COMMONWEALTH OF PENNSYLVANIA

GAMING CONTROL BOARD

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PUBLIC HEARING

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BEFORE: GREGORY C. FAJT, CHAIRMAN

James B. Ginty; Raymond S. Angeli; Jeffrey

W. Coy; Kenneth T. McCabe; Gary A. Sojka;

Kenneth I. Trujillo

David Barasch, Deputy Secretary of the

Department of Revenue, Representative;

Michael Dillon, representing Russell

Redding, Secretary of Agriculture

HEARING: Wednesday, April 7, 2010

10:01 a.m.

LOCATION: Temple University, Harrisburg Campus

Room 246/248 Lecture Hall

Harrisburg, PA 17101

WITNESSES: George Toth, James Tuthill

Reporter: Alicia R. Brant

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PROCEEDINGS

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CHAIRMAN:

Good morning, everybody. I'd like to
welcome everyone and please ask those who can to have
a seat. Just as a standard housekeeping matter, I'd
like to have everybody turn off their cell phones,
blackberries and other electronic devices as they tend
to interfere with our communications system here.

Joining us today is Michael Dillon, Executive

Secretary of the Racing Commission representing Acting
Secretary Russell Redding. Also we have Dave Barasch,
the Executive Deputy Secretary representing Secretary
of Revenue, Dan Castle. I don't see anyone here yet
from the Treasurer's Office so we will announce them
when they show up.

A quorum of the Board is present. I'd like to call today's proceedings to order and as the first order of business, please join me in the Pledge of Allegiance.

21 PLEDGE OF ALLEGIANCE RECITED

CHAIRMAN:

We have three items before the Board today by way of public hearing which will take place prior to our public meeting. By way of housekeeping

these public hearings pertain to Petitions for

Approval of Authorization to Conduct Table Games and

Issuance of a Table Games Operations Certificate.

Additionally in the case of Sands Bethworks, the

hearing will also address issues related to their slot

machine license renewal.

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We'll first hear from Mount Airy regarding their Table Games Petition. Upon hearing the testimony from Mount Airy and the Office of 10 Enforcement Counsel (OEC), we will adjourn that matter and immediately proceed to the second hearing on 11 12 Mountainview Thoroughbred Racing Association's Petition for Authorization to Conduct Table Games and 13 14 Issuance of a Table Games Operations Certificate. 15 Then after Mountainview and the OEC are heard from regarding their petition the Board will convene the 16 17 third and final hearing which as I noted is a hearing 18 on two different matters. First, Sands Bethworks Gaming, LLC, renewal of their Category 2 License, and 19 20 second, Sands Petition for Authorization to Conduct Table Games and Issuance of a Table Games Operations 21 22 Certificate.

At the conclusion of the Sands hearing the Board will take a recess to conduct quasi judicial deliberation on these matters before returning to

conduct our regularly scheduled meeting. I hope 1 2 everybody can follow that. Okay. Having explained all that may I have --- I see the representatives for 3 Mount Airy come forward? Could you please provide your presentation in presenting evidence? Anybody who is a witness please stand to be sworn in.

WITNESSES SWORN EN MASSE

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CHAIRMAN:

Thank you. Again, before we start I just 12 wanted to make sure that before anybody speaks today please state your name and spell your name for our stenographer. I also want to note for the record that Mount Airy's public input hearing on the Table Games Petition was held on May 18th, 2010, at the Paradise Township Municipal Building in Crestville, Pennsylvania. With that, Mount Airy, you may begin.

ATTORNEY SHIFFER:

Good morning, Mr. Chairman, members of 21 the Board. We'd like to thank you for the opportunity to present our proposal this morning. With me on my right I have Mount Airy CEO, George Toth. Immediately behind me, Mount Airy's principal, Louis DeNaples, Doctor Lisa DeNaples, CFO Ed Groncy (phonetic), and

our vice-president of table operations, Jim Tuthill. With that I'm going to turn over the presentation to Mr. George Toth.

UNIDENTIFIED SPEAKER:

Do you want to state your name and spell

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ATTORNEY SHIFFER:

Yes, Don Shiffer, General Counsel, Mount Airy Casino, S-H-I-F-F-E-R.

