



Mashpee Wampanoag Tribe
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Phone (508) 477-0208 * Fax (508) 477-1218

**TRIBAL COUNCIL RESOLUTION
2023-RES-051**

RATIFICATION OF 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, 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, on April 26, 2023, the Tribal Council, at a duly called Emergency Meeting approved *2023-RES-042 Emergency Approval of Engagement Letter with Rich May to Represent Tribe in Litigation Filed in Calamar Construction*, in substantially the same form as attached hereto as Exhibit “A”; and

WHEREAS, the Tribal Council desires to ratify, confirm and affirm the approval of the Engagement Letter with Rich May attached hereto as Exhibit “A” for the aforementioned legal services.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Council hereby ratifies, confirms and affirms the approval of 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 ratifies, confirms and affirms the authorization granted to the Tribal Council 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.

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CERTIFICATION

We, the undersigned duly elected Vice Chairman and Secretary of the Tribal Council do hereby certify that the above Resolution was duly adopted on May 10th, 2023, by the Mashpee Wampanoag Tribal Council which is composed of 13 members, of whom 11 constituting a quorum, were present at a regular meeting duly called, noticed, convened, and held on May 10, 2023, and that the foregoing Resolution was duly adopted by the affirmative vote of 10 members, with 0 opposing, and with 0 not voting and that said Resolution has not been rescinded or amended in any way.

Dated this 10th day of May, 2023.



Carlton Hendricks, Jr.
Vice Chairman and Presiding Officer
Mashpee Wampanoag Tribal Council

ATTEST:



Cassie Jackson, Secretary
Mashpee Wampanoag Tribal Council

EXHIBIT A
ENGAGEMENT LETTER – RICH MAY