



June 25, 2018

***VIA FIRST CLASS MAIL & EMAIL***

Glenn M. Feldman  
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Re: Review of loan documents for the Cabazon Band of Mission Indians

Dear Mr. Feldman:

This letter responds to your request of June 4, 2018, on behalf of the Cabazon Band of Mission Indians for the National Indian Gaming Commission's Office of the General Counsel to review a loan amendment to the Tribe from Credit Suisse AG. Specifically, you have asked for my opinion whether the amendment submitted constitutes a management contract requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act and whether this amendment violates IGRA's requirement that a Tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submission ("the Amendment Document") which is unexecuted, but is represented to be in substantially final form:

- Amendment No. 1 to Credit Agreement, LW Draft 3/23/2018 (US-DOCS\100998892.11).

The Amendment Document contains terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. Some of these letters may be found on the NIGC website. Applying the same analysis here, it is my opinion that collectively the Amendment Document is not a management contract and does not require the approval of the Chairman. It is also my opinion that it does not violate IGRA's sole proprietary interest requirement.

It is my understanding that the Amendment Document is represented to be in substantially final form with respect to terms affecting this opinion, and if such terms 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 Amendment Document listed above. This opinion does not include or extend to any other agreements or documents not submitted for review.

Glenn M. Feldman

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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.<sup>1</sup> 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),<sup>2</sup> please be advised that the information was voluntarily submitted and, as such, that any withholding should be analyzed in accordance with the standard set forth in *Critical Mass Energy Project v. NRC*.<sup>3</sup> Any claim of confidentiality should also be supported with "a statement or certification by an officer or authorized representative of the submitter."<sup>4</sup> Please submit any written objection to 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.<sup>5</sup> 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 Suzanne Nunn at (202) 632-7013.

Sincerely,



Michael Hoenig  
General Counsel

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<sup>1</sup> 25 C.F.R. § 517.7(c).

<sup>2</sup> 5 U.S.C. § 552(b)(4).

<sup>3</sup> 975 F.2d 871 (D.C. Cir. 1992).

<sup>4</sup> 25 C.F.R. § 517.7(c).

<sup>5</sup> *Id.*