MR. TOTH:

Good morning, Chairman and members of the 11 12 Board. On behalf of Mount Airy Casino Resort I want 13 to thank you for the opportunity to present to the 14 Board specific details related to Mount Airy's 15 Petition to Approve its Table Game Certificate and accompanying Table Game Expansion. Mount Airy was the 16 17 first stand-alone casino resort in Pennsylvania. date we spend very close to half a billion dollars in 18 19 construction since 2007. We currently have 2,451 slot 20 machines and electronic table games.

And Mount Airy, unlike some of its 22 competitors, offers a full range of resort amenities including a luxury hotel, spa, fine dining restaurants, an 18-hole golf course and night club 24 providing live entertainment. Since opening Mount

1 Airy has generated over \$216 million in tax revenue for the Commonwealth.

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In February 2010, Mount Airy sought and secured financing for its table game expansion. Financing was approved by the Board on March the 23rd, 2010. In order to accommodate the introduction of table games into its existing facility Mount Airy is currently undergoing significant renovations to its facility. Currently we're at 62,000 square feet and we're projected to come in at 69,000 square feet.

With the implementation of table games, Mount Airy is seeking Board approval to add 68 gaming tables to its facility including variants of Poker, Blackjack, Craps, Roulette and various Asian games. The type of games we list on this chart would be Craps, Roulette, Blackjack, mini Bacc, Pai Gow, Three-Card Poker, Let It Ride, and Pai Gow Poker. There will also be 12 Poker tables for a grand total of 68 games.

This is the new configuration of the gaming floor. Okay. That is the location of the 44 table games which will include Craps, Blackjack and Roulette, and a number of carnival games. We'll move right across from that down to the bottom, Don, which --- no, don't take me off of that, which will be the

Asian pit. That will be the 12 Asian games there. And just to orientate yourself just to the right of that, that is where you come in the main lobby, the 3 The new gaming offices are there shaded bus entrance. Then as we walk around the terrazzo we hit in blue. the Asian games. The middle of the floor would be the tables. The additional slot areas at the top just to the left which used to be a food outlet, Reggie's which will now be additional slots. And there's also a high-limit slot area which is further to the left 10 11 and down. There you go. That is the reconfiguration 12 of the floor and the proposed amendment.

Also in the garage area we constructed new offices which will include player development, bus sales, and some marketing functions. On the third floor we are proposing additional slots and the poker room. This is an unfinished space right now in Mount Airy. So that will add to the gaming space on the property. In the bus lobby area we moved the food outlet which used to be on the second floor where the additional gaming is going. And Reggie's is built and operating today.

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Okay. The economic impact, with the creation of approximately 480 new jobs, 330 of those full time, 150 part time spread out across the

property from additional security, surveillance, food and beverage, credit, hotel, pretty well spread across the property. The K Asian finance. We've also created between 75 to 100 local construction jobs.

The organization chart for the table game operation, as VP of casino ops with Jimmy Tuthill sitting here in the back behind me, we have director of table games, shift managers, pit managers, supervisors, casino administration scheduler and dealers.

Currently Mount Airy has a rather diverse workforce. We employ over 800 people, 408 males, 409 females. Thirty-six (36) percent of our employees are minorities and 50 percent of the total workforce are females, 96.8 percent of the employees are Pennsylvania residents. And with table game expansion we will continue our commitment to diversity, expanding to Asian and other minority groups.

We're currently in a training process with Northampton Community College. We've partnered with them on a dealer training. There are about --- the first BJ dealers are approximately halfway through the course. We have about 125 people at that location, so we're anticipating hiring 100 dealers coming out of that school. After June the 1st the

training will be conducted at the Northampton College in Bethlehem.

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To address our security and surveillance, first of all, surveillance. We'll add additional personnel. They will also be attending the school starting Monday. They have a four-week program at the school to acclimate them with table games. The minor prevention and identification, we have put in new procedures and training for the security staff on how to proceed with identification checks throughout the property. We currently have the use of hand stamps. We have handheld identification scanners, escorts are provided for individuals under 21 to get to the dining establishments. Procedure on minors on the casino floor including proper notification to the PGCB. And we have now installed a bus lobby podium so that everyone has to go through it.

