



September 11, 2024

***VIA EMAIL***

Allyson G. Saunders, Esq.  
Saunders Law  
9854 National Blvd., No. 283  
Los Angeles, CA 90034

**Re: Review of the 2024 Loan Documents for the Bishop Paiute Tribe**

Dear Ms. Saunders:

This letter responds to your August 2, 2024 request, on behalf of the Bishop Paiute Tribe, for the National Indian Gaming Commission, Office of General Counsel, to review certain financial loan documents and to provide an opinion as to whether these loan documents are management contracts requiring the NIGC Chair's approval pursuant to the Indian Gaming Regulatory Act of 1988. You have also asked for my opinion as to 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 submission ("the 2024 Loan Documents"):

- *Loan Agreement Dated as of [\_\_], 2024 between Bishop Paiute Tribe, as Borrower, and Umpqua Bank, as Lender* (marked at top right as "OHS Draft 7-29-24", and at bottom left as "4150-3781-2559.7");
- *Exhibit A Form of Compliance Certificate* (marked at top right as "OHS Draft 7-29-24", and at bottom left as "4158-7136-9551.4");
- *Exhibit B Form of Promissory Note* (marked at bottom left as "4158-7136-9551.4");
- *Exhibit C Form of Request for Advance* (marked at bottom left as "4158-7136-9551.4");
- *Exhibit D Form of Hotel Project Completion Certificate* (marked at bottom left as "4158-7136-9551.4");
- *Exhibit E Form of Owner's Affidavit and Statement Regarding Total Hotel Project Cost Statement and Sworn Construction Cost Statement* (marked at bottom left as "4158-7136-9551.4");

- Exhibit F *Guaranty Agreement* (marked at top right as “OHS Draft 7-29-24”, and at bottom left as “4130-7605-2049.2”);
- Schedule 5.3 *Insurance Requirements* (marked at top right as “OHS Draft 9-3-24”, and at bottom left as “4151-2641-3649.5”);
- Schedule 5.3A *Hotel Project Insurance Requirements* (marked at bottom left as “4151-2641-3649.5”);
- *Security Agreement* (marked at top right as “OHS Draft 7-29-24”, and at bottom left as “4154-7571-8225.3”); and
- *U.S. Bank Deposit Account Control Agreement (Springing Block)*.

The 2024 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 2024 Loan Documents are not management contracts and do not require the approval of the NIGC Chair. It is also my opinion that they do not violate IGRA’s sole proprietary interest requirement.

It is my understanding that the 2024 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 2024 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 2024 Loan Documents and does not include or extend to any other agreements 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 <foia@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 Armando Acosta, Senior Attorney, at (202) 632-7003.

Sincerely,



Rea Cisneros  
General Counsel (Acting)

cc: Townsend Hyatt, Esq.