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STATE OF NEW JERSEY
CASINO CONTROL COMMISSION

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PUBLIC MEETING NO. 18-08-08

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Wednesday, August 8, 2018
Atlantic City Commission Offices
Joseph P. Lordi Public Meeting Room - First Floor
Tennessee Avenue and Boardwalk
Atlantic City, New Jersey 08401
10:37 a.m. to 11:19 a.m.

Certified Court Reporter: Darlene Sillitoe

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1 B E F O R E :

2 CASINO CONTROL COMMISSION:

JAMES T. PLOUSIS, CHAIR

3 SHARON ANNE HARRINGTON, VICE CHAIR

ALISA COOPER, COMMISSIONER

4

PRESENT FOR THE CASINO CONTROL COMMISSION:

5 DARYL W. NANCE, ADMINISTRATIVE ANALYST

6 OFFICE OF THE GENERAL COUNSEL:

DIANNA W. FAUNTLEROY, GENERAL COUNSEL/EXECUTIVE

7 SECRETARY

TERESA M. PIMPINELLI, SENIOR COUNSEL

8

9 OFFICE OF REGULATORY AFFAIRS:

GLENN T. MacFADDEN, SUPERVISOR, LICENSING

10

DIVISION OF GAMING ENFORCEMENT:

11 DEPUTY ATTORNEYS GENERAL:

TRACY E. RICHARDSON, DEPUTY ATTORNEY GENERAL

12 JORDAN HOLLANDER, DEPUTY ATTORNEY GENERAL

JOANNE BERMAN, DEPUTY ATTORNEY GENERAL

13 SARA BEN-DAVID, DEPUTY ATTORNEY GENERAL

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1 A P P E A R A N C E S :

2 ITEM NO. 9 TERESA M. PIMPINELLI, SENIOR COUNSEL
3 JOANNE BERMAN, DEPUTY ATTORNEY GENERAL
4 BROWNSTEIN, HYATT, FARBER SCHRECK
5 PACIFICO AGNELLINI, ESQ.
6 FOR: CAESARS ENTERTAINMENT CORPORATION

7 ITEM NO. 11 DIANNA W. FAUNTLEROY, GENERAL COUNSEL
8 JORDAN HOLLANDER, DEPUTY ATTORNEY GENERAL
9 FOX ROTHSCHILD, LLP
10 HARRY S. JACKSON, III, ESQ.
11 FOR: HR ATLANTIC CITY, LLC

12 ITEM NO. 12 DIANNA W. FAUNTLEROY, GENERAL COUNSEL
13 TRACY E. RICHARDSON, DEPUTY ATTORNEY
14 GENERAL
15 FOX ROTHSCHILD, LLP
16 ROBERT J. BALDASSARRE, ESQ.
17 FOR: MARINA DISTRICT DEVELOPMENT COMPANY,
18 LLC, AND MGM RESORTS INTERNATIONAL

19 ITEM NO. 13 DIANNA W. FAUNTLEROY, GENERAL COUNSEL
20 TRACY E. RICHARDSON, DEPUTY ATTORNEY
21 GENERAL
22 BLANK ROME
23 JUSTICE ROBERTO A. RIVERA-SOTO
24 ERIC G. FIKRY, ESQ.
25 FOR: ELDORADO RESORTS, INC., DELTA
MERGER SUB, INC., AND GLP CAPITAL, L.P.

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1	AGENDA			
2	PUBLIC MEETING NO. 18-08-08			
3	AUGUST 8, 2018, 10:37 a.m.			
4	ITEM		PAGE	VOTE
5	1	Ratification of the minutes of the July 11, 2018, public meeting	8	9
6	2	Applications for initial casino key employee licenses:	9	10
7		a) Joshua A. Coleman		
8		b) Dominic J. D'Angelo		
9		c) Mary F. Harper		
10		d) Brian K. Kraft		
11		e) Francis J. Pollock, III		
12		f) Execelman A. Francis		
13	3	Applications for resubmitted casino key employee licenses:	10	11
14		a) Nilesh H. Acharya		
15		b) William J. Bell, Sr.		
16		c) Vincent D. Eagan		
17		d) Amy L. Haefele		
18		e) Robert M. Pickus		
19		f) Mark P. Raymond		
20	4	Applications for casino key employee licenses and for qualification:		
21		Jocelyn A. Allison	12	13
22		Christopher D. Rippy	13	14
23	5	Approvals through Delegation of Authority between July 9, 2018, and August 6, 2018, pursuant to Resolution No. 17-01-11-11C	15	
24	6	Requests for inactivation of casino key employee licenses:	16	17
25		a) Michele M. Crean		
		b) Michael A. Devine		
		c) Aloha S. Edwards		
		d) Joseph R. Flippen		
		e) Joseph J. Frangione		
		f) Kevin R. Fulmer		
		g) Gregory J. Hanusey		
		h) John McInally		
		i) Joseph S. Morrell		
		j) Marco C. Pace		
		k) Walter E. Parker		
		l) Joseph F. Petuskey, Jr.		
		m) William M. Wiseman		

Public Meeting No. 18-08-08 August 8, 2018

	CONTINUED AGENDA		
	PUBLIC MEETING NO. 18-08-08		
	AUGUST 8, 2018, 10:37 a.m.		
	ITEM	PAGE	VOTE
1			
2			
3			
4	7 Consideration of the lapse of casino key employee licenses:	17	19
5	a) Mark L. Andrews		
6	b) Heather M. Aspenberg		
7	c) Mark A. Brown (removed)		
8	d) Jesus G. Delvalle		
9	e) Parviz Komeily		
10	f) Paul J. McComb		
11	g) Karen E. Merlino		
12	h) Leo G. Onofrio		
13	i) Richard A. Ridenour		
14	j) Michael A. Shertel		
15	8 Consideration of the initial application of Angel R. Ramos (a/k/a Angel Ramos-Gonzalez) for a casino key employee license (DKT 18-0010-CK)	19	21
16	9 Consideration of the plenary qualification of Christopher Holdren to serve as a member of the Capital Committee for Caears Entertainment Corporation	22	24
17	10 Consideration of the initial casino key employee licensure and plenary qualification of Colleen A. Skellenger as Assistant Vice President, Hotel Operations for Tropicana Atlantic City Corp.	24	27
18	11 Amended Petition of HR Atlantic City, LLC, for the issuance of a temporary casino key employee license to John R. Eder pursuant to NJSA 5:12-89(e) and to permit him pursuant to NJAC 13:69C-2.6 and 2.7 to assume the duties and exercise the powers of Chief Financial Officer, Executive Vice President, Secretary and Treasurer, pending plenary qualification; and a waiver of residency pursuant to NJSA 5:12-89(b)4 (PRN 2041803)	27	29
19			
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Public Meeting No. 18-08-08 August 8, 2018

