

## MINUTES OF THE MISSISSIPPI GAMING COMMISSION

Regular Monthly Meeting  
May 17, 2018

The regular monthly meeting of the Mississippi Gaming Commission was held at 9:00 a.m., Thursday, May 17, 2018, at the offices of the Mississippi Gaming Commission, 620 North Street, Suite 200, Jackson, Mississippi 39202. Staff attending:

Major General (R) Al Hopkins, Chairman, MS Gaming Commission  
Jerry Griffith, Commissioner, MS Gaming Commission  
Tom Gresham, Commissioner, MS Gaming Commission  
Allen Godfrey, Executive Director, MS Gaming Commission  
Jay McDaniel, Deputy Director, MS Gaming Commission  
Eddie Williams, Deputy Director, MS Gaming Commission  
Johnny George, Director, Investigations, MS Gaming Commission  
Sonny Weathersby, Director, Charitable Gaming, MS Gaming Commission  
Stephanie Sills, Director, Compliance, MS Gaming Commission  
Emil Lyon, Director, Gaming Lab, MS Gaming Commission  
Ed Wong, Director, Work Permits, MS Gaming Commission  
Ashley Wiselogel, Director, MIS, MS Gaming Commission  
Louis P. Frascogna, Special Assistant Attorney General

The meeting was called to order at 9:03 a.m. Reginald Finch gave the invocation and Chairman Al Hopkins led the Pledge of Allegiance.

Chairman Hopkins welcomed everyone to the meeting and asked Executive Director Godfrey to proceed with the Administrative Update.

### ITEM I.

- I. Administrative Update: Allen Godfrey made the following administrative announcements:
- A. The next regular meeting of the Mississippi Gaming Commission will be held on Thursday, June 21, 2018, at the Jackson offices of the Mississippi Gaming Commission beginning at 9:00 a.m. The deadline for submission of agenda items for this meeting is May 31, 2018.

### ITEM II.

#### APPROVAL OF MINUTES

- A. April 26, 2018 - Regular Monthly Meeting

Chairman Hopkins asked for a motion to approve the minutes as submitted:

Commissioner Gresham: Motion to approve the minutes  
Commissioner Griffith: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

### ITEM III.

#### GAMING MATTERS

A. Recommendation for Licensure – Rainbow Casino – Vicksburg Partnership, L. P. d/b/a Lady Luck Casino

Sean Dorman, Esquire, Phelps Dunbar, presented this item to the Commission. Paul Avery, General Manager, Rainbow Casino, was available to answer any questions.

**EXECUTIVE DIRECTOR'S RECOMMENDATION:** With past Commission action, key principals of the company have been found suitable. The Executive Director recommends that The Mississippi Gaming Commission grant to Rainbow Casino – Vicksburg Partnership, L. P., an operator's license to conduct business in the State of Mississippi subject to the following conditions:

- (1) The license will be issued for a three-year period, effective May 23, 2018, through May 22, 2021;
- (2) Licensee shall maintain a compliance review and reporting system, which shall include a compliance committee. Licensee shall maintain a written compliance review and reporting plan that meets the requirements of 13 Mississippi Administrative Code Part 2 Rule 1.7 and such other conditions as may be required by the Executive Director;
- (3) Licensee will comply with all federal, state and local laws, including the laws of the State of Mississippi and particularly the Mississippi Gaming Control Act;
- (4) Licensee will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
- (5) Licensee will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; and

- (6) The license is based on the licensee's ability to maintain satisfactory results for all investigations and agency checks.

Commissioner Griffith: Motion to adopt recommendation  
Commissioner Gresham: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

- B. Request for Approvals for the Transfer of the Equity Interest or Securities of De Agostini S.p.A. - IGT

Sean Dorman, Esquire, of Phelps Dunbar, presented this item to the Commission.

