



June 25, 2015

*By U.S. mail and email*

Miko Hernandez  
Faegre Baker Daniels LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-3901

Re: Review of loan documents for Sokaogon Chippewa

Dear Ms. Hernandez:

This letter responds to your May 15, 2015 request for the National Indian Gaming Commission's Office of General Counsel to review loan agreements between the Sokaogon Chippewa Community and Gaming Enterprise Corporation (Borrowers) and the Shakopee Mdewakanton Sioux Community (Lender). Specifically, you have asked for my opinion whether the documents are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act. You also asked for my opinion whether the loan documents violate IGRA's requirement that the Tribe have the sole proprietary interest in its gaming activity.

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

- Credit Agreement (NIGA [*sic*] Draft 05-07-15)
- Security Agreement (NIGC Draft 05-07-15)
- Control Agreement (NIGC Draft 06-5-15)
- Depository Agreement (NIGC Draft 05-07-15)

The Loan Documents submitted by the Nation 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 the Loan Documents 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.

It is my understanding that the drafts are represented to be in substantially final form, and if the Loan Documents 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 Loan Documents listed above. This opinion does not include or extend to any other agreements not submitted for review.

I anticipate that this letter will be the subject of Freedom of Information Act (FOIA) requests. Since we believe that some of the information in this letter may fall within FOIA exemption 4 (25 U.S.C. § 552(b)(4)), which applies to commercial or financial information that is privileged or confidential, the release of which could cause substantial harm, I ask that you provide me with your views regarding release within ten days.

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

Sincerely,

A handwritten signature in blue ink, appearing to read "Eric N. Shepard", with a stylized flourish at the end.

Eric N. Shepard  
General Counsel

cc: Heidi A. Drobnick, Swanson, Drobnick & Tousey (Counsel for Sokaogon Tribal Parties)