

Downstream Authority of the Quapaw Tribe of Oklahoma Regular Meeting
May 13, 2016

Meeting Called to Order: 10:00 am

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

DECLARATION OF QUORUM: announced by Larry Ramsey
Jani/Alan/Kathy

Marketing

- Silverware for play and earn
 - 3 new options presented
 - Did not pick a choice
- Billboards
 - Reviewed last round of changes
 - See attached
 - Chip board – do not use

DDA

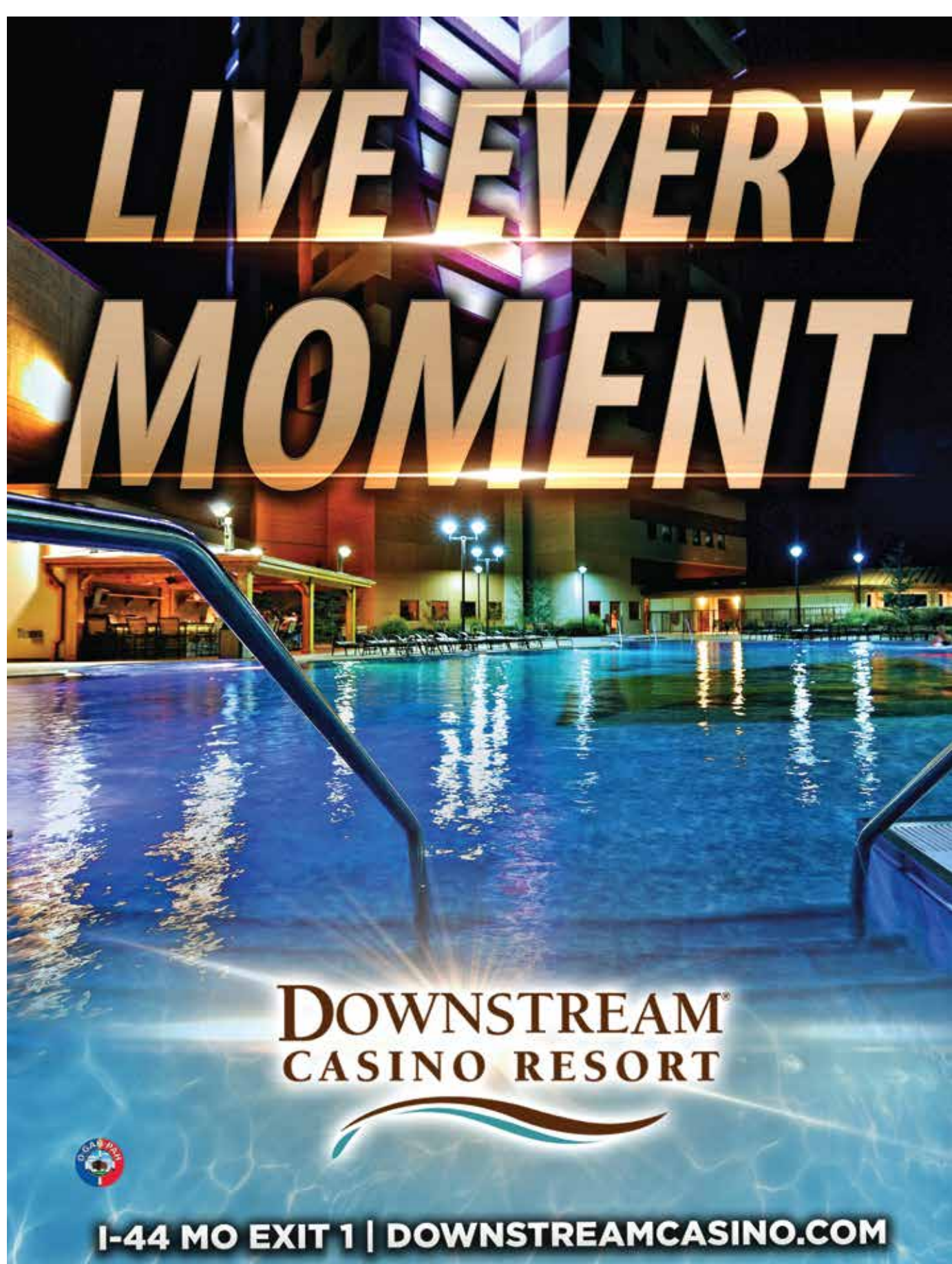
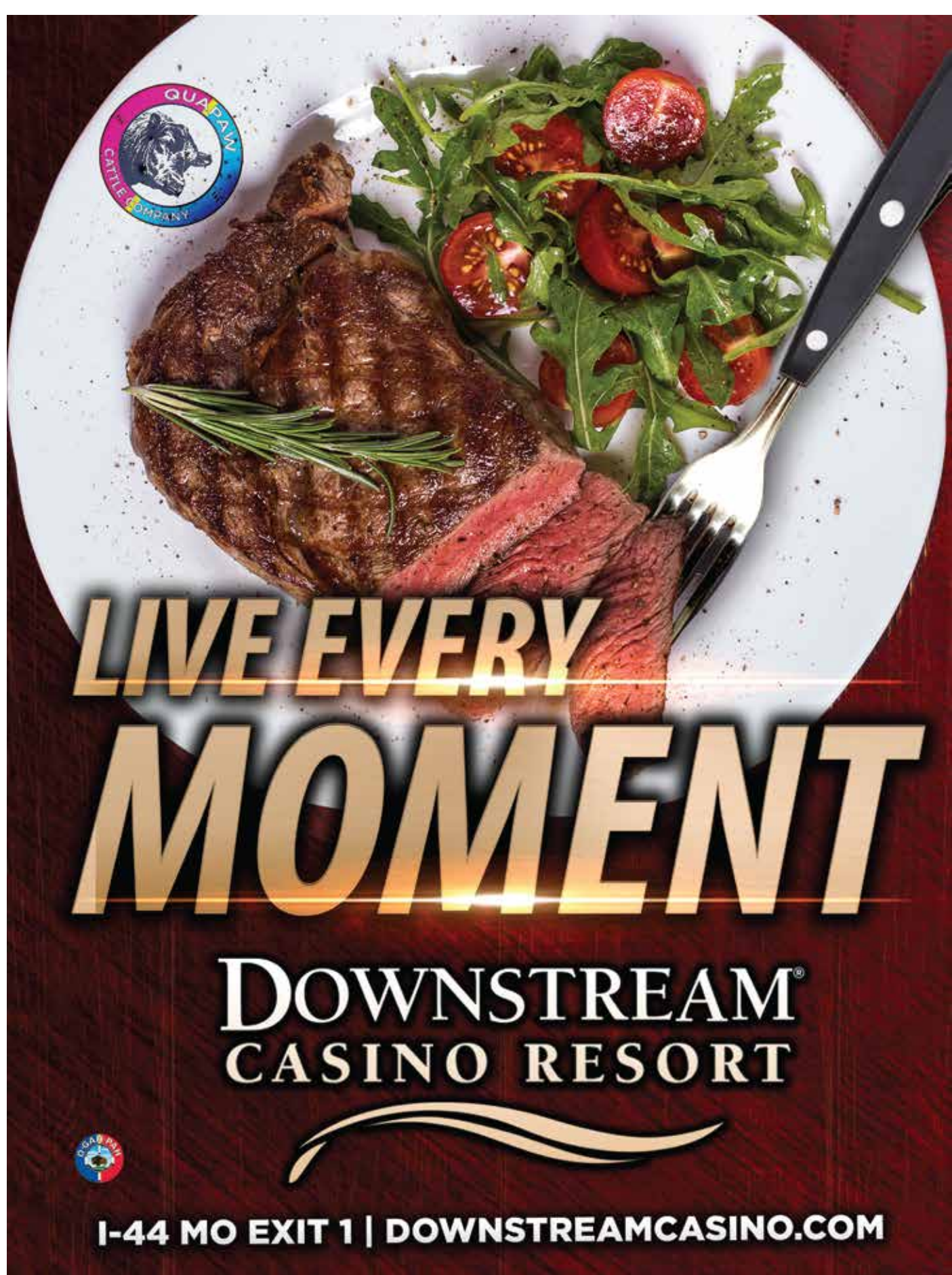
- Resolutions
 - 051316A – Stinson's

Motion by DDA Secretary Larry Ramsey to approve resolution 051316A. Seconded by DDA Treasurer Ranny McWatters. VOTE: JB: yes; RM: yes, LR: yes; MR: yes, TR: yes (5 yes, 0 no , 0 abstain) motion carries

- 051316B – Executive Severance Plan

Motion by DDA Member Tamara Reeves to approve resolution 051316B. Seconded by DDA Member Marilyn Rogers. VOTE: JB: yes; RM: yes, LR: yes; MR: yes, TR: yes (5 yes, 0 no , 0 abstain) motion carries

