

**BOARDWALK 1000, LLC DBA  
HARD ROCK HOTEL & CASINO  
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**

# HARD ROCK HOTEL & CASINO

## 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.....	2	\$24,981	\$0
2	Short-Term Investments.....		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2018, \$1,151; 2018, \$0).....	2, 3	22,019	0
4	Inventories .....	2	1,857	0
5	Other Current Assets.....	9	11,951	0
6	Total Current Assets.....		60,808	0
7	Investments, Advances, and Receivables.....		0	0
8	Property and Equipment - Gross.....	2, 4	559,704	0
9	Less: Accumulated Depreciation and Amortization.....	4	(39,882)	0
10	Property and Equipment - Net.....	4	519,822	0
11	Other Assets.....	9	5,530	0
12	Total Assets.....		\$586,160	\$0
	<u>LIABILITIES AND EQUITY:</u>			
	Current Liabilities:			
13	Accounts Payable.....		\$9,659	\$0
14	Notes Payable.....		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates.....		0	0
16	External.....		0	0
17	Income Taxes Payable and Accrued.....		0	0
18	Other Accrued Expenses.....	5	21,525	0
19	Other Current Liabilities.....	6	36,001	0
20	Total Current Liabilities.....		67,185	0
	Long-Term Debt:			
21	Due to Affiliates.....	7, 8	517,895	0
22	External.....		0	0
23	Deferred Credits .....		0	0
24	Other Liabilities.....	2	13,000	0
25	Commitments and Contingencies.....		0	0
26	Total Liabilities.....		598,080	0
27	Stockholders', Partners', or Proprietor's Equity.....		(11,920)	0
28	Total Liabilities and Equity.....		\$586,160	\$0

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

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

# HARD ROCK HOTEL & CASINO

## 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.....		\$31,486	\$0
2	Rooms.....		13,192	0
3	Food and Beverage.....		18,500	0
4	Other.....		14,734	0
5	Net Revenue.....		77,912	0
	Costs and Expenses:			
6	Casino.....	2	19,312	0
7	Rooms, Food and Beverage.....		19,846	0
8	General, Administrative and Other.....		44,893	0
9	Total Costs and Expenses.....		84,051	0
10	Gross Operating Profit.....		(6,139)	0
11	Depreciation and Amortization.....	2, 4	13,662	0
	Charges from Affiliates Other than Interest:			
12	Management Fees.....	8	2,071	0
13	Other.....	8	1,480	0
14	Income (Loss) from Operations.....		(23,352)	0
	Other Income (Expenses):			
15	Interest Expense - Affiliates.....	7	(8,516)	0
16	Interest Expense - External.....		0	0
17	CRDA Related Income (Expense) - Net.....	2	(888)	0
18	Nonoperating Income (Expense) - Net.....		89	0
19	Total Other Income (Expenses).....		(9,315)	0
20	Income (Loss) Before Taxes .....		(32,667)	0
21	Provision (Credit) for Income Taxes.....	2	0	
22	Net Income (Loss).....		(\$32,667)	\$0

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

# HARD ROCK HOTEL & CASINO

## 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.....		\$58,684	(\$7,374)	\$0	\$51,310
2	Net Income (Loss) - 2018.....			(95,879)		(95,879)
3	Capital Contributions.....		65,316			65,316
4	Capital Withdrawals.....					0
5	Partnership Distributions.....					0
6	Prior Period Adjustments.....					0
7	_____					0
8	_____					0
9	_____					0
10	Balance, December 31, 2018.....		124,000	(103,253)	0	20,747
11	Net Income (Loss) - 2019.....			(32,667)		(32,667)
12	Capital Contributions.....					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.....		\$124,000	(\$135,920)	\$0	(\$11,920)

