INDIANA GAMING COMMISSION BUSINESS MEETING AUGUST 18, 2021

The Indiana Gaming Commission Business

Meeting was stenographically taken down by me,

Dianne Lockhart, RMR, CRR, a Notary Public in

and for the County of Marion, State of Indiana,

in the Auditorium of the Indiana Government Center

South, 302 West Washington Street, Indianapolis,

Indiana, commencing at the hour of 2:02 p.m.,

August 18, 2021. The following transcript is a

true and accurate transcript of the proceedings

held.

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1	APPEARANCES
2	ON BEHALF OF THE GAMING COMMISSION:
3 4	Michael McMains, Chairman
5	Marc D. Fine, Commissioner
6	Susan Williams, Commissioner
7	Jason Dudich, Commissioner
8	Chuck Cohen, Commissioner
9	Sara Gonso Tait, Executive Director
10	Jennifer Reske, Deputy Director
11	Greg Small, General Counsel
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1	CHAIRMAN McMAINS: Good afternoon, ladies
2	and gentlemen. It's my pleasure to welcome you
3	all to the August 18, 2021, meeting of the
4	Indiana Gaming Commission.
5	I'm pleased to call the meeting to order.
6	Sara, would you read the roll, please.
7	EXECUTIVE DIRECTOR TAIT: Sure. Chairman
8	McMains.
9	CHAIRMAN McMAINS: Present.
10	EXECUTIVE DIRECTOR TAIT: Vice Chair Fine.
11	COMMISSIONER FINE: Present.
12	EXECUTIVE DIRECTOR TAIT: Secretary Dudich.
13	COMMISSIONER DUDICH: Present.
14	EXECUTIVE DIRECTOR TAIT: Commissioner
15	Williams.
16	COMMISSIONER WILLIAMS: Present.
17	EXECUTIVE DIRECTOR TAIT: And Commissioner
18	Cohen.
19	COMMISSIONER COHEN: Present.
20	CHAIRMAN McMAINS: Thank you. Let the
21	record reflect all commissioners are present and
22	a quorum is established.
23	Commissioners, have you all had a chance to
24	review the minutes from the prior meeting on
25	June 24, 2021?

If so, what is your pleasure? COMMISSIONER WILLIAMS: Move for approval of 2 3 the minutes. 4 COMMISSIONER FINE: Second. 5 CHAIRMAN McMAINS: It's been properly moved 6 and seconded to approve the minutes as written 7 for the June 24 meeting of the Indiana Gaming Commission. 8 Any discussion on the motion? 9 Hearing none, all in favor of the motion, 10 11 please signify by saying aye. 12 (Chorus of ayes.) 13 Opposed. Motion carries unanimously. 14 15 Next I want to administer the oath for all 16 the folks that may be speaking today before the Indiana Gaming Commission. And nobody's speaking 17 18 online; is that correct? 19 EXECUTIVE DIRECTOR TAIT: Correct, just 20 those present. 21 CHAIRMAN McMAINS: Okay. If you will all 22 please stand who may speak today, raise your 23 right hand, repeat after me. After the oath, if 24 you would remain standing so I can get your

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names.

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1	(At this time all people who may speak
2	before the Commission were administered the
3	oath.)
4	CHAIRMAN McMAINS: Thank you. If you could
5	please remain standing. I'll start over here.
6	Recite your name for the record, please.
7	MR. OPAT: My name is Robert Opat.
8	MR. MOLOY: Dustin Moloy.
9	MR. DOWNEY: William Downey.
10	MR. SEIGEL: Brad Seigel.
11	MR. BLANKENSHIP: Cory Blankenship.
12	MS. JACOBS-MADDEN: Adele Madden.
13	MR. BARBER: And Ronald Scott Barber.
14	CHAIRMAN McMAINS: Ma'am.
15	MS. BARTLETT: Ali Bartlett.
16	MR. HINCER: Ilkim Hincer.
17	MR. LUCAS: Jon Lucas.
18	CHAIRMAN McMAINS: Thank you. And the lady.
19	MS. COFFMAN: Kim Coffman.
20	MR. FRALEY: Sid Fraley.
21	CHAIRMAN McMAINS: Okay. Let's see,
22	somebody in the fourth row I missed right here.
23	Did you say your name?
24	EXECUTIVE DIRECTOR TAIT: Jon?
25	MR. HINCER: Yes, I said. Ilkim Hincer.

