

INDIANA GAMING COMMISSION
BUSINESS MEETING
AUGUST 18, 2021

The Indiana Gaming Commission Business Meeting was stenographically taken down by me, Dianne Lockhart, RMR, CRR, a Notary Public in and for the County of Marion, State of Indiana, in the Auditorium of the Indiana Government Center South, 302 West Washington Street, Indianapolis, Indiana, commencing at the hour of 2:02 p.m., August 18, 2021. The following transcript is a true and accurate transcript of the proceedings held.

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A P P E A R A N C E S

ON BEHALF OF THE GAMING COMMISSION:

Michael McMains, Chairman

Marc D. Fine, Commissioner

Susan Williams, Commissioner

Jason Dudich, Commissioner

Chuck Cohen, Commissioner

Sara Gonso Tait, Executive Director

Jennifer Reske, Deputy Director

Greg Small, General Counsel

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1 CHAIRMAN McMains: Good afternoon, ladies
2 and gentlemen. It's my pleasure to welcome you
3 all to the August 18, 2021, meeting of the
4 Indiana Gaming Commission.

5 I'm pleased to call the meeting to order.

6 Sara, would you read the roll, please.

7 EXECUTIVE DIRECTOR TAIT: Sure. Chairman
8 McMains.

9 CHAIRMAN McMains: Present.

10 EXECUTIVE DIRECTOR TAIT: Vice Chair Fine.

11 COMMISSIONER FINE: Present.

12 EXECUTIVE DIRECTOR TAIT: Secretary Dudich.

13 COMMISSIONER DUDICH: Present.

14 EXECUTIVE DIRECTOR TAIT: Commissioner
15 Williams.

16 COMMISSIONER WILLIAMS: Present.

17 EXECUTIVE DIRECTOR TAIT: And Commissioner
18 Cohen.

19 COMMISSIONER COHEN: Present.

20 CHAIRMAN McMains: Thank you. Let the
21 record reflect all commissioners are present and
22 a quorum is established.

23 Commissioners, have you all had a chance to
24 review the minutes from the prior meeting on
25 June 24, 2021?

1 If so, what is your pleasure?

2 COMMISSIONER WILLIAMS: Move for approval of
3 the minutes.

4 COMMISSIONER FINE: Second.

5 CHAIRMAN McMANS: It's been properly moved
6 and seconded to approve the minutes as written
7 for the June 24 meeting of the Indiana Gaming
8 Commission.

9 Any discussion on the motion?

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

12 (Chorus of ayes.)

13 Opposed.

14 Motion carries unanimously.

15 Next I want to administer the oath for all
16 the folks that may be speaking today before the
17 Indiana Gaming Commission. And nobody's speaking
18 online; is that correct?

19 EXECUTIVE DIRECTOR TAIT: Correct, just
20 those present.

21 CHAIRMAN McMANS: Okay. If you will all
22 please stand who may speak today, raise your
23 right hand, repeat after me. After the oath, if
24 you would remain standing so I can get your
25 names.

1 (At this time all people who may speak
2 before the Commission were administered the
3 oath.)

4 CHAIRMAN McMAINS: Thank you. If you could
5 please remain standing. I'll start over here.
6 Recite your name for the record, please.