Mount Airy has been very beneficial to the community. Adding table games to the operation will further enhance the positive economic and social benefits that Mount Airy has brought. Building 3,000 square foot facility for the Paradise Township Emergency Management Services, that's open and running. We provided economic support to St. Joe's Center, the Friendship House, Boys and Girls Clubs of

Lackawanna and Monroe Counties, annual food drive both in Philadelphia and in Monroe County. Proud sponsor of numerous local and charitable organizations. And we have a major commitment to veterans all over the state. We held a major veterans weekend, and we continue that support for veterans. The increased revenues that we'll be seeing through table games will result in more gaming tax paid to the Commonwealth for projects and initiatives state wide.

And that concludes my presentation, short and sweet to keep the meeting rolling. But one thing I'd like to say is that Mount Airy needs the table games but the Poconos need them just as well. That region, the northeast region needs a catalyst to get it moving and get that recreation facility back up and running. So that's why we're here today. Thank you.

CHAIRMAN:

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Thank you. And we appreciate the brevity. Any questions or comments from OEC?

ATTORNEY DAVENPORT:

Yes, Chairman. Nan Davenport, Deputy
Chief Enforcement Counsel for the OEC. Mr. Toth, does
Mount Airy expect to temporarily remove or move any
slot machines either from the gaming floor or around
on the gaming floor during the renovations?

MR. TOTH:

Yes, we expect to relocate games and in the process they'll be temporarily removed.

ATTORNEY DAVENPORT:

Okay. And I believe you testified that Mount Airy plans to expand the gaming floor to approximately 69,247 square feet. Do you realize that you'll have to petition the Board and ask for approval with respect to the expansion plans?

ATTORNEY SHIFFER:

With respect to the Petition for Expansion Mount Airy intends to file that petition tomorrow morning.

ATTORNEY DAVENPORT:

Okay. And if you plan to temporarily remove or to move machines around we also have to be notified.

ATTORNEY SHIFFER:

Yes.

ATTORNEY DAVENPORT:

Okay. In your petition and in your testimony you noted that the approximately 330 new full time and 150 part-time employees may work in other areas of the licensed facility other than the table game area. Approximately how many will be

working on table games?

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We expect close to full and part time,

4 about 325.

ATTORNEY DAVENPORT:

According to the petition, 96.82 percent of Mount Airy's current employees are Pennsylvania residents. Of the new employees that will be hired for not only the table game operations, but also the expansion how many will be Pennsylvania residents?

MR. TOTH:

MR. TOTH:

We won't know the answer to that question until we have a hiring coming out of the school, because of the 125 students in the school I think that is just about 100 percent Pennsylvania residents. We anticipate hiring at least 100 of them, and continuing to run the school.

ATTORNEY DAVENPORT:

Will those new employees have healthcare

20 benefits?

MR. TOTH:

They'll be entitled to all the full-time benefits that anyone else at the casino's entitled to.

ATTORNEY DAVENPORT:

With respect to the managers that will be

employed in Mount Airy's table game operations, I believe you testified that approximately 12 pit managers and 40 supervisors. How did Mount Airy come up with that number of the number of supervisors that it would need for their table game operations?

MR. TOTH:

We came up with that number through what we've done in other jurisdictions over the 20 to 30 years of practice.

ATTORNEY DAVENPORT:

What additional types of procedures does

Mount Airy plan to use to prevent underage individuals

from entering the gaming floor and playing table

games?

MR. TOTH:

Well, as I said, we installed the podium which all customers have to go through. IDs are now scanned. We will add additional security, and it is the focus of the company to prevent underage gaming and drinking. So beyond that, you know, we're looking at some systems that will identify these patrons as they come out of the restaurants, because our biggest problem is we escort them to the restaurant, and when they leave we don't --- we're not notified of an escort. So we're looking for a wrist banding solution

that will --- similar to how you would go out of a retail store. It will sound off.

ATTORNEY DAVENPORT:

Are your restaurant employees being trained with respect to spotting and preventing underage individuals from leaving the restaurant and entering the gaming floor?

MR. TOTH:

Yes, our restaurant employees are also being trained in food and beverage, and at any outlet that we have that's a non-gaming outlet.

ATTORNEY DAVENPORT:

And the new employees or the potential employees that are in training right now for the table game operations, are they being trained with respect to spotting and preventing underage individuals from playing?

