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*Attorneys for Respondent  
Stephen A. Wynn*



STATE OF NEVADA

BEFORE THE NEVADA GAMING COMMISSION

NEVADA GAMING CONTROL BOARD,  
Complainant,

vs.

STEPHEN ALAN WYNN,

In his capacity as having been found  
suitable as Chief Executive Officer,  
Chairman of the Board, and shareholder and  
controlling shareholder of Wynn Resorts,  
Ltd.;

Respondent.

CASE NO.: NGC 19-03

**MOTION TO DISMISS COMPLAINT  
BASED ON LACK OF SUBJECT  
MATTER JURISDICTION**

Respondent Stephen A. Wynn, by and through his undersigned counsel, hereby moves to dismiss the Complaint filed against him in the above-referenced action based on a lack of subject matter jurisdiction. This Motion is based on the papers and pleadings on file herein, the declarations and exhibits submitted herewith, the following Points and Authorities, and any oral argument permitted at the time of hearing.

**POINTS AND AUTHORITIES**

**I. INTRODUCTION**

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3 No one disputes the vital role legalized gaming plays in Nevada’s economy. Nor does  
4 anyone dispute that the Nevada Gaming Control Board (the “NGCB”) and the Nevada Gaming  
5 Commission (the “Commission”) have broad power to regulate and control the gaming industry  
6 in a manner to protect the public’s health, safety, and welfare. That said, “[i]t is unquestionably  
7 true that there are limitations on the police power of the state”—even when it comes to gaming.  
8 *State v. Glusman*, 98 Nev. 412, 423, 651 P.2d 639, 646 (1982). This case is about those limitations.  
9 The specific question presented is: Has the Nevada legislature expressly or impliedly authorized  
10 Nevada’s gaming regulators to discipline a person who no longer has any involvement with a  
11 Nevada gaming licensee and, thus, no longer poses an alleged threat to the industry or the public  
12 at large? We submit the answer to that question is a resounding “No.”

13  
14 The NGCB has instituted disciplinary proceedings against Stephen A. Wynn (“Mr. Wynn”  
15 or “Steve Wynn”) despite the NGCB-admitted and incontrovertible fact that Mr. Wynn voluntarily  
16 separated himself from the only Nevada licensees with which he was affiliated—Wynn Resorts,  
17 Limited (“Wynn Resorts” or the “Company”) and its affiliates—nearly two years ago. The NGCB  
18 alleges that Mr. Wynn is no longer affiliated with any Nevada gaming licensee (with which Mr.  
19 Wynn agrees), but it purports to exercise continuing jurisdiction over him through a so-called  
20 NGCB “administrative hold” on his “Findings of Suitability.”<sup>1</sup> Notably, however, the NGCB does  
21 not cite any statute or regulation providing for the imposition of an “administrative hold” on a  
22 licensee or someone who had been found suitable to hold a position with a licensee. The legislature  
23 granted powers and discretion to the NGCB or the Commission to regulate those who seek and  
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<sup>1</sup> See Comp. ¶ 9.

1 hold positions affecting gaming operations, but it did not grant any power or discretion to punish  
2 those who no longer hold such positions.

3 Whatever the motivation to bring disciplinary proceedings against Mr. Wynn at this late  
4 juncture, the plain language of Nevada’s gaming regulations dictates that the NGCB and the  
5 Commission only have jurisdiction to make Findings of Suitability when a person is “*directly or*  
6 *indirectly involved with licensees*” and, then, only for “*so long as that involvement continues.*”  
7 See Nev. Gaming Comm’n Reg. 4.030(10) (defining “Findings of Suitability”) (emphasis added).  
8 By converse logic, then, the NGCB and the Commission can only “revoke” Findings of Suitability  
9 when those same circumstances exist—*i.e.*, a person is “directly or indirectly involved with  
10 licensees” and only for “so long as that involvement continues.” Again, it is undisputed that Mr.  
11 Wynn has no continuing involvement with Wynn Resorts specifically or the gaming industry in  
12 general as he separated himself entirely from the Company he founded as of March 2018.

13 The limitation contained in Regulation 4.030(10) is consistent with others found in  
14 Nevada’s statutory scheme. As an administrative agency, the Commission’s (and the NGCB’s)  
15 powers are limited to those specifically set forth in Chapter 463 of the Nevada Revised Statutes.  
16 While the legislature has authorized the NGCB “to continue to observe the conduct of all licensees  
17 and other persons *having* a material involvement directly or indirectly with a licensed gaming  
18 operation,” see NRS 463.1405(1) (emphasis added), nothing in the gaming statutes or regulations  
19 authorizes the NGCB and the Commission to discipline persons who have left the industry simply  
20 because they formerly “[*had*] a material involvement directly or indirectly with a licensed gaming  
21 operation.” In other words, verb tense matters.  
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23 An administrative agency cannot enlarge its own subject matter jurisdiction.<sup>2</sup> Sanctioning  
24 the viability of the instant disciplinary proceedings would be doing just that by bestowing gaming  
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<sup>2</sup> See 73 C.J.S. *Public Administrative Law* § 150 (through June 2019 update).

1 regulators with perpetual jurisdiction to impose untold fines and other sanctions against anyone  
2 who has ever received a gaming approval, no matter how long ago that person ceased any  
3 involvement with a specific licensee or gaming in general. Such a draconian concept of lifetime  
4 jurisdiction is found nowhere in the statutes or regulations relied upon by the NGCB. Mr. Wynn,  
5 accordingly, seeks dismissal of this action.

## 6 II. STATEMENT OF FACTS

### 7 A. Background.

8  
9 1. Mr. Wynn has been the leading innovator in the gaming industry since his first  
10 Commission approvals at the Golden Nugget in the early 1970's.<sup>3</sup> In Mr. Wynn's 45+ year tenure  
11 as a gaming licensee, the NGCB has never brought any disciplinary action against him, and he and  
12 his companies have received numerous approvals from the Commission over the decades.<sup>4</sup>

13 2. Mr. Wynn is widely credited with reinventing modern Las Vegas with the opening  
14 of The Mirage Casino and Resort in or about 1989.<sup>5</sup> Mr. Wynn thereafter opened The Treasure  
15 Island Casino & Resort and The Bellagio under the umbrella of Mirage Resorts, Inc. *Id.* After  
16 achieving unprecedented success with the foregoing Las Vegas properties, Mr. Wynn sold Mirage  
17 Resorts and founded Wynn Resorts in 2002. *Id.* Once Mirage Resorts was sold, Mr. Wynn's  
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21 <sup>3</sup> Pursuant to NRS 463.313(2), "[t]he Commission may take official notice of any generally  
22 accepted information . . . within the field of gaming, and of any other fact which may be judicially  
23 noticed by the courts of this state." Similarly "[a]ny relevant evidence may be admitted, and such  
24 evidence shall be sufficient in itself to support a finding it is reliable, regardless of the existence  
25 of any common law or statutory rule which might make improper the admission of such evidence  
26 over objection in a civil action." NRS 463.313(1)(d); *see also* Nev. Gaming Comm'n Reg. 7.160(2)  
(same).

26 <sup>4</sup> *See id.*

27 <sup>5</sup> *See* Declaration of Donald J. Campbell ("Campbell Decl.") ¶ 5; *see also* Steve Wynn Biography  
28 (<https://www.biography.com/business-figure/steve-wynn>) (last visited Nov. 7, 2019), a true and  
correct copy of which is attached hereto as Exhibit 1.

1 gaming licenses and approvals ended, and he was required to undergo investigations and obtain  
2 findings of suitability as a new applicant when he sought to return to the industry in 2005. *Id.*

3 3. Wynn Resorts, through its wholly owned subsidiary, Wynn Las Vegas, LLC  
4 (“Wynn Las Vegas”), opened Wynn Las Vegas in 2005. *See* Campbell Decl. ¶ 6. The NGCB  
5 recommended, and the Commission approved, Wynn Las Vegas for a non-restricted gaming  
6 license, and likewise found Mr. Wynn suitable in his capacity as the Chairman and CEO of Wynn  
7 Resorts as well as in his capacity as the controlling shareholder of the Company.<sup>6</sup>

8 4. On or about February 19, 2012, Wynn Resorts commenced an action styled *Wynn*  
9 *Resorts, Limited v. Kazuo Okada, et al.*, Case No. A-12-656710-B (the “Okada Litigation”), which  
10 was pending in the Eighth Judicial District Court from or about February 2012 through Spring  
11 2018, when the matter was resolved. *See* Campbell Decl. ¶ 7; *see also*, Comp. ¶ 29. The case  
12 arose from the Company’s redemption of stock held by Aruze USA, Inc. (“Aruze”). *Id.* Aruze  
13 and its affiliates thereafter asserted counterclaims against Wynn Resorts, Mr. Wynn, the  
14 Company’s other directors, and Kimmarie Sinatra, the Company’s then-General Counsel. *Id.*  
15 Elaine Wynn, Mr. Wynn’s ex-wife, who was sued by Aruze as a member of the Board at the time  
16 of the redemption, subsequently filed crossclaims against Mr. Wynn, the Company, and Ms.  
17 Sinatra. *Id.*

18 5. On January 26, 2018, during the final pre-trial stages of the Okada Litigation, *The*  
19 *Wall Street Journal* published an article alleging that “dozens” of former Wynn Resorts employees  
20 had accused Mr. Wynn of engaging in sexual misconduct while he was Chairman and CEO of the  
21 Company. *See* Campbell Decl. ¶ 8; *see also* Comp. ¶ 12. *The Wall Street Journal* and other media  
22 outlets thereafter published additional articles and stories on the same subject, many of which  
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28 <sup>6</sup> *See* NGCB Location Details for Wynn Las Vegas, a true and correct copy of which is attached  
hereto as Exhibit 2.

1 contained demonstrably false statements of fact for which Mr. Wynn continues to pursue legal  
2 relief. *Id.*

3 6. In the wake of the media firestorm that ensued following the January 26 article, the  
4 NGCB and gaming regulators in Massachusetts (“Mass Gaming”) announced that they would be  
5 investigating the allegations contained in the January 26 article to determine if Wynn Resorts  
6 remained suitable to hold a gaming license in their respective jurisdictions. *See* Campbell Decl. ¶  
7 9; *see also*, Comp. ¶ 26.

8 **B. Mr. Wynn Completely Separates Himself from All Involvement with Wynn Resorts.**

9  
10 7. Confronted with the above allegations in the then-nascent “#metoo” era, Mr. Wynn  
11 made the decision to resign as Chairman and CEO of Wynn Resorts so that the Company he created  
12 could continue its success, and in order to ensure that Wynn Resorts’ shareholders would not suffer  
13 from the distraction that allegations of this nature might cause. *See* Campbell Decl. ¶ 10. Mr.  
14 Wynn’s resignation was effective February 6, 2018.<sup>7</sup> Mr. Wynn and Wynn Resorts (and Wynn  
15 Resorts Holdings, LLC) thereafter entered into a written agreement on February 15, 2018,  
16 outlining the terms of his separation from the Company and all of its affiliates, which included Mr.  
17 Wynn’s agreement to forego pursuit of a severance package worth approximately \$330 million.<sup>8</sup>

18  
19 8. At the time of his resignation, Mr. Wynn owned approximately twelve percent of  
20 Wynn Resorts’ stock through a family partnership. *See* Campbell Decl. ¶ 11. Mr. Wynn acted  
21 promptly to divest his stock ownership in an orderly manner. *Id.* On March 21, 2018, Mr. Wynn’s  
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24 <sup>7</sup> *See* Wynn Resorts Press Release dated Feb. 6, 2018, a true and correct copy of which is attached  
25 hereto as Exhibit 3; *see also* Comp. ¶ 9; Ex. 2 (Location Details) at 7.

26 <sup>8</sup> *See* Separation Agreement dated Feb. 15, 2018, a true and correct copy of which is attached  
27 hereto as Exhibit 4 (providing, in part, that Mr. Wynn “hereby confirms that he resigned as an  
28 employee, director and officer and chairman of the Board of the Company, including its  
subsidiaries and affiliates (and each of their respective boards of directors or other governing  
bodies[.]”).

1 family partnership sold 4,104,999 shares of Wynn Resorts stock.<sup>9</sup> On March 22, 2018, Mr.  
2 Wynn's family partnership entered into agreements to sell its remaining ownership stake in the  
3 Company (approximately eight million shares).<sup>10</sup>

4 9. Although the parties' Separation Agreement permitted Mr. Wynn to remain in his  
5 residence at Wynn Las Vegas until June 1, 2018, Mr. Wynn moved out of his residence in or about  
6 April 2018. *See* Campbell Decl. ¶ 12. Similarly, although Wynn Resorts' bylaws permitted Mr.  
7 Wynn to vote at the Company's annual shareholders meeting on May 16, 2018 based on his stock  
8 ownership as of March 2018, Mr. Wynn did not vote or otherwise participate at said meeting. *Id.*

9  
10 10. In short, Mr. Wynn ceased all direct or indirect ownership and involvement with  
11 Wynn Resorts and its affiliates between February and May 2018 at the latest. *See* Campbell Decl.  
12 ¶ 13.

13 11. Upon information and belief, Wynn Resorts submitted a written application to the  
14 NGCB and/or Commission in early 2018, seeking to remove Mr. Wynn as well as Aruze USA,  
15 Inc. (and its affiliates Kazuo Okada and Universal Entertainment Corporation) from the Nevada  
16 gaming license for Wynn Las Vegas. *See* Campbell Decl. ¶ 14. The NGCB Location Report for  
17 Wynn Las Vegas confirms that Mr. Wynn was removed as an officer and director from the Wynn  
18 Las Vegas license as of February 23, 2018 and removed as a shareholder as of March 28, 2013.<sup>11</sup>

19  
20 **C. Mass Gaming Determines that Mr. Wynn Is No Longer a "Qualifier."**

21 12. On or about February 27, 2018, Mr. Wynn's counsel notified Mass Gaming of the  
22 changed circumstances described above, which raised the question of whether Mr. Wynn remained  
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26 <sup>9</sup> *See* Wynn Resorts Press Release dated Mar. 22, 2018, a true and correct copy of which is attached  
hereto as Exhibit 5; *see also* Comp. ¶ 9; Ex. 2 (Location Details) at 7.

27 <sup>10</sup> *See id.*

28 <sup>11</sup> *See* Ex 2 at 7.

1 an individual “qualifier” requiring approvals under the Massachusetts regulatory scheme. *See*  
2 Campbell Decl. ¶ 15. The Massachusetts Gaming Commission conducted a hearing on April 27,  
3 2018 to consider the issue, and it issued a written Decision and Order on May 7, 2018, finding that  
4 Mr. Wynn would no longer be a qualifier after the Wynn Resorts Annual Shareholders Meeting  
5 on May 16, 2018, and that Wynn Resorts no longer needed to obtain Mass Gaming approval for  
6 Mr. Wynn.<sup>12</sup>

7  
8 13. Mass Gaming made extensive findings regarding Mr. Wynn’s non-qualifier status,  
9 which include in pertinent part:

10 *Mr. Wynn is no longer an officer or director of Wynn Resorts, Ltd., and*  
11 *accordingly, he can no longer exercise control or provide direction to Wynn*  
12 *MA, LLC or Wynn Resorts, Ltd. in either of those capacities as a matter of law.*  
13 Further, it is clear that Mr. Wynn no longer owns any stock in Wynn Resorts,  
14 Ltd., and, at the conclusion of the next annual stockholders meeting, *he can no*  
15 *longer exercise control or provide direction in that capacity either.* Mr. Wynn’s  
16 resignation as an officer and director and divestiture of stock holdings further  
17 demonstrates that *he no longer holds a financial interest in the gaming*  
18 *establishment* under construction in Everett, Massachusetts or in Wynn MA,  
19 LLC, the gaming licensee which holds the license issued by the Commission.  
20 These latter factors eliminate Mr. Wynn as a qualifier under categories 2 and 3.

21 Mass Gaming likewise determined that Mr. Wynn was (or would be) eliminated as a qualifier  
22 under the remaining five factors set forth in its licensing scheme upon the completion of Wynn  
23 Resorts’ next annual shareholders meeting in May 2018 and upon the discharge of Mr. Wynn’s  
24 city ledger account.<sup>13</sup>

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26 14. Given his status as a non-qualifier, Mr. Wynn was under no obligation to cooperate  
27 with Mass Gaming’s ongoing investigation into Wynn Resorts. *See* Campbell Decl. ¶ 17. Despite  
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26 <sup>12</sup> *See* Mass Gaming Decision and Order dated May 7, 2018, a true and correct copy of which is  
27 attached hereto as Exhibit 6.

28 <sup>13</sup> *See id.* at 5-8 (emphases added).



1 this fact, Mr. Wynn's counsel continued to field and respond to various inquiries from Mass  
2 Gaming investigators. *Id.*

3 **D. NGCB's Interaction with Mr. Wynn's Counsel.**

4 15. On or about June 29, 2018, a NGCB agent sent a letter to Mr. Wynn, in care of his  
5 counsel, notifying him that the NGCB intended to schedule an investigative hearing in late August  
6 2018 at which he would be required to appear and present testimony. *See* Campbell Decl. ¶ 18.<sup>14</sup>

7 16. Even though Mr. Wynn had not been affiliated with any Nevada gaming licensee  
8 for months by that time, Mr. Wynn's counsel agreed to meet with NGCB agents in the spirit of  
9 cooperation just as they had continued to respond to occasional inquiries from Mass Gaming. *See*  
10 Campbell Decl. ¶ 19. Mr. Wynn's counsel flew to northern Nevada and met with NGCB agents  
11 on August 30, 2018 in Carson City. *Id.*

12 17. During the meeting, Mr. Wynn's counsel reaffirmed the undisputed fact that Mr.  
13 Wynn had completely separated himself from Wynn Resorts and, thus, was no longer directly or  
14 indirectly involved with any Nevada licensee such that he would remain subject to the jurisdiction  
15 of the NGCB and/or the Commission. *See* Campbell Decl. ¶ 20. Mr. Wynn's counsel further  
16 advised that Mr. Wynn had no intention of returning to any role involved with gaming in Nevada.  
17 *Id.* Finally, Mr. Wynn's counsel advised that while Mr. Wynn was willing to cooperate with the  
18 NGCB's investigation despite his departure from the gaming industry, such cooperation would  
19 necessarily have to be limited to answering written inquiries as Mr. Wynn was a party to a number  
20 of ongoing lawsuits seeking to vindicate his good name and had to be vigilant about protecting  
21 any applicable privileges and work product. *Id.*

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28 <sup>14</sup> *See* NGCB Letter dated June 29, 2018, a true and correct copy of which is attached hereto as Exhibit 7.

1 18. Despite the positions articulated by Mr. Wynn’s counsel, the NGCB agents advised  
2 they intended to formally interview Mr. Wynn on September 7, 2018. *See* Campbell Decl. ¶ 21.  
3 Mr. Wynn’s counsel provided written correspondence to the NGCB on September 5, 2018 wherein  
4 he reiterated the above points made at the August 30 meeting. *Id.*<sup>15</sup>

5 19. The NGCB greeted the letter from Mr. Wynn’s counsel with silence. *See* Campbell  
6 Decl. ¶ 22. It never responded to the letter. *Id.* Nor did it ever contest that Mr. Wynn was no  
7 longer directly or indirectly involved with any Nevada licensee. *Id.*

8  
9 **E. The Commission Fines Wynn Resorts \$20 Million.**

10 20. On January 25, 2019, the NGCB filed a complaint against Wynn Resorts and Wynn  
11 Las Vegas, LLC based on its alleged failure to investigate allegations of wrongdoing made against  
12 Mr. Wynn.<sup>16</sup> The complaint is notable given NGCB’s admission that Mr. Wynn had resigned from  
13 all positions he held with Wynn Resorts and its affiliates in February 2018 and that he held no  
14 ownership interest therein by March 2018.<sup>17</sup>

15 21. Simultaneously with the filing of the complaint, the NGCB and the respondents  
16 executed a Stipulation for Settlement and Order that remained subject to Commission approval.<sup>18</sup>  
17 The Commission approved the Stipulation for Settlement at a hearing held on February 26, 2019.  
18 The Commission further imposed a fine on Wynn Resorts in the amount of \$20 million, as the  
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22 <sup>15</sup> *See* Letter from D. Campbell dated Sept. 5, 2018, a true and correct copy of which is attached  
hereto as Exhibit 8.

23 <sup>16</sup> *See* Complaint dated Jan. 25, 2019, a true and correct copy of which is attached hereto as Exhibit  
24 9. As continuing licensees, Wynn Resorts and Wynn Las Vegas remained subject to NGCB and  
25 Commission jurisdiction because of their gaming operations at Wynn Las Vegas and the adjoining  
Encore.

26 <sup>17</sup> *See id.* ¶¶ 24-25.

27 <sup>18</sup> *See* Stipulation for Settlement and Order dated filed Feb. 26, 2019, a true and correct copy of  
28 which is attached hereto as Exhibit 10.

1 Stipulation and Order allowed, which was memorialized in an Addendum to the Stipulation for  
2 Settlement and Order.<sup>19</sup>

3 **F. Mass Gaming Fines Wynn Resorts \$35 Million.**

4 22. Just over a month after the Commission imposed its fine on Wynn Resorts, Mass  
5 Gaming conducted an adjudicatory hearing regarding the Company's suitability for a  
6 Massachusetts gaming license on April 2-4, 2019. *See* Campbell Decl. ¶ 25.

7 23. On or about April 30, 2019, Mass Gaming issued a written decision finding that  
8 Wynn Resorts, Wynn MA, LLC and their qualifiers were suitable to maintain a gaming license in  
9 the Commonwealth, subject to the fines and conditions set forth in the decision.<sup>20</sup>

10 24. Mass Gaming imposed a fine on Wynn Resorts in the amount of \$35 million, nearly  
11 double that imposed by the Commission.<sup>21</sup>

12 **G. The NGCB Files a Complaint Against Mr. Wynn Nearly Two Years After He**  
13 **Voluntarily Ceased all Involvement with Wynn Resorts.**

14 25. In or about Summer 2019, Mr. Wynn's attorneys learned that the NGCB was  
15 considering the filing of a disciplinary action against Mr. Wynn. *See* Campbell Decl. ¶ 28. In an  
16 effort to spare taxpayers and Mr. Wynn the expense and fatigue associated with protracted  
17 administrative and/or judicial proceedings resurrecting the subject matter addressed in the Wynn  
18 Resorts disciplinary actions, Mr. Wynn's counsel contacted NGCB agents about a possible  
19 negotiated resolution. *Id.* Even though it is Mr. Wynn's position that the NGCB and the  
20 Commission have no jurisdiction over him given his lack of any involvement with a Nevada  
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25 <sup>19</sup> *See* Addendum to Stipulation for Settlement and Order dated Feb. 26, 2019, a true and correct  
copy of which is attached hereto as Exhibit 11.

26 <sup>20</sup> *See* Mass Gaming Press Release dated Apr. 30, 2019, a true and correct copy of which is  
27 attached hereto as Exhibit 12.

28 <sup>21</sup> *See id.*

1 licensee, Mr. Wynn was nonetheless willing to consider entering a stipulation whereby he would  
2 agree not to seek any involvement in the Nevada gaming industry in the future. *Id.* The parties  
3 were unable to reach a resolution. *Id.*

4 26. On October 14, 2019, well over a year after Mr. Wynn’s counsel had advised NGCB  
5 agents of their lack of jurisdiction over Mr. Wynn, the Chairwoman for the NGCB sent Mr.  
6 Wynn’s counsel a letter advising that “the Nevada Gaming Control Board will seek to have the  
7 Nevada Gaming Commission revoke the Findings of Suitability for Mr. Stephen A. Wynn.”<sup>22</sup>

8 27. The NGCB filed its Complaint against Mr. Wynn the same day, which expressly  
9 acknowledges that he is no longer an officer, director or stockholder of Wynn Resorts or its  
10 affiliates.<sup>23</sup> The Complaint instead alleges that the NGCB retains jurisdiction over Mr. Wynn  
11 because it placed an “administrative hold” on his Findings of Suitability.<sup>24</sup>

12 28. The statutes and regulations governing gaming in Nevada are devoid of any concept  
13 known as an “administrative hold.” Upon information and belief, the NGCB never provided Mr.  
14 Wynn with any written notice that it was placing a so-called “administrative hold” on any of his  
15 prior gaming approvals. *See* Campbell Decl. ¶ 31.

16 29. The Complaint, in large measure, mirrors the complaint NGCB filed against Wynn  
17 Resorts.<sup>25</sup> Put differently, the Complaint against Mr. Wynn is not premised on any “new”  
18 developments or presently-occurring conditions, other than the allegation that he failed to appear  
19 at the September 7, 2018, interview in violation of the gaming statutes and regulations.  
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24 <sup>22</sup> *See* Letter from S. Morgan dated Oct. 14, 2019, a true and correct copy of which is attached  
25 hereto as Exhibit 13.

26 <sup>23</sup> *See* Complaint (Case No. NGC 19-03) filed Oct. 14, 2019 ¶ 9, a true and correct copy of which  
27 is attached hereto as Exhibit 14.

28 <sup>24</sup> *See id.*

<sup>25</sup> *Compare, e.g.,* Ex. 9 ¶¶ 35 - 54 *with* Ex. 14 ¶¶ 95 - 123.

1 30. The relief sought in the Complaint is two-fold. First, the NGCB requests the  
2 Commission “to fine Mr. Wynn a monetary sum pursuant to the parameters defined in NRS  
3 463.310(4) for each separate violation of the provisions of the Nevada Gaming Control Act or the  
4 Regulations of the Gaming Commission.” Second, the NGCB requests that the Commission  
5 “revoke Mr. Wynn’s Findings of Suitability pursuant to the parameters defined in NRS  
6 463.310(4).”<sup>26</sup>

7  
8 31. On November 7, 2019, the Commission Chair approved a stipulation setting forth a  
9 procedural framework to address the threshold question of jurisdiction prior to conducting any  
10 substantive hearing on the merits.<sup>27</sup> This Motion follows, as referenced in the November 7, 2019  
11 Commission stipulation and order.

### 12 III. ARGUMENT

#### 13 A. Governing Standards.

14 Mr. Wynn moves to dismiss this action based on the Commission’s and NGCB’s lack of  
15 subject matter jurisdiction. While the regulations contemplate the filing of motions, *see Nev.*  
16 *Gaming Comm’n Reg. 7.200*, neither the statutes nor the regulations squarely address the standards  
17 that apply to the instant motion to dismiss. Mr. Wynn respectfully submits that the Nevada Rules  
18 of Civil Procedure and applicable case law should be used to fill in this gap. *Compare Nev.*  
19 *Gaming Comm’n Reg. 7A.090* (permitting parties in patron disputes to take depositions “in the  
20 manner provided by the Nevada Rules of Civil Procedure[.]”).  
21

22 NRCP 12(b)(1) governs motions to dismiss for lack of subject matter jurisdiction. Relying  
23 on authorities interpreting the federal counterpart to NRCP 12(b)(1), the Nevada Supreme Court  
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27 <sup>26</sup> See Ex. 14 at 23:7-11 (Prayer for Relief).

28 <sup>27</sup> See Stipulation and Order Re: Briefing Schedule and Hearing Date on Respondent’s  
Forthcoming Motion to Dismiss filed Nov. 8, 2019.

1 has observed that “the district court can take evidence on the claim that the complaint does not fall  
2 within the subject matter jurisdiction requirements of the court, and such evidence is not  
3 necessarily confined to the allegations of the complaint.” *Morrison v. Beach City LLC*, 116 Nev.  
4 34, 36-37, 991 P.2d 982, 983 (2000). “[W]hen considering a motion to dismiss pursuant to Rule  
5 12(b)(1) the district court is not restricted to the face of the pleadings, but may review evidence,  
6 such as affidavits and testimony, to resolve factual disputes concerning the existence of  
7 jurisdiction.” *McCarthy v. United States*, 850 F.2d 558, 560 (9th Cir. 1988); *see also Schmidt v.*  
8 *Guyton*, 93 F.R.D. 399, 400-01 (D. Nev. 1982) (“a Rule 12(b)(1) motion to dismiss for lack of  
9 subject matter jurisdiction may either attack the allegations of the complaint or be treated as a  
10 ‘speaking motion’ attacking subject matter jurisdiction in fact.”).

11 “The burden of proving the jurisdictional requirement is properly placed on the plaintiff”  
12 or, in this case, the NGCB. *See Morrison*, 116 Nev. at 37, 991 P.2d at 983. It has not come close  
13 to meeting this burden.  
14

15 **B. The Commission and the NGCB Have No Inherent Regulatory Powers Beyond**  
16 **Those Expressly Granted or Clearly Implied by Statute.**

17 The Commission and the NGCB are state administrative agencies created by the provisions  
18 of NRS Chapter 463. *See* NRS 463.022 (creation of Commission); NRS 463.030 (creation of  
19 NGCB). As administrative agencies, the Commission and the NGCB have “no general or common  
20 law powers, but only such powers as have been conferred by law expressly or by implication.”  
21 *Andrews v. Nevada State Bd. of Cosmetology*, 86 Nev. 207, 208, 467 P.2d 96, 96 (1970).  
22 “Administrative agencies cannot enlarge their own jurisdiction nor is subject matter jurisdiction  
23 conferred upon an agency by consent or failure to raise the agency’s lack of jurisdiction.” *S.*  
24 *Nevada Mem’l Hosp. v. State Dep’t of Human Res.*, 101 Nev. 387, 394, 705 P.2d 139, 144 (1985);  
25 *see also Andrews*, 86 Nev. at 208, 467 P.2d at 97 (“Official powers of an administrative agency  
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1 cannot be assumed by the agency, nor can they be created by the courts in the exercise of their  
2 judicial function.”).

3 “The grant of authority to the agency must be clear.” *Andrews*, 86 Nev. at 208, 467 P.2d at  
4 97. “Accordingly, to ensure that the administrative powers of the [Commission and NGCB] are  
5 not overextended, any reasonable doubt of the existence of any power must be resolved against  
6 the exercise thereof.” *Heber Light & Power Co. v. Utah Public Service Comm’n*, 231 P.3d 1203,  
7 1208 (Utah 2010) (quotation omitted). Applying the foregoing principles and fundamental rules  
8 of statutory construction, it is clear the Nevada legislature neither expressly nor impliedly  
9 authorized the Commission and NGCB to discipline persons who no longer have any involvement  
10 with gaming licensees.<sup>28</sup>

11  
12 **1. Neither NRS Chapter 463 nor the Gaming Regulations expressly**  
13 **authorize the Commission or NGCB to punish persons who no**  
14 **longer have any involvement with gaming licensees.**

15 “When the language of a statute is plain and unambiguous, a court should give that language  
16 its ordinary meaning and not go beyond it.” *City of Henderson v. Kilgore*, 122 Nev. 331, 334, 131  
17 P.3d 11, 13 (2006). While the Complaint recites a laundry-list of “Relevant Law” that purportedly  
18 authorizes the NGCB to pursue (and the Commission to impose) discipline against Mr. Wynn, *see*  
19 *Comp. §§ 57-73*, the plain language of those statutes demonstrates that the jurisdiction of the  
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23 <sup>28</sup> The present Motion is limited to addressing the NGCB’s and Commission’s lack of subject  
24 matter jurisdiction to proceed in this matter. Mr. Wynn contends that other aspects of this  
25 proceeding violate his rights under the United States and Nevada Constitutions and, thus, reserves  
26 his ability to raise those issues in the courts should he be required to seek judicial review. *See*  
27 *Glusman*, 98 Nev. at 419, 651 P.2d at 643-44 (exhaustion of administrative remedies is not  
28 required where the issues relate to the constitutionality of a statute); *cf. Sereika v. State*, 114 Nev.  
142, 144, 955 P.2d 175, 176–77 (1998) (court may consider constitutional challenges on appeal  
even if not raised below).

1 Commission and the NGCB is limited to those seeking to enter the gaming industry or those  
2 presently involved with Nevada licensees. Mr. Wynn is neither.

