

Act 13-26

1 An Act amending Title 16, chapter 1 to add new sections related to expenditures, and a new
2 subchapter related to Mille Lacs Corporate Ventures; amending Title 16, chapter 2, subchapter
3 2, section 1101 to add language related to the purpose of business corporations. A public
4 hearing was held on this Bill in October of 2025.

5
6 The District I, II, and III Representatives introduced the following Bill on the 18th day of
7 March, 2026.

8
9 **BE IT ENACTED BY THE BAND ASSEMBLY OF THE NON-REMOVABLE MILLE**
10 **LACS BAND OF OJIBWE:**

11
12 **Section 1. Amending Title 16, chapter 1, subchapters 1 and 2; Enacting Title 16, chapter 1,**
13 **subchapter 3.**

14
15 **CHAPTER 1**

16
17 **GENERAL PROVISIONS**

18
19 **Subchapter**

20 **1. Commissioner ~~for~~of Corporate Affairs**

21 **2. Corporate Commission**

22 **2.3. Mille Lacs Corporate Ventures**

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24
25 **SUBCHAPTER 1**

26
27 **COMMISSIONER ~~FOR~~OF CORPORATE AFFAIRS**

28
29 **Section**

30 **1. Establishment.**

31 **2. Appointment.**

32 **3. Removal.**

33 **4. Powers and Duties.**

34 **~~5. Ministerial Powers and Duties of Commissioner for Corporate Affairs.~~**

35 **5. Commissioner’s Orders.**

36 **6. Annual Budget.**

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39 **§ 1. Establishment.**

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41 The Office of the position of Commissioner ~~for~~of Corporate Affairs is established.

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§ 2. Appointment.

The Commissioner ~~for~~of Corporate Affairs shall be appointed to a ~~four~~two-year-term by the Chief Executive with ratification of the Band Assembly.

§ 3. Removal.

The Commissioner ~~for~~of Corporate Affairs may be removed from office pursuant to 3 MLBS § 28 or by the consent of four (4) of the Band’s five (5) elected officials.

§ 4. Powers and Duties.

~~The Commissioner for Corporate Affairs shall have the powers and duties which are set forth in this title.~~

~~**§ 5. Ministerial powers and Duties of Commissioner for Corporate Affairs.**~~

The Commissioner ~~for~~of Corporate Affairs shall have the following ~~ministerial~~ duties:

- (a) to oversee the legal entity governance of businesses incorporated as a Corporate Body Politic under 16 MLBS § 1101, ensuring that board members and employees operate according to standard business practices, Band statute, the Tribal Employment Rights Office code, and the company’s founding documents, such as a corporate charter and bylaws. In order to accomplish this, the Corporate Commissioner shall:
 - (1) serve as an ex officio, non-voting member of the governing boards of the Corporate Commission and Mille Lacs Corporate Ventures with authority to attend any meeting where those voting members of the board present meet the requirements to establish a quorum;
 - (2) have free access to all corporate and business documents, including confidential and privileged attorney-client documents and litigation documents, and have direct access to any such document in hard copy and electronic form that allows the Corporate Commissioner to interact with and analyze the data, such as a Microsoft Word or an Excel document;
 - (3) have the authority to order and oversee corporate audits of any kind;
 - (4) provide factual information, objective advice, and recommendations to the Chief Executive and Band Assembly about the corporations and their

86 subsidiaries, governance, operations, finances, personnel, or any other
87 business or corporate matter regularly and upon request; and

88
89 (5) refrain from sharing corporate trade secrets or confidential information,
90 except that the Commissioner may share such information with the Band's
91 Chief Executive and Secretary-Treasurer upon request.

92
93 (b) to foster a business environment on the Reservation that encourages and promotes
94 economic development, business development, workforce development, investment
95 and prosperity;

96
97 ~~(a)~~(c) to provide an effective and efficient system of administration for the Mille Lacs Band
98 Business Corporation Act (16 MLBS § 1001 et seq.);

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100 ~~(b)~~(d) to provide an effective and efficient system of administration for the Mille Lacs Band
101 Business Corporation Act (16 MLBS § 2001 et seq.);

102
103 ~~(e)~~(e) to provide reporting and accounting for a Net Revenue Allocation Schedule in form
104 prescribed by the Band Assembly pursuant to 16 MLBS § 11008; and

105
106 (f) to provide an effective and efficient administrative system to license and certify
107 Foreign Corporations under the Band's Commercial Licensing Statute (18 MLBS § 1
108 et seq.); and

109
110 ~~(d)~~(g) to exercise any additional powers necessary to carry out the purposes of this
111 subchapter.

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114 **§ 65. Commissioner's Orders.**

115
116 (a) The Commissioner of Corporate Affairs shall issue regulations to accomplish the duties
117 under 16 MLBS § 54, in the form of Commissioner's Orders.

118
119 (b) Such ~~Commissioner's O~~rders shall be subject to annulment by the Band Assembly
120 pursuant to 3 MLBS § 20.

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123 **§ 6. Annual Budget.**

124
125 The Office of the Corporate Commissioner shall operate in accordance with an annual budget
126 duly authorized by bill.

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130 **SUBCHAPTER 2**

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CORPORATE COMMISSION

Part

A. General Provisions

B. Expenditures

PART A

GENERAL PROVISIONS

Section

101. Establishment.

102. Purposes.

~~103.~~ 103. Board Composition of Directors.

~~103,104.~~ 104. Corporate Executive Officer.

~~104,105.~~ 105. Corporate Body Politic.

~~105,106.~~ 106. Limited Liability and Indemnification.

107. Enumerated Powers.

~~106,108.~~ 108. Additional Powers.

~~107,109.~~ 109. Corporate Charter.

~~108,110.~~ 110. Net Revenue Allocation Schedule.

~~109,111.~~ 111. Sovereign Immunity.

112. Waiver of Sovereign Immunity.

~~110,113.~~ 113. Assets and Liabilities of the Band.

~~111.~~ 114. Corporate Powers and Duties of Corporate Commissioner.

§ 101. Establishment.

- (a) The Corporate Commission of the Mille Lacs Band of ~~Chippewa Indians~~Ojibwe is established as a Corporate Body Politic. As a Corporate Body Politic, the Corporate Commission is both a political subdivision, clothed by federal and tribal law with all the privileges and immunities of the Band, except as expressly limited; and a separately chartered corporation under 16 MLBS § 1101(~~4~~).
- (b) The Corporate Commission shall serve as the parent company of Grand Casino Mille Lacs, located in Onamia, Minnesota; and Grand Casino Hinckley, located in Hinckley, Minnesota. Effective October 28, 2014, the name under which the Corporate Commission conducts business shall now be “Mille Lacs Corporate Ventures,” and all powers, duties, privileges, and immunities of the Corporate Commission provided for in Band statutes and laws shall inure to such entity; and all

173 references in Band laws, resolutions, or policy to the Corporate Commission shall
174 include such entity.

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177 **§ 102. Purposes.**

178
179 The Corporate Commission of the Mille Lacs Band of ~~Chippewa Indians~~Ojibwe is established:

- 180
181 ~~(a) to exercise a more effective form of commerce;~~
182
183 ~~(b) to control and manage the economic affairs of the Mille Lacs Band of Chippewa Indians;~~
184
185 ~~(c)(a) _____ to establish and operate commercial enterprises as it may deem to be for the~~
186 ~~Band's benefit of the Mille Lacs Band of Chippewa Indians;~~
187
188 ~~(d)(b) _____ to make sound business and economic development decisions, consistent with~~
189 ~~this chapter, in a way that is insulated from day-to-day political considerations faced by~~
190 ~~Band elected leaders;~~
191
192 ~~(e)(c) _____ to avail the Band of the benefits of engaging in business and economic~~
193 ~~development without subjecting the Band government, qua government, to erosion of~~
194 ~~Band sovereignty;~~
195
196 ~~(f)(d) _____ to insulate Band assets from liability assumed in the conduct of business~~
197 ~~operations of the Corporate Commission or as wholly owned subsidiary thereof; and-~~
198
199 ~~(g)(e) _____ for any other purposes set forth in the Corporate Commission's Charter or bylaws~~
200 ~~of the Corporate Commission that are not inconsistent with this Title.~~

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202
203 **§ 103. Board Composition of Directors.**

204
205 ~~The Corporate Commission shall be comprised of 5 board members and the Commissioner of~~
206 ~~Corporate Affairs. The 5 Board members shall be nominated by the Chief Executive and ratified~~
207 ~~by the Band Assembly. The term of the Commissioner of Corporate Affairs serving at the time~~
208 ~~of the passage of Band Statute 1202 MLC 16 shall continue until January 1, 1993. The~~
209 ~~Commissioners serving at the time of the passage of Band Statute 1202 MLC 16 shall remain as~~
210 ~~Commissioners. Any vacancies existing on the Corporate Board shall be filled in a manner~~
211 ~~prescribed in this title. The Corporate Board shall select one among its members who shall serve~~
212 ~~a four year term, one who shall serve a three year term, two who shall serve a two year term,~~
213 ~~and one who shall serve a one year term; subsequent appointments after these terms expire shall~~
214 ~~run for four years. At least one member of the Board shall be a Band member residing in District~~
215 ~~1; At least one member of the Board shall be a Band member residing in District 2; At least one~~
216 ~~member of the Board shall be a Band member residing in District 3. The Commissioner of~~
217 ~~Corporate Affairs shall serve as Chairman and Chief Operating Office of the Corporation. The~~

218 ~~Board shall elect from its membership an individual to serve as the Chief Financial Officer of~~
219 ~~the Corporation.~~

220
221 (a) The Corporate Commission shall be governed by a board of directors consisting of
222 five (5) directors.

223
224 (1) The Chief Executive shall nominate two (2) individuals who possess
225 extensive experience in business or corporate governance and submit their
226 names to the Secretary-Treasurer. Within ten (10) calendar days after receipt
227 of the nominations by the Secretary-Treasurer, the Secretary-Treasurer shall
228 ratify one (1) of the two (2) nominees to be a Member of the Board.

