



March 26, 2014

James Williams, Chairman  
Lac Vieux Desert Band of Lake Superior Chippewa Indians  
P.O. Box 249  
Watersmeet, MI 49969

Re: Review of financing documents for the Lac Vieux Desert Band of Lake Superior Chippewa Indians

Dear Chairman Williams:

This letter responds to the Lac Vieux Desert Band of Lake Superior Chippewa Indians' (Tribe) request for the National Indian Gaming Commission's Office of General Counsel to review several agreements for the refinancing of existing debt related to the Tribe's gaming enterprise. The Tribe has asked for an opinion whether these agreements are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act (IGRA). The Tribe also has 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 Financing Documents"), all unexecuted, but represented to be in substantially final form:

- Loan Agreement Loan Agreement between Lac View Desert Band of Lake Superior Chippewa Indians Public Enterprise and Finance Commission, a public corporation and instrumentality of the Lac Vieux Desert Band of Lake Superior Chippewa Indians and Devon Bank, 2014-03-24 Version;
- Promissory Note (*submitted 2/25/2014*);
- Security Agreement (*submitted 2/25/2014*);
- Tribal Agreement(*submitted 2/25/2014*);
- Deposit Account Security, Pledge and Control Agreement between Lac View Desert Band of Lake Superior Chippewa Indians Public Enterprise and Finance Commission and Devon Bank, 2014-03-24 Version; and
- Consent to Enter Trust Lands (*submitted 2/25/2014*).

The Financing Documents contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. See [www.nigc.gov/Reading\\_Room/](http://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 Chair. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

I note that the Financing Documents have been submitted as unexecuted drafts. To the extent terms affecting this opinion change in any material way or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Financing Documents listed above and does not include or extend to any other agreements.

I anticipate 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 5 U.S.C. § 552(b).

If you have any questions, please contact NIGC Staff Attorney Heather Corson at (202) 632-7003.

Sincerely,



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Acting General Counsel

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