

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2019-26

CONSIDERATION OF CINCINNATI PROPCO LLC'S APPLICATION FOR AN INITIAL 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 a gaming-related vendor license to an applicant after the Commission determines that the applicant is eligible for licensure and the applicant has 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) Property;
- (D) Crime;
- (E) Worker's compensation; and
- (F) Any other type of insurance the Commission deems necessary to ensure the licensee is adequately insured;

WHEREAS, on May 6, 2019, Cincinnati Propco LLC, submitted a Vendor Application in accordance with R.C. 3772.12(A) and Ohio Adm.Code 3772-6-02(A);

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

WHEREAS, Cincinnati Propco submitted information and materials (summaries of which are 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, as required by R.C. 3772.03(D)(5) and Ohio Adm.Code 3772-7-01(A);

WHEREAS, VICI Properties 1 LLC, VICI Properties GP LLC, VICI Properties Inc. ("VICI"), and VICI Properties L.P. (collectively, "Holding Companies") submitted information and documentation as the holding companies of Cincinnati Propco;

WHEREAS, R.C. 3772.13(C) and (E) and Ohio Adm.Code 3772-5-02(A) require any key employee seeking licensure to submit a Key Employee License Application ("Key Application");

WHEREAS, R.C. 3772.13 and Ohio Adm.Code Chapter 3772-5 authorize the Commission to issue key-employee licenses 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(D);
- (B) Submission of a true and complete 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. 3772.13(F);
- (D) Payment of the nonrefundable application fee of \$2,000, 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 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 by R.C. 3772.07 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, the owners, officers, directors, and key employees of Cincinnati Propco and the Holding Companies who appear on the attached list marked Exhibit B ("Key Employees") submitted Key Applications to the Commission in accordance with R.C. 3772.13(E) and Ohio Adm.Code 3772-5-02(A);

WHEREAS, each Key Employee'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 Cincinnati Propco, the Holding Companies, and the Key Employees;

WHEREAS, the Division has filed a report, dated August 14, 2019, captioned *Investigative Report on the Application of Cincinnati Propco LLC for a Gaming-Related Vendor License* (“Report”);

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

WHEREAS, the Division recommends that the Commission grant Cincinnati Propco’s initial gaming-related vendor license, subject to the conditions specified in the Report, as well as the Key Employees’ licenses; and

WHEREAS, the Commission has reviewed the Report and considered the matter at its public meeting on August 21, 2019.

NOW, THEREFORE, BE IT RESOLVED by the Commission that Cincinnati Propco and the Key Employees are **SUITABLE** and **ELIGIBLE** for licensure.

BE IT FURTHER RESOLVED that Cincinnati Propco’s Vendor Application is **APPROVED** and its initial 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, Cincinnati Propco and its Holding Companies shall close all transactions related to the proposed land and real-estate acquisition of JACK Cincinnati Casino no later than November 21, 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 November 21, 2019, approval thereof is null and void, unless each change or an extension is approved by the Commission, as applicable;
- (B) Cincinnati Propco and its 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) Cincinnati Propco and its 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) Cincinnati Propco 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) VICI's Audit Committee shall notify the Commission's Executive Director no later than 30 days from when the Committee conducts any due diligence efforts, takes any action, or makes any recommendation concerning current or future business.

BE IT FURTHER RESOLVED that the Key Employees' Key Applications are **APPROVED** and their key-employee licenses are **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 exceeded the application fee set forth by Ohio Adm. Code 3772-5-03(A), as required by R.C. 3772.17(E) and permitted by 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 3772-5-03(C).

BE IT FURTHER RESOLVED that Resolution 2019-26 does not in any way affect, negate, or otherwise absolve Cincinnati Propco, the Holding Companies, or the Key Employees from their duties to update information in accordance with Ohio Adm.Code 3772-6-04 and 3772-5-04, as applicable.

BE IT FURTHER RESOLVED that Resolution 2019-26 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 Cincinnati Propco, the Holding Companies, or the Key Employees under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: August 21, 2019

Exhibit A
Resolution 2019-26

Cincinnati Propco LLC

Types of Insurance Policies

Commercial General Liability	\$2,000,000
Automobile Liability	\$1,000,000
Umbrella Liability	\$100,000,000
Workers Compensation and Employers' Liability	\$1,000,000
Building & Personal Property	\$64,263,980
Crime	\$5,000,000

Exhibit B
Resolution 2019-26

James Abrahamson

Diana Cantor

Samantha Gallagher

Eric Hausler

Elizabeth Holland

David Kieske

Craig Macnab

John Payne

Edward Pitoniak