

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2012-49

CONSIDERATION OF THE APPLICATION OF NRT TECHNOLOGY CORP. FOR A GAMING-RELATED VENDOR LICENSE

WHEREAS, Article XV, Section 6(C)(4) of the Ohio Constitution created the Ohio Casino Control Commission (“Commission”) to ensure the integrity of casino gaming by, among other things, licensing and regulating all gaming authorized by Article XV, Section 6(C) of the Ohio Constitution;

WHEREAS, R.C. 3772.09(A) prohibits, among others, any gaming-related vendor or key employee thereof from conducting or participating in conducting casino gaming without first being licensed by the Commission;

WHEREAS, R.C. 3772.10(B) requires, among others, gaming-related vendors and key employees thereof seeking licensure under R.C. Chapter 3772 to establish their suitability by clear and convincing evidence;

WHEREAS, R.C. 3772.12(A) and A.C. 3772-6-02(A) require any gaming-related vendor seeking licensure to submit, under oath, a Gaming-Related Vendor License Application;

WHEREAS, R.C. 3772.121 and A.C. 3772-6 authorize the Commission to issue gaming-related vendor licenses to applicants after the Commission determines that the applicants are eligible for licensure and have paid all applicable fees;

WHEREAS, a gaming-related vendor license applicant is eligible for licensure upon meeting the following criteria:

- (A) Submission of a true and complete Gaming-Related Vendor License Application, as required by R.C. 3772.10(C) and 3772.12(A) and A.C. 3772-6-02(A);
- (B) Payment of the nonrefundable application fee of \$10,000.00, as required by R.C. 3772.17(C) and A.C. 3772-6-03(A), and all fees necessary to cover the costs of the background investigation in excess of the application fee set forth by A.C. 3772-6-03(A), if any;
- (C) Submission, on a form provided by the Commission, of two sets of the applicant’s fingerprints, as required by R.C. 3772.121(A)(3), if applicable;
- (D) Reimbursement of the costs for the criminal records check, as required by R.C. 3772.07 and 3772.121(A)(2), if applicable;

- (E) Not having been convicted of or pled guilty or no contest to a disqualifying offense, as defined and required by R.C. 3772.07; and
- (F) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

WHEREAS, R.C. 3772.13(B) and A.C. 3772-5-02(A) require any gaming-related vendor key employee seeking licensure to submit a Key Employee License Application;

WHEREAS, R.C. 3772.13 and A.C. 3772-5 authorize the Commission to issue key employee licenses to applicants after the Commission determines that the applicants are eligible for licensure and have paid all applicable fees;

WHEREAS, a key employee license applicant is eligible for licensure upon meeting the following criteria:

- (A) Being at least 21 years of age, as required by R.C. 3772.13(C);
- (B) Submission of a true and complete Key Employee License Application, as required by R.C. 3772.10(C) and 3772.131(D) and A.C. 3772-6-02(A);
- (C) Submission, on a form provided by the Commission, of two sets of the applicant's fingerprints and a photograph, as required by R.C. 3772.13(E);
- (D) Payment of the nonrefundable application fee of \$2,000.00, as required by R.C. 3772.13(E) and 3772.17(D) and A.C. 3772-5-03(A), and all fees necessary to cover the cost of the background investigation in excess of the application fee set forth by A.C. 3772-5-03(A), if any;
- (E) Reimbursement of the costs for the background check, including the criminal records check, as required by R.C. 3772.07 and 3772.13(E);
- (F) Not having been convicted of or pled guilty or no contest to a disqualifying offense, as defined and required by R.C. 3772.07; and
- (G) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

WHEREAS, on or about January 9, 2012, NRT Technology Corp. ("NRT") submitted an application for licensure as a gaming-related vendor to the Commission in accordance with R.C. 3772.12(A) and A.C. 3772-6-02(A);

WHEREAS, NRT paid the nonrefundable application fee, as required by R.C. 3772.17(C) and A.C. 3772-6-03(A);

WHEREAS, the owners, officers, directors, and key employees of NRT, who appear on the attached list marked Exhibit A, (“key employees”) submitted their applications for licensure as key employees to the Commission in accordance with R.C. 3772.13(B) and A.C. 3772-5-02(A);

WHEREAS, with respect to the NRT key employees, the nonrefundable application fees have been paid, as required by R.C. 3772.13(E) and 3772.17(D) and A.C. 3772-5-03(A), and the Commission has been reimbursed for the costs of the criminal records checks, in accordance with and as required by R.C. 3772.07 and 3772.13(E);

WHEREAS, Dominet Corporation (“Dominet”), the ultimate parent company, submitted the required information and documentation as a holding company of NRT to the Commission;

WHEREAS, the owners, officer, directors and key employees of Dominet, who appear on Exhibit A, (“key employees”) submitted their applications for licensure as key employees to the Commission;

WHEREAS, with respect to the Dominet key employees, the nonrefundable application fees have been paid, as required by R.C. 3772.13(E) and 3772.17(D) and A.C. 3772-5-03(A), and the Commission has been reimbursed for the costs of the criminal records checks, in accordance with and as required by R.C. 3772.07 and 3772.13(E);

WHEREAS, Spectrum Gaming Group (“Spectrum”) has been appointed by the Commission as its agent to assist the Commission in the conduct of suitability investigations;

WHEREAS, Spectrum reviewed the submitted gaming-related vendor application, materials and information, and conducted thorough suitability investigations of NRT and its key employees and Dominet and its key employees;

