



FEB 10 2012

The Honorable Kevin A. Day, Chairman
Tuolumne Band of Me-Wuk Indians
P.O. Box 699
Tuolumne, CA 95379

Re: Review of financing documents for the Tuolumne Band of Me-Wuk Indians
and request for declination letter.

Dear Chairman Day:

This letter responds to a December 15, 2011 request from David Lundgren on behalf of the Tuolumne Band of Me-Wuk Indians ("Tribe") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tuolumne Economic Development Authority's transaction documents related to its financing agreement with JPMorgan Chase Bank, National Association. Specifically, Mr. Lundgren asked for my opinion whether the documents are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act ("IGRA"). Mr. Lundgren also asked for my opinion whether the transaction 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 represented to be in substantially final form:

- Draft Second Amended and Restated Credit Agreement and exhibits dated January 31, 2012;
- Draft Second Amended and Restated Tribal Agreement dated December 14, 2011;
- Draft Second Amended and Restated Guaranty Agreement December 14, 2011;
- Draft Second Amended and Restated Borrower Security Agreement dated January 31, 2012;
- Draft Second Amended and Restated Tribe Security Agreement dated December 14, 2011;
- Draft Second Amended and Restated Deposit Account Control Agreement dated December 14, 2011;
- Draft (b) (4) Deposit Account Control Agreement dated December 14, 2011, and;

- Draft Environmental Certificate dated December 14, 2011

The Financing Documents submitted by the Tribe 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 Chairwoman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement. I note, however, that the Financing Documents have been submitted to us as unexecuted drafts in substantially final form. To the extent that they change in any material way prior to closing, 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 Michael Hoenig at 202-632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel

cc: David R. Lundgren, PC
Dolph Hellman, Esq., Orirck, Herrington, and Sutcliffe LLP.