

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2021
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 1-12882

BOYD GAMING
BOYD GAMING CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

88-0242733
(I.R.S. Employer
Identification No.)

6465 South Rainbow Boulevard, Las Vegas, NV 89118
(Address of principal executive offices) (Zip Code)
(702) 792-7200

(Registrant's telephone number, including area code)
3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, NV 89169
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	BYD	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

The number of shares outstanding of the registrant's common stock as of October 25, 2021 was 112,345,594.

BOYD GAMING CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED SEPTEMBER 30, 2021
TABLE OF CONTENTS

	Page No.
<u>PART I. FINANCIAL INFORMATION</u>	
Item 1. Financial Statements (Unaudited)	3
Condensed Consolidated Balance Sheets as of September 30, 2021 and December 31, 2020	3
Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2021 and 2020	4
Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2021 and 2020	5
Condensed Consolidated Statements of Changes in Stockholders' Equity for each of the quarters within the nine months ended September 30, 2021 and 2020	6
Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2021 and 2020	7
Notes to Condensed Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	22
Item 3. Quantitative and Qualitative Disclosures about Market Risk	33
Item 4. Controls and Procedures	34
<u>PART II. OTHER INFORMATION</u>	
Item 1. Legal Proceedings	35
Item 1A. Risk Factors	35
Item 6. Exhibits	36
Signature Page	37

PART I. Financial Information**Item 1. Financial Statements (Unaudited)****BOYD GAMING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)**

<i>(In thousands, except share data)</i>	September 30, 2021	December 31, 2020
ASSETS		
Current assets		
Cash and cash equivalents	\$ 570,926	\$ 519,182
Restricted cash	17,392	15,817
Accounts receivable, net	55,673	53,456
Inventories	19,550	22,616
Prepaid expenses and other current assets	53,731	39,198
Income taxes receivable	—	8
Total current assets	717,272	650,277
Property and equipment, net	2,420,794	2,525,887
Operating lease right-of-use assets	919,258	928,814
Other assets, net	97,585	100,510
Intangible assets, net	1,373,921	1,382,173
Goodwill, net	971,287	971,287
Total assets	\$ 6,500,117	\$ 6,558,948
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 83,629	\$ 96,863
Current maturities of long-term debt	41,853	30,740
Accrued liabilities	442,634	396,419
Income tax payable	77	—
Total current liabilities	568,193	524,022
Long-term debt, net of current maturities and debt issuance costs	3,292,858	3,866,743
Operating lease liabilities, net of current portion	836,025	848,825
Deferred income taxes	230,721	131,052
Other liabilities	64,382	64,363
Commitments and contingencies (Notes 5 and 6)		
Stockholders' equity		
Preferred stock, \$0.01 par value, 5,000,000 shares authorized	—	—
Common stock, \$0.01 par value, 200,000,000 shares authorized; 112,345,594 and 111,830,857 shares outstanding	1,123	1,118
Additional paid-in capital	906,478	876,433
Retained earnings	600,306	246,242
Accumulated other comprehensive income	31	150
Total stockholders' equity	1,507,938	1,123,943
Total liabilities and stockholders' equity	\$ 6,500,117	\$ 6,558,948

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BOYD GAMING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<i>(In thousands, except per share data)</i>				
Revenues				
Gaming	\$ 674,227	\$ 565,965	\$ 2,019,615	\$ 1,260,841
Food & beverage	61,101	38,778	162,641	139,323
Room	44,317	26,925	109,384	80,570
Other	63,415	20,570	198,329	61,888
Total revenues	843,060	652,238	2,489,969	1,542,622
Operating costs and expenses				
Gaming	249,685	214,984	741,176	530,445
Food & beverage	50,659	38,691	136,391	145,275
Room	15,074	12,931	41,413	41,013
Other	41,644	5,809	128,038	29,425
Selling, general and administrative	91,159	86,983	271,639	260,681
Master lease rent expense	26,306	25,914	78,396	75,992
Maintenance and utilities	35,868	33,751	95,256	88,551
Depreciation and amortization	67,586	69,320	199,332	205,498
Corporate expense	28,264	19,605	86,295	58,526
Project development, preopening and writedowns	10,646	2,249	13,515	9,582
Impairment of assets	—	—	—	171,100
Other operating items, net	3,023	14,928	15,295	23,570
Total operating costs and expenses	619,914	525,165	1,806,746	1,639,658
Operating income (loss)	223,146	127,073	683,223	(97,036)
Other expense (income)				
Interest income	(442)	(468)	(1,406)	(1,476)
Interest expense, net of amounts capitalized	45,171	62,387	158,192	173,440
Loss on early extinguishments and modifications of debt	42	413	65,517	1,000
Other, net	119	(4,977)	2,288	(5,206)
Total other expense, net	44,890	57,355	224,591	167,758
Income (loss) before income taxes	178,256	69,718	458,632	(264,794)
Income tax benefit (provision)	(40,082)	(31,602)	(104,568)	46,807
Net income (loss)	\$ 138,174	\$ 38,116	\$ 354,064	\$ (217,987)
Basic net income (loss) per common share	\$ 1.21	\$ 0.34	\$ 3.11	\$ (1.92)
Weighted average basic shares outstanding	114,095	113,520	113,835	113,495
Diluted net income (loss) per common share	\$ 1.21	\$ 0.33	\$ 3.10	\$ (1.92)
Weighted average diluted shares outstanding	114,284	113,862	114,099	113,495

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BOYD GAMING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss)	\$ 138,174	\$ 38,116	\$ 354,064	\$ (217,987)
Other comprehensive income (loss), net of tax:				
Fair value adjustments to available-for-sale securities, net of tax	245	239	(119)	921
Comprehensive income (loss)	<u>\$ 138,419</u>	<u>\$ 38,355</u>	<u>\$ 353,945</u>	<u>\$ (217,066)</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BOYD GAMING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
<i>(In thousands, except share data)</i>						
Balances, January 1, 2021	111,830,857	\$ 1,118	\$ 876,433	\$ 246,242	\$ 150	\$ 1,123,943
Net income	—	—	—	102,161	—	102,161
Comprehensive loss, net of tax	—	—	—	—	(321)	(321)
Stock options exercised	158,568	2	1,743	—	—	1,745
Release of restricted stock units, net of tax	29,808	—	(609)	—	—	(609)
Release of performance stock units, net of tax	61,654	1	(1,901)	—	—	(1,900)
Share-based compensation costs	—	—	5,701	—	—	5,701
Balances, March 31, 2021	112,080,887	1,121	881,367	348,403	(171)	1,230,720
Net income	—	—	—	113,729	—	113,729
Comprehensive loss, net of tax	—	—	—	—	(43)	(43)
Stock options exercised	100,068	—	1,037	—	—	1,037
Release of restricted stock units, net of tax	43,036	1	—	—	—	1
Share-based compensation costs	—	—	12,823	—	—	12,823
Balances, June 30, 2021	112,223,991	1,122	895,227	462,132	(214)	1,358,267
Net income	—	—	—	138,174	—	138,174
Comprehensive income, net of tax	—	—	—	—	245	245
Stock options exercised	112,380	1	1,625	—	—	1,626
Release of restricted stock units, net of tax	8,894	—	(150)	—	—	(150)
Release of performance stock units, net of tax	329	—	(7)	—	—	(7)
Share-based compensation costs	—	—	9,783	—	—	9,783
Balances, September 30, 2021	112,345,594	\$ 1,123	\$ 906,478	\$ 600,306	\$ 31	\$ 1,507,938

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
<i>(In thousands, except share data)</i>						
Balances, January 1, 2020	111,542,108	\$ 1,115	\$ 883,715	\$ 380,942	\$ (530)	\$ 1,265,242
Net loss	—	—	—	(147,559)	—	(147,559)
Comprehensive income, net of tax	—	—	—	—	1,127	1,127
Stock options exercised	3,000	—	25	—	—	25
Release of restricted stock units, net of tax	76,502	1	(767)	—	—	(766)
Release of performance stock units, net of tax	241,118	2	(3,372)	—	—	(3,370)
Shares repurchased and retired	(682,596)	(6)	(11,114)	—	—	(11,120)
Share-based compensation costs	—	—	8,191	—	—	8,191
Balances, March 31, 2020	111,180,132	1,112	876,678	233,383	597	1,111,770
Net loss	—	—	—	(108,544)	—	(108,544)
Comprehensive loss, net of tax	—	—	—	—	(445)	(445)
Stock options exercised	1,000	—	8	—	—	8
Release of restricted stock units, net of tax	183,741	2	(6)	—	—	(4)
Release of performance stock units, net of tax	20,082	1	—	—	—	1
Shares repurchased and retired	—	(1)	—	—	—	(1)
Share-based compensation costs	—	—	2,693	—	—	2,693
Balances, June 30, 2020	111,384,955	1,114	879,373	124,839	152	1,005,478
Net income	—	—	—	38,116	—	38,116
Comprehensive income, net of tax	—	—	—	—	239	239
Stock options exercised	139,065	1	1,159	—	—	1,160
Release of restricted stock units, net of tax	15,583	—	(224)	—	—	(224)
Release of performance stock units, net of tax	—	—	—	—	—	—
Shares repurchased and retired	—	—	—	—	—	—
Share-based compensation costs	—	—	(858)	—	—	(858)
Balances, September 30, 2020	111,539,603	\$ 1,115	\$ 879,450	\$ 162,955	\$ 391	\$ 1,043,911

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BOYD GAMING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine Months Ended September 30,	
	2021	2020
<i>(In thousands)</i>		
Cash Flows from Operating Activities		
Net income (loss)	\$ 354,064	\$ (217,987)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	199,332	205,498
Amortization of debt financing costs and discounts on debt	8,627	9,066
Non-cash operating lease expense	46,702	43,806
Share-based compensation expense	28,307	10,026
Deferred income taxes	99,669	(40,794)
Non-cash impairment of assets	—	171,100
Loss on early extinguishments and modifications of debt	65,517	1,000
Other operating activities	9,765	(27)
Changes in operating assets and liabilities:		
Accounts receivable, net	(2,217)	11,086
Inventories	3,066	(668)
Prepaid expenses and other current assets	(14,313)	(7,560)
Income taxes payable, net	85	5,260
Other assets, net	(4,861)	(1,788)
Accounts payable and accrued liabilities	27,913	(29,316)
Operating lease liabilities	(46,702)	(43,806)
Other long-term tax liabilities	—	(3,840)
Other liabilities	2,762	12,957
Net cash provided by operating activities	777,716	124,013
Cash Flows from Investing Activities		
Capital expenditures	(139,176)	(105,077)
Insurance proceeds received for hurricane losses	44,480	—
Cash paid for acquisitions, net of cash received	—	(11,201)
Other investing activities	5,472	—
Net cash used in investing activities	(89,224)	(116,278)
Cash Flows from Financing Activities		
Borrowings under bank credit facility	—	965,100
Payments under bank credit facility	(18,175)	(1,281,421)
Proceeds from issuance of senior notes	900,000	600,000
Debt financing costs, net	(14,596)	(17,142)
Retirements of senior notes	(1,450,000)	—
Premium and consent fees	(51,863)	—
Share-based compensation activities, net	1,743	(3,170)
Shares repurchased and retired	—	(11,121)
Dividends paid	—	(7,808)
Other financing activities	(2,282)	(1,551)
Net cash provided by (used in) financing activities	(635,173)	242,887
Change in cash, cash equivalents and restricted cash	53,319	250,622
Cash, cash equivalents and restricted cash, beginning of period	534,999	270,448
Cash, cash equivalents and restricted cash, end of period	\$ 588,318	\$ 521,070
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest, net of amounts capitalized	\$ 150,675	\$ 131,568
Cash paid for (received from) income taxes	4,774	(6,846)
Supplemental Schedule of Non-cash Investing and Financing Activities		
Payables incurred for capital expenditures	\$ 4,070	\$ 3,774
Mortgage settlement in exchange for real estate	—	57,684

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BOYD GAMING CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Boyd Gaming Corporation (and together with its subsidiaries, the "Company", "Boyd", "Boyd Gaming", "we" or "us") was incorporated in the state of Nevada in 1988 and has been operating since 1975. The Company's common stock is traded on the New York Stock Exchange under the symbol "BYD".

We are a geographically diversified operator of 28 wholly owned gaming entertainment properties. Headquartered in Las Vegas, we have gaming operations in Nevada, Illinois, Indiana, Iowa, Kansas, Louisiana, Mississippi, Missouri, Ohio and Pennsylvania.

Impact of the COVID 19 Pandemic

In mid- March 2020, all of our gaming facilities were closed in compliance with orders issued by state officials as precautionary measures intended to slow the spread of the COVID-19 virus. As of September 30, 2021, 27 of our 28 gaming facilities are open and operating. One of our properties in Las Vegas remains closed to the public due to the current levels of the demand in the market. No date has been set for re-opening this property. We cannot predict whether we will be required to temporarily close some or all of our open casinos in the future. Further, we cannot currently predict the ongoing impact of the pandemic on consumer demand and the negative effects on our workforce, suppliers, contractors and other partners. In responding to these circumstances, the safety and well-being of our team members and customers is our utmost priority. We have developed and implemented a broad range of safety protocols at our properties to ensure the health and safety of our team members and our customers.

