



April 28, 2009

Shawn Yanity, Chairman
Stillaguamish Tribe of Indians
P.O. Box 277
3439 Stoluckquamish Lane
Arlington, Washington 98223-0277

RE: Gaming Ordinance for the Stillaguamish Tribe of Indians

Dear Chairman Yanity:

This letter responds to your request to the National Indian Gaming Commission (NIGC) to review and approve the Stillaguamish Tribe of Washington's (Tribe) Gaming Act of 2008 Ordinance. The Tribe forwarded the Ordinance by Resolution No. 2009-008 adopted on February 12, 2009, and the NIGC received the ordinance on March 5, 2009.

The Ordinance is consistent with the requirements of the Indian Gaming Regulatory Act (IGRA) and NIGC regulations, and it is therefore approved. It is important to note that the Ordinance is approved for gaming only on Indian lands, as defined in the IGRA, over which the Tribe has jurisdiction. 25 U.S.C. § 2703(4); 25 C.F.R. § 502.12

Thank you for your submission. If you have any questions or require assistance, please contact Maria Getoff in the Office of the General Counsel, at 202-632-7003.

Sincerely,

A handwritten signature in dark ink, appearing to read "Philip N. Hogen", is written over a large, light-colored circular mark.

Philip N. Hogen
Chairman

Stillaguamish Tribe of Indians

PO Box 277
3310 Smokey Point Drive
Arlington WA 98223

STILLAGUAMISH TRIBE OF INDIANS BOARD OF DIRECTORS RESOLUTION 2009/008

Re: Approving and Adopting the Stillaguamish Gaming Act of 2008; Providing for the Submission of the 2008 Gaming Act to the Chairman of the National Indian Gaming Commission

RECITALS

WHEREAS, the Stillaguamish Tribe of Indians (the "Tribe") is a party to the Point Elliot Treaty of January 22, 1855; and has been Federally Recognized since October 1976; and

WHEREAS, the Stillaguamish Tribal Board of Directors (the "Board of Directors") is the duly constituted governing body of the Stillaguamish Tribe of Indians, in accordance with Articles IV and V of the Constitution of the Tribe (the "Constitution"); and

WHEREAS, the Board of Directors, acting in the best interest of its people is embarked on a course of self determination for the Tribe; and

WHEREAS, the Tribe desires to improve the economic, moral, education and health status of the members of the Tribe through economic development and to that end has developed, constructed and now operates a Class III Indian Gaming Facility, known as the Angel of the Winds Casino (the "Facility"); and

WHEREAS, the Board of Directors previously adopted the Stillaguamish Gaming Act of 2000, as amended, pursuant to Resolution No. 2000/116 adopted on September 20, 2000 (the "2000 Gaming Act"); and

WHEREAS, in connection with the expansion of the Facility and after review of the 2000 Gaming Act, the Board of Directors has determined that it is in the best interests of the Tribe to amend, restate and update the 2000 Gaming Act to appropriately regulate gaming activities consistent with requirements under applicable law; and

WHEREAS, the Board of Directors, following consultation with the Stillaguamish Tribal Enterprise Corporation (the "Enterprise Board"), the Tribal Gaming Commission (the "Gaming

Commission") and others, has developed the Stillaguamish Gaming Act of 2008 (the "2008 Gaming Act"); and

WHEREAS, the Enterprise Board and the Gaming Commission have each recommended the approval, implementation and effectiveness of the 2008 Gaming Act; and

WHEREAS, the Board of Directors has determined it to be in the best interests of the Tribe to approve the 2008 Gaming Act and to immediately implement its provisions; and

WHEREAS, the 2008 Gaming Act will be submitted to the National Indian Gaming Commission (the "NIGC") for approval by the Chairman pursuant to 25 U.S.C. §2710.

NOW THEREFORE, BE IT RESOLVED BY THE TRIBE, acting pursuant to an affirmative vote of its Board of Directors, as certified by the signatures of the Chairman and the Secretary of the Tribe, that the Board of Directors hereby approves and adopts the 2008 Gaming Act in the form attached hereto as Exhibit A;

BE IT FURTHER RESOLVED that the 2008 Gaming Act shall be fully implemented and effective for all purposes of the Tribe and its agencies, including the Enterprise Board, the Gaming Commission and the management and operation of the Casino immediately upon the adoption of this Resolution and subject only to final approval of the 2008 Gaming Act by the NIGC pursuant to 25 U.S.C. § 2710;

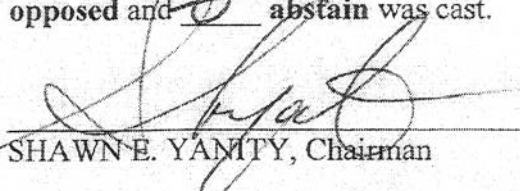
BE IT FURTHER RESOLVED that the Tribe hereby directs that the 2008 Gaming Act be submitted to the NIGC for approval by the Chairman consistent with 25 U.S.C. §2710;

BE IT FURTHER RESOLVED that the Chairman of the Board of Directors is hereby authorized to sign and the Secretary of the Board of Directors shall attest all necessary documents and the Chairman is hereby further authorized to take or direct to be taken such further action as is required in connection with the approval of the 2008 Gaming Act by the NIGC; and

BE IT FURTHER RESOLVED that this Resolution shall take effect and be in full force and effect immediately upon the date of adoption of this Resolution.

CERTIFICATION

As Chair and Secretary of the Stillaguamish Tribal Board of Directors, we hereby certify that the above resolution was duly adopted at a meeting of the Stillaguamish Tribal Board of Directors held on February 12, 2009 at which time a quorum was present and a vote of 5 for, 0 opposed and 0 abstain was cast.


SHAWN E. YANITY, Chairman


DARCY R. DREGER, Secretary

Resolution 2009/008

Stillaguamish Tribe of Indians



Stillaguamish Gaming Act of 2008

STILLAGUAMISH TRIBE OF INDIANS
STILLAGUAMISH GAMING ACT OF 2008

INDEX

SECTION 1	Findings and Policy.....	1
SECTION 2	Definitions.....	1
2.1	Applicant.....	2
2.2	Board of Directors.....	2
2.3	Business Day.....	2
2.4	Calendar Day.....	2
2.5	Class I Gaming.....	2
2.6	Class II Gaming.....	2
2.7	Class III Gaming.....	3
2.8	Closely Associated Independent Contractor.....	3
2.9	Commission.....	3
2.10	Commission Regulations.....	3
2.11	Commissioner.....	3
2.12	Compact.....	3
2.13	Directly Related To.....	3
2.14	Director.....	3
2.15	Gaming.....	3
2.16	Gaming Activities.....	3
2.17	Gaming Commission.....	4
2.18	Gaming Compact.....	4
2.19	Gaming Contractor.....	4
2.20	Gaming Device.....	4
2.21	Gaming Employee.....	4
2.22	Gaming Enterprise.....	4
2.23	Gaming Facility.....	4
2.24	Gaming Services.....	4
2.25	Gross Revenues.....	5
2.26	Immediate Family.....	5
2.27	Indian Gaming Regulatory Act (IGRA).....	5
2.28	Key Employee.....	5
2.29	Management Contract.....	5
2.30	Management Contractor.....	5
2.31	National Indian Gaming Commission (NIGC).....	5
2.32	Net Revenue.....	5
2.33	Patron.....	5
2.34	Person.....	5
2.35	Primary Management Official.....	6
2.36	Principal.....	6
2.37	State.....	6
2.38	State Gaming Agency	6
2.39	Tribal Chairperson.....	6

2.40	Tribal Court.....	6
2.41	Tribal Enterprise Board.....	7
2.42	Tribal Gaming Agency (TGA).....	7
2.43	Tribal Gaming Agent.....	7
2.44	Tribal Lands.....	7
2.45	Tribal Member.....	7
2.46	Washington State Gambling Commission (WSGC).....	7

SECTION 3	Ownership of Gaming.....	7
-----------	--------------------------	---

SECTION 4	Gaming Commission.....	7
4.1	Establishment of Gaming Commission.....	7
4.2	Appointment of Gaming Commission.....	8
4.3	Disqualification for Office.....	8
4.4	Terms of Office.....	9
4.5	Removal from Office.....	9
4.6	Quorum.....	9
4.7	Officers and Duties.....	9
4.8	Voting.....	9
4.9	Meetings.....	9
4.10	Compensation for Serving, Fringe Benefits, Reimbursement of Expenses.....	10
4.11	Regulatory Responsibilities, Establishment of Commission Regulations.....	10
4.12	Powers and Duties.....	11
4.13	Annual Reports.....	11
4.14	Tribal Gaming Commission Agents.....	14
4.15	Annual Budget.....	14

SECTION 5	Permitted Gaming Activities.....	14
5.1	Unauthorized Gaming Prohibited.....	14
5.2	Class I Gaming.....	15
5.3	Class II and III Gaming.....	15

SECTION 6	Gaming Revenues.....	15
6.1	Tribal Property.....	15
6.2	Use of Net Revenues.....	15

