

INDIANA GAMING COMMISSION
BUSINESS MEETING
SEPTEMBER 13, 2018

The Indiana Gaming Commission Business Meeting was stenographically taken down by me, Tonya Esparza, RPR, a Notary Public in and for the County of Marion, State of Indiana, held at the Chamber of Commerce Conference Center, 101 West Washington Street, 8th Floor, Indianapolis, Indiana, commencing at the hour of 2:00 p.m., September 13, 2018. The following transcript is a true and accurate transcript of the proceedings held.

CIRCLE CITY REPORTING
135 North Pennsylvania
Suite 1720
Indianapolis, IN 46204
(317) 635-7857

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ON BEHALF OF THE GAMING COMMISSION:

Mike McMains, Chairman

Marc Fine, Commissioner

Susan Williams, Commissioner

Rich McClain, Commissioner

Mike Herndon, Commissioner

Sara Tait, Executive Director

Jennifer Reske, Deputy Director

Greg Small, General Counsel

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1 CHAIRMAN McMains: Well, good afternoon,
2 ladies and gentlemen. It's 1:00 o'clock, and
3 it's my pleasure to welcome you to the
4 September 13, 2018 -- it's 2:00 o'clock. Thank
5 you, sir.

6 It's 2:00 o'clock. And it's my pleasure to
7 welcome you to the Indiana Gaming Commission
8 meeting of September 13, 2018.

9 We'd like to start with a call of the order,
10 which I just did, and the roll call, if you will.

11 And, Sara, would you call the roll for the
12 commissioners, please.

13 MS. TAIT: Chairman McMains?

14 CHAIRMAN McMains: Here.

15 MS. TAIT: Vice Chair Fine?

16 MR. FINE: Here.

17 MS. TAIT: Commission Williams?

18 MS. WILLIAMS: Here.

19 MS. TAIT: Commission Herndon?

20 MR. HERNDON: Here.

21 MS. TAIT: And Commissioner McClain?

22 MR. McCLAIN: Here.

23 CHAIRMAN McMains: Thank you, Sara.

24 Five commissioners of our seven are here in
25 person so a quorum is established.

1 First item on the agenda is the approval of
2 the minutes for the last meeting.

3 Commissioners, have you all had a chance to
4 review the minutes from the previous meeting?
5 What say you?

6 MR. FINE: Move for the approval.

7 MS. WILLIAMS: Second.

8 CHAIRMAN McMAINS: It's been properly moved
9 and seconded that we approve the minutes from the
10 previous meeting of the Indiana Gaming
11 Commission.

12 Is there any discussion on that motion?

13 Hearing none, all in favor, please signify
14 by saying aye.

15 (Commissioners respond, "Aye.")

16 CHAIRMAN McMAINS: Thank you. Motion passes
17 unanimately.

18 Before I introduce Sara, I wanted to take a
19 moment and let you all know that last week was a
20 really important week for the Indiana Gaming
21 Commission. Its executive director, Sara Gonzo
22 Tait, was named as the regulator of the year for
23 North America by the International Masters of
24 Gaming Law.

25 (Applause.)

1 CHAIRMAN McMAINS: It's an honor for the
2 state of Indiana, and certainly an honor for
3 Sara, and she is terrific and a delight to work
4 with as many of you know.

5 And we're very proud of you, Sara.

6 MS. TAIT: Thank you.

7 CHAIRMAN McMAINS: Sara, you have a report?

8 MS. TAIT: I do. Well, good afternoon,
9 everyone, and thank you, Mr. Chair.

10 We have two new staff members I'd like to
11 introduce. Latrice Acres right there. Latrice
12 has recently joined us as our new assistant
13 controller. She graduated from Ball State with
14 an accounting degree and began her career in
15 government as an intern at the Defense Finance
16 and Accounting Service and has worked for three
17 other state agencies before joining us.

18 She obtained her MBA from Indiana Wesleyan
19 in 2014. And on a interesting note, Latrice and
20 I went to high school together, and a lot of
21 staff have already offered her money to get some
22 dirt on me, but she has no derogatory information
23 to share with anybody, so don't try.

24 So welcome, Latrice.

25 And then Billy Quist. Billy has joined us

1 as our newest auditor. He was previously at Blue
2 Chip Casino where he was an internal auditor
3 there for six years. Prior to that he worked
4 with compliance in a casino in Louisiana for four
5 years. He is a certified internal auditor and
6 also an Institute of Internal Auditors member.

7 He graduated from Purdue with a business
8 management degree and a minor in finance, and he
9 has three daughters, first grade are twins, we
10 have a twin connection, and a one and a half
11 years old.

12 So welcome to Billy.

13 Since the June 2018 meeting, Commission
14 staff has added 19 individuals to the exclusion
15 list, and 11 waivers have been granted to the
16 casino properties. More detailed information was
17 provided to the commissioners and will be posted
18 on our website.

19 Our investigation divisions have completed
20 reinvestigations of suppliers TCS John Huxely and
21 House Advantage. Those reports are contained in
22 your confidential materials, and Directors Leek
23 and Brown are available if there are any
24 questions.

25 Pursuant to a request by Caesars

1 Entertainment Corporation and in accordance with
2 the provisions of applicable law and resolution
3 2017-109, on September 5th, 2018, I, after
4 consultation with Chairman McMains and
5 Commissioner Saxon, issued an interim approval
6 and partial waiver of 68 IAC 5-3-2 for Caesars --
7 to Caesars for a debt transaction that was
8 proposed by the company.

9 Subsequently Caesars has notified staff of a
10 proposed change in the terms that was not
11 contemplated in the interim approval, and as
12 such, Caesars has requested that this interim
13 approval and waiver be withdrawn, and I have
14 consented to that request.

15 As an official action of the Commission was
16 taken, a report of such action to the entire
17 Commission was required.

18 I'd also like to take a moment to thank the
19 Chamber of Commerce for allowing us the use of
20 this room today. We've gotten a lot of praise
21 that it's really quick from our office from
22 staff, so that's good.

23 And on a sad note, I'd also like to
24 acknowledge the passing earlier this week of the
25 Indiana Gaming Commission's former executive

1 director Glen Warrens after an illness. Glen
2 served the IGC under Governors O'Bannon and
3 Kernan. I did not know him personally, but I
4 know that many in our state and with the Gaming
5 Commission held him in high esteem and our
6 thoughts are with his family and his many
7 friends.

8 So that concludes my report unless there are
9 any questions.

10 CHAIRMAN McMAINS: Thank you, Sara.

11 Would all persons who know themselves as
12 potential witnesses today before the Commission's
13 hearing and meeting please stand to administer
14 the oath?

15 Would you please raise your right hand and
16 remain standing after you take the oath?

17 Do you hereby solemnly swear, subject to the
18 penalties of perjury, that everything you say
19 will be the truth, the only truth, and nothing
20 but the truth, so help you God?

21 (Witnesses sworn.)

22 CHAIRMAN McMAINS: Thank you. Remain
23 standing, and let's go around the room and have
24 each of you recite your names.

25 MR. MOLOY: Dustin Moloy.

1 MS. SERVIES: Alyssa Servies.

2 MR. SICUSO: Philip Sicuso.

3 MR. QUATMANN: Ed Quatmann.

4 MR. HENDRICKS: Jeff Hendricks.

5 MR. G. CARANO: Gary Carano.

6 MR. MOORE: Brandon Moore.

7 MS. LEEK: Danielle Leek.

8 MS. GARDNER: Stephanie Gardner.

9 MR. REEG: Tony Reeg.

10 MR. A. CARANO: Anthony Carano.

11 HONORABLE WINNECKE: Lloyd Winnecke.

12 MS. BUNTON: Angie Bunton.

13 MR. NORRIS: Matthew Norris.

14 CHAIRMAN McMAINS: Did we get everybody?

15 MR. SMALL: Greg Small.

16 CHAIRMAN McMAINS: Thank you, Greg.

17 Please be seated. Thank you very much.

18 Is there any old business to come before the
19 Commission?

20 Hearing none, is there any new business?

21 Stephanie?

22 MS. GARDNER: Good afternoon, Commissioners
23 and executive staff. You have before you 17
24 orders regarding the Voluntary Exclusion Program.
25 Pursuant to the rules of the program, the

1 identities of the Voluntary Exclusion
2 participants must remain confidential. Pursuant
3 to 68 IAC 6-3-1(g), a participant in the program
4 agrees that if he or she violates the terms of
5 the program and enters the gaming facility under
6 the jurisdiction of the Commission, they will
7 forfeit any jackpot or thing of value won as a
8 result of a wager.

