

Minutes
Quapaw Nation Business
Committee
Conference Call
Tuesday, July 21, 2020

- I. Call to Order: 10:01 AM
- II. Invocation: Ranny McWatters, Member
- III. Roll Call:
- John Berrey, Chairman Present
 - Callie Bowden, Vice-Chair Present
 - Tamara Smiley-Reeves, Secretary-Treasurer Present
 - Michelle Newton, Member Present
 - Ranny McWatters, Member Present
 - Zack Turley, Member Present
 - Lloyd Buffalo, Member Present
- IV. Declaration of Quorum: Announced by Tamara Smiley-Reeves, Secretary-Treasurer.
- V. Reading, Correction & Approval of Minutes & Phone Polls: The Minutes of the June 23, 2020, QNBC meeting and phone polls were presented for approval.
- Motion by Tamara Smiley-Reeves, Secretary-Treasurer
 - Seconded Zack Turley, Member
 - Correction of Callie Bowden name.
 - Certification needs to be corrected.
 - Vote: 7 yes, 0 no, 0 abstaining, 0 absent
 - Motion Passes.
- VI. Approval/Disapproval of Treasurer's Report: The Treasurer's report for the period ending June 30, 2020, was submitted to the QNBC in accordance with standard accounting procedures.
- Motion by Tamara Smiley-Reeves, Secretary-Treasurer
 - Seconded Lloyd Buffalo, Member
 - Vote: 7 yes, 0 no, 0 abstaining, 0 absent
 - Motion Passes.
- VII. Approval/Disapproval of Program Directors Reports Submitted:
- Motion by Lloyd Buffalo, Member
 - Seconded Callie Bowden, Vice-Chair
 - Vote: 7 yes, 0 no, 0 abstaining, 0 absent
 - Motion Passes.
- VIII. New Business:
- Title VI: Double Convection Oven- \$4,359 CARES Act Funding
 - Motion by Callie Bowden, Vice-Chair
 - Seconded Lloyd Buffalo, Member
 - Vote: 7 yes, 0 no, 0 abstaining, 0 absent
 - Motion Passes.
 - Quapaw Foods Authority: Refrigerator Van- \$54,092 Treasury COVID-19 Funding
 - Motion by Zack Turley, Member
 - Seconded Callie Bowden, Vice-Chair

- Vote: 7 yes, 0 no, 0 abstaining, 0 absent
- Motion Passes.
- OLC: Ford Transit Van- \$39,422 CCDF 2019 Grant
 - Motion by Lloyd Buffalo, Member
 - Seconded Michelle Newton, Member
 - Vote: 7 yes, 0 no, 0 abstaining, 0 absent
 - Motion Passes.

IX. Old Business:

- Lloyd- I would like to report about the previous close session about the enrollment committee and a member. I reported to Tamara yesterday that I attempted to stop that issue and if it doesn't stop, I told the enrollment committee I would recommend that the position be vacated. It was pretty calm. I also did it as an enrollment committee member and not as a BC member.

X. Open Forum:

- John Berrey: I want to read a letter into the record a letter sent on July 17th, 2020. It is a letter I sent to the business committee regarding the records of the Downstream Development Authority. I don't know if you all received but I want to read it into the record.
- I want to raise a very grave issue that has come to my attention. The facts surrounding this matter are stated below. The behavior involved not only undermines the integrity of our governing and election process, but it also represents a breach of the fiduciary duty that each of the members of the Business Committee has sworn to uphold. In summary, it appears that the Vice Chairwoman:
 - copied and pasted a list supplied to her from an unidentified non-Quapaw that requested reams of data that is confidential and proprietary to a Quapaw entity duly formed under the laws of our Nation,
 - subsequently shared all or part of the confidential information that she received in confidence during a Business Committee meeting with this or some other outside party,
 - solicited and used a document prepared by an outside person that referenced this confidential information, misstated facts about the meeting, and then misrepresented to Quapaw tribal members that she was the author of this document,
 - posted this document, including reference to confidential matters, on social media as her own, which was then viewed by countless non-Quapaw members, and finally
 - mailed this forged document full of misrepresentations and errors, presumably for naked political purposes, to every member of the Quapaw Nation.

I would like to make you aware in advance that I intend to take up this serious breach of fiduciary duty and obligation at our next meeting. The following is a summary of the facts.

Representatives of the Downstream Development Authority (DDA) met with several members of the Business Committee on July 9, 2020, for the purpose of discussing questions raised in response to the unsubstantiated allegations made by a former member of the Authority. The night before the meeting, Vice Chairwoman Bowden provided the DDA with an extensive list of the records she

wanted to review during the meeting, which included, among numerous other items: (a) a list of salaries and bonuses for all employees of the DDA and Saracen Development, (b) all payroll and expense reports, (c) all expenses associated with Saracen Casino, and (d) all documentation regarding complimentary items issued by the DDA.

The Vice Chairwoman's request was completely unreasonable, given the scope of the information she requested less than a day before the meeting. For example, the budget for the Saracen Casino Resort project is approximately \$285 million, and the Vice Chairwoman's request for a list of all of the expenses associated with the project would require the DDA to review and assemble literally thousands of pages of documents. It would have been impossible for the DDA to comply with her request.

Furthermore, most of the information the Vice Chairwoman requested is highly confidential and proprietary business information, including confidential information about individual personnel, that must be protected from disclosure. The DDA cannot simply provide a list of the salaries and bonuses paid to all of its employees to any member of the Business Committee on demand. There is a process for the Business Committee to make those kinds of requests from the DDA. In addition to legal requirements and the privacy considerations the DDA owes to its employees, disclosing such information without adequate protections could be extremely damaging to the business of the Downstream Casino Resort and the Saracen Casino Resort. Our gaming facilities operate in highly competitive environments and we need to ensure that our confidential and proprietary business information remains protected and secure and not in the hands of our competitors.