SECTION 7	Operations of Gaming Establishments.....	16
7.1	Gaming Permitted as Licensed.....	16
7.2	Protection of Environment and Public.....	16
7.3	Patron Dispute Resolution.....	16

SECTION 8	Audits.....	16
-----------	-------------	----

SECTION 9	Audit Requirements.....	16
-----------	-------------------------	----

SECTION 10	Licenses.....	
10.1	Licensing Requirements.....	17

10.2	Burden of Applicant.....	17
10.3	Applicant Claim of Privilege.....	17
10.4	Release of Information.....	17
10.5	Types of Licenses.....	17
10.6	License Renewal.....	19
10.7	Temporary Licenses.....	19
10.8	Gaming Applications by Tribal Members, Indians.....	19
10.9	License Investigations.....	19
10.10	Full Disclosure.....	19
10.11	Applicant Pre-Qualification Guidelines.....	20
10.12	License Fees.....	20
10.13	Standards of Conduct.....	21
10.14	Appeals.....	21
10.15	Background Investigations.....	21
10.16	Investigation Confidentiality.....	22
10.17	Eligibility Determination.....	23
10.18	Forwarding Licensing Applications; NIGC and WSGC.....	23
10.19	Granting a Gaming License.....	24
10.20	License Suspension.....	24
SECTION 11	Due Process; Notice; Hearings; Examiner.....	25
11.1	No Hearing; Voluntary Resolution.....	25
11.2	Notice of Hearing.....	25
11.3	Hearing.....	25
11.4	Examiner.....	25
11.5	Decision.....	26
SECTION 12	Application Forms.....	26
12.1	Applicant Advisory Notices.....	26
12.2	Acknowledgement of Rights.....	26
SECTION 13	Class III Gaming: Tribal-State Compact.....	27
SECTION 14	Interests in Management Contracts by Tribal Officials.....	27
SECTION 15	Service of Process.....	27
SECTION 16	Tribal Gaming Corporation.....	27
SECTION 17	Repeal of Prior Gaming Ordinances: Effective Date.....	27
SECTION 18	Severability.....	28
SECTION 19	Amendments.....	28
SECTION 20	Sovereign Immunity Preserved.....	28

STILLAGUAMISH TRIBE OF INDIANS

STILLAGUAMISH GAMING ACT OF 2008

The Stillaguamish Tribe of Indians, a federally recognized Indian Tribe ("Tribe"), hereby enacts the following ordinance to govern Gaming Activities on Stillaguamish Tribal Lands. This ordinance shall be known as the Stillaguamish Gaming Act ("Gaming Act"), and replaces in its entirety the Stillaguamish Gaming Act of 2000, as amended. This Gaming Act and any regulations promulgated hereunder shall constitute the entire gaming regulations for the Tribe.

Section 1. Findings and Policy.

This Gaming Act is adopted by the Stillaguamish Board of Directors, pursuant to its authority under the Tribe's Constitution and By-Laws, for the purpose of establishing the terms for Gaming on Stillaguamish Tribal Lands for tribal governmental and charitable purposes, and to develop and operate such Gaming consistent with the findings herein and in conformity with the Indian Gaming Regulatory Act (25 U.S.C. §§ 2701 et seq. ("IGRA")) and regulations promulgated hereunder, as well as other applicable laws.

The Tribe finds that:

1.1 Gaming on its Tribal Lands is a valuable means of generating revenues that are needed for economic development, to promote Tribal self-sufficiency, economic development, employment, job training, and a strong tribal government, and to fund essential social programs and services;

1.2 The Tribe desires to conduct certain forms of Gaming to provide needed revenues to the Tribe, and to regulate and control such Gaming in a manner that will protect the environment, the Tribe's reservation, the health, security and general welfare of the Tribe, the players, and the community; and

1.3 The Tribe desires to own all Gaming on Tribal Lands, and to manage and regulate such Gaming in a manner that will adequately address such special interests and needs of the Tribe.

Section 2. Definitions.

In this Gaming Act, except where otherwise specifically provided or where the context otherwise requires, the following terms shall have the following meanings:

2.1 "Applicant" means an individual or entity that applies for a tribal license or certification under this Gaming Act or any regulations promulgated hereunder.

2.2 "Board of Directors" shall mean the governing body of the Tribe pursuant to Article IV of the Tribe's Constitution.

2.3 "Business Day" shall mean each day other than Saturday and Sunday or other day on which commercial banks in the State are not open for business.

2.4 "Calendar Days" shall mean a day that consists of a 24-hour period and runs consecutively with the calendar to include Saturdays and Sundays.

2.5 "Class I Gaming" means social games solely for prizes of minimal value or traditional forms of Indian Gaming engaged in by individuals as a part of, or in connection with, tribal ceremonies or celebrations.

2.6 "Class II Gaming" means all forms of gaming as defined in 25 U.S.C. § 2703(7) and by the regulations and formal ruling of the NIGC.

2.7 "Class III Gaming" means all forms of gaming as defined in 25 U.S.C. § 2703(8) and by regulations and formal rulings of the NIGC and that are authorized under the Compact as Class III games.

2.8 "Closely Associated Independent Contractor" shall mean any contractor that shares common ownership, officers or directors with any Management Contractor.

2.9 "Commission Regulations" shall mean the duly enacted rules and regulations of the Commission that set forth the processes and procedures in connection with, but not limited to, the regulatory responsibilities of the Commission pursuant to Section 4.11 of this Gaming Act.

2.10 "Commissioner" means a Stillaguamish Tribal Gaming Commissioner.

2.11 "Compact" means the Tribal-State Compact for Class III Gaming between the Tribe and the State of Washington, including all appendices thereto, for which approval on behalf of the Secretary of the Interior was published in the Federal Register on March 21, 2001, as the same may be amended or supplemented from time to time in accordance with the terms of the Compact and IGRA.

2.12 "Directly Related To" means a spouse, child, parent, grandparent, grandchild, aunt, uncle or first cousin.

2.13 "Director" or "TGA Director" means the Director of the Tribal Gaming Agency who shall have the day-to-day responsibilities for the oversight and administration of the Tribal Gaming Agency and shall be responsible for carrying out such other duties, responsibilities and matters related to the Gaming Commission and the Tribal Gaming Agency as are prescribed by the Gaming Commission in accordance with this Gaming Act.

2.14 "Gaming" shall mean an activity in which a person stakes or risks something of value on the outcome of a contest of chance or a future contingent event, not under his or her control or influence, upon an agreement or understanding that the Person, or someone else, will receive something of value in the event of a certain outcome, but shall not include bona fide business transactions.

2.15 "Gaming Activities" shall mean any Class II or Class III Gaming activity conducted by or under the jurisdiction of the Tribe and permitted by the Indian Gaming Regulatory Act and the Compact.

2.16 "Gaming Commission" or "Commission" shall mean the Stillaguamish Tribal Gaming Commission as established herein under tribal law and designated responsibility for carrying out the Tribe's regulatory responsibilities under the IGRA, this Gaming Act, and the Compact.

2.17 "Gaming Device" shall mean any device or mechanism the operation of which a right to money, credits, deposits or other things of value may be created, in return for a consideration, as a result of the operation of an element of chance and any device or mechanism which, when operated for a consideration, does not return the same value or thing of value for the same consideration upon each operation thereof.

2.18 "Gaming Employee" shall mean any individual employed in the operation or management of Gaming in connection with the Tribe's Gaming operations or Gaming Facility, whether employed by or contracted to the Tribe or by or to any person or enterprise providing Gaming operation and management services to the Tribe, including but not limited to, gaming operation managers and assistant managers, accounting personnel, and security personnel, cashiers, dealers or croupiers, box men, floor men, pit bosses, shift bosses, cage personnel, collection personnel, gaming consultants, pari-mutuel clerks, management companies and their principals, and any person whose employment duties require or authorize access to areas of the Gaming Facility related to Gaming which are not otherwise open to the public, or to areas designed by the Tribal and State Gaming Agencies.

2.19 "Gaming Enterprise" shall mean any Gaming business, event, enterprise or activity conducted by or under the jurisdiction of the Tribe.

2.20 "Gaming Facility" shall mean the building(s) in which Gaming Activities are conducted as authorized by the Indian Gaming Regulatory Act and the Compact.

2.21 "Gaming Services" means the providing of any goods or services to the Tribe, whether on or off site, directly (or indirectly) in connection with the operation of Class II and Class III Gaming in a Gaming Facility, including equipment, maintenance or security services for the Gaming Facility. Gaming Services shall not include professional legal and accounting services.

2.22 "Immediate Family" or "Related to" shall mean Persons who are the subject individual's spouse, parents, grandparent, grandchild, aunt, uncle, first cousin, siblings, and children (either adopted or biological).

2.23 "Indian Gaming Regulatory Act" or "IGRA" shall mean Public Law 100-497, 102 Stat. 2426, 25 U.S.C. 2710, *et seq.* (1988), as amended from time to time.