9 Under Orders 2018-123 through 2018-139,
10 total sum of \$21,975.45 was forfeited by John
11 Does 40 through 56. These winnings were
12 collected at Blue Chip, French Lick, Hollywood,
13 Hoosier Park, Horseshoe Hammond, Horseshoe
14 Southern, Indiana Grand, Majestic Star, and
15 Tropicana. These winnings were held as required
16 by Commission regulations.

17 Mr. Chair, this concludes my presentation.

18 CHAIRMAN McMANS: Thank you.

19 Ladies and gentlemen, have you had a chance
20 to review the proposed order? What's your
21 pleasure?

22 MR. FINE: Move for approval.

23 MR. HERNDON: Second.

24 CHAIRMAN McMANS: It's been properly moved
25 and seconded proposed Order Number 2018-123

1 through 139 be approved.

2 Is there any discussion on the motion?

3 Hearing none, all in favor, please signify
4 by saying aye.

5 (Commissioners respond, "Aye.")

6 CHAIRMAN McMAINS: Motion passes
7 unanimately. Thank you.

8 MS. GARDNER: Thank you.

9 MS. TAIT: Moving on to supplier matters,
10 Dustin Moloy.

11 MR. MOLOY: Good afternoon, Commissioners.

12 Commissioners, you have before you
13 Order 2018-140 pursuant to Indiana Code Section
14 4-33-7-8 and 68 IAC Section 2-2-8, a supplier's
15 license must be renewed each year along with
16 payment of a \$7500 renewal fee.

17 Each of the following licensees has
18 submitted a timely request for renewal along with
19 the required payment: Gaming Partners
20 International USA, Inc., Everi Games, Inc., GLP
21 Capital, LP, American Gaming & Electronics, Inc.,
22 and Global Surveillance Associates, Inc.

23 Approving Order 2018-140 would have the
24 effect of renewing the license of each of the
25 respective licensees for a period of one year.

1 I'd be happy to answer any questions. Thank
2 you.

3 CHAIRMAN McMAINS: Thank you, sir.

4 Any questions for Mr. Moloy?

5 MR. FINE: Move for approval of Order
6 2018-140.

7 MS. WILLIAMS: Second.

8 CHAIRMAN McMAINS: It has been properly
9 moved and seconded to approve motion of Order
10 2018-140.

11 Is there any further discussion on the
12 motion?

13 Hearing none, all in favor, please signify
14 by saying aye.

15 (Commissioners respond, "Aye.")

16 CHAIRMAN McMAINS: Opposed?

17 Thank you. Motion passes unanimously.

18 MR. MOLOY: Thank you.

19 CHAIRMAN McMAINS: Thank you, Mr. Moloy.

20 MS. TAIT: Next up will be supplier transfer
21 of ownership.

22 And, Danielle?

23 MS. LEEK: Good afternoon.

24 Order 2018-141 is an order approving the
25 transfer of ownership in NRT Technology

1 Corporation and name change to NTR Sightline
2 Corporation. Under 68 IAC 5-2, supplier
3 licensees that are private companies must comply
4 with certain requirements before transferring an
5 ownership interest.

6 The proposed transfer of ownership involves
7 the merger of businesses by NRT Technology Corp.
8 and Sightline Payments, LLC. NRT is a current
9 supplier licensee in good standing. As a result
10 of this merger transaction, NRT will have new
11 ownership and will change its name to NRT
12 Sightline Corporation.

13 NRT Sightline Corporation, which is the
14 applicant, filed the transfer of ownership
15 application in January of 2018. The Commission
16 has completed its background and financial
17 investigation of the applicant, and the final
18 reported is contained in your confidential
19 materials.

20 Staff has determined that the applicant is
21 substantially compliant with Indiana statutes and
22 regulations, and satisfies the requirements for
23 transfer of ownership.

24 The order approving the transfer of
25 ownership is subject to the following conditions:

1 Number 1, the order shall be effective when the
2 applicant receives approval from all regulatory
3 jurisdictions that require approval for the
4 transaction to close;

5 2, if the applicant or any substantial
6 owners or key persons fail to receive required
7 approvals from other jurisdictions to act in
8 their capacity as outlined in the Indiana
9 application, the order may be subject to further
10 consideration;

11 3, conditions imposed by other jurisdictions
12 shall require written notification to the
13 executive director;

14 And 4, this order does not address any
15 occupational licensing discussions. Those
16 decisions are made and issued by the executive
17 director at or around the time of closing.

18 Approving this order will approve the
19 transfer of ownership in NRT and the name change
20 with the conditions that I've described.

21 Staff would be happy to address any
22 questions that you may have.

23 CHAIRMAN McMANS: Thank you, ma'am.

24 Commissioners, any questions for Ms. Leek?

25 MR. FINE: Move for approval of Order

1 2018-141.

2 CHAIRMAN McMAINS: Is there a second?

3 MR. McCLAIN: Second.

4 CHAIRMAN McMAINS: It's been properly moved
5 and seconded to approve proposed Order 2018-141.

6 Is there any discussion on the motion?

7 Hearing none, all commissioners in favor of
8 the motion, please signify by saying aye.

9 (Commissioners respond, "Aye.")

10 CHAIRMAN McMAINS: Opposed?

11 Motion passes unanimously.

12 Thank you, ma'am.

13 MS. LEEK: Thank you.

14 MS. TAIT: And moving on to supplier
15 disciplinary actions, Angela Bunton.

16 MS. BUNTON: Good afternoon, Commissioners
17 and executive staff.

18 You have before you four settlement
19 agreements concerning disciplinary actions
20 against licensed suppliers. Orders 2018-142,
21 2018-143, 2018-144, and 2018-145 are settlement
22 agreements with Aristocrat Technologies, Bally
23 Gaming, Interblock Luxury Gaming Products, and
24 Konami Gaming wherein the suppliers violated the
25 rules of shipping electronic gaming device

1 hardware and software.

2 Aristocrat and Bally have agreed to the
3 monetary settlement of \$3,000 in lieu of
4 disciplinary action. Interblock and Konami have
5 agreed to a monetary settlement of \$1,500 in lieu
6 of disciplinary action.

7 Mr. Chair, this concludes my presentation.

8 CHAIRMAN McMAINS: Thank you, ma'am.

9 Any questions for Ms. Bunton?

10 MR. FINE: Move for approval orders 2018-142
11 to 145.

12 MS. WILLIAMS: Second.

13 CHAIRMAN McMAINS: It's been properly moved
14 and seconded to approval proposed Orders 2018-142
15 through 145.

16 Any discussion on the motion?

17 Hearing none, all in favor, please signify
18 by saying aye.

19 (Commissioners respond, "Aye.")

20 CHAIRMAN McMAINS: Opposed?

21 Motion passes unanimously. Thank you.

22 MS. TAIT: Moving on to occupational
23 licenses. Ms. Servies.

24 MS. SERVIES: Good afternoon, Commissioners.

25 You have before you Orders 2018-146 and

1 2018-147 concerning settlement agreements between
2 Commission staff and occupational licensees.
3 Each of these licensees failed to comply with
4 Indiana Administrative Code Title 68 Section
5 2-3-9.

6 In lieu of disciplinary action, Commission
7 staff offered each of these licensees a
8 settlement agreement that would have them agree
9 to an unpaid voluntary relinquishment of the
10 occupational license for a period of regularly
11 scheduled working days, with no vacation or other
12 paid time off to be used.

13 Each of these licensees has agreed to the
14 terms of the settlement agreement. Detailed
15 information regarding each applicant's
16 investigation is contained in confidential
17 materials provided to the Commission.

18 Approval of Orders 2018-146 and 2018-147
19 would have the effect of approving the settlement
20 agreements entered into by the parties.

21 At this time, I will take any questions.

22 CHAIRMAN McMANS: Thank you.

23 Any questions?

24 MR. FINE: Move for approval of Orders
25 2018-146 and 147.

1 MR. HERNDON: Second.

2 CHAIRMAN McMAINS: It's been properly moved
3 and seconded to approve proposed Orders 2018-146
4 and 147.

5 All in favor of the motion, please signify
6 by saying aye.

7 (Commissioners respond, "Aye.")

8 CHAIRMAN McMAINS: All opposed?

9 Hearing none, motion passes unanimously.
10 Thank you.

11 MS. TAIT: Continue.

12 MS. SERVIES: Okay. Commissioners, you now
13 have before you Orders 2018-148 and 2018-149,
14 which deny applications for occupational licenses
15 to work in Indiana casinos.

16 Pursuant to Indiana Code Section 4-33-8-3,
17 an occupational license may not be issued to an
18 individual unless he or she has met the standards
19 adopted by the Commission for holding an
20 occupational license.

21 An applicant for a Level 2 or Level 3
22 occupational license must include the applicant's
23 criminal history in his or her application. Any
24 misrepresentation or omission made with respect
25 to the application may be grounds for denial of

1 the application pursuant to Indiana
2 Administrative Code Title 68 Section 2-3-4(b)(2).

