



JAN - 8 2007

Wallace Coffey
Chairman
Comanche Nation
P.O. Box 908
Lawton, OK 73502

Dear Chairman Coffey:

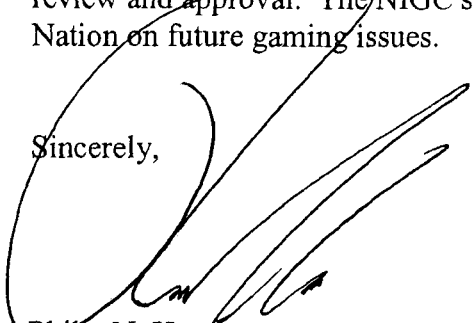
This letter is in response to your request for the National Indian Gaming Commission (NIGC) to review and approve an Amendment to the Comanche Nation Gaming Ordinance, Resolution No. 107-06, enacted by the Comanche Business Council on November 4, 2006. This letter constitutes approval of the amended ordinance under the IGRA.

According to the Indian Gaming Regulatory Act (IGRA) and NIGC Regulations, the NIGC Chairman is required to review ordinances and amendments to ensure that they adhere to the requirements of IGRA and NIGC regulations.

The submitted amendment requiring the Gaming Board of Directors to report to the Comanche Business Committee and creating two additional seats on the Gaming Board of Directors, to be filled exclusively by Comanche Business Committee members does not violate the provisions of IGRA or the NIGC regulations. However, the NIGC is concerned by the nature of the amendment, as it may erode the independence of the Tribal Gaming Board of Directors and greatly increase the potential for conflicts of interest. As recognized by the Comanche Nation in its gaming ordinance, an independent Tribal Gaming Board of Directors is important in maintaining a well-managed gaming operation. *Comanche Nation Gaming Ordinance*, §107(h). This amendment contradicts that principle. The Gaming Board of Directors is responsible for the day to day operations of the gaming facilities, including operational budgets, auditing, and contracting. Appointing Business Committee members to the Board of Directors and mandating that the Board report monthly to the Business Committee effectively dissolves the Board's independence and allocates authority over the general operations of the gaming facilities to the Business Committee. As such, it is strongly recommended that the Comanche Nation address these concerns by instituting procedures to ensure that the Gaming Board of Directors will independently carry out its responsibility to monitor and oversee management of the gaming operation.

Thank you for submitting the amendment to the Comanche Nation Gaming Ordinance for review and approval. The NIGC staff and I look forward to working with you and the Nation on future gaming issues.

Sincerely,

A handwritten signature in black ink, appearing to read 'Philip N. Hogan', written over the word 'Sincerely,'.

Philip N. Hogan
Chairman



- WHEREAS, the Comanche Nation is a federally recognized Indian Tribe with a constitution approved by the Secretary of the Interior on January 9, 1967, to safeguard tribal rights, powers, and privileges to improve the economic, moral, educational, and health status of its members; and
- WHEREAS, the tradition of sovereignty of the Comanche Nation, since time immemorial long predates the existence of the Nation, establishes the inherent sovereign powers and rights of the Comanche self-government; and
- WHEREAS, the Constitution, Article VI, section 7(j), authorizes the Business Committee to promulgate and enforce laws to promote the general welfare of the Nation; and
- WHEREAS, the Business Committee pursuant to such authority and in consultation with the National Indian Gaming Commission ("NIGC") enacted a Gaming Ordinance on December 3, 2005, which the NIGC approved on December 19, 2005; and
- WHEREAS, the Business Committee pursuant to such authority deems it advisable to amend said Gaming Ordinance as shown below;

NOW THEREFORE BE IT RESOLVED THAT the Comanche Business Committee hereby ordains and enacts the following **Amendments** to Section 107 of the Gaming Ordinance; provided that such **Amendments** shall not become effective until approved by the NIGC.

BE IT FUTHER RESOLVED THAT the Business Committee directs the Chairman to obtain approval of said **Amendments** by the NIGC and to make preparations for their implementation.

BE IT FURTHER RESOLVED THAT immediately upon receipt by the Chairman of written notification from the NIGC approving the said **Amendments**, or if the NIGC fails to disapprove the said **Amendments** within 90 days after the date of submission, such **Amendments** shall be deemed in full force and effect.

AMENDMENTS

Section 107 of the **Gaming Ordinance** shall be amended, as shown below, by deleting the ~~strike-through~~ language and adding the underlined language:

Section 107. Board of Directors

- (a) In addition to the General Manager for the facility, there shall be established a Tribal Gaming Board of Directors which shall serve in a management oversight role over the General Manager and the day-to-day operations of the gaming operation. In the event that the Nation enters into a management contract approved by the NIGC, the Board may delegate some or all duties to the approved management contractor. The Board of Directors shall oversee all non-regulatory aspects of the gaming operation. Regulation of the gaming operation shall be the sole responsibility of the Tribal Gaming Commission.