2.24 "Key Employee" shall mean a Person who performs one or more of the following functions: bingo caller, counting room supervisor, chief of security, custodian of gaming supplies or cash, floor manager, pit boss, dealer, croupier, approver of credit, or custodian of Gaming Devices including those Persons with access to cash and accounting records within such devices. If not otherwise included, any other Person whose total cash compensation is in excess of \$50,000 per year, and the four most highly compensated Persons in the Gaming Enterprise are included in the definition of Key Employees. At the discretion of the Gaming Commission, other positions or Persons with significant responsibilities with respect to the Gaming Enterprise may be included under and subject to the requirements for Key Employees.

2.25 "Management Contract" shall mean any contract for the management of a Class II or Class III Gaming Facility within the meaning of the IGRA and any contract entered between the Tribe and a Management Contractor, which authorizes a Management Contractor to manage any Gaming Enterprise or Gaming Facility, including any contract defined as a Management Contract under the IGRA by the NIGC.

2.26 "Management Contractor" shall mean any Person who has entered into a Management Contract, including any Person who is regarded as a Management Contractor within the meaning of the IGRA.

2.27 "National Indian Gaming Commission" or "NIGC" shall mean the commission established under the IGRA.

2.28 "Net Revenues" means gross revenues of the Gaming Activities less:

- (1) Amounts paid out as, or paid for, prizes and
- (2) Total gaming-related operating expenses, excluding management fees.

2.29 "Patron" means any Person who participates as a player in Gaming, or who is physically present on the premises.

2.30 "Person(s)" shall mean any natural person or entity, including but not limited to corporations, partnerships and trusts and/or any individual, partnership, joint venture, corporation, joint stock company, company, firm, association, trust, estate, club, business trust, municipal corporation, society, receiver, assignee, trustee in bankruptcy, political entity and any owner, director, officer or Gaming Employee of any such entity or any group of individuals acting as a unit, whether mutual, cooperative, fraternal, nonprofit, or otherwise, the government of the Tribe, any governmental entity of the Tribe or any of the above listed forms of business entities that are wholly owned or operated by the Tribe; provided, however, that the term does not include the Federal Government and any agency thereof.

2.31 "Primary Management Official" shall mean (a) the Person who has management responsibility for a Management Contract; (b) any Person who has authority to hire and fire employees or to set up working policy for the Gaming Enterprise or (c) any Chief Financial Officer or other Person who has financial management responsibility. At the discretion of the Gaming Commission, other positions or persons may be included under and subject to the requirements for Primary Management Officials.

2.32 "Principal" shall mean with respect to an entity: (a) each of its officers and directors; (b) each of its primary management employees, including any chief executive officer, chief financial officer, chief operating officer, or general manager; (c) each of its owners or partners, if an incorporated business; (d) each of its shareholders who own more than ten percent (10%) of the shares of the corporation, if a corporation; and (e) each Person other than a banking institution who has provided financing for the Gaming Enterprise constituting more than ten percent (10%) of the start-up capital or operating capital over a twelve month period, or a combination thereof. For the purposes of this definition, where there is any commonality of the characteristics identified in (a) through (b) above or (c) between any two or more entities, those entities shall be deemed a single entity.

2.33 "State" shall mean the State of Washington.

2.34 "State Gaming Agency" shall mean the Person, agency, board, or commission, or official which the State has duly authorized to fulfill the functions assigned to it under the Compact.

2.35 "Tribal Chairperson" shall mean the Person duly elected or selected under the Tribe's organic documents, customs, or traditions to serve as the primary spokesperson for the Tribe.

2.36 "Tribal Enterprise Board" shall mean the Board of Directors of the Stillaguamish Tribal Enterprise Corporation, a corporation wholly owned and chartered by the Tribe and responsible for various matters related to the development, construction, equipping, financing and operation of any Gaming Facility of the Tribe.

2.37 "Tribal Gaming Agency" or "TGA" shall mean, collectively, the employees of the Gaming Commission that are under the direction of the Gaming Commission and are assigned to carry out the daily Gaming regulatory functions of the Tribe.

2.38 "Tribal Gaming Agent" shall mean a duly authorized officer or employee of the Gaming Commission. No employee of the Gaming Enterprise, member of the Board of Directors of the Tribe, or member of the Tribal Enterprise Board may be a Tribal Gaming Agent.

2.39 "Tribal Lands" shall mean those lands on which the Tribe is authorized under the IGRA to conduct Gaming.

2.40 "Tribal Member" shall mean any duly enrolled member of the Tribe.

Section 3. Ownership of Gaming.

The Tribe shall have the sole proprietary interest in and responsibility for the conduct of any Gaming operation authorized by this Gaming Act, except to the extent the Tribe may contract with and license a Person or entity to operate or manage the Gaming Enterprise pursuant to the provisions of the IGRA or as otherwise permitted by law.

Section 4. Gaming Commission.

4.1 Establishment of Gaming Commission and Appointment of Director.

(a) There is hereby established by the Tribe a Gaming Commission, acting under the authority of the Tribe yet functioning independently of the Tribe, to be known as the Stillaguamish Gaming Commission. The Gaming Commission shall be governed by the Gaming Commissioners, who shall be three (3) Members of the Tribe, all of whom shall be appointed by the Board of Directors. The Gaming Commissioners must meet the qualifications established under this Gaming Act, the IGRA and the Compact. No employee of the Gaming Enterprise, member of the Board of Directors or member of the Tribal Enterprise Board may concurrently be a member of the Gaming Commission.

(b) The Gaming Commissioners shall appoint a Director of the Tribal Gaming Agency who shall have the day-to-day responsibilities for the oversight and administration of the Tribal Gaming Agency. The Gaming Commissioners may authorize and delegate to the Director such duties, responsibilities and matters related to the Gaming Commission and the Tribal Gaming Agency as the Commission shall deem necessary and appropriate consistent with the powers and duties set forth herein, and as provided for in any Commission Regulations promulgated pursuant to this Gaming Act; provided that in connection with the oversight and administration of the Tribal Gaming Agency, the TGA Director shall hire and employ Tribal Gaming Agents in accordance with Section 4.14 of this Act and the Commission's established personnel policies and shall consult directly with the Commission's Human Resources Administrator with respect to all personnel matters that may arise concerning Tribal Gaming Agents to ensure compliance with such personnel policies. The TGA Director shall be hired and employed by the Gaming Commissioners in accordance with the Commission's established personnel policies and must meet the qualifications established under Section 4.14.3 of this Act for Tribal Gaming Agents, together with any other qualifications established by the Gaming Commissioners or under IGRA or the Compact.

4.2 Appointment of Gaming Commission. The Board of Directors shall appoint Commissioners for three (3) year terms as defined in Section 4.4 below. The Board of Directors shall make such appointments in

5

advance of the expiration of any term of a Commissioner and as such vacancies arise on the Commission during the course of any term.

4.2.1 Sixty (60) days prior to the expiration of a term of any Commissioner and in the event of a vacancy on the Commission, the Board of Directors shall publish a written announcement of the opportunity to serve on the Commission at the primary offices of the Tribe. The written announcement shall include a description of the qualifications that individual candidates must possess to serve on the Commission, the application requirements that a Tribal Member seeking a position as a Commissioner must satisfy, and the deadline for submitting the application. Tribal Members seeking a position as a Commissioner must submit a written application to the Board of Directors. The Board of Directors shall schedule a meeting for the purpose of selecting the Person(s) to serve on the Commission and shall publish notice of such meeting at least ten (10) Business Days prior to such meeting.

4.2.2 Applicants for the Commission may appear before the Board of Directors meeting scheduled for the purpose of selecting the Person(s) to serve on the Commission. Applicants that appear at such meeting shall each be given the opportunity to state their qualifications for the position for which they applied. Following any presentations by the Applicants, the Board of Directors shall convene in an executive session to select the Tribal Member to serve on the Commission. The Board of Directors selection shall be by majority vote. An Applicant appointed by the Board of Directors to fill a vacant position on the Commission arising mid-term shall serve the remainder of that term and shall be eligible for reappointment by the Board upon the expiration of that term.

4.2.3 At the request of the Commissioner and at the sole discretion of the Board of Directors and by a majority vote, the Board of Directors may reappoint an existing Gaming Commissioner to continue their duties into a subsequent term of appointment as Commissioner.

4.3 Disqualification for Office. The following Persons may not serve as Commissioners:

4.3.1 Persons currently employed as Primary Management Officials, Key Employees, Gaming Employees; Persons Related to current Primary Management Officials, Key Employees, Gaming Employees; or Persons otherwise currently connected with the management, supervision or conduct of any Gaming Activity on Tribal Lands;

4.3.2 Persons Related to any Gaming or Management Contractor (including any Principal thereof or any Closely Associated Independent Contractor);

4.3.3 Persons who would not be eligible to be Officers of the Tribe pursuant to the Tribe's Constitution;

4.3.4 Unless specifically provided herein, members of the Board of Directors or of the Enterprise Board are not eligible to serve on the Gaming Commission during their term on such Boards;

4.3.5 Persons who have pled guilty or have been convicted of a felony, criminal drug offense, gaming offense, or any other criminal conduct which would preclude the Person from receiving a Class A license under this Act.