229
230 (2) Each District Representative shall nominate two (2) individuals and submit
231 their names to the Chief Executive. Within ten (10) calendar days after
232 receipt of the nominations by the Chief Executive, the Chief Executive shall
233 ratify one (1) of the two (2) nominees to be a Member of the Board.

234
235 (3) The Secretary-Treasurer shall nominate two (2) individuals who possess
236 extensive experience in business or corporate governance and submit their
237 names to the Chief Executive. Within ten (10) calendar days after receipt of
238 the nominations by the Chief Executive, the Chief Executive shall ratify one
239 (1) of the two (2) nominees to be a Member of the Board.

240
241 (4) If the Chief Executive or the Secretary-Treasurer do not ratify one from any
242 of the nominations sent to them within the time prescribed, then the Band
243 Assembly shall select such member by majority vote.

244
245 (5) If any elected official does not submit a nomination within 30 calendar days
246 after a vacancy has occurred, then the Band Assembly shall nominate two (2)
247 individuals by majority vote and submit their names to the Chief Executive
248 for ratification to the Board within ten (10) calendar days of receipt.

249
250 (6) No member shall take office until swearing to the oath of office pursuant to 2
251 MLBS § 8.

252
253 (a)(b) Directors shall possess a duty of loyalty to the Corporate Commission and shall not
254 vote on any matter in which the director possesses a conflict of interest, defined as a
255 vested interest of the director, which may include money, status, knowledge,
256 relationships, or reputation, which puts into question whether the director's actions,
257 judgment, or decision-making can be unbiased. The director shall also not engage in
258 self-dealing, defined as acting in one's own interests instead of those of the
259 Corporate Commission. Violation of any of these ethical standards shall result in a
260 director's removal by the board.

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262

263 **§ 104. Corporate Executive Officer.**

264
265 The position of Corporate Executive Officer is established to operate and manage the Corporate
266 Commission as its chief executive officer and to exercise all authorities conferred by this
267 subchapter. The Corporate Executive Officer shall be hired and supervised by the Board of
268 Directors and shall serve as an employee of the Corporate Commission.

270
271 **§ 1054. Corporate Body Politic.**

272
273 The Corporate Commission shall be incorporated as a Corporate Body Politic under 16 MLBS
274 § 1101(4)). As a Corporate Body Politic the Corporate Commission shall have membership
275 consisting of the Chief Executive, ~~the Speaker of the Band~~ Assembly, and the District
276 Representatives instead of shareholders.

277
278
279 **§ 1065. Limited Liability and Indemnification.**

280
281 ~~The corporation~~ Corporate Commission shall indemnify any person who was or is a party or
282 threatened to be made a party to any threatened, pending or completed action, suit or proceeding
283 either civil, criminal, administrative or investigative by reason of the fact that he or she is or was
284 a director, officer, agent or employee acting on behalf of the corporation, or is or was serving at
285 the request of the corporation as a director or officer of another enterprise or corporation, against
286 expenses, including attorneys' fees and costs, judgments, fines and amounts paid in settlement
287 actually and reasonably incurred by him in connection with such action, suit or proceeding, to
288 the extent that such person is not otherwise indemnified. The corporation shall not be required to
289 indemnify such director, officer, agent or employee if independent counsel shall determine
290 pursuant to a judicial decision in any such action, suit or proceeding or independently, in case of
291 settlement, that the director, officer, agent or employee has failed to act in good faith and with
292 that degree of diligence, care and skill which ordinary prudent people would exercise under
293 similar circumstances in like positions.

294
295
296 **§ 1076. Enumerated Powers.**

297
298 The Corporate Commission shall have the following specifically enumerated powers:

- 299
300 (a) ~~t~~To engage in business and economic development endeavors;
- 301
302 (b) ~~t~~To enter into any contracts or agreements necessary for business or economic
303 development endeavors;
- 304
305 (c) ~~t~~To enter into compacts or other agreements with the state or federal government in
306 furtherance of engaging in business or economic development endeavors;
- 307

308 (d) ~~t~~To form and incorporate wholly owned subsidiary business ~~corporations and non-~~
309 ~~profit corporations with separate articles, bylaws, board of directors, and separate~~
310 ~~employer ID numbers~~ entities to conduct the affairs of individual business endeavors
311 and to insulate the Corporate Commission from liability of those endeavors; and-
312

313 ~~(1) The Corporate Commission shall name the Board of Directors of any such~~
314 ~~corporations and shall approve the articles and bylaws of any such corporation~~
315 ~~before the same shall become effective.~~

316
317 ~~(2) The Corporate Commission may assign any duties and/or privileges of any~~
318 ~~agreement or contract the commission has entered into to a wholly owned~~
319 ~~subsidiary whose specific business purpose is relevant to such agreement or~~
320 ~~contract.~~

321
322 (e) [Repealed]

323
324 (f) to enter into arm's-length agreements with outside firms to acquire services
325 necessary to run gaming operations, including accounting services, legal services,
326 management services, and the like. All such agreements shall be subject to
327 procurement procedures in Title 7 of Band statute and approved by the Board of
328 Directors.

329
330
331 **§ 108. Additional Powers.**

332
333 Any additional powers exercised by the Corporate Commission under § 107 must be specifically
334 enumerated in a set of articles and bylaws and be approved by the board of directors. Such
335 articles, bylaws, and any additional specifically enumerated powers contained therein must be
336 approved by resolution of the Band Assembly before they shall become effective. Any
337 amendments to the articles and bylaws must be approved by resolution of the Band Assembly
338 before they shall become effective.

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341 **§ 1097. Corporate Charter.**

342
343 The Corporate Commission shall draft and approve a charter and bylaws to be submitted to the
344 Band Assembly for ratification. Such charter and bylaws, and amendments or changes thereto,
345 shall not become effective until ratified by the Band Assembly.

346
347
348 **§ 1108. Net Revenue Allocation Schedule.**

349
350 The Band Assembly shall by resolution adopt a Net Revenue Allocation Schedule to provide for
351 the allocation of net revenue from any business conducted by the ~~corporation~~ Corporate
352 Commission or any wholly owned subsidiary of the Corporate Commission. The Net Revenue

353 Allocation Schedule includes a capital projects reserve not to exceed a 4% gross revenue,
354 consistent with industry standards, to upkeep and maintain the facilities, and to continue the
355 improvement of the facilities necessary to ensure the Casinos remain premiere entertainment
356 destinations. The Band shall maintain the gross revenue capital projects reserve in an interest-
357 bearing account under the direction of the Commissioner of Finance and the Office of
358 Management and Budget. Expenditures shall be made from said reserve only as expressly
359 authorized by formal appropriation by the Band Assembly.

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362 **§ 11109. Sovereign Immunity.**

363

364 (a) The Corporate Commission shall be clothed by federal and tribal law with all the
365 privileges and immunities of the Band, except as specifically limited by this ~~title~~subchapter,
366 including sovereign immunity from suit in any state, federal or tribal court. Nothing contained in
367 this ~~title~~subchapter shall be deemed or construed to be a waiver of sovereign immunity by the
368 Corporate Commission from suit which may be waived only in accordance with this
369 ~~title~~subchapter, the Corporate Commission Charter and Bylaws. Nothing in this chapter shall be
370 deemed or construed to be a consent of the Corporate Commission to the jurisdiction of the
371 United States or of any sState or of any tribe or band other than the Band with regard to the
372 business or affairs of the corporation.

373

374 (b)

375

376 ~~(1) Sovereign immunity of the Corporate Commission may be waived only by formal~~
377 ~~resolution of the corporation's Board of Directors. Waivers of sovereign immunity~~
378 ~~are disfavored and shall be granted only when necessary to secure a substantial~~
379 ~~advantage or benefit to the corporation.~~

380

381 ~~(2) Any waiver of sovereign immunity shall be specific and limited as to:~~

382

383 ~~(i) duration,~~

384

385 ~~(ii) the grantee,~~

386

387 ~~(iii) the particular transaction,~~

388

389 ~~(iv) definite property or funds, if any, of the corporation,~~

390

391 ~~(v) a particular court having jurisdiction pursuant thereto and~~

392

393 ~~(vi) the law that shall be applicable thereto.~~

394

395 ~~(3) Any express waiver of sovereign immunity by resolution of the Board, shall not be~~
396 ~~deemed a consent to the levy of any judgment, lien or attachment upon property of~~
397 ~~the corporation other than property specifically pledged or assigned, or a consent to~~

398 ~~suit in respect of any land within the Reservation or a consent to the alienation,~~
399 ~~attachment or encumbrance of any such land.~~

400
401
402 **§ 112. Waivers of Sovereign Immunity.**
403

404 (a) The Corporate Commission's sovereign immunity may be waived only by formal
405 resolution of the corporation's board of directors. Waivers of sovereign immunity are
406 disfavored and shall be granted only when necessary to secure a substantial
407 advantage or benefit to the corporation.

408
409 (b) Any waiver of sovereign immunity shall be specific and limited as to:

410
411 (1) the duration;

412
413 (2) the grantee;

414
415 (3) the particular transaction;

416
417 (4) definite property or funds, if any, of the corporation;

418
419 (5) a particular court having jurisdiction pursuant thereto; and

420
421 (6) the law that shall be applicable thereto.

422
423 (c) Any express waiver of sovereign immunity by resolution of the board shall not be
424 deemed a consent to the levy of any judgment, lien, or attachment upon property of
425 the corporation other than property specifically pledged or assigned, or a consent to
426 suit in respect of any land within the Reservation or a consent to the alienation,
427 attachment, or encumbrance of any such land.

