

**COMMONWEALTH OF PENNSYLVANIA
 GAMING CONTROL BOARD**

IN RE: VALLEY FORGE CONVENTION :
CENTER PARTNERS, LLC :
 : **OHA Dkt. No. #_____**
PETITION FOR SPORTS WAGERING :
CERTIFICATE :
 :
Motion to Protect Confidential Information :
 :

MOTION TO PROTECT CONFIDENTIAL INFORMATION

Petitioner, Valley Forge Convention Center Partners, LLC d/b/a Valley Forge Casino Resort (“Valley Forge”), by way of the instant *Motion to Protect Confidential Information* to the Pennsylvania Gaming Control Board (the “Board”), respectfully requests that certain information in the foregoing *Petition For Sports Wagering Certificate of Valley Forge Convention Center Partners, LP* (the “Petition”) – as submitted and to be supplemented – be designated by the Board as Confidential Information pursuant to Section 1206(f) of the Pennsylvania Race Horse Development and Gaming Act (the “Gaming Act”), 4 Pa. C.S. § 1206(f)(1), §13B12(c) and 58 Pa. Code § 493a.10a. In support of the Petition, Petitioner avers as follows:

1. The Gaming Act provides that, *inter alia*, the following information submitted to the Board shall be confidential and withheld from public disclosure:
 - (a) “All information relating to ...business activities [and] financial affairs...” (4 Pa. C.S. § 1206(f)(1)(i));
 - (b) “Nonpublic personal information, including... [the] financial condition relating to an applicant, licensee or permittee” (4 Pa. C.S. § 1206(f)(1)(ii));

(c) “Information relating to proprietary information, trade secrets, patents or exclusive licenses... and information relating to competitive marketing materials and strategies” (4 Pa. C.S. § 1206(f)(1)(iii)); and

(d) “Information submitted to the board under subsection (b) may be considered confidential by the board if the information would be confidential under section 1206(f) (relating to board minutes and records)” (4 Pa. C.S. § 13B12(c)).

2. Exhibits “D” through “N” to the Petition contain and will contain detailed proprietary information regarding the identification, business operation, performance, and plans of Valley Forge, Boyd Gaming Corporation (“Boyd Gaming”), their affiliates, and their Sports Wagering Operator, Betfair Interactive US LLC, a subsidiary of FanDuel Group, Inc. (“FanDuel”). Such information is protected from disclosure as confidential financial and proprietary information under Section 1206(f)(i), (ii), and (iii) and Section 13B12(c) of the Gaming Act.

3. Exhibit “D” identifies the types of sports wagering that Valley Forge intends to offer to its gaming patrons. Business information of this nature is protected from disclosure as confidential proprietary information about business activities under Section 1206(f)(i) and (iii).

4. Exhibits “E” is Valley Forge’s hiring plan which reveals Valley Forge’s recruitment and hiring strategies which are confidential and proprietary business activities that are protected from disclosure under Section 1206(f)(i) and (iii).

5. Exhibits “F”, “G”, and “H” reveal and will reveal Valley Forge’s and Boyd Gaming's confidential business plans and financial analysis, including marketing spend

and revenue projections, which are protected from disclosure as confidential proprietary information about business activities under Section 1206(f)(i), (ii) and (iii).

6. Exhibit “I” is copy of the confidential and proprietary Online Market Access Agreement between Valley Forge and its Sports Wagering Operator, FanDuel.

7. Exhibit “J” contains information about the sports wagering business acumen of Valley Forge, Boyd Gaming and FanDuel that is protected from disclosure as confidential proprietary information about business activities under Section 1206(f)(i), (ii) and (iii).

8. Exhibit “K” is a site plan that details the location of Valley Forge’s retail sports book, which, if compromised, could affect the integrity of gaming, and is protected from disclosure as confidential proprietary information about business activities under Section 1206(f)(i), (ii) and (iii).

9. Exhibits “L” and “M” provide details on the accounting and internal controls that will be utilized by Valley Forge, Boyd Gaming and FanDuel to protect the integrity of gaming and are protected from disclosure as confidential proprietary information about business activities under Section 1206(f)(i), (ii) and (iii).

10. Exhibit “N” provides details on the responsible gaming program that will be utilized by Valley Forge, Boyd Gaming and FanDuel, and is protected from disclosure as confidential proprietary information about business activities under Section 1206(f)(i), (ii) and (iii).

