

WYNN RESORTS LTD  
Form DEF 14A  
April 18, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**WYNN RESORTS, LIMITED**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
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- (4) Date Filed:



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**LETTER FROM OUR INDEPENDENT**

**BOARD CHAIR**

DEAR FELLOW SHAREHOLDERS,

Last year was a strong financial year for Wynn Resorts. My sincere thanks go out to our 25,000 dedicated employees who made it happen; their efforts and commitment were vital to our Company's success. This year, we face very different challenges. Commencing with the appointment of Matt Maddox as our new CEO on February 6, we have important work ahead of us.

With thoughtfulness and a profound understanding of the moment, we are taking all due measures to protect the interests of our shareholders, our 25,000 employees, our customers in the US and abroad, and the communities in which we live and work. Most notably, we have pledged ourselves to further enhancing our overall corporate governance.

In only a few months we have:

Commenced a board refreshment process to strengthen our Board going forward. On April 17, 2018, after an in-depth process to identify and evaluate potential candidates, our Board appointed Betsy Atkins, Dee Dee Myers, and Wendy Webb to the Board. With these new appointments and following Mr. Virtue's retirement from the Board, 40% of our directors are women, a milestone shared by fewer than 10% of the S&P 400. Our three new directors bring diverse experience and expertise to our Board, and each will enhance and strengthen our Board's oversight of the Company.

Formed a Special Committee of independent directors to investigate allegations regarding former CEO, Stephen A. Wynn, and conduct a comprehensive review of internal workplace policies and procedures.

Sold 5.3 million newly issued shares (at \$175 a share) to Galaxy Entertainment Group, a Hong-Kong listed leading resort, hospitality and gaming company; the remaining 8 million shares held by Stephen A. Wynn were sold to two existing long-term investors, which we believe demonstrates their confidence in the ongoing strength of the Company.

Settled long-running litigation with Universal Entertainment Corporation and Aruze USA, Inc., which we believe the markets received positively.

Affirmatively engaged our largest shareholders to invite advice and input and ensure their confidence in our forward-looking plans.

Worked actively to maintain good relationships with our regulators.

Managers at every level have expanded the channels of communications with our employees around the world, to convey our respect for, and commitment to, them and to a diverse and inclusive community and environment in which to work. Part and parcel of this is to express and to affirm our belief that they are integral to our success. Day in and day out, they deliver the 5-star service for which our Company is proudly known, and thus, they perform a vital role essential to our future.

When you vote your proxy this year, we ask for your support not only of your Board of Directors, but for all of the 25,000 people who, indeed, are Wynn Resorts. Our journey through this transition has begun. We are proud to be furthering an important transition for our Company. With your support, we are committed to completing what we have started.

Sincerely,

**D. Boone Wayson**

Non-executive Chairman of the Board

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**NOTICE OF ANNUAL MEETING**

**DATE AND TIME**

May 16, 2018

9:00 am PT.

**PLACE**

Encore Theater at Wynn Las Vegas, 3131 Las Vegas Boulevard South, Las Vegas, Nevada

This Proxy Statement and our 2017 Annual Report on Form 10-K are available at <http://www.wynnresorts.com> on the Company Information page under the Annual Meeting heading.

**PURPOSE OF THE MEETING**

The Annual Meeting will be held for the following purposes:

1. To elect three Class I directors to serve until the 2021 Annual Meeting of Shareholders;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;
3. To approve, on a non-binding advisory basis, the compensation of our named executive officers as described in the Proxy Statement;
4. To consider and vote on the shareholder proposal requesting a political contributions report, if properly presented at the Annual Meeting; and
5. To consider and transact such other business as may properly come before the Annual Meeting, or at any adjournments or postponements thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Only the Company's shareholders of record at the close of business on March 19, 2018, the record date fixed by the Board of Directors, are entitled to notice of, and to vote at, the Annual Meeting, and at any adjournments or postponements thereof. Only such



shareholders, their proxy holders and our invited guests may attend the Annual Meeting.

### **NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS**

This Proxy Statement and our Annual Report for the fiscal year ended December 31, 2017, are available at <http://www.wynnresorts.com> on the Company Information page under the Annual Meeting heading. We first mailed our Annual Meeting materials (including the Proxy Statement, proxy card and our Annual Report for the fiscal year ended December 31, 2017) to shareholders on or about April 18, 2018.

