

Downstream Development Authority of the Quapaw Tribe of Oklahoma
Supplement to Minutes dated 6/5/19
Email Poll

Roll Call:	John Berrey, Chairman	Present
	Larry Ramsey, Secretary	Present
	Marilyn Rogers, Member	Present
	Tamara Reeves, Member	Present
	Jack Brill, Member	Present

An email poll was conducted on Friday June 7, 2019.

All,

From Steve Ward:

CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION—DO NOT DISCLOSE

Chairman Berrey:

I am attaching, for approval by the Downstream Authority and the managers of Downstream Q Store, LLC, a resolution and a written consent necessary to complete establishment of Saracen Development, LLC ("Saracen").

Background: Approval for the attached resolution, and signatures on the written consent, are needed to complete the establishment of Saracen. These documents:

- Approve the Saracen Operating Agreement, a copy of which is attached;
- Approve amended Articles of Organization for Saracen to incorporate language required by the Arkansas Racing Commission; and
- Approve the form necessary for Saracen to guarantee the debt of the Downstream Authority, which is a requirement for all subsidiaries.

I am not attaching the documents other than the Operating Agreement, because they are all forms. I will forward them to Tena, so that any member of the Authority may review them.

Action Requested: The Authority's approval of the attached resolution will be necessary in order for Saracen to be established. If possible, we would like to do so by next Wednesday, June 12. The written consent will require the signatures of the four managers of the DQS, LLC.

Thank you for your assistance. Should you have any questions or comments, please do not hesitate to contact me.

Stephen R. Ward

Partner

Thank you,

Vote:

John Berrey	Yes	Marilyn Rogers	Yes
Larry Ramsey	Yes	Tamara Reeves	Yes
Jack Brill	Yes		

5 yes, 0 no, 0 abstaining, 0 absent

Motion Carries.