7 MR. OPAT: My name is Robert Opat.

8 MR. MOLOY: Dustin Moloy.

9 MR. DOWNEY: William Downey.

10 MR. SEIGEL: Brad Seigel.

11 MR. BLANKENSHIP: Cory Blankenship.

12 MS. JACOBS-MADDEN: Adele Madden.

13 MR. BARBER: And Ronald Scott Barber.

14 CHAIRMAN McMAINS: Ma'am.

15 MS. BARTLETT: Ali Bartlett.

16 MR. HINCER: Ilkim Hincer.

17 MR. LUCAS: Jon Lucas.

18 CHAIRMAN McMAINS: Thank you. And the lady.

19 MS. COFFMAN: Kim Coffman.

20 MR. FRALEY: Sid Fraley.

21 CHAIRMAN McMAINS: Okay. Let's see,
22 somebody in the fourth row I missed right here.
23 Did you say your name?

24 EXECUTIVE DIRECTOR TAIT: Jon?

25 MR. HINCER: Yes, I said. Ilkim Hincer.

1 CHAIRMAN McMAINS: No, behind Jon.

2 MR. HINCER: Oh, Ilkim Hincer.

3 CHAIRMAN McMAINS: Thank you.

4 MR. SICUSO: Philip Sicuso.

5 CHAIRMAN McMAINS: Everybody give their name
6 for the record? Did I get you, sir?

7 EXECUTIVE DIRECTOR TAIT: And we always
8 forget Greg.

9 CHAIRMAN McMAINS: Oh, Counselor Small.

10 MR. SMALL: Greg Small.

11 EXECUTIVE DIRECTOR TAIT: Every time. Every
12 time.

13 CHAIRMAN McMAINS: Thank you, appreciate
14 that.

15 Mrs. Tait.

16 EXECUTIVE DIRECTOR TAIT: Sure. Oh, that's
17 the best.

18 Okay. I just would like to provide a quick
19 staff update. James Johnson has been promoted to
20 investigator in our Enforcement Division for the
21 Central Zone. James has been with the Commission
22 as an enforcement agent for six and a half years,
23 and prior to his tenure with the Gaming
24 Commission, he was with Muncie PD for five years
25 as a patrolman and fifteen years as a detective.

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

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

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

25 Josie has been with us since 2018 as an

1 information analyst and the executive assistant.
2 And prior to her time with the IGC, Josie was
3 with the Washington Township in Hendricks County
4 for 15 years. So congratulations to Josie. Much
5 deserved for her.

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

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

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

17 CHAIRMAN McMAINS: Thank you, Sara.

18 Jenny Reske.

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

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

1 congratulating you and telling you how much we
2 appreciate your dedication as a public servant.

3 EXECUTIVE DIRECTOR TAIT: Thank you.

4 (Applause)

5 CHAIRMAN McMAINS: You've been a terrific
6 leader, and it's been fun to work with you.
7 Congratulations.

8 EXECUTIVE DIRECTOR TAIT: Thank you. Thank
9 you very much.

10 CHAIRMAN McMAINS: Next item on the agenda
11 is old business.

12 Is there any old business to come before the
13 Commission today?

14 Hearing none, new business.

15 EXECUTIVE DIRECTOR TAIT: Yes, so our first
16 new matter relates to suppliers, and I'll go
17 ahead and invite Bob Opat to come up and present
18 Order 119.

19 MR. OPAT: Good afternoon, Commissioners.
20 You have before you Order 2021-119 concerning the
21 ratification of an order approving a transfer of
22 ownership of the supplier licensee from GeoComply
23 Solutions, Incorporated, to BXG Gaia Purchaser,
24 LLC.

25 The Commission has completed a background

1 and financial investigation of BXG Gaia
2 Purchaser, including any key persons deemed
3 necessary by Commission staff. A report of this
4 investigation is included in the Commission's
5 documents.

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

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

14 CHAIRMAN McMANS: Thank you, sir.

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

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

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

22 COMMISSIONER WILLIAMS: Second.

23 CHAIRMAN McMANS: Thank you.

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

1 Is there any further discussion on the
2 motion?

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

5 (Chorus of ayes.)

6 Opposed.

7 The motion carries unanimously.

8 MR. OPAT: Thank you, Commissioners.

9 EXECUTIVE DIRECTOR TAIT: Go ahead, next
10 order.

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

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

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

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

25 CHAIRMAN McMains: Thank you.

1 Any questions for Robert?

2 Hearing none, what is your pleasure,
3 Commissioners?

4 COMMISSIONER DUDICH: Mr. Chairman, I would
5 make a motion that the Order 2021-120 be approved
6 as reported by staff.

7 COMMISSIONER COHEN: Second.

8 CHAIRMAN McMANS: Thank you. It's been
9 properly moved and seconded to approve proposed
10 Order 2021-120.

11 Any further discussion on the motion?

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

14 (Chorus of ayes.)

15 Opposed.

16 The motion carries unanimously. Thank you.

17 MR. OPAT: Thank you.

18 EXECUTIVE DIRECTOR TAIT: So next on our
19 agenda is the transfer of ownership regarding
20 Caesars Southern Indiana, and we're going to have
21 a presentation for the Commissioners.

22 So Scott Barber, are you or Phil -- Phil.
23 So I'll invite Phil Sicuso from Bose McKinney &
24 Evans to come up and kick things off.

25 So welcome, Phil.

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

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

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

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

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

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

1 it over to Scott.

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

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

7 Adele Madden is the CFO of EBCI Holdings,
8 LLC.

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

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

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

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

1 Cherokee Indians.

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

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

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

1 answer any questions you may have.

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

5 Thank you.

6 MR. BLANKENSHIP: (Speaking in another
7 language.)

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

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

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

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

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

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

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

25 So we feel that Caesars Southern Indiana

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

4 As we looked at opportunities to expand and
5 to diversify as we look to the future of our
6 Tribe and its members, we officially stood up
7 EBCI Holdings as a commercial entity late in
8 2020, with a vision to create a diversified
9 portfolio of commercial gaming and hospitality
10 operations with a focus on bricks-and-mortar
11 casinos, iGaming, hospitality businesses and
12 gaming tech investments.

