



June 28, 2016

Ray Halbritter  
Nation Representative  
Chief Executive Officer  
Turning Stone Resort Casino, LLC  
5218 Patrick Road  
Verona, NY 13478

Kevin Brickman  
Director, Syndicated Finance  
KeyBank National Association,  
as Administrative Agent  
127 Public Square  
Cleveland, OH 44114

Re: Review of Turning Stone Casino, LLC Loan Documents and  
Response to request for a declination letter

Dear Representative Halbritter and Mr. Brickman:

This letter responds to a letter, dated April 21, 2016, and received April 22, 2016, from Meghan Murphy Beakman, on behalf of the Oneida Indian Nation ("Nation"), to the National Indian Gaming Commission ("NIGC"), requesting the NIGC's review of draft Loan Documents between the Turning Stone Resort Casino, LLC, the Borrower; banks and other financial institutions, the Lenders; and the KeyBank National Association, Administrative Agent for the Lenders, Joint Lead Arranger and Sole Book Running Manager. Specifically, an opinion was requested from the NIGC's Office of General Counsel as to whether the Loan Documents constitute management contracts, or collateral agreements to a management contract, requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act ("IGRA"). An opinion was also requested from the Office of General Counsel as to whether the Loan Documents violate IGRA's requirement that a tribe have the sole proprietary interest in, and responsibility for, its gaming operation.

In response to your requests, I have reviewed and considered the following submissions (collectively, the "Loan Documents"):

- (1) *Draft Credit Agreement* between Turning Stone Resort Casino, LLC, the Borrower; The Banks and Other Financial Institutions from Time to Time Parties Hereto, the Lenders; and KeyBank National Association, the Administrative Agent for the

Lenders, Joint Lead Arranger and Sole Book Running Manager  
(SMRH:224585911.8/041916, dated 4/19/16, received 4/22/16);

- (2) *Draft Credit Agreement Exhibits A-1 and A-2*, Form Notes  
(SMRH:224756763.6/040616, dated 4/19/16, received 4/22/16), including:
  - Ex. A-1        Form of Revolving Note; and
  - Ex. A-2        Form of Swingline Note;
- (3) *Draft Credit Agreement Exhibit H*, Form of Control Agreement  
(SMRH:224857245.3/040716, dated 4/19/16, received 4/22/16), including:
  - Ex. H            Form of Deposit Account Control Agreement;
- (4) *Draft Security Agreement* between Turning Stone Resort Casino, LLC and KeyBank National Association, as Administrative Agent for itself and for the Secured Parties  
(SMRH:224756763.6/040616, dated 4/19/16, received 4/22/16), consisting of:
  - Ex. E            Form of Security Agreement;
- (5) *Draft Deposit Account Control Agreement* among KeyBank National Association, as Agent, Turning Stone Resort Casino, LLC and Citizens Bank as depository  
(SMRH:224756763.6/040616, dated 4/19/16, received 4/22/16); and
- (4) *Draft Nation Agreement* between the Oneida Nation of New York and KeyBank National Association, as Administrative Agent for the Lenders (SMRH: 224756763.6/040616, dated 4/19/16, received 4/22/16).

The Loan Documents contain terms similar to other agreements the Office of General Counsel has reviewed and analyzed in the past.<sup>1</sup> Applying the same analysis here, it is my opinion that the Loan Documents are not management contracts, or collateral agreements to a management contract, and, therefore, do not require the approval of the NIGC's Chairman. It is also my opinion that they do not violate IGRA's sole proprietary interest mandate.

I note that the Loan Documents have been submitted to us as unexecuted drafts in what has been represented to be substantially final forms. To the extent that the Loan Documents change in any material way, this opinion shall not apply. Additionally, this opinion applies only to the existing Loan Documents, and does not apply to any missing documents or future documents incorporating extensions, modifications, supplements or other changes to the Loan Documents.

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<sup>1</sup> See the NIGC website for previously issued advisory opinion letters issued by NIGC General Counsel as to whether specific agreements between tribes and third parties constitute management contracts under IGRA and/or violate IGRA's sole proprietary interest mandate.

I anticipate that this letter will be posted to the NIGC's website. Prior to the letter's posting, the NIGC Freedom of Information Act ("FOIA") Officer will notify you to give you an opportunity to identify and request that any information, which may be exempted under FOIA, be redacted or withheld. A list of the FOIA exemptions may be found at 5 U.S.C. § 552(b).

If you have any questions, please contact Attorney Katherine Zebell at (202) 632-7003.

Sincerely,

A handwritten signature in blue ink that reads "Michael Hoenig". The signature is written in a cursive style and is followed by a horizontal line.

Michael Hoenig  
General Counsel

cc: Meghan Murphy Beakman  
General Counsel  
Oneida Indian Nation