BORGATA HOTEL CASINO & SPA
QUARTERLY REPORT

FOR THE QUARTER ENDED MARCH 31, 2024

SUBMITTED TO THE
DIVISION OF GAMING ENFORCEMENT
OF THE
STATE OF NEW JERSEY

OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL

BORGATA HOTEL CASINO & SPA
BALANCE SHEETS

AS OF MARCH 31, 2024 AND 2023

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2024 (c)	2023 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents	2	$47,719	$55,021
2	Short-Term Investments		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2024, $16,592; 2023, $18,180)	3	33,534	30,984
4	Inventories		5,862	5,123
5	Other Current Assets	4	5,092	4,778
6	Total Current Assets		92,207	95,906
7	Investments, Advances, and Receivables	2	743	728
8	Property and Equipment - Gross	5	328,862	293,853
9	Less: Accumulated Depreciation and Amortization		(120,029)	(123,289)
10	Property and Equipment - Net	5	208,833	170,564
11	Other Assets	6	1,932,465	1,972,723
12	Total Assets		$2,234,248	$2,239,921
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$14,284	$13,722
14	Notes Payable		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates		0	0
16	External		0	0
17	Income Taxes Payable and Accrued		0	0
18	Other Accrued Expenses	7	69,852	74,635
19	Other Current Liabilities	8	19,894	18,384
20	Total Current Liabilities		104,030	106,741
	Long-Term Debt:			
21	Due to Affiliates		0	0
22	External		0	0
23	Deferred Credits		0	0
24	Other Liabilities	9	1,605,903	1,609,618
25	Commitments and Contingencies		0	0
26	Total Liabilities		1,709,933	1,716,359
27	Stockholders', Partners', or Proprietor's Equity	2	524,315	523,562
28	Total Liabilities and Equity		$2,234,248	$2,239,921

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH, 2024 AND 2023

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2024 (c)	2023 (d)
	Revenue:			
1	Casino	2	$106,154	$108,446
2	Rooms		27,675	28,683
3	Food and Beverage		31,914	35,656
4	Other	10	13,229	14,095
5	Net Revenue		178,972	186,880
	Costs and Expenses:			
6	Casino	2	41,562	39,824
7	Rooms, Food and Beverage		38,634	39,080
8	General, Administrative and Other	2	47,044	50,411
9	Total Costs and Expenses		127,240	129,315
10	Gross Operating Profit		51,732	57,565
11	Depreciation and Amortization	5	6,572	5,417
	Charges from Affiliates Other than Interest:			
12	Management Fees		0	0
13	Other		0	0
14	Income (Loss) from Operations		45,160	52,148
	Other Income (Expenses):			
15	Interest Expense - Affiliates		0	0
16	Interest Expense - External		(2,141)	(1,290)
17	CRDA Related Income (Expense) - Net	2	(2,097)	(2,513)
18	Nonoperating Income (Expense) - Net	2	(34,733)	(34,728)
19	Total Other Income (Expenses)		(38,971)	(38,531)
20	Income (Loss) Before Taxes		6,189	13,617
21	Provision (Credit) for Income Taxes	2	669	1,755
22	Net Income (Loss)		$5,520	$11,862

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2023
AND THE THREE MONTHS ENDED MARCH 31, 2024

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	(e)	Total Equity (Deficit) (f)
1	**Balance, December 31, 2022..........**		$470,288	$65,627	$0	$535,915
2	Net Income (Loss) - 2023..........			41,067		41,067
3	Capital Contributions................					0
4	Capital Withdrawals..................					0
5	Partnership Distributions...........		(32,860)			(32,860)
6	Prior Period Adjustments..........					0
7	Other		1,237			1,237
8						0
9						0
10	**Balance, December 31, 2023..........**		438,665	106,694	0	545,359
11	Net Income (Loss) - 2024..........			5,520		5,520
12	Capital Contributions................					0
13	Capital Withdrawals..................					0
14	Partnership Distributions...........		(27,013)			(27,013)
15	Prior Period Adjustments..........					0
16	Other		449			449
17						0
18						0
19	**Balance, March 31, 2024...............**		$412,101	$112,214	$0	$524,315

