

**BOARD OF DIRECTORS REGULAR MEETING
KEWADIN CASINO AND CONVENTION CENTER
SAULT STE. MARIE, MICHIGAN
MINUTES
February 24, 2020**

The meeting was opened at 5:06 p.m. by Chairperson Payment.

Present: Kim Gravelle, Michael McKerchie, DJ Hoffman, Betty Freiheit, Lana Causley, Catherine Hollowell, Bridgett Sorenson, Keith Massaway, Denise Chase, Darcy Morrow, Charles Matson, and Aaron Payment.
Absent: Jennifer McLeod.

Moved by Director Hoffman, supported by Director Gravelle, to excuse Director McLeod from the meeting.

Motion carried unanimously.

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

Motion carried with Director Matson, Freiheit, Hollowell opposing.

Moved by Director Causley, supported by Director Sorenson, to approve Res. 2020-48, Partial Waiver of Convictions for Ms. Tara Bennett.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, pursuant to Tribal Code Chapter 76 grants a partial waiver to Ms. Tara Bennett for the convictions of: Felony- Controlled Substance, Delivering or Manufacturing 1/24/17; Felony- Controlled Substance, Delivering or Manufacturing 1/24/17; Misdemeanor- Maintaining a Drug House 1/24/17.

Motion carried with Director Massaway opposing.

Moved by Director Chase, supported by Director Morrow, to approve Res. 2020-49, Governmental – GLRI Capacity FY 2020 Budget Modification.

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2020 budget modification to GLRI Capacity for a decrease in Federal Revenue EPA monies of \$8,159.08. This modification will change the personnel sheet. No effect on Tribal Support.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Hoffman, to approve Res. 2020-50, Continuing Funding Authority for Health Division Fiscal Year 2020 October to September.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors approves continuing funding for the attached cost center list for fiscal year 2020, at their 2019 spending levels, for a period not to exceed 30 days.

Roll Call Vote: Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-51, Trust Land Lease – Cook Canceled Lot 80 and 81 Kincheloe, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson and Treasurer, to execute this lease cancellation, and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 29, T 45 N, R 1 W (0.370 acres), Lots 80 and 81, Cedar Grove Estates I
BE IT FURTHER RESOLVED, that the Tribal staff is directed to prepare the appropriate lease cancellation documents.
BE IT FURTHER RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby requests the Bureau of Indian Affairs to cancel Lease No: DD-0045(02) pursuant to applicable law and regulations.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-52, Trust Land Lease – Cook Lot 80 and 81 Kincheloe, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson and Treasurer, to execute a lease to the land located at Kinross, Michigan to, Debbie L. Cook and Caleb D. Cook and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 29, T 45 N, R 1 W (0.370 acres), Lots 80 and 81, Cedar Grove Estates I

BE IT FURTHER RESOLVED, the lease is in furtherance of a Housing program operated in the promotion of the public purpose and the negotiated rental amount has been determined to be in the best interest of the Tribe and its people, and valuation in accordance with 25 CFR 162.320 is hereby waived.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-53, Trust Land Lease – Gunsell Canceled Lot 922 Kincheloe, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes its Tribal Chairperson and Treasurer, to execute this lease cancellation, and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 20, T 45 N, R 1 W (0.22 acres), Lot 922, Cedar Grove Estates III

BE IT FURTHER RESOLVED, that the Tribal staff is directed to prepare the appropriate lease cancellation documents.

