



July 6, 2012

Via U.S. Mail and email

W. Ron Allen, Chairman
Jamestown S'Klallam Tribe of Indians
1033 Old Blyn Highway
Sequim, WA 98382
Email: rallen@jamestowntribe.org

Re: Review of financing documents for the Jamestown S'Klallam Tribe of Indians.

Dear Chairman Allen:

This letter responds to the 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 several agreements related to refinancing of existing debt related to the Tribe's gaming enterprise. The Tribe has asked for an opinion whether these agreements are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act (IGRA). The Tribe also asked for an opinion whether the agreements 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") all unexecuted, but represented to be in substantially final form:

- Amended & Restated Credit Agreement, OHS Draft, May 31, 2012;
- Amended & Restated Credit Agreement, OHS Draft July 3, 2012
- Amended & Restated Security Agreement, OHS Draft, May 31, 2012;
- Blocked Account Agreement, OHS Draft 6/27/12;
- Assignment of Architect's Agreement, OHS Draft 5/31/12; and
- Assignment of Construction Contract, OHS Draft 5/31/12.

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.

It is my understanding that the Financing Documents are represented to be in substantially final form with respect to terms affecting this opinion, and if such terms change in any material way prior to closing or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Financing Documents listed above. This opinion does not include or extend to any other agreements or documents not submitted for review.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, NIGC 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 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 Attorneys Heather Corson or Melissa Schlichting at (202) 632-7003.

Sincerely,



Eric Shepard
Associate General Counsel

cc: Paula Hart, Director
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(via US Mail w/ enclosures)

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