

QUAPAW NATION

P.O. Box 765
Quapaw, OK 74363-0765

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RESOLUTION NO. 021919-A

A RESOLUTION AUTHORIZING AN APPLICATION TO ADMINISTRATION FOR CHILDREN AND FAMILIES FOR THE FAMILY VIOLENCE PREVENTION AND SERVICES/DOMESTIC VIOLENCE SHELTER AND SUPPORTIVE SERVICES/GRANTS TO NATIVE AMERICAN TRIBES

WHEREAS, the Quapaw Nation is a federally recognized Indian Tribe and is governed by a Governing Resolution that was duly adopted by the Quapaw Indian Council on August 19, 1956, and approved by the Commissioner of Indian Affairs on September 20, 1957; and

WHEREAS, the Governing Resolution delegates authority to the Quapaw Nation Business Committee to speak and act on behalf of the Quapaw Nation; and

WHEREAS, the Quapaw Nation Business Committee is thus empowered and obligated to transact Tribal Business and otherwise speak or act on behalf of the Tribe in all matters; and

WHEREAS, the Quapaw Nation is a federally recognized Indian Tribe eligible for program funds, by authority of P.L. 93-638; and

WHEREAS, the Quapaw Nation Business Committee finds it imperative to extend its services to Native American Women who have been victims of Domestic Violence and to educate professionals in the area of domestic violence and the community about the services available to potential victims.

NOW THEREFORE BE IT RESOLVED that the Quapaw Nation Business Committee does hereby authorize the submission of an application for continued funding the Administration for Children and Families for the Family Violence Prevention and Services/Domestic Violence Shelter and Supportive Services/Grants to Native American Tribes.

CERTIFICATION

The foregoing resolution of the Quapaw Nation was presented and duly adopted at the regular meeting of the Quapaw Nation Business Committee on February 16, 2019, with a vote reflecting yes, no, and abstaining.



John L. Berrey, Chairman
Quapaw Nation Business Committee



Callie Bowden, Vice-Chairman
Quapaw Nation Business Committee

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Resolution No. 021919-B

A RESOLUTION AUTHORIZING A SECOND AMENDMENT TO THE CREDIT AGREEMENT BETWEEN THE DOWNSTREAM DEVELOPMENT AUTHORITY AND INTERNATIONAL BANK OF COMMERCE

WHEREAS, the Quapaw Nation (the O-Gah-Pah) is a federally recognized Indian Tribe (the "Nation," "Tribe," and "Tribal"), and is governed by the Resolution Authorizing the Quapaw Tribal Business Committee to Speak and Act in Behalf of the Quapaw Tribe of Indians—known as the "Governing Resolution"—adopted by the Quapaw Indian Council on August 19, 1956, and approved by the Commissioner of Indian Affairs on September 20, 1957; and

WHEREAS, the Quapaw Nation asserts Tribal governmental jurisdiction to the fullest extent recognized by law over the lands within the original Quapaw Reservation, as established as a homeland for the Quapaw Nation by the Treaty of May 13, 1833; and

WHEREAS, the Governing Resolution delegates authority to the Quapaw Nation Business Committee to speak and act on the behalf of the Quapaw Nation; and

WHEREAS, the Quapaw Nation Business Committee is thus empowered and obligated to transact Tribal business, including authorizing and approving the economic development initiatives of the Nation, approving the agreements of the Nation, and granting limited waivers of the sovereign immunity of the Nation to permit enforcement of such agreements; and

WHEREAS, the Nation is a party to that certain "Amended and Restated Credit Agreement" dated as of February 1, 2018 (the "Credit Agreement"), by and among the Downstream Development Authority of the Quapaw Tribe of Oklahoma (O-Gah-Pah), as Borrower, the Tribe, as the Tribe, certain lenders thereto, and International Bank of Commerce, as Administrative Agent; and

WHEREAS, the Authority, in consultation with its financial advisors and legal counsel, has negotiated that certain "Second Amendment to Amended and Restated Credit Agreement" (the "Second Amendment"), which will amend the Credit Agreement to permit the Authority to borrow up to Fifteen Million Dollars (\$15,000,000.00) in advances to fund costs and expenses associated with the development of the proposed Saracen Casino Resort, to be located in Jefferson County, Arkansas; and

WHEREAS, the Nation's Business Committee desires to authorize and approve the Second Amendment, a copy of which in final form has been made available for review by the Business Committee, along with associated documents, and to authorize and direct the Chairman of the Business Committee and/or such other officers of the Business Committee whose

signatures are required to be given on any particular document, to execute and deliver the Second Amendment and associated certificates and other instruments required to be delivered or otherwise necessary in connection with the Second Amendment (with the Second Amendment collectively referred to as the "Transaction Documents").

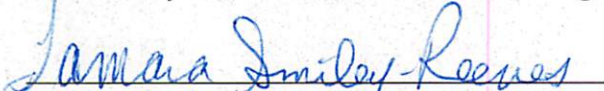
NOW, THEREFORE BE IT RESOLVED THAT the Nation's Business Committee determines and finds as follows:

- 1) **Findings.** The Business Committee finds and determines that: (i) the recitals and representations in this Resolution are true and correct in all material respects; (ii) the Business Committee has full power and authority to adopt this Resolution; and (iii) the Business Committee's adoption of this Resolution and the Tribe's entering into the Second Amendment each are in the best interest of the Nation, and further each are consistent with the laws of the Nation.
- 2) **Approval of the Form of Each Transaction Document and Delegation to Chairman and Other Officers.** The Nation's Business Committee hereby (i) approves the form of each Transaction Document to which the Nation is a party and (ii) authorizes and directs the Chairman or any other officer of the Business Committee to execute and deliver on behalf of the Nation each of the Transaction Documents to which the Nation is a party, and to proceed to closing on all agreements and matters relating to the Transaction Documents.
- 3) **Authorization of Further Negotiations.** The Business Committee hereby authorizes and directs the Chairman of the Business Committee to direct, conduct, and conclude further negotiations of the Transaction Documents, as necessary; provided, however, that the Chairman shall continue to confer with the officers and Members of the Business Committee and the Tribe's counsel and such other advisors as the Chairman deems appropriate in exercising the authority and powers delegated hereunder.
- 4) **Confirmation of Existing Contract Obligations.** The Business Committee hereby ratifies the Nation's existing obligations under the Credit Agreement, as previously amended and as amended by the Second Amendment, including but not limited to the provisions relating to choice of the laws, the means for the resolution of disputes (including the forums set forth in the Credit Agreement) as well as the Business Committee's prior approval of the use of arbitration as the means for dispute resolution, the waivers of rights to have disputes heard first before a Tribal court or other dispute resolution forums of the Tribe, the consents to have disputes resolved by binding arbitration), and the provisions relating to the Authority's limited waiver of sovereign immunity for enforcement of the Credit Agreement and to take other related actions.
- 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, and, further, this Resolution shall become effective as of the date and time of its passage and approval by the Tribal Business Committee.

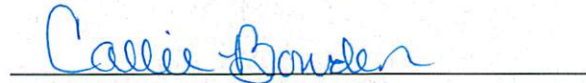
[Certification follows on the next page.]

CERTIFICATION

The foregoing resolution of the Quapaw Tribal Business Committee was presented and duly adopted through an electronic/telephonic vote of the members of the Business Committee on February 20, 2019, with a vote reflecting 7 yes, no, abstaining, and absent.



Tamara Smiley-Reeves, Secretary
Quapaw Tribal Business Committee



Callie Bowden, Vice-Chairperson
Quapaw Tribal Business Committee