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430 **1130. Assets and Liabilities of the Band.**
431

432 ~~The corporation~~ Corporate Commission shall have only those assets specifically assigned to it
433 by the Band or acquired in its name by the Band or the ~~Corporate Commission~~ corporation on its
434 own behalf. Nothing in this chapter, nor any activity of the corporation, shall implicate or in any
435 way involve the credit or assets of the Band or obligate the Band for the obligations of the
436 corporation except for any liability or obligation specifically assumed in writing. The Corporate
437 Commission shall not incur any debt or financial obligations except by bill.

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439
440 **§ 111. Corporate Powers and Duties of Corporate Commissioner.**
441

- 442 (a) — The Corporate Commissioner shall have the following corporate duties and
443 responsibilities:
444
- 445 (1) — The Commissioner of Corporate Affairs shall serve as the Chief Operating
446 Officer of the Corporate Commission.
447
- 448 (2) — The Corporate Commissioner or the Corporate Commissioner’s Designee
449 shall serve as the Chief Operating Officer, or, if at the discretion of the
450 Corporate Commissioner, as a Board Member other than the CEO of any
451 wholly owned subsidiary.
452
- 453 (3) — Any additional powers necessary to carry out the purposes as described in
454 this chapter.
455

456 (b) —

- 457
- 458 (1) — The Commissioner of Corporate Affairs shall issue regulations and other
459 directives to accomplish the above duties in the form of Corporate Orders.
460
- 461 (2) — Such Corporate Order shall be subject to voidance by a majority of the Board
462 members of the Corporate Commission provided that such rejection of the
463 Corporate Order be made in writing by a majority of Board members within
464 three (3) days of the Board members receiving constructive notice of the
465 corporate order.
466
467

468 PART B

470 EXPENDITURES

471 Section

472 151. Gaming Expenditures.

473 152. General Appropriation.

474 153. Revenue.

475 154. Operations Budget.

476 155. Capital Projects Budget.

477 156. Reporting Requirements.

478 157. Miscellaneous Provisions.

480 § 151. Gaming Expenditures.

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483

484 Appropriations and authorized expenditures to the Corporate Commission for the operations,
485 and capital and economic development projects of Grand Casino Hinckley and Grand Casino
486 Mille Lacs (“Casinos”) shall be subject to the following provisions of Subchapter 2, Part B.
487
488

489 **§ 152. General Appropriation.**
490

491 The Corporate Commission shall operate in accordance with an annual budget duly authorized
492 by Band Assembly resolution and this subchapter.
493

494 (a) No later than August 1 each year, the Corporate Commission shall submit a budget to
495 the Band Assembly for the subsequent fiscal year. The budget shall be in such form
496 and content to provide supporting details in accord with general custom and usage for
497 similar types of business budgets and shall be specific in detail to allow the Band
498 Assembly to reasonably discern the proposed actions and expenditures of Casinos.
499 The proposed budget shall consist of the following component parts: existing and
500 proposed capital and economic development projects, and the general operations of
501 Casinos.
502

503 (b) Unless otherwise approved by Band Assembly Resolution, all funds previously
504 appropriated and remaining at the end of a fiscal year shall not be carried over into
505 the next fiscal year but shall be deposited into the treasury of the Mille Lacs Band
506 Government within 60 calendar days after the start of the subsequent fiscal year, but
507 no later than November 30.
508

509 (c) The Corporate Commission CEO and Corporate Commissioner shall report to the
510 Band Assembly on a quarterly basis, or as otherwise requested by the Band
511 Assembly, the cash requirement levels needed to operate Casinos and the justification
512 to support the use of such funds.
513
514

515 **§ 153. Revenue.**
516

517 (a) One hundred percent of the net gaming revenue shall be deposited monthly into the
518 Band treasury. The Casinos shall calculate and remit their net revenues for a fiscal
519 month no later than the 20th calendar day of the following month to the General Fund
520 of the Band.
521

522 (b) Net Revenue is defined as the gross revenue from all departments, units, and all other
523 sources of the integrated casino-hotel-entertainment facilities within and affiliated
524 with the Casinos, less reasonable and proper operating expenses for those facilities,
525 and related businesses.
526

527 (c) For purposes of computing net revenue, reasonable and proper operating expenses
528 may include but are not limited to:
529

- 530 (1) payment of wages, salaries, benefits, training and educational programs for
531 employees;
532
533 (2) payment of principal and interest for debt acquired to maintain and improve
534 assets;
535
536 (3) prizes;
537
538 (4) materials and supplies;
539
540 (5) administrative fees;
541
542 (6) utilities;
543
544 (7) repairs and maintenance;
545
546 (8) interest on installment contract purchases;
547
548 (9) insurance and bonding;
549
550 (10) advertising and marketing expenses;
551
552 (11) fees paid for professional services, provided there is a valid contract between
553 the Corporate Commission and the professional service provider;
554 (12) security costs;
555
556 (13) costs associated with regulatory compliance;
557
558 (14) equipment purchases and leases;
559
560 (15) trash removal;
561
562 (16) snow removal;
563
564 (17) costs of goods purchased; and
565
566 (18) a reasonable operating reserve fund for expenditures that may arise
567 periodically but not in a regular recurring manner.
568
569

570 **§ 154. Operations Budget.**
571

572 Any line-item budget modification totaling \$100,000.00 or more, must be approved by the
573 Corporate Commission Board of Directors. The Corporate Commission CEO shall notify the
574 Band Assembly and the Office of the Secretary-Treasurer of the Band of the change in writing
575 within five (5) business days of the Corporate Commission Board of Directors' action. Any

576 cumulative budget modification to net revenues over \$1,000,000.00 must be approved by Band
577 Assembly.

578
579

580 **§ 155. Capital Projects Budget.**

581

582 (a) Capital projects are funded by Band Assembly appropriation. The Corporate
583 Commission CEO shall present the Capital Projects Plan to the Commissioner of
584 Finance no later than August 1 of each year. The Plan shall include detailed reports
585 which describe capital improvements completed during the fiscal year as well as
586 those planned for the next fiscal year and four (4) years thereafter. The Plan shall not
587 be binding on the Casinos but will be used by the Band Assembly as a tool to project
588 future capital project cost outlays to facilitate the annual budgetary process. Upon
589 receipt of the Plan, the Commissioner of Finance and the Corporate Commission
590 CEO shall meet with the Band Assembly to discuss the details of the Plan. The Band
591 Assembly reserves all authority to approve or adjust any Plan proposed by the
592 Corporate Commission CEO.

593

594 (b) At the end of each fiscal year, the Corporate Commission shall submit a report
595 detailing the fiscal year's capital expenditures and funds expended to complete
596 projects for the Casinos. Except as otherwise approved by Band Assembly
597 Resolution, any funds previously appropriated and remaining at the end of the fiscal
598 year, excluding obligated funds in any casino capital improvement budget line-item
599 at the end of the fiscal year, shall be deposited in the Band's treasury within 60
600 calendar days.

601

602

603 **§ 156. Reporting Requirements.**

604

605 (a) The Corporate Commission and Casinos shall provide quarterly reports to the Chief
606 Executive, Speaker of the Assembly, District Representatives, and the Commissioner
607 of Finance at official quarterly meetings and at other times as requested.

608

609 (b) The required form of reporting shall be in a format acceptable to the Band Assembly
610 to maximize the value of the information contained therein. The Band Assembly may
611 at any time, following reasonable notice, call to meet with the Corporate
612 Commission CEO to discuss any matter concerning the Casinos. At a minimum, the
613 Corporate Commission shall report or cause to be reported to the Band Assembly the
614 following information concerning the operations of the Casinos:

615

616 (1) a quarterly balance sheet, income or profit and loss, and cash flow statements
617 of the Casinos;

618

619 (2) annual audited financial statements of the Casinos within 120 days of the end
620 of the fiscal year;

621

- 622 (3) all other activities the Casinos are engaged in;
623
- 624 (4) any business record, statement, or other document in the possession or control
625 of the Casinos, delivered no later than ten (10) consecutive business days from
626 the date of request by the Band Assembly;
627
- 628 (5) a monthly written summary of all Casino vendor contracts which have been
629 submitted to the Corporate Commission Legal Department for review. The
630 contract summary shall be submitted within five (5) business days of the end
631 of each month. The summary shall include:
632
- 633 (i) the contract name;
634
- 635 (ii) the name of the vendor providing goods and/or services;
636
- 637 (iii) the contract amount;
638
- 639 (iv) the description of the goods and/or services to be provided;
640
- 641 (v) the contract start and end dates;
642
- 643 (vi) the casino department for which the goods or services are to be
644 provided and the departmental employee who initiated the contract;
645
- 646 (vii) the master control number; and
647
- 648 (viii) other ancillary information applicable to the contract.
649
- 650 (6) a Band member and other Native American employment summary at quarter
651 end. The summary shall be in sufficient detail to discern position, date of hire,
652 date of termination, and tribal affiliation.
653

654 **§ 157. Miscellaneous Provisions.**

- 657 (a) **Loans for Casinos and Other Credit.** The Corporate Commission shall not borrow,
658 lend or enter into any loan agreement or establish any line of credit for the Casinos
659 without approval by Band Assembly resolution.
660
- 661 (b) **Tax Revenue.** All tax revenue collected by the Corporate Commission or the Casinos
662 shall not be distributed or used for any purpose other than that expressly provided for
663 by appropriation of the Band Assembly.
664
- 665 (c) **Employment Information.** The Corporate Commission, on behalf of the Casinos,
666 shall submit a report to the Band Assembly detailing the specific budgeted dollar
667 amount for each of the top 50 positions, vacant or filled, held at the Casinos and shall

668 report a dollar value in the aggregate for all the remaining positions no later than
669 March 1 of every year. Bonus amounts for each of the top positions must also be
670 included in this report.

671
672 (d) **Prohibited Projects.** The Corporate Commission and Casinos shall not use funds for
673 any business activity, purpose, or venture that is illegal or inconsistent with the values
674 of the Band.