BE IT FURTHER RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby requests the Bureau of Indian Affairs to cancel Lease No: DD-0012(01) and all assignments and modifications of record, pursuant to applicable law and regulations.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-54, Trust Land Lease – Gunsell and Yule Lot 922 Kinross, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson and Treasurer, to execute a lease to the land located at Kinross, Michigan to, Margaret M. Gunsell and Dawn M. Yule, and land being described as: Township of Kinross, County of Chippewa, State of Michigan Sec. 20, T 45 N, R 1 W (0.22 acres), Lot 922, Cedar Grove Estates III

BE IT FURTHER RESOLVED, the lease is in furtherance of a Housing program operated in the promotion of the public purpose and the negotiated rental amount has been determined to be in the best interest of the Tribe and its people, and valuation in accordance with 25 CFR 162.320 is hereby waived.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-55, Trust Land Lease – Gunsell Canceled Lots 924 and 925 Kincheloe, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes its Tribal Chairperson and Treasurer, to execute this lease cancellation, and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 20, T 45 N, R 1 W (0.20 acres), Lot 924 and 925, Cedar Grove Estates III

BE IT FURTHER RESOLVED, that the Tribal staff is directed to prepare the appropriate lease cancellation documents.

BE IT FURTHER RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby requests the Bureau of Indian Affairs to cancel Lease No: DD-0026(01) and all assignments and modifications of record, pursuant to applicable law and regulations.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-56, Trust Land Lease – Moore Lot 924 Kinross, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson and Treasurer to execute a lease to the land located at Kinross, Michigan to, Michelle S. Moore, and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 20, T 45 N, R 1 W (0.10 acres), Lot 924, Cedar Grove Estates III

BE IT FURTHER RESOLVED, the lease is in furtherance of a Housing program operated in the promotion of the public purpose and the negotiated rental amount has been determined to be in the best interest of the Tribe and its people, and valuation in accordance with 25 CFR 162.320 is hereby waived.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-57, Trust Land Lease – Gunsell Jr. Lot 925 Kinross, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson and Treasurer, to execute a lease to the land located at Kinross, Michigan to, Edward F. Gunsell, Jr. and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 20, T 45 N, R 1 W (0.10 acres), Lot 925, Cedar Grove Estates III

BE IT FURTHER RESOLVED, the lease is in furtherance of a Housing program operated in the promotion of the public purpose and the negotiated rental amount has been determined to be in the best interest of the Tribe and its people, and valuation in accordance with 25 CFR 162.320 is hereby waived.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-58, Trust Land Lease – Cancellation Littell DD-091 (15).

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorizes its Tribal Chairperson and Treasurer, to execute this lease cancellation, with the land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 29, T 45 N, R 1 W (.034 acres), Lots 616 and 617, Cedar Grove Estates III

BE IT FURTHER RESOLVED, that the Tribal staff is directed to prepare the appropriate lease cancellation documents.

BE IT FURTHER RESOLVED, the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby requests the Bureau of Indian Affairs to cancel Lease No: BIA Lease No. 469-23-00046-15 (DD-091(15) and any modification or assignment of record, pursuant to applicable law and regulations.

Motion carried unanimously.

Moved by Director Sorenson, supported by Director Causley, to approve Res. 2020-59, Trust Land Lease – LaTour Lots 616 and 617 Kinross, Michigan.

RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby authorized its Tribal Chairperson and Treasurer, to execute a lease to the land located at Kinross, Michigan to, Robert R. LaTour, and land being described as: Township of Kinross, County of Chippewa, State of Michigan, Sec. 29, T 45 N, R 1 W (0.34 acres), Lot 616 and 617, Cedar Grove Estates III

BE IT FURTHER RESOLVED, the lease is in furtherance of a Housing program operated in the promotion of the public purpose and the negotiated rental amount has been determined to be in the best interest of the Tribe and its people, and valuation in accordance with 25 CFR 162.320 is hereby waived.

Motion carried unanimously.

Moved by Director Causley, supported by Director Morrow, to approve Res. 2020-60, Re-Appointment of Lori Jump as an Appellate Judge (Community Member Position).

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby reappoints Lori Jump to serve as an Appellate Judge for the Sault Ste. Marie Tribe of Chippewa Indians Court of Appeals, for a four (4) year term beginning February 24, 2020. **Motion carried unanimously.**

Moved by Director Morrow, supported by Director Gravelle, to approve Res. 2020-61, Approving Contract Sonosky Chambers.

