



SQUAXIN ISLAND TRIBE

RESOLUTION NO. 13-82

of the

SQUAXIN ISLAND TRIBAL COUNCIL

WHEREAS, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Tribe, its members, its lands, its enterprises and its agencies by the authority of the Constitution and Bylaws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965; and

WHEREAS, under the Constitution, Bylaws and inherent sovereignty of the Tribe, the Squaxin Island Tribal Council is charged with the duty of protecting the health, security, education and general welfare of tribal members, and of protecting and managing the lands and treaty resources and rights of the Tribe; and

WHEREAS, the Tribe is a federally-recognized Indian Tribe possessing reserved powers, including the powers of self-government; and

WHEREAS, the Squaxin Island Tribal Council has been entrusted with the creation of ordinances and resolutions in order to fulfill their duty of protecting the health, security, education and general welfare of tribal members, and of protecting and managing the lands and treaty resources of the Tribe; and

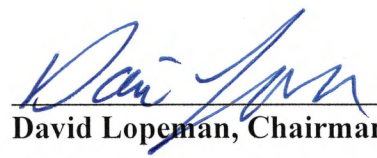
WHEREAS, on July 12, 2007 the Squaxin Island Tribal Council adopted Little Creek Casino Oversight Board Ordinance.

WHEREAS, the Squaxin Island Tribal Council finds that it would be in the best interests of the Tribe to amend Section 2.26 of the Little Creek Casino Oversight Board Ordinance so that the Little Creek Casino Oversight Board (LCOB) will be organized as a committee rather than a commission the will provide advice and recommendation rather than exercise delegated authority.

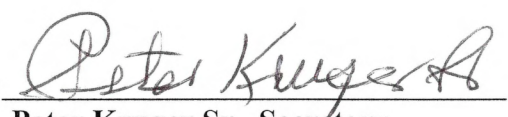
THEREFORE BE IT RESOLVED, that the Squaxin Island Tribal Council hereby adopts the amendments made to Section 2.26 of the Little Creek Casino Oversight Board Ordinance, as set out in the attached materials.

CERTIFICATION

The Squaxin Island Tribal Council hereby certifies that the foregoing Resolution was adopted at the regular meeting of the Squaxin Island Tribal Council, held on this 24th day of October, 2013, at which time a quorum was present and was passed by a vote of 6 for and 0 against, with 0 abstentions.



David Lopeman, Chairman

Attested by: 

Peter Kruger Sr., Secretary



Arnold Cooper, Vice Chairman

This redline makes the edits proposed in Rhonda Foster's August 16 email. It also establishes LCOB as advisory and without delegated authority.

Little Creek Casino Oversight Board ("LCOB") Ordinance

2.26.010 Statutory Authority.

The Squaxin Island Tribal Council hereby establishes the Little Creek Casino Oversight Board (hereafter "LCOB") as a committee pursuant to the Squaxin Island Commissions and Committees Policy Ordinance, as codified in chapter 2.24.

2.26.020 Organization and Procedures.

The LCOB shall be organized and operated in compliance with the Commissions and Committees Policy Ordinance in all respects including but not limited to the election of officers, conduct at meetings, adoption of bylaws, recording and reporting of minutes, providing of reports, and reimbursement of reasonable expenses; provided, however, that in the event of any conflict between chapter 2.24 and this ordinance, this ordinance shall control.

2.26.030 Purpose.

The LCOB is established to provide advice and recommendations to the Tribal Council and to the Little Creek Casino Resort in matters related to the general operation of the enterprise.

LCOB is expected to participate in discussions related to the casino that are significant, create risk, or deviate from a standard, practice or policy. LCOB is not expected to participate in or provide advice on day-to-day operations or management matters, unless requested to do so by management.

The LCOB shall also provide advice and recommendations as requested by LCCR on matters that are conducted within the scope of approved budgets, business plans, practices and policies, and on matters that are extra-ordinary, or deviate from or are exceptions to approved budgets, practices and policies.

2.26.040 Membership.

Each voting member of the LCOB shall be an enrolled member of the Squaxin Island Tribe, except when a positional appointment, for example, C below, is a non-member. The LCOB shall consist of eight voting members and four ex officio members, as follows:

- A. The Tribal Vice-Chairperson;
- B. An additional representative of the Tribal Council;
- C. The CEO of Island Enterprises, Inc.;
- D. The Tribal Council Secretary;
- E. Four members to be appointed by the Tribal Council from the Tribal Community; provided such members may not be employees of the Little Creek Casino Resort.