MR. TOTH:

They will be trained upon completion of their courses in all aspects of the operation from underage gaming to customer service.

ATTORNEY DAVENPORT:

You testified that the table game project has resulted or will result in 75 to 100 local construction jobs?

MR. TOTH:

Yes.

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ATTORNEY DAVENPORT:

Are any of these maybe we the contractors minority or women business enterprise contractors?

MR. TOTH:

The answer to that is no.

ATTORNEY PITRE:

One follow-up question. I think my biggest concern is previously on different occasions this Board has had to approve loans for Mr. DeNaples in various forms either to Holco or to a trust in order to give --- basically present cash infusions to the casino. What can you tell this Board to alleviate any concerns with regard to the operations of the casino as it relates to table games?

MR. TOTH:

Well, if I have the question right I

believe you were asking me for the financial status of

the company?

ATTORNEY PITRE:

Right, basically.

MR. TOTH:

The financial status of the company is very sound. We've just refinanced I know with JP

Morgan. I believe the closing's scheduled for tomorrow. The impact of table games is going to add about 30 percent additional revenue to the company. 3 You know, we're in a very unique situation unlike some of the other casinos in the state. We're not sitting in the middle of a population base so we're A destination, a true destination casino in the spirit of the law. We have a hotel. We have a spa. a golf course. But you know, we have a region that as 10 you well know because you operate in this state is a fairly depressed region in northeast, the Poconos. 11 12 And you know, together in collaboration with the 1.3 Poconos Visitors Authority we're doing everything we can to make that a more viable area which will 14 15 increase our business and their business. But the state of the company is very good. 16

ATTORNEY PITRE:

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And basically you anticipate table games to increase your clientele and give you a better clientele in order --- that would fit basically the status of the casino operations at Mount Airy?

MR. TOTH:

All clientele is good to me as long as they come funded. But I believe that 40 percent of our customers are out-of-state customers. They drive

1 more than an hour to get to our casino. This is definitely going to increase our business in Jersey and New York, and we look forward to it.

ATTORNEY PITRE:

Okay. I have no further questions.

CHAIRMAN:

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Does the OEC now have a presentation of their own?

ATTORNEY DAVENPORT:

10 The OEC has reviewed Mount Airy's Petition for Approval of Authorization to Conduct 11 12 Table Games and Issuance of a Table Game Operations Certificate. With the Board's Bureaus of 13 14 Investigation and Enforcement, Licensing, Gaming 15 Operations, Gaming Laboratory Operations, Casino Compliances, and the Offices of Racetrack Gaming and 16 17 Compulsive and Problem Gambling as well as Diversity 18 in order to determine whether Mount Airy has complied 19 with the statutory requirements and whether there were 20 any objections to the issuance of a Table Games Operations Certificate. 21

The financial investigation unit has 23 completed its review of Mount Airy's Table Game 24 Petition and the attachments, and FIU's findings are contained in the confidential FIU report which is

attached as Exhibit One to the Answer. On April 1st, 2010, OEC filed an Amended Answer and attached as Exhibit Two to the Amended Answer, an Addendum to 3 FIU's report. The OEC has no objections to the Board approving Mount Airy for a Table Game Operation Certificate and recommends that the Board impose conditions as set forth in our March 15th, 2010 Answer with the exceptions and conditions number three and four as it relates to conditional licensure. 10 In addition, OEC recommends that the Board impose a condition that Mount Airy shall not 11 12 relocate any slot machines currently on its gaming floor to a new or different location unless it has 13 14 received approval pursuant to 58PA Code Section 467 15 A(1)(c). Thank you. 16 CHAIRMAN: 17 Does Mount Airy have any questions for 18 Enforcement Counsel? 19 ATTORNEY SHIFFER: 20 Not at this time. 21 CHAIRMAN: 22 Any questions from the Board? 23 Commissioner Sojka? 24 MR. SOJKA: 25 Just one quick one, and that is, it was

1 heartening to hear the increased effort to protect 2 against underage gaming and drinking, but there is one 3 other group that's of concern to us and that is the problem gamer and particularly the self-excluded gamer. With the addition of table games you have one more potential line of surveillance. At the moment, do you have any plans to educate or train dealers or table game managers to be on the lookout for people on the self-excluded list?

