

Downstream Development Authority of the Quapaw Tribe of Oklahoma  
Supplement to Minutes dated October 12, 2011.  
Email Poll

|            |                            |         |
|------------|----------------------------|---------|
| Roll Call: | John Berrey, Chairman      | Present |
|            | Larry Ramsey, Secretary    | Present |
|            | Ranny McWatters, Treasurer | Present |
|            | Marilyn Rogers, Member     | Present |
|            | Tamara Smiley, Member      | Present |

An email poll was conducted on Wednesday October 12, 2011.

**CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION**  
**ATTORNEY WORK PRODUCT/ALL PRIVILEGES CLAIMED**

To the Authority:

With John's permission, I am attaching a resolution of the Authority for your consideration via electronic/telephone poll. This resolution would:

(1) authorize the engagement of Gene Barrett, an attorney in Baxter Springs, to do title work and/or a quiet title action to correct a possible error in title in the Tribe's Kansas land, which is being used for the resort's parking lots; and

(2) authorize an engagement by the Authority of an attorney in Santa Fe, New Mexico, Joe Lennihan, who the Business Committee is considering engaging to provide legal counsel on matters involving Indian country and tribal taxation.

As to item 1, it appears possible we will not need to hire Barrett, as the Bureau of Land Management is trying to resolve the issue. However, if the issue is not resolved, we need to be in a position to engage Barrett immediately, so as to get the fee-to-trust application on this land back on track. Barrett has estimated that his work would cost from \$500 to \$3,000, if a quiet title action is necessary. To save time, and since this is a very limited project, Barrett would be engaged by Conner & Winters as a consultant.

As to item 2, Lennihan would be used only as needed or as tribal taxation issues arise that involve the resort. Lennihan would be engaged through one of our former private attorney contracts.

If you could respond to this message quickly, it would be very much appreciated. Should you have any questions or comments, please do not hesitate to contact me.

**Stephen Ward**  
Attorney at Law

Vote:

|                |     |                 |     |
|----------------|-----|-----------------|-----|
| John Berrey    | YES | Ranny McWatters | YES |
| Marilyn Rogers | YES | Larry Ramsey    | YES |
| Tamara Smiley  | YES |                 |     |

5 Yes, 0 No, 0 abstaining, 0 absent



**From:** [Stephen Ward](#)  
**To:** [Tena VanCleave;](#)  
**Subject:** FW: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters  
**Date:** Monday, November 07, 2011 3:18:35 PM  
**Attachments:** [image003.png](#)  
[image001.png](#)

---

[Vote of Marilyn Rogers.](#)

[Stephen Ward](#)

Attorney at Law



[Conner & Winters, llp](#)

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

---

**From:** Marilyn Rogers [<mailto:rogerswelch@aol.com>]  
**Sent:** Wednesday, October 12, 2011 3:28 PM  
**To:** Stephen Ward  
**Subject:** Re: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

I vote yes.

-----Original Message-----

From: Stephen Ward <sward@cwlaw.com>

To: Ogahpah 1 <jberrey@ogahpah.com>; Iramsey <Iramsey@downstreamcasino.com>; 'Ranny Mcwatters' <rmcwatters@DOWNSTREAMCASINO.COM>;

MarilynRogers <rogerswelch@aol.com>; Marilyn Rogers

<mrogers@DOWNSTREAMCASINO.COM>; tsmiley <tsmiley@quapawtribe.com>;

Tamara Smiley <tamarasmiley@rocketmail.com>

Cc: Jack Brill II <jb2law@aol.com>; Tena VanCleave

<tvancleave@DOWNSTREAMCASINO.COM>; sdrewes

<sdrewes@downstreamcasino.com>

Sent: Wed, Oct 12, 2011 2:47 pm

Subject: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

**CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION  
ATTORNEY WORK PRODUCT/ALL PRIVILEGES CLAIMED**

To the Authority:

With John's permission, I am attaching a resolution of the Authority for your consideration via electronic/telephone poll. This resolution would:

(1) authorize the engagement of Gene Barrett, an attorney in Baxter Springs, to do title work and/or a quiet title action to correct a possible error in title in the Tribe's Kansas land, which is being used for the resort's parking lots; and

(2) authorize an engagement by the Authority of an attorney in Santa Fe, New Mexico, Joe Lennihan, who the Business Committee is considering engaging to provide legal counsel on matters involving Indian country and tribal taxation.