The closures in 2020 of our properties had a material impact on our business, and the COVID-19 pandemic, its associated impacts on customer behavior and the requirements of health and safety protocols may further impact our business. The severity and duration of such potential business impacts cannot currently be estimated and the ultimate impact of the COVID-19 pandemic on our operations is unknown and will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the COVID-19 outbreak, potential resurgences or new variants of the virus, the logistics of distribution, level of participation and overall efficacy of vaccine programs, changes in consumer behavior and demand and the related impact on economic activity, and any additional preventative and protective actions that governments, or the Company, may direct, which may result in additional business disruptions, reduced customer traffic and reduced operations. Any resulting financial impact cannot be reasonably estimated at this time.

We currently anticipate funding our operations over the next 12 months with the cash being generated by our operations, supplemented, if necessary, by the cash we currently have available and the borrowing capacity available under our Revolving Credit Facility. We assessed the recoverability of our assets as of the end of first quarter, second quarter and third quarter and no impairment charges were required. If our expectations regarding projected revenues and cash flows related to our assets are not achieved, we may be subject to impairment charges in the future, which could have a material adverse impact on our consolidated financial statements.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the instructions to the Quarterly Report on Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and footnote disclosures necessary for complete financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"). These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes for the year ended December 31, 2020, as filed with the U.S. Securities and Exchange Commission ("SEC") on March 1, 2021.

The results for the periods indicated are unaudited, but reflect all adjustments (consisting only of normal recurring adjustments) that management considers necessary for a fair presentation of financial position, results of operations and cash flows. Results of operations and cash flows for the interim periods presented herein are not necessarily indicative of the results that would be achieved during a full year of operations or in future periods.

The accompanying condensed consolidated financial statements include the accounts of Boyd Gaming and its wholly owned subsidiaries. Investments in unconsolidated affiliates, which do not meet the consolidation criteria of the authoritative accounting guidance for voting interest, controlling interest or variable interest entities, are accounted for under the equity method. All significant intercompany accounts and transactions have been eliminated in consolidation.

BOYD GAMING CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)***as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020***Cash and Cash Equivalents**

Cash and cash equivalents include highly liquid investments, which include cash on hand and in banks, interest-bearing deposits and money market funds with maturities of three months or less at their date of purchase. The instruments are not restricted as to withdrawal or use and are on deposit with high credit quality financial institutions. Although these balances may at times exceed the federal insured deposit limit, we believe such risk is mitigated by the quality of the institution holding such deposit. The carrying values of these instruments approximate their fair values as such balances are generally available on demand.

Restricted Cash

Restricted cash consists primarily of advance payments related to: (i) future bookings with our Hawaiian travel agency; and (ii) amounts restricted by regulation for gaming and racing purposes. These restricted cash balances are invested in highly liquid instruments with a maturity of 90 days or less. These restricted cash balances are held by high credit quality financial institutions. The carrying value of these instruments approximates their fair value due to their short maturities.

The following table provides a reconciliation of cash, cash equivalents and restricted cash balances reported within the condensed consolidated balance sheets to the total balance shown in the condensed consolidated statements of cash flows.

<i>(In thousands)</i>	September 30, 2021	December 31, 2020	September 30, 2020	December 31, 2019
Cash and cash equivalents	\$ 570,926	\$ 519,182	\$ 506,046	\$ 249,977
Restricted cash	17,392	15,817	15,024	20,471
Total cash, cash equivalents and restricted cash	\$ 588,318	\$ 534,999	\$ 521,070	\$ 270,448

Leases

Management determines if a contract is or contains a lease at inception or modification of a contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. Control over the use of the identified asset means the lessee has both (a) the right to obtain substantially all of the economic benefits from the use of the asset and (b) the right to direct the use of the asset. Operating lease liabilities are recognized based on the present value of the remaining lease payments, discounted using the discount rate for the lease at the commencement date. For our operating leases for which the rate implicit in the lease is not readily determinable, we generally use an incremental borrowing rate based on information available at the commencement date to determine the present value of future lease payments. Operating right-of-use ("ROU") assets and finance lease assets are recognized based on the amount of the initial measurement of the lease liability. Lease expense is recognized on a straight-line basis over the lease term. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease and non-lease components are accounted for separately.

Revenue Recognition

The Company's revenue contracts with customers consist of gaming wagers, hotel room sales, food & beverage offerings and other amenity transactions. The transaction price for a gaming wagering contract is the difference between gaming wins and losses, not the total amount wagered. Cash discounts, commissions and other cash incentives to customers related to gaming play are recorded as a reduction of gross gaming revenues. The transaction price for hotel, food & beverage and other contracts is the net amount collected from the customer for such goods and services. Hotel, food & beverage and other services have been determined to be separate, stand-alone performance obligations and the transaction price for such contracts is recorded as revenue as the good or service is transferred to the customer over their stay at the hotel, when the delivery is made for the food & beverage or when the service is provided for other amenity transactions.

Gaming wager contracts involve two performance obligations for those customers earning points under the Company's player loyalty programs and a single performance obligation for customers who do not participate in the programs. The Company applies a practical expedient by accounting for its gaming contracts on a portfolio basis as such wagers have similar characteristics and the Company reasonably expects the effects on the financial statements of applying the revenue recognition guidance to the portfolio to not differ materially from that which would result if applying the guidance to an individual wagering contract. For purposes of allocating the transaction price in a wagering contract between the wagering performance obligation and the obligation associated with the loyalty points earned, the Company allocates an amount to the loyalty point contract liability based on the stand-alone selling price of the points earned, which is determined by the value of a point that can be redeemed for a hotel room stay, food & beverage or other amenities. Sales and usage-based taxes are excluded from revenues. An amount is allocated to the gaming wager performance obligation using the residual approach as the stand-alone price for wagers is highly variable and no set established price exists for such wagers. The allocated revenue for gaming wagers is recognized when the wagers occur as all such wagers settle immediately. The loyalty point contract liability amount is deferred and recognized as revenue when the customer redeems the points for a hotel room stay, food & beverage or other amenities and such goods or services are delivered to the customer. See Note 4, *Accrued Liabilities*, for the balance outstanding related to player loyalty programs.

BOYD GAMING CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)***as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020*

The Company collects advanced deposits from hotel customers for future reservations representing obligations of the Company until the hotel room stay is provided to the customer. See Note 4, *Accrued Liabilities*, for the balance outstanding related to advance deposits.

The Company's outstanding chip liability represents the amounts owed in exchange for gaming chips held by a customer. Outstanding chips are expected to be recognized as revenue or redeemed for cash within one year of being purchased. See Note 4, *Accrued Liabilities*, for the balance outstanding related to the chip liability.

The retail value of hotel accommodations, food & beverage, and other services furnished to guests without charge is recorded as departmental revenues. Gaming revenues are net of incentives earned in our player loyalty programs such as cash and the estimated retail value of goods and services (such as complimentary hotel rooms and food & beverage). We reward customers, through the use of player loyalty programs, with points based on amounts wagered that can be redeemed for a specified period of time for complimentary slot play, food & beverage, and to a lesser extent for other goods or services, depending upon the property.

The estimated retail value related to goods and services provided to customers without charge or upon redemption of points under our player loyalty programs, included in departmental revenues and therefore reducing our gaming revenues, are as follows:

<i>(In thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Food & beverage	\$ 26,380	\$ 20,055	\$ 75,284	\$ 69,470
Rooms	15,721	12,007	43,970	34,162
Other	1,904	1,211	4,469	4,265

Gaming Taxes

We are subject to taxes based on gross gaming revenues in the jurisdictions in which we operate. These gaming taxes are recorded as a gaming expense in the condensed consolidated statements of operations. These taxes totaled approximately \$162.2 million and \$114.8 million for the three months ended September 30, 2021 and 2020, respectively, and \$498.6 million and \$259.7 million for the nine months ended September 30, 2021 and 2020, respectively.

Income Taxes

Income taxes are recorded under the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. We reduce the carrying amounts of deferred tax assets by a valuation allowance if, based on the available evidence, it is more likely than not that such assets will not be realized. Use of the term "more likely than not" indicates the likelihood of occurrence is greater than 50%. Accordingly, the need to establish valuation allowances for deferred tax assets is continually assessed based on a more-likely-than-not realization threshold. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of profitability, the duration of statutory carryforward periods, our experience with the utilization of operating loss and tax credit carryforwards before expiration and tax planning strategies. In making such judgments, significant weight is given to evidence that can be objectively verified.

Other Long-Term Tax Liabilities

The Company's income tax returns are subject to examination by the Internal Revenue Service and other tax authorities in the locations where it operates. The Company assesses potentially unfavorable outcomes of such examinations based on accounting standards for uncertain income taxes, which prescribe a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements.

Uncertain tax position accounting standards apply to all tax positions related to income taxes. These accounting standards utilize a two-step approach for evaluating tax positions. Recognition occurs when the Company concludes that a tax position, based on its technical merits, is more likely than not to be sustained upon examination. Measurement is only addressed if the position is deemed to be more likely than not to be sustained. The tax benefit is measured as the largest amount of benefit that is more likely than not to be realized upon settlement.

Tax positions failing to qualify for initial recognition are recognized in the first subsequent interim period that they meet the "more likely than not" standard. If it is subsequently determined that a previously recognized tax position no longer meets the "more likely than not" standard, it is required that the tax position is derecognized. Accounting standards for uncertain tax positions specifically prohibit the use of a valuation allowance as a substitute for derecognition of tax positions. As applicable, the Company will recognize accrued penalties and interest related to unrecognized tax benefits in the provision for income taxes.

Collaborative Arrangements

We have a strategic partnership with FanDuel Group ("FanDuel"), the nation's leading sports-betting and iGaming operator, to pursue sports betting and online gaming opportunities across the country. Subject to state law and regulatory approvals, we have established a presence in the online gaming and sports wagering industry by leveraging FanDuel's technology and related services to operate Boyd Gaming-branded mobile and online sports-betting and gaming services. In turn, FanDuel has established and operates mobile and online sports-betting and gaming services under the FanDuel brand in some of the states where we are licensed, including Indiana, Iowa, Mississippi and Pennsylvania. We have also entered into agreements with other companies for the operation of online gaming offerings under a market-access agreement with MGM Resorts International. The activities related to these collaborative arrangements are recorded in other revenue and other expense on the condensed consolidated statements of operations.



BOYD GAMING CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)**

as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Recently Adopted Accounting Pronouncements

Accounting Standards Update ("ASU") 2020-01, Investments - Equity Securities, Topic 321, Investments - Equity Method and Joint Ventures, Topic 323, and Derivative and Hedging, Topic 815 ("Update 2020-01")

In January 2020, the Financial Accounting Standards Board ("FASB") issued Update 2020-01 to clarify guidance in accounting for certain equity securities under Topic 321, the guidance to account for investments under the equity method of accounting in Topic 323, and the guidance in Topic 815, which could change how an entity accounts for an equity security under the measurement alternative. Update 2020-01 is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. The Company adopted Update 2020-01 during first quarter 2021 and the impact of the adoption to its condensed consolidated financial statements was not material.

ASU 2019-12, Income Taxes, Topic 740, Simplifying the Accounting for Income Taxes ("Update 2019-12")

In December 2019, the FASB issued Update 2019-12 to simplify the accounting for income taxes by removing certain exceptions and clarifying the guidance in certain areas of Topic 740. Update 2019-12 is effective for financial statements issued for annual periods and interim periods beginning after December 15, 2020. The Company adopted Update 2019-12 on January 1, 2021 and the impact of the adoption to its condensed consolidated financial statements was not material.

Recently Issued Accounting Pronouncements

ASU 2021-05, Leases, Topic 842 ("Update 2021-05")

In July 2021, the FASB issued Update 2021-05 to clarify guidance for lessors with lease contracts that have variable lease payments that do not depend on a reference index or rate and would have resulted in the recognition of a selling loss at lease commencement if classified as sales-type or direct financing. Update 2021-05 is effective for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years. The Company is evaluating the impact of the adoption of Update 2021-05 however does not expect a material impact to its condensed consolidated financial statements.

A variety of proposed or otherwise potential accounting standards are currently being studied by standard-setting organizations and certain regulatory agencies. Because of the tentative and preliminary nature of such proposed standards, we have not yet determined the effect, if any, that the implementation of such proposed standards would have on our consolidated financial statements.

