



December 12, 2011

*Via U.S. Mail, E-Mail and Facsimile*

W. Ron Allen, Chairman  
Jamestown S'Klallam Tribe of Indians  
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Sequim, WA 98382  
E-mail: [rallen@jamestowntribe.org](mailto:rallen@jamestowntribe.org)  
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Re: Review of loan documents for the Jamestown S'Klallam Tribe of Indians

Dear Chairman Allen:

This letter responds to the November 11, 2011 request on behalf of the Jamestown S'Klallam Tribe of Indians (Tribe) for the National Indian Gaming Commission's Office of General Counsel to review the Tribe's loan documents with Columbia State Bank (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. You also asked for my opinion whether the loan 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 Loan Documents") most of which are unexecuted, but were represented to be in substantially final form:

- Credit agreement dated December 15, 2011 and marked at top right as "EXECUTION COPY" and at bottom left as "OHSWEST:261415379.1" (Credit Agreement);
- Security agreement dated December 15, 2011 and marked at top right as "EXECUTION COPY" and at bottom left as "OHSWEST:261415141.1" (Security Agreement);
- Deposit account control agreement dated December 15, 2011 and marked at top right as "EXECUTION COPY" (Deposit Agreement); and,
- Deposit account control agreement dated December 15, 2011 and marked at top right as "EXECUTION COPY" and in parentheses as "(TAP Revenues Account)" so as to distinguish it from the Deposit Agreement (TAP Deposit Agreement).

Chairman Allen

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Collectively, the Loan 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](http://www.nigc.gov/Reading_Room/Management_Review_Letters.aspx). Applying the same analysis here, it is my opinion that the Loan 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.

It is my understanding that the drafts are represented to be in substantially final form, and if the Loan Documents change in any material way prior to closing or are inconsistent with assumptions made herein, 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 Loan 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 Melissa Schlichting at (202) 632-7003.

Sincerely,



Lawrence S. Roberts  
General Counsel

cc: Paula Hart, Director  
Office of Indian Gaming  
(via US Mail w/ incoming)

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