In addition, the LCOB will include as non-voting, ex-officio members: the Tribal Attorney, the Squaxin Island Gaming Commission Director, the CEO of the Little Creek Casino Resort and the CFO of the Little Creek Casino Resort.

2.26.050 Term of Office and Vacancies.

The term of each Committee member's appointment shall run concurrently with his or her tenure in the relevant Tribal government or enterprise office. The Tribal Vice-Chairman, the Tribal Council Secretary, the additional Council representative, and/or CEO of Island Enterprises, Inc. may delegate his or her membership responsibilities if he or she is unable to serve. The initial appointments of the three Tribal Community member positions shall be made consistent with section 2.24.210 of the Code for initial terms of one, two, and three years. Subsequently, all four positions will serve staggered three year terms; the fourth position will serve a three year term from October 29, 2013.

2.26.060 Meetings: Exceptions.

The LCOB shall meet quarterly. Notice shall be given no less than 5 days prior to the meeting. Provided, however, the LCOB can meet more than once every three months at the behest of the Chair if notice of the meeting and its purpose and a meaningful opportunity to participate is provided to all members on less than 5 days notice.

Notwithstanding the provisions of 2.24.120, meetings of the LCOB shall generally be held in executive session to address financial, personnel, resolution of disputes, and/or pending or threatened litigation. The Chair of the LCOB shall determine whether sessions are or are not to be in executive session. All members of the Tribal Council and/or the Squaxin Island Gaming Commission may attend meetings whether in executive session or not.

2.26.070 Quorum.

A majority of the voting members (5 of 8 when fully appointed) shall constitute a quorum.

2.26.080 Decisions.

Decisions of the LCOB shall be made by majority vote. To the extent that recommendations are to be made to the Tribal Council, the LCCR and/or the Squaxin Island Gaming Commission, the LCOB shall forward both the majority and minority positions.

2.26.090 Minutes and Reports.

Official minutes recording the motions entertained and the actions taken shall be prepared and submitted to the Tribal Council, the LCCR, the Squaxin Island Gaming Commission, and the Tribal administrative office.

The LCOB shall prepare and submit reports consistent with 2.24.160.

2.26.100 Regulations and Bylaws.

The LCOB shall have the authority to adopt bylaws and/or implementing regulations to affect the purposes herein and governing its conduct. The LCOB shall recommend regulations providing for whistleblower protection for employees, members, vendors, and/or regulators and provide a meaningful opportunity for employees, members, vendors and/or regulators to provide concerns, comments or complaints to LCOB, including, by way of example, an anonymous toll free line for communicating with LCOB.

2.26.110 Exception and Severance Provision.

The provisions of this chapter shall be severed and if any phrase, clause, sentence or provision of this chapter is found to be contrary to the Tribe's Constitution, or declared to be in violation of applicable federal law or is held to be invalid, the validity of the remainder of this chapter shall not be affected and remain in full force and effect.

This redline makes the edits proposed in Rhonda Foster's August 16 email. It also establishes LCOB as advisory and without delegated authority.

Little Creek Casino Oversight Board ("LCOB") Ordinance

2.26.010 Statutory Authority.

The Squaxin Island Tribal Council hereby establishes the Little Creek Casino Oversight Board (hereafter "LCOB") as a ~~commission~~ committee pursuant to the Squaxin Island Commissions and Committees Policy Ordinance, as codified in chapter 2.24.

2.26.020 Organization and Procedures.

The LCOB shall be organized and operated in compliance with the Commissions and Committees Policy Ordinance in all respects including but not limited to the election of officers, conduct at meetings, adoption of bylaws, recording and reporting of minutes, providing of reports, and reimbursement of reasonable expenses; provided, however, that in the event of any conflict between chapter 2.24 and this ordinance, this ordinance shall control.