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

# HARD ROCK HOTEL & CASINO

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2019

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		(\$2,141)	\$0
	CASH FLOWS FROM INVESTING ACTIVITIES:			
2	Purchase of Short-Term Investments .....		0	0
3	Proceeds from the Sale of Short-Term Investments .....		0	0
4	Cash Outflows for Property and Equipment.....		(22,116)	0
5	Proceeds from Disposition of Property and Equipment.....		0	0
6	CRDA Obligations .....		0	0
7	Other Investments, Loans and Advances made.....		0	0
8	Proceeds from Other Investments, Loans, and Advances .....		0	0
9	Cash Outflows to Acquire Business Entities.....		0	0
10	.....			
11	.....			
12	Net Cash Provided (Used) By Investing Activities.....		(22,116)	0
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt .....		0	0
14	Payments to Settle Short-Term Debt.....		0	0
15	Proceeds from Long-Term Debt .....	7,8	0	0
16	Costs of Issuing Debt.....		0	0
17	Payments to Settle Long-Term Debt.....		0	0
18	Cash Proceeds from Issuing Stock or Capital Contributions...		0	0
19	Purchases of Treasury Stock.....		0	0
20	Payments of Dividends or Capital Withdrawals.....		0	0
21	.....			
22	.....			
23	Net Cash Provided (Used) By Financing Activities.....		0	0
24	Net Increase (Decrease) in Cash and Cash Equivalents.....		(24,257)	0
25	Cash and Cash Equivalents at Beginning of Period.....		49,238	0
26	Cash and Cash Equivalents at End of Period.....	2	\$24,981	\$0
	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).....		\$0	\$0
28	Income Taxes.....		\$0	\$0

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

# HARD ROCK HOTEL & CASINO STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2019

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
29	Net Income (Loss).....		(\$32,667)	\$0
30	Depreciation and Amortization of Property and Equipment.....	2, 4	13,656	0
31	Amortization of Other Assets.....		6	0
32	Amortization of Debt Discount or Premium.....		0	0
33	Deferred Income Taxes - Current .....		0	0
34	Deferred Income Taxes - Noncurrent .....		0	0
35	(Gain) Loss on Disposition of Property and Equipment.....		0	0
36	(Gain) Loss on CRDA-Related Obligations.....		0	0
37	(Gain) Loss from Other Investment Activities.....		0	0
38	(Increase) Decrease in Receivables and Patrons' Checks .....		977	0
39	(Increase) Decrease in Inventories .....		162	0
40	(Increase) Decrease in Other Current Assets.....		(2,753)	0
41	(Increase) Decrease in Other Assets.....		107	0
42	Increase (Decrease) in Accounts Payable.....		(1,239)	0
43	Increase (Decrease) in Other Current Liabilities .....		14,869	0
44	Increase (Decrease) in Other Liabilities .....		0	0
45	Amortization of Loan Issuance Costs .....		411	0
46	Current period interest expense paid in kind .....	7	4,330	
47	Net Cash Provided (Used) By Operating Activities.....		(\$2,141)	\$0

## SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	<b>ACQUISITION OF PROPERTY AND EQUIPMENT:</b>			
48	Additions to Property and Equipment.....		(\$22,116)	\$0
49	Less: Capital Lease Obligations Incurred.....		0	0
50	Cash Outflows for Property and Equipment.....		(\$22,116)	\$0
	<b>ACQUISITION OF BUSINESS ENTITIES:</b>			
51	Property and Equipment Acquired.....		\$0	\$0
52	Goodwill Acquired.....		0	0
53	Other Assets Acquired - net .....		0	0
54	Long-Term Debt Assumed.....		0	0
55	Issuance of Stock or Capital Invested.....		0	0
56	Cash Outflows to Acquire Business Entities.....		\$0	\$0
	<b>STOCK ISSUED OR CAPITAL CONTRIBUTIONS:</b>			
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.

