



MAR 22 2006

Tonkawa Tribe of Oklahoma
1 Rush Buffalo Road
Tonkawa, Oklahoma 74653

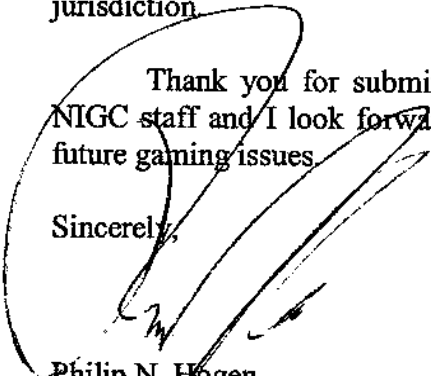
Dear President Street:

This letter is in response to your request for the National Indian Gaming Commission (NIGC) to review and approve an amendment to Section 3.3 of the Tonkawa Tribe of Oklahoma Gaming Ordinance approved by Tribal Resolution T-R-02-06 on February 13, 2006, as well as Tribal Resolution T-R-03-06, approved on February 13, 2006, establishing a gaming board of supervisors.

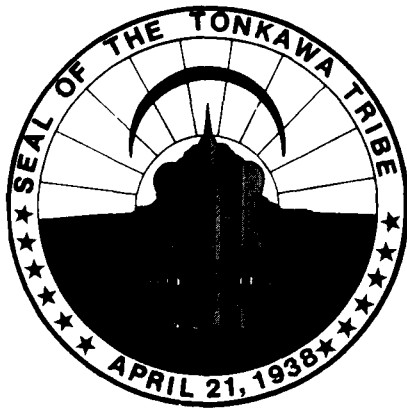
This letter constitutes such approval under the Indian Gaming Regulatory Act (IGRA). It is important to note that the gaming ordinance is approved for gaming only on Indian lands, as defined in the IGRA, over which the Tribe has jurisdiction.

Thank you for submitting the ordinance for review and approval. The NIGC staff and I look forward to working with you and the Tonkawa Tribe on future gaming issues.

Sincerely,



Philip N. Hogen
Chairman



**TONKAWA TRIBE OF OKLAHOMA
TONKAWA TRIBAL COUNCIL**

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TONKAWA, OKLAHOMA 74653

RESOLUTION: T-R-02-06

A RESOLUTION AMENDING SECTION 3.3 OF THE TONKAWA TRIBE OF OKLAHOMA GAMING ORDINANCE AND AUTHORIZING THE SUBMISSION OF THE AMENDMENT TO THE NATIONAL INDIAN GAMING COMMISSION FOR IMMEDIATE APPROVAL.

WHEREAS, the Tonkawa Tribe of Oklahoma is a federally recognized Indian Tribe organized under the Oklahoma Indian Welfare Act of 1936 with a Constitution and By-Laws approved by the United States Secretary of the Interior, and

WHEREAS, the Tonkawa Tribal Committee is empowered by the Tonkawa Tribal Constitution and By-Laws to speak for and act in behalf of the Tonkawa Tribe of Oklahoma, and

WHEREAS, the Tonkawa Tribal Committee has the duty and authority to act in the best interest of the Tribe concerning tribal development, and

WHEREAS, the Tonkawa Tribal Committee has the authority to specifically authorize the Tribe to enter into business agreements for economic development for the Tribe, and

WHEREAS, by its previous action, the Tonkawa Tribal Committee determined to become involved in Class II and/ or Class III Gaming as such terms are defined in the Indian Gaming Regulatory Act, Public Law 100-497 as codified in 25 USC § 2701 et seq. (the "Gaming Regulatory Act"), and the Regulations (the "Regulations") promulgated thereunder by the National Indian Gaming Commission (the "Commission"), and the Tonkawa Tribal Committee enacted a Gaming Ordinance which was approved by the National Indian Gaming Commission, and

WHEREAS, the Tonkawa Tribal Committee finds it necessary to amend said Gaming Ordinance to provide for more efficient regulation of its Gaming operations, and

NOW, THEREFORE, BE IT RESOLVED, by the Tonkawa Tribal Committee hereby amends Section 3.3 of the Tonkawa Tribal Gaming Ordinance to read as follows:

Section 3.3 Gaming Commission

- (a) The Tribe hereby establishes a Tribal Gaming Commission whose duty it is to regulate tribal gaming operations. The Tribal Gaming Commission shall consist of 3 members. There shall be among them a Chairperson, Vice-Chairperson, and at least one

additional Commissioner. The Tribal President shall serve as an ex-officio member of the commission.