NOTE 2. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consists of the following:

<i>(In thousands)</i>	September 30, 2021	December 31, 2020
Land	\$ 345,103	\$ 346,485
Buildings and improvements	3,136,003	3,074,896
Furniture and equipment	1,645,466	1,609,637
Riverboats and barges	241,183	241,043
Construction in progress	4,994	43,883
Total property and equipment	5,372,749	5,315,944
Less accumulated depreciation	(2,951,955)	(2,790,057)
Property and equipment, net	\$ 2,420,794	\$ 2,525,887

Depreciation expense is as follows:

<i>(In thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Depreciation expense	\$ 64,429	\$ 64,478	\$ 189,861	\$ 190,975

BOYD GAMING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)
as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020
NOTE 3. GOODWILL AND INTANGIBLE ASSETS, NET

Intangible assets, net consist of the following:

<i>(In thousands)</i>	September 30, 2021				
	Weighted Useful Life Remaining (in years)	Gross Carrying Value	Accumulated Amortization	Accumulated Impairment Losses	Intangible Assets, Net
Amortizing intangibles					
Customer relationships	1.7	\$ 68,100	\$ (61,614)	\$ —	\$ 6,486
Host agreements	11.7	58,000	(12,889)	—	45,111
Development agreement	—	21,373	—	—	21,373
		<u>147,473</u>	<u>(74,503)</u>	<u>—</u>	<u>72,970</u>
Indefinite lived intangible assets					
Trademarks	Indefinite	204,000	—	(24,800)	179,200
Gaming license rights	Indefinite	1,377,885	(33,960)	(222,174)	1,121,751
		<u>1,581,885</u>	<u>(33,960)</u>	<u>(246,974)</u>	<u>1,300,951</u>
Balances, September 30, 2021		<u>\$ 1,729,358</u>	<u>\$ (108,463)</u>	<u>\$ (246,974)</u>	<u>\$ 1,373,921</u>

<i>(In thousands)</i>	December 31, 2020				
	Weighted Useful Life Remaining (in years)	Gross Carrying Value	Accumulated Amortization	Accumulated Impairment Losses	Intangible Assets, Net
Amortizing intangibles					
Customer relationships	2.5	\$ 68,100	\$ (55,062)	\$ —	\$ 13,038
Host agreements	12.4	58,000	(9,989)	—	48,011
Development agreement	—	21,373	—	—	21,373
		<u>147,473</u>	<u>(65,051)</u>	<u>—</u>	<u>82,422</u>
Indefinite lived intangible assets					
Trademarks	Indefinite	204,000	—	(24,800)	179,200
Gaming license rights	Indefinite	1,376,685	(33,960)	(222,174)	1,120,551
		<u>1,580,685</u>	<u>(33,960)</u>	<u>(246,974)</u>	<u>1,299,751</u>
Balances, December 31, 2020		<u>\$ 1,728,158</u>	<u>\$ (99,011)</u>	<u>\$ (246,974)</u>	<u>\$ 1,382,173</u>

Goodwill, net consists of the following:

<i>(In thousands)</i>	Gross Carrying Value	Accumulated Amortization	Accumulated Impairment Losses	Goodwill, Net
Goodwill, net by Reportable Segment				
Las Vegas Locals	\$ 593,567	\$ —	\$ (188,079)	\$ 405,488
Downtown Las Vegas	6,997	(6,134)	—	863
Midwest & South	666,798	—	(101,862)	564,936
Balances, September 30, 2021	<u>\$ 1,267,362</u>	<u>\$ (6,134)</u>	<u>\$ (289,941)</u>	<u>\$ 971,287</u>

The following table sets forth the changes in our goodwill, net, during the nine months ended September 30, 2021.

<i>(In thousands)</i>	Goodwill, Net
Balance, January 1, 2021	\$ 971,287
Additions	—
Impairments	—
Balance, September 30, 2021	<u>\$ 971,287</u>



BOYD GAMING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)
as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020
NOTE 4. ACCRUED LIABILITIES

Accrued liabilities consist of the following:

<i>(In thousands)</i>	September 30, 2021	December 31, 2020
Payroll and related expenses	\$ 85,648	\$ 73,802
Interest	35,051	36,055
Gaming liabilities	81,955	72,655
Player loyalty program liabilities	25,019	27,935
Advance deposits	17,716	16,037
Outstanding chip liabilities	6,817	6,021
Operating lease liabilities	94,133	90,478
Other accrued liabilities	96,295	73,436
Total accrued liabilities	\$ 442,634	\$ 396,419

NOTE 5. LONG-TERM DEBT

Long-term debt, net of current maturities and debt issuance costs, consists of the following:

<i>(In thousands)</i>	September 30, 2021				
	Interest Rates at September 30, 2021	Outstanding Principal	Unamortized Discount	Unamortized Origination Fees and Costs	Long-Term Debt, Net
Bank credit facility	2.312%	\$ 878,011	\$ (337)	\$ (9,380)	\$ 868,294
4.750% senior notes due 2027	4.750%	1,000,000	—	(12,175)	987,825
8.625% senior notes due 2025	8.625%	600,000	—	(8,727)	591,273
4.750% senior notes due 2031	4.750%	900,000	—	(14,079)	885,921
Other	6.210%	1,398	—	—	1,398
Total long-term debt		3,379,409	(337)	(44,361)	3,334,711
Less current maturities		41,853	—	—	41,853
Long-term debt, net		\$ 3,337,556	\$ (337)	\$ (44,361)	\$ 3,292,858

<i>(In thousands)</i>	December 31, 2020				
	Interest Rates at December 31, 2020	Outstanding Principal	Unamortized Discount	Unamortized Origination Fees and Costs	Long-Term Debt, Net
Bank credit facility	2.486%	\$ 896,185	\$ (472)	\$ (12,924)	\$ 882,789
6.375% senior notes due 2026	6.375%	750,000	—	(6,947)	743,053
6.000% senior notes due 2026	6.000%	700,000	—	(7,849)	692,151
4.750% senior notes due 2027	4.750%	1,000,000	—	(13,636)	986,364
8.625% senior notes due 2025	8.625%	600,000	—	(10,512)	589,488
Other	6.137%	3,638	—	—	3,638
Total long-term debt		3,949,823	(472)	(51,868)	3,897,483
Less current maturities		30,740	—	—	30,740
Long-term debt, net		\$ 3,919,083	\$ (472)	\$ (51,868)	\$ 3,866,743

BOYD GAMING CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)***as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020*

The outstanding principal amounts under our bank credit facility are comprised of the following:

<i>(In thousands)</i>	September 30, 2021	December 31, 2020
Revolving Credit Facility	\$ —	\$ —
Term A Loan	125,106	133,796
Refinancing Term B Loans	752,905	762,389
Swing Loan	—	—
Total outstanding principal amounts under the bank credit facility	\$ 878,011	\$ 896,185

With a total revolving credit commitment of \$1,033.7 million available under the bank credit facility, no borrowings on the Revolving Credit Facility and the Swing Loan and \$11.9 million allocated to support various letters of credit, there is a remaining contractual availability of \$1,021.8 million as of September 30, 2021.

Bank Credit Agreement Amendment

On May 25, 2021, the Company entered into an Amendment No. 5 (the "Amendment") among the Company, certain direct and indirect subsidiary guarantors of the Company (the "Guarantors"), Bank of America, N.A., as administrative agent, and certain other financial institutions party thereto as lenders. The Amendment modifies that certain Third Amended and Restated Credit Agreement (as amended prior to the execution of the Amendment, the "Existing Credit Agreement," and as amended by the Amendment, the "Credit Agreement"), dated as of August 14, 2013, among the Company, Bank of America, N.A., as administrative agent and letter of credit issuer, Wells Fargo Bank, National Association, as swing line lender, and certain other financial institutions party thereto as lenders.

The Amendment modifies the Existing Credit Agreement to remove certain of the limitations imposed during the covenant relief period by a prior amendment on (i) the Company's ability to refinance debt previously incurred under the ratio debt basket and (ii) the Company's ability to repay junior secured or unsecured indebtedness, such that, during the covenant relief period, subject to certain limitations, including the achievement of a total net leverage ratio of 5.50 to 1.00 on a pro forma basis, the absence of events of default, pro forma compliance with financial covenants (to the extent applicable during the covenant relief period), the use of no more than \$200 million of proceeds of borrowings under the revolving credit facility under the Credit Agreement for such purpose and no use of any cash or cash equivalents held in casino cages for such purpose, the Company may repay junior secured or unsecured indebtedness with cash on hand and borrowings under such revolving credit facility.

4.750% Senior Notes due June 2031

On June 8, 2021, we issued \$900 million aggregate principal amount of 4.750% senior notes due June 2031 (the "4.750% Notes due 2031"). The 4.750% Notes due 2031 require semi-annual interest payments on March 15 and September 15 of each year, commencing on September 15, 2021. The 4.750% Notes due 2031 will mature on June 15, 2031 and are fully and unconditionally guaranteed, on a joint and several basis, by certain of our current and future domestic restricted subsidiaries, all of which are 100% owned by us. The net proceeds from the 4.750% Notes due 2031 and cash on hand were used to finance the redemption of our outstanding 6.375% senior notes due April 2026 ("6.375% Notes") and 6.000% senior notes due August 2026 ("6.000% Notes").

In conjunction with the issuance of the 4.750% Notes due 2031, we incurred approximately \$14.5 million in debt financing costs that have been deferred and are being amortized over the term of the 4.750% Notes due 2031 using the effective interest method.

At any time prior to June 15, 2026, we may redeem the 4.750% Notes due 2031, in whole or in part, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest and Additional Interest, if any, up to, but excluding, the applicable redemption date, plus a make whole premium. In addition, at any time prior to June 15, 2024, we may redeem up to 40% of the aggregate principal amount of the 4.750% Notes due 2031 at a redemption price (expressed as percentages of the principal amount) equal to 104.750%, plus accrued and unpaid interest and Additional Interest.

Redemption of 6.375% Senior Notes due April 2026

On June 9, 2021, we redeemed all our 6.375% Notes at a redemption price of 103.188% plus accrued and unpaid interest to the redemption date. The redemption was funded through the issuance of the 4.750% Notes due 2031. The Company used operating cash to pay the redemption premium, accrued and unpaid interest, fees, expenses and commissions related to this redemption.

Redemption of 6.000% Senior Notes due August 2026

On June 9, 2021, we redeemed all our 6.000% Notes at a redemption price of 103.993% plus accrued and unpaid interest to the redemption date. The redemption was funded through the issuance of the 4.750% Notes due 2031 and cash on hand. The Company used operating cash to pay the redemption premium, accrued and unpaid interest, fees, expenses and commissions related to this redemption.

Covenant Compliance

As of September 30, 2021, we believe that we were in compliance with the covenants of our debt instruments.

BOYD GAMING CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)**

as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

NOTE 6. COMMITMENTS AND CONTINGENCIES**Commitments**

As of September 30, 2021, there have been no material changes to our commitments described under Note 9, *Commitments and Contingencies*, in our Annual Report on Form 10-K for the year ended December 31, 2020, as filed with the SEC on March 1, 2021.

Contingencies**Legal Matters**

We are parties to various legal proceedings arising in the ordinary course of business. We believe that all pending claims, if adversely decided, would not have a material adverse effect on our business, financial position, results of operations or cash flows.

NOTE 7. STOCKHOLDERS' EQUITY AND STOCK INCENTIVE PLANS**Share Repurchase Programs**

On December 12, 2018, our Board of Directors authorized a share repurchase program of \$100 million, which as of September 30, 2021, had \$61.4 million remaining under the plan. On March 16, 2020, the Company suspended share repurchases under the program in order to preserve liquidity due to the COVID-19 pandemic. On October 21, 2021, our Board of Directors authorized an additional share repurchase program of \$300.0 million. Under the stock repurchase programs, the Company may repurchase shares of its common stock from time to time on the open market or in privately negotiated transactions. Repurchases of common stock may also be made under Rule 10b5-1 plans, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The timing, volume and nature of share repurchases will be at the sole discretion of management, dependent on market conditions, applicable securities laws and other factors, and may be suspended or discontinued at any time.

During the nine months ended September 30, 2020, the Company repurchased 0.7 million shares, at a total cost, including brokerage fees, of \$11.1 million, for an average repurchase price per share of \$16.29. There were no share repurchases for the three months ended September 30, 2021 and 2020 and for the nine months ended September 30, 2021.

Dividends

The dividends declared by the Board of Directors and reflected in the periods presented are:

Declaration date	Record date	Payment date	Amount per share
December 17, 2019	December 27, 2019	January 15, 2020	\$ 0.07

On March 25, 2020, the Company announced that the cash dividend program has been suspended to help mitigate the financial impact of the COVID-19 pandemic.

Share-Based Compensation

We account for share-based awards exchanged for employee services in accordance with the authoritative accounting guidance for share-based payments. Under the guidance, share-based compensation expense is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense, net of estimated forfeitures, over the employee's requisite service period.

The following table provides classification detail of the total costs related to our share-based employee compensation plans reported in our condensed consolidated statements of operations.

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Gaming	\$ 230	\$ 92	\$ 656	\$ 445
Food & beverage	43	18	125	85
Room	21	8	60	40
Selling, general and administrative	1,169	466	3,337	2,262
Corporate expense	8,320	(1,442)	24,129	7,194
Total share-based compensation expense	\$ 9,783	\$ (858)	\$ 28,307	\$ 10,026

The share-based compensation credit for the three months ended September 30, 2020, is due to a decline in the estimated achievement levels for Performance Share Units ("PSU") as a result of the COVID-19 pandemic on Company performance.

Performance Shares

Our stock incentive plan provides for the issuance of PSU grants which may be earned, in whole or in part, upon passage of time and the attainment of performance criteria. We periodically review our estimates of performance against the defined criteria to assess the expected payout of each outstanding PSU grant and adjust our stock compensation expense accordingly.

The PSU grants awarded in fourth quarter 2017 and 2016 vested during first quarter 2021 and 2020, respectively. Common shares were issued based on the determination by the Compensation Committee of the Board of Directors of our actual achievement of net revenue growth, Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") growth and customer service scores for the three-year performance period of each grant. As provided under the provisions of our stock incentive plan, certain of the participants elected to surrender a portion of the shares to be received to pay the withholding and other payroll taxes payable on the compensation resulting from the vesting of the PSUs.

BOYD GAMING CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)

as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

The PSU grant awarded in November 2017 resulted in a total of 90,444 shares being issued during first quarter 2021, representing approximately 0.33 shares per PSU. Of the 90,444 shares issued, a total of 30,129 were surrendered by the participants for payroll taxes, resulting in a net issuance of 60,315 shares due to the vesting of the 2017 grant. The actual achievement level under the award metrics equaled the estimated performance as of the year-end 2020; therefore, the vesting of the PSUs did not impact compensation costs in our 2021 condensed consolidated statement of operations.