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2024 (c)	2023 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES...		$22,777	$30,044
	CASH FLOWS FROM INVESTING ACTIVITIES:			
2	Purchase of Short-Term Investments		0	0
3	Proceeds from the Sale of Short-Term Investments		0	0
4	Cash Outflows for Property and Equipment	5	(10,617)	(10,209)
5	Proceeds from Disposition of Property and Equipment	2,5	0	1
6	CRDA Obligations		0	0
7	Other Investments, Loans and Advances made		0	0
8	Proceeds from Other Investments, Loans, and Advances		0	0
9	Cash Outflows to Acquire Business Entities		0	0
10				
11				
12	Net Cash Provided (Used) By Investing Activities		(10,617)	(10,208)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt		0	0
14	Payments to Settle Short-Term Debt		0	0
15	Proceeds from Long-Term Debt		0	0
16	Costs of Issuing Debt		0	0
17	Payments to Settle Long-Term Debt		0	0
18	Cash Proceeds from Issuing Stock or Capital Contributions		0	0
19	Purchases of Treasury Stock		0	0
20	Payments of Dividends or Capital Withdrawals		0	0
21	Distributions to Parent		(27,013)	(24,556)
22	Finance Leases		(2,268)	(3,029)
23	Net Cash Provided (Used) By Financing Activities		(29,281)	(27,585)
24	Net Increase (Decrease) in Cash and Cash Equivalents		(17,121)	(7,749)
25	Cash and Cash Equivalents at Beginning of Period		64,840	62,770
26	Cash and Cash Equivalents at End of Period		$47,719	$55,021

	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized)		$136	$182
28	Income Taxes		$0	$0

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2024 (c)	2023 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)........		$5,520	$11,862
30	Depreciation and Amortization of Property and Equipment...	5	6,453	5,383
31	Amortization of Other Assets........		119	34
32	Amortization of Debt Discount or Premium........		0	0
33	Deferred Income Taxes - Current		0	0
34	Deferred Income Taxes - Noncurrent	2	669	1,754
35	(Gain) Loss on Disposition of Property and Equipment........		12	516
36	(Gain) Loss on CRDA-Related Obligations........		0	0
37	(Gain) Loss from Other Investment Activities........		0	0
38	(Increase) Decrease in Receivables and Patrons' Checks		4,168	4,634
39	(Increase) Decrease in Inventories		(238)	(288)
40	(Increase) Decrease in Other Current Assets........		121	657
41	(Increase) Decrease in Other Assets........		(734)	(85)
42	Increase (Decrease) in Accounts Payable........		(4,820)	2,128
43	Increase (Decrease) in Other Current Liabilities		1,924	(4,770)
44	Increase (Decrease) in Other Liabilities		(2,278)	(3,137)
45	Amortization of Operating Leases		9,893	9,776
46	Other		1,968	1,580
47	Net Cash Provided (Used) By Operating Activities........		$22,777	$30,044

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2024 (c)	2023 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment........	5	($25,836)	($10,209)
49	Less: Capital Lease Obligations Incurred........		15,219	
50	Cash Outflows for Property and Equipment........		($10,617)	($10,209)
	ACQUISITION OF BUSINESS ENTITIES:			
51	Property and Equipment Acquired........			
52	Goodwill Acquired........			
53	Other Assets Acquired - net			
54	Long-Term Debt Assumed........			
55	Issuance of Stock or Capital Invested........			
56	Cash Outflows to Acquire Business Entities........		$0	$0
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:			
57	Total Issuances of Stock or Capital Contributions........		$0	$0
58	Less: Issuances to Settle Long-Term Debt........		0	0
59	Consideration in Acquisition of Business Entities........		0	0
60	Cash Proceeds from Issuing Stock or Capital Contributions......		$0	$0

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

FOR THE THREE MONTHS ENDED MARCH 31, 2024
(UNAUDITED)
($ IN THOUSANDS)