3 **NRS 463.0129.** The NGCB, for instance, cites NRS 463.0129(1)(c) for the principle that  
4 “[p]ublic confidence and trust *can only be maintained* by strict regulation of *all persons*, locations,  
5 practices, associations and activities *related to the operation of licensed gaming*  
6 *establishments*[.]” See Comp. ¶ 57 (emphases added). The statute is phrased in the present tense  
7 when it states that the public trust “can only be maintained” and, hence, makes clear that the  
8 statute’s focus is on current threats that would undermine the public’s confidence and trust in the  
9 “operation of licensed gaming establishments” if not dealt with appropriately.<sup>29</sup> The statute goes  
10 on to authorize “strict regulation of all persons . . . related to the operation of licensed gaming  
11 establishments.” NRS 463.0129(1)(c). But Mr. Wynn is undisputedly outside the purview of this  
12 statute as he is no longer “related to the operation” of any licensed gaming establishments given  
13 his resignation as an officer and director of Wynn Resorts in February 2018, and the sale of all of  
14 his Company stock in March 2018.<sup>30</sup>

15  
16  
17 **NRS 463.1405.** The NGCB next cites NRS 463.1405(4) for the proposition that the  
18 Commission has “full and absolute power and authority to deny any application or limit, condition,  
19 restrict, revoke or suspend any . . . finding of suitability . . . or fine any person . . . found suitable .

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21  
22 <sup>29</sup> See, e.g., *State v. Lemon*, 825 So.2d 927, 930 (Fla. 2002) (observing “Webster’s Dictionary  
23 defines ‘can’ (*present tense of ‘could’*) as ‘to be able to do, make, or accomplish.’ *Merriam*  
24 *Webster’s Collegiate Dictionary* 165 (10th ed.1999)) (emphasis added).

25 <sup>30</sup> The plain meaning of a term used in a statute can be ascertained through contemporaneous  
26 dictionary definitions. See *Advanced Pre-Settlement Funding LLC v. Gazda & Tadayon*, 437 P.3d  
27 1050, 2019 WL 1422713, at \*2 (Nev. Mar. 28, 2019). The Merriam-Webster Dictionary defines  
28 “related” as “connected by reason of an established or discoverable relation.” See  
<https://www.merriam-webster.com/dictionary/related> (last visited Nov. 12, 2019); see also  
*Black’s Law Dictionary* (11th ed. 2019) (“**related** *adj.* (17c) 1. Connected in some way; having  
relationship to or with something else <a closely related subject>.”) (emphasis in original). Mr.  
Wynn has not been “connected” to the operation of Wynn Resorts for nearly two years.



1 . . for any cause deemed reasonable by the Commission.” See Comp. ¶ 58. Respectfully, the  
2 NGCB is putting the cart before the horse as the Commission cannot make one of the  
3 determinations set forth in NRS 463.1405(4) until after the NGCB investigates pursuant to NRS  
4 463.1405(1) and makes a recommendation pursuant to NRS 463.1405(3).

5 The plain language of NRS 463.1405(1), in turn, clearly limits the scope of the NGCB’s  
6 jurisdiction to investigate and observe to (i) those who are seeking to enter the gaming industry  
7 (*i.e.*, an “applicant”), or (ii) those who are presently involved in the gaming industry on a  
8 continuing basis:

9  
10 The Board shall investigate the qualifications of each applicant under this chapter  
11 before any license or any registration, finding of suitability or approval of acts or  
12 transactions for which commission approval is required or permission is granted,  
13 ***and shall continue to observe the conduct of all licensees and other persons***  
14 ***having a material involvement directly or indirectly with a licensed gaming***  
15 ***operation. . . .***

16 *Id.* (emphasis added). Again, Mr. Wynn does not fall within the plain language of the statute. He  
17 is not an applicant for any gaming approval. Nor does he have any “material involvement directly  
18 or indirectly with a licensed gaming operation.” Indeed, Mr. Wynn has no present involvement of  
19 any kind with any licensed gaming establishments.<sup>31</sup>

20 The key word in this statute is “having.” The Seventh Circuit recently explained the  
21 meaning of the word “having” where used in a provision of the Americans with Disabilities Act:

22  
23 <sup>31</sup> The regulations define “material involvement,” in the context of publicly traded corporations  
24 like Wynn Resorts, as follows: “A person may be deemed to have a material relationship to, or  
25 ***material involvement*** with, a corporation, affiliated company or a licensee if the person *is* a  
26 controlling person or key employee of the corporation, affiliated company or a licensee, or if the  
27 person, as an agent, consultant, advisor or otherwise, ***exercises*** a significant influence upon the  
28 management or affairs of the corporation, affiliated company or a licensee.” Nev. Gaming  
Comm’n Reg. 16.400 (emphases added). As with the other statutes and regulations relied on by  
the NGCB in the Complaint, Regulation 16.400 is couched in the present tense and, therefore, does  
not authorize the Commission or the NGCB to exercise jurisdiction over a person who “[*was*] a  
controlling person or key employee of the corporation” or to a person who “[*exercised*] significant  
influence upon the management or affairs of the corporation.”

1 'Having' means presently and continuously. It does not include something in the  
2 past that has ended or something yet to come. To settle the technical debate, it is a  
3 present participle, used to form a progressive tense. See Bryan A. Garner, Garner's  
4 Modern American Usage 1020 (4th ed. 2016) (defining 'present participle' as '[a]  
5 nonfinite verb form ending in -ing and used in verb phrases to signal the progressive  
6 aspect').

7 *Shell v. Burlington N. Santa Fe Ry., Co.*, --- F.3d ---, ---, 2019 WL 5558090, at \*3 (7th Cir. Oct.  
8 29, 2019); see also *Laube v. Allen*, 506 F. Supp. 2d 969, 980 (M.D. Ala. 2007) (“[A] present  
9 participle . . . denotes action that is continuing or progressing, as distinct from . . . a perfect  
10 participle that denotes completion.”). Applying the foregoing principles of statutory construction  
11 and basic grammar, no one can genuinely contend that the NGCB has express statutory  
12 authorization or jurisdiction to investigate and prosecute Mr. Wynn given that he has no present  
13 or continuous involvement—material, direct, indirect, or otherwise—with any licensed gaming  
14 operation.

15 *Nev. Gaming Comm’n Reg. 4.030*. The NGCB seeks to revoke Mr. Wynn’s Findings of  
16 Suitability. See Comp. ¶ 7. The NGCB’s Complaint, however, is devoid of any reference to the  
17 actual gaming regulation that addresses Findings of Suitability, Regulation 4.030(10). That  
18 omission is presumably because the subject regulation, like the statutes addressed above, similarly  
19 limits the scope of the Commission’s and NGCB’s jurisdiction:

20 10. Findings of Suitability. The Nevada Gaming Control Act and regulations  
21 thereunder require or permit the Commission to require certain persons, *directly*  
22 *or indirectly involved with licensees*, be found suitable to hold a gaming license  
23 *so long as that involvement continues. A finding of suitability relates only to*  
24 *the specified involvement for which it was made.* If the nature of the  
25 involvement changes from that for which the applicant is found suitable, the  
26 applicant may be required to submit to a determination by the Commission of his  
27 or her suitability in the new capacity.

28 Nev. Gaming Comm’n Reg. 4.030(10) (emphases added).

The plain language of this regulation makes clear that the NGCB and the Commission only  
have jurisdiction to make Findings of Suitability when a person is “*directly or indirectly involved*  
with licensees” and, then, only for “*so long as that involvement continues.*” By converse logic,

1 then, the NGCB and the Commission can only “revoke” Findings of Suitability when those same  
2 circumstances exist—*i.e.*, a person is “directly or indirectly involved with licensees” and only for  
3 “so long as that involvement continues.” *Cf. State v. Glusman*, 98 Nev. at 421, 651 P.2d at 645  
4 (“[NRS 463.170(2)] describes with specificity the standards of conduct applicable to a  
5 determination of suitability and, by converse logic, that conduct which is inconsistent with  
6 suitability[.]”). Again, it is undisputed that Mr. Wynn is not directly or indirectly involved with  
7 any Nevada licensee. Additionally, because a Finding of Suitability “*relates only to the specified*  
8 *involvement for which it was made*,” the NGCB utterly fails to explain how Mr. Wynn’s previous  
9 Findings of Suitability as a stockholder, as an officer and as a director of Wynn Resorts continue  
10 to survive in the ether—unmoored from any Nevada licensee or gaming property—now that Mr.  
11 Wynn is no longer a stockholder, an officer or a director, and has completely disassociated himself  
12 from Wynn Resorts and the gaming industry as a whole.

14 Simply put, there is nothing for the Commission to “revoke.” Mr. Wynn’s previous  
15 Findings of Suitability ended once Mr. Wynn was no longer an officer, director or controlling  
16 shareholder of Wynn Resorts. The Company thereafter had him removed from its gaming license.  
17 Because Mr. Wynn has no continuing involvement with Wynn Resorts, any other Nevada licensee  
18 or Nevada gaming in general, the NGCB and the Commission lack any express authority to  
19 exercise jurisdiction over him for purposes of imposing discipline.  
20

21 **2. Neither NRS Chapter 463 nor the Gaming Regulations *impliedly***  
22 **authorize the Commission or NGCB to punish persons who no**  
23 **longer have any involvement with gaming licensees.**

24 While the Nevada Supreme Court “has determined that an administrative agency may  
25 possess an implied limited power, *any implied limited power must be essential to carry out an*  
26 *agency’s express statutory duties*.” *City of Henderson v. Kilgore*, 122 Nev. at 335, 131 P.3d at 14  
27 (emphasis added). The ability to discipline persons who have ceased all involvement with gaming  
28

1 licensees is not essential to the NGCB’s and Commission’s express statutory power to regulate  
2 Nevada’s gaming industry.

3 The NGCB has the express statutory authority to investigate the qualifications of applicants  
4 seeking to enter Nevada’s gaming industry. *See* NRS 463.1405(1). It also has the express statutory  
5 authority to observe and investigate all persons having a material involvement with licensees to  
6 ensure they remain suitable. *See id.* Finally, the NGCB is expressly authorized to make  
7 recommendations to the Commission regarding applicants and involved persons, and to bring  
8 disciplinary proceedings against the latter. *See* NRS 463.1405(3); NRS 463.310(1) and (2). The  
9 Commission, for its part, has the express power to deny the applications of those seeking to enter  
10 the industry, and can impose discipline against those persons who have a material involvement  
11 with licensees. *See* NRS 463.1405(4); NRS 463.310(4).

12 The present case seeks to expand the disciplinary jurisdiction of the NGCB and Commission  
13 to a third category of persons—those who had received a prior approval from the Commission but  
14 have since ended all involvement with a licensee or the gaming industry in general. This is clearly  
15 an overreach and not implied by the express legislative delegation of authority to regulate  
16 applicants and individuals involved in gaming operations, as it would mean that gaming regulators  
17 in Nevada have lifetime jurisdiction to impose discipline against anyone who has ever received a  
18 gaming approval, no matter how long ago the approval was received, no matter how long ago a  
19 purported infraction occurred, and no matter how long ago the person left the industry. That cannot  
20 be the law. *Cf. In re Crawley*, 460 B.R. 421, 433 n.12 (Bankr. E.D. Pa. 2011) (“a bankruptcy court  
21 does not obtain lifetime jurisdiction over the debtor”) (quotation omitted).<sup>32</sup>  
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26 <sup>32</sup> The NGCB seeks to accomplish the expansion of its jurisdiction in this manner through the use  
27 of a so-called “administrative hold” which, according to the NGCB, apparently allows it to retain  
28 disciplinary jurisdiction over a person in perpetuity. *See* Comp. ¶ 9. This is wrong. For starters,  
an administrative agency cannot enlarge its own jurisdiction. *See* Point III.B, *supra*. Nor can it  
assume any official powers. *See id.* Next, the words “administrative hold” are found nowhere in

1 Nor is such an expansive concept of jurisdiction “essential to carry out [the NGCB’s and  
2 Commission’s] express statutory duties.” *See City of Henderson*, 122 Nev. at 335, 131 P.3d at 14.

3 The public policy of the state concerning gaming is expressed, in part, as follows:

4 The continued growth and success of gaming is dependent upon public  
5 confidence and trust that licensed gaming . . . [is] conducted honestly and  
6 competitively, that establishments which hold restricted and nonrestricted licenses  
7 where gaming is conducted and where gambling devices are operated do not unduly  
8 impact the quality of life enjoyed by residents of the surrounding neighborhoods,  
9 that the rights of the creditors of licensees are protected and that gaming is free  
10 from criminal and corruptive elements.

11 NRS 463.0129(1)(b); *see also* NRS 463.0129(1)(d) (gaming establishments are to be “controlled  
12 and assisted to protect the public health, safety, morals, good order and general welfare of the  
13 inhabitants of the State.”). Where, as here, a person ceases all involvement with the operations of  
14 a licensee and is out of the gaming industry altogether, the purposes of NRS 463.0129 no longer  
15 apply to that person. Indeed, once a person leaves the industry, the imposition of discipline is no  
16 longer necessary to ameliorate an alleged threat to the public health, safety, and welfare, because  
17 the goals to be achieved through the disciplinary process have already been accomplished. We  
18 address this issue in the following section.

19 **C. Mr. Wynn Has Already Satisfied Any Purported Goals to Be Achieved  
20 Through Disciplinary Proceedings Given His Complete Separation from Wynn  
21 Resorts.**

22 The NGCB is seeking the “revocation” of Mr. Wynn’s Findings of Suitability. *See Comp.*  
23 ¶ 7. Mr. Wynn has already addressed the NGCB’s and the Commission’s lack of jurisdiction to

24 NRS Chapter 463 or the Gaming Regulations, which means the legislature has not expressly  
25 authorized the NGCB to employ such a maneuver. The question then becomes whether the  
26 legislature has impliedly authorized such an action—*i.e.*, is it “essential” to the NGCB’s ability to  
27 carry out its express statutory duties? *See City of Henderson*, 122 Nev. at 335, 131 P.3d at 14.  
28 Clearly not. The NGCB has express power to deal with applicants and persons who have an  
ongoing, direct or indirect, involvement in the operation of a licensee. For the reasons set forth  
herein, an “administrative hold” is not essential to the NGCB’s ability to carry out its express  
duties regarding applicants and involved persons once someone has left the gaming industry  
altogether, and has no involvement in gaming operations of any licensee.

1 pursue this disciplinary relief. Regardless, the current proceeding is wholly unnecessary to achieve  
2 the goals of revoked suitability, including the public's protection, given Mr. Wynn's separation  
3 from Wynn Resorts nearly two years ago.

4 *First*, the regulations expressly provide that “[a] finding of suitability relates only to the  
5 specified involvement for which it was made. *If the nature of the involvement changes from that*  
6 *for which the applicant is found suitable, the applicant may be required to submit to a*  
7 *determination by the Commission of his or her suitability in the new capacity.”* Nev. Gaming  
8 Comm’n Reg. 4.030(10) (emphasis added). Mr. Wynn’s involvement with Wynn Resorts—the  
9 basis upon which he was previously found suitable—has undisputedly changed by virtue of his  
10 complete separation from the Company. Thus, if Mr. Wynn sought to re-enter the industry in some  
11 different capacity, he would be subject to seeking a new approval from the Commission at which  
12 time the NGCB and the Commission would be able to exercise their express statutory powers to  
13 investigate him and, if appropriate, to deny his application. *See* NRS 463.1405. Such a process  
14 unquestionably protects the public and satisfies the public policy of the State.

15  
16  
17 *Second*, if the Commission revokes any officer’s, director’s, or employee’s Findings of  
18 Suitability, “the publicly traded corporation shall immediately remove that officer, director or  
19 employee from any office or position wherein the officer, director or employee is actively and  
20 directly engaged in the administration or supervision of, or any other significant involvement with,  
21 the gaming activities of the corporation or any of its affiliated or intermediary companies.” NRS  
22 463.637(2). This remedy has already occurred: Mr. Wynn voluntarily resigned from his positions  
23 as an officer, director or employee of Wynn Resorts, and the Company so notified the NGCB.

24  
25 *Third*, if the Commission revokes a person’s Findings of Suitability, the licensee that  
26 employed the person may not “[p]ay the person any remuneration for any service relating to the  
27 activities of a licensee, except for amounts due for services rendered before the date of receipt of  
28

1 notice of such action by the Commission.” NRS 463.645(1). This remedy has already occurred:  
2 Mr. Wynn voluntarily gave up his rights to severance benefits, which the Company accepted.

3 *Fourth*, if the Commission revokes the suitability of a controlling stockholder, the affiliated  
4 corporation must pursue lawful efforts to require such person to relinquish his or her voting  
5 securities, and said person cannot exercise any voting rights. *See Nev. Gaming Comm’n Reg.*  
6 *16.440*. These remedies have already occurred: Mr. Wynn voluntarily sold his voting securities  
7 in orderly fashion, respecting the rights of the public markets, other stockholders, and regulatory  
8 authorities, without waiting for any “revocation” of his stockholder rights.

9  
10 *Fifth*, if the NGCB’s true concern is ensuring that Mr. Wynn’s departure from Nevada’s  
11 gaming industry is permanent, then the parties could have entered a stipulation or contract to that  
12 effect without the taxpayer expense associated with this disciplinary proceeding. Such an  
13 agreement would be enforceable under Nevada law. *See Cohen v. State*, 113 Nev. 180, 183-84,  
14 930 P.2d 125, 127-28 (1997) (upholding enforceability of stipulated agreement entered into  
15 between NGCB and applicant, which had been approved by the Commission). Mr. Wynn was  
16 willing to consider a negotiated resolution along these lines to avoid the expense and spectacle of  
17 protracted administrative/judicial proceedings, *see Campbell Decl.* ¶ 28, but the parties were  
18 unable to reach an agreement. Mr. Wynn continues to be willing to enter into a stipulated  
19 agreement that he will not return to Nevada’s gaming industry, and that any attempt to do so would  
20 constitute a new application for which the NGCB could recommend denial, and the Commission  
21 could adopt that recommendation. *See id.*

22  
23  
24 In the end, the only goal of the instant disciplinary proceedings that has not already been  
25 achieved is the professed ability of the Commission to impose significant fines upon Mr. Wynn.  
26 Nothing in the applicable statutes or regulations, however, expressly or impliedly authorizes the  
27 NGCB to seek, or the Commission to impose, what essentially amounts to an exorbitant “exit tax”  
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to leave Nevada's gaming industry. If the NGCB and the Commission seek to expand their jurisdiction to enable such actions, they must lobby the legislature.

**IV. CONCLUSION**

Based on the foregoing, Mr. Wynn respectfully submits that neither the NGCB nor the Commission have subject matter jurisdiction to pursue this action, and that the Complaint must be dismissed in its entirety.

DATED this 14th day of November, 2019.

CAMPBELL & WILLIAMS

By   
DONALD J. CAMPBELL, ESQ. (1216)  
J. COLBY WILLIAMS, ESQ. (5549)  
700 South Seventh Street  
Las Vegas, Nevada 89101

*Attorneys for Respondent  
Stephen A. Wynn*



**CERTIFICATE OF SERVICE**

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I certify that I am an employee of Campbell & Williams and that I did, on the 14th day of November, 2019, serve the foregoing **Motion to Dismiss Complaint Based on Lack of Subject Matter Jurisdiction** by e-mailing and sending via United States Mail, first class postage pre-paid, a copy thereof to the following attorneys of record for Complainant:

AARON D. FORD  
Attorney General

Kyle George, First Assistant Attorney General  
Steven G. Shevorski, Chief Litigation Counsel  
Craig Newby, Deputy Solicitor General  
Michael P. Soms, Senior Deputy Attorney General  
Edward L. Magaw, Senior Deputy Attorney General  
555 East Washington Avenue, Suite 3900  
Las Vegas, Nevada 89101

By:   
An Employee of Campbell & Williams

DECLARATION OF  
DONALD J. CAMPBELL

**DECLARATION OF DONALD J. CAMPBELL**

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I, DONALD J. CAMPBELL, declare as follows:

1. I am a resident of Clark County, Nevada. I am over the age of eighteen and am competent to make this Declaration. This Declaration is based upon my personal knowledge unless otherwise so stated, and if called upon to testify, I would testify as set forth herein.

2. I am a licensed attorney in the State of Nevada, Bar Number 1216, and am one of the attorneys representing Respondent Stephen A. Wynn (“Mr. Wynn” or “Steve Wynn”) in the above-captioned matter.

3. I make this Declaration in support of Mr. Wynn’s Motion to Dismiss Complaint Based on Lack of Subject Matter Jurisdiction.

**A. Background.**

4. Mr. Wynn has been the leading innovator in the gaming industry since his first Commission approvals at the Golden Nugget in the early 1970’s. In Mr. Wynn’s 45+ year tenure as a gaming licensee, the NGCB has never brought any disciplinary action against him, and he has received numerous approvals from the Commission over the decades. I request that the Commission take judicial notice of the foregoing facts and those that follow pursuant to the authorities set forth in the accompanying Motion to Dismiss.

5. Mr. Wynn is widely credited with reinventing modern Las Vegas with the opening of The Mirage Casino and Resort in or about 1989.<sup>1</sup> Mr. Wynn thereafter opened The Treasure Island Casino & Resort and The Bellagio under the umbrella of Mirage Resorts, Inc. After achieving unprecedented success with the foregoing Las Vegas properties, Mr. Wynn sold Mirage Resorts and founded Wynn Resorts in 2002. Once Mirage Resorts was sold, Mr. Wynn’s gaming

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<sup>1</sup> See Steve Wynn Biography (<https://www.biography.com/business-figure/steve-wynn>) (last visited Nov. 7, 2019), a true and correct copy of which is attached hereto as Exhibit 1.

1 licenses and approvals ended, and he was required to undergo investigations and obtain findings  
2 of suitability as a new applicant when he sought to return to the industry in 2005.

3 6. Wynn Resorts, through its wholly owned subsidiary, Wynn Las Vegas, LLC  
4 (“Wynn Las Vegas”), opened Wynn Las Vegas in 2005. The NGCB recommended, and the  
5 Commission approved, Wynn Las Vegas for a non-restricted gaming license, and likewise found  
6 Mr. Wynn suitable in his capacity as the Chairman and CEO of Wynn Resorts as well as in his  
7 capacity as the controlling shareholder of the Company.<sup>2</sup>

8  
9 7. On or about February 19, 2012, Wynn Resorts commenced an action styled *Wynn*  
10 *Resorts, Limited v. Kazuo Okada, et al.*, Case No. A-12-656710-B (the “Okada Litigation”), which  
11 was pending in the Eighth Judicial District Court from or about February 2012 through Spring  
12 2018, when the matter was resolved. *See* Comp. ¶ 29. The case arose from the Company’s  
13 redemption of stock held by Aruze USA, Inc. (“Aruze”). Aruze and its affiliates thereafter asserted  
14 counterclaims against Wynn Resorts, Mr. Wynn, the Company’s other directors, and Kimmarie  
15 Sinatra, the Company’s then-General Counsel. Elaine Wynn, Mr. Wynn’s ex-wife, who was sued  
16 by Aruze as a member of the Board at the time of the redemption, subsequently filed crossclaims  
17 against Mr. Wynn, the Company, and Ms. Sinatra.

18  
19 8. On January 26, 2018, during the final pre-trial stages of the Okada Litigation, *The*  
20 *Wall Street Journal* published an article alleging that “dozens” of former Wynn Resorts employees  
21 had accused Mr. Wynn of engaging in sexual misconduct while he was Chairman and CEO of the  
22 Company. *See* Comp. ¶ 12. *The Wall Street Journal* and other media outlets thereafter published  
23 additional articles and stories on the same subject, many of which contained demonstrably false  
24 statements of fact for which Mr. Wynn continues to pursue legal relief.  
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28 <sup>2</sup> *See* NGCB Location Details for Wynn Las Vegas, a true and correct copy of which is attached  
hereto as Exhibit 2.

1           9.       In the wake of the media firestorm that ensued following the January 26 article, the  
2 NGCB and gaming regulators in Massachusetts (“Mass Gaming”) announced that they would be  
3 investigating the allegations contained in the January 26 article to determine if Wynn Resorts  
4 remained suitable to hold a gaming license in their respective jurisdictions. *See* Comp. ¶ 26.

5 **B.   Mr. Wynn Completely Separates Himself from All Involvement with Wynn Resorts.**

6           10.       Confronted with the above allegations in the then-nascent “#metoo” era, Mr. Wynn  
7 made the decision to resign as Chairman and CEO of Wynn Resorts so that the Company he created  
8 could continue its success, and in order to ensure that Wynn Resorts’ shareholders would not suffer  
9 from the distraction that allegations of this nature might cause. Mr. Wynn’s resignation was  
10 effective February 6, 2018.<sup>3</sup> Mr. Wynn and Wynn Resorts (and Wynn Resorts Holdings, LLC)  
11 thereafter entered into a written agreement on February 15, 2018, outlining the terms of his  
12 separation from the Company and all of its affiliates, which included Mr. Wynn’s agreement to  
13 forego pursuit of a severance package worth approximately \$330 million.<sup>4</sup>

14           11.       At the time of his resignation, Mr. Wynn owned approximately twelve percent of  
15 Wynn Resorts’ stock through a family partnership. Mr. Wynn acted promptly to divest his stock  
16 ownership in an orderly manner. On March 21, 2018, Mr. Wynn’s family partnership sold  
17 4,104,999 shares of Wynn Resorts stock.<sup>5</sup> On March 22, 2018, Mr. Wynn’s family partnership  
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22 <sup>3</sup> *See* Wynn Resorts Press Release dated Feb. 6, 2018, a true and correct copy of which is attached  
23 hereto as Exhibit 3; *see also* Comp. ¶ 9; Ex. 2 (Location Details) at 7.

24 <sup>4</sup> *See* Separation Agreement dated Feb. 15, 2018, a true and correct copy of which is attached  
25 hereto as Exhibit 4 (providing, in part, that Mr. Wynn “hereby confirms that he resigned as an  
26 employee, director and officer and chairman of the Board of the Company, including its  
27 subsidiaries and affiliates (and each of their respective boards of directors or other governing  
28 bodies[.]”).

<sup>5</sup> *See* Wynn Resorts Press Release dated Mar. 22, 2018, a true and correct copy of which is attached  
hereto as Exhibit 5; *see also* Comp. ¶ 9; Ex. 2 (Location Details) at 7.

1 entered into agreements to sell its remaining ownership stake in the Company (approximately eight  
2 million shares).<sup>6</sup>

3 12. Although the parties' Separation Agreement permitted Mr. Wynn to remain in his  
4 residence at Wynn Las Vegas until June 1, 2018, Mr. Wynn moved out of his residence in or about  
5 April 2018. Similarly, although Wynn Resorts' bylaws permitted Mr. Wynn to vote at the  
6 Company's annual shareholders meeting on May 16, 2018 based on his stock ownership as of  
7 March 2018, Mr. Wynn did not vote or otherwise participate at said meeting.  
8

9 13. In short, Mr. Wynn ceased all direct or indirect ownership and involvement with  
10 Wynn Resorts and its affiliates between February and May 2018 at the latest.

11 14. Upon information and belief, Wynn Resorts submitted a written application to the  
12 NGCB and/or Commission in early 2018, seeking to remove Mr. Wynn as well as Aruze USA,  
13 Inc. (and its affiliates Kazuo Okada and Universal Entertainment Corporation) from the Nevada  
14 gaming license for Wynn Las Vegas. The NGCB Location Report for Wynn Las Vegas confirms  
15 that Mr. Wynn was removed as an officer and director from the Wynn Las Vegas license as of  
16 February 23, 2018 and removed as a shareholder as of March 28, 2013.<sup>7</sup>  
17

18 **C. Mass Gaming Determines that Mr. Wynn Is No Longer a "Qualifier."**

19 15. On or about February 27, 2018, Mr. Wynn's counsel notified Mass Gaming of the  
20 changed circumstances described above, which raised the question of whether Mr. Wynn remained  
21 an individual "qualifier" requiring approvals under the Massachusetts regulatory scheme. The  
22 Massachusetts Gaming Commission conducted a hearing on April 27, 2018 to consider the issue,  
23 and it issued a written Decision and Order on May 7, 2018, finding that Mr. Wynn would no longer  
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27 <sup>6</sup> *See id.*

28 <sup>7</sup> *See Ex 2 at 7.*

1 be a qualifier after the Wynn Resorts Annual Shareholders Meeting on May 16, 2018, and that  
2 Wynn Resorts no longer needed to obtain Mass Gaming approval for Mr. Wynn.<sup>8</sup>

3 16. Mass Gaming made extensive findings regarding Mr. Wynn's non-qualifier status,  
4 which include in pertinent part:

5 *Mr. Wynn is no longer an officer or director of Wynn Resorts, Ltd., and*  
6 *accordingly, he can no longer exercise control or provide direction to Wynn*  
7 *MA, LLC or Wynn Resorts, Ltd. in either of those capacities as a matter of law.*  
8 Further, it is clear that Mr. Wynn no longer owns any stock in Wynn Resorts,  
9 Ltd., and, at the conclusion of the next annual stockholders meeting, *he can no*  
10 *longer exercise control or provide direction in that capacity either.* Mr. Wynn's  
11 resignation as an officer and director and divestiture of stock holdings further  
12 demonstrates that *he no longer holds a financial interest in the gaming*  
13 *establishment* under construction in Everett, Massachusetts or in Wynn MA,  
14 LLC, the gaming licensee which holds the license issued by the Commission.  
15 These latter factors eliminate Mr. Wynn as a qualifier under categories 2 and 3.

16 Mass Gaming likewise determined that Mr. Wynn was (or would be) eliminated as a qualifier  
17 under the remaining five factors set forth in its licensing scheme upon the completion of Wynn  
18 Resorts' next annual shareholders meeting in May 2018 and upon the discharge of Mr. Wynn's  
19 city ledger account.<sup>9</sup>

20 17. Given his status as a non-qualifier, Mr. Wynn was under no obligation to cooperate  
21 with Mass Gaming's ongoing investigation into Wynn Resorts. Despite this fact, Mr. Wynn's  
22 counsel continued to field and respond to various inquiries from Mass Gaming investigators.  
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25

26 <sup>8</sup> See Mass Gaming Decision and Order dated May 7, 2018, a true and correct copy of which is  
27 attached hereto as Exhibit 6.

28 <sup>9</sup> See *id.* at 5-8 (emphases added).

**D. NGCB's Interaction with Mr. Wynn's Counsel.**

1  
2 18. On or about June 29, 2018, a NGCB agent sent a letter to Mr. Wynn, in care of his  
3 counsel, notifying him that the NGCB intended to schedule an investigative hearing in late August  
4 2018 at which he would be required to appear and present testimony.<sup>10</sup>

5 19. Even though Mr. Wynn had not been affiliated with any Nevada gaming licensee  
6 for months by that time, I agreed to meet with NGCB agents in the spirit of cooperation just as  
7 Mr. Wynn's counsel had continued to respond to occasional inquiries from Mass Gaming. My  
8 partner, Philip R. Erwin, and I flew to northern Nevada and met with NGCB agents on August 30,  
9 2018 in Carson City.

10 20. During the meeting, Mr. Erwin and I reaffirmed the undisputed fact that Mr. Wynn  
11 had completely separated himself from Wynn Resorts and, thus, was no longer directly or  
12 indirectly involved with any Nevada licensee such that he would remain subject to the jurisdiction  
13 of the NGCB and/or the Commission. We further advised that Mr. Wynn had no intention of  
14 returning to any role involved with gaming in Nevada. Finally, we advised that while Mr. Wynn  
15 was willing to cooperate with the NGCB's investigation despite his departure from the gaming  
16 industry, such cooperation would necessarily have to be limited to answering written inquiries as  
17 Mr. Wynn was a party to a number of ongoing lawsuits seeking to vindicate his good name and  
18 had to be vigilant about protecting any applicable privileges and work product.

19 21. Despite our positions as set forth above, the NGCB agents advised they intended to  
20 formally interview Mr. Wynn on September 7, 2018. I thereafter provided written correspondence  
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27 <sup>10</sup> See NGCB Letter dated June 29, 2018, a true and correct copy of which is attached hereto as  
28 Exhibit 7.