### **YOUR VOTE IS IMPORTANT**

Whether or not you plan to attend the Annual Meeting, you are encouraged to read the attached Proxy Statement and then cast your vote as promptly as possible by following the instructions on the proxy card you receive. Even if you have given your proxy, you may still vote in person if you attend the Annual Meeting. If your shares are held through an intermediary, such as a bank, broker or other nominee, unless you provide voting instructions to such person, your shares will not be voted on most matters being considered at the Annual Meeting and, therefore, your vote is especially important.

By Order of the Board of Directors

**Kim Sinatra**

Secretary

Las Vegas, Nevada

April 18, 2018

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**OUR BOARD AND CORPORATE GOVERNANCE**

**In this section, Wynn Resorts, Limited (the Company or we ) will tell you about:**

Board Composition and Refreshment

Director Skills, Experience and Tenure

Director Biographies

Board Size, Classes, and Terms

Board Committees

Board Governance  
Board Role in Risk Oversight

Board Meetings/Annual Meeting

Board Communication and Engagement

Board Compensation

**BOARD COMPOSITION AND REFRESHMENT**

As part of our commitment to the refreshment and strengthening of our Board of Directors ( Board ), our Board has appointed three new members, enhancing our Board s diversity of perspective and expertise.

In February 2018, our Nominating and Corporate Governance Committee ( Corporate Governance Committee ) of the Board began a process to add directors to meet our evolving needs and strengthen our diversity. The Corporate Governance Committee retained an independent search firm to assist us.

On March 5, 2018, Dr. Ray R. Irani, who began serving on our Board in October 2007, resigned. In addition, on March 5, 2018, Alvin V. Shoemaker advised the Board that he will not stand for re-election at the expiration of his term at the Company's 2019 Annual Meeting. On April 17, 2018, J. Edward Virtue advised the Board that he will not stand for re-election at the expiration of his term at the Company's 2018 Annual Meeting. Stephen A. Wynn, who served as a director of the Company from June 2002, resigned on February 6, 2018 as Chief Executive Officer and Chairman of the Board.

On April 17, 2018, following a thorough and careful search by the Corporate Governance Committee to identify and evaluate potential candidates, the Board appointed Betsy Atkins, Margaret (Dee Dee) Myers, and Winifred (Wendy) Webb, as Class I, Class II and Class II members of the Board, respectively. Ms. Atkins is standing for election at the Company's 2018 Annual Meeting. Ms. Myers and Ms. Webb's terms will expire at the Company's 2019 Annual Meeting. These appointments advance the Company's commitment to diversify the gender, skills and experience of the Board, strengthening its expertise in corporate governance, communications and public affairs, technology, strategic positioning, and hospitality and branding.

### **DIRECTOR SKILLS, EXPERIENCE AND TENURE**

As the left-hand chart below summarizes, our Board members' skills and experiences cover the areas we believe are most important to our sustainable success. In addition, as the right-hand chart below reflects, our Board has been steadily refreshed and has what we believe is an optimal range of tenures. Importantly, our three new directors since 2015 add significant China, government, and public policy expertise to our Board. The three new directors that have been appointed to the Board, each of whom has been determined to be independent, will provide further refreshment of the Board and will bring additional gaming and hospitality, branding and marketing and financial expertise to the Board.

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**OUR BOARD AND CORPORATE GOVERNANCE**

**DIRECTOR BIOGRAPHIES**

Biographical and other information for our directors is provided below.

**Mr. Hagenbuch** is Chairman of M&H Realty Partners and WestLand Capital Partners, investment firms he co-founded in 1994 and 2010, respectively.

**JOHN J.  
HAGENBUCH**

**PREVIOUS EXPERIENCE**

Chairman, M&H  
Realty Partners  
and  
WestLand Capital  
Partners

General Partner of Hellman & Friedman, a private equity firm that he joined as its third partner in 1985

Salomon Brothers investment banker, raising financing in the worldwide capital markets for large corporate clients as well as advising them on strategic initiatives, including mergers, acquisitions and restructurings

**DIRECTOR  
SINCE  
DECEMBER  
2012**

Director of a number of private and public companies (including GAMI, Inc. and American President Companies Ltd, the largest trans-Pacific container line at the time)

**TERM  
EXPIRES: 2018  
ANNUAL  
MEETING**

**EDUCATION**

Mr. Hagenbuch graduated with an A.B. from Princeton University and received a M.B.A. from Stanford University.