# HARD ROCK HOTEL & CASINO 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	116,230	\$6,485		
2	Food	169,892	5,022		
3	Beverage	800,097	4,096		
4	Travel				
5	Bus Program Cash				
6	Promotional Gaming Credits	178,144	9,388		
7	Complimentary Cash Gifts	471	675		
8	Entertainment	25,616	2,076		
9	Retail & Non-Cash Gifts			67,591	1,445
10	Parking			245,336	1,103
11	Other	93,006	1,516	134,104	2,029
12	Total	1,383,456	\$29,258	447,031	\$4,577

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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	116,230	\$6,485		
2	Food	169,892	5,022		
3	Beverage	800,097	4,096		
4	Travel				
5	Bus Program Cash				
6	Promotional Gaming Credits	178,144	9,388		
7	Complimentary Cash Gifts	471	675		
8	Entertainment	25,616	2,076		
9	Retail & Non-Cash Gifts			67,591	1,445
10	Parking			245,336	1,103
11	Other	93,006	1,516	134,104	2,029
12	Total	1,383,456	\$29,258	447,031	\$4,577

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

**BOARDWALK 1000, LLC DBA  
HARD ROCK HOTEL & CASINO  
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



Bob Allen

Vice President of Finance Operations

Title

006793-11

License Number

On Behalf of:

BOARDWALK 1000, LLC DBA  
HARD ROCK HOTEL & CASINO



**BOARDWALK 1000, LLC**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**(Unaudited)**  
**(In thousands)**

**NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS**

***Organization***

Boardwalk 1000, LLC (the “Company”), a New Jersey limited liability company, is a wholly owned subsidiary of Hard Rock Tristate AC, LLC (“Tristate”). The Company was formed on February 24, 2017. The Company’s Operating Agreement was entered into by the Company and Tristate and became effective on February 24, 2017. The Operating Agreement was amended and restated effective November 10, 2017.

The Company was created for the purposes of (a) acquiring the land, buildings and other improvements comprising the former Trump Taj Mahal Casino Resort in Atlantic City, New Jersey, (b) designing, developing, renovating, owning, operating and financing an approved casino/hotel facility branded exclusively as a “Hard Rock Hotel & Casino” in Atlantic City and (c) engaging in such activities as may be incidental thereto (the “Project”).

Under the Amended and Restated Operating Agreement, the business and affairs of the Company are member-managed. Tristate is the sole member and has exclusive and complete authority and discretion to manage the operations and affairs of the Company. The Company shall not conduct any other business, except as permitted under the Amended and Restated Operating Agreement.

For the three months ended March 31, 2019, the Company generated a net loss of \$32,667, had cash flows used in operating activities of \$2,141 and as of March 31, 2019, had a working capital deficit of \$6,377, primarily due to the expenses incurred to attract new patrons and the seasonality of the Atlantic City market. Management plans to improve the operating results by adjusting the Company’s operations to better match the flow of customers with the demand for services, creating more targeted marketing campaigns and continuing to offer events designed to increase visits to the facility.

***Nature of Business***

The Hard Rock Hotel & Casino - Atlantic City (the “Hard Rock Hotel & Casino”) commenced operations on June 28, 2018. The Hard Rock Hotel & Casino features: two hotel towers with a combined total of 1,971 rooms, including high end suites; 2,072 slot machines; 120 table games; a sportsbook; a variety of fine dining and casual restaurants; a 7,000-seat arena; a nightclub; a spa; a gas station, including a convenience store and car wash; and other amenities.

In June 2018, the Company received authorization from the New Jersey Division of Gaming Enforcement (“DGE”) to commence continuous, 24-hour internet gaming (“I-Gaming”) on its online gaming site, *HardRockAtlanticCity.com*. The Company’s site features a variety of slot game options. Patrons have the opportunity to participate in community jackpots and to be rewarded with both on property and online incentives, as well as, have the opportunity to participate in a variety of promotions. All participants must be 21 years of age or older and be physically located in the State of New Jersey to play.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION**

***Basis of Presentation***

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“US GAAP”).

***Use of Estimates***

The preparation of financial statements in conformity with US GAAP requires the Company’s 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 periods. Actual results could differ from these estimates.