6	<p>1 CONTINUED AGENDA PUBLIC MEETING NO. 18-08-08 2 AUGUST 8, 2018, 10:37 a.m. ITEM PAGE VOTE 3 12 Joint Petition of Marina District 48 50 Development Company, LLC, and MGM 4 Resorts International requesting permission for Craig Jacobs to assume 5 the duties and exercise the powers of Vice President of IT Operations pending 6 plenary qualification (PRN 2121804) 13 Joint Petition of Eldorado Resorts, 30 47 7 Inc., Delta Merger Sub, Inc., and GLP Capital, L.P. for (i) declaratory 8 ruling pursuant to NJAC 19:40A-3.7 determining the licensing status of 9 Tropicana AC Sub Corp. ("Landlord") to serve as the Landlord of Tropicana 10 Atlantic City ("Trop AC"); and (ii) approval of the lease for Trop AC by 11 and between Landlord, as landlord, and Tropicana as tenant (PRN 1711801) 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>	8
7	<p>1 (Public Meeting 18-08-08 was commenced 2 at 10:37 a.m.) 3 MR. NANCE: Good morning. I'd like to 4 read an opening statement: 5 This is to advise the general public 6 that in compliance with Chapter 231 of the 7 public laws of 1975 entitled "Senator Bryon M. 8 Baer Open Public Meeting Act," the New Jersey 9 Casino Control Commission on December 19th, 10 2017, filed with the Secretary of State at the 11 State House in Trenton an annual meeting 12 schedule. On December 1st, 2017, copies were 13 mailed to subscribers. 14 Members of the press will be permitted 15 to take photographs. We ask that this be done 16 in a manner which is not distracting to the 17 Commission. 18 The use of cell phones in the public 19 meeting room is prohibited. 20 Any member of the public who wish to 21 address the Commission will be given the 22 opportunity to do so before the Commission 23 adjourns for the day. 24 Please stand for the Pledge of 25 Allegiance.</p>	9
	<p>1 ITEM NO. 1 2 (The Flag Salute was recited.) 3 MS. FAUNTLEROY: Good morning. 4 Please answer when I call your name for 5 the roll please. 6 Commissioner Cooper? 7 COMMISSIONER COOPER: Here. 8 MS. FAUNTLEROY: Vice Chair Harrington? 9 VICE CHAIR HARRINGTON: Here. 10 MS. FAUNTLEROY: And Chairman Plousis. 11 CHAIR PLOUSIS: Here. 12 MS. FAUNTLEROY: Items discussed this 13 morning in closed session included employee key 14 license applications and approval of the July 15 closed-session minutes. 16 Item No. 1 for your consideration is the 17 ratification of the minutes of July 11, 2018, 18 public meeting. 19 CHAIR PLOUSIS: Are there any questions? 20 (No response.) 21 CHAIR PLOUSIS: Is there a motion? 22 VICE CHAIR HARRINGTON: I move that we 23 ratify the minutes of July 11th, 2018. 24 CHAIR PLOUSIS: Is there a second? 25 COMMISSIONER COOPER: I'll second that.</p>	

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10	<p>1 ITEM NO. 2</p> <p>2 employee licenses.</p> <p>3 CHAIR PLOUSIS: Is there a second?</p> <p>4 VICE CHAIR HARRINGTON: Second.</p> <p>5 CHAIR PLOUSIS: Any further discussion?</p> <p>6 (No response.)</p> <p>7 CHAIR PLOUSIS: Hearing none, all in</p> <p>8 favor?</p> <p>9 (Ayes.)</p> <p>10 CHAIR PLOUSIS: Opposed?</p> <p>11 (No response.)</p> <p>12 CHAIR PLOUSIS: Ayes have it.</p> <p>13 MS. FAUNTLEROY: Thank you.</p> <p>14 There was addendum to Item 2, which is</p> <p>15 2f, Excelman A. Francis. An objection has been</p> <p>16 raised by the Division with respect to Mr.</p> <p>17 Francis and a request for a conference.</p> <p>18 Staff has reviewed it and do recommend</p> <p>19 that you remand the matter to the contested</p> <p>20 case process.</p> <p>21 CHAIR PLOUSIS: Are there any questions</p> <p>22 regarding this matter?</p> <p>23 (No response.)</p> <p>24 CHAIR PLOUSIS: Hearing none, is there a</p> <p>25 motion?</p>	12
11	<p>1 ITEM NO. 3</p> <p>2 COMMISSIONER COOPER: Mr. Chairman, I</p> <p>3 move to remand for a hearing the initial casino</p> <p>4 key employee license application of Excelman A.</p> <p>5 Francis.</p> <p>6 CHAIR PLOUSIS: Is there a second?</p> <p>7 VICE CHAIR HARRINGTON: Second.</p> <p>8 CHAIR PLOUSIS: Any further discussion?</p> <p>9 (No response.)</p> <p>10 CHAIR PLOUSIS: Hearing none, all those</p> <p>11 in favor?</p> <p>12 (Ayes.)</p> <p>13 CHAIR PLOUSIS: Opposed?</p> <p>14 (No response.)</p> <p>15 CHAIR PLOUSIS: Ayes have it.</p> <p>16 MS. FAUNTLEROY: Thank you.</p> <p>17 Item No. 3 are applications for</p> <p>18 resubmitted casino key employee licenses</p> <p>19 identified on the agenda as 3a through f. All</p> <p>20 those matters have been reviewed.</p> <p>21 The Division has no objection to the</p> <p>22 resubmission granting of any of them.</p> <p>23 Staff has reviewed and recommend they be</p> <p>24 granted as well.</p> <p>25 CHAIR PLOUSIS: Are there any questions</p>	13
	<p>1 ITEM NO. 4</p> <p>2 regarding any of these matters?</p> <p>3 (No response.)</p> <p>4 CHAIR PLOUSIS: Is there a motion?</p> <p>5 VICE CHAIR HARRINGTON: I move that we</p> <p>6 grant the six resubmitted casino key employee</p> <p>7 licenses.</p> <p>8 CHAIR PLOUSIS: Is there a second?</p> <p>9 COMMISSIONER COOPER: I'll second that.</p> <p>10 CHAIR PLOUSIS: Any further discussion?</p> <p>11 (No response.)</p> <p>12 CHAIR PLOUSIS: Hearing none, all those</p> <p>13 in favor?</p> <p>14 (Ayes.)</p> <p>15 CHAIR PLOUSIS: Opposed?</p> <p>16 (No response.)</p> <p>17 CHAIR PLOUSIS: Ayes have it.</p> <p>18 MS. FAUNTLEROY: Thank you.</p> <p>19 Item No. 4 are applications for a casino</p> <p>20 key employee licenses and for qualification.</p> <p>21 We do have two matters.</p> <p>22 The first matter is Jocelyn A. Allison</p> <p>23 as Vice President of Marketing for Caesars</p> <p>24 Entertainment Corporation.</p> <p>25 We have reviewed that matter at the</p>	