4.4 Terms of Office. The Commissioners shall serve for three (3) year staggered terms calculated on a Calendar Year (January 1 through December 31) basis. Commissioners may serve for more than one (1) three (3) year term.

4.5 Removal from Office. Commissioners may only be removed from office before the expiration of their terms by the Board of Directors for neglect of duty, malfeasance or other good cause shown. The procedure for removing a Commissioner shall be the same as for removing an Officer of the Tribe and shall be afforded due process as per the Tribal Constitution, Article VI, Section 1 (b).

4.6 Quorum. Two (2) members of the Gaming Commission shall constitute a Quorum.

4.7 Officers and Duties. The Gaming Commission shall select, by majority vote, a Chairman, Vice-Chairman and Secretary. The Chairman shall preside over meetings of the Gaming Commission and the Vice-Chairman shall preside in absence of the Chairman. The Secretary shall record in writing the minutes of all Gaming Commission meetings and all official actions taken by the Gaming Commission. Positions in office will be voted on by the Commissioners during the first regularly scheduled meeting in January during Executive Session.


4.8 Voting. All actions of the Gaming Commission shall be taken by majority vote. The Commission Chairperson may vote on any issue.

4.9 Meetings. Meetings shall be held twice a month, on the second (2nd) Monday and fourth (4th) Monday of each month at 6:00 p.m. at the Tribe's primary meeting facility ("Scheduled Meetings"). Any Tribal Member may attend Scheduled Meetings. Scheduled Meetings times and/or locations may be changed at any time by the Gaming Commission, with notice of such change posted prominently at least (5) Business Days in advance at the office of the Gaming Commission and at the Tribe's primary meeting facility. Additional meetings shall be held as called by the Chairman or by at least two (2) other Commissioners. Notice of meetings shall be given in writing to each Commissioner, served by electronic mail, first class mail or personal delivery at least three (3) Business Days prior to such meeting; however, meetings may be called at any time, by any means, with unanimous consent of the Commissioners.

4.9.1 Meetings on Commission Regulations. All Commission discussions, deliberations and votes taken regarding Commission Regulations shall be conducted at regularly Scheduled Meetings and shall be open to any Tribal Member and any Gaming Employee. All final action shall be taken on Commission Regulations at regularly Scheduled Meetings.

4.9.2 Meetings on License Applications and Investigations. All Commission discussions, deliberations, and votes taken regarding specific license applications and related background investigations, or any other investigations, and any other matter the Commission deems must be kept confidential in order to preserve the integrity of the Gaming Enterprise or the Tribe or to protect the privacy of the Applicant, shall be held in Executive Session.

4.10 Compensation for Serving: Fringe Benefits: Reimbursement of Expenses. Commissioners may be compensated for serving on the Commission at rates to be set by the Board of Directors through the annual budget process provided for in Section 4.15. The base level of compensation shall be identical for all Commissioners. Step increases in compensation may be allowed based on the length of service and at the discretion of the Board of Directors pursuant to the Annual Budget of the Commission. Commissioners may be entitled, at the discretion of the Board of Directors, to receive benefits that are available to other employees of the Tribe. Commissioners shall be reimbursed for reasonable expenses incurred directly in connection with the performance of their Gaming Commission duties.



4.11 Regulatory Responsibilities; Establishment of Commission Regulations

The Gaming Commission and the Tribal Gaming Agency are regulatory entities of the Tribe and shall have the duty, and primary responsibility to carry out the Tribe's regulatory responsibilities for the on-site regulation and safeguarding of the Gaming Activities conducted at the Gaming Facility as authorized by the IGRA, this Gaming Act and the Compact. The role of TGA is Gaming regulation and the TGA shall not have the authority to engage in operational management or personnel matters. The Gaming Commission and Tribal Gaming Agency in the course of their regulatory duties shall not be involved in the management decisions of the Gaming Enterprise, unless such management decisions would violate rules and regulations established by the IGRA, this Gaming Act, Commission Regulations or the Compact. To carry out such responsibilities in an orderly manner that functions cohesively with management and operation of the Gaming Enterprise, promotes due process and fairness, ensures the sound operation of the Gaming Enterprise, and protects the integrity of the Gaming Activities and the reputation of the Tribe and the Gaming Enterprise for honesty and fairness, the Gaming Commission shall promulgate Commission Regulations that set forth the processes and procedures to be followed by the Commission and Tribal Gaming Agency in connection with, but not limited to, the following regulatory duties, responsibilities and actions:

4.11.1 A regulatory system for oversight of Gaming Activities, including establishing accounting and contracting guidelines and establishing guidelines and procedures to obtain, access and inspect records and data of the Gaming Facility and Patrons.

4.11.2 The conduct of inspections, investigations, hearings, enforcement actions and other powers of the Commission authorized by this Gaming Act, the Compact and the IGRA.

4.11.3 The findings of any hearings, enforcement actions, reports or other information required by or necessary to implement this Gaming Act, the Compact or the IGRA.

4.11.4 Interpretation and application of this Gaming Act, the Compact and the IGRA, as may be necessary to enforce the Commission's duties and exercise its powers.

4.11.5 Delegation of specific authority and responsibilities to be carried out by the TGA Director and the Tribal Gaming Agency with respect to the Gaming Enterprise and this Gaming Act.

4.11.6 The Commission shall establish such Commission Regulations in writing. The Commission shall post proposed Commission Regulations at the Tribe's primary meeting facility and at the offices of the Commission. The Commission shall provide a thirty (30) day period in which it will accept comments on the proposed Commission Regulations from Tribal Members, Primary Management Officials, Key Employees and Gaming Employees of the Gaming Facility, prior to adopting the Commission Regulations at a Scheduled Meeting of the Commission. The Commission shall allow comment at the Scheduled Meeting during which it considers the adoption of any proposed Commission Regulation.

4.11.7 Upon adoption by the Commission of any Commission Regulations, such Commission Regulation shall be filed with the office of the Secretary of the Board of Directors and shall be accessible to all Tribal Members, Primary Management Officials, Key Employees and Gaming Employees of the Gaming Facility. Commission Regulations will become effective upon approval thereof by the Board of Directors pursuant to a Tribal resolution or ordinance.



4.12 Powers and Duties.

The Gaming Commission shall have the power, duty, and primary responsibility to carry out the Tribe's regulatory responsibilities under applicable federal or Tribal law and the Compact; to enforce those requirements; and to protect the integrity of the Gaming Activities and the reputation of the Tribe and the Gaming Enterprise for honesty, fairness, and confidence of Patrons, which such powers and duties include the following:

4.12.1 Inspect, examine and monitor Gaming Activities and Gaming Facilities, including the authority to obtain access to and inspect, examine, photocopy and audit all papers, books and records respecting such.

4.12.2 Investigate any suspicion of wrongdoing or violations in connection with any Gaming Activities, and require correction of violations as the Gaming Commission deems necessary, including issuing Notices of Violation, establishing and imposing fines or other sanctions against Licensees or other Persons who interfere with or violate the Tribe's Gaming regulatory requirements under the Commissions Regulations, applicable federal law, Tribal law or the Compact.

4.12.3 Conduct, or cause to be conducted, such investigations in connection with any Gaming Activity as may be necessary to determine compliance with law, including this Gaming Act, or with any contracts, agreements, goods, services, events, incidents, or other matters related to the Gaming Activities.

4.12.4 Conduct, or cause to be conducted, background investigations regarding any Person in any way connected with any Gaming Activities and issue licenses to, at minimum, all Key Employees and Primary Management Officials according to requirements at least as stringent as those in 25 C.F.R. Parts 556 and 558 and the Compact, as well as any Persons, employees, investors, contractors, or others required to be licensed under standards established by the Gaming Act, Commission Regulations, the IGRA, or the Compact.

4.12.5 Hold such Hearings, sit and act at such times and places, summon Persons on Tribal Lands to attend and testify at such hearings, take such testimony, and receive such evidence as the Gaming Commission deems relevant in fulfilling its duties. Consistent with "Due Process" Section 11 herein, all Hearings shall be conducted and testimony and evidence shall be received in a manner that promotes due process and fairness for all parties involved and that preserves the reputation of the Tribe and the Gaming Commission for fairness and due process of law. Decisions rendered by the Commission are considered final and not subject to further appeal.

4.12.6 Administer oaths or affirmations to witnesses appearing before the Gaming Commission.

4.12.7 Implement and administer a system for investigating, licensing, monitoring, reviewing, and license renewal for the Gaming Facility, the Gaming Employees, and all Persons, vendors, suppliers, investors, and others connected with Gaming Activities, as described below, including the issuance of licenses to Gaming Facilities, individuals and entities as required under this Gaming Act, Commission Regulations, the IGRA, or the Compact;

4.12.8 Hear disputes against the Gaming Enterprise, in accordance with the procedures established in this Gaming Act, Commission Regulations or the Compact.