		Promotional Allowances		Promotional Expenses	
Line (a)	Description (b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	109,400	19,528	0	$0
2	Food	404,250	10,818	62,003	620
3	Beverage	1,833,793	5,960	0	0
4	Travel	0	0	3,149	787
5	Bus Program Cash	0	0	0	0
6	Promotional Gaming Credits	1,080,864	27,022	0	0
7	Complimentary Cash Gifts	68,111	1,703	0	0
8	Entertainment	6,972	279	835	83
9	Retail & Non-Cash Gifts	52,038	2,602	10,253	2,563
10	Parking	309,847	291	100,598	402
11	Other	145,577	(1,128)	22,227	254
12	Total	4,010,852	$67,075	199,064	$4,709

FOR THE THREE MONTHS ENDED MARCH 31, 2024

		Promotional Allowances		Promotional Expenses	
Line (a)	Description (b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	109,400	19,528	0	$0
2	Food	404,250	10,818	62,003	620
3	Beverage	1,833,793	5,960	0	0
4	Travel	0	0	3,149	787
5	Bus Program Cash	0	0	0	0
6	Promotional Gaming Credits	1,080,864	27,022	0	0
7	Complimentary Cash Gifts	68,111	1,703	0	0
8	Entertainment	6,972	279	835	83
9	Retail & Non-Cash Gifts	52,038	2,602	10,253	2,563
10	Parking	309,847	291	100,598	402
11	Other	145,577	(1,128)	22,227	254
12	Total	4,010,852	$67,075	199,064	$4,709

*No item in this category (Other) exceeds 5%.

BORGATA HOTEL CASINO & SPA
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED MARCH 31, 2024

1. I have examined this Quarterly Report.

2. All the information contained in this Quarterly Report has been prepared in conformity with the Division's Quarterly Report Instructions and Uniform Chart of Accounts.

3. To the best of my knowledge and belief, the information contained in this report is accurate.

4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.S.A. 5:12-84a(1)-(5) during the quarter.

5/1/2024
Date

Chris Rynkiewicz

VP & CFO
Title

008526-11
License Number

On Behalf of:

BORGATA HOTEL CASINO & SPA
Casino Licensee

Marina District Development Company, LLC

(A Wholly-Owned Subsidiary of Marina District Development Holding Co., LLC)

Notes to Financial Statements
(Unaudited)

NOTE 1. Organization and Basis of Presentation

Marina District Development Company, LLC ("MDDC" or the "Company"), is a New Jersey limited liability company and Marina District Development Holding Company ("MDDHC") is the sole member of MDDC. MDDHC is a wholly owned subsidiary of MGM Resorts International ("MGM Resorts").

MDDC was incorporated in July 1998 and has been operating since July 2003. The Company owns and operates Borgata Hotel Casino and Spa, including MGM Tower at Borgata (collectively, "Borgata"), an integrated casino, hotel and entertainment resort located at Renaissance Pointe in Atlantic City, New Jersey.

These financial statements have been prepared in conformity with the New Jersey Division of Gaming Enforcement regulations.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Management's use of estimates
US GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair value measurements
Fair value measurements affect the Company's accounting for and impairment assessments of its long-lived assets and intangible asset. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and is measured according to a hierarchy that includes: Level 1 inputs, such as quoted prices in an active market; Level 2 inputs, which are quoted prices for identical or comparable instruments or pricing using observable market data; or Level 3 inputs, which are unobservable inputs.

Cash and cash equivalents
Cash and cash equivalents consist of cash on hand and cash in the bank.

Accounts receivable and credit risk
Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of casino receivables. Markers are issued by the Company to the customer in exchange for gaming chips at the casino as permitted by the regulations of the NJ Division of Gaming Enforcement. The Company issues credit to approved casino customers following background checks and investigations of creditworthiness. At March 31, 2024 and 2023, approximately 75% and 78% of the Company's gross accounts receivable related to casino receivables, respectively.

