



August 22, 2012

*Via U.S. Mail and Facsimile*

Les Minthorn  
Chairman, Board of Trustees  
Confederated Tribes of the Umatilla Indian Reservation  
46411 Timine Way  
Pendleton, OR 97801  
FAX: (541) 276-3095

Re: Review of loan documents for the Confederated Tribes of the Umatilla Indian Reservation

Dear Chairman Minthorn:

This letter responds to the request on behalf of the Confederated Tribes of the Umatilla Indian Reservation (Tribe) for the National Indian Gaming Commission's Office of General Counsel to review several amended and restated agreements related to the financing of existing debt of the Tribe's Wildhorse Resort & Casino. Specifically, you have asked for an opinion whether these agreements are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act. You also 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 Loan Documents") all unexecuted, but represented to be in substantially final form:

- Amended and restated loan agreement marked at top right corner as "NIGC DRAFT 8-7-12" and bottom left as "OHSUSA:751054516.4";
- Exhibit A to the Loan Agreement entitled "Compliance Certificate" and marked at top right as "NIGC DRAFT 8-7-12" and bottom left as "OHSUSA:75108984.2";
- Exhibits B through J to the Loan Agreement marked at the bottom left of each page as "OHSUSA:751081871.2";
- Schedule 5.3 marked at top right as "NIGC DRAFT 8-7-12" and at bottom left as "OHSUSA:751074880.2";
- Amended and restated pledge and security agreement marked at top right as "NIGC DRAFT 8-7-12" and at bottom left as "OHSUSA:751084463.2";

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- Amended and restated unjust enrichment and sovereign immunity agreement marked at top right as "NIGC DRAFT 8-7-12" and at bottom left as "OHSUSA:751074883.2";
- Amended and restated security agreement marked at top right as "NIGC DRAFT 8-7-12" and at bottom left as "OHSUSA:750169980.6";
- Amended and restated springing depository agreement "OHSUSA:751084105.2";
- Amended and restated remarketing agreement marked at top right as "NIGC DRAFT 8-7-12" and at bottom left as "OHSUSA:751092125.2"; and,
- Amended and restated escrow agreement marked at top right as "NIGC DRAFT 8-7-12" and at bottom left as "OHSUSA:751084487.2".

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](http://www.nigc.gov/Reading_Room/Management_Review_Letters.aspx). Applying the same analysis here, it is my opinion that collectively 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 Loan Documents are represented to be in substantially final form with respect to terms affecting this opinion, and if such terms change in any material way prior to closing or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Loan Documents listed above. This opinion does not include or extend to any other agreements or documents not submitted for review.

I anticipate that 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 25 U.S.C. § 552(b).

I am also sending a copy of the 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 Senior Attorney Melissa Schlichting at (202) 632-7003.

Sincerely,

Lawrence S. Roberts  
General Counsel

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

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