

State of New Jersey
CASINO CONTROL COMMISSION

Arcade Building
Tennessee Avenue and Boardwalk
Atlantic City, New Jersey 08401

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

MATTHEW B. LEVINSON
Chairman

SHARON ANNE HARRINGTON
ALISA B. COOPER
Commissioners

MINUTES - SPECIAL MEETING NO. 12-09-14
September 14, 2012 - 10:00 a.m.

(609) 441-3422

New Jersey Casino Control Commission
Joseph P. Lordi Public Meeting Room - First Floor
Tennessee Avenue & Boardwalk
Atlantic City, New Jersey

PRESIDING: Chairman Matthew B. Levinson

PRESENT: Vice Chair Sharon Anne Harrington and Commissioner Alisa B. Cooper

Subsequent to the reading of a statement of compliance with the notice requirements of the Open Public Meetings Act and identification of items discussed during closed session, the Commission considered and took formal action on the following matters:

1. Considered the Petition of DGMB Casino, LLC and MGA Gaming NJ, LLC for approval of a Management Agreement, pursuant to N.J.S.A. 5:12-82c (DGE PRN 2301201).

The Commission received into evidence the following exhibits: P-1 & P-2 from the Petitioners, D-1 from the Division of Gaming Enforcement. Exhibit C-1 from the Commission was marked for Identification only.

By a vote of 3-0, approved the applicants' sealing request and redacted portions of exhibits P-1 and P-2.

The Commission heard presentations of Lloyd D. Levenson, Esq., Counsel for the DGMB Casino, LLC and MGA Gaming NJ, LLC; and Tracy E Richardson, Deputy Attorney General of the Division of Gaming Enforcement.

The Commission considered the petition, written submissions, exhibits and oral arguments presented, and issued the following rulings:

By a vote of 3-0, adopted the draft resolution and found that the draft Management Agreement complies with the requirements in N.J.S.A. 5:12-82c(7) and N.J.S.A. 5:12-82c(10), and is approved, subject to the following conditions:

- a) Executed copies of the Management Agreement and the DGMB Casino Holding Amended and Restated LLC Agreement shall be filed with the Commission and the Division within five calendar days of execution; and
- b) Any proposed material amendment to the Management Agreement or the LLC Agreement shall require prior Commission approval upon the filing of a petition with the Division of Gaming Enforcement by MGA Gaming, NJ and DGMB Casino.

(ruling number 12-09-14-01; transcript pages 5-18)

2. Considered the Petition of MGA Gaming NJ, LLC for a determination of status as a Casino Service Industry Enterprise, pursuant to N.J.S.A. 5:12-92a (DGE PRN 2301202).

The Commission received into evidence the following exhibits: P-1 & P-2 (redacted) from the Petitioners and D-1 from the Division of Gaming Enforcement

The Commission heard presentations of Lloyd D. Levenson, Esq., Counsel for the DGMB Casino, LLC and MGA Gaming NJ, LLC; and Tracy E Richardson, Deputy Attorney General of the Division of Gaming Enforcement.

By a vote of 3-0, granted the requested relief and found that, pursuant to N.J.S.A. 5:12-82c(7), MGA Gaming NJ, LLC, shall be required to obtain a casino service Industry Enterprise License, pursuant to N.J.S.A. 5:12-92a, subject to the following conditions:

- a) MGA Gaming NJ, LLC, shall provide 30 days prior written notice to the Commission and the Division of any decision to exercise its option to purchase an additional Membership Interest in DGMB Casino Holding, LLC, and shall promptly file a petition with the Division seeking Commission review of the rulings and findings in this matter;
- b) MGA Gaming NJ, LLC, shall promptly provide the Division of Gaming Enforcement with all requested information and shall otherwise fully cooperate with the Division;
- c) The Mohegan Tribal Authority shall retain its Audit Committee, which shall meet at least quarterly and submit detailed minutes of its Meetings in accordance with Division of Gaming Enforcement Rules;

- d) MGA Gaming NJ, LLC and MGA Holding NJ, LLC, shall comply with N.J.A.C. 13:69j-1.1 Etcetera; 13:69c-1.1, 1.2, 1.3, 2.3, 2.5, 2.7, 2.8, 2.9(a), 8.1, 8.2 and 13:69d-1.4 and 1.7, with any required notices and filings directed to the with Division of Gaming Enforcement for its review and any appropriate action;
- e) MGA Gaming NJ, LLC, shall comply with the Division's of Gaming Enforcement financial reporting rules applicable to casino licensees, including but not limited to, N.J.A.C. 13:69c-4.1 Etcetera; and
- f) MGA Gaming NJ, LLC, shall be responsible for compliance with all regulatory requirements applicable to casino operations to the same extent as DGMD Casino;
- g) Any MGA Gaming NJ, LLC, Officer or Employee who is assigned to work and maintain a physical presence at the Resorts Casino Hotel Facility on a consistent and continuing basis, shall apply for and hold the appropriate casino key employee license or casino employee registration, in accordance with N.J.S.A. 5:12-7, N.J.S.A. 5:12-9, N.J.S.A. 5:12-89 and N.J.S.A. 5:12-91, and as determined by the Division of Gaming Enforcement, in consultation with the Chairman of the Commission, notwithstanding that MGA Gaming NJ, LLC, is not itself a Casino Licensee or Holding and Intermediary Company of a Casino Licensee. Such consultation shall occur with regard to any MGA Gaming NJ, LLC Officer or Employee who is identified as assigned to work and maintain a physical presence at the Resorts Casino Hotel Facility on a consistent and continuing basis;
- h) Executed copies of the Management Agreement and the DGMD Casino Holding, LLC, Amended And Restated Limited Liability Company Agreement, shall be filed with the Commission and the Division of Gaming Enforcement, within five calendar days of execution; and
- i) Any proposed material amendment to the Management Agreement or the LLC Agreement, shall require the prior approval of the Commission, which shall be initiated by the prompt filing of a petition with the Division of Gaming Enforcement by MGA and DGMD requesting such Commission approval.

(ruling number 12-09-14-02; transcript pages 18-36)

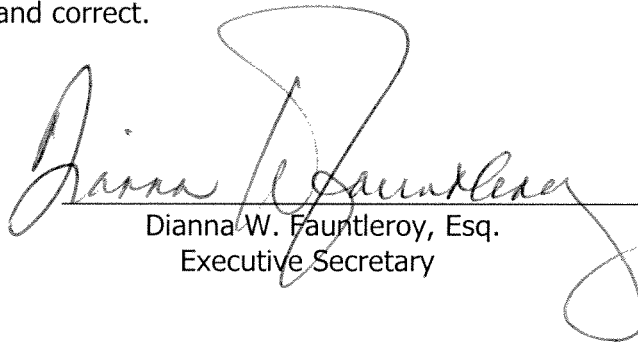
There being no members of the public to address the Commission, the meeting adjourned at 10:36 a.m.

*Lists of individuals acted upon at this meeting have been documented by exhibit number. Commission rulings are documented in orders or resolutions. These lists, rulings and official transcripts are available for public review at the Commission offices located at the corner of Tennessee Avenue and the Boardwalk, Atlantic City, New Jersey.

These minutes remain subject to amendment until such time as they are formally ratified by the New Jersey Casino Control Commission.

CERTIFICATION

I, Dianna W. Fauntleroy, Executive Secretary of the New Jersey Casino Control Commission, DO HEREBY CERTIFY that the foregoing Minutes of the Open Session conducted on September 14, 2012, are true and correct.



Dianna W. Fauntleroy, Esq.
Executive Secretary