2.26.030 Purpose.

The LCOB is established to ~~exercise the authority delegated to it by the Tribal Council through this Ordinance or other legislative action; to~~ provide advice and recommendations to the Tribal Council ~~;~~ ~~to provide advice, recommendations and/or oversight~~ and to the Little Creek Casino Resort in matters related to the general operation of the enterprise ~~as further described herein; and to coordinate enforcement, compliance, and dispute resolution with the Squaxin Island Gaming Commission.~~

~~The role of LCOB is to make decisions otherwise reserved to the Tribal Council, as described below, to provide recommendations to the Tribal Council in other matters described below, and to provide recommendations to LCCR and/or the Squaxin Island Gaming Commission.~~ LCOB is expected to participate in matters discussions related to the casino that are significant, create risk, or deviate from a standard, practice or policy. LCOB is not expected to participate in or provide advice on day-to-day operations or management matters, unless requested to do so by management.

~~The LCOB and Little Creek Casino Resort shall allocate and coordinate their responsibilities, with~~ The LCOB shall also provide ~~ing~~ advice and recommendations as requested by LCCR on ~~day-to-day operations, and on~~ matters that are conducted within the scope of approved budgets, business plans, practices and policies, and ~~LCOB providing review and approval~~ on matters that are extra-ordinary, or deviate from; or are exceptions to approved budgets, practices and policies.

2.26.040 Membership.

~~Consistent with section 2.24.080 of the Code, e~~Each voting member of the LCOB shall be an enrolled member of the Squaxin Island Tribe, except when a positional appointment, for example, C below, is a non-member. The LCOB shall consist of ~~seven~~ eight voting members and four ex officio members, as follows:

- A. The Tribal ~~Vice~~-Chairperson;
- B. An additional representative of the Tribal Council;
- C. The CEO of Island Enterprises, Inc.;
- ~~D. The Executive Director of General Government~~The Tribal Council Secretary;
- ~~D.~~
- E. F

~~Three-Four~~ members to be appointed by the Tribal Council from the Tribal Community; provided such members may not be employees of the Little Creek Casino Resort.

In addition, the LCOB will include as non-voting, ex-officio members: the Tribal Attorney, the Squaxin Island Gaming Commission Director, the CEO of the Little Creek Casino Resort and the CFO of the Little Creek Casino Resort.

2.26.050 Term of Office and Vacancies.

The term of each ~~Commission-Committee~~ member's appointment shall run concurrently with his or her tenure in the relevant Tribal government or enterprise office. The Tribal ~~Vice-Chairman, the Tribal Council Secretary,~~ the additional Council representative, ~~and/or~~ CEO of Island Enterprises, Inc. ~~, and/or Executive Director~~ may delegate his or her membership responsibilities if he or she is unable to serve. The initial appointments of the three Tribal Community member positions shall be made consistent with section 2.24.210 of the Code for initial terms of one, two, and three years. Subsequently, all ~~threefour~~ positions will serve staggered three year terms; the fourth position will serve a three year term from October 29, 2013.

2.26.060 Meetings: Exceptions.

The LCOB shall meet ~~no less than once every two months~~quarterly. Notice shall be given no less than 5 days prior to the meeting. Provided, however, the LCOB can meet more than once every three months at the behest of the Chair if notice of the meeting and its purpose and a meaningful opportunity to participate is provided to all members on less than 5 days notice.

Notwithstanding the provisions of 2.24.120, meetings of the LCOB shall generally be held in executive session to address financial, personnel, resolution of disputes, and/or pending or threatened litigation. The Chair of the LCOB shall determine whether sessions are or are not to be in executive session. All members of the Tribal Council and/or the Squaxin Island Gaming Commission may attend meetings whether in executive session or not.

2.26.070 Quorum.

A majority of the voting members (~~45~~ of ~~78~~ when fully appointed) shall constitute a quorum.

2.26.080 Decisions.

Decisions of the LCOB shall be made by majority vote. To the extent that recommendations are to be made to the Tribal Council, the LCCR and/or the Squaxin Island Gaming Commission, the LCOB shall forward both the majority and minority positions.

2.26.090 Minutes and Reports.

Official minutes recording the motions entertained and the actions taken shall be prepared and submitted to the Tribal Council, the LCCR, the Squaxin Island Gaming Commission, and the Tribal administrative office.