RESOLVED, that the Board of Directors hereby approves continuing the contract between the Sault Ste. Marie Tribe of Chippewa Indians and Sonosky, Chambers, Sachse, Endreson & Perry, LLP, for the 2020 calendar year, for the purpose of providing federal lobbying to the Tribe.

Motion carried unanimously.

Moved by Director Chase, supported by Director Morrow, to approve Res. 2020-62, Transportation Program U.S. 2 Speed Limit Reduction and No Passing Zone.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors supports and adopts this resolution to support the efforts of the U.S. 2 Intergovernmental Workgroup to advocate for a reduced speed limit from 65 mph to 55 mph and designation of a No Passing Zone along a 1.8 mile segment between the City Limits and the Duck Inn Road on U.S. Highway 2, located in Schoolcraft County, State of Michigan.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Massaway, to approve Res. 2020-63, Limited Waiver of Sovereign Immunity and Consent to Waiver of Tribal Court Jurisdiction in Re. Greektown Holdings LLC.

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

FINDINGS AND DETERMINATIONS: The Board of Directors finds and determines that:

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.

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

On May 29, 2008, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Michigan (the "Bankruptcy Court").

On January 22, 2010, the Bankruptcy Court entered the Order Confirming Second Amended Joint Plans of Reorganization for the Debtors Proposed by the Noteholder Plan Proponents Including the Official Committee of Unsecured Creditors and Indenture Trustee (the "Plan Confirmation Order"). The Plan went effective on or about June 30, 2010 (the "Effective Date"). Pursuant to the terms of the Plan, a Litigation Trust was created and Buchwald Capital Advisors LLC was designated the Litigation Trustee for the Greektown Litigation Trust. Pursuant to Section 4.19.1 of the Plan, on the Effective Date, the claims asserted against the Tribe Defendants (which includes and is defined as the Tribe and the Authority) in the Adversary Proceedings were transferred from the Debtors to the Litigation Trustee. Pursuant to Section 4.12.9 of the Plan, the Litigation Trustee has the sole power and authority to resolve the Adversary Proceedings, subject to approval by the Bankruptcy Court.

On or about May 28, 2010, the Official Committee of Unsecured Creditors of Greektown Holdings, LLC, *et al.*, filed a Complaint against the Tribe Defendants and others, which was assigned Adversary Proceeding Number 10-05712 (the "MUFTA Adversary Proceeding"). The MUFTA Adversary Proceeding Complaint alleges, among other things, that the Tribe Defendants received transfers from the Debtor Greektown Holdings, LLC for which the Tribe Defendants provided no or inadequate consideration and which may be set aside and avoided pursuant to Section 544 of the United States Bankruptcy Code, 11 USC § 101, *et. seq.* (the "Bankruptcy Code") and the Michigan Uniform Fraudulent Transfer Act.

On June 25, 2010, the Tribe Defendants filed a motion to dismiss the MUFTA Adversary Proceeding Complaint on the basis that sovereign immunity bars the claims asserted therein (the "Motion to Dismiss"). On December 23, 2010, the Bankruptcy Court entered a Stipulated Order bifurcating the Motion to Dismiss. Pursuant to the Stipulated Order, the Bankruptcy Court agreed to: (1) first consider and rule upon the legal issue of whether Congress abrogated the Tribe's sovereign immunity by enacting Section 106 of the Bankruptcy Code; and (2) the Bankruptcy Court held in abeyance the issue of whether the Tribe Defendants consensually waived their sovereign immunity.

By Stipulation dated August 9, 2010 (and approved by a Consent Order dated August 14, 2010), the Litigation Trustee was substituted as Plaintiff in the MUFTA Adversary Proceeding.