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<p>1 ITEM NO. 4</p> <p>2 Atlantic City Corporation.</p> <p>3 An objection has been raised with</p> <p>4 respect to Mr. Rippy with a request that the</p> <p>5 matter be remanded to the conference process.</p> <p>6 Staff concurs and request that you do</p> <p>7 so.</p> <p>8 CHAIR PLOUSIS: Are there any questions</p> <p>9 regarding this matter?</p> <p>10 (No response.)</p> <p>11 CHAIR PLOUSIS: Is there a motion?</p> <p>12 COMMISSIONER COOPER: Mr. Chairman, I</p> <p>13 move to remand for a conference, Christopher D.</p> <p>14 Rippy for a casino application and</p> <p>15 qualification.</p> <p>16 CHAIR PLOUSIS: Is there a second?</p> <p>17 VICE CHAIR HARRINGTON: Second.</p> <p>18 CHAIR PLOUSIS: Any further discussion?</p> <p>19 (No response.)</p> <p>20 CHAIR PLOUSIS: Hearing none, roll call</p> <p>21 vote.</p> <p>22 MS. FAUNTLEROY: Commissioner Cooper?</p> <p>23 COMMISSIONER COOPER: Yes.</p> <p>24 MS. FAUNTLEROY: Vice Chair Harrington?</p> <p>25 VICE CHAIR HARRINGTON: Yes.</p>	<p>1 ITEM NO. 6</p> <p>2 Additionally, there were five temporary</p> <p>3 casino key employee licenses with a</p> <p>4 multi-casino endorsement with Bally's and</p> <p>5 Harrah's approved. They are: Michael A.</p> <p>6 Busciacco, Michael Festa, Michael Giraldi,</p> <p>7 III -- Jr., Doris E. Hawkins, Scott F. Raring.</p> <p>8 And, finally, Joseph L. McCarthy and</p> <p>9 Nicholas Vozzi were issued a multi-casino</p> <p>10 endorsement that concurrent casino employee</p> <p>11 license for Bally's and Harrah's.</p> <p>12 No Commission action is required.</p> <p>13 CHAIR PLOUSIS: Thank you.</p> <p>14 MS. FAUNTLEROY: Item No. 6 is the</p> <p>15 request for inactivation of certain casino key</p> <p>16 employee licenses, and they are specifically</p> <p>17 identified on the agenda as 6a through m.</p> <p>18 Again, Mr. MacFadden will review that</p> <p>19 matter with you.</p> <p>20 MR. MacFADDEN: Thank you.</p> <p>21 Item 6 consists of 13 individuals who,</p> <p>22 in lieu of filing a resubmission application,</p> <p>23 have requested to be placed on the inactive</p> <p>24 list not to exceed five years.</p> <p>25 Staff recommends granting the requested</p>
15	17
<p>1 ITEM NO. 5</p> <p>2 MS. FAUNTLEROY: And Chairman Plousis?</p> <p>3 CHAIR PLOUSIS: Yes.</p> <p>4 MS. FAUNTLEROY: Thank you.</p> <p>5 Item No. 5 are approvals through</p> <p>6 Delegation of Authority between July 9, 2018,</p> <p>7 and August 6, 2018, pursuant to Resolution No.</p> <p>8 17-01-11-11C.</p> <p>9 Mr. MacFadden is here to review that</p> <p>10 matter with you. No action is required,</p> <p>11 however.</p> <p>12 MR. MacFADDEN: Good morning, Mr.</p> <p>13 Chairman and Commissioners. Item 5 consists of</p> <p>14 19 individuals granted a temporary casino key</p> <p>15 license via Delegated Authority subsequent to</p> <p>16 the 11 -- July 11, 2018, public meeting.</p> <p>17 They are: Mark E. Bistyga, Yolotli Z.</p> <p>18 Cana-Mimay, Frank R. Casale, II, Paul S.</p> <p>19 Caywood, Rubayet A. Chowdhury, Rajesh Das,</p> <p>20 Sarah T. Donegan, Kyle M. Gaertner, Dipiksha S.</p> <p>21 Makadia, Carmelo Maysonet, III, Michael J.</p> <p>22 Moreno, Joseph N. Nicosia, Joseph Pasterino,</p> <p>23 Michael D. Pearsall, III, Dianna R. Robles,</p> <p>24 John F. Qualtieri, Seth M. Shapiro, Raymond A.</p> <p>25 Torres, and James S. Towe.</p>	<p>1 ITEM NO. 7</p> <p>2 relief.</p> <p>3 CHAIR PLOUSIS: Are there any questions</p> <p>4 regarding any of these matters?</p> <p>5 (No response.)</p> <p>6 CHAIR PLOUSIS: Hearing none, is there a</p> <p>7 motion?</p> <p>8 COMMISSIONER COOPER: Mr. Chairman, I</p> <p>9 move to grant the requested relief and order</p> <p>10 that the 13 casino key employee licenses be</p> <p>11 inactivated.</p> <p>12 CHAIR PLOUSIS: Is there a second?</p> <p>13 VICE CHAIR HARRINGTON: Second.</p> <p>14 CHAIR PLOUSIS: Any further discussion?</p> <p>15 (No response.)</p> <p>16 CHAIR PLOUSIS: Hearing none, all those</p> <p>17 in favor?</p> <p>18 (Ayes.)</p> <p>19 CHAIR PLOUSIS: Opposed?</p> <p>20 (No response.)</p> <p>21 CHAIR PLOUSIS: Ayes have it.</p> <p>22 MS. FAUNTLEROY: Thank you.</p> <p>23 Item No. 7 is the consideration of the</p> <p>24 lapsing of certain casino key employee licenses</p> <p>25 identified on the agenda as 7a through j.</p>

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18	<p>1 ITEM NO. 7 2 I will note for the record that 7c has 3 been removed. 4 MR. MacFADDEN: Thank you. 5 Item 7 consists of nine individuals 6 whose casino key employee review deadline has 7 passed and they have neither filed the required 8 resubmission paperwork nor requested to be 9 placed on the inactive list. 10 They are: Mark L. Andrews, Heather M. 11 Aspenberg, Mark A. Brown, Jesus G. Delvalle, 12 Parviz Komeily, Paul J. McComb, Karen E. 13 Merlino, Leo G. Onofrio, Richard A. Ridenour, 14 and Michael A. Shertel. 15 Consequently staff recommends the casino 16 key employee licenses of these ten individuals 17 be allowed to lapse. 18 CHAIR PLOUSIS: Are there any questions 19 regarding these matters? 20 MR. MacFADDEN: Nine individuals. I'm 21 sorry. 22 CHAIR PLOUSIS: Are there any questions 23 regarding these matters? 24 (No response.) 25 CHAIR PLOUSIS: Is there a motion?</p>	20	<p>1 ITEM NO. 8 2 and Commissioners. 3 For your consideration is the initial 4 application of Angel R. Ramos for a casino key 5 employee license. Mr. Ramos did not return a 6 hearing request form or otherwise respond to 7 staff. 8 The matter is now ripe for your 9 consideration. 10 Jordan Hollander is here on behalf of 11 the Division. Mr. Ramos was notified of 12 today's hearing, but he is not present. 13 CHAIR PLOUSIS: Thank you. 14 Counsel? 15 MR. HOLLANDER: Good morning, Mr. 16 Chairman and Commissioners. Jordan Hollander, 17 Deputy Attorney General, Division of Gaming 18 Enforcement. 19 The Division submitted a letter dated 20 May 29, 2018, recommending the denial of Mr. 21 Ramos' initial casino key employee application. 22 As he has not requested a hearing, the Division 23 would now request that his application be 24 denied. 25 Thank you.</p>
19	<p>1 ITEM NO. 8 2 VICE CHAIR HARRINGTON: I move that we 3 find that the nine casino key employee licenses 4 lapsed pursuant to NJAC 19:41A-6.1(f) of the 5 regulation. 6 CHAIR PLOUSIS: Is there a second? 7 COMMISSIONER COOPER: I'll -- excuse me. 8 I'll second that. 9 CHAIR PLOUSIS: Any further discussion? 10 (No response.) 11 CHAIR PLOUSIS: Hearing none, all in 12 favor? 13 (Ayes.) 14 CHAIR PLOUSIS: Opposed? 15 (No response.) 16 CHAIR PLOUSIS: Ayes have it. 17 MR. MacFADDEN: Thank you. 18 MS. FAUNTLEROY: Thank you, Glenn. 19 Item No. 8 is the consideration of the 20 initial application of Angel R. Ramos, also 21 known as Angel Ramos-Gonzalez, for a casino key 22 employee license. 23 Senior Counsel Teresa Pimpinelli will 24 review that with you. 25 MS. PIMPINELLI: Good morning, Chairman</p>	21	<p>1 ITEM NO. 9 2 CHAIR PLOUSIS: Are there any questions 3 for counsel? 4 (No response.) 5 CHAIR PLOUSIS: Hearing none, is there a 6 motion? 7 COMMISSIONER COOPER: Mr. Chairman, I 8 move that we: A, find Angel R. Ramos, also 9 known as Angel Ramos-Gonzalez, disqualified 10 pursuant to NJSA 5:12-80(b) and (d), NJSA 11 5:12-86(b) and NJSA 5:12-89(b); and, B, also 12 deny his initial application for a casino key 13 employee license. 14 CHAIR PLOUSIS: Is there a second? 15 VICE CHAIR HARRINGTON: Second. 16 CHAIR PLOUSIS: Any further discussion? 17 (No response.) 18 CHAIR PLOUSIS: Hearing none, all those 19 in favor? 20 (Ayes.) 21 CHAIR PLOUSIS: Opposed? 22 (No response.) 23 CHAIR PLOUSIS: Ayes have it. 24 MS. FAUNTLEROY: Item No. 9 is 25 consideration of the plenary qualification of</p>