4.12.9 Hire and provide oversight and direction to the TGA Director and secure support services to the Agency as deemed necessary, subject to the Commission's established personnel policies and a Budget approved by the Board of Directors pursuant to Section 4.15 hereof.

4.12.10 To arrange for training of Commissioners and the Tribal Gaming Agency Staff in areas related to the regulation or operation of Gaming.

4.12.11 To the extent required, comply with any reporting requirements established under this Gaming Act, the Compact, or other applicable law, including the IGRA and regulations promulgated thereunder.

4.12.12 Establish and impose license fees, sanctions, fines, and conditions, and renew licenses; deny suspend or revoke licenses; and issue Temporary or Conditional licenses as appropriate under the provisions of this Gaming Act, the IGRA, or the Compact.

4.12.13 Investigate and report violations and compliance failures as required under this Gaming Act, the IGRA, or the Compact.

4.12.14 Investigate and assure compliance with any requirements for Tribal ownership, management, and control of the Gaming Facility and Gaming operations as set forth in applicable Tribal or federal law or the Compact.

4.12.15 Investigate and assure compliance with age restrictions for Patrons including provisions prohibiting minors in the Gaming Facility and age limits on service of alcoholic beverages as provided under applicable law.

4.12.16 Issue identification cards or badges to those Persons required to be licensed and require such cards or badges to be worn at all times while in the Gaming Facility.

4.12.17 Review and monitor Gaming Facilities on Tribal Lands, issue certifications, and assure Gaming Facility compliance with any inspection and licensing requirements under federal or Tribal law and the Compact.

4.12.18 Carry out any requirements under Tribal or federal law or the Compact for the protection of the health and safety of Gaming Facility Patrons, guests, Gaming Employees and Gaming Vendors, including requirements that Gaming Facilities meet building and safety codes duly adopted by the Tribe.

4.12.19 Prepare and submit for the Board of Directors approval, proposals including a Budget and monetary proposals, which would enable the Gaming Commission and TGA to better carry forth the policies and intent of this Gaming Act.

4.12.20 Carry out such other duties with respect to Gaming Activities on Tribal Lands as this Gaming Act, Commission Regulations, the IGRA, or the Compact shall direct.

4.13 Annual Reports. On or before February 15 of each year, the Gaming Commission and the TGA Director shall provide to the Board of Directors an Annual Report summarizing its activities during the prior twelve (12) month period ending on December 31, and accounting for revenues, receipts and disbursements. The Board of Directors shall cause copies of the Annual Report to be made available to the Tribal Membership within thirty (30) days after receipt.

4.14 Tribal Gaming Agents.

4.14.1 The TGA Director shall at the direction of the Gaming Commission employ Tribal Gaming Agents who shall report to and be under the supervision of the TGA Director. All Tribal Gaming Agents shall be hired and employed in accordance with the Tribe's established personnel policies.

4.14.2 Tribal Gaming Agents shall have the authority to exercise, on behalf of the Commission, the duties of the Commission as set forth in this Gaming Act and duly enacted Commission Regulations. The Tribal Gaming Agents shall have unrestricted access to the Gaming Facility during all hours for the purpose of making inspections and examining the accounts, books, papers and documents of the Gaming Facility in accordance with this Gaming Act and Commission Regulations. All Gaming Employees of the Gaming Enterprise shall facilitate such inspection or examinations by giving every reasonable aid to the Commission and to any properly authorized Tribal Gaming Agents.

4.14.3 Tribal Gaming agents:

- (i) Must be at least 21 years of age;
- (ii) Must have a high school diploma or GED;
- (iii) Must qualify for and obtain a valid Class A license in accordance with the provisions of this Gaming Act; and
- (iv) Must not be an employee of the Gaming Enterprise, a member of the Board of Directors or a member of the Tribal Enterprise Board.

4.15 Annual Budget. On or before October 1st of each year, the Gaming Commission and TGA Director shall submit to the Board of Directors, for its approval, an annual budget for the Gaming Commission to enable the Commission to carry out the policies and intent of this Gaming Act.

Section 5. Permitted Gaming Activities.

5.1 Unauthorized Gaming Prohibited. All Gaming Activities on Tribal Lands (whether Class I, II or III) are prohibited except as expressly authorized under this Gaming Act.

5.2 Class I Gaming. Class I Gaming will not fall under the purview of the Gaming Commission.

5.3 Class II and III Gaming. Class II and Class III gaming on Tribal Lands is hereby authorized, provided the Tribe has the sole proprietary interest in and responsibility for the conduct of any Gaming Enterprise, or to the extent the Tribe may contract with and license a Person or entity to own, operate or manage the Gaming Enterprise pursuant to the provisions of the IGRA or as otherwise permitted by law. Nothing herein shall prohibit the Tribe from engaging any person or entity to assist the Tribe in the management of a Gaming Activity pursuant to a Management Contract entered into under the provisions of the IGRA. Class III Gaming shall be conducted in accordance with the Compact or any alternative thereto as provided by the IGRA.

Section 6. Gaming Revenues.

11

6.1 Tribal Property. Except as provided for under the terms of an agreement pursuant to the provisions of the IGRA or as otherwise permitted by law, all revenues generated from any Class II or Class III Gaming Activity shall be the property of the Tribe. Any profits or Net Revenues from Gaming Activities shall be deposited into the Tribe's general treasury after payment of all operating costs of the Gaming Enterprise and debt service payable on any obligations secured by or payable from the revenues of the Gaming Enterprise, including principal, interest and applicable fees, the satisfaction of all applicable financial covenants and ratios and payment of all approved expenses including those of the Tribal Enterprise Board and the Tribal Gaming Commission. Once becoming part of the Tribe's general treasury such funds shall lose any identity as Gaming revenues except to the extent necessary to identify them as such in order to comply with applicable law or the terms of any financing documents pursuant to which the Tribe has pledged its Gaming revenues. No Tribal Member shall be deemed to have any interest in such profits or Net Revenues, provided that the Tribe may adopt rules for distributing Gaming proceeds to Tribal Members on a per capita basis provided such plan meets the requirements of the IGRA, 25 U.S.C. § 2710 (b)(3). Payments from the general treasury funds of the Tribe to Tribal Members under other Tribal programs, including those related to health, welfare, education, elderly care, and housing, shall not be deemed to be per capita payments.

6.2 Use of Net Revenues. Net Revenues from Gaming Activities shall not be used for purposes other than:

6.2.1 To fund Tribal government operations or programs;

6.2.2 To provide for the general welfare of the Tribe and its Members;

6.2.3 To promote economic development for the Tribe;

6.2.4 To donate to charitable organizations; or

6.2.5 To help fund operations of local government agencies.

Section 7. Operation of Gaming Establishments.

7.1 Gaming Permitted as Licensed. Except to the extent authorized by an agreement pursuant to the provisions of the IGRA or as otherwise permitted by law, Gaming Activities shall only be conducted in Tribally owned, operated and licensed facilities pursuant to the provisions of this Gaming Act. Such activities shall be conducted in accordance with the terms and conditions of any license issued by the Gaming Commission for such purpose as to license each facility before any Gaming Activities may occur therein. Such license investigation shall include the hours of operation, type and scope of Gaming Activities allowed therein, permitted uses of the facility for other activities, rules of conduct for employees and Patrons, regulation of alcoholic beverages, food handling and entertainment, and such other matters as the Gaming Commission may deem necessary to the conduct of Gaming Activities therein.

7.2 Protection of Environment and Public. Construction or maintenance of any Gaming Facility, and the operation of Gaming therein, shall be conducted in a manner which adequately protects the environment and the public health and safety.

7.3 Patron Dispute Resolution. Patrons who have complaints against the Gaming Enterprise shall have as their sole remedy the right to file a petition for relief with the Gaming Commission. For such purposes, disputes with any Management Contractor or its employees shall be made to the Gaming Commission, and such shall be the exclusive remedy for Patron complaints. Complaints shall be submitted in writing and, at the

discretion of the Gaming Commission, the petitioner may be allowed to present evidence. The Gaming Commission will render a decision in a timely fashion and all such decisions will be final when issued. Any Patron having a claim against the Gaming Establishment or a Management Contractor or its employees must submit such claim to the Gaming Commission on within thirty (30) days of its occurrence. All claims by Patrons shall be limited to a maximum recovery of \$10,000 per occurrence, and a cumulative limit of \$20,000 per Patron in any twelve (12) month period.

Section 8. Audits.

Annual Audits. Annual outside auditing by a recognized independent accounting firm shall be conducted with respect to all Gaming Activities and the results thereof reported to the Board of Directors and to the extent required by law, the State Gaming Agency, the Bureau of Indian Affairs, and the NIGC or such other governmental agency as may be required by law or the Compact.

Section 9. Audit Requirements.

All contracts for supplies, services, or concessions for a contract amount in excess of \$25,000 annually (except contracts for professional legal or accounting services) relating to Class II or Class III Gaming on Tribal Lands shall be subject to independent audits, and such contracts shall so specify.

