

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2019-39

CONSIDERATION OF CLEVELAND 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 from conducting or participating in conducting casino gaming without first being licensed by the Commission;

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

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

- (A) Submission of a true and complete 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 October 29, 2019, Cleveland Propco LLC, submitted an Application in accordance with R.C. 3772.12(A) and Ohio Adm.Code 3772-6-02(A);

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

WHEREAS, Cleveland 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 Cleveland Propco;

WHEREAS, the Commission's Division of Licensing and Investigations ("Division") reviewed the Application and other materials and information and conducted thorough suitability investigations of Cleveland Propco and the Holding Companies;

WHEREAS, the Division has filed a report, dated November 13, 2019, captioned *Investigative Report on the Application of Cleveland 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 Cleveland Propco or the Holding Companies was uncovered and that Cleveland Propco is eligible to be approved for licensure;

WHEREAS, the Division recommends that the Commission grant Cleveland Propco’s initial gaming-related vendor license; and

WHEREAS, the Commission has reviewed the Report and considered the matter at its public meeting on November 20, 2019.

NOW, THEREFORE, BE IT RESOLVED by the Commission that Cleveland Propco is **SUITABLE** and **ELIGIBLE** for licensure.

BE IT FURTHER RESOLVED that Cleveland Propco’s 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:

- (1) Cleveland 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;
- (2) Cleveland 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;
- (3) Cleveland Propco shall pay all fees required by the Commission, including the following:
 - (A) 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
 - (B) 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
- (4) 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 Resolution 2019-39 does not in any way affect, negate, or otherwise absolve Cleveland Propco or the Holding Companies 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 2019-39 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 Cleveland Propco or the Holding Companies under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: November 20, 2019

Exhibit A
Resolution 2019-39

Cleveland 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	\$46,663,000
Crime	\$5,000,000