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22	<p>1 ITEM NO. 9</p> <p>2 Christopher Holdren to serve as a member of the</p> <p>3 Capital Committee for Caesars Entertainment</p> <p>4 Corporation.</p> <p>5 Again, Senior Counsel Pimpinelli will</p> <p>6 review that with you.</p> <p>7 MS. PIMPINELLI: Chairman and</p> <p>8 Commissioners, before you is the plenary</p> <p>9 qualification of Mr. Holdren to serve as a</p> <p>10 member of the Capital Committee for Caesars</p> <p>11 Entertainment Corporation. Mr. Holdren was</p> <p>12 temporarily qualified by the Commission on</p> <p>13 December 19th, 2017.</p> <p>14 A draft resolution was circulated to the</p> <p>15 parties.</p> <p>16 Pat Agnellini is here on behalf of Mr.</p> <p>17 Holdren and CEC, and Joanne Berman is here on</p> <p>18 behalf of the Division.</p> <p>19 CHAIR PLOUSIS: Okay.</p> <p>20 Counsels?</p> <p>21 MR. AGNELLINI: Good morning, Mr.</p> <p>22 Chairman, members of the Commission. Pat</p> <p>23 Agnellini, Brownstein, Hyatt, Farber & Schreck</p> <p>24 on behalf of Caesars Entertainment Corporation</p> <p>25 and Mr. Holdren.</p>	24	<p>1 ITEM NO. 10</p> <p>2 Capital Committee for Caesars Entertainment</p> <p>3 Corporation in accordance with NJSA</p> <p>4 5:12-85.1(b), (c), and (d), and NJSA</p> <p>5 5:12-89b(1) and (2), and NJAC 13:69C-2.7.</p> <p>6 CHAIR PLOUSIS: Is there a second?</p> <p>7 COMMISSIONER COOPER: I'll second that.</p> <p>8 CHAIR PLOUSIS: Any further discussion?</p> <p>9 (No response.)</p> <p>10 CHAIR PLOUSIS: Hearing none, roll call</p> <p>11 vote?</p> <p>12 MS. FAUNTLEROY: Commissioner Cooper?</p> <p>13 COMMISSIONER COOPER: Yes.</p> <p>14 MS. FAUNTLEROY: Vice Chair Harrington?</p> <p>15 VICE CHAIR HARRINGTON: Yes.</p> <p>16 MS. FAUNTLEROY: And Chairman Plousis?</p> <p>17 CHAIR PLOUSIS: Yes.</p> <p>18 Thank you, counsel.</p> <p>19 MR. AGNELLINI: Thank you.</p> <p>20 MS. BERMAN: Thank you.</p> <p>21 MS. FAUNTLEROY: Item No. 10 is</p> <p>22 consideration of the initial casino key</p> <p>23 employee licensure and plenary qualification of</p> <p>24 Colleen A. Skellenger as Assistant Vice</p> <p>25 President Hotel Operations, Tropicana Atlantic</p>
23	<p>1 ITEM NO. 9</p> <p>2 We have reviewed the draft resolution,</p> <p>3 and we have no objection, and we would ask it</p> <p>4 be approved.</p> <p>5 If you have any questions, I'm here.</p> <p>6 CHAIR PLOUSIS: Thank you, Counsel.</p> <p>7 MS. BERMAN: Good morning, Chairman and</p> <p>8 Commissioners. Joanne Berman, Deputy Attorney</p> <p>9 General, on behalf of the Division of Gaming</p> <p>10 Enforcement.</p> <p>11 We filed a report dated July 10, 2018,</p> <p>12 recommending the qualification of Christopher</p> <p>13 Holdren.</p> <p>14 We've also reviewed that draft</p> <p>15 resolution, and it is acceptable to the</p> <p>16 Division.</p> <p>17 Thank you.</p> <p>18 CHAIR PLOUSIS: Thank you.</p> <p>19 Are there any questions for counsel?</p> <p>20 (No response.)</p> <p>21 CHAIR PLOUSIS: Hearing none, is there a</p> <p>22 motion?</p> <p>23 VICE CHAIR HARRINGTON: I move that we</p> <p>24 adopt the draft resolution and find Christopher</p> <p>25 Holdren qualified to serve as a member of the</p>	25	<p>1 ITEM NO. 10</p> <p>2 City Corp.</p> <p>3 Senior Counsel Pimpinelli will review</p> <p>4 that with you.</p> <p>5 MS. PIMPINELLI: Chairman and</p> <p>6 Commissioners, as Miss Fauntleroy just</p> <p>7 indicated, this is the plenary qualification</p> <p>8 and initial casino key employee licensure of</p> <p>9 Colleen A. Skellenger to serve as the Assistant</p> <p>10 Vice President of Hotel Operations for</p> <p>11 Tropicana Atlantic City Corp. Miss Skellenger</p> <p>12 was temporarily qualified and licensed by the</p> <p>13 Commission on December 19th, 2017.</p> <p>14 Sara Ben-David is here on behalf of the</p> <p>15 Division.</p> <p>16 A draft resolution was circulated to the</p> <p>17 parties.</p> <p>18 Counsel for Miss Skellenger and</p> <p>19 Tropicana indicated that she would not be here.</p> <p>20 CHAIR PLOUSIS: Thank you.</p> <p>21 Counsel?</p> <p>22 MS. BEN-DAVID: Good morning, Chairman</p> <p>23 and Commissioners. Sara Ben-David, Deputy</p> <p>24 Attorney General, appearing on behalf of the</p> <p>25 Division of Gaming Enforcement.</p>

