

RESOLUTION NO. 03 2714-A

A RESOLUTION APPROVING SECOND AMENDMENT TO THE MASTER LEASE AGREEMENT BETWEEN THE DOWNSTREAM GOLF CLUB, LLC, AND THE DOWNSTREAM AUTHORITY

WHEREAS, the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah) (the "Authority"), is an unincorporated 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 gaming and other operations at the Casino; and

WHEREAS, the Authority previously approved and entered into that certain "Master Lease Agreement Relating to Unimproved Property" by and between the Downstream Golf Club, LLC (the "DGC"), and the Authority, the effective date of which was October 1, 2008 (the "Lease"), and which Lease was amended on or about February 15, 2011; and

WHEREAS, the Authority and the DGC desire to amend the Lease to address increased expenses of the DGC, including increased costs of financing the land subject to the Lease, and to extend the term of such Lease.

NOW, THEREFORE BE IT RESOLVED THAT the Authority hereby (i) approves a Second Amendment to the Lease (the "Second Amendment"), as presented to the Authority and as attached hereto, and (ii) finds the Second Amendment is on terms no less favorable to the Authority than would have been obtained from an unaffiliated third party; and

BE IT FURTHER RESOLVED THAT the Authority hereby authorizes and directs the Chairman of the Authority to execute and deliver the Second Amendment to the DGC on behalf of the Authority.

[Certification of Resolution Follows on Next Page.]





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 March 27, 2014, with a vote reflecting _5_yes, _0_ no, _0_ abstaining, and _0_ absent.

John L. Berrey, Chairman Downstream Authority Larry J. Ramsey, Secretary Downstream Authority

