



March 30, 2012

Via U.S. Mail & Facsimile

Dean Mike, President
Twenty-Nine Palms Band of Mission Indians
46-200 Harrison Place
Coachella, California 92236
FAX: (760) 775 4639

Re: Review of loan documents for the Twenty-Nine Palms Band of Mission Indians

Dear President Mike:

This letter responds to the December 13, 2011, request on behalf of the Twenty-Nine Palms Band of Mission Indians of California (Band) for the National Indian Gaming Commission's Office of General Counsel to review the Nation's loan documents with PNC Bank, N.A. (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 draft submissions (collectively, "the Loan Documents") that were represented to be in substantially final form:

- Credit Agreement, draft dated 02/21/2012;
- Security Agreement, draft dated 01/16/2012;
- Deposit Account Control Agreement, draft dated 01/30/2012, received on 02/16/2012;
- Control Agreement, received on 03/09/2012

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 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 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. Further, this opinion is limited to the aforementioned Loan Documents and does not include or extend to any other agreements not submitted for review.

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,

A handwritten signature in black ink, appearing to read "Lawrence S. Roberts", with a stylized flourish at the end.

Lawrence S. Roberts
General Counsel

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