

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2019-11

**CONSIDERATION OF THE APPLICATION OF GAMING PARTNERS
INTERNATIONAL USA, 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 any gaming-related vendor or key employee from conducting or participating in conducting casino gaming without first being licensed by the Commission;

WHEREAS, R.C. 3772.10(B) requires gaming-related vendors and key employees 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 (“Vendor Application”);

WHEREAS, R.C. 3772.121 and Ohio Adm.Code Chapter 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 Vendor 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, as required by R.C. 3772.17(D) 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, as permitted by Ohio Adm.Code 3772-6-03(B);
- (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 3772.17(D), 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); 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 gaming-related vendors;

WHEREAS, Ohio Adm.Code 3772-7-01(A) requires 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, Gaming Partners International USA, Inc. ("GPI USA") submitted a Vendor Application in accordance with R.C. 3772.12(A) and Ohio Adm.Code 3772-6-02(A);

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

WHEREAS, GPI USA submitted information and materials necessary to demonstrate that they have obtained and maintain all of the requisite types of insurance and the amounts of each type, as required by R.C. 3772.03(D)(5) and Ohio Adm.Code 3772-7-01(A) and as reflected in the Commission's adoption of Resolution 2018-20;

WHEREAS, Gaming Partners International Corporation ("GPI Corp.") and Angel Holdings Godo Kaisha (collectively, "Holding Companies") submitted information and documentation as post-transaction holding companies of GPI USA;

WHEREAS, R.C. 3772.03(D) and Ohio Adm.Code 3772-5-02(F) require any key employee seeking licensure to:

- (A) Be at least 21 years of age, as required by R.C. 3772.13(D);
- (B) Submit a true and complete Key Employee License Application (“Key Application”), as required by R.C. 3772.10(C) and 3772.13(E) 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. 3772.07 and 3772.13(F);
- (D) Payment of the nonrefundable application fee of \$2,000.00, as required by R.C. 3772.13(F) and 3772.17(E) 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, as permitted by R.C. 3772.17(E) and Ohio Adm.Code 3772-5-03(B);
- (E) Reimbursement of the costs for the background check, including the criminal-records check, as required by R.C. 3772.07 and 3772.13(F);
- (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 3772.10(C); and
- (G) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

WHEREAS, Yasushi Shigeta submitted an initial Key Application, in accordance with R.C. 3772.13(C) and (E) and Ohio Adm.Code 3772-5-02(C);

WHEREAS, Shigeta’s nonrefundable application fee has been paid, as required by R.C. 3772.13(F) and 3772.17(E) and Ohio Adm.Code 3772-5-03(A);

WHEREAS, the Commission’s Division of Licensing and Investigations (“Division”) reviewed the Vendor and Key Applications and other materials and information and conducted thorough suitability investigations of GPI USA, the Holding Companies, and Shigeta;

WHEREAS, the Division has filed a report, dated April 10, 2019, captioned *Investigative Report on the Application of Gaming Partners International USA, Inc. for a Gaming-Related Vendor License* (“Report”);

WHEREAS, the Report concludes that based upon the investigation, no material derogatory information that adversely impacts upon the suitability of GPI USA, the Holding Companies, or Shigeta was uncovered and that GPI USA and Shigeta are eligible to be approved for licensure;

WHEREAS, the Division recommends that the Commission grant GPI USA's a new gaming-related vendor license, subject to the specified conditions, and that the Commission grant Shigeta's initial key-employee license; and

WHEREAS, the Commission has reviewed the Report and considered the matter at its public meeting on April 17, 2019.

NOW, THEREFORE, BE IT RESOLVED by the Commission that GPI USA and Shigeta are **SUITABLE** and **ELIGIBLE** for licensure.

BE IT FURTHER RESOLVED that GPI USA's Vendor Application is **APPROVED** and its new gaming-related vendor license is **GRANTED** for a period not to exceed three years, subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder and the following conditions:

- (A) As a condition precedent to licensure, Angel Holdings and GPI USA shall close the transaction related to the proposed Merger Agreement no later than June 19, 2019, without any material or substantial changes to the terms or documentation provided in support thereof, as well as provide the Commission with executed copies of all related documents within 10 days of their execution; if the transaction closes with one or more material or substantial changes or does not close by June 19, 2019, approval thereof is null and void, unless each change or an extension is approved by the Commission, as applicable;
- (B) GPI USA and the Holding Companies shall report to the Commission any changes to their management, ownership, stockholdings, or voting or proxy agreement, as applicable, in accordance with Ohio Adm.Code 3772-6-04;
- (C) GPI USA and the Holding Companies shall report to the Commission any loans, debt incurred, or any other significant financial matters, in accordance with Ohio Adm.Code 3772-6-04;
- (D) GPI USA 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(D) and permitted by Ohio Adm.Code 3772-6-03(B), if any; and

- (2) A nonrefundable license fee of \$15,000, as required by R.C. 3772.121(A)(2) and 3772.17(D) and Ohio Adm.Code 3772-6-03(C); and
- (E) GPI Corp.'s Compliance Committee shall notify the Commission's Executive Director no later than 30 days from the date in which the Committee appoints any members to fill vacancies, conducts any due diligence efforts, takes any action, or makes any recommendations concerning current or future business.

BE IT FURTHER RESOLVED, by the Commission that Shigeta's Key Application is **APPROVED** and an initial key-employee license is **GRANTED** for a period not to exceed 3 years, subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder, including payment of the following fees:

- (A) The cost of any key-employee background investigation that exceeds the application fee set forth by Ohio Adm.Code 3772-5-03(A), as required by R.C. 3772.17(E) and Ohio Adm.Code 3772-5-03(B); and
- (B) A nonrefundable license fee of \$500, as required by R.C. 3772.17(E) and Ohio Adm.Code 37725-03(C).

BE IT FURTHER RESOLVED, that Resolution 2019-11 does not in any way affect, negate, or otherwise absolve GPI USA, the Holding Companies, or Shigeta from their duties to update information in accordance with Ohio Adm.Code 3772-6-04 and Ohio Adm.Code 3772-5-04, as applicable.

BE IT FURTHER RESOLVED, that Resolution 2019-11 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 GPI USA, the Holding Companies, or Shigeta under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: April 17, 2019