

**GOLDEN NUGGET ATLANTIC CITY, LLC
QUARTERLY REPORT**

FOR THE QUARTER ENDED MARCH 31, 2019

**SUBMITTED TO THE
DIVISION OF GAMING ENFORCEMENT
OF THE
STATE OF NEW JERSEY**



**OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL**

GOLDEN NUGGET ATLANTIC CITY, LLC

BALANCE SHEETS

AS OF MARCH 31, 2019 AND 2018

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	<u>ASSETS:</u>			
	Current Assets:			
1	Cash and Cash Equivalents.....	3	\$26,942	\$14,854
2	Short-Term Investments.....		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2019, \$1,273 ; 2018, \$1,589).....	4	35,713	7,249
4	Inventories	2	2,468	2,482
5	Other Current Assets.....	5	1,989	885
6	Total Current Assets.....		67,112	25,470
7	Investments, Advances, and Receivables.....	11	28	640
8	Property and Equipment - Gross.....	6	191,353	183,439
9	Less: Accumulated Depreciation and Amortization.....		(66,404)	(58,761)
10	Property and Equipment - Net.....		124,949	124,678
11	Other Assets.....	7	7,096	8,617
12	Total Assets.....		\$199,185	\$159,405
	<u>LIABILITIES AND EQUITY:</u>			
	Current Liabilities:			
13	Accounts Payable.....		\$7,227	\$7,120
14	Notes Payable.....		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates.....		0	0
16	External.....	9	0	375
17	Income Taxes Payable and Accrued.....		10,811	2,702
18	Other Accrued Expenses.....	8	35,925	27,397
19	Other Current Liabilities.....	8	17,912	16,054
20	Total Current Liabilities.....		71,875	53,648
	Long-Term Debt:			
21	Due to Affiliates.....	9	0	0
22	External.....	9	0	0
23	Deferred Credits		3,867	4,196
24	Other Liabilities.....		0	0
25	Commitments and Contingencies.....		0	0
26	Total Liabilities.....		75,742	57,844
27	Stockholders', Partners', or Proprietor's Equity.....		123,443	101,561
28	Total Liabilities and Equity.....		\$199,185	\$159,405

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

GOLDEN NUGGET ATLANTIC CITY, LLC

STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(UNAUDITED)
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	Revenue:			
1	Casino.....	2	\$43,418	\$44,284 *
2	Rooms.....		3,159	3,494
3	Food and Beverage.....		5,598	6,211
4	Other.....		3,984	3,675
5	Net Revenue.....	2	56,159	57,664 *
	Costs and Expenses:			
6	Casino.....	2	26,025	25,896
7	Rooms, Food and Beverage.....	2	7,703	8,250
8	General, Administrative and Other.....	2	12,986	13,509
9	Total Costs and Expenses.....		46,714	47,655
10	Gross Operating Profit.....		9,445	10,009
11	Depreciation and Amortization.....		2,204	2,082
	Charges from Affiliates Other than Interest:			
12	Management Fees.....		0	0
13	Other.....	12	0	0
14	Income (Loss) from Operations.....		7,241	7,927
	Other Income (Expenses):			
15	Interest Expense - Affiliates.....		0	0
16	Interest Expense - External.....		0	(3)
17	CRDA Related Income (Expense) - Net.....	11	(944)	(941)
18	Nonoperating Income (Expense) - Net.....		5	0
19	Total Other Income (Expenses).....		(939)	(944)
20	Income (Loss) Before Taxes		6,302	6,983
21	Provision (Credit) for Income Taxes.....		1,459	1,916
22	Net Income (Loss).....		\$4,843	\$5,067

* Prior year balances changed to confirm with current year presentation.