EXECUTIVE DIRECTOR'S RECOMMENDATION: With past Commission action, key principals of the company have been found suitable. The Executive Director recommends that The Mississippi Gaming Commission grant prior approval for the transfer of 1,514,505 shares of De Agostini S.p.A. to B & D Holding di Marco Drago e C. S.A.p.A., from the following:

<u>Individual</u>	<u># of Shares</u>
Marina Drago	66,268
Maria Drago	14,501
Guenda Cipolato Piras	20,183
Monica Cipolato Piras	20,183
Giorgia Cipolato Piras	20,183
Giorgio Drago	190,126
Paolo Tacchini	42,777
Marco Tacchini	28,275
Alberto Boroli	157,895
Paolo Boroli	166,819
Chiara Boroli	166,819
Marco Emilio Boroli	92,068
Isabella Boroli	94,963
Beatrice Vincenzini	10,939
Ilaria Vincenzini	10,939
Lisa Vincenzini	10,939
Guido Vincenzini	10,939
Vis Value Partecipazioni S.r.l.	88,564
Andrea Boroli	128,151
Matteo Boroli	5,041
Giulia Boroli	5,041
Livia Boroli	5,041
Giovanni Boroli	118,815

Marco Boroli	5,065
Stefania Boroli	5,065
Carlotto Boroli	5,065
Blu Aquario Prima S.p.A.	<u>23,841</u>
Total	<u>1,514,505</u>

Commissioner Gresham: Motion to adopt recommendation  
Commissioner Griffith: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

C. Request for Approvals Beau Rivage Resorts, LLC d/b/a Beau Rivage Resort & Casino and MGM Resorts of Mississippi, LLC d/b/a Gold Strike Casino Resort

1. Recommendation for Licensure – MGM Resorts Mississippi, LLC
- 2 a. Continuous Approval of Public Offerings and/or Private Placements
  - b. Pledges of Equity Interests or Securities
  - c. Imposition of Equity Restrictions including Negative Equity Pledges
  - d. Guarantee of Securities and Hypothecation of Assets

Ryan O’Beirne, Esquire, of Butler Snow, presented this item to the Commission. Anthony Del Vescovo, Vice President and General Counsel for Beau Rivage and Goldstrike, and Pat Madamba, Jr., Vice President and Legal Counsel for MGM Resorts International, were available to answer any questions.

EXECUTIVE DIRECTOR’S RECOMMENDATION: With past Commission action, key principals of the company have been found suitable. The Executive Director recommends that:

1. The Mississippi Gaming Commission grant to MGM Resorts Mississippi, LLC an operator’s license to conduct business in the State of Mississippi subject to the following conditions:
  - (a) The license will be issued for a three-year period, effective June 23, 2018, through June 22, 2021;
  - (b) Licensee shall maintain a compliance review and reporting system, which shall include a compliance committee. Licensee shall maintain a written compliance review and reporting plan that meets the requirements of 13 Mississippi Administrative Code Part 2 Rule 1.7 and such other conditions as may be required by the Executive Director;

- (c) Licensee will comply with all federal, state and local laws, including the laws of the State of Mississippi and particularly the Mississippi Gaming Control Act;
- (d) Licensee will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
- (e) Licensee will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; and
- (f) The license is based on the licensee's ability to maintain satisfactory results for all investigations and agency checks.

2a. For a three-year period, effective June 23, 2018, through June 22, 2021, that:

- (a) The Mississippi Gaming Commission exempts MGM Resorts International, a publicly traded corporation, from the requirement to obtain prior approval of continuous public offerings and/or private placements of its securities. The Mississippi Gaming Commission grants the Executive Director the power to issue an interlocutory stop order with respect to any public offering and/or private placement by MGM Resorts International. The Mississippi Gaming Commission further grants the Executive Director the power, at any time and upon notice to MGM Resorts International, to require that MGM Resorts International submit any proposed public offerings and/or private placements of its securities to the Executive Director at least fourteen (14) calendar days prior to offering such public offerings and/or private placements. At the request of MGM Resorts International, the fourteen (14) calendar day period may be reduced, in the sole discretion of the Executive Director, to such period of time as shall be designated in writing by the Executive Director. This recommendation for exemption is conditioned on compliance with the laws of the State of Mississippi and the regulations of the Mississippi Gaming Commission. This action is not to be relied upon as a finding by the Mississippi Gaming Commission of the truth or accuracy of any statements contained in documents submitted to the Mississippi Gaming Commission. The Mississippi Gaming Commission, its officers, and employees disclaim any liability in respect to such a public offering and/or private placement of securities;
- (b) The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to MGM Resorts International and its affiliated companies and subsidiaries, current and hereafter acquired, to pledge the equity interests or securities of such affiliated companies and subsidiaries, pursuant to a public offering and/or

private placement made under the approval granted by paragraph 2(a), above;