**BOARDWALK 1000, LLC**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**(Unaudited)**  
**(In thousands)**

***Certain Concentrations of Risk***

Financial instruments that subject the Company to credit risk consist of cash equivalents and accounts receivable. The Company's policy is to limit the amount of credit exposure to any one financial institution, and place investments with financial institutions evaluated as being creditworthy, or in short-term money market funds which are exposed to minimal interest rate and credit risk.

As of March 31, 2019, the Company maintained balances in certain of its deposit accounts in excess of federally insured limits. The Company does not expect to incur any losses resulting from cash held in financial institutions in excess of insured limits. The Company manages this risk through predominantly holding its cash with a large, financially stable, global bank.

Concentrations of credit risk, with respect to gaming receivables, are limited through the Company's credit evaluation process. The Company issues markers to approved gaming customers only following credit checks and investigations of creditworthiness.

***Cash and Cash Equivalents***

Cash and cash equivalents consist of the following:

	<u>March 31,</u> <u>2019</u>
Unrestricted cash	\$ 23,236
Restricted cash	1,745
	<u>\$ 24,981</u>

Cash and cash equivalents at March 31, 2019 included restricted cash of \$1,745, of which \$757 related to cash collateral for a letter of credit related to the Company's workers compensation insurance and \$988 of restricted cash related to the balances of patrons' internet gaming accounts as of the previous day. Pursuant to N.J.A.C. 13:69O1.3(j), the Company maintains a separate New Jersey bank account to primarily ensure the security of funds held in patrons' internet gaming accounts. Restricted cash balances are on deposit with a high credit quality financial institution.

***Accounts Receivable, Net***

Accounts receivable, net consist primarily of casino, hotel and other receivables, net of an allowance for doubtful accounts. Receivables are typically non-interest bearing and are initially recorded at cost. Accounts are written off when management deems the account to be uncollectible. An estimated allowance for doubtful accounts is maintained to reduce the Company's receivables to their expected realization. The allowance is estimated based on specific review of customer accounts as well as historical collection experience and current economic and business conditions. Recoveries of accounts previously written off are recorded when received.

***Inventories***

Inventories consist primarily of food and beverage and retail items and are stated at the lower of cost or net realizable value. Cost is determined using the average cost method. Provisions are made, as necessary, to reduce excess or obsolete inventories to their net realizable value.

***Property and Equipment***

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets or, for leasehold improvements, over the shorter of the asset's useful life or term of the lease.

The estimated useful lives of the Company's major components of property and equipment are:

Building and improvements	10 through 40 years
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**BOARDWALK 1000, LLC**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**(Unaudited)**  
**(In thousands)**

***Internet Gaming Operations***

On June 28, 2018, the Company commenced online gaming operations with the Gaming Innovation Group as its exclusive internet provider. I-Gaming casino revenues represent the difference between wins and losses from online gaming activities and are recognized as a component of casino revenue in the statements of income. The Company makes cash promotional offers to certain of its I-Gaming customers, including cash rebates as part of loyalty programs generally based on an individual's level of gaming play. Under ASC 606, these costs are classified as a deferral of casino revenue until redeemed by the customer.

***Contract and Contract-Related Liabilities***

There may be a difference between the timing of cash receipts from the customer and the recognition of revenue, resulting in a contract or contract-related liability. The Company generally has three types of liabilities related to contracts with customers: (1) outstanding chip liability, which represents the amounts owed in exchange for gaming chips held by a customer, (2) loyalty program obligations, which represents the deferred allocation of revenue relating to loyalty program incentives earned, as discussed above, and (3) customer advances and other. Customer advances and other consist primarily of funds deposited by customers before gaming play occurs ("casino front money") and advance payments on goods and services yet to be provided, such as advance ticket sales, deposits on rooms and convention space, or for unpaid wagers. These liabilities are generally expected to be recognized as revenue within one year of being purchased, earned, or deposited and are recorded within accrued expenses and other current liabilities on the Company's balance sheets.

***Deferred Revenue***

The Company received upfront advanced payments related to agreements with online gaming providers. These payments are recorded as deferred revenue within other liabilities and will be recognized as casino revenue when earned, which is expected to be on a straight-line basis over the terms of the related agreements.

