



RESOLUTION NO. 110614-A

A RESOLUTION AUTHORIZING OR RE-AUTHORIZING THE ESTABLISHMENT OF A DEPOSIT ACCOUNT FOR THE DOWNSTREAM AUTHORITY WITH INTERNATIONAL BANK OF COMMERCE

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 "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, the Authority is expressly authorized to exercise its powers in the best interest of the Tribe, and to establish and maintain bank accounts relating to the operation of the Resort; and

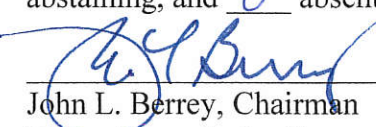
WHEREAS, the Authority for several years has maintained a deposit account at International Bank of Commerce ("IBC"), account No. 1602652651 (the "Account"), as to which Account the General Manager of the Resort, Janet M. Cummings (the "General Manager"), and the Chief Financial Officer of the Resort, M. Kent Jones (the "CFO"), are authorized to conduct certain specified transactions; and

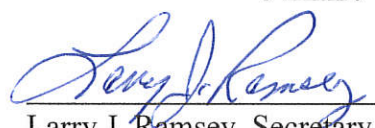
WHEREAS, IBC has requested that the Authority authorize and/or re-authorize the establishment of the Account, as well as to confirm or ratify the authority of the General Manager and the CFO with respect to such Account.

NOW, THEREFORE, BE IT RESOLVED THAT the Authority hereby approves and/or re-approves and ratifies (i) the establishment and maintenance of the Account at IBC and (2) the authority of the General Manager and the CFO to conduct certain transactions with respect to such Account, as specified in the authorization for the Account.

CERTIFICATION

The foregoing resolution of the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah) was duly adopted through an electronic/telephonic poll of the members of the Authority conducted on November 6, 2014, 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

