

**BOARD OF DIRECTORS SPECIAL MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
August 11, 2014**

The meeting was opened at 5:40 p.m. by Chairperson Payment.

Present: Dennis McKelvie, Kim Gravelle, Jennifer McLeod, DJ Hoffman, Lana Causley, Catherine Hollowell, Keith Massaway, Bridgett Sorenson, Denise Chase, Darcy Morrow, Rita Glyptis, Aaron Payment.

Absent: Cathy Abramson.

Moved by Director Morrow, supported by Director Causley, to excuse Director Abramson, from the meeting.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Morrow, to approve the agenda as written.

Motion carried with Director Hollowell opposing.

Moved by Director Morrow, supported by Director Sorenson, to recess until 6:30 p.m.

Motion carried unanimously. Reopened meeting at 6:54 p.m.

Moved by Director Hoffman, supported by Director Causley, to approve Res. 2014-142, Amending Key Team Member List.

NOW, THEREFORE, BE IT RESOLVE, that the list of "Key Team Members" for the Kewadin Casinos contained in Resolution 2005-199, as amended, is further amended to remove the following positions from the list of "Key Team Members" for the Kewadin Casinos: CHIEF OPERATING OFFICER; CHIEF FINANCIAL OFFICER.

BE IT FURTHER RESOLVED, that the list of "Key Team Members" for the Kewadin Casinos contained in Resolution 2005-199, as amended, is further amended to ADD the following position to the list of "Key Team Members" for the Kewadin Casinos: CHIEF EXECUTIVE OFFICER.

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

Moved by Director Hoffman, supported by Director Causley, to approve Res. 2014-143, Amending Kewadin Casinos Gaming Authority Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the Kewadin Casinos Gaming Authority Bylaws, as attached, are amended by deleting the paragraph titled "Chairperson of the Board" under the heading "Officers" and replacing that paragraph with the following:

"Chairman. The Chairperson of the Board of Directors shall serve as the Chairman of the Management Board and shall preside at all meetings of the Management Board and shall exercise any other lawful authority delegated to the Chairman by the Tribal Board of Directors. The Chairman shall vote only in case of a tie unless otherwise provided in the Tribal Constitution or in the Authority's Charter and Bylaws. If the Chairman is not able to preside at a meeting of the Management Board, the Vice Chairperson of the Board of Directors shall preside; if neither the Chairperson or the Vice Chairperson are able to preside over the meeting, then the Secretary of the Board of Directors shall preside; finally, if none of these officers are able to preside over the meeting, the Treasurer of the Board of Directors shall preside."

Motion carried with Directors McKelvie, Hollowell opposing.

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

Motion carried unanimously.

Meeting adjourned: 7:28 p.m.

Date: 11-25-14

Secretary: Bridgett Sorenson

Others present: Christine McPherson, Bill Connolly, John Wernet, Trish Gough, Jen Clerc, Joanne Carr.