



January 13, 2014

John Witherspoon
Harrang Long Gary Rudnick P.C.
1001 SW Fifth Avenue, 16th Floor
Portland, OR 97204

Re: Review of financing documents for the Confederated Tribes of Coos, Lower Umpqua, and Siuslaw Indians

Dear Mr. Witherspoon:

This letter responds to the Confederated Tribes of Coos, Lower Umpqua, and Siuslaw Indians' request for the National Indian Gaming Commission's Office of General Counsel to review several financing agreements with the PCI Gaming Authority, an unincorporated chartered instrumentality of the Poarch Band of Creek Indians, related to the Tribes' development of a Class II gaming enterprise. The Tribes have asked for an opinion whether these agreements are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act (IGRA). The Tribes also have 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:

- Loan Agreement, OHS DRAFT 12/17/13;
- Exhibits to Loan Agreement, 12/17/13;
- Security Agreement, OHS Draft 12/17/13;
- Deposit Account Control Agreement, 12/17/13;
- Further Assurances Agreement, OHS DRAFT 1/6/13, OHSUSA:755935512.3; and
- Amended and Restated Deed of Trust, OHS 12/17/13.

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 Chair. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

I understand that the Financing Documents are in substantially final form with respect to terms affecting this opinion. If such terms change in any material way 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.

I anticipate 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 5 U.S.C. § 552(b).

If you have any questions, please contact NIGC Staff Attorney Heather Corson at (202) 632-7003.

Sincerely,



Eric Shepard
Acting General Counsel

cc: Townsend Hyatt
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