

Downstream Development Authority of the Quapaw Tribe of Oklahoma

Supplement to Minutes dated 10/9/19

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 Sunday October 20, 2019.

All,

Attached are the final 2 resolutions to authorize the Saracen Casino Resort Financing.

Details per Steve Ward:

- (1) A resolution by the Authority, acting as the sole member of Saracen, approving the issuance of the new bond financing. The bond financing documents are very similar to those for the Downstream Authority's bonds. The bonds will be due in 2025. Saracen—not the Authority—will be liable for new financing, with the exception that the Authority is being required to pledge its membership in Saracen as collateral.
- (2) A resolution by the Authority, acting for itself, pledging its membership in Saracen as collateral for the new bond financing. This simply means that if Saracen were to default on the financing, the investors could foreclose on the membership in the limited liability company.

Additional details below.

Please let me know if you have any questions.

Please let me know you vote.

CONFIDENTIAL ATTORNEY-CLIENT COMMUNICATION—DO NOT DISCLOSE

Chairman Berrey:

I am attaching, for approval by the Downstream Development Authority, acting for itself and as the sole member of Saracen Development, LLC ("Saracen"), its subsidiary, resolutions authorizing the financing for the Saracen Casino Resort.

Background: As you know, Saracen is preparing to issue \$285 million in bonds to finance phase I of the new casino resort in Pine Bluff, Arkansas. There are two resolutions that require action:

The transaction documents are not yet in a final form. I will make advanced drafts available to the members of the Authority as soon as possible tomorrow.

Action Requested: The Authority's approval of both of the attached resolutions will be required in advance of the scheduled closing on Tuesday, October 22. I will need a certified copy of the authorizing resolutions by the close of business on Monday, October 21.

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

Stephen R. Ward

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. 102019-A

A RESOLUTION AUTHORIZING AGREEMENTS ON BEHALF OF SARACEN DEVELOPMENT, LLC, PROVIDING FOR FINANCING FOR 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 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, operate, and manage 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.; and

WHEREAS, Saracen Development, LLC, a wholly owned subsidiary of the Authority (the "Company"), is a limited liability company created under the laws of the State of Arkansas to develop, own operate, and manage the Saracen Casino Resort, which is a commercial gaming casino and resort located in Pine Bluff, Arkansas ("Saracen"); and

WHEREAS, the Authority is expressly authorized to exercise its powers in the best interests of the Tribe, and to enter into binding agreements relating to the financing and development of its subsidiaries; and

WHEREAS, the Company has been engaged in negotiations and preparations through Credit Suisse Securities (USA), LLC ("Credit Suisse"), as sole-bookrunning underwriter, initial purchaser or placement agent, necessary to obtain financing to complete the first phase of the development and construction of Saracen (the "Project") through an offering of \$285,000,000.00 in aggregate principal amount of senior secured notes due 2025 (the "Notes") pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended, the proceeds of which are to be used to fund the Project (the "Project Financing"); and

WHEREAS, in connection with the Notes offering, the Company proposes to engage BOKF, NA ("BOKF") as trustee and payment agent, collateral agent, disbursement agent, disbursement deposit account bank, and securities intermediary; and

WHEREAS, the Authority, acting as sole member of the Company, desires to approve and authorize the transaction documents for the Notes offering, including: (1) the Indenture between the Company and BOKF, as trustee; (2) the Security Agreement between the Company and BOKF, as collateral agent and trustee; (3) the Intercreditor Agreement among the Company, the Authority, and BOKF, as trustee and collateral agent; (4) the Cash Collateral and Disbursement Agreement among the Company, BOKF, as trustee, collateral agent and disbursement agent, and Professional Associates Construction Services, Inc.; (5) the Deposit Account Control Agreement in respect of the Company's operating accounts among the



Company, BOKF, as collateral agent, and Simmons Bank, as deposit account bank; (6) the Deposit Account Control Agreement in respect of the Company's payment account and cash management account between the Company and BOKF, as collateral agent and deposit account bank; (7) the Securities Account and Control Agreement between the Company and BOKF, as collateral agent, disbursement agent and securities intermediary; (8) the Deed of Trust by the Company to the trustee thereunder for the benefit of BOKF, as collateral agent; (10) the Assignment of Leases and Rents by the Company to BOKF, as collateral agent; (11) the Environmental Indemnity Agreement by the Company to BOKF, as collateral agent; and (12) the Pledge Agreement between the Authority and BOKF, as collateral agent and trustee; as well as the various exhibits, schedules and annexes attached to the foregoing transaction documents, and such other agreements, instruments, certificates, and financing statements as may be required under the foregoing agreements or as may be necessary in connection with the Notes offering and the grant of security interests in or lien on the assets of the Company to secure the Notes (collectively all such agreements and instruments are referred to as the "Offering Documents"); and

