



NOTICE OF MEETING/ADJUDICATORY HEARING and AGENDA
November 13, 2013 Meeting

Pursuant to the Massachusetts Open Meeting Law, G.L. c. 30A, §§ 18-25, notice is hereby given of a meeting of the Massachusetts Gaming Commission. The meeting will take place:

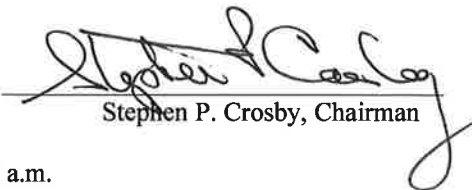
Wednesday, November 13, 2013
9:30 a.m.
Boston Convention and Exhibition Center
415 Summer Street, Room 107A
Boston, MA

PUBLIC MEETING - #89

1. Call to order
2. Crossroads Massachusetts, LLC Suitability
3. Other business – reserved for matters the Chair did not reasonably anticipate at the time of posting.

I certify that on this date, this Notice was posted as “Gaming Commission Meeting” at www.massgaming.com and emailed to: regs@sec.state.ma.us, melissa.andrade@state.ma.us.

11/8/13
(date)


Stephen P. Crosby, Chairman

Date Posted to Website: November 8, 2013 at 9:30 a.m.



Massachusetts Gaming Commission

J. Raymond Miyares
Thomas J. Harrington
Christopher H. Heep

Jennie M. Merrill
Marguerite D. Reynolds
Jonathan E. Simpson

November 11, 2013

Massachusetts Gaming Commission
84 State Street, Suite 720
Boston, MA 02109

Re: Public Comments of the Town of Hopkinton

Dear Commission Members:

Enclosed, for your consideration pursuant to *M.G.L. c.23K* and 205 CMR 115, are the Town of Hopkinton's Comments on the suitability of Crossroads Massachusetts LLC as an applicant for a Category 1 Gaming License.

The Town wishes to express its dismay that the Gaming Commission has solicited public comment on Crossroads and its associated qualifiers while simultaneously withholding from the public basic information contained in the application. In the case of Crossroads, none of the business entity qualifiers are corporations. Most are limited liability companies established specially for the purpose of this application. In the end, they are all doing business under a name that, to our knowledge, does not even appear in the application at all: Foxwoods Massachusetts.

Rather than assisting the applicant in obscuring the complex web of relationships that comprise its proposal, the Commission should have been shining a light on these matters, so that the public—and particularly the communities that are being asked to shoulder the burden of hosting or surrounding the facility—can make the most informed assessments possible of the applicant's suitability. Although the Town has, thus far, been unsuccessful in its efforts to obtain access to these critical public records, it continues to believe that the Commission has a legal obligation to make them public. However, even if it is ultimately determined that the Commission has discretion to withhold the documents, it has shown extraordinarily poor judgment in choosing to do so.

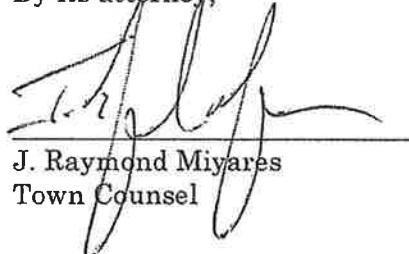
In Massachusetts, we believe that government decision-making should be conducted without secrets and, particularly, that the quality of decisions is enhanced if they are made openly and based on a public record. The fact that applicants have been able to take advantage of legal regimes elsewhere that do not show comparable

Massachusetts Gaming Commission
November 11, 2013
Page 2 of 2

respect for the democratic process should not be a basis for the Commission's denying transparency to the people of Massachusetts.

With respect to Foxwoods Massachusetts, the Town was shocked to learn that no representative of the Gaming Commission or its Investigations and Enforcement Bureau has been in contact with local officials in Norwich, Connecticut, who have had to endure the consequences of Foxwoods' instability, mismanagement and lack of integrity for almost three decades. The Commission's investigation of Foxwoods cannot be said to be "rigorous and real," as the Town was promised by Chairman Crosby on April 30, if the information that these key officials can provide was not even asked for.

Respectfully submitted,
TOWN OF HOPKINTON
By its attorney,



J. Raymond Miyares
Town Counsel

**Town of Hopkinton's Public Comment
on the Suitability of Applicant Crossroads Massachusetts LLC**

Crossroads Massachusetts LLC, which has a certificate to do business as "Foxwoods Massachusetts," is an applicant for a Category 1 Gaming License for a planned casino development in Milford, Massachusetts. Pursuant to *M.G.L. c.23K* and 205 CMR 115, the Gaming Commission is charged with evaluating the suitability of Crossroads during its Phase I Determination, and an affirmative determination of suitability is required before the application can be allowed to proceed. The Commission has requested public comments on the suitability of Crossroads prior to making its decision.

The Town of Hopkinton is submitting this public comment to point out the myriad ways in which Crossroads fails to meet the standards of suitability set forth in the applicable statutes and regulations. The Town requests that Crossroads be issued a negative determination of suitability in accordance with 205 CMR 115.05(2).

Note that, while Crossroads is nominally the Applicant for the Gaming License, the organization's structure, management, finances and even its brand were changed when the owner of the Foxwoods Resort Casino in Ledyard, Connecticut, was added to the mix. Since that date, the Mashantucket Pequot Gaming Enterprise ("MPGE") has become the principal qualifier and public face of the Crossroads proposal.

I. Financial Stability, Integrity and Responsibility

An applicant's financial health is a critical component of its suitability. An applicant's "financial stability, integrity and background" is listed as one of the criteria of suitability for consideration in *M.G.L. c.23K, §12(a)*. In addition, the Commission is directed not to issue an affirmative determination of suitability unless "[it] has determined that the applicant has demonstrated financial stability pursuant to 205 CMR 117.00: *Phase I Determination of Financial Stability.*" 205 CMR 115.01(1)(c).

The reason for this emphasis is well-founded: the statutory framework allows for only a limited number of licenses, and the Commission must make sure that a successful applicant has the financial stability and wherewithal to live up to its

commitment to deliver and maintain a casino development of maximum possible value to the Commonwealth. The Town has examined publicly available information regarding MPGE's finances and the results are undeniable: MPGE's finances are unstable and render the Applicant an unsuitable candidate for the casino license it seeks.

MPGE is an instrumentality of the Mashantucket Pequot Tribal Nation (MPTN). Its financial instability is rooted in the declining revenue from its Connecticut casino. That casino's revenue has declined every year since 2006, and in 2008, Foxwoods fell behind its rival casino, Mohegan Sun, in gross gaming revenue.¹ MPTN, once so awash in gaming profits that it could pay each member a yearly six-figure stipend, is now struggling so much that it has been forced to increase its pursuit of federal grant monies to cover basic services, with the federal grants provided to the MPTN through the Department of the Interior and its Bureau of Indian Affairs rising from \$1 million in 2008 to \$2.7 million in 2011.² The workforce at Foxwoods has also borne the brunt of MPTN's financial ailments, with more than 2,000 employees terminated in multiple rounds of layoffs.³

To be fair, the unmistakably poor financial health of MPGE may partially stem from factors outside its control, such as the nationwide economic slowdown or increased competition from new casinos in neighboring states, but the largest contributor to MPGE's near-insolvency was the expansion it undertook beginning in 2006, a massive misjudgment that put the casino's finances in a tailspin.⁴ Financing this ill-advised expansion led MPTN to accumulate more casino-related debt than any Native American tribe in the United States.⁵ The tribe soon began to default on

¹ New England Casino Gaming Update, 2013, Center for Policy Analysis, University of Massachusetts Dartmouth, p. 7.

² Melia, Michael, "As casinos struggle, tribes seek more federal aid," *Boston Herald* (March 24, 2013).

³ Hallenbeck, Brian, "Foxwoods advises employees of downsizing," *TheDay.com* (February 27, 2013)(available at <http://www.theday.com/article/20130227/BIZ02/130229671/1047>)

⁴ Sokolove, Michael, "Foxwoods Is Fighting for Its Life," *The New York Times* (March 14, 2012).

⁵ NEGU Update, 2013, p. 7.

its credit obligations, first by failing to pay approximately \$7 million in interest on its \$500 million in 8.5 percent bonds at the end of 2009, then by missing a deadline to repay a \$700 million line of credit due on July 13, 2010.⁶

Following these defaults, MPGE avoided complete financial collapse only through a restructuring deal so convoluted that it was described by those who put it together as the most complicated deal they had ever seen.⁷ The financial restructuring took almost four years to complete due to the sheer number of creditors MPGE needed to address, and it has still left the tribe with over \$1.7 billion in debt.⁸ The tribe remains extremely leveraged, with debt totaling almost 8 times its earnings, and it has been forced to earmark a significant portion of its future casino revenue to its creditors as a condition of the restructuring.⁹ Analysts who examined the deal have stated that whatever nominal stability the deal provides will inhere only if the Foxwoods casino is able to reverse its decline in earnings and the tribe is able to avoid relying on additional borrowing.¹⁰

This is not a realistic prospect, however, because earnings at the Connecticut Foxwoods show no sign of reversing their decline, particularly given that Massachusetts is in the process of developing multiple casinos of its own. In addition, the tribe has again embarked on a number of large-scale capital projects, including an expansion of its Connecticut casino with a 300,000-square-foot retail center and a potential casino in Liberty, New York, which will necessitate additional borrowing above and beyond the borrowing necessary to develop and construct its potential casino in Milford.¹¹ Any stability from the debt restructuring is therefore

⁶ *Id.* at p. 23.

⁷ Allen, Lisa, "Foxwoods restructuring gambles on complexity," *The Deal Pipeline* (July 5, 2013).

⁸ *Id.*

⁹ "Moody's assigns B1 to Mashantucket Pequot's proposed \$587 million credit facility; CFR at Caa1, stable outlook," Moody's Investors Service (March 25, 2013).

¹⁰ *Id.*

¹¹ Sokolove, *supra* note 4; Associated Press, "Foxwoods seeks a financial win with Mass. Casino" *Boston Herald* (May 19, 2013). Mohegan Sun, another applicant that also faced

illusory, and MPGE remains saddled with so much debt that it cannot be considered financially suitable for a casino license.

MPGE's situation is so dire that, if it does not receive a gaming license from Massachusetts, it may slide into complete financial insolvency.¹² Peter Trombetta, an analyst at Moody's, has characterized the severity as follows:

In the event that the Massachusetts bids fail, we would be concerned about the tribes' ability to service their debt because [Foxwoods and Mohegan Sun] also face material scheduled maturities at the same time as casinos are likely to open in Massachusetts.¹³

Note, however, that the Gaming Commission should not be under the impression that a successful Massachusetts bid would put the Applicant in a noticeably better position. The Applicant has made it this far only by making staggeringly large pledges of funds without any demonstration that it can come up with the money. These commitments include a proposed \$1 billion casino development, including \$100 million in highway improvements to I-495, annual payments in excess of \$30 million per year to the host community, and the requirement that a 25% share of all revenue be paid to the state. They would be daunting for an applicant on stable financial footing. There is no way that Foxwoods, in its current financial situation, can hope to keep them.

The Gaming Commission should be extremely hesitant to proceed with an applicant whose financial position allows for no margin for error. Any financial setback could render the Applicant unable to proceed or force it to compromise on the commitments it has made to the Commonwealth and to its Host and Surrounding Communities. Specifically, although the Massachusetts casino is theoretically distinct from the Connecticut Foxwoods, there will be a need to funnel

enormous debt obligations, had mitigated these obligations' impact somewhat by partnering with a financial entity responsible for providing the financing. Investigation and Enforcement Bureau Report on Mohegan Sun. MPGE does not appear to have secured any similar such arrangement, and instead appears to plan on financing the Milford project through additional borrowing, potentially through Deutsche Bank. Allen, *supra* note 7.

¹² "Moody's: Connecticut casinos look to expand into Massachusetts to improve revenues," Moody's Investors Service (August 14, 2013).

¹³ *Id.*

money away from the Massachusetts operation to satisfy existing creditors or to restore previously enjoyed tribal benefits rather than to invest the money in high quality facilities, excellent wages or effective impact mitigation. This need would be magnified because there is a well-documented bloc within the tribe who believe that the tribe's priority should be the restoration of yearly stipends.¹⁴ MPGE is in an inherently unstable financial position, and this means that it is an unsuitable candidate for a casino license.

