

ORDER 2021-194

AN ORDER OF THE INDIANA GAMING COMMISSION APPROVING A DEBT TRANSACTION PROPOSED BY PENN NATIONAL GAMING, INC.

On June 22, 2021, Penn National Gaming, Inc. ("Penn") requested Indiana Gaming Commission ("Commission") approval to undertake debt activity that would be subject to Ind. Code § 4-33-4-21, Ind. Code § 4-35-5-7 and 68 IAC 5-3, along with a waiver of the applicable procedural requirements set forth in 68 IAC 5-3, pursuant to Resolution 2017-109. The Commission reviews proposed debt transactions to analyze the financial health of casino licensees and to ensure that a casino owner's license is not leased or hypothecated and that money is not borrowed or loaned against a casino owner's license.

The Commission has considered the following factors related to Penn's request:

1. Penn explained the details of the debt activity in confidential documents provided to the Commission;
2. The Commission has analyzed Penn's request to undertake debt activity and the request for waiver of applicable procedural requirements; and
3. On June 25, 2021, an interim approval of this transaction was granted by the then-Executive Director pursuant to the delegation of authority found in Resolution 2017-109. Prior to issuing the interim approval, the transaction was reviewed by the then-Executive Director, the Commission Chair, and a Commission Financial Investigator. Resolution 2017-109 requires that an interim approval must be reported at the next business meeting held under 68 IAC 2-1-5.

COMMISSION ACTION

The Commission finds that the "two-meeting" rule, as provided in 68 IAC 5-3-2, is impractical and burdensome and that a waiver is in the best interest of the public and the gaming industry. Based on the foregoing and in accordance with its authority under 68 IAC 1-2-13, the Commission hereby **APPROVES** Penn's request for a waiver of the "two meeting" requirement.

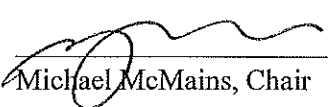
The Commission has considered the transaction proposed by Penn and in accordance with 68 IAC 5-3 has carefully weighed the request, the supporting documentation, and the report of the Commission's financial analyst. Based on the foregoing, the Commission hereby **APPROVES** Penn's debt request, subject to the following conditions:

1. The terms articulated in the final financing documentation do not materially differ from the terms that Penn has presented in writing for approval to date;
2. The terms of the final documentation do not violate Ind. Code § 4-33-4-21 or Ind. Code § 4-35-5-7;
3. Penn must provide the Commission with a legal opinion demonstrating compliance with Ind. Code § 4-33-4-21 and Ind. Code § 4-35-5-7; and
4. Penn must close the proposed financing on or before September 25, 2021.

IT IS SO ORDERED THIS 29th DAY OF SEPTEMBER, 2021.

THE INDIANA GAMING COMMISSION:

ATTEST:


Michael McMains, Chair


Jason Dudich, Secretary