



February 14, 2012

*Via U.S. Mail*

Verrin T. Kewenvoyouma, Esq.  
Kewenvoyouma Law, PLLC  
700 Baseline Road, Suite C1  
Tempe, AZ 85283

Re: Review of financing documents for Pauma Band of Mission Indians

Dear Mr. Kewenvoyouma:

This letter responds to your February 2, 2012, request on behalf of the Pauma Band of Mission Indians (“Band”) for the National Indian Gaming Commission’s (“NIGC’s”) Office of General Counsel to review the Tribe’s financing documents with Capital One, National Association. 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 (“IGRA”). 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 Financing Documents”) which were in draft form:

- Credit Agreement marked as “SMRH Draft 1/30/12”;
- Security Agreement;
- Springing Depository Waterfall Agreement;
- Deposit Account Control Agreement (Deposit Account Agreement # 1);
- Deposit Account Control Agreement with activation (Deposit Account Agreement # 2);
- Note (Capital One);
- Note (CIT); and
- Note (Compass).

This opinion is limited to the above listed Financing Documents and cannot be relied upon to apply to, or include, any other agreements even if referenced in the Financing Documents.

Verrin T. Kewenvoyouma, Esq.

Re: Review of financing documents for Pauma Band of Mission Indians

February 14, 2012

Page 2 of 2

The Financing Documents submitted by the Band 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](http://www.nigc.gov/Reading_Room/Management_Review_Letters.aspx). Applying the same analysis here, it is my opinion that collectively the Financing Documents submitted by the Band 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.

Since the agreements are in draft form, if any material changes are made 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 Officer 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 Financing 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 Senior Attorney John R. Hay at (202) 632-7003.

Sincerely,



Lawrence S. Roberts  
General Counsel

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