II. Good Character, Honesty, Integrity and Reputation

The Commission is also charged with evaluating the "integrity, honesty, good character and reputation of the applicant." *M.G.L. c.23K, §12(a)(1)*. Clearly, however, MPGE cannot meet the Commission's standards with respect to these attributes. As noted, MPGE is owned by MPTN, a Native American tribe governed by a seven-member Tribal Council. On January 4, 2013, the Council's Treasurer, Steven Thomas, was indicted in U.S. District Court on charges that he had misappropriated more than \$700,000 in tribal funds between 2007 and 2009. On May 2, 2013, the Department of the Interior barred Mr. Thomas from doing business with the United States government "based on a lack of honesty or integrity."¹⁵ Ultimately, on October 3, 2013, Mr. Thomas entered into a plea bargain, pursuant to which he pled guilty to a single charge of theft from a tribal organization. As part of the plea agreement, he admitted to falsifying time cards on which he overstated the hours he worked as assistant director of the Tribe's Department of Natural Resources Protection from Jan. 6, 2007, through Jan. 5, 2008. In exchange, the prosecution dismissed two other theft counts against Thomas and agreed not to oppose his bid for a shorter prison term than federal sentencing guidelines suggest.

¹⁴ Spector, Mike and Alexandra Berzon, "Tribe's Roll of Dice Rattles Lenders," *The Wall Street Journal* (September 17, 2010).

¹⁵ Melia, Michael, "US bars Mashantucket Pequot tribal official from dealings," *Native American Times* (May 2, 2013).

He has agreed to pay the tribe \$177,600 in restitution, and will be sentenced on January 3, 2014.¹⁶

It is troubling that a member of the Tribal Council has engaged in such fiscally dishonest behavior, doubly so because the member in question was the Council Treasurer. Even more disturbing, however, is how the situation with Mr. Thomas shows a systemic disregard for the seriousness of these charges by the rest of the MPTN. The MPTN did not make any effort to remove Mr. Thomas from his post following the indictment, and did not appear to respond to the Department of the Interior's ban at all. Instead, the MPTN allowed Mr. Thomas to retain his position until the day before he pled guilty, when he resigned from the Council.¹⁷ MPTN chose to ignore the wrongdoing of its highest-ranking fiscal officer for as long as it could, despite knowing full well that its application for a Massachusetts casino license would mean its governance would come under investigation.

The MPTN's cavalier attitude toward the wrongdoing of a high-ranking official echoes that of Ourway Realty, LLC, an applicant for a Category II gaming license for a slots parlor in Plainville. The former president of Ourway, Gary Piontkowski, mismanaged over \$1 million in company funds, but was allowed to resign with no punitive action from the company. Ourway's failure to deal with Mr. Piontkowski's misconduct in any meaningful way was a principal factor in the Commission's issuance of a negative determination of suitability. ("[T]he decision [to allow Piontkowski to resign] certainly does nothing to support a finding of clear and convincing evidence of sound business practice or integrity."). MPTN's almost identical failure should lead to the same result.

When it comes to financial wrongdoing by an applicant, *M.G.L. c.23K, §16* requires that "the commission shall deny an application for a gaming license...if the applicant has been convicted of a felony or other crime involving embezzlement, theft, fraud or perjury." This strict scrutiny extends beyond the named applicant to those it lists as qualifiers, as shown in 205 CMR 115.01(1)(d), which states that "the

¹⁶ Hallenbeck, Brian, "Mashantuckets fill tribal council vacancy left by Steven Thomas' resignation," *TheDay.com* (October 24, 2013)(available at <http://www.theday.com/article/20131024/NWS01/131029850/1019&town>).

¹⁷ *Id.*

Commission shall not issue an affirmative determination...unless...all qualifiers...have been determined to be suitable by the commission or received a waiver....”

Crossroads appears to think that it can separate itself from the wrongdoing of Mr. Thomas simply by not listing him as a qualifier in the application.¹⁸ Had he been listed, the Commission would have been required to make a determination of unsuitability, absent a waiver. But the Commission should not reach a different result merely because Crossroads did not mention Mr. Thomas or his misdeeds in its application. Mr. Thomas’ conviction for theft should inevitably lead to a determination that MPGE is not a suitable participant in the Crossroads application, and that Crossroads is therefore not a suitable candidate for a casino license.

Steven Thomas is just the most prominent example of MPGE’s lack of suitability, however. On July 23, 2013, another tribal leader, Michael Thomas, who served as chairman of the MPTN Tribal Council as recently as 2010, was also convicted of theft.¹⁹ During his time as chairman, Michael Thomas spent over \$100,000 of tribal money on personal expenses, such as cable television and limousine trips. The MPTN had long been aware of Michael Thomas’ financial misdeeds but, just as was the case with Steven Thomas, it made no effort to remove him from his position.²⁰ The MPTN’s attitude towards the criminal behavior of its leaders appears to be one of indifference, and it demonstrates that the Commission has no assurance that MPTN will be inclined to monitor the behavior of its leaders if it is awarded a casino license by this Commission.²¹

¹⁸ Only two of the MPTN Tribal Council members have been listed as qualifiers, ostensibly because they make up a committee with “sole decision making responsibilities...with regard to the MPGE’s involvement in the Massachusetts gaming project.” Allen, Robert, Letter to Karen Wells, May 31, 2013.

¹⁹ Christofferson, John, “Ex-leader of Conn. casino tribe convicted of theft,” *The Boston Herald* (July 24, 2013).

²⁰ *Id.* The tribe appears to have been motivated to act against Michael Thomas only when he began to agitate against the decision to suspend yearly six-figure dividends for tribe members. Spector and Berzon, *supra* note 14.

²¹ Caesars Entertainment Corporation, the originally proposed operator for the casino at Suffolk Downs, also demonstrated a notable lack of interest in investigating or acting in response to criminal behavior when it partnered with the Gansevoort Group and engaged

The presence of William Warner in the Crossroads list of qualifiers is further evidence that the company's application lacks the requisite integrity, honesty and character required in a suitable casino licensee. Mr. Warner is the former Chief Operating Officer of Station Casinos Inc. During Mr. Warner's tenure, Station Casinos had to pay a \$1 million fine and a \$38 million civil settlement stemming from charges that the company had sought to improperly influence a former Gaming Commission Chairman during the licensing process. Mr. Warner declined to cooperate with the investigation, refusing to appear before the Commission even after he was subpoenaed.²² The company's pattern of non-compliance left the Missouri Gaming Commission with no choice but to systematically exclude the company and any company associated with it from ever holding a Missouri casino license again.²³ Simply put, as long as MPGE, William Warner, Warner Gaming LLC and Warner Gaming Trust are qualifiers in the application, Crossroads cannot demonstrate that its applicant team has the integrity, honesty, good character and reputation required by *M.G.L. c. 23K, §12(a)(1)*.

III. Sufficient Business Ability and Experience

Perhaps the clearest example of how MPGE is an unsuitable candidate for a Massachusetts casino license is its demonstrable lack of sufficient business ability to establish and maintain a successful gaming establishment, as required by *M.G.L. c.23K, §12(a)(3)*. MPGE is struggling to maintain the single casino it currently owns and, even more importantly, failed utterly in every single other attempt it has made to develop casinos in other locations.

Mitchell Garber to head Caesars Interactive Entertainment, improprieties that the IEB noted as a significant investigative issues in its report. Investigation and Enforcement Bureau Report on Sterling Suffolk Racecourse, LLC. Although no suitability decision with respect to Caesars was made, the fact that the company was asked to withdraw as a qualifier by SSR is evidence that Commission could well have found such behavior to be grounds for a finding of unsuitability.

²² Margolies, David, "Station Casinos to Pay \$38 Million to Settle Gaming License Suit in Missouri," *The Kansas City Star*, (February 11, 2004).

²³ Green, Steven, "Missouri directs Caesars owners to sell stake in North Las Vegas casino," *Vegasinc.com* (July 26, 2012)(available at <http://www.vegasinc.com/news/2012/jul/26/missouri-directs-caesars-owners-sell-stake-north-l/>).

As noted above, gross gaming revenues at MPGE's single resort casino, the Foxwoods casino in Connecticut have dropped every year since 2006 and MPGE's efforts to ameliorate the problem through a massive expansion have not proved successful. MPGE's management structure has mirrored this financial instability, as the institution has run through four different chief executives since its decline began.²⁴ Even if MPGE were able to demonstrate that the precarious finances of its Foxwoods casino in Connecticut do not necessarily mean that it lacks the ability to maintain an existing gaming enterprise, its total failure to expand its business into other markets is unquestionable evidence that MPGE lacks the business ability to develop and construct a new facility.

In 2006, the Pennsylvania Gaming Control Board awarded MPGE a license to open a slot-machine parlor in Philadelphia. Much like its proposal in Massachusetts, MPGE's plan was to take a partial stake in the project and also to act as operator. Throughout the project's abortive, and ultimately unsuccessful development, gaming experts wondered if MPGE's financial troubles would hinder its ability to finance the project, despite the fact that, as is the case in Massachusetts, other investors were part of the development plan. Ultimately, history appears to have proven the doubters correct. Four years after the license was awarded, MPGE had failed to advance the project past even the initial design phase and, on December 16, 2010, the Pennsylvania Gaming Control Board voted to revoke the license.²⁵

The Foxwoods development in Philadelphia faced its share of challenges, certainly. However, it would be difficult to argue that those challenges were unforeseen, or that similar challenges would not arise in Massachusetts. Moreover, the Pennsylvania Gaming Control Board issued licenses to four other casinos the same day it issued the license for Foxwoods, and every one of the others was able to

²⁴ Lin, Jennifer, "For gambling resorts, the chips are down Foxwoods: Tribe's debt may stall Phila. Project," *The Philadelphia Inquirer* (February 15, 2009).

²⁵ *Id.* This failure also demonstrates MPGE's apparent inability to comply with gaming license requirements in other jurisdictions, a criterion for suitability stated in *M.G.L. c.23K, §12(4)*.

navigate the obstacles to development and open successfully.²⁶ This is an unmistakable indictment of MPGE's ability to develop and open a new casino, particularly when the Massachusetts proposal is significantly larger and more complex than what was proposed in Philadelphia.²⁷

MPGE has repeated this pattern of failure and frustration at multiple locations across the country. It failed to develop a casino in Kansas after being granted a license there.²⁸ Its plans to partner with the Pauma Band of Mission Indians in California to expand their existing casino dissolved after Foxwoods was unable to line up funding.²⁹ In 2008, MPGE announced plans to renovate and reopen the Royal Oasis Resort and Casino in Grand Bahama Island, which had been shuttered due to hurricane damage, but the project remains in limbo as the property crumbles into an eyesore.³⁰ And the island of St. Croix, after receiving an announcement in 2005 that Foxwoods intended to construct a casino there, is still waiting, over eight years later, for a single brick to be laid.³¹ Time and time again, Foxwoods has demonstrated that its attempts to expand are futile exercises and wastes of their host communities' time and resources. The Commission should be extremely skeptical about MPGE's ability to succeed when its previous failures have been so complete. Massachusetts cannot afford to allow MPGE to tie up a license for

²⁶ Hamill, Sean, "Pennsylvania Awards 5 Slot-Machine Licenses," *The New York Times* (December 21, 2006); Pennsylvania Gaming Control Board, Annual Report, 2012-2013, p.19-23.

²⁷ Compare Lin, Jennifer, "Pa. revokes Foxwoods' casino license," *The Philadelphia Inquirer* (December 17, 2010) with Arsenault, Mark, "Foxwoods offers Milford bigger project, more cash," *The Boston Globe* (September 1, 2013).

²⁸ McCoy, Daniel, "Chisholm Creek withdraws lottery application," *Wichita Business Journal* (April 12, 2010).

²⁹ Sifuentes, Edward, "Pauma wins interim decision against state," *utsandiego.com* (April 18, 2010)(available at <http://www.utsandiego.com/news/2010/apr/18/region-pauma-wins-interim-decision-against-state/all/>).

³⁰ Todd, Jeffrey, "Royal Oasis in talks for redevelopment," *The Nassau Guardian* (January 8, 2013).

³¹ Lohr, Lynda, "Financing Difficult for Planned St. Croix Hotel/Casinos," *stcroixsource.com* (March 2, 2011)(available at <http://stcroixsource.com/content/news/local-news/2011/03/02/financing-difficult-planned-st-croix-hotelcasinos>).

years until it has to be revoked, leaving both the Commonwealth and the host community without the millions of dollars in revenue they had been expecting.

The poor business practices of MPGE have been on full display in Massachusetts from the moment it entered the Massachusetts casino licensing landscape. Category 1 Gaming License applications by prospective Category 1 Casino Applicants were due on January 15, 2013. At that time, Crossroads Massachusetts, LLC, headed by David Nunes of Ajax Gaming Ventures, LLC, submitted its application for a Category 1 Gaming License, and MPGE was not named anywhere in the application.