1 to the NGCB on September 5, 2018 wherein I reiterated the above points made at the August 30  
2 meeting.<sup>11</sup>

3 22. The NGCB greeted my letter with silence. It never responded to the letter. Nor did  
4 it ever contest that Mr. Wynn was no longer directly or indirectly involved with any Nevada  
5 licensee.

6 **E. The Commission Fines Wynn Resorts \$20 Million.**

7  
8 23. On January 25, 2019, the NGCB filed a complaint against Wynn Resorts and Wynn  
9 Las Vegas, LLC based on its alleged failure to investigate allegations of wrongdoing made against  
10 Mr. Wynn.<sup>12</sup> The complaint is notable given NGCB's admission that Mr. Wynn had resigned from  
11 all positions he held with Wynn Resorts and its affiliates in February 2018 and that he held no  
12 ownership interest therein by March 2018.<sup>13</sup>

13 24. Simultaneously with the filing of the complaint, the NGCB and the respondents  
14 executed a Stipulation for Settlement and Order that remained subject to Commission approval.<sup>14</sup>  
15 The Commission approved the Stipulation for Settlement at a hearing held on February 26, 2019.  
16 The Commission further imposed a fine on Wynn Resorts in the amount of \$20 million, as the  
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22 <sup>11</sup> See Letter from D. Campbell dated Sept. 5, 2018, a true and correct copy of which is attached  
hereto as Exhibit 8.

23 <sup>12</sup> See Complaint dated Jan. 25, 2019, a true and correct copy of which is attached hereto as Exhibit  
24 9. As continuing licensees, Wynn Resorts and Wynn Las Vegas remained subject to NGCB and  
25 Commission jurisdiction because of their gaming operations at Wynn Las Vegas and the adjoining  
Encore.

26 <sup>13</sup> See *id.* ¶¶ 24-25.

27 <sup>14</sup> See Stipulation for Settlement and Order dated filed Feb. 26, 2019, a true and correct copy of  
28 which is attached hereto as Exhibit 10.

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Stipulation and Order allowed, which was memorialized in an Addendum to the Stipulation for Settlement and Order.<sup>15</sup>

**F. Mass Gaming Fines Wynn Resorts \$35 Million.**

25. Just over a month after the Commission imposed its fine on Wynn Resorts, Mass Gaming conducted an adjudicatory hearing regarding the Company's suitability for a Massachusetts gaming license on April 2-4, 2019.

26. On or about April 30, 2019, Mass Gaming issued a written decision finding that Wynn Resorts, Wynn MA, LLC and their qualifiers were suitable to maintain a gaming license in the Commonwealth, subject to the fines and conditions set forth in the decision.<sup>16</sup>

27. Mass Gaming imposed a fine on Wynn Resorts in the amount of \$35 million, nearly double that imposed by the Commission.<sup>17</sup>

**G. The NGCB Files a Complaint Against Mr. Wynn Nearly Two Years After He Voluntarily Ceased all Involvement with Wynn Resorts.**

28. In or about Summer 2019, I learned that the NGCB was considering the filing of a disciplinary action against Mr. Wynn. In an effort to spare taxpayers and Mr. Wynn the expense and fatigue associated with protracted administrative and/or judicial proceedings resurrecting the subject matter addressed in the Wynn Resorts disciplinary actions, I contacted NGCB agents about a possible negotiated resolution. Even though it is Mr. Wynn's position that the NGCB and the Commission have no jurisdiction over him given his lack of any involvement with a Nevada licensee, Mr. Wynn was nonetheless willing to consider entering a stipulation whereby he would

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<sup>15</sup> See Addendum to Stipulation for Settlement and Order dated Feb. 26, 2019, a true and correct copy of which is attached hereto as Exhibit 11.

<sup>16</sup> See Mass Gaming Press Release dated Apr. 30, 2019, a true and correct copy of which is attached hereto as Exhibit 12.

<sup>17</sup> See *id.*

1 agree not to seek any involvement in the Nevada gaming industry in the future. The parties were  
2 unable to reach a resolution. Mr. Wynn continues to be willing to enter into a stipulated agreement  
3 that he will not return to Nevada’s gaming industry, and that any attempt to do so would constitute  
4 a new application for which the NGCB could recommend denial, and the Commission could adopt  
5 that recommendation.

6 29. On October 14, 2019, well over a year after Mr. Wynn’s counsel had advised NGCB  
7 agents of their lack of jurisdiction over Mr. Wynn, the Chairwoman for the NGCB sent Mr.  
8 Wynn’s counsel a letter advising that “the Nevada Gaming Control Board will seek to have the  
9 Nevada Gaming Commission revoke the Findings of Suitability for Mr. Stephen A. Wynn.”<sup>18</sup>

10 30. The NGCB filed its Complaint against Mr. Wynn the same day, which expressly  
11 acknowledges that he is no longer an officer, director or stockholder of Wynn Resorts or its  
12 affiliates.<sup>19</sup> The Complaint instead alleges that the NGCB retains jurisdiction over Mr. Wynn  
13 because it placed an “administrative hold” on his Findings of Suitability.<sup>20</sup>

14 31. The statutes and regulations governing gaming in Nevada are devoid of any concept  
15 known as an “administrative hold.” Upon information and belief, the NGCB never provided Mr.  
16 Wynn with any written notice that it was placing a so-called “administrative hold” on any of his  
17 prior gaming approvals.

18 32. The Complaint, in large measure, mirrors the complaint NGCB filed against Wynn  
19 Resorts.<sup>21</sup> Put differently, the Complaint against Mr. Wynn is not premised on any “new”  
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24 <sup>18</sup> See Letter from S. Morgan dated Oct. 14, 2019, a true and correct copy of which is attached  
25 hereto as Exhibit 13.

26 <sup>19</sup> See Complaint (Case No. NGC 19-03) filed Oct. 14, 2019 ¶ 9, a true and correct copy of which  
27 is attached hereto as Exhibit 14.

28 <sup>20</sup> See *id.*

<sup>21</sup> Compare, e.g., Ex. 9 ¶¶ 35 - 54 with Ex. 14 ¶¶ 95 - 123.

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developments or presently-occurring conditions, other than the allegation that he failed to appear at the September 7, 2018, interview in violation of the gaming statutes and regulations.

33. The relief sought in the Complaint is two-fold. First, the NGCB requests the Commission “to fine Mr. Wynn a monetary sum pursuant to the parameters defined in NRS 463.310(4) for each separate violation of the provisions of the Nevada Gaming Control Act or the Regulations of the Gaming Commission.” Second, the NGCB requests that the Commission “revoke Mr. Wynn’s Findings of Suitability pursuant to the parameters defined in NRS 463.310(4).”<sup>22</sup>

34. On November 7, 2019, the Commission Chair approved a stipulation setting forth a procedural framework to address the threshold question of jurisdiction prior to conducting any substantive hearing on the merits.<sup>23</sup>

I declare under penalty of perjury of the laws of the State of Nevada that the foregoing is true and correct to the best of my knowledge.

DATED this 14th day of November, 2019.

  
DONALD J. CAMPBELL

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<sup>22</sup> See Ex. 14 at 23:7-11 (Prayer for Relief).

<sup>23</sup> See Stipulation and Order Re: Briefing Schedule and Hearing Date on Respondent’s Forthcoming Motion to Dismiss filed Nov. 8, 2019.



**NAME**

Steve Wynn

**BIRTH DATE**January 27, 1942  
(age 77)**EDUCATION**University of  
Pennsylvania,  
Manlius School**PLACE OF BIRTH**New Haven,  
Connecticut**FULL NAME**Stephen Alan  
Wynn**ZODIAC SIGN**

Aquarius

## Steve Wynn Biography

(1942–)

UPDATED: APR 16, 2019 · ORIGINAL: FEB 7, 2018

Casino resort developer Steve Wynn brought new life to the Las Vegas strip by renovating the Golden Nugget and opening The Mirage and The Bellagio. He later served as finance chairman of the Republican National Committee.

### Who Is Steve Wynn?

Steve Wynn was born on January 27, 1942, in New Haven, Connecticut. In 1967, he moved to Las Vegas, where he renovated and expanded the Golden Nugget. After acquiring interests in several other casinos, he built the high-end casinos The Mirage on the Strip and The Bellagio. In early 2018, Wynn resigned as chairman of Wynn Resorts and as finance chairman of the Republican National Committee over allegations of sexual misconduct.

### Early Life

Developer Stephen Alan Wynn was born on January 27, 1942, in New Haven, Connecticut. After graduating from the exclusive Manlius School in upstate New York, Wynn attended the University of Pennsylvania. Following his father's death in 1963, Wynn left school to take over the

family's bingo operation in Maryland.

### Career Highlights

In 1967, Wynn moved to Las Vegas, where he renovated and expanded the tired and shabby Golden Nugget Las Vegas with great success, attracting a new upscale clientele to downtown. After acquiring interests in several other casinos, Wynn built The Mirage on the Strip, featuring some of the most luxe accommodations and eye-opening entertainment in town. His second high-end casino, The Bellagio, included an artificial lake and a gallery that housed museum-quality artworks. The Bellagio is credited with leading the resurgence of Las Vegas as a luxury destination for wealthy travelers in the 1990s.

After selling Mirage Resorts to MGM Grand Inc. in 2000, Wynn opened his most expensive project to date, the Wynn Las Vegas, in 2005. A year later, he opened Wynn Macau in the largest gaming jurisdiction in Asia. He went on to add the Encore Las Vegas and Encore Macau to his collection of resorts.

## RNC Finance Chairman

Shortly after President Donald Trump took office in January 2017, Wynn became finance chairman of the Republican National Committee. The two men had known each other for years, though they weren't always on the best of terms; prior to coming around to the Republican nominee, Wynn had supported one of his rivals, Florida Senator Marco Rubio.

## Resignation from RNC and Wynn Resorts

Wynn's tenure with the RNC lasted just shy of a year; one day after the *Wall Street Journal* reported on his alleged sexual misconduct involving casino employees, he announced he was stepping down on January 27, 2018.

"Effective today I'm resigning as finance chairman of the RNC," Wynn said. "The unbelievable success we have achieved must continue. The work we are doing to make America a better place is too important to be impaired by this distraction."

However, the resignation didn't put an end to his troubles, as the Massachusetts Gaming Commission and a separate committee of independent directors were set to investigate the allegations. Furthermore, it was announced that shares of Wynn Resorts stock had dropped from \$201.30 on January 26, the day the *Wall Street Journal* report hit, to \$163.48 on January 29, adding up to a loss of \$463 million for its founder.

On February 6, the casino mogul announced he was also resigning as chairman and chief executive of Wynn Resorts, blaming "an avalanche of negative publicity" for creating a situation "in which a rush to judgment takes precedence over everything else, including the facts." In a statement, the company's board said it had "reluctantly" accepted its founder's resignation.

## Citation Information

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Steve Wynn Biography

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Original Published Date

April 1, 2014





# Nevada Gaming Control Board

## Location Details - Public

### Location Information

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**01888-07 WYNN LAS VEGAS****Name:** WYNN LAS VEGAS, LLC**Status:** Active**DB As:** WYNN LAS VEGAS**Account Type:** Nonrestricted**DB At:****Physical:** 3131 S LAS VEGAS BLVD  
LAS VEGAS NEVADA 89109**Mailing:** ATTN: SHANNON NADEAU  
3131 S LAS VEGAS BLVD  
LAS VEGAS NEVADA 89109

### Status Dates

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Approved: 03/24/2005

Temp Closure Through: N/A

Started: 04/28/2005

Admin Hold: N/A

### Old Names

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Name	Removed Date
DESERT INN	N/A
DESERT INN HOTEL	N/A
DESERT INN HOTEL & CASINO	N/A
DESERT INN RESORT & CASINO	N/A
SHERATON DESERT INN RESORT & CASINO	N/A
STARS' DESERT INN HOTEL AND COUNTRY CLUB	N/A

### Location Approvals

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Approval Date	Limit	Approval Date	Approval Date
Slots: 04/28/2005	Unlimited	Race Book: 04/28/2005	Race Pari-Mutuel: 04/28/2005
Table Games: 04/28/2005	Unlimited	Sports Pool: 04/28/2005	Sports Pari-Mutuel: 04/28/2005
Counter Games: –	3	Bingo: N/A	Free Bingo: N/A
Card Games: 04/28/2005	Unlimited	Keno: 04/28/2005	Parlays: N/A
Gaming Salon: 04/28/2005	18	Prog Keno: N/A	

### Other Approvals

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No approvals found.

# Nevada Gaming Control Board

## Location Details - Public

### Conditions

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Status Date: 03/28/2019 Meeting Date: 03/28/2019 Inherited From: 28565-01  
Action: Order Status: Active Office in Charge: CC Corp Security  
PER NEVADA GAMING COMMISSION ORDER FILE NO. SD-171

Status Date: 04/28/2005 Meeting Date:  
Action: Commission Status: Active Office in Charge: LV Audit  
FOR THESE ADDITIONAL FOUR GAMING SALONS, WYNN LAS VEGAS SHALL ADHERE TO EXISTING INTERNAL CONTROL PROCEDURES ALREADY APPROVED BY GCB AUDIT DIVISION.

Status Date: 04/28/2005 Meeting Date:  
Action: Commission Status: Active Office in Charge: LV Enforcement  
THE PROPOSED FLOOR PLAN SHOWS A DOOR ENTERING INTO ROOM 4C377, WHICH TO DATE HAS NOT BEEN INSTALLED. ALSO, THE HALLWAY TO ROOM 4C371 IS CURRENTLY NOT ACCESSIBLE TO THE PUBLIC. ONCE THE DOOR HAS BEEN INSTALLED AND THE HALLWAY MADE FULLY ACCESSIBLE TO THE PUBLIC, WYNN LAS VEGAS MUST NOTIFY THE APPROPRIATE BOARD PERSONNEL.

Status Date: 04/28/2005 Meeting Date:  
Action: Commission Status: Active Office in Charge: LV Enforcement  
THE SURVEILLANCE SYSTEM FOR THE ADDITIONAL FOUR (4) GAMING SALONS MUST BE REVIEWED AND APPROVED BY THE GCB ENFORCEMENT DIVISION PRIOR TO THE OPERATION OF THE SALONS AND THEREAFTER BE MAINTAINED AT OR ABOVE THE STANDARD THAT IS APPROVED.

Status Date: 04/28/2005 Meeting Date: 03/24/2005  
Action: Commission Status: Active Office in Charge: CC Investigations  
WITHIN 60 DAYS OF THE APPOINTMENT OF ANY OFFICER, AS DEFINED BY THE AMENDED AND RESTATED OPERATING AGREEMENT OF WYNN LAS VEGAS, LLC. SUCH OFFICER SHALL FILE AN APPLICATION FOR LICENSURE AS A KEY EXECUTIVE.

Status Date: 04/28/2005 Meeting Date: 03/24/2005  
Action: Commission Status: Active Office in Charge: LV Enforcement  
THE INTERNATIONAL GAMING SALONS' SURVEILLANCE SYSTEM MUST BE REVIEWED AND APPROVED BY THE GCB ENFORCEMENT DIVISION PRIOR TO THE ISSUANCE OF A STATE GAMING LICENSE (APPROVED 09/29/05) AND THEREAFTER BE MAINTAINED AT OR ABOVE THE STANDARD WHICH IS APPROVED.

Status Date: 04/28/2005 Meeting Date: 03/24/2005  
Action: Commission Status: Active Office in Charge: LV Enforcement  
THE SURVEILLANCE SYSTEM MUST BE REVIEWED AND APPROVED BY THE GAMING CONTROL BOARD ENFORCEMENT DIVISION PRIOR TO THE ISSUANCE OF A STATE GAMING LICENSE (APPROVED 04/27/05) AND THEREAFTER BE MAINTAINED AT OR ABOVE THE STANDARD WHICH IS APPROVED.

### Owners

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WYNN LAS VEGAS		(01888-07)			
Name	Relationship	Status	Effective	Removed	
WYNN LAS VEGAS, LLC (09587-01)	DBAS	Active	04/28/2005		

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# Nevada Gaming Control Board

## Location Details - Public

### WYNN LAS VEGAS, LLC

(09587-01)

Name	Relationship	Status	Effective	Removed
WYNN LAS VEGAS HOLDINGS, LLC (32993-01)	OWNER: 100%	Active	09/08/2015	
	----- 08/2015 NGC MEETING MANAGER	Active	09/08/2015	
WYNN RESORTS FINANCE, LLC (32992-01)	OWNER: 100%	Removed	09/08/2015	09/08/2015
	----- 08/2015 NGC MEETING MANAGER	Removed	09/08/2015	09/08/2015
WYNN RESORTS HOLDINGS, LLC (28566-01)	OWNER: 100%	Removed	04/28/2005	09/08/2015
	MEMBER AND MANAGER	Removed	04/28/2005	09/08/2015
HOUGHTON, JAMES WILLIAM	CHIEF OFFICER (LKE)	Removed	09/22/2011	08/20/2012
	----- KEY EMPLOYEE INFORMATION			
	VICE PRESIDENT (LKE)	Removed	09/22/2011	08/20/2012
LAWRENCE, DEAN JOSEPH	----- KEY EMPLOYEE			
	CHIEF FINANCIAL OFFICER	Active	07/28/2016	
MICHAELS, STACIE	SENIOR VICE PRESIDENT	Active	07/28/2016	
	VICE PRESIDENT	Removed	03/17/2016	08/30/2017
MICHAELS, STACIE	GENERAL COUNSEL	Removed	03/17/2016	12/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SECRETARY	Removed	03/17/2016	12/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SENIOR VICE PRESIDENT	Removed	08/30/2017	12/13/2018
OSELAND, ROBERT LEWIS II	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	EXECUTIVE VICE PRESIDENT	Removed	04/28/2005	11/05/2010
	----- AND MARKETING CASINO OPERATIONS			
OSELAND, ROBERT LEWIS II	CHIEF OPERATING OFFICER	Removed	11/05/2010	02/15/2011
	----- ENCORE			
PARIENTE, ALEJANDRO	EXECUTIVE VICE PRESIDENT (LKE)	Removed	07/23/2009	07/22/2014
	----- KEY EMPLOYEE OF INTERNATIONAL MARKETING			
PETERSON, SCOTT EDWARD	CHIEF FINANCIAL OFFICER	Removed	07/22/2010	03/10/2015
	SENIOR VICE PRESIDENT	Removed	07/22/2010	03/10/2015

# Nevada Gaming Control Board

## Location Details - Public

### WYNN LAS VEGAS, LLC

(09587-01)

Name	Relationship	Status	Effective	Removed
RUBINSTEIN, MARC HOWARD	SECRETARY	Removed	04/28/2005	08/15/2006
SCHORR, MARC DENNIS	CHIEF EXECUTIVE OFFICER	Removed	04/28/2005	10/17/2005
	PRESIDENT	Removed	04/28/2005	10/17/2005
SINATRA, KIMMARIE	GENERAL COUNSEL (LKE)	Removed	02/21/2008	12/29/2015
	SENIOR VICE PRESIDENT	Removed	02/21/2008	12/29/2015
	SECRETARY	Removed	02/21/2008	12/29/2015
	ASSISTANT SECRETARY	Removed	12/29/2015	08/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
SISK, DAVID ROSS	CHIEF FINANCIAL OFFICER	Removed	04/28/2005	05/01/2009
SPIEGEL, MARILYN GRACE	PRESIDENT	Active	09/26/2019	
	PRESIDENT	Removed	10/20/2011	04/04/2013
TOUREK, KEVIN JAMES	ASSISTANT SECRETARY	Removed	12/31/2015	12/22/2016
	GENERAL COUNSEL	Removed	09/20/2007	11/17/2015
	GLOBAL COMPLIANCE OFFICER	Removed	11/17/2015	12/22/2016
	SENIOR VICE PRESIDENT	Removed	09/20/2007	11/17/2015
	SECRETARY	Removed	09/20/2007	11/17/2015
VOLLMER, STEVEN H	VICE PRESIDENT INFORMATION SYSTEMS	Removed	02/26/2013	08/28/2015
	SENIOR VICE PRESIDENT, CIO-USA	Removed	08/28/2015	12/28/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
WEITMAN, STEVEN ALAN	CHIEF OPERATING OFFICER	Active	09/21/2017	
WOODEN, MAURICE L	PRESIDENT	Removed	11/20/2014	12/28/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING			

### WYNN LAS VEGAS HOLDINGS, LLC

(32993-01)

Name	Relationship	Status	Effective	Removed
WYNN RESORTS FINANCE, LLC (32992-01)	OWNER: 100%	Active	09/08/2015	
	MANAGER	Active	09/08/2015	

# Nevada Gaming Control Board

## Location Details - Public

### WYNN RESORTS FINANCE, LLC

(32992-01)

Name	Relationship	Status	Effective	Removed
WYNN RESORTS HOLDINGS, LLC (28566-01)	OWNER: 100%	Active	09/08/2015	
	MANAGER	Active	09/08/2015	

### WYNN RESORTS HOLDINGS, LLC

(28566-01)

Name	Relationship	Status	Effective	Removed
WYNN RESORTS, LIMITED (28565-01)	OWNER: 100%	Active	04/28/2005	
	MANAGER	Active	04/28/2005	
SINATRA, KIMMARIE	GENERAL COUNSEL (LKE)	Removed	02/21/2008	08/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SECRETARY	Removed	02/21/2008	08/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SENIOR VICE PRESIDENT	Removed	02/21/2008	08/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			

### WYNN RESORTS, LIMITED

(28565-01)

Name	Relationship	Status	Effective	Removed
ARUZE USA, INC. (26554-01)	SHAREHOLDER	Removed	04/28/2005	03/08/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING RELATED TO KAZUO OKADA.			
UNIVERSAL ENTERTAINMENT CORPORATION (24971-01)	CONTROLLING SHAREHOLDER	Removed	04/28/2005	03/08/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING RELATED TO KAZUO OKADA.			
BILLINGS, CRAIG SCOTT	CHIEF FINANCIAL OFFICER	Active	04/25/2019	
	PRESIDENT	Active	06/05/2019	
	TREASURER	Active	04/25/2019	
COOTEY, STEPHEN LAWRENCE	CHIEF FINANCIAL OFFICER	Removed	07/23/2015	08/30/2017
	SENIOR VICE PRESIDENT (LKE)	Removed	07/23/2015	08/30/2017
	TREASURER	Removed	07/23/2015	08/30/2017

# Nevada Gaming Control Board

## Location Details - Public

### WYNN RESORTS, LIMITED

(28565-01)

Name	Relationship	Status	Effective	Removed
HAGENBUCH, JOHN JACOB	AUDIT COMMITTEE CHAIRMAN	Removed	05/18/2017	08/28/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	DIRECTOR	Removed	05/18/2017	08/28/2018
KRAMER, RONALD JAY	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	DIRECTOR	Removed	04/28/2005	06/03/2008
MADDOX, MATTHEW	PRESIDENT	Removed	04/28/2005	06/03/2008
	CHIEF EXECUTIVE OFFICER	Active	02/23/2018	
OKADA, KAZUO	CHIEF FINANCIAL OFFICER (LKE)	Removed	01/21/2010	12/29/2015
	PRESIDENT	Removed	11/12/2013	06/05/2019
	TREASURER	Removed	01/21/2010	07/22/2014
PASCAL, ANDREW SCOTT	DIRECTOR	Removed	12/05/2011	04/04/2013
	VICE CHAIRMAN OF BOARD	Removed	04/28/2005	12/05/2011
RUBINSTEIN, MARC HOWARD	SENIOR VICE PRESIDENT	Removed	04/28/2005	11/21/2005
	----- AND DEVELOPMENT PRODUCT MARKETING (LKE)	Removed	04/28/2005	11/21/2005
	----- KEY EMPLOYEE			
SATRE, PHILIP GLEN	SECRETARY	Removed	04/28/2005	08/15/2006
SCHORR, MARC DENNIS	CHAIRMAN OF THE BOARD	Active	08/22/2019	
SINATRA, KIMMARIE	CHIEF OPERATING OFFICER	Removed	04/28/2005	07/22/2014
	SENIOR VICE PRESIDENT	Removed	02/21/2008	12/29/2015
STRZEMP, JOHN	EXECUTIVE VICE PRESIDENT	Removed	12/29/2015	08/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	GENERAL COUNSEL (LKE)	Removed	02/21/2008	08/13/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SECRETARY	Removed	02/21/2008	08/13/2018
STRZEMP, JOHN	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	CHIEF ADMINISTRATION OFFICER	Removed	04/15/2008	08/30/2017
	EXECUTIVE VICE PRESIDENT	Removed	04/15/2008	08/30/2017

# Nevada Gaming Control Board

## Location Details - Public

### WYNN RESORTS, LIMITED

(28565-01)

Name	Relationship	Status	Effective	Removed
STRZEMP, JOHN	CHIEF FINANCIAL OFFICER	Removed	04/28/2005	04/15/2008
	TREASURER	Removed	04/28/2005	04/15/2008
WAYSON, DANIEL BOONE	CHAIRMAN AUDIT COMMITTEE	Removed	09/26/2013	12/29/2015
	CHAIRMAN OF THE BOARD	Removed	02/23/2018	12/28/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	DIRECTOR	Removed	09/26/2013	12/28/2018
WYNN, STEPHEN ALAN	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	CONTROLLING SHAREHOLDER	Removed	04/28/2005	03/28/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SHAREHOLDER	Removed	04/28/2005	03/28/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	CHAIRMAN OF THE BOARD	Removed	04/28/2005	02/23/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING. INDIVIDUAL NO LONGER HOLDS POSITION.			
CHIEF EXECUTIVE OFFICER	Removed	04/28/2005	02/23/2018	
----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING. INDIVIDUAL NO LONGER HOLDS POSITION.				

### UNIVERSAL ENTERTAINMENT CORPORATION

(24971-01)

Name	Relationship	Status	Effective	Removed
OKADA, KAZUO	OWNER: 50.05%	Removed	09/02/2008	05/05/2009
	CHAIRMAN OF THE BOARD	Removed	04/28/2005	03/08/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	CONTROLLING SHAREHOLDER	Removed	04/28/2005	03/08/2018
----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.				



# Nevada Gaming Control Board

## Location Details - Public

**UNIVERSAL ENTERTAINMENT CORPORATION**

**(24971-01)**

Name	Relationship	Status	Effective	Removed
OKADA, KAZUO	DIRECTOR	Removed	04/28/2005	03/08/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
	SHAREHOLDER	Removed	04/28/2005	03/08/2018
	----- ADMINISTRATIVE HOLD - INVESTIGATION PENDING.			
HIKIJ, TATSUO	EXECUTIVE OFFICER	Removed	01/26/2006	10/30/2006
	(LKE)	Removed	01/26/2006	10/30/2006
	----- KEY EMPLOYEE SENIOR GENERAL MANAGER OF MANUFACTURING DIVISION			
KIYOKAWA, MITSUO	EXECUTIVE OFFICER	Removed	01/26/2006	12/06/2007
	GENERAL MANAGER (LKE)	Removed	01/26/2006	12/06/2007
	----- KEY EMPLOYEE OF CORPORATE PLANNING OFFICE			
KOBAYASHI, TERUHIKO	GENERAL MANAGER (LKE)	Removed	01/26/2006	11/03/2006
	----- ACCOUNTING ADMINISTRATION DEPARTMENT KEY EMPLOYEE OF FINANCE AND OF GENERAL			
	EXECUTIVE OFFICER	Removed	01/26/2006	12/06/2007
	(LKE)	Removed	01/26/2006	11/03/2006
	----- KEY EMPLOYEE SENIOR GENERAL MANAGER OF ADMINISTRATION DIVISION			
	SENIOR GENERAL MANAGER OF ADMINISTRATION DIVISION	Removed	01/26/2006	11/03/2006
OKADA, TOMOHIRO	CONTROLLING SHAREHOLDER	Removed	04/28/2005	03/08/2018
	DIRECTOR	Removed	02/18/2010	03/08/2018
	SHAREHOLDER	Removed	04/28/2005	03/08/2018
SHOJI, YOSHIYUKI	EXECUTIVE OFFICER	Removed	04/28/2005	08/17/2005

# Nevada Gaming Control Board

## Location Details - Public

### UNIVERSAL ENTERTAINMENT CORPORATION

(24971-01)

Name	Relationship	Status	Effective	Removed
SHOJI, YOSHIYUKI	GAMING COMPLIANCE OFFICER	Removed	12/20/2007	08/28/2013
	(LKE)	Removed	12/20/2007	05/05/2009
TOKUDA, HAJIME	----- KEY EMPLOYEE GAMING COMPLIANCE OFFICER			
	PRESIDENT	Removed	03/18/2010	09/30/2013
	(LKE)	Removed	03/18/2010	09/30/2013
	----- KEY EMPLOYEE SR GEN MGR OF THE ADMINISTRATION DIV			
YOGO, KUNIHICO	REPRESENTATIVE EXECUTIVE OFFICER	Removed	03/18/2010	01/12/2011
	CHIEF EXECUTIVE OFFICER	Removed	11/21/2007	02/14/2008
	PRESIDENT	Removed	02/14/2008	08/04/2008
	INTERIM GENERAL MANAGER OF FINANCE AND ACCOUNTING DEPT.	Removed	11/21/2007	11/05/2008
	INTERIM SENIOR GENERAL MANAGER OF ADMINISTRATIVE DIVISION	Removed	11/21/2007	11/05/2008
	DIRECTOR	Removed	11/21/2007	08/04/2008
	----- REPRESENTATIVE			

### ARUZE USA, INC.

(26554-01)

Name	Relationship	Status	Effective	Removed
UNIVERSAL ENTERTAINMENT CORPORATION (24971-01)	OWNER: 100%	Removed	04/28/2005	03/08/2018
KIYOKAWA, MITSUO	DIRECTOR	Removed	01/26/2006	12/06/2007
	PRESIDENT	Removed	01/26/2006	12/06/2007
	SECRETARY	Removed	01/26/2006	12/06/2007
OKADA, KAZUO	CHAIRMAN OF THE BOARD	Removed	04/28/2005	04/21/2016
	PRESIDENT	Removed	03/18/2010	04/21/2016
	SECRETARY	Removed	03/18/2010	04/21/2016
	TREASURER	Removed	04/28/2005	04/21/2016
OKADA, TOMOHIRO	DIRECTOR	Removed	02/18/2010	03/08/2018
SHOJI, YOSHIYUKI	PRESIDENT	Removed	04/28/2005	08/17/2005
	SECRETARY	Removed	04/28/2005	08/17/2005

# Nevada Gaming Control Board

## Location Details - Public

**ARUZE USA, INC.**

**(26554-01)**

<b>Name</b>	<b>Relationship</b>	<b>Status</b>	<b>Effective</b>	<b>Removed</b>
ZIEMS, ROBERT BARRON	DIRECTOR	Removed	04/21/2016	08/16/2017
	PRESIDENT	Removed	04/21/2016	08/16/2017
	SECRETARY	Removed	04/21/2016	08/16/2017
	TREASURER	Removed	04/21/2016	08/16/2017

# Nevada Gaming Control Board

## Location Details - Public

### Archived Ownership Information (As of March 2015)

The information being displayed may not reflect the current license, and any questions concerning discrepancies should be directed to the Tax and License Division of the Nevada Gaming Control Board at (775) 684-7770