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<p>1 ITEM NO. 10</p> <p>2 You have our report dated July 21st,</p> <p>3 2018, recommending that Colleen Skellenger be</p> <p>4 issued an initial casino key employee license</p> <p>5 and be found plenary qualified to serve as</p> <p>6 Assistant Vice President, Hotel Operations for</p> <p>7 Tropicana Atlantic City Corp.</p> <p>8 We have reviewed the draft resolution</p> <p>9 and have no objection.</p> <p>10 CHAIR PLOUSIS: Are there any questions</p> <p>11 for counsel?</p> <p>12 (No response.)</p> <p>13 CHAIR PLOUSIS: Hearing none, is there a</p> <p>14 motion?</p> <p>15 COMMISSIONER COOPER: Mr. Chairman, I</p> <p>16 move to adopt the draft resolution and issue a</p> <p>17 plenary casino key employee license to Colleen</p> <p>18 A. Skellenger pursuant to NJSA 5:12-89(a) and</p> <p>19 (b) and find Miss Skellenger qualified to serve</p> <p>20 as Assistant Vice President of Hotel Operations</p> <p>21 for Tropicana Atlantic City Corp. in accordance</p> <p>22 with NJSA 5:12-89.1 (b), (c), and (d), and NJAC</p> <p>23 13:69C-2.6.</p> <p>24 CHAIR PLOUSIS: Is there a second?</p> <p>25 VICE CHAIR HARRINGTON: Second.</p>	<p>1 ITEM NO. 11</p> <p>2 Chairman, Commissioners. My name is Harry</p> <p>3 Jackson. I'm here from Fox, Rothschild on</p> <p>4 behalf of HR Atlantic City, LLC.</p> <p>5 We've had a chance to review the draft</p> <p>6 resolution, and we have no objections to it in</p> <p>7 its form or substance.</p> <p>8 Thank you.</p> <p>9 CHAIR PLOUSIS: Okay.</p> <p>10 MR. HOLLANDER: Good morning, Mr.</p> <p>11 Chairman and Commissioners. Jordan Hollander</p> <p>12 on behalf of the Division of Gaming</p> <p>13 Enforcement.</p> <p>14 The Division has reviewed the Amended</p> <p>15 Petition and has no objection to the requested</p> <p>16 relief.</p> <p>17 The Division has also reviewed the draft</p> <p>18 resolution and has no objection.</p> <p>19 Thank you.</p> <p>20 CHAIR PLOUSIS: Any questions for</p> <p>21 counsel?</p> <p>22 (No response.)</p> <p>23 CHAIR PLOUSIS: Hearing none, is there a</p> <p>24 motion?</p> <p>25 VICE CHAIR HARRINGTON: Mr. Chairman, I</p>
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<p>1 ITEM NO. 11</p> <p>2 CHAIR PLOUSIS: Any further discussion?</p> <p>3 (No response.)</p> <p>4 CHAIR PLOUSIS: Hearing none, roll call</p> <p>5 vote?</p> <p>6 MS. FAUNTLEROY: Commissioner Cooper?</p> <p>7 COMMISSIONER COOPER: Yes.</p> <p>8 MS. FAUNTLEROY: Vice Chair Harrington?</p> <p>9 VICE CHAIR HARRINGTON: Yes.</p> <p>10 MS. FAUNTLEROY: And Chairman Plousis?</p> <p>11 CHAIR PLOUSIS: Yes.</p> <p>12 MS. FAUNTLEROY: Thank you.</p> <p>13 Item No. 11 is the Amended Petition of</p> <p>14 HR Atlantic City, LLC, for the issuance of a</p> <p>15 temporary casino key license to John R. Eder</p> <p>16 and to permit him to assume the duties and</p> <p>17 exercise the powers of Chief Financial Officer,</p> <p>18 Executive Vice President, Secretary, and</p> <p>19 Treasurer pending plenary qualification and for</p> <p>20 a waiver of residency.</p> <p>21 The parties are represented. I'll ask</p> <p>22 them to enter their appearance.</p> <p>23 A draft resolution was prepared and</p> <p>24 circulated.</p> <p>25 MR. JACKSON: Good morning, Mr.</p>	<p>1 ITEM NO. 11</p> <p>2 move that we approve the Amended Petition and</p> <p>3 issue a temporary casino key employee license</p> <p>4 to John R. Eder pursuant to NJSA 5:12-89(e) and</p> <p>5 NJSA 19:41A-5.3 and permit him to assume the</p> <p>6 duties and exercise the powers of Chief</p> <p>7 Financial Officer, Executive Vice President,</p> <p>8 Secretary, and Treasurer for Hard Rock Atlantic</p> <p>9 City, LLC, Seminole HR Holdings, LLC,</p> <p>10 SHRE/SHRI, LLC, Seminole Hard Rock</p> <p>11 Entertainment Inc., HR Atlantic City Investor,</p> <p>12 LLC, and HR Atlantic City Lender, LLC, pending</p> <p>13 plenary qualification in accordance with the</p> <p>14 conditions contained in NJSA 5:12-85.1(c), NJAC</p> <p>15 13:69C-2.7(c) and (d); and further grant the</p> <p>16 Petitioner's request to waive the residency</p> <p>17 requirement as provided for in NJSA</p> <p>18 5:12-89(b)4.</p> <p>19 CHAIR PLOUSIS: Is there a second?</p> <p>20 COMMISSIONER COOPER: I'll second that.</p> <p>21 CHAIR PLOUSIS: Any further discussion?</p> <p>22 (No response.)</p> <p>23 CHAIR PLOUSIS: Hearing none, roll call</p> <p>24 vote?</p> <p>25 MS. FAUNTLEROY: Commissioner Cooper?</p>

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30	<p>1 ITEM NO. 13</p> <p>2 COMMISSIONER COOPER: Yes.</p> <p>3 MS. FAUNTLEROY: Vice Chair Harrington?</p> <p>4 VICE CHAIR HARRINGTON: Yes.</p> <p>5 MS. FAUNTLEROY: And Chairman Plousis?</p> <p>6 CHAIR PLOUSIS: Yes.</p> <p>7 MS. FAUNTLEROY: Thank you, gentlemen.</p> <p>8 Item No. 13 is the Joint Petition of</p> <p>9 Eldorado Resorts, Inc., Delta Merger Sub, Inc.,</p> <p>10 and GLP Capital, L.P., for a declaratory ruling</p> <p>11 pursuant to NJAC 19:40A-3.7 determining the</p> <p>12 licensing status of Tropicana Atlantic City Sub</p> <p>13 Corp. as landlord to serve as the landlord of</p> <p>14 Tropicana Atlantic City, Trop AC; and, two,</p> <p>15 approval of the lease for Trop AC by and</p> <p>16 between landlord as landlord and Tropicana as</p> <p>17 tenant.</p> <p>18 The Petition was amended --</p> <p>19 (Conferring.)</p> <p>20 MS. FAUNTLEROY: Oh, I skipped one?</p> <p>21 Sorry. Well, I'm come back to 12.</p> <p>22 Okay. Unless you guys you want to get</p> <p>23 out of here.</p> <p>24 MR. BALDASSARRE: That's fine.</p> <p>25 MS. FAUNTLEROY: Your call. I don't</p>	32	<p>1 ITEM NO. 13</p> <p>2 this matter with staff both at the Commission</p> <p>3 and the Division and to review the draft</p> <p>4 resolution that's been presented to you. And</p> <p>5 we have no objections to its issuance.</p> <p>6 I want to add one more thing. I wanted</p> <p>7 to thank on the record both counsel for the</p> <p>8 Commission and counsel for the Division for the</p> <p>9 way that they have handled this in as kind and</p> <p>10 professional a manner as they have.</p> <p>11 Thank you.</p> <p>12 CHAIR PLOUSIS: Thank you.</p> <p>13 MR. FIKRY: Good morning, Mr. Chairman,</p> <p>14 Vice Chair Harrington, Commissioner Cooper.</p> <p>15 Eric Fikry from Blank Rome. I'm here with my</p> <p>16 partner, Stephen Schrier. We represent the</p> <p>17 Joint Petitioners, Eldorado Resorts, Inc., and</p> <p>18 Delta Merger Sub, Inc.</p> <p>19 Similarly to what Justice Rivera said or</p> <p>20 indicated, our parties do not have any</p> <p>21 objection to and agree to the resolutions</p> <p>22 that's been circulated and would similarly</p> <p>23 appreciate -- show our appreciation and thanks</p> <p>24 to counsel for the Division and the Commission</p> <p>25 on the handling of this matter.</p>
31	<p>1 ITEM NO. 13</p> <p>2 want you to be waiting. You get a chance to</p> <p>3 see the Justice in action.</p> <p>4 (Laughter.)</p> <p>5 MS. FAUNTLEROY: My apologies.</p> <p>6 JUSTICE RIVERA-SOTO: You're making this</p> <p>7 way more than it needs to be. I don't know if</p> <p>8 I can live up to that billing.</p> <p>9 MS. FAUNTLEROY: I will note that the</p> <p>10 Petition was amended to request additional</p> <p>11 relief, including a determination simply that</p> <p>12 Tropicana AC Sub Corp. is serving as landlord</p> <p>13 and to request delegation of authority and to</p> <p>14 also amend and include the Trop AC as a tenant</p> <p>15 reflecting on the master lease.</p> <p>16 The parties are here. At your pleasure,</p> <p>17 Mr. Chairman.</p> <p>18 CHAIR PLOUSIS: All right.</p> <p>19 JUSTICE RIVERA-SOTO: Mr. Chairman and</p> <p>20 Commissioners, good morning. My name is</p> <p>21 Roberto Rivera-Soto from Fox -- from Ballard</p> <p>22 Spahr. They are my old office. From Ballard</p> <p>23 Spahr. And I appear on behalf of GLP Capital,</p> <p>24 L.P.</p> <p>25 We've had the opportunity to discuss</p>	33	<p>1 ITEM NO. 13</p> <p>2 I'm prepared to provide a little</p> <p>3 background about Eldorado, as it is new to this</p> <p>4 jurisdiction, if the Commission is so inclined</p> <p>5 to hear that.</p> <p>6 CHAIR PLOUSIS: Yes. Please.</p> <p>7 MR. FIKRY: Thank you.</p> <p>8 Just, although Eldorado is a very well</p> <p>9 established gaming company, it is new to this</p> <p>10 jurisdiction, so perhaps an introduction is in</p> <p>11 order. Eldorado was founded by Donald Carano</p> <p>12 in 1973 with the establishment of a casino</p> <p>13 hotel in Reno. The company, over the years,</p> <p>14 has grown quite dramatically and is now a</p> <p>15 publicly traded company listed Nasdaq. It's a</p> <p>16 geographically diversified gaming and</p> <p>17 hospitality company, and it has gaming</p> <p>18 facilities in 10 states. Over 20 licensed</p> <p>19 facilities in those jurisdictions. Its</p> <p>20 properties collectively feature 21,000 slot</p> <p>21 machines and VLTs, 600 table games and over</p> <p>22 7,000 hotel rooms.</p> <p>23 Sadly, Mr. Carano passed in the fall of</p> <p>24 2017, however the Carano family is very</p> <p>25 involved in the operation and the management of</p>