As to item 1, it appears possible we will not need to hire Barrett, as the Bureau of Land Management is trying to resolve the issue.

However, if the issue is not resolved, we need to be in a position to engage Barrett immediately, so as to get the fee-to-trust application on this land back on track. Barrett has estimated that his work would

cost from \$500 to \$3,000, if a quiet title action is necessary. To save time, and since this is a very limited project, Barrett would be engaged by Conner & Winters as a consultant.

As to item 2, Lennihan would be used only as needed or as tribal taxation issues arise that involve the resort. Lennihan would be engaged through one of our form private attorney contracts.

If you could respond to this message quickly, it would be very much appreciated. Should you have any questions or comments, please do not hesitate to contact me.

**Stephen Ward**

Attorney at Law



**Conner & Winters, LLP**

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

**From:** [Stephen Ward](#)  
**To:** [Tena VanCleave;](#)  
**Subject:** FW: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters  
**Date:** Monday, November 07, 2011 3:18:54 PM  
**Attachments:** [image003.png](#)  
[image001.png](#)

---

[Vote of Larry Ramsey.](#)

Stephen Ward

Attorney at Law



Conner & Winters, LLP

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

---

**From:** Larry Ramsey [<mailto:lramsey@DOWNSTREAMCASINO.COM>]  
**Sent:** Monday, October 17, 2011 9:59 AM  
**To:** Stephen Ward; jberrey; Ranny Mcwatters; Marilyn; Marilyn Rogers; tsmiley; Tamara Smiley  
**Cc:** Jack Brill II; Tena VanCleave; Steven Drewes  
**Subject:** RE: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

I vote yes

---

**From:** Stephen Ward [sward@cwlaw.com]

**Sent:** Wednesday, October 12, 2011 2:47 PM

**To:** jberrey; Larry Ramsey; Ranny Mcwatters; Marilyn; Marilyn Rogers; tsmiley; Tamara Smiley

**Cc:** Jack Brill II; Tena VanCleave; Steven Drewes

**Subject:** DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

**CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION  
ATTORNEY WORK PRODUCT/ALL PRIVILEGES CLAIMED**

To the Authority:

With John's permission, I am attaching a resolution of the Authority for your consideration via electronic/telephone poll. This resolution would:

- (1) authorize the engagement of Gene Barrett, an attorney in Baxter Springs, to do title work and/or a quiet title action to correct a possible error in title in the Tribe's Kansas land, which is being used for the resort's parking lots; and
- (2) authorize an engagement by the Authority of an attorney in Santa Fe, New Mexico, Joe Lennihan, who the Business Committee is considering engaging to provide legal counsel on matters involving Indian country and tribal taxation.

As to item 1, it appears possible we will not need to hire Barrett, as the Bureau of Land Management is trying to resolve the issue. However, if the issue is not resolved, we need to be in a position to engage Barrett immediately, so as to get the fee-to-trust application on this land back on track. Barrett has estimated that his work would cost from \$500 to \$3,000, if a quiet title action is necessary. To save time, and since this is a very limited project, Barrett would be engaged by Conner & Winters as a consultant.

As to item 2, Lennihan would be used only as needed or as tribal taxation issues arise that involve the resort. Lennihan would be engaged through one of our form private attorney contracts.

If you could respond to this message quickly, it would be very much appreciated. Should you have any questions or comments, please do not hesitate to contact me.

