



October 19, 2023

VIA EMAIL

Lauren Clark
General Counsel
Chickasaw Nation Department of Commerce
2020 Lonnie Abbott Blvd.
Ada, Oklahoma, 74820

Re: Review of the 2023 Class II Mobile Platform Agreement for the Chickasaw Nation

Dear Ms. Clark:

This letter responds to your January 6, 2023 request, on behalf of the Chickasaw Nation, for the National Indian Gaming Commission, Office of General Counsel, to review certain transaction documents and to provide an opinion as to whether documents related to the Class II Mobile Platform are management contracts requiring the NIGC Chairman's approval pursuant to the Indian Gaming Regulatory Act of 1988. You have also asked for my opinion as to whether the documents violate IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submission ("the Agreement Documents"):

- **Master Interactive Services Agreement** and the following attachments:
 - Exhibit A – Fees and Net Gaming Revenue Shares
 - Exhibit B – Support Services
 - Exhibit C – Licensed Platform Software

The 2023 Agreement Documents contain terms similar to other agreements that OGC has previously reviewed and analyzed. Applying the same analysis here, it is my opinion that the 2023 Agreement Documents are not management contracts and do not require the approval of the NIGC Chairman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

It is my understanding that the 2023 Agreement Documents are represented to be in substantially final form, and any further changes will not be material to OGC's analysis. This opinion shall not apply if the 2023 Agreement Documents change in any material manner prior to closing or are inconsistent with the assumptions made herein. Further, this opinion is limited

Letter to Lauren Clark, Esq.

Re: Review of the 2023 Class II Mobile Platform Agreement for the Chickasaw Nation

October 19, 2023

Page 2 of 2

to the aforementioned 2023 Agreement Documents and does not include or extend to any other agreements or documents not submitted for review.

Please note that it is my intent that this letter be released to the public through the NIGC's website. If you have any objection to this disclosure, please provide a written statement explaining the grounds for the objection and highlighting the information that you believe should be withheld.¹ If you object on the grounds that the information qualifies as confidential commercial information subject to withholding under Exemption Four of the Freedom of Information Act (FOIA),² please be advised that the information was voluntarily submitted and, as such, any withholding should be analyzed under the standard set forth in *Food Marketing Institute v. Argus Leader Media*.³ Any claim of confidentiality should also be supported with "a statement or certification by an officer or authorized representative of the submitter."⁴ Please submit any written objection to FOIA@nigc.gov **within thirty (30) days of the date of this letter**. After this time elapses, the letter will be made public and objections will no longer be considered.⁵ If you need any additional guidance regarding potential grounds for withholding, please see the United States Department of Justice's *Guide to the Freedom of Information Act* at <<https://www.justice.gov/oip/doj-guide-freedom-information-act-0>>.

If you have any questions, please contact Rachel Hill, Staff Attorney, at (918) 581-6214 or Sharon Avery, Associate General Counsel, at (202) 515-6955.

Sincerely,



Rea L. Cisneros
Acting General Counsel

¹ See 25 C.F.R. § 517.7(c).

² 5 U.S.C. § 552(b)(4).

³ 139 S. Ct. 2356 (2019).

⁴ See 25 C.F.R. § 517.7(d).

⁵ *Id.*