



FEB - 8 2012

Venus M. Prince, Attorney General
Poarch Band of Creek Indians
5811 Jack Springs Road
Atmore, AL 36502
Fax: (251) 368-4502

Re: Review of financing documents for the Poarch Band of Creek Indians
and request for declination letter.

Dear Ms. Prince:

This letter responds to your August 30, 2011 request on behalf of the Poarch Band of Creek Indians ("Tribe") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the PCI Gaming Authority's ("Authority") transaction documents related to its line of credit agreement with Bank of America, N.A. (Bank). 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 transaction 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:

- Draft Business Loan Agreement between the Authority and the Bank dated September 28, 2011;
- Draft Security Agreement between the Authority and the Bank dated June 29, 2011;
- Draft Deposit Account Control Agreement among the Authority, the Bank, and United Bank as Depository, dated January 18, 2012;
- Draft Deposit Account Control Agreement among the Authority, the Bank, and Regions Bank as Depository, dated January 18, 2012, and;
- Draft Non-interference Agreement between the Tribe and the Bank, dated September 28, 2011.

The Financing Documents submitted by the Tribe 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 note, however, that the Financing Documents have been submitted to us as unexecuted drafts in substantially final form. To the extent that they change in any material way prior to closing, this opinion shall not apply.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, the NIGC FOIA Officer 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 25 U.S.C. § 552(b).

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 Michael Hoenig at 202-632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel