

RESOLUTION 2005-41

A RESOLUTION CONCERNING COMMISSION RATIFICATION OF THE EXECUTIVE DIRECTOR'S WAIVER OF 68 IAC 5-3-2 AND APPROVAL OF BOYD GAMING CORPORATION'S PROPOSED AMENDMENT TO OR REPLACEMENT OF ITS EXISTING CREDIT FACILITY PURSUANT TO RESOLUTION 2005-24

The Indiana Gaming Commission (Commission) adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The Commission has considered the following factors:

1. Pursuant to IC 4-33-4-21, the Commission must review proposed debt transactions to ensure that a riverboat owner's license is not leased or hypothecated, or that money is not loaned or borrowed against the license.
2. In a letter dated May 20, 2005, Boyd Gaming Corporation ("Boyd"), the parent company of Indiana riverboat licensee Blue Chip Casino, LLC ("Blue Chip"), through counsel, requested Commission approval and/or appropriate waivers of approval requirements for implementing proposed amendments to its existing \$1.9 billion credit facility which would, amongst other things, increase the total dollar amount available to Boyd. The proposed amendment will include a "green shoe" option that will allow Boyd to increase the indebtedness by an additional \$500 million; for a total limit of \$2.4 billion.
3. Boyd anticipates that the proposed amendment will provide more favorable terms than those of the current facility, including but not limited to: (a) a reduction in interest rate and fees; (b) a one year extension of the maturity date on the revolving credit facility; (c) an increase in subloan limits; (d) increased flexibility in restrictive covenants; and (e) decreased fees paid to the revolving lenders.
4. In a letter dated June 3, 2005, Boyd, through counsel, informed the Commission that all of the Term Note lenders must consent to and approve the proposed amendments in order to make them effective. In the event such unanimous approval is not achieved, Boyd plans to replace the existing Term Note with one which would be substantially similar thereto. The new Note would incorporate the same amendments proposed in Boyd's May 20, 2005 letter referenced above.
5. In a letter dated June 20, 2005, after analyzing the proposed debt transaction in accordance with the provisions of Resolution 2005-24, Executive Director Ernest Yelton issued a waiver of 68 IAC 5-3-2 such that the Private Placement(s) could proceed without the approval of the full Commission and without satisfying the "two meeting requirement" of 68 IAC 5-3-2(2) and (3).
6. 68 IAC 5-3-7 requires that such waiver be reported at the next business meeting in order that the Commission may have the opportunity to direct the Executive Director to take additional or different action.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING COMMISSION,
THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

SECTION 1: SCOPE

This resolution applies to Boyd Gaming Corporation.

SECTION 2: DEFINITIONS

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3: RATIFICATION OF THE EXECUTIVE DIRECTOR'S WAIVER OF 68 IAC 5-3-2 AND APPROVAL, PURSUANT TO RESOLUTION 2005-24, OF BOYD GAMING CORPORATION'S PROPOSED AMENDMENT TO OR REPLACEMENT OF ITS EXISTING CREDIT FACILITY.

The Commission hereby;

RATIFIES

(RATIFIES OR DENIES)

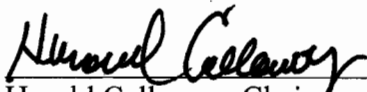
the Executive Director's issuance of a waiver of 68 IAC 5-3-2 pursuant to Resolution 2005-24, permitting Boyd to proceed with the proposed amendment to or replacement of its existing credit facility without the approval of the full Commission and without satisfying the "two meeting requirement" of 68 IAC 5-3-2(2) and (3).

SECTION 5: EFFECTIVE DATE

This resolution is effective immediately.


ADOPTED THIS THE 23rd DAY OF JUNE, 2005.

THE INDIANA GAMING COMMISSION:



Harold Calloway, Chair

ATTEST:



Donald R. Vowels, Secretary