13 Our organizational structure is comprised of
14 two officers, the CEO Barber and CFO
15 Jacobs-Madden, with 50-plus years of operational
16 experience; five directors, including my
17 colleague and fellow tribal member Ray Rose; a
18 strong support team of legal, human resources,
19 information technology and marketing, advisors
20 and consultants who have a combined 60-plus years
21 of gaming experience.

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

25 For 2021 our development focus will be to

1 close on the CSI transaction in Q3, to continue
2 to exercise a partnership for an opportunity with
3 Caesars in the southern Virginia project, and to
4 close on NC statewide mobile sports betting
5 licenses, which is pending in the North Carolina
6 legislature.

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

10 MS. JACOBS-MADDEN: Good afternoon, Adele
11 Jacobs-Madden. And I'm also an enrolled member
12 of the Eastern Band and have been working at the
13 tribal casino for several years, so I do have
14 20-plus years of gaming experience, and very
15 honored to be asked to serve this role for EBCI
16 Holdings.

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

1 acquisition company, which is where VICI rent and
2 the loan payments will be made from. The
3 remaining proceeds will flow up through EBCI
4 Holdings, where 75 percent of that will be
5 retained in that entity for growth, and then
6 25 percent of that flows up to EBCI to fund some
7 of the -- some of the areas that Cory just spoke
8 to.

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

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

1 our financing.

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

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

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

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

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

10 And here are a few pictures of what the new
11 casino looks like since reopening back in -- in
12 2019, and we did that and we rebranded, so we
13 were a Horseshoe and we in December of 2019
14 raised the Caesars flag and became Caesars
15 Southern Indiana.

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

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

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

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

15 And then, finally, you know, at Caesars
16 Southern Indiana we take tremendous pride in
17 being involved in our communities and developing
18 those relationships across -- across southern
19 Indiana.

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

1 Charlie Crawford and Nelson Stepro are great
2 partners as well.

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

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

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

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

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

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

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

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

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

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

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

14 CHAIRMAN McMAINS: Thank you.

15 Commissioners, any questions or comments?

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

22 MR. BARBER: Well, we appreciate that.

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

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

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

5 MR. MOLOY: Good afternoon, Commissioners.

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

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

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

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

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

16 Staff did not find any derogatory
17 information during its investigations.
18 Additionally, EBCI submitted an application fee
19 of \$50,000 as required by Indiana Code 4-33-6 and
20 68 IAC 2-1-1 to acquire an Indiana casino owner's
21 license.

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

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

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

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

17 CHAIRMAN McMAINS: Thank you, Dustin.

18 Ladies and gentlemen, any questions for
19 Dustin?

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

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

24 COMMISSIONER WILLIAMS: Second.

25 CHAIRMAN McMAINS: Thank you.

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

3 Any further discussion on the motion?

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

6 (Chorus of ayes.)

7 Opposed.

8 Motion carries unanimously. Thanks, Dustin.

9 MR. MOLOY: Thank you.

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

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

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

25 I just wanted to talk a little bit about

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

4 Hard Rock International is a global gaming,
5 entertainment and hospitality company with 239
6 Hard Rock-branded facilities worldwide across 70
7 countries.

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

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

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

1 activities that are consistent with being an
2 institutional investor.

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

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

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

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

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

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

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

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

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

15 We're focused on hiring locally.
16 Approximately 400 team members are from Gary,
17 which is over 30 percent of our staff. A
18 thousand of those are Lake County residents,
19 which is over 75 percent of our staff. We've
20 contributed over \$200,000 to local charities and
21 nonprofits since opening.

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

1 partnership with the Gary Health Department. And
2 we've launched an enhanced and extremely
3 lucrative COVID-19 team member incentive program
4 to try to get more of our members vaccinated.

5 We've done over 150,000 food and beverage
6 covers since opening. Our Sportsbook we
7 anticipate opening in late quarter three or early
8 quarter four, and we will begin live
9 entertainment in our Hard Rock Live facility for
10 late October and early November.

11 And with that, I'll open it up to any
12 questions that the Commission or the staff might
13 have for me.

14 CHAIRMAN McMANS: Thank you, Mr. Lucas.

15 Commissioners, any questions or comments?

16 Mr. Lucas, I'd like to say to you and to
17 Hard Rock thank you. We understand how hard you
18 worked, and the company did some heavy lifting to
19 address our concerns, and on behalf of the State
20 of Indiana, we appreciate that.