Section 10. Licenses.

10.1 Licensing Requirements. It is the declared policy of the Tribe that all Gaming Activities be licensed and controlled so as to protect the morals, good order and welfare of Tribal Members and other Persons on Tribal Lands and to preserve the honesty, fairness and integrity of such Gaming Activities. Accordingly, no person shall engage in any Class II or Class III Gaming Activities on Tribal Lands without an appropriate and valid independent Class II or Class III license required pursuant to the standards set forth in this Gaming Act, Commission Regulations, the IGRA, and those established under the Compact, and which licenses are issued by the Gaming Commission. This licensing requirement does not apply to Patrons. Any Gaming license, or finding of suitability or approval, which is issued by the Gaming Commission, shall be deemed a privilege subject to suspension or revocation. No license shall be issued that would place the Tribe in violation of an applicable law or the Compact.

10.2 Burden on Applicant. The burden of proving an Applicant's qualification to receive any license hereunder is at all times upon the Applicant. Applicants must accept any risk of adverse public notice, embarrassment or other action which may result from the application process and expressly waive any claim for damages as a result thereof.

10.3 Applicant Claim of Privilege. An Applicant may claim any privilege afforded by law in connection with a Gaming license application or investigation, but a claim of privilege with respect to any testimony or evidence pertaining thereto may constitute sufficient grounds for denial, suspension or revocation.

10.4 Release of Information. All Persons applying for a license shall agree to release all information necessary in order for the Gaming Commission to achieve its goals under this Gaming Act, and to furnish such information to the Bureau of Indian Affairs, the NIGC, or such other governmental agency as may be required by law or the Compact.

10.5 Types of Licenses. Two classes of licenses (Class A and Class B) shall be issued to persons associated with Gaming Activities, and a facility license shall be issued to any Gaming Facility on Tribal Lands.

All licenses must be issued in compliance with the requirements of this Gaming Act, Commission Regulations, the IGRA and the Compact.

10.5.1 Class A Licenses. The following Persons must obtain a Class A license from the Gaming Commission: (i) an investor or other Person owning or controlling 10% or more of any interest in any Management Contractor; (ii) a Primary Management Official, Key Employee, Closely Associated Independent Contractor, or other Person with influence over the management or operation of the Gaming Enterprise; (iii) a Class II or III Gaming Employee; and (iv) to the extent required by Section 10.5.4 of this Gaming Act, a supplier, manufacturer or distributor of Gaming Services. The Gaming Commission, at its sole discretion, is authorized to require Persons employed in any gaming-related position to hold a valid Class A license. The Gaming Commission shall conduct or cause to be conducted a background investigation to determine if such person has:

10.5.1.1 Any criminal record or any reputation, prior activities, habits or associations which might pose a threat to the public interest or to the effective regulation of Gaming;

10.5.1.2 Any grounds for denial of State certification as identified in Section V.C. of the Compact; or

10.5.1.3 Anything else in their background which might create or enhance the dangers of unsuitable, unfair, or illegal practices and methods and activities in the conduct of Gaming.

Notwithstanding the foregoing, the Gaming Commission may immediately issue a Class A license if the prospective employee or entity has a current Class III gaming license or Class III certification issued by the State Gaming Agency and the State Gaming Agency certifies that the prospective employee or entity is in good standing and the employee or entity consents to disclosure of his, her or its records to the Gaming Commission.

10.5.2 Class B Licenses. Persons who are not among those identified in subsection 10.5.1 above, but are employed at a Gaming Facility on Tribal Lands in other Gaming-related positions or in non-Gaming Activities, shall be required to obtain a Class B license from the Gaming Commission. Such Persons must establish that they have not been convicted of a crime or engaged in any activity which the Gaming Commission, in its sole discretion, finds would render such Person a danger to the safety or integrity of the Gaming Activities or the safety or property of the Tribe, any Tribal Member, Gaming employee, Patron or the public.

10.5.3 Facility Licenses. The Tribal Gaming Commission shall issue a separate license to each Gaming Facility on Tribal Lands where Class II and/or Class III Gaming is conducted in accordance this Gaming Act. Such facility license shall be subject to annual renewal. The Gaming Commission shall specify the form and content of such facility license and establish the conditions for its issuance and renewal. The chief management official of the Gaming Enterprise shall submit to the Gaming Commission the legal description of the lands whereon the Gaming Facility is located and a certification that said premises constitute "Indian Lands" as specified in the IGRA and shall identify the environmental, health, and public safety standards with which the Gaming Facility must comply and a certification that the Gaming Facility is in compliance therewith. Each subsequent application for the renewal of such facility license shall identify any changes or additions to said legal description and applicable environmental, health and safety standards and include current certifications of compliance therewith. The Gaming Commission shall only issue such licenses if the applications therefore include the required information and certifications and such further conditions as the Gaming Commission shall have specified.

10.5.4 Vendor Licenses. Vendors, manufacturers, suppliers, and other entities providing Gaming Services to the Gaming Enterprise shall be required to obtain a Class A license from the Gaming Commission under the processes established by the Commission Regulations. Vendor licenses shall meet all requirements of Commission Regulations, applicable Tribal and federal laws and regulations, and the Compact.

10.5.4.1 Gaming Vendor License. Vendors of Gaming Services must meet all applicable federal, Tribal and State certification and/or licensing requirements. Each manufacturer and supplier of Gaming Services shall be licensed by the Gaming Commission and certified by the State Gaming Agency prior to the sale of any Gaming Services to the Tribe, consistent with any requirements of the Compact. A vendor or supplier of Gaming Services that provides or intends to provide less than \$25,000 worth of Gaming Services annually may request a waiver of this licensing requirement, which may be waived upon the mutual agreement of both the Gaming Commission and the State Gaming Agency. The vendor license must be renewed annually. The Tribe or the Gaming Enterprise shall not enter into, or continue to make payments pursuant to any contract or agreement that would require licensing if the Gaming Vendor has been denied a license or is deemed unsuitable or the license or suitability determination has expired without renewal.

10.5.4.2 Financiers. Any party who extends or intends to extend financing, directly or indirectly, to the Gaming Facility or Class III Gaming operations of the Tribe (a "Financier") shall be subject to the annual State certification and licensing requirements of the Gaming Commission as provided for in the Compact and this Gaming Act. These licensing and certification requirements do not apply to financing provided by a federally regulated commercial lending institution, the Tribe, or the federal government (an "Exempt Financier"). All Financiers must comply with the applicable requirements as outlined in Section IV.D. of the Compact.

10.5.4.3 Exemption for Professional Legal Services. Professional legal services shall not be subject to the certification and licensing requirements of this Gaming Act.

10.5.4.4 Non-Gaming Vendor License. Vendors that are not deemed to be Gaming vendors and who provide only non-Gaming goods and services to the Gaming Facility and that do not have the ability to impact the integrity of the Gaming Enterprise, including, but not limited to, vendors providing services such as media advertising, facility maintenance services, linen and laundry services or food and beverage suppliers, shall be required to complete a condensed licensing application as set forth in Commission Regulations.

10.5.4.5 State Lottery Retailers. All State Lottery Retailers shall be required to complete a condensed licensing application as set forth in Commission Regulations.

10.5.5 Conditional Licenses. A Conditional License is a license that is issued by the Gaming Commission that allows the Gaming Employee to be employed by the Gaming Enterprise and contains, expresses or is dependant upon defined criteria established by the Gaming Commission that must be met in order for the Gaming Employee to work or continue working for the Gaming Enterprise. Regularly scheduled reviews will be conducted by the Gaming Commission to monitor and make certain that the Gaming Employee is meeting the conditions as described and outlined for continuation of licensure. A Conditional License may be instituted at any time, provided, however, that issuance of a Conditional License must comply with any applicable requirements of the Compact and the IGRA. When the terms of the Conditional License are met, the licensee will be granted the appropriate regular Gaming Commission license.

10.6 License Renewal. All Class A and Class B licenses shall be subject to renewal at least every two years and more frequently if so required by the Gaming Commission, other applicable law, or the Compact. Such licenses may be revoked or suspended upon the occurrence of any act which, if known during the application process, would have disqualified such person for such a license.

10.7 Temporary Licenses. Pending completion of an investigation for a license, a Temporary License of no more than ninety (90) days duration may be issued by the Gaming Commission if, in its sole discretion, it deems it appropriate to do so. Such licenses shall permit the licensee to engage in such activities and pursuant to such terms and conditions as may be specified by the Gaming Commission. Such Temporary Licenses shall expire ninety (90) days from date of issuance, upon issuance of a regular license, or until an established expiration date, whichever occurs first.

10.8 Gaming Applications by Tribal Members. The Gaming Commission may, by mutual agreement with the State Gaming Agency, waive certain criteria for an enrolled Tribal Member, Immediate Family member or Directly Related family member and issue a Conditional Gaming License, if such Applicant does not pose a material risk of engaging in unlawful activity or activity detrimental to the operation of the Gaming Enterprise. The Conditional Gaming License issued may be a Temporary or Conditional license based upon specific conditions and a further detailed review of the Applicant. The Gaming Commission may require the Applicant/employee to pay additional fees to maintain a Temporary or Conditional Gaming License.