**AGE: 66**

**EXPERTISE**

**BOARD  
COMMITTEES:**

Audit, Chair

Mr. Hagenbuch brings to our Board deep corporate strategy and financial expertise gained over 30 years as a private equity investor and as a director of both public and private companies.

Compensation

**PATRICIA  
MULROY**

**Ms. Mulroy** is currently a Non-Resident Senior Fellow for Climate Adaptation and Environmental Policy for the Brookings Institution and a Practitioner in Residence at the Saltman Center for Conflict Resolution at the William S. Boyd School of Law at University of Nevada Las Vegas. Ms. Mulroy operates a consulting firm representing both corporate and government clients in water matters. Ms. Mulroy recently completed her term as a member of the Global Agenda Council on Water of the World Economic Forum.

Non-Resident  
Senior Fellow for  
Climate  
Adaptation &  
Environmental  
Policy,  
Brookings  
Institution;  
Practitioner in  
Residence,  
Saltman Center for  
Conflict  
Resolution,  
William S. Boyd  
School of Law,  
University of  
Nevada Las Vegas

**PREVIOUS EXPERIENCE**

July 2014 through October 2015: served on the Nevada Gaming Commission

1995 to 2014: Nevada's representative on Colorado River Basin issues, serving as the lead negotiator from 2007 to 2014

1993 to 2014: General Manager of the Southern Nevada Water Authority

1989 to 2014: General Manager of the Las Vegas Valley Water District

**DIRECTOR  
SINCE  
OCTOBER 2015**

**EDUCATION**

Ms. Mulroy graduated with a B.A. and M.A. from the University of Nevada, Las Vegas.



**TERM**  
**EXPIRES: 2018**  
**ANNUAL**  
**MEETING**

**EXPERTISE**

Ms. Mulroy brings more than 30 years of government experience to the Board, serving in numerous leadership roles focusing on Nevada's public infrastructure. Additionally, Ms. Mulroy's experience on the Nevada Gaming Commission brings experience and insight into state regulatory and public policy issues impacting the Company's operations.

**AGE: 65**

**BOARD**  
**COMMITTEES:**

Corporate  
Governance

Compliance

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**OUR BOARD AND CORPORATE GOVERNANCE**

**BETSY ATKINS** **Ms. Atkins** has been the Chief Executive Officer of Baja Corporation, an independent venture capital firm focused on technology, renewable energy and life sciences, since 1994. Ms. Atkins currently serves on the Boards of Schneider Electric (since April 2011), SL Green Realty (since April 2015), and Cognizant Technology Solutions (since April 2017), as well as a number of private companies. Ms. Atkins is also an advisor to SAP.

Chief Executive Officer and Founder, Baja Corporation

**PREVIOUS EXPERIENCE**

2013 to 2016: Chair, APX Labs (a Google Glass enterprise software company)

February 2009 to August 2009: Chair and Chief Executive Officer, Clear Standards (until acquired by SAP)

**DIRECTOR SINCE APRIL 2018**

1991 to 1993: Chair and Chief Executive Officer, NCI

**TERM EXPIRES: 2018 ANNUAL MEETING**

1989 to 1999: Co-founder, Director, Executive Vice President Sales, Marketing, International Operations, Ascend Communications (until acquired by Lucent Technologies)

Previously served on the boards of HD Supply Holdings, Polycom, SunPower, Chico's FAS, Ciber, Darden Restaurants

**AGE: 64**

Formerly an advisor to British Telecom and presidential-appointee to the Pension Benefit Guaranty Corporation advisory committee

## **EDUCATION**

Ms. Atkins graduated with a B.A. from the University of Massachusetts.

## **EXPERTISE**

Ms. Atkins brings to our Board executive leadership and operational experience in various infrastructure and retail industries, as well as significant public board experience and executive compensation, sustainability and enterprise risk management expertise.

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**OUR BOARD AND CORPORATE GOVERNANCE**

**Mr. Virtue** has been the Chief Executive Officer and Founder of MidOcean Partners, an alternative asset manager based in New York, since its founding in 2003.