21 MR. LUCAS: Thank you very much. We
22 appreciate that.

23 CHAIRMAN McMANS: Thank you, sir.

24 MR. LUCAS: Thank you.

25 EXECUTIVE DIRECTOR TAIT: So is it you,

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

3 MR. SMALL: Thank you.

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

8 Hard Rock Gary, LLC, and Spectacle
9 Entertainment Group, LLC, propose to enter into a
10 Membership Interest Purchase Agreement pursuant
11 to which Hard Rock will purchase from SEG an
12 additional interest in Spectacle Gary, making
13 Hard Rock the majority owner of the company and
14 the casino operation.

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

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

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

25 Further, after the SEG majority redemptions,

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

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

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

20 Staff did not find any derogatory
21 information during its investigation.

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

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

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

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

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

17 CHAIRMAN McMANS: Thank you,
18 Counselor Small.

19 Ladies and gentlemen, any questions for
20 Greg?

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

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

25 COMMISSIONER DUDICH: Second.

1 CHAIRMAN McMAINS: Thank you.

2 It's been properly moved and seconded to
3 adopt Order 2021-122.

4 Is there any further discussion on the
5 motion?

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

8 (Chorus of ayes.)

9 Opposed.

10 Motion carries unanimously.

11 Thank you, Greg.

12 EXECUTIVE DIRECTOR TAIT: Thanks.

13 And, Bob, I'll go ahead and invite you back
14 up for our last order, which is in regards to the
15 annual license renewal for Hard Rock Northern
16 Indiana.

17 MR. OPAT: Thank you.

18 Commissioners, next on your agenda you have
19 before you Order 2021-123 regarding the renewal
20 of Hard Rock Casino Northern Indiana's casino
21 owner's license.

22 Hard Rock Northern Indiana has filed the
23 proper paperwork and paid its annual renewal fee.

24 By Order 2020-22, the Commission had
25 previously approved the written power of attorney

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

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

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

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

21 Thank you.

22 CHAIRMAN McMANS: Thank you, Robert.

23 Any questions or comments for Robert?

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

1 COMMISSIONER DUDICH: Mr. Chairman, I would
2 make a motion to approve Order 2021-123 as
3 presented by staff today.

4 COMMISSIONER COHEN: Second.

5 COMMISSIONER WILLIAMS: Second.

6 CHAIRMAN McMANS: Thank you.

7 It's been properly moved and seconded to
8 approve Order 2021-123.

9 Is there any further discussion on the
10 motion?

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

13 (Chorus of ayes.)

14 Opposed.

15 Motion carries unanimously.

16 Thank you, Robert.

17 MR. OPAT: Thank you.

18 CHAIRMAN McMANS: Ladies and gentlemen, I
19 think that concludes our new business for today.
20 Does that sound right, Mrs. Tait?

21 EXECUTIVE DIRECTOR TAIT: Yep.

22 CHAIRMAN McMANS: Currently we're scheduled
23 to have our next meeting of the Indiana Gaming
24 Commission on September 29, 2021.

25 Commissioners, is there a motion to adjourn?

1 COMMISSIONER DUDICH: Move to adjourn.

2 CHAIRMAN McMAINS: Move to adjourn. Second?

3 COMMISSIONER FINE: Second.

4 CHAIRMAN McMAINS: All in favor?

5 (Chorus of ayes.)

6 Motion carries unanimously. This meeting is
7 adjourned.

8 Thank you.

9 (At 2:44 p.m., August 18, 2021, this meeting
10 of the Indiana Gaming Commission was adjourned.)

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1 STATE OF INDIANA)
) SS:
 2 COUNTY OF MARION)

3
 4 I, Dianne D. Lockhart, a Notary Public and
 5 Stenographic Reporter within and for the County of
 6 Marion, State of Indiana at large, do hereby certify
 7 that the Indiana Gaming Commission Business Meeting
 8 held on August 18, 2021, commencing at 2:02 p.m. in
 9 the Auditorium of the Indiana Government Center
 10 South, 302 West Washington Street, Indianapolis,
 11 Indiana, was taken down in stenograph notes and
 12 afterwards reduced to typewriting under my direction,
 13 and that the typewritten transcript is a true record
 14 of the proceedings had.

15 IN WITNESS WHEREOF, I have hereunto set my hand
 16 and affixed my notarial seal this _____ day of
 17 September, 2021.

18
 19 _____
 20 Dianne Lockhart, RMR, CRR
 Notary Public

21
 22 My Commission Expires:
 23 June 4, 2023

24 County of Residence:
 25 Marion County

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