Added	Removed	
04/28/2005		WYNN RESORTS, LIMITED (100% MEMBER/MANAGER OF WYNN RESORTS HOLDINGS, LLC)
04/28/2005		STEPHEN ALAN WYNN/CHAIRMAN OF THE BOARD- CHIEF EXECUTIVE OFFICER-SHAREHOLDER- CONTROLLING SHAREHOLDER
04/28/2005	04/04/2013	KAZUO OKADA/DIRECTOR
04/28/2005	07/22/2014	MARC DENNIS SCHORR/CHIEF OPERATING OFFICER
04/28/2005	06/03/2008	RONALD JAY KRAMER/PRESIDENT-DIRECTOR
04/28/2005		JOHN STRZEMP/EXECUTIVE VICE PRESIDENT-CHIEF ADMINISTRATION OFFICER
02/21/2008		KIMMARIE SINATRA/SENIOR VICE PRESIDENT-SECRETARY
04/28/2005	08/15/2006	MARC HOWARD RUBINSTEIN/SECRETARY
01/21/2010		MATTHEW ODE MADDOX/PRESIDENT
09/26/2013		DANIEL BOONE WAYSON/CHAIRMAN AUDIT COMMITTEE-DIRECTOR KEY EMPLOYEE:
04/28/2005	11/21/2005	ANDREW SCOTT PASCAL/SENIOR VICE PRESIDENT OF PRODUCT MARKETING AND DEVELOPMENT
02/21/2008		KIMMARIE SINATRA/GENERAL COUNSEL
01/21/2010		MATTHEW ODE MADDOX/CHIEF FINANCIAL OFFICER
04/28/2005		UNIVERSAL ENTERTAINMENT CORPORATION/ CONTROLLING SHAREHOLDER (100% OF ARUZE USA, INC.)
04/28/2005		KAZUO OKADA/CHAIRMAN OF THE BOARD- SHAREHOLDER-CONTROLLING SHAREHOLDER
04/28/2005		TOMOHIRO OKADA/SHAREHOLDER-CONTROLLING SHAREHOLDER-DIRECTOR
04/28/2005	08/17/2005	YOSHIYUKI SHOJI/EXECUTIVE OFFICER
01/26/2006	10/30/2006	TATSUO HIKIJI/EXECUTIVE OFFICER
01/26/2006	12/06/2007	TERUHIKO KOBAYASHI/EXECUTIVE OFFICER
01/26/2006	12/06/2007	MITSUO KIYOKAWA/EXECUTIVE OFFICER
11/21/2007	11/05/2008	KUNIHICO YOGO/INTERIM GENERAL MANAGER OF FINANCE AND ACCOUNTING DEPARTMENT-INTERIM SENIOR GENERAL MANAGER OF ADMINISTRATIVE DIVISION

# Nevada Gaming Control Board

## Location Details - Public

Added	Removed	
03/18/2010	09/30/2013	HAJIME TOKUDA/PRESIDENT KEY EMPLOYEE
01/26/2006	10/30/2006	TATSUO HIKIJI/SENIOR GENERAL MANAGER OF MANUFACTURING DIVISION
01/26/2006	12/06/2007	TERUHIKO KOBAYASHI/GENERAL MANAGER OF FINANCE AND ACCOUNTING DEPARTMENT
01/26/2006	12/06/2007	MITSUO KIYOKAWA/GENERAL MANAGER OF CORPORATE PLANNING OFFICE
12/20/2007	08/28/2013	YOSHIYUKI SHOJI/GAMING COMPLIANCE OFFICER
03/18/2010	09/30/2013	HAJIME TOKUDA/SENIOR GENERAL MANAGER OF THE ADMINISTRATION DIVISION
04/28/2005		ARUZE USA, INC./SHAREHOLDER
04/28/2005		KAZUO OKADA/CHAIRMAN OF THE BOARD-TREASURER- PRESIDENT-SECRETARY
04/28/2005	08/17/2005	YOSHIYUKI SHOJI/PRESIDENT-SECRETARY
01/26/2006	12/06/2007	MITSUO KIYOKAWA/PRESIDENT-SECRETARY-DIRECTOR
02/18/2010		TOMOHIRO OKADA/DIRECTOR
		-----
04/28/2005		WYNN RESORTS HOLDINGS, LLC (100% MEMBER/MANAGER OF WYNN LAS VEGAS, LLC)
02/21/2008		KIMMARIE SINATRA/SENIOR VICE PRESIDENT-SECRETARY KEY EMPLOYEE
02/21/2008		KIMMARIE SINATRA/GENERAL COUNSEL
		-----
04/28/2005		WYNN LAS VEGAS, LLC, DBA WYNN LAS VEGAS
04/28/2005	10/17/2005	MARC DENNIS SCHORR/PRESIDENT-CHIEF EXECUTIVE OFFICER
04/28/2005	05/01/2009	DAVID ROSS SISK/CHIEF FINANCIAL OFFICER
04/28/2005	02/15/2011	ROBERT LEWIS OSELAND, II/CHIEF OPERATING OFFICER - ENCORE
04/28/2005	08/15/2006	MARC HOWARD RUBINSTEIN/SECRETARY
09/20/2007		KEVIN JAMES TOUREK/SECRETARY-SENIOR VICE PRESIDENT- GENERAL COUNSEL
02/21/2008		KIMMARIE SINATRA/SENIOR VICE PRESIDENT-SECRETARY

# Nevada Gaming Control Board

## Location Details - Public

Added	Removed	
07/22/2010	03/10/2015	SCOTT EDWARD PETERSON/SENIOR VICE PRESIDENT- CHIEF FINANCIAL OFFICER
10/20/2011	04/04/2013	MARILYN SPIEGEL/PRESIDENT
02/26/2013		STEVEN HENRY VOLLMER/VICE PRESIDENT INFORMATION SYSTEMS
11/20/2014		MAURICE LYNN WOODEN/PRESIDENT KEY EMPLOYEE
02/21/2008		KIMMARIE SINATRA/GENERAL COUNSEL
07/23/2009	07/22/2014	ALEJANDRO WALTER PARIENTE/EXECUTIVE VICE PRESIDENT OF INTERNATIONAL MARKETING
09/22/2011	08/20/2012	JAMES WILLIAM HOUGHTON/VICE PRESIDENT- CHIEF INFORMATION OFFICER
		-----
04/28/2005		APPROVAL OF RACE BOOK
04/28/2005		APPROVAL OF SPORTS POOL
04/28/2005		APPROVAL OF OFF-TRACK PARI-MUTUEL RACE WAGERING
04/28/2005		APPROVAL OF OFF-TRACK PARI-MUTUEL SPORTS WAGERING
		-----
04/28/2005		APPROVAL TO OPERATE THREE INTERNATIONAL GAMING SALONS
11/23/2005		APPROVAL TO OPERATE FOUR ADDITIONAL INTERNATIONAL GAMING SALONS
07/10/2006		APPROVAL TO OPERATE THREE ADDITIONAL INTERNATIONAL GAMING SALONS
12/12/2008		APPROVAL TO OPERATE EIGHT ADDITIONAL INTERNATIONAL GAMING SALONS
		-----
		CONDITIONED





## PRESS RELEASE

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### **Wynn Resorts CEO Steps Down**

LAS VEGAS, Feb. 6, 2018 /PRNewswire/ -- Wynn Resorts released the following statements today regarding Chairman and CEO Steve Wynn:



### STATEMENT FROM WYNN RESORTS:

The Board of Directors of Wynn Resorts reluctantly announced today that it accepted the resignation of Steve Wynn as CEO and Chairman of the Board of Directors. The board has appointed Matt Maddox, currently President of the Company, as its CEO, and Boone Wayson as Non-Executive Chairman of the Board of Directors, effective immediately.

"It is with a collective heavy heart, that the board of directors of Wynn Resorts today accepted the resignation of our founder, CEO and friend Steve Wynn," said non-executive director of the board Boone Wayson. "Steve Wynn is an industry giant. He is a philanthropist and a beloved leader and visionary. He played the pivotal role in transforming Las Vegas into the entertainment destination it is today. He also assembled a world-class team of executives that will continue to meet the high standards of excellence that Steve Wynn created and the Wynn brand has come to represent."

Steve Wynn created modern Las Vegas. He transformed the city into an economic powerhouse by making it a world-wide tourist destination. He designed, built and operated the most iconic resorts on the Las Vegas strip, beginning with the Mirage, then Treasure Island, the Bellagio, Wynn Las Vegas and Encore at Wynn Las Vegas. Wynn Macau, Mr. Wynn's first resort in the SAR of Macau in China, was designated by Forbes Travel Guide as the best resort in the world. Along with Wynn Palace in Cotai, the company built by Steve Wynn has been recognized as having more Five Star awards than any independent hotel company in the world.

Wynn Resorts remains as committed as ever to upholding the highest standards and being an inclusive and supportive employer. In fact, more than 40 percent of all Wynn Las Vegas management are women; the highest in the gaming industry. The company



will continue to fully focus on its operations at Wynn Macau, Wynn Palace and Wynn Las Vegas; the development and opening of the first phase of Wynn Paradise Park, currently under construction on the former Wynn golf course; as well as the construction of Wynn Boston Harbor, which will open in June 2019.

Details of Mr. Wynn's separation agreement will be disclosed when they are finalized.

#### STATEMENT FROM STEVE WYNN:

"In the last couple of weeks, I have found myself the focus of an avalanche of negative publicity. As I have reflected upon the environment this has created — one in which a rush to judgment takes precedence over everything else, including the facts — I have reached the conclusion I cannot continue to be effective in my current roles. Therefore, effective immediately, I have decided to step down as CEO and Chairman of the Board of Wynn Resorts, a company I founded and that I love.

"The Wynn Resorts team and I have built houses of brick. Which is to say, the institution we created — a collection of the finest designers and architects ever assembled, as well as an operating philosophy now ingrained in the minds and hearts of our entire team — will remain standing for the long term. I am extremely proud of everything we have built at this company. Most of all, I am proud of our employees.

"The succession plan laid out by the Board of Directors and which I wholeheartedly endorse now places Matt Maddox in the CEO seat. With Matt, Wynn Resorts is in good hands. He and his team are well positioned to carry on the plans and vision for the company I created.

I want to thank all of the employees who have made Wynn Resorts the most admired resort company in the world, and for the support I have received from them in recent weeks. Most importantly, I want everyone to continue to be proud of this company and the many unique ways it will forever continue to delight guests."

#### About Wynn Resorts

Wynn Resorts, Limited (Nasdaq: WYNN) is traded on the Nasdaq Global Select Market under the ticker symbol WYNN and is part of the S&P 500 Index. Wynn Resorts owns and operates Wynn and Encore Las Vegas ([www.wynnlasvegas.com](http://www.wynnlasvegas.com)), Wynn Macau ([www.wynnmacau.com](http://www.wynnmacau.com)) and Wynn Palace, Cotai ([www.wynnpalace.com](http://www.wynnpalace.com)).

Wynn and Encore Las Vegas feature two luxury hotel towers with a total of 4,750 spacious hotel rooms, suites and villas, approximately 192,000 square feet of casino space, 21 dining experiences featuring signature chefs and 11 bars, two award-winning spas, approximately 290,000 square feet of meeting and convention space, approximately 103,000 square feet of retail space as well as three nightclubs, a beach club and recreation and leisure facilities. A luxury retail Strip-front expansion, Wynn Plaza, is currently under construction and is scheduled to debut the third quarter of 2018.

Wynn Macau is a luxury hotel and casino resort located in the Macau Special Administrative Region of the People's Republic of China with two luxury hotel towers with a total of 1,008 spacious rooms and suites, approximately 281,000 square feet of casino space, casual and fine dining in eight restaurants, approximately 31,000 square feet of meeting and convention space, approximately 59,000 square feet of retail



## SEPARATION AGREEMENT

This Separation Agreement (the “**Agreement**”) dated as of February 15, 2018, is executed and entered into by and between Stephen A. Wynn (“**Executive**”) and Wynn Resorts, Limited, a Nevada corporation (the “**Company**”), and, solely for purposes of Section 3, Wynn Resorts Holdings, LLC, a Nevada limited liability company (“**Holdings**”). Throughout this Agreement, Executive and the Company may be referred to collectively as the “parties”.

### Recitals

A. Executive has been employed by the Company pursuant to the terms and conditions of an Employment Agreement with the Company dated as of October 4, 2002, as amended (the “**Employment Agreement**”) and has served as a member of the Board of Directors (the “**Board**”) of the Company. Executive and the Company mutually agree Executive’s last day of employment by the Company and last day of service as a member of the Board was February 6, 2018 (the “**Separation Date**”).

B. In order to effectuate a smooth transition of Executive’s separation from the Company, Executive and the Company wish to enter into this Agreement to specify the terms of Executive’s termination of service with the Company.

### Agreement

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual promises contained below, it is agreed as follows:

1. Resignation. Executive hereby confirms that he resigned as an employee, director and officer and chairman of the Board of the Company, including its subsidiaries and affiliates (and each of their respective boards of directors or other governing bodies) effective as of 5:00 p.m. Las Vegas Time on the Separation Date. Executive further confirms that Executive will not be entitled to any severance payment or other compensation from the Company in connection with his resignation (including, without limitation, the Separation Payment (as defined in the Employment Agreement) or any multiple thereof). Since the Separation Date, Executive has had and will continue to have no further employment duties or responsibilities to the Company and no further authority to act on its behalf. Effective as of the Separation Date, the Employment Agreement shall be considered terminated and of no further force or effect.

2. Transition of Certain Benefits. The Company and Executive agree that in order to effectuate a smooth transition of Executive’s separation from the Company, the Company agrees to the following:

(a) Villa Lease. During the period commencing on the Separation Date and ending on June 1, 2018 or such earlier date on which Executive elects to terminate the Lease (as defined below) by providing not less than three (3) business days advance written notice to the Company (the earlier of such dates, the “**Lease End Date**”), Executive shall have the right to continue to lease the property at Wynn Las Vegas currently used by Executive for his personal residence (the “**Lease**”), such Lease to be on the same terms and conditions as in effect with

respect thereto immediately prior to the Separation Date. Upon the Lease End Date, the lease agreement between Executive and the Company evidencing the Lease shall terminate, other than with respect to any terms thereof which by the terms of such agreement survive.

(b) Healthcare Continuation. During the period commencing on the Separation Date and ending on December 31, 2018, the Company shall provide Executive with health insurance coverage for Executive and Executive's dependents pursuant to the executive health insurance plan(s) and arrangements(s) under which Executive was eligible to participate immediately prior to the Separation Date on the same terms and conditions in effect from time to time for the Company's Chief Executive Officer and eligible senior executive officers.

(c) Administrative Support. To allow for a smooth transition of Executive's duties and responsibilities, during the period commencing on the Separation Date and ending on May 31, 2018, Executive shall continue to have the right to the personal use of an administrative assistant and administrative support to be provided by the Company at its sole expense.

3. Termination of Surname Agreement and Assignment of Trademarks. In the event that the Company ceases to use the WYNN name and trademark, it will provide written notice thereof to Executive (the "**Termination Notice**"), and Holdings shall assign all of its right, title, and interest in the WYNN Mark to Executive in accordance with the terms of the Surname Rights Agreement dated as of August 6, 2004, by and between Executive and Holdings. Upon Executive's receipt of the Termination Notice, the Surname Rights Agreement, dated as of August 6, 2004, by and between Executive and Holdings shall automatically and without further action terminate and cease to be of any further force or effect in accordance with the terms and conditions thereof.

4. Accrued Obligations. The parties acknowledge and agree that the Company has paid or shall, on or as promptly as practicable following the Separation Date, pay Executive all wages and salary earned, including any accrued, but unused or unpaid vacation pay, business expenses and other benefits, if any, to which Executive was entitled during employment, through the Separation Date. Executive shall provide the Company with final expense report(s) and the Company shall reimburse Executive for such expenses in accordance with the applicable Company policy in effect with respect to Executive as of the Separation Date. Notwithstanding the foregoing, Executive acknowledges and agrees that he shall not be entitled to any annual bonus from the Company for the fiscal year 2018 or any severance payment or other compensation from the Company in connection with his resignation (including, without limitation, the Separation Payment (as defined in the Employment Agreement) or any multiple thereof).

5. Section 409A. The payments made under this Agreement are intended to comply with, or be exempt from, section 409A of the Code, and applicable guidance issued thereunder ("**Section 409A**"). Amounts provided under this Agreement will be interpreted and construed consistent with such intent. To the extent that any reimbursements provided to Executive under this Agreement are deemed to constitute compensation to which Treasury Regulation Section 1.409A-3(i)(1)(iv) would apply, such reimbursements shall be made or provided in accordance with the requirements of Section 409A of the Code, including, where applicable, the requirement that (i) any reimbursement is for expenses incurred during Executive's lifetime (or during a

shorter period of time specified in this Agreement), (ii) the amount of expenses eligible for reimbursement during a calendar year may not affect the expenses eligible for reimbursement in any other calendar year, (iii) the reimbursement of an eligible expense will be made on or before the last day of the calendar year following the year in which the expense is incurred, and (iv) the right to reimbursement is not subject to liquidation or exchange for another benefit.

6. No Assignment. This Agreement shall not be assignable by Executive or by the Company without Executive's consent.

7. Cooperation.

(a) Executive agrees to provide reasonable cooperation and assistance to the Company in connection with the defense, prosecution or investigation relating to any private litigation or arbitration, and to the Board of Directors of the Company (or any committee thereof) in connection with any investigation by the Company, in each case involving the Company or its subsidiaries or affiliates, including testifying in any proceeding, to the extent such litigation, arbitration or investigation relates to services performed by Executive, pertinent knowledge possessed by Executive, or any act or omission by Executive, and with respect thereto, Executive shall have the right, at his own expense, to retain and have present independent legal counsel that represents Executive only. In requesting such services, the Company will consider other commitments that Executive may have at the time of the request, and Executive's availability and obligations under this Section 7 shall in all instances reasonably be subject to Executive's other commitments. The Company agrees to reimburse Executive for any reasonable, out-of-pocket expenses incurred in connection with Executive's performance of obligations pursuant to this Section for which Executive has obtained prior approval from the Company, and in the event that the services performed by Executive at the request of the Company pursuant to this Section require a material and ongoing time commitment by Executive, the parties will in good faith negotiate the amount of compensation to be paid by the Company to Executive with respect to such services.

(b) The parties agree that the Company and Executive shall work together in good faith to determine a mutually acceptable approach to handling end of employment related matters, including but not limited to, the method, content and timing of the announcement and other communications to Company clients, employees, franchisees, lenders, business partners and other stakeholders, or other third parties, through any form of media, regarding Executive's departure.

8. Non-Compete Covenant. Executive hereby covenants and agrees that, during the period commencing on the Separation Date and ending on the second anniversary of the Separation Date, Executive shall not directly or indirectly, either as a principal, agent, employee, employer, consultant, partner, member or manager of a limited liability company, shareholder of a closely held corporation, or shareholder in excess of two percent (2%) of a publicly traded corporation (other than the Company), corporate officer or director, or in any other individual or representative capacity, engage or otherwise participate in any manner or fashion in any gaming business that is in competition in any manner whatsoever with the principal business activity of the Company or its subsidiaries, in or about any market in which the Company or its subsidiaries have gaming operations or the Commonwealth of Massachusetts. Executive hereby further

covenants and agrees that the restrictive covenant contained in this Section 8 is reasonable as to duration, terms and geographical area and that the same protects the legitimate interests of the Company, imposes no undue hardship on Executive, and is not injurious to the public.

9. Registration Rights. The Company and Executive shall enter into a customary registration rights agreement providing Executive with six demand registration rights, six piggyback registration rights and the right to require the Company to file and maintain the effectiveness of a shelf registration statement with respect to the shares of the Company owned by Executive or which Executive has a right to acquire. The registration rights agreement will include, among other things, customary blackout period provisions during which registrations of shares, and sales pursuant to registration statements, shall be suspended. The registration rights agreement will provide that the Company will use reasonable best efforts to register all such shares on a shelf registration statement on Form S-3 (or, if the Company is not eligible to use Form S-3, Form S-1) as soon as reasonably practicable after the date of the registration rights agreement. The registration rights agreement also will provide that Executive may not sell more than one-third of the shares of common stock of the Company he holds as of the date of the registration rights agreement pursuant to a registration statement in any quarter after the date of such agreement, and that the Company may select the underwriter for any underwritten offering pursuant to such registration statement. Executive shall reimburse the Company for the reasonable expenses incurred by the Company and directly attributable to the registrations of shares executed pursuant to the registration rights agreement.

10. Truthful Testimony; Notice of Request for Testimony. Nothing in this Agreement is intended to or shall preclude either party from providing testimony that such party reasonably and in good faith believes to be truthful in response to a valid subpoena, court order, regulatory request or other judicial, administrative or legal process or otherwise as required by law. Executive shall notify the Company in writing as promptly as practicable after receiving any such request of the anticipated testimony and at least ten (10) days prior to providing such testimony (or, if such notice is not possible under the circumstances, with as much prior notice as is possible) to afford the Company a reasonable opportunity to challenge the subpoena, court order or similar legal process. Moreover, nothing in this Agreement shall be construed or applied so as to limit any person from providing candid statements that such party reasonably and in good faith believes to be truthful to any governmental or regulatory body or any self-regulatory organization.

11. Counterparts. This Agreement may be executed in counterparts, which taken together form one legal instrument. Multiple signature pages and signatures delivered via scanned-in PDF copy or facsimile will all constitute originals and together will constitute one and the same instrument.

12. Binding Agreement. This Agreement shall be binding upon, and inure to the benefit of, each party and its and his heirs, administrators, representatives, executors, successors and assigns, and shall inure to the benefit of the Company.

13. Severability. The provisions of this Agreement are severable, and if any part of it is found to be unlawful or unenforceable, the other provisions of this Agreement shall remain fully valid and enforceable to the maximum extent consistent with applicable law.

14. Entire Agreement/Survival; Modifications. Executive acknowledges that no promises or representations other than those set forth in this Agreement have been made to Executive to induce Executive to sign this Agreement, and that Executive only has relied on promises expressly stated herein. This Agreement sets forth the entire understanding between Executive and the Company and supersedes any prior agreements or understandings, express or implied, pertaining to the terms of Executive's employment with the Company and the termination of the employment relationship, including the Employment Agreement. For the avoidance of doubt, the parties acknowledge and agree that except as expressly provided herein, all agreements between Executive and the Company shall survive and remain in full force and effect in accordance with their terms. The provisions of this Agreement shall survive the Separation Date and the termination of Executive's employment. No amendments or modifications to this Agreement shall be binding unless made in a writing specifically referencing this Agreement and signed by Executive and the Company.

15. Notices. Any notice to be given pursuant to this Agreement by either party to the other may be effected either by personal delivery in writing or by mail, registered or certified, postage prepaid, with return receipt requested, or facsimile. Notice by mail shall be sent concurrently with any facsimile notice. Notices shall be addressed to the parties at the address specified below, but each party may change its address by written notice in accordance with this Section. Notices delivered personally shall be deemed communicated as of actual receipt; facsimile notices (with a concurrent mailing) shall be deemed communicated three (3) days after mailing.

**To Executive:** at Executive's most recent address on the books and records of the Company.

**To the Company:**

Wynn Resorts, Limited  
3131 Las Vegas Boulevard South  
Las Vegas, Nevada 89109  
Attention: Kim Sinatra – Executive Vice President and General Counsel

16. Governing Law. This Agreement shall be governed by, and construed and enforced in accordance with, the internal laws of the State of Nevada, without regard to its conflict of laws provisions. The language of this Agreement shall not be construed for or against any particular party. The headings used herein are for reference only and shall not affect the construction of this Agreement.

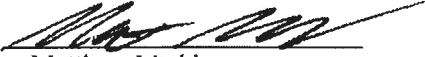
17. Waiver. The failure by either party to insist upon strict compliance with any term or provision of this Agreement shall not operate or be construed as a waiver of such term or provision. The waiver by either party of a breach of any term or provision of this Agreement must be in writing signed by such party in order to be binding and, further, shall not operate or be construed as a waiver of a subsequent breach of the same provision by any party or of the breach of any other term or provision of this Agreement.

*[Remainder of page intentionally left blank.]*

The parties have executed this Agreement as of the dates indicated below.

Dated: February 15, 2018

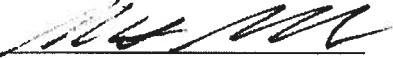
WYNN RESORTS, LIMITED, the "Company"

By:   
Name: Matthew Maddox  
Title: Chief Executive Officer

Dated: February 15, 2018

Solely for purposes of Section 3 of the Agreement, WYNN  
RESORTS HOLDINGS, LLC, "Holdings"

By: WYNN RESORTS, LIMITED,  
Its: Sole Member

By:   
Name: Matthew Maddox  
Title: Chief Executive Officer



Dated: February 15, 2018

Stephen A. Wynn, "Executive"

X  A handwritten signature in black ink, appearing to read "Stephen A. Wynn", is written over a horizontal line. A large "X" is written to the left of the signature.





## PRESS RELEASE

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**Wynn Resorts Announces Issuance and Sale of 5.3 Million Shares of Common Stock, Stephen A. Wynn's Sale of 8.0 Million Shares of Common Stock, and Amendment of 2023 Indenture**

LAS VEGAS--(BUSINESS WIRE)--Mar. 22, 2018-- Wynn Resorts, Limited (NASDAQ: WYNN) (the "Company") announced today that it agreed to sell 5,300,000 newly issued shares of Company common stock (the "Common Stock") at a price of \$175 per share to Galaxy Entertainment Group in a public offering registered under the Securities Act of 1933, as amended (the "1933 Act").

The Company intends to use the net proceeds from that offering to repay amounts to be borrowed under the 364-day term loan facility contemplated by the commitment letters that the Company entered into on March 9, 2018, with an affiliate of Deutsche Bank Securities in an aggregate principal amount of up to \$800 million. Deutsche Bank Securities is acting as sole book-running manager for the offering of Common Stock by the Company.

On March 21, 2018, the Wynn Family Limited Partnership ("WFLP" and together with Stephen A. Wynn, the "Selling Stockholder"), an entity affiliated with Stephen A. Wynn ("Mr. Wynn"), sold an aggregate of 4,104,999 shares of Common Stock at a price of \$180 per share in open market transactions pursuant to Rule 144 under the 1933 Act.

Additionally, following the Rule 144 open market transactions, on March 22, 2018, the Selling Stockholder entered into agreements to sell approximately 8.0 million shares of Common Stock in privately negotiated transactions, representing all of his remaining holdings of the Company's Common Stock.

On March 20, 2018, the Company announced that its indirect wholly owned subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (the "WLV Issuers"), had received the requisite consents to approve an amendment to the indenture (the "2023 Indenture") governing the WLV Issuers' 4.25% Senior Notes due 2023. The amendment conforms the definition of "change of control" relating to ownership of equity interests in the Company in the 2023 Indenture to the terms of the indentures governing the WLV Issuers' other outstanding notes.

The Common Stock being sold by the Company will be issued pursuant to an effective registration statement filed with the SEC on November 8, 2016. Copies of the prospectus supplement, when available, may be obtained by visiting EDGAR on the SEC's website at <http://www.sec.gov>.

This press release does not and shall not constitute an offer to sell or a solicitation of an offer to buy any Common Stock, nor shall there be any sale of Common Stock in any state or jurisdiction in which such an offer, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Any offer, if made at all, will be made only by means of a prospectus supplement and an accompanying prospectus, or pursuant to an exemption for registration.

#### **Forward-Looking Statements**

This release contains forward-looking statements, including those related to the offering of the Common Stock by Wynn Resorts, Limited and whether or not Wynn Resorts, Limited will consummate the offering. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ from those expressed in any forward-looking statements. These risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the controversy related to Stephen A. Wynn and his separation from Wynn Resorts, Limited, dependence on key employees, levels of travel, leisure and casino spending, general domestic or international economic conditions, and changes in gaming laws or regulations. Any actions Mr. Wynn might undertake may be made at any time and from time to time without prior notice and he has stated that will be dependent upon Mr. Wynn's review of numerous factors, including, but not limited to: an ongoing evaluation of the Company's business, financial condition, operations and prospects; price levels of the Common Stock; general market, industry and economic conditions; regulatory considerations; the relative attractiveness of alternative business and investment opportunities; and other future developments. Additional information concerning potential factors that could affect Wynn Resorts, Limited's financial results is included in Wynn Resorts, Limited's Annual Report on Form 10-K for the year ended December 31, 2017 and Wynn Resorts, Limited's other periodic reports filed with the Securities and Exchange Commission. Wynn Resorts, Limited is under no obligation to (and expressly disclaims any such obligation to) update or revise its forward-looking statements as a result of new information, future events or otherwise. Wynn Resorts, Limited is not under any obligation to (and expressly disclaim any such obligation to) update their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20180322006368/en/>

Source: Wynn Resorts

Wynn Resorts, Limited  
Craig Billings, 702-770-7000  
Chief Financial Officer & Treasurer  
[investorrelations@wynnresorts.com](mailto:investorrelations@wynnresorts.com)



COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

MASSACHUSETTS GAMING COMMISSION

\_\_\_\_\_  
In the Matter of: )

Qualifier status of Stephen A. Wynn )  
\_\_\_\_\_)

**DECISION AND ORDER**

In or about November 2012, The Massachusetts Gaming Commission (hereinafter “the Commission”) designated Stephen A. Wynn (hereinafter “Mr. Wynn”) as a qualifier as part of Wynn MA, LLC’s initial RFA-1 application for a Category 1 gaming license. At that time, Mr. Wynn was an officer and director of Wynn Resorts, Ltd. (the holding company for Wynn MA, LLC) as well as a major shareholder in the company. On March 27, 2018, counsel for Mr. Wynn notified the Commission of recent changes in circumstances, which raised the question of whether Mr. Wynn continues to be a qualifier under the statute. On April 27, 2018, the Commission convened a hearing to determine whether Mr. Wynn should continue to be designated a qualifier. Having conducted an adjudicatory hearing on April 27, 2018 pursuant to G.L. c.30A, the Commission now concludes that based on the present facts and circumstances Mr. Wynn continues to be a qualifier under the governing laws unless and until the upcoming Wynn shareholders meeting currently scheduled for May 16, 2018 has concluded. At that time, absent any additional change in circumstance, Mr. Wynn will no longer be a qualifier.

I. Background

In enacting *An Act Establishing Expanded Gaming in the Commonwealth*, St. 2011, c. 194, the Legislature and then Governor Patrick made clear that “ensuring public confidence in the integrity of the gaming licensing process and in the strict oversight of all gaming establishments through a rigorous regulatory scheme is the paramount policy objective of [the gaming laws].” G.L. c.23K, §1(1). An important component of that regulatory scheme is the designation and background check process relative to qualifiers.

G.L. c. 23K, §§4(11), 13(a), and 14 as well as 205 CMR 116.02 controls the manner in which the Commission determines whether individuals or entities are “qualified”. To be ‘qualified’ refers to “the process of licensure set forth by the commission to determine that all persons who have a professional interest in a gaming license, [] or the business of a gaming licensee [], meet the same standards of suitability to operate or conduct business with a gaming establishment.” G.L. c.23K, §2. Once designated, a qualifier is required to participate in the Commission’s background investigation process and ultimately be issued a positive determination of suitability in order to continue any involvement with the gaming licensee. See 205 CMR 115.00.

The narrow issue presented in the matter now before the Commission is limited to the question of whether Mr. Wynn should remain designated a qualifier under the present facts and

circumstances.<sup>1</sup> Accordingly, the review conducted by the Commission is limited to that of the individual qualifier provisions of the law. Further, where the Commission is reviewing the designation of a qualifier in a post RFA-2<sup>2</sup> situation, as opposed to the initial review during the RFA-1 process, the Commission looks only to those provisions of the law that pertain to qualifiers to a gaming *licensee* or to the *gaming establishment* versus to an *applicant* for a gaming license. In a post RFA-2 status, there are 7 categories the Commission considers in determining whether an individual is a qualifier. They are as set out in the following chart:

#	Individual	Cite
1	A person who has a business association of any kind with a gaming licensee.	c. 23K, §4(11); 205 CMR 116.02(2)
2	Anyone with a financial interest in a gaming establishment.	c. 23K, §14(a)
3	Anyone with a financial interest in the business of the gaming licensee.	c. 23K, §14(a)
4	Anyone who is a close associate of a gaming licensee.	c. 23K, §14(a)
5	Any person involved in the financing of a gaming establishment.	c. 23K, §14(e)
6	An individual that can exercise control or provide direction to a gaming licensee.	c. 23K, §14(h); 205 CMR 116.02(1)(e)
7	An individual that can exercise control or provide direction to a holding, intermediary or subsidiary company of a gaming licensee.	c. 23K, §14(h); 205 CMR 116.02(1)(e)

Accordingly, the Commission must determine whether Mr. Wynn presently falls into any of these categories. If Mr. Wynn falls into categories identified in #2 through #7, the statute mandates that he shall be designated as a qualifier by the Commission. However, if he falls into category #1 as having a ‘business association’ with Wynn MA, LLC, the governing law provides that the Commission may, in its discretion, designate him as a qualifier. Generally, the Commission designates a qualifier under category #1 only if the association is of the nature and quality such that one’s designation as a qualifier will in some way advance the above referenced paramount policy objectives of the gaming law.