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

GOLDEN NUGGET ATLANTIC CITY, LLC STATEMENTS OF CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018
AND THE THREE MONTHS ENDED MARCH 31, 2019

(UNAUDITED)
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	(e)	Total Equity (Deficit) (f)
1	Balance, December 31, 2017.....		\$119,054	(\$22,560)		\$96,494
2	Net Income (Loss) - 2018.....			22,106		22,106
3	Capital Contributions.....		0			0
4	Capital Withdrawals.....					0
5	Partnership Distributions.....					0
6	Prior Period Adjustments.....					0
7	_____					0
8	_____					0
9	_____					0
10	Balance, December 31, 2018.....		119,054	(454)	0	118,600
11	Net Income (Loss) - 2019.....			4,843		4,843
12	Capital Contributions.....		0			0
13	Capital Withdrawals.....					0
14	Partnership Distributions.....					0
15	Prior Period Adjustments.....					0
16	_____					0
17	_____					0
18	_____					0
19	Balance, March 31, 2019.....		\$119,054	\$4,389	\$0	\$123,443

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

GOLDEN NUGGET ATLANTIC CITY, LLC

STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		\$3,628	\$8,796
	CASH FLOWS FROM INVESTING ACTIVITIES:			
2	Purchase of Short-Term Investments			
3	Proceeds from the Sale of Short-Term Investments			
4	Cash Outflows for Property and Equipment.....		(2,137)	(2,638)
5	Proceeds from Disposition of Property and Equipment.....			
6	CRDA Obligations		(602)	(660)
7	Other Investments, Loans and Advances made.....			
8	Proceeds from Other Investments, Loans, and Advances			
9	Cash Outflows to Acquire Business Entities.....		0	0
10			
11			
12	Net Cash Provided (Used) By Investing Activities.....		(2,739)	(3,298)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt			
14	Payments to Settle Short-Term Debt.....			(125)
15	Proceeds from Long-Term Debt			
16	Costs of Issuing Debt.....			
17	Payments to Settle Long-Term Debt.....			(6,463)
18	Cash Proceeds from Issuing Stock or Capital Contributions...		0	0
19	Purchases of Treasury Stock.....			
20	Payments of Dividends or Capital Withdrawals.....			
21			
22			
23	Net Cash Provided (Used) By Financing Activities.....		0	(6,588)
24	Net Increase (Decrease) in Cash and Cash Equivalents.....		889	(1,090)
25	Cash and Cash Equivalents at Beginning of Period.....		26,053	15,944
26	Cash and Cash Equivalents at End of Period.....		\$26,942	\$14,854
	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).....		\$0	\$4
28	Income Taxes.....			

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

GOLDEN NUGGET ATLANTIC CITY, LLC

STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss).....		\$4,843	\$5,067
30	Depreciation and Amortization of Property and Equipment.....		2,204	2,082
31	Amortization of Other Assets.....			
32	Amortization of Debt Discount or Premium.....			
33	Deferred Income Taxes - Current			1,916
34	Deferred Income Taxes - Noncurrent		(113)	
35	(Gain) Loss on Disposition of Property and Equipment.....			
36	(Gain) Loss on CRDA-Related Obligations.....		602	660
37	(Gain) Loss from Other Investment Activities.....			
38	(Increase) Decrease in Receivables and Patrons' Checks		(27,700)	204
39	(Increase) Decrease in Inventories		138	(190)
40	(Increase) Decrease in Other Current Assets.....		540	525
41	(Increase) Decrease in Other Assets.....		(103)	(390)
42	Increase (Decrease) in Accounts Payable.....		(822)	(734)
43	Increase (Decrease) in Other Current Liabilities		23,493	(2,745)
44	Increase (Decrease) in Other Liabilities		546	2,401
45				
46				
47	Net Cash Provided (Used) By Operating Activities.....		\$3,628	\$8,796

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment.....		(\$2,137)	(\$2,638)
49	Less: Capital Lease Obligations Incurred.....			
50	Cash Outflows for Property and Equipment.....		(\$2,137)	(\$2,638)
	ACQUISITION OF BUSINESS ENTITIES:			
51	Property and Equipment Acquired.....		\$0	\$0
52	Goodwill Acquired.....			
53	Other Assets Acquired - net			
54	Long-Term Debt Assumed.....			
55	Issuance of Stock or Capital Invested.....			
56	Cash Outflows to Acquire Business Entities.....		\$0	\$0
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:			
57	Total Issuances of Stock or Capital Contributions.....		\$0	\$0
58	Less: Issuances to Settle Long-Term Debt.....		0	0
59	Consideration in Acquisition of Business Entities.....		0	0
60	Cash Proceeds from Issuing Stock or Capital Contributions.....		\$0	\$0

The accompanying notes are an integral part of the financial statements.

