



**Mashpee Wampanoag Tribe**  
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## **TRIBAL COUNCIL RESOLUTION 2023-RES-042**

### **EMERGENCY APPROVAL OF ENGAGEMENT LETTER WITH RICH MAY TO REPRESENT TRIBE IN LITIGATION FILED BY CALAMAR CONSTRUCTION**

- WHEREAS,** the Mashpee Wampanoag Tribe (“Tribe”), is a federally recognized Indian Tribe with duly-enacted Constitution and the governing body of the Tribe is known as the Mashpee Wampanoag Tribal Council (“Tribal Council”);
- WHEREAS,** the Tribal Council, deems it essential under Article VI, § 2.A of the Mashpee Wampanoag Tribal Constitution (“Constitution”) to promote and protect the health, peace, morals, education, political integrity, economic security and general welfare of the Tribe and members of the Tribe;
- WHEREAS,** Pursuant to Article VI, § 2 of the Constitution, the Tribal Council is empowered to exercise certain powers, including the power to promote and protect the economic security and general welfare of the Tribe and its members, and the power to negotiate and enter into contracts with other governments and with private persons and corporate entities; and
- WHEREAS,** this meeting is an emergency meeting of the Tribal Council within the meaning of the Constitution that has been duly convened by the Chairperson of the Tribe; and
- WHEREAS,** pursuant to Article IX, Section 1(e)(1) of the Constitution a quorum for this meeting is seven (7) members of the Tribal Council; and,
- WHEREAS,** Tribal Council finds it is critical and necessary for the preservation or protection of the immediate health, peace, safety, or property of the Tribe within the meaning of 2009-ORD-003 and the Constitution to approve the Engagement Letter with the Rich May to provide the aforementioned legal services to the Tribe; and

**WHEREAS,** the Tribal Council has been notified that Calamar Construction Services, Inc. (“Calamar”) has filed suit against the Mashpee Wampanoag Village Limited Partnership and its investor/partner Raymond James Affordable Housing Investment, Inc.; and

**WHEREAS,** the Tribe is the General Partner in the Limited Partnership and executed a Construction Contract with Calamar for general contractor services in connection with the construction of the Wampanoag Village; and

**WHEREAS,** the Tribe terminated the contract on December 9, 2021, for cause due to Calamar’s failure to complete the work and for breach of contract; and

**WHEREAS,** the Tribe is aware that under the governing Construction Contract mediation is required before suit may be filed in Federal Court and Calamar has ignored such condition and filed suit claiming the contract was wrongfully terminated; and

**WHEREAS,** the Tribe intends to defend this lawsuit and seek relief against Calamar for its breach of contract; and

**WHEREAS,** the Tribe desires to engage the law firm of Rich May to mount a defense on behalf of the Tribe against Calamar and to file all necessary counter-claims in *Calamar Construction Services, Inc. v. The Mashpee Wampanoag Village Limited Partnership* filed in the United States District Court for the District of Massachusetts; and

**WHEREAS,** Rich May has submitted an Engagement Letter to the Tribe for consideration to provide such legal services in the above captioned matter (the “Engagement Letter”); and

**WHEREAS,** the Tribal Council desires to approve the Engagement Letter with Rich May for the aforementioned legal services.

**NOW, THEREFORE, BE IT RESOLVED,** that the Tribal Council approves the Engagement Letter with the Rich May to provide the aforementioned legal services to the Tribe.

**BE IT FINALLY RESOLVED,** that the Tribal Council hereby grants to the Tribal Chairman, or in his absence or unavailability, other Tribal Council Officer, the requisite authority and power for an on behalf of the Tribe to execute the Engagement Letter with Rich May and take such further action necessary to effect the purposes of this Resolution.

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.

*(Remainder of Page Intentionally Blank)*

## CERTIFICATION

We, the undersigned duly elected Chairman and Secretary of the Tribal Council do hereby certify that the above Resolution was duly adopted on April 26, 2023, by the Mashpee Wampanoag Tribal Council which is composed of 13 members, of whom 8 constituting a quorum, were present at an emergency meeting duly called, noticed, convened, and held on April 26, 2023, and that the foregoing Resolution was duly adopted by the affirmative vote of 7 members, with 0 opposing, and with 0 not voting and that said Resolution has not been rescinded or amended in any way.

Dated this 26<sup>TH</sup> day of April, 2023.



Brian Weeden, Chairman  
Mashpee Wampanoag Tribal Council

ATTEST:



Cassie Jackson, Secretary  
Mashpee Wampanoag Tribal Council.

**EXHIBIT A**  
**ENGAGEMENT LETTER – RICH MAY**