***WHEREAS,** the Authority, acting as the sole member of the Company, has been presented with drafts in final form or in substantially final form of each of the Offering Documents, and the Authority desires to approve the form of each such Offering Document and to direct the Chairman of the Authority (the "Chairman") and/or any other officer of the Authority, each acting on behalf of the Company, to execute, deliver and perform each of the Offering Documents on behalf of the Company in connection with the Notes offering, and to execute, deliver and perform on behalf of the Authority such other agreements, documents, instruments or certificates as may be necessary or desirable for the Company to execute in connection with the Notes offering.*

NOW, THEREFORE BE IT RESOLVED THAT the Authority, acting as the sole member of the Company, finds and determines as follows:

1. Findings. The Authority, on behalf of the Company, finds and determines that: (i) the recitals in this Resolution are true and correct in all material respects; (ii) the Authority has full power and authority to adopt this Resolution; and (iii) the Authority's adoption of this Resolution is in the best interests of the Company.

2. Ratification of Actions of the Company. The Authority, on behalf of the Company, hereby ratifies and/or reapproves the Project Financing, and further ratifies and/or reapproves all actions taken by the Company and its officers with respect to the Project Financing and pursuant to the Notes offering and the Offering Documents.

3. Approval of the Issuance of the Senior Secured Notes. The Authority, on behalf of the Company, hereby reauthorizes and/or reapproves the offering by the Company of an issue of Senior Secured Notes in an aggregate principal amount of Two Hundred Eighty-Five Million Dollars (\$285,000,000.00) as described herein, to be issued under an indenture to be entered into between the Company, as issuer, and BOKF, NA, as trustee.

4. Approval of Collateral Agent and Disbursement Agent. The Authority, on behalf of the Company, hereby approves BOKF as collateral agent, disbursement agent, deposit account bank and securities intermediary, as applicable, for the Notes offering.

5. Approval of the Offering Documents. The Authority, on behalf of the Company, hereby (i) approves the form, terms, and provisions of the Offering Documents, (ii) authorizes and directs the Chairman and/or any other officer of the Authority to execute, deliver and perform the Offering Documents on behalf of the Company, and also to execute, deliver and perform such other agreements, documents, instruments or certificates, and to take or cause to be taken any other actions, as may be necessary or desirable to complete the Notes offering and (iii) authorizes the mortgage, pledge, assignment, or creation of a security interest in the assets of the Company in favor of the collateral agent.

6. Authorization of Further Negotiations. The Authority, on behalf of the Company, hereby authorizes and directs the Chairman to take any and all actions which he may deem necessary or advisable in furtherance of the foregoing, and that are in accordance with and consistent with the Offering Documents as approved hereunder, in the name and on behalf of the Company, including to approve such additional, revised or modified changes to the Offering Documents as may be acceptable to such officer as evidenced by his execution thereof and to prepare and/or approve any other documents, instruments, or certificates with respect to Offering Documents as the Chairman may deem necessary and appropriate; provided, however, that the Chairman shall continue to confer with the officers and Members of the Authority, the Company's financial consultants, and legal counsel, and such other advisors as the Chairman deems appropriate in exercising the authority and powers delegated hereunder.

7. Choice of Law and Dispute Resolution Provisions. The Authority, acting on behalf of the Company, hereby approves the choice of the laws of the State of New York as the governing law for the Offering Documents, as further approves the means for the resolution of disputes arising under or related to the Offering Documents, including the forums set forth in the Offering Documents for the resolution of disputes.

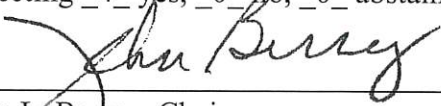
8. Confirmation of Non-Sovereign Status of Company and Approval of Protective Limited Waiver of Sovereign Immunity. The Authority, acting on behalf of the Company, hereby reaffirms and/or confirms that the Company is established as a commercial entity under Arkansas law and jurisdiction and does not have or enjoy any governmental privileges and immunities, including sovereign immunity; provided, however, in the avoidance of any doubt and to provide assurances to the parties to the Offering Documents, the Authority, acting on behalf of the Company, hereby irrevocably and unconditionally waives any immunity from unconsented suits the Company might have or might be determined to have in connection with the Offering Documents.

9. 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.

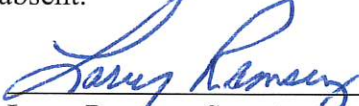
[Certification follows on the next page.]

