



August 1, 2011

VIA U.S. Mail & Facsimile

Jeff Houser, Chairman
Fort Sill Apache Tribe of Oklahoma
Rt. 2, Box 121
Apache, OK 73006
Fax number: (580) 588-3133

Re: Review of financing documents for Fort Sill Apache Tribe of Oklahoma

Dear Chairman Houser:

This letter responds to a June 21, 2011 request on behalf of the Fort Sill Apache Tribe of Oklahoma ("Tribe") and the Fort Sill Apache Tribe of Oklahoma Economic Development Authority ("Authority") for the National Indian Gaming Commission's Office of General Counsel to review the Authority's financing documents with the Bank New York Mellon Trust Company. Specifically, you have asked for my opinion whether the documents are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act ("IGRA"). You also asked for my opinion whether the financing documents violate 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 Financing Documents"), which were represented to be in substantially final form:

- Indenture marked "Faegre & Benson LLP Draft (7/22/11)";
- Disbursement Agreement marked "Faegre & Benson LLP Draft (7/13/11)";
- Non-Impairment Agreement marked "Faegre & Benson LLP Draft (7/13/11)";
- Security Agreement marked "Faegre & Benson LLP Draft (7/13/11)";
- Intercreditor Agreement marked "Faegre & Benson LLP Draft (7/13/11)";
- Consent and Agreement between Hnedak Bobo Group, as the architect, the Collateral Agent and the Authority marked "Faegre & Benson LLP Draft (7/13/11)";
- Consent and Agreement between JE Dunn, as the general contractor, the Collateral Agent and the Authority marked "Faegre & Benson LLP Draft (7/13/11)";
- Bank Deposit Control Agreement between BOKF, NA dba Bank of Oklahoma, the Authority and the Collateral Agent marked "Faegre & Benson LLP Draft (7/13/11)";

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- Control Agreement Regarding Deposit Account between Liberty National Bank, the Authority and the Collateral Agent marked "Faegre & Benson LLP Draft (7/13/11);
- Control Agreement Regarding Deposit Account between Arvest Bank, the Authority and the Collateral Agent marked "Faegre & Benson LLP Draft (7/13/11)";
- Purchase Agreement marked "Faegre & Benson LLP Draft (7/13/11)";
- Tax Certificate of the Authority and the Tribe marked "OHS WEST:261200176.5" received 7/22/2011; and
- Letters from Faegre & Benson dated June 21, 2011, July 5, 13, 14, and 22, 2011.

The Financing Documents contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* www.nigc.gov/Reading_Room/Management_Review_Letters.aspx. Applying the same analysis here, it is my opinion that the Financing Documents are not management contracts and do not require the approval of the Chairwoman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement. I understand that the drafts are represented to be in substantially final form, but if the Financing Documents change in any material way prior to closing, this opinion shall not apply.

I anticipate that this letter will be the subject of Freedom of Information Act ("FOIA") requests. Since we believe that some of the information in this letter may fall within FOIA exemption 4(c), which applies to confidential and proprietary information the release of which could cause substantial harm, I ask that you provide me with your views regarding release within ten days.

I am also sending a copy of the submitted Financing Documents to the Department of the Interior Office of Indian Gaming for review under 25 U.S.C. § 81. If you have any questions, please contact NIGC Staff Attorney Dorinda Hanrahan or Melissa Schlichting at (202) 632-7003.

Sincerely,



Lawrence Roberts
General Counsel

cc: Paula Hart, Director Office of Indian Gaming (via US Mail w/incoming)
Alan Fedman, Esq. (via email: alan.fedman@snrdenton.com)
Kent Richey, Esq. (via email: krichey@faegre.com)
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