



June 23, 2011

*Via U.S. Mail*

Leonard Bowman, Tribal Chairman  
Bear River Band of Rohnerville Rancheria  
27 Bear River Drive  
Loleta, CA 95551

Re: Review of financing documents for the Bear River Band of Rohnerville Rancheria

Dear Chairman Bowman and Vice President Borrego:

This letter responds to your June 1, 2011 request on behalf of the Bear River Band of Rohnerville Rancheria (Bear River) for the National Indian Gaming Commission's Office of General Counsel to review Bear River's financing documents with Wells Fargo Bank N.A. Specifically, you have asked for my opinion whether the documents are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act. You also asked for my opinion whether the financing documents 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 Loan Documents") which were represented to be in substantially final form:

- Credit Agreement with Exhibits, June 15, 2011 draft;
- Security Agreement, May 31, 2011 draft;
- Deposit Account Control Agreement, June 16, 2011 draft;
- Blocked Account Control Agreement, June 16, 2011 draft;
- Springing Depository Agreement, June 16, 2011 draft.

The Loan Documents contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* [www.niggc.gov/Reading\\_Room/Management\\_Review\\_Letters.aspx](http://www.niggc.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 Chairwoman. 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.

Chairman Bowman

Re: Review of financing documents for the Bear River Band of Rohnerville Rancheria

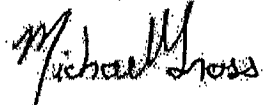
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I anticipate that this letter will be the subject of Freedom of Information Act (FOIA) requests. Since we believe that some of the information in this letter may fall within FOIA exemption 4(c), which applies to confidential and proprietary information the release of which could cause substantial harm, I ask that you provide me with your views regarding release within ten days.

I am also sending a copy of the submitted Loan Documents to the Department of the Interior Office of Indian Gaming for review under 25 U.S.C. § 81. If you have any questions, please contact NIGC Staff Attorney Dawn Sturdevant Baum at (202) 632-7003.

Sincerely,



Michael Gross  
Associate General Counsel  
(Acting General Counsel)

cc: Paula Hart, Director  
Office of Indian Gaming  
(via US Mail w/ incoming)

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