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<p style="text-align: right;">34</p> <p>1 ITEM NO. 13 2 the company. Eldorado has very experienced 3 executive leadership, a strong financial 4 profile, and is continuing to grow. 5 In addition to the acquisition of the 6 Tropicana, it has affected a number of 7 acquisitions in recent years. And the company 8 continues to grow and looks forward to being a 9 part of the gaming community here in Atlantic 10 City. 11 I'm sure, as the Commission is aware, 12 GLP is a subsidiary of Gaming and Leisure 13 Properties, Inc., which is a publicly traded 14 real estate investment trust from Pennsylvania 15 that is very actively involved in the financing 16 and owning of gaming and hotel properties. As 17 indicated in the papers, GLP real estate 18 portfolio current consists of 38 gaming 19 facilities in 14 states. 20 The petition that is currently before 21 the Commission seeks a declaratory ruling as to 22 the licensure status of Tropicana AC Sub Corp. 23 pursuant to NJSA 19:40A-3.7. In pursuant -- 24 and also approval of the matter lease 25 agreement. And just if you'll forgive me for</p>	<p style="text-align: right;">36</p> <p>1 ITEM NO. 13 2 owned direct subsidiary of Eldorado, Inc. The 3 operating entity would, in turn, be an indirect 4 subsidiary also of Eldorado. And Tropicana AC 5 Sub Corp., the co-landlord, would become a 6 subsidiary of GLP. 7 The real estate for the Tropicana in 8 Atlantic City would be leased to Tropicana 9 Entertainment, Inc., through a long-term triple 10 net lease with all the expenses be borne by the 11 lessee. And the lease has been submitted to 12 the Commission and to the Division and is part 13 of the record, as are the Petition and 14 Supplement to the Petition filed by the 15 Petitioners, as well as the Division's report. 16 With respect to the relief requested, 17 declaratory ruling as to the licensure status 18 of Tropicana AC Sub Corp. is sought to allow 19 that entity to be deemed a casino service 20 industry enterprise. The Act provides that 21 parties to a lease agreement be required to 22 hold a casino license or a CSI license unless 23 the Commission determines otherwise for good 24 cause shown. Section 82c-1 of the Act further 25 provides that the Commission may determine with</p>
<p style="text-align: right;">35</p> <p>1 ITEM NO. 13 2 referring to my notes, but the entities are 3 very similar. The master lease agreement would 4 provide that Tropicana AC Sub Corp. and GLP 5 Capital L.P. would serve as the landlords. 6 While Tropicana Entertainment Inc. and 7 Tropicana Atlantic City Corp., which is the 8 entity that is the current operator of the 9 facility in Atlantic City, would serve as the 10 tenants. Eldorado Resorts, Incorporated, would 11 be the guarantor of the tenant's obligations 12 under the lease. 13 On April 15th of 2018, a merger 14 agreement was entered into between GLP Capital 15 and Tropicana -- excuse me -- and Tropicana 16 Entertainment, Inc. GLP Capital to be 17 purchasing the real estate for six casino 18 facilities, including the Tropicana here in 19 Atlantic City. And as I had indicated earlier, 20 Tropicana Atlantic City Corp. is the operating 21 entity and is a wholly owned subsidiary of 22 Tropicana Entertainment, Inc. 23 Once, if the transaction is approved and 24 ultimately consummated, Tropicana 25 Entertainment, Inc., will become the wholly</p>	<p style="text-align: right;">37</p> <p>1 ITEM NO. 13 2 the concurrence of the Attorney General that a 3 person who does not have the ability to 4 exercise control over the approved casino hotel 5 or the operation of the casino shall not be 6 required to hold a casino license. 7 The Joint Petitioners respectfully 8 request that the Commission determine that the 9 entity Tropicana AC Sub Corp., which will be a 10 landlord pursuant to the master lease, be 11 appropriately deemed a CSI licensee as a 12 consequence of its inability to exercise 13 significant control over the operation of the 14 casino or the casino hotel. 15 And that is memorialized in various 16 provisions of the lease as detailed in the 17 Petition. The Tropicana AC Sub Corp. will not 18 have rights to confidential operating or 19 customer information or have access or control 20 over marketing, and it won't have any right to 21 direct or control capital maintenance decisions 22 with respect to the property in Atlantic City. 23 And so for those reasons, the 24 Petitioners request that the -- request for a 25 declaratory relief be granted.</p>

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<p style="text-align: right;">38</p> <p>1 ITEM NO. 13 2 Now, with respect to the alternate or 3 additional request for approval of the master 4 lease, the master lease -- I'm sorry -- the 5 requirements for a lease agreement involving an 6 approved casino hotel are set forth in Section 7 82c of the Act. Section 82c requires that the 8 lease be memorialized in writing, which it 9 certainly is, and that it contains certain 10 provisions in order for a lease to be approved 11 by the Commission. 12 First, it must contain a buy-out 13 provision, establishing for the tenant the 14 absolute right to purchase the lessor's 15 interest if a suitability issue arises in 16 connection with the lessor. That provision is 17 contained in Article 41.16D of the master 18 lease. 19 The Act also requires that the leases 20 contain a provision that the parties to the 21 lease are jointly and severally liable with 22 respect to any violations of the Act or 23 regulations, and it is irrespective of whether 24 a party has actual knowledge of the violation 25 in question. That is also satisfied by the</p>	<p style="text-align: right;">40</p> <p>1 ITEM NO. 13 2 questions the Commission may have. 3 The Joint Petitioners do not object to 4 any of the conditions that are set forth in the 5 Division's report. And barring any questions, 6 I'll yield to counsel at this point. 7 CHAIR PLOUSIS: Thank you. 8 MR. FIKRY: Thank you. 9 MS. RICHARDSON: Good morning, Chairman 10 and Commissioners. Tracy Richardson for the 11 Division of Gaming Enforcement. 12 You have our report dated July 31st, 13 2018, and that report sets forth the highlights 14 as to the landlord and tenant rights and 15 responsibilities under the form master lease 16 that's been submitted. 17 Tropicana Atlantic City Corp. as the New 18 Jersey specific tenant, as Mr. Fikry 19 highlighted, has substantial responsibilities 20 with regard to the property, including the 21 payment of expenses, maintaining that property. 22 Of course, operating it as to the casino 23 operations, and also having the authority to 24 make capital expenditure improvements. 25 On the landlord side, Tropicana AC Sub</p>
<p style="text-align: right;">39</p> <p>1 ITEM NO. 13 2 master lease agreement in Article 41.16B. 3 And similarly, leases are also -- excuse 4 me -- statutorily required to be subject to 5 review by the Division for reasonableness and 6 for the qualifications of the owners, officers, 7 employees, and directors. That is set forth in 8 Article 41.16C of the lease. And the Act also 9 contains a provision requiring that the 10 agreement be terminable in the event of -- if 11 in the event the Commission disapproves of the 12 terms of the lease. And that is satisfied by 13 Article 41.16C of the lease. 14 So for those reasons, as well as for the 15 reasons set forth in the Division's report, the 16 Petitioners request that the master lease be 17 approved. 18 The final, sort of, subcomponent of the 19 relief being requested is that the Chair be 20 delegated authority to approve any amendments 21 to the lease that might need to be made, save 22 for any amendments that would impact any of the 23 mandatory provisions that are statutorily 24 required that we have set forth below. 25 So I'm happy to answer whatever</p>	<p style="text-align: right;">41</p> <p>1 ITEM NO. 13 2 Corp., as the New Jersey specific landlord 3 again, is restricted in its control over the 4 subject property. And Mr. Fikry highlighted 5 areas of those control responsibilities as 6 well. 7 In addition to what's been already 8 mentioned, neither Tropicana AC Sub Corp. nor 9 GLP Capital, L.P., its holding company and also 10 co-landlord, may participate in the casino 11 operations without obtaining a casino license. 12 Based on the roles and responsibilities 13 of the tenant and the landlord under the master 14 lease, with the substantial control that's 15 exercised by the tenant over its own operations 16 and the casino property, we submit that the -- 17 the status of a casino service industry 18 enterprise license for Tropicana AC Sub Corp. 19 is appropriate under the circumstances. 20 As to approval of the master lease, Mr. 21 Fikry has already set forth for you the 22 requirements under the Act -- the statutory 23 requirements under the Act that are required. 24 A lease such as this to have within it and, in 25 the Division's review, the lease also meets</p>