On March 22, 2011, the Bankruptcy Court entered the Order Approving Joint Motion to Approve (i) the Designation of the General Unsecured Creditors Distribution Fund Trust (the "Greektown Distribution Trust") as Disbursing Agent Under Plan,

(ii) the Appointment of Buchwald Capital Advisors LLC as Trustee of the General Unsecured Creditors Distribution Fund Trust, and (iii) the Terms of the General Unsecured Creditors Distribution Fund Trust Agreement (the “Distribution Trust Order”). Pursuant to the terms of the Distribution Trust Order, the Greektown Distribution Trust was created and Buchwald Capital Advisors LLC was designated the Distribution Trustee. Also pursuant to the Distribution Trust Order, the Litigation Trustee delegated its responsibility for administering, disputing, objecting to, compromising or otherwise resolving all proofs of claims in each of the General Unsecured Classes to the Greektown Distribution Trust.

On August 13, 2014, the Bankruptcy Court denied the Motion to Dismiss on the basis that Congress abrogated sovereign immunity by enacting Section 106 of the Bankruptcy Code. The Tribe Defendants appealed that denial to the United States District Court for the Eastern District of Michigan (the “District Court”). On June 9, 2015, the District Court reversed and remanded the MUFTA Adversary Proceeding to the Bankruptcy Court for determination of whether the Tribe Defendants waived their sovereign immunity. On September 4, 2015, the Tribe Defendants filed a motion to dismiss in the Bankruptcy Court on the basis that they had not waived their sovereign immunity (the “Sovereign Immunity Limited Waiver Motion to Dismiss”). On September 29, 2016, the Bankruptcy Court granted the Sovereign Immunity Limited Waiver Motion to Dismiss and dismissed the MUFTA Adversary Proceeding. The Litigation Trustee appealed the dismissal to the District Court and, on January 23, 2018, the District Court affirmed. On February 13, 2018, the Litigation Trustee appealed the orders dismissing the MUFTA Adversary Proceeding to the Sixth Circuit. On February 26, 2019, the Sixth Circuit entered an Opinion and Judgment affirming the dismissal of the MUFTA Adversary Proceeding. *See In re Greektown Holdings, LLC*, 917 F.3d 451 (6th Cir. 2019). On March 18, 2019, the Litigation Trustee filed a Petition for a Writ of Certiorari the Supreme Court of the United States, assigned Case No. 18-1218 (the “Supreme Court Case”).

On April 16, 2019, by Resolution 2019-107, the Board of Directors of the Tribe authorized settlement of the Supreme Court Case, and all claims remaining against the Tribe and Gaming Authority related to the Greektown Casino.

On May 7, 2019, by Resolution 2019-142, the Tribe confirmed its limited waiver of sovereign immunity under the Settlement Agreement and waived its sovereign immunity from suit in favor of the Litigation Trustee and Distribution Trustee only should an action be commenced to enforce the Tribe’s obligations under the Settlement Agreement.

On June 6, 2019, the Litigation Trustee filed a motion to approve the Settlement Agreement with the Bankruptcy Court. On June 27, 2019, Dimitrios Papas, Viola Papas, Ted Gatzaros (now deceased) and Maria Gatzaros (jointly, the “Papas/Gatzaros Defendants”) filed an Objection to the Settlement Agreement with the Bankruptcy Court (the “Papas/Gatzaros Settlement Objection”).

The Papas/Gatzaros Defendants have agreed to resolve the Papas/Gatzaros Settlement Objection if the Tribe Defendants agree, among other things, to preserve documents and also to cooperate with the Papas and Gatzaros Defendants’ reasonable discovery and trial requests made in connection with the MUFTA Adversary Proceeding as more fully set forth in Paragraph 5 (b) and (c) of the Settlement Agreement dated January 27, 2020 (the “Litigation Cooperation Provision”).

It is a necessary that the Tribe and the Authority each provide a limited waiver of sovereign immunity and the jurisdiction of the Tribal Court in connection with the resolution of the Papas/Gatzaros Settlement Objection, and the Board of Directors has determined that it is in the best interests of the Tribe grant a limited waiver the sovereign immunity and the jurisdiction of the Tribal Court for the limited purpose of allowing the Papas/Gatzaros Defendants to enforce the Litigation Cooperation Provision.