- (c) The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to MGM Resorts International and its affiliated companies and subsidiaries, current and hereafter acquired, to place restrictions, including negative stock pledges, upon the transfer of, and to enter into agreements not to encumber, the equity interests or securities of such affiliated companies and subsidiaries, pursuant to a public offering and/or private placement made under the approval granted by paragraph 2(a), above;
- (d) The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to the Mississippi licensees, current and hereafter acquired, of MGM Resorts International, to guarantee the securities issued by MGM Resorts International, pursuant to a public offering and/or private placement made under the approval granted, pursuant to paragraph 2(a), above, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by MGM Resorts International, pursuant to a public offering and/or private placement made under the approval granted by paragraph 2(a), above; and,
- (e) MGM Resorts International shall report to the Executive Director of the Mississippi Gaming Commission all public offerings and/or private placements of its securities by simultaneously filing with the Executive Director all related reports, statements, etc. (and amendments thereto) that must be filed with the U.S. Securities and Exchange Commission (“SEC”). If the proposed transaction is not required to be filed/reported to the SEC, MGM Resorts International shall report such transaction to the Mississippi Gaming Commission by filing copies of all documents related to the transaction within fourteen (14) calendar days of the closing of such transaction. Within fourteen (14) calendar days after the closing of any public offering and/or private placement, MGM Resorts International shall file with the Executive Director a report of all participants in the public offering and/or private placement, which shall include (at a minimum) name, amount of securities issued and purchase price. If the offering is an equity offering, MGM Resorts International shall also file, within thirty (30) calendar days after the closing, an updated master list of all shareholders following such offering, which shall include (at a minimum) the names of all record shareholders and number of shares owned.

Commissioner Griffith: Motion to adopt recommendation  
Commissioner Gresham: Second



E. Application for Finding of Suitability – (SW Gaming, LLC d/b/a Harlow’s Casino Resort & Spa)

1. Mr. Joseph F. Tatum, Jr. – Managing Member Refuge Land Co., LLC

Mr. Tatum introduced himself to the Commission and provided a brief personal history.

EXECUTIVE DIRECTOR’S RECOMMENDATION: Based upon the investigative report, the Executive Director recommends that Mr. Joseph F. Tatum, Jr., be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act subject to the following:

1. The finding of suitability is valid for a period of nine (9) years, beginning May 17, 2018;
2. Applicant shall file an annual report as required by 13 Mississippi Administrative Code Part 2, R.1.3(e);
3. Applicant will comply with all federal and state laws, including the laws of Mississippi and particularly the Mississippi Gaming Control Act;
4. Applicant will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
5. Applicant will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; and
6. The finding of suitability is based on the applicant’s ability to maintain satisfactory results for all investigations and agency checks.

Commissioner Griffith: Motion to adopt recommendation  
Commissioner Gresham: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

F. Application for Finding of Suitability – (RIH Acquisitions MS I, LLC; RIH Acquisitions MS II, LLC; BSLO, LLC; BTN, LLC; HWCC-Tunica, LLC)

1. Mr. Albert T. Britton – Sr. Vice President of Regional Operations – Penn National Gaming, Inc.



Amy K. Elder, Esquire, of Baker, Donelson, Bearman, Caldwell & Berkowitz, introduced Mr. Britton to the Commission and he provided a brief personal history.

EXECUTIVE DIRECTOR'S RECOMMENDATION: Based upon the investigative report, the Executive Director recommends that Mr. Albert T. Britton be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act subject to the following:

1. The finding of suitability is valid for a period of nine (9) years, beginning May 17, 2018;
2. Applicant shall file an annual report as required by 13 Mississippi Administrative Code Part 2, R.1.3(e);
3. Applicant will comply with all federal and state laws, including the laws of Mississippi and particularly the Mississippi Gaming Control Act;
4. Applicant will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
5. Applicant will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; and
6. The finding of suitability is based on the applicant's ability to maintain satisfactory results for all investigations and agency checks.