11. To the extent that the body of the Petition reveals the confidential information of the same nature, such information is also confidential and protected from disclosure under Section 1206(f)(i), (ii) and (iii).

12. Specifically, the body of the Petition reveals such confidential information in the following paragraphs:

¶	Nature of Protected Information
12	Valley Forge's staffing strategy
19	Valley Forge's and Boyd Gaming's finances

13. All of the information and records subject to this Motion are maintained confidentially by Petitioner.

14. Attached hereto as Exhibit "1" is a redacted version of the Petition appropriate for public release.

WHEREFORE, for the foregoing reasons, Petitioner respectfully requests that the Board grant this *Motion*, mark the Petition as containing Confidential Information, and protect the Confidential Information from disclosure under 4 Pa. C.S. § 1206(f)(1) and § 13B12(c).

Dated: November 14, 2018

Respectfully submitted,



Adrian R. King, Jr. (PA ID 69315)
Michael D. Fabius (PA ID 206393)
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Philadelphia, PA 19103
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Counsel for Petitioner

COMMONWEALTH OF PENNSYLVANIA
GAMING CONTROL BOARD

IN RE: VALLEY FORGE CONVENTION :
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Motion to Protect Confidential Information

ORDER

AND NOW, this _____ day of _____, 2018, upon consideration of the *Motion to Protect Confidential Information* of Petitioners it is hereby ORDERED that said Motion is granted, that the *Petition for Sports Wagering Certificate of Valley Forge Convention Center Partners, LP* be marked as containing Confidential Information, and that the Confidential Information be protected from disclosure under 4 Pa. C.S. §1206(f)(1).

By the Board:

David M. Barasch
Chairman

EXHIBIT 1

**Redacted version of the *Petition for Sports Wagering Certificate*
of Valley Forge Convention Center Partners, LP**

COMMONWEALTH OF PENNSYLVANIA
GAMING CONTROL BOARD

IN RE: VALLEY FORGE CONVENTION	:	
CENTER PARTNERS, LLC	:	
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**PETITION FOR SPORTS WAGERING CERTIFICATE OF
VALLEY FORGE CONVENTION CENTER PARTNERS, LLC**

NOW COMES, Petitioner, Valley Forge Convention Center Partners, LLC d/b/a Valley Forge Casino Resort (“Valley Forge”), and respectfully petitions the Pennsylvania Gaming Control Board (“Board”), pursuant to 4 Pa. C.S. §13C12 and 58 Pa. Code Ch. 1401, for a sports wagering certificate and in support hereof avers as follows:

1. Valley Forge is the holder of a Category 3 slot machine license (License No. F-19421) which was most recently renewed by the Board on September 23, 2015. The license expires on September 22, 2020 unless renewed prior thereto.
2. Valley Forge is a limited liability company with its business address at 1160 First Avenue, King of Prussia, Pennsylvania 19406. The Valley Forge point of contact is:

David Zerfing
Vice President & General Manager
(610) 354-8210
David.Zerfing@vfcasino.com

[4 Pa. C.S. §13C12(b)(1); 58 Pa. Code §1401.4(b)(1)]

3. By its Orders of April 4, 2018 and September 12, 2018, the Board approved Boyd Gaming Corporation's ("Boyd") acquisition of Valley Forge following: (i) its consideration of the *Joint Petition of Boyd Gaming Corporation, Valley Forge Convention Center Partners, LP and Their Related Entities Seeking Approval of a Transfer of Interest, Independent Qualification Under 4 Pa.C.S §1328(a) and (b) and Ancillary Relief*, and (ii) the satisfaction by Valley Forge and Boyd of certain Board imposed conditions.

4. Boyd is a corporation with its business address at 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169. The Boyd point of contact is:

William I. Wright
Senior Vice President of Operations
(702) 792-7360
BillWright@boydgaming.com

[4 Pa. C.S. §13C12(b)(1); 58 Pa. Code §1401.4(b)(1)]

5. In connection with conducting sports wagering in the Commonwealth, Valley Forge will enter into an Online Market Access Agreement with Betfair Interactive US LLC, a subsidiary of FanDuel Group, Inc. ("FanDuel"), which will serve as both Valley Forge's Interactive Gaming Operator and Sports Wagering Operator. The FanDuel point of contact is:

John Hindman, Esquire
Executive Vice President and General Counsel
(310) 242.9520
John.Hindman@fanduel.com

[58 Pa. Code §1401.4(b)(2)]

6. The names, business addresses, and job titles of Valley Forge's principals and key employees who will be involved in the conduct of sports wagering are attached hereto as **Exhibit "A"**. Photographs of these individuals are on file with the Board. Valley Forge will supplement and update this list as necessary.

