



December 12, 2011

Via U.S. Mail

Irvin Marks, Chairman
Jackson Rancheria Band of Miwuk Indians
P.O. Box 1090
Jackson, CA 95642

Re: Review of Agreement with TFA Consulting

Dear Chairman Marks:

This letter responds to your request for the National Indian Gaming Commission's Office of General Counsel to review a representation agreement between the Jackson Rancheria Band of Miwuk Indians and TFA Consulting. Specifically, you have asked for my opinion whether the agreement is a management contract requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act. You also asked for my opinion whether the agreement violates IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the Amended and Restated Representation Agreement that was provided on December 6, 2011 ("Submitted Document").

The Submitted Document contains 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 Submitted Document is not a management contract and does not require the approval of the Chairwoman. It is also my opinion that it does not violate IGRA's sole proprietary interest requirement.

This opinion is limited to the Submitted Document and cannot be relied upon to apply to, or include, any other agreements or additional amendments to these agreements even if such amendments are referenced in the Submitted Document.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, the 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).

Chairman Marks

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I am also sending a copy of the Submitted Document 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 Dawn Sturdevant Baum at (202) 632-7003.

Sincerely,

A handwritten signature in black ink, appearing to read "Lawrence S. Roberts". The signature is fluid and cursive, with a large, stylized initial "L" and "R".

Lawrence S. Roberts
General Counsel

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