Commissioner Gresham: Motion to adopt recommendation  
Commissioner Griffith: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

G. Recommendation for Licensure as an Operator – Gulfside Casino Partnership d/b/a Island View Casino Resort

Mike Bruffey, Vice President and General Counsel, Island View Casino, presented this item to the Commission. Steve Hendricks, Vice President of Operations for Island View Casino was available to answer any questions.

EXECUTIVE DIRECTOR'S RECOMMENDATION: With past Commission action, key principals of the company have been found suitable. The Executive Director recommends that the Mississippi Gaming Commission grant to Gulfside Casino Partnership an operator's license to conduct business in the State of Mississippi subject to the following conditions:

- (1) The license will be issued for a three-year period, effective June 15, 2018, through June 14, 2021;
- (2) Licensee shall maintain a compliance review and reporting system, which shall include a compliance committee. Licensee shall maintain a written compliance review and reporting plan that meets the requirements of 13 Mississippi Administrative Code Part 2 Rule 1.7 and such other conditions as may be required by the Executive Director;
- (3) Licensee will comply with all federal, state and local laws, including the laws of the State of Mississippi and particularly the Mississippi Gaming Control Act;
- (4) Licensee will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
- (5) Licensee will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; and
- (6) The license is based on the licensee's ability to maintain satisfactory results for all investigations and agency checks.

Commissioner Griffith:  
Commissioner Gresham:

Motion to adopt recommendation  
Second

RECORDED VOTE:

Chairman Hopkins:	YES
Commissioner Griffith:	YES
Commissioner Gresham:	YES

H. Player Dispute Hearing Held and Order of Dismissal Issued on February 23, 2018, in Jackson, Mississippi in the Matter of Fidale Torrain vs. Magnolia Hill, LLC d/b/a Riverwalk Casino.

(Documentation attached as Exhibit "1")

MOTION: The Commission accepts the Order of Dismissal issued by Hearing Examiner, Special Assistant Attorney General Deanne Saltzman, in the matter of Fidale Torrain vs. Magnolia Hill, LLC d/b/a Riverwalk Casino, MGC No. 17-00329 (CD).

Commissioner Gresham: Motion to adopt recommendation  
Commissioner Griffith: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

I. Recommendations Regarding Work Permit Hearings Held and Decisions Rendered  
(Documentation attached as Exhibit “2”)

1. Amanda Mae Beatty – Not Present
2. Lucious Mitchell – Not Present
3. Andrea Simmons – Not Present

MOTION: The Commission accepts the Findings of Fact and Decisions of the Hearing Examiner in the above-referenced matters. (Revoke)

Commissioner Griffith: Motion to adopt recommendation  
Commissioner Gresham: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

J. Recommendation Regarding Unanimous Approval Request – Work Permit Application  
(Documentation attached as Exhibit “3”)

1. Kwayne Labra Pryor – Not Present

EXECUTIVE DIRECTOR’S RECOMMENDATION: The Executive Director recommends that the Commission grant the Unanimous Approval for Kwayne Labra Pryor

Commissioner Gresham: Motion to adopt recommendation  
Commissioner Griffith: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

K. Notice of Proposed Rule Adoption – Public Notice

(Documentation attached as Exhibit “4”)

1. 13 Mississippi Administrative Code Pt. 9, R. 1.1
2. 13 Mississippi Administrative Code Pt. 9, R. 2.1
3. 13 Mississippi Administrative Code Pt. 9, R. 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9, 3.10, 3.11, 3.12, 3.13, 3.14, 3.15, 3.16, 3.17, 3.18 and 3.19
4. 13 Mississippi Administrative Code Pt. 9, R. 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9 and 4.10

HEARING EXAMINER’S RECOMMENDATION: The Executive Director recommends the Commission accept public comment for a period of twenty-five (25) days subsequent to the filing of the Administrative Procedures Filing Notice for: 13 Mississippi Administrative Code Pt. 9, R. 1.1, 13 Mississippi Administrative Code Pt. 9, R. 2.1, 13 Mississippi Administrative Code Pt. 9, R. 3.1 through 3.19, 13 Mississippi Administrative Code Pt. 9, R. 4.1 through 4.10.