CHAIRMAN McMAINS: No, behind Jon. MR. HINCER: Oh, Ilkim Hincer. 2 3 CHAIRMAN McMAINS: Thank you. 4 MR. SICUSO: Philip Sicuso. 5 CHAIRMAN McMAINS: Everybody give their name for the record? Did I get you, sir? 6 7 EXECUTIVE DIRECTOR TAIT: And we always 8 forget Greg. CHAIRMAN McMAINS: Oh, Counselor Small. 9 10 MR. SMALL: Greg Small. 11 EXECUTIVE DIRECTOR TAIT: Every time. Every 12 time. 13 CHAIRMAN McMAINS: Thank you, appreciate 14 that. 15 Mrs. Tait. 16 EXECUTIVE DIRECTOR TAIT: Sure. Oh, that's 17 the best. Okay. I just would like to provide a quick 18 19 staff update. James Johnson has been promoted to 20 investigator in our Enforcement Division for the Central Zone. James has been with the Commission 21 22 as an enforcement agent for six and a half years, 23 and prior to his tenure with the Gaming 24 Commission, he was with Muncie PD for five years

as a patrolman and fifteen years as a detective.

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Clyde Crass, Jr., will leave the enforcement division as a gaming agent. He was stationed at Blue Chip. And he is going to transfer over to our Charity Gaming Division as our newest investigator. He has over 37 years of law enforcement experience in Indiana and Florida, with 27 years being with the LaPorte PD, where he retired as captain. He also previously worked as a surveillance agent at Four Winds in New Buffalo.

And then two years into our sports wagering regulatory responsibilities, it was determined that we needed additional staff to ensure that we can continue to meet the demands of statute and properly oversee the activities, so we created two new positions.

The first is the assistant director of licensing, which will assist with our increased workload and provide the needed relief to our Investigations Division, and I'm thrilled that Josie Conrad -- where is Josie? Josie -- accepted that promotion. She is a valuable asset to the Commission and will be wonderful in this role.

Josie has been with us since 2018 as an

information analyst and the executive assistant.

And prior to her time with the IGC, Josie was with the Washington Township in Hendricks County for 15 years. So congratulations to Josie. Much deserved for her.

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And then second, our second added role in sports wagering was another investigator. And Ty Eblen -- Ty, if you want to stand -- was selected for this role. So Ty has been with the Commission as an enforcement agent for four years. Prior to his tenure with the IGC, he has thirteen years with the Madison PD, four years as a patrolman and nine as a detective.

So congratulations to all those IGC staff members on those promotions.

And that was all that I had, Mr. Chair.

CHAIRMAN McMAINS: Thank you, Sara.

Jenny Reske.

MS. RESKE: Thank you, Mr. Chair. One of our colleagues passed an important milestone over the weekend, and I appreciate the opportunity to recognize her.

Executive Director Tait celebrated her ten-year anniversary with the State on Sunday, and I think I speak on behalf of staff in

Thank you.

congratulating you and telling you how much we 2 appreciate your dedication as a public servant. 3 EXECUTIVE DIRECTOR TAIT: 4 (Applause) 5 CHAIRMAN McMAINS: You've been a terrific 6 leader, and it's been fun to work with you. 7 Congratulations. 8 9 you very much. 10 is old business. 11 12 Commission today? 13 14 15 16 17 18 Order 119. 19 20 21

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LLC.

EXECUTIVE DIRECTOR TAIT: Thank you. Thank CHAIRMAN McMAINS: Next item on the agenda Is there any old business to come before the Hearing none, new business. EXECUTIVE DIRECTOR TAIT: Yes, so our first new matter relates to suppliers, and I'll go ahead and invite Bob Opat to come up and present MR. OPAT: Good afternoon, Commissioners. You have before you Order 2021-119 concerning the ratification of an order approving a transfer of ownership of the supplier licensee from GeoComply Solutions, Incorporated, to BXG Gaia Purchaser, The Commission has completed a background

and financial investigation of BXG Gaia

Purchaser, including any key persons deemed

necessary by Commission staff. A report of this
investigation is included in the Commission's

documents.

On August 9, 2021, pursuant to Commission Resolution 2012-151, Executive Director Tait approved the transfer of ownership from GeoComply Solutions to BXG Gaia Purchaser in Commission Order 2021-118.

Approving this order today would have the effect of ratifying Commission Order 2021-118, in effect approving that transfer of ownership.

CHAIRMAN McMAINS: Thank you, sir.

Commissioners, any -- any questions or comments for Robert?

Hearing none, what is your pleasure concerning proposed Order 2021-119?

COMMISSIONER DUDICH: Mr. Chairman, I would make a motion to approve Order 2021-119 as provided by staff.

COMMISSIONER WILLIAMS: Second.

CHAIRMAN McMAINS: Thank you.

It's been properly moved and seconded to approve Order 2021-119.

Is there any further discussion on the motion?

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

(Chorus of ayes.)

Opposed.

The motion carries unanimously.

MR. OPAT: Thank you, Commissioners.

