



GAMING & LEISURE PROPERTIES, INC.

Gaming and Leisure Properties to Acquire Two Regional Gaming Properties for \$484 Million and Simultaneously Enter Into a New Master Lease Agreement With Twin River Worldwide Holdings

October 27, 2020

Acquisition Expected to be Immediately Accretive at Closing and Further Diversifies Tenant Roster

Acquiring Desirable Regional Gaming Assets at an 8.3% Capitalization Rate

WYOMISSING, Pa., Oct. 27, 2020 (GLOBE NEWSWIRE) -- Gaming and Leisure Properties, Inc. (NASDAQ: GLPI) ("GLPI" or the "Company") announced today that it entered into definitive agreements to acquire the real property assets of Dover Downs Hotel and Casino from Twin River Worldwide Holdings, Inc. ("Twin River") (NYSE: TRWH) and to re-acquire the real property assets of Tropicana Evansville from Caesars Entertainment, Inc. ("Caesars") (NASDAQ: CZR), after the substitution right related to the property was triggered. Pursuant to the Tropicana Evansville agreement, GLPI will acquire the real property assets for approximately \$340.0 million, and Twin River will acquire the operating assets of the property for approximately \$140.0 million. GLPI will separately engage in a sale-leaseback transaction directly with Twin River for Dover Downs, and will acquire the real property for \$144.0 million. The two properties have an aggregate real estate purchase price of approximately \$484 million.

Simultaneous with the closing of these transactions, GLPI will enter into a new triple-net master lease with Twin River for both assets with an initial term of 15 years, with four 5-year tenant renewal options. The initial annual cash rent will be \$40.0 million, representing an implied capitalization rate of 8.3%. The trailing rent coverage ratio in the first year after closing is expected to approximate 2.1x and the master lease obligations will be subject to a corporate guarantee from Twin River.

Peter Carlino, Chairman and CEO of GLPI, commented, "We are excited to establish a formal relationship with Twin River as they represent another leading operator to add to GLPI's growing platform. Our new master lease with Twin River will have strong rent coverage at an accretive cap rate and is the result of our team's hard work to structure and complete a complex transaction that benefits both parties. These transactions further diversify our portfolio with the addition of a new operator and expands our footprint into Delaware."

"Twin River is pleased to be working with GLPI on these transactions. They allow us to further expand our regional presence into Indiana while monetizing the real estate at Dover Downs," commented George Papanier, President and Chief Executive Officer of Twin River. "Twin River looks forward to collaborating with GLPI in our efforts to grow and diversify our high-quality portfolio of regional gaming assets."

The transaction is expected to close in mid-2021, subject to receipt of required regulatory approvals and other customary closing conditions. In a continuation of GLPI's focus on prudent balance sheet management, we will consider a menu of options to permanently fund the transactions including the use of retained cash flow, potential disposition proceeds from the Tropicana and/or our Perryville option with Penn, issuance under our ATM program, proceeds of one or more future capital markets transactions and/or the use of our revolving credit facility.

About Gaming and Leisure Properties

GLPI is engaged in the business of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements, pursuant to which the tenant is responsible for all facility maintenance, insurance required in connection with the leased properties and the business conducted on the leased properties, taxes levied on or with respect to the leased properties and all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including our expectations regarding our ability to complete the transactions and the accretive impact of such transactions. Forward-looking statements can be identified by the use of forward-looking terminology such as "expects," "believes," "estimates," "intends," "may," "will," "should" or "anticipates" or the negative or other variation of these or similar words, or by discussions of future events, strategies or risks and uncertainties. Such forward looking statements are inherently subject to risks, uncertainties and assumptions about GLPI and its subsidiaries, including risks related to the following: GLPI's ability to successfully consummate the announced transactions with Caesars and Twin River, including the ability of the parties to satisfy the various conditions to closing, including receipt of all required regulatory approvals, or other delays or impediments to completing the proposed transactions; the ability to receive, or delays in obtaining, the regulatory approvals required to own and/or operate its properties, or other delays or impediments to completing acquisitions or projects; GLPI's ability to maintain its status as a REIT; our ability to access capital through debt and equity markets in amounts and at rates and costs acceptable to GLPI; the impact of our substantial indebtedness on our future operations; changes in the U.S. tax law and other state, federal or local laws, whether or not specific to REITs or to the gaming or lodging industries; and other factors described in GLPI's Annual Report on Form 10-K for the year ended December 31, 2019, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, each as filed with the Securities and Exchange Commission. All subsequent written and oral forward-looking statements attributable to GLPI or persons acting on GLPI's behalf are expressly qualified in their entirety by the cautionary statements included in this press release. GLPI undertakes no obligation to publicly update or revise any forward-looking statements contained or incorporated by reference herein, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this press release may not occur as presented or at all.

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