3 As part of the routine background
4 investigation into each applicant, the Commission
5 staff discovered that the applicants represented
6 in Orders 2018-148 and 2018-149 failed to meet
7 the established standards for licensure. The
8 applicants were given an opportunity to withdraw
9 their application from consideration for
10 permanent licensure.

11 Detailed information regarding each
12 applicant's investigation is contained in
13 confidential materials provided to the
14 Commission. Approval of Orders 2018-148 and
15 2018-149 would have the effect of denying
16 occupational licenses to work in Indiana casinos.

17 At this time, I will take any questions.

18 CHAIRMAN McMAINS: Commissioners, do you
19 have any questions? What's your pleasure?

20 MR. FINE: Move for approval of Orders
21 2018-148 and 149.

22 MR. McCLAIN: Second.

23 CHAIRMAN McMAINS: It's been properly moved
24 and seconded to approve proposed Orders 2018-148
25 and 149.

1 Is there any further discussion on the
2 motion?

3 Hearing none, all in favor of the motion,
4 please signify by saying aye.

5 (Commissioners respond, "Aye.")

6 CHAIRMAN McMANS: Opposed?

7 Motion passes unanimously.

8 MS. SERVIES: Thank you, Commissioners.

9 MS. TAIT: Moving on to paid fantasy sports.
10 Dustin Moloy?

11 MR. MOLOY: Commissioners, you have before
12 you Order 2018-150 regarding the renewal of the
13 paid fantasy sports game operator's license for
14 SportsHub Technologies, LLC. SportsHub's license
15 is set to expire September 28, 2018, and it has
16 filed the proper paperwork to renew its license
17 and has paid the required renewal fee.

18 Approving Order 2018-150 would have the
19 effect of renewing SportsHub's paid fantasy
20 sports game operator's license for a period of
21 one year.

22 I would be happy to answer any questions.

23 CHAIRMAN McMANS: Thank you.

24 Any questions?

25 MR. FINE: What's the renewal fee?

1 MR. MOLOY: The renewal fee is 5,000.

2 CHAIRMAN McMAINS: Any further questions?

3 MR. FINE: Move for approval of Order
4 2018-150.

5 MS. WILLIAMS: Second.

6 CHAIRMAN McMAINS: It's been properly moved
7 and seconded to approve Order 2018-150.

8 Any further discussion on the -- I'm sorry,
9 on the motion? All in favor of the motion,
10 please signify by saying aye.

11 (Commissioners respond, "Aye.")

12 CHAIRMAN McMAINS: Opposed?

13 Hearing none, motion passes unanimously.

14 Thank you, Dustin.

15 MR. MOLOY: Thank you.

16 MS. TAIT: Aly, if you want to come back up
17 for rules.

18 MS. SERVIES: Commissioners, you have before
19 you Resolution 2018-151 which concerns readopting
20 administrative rules that are set to expire.

21 As background information, administrative
22 rules adopted under Indiana Code Chapter 4-22-2
23 expire on January 1st of the seventh year after
24 the year in which the rule takes effect. The
25 administrative rule sections that are addressed

1 in this resolution are due to expire on
2 January 1st, 2019, unless they are readopted.
3 The statute provides an abbreviated re Adoption
4 process for rules that are not to be edited.

5 Commission staff began the re Adoption
6 process by filing a notice of intent to re Adopt
7 with the legislative services agency. The notice
8 of intent to re Adopt was posted on the Indiana
9 Register website and the Indiana Gaming
10 Commission website on July 11th, 2018.

11 The 30-day statutory period for filing
12 either an objection to the abbreviated process or
13 a request to separate any of the rules passed
14 without any -- passed without any person filing
15 an objection or request to separate.

16 Commission staff did not hold a public
17 hearing because no comments or objections were
18 filed.

19 The abbreviated re Adoption process also
20 requires the Commission to consider the effect of
21 the re Adopted rules on small businesses. Thus, a
22 small business impact statement has been included
23 in your Commission documents.

24 Resolution 2018-151, if passed, will adopt
25 the sections identified in the notice of intent

1 without any changes or edits. The readopted
2 final rule will be filed with the Indiana
3 Register, and it will be effective 30 days after
4 it is filed.

5 At this time, I will take any questions.

6 CHAIRMAN McMANS: Ms. Servies, could you go
7 through and explain what each of those rules
8 means?

9 MS. SERVIES: Each one? So the first
10 section is -- okay.

11 CHAIRMAN McMANS: Any others questions,
12 Commissioners?

13 MR. FINE: Move for approval of Resolution
14 2018-151.

15 MS. WILLIAMS: Second.

16 CHAIRMAN McMANS: It's been properly moved
17 and seconded to approve Order 2018-151.

18 Is there any further discussion on the
19 motion?

20 Hearing none, all in favor of the motion,
21 please signify by saying aye.

22 (Commissioners respond, "Aye.")

23 CHAIRMAN McMANS: Opposed?

24 Hearing none, motion passes unanimously.

25 Thank you, ma'am.

1 MS. SERVIES: Thank you, Commissioners.

2 MS. TAIT: Moving on to casino matters and
3 disciplinary actions, Angela Bunton.

4 MS. BUNTON: Good afternoon again.

5 You have before you 10 settlement agreements
6 concerning disciplinary actions.

7 Order 2018-152 is the settlement agreement
8 with Ameristar East Chicago and includes four
9 counts wherein the casino failed to timely notify
10 the Commission of a termination, failed to notify
11 the Commission of a jackpot switch on two
12 occasions, violated their internal control
13 procedures for the currency collection process,
14 and violated the rules on playing cards.

15 Ameristar agreed to a monetary settlement of
16 \$5,500 in lieu of disciplinary action.

17 Order 2018-153 is a settlement agree with
18 Blue Chip Casino and includes two counts wherein
19 the casino violated the rules on live gaming
20 device fills, and violated the rules and their
21 internal control procedures on roulette and
22 promotional chips.

23 Blue Chip agreed to a monetary settlement of
24 \$7,000 in lieu of disciplinary action.

25 Order 2018-154 is a settlement agreement

1 with French Lick Resort Casino and includes three
2 counts wherein the casino failed to timely notify
3 the Commission of a termination, allowed an
4 underage person on the casino floor, and violated
5 rules and their internal control procedures for
6 manually paid jackpots, TITO ticket issuance, and
7 coin testing.

8 French Lick agreed to a monetary settlement
9 of \$10,500 and a corrective agency plan for the
10 slot department in lieu of disciplinary action.

11 Order 2018-155 is a settlement agreement
12 with Hollywood Casino and includes five counts
13 wherein the casino failed to timely notify the
14 Commission of a termination, allowed an underage
15 person on the casino floor, violated the rules
16 and their internal controls for child support
17 arrears delinquency reporting, violated the rules
18 on resetting an electronic gaming device, and
19 violated the rules for ensuring assets are
20 safeguarded.

21 Hollywood agreed to a monetary settlement of
22 \$45,500 in lieu of disciplinary action.

23 Order 2018-156 is a settlement agreement
24 with Horseshoe Hammond wherein the casino
25 violated the rules and their internal control

1 procedures for the currency collection and soft
2 count process for electronic gaming devices and
3 table games.

4 Horseshoe agreed to a monetary settlement of
5 \$5,000 in lieu of disciplinary action.

6 Order 2018-157 is a settlement agreement
7 with Horseshoe South and includes three counts
8 wherein the casino violated the rules for live
9 gaming device fills and credits, allowed an
10 underage person on the casino floor, and violated
11 the rules for live gaming device equipment at a
12 roulette and poker table.

13 Horseshoe South agreed to a monetary
14 settlement of \$9,500 in lieu of disciplinary
15 action.

16 Order 2018-158 is a settlement agreement
17 with Indiana Grand and includes six counts
18 wherein the casino failed to timely notify the
19 Commission of two terminations, violated the
20 rules for coin testing electronic gaming devices,
21 allowed an underage person on the casino floor,
22 violated the surveillance rules, violated the
23 rules and their internal control procedures on
24 child support arrears and delinquency reporting,
25 and violated the rules on manually paid jackpots.

1 Indiana Grand agreed to a monetary
2 settlement of 17,000 in lieu of disciplinary
3 action.

4 Order 2018-159 is a settlement agreement
5 with Majestic Star Casino and includes four
6 counts wherein the casino violated the rules and
7 their internal control procedures for child
8 support arrears delinquency reporting, violated
9 the rules on playing cards, violated the vendor
10 and visitor log rules, and violated the rules for
11 progressive controllers.