ATTORNEY SHIFFER:

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I can answer that, Commissioner. Mount 12 Airy as part of its table game initiative has 13 revisited its compulsive and problem gaming training 14 program as well as compulsive and problem gaming plan. It has brought in additional trainers and intends to fully retrain in some cases and initially train all of its personnel to be able to identify and to be able to 17 approach those who have potential gaming problems.

MR. SOJKA:

So all personnel would then include dealers, table managers, and so on?

ATTORNEY SHIFFER:

Yes, that's correct.

MR. SOJKA:

Thank you.

MR. MCCABE:

Commissioner Sojka stole one of my questions. That's what I want to know. Do they have to put their players' club card in when they do --- on the table games? Are you going to have a ---?

ATTORNEY SHIFFER:

Yes.

MR. MCCABE:

So that will help with the identification of self-excluded?

ATTORNEY SHIFFER:

Yes.

MR. MCCABE:

My next question is, can you give us a little bit of an overview of the economic impact on the local community, how much money and how much funds have you spent buying local and how has the hotel and the facility helped the local community, monetary? Has business gone up at the local restaurants, local hotels when you're full?

MR. TOTH:

I don't know that we're prepared today to discuss exact amounts, but I can tell you that because our hotel runs at 97 percent year round we are buying rooms and supplying rooms to all the local hotels.

Our restaurants also are operating at capacity. noticed the --- I don't know if anybody's been up there but there's a fairly substantial restaurant 3 across the street called Sheero (phonetic). has now expanded and also offering entertainment, so they're doing well. You know, the Poconos is a tough region. It's a region not similar to Atlantic City, but even given the challenges I can see new construction. I can see enthusiasm of the people up 10 there, that table games are going to prompt them to a new level. And I think that this is not only for 11 12 Mount Airy. This is for the region, and you know, we have seasons up there. This is something I didn't 13 14 know about until I got there, but you have everything 15 from what they call a mud season to a skinny season. I'm real familiar with the mud season at this point, 16 17 but you know, it's a challenging market and we have to cooperate with the visitors' bureau, with all the 18 local hotel operators to bring the Poconos back into 19 20 the forefront of a destination resort, and I think 21 that's happening.

ATTORNEY SHIFFER:

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In addition, Commissioner, as it relates to secondary vendors and local vendors, local businesses, wherever possible Mount Airy gives

preference to these businesses first and tries to do as much --- provide these local businesses with as much of our --- of our network as we can.

MR. MCCABE:

And my final question is, how do you plan --- how do you plan on marketing and where do you plan on marketing having table games?

MR. TOTH:

With the Sands sitting behind me I can't answer that question definitively. But I will tell you that we'll be --- we will be rolling out a new brand somewhere around June the 1st. And I know that a lot of us are concentrating our opportunities on North Jersey and New York.

MR. MCCABE:

Thank you.

CHAIRMAN:

Commissioner Trujillo?

MR. TRUJILLO:

I have a couple of questions, one on --I didn't hear anything about the whoever's going to be
in charge of the table games, who's going to be the
manager of the table games. Can you tell me a little
bit about the experience of that person?

MR. TOTH:

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Yes, in fact, I can introduce him to you
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   if you like. It's James Tuthill. Jimmy, stand up.
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   Would you like him to give his background?
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                MR. TRUJILLO:
                Just briefly, and just a quick ---.
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                MR. TUTHILL:
                Good morning, everyone. My name is James
   Tuthill. T as in ---.
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                CHAIRMAN:
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                I'm sorry. Can you stand to be sworn,
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  please?
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                MR. TUTHILL:
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                I'm sorry.
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                CHAIRMAN:
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                Since you are testifying.
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   JAMES TUTHILL, HAVING BEEN FIRST DULY SWORN, TESTIFIED
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  AS FOLLOWS:
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  A. T as in Thomas, U, T as in Thomas, H-I-L-L.
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                CHAIRMAN:
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                Thank you.
23 A. Good morning, again. My name is James Tuthill.
24 broke into the business in 1973 in Las Vegas as a
25 dealer, dealt all the games in Las Vegas. Became a
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1 casino supervisor at the MGM, the original MGM in Las
2 Vegas in 1978. 1979, moved to Atlantic City and took
3 a job with Caesar's when Caesar's opened as a
4 supervisor and worked as a supervisor, pit manager, a
5 shift manager, and an assistant casino manager, casino
6 manager, director of operations, and have been a
7 vice-president of casino operations since 1992.