In February 2013, several weeks after Crossroads submitted its application, MPGE announced that it had joined the project, already displaying either a disconcerting insensitivity to the regulatory deadlines or a disturbing inability to get organized in a timely fashion.³² According to Scott Butera, president and chief executive of MPGE, MPGE joined Mr. Nunes' Crossroads Massachusetts venture as a "full partner" and stakeholder, stating that Foxwoods would operate the gambling resort if the project were licensed.³³ However, the Agreement memorializing this arrangement was, in fact, not executed until March 5, 2013, and the Applicant did not bother to supplement its application with the information about MPGE and its attendant qualifiers (information that is clearly required pursuant to 205 CMR 111.00) until March 31, 2013, following a specific request by the Gaming Commission.³⁴

Despite all of this reshuffling, the Applicant's team was still not properly organized on April 4, 2013, two months after MPGE joined the Crossroads project and nearly three months after Crossroads Massachusetts submitted its Category 1 License application, necessitating a massive and acrimonious restructuring wherein Mr. Nunes resigned from the project. In a letter addressed to Richard Villani, Milford Town Administrator, Mr. Nunes stated that he had his "authority and title

³² Arsenault, Mark, "Foxwoods joins chase for casino license in Mass.," *The Boston Globe* (February 10, 2013).

³³ *Id.*

³⁴ Allen letter, *supra* note 18.

stripped by my investor partners and they wish to proceed in place of me.”³⁵ Mr. Nunes further explained that “[o]n the morning of March 18th, 2013, I was sent a ‘cease and desist’ letter...on behalf of the other members of Crossroads Massachusetts, LLC, advising me that I am no longer allowed to assert that Ajax Gaming Ventures, LLC or David Nunes have any authority to act on behalf of Crossroads Massachusetts, LLC.” Mr. Nunes ended his letter by saying that he had “shed any faith in the project given that the investors and Foxwoods have not invested the time to get to know the people of Milford.” William Buckley, a member of the Milford Board of Selectmen, echoed these concerns when he stated, soon after receipt of Mr. Nunes’ mysterious letter, that “[i]nfighting among the investors does not lend credibility to the project.”³⁶

Then, just as abruptly—and with only a vague explanation that “the partners and investors were willing and able to work through...differences”—Mr. Nunes reappeared on May 18, 2013 as the project’s “Chief Development Officer,”³⁷ apparently unconcerned that, less than two months prior, he had told the Town of Milford that he had no faith in the project.

Though many conclusions can be drawn from these drastic changes in Crossroads’ management structure so soon after the Applicant submitted its application, it is clear that Mr. Nunes’ abrupt abdication and subsequent reinstatement as the principal liaison between the Town of Milford and the prospective casino at the hands of Foxwoods and its investors puts the entire project’s credibility at issue. When considered alongside MPGE’s failures with other prospective casino developments, this type of upheaval in the management structure is a further manifestation of MPGE’s chronic lack of business ability. The Commission should take these repeated examples to heart, and find the Applicant unsuitable for a casino license.

³⁵ Nunes, David H., Letter to Richard Villani (April 4, 2013).

³⁶ Tota, Matt, “Nunes no longer face of casino proposal,” *The Milford Daily News* (April 6, 2013).

³⁷ Arsenault, Mark. “Developer regains control of Milford casino effort.” *The Boston Globe* (May 18, 2013).

MacDonald, Dan (MGC)

From: Anthony Schiavi <aschiavi@ashlandmass.com>
Sent: Tuesday, November 12, 2013 4:08 PM
To: MGCcomments (MGC)
Cc: Board of Selectmen; Mehta, Puja (sen); Richmond, Ross (HOU); carolyn.dykema@mahouse.gov; john.fernandes@mahouse.gov; jeff.roy@mahouse.gov
Subject: Letter from the Ashland Board of Selectman - Crossroads, Massachusetts Suitability
Attachments: Ashland-Ltr to MGC on Crossroads MA suitability.PDF

Dear Commissioners,

Please find attached a letter from the Ashland Board of Selectman regarding the upcoming suitability hearing for Crossroads, Massachusetts LLC for a gaming license related to a proposed Milford MA casino.

Sincerely,

Tony Schiavi

Mr. Anthony Schiavi
Town Manager
Town of Ashland
508-881-0100 Ext 612

Please remember when writing or responding, the Massachusetts Secretary of State has determined that e-mail is a public record. This e-mail is intended to be conveyed only to the designated recipient(s) named above. Any use, dissemination, distribution, or reproduction of this message by unintended recipients is not authorized and may be unlawful.



TOWN OF ASHLAND, MASSACHUSETTS

OFFICE OF THE BOARD OF SELECTMAN

AND THE TOWN MANAGER

101 Main Street, 01721-1191

(508) 881-0100

(508) 231-1503 (fax)

Anthony Schiavi, *Town Manager, Ext 612*

Michael Herbert, *Assistant Town Manager/Finance Director, Ext 616*

Susan K. Robie, *Executive Assistant, Ext. 614*

BOARD OF SELECTMEN

Yolanda Greaves, *Chairwoman*

Joseph J. Magnani, Jr., *Vice Chairman*

Steve Mitchell, *Clerk*

Paul D. Monaco, *Selectman*

Mark Juitt, *Selectman*

November 11, 2013

The Commonwealth of Massachusetts
Massachusetts Gaming Commission
84 State Street, Suite 720
Boston, MA 02109

VIA US MAIL AND EMAIL: mgccomments@state.ma.us

RE: Crossroads Mass., LLC/Foxwoods-Comments on Suitability

Dear Chairman Crosby and Fellow MGC Commissioners,

The Ashland Board of Selectman are writing this letter relative to the Commission's upcoming suitability hearings and assessment of Crossroads Massachusetts, LLC as an applicant for a Massachusetts gaming license and a proposed casino in Milford. The Commission has recently heard significant concerns expressed by Representative Carolyn Dykema in her October 29, 2013 letter to the Commission. In addition, Senator Karen Spilka recently expressed her own views and concerns directly to Mr. John Ziemba, Ombudsman for the MGC.

The Town of Ashland has very serious reservations about the ability of this applicant to establish successful, meaningful or healthy long-term relationships with either the host community of Milford and/or surrounding communities. Only recently has the applicant revealed its shortsighted approach of only considering bordering towns as potential surrounding communities. Not only do we feel this approach to be detrimental to Ashland, but also contrary to the spirit and intent of the Mass Gaming Commission's own regulations related to the same. Crossroads, LLC has proven to be non-responsive, and light on any details related to how it plans to address impacts and mitigation, other than to say, "yes, we know about that and plan to address it". This is simply unacceptable. The towns of Ashland, Hopkinton, Holliston and Medway have several regional agreements, not the least of which is the potential for Ashland and Hopkinton to merge fire departments and create the only Regional Fire and Emergency Service department in the Commonwealth. The latter, in and of itself, requires a public safety impact study beyond just bordering communities. There will also be traffic, infrastructure and social service impacts that will certainly affect Ashland due to its close proximity to the proposed Crossroads casino project. This applicant has to date not provided any direct funding to potential surrounding communities, and has excluded Ashland, which is again contrary to that

allowed for under the Commission's regulations. Even our Regional Planning Agencies have been frustrated by the lack of clarity or blatant withholding of important information needed to assess the impacts of this proposed project on nearby communities. Even if Ashland were to receive funding to evaluate potential impacts under 205 CMR 125.01 (5), there is little time remaining prior to the RFA-2 application deadline in order to digest and analyze any resulting reports. The eleventh hour approach shown by Crossroads throughout this process is denying Ashland its due consideration as an impacted community and our designation as a surrounding community. Ashland needs and deserves both the funding and designation by this applicant, as a surrounding community to ensure we do not become a casualty of this project should Crossroads, LLC ultimately be granted a license.

The above points notwithstanding, the additional concerns raised by Representative Dykema and shared by Ashland, are the documented record of criminal convictions of several high level Foxwoods executives to include embezzlement and other serious criminal activity. The record of financial improprieties and irresponsibility seriously degrade any sense of public confidence that this applicant has, in any meaningful way, taken steps to ensure sound business practices now or in the future. One only need to look as far as the recent bankruptcy and debt restructuring that Foxwoods undertook just this year and which has done nothing more than try and cloud its lack of fiscal stability and health. In addition, the recent filing of its Environmental Notification Form to the State is yet another attempt to put those charged with reviewing and providing findings in a "square corner" as it relates to providing critical information to the residents of Milford allowing them to make an informed decision prior to their November 19th referendum on this proposed project. The residents of Milford deserve better when asked to make such an important and long lasting decision.

In summary, the Town of Ashland wants to send an unequivocal message to the Commission that we believe strongly that Crossroads Massachusetts, LLC is clearly an unsuitable applicant to develop a casino anywhere in Massachusetts. We, the Ashland Board of Selectman on behalf of our community are urging the Commission to consider these and any other factors during its review to include what it takes to operate an enterprise such as the one proposed in a responsible way, but also one that contributes positively to not only its host community, but the communities that will undoubtedly feel the impacts, including the Town of Ashland.

Sincerely,



Yolanda Greaves
Chair, Ashland Board of Selectman

cc: Karen Spilka, Senator, 2nd Middlesex and Norfolk District
Thomas Sannicandro, Representative, 7th Middlesex District
Carolyn Dykema, Representative, 8th Middlesex District
John Fernandes, Representative, 10th Worcester District
Jeffrey Roy, Representative, 10th Norfolk District
Ashland Board of Selectman

Bresilla, Colette (MGC)

From: . <mcadict@comcast.net>
Sent: Tuesday, November 12, 2013 11:03 PM
To: MGCcomments (MGC)
Subject: Milford, MA

47 South Bow Street

Milford, MA 10757

November 12, 2013

Mr. Stephen Crosby
Chairman, Massachusetts Gaming Commission
84 State Street, 10th Floor
Boston, MA 02109

Mr. Crosby,

To be clear, I do not want Foxwoods / Crossroads MA to build a casino complex in Milford. I am sure that you are, or will become, very familiar with the reasons a great many people in my hometown oppose this idea and it is not my intent to restate those reasons here.

However, issues have been raised that call the suitability of Foxwoods as a casino operator into question that I feel the Gaming Commission must address these issues fully, squarely and unequivocally. Some of us, and our neighbors, may have to live with a casino complex for the rest of our lives and I, for one, do not want to find out after the fact that some stone was left unturned, some question unanswered, some benefit given to the doubt.

It is only to your Commission that we can look for an honest explanation.

There is, reportedly, a past Chairman of Foxwoods' management council who was convicted in July of this year of embezzlement. I am unclear as to whether the actual embezzlement occurred before or during Mr. Butera's tenure at Foxwoods. I am also unclear about how many other people, who were in positions of authority during the time of this individual's embezzlement, are still employed by Foxwoods. In short, how extensive was the house cleaning?

Additionally, it has been reported that the Treasurer of Foxwoods' management council resigned last month after pleading guilty to embezzlement after being indicted last January. Mr. Butera has been at Foxwoods for several years now and the actions he took, or did not take, relative to this matter are of great concern to me.

Has Foxwoods' Chief of Staff really been convicted three times for criminal behavior and was he promoted to a position of greater authority after these convictions during Mr. Butera's tenure?

If the Mashantucket Pequot Tribal Nation is a minority owner of the proposed Milford casino, why are all of the members of the Council not included as qualifiers? A specific, direct and creditable answer to this question must be presented. For Foxwoods to present less than a majority of the Council as qualifiers creates the appearance that something is being withheld.

Has Foxwoods failed to live up to its commitments in Philadelphia, California and Kansas?

It has been reported that Foxwoods Connecticut has actively resisted paying the Town of Ledyard, CT some \$300,00 in unpaid taxes and fees the Town claims is owed to them. This amount is a small percentage of what Mr. Butera's group is offering the Town of Milford. Why hasn't Foxwoods CT settled this issue by making a payment in lieu of taxes -- a payment in good faith?

And whereas it may fall to state agency other than yours to issue a final decision on this, the concern about the complex proposed by Foxwoods and its impact on our water supply is huge. Our natural resources are limited and fragile. We can not afford a mistake on this issue. If this proposed casino damages our water supply, it will kill the Town of Milford.

The future of my hometown -- the hometown of my parents and the town my grandparents chose -- the future of my place in the world -- rests in the hands of your Commission. Please do not fail us.

Best regards,

Richard A. Morrison

Bresilla, Colette (MGC)

From: John Carneiro <johncarneiro@verizon.net>
Sent: Tuesday, November 12, 2013 10:21 PM
To: MGCcomments (MGC)
Subject: Foxwoods Milford Casino Suitability

Hello,

I believe it is common knowledge that Foxwoods Milford MA is not Suitable. Here are just a few points that support this:

1. Foxwoods has a track record of failure.

Foxwoods won casino licenses in Philadelphia, Kansas, California, and St. Croix, but never laid one brick.

2. Foxwoods reneged on its financial obligations.

Foxwoods recently restructured its debt by negotiating a deal to avoid paying back \$550 million of what they owed. One creditor fought the deal, but settled for one fourth of the millions owed.