12 Majestic Star agreed to a monetary
13 settlement of 43,000 in lieu of disciplinary
14 action.

15 Order 2018-160 is a settlement agreement
16 with Rising Star Casino and includes four counts
17 wherein the casino violated the rules and their
18 internal control procedures for child support
19 arrears delinquency reporting, violated the rules
20 on cage variances, failed to notify surveillance
21 prior to transporting cards and dice and entering
22 a live gaming device pit area, and violated the
23 surveillance rules.

24 Rising Star agreed to a monetary settlement
25 of 29,000 in lieu of disciplinary action.

1 Order 2018-161 is a settlement agreement
2 with Tropicana Evansville wherein the casino
3 violated the rules on sensitive keys.

4 Tropicana agreed to a monetary settlement of
5 2500 in lieu of disciplinary action.

6 Mr. Chair, this concludes my presentation.

7 CHAIRMAN McMANS: Thank you, ma'am.

8 Any questions for Ms. Bunton?

9 Commissioners, what's your pleasure?

10 MR. FINE: Move for approval of Orders
11 2018-152 through 2018-161.

12 MS. WILLIAMS: Second.

13 CHAIRMAN McMANS: It's been properly moved
14 and seconded to approve Orders 2018-152 through
15 161.

16 Any further discussions on the motion?

17 Hearing none, all in favor of the motion,
18 please signify by saying aye.

19 (Commissioners respond, "Aye.")

20 CHAIRMAN McMANS: Opposed?

21 Hearing none, the motion passes unanimously.

22 MS. BUNTON: Thank you.

23 MS. TAIT: On to renewals.

24 Dustin Moloy.

25 MR. MOLOY: Commissioners, you have before

1 you Order 2018-162 regarding the renewal of the
2 casino owner's license for Blue Chip Casino, LLC,
3 and Order 2018-163 regarding the renewal of the
4 casino owner's license for Gaming Entertainment
5 Indiana, LLC, operating as Rising Star.

6 Blue Chip and Rising Star have filed the
7 proper paperwork and have paid their respective
8 renewal fees.

9 Blue Chip's license was set to expire on
10 August 17th, 2018. However, Executive Director
11 Tait issued an interim renewal to Blue Chip to
12 cover the period of time between the license's
13 expiration date and this business meeting.
14 Rising Star's license is set to expire on
15 September 15, 2018.

16 Additionally, by Orders 2017-170 and
17 2017-171, the Commission approved the power of
18 attorney for Blue Chip and Rising Star
19 respectively. Their approvals expire upon the
20 renewal of the casino owner's license. For that
21 reason, all casinos must request renewal of the
22 Commission's approval of the written power of
23 attorney concurrently with the request for
24 renewal, or present the Commission with a new
25 written power of attorney naming a new

1 trustee-in-waiting.

2 Both Blue Chip and Rising Star have stated
3 their intent to maintain their existing
4 trustee-in-waiting and have not presented the
5 Commission with any modifications to their power
6 of attorney.

7 Approving Orders 2018-162 and 2018-163 would
8 have the effect of renewing the license of each
9 of the respective licensees for a period of one
10 year.

11 Thank you.

12 CHAIRMAN McMAINS: Any questions for Dustin?
13 What's your pleasure, Commissioners?

14 MR. FINE: Move for approval.

15 MR. HERNDON: Second.

16 CHAIRMAN McMAINS: It's been properly moved
17 and seconded to approve Orders 2018-162 and 163.

18 Any further discussions on the motion?

19 Hearing none, all in favor of the motion,
20 please signify by saying aye.

21 (Commissioners respond, "Aye.")

22 CHAIRMAN McMAINS: Opposed?

23 Hearing none, the motion passes unanimously.

24 Thank you.

25 MS. TAIT: So next we will move to the

1 transfer of ownership of the Tropicana
2 Entertainment to Eldorado Resorts. So we'll
3 start with a presentation.

4 I'm pleased to welcome representatives of
5 Eldorado Resorts. We'll have Mr. Gary Carano or
6 Matt, Matt Norris, is going to introduce
7 everybody for us. So welcome, Matt.

8 MR. NORRIS: Thank you, Director Tait,
9 Chairman McMains, and members of the Commission.
10 My name is Matthew Norris. I'm of counsel with
11 Krief DeVault, and I'm here today on behalf of
12 Eldorado Resorts, Inc. We thank you for the
13 opportunity to present to you here today.

14 We also appreciate your thoughtful review of
15 our application for transfer of ownership of
16 Tropicana Evansville to Eldorado Resorts, Inc.,
17 and we respectfully request your approval of the
18 same.

19 You'll hear shortly from several executives
20 with Eldorado Resorts who will speak to the
21 company's history, their culture, and their
22 commitment to Evansville. Before I turn it over
23 to them, I just wanted to personally thank the
24 staff of the Indiana Gaming Commission for their
25 assistance through this process. Director Tait

1 and her team were outstanding to work with over
2 these last several months, and we truly
3 appreciate their help.

4 With that, please allow me to introduce
5 Gary Carano, chairman, CEO of Eldorado Resorts,
6 Inc., who will begin the presentation.

7 Thank you.

8 MR. G. CARANO: Morning -- afternoon, excuse
9 me, Mr. Chairman, vice chairman, commissioners,
10 executive director, and staff, Gary Carano,
11 chairman and chief executive officer of the
12 Eldorado.

13 I'm here to today -- we're back. We were
14 almost here in 2007, and you'll see and hear from
15 me today our excitement about having the
16 opportunity to come be a player in the great
17 state of Indiana.

18 Today with me is our present chief financial
19 officer, Tom Reeg, who will present to you later
20 today; my son Anthony, our executive vice
21 president and chief operating officer; Ed
22 Quatmann, a local boy from Evansville, his wife's
23 from Evansville and his in-laws live in
24 Evansville, he's our executive vice president and
25 chief legal officer; Stephanie Lepori, our chief

1 accounting officer who has been with the family
2 for 30 years; Jeff Hendricks, our vice president
3 of compliance; our general manager, who the
4 executive director and staff know, John Chaszar
5 is here with us today with a couple of his team
6 members; and last but not certainly least is our
7 Mayor Lloyd Winnecke today, showing us support of
8 our opportunity.

9 Little bit about who we are today. We've
10 grown, and you'll see it in the next few slides,
11 from a small company of two and a half properties
12 in Reno and Louisiana to today 19 properties, ten
13 states. As my dad would say, we've got 20,000
14 slot machines, we've got, you know, 7,000 hotel
15 rooms, blackjack tables, but we have today almost
16 12,000 team members, which is a very, very
17 important culture of our family-run company.

18 It all started in 1973. My father passed
19 away last October, was -- he passed away as a
20 little old winemaker. Our family owns
21 Ferrari-Carano Wines, sold in 50 states
22 20-some-odd foreign countries, and that truly
23 became his passion later in life.

24 But in 1973, he was a gaming attorney,
25 represented a lot of gaming clients, and he, with

1 his high school buddy and architect, convinced
2 the family to buy the rest of a small block in
3 Reno, Nevada, and we built our first property,
4 the Eldorado in Reno, 282 rooms in 1973.

5 As time progressed -- I'm the oldest of five
6 children. We've all worked in the business. My
7 two twin brothers and Gene grew up in the casino
8 business on the casino side. Glenn, who I'm sure
9 all of you Cowboy fans remember Glenn as a backup
10 quarterback to Roger Staubach and Danny White in
11 1977 to '83. I know we're not Cowboy fans here.
12 I was supposed to get a laugh, but he does have a
13 Superbowl ring, and my mom has a NFC championship
14 ring that she proudly wears. But after Glenn
15 came back and got a real job with us, he grew up
16 in the hotel side of the business and is still
17 with us today.

18 Gregg, our youngest brother, is our
19 corporate vice president of food and beverage.
20 He grew up in the food and beverage side. He and
21 his wife went to the Culinary Institute in
22 Hyde Park, New York. He is the chef of the
23 family. He and his wife went to Florida
24 International and got their hospitality degree.

25 And my sister Cindy grew up in the hotel

1 side, trained at -- in the Hyatt Embarcadero in
2 San Francisco, and then came back to the family
3 and is now in charge of our charitable
4 contributions in Reno.

5 The point of the story is that the family
6 all grew up in the business. I grew up on the
7 casino side, went to Las Vegas. My dad's partner
8 was chairman of the board of the Holiday Casino,
9 which is now Harrah's, went through a training
10 program there for a few years, came back to Reno,
11 and literally we've -- all the family members
12 have worked in many of the casino jobs and
13 nongaming jobs.

14 So that was the culture that my father
15 instilled in us and all of our management team
16 that have been with us. Rob Mushu is one of our
17 senior vice presidents of operations. He came in
18 the door in internal audit in 1975, I think, and
19 today is a senior vice president of operations.