***Gaming Taxes***

The Company is subject to an annual tax assessment based on 8% of its land-based gross gaming revenues and 15% of its online gross gaming revenues. The Company commenced online and land-based sports betting operations in January 2019. Online and land-based sports betting revenues are subject to a 13% and 8.5% tax rate, respectively. These gaming taxes are recorded as a casino expense in the statements of income. The Company recorded gaming tax expense of \$5,116 during the three months ended March 31, 2019.

***CRDA Obligations***

Pursuant to the New Jersey Casino Control Act ("Casino Control Act"), as a casino licensee, the Company is assessed an amount equal to 1.25% of its land-based gross gaming revenues. This assessment is made in lieu of an Investment Alternative Tax (the "IAT") equal to 2.5% of land-based gross gaming revenues. The Casino Control Act also provides for an assessment equal to 2.5% of the Company's online gross gaming revenues, which is made in lieu of an IAT equal to 5.0% of online gross gaming revenues. The Company is required to make quarterly payments to the CRDA to satisfy its investment obligations. Pursuant to a provision contained within legislation enacted to address Atlantic City's fiscal matters commonly referred to as the PILOT (payment in lieu of taxes) law, these funds are to be used for the purposes of paying debt service on bonds issued by the City of Atlantic City prior to and after the date of the PILOT law. These provisions expire as of December 31, 2026. The Company recorded IAT expense of \$888 during the three months ended March 31, 2019.

***Loss Contingencies***

There are times when non-recurring events may occur that require management to consider whether an accrual for a loss contingency is appropriate. Accruals for loss contingencies typically relate to certain legal proceedings, customer and other claims, and litigation. The Company determines whether an accrual for a loss contingency is appropriate by assessing whether a loss is deemed probable and can be reasonably estimated. The Company analyzes its legal proceedings and other claims based on available information to assess potential liability. The Company develops its views on estimated losses in consultation with outside counsel handling its defense in these matters, which involves an analysis of potential results assuming a combination of litigation and settlement strategies. No liability was accrued for loss contingencies as of March 31, 2019.

***Income Taxes***

**BOARDWALK 1000, LLC**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**(Unaudited)**  
**(In thousands)**

The Company is a limited liability company and is taxed as a partnership. As such, the Company is not liable for federal income taxes. Income is reported on the member's income tax return and losses are deductible to the extent of the member's tax basis. Therefore, no provision or liability for federal income taxes has been included in the accompanying financial statements.

***Recently Issued Accounting Pronouncements***

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which provides guidance for accounting for leases. Under ASU 2016-02, the Company will be required to recognize the assets and liabilities for the rights and obligations created by leased assets. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted. The standard must be adopted using a modified retrospective approach and provides for certain practical expedients. The Company is assessing the impact that the adoption of Topic 842 will have on its financial statements and footnote disclosures.

**NOTE 3 – RECEIVABLES AND PATRONS' CHECKS**

Receivables and patrons' checks consist of the following:

	<b>March 31, 2019</b>
Casino receivables, net of an allowance for doubtful accounts (\$1,151 in 2019)	\$ 12,633
Due from related parties (see Note 8)	2,344
Other	7,042
<b>Receivables and patrons' checks, net</b>	<b>\$ 22,019</b>

**NOTE 4 – PROPERTY AND EQUIPMENT**

Property and equipment consists of the following:

	<b>March 31, 2019</b>
Land	\$ 31,600
Building and improvements	380,950
Furniture and equipment	141,435
Construction in progress	5,719
<b>Total property and equipment</b>	<b>559,704</b>
Less accumulated depreciation	(39,882)
<b>Property and equipment, net</b>	<b>\$ 519,822</b>

Depreciation expense was \$13,656 during the three months ended March 31, 2019.

Construction in progress presented in the table above primarily relates to costs capitalized in connection with major improvements that have not yet been placed into service, and accordingly, such costs are not yet being depreciated.