## II. Exhibits and witnesses

The following exhibits were taken into evidence at the proceeding without objection:

EXHIBIT 1: Notice of hearing including Addendum A dated April 19, 2018 (3 pages)

EXHIBIT 2: Cover letter and Brief of Wynn MA, LLC and Wynn Resorts, Limited in Support of a Determination by the Massachusetts Gaming Commission that Stephen A. Wynn No Longer Be Deemed a Qualifier of Wynn MA or Wynn Resorts dated April 24, 2018 (including Exhibits A through F)

EXHIBIT 3: Memorandum of Stephen A. Wynn Regarding Qualification Status dated April 24, 2018 (including Exhibits A through M)

<sup>1</sup> This matter is unrelated to Mr. Wynn’s suitability or that of any other qualifiers.

<sup>2</sup> The application for a gaming license consisted of two parts. See 205 CMR 110.01. The first, called the RFA-1 application, essentially focused on the qualifications and suitability of the applicant and its qualifiers to hold a gaming license. See G.L. c. 23K, §12(a) and 205 CMR 115.00 through 117.00. The RFA-2 application focused on the site, design, operation and other attributes of the gaming facility itself. See generally 205 CMR 118.00 and 119.00. “The commission shall not entertain [an RFA-2] application for any applicant unless and until the commission has issued a positive suitability determination on that applicant.” 205 CMR 110.01; see also 205 CMR 115.05(4) and 118.01(1)(a).

- EXHIBIT 4: #wearewynn PowerPoint (6 pages)  
EXHIBIT 5: Affidavit of Jacqui Krum (6 pages)  
EXHIBIT 6: Qualifier Status of Stephen A. Wynn PowerPoint (7 pages)

Further, Matt Maddox, Chief Executive Officer and President of Wynn Resorts, Ltd., Kim Sinatra, Executive Vice President, General Counsel and Secretary of Wynn Resorts Ltd., and Jacqui Krum, Senior Vice President and General Counsel of Wynn Resorts Development, LLC, an affiliate of Wynn MA, LLC, all representing Wynn Resorts, were duly sworn and testified at the hearing.<sup>3</sup> The Commission finds that each witness testified credibly. All exhibits were considered in conjunction with the witness testimony, and certain publicly available information on file with the Securities and Exchange Commission as cited throughout the discussion and which was largely included as exhibits to the briefs marked as Exhibits 2 and 3, to collectively comprise substantial evidence in support of the Commission's final decision as described below.

### III. Findings

The Commission hereby finds the following facts as they relate to the question at issue in this matter. On February 6, 2018 Mr. Wynn resigned as chair of the board of directors and as chief executive officer of Wynn Resorts, Limited. See Exhibit 2 (Form 8-K filed by Wynn Resorts, Limited on February 7, 2018).<sup>4</sup> On that date, the Board of Wynn Resorts, Limited, (hereinafter, "Board") appointed Matt Maddox as chief executive officer of the company in addition to serving as president of the company, which he had done since November 2013. See id. Also on that date, the Board appointed D. Boone Wayson to serve as non-executive chair. See id.

On February 15, 2018 Mr. Wynn, Wynn Resorts, Ltd., and Wynn Resorts Holdings, LLC executed a separation agreement outlining the terms of Mr. Wynn's separation from the company. See Exhibit 3 (Form 8-K filed by Wynn Resorts, Limited on February 16, 2018 (separation agreement attached)). The filing described the separation agreement as follows:

The Separation Agreement terminates Mr. Wynn's previous employment agreement with the Company and confirms that Mr. Wynn is not entitled to any severance payment or other compensation from the Company under the employment agreement.

Under the Separation Agreement, Mr. Wynn agrees not to compete against the Company for a period of two years and to provide reasonable cooperation and assistance to the Company in connection with any private litigation or arbitration and to the Board of Directors of the Company or any committee of the Board in connection with any investigation by the Company related to his service with the Company. In order to effectuate a smooth transition of Mr. Wynn's separation from the Company, and in consideration of the foregoing and other agreements described therein, the Separation Agreement provides that (i)

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<sup>3</sup> Statements and arguments made by legal counsel were not considered as evidence.

<sup>4</sup> This is also confirmed in paragraph 1 of the separation agreement which provides, in pertinent part, that Mr. Wynn "hereby confirms that he resigned as an employee, director and officer and chairman of the Board of the Company, including its subsidiaries and affiliates (and each of their respective boards of directors or other governing bodies) . . ."



Mr. Wynn's lease of his personal residence at Wynn Las Vegas will terminate no later than June 1, 2018 and until such date Mr. Wynn shall continue to pay rent at the fair market value previously established by the Company based on an independent third-party expert opinion (as disclosed in the Company's 2017 proxy statement), unless Mr. Wynn elects to terminate the lease before such date, (ii) Mr. Wynn's current healthcare coverage will terminate on December 31, 2018, and (iii) administrative support for Mr. Wynn will terminate on May 31, 2018. Additionally, in order to conduct any sales of Company shares in an orderly fashion in the event that Mr. Wynn is permitted to and elects to sell any shares that he owns, the Company has agreed to enter into a registration rights agreement with Mr. Wynn, with Mr. Wynn to reimburse the Company for its reasonable expenses. Pursuant to such registration rights agreement, Mr. Wynn may not sell during any quarter after the date of such agreement more than one-third of the Company shares he holds as of the date of such agreement.

See id. Mr. Wynn has since moved out of the residence at Wynn Las Vegas. In addition, the separation agreement addresses the status of the surname agreement and assignment of trademarks between Mr. Wynn and Wynn Resorts Holdings. The surname agreement, which was entered into on August 6, 2004, was for a perpetual term for consideration already received. See Exhibits 2 & 3 (See also Form 8-K filed by Wynn Resorts, Limited on August 9, 2004). The separation agreement provides that in the event Wynn Resorts no longer wishes to make use of the name or trademarks it may notify Mr. Wynn and the agreement shall terminate. See id.

At the time of the resignations, Mr. Wynn owned approximately 12 percent of the stock in the company through the Wynn Family Limited Partnership (hereinafter, "WFLP"). The Schedule 14A Proxy Statement filed by Wynn Resorts, Limited on April 18, 2018 identifies the beneficial ownership of shares of the company by officers, directors, and shareholders owning in excess of 5% of the outstanding shares. It lists Mr. Wynn as owning 0 shares and explains that this computation is:

based upon Schedules 13D/A, dated March 21 and March 22, 2018, filed by Mr. Wynn and Wynn Family Limited Partnership ("WFLP" and together with Mr. Wynn, the "Selling Shareholder"). The Selling Shareholder reported that on March 21, 2018, it sold an aggregate of 4,104,999 shares of Common Stock at a price of \$180.00 per share in open market transactions pursuant to Rule 144 under the Securities Act of 1933, as amended, and that on March 22, 2018, the Selling Shareholder entered into stock purchase agreements pursuant to which it agreed to sell 3,026,708 shares of Common Stock at a price of \$175.00 per share to T. Rowe Price Associates, Inc. and 5,000,000 shares of Common Stock at a price of \$175.00 per share to certain funds managed or advised by Capital Research and Management Company. Upon completion of these sales, the Selling Shareholder had no remaining holdings of Common Stock.

Wynn Resorts, Ltd.'s next annual shareholders' meeting is currently scheduled for May 16, 2018. As a result of the rules governing voting rights, while Mr. Wynn no longer owns stock in

Wynn Resorts, Ltd., he is entitled to vote at that meeting based on his stock ownership in March 2018.

Based on the foregoing, the Commission makes the following findings. Mr. Wynn is no longer an officer or director of Wynn Resorts, Ltd., and accordingly, he can no longer exercise control or provide direction to Wynn MA, LLC or Wynn Resorts, Ltd.<sup>5</sup> in either of those capacities as a matter of law. Further, it is clear that Mr. Wynn no longer owns stock in Wynn Resorts, Ltd., and, at the conclusion of the next annual stockholders meeting, he can no longer exercise control or provide direction in that capacity either. Mr. Wynn's resignation as an officer and director and divestiture of stock holdings further demonstrates that he no longer holds a financial interest in the gaming establishment under construction in Everett, Massachusetts or in Wynn MA, LLC, the gaming licensee which holds the license issued by the Commission. These latter factors eliminate Mr. Wynn as a qualifier under categories 2 and 3.

Further, the evidence demonstrates that Mr. Wynn is not involved in the financing of the gaming establishment under construction. Whereas he is no longer formally affiliated with Wynn Resorts, Ltd. or Wynn MA, LLC, no longer holds any stock in the company, and none of the outstanding agreements with the company to which he is a party related to the financing of the gaming establishment, no grounds exist to designate him a qualifier under category 5.

Mr. Wynn's status under categories #4 and #7 are not as clear cut at this time. Under category #4, the Commission must determine if Mr. Wynn is a "close associate" of a gaming licensee. The term "close associate" is defined, in pertinent part, as "a person who holds a relevant financial interest in, or is entitled to exercise power in, the business of [a] licensee and, by virtue of that interest or power, is able to exercise a significant<sup>6</sup> influence over the management or operation of a gaming establishment or business licensed under [G.L. c.23K]." As previously noted, the facts demonstrate that Mr. Wynn no longer holds any financial interest in Wynn MA, LLC. Further, by reason of his separation from the company, Mr. Wynn is no longer entitled to exercise power in the business of Wynn MA, LLC. However, as pointed out by both CEO Maddox and counsel for Mr. Wynn, by nature of the laws governing proxy votes, Mr. Wynn can exercise his votes at the upcoming annual shareholders meeting. There is no legal prohibition that bars Mr. Wynn from changing his mind and voting at that meeting. Accordingly, until the conclusion of that meeting, Mr. Wynn is still a qualifier under category #4. The same holds true of Mr. Wynn's status under category #7 where he could "exercise control or provide direction to a holding [. . .] company of a gaming licensee" until the conclusion of that meeting. G.L. c. 23K, §14(h); 205 CMR 116.02(1)(e). The scope of the control or direction that Mr. Wynn maintains by virtue of his ability to exercise his right to vote is limited though, and does not offer him any sufficient ability to similarly influence the affairs of the gaming licensee, Wynn MA, LLC. Accordingly, this rationale does not render him a qualifier under category #6. *Id.*

While the above makes clear that Mr. Wynn remains a qualifier until the conclusion of the next Wynn shareholder's meeting, there remains the issue of whether, Mr. Wynn would continue to

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<sup>5</sup> Wynn Resorts, Ltd. is the holding company of Wynn MA, LLC in accordance with the definition of 'holding company' provided by G.L. c.23K, §2.

<sup>6</sup> Where, as here, the statute does not define the term "significant," the Commission is guided by G.L. c.4, §6 which directs that "[w]ords and phrases shall be construed according to the common and approved usage of the language . . ." The Oxford Dictionary (2018) defines 'significant' to mean "[s]ufficiently great or important to be worthy of attention; noteworthy."

be a qualifier under the discretionary category #1 for individuals having a “business association of any kind with a gaming licensee”. G.L. c. 23K §4(11), 205 CMR 116.02(2). That is, does Mr. Wynn continue to have a business association with Wynn MA, LLC such that he should be designated a qualifier despite the steps that have been taken to separate Mr. Wynn’s interests from those of the company. Any such business association would have to afford him the ability to exercise control or provide direction to Wynn MA, LLC or Wynn Resorts, Ltd.

The term ‘business association’ is not itself defined.<sup>7</sup> As such, we apply the principle of statutory interpretation “nosceitur a sociis.” This term essentially means that words are known by the company they keep; that is, when attempting to define a previously undefined term one should look to words related to the term for guidance. In this case, the term ‘business association’ must be viewed in the company of its companion qualifier provisions set forth in the gaming laws. Most of those companions apply to specific individuals. Here, it is clear that the law intended to afford the Commission discretion to include other individuals who may not meet the more specific requirements in the review process. To that end, in applying the requirement, we must consider whether there exists any relationship of a nature and quality that one’s designation as a qualifier will in some way advance the paramount policy objectives of the gaming law, namely to preserve the public confidence in the integrity of the licensing process. As previously noted, though, not every association, or relationship, however small, need result in one’s designation as a qualifier. To make this determination, we must review the present ties between Mr. Wynn and the company, most of which are addressed in Exhibit 5.

It is clear that there have been some communications between Mr. Wynn and some of the individual officers and directors since his resignation. It is certainly not unusual that there would be some sort of minimal communication during a transition of the magnitude that was undertaken in this instance. Taken in that context, those types of communications are not of great concern. The most voluminous communications, however, appear to have occurred with Mr. Maddox and Ms. Sinatra. Depending on the nature of those communications, there could be concern that Mr. Wynn is still actively involved in the operation of the company. The evidence demonstrates though that these communications, when viewed in context, were largely if not entirely related to Mr. Wynn’s orderly separation from the company; whether for purposes of negotiating the terms of the separation agreement, use of the company plane, discussing fair value for the disposition of his ownership stake, ownership of the art collection, or the settlement of litigation. Each appears to have been appropriate under the circumstances. In fact, it would have been nearly impossible to achieve any of these results without such communication. Though Mr. Wynn may have inquired of Mr. Maddox as to ‘how things are going,’ it seems clear that Mr. Maddox is well aware of the pitfalls of engaging in such discussions and steered clear of offering any type of substantive responses to the inquiries. Ultimately, to allay any lingering concerns that Mr. Wynn may be directing the show from behind the curtain, Mr. Maddox stressed that this was not the case.<sup>8</sup>

In an effort to satisfy the Commission that Mr. Wynn would not be involved in the operation of the company moving forward, Wynn Resorts indicated that they have implemented a policy of

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<sup>7</sup> The Commission declines to adopt the definition of the term recommended in Mr. Wynn’s brief.

<sup>8</sup> Hearing transcript at p. 32 (“And, as CEO, I can tell you, there is no association with Steve Wynn. There is no business association with Steve Wynn. I’m my own man. And Kim Sinatra is her own woman. We are moving this company forward. We’re excited to move it forward. We’re excited to think about the future.”)

sorts "asking" that all officers and directors notify Jacqui Krum, of any direct or indirect communications with Mr. Wynn within 48 hours. The companies have agreed to mandate that reporting and to forward any such notice of both the fact and nature of the communication to the Commission. The Commission will expect those notifications to be timely provided. While it would be impossible to expect that there be no communications between Mr. Wynn and any officers or directors, it is reasonable to expect that any such communications be minimal and unrelated to the operation of the company or its future endeavors.

The separation agreement addresses a number of ongoing connections between the company and Mr. Wynn though none of them rise to the level of necessitating his designation as a qualifier. Under the terms of the agreement, Mr. Wynn was permitted to remain in his villa at the Wynn Las Vegas until June 1, 2018. The Commission was advised that he has already vacated the premises. Further, the agreement afforded a healthcare continuation and administrative support which are similarly not of concern here. Finally, the agreement provides that Mr. Wynn is entitled to any accrued obligations he is owed by the company. According to the testimony at the hearing, and Exhibit 5, the only outstanding obligation relates to his 'city ledger account' which amounts to over \$200,000. The Commission finds as follows for the discretionary category #1 provided that the city ledger account obligation shall be satisfied prior to this decision becoming effective.

The only other existing contractual arrangement worthy of note is the previously described surname rights agreement. Though that agreement is for a perpetual term which of course results in some ongoing relationship between Mr. Wynn and the company, there are no royalty or other payments associated with the arrangement. As such, this arrangement is not the business association of the nature and quality that supports Mr. Wynn's designation as a qualifier.

It is also notable that on March 8, 2018 the relevant parties settled part of the litigation involving the company, Mr. Wynn, Universal Entertainment Corp., and others, see Form 8-K filed by Wynn Resorts, Limited on March 9, 2018, and that the company, Mr. Wynn, Ms. Elaine Wynn, and others settled the remainder of the case on April 16, 2018. See Schedule 14A filed by Wynn Resorts, Limited on April 18, 2018. In the context of the present inquiry, the result is that Mr. Wynn is unable to exert any type of residual influence over the company via the litigation.

Based on the evidence presented, Wynn Resorts has worked quickly to separate itself from Mr. Wynn including emblematically changing the name of the Everett property to Encore Boston Harbor. The Commission rejects the characterization by Mr. Wynn's legal counsel that he is nothing more than an ordinary private citizen of the State of Nevada vis-à-vis Wynn Resorts. There is, however, substantial evidence that the relationship between Mr. Wynn and Wynn Resorts has been terminated in a meaningful way such that Mr. Wynn no longer falls with the definition of qualifier at the conclusion of the upcoming annual shareholders meeting.

#### IV. Conclusion and Order

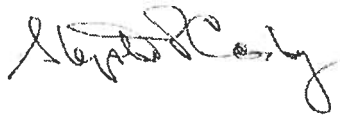
For the foregoing reasons, after careful consideration of the evidence presented at the hearing of this matter, the Commission finds that effective upon (1) the conclusion of the next scheduled Wynn Resorts, Ltd. annual shareholders meeting, and (2) the discharge of the city ledger account, Stephen A. Wynn is no longer a qualifier to Wynn MA, LLC or Wynn Resorts, Ltd. As grounds therefore the Commission finds that, as discussed, Mr. Wynn does not meet any of the

criteria to be designated an individual qualifier in accordance with G.L. c.23K, §§4(11) or 14. Provided, however, this decision shall not take effect until (1) written verification is received from Wynn Resorts that Mr. Wynn did not exercise his voting rights at the 2018 annual meeting of shareholders for Wynn Resorts, Ltd., and (2) written verification is received from Wynn Resorts that Mr. Wynn's outstanding balance on his city ledger account has been resolved. Further, the Commission expects Attorney Krum to forward any reports of contact by Steve Wynn with current officers or directors of Wynn Resorts or Wynn MA, LLC to the Investigations and Enforcement Bureau of the Commission as previously described.

This decision is based on the facts as determined at the hearing. Should any of the information provided to the Commission change in any material fashion the Wynn MA, LLC and/or Wynn Resorts, Ltd. is expected to promptly report such change so the Commission may consider its impact on this decision, if any.

**SO ORDERED.**


**MASSACHUSETTS GAMING COMMISSION**



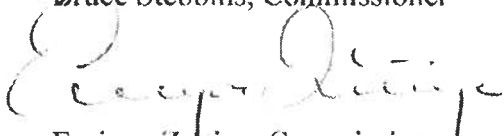
Stephen P. Crosby, Chair



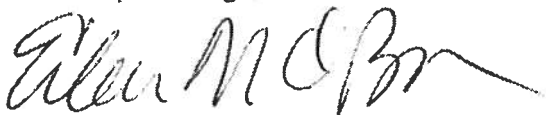
Gayle Cameron, Commissioner



Bruce Stebbins, Commissioner



Enrique Zuniga, Commissioner



Eileen O'Brien, Commissioner

DATED: May 7, 2018





BRIAN SANDOVAL  
Governor

## NEVADA GAMING CONTROL BOARD

1919 College Parkway, P.O. Box 8003, Carson City, Nevada 89702  
555 E. Washington Avenue, Suite 2600, Las Vegas, Nevada 89101  
3650 S. Pointe Circle, Suite 203, P.O. Box 31109, Laughlin, Nevada 89028  
557 W. Silver Street, Suite 207, Elko, Nevada 89801  
9790 Gateway Drive, Suite 100, Reno, Nevada 89521  
750 Pilot Road, Suite I, Las Vegas, Nevada 89119

BECKY HARRIS, *Chairwoman*  
SHAWN R. REID, *Member*  
TERRY JOHNSON, *Member*

### Notice of Investigative Hearing

June 29, 2018

Mr. Steve Wynn  
c/o Don Campbell  
Campbell & Williams  
700 South 7<sup>th</sup> Street  
Las Vegas, NV 89101

Dear Mr. Wynn:

You are hereby notified that the Nevada Gaming Control Board intends to schedule an Investigative Hearing during which you will be required to appear and provide testimony under oath pursuant to NRS 463.140(5). The Investigative Hearing is anticipated to occur during the week of Monday, August 20, 2018, through Friday, August 24, 2018.

You will be notified of the time and place of the Investigative Hearing by means of a subsequent written Order to Appear.

Pursuant to Nevada Gaming Commission Regulation 5.070, failure to appear and testify fully at the time and place designated, unless excused, shall constitute grounds for the revocation or suspension of any license, finding of suitability, registration, or other approval held by the person summoned, his principal or employer.

If you have any questions, please call me at (775) 684-7870.

Sincerely,

Mike LaBadie  
Chief – Investigations Division  
Nevada Gaming Control Board

ML:jc

cc: Becky Harris, Chair  
Carl Hoffman, Deputy Chief, Investigations Division  
Jeff Zinn, Special Agent, Investigations Division  
Joanne Chamberlain, Senior Agent, Investigations Division  
Records & Research







CAMPBELL  
& WILLIAMS  
ATTORNEYS AT LAW

September 5, 2018

**VIA E-MAIL ONLY**

Joanne E. Chamberlain  
Senior Agent, Investigations Division  
Nevada Gaming Control Board  
[jchamberlain@gcb.nv.gov](mailto:jchamberlain@gcb.nv.gov)

Clark D. Hoffman  
Deputy Chief, Investigations Division  
Nevada Gaming Control Board  
[choffman@gcb.nv.gov](mailto:choffman@gcb.nv.gov)

Mike LaBadie  
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Nevada Gaming Control Board  
[mlabadie@gcb.nv.gov](mailto:mlabadie@gcb.nv.gov)

Jeffrey D. Zinn  
Special Agent, Investigations Division  
Nevada Gaming Control Board  
[jzinn@gcb.nv.gov](mailto:jzinn@gcb.nv.gov)

*Re: Nevada Gaming Control Board's Request to Interview Stephen A. Wynn*

Dear Ms. Chamberlain and Messrs. Hoffman, LaBadie, and Zinn:

Following up on our meeting last Thursday, I wish to share with you the reservations of Mr. Wynn's legal team regarding your request to formally interview him this coming Friday, September 7, 2018.

As you all know, Mr. Wynn no longer maintains any relationship of any kind with the company he founded in 2002, Wynn Resorts, Ltd. (WRL). Not only did he resign as Chairman of the Board and Chief Executive Officer of WRL, but, in addition, he sold his entire holding of stock in that publicly-traded corporation as memorialized in numerous public disclosures filed with the United States Securities and Exchange Commission. As a consequence, Mr. Wynn is no longer a

700 SOUTH SEVENTH STREET  
LAS VEGAS, NEVADA 89101  
PHONE: 702/382-5222  
FAX: 702/382-0540

licensee of WRL or any of its affiliated entities. Indeed, for the first time in fifty years, Mr. Wynn is not a bona-fide licensee of any gaming enterprise in the State of Nevada.

Despite this indisputable state of affairs, Mr. Wynn desires to cooperate with Nevada regulators in any reasonable manner which does not compromise his ongoing efforts to vindicate his good name. Toward that end, Mr. Wynn has retained the highly regarded defamation litigator, Mr. L. Lin Wood, Esq. of Atlanta, Georgia. Since his retention, Mr. Wood, along with his local co-counsel Peterson Baker, PLLC, has to date filed three separate defamation actions on behalf of Mr. Wynn, to wit: *Wynn v. The Associated Press, et. al.* – Case No. A-18-772715-C, *Wynn v. Nielsen-* Case No. A-18773531-C, and *Wynn v. Bloom, et. al.* – Case No. 2:18-cv- LCM-GWF.

In addition, Mr. Wynn has every intention to advance similar claims against *The Wall Street Journal*, its reporters, and so-called “unnamed sources” that were complicit in the propagation of outrageous libels that were intentionally channeled to other media entities.<sup>1</sup> And to this point, Mr. Wynn’s defamation counsel and their investigators have uncovered a substantial collection of exculpatory evidence, which not only impeaches, but categorically refutes the many falsehoods targeted against Mr. Wynn.

This evidence, which is presently protected by the attorney-client and attorney-work product privileges, has been developed in support of Mr. Wynn’s defamation suits through hundreds of hours of research as well as the expenditure of hundreds of thousands of dollars. It is the intention of Mr. Wynn’s defamation counsel to use this evidence in the only forum which has the power to vindicate his reputation...a court of law. Accordingly, Mr. Wynn cannot be reasonably expected to waive any of his privileges except at the appropriate time and in the appropriate judicial forum.

Notwithstanding the above, Mr. Wynn remains willing to consider any and all written inquiries which will assist you in your investigation, yet not compromise Mr. Wynn’s attorneys in their mission to expose the despicable misconduct, lies, and deceit engaged in by many of Mr. Wynn’s accusers.<sup>2</sup>

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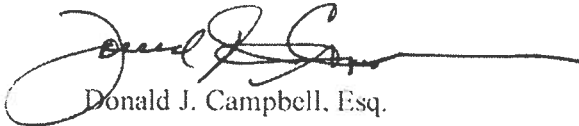
<sup>1</sup> In this regard, your collective attention is directed to the affidavits of numerous witnesses attesting to an elaborate scheme to publicly defame Mr. Wynn, which were filed in support of claims advanced in the case *Wynn v. Nielsen, supra*. In addition, the undersigned invites your collective attention to Mr. Wynn’s voluminous testimony in the Kazuo Okada / Elaine Wynn litigation as well as the in-depth investigative piece published by *Boston Magazine* on August 27, 2018 and styled: *Wynn: The Anatomy of a #Me Too Accusation Gone Wrong*.

<sup>2</sup> As you were informed during our meeting, we have learned that certain “investigators” retained by WRL have tacitly encouraged some employees to sue Mr. Wynn, while browbeating and silencing other employees who categorically denied knowledge of any non-consensual misconduct engaged in by Mr. Wynn. And so there is no ambiguity on this point. **Mr. Wynn categorically denies ever engaging in any non-consensual behavior of any kind.**

Should you desire to accept Mr. Wynn's invitation to submit your inquiries to him in writing, you may do so by forwarding the same to me via my email address: [djc@cwlawlv.com](mailto:djc@cwlawlv.com).

Most respectfully submitted,

CAMPBELL & WILLIAMS



Donald J. Campbell, Esq.

cc: L. Lin Wood, Esq.  
(via email) [lwood@linwoodlaw.com](mailto:lwood@linwoodlaw.com)

Tammy Peterson, Esq.  
(via email) [tpeterson@petersonbaker.com](mailto:tpeterson@petersonbaker.com)





1 NGC 18-15

2  
3  
4 **STATE OF NEVADA**

5 **BEFORE THE NEVADA GAMING COMMISSION**

6 NEVADA GAMING CONTROL BOARD,

7 Complainant,

8 vs.

9 WYNN LAS VEGAS, LLC  
10 dba WYNN LAS VEGAS;  
11 WYNN RESORTS, LIMITED (PTC)

12 Respondents.

**COMPLAINT**

13 The State of Nevada, on relation of its NEVADA GAMING CONTROL BOARD  
14 (BOARD), Complainant herein, by and through its counsel, AARON D. FORD, Attorney  
15 General, by JOHN S. MICHELA, Senior Deputy Attorney General, MICHAEL P. SOMPS,  
16 Senior Deputy Attorney General, and EDWARD L. MAGAW, Deputy Attorney General,  
17 hereby files this Complaint for disciplinary action against WYNN LAS VEGAS, LLC, dba,  
18 WYNN LAS VEGAS (WYNN) and WYNN RESORTS, LIMITED (PTC) (RESORTS)  
19 (collectively RESPONDENTS), pursuant to Nevada Revised Statute (NRS) 463.310(2), and  
20 alleges as follows:

21 **JURISDICTION**

22 1. Complainant, BOARD, is an administrative agency of the State of Nevada duly  
23 organized and existing under and by virtue of Chapter 463 of the NRS and is charged with  
24 the administration and enforcement of the gaming laws of this state as set forth in Title 41  
25 of the NRS and the Regulations of the Nevada Gaming Commission.

26 2. WYNN, located at 3131 Las Vegas Boulevard, Las Vegas, Nevada, is organized  
27 under the laws of Nevada and holds a nonrestricted gaming license, manufacturer license,  
28 and distributor license. WYNN activated these licenses on or about April 28, 2005.



1 licensees to the end that licenses shall not be held by unqualified  
2 or disqualified persons or unsuitable persons or persons whose  
operations are conducted in an unsuitable manner.

3 Nev. Gaming Comm'n Reg. 5.040.

4 8. Nevada Revised Statute 463.641 provides as follows:

5 If any corporation, partnership, limited partnership, limited-  
6 liability company or other business organization holding a  
7 license is owned or controlled by a publicly traded corporation  
8 subject to the provisions of this chapter, or that publicly traded  
9 corporation, does not comply with the laws of this state and the  
regulations of the Commission, the Commission may in its  
discretion do any one, all or a combination of the following:

- 10 1. Revoke, limit, condition or suspend the license of the licensee;  
or  
11 2. Fine the persons involved, the licensee or the publicly traded  
12 corporation, in accordance with the laws of this state and the  
regulations of the Commission.

13 NRS 463.641.

14 9. Nevada Gaming Commission Regulation 3.080 provides as follows:

15 The Commission may deny, revoke, suspend, limit, condition, or  
16 restrict any registration or finding of suitability or application  
17 therefor upon the same grounds as it may take such action with  
18 respect to licenses, licensees and licensing; without exclusion of  
19 any other grounds. The Commission may take such action on the  
20 grounds that the registrant or person found suitable is associated  
with, or controls, or is controlled by, or is under common control  
with, an unsuitable person.

21 Nev. Gaming Comm'n Reg. 3.080.

22 10. Nevada Revised Statute 463.170 provides as follows:

23 1. Any person who the Commission determines is qualified to  
24 receive a license, to be found suitable or to receive any approval  
25 required under the provisions of this chapter, or to be found  
26 suitable regarding the operation of a charitable lottery under the  
27 provisions of chapter 462 of NRS, having due consideration for  
28 the proper protection of the health, safety, morals, good order  
and general welfare of the inhabitants of the State of Nevada and  
the declared policy of this State, may be issued a state gaming  
license, be found suitable or receive any approval required by  
this chapter, as appropriate. The burden of proving an  
applicant's qualification to receive any license, be found suitable

1 or receive any approval required by this chapter is on the  
2 applicant.

3 2. An application to receive a license or be found suitable must  
4 not be granted unless the Commission is satisfied that the  
5 applicant is:

6 (a) A person of good character, honesty and integrity;

7 (b) A person whose prior activities, criminal record, if any,  
8 reputation, habits and associations do not pose a threat to the  
9 public interest of this State or to the effective regulation and  
10 control of gaming or charitable lotteries, or create or enhance the  
11 dangers of unsuitable, unfair or illegal practices, methods and  
12 activities in the conduct of gaming or charitable lotteries or in  
13 the carrying on of the business and financial arrangements  
14 incidental thereto; and

15 (c) In all other respects qualified to be licensed or found suitable  
16 consistently with the declared policy of the State.

17 3. A license to operate a gaming establishment or an inter-casino  
18 linked system must not be granted unless the applicant has  
19 satisfied the Commission that:

20 (a) The applicant has adequate business probity, competence and  
21 experience, in gaming or generally; and

22 (b) The proposed financing of the entire operation is:

23 (1) Adequate for the nature of the proposed operation; and

24 (2) From a suitable source.

25 ↪ Any lender or other source of money or credit which the  
26 Commission finds does not meet the standards set forth in  
27 subsection 2 may be deemed unsuitable.

28 4. An application to receive a license or be found suitable  
constitutes a request for a determination of the applicant's  
general character, integrity, and ability to participate or engage  
in, or be associated with gaming or the operation of a charitable  
lottery, as appropriate. Any written or oral statement made in  
the course of an official proceeding of the Board or Commission  
by any member thereof or any witness testifying under oath  
which is relevant to the purpose of the proceeding is absolutely  
privileged and does not impose liability for defamation or  
constitute a ground for recovery in any civil action.

5. The Commission may in its discretion grant a license to:

(a) A publicly traded corporation which has complied with the  
provisions of NRS 463.625 to 463.643, inclusive;

(b) Any other corporation which has complied with the provisions  
of NRS 463.490 to 463.530, inclusive;

(c) A limited partnership which has complied with the provisions  
of NRS 463.564 to 463.571, inclusive; and

(d) A limited-liability company which has complied with the  
provisions of NRS 463.5731 to 463.5737, inclusive.

