



Mashpee Wampanoag Tribe
483 Great Neck Rd So. Mashpee, MA 02649
Phone (508) 477-0208 * Fax (508) 477-1218

2022-RES-050

APPROVAL OF ENGAGEMENT LETTER WITH RORY DILWEG OF OCOTILLO LAW & POLICY PARTNERS TO SERVE AS TRIBAL GAMING COMMISSION CHAIRMAN

WHEREAS, the Mashpee Wampanoag Tribe (“Tribe”) is a federally-recognized Indian tribe with a duly-enacted Constitution; and

WHEREAS, the Mashpee Wampanoag Tribal Council (“Tribal Council”), the governing body of the Tribe, deems it essential under Article VI, § 2.A. of the Mashpee Wampanoag Tribal Constitution (“Constitution”) to promote and protect the political integrity, economic security and general welfare of the Tribe and members of the Tribe; and

WHEREAS, Article VI, § 2.D. of the Constitution empowers the Tribal Council to negotiate and enter into contracts and agreements with state and local governments, private persons and corporate entities; and

WHEREAS, the Tribal Council has appointed Mr. Rory Dilweg of the firm of Ocotillo Law and Policy Partners as the Chairman of the Mashpee Wampanoag Tribal Gaming Commission pursuant to 2012-ORD-002, Tribal Gaming Ordinance; and

WHEREAS, Mr. Dilweg will serve as Chairman of the Tribal Gaming Commission for the requisite term and subject to acceptable background investigation and check in accordance with the Tribal Gaming Ordinance; and

WHEREAS, Mr. Dilweg has provided an Engagement Letter that sets forth the terms and fees for such appointment as Chairman of the Tribal Gaming Commission (the “Engagement Letter”); and

WHEREAS, the Tribal Council desires to approve the Engagement Letter with Mr. Dilweg of Ocotillo Law and Policy Partners to serve as Chairman of the Tribal Gaming Commission and for any fees related to this appointment to be included with the gaming budget of the Tribal Gaming Authority given it is related to the gaming enterprise and at a later date included within the Tribal Gaming Commission’s budget, as prepared.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Council hereby approves the Engagement Letter with Mr. Dilweg of Ocotillo Law and Policy Partners to serve as Chairman of the Tribal Gaming Commission and for any fees related to this appointment to be included with the gaming budget of the Tribal Gaming Authority given it is related to the gaming enterprise and at a later date included within the Tribal Gaming Commission's budget, as prepared.

BE IT FINALLY RESOLVED, that the Tribal Council hereby grants to the Tribal Chairman, or in his absence, other Officer of the Tribal Council, the requisite authority and power for an on behalf of the Tribe to execute the Engagement Letter with Mr. Dilweg of Ocotillo Law and Policy Partners to serve as Chairman of the Tribal Gaming Commission and take such further action necessary to effect the purposes of this Resolution.

Effective immediately and until revoked or modified by the Tribal Council, pursuant to the authority vested in the Tribal Council pursuant to Article VI, Sections 2.A. and D. of the Constitution of the Mashpee Wampanoag Tribe.

All resolutions or parts of resolutions inconsistent with this resolution are repealed. This resolution is effective immediately and shall continue pursuant to the authority vested in the Tribal Council pursuant to Article VI, §§ 2.A. and D. of the Constitution.

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CERTIFICATION

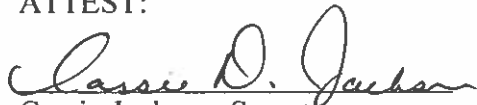
We, the undersigned Chairperson and Secretary of the Mashpee Wampanoag Tribal Council, do hereby certify that the Tribal Council is composed of 13 members of whom 9, constituting a quorum, were present at a regular Meeting thereof, duly called, noticed, convened, and held on the 17th day of August, 2022 and that the foregoing resolution was duly adopted by the affirmative vote of 8 members, with 0 opposing, and with 0 not voting.

DATED this 17th day of August, 2022.



