



May 7, 2009

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Re: Development Agreement by and between Pawnee Tribal Development Corporation and Sunway Hotel Group Inc. (January 13, 2009) (Travel Plaza Development Agreement); Security Agreement (January 13, 2009); Promissory Note (January 12, 2009); Non-Interference Agreement (January 13, 2009).

Dear President Howell and Messrs. Ketelsleger, Brautman, and Assam:

This letter responds to your request for the National Indian Gaming Commission (NIGC) to review a series of agreements that would allow Sunway Hotel Group Inc. (Sunway) to assist the Pawnee Nation of Oklahoma (Nation) in developing and expanding its gaming facility at the Travel Plaza site. Specifically, the agreements are viewed collectively as the Travel Plaza Development Agreement but consist of four documents titled:

- Development Agreement by and between Pawnee Tribal Development Corporation and Sunway Hotel Group Inc. (January 13, 2009) (Travel Plaza DA);
- Security Agreement (January 13, 2009) (Travel Plaza SA);
- Promissory Note (January 12, 2009) (Travel Plaza PN);
- Non-Interference Agreement (January 13, 2009) (Travel Plaza NIA). *See* Travel Plaza DA, Recital F.

The parties seek a letter from this office that confirms that confirms that the Travel Plaza Development Agreement is not a management contract and does not provide third parties with a proprietary interest in the Nation's gaming operations.

After careful review of all four agreements, it is my opinion that the Travel Plaza Development Agreement does not constitute a management contract under the Indian Gaming Regulatory Act (IGRA) and NIGC regulations, 25 U.S.C. § 2711; 25 C.F.R. § 502.15, and does not grant a proprietary interest in the Nation's gaming operations in violation of 25 U.S.C. § 2710(b)(2)(A) or 25 C.F.R. § 522.4(b)(1).

In keeping with our practice, we are sending a copy of these agreements to the Office of Indian Gaming, Department of Interior for review under 25 U.S.C. § 81. On behalf of the NIGC, we wish the Nation continued success in its gaming endeavors. If you have any questions, please contact Staff Attorney Rebecca Chapman at (202) 632-7003.

Sincerely,



Penny J. Coleman
Acting General Counsel

cc: Roger Foster, Manager
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