The PSU grant awarded in November 2016 resulted in a total of 364,810 shares being issued during first quarter 2020, representing approximately 1.53 shares per PSU. Of the 364,810 shares issued, a total of 126,465 were surrendered by the participants for payroll taxes, resulting in a net issuance of 238,345 shares due to the vesting of the 2016 grant. The actual achievement level under the award metrics equaled the estimated performance as of year-end 2019; therefore, the vesting of the PSUs did not impact compensation costs in our 2020 condensed consolidated statement of operations.

Unamortized Stock Compensation Expense and Recognition Period

As of September 30, 2021, there was approximately \$8.7 million, \$5.4 million and \$1.5 million of total unrecognized share-based compensation costs related to unvested restricted stock units (“RSUs”), PSUs and career shares, respectively. As of September 30, 2021, the unrecognized share-based compensation costs related to our RSUs, PSUs and career shares are expected to be recognized over approximately 1.9 years, 1.7 years and 3.8 years, respectively.

NOTE 8. FAIR VALUE MEASUREMENTS

The authoritative accounting guidance for fair value measurements specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These inputs create the following fair value hierarchy:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3: Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Thus, assets and liabilities categorized as Level 3 may be measured at fair value using inputs that are observable (Levels 1 and 2) and unobservable (Level 3). Management's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy levels.

Balances Measured at Fair Value

The following tables show the fair values of certain of our financial instruments:

<i>(In thousands)</i>	September 30, 2021			
	Balance	Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	\$ 570,926	\$ 570,926	\$ —	\$ —
Restricted cash	17,392	17,392	—	—
Investment available for sale	16,063	—	—	16,063
Liabilities				
Contingent payments	\$ 280	\$ —	\$ —	\$ 280

<i>(In thousands)</i>	December 31, 2020			
	Balance	Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	\$ 519,182	\$ 519,182	\$ —	\$ —
Restricted cash	15,817	15,817	—	—
Investment available for sale	16,692	—	—	16,692
Liabilities				
Contingent payments	\$ 924	\$ —	\$ —	\$ 924

Cash and Cash Equivalents and Restricted Cash

The fair values of our cash and cash equivalents and restricted cash, classified in the fair value hierarchy as Level 1, are based on statements received from our banks at September 30, 2021 and December 31, 2020.

BOYD GAMING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)
as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020
Investment Available for Sale

We have an investment in a single municipal bond issuance of \$18.4 million aggregate principal amount of 7.5% Urban Renewal Tax Increment Revenue Bonds, Taxable Series 2007 with a maturity date of June 1, 2037 that is classified as available for sale. We are the only holder of this instrument and there is no quoted market price for this instrument. As such, the fair value of this investment is classified as Level 3 in the fair value hierarchy. The fair value of the instrument is estimated using a discounted cash flows approach and the significant unobservable input used in the valuation at September 30, 2021 and December 31, 2020 is a discount rate of 10.2% and 9.6%, respectively. Unrealized gains and losses on this instrument resulting from changes in the fair value of the instrument are not charged to earnings, but rather are recorded as other comprehensive income (loss) in the stockholders' equity section of the condensed consolidated balance sheets. At both September 30, 2021 and December 31, 2020, \$0.6 million of the carrying value of the investment available for sale is included as a current asset in prepaid expenses and other current assets, and at September 30, 2021 and December 31, 2020, \$15.4 million and \$16.1 million, respectively, is included in other assets on the condensed consolidated balance sheets. The discount associated with this investment of \$2.4 million as of September 30, 2021 and \$2.5 million as of December 31, 2020, is netted with the investment balance and is being accreted over the life of the investment using the effective interest method. The accretion of such discount is included in interest income on the condensed consolidated statements of operations.

Contingent Payments

In connection with the development of the Kansas Star Casino ("Kansas Star"), Kansas Star agreed to pay a former casino project promoter 1% of Kansas Star's EBITDA each month for a period of ten years ending on December 20, 2021. The liability is recorded at the estimated fair value of the contingent payments using a discounted cash flows approach and the significant unobservable input used in the valuation at September 30, 2021 and December 31, 2020, is a discount rate of 4.4% and 6.1%, respectively. At September 30, 2021 and December 31, 2020, there was a current liability of \$0.3 million and \$0.9 million, respectively, related to this agreement, which is recorded in accrued liabilities on the respective condensed consolidated balance sheets.

The following tables summarize the changes in fair value of the Company's Level 3 assets and liabilities:

	Three Months Ended			
	September 30, 2021		September 30, 2020	
	Asset	Liability	Asset	Liability
	Investment Available for Sale	Contingent Payments	Investment Available for Sale	Contingent Payments
<i>(In thousands)</i>				
Balance at beginning of reporting period	\$ 15,696	\$ (489)	\$ 16,867	\$ (1,275)
Total gains (losses) (realized or unrealized):				
Included in interest income (expense)	39	(4)	38	(18)
Included in other comprehensive income (loss)	328	—	322	—
Included in other items, net	—	18	—	(59)
Purchases, sales, issuances and settlements:				
Settlements	—	195	—	206
Balance at end of reporting period	<u>\$ 16,063</u>	<u>\$ (280)</u>	<u>\$ 17,227</u>	<u>\$ (1,146)</u>

	Nine Months Ended			
	September 30, 2021		September 30, 2020	
	Asset	Liability	Asset	Liability
	Investment Available for Sale	Contingent Payments	Investment Available for Sale	Contingent Payments
<i>(In thousands)</i>				
Balance at beginning of reporting period	\$ 16,692	\$ (924)	\$ 16,151	\$ (1,712)
Total gains (losses) (realized or unrealized):				
Included in interest income (expense)	121	(26)	116	(66)
Included in other comprehensive income (loss)	(160)	—	1,510	—
Included in other items, net	—	21	—	162
Purchases, sales, issuances and settlements:				
Settlements	(590)	649	(550)	470
Balance at end of reporting period	<u>\$ 16,063</u>	<u>\$ (280)</u>	<u>\$ 17,227</u>	<u>\$ (1,146)</u>

We are exposed to valuation risk on our Level 3 financial instruments. We estimate our risk exposure using a sensitivity analysis of potential changes in the significant unobservable inputs of our fair value measurements. Our Level 3 financial instruments are most susceptible to valuation risk caused by changes in the discount rate. If the discount rate in our fair value measurements increased or decreased by 100 basis points, the change would not cause the value of our fair value measurements to change significantly.

BOYD GAMING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)
as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020
Balances Disclosed at Fair Value

The following tables provide the fair value measurement information about our obligation under assessment agreements and other financial instruments:

<i>(In thousands)</i>	September 30, 2021			
	Outstanding Face		Estimated Fair	Fair Value
	Amount	Carrying Value	Value	Hierarchy
Liabilities				
Obligation under assessment arrangements	\$ 24,730	\$ 21,005	\$ 26,551	Level 3

<i>(In thousands)</i>	December 31, 2020			
	Outstanding Face		Estimated Fair	Fair Value
	Amount	Carrying Value	Value	Hierarchy
Liabilities				
Obligation under assessment arrangements	\$ 26,246	\$ 22,062	\$ 26,542	Level 3

The following tables provide the fair value measurement information about our long-term debt:

<i>(In thousands)</i>	September 30, 2021			
	Outstanding		Estimated Fair	Fair Value
	Face Amount	Carrying Value	Value	Hierarchy
Bank credit facility	\$ 878,011	\$ 868,294	\$ 876,757	Level 2
4.750% senior notes due 2027	1,000,000	987,825	1,030,000	Level 1
8.625% senior notes due 2025	600,000	591,273	648,750	Level 1
4.750% senior notes due 2031	900,000	885,921	925,875	Level 1
Other	1,398	1,398	1,398	Level 3
Total debt	\$ 3,379,409	\$ 3,334,711	\$ 3,482,780	

<i>(In thousands)</i>	December 31, 2020			
	Outstanding		Estimated Fair	Fair Value
	Face Amount	Carrying Value	Value	Hierarchy
Bank credit facility	\$ 896,185	\$ 882,789	\$ 888,511	Level 2
6.375% senior notes due 2026	750,000	743,053	778,125	Level 1
6.000% senior notes due 2026	700,000	692,151	728,000	Level 1
4.750% senior notes due 2027	1,000,000	986,364	1,038,750	Level 1
8.625% senior notes due 2025	600,000	589,488	667,500	Level 1
Other	3,638	3,638	3,638	Level 3
Total debt	\$ 3,949,823	\$ 3,897,483	\$ 4,104,524	

The estimated fair value of our bank credit facility is based on a relative value analysis performed on or about September 30, 2021 and December 31, 2020. The estimated fair values of our Senior Notes are based on quoted market prices as of September 30, 2021 and December 31, 2020. The other debt is fixed-rate debt consisting of the following: (i) finance leases with various maturity dates from 2021 to 2022; and (ii) a purchase obligation with quarterly payments maturing in July 2022. The other debt is not traded and does not have an observable market input; therefore, we have estimated its fair value to be equal to the carrying value.

There were no transfers between Level 1, Level 2 and Level 3 measurements during the nine months ended September 30, 2021 and 2020.

BOYD GAMING CORPORATION AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)**

as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

NOTE 9. SEGMENT INFORMATION

We aggregate certain of our gaming entertainment properties in order to present three Reportable Segments: (i) Las Vegas Locals; (ii) Downtown Las Vegas; and (iii) Midwest & South. The table below lists the classification of each of our properties.

Las Vegas Locals	
Gold Coast Hotel and Casino	Las Vegas, Nevada
The Orleans Hotel and Casino	Las Vegas, Nevada
Sam's Town Hotel and Gambling Hall	Las Vegas, Nevada
Suncoast Hotel and Casino	Las Vegas, Nevada
Eastside Cannery Casino and Hotel (1)	Las Vegas, Nevada
Aliante Casino + Hotel + Spa	North Las Vegas, Nevada
Cannery Casino Hotel	North Las Vegas, Nevada
Jokers Wild Casino	Henderson, Nevada
Downtown Las Vegas	
California Hotel and Casino	Las Vegas, Nevada
Fremont Hotel and Casino	Las Vegas, Nevada
Main Street Station Casino, Brewery and Hotel	Las Vegas, Nevada
Midwest & South	
Par-A-Dice Hotel Casino	East Peoria, Illinois
Belterra Casino Resort	Florence, Indiana
Blue Chip Casino, Hotel & Spa	Michigan City, Indiana
Diamond Jo Dubuque	Dubuque, Iowa
Diamond Jo Worth	Northwood, Iowa
Kansas Star Casino	Mulvane, Kansas
Amelia Belle Casino	Amelia, Louisiana
Delta Downs Racetrack Casino & Hotel	Vinton, Louisiana
Evangeline Downs Racetrack and Casino	Opelousas, Louisiana
Sam's Town Hotel and Casino	Shreveport, Louisiana
Treasure Chest Casino	Kenner, Louisiana
IP Casino Resort Spa	Biloxi, Mississippi
Sam's Town Hotel and Gambling Hall	Tunica, Mississippi
Ameristar Casino Hotel Kansas City	Kansas City, Missouri
Ameristar Casino Resort Spa St. Charles	St. Charles, Missouri
Belterra Park	Cincinnati, Ohio
Valley Forge Casino Resort	King of Prussia, Pennsylvania

(1) Eastside Cannery is currently closed due to local market conditions.

Total Reportable Segment Departmental Revenues and Adjusted EBITDAR

We evaluate each of our property's profitability based upon Property Adjusted EBITDAR, which represents each property's earnings before interest expense, income taxes, depreciation and amortization, deferred rent, share-based compensation expense, project development, preopening and writedowns expenses, impairments of assets, other operating items, net, gain or loss on early retirements of debt, and master lease rent expense, as applicable. Total Reportable Segment Adjusted EBITDAR is the aggregate sum of the Property Adjusted EBITDAR for each of the properties included in our Las Vegas Locals, Downtown Las Vegas, and Midwest & South segments. Results for Downtown Las Vegas include the results of our Hawaii-based travel agency and captive insurance company. Results for Lattner, our Illinois distributed gaming operator, and for our online gaming initiatives are included in our Midwest & South segment.