675
676 (e) **Band Member Development.** The professional and personal development of Band
677 Members is a priority of the Band. As such, the Casinos shall:

678 (1) work with Band Member Development Advocates and TERO
679 Representatives, who are employees of the Band, at each of the Casinos to
680 ensure Band members are given opportunities for employment and
681 professional growth to increase Band member self-esteem and career
682 progression;

683
684 (2) increase Band Member employment, retention, promotion, and training
685 opportunities by 10% every year;

686
687 (3) implement measurable and sustainable Band Member development goals;

688
689 (4) create and implement a Band Member succession plan for management
690 positions; and

691
692 (5) submit monthly reports to Band Member Development Advocates and TERO
693 Representatives that include statistics on the number of Band members hired,
694 working positions, training opportunities and results, and promotions in the
695 Casinos. Band Member Development Advocates and TERO Representatives
696 shall then provide quarterly reports to the Band Assembly.

697
698 (f) Human Resources and departmental management shall be responsible and held
699 accountable to ensure the Band Member goals and promotion opportunities described
700 in subsection (e) are routine and applied on a consistent basis. Human Resources and
701 departmental management may be re-structured if these goals are not consistently
702 met.

703
704 (g) Failure to meet the requirements in this Subchapter will result in fines levied by the
705 Secretary-Treasurer, or withholding of funds.

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710 **SUBCHAPTER 3**

711
712 **MILLE LACS CORPORATE VENTURES**

- 713
- 714 **Part**
- 715 **A. General Provisions**
- 716 **B. Expenditures**
- 717 **C. Non-Gaming Expenditures**

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720 **PART A**

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722 **GENERAL PROVISIONS**

723

724 **Section**

725 **201. Establishment.**

726 **202. Purposes.**

727 **203. Corporate Body Politic.**

728 **204. Board of Directors.**

729 **205. Duty of Loyalty.**

730 **206. Corporate Executive Officer.**

731 **207. Limited Liability and Indemnification.**

732 **208. Enumerated Powers.**

733 **209. Subsidiary Corporations.**

734 **210. Additional Powers.**

735 **211. Corporate Charter.**

736 **212. Net Revenue Allocation Schedule.**

737 **213. Sovereign Immunity.**

738 **214. Waivers of Sovereign Immunity.**

739 **215. Assets and Liabilities of the Band.**

740

741

742 **§ 201. Establishment.**

743

744 (a) Mille Lacs Corporate Ventures is established as a Corporate Body Politic. As a

745 Corporate Body Politic, Mille Lacs Corporate Ventures is both a political

746 subdivision, clothed by federal and tribal law with all the privileges and immunities

747 of the Band, except as expressly limited; and a separately chartered corporation

748 under 16 MLBS § 1101.

749

750 (b) Mille Lacs Corporate Ventures shall serve as the parent company of all companies

751 previously formed as subsidiaries to the Corporate Commission, except for Grand

752 Casino Mille Lacs and Grand Casino Hinckley.

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755 **§ 202. Purposes.**

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Mille Lacs Corporate Ventures is established:

- (a) to establish and operate non-gaming commercial enterprises as it may deem to be for the benefit of the Mille Lacs Band of Ojibwe;
- (b) to make sound business and economic development decisions, consistent with this chapter, in a way that is insulated from day-to-day political considerations faced by Band elected leaders;
- (c) to avail the Band of the benefits of engaging in business and economic development without subjecting the Band government to erosion of Band sovereignty;
- (d) to insulate Band assets from liability assumed in the conduct of business operations of Mille Lacs Corporate Ventures or as a wholly owned subsidiary thereof; and
- (e) for any other purposes set forth in Mille Lacs Corporate Ventures' charter or bylaws that are not inconsistent with this subchapter.

§ 203. Corporate Body Politic.

Mille Lacs Corporate Ventures shall be incorporated as a Corporate Body Politic under 16 MLBS § 1101. As a Corporate Body Politic, Mille Lacs Corporate Ventures shall have membership consisting of the Chief Executive, Speaker of the Assembly, and District Representatives instead of shareholders.

§ 204. Board of Directors.

The Mille Lacs Corporate Ventures Board of Directors shall be governed by a board of directors consisting of five (5) directors.

- (a) The Chief Executive shall nominate two (2) individuals who possess extensive experience in business or corporate governance and submit their names to the Secretary-Treasurer. Within ten (10) calendar days after receipt of the nominations by the Secretary-Treasurer, the Secretary-Treasurer shall ratify one (1) of the two (2) nominees to be a Member of the Board.
- (b) Each District Representative shall nominate two (2) individuals and submit their names to the Chief Executive. Within ten (10) calendar days after receipt of the nominations by the Chief Executive, the Chief Executive shall ratify one (1) of the two (2) nominees to be a Member of the Board.

800 (c) The Secretary-Treasurer shall nominate two (2) individuals who possess extensive
801 experience in business or corporate governance and submit their names to the Chief
802 Executive. Within ten (10) calendar days after receipt of the nominations by the
803 Chief Executive, the Chief Executive shall ratify one (1) of the two (2) nominees to
804 be a Member of the Board.

805
806 (d) If the Chief Executive or the Secretary-Treasurer do not ratify one from any of the
807 nominations sent to them within the time prescribed, then the Band Assembly shall
808 select such member by majority vote.

809
810 (e) If any elected official does not submit a nomination within 30 calendar days after a
811 vacancy has occurred, then the Band Assembly shall nominate two (2) individuals by
812 majority vote and submit their names to the Chief Executive for ratification to the
813 Board within ten (10) calendar days of receipt.

814
815 (f) No member shall take office until swearing to the oath of office pursuant to 2 MLBS
816 § 8.

817
818

819 **§ 205. Duty of Loyalty.**

820

821 Directors shall possess a duty of loyalty to Mille Lacs Corporate Ventures and shall not vote on
822 any matter in which the director possesses a conflict of interest, defined as a vested interest of
823 the director, which may include money, status, knowledge, relationships, or reputation, which
824 puts into question whether the director's actions, judgment, or decision-making can be unbiased.
825 The director shall not engage in self-dealing, defined as acting in one's own interests instead of
826 those of Mille Lacs Corporate Ventures. Violation of any of these ethical standards shall result
827 in a director's removal by the board.

828

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830 **§ 206. Corporate Executive Officer.**

831

832 The position of Corporate Executive Officer is established to operate and manage Mille Lacs
833 Corporate Ventures as its chief executive officer and to exercise all authorities conferred by this
834 subchapter. The Corporate Executive Officer shall be hired and supervised by the Board of
835 Directors and serve as an employee of Mille Lacs Corporate Ventures.

836

837

838 **§ 207. Limited Liability and Indemnification.**

839

840 Mille Lacs Corporate Ventures shall indemnify any person who was or is a party or threatened
841 to be made a party to any threatened, pending, or completed action, suit, or proceeding either
842 civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a
843 director, officer, agent, or employee acting on behalf of the corporation, or is or was serving at
844 the request of the corporation as a director or officer of another enterprise or corporation, against

845 expenses, including attorneys' fees and costs, judgments, fines, and amounts paid in settlement
846 actually and reasonably incurred by her or him in connection with such action, suit, or
847 proceeding, to the extent that such person is not otherwise indemnified. The corporation shall
848 not be required to indemnify such director, officer, agent, or employee if independent counsel
849 shall determine pursuant to a judicial decision in any such action, suit, or proceeding, or
850 independently, in case of settlement, that the director, officer, agent, or employee has failed to
851 act in good faith and with the degree of diligence, care, and skill which ordinary prudent people
852 would exercise under similar circumstances in like positions.

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855 **§ 208. Enumerated Powers.**

856

857 Mille Lacs Corporate Ventures shall have the following specifically enumerated powers:

858

859 (a) to engage in non-gaming business and economic development endeavors;

860

861 (b) to enter into any contracts or agreements necessary for business or economic
862 development endeavors;

863

864 (c) to enter into compacts or other agreements with the state or federal government in
865 furtherance of engaging in business or economic development endeavors;

866

867 (d) to form and incorporate wholly owned subsidiary business entities to conduct the
868 affairs of individual business endeavors and to insulate Mille Lacs Corporate
869 Ventures from liability of those endeavors; and

870

871 (e) any additional powers necessary to carry out its statutorily prescribed purposes.

872

873

874 **§ 209. Subsidiary Corporations.**

875

876 When a subsidiary corporation is formed under § 208(d), Mille Lacs Corporate Ventures shall
877 name the board of directors and the articles and bylaws of any such corporation before the same
878 shall become effective. Mille Lacs Corporate Ventures may assign any duties or privileges of
879 any agreement or contract that Mille Lacs Corporate Ventures has entered to a wholly owned
880 subsidiary whose specific business purpose is relevant to such agreement or contract.

881

882

883 **§ 210. Additional Powers.**

884

885 Any additional powers exercised by Mille Lacs Corporate Ventures under § 208(e) must be
886 specifically enumerated in a set of articles and bylaws and shall be approved by the board of
887 directors and ratified by Band Assembly resolution. Such articles and bylaws and any additional
888 specifically enumerated powers contained therein must be approved by resolution of the Band

889 Assembly before they shall become effective. Any amendments to the articles and bylaws must
890 be approved by resolution of the Band Assembly before they shall become effective.

891

892

893 **§ 211. Corporate Charter.**

894

895 Mille Lacs Corporate Ventures shall draft and approve a charter and bylaws to be submitted to
896 the Band Assembly for ratification. Such charter and bylaws, or amendments or changes thereto,
897 shall not become effective until ratified by resolution of the Band Assembly.

898

899

900 **§ 212. Net Revenue Allocation Schedule.**

901

902 The Band Assembly shall, by resolution, adopt a Net Revenue Allocation Schedule to provide
903 for the allocation of net revenue from any business conducted by Mille Lacs Corporate Ventures
904 or any wholly owned subsidiary thereof. The Corporate Executive Officer shall provide
905 reporting and accounting for the Net Revenue Allocation Schedule upon adoption by the Band
906 Assembly. The Net Revenue Allocation Schedule includes a capital projects reserve not to
907 exceed a 4% gross revenue, consistent with industry standards, to upkeep, maintain, and
908 continue the improvement of the facilities. The Band shall maintain the gross revenue capital
909 projects reserve in an interest-bearing account under the direction of the Commissioner of
910 Finance and the Office of Management and Budget. Expenditures shall be made from said
911 reserve only as expressly authorized by formal appropriation by the Band Assembly.

