



March 18, 2020

***VIA U.S. MAIL & FACSIMILE***

Sara Setshwaelo, Tribal Chairperson  
Ione Band of Miwok Indians  
P.O. Box 699  
Plymouth, California, 95669

**Re: Review of Land Transfer Promissory Note, Ione Land Transfer Agreement, and  
Land Transfer Security Agreement**

Dear Chairperson Setshwaelo:

This letter responds to the December 26, 2019, request on behalf of the Ione Band of Miwok Indians (Band) for the National Indian Gaming Commission's Office of General Counsel to review the land transfer documents between the Band and IMG Plymouth Landholdings, LLC. Specifically, you have asked for my opinion on whether the Land Transfer Documents are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act. You also asked for an opinion whether the Land Transfer Documents violates IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following documents submitted on behalf of the Band, which were unexecuted, but were represented to be in substantially final form (Collectively "Land Transfer Documents"):

- Land Transfer Promissory Note, marked as: Draft
- Ione Land Transfer Agreement, marked as rev.2 03.16.20
- Land Transfer Security Agreement, marked as 12.25.19

The Land Transfer Documents contain terms similar to other agreements the Office of General Counsel has reviewed and analyzed, opinion letters for which are available on the NIGC website. Applying the same analysis here, it is my opinion that the Land Transfer Documents are not management contracts or collateral agreements to a management contract, and do not require the approval of the Chair. It is also my opinion that the Loan Documents do not violate IGRA's sole proprietary interest requirement.

Please note that it is my intent that this letter be released to the public through the NIGC's website. If you have any objection to this disclosure, please provide a written statement

Chairperson Sara Setshwaelo

Re: Review of Land Transfer Documents on behalf of the Ione Band of Miwok Indians

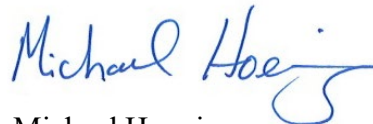
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explaining the grounds for the objection and highlighting the information that you believe should be withheld. *See* 25 C.F.R. § 517.7(c). If you object on the grounds that the information qualifies as confidential commercial information subject to withholding under Exemption Four of the Freedom of Information Act (FOIA), 5 U.S.C. § 552(b)(4), please be advised that any withholding should be analyzed under the standard set forth in *Food Marketing Institute v. Argus Leader Media*, 139 S.Ct. 2356 (2019). Any claim of confidentiality should also be supported with “a statement or certification by an officer or authorized representative of the submitter.” *See* 25 C.F.R. § 517.7(d). Please submit any written objection to FOIASubmitterReply@nigc.gov **within thirty (30) days of the date of this letter**. After this time elapses, the letter will be made public and objections will no longer be considered. *Id.*

If you have any questions, please contact NIGC Staff Attorney Heather McMillan Nakai at (202) 527-5577.

Sincerely,

A handwritten signature in blue ink that reads "Michael Hoenig". The signature is fluid and cursive, with a large loop at the end of the last name.

Michael Hoenig  
General Counsel

cc: John Maier