6. No limited partnership, except one whose sole limited partner  
is a publicly traded corporation which has registered with the  
Commission, or a limited-liability company, or business trust or  
organization or other association of a quasi-corporate character  
is eligible to receive or hold any license under this chapter unless  
all persons having any direct or indirect interest therein of any  
nature whatever, whether financial, administrative,  
policymaking or supervisory, are individually qualified to be  
licensed under the provisions of this chapter.



1 7. The Commission may, by regulation:

2 (a) Limit the number of persons who may be financially  
3 interested and the nature of their interest in any corporation,  
4 other than a publicly traded corporation, limited partnership,  
5 limited-liability company or other organization or association  
6 licensed under this chapter; and

7 (b) Establish such other qualifications for licenses as it may, in  
8 its discretion, deem to be in the public interest and consistent  
9 with the declared policy of the State.

10 8. Any person granted a license or found suitable by the  
11 Commission shall continue to meet the applicable standards and  
12 qualifications set forth in this section and any other  
13 qualifications established by the Commission by regulation. The  
14 failure to continue to meet such standards and qualifications  
15 constitutes grounds for disciplinary action.

16 NRS 463.170.

17 11. Nevada Gaming Commission Regulation 5.010 provides as follows:

18 1. It is the policy of the Commission and the Board to require that  
19 all establishments wherein gaming is conducted in this state be  
20 operated in a manner suitable to protect the public health, safety,  
21 morals, good order and general welfare of the inhabitants of the  
22 State of Nevada.

23 2. Responsibility for the employment and maintenance of suitable  
24 methods of operation rests with the licensee, and willful or  
25 persistent use or toleration of methods of operation deemed  
26 unsuitable will constitute grounds for license revocation or other  
27 disciplinary action.

28 Nev. Gaming Comm'n Reg. 5.010.

12. Nevada Gaming Commission Regulation 5.011 states, in relevant part, as  
follows:

The Board and the Commission deem any activity on the part of  
any licensee, the licensee's agents or employees, that is inimical  
to the public health, safety, morals, good order and general  
welfare of the people of the State of Nevada, or that would reflect  
or tend to reflect discredit upon the State of Nevada or the  
gaming industry, to be an unsuitable method of operation and  
shall be grounds for disciplinary action by the Board and the  
Commission in accordance with the Nevada Gaming Control Act  
and the regulations of the Board and the Commission. Without  
limiting the generality of the foregoing, the following acts or  
omissions may be determined to be unsuitable methods of  
operation:

1. Failure to exercise discretion and sound judgment to prevent  
incidents which might reflect on the repute of the State of  
Nevada and act as a detriment to the development of the  
industry.

....

1 10. Failure to conduct gaming operations in accordance with  
2 proper standards of custom, decorum and decency, or permit any  
3 type of conduct in the gaming establishment which reflects or  
tends to reflect on the repute of the State of Nevada and act as a  
detriment to the gaming industry.

4 Nev. Gaming Comm'n Reg. 5.011 (1), and (10).

5 13. Nevada Gaming Commission Regulation 5.030 provides as follows:

6 ***Violation of any provision of the Nevada Gaming Control***  
7 ***Act or of these regulations by a licensee, the licensee's***  
8 ***agent or employee shall be deemed*** contrary to the public  
9 health, safety, morals, good order and general welfare of the  
10 inhabitants of the State of Nevada and ***grounds for suspension***  
11 ***or revocation of a license.*** Acceptance of a state gaming license  
12 or renewal thereof by a licensee constitutes an agreement on the  
part of the licensee to be bound by all of the regulations of the  
Commission as the same now are or may hereafter be amended  
or promulgated. It is the responsibility of the licensee to keep  
informed of the content of all such regulations, and ignorance  
thereof will not excuse violations.

13 Nev. Gaming Comm'n Reg. 5.030 (emphasis added).

#### 14 BACKGROUND

15 14. On or about January 26, 2018, the *Wall Street Journal* published an article with  
16 the headline "Dozens of People Recount Pattern of Sexual Misconduct by Las Vegas Mogul  
17 Steve Wynn" (WSJ Article).

18 15. The WSJ Article commenced with a description of allegations taking place in  
19 2005 regarding Stephen Alan Wynn, former RESORTS Chief Executive Officer, and a  
20 manicurist who worked for WYNN. The description of allegations contained in the WSJ  
21 Article included that Mr. Wynn forced the manicurist to have sex with him. The description  
22 of allegations contained in the WSJ Article included that the manicurist's supervisor  
23 learned of the allegations and "filed a detailed report to the casino's human-resources  
24 department recounting the episode." The WSJ Article stated, "according to people familiar  
25 with the matter," Mr. Wynn paid a \$7.5 million settlement to the manicurist based on the  
26 allegations.

27 16. The WSJ Article stated Mr. Wynn's behavior went beyond the manicurist  
28 incident: "dozens of people The Wall Street Journal interviewed who have worked at Mr.

1 Wynn's casinos told of behavior that cumulatively would amount to a decades-long pattern  
2 of sexual misconduct by Mr. Wynn."

3 17. The WSJ Article went on to describe further sexual incidents alleged against Mr.  
4 Wynn and how employees were aware of Mr. Wynn's power in Las Vegas and worried about  
5 how this power could impact their ability to work elsewhere.

6 18. Immediately upon learning of the allegations raised against Mr. Wynn in the  
7 WSJ article, the BOARD launched a thorough and extensive investigation of  
8 RESPONDENTS and Mr. Wynn.

9 19. The BOARD set up an online portal through which members of the public could  
10 submit information to assist the BOARD.

11 20. The BOARD interviewed multiple individuals, including accusers, witnesses,  
12 current and former employees of RESPONDENTS, current and former members of  
13 RESPONDENTS' management, current and former directors and officers of  
14 RESPONDENTS.

15 21. The BOARD reviewed relevant documentation, including, but not limited to:  
16 personnel and other records of RESPONDENTS; court records; claims filed by employees  
17 of RESPONDENTS with the United States Equal Employment Opportunity Commission  
18 (EEOC) and the Nevada Equal Rights Commission; settlement agreements entered into  
19 between Mr. Wynn and employees or former employees of RESPONDENTS; information  
20 provided by RESORTS; administrative records of other government agencies; records  
21 provided by witnesses; and minutes of meetings of the Board of Directors and of the Special  
22 Committee.

23 22. Through its investigation, the BOARD discovered multiple allegations of sexual  
24 misconduct and/or sexual harassment against Mr. Wynn.

25 23. Mr. Wynn, at all times relevant to this Complaint, was found suitable as the  
26 controlling shareholder of RESORTS, found suitable as a shareholder of RESORTS, found  
27 suitable as the Chairman of the Board of RESORTS, and found suitable as the Chief  
28 Executive Officer of RESORTS.

1           24. On or about February 6, 2018, Mr. Wynn resigned from all positions held with  
2 RESPONDENTS.

3           25. On or before March 28, 2018, Mr. Wynn transferred all ownership interests he  
4 held in RESPONDENTS. Mr. Wynn presently does not hold any ownership interests in  
5 RESPONDENTS.

6           26. The BOARD has placed administrative holds on all Nevada Gaming Commission  
7 approvals of Mr. Wynn.

8           27. During all times relevant to this Complaint, RESPONDENTS maintained a  
9 policy concerning sexual harassment. RESPONDENTS' harassment policy was "to prohibit  
10 any conduct, whether intentional or unintentional which results in the harassment or  
11 discrimination of employees . . . ." RESPONDENTS' harassment policy specifically defined  
12 one type of harassment to be sexual harassment.

13           28. RESPONDENTS' harassment policy defined sexual harassment as "any  
14 unwelcomed sexual advances, request for sexual favors, or other conduct of a sexual nature  
15 either verbal or physical . . . ."

16           29. RESPONDENTS' harassment policy set out that an employee who experiences  
17 or witnesses sexual harassment "should immediately report the conduct to: 1. The  
18 Employee Relations Department; 2. The Vice President of Human Resources, the Legal  
19 department, or your particular Divisional Vice President; 3. Any other member of  
20 management with whom [the employee] feel[s] comfortable."

21           30. RESPONDENTS' harassment policy set out that supervisors who observe or  
22 become aware of harassment must immediately report such harassment "to the Employee  
23 Relations department and take appropriate steps to stop the offending behavior."

24           31. During all times relevant to this Complaint, RESPONDENTS maintained a  
25 personal relationships policy. This policy discouraged "romantic or intimate relationships  
26 involving a direct or indirect supervisory relationship between employees regardless of  
27 whether the relationship is voluntary and/or welcomed by both parties."

28 . . .

1 32. RESPONDENTS' personal relationships policy also set out "Department  
2 managers are responsible for conducting themselves in a professional manner and strictly  
3 maintaining professional relationships with their employees at all times."

4 33. During all times relevant to this Complaint, RESPONDENTS maintained a  
5 policy setting out how the Employee Relations Department (ER) should investigate alleged  
6 workplace conduct violations. Specifically:

7 1. Obtain verbal and written statements from all parties  
8 involved, including the complainant and accused. 2. Take  
9 photographs/video of any injury or damage (*if applicable*). 3. Preserve all evidence, and secure the evidence in a locked  
10 location. Document all evidence obtained. 4. Determine if there  
11 is a potential for risk occurrence. If there is a potential, take all  
measures appropriate to protect employees. 5. Complete an  
investigation report and provide all relevant and necessary  
information, including findings.

12 34. RESPONDENTS' investigations policy also set out that the ER should make and  
13 document findings as "violation found," "no violation found," or "inconclusive  
14 investigation."

15 **COUNT ONE**  
16 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
17 **REGULATIONS 5.010 and/or 5.011**

18 35. Complainant BOARD realleges and incorporates by reference as though set forth  
19 in full herein paragraphs 1 through 34 above.

20 36. In 2005, Employee 1, employed in the WYNN Salon, alleged to various  
21 individuals at the WYNN that she had been raped by Mr. Wynn and that she became  
22 pregnant as a result.

23 37. WYNN Salon management followed company policies and procedures by  
24 reporting Employee 1's allegations to WYNN Human Resources.

25 38. The following individuals learned about Employee 1's allegations at or around  
26 the time the allegations were made: Marc Schorr, former WYNN President and RESORTS  
27 Chief Operating Officer; Doreen Whennen, former WYNN Vice President of Hotel  
28 Operations; and Arte Nathan, former WYNN Senior Vice President and Chief Human  
Resources Officer.

1           39. Mr. Schorr, Ms. Whennen, and Mr. Nathan all failed to initiate an investigation  
2 into Employee 1's allegations of sexual misconduct in violation of RESPONDENTS' policies  
3 and procedures.

4           40. Mr. Wynn reached a private, confidential settlement with Employee 1 in which  
5 she and her husband were paid \$7.5 million through a separate legal entity funded  
6 personally by Mr. Wynn (2005 Settlement).

7           41. In January 2012, at the latest, Kimmarie Sinatra, former General Counsel,  
8 Secretary, and Senior Vice President for RESORTS, learned of the 2005 Settlement. By  
9 July 2017, at the latest, Ms. Sinatra learned that Employee 1 had alleged that Mr. Wynn  
10 raped her.

11           42. RESORTS did not conduct a timely investigation into Employee 1's allegations  
12 or into Mr. Wynn's admitted sexual relationship with a subordinate.

13           43. At least four (4) former executives of RESORTS and WYNN, failed to initiate  
14 and/or conduct an investigation after obtaining knowledge of allegations of sexual  
15 misconduct against Mr. Wynn as required by RESPONDENTS' policies and procedures.

16           44. The failures of RESPONDENTS, RESPONDENTS' former agents, and/or  
17 RESPONDENTS' former employees to initiate and/or conduct an investigation as described  
18 herein, in whole or in part, constitute violations of NRS 463.170(8) and/or Nevada Gaming  
19 Commission Regulations 5.010, 5.011(1) and/or 5.011(10).

20           45. Each separate occasion when RESPONDENTS, RESPONDENTS' former  
21 agents, and/or RESPONDENTS' former employees failed to initiate and/or conduct an  
22 investigation as described herein constitutes a separate violation of the Gaming Control  
23 Act and Regulations of the Commission, as herein specified, for purposes of NRS  
24 463.310(4)(d)(2).

25           46. The failure of RESPONDENTS to comply with NRS 463.170(8) and/or Nevada  
26 Gaming Commission Regulations 5.010, 5.011(1) and/or 5.011(10) is an unsuitable method  
27 of operation and is grounds for disciplinary action against RESPONDENTS.

28 . . .

1 See NRS 463.1405(4), NRS 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs.  
2 3.080, 5.010(2), and 5.030.

3 **COUNT TWO**  
4 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
5 **REGULATIONS 5.010 and/or 5.011**

6 47. Complainant BOARD realleges and incorporates by reference as though set forth  
7 in full herein paragraphs 1 through 46 above.

8 48. Employee 2, a cocktail server at WYNN, alleged that Mr. Wynn pressured her  
9 into a nonconsensual sexual relationship that lasted from 2005 through her departure from  
10 RESORTS in 2006. Mr. Wynn entered into a private settlement with Employee 2 and her  
11 parents in the amount of \$975,000 on December 6, 2006 (2006 Settlement).

12 49. Marc Schorr, former WYNN President and RESORTS Chief Operating Officer,  
13 Arte Nathan, former WYNN Senior Vice President and Chief Human Resources Officer,  
14 and Kevin Tourek, former WYNN General Counsel, knew about Employee 2's allegations  
15 of sexual misconduct against Mr. Wynn in 2006.

16 50. Mr. Schorr, Mr. Nathan, and Mr. Tourek all failed to initiate an ER investigation  
17 into Employee 2's allegations of sexual misconduct in violation of RESPONDENTS' policies  
18 and procedures.

19 51. At least three (3) former executives of RESORTS and WYNN, failed to initiate  
20 and/or conduct an investigation after obtaining knowledge of allegations of sexual  
21 misconduct against Mr. Wynn as required by RESPONDENTS' policies and procedures.

22 52. The failures of RESPONDENTS, RESPONDENTS' former agents, and/or  
23 RESPONDENTS' former employees to initiate and/or conduct an investigation as described  
24 herein, in whole or in part, constitute violations of NRS 463.170(8) and/or Nevada Gaming  
25 Commission Regulations 5.010, 5.011(1) and 5.011(10).

26 53. Each separate occasion when RESPONDENTS, RESPONDENTS' former  
27 agents, and/or RESPONDENTS' former employees failed to initiate and/or conduct an  
28 investigation as described herein constitutes a separate violation of the Gaming Control

...

1 Act and Regulations of the Commission, as herein specified, for purposes of NRS  
2 463.310(4)(d)(2).

3 54. The failure of RESPONDENTS to comply with NRS 463.170(8) and Nevada  
4 Gaming Commission Regulations 5.011, 5.011(1) and 5.011(10) is an unsuitable method of  
5 operation and is grounds for disciplinary action against RESPONDENTS. See NRS  
6 463.1405(4), NRS 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs. 3.080,  
7 5.010(2), and 5.030.

8 **COUNT THREE**  
9 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
10 **REGULATIONS 5.010 and/or 5.011**

11 55. Complainant BOARD realleges and incorporates by reference as though set forth  
12 in full herein paragraphs 1 through 54 above.

13 56. In 2014, Employee 3, a former WYNN Las Vegas cocktail server and flight  
14 attendant, alleged that Mr. Wynn engaged in sexual misconduct against her in 2005.

15 57. Kevin Tourek, former WYNN General Counsel, and Maurice Wooden, former  
16 WYNN President, were aware of the allegations of sexual misconduct made against Mr.  
17 Wynn by Employee 3.

18 58. Mr. Tourek and Mr. Wooden both failed to initiate an ER investigation into  
19 Employee 3's allegations of sexual misconduct in violation of RESORTS policies and  
20 procedures.

21 59. At least two (2) former executives of WYNN, failed to initiate and/or conduct an  
22 investigation after obtaining knowledge of allegations of sexual misconduct against Mr.  
23 Wynn as required by RESPONDENTS' policies and procedures.

24 60. The failures of RESPONDENTS, RESPONDENTS' former agents, and/or  
25 RESPONDENTS' former employees to initiate and/or conduct an investigation as described  
26 herein, in whole or in part, constitute violations of NRS 463.170(8) and/or Nevada Gaming  
27 Commission Regulations 5.010, 5.011(1) and 5.011(10).

28 61. Each separate occasion when RESPONDENTS, RESPONDENTS' former  
agents, and/or RESPONDENTS' former employees failed to conduct and/or initiate an



1 investigation as described herein constitutes a separate violation of the Gaming Control  
2 Act and Regulations of the Commission, as herein specified, for purposes of NRS  
3 463.310(4)(d)(2).

4 62. The failure of RESPONDENTS to comply with NRS 463.170(8) and Nevada  
5 Gaming Commission Regulations 5.011, 5.011(1) and 5.011(10) is an unsuitable method of  
6 operation and is grounds for disciplinary action against RESPONDENTS. See NRS  
7 463.1405(4), NRS 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs. 3.080,  
8 5.010(2), and 5.030.

9 **COUNT FOUR**  
10 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
11 **REGULATIONS 5.010 and/or 5.011**

12 63. Complainant BOARD realleges and incorporates by reference as though set forth  
13 in full herein paragraphs 1 through 62 above.

14 64. Employee 4, Employee 5, and Employee 6, each of whom worked at WYNN's  
15 Encore Spa at all times relevant to this Complaint, made allegations that Mr. Wynn had  
16 engaged in sexual harassment during massages that were performed on him in 2014.

17 65. Employee 4, Employee 5, and Employee 6, reported some or all of the alleged  
18 sexual harassment by Mr. Wynn to RESPONDENTS' management, and those allegations  
19 were communicated among other members of RESPONDENTS' management, but no one  
20 in RESPONDENTS' management reported the allegations to ER, or otherwise ensured that  
21 the allegations had been reported thereto, as would have been required by  
22 RESPONDENTS' policies and procedures in effect at the time, so ER could conduct an  
23 investigation into the allegations.

24 66. Several individuals, including managers and executives of RESPONDENTS,  
25 became aware of some or all of the allegations of sexual harassment by Mr. Wynn made by  
26 Employee 4, Employee 5, and/or Employee 6 but did not report the allegations to ER, or  
27 otherwise ensure that the allegations had been reported thereto, as would have been  
28 required by RESPONDENTS' policies and procedures in effect at the time, so ER could  
conduct an investigation into the allegations.

1 67. The failure of RESPONDENTS, RESPONDENTS' agents, and/or  
2 RESPONDENTS' employees to report and/or investigate each instance of sexual  
3 harassment by Mr. Wynn alleged by Employee 4, Employee 5, and/or Employee 6, in whole  
4 or in part, constitutes a violation of NRS 463.170(8) and/or Nevada Gaming Commission  
5 Regulations 5.010, 5.011(1), and/or 5.011(10).

6 68. Each occasion where RESPONDENTS, RESPONDENTS' agents, and/or  
7 RESPONDENTS' employees failed to report an allegation of sexual harassment by Mr.  
8 Wynn made by Employee 4, Employee 5, and/or Employee 6 to ER, and/or failed to initiate  
9 and/or conduct an investigation into each allegation, constitutes a separate violation of the  
10 Gaming Control Act and the regulations adopted thereunder, as herein specified, for  
11 purposes of NRS 463.310(4)(d)(2).

12 69. The failure of RESPONDENTS to comply with NRS 463.170(8) and/or Nevada  
13 Gaming Commission Regulations 5.010, 5.011, 5.011(1), and/or 5.011(10) constitutes an  
14 unsuitable method of operation and provides grounds for disciplinary action against  
15 RESPONDENTS. See NRS 463.1405(4), NRS 463.170(8), NRS 463.341, and Nev. Gaming  
16 Comm'n Regs. 3.080, 5.010(2), and 5.030.

17 **COUNT FIVE**  
18 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
19 **REGULATIONS 5.010 and/or 5.011**

20 70. Complainant BOARD realleges and incorporates by reference as though set forth  
21 in full herein paragraphs 1 through 69 above.

22 71. Employee 7, who was a flight attendant with LV Jet, LLC (LV Jet), a wholly  
23 owned subsidiary of RESORTS, at all times relevant to this Complaint, submitted written  
24 correspondence to Mr. Wynn dated October 27, 2016, in which she made allegations that  
25 Mr. Wynn engaged in sexual harassment with multiple LV Jet flight attendants.

26 72. Kimmarie Sinatra, former RESORTS General Counsel, Secretary, and  
27 Executive Vice President, was made aware of Employee 7's allegations of multiple  
28 instances of sexual harassment by Mr. Wynn related to LV Jet flight attendants through  
the above-referenced written correspondence, which was forwarded to Ms. Sinatra by Mr.

1 Wynn's personal assistant. Ms. Sinatra, however, did not report the allegations to ER, or  
2 otherwise ensure that the allegations had been reported thereto, as would have been  
3 required by RESPONDENTS' policies and procedures in effect at the time, so ER could  
4 conduct an investigation into the allegations.

5 73. Stacie Michaels, former WYNN General Counsel, was made aware of Employee  
6 7's allegations of multiple instances of sexual harassment by Mr. Wynn related to LV Jet  
7 flight attendants through the above-referenced written correspondence, which was  
8 forwarded to Ms. Michaels by Mr. Wynn's personal assistant. Ms. Michaels, however, did  
9 not report the allegations to ER, or otherwise ensure that the allegations had been reported  
10 thereto, as would have been required by RESPONDENTS' policies and procedures in effect  
11 at the time, so ER could conduct an investigation into the allegations.

12 74. The failure of RESPONDENTS, RESPONDENTS' former agents, and/or  
13 RESPONDENTS' former employees to report and/or investigate each instance of sexual  
14 harassment of Mr. Wynn alleged by Employee 7 in her written correspondence dated  
15 October 27, 2016 referenced above, in whole or in part, constitutes a violation of NRS  
16 463.170(8) and/or Nevada Gaming Commission Regulations 5.010, 5.011(1), and/or  
17 5.011(10).

18 75. Each occasion where RESPONDENTS, RESPONDENTS' former agents, and/or  
19 RESPONDENTS' former employees failed to report an allegation of sexual harassment by  
20 Mr. Wynn made by Employee 7 in her written correspondence dated October 27, 2016  
21 referenced above to ER, and/or failed to initiate and/or conduct an investigation into each  
22 allegation, constitutes a separate violation of the Gaming Control Act and the regulations  
23 adopted thereunder, as herein specified, for purposes of NRS 463.310(4)(d)(2).

24 76. The failure of RESPONDENTS to comply with NRS 463.170(8) and/or Nevada  
25 Gaming Commission Regulations 5.010, 5.011, 5.011(1), and/or 5.011(10) constitutes an  
26 unsuitable method of operation and provides grounds for disciplinary action against  
27 RESPONDENTS. See NRS 463.1405(4), NRS 463.170(8), NRS 463.341, and Nev. Gaming  
28 Comm'n Regs. 3.080, 5.010(2), and 5.030.



1 RESPONDENTS. See NRS 463.1405(4), NRS 463.170(8), NRS 463.341, and Nev. Gaming  
2 Comm'n Regs. 3.080, 5.010(2), and 5.030.

3 **COUNT SEVEN**  
4 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
5 **REGULATIONS 5.010 and/or 5.011**

6 83. Complainant BOARD realleges and incorporates by reference as though set forth  
7 in full herein paragraphs 1 through 87 above.

8 84. In 2007, Kevin Tourek, former WYNN General Counsel, received an e-mail  
9 alleging a former executive "loves sleeping with cocktail servers."

10 85. Mr. Tourek did not report this allegation to ER or initiate and/or conduct an  
11 investigation after receiving the e-mail alleging the former executive's conduct with  
12 cocktail servers.

13 86. The failures of RESPONDENTS, RESPONDENTS' former agents, and/or  
14 RESPONDENTS' former employees to comply with RESPONDENTS' policies and  
15 procedures and failing to initiate and/or conduct an investigation as described herein, in  
16 whole or in part, constitute violations of NRS 463.170(8) and/or Nevada Gaming  
17 Commission Regulations 5.010, 5.011(1) and/or 5.011(10).

18 87. Each separate occasion when RESPONDENTS, RESPONDENTS' former  
19 agents, and/or RESPONDENTS' former employees failed to comply with RESPONDENTS'  
20 policies and procedures and failed to initiate and/or conduct an investigation as described  
21 herein constitutes a separate violation of the Gaming Control Act and Regulations of the  
22 Commission, as herein specified, for purposes of NRS 463.310(4)(d)(2).

23 88. The failure of RESPONDENTS to comply with NRS 463.170(8) and/or Nevada  
24 Gaming Commission Regulations 5.010 and/or 5.011 is an unsuitable method of operation  
25 and is grounds for disciplinary action against RESPONDENTS. See NRS 463.1405(4), NRS  
26 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs. 3.080, 5.010(2), and 5.030.

27 ...

28 ...

...

**COUNT EIGHT**  
**VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
**REGULATIONS 5.010 and/or 5.011**

89. Complainant BOARD realleges and incorporates by reference as though set forth in full herein paragraphs 1 through 88 above.

90. RESPONDENTS' policies and procedures requiring employee attendance at annual compliance training were not applied to Mr. Wynn.

91. RESPONDENTS' policies and procedures pertaining to WYNN spas were not applied to Mr. Wynn.

92. RESPONDENTS' policies and procedures pertaining to conflicts of interest were not followed for several settlements, including, but not limited to, the 2005 Settlement, and the 2006 Settlement.

93. The ability of former WYNN executives to operate outside of Company policies and procedures, contributed to the internal control breakdowns that occurred in relation to allegations of misconduct as described in this Complaint.

94. RESPONDENTS' failure to ensure compliance with RESPONDENTS' policies and procedures, as described herein, in whole or in part, constitutes a violation of NRS 463.170(8) and/or Nevada Gaming Commission Regulations 5.010, 5.011(1) and/or 5.011(10).

95. Each separate occasion when RESPONDENTS, RESPONDENTS' former agents, and/or RESPONDENTS' former employees failed to ensure compliance with RESPONDENTS' policies and procedures, as described herein, constitutes a separate violation of the Gaming Control Act and Regulations of the Commission, as herein specified, for purposes of NRS 463.310(4)(d)(2).

96. The failure of RESPONDENTS to comply with NRS 463.170(8) and/or Nevada Gaming Commission Regulations 5.010, 5.011(1) and/or 5.011(10) is an unsuitable method of operation and is grounds for disciplinary action against RESPONDENTS. See NRS 463.1405(4), NRS 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs. 3.080, 5.010(2), and 5.030.

**COUNT NINE**  
**VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
**REGULATIONS 5.010 and/or 5.011**

1  
2  
3 97. Complainant BOARD realleges and incorporates by reference as though set  
4 forth in full herein paragraphs 1 through 96 above.

5 98. At all times relevant to this Complaint, RESPONDENTS maintained a policy  
6 on personal relationships between employees that “discourage[d] romantic or intimate  
7 relationships involving a direct or indirect supervisory relationship between employees  
8 regardless of whether the relationship is voluntary and/or welcomed by both parties.”

9 99. At all times relevant to this Complaint, RESPONDENTS maintained a policy  
10 for harassment and discrimination that stated that “all employees are responsible for  
11 maintaining a professional work environment by treating everyone . . . with respect and by  
12 being aware of their own behavior toward others in the work place.”

13 100. Mr. Wynn, while Chairman of the Board of Directors and Chief Executive  
14 Officer of RESORTS, engaged in intimate and sexual conduct with WYNN employees.

15 101. Mr. Wynn failed to comply with RESPONDENTS’ policies that he maintain a  
16 professional work environment and/or failed to comply with the spirit of RESPONDENTS’  
17 policies that discouraged intimate relationships between himself and employees.

18 102. Regardless of whether the conduct of Mr. Wynn, as described herein, expressly  
19 violated any of RESPONDENTS’ policies, such conduct is inappropriate and unsuitable  
20 given the position of Mr. Wynn as head of RESORTS and WYNN and given the inherent  
21 disparity in power between himself and non-management employees.

22 103. RESPONDENTS are ultimately responsible for the actions of their agents and  
23 employees. *See Nev. Gaming Comm’n Reg. 5.030.*

24 104. RESPONDENTS failed to ensure that Mr. Wynn conducted himself in  
25 accordance with RESPONDENTS’ policies and procedures and/or failed to ensure that Mr.  
26 Wynn conducted himself in an appropriate and suitable manner.

27 105. RESPONDENTS’ failures, as described herein, resulted in negative reporting  
28 in widely disseminated media outlets, including, but not limited to, the Wall Street Journal.

1 106. RESPONDENTS' failures, as described herein, in whole or in part, constitute  
2 violations of NRS 463.170(8) and/or Nevada Gaming Commission Regulations 5.010,  
3 5.011(1) and/or 5.011(10).

4 107. The failure of RESPONDENTS to comply with NRS 463.170(8) and Nevada  
5 Gaming Commission Regulations 5.011, 5.011(1) and/or 5.011(10) is an unsuitable method  
6 of operation and is grounds for disciplinary action against RESPONDENTS. *See* NRS  
7 463.1405(4), NRS 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs. 3.080,  
8 5.010(2), and 5.030.

9 **COUNT TEN**  
10 **VIOLATION OF NRS 463.170 and/or NEVADA GAMING COMMISSION**  
11 **REGULATIONS 5.010 and/or 5.011**

12 108. Complainant BOARD realleges and incorporates by reference as though set  
13 forth in full herein paragraphs 1 through 107 above.

14 109. RESPONDENTS did not enforce their policies and procedures with regard to  
15 their executives and other high level employees following the reporting procedures for  
16 sexual harassment and related matters.

17 110. RESPONDENTS' past failures to enforce its policies and procedures have led  
18 to multiple instances, a number of which are set out in this Complaint, where sexual  
19 harassment allegations concerning RESPONDENTS' executives were not investigated.

20 111. RESPONDENTS' past failures to enforce its policies and procedures have led  
21 to multiple instances where allegations of sexual harassment by executives of  
22 RESPONDENTS were not appropriately addressed by RESPONDENTS.

23 112. RESPONDENTS' past failures to appropriately address allegations of sexual  
24 harassment by executives and high level employees of RESPONDENTS resulted in  
25 negative articles published in widely disseminated media publications, including, but not  
26 limited to, the Wall Street Journal.

27 113. Thus, the BOARD, in order to protect gaming in the State of Nevada; to protect  
28 the welfare of the gaming industry; to protect the welfare of the inhabitants of the State of  
Nevada, including gaming industry employees; and to attempt to mitigate the discredit



1 caused by RESPONDENTS to the State of Nevada and the gaming industry, has had to file  
2 this Complaint.

3 114. By itself and/or in conjunction with the actions contained in the other counts  
4 of this Complaint, the failures of RESPONDENTS to ensure RESPONDENTS' policies and  
5 procedures were followed by and enforced against RESPONDENTS' executives and high  
6 level employees reflect or tend to reflect poorly on the reputation of gaming in the State of  
7 Nevada and/or acts as a detriment to the development of the gaming industry and/or reflect  
8 or tend to reflect discredit upon the State of Nevada or the gaming industry.

9 115. The past failures of RESPONDENTS to follow and enforce RESPONDENTS'  
10 policies and procedures as described herein, in whole or in part, constitute violations of  
11 NRS 463.170(8) and/or Nevada Gaming Commission Regulations 5.010 and/or 5.011.

12 116. The past failures of RESPONDENTS to comply with NRS 463.170(8) and/or  
13 Nevada Gaming Commission Regulations 5.010 and/or 5.011 is an unsuitable method of  
14 operation and is grounds for disciplinary action against RESPONDENTS. See NRS  
15 463.1405(4), NRS 463.170(8), NRS 463.641, and Nev. Gaming Comm'n Regs. 3.080,  
16 5.010(2), and 5.030.

