



December 19, 2011

*Via U.S. Mail and Facsimile*

Mike Jackson, Sr.  
President  
Quechan Tribal Council  
P.O. Box 1899  
Yuma, AZ 85366-1899  
FAX: (760) 572-2102

Re: Review of bond documents for the Quechan Indian Tribe

Dear President Jackson:

This letter responds to the November 23, 2011 request on behalf of the Quechan Indian Tribe (Tribe) for the National Indian Gaming Commission's Office of General Counsel to review a bond trust indenture and its four separate supplements. Specifically, you have asked for my opinion whether the documents are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act. You also asked for my opinion whether the documents violate IGRA's requirement that a Tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submissions (collectively, "the Bond Documents") some of which are unexecuted, but were represented to be in substantially final form:

- Indenture dated April 30, 2008, marked at top right as "EXECUTION COPY" and at bottom left as "OHS West:260241323.16" and "41199-118-T2H/T2H" (Indenture);
- First supplemental indenture dated November 21, 2008 and marked at bottom left as "OHS West:260551294.5" and "43487-2 T2H/T2H" (1<sup>st</sup> Supplemental Indenture);
- Second supplemental indenture dated March 1, 2011 and marked at bottom left as "4852-8230-2216.8" (2<sup>nd</sup> Supplemental Indenture);
- Third supplemental indenture marked at bottom left as "4848-4923-3418.4" (3<sup>rd</sup> Supplemental Indenture); and,
- Fourth supplemental indenture marked at bottom left as "4825-5431-6043.10" (4<sup>th</sup> Supplemental Indenture).

NATIONAL HEADQUARTERS 1441 L St. NW, Suite 9400, Washington, DC 20004 Tel: 202.692.7000 Fax: 202.692.7006 [www.nigc.gov](http://www.nigc.gov)

REGIONAL OFFICES Portland, OR; Sacramento, CA; Phoenix, AZ; St. Paul, MN; Tulsa, OK

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Page 2 of 2

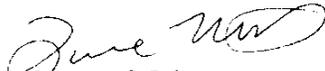
Collectively, the Bond Documents contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* [www.nigc.gov/Reading\\_Room/Management\\_Review\\_Letters.aspx](http://www.nigc.gov/Reading_Room/Management_Review_Letters.aspx). Applying the same analysis here, it is my opinion that collectively the Bond Documents are not management contracts and do not require the approval of the Chairwoman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

It is my understanding that the 3<sup>rd</sup> Supplemental Indenture and 4<sup>th</sup> Supplemental Indenture are represented to be in substantially final form, and if they 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 Bond Documents collectively and does not include or extend to any other agreements, including but not limited to, any Collateral Documents as defined in the Indenture.

I anticipate that 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 25 U.S.C. § 552(b).

I am also sending a copy of the Bond Documents to the Department of the Interior Office of Indian Gaming for review under 25 U.S.C. § 81. If you have any questions, please contact NIGC Senior Attorney Melissa Schlichting at (202) 632-7003.

Sincerely,

  
Lawrence S. Roberts  
General Counsel

cc: Paula Hart, Director  
Office of Indian Gaming  
(via US Mail w/ incoming)

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