



October 21, 2022

***VIA EMAIL***

Harold Chesnin, Esq.  
Confederated Tribes of the Chehalis Reservation  
P.O. Box 536  
Oakville, WA 98568

**Re: Review of the 2022 Loan Documents for the Confederated Tribes of the Chehalis Reservation**

Dear Mr. Chesnin:

This letter responds to your September 6, 2022 request, on behalf of the Confederated Tribes of the Chehalis Reservation, for the National Indian Gaming Commission, Office of General Counsel, to review certain transaction documents and to provide an opinion as to whether these transaction documents are management contracts requiring the NIGC Chairman's approval pursuant to the Indian Gaming Regulatory Act of 1988. You have also asked for my opinion as to 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 submission ("the 2022 Loan Documents"):

1. **Credit Agreement Dated as of August [ ], 2022 Between The Confederated Tribes of The Chehalis Reservation And Keybank National Association (Credit Agreement)** (marked at top right as "*NIGC Submission*" and the bottom left as "*4853-6509-5207\7*");
  - *Exhibit A* to Credit Agreement **Form of Compliance Certificate**;
  - *Exhibit B-1* to Credit Agreement **Form of Revolving Note**;
  - *Exhibit B-2* to Credit Agreement **Form of Term Note**;
  - *Exhibit C* to Credit Agreement **Form of Notice of Borrowing**;
  - *Exhibit D* to Credit Agreement **Form of Notice of Continuation or Conversion**;

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2. **Security Agreement** (marked at top right as “*NIGC Submission*” and bottom left as “4867-8985-0922\5”);
3. **Deposit Account Control Agreement** (hereinafter “DACA,”) (marked at bottom left as “*DACA-STD-ARAN (Revised 12/30/20), DCMT Case# 27749 4886-2433- 1057\3*” and bottom center as “*Lucky Eagle Casino \_ARAN Draft \_9.1.22*”).

The 2022 Loan Documents contain terms similar to other agreements that OGC has previously reviewed and analyzed. Applying the same analysis here, it is my opinion that the 2022 Loan Documents are not management contracts and do not require the approval of the NIGC Chairman. It is also my opinion that they do not violate IGRA’s sole proprietary interest requirement.

It is my understanding that the 2022 Loan Documents are represented to be in substantially final form, and any further changes will not be material to OGC’s analysis. This opinion shall not apply if the 2022 Loan Documents change in any material manner prior to closing or are inconsistent with the assumptions made herein. Further, this opinion is limited to the aforementioned 2022 Loan Documents and does not include or extend to any other agreements or documents not submitted for review.

Please note that it is my intent that this letter be released to the public through the NIGC’s website. If you have any objection to this disclosure, please provide a written statement explaining the grounds for the objection and highlighting the information that you believe should be withheld.<sup>1</sup> If you object on the grounds that the information qualifies as confidential commercial information subject to withholding under Exemption Four of the Freedom of Information Act (FOIA),<sup>2</sup> please be advised that the information was voluntarily submitted and, as such, any withholding should be analyzed under the standard set forth in *Food Marketing Institute v. Argus Leader Media*.<sup>3</sup> Any claim of confidentiality should also be supported with “a statement or certification by an officer or authorized representative of the submitter.”<sup>4</sup> Please submit any written objection to FOIASubmitterReply@nigc.gov **within thirty (30) days of the date of this letter**. After this time elapses, the letter will be made public and objections will no longer be considered.<sup>5</sup> If you need any additional guidance regarding potential grounds for withholding, please see the United States Department of Justice’s *Guide to the Freedom of Information Act* at <<https://www.justice.gov/oip/doj-guide-freedom-information-act-0>>.

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<sup>1</sup> See 25 C.F.R. § 517.7(c).

<sup>2</sup> 5 U.S.C. § 552(b)(4).

<sup>3</sup> 139 S. Ct. 2356 (2019).

<sup>4</sup> See 25 C.F.R. § 517.7(d).

<sup>5</sup> *Id.*

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If you have any questions, please contact Rachel Hill, Legal Fellow, at (918) 581-6214 or  
Sharon Avery, Associate General Counsel, at (202) 515-6955.

Sincerely,

A handwritten signature in blue ink that reads "Michael Hoenig". The signature is written in a cursive style with a prominent loop at the end of the last name.

Michael Hoenig  
General Counsel