**BOARDWALK 1000, LLC**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
(Unaudited)  
(In thousands)

**NOTE 5 – OTHER ACCRUED EXPENSES**

Other accrued expenses consist of the following:

	<b>March 31, 2019</b>
Accrued payroll and related expenses	\$ 7,871
Accrued interest	4,469
Accrued construction-related costs	1,137
Accrued expenses and other liabilities	8,048
<b>Other accrued expenses</b>	<b>\$ 21,525</b>

**NOTE 6 – OTHER CURRENT LIABILITIES**

Other current liabilities consist of the following:

	<b>March 31, 2019</b>
Casino-related liabilities	\$ 10,670
Deferred revenue	5,806
Due to related parties (see Note 8)	17,062
Other	2,463
<b>Other current liabilities</b>	<b>\$ 36,001</b>

**NOTE 7 – LONG-TERM DEBT**

Long-term debt consisted of the following:

	<b>March 31, 2019</b>
Loan Agreement - HRAC Lender	\$ 445,977
Unamortized debt financing costs	(5,482)
Loan Agreement - HRAC Lender, net	440,495
Loans Payable - Tristate	77,400
<b>Long-term debt, affiliates</b>	<b>\$ 517,895</b>

*Loan Agreement*

On August 30, 2017, the Company entered into a Loan Agreement (the “Loan Agreement”) with Hard Rock Atlantic City Lender, LLC (“HRAC Lender”). HRAC Lender is an affiliate of certain members of Tristate. The Loan Agreement consists of a term loan in the principal amount of \$400,000 (“Loan”). The Loan bears interest at an annual rate of 6% (“Loan Rate”). The Loan matures on July 29, 2022 (“Maturity Date”). On August 30, 2017, a non-cash loan origination fee of \$8,000 (2% of the Loan) was charged by HRAC Lender and applied to the outstanding principal amount of the Loan per the terms of the Loan Agreement. The Loan is guaranteed by Tristate.

**BOARDWALK 1000, LLC**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**(Unaudited)**  
**(In thousands)**

The Loan Agreement proceeds were used to finance the development and renovation of the Project, including, but not limited to, construction costs, costs of gaming equipment, furniture, fixtures and equipment, preopening expenses and HRAC Lender expenses.

The period which began on August 30, 2017 and ended on February 28, 2019 is defined as the “PIK Interest Period.” During the PIK Interest Period, all interest was paid by the Company in kind by having such interest added to and automatically becoming a part of the principal amount of the Loan immediately upon each Payment Date (last business day, as defined in the Loan Agreement, of August and February of each year, commencing on February 28, 2018). On February 28, 2019, \$12,990 of accrued interest was paid in kind.

Commencing on the first Payment Date to occur after the PIK Interest Period, and on each Payment Date thereafter until the Maturity Date, interest on the outstanding principal balance of the Loan (including the loan origination fee and PIK Interest added to the outstanding principal amount of the Loan) shall be paid by the Company in cash at the Loan Rate. Amounts outstanding under the Loan and outstanding interest is due upon the Maturity Date. There is no penalty for prepayment of principal and outstanding interest.

In connection with the Loan Agreement, the Company incurred debt financing fees of \$8,099 (which include the loan origination fee) which are recorded in long-term debt, net, and are being amortized over the term of the Loan Agreement. The Company recorded amortization of \$411 during the three months ended March 31, 2019 and is included within interest expense in the statements of income.

*Loans from Tristate*

During 2018, Tristate loaned the Company \$77,400 (including the \$22,000 on December 31, 2018 as disclosed in Note 8) to fund the payment of construction costs associated with the Project. The loans mature on July 29, 2022. The loans bear interest at 8% per annum. Interest payments are due on the last business day of August and February of each year, commencing on August 30, 2019. Amounts due under the loans are subordinate and junior in right of payment to amounts due and outstanding under the Loan Agreement. Accrued interest at March 31, 2019 was \$2,239.

**NOTE 8 - RELATED PARTY TRANSACTIONS**

The Company engages in certain transactions with affiliated entities. As disclosed in Note 7, the Company entered into the Loan Agreement with HRAC Lender.

On August 21, 2017, an affiliate of certain of the owners of Tristate obtained a \$1,600 irrevocable letter of credit on behalf of the Company in connection with obtaining owner-controlled insurance related to the construction of the Project. The letter of credit expires on August 18, 2019. Any remaining proceeds from the letter of credit will be refunded to the Company upon its expiration.

*Hotel & Casino Management Agreement*

The Company and HR Atlantic City, LLC (“HR Atlantic City”), a part-owner of Tristate, entered into a Hotel & Casino Management Agreement dated as of September 27, 2017 (the “Management Agreement”). Pursuant to the Management Agreement, HR Atlantic City provided technical consultancy services during the planning, design and preopening phases of the Hard Rock Hotel & Casino Atlantic City (the “Property”), and manages, operates and promotes the business, operations, services, marketing and sales of the Property for the benefit of the Company. HR Atlantic City manages certain facilities at the Property which include, in part, a Hard Rock branded hotel, a Hard Rock branded casino, certain food and beverage facilities that are not leased or licensed to third parties, meeting, parking, conference and banquet facilities, a Rock Shop retail store and a Hard Rock Live entertainment venue (collectively, the “Managed Facilities”).

The preopening period commenced on September 27, 2017 and expired on June 28, 2018, the date the Managed Facilities became fully operational and open for business to the public as Hard Rock Hotel & Casino (“Opening

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**(Unaudited)**  
**(In thousands)**

Date”). The initial term of the Management Agreement commenced on the Opening Date and expires at midnight on the tenth anniversary of the Opening Date, unless sooner terminated or extended (“Term”). The Term may be extended by HRAC for one successive but independent term of ten years commencing on the day immediately following the expiration of the initial Term (“Extension Term”) so long as the investors have received an average return on investment equal to or exceeding 10% per year (“Preferred Return”) as of the expiration date of the initial Term.

HR Atlantic City is entitled to receive 2% of gross revenue (including gross gaming revenues and gross revenues from non-gaming activities) (“Base License Fee”); provided that HR Atlantic City shall not be entitled to 2% of gross revenues on those portions of gross revenue for which it is otherwise entitled to a fee or compensation otherwise pursuant to the Management Agreement. HR Atlantic City is also entitled to an incentive management fee which is calculated based upon a percentage of achieved EBITDAM, as defined in the Management Agreement.

In connection with the Hotel & Casino Management Agreement, HR Atlantic City incurs certain expenses on behalf of the Company. Amounts due to HR Atlantic City of \$8,446 as of March 31, 2018 primarily relate to management fees and are included in other current liabilities in the accompanying balance sheet.

In addition, the Company incurs expenses with other affiliated entities, principally related to the Company’s hotel room reservation center and other support services. The Company recognized \$940 of expense associated with such services during the three months ended March 31, 2019. Amounts due to such affiliates were \$7,893 as of March 31, 2019 and are included in other current liabilities in the accompanying balance sheet.

*Advance from Tristate*

On December 31, 2018, Tristate made an interest free, intercompany transfer of \$22,000 to the Company for the payment of construction costs associated with the Project. During 2019, the DGE confirmed that the intercompany transfer did not require approval as a material debt transaction under New Jersey Administrative Code 13:69C-4.3(a)3. The intercompany transfer was converted into a loan with similar terms as the loans payable to Tristate effective as of December 31, 2018 as described in Note 7.

*Valet Services Agreement*

The Company engages Seminole Transportation AC, LLC, a related party, to provide full-service valet parking services, including overall management and staffing of its valet parking operations. During the three months ended March 31, 2019, the Company recognized \$540 of expense for such services.

*Rocktane Gas & Wash Lease Agreement*

The Company leases Rocktane Gas & Wash, a fuel, convenience store and car wash facility to AC Gas Station LLC, a subsidiary of Tristate. The lease expires on June 27, 2028 and may be renewed for one ten-year period. The Company receives rental income based on a percentage of Rocktane’s gross sales, as defined in the lease. Rental income was \$81 for the three months ended March 31, 2019 and is included in other revenue in the statements of income.

