



Special Board Meeting | WebEx /Tulsa Central Services
3:30PM, Thursday, March 14, 2024
APPROVED MINUTES

1. Call to Order

Chair Claudette Carnett called the meeting to order at 3:36PM.

2. Roll Call

Pamela Ballard, Executive Assistant, called the roll. Present via WebEx were Claudette Carnett, Chair; Geoff Hager, Vice-Chair, Bruce Pollock, Secretary-Treasurer; Holli Wells, member; and Amy Tall Chief, member. A quorum was present.

Osage Casino staff and guests in attendance were Kimberly Pearson, CEO; Brian Parrish, COO, Tim Steinke, CFO; Kyle Revard, CHRO; Ashlee Hartness, Interim Regulatory Compliance Director; Rachel Loudon, Compliance Consultant; and Greg Laird, Legal. Terry Mason-Moore, also Legal Counsel, was present via WebEx.

Joining via WebEx were Deputy Chief of Staff, James Aldridge; Jordan Fraser, Congressional Budget Analyst; Elizabeth Hembree and Jennifer Brumley, Osage Nation Gaming Commission; and Benny Polacca, Osage News.

3. Opening Prayer

Vice Chair, Geoff Hager, gave the opening prayer.

4. Board to hear, review, discuss, and consider the following:

- a. Ashlee Hartness presented a proposed response to TICS-24-02, TICS-24-03, TICS-24-04, TICS-24-05, and TICS-24-06. Discussion regarding the literal, legal verbiage of the TICS, versus the intention of the TICS followed.
- b. Amended Resolution 24-04 Termination of the Allen Family Property Lease was discussed.
- c. Annual audit process was discussed--primarily referencing the letter we sent to the ONGC on January 30, 2024. In keeping with best practices and for the best interest of the Nation, our letter outlined the need for a new audit firm. Additionally, the ONGE Board recommended reestablishing the Audit Committee, which previously worked together in the selection of the external audit firm.

At the ONGC's February board meeting, the Commissioners voted to continue with RSM for another year and perhaps revisiting in FY2025. No mention was made of reestablishing the Audit Committee. When Director Hembree was asked if this was correct, Jennifer Brumley responded. She confirmed RSM would be the auditor for FY2024, and the ONGC would consider issuing an RFP for the external audit in FY2025.

- d. CEO Pearson presented Resolution 24-21 STG Procurement Agreement.

5. Action on above items will be addressed after Closed Executive Session.

6. Board to hear, review, consider, and take action regarding and New Business.

- a. CEO Pearson provided an update on our Gaming Industry Tip Compliance Agreement (GITCA) with the IRS.
- b. CEO Pearson asked for attendance confirmation from Board members for the April 18th State of Tribal Nations luncheon.

7. Board to hear, review, consider, and take action regarding any Pending Business.

CEO Pearson discussed the request made to the ONGC in January 2023, for Sportsbook TICS. No action has been taken, or will be taken by the ONGC, until state legislation is passed. Ashlee Hartness is currently working on SICS for this issue, in preparation of the state eventually moving forward with Sportsbook.

8. Board entered Executive Session to discuss confidential and/or proprietary matters.

MOTION by Geoff Hager for Board to enter Executive Session at 5:13PM. Holli Wells seconded the motion, which passed unanimously.

MOTION PASSED

MOTION by Geoff Hager for Board to exit Executive Session at 5:15PM. Holly Wells seconded the motion, which passed unanimously.

MOTION PASSED

MOTION by Geoff Hager for Board to allow Rachel Loudon to attend the March 14, 2024, Executive and Closed Executive Sessions. Bruce Pollock seconded the motion. Chair called for the vote:

MOTION PASSED

Claudette Carnett	YES
Geoff Hager	YES
Bruce Pollock	YES
Holli Wells	YES
Amy Tall Chief	YES

MOTION by Geoff Hager for Board to enter Executive Session at 5:18PM. Bruce Pollock seconded the motion, which passed unanimously.

MOTION PASSED

MOTION by Geoff Hager for Board to exit Executive Session at 5:39PM. Bruce Pollock seconded the motion, which passed unanimously.

MOTION PASSED

9. Board to enter Closed Executive Session for personnel and legal discussion.

MOTION by Geoff Hager for Board to enter Closed Executive Session at 5:40PM. Bruce Pollock seconded the motion, which passed unanimously.

MOTION PASSED

10. Board to exit Closed Executive Session and return to Open Session.

MOTION by Geoff Hager for Board to exit Closed Executive Session at 7:07PM. Bruce Pollock seconded the motion, which passed unanimously.

MOTION PASSED

11.Board to take action on items discussed in Closed Executive Session.

MOTION by Geoff Hager for Board to request the ONGC Commissioners consider our provided comments on TICS-24-02, TICS-24-03, TICS-24-04, TICS-24-05, and TICS-24-06 and agree to a meeting to discuss recommendations. Holli Wells seconded the motion.

MOTION PASSED	Claudette Carnett	YES
	Geoff Hager	YES
	Bruce Pollock	YES
	Holli Wells	YES
	Amy Tall Chief	YES

MOTION by Geoff Hager for Board to approve Amended Resolution 24-04, which will reject the Allen Family's Counteroffer and move forward with existing lease modification. Bruce Pollock seconded the motion. The Chair called for the vote:

MOTION PASSED	Claudette Carnett	YES
	Geoff Hager	YES
	Bruce Pollock	YES
	Holli Wells	YES
	Amy Tall Chief	YES

MOTION by Geoff Hager for Board to approve Resolution 24-21 STG Agreement. Bruce Pollock seconded the motion. The Chair called for the vote:

MOTION PASSED	Claudette Carnett	ABSTAINED
	Geoff Hager	YES
	Bruce Pollock	YES
	Holli Wells	YES
	Amy Tall Chief	YES

13.Date and time of the next meeting:

The next Regular Board meeting will be held on Wednesday, March 27, 2024, at 10:00AM.

14.Adjournment

MOTION by Bruce Pollock to adjourn. Without further discussion the meeting adjourned at 7:11PM.

Pamela Ballard

Executive Assistant
Osage Casinos