Notwithstanding the unreasonableness of the request made by the Vice Chairwoman, representatives of the DDA went forward with the meeting in order to discuss and answer the Business Committee members' questions. As a condition to discussing any confidential employment-related information during the meeting, the members of the Business Committee were asked to acknowledge their obligations under the Nation's Privacy Act Policy. The Privacy Act Policy (§1100 of the Quapaw Code of Regulations) requires us to "protect the security of tribal employees' records and personnel issues" and to "avoid the unauthorized disclosure, either verbal or written, of records to include, but limited to...any information relating to an employee's past or present service with the Quapaw Tribe." Secretary/Treasurer Tamara Smiley-Reeves, Michelle Newton and Zach Turley all agreed to protect the confidentiality of that information. However, Vice Chairwoman Bowden and Lloyd Buffalo refused to acknowledge that they would not improperly disclose any confidential information provided to them in violation of the Privacy Act Policy.

The DDA provided copies of financial statements for both the DDA and Saracen Development to the Business Committee members during the meeting. Those financial statements were audited by a highly respected firm of certified public accountants, which found no evidence whatsoever of any improper payments or financial irregularities. The financial statements contain sensitive information about the operations, financial condition and business strategies of the Downstream Casino Resort and the Saracen Casino Resort, which could harm our competitive position if improperly disclosed to our competitors. The DDA

requested that copies of the audited financial statements be returned at the end of the meeting, but the Vice Chairwoman retained the copies of financial statements provided to her.

The compensation paid to members of Authority and all other officers of the DDA is approved each year by the Business Committee as part of the annual operating budget. The Business Committee approved the fiscal year 2019 budget during its meeting on December 20, 2018. This exact same process is used to approve compensation for every other tribal program and business, including the Quapaw Casino and the Quapaw Casino Authority.

The unfounded accusations made in public against the DDA's officers for political purposes could tarnish the Nation's reputation and cause real harm to our businesses and the Nation's economic future. The DDA and Saracen Development have issued hundreds of millions of dollars of bonds to outside investors to finance the development of our gaming operations. The accusations made by the Vice Chairwoman could make it more difficult to refinance those bonds and cost the Nation tens of millions of dollars in additional interest payments. Her unfounded accusations could even put our commercial gaming license for Saracen at risk. The confidential employment records of Tribal members should not be subject to disclosure at the whim of a single member of the Business Committee in advance of an election. Any review of the information requested by the Vice Chairwoman needs to follow established procedures that are designed to ensure that such information is adequately protected from unnecessary disclosure. Unfortunately, her request seems more like a political stunt than a genuine request for information. But whatever the reason for her request, I agree that as a duly elected member of the Business Committee, she does have a right to review the DDA's books and records, but only pursuant to procedures authorized by the Business Committee.

Prior to the meeting with the DDA, I had already scheduled a special meeting of the Business Committee for Tuesday, July 28, 2020, at 10:00am via teleconference for the purpose of considering a resolution to govern the process for reviewing the DDA's records sought by the Vice Chairwoman. This meeting will be in closed session with only members of the Business Committee in attendance, which is the proper forum for the Business Committee to discuss confidential and sensitive business information. Sincerely, John Berrey

- Subsequent to this letter I sent out, I found out Ranny had to leave early and did not have the opportunity to sign the acknowledgement of our privacy policy. Lloyd Buffalo told me that he did not sign it because he is not an employee of the tribe. I am not sure, I re-read your statement and the privacy act, I don't think it states you have to be an employee, but I recognize decision and do not have a problem with it. What I do have a problem with is the lack of living up to the oath of the business committee that the Vice-Chair Bowden has sworn too and not following the legal authority defined by the Business Committee for privacy. I think she should be censored. I think this is an awful thing to happen to the Quapaw Nation in front of an election, when this is clearly an election stunt. I find it very sad that after all this work and this stuff that we have a Vice-Chair that has decided to put all her efforts to have myself and Tamara removed from office in this election for the personal benefit of herself. We have provided information to the grievance committee to act upon a grievance.

- Lloyd Buffalo: As you may recall on our telephone conversation, I also told you the reason that I didn't sign that confidentiality agreement is the fact that I took an oath to follow the policy and procedures of the Tribe and I will stand by that. My oath is as good as my signature on a piece of paper.
- Callie Bowden: I would like to say that you have some very inaccurate allegations. I am glad that you reflected this in the meeting minutes. I would like to discuss this in full at our special business committee meeting. I can go on and on about the privacy act that you are talking about and the NDA disclosure that you tried to get us to sign. I agree with Lloyd on that. There are proper process and if you have a problem with what I did the you need to follow the proper process to take care of that. That is all I have to say at this time.
- Tamara Smiley-Reeves: I just want to make a comment that there was no NDA disclosure that was provided. It was acknowledgment that the Tribe has a privacy act and that we were acknowledging that we had it. I sign it because I have no desire to talk about confidential information. It was not an NDA. It was a simple acknowledgement that we have a privacy act and we are to follow it.

XI. Closed Session: Not Applicable.

XII. Benediction: John Berrey, Chairman

XIII. Adjournment: 10:25 AM

/s/ Tamara Smiley-Reeves

Tamara Smiley-Reeves, BC Secretary/Treasurer

Minutes Prepared in Accordance of
Robert's Rules of Order

By: /s/ Heather Dismuke

Executive Secretary

CERTIFICATION

Approved by the Quapaw Nation Business
Committee on August 15, 2020 with a vote
reflecting 7 yes, no, abstaining, absent.