



### P. Gregory Giordano, Partner

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#### Area of Practice

Gaming & Administrative Law

#### Bar Admissions

Nevada, California

#### Education

- J.D., Santa Clara University School of Law, 1981
- B.S., Business Administration and Accounting, and History, Notre Dame de Namur University, summa cum laude, 1978

Prior to becoming a private practice gaming attorney, Mr. Giordano first served as a Deputy Nevada Attorney General representing the Nevada Gaming Control Board and Nevada Gaming Commission, and then served, for four years, as the Chief of the Corporate Securities Division of the NGCB. In that position, he oversaw licensing investigations, analysis and monitoring of publicly traded corporations associated with Nevada gaming licensees. These included mergers and acquisitions, public and private financings, and compliance activities of business operations of publicly traded corporations and their subsidiaries. He also supervised investigations for approvals and the subsequent monitoring of all gaming activities conducted outside the State of Nevada by Nevada gaming licensees, including multiple investigations conducted in foreign countries.

Mr. Giordano has decades of unmatched expertise in the details of Nevada gaming law and related licensing and regulatory procedures. In addition to serving as Vice Chair of the Executive Committee of the State Bar of Nevada's Gaming Law Section, he is the Chief Editor and Author of the *Nevada Gaming Law Practice and Procedure Manual* and Co-Editor of *Nevada Gaming Lawyer*, both published by the State Bar of Nevada's Gaming Law Section. Mr. Giordano is also a member of the Gaming Law Advisory Board of the UNLV William S. Boyd School of Law and a member of the Editorial Board Advisory Committee for the *UNLV Gaming Law Journal*.

Mr. Giordano's clients include gaming companies, financial institutions doing business with gaming companies, institutional investors and lenders from around the world, underwriters of gaming business leveraged buyouts and acquisition financings, lenders finding their loans to gaming companies requiring appointment of receivers or assistance in bankruptcy, and vendors to gaming companies having to address compliance obligations and licensing or gaming related approval issues. Mr. Giordano is a member of Gaming Compliance Committees of U.S. and international gaming companies, and also serves as Special Counsel to and Chairman of these Committees.

Mr. Giordano is highly ranked in *Chambers USA: America's Leading Lawyers for Business* in Gaming & Licensing Law in the geographic areas of both Nevada and USA-Nationwide. Clients describe Mr. Giordano to *Chambers* researchers as "having a valuable perspective on practical realities of how investigations work and how to guide clients through the process." "Greg is very knowledgeable, and he has deep experience, good judgment and people skills." "Greg has a

strong understanding of the law and the execution required to deliver compelling results.” “Greg is incredibly knowledgeable on M&A strategy.” “He is a strong lawyer.” “Greg is an academic lawyer who can dig into legal issues and provide solutions to complex problems.” “He is very professional, knowledgeable and easy to work with.” “Greg is a really smart lawyer.”

### Awards and Recognition

- *Martindale-Hubbell* – AV Preeminent Peer Review Rating (since 2002)
- *Business Today* – Top 10 Influential Nevada Gaming & Licensing Lawyers (2023)
- *Chambers USA: America’s Leading Lawyers for Business* – Band 2 in Gaming & Licensing Law/Nevada and Band 3 in Gaming & Licensing Law/U.S.-Nationwide (2004-2023)
- *The Best Lawyers in America* – Gaming Law (2005-2024)
- *The Best Lawyers in America* – Administrative & Regulatory Law (2024)
- *Vegas Inc* – “Top Lawyers” in Gaming Law (2023, 2022, one of only six Las Vegas lawyers recognized in Gaming Law)
- *Mountain States Super Lawyers* – “Super Lawyers” (2007-2020, 2022, 2023, 2024; one of only four Gaming Law Super Lawyers recognized in the five-state Mountain States area)

### Professional Affiliations

- Chair, Spring Conference Program Committee, International Masters of Gaming Law, April 26-28, 2023
- Vice Chair, Executive Committee, State Bar of Nevada’s Gaming Law Section
- Vice Chair, American Bar Association’s Business Law Section’s Gaming Law Committee
- Member, International Association of Gaming Advisors (former Trustee)
- Member, International Masters of Gaming Law
- Member, Gaming Law Advisory Board, UNLV William S. Boyd School of Law
- Sustaining Life Fellow of the American Bar Foundation

### Publications and Speaking Engagements

- Co-Editor, *Nevada Gaming Lawyer*, annual publication of the State Bar of Nevada’s Gaming Law Section
- Member, Editorial Board Advisory Committee, *UNLV Gaming Law Journal*
- Chief Editor and Author, *Nevada Gaming Law Practice and Procedure Manual*, published by the State Bar of Nevada’s Gaming Law Section
- Panel Presenter, “Pipeline to Leadership” program for Student Bar leaders at the William S. Boyd School of Law, University of Nevada-Las Vegas, hosted by Affinity Bar Associations and members of the State Bar of Nevada Board of Governors, Sections, and Committees, April 12, 2023
- Panel Moderator, “Investment Opportunities in the Gambling Industry and Navigating the Regulatory Issues”, IMGL Spring Conference – April 26-28, 2023 (also IMGL Spring Conference Program Committee Co-Chair)
- IMGL Masterclass Presenter, “Antitrust and Regulatory Divestment: How Will the Consolidations of the Future Move Forward?”, National Council of Legislators from Gaming States Winter Meeting – December 10, 2022