20 How we'll run our property -- our or company
21 with -- once we hopefully get the approval from
22 you and other jurisdictions, we'll have 26
23 casinos in 13 states. We have regional senior
24 vice presidents of operations, and this region my
25 brother Glenn will work with John and his team.

1 One of our other regional senior vice
2 president of operations played football with my
3 brother at U&LB, and has been with the family
4 since the late '70s.

5 So I -- our cultures is we're -- as my dad
6 would say, get your blanks out of the office, get
7 on the floor and know your team members, take
8 care of your team members, and take care of your
9 players. You can't learn that being in an
10 office.

11 We kind of were always looking for the next
12 opportunity. Tom Reeg will -- was very
13 instrumental when he was with a private equity
14 firm in 1995, we were able to -- excuse me, 2005.
15 We were able to buy the Hollywood Casino out of
16 bankruptcy in Shreveport, Louisiana. Before that
17 in 1995 went into a joint venture which is now
18 MGN International and built a 1700-room hotel
19 casino called The Silver Legacy in Reno, which we
20 were the managing partner. 2005 we went to
21 Shreveport.

22 2014 was a big year for the family. We
23 went -- Tom and I and my son Anthony went to my
24 father and said we'd like to -- we have this
25 opportunity to merge into a public company, MTR

1 Gaming. Dad, I'd like you to be the chairman, I'll
2 be the CEO.

3 And by this time, you know, my dad was
4 really into developing -- we have three
5 wineries -- really into building and developing
6 the wineries. Dad, you'll be the chairman, I'll
7 be the CEO. He goes, no, I'm not going to be the
8 chairman. What? I want you to be the chairman.
9 Okay. But dad you'll be on the board.

10 Nope, dad turned over the reins. He went on
11 to -- up until his dying day was still developing
12 caves and expanding one of our red wine wineries.

13 So 2014 is when we merged and acquired MTR
14 Gaming, three great properties that we have.

15 And 2015, after it seemed like an eternity,
16 we were able to acquire the other half of The
17 Silver Legacy in Reno that we had built with MGM
18 and also acquired Circus Circus Enterprises. So
19 in Reno, you'll see later on, we have 4100 rooms.
20 I know the executive director and her team came
21 out to see us. We have 4100 rooms, really under
22 one roof with sky bridges, is a very nice
23 complex.

24 In 2017, we had the opportunity to Isle of
25 Capri. It was an opportunity that Tom and I had

1 dinner with the Goldstein -- Rob Goldstein was
2 the son of the founder, a lot of coincidences
3 between Bernie Goldstein, who is the godfather of
4 the riverboat gaming and his family, but his
5 family is the skybo (ph) business, our family was
6 in the casino business, but we got a lot of
7 similar discussions about our dad.

8 We hit it off immediately, and we were able
9 to make a deal with Isle of Capri, and that
10 basically doubled the size of the company and has
11 been a great acquisition, and we fully integrated
12 that group into our portfolio of casinos.

13 And April of this year, we had the
14 opportunity to talk to the Tropicana
15 Entertainment people about their eight
16 properties, one of which is in Aruba, and Tom
17 will explain that, that we would say that that's
18 really not in our geographic bounds, but we're
19 very, very excited to be in front of you today.

20 The Evansville property, when we saw that
21 for the first time, having not been back here
22 since 2007 -- it's a small world. The architect
23 and general contractors owner's rep that Trop
24 used, we have used also and continue to use in
25 some of our projects. But we were literally

1 blown away as how good a job they did, and are
2 very excited about having the opportunity to own
3 this property along with the other Trop
4 properties.

5 Also, another property that seems like, you
6 know, the gaming world is so small, we -- MGM and
7 the Christopher family of Hyde Gaming owned the
8 Grand Victoria Casino in Elgin, and for years
9 because of our relationship with MGM, Jim Mernon
10 (ph) and his team were trying to buy that
11 property, and finally Nick Priscar (ph) and his
12 family agreed to sale, and we just purchased
13 that, closed on that last few months.

14 So there's the current footprint across
15 America. Three properties in Reno. Colorado, we
16 have two Isle properties in there. Kansas City
17 has a riverboat much like the one that was in
18 Evansville prior to going land-based. Waterloo,
19 my brother just got back from Waterloo, and we
20 have -- not only we make wine, but we have micro
21 breweries. And Reno we have a micro brewery and
22 in Columbus, Ohio, Southern Downs, we have a
23 micro brewery.

24 Well, in Waterloo Isle we put a Brew
25 Brothers Light, went in and remodeled a sports

1 bar and restaurant into a Brew Brothers, so
2 that's an opportunity. We're doing the same
3 thing in Boonville. That's an opportunity that
4 we may have to rebrand, possible, the sports bar
5 at Trop in Evansville because of the excitement
6 that we think -- branding opportunities we have
7 there.

8 I talked about Grand Victoria. Mountaineer
9 Casino in West Virginia, it was one of the
10 original properties that MTR did. Southern Downs
11 in Columbus is a great racino. These are
12 racetracks, Mountaineer and Southern Downs in
13 Pompano Beach that we purchased from Isle is a
14 racetrack, 50-some-odd year old racetrack that
15 we've -- I don't know if you've read that we
16 announced that we were going to do a large
17 development with the unused property that we have
18 there with the Cordish Group out of Baltimore.

19 We have not only the racetrack, but we have
20 a practice track, we have an old 18-hole golf
21 course that's been not used for years. So that
22 property has a lot of potential development with
23 us as a 50/50 JV with the Cordis Group.

24 Cape Girardeau, Isle did a great job as Trop
25 did, built a nice property there. You have Lula,

1 you have Vicksburg. Lake Charles is an
2 opportunity for the company possibly to do
3 exactly what Trop did here and go land-based in
4 Louisiana. As you know that's an opportunity.

5 So as our culture is, as I stated, these are
6 just bricks and mortar. Trop did a great job in
7 developing the property here, but it's truly --
8 the culture we have is the team members, not only
9 that the guest experience that they provide for
10 our players and our guests, but also taking care
11 of our team members and working conditions that
12 they have. That is a culture that my father
13 instilled in the family, and we expect our
14 general managers to exude with all of our team
15 members.

16 Our management team. Tom has been with the
17 family in various capacities since 2007. Really
18 is the face of Wall Street, meeting with analysts
19 and investors, and also is very integral in
20 strategic development and also in operations.
21 He's really got into operations and led, with
22 Anthony, a new way of thinking of operating, and
23 has really been exciting for changing the way
24 that gaming really looks at how we operate today.

25 My son Anthony joined the company in 2014.

1 After none of dad's kids went to law school,
2 Anthony went to law school and became a
3 fair-haired child in my dad's eyes, and then went
4 to work for my father's law firm for about four
5 years. And then we went public, he came on to be
6 our chief legal officer. And then when we
7 purchased Isle of Capri, we brought Mr. Quatmann
8 on. And Anthony, who will go into his background
9 with you today, had done a management training
10 program with us at the Eldorado while he was an
11 undergraduate at the University of Nevada, and he
12 became the chief operating officer.

13 Ed Quatmann, as I said, our fair-haired boy
14 from Evansville -- I'm just kidding, we -- when
15 we purchased Isle of Capri, we were excited too
16 that came on with us and moved his big family out
17 to Reno, which is, you know -- that's been
18 interesting for us to be able to -- it's not easy
19 for people just to pick up their family and move
20 to anywhere, but Ed's a great addition to our
21 team.

22 Stephanie Lepori has been with the company
23 over 20 years, came in the door as a casino
24 controller to Silver Legacy, and has worked her
25 way up to the chief accounting officer with the

1 company.

2 In addition to that, I think I mentioned a
3 couple of the other team members. I -- just to
4 mention, our culture is we don't turn management
5 a lot. In the last five years, you know,
6 purchasing, we have -- we'll have 19 casinos, I
7 bet you we haven't changed general managers of
8 three maybe casinos I can think of where we're
9 almost to a fault of having to lose your position
10 in management with us. That's the way that we
11 were brought up.

12 So I don't -- we know that John and his team
13 have a great reputation, not only with you all,
14 but within the community.

15 That's one of the next bullet points. One
16 of our cultures is being very involved in the
17 community. My father instilled that in us. My
18 sister, like I said, is in charge of charitable
19 contributions in Reno. We expect our general
20 managers to be involved, not only with our
21 partners, the policemen, the firemen, our elected
22 officials, our regulators, we're all brought up
23 they're our partners. So that's what we expect
24 in every one of our properties of our general
25 managers.

1 Family style service, that's what we're all
2 about. My father would say we could never afford
3 Frank Sinatra, so family service, style of
4 service, quality of food and beverage, better be
5 what leads us, and that's exactly what we are.

6 Compliance, my father wrote the first regs
7 on compliance on the state of Nevada as a gaming
8 attorney. Bud Hicks, who is a senior partner in
9 my dad's law firm, heads up our compliance
10 committee that chairs that.

