



July 20, 2015

Jeffrey B. Trattner
Assistant Attorney General
Poarch Band of Creek Indians
5811 Jack Springs Rd.
Atmore, AL 36502

Re: Review of documents for the Poarch Band of Creek Indians

Dear Mr. Trattner:

This letter responds to the PCI Gaming Authority's request, on behalf of the Poarch Band of Creek Indians, for the National Indian Gaming Commission's Office of General Counsel to review a document related to the Tribe's amendment to its existing credit agreement and its non-gaming related, food and beverage management agreement. The PCI Gaming Authority has asked for an opinion whether this agreement is a management contract requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act (IGRA). PCI Gaming Authority also has asked for an opinion whether the agreement violates IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submission unexecuted, but represented to be in substantially final form:

- Subordination Agreement, SMRH:203237141.11 ("Subordination Agreement").

The Subordination Agreement contains terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* www.nigc.gov/Reading_Room/Management_Review_Letters.aspx. Applying the same analysis here, it is my opinion that the Subordination Agreement is not a management contract and does not require the approval of the Chairman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

I note that the Subordination Agreement is in substantially final form with respect to terms affecting this opinion. If such terms change in any material way or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Subordination Agreement listed above. This opinion does not include or extend to any other agreements.

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I anticipate this letter will be posted to the NIGC's website. Prior to posting, NIGC will notify you and give you an opportunity to identify and request that information subject to the exemptions under FOIA be redacted or withheld. A list of the FOIA exemptions may be found at 5 U.S.C. § 552(b).

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

Sincerely,



Eric N. Shepard
General Counsel

cc: Townsend Hyatt,
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