



November 14, 2022

By U.S. mail and email

Stephen Hart
Lewis Roca
Suite 1200
201 East Washington Street
Phoenix, AZ 85004

Re: Review of Sportsbook Agreements between Navajo Nation Gaming Enterprises and Seminole Hard Rock Digital, LLC

Dear Mr. Hart:

This letter responds to your September 22, 2022 request for the National Indian Gaming Commission's Office of General Counsel to review two sportsbook agreements between the Navajo Nation Gaming Enterprise (Tribe) and Seminole Hard Rock Digital, LLC. Specifically, you have asked for my opinion whether the documents are a management contract requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act. You also asked for my opinion whether the documents violate IGRA's requirement that the Tribe have the sole proprietary interest in its gaming activity.

As part of this review, I analyzed the following unexecuted documents (collectively, the Sportsbook Agreements):

- Retail Sportsbook Agreement between Seminole Hard Rock Digital, LLC and Navajo Nation Gaming Enterprise, "Final Version for NNGE Board Approval 8/05/22" Doc. No. 118471927.1
 - Retail Sportsbook Agreement, Arizona
 - Schedule A, Defined Terms
 - Schedule B, Insurance Maintained by NNGE
- Retail Sportsbook Agreement between Seminole Hard Rock Digital, LLC and Navajo Nation Gaming Enterprise, dated 9/21/22, Doc. No. 118905989.1
 - Retail Sportsbook Agreement, New Mexico
 - Schedule A, Defined Terms
 - Schedule B, Insurance Maintained by NNGE

The Sportsbook Agreements you have submitted contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. Copies of declination letters can be found on the NIGC's website. Applying the same analysis here, it is my opinion that the Sportsbook Agreements are not management contracts and do not require the approval of the NIGC Chair. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

Stephen Hart, Lewis Roca

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It is my understanding that the drafts are represented to be in substantially final form, and if the Sportsbook Agreements change in any material way prior to closing or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Sportsbook Agreements. This opinion does not include or extend to any other agreements not submitted for review.

Please note that it is my intent that this letter be released to the public through the NIGC's website. If you have any objection to this disclosure, please provide a written statement explaining the grounds for the objection and highlighting the information that you believe should be withheld.¹ If you object on the grounds that the information qualifies as confidential commercial information subject to withholding under Exemption four of the Freedom of Information Act (FOIA),² please be advised that any withholding should be analyzed under the standard set forth in *Food Marketing Institute v. Argus Leader Media*.³ Any claim of confidentiality should also be supported with "a statement or certification by an officer or authorized representative of the submitter."⁴ Please submit any written objection to **FOIASubmitterReply@nigc.gov** within thirty (30) days of the date of this letter. After this time elapses, the letter will be made public and objections will no longer be considered.⁵ If you need any additional guidance regarding potential grounds for withholding, please see the United States Department of Justice's Guide to the Freedom of Information Act at: <https://www.justice.gov/oip/doj-guide-freedom-information-act-0>.

If you have any questions, please contact NIGC Senior Attorney Jennifer Lawson at (202) 632-7003.

Sincerely,

A handwritten signature in blue ink that reads "Michael Hoenig". The signature is written in a cursive style and is positioned to the left of a vertical line.

Michael Hoenig
General Counsel