11 Diversity, we all know how important that
12 is, and dad has instilled that in us, not only
13 from an employee standpoint but from a purchasing
14 standpoint. That goes without mention to how
15 important that is in today's world and as we've
16 all grown up.

17 So with that, I thank you for this
18 opportunity. We'd love to answer any questions,
19 maybe, Mr. Chair, at the end you'll ask any
20 questions of us or I could answer any now. Or
21 I'm going to turn it over to Tom Reeg now if
22 that's okay.

23 CHAIRMAN McMANS: Any questions,
24 Commissioners?

25 MR. G. CARANO: We can come back up if you'd

1 like. Thank you very much for this opportunity.

2 MR. REEG: Good morning. I'm sorry, good
3 afternoon. I'm Tom Reeg. I'm present CFO of
4 Eldorado, and I thank you for considering this
5 matter before you today.

6 I sent in my original application here in
7 2007, so I thought it would go a little quicker,
8 but we're very happy to be here today. And I
9 have -- I was able to see my daughter for dinner
10 last night in Bloomington. I've got one in
11 Bloomington and one in South Bend, so it's good
12 to have a business reason to be back in Indiana
13 as well.

14 So I'll go through our numbers. Recent
15 performance has been quite strong across the
16 board. We've been growing, same store, EBITDA,
17 at about two to three times our peers in the
18 gaming space increasing margins. You can see
19 we've been growing at 10 percent plus. Tropicana
20 growing over 14 percent, frankly, driven by
21 Evansville to a large degree.

22 And that was one of the most fun parts of
23 this particular transactions was coming back to
24 Evansville and seeing what John and the team have
25 created there with the move to land-based. It

1 turned out absolutely fantastic.

2 Grand Victoria, which we just closed on in
3 August, was growing slowly in the first half of
4 this year. We think we will pick up that pace
5 under our ownership.

6 In terms of this particular transaction, we
7 agreed to buy Tropicana Entertainment for a
8 billion eight fifty. The original terms were
9 Gaming Leisure Properties were going to buy the
10 underlying real estate. Six of the seven assets
11 for a billion two ten, that left six forty for us
12 to fund. In order to deal with concerns in
13 Missouri in a timely manner, we're going to enter
14 into a mortgage note with GLPI on premier place
15 in the amount of \$246 million that will mirror
16 the terms of its piece of the master lease, and
17 ultimately will be replaced with an asset out of
18 our own group. And so that the economics of the
19 transaction for all parties will remain the same.

20 We had two \$600 million dollars committed
21 financing from GP Morgan. We went out last week
22 and raised \$600 million of public debt unsecured
23 in the market at 6 percent. We launched at 11:00
24 in the morning on Thursday, and three hours later
25 we had 2.9 billion in orders for over 150

1 institutional investors that out went very
2 strongly.

3 We will settle Tropicana's debt largely with
4 their cash on hand at closing, and our revolver
5 capacity goes from 300 million to 500 million at
6 closing. So the way that we look in terms of
7 financing, we'll peak at about \$200 million out
8 off on our revolver post closing this
9 transaction. We have -- and two assets in
10 Pennsylvania that closed hopefully by the end of
11 the year, that should be about 185 million in
12 proceeds. So at -- when all of the buy side and
13 sell side is done, we should have \$500 million of
14 undrawn revolver post this transaction.

15 There was no overlap here, so it really fit
16 our map nicely. Diversified our capital base,
17 diversified our operating base, kind of de-risk
18 the company further. We come out of this
19 transaction, if you give us credit for the
20 synergies that we've announced in the deal, on a
21 gross lease adjusted basis leverage less than
22 five times. So we're in pretty good shape
23 relative to the space. We should be generating
24 somewhere in the 3- to \$400 million range of free
25 cash flow per year. We would expect to be using

1 that free cash flow predominantly to pay down
2 debt.

3 We expect to continue to be inquisitive.
4 We've built a lot of value by buying assets and
5 running them better, increasing the EBITDA and
6 generate using that free cash flow to pay down
7 debt, and then kind of repeating the process.

8 So you should expect that's our strategy
9 going forward. We have nothing on our plate
10 today that's anywhere close to be mentioning, but
11 you should expect that out of us going forward.

12 As Gary said at the property level, we don't
13 make a lot in the way of labor and management
14 changes. We really try to just implement our
15 philosophy onto the existing team, and we try to
16 work with the existing GM and his team. And in
17 this case, we think that John and his team do a
18 great job, and we've known and met a lot of them
19 11 years ago. So it's good to see the
20 continuity.

21 This will be immediately free cash flow
22 accretive to us, and it's in line with our
23 capital structure strategy, as I said will be
24 about 4.9 times levered at closing.

25 Trop, in addition to Evansville, as you

1 know, will bring us Tahoe, it brings us Laughlin,
2 St. Louis, Atlantic City, Baton Rouge, and
3 Greenville. The three big ones are Atlantic
4 City, Evansville, and St. Louis. The nice thing
5 for us, even though Icon is a financial buyer,
6 which sometimes doesn't lead to the investment
7 decisions that an operator would make, I would
8 say we're very happy that Mr. Icon and his team
9 used all of its free cash flow under its
10 ownership to reinvest in the properties. And you
11 can see what they did in Evansville. It's
12 extraordinary.

13 And then the map Gary touched on. We're
14 coast to coast now. We're almost in every -- I
15 was asking my colleagues earlier how many of our
16 states we would be doing this for the first time,
17 and the list keeps getting shorter.

18 Post the transaction, we'll have 26
19 properties. We're leaving Pennsylvania in the
20 Churchill sale, so we'll be in 12 states. We'll
21 be in 13 at closing. But we'll be 28,000 slot
22 machines, over 12,000 hotel rooms, almost 20,000
23 employees, which is extraordinary.

24 I go back with the family to the mid '90s.
25 The first decade of my career was an investment

1 banking in the casino space, so I met the Caranos
2 in 1996 doing their first public debt offering.
3 And it's extraordinary to see what the company
4 was then and what it is today.

5 So, and I do want to -- we didn't get a vote
6 for director of the year, but Executive Director
7 Tait and her team was phenomenal, and it was a
8 pleasure to work with them. We know that there's
9 a lot of work that goes into this. We know that
10 all of you come to you and say we need this done
11 as soon as possible. But you guys were a
12 pleasure to work with, and we're very, very
13 pleased at long last to be here.

14 So with that, I turn it over to any
15 questions that you might have.

16 CHAIRMAN McMANS: Thank you, sir.

17 MR. REEG: Thank you.

18 CHAIRMAN McMANS: Mr. Carano, was there
19 anybody else from the company that wanted to
20 speak?

21 MR. G. CARANO: I have to have him get up
22 here.

23 MR. A. CARANO: Mr. Chairman, members of the
24 Commission, Executive Director and team,
25 Anthony Carano, chief operating officer of the

1 company.

2 My slides got taken, but I just have to say
3 we're very excited to be in Indiana. We're very
4 much looking forward to working with the team
5 here in Evansville. As we've said, we've got a
6 great team. We think we bring something
7 different to the gaming industry with our level
8 of service and the attention to detail we take to
9 every property.

10 And an important culture that we didn't hit
11 on yet is how much we invest in the properties.
12 We don't let our properties get behind. We don't
13 let our slot floors get old. And we really
14 reinvest our money in each property and are
15 looking forward to doing the same in Evansville.

16 So would like to thank the executive
17 director and her team. You guys have been
18 outstanding. We work with a lot of agencies
19 across the country, and Indiana is just
20 outstanding.

21 So with that, we'll take any questions.

22 CHAIRMAN McMAINS: Thank you.

23 MS. WILLIAMS: I'd like to hear a little bit
24 more about Evansville specifically. You've given
25 us a real nice overview of your company. We have

1 an asset that blew us away when we went and
2 toured it a few months ago.

3 Just kind of want to know what your thoughts
4 are, what we might see that's different, what
5 your approach is going to be, that sort of thing.

6 MR. A. CARANO: Yeah. So I think, as you
7 know, John and his team have done an outstanding
8 job. They've got a beautiful new property there.
9 We haven't had all the time in the world to see
10 what we want to do at the property specifically,
11 but just initial thoughts, we like putting our
12 Brew Brothers branded restaurant into properties.
13 It's done well at other locations. That's a
14 thought that we may do it there.

15 You'll have more management dedicated to the
16 property. We have our -- we set up our company
17 into five different regions, and as my father
18 said, Glenn Carano, who is my uncle, he'll be the
19 senior vice president of this region. He reports
20 to me, though, as all the senior vice presidents
21 do.

