

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2013-10

**CONSIDERATION OF THE APPLICATION OF GLOBAL CASH ACCESS, INC.
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 Ohio Adm. Code 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 Ohio Adm. Code 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 Ohio Adm. Code 3772-6-02(A);
- (B) Payment of the nonrefundable application fee of \$10,000.00, as required by R.C. 3772.17(C) and Ohio Adm. Code 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 Ohio Adm. Code 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 by R.C. 3772.07 and required by R.C. 3772.07 and 3772.10(C)(1); and
- (F) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

WHEREAS, R.C. 3772.03(D)(5) mandates that the Commission adopt rules prescribing the minimum amount of insurance that must be maintained by, among others, gaming-related vendors;

WHEREAS, Ohio Adm. Code 3772-7-01(A) requires, among others, gaming-related vendor licensees to obtain and maintain the following types of insurance in minimum amounts determined by the Commission:

- (A) Liability;
- (B) Casualty;
- (C) Fire;
- (D) Theft;
- (E) Worker's compensation; and
- (F) Any other type of insurance the Commission deems necessary to ensure the licensee is adequately insured;

WHEREAS, R.C. 3772.13(B) and Ohio Adm. Code 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 Ohio Adm. Code 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 Ohio Adm. Code 3772-5-02(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 Ohio Adm. Code 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 Ohio Adm. Code 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 by R.C. 3772.07 and required by R.C. 3772.07 and 3772.10(C)(1); and
- (G) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

WHEREAS, on or about April 24, 2012, Global Cash Access, Inc. ("GCA") submitted an application for licensure as a gaming-related vendor to the Commission in accordance with R.C. 3772.12(A) and Ohio Adm. Code 3772-6-02(A);

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

WHEREAS, GCA submitted to the Commission information and materials (a summary of which is attached as Exhibit A) necessary to demonstrate that it has obtained and maintains all of the requisite types of insurance and the amounts of each type;

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

WHEREAS, with respect to the GCA Key Employees, the nonrefundable application fees have been paid, as required by R.C. 3772.13(E) and 3772.17(D) and Ohio Adm. Code 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, Global Cash Access Holdings, Inc. ("GCAH") submitted the required information and documentation as a holding company of GCA to the Commission;

WHEREAS, the owners, officers, directors and key employees of GCAH who appear on Exhibit B, (“Key Employees”) submitted their applications for licensure as key employees to the Commission;

WHEREAS, with respect to the GCAH Key Employees, the nonrefundable application fees have been paid, as required by R.C. 3772.13(E) and 3772.17(D) and Ohio Adm. Code 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, the Commission’s Divisions of Licensing and Investigations reviewed the submitted gaming-related vendor application, materials and information, and conducted thorough suitability investigations of GCA, GCAH, and the Key Employees;

WHEREAS, Commission staff has filed a report, dated March 7, 2013, captioned *Investigative Report on the Application of Global Cash Access, Inc. for a Gaming-Related Vendor License* (“Report”);

WHEREAS, the Report concludes that based upon the investigation no derogatory information that adversely impacts upon the suitability of GCA or the Key Employees was uncovered and that GCA is qualified to be approved as a gaming-related vendor subject to certain conditions;

WHEREAS, the Commission’s Divisions of Licensing and Investigations have reviewed the certifications of the following institutional investors: BlackRock, Inc.; Columbia Management Investment Advisers, LLC; Huber Capital Management LLC; Private Capital Management, L.P.; and The Vanguard Group, Inc.;

WHEREAS, the Commission’s Divisions of Licensing and Investigations recommends that the Commission grant a gaming-related vendor license to GCA subject to the following conditions:

- (A) GCA and GCAH shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with Ohio Adm. Code 3772-6-04;
- (B) GCA and GCAH shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with Ohio Adm. Code 3772-6-04;
- (C) GCA 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 Ohio Adm. Code 3772-6-03(A), as required by R.C. 3772.17(C) and Ohio Adm. Code 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 Ohio Adm. Code 3772-6-03(C); and
- (D) GCA'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.

WHEREAS, the Commission has considered the Report and heard from representatives of GCA at its public meeting on March 20, 2013.

NOW, THEREFORE, BE IT RESOLVED, by the Commission that GCA's application for licensure is **APPROVED** and GCA 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) GCA and GCAH shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with Ohio Adm. Code 3772-6-04;
- (B) GCA and GCAH shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with Ohio Adm. Code 3772-6-04;
- (C) GCA 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 Ohio Adm. Code 3772-6-03(A), as required by R.C. 3772.17(C) and Ohio Adm. Code 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 Ohio Adm. Code 3772-6-03(C); and
- (D) GCA'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.

BE IT FURTHER RESOLVED, that GCA's insurances, including the amounts for each type, are **APPROVED**.

BE IT FURTHER RESOLVED, that the Key Employee License Applications of the natural persons contained on Exhibit B 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 Ohio Adm. Code 3772-5-03(A), as required by R.C. 3772.17(D) and Ohio Adm. Code 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 Ohio Adm. Code 3772-5-03(C).

BE IT FURTHER RESOLVED, that Resolution 2013-10 does not in any way affect, negate, or otherwise absolve GCA or the Key Employees from their duties to update information in accordance with Ohio Adm. Code 3772-6-04 and 3772-5-04.

BE IT FURTHER RESOLVED, that Resolution 2013-10 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 GCA, GCAH, or the Key Employees under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted:

Exhibit A
Resolution 2013-10

Global Cash Access, Inc.	
Types of Insurance	Coverage
Commercial General Liability	\$1,000,000
Automobile Liability	\$1,000,000
Umbrella Liability	\$1,000,000
Workers Compensation & Employers' Liability	\$1,000,000
Blanket Business Income	\$11,000,000
Blanket Personal Property (includes fire & theft)	\$17,725,000

Exhibit B
Resolution 2012-10

1. Scott H. Betts, Officer/Director, GCA and GCAH
2. M. Scott Dowty, Officer, GCA
3. E. Miles Kilburn, Director, GCA and GCAH
4. Fred C. Enlow, Director, GCA and GCAH
5. Geoffrey P. Judge, Director, GCA and GCAH
6. Michael D. Rumbolz, Director, GCA and GCAH
7. Mary E. Higgins, Officer, GCA and GCAH
8. David D. Johnson, Officer, GCA and GCAH
9. David J. Lucchese, Officer, GCA
10. Diallo Gordon, Sr. VP Service & Operations, GCA
11. Neena Reed, VP Kiosk Services, GCA
12. Debra Lee Massing, Sr. VP of Sales, GCA