**NOTE 9 - COMMITMENTS AND CONTINGENCIES**

*New Jersey PILOT Law*

On May 27, 2016, New Jersey enacted the Casino Property Tax Stabilization Act (the “PILOT Law”) which: (i) exempted Atlantic City casino gaming properties from ad valorem property taxation in exchange for an agreement to make annual payment in lieu of tax payments (“PILOT Payments”) to the City of Atlantic City, (ii) made certain changes to the New Jersey Tourism District Law and (iii) redirected certain IAT payments to assist in the stabilization of the City of Atlantic City’s finances. Under the PILOT Law, commencing in 2017 and for a period of ten (10) years, each Atlantic City casino gaming property (as defined in the PILOT Law) is required to pay its prorated share of an aggregate amount of PILOT Payments based on an equal weighted formula that includes the following criteria: the gross gaming revenues (“GGR”) of the casino, the total number of hotel guest rooms and the geographic footprint of the real property owned by each casino gaming property. Commencing in 2018 and for each



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**(In thousands)**

year thereafter, the aggregate amount of PILOT Payments owed will be determined based on a sliding scale of Atlantic City casino industry GGR from the applicable prior year, subject to certain adjustments. The aggregate amount of PILOT Payments owed to the City of Atlantic City by Atlantic City casino gaming properties for calendar year 2019 is \$132.6 million. For each year from 2017 through 2021, each casino gaming property's prorated share of PILOT Payments is capped (the "PILOT Cap") at an amount equal to the real estate taxes due and payable in calendar year 2015, which is calculated based upon the assessed value of the casino gaming property for real estate tax purposes and tax rate.

*Settlement Agreement – Property Tax Appeals and PILOT Law*

On December 28, 2018, the Company and the City of Atlantic City (the "City"), by and through the Deputy Commissioner-Department of Community Affairs, entered into an agreement to settle the Company's 2017 and 2018 property tax appeals (the "Settlement Agreement"). Pursuant to the terms of the Settlement Agreement: (1) the Company's 2017 assessed valuation was reduced to \$80,000; (2) the Company's assessed valuation for the period from January 1, 2018 through and including June 30, 2018 was \$224,681; (3) the Company agreed to participate in the PILOT Law for the period July 1, 2018 through and including December 31, 2018, and (4) on an annual basis, the Company agreed to participate in the PILOT Law for tax years 2019 through 2026.

As a result of the reduced 2017 assessed valuation, the Company will receive a refund from the City in the amount of \$4,950 (the "Refund Payment"). The Refund Payment will be paid to the Company by the City in four equal annual installments in the amount of \$1,237, each payment due on or before June 30 commencing June 30, 2019. The present value of the Refund Payment was recorded as a reduction to the carrying value of property and equipment and was estimated to be \$4,297.

Under the terms of the Settlement Agreement, the Company's PILOT Cap for calendar years 2019 through 2022 will be \$7,705. The Company will receive quarterly reimbursements for payment amounts that are projected to cause the Company to exceed \$7,705 annually.

*Legal Matters*

The Company is party from time to time in legal actions that arise in the normal course of business. In the opinion of management, the ultimate outcome of such legal actions is not expected to have a material effect on the results of operations or the financial position of the Company.

**NOTE 10 – EMPLOYEE BENEFIT PLANS**

The Company has a retirement savings plan under Section 401(k) of the Internal Revenue Code covering certain of its non-union employees. The plan allows eligible employees to defer up to the lesser of the Internal Revenue Code prescribed maximum amount or 100% of their income on a pre-tax basis through contributions to the plan. The Company recognized \$19 of expense during the three months ended March 31, 2019 related to voluntary contributions to the 401(k) plan. Such amount is recorded in general, administrative and other costs in the statements of income.

**NOTE 11 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through May 15, 2019, the date these financial statements were issued.