22 So Glenn, myself, the rest of my operations
23 team will work very closely with John and his
24 team in really getting down to the nitty-gritty
25 of operations at the property. We think we're

1 very good at casino marketing. We have the
2 benefit of looking at 19 properties across the
3 country and seeing what works, and then bringing
4 what works to the new properties.

5 So if there's a promotion or an event that's
6 working really well in Columbus, Ohio, and then
7 we roll that out to more properties. If it works
8 well at other properties, then that would be
9 bring we can bring here to Indiana, something
10 different that other properties aren't doing.

11 So that quality of food, Evansville's got
12 great food. I'm hoping we can take it up even
13 another notch. We're known for our food at all
14 of our properties that we've had.

15 So just, you know, looking at everything.
16 We get way into the weeds and everything in the
17 properties, and just hope to elevate every
18 experience just a little bit better.

19 MS. WILLIAMS: Thank you.

20 MR. FINE: Let me just follow up maybe more
21 specifically for Evansville. Welcome. Thrilled
22 you have taken an interest in our community.

23 So The District, which is pretty nice piece
24 of property over there, the footprint where the
25 riverboat is located, I mean, you've got a lot of

1 land. Surely you have some -- tip your hand a
2 little bit as to what might be coming.

3 MR. A. CARANO: I wish I could. Honestly,
4 we haven't had enough time to really determine
5 what would go best over there.

6 Is The District where the Irish pub --

7 MR. FINE: Right.

8 MR. A. CARANO: I was in law school then, so
9 I didn't get to go there when the rest of my
10 family and team were out there in 2007. But we
11 love to have that be developed. If there's
12 interest in people coming in there, we'll surely
13 talk to them.

14 And down by -- there is -- you've got the
15 beautiful steakhouse down by the river, and then
16 there is a lot of space there. Whether that
17 could be conventions or weddings, I don't know.
18 We'll surely look at everything, but we haven't
19 had the time to look at it yet. But we'll -- as
20 soon as we take over, hopefully October 1, then
21 we'll sit down with John and get some ideas
22 going.

23 MR. FINE: Thanks.

24 CHAIRMAN McMANS: Thank you, Mr. Carano.

25 MR. A. CARANO: Thank you.

1 CHAIRMAN McMAINS: The Honorable Lloyd
2 Winnecke, mayor of Evansville, Indiana.

3 Pleasure, Mayor, to have you here today.

4 HONORABLE WINNECKE: Mr. Chairman, members
5 of the Commission, and the executive staff,
6 thanks for the opportunity to be here today on
7 the proposed transfer of ownership from Tropicana
8 to Eldorado.

9 I want to be very clear the City of
10 Evansville fully endorses this request. The City
11 has enjoyed a marvelous relationship with
12 Tropicana over the years, and we have been
13 partners in every sense of the word. And I have
14 every confidence our affiliation with Eldorado
15 will be equally as strong.

16 As a reminder, Evansville was the first city
17 to experience a riverboat casino all the way back
18 in 1995. That riverboat served our city and our
19 region very well.

20 When land-based casino was approved,
21 Evansville was, again, first in line.
22 Tropicana's \$50 million investment is paying
23 solid dividends, not only for the company, but
24 for the city of Evansville. It is Evansville's
25 number 1 tourist attraction. In fact, in 2017

1 Tropicana accounted for 19 percent of all visitor
2 spending in our city.

3 They have created a visually stunning
4 entertainment destination where visitors sit a
5 table game, sit at a slot machine, listen to live
6 music, take up -- get a bite to eat, or just soak
7 up the fun atmosphere. It is really is a fun
8 place to be.

9 And the city of Evansville really benefits
10 from Tropicana's presence. We get 11 to
11 \$12 million a year to our city. Over the years
12 that has allowed us to buy police cars, fire
13 trucks, snow plows that we otherwise might not
14 have been able to do, all without affecting our
15 city's general fund.

16 We are grateful for Tropicana's commitment
17 to growing its business, but also its
18 extraordinary partnerships within the community,
19 especially the not-for-profit world. I would
20 venture to say every nonprofit of any size in the
21 city has an annual fundraiser at Tropicana. I
22 think I've been to each and every one of them,
23 and I can give you the combination of every menu,
24 and they're all good.

25 Eldorado's corporate culture is equally

1 impressive. Company known for commitment to its
2 employees, teamwork, outstanding customer
3 service, and dedication to community are really
4 corporate attributes that mirror a lot of
5 longstanding Evansville businesses. The city of
6 Evansville will warmly embrace the Eldorado
7 culture.

8 Our conversations with their leadership team
9 have been nothing but positive. I have every
10 reason to believe that the city of Evansville
11 will continue to enjoy a successful and fruitful
12 partnership with Eldorado. And we respectfully
13 request your approval of this transfer request.

14 Thanks for the opportunity to be here.

15 CHAIRMAN McMAINS: Thank you, mayor.

16 Seriously, Commissioners, any questions for
17 the mayor regarding his thoughts about transfer?

18 MS. TAIT: If you don't mind, Mr. Chair, if
19 there are no questions, I would like to commend
20 the mayor. And, you know, you've talked about
21 how great the partnership has been for the city
22 of Evansville, but it's been really wonderful for
23 the state as a whole. So we appreciate your
24 partnership with the property and everything that
25 you have done down there. And I have absolutely

1 no doubt that you and Eldorado, should the
2 Commission approve this transaction, have a
3 similarly wonderful relationship, so.

4 So, Greg, would you like to take our
5 commissioners through the order?

6 MR. SMALL: Absolutely.

7 Good afternoon, Commissioners.

8 MS. TAIT: We keep forgetting about poor
9 Greg today.

10 MR. SMALL: That's fine. Just like I'm at
11 home.

12 Commissioners, before you is Eldorado
13 Resort, Incorporated's, transfer of ownership
14 application for Aztar Indiana Gaming Company,
15 LLC, the owner and operator of the Tropicana
16 Evansville located in Evansville, Indiana.

17 In April of 2018, Eldorado announced it had
18 entered into a purchase agreement to acquire
19 Tropicana Entertainment, Inc., for \$1.85 billion.
20 The assets include seven casino properties
21 located across six states, including Tropicana
22 Evansville. This is Eldorado's first entrance
23 into Indiana. It represents the first new
24 license the state has welcomed for approximately
25 a decade.

1 Eldorado will acquire a controlling interest
2 in Tropicana Evansville casino owner's license.
3 Tropicana Evansville will continue to operate
4 with the same property level management team in
5 place.

6 As part of the instant transaction, real
7 estate investment trust Gaming and Leisure
8 Properties, Incorporated, will enter into a
9 master lease with Eldorado for certain Tropicana
10 properties and various gaming jurisdictions,
11 includes Tropicana Evansville. Tropicana
12 Evansville will continue to be responsible for
13 the casino gambling operations.

14 GLPI is a publicly held company and
15 currently holds a supplier's license issued by
16 the Commission. GLPI will own the Tropicana
17 Evansville real estate through the REIT. As part
18 of this transaction, Eldorado will also undertake
19 debt activity which must be approved by the
20 Commission pursuant to Indiana code 4-33-4-21 and
21 68 IAC 5-3-2.

22 Debt transactions are analyzed to ensure the
23 financial health of casino licensees and to
24 ensure that a casino owner's license is not
25 leased or hypothecated, and the money is not

1 borrowed or loaned against a casino owner's
2 license.

3 Eldorado has submitted a complete transfer
4 of ownership application and caused to be
5 submitted complete personal disclosure forms and
6 other appropriate applications for Eldorado and
7 all key persons.

8 The Commission's background and financial
9 investigations divisions have completed a
10 comprehensive of Eldorado, including key persons.
11 Commission's staff has presented the final
12 investigative reports to the Commission for
13 review in its confidential materials.

14 Staff did not find any derogatory
15 information during its investigation.

16 Additionally, Eldorado has submitted an
17 application fee of \$50,000 as required by Indiana
18 code 4-33-6 and 68 IAC 2-1-2 to acquire an
19 Indiana casino owner's license.

20 Here the Commission is asked to do two
21 things: First is the approval of the transfer of
22 ownership interest in the casino owner's license
23 for Tropicana Evansville at Eldorado; second, is
24 the approval of the debt financing package
25 related to the acquisition of the Tropicana

1 Entertainment, Inc., assets. This includes
2 waiving the so-called two-meeting requirement of
3 68 IAC 5-3-2(b)(2) and (b)(3). This approval is
4 contingent upon a number of continuing conditions
5 which are set forth in the order.

6 Further, the order will impose certain
7 notice requirements on Eldorado and GLPI. These
8 are the same as previously approved by the
9 Commission in other REIT transactions and GLPI is
10 currently subject to.