3. Foxwoods is suffering financially.

Foxwoods is losing customers and revenue to newer casinos in New York and Rhode Island. Gambling revenue has dropped the last six years in a row. Because customers from Massachusetts and Rhode Island currently make up almost half of the Foxwoods CT customer base, the opening of casinos in Massachusetts significantly threatens the financial future of Foxwoods.

4. Our host community agreement with Foxwoods is WEAK.

Milford's agreement does not include penalties for nonperformance. The Suffolk Downs agreement forces the developer to pay significant daily penalties, as much as \$88,000 a day, for construction and scheduled payment delays.

5. Foxwoods treats employees unfairly.

In 2007 dealers at Foxwoods decided that working conditions had deteriorated to the point that they needed to join a union, thus becoming one of the first employee groups to ever organize at a tribal casino. Critical issues the employees were struggling with included the shrinking of their health benefits and the management's reduction of their tips. Foxwoods petitioned the National Labor Review Board to stop dealers from organizing and holding elections, but the Labor Board allowed the elections to move forward. The tension between Foxwoods management and employees continues.

Most recently Foxwoods refused to negotiate a new contract with employees, forcing them to work without a contract for two years.

6. Foxwoods is suing its host community in Connecticut.

The Connecticut casinos are not obligated to pay taxes or mitigation amounts to their host communities, although the towns must provide municipal services and public education. The town of Montville successfully negotiated payments from Mohegan Sun to help cover the costs of town-provided services, but Foxwoods has refused to negotiate any similar payments to the town of Ledyard.

To try to make up for the financial drain caused by Foxwoods, Ledyard levied a tax on the vendors that supply Foxwoods' slot machines. Concerned that such a tax would set an unwelcome precedent, Foxwoods pressured the vendors to stop paying the tax, even though Foxwoods itself is not required to pay one dime.

In July 2008 Ledyard filed suit in Connecticut Superior Court to collect the unpaid taxes. After years of court delays, Ledyard won their case, but Foxwoods appealed, once again blocking the town from collecting tax revenue. The extended legal battle has cost the town of Ledyard over \$1 million so far.

7. WOULD FOXWOODS MAKE A GOOD BUSINESS PARTNER FOR MILFORD?

Foxwoods has failed to open casinos outside of Connecticut, despite having been granted licenses in four other locations. Will Foxwoods really follow through here in Milford?

Foxwoods' revenue started falling six years ago. Two years later they were unable to pay their creditors, prompting them to "restructure" their debt and force their creditors to give up millions of dollars. Foxwoods continues to lose money each month.

Can Milford count on Foxwoods to keep its financial promises?

Our host community agreement with Foxwoods does not include penalty payments.

Foxwoods' ongoing legal actions against its Connecticut host community have cost the tax payers over one million dollars. If Foxwoods delays construction or fails to make a payment to Milford, how much time and money will it cost us in court proceedings and appeals to enforce the contract?

Regards,

John Carneiro

Resident of Milford MA

Bresilla, Colette (MGC)

From: tspino@alleghenyrgi.com
Sent: Tuesday, November 12, 2013 2:22 PM
To: Blue, Catherine (MGC); MGCcomments (MGC); Canavan, Brian (AGO); Hanley, Patrick (AGO)
Cc: Idcmarine@gmail.com; Marie Szaniszlo; miketimm@comcast.net; Cindy Spino; jack@ntmechanical.com; Brian Herr
Subject: RE: Concern of the Fraud Advertising by Foxwoods Casino Affiliates in Milford

Good Afternoon!

As a follow-up to this message which I had sent last evening, I would like to ask for a comment relating to this fraudulent ad and how it may pertain to MA General Law Part I, Title VIII, Chapter 56, Section 39?

In reading this Section 39 it would immediately seem that there is a violation here with consequences.

Again, this is not the type of Company that I would believe the Commonwealth is wanting to have manage and control a potential \$1Billion investment here.

I look forward to the Attorney General's office and the MA Gaming IEB reviewing this for violations and consequences. I would appreciate inputs at your earliest convenience.

Sincerely,

Tim Spino

----- Original Message -----

Subject: Concern of the Fraud Advertising by Foxwoods Casino Affiliates in Milford

From: <tspino@alleghenyrgi.com>

Date: Mon, November 11, 2013 11:47 pm

To: "Catherine Blue" <catherine.blue@state.ma.us>, "mgccomments (MGC)" <mgccomments@state.ma.us>, "Brian Canavan" <brian.j.canavan@state.ma.us>, "Patrick Hanley" <patrick.hanley@state.ma.us>

Cc: Idcmarine@gmail.com, "Marie Szaniszlo"

<marie.szaniszlo@bostonherald.com>, miketimm@comcast.net, "Cindy Spino"

<spino24@yahoo.com>, jack@ntmechanical.com, "Brian Herr"

<BHerr@wescodist.com>

Good Morning!

I will be very specific in my comments here. There is a PAC associated, and I believe funded partially by the Foxwoods MA casino group, that has recently posted an ad in a local paper, TOWN CRIER, with blatant misrepresentations and possible fraud. The ad on Page 9 of the November 8 issue is "Paid for by Citizens for Milford's Future, Michael Kaplan, Chairman". This organization is being lead by Mr. Kaplan and also Milford Attorney Warren Heller. Mr. Heller is a "paid consultant for Foxwoods". Mr. Heller was "retained to advise it (Foxwoods Massachusetts) in connection with an upcoming referendum and, possibly, a special town meeting vote on a required zone change for the project (Milford Casino)"; as reported in The DAY Connecticut by Brian Hallenbeck on September 21, 2013.

The November 8 Town Crier ad emphatically states "We're voting YES on November 19th".

There is a problem with this ad. It is coming out now that:

*At least 50+ residents listed in this ad are not even registered voters here in the town of Milford.

*At least 3 of the listed residents are active members of the Casino Free Milford PAC, the PAC fighting to stop a casino from locating in the town of Milford. They never would have signed this "supposed" petition presented by Citizens for Milford's Future.

*At least 2 residents, and I have been told there are more, are confirmed to have never spoken with anyone from "Citizens for Milford's Future" nor had they given permission to have their names used fraudulently in this ad.

Enough is enough. This group has to stoop this low as to lie and mislead residents in the town of Milford? I suggest to you that this is a blatant erroneous ad supported by Foxwoods. Mr. Heller is a paid consultant by Foxwoods. As this paper is only published every other week, the next publication will be AFTER the November 19 vote about a casino in Milford. A retraction at that time is useless and they knew it when they published this ad. Residents are being used and residents are being lied to in order to blindly obtain more votes for their casino.

I strongly urge that action be taken with time being of the essence to stop and expose this potential fraud and misrepresentation. If they are willing to blatantly offer these lies to win votes, what other lies and possible fraud may be taking place here?

Is this the type of Company that the Commonwealth wants to approve to have manage and control a \$1Billion project in Massachusetts?

I hope not. We ask you to pursue this issue aggressively and we seek an immediate legal review of this matter.

Thank you for your time.

Sincerely,
Tim Spino
15 Wales Street
Milford, MA.

Bresilla, Colette (MGC)

From: Melinda Fayette <mfayette@benchmarkquality.com>
Sent: Monday, November 11, 2013 4:17 PM
To: MGCcomments (MGC)
Subject: Disqualify Foxwoods

Good Afternoon,

I am a 7-year home-owning resident of Milford. I do not trust Foxwoods to be a good partner:

- David Nunez was hired by Foxwoods back in 2008 as a community liason and promptly did nothing for years. When he was fired last year, he wrote an absolutely scathing letter regarding his ex-employer. Then he was hired back. How can you trust or believe any information that comes from such a situation?
- Foxwoods has a history of renegeing on financial promises, including their restaurants and union employees. Standard and Poor rates them as "vulnerable to nonpayment." How can we trust a company with such poor track record?
- Foxwoods is mailing flyers to our homes that include drawings of traffic routes that have not been submitted, let alone approved by any state or federal agency. How can we believe promises that have no factual basis?
- Since entering a hosting agreement, Foxwoods has doubled the size and footprint of their plans as well as making the proposed structure much closer to residential homes. How can you trust someone who changes their story.

I have read everything on both sides and researched as much as possible. We have been lied to at very stage. There is no accountability, no trust, no believing Foxwoods. Please deny their application.

Socially yours,
Melinda Fayette
Social Media Chipmunk
Benchmark Senior Living
Phone: 781-489-7122

Connect with us!



CONFIDENTIALITY NOTICE: The information contained in this e-mail is privileged and confidential and it is intended only for the use of the individual or entity to whom it is addressed. If the reader of this message is not the intended recipient, you are hereby notified that any viewing, dissemination, distribution, or copying of this e-mail message is strictly prohibited. If you have received and/or are viewing this e-mail in error, please immediately notify the sender by reply e-mail, and delete this e-mail from your system.

Bresilla, Colette (MGC)

From: tspino@alleghenyrgi.com
Sent: Tuesday, November 12, 2013 12:37 AM
To: Blue, Catherine (MGC); MGCcomments (MGC)
Cc: ldcmarine@gmail.com; miketimm@comcast.net; jack@ntmechanical.com; Michelle Denlinger; David Denlinger; Cindy Spino; ann currie
Subject: Review of Qualifying Applicants for Milford Casino

Good Morning!

I understand that on Wednesday, November 13, the Gaming Commission will begin its review of the Foxwoods MA casino applicants. I have previously submitted information that I hope the investigators for the Gaming Commission have had time to dig into for full investigation and review. This is a potential \$1Billion program which is being led by an organization that is ripe with internal issues, financial issues and a history of poor management. Is this the type of company the Commonwealth wishes to have control this program?

I would like to briefly recap here some of the main issues I have presented in the hopes that as I attend this review on Wednesday we are able to hear the responses of the appropriate applicants and/or their associated parties:

1.) The previously undisclosed working relationship between Mr. Scott Butera of Foxwoods CT. and the Counsel from Chicago, Cezar Froelich of Shesky and Froelich, hired to represent the Town of Milford in negotiating with Mr. Butera and his casino group. This pertains to their direct working relationship and interface while they were booth at Trump Resorts. You have my detailed information on this issue. If not, please let me know and I would be happy to forward it to you once again. The town of Milford residents nor town officials were told about this previous relationship prior to signing and Agreement with Counsel to represent the town in negotiations with Mr. Butera and his group.

2.) Concern about "close affiliates" as defined by MA. Gaming. The concern expressed here pertained to the acknowledgement that the Commonwealth nor MA. Gaming will have zero control over the Mashantucket Pequot Tribal Council and its members. This Council 100% controls all aspects of the casino business for the Mashantucket Pequot tribe. This Council has had members arrested for fraud and embezzlement of tribal funds and U.S. Government funds. This Council supports the administrator whom the Tribal Police Department reports to and who has a history of arrests including spending time in jail for paralyzing another man. Any member of the tribe over the age of 18 and a confirmed tribal member can run for tribal Council. Given the recent history of this Tribal Council and their legal issues is this the group you wish coming into MA. to manage and control this \$1Billion program here? I have provided additional details in previous messages. If you wish to receive this information again please let me know.

3.) BEKA Development, the Bahamas, John O'Brien ex-President of Foxwoods Ct. and Foxwoods CT -- A trail of lies and deceit that cost investors money and has left another failed investment example of Foxwoods CT. I will forward my initial email of October 2, 2013 to refresh our memories. I hope the IEB was able to obtain more detailed information about this episode in the Bahamas.

I look forward to attending Wednesday's session. Let us protect the Commonwealth!

Sincerely,
Tim Spino
15 Wales Street
Milford, MA.

Bresilla, Colette (MGC)

From: Ed McLellan <edmcl@verizon.net>
Sent: Sunday, November 10, 2013 5:32 PM
To: MGCcomments (MGC)
Subject: Foxwoods suitability hearing public comment

To Whom it may Concern,

As a resident of Holliston, a non-voting town directly adjacent to the proposed Foxwoods casino project in Milford, I would like to comment on the suitability of the Foxwoods parent corporation which I find lacking. Throughout the proposal process, it has been difficult to extract information when it was needed and in complete detail. The initial casino proposal was submitted by a Mr Nunes, at a time when it was inconvenient for Foxwoods to enter bidding. The reason appears to be due to the incomplete restructuring of a massive amount of debt associated with the Connecticut operations. Only after creditors were forced to accept a fraction of the debt owed, was Foxwoods able to engage in the Milford casino bid. This fact, by itself, leaves far more than a shadow of doubt on the promises to pay both Milford and surrounding communities for mitigation. Through easily attainable data, Foxwoods and in fact all of the Connecticut casinos have been returning steadily less tax revenue to the state since approximately 2008. The combination of these two facts leads to only one conclusion, that the long term financial stability of Foxwoods is not sufficient to support another large casino in Milford.

