

CASINO LICENSE AGREEMENT AMENDMENT No. 4

This CASINO LICENSE AGREEMENT AMENDMENT No. 4 is entered into between IMPERIAL PACIFIC INTERNATIONAL (CNMI), LLC (“Imperial Pacific” or “Licensee”), a Commonwealth of the Northern Mariana Islands (“CNMI”) limited liability company, the HONORABLE VICTOR B. HOCOG, Acting Governor of the CNMI and the CNMI LOTTERY COMMISSION (collectively “Parties”).

WHEREAS, regulations promulgated by the Commonwealth Casino Commission (“Casino Commission”) have authorized Imperial Pacific to conduct and operate casino gaming activities at the Temporary Live Training Facility in the T Galleria; and

WHEREAS, the Temporary Live Training Facility in the T Galleria has been in operation since July 2015; and

WHEREAS, Imperial Pacific has trained and employed US citizens and CNMI residents in gaming positions, providing much needed employment to US Citizens and CNMI residents; and

WHEREAS, Imperial Pacific has paid substantial gaming taxes in the form of Business Gross Revenue, resulting in a supplemental budget appropriated pursuant to Public Law 19-75 in excess of \$40.9 million for Fiscal Year 2017; and

WHEREAS, Imperial Pacific is required to build an Initial Gaming Facility, also known as Imperial Pacific Resort and Hotel (“IPR”) comprised of a minimum of 250 hotel rooms and a casino; and

WHEREAS, Imperial Pacific has focused its construction of the IPR on completing the casino portion of the development before the other amenities to provide a larger gaming space to patrons which should result in more jobs, greater gaming revenues and thus increased taxes paid to the CNMI Government; and

WHEREAS, Imperial Pacific first submitted its request to the Casino Commission to transfer the gaming operations of the Temporary Live Training Facility from the T Galleria to the completed casino portion of the IPR as early as May 2, 2017; and

WHEREAS, Imperial Pacific has been working diligently and closely with the Casino Commission to address all concerns raised by all CNMI Government agencies before the transfer of gaming operations can be approved; and

WHEREAS, the Casino Commission, during a properly noticed public meeting on May 31, 2017, conditionally approved the Licensee’s request to transfer gaming operations to the Initial Gaming Facility subject to completing the list as detailed in the Casino Commission’s May 26 and June 2, 2017 letters; and

WHEREAS, on June 29, 2017, the CNMI Lottery Commission held a properly noticed public meeting to discuss the details of the proposed amendments; and

WHEREAS, Imperial Pacific explained, as justification for the requested amendments, that transferring gaming operations to the Initial Gaming Facility will provide a larger venue for gaming thereby creating more jobs and hopefully increasing gaming revenues translating to an increase in tax revenue for the CNMI Government; and

WHEREAS, the public comments taken at the meeting reflected the community's understanding and support for Imperial Pacific's request to transfer gaming operations from the T Galleria to the casino portion of the Initial Gaming Facility; and

WHEREAS, the CNMI Lottery Commission concluded that amending the CLA to allow the Licensee to transfer the gaming operations from the T Galleria to the Initial Gaming Facility before the complete construction of the Initial Gaming Facility is in the best interest of the CNMI and the Licensee; and

WHEREAS, the Lottery Commission, acting through the Chairman, negotiated the terms of this Amendment with the Licensee to allow the orderly transfer of gaming operations from the T Galleria to the Initial Gaming Facility; and

NOW, THEREFORE BE IT RESOLVED, based on the authority of the Lottery Commission to amend the CLA, and in light of the foregoing recitals, the Parties agree to amend the License Agreement as follows:

1. Section 10, entitled Initial Gaming Facility, of the License Agreement (as amended by the Casino License Agreement Amendment Nos. 2 and 3) shall now read as follows, with the underlined and struck-through language indicating the only changes to this Section:

"The initial gaming facility shall be a newly constructed or refurbished structure with guest rooms and services of similar quality as those identified for five star developments identified in Attachment B and Attachment C. ("Initial Gaming Facility").

The Initial Gaming Facility shall have a minimum of two hundred and fifty (250) rooms and shall be submitted to the Development Plan Review Advisory Committee, as provided for in section 13 below, to assure compliance with this License Agreement. The structures associated with the Initial Gaming Facility shall not be considered in evaluating Licensee efforts towards meeting the Licensee Development Proposal Requirements but shall be considered as one of the allowed Development Sites as identified in section 8.

Subject to the issuance of CNMI Government permits and the consent of the Casino Commission, the Initial Gaming Facility may be completed in phases and operations of casino and other facilities may commence in phases provided that the Completion (as defined below) of the Initial Gaming Facility is completed within the schedule provided in this Agreement.

Prior to the full opening of the Initial Gaming Facility with casino and hotel operations, the Licensee may establish and operate a Temporary Live Training Facility on the first floor of the T Galleria, Garapan, as depicted in Exhibit A of this Amendment No. 2, or at the casino portion of the Initial Gaming Facility. The operation of the Temporary Live Training Facility shall be subject to regulation by the Casino Commission pursuant to Public Law No. 18-56, and the Licensee may not begin operation until the Casino Commission has promulgated regulations necessary for the proper regulation of the Temporary Live Training Facility.

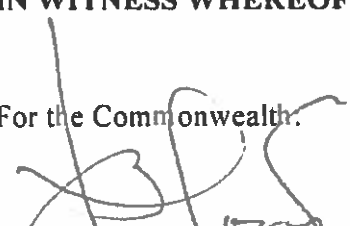
The Licensee shall cease operations at the Temporary Live Training Facility prior to the opening of the Initial Gaming Facility. However, upon issuance of all required CNMI Government permits and consent from the Casino Commission, the Licensee may transfer the operations of the Temporary Live Training Facility to the casino portion of the Initial Gaming Facility at any time prior to completion of the 250 rooms of the hotel portion of the Initial Gaming Facility. In no event may the Licensee operate the Temporary Live Training Facility beyond August 31, 2018, unless otherwise approved by the Casino Commission.

The Temporary Live Training Facility shall not be considered in evaluating the Licensee's efforts towards meeting the Licensee Development Proposal Requirements or as one of the allowed Development Sites as identified in section 8. The Licensee is not required to submit the plan for the Temporary Live Training Facility to the Development Plan Advisory Committee. However, the Licensee must submit a final plan for the Temporary Live Training Facility to the Casino Commission at least thirty (30) days before commencing operations at the Temporary Live Training Facility for a determination as to whether the plan is consistent with the applicable regulations."

2. This Amendment may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement. However, the Amendment shall not be effective until signed by both Parties.

IN WITNESS WHEREOF, the parties hereby execute this Amendment No. 4:

For the Commonwealth.



Victor B. Hocog
Acting Governor

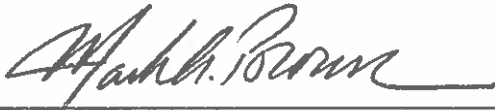
6-29-2017
Date



Mark O. Rabauliman
Chairman -- CNMI Lottery Commission

6/29/2017
Date

For the Licensee:



Mark A. Brown
Chairman
Imperial Pacific International (CNMI), LLC

6-29-17

Date

Approved as to Legal Form and Sufficiency:



Edward Manibusan
Attorney General

6/29/17

Date