Accounts receivable are typically non-interest bearing and are initially recorded at cost. Accounts are written off when management deems the account to be uncollectible. Recoveries of accounts previously written off are recorded when received. An estimated loss reserve is maintained to reduce the Company's receivables to their net carrying amount, which approximates fair value. The loss reserve is estimated based on both a specific review of customer accounts as well as historical collection experience and current and expected future economic and business conditions. Management believes that as of March 31, 2024, no significant concentrations of credit risk existed for which a loss reserve had not already been recorded.

Inventories
Inventories consist primarily of food and beverage, retail merchandise and operating supplies, and are stated at the lower of cost or net realizable value. Cost is determined primarily by the average cost method for food and beverage and operating supplies. Cost for retail merchandise is determined using the cost method.

Property and equipment
Property and equipment are stated at cost. Gains or losses on dispositions of property and equipment are included in the determination of income or loss. Maintenance costs are expensed as incurred.

Property and equipment are generally depreciated over the following estimated useful lives on a straight-line basis:

Buildings, building improvements and land improvements	10 to 40 years
Furniture, fixtures, and equipment	3 to 20 years

The Company evaluates its property and equipment and other long-lived assets to be held and used for impairment whenever indicators of impairment exist. If an indicator of impairment exists, the Company compares the estimated future cash flows of the asset group, on an undiscounted basis, to the carrying value of the asset group. If the undiscounted cash flows exceed the carrying value, no impairment is indicated. If the undiscounted cash flows do not exceed the carrying value, then an impairment charge is recorded based on the fair value of the asset, typically measured using a discounted cash flow model.

Goodwill and indefinite-lived intangible assets
Goodwill represents the excess of purchase price over fair market value of net assets acquired in business combinations. The Company's indefinite-lived intangible asset consists of tradenames. Goodwill and indefinite-lived intangible assets must be reviewed for impairment at least annually and between annual test dates in certain circumstances. The Company performs its annual impairment tests in the fourth quarter of each fiscal year.

Accounting guidance provides entities the option to perform a qualitative assessment of goodwill and indefinite-lived intangible assets (commonly referred to as "step zero") in order to determine whether further impairment testing is necessary. In performing the step zero analysis the Company considers macroeconomic conditions, industry and market considerations, current and forecasted financial performance, entity-specific events, and changes in the composition or carrying amount of net assets for goodwill. In addition, the Company takes into consideration the amount of excess of fair value over carrying value determined in the last quantitative analysis that was performed, as well as the period of time that has passed since the last quantitative analysis. If the step zero analysis indicates that it is more likely than not that the fair value is less than its carrying amount, the entity would proceed to a quantitative analysis.

Under the quantitative analysis, goodwill is tested for impairment using a discounted cash flow analysis based on the estimated future results of the Company's discounted using market discount rates and market indicators of terminal year capitalization rates, and a market approach that utilizes business enterprise value multiples based on a range of multiples from the Company's peer group. If the fair value is less than its carrying value, an impairment charge is recognized equal to the difference. Under the quantitative analysis trademarks are tested for impairment using the relief-from-royalty method. If the fair value of an indefinite-lived intangible asset is less than its carrying amount, an impairment loss is recognized equal to the difference.

Internet Gaming and Sports Wagering
The Company holds an internet gaming permit and sports wagering license in New Jersey for the use of placing wagers online and sports wagers at Borgata. The internet gaming and sports wagering for the skins discussed below, including Borgata's retail sports wagering lounge, is operated by a venture owned 50% by MGM Resorts, BetMGM, LLC ("BetMGM") pursuant to an arrangement whereby BetMGM operates the lounge and receives 100% of the net economics generated and reimburses the Company for costs incurred. As the Company is considered an agent under ASC 606, the revenues and expenses generated under the service arrangement are recorded "net" by the Company, in which the expenses incurred are recorded as contra revenue. As BetMGM is entitled to 100% of the net economics generated, this results in the Company recording no net revenues and no expenses relating to the retail sports wagering lounge and internet gaming and sports wagering skins, which are described below. The Company is reimbursed by BetMGM for costs that the Company incurs relating to the service arrangement, which are reflected gross within the income statement within "Other Revenue" and "General, Administrative, and Other." See Note 10 for the reimbursed costs incurred for the quarter ended March 31, 2024.