Stephen Ward

Attorney at Law



Conner & Winters, LLP

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

Larry Ramsey

General Manager of Eagle Creek Golf Club/DDA Secretary

Office: (918) 919-6822

Mobile:

Fax:

[lr Ramsey@DOWNSTREAMCASINO.COM](mailto:lr Ramsey@DOWNSTREAMCASINO.COM)

69300 E. Nee Rd., Quapaw, OK 74363



**From:** [Stephen Ward](#)  
**To:** [Tena VanCleave;](#)  
**Subject:** FW: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters  
**Date:** Monday, November 07, 2011 3:19:21 PM  
**Attachments:** [image003.png](#)  
[image001.png](#)

---

[Vote of Ranny McWatters.](#)

Stephen Ward

Attorney at Law



Conner & Winters, LLP

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

---

**From:** Ranny Mcwatters [mailto:[rmcwatters@DOWNSTREAMCASINO.COM](mailto:rmcwatters@DOWNSTREAMCASINO.COM)]  
**Sent:** Monday, October 17, 2011 10:04 AM  
**To:** Stephen Ward; jberrey; Larry Ramsey; Marilyn; Marilyn Rogers; tsmiley; Tamara Smiley  
**Cc:** Jack Brill II; Tena VanCleave; Steven Drewes  
**Subject:** RE: DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

I vote yes Ranny

---

**From:** Stephen Ward [sward@cwlaw.com]

**Sent:** Wednesday, October 12, 2011 2:47 PM

**To:** jberrey; Larry Ramsey; Ranny Mcwatters; Marilyn; Marilyn Rogers; tsmiley; Tamara Smiley

**Cc:** Jack Brill II; Tena VanCleave; Steven Drewes

**Subject:** DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

**CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION  
ATTORNEY WORK PRODUCT/ALL PRIVILEGES CLAIMED**

To the Authority:

With John's permission, I am attaching a resolution of the Authority for your consideration via electronic/telephone poll. This resolution would:

- (1) authorize the engagement of Gene Barrett, an attorney in Baxter Springs, to do title work and/or a quiet title action to correct a possible error in title in the Tribe's Kansas land, which is being used for the resort's parking lots; and
- (2) authorize an engagement by the Authority of an attorney in Santa Fe, New Mexico, Joe Lennihan, who the Business Committee is considering engaging to provide legal counsel on matters involving Indian country and tribal taxation.

As to item 1, it appears possible we will not need to hire Barrett, as the Bureau of Land Management is trying to resolve the issue. However, if the issue is not resolved, we need to be in a position to engage Barrett immediately, so as to get the fee-to-trust application on this land back on track. Barrett has estimated that his work would cost from \$500 to \$3,000, if a quiet title action is necessary. To save time, and since this is a very limited project, Barrett would be engaged by Conner & Winters as a consultant.

As to item 2, Lennihan would be used only as needed or as tribal taxation issues arise that involve the resort. Lennihan would be engaged through one of our form private attorney contracts.

If you could respond to this message quickly, it would be very much appreciated. Should you have any questions or comments, please do not hesitate to contact me.

Stephen Ward

Attorney at Law



Conner & Winters, LLP

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

Ranny Mcwatters

Office:

Mobile: (918) 541-8737

Fax:

[rmcwatters@DOWNSTREAMCASINO.COM](mailto:rmcwatters@DOWNSTREAMCASINO.COM)

69300 E. Nee Rd., Quapaw, OK 74363



**From:** [Stephen Ward](#)  
**To:** [Tena VanCleave;](#)  
**Subject:** FW: USER NOT AUTHENTICATEDFW: DOWNSTREAM-  
GENERAL: Resolution Relating to Legal Matters  
**Date:** Monday, November 07, 2011 3:20:08 PM  
**Attachments:** [image003.png](#)  
[image001.png](#)

---

[Vote of Tamara Smiley.](#)

Stephen Ward

Attorney at Law



Conner & Winters, LLP

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

---

**From:** Tamara Smiley [<mailto:tamarasmiley@rocketmail.com>]  
**Sent:** Monday, November 07, 2011 2:39 PM  
**To:** [tsmiley@quapawtribe.com](mailto:tsmiley@quapawtribe.com); Stephen Ward  
**Cc:** Tena VanCleave; [spam@quapawtribe.com](mailto:spam@quapawtribe.com)  
**Subject:** Re: USER NOT AUTHENTICATEDFW: DOWNSTREAM-GENERAL:  
Resolution Relating to Legal Matters

Sorry. I don't remember seeing it before. I vote yes.