[4 Pa. C.S. §13C12(b)(2); 58 Pa. Code §1401.4(b)(3)]

7. The names, business addresses, and job titles of Boyd’s principals and key employees who will be involved in the conduct of sports wagering are attached hereto as **Exhibit “B”**. Photographs of these individuals are or will be on file with the Board. Boyd will supplement and update this list as necessary.

[4 Pa. C.S. §13C12(b)(2); 58 Pa. Code §1401.4(b)(3)]

8. The names, business addresses, job titles, and photographs of FanDuel’s principals and key employees who will be involved in the conduct of sports wagering are attached hereto as **Exhibit “C”**. Photographs of these individuals are or will be on file with the Board. FanDuel will supplement and update this list as necessary.

[4 Pa. C.S. §13C12(b)(2); 58 Pa. Code §1401.4(b)(3)]

9. Valley Forge intends to offer the types of sports wagering set forth in **Exhibit “D”** hereto.

[58 Pa. Code §1401.4(b)(4)]

10. Valley Forge intends to offer land-based sports wagering, mobile sports wagering, and interactive sports wagering.

[58 Pa. Code §1401.4(b)(5)]

11. Valley Forge does not intend to use a temporary facility for its land-based sports wagering operations.

[58 Pa. Code §1401.4(b)(6)]

12. **[REDACTED]**

13. An updated hiring plan pursuant to 4 Pa. C.S. §1510(a) is attached hereto as **Exhibit “E”**.

[58 Pa. Code §1401.4(b)(9)]

14. A brief description of the economic benefits expected to be realized by the Commonwealth of Pennsylvania, its municipalities and its residents as a result of Valley Forge’s sports wagering operations is attached hereto as **Exhibit “F”**.

[4 Pa. C.S. §13C12(b)(3); 58 Pa. Code §1401.4(b)(10)]

15. The details of financing that will be obtained to fund a modification of Valley Forge’s licensed facility in King of Prussia, Montgomery County, Pennsylvania for the purpose of adding sports wagering are attached hereto as **Exhibit “G”**.

[4 Pa. C.S. §13C12(b)(4); 58 Pa. Code §1401.4(b)(11)]

16. Information concerning Valley Forge’s financial background and resources is attached hereto as **Exhibit “H”**.

[4 Pa. C.S. §13C12(b)(5); 58 Pa. Code §1401.4(b)(12)]

17. A true and correct copy of the Online Market Access Agreement by and between Valley Forge and FanDuel will be provided and attached hereto as **Exhibit “I”**.

[58 Pa. Code §1401.4(b)(13)]

18. Information concerning Valley Forge’s business ability and experience to conduct a successful sports wagering operation is attached hereto as **Exhibit “J”**.

[4 Pa. C.S. §13C12(b)(6); 58 Pa. Code §1401.4(b)(14)]

19. **[REDACTED]**

20. Detailed site plans identifying the proposed sports wagering area where sports wagering operations will be managed, administered or controlled are attached hereto as **Exhibit “K”**.

[4 Pa. C.S. §13C12(b)(8); 58 Pa. Code §1401.4(b)(16)]

21. An overview of Valley Forge’s initial system of internal controls relative to sports wagering and proposed standards to protect the privacy and security of registered players, sports wagering devices and associated equipment, and mobile sports wagering and/or interactive sports wagering system or systems is attached hereto as **Exhibit “L”**.

[58 Pa. Code §1401.4(b)(17)]

22. A description of Valley Forge’s accounting controls applicable to sports wagering is attached hereto as **Exhibit “M”**.

[58 Pa. Code §1401.4(b)(18)]

23. Valley Forge’s sports wagering operations are not expected to have any impact on the number of slot machines or table games in operation at its licensed facility.

[58 Pa. Code §1401.4(b)(19)]

24. An overview of the necessary additions to Valley Forge’s Compulsive and Problem Gambling Plan necessitated by sports wagering is attached hereto as **Exhibit “N”**.

[58 Pa. Code §1401.4(b)(20)]

WHEREFORE, based on the foregoing, Petitioner respectfully requests that the Board enter an Order GRANTING this *Petition* and issuing a Sports Wagering Certificate to Petitioner. Petitioner further requests that Paragraphs 12 and 19 of the this *Petition* and Exhibits “D” through “N” thereto be marked as Confidential Information and **PROTECTED FROM DISCLOSURE** under 4 Pa. C.S. §1206(f)(1).