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<p style="text-align: right;">42</p> <p>1 ITEM NO. 13 2 those requirements. I won't go through them 3 again. 4 The Division recommended several 5 conditions in its report, and those conditions 6 have already been incorporated in the draft 7 resolution that Miss Fauntleroy circulated, and 8 we have no objections to that. 9 Thank you. 10 CHAIR PLOUSIS: Thank you. 11 Any questions from the commissioners? 12 (No response.) 13 CHAIR PLOUSIS: No. Hearing no 14 questions, I do have a statement. 15 In April of this year, Eldorado Resorts 16 and Delta Sub, a subsidiary of Eldorado created 17 solely for merger purposes, entered into a 18 purchase agreement and a plan of merging with 19 Tropicana Entertainment, Incorporated, and GLP 20 Capital, L.P., a subsidiary of Gaming and 21 Leisure Properties, Incorporated, a 22 Pennsylvania publicly traded gaming focused 23 REIT. 24 Pursuant to that agreement, GLP Capital 25 is purchasing the real estate assets of six</p>	<p style="text-align: right;">44</p> <p>1 ITEM NO. 13 2 and merger agreement and detailed for us the 3 proposed master lease agreement between GLP and 4 Trop Sub as landlords and Tropicana 5 Entertainment and Trop AC as tenants. 6 We are here today to address certain 7 issues arising from the master lease. 8 Specifically, is the Trop Sub as landlord 9 eligible to obtain a casino service industry 10 enterprise license under Section 82c of the 11 Casino Control Act? Does the master lease 12 between GLP and Trop Sub as landlords and 13 Tropicana Entertainment and Trop AC as tenants 14 meet the requirements of Sections 82c? And, 15 lastly, will the Commission authorize me as 16 Chairman to approve certain future changes to 17 the master lease? 18 The master lease under consideration is 19 a 15-year triple net lease with four additional 20 five-year renewable terms available at the 21 option of the tenants. 22 The master lease provides the tenants 23 will control and possession of the premises and 24 significant responsibility for maintenance and 25 management of the casino hotel. By the terms</p>
<p style="text-align: right;">43</p> <p>1 ITEM NO. 13 2 facilities currently owned and operated by 3 Tropicana Entertainment, Incorporated, or one 4 of its subsidiaries, including Tropicana Casino 5 and Resort Atlantic City, and certain parcels 6 of real estate currently owned by Tropicana, 7 Atlantic City Sub Corporation, LLC. 8 In addition, Eldorado, which has a 9 pending petition seeking interim casino 10 authorization from this commission, intends to 11 a require all of Tropicana Entertainment's 12 casino operations. Tropicana Entertainment 13 would then ultimately become a wholly owned 14 subsidiary of Eldorado. Trop AC, operator of 15 Atlantic City Tropicana, would become a wholly 16 owned indirect subsidiary of Eldorado. 17 While it is important to understand that 18 the general terms of the purchase and the 19 merger agreement to provide context to our 20 decision today, Eldorado's interim casino 21 authorization is not before us today. However, 22 I do anticipate that matter coming before us in 23 the near future. 24 Counsel for the Petitioners have 25 provided us with an overview of the purchase</p>	<p style="text-align: right;">45</p> <p>1 ITEM NO. 13 2 of the master lease, Trop Sub's involvement in 3 and control over the premises is minimal. 4 The Division provided us with its report 5 on this matter wherein it the master lease 6 concludes that Trop Sub will not have 7 significant control over casino operations, 8 Trop AC and recommends, subject to conditions, 9 that the Commission grant Petitioner's request 10 that Trop Sub is required to obtain a casino 11 service industry enterprise license, not a 12 casino license, in connection with the master 13 lease. 14 After reviewing the documents presented 15 and considering the arguments of counsel, I'm 16 convinced that under the master lease, Trop Sub 17 will not have the ability to exercise any 18 significant control over the casino operations 19 of the Tropicana. 20 Accordingly, pursuant to Section 82c of 21 the Act, Trop Sub should not be required to 22 hold a casino license and a casino service 23 industry enterprise license is appropriate as 24 represented in this report and orally today, 25 the Division concurs with this determination.</p>