Furthermore, since Foxwoods entered the Milford proposal, the entire process has been either slow, incomplete or misleading. For example, at the June 3 public meeting, intended to provide detailed information to a concerned audience, the traffic presentation raised eyebrows for a more than one issue. Despite earlier assurance that all traffic to and from the casino would come directly from the 495 interstate, a "new" requirement was offered as the reason that access from local Rt 16 was necessary to satisfy regulations. If we were to believe the earlier promise, then the honorable thing to do would be to drop the bid. Otherwise, local residents are forced to accept the fact that money for the casino trumps any and all promises. Also, during the same meeting, after presentation of the traffic plan, the subsequent speaker stated that there was a decimal place error in the traffic data. One of the presenters quickly commented "obviously this was put together quickly". So, two months after the initial, near content-free presentation from Foxwoods, the public was presented with data that was erroneous by 10x and only corrected by a quick off-the-cuff comment in a public hearing. I can only conclude that again, the public was secondary to the primary goal of pushing the project forward through a necessary hearing.

In conclusion, I have serious reservations that Foxwoods could be a suitable owner or manager of such a large project that has such a large potential impact on the future of Milford and surrounding communities. Their recent financial performance leads one to doubt that they would be able to maintain sufficient liquidity and their pursuit of financial goals ahead of promises and even a fair and honest process throughout the proposal period leave serious doubt that priorities would change.

Respectfully,

Edward McLellan
5 Washington Path
Holliston, MA 01746

MacDonald, Dan (MGC)

From: tspino@allegHENYrgi.com
Sent: Tuesday, November 12, 2013 2:22 PM
To: Blue, Catherine (MGC); MGCcomments (MGC); Canavan, Brian (AGO); Hanley, Patrick (AGO)
Cc: Idcmarine@gmail.com; Marie Szaniszló; miketimm@comcast.net; Cindy Spino; jack@ntmechanical.com; Brian Herr
Subject: RE: Concern of the Fraud Advertising by Foxwoods Casino Affiliates in Milford

Good Afternoon!

As a follow-up to this message which I had sent last evening, I would like to ask for a comment relating to this fraudulent ad and how it may pertain to MA General Law Part I, Title VIII, Chapter 56, Section 39?

In reading this Section 39 it would immediately seem that there is a violation here with consequences.

Again, this is not the type of Company that I would believe the Commonwealth is wanting to have manage and control a potential \$1Billion investment here.

I look forward to the Attorney General's office and the MA Gaming IEB reviewing this for violations and consequences. I would appreciate inputs at your earliest convenience.

Sincerely,

Tim Spino

----- Original Message -----

Subject: Concern of the Fraud Advertising by Foxwoods Casino Affiliates in Milford

From: <tspino@allegHENYrgi.com>

Date: Mon, November 11, 2013 11:47 pm

To: "Catherine Blue" <catherine.blue@state.ma.us>, "mgccomments (MGC)" <mgccomments@state.ma.us>, "Brian Canavan" <brian.j.canavan@state.ma.us>, "Patrick Hanley" <patrick.hanley@state.ma.us>

Cc: Idcmarine@gmail.com, "Marie Szaniszló" <marie.szaniszló@bostonherald.com>, miketimm@comcast.net, "Cindy Spino" <spino24@yahoo.com>, jack@ntmechanical.com, "Brian Herr" <BHerr@wescodist.com>

Good Morning!

I will be very specific in my comments here. There is a PAC associated, and I believe funded partially by the Foxwoods MA casino group, that has recently posted an ad in a local paper, TOWN CRIER, with blatant misrepresentations and possible fraud. The ad on Page 9 of the November 8 issue is "Paid for by Citizens for Milford's Future, Michael Kaplan, Chairman". This organization is being lead by Mr. Kaplan and also Milford Attorney Warren Heller. Mr. Heller is a "paid consultant for Foxwoods". Mr. Heller was "retained to advise it (Foxwoods Massachusetts) in connection with an upcoming referendum and, possibly, a special town meeting vote on a required zone change for the project (Milford Casino)"; as reported in The DAY Connecticut by Brian Hallenbeck on September 21, 2013.

The November 8 Town Crier ad emphatically states "We're voting YES on November 19th".

There is a problem with this ad. It is coming out now that:

*At least 50+ residents listed in this ad are not even registered voters here in the town of Milford.

*At least 3 of the listed residents are active members of the Casino Free Milford PAC, the PAC fighting to stop a casino from locating in the town of Milford. They never would have signed this "supposed" petition presented by Citizens for Milford's Future.

*At least 2 residents, and I have been told there are more, are confirmed to have never spoken with anyone from "Citizens for Milford's Future" nor had they given permission to have their names used fraudulently in this ad.

Enough is enough. This group has to stoop this low as to lie and mislead residents in the town of Milford? I suggest to you that this is a blatant erroneous ad supported by Foxwoods. Mr. Heller is a paid consultant by Foxwoods. As this paper is only published every other week, the next publication will be AFTER the November 19 vote about a casino in Milford. A retraction at that time is useless and they knew it when they published this ad. Residents are being used and residents are being lied to in order to blindly obtain more votes for their casino.

I strongly urge that action be taken with time being of the essence to stop and expose this potential fraud and misrepresentation. If they are willing to blatantly offer these lies to win votes, what other lies and possible fraud may be taking place here?

Is this the type of Company that the Commonwealth wants to approve to have manage and control a \$1Billion project in Massachusetts?

I hope not. We ask you to pursue this issue aggressively and we seek an immediate legal review of this matter.

Thank you for your time.

Sincerely,
Tim Spino
15 Wales Street
Milford, MA.

Bresilla, Colette (MGC)

From: tspino@allegHENYrgi.com
Sent: Tuesday, November 12, 2013 12:37 AM
To: MGCcomments (MGC); Blue, Catherine (MGC)
Cc: Idcmarine@gmail.com; jack@ntmechanical.com; miketimm@comcast.net; d.denlin@allegHENYrgi.com; Michelle Denlinger; Cindy Spino
Subject: Resend Email of Failures of Foxwoods Domestically and Internationally

Good Morning!

I am forwarding here a copy of my October 2, 2013 email detailing the many domestic and international failures of Foxwoods CT. I have specific concern about the BEKA Development episode in the Bahamas as this relates to investors losing money and a project that to this day never moved forward. It included the Ex-President of Foxwoods, John O'Brien, who was Advisor to the CEO of Beka Development and it seemed to include Foxwoods Ct. itself, however, finding more details about this was more difficult for me being this is off-shore and information coming out of the Bahamas was limited in my trying to access it.

I am hoping the MA. Gaming IEB were able to dig much deeper into this program and gain better insight as to what really happened there.

I look forward to hearing responses and inputs during Wednesday's questioning of applicants.

Sincerely,

Tim Spino
15 Wales Street
Milford, MA.

----- Original Message -----

Subject: The Crazy Trail of Foxwoods Failures
From: <tspino@allegHENYrgi.com>
Date: Wed, October 02, 2013 10:29 pm
To: "Blue, Catherine (MGC)" <catherine.blue@state.ma.us>
Cc: "Driscoll, Elaine (MGC)" <elaine.driscoll@state.ma.us>, "Crosby, Steve (MGC)" <steve.crosby@state.ma.us>

Dear Ms. Blue,

I am reaching out once again as a follow-up to my concerns about Foxwoods. There is a trail of failures that follows Foxwoods when it involves casinos and/or casino development projects. It is a trail leading not only through a few different U.S. States but also extends to the Bahamas and the U.S. Virgin Islands.

As Pennsylvania Gaming Board Chairman Gregory Fajt stated to Foxwoods Attorney F. Warren Jacoby back in July 2010; "Your client has had an asset of this Commonwealth (since 2006) and that asset is wasting. Part of my frustration is this seems to keep dragging out for years. We have to get a resolution". And they did by stripping the license away from Foxwoods due to continued delays, project changes and lack of funding.

It is a lesson in dealing with Foxwoods and their trail of failures:

1.) USA

a.) **South Philadelphia, PA. -- Foxwoods Casino Philadelphia**
Awarded gaming license in 2006. Loses gaming license in 2010.

b.) Pauma Valley, CA. -- Partnership with Pauma Indian Tribe and Mashantucket Pequots on a \$300 million casino expansion project.

Announced Partnership in June 2006. September 2009 they withdrew due to their financial difficulties from the deal. May also be listed under **Foxwoods Management Pauma, LLC. and Foxwoods Development Pauma, LLC.**

c.) Mulvan, Sumner County, Kansas -- Foxwoods owned Chisholm Creek Casino Resort LLC.

Announces application in 2007. Backs out of their plans in April 2010.

d.) Liberty, NY -- Foxwoods and Muss Development, a Queens based developer, announce Partnership to build a 500 acre resort style casino.

This was June 2013 and at this time is still active.

2.) U.S. Virgin Islands -- Almalago Bay Resort and Casino -- A \$575 million proposed resort June 2005 announces it holds majority share in a development company that owns a 600-acre beachfront parcel in St. Croix.

This development company is called **William & Punch LLC** (or William & Punch Partners or Estates William & Punch)). The casino was not developed nor has any of the rest of this development project.

3.) Bahamas

a.) Royal Oasis Resort & Casino, Grand Bahama

Foxwoods was not an owner in this casino redevelopment project. However, it was only because of their signing on to agree to manager this casino that the Government allowed the Dublin based Harcourt Developments Company to move forward with this project. Seems Harcourt also fell on to hard times as the project was scrapped due to their financial problems. Even Foxwoods could not assist financially to save this one. In one Bahamas report it was stated that Foxwoods may have only gotten involved with Harcourt in this program as its introduction to the Grand Bahamas before moving ahead with its own **BEKA Development Company** project on the eastern end of the island.

b.) BEKA DEVELOPMENT LLC & Foxwoods

This one is extremely interesting. Beka Development LLC is an Atlanta, GA. U.S. company. It was Founded by Daniel Evans who was the CEO. On his Senior Management Staff and having the title of "Adviser to the CEO" was John A. O'Brien. This is the same John A. O'Brien who was the President of Foxwoods Resort Casino from 2006 till 2008.

Other key management members included John Davies who was Project Manager and Paul C. Graham who was Chief Marketing Officer.

I have a difficult time extracting too much information about BEKA DEVELOPMENT LLC and what percent of this company **Foxwoods** owned. With John O'Brien involved it is not a stretch to believe **Foxwoods** would be involved as well. All information is coming out of the Bahamas and your IEB staff will carry a lot more influence than little ole me. However, it seems **Beka Development** owned **Sound Point Resort LLC** located in Eluthera in the Bahamas. Long story short, there are reports of Mr. Daniel Evans moving back to the USA and not being heard from again, seems investors have lost money and an undeveloped **Sound Point Resort LLC**. I am not suggesting anything except hoping your IEB team may already know about this or can dig much deeper than me. Another name for this resort supposedly was "**BOUCAAN**".

Here is some additional information relating to **BEKA DEVELOPMENT LLC**:

***Bahamas Golden Beach** -- The Bahamian subsidiary of **BEKA DEVELOPMENT** that brought the land development proposal to the Bahama Tourism Minister Obie Wilchcombe.

It seems a lot of off-reservation investments and activity of Foxwoods is run through their **FOXWOODS DEVELOPMENT COMPANY** division which ironically is not located in CT. It is located in Saint Louis, MO. Joseph Colebut, a Pequot, is the Chairman of this Company. Through this Company I hope you have found the following:

*DeHospitality & Gaming Related Management Company

*DeHospitality * Faming Related Management Company

*Infinity Capital Partners

Those names show up in some searches for Foxwoods Development Company but I am unable to find any additional information.

This crazy trail of Foxwoods leaves one to wonder why the Commonwealth would even be considering a casino with this management group. The decision makers of the Mashantucket Pequot tribe remain mostly the same as they were through this trail. It is the **Tribal Council** that reviews and approves everything. The Commonwealth will have no control over who is on this Tribal Council. They are a sovereign nation. Scott Butera is only an employee of Foxwoods. When he became the Chief Executive of Foxwoods in 2010 he was the SEVENTH person to hold that position in less than FOUR years. Money says if he does not bring home the Milford casino he will soon be moving on.

Are there not better qualified parties in Suffolk and Everett. Does the Commonwealth really want to pursue a \$1 Billion relationship with a Company who has a history of not being able to follow through on its commitments.

I wish to Thank you for your time in reading my message here. I hope there is information here that is helpful in your review of Foxwoods.

Sincerely,

Tim Spino
15 Wales Street
Milford, MA.

Bresilla, Colette (MGC)

From: Karen Kisty <kkisty@townofmedway.org>
Sent: Tuesday, November 12, 2013 9:58 AM
To: MGCcomments (MGC)
Cc: Suzanne Kennedy
Subject: Crossroads Mass., LLC/Foxwoods - Comments on Suitability
Attachments: Casino Ltr_11 8 13.pdf

Good Morning,

Attached please find correspondence from the Chair of the Medway Board of Selectmen relative to the suitability assessment of Crossroads Massachusetts, LLC as a potential developer of a casino in Milford. [Note: This may be a duplicate of an email sent on 11/8/13.]