The LCOB shall prepare and submit reports consistent with 2.24.160.~~2.26.060~~
~~—Delegated Authority.~~

~~The Tribal Council delegates to the LCOB generally oversight authority over the operations and management of the Little Creek Casino Resort as more fully described in sections 2.26.070 through 2.26.160 of this chapter.~~

~~2.26.070 — Human Resources.~~

~~The LCOB shall have the following authorities:~~

~~To approve or reject amendments to human resources policies or procedures, in coordination with the Squaxin Island Gaming Commission pursuant to its authority in .090 (F);~~

~~To recommend to the Tribal Council the selection, discipline and/or dismissal of the Chief Executive Officer;~~

~~To recommend to the Tribal Council modifications to the LCCR's organization;~~

~~To approve or reject amendments or modifications to the benefits provided employees;~~

~~To approve or reject benefits other than those offered to all employees, including, for example, dependent coverage, clubs and other memberships, expense accounts or allowances, vehicles, bonuses, and other similar benefits;~~

~~To approve or reject amendments or modifications to salary and wage schedules;~~

~~To approve or reject salary and wage decisions outside of established schedules;~~

~~To approve or reject lay-offs or other reductions in force;~~

~~To recommend to the Tribal Council the approval or rejection of settlement of employment disputes in litigation matters;~~

~~To approve or reject severance packages;~~

~~To approve or reject employment pursuant to an employment agreement;~~

~~To approve or reject engaging individuals pursuant to an independent contractor agreement; and~~

~~To provide advice and recommendations to the CEO regarding the selection, discipline and/or dismissal of any employee or independent contractor.~~

~~2.26.080 — Contract Review and Approval.~~

~~The LCOB and Little Creek Casino Resort shall allocate and coordinate their responsibilities, with LCOB providing advice and recommendations as requested by LCCR on day-to-day operations, and on matters that are conducted within the scope of approved budgets, business plans, practices and policies, and LCOB providing review and approval on matters that are extra-ordinary, or deviate from, or are exceptions to approved budgets, practices and policies. To that end, by way of example only for matters related to contract review and approval, LCOB shall have the following authorities:~~

~~To approve or reject construction and non-construction contracts equal to or greater than \$15,000 using pre-approved contract templates (the LCCR shall have the authority to approve or reject such contracts in amounts less than \$15,000 using pre-approved contract templates);~~

~~To approve or reject construction and non-construction contracts in forms other than pre-approved contract templates; provided, however, if a contract not drafted using an approved Squaxin Island contract contains a waiver of sovereign immunity, or fails to expressly disclaim any waiver of sovereign immunity, the LCOB shall forward the contract to Tribal Council for review and approval with its recommendation;~~

~~To approve or reject settlement of contract disputes, other than litigation matters, equal to or greater than \$15,000; and~~

~~To approve, negotiate, execute, perform and enforce contracts for goods and services, including professional, legal and accounting services.~~

~~Any contract not receiving the approval required under this section is invalid and unenforceable, but may be ratified after the fact by proper approval.~~

~~Waivers of Sovereign Immunity.~~

~~The LCOB shall have the following authority:~~

~~Neither the LCOB nor the Little Creek Casino Resort shall have the authority to waive the sovereign immunity of the Squaxin Island Tribe except as may specifically authorized in writing by the Tribal Council.~~

~~The LCOB and the Little Creek Casino Resort shall have the authority to waive the sovereign immunity of the Squaxin Island Tribe only as expressed in pre-approved contract templates, including those previously approved by the Tribal Council, including for general government.~~

~~Business and Financial Decisions.~~

~~The LCOB shall have the following authority:~~

~~To approve or reject any purchase equal to or greater than \$15,000;~~
~~To approve or reject the sale or disposition of any asset equal to or greater than \$15,000;~~
~~To provide recommendations to the Tribal Council whether to approve or reject the elimination of facilities, departments or other major revisions;~~
~~To provide recommendations to the Tribal Council whether to approve or reject the addition of facilities, departments or other major revisions;~~
~~To provide recommendations to the Tribal Council whether to approve or reject reorganization;~~
~~To recommend to the Tribal Council whether to enter litigation as a plaintiff;~~
~~To recommend to the Tribal Council response and strategy as a defendant;~~
~~To recommend to the Tribal Council settlement of litigation;~~
~~To approve settlement of tort claims equal to or greater than \$15,000 in non-litigation matters;~~
~~To recommend to the Tribal Council entering into loan, loan amendment, or pledge;~~
~~To approve economic development efforts and initiatives.~~

2.26.110 — Financial Initiatives.

