



November 10, 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 Consulting Agreement for the Karuk Tribe

Dear Mr. Molatore:

This letter responds to your request on October 12, 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 PCI Gaming Authority. Specifically, you have asked for my opinion whether the Consultation Agreement constitutes 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.

The revised Consulting Agreement, submitted via e-mail on November 3, 2016, 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 Agreement is not a management contract and does 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 Agreement is represented to be in substantially final form with respect to terms affecting this opinion. If the Agreement changes 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.

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 explaining the grounds for the objection and highlighting the information that you believe should be withheld.<sup>1</sup> 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),<sup>2</sup> please be advised that the information

---

<sup>1</sup> 25 C.F.R. § 517.7(c).

<sup>2</sup> 5 U.S.C. § 552(b)(4).

Clifton Molatore, Esq.  
Re: Review of Consulting Agreement for the Karuk Tribe  
November 10, 2016  
Page 2 of 2

was voluntarily submitted and, as such, that any withholding should be analyzed in accordance with the standard set forth in *Critical Mass Energy Project v. NRC*.<sup>3</sup> Any claim of confidentiality should also be supported with “a statement or certification by an officer or authorized representative of the submitter.”<sup>4</sup> 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.<sup>5</sup> If you need any additional guidance regarding potential grounds for withholding, please see the United States Department of Justice’s Guide to the Freedom of Information Act at <http://www.justice.gov/oip/doj-guide-freedom-information-act-0>.

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

Sincerely,



Michael Hoening  
General Counsel

---

<sup>3</sup> 975 F.2d 871 (D.C. Cir. 1992).

<sup>4</sup> 25 C.F.R. § 517.7(c).

<sup>5</sup> *Id.*