

Downstream Development Authority of the Quapaw Tribe of Oklahoma

Supplement to Minutes dated 9/5/19

Email Poll

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

An email poll was conducted on Friday September 20, 2019.

All,

Attached is a resolution to approve a limited waiver of Immunity for the title insurance for Saracen Casino Resort.

Below are additional details from Steve Ward.

Please let me know your vote or if you have any questions.

CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION—DO NOT DISCLOSE

Chairman Berrey:

I am attaching, for approval by the Downstream Authority, a resolution approving a limited waiver of immunity to permit Saracen Development, LLC, to obtain a title insurance policy on the site of the Saracen Casino Resort.

Background: At the last minute today, Fidelity National Title Insurance Company required a limited waiver of immunity from the Nation, the Downstream Authority, and Saracen Development, LLC, as a condition for issuing a title insurance policy on the site of the Saracen Casino Resort. The waiver agreement is attached. The contents are standard—it permits Fidelity to sue any of the three entities, but only for any claims and disputes arising out the conveyance of the Saracen Casino Resort tracts from the Nation to Saracen Development, LLC.

Title companies have occasionally made this requirement in the past, and we have complied. There is virtually no claim that could arise out of this conveyance, at least as long as it is owned by Saracen Development, LLC. This seems to be a standard requirement of Fidelity, and it does not appear to be related to this transaction.

Action Requested: Approval by the Business Committee on an expedited basis, to the extent possible, is requested.

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

Stephen R. Ward

Partner

Vote:

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

4 yes, 0 no, 0 abstaining, 0 absent

Motion Carries.



Resolution No. 092019-A

A RESOLUTION APPROVING A LIMITED WAIVER OF SOVEREIGN IMMUNITY TO FIDELITY NATIONAL TITLE INSURANCE COMPANY FOR PURPOSES OF THE CONVEYANCE OF THE SARACEN CASINO RESORT SITE

***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 (the "Resort") and to engage in gaming pursuant to Tribal, federal, and state law, including 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 interests of the Tribe, and to further develop the gaming operations of the Nation; and*

***WHEREAS**, for purposes of the conveyance of the title to the site of the new Saracen Casino Resort from the Quapaw Nation, as grantor, to Saracen Development, LLC ("Saracen"), as grantee, which conveyance previously was approved by the Authority, acting on behalf of Saracen as its sole member, the company that has provided a title insurance commitment for such transaction, Fidelity National Title Insurance Company ("Fidelity"), has required that the Authority and Saracen each provide a limited waiver of sovereign immunity, in the form attached hereto and as set forth therein (the "Fidelity Waiver"), and the Authority desires to approve such waiver on behalf of itself and the sole member of Saracen; and*

***WHEREAS**, Saracen was created as limited liability company under the laws and jurisdiction of the State of Arkansas, and as a non-governmental and non-tribal entity that does not enjoy governmental privileges and immunities, including sovereign immunity, the Authority, acting for itself and as the sole member of Saracen, desires to comply with the requirements of Fidelity by providing the Fidelity Waiver in order to obtain title insurance for the conveyance.*

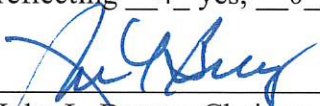
NOW, THEREFORE BE IT RESOLVED THAT the Authority, acting on behalf of itself and on behalf of Saracen as its sole member, hereby approves the Fidelity Waiver, including the dispute resolution provisions set forth therein, and further authorizes and directs the Chairman of the Authority, or any other officer of the Authority, to execute and deliver such Fidelity Waiver to Fidelity on behalf of the Authority and Saracen.

[Certification follows on the next page.]

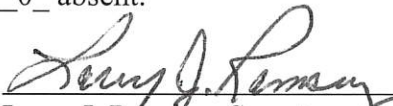


CERTIFICATION

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 September 20, 2019, with a vote reflecting 4 yes, 0 no, 0 abstaining, and 0 absent.



John L. Berrey, Chairman
Downstream Development Authority



Larry J. Ramsey, Secretary
Downstream Development Authority