The below table provides a brief description of the four internet gaming and sports wagering skins in use:

Skin	Operations commencement date	Internet gaming or sports wagering	Operator of Skin
Borgata	11/2013	Both	BetMGM
BetMGM	07/2018	Both	BetMGM
BWIN	11/2013	Internet gaming	BetMGM
Pala Interactive	11/2014	Internet gaming	BetMGM

Revenue recognition
The Company's revenue from contracts with customers consists of casino wager transactions, hotel room sales, food and beverage transactions, and other transactions. The transaction price for a casino wager is the difference between gaming wins and losses ("net win"). In certain circumstances, the Company offers discounts on markers, which is estimated based upon historical business practice, and recorded as a reduction of casino revenue. The Company accounts for casino revenue on a portfolio basis given the similar characteristics of wagers by recognizing net win per gaming day versus on an individual wager basis.

For casino wager transactions that include other goods and services provided by the Company to gaming patrons on a discretionary basis to incentivize gaming, the Company allocates revenue from the casino wager transaction to the good or service delivered based upon stand-alone selling price ("SSP"). Discretionary goods and services provided by the Company and supplied by third parties are recognized as an operating expense.

For casino wager transactions that include incentives earned by customers under MGM Resorts' loyalty program, the Company allocates a portion of net win based upon the SSP of such incentive (less estimated breakage). This allocation is deferred and recognized as revenue when the customer redeems the incentive. When redeemed, revenue is recognized in the department that provides the goods or service. After allocating revenue to other goods and services provided as part of casino wager transactions, the Company records the residual amount to casino revenue.

The transaction price of rooms, food and beverage, and retail contracts is the net amount collected from the customer for such goods and services. The transaction price for such contracts is recorded as revenue when the good or service is transferred to the customer over their stay at the hotel or when the delivery is made for the food and beverage and other contracts. Sales and usage-based taxes are excluded from revenues. For some arrangements, the Company acts as an agent in that it arranges for another party to transfer goods and services, which primarily include the Company's arrangement with BetMGM for sports betting and iGaming.

The Company also has other contracts that include multiple goods and services, such as packages that bundle food, or beverage offerings with hotel stays. For such arrangements, the Company allocates revenue to each good or service based on its relative SSP. The Company primarily determines the SSP of rooms and food and beverage based on the amount that the Company charges when sold separately in similar circumstances to similar customers.

Contract and Contract-Related Liabilities
There may be a difference between the timing of cash receipts from the customer and the recognition of revenue, resulting in a contract or contract-related liability. The Company generally has two types of liabilities related to contracts with customers: (1) outstanding chip liability, which represents the amounts owed in exchange for gaming chips held by a customer and (2) customer advances and other, which is primarily funds deposited by customers before gaming play occurs ("casino front money") and advance payments on goods and services yet to be provided such as advance ticket sales and deposits on rooms or for unpaid wagers. These liabilities are generally expected to be recognized as revenue within one year of being purchased, earned, or deposited and are recorded within "Other accrued expenses" on the Company's balance sheets. Refer to Note 9 for the Company's balances associated with contract and contract related liabilities.

CRDA investments
Pursuant to the New Jersey Casino Control Act ("Casino Control Act"), as a casino licensee, the Company is assessed an amount equal to 1.25% of its land-based and online sports related gross gaming revenues in order to fund qualified investments. This assessment is made in lieu of an Investment Alternative Tax (the "IAT") equal to 2.5% of land-based and online sports related gross gaming revenues. The Casino Control Act also provides for an assessment of licensees equal to 2.5% of non-sports online gross gaming revenues, which is made in lieu of an IAT equal to 5.0% of non-sports online gross gaming revenues. Once the funds are deposited with the New Jersey Casino Reinvestment Development Authority ("CRDA"), qualified investments may be satisfied by: (i) the purchase of bonds issued by the CRDA at below market rates of interest; (ii) direct

investment in CRDA-approved projects; or (iii) a donation of funds to projects as determined by the CRDA. According to the Casino Control Act, funds on deposit with the CRDA are invested by the CRDA and the resulting income is shared two-thirds to the casino licensee and one-third to the CRDA. Further, the Casino Control Act requires that CRDA bonds be issued at statutory rates established at two-thirds of market value.