Dated: November 14, 2018

Respectfully submitted,



Adrian R. King, Jr. (PA ID 69315)
Michael D. Fabius (PA ID 206393)
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Philadelphia, PA 19103
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(215) 864-8622

Counsel for Petitioner

**COMMONWEALTH OF PENNSYLVANIA
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ORDER

AND NOW, this _____ day of _____, 2018, it is hereby ORDERED that the above-referenced *Petition* is GRANTED and a Sports Wagering Certificate is ISSUED to Valley Forge Convention Center Partners, LLC.

It is further ORDERED that Exhibits “D” through “N” to the above-referenced *Petition* be marked CONFIDENTIAL and PROTECTED FROM DISCLOSURE under 4 Pa. C.S. §1206(f)(1).

BY THE BOARD:

David M. Barasch
Chairperson

EXHIBITS

<u>EXHIBIT</u>	<u>STATUTORY REFERENCE</u>	<u>REGULATORY REFERENCE</u>
A	4 Pa. C.S. §13C12(b)(2)	58 Pa. Code §1401.4(b)(3)
B	4 Pa. C.S. §13C12(b)(2)	58 Pa. Code §1401.4(b)(3)
C	4 Pa. C.S. §13C12(b)(2)	58 Pa. Code §1401.4(b)(3)
D		58 Pa. Code §1401.4(b)(4)
E		58 Pa. Code §1401.4(b)(9)
F	4 Pa. C.S. §13C12(b)(3)	58 Pa. Code §1401.4(b)(10)
G	4 Pa. C.S. §13C12(b)(4)	58 Pa. Code §1401.4(b)(11)
H	4 Pa. C.S. §13C12(b)(5)	58 Pa. Code §1401.4(b)(12)
I		58 Pa. Code §1401.4(b)(13)
J	4 Pa. C.S. §13C12(b)(6)	58 Pa. Code §1401.4(b)(14)
K	4 Pa. C.S. §13C12(b)(8)	58 Pa. Code §1401.4(b)(16)
L		58 Pa. Code §1401.4(b)(17)
M		58 Pa. Code §1401.4(b)(18)
N		58 Pa. Code §1401.4(b)(20)

EXHIBIT "A"

**4 Pa. C.S. §13C12(b)(2)
58 Pa. Code §1401.4(b)(3)**

The principals and key employees of Valley Forge are as follows:

<i>Name</i>	<i>Business Address</i>	<i>Position / Title</i>
David B. Zerfing	1160 First Avenue, King of Prussia, PA 19406	Vice President & General Manager
Gina Mancino	1160 First Avenue, King of Prussia, PA 19406	Vice President of Casino Marketing
Keith J. Schreiner	1160 First Avenue, King of Prussia, PA 19406	Vice President of Finance
Anthony Spagno	1160 First Avenue, King of Prussia, PA 19406	Vice President of Gaming Operations
Leslie K. Silva	1160 First Avenue, King of Prussia, PA 19406	Director of Surveillance
Michael J. Gartner	1160 First Avenue, King of Prussia, PA 19406	Vice President of Strategic Development, Information Technology, and Operations
Nicole F. Head	1160 First Avenue, King of Prussia, PA 19406	Cage Manager
Rosemarie Cope	1160 First Avenue, King of Prussia, PA 19406	Credit Manager
William F. Mikus	1160 First Avenue, King of Prussia, PA 19406	Vice President of People & Culture (Human Resources)
Pamela Andraka	1160 First Avenue, King of Prussia, PA 19406	Director of Internal Audit
John P. Zappas	1160 First Avenue, King of Prussia, PA 19406	Director of Security
Joyce A. Serrian	1160 First Avenue, King of Prussia, PA 19406	Director of Casino Operations

EXHIBIT "B"

**4 Pa. C.S. §13C12(b)(2)
58 Pa. Code §1401.4(b)(3)**

The principals and key employees of Boyd are as follows:

