

RESOLUTION
(*Lago Resort & Casino, LLC*)

A special meeting of Seneca County Industrial Development Agency on April 6, 2021, at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 2021 – 13

RESOLUTION OF THE SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE
“AGENCY”) ACKNOWLEDGING THE RECAPITALIZATION OF
LAGO RESORT & CASINO, LLC

WHEREAS, Lago Resort & Casino, LLC (“Lago”) has operated del Lago Resort & Casino (the “Casino”) since March 2017;

WHEREAS, in connection with Lago’s development of the Casino, Lago and the Agency entered into certain agreements, including (without limitation) a certain Agency Tax Agreement, Leaseback Agreement and Benefit Recapture Agreement, dated December 15, 2015 (collectively, the “Agency Documents”); and

WHEREAS, Lago has represented to the Agency that PGP Investors, LLC, d/b/a Peninsula Pacific, through itself and affiliates controlled by M. Brent Stevens (collectively, “Peninsula Pacific”), owns and controls a majority of the economic and voting equity in Lago through Wilpac Holdings LLC (“Wilpac”), a subsidiary of Peninsula Pacific; and

WHEREAS, as part of a recapitalization plan of Lago, Lago has represented to the Agency that Peninsula Pacific intends to cause the membership interests in Lago from Wilpac to Peninsula Pacific Entertainment LLC (“P2E”), a subsidiary of Peninsula Pacific; and

WHEREAS, the Agency Documents call for Agency consent for such a transfer; and

WHEREAS, in connection with the recapitalization, Lago anticipates that the existing secured financing of Lago will be repaid in full with, among other things, the proceeds of financing of P2E and in furtherance thereof the mortgage(s) and other security documents currently encumbering the Casino will be either amended and/or restated or terminated and reentered into (in substantially the form of such documents currently applicable to Lago), in each case in favor of the lenders and other providers of secured financing to P2E (collectively, the “Mortgage Documents”).

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

RESOLVED, the Agency hereby consents to the transfer of the membership interest in Lago to P2E, and to the subsequent transfer and/or issuance of direct or indirect equity or non-equity interests in Lago in connection with the current or future recapitalization of or other ownership transfers with respect to Lago, provided that in all cases Peninsula Pacific shall at all times retain more than fifty percent of the voting control and economic in Lago; and it is further

RESOLVED, the Executive Director or Chairman are authorized to execute and deliver any documents necessary or appropriate in connection with the Mortgage Documents.

These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows: .

	Yea	Nay	Abstain	Absent
Steven Brusso				
Thomas L. Kime				
Donald Trout				
Bruce Murray				
Jeffrey Shipley				
Stephen Wadhams				
Thomas Murray				
Menzo Case				

The Resolutions were thereupon duly adopted.