Brian Weeden, Chairman
Mashpee Wampanoag Tribal Council

ATTEST:



Cassie Jackson, Secretary
Mashpee Wampanoag Tribal Council

EXHIBIT A
Engagement Letter



Rory E. Dilweg
Partner
Licensed in Arizona, California, and Wisconsin

rdilweg@olp-partners.com
480.336.2060

August 17, 2022

Via Email: rsalguero@olp-partners.com

Honorable Mashpee Wampanoag Tribal Council
Mashpee Wampanoag Tribe
483 Great Neck Road
Mashpee, MA 02649

Re: Engagement as Mashpee Wampanoag Tribal Gaming Commission Chairman

Dear Honorable Tribal Council:

You have informed me that the Mashpee Wampanoag Tribe (the "Tribe") desires to engage me as Mashpee Wampanoag Tribal Gaming Commission Chairman. For ease of accounting purposes, the Tribe will engage me through my law firm, Ocotillo Law and Policy Partners, LLP (the "Firm"). The duties of the Gaming Commission Chairman are described in the Mashpee Wampanoag Tribe Gaming Ordinance (the "Ordinance"). These duties include, but are not limited to, promulgating regulations, licensing employees and vendors of the Tribe's gaming facility, and conducting hearings regarding licensing suspension and/or revocation. My duties would include ensuring that the Gaming Commission and the Tribe meet all requirements of the Indian Gaming Regulatory Act, the National Indian Gaming Commission, the Tribal Gaming Compact with the Commonwealth of Massachusetts, the Ordinance and other related duties as the Tribal Council may so request.

I shall assume the engagement as Tribal Gaming Commission Chairman, and in lieu of my normal hourly fees, the Tribe shall pay for my services a fixed fee of \$15,000 per month. This monthly fee shall be paid on receipt of an invoice from the Firm at the end of each month. The Tribe will be required to pay all costs and expenses (including, but not limited to reasonable travel expenses) incurred on the Client's behalf. Any partial month shall be paid on a prorated basis. For example, if this agreement is approved today, Tribe shall pay the Firm \$6,774.19 (\$483.87/day) for the remainder of August 2022.

Please note, that I, as Tribal Gaming Commission Chairman, shall be an independent contractor of the Tribe. Nothing in this letter shall be deemed to make me an employee of the Tribe.

The intent of the parties is that I shall be appointed to be the Chairman of the Tribe's Gaming Commission pursuant to Section 402 of the Client's Gaming Ordinance. I shall undergo all backgrounding to determine that I am suitable for the position of Gaming Commission Chairman. I understand that my appointment is subject to completion of a satisfactory background check and until such time I will serve as Interim Gaming Commission Chairman. Once my appointment as Gaming Commission Chairman is complete, my term as Interim Gaming Commission Chairman will end, and I will perform my duties as Tribal Gaming Commission Chairman under this contract's substantive terms.

I hereby agree to perform the duties required by this appointment faithfully and with due diligence. Please note, that nothing in this engagement letter shall be deemed to be a waiver of the Tribe's sovereign immunity.

Either party upon written notice may terminate this engagement for any reason. In the event of such termination, the Tribe is obligated to pay the outstanding fees and expenses incurred through the conclusion of the engagement.

If all of the foregoing is agreeable with the Tribe, please indicate its approval on the lines provided below, and return a copy of the signed acknowledgment to me via e-mail, fax or regular mail. Please retain the fully signed copy of this letter for the Tribe's information and records. The receipt by the Tribe of a fully executed copy of this agreement is acknowledged by its signature hereto. The Parties acknowledge that all previous engagement letters or agreements between me or the Firm and the Tribe regarding my appointment as Tribal Gaming Commission Chairman are hereby replaced with this engagement letter.

I look forward to acting as the Tribal Gaming Commission Chairman for as long as I am needed.

[SIGNATURE PAGE TO FOLLOW]

Very truly yours,

A handwritten signature in black ink, appearing to read 'Rory Dilweg', with a long horizontal flourish extending to the right.

Rory Dilweg

READ AND APPROVED this 17th day of August, 2022.

Mashpee Wampanoag Tribe

A handwritten signature in blue ink, appearing to read 'Brian Weeden', with a long horizontal flourish extending to the right.

By: Brian Weeden
Its: Chairman