EXECUTIVE DIRECTOR TAIT: Go ahead, next order.

MR. OPAT: Commissioners, next you have before you Order 2021-120 concerning the approval of two powers of attorney for casino owner's licensees.

The Commission has previously approved powers of attorney for Belterra Casino and Blue Chip Casino in Orders 2020-97 and 2020-95 respectively.

Both Belterra and Blue Chip Casinos have petitioned to enter into new powers of attorney which would name Ellis Landau as their trustee.

Approving this order would have the effect of approving the change in the powers of attorney for Belterra Casino and Blue Chip Casino.

CHAIRMAN McMAINS: Thank you.

Any questions for Robert? Hearing none, what is your pleasure, 2 Commissioners? 3 4 COMMISSIONER DUDICH: Mr. Chairman, I would 5 make a motion that the Order 2021-120 be approved 6 as reported by staff. COMMISSIONER COHEN: 7 Second. 8 CHAIRMAN McMAINS: Thank you. It's been 9 properly moved and seconded to approve proposed Order 2021-120. 10 Any further discussion on the motion? 11 12 Hearing none, all in favor of the motion, 13 please signify by saying aye. 14 (Chorus of ayes.) 15 Opposed. 16 The motion carries unanimously. Thank you. 17 MR. OPAT: Thank you. 18 EXECUTIVE DIRECTOR TAIT: So next on our 19 agenda is the transfer of ownership regarding Caesars Southern Indiana, and we're going to have 20 21 a presentation for the Commissioners. So Scott Barber, are you or Phil -- Phil. 2.2 23 So I'll invite Phil Sicuso from Bose McKinney & Evans to come up and kick things off. 24

So welcome, Phil.

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MR. SICUSO: Thank you, Sara. Thank you, Chairman McMains, members of the Commission and executive staff.

As Sara said, my name is Philip Sicuso with Bose McKinney & Evans. I'm here today with my colleague Ali Bartlett, and Bill Downey from Brownstein Hyatt Farber & Schreck. They serve as outside counsel to EBCI Holdings, LLC.

As you know, we're here today seeking your approval to acquire the Caesars Southern Indiana property.

As you'll hear more in the presentation shortly, the Eastern Band of Cherokee Indians has operated casinos in western North Carolina for many years. And the EBCI Holdings entity was created as an effort to diversify their holdings into the commercial casino and entertainment world and to expand into other jurisdictions such as Indiana.

So we sincerely appreciate the professionalism and time that the staff has given to this investigation and to prepare things for your consideration today.

So I'd like to introduce just the people who are going to be presenting today, and then kick

it over to Scott.

So individuals here are Scott Barber, CEO of EBCI Holdings, LLC.

Cory Blankenship is the secretary of treasury for the Eastern Band of Cherokee Indians.

Adele Madden is the CFO of EBCI Holdings, LLC.

And Brad Seigel you know as the senior vice president and general manager of Caesars Southern Indiana.

So without further ado, I'll kick it over to Scott. And appreciate your time.

MR. BARBER: Good afternoon, Chairman,
Commissioners, Executive Director Tait. Thank
you. It's great to be with you here in Indiana.

And before I begin the formal presentation,
I wanted to just thank Executive Director Tait
for -- and the entire staff for being extremely
accommodating and helpful throughout this entire
process. I've been in the casino industry for 30
years. The past 21 years I spent with Caesars.
I left Caesars at the conclusion of the
Eldorado-Caesars merger in July of last year and
went to work immediately for the Eastern Band of

Cherokee Indians.

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In my 21 years with Caesars, I either directly or indirectly oversaw the management agreement for the two Cherokee properties. I've had a long-standing relationship with the Tribe and had been pushing them and really promoting them to venture — to diversify and venture into the commercial gaming space for the past several years, so the timing of how everything kind of came about was just perfectly suitable for not only me, but for the Tribe to pursue the interests. And we couldn't be more pleased to be here in the state of Indiana for our first acquisition. Not only is it a great state to do business, the Commission is extremely accommodating, but also it's a great asset.

The Southern Indiana property, as you're well aware, just moved from a riverboat to a land-based facility last year, so we feel like we're getting just a premium asset to put into our portfolio as our first acquisition going forward.

So without further ado, we're going to walk through a brief presentation. I'll come back up at the end, and all of us will be available to

answer any questions you may have.

Allow me to introduce Cory Blankenship, who is the Tribe secretary of treasury and also an EBCI Holdings, LLC, board member.

Thank you.

MR. BLANKENSHIP: (Speaking in another language.)

My name is Cory Blankenship. I currently serve as the Tribe secretary of treasury, and I'm honored to be in front of you today. I'm also an enrolled member of the Eastern Band of Cherokee Indians, so the opportunity to be here holds extra special meaning for me.

