



December 13, 2011

Via U.S. Mail & Facsimile

Malcom Montoya, Governor
Pueblo of Sandia
c/o Gary Brownwell, Attorney
500 Marquette Ave., NW, Suite 1310
Albuquerque, NM 87102
FAX: (505) 843-6912

Re: Review of loan documents for the Pueblo of Sandia

Dear Governor Montoya:

This letter responds to the November 22, 2011, request on behalf of the Pueblo of Sandia (Pueblo) for the National Indian Gaming Commission's Office of General Counsel to review the Pueblo's loan documents with the Bank of Albuquerque (Bank). 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 loan 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") most of which are unexecuted, but were represented to be in substantially final form:

- 2011 Tax-Exempt Construction/Term Loan Agreement (Loan Agreement) received December 12, 2011;
- Tax exempt promissory (Adjustable Rate) (Promissory Note) received December 12, 2011;
- Security agreement (Security Agreement) received December 12, 2011;
- Springing depository agreement (Depository Agreement) received November 22, 2011;
- First Amendment Agreement received November 22, 2011;
- Intercreditor Collateral Agreement received November 22, 2011; and
- First Amendment to Intercreditor Collateral Agreement received November 22, 2011.

Collectively, the Loan 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 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.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, the NIGC FOIA Office 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 25 U.S.C. § 552(b).

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 Heather McMillan Nakai at (202) 632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel

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