APPROVALS AND AUTHORIZATION

The Board of Directors authorizes and directs the Tribe, through its Chairperson and attorneys, on such conditions and terms as they deem fit, to resolve the Papas/Gatzaros Objection to the Settlement Agreement by agreeing to the Litigation Cooperation Provision on such terms as they may agree upon.

The Chairperson and attorneys are 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 resolution of the Papas/Gatzaros Objection consistent with this Resolution.

LIMITED WAIVER OF SOVEREIGN IMMUNITY AND CONSENT TO JURISDICTION.

The Tribe hereby grants a limited waiver of sovereign immunity in favor of the Papas/Gatzaros to enforce the Litigation Cooperation Provision under the Settlement Agreement dated January 27, 2020 and/or as provided in this Section 3.1 and/or in Section 3.2 below.

This waiver:

shall terminate upon performance by the Tribe of all of its obligations under the Litigation Cooperation Provision, is granted solely to the Papas/Gatzaros Defendants;
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 Papas/Gatzaros Defendants to enforce the obligations under Litigation Cooperation Provision;

shall be enforceable only in a court of competent jurisdiction including the United States Bankruptcy Court or any arbitrator or arbitration panel; and shall be enforceable against all assets of the Tribe to the extent necessary to satisfy the Tribe's obligation under the Litigation Cooperation Provision.

The Litigation Cooperation Provision shall be construed in accordance with and governed by the internal laws of the State of Michigan, as set forth in the Settlement Agreement. The Tribe expressly consents to the jurisdiction of the federal courts and Bankruptcy courts in Michigan, including any courts to which decisions may be appealed, with respect to any controversies arising from this resolution, the Settlement Agreement dated January 27, 2020, the Order Approving Settlement, or the Litigation Cooperation Provision.

LIMITED WAIVER OF TRIBAL COURT JURISDICTION

The Board of Directors expressly grants a limited waiver of jurisdiction of the Tribal Court over any action arising related to enforcement by the Papas/Gatzaros Defendants of the Litigation Cooperation Provision in the Settlement Agreement dated January 27, 2020 pursuant to the provisions of Section 44.108 of the Tribal Code.

LIMITATION

This Resolution shall become automatically void, without further action of the Board, should the settlement between the Tribe and the Litigation Trustee not be approved by the Bankruptcy Court.

Roll Call Vote: Motion carried unanimously.

Moved by Director Sorenson, supported by Director Gravelle, to approve Res. 2020-64, Continuation of Interim Position at Mental Health 2020.

BE IT RESOLVED, that the Board of Directors of the Sault Sainte Marie Tribe of Chippewa Indians hereby approves the continuation of Interim status of Behavior Health Supervisor.

Motion carried with Director Causley opposing.

Moved by Director Hoffman, supported by Director Sorenson, to approve an Interim Manager at the White Pine Lodge, with the 5% increase.

Motion carried unanimously.

Moved by Director Hoffman, supported by Director Gravelle, to approve Res. 2020-65, Establishment of Dental Capital Expenditures 2020 Budget.

NOW THEREFORE BE IT RESOLVED that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the establishment of a FY 2020 Capital Expenditures budget for Dental Upgrades, Renovation in the amount of Two Million Dollars (with \$500,000 from Facilities fund balance, \$500,000 from Contract Support Settlement fund balance, and \$1,000,000 from Third Party Revenues).

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

Meeting adjourned: 6:09 p.m.

Date: 3-24-2020 Secretary: Bridget Sorenson

Others present: Christine McPherson, Robert Schulte, Joel Schultz, Jen Clerc, Leo Chugunov, Kayla Pelter, Joni Talentino, Sheila Berger, Joanne Carr.