17 **PRAYER FOR RELIEF**

18 WHEREFORE, based upon the allegations contained herein which constitute  
19 reasonable cause for disciplinary action against RESPONDENTS, pursuant to NRS  
20 463.310 and Nevada Gaming Commission Regulations 5.010 and 5.030 the NEVADA  
21 GAMING CONTROL BOARD prays for the relief as follows:

22 1. That the Nevada Gaming Commission serve a copy of this Complaint on  
23 RESPONDENTS pursuant to NRS 463.312(2);

24 2. That the Nevada Gaming Commission fine RESPONDENTS a monetary sum  
25 pursuant to the parameters defined at NRS 463.310(4) for each separate violation of the  
26 provisions of the Nevada Gaming Control Act or the Regulations of the Nevada Gaming  
27 Commission;

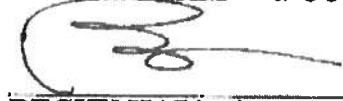
28 . . .

1 3. That the Nevada Gaming Commission take action against RESPONDENTS'  
2 license or licenses, registration or registrations, and finding of suitability or findings of  
3 suitability pursuant to the parameters defined in NRS 463.310(4); and

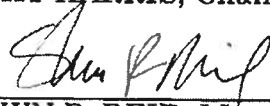
4 4. For such other and further relief as the Nevada Gaming Commission may deem  
5 just and proper.

6 DATED this 25<sup>th</sup> day of January, 2019.

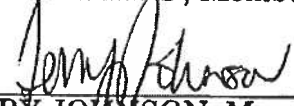
8 NEVADA GAMING CONTROL BOARD

9 

10 BECKY HARRIS, Chairwoman

11 

12 SHAWN R. REID, Member

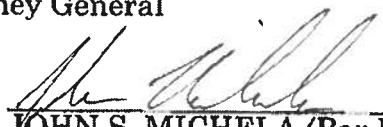
13 

14 TERRY JOHNSON, Member

16 Submitted by:

17 AARON D. FORD  
18 Attorney General

19 By:



20 JOHN S. MICHELA (Bar No. 8189)  
21 Senior Deputy Attorney General  
22 MICHAEL P. SOMPS (Bar No. 6507)  
23 Senior Deputy Attorney General  
24 EDWARD L. MAGAW (Bar No. 9111)  
25 Deputy Attorney General

26 Gaming Division  
27 Attorney General's Office  
28





1 NGC 18-15

2 STATE OF NEVADA  
3 BEFORE THE NEVADA GAMING COMMISSION

4  
5 NEVADA GAMING CONTROL BOARD,

6 Complainant,

7 vs.

STIPULATION FOR SETTLEMENT  
AND ORDER

8 WYNN LAS VEGAS, LLC  
9 dba WYNN LAS VEGAS;  
10 WYNN RESORTS, LIMITED (PTC)

11 Respondents.

12 The State of Nevada, on relation of its NEVADA GAMING CONTROL BOARD  
13 (BOARD), Complainant herein, filed a Complaint, NGC Case No. 18-15 (Complaint)  
14 against WYNN LAS VEGAS, LLC, dba WYNN LAS VEGAS, and WYNN RESORTS,  
15 LIMITED (PTC) (collectively RESPONDENTS), alleging certain violations of the Nevada  
16 Gaming Control Act and Regulations of the Nevada Gaming Commission.

17 IT IS HEREBY STIPULATED AND AGREED to by the BOARD and  
18 RESPONDENTS that the Complaint, NGC Case No. 18-15, filed against RESPONDENTS  
19 in the above-entitled case shall be settled on the following terms and conditions:

20 1. RESPONDENTS admit each and every allegation set forth in the Complaint,  
21 NGC Case No. 18-15, except that RESPONDENTS neither admit nor deny paragraphs 72  
22 – 73 of the Complaint and that portion of paragraph 57 of the Complaint that alleges  
23 Maurice Wooden was aware of the allegations of sexual misconduct.

24 2. RESPONDENTS fully understand and voluntarily waive the right to a public  
25 hearing on the charges and allegations set forth in the Complaint, the right to present and  
26 cross-examine witnesses, the right to a written decision on the merits of the Complaint,  
27 which must contain findings of fact and a determination of the issues presented, and the  
28 right to obtain judicial review of the Nevada Gaming Commission's (Commission) decision.

1           3. RESPONDENTS agree to pay a fine in an amount to be determined by the  
2 Commission when this Stipulation for Settlement is considered for approval by the  
3 Commission. Any such fine shall be electronically transferred to the *State of Nevada-*  
4 *Nevada Gaming Commission* within five (5) days of this Stipulation for Settlement being  
5 accepted and approved by the Commission. Interest on the Fine shall accrue in accordance  
6 with NRS 17.130 on any unpaid balance computed from the date payment is due until  
7 payment is made in full.

8           4. RESPONDENTS agree that the nonrestricted gaming license of WYNN LAS  
9 VEGAS, LLC and the registration of WYNN RESORTS, LIMITED (PTC) may be  
10 conditioned by the Commission when this Stipulation for Settlement is considered for  
11 approval by the Commission as deemed appropriate by the Commission.

12           5. The BOARD agrees that it is not seeking to revoke or limit RESPONDENTS'  
13 licenses, findings of suitability, or any other Commission approvals.

14           6. Nothing herein shall be construed to limit either the BOARD or RESPONDENTS  
15 from advocating for what either party believes is appropriate discipline within the  
16 parameters of this Stipulation for Settlement.

17           7. To assist the Nevada Gaming Commission in its evaluation of the matters  
18 encompassed by this stipulated settlement agreement, RESPONDENTS offer the  
19 following:

20           a. Since its creation almost two decades ago, RESPONDENTS have prided  
21 themselves on their culture of compliance and commitment to their employees. Over the  
22 last year, RESPONDENTS have realized, through the BOARD'S investigation as well as  
23 its own, that RESPONDENTS fell short of their culture and commitment in perhaps one  
24 of the most important areas for an employer – focusing on its employees. RESPONDENTS  
25 have focused on a single man, rather than the Company's greatest asset, its 25,000  
26 employees.

27           b. RESPONDENTS have undergone an extensive self-examination over the last  
28 twelve months, intended to reinvigorate and implement meaningful change across all levels

1 of the organization, to cultivate a safe, healthy, and supportive workplace culture, and to  
2 build on their core values of respecting their employees, corporate responsibility and  
3 citizenship, and service to the community. And RESPONDENTS represent that they have  
4 been successful in that regard.

5 c. In sum, these 25,000 employees, led by CEO Matt Maddox and a reshaped  
6 Board of Directors, are the Company that stands before the Commission today, and not  
7 Steve Wynn.

8 d. Upon learning of the extent of the allegations contained in the Wall Street  
9 Journal article, RESPONDENTS immediately created a special committee comprised of  
10 independent members of RESPONDENTS' Board to investigate the allegations contained  
11 in the Wall Street Journal Article, and fully cooperated with the BOARD'S investigation.

12 e. RESPONDENTS also implemented significant changes in the leadership of  
13 the organization, including,

14 i. Appointing Matt Maddox as Chief Executive Officer.

15 ii. Commencing a robust Board refreshment process: 60% of the directors at  
16 the beginning of 2018 have now departed and the median tenure of directors is now less  
17 than two years. In April 2018, the Board elected three new female directors, resulting in a  
18 Board that is now nearly 50% women. Long time Nevada gaming executive Philip G. Satre  
19 was also elected Chairman of the Board.

20 iii. Appointed Ellen Whittemore, a recognized expert in gaming regulatory  
21 matters, as General Counsel.

22 iv. Appointed Marilyn Spiegel, an executive with significant hospitality and  
23 human resources experience, as President of Wynn Las Vegas.

24 v. Appointed Rose Huddleston, a seasoned human resources executive, to the  
25 newly created corporate position of Senior Vice President of Human Resources- North  
26 America.

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1 f. In addition, RESPONDENTS initiated important remedial actions to improve  
2 their workplace environment and to communicate their improvements to the appropriate  
3 employees, supervisors, executives, and Board members, including by:

4 i. Refocusing efforts on RESPONDENTS' workplace culture by making it a  
5 priority for the new Human Resources leadership.

6 ii. Launching enhanced Workplace Compliance and Prevention of Sexual  
7 Harassment training for all employees; designed and delivered by a third party.

8 iii. Launching a Women's Leadership Council to promote equality within the  
9 workplace. The group's first activity was to produce a speaker series, "Women Who Thrive,"  
10 to educate and inspire employees through powerful female role models.

11 iv. Commissioning pay and promotion equity studies to measure pay equality  
12 among men and women in the workforce.

13 v. Launching a new Paid Parental Leave program that provides six weeks of  
14 paid time off to new parents.

15 vi. Implementing new Diversity, Inclusion and Unconscious Bias training for  
16 all employees taught by third-party experts. Company senior executives completed an  
17 eight-hour training program.

18 vii. Launching the Great Places to Work survey and focus groups which  
19 measure employee engagement against the Fortune "100 Best Places to Work."

20 viii. Launching a new annual Wynn Employee Foundation scholarship  
21 program, which awarded ten \$7,500 college scholarships to employees and their  
22 dependents.

23 8. In consideration for the execution of this Stipulation for Settlement,  
24 RESPONDENTS, for themselves, their heirs, executors, administrators, successors, and  
25 assigns, hereby release and forever discharge the State of Nevada, the Commission, the  
26 BOARD, the Nevada Attorney General and each of their members, agents, and employees  
27 in their individual and representative capacities, from any and all manner of actions,  
28 causes of action, suits, debts, judgments, executions, claims, and demands whatsoever

1 known or unknown, in law and equity, that RESPONDENTS ever had, now have, may  
2 have, or claim to have against any and all of the persons or entities named in this paragraph  
3 arising out of, or by reason of, the investigation of the allegations in the Complaint and this  
4 disciplinary action, NGC Case No. 18-15, or any other matter relating thereto.

5 9. In consideration for the execution of this Stipulation for Settlement,  
6 RESPONDENTS hereby indemnify and hold harmless the State of Nevada, the  
7 Commission, the BOARD, the Nevada Attorney General, and each of their members,  
8 agents, and employees in their individual and representative capacities against any and  
9 all claims, suits and actions, brought against the persons named in this paragraph by  
10 reason of the investigation of the allegations in the Complaint, filed in this disciplinary  
11 action, NGC Case No. 18-15, and all other matters relating thereto, and against any and  
12 all expenses, damages, charges and costs, including court costs and attorney fees, which  
13 may be sustained by the persons and entities named in this paragraph as a result of said  
14 claims, suits and actions.

15 10. RESPONDENTS enter into this Stipulation for Settlement freely and  
16 voluntarily and with the assistance of legal counsel. RESPONDENTS further acknowledge  
17 that this Stipulation for Settlement is not the product of force, threats, or any other form  
18 of coercion or duress, but is the product of discussions between RESPONDENTS and the  
19 attorney for the BOARD.

20 11. RESPONDENTS affirmatively represent that if RESPONDENTS, this  
21 Stipulation for Settlement, and/or any amounts distributed under this Stipulation for  
22 Settlement are subject to, or will become subject to, the jurisdiction of any bankruptcy  
23 court, the bankruptcy court's approval is not necessary for this Stipulation for Settlement  
24 to become effective, or that the bankruptcy court has already approved this Stipulation for  
25 Settlement.

26 12. RESPONDENTS and the BOARD acknowledge that this Stipulation for  
27 Settlement is made to avoid litigation and economize resources. The parties agree and  
28 understand that this Stipulation for Settlement is intended to operate as full and final



1 settlement of the Complaint filed solely against RESPONDENTS, in the above-entitled  
2 disciplinary case, NGC Case No. 18-15. This Stipulation for Settlement shall in no way be  
3 construed to limit or restrict the BOARD in pursuing discipline against any person or entity  
4 not otherwise identified as a Respondent in NGC Case No. 18-15 and shall not be construed  
5 to operate as a resolution or conclusion of any possible future complaint filed by the BOARD  
6 against any person or entity not otherwise identified as a Respondent in NGC Case  
7 No. 18-15.

8       13. RESPONDENTS and the BOARD recognize and agree that the Commission has  
9 the sole and absolute discretion to determine whether to accept this Stipulation for  
10 Settlement. RESPONDENTS and the BOARD hereby waive any right they may have to  
11 challenge the impartiality of the Commission to hear the above-entitled case on the matters  
12 embraced in the Complaint if the Commission determines not to accept this Stipulation for  
13 Settlement. If the Commission does not accept the Stipulation for Settlement, it shall be  
14 withdrawn as null and void and RESPONDENTS' admissions, if any, that certain  
15 violations of the Nevada Gaming Control Act and the Regulations of the Commission  
16 occurred shall be withdrawn.

17       14. RESPONDENTS and the BOARD agree and understand that this Stipulation  
18 for Settlement is intended to operate as full and final settlement of the Complaint filed in  
19 NGC Case No. 18-15. The parties further agree and understand that any oral  
20 representations are superseded by this Stipulation for Settlement and that only those  
21 terms memorialized in writing herein shall be effective.

22       15. RESPONDENTS agree and understand that although this Stipulation for  
23 Settlement, if approved by the Commission, will settle the Complaint filed in NGC Case  
24 No. 18-15, that the allegations contained in the Complaint filed in NGC Case No. 18-15 and  
25 the terms of this Stipulation for Settlement may be considered by the BOARD and/or the  
26 Commission, with regards to any and all applications by RESPONDENTS that are  
27 currently pending before the BOARD or the Commission, or that are filed in the future with  
28 the BOARD.

1           16. RESPONDENTS and the BOARD shall each bear their own costs incurred in  
2 this disciplinary action, NGC Case No. 18-15.


3           17. RESPONDENTS, by executing this Stipulation for Settlement, affirmatively  
4 waive all notices required by law for this matter including, but not limited to, notices  
5 concerning consideration of the character or misconduct of a person (NRS 241.033), notices  
6 concerning consideration of administrative action against a person (NRS 241.034), and  
7 notices concerning hearings before the Commission (NRS 463.312). Regardless of the  
8 waiver of legal notice requirements, the BOARD and Commission will attempt to provide  
9 reasonable notice of the time and place of the hearing. Further, in negotiating this  
10 Stipulation for Settlement, RESPONDENTS acknowledges that the BOARD has provided  
11 RESPONDENTS with the date and time of the Commission hearing during which the  
12 BOARD anticipates the Commission will consider approving this Stipulation for  
13 Settlement.


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1 18. This Stipulation for Settlement shall become effective immediately upon  
2 approval by the Commission.

3 WYNN LAS VEGAS, LLC dba WYNN  
4 LAS VEGAS, WYNN RESORTS  
5 LIMITED (PTC)

NEVADA GAMING CONTROL BOARD

6 By:  1/25/19  
7 MATT MADDOX Date  
8 CEO of Wynn Resorts, Limited, and  
9 Chairman of Wynn Las Vegas, LLC


 1-25-19  
BECKY HARRIS, Chair Date

8 By:  1/25/19  
9 ELLEN WHITTEMORE Date  
10 EVP and General Counsel

 1-25-19  
SHAWN REID, Member Date


11 BROWNSTEIN HYATT FARBER  
12 SCHRECK

 01/25/19  
TERRY JOHNSON, Member Date

12 By:  1/25/19  
13 GREGORY A. BROWER Date  
14 Attorneys for Respondents

Submitted By:

15 AARON D. FORD  
16 Attorney General

17 By:   
18 JOHN S. MICHELA (Bar No. 8189)  
19 Senior Deputy Attorney General  
20 MICHAEL P. SOMPS (Bar No. 6507)  
21 Senior Deputy Attorney General  
22 EDWARD L. MAGAW (Bar No. 9111)  
23 Deputy Attorney General  
24 Gaming Division  
25 Attorney General's Office

22 **ORDER**

23 IT IS SO ORDERED in NGC Case No. 18-15.

24 DATED this 26 day of Feb, 2019.

26 NEVADA GAMING COMMISSION

27   
28 TONY ALAMO, M.D., Chairman





1 NGC 18-15

2 STATE OF NEVADA  
3 BEFORE THE NEVADA GAMING COMMISSION

4  
5 NEVADA GAMING CONTROL BOARD,

6 Complainant,

7 vs.

ADDENDUM TO  
STIPULATION FOR SETTLEMENT  
AND ORDER

8 WYNN LAS VEGAS, LLC  
9 dba WYNN LAS VEGAS;  
WYNN RESORTS, LIMITED (PTC),

10 Respondents.

11

12 The State of Nevada, on relation of its NEVADA GAMING CONTROL BOARD  
13 (BOARD), Complainant herein, filed a Complaint, NGC Case No. 18-15 (Complaint)  
14 against WYNN LAS VEGAS, LLC, dba WYNN LAS VEGAS, and WYNN RESORTS,  
15 LIMITED (PTC) (collectively RESPONDENTS), alleging certain violations of the Nevada  
16 Gaming Control Act and Regulations of the Nevada Gaming Commission. BOARD and  
17 RESPONDENTS entered a Stipulation for Settlement concerning the Complaint. The  
18 Nevada Gaming Commission approved the Stipulation for Settlement on February 26,  
19 2019. Pursuant to the Stipulation for Settlement, the Nevada Gaming Commission  
20 determined the fine amount in paragraph 3 of the Stipulation for Settlement to be  
21 TWENTY MILLION DOLLARS and NO CENTS (\$20,000,000.00). Thus, the amount

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1 RESPONDENTS shall pay pursuant to paragraph 3 of the Stipulation for Settlement  
2 approved by the Nevada Gaming Commission shall be TWENTY MILLION DOLLARS and  
3 NO CENTS (\$20,000,000.00).

4 **ORDER**

5 IT IS SO ORDERED in NGC Case No. 18-15.

6 DATED this 26 day of Feb., 2019.

8 NEVADA GAMING COMMISSION

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10 TONY ALAMO, M.D., Chairman

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**FOR IMMEDIATE RELEASE:**

**April 30, 2019**

Media Contact:

Elaine Driscoll (MGC) 617-571-2964

Press release: 19-018

## **The Massachusetts Gaming Commission Issues Decision and Order Regarding Suitability of Wynn Resorts and Wynn MA, LLC**

*Commissioners Impose \$35 Million Fine, Require Independent Monitor among other Penalties and Conditions, Citing 'Systemic Failures' and 'Pervasive Culture of Non-Disclosure'*

Today the Massachusetts Gaming Commission (MGC) released its Decision and Order regarding the suitability of Wynn Resorts, Limited, Wynn MA, LLC, and its individual qualifiers. In reaching its decision, the five-member commission carefully considered all of the facts presented in the comprehensive Investigations and Enforcement Bureau (IEB) report, as well as the witness testimony and evidence, entered into the record during and after the adjudicatory hearing held on April 2-4, 2019.

This decision arises out of the MGC's year-long investigation into allegations of sexual assault, misconduct and other inappropriate behavior, and the handling of those allegations by the company.

"Ensuring public confidence in the integrity of the gaming industry and the strict oversight of the gaming establishments through rigorous regulation is our principal objective," said Chair Cathy Judd-Stein. "Our licensees will be held to the highest standards of compliance, including an obligation to maintain their integrity. The law of Massachusetts affords the Commission significant breadth in our decision making. With that comes an equally significant duty of fairness. We are confident that we have struck the correct balance and met our legal and ethical burdens."

After lengthy deliberations and for the reasons detailed in the written decision, commissioners conclude that Wynn Resorts, Wynn MA, LLC and its qualifiers remain and are suitable to maintain the Region A Category-1 gaming license, subject to the fines and conditions set forth in the decision.

According to the decision, the Commission identified "numerous violations of controlling statutes and regulations largely pertaining to a pervasive failure to properly investigate in accordance with existing policies and procedures, and to notify the Commission about certain allegations of wrongdoing."

As a result, the Commission will impose a **\$35 million fine** on the licensee and require a series of license conditions, including an independent monitor to review and evaluate the company's adherence to policies and organizational changes outlined by Wynn Resorts in the adjudicatory record. Also, Chief Executive Officer Matthew Maddox, whose suitability was sustained by Commission majority, will be assessed a **\$500,000 fine** and be subject to



Massachusetts Gaming Commission



license conditions for all the reasons described in the decision, including his clear failure to require an investigation about a specific spa employee complaint brought to his attention.

Although the Commission determined that there was a lack of substantial evidence to disrupt the licensee's suitability status, commissioners were profoundly disturbed by "repeated systemic failures and pervasive culture of non-disclosure presented in the IEB report and adjudicatory hearing."

"Specifically, the corporate culture of the founder-led organization led to disparate treatment of the CEO in ways that left the most vulnerable at grave risk. While the Company has made great strides in altering that system, this Commission remains concerned by the past failures and deficiencies," read the commissioners' decision.

To help ensure future compliance and to punish for past transgressions, the Commission imposes the following penalties and conditions:

1. The Commission will assess a \$35 million fine on Wynn Resorts.
2. Wynn Resorts shall maintain the separation of Chair and CEO for at least the term of the license (15 years).
3. At Wynn's expense, the Commission, as more fully described in the decision, will select an independent monitor to conduct a full review and evaluation of all policies and organizational changes adopted by the Company as part of the Adjudicatory record.
4. The Board of Directors shall provide the Commission timely reports of all Directors' attendance records of both Board and assigned Committee meetings.
5. Wynn MA, LLC shall train all new employees on the Preventing Harassment and Discrimination Policy within three months of opening.
6. Any civil or criminal complaints or other actions filed in any court or administrative tribunal against a qualifier shall be reported to the Commission immediately upon notice of the action.
7. The Commission will assess a \$500,000 fine on Wynn CEO Matthew Maddox.
  - a. The Board of Directors shall engage an executive coach and any additional necessary resources to provide the coaching and training to Mr. Maddox focused on but not limited to (i) leadership development, (ii) effective and appropriate communication for internal, company-wide reporting and messaging, (iii) enhanced sensitivity to and awareness of human resource issues arising in complex workplace environments that, without limitation, relate to diversity (including disability), implicit bias, hostile work environments, inherent coercion, sexual harassment and assault, human



Massachusetts Gaming Commission

trafficking and domestic violence and (iv) team building and meaningful collaboration.

“Given our findings, it is now in the interest of the Commonwealth that the gaming licensee move forward in establishing and maintaining a successful gaming establishment in Massachusetts. One of the key metrics by which we will measure that success will be the overall well-being, safety, and welfare of the employees. A second but equally important metric is the importance of compliance and communication with the regulator. This penalty is designed to guarantee these practices,” said commissioners in its decision.

The Commission acknowledges that the company has introduced a multitude of policy and organizational changes to address employee safety. Furthermore, the Commission concludes “[t]hese changes to the company’s philosophy, training, and operations show a new found commitment and focus on all levels of employees, which combined with the ongoing successful business operations, continue to demonstrate that Wynn is likely to be a successful operator in Everett.”

The Commission’s decision with the full list of findings and conditions can be found [here](#).



Massachusetts Gaming Commission





STEVE SISOLAK  
*Governor*

## NEVADA GAMING CONTROL BOARD

1919 College Parkway, P.O. Box 8003, Carson City, Nevada 89702  
555 E. Washington Avenue, Suite 2600, Las Vegas, Nevada 89101  
3650 S. Pointe Circle, Suite 203, P.O. Box 31109, Laughlin, Nevada 89028  
557 W. Silver Street, Suite 207, Elko, Nevada 89801  
9790 Gateway Drive, Suite 100, Reno, Nevada 89521  
750 Pilot Road, Suite 1, Las Vegas, Nevada 89119

SANDRA D. MORGAN, *Chairwoman*  
TERRY JOHNSON, *Member*  
PHIL KATSAROS, *Member*

October 14, 2019

Las Vegas  
Ph: (702) 486-2000  
F: (702) 486-2045

Donald Campbell  
Campbell & Williams  
700 S 7th Street  
Las Vegas, NV 89101

Peter Bernhard  
Kaempfer Crowell  
1980 Festival Plaza Drive, Suite 650  
Las Vegas, NV 89135

SENT VIA ELECTRONIC MAIL & U.S. MAIL

Dear Messrs. Campbell and Bernhard:

Please be advised that the Nevada Gaming Control Board will seek to have the Nevada Gaming Commission revoke the Findings of Suitability for Mr. Stephen A. Wynn. The Nevada Gaming Control Board will file the complaint today and seek to have the Nevada Gaming Commission to serve the complaint on Mr. Wynn consistent with Nevada law.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Morgan".

Sandra D. Morgan  
Chairwoman, Nevada Gaming Control Board

SDM:hd





1 NGC 19-03

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**STATE OF NEVADA**

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**BEFORE THE NEVADA GAMING COMMISSION**

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NEVADA GAMING CONTROL BOARD,

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Complainant,

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vs.

**COMPLAINT**

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STEPHEN ALAN WYNN,

10

In his capacity as having been found suitable as Chief Executive Officer, Chairman of the Board, and shareholder and controlling shareholder of Wynn Resorts, Ltd.;

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12

Respondent.

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The State of Nevada, on relation of its Nevada Gaming Control Board (Gaming Control Board), by and through its counsel, files this Complaint before the Nevada Gaming Commission (Gaming Commission) for disciplinary action against Respondent Stephen Alan Wynn (Mr. Wynn), pursuant to Nevada Revised Statute (NRS) 463.310(2), and alleges as follows:

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**INTRODUCTION**

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1. The Gaming Commission should revoke Mr. Wynn's Findings of Suitability. Mr. Wynn has repeatedly violated Nevada's gaming statutes and regulations, bringing discredit upon the State of Nevada and its gaming industry. He is unsuitable to be associated with a gaming enterprise or the gaming industry as a whole.

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2. From its initial licensure in 2005, Wynn Resorts, Ltd. (Wynn Resorts and/or Wynn Company) was led by Mr. Wynn, who was—until his recent resignation—its Chairman, Chief Executive Officer (CEO), and controlling shareholder. During this time, multiple women in employment positions that were subordinate to Mr. Wynn reported that Mr. Wynn subjected them to unwanted sexual advances. Mr. Wynn never reported these

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1 allegations to the appropriate individuals or departments, but instead, concealed at least  
2 some of them through nondisclosure agreements and various other means. When some of  
3 Mr. Wynn's alleged misconduct became public in 2018, it resulted in negative reporting  
4 that was widely disseminated in media outlets around the world. This negative reporting  
5 and the underlying conduct harmed Nevada's reputation and its gaming industry. It  
6 damaged the public's confidence and trust in an industry that is vitally important to the  
7 economy of the State of Nevada and the general welfare of its inhabitants.

8         3. As the Wynn Company admitted in its 2019 Settlement with the Gaming  
9 Control Board, (1) it did not enforce its policies and procedures with regard to Mr. Wynn  
10 following the reporting procedures for sexual harassment and related matters; (2) its past  
11 failures to enforce its policies and procedures have led to multiple instances where sexual  
12 harassment allegations concerning Mr. Wynn were not investigated; and (3) its past  
13 failures to enforce its policies and procedures have led to multiple instances where  
14 allegations of sexual harassment by Mr. Wynn were not appropriately addressed by the  
15 Wynn Company.

16         4. Given the Wynn Company's failure to properly monitor and investigate Mr.  
17 Wynn's conduct, the Gaming Control Board was obligated to undertake its own  
18 investigation into Mr. Wynn's conduct. That investigation revealed numerous potential  
19 instances of unwelcome sexual conduct by Mr. Wynn. Multiple female employees stated  
20 they experienced unwelcome sexual conduct by Mr. Wynn, including exposing himself,  
21 inappropriate comments and touching, coerced sex, and requests for oral and vaginal sex  
22 acts. Investigators identified individuals who asserted they witnessed Mr. Wynn engage  
23 in a series of encounters with subordinate female employees. These subordinate employees  
24 were vulnerable to Mr. Wynn's conduct due to their financial dependence on continued  
25 employment at resorts controlled and managed by him.

26         5. As part of its investigation, the Gaming Control Board noticed Mr. Wynn to  
27 appear and testify at an Investigative Hearing to address these and other allegations made  
28 against him. That notice informed Mr. Wynn that his failure to appear and testify fully

1 *shall constitute grounds for the revocation* of his Findings of Suitability. Mr. Wynn,  
2 however, refused to—and did not—attend that hearing.

3 6. In his capacity as a (if not the) key executive of a major casino, Mr. Wynn's  
4 conduct was inimical to the public health, safety, morals, good order, and general welfare  
5 of the people of the State of Nevada. He failed to exercise discretion and sound judgment  
6 to prevent incidents, which negatively reflected on the repute of the State of Nevada and  
7 acted as a detriment to the development of the gaming industry. In short, he brought  
8 discredit upon the State of Nevada and its gaming industry. And when the Board sought  
9 his testimony in response to these issues, Mr. Wynn failed to appear—despite knowing that  
10 doing so constituted grounds for the revocation of his Findings of Suitability.

11 7. At a minimum, Mr. Wynn's Findings of Suitability should be revoked.

#### 12 JURISDICTION

13 8. The Gaming Control Board is an administrative agency of the State of Nevada  
14 duly organized and existing under and by virtue of Chapter 463 of the NRS. It is charged  
15 with the administration and enforcement of the gaming laws of this state as set forth in  
16 Title 41 of the NRS and the Regulations of the Gaming Commission.

17 9. Mr. Wynn was previously found suitable by the Gaming Commission as, and  
18 was at all times relevant to this Complaint, CEO, Chairman, shareholder, and controlling  
19 shareholder of Wynn Resorts, which is registered as a publicly traded company by the  
20 Gaming Commission and, through wholly owned intermediaries and holding companies, is  
21 the owner of Wynn Las Vegas, LLC (Wynn LV), which holds a nonrestricted gaming license.  
22 Although Mr. Wynn resigned as CEO and Chairman of Wynn Resorts and redeemed his  
23 shares in Wynn Resorts, the Gaming Control Board placed an administrative hold on Mr.  
24 Wynn's Findings of Suitability and retains jurisdiction over him for purposes that include  
25 disciplinary proceedings.

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1 **BACKGROUND**

2 **A. Complaints about Mr. Wynn that the Wynn Company Failed to Investigate**

3 10. Mr. Wynn subjected his subordinate employees to unwelcome sexual  
4 advances, according to multiple complaints made against him.

5 11. Mr. Wynn hid those complaints from his Board of Directors and other key  
6 executives by using his personal funds to settle privately the complaints and requiring the  
7 complaining women to sign nondisclosure agreements.

8 12. Many of the allegations against Mr. Wynn came to light on January 26, 2018,  
9 when the *Wall Street Journal* published an article titled "Dozens of People Recount Pattern  
10 of Sexual Misconduct by Las Vegas Mogul Steve Wynn" (WSJ Article).

11 13. The WSJ Article described allegations taking place in 2005 regarding Mr.  
12 Wynn and a manicurist who worked for Wynn LV. The WSJ Article explained that Mr.  
13 Wynn forced the manicurist to have sex with him and that the manicurist's supervisor  
14 learned of the allegations and "filed a detailed report to the casino's human-resources  
15 department recounting the episode." The WSJ Article stated, "according to people familiar  
16 with the matter," Mr. Wynn paid a \$7.5 million settlement to the manicurist based on the  
17 allegations.

18 14. The WSJ Article stated Mr. Wynn's behavior went beyond the manicurist  
19 incident: "dozens of people The Wall Street Journal interviewed who have worked at Mr.  
20 Wynn's casinos told of behavior that cumulatively would amount to a decades-long pattern  
21 of sexual misconduct by Mr. Wynn."

22 15. The WSJ Article went on to describe further sexual incidents alleged against  
23 Mr. Wynn. It also stated how employees were aware of Mr. Wynn's power in Las Vegas  
24 and worried about how that power could influence their ability to work elsewhere.

25 **B. Wynn Company Policies**

26 16. Mr. Wynn, at all times relevant to this Complaint, was found suitable as the  
27 controlling shareholder of Wynn Resorts, found suitable as a shareholder of Wynn Resorts,  
28 . . . .

1 found suitable as the Chairman of the Board of Wynn Resorts, and found suitable as the  
2 CEO of Wynn Resorts.

3 17. During all times relevant to this Complaint, the Wynn Company maintained  
4 a policy concerning harassment and discrimination (Harassment Policy). The Harassment  
5 Policy was "to prohibit any conduct, whether intentional or unintentional which results in  
6 the harassment or discrimination of employees . . . ."

7 18. The Harassment Policy defined sexual harassment as "any unwelcomed  
8 sexual advances, request for sexual favors, or other conduct of a sexual nature either verbal  
9 or physical . . . ."