11 Thank you, Commissioners. If you have any
12 questions, I'm happy to answer them.

13 CHAIRMAN McMAINS: Thank you, Mr. Small.

14 Commissioners, any questions for Counselor
15 Small?

16 Hearing none, what is your pleasure?

17 MR. FINE: Move for approval of
18 Order 2018-164.

19 MR. McCLAIN: Second.

20 CHAIRMAN McMAINS: It's been properly moved
21 and seconded to approve Order 2018-164. Is there
22 any discussion on the motion?

23 Hearing none, all in favor, please signify
24 by saying aye.

25 (Commissioners respond, "Aye.")

1 CHAIRMAN McMAINS: All opposed?
2 Hearing none, the motion passes unanimously.
3 Members of the Carano family and Eldorado
4 Resorts, welcome to the state of Indiana.

5 UNIDENTIFIED SPEAKER: Thank you.

6 UNIDENTIFIED SPEAKER: Thank you.

7 MS. TAIT: Before we move on, I'd also like
8 to take a moment to acknowledge Tropicana
9 Entertainment. The Commission has very much
10 enjoyed our working relationship with them, and
11 they've made significant investments here in our
12 state, and we were lucky to have them as casino
13 operators, and wish all of them the best of luck
14 in the future.

15 So as the result of having a brand-new
16 casino owner, we now have to modify the local
17 development between between the City of
18 Evansville and now Eldorado Resorts. So to kind
19 of go through the LDA modification, I believe
20 Ed Quatmann of Eldorado, and then Brandon Moore
21 of Gaming and Leisure Properties is also here to
22 walk through that and speak to REITs, if there
23 are any questions, so.

24 MR. QUATMANN: Good afternoon, Chairman,
25 Commissioners. My name is Ed Quatmann. I'm the

1 chief legal officer for Eldorado Resorts. You
2 may not recognize me. I was once fair-haired as
3 Gary described, but this industry did it to me.

4 Appreciate the opportunity to be here, and I
5 want to congratulate Director Tait on a
6 well-earned recognition. You have a great team,
7 and we really appreciate it.

8 We understand that the lease that we have
9 doubles as the LDA, the Legal Development
10 Agreement here, so wanted to spend just a moment
11 talking about that and answer any questions that
12 you may have.

13 Importantly, I want to note that there are
14 no material changes being made to the revenue
15 sharing provisions in the underlying document, as
16 set forth in the amended agreement, and as
17 outlined in our modification letter. The way
18 that this will work is the lease will be assigned
19 up to GLPI Capital. It will then be subleased
20 back down to the operating entity. The operating
21 entity will continue to make the payments under
22 the lease as it always has. The modification
23 letter has been signed by representatives of each
24 of the entities to the lease, each of the parties
25 to the lease.

1 We anticipate that the City of Evansville
2 Redevelopment Commission will review and approve
3 the lease amendment at their meeting on
4 September 17, after which we'll provide the
5 Commission with a fully executed copy of the
6 amendment.

7 I'm happy to answer any questions.

8 CHAIRMAN McMAINS: Thank you.

9 Commissioners?

10 Thank you, sir.

11 MS. TAIT: Brandon, did you want --

12 MR. MOORE: I'm happy to -- I'm happy to
13 answer questions, but Ed probably said everything
14 that needs to be said.

15 I'm Brandon Moore, general counsel of
16 Gaming & Leisure Properties, and we're been --
17 we're a passive landowner and I have a passive
18 presentation. So we've been in Indiana since
19 2013 and working with Director Tait and her staff
20 since then. I think we tortured Greg maybe with
21 his first assignment, which was I have this crazy
22 complicated lease that you want to spin out.
23 Could you help me through that. And Greg did a
24 phenomenal job. I think maybe I learned as much
25 in that process as maybe Greg did because we kind

1 of went through that together.

2 But we've been in Indiana for almost five
3 years now. So we're very excited about the
4 transaction, and we're very excited to work with
5 the new team at Eldorado.

6 As far as the relationship with Evansville
7 goes, we are involved obviously in that chain of
8 title, but we understand the value of that lease
9 and the economics to the city of Evansville, and
10 I think the relationship you see there is a
11 relationship you will see. We're there to
12 support it, but I don't think we'll get involved
13 obviously. We're only seen when we're asked to
14 be seen, and that's not very often. So I think
15 that will continue with respect to that
16 relationship.

17 But I do recognize we're in that chain of
18 title. We do take that very seriously. It's not
19 the only city in which we are a party to a
20 development agreement and lease. We understand
21 the value of that and the importance of that, and
22 we will respect that in Evansville as well.

23 I also understand that while most of you
24 have been tortured with slide shows and things
25 I've presented on the REIT, Mr. Chairman, you

1 were not here for some of those, and if you have
2 questions about our role and what we do, I'll be
3 happy to answer them.

4 CHAIRMAN McMAINS: Thank you.

5 Ladies and gentlemen, any questions?

6 MR. MOORE: Thank you.

7 CHAIRMAN McMAINS: Thank you.

8 MS. TAIT: So for our final resolution of
9 the day, Dustin, if you want to come up and
10 present.

11 MR. MOLOY: All right. One more.

12 Commissioners, you have before you
13 Resolution 2018-165 regarding a request to amend
14 Aztar Indiana Gaming, LLC, DBA Tropicana
15 Evansville's Local Development Agreement.

16 On September 7th, 2018, Tropicana submitted
17 its request to modify its local development
18 agreement with the city of Evansville in
19 compliance with IC 4-33-23-14. Pursuant to
20 IC 4-33-23-7 and 4-33-23-8, the Commission has
21 continuous jurisdiction over local development
22 agreements and has the authority to act
23 concerning a modification to a local development
24 agreement.

25 Here the request to modify the local

1 development agreement has been executed by all
2 necessary parties and is conditioned upon
3 Commission approval. Approving Resolution
4 2018-165 would have the effect of approving
5 Tropicana's request to amend its local
6 development agreement with the City of
7 Evansville.

8 If you have any questions, I'd be happy to
9 answer them.

10 CHAIRMAN McMAINS: Thank you, sir.

11 Ladies and gentlemen of the Commission, any
12 questions for Mr. Moloy?

13 What is your pleasure?

14 MR. FINE: Move for approval of the
15 Resolution 2018-165.

16 MR. HERNDON: Second.

17 CHAIRMAN McMAINS: It's been properly moved
18 and seconded to approve proposed Resolution
19 2018-165.

20 Any further discussion on the motion?

21 Hearing none, all in favor please signify by
22 saying aye.

23 (Commissioners respond, "Aye.")

24 CHAIRMAN McMAINS: Opposed?

25 Hearing none, the motion passes unanimously.

1 Thank you.

2 MS. WILLIAMS: Mr. Chairman, I think it
3 would be an -- interesting and beneficial if at
4 some reasonable period of time we can have the
5 Eldorado folks back to sort of -- once they've
6 had a chance to look at the property and the
7 operations and stuff, sort of come back and let
8 us know what their strategic plan is for this
9 property going forward. I don't know if it's
10 reasonable to think maybe next summer or sometime
11 in the not-to-distant future, I think that would
12 be an interesting exercise for us.

13 CHAIRMAN McMANS: Thank you.

14 Anthony, I think she's talking to you.

15 MR. A. CARANO: I'd be happy to come back.

16 CHAIRMAN McMANS: Is there any other new
17 business to come before the Commission today?

18 The next meeting of the Commission will be
19 December 6, 2018. The time and location will be
20 announced later on.

21 Is there a motion to adjourn?

22 MS. WILLIAMS: Move.

23 CHAIRMAN McMANS: So moved.

24 Seconded?

25 MR. HERNDON: Second.

1 CHAIRMAN McMANS: Shall we have discussion
2 on that motion?

3 All in favor, please signify by saying aye.
4 (Commissioners respond, "Aye.")

5 CHAIRMAN McMANS: Opposed?
6 Thank you, ladies and gentlemen.
7 (Hearing adjourned at 3:15 p.m.)

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1 STATE OF INDIANA)
2) SS:
3 COUNTY OF MARION)

4 I, Tonya Esparza, a Notary Public and
5 Stenographic Reporter within and for the County of
6 Marion, State of Indiana at large, do hereby
7 certify that the Indiana Gaming Commission Business
8 meeting held on September 13, 2018, commencing at
9 2:00 p.m., at the Indiana Chamber of Commerce,
10 Conference Center, 8th Floor, 101 West Washington
11 Street, Indianapolis, Indiana, was taken down in
12 stenograph notes and afterwards reduced to typewriting
13 under my direction, and that the typewritten
14 transcript is a true record of the proceedings had.

15 IN WITNESS WHEREOF, I have hereunto set my hand
16 and affixed my notarial seal this 28th day of
17 September, 2018.

18
19 
20

21 N O T A R Y P U B L I C

22
23 My Commission Expires:
24 May 23, 2025

25 County of Residence:
Marion County

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