The story of the Eastern Band of Cherokee

Indians is a long story, almost 16,000 years of
history in western North Carolina, but most
recently our story has been one of economic
success. And all of that success is geared
toward providing essential services to our tribal
members in the areas of housing, education,
healthcare and infrastructure.

So the Eastern Band of Cherokee Indians has operated in the tribal gaming space since 1997, and shortly thereafter in 2015 expanded to a second operation in Cherokee County,

North Carolina. Our current compact allows us to operate up to three gaming facilities under our tribal gaming license. And since 1997 we have had a relationship with Caesars and the Harrah's Casino under the Harrah's brand.

We have a stable tribal government structure, almost 16,000 enrolled members of the Eastern Band of Cherokee Indians. And that is governed by a principal chief and a vice chief, as well as a 12-member tribal council.

And then in my other capacity, I serve as the appointed secretary of treasury with responsibilities to oversee the day-to-day financial management of the Tribe's resources.

We have a long history of a caring culture, with a strong belief in community engagement and reinvestment, and the Eastern Band of Cherokee Indians believes in being a good partner and a good neighbor. In fact, we're the largest employer in western North Carolina. And the majority of our employees are not citizens of the Tribe. They, in fact, come to our properties from the surrounding area. So our economic impact on the region is tremendous.

So we feel that Caesars Southern Indiana

will benefit from the EBCI's culture, the Caesars brand and the core operating systems already in place.

As we looked at opportunities to expand and to diversify as we look to the future of our Tribe and its members, we officially stood up EBCI Holdings as a commercial entity late in 2020, with a vision to create a diversified portfolio of commercial gaming and hospitality operations with a focus on bricks-and-mortar casinos, iGaming, hospitality businesses and gaming tech investments.

Our organizational structure is comprised of two officers, the CEO Barber and CFO

Jacobs-Madden, with 50-plus years of operational experience; five directors, including my colleague and fellow tribal member Ray Rose; a strong support team of legal, human resources, information technology and marketing, advisors and consultants who have a combined 60-plus years of gaming experience.

And this entity is designed to operate independent and autonomous of the Eastern Band of Cherokee Indians tribal government.

For 2021 our development focus will be to

to exercise a partnership for an opportunity with Caesars in the southern Virginia project, and to close on NC statewide mobile sports betting licenses, which is pending in the North Carolina legislature.

close on the CSI transaction in Q3, to continue

I thank you for the opportunity to speak today. And I'll turn things over to our CFO, Adele Jacobs-Madden.

MS. JACOBS-MADDEN: Good afternoon, Adele Jacobs-Madden. And I'm also an enrolled member of the Eastern Band and have been working at the tribal casino for several years, so I do have 20-plus years of gaming experience, and very honored to be asked to serve this role for EBCI Holdings.

To go over the structure, which you've probably seen in your diligence packet, but as Cory mentioned, EBCI created a layer for commercial gaming, which is EBCI Holdings, which, again, is where the five board members, myself and Scott reside. Then the Caesars Riverboat Company, which is with the OpCo that we will be purchasing, EBITDA will reside there, and then the flow of funds will flow through the CSI

acquisition company, which is where VICI rent and the loan payments will be made from. The remaining proceeds will flow up through EBCI Holdings, where 75 percent of that will be retained in that entity for growth, and then 25 percent of that flows up to EBCI to fund some of the -- some of the areas that Cory just spoke to.

As far as financing overview, financing is currently in place for a pending close on September 1st, 250,000,000 in equity purchase for the OpCo, and there's also obviously diligence and other fees that the Tribe and the loan will fund to stand up the entity, get the infrastructure in place it will need to convert from a Caesars-owned property to the current OpCo that will fall under our direction.

The Tribe over the years -- I don't know if any of you all have been to the Harrah's Cherokee properties, but we've had a great, I guess you could say, noncompetitive environment for several years and have been able to grow the properties pretty substantially since opening in '97 to where we're at today and have had a long-standing relationship with Wells Fargo, who is the lead in

our financing.

The next just kind of goes over the transaction overview with the different agreements that you all also have in your diligence packet, and obviously like to focus on relationships the Tribe has had for several years with Harrah's and then Caesars, keeping it as a Caesars-branded property with the licensing and Caesars Reward agreements that will be in place for ten years with renewal terms for that as well.

And then the property is owned by VICI, so we have an agreement with them for the lease option of the property as well. That is a first year, 15-year term with renewal options for that agreement.

Unless there's any questions, I'll turn it over to Brad, who will go through some of the -- Brad Seigel, who you all probably already know, from Southern Indiana.