Adjourn: 11:00 pm





RESOLUTION NO. 05 13 16-A

**A RESOLUTION APPROVING AND/OR RATIFYING AN INVESTMENT
BY THE AUTHORITY IN STINSON'S BISTRO HOLDINGS LLC**

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 was authorized to develop, construct, manage, and operate the Downstream Casino Resort (the "Resort") 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. (the "Charter"); and

WHEREAS, the Authority is expressly authorized to exercise its powers in the best interest of the Tribe, and to carry out its duties and responsibilities under the Charter of the Authority; and

WHEREAS, the Authority recently, and consistent with its overall business development strategy, authorized an investment in the amount of Two Hundred Ten Thousand Dollars and No Cents (\$210,000.00) in Stinson's Bistro Holdings LLC, a Texas limited liability company ("hereinafter the "Company"), which resulted in a fourteen percent (14%) ownership interest by the Authority in the Company; and

WHEREAS, the Authority desires to approve the agreements necessary to formalize the investment in the Company, including the "Common Unit Subscription and Representations Agreement" and the "Amended and Restated Limited Liability Company Agreement" (hereinafter collectively referred to as the "Company Agreements"), copies of which in final form have been submitted to the Authority and its legal counsel for review and approval.

NOW, THEREFORE, BE IT RESOLVED THAT the Authority hereby approves and/or reapproves and/or ratifies the above-described investment in the Company by the Authority, and further authorizes and approves the Company Agreements, subject to any limitations herein, and further authorizes and directs the Chairman of the Authority or any of the other officers of the Authority to execute and deliver the Company Agreements to the Company pursuant to this Resolution.

BE IT FURTHER RESOLVED THAT the Company has not requested nor has it been granted any waiver of the governmental privileges and immunities of the Authority, including but not limited to a waiver to permit any unconsented suits against the Authority to enforce the Company Agreements or otherwise, and therefore, for purposes of clarity, the Company Agreements are hereby authorized and approved without the Authority's granting any waivers of its sovereign immunity to permit enforcement of the Agreements by the Company or any other

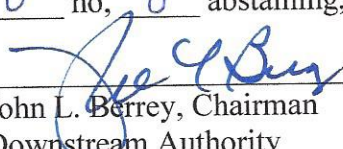
DOWNSTREAM[®]

CASINO RESORT

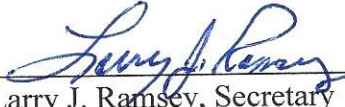
third-parties, notwithstanding any language to the contrary in such Company Agreements, including provisions committing the resolution of disputes to arbitration.

CERTIFICATION

The foregoing resolution of the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah) was duly adopted by and through an electronic/telephonic vote of the Board of Members of the Authority on May 13, 2016, 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



RESOLUTION NO. 051316-B

A RESOLUTION APPROVING AN AMENDMENT TO THE DOWNSTREAM AUTHORITY EXECUTIVE SEVERANCE PLAN

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, including providing benefits for employees of the Downstream Casino Resort, including management-level employees; and

WHEREAS, the Authority created and adopted the Downstream Authority Executive Severance Plan (the "Plan") by Resolution No. 041911; and

WHEREAS, the Authority desires to authorize an increase in severance pay benefits from six months to twelve months, and an increase in reimbursement of COBRA premiums from six months to twelve months, effective for Plan participants who have a qualifying separation from service on or after June 1, 2016, and to further authorize correction of a typographical error in the Plan document; and

WHEREAS, an Amendment to the Downstream Authority Executive Severance Plan (the "Amendment") reflecting the benefit increases and the correction has been prepared and presented to the Board of Members.

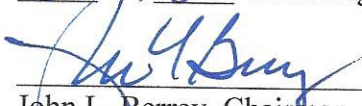
NOW, THEREFORE BE IT RESOLVED THAT the Authority hereby authorizes and approves the benefit increases, effective for Plan participants who have a qualifying separation from service on or after June 1, 2016, as well as the correction, and hereby authorizes and directs the Chairman of the Board of Members to execute the Amendment.

[Certification follows on the next page.]

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CASINO RESORT

CERTIFICATION

The foregoing resolution of the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah) was duly adopted by and through an electronic/telephonic vote of the Board of Members of the Authority on May 13, 2016, 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