(b) The purpose of the Tribal Gaming Commission is regulatory, not managerial. The Commission will conduct oversight to ensure compliance with Tribal, Federal, and, if applicable, State laws and regulations. The Commission will serve as the licensing authority for individuals employed in the gaming operation and will administer background investigations as part of the licensing process. The Commission will also have a role in monitoring compliance with the internal control standards for the gaming operation and in tracking revenues. In order to carry out its regulatory duties, the Commission shall have unrestricted access all areas of the gaming operation and to all records. The Commission shall have authority to take enforcement actions, including suspension or revocation of an individual gaming license when appropriate.

(c) The Tribe recognizes the importance of an independent Tribal gaming Commission in maintaining a well-regulated gaming operation. The Commission shall be and act independently and autonomously from the Tribal Committee in all matters within its purview. No prior or subsequent review by the Tribal Committee of any actions of the Commission shall be required or permitted except as otherwise explicitly provided in this Ordinance. To avoid potential conflicts of interest between the operation and regulation of the gaming facility, the Tribe hereby finds that, at a minimum:

- (1) No member of the Tribal Committee may serve on the Gaming Commission;
- (2) No member directly related to or living with any Tribal Committee member or Tribal Gaming Board of Directors member may serve on the Gaming Commission;
- (3) Members of the Gaming Commission are prohibited from gambling in the facility; and
- (4) Members of the Gaming Commission are prohibited from accepting complimentary items from the gaming operation, excepting food and beverages valued at under twenty dollars.

(d) Tribal Gaming Commissioner positions shall be filled through appointment by Tonkawa Tribal Committee.

(e) Nominees for positions of Tribal Gaming Commissioners must satisfy the suitability standards set forth for key employees and primary management officials, found in this Ordinance. Such background investigations shall be performed under the direction of a third party qualified to perform such background investigations.

(f) The Tribal Gaming Commission shall:

- (1) Conduct or cause background investigations to be conducted on, at a minimum, primary management officials and key employees;
- (2) Review and approve all investigative work conducted;
- (3) Report results of background investigations to the NIGC;

- (4) Obtain and process fingerprints, or designate a law enforcement agency to obtain and process fingerprints;
- (5) Make suitability determinations, which shall be signed by the Chairman of the Gaming Commission;
- (6) Issue gaming licenses to management officials and employees of the operation, consistent with the suitability determination;
- (7) Inspect, examine and monitor all gaming activities, and have immediate access to review, inspect, examine, photocopy and audit all records of the gaming establishment;
- (8) Ensure compliance with all Tribal, State, and Federal laws, rules, and regulations regarding Indian Gaming;
- (9) Investigate any suspicion of wrongdoing associated with any gaming activities;
- (10) Hold hearing on patron and/or employee complaints, in compliance with procedures established in the gaming ordinance and other Tribal gaming regulations;
- (11) Comply with any and all reporting requirements under the IGRA, Tribal-State compact to which the Tribe is a party, and any other applicable law;
- (12) Promulgate and issue regulations necessary to comply with the Tribe's and the NIGC's minimum Internal Control Standards (MICS);
- (13) Promulgate and issue regulations on the levying of fees and/or taxes associated with gaming license applications;
- (14) Promulgate and issue regulations on the levying of fines and/or suspension or revocation of gaming licenses for violations of the gaming ordinance, or any other Tribal, Federal, or State, if applicable, gaming regulations; and
- (15) Perform such other duties the Commission deems appropriate for the proper regulation of the Tribal gaming operation.

(g) The Gaming Commission shall ensure that all records and information obtained as a result of an employee background investigation shall remain confidential and shall not be disclosed to persons who are not directly involved in the licensing process. Under no circumstances shall information obtained during the course of an employee background investigation be disclosed to members of management, human resource personnel or others employed by the tribal gaming operation.