Best regards,
Karen Kisty

*Karen Kisty
Operations Manager
Town of Medway
508.533.3264*

Please remember when writing or responding, the Massachusetts Secretary of State has determined that e-mail is a public record.

The information in this e-mail, including attachments, may contain privileged and confidential information intended only for the person(s) identified above. If you are not the intended recipient, you are hereby notified that any dissemination, copying or disclosure of this communication is strictly prohibited. Please discard this e-mail and any attachments and notify the sender immediately.



Town of Medway

BOARD OF SELECTMEN
155 Village Street, Medway MA 02053
(508) 533-3264 • FAX: (508) 321-4988

Glenn Trindade, Chairman
Dennis Crowley, Vice-Chairman
Richard D'Innocenzo, Clerk
John Foresto, Member
Maryjane White, Member

November 8, 2013

The Commonwealth of Massachusetts
Massachusetts Gaming Commission
84 State Street, Suite 720
Boston, MA 02109

VIA REGULAR MAIL AND EMAIL: mgccomments@state.ma.us

RE: Crossroads Mass., LLC/Foxwoods – Comments on Suitability

Dear Chairman Crosby and Fellow Commissioners:

I am writing on behalf of the Board of Selectmen for the Town of Medway relative to the Commission's suitability assessment of Crossroads Massachusetts, LLC as a potential developer of a casino in Milford. We reiterate the concerns expressed by Representative Dykema in her October 29, 2013 correspondence to the Commission. Medway has serious reservations about the ability of Crossroads to establish successful, long-term working relationships with Milford and surrounding communities. We consider the poor track record of its affiliated developer of Foxwoods in Connecticut to be representative of what we can expect from Crossroads. Rep. Dykema highlighted the salient issues in her October 29 correspondence. Officers associated with Foxwoods have a record of embezzlement, including a 2013 conviction, other criminal convictions and a lack of responsible financial oversight to ensure sound business practices. Further concerning to Medway is the bankruptcy and debt restructuring that Foxwoods undertook this year. While it has successfully restructured, Medway is troubled by what we perceive to be an over leveraging of its assets and lack of fiscal health. Rep. Dykema cited its credit rating of CCC+. The Town of Medway would not be able to borrow money with this rating. Lastly, the developer has a history of poor relations with its Connecticut neighbors. As an example, Rep. Dykema cited Foxwood's denial of responsibility for taxes assessed by the Town of Ledyard.

The laws originally put forth by the Commonwealth provided adequate time for surrounding communities to comment on the applicant's proposal. Foxwoods' actions to date have not provided a reasonable time frame for communities' responses. As an examples, it is our understanding that Crossroads only recently submitted its Environmental Notification Form to the State. This gives little or no opportunity for the State to review and communicate its findings prior to the scheduled referendum in Milford. This means that the voters likely will be casting a ballot without information important to their decision. Additionally, the developer failed to timely designate surrounding communities, notwithstanding the

regulations promulgated by the Commission. We also point out the proposed developer failed to provide formal communication to potential surrounding communities until October.

The Commission's regulations permit the developer to designate the firms that will prepare impact reports. There is scant time available for impact studies to be completed on behalf of surrounding communities and for these communities to analyze these reports given our nearness to the application deadline. Conversely, the developer of the proposed Everett casino has been working for months with the communities to coordinate a well thought out proposal that would satisfy both the developer and the communities. Medway and other communities in the Milford area have been relatively in the dark about many matters regarding Crossroads' plans.

Put simply, the Town of Medway believes Crossroads Massachusetts, LLC is unsuitable to develop a casino in Massachusetts. We urge the Commission to carefully consider the many factors that entail a positive gambling enterprise, one that is profitable for the organization but also contributes to the thriving of its host and surrounding communities. Crossroads has yet to demonstrate its ability to meet this standard.

Sincerely,



Glenn Trindade
Medway Board of Selectmen Chairman

C: Karen Spilka, Senator, 2nd Middlesex and Norfolk District
Carolyn Dykema, Representative, 8th Middlesex District
Joseph Fernandes, Representative, 10th Worcester District
Jeffrey Roy, Representative, 10th Norfolk District
Medway Board of Selectmen



November 11, 2013

Massachusetts Gaming Commission
Chairman Stephen Crosby
84 State Street, 10th Floor
Boston, MA 02109

Dear Chairman Crosby,

I write to you today as the Chairman of the Board of Selectman of the Town Holliston, as a possible Surrounding Community to the proposed project, and as a follow up to recent correspondence that your office received from our State Representative Carolyn Dykema, in anticipation of your Crossroads Massachusetts LLC adjudicatory hearing scheduled for November 13 and 14.

Without repeating Representative Dykema's argument regarding the lack of suitability of the current applicant, we respectfully submit to the Commission that we wholeheartedly support and agree with her position.

As a Surrounding Community, we would also like to communicate the complete lack of good faith with which the applicant has conducted themselves, as a supposed "partner" in the application process as promulgated by your office and the legislation as it was written.

We initially reached out to the applicant back in July of 2013, and received a reply dated August 5, 2013 responding to a request as to our status as a Surrounding Community.

At that time the applicant declined to designate any town as a "Surrounding Community". However, the applicant did point out the fact that an agreement would be signed with the RPA to allow us to gain the assistance of the RPA, in our pursuit of the information necessary to understand the challenges to our community as presented by the applicant's project.

That information, as provided by the RPA, is crucial in allowing our Town to begin the process of putting together the required mitigation, and according to the applicant "assist potential surrounding communities to both study any impact of the casino and facilitate negotiations of any necessary surrounding community agreements."

SELECTMEN'S OFFICE
TOWN HALL, 703 WASHINGTON STREET, HOLLISTON, MASSACHUSETTS 01746-2168
TEL: 508-429-0608 FAX: 508-429-0684 Website: www.townofholliston.us

As of this date, it is our understanding that the RPA has informed the applicant that they are unable to provide a final determination/opinion as to the viability of the project and its impacts on Surrounding Communities due to a lack of additional information to be provided to them by the applicant, in their pursuit of a gaming license. This additional information is something that the applicant appears unwilling to provide at this time.

If the RPA has taken the position that they are unable to pass muster on the project, given their depth of resources and expertise, it stands to reason that we as a Surrounding Community are unable to begin the process of evaluating our needs, (as suggested by the applicant) as they would pertain to the development of Surrounding Community agreement.

Other than the August communication, we did not hear from the applicant until October of this year, when we were notified (incorrectly, I might add) of our potential designation as a Surrounding Community, and notified that the legislation required that we respond within ten days of the notification. In fact, the statute calls for a ten day deadline in response to the filing of a Phase 2 application. We did receive follow up correspondence correcting this misunderstanding.

I highlight these issues to point out that that despite recent comments to the contrary, the Town of Holliston has attempted to engage the applicant in a timely manner in order to understand its fate as a Surrounding Community, the impacts of the development on our community, and how those impacts may or may not be mitigated, using the process as outlined by the applicant in their own correspondence and as suggested by your office.

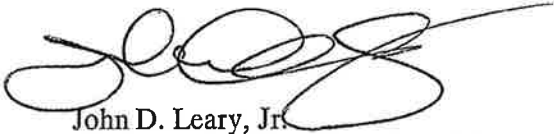
Given our experience, I would suggest that the Town of Holliston's efforts have been met with silence in what has become yet another effort to put local communities "back on their heels" and force them to wait until the last minute to negotiate. This tactic allows the applicant to ignore the needs of the Surrounding Community, and bully it into an agreement that serves only the interests of the applicant, and not the interests of those whose communities are equally impacted by the project. It is our understanding that this was not the intent of the original legislation.

Therefore, we ask that you find the applicant, Crossroads Massachusetts LLC unsuitable as an entity that should be allowed to move onto the next phase of the application process. Their lack of cooperation, lack of transparency, and sheer unwillingness to work with the Surrounding Communities within a process for which they advocated and agreed to, in conjunction with your office, Communities they claim are critical to the success of their project, makes them unfit for a Gaming License in the State of Massachusetts.

Massachusetts Gaming Commission
November 11, 2013
Page 3

The Town of Holliston appreciates this opportunity to comment on the suitability of Crossroads
Massachusetts LLC.

Very truly yours,



John D. Leary, Jr.
Chairman, Holliston Board of Selectman

JDL/jm

xc: Senator Spilka
Representative Dykema
Hopkinton Board of Selectmen
Ashland Board of Selectmen
Medway Board of Selectmen
Milford Board of Selectmen



The Commonwealth of Massachusetts

HOUSE OF REPRESENTATIVES
STATE HOUSE BOSTON, MA 02133-1054

CAROLYN C. DYKEMA
STATE REPRESENTATIVE
8TH MIDDLESEX DISTRICT
ROOM 473F, STATE HOUSE
TEL: (617) 722-2210
Carolyn.Dykema@MAhouse.gov

Committees:
House Ways and Means
Environment, Natural Resources & Agriculture
Veterans & Federal Affairs
Public Health

November 7, 2013

Mr. Stephen Crosby
Chairman, Massachusetts Gaming Commission
84 State Street, 10th Floor
Boston, MA 02109

Dear Chairman Crosby and Commissioners:

Thank you for the opportunity to provide testimony on the suitability of Crossroads Massachusetts, LLC / Foxwoods for a resort casino gaming license in Milford, MA.

I am forwarding the attached correspondence between a Milford resident and MassDOT. It appears that MassDOT confirms that the applicant is misrepresenting the proposed Milford casino project to the public. In the copy of the mailing being delivered to residents, "A new highway interchange from I-495 to Route 16" is highlighted. In an email dated November 7th, a Milford resident received a response from MassDOT that "A new interchange has not been proposed or approved at this time...It appears that the brochure that you provided is inaccurate in describing the current proposed plan for interstate access to the project."

Please consider this information as further evidence supporting a finding of unsuitability for this applicant.

Sincerely,

A handwritten signature in blue ink, appearing to read "Carolyn C. Dykema".

Carolyn C. Dykema
State Representative
8th Middlesex District

CCD/lar

Encl.

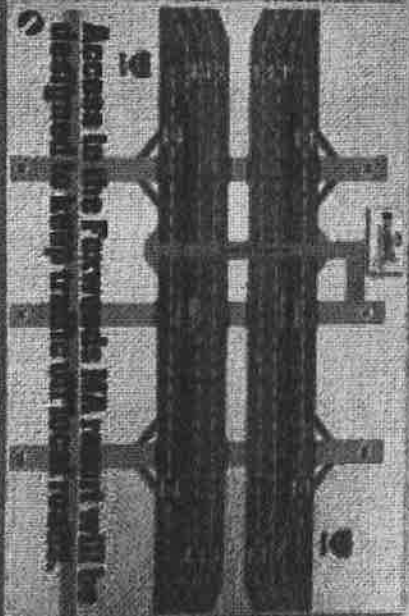
If Foxwoods MA is approved to build a resort casino, they've agreed to meet requirements that will help solve Milford's traffic problems.

The first Community Agreement requires that Foxwoods MA will implement and fund all on- and off-site traffic improvements, including:

- A new highway interchange from I-495 to Route 16.
- Traffic improvements at seven (7) local intersections.
- Foxwoods MA will implement a post-construction traffic-monitoring program, including installation of 6 permanent counting stations.

The estimated cost of improvements is \$120 million and the estimated ongoing cost is \$300,000 per year. No other business coming into Milford would be able to pay for all of these improvements, which are already needed.

Foxwood
Interstal
road im



Dykema, Carolyn - Rep. (HOU)

From: Michelle.Daigle@dot.gov
Sent: Thursday, November 07, 2013 9:41 AM
To: marcy.setter@gmail.com
Cc: ambryn.radovich@dot.gov; Pamela.Stephenson@dot.gov; Kenneth.Miller@dot.gov; Joshua.Grzegorzewski@dot.gov; John.McVann@dot.gov; lionel.lucian@state.ma.us; david.mohler@dot.state.ma.us; barry.lorian@state.ma.us; marie.rose@dot.state.ma.us; karen.duffey@dot.gov; Dykema, Carolyn - Rep. (HOU)
Subject: RE: Response to Concerns Re: Milford I-495 Traffic for Proposed Casino

Dear Ms. Setter,

Thank you for your email of November 5, 2013. The proposed interstate highway access to the planned Milford Casino project has not changed since my previous email to you on September 30, 2013. A new interchange design in this area has not been submitted to FHWA or approved. It is our understanding that the developers are proceeding with preliminary design of a new local collector-distributor road system between the existing interchanges and ramps in that area. It appears that the brochure you provided is inaccurate in describing the current proposed plan for interstate access to the project. FHWA remains committed to ensuring that the interstate system is safe and fully operational and any proposed changes will require significant review and approval if the casino project is approved by others and moves forward. Please let me know if you have any additional questions. Thank you.

