



March 24, 2016

Clifton Molatore, Esq.  
Miller Nash Graham & Dunn LLP  
U.S. Bancorp Tower  
111 S.W. Fifth Avenue, Suite 3400  
Portland, OR 97204

Re: Review of Casino Development and Construction Agreement for the  
Karuk Tribe

Dear Mr. Molatore:

This letter responds to your request of February 29, 2016, that requested on behalf of the Karuk Tribe for the National Indian Gaming Commission's Office of General Counsel to review a consulting agreement between the Tribe and R.O.I. Gaming, Inc. Specifically, you have asked for my opinion whether the agreements constitute a management contract requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act and whether the agreement violates IGRA's requirement that a Tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submissions (collectively, "the Agreements"), which were represented to be in substantially final form:

- Casino Development and Construction Consulting Agreement ("Consulting Agreement");
- Exhibit A – Scope of Services; and
- Exhibit B – Responsibility Matrix.

The Agreements contains terms similar to other agreements the Office of General Counsel has already reviewed and analyzed that are available on the NIGC website. Applying the same analysis here, it is my opinion that the Agreements are not management contracts and do not require the approval of the Chair. It is also my opinion that it does not violate IGRA's sole proprietary interest requirement.

It is my understanding that the Agreements are represented to be in substantially final form with respect to terms affecting this opinion. If the Agreements change in any material way prior to closing, this opinion shall not apply. Further, this opinion is limited to the Agreements listed above and does not include or extend to any other agreements or documents not submitted for review.

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I anticipate that this letter will be posted to the NIGC's website. Prior to posting, the NIGC will notify you and give you an opportunity to identify and request that information subject to the exemptions under FOIA be redacted or withheld. A list of the FOIA exemptions may be found at 5 U.S.C. § 552(b).

If you have any questions, please contact NIGC Staff Attorney Esther Dittler at (202) 420-9229.

Sincerely,

A handwritten signature in blue ink that reads "Michael Hoenig". The signature is written in a cursive style with a long horizontal flourish at the end.

Michael Hoenig  
General Counsel