<i>Name</i>	<i>Business Address</i>	<i>Position / Title</i>
William S. Boyd	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Executive Chairman
Keith E. Smith	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	President & Chief Executive Officer
Brian A. Larson	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	EVP, Secretary & General Counsel
George Hirsberg, II	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	EVP, Treasurer & CFO
Matthew Mitchell	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	VP of Financial Shared Services
David S. Krasn	3883 Howard Hughes Parkway Ninth Floor	VP of Internal Audit
Theodore Bogich	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	EVP of Operations
Anthony McDuffie	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	VP and Chief Accounting Officer
Marianne Boyd Johnson	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Vice Chairman
William R. Boyd	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	VP and Director
Robert Scucci	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Director of Race and Sports Book
Richard E. Flaherty	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Independent Director and Audit Committee Chair

Veronica J. Wilson	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Independent Director and Audit Committee Member
Peter M. Thomas	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Independent Director and Audit Committee Member
Christine J. Spadafor	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Independent Director and Audit Committee Member
William I. Wright	3883 Howard Hughes Parkway Ninth Floor Las Vegas, NV 89169	Senior VP of Operations

EXHIBIT “C”

**4 Pa. C.S. §13C12(b)(2)
58 Pa. Code §1401.4(b)(3)**

The principals and key employees of FanDuel are as follows:

<i>Name</i>	<i>Business Address</i>	<i>Position / Title</i>
Matt King	300 Park Avenue South New York, NY 10010	Chief Executive Officer
Paul Rushton	300 Park Avenue South New York, NY 10010	Chief Financial Officer
Christian Genetski	300 Park Avenue South New York, NY 10010	Chief Legal Officer
John Hindman	6701 Center Drive West Suite 800 Los Angeles, CA 90045	General Counsel
Niall Connell	6701 Center Drive West Suite 800 Los Angeles, CA 90045	Sportsbook General Manager
Mike Raffensperger	300 Park Avenue South New York, NY 10010	Chief Marketing Officer
Tim Morrow	6701 Center Drive West Suite 800 Los Angeles, CA 90045	Chief Technology Officer
Samuel Levin	6701 Center Drive West Suite 800 Los Angeles, CA 90045	Chief Operating Officer
Andy Giancamilli	300 Park Avenue South New York, NY 10010	Managing Director

EXHIBIT "D"

58 Pa. Code §1401.4(b)(4)

[REDACTED]

EXHIBIT "E"

58 Pa. Code §1401.4(b)(9)

[REDACTED]

EXHIBIT "F"

4 Pa. C.S. §13C12(b)(3)
58 Pa. Code §1401.4(b)(10)

[REDACTED]

EXHIBIT "G"

4 Pa. C.S. §13C12(b)(4)
58 Pa. Code §1401.4(b)(11)

[REDACTED]

EXHIBIT "H"

4 Pa. C.S. §13C12(b)(5)
58 Pa. Code §1401.4(b)(12)

[REDACTED]

EXHIBIT "T"

58 Pa. Code §1401.4(b)(13)

[REDACTED]

EXHIBIT "J"

4 Pa. C.S. §13C12(b)(6)
58 Pa. Code §1401.4(b)(14)

[REDACTED]

EXHIBIT "K"

4 Pa. C.S. §13C12(b)(8)
58 Pa. Code §1401.4(b)(16)

[REDACTED]

EXHIBIT "L"

58 Pa. Code §1401.4(b)(17)

[REDACTED]

EXHIBIT "M"

58 Pa. Code §1401.4(b)(18)

[REDACTED]

EXHIBIT "N"

58 Pa. Code §1401.4(b)(18)

[REDACTED]

VERIFICATION

I, David B. Zerfing, hereby state that I am the Vice President and General Manager of the Valley Forge Casino Resort, that I have read the foregoing Petition, that the factual statements made therein are true and correct to the best of my knowledge, information and belief, and that false statements made herein are subject to the penalties of 18 Pa. C.S. §4904, relating to unsworn falsification to authorities.

Dated: November 14, 2018



David B. Zerfing

CERTIFICATE OF SERVICE

I, Adrian R. King, Jr., hereby certify that on November 14, 2018, I caused a true and correct copy of the foregoing *Petition*, to be served by electronic mail upon the following:

Pennsylvania Gaming Control Board
Bureau of Hearings and Appeals
Office of the Board Clerk
Strawberry Square Complex, 2nd Floor
P. O. Box 69060
Harrisburg, Pennsylvania 17101
(717) 265-7451 - phone
(717) 265-7416 - fax
boardclerk@pa.gov

Cyrus Pitre, Esquire
Chief Enforcement Counsel
Pennsylvania Gaming Control Board
cpitre@pa.gov



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