Sincerely,
Michelle G. Daigle
Area Engineer - District 3
Federal Highway Administration
55 Broadway, 10th Floor
Cambridge, MA 02142
617-494-3330
Michelle.Daigle@dot.gov

From: Marcy Setter [mailto:marcy.setter@gmail.com]
Sent: Tuesday, November 05, 2013 7:02 AM
To: Daigle, Michelle (FHWA)
Cc: Radovich, Ambryn (FHWA); Stephenson, Pamela (FHWA); Miller, Kenneth (FHWA); Grzegorzewski, Joshua (FHWA); McVann, John (FHWA); lionel.lucian@state.ma.us; david.mohler@state.ma.us; barry.lorian@state.ma.us; marie.rose@state.ma.us; Duffey, Karen (FHWA); Carolyn.Dykema@mahouse.gov
Subject: RE: Response to Concerns Re: Milford I-495 Traffic for Proposed Casino

Good Morning Ms. Daigle,

I wanted to follow up to see if anything has changed as far as an interchange on I495 to Route 16? Foxwoods sent out a flyer which is leading people to believe they will be adding a new highway interchange to route 16. I've attached a recent flyer we received from foxwoods.

Have they received approval for adding this interchange?

thank you for your time,

Marcy Setter
Milford, MA

From: Michelle.Daigle@dot.gov [mailto:Michelle.Daigle@dot.gov]

Sent: Monday, September 30, 2013 2:11 PM

To: marcy.setter@gmail.com

Cc: ambryn.radovich@dot.gov; Pamela.Stephenson@dot.gov; Kenneth.Miller@dot.gov; Joshua.Grzegorzewski@dot.gov; John.McVann@dot.gov; lionel.lucian@state.ma.us; david.mohler@state.ma.us; barry.lorian@state.ma.us; marie.rose@state.ma.us; karen.duffey@dot.gov

Subject: Response to Concerns Re: Milford I-495 Traffic for Proposed Casino

Dear Ms. Setter,

Thank you for your September 23rd email to FHWA. MassDOT and FHWA have been briefed by the developers of the proposed casino project in Milford regarding access to the casino site adjacent to I-495. MassDOT and FHWA have advised the developers that based on the current design standards a new highway interchange in this area is not warranted. Instead, the developers are designing a new local collector-distributor road system between the existing interchanges and ramps at Routes 85 and 16 to accommodate additional traffic. A new interchange has not been proposed or approved at this time. MassDOT and FHWA are committed to ensuring that the interstate system is safe and fully operational, and any proposed changes will require significant review and approval at various stages during the design process.

There is State legislation regarding the location and development of casinos in Massachusetts with established conditions, dates, and timelines that a casino developer must follow before any proposed action is selected. I would encourage you to work with your state and local representatives during this process to ensure your concerns are fully vetted and addressed. Thank you.

Sincerely,

Michelle G. Daigle

Area Engineer - District 3

Federal Highway Administration

55 Broadway, 10th Floor

Cambridge, MA 02142

617-494-3330

Michelle.Daigle@dot.gov

From: Marcy Setter [mailto:marcy.setter@gmail.com]

Sent: Monday, September 23, 2013 1:22 PM

To: FHWA, ExecSecretariat (FHWA)

Subject: Milford, MA proposed changes to I495

Good Afternoon,

I live in Milford, MA and they have proposed a casino in our town. One of the factors to this is a new freeway entrance and exit on I495 at RTE 16 to handle the traffic to the proposed casino (which has not been approved by voters or the State). I understand one of our Selectman is trying to fast track approval for the entrance ramps.

I would like to ask that the DOT do significant studies before approving any such project and not just approve based on documentation provided by the town/developer. Based on some reports they released on traffic studies, i don't have any faith that their studies are anything near accurate. Traffic in the city of Milford is bad, most roads are 2 lanes and it takes forever to get anywhere. Traffic on I495 in the area is already heavy and adding another entrance to a populated area isn't going to help with congestion. This area is just south of the I90 MA turnpike interchange and traffic is heavy. I drive this section of freeway daily with my commute to and from work and the thought of another interchange to slow things down more is disturbing.

Thank you,
Marcy Setter
Milford, MA

Bresilla, Colette (MGC)

From: Mike Watson <mwatson57@yahoo.com>
Sent: Saturday, November 09, 2013 3:22 AM
To: Ziemba, John S (MGC); MGCcomments (MGC)
Cc: info@foxwoodsma.com; Horn, Ernest; mendon; Lawney Tinio; Mike Goddard; Mark Reil; Moore Richard; Rep.JohnFernandes@Hou.State.MA.US; senate; john fernandes; house; senate; Ed Thompson; milford; milford daily news; Michelle Sanford; town crier editor; rick lodge
Subject: Town Of Mendon Surrounding Community Status

Massachusetts Gaming Commission
C/O Stephen Crosby Massachusetts Gaming Commission Chair
84 State Street, Suite 720
Boston, MA 02109

Dear Mr. Crosby and Fellow Commissioners,

My name is Michael Watson and I am a resident of the Town of Mendon. As you may know there was a story that ran in the Milford Daily News dated November, 8, 2013, that reported Foxwoods MA has designated six towns as surrounding communities. These towns include Hopedale, Upton, Bellingham, Hopkinton, Holliston and Medway.

In the story Foxwoods Attorney Robert Allen is quoted as stating in part, "Several communities have requested the designation, including Northbridge, Franklin, Mills and Mendon, but we do not believe they qualify." He added, though, that the final determination has yet to be made."

As a resident of Mendon I was very concerned to read that Foxwoods MA currently does not feel Mendon should be considered a "surrounding community" however I was happy to see they have not completely closed that door. I also hope your commissioners will not close that door and will encourage Foxwoods MA to reconsider their position with respect to Mendon. I hope to make a case as to why in this letter that is drafted from a residents perspective.

This will not be a technical letter with traffic studies, crime rates and numerous reports on known impacts to communities surrounding established casinos in CT and other states as I do not have the resources available to me to include such things. What this letter will include is commons sense observations and concerns from a residents prospective who lives in a community that will no doubt be impacted if Foxwoods MA builds a resort casino in the Town of Milford.

To be clear I do not oppose the project as I am neither a Milford resident or an opponent of gaming. In fact I wish Foxwoods MA much success if the Milford residents vote to approve the project. However if the casino is to be located in such close proximity to my community and my home I want to make sure any potential impacts on my community, my neighbors and my family are mitigated.

That said, please allow me to tell you about my community and why I feel Mendon should be considered a surrounding community. According to your documents "A Surrounding Community is a municipality in proximity to a host community that the Commission determines experiences or is likely to experience impacts from the development or operation of a gaming establishment." I will try to go through what I expect to be impacts as outlined in the current law as it is written regarding making that determination.

Population: According to available census records the population of Mendon as of 2010 was 5,839. This number is important as a tool to assess the number of resident who may be impacted and use our roads and services but more important is the population numbers of communities that surround us and who would likely use Route 16 and other connecting roads in Mendon to travel to and from the casino.

I see the case for the importance of these numbers in an analogy between roads and rivers. One could envision a Milford casino as a bay and all roads leading to that bay as brooks, streams and rivers directing the flow of water or in our case traffic to its final destination. Some of those streams and rivers carry lesser amounts of water towards the bay due to their distance away from it and yet others carry a bulk of that water having been the depository of all brooks, streams and rivers along the way. They all eventually combine into one before spilling into the bay or again in our case the parking lot at a potential Foxwoods MA facility. There is no question that roadway will be 495 and roads directly in and around the facility but the major tributaries will be the same major roadways currently leading into Milford. One of those major routes that is already heavily traveled is Route 16. This major roadway leads right through Mendon. As in nature when we see heavy rain our major rivers like the Blackstone swell and sometimes flood. With a casino in Milford there can be no doubt that the amount of vehicles traveling on these roads will become much heavier and have the potential to be flooded with traffic and add to an already poor traffic situation in Mendon.

The following communities and others will without question use route 16 and other roads like Northbridge Street in Mendon to travel to and from Milford: Uxbridge 13,457, Northbridge 15,707, Douglas 8,471, Sutton 8,963, Millville 3,190 and Burrillville RI 15,955. To say this added traffic will not have an impact on Mendon is unrealistic as we already have traffic problems on route 16 to include a recent fatality, a near fatality, numerous accidents and speeding issues and daily congestion especially at the intersections of North Ave and route 16. In addition, there is currently a proposal to build a new Cumberland Farms at this intersection which will only further complicate the issue. This particular intersection has been the scene of a number of serious accidents. It will also create additional problems for residents seeking to patronize local businesses along route 16 as it is currently difficult to get in and out of them especially at peak traffic hours. This all relates to population in that with population comes vehicle ownership and individuals who will seek to visit the casino for gaming, shows, food etc.

Distance from Establishment: From route 16 in Mendon to the proposed site of the casino it is approximately a 12 minute drive time with light traffic and approximately 5 miles.

From route 16 Mendon to the Milford line is approximately a 3 minute drive and approx. 1.5 miles.

These distances may be even closer in the route 140 area by Hartford Ave East and Cape Road. It is also a short ride from Hopedale Street in Mendon to Milford. I would estimate it as under 5 minutes. You can see and most folks CC'ed on this letter will know just how small Hopedale is encompassing just about 5 square miles. To consider Hopedale a surrounding community and not Mendon would only be done on the grounds that they directly boarder Milford or in an attempt to save money but it clearly fails to take into account that one could throw a stone across from the Mendon boarder into Milford without hitting Hopedale in most locations. They have a very limited portion of route 16 in their community where Mendon has a substantial stretch of the roadway to police. Mendon is a primary mutual aid community to Hopedale and until recently shared public safety dispatch services. I can only assume the Mendon Police and Fire Chief will acknowledge numerous calls for mutual aid from Hopedale. This need will only increase with a Milford Casino. We also share some water resources with them and I believe there is some shared services or services in kind with their Highway Department. Many impacts that will be realized by Hopedale will also be felt by Mendon due to our close proximity and current relationships.

Infrastructure: Roads without question will be impacted, water from Hopedale may be and any future build out of the town's infrastructure could be impacted by additional homes or businesses that locate here due to the casino. The Mendon Highway Department currently reports they do not have the funding or manpower to properly maintain the town's roads and other infrastructure needs. This problem will only intensify with added traffic.

Shared Boarders: See distance from establishment above / approximately 5 miles to proposed casino site and 1.5 miles to Milford

Residential Areas and the Establishment: It is conceivable that some employees will seek to establish housing in Mendon causing a further strain on town services and it could have a negative effect on housing values in

our community given our close proximity to a major resort casino as some will denote a negative connotation to this. Again, this will also increase traffic in some residential areas and likely bring truck traffic through our community during the construction phase and thereafter for deliveries by way of 146 to route 16 and 146 to Northbridge Street to route 16 as is often the case now.

Traffic and Road Infrastructure and Intersections: As noted above but with the addition of the intersection at Hartford Ave East and Cape Road which could become a problem given this is an intersection that already sees very heavy traffic.

Public Safety: The focus here should be on our public safety department's ability to respond to Mendon residents. Mendon is currently in a situation in which we sometimes have only one officer working. This is a very serious risk to the officers, to the public and the community as a whole. Even with two officers working there are many situations where those two officers and our EMS personnel are tied up at a call such as a major accident on route 16 as was the case recently. In fact they often have to request mutual aid from Hopedale and Uxbridge to assist with traffic on route 16 during these major accidents. This leaves the residents of Mendon with no officers to respond to their needs and additional mutual aid must be called thus causing serious delays. This can happen with OUI stops, domestics as a result of intoxication or arguments over gaming for example. Then we have mutual aid to Hopedale and other communities. With the addition of a Milford casino there can be no question that speeding, accidents, impaired driving and medical emergencies will increase in and around our community and especially along route 16.

In a report from Casino-Free Milford dated March 18, 2013 and titled Research Report Impact of a Casino on Milford, they claim to have found the following: "Referring to the town of Norwich, CT: DUI arrests have more than doubled since 1992. Montville and Ledyard have also experienced significant increases. Roughly 20 percent of the motorists in Montville, Ledyard and North Stonington arrested for DUI acknowledged to police that their last drink was at a casino."

If the commission looks at nothing else they should look at public safety and request that Foxwoods MA seek to discuss mitigation with these departments to insure that any uptick in these incidents do not have a negative impact on the residents of Mendon.

Housing Stock and any Potential Negative Effects: As outlined above

Impact on Local Stores and Restaurants: It would be impractical to think that with the close proximity to the casino site local restaurants will not be impacted. They will likely lose some business to a casino that offers world class food in addition to lighter fare along with entertainment and shopping all in one location. Some local stores may see some uptick in business due to traffic along route 16 but if those same services and goods are offered by the casino they may see a negative impact. I would assume this would be less of an issue as you get two and three towns out but again with the close proximity Mendon has to the casino site I can see this as a potential problem for local businesses.