912

913

914 **§ 213. Sovereign Immunity.**

915

916 Mille Lacs Corporate Ventures shall be clothed by federal and tribal law with all the privileges
917 and immunities of the Band, except as specifically limited by this subchapter, including
918 sovereign immunity from suit in any state, federal, or tribal court. Nothing contained in this
919 subchapter shall be deemed or construed to be a waiver of sovereign immunity by Mille Lacs
920 Corporate Ventures from suit which may be waived only in accordance with this subchapter and
921 Mille Lacs Corporate Ventures' charter and bylaws. Nothing in this subchapter shall be deemed
922 or construed to be a consent of Mille Lacs Corporate Ventures to the jurisdiction of the United
923 States or of any state or of any tribe or band other than the Band with regard to the business or
924 affairs of the corporation.

925

926

927 **§ 214. Waivers of Sovereign Immunity.**

928

929 (a) Mille Lacs Corporate Ventures' sovereign immunity may be waived only by formal
930 resolution of the corporation's board of directors. Waivers of sovereign immunity are
931 disfavored and shall be granted only when necessary to secure a substantial
932 advantage or benefit to the corporation.

933

- 934 (b) Any waiver of sovereign immunity shall be specific and limited as to:
935
936 (1) the duration;
937
938 (2) the grantee;
939
940 (3) the particular transaction;
941
942 (4) definite property or funds, if any, of the corporation;
943
944 (5) a particular court having jurisdiction pursuant thereto; and
945
946 (6) the law that shall be applicable thereto.
947
948 (c) Any express waiver of sovereign immunity by resolution of the board shall not be
949 deemed a consent to the levy of any judgment, lien, or attachment upon property of
950 the corporation other than property specifically pledged or assigned, or a consent to
951 suit in respect of any land within the Reservation or a consent to the alienation,
952 attachment, or encumbrance of any such land.
953
954

955 **§ 215. Assets and Liabilities of the Band.**
956

957 Mille Lacs Corporate Ventures shall have only those assets specifically assigned to it by the
958 Band or acquired in its name by the Band or Mille Lacs Corporate Ventures on its own behalf.
959 Nothing in this subchapter, nor any activity of the corporation, shall implicate or in any way
960 involve the credit or assets of the Band or obligate the Band for the obligations of the corporation
961 except for any liability or obligation specifically assumed in writing. Mille Lacs Corporate
962 Ventures shall not incur any debt or financial obligations except by bill.
963
964

965 **PART B**
966

967 **EXPENDITURES**
968

969 **Section**

970 **251. Appropriations and Expenditures.**

971 **252. General Appropriation.**

972 **253. Operations Budget.**

973 **254. Economic Development Budget.**

974 **255. Capital Projects Budget.**

975 **256. Reporting Requirements.**

976 **257. Miscellaneous Provisions.**

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§ 251. Appropriations and Expenditures.

All appropriations and authorized expenditures to Corporate Ventures for its operations and its capital and economic development projects shall be subject to the following provisions of Subchapter 3, Part B.

§ 252. General Appropriation.

Mille Lacs Corporate Ventures shall operate in accordance with an annual budget duly authorized by Band Assembly resolution and this subchapter.

- (a) No later than August 1 of each year Corporate Ventures shall submit a budget to the Band Assembly for the subsequent fiscal year. The fiscal-year budget shall be in such form and content to provide supporting detail in accord with general custom and usage for similar types of business budgets and shall be specific to allow the Band Assembly to reasonably discern the proposed actions and expenditures of Corporate Ventures. The proposed budget shall consist of the following component parts: Corporate Ventures’ existing and proposed capital and economic development projects, and the general operations of the Corporate Ventures entity.
- (b) Funds must be utilized for the purposes for which they were requested, notwithstanding any other active Band law.
- (c) Unless otherwise approved by Band Assembly Resolution, all funds previously appropriated and remaining at the end of a fiscal year shall not be carried over into the next fiscal year but shall be deposited into the treasury of the Mille Lacs Band Government within 60 calendar days after the start of the fiscal year, but no later than November 30.
- (d) The Corporate Ventures CEO and Corporate Commissioner shall report to the Band Assembly on a quarterly basis, or as otherwise requested by the Band Assembly, the cash requirement levels needed to operate the non-gaming businesses and the justification to support the use of such funds.

§ 253. Operations Budget.

- (a) **Permissible Uses.** Permissible uses of the operations budget include the following:

 - (1) salaries of Corporate Ventures personnel;

- 1021 (2) incentive programs to front line staff if paid in accordance with reasonable
1022 policies and procedures expressly adopted by formal action of the Corporate
1023 Ventures Board of Directors;
1024
1025 (3) fees paid for professional services provided there is a valid contract between
1026 Corporate Ventures and the professional service provider;
1027
1028 (4) rent for Corporate Ventures office space, storage space, and any other uses
1029 that Corporate Ventures may have for building space;
1030
1031 (5) supplies and equipment;
1032
1033 (6) utilities;
1034
1035 (7) costs for meeting expenses;
1036
1037 (8) travel expenses if disbursed in full accordance with travel policies and
1038 procedures expressly adopted by formal action of the Corporate Ventures
1039 Board of Directors;
1040
1041 (9) administrative expenses which are reasonable and necessary for the effective
1042 and efficient operation and the execution of Corporate Ventures; and
1043
1044 (10) other reasonable operating expenses.
1045
1046 (b) **Modification.** Any line-item budget modification totaling \$100,000.00 or more must
1047 be approved by Corporate Ventures Board of Directors. The CEO shall notify the
1048 Band Assembly and the Office of the Secretary-Treasurer of the Band of the change
1049 in writing within five (5) business days of the Corporate Ventures Board of
1050 Directors' action.
1051
1052

1053 **§ 254. Economic Development Projects Budget.**
1054

1055 **Permissible Uses.** Permissible uses of Economic Development projects budget funds include
1056 the following:
1057

- 1058 (a) the start-up costs of new businesses or the acquisition of existing businesses;
1059
1060 (b) the purchase of real estate;
1061
1062 (c) the expansion of existing non-gaming Corporate Ventures businesses, including any
1063 additions or improvements to amenities consistent with the purpose of those
1064 businesses when the expenses are not permitted expenditures from Capital Reserves
1065 or exceed available funds from Capital Reserves; and
1066

1067 (d) the purchase, in whole or in part of any ownership interest, including shares of stock,
1068 joint ventures, membership in a Limited Liability Company or similar entity, or any
1069 other business structure or arrangement.

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1071

1072 **§ 255. Capital Projects Budget.**

1073

1074 (a) Capital projects are funded by Band Assembly appropriation.

1075

1076 (b) Any funding requests for capital projects shall be submitted to the Band Assembly
1077 for pre-approval.

1078

1079 (c) The Corporate Executive Officer shall present the Capital Projects Plan to the
1080 Commissioner of Finance no later than August 1 of each year. The Plan shall include
1081 detailed reports which describe capital improvements completed during the fiscal
1082 year as well as those planned for the next fiscal year and four (4) years thereafter.
1083 The Plan shall not be binding on Corporate Ventures but will be used by the Band
1084 Assembly as a tool to project future capital project cost outlays to facilitate the
1085 annual budgetary process. Upon receipt of the Plan, the Commissioner of Finance
1086 and the Corporate Executive Officer shall meet with the Band Assembly to discuss
1087 the details of the Plan. The Band Assembly reserves all authority to approve or adjust
1088 any Plan being proposed by the Corporate Executive Officer.

1089

1090 (d) At the end of each fiscal year, Corporate Ventures shall submit a report detailing the
1091 fiscal year's capital expenditures and funds used to complete projects. Except as
1092 otherwise approved by Band Assembly Resolution, any funds previously
1093 appropriated and remaining at the end of a fiscal year shall be deposited in the Band
1094 Treasury within 60 calendar days.

1095

1096

1097 **§ 256. Reporting Requirements.**

1098

1099 (a) Corporate Ventures shall provide quarterly reports to the Chief Executive, Speaker of
1100 the Assembly, District Representatives, and the Commissioner of Finance at official
1101 quarterly meetings and at other times as requested.

1102

1103 (b) **Reporting on Business Participation.** The required form of reporting shall be in a
1104 format acceptable to the Band Assembly to maximize the value of the information
1105 contained therein. The Band Assembly may, at any time, following reasonable
1106 notice, call to meet with the Corporate Executive Officer to discuss any matter
1107 concerning any of the Corporate Ventures owned businesses, subsidiaries or
1108 investments. At a minimum, Corporate Ventures shall report or cause to be reported
1109 to the Band Assembly the following information concerning its operations:

1110

1111 (1) a quarterly balance sheet, income or profit and loss, and cash flow statements;

- 1112
1113 (2) annual audited financial statements within 120 days of the end of the fiscal
1114 year;
1115
1116 (3) all other activities Corporate Ventures is engaged in including, but not limited
1117 to, business regulation;
1118
1119 (4) any business record, statement, or other document in the possession or control
1120 of Corporate Ventures, its subsidiaries, or direct investments, delivered no
1121 later than ten (10) consecutive business days from the date of request by the
1122 Band Assembly;
1123
1124 (5) a monthly written summary of all Corporate Ventures vendor contracts which
1125 have been submitted to the Corporate Ventures Legal Department for review.
1126 The contract summary shall be submitted within five (5) business days of the
1127 end of each month. The summary shall include:
1128
1129 (i) the contract name;
1130
1131 (ii) the name of the vendor providing goods and/or services;
1132
1133 (iii) the contract amount;
1134
1135 (iv) the description of the goods and/or services to be provided;
1136
1137 (v) the contract start and end dates;
1138
1139 (vi) the Corporate Ventures department for which the goods or services are
1140 to be provided and the departmental employee who initiated the
1141 contract;
1142
1143 (vii) the master control number; and
1144
1145 (viii) other ancillary information applicable to the contract.
1146
1147 (6) a Band member and other Native American employment summary at quarter
1148 end. The summary shall be in sufficient detail to discern position, date of hire,
1149 date of termination, and tribal affiliation.
1150
1151