This Section does not apply to requests for such information or records from any Tribal, Federal or State law enforcement or regulatory agency, or for the use of such information or records by the Commission and staff in the performance of their official duties.

(h) Terms of office for Tribal Gaming Commissioners shall be as follows: the Chair shall serve and initial term of one year, with subsequent Chair serving three-year terms. The

Vice-Chairs and Commissioner(s) shall serve an initial term of one year, with subsequent Vice-Chairs and Commissioners serving two-year terms.

(i) The following persons are not eligible to serve as Tribal Gaming Commissioners: Tribal Committee members, while serving as such; employees of the gaming operation, while serving as such; gaming contractors (including any principal of a management or other contracting company); persons directly related to or sharing a residence with any of the above; persons ineligible to be key employees or primary management officials. Tribal members previously convicted of a felony, of embezzlement, of theft, or of any other money-related crime or honesty-related crime (such as fraud) will only be allowed if the Tonkawa Tribal Committee specifically finds a significant amount of time has passed and that the person is now of trustworthy character. The Tribal Committee shall require a criminal history check with appropriate law enforcement agencies and shall review this criminal history report and make an appropriate suitability determination before appointing an individual to a position as a Tribal Gaming Commissioner.

(j) The independence of the Tribal Gaming Commission is essential to a well-regulated gaming operation. For that reason, Commissioners may only be removed from office by the Tribal Committee prior to the expiration of their respective terms for neglect of duty, misconduct, malfeasance, or other acts that would render a commissioner unqualified for his/her position. Any allegations of neglect of duty, misconduct, malfeasance, or other acts that would render a commissioner unqualified for his/her position. Any allegations or neglect of duty, misconduct, malfeasance, or other acts that would render him or her unqualified for his/her position must be substantiated by a preponderance of the evidence. Commissioners will be given an opportunity to provide evidence rebutting the grounds for their proposed removal before the removal is considered. A vote of the Tribal Committee on the validity of the removal shall be final and not subject to further appeal. A wrongful removal shall entitle the affected Commissioner to compensation for expenses incurred in an appeal and any pay withheld.

(k) A majority of the Commission shall constitute a quorum. The concurrence of a majority of the members appointed to the Commission shall be required for any final determination by the Commission. The Commission may act in its official capacity even if there are vacancies on the Commission.

(l) Tribal Gaming Commissioners shall be compensated at a level determined by the Tribal Committee. Commissioner compensation shall not be based on a percentage of gaming revenue to ensure the Commission is not improperly influenced.

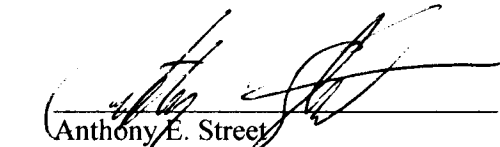
(m) The Commission shall keep a written record of all its meetings.

NOW, BE IT FURTHER RESOLVED, that the Tribal President of the Tonkawa Tribe is hereby authorized to take all necessary action required to obtaining the full Federal approval of the above Amendment to the Tonkawa Gaming Ordinance.

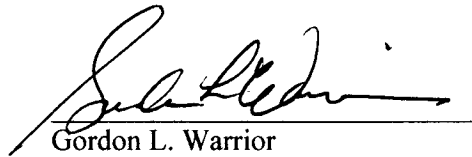
NOW, BE IT FURTHER RESOLVED, that this amended Section of Tonkawa Gaming Ordinance shall be effective immediately upon Federal approval and new Commissioners under said Amendment are to be appointed as soon as practical.

CERTIFICATION

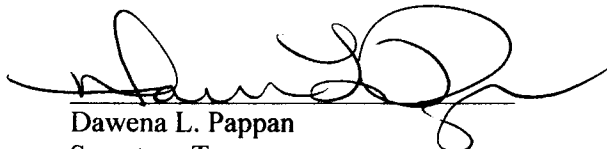
We, the undersigned officers of the Tonkawa Tribal Committee, do hereby certify that the foregoing Resolution T-~~202~~-06 was duly adopted this 13th day of February, 2006 at a duly called special meeting of the Tonkawa Tribal Committee of the Tonkawa Tribe of Oklahoma, by a vote of 3 for 0 against, and 0 abstaining.