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<p>1 ITEM NO. 13</p> <p>2 Further, a review of the master lease</p> <p>3 shows that it meets all the requirements of</p> <p>4 Section 82c, including the buy-out, joint and</p> <p>5 several liability, and termination provisions.</p> <p>6 Therefore, I believe we can approve it.</p> <p>7 Accordingly, I move that we approve the</p> <p>8 Petition and find that pursuant to New Jersey</p> <p>9 AC 5:12-82c, Tropicana Atlantic City Sub</p> <p>10 Corporation, LLC, is eligible to hold and shall</p> <p>11 be required to obtain a casino service industry</p> <p>12 enterprise license in connection with serving</p> <p>13 as landlord under the master lease.</p> <p>14 That master lease document meets the</p> <p>15 requirement of the Act and that I be granted</p> <p>16 delegated authority to approve amendments to</p> <p>17 the master lease as specified and subject to</p> <p>18 the conditions provided in the draft</p> <p>19 resolution.</p> <p>20 Is there a second of that motion?</p> <p>21 VICE CHAIR HARRINGTON: I'll second</p> <p>22 that.</p> <p>23 CHAIR PLOUSIS: Any further discussion?</p> <p>24 VICE CHAIR HARRINGTON: Mr. Chairman --</p> <p>25 CHAIR PLOUSIS: Yes.</p>	<p>1 ITEM NO. 12</p> <p>2 MS. FAUNTLEROY: And Chairman Plousis?</p> <p>3 CHAIR PLOUSIS: Yes.</p> <p>4 MR. FIKRY: Thank you.</p> <p>5 JUSTICE RIVERA-SOTO: And Chairman, if I</p> <p>6 may. I'm here under false pretenses. Michael</p> <p>7 Fabius from my office was planning this. He</p> <p>8 just had a baby.</p> <p>9 CHAIR PLOUSIS: Congratulations.</p> <p>10 VICE CHAIR HARRINGTON: Congratulations.</p> <p>11 JUSTICE RIVERA-SOTO: So I was called in</p> <p>12 to pinch hit. So I'm going to leave now.</p> <p>13 CHAIR PLOUSIS: Thank you.</p> <p>14 VICE CHAIR HARRINGTON: Always leave on</p> <p>15 top.</p> <p>16 JUSTICE RIVERA-SOTO: Thank you.</p> <p>17 MS. FAUNTLEROY: And to right my wrong,</p> <p>18 I will now return to Item 12, the Joint</p> <p>19 Petition of Marina District Development</p> <p>20 Company, LLC, and MGM Resorts International</p> <p>21 requesting permission for Craig Jacobs to</p> <p>22 assume the duties and exercise the powers of</p> <p>23 Vice President of IT Operations pending plenary</p> <p>24 qualification.</p> <p>25 A draft resolution was circulated on</p>
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<p>1 ITEM NO. 13</p> <p>2 VICE CHAIR HARRINGTON: I would just</p> <p>3 like to say that the fact that none of us asked</p> <p>4 any questions should not in any way imply that</p> <p>5 there was no curiosity. We spent -- at least</p> <p>6 speaking for myself -- a significant amount of</p> <p>7 time with our General Counsel reviewing this,</p> <p>8 talking about it, understanding it. So I just,</p> <p>9 you know -- we're not without significant</p> <p>10 interest in this. So thank you.</p> <p>11 MR. FIKRY: Understood. Thank you.</p> <p>12 CHAIR PLOUSIS: Commissioner?</p> <p>13 COMMISSIONER COOPER: I will also echo</p> <p>14 what Vice Chair Harrington said. Everything</p> <p>15 has been explained from our General Counsel as</p> <p>16 well as the attorneys here today. So thank</p> <p>17 you.</p> <p>18 CHAIR PLOUSIS: Is there a second?</p> <p>19 COMMISSIONER COOPER: I'll second that.</p> <p>20 CHAIR PLOUSIS: Okay. Roll call,</p> <p>21 please?</p> <p>22 MS. FAUNTLEROY: Commissioner Cooper?</p> <p>23 COMMISSIONER COOPER: Yes.</p> <p>24 MS. FAUNTLEROY: Vice Chair Harrington?</p> <p>25 VICE CHAIR HARRINGTON: Yes.</p>	<p>1 ITEM NO. 12</p> <p>2 that matter as well.</p> <p>3 The parties are here to enter their</p> <p>4 appearances.</p> <p>5 MR. BALDASSARRE: Good morning, Mr.</p> <p>6 Chairman, Commissioners. Robert Baldassarre of</p> <p>7 Fox Rothschild on behalf of Joint Petitioners,</p> <p>8 Marina District Development Company, LLC, and</p> <p>9 MGM Resorts International for the temporary</p> <p>10 qualification of Craig Jacobs as Vice President</p> <p>11 of IT of MGM.</p> <p>12 We have had an opportunity to review the</p> <p>13 Commission's draft resolution, have no</p> <p>14 objection, and find it satisfactory.</p> <p>15 Thank you.</p> <p>16 CHAIR PLOUSIS: Thank you.</p> <p>17 MS. RICHARDSON: Good morning, Mr.</p> <p>18 Chairman and Commissioners. Tracy Richardson,</p> <p>19 Deputy Attorney General for the Division of</p> <p>20 Gaming Enforcement.</p> <p>21 You have our letter report dated August</p> <p>22 1st with no objection to the temporary</p> <p>23 qualification of Mr. Jacobs.</p> <p>24 We've also reviewed the draft resolution</p> <p>25 and have no objections to that.</p>

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50	<p>1 ITEM NO. 12</p> <p>2 Thank you.</p> <p>3 CHAIR PLOUSIS: Are there any questions</p> <p>4 for counsel?</p> <p>5 (No response.)</p> <p>6 CHAIR PLOUSIS: Hearing none, is there a</p> <p>7 motion?</p> <p>8 COMMISSIONER COOPER: Mr. Chairman, I</p> <p>9 move to adopt the draft resolution and</p> <p>10 authorize Craig Jacobs on a temporary basis and</p> <p>11 prior to his plenary qualification to assume</p> <p>12 the duties and exercise the powers of Vice</p> <p>13 President of IT Operations for MGM Resorts</p> <p>14 International subject to the conditions</p> <p>15 contained in NJSA 5:12-85.1(c) and NJAC</p> <p>16 13:69C-2.7(c) and (d).</p> <p>17 CHAIR PLOUSIS: Is there a second?</p> <p>18 VICE CHAIR HARRINGTON: Second.</p> <p>19 CHAIR PLOUSIS: Any further discussion?</p> <p>20 (No response.)</p> <p>21 THE WITNESS: Hearing none, roll call</p> <p>22 vote?</p> <p>23 MS. FAUNTLEROY: Commissioner Cooper?</p> <p>24 COMMISSIONER COOPER: Yes.</p> <p>25 MS. FAUNTLEROY: Vice Chair Harrington?</p>	52	<p>1</p> <p>2 favor?</p> <p>3 (Ayes.)</p> <p>4 CHAIR PLOUSIS: Opposed?</p> <p>5 (No response.)</p> <p>6 CHAIR PLOUSIS: Ayes have it. Meeting</p> <p>7 is adjourned.</p> <p>8 Thank you.</p> <p>9 (Public Meeting 18-08-08 was adjourned</p> <p>10 at 11:19 a.m.)</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
51	<p>1 ITEM NO. 12</p> <p>2 VICE CHAIR HARRINGTON: Yes.</p> <p>3 MS. FAUNTLEROY: And Chairman Plousis?</p> <p>4 CHAIR PLOUSIS: Yes.</p> <p>5 MS. FAUNTLEROY: Thank you.</p> <p>6 MS. RICHARDSON: Thank you.</p> <p>7 MR. BALDASSARRE: Thank you.</p> <p>8 MS. FAUNTLEROY: Thank you very much.</p> <p>9 In accordance with Resolution</p> <p>10 17-12-19-03, the next closed session shall be</p> <p>11 held on Wednesday September 12, 2018, at 9:30</p> <p>12 a.m. in the Commission offices.</p> <p>13 CHAIR PLOUSIS: This is the public</p> <p>14 portion of the meeting. Is there anyone from</p> <p>15 the pubic who wishes to be heard, please come</p> <p>16 forward?</p> <p>17 (No response.)</p> <p>18 CHAIR PLOUSIS: Seeing none, is there a</p> <p>19 motion to adjourn?</p> <p>20 VICE CHAIR HARRINGTON: So moved.</p> <p>21 CHAIR PLOUSIS: Second?</p> <p>22 COMMISSIONER COOPER: I'll second that.</p> <p>23 CHAIR PLOUSIS: Any discussion?</p> <p>24 (No response.)</p> <p>25 CHAIR PLOUSIS: Hearing none, all in</p>	53	<p>1</p> <p>2 C E R T I F I C A T E</p> <p>3</p> <p>4 I, DARLENE SILLITOE, a Certified Court</p> <p>5 Reporter and Notary Public of the State of New Jersey,</p> <p>6 certify that the foregoing is a true and accurate</p> <p>7 transcript of the proceedings.</p> <p>8 I further certify that I am neither</p> <p>9 attorney, of counsel for, nor related to or employed</p> <p>10 by any of the parties to the action; further that I am</p> <p>11 not a relative or employee of any attorney or counsel</p> <p>12 employed in this case; nor am I financially interested</p> <p>13 in the action.</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22 Dated: August 13, 2018</p> <p>23 My Notary Commission Expires</p> <p>24 December 9, 2019</p> <p>25 ID No 50006932</p> <div style="text-align: right;">  <p>----- DARLENE SILLITOE, CCR License No 30XI0102300</p> </div>

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