Commissioner Griffith: Motion to adopt recommendation  
Commissioner Gresham: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

**ITEM IV.**

**PUBLIC COMMENT**

None.

**ITEM V.**

**CHARITABLE GAMING MATTERS**

A. Recommendation for Approval of Licensure – Thirty-Six Months

(Documentation attached as Exhibit “5”)

1. Greenwood Community & Recreation Center, Inc.  
7103 US Highway 49 East, Greenwood, MS 38930
2. Gulfport Columbian Home Foundation, Inc.  
733 34<sup>th</sup> St., Gulfport, MS 39501

**EXECUTIVE DIRECTOR'S RECOMMENDATION:** The Executive Director recommends that the previously identified organizations be approved for licensure, subject to the following conditions:

- 1) The licenses will be issued for a thirty-six month period effective June 01, 2018 through May 31, 2021;
- 2) Licensees will comply with all federal and state laws, including the laws of Mississippi and, particularly, the Mississippi Charitable Bingo Law;
- 3) Licensees will strictly comply with the Charitable Gaming Regulations and particularly, Regulation L. Authorized Expenditures, 13 Miss. Admin. Code, Pt. 10, R. 5.5 (m) & (n)(known as the 60/40 Rule and the 65/35 Rule);
- 4) Licensees will comply with all the policies, rules and regulations adopted by the Mississippi Commission;
- 5) Licensees will comply with and do hereby agree to be bound by all laws, including the Mississippi Charitable Bingo Law; further, licensees agree to adjudicate all legal proceedings (both state and federal) relative to said licenses in the courts located in the State of Mississippi; and
- 6) The contact person, supervisor, alternate supervisor and anyone assisting in the holding, operating, or conducting of a licensed bingo game are and continue to be suitable, in the discretion of the Mississippi Gaming Commission, to be so associated with charitable bingo.

Commissioner Gresham: Motion to adopt recommendation  
Commissioner Griffith: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

#### **ITEM VI.**

#### **PUBLIC COMMENT**

None.

#### **ITEM VII.**

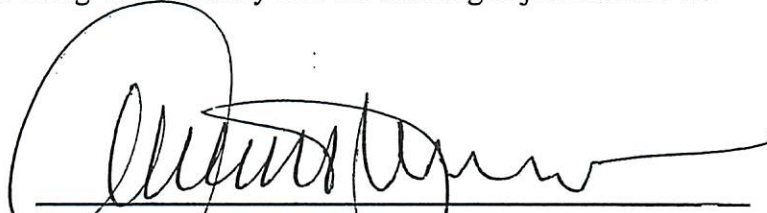
#### **ADJOURNMENT**

Chairman Hopkins asked for a motion to adjourn.

Commissioner Griffith: Motion to Adjourn  
Commissioner Gresham: Second

RECORDED VOTE: Chairman Hopkins: YES  
Commissioner Griffith: YES  
Commissioner Gresham: YES

The Chairman thanked everyone for being with us today and the meeting adjourned at 9:19 a.m.



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MAJOR GENERAL (R) AL HOPKINS, CHAIRMAN



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JERRY GRIFFITH, COMMISSIONER



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TOM GRESHAM, COMMISSIONER



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ALLEN GODFREY, EXECUTIVE DIRECTOR

ATTEST:



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LOUIS P. FRASCOGNA, SPECIAL ASSISTANT ATTORNEY GENERAL  
MISSISSIPPI GAMING COMMISSION COUNSEL

STATE OF MISSISSIPPI  
MISSISSIPPI GAMING COMMISSION

I, IRISH EDWARDS, do hereby certify  
that this is a true copy of document or record on file with  
this office.

SIGNATURE: Irish Edwards  
TITLE: LEGAL ASSISTANT  
DATE: JUNE 21, 2018