1152 **§ 257. Miscellaneous Provisions.**

1153
1154 Corporate Ventures shall not borrow, lend or enter into any loan agreement or establish any line
1155 of credit without prior approval of the Band Assembly.
1156

- 1157 (a) Low-Income Housing Tax Credits. Corporate Ventures and its subsidiaries shall not
1158 seek low-income housing tax credits without prior approval from the Band Assembly
1159 in the form of a resolution.
1160
- 1161 (b) Tax Revenue. All tax revenue collected by Corporate Ventures or an entity thereof
1162 shall not be distributed or used for any purpose other than that expressly provided for
1163 by appropriation of the Band Assembly.
1164
- 1165 (c) Employment Information. Corporate Ventures shall submit a report to the Band
1166 Assembly detailing the specific budgeted dollar amount for each of the top 25
1167 positions, vacant or filled, within Corporate Ventures and shall report a dollar value
1168 in the aggregate for all the remaining positions no later than March 1 of every year.
1169 Bonus amounts for each of the top positions shall also be included in this report.
1170
- 1171 (d) Prohibited Projects. Corporate Ventures shall not use funds for any business
1172 activity, purpose, or venture that is illegal or inconsistent with the values of the Band.
1173
- 1174 (e) Band Member Development. The professional and personal development of Band
1175 Members is a priority of the Band Assembly. As such, Corporate Ventures shall:
1176
- 1177 (1) work with Band Member Development Advocates and TERO
1178 Representatives, who are employees of the Band, to ensure Band members are
1179 given opportunities for employment and professional growth in order to
1180 increase Band member self-esteem and career progression;
1181
- 1182 (2) increase Band member employment, retention, promotion, and training
1183 opportunities by 10% every year;
1184
- 1185 (3) implement measurable and sustainable Band member development goals;
1186
- 1187 (4) create and implement a Band Member succession plan for management
1188 positions; and
1189
- 1190 (5) submit monthly reports to Band Member Development Advocates and TERO
1191 Representatives that include statistics on the number of Band members hired,
1192 working positions, training opportunities and results, and promotions at
1193 Corporate Ventures. Band Member Development Advocates and TERO
1194 Representatives shall then provide quarterly reporting to the Band Assembly.
1195
- 1196 (f) Human Resources and departmental management shall be responsible and held
1197 accountable to ensure all Band Member goals and promotion opportunities in
1198 subsection (e) are routine and applied on a consistent basis. Human Resources and
1199 departmental management may be re-structured if these goals are not consistently
1200 met.

1201
1202 (g) Failure to meet the requirements of this Subchapter will result in fines levied by the
1203 Secretary-Treasurer, or withholding of funds.
1204

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1206
1207 **PART C**

1208
1209 **NON-GAMING EXPENDITURES**

1210
1211 **Section**

1212 **301. Appropriations and Expenditures.**

1213 **302. General Appropriation.**

1214 **303. Revenue.**

1215 **304. Operations Budget.**

1216 **305. Capital Projects Budget.**

1217 **306. Reporting Requirements.**

1218 **307. Miscellaneous Provisions.**

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1220
1221 **§ 301. Appropriations and Expenditures.**

1222
1223 All appropriations and authorized expenditures to Corporate Ventures for the operations and
1224 capital and economic development projects of any current or future non-gaming business
1225 managed or operated directly or indirectly by Corporate Ventures (“Non-Gaming Businesses”)
1226 shall be subject to the following provisions of Subchapter 3, Part C.
1227

1228
1229 **§ 302. General Appropriation.**

1230
1231 Corporate Ventures shall operate in accordance with an annual budget duly authorized by Band
1232 Assembly resolution and this subchapter.

1233
1234 (a) No later than August 1 each year, Corporate Ventures shall submit a budget to the
1235 Band Assembly for the following fiscal year. The budget shall be in such form and
1236 content to provide supporting details in accord with general custom and usage for
1237 similar types of business budgets and shall be specific to allow the Band Assembly to
1238 reasonably discern the proposed actions and expenditures of Corporate Ventures. The
1239 proposed budget shall consist of the following component parts: existing and
1240 proposed capital and economic development projects, and the general operations of
1241 any Non-Gaming Businesses managed or operated by Corporate Ventures directly or
1242 indirectly through other entities.
1243

- 1244 (b) Funds must be utilized for the purposes for which they were requested,
1245 notwithstanding any other active Band law.
1246
- 1247 (c) Unless otherwise approved by Band Assembly Resolution, all funds previously
1248 appropriated and remaining at the end of a fiscal year shall be deposited into the
1249 treasury of the Mille Lacs Band Government within 60 calendar days after the start of
1250 the fiscal year, but no later than November 30.
1251
- 1252 (d) The Corporate Ventures CEO and Corporate Commissioner shall report to the Band
1253 Assembly on a quarterly basis, or as otherwise requested by the Band Assembly, the
1254 cash requirement levels needed to operate and the justification to support the use of
1255 such funds.
1256
1257

1258 **§ 303. Revenue.**
1259

- 1260 (a) One hundred percent of the net revenue from non-gaming enterprises shall be
1261 deposited monthly into the Band treasury. Corporate Ventures shall calculate and
1262 remit its net revenues for a fiscal month no later than the 20th calendar day of the
1263 following month to the General Fund of the Band.
1264
- 1265 (b) Net Revenue is defined as the gross revenue from all departments, units, and all other
1266 sources of Corporate Ventures non-gaming enterprises, less reasonable and proper
1267 operating expenses for those facilities, and related businesses.
1268
- 1269 (c) For purposes of computing net revenue, reasonable and proper operating expenses
1270 may include but are not limited to:
1271
- 1272 (1) payment of wages, salaries, benefits, training and educational programs for
1273 employees;
1274
- 1275 (2) payment of principal and interest for debt acquired to maintain and improve
1276 assets;
1277
- 1278 (3) prizes;
1279
- 1280 (4) materials and supplies;
1281
- 1282 (5) administrative fees;
1283
- 1284 (6) utilities;
1285
- 1286 (7) repairs and maintenance;
1287
- 1288 (8) interest on installment contract purchases;
1289

- 1290 (9) insurance and bonding;
1291
1292 (10) advertising and marketing expenses;
1293
1294 (11) professional fees;
1295
1296 (12) security costs;
1297
1298 (13) costs associated with regulatory compliance;
1299
1300 (14) equipment purchases and leases;
1301
1302 (15) trash removal;
1303
1304 (16) snow removal;
1305
1306 (17) costs of goods purchased; and
1307
1308 (18) a reasonable operating reserve fund for expenditures that may arise
1309 periodically but not in a regular recurring manner.
1310
1311 (d) The Commissioner of Finance shall transfer funds to the Non-Gaming Business and
1312 Economic Development Fund no less than annually.
1313
1314

1315 **§ 304. Operations Budget.**
1316

1317 Any line-item budget modification totaling \$100,000.00 or more must be approved by the
1318 Corporate Ventures Board of Directors. The Corporate Executive Officer shall notify the Band
1319 Assembly and the Office of the Secretary-Treasurer of the Band of the change in writing within
1320 five (5) business days of the Corporate Ventures Board of Directors' action. Any cumulative
1321 budget modification to net revenues over \$500,000.00 must be approved by the Band Assembly
1322 after notification by the Commissioner of Finance and the Corporate Executive Officer.
1323
1324

1325 **§ 305. Capital Projects Budget.**
1326

- 1327 (a) Capital projects are funded by Band Assembly appropriation.
1328
1329 (b) The Corporate Executive Officer shall present the Capital Projects Plan to the
1330 Commissioner of Finance no later than August 1st of each year. The Plan shall
1331 include detailed reports which describe capital improvements completed during the
1332 fiscal year as well as those planned for the next fiscal year and four (4) years
1333 thereafter. The Plan shall not be binding on the Non-Gaming Businesses but will be
1334 used by the Band Assembly as a tool to project future capital project cost outlays to
1335 facilitate the annual budgetary process. Upon receipt of the Plan, the Commissioner

1336 of Finance and the Corporate Executive Officer shall meet with the Band Assembly
1337 to discuss the details of the Plan. The Band Assembly reserves all authority to
1338 approve or adjust any Plan proposed by the Corporate Executive Officer.
1339

1340 (c) At the end of each fiscal year, Corporate Ventures shall submit a report detailing the
1341 fiscal year's capital expenditures and funds expended to complete projects for Non-
1342 Gaming Businesses. Except as otherwise approved by Band Assembly Resolution,
1343 any funds previously appropriated and remaining at the end of the fiscal year,
1344 excluding obligated funds in any capital improvement line-item at the end of the
1345 fiscal year, shall be deposited in the Band treasury within 60 calendar days.
1346

1347
1348 **§ 306. Reporting Requirements.**
1349

1350 (a) Corporate Ventures shall provide quarterly reports on the Non-Gaming Businesses to
1351 the Chief Executive, Speaker of the Assembly, District Representatives, and the
1352 Commissioner of Finance at official quarterly meetings and at other times as
1353 requested.
1354

1355 (b) **Reporting on Business Participation.** The required form of reporting shall be in a
1356 format acceptable to the Band Assembly to maximize the value of the information
1357 contained therein. The Band Assembly may at any time, following reasonable notice,
1358 call to meet with the Corporate Executive Officer to discuss any matter concerning
1359 the Non-Gaming Businesses. At a minimum, Corporate Ventures shall report or
1360 cause to be reported to the Band Assembly the following information concerning the
1361 operations of the Non-Gaming Businesses:
1362

1363 (1) a quarterly balance sheet, income or profit and loss, and cash flow statements;
1364

1365 (2) annual audited financial statements within 120 days of the end of the fiscal
1366 year;
1367

1368 (3) all other activities the Non-Gaming Businesses are engaged in;
1369

1370 (4) any business record, statement, or other document in the possession or control
1371 of the Non-Gaming Businesses, subsidiaries, or direct investments, delivered
1372 no later than ten (10) consecutive business days from the date of request by
1373 the Band Assembly; and
1374

1375 (5) a monthly written summary of all vendor contracts which have been submitted
1376 to the Corporate Ventures Legal Department for review. The contract
1377 summary shall be submitted within five (5) business days of the end of each
1378 month. The summary shall include:
1379

1380 (i) the contract name;
1381

- 1382 (ii) the name of the vendor providing goods and/or services;
1383
1384 (iii) the contract amount;
1385
1386 (iv) the description of the goods and/or services to be provided;
1387
1388 (v) the contract start and end date;
1389
1390 (vi) the department for which the goods or services are to be provided and
1391 the departmental employee who initiated the contract;
1392
1393 (vii) the master control number; and
1394
1395 (viii) other ancillary information applicable to the contract.
1396
1397 (6) a Band member and other Native American employment summary at quarter
1398 end. The summary shall be in sufficient detail to discern position, date of hire,
1399 date of termination, and tribal affiliation.

