



May 24, 2016

B. Cheryl Smith, Chief  
Jena Band of Choctaw Indians  
P.O. Box 14  
Jena, Louisiana 71342-0014

Re: Review of Amended Agreements between and among the Jena Band of Choctaw Indians, the Jena Choctaw Indian Gaming Authority, and Capital One, N.A.

Dear Chief Smith:

This letter responds to your request on behalf of the Jena Band of Choctaw Indians for the National Indian Gaming Commission to review amended agreements entered into between and among the Tribe, the Jena Choctaw Indian Gaming Authority, and Capital One, N.A. Specifically, you have asked for an opinion whether the agreements are management contracts requiring the NIGC Chairman's approval under the Indian Gaming Regulatory Act.

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

1. Loan Agreement, D & W Draft 4/5/2016;
2. Security Agreement, D & W Draft 4/5/2016;
3. Depository Agreement, D & W Draft 4/5/2016;
4. Deposit Account Control Agreement, D & W Draft 4/5/2016; and
5. Tribal Agreement, D & W Draft 4/5/2016.

The Amended Agreements contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. Letters regarding these agreements can be found on the NIGC's web site. Applying the same analysis here, it is my opinion that the Amended Agreements are not management contracts and do not require the approval of the Chairman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

The Tribe and its management company, Machal, LLC, have a management contract amendment pending before the NIGC Chairman for approval. I do not anticipate that the review of that will affect any of the foregoing determinations.

It is my understanding that the drafts are represented to be in substantially final form. If the Amended Agreements change in any material way prior to closing or are inconsistent with assumptions made herein, this opinion shall not apply.

This letter may be the subject of Freedom of Information Act requests. I ask that within ten days of receipt of this letter, you provide me with your views regarding whether any information in this letter falls within FOIA exemption 4(c), which protects from release confidential and proprietary information the release of which could cause substantial harm.

If you have any questions, please contact NIGC Senior Attorney Maria Getoff at (202) 632-7003.

Sincerely,

A handwritten signature in blue ink that reads "Michael Hoenic". The signature is fluid and cursive, with a long horizontal stroke at the end.

Michael Hoenic  
General Counsel

cc: B. Cheryl Smith, Jena Choctaw Indian Gaming Authority  
Julie R. Wilkerson, Esq., Jena Band of Choctaw Indians