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



John L. Berrey, Chairman
Downstream Development Authority



Larry Ramsey, Secretary
Downstream Development Authority



Resolution No. 102019-B

A RESOLUTION AUTHORIZING CERTAIN AGREEMENTS RELATING TO THE FINANCING FOR 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 O-Gah-Pah) (the "Nation" or the "Tribe"), a federally recognized Indian nation; and

WHEREAS, the Authority was created under the laws of the Tribe and authorized to develop, operate, and manage the Downstream Casino Resort (the "Resort") and to engage in gaming, including pursuant to Tribal, federal, and state law, and 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, Saracen Development, LLC, a wholly owned subsidiary of the Authority (the "Company"), is a limited liability company created under the laws of the State of Arkansas to develop, own operate, and manage the Saracen Casino Resort, which is a commercial gaming casino and resort located in Pine Bluff, Arkansas ("Saracen"); and

WHEREAS, the Authority is expressly authorized to exercise its powers in the best interests of the Tribe, and to enter into binding agreements relating to the financing and development of its subsidiaries; and

WHEREAS, the Company has been engaged in negotiations and preparations through Credit Suisse Securities (USA), LLC ("Credit Suisse"), as sole-bookrunning underwriter, initial purchaser or placement agent, necessary to obtain financing to complete the first phase of the development and construction of Saracen (the "Project") through an offering of \$285,000,000.00 in aggregate principal amount of senior secured notes due 2025 (the "Notes") pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended, the proceeds of which are to be used to fund the Project (the "Project Financing"); and

WHEREAS, in connection with the Project Financing and Notes offering, the Company has proposed to engage BOKF, NA ("BOKF") as trustee and collateral agent; and

WHEREAS, because the Company is a wholly owned subsidiary of the Authority, with the Authority as its sole member, the Authority will be required to pledge its membership interest in the Company as collateral for the Project Financing; and

WHEREAS, the Authority hereby desires to approve the final agreements to which it is a party and documents necessary to effect the issuance of the Notes, including: (i) the Intercreditor Agreement among the Authority, the Company, and BOKF, as trustee and collateral agent; (ii) the Pledge Agreement between the Authority and BOKF, as collateral agent and trustee; and (iii) the various schedules and annexes attached to the foregoing transaction documents, and such other agreements, documents, certificates, and instruments



associated with the Intercreditor Agreement and/or Pledge Agreement which may be necessary or desirable to complete the Notes offering (collectively the "Authority Offering Documents"); and

***WHEREAS,** the Authority has been presented with a draft of the Authority Offering Documents, which the Authority's financial advisors and legal counsel have advised are in final form or in substantially final form, and desires to approve the form of the Authority Offering Documents and to direct the Chairman of the Authority (the "Chairman") and/or any other officer of the Authority to execute and deliver the Authority Offering Documents on behalf of the Authority in connection with the Notes offering.*

NOW, THEREFORE BE IT RESOLVED THAT the Authority, acting as the sole member of the Company, finds and determines as follows:

1. Findings. The Authority finds and determines that: (i) the recitals in this Resolution are true and correct in all material respects; (ii) the Authority has full power and authority to adopt this Resolution; and (iii) the Authority's adoption of this Resolution and approval of the Authority Offering Documents each are in the best interest of the Tribe and the Authority, and further each are consistent with the laws of the Tribe.

2. Ratification of Project Financing. The Authority hereby approves the Project Financing and further ratifies and/or re-approves all actions taken by the Authority and its officers with respect to the Project Financing and pursuant to the Notes offering and the Authority Offering Documents.

3. Approval of the Authority Offering Documents. The Authority hereby (i) approves the form, terms and provisions of the Authority Offering Documents, (ii) authorizes and directs the Chairman and/or any other officer of the Authority to execute, deliver and perform the Authority Offering Documents on behalf of the Authority, and also to execute, deliver and perform such other agreements, documents, instruments or certificates, and to take or cause to be taken any other actions, as may be necessary or desirable to complete the Notes offering and (iii) authorizes the pledge of the Company's membership interest in Saracen in favor of the collateral agent.

4. Authorization of Further Negotiations. The Authority hereby authorizes and directs the Chairman to take any and all actions which he may deem necessary or advisable in furtherance of the foregoing, and that are in accordance with and consistent with the Authority Offering Documents as approved hereunder, in the name and on behalf of the Authority, including to make immaterial and insubstantial changes to the final forms of the agreements and documents and to prepare any other documents, instruments, or certificates with respect to Authority Offering Documents as the Chairman may deem necessary and appropriate; provided, however, that the Chairman shall continue to confer with the officers and Members of the Authority, the Company's financial consultants, and legal counsel, and such other advisors as the Chairman deems appropriate in exercising the authority and powers delegated hereunder.