10 19. The Harassment Policy stated that:

11 [A]ll employees, from the highest management to the part-time  
12 staff, are responsible for following this policy and aiding in its  
13 enforcement. Additionally, all employees are responsible for  
14 maintaining a professional work environment by treating  
everyone... with respect and by being aware of their own behavior  
toward others in the work place.

15 20. The Harassment Policy set out that an employee who experiences or witnesses  
16 sexual harassment "should immediately report the conduct to: 1. The Employee Relations  
17 Department; 2. The Vice President of Human Resources, the Legal department, or your  
18 particular Divisional Vice President; 3. Any other member of management with whom [the  
19 employee] feel[s] comfortable."

20 21. The Harassment Policy required that supervisors who observe or become  
21 aware of harassment "must immediately report" such harassment "to the Employee  
22 Relations department and take appropriate steps to stop the offending behavior."  
23 (Emphasis in original).

24 22. During all times relevant to this Complaint, the Wynn Company maintained  
25 an investigations policy concerning alleged workplace conduct violations (Investigations  
26 Policy). The Investigations Policy stated that the company "will promptly initiate an  
27 appropriate investigation into all possible violations of law and Wynn policy and  
28 procedures." The Investigations Policy established that Human Resources (HR) or the

1 Employee Relations (ER) department will have primary responsibility for investigating  
2 complaints relating to employee misconduct and set forth the steps to be taken for an  
3 investigation. Specifically, an investigation should consist of the following:

- 4 1. Obtain verbal and written statements from all parties  
5 involved, including the complainant and accused.
- 6 2. Take photographs/video of any injury or damage (*if*  
7 *applicable*).
- 8 3. Preserve all evidence, and secure the evidence in a locked  
9 location. Document all evidence obtained.
- 10 4. Determine if there is a potential for risk occurrence. If there  
11 is a potential, take all measures appropriate to protect  
12 employees.
- 13 5. Complete an investigation report and provide all relevant  
14 and necessary information, including findings.

15 23. The Investigations Policy also set out that, based on the investigation, ER  
16 and/or HR "should determine whether the allegation(s) were substantiated,  
17 unsubstantiated or inconclusive." Further the determinations are "violation found," "no  
18 violation found," or "inconclusive investigation."

19 24. During all times relevant to this Complaint, the Wynn Company maintained  
20 a Personal Relationships policy. This policy discouraged "romantic or intimate  
21 relationships involving a direct or indirect supervisory relationship between employees  
22 regardless of whether the relationship is voluntary and/or welcomed by both parties."

23 25. The Wynn Company's Personal Relationships policy also set out that  
24 "Department managers are responsible for conducting themselves in a professional manner  
25 and strictly maintaining professional relationships with their employees at all times."

### 26 **C. Gaming Control Board Investigation**

#### 27 **i. Scope of the Investigation**

28 26. Immediately upon learning of the allegations raised against Mr. Wynn in the  
WSJ Article, the Gaming Control Board launched a thorough and extensive investigation,  
which utilized a variety of methods to gather information including telephonic and in-  
person interviews, formal investigative hearings, and document review.

1 27. Gaming Control Board Staff contacted former and current employees, many  
2 of whom consented to telephonic or in-person recorded interviews. Some, however, declined  
3 to comment or did not respond.

4 28. Gaming Control Board Staff also contacted current and former executives and  
5 board members of the Wynn Company.

6 29. Gaming Control Board Staff also reviewed transcripts and exhibits of sworn  
7 testimony associated with the Wynn Company from depositions that were taken in the  
8 litigation between Wynn Resorts and Kazuo Okada, Aruze USA, Inc. and Universal  
9 Entertainment Corporation (Nevada 8<sup>th</sup> JD, Case #A-12-656710-B).

10 30. Gaming Control Board Staff also reviewed three lawsuits filed in the District  
11 Court of Clark County, Nevada detailing allegations of unwelcome sexual conduct by Mr.  
12 Wynn involving the Wynn Company employees, demand letters directly related to these  
13 lawsuits, additional demand letters, EEOC complaints, and a police report detailing other  
14 alleged incidents of unwelcome sexual conduct by Mr. Wynn.

15 31. Gaming Control Board Staff also reviewed voluntary statements submitted  
16 through the Gaming Control Board website. Investigators pursued submissions relevant  
17 to the scope of the investigation. Investigators also conducted telephonic interviews with  
18 those individuals who responded to Gaming Control Board inquiries.

19 32. Gaming Control Board Staff also reviewed company policies and procedures  
20 relating to harassment, workplace hostility, and discrimination.

21 33. Gaming Control Board Staff also reviewed confidential settlement  
22 agreements between specific employees, Mr. Wynn, and the Wynn Company.

23 34. Gaming Control Board Staff also reviewed nearly 300 worldwide news  
24 articles.

25 35. Gaming Control Board Staff also received regular updates from Wynn Resorts'  
26 internal investigation into the allegations of unwelcome sexual conduct by Mr. Wynn and  
27 the company's response to them.

28 . . . .

1           ii.    **Findings from the Investigation**

2           36.   Through its seven-month investigation, the Gaming Control Board found  
3 evidence of sexual conduct by Mr. Wynn involving subordinate female employees, which  
4 Mr. Wynn conducted in disregard of the Wynn Company policy and procedure.

5           37.   The evidence from the investigation demonstrates a pattern of Mr. Wynn  
6 recklessly engaging in sexual conduct with subordinate employees, which even if it was  
7 consensual as maintained by Mr. Wynn, is oblivious to the significant power imbalance  
8 between the CEO of a major gaming company and subordinate employees dependent upon  
9 Mr. Wynn's approval for continued employment.

10          38.   Mr. Wynn was in position of power as CEO and the largest shareholder.

11          39.   When asked during interviews why they did not just say "no" to Mr. Wynn's  
12 sexual demands or find another job, female employees identified financial dependency on  
13 their current jobs and fear of firing, blackballing, or other reprisals by Mr. Wynn.

14          40.   Although Mr. Wynn has indicated elsewhere that all sexual conduct at issue  
15 was consensual, Mr. Wynn thwarted any investigation of such conduct between himself  
16 and a subordinate employee through his personal use of non-disclosure agreements.

17          41.   For example, the Gaming Control Board tried to contact women who sent  
18 demand letters detailing unwelcome sexual conduct as part of their investigations.

19          42.   The Gaming Control Board, however, was informed that the women had  
20 settled with Mr. Wynn. At that point, the women would not agree to an interview due to  
21 confidentiality clauses in their settlement agreements with Mr. Wynn.

22          43.   The Gaming Control Board also noticed Mr. Wynn to appear and testify at an  
23 Investigative Hearing regarding these and other allegations.

24          44.   That notice informed Mr. Wynn that his failure to appear constituted grounds  
25 for the revocation of his Findings of Suitability.

26          45.   Mr. Wynn, however, failed to comply with that notice and did not attend the  
27 scheduled hearing.

28          ....

1 **D. Wynn Company Settlement with Gaming Control Board**

2 46. On or about January 25, 2019, the Gaming Control Board filed a Complaint  
3 (Wynn Company Complaint), Case No. NGC 18-15, against the Wynn Company arising  
4 out of the Gaming Control Board investigation.

5 47. On or about February 26, 2019, the Gaming Commission accepted a  
6 Stipulation for Settlement and Order (2019 Settlement Stipulation) entered into between  
7 the Gaming Control Board and the Wynn Company resolving the Wynn Company  
8 Complaint.

9 48. The Gaming Commission imposed a \$20,000,000 fine against the Wynn  
10 Company.

11 49. In the 2019 Settlement Stipulation, the Wynn Company admitted to nearly  
12 all of the allegations in the Wynn Company Complaint, including that:

13 a. Mr. Wynn, while Chairman of the Board of Directors and Chief  
14 Executive Officer of Wynn Resorts, engaged in intimate and sexual conduct with  
15 employees.

16 b. Mr. Wynn failed to comply with the Wynn Company's policies that he  
17 maintain a professional work environment and/or failed to comply with the spirit of Wynn  
18 Resorts' policies that discouraged intimate relationships between himself and employees.

19 c. Mr. Wynn's conduct is inappropriate and unsuitable given his position  
20 as head of the Wynn Company and given the inherent disparity in power between himself  
21 and non-management employees.

22 d. The Wynn Company did not enforce its policies and procedures with  
23 regard to Mr. Wynn following the reporting procedures for sexual harassment and related  
24 matters.

25 e. The Wynn Company's past failures to enforce its policies and  
26 procedures have led to multiple instances where sexual harassment allegations concerning  
27 Mr. Wynn were not investigated.

28 . . . .

1 f. The Wynn Company's past failures to enforce its policies and  
2 procedures have led to multiple instances where allegations of sexual harassment by Mr.  
3 Wynn were not appropriately addressed by the Wynn Company.

4 g. The Wynn Company's past failures to appropriately address allegations  
5 of sexual harassment by Mr. Wynn resulted in negative articles published in widely  
6 disseminated media publications, including, but not limited to, the Wall Street Journal.

7 h. Through these actions and failures, the Wynn Company violated  
8 NRS 463.170(8) and/or Nevada Gaming Commission Regulations 5.010 and/or 5.011.

9 50. Mr. Wynn, as the former Chairman of the Board of Directors and Chief  
10 Executive Officer of Wynn Resorts, is ultimately responsible for the failures alleged in the  
11 Wynn Company Complaint.

12 **E. Massachusetts Gaming Commission Report and Proceedings**

13 51. The Investigations and Enforcement Bureau (IEB) of the Massachusetts  
14 Gaming Commission (MGC) also conducted investigation into the ongoing suitability of  
15 Wynn MA, LLC, and its qualifiers after the January 26, 2018, WSJ article regarding the  
16 allegations of sexual harassment against Mr. Wynn.

17 52. The report prepared by the IEB contained a written statement provided by  
18 Mr. Wynn to the special committee set up by the Wynn Company.

19 53. In the written statement, Mr. Wynn admits to having "multiple consensual  
20 relationships during his tenure at Wynn Resorts . . . ." (IEB report dated 3/15/2019, pp.  
21 162-63.) Mr. Wynn further admits that while employed by the Wynn Company he was  
22 aware that the Wynn Company had a "code of conduct and related policies," but states that  
23 he was not familiar with the details of those policies. (*Id.*)

24 54. In addition, during his testimony before the MGC, Matthew Maddox, the CEO  
25 of Wynn Company, testified as to the conduct of Mr. Wynn "that there were many victims  
26 [of Mr. Wynn], and those victims felt powerless...." (Adjudicatory Hearing Transcript Dated  
27 April 2, 2019, 28:6-7).

28 . . . .





1 operated in an unsuitable manner or by an unqualified or unsuitable person.  
2 NRS 463.1405(1) and Nev. Gaming Comm'n Reg. 5.040.

3 62. In support of that authority to observe, both the Gaming Control Board and  
4 the Gaming Commission have "full power and authority to issue subpoenas and compel the  
5 attendance of witnesses at any place within this state. . . ." NRS 463.140(5).

6 63. A person must not receive—or maintain—a license or finding of suitability  
7 unless the Commission is satisfied that the applicant is a (1) "person of good character,  
8 honesty and integrity;" (2) "whose prior activities, . . . reputation, habits and associations  
9 do not pose a threat to the public interest of this State;" and (3) is in "all other respects  
10 qualified to be licensed or found suitable consistently with the declared policy of the State."  
11 NRS 463.170(2).

12 64. The failure to continue to meet such standards and qualifications constitutes  
13 grounds for disciplinary action, including revocation. NRS 463.170(8).

14 65. Gaming Commission Regulation 5.010(1) explains that "all establishments  
15 wherein gaming is conducted in this state be operated in a manner suitable to protect the  
16 public health, safety, morals, good order and general welfare of the inhabitants of the State  
17 of Nevada." It goes on to say in subsection 2 that "willful or persistent use or toleration of  
18 methods of operation deemed unsuitable will constitute grounds for license revocation or  
19 other disciplinary action."

20 66. The Gaming Control Board for numerous reasons can bring discipline.

21 67. Most notably, Gaming Commission Regulation 5.011 explains that discipline  
22 may be based on any activity (1) "that is inimical to the public health, safety, morals, good  
23 order and general welfare of the people of the State of Nevada," or (2) "that would reflect  
24 or tend to reflect discredit upon the State of Nevada or the gaming industry."

25 68. Regulation 5.011 goes on to provide a non-exhaustive list of grounds for  
26 discipline, including:

- 27 1. Failure to exercise discretion and sound judgment to prevent  
28 incidents which might reflect on the repute of the State of

1 Nevada and act as a detriment to the development of the  
2 industry.

3 . . . .

4 10. Failure to conduct gaming operations in accordance with  
5 proper standards of custom, decorum and decency, or permit any  
6 type of conduct in the gaming establishment which reflects or  
tends to reflect on the repute of the State of Nevada and act as a  
detriment to the gaming industry.

7 69. Additionally, all licensees and persons found suitable have a duty to cooperate  
8 with investigations and provide testimony. Nev. Gaming Comm'n Reg. 5.070.

9 70. In that regard, any licensee or person found suitable is required to appear to  
10 testify before the Gaming Control Board when summoned on any matter the Gaming  
11 Control Board deems relevant. *Id.*

12 71. That hearing may be conducted by one or more members of the Gaming  
13 Control Board or a hearing examiner appointed by the Gaming Control Board. NRS  
14 463.110(4) and Nev. Gaming Comm'n Regs. 2.060(2) and 5.070.

15 72. Importantly, "[f]ailure to so appear and testify fully at the time and place  
16 designated, unless excused, shall constitute grounds for the revocation or suspension of any  
17 license held by the person summoned, his or her principal or employer." *Id.*

18 73. Finally, violation of any provision of the Nevada Gaming Control Act or its  
19 regulations "shall be deemed contrary to the public health, safety, morals, good order and  
20 general welfare of the inhabitants of the State of Nevada and grounds for suspension or  
21 revocation of a license." Nev. Gaming Comm'n Reg. 5.030.

22 **COUNT ONE**  
23 **VIOLATION OF NRS 463.170 and/or**  
**GAMING COMMISSION REGULATIONS 5.010 and/or 5.011**

24 74. The Gaming Control Board realleges and incorporates the above paragraphs.

25 75. Nevada Revised Statute 463.170(2)(a) requires, inter alia, that Mr. Wynn be  
26 a person of good character.

27 76. Nevada Revised Statute 463.170(2)(b) requires, inter alia, that Mr. Wynn's  
28 activities, reputation, and habits do not pose a threat to the public interest of this State.

1           77. Mr. Wynn's conduct violated NRS 463.170(2)(a)-(b):

2           a. The Gaming Control Board's investigation found evidence of multiple  
3 instances of sexual conduct by Mr. Wynn involving subordinate employees. By engaging  
4 in this conduct, whether consensual or not, Mr. Wynn disregarded Wynn Company's  
5 policies and procedures. The Gaming Control Board's investigative findings are consistent  
6 with the Wynn Company's recitals in its settlement with the Nevada Gaming Commission,  
7 the Massachusetts Gaming Commissions' investigation, and Mr. Wynn's statement to  
8 investigators with the Massachusetts Gaming Commission.

9           b. Mr. Wynn's conduct was not consistent with good character and poses  
10 a threat to the public interest of the State of Nevada, as is evident by Matthew Maddox's  
11 testimony where he described subordinate employees whom Mr. Wynn had allegedly had  
12 interaction of a sexual nature with as "victims."

13           c. Mr. Wynn's description of his sexual encounters with subordinate  
14 employees as "consensual" in apparent ignorance that he held significant power and control  
15 over them is inimical to the public interest of the State, which requires that subordinate  
16 employees be free from unwelcome sexual conduct in the workplace.

17           d. Mr. Wynn serially disregarded his company's policies and procedures  
18 regarding personal relationships with subordinate Wynn Company employees. By doing so,  
19 Mr. Wynn exposed Wynn Company to potential legal liability and put the reputation of the  
20 gaming industry and the State of Nevada at risk.

21           78. This behavior is unacceptable within the Nevada gaming industry, and serves  
22 to disqualify Mr. Wynn from being suitable to hold the position of CEO, or any other  
23 position under the jurisdiction of the Nevada Gaming Commission.

24           79. For these reasons, Mr. Wynn failed to comply with NRS 463.170(2)(a), which  
25 requires that he be a person of good character. Mr. Wynn has also failed to comply with  
26 NRS 463.170(2)(b), which requires that his prior activities, reputation, and habits do not  
27 pose a threat to the public interest of this State.

28       ....

1 80. Mr. Wynn's conduct and/or his failure to follow the Wynn Company policies  
2 and procedures further constitutes a violation of Gaming Commission Regulations 5.010,  
3 5.011, 5.011(1), 5.011(8), and/or 5.011(10).

4 81. Each separate incident alleged against Mr. Wynn constitutes a separate  
5 violation of the Gaming Control Act and its regulations.

6 82. Mr. Wynn's failure to comply with NRS 463.170(8) and/or Gaming  
7 Commission Regulations 5.010, 5.011, 5.011(1), 5.011(8), and/or 5.011(10) constitutes  
8 grounds for disciplinary action against Mr. Wynn under NRS 463.1405(4), 463.170(8), and  
9 463.641, and Gaming Commissions Regulations 3.080, 5.010(2), and 5.030.

10 **COUNT TWO**  
11 **VIOLATION OF NRS 463.170 and/or**  
12 **GAMING COMMISSION REGULATIONS 5.010 and/or 5.011**

13 83. The Gaming Control Board realleges and incorporates the above paragraphs.

14 84. Mr. Wynn engaged in sexual conduct with one or more Wynn Company  
15 employees while he served as Chairman of the Board and CEO of Wynn Resorts.

16 85. As the Wynn Company admitted in the 2019 Settlement Stipulation, in  
17 engaging in such conduct, Mr. Wynn failed to comply with the Wynn Company policies that  
18 he maintain a professional work environment and/or failed to comply with the spirit of the  
19 Wynn Company policies that discouraged intimate relationships between himself and  
20 employees.

21 86. As the Wynn Company further admitted in the 2019 Settlement Stipulation,  
22 regardless of whether Mr. Wynn's conduct expressly violated any policies or laws, such  
23 conduct is inappropriate and unsuitable given the position Mr. Wynn held as Chairman  
24 and CEO, and given the inherent disparity in power between himself and employees with  
25 whom he has had sexual relations.

26 87. Mr. Wynn's conduct and failures resulted in negative reporting in widely  
27 disseminated media outlets.

28 . . . .

. . . .

1 88. Mr. Wynn's actions and failure to follow the Wynn Company policies and  
2 procedures as described above constitutes a violation of NRS 463.170(8) and/or Gaming  
3 Commission Regulations 5.010, 5.011, 5.011(1), and/or 5.011(10).

4 89. Specifically, the conduct violates NRS 463.170(2)(a), which requires that an  
5 applicant be a person of good character.

6 90. The conduct also violates NRS 463.170(2)(b), which requires that an  
7 applicant's prior activities, reputation, and habits do not pose a threat to the public interest  
8 of this State.

9 91. The conduct is an unsuitable method of operation under Gaming Commission  
10 Regulation 5.011(1) because Mr. Wynn failed to exercise discretion and sound judgment to  
11 prevent incidents, which might reflect on the repute of the State of Nevada and act as a  
12 detriment to the development of the industry.

13 92. The conduct is also an unsuitable method of operation under Gaming  
14 Commission Regulation 5.011(10) because Mr. Wynn (1) failed to conduct gaming  
15 operations in accordance with proper standards of custom, decorum, and decency; and (2)  
16 engaged in conduct in a gaming establishment which reflects or tends to reflect on the  
17 repute of the State of Nevada and act as a detriment to the gaming industry.

18 93. Each separate incident alleged against Mr. Wynn constitutes a separate  
19 violation of the Gaming Control Act and its regulations.

20 94. Mr. Wynn's failure to comply with NRS 463.170(8) and/or Gaming  
21 Commission Regulations 5.010, 5.011, 5.011(1), and/or 5.011(10) constitutes an unsuitable  
22 method of operation and is grounds for disciplinary action against Mr. Wynn under NRS  
23 463.1405(4), 463.170(8), and 463.641, and Gaming Commissions Regulations 3.080,  
24 5.010(2), and 5.030.

25 **COUNT THREE**  
26 **VIOLATION OF NRS 463.170 and/or**  
**GAMING COMMISSION REGULATIONS 5.010 and/or 5.011**

27 95. The Gaming Control Board realleges and incorporates the above paragraphs.

28 .....

1           96. In 2005, an employee in the Wynn LV Salon (Manicurist<sup>1</sup>), alleged to various  
2 individuals at the Wynn LV that she had been sexually assaulted by Mr. Wynn and that  
3 she became pregnant as a result.

4           97. When faced with the Manicurist's allegations, Mr. Wynn did not report the  
5 allegations to the Wynn Company's human resources department. Instead, he elected to  
6 address the allegations through a private, confidential settlement with the Manicurist in  
7 which she and her husband were paid \$7.5 million through a separate legal entity funded  
8 personally by Mr. Wynn (2005 Settlement).

9           98. The 2005 Settlement contained requirements that the Manicurist (1) retract  
10 her allegation; (2) agree not to file any claim, charge, and/or complaint concerning the  
11 allegation; and (3) agree to confidentiality and nondisclosure of both the existence of and  
12 facts surrounding the 2005 Settlement.

13           99. Mr. Wynn ensured the secrecy of the 2005 Settlement through not only its  
14 terms, but also by using a personal attorney and by creating a separate legal entity to serve  
15 as the named party to the Settlement in place of Mr. Wynn.

16           100. Indeed, as the Wynn Company admitted in the 2019 Settlement Stipulation,  
17 the Wynn Company did not conduct a timely investigation into the Manicurist's allegations  
18 or into Mr. Wynn's admitted sexual relationship with a subordinate.

19           101. These allegations and/or Mr. Wynn's conduct to cover them up resulted in  
20 negative reporting in widely disseminated media outlets and thus reflected and/or tended  
21 to reflect discredit upon the State of Nevada and/or the gaming industry.

22           102. Mr. Wynn's conduct and/or his failure to follow the Wynn Company policies  
23 and procedures as described above constitute a violation of NRS 463.170(8) and/or Gaming  
24 Commission Regulations 5.010, 5.011, 5.011(1), 5.011(8), and/or 5.011(10).

25           103. Specifically, the conduct violates NRS 463.170(2)(a), which requires that an  
26 applicant be a person of good character.

27  
28 <sup>1</sup> In order to protect the identities of the victims of and witnesses to unwelcome sexual  
conduct by Mr. Wynn, the various employees are given descriptive pseudonyms based on  
their jobs.



1           112. To assist in the resolution of the Cocktail Server's allegations, Mr. Wynn  
2 involved a personal attorney who at some point instructed the Chief Human Resources  
3 Officer for Wynn LV that HR and/or ER were not to investigate the matter.

4           113. The 2006 Settlement contained requirements that the Cocktail Server  
5 (1) state only that "No claim was pursued because there was nothing to pursue" if asked  
6 about her claims; (2) agree not to file any claim, charge, and/or complaint concerning the  
7 allegations; and (3) agree to confidentiality and nondisclosure of both the existence of and  
8 facts surrounding the 2006 Settlement.

9           114. Mr. Wynn ensured the secrecy of the 2006 Settlement through not only its  
10 terms, but also by using a personal attorney.

11           115. Indeed, as the Wynn Company admitted in the 2019 Settlement Stipulation,  
12 the Wynn Company failed to initiate an ER investigation into the Cocktail Server's  
13 allegations of unwelcome sexual conduct in violation of the Wynn Company's policies and  
14 procedures.

15           116. These allegations and/or Mr. Wynn's conduct to cover them up resulted in  
16 negative reporting in widely disseminated media outlets and thus reflected and/or tended  
17 to reflect discredit upon the State of Nevada and/or the gaming industry.

18           117. Mr. Wynn's conduct and/or his failure to follow the Wynn Company policies  
19 and procedures as described above constitute a violation of NRS 463.170(8) and/or Gaming  
20 Commission Regulations 5.010, 5.011, 5.011(1), 5.011(8), and/or 5.011(10).

21           118. Specifically, the conduct violates NRS 463.170(2)(a), which requires that an  
22 applicant be a person of good character.

23           119. The conduct also violates NRS 463.170(2)(b), which requires that an  
24 applicant's prior activities, reputation, and habits do not pose a threat to the public interest  
25 of this State.

26           120. The conduct is an unsuitable method of operation under Gaming Commission  
27 Regulation 5.011(1) because Mr. Wynn failed to exercise discretion and sound judgment to  
28 .....



1 prevent incidents, which might reflect on the repute of the State of Nevada and act as a  
2 detriment to the development of the industry.

3 121. The conduct is also an unsuitable method of operation under Gaming  
4 Commission Regulation 5.011(10) because Mr. Wynn (1) failed to conduct gaming  
5 operations in accordance with proper standards of custom, decorum, and decency; and  
6 (2) engaged in conduct in a gaming establishment which reflects or tends to reflect on the  
7 repute of the State of Nevada and act as a detriment to the gaming industry.

8 122. Each separate incident alleged against Mr. Wynn constitutes a separate  
9 violation of the Gaming Control Act and its regulations.

10 123. Mr. Wynn's failure to comply with NRS 463.170(8) and/or Gaming  
11 Commission Regulations 5.010, 5.011, 5.011(1), 5.011(8), and/or 5.011(10) constitutes an  
12 unsuitable method of operation and is grounds for disciplinary action against Mr. Wynn  
13 under NRS 463.1405(4), 463.170(8), and 463.641, and Gaming Commissions Regulations  
14 3.080, 5.010(2), and 5.030.

15 **COUNT FIVE**  
16 **VIOLATION OF NRS 463.170 and/or**  
17 **GAMING COMMISSION REGULATIONS 5.010, 5.011, and/or 5.070**

18 124. The Gaming Control Board realleges and incorporates the above paragraphs.

19 125. The Gaming Control Board has a duty to investigate and observe the conduct  
20 of licensees and persons found suitable in order to ensure that gaming licenses and  
21 Findings of Suitability are not held by unqualified or unsuitable persons or persons whose  
22 operations are conducted in an unsuitable manner. NRS 463.1405(1) and Gaming  
23 Commission Regulation 5.040.

24 126. The Gaming Control Board has a duty to investigate and observe the conduct  
25 of licensees, persons found suitable, and other persons having a material involvement  
26 directly or indirectly with a licensed gaming operation to ensure that unqualified or  
27 unsuitable persons have no direct or indirect material involvement with a licensed gaming  
28 operation. NRS 463.1405(1).

.....

1           127. The Gaming Control Board has a statutory duty to make appropriate  
2 investigations to determine whether there has been a violation of the Nevada Gaming  
3 Control Act or any regulations adopted thereunder. NRS 463.310.

4           128. The Gaming Control Board had a duty to investigate the allegations of  
5 unwelcome sexual conduct by Mr. Wynn as reported in the WSJ Article, including by  
6 seeking testimony from Mr. Wynn through an Investigative Hearing.

7           129. Pursuant to NRS 463.140(5), the Gaming Control Board issued a written  
8 Order to Appear requiring Mr. Wynn to appear at the Gaming Control Board's offices on  
9 Friday, September 7, 2018 at 11:00 a.m., to provide testimony under oath.

10           130. That Order to Appear was hand delivered to Mr. Wynn's attorney during a  
11 meeting with Gaming Control Board Staff on August 30, 2018.

12           131. The Order to Appear notified Mr. Wynn that pursuant to Gaming Commission  
13 Regulation 5.070, his failure to appear and testify at the Investigative Hearing was grounds  
14 for the revocation or suspension of any Findings of Suitability that he held.

15           132. During the August 30, 2018, meeting between Gaming Control Board Staff  
16 and Mr. Wynn's counsel, Gaming Control Board staff emphasized that Mr. Wynn's  
17 Findings of Suitability remained in effect.

18           133. Gaming Control Board Staff also informed Mr. Wynn's counsel in that meeting  
19 that Mr. Wynn's submission of written answers to Gaming Control Board questions in lieu  
20 of the Investigative Hearing was not an acceptable option, and the Investigative Hearing  
21 would proceed as scheduled to obtain testimony from Mr. Wynn.

22           134. On Wednesday, September 5, 2018, counsel for Mr. Wynn sent a letter to the  
23 Gaming Control Board claiming that Mr. Wynn was no longer a "bona-fide licensee" and  
24 "remains willing to consider any and all written inquiries which will assist [the Gaming  
25 Control Board] in [its] investigation. . ." The letter further stated that because Mr. Wynn  
26 had retained counsel with the intent to pursue defamation litigation related to the claims  
27 of Mr. Wynn's unwelcome sexual conduct, Mr. Wynn "cannot be reasonably expected to

28 . . . .

1 waive any of his privileges except at the appropriate time and in the appropriate judicial  
2 forum.”

3 135. The September 5, 2018, letter did not request Mr. Wynn’s excusal from having  
4 to appear and testify at the Investigative Hearing scheduled for September 7, 2018.

5 136. Mr. Wynn failed to appear and testify on September 7, 2018, for the Gaming  
6 Control Board’s Investigative Hearing.

7 137. Mr. Wynn’s failure to attend and participate in the Investigative Hearing  
8 hindered the Gaming Control Board’s ability to perform its duty to conduct the necessary  
9 investigation into allegations concerning Mr. Wynn’s unwelcome sexual conduct.

10 138. By failing to appear and participate in the scheduled investigative hearing,  
11 Mr. Wynn deprived the Gaming Control Board of material information and testimony  
12 required to conduct a thorough and complete investigation into the serious allegations at  
13 issue.

14 139. Through his conduct described herein, Mr. Wynn failed to maintain the  
15 standards and qualifications of a finding of suitability. His conduct demonstrated that he  
16 is not a person of good character, honesty, and/or integrity. His conduct further establishes  
17 that he poses a threat to the public interest of the State of Nevada and that his holding of  
18 the Findings of Suitability issued to him is no longer consistent with the declared policy of  
19 the State of Nevada.

20 140. Mr. Wynn’s failure to appear and testify at the Gaming Control Board’s offices  
21 on September 7, 2018, in accordance with the Gaming Control Board’s statutory and  
22 regulatory duty to investigate a matter of this magnitude, or otherwise be excused from the  
23 same, constitutes a violation Gaming Commission Regulation 5.070, which provides that  
24 the failure to appear and testify at an investigative hearing shall constitute grounds for  
25 the revocation or suspension of any license held by the person summoned.

26 141. Mr. Wynn’s failure to comply with Gaming Commission Regulation 5.070 is  
27 an unsuitable method of operation. He should be disciplined under NRS 463.1405(4),  
28 463.170(8), and 463.641, and Gaming Commissions Regulations 3.080, 5.010(2), and 5.030.

1 **PRAYER FOR RELIEF**

2 Pursuant to NRS 463.310 and Gaming Commission Regulations 5.010 and 5.030,  
3 and based upon these allegations, which constitute reasonable cause for disciplinary action  
4 against Mr. Wynn, the Gaming Control Board prays for the relief as follows:

5 1. That the Gaming Commission serve a copy of this Complaint on Mr. Wynn  
6 pursuant to NRS 463.312(2);

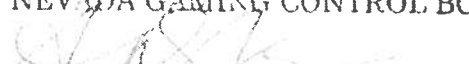
7 2. That the Gaming Commission fine Mr. Wynn a monetary sum pursuant to the  
8 parameters defined at NRS 463.310(4) for each separate violation of the provisions of the  
9 Nevada Gaming Control Act or the Regulations of the Gaming Commission;


10 3. That the Gaming Commission revoke Mr. Wynn's Findings of Suitability  
11 pursuant to the parameters defined in NRS 463.310(4); and

12 4. For such other and further relief as the Gaming Commission may deem just  
13 and proper.

14 DATED this 14th day of October, 2019.

15 NEVADA GAMING CONTROL BOARD

16   
17 SANDRA MORGAN, Chairwoman

18   
19 TERRY JOHNSON, Member

20   
21 PHILIP KATSAROS, Member

20 Submitted by:

21 AARON D. FORD  
22 Attorney General

23  
24 Kyle George (NV Bar No. 13489)  
25 First Assistant Attorney General  
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