10.9 License Investigations. The Gaming Commission may employ all reasonable means, including engaging outside services and investigators and convening hearings, to acquire the information necessary to determine whether or not a license should be issued. Applicants shall also agree to release all information necessary in order for the Gaming Commission to achieve its goals under this section and to furnish such information to the Gaming Commission, the NIGC, or such other agency as may be required by law or the Compact.

10.10 Full Disclosure. Full disclosure on a prospective employee or vendor application is mandatory. Omissions from any application will be grounds for denial of a license issued by the Gaming Commission. The responsibility of full disclosure is that of the prospective employee or vendor. Should the prospective employee or vendor fail to disclose all mandatory pertinent information requested by the Gaming Commission, the prospective employee or vendor will be allowed five (5) Business Days to provide such information. In the event out-of-State document requests are necessary with respect to an application, the prospective employee or vendor will be given up to ten (10) Business Days to provide the requested information to the Gaming Commission. Should the prospective employee or vendor fail to submit the requested information within the timelines specified above the license application will be administratively closed.

10.11 Applicant Pre-Qualification Guidelines. The Gaming Commission shall deny a license under this Gaming Act to any prospective employee Applicant or prospective vendor Applicant that the Gaming Commission finds has ever committed any of the following crimes under the law of any jurisdiction, or is the subject of a civil judgment in any jurisdiction that is based upon facts which constitute the elements of the following crimes:

- a. Murder
- b. Assault
- c. Kidnapping
- d. Rape
- e. Sodomy
- f. Unlawful Sexual Penetration

- g. Sexual Abuse
- h. Any Crime Related to Child Pornography
- i. Forgery
- j. Possession of Forgery Devices
- k. Unlawful Factoring of a Credit Card Transaction
- l. Falsifying Business Records
- m. Sports Bribery or Receiving a Sports Bribe
- n. Making a False Financial Statement
- o. Obtaining or Executing a Document by Deception
- p. Theft by Extortion
- q. Gains by Extortion
- r. Arson
- s. Computer Crimes
- t. Robbery
- u. Bribery
- v. Bribing a Witness
- w. Perjury
- x. Any Theft Accomplished by Manipulation of Records, e.g. Embezzlement
- y. Promotion of Unlawful Gambling
- z. Tax Evasion
- aa. Concealment of a Crime
- bb. Conviction of any Crime if the Original Charge was Promotion of Unlawful Gambling and a Lesser Charge was Plea-bargained
- cc. Any Lawful Issues that May Involve Adverse Moral Turpitude

10.12 License Fees. Unless specifically waived in advance by the Gaming Commission, all Persons applying for a Class A or B license shall be required to pay all applicable license fees and costs when due, including a reasonable deposit for costs incurred in obtaining information in connection with the license application. Estimates of licensing costs shall be provided to Applicants within a reasonable period of time after a request is made. Unless otherwise provided for in advance, all fees and costs must be received by the Gaming Commission prior to issuance of the license.

10.13 Standards of Conduct. All Persons engaged by or associated with any Gaming Activity on Tribal Lands shall conduct themselves with honesty, integrity, and with such decorum and manners as may be necessary to reflect positively on the Tribe, its members and the Gaming Activities. Any failure to abide by such standards, or any violation or any rule, ordinance, custom or tradition of the Tribe, the reservation, or the Gaming Activities, or the terms or conditions of the license, may be grounds for immediate suspension or revocation of any license issued hereunder.

10.14 Appeals. All decisions of the Gaming Commission regarding the issuance of licenses shall be final and effective when issued; provided, within fifteen (15) Calendar Days of the receipt via certified mail of the written decision regarding denial, suspension or revocation of the license, the Applicant may file a Petition for Reconsideration with the Gaming Commission. Any Tribal Member's license that has been denied, suspended or revoked has thirty (30) Calendar Days from receipt via certified mail of the written decision to appeal the denial or revocation to the Gaming Commission. No license may be issued on appeal if such issuance would place the Tribe in violation of the Compact or other applicable law.

10.15 Background Investigations. The Gaming Commission shall request from each Primary Management Official, each Key Employee, and all other Class A license Applicants, all of the information set

forth in subsections 10.15.1 through 10.15.14 below, as well as any other information required on the Gaming License Application. The Gaming Commission reserves the right, at any time, to request additional information either prior to, during, or subsequent to the initial application or any background investigation.

10.15.1 Full name, other names used (oral or written), social security number(s), date of birth, place of birth, citizenship, gender, all languages (spoken or written);

10.15.2 Currently and for at least the previous five (5) years: business and employment positions held, ownership interests in those businesses, business and residence addresses and drivers license number(s);

10.15.3 Names and current addresses of at least three (3) personal references, including one (1) personal reference who was acquainted with the Applicant during each period of residence as listed under subsection 10.15.2 above;

10.15.4 Current business and residence telephone numbers;

10.15.5 Description of any existing and previous business relationship with the Gaming industry generally, including ownership interests in those businesses;

10.15.6 A description of any existing and previous business relationship with Indian tribes, including ownership interests in those businesses;

10.15.7 Name and address of any licensing or regulatory agency with which the Person has ever filed an application for a license or permit related to Gaming, whether or not such license or permit was granted;

10.15.8 For each felony for which there is an on-going prosecution or a conviction: the charge, the name and address of the court involved, and the date and disposition, if any, of the case;

10.15.9 For each misdemeanor conviction or on-going misdemeanor prosecution (excluding minor traffic violations) within five (5) years of the date of the application: the name and address of the court involved, and the date and disposition, if any, of the case;

10.15.10 For each criminal charge (excluding minor traffic charges), whether or not there is or was a conviction, if such criminal charge is within five (5) years of the date of the application and is not otherwise listed above pursuant to subsections 10.15.8 or 10.15.9 above: the criminal charge, the name and address of the court involved and the date and disposition, if any, of the case;

10.15.11 Name and address of any licensing or regulatory agency (federal, Tribal, State, local or foreign) with which the Person has filed an application for an occupational license or permit, whether or not such license or permit was granted;

10.15.12 Two (2) forms of current and valid government approved Identification to include one (1) photo ID, but not limited to, a State issued Drivers License, Passport, Social Security Administration ID Card, Tribal Membership ID card, Birth Certificate, Military ID Card, or Federally issued Immigration Worker ID Card;

10.15.13 Any other information the Tribe or Gaming Commission deems relevant;
and

10.15.14 Fingerprints consistent with procedures adopted by the Gaming Commission according to the IGRA, 25 C.F.R. § 522.2(h).

10.16 Investigation Confidentiality. The Gaming Commission shall conduct or cause to be conducted an investigation sufficient to make a determination of eligibility as required under this Gaming Act. In conducting the background investigation, the Gaming Commission and its agents shall promise to keep confidential the identity of each Person interviewed in the course of the investigation.

10.17 Eligibility Determination. The Gaming Commission shall review a Person's prior activities, financial information, criminal record, if any, and reputation, habits and associations to make a finding concerning the eligibility of a Key Employee or Primary Management Official for employment in the Gaming Enterprise. If the Gaming Commission determines that employment of the Person poses a threat to the public interest or to the effective regulation of Gaming, or creates or enhances dangers of unsuitable, unfair, or illegal practices and methods and activities in the conduct of Gaming, that Person shall not be employed by the Gaming Enterprise in a Key Employee or Primary Management Official position or in any other position for which a Class A or B License is required, unless otherwise specifically approved by the Gaming Commission. The Gaming Commission may, in its sole discretion, rely upon the certification of an Applicant by the State as the basis for a determination of eligibility for a license under this Gaming Act to the extent permitted by the Compact and IGRA.

10.18 Forwarding Licensing Applications and Reports to the NIGC.

10.18.1 Unless otherwise provided by the NIGC, on or before the date any Key Employee or Primary Management Official is employed by a Gaming Enterprise authorized under this Gaming Act, the Gaming Commission shall forward to the NIGC the Person's completed application for employment containing the information required above under section 10.15 of this Gaming Act.

10.18.2 Prior to issuing a license to a Primary Management Official or Key Employee, the Gaming Commission shall forward to the NIGC, together with a copy of the eligibility determination made under subsection 10.17 above, an investigative report on each background investigation. The investigative report on each background investigation shall be forwarded to the NIGC within sixty (60) days after the employee begins work or within sixty (60) days of the approval of this Gaming Act by the NIGC. The Gaming Enterprise shall not employ or continue to employ any Person as a Key Employee or Primary Management Official who does not have a license within ninety (90) days of beginning such work.

The investigative report shall include the following information:

- 10.18.2.1 Steps taken in conducting a background investigation;
- 10.18.2.2 Results obtained;
- 10.18.2.3 Conclusions reached; and
- 10.18.2.4 The bases for those conclusions.

