



November 5, 2013

*Via U.S. Mail*

Kevin Brown, Chairman  
Mohegan Tribe of Indians of Connecticut  
One Mohegan Sun Boulevard  
Uncasville, CT 06382

Re: Review of loan agreement for the Mohegan Tribe of Indians of Connecticut

Dear Chairman Brown:

This letter responds to the request on behalf of the Mohegan Tribe of Indians of Connecticut (Tribe) and the Mohegan Tribal Gaming Authority (MTGA) for the National Indian Gaming Commission's Office of General Counsel to review a loan agreement related to the refinancing of existing debt. Specifically, you have asked for an opinion whether the loan agreement is a management contract requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act. You also asked for an opinion whether the loan agreement violates IGRA's requirement that a Tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following document submitted as an attachment to an October 25, 2013 e-mail sent by Kent Richey on behalf of the Tribe:

- Loan agreement between the MTGA and Tribe, and various lenders marked at top rights as "LW DRAFT 10/24/13" and bottom left as "SD/1317051.16" (Loan Agreement).

The Loan Agreements contains 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 the Loan Agreement is not a management contract and does not require the approval of the Chair. It is also my opinion that it does not violate IGRA's sole proprietary interest requirement.

It is my understanding that the Loan Agreement is 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

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Agreement as submitted on October 25, 2013. 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).

If you have any questions, please contact me at (202) 632-7003.

Sincerely,



Eric Shepard  
Acting General Counsel

cc: Helga Woods, Attorney General  
Mohegan Tribe of Indians of Connecticut  
(via e-mail: [hwoods@moheganmail.com](mailto:hwoods@moheganmail.com))

Kent Richey, Esq.  
Faegre Baker Daniels, L.L.P.  
(via e-mail: [kent.richey@faegrebd.com](mailto:kent.richey@faegrebd.com))