In May 2016, pursuant to a provision contained within legislation enacted to address Atlantic City's fiscal matters commonly referred to as the PILOT (payment in lieu of taxes) law, any CRDA funds not utilized or pledged for direct investments, the purchases of CRDA bonds or otherwise contractually obligated, all funds received from the payment of the IAT going forward are allocated to the City of Atlantic City. The PILOT law directs that these funds be used for the purposes of paying debt service on bonds issued by the City of Atlantic City prior to and after the date of the PILOT law. These provisions expire as of December 31, 2026.

The Company is required to make quarterly deposits with the CRDA to satisfy its investment obligations and, as a result of the PILOT law, records a charge to expense for 100% of the obligation amount as of the date the obligation arises. This CRDA expense is included in CRDA Related Income (Expense) - Net in the statements of income; however, the CRDA expense related to BetMGM is recorded as a contra-revenue expense in casino revenue in the statements of income.

In December 2021, an amendment to the PILOT law was enacted, which, among other things, removed online sports wagering and iGaming (online casino style games) related gross gaming revenues from the determination of amounts due under the PILOT law. In August 2022, the New Jersey Superior Court held that the amendment violated the State constitution. In October 2022, the Court issued a limited 90-day stay of its decision to allow for an appeal. In January 2023, the Court extended the stay for an additional 120-day period pending appellate review. In April 2023, a motion for an indefinite stay was granted. As such, as of March 31, 2024, the Company has accrued for amounts due under the PILOT law based upon the 2021 amendment in effect.

Gaming taxes
The Company is subject to an annual tax assessment of 8.5% based on its land-based sports gross gaming revenue; 8.0% based on its other land-based gross gaming revenues; 13.0% based on its online sports gross gaming revenue; and 15.0% based on its other online gross gaming revenues. These gaming taxes are recorded as a casino expense in the statements of income; however, the gaming taxes related to BetMGM are recorded as contra revenue in casino revenue in the statements of income.

Leases
The Company determines if an arrangement is or contains a lease at inception or modification of the arrangement. An arrangement is or contains a lease if there are identified assets and the right to control the use of an identified asset is conveyed for a period of time in exchange for consideration. Control over the use of the identified asset means the lessee has both the right to obtain substantially all of the economic benefits from the use of the asset and the right to direct the use of the asset. The Company has elected to account for lease and non-lease components as a single component for the majority of classes of underlying assets and also to not recognize short-term leases (leases that are less than 12 months) and instead recognizes lease payments on a straight-line basis over the lease term.

The Company classifies leases with terms greater than twelve months as either operating or finance. At commencement, the right-of-use ("ROU") assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The initial measurement of ROU assets also includes any prepaid lease payments and are reduced by any previously accrued deferred rent. When available, such as for the Company's triple-net operating lease for which the lessor has provided the assumptions required for the Company to readily determine the rate implicit in the lease, the Company uses the rate implicit in the lease to discount lease payments to present value. However, for most of the Company's leases, such as its ground sublease and equipment leases, the Company cannot readily determine the implicit rate. Accordingly, the Company uses its incremental borrowing rate to discount the lease payments based on the information available at commencement date. Lease terms include options to extend or terminate the lease when it is reasonably certain that such option will be exercised. The Company's triple-net operating lease contains renewal periods at the lessee's option, which are not considered to be reasonably certain of being exercised. For operating leases, lease expense for minimum lease payments is recognized on a straight-line basis over the expected lease term. For finance leases, the ROU asset depreciates on a straight-line basis over the shorter of the lease term or useful life of the ROU asset and the lease liability accretes interest based on the interest method using the discount rate determined at lease commencement.

