



RESOLUTION NO. 92426 - A

A RESOLUTION RECOMMENDING TERMINATION OF GENERAL MANGER AND CHIEF MARKET OFFICER OF SARACEN CASINO

WHEREAS, the Downstream Development Authority of the Quapaw Nation (O-Gah-Pah) (the "Authority"), is an unincorporated instrumentality wholly owned by the Quapaw Nation (O-Gah-Pah) (the "Nation"), a sovereign, federally-recognized Indian tribe;

WHEREAS, Saracen Development, LLC, an Arkansas limited liability company ("Saracen"), is a wholly owned subsidiary of the Authority formed to develop, own, operate and manage the Saracen Casino Resort, a commercial gaming casino and resort licensed by the Arkansas Racing Commission and located in Pine Bluff, Arkansas (the "Saracen Resort");

WHEREAS, Matt Harkness serves as General Manager of Saracen, and Carlton Saffa serves as Chief Market Officer of Saracen;

WHEREAS, the Authority has reviewed information evidencing that Matt Harkness and Carlton Saffa created, and subsequently marketed to third parties within the Arkansas gaming industry, a gaming company known as "GamePhysics";

WHEREAS, the Authority has determined that the foregoing conduct constitutes good cause for termination, including by reason of violations of their respective employment agreements with Saracen, including, without limitation, obligations not to engage in conflicting employment activities while employed by Saracen and obligations not to compete;

WHEREAS, the Authority has further determined that Matt Harkness, while serving as General Manager of Saracen, failed to exercise the care, diligence, and financial oversight required for the management of Saracen's finances, and that such gross negligence resulted in Saracen's financial instability and constitutes an additional basis for termination for good cause;

WHEREAS, the Authority has further determined that Matt Harkness and Carlton Saffa approved sponsorships and donations in excess of Saracen's applicable policy limits without obtaining the required majority-vote approval, and that such failure to comply with Saracen's sponsorship and donations policy constituted gross misconduct and negligence and provides additional basis for termination for good cause;

WHEREAS, the Authority has determined that it is in the best interests of Saracen and the Authority to recommend that the Quapaw Nation Business Committee approve the termination for good cause of Matt Harkness as General Manager and Carlton Saffa as Chief Market Officer;

WHEREAS, pursuant to the applicable employment agreements of the General Manager and the Chief Market Officer, any termination of employment must be approved by the Quapaw Nation Business Committee;

WHEREAS, the Authority desires to authorize the actions necessary or appropriate to present this recommendation to the Quapaw Nation Business Committee and to effectuate the intent of this Resolution if and when approval is granted.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby recommends that the Quapaw Nation Business Committee approve the termination for good cause of Matt Harkness as General Manager and Carlton Saffa as Chief Market Officer of Saracen;

FURTHER RESOLVED, that the foregoing recommendation is made subject to, and shall be implemented in accordance with, the applicable employment agreements, Saracen's governing documents and policies, any required notices or process, and any approval or direction issued by the Quapaw Nation Business Committee;

FURTHER RESOLVED, Chairman Billy Shapp, and any other member of the Board of Directors of the Authority (each, an "Authorized Person"), be, and each acting singly hereby is, authorized, empowered, and directed to execute, deliver, submit, and file all notices and other documents, and to take all such further actions, as such Authorized Person may deem necessary, advisable, or appropriate to present this recommendation to the Quapaw Nation Business Committee and, upon required approval, to effectuate this Resolution;

FURTHER RESOLVED, all actions previously taken by any Authorized Person in connection with the matters contemplated by the Resolution are hereby ratified, confirmed, and approved in all respects to the extent such actions are consistent with the intent and purposes of this Resolution;

FURTHER RESOLVED, that this resolution may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument; and a facsimile signature or electronically scanned signature, or other electronic signature shall constitute sufficient evidence of execution without necessity of further proof;

FURTHER RESOLVED, that this Resolution shall become effective as of the date and time of its passage and approval by the Authority.

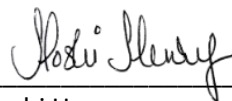
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CERTIFICATION

The undersigned hereby certify that the foregoing Resolution was presented to and voted upon by the Board of Directors of the Downstream Development Authority of the Quapaw Nation (O-Gah-Pah), with a quorum present, at a duly convened meeting of the Authority held on the 24th day of September 2026, and that the Resolution was approved by a vote of 5 in favor, 0 opposed, 0 absent, and 0 abstaining.



Billy Shapp
DDA Chairman



Hoshi Henry
DDA Secretary