10.18.3 The Gaming Commission shall provide to the NIGC, or other agency as required, any other reports and information required by the IGRA and regulations promulgated thereunder. Further, with respect to Key Employees and Primary Management Officials, the Gaming Commission shall retain applications for employment and reports (if any) of background investigations for inspection by the NIGC for no less than three (3) years from the date of termination of employment.

10.18.4 If a license is not issued to an Applicant, the Gaming Commission shall notify the NIGC and may forward copies of its eligibility determination and investigative report (if any) to the NIGC for inclusion in the Indian Gaming Individuals Records System.

10.19 Granting a Gaming License.

10.19.1 If, within a thirty (30) day period after the NIGC receives a report as required under subsection 10.18.2 above, the NIGC notifies the Gaming Commission that it has "No Objection" to the issuance of a license pursuant to the license application filed for a Key Employee or Primary Management Official for whom the Gaming Commission has provided an application and investigative report, the Gaming Commission may issue the license.

10.19.2 The Gaming Commission shall provide any additional information requested by the NIGC concerning a Key Employee or Primary Management Official who is the subject of a report as required under this subsection. An NIGC request for additional information shall suspend the thirty (30) day period established under subsection 10.19.1 above until the NIGC receives the additional information.

10.19.3 If, within the thirty (30) day period established under subsection 10.19.1 above, the NIGC provides a statement itemizing objections to issuance of a license to a Key Employee or Primary Management Official, the Gaming Commission shall reconsider the application, taking into account such objections. The Gaming Commission retains the right to make the final determination whether to issue the license to such Applicant.

10.20 License Suspension.

10.20.1 If, after issuance of a Gaming license, the Gaming Commission receives reliable information from the NIGC or other reliable source indicating that a Key Employee or a Primary Management Official is not eligible for employment under the eligibility criteria established in Section 10 above, the Gaming Commission shall suspend the license and shall notify the licensee in writing via certified mail of the license suspension and proposed revocation.

10.20.2 The Gaming Commission shall notify the licensee of a time and place for a hearing on the proposed revocation of a license.

10.20.3 After the revocation hearing, the Gaming Commission shall determine whether to revoke or to reinstate the Gaming license. For actions taken in response to information provided by the NIGC, the Gaming Commission shall notify the NIGC of its decision. The Person will be notified via certified mail the findings of the Gaming Commission.

Section 11. Due Process; Notice; Hearings; Examiner. The Gaming Commission shall provide due process to address decisions made by the Gaming Commission and provide notice and a hearing to utilize its enforcement capabilities in the administration of its powers and duties hereunder.

20

11.1 No Hearing, Voluntary Resolution. Whenever it shall appear to the satisfaction of the Gaming Commission that all of the interested parties involved in any proposed hearing have agreed concerning the matter at hand, the Gaming Commission may dismiss the issue without a hearing.

11.2 Notice of Hearing. The Gaming Commission shall, within five (5) Business Days after the event giving rise to the violation and subsequent to the completion of any investigation (if needed), provide a certified written notice setting forth, with specificity, the issues to be resolved. The notice shall include specific references to provisions of this Gaming Act, Commission Regulations and all applicable State and federal laws, internal controls or policies that have been violated and a reasonably detailed description of the violations. The interested party shall be given fifteen (15) Calendar Days to respond to the certified notification to request a hearing. Should the interested party fail to respond within the allotted fifteen (15) Calendar Days, the case will be closed by order of default.

11.3 Hearing. All hearings will be scheduled on the second (2nd) and fourth (4th) Monday of each month. The Person or entity will be notified via certified mail of the next upcoming hearing date to allow the Person or entity to present oral and written testimony and evidence to the Gaming Commission on its behalf.

11.3.1 If the Person or entity representative fails to respond within fifteen (15) Calendar Days to the certified mail notification to request a hearing, the action will be upheld by order of default.

11.3.2 If the person or entity fails to appear for the scheduled hearing date, the action will be upheld by order of default.

11.4 Examiner. The Gaming Commission shall act as examiner and adjudicator for the purpose of the hearing pursuant to this Section.

11.5 Decision. The Gaming Commission shall render a written decision within five (5) Business Days of the hearing held pursuant to this Section. Such written decision shall set forth the facts upon which the decision is based and shall set forth reasoned authority for the decision of the Gaming Commission. All decisions of the Gaming Commission are to be considered final.

Section 12. Application Forms.

12.1 Applicant Advisory Notices. Each application for a license for a Key Employee or a Primary Management Official, as well as all other Class A and Class B license applications unless otherwise specifically exempted by the Gaming Commission, shall contain the notices set forth in subsections 12.1.1 and 12.1.2 and 12.1.3 below:

12.1.1 Privacy Act Notice:

In compliance with the Privacy Act of 1974, the following information is provided: Solicitation of the information on this form is authorized by 25 U.S.C § 2701 et seq. The purpose of the requested information is to determine the eligibility of individuals to be employed in a gaming operation. The information will be used by National Indian Gaming Commission members and staff who have need for the information in the performance of their official duties. The information may be disclosed to appropriate Federal, Tribal, State, local, or foreign law enforcement and regulatory agencies when relevant to civil, criminal or regulatory investigations or prosecutions or when pursuant to a requirement by a Tribe or the National Indian Gaming Commission in connection with the hiring or firing of an employee, the issuance or revocation of a gaming license, or investigation of activities while associated with a Tribe or a gaming operation. Failure to consent to

the disclosures indicated in this notice will result in a Tribe's being unable to hire you in a Primary Management Official or Key Employee position or other positions within its gaming operations.

12.1.2 Disclosure of Social Security Number Advisement. *The disclosure of your Social Security Number (SSN) is voluntary. However, failure to supply a SSN may result in errors in processing your application.*

12.1.3 Notice Regarding False Statement.

A false statement on any part of your application may be grounds for not hiring you, or for firing you after you begin work. Also, you may be punished by fine or imprisonment. (U.S. Code, title 18, § 1001)

12.2 Acknowledgement of Rights. Any existing Key Employee or Primary Management Official, or other Class A or Class B licensee unless otherwise specifically exempted by the Gaming Commission, shall be notified that they shall, upon application, complete a new application form that contains the Privacy Act notice and consent to the routine uses described in that notice, acknowledge the "Disclosure of Social Security Advisement" and sign a statement that contains the "Notice Regarding False Statement."

Section 13. Class III Gaming: Tribal-State Compacts.

In addition to the provisions set forth above, no Class III Gaming shall be conducted on Tribal Lands unless a tribal-state gaming compact has first been obtained in accordance with the IGRA. All negotiations for such tribal-state gaming compacts shall be conducted through the Chairperson of the Tribe, with the advice and suggestion of the Gaming Commission, and shall be finalized only upon the majority vote of the Tribal Membership after consideration of the terms of such tribal-state gaming compact. In the event the Tribe approves a tribal-state gaming compact, the provisions of such tribal-state gaming compact once approved under the IGRA, shall govern over the provisions of the Gaming Act to the extent the tribal-state gaming compact is inconsistent herewith.

Section 14. Interest in Management Contracts by Tribal Officials.

No elected official of the Tribe, including the Gaming Commission or any other committee or agency of the Tribe, shall have a financial interest in or management responsibility for, any Management Contract entered into pursuant to the IGRA, nor shall such elected official serve on the Board of Directors or hold (directly or indirectly) ten percent (10%) or more of the issued and outstanding stock of any corporation, or 10% or more of the beneficial interest in any partnership trust, or other entity, in any such corporation, partnership, trust or other entity, having financial interest in, or management responsibility for, such Management Contract.

Section 15. Service of Process.

The Tribe designates the Tribal Chairperson as its agent for the service of receiving any official determination, order, or notice of violation.

Section 16. Tribal Gaming Corporation.

Nothing in this Gaming Act shall prevent the Tribe from delegating the authority to conduct Gaming to one or more Tribal corporations, so long as any Tribal corporation to which such authority is delegated agrees to meet all requirements established under this Gaming Act.

28

Section 17. Repeal of Prior Gaming Ordinances: Effective Date.

This Gaming Act and the Commission Regulations promulgated hereunder shall constitute the entire gaming regulations of the Tribe. All prior gaming ordinances and regulations of the Tribe are repealed, and this Gaming Act shall become effective upon its adoption.

Section 18. Severability.

If any provision or application of this Gaming Act is determined by review to be invalid such determination shall not be held to render such provision inapplicable to other Persons or circumstances, nor shall such determination render invalid any other provision of this Gaming Act.

Section 19. Amendments.

All provisions of this Gaming Act are subject to amendment by the Board of Directors. Regulations promulgated by the Gaming Commission under this Gaming Act are subject to amendment by the Gaming Commission.

Section 20. Sovereign Immunity Preserved.

Nothing in this Gaming Act is intended or shall be construed as a waiver of the sovereign immunity of the Tribe, and no manager, officer, or employee of the Gaming Commission or the Tribe or the Gaming Enterprise shall be authorized, nor shall they attempt to waive the immunity of the Tribe.