MR. SEIGEL: Thank you, Adele. And good afternoon. It's a privilege to be back speaking before you. The last time I had that privilege was back in November of 2019 and we were a month away from moving off of the riverboat and into

our new facility, and, yeah, proud to tell you that our team did a tremendous job in that conversion and -- and, you know, really creating a brand-new experience for our team, which has been a home run, and then for our guests as well. It's been incredibly well received. And I'm happy to say kind of despite the roller coaster of -- of the past 20 months, that -- that we've been able to really reinvigorate our business.

And here are a few pictures of what the new casino looks like since reopening back in -- in 2019, and we did that and we rebranded, so we were a Horseshoe and we in December of 2019 raised the Caesars flag and became Caesars Southern Indiana.

So since that time, we -- we opened, we closed, we reopened, and then gone up for sale, so. But the business has a proud history with Caesars, and Caesars has been supportive throughout this process. And a big thank you to Dan Nita and Tom Reeg and Anthony Carano for their continued support.

But it was certainly welcome news to our team to continue as Caesars Southern Indiana and remain included in the Caesars Rewards loyalty

program. Our customers are thrilled with that outcome. And it's great to know that the company, the new company will be led by such terrific individuals such as Scott Barber, who I had the -- been able to work with for -- for many years now within Caesars, and I'm excited to work with him once again. He has high energy, great creativity and just terrific passion for the business, and -- and he assembled a board of directors of high integrity individuals.

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As Scott articulated, that the plan is to retain 100 percent of the current staff and team at Caesars Southern Indiana, and even add a position.

And then, finally, you know, at Caesars

Southern Indiana we take tremendous pride in

being involved in our communities and developing
those relationships across -- across southern

Indiana.

We've had a long history of working well with our state's elected officials, Karen Engleman and Erin Houchin, our current legal legislatures -- legislators, and they had just tremendous support to us. And also Harrison County County Commissioners Jim Heitkemper,

Charlie Crawford and Nelson Stepro are great partners as well.

Our team loves to get involved, and that's what some of the pictures are on this slide. You know, together the Caesars Southern Indiana team spent over 9,000 hours out in the community, we're represented on over 30 boards, nonprofit boards in the area, and just like to get out and get our hands dirty. A couple of these pictures are from Habitat -- a Habitat for Humanity project. We do various food drives and a number of other community events, and I expect that relationship with the community to -- to continue.

And with that, I will pass it back to Scott.

MR. BARBER: Very good. Thank you, Bradley.

So as we mentioned, we couldn't be more excited to be here. And I'll just walk through a couple high level early thoughts and considerations that we have for a continued reinvestment into the property.

So we've done the assessment, as we mentioned, obviously moving from the riverboat to the land-based facility, it's a world-class asset. There are some areas that weren't touched

in that move, and I think some of the -- what we would refer to as the hospitality amenities, the food and beverage offerings, you know, some of the hotel, the lobby area, the sense of arrival, so we've kind of listed where we know for sure on the hospitality side of the business we're going to make some immediate investments and impacts to the business to further differentiate the product offering there in the marketplace. And then certainly on the gaming side, we know that we can enhance the slot offering and the table offering and the poker offering going forward, so, again, some robust plans that you'll see us engage on quickly post-close to make the property even better.

And then on the marketing front, again, having spent the last 21 years of my career with Caesars, I think the core marketing programs as a whole have been very effective, again, all centered through the continued employment of Caesars Rewards, which is a powerful loyalty program, so we want to continue the course.

Like entertainment as an example, we'll continue to book ten to twelve headliner shows, but we'll certainly look to enhance the VIP

experience with the product enhancements that we make, and then also some of the direct marketing and the ability to cross-market the Cherokee properties there in western North Carolina, so we feel like we've got a robust marketing plan ready to deploy on day one going forward.

And we really couldn't be more excited, as I mentioned, not only to be in Indiana, but to own such a great asset as our first acquisition.

So that's really our presentation. Again, thank you for allowing us to be here, and we'll turn it over to you to answer any questions that you may have.

CHAIRMAN McMAINS: Thank you.

Commissioners, any questions or comments?

My thoughts are, ma'am and gentlemen,
impressive presentation. Thank you. Appreciate
you coming in today. And I understand you and
maybe some of the folks from Hard Rock may have
early flights today. If you need to leave after
you're finished, folks, please feel free.

MR. BARBER: Well, we appreciate that.

Thank you again, and we look forward to working with you in the future. And, again, thank you to the Executive Director Tait and her staff. They

were extremely accommodating through this entire process. Appreciate it. Thank you.

EXECUTIVE DIRECTOR TAIT: Well, Dustin, if you'd like to come up and present the order.

MR. MOLOY: Good afternoon, Commissioners.