GOLDEN NUGGET ATLANTIC CITY, LLC
SCHEDULE OF PROMOTIONAL
EXPENSES AND ALLOWANCES

FOR THE THREE MONTHS ENDED MARCH 31, 2019
(UNAUDITED)
(\$ IN THOUSANDS)

Line (a)	Description (b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	47,501	\$2,181	0	\$0
2	Food	119,816	2,157	24,227	1,454
3	Beverage	331,271	1,408	0	0
4	Travel	0	0	1,893	48
5	Bus Program Cash	0	0	0	0
6	Promotional Gaming Credits	61,174	7,199	0	0
7	Complimentary Cash Gifts	71,103	3,768	0	0
8	Entertainment	1,734	43	0	0
9	Retail & Non-Cash Gifts	93,805	1,201	0	0
10	Parking	0	0	267,677	803
11	Other	54,370	136	0	0
12	Total	780,774	\$18,093	293,797	\$2,305

**\$5M in PGCS are for RIS/Betfair/N 37349 \$5,472
Platforms as recorded in DGE 101&105 in GNAC's Income Statement

FOR THE THREE MONTHS ENDED MARCH 31, 2019

Line (a)	Description (b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms				
2	Food				
3	Beverage				
4	Travel				
5	Bus Program Cash				
6	Promotional Gaming Credits				
7	Complimentary Cash Gifts				
8	Entertainment				
9	Retail & Non-Cash Gifts				
10	Parking				
11	Other				
12	Total	0	\$0	0	\$0

*No item in this category (Other) exceeds 5%.

**\$M in PGCS are for RIS/Betfair

**GOLDEN NUGGET ATLANTIC CITY, LLC
STATEMENT OF CONFORMITY,
ACCURACY, AND COMPLIANCE**

FOR THE QUARTER ENDED MARCH 31, 2019

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Division's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.S.A. 5:12-84a(1)-(5) during the quarter.

5/15/2019

Date



Michael Rodriguez

Vice President of Finance

Title

9254-11

License Number

On Behalf of:

GOLDEN NUGGET ATLANTIC CITY, LLC
Casino Licensee

1. NATURE OF BUSINESS AND BASIS OF PRESENTATION

Nature of Business

Golden Nugget Atlantic City, LLC (“GNAC”, the “Company”, “we”, “our” or “us”) is the subsidiary of Golden Nugget, LLC, a Delaware LLC. GNAC is the holder of the gaming license issued by the state of New Jersey and operates the Golden Nugget Atlantic City Hotel and Casino in Atlantic City, New Jersey and online gambling operations. Previously, Golden Nugget, LLC was wholly owned by Fertitta Entertainment Holdings, LLC. In November 2017, all of our member interests were conveyed into Golden Nugget, LLC, a Nevada LLC (“GNI” or “Parent”), which is a national, diversified, restaurant, hospitality, entertainment and gaming company principally engaged in the ownership and operation of full service restaurants and Golden Nugget gaming facilities. GNI is an indirect subsidiary of Fertitta Entertainment, Inc. (“FEI”) which is wholly owned by Tilman J. Fertitta.

Unless otherwise stated, all dollars are in thousands.

Basis of Presentation

The accompanying consolidated financial statements include the consolidated accounts of GNAC. All intercompany accounts and transactions have been eliminated in consolidation. The consolidated financial statements included herein have been prepared without audit and pursuant to the rules and regulations of the New Jersey Division of Gaming Enforcement. In the opinion of management, all adjustments, consisting of normal recurring items and estimates necessary for a fair presentation of the results for interim periods have been made.

Use of Estimates

The consolidated financial statements have been prepared in conformity with Generally Accepted Accounting Principles (“GAAP”) in the United States of America. Those principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are used for, but not limited to, the assessment of recoverability of long-lived assets, costs to settle unpaid claims, and the redemptions of cash back points. Actual results could differ from those estimates.

2. SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition and Promotional Allowances

Casino revenue is the aggregate net difference between gaming wins and losses, with liabilities recognized for funds deposited by customers before gaming play occurs (“casino front money”) and for chips in the customer’s possession (“outstanding chip liability”). Casino revenues are recognized net of promotional allowances and certain sales incentives. We record sales incentives as a reduction of revenue.

Internet gaming revenue is the aggregate net difference between gaming wins and losses, with liabilities recognized for funds deposited by customers before gaming play occurs. We report 100% of casino wins as revenue and our service provider’s share is reported in costs and expenses. Free play and other incentives to customers related to internet gaming play are recorded as a reduction of internet gaming revenue.

Hotel, food and beverage, entertainment and other operating revenues are recognized as services are performed. The retail value of accommodations, food and beverage, and other services furnished to hotel-casino guests without charge is included in gross revenue and then deducted from casino revenue as promotional allowances.

We previously recorded promotional allowances in a separate line item within net gaming revenue. As part of adopting the new accounting standard related to revenue recognition, ASU 2014-09, *Revenue from Contracts with Customers*, promotional allowances will no longer be presented separately. Since we

are a nonpublic entity, we are not required to adopt the new accounting standard related to revenue recognition until January 1, 2019 for annual reporting periods and January 1, 2020 for interim reporting periods. However, we have updated the presentation of promotional allowances in the required filings with the New Jersey Division of Gaming Enforcement to be more consistent with the new requirements. The final adoption of this new accounting standard may require us to make additional adjustments and other reclassifications within the revenue and expense categories on our consolidated statement of operations.

The estimated cost of providing promotional allowances for the three months ended March 31 is as follows (in thousands):

	<u>Three Months Ended March 31</u>	
	<u>2019</u>	<u>2018</u>
Rooms	\$ 1,409	\$ 1,590
Food and beverage	3,240	3,460
Other	<u>944</u>	<u>1,117</u>
Total	<u>\$ 5,593</u>	<u>\$ 6,167</u>

Financial Instruments

GAAP establishes a hierarchy for fair value measurements, such that Level 1 measurements include unadjusted quoted market prices for identical assets or liabilities in an active market, Level 2 measurements include quoted market prices for identical assets or liabilities in an active market which have been adjusted for items such as effects of restrictions for transferability and those that are not quoted but are observable through corroboration with observable market data, including quoted market prices for similar assets, and Level 3 measurements include those that are unobservable and of a highly subjective measure.

The fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate the carrying amounts due to their short maturities. The fair value of our long-term debt instruments are estimated based on quoted market prices, where available, or on the amount of future cash flows associated with each instrument, discounted using our current borrowing rate for comparable debt instruments.

Inventories

Inventories consisting of principally food and beverage, operating supplies and retail items are stated at the lower of cost or market value.

Property and Equipment

Property and equipment are recorded at cost. Depreciation expense is computed utilizing the straight-line method over the estimated useful lives of the depreciable assets, as follows: buildings and improvements 10 — 40 years; furniture, fixtures and equipment — 5 to 15 years; and automobiles and limousines — 4 to 5 years.

Costs of major improvements are capitalized; costs of normal repairs and maintenance are charged to expense as incurred. Gains or losses on dispositions of property and equipment are recognized in the consolidated statements of operations when incurred.

Slot Player Club Liability

We have established promotional slot and player clubs to encourage repeat business from frequent and active slot machine customers and table games patrons. Members earn points based on gaming activity and such points can be redeemed for complimentary amenities, including meals in our non casino restaurants. We establish a liability and reduce revenue for unredeemed points based upon historical redemption experience.

Insurance Liability

We maintain large deductible insurance policies related to property, general liability, workers' compensation coverage, and certain employee medical claims. Predetermined loss limits have been arranged with insurance companies to limit our per occurrence cash outlay. Accrued liabilities include the estimated costs to settle unpaid claims and estimated incurred but not reported claims using actuarial methodologies.