MR. TRUJILLO:

That's fine. Thank you. That's all I have on that issue. I have a couple more questions of Mr. Toth. I'm concerned about your testimony that even though you've had about a half a billion dollars of construction project costs that you have no minority or women-owned businesses in your current plan. I would like to know what you have in terms of a plan to increase or to utilize minority and women-owned businesses going forward?

MR. TOTH:

Well, the answer that Don gave that was in the current construction project which is --- the number's probably about \$8 million on hard construction, we do not have a minority firm working on this piece. That's not to say that the original \$450 million construction project did not. It's to say that this piece did not. And however, we are ---

we have great participation on both female-owned, women-owned businesses and minority-owned businesses in the regular operation.

MR. TRUJILLO:

In terms of your suppliers and the like?
MR. TOTH:

Yes.

MR. TRUJILLO:

Okay. Could you provide those numbers to us? If you have them now that would be great, but if not I'd like to hear those.

ATTORNEY SHIFFER:

we don't have exact statistics regarding minority members, but we do have some significant women-owned and minority companies that participate in such areas as benefits administration, food purchasing, and it runs the gamut. Drug testing services. We're in a network of Philadelphia minority vendors that we can RFP any types of services. We move forward. Obviously we're a little geographically limited as it relates to certain areas of diversity, but we do make every effort on an operational level to reach out and to do business with those folks. We can certainly provide exact numbers to you, Commissioner, immediately following the meeting.

MR. TRUJILLO:

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That would be helpful. And the last issue on that is I'd also like to hear what your numbers are with respect to charitable giving in the community as well if I could. It doesn't have to be here, but if you can provide those after the meeting?

ATTORNEY SHIFFER:

Certainly. And from both the perspective of Mount Airy as well as I can tell you the DeNaples family principals, there's been very, very significant amounts of money expended into the community.

MR. TRUJILLO:

Thank you very much.

CHAIRMAN:

Commissioner Ginty?

MR. GINTY:

Brief question, Mr. Toth. What do you expect the effect on slot revenues to be with table games?

MR. TOTH:

I believe that the effect on slot revenue is that actual slot revenue will increase. We have to take out the E table game revenue from that equation, but the actual slot revenue will increase.

MR. GINTY:

Thank you.

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CHAIRMAN:

Mr. Pitre.

ATTORNEY PITRE:

I have one quick follow-up to Commissioner McCabe, and we've asked other operators to provide us with the same information on the participation of local businesses in your operation, the amount of money you expend on an annual basis, could you provide that to the Gaming Board for 10 contiguous counties in Pennsylvania that you do business with, and then Pennsylvania as a whole. 12 So give us two numbers on a monthly basis you spend, you 14 know, \$20,000 a month with businesses in the contiguous counties to your operation, and you know, \$25,000 a month for Pennsylvania as a whole just so we 16 17 know the impact of what you're spending on local businesses. Because one of the things that we don't I think adequately monitor is that. And I know the casinos are spending a lot of money out there to help 21 local businesses. And we're trying to get that from 22 all of our operators throughout Pennsylvania.

MR. MCCABE:

And just to add to that why I asked that question is I think it was the Chamber of Commerce in

Washington County put together some of their findings, and they were able to show the economic impact of 3 having the casino, the Meadows casino in their area. They had over \$1 billion in economic growth around that area just in one year after it opened, so we think that's pretty significant. ATTORNEY SHIFFER: We'll provide those details. 8 9 CHAIRMAN: 10 Thank you. Any other questions? 11 you very much. 12 ATTORNEY SHIFFER: 13 Thank you. 14 CHAIRMAN: 15 That will conclude our first hearing. 16 17 HEARING CONCLUDED AT 10:34 A.M. 18 19 CERTIFICATE 20 I hereby certify that the foregoing 21 proceedings, hearing held before the Pennsylvania 22 Gaming Control Board, was reported by me on 04/07/2010 and that I Alicia R. Brant read this transcript and 23 24 that I attest that this transcript is a true and 25 accurate record of the proceeding.

Court Reporter