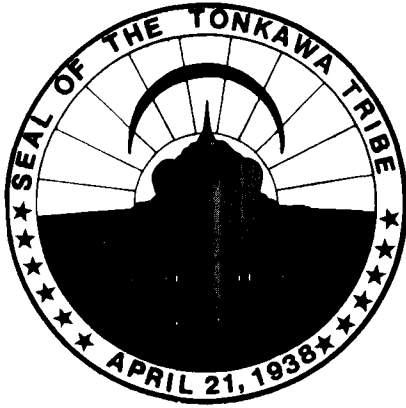
Anthony E. Street
President



Gordon L. Warrior
Vice-President



Dawena L. Pappan
Secretary-Treasurer



TONKAWA TRIBE OF OKLAHOMA
TONKAWA TRIBAL COUNCIL

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RESOLUTION: T-R-03-06

A RESOLUTION CREATING A GAMING BOARD OF ADVISORS.

WHEREAS, the Tonkawa Tribe of Oklahoma is a Federally recognized Indian Tribe organized under the Oklahoma Indian Welfare Act of 1936 with a Constitution and By-Laws approved by the United States Secretary of the Interior, and

WHEREAS, the Tonkawa Tribal Committee is empowered by the Tonkawa Tribal Constitution and By-Laws to speak for and act in behalf of the Tonkawa Tribe of Oklahoma, and

WHEREAS, the Tonkawa Tribal Committee has the duty and authority to act in the best interest of the Tribe concerning tribal development, and

WHEREAS, the Tonkawa Tribal Committee has the authority to specifically authorize the Tribe to enter business agreements for economic development for the Tribe, and

WHEREAS, by its previous action, the Tonkawa Tribal Committee determined to become involved in Class II and/ or Class III Gaming as such terms are defined in the Indian Gaming Regulatory Act, Public Law 100-497 as codified in 25 USC § 2701 et seq. (the "Gaming Regulatory Act") and the regulations (the "Regulations") promulgated thereunder by the National Indian Gaming Commission (the "Commission"), and the Tonkawa Tribal Committee enacted a Gaming Ordinance which was approved by the National Indian Gaming Commission, and

WHEREAS, the Tonkawa Tribal Committee finds it necessary to create a Gaming Board of Advisors to serve in a management oversight role over the General Manager and the day-to-day operations of the gaming operation to ensure a sufficient delineation between the Tribal Committee and gaming Management, and

NOW, THEREFORE, BE IT RESOLVED, that effective immediately, the Tonkawa Tribal Committee hereby creates a Gaming Board of advisors with the following attributes and authority:

Board of Advisors

- (a) In addition to the General Manager for the facilities, there shall be established a Tribal Gaming Board of Advisors 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 Tribe 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 Advisors 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.

(b) The Board of Advisors shall consist of three (3) members; a Chairperson, Vice-Chairperson, and Advisor. Terms of office for members of the Tribal Gaming Board of Advisors shall be as follows: the Chairperson shall serve an initial term of one year, with subsequent Chairpersons serving three-year terms. The Vice-Chairperson and other Advisor(s) shall serve an initial term of two years, with subsequent Vice-Chairpersons and Advisors serving three-year terms. The members of the Board shall be subject to the same background requirements as key employees and primary management officials, and must be licensed accordingly. The minimum requirements for appointment as a member of the Board of Advisors are as follows:

One of the following:

- Degree in Business Administration, Accounting, Marketing, or an equivalent field;
- Minimum five (5) years experience in business management;
- Minimum two (2) years experience in casino management; or
- Demonstrated knowledge of federal Indian law, the Indian Gaming Regulatory Act, and related statutes and regulations.
- A basic knowledge of gaming management, business, finance, or law.

