



July 10, 2015

Mr. Timothy Williams, Chairman
Fort Mojave Indian Tribe
500 Merriman Avenue
Needles, California 92363

Re: Review of financing documents for the Fort Mojave Indian Tribe

Dear Chairman Williams:

This letter responds to the Fort Mojave Indian Tribe's (Tribe) request, for the National Indian Gaming Commission's Office of General Counsel to review several agreements for the refinancing of existing debt related to the Tribe's gaming enterprise. The Tribe has asked for an opinion whether these agreements are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act (IGRA). The Tribe also has asked for an opinion whether the agreements 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 Financing Documents") all unexecuted, but represented to be in substantially final form:

- **Credit Agreement** among the Fort Mojave Indian Tribe, Avi Casino Enterprise, Inc., and Compass Bank d/b/a BBVA Compass, marked at the top right "NIGC Submission Draft (6/19/15)";
- **Security Agreement** among the Fort Mojave Indian Tribe, Avi Casino Enterprise, Each of the other Grantors, and Compass Bank d/b/a BBVA Compass, marked at the top right "NIGC Submission Draft (5/7/15)";
- **Deposit Account Control Agreement** among Avi Casino Enterprise, Inc., Compass Bank d/b/a BBVA Compass, and Bank of America, N.A., marked "NIGC Submission Draft (6/19/15)(Account – With Activation)."

The Financing 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. Applying the same analysis here, it is my opinion that the Financing 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.

Chairman Williams

July 10, 2015

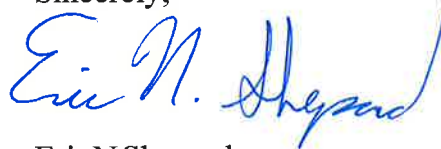
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I understand that the Financing Documents are in substantially final form with respect to terms affecting this opinion. If such terms change in any material way or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Financing Documents listed above. This opinion does not include or extend to any other agreements.

I anticipate 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 5 U.S.C. § 552(b).

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

Sincerely,



Eric N. Shepard
General Counsel

cc: Mr. David Wolff, General Counsel, Fort Mojave Indian Tribe (via email)
Mr. Lucas Foletta, McDonald Carano Wilson LLP (via email)
Aaron J. Harkins (via email)