As was just discussed, before you is EBCI Holdings, LLC, and its wholly-owned subsidiary, CSI Acquisition, LLC, or EBCI's transfer of ownership application to acquire Caesars Riverboat Casino, LLC, d/b/a Caesars Southern Indiana, including the casino owner's license held by Caesars Southern from Caesars Entertainment, Inc.

As part of the transaction, EBCI will cause Caesars Southern to enter into a triple-net lease with Southern Indiana Propco, LLC, a subsidiary of VICI Properties, Inc., with respect to all property associated with Caesars Southern. VICI is a publicly held company and currently holds a supplier's license issued by the Commission.

As part of this transaction, EBCI will undertake debt activity which must be approved by the Commission pursuant to Indiana Code 4-33-4-21 and 68 IAC 5-3-2. Debt transactions are analyzed to ensure the financial health of casino

licensees and to ensure that a casino owner's license is not leased or hypothecated, and that money is not borrowed or loaned against a casino owner's license.

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EBCI has also submitted a complete transfer of ownership application and has caused to be submitted complete personal disclosure forms and other appropriate applications for all EBCI and all -- EBCI and all key persons. The Commission's Background and Financial Investigations Divisions have concluded a comprehensive review of EBCI, including those key persons. Commission staff has presented the final investigative reports to the Commission for review in its confidential materials.

Staff did not find any derogatory information during its investigations.

Additionally, EBCI submitted an application fee of \$50,000 as required by Indiana Code 4-33-6 and 68 IAC 2-1-1 to acquire an Indiana casino owner's license.

Here, the Commission is asked to do two things: First is the approval of the transfer of ownership interest in the casino owner's license from Caesars Southern to EBCI; and second is the

approval of the debt financing package related to the acquisition of the assets associated with 2 3 Caesars Southern. This includes waiving the 4 so-called two meeting requirement of 68 IAC 5-3-2(b)(2) and (b)(3). The approval of 5 6 the transfer is contingent upon several 7 continuing conditions, which are set forth in the 8 order before you. Further, the order will impose certain 9

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Further, the order will impose certain notice requirements of EBCI and VICI. These are the same as previously approved by the Commission in other REIT transactions and VICI is currently subject to those as well.

Thank you, Commissioners. If you have any questions regarding this order, I'd be happy to answer them.

CHAIRMAN McMAINS: Thank you, Dustin.

Ladies and gentlemen, any questions for Dustin?

Hearing none, what is your pleasure regarding proposed Order 2021-121?

COMMISSIONER FINE: I'll move for approval of proposed Order 2021-121 as presented.

COMMISSIONER WILLIAMS: Second.

CHAIRMAN McMAINS: Thank you.

It's been properly moved and seconded to approve Order 2021-121 as presented.

Any further discussion on the motion?

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

(Chorus of ayes.)

Opposed.

Motion carries unanimously. Thanks, Dustin.

MR. MOLOY: Thank you.

EXECUTIVE DIRECTOR TAIT: So next on our agenda, Commissioners, is another transfer of ownership regarding Hard Rock Northern Indiana, and I'll go ahead and invite Jon Lucas up to present to you all.

MR. LUCAS: Mr. Chairman, Commissioners, executive staff, good afternoon, and thank you for the opportunity to be before you.

We are pleased to tell you that we have revised and reworked our agreements with Spectacle Entertainment Group. We believe these changes and adjustments to the deal and its structure will be to the satisfaction of the Commission, and we believe we've addressed all of the Commission and Commission staff's concerns.

I just wanted to talk a little bit about

some deal points, if I can figure this thing out. There we go. I apologize for the technical difficulties.

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Hard Rock International is a global gaming, entertainment and hospitality company with 239

Hard Rock-branded facilities worldwide across 70 countries.

Hard Rock is to acquire additional membership interest resulting in Hard Rock becoming the majority member of the Hard Rock Northern Indiana Joint Venture.

One aside to this is that this will not require financing. We have the funds available to consummate this transaction immediately upon signatures.

Concurrently, Spectacle Entertainment Group is to use a portion of the proceeds from the Hard Rock purchase to redeem certain units of membership interest from certain minority members in SEG, and the remaining portion of the proceeds to redeem certain units of membership interest from other members of SEG. As a result, SEG's ownership interest in Hard Rock Northern Indiana will be less than 15 percent. SEG will no longer be a substantial owner and will only conduct

activities that are consistent with being an institutional investor.

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Hard Rock Northern Indiana's board of managers will be composed of members appointed by Hard Rock and an independent member acceptable to the Commission.

Hard Rock Northern Indiana's corporate officers will be composed of Hard Rock executives with extensive gaming industry experience.