WHEREAS, Spectrum has filed a report with the Commission dated May 7, 2012, captioned *In the Matter of the Application of NRT Technology Corp. for a Gaming-Related Vendor License* (“Report”);

WHEREAS, Spectrum’s Report concludes that based upon its investigation no derogatory information that adversely impacts upon the suitability of NRT, Dominet or the key employees of either was uncovered and that NRT is qualified to be approved as a gaming-related vendor subject to certain conditions;

WHEREAS, the Commission’s Division of Licensing and Investigation has reviewed the Spectrum Report, the NRT, Dominet and key employee license applications;

WHEREAS, the Commission's Division of Licensing and Investigation has prepared a report to the members of the Commission dated May 7, 2012, captioned *Report of the Division of Licensing and Investigation on the Application of NRT Technology Corp.* ("Licensing Report") recommending that the Commission grant a gaming-related vendor license to NRT subject to the following conditions:

- (A) NRT and Dominet shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (B) NRT and Dominet shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (C) NRT shall pay all fees required by the Commission, including the following:
 - (1) The cost of the background investigation that exceeded the application fee set forth by A.C. 3772-6-03(A), as required by R.C. 3772.17(C) and A.C. 3772-6-03(B); and
 - (2) A nonrefundable license fee of \$15,000.00, as required by R.C. 3772.121(A)(2) and 3772.17(C) and A.C. 3772-6-03(C);
- (D) NRT's Compliance Committee shall notify the Executive Director of the Commission no later than 30 days from when the Compliance Committee conducts any due diligence efforts, takes any action or makes any recommendations concerning current or future business;
- (E) NRT shall update its Compliance Plan to include additional details regarding what it must do to avoid unsuitable business relationships and situations, including maintaining a detailed index of due diligence investigations;
- (F) NRT shall keep detailed minutes regarding the meetings of its Compliance Committee;
- (G) NRT shall report any inquiries, findings or settlements relating to tax issues in Canada;
- (H) NRT shall develop a policy with respect to the Foreign Corrupt Practices Act; and
- (I) NRT shall monitor Canadian tax laws with respect to Employee Profit Sharing Plans to ensure that its payments to John Dominelli are not in contravention of Canadian law and shall promptly report any inquiries or cases that may be brought against the company or Dominelli to the Commission;

WHEREAS, the Commission has considered the Spectrum Report and the Licensing Report and heard from representatives of NRT at its public meeting on May 9, 2012.

NOW, THEREFORE, BE IT RESOLVED, by the Commission that NRT's application for licensure is **APPROVED** and NRT is hereby **LICENSED** for a period not to exceed 3 years, effective today, as a gaming-related vendor subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder and the following conditions:

- (A) NRT and Dominet shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (B) NRT and Dominet shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (C) NRT shall pay all fees required by the Commission, including the following:
 - (1) The cost of the background investigation that exceeded the application fee set forth by A.C. 3772-6-03(A), as required by R.C. 3772.17(C) and A.C. 3772-6-03(B); and
 - (2) A nonrefundable license fee of \$15,000.00, as required by R.C. 3772.121(A)(2) and 3772.17(C) and A.C. 3772-6-03(C);
- (D) NRT's Compliance Committee shall notify the Executive Director of the Commission no later than 30 days from when the Compliance Committee conducts any due diligence efforts, takes any action or makes any recommendations concerning current or future business;
- (E) NRT shall update its Compliance Plan to include additional details regarding what it must do to avoid unsuitable business relationships and situations, including maintaining a detailed index of due diligence investigations;
- (F) NRT shall keep detailed minutes regarding the meetings of its Compliance Committee;
- (G) NRT shall report any inquiries, findings or settlements relating to tax issues in Canada;
- (H) NRT shall develop a policy with respect to the Foreign Corrupt Practices Act; and

- (I) NRT shall monitor Canadian tax laws with respect to Employee Profit Sharing Plans to ensure that its payments to John Dominelli are not in contravention of Canadian law and shall promptly report any inquiries or cases that may be brought against the company or Dominelli to the Commission.

BE IT FURTHER RESOLVED, that the Key Employee License Applications of the natural persons contained on Exhibit A are **APPROVED** and those persons are hereby **LICENSED** for a period not to exceed 3 years, effective today, as key employees, subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder and the payment of all fees required by the Commission, including the following:

- (A) The cost of any key employee background investigation that exceeded the application fee set forth by A.C. 3772-5-03(A), as required by R.C. 3772.17(D) and A.C. 3772-5-03(B); and
- (B) A nonrefundable license fee of \$500.00 per key employee license, as required by R.C. 3772.17(D) and A.C. 3772-5-03(C).

BE IT FURTHER RESOLVED, that Resolution 2012-49 does not in any way affect, negate, or otherwise absolve NRT, Dominet, or the key employees of either from their duties to update information in accordance with A.C. 3772-6-04 and A.C. 3772-5-04.

BE IT FURTHER RESOLVED, that Resolution 2012-49 does not restrict or limit the Commission's future exercise of authority and discretion with respect to imposing additional conditions or taking further action upon NRT, Dominet, or the key employees of either under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: May 9, 2012

Exhibit A
Resolution 2012-49

1. John Dominelli, President/CEO/Director/Owner
2. James Grundy, CFO
3. Ray Deffner, Executive VP of Compliance
4. Josh Sidsworth, VP Corporate Business Development
5. Rose Laricchia, Senior VP Sales
6. William Smale, Account Executive
7. Ruben Cabanas, NRT Account Manager
8. George Tjilos, Account Executive