COMANCHE NATION
RESOLUTION NO. 107-06

- (b) The Board of Directors shall consist of ~~three (3)~~ five (5) voting members.; The voting members shall consist of: a Chairperson, Vice-Chairperson, and a three (3) Directors. Two voting members of the Board of Directors shall be members of the CBC ("CBC Directors").
- (c) Each voting Director shall be designated as Director 1, Director 2, Director 3, Director 4, or Director 5. Terms of office for the voting members of the Tribal Gaming Board of Directors shall be as follows:
- (1) The Chairperson Director 1 shall serve an initial term of three years, with subsequent Chairpersons Directors serving three-year terms.
 - (2) The Vice-Chairperson Directors 2 and 3 shall serve an initial term of two years, with subsequent Vice-Chairpersons Directors serving three-year terms.
 - (3) The other dDirectors 4 and 5 shall serve an initial term of one year, with subsequent Directors serving three-year terms.
 - (4) Provided, that in the event a Director is unable to complete his or her term for any reason, another Director shall be appointed to complete the remainder of that term.
- (d) The members of the Board shall be subject to the same background requirements as key employees, primary management officials, and gaming commissioners, and must be licensed accordingly.
- (e) Except for the appointment of CBC Directors, ~~The~~ minimum requirements for appointment as a member of the Board of Directors are as follows: ~~A~~at least two of the following:
- (1) Degree in Business Administration, Accounting, Marketing, or an equivalent field;
 - (2) Minimum five (5) years experience in business management;
 - (3) Minimum two (2) years experience in casino management; or
 - (4) Demonstrated knowledge of federal Indian law, the Indian Gaming Regulatory Act, and related statutes and regulations.
- (f) The Board of Directors shall perform the following duties:
- (1) Monitor and oversee the day-to-day operations of the gaming facility, whether managed by a tribal employee or by an approved management contractor;
 - (2) Inspect and examine on a periodic basis all books, records, and papers of the gaming facility;
 - (3) Set hours of operation for the gaming facility;
 - (4) Set wager limits;

COMANCHE NATION
RESOLUTION NO. 107-06


- (5) Oversee development and/or approval of marketing plans;
 - (6) Oversee the interview, selection, and training of employees of the gaming operation;
 - (7) Establish employee policies, rates of pay, and hours of work;
 - (8) Adopt an annual operating budget, subject to CBC approval;
 - (9) Report monthly to the CBC;
 - ~~(10)~~(9) Enter into contracts on behalf of the gaming facility, subject to CBC approval and NIGC review if applicable; and
 - ~~(11)~~(10) Any other duties necessary to monitor and oversee management of the gaming operation.
- (g) Board of Director positions shall be filled in the following manner:
- (1) The Chairman of the Comanche Nation shall identify and nominate a qualified candidate for any vacancy on the Board of Directors. Nominees shall be confirmed by a majority of the CBC before becoming members of the Board of Directors.
 - ~~(2) The Directors shall elect a Chairperson from among them, whose duty it shall be to preside over all meetings and hearings. In addition, the Directors shall elect a Vice-Chairperson who shall preside in the Chairperson's absence.~~
- (h) The Nation recognizes the importance of an independent Tribal Gaming Board of Directors in maintaining a well-managed gaming operation. To avoid potential conflicts of interest between the operation and regulation of the gaming facility, the Nation hereby finds that, at a minimum:
- (1) No more than two members of the CBC or Tribal Gaming Commission may serve on the Board of Directors; and no member of the Tribal Gaming Commission may serve on the Board of Directors;
 - (2) No person directly related to or living with any CBC member or Tribal Gaming Commissioner may serve on the Board of Directors;
 - (3) Members of the Board of Directors are prohibited from gambling in the gaming facilities;
 - (4) Members of the Board of Directors are prohibited from accepting complimentary items from the gaming operation except as specified in Section 110 herein; and
 - (5) No person having a direct or indirect financial interest in a management contract, or in any gaming operation, may serve on the Board of Directors.
- (i) Members of the Board of Directors may be removed from office by the CBC prior to the expiration of their respective terms only for neglect of duty, misconduct, malfeasance, or other acts that would render the Director unqualified for his/her position. When the

CBC believes that a removal is appropriate, it shall so notify the Director(s) and hold a hearing on the matter. The CBC may opt to preliminarily remove the Director pending the hearing. At the hearing the Director may provide evidence rebutting the grounds for his/her removal. A vote of the CBC on the validity of the preliminary removal shall be final and not subject to further appeal. A finding by the CBC that the preliminary removal was wrongful shall entitle the affected Director to compensation for expenses incurred in appealing the wrongful removal, and shall entitle the Director to any pay withheld.

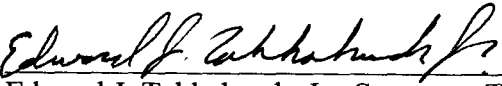
- (j) Members of the Tribal Gaming Board of Directors shall be compensated at a level determined by the CBC.
- (k) Nothing herein shall prevent the CBC from organizing the Tribal Gaming Board of Directors into a corporation, agency, or other business entity.

CERTIFICATION

The foregoing resolution was duly adopted at a regular meeting of the Comanche Business Committee held on November 4, 2006, at the Comanche Tribal Complex, Lawton, by a majority vote of 6 for, 0 against, and 0 abstentions, a quorum being present.


Wallace Coffey, Chairman

ATTESTED:


Edward J. Tahhahwah, Jr., Secretary-Treasurer