



April 1, 2015

Robert Smith, Chairman
Pala Band of Mission Indians
PMB 50
35008 Pala Temecula Road
Pala, CA 92059
Fax: (760) 742-1411

Re: Review of loan documents for the Pala Band of Mission Indians

Dear Chairman Smith:

This letter responds to your request of February 16, 2015 that requested on behalf of the Pala Band of Mission Indians (Tribe) for the National Indian Gaming Commission's Office of General Counsel to review a development agreement and related documents between the Tribe and Band of America and other lenders. Specifically, you have asked for my opinion whether the agreement constitutes a management contract requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act and 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 submissions (collectively, "the Loan Documents") which are unexecuted, but were represented to be in substantially final form:

- Fourth Amended and Restated Credit Agreement (Credit Agreement), without exhibits, marked at the bottom left as "SMRH:435825036.9".
- Revolving Credit Note, marked at the bottom left as "SMRH:435971477.3".
- Revolving Credit Note, marked at the bottom left as "SMRH:436135308".
- Revolving Credit Note, marked at the bottom left as "SMRH:436135587.1".
- Revolving Credit Note, marked at the bottom left as "SMRH:436135516.1".
- Revolving Credit Note, marked at the bottom left as "SMRH:436135398.1".
- Tax Exempt Note Series 20[], marked at the bottom left as "SMRH:436323213.4".
- Amended and Restated Deposit Account and Sweep Investment Control Agreement, marked at bottom left as "DACA-STD-ARAN (Revised 03-15-10).

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- Fourth Amended and Restated Security Agreement (Security Agreement), marked at bottom left as "SMRH:435977107.4".

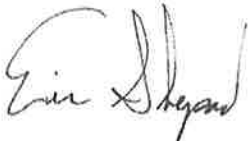
The Loan Documents contains terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* www.nigc.gov/Reading_Room/Management_Review_Letters.aspx. Applying the same analysis here, it is my opinion that the Loan Documents are not management contracts and do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

It is my understanding that the Loan Documents are represented to be in substantially final form with respect to terms affecting this opinion. If the Loan Documents change in any material way prior to closing, this opinion shall not apply. Further, this opinion is limited to the Loan Documents listed above and does not include or extend to any other agreements or documents not submitted for review.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, the 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).

If you have any questions, please contact NIGC Staff Attorney Esther Dittler at (202) 420-9229.

Sincerely,

A handwritten signature in cursive script, appearing to read "Eric Shepard".

Eric Shepard
Acting General Counsel