Advertising Costs

Advertising costs are expensed as incurred during such year. Advertising costs, included in casino, food and beverage, and general and administrative expense, were \$2.9 million and \$2.8 for the three months ended March 31, 2019 and 2018, respectively.

3. CASH & CASH EQUIVALENTS

Pursuant to N.J.A.C 13:69 1.3(j) we maintain a separate New Jersey bank account to ensure security of funds held in patrons' internet gaming accounts. On March 31, 2019, the above mentioned account balance was \$1,356,000 and patron deposits in internet gaming accounts were \$1,560,000.

Cash as of March 31 consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Unrestricted cash	\$ 25,382	\$ 13,285
Restricted cash internet accounts	<u>1,560</u>	<u>1,569</u>
Total	<u>\$ 26,942</u>	<u>\$ 14,854</u>

4. ACCOUNTS RECEIVABLE

Accounts receivable as of March 31 consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Gaming	\$ 4,290	\$ 4,941
Allowance	(1,188)	(1,544)
Non-Gaming	32,696	3,897
Allowance hotel	<u>(85)</u>	<u>(45)</u>
Total	<u>\$ 35,713</u>	<u>\$ 7,249</u>

5. OTHER CURRENT ASSETS

Other current assets as of March 31 consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Prepaid insurance	\$ 190	\$ 112
Prepaid taxes	342	322
Other prepaid	<u>1,457</u>	<u>451</u>
Total	<u>\$ 1,989</u>	<u>\$ 885</u>

6. PROPERTY AND EQUIPMENT

Property and equipment as of March 31 consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Land	\$ 17,650	\$ 17,650
Buildings and improvements	111,428	108,406
Furniture, fixtures, equipment	<u>62,275</u>	<u>57,383</u>
Property and equipment, gross	191,353	183,439
Accumulated depreciation	<u>(66,404)</u>	<u>(58,761)</u>
Property and equipment, net	<u>\$ 124,949</u>	<u>\$ 124,678</u>

7. OTHER ASSETS

Other assets as of March 31 consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Deferred cost	\$ 3,215	\$ 3,215
Software	3,369	4,451
Deposits	<u>512</u>	<u>951</u>
Total	<u>\$ 7,096</u>	<u>\$ 8,617</u>

8. OTHER ACCRUED EXPENSES & LIABILITIES

Other accrued expenses and liabilities as of March 31 consisted of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Payroll and related	\$ 6,475	\$ 6,456
Deposits	1,363	2,139
Other	<u>28,087</u>	<u>18,802</u>
Total accrued expenses	<u>\$ 35,925</u>	<u>\$ 27,397</u>

	<u>2019</u>	<u>2018</u>
Gaming	\$ 940	\$ 3,185
Other	<u>16,972</u>	<u>12,869</u>
Total other current liabilities	<u>\$ 17,912</u>	<u>\$ 16,054</u>

9. LONG TERM DEBT

We previously entered into an equipment loan for the purchase of gaming hardware and software. The loan bears interest at a rate of 3.25% and matured in October 2018. The loan has been paid full.

Total debt as of March 31 is comprised of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Equipment loan	<u>-</u>	<u>375</u>
Total debt	-	375
Less current portion	<u>-</u>	<u>(375)</u>
Long term debt	<u>\$ -</u>	<u>\$ -</u>

10. EMPLOYEE BENEFIT PLAN

Certain of our employees are covered by union-sponsored, collective bargained, multi-employer health and welfare and defined benefit pension plans. We recorded plan related expenses of \$2.3 million and \$2.1 million for the three months ended March 31, 2019 and 2018, respectively.

We sponsor a qualified defined contribution retirement plan (401(k) Plan) covering our eligible, non-union employees. The 401(K) plan allows eligible employees to contribute, subject to Internal Revenue Service limitations on total annual contributions, up to 75% of their base compensation as defined in the 401(k) Plan, to various investment funds. We may match at our discretion, within prescribed limits, a portion of eligible employees' contributions. Matching contributions for both the three months ended March 31, 2019 and 2018 were immaterial. Employee contributions vest immediately while our contributions vest 20% annually beginning in the participant's second year of eligibility.