**J. EDWARD  
VIRTUE**

Mr. Virtue has advised the Board that he will not stand for re-election at the expiration of his term at the Company's 2018 Annual Meeting, but will serve the remainder of his term.

Chief Executive  
Officer and  
Founder,  
MidOcean  
Partners

**PREVIOUS EXPERIENCE**

Senior positions at financial service firms Deutsche Bank, Bankers Trust and Drexel Burnham Lambert

**DIRECTOR  
SINCE  
NOVEMBER  
2012**

**EDUCATION**

Mr. Virtue graduated with a B.A. from Middlebury College.

**TERM  
EXPIRES: 2018  
ANNUAL  
MEETING**

**EXPERTISE**

**AGE: 57**

Mr. Virtue has extensive financial experience as a fund manager and business investor, including experience in the gaming, hospitality and consumer products industries. The continuing challenges of the global economic environment require sophisticated and diverse experience in capital markets, which Mr. Virtue provides.

**BOARD  
COMMITTEES:**

Compensation,  
Chair

Corporate  
Governance

**Ms. Myers** has been Executive Vice President, Worldwide Corporate Communications and Public Affairs for Warner Bros. Entertainment, a broad-based entertainment company and division of TimeWarner, Inc., since September 2014.

**MARGARET  
(DEE DEE)  
MYERS**

**PREVIOUS EXPERIENCE**

Executive Vice  
President

September 2010 to September 2014: Managing Director, Strategic Communications and Public Affairs Practice, Glover Park Group

Worldwide  
Corporate  
Communications  
and Public  
Affairs, Warner  
Bros.  
Entertainment

1994 to 2010: Political analyst, commentator and writer

January 1993 to December 1994: White House Press Secretary

**DIRECTOR  
SINCE APRIL  
2018**

Ms. Myers is the author of the 2008 New York Times best-selling book, *Why Women Should Rule the World*

**EDUCATION**

**TERM  
EXPIRES: 2019  
ANNUAL  
MEETING**

Ms. Myers graduated with a B.S. from Santa Clara University.

**EXPERTISE**

**AGE: 56**

Ms. Myers has extensive experience providing counsel on strategic and crisis communications, reputation management and integrated marketing, drawing on her years in politics and media. She brings to our board expertise in global corporate communications strategies and activities, including media relations, public positioning, executive communications, corporate responsibility and philanthropy.

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**OUR BOARD AND CORPORATE GOVERNANCE**

**JAY L. JOHNSON** **Admiral Johnson** retired as Chairman and Chief Executive Officer of General Dynamics Corporation, a publicly traded manufacturer of defense, aerospace, and other technology products, in December 2012. Admiral Johnson is a member of the Council on Foreign Relations and currently serves as a director of International Paper Company, the U.S. Naval Academy Foundation, and The Peregrine Fund.

Retired

**PREVIOUS EXPERIENCE**

2000 to 2008: various senior executive roles at Dominion Resources Inc., a publicly traded energy company, including as CEO of Dominion Virginia Power

**DIRECTOR  
SINCE AUGUST  
2016**

Prior to 2000: 32-year career in the U.S. Navy, serving as chief of naval operations and a member of the Joint Chiefs of Staff since 1996

**TERM  
EXPIRES: 2019  
ANNUAL  
MEETING**

**EDUCATION**

Admiral Johnson graduated with a B.S. from the United States Naval Academy.

**AGE: 71**

**EXPERTISE**

**BOARD  
COMMITTEES:**

Compensation

Admiral Johnson's experience as an executive and director of various public companies contributes to the Board's ability to guide corporate strategy and oversee public company governance. Additionally, the Board benefits from Admiral Johnson's distinguished 32-year military career, which provides valuable public policy and government relations experience as

well as extensive leadership and strategic skills.

**Mr. Shoemaker** was the Chairman of the Board of First Boston Inc. and First Boston Corp. from April 1983 until his retirement in January 1989, at the time of its sale to Credit Suisse Bank. Mr. Shoemaker currently serves as a member of the board of directors of Huntsman Corporation.

**ALVIN V.  
SHOEMAKER**

Mr. Shoemaker has advised the Board that he will not stand for re-election at the expiration of his term at the Company's 2019 Annual Meeting, but will serve the remainder of his term.