BOYD GAMING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)
as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

The following tables set forth, for the periods indicated, departmental revenues for our Reportable Segments:

	Three Months Ended September 30, 2021				
<i>(In thousands)</i>	Gaming Revenue	Food & Beverage Revenue	Room Revenue	Other Revenue	Total Revenue
Revenues					
Las Vegas Locals	\$ 179,441	\$ 20,412	\$ 20,176	\$ 11,235	\$ 231,264
Downtown Las Vegas	28,132	7,343	4,000	2,662	42,137
Midwest & South	466,654	33,346	20,141	49,518	569,659
Total Revenues	\$ 674,227	\$ 61,101	\$ 44,317	\$ 63,415	\$ 843,060

	Three Months Ended September 30, 2020				
<i>(In thousands)</i>	Gaming Revenue	Food & Beverage Revenue	Room Revenue	Other Revenue	Total Revenue
Revenues					
Las Vegas Locals	\$ 141,143	\$ 12,501	\$ 10,914	\$ 6,518	\$ 171,076
Downtown Las Vegas	12,678	2,992	1,350	519	17,539
Midwest & South	412,144	23,285	14,661	13,533	463,623
Total Revenues	\$ 565,965	\$ 38,778	\$ 26,925	\$ 20,570	\$ 652,238

	Nine Months Ended September 30, 2021				
<i>(In thousands)</i>	Gaming Revenue	Food & Beverage Revenue	Room Revenue	Other Revenue	Total Revenue
Revenues					
Las Vegas Locals	\$ 516,174	\$ 52,959	\$ 49,344	\$ 31,305	\$ 649,782
Downtown Las Vegas	70,168	17,657	9,269	5,256	102,350
Midwest & South	1,433,273	92,025	50,771	161,768	1,737,837
Total Revenues	\$ 2,019,615	\$ 162,641	\$ 109,384	\$ 198,329	\$ 2,489,969

	Nine Months Ended September 30, 2020				
<i>(In thousands)</i>	Gaming Revenue	Food & Beverage Revenue	Room Revenue	Other Revenue	Total Revenue
Revenues					
Las Vegas Locals	\$ 298,307	\$ 47,039	\$ 35,278	\$ 19,907	\$ 400,531
Downtown Las Vegas	45,663	15,599	7,825	7,229	76,316
Midwest & South	916,871	76,685	37,467	34,752	1,065,775
Total Revenues	\$ 1,260,841	\$ 139,323	\$ 80,570	\$ 61,888	\$ 1,542,622

BOYD GAMING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)
as of September 30, 2021 and December 31, 2020 and for the three and nine months ended September 30, 2021 and 2020

The following table reconciles, for the periods indicated, total Adjusted EBITDAR to operating income, as reported in our accompanying condensed consolidated statements of operations:

<i>(In thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Adjusted EBITDAR				
Las Vegas Locals	\$ 125,360	\$ 78,900	\$ 349,572	\$ 128,520
Downtown Las Vegas	13,222	(1,511)	31,083	1,225
Midwest & South	222,058	182,502	700,199	320,986
Corporate expense	(19,943)	(21,048)	(62,165)	(51,333)
Adjusted EBITDAR	340,697	238,843	1,018,689	399,398
Other operating costs and expenses				
Deferred rent	207	217	621	666
Master lease rent expense	26,306	25,914	78,396	75,992
Depreciation and amortization	67,586	69,320	199,332	205,498
Share-based compensation expense	9,783	(858)	28,307	10,026
Project development, preopening and writedowns	10,646	2,249	13,515	9,582
Impairment of assets	—	—	—	171,100
Other operating items, net	3,023	14,928	15,295	23,570
Total other operating costs and expenses	117,551	111,770	335,466	496,434
Operating income (loss)	\$ 223,146	\$ 127,073	\$ 683,223	\$ (97,036)

For purposes of this presentation, corporate expense excludes its portion of share-based compensation expense. Corporate expense represents unallocated payroll, professional fees, aircraft expenses and various other expenses not directly related to our casino and hotel operations.

Total Reportable Segment Assets

The Company's assets by Reportable Segment consisted of the following amounts:

<i>(In thousands)</i>	September 30,	December 31,
	2021	2020
Assets		
Las Vegas Locals	\$ 1,663,707	\$ 1,690,511
Downtown Las Vegas	247,110	213,507
Midwest & South	3,908,874	3,984,063
Total Reportable Segment Assets	5,819,691	5,888,081
Corporate	680,426	670,867
Total Assets	\$ 6,500,117	\$ 6,558,948

NOTE 10. SUBSEQUENT EVENTS

We have evaluated all events or transactions that occurred after September 30, 2021. During this period, up to the filing date, we did not identify any subsequent events, the effects of which would require disclosure or adjustment to our financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview

Boyd Gaming Corporation (and together with its subsidiaries, the "Company," "Boyd," "Boyd Gaming," "we" or "us") was incorporated in the state of Nevada in 1988 and has been operating since 1975. The Company's common stock is traded on the New York Stock Exchange under the symbol "BYD."

In mid-March 2020, all of our gaming facilities were closed in compliance with orders issued by state officials as precautionary measures intended to slow the spread of the COVID-19 virus. As of September 30, 2021, and as reflected in the table below, 27 of our 28 gaming facilities are open and operating. One of our properties in Las Vegas remains closed to the public due to the current levels of the demand in the market. No date has been set for re-opening this property. We cannot predict whether we will be required to temporarily close some or all of our open casinos in the future. Further, we cannot currently predict the ongoing impact of the pandemic on consumer demand and the negative effects on our workforce, suppliers, contractors and other partners. In responding to these circumstances, the safety and well-being of our team members and customers is our utmost priority. We have developed and implemented a broad range of safety protocols at our properties to ensure the health and safety of our team members and our customers.

The closures in 2020 of our properties had a material impact on our business, and the COVID-19 pandemic, its associated impacts on customer behavior and the requirements of health and safety protocols may further impact our business. The severity and duration of such potential business impacts cannot currently be estimated and the ultimate impact of the COVID-19 pandemic on our operations is unknown and will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the COVID-19 outbreak, potential resurgences or new variants of the virus, the logistics of distribution, level of participation and overall efficacy of vaccine programs, changes in consumer behavior and demand and the related impact on economic activity, and any additional preventative and protective actions that governments, or the Company, may direct, which may result in additional business disruptions, reduced customer traffic and reduced operations. Any resulting financial impact cannot be reasonably estimated at this time.

After the property re-openings in 2020, we implemented a strategic shift in our operating philosophy to increase our focus on building loyalty with core customers and adopted a more efficient approach to doing business. This new operating model is focused on maximizing gaming revenues, streamlining our cost structure, targeting our marketing investments and reducing lower margin offerings, which allows us to flow a higher percentage of our revenues to the bottom line.

We currently anticipate funding our operations over the next 12 months with the cash generated from our operations, supplemented, as necessary, by the cash we currently have available and the borrowing capacity available under our Revolving Credit Facility.

[Table of Contents](#)

We are a geographically diversified operator of 28 gaming entertainment properties. Headquartered in Las Vegas, Nevada, we have gaming operations in Nevada, Illinois, Indiana, Iowa, Kansas, Louisiana, Mississippi, Missouri, Ohio and Pennsylvania. We view each operating property as an operating segment. For financial reporting purposes, we aggregate our properties into the following three reportable segments:

		Closure Date	Re-open Date
Las Vegas Locals			
Gold Coast Hotel and Casino	Las Vegas, Nevada	3/18/2020	6/4/2020
The Orleans Hotel and Casino	Las Vegas, Nevada	3/18/2020	6/4/2020
Sam's Town Hotel and Gambling Hall	Las Vegas, Nevada	3/18/2020	6/4/2020
Suncoast Hotel and Casino	Las Vegas, Nevada	3/18/2020	6/4/2020
Eastside Cannery Casino and Hotel	Las Vegas, Nevada	3/18/2020	TBD
Aliante Casino + Hotel + Spa	North Las Vegas, Nevada	3/18/2020	6/4/2020
Cannery Casino Hotel	North Las Vegas, Nevada	3/18/2020	6/4/2020
Jokers Wild Casino	Henderson, Nevada	3/18/2020	6/4/2020
Downtown Las Vegas			
California Hotel and Casino	Las Vegas, Nevada	3/18/2020	6/4/2020
Fremont Hotel and Casino	Las Vegas, Nevada	3/18/2020	6/4/2020
Main Street Station Casino, Brewery and Hotel	Las Vegas, Nevada	3/18/2020	9/8/2021
Midwest & South			
Par-A-Dice Hotel Casino	East Peoria, Illinois	3/16/2020	7/1/2020*
Belterra Casino Resort	Florence, Indiana	3/16/2020	6/15/2020
Blue Chip Casino, Hotel & Spa	Michigan City, Indiana	3/16/2020	6/15/2020
Diamond Jo Dubuque	Dubuque, Iowa	3/17/2020	6/1/2020
Diamond Jo Worth	Northwood, Iowa	3/17/2020	6/1/2020
Kansas Star Casino	Mulvane, Kansas	3/18/2020	5/23/2020
Amelia Belle Casino	Amelia, Louisiana	3/17/2020	5/27/2020
Delta Downs Racetrack Casino & Hotel	Vinton, Louisiana	3/17/2020	5/20/2020
Evangeline Downs Racetrack and Casino	Opelousas, Louisiana	3/17/2020	5/20/2020
Sam's Town Hotel and Casino	Shreveport, Louisiana	3/17/2020	5/27/2020
Treasure Chest Casino	Kenner, Louisiana	3/17/2020	5/20/2020
IP Casino Resort Spa	Biloxi, Mississippi	3/17/2020	5/21/2020
Sam's Town Hotel and Gambling Hall	Tunica, Mississippi	3/17/2020	5/21/2020
Ameristar Casino Hotel Kansas City	Kansas City, Missouri	3/17/2020	6/1/2020
Ameristar Casino Report Spa St. Charles	St. Charles, Missouri	3/17/2020	6/1/2020
Belterra Park	Cincinnati, Ohio	3/14/2020	6/19/2020
Valley Forge Casino Resort	King of Prussia, Pennsylvania	3/13/2020	6/26/2020**

*Par-A-Dice was temporarily closed on November 20, 2020 and subsequently re-opened on January 16, 2021.

**Valley Forge was temporarily closed on December 12, 2020 and subsequently re-opened on January 4, 2021.

We also own and operate a travel agency and a captive insurance company that underwrites travel-related insurance, each located in Hawaii. Financial results for these operations are included in our Downtown Las Vegas segment.

Results for Lattner Entertainment Group Illinois, LLC ("Lattner"), our Illinois distributed gaming operator, are included in our Midwest & South segment. Lattner's operations were suspended on March 16, 2020, resumed on July 1, 2020, temporarily closed on November 20, 2020 and subsequently re-opened on January 16, 2021. The Midwest & South segment also includes our online sportsbook and gaming business, including those developed in partnership with FanDuel Group.

Most of our gaming entertainment properties also include hotel, dining, retail and other amenities. Our main business emphasis is on slot revenues, which are highly dependent upon the number of visits and spending levels of customers at our properties.

Our properties have historically generated significant operating cash flow, with the majority of our revenue being cash-based. While we do provide casino credit, subject to certain gaming regulations and jurisdictions, most of our customers wager with cash and pay for non-gaming services with cash or by credit card.

Our industry is capital intensive, and we rely heavily on the ability of our properties to generate operating cash flow in order to fund maintenance capital expenditures, fund acquisitions, provide excess cash for future development, repay debt financing and associated interest costs, pay income taxes, and to repurchase our equity securities and pay dividends to return capital to our shareholders.

Our Strategy

Our strategy is to increase shareholder value by pursuing strategic initiatives that improve and grow our business.

Strengthening Our Balance Sheet

We are committed to finding opportunities to strengthen our balance sheet through diversifying and increasing cash flow to reduce our debt.

Operating Efficiently

We are committed to operating more efficiently. As we re-opened our properties and adjusted our operations to address the impacts of the COVID-19 pandemic, the efficiencies of our refined business model positioned us to flow a substantial portion of the revenue directly to the bottom line.

Evaluating Acquisition Opportunities

Our evaluations of potential transactions and acquisitions are strategic, deliberate, and disciplined. Our goal is to identify and pursue opportunities that are a good fit for our business, deliver a solid return for shareholders, and are available at the right price.

Maintaining Our Brand

The ability of our employees to deliver great customer service helps distinguish our Company and our brands from our competitors. Our employees are an important reason that our customers continue to choose our properties over the competition across the country.

Our Key Performance Indicators

We use several key performance measures to evaluate the operations of our properties. These key performance measures include the following:

- **Gaming revenue measures:** *slot handle*, which means the dollar amount wagered in slot machines, and *table game drop*, which means the total amount of cash deposited in table games drop boxes, plus the sum of markers issued at all table games, are measures of volume and/or market share. *Slot win* and *table game hold*, which mean the difference between customer wagers and customer winnings on slot machines and table games, respectively, represent the amount of wagers retained by us and recorded as gaming revenues. Slot win percentage and table game hold percentage, which are not fully controllable by us, represent the relationship between slot handle to slot win and table game drop to table game hold, respectively.
- **Food & beverage revenue measures:** *average guest check*, which means the average amount spent per customer visit and is a measure of volume and product offerings; *number of guests served* ("food covers"), which is an indicator of volume; and the *cost per guest served*, which is a measure of operating margin.
- **Room revenue measures:** *hotel occupancy rate*, which measures the utilization of our available rooms; and *average daily rate* ("ADR"), which is a price measure.

RESULTS OF OPERATIONS**Overview**

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Total revenues	\$ 843.1	\$ 652.2	\$ 2,490.0	\$ 1,542.6
Operating income (loss)	223.1	127.1	683.2	(97.0)
Net income (loss)	138.2	38.1	354.1	(218.0)

Total Revenues

Total revenues increased \$190.8 million and \$947.3 million during the three and nine months ended September 30, 2021, respectively, as compared to the prior year comparable periods, due primarily to the impact of the COVID-19 property closures that began in mid-March 2020 and extended through most of second quarter 2020 (the "Property Closures") and increased revenues from our online gaming initiatives.

Operating Income (Loss)

Operating income (loss) increased \$96.1 million for the three months ended September 30, 2021, compared to the prior year comparable period, primarily due to the impact of the Property Closures on the financial results for the prior year period. Operating income (loss) increased \$780.3 million for the nine months ended September 30, 2021, compared to the prior year comparable period, primarily due to the impact of the Property Closures on our financial results, including a \$171.1 million intangible asset impairment charge in first quarter 2020. These results reflect the impact of the strategic shift in our operating model following property re-openings.