The Company leases the land underlying its property, its real estate, and various equipment under operating and, to a lesser extent, finance lease arrangements.

MGM Resorts' master lease with VICI Properties, Inc. ("VICI"), and the sublease agreement with the operating subtenants of MGM Resorts, including the Company (collectively, the "VICI lease") is classified by the Company as an operating lease. The triple-net structure of the lease requires the tenant to pay substantially all costs associated with the property, including real estate taxes, insurance, utilities, and routine maintenance (obligating the tenant to spend a specified percentage of net revenues on capital expenditures), in addition to the annual cash rent. The lease also requires MGM Resorts to comply with certain financial covenants, which, if not met, would require MGM Resorts to maintain cash security or provide one or more letters of credit in favor of the landlord in an amount equal to 6 months or 1 year of rent, as applicable to the circumstances. The tenant's performance and payments under the VICI lease is guaranteed by MGM Resorts. A default by the tenant with regard to any property under the lease or by MGM Resorts with regard to its guarantee will cause a default with regard to the entire portfolio covered by the lease.

Given the triple-net structure of the VICI lease, the Company is responsible for the rent payments related to VICI's ground leases of land underlying the property through the term of the VICI lease. The Company accounts for its sublease of the ground lease as a finance lease.

The VICI lease commenced April 29, 2022 and has an initial term of 25 years, with three 10-year renewal periods, exercisable at the tenant's option, with a fixed 2% rent escalator for the first 10 years, and thereafter, an escalator equal to the greater of 2% and the CPI increase during the prior year subject to a cap of 3%. Annual cash rent payments for the third lease year that commenced on May 1, 2024 increased to $113 million as a result of the 2% fixed annual escalator. The Company recorded $34.7 million of VICI lease rent expense within "Nonoperating Income (Expense) - Net" for the periods ended March 31, 2024 and 2023.

The Company is a lessor under certain of its lease arrangements. Lease revenues earned by the Company from third parties are classified within the line item corresponding to the type or nature of the tenant's good or service. Lease revenues from third-party tenants include $0.4 million recorded within other revenue for each of the quarters ended March 31, 2024 and 2023, and $0.4 million recorded within food and beverage revenue for each of the same quarters. Lease revenues from the rental of hotel rooms are recorded as rooms revenues within the statements of operations.

Advertising
The Company expenses advertising costs as incurred. Advertising expense that primarily relates to media placement costs and which is generally included in "General, Administrative and Other," was $1.6 million for each of the quarters ended March 31, 2024 and 2023.

Property transactions, net
The Company classifies transactions such as write-downs and impairments, demolition costs, and normal gains and losses on the sale of assets as "General, Administrative and Other" in the statements of income.

Income taxes
As a single member limited liability company, MDDC is treated as a disregarded entity for federal income tax purposes. As such, it is not subject to federal income tax and its income is treated as earned by its member, MDDHC. MDDHC is treated as a partnership for federal income tax purposes and federal income taxes are the responsibility of its members.

In New Jersey, casino licensees are subject to corporate income taxes under the Casino Control Act. MDDC is a casino licensee and is part of a unitary business with MGM Resorts and other affiliates. As a result of income tax regulations published by the state of New Jersey during the third quarter of 2022 (the "Combined Reporting Regulations"), MDDC is now treated as a taxable member of the New Jersey combined group return filed by MGM Resorts. Prior to the issuance of these regulations, MDDC and MDDHC filed a New Jersey consolidated casino return with MGM and certain subsidiaries.

MGM Resorts holds direct and indirect ownership of 100% of the members' interests in MDDHC. The amounts reflected in the financial statements are reported as if MDDC was taxed for state purposes on a standalone basis notwithstanding that MDDC is included in a New Jersey combined group return after the issuance of the Combined Reporting Regulations and in a consolidated casino New Jersey tax return with MDDHC, MGM Resorts, and certain of its subsidiaries prior to the issuance of the Combined Reporting Regulations.