Retired

**EDUCATION**

**DIRECTOR  
SINCE  
DECEMBER  
2002**

Mr. Shoemaker graduated with a B.S. in economics from the Wharton School of Management, University of Pennsylvania, and has a J.D. from the University of Michigan Law School.

**EXPERTISE**

**TERM  
EXPIRES: 2019  
ANNUAL  
MEETING**

Mr. Shoemaker's deep experience as a financial executive serving as the Chairman of First Boston contributes to the Board's oversight of the Company's financial matters.

**AGE: 79**

**BOARD  
COMMITTEES:**

Compensation

Audit





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**OUR BOARD AND CORPORATE GOVERNANCE**

**WINIFRED (WENDY) WEBB** **Ms. Webb** has been Chief Executive Officer of Kestrel Corporate Advisors, an advisory services firm counseling corporate and non-profit organizations on strategic business issues, including growth initiatives, digital marketing, board governance and investor relations, since February 2013. Ms. Webb currently serves on the Boards of ABM Industries (since 2014) and 9 Spokes (since 2015). She also serves as Co-Chair of Women Corporate Directors, Los Angeles/Orange County Chapter.

**PREVIOUS EXPERIENCE**

Chief Executive Officer, Kestrel Corporate Advisors  
 January 2010 to January 2013: Managing Director, Chief Investor Relations Officer, Tennenbaum Capital Partners

April 2008 to January 2010: Chief Communications and Investor Relations Officer, Corporate Executive team member, senior advisor, Ticketmaster Entertainment

**DIRECTOR SINCE APRIL 2018**

1988 to 2008: Senior Vice President of Investor Relations and Shareholder Services, various senior positions, The Walt Disney Company; Executive Director, The Walt Disney Company Foundation

**TERM EXPIRES: 2019 ANNUAL MEETING**

Previously held various investment banking positions at PaineWebber and Lehman Brothers

Previously served on the boards of TiVo, Jack in the Box, and nonprofit PetSmart Charities

**AGE: 60**

**EDUCATION**

Ms. Webb graduated with a B.A. (with honors) from Smith College and received her M.B.A. from Harvard University.

## **EXPERTISE**

Ms. Webb brings to our Board significant industry expertise in travel & tourism, hospitality, food & beverage, media & entertainment, retailing, and facilities services. Ms. Webb's experience developing award-winning investor relations, strategic communications, and brand-building programs will contribute to the Board's ability to provide creative solutions in strategic planning and board governance.

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**OUR BOARD AND CORPORATE GOVERNANCE**

**ROBERT J. MILLER** **Governor Miller** served the longest period as a Governor of the State of Nevada. Governor Miller is also the Wynn Resorts Compliance Director. In September 2000, Governor Miller founded Robert J. Miller Consulting, a company that provides assistance in establishing relationships with, and building partnerships between, private and government entities on the local, state, national and international level.

Retired

**PREVIOUS EXPERIENCE**

1989 to 1999: Governor of the State of Nevada

**DIRECTOR SINCE OCTOBER 2002**

1996 to 1997: Chairman of the National Governors Association

**TERM EXPIRES: 2020 ANNUAL MEETING**

Governor Miller has served as the Clark County District Attorney, the President of the National District Attorney s Association, a Justice of the Peace, Police Department Attorney & Deputy District Attorney

**AGE: 73**

Previously served on other public boards including America West Airlines, Newmont Mining Corporation, Zenith Insurance Company, and International Game Technology

**BOARD COMMITTEES:**

**EDUCATION**

Corporate Governance, Chair  
Compliance, Chair

Governor Miller graduated with B.A. in Political Science from the University of Santa Clara and received his J.D. from Loyola School, Los Angeles.

Audit

**EXPERTISE**

Governor Miller's extensive experience in regulatory and legal compliance, and in Nevada and federal government and politics, brings unique expertise and insight into law enforcement and state regulatory and public policy issues that directly impact the Company's operations. In addition, his legal background and knowledge of Nevada gaming regulation support his service as Chairman of the Company's Corporate Compliance Committee, which role is important in maintaining our regulatory structure and probity.

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**OUR BOARD AND CORPORATE GOVERNANCE**