Net Income (Loss)

Net income (loss) increased \$100.1 million for the three months ended September 30, 2021, compared to the prior year comparable period. The increase is attributable to the operating income increase of \$96.1 million, as discussed above. In addition, income before income taxes increased due to a \$17.2 million decrease in interest expense as a result of a \$1.1 billion decline in the weighted average debt balance. This reduction is due to the retirements of the \$750 million aggregate principal amount of 6.375% Senior Notes due 2026 ("6.375% Notes") and the \$700 million aggregate principal amount of 6.000% Senior Notes due 2026 ("6.000% Notes") in June 2021 offset by the issuance of the \$900 million aggregate principal amount of 4.750% Senior Notes due 2031 ("4.750% Notes due 2031") in June 2021. These increases are offset by a reduction in other income of \$5.1 million and an increase in the income tax provision of \$8.5 million due to the Company's improved operational performance.

Net income (loss) increased \$572.1 million for the nine months ended September 30, 2021, compared to the prior year comparable period. The increase is attributable to the operating income increase of \$780.3 million, as discussed above. This increase is offset by a \$64.5 million increase in loss on early extinguishments and modifications of debt due to the retirements of the 6.375% Notes and the 6.000% Notes in June 2021 and an increase in the income tax provision of \$151.4 million due to the Company's improved operational performance.

Operating Revenues

We derive the majority of our revenues from our gaming operations, which produced approximately 80% and 87% of revenues for the three months ended September 30, 2021 and 2020, respectively, and 81% and 82% for the nine months ended September 30, 2021 and 2020, respectively. Food & beverage revenues, room revenues and other revenues separately contributed less than 10% of revenues during these periods. The shift in percentage contributions of revenues from the non-gaming departments to gaming in these periods versus our historical averages reflects the impact of operating restrictions as properties re-opened following the Property Closures, which limited our offerings of non-gaming amenities, compounded by the strategic shift in our operating model as properties re-opened, which focused on maximizing gaming revenues.

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
REVENUES				
Gaming	\$ 674.2	\$ 566.0	\$ 2,019.6	\$ 1,260.8
Food & beverage	61.1	38.8	162.6	139.3
Room	44.3	26.9	109.4	80.6
Other	63.5	20.5	198.4	61.9
Total revenues	\$ 843.1	\$ 652.2	\$ 2,490.0	\$ 1,542.6
COSTS AND EXPENSES				
Gaming	\$ 249.7	\$ 215.0	\$ 741.2	\$ 530.4
Food & beverage	50.7	38.7	136.4	145.3
Room	15.1	12.9	41.4	41.0
Other	41.6	5.8	128.0	29.4
Total costs and expenses	\$ 357.1	\$ 272.4	\$ 1,047.0	\$ 746.1
MARGINS				
Gaming	63.0%	62.0%	63.3%	57.9%
Food & beverage	17.0%	0.3%	16.1%	-4.3%
Room	65.9%	52.0%	62.2%	49.1%
Other	34.5%	71.7%	35.5%	52.5%

Gaming

Gaming revenues are comprised primarily of the net win from our slot machine operations and to a lesser extent from table games win. The increase in gaming revenues of \$108.3 million and \$758.8 million during the three and nine months ended September 30, 2021, respectively, as compared to the corresponding period of the prior year, was due primarily to the impact of the Property Closures on the prior year period. Gaming margins were enhanced by effectively yielding the casino floor while maintaining a focus on costs under our revised operating model.

Food & Beverage

Food & beverage revenues increased \$22.3 million during the three months ended September 30, 2021, compared to the prior year comparable period, primarily due to the impact of the Property Closures. In the prior year, food & beverage venues were re-opened however still had restrictions on capacity. Overall food & beverage margins increased from the prior year comparable period, as we effectively maximized the contributions realized from these outlets as reflected by an increase in average check of 7.4% while cost per cover decreased 13.0% due to our focus on costs under our revised operating model.

Food & beverage revenues increased \$23.3 million during the nine months ended September 30, 2021, compared to the prior year period. Due to the Property Closures in the prior year, food & beverage venues were open for six and a half months on average during the nine months ended September 30, 2020. For those food & beverage venues that re-opened, there are still capacity restrictions that have impacted the financial performance for the nine months ended September 30, 2021 as covers remained flat period over period. Overall food & beverage margins increased from the prior year comparable period, as we effectively maximized the contributions realized from these outlets as reflected by an increase in average check of 11.2% while cost per cover decreased 13.8%.

Room

Room revenues increased \$17.4 million during the three months ended September 30, 2021, as compared to the prior year comparable period, primarily due to the lifting of operating restrictions and increased visitation from the prior year comparable period. Overall room margins increased to 65.9% from 52.0% in the prior year comparable period, due primarily to a decrease in cost per room of 15.2% reflecting the impact of the new operating model, along with an increase in average daily rate of 18.2%.

Room revenues increased \$28.8 million during the nine months ended September 30, 2021, as compared to the corresponding period of the prior year, due primarily to the lifting of operating restrictions and increased visitation from the prior year comparable period. Overall room margins increased to 62.2% from 49.1% in the prior year comparable period, due primarily to a decrease in cost per room of 17.9% reflecting the impact of the new operating model, along with an increase in average daily rate of 10.6%.

Other

Other revenues relate to our online gaming initiatives and patronage visits at the amenities at our properties, including entertainment and nightclub revenues, retail sales, theater tickets and other venues. Other revenues increased \$42.8 million and \$136.4 million during the three and nine months ended September 30, 2021, respectively, as compared to the corresponding period of the prior year, due primarily to increased online gaming revenues, including the revenues from reimbursements of gaming taxes paid on behalf of our online partners. These increases were partially offset by the limited entertainment offerings after property re-openings. Corresponding period-over-period increases in other expenses reflect primarily the gaming taxes paid on behalf of our online partners.

Revenues and Adjusted EBITDAR by Reportable Segment

We determine each of our property's profitability based upon Adjusted Earnings Before Interest, Taxes, Depreciation, Amortization and Rent expense related to master leases ("Adjusted EBITDAR"), which represents earnings before interest expense, income taxes, depreciation and amortization, deferred rent, master lease rent expense, share-based compensation expense, project development, preopening and writedowns expenses, impairments of assets and other operating items, net, as applicable. Reportable Segment Adjusted EBITDAR is the aggregate sum of the Adjusted EBITDAR for each of the properties comprising our Las Vegas Locals, Downtown Las Vegas and Midwest & South segments. Results for Downtown Las Vegas include the results of our travel agency and captive insurance company in Hawaii. Results for our Illinois distributed gaming operator and our online gaming initiatives are included in our Midwest & South segment. Corporate expense represents unallocated payroll, professional fees, aircraft expenses and various other expenses not directly related to our casino and hotel operations. Furthermore, corporate expense excludes its portion of share-based compensation expense.

EBITDAR is a commonly used measure of performance in our industry that we believe, when considered with measures calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP"), provides our investors a more complete understanding of our operating results before the impact of investing and financing transactions and income taxes and facilitates comparisons between us and our competitors. Management has historically adjusted EBITDAR when evaluating operating performance because we believe that the exclusion of certain recurring and non-recurring items is necessary to provide a full understanding of our core operating results and as a means to evaluate period-to-period results.

The following table presents our total revenues and Adjusted EBITDAR by Reportable Segment:

<i>(In millions)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Total revenues				
Las Vegas Locals	\$ 231.3	\$ 171.1	\$ 649.8	\$ 400.5
Downtown Las Vegas	42.1	17.5	102.4	76.3
Midwest & South	569.7	463.6	1,737.8	1,065.8
Total revenues	\$ 843.1	\$ 652.2	\$ 2,490.0	\$ 1,542.6
Adjusted EBITDAR (1)				
Las Vegas Locals	\$ 125.4	\$ 78.9	\$ 349.6	\$ 128.5
Downtown Las Vegas	13.2	(1.5)	31.1	1.2
Midwest & South	222.1	182.5	700.2	321.0
Corporate expense	(20.0)	(21.0)	(62.2)	(51.3)
Adjusted EBITDAR	\$ 340.7	\$ 238.9	\$ 1,018.7	\$ 399.4

(1) Refer to Note 9, *Segment Information*, in the notes to the condensed consolidated financial statements (unaudited) for a reconciliation of Adjusted EBITDAR to operating income, as reported in accordance with GAAP in our accompanying condensed consolidated statements of operations.

Las Vegas Locals

Total revenues increased by \$60.2 million during the three months ended September 30, 2021, as compared to the corresponding period of the prior year, reflecting revenue increases in all departmental categories. Gaming revenues increased \$38.3 million primarily due to an increase in slot handle of 23.3% from the prior year comparable period. Room revenues increased \$9.3 million due to an increase in average daily rate of 37.9% from the prior year comparable period. Food & beverage revenues increased \$7.9 million due to an increase in average check of 13.6% from the prior year comparable period. Other revenues increased \$4.7 million as entertainment venues began to re-open.

Total revenues increased by \$249.3 million during the nine months ended September 30, 2021, as compared to the corresponding period of the prior year, reflecting revenue increases in all departmental categories, primarily due to the Property Closures in 2020. Gaming revenue was the driving factor, increasing by \$217.9 million primarily due to a 60.0% increase in slot handle from the prior year comparable period. Room revenues increased \$14.1 million due to an increase in average daily rate of 11.1% from the prior year comparable period. Other revenues increased \$11.4 million as entertainment venues began to re-open. Food & beverage revenues increased \$5.9 million due to an increase in average check of 14.5% from the prior year comparable period.

Adjusted EBITDAR increased by \$46.5 million and \$221.1 million during the three and nine months ended September 30, 2021, respectively, as compared to the corresponding period of the prior year, due primarily to a strategic shift in the Company's operating model when operations resumed following the Property Closures.

Downtown Las Vegas

Total revenues increased by \$24.6 million during the three months ended September 30, 2021, as compared to the corresponding period of the prior year, reflecting revenue increases in all departmental categories. Total revenues increased by \$26.0 million during the nine months ended September 30, 2021, as compared to the corresponding period of the prior year, reflecting revenue increases in all departmental categories, except other revenues. Given that our Downtown properties cater to the Hawaiian market, an increase in Hawaiian visitation occurred in the third quarter driving the overall departmental revenue increases along with one of our downtown properties re-opening in early September 2021.

Adjusted EBITDAR increased by \$14.7 million and \$29.9 million during the three and nine months ended September 30, 2021, respectively, as compared to the corresponding periods of the prior year, due primarily to a strategic shift in the Company's operating model when operations resumed following the Property Closures.

Midwest & South

Total revenues increased by \$106.0 million during the three months ended September 30, 2021, as compared to the corresponding period of the prior year, reflecting revenue increases in all departmental categories. Gaming revenues increased \$54.5 million primarily due to an increase in slot handle of 16.9% from the prior year comparable period. Other revenues increased \$36.0 million as a result of our online gaming initiatives. Food & beverage revenues increased \$10.1 million due to an increase in average check of 1.1% along with an increase in covers of 34.0% from the prior year comparable period. Room revenues increased \$5.5 million due to an increase in average daily rate of 12.4% from the prior year comparable period.

Total revenues increased by \$672.1 million during the nine months ended September 30, 2021, as compared to the corresponding period of the prior year, reflecting revenue increases in all departmental categories. Gaming revenue was the driving factor, increasing by \$516.4 million, followed by an increase in other revenue of \$127.0 million, food & beverage revenue of \$15.3 million and room revenue of \$13.3 million, from the prior year comparable period. The increase in these departmental categories is primarily due to the Property Closures in first and second quarter 2020. In addition, increases in other revenue are attributable to our online gaming initiatives.

Adjusted EBITDAR increased by \$39.6 million and \$379.2 million during the three and nine months ended September 30, 2021, respectively, as compared to the corresponding periods of the prior year, due primarily to a strategic shift in the Company's operating model when operations resumed following the Property Closures and contributions from our online gaming initiatives.

Other Operating Costs and Expenses

The following costs and expenses, as presented in our condensed consolidated statements of operations, are further discussed below:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Selling, general and administrative	\$ 91.2	\$ 87.0	\$ 271.6	\$ 260.7
Master lease rent expense	26.3	25.9	78.4	76.0
Maintenance and utilities	35.9	33.8	95.3	88.6
Depreciation and amortization	67.6	69.3	199.3	205.5
Corporate expense	28.3	19.6	86.3	58.5
Project development, preopening and writedowns	10.6	2.2	13.5	9.6
Impairment of assets	—	—	—	171.1
Other operating items, net	3.0	14.9	15.3	23.6

Selling, General and Administrative

Selling, general and administrative expenses, as a percentage of revenues, were 10.8% and 13.3% during the three months ended September 30, 2021 and 2020, respectively, and 10.9% and 16.9% during the nine months ended September 30, 2021 and 2020, respectively. In the prior year, selling, general and administrative expenses, as a percentage of revenues were higher due to the significant reduction in revenue as a result of the Property Closures along with the continued fixed costs incurred during the closure period. In addition, as operations resumed after the Property Closures, the Company changed its operating model and has continued to focus on disciplined and targeted marketing spend.

Master Lease Rent Expense

Master lease rent expense represents rent expense incurred by those properties that we acquired in October 2018 which are subject to two master lease agreements with a real estate investment trust. Master lease rent expense, as a percentage of revenues, was 3.1% and 4.0% during the three months ended September 30, 2021 and 2020, respectively, and 3.1% and 4.9% during the nine months ended September 30, 2021 and 2020, respectively. In the prior year, master lease rent expense, as a percentage of revenues was higher due to the significant reduction in revenue as a result of the Property Closures.