(c) The Board of Advisors shall perform the following duties:

1. Monitor the day-to-day operations of the gaming facility, whether management by a tribal employee or a approved management contractor;
2. Inspect and examine on a periodic basis all books, records, and papers of the gaming facility;
3. Approve hours of operation for the gaming facility;
4. Approve wager limits;
5. Approve marketing plans;
6. Approve the gaming facilities policies pertaining to the interview, selection, and training of employees of the gaming operation;
7. Review employee policies, rates of pay, and hours of work;
8. Approve an annual operating budget, subject to Tribal Committee approval;
9. Approve contracts on behalf of the gaming facility requiring an expenditure in excess of \$25,000 subject Tribal Committee approval and NIGC review;

10. Approve selection of bank or banks located in the state of Oklahoma for the deposit and maintenance of the funds of the gaming facility.
11. Hold hearings on employee complaints, in compliance with procedures established in the gaming ordinance and other Tribal gaming regulations or personnel policies; and
12. Any other duties necessary to monitor and oversee the gaming operation.

(d) Board of Advisor positions shall be filled through appointment by the Tonkawa Tribal Committee.

(e) At least one member of the Board of Advisors shall be a local business owner with no ties to or financial interest in the gaming operations.

(f) The Tribe recognizes the importance of an independent Tribal Gaming Board of Advisors in maintaining a well-managed gaming operation. To avoid potential conflicts of interest between the operation and regulation of the gaming facility, the Tribe hereby finds that, at a minimum:

1. No member of the Tribal Committee or Tribal Gaming Commission may serve on the Board of Advisors;
2. No person directly related to or living with any Tribal Committee member or Tribal Gaming Commissioner may serve on the Board of Advisors;
3. Members of the Board of Advisors are prohibited from gambling in the facility; and
4. Members of the Board of Advisors are prohibited from accepting complimentary items from the gaming operation.

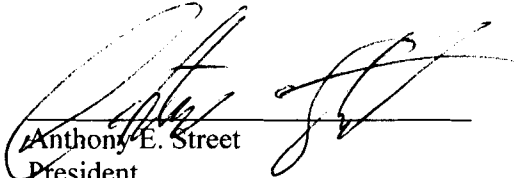
(g) Members of the Board of Advisors may be removed from office by the Tribal Committee prior to the expiration of their respective terms only for neglect of duty, misconduct, malfeasance, or other acts that would render the Advisor unqualified for his/her position. When the Tribal Committee believes that a removal is appropriate, it shall so notify the Advisor(s) and hold a hearing on the matter. The Tribal Committee may opt to preliminarily remove the Advisor pending the hearing. At the hearing the Advisor may provide evidence rebutting the grounds for his/her removal. A vote of the Tribal Committee on the validity of the preliminary removal shall be final and not subject to further appeal. A finding by the Tribal Committee that the preliminary removal was wrongful shall entitle the affected Advisor to compensation for expenses incurred in appealing the wrongful removal, and shall entitle the Advisor to any pay withheld.

(h) Members of the Tribal Gaming Board of Advisors shall be compensated at a level determined by the Tribal Committee.

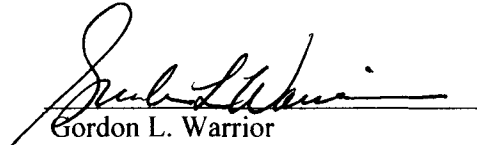
NOW, BE IT FURTHER RESOLVED, that as soon as practical this provision shall be sent for Federal approval as an amendment to the Tonkawa Tribal Gaming Ordinance.

CERTIFICATION

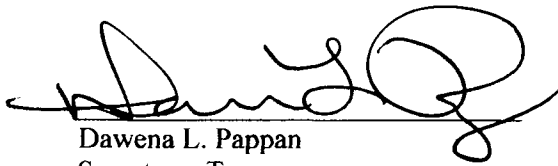
We, the undersigned officers of the Tonkawa Tribal Committee, do hereby certify that the foregoing Resolution T-R-03-06 was duly adopted this 13th day of February, 2006, at a duly called special meeting of the Tonkawa Tribal Committee of the Tonkawa Tribe of Oklahoma, by a vote of 3 for 0 against, and 0 abstaining.



Anthony E. Street
President



Gordon L. Warrior
Vice-President



Dawena L. Pappan
Secretary- Treasurer