- Author, “Recent Leadership and Position Changes within the Nevada Gaming Control Board,” *Nevada Gaming Lawyer* – September 2022
- Presenter, “US/Canada Updates”, IMGL Autumn Conference – September 15, 2022
- Presenter, “Sports Betting: Lessons the USA Can Learn from Europe”, IMGL Spring Conference – March 28, 2019
- Presenter, “Government, Regulation & Compliance Roundtable Panel”, 26th Executive Development Program – Nov. 16, 2016
- Presenter, “AML in Europe, US and Asia”, IMGL Autumn Conference – Oct. 25, 2016
- Presenter, “What is Gambling?”, ABA 20th Annual National Institute on the Gaming Law Minefield – Feb 22, 2016

### Representative Engagements – United States

- Represent Hard Rock International, as Nevada Gaming Counsel, in its agreement to acquire the operations of The Mirage Hotel and Casino in Las Vegas for \$1.075 billion.
- Represent a major publicly traded gaming company in the acquisition of multiple casino operations in multiple states, including related gaming and business licensing matters.
- Represent a publicly traded auto/truck stop travel centers company in the acquisition and licensing of multiple plaza casino operations located on interstate highways in Nevada, including related suitability/licensing applications and hearings before the Nevada Gaming Control Board and the Nevada Gaming Commission.
- Represent an institutional investor in New York as outside gaming counsel and handle on a national basis all of its gaming regulatory filings in connection with its investments in the stock of various publicly traded companies involved in the U.S. gaming industry.
- Represent two downtown Las Vegas hotel/casinos in connection with all Nevada gaming regulatory compliance requirements, including preparing the gaming application for the development of a new casino resort hotel planned for downtown Las Vegas.
- Represent a Nevada-based national gaming company in connection with all Nevada gaming regulatory compliance requirements, including assisting executives in connection with findings of suitability/licensing applications and hearings before the Nevada Gaming Control Board and the Nevada Gaming Commission.
- Represent the buyer in obtaining state and local gaming regulatory approvals required in connection with the \$32 million acquisition of a hotel/casino and its related financing
- Represent the buyer in obtaining state and local gaming regulatory approvals required in connection with the \$5 million acquisition of a 50% interest in a small hotel/casino
- Represent the buyer in the negotiation and purchase of a small casino for \$8 million and in obtaining state and local gaming regulatory approvals in connection with its purchase
- Represent a hotel/casino borrower in obtaining state gaming regulatory approvals required in connection with its new \$185 million loan to finance an expansion project
- Represent a Nevada publicly traded gaming company for Nevada gaming purposes in connection with two separate financing transactions involving both public offerings and private placements of its debt and equity securities (combined value over \$2 billion)
- Represent a consortium of noteholders for Nevada gaming purposes in connection with the default and workout of publicly registered notes issued by a Nevada gaming business

- Represent the underwriter for Nevada gaming purposes in connection with its underwriting of over \$2.4 billion of financing provided to finance the leveraged buyout of a Nevada publicly traded gaming company
- Represent a number of Nevada publicly traded gaming companies in obtaining state gaming regulatory approvals for delayed or continuous public offerings of securities
- Represent a number of institutional investors in obtaining waivers from the Nevada state gaming authorities of shareholder findings of suitability requirements in connection with their ownership of equity securities in Nevada publicly traded gaming companies
- Represent a private equity company in connection with its foreclosure and acquisition of a major hotel/casino
- Represent a private equity company in connection with the filing of applications required to obtain state and local gaming and liquor regulatory approvals necessary to acquire a majority equity interest in a major hotel/casino
- Represent a bank/underwriter for Nevada gaming purposes in connection with underwriting a \$750 million bond offering by a publicly traded Nevada gaming business
- Represent a publicly traded gaming company for Nevada gaming purposes in two joint venture agreements for the development of new hotel/casinos in the Las Vegas area
- Represent a publicly traded seller for Nevada gaming purposes in the \$2.1 billion sale of its hotel/casinos to a privately held company
- Represent a Nevada publicly traded gaming company buyer in obtaining state and local gaming regulatory approvals in connection with two separate, strategic acquisitions of other Nevada publicly traded gaming companies having a combined value of \$14.3 billion

### Representative Engagements -- International

- Represent a Tokyo-headquartered publicly traded company with all Nevada gaming regulatory compliance and reporting requirements, including advising on future plans to undertake new gaming activities in Nevada. The company is a developer, manufacturer and seller of pachislot and pachinko machines and other game machines and peripheral equipment worldwide, and a developer and owner of casino resort businesses.
- Represent an Asian-based private equity company in acquiring a Las Vegas resort/casino.
- Represent a Swiss company and a UK company in connection with obtaining Nevada gaming licenses and regulatory approvals for each to operate casino-resorts in Nevada
- Represent a United Kingdom-based institutional investor in connection with it obtaining a waiver from the usual Nevada gaming finding of suitability requirements as a large shareholder of a publicly traded Nevada gaming company
- Represent a Canadian company in connection with its application for a finding of suitability as a large shareholder of a publicly traded Nevada gaming company
- Represent an Australian-headquartered manufacturer and distributor of gaming devices concerning various Nevada gaming regulatory and compliance

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**McDonald Carano LLP** ([www.mcdonaldcarano.com](http://www.mcdonaldcarano.com))

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