Maintenance and Utilities

Maintenance and utilities expenses, as a percentage of revenues, were 4.3% and 5.2% during the three months ended September 30, 2021 and 2020, respectively, and 3.8% and 5.7% during the nine months ended September 30, 2021 and 2020, respectively. In the prior year, maintenance and utilities expenses, as a percentage of revenues, were higher due to the significant reduction in revenue as a result of the Property Closures.

Depreciation and Amortization

Depreciation and amortization expenses, as a percentage of revenues, were 8.0% and 10.6% during the three months ended September 30, 2021 and 2020, respectively, and 8.0% and 13.3% during the nine months ended September 30, 2021 and 2020, respectively. The decline from prior year comparable period is primarily driven by a \$5.0 million decrease in intangible asset amortization as our customer relationships are amortized using an accelerated method. The dollar amount of depreciation expense remained consistent period over period therefore the remaining percentage decrease is attributable to revenue growth.

Corporate Expense

Corporate expense represents unallocated payroll, professional fees, rent and various other administrative expenses that are not directly related to our property operations, in addition to the corporate portion of share-based compensation expense. Corporate expense represented 3.4% and 3.0% of revenues during the three months ended September 30, 2021 and 2020, respectively, and 3.5% and 3.8% during the nine months ended September 30, 2021 and 2020, respectively.

Project Development, Preopening and Writedowns

Project development, preopening and writedowns represent: (i) certain costs incurred and recoveries realized related to the activities associated with various acquisition opportunities, strategic initiatives, dispositions and other business development activities in the ordinary course of business; (ii) certain costs of start-up activities that are expensed as incurred in our ongoing efforts to develop gaming activities in new jurisdictions and expenses related to other new business development activities that do not qualify as capital costs; and (iii) asset write-downs. Such costs are generally nonrecurring in nature and vary from period to period as the volume of underlying activities fluctuate. During the three months ended September 30, 2021, the Company incurred \$8.5 million in write-off

Impairment of Assets

We had no impairments of assets for the nine months ended September 30, 2021. Impairment of assets for the nine months ended September 30, 2020, include non-cash impairment charges of \$8.0 million for trademarks and \$22.6 million for goodwill in our Las Vegas Locals segment and non-cash impairment charges of \$8.9 million for trademarks, \$42.2 million for gaming license rights and \$89.4 million for goodwill in our Midwest & South segment.

Other Operating Items, net

Other operating items, net, is generally comprised of miscellaneous non-recurring operating charges, including direct costs associated with the Property Closures, including severance payments to separated employees, natural disasters and severe weather, including hurricane and flood expenses, and subsequent recoveries of such costs, as applicable. During the nine months ended September 30, 2021, \$10.7 million of other operating items, net, related to non-recurring employee bonus payments. During the nine months ended September 30, 2020, \$22.0 million of other operating items, net, related to incremental, non-recurring costs associated with the Property Closures.

Other Expenses

Interest Expense, net

The following table summarizes information with respect to our interest expense on outstanding indebtedness:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Interest Expense, net	\$ 44.7	\$ 61.9	\$ 156.8	\$ 172.0
Average Long-Term Debt Balance (1)	3,378.5	4,436.0	3,704.0	4,332.0
Weighted Average Interest Rates	4.8%	5.0%	5.2%	4.8%

(1) Average debt balance calculation does not include the related discounts or deferred finance charges.

Interest expense, net of capitalized interest and interest income, for the three months ended September 30, 2021, decreased \$17.2 million, or 27.8%, from the prior year comparable period. The decline is attributable to a decrease in the average long-term debt balance of \$1.1 billion along with a decline in the weighted average interest rate percentage point of 0.2 for the three months ended September 30, 2021. The decline in the average long-term debt balance is primarily attributable to the following: (i) full repayment of the outstanding balance on the Revolving Credit Facility in third quarter 2020; (ii) retirements of the 6.375% Notes and the 6.000% Notes in June 2021; offset by (iii) the issuance of the 4.750% Notes due 2031 in June 2021.

Interest expense, net of capitalized interest and interest income, for the nine months ended September 30, 2021, decreased \$15.2 million, or 8.8%, as compared to the prior year comparable period. The decrease is attributable to a decrease in the average long-term debt balance of \$628.0 million offset by an increase in the weighted average interest rate percentage point of 0.4 for the nine months ended September 30, 2021. The decline in the average long-term debt balance is primarily attributable to the following: (i) full repayment of the outstanding balance on the Revolving Credit Facility in third quarter 2020; (ii) retirements of the 6.375% Notes and the 6.000% Notes in June 2021; (iii) repayment of \$98.7 million on the Term A Loan, (iv) the extinguishment of \$57.7 million of other debt; offset by (v) the issuance of the 4.750% Notes due 2031 in June 2021.

Loss on Early Extinguishments and Modifications of Debt

The components of the loss on early extinguishments and modifications of debt, are as follows:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
6.375% Senior Notes premium and consent fees	\$ —	\$ —	\$ 23.9	\$ —
6.375% Senior Notes deferred finance charges	—	—	6.4	—
6.000% Senior Notes premium and consent fees	—	—	28.0	—
6.000% Senior Notes deferred finance charges	—	—	7.2	—
Boyd Gaming Credit Facility deferred financing charges	—	0.4	—	1.0
Total loss on early extinguishments and modifications of debt	\$ —	\$ 0.4	\$ 65.5	\$ 1.0

Income Taxes

The effective tax rates during the nine months ended September 30, 2021 and 2020 were 22.8% and 17.7%, respectively. Our tax rates for the nine months ended September 30, 2021 and 2020 were unfavorably impacted by state taxes and certain nondeductible expenses which were partially offset by the inclusion of excess tax benefits, related to equity compensation, as a component of the provision for income taxes. Additionally, the effective tax rate for the nine months ended September 30, 2020 was favorably impacted by the settlement of a state audit offset by the creation of a valuation allowance applied to certain state deferred tax assets, including state net operating loss carryforwards.

As a result of and response to the COVID-19 pandemic, the U.S. government enacted Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") and it was signed into law on March 27, 2020. Included in the CARES Act are provisions relating to payroll tax credits and deferrals, net operating loss carryback periods, interest expense deductions, alternative minimum tax credits and technical corrections to tax depreciation methods for qualified improvement property. Our financial results for the nine months ended September 30, 2021 and 2020, include the payroll tax credits we received under the CARES Act, partially offsetting the expenses incurred during these periods for compensation and benefits provided to qualifying employees.

LIQUIDITY AND CAPITAL RESOURCES

Financial Position

At September 30, 2021 and December 31, 2020, we had balances of cash and cash equivalents of \$570.9 million and \$519.2 million, respectively. In addition, we held restricted cash balances of \$17.4 million and \$15.8 million at September 30, 2021 and December 31, 2020, respectively.

We believe that current cash balances together with the available borrowing capacity under our Revolving Credit Facility and cash flows from operating activities will be sufficient to meet our liquidity and capital resource needs for the next twelve months, including our projected operating requirements and maintenance capital expenditures. See "Indebtedness", below, for further detail regarding the bank credit facility.

The Company may seek to secure additional working capital, repay respective current debt maturities, or fund respective development projects, in whole or in part, through incremental bank financing and additional debt or equity offerings, to the extent such offerings are allowed under our debt agreements.

Cash Flows Summary

<i>(In millions)</i>	Nine Months Ended September 30,	
	2021	2020
Net cash provided by operating activities	\$ 777.7	\$ 124.0
Cash flows from investing activities		
Capital expenditures	(139.2)	(105.1)
Insurance proceeds received for hurricane losses	44.5	—
Cash paid for acquisitions, net of cash received	—	(11.2)
Other investing activities	5.5	—
Net cash used in investing activities	(89.2)	(116.3)
Cash flows from financing activities		
Net payments under bank credit facility	(18.2)	(316.3)
Proceeds from issuance of senior notes	900.0	600.0
Debt issuance costs	(14.6)	(17.1)
Retirements of senior notes	(1,450.0)	—
Premium and consent fees	(51.9)	—
Dividends paid	—	(7.8)
Shares repurchased and retired	—	(11.1)
Other financing activities	(0.5)	(4.8)
Net cash provided by (used in) financing activities	(635.2)	242.9
Increase in cash, cash equivalents and restricted cash	\$ 53.3	\$ 250.6

Cash Flows from Operating Activities

During the nine months ended September 30, 2021 and 2020, we generated operating cash flow of \$777.7 million and \$124.0 million, respectively. Generally, operating cash flows increased during 2021 as compared to the prior year period due to the negative impact of the Property Closures on prior year cash flows, increased cash flows in the current year due to the strategic shift of the Company's operating model and timing of working capital spending.

Cash Flows from Investing Activities

Our industry is capital intensive and we use cash flows for acquisitions, facility expansions, investments in future development or business opportunities and maintenance capital expenditures.

During the nine months ended September 30, 2021, we incurred net cash outflows for investing activities of \$89.2 million comprised of capital expenditure spending of \$139.2 million, primarily related to building improvements at Delta Downs as a result of Hurricane Laura damage, which was offset by \$44.5 million of insurance recovery proceeds and \$6.7 million of reimbursed expense associated with the Wilton Rancheria project. During the nine months ended September 30, 2020, we incurred net cash outflows for investing activities of \$116.3 million, related to the purchase of real estate and information technology purchases for new software.

Cash Flows from Financing Activities

We rely upon our financing cash flows to provide funding for investment opportunities, repayments of obligations and ongoing operations.

The net cash outflows from financing activities in the nine months ended September 30, 2021, primarily reflect the retirements of the 6.375% Notes and the 6.000% Notes, payment of associated premium and consent fees related to the retirements, the quarterly payments on our Term Loans and debt issuance costs. The inflows for 2021 reflect the issuance of the 4.750% Notes due 2031. The net cash inflows from financing activities in the nine months ended September 30, 2020, reflect primarily the senior note issuance to preserve liquidity during the Property Closure period. The outflows in 2020 reflect the use of cash flow to paydown our Revolving Credit Facility, pay debt financing costs, repurchase outstanding common stock under our share repurchase program and pay cash dividends to our shareholders.

Indebtedness

The outstanding principal balances of long-term debt, before unamortized discounts and fees, and the changes in those balances are as follows:

<i>(In millions)</i>	September 30, 2021	December 31, 2020	Increase / (Decrease)
Bank credit facility	\$ 878.0	\$ 896.2	\$ (18.2)
6.375% senior notes due 2026	—	750.0	(750.0)
6.000% senior notes due 2026	—	700.0	(700.0)
4.750% senior notes due 2027	1,000.0	1,000.0	—
8.625% senior notes due 2025	600.0	600.0	—
4.750% senior notes due 2031	900.0	—	900.0
Other	1.4	3.6	(2.2)
Total long-term debt	3,379.4	3,949.8	(570.4)
Less current maturities	41.9	30.7	11.2
Long-term debt, net of current maturities	\$ 3,337.5	\$ 3,919.1	\$ (581.6)

Amounts Outstanding

The principal amounts under the bank credit facility are comprised of the following:

<i>(In millions)</i>	September 30, 2021	December 31, 2020
Revolving Credit Facility	\$ —	\$ —
Term A Loan	125.1	133.8
Refinancing Term B Loans	752.9	762.4
Swing Loan	—	—
Total outstanding principal amounts under the bank credit facility	\$ 878.0	\$ 896.2

With a total revolving credit commitment of \$1,033.7 million available under the bank credit facility, no borrowings on the Revolving Credit Facility and the Swing Loan and \$11.9 million allocated to support various letters of credit, there is a remaining contractual availability of \$1,021.8 million as of September 30, 2021.

The blended interest rate for outstanding borrowings under the bank credit facility was 2.3% at September 30, 2021 and 2.5% at December 31, 2020.

Debt Service Requirements

Debt service requirements under our current outstanding senior notes consist of semi-annual interest payments (based upon fixed annual interest rates ranging from 4.750% to 8.625%) and principal repayments of our 8.625% Notes due in June 2025, our 4.750% Notes due in December 2027 and our 4.750% Notes due in June 2031.

Covenant Compliance

As of September 30, 2021, we believe that we were in compliance with the covenants contained in our debt instruments.

The indentures governing the senior notes contain provisions that allow for the incurrence of additional indebtedness, if after giving effect to such incurrence, the fixed charge coverage ratio (as defined in the respective indentures, essentially a ratio of our consolidated EBITDA to fixed charges, including interest) for the trailing four quarter period on a pro forma basis would be at least 2.0 to 1.0. Should this provision prohibit the incurrence of additional debt, we may still borrow under our existing bank credit facility, to the extent that borrowing capacity remains under that agreement, as well as from other funding sources as provided under our debt agreements.

Guarantor Financial Information

In connection with the issuance of our 6.375% Notes, our 6.000% Notes, our 4.750% senior notes due December 2027 ("4.750% Notes due 2027"), our 8.625% senior notes due June 2025 ("8.625% Notes") and our 4.750% Notes due 2031 (collectively, the "Guaranteed Notes"), certain of the Company's wholly owned subsidiaries (the "Guarantors") provide guarantees of those indentures. These Guaranteed Notes are fully and unconditionally guaranteed, on a joint and several basis, by certain of our current and future domestic restricted subsidiaries, all of which are 100% owned by us. With the exception of one subsidiary, the guarantors of the 6.375% Notes are the same as for our 6.000% Notes, both 4.750% Notes and 8.625% Notes (collectively, the "Other Notes"). On June 9, 2021, the 6.375% Notes and 6.000% Notes were redeemed.

