

Downstream Development Authority of the Quapaw Tribe of Oklahoma
Supplement to Minutes dated 7/3/19
Email Poll

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

An email poll was conducted on Friday July 5, 2019.

All,

Attached is a Resolution approving the CDI Contract for Saracen, and copies of the CDI contracts.

CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION—DO NOT DISCLOSE

Chairman Berrey:

I am attaching, for approval by the Downstream Authority, a final version of the construction agreement with CDI Contractors, Inc., to perform construction services relating to the travel plaza, recreational vehicle parking, gaming annex, and fire station at the Saracen Casino Resort.

Background: *The project team has negotiated a guaranteed maximum price agreement with CDI for construction at the travel plaza/gaming annex in the amount of \$13,493,226. The final approval of these agreements has been delayed largely because it has taken time to finalize the detailed budget and exhibits. The final version of the two parts of the agreement are attached. Chris Roper has approved this final version.*

Action Requested: *The Authority's approval of the attached resolution is requested.*

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

Stephen R. Ward

Please let me know your vote.

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.

Resolution No. 070519-A

A RESOLUTION APPROVING AN AGREEMENT BETWEEN SARACEN DEVELOPMENT, LLC, AND CDI CONTRACTORS, LLC, RELATING TO THE DEVELOPMENT OF THE SARACEN CASINO RESORT

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

***WHEREAS**, the Authority was created under the laws of the Nation and authorized to develop, operate, and manage the Downstream Casino Resort (“Downstream”) and to engage in gaming pursuant to Tribal, federal, and state law, including gaming 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 has established a subsidiary wholly owned by the Authority, Saracen Development, LLC, a limited liability company created under the laws of the State of Arkansas (the “Company”), to own, operate, and manage the Authority’s planned Saracen Casino Resort in Pine Bluff, Arkansas (“Saracen”); and*

***WHEREAS**, the Authority is expressly authorized to exercise its powers in the best interests of the Nation, and to further develop the gaming operations of the Nation and to engage in economic development for the Nation; and*

***WHEREAS**, the Authority, for itself and as the sole member of the Company, is proceeding with the development of Saracen, and, by and through its project team, advisors, and legal counsel, has negotiated construction agreements to be entered into by the Company with CDI Contractors, LLC, of Little Rock, Arkansas, for construction relating to the travel plaza, gaming annex, recreational vehicle parking, and fire station at Saracen, including: (1) an AIA Document A133—2009 Standard Form of Agreement Between Owner and Construction Manager as Constructor; and (2) an AIA Document A201-2007 General Conditions of the Contract of Construction (collectively such agreements are referred to herein as the “CDI Agreement”); and*

***WHEREAS**, the Authority has been advised by its project team that the CDI Agreement is in final form, and is ready for final approval and execution, and the Authority desires to approve such agreement, as set forth herein.*

NOW, THEREFORE BE IT RESOLVED THAT the Authority finds and determines as follows:

1. Findings. The Authority, for itself and as the sole member of the Company, finds and determines that: (a) the recitals and representations in this Resolution are true and correct in all material respects; (b) the Authority has full power and authority to adopt this Resolution; and (c) the Authority’s adoption of this Resolution and the approval of the CDI

Agreement on behalf of the Company is in the best interest of the Nation, the Authority, and the Company.

2. Approval of the CDI Agreement. The Authority, acting as the sole member of the Company, hereby approves the proposed CDI Agreement, and authorizes and directs the Authority's Chairman, or any other officer of the Authority, acting on behalf of the Company, to execute and deliver such agreement on behalf of the Company, and its officers, employees, and representatives to perform, and take or cause to be taken such actions as may be required by, or necessary or desirable for the performance of, the CDI Agreement.

3. Authorization for Further Negotiations. In the event that any terms and conditions of the CDI Agreement remain unresolved, the Authority, acting as the sole member of the Company, hereby authorizes the Chairman of the Authority to engage in and/or direct further negotiations relating to such matters as are necessary and appropriate, and to approve final contractual provisions, provided that any such additional terms and conditions thereby negotiated do not materially alter or change the proposed CDI Agreement as presented to the Authority for its approval hereunder.

4. Authorization to Execute Ancillary Documents and Instruments. The Authority, acting as the sole member of the Company, authorizes the Chairman of the Authority, or any other officer of the Authority, to execute and deliver such further documents, agreements, and instruments on behalf of the Authority or the Company as are required or necessary for the performance of the CDI Agreement finally approved hereunder, provided that such additional documents, agreements, and instruments are consistent with the CDI Agreement approved hereunder.

5. Miscellaneous. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected with respect to the same. This Resolution shall become effective as of the date and time of its passage and approval by the Authority.

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 through an electronic/telephonic vote of the members of the Authority on July 5, 2019, with a vote reflecting ____ yes, ____ no, ____ abstaining, and ____ absent.

John L. Berrey, Chairman
Downstream Development Authority

Larry J. Ramsey, Secretary
Downstream Development Authority