

DECLINATION LETTERS

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Pursuant to Indian Gaming Regulatory Act, a tribe may enter into a contract for the management and operation of its gaming operations. Such contracts, though, must be approved by the NIGC Chair, or else are void. [25 U.S.C. §§ 2710\(d\)\(9\) and 2711](#). See also [25 CFR parts 531](#) and [533](#). IGRA also requires a tribe to maintain the sole proprietary interest in its gaming operation. The OGC is frequently asked to review agreements between tribes and outside parties to ensure that they are not management contracts, and therefore required to be submitted for the Chair's review and approval, and do not violate IGRA's sole proprietary interest requirements. On request, the OGC will review drafts of agreements and issue an opinion as to whether or not a contract or an agreement implicates management of a tribe's gaming operation or violates the sole proprietary interest requirement. The types of contracts and agreements reviewed typically include, but are not limited to: development agreements; loan agreements; security agreements; promissory notes; bond indentures; employment agreements; independent contractor agreements; and, depository account agreements. This review is not required by the Indian Gaming Regulatory Act or NIGC regulations and is offered by the OGC as a courtesy.

Documents should be submitted prior to their execution as the General Counsel will not provide a declination letter on any documents that have already been executed. The submitted documents should, however, reflect as closely as possible the document the parties intend to execute. Although we will always endeavor to complete our review as quickly as possible and meet any timing requests from the parties, our review will typically take four to six weeks. Additional time may be required, though, depending on the complexity of the documents or issues raised

by our review. We strongly suggest that parties to agreements that require an opinion from the OGC factor in sufficient time to allow us to complete our review. For more information, please see the following: [Helpful Hints for Submitting a Request for an Opinion Letter to the Office of General Counsel](#).

The NIGC's Freedom of Information Act (FOIA) Officer has determined that all of the posted advisory opinions are releasable after a review has been conducted for material exempt pursuant to 5 U.S.C. § 552. We will post additional advisory opinions as we continue to review closed files and issue new opinions, and our FOIA Officer has determined that they may be released.