Thanks.....Tamara

--- On **Mon, 11/7/11, Stephen Ward** <[sward@cwlaw.com](mailto:sward@cwlaw.com)> wrote:

From: Stephen Ward <[sward@cwlaw.com](mailto:sward@cwlaw.com)>  
Subject: USER NOT AUTHENTICATEDFW: DOWNSTREAM-  
GENERAL: Resolution Relating to Legal Matters  
To: "Tamara Smiley" <[tamarasmiley@rocketmail.com](mailto:tamarasmiley@rocketmail.com)>, <[tsmiley@quapawtribe.com](mailto:tsmiley@quapawtribe.com)>  
Cc: "Tena VanCleave" <[tvancleave@DOWNSTREAMCASINO.COM](mailto:tvancleave@DOWNSTREAMCASINO.COM)>, <[spam@quapawtribe.com](mailto:spam@quapawtribe.com)>  
Date: Monday, November 7, 2011, 7:57 PM

**CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION**

**ATTORNEY WORK PRODUCT/ALL PRIVILEGES  
CLAIMED**

Tamara:

I never did receive a vote from you on the following resolution. Do you want to cast a ballot? Thanks.

**Stephen Ward**

Attorney at Law



**Conner & Winters, llp**

Attorneys & Counselors at Law  
4000 One Williams Center  
Tulsa, OK 74172-0148  
P 918.586.8978  
F 918.586.8698  
[SWard@cwlaw.com](mailto:SWard@cwlaw.com)  
[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

---

**From:** Stephen Ward  
**Sent:** Wednesday, October 12, 2011 2:47 PM  
**To:** 'Ogahpah 1'; lramsey@downstreamcasino.com; 'Ranny Mcwatters'; 'MarilynRogers'; 'Marilyn Rogers'; tsmiley@quapawtribe.com; 'Tamara Smiley'  
**Cc:** Jack Brill II; Tena VanCleave; sdrewes@downstreamcasino.com  
**Subject:** DOWNSTREAM-GENERAL: Resolution Relating to Legal Matters

**CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION**

**ATTORNEY WORK PRODUCT/ALL PRIVILEGES CLAIMED**

To the Authority:

With John's permission, I am attaching a resolution of the Authority for your consideration via electronic/telephone poll. This resolution would:

(1) authorize the engagement of Gene Barrett, an attorney in Baxter Springs, to do title work and/or a quiet title action to correct a possible error in title in the Tribe's Kansas land, which is being used for the resort's parking lots; and

(2) authorize an engagement by the Authority of an attorney in Santa Fe, New Mexico, Joe Lennihan, who the Business Committee is considering engaging to provide legal counsel on matters involving Indian country and tribal taxation.

As to item 1, it appears possible we will not need to hire Barrett, as the Bureau of Land Management is trying to resolve the issue. However, if the issue is not resolved, we need to be in a position to engage Barrett immediately, so as to get the fee-to-trust application on this land back on track. Barrett has estimated that his work would cost from \$500 to \$3,000, if a quiet title action is necessary. To save time, and since this is a very limited project, Barrett would be engaged by Conner & Winters as a consultant.

As to item 2, Lennihan would be used only as needed or as tribal taxation issues arise that involve the resort. Lennihan would be engaged through one

of our form private attorney contracts.

If you could respond to this message quickly, it would be very much appreciated. Should you have any questions or comments, please do not hesitate to contact me.

**Stephen Ward**

Attorney at Law



**Conner & Winters, llp**

Attorneys & Counselors at Law

4000 One Williams Center

Tulsa, OK 74172-0148

P 918.586.8978

F 918.586.8698

[SWard@cwlaw.com](mailto:SWard@cwlaw.com)

[www.cwlaw.com](http://www.cwlaw.com)

IRS Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that, unless specifically indicated otherwise, any tax advice contained in this communication (including any attachment) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

This message and any attachments may contain information that is highly confidential, privileged, and exempt from disclosure. Any recipient other than the intended recipient is advised that any dissemination, distribution, copying, or other use of this message is strictly prohibited.

If you have received this message in error, please notify the sender immediately.

