



January 13, 2017

*Via U.S. Mail & Facsimile*

John A. Barrett, Chairman  
Citizen Potawatomi Nation  
1601 Gordon Cooper Dr.  
Shawnee, OK 74801  
Fax: 405-275-0198

Re: Review of loan documents for the Citizen Potawatomi Nation

Dear Chairman Barrett:

This letter responds to the request on behalf of Citizen Potawatomi Nation for the National Indian Gaming Commission's Office of General Counsel to review several updates to the financing agreements we previously opined on in a letter dated November 08, 2016. Specifically, you have asked whether the changes to the agreements alter my opinion of whether they are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act and whether the agreements violate IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following documents (collectively "the Financing Agreements") submitted on behalf of the Nation:

- Loan Agreement, marked as CW Draft 12/14/2016
- Security Agreement, marked as 12/07/2016
- Term Note

The changes made to the agreements include a change in lender and financial terms. None of these revisions appear to impact management or proprietary interest issues and therefore do not change our November 08, 2016 opinion.

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. 25 C.F.R. § 517.7(c). 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), 5 U.S.C. § 552(b)(4), please be advised that the information was voluntarily submitted and, as such, that any

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withholding should be analyzed in accordance with the standard set forth in *Critical Mass Energy Project v. NRC*, 975 F.2d 871 (D.C. Cir. 1992). Any claim of confidentiality should also be supported with "a statement or certification by an officer or authorized representative of the submitter." 25 C.F.R. § 517.7(c). Please submit any written objection to [FOIASubmitterReply@nigc.gov](mailto: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. *Id.* 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 <http://www.justice.gov/oip/doj-guide-freedom-information-act-0>.

If you have any questions, please contact NIGC Staff Attorney Heather McMillan Nakai at (202) 632-7003.

Sincerely,



Michael Hoenig  
General Counsel

cc: Greg Quinlan  
(via email [gquinlan@potawatomi.org](mailto:gquinlan@potawatomi.org))