McPherson, Tony Goetz, Candy Blocher, Tony Abramson, Susan Soltys, Angeline Bouley, Diane Moore, Russ McKerchie, Sheryl McKerchie, Joanne Carr.