Hard Rock maintains all of its rights and obligations as the exclusive manager and operator of the Hard Rock Northern Indiana property.

Hard Rock has provided evidence to the Commission that it meets the standards, criteria and qualifications necessary for a casino owner's license.

Hard Rock and Hard Rock Northern Indiana will comply with all rules of the Commission and their ongoing duty to maintain suitability.

I just wanted to do a few highlights. I know I did this in a previous meeting, but we're now three months of operation, and Matt Schuffert and his team, many -- several of them are here, have done an amazing job not only getting the property open and dealing with that difficult

transition from Majestic Star and its closing, but we've had some very successful operations for the three months.

First and foremost, we have 78,000,000 in gross gaming revenue in the first 79 days of operation. The good news to the State and to the Commission, the majority of Hard Rock Northern Indiana's gross gaming revenues since opening came as a result of market growth, with minimal impact to the competition. And I think that's great for the state.

We've led all Indiana casinos in table game drop at 45,000,000 and WIN at 9,000,000 in the second full month of operation.

We're focused on hiring locally.

Approximately 400 team members are from Gary,
which is over 30 percent of our staff. A
thousand of those are Lake County residents,
which is over 75 percent of our staff. We've
contributed over \$200,000 to local charities and
nonprofits since opening.

We've been aggressive on the COVID-19 vaccination for our team members. We've done on-site vaccinations. We've done on-site mobile vaccination centers in our parking lot in

partnership with the Gary Health Department. we've launched an enhanced and extremely 2 3 lucrative COVID-19 team member incentive program 4 to try to get more of our members vaccinated. We've done over 150,000 food and beverage 5 covers since opening. Our Sportsbook we 6 7 anticipate opening in late quarter three or early 8 quarter four, and we will begin live 9 entertainment in our Hard Rock Live facility for late October and early November. 10 11 And with that, I'll open it up to any 12

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questions that the Commission or the staff might have for me.

CHAIRMAN McMAINS: Thank you, Mr. Lucas. Commissioners, any questions or comments? Mr. Lucas, I'd like to say to you and to

Hard Rock thank you. We understand how hard you worked, and the company did some heavy lifting to address our concerns, and on behalf of the State of Indiana, we appreciate that.

Thank you very much. MR. LUCAS: appreciate that.

> CHAIRMAN McMAINS: Thank you, sir.

MR. LUCAS: Thank you.

EXECUTIVE DIRECTOR TAIT: So is it you,

Greg? Greg, if you'd like to go ahead and present the order for the Commissioners.

MR. SMALL: Thank you.

Good afternoon, Commissioners. Before you is Order 2021-122 concerning a proposed transfer of ownership interest in the Hard Rock Northern Indiana casino license.

Hard Rock Gary, LLC, and Spectacle

Entertainment Group, LLC, propose to enter into a

Membership Interest Purchase Agreement pursuant

to which Hard Rock will purchase from SEG an

additional interest in Spectacle Gary, making

Hard Rock the majority owner of the company and

the casino operation.

The current transaction does not include a financial component for the Commission to consider.

SEG will use the purchase funds to redeem units of membership interest in SEG from both majority and minority members.

Following the consummation of the minority redemptions, those members redeemed will no longer have any right, title or interest in Spectacle Gary, its subsidiaries or SEG.

Further, after the SEG majority redemptions,

SEG's ownership interest in Spectacle Gary will be less than 15 percent overall. SEG will be granted institutional investments -- investor status under 68 IAC 1-1-52(8) and will no longer have any involvement or influence over Spectacle Gary or casino operations or management.

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Hard Rock is requesting a waiver of the transfer application filing. The reasoning for the waiver request is that both entities to the transaction have previously filed complete applications with the Commission and their key persons are licensed, or will become licensed, by the Commission.

The Commission's Background and Financial Investigations Divisions have completed a comprehensive investigation of Hard Rock Gary, including its key persons. Commission staff has presented the final confidential investigative report to the Commissioners for review.

Staff did not find any derogatory information during its investigation.

Additionally, Hard Rock Gary has submitted an application fee of \$50,000 as required by Indiana Code 4-33-6 and 68 IAC 2-1-2 to acquire interest in an Indiana casino owner's license.

Here the Commission is asked to approve the transfer of ownership interest in the casino owner's licensee, The Majestic Star Casino, LLC, doing business as Hard Rock Northern Indiana from SEG to Hard Rock.

This approval is contingent upon a number of continuing conditions set forth in the order.

This order will become effective immediately at the request of the parties to facilitate the closing of the transaction. The parties have been informed that this request means that their respective appeal rights related to this order as set forth in Indiana Code 4-21.5-3-5 will be waived as a result of this request.

That's all. If you have any questions, I'm happy to answer them.