Summarized combined balance sheet information for the parent company and the Guarantors are as follows:

<i>(In millions)</i>	September 30, 2021	December 31, 2020
Current assets	\$ 698.1	\$ 637.2
Noncurrent assets	9,997.0	9,508.2
Current liabilities	534.1	494.3
Noncurrent liabilities	4,412.8	4,908.1

Summarized combined results of operations for the parent company and the Guarantors are as follows:

<i>(In millions)</i>	Nine Months Ended September 30, 2021
Revenues	\$ 2,513.0
Operating income	1,300.2
Income before income taxes	1,075.6
Net income	970.5

Share Repurchase Programs

Subject to applicable corporate securities laws, repurchases under our stock repurchase program may be made at such times and in such amounts as we deem appropriate. We are subject to certain limitations regarding the repurchase of common stock, such as restricted payment limitations related to our outstanding notes and bank credit facility. On December 12, 2018, our Board of Directors authorized a share repurchase program of \$100 million. During the nine months ended September 30, 2020, we repurchased 0.7 million shares of our common stock. There were no share repurchases during the nine months ended September 30, 2021. We are currently authorized to repurchase up to an additional \$61.4 million in shares of our common stock under this share repurchase program. On October 21, 2021, our Board of Directors authorized an additional share repurchase program of \$300.0 million. Under the stock repurchase programs, the Company may repurchase shares of its common stock from time to time on the open market or in privately negotiated transactions. Repurchases of common stock may also be made under Rule 10b5-1 plans, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The timing, volume and nature of share repurchases will be at the sole discretion of management, dependent on market conditions, applicable securities laws and other factors, and may be suspended or discontinued at any time. We are not obligated to purchase any shares under our stock repurchase programs, and purchases under our stock repurchase programs can be discontinued at any time at our sole discretion. We suspended share repurchases in March 2020 in order to preserve liquidity due to the Property Closures.

We have in the past, and may in the future, acquire our debt or equity securities, through open market purchases, privately negotiated transactions, tender offers, exchange offers, redemptions or otherwise, upon such terms and at such prices as we may determine.

Quarterly Dividend Program

The dividends declared by the Board of Directors under this program and reflected in the periods presented are:

Declaration date	Record date	Payment date	Amount per share
December 17, 2019	December 27, 2019	January 15, 2020	\$ 0.07

On March 25, 2020, the Company announced that the cash dividend program has been suspended to help mitigate the financial impact of the COVID-19 pandemic.

Other Items Affecting Liquidity

We anticipate funding our capital requirements using cash on hand, cash being generated by our open properties and availability under our Revolving Credit Facility, to the extent borrowing capacity exists after we meet our working capital needs for the next twelve months. Any additional financing that is needed may not be available to us or, if available, may not be on terms favorable to us. The outcome of the specific matters discussed herein, including our commitments and contingencies, may also affect our liquidity.

Commitments

Capital Spending and Development

We currently estimate that our annual cash capital requirements to perform on-going refurbishment and maintenance at our properties ranges from between \$190 million and \$210 million. We fund our capital expenditures through cash on hand, our bank credit facility and operating cash flows.

[Table of Contents](#)

In addition to the capital spending discussed above, we continue to pursue other potential development projects that may require us to invest significant amounts of capital.

We also continue to work with the Wilton Rancheria, to develop and manage Sky River Casino, a gaming entertainment complex to be located about 15 miles southeast of Sacramento, California. Wilton Rancheria has secured third-party financing to fund construction, which began in first quarter 2021. Sky River Casino is expected to open in fourth quarter 2022.

Other Opportunities

We regularly investigate and pursue additional expansion opportunities in markets where casino gaming is currently permitted. We also pursue expansion opportunities in jurisdictions where casino gaming is not currently permitted in order to be prepared to develop projects upon approval of casino gaming. Such expansions will be affected and determined by several key factors, which may include the following:

- the outcome of gaming license selection processes;
- the approval of gaming in jurisdictions where we have been active but where casino gaming is not currently permitted;
- identification of additional suitable investment opportunities in current gaming jurisdictions; and
- availability of acceptable financing.

Additional projects may require us to make substantial investments or may cause us to incur substantial costs related to the investigation and pursuit of such opportunities, which investments and costs we may fund through cash flow from operations or availability under our bank credit facility. To the extent such sources of funds are not sufficient, we may also seek to raise such additional funds through public or private equity or debt financings or from other sources, to the extent such financing is available.

Contingencies

Legal Matters

We are parties to various legal proceedings arising in the ordinary course of business. We believe that all pending claims, if adversely decided, would not have a material adverse effect on our business, financial position or results of operations.

Off Balance Sheet Arrangements

There have been no material changes to our off balance sheet arrangements as defined in Item 303(a)(4)(ii) and described under Part II. Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2020, as filed with the SEC on March 1, 2021.

Critical Accounting Policies

There have been no material changes to our critical accounting policies described under Part II. Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the period ended December 31, 2020, as filed with the SEC on March 1, 2021.

Recently Issued Accounting Pronouncements

For information with respect to recent accounting pronouncements and the impact of these pronouncements on our condensed consolidated financial statements, see Note 1, *Summary of Significant Accounting Policies - Recently Issued Accounting Pronouncements*, in the notes to the condensed consolidated financial statements (unaudited).

Important Information Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such statements contain words such as "may," "will," "might," "expect," "believe," "anticipate," "could," "would," "estimate," "pursue," "target," "project," "intend," "plan," "seek," "should," "assume," and "continue," or the negative thereof or comparable terminology. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. Factors that could cause actual results to differ materially from such forward-looking statements include:

- our expectations with respect to the recent global pandemic of COVID-19 (as defined herein), caused by a novel strain of the coronavirus, and the response thereto;
- the factors that contribute to our ongoing success and our ability to be successful in the future;
- our business model, areas of focus and strategy for driving business results;
- competition, including expansion of gaming into additional markets including internet gaming, the impact of competition on our operations, our ability to respond to such competition, and our expectations regarding continued competition in the markets in which we compete;
- the general effect, and expectation, of the national and global economy on our business, as well as the economies where each of our properties are located;
- indebtedness, including Boyd Gaming's ability to refinance or pay amounts outstanding under its credit agreement and Boyd Gaming's unsecured notes, when they become due and our compliance with related covenants, and our expectation that we will need to refinance all or a portion of our respective indebtedness at or before maturity;
- our expectation regarding the trends that will affect the gaming industry over the next few years and the impact of these trends on growth of the gaming industry, future development opportunities and merger and acquisition activity in general;
- our intention to pursue expansion opportunities, including acquisitions, that are a good fit for our business, deliver a solid return for stockholders, and are available at the right price;
- that our credit agreement and our cash flows from operating activities will be sufficient to meet our respective projected operating and maintenance capital expenditures for the next twelve months;
- Adjusted EBITDAR and its usefulness as a measure of operating performance or valuation;

- our ability to utilize our net operating loss carryforwards and certain other tax attributes;
- our belief that all pending litigation claims, if adversely decided, will not have a material adverse effect on our business, financial position or results of operations;
- that margin improvements will remain a driver of profit growth for us going-forward;
- regulations, including anticipated taxes, tax credits or tax refunds expected, and the ability to receive and maintain necessary approvals for our projects;
- our expectations regarding the expansion of sports betting and online wagering;
- our asset impairment analyses and our intangible asset and goodwill impairment tests;
- the likelihood of interruptions to our rights in the land we lease under long-term leases for certain of our hotel and casinos;
- that estimates and assumptions made in the preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles may differ from actual results; and
- our estimates as to the effect of any changes in our Consolidated EBITDA on our ability to remain in compliance with certain covenants in the credit agreement.

Additional factors that could cause actual results to differ are discussed in Part I. Item 1A. *Risk Factors* of our Annual Report on Form 10-K for the period ended December 31, 2020, and in other current and periodic reports filed from time to time with the SEC. All forward-looking statements in this document are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. We do not hold any market risk sensitive instruments for trading purposes. Our primary exposure to market risk is interest rate risk, specifically long-term U.S. treasury rates and the applicable spreads in the high-yield investment market, short-term and long-term LIBOR rates, and short-term Eurodollar rates, and their potential impact on our long-term debt. We attempt to limit our exposure to interest rate risk by managing the mix of our long-term fixed-rate borrowings and short-term borrowings under our bank credit facility. We do not currently utilize derivative financial instruments for trading or speculative purposes.

As of September 30, 2021, our long-term variable-rate borrowings represented approximately 26.0% of total long-term debt. Based on September 30, 2021 debt levels, a 100 basis point change in the interest rate would cause our annual interest costs to change by approximately \$8.8 million.

See also "Liquidity and Capital Resources" above.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q (the "Report"), we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on the evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Report.

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II. Other Information

Item 1. Legal Proceedings

We are parties to various legal proceedings arising in the ordinary course of business. We believe that all pending claims, if adversely decided, would not have a material adverse effect on our business, financial position, results of operations or cash flows.

Item 1A. Risk Factors

There were no material changes from the risk factors previously disclosed in Part I. Item 1A. *Risk Factors* in our Annual Report on Form 10-K for the year ended December 31, 2020.

Item 6. Exhibits

Exhibit Number	Document of Exhibit	Method of Filing
22	List of Guarantor Subsidiaries of Boyd Gaming Corporation.	Incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed July 29, 2021.
31.1	Certification of the Chief Executive Officer of the Registrant pursuant to Exchange Act rule 13a-14(a).	Filed electronically herewith
31.2	Certification of the Chief Financial Officer of the Registrant pursuant to Exchange Act rule 13a-14(a).	Filed electronically herewith
32.1	Certification of the Chief Executive Officer of the Registrant pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. § 1350.	Filed electronically herewith
32.2	Certification of the Chief Financial Officer of the Registrant pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. § 1350.	Filed electronically herewith
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of September 30, 2021 and December 31, 2020, (ii) Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2021 and 2020, (iii) Condensed Consolidated Statements of Changes in Stockholders' Equity for each of the quarters within the nine months ended September 30, 2021 and 2020, iv) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2021 and 2020, and (vi) Notes to Condensed Consolidated Financial Statements.	Filed electronically herewith
104	Inline XBRL for cover page of the Company's Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set.	Filed electronically herewith

BOYD GAMING CORPORATION

The subsidiaries of Boyd Gaming Corporation (the "Company") listed below are 100% owned and have fully and unconditionally guaranteed the Company's (i) 4.750% senior notes due December 2027, (ii) 8.625% senior notes due June 2025 and (iii) 4.750% senior notes due December 2031.

Subsidiary Name

Aliante Gaming, LLC
 ALST Casino Holdco, LLC
 Ameristar Casino Kansas City, LLC
 Ameristar Casino St. Charles, LLC
 Belle of Orleans, L.L.C.
 Belterra Resort Indiana LLC
 Blue Chip Casino, LLC
 Boyd Acquisition, LLC
 Boyd Acquisition I, LLC
 Boyd Acquisition II, LLC
 Boyd Biloxi, LLC
 Boyd Louisiana Racing, L.L.C.
 Boyd Racing, L.L.C.
 Boyd TCIV, LLC
 Boyd Tunica, Inc.
 California Hotel & Casino
 California Hotel Finance Corporation
 Coast Casinos, Inc.
 Coast Hotels & Casinos, Inc.
 Diamond Jo, LLC
 Diamond Jo Worth, LLC
 Kansas Star Casino, LLC
 M.S.W., Inc.
 Nevada Palace, LLC
 Ogle Haus, LLC
 Par-A-Dice Gaming Corporation
 Peninsula Gaming, LLC
 PNK (Ohio), LLC
 PNK (Ohio) II, LLC
 PNK (Ohio) III, LLC
 Red River Entertainment of Shreveport, L.L.C.
 Sam-Will, Inc.
 The Cannery Hotel and Casino, LLC
 The Old Evangeline Downs, L.L.C.
 Treasure Chest Casino, L.L.C.
 Valley Forge Colonial, LLC
 Valley Forge Convention Center Partners, LLC

BOYD GAMING CORPORATION
CERTIFICATION

I, Keith E. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boyd Gaming Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2021

By: /s/ Keith E. Smith

Keith E. Smith
President and Chief Executive Officer

BOYD GAMING CORPORATION
CERTIFICATION

I, Josh Hirsberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boyd Gaming Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2021

By: /s/ Josh Hirsberg

Josh Hirsberg
Executive Vice President, Chief Financial Officer and
Treasurer

BOYD GAMING CORPORATIONCERTIFICATION

In connection with the periodic report of Boyd Gaming Corporation (the "Company") on Form 10-Q for the period ended September 30, 2021, as filed with the Securities and Exchange Commission (the "Report"), I, Keith E. Smith, President and Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: October 28, 2021

By: /s/ Keith E. Smith

Keith E. Smith

President and Chief Executive Officer

BOYD GAMING CORPORATIONCERTIFICATION

In connection with the periodic report of Boyd Gaming Corporation (the "Company") on Form 10-Q for the period ended September 30, 2021, as filed with the Securities and Exchange Commission (the "Report"), I, Josh Hirsberg, Executive Vice President, Chief Financial Officer and Treasurer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: October 28, 2021

By: /s/ Josh Hirsberg
Josh Hirsberg
Executive Vice President, Chief Financial Officer and
Treasurer