MGM Resorts is responsible for the New Jersey taxes for the combined group return and any New Jersey income tax expense allocated to MDDC is recorded to equity. Prior to the issuance of the Combined Reporting Regulations, MDDC recorded a distribution or contribution to MGM Resorts to the extent that its standalone New Jersey tax liability was greater than or less than the consolidated casino tax return liability.

Member equity

The Company utilizes MGM Resorts as its centralized treasury function in which MGM Resorts controls all bank cash transactions and maintains cash accounts on behalf of the Company. This arrangement results in deemed contributions and distributions between the Company and MGM Resorts, since MGM Resorts makes all bank cash payments on behalf of the Company and sweeps all bank cash balances from the Company. Such activity is reflected as financing activities within the statements of cash flows. Certain noncash income statement-related allocations from MGM Resorts to the Company, such as stock-based compensation, are settled and treated as noncash contributions or distributions and are presented as other on the statements of member equity.

Subsequent events

Management has evaluated subsequent events through May 1, 2024, the date these financial statements were available to be issued and has not identified any such events, except as otherwise disclosed.

NOTE 3. RECEIVABLES AND PATRONS' CHECKS

Receivables and patrons' checks consist of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Casino receivables (net of a provision for losses - 2024 $16.5 million and 2023 $18.1 million)	$ 21,318	$ 20,408
Other (net of a provision for losses - 2024 $0.1 million and 2023 $0.1 million)	12,216	10,576
	$ 33,534	$ 30,984

NOTE 4. OTHER CURRENT ASSETS

Prepaids and other current assets consist of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Prepaid insurance	$ 748	$ 585
Prepaid maintenance	935	1,125
Prepaid gaming tax & licenses	565	717
Other	2,844	2,351
	$ 5,092	$ 4,778

NOTE 5. PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consists of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Buildings, building improvements, and land improvements	$ 33,080	$ 5,382
Furniture, fixtures, and equipment	151,030	131,789
Construction in progress	41,802	42,118
	225,912	179,289
Less: Accumulated depreciation	(112,351)	(97,819)
Finance lease ROU assets, net	95,272	89,094
	$ 208,833	$ 170,564

NOTE 6. OTHER ASSETS
Other assets consist of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Operating lease ROU assets, net	$ 1,450,339	$ 1,489,771
Goodwill	394,077	82,000
Tradename	82,000	82,000
Other	6,049	6,875
	$ 1,932,465	$ 1,972,723

NOTE 7. OTHER ACCRUED EXPENSES
Other accrued expenses consist of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Outstanding chip liability	$ 6,965	$ 8,765
Customer advances and other casino	15,803	20,343
Payroll and related	24,890	22,559
Taxes, other than income tax	10,525	11,178
Other	11,669	11,790
	$ 69,852	$ 74,635

NOTE 8. OTHER CURRENT LIABILITIES
Other current liabilities consist of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Operating lease liabilities - current	$ 15,025	$ 12,463
Finance lease liabilities - current	4,869	5,921
	$ 19,894	$ 18,384

NOTE 9. OTHER LIABILITIES
Other liabilities consist of the following:

	March 31, 2024	March 31, 2023
	(In thousands)	
Long-term portion of operating lease liabilities	$ 1,493,060	$ 1,506,823
Long-term portion of finance lease liabilities	93,958	84,818
Other long-term obligations	18,885	17,977
	$ 1,605,903	$ 1,609,618

NOTE 10. OTHER REVENUES

Other revenues consist of the following:

	March 31,	
	2024	2023
	(In thousands)	
Entertainment and retail revenue	$ 1,607	$ 2,226
Retail revenue	3,531	3,360
Other revenue	7,075	7,200
Reimbursed costs	1,016	1,309
	$ 13,229	$ 14,095

NOTE 11. COMMITMENTS AND CONTINGENCIES

The Company is a party to various legal proceedings, most of which relate to routine matters incidental to its business. Management does not believe that the outcome of such proceedings will have a material adverse effect on the Company's financial position, results of operations or cash flows.