

Downstream Authority of the Quapaw Tribe of Oklahoma Regular Meeting
October 31, 2012

Meeting Called to Order: 11 am

ROLL CALL:	John Berrey, Chairman	Present
	Larry Ramsey, Secretary	Present
	Ranny McWatters, Treasurer	Present
	Marilyn Rogers, Member	Present
	Tamara Smiley, Member	Present

DECLARATION OF QUORUM: announced by Larry Ramsey

Prayer led by Marilyn Rogers

Construction Meeting

- Three week schedule (see attached)
- Minutes (Old Business)
 - Guest Room Furniture
 - Suite lamps, hand dryers, tp/pt holders
 - Kitchen equipment
 - When will Lobby Bar be set up
 - When can we set up Grab –n-go, equipment is on site
 - Spa
 - Dates for FF&E
 - Renovation work
 - Date for temp wall removal?
 - Signage
 - In process
 - Exterior – ready for install next week
 - High Limits
 - Fabric for TG chairs arrived yesterday
 - 11/7 start
 - Indoor Pool Bar/Food Service
 - Need date we can start installing the equipment, on site
 - Spa Branches
 - 15-20 ready, cleaning more every day
 - Lock install
 - Tentative date 12/14

Break 11:20am

Resume 1:00pm

- Resolution 103112-A (see attached)
- A RESOLUTION APPROVING FIFTH AMENDMENT TO AMENDED AND RESTATED EQUIPMENT LEASE AGREEMENT WITH VIDEO GAMING TECHNOLOGIES, INC

Motion by DDA Secretary Ranny MCWatters to approve Resolution 103112-A. Seconded by DDA Member Marilyn Rogers. Vote: JB: yes; RM: yes; LR: absent; MR: yes; TS: yes (4 yes, 0 no, 1 absent, 0 abstain) Motion Carries.

Adjourn 1:43pm

RESOLUTION NO. 103112-A

**A RESOLUTION APPROVING FIFTH AMENDMENT TO AMENDED
AND RESTATED EQUIPMENT LEASE AGREEMENT WITH VIDEO GAMING
TECHNOLOGIES, INC.**

WHEREAS, the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah) (the “Authority”), is an unincorporated tribal entity wholly owned by the Quapaw Tribe of Oklahoma (O-Gah-Pah) (the “Tribe”), a federally recognized Indian nation; and

WHEREAS, the Authority was created under the laws of the Tribe and authorized to develop, construct, manage, and operate the Downstream Casino Resort (the “Casino”) and to engage in gaming pursuant to Tribal, federal, and state law on the Indian lands of the Tribe within the original Quapaw Reservation, as established as a homeland for the Quapaw Nation by the Treaty of May 13, 1833, *Quapaw Code* Title 17, § 101 *et seq.*; and

WHEREAS, the Authority is expressly authorized to exercise its powers in the best interest of the Tribe, and to enter into agreements relating to operations and gaming at the Casino; and

WHEREAS, the Authority desires to approve that certain agreement titled “Fifth Amendment to the Amended and Restated Equipment Lease Agreement” between the Authority and Video Gaming Technologies, Inc. (“VGT”), which amendment is dated on or about _____, 2012 (hereinafter the “VGT Amendment”).

NOW, THEREFORE BE IT RESOLVED THAT the Authority hereby approves the VGT Amendment; and

BE IT FURTHER RESOLVED THAT the Authority hereby authorizes the General Manager of the Authority to execute and deliver the VGT Amendment to VGT.

C E R T I F I C A T I O N

The foregoing resolution of the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah) was presented and duly adopted at a regular meeting of the Authority on _____, 2012, with a vote reflecting _____ yes, _____ no, _____ abstaining, and _____ absent.

By: _____
John L. Berrey, Chairman
Downstream Authority

By: _____
Larry Ramsey, Secretary
Downstream Authority