1400
1401
1402 **§ 307. Miscellaneous Provisions.**
1403

- 1404 (a) **Loans for Non-Gaming Businesses and Other Credit.** Corporate Ventures shall not
1405 borrow, lend or enter into any loan or lease agreement or establish any line of credit
1406 for Non-Gaming Businesses, which individually, or in aggregate, are in excess of
1407 \$250,000.00 without prior approval by the Band Assembly.
1408
1409 (b) **Tax Revenue.** All tax revenue collected by Corporate Ventures or Non-Gaming
1410 Businesses shall not be distributed or used for any purpose other than that expressly
1411 provided for by appropriation of the Band Assembly.
1412
1413 (c) **Employment Information.** Corporate Ventures, on behalf of all Non-Gaming
1414 Businesses, shall submit a combined report to the Band Assembly detailing the
1415 specific budgeted dollar amount for each of the top 25 positions, vacant or filled, of
1416 every business entity and shall report a dollar value in the aggregate for all the
1417 remaining positions of the business entities no later than March 1 of every year.
1418 Bonus amounts for each of the top positions shall also be included in this report.
1419
1420 (d) **Prohibited Projects.** Corporate Ventures and Non-Gaming Businesses shall not use
1421 funds for any business activity, purpose, or venture that is illegal or inconsistent with
1422 the values of the Band.
1423
1424 (e) **Band Member Development.** The professional and personal development of Band
1425 members is a priority of the Band. As such, Non-Gaming Businesses shall:
1426

- 1427 (1) work with Band Member Development Advocates and TERO
1428 Representatives, who are employees of the Band, at each Non-Gaming
1429 Business to ensure Band members are given opportunities for employment
1430 and professional growth in order to increase Band member self-esteem and
1431 career progression;
1432
1433 (2) increase Band Member employment, retention, promotion, and training
1434 opportunities by 10% on a combined aggregate basis across all Non-Gaming
1435 Businesses from October 1, 2016 to September 30, 2017, and every year
1436 thereafter;
1437
1438 (3) implement measurable and sustainable Band Member development goals;
1439
1440 (4) create and implement a Band Member succession plan for management
1441 positions; and
1442
1443 (5) submit monthly reports to Band Member Development Advocates and TERO
1444 Representatives that include statistics on the number of Band members hired,
1445 working positions, training opportunities and results, and promotions in the
1446 Non-Gaming Businesses. Band Member Development Advocates and TERO
1447 Representatives shall then provide quarterly reporting to the Band Assembly.
1448
1449 (f) Human Resources and departmental management shall be responsible and held
1450 accountable to ensure all Band Member goals and promotion opportunities in
1451 subsection (e) are routine and applied on a consistent basis. Human Resources and
1452 departmental management may be re-structured if these goals are not consistently
1453 met.
1454
1455 (g) Failure to meet the requirements of this Subchapter will result in fines levied by the
1456 Secretary-Treasurer, or withholding of funds.
1457
1458

1459 **Section 2. Amending Title 16, chapter 2, subchapter 2, section 1101.**

1460
1461 **§ 1101. Purposes.**

- 1462
1463 (a) A corporation may be incorporated under this chapter for any business purpose or
1464 purposes, unless some other statute of Band requires incorporation for any of those
1465 purposes under a different law. Unless otherwise provided in its articles, a
1466 corporation has general business purposes.
1467
1468 (b) A corporation may also be incorporated under this chapter as a Corporate Body
1469 Politic. A Corporate Body Politic shall be the same in all respects as any other
1470 corporation incorporated under this chapter except that:
1471

- 1472 (1) Such Corporate Body Politic shall also be a political subdivision of the Band
1473 conferred with all privileges and immunities contained as such; and
1474
- 1475 (2) Such Corporate Body Politic will have members instead of shareholders. The
1476 members shall consist of the Chief Executive, the Speaker of the Band
1477 Assembly, and the District Representatives of Districts 1, 2 and 3. These
1478 individuals shall serve as members in their official capacity as elected leaders
1479 of the Mille Lacs Band of Chippewa Indians.
1480
- 1481 ~~(3)~~ There shall be no voting rights for the members.
1482
- 1483 ~~(4)~~ A shareholder shall have the right to be heard by the board of any Corporate
1484 Body Politic upon written request to the board or the corporate CEO. The
1485 right to be heard shall include the right to address the board at a board
1486 meeting.
1487
- 1488 ~~(5)~~ Members shall have an absolute right, upon written demand, to examine and
1489 copy, in person or by a legal representative, at any reasonable time, and the
1490 corporation shall make available, within three (3) days of receipt by the
1491 corporation of the written demand, any document available to the highest-
1492 ranking corporate or Band officer, official, or employee, provided the
1493 document is not directly related to pending or ongoing litigation and
1494 protected by attorney-client confidentiality.
1495
- 1496 ~~(6)~~ Members have a right to bring direct lawsuits and derivative lawsuits in
1497 equity in the Court of Central Jurisdiction when a director or officer of the
1498 Corporate Body Politic or its subsidiaries or affiliates breaches a duty or
1499 violates Band law or corporate bylaws or charters and causes actual injury.
1500 The respondent in such claims shall not raise the defense of sovereign
1501 immunity, nor shall they file counterclaims.
1502
- 1503 ~~(3)(7)~~ The members shall have the power to appoint or delegate the appointment of
1504 the board of directors of such Corporate Body Politic in accord with
1505 applicable Band Statutes.
1506
- 1507 ~~(4)(8)~~ Incorporators shall not be required for the Corporate Body Politic. The
1508 Corporate Body Politic shall be established in accord with Band Statute, or as
1509 delegated by Band Statute.
1510
- 1511 ~~(5)(9)~~ Any revenues from whatever source derived by such a Corporate Body
1512 Politic shall inure to the Mille Lacs Band of Chippewa Indians Ojibwe to be
1513 allocated for governmental purposes and the general welfare of the Mille
1514 Lacs Band people, according to a net revenue allocation schedule to be
1515 enacted by the Band.
1516

1517 ~~(6)~~(10) Such Corporate Body Politic shall not be required to pay any fees listed in
1518 this chapter

1519
1520 **EFFECTIVE DATE.** This bill shall take effect one (1) year after the signature by the Chief
1521 Executive, or lack of a veto, as provided in 3 MLBS § 17.

Act 13-26

(Band Assembly Bill 22-01-13-26)

Introduced to the Band Assembly on this
Eighth day of April in the year
Two thousand twenty-six.

Passed by the Band Assembly on this
Eighth day of April in the year
Two thousand twenty-six.


Sheldon Boyd, Speaker of the Assembly

APPROVED

Date: _____

Virgil Wind, Chief Executive

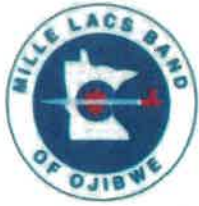
VETO

OFFICIAL SEAL OF THE BAND



Virgil Wind, Chief Executive 4-10-26
Date

Date



Mille Lacs Band of Ojibwe Indians

*Executive Branch of Tribal Government
Office of the Chief Executive*

Hand-delivered and via email

April 17, 2026

Sheldon Boyd, Speaker of the Assembly
Carolyn Beaulieu, District I Representative
Wendy Merrill, District II Representative
Harry Davis, District III Representative

Re: Veto of Band Assembly Act 13-26

Dear Honorable Members of the Band Assembly:

Aaniin. I am in receipt of Band Assembly Act 13-26 (Bill 22-01-13-26), dated April 8, 2026. Although I am grateful for the Band Assembly's hard work on this legislation, I am disappointed that the work was not performed in collaboration with other stakeholders across the Band. This is especially true considering that I submitted a couple of proposed drafts to the Band Assembly more than a year ago and have had three of my nominations for the Corporate Commissioner position denied by the Band Assembly (with a fourth nominee yet to receive a confirmation hearing). The reasons for these denials have never been articulated, and I believe that I've put forth well-qualified nominees.

I also wish to note that so many of the issues with Mille Lacs Corporate Ventures ("MLCV") that have come to light in the past 16 months are the direct result of my decision to seek new leadership in the Corporate Commissioner position. If I had instead made the decision to pursue *status quo*, many of MLCV's problems would not be widely known to Band members.

In the past, we had also scheduled workshops that were ultimately cancelled by the Band Assembly. When the Band Assembly presented its first draft of the legislation last fall, it provided only minimal public notice and opportunity to comment. The legislation is also replete with extensive overreaches that seek to give the Band Assembly power to directly administer MLCV and therefore violate the original intent of Title 16. Although I do share several concerns with the Band Assembly about how MLCV is governed, we shouldn't be extending so much authority to a single branch of government. As Title 16 states, the business decisions of the Band should instead be insulated against day-to-day political considerations faced by our elected leaders.