CHAIRMAN McMAINS: Thank you, Counselor Small.

Ladies and gentlemen, any questions for Greg?

Hearing none, fellow Commissioners, what is your pleasure regarding proposed Order 2021-122?

COMMISSIONER COHEN: Mr. Chairman, I move to accept Order 2021-122 as presented.

COMMISSIONER DUDICH: Second.

CHAIRMAN McMAINS: Thank you. It's been properly moved and seconded to 2 adopt Order 2021-122. 3 4 Is there any further discussion on the 5 motion? 6 Hearing none, all in favor of the motion, 7 please signify by saying aye. (Chorus of ayes.) 8 9 Opposed. Motion carries unanimously. 10 11 Thank you, Greg. 12 EXECUTIVE DIRECTOR TAIT: Thanks. And, Bob, I'll go ahead and invite you back 13 up for our last order, which is in regards to the 14 15 annual license renewal for Hard Rock Northern 16 Indiana. 17 MR. OPAT: Thank you. 18 Commissioners, next on your agenda you have 19 before you Order 2021-123 regarding the renewal of Hard Rock Casino Northern Indiana's casino 20 21 owner's license. Hard Rock Northern Indiana has filed the 22 23 proper paperwork and paid its annual renewal fee. By Order 2020-22, the Commission had 24

previously approved the written power of attorney

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for Hard Rock Casino Northern Indiana, doing business as Majestic Star at that time.

This approval will expire upon the renewal of the casino owner's license. For that reason, all casinos must request renewal of the Commission's approval of the written power of attorney concurrently with the request for renewal, or it must present the Commission with a new written power of attorney naming a new trustee-in-waiting.

Hard Rock Casino Northern Indiana has stated its intent to maintain their existing trustee-in-waiting and has not presented the Commission with any modification to its power of attorney.

Approving Order 2021-123 would have the effect of renewing the casino owner's license for Hard Rock Casino Northern Indiana and approving the power of attorney for Hard Rock Casino Northern Indiana for a period of one year.

Thank you.

CHAIRMAN McMAINS: Thank you, Robert.

Any questions or comments for Robert?

Hearing none, Commissioners, what is your pleasure concerning proposed Order 2021-123?

COMMISSIONER DUDICH: Mr. Chairman, I would 2 make a motion to approve Order 2021-123 as 3 presented by staff today. 4 COMMISSIONER COHEN: Second. 5 COMMISSIONER WILLIAMS: Second. 6 CHAIRMAN McMAINS: Thank you. 7 It's been properly moved and seconded to approve Order 2021-123. 8 9 Is there any further discussion on the motion? 10 11 Hearing none, all in favor of the motion, 12 please signify by saying aye. (Chorus of ayes.) 13 14 Opposed. 15 Motion carries unanimously. 16 Thank you, Robert. 17 MR. OPAT: Thank you. 18 CHAIRMAN McMAINS: Ladies and gentlemen, I think that concludes our new business for today. 19 20 Does that sound right, Mrs. Tait? 21 EXECUTIVE DIRECTOR TAIT: Yep. 2.2 CHAIRMAN McMAINS: Currently we're scheduled 23 to have our next meeting of the Indiana Gaming Commission on September 29, 2021. 24 25 Commissioners, is there a motion to adjourn?

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1	COMMISSIONER DUDICH: Move to adjourn.
2	CHAIRMAN McMAINS: Move to adjourn. Second?
3	COMMISSIONER FINE: Second.
4	CHAIRMAN McMAINS: All in favor?
5	(Chorus of ayes.)
6	Motion carries unanimously. This meeting is
7	adjourned.
8	Thank you.
9	(At 2:44 p.m., August 18, 2021, this meeting
10	of the Indiana Gaming Commission was adjourned.)
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STATE OF INDIANA ss: 2 COUNTY OF MARION 3 4 I, Dianne D. Lockhart, a Notary Public and 5 Stenographic Reporter within and for the County of 6 Marion, State of Indiana at large, do hereby certify 7 that the Indiana Gaming Commission Business Meeting held on August 18, 2021, commencing at 2:02 p.m. in 8 the Auditorium of the Indiana Government Center 9 South, 302 West Washington Street, Indianapolis, 10 11 Indiana, was taken down in stenograph notes and 12 afterwards reduced to typewriting under my direction, 13 and that the typewritten transcript is a true record 14 of the proceedings had. 15 IN WITNESS WHEREOF, I have hereunto set my hand 16 and affixed my notarial seal this _____ day of 17 September, 2021. 18 19 Dianne Lockhart, RMR, 20 Notary Public 21 22 My Commission Expires: 23 June 4, 2023 24 County of Residence: Marion County 25

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