5. Choice of Law. The Authority hereby approves and/or ratifies the choice of the laws of the State of New York as the governing law for the Authority Offering Documents as set

forth therein (collectively, the “Choice of Law Provisions”).

6. Dispute Resolution. The Authority hereby approves and/or ratifies the means for the resolution of disputes arising under or related to the Authority Offering Documents, including the forums set forth in the Authority Offering Documents for the resolution of disputes, waivers of rights to have disputes first heard before a Tribal court or other dispute resolution forums of the Tribe (collectively, the “Dispute Resolution Provisions”).

7. Approval of Limited Waiver of Sovereign Immunity. The Authority Offering Documents authorized and approved herein may include certain provisions relating to the Authority’s waiver of sovereign immunity, including actions in the forums specified therein (collectively, the “Sovereign Immunity Provisions”), and such provisions are hereby finally, unconditionally and irrevocably ratified and approved.

8. Consent and Waiver Provisions. Each of the Choice of Law Provisions, the Dispute Resolution Provisions, and the Sovereign Immunity Provisions in the Authority Offering Documents (collectively, the “Consent and Waiver Provisions”) shall be deemed incorporated by reference into this Resolution in its entirety as though set forth at length herein, and such provisions are expressly, conclusively and irrevocably made by the Authority in this Resolution for the benefit of the parties benefited thereby. The Consent and Waiver Provisions are hereby unconditionally and irrevocably approved so long as the applicable documents in which such provisions appear or are referenced shall be in effect (or for so long as the parties initially intended such documents to be in effect in the event of any such documents’ invalidity), subject to modification from time to time as is permitted by the terms of the applicable documents.

9. Repealer. Any resolutions or other actions of the Authority, or any of the officers, employees, or agents of the Authority, whether written, unwritten or established by tradition that are in effect and are in conflict with or inconsistent with the terms of this Resolution, or the transactions contemplated herein, are hereby to such extent repealed and annulled, and this Resolution shall supersede the same.

10. Nonimpairment of Authority’s Obligations. Neither the Authority nor any of its officers, principals, agents and employees, shall take any actions, without the written consent of all parties, to modify, amend, or in any manner impair the obligations of contracts entered into by the Authority or other parties in furtherance of the performance of the Authority Offering Documents.

11. Confidentiality. The Authority hereby orders and directs that all of the agreements and instruments relating to the Notes offering, and including each and every one of the Authority Offering Documents and all drafts and all other specific information concerning such transaction, including but not limited to engagements and fee arrangements and all financial aspects of the Notes offering and other transactions described therein, shall be deemed to be highly confidential and proprietary information of the Authority (the “Confidential Information”), and further that such Confidential Information shall not, except as expressly authorized by the Authority, be released or disclosed, except to members of the Tribal Business Committee and the Authority, the Tribal Administrator, the Chief Financial Officer of the Tribe, the Chief Financial Officer of the Authority, and legal counsel, although such information may

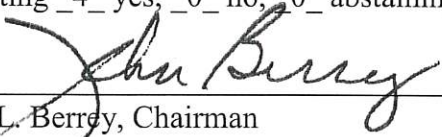
also be disclosed to members of the Tribe's and the Authority's management and accounting staff, tax advisors, and other persons with a need know such information, provided that any and all such persons are advised of and agree to maintain the confidentiality of such Confidential Information, as required hereunder.

12. Determinations Regarding Authority Actions. The Authority hereby determines that no resolutions, directives, policies, or other actions of the Authority, either written or established by custom or tradition: (a) prohibit the Authority from approving the matters herein approved, the execution, delivery or performance of any of the transactions or agreements or instruments contemplated therein; or (b) create any obligation of the Authority to submit these matters for approval of or consent from any officer, body, agency or instrumentality of the Tribe, except for such approvals and consents that have already been obtained and are in full force and effect.

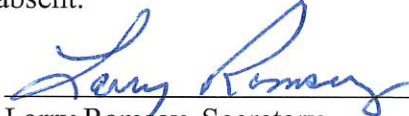
13. Miscellaneous. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of the Resolution shall not be affected with respect to the same. This Resolution shall become effective as of the date and time of its passage and approval 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 October 20, 2019, with a vote reflecting 4 yes, 0 no, 0 abstaining, and 0 absent.



John L. Berrey, Chairman
Downstream Development Authority



Larry Ramsey, Secretary
Downstream Development Authority