For all of these reasons, I am unable to approve the Act in its current form and have therefore issued my veto. The purposes for my veto are further described below in a non-exhaustive list.

1. **Corporate Governance.** As I understand the Act, it severs MLCV into two separate entities governed by independent boards. The Act would preserve the Commissioner of Corporate Affairs position, but strip it of any operational oversight over the companies. Instead,

Letter from Chief Executive Virgil Wind to Band Assembly

Re: Veto of Act 13-26

April 17, 2026

Page 2 of 5

the Corporate Commissioner would serve as an *ex officio* member of both boards and exercise various oversight functions. ACT 13-26, § 4. Although I initially proposed that the Corporate Commission be bifurcated into gaming and non-gaming entities, this Act does not represent the corporate governance structure I had in mind. Moreover, over the course of the past 16 months, my point of view on this issue has evolved significantly. Given the pressing issues that our next Corporate Commissioner must confront (e.g. preserving and evolving Indian gaming as a lucrative business model for the future, assessing how to mitigate Maadadizi Investments' "sunk cost" issue, and potentially withdrawing from some of Makwa Global's contract obligations), I do not wish to nominate a Commissioner whose authority to address any of these issues has been severely diminished. My newest preference is that the Corporate Board of Directors be redesigned in a manner similar to the Investment Committee (17 MLBS § 204), wherein a mix of Band members and outside professionals can be relied upon to make the best possible business decisions for the company.

2. **Commissioner Term.** The Act reduces the Corporate Commissioner's term from four years to two years. ACT 13-26, § 2. This is not enough time for a Commissioner to execute her or his goals, even if the confirmation process proceeds expeditiously. Nor is this amount of time equivalent to the terms granted to other Commissioners. Lastly, the Chief Executive's responsibility to find a qualified Corporate Commissioner will be made even more difficult if the nominee cannot rely on a four-year commitment from the Band.

3. **Procurement Procedures.** The Act requires that various arm's-length agreements be approved by the Corporate Commission Board of Directors and comply with "procurement procedures in Title 7 of Band statute." ACT 13-26, § 107(f). It is not clear to me whether the entirety of Title 7, or merely a subset, is being made applicable to the Corporate Commission. For example, Title 7 requires that all contracts greater than \$7,500 be approved by the Administration Policy Board ("APB") and that all contracts greater than \$25,000 be approved by the Band Assembly. Does the Act intend for APB and Band Assembly to take on such a significant role in MLCV's procurement processes? To better clarify, I prefer that a separate section be added to the Act that outlines specifically what procurement procedures MLCV must follow.

4. **Annual Budgets.** The Act requires the Corporate Commission to "operate in accordance with an annual budget duly authorized by Band Assembly resolution[.]" ACT 13-26, § 152. Another provision establishes the same budget approval process for the Band's non-gaming businesses. ACT 13-26, § 302. These provisions are problematic for a couple of reasons.

- First, Title 16 does not permit the Band Assembly to approve a corporate entity's budget by resolution. The reason for this is to avoid elected officials exercising direct control over the Band's business operations. Band law defines a resolution as a "formal expression of opinion, will, or intention voted on by the Band Assembly." 3 MLBS § 1(m). Permitting corporate budgets to be approved by Band Assembly resolution would effectively create a superior class of membership for the three District Representatives that would allow them to exercise greater authority than either the Chief Executive or Secretary-Treasurer. If empowered to approve the Band's gaming and non-gaming budgets by resolution, the three District Representatives would be able to exercise rights

Letter from Chief Executive Virgil Wind to Band Assembly

Re: Veto of Act 13-26

April 17, 2026

Page 3 of 5

over the Band's businesses which the remaining members/elected officials would be unable to exercise.

- Second, by authorizing itself to approve the gaming and non-gaming budgets, the Band Assembly would presumptively be accepting the fiduciary duty to oversee the company's financial health. But the Act does not expressly delineate or account for this fiduciary duty.

5. **Budget Reporting.** The Act requires the "Corporate Commission CEO and Corporate Commissioner [to] report to the Band Assembly on a quarterly basis, or as otherwise requested by the Band Assembly, the cash requirement levels needed to operate Casinos and the justification to support the use of such funds." ACT 13-26, § 152(c). Additional provisions establish this same reporting process for the Band's non-gaming businesses. ACT 13-26, §§ 252(d), 302(d). Combined, these provisions effectively reduce the Chief Executive to a lower-class member by conferring a statutory responsibility to report to the Band Assembly and not to the Chief Executive.

6. **Definition of Net Revenues.** The Act defines the term "Net Revenues" in a manner inconsistent with the Band's Gaming Regulatory Act (Title 15, Chapter 1). ACT 13-26, § 153(b). Since the Band's Gaming Regulatory Act is approved by the Chairman of the National Indian Gaming Commission under the Indian Gaming Regulatory Act ("IGRA"), this discrepancy could potentially pose IGRA compliance issues. If the Band's definition of "Net Revenues" is to be amended, it should be accomplished by amending the Band's Gaming Regulatory Act. My position is that the Band's definition of "Net Revenues" should be in full compliance with IGRA.

7. **Corporate Debt.** The Act states that the "Corporate Commission shall not borrow, lend or enter into any loan agreement or establish any line of credit for the Casinos without approval by Band Assembly resolution." ACT 13-26, § 157(a). Another provision makes this same prohibition for the Band's non-gaming businesses. ACT 13-26, § 307(a). Like other provisions, this requirement leaves the Chief Executive and Secretary-Treasurer out of the decision-making process, thus diluting their membership status. The Band Assembly should also not be directing MLCV's credit-seeking activities by resolution.

8. **Corporate Salaries.** The Act requires the "Corporate Commission, on behalf of the Casinos, [to] submit a report to the Band Assembly detailing the specific budgeted dollar amount for each of the top 50 positions, vacant or filled, held at the Casinos and shall report a dollar value in the aggregate for all the remaining positions no later than March 1 of every year." ACT 13-26, § 157(c). Another provision imposes this same requirement for the Band's non-gaming businesses, but encompassing only 25 positions. ACT 13-26, § 307(c). Although I can understand the need for visibility of the most heavily compensated positions, the requirement to report the top 50 positions seems excessive. I prefer reducing this number to 20 for the Band's gaming businesses and ten for the non-gaming businesses.

9. **Prohibited Projects.** The Act states that the "Corporate Commission and Casinos shall not use funds for any business activity, purpose, or venture that is illegal or inconsistent with the values of the Band." ACT 13-26, § 157(d). Another provision makes this same prohibition for the Band's

Letter from Chief Executive Virgil Wind to Band Assembly

Re: Veto of Act 13-26

April 17, 2026

Page 4 of 5

non-gaming businesses. ACT 13-26, § 257(d). Although I certainly agree that the Band should not be operating illegal businesses, it is less clear to me which businesses are “inconsistent with the values of the Band.” Reasonable minds may differ over such a statement. (For example, some might argue that operating wholesale and retail cannabis businesses is inconsistent with the Band’s values, as well as the sale of alcohol at our casinos.) As such, I prefer more clarity here. If this provision is attended to address some of Makwa Global’s contracts with the federal government, then I recommend that the Band Assembly expressly state which types of contracting activities the Band should not be engaged in (e.g. training security personnel).

10. Band Member Development. The Act includes Band member development requirements for both the Band’s gaming and non-gaming businesses. ACT 13-26, §§ 257(e)-(g), 307(e)-(g). Given the Band’s recent amendments to Title 15, Chapter 4 (Tribal Employment Rights Office), I do not support any legislation that is inconsistent with that statute. The Band’s new TERO Code already remediates the problem of Band member employment at MLCV by setting clear hiring goals for both now and in the future. The new TERO Code also requires annual reporting by MLCV of efforts made to reach these hiring goals.

11. Low-Income Housing Tax Credits. The Act states that “Corporate Ventures and its subsidiaries shall not seek low-income housing tax credits without prior approval from the Band Assembly in the form of a resolution.” ACT 13-26, § 257(a). Like other provisions, this requirement leaves the Chief Executive and Secretary-Treasurer out of the decision-making process, thus diluting their status as members of the company. The Band Assembly should also not be regulating MLCV’s pursuit of low-income housing tax credit by resolution, especially given the vast influx of capital that can be obtained for economic development through these tax credits.

12. Written Demands for Information. The Act states that “[m]embers shall have an absolute right, upon written demand, to examine and copy, in person or by a legal representative, at any reasonable time, and the corporation shall make available, within three (3) days of receipt by the corporation of the written demand, any document available to the highest-ranking corporate or Band officer, official, or employee, provided the document is not directly related to pending or ongoing litigation and protected by attorney-client confidentiality.” ACT 13-26, § 1101(b)(5). This provision is overbroad and would seemingly cover many types of matters that are best left confidential, including personnel issues, personal health issues, etc. The exercise of this provision would also likely have the effect of undermining the Corporate Commissioner’s operational control and day-to-day running of the company. Although I’m not opposed to sharing important information about our businesses, the requests must be properly predicated so as not to violate an employee’s reasonable right to privacy.

13. Direct Lawsuits. The Act states that “[m]embers have a right to bring direct lawsuits and derivative lawsuits in equity in the Court of Central Jurisdiction when a director or officer of the Corporate Body Politic or its subsidiaries or affiliates breaches a duty or violates Band law or corporate bylaws or charters and causes actual injury. The respondent in such claims shall not raise the defense of sovereign immunity, nor shall they file counterclaims.” ACT 13-26, § 1101(b)(6). Since this provision would seemingly prohibit *all* counterclaims, it likely presents substantial civil rights and due process concerns. It is also important to remember that Title 16 identifies the elected officials not as shareholders of the Corporate Commission, but as members in place of shareholders.