The LCOB shall have the following authority:

~~To approve, in addition to the approvals from the Squaxin Island Gaming Commission required by 6.08.080 D and .090 E, the selection of financial institutions;~~
~~To approve, in addition to the approvals from the Squaxin Island Gaming Commission required by 6.08.080 D and .090 E, the record keeping and accounting methods, and cash management systems;~~
~~To approve or reject any decision to delay significant payment or performance on a contract;~~
~~To approve or reject any deviation from the approved schedule and/or amount for distributions to the General Government;~~
~~To approve or reject any decision to delay payments, including but not limited to obligations, fees, taxes, fines, or penalties, to federal, state and/or tribal entities; and~~
~~To approve, in addition to the approvals from the Squaxin Island Gaming Commission required by 6.08.080 D and .090 E, enlarging LCCR facilities or additional construction.~~

2.26.120 — Compliance Review.

The LCOB shall have the following authority, in coordination with the Squaxin Island Gaming Commission:

~~To ensure that financial statements are complete, accurate and timely provided to the LCOB, the Tribal Council and the Squaxin Island Gaming Commission and, as required, federal or state agencies and lenders;~~
~~To ensure that audit reports are complete, accurate and timely provided to the LCOB, the Tribal Council and the, Squaxin Island Gaming Commission and, as required, federal or state agencies and lenders;~~

~~To approve or reject the disclosure of audit and/or management reports other than as required by federal law or state tribal compact; and~~

~~To receive, coordinate response and respond to any notice of warning letter, notice of violation, penalty, compact violation and/or any other compliance related matters from federal or state agencies or lenders.~~

~~The LCOB shall coordinate compliance, review, and resolution, with the Squaxin Island Gaming Commission of compliance matters.~~

~~The LCOB shall make recommendations to Tribal Council regarding resolution of unresolved compliance matters;~~

~~The LCOB shall establish to the extent not already provided by the Squaxin Island Gaming Commission procedures to ensure compliance with NIGC regulations and laws;~~

~~The Commission shall establish procedures to ensure compliance with the terms of the state tribal compact, including but not limited to the obligation to ensure community contribution distributions mandated by the state tribal compact are timely made in the correct amount.~~

2.26.130 — Dispute Resolution.

The LCOB shall have the authority:

~~A. — At the request of the Squaxin Island Gaming Commission, to resolve any disputes over the interpretation and application of the state tribal compact; provided however, if the issue is not resolved by the LCOB, the LCOB, shall present its recommendations to the Squaxin Island Gaming Commission.~~

~~At the request of the Squaxin Island Gaming Commission, to resolve any disputes over the interpretation and application of laws and regulations administered by the NIGC between the LCCR and the Squaxin Island Gaming Commission; provided however, if the issue is not resolved by the LCOB, the LCOB shall present its recommendations to the Squaxin Island Gaming Commission.~~

~~To resolve patron disputes; to the extent not resolved by LCCR and/or the Squaxin Island Gaming Commission; and~~

~~To resolve vendor disputes, to the extent not resolved by LCCR.~~

2.26.140 — Budget.

The LCOB shall have the following authority:

~~To make recommendations to the Tribal Council whether to approve or reject the LCCR budget and/or business plan.~~

~~To approve or reject any deviation in the approved budget equal to or greater than 10% in part or in total;~~

~~To approve or reject any deviation in the approved cash reserve balance or capital expenditures; and~~

~~To approve or reject any action that would result in a violation of any financial covenant that LCCR has contracted to perform.~~

~~2.26.150~~ — Marketing.

The LCOB shall have the following authority:

~~To approve or reject marketing and promotions equal to or greater than \$15,000 cost over the lifetime of the project; and~~

~~To approve or reject the choice of permanent signage, logos, and themes.~~

2.26.100 Regulations and Bylaws.

The LCOB shall have the authority to adopt bylaws and/or implementing regulations to affect the purposes ~~of the delegations authorized~~ herein and governing its conduct. The LCOB shall ~~adopt~~recommend regulations providing for whistleblower protection for employees, members, vendors, and/or regulators and provide a meaningful opportunity for employees, members, vendors and/or regulators to provide concerns, comments or complaints to LCOB, including, by way of example, an anonymous toll free line for communicating with LCOB.

2.26.110 Exception and Severance Provision.

The provisions of this chapter shall be severed and if any phrase, clause, sentence or provision of this chapter is found to be contrary to the Tribe's Constitution, or declared to be in violation of applicable federal law or is held to be invalid, the validity of the remainder of this chapter shall not be affected and remain in full force and effect.