11. COMMITMENTS AND CONTINGENCIES

Casino Reinvestment Development Authority Obligation

As required by the provisions of the New Jersey Casino Control Act (the "Act"), a casino licensee must pay an investment alternative tax of 2.5% of its gross casino revenues and 5.0% of internet gaming revenues as defined in the Act. However, pursuant to contracts with the Casino Reinvestment Development Authority ("CRDA"), we pay 1.25% of our gross casino revenues and 2.5% of internet gaming revenues to the CRDA (the "CRDA Payment") to fund qualified investments as defined in the Act and such CRDA Payment entitles us to an investment tax credit in an amount equal to twice the amount of the CRDA Payment against the investment alternative taxes. Qualified investments may include the purchase of bonds

issued by the CRDA at a below market rate of interest, direct investment in projects or donation of funds to projects as determined by the CRDA. Pursuant to the contract with the CRDA, we are required to make quarterly deposits with the CRDA to satisfy our investment obligations.

The deposits are recorded at cost less a valuation allowance. The valuation allowance is established at the time the obligation is incurred by a charge to the statement of operations as part of general and administrative expense unless there is an agreement with the CRDA for a return of the deposit at full face value. If the CRDA deposits are used to purchase CRDA bonds, the valuation allowance is transferred to the bonds as a discount, which is amortized to interest income using the interest method. If the CRDA deposits are used to make other investments, the valuation allowance is transferred to those investments and remains a valuation allowance. The CRDA bonds are classified as held-to-maturity securities and are carried at amortized cost less a valuation allowance.

For the three months ended March 31, 2019 and 2018, we charged to general and administrative expense \$0.6 million and \$0.7 million, respectively.

CRDA deposits and investments in CRDA Bonds, net of allowances of \$13.8 million and \$10.7 million, reflected in non-current assets on the accompanying consolidated balance sheets as of March 31, 2019 and 2018, are \$0.1 million and \$0.6 million, respectively.

Atlantic City PILOT Program

In June 2016, the State of New Jersey passed legislation known as the PILOT bill which requires casino properties for 10 years, starting January 1, 2017, to make payments in lieu of property taxes based on a statutory formula. An additional part of that bill requires the casinos to make annual payments to the state starting retroactively in 2015 through 2022 based on a similar formula. For our contribution to the state, we incurred expenses of 0.1 million and \$0.2 million for the three months ended March 31, 2019 and 2018, respectively.

Farley State Marina Leases

We have a non-cancelable operating lease that covers the land, building and marina adjacent to our property, which expires in 2020. Other lease commitments also include operating equipment used in daily operations.

Rent expense was \$0.1 million for both the three months ended March 31, 2019 and 2018.

General Litigation

We are subject to legal proceedings and claims that arise in the ordinary course of business. We do not believe that the outcome of any of these matters will have a material adverse effect on our financial position, results of operations or cash flows.

12. TRANSACTIONS WITH AFFILIATES

Shared Services Agreement

We have entered into Shared Services Agreements (SSA's) with affiliates. Pursuant to the SSA's, the parties agree to cooperatively develop and implement joint programs for the procurement and implementation of certain products and services including insurance and risk management, legal, information technology, entertainment, general purchasing, financial planning and accounting, human resources and employee benefit administration, marketing, strategic and tactical business planning, retail and executive management. The SSA's provide for the reimbursement of expenses if either party incurs costs in excess of its proportional share.

Tenant Agreement

We have entered into certain lease agreements with affiliates wherein they operate restaurants in our casino property and we receive rental payments. Moreover, we routinely enter into certain transactions with affiliated companies. These transactions have been entered into between related parties and are not the result of arm's-length negotiations. Accordingly, the terms of the transactions may have been more or less

favorable to us than might have been obtained from unaffiliated third parties. Rental revenue from the affiliates totaled \$0.1 million for both the three months ended March 31, 2019 and 2018, respectively.

13. SUBSEQUENT EVENTS

We have evaluated subsequent events through May 15, 2019, which is the date our consolidated financial statements were available to be issued.