Schools and Family Issues: The Mass Council on Compulsive Gambling reports the following:

- Gambling rates: Research has estimated that nearly 80% of U.S. population has gambled during his or her lifetime.
 - Pathological and problem gambling in Massachusetts: Based on national estimates, between 85,000 and 185,000 Massachusetts residents likely have experienced disordered gambling during their lifetimes.
- Given these numbers we can assume that a significant portion of the residents of the Town of Mendon will visit the casino if it is built in Milford given its close proximity to our community. Some of these residents will no doubt develop a gambling problem or enhance their problem gambling and with that comes family issues and sometimes police involvement. We can also assume given our knowledge of alcohol related crimes against family members and other crimes fueled by alcohol like drunk driving, assaults and thefts that folks who may already have a drinking problem may find more opportunity to drink given the environment in a casino. Law enforcement will tell you that this often increases police contact with these subjects and their families. For example a husband or wife spending too much time or money at the casino returning home late after a few drinks which results in a domestic situation, a husband arriving home drunk and becoming abusive, the casual

drinker who has a few too many while playing the slots with friends and who then becomes involved in a minor fender bender on 16 on the way home that results in an arrest. This has a negative impact on their spouse, their children and their employment often times. This also takes our limited police staff off the streets for several hours. It could be a financial impact on the family, arguments in front of the kids about time spent away from home etc. This will likely not be a large portion of our residents but even if it is a few frequent flyers the impact can make for negative outcomes for the subject, their families and our community.

As for schools any uptick in housing will bring in more students thus costing us more financial resources. It is well known that a single family home with children does not produce nearly enough tax revenue to cover the services they are provided when the cost of education is factored in.

Any Positive Impacts? There may be some positive impacts for the Town of Mendon by way of jobs, some small businesses may see an uptick in business along route 16 and others may find work during the construction phase. There could be the potential to bring some business into town given our proximity to the casino but that will be up to our town fathers to get this done. The most needed positive impact will come by way of an agreement with Foxwoods MA to mitigate any potential impacts Mendon will be subjected to by their locating in our neighborhood.

Foxwoods MA stands to make a great deal of money year after year so it is reasonable to state that if we are going to help facilitate the safe delivery of paying visitors to their business year after year by way of our roads they should help us police and maintain those roads. This is not a mom and pop snack shack but a major gaming operation that will draw thousands of visitors and deliveries a week into our area and across our roads. This will have an impact on our residents. It is not unreasonable to request that with an obvious uptick in traffic on our roads that the business help us by way of staffing and funding for public safety. Clearly this would not mean 5 new men on each department with all new cars, trucks and buildings but some support to keep enough officers on the road and fire and EMS personnel at the ready should a serious incident occur as a result of their operation. I have attended some of their meetings, tried to follow their progress and know folks who have dealings with them and it does not sound like they are not reasonable folks who are willing to sit down and have a conversation. I hope your commission will encourage them to do so with Mendon and if not seek to work with my town leaders to make your own determination on our status. Thank you in advance for your consideration.

With Great Appreciation for Your Time and Efforts,

Mike Watson
Mendon, MA
CC:

Rick Day Executive Director MGC

Senator Richard T. Moore President Pro Tempore Richard.Moore@masenate.gov

Senator Therese Murray President of the Senate Therese.Murray@masenate.gov

Representative John V. Fernandes John.Fernandes@mahouse.gov

Robert A. DeLeo Speaker of the House Robert.DeLeo@mahouse.gov

Bruce E. Tarr Minority Leader Bruce.Tarr@masenate.gov

Lawney Tinio Chairman Mendon Board of Selectmen bos@mendonma.gov

Ernest Horn Mendon Public Safety Director ehorn@mendonpublicsafety.com Milford Daily News:
http://m.milforddailynews.com/wkdMilfordDly/db_106128/contentdetail.htm?contentguid=QM74NwWU&full=true#display

Best,

Mike Watson

Home Security Consulting Inc.

Serving All of Massachusetts

P 508-244-9601

Visit us on Facebook: http://www.facebook.com/pages/Home-Security-Consulting/92051846856?ref=tn_tnmn

Bresilla, Colette (MGC)

From: Marcy Setter <marcy.setter@gmail.com>
Sent: Monday, November 11, 2013 7:21 AM
To: MGCcomments (MGC)
Subject: Foxwood's lack of suitability.
Attachments: 10.29.13.SuitabilityOfCrossroads.pdf; email1.PNG; email2.png; Foxwoodsflyer (2).jpg

Good Morning,

I'm a resident of Milford and like many others believe Foxwoods is not suitable to do business in Massachusetts for a variety of reasons.

1. In the past 6 months two very high ranking officials with Foxwoods management council pled guilty to Federal criminal charges.
2. COO David Nunez was fired last year and wrote a scathing letter about foxwoods to the media, town and public. A few month later, he is back in charge and his tune has changed.
3. Foxwoods has a history of not meeting financial obligations and is rated by Standard and Poor as "Currently vulnerable to nonpayment"
4. They have a history of challenging their host agreements with hosting communities.
5. A bad track record in management, planning and financing. Having attended the meetings where they were to present their findings and had nothing I can see this to be true. Since the agreement to enter into hosting agreement status, Foxwoods has almost doubled the size of the casino, moved it to within 500 of a neighborhood and changed what local candidates to within 50 miles.
6. I personally believe they have been involved in false advertising on traffic conditions which will affect the voting in Milford. Below is an email I sent the Attorney General as well as the Gaming commission outlining the miss leading and false advertising:

I'm a resident of Milford where Foxwoods has been pushing hard to gain votes and I believe they may be using false information in advertising.

In late September I emailed MDOT requesting that they do independent review of the requested new highway interchange that Foxwoods needs to develop a casino here in Milford. We already

have traffic issues and adding a new on/off ramp at a ½ mile mark would add to the issues and I didn't trust Foxwoods "studies". I received an email from the engineer indicating they had been briefed by Foxwoods developers and they told them a new highway interchange was not warranted (Email1.png – attached). The developers were told to work on a local collector distribution system.

It is part of our host agreement that they build a new interchange. Last weekend Foxwoods sent out a flyer about traffic and they clearly state (Foxwoodsflyer.jpg – attached):

· A new highway interchange from I-495 to route 16 and they include an image of the intersection

I emailed the Engineer back asking if anything had changed and included the screen shot of the flyer. I received a response indicating nothing had changed with development. "It appears that the brochure you provided is inaccurate in describing the current proposed plan for interstate access to the project" (email2 .png – attached)

This flyer was sent well after they have been told a new interchange is not warranted in that area. We are coming up on a vote here in Milford and I believe this is false advertising and will affect the voting. Based on the letter Representative Dykema submitted to the Gaming commission (PDF attached), Foxwoods doesn't appear to be trustworthy so I wanted to bring this to your attention.

These are just a few items that I've seen and read about Foxwoods. These are not people we want in Massachusetts doing business and putting our towns at risk. They have left a trail of bad decisions, criminal activity, miss leading information and they will ruin the town of Milford.

Marcy Setter

Milford Resident

Bresilla, Colette (MGC)

From: Nancy O'Dea <odeasweb@msn.com>
Sent: Sunday, November 10, 2013 2:20 PM
To: MGCcomments (MGC)
Subject: Negative Impacts of Casino in Holliston

Dear Representatives of the Mass Gaming Commission,

Please take into account when evaluating the Foxwoods Casino license in Milford that the casino will border the most rural and buccolic parts of Holliston and Hopkinton. The areas of the towns consist of beautiful farmland and deep woods as well as quiet family homes. Since Holliston and Hopkinton don't have a voice in whether the casino is built in Milford, all we can do is write to you to let you know what a devastating impact this will be to our small New England towns. The casino does not belong in the proposed area since the lights, noise and traffic will forever alter the character of our towns.

Please consider a more suitable and urban location for the Eastern Massachusetts license. It does not belong in the the pristine areas that currently exist in our beautiful towns.

Thank you,
Nancy O'Dea
96 Winthrop St
Holliston, MA 01746

Bresilla, Colette (MGC)

From: Stacy Shulman <gheeke@hotmail.com>
Sent: Sunday, November 10, 2013 12:43 PM
To: MGCcomments (MGC)
Subject: Proposed Milford casino (AGAINST)

Hello,

I am writing to express our deep concern with the proposed casino in Milford, in addition to Foxwoods as a developer. Foxwoods has links to criminal activity, has shown an inability to meet financial obligations, and has a very bad track record in managing projects.

Developers like Foxwoods swoop in with dollar signs in their eyes and feign concern about any negative impacts. These people could not care less about any negative impact; they are driven solely by money and nothing altruistic. And to focus on traffic as the primary negative is beyond laughable! Let that be the most negative impact felt. Too many people focus on the short-term jolt of revenue and jobs (albeit low-paying ones), and deny the long-term impact of families torn apart by drinking and gambling. We are not even talking about one addiction here, we are talking about TWO addictions (drinking AND gambling) that are fostered by a casino environment. How will this help area families? Casinos prey on the very people least able to afford the financial and emotional ramifications. And those that choose to follow a more positive lifestyle are still greatly burdened by the social ills.

This would truly rip apart a great town, as well as negatively impact surrounding communities. Foxwoods is absolutely not a suitable applicant for any gaming license within the state of Massachusetts, let alone one proposed in a completely inappropriate location.

Please, hold your role in high regard and do the right thing for townspeople relying on you. Disqualify Foxwoods as a suitable developer!

Thank you,

Stacy Shulman

Bresilla, Colette (MGC)

From: Dianna Vosburg <dianna@vosburg.net>
Sent: Sunday, November 10, 2013 11:05 AM
To: MGCcomments (MGC)
Subject: Foxwoods Casino Proposal for Milford: Suitability

Greetings,

I live in Holliston and will be directly impacted by a casino a few miles away in Milford. I also have close relatives who live near Norwich, CT, and have nothing good to say about the people who run Foxwoods. They have been warning me to fight this corrupt and corrupting business. Casinos are by nature businesses that thrive on exploitation of addicted gamblers, of their employees, and by externalizing the costs of their business onto the local communities. The people who run casinos are a shady lot, and Foxwoods is no exception. Just this year, federal theft indictments were brought against tribal leaders, and another tribal chairman was convicted by jury and will be sentenced on the day of this suitability hearing, Nov. 19th. Foxwoods has overextended in Connecticut and have a great deal of debt. It's a bad business, through and through. Please deny Foxwoods as a suitable candidate for building a Milford casino.

Sincerely,
Dianna Vosburg

19 Constitution Circle
Holliston, MA
01746

Bresilla, Colette (MGC)

From: MGC Website <website@massgaming.com>
Sent: Saturday, November 09, 2013 11:01 PM
To: MGCcomments (MGC)
Subject: Contact the Commissioner Form Submission

Name

Matthew Fitzpatrick

Email

matthew.fitzpatrick22@gmail.com

Subject

Crossroads Massachusetts Ownership Structure

Questions or Comments

Hello: As a resident of the town of Holliston that is deeply concerned about the possibility that a casino will be built near the Holliston/Milford town line, I did a little research on the Crossroads Massachusetts LLC entity that is proposing to build this casino.

The town of Milford made available a set of FAQ's regarding the casino (<http://casino.milford.ma.us/faqs/>). The 5th question asks "Who Owns Foxwoods MA" and, if I'm interpreting the answer correctly, provides a response indicating that Cross group consists of the following owners:

- 35% stake – 5 current owners of Focwoods MA (Ajax Gaming Ventures, QG-Massachusetts, Trust of Alam Potamkin, limited liability owned by Alexander Etkin, etc, & White River Gaming
- 10% stake – Mashantucket Pequot Gaming Enterprise
- 55% stake – "New Investors" that are expected to be traditional equity investors

I call your attention to the 55% of Crossroads that is to be owned by the, as yet, undetermined "New Investors". I find it virtually impossible that a firm would be able to determine the exact percent of their company that will be sold to a prospective investor, without first determining the amount the investor will pay for their stake.

There is a strong possibility that Crossroads Massachusetts has already identified who these "New Investors" are and how much they will pay for their ownership stake. I hope the Commission will explore the possibility that these "New Investors" are not being disclosed at present, in an attempt to hide their identities from the Massachusetts Gaming Commission and allow them to circumvent the Commission's background check process.

I sincerely appreciate your time and attention.

Bresilla, Colette (MGC)

From: John Vos <johnvos@gmail.com>
Sent: Saturday, November 09, 2013 11:30 AM
To: MGCcomments (MGC)
Subject: Crosswoods MA Gaming Proposal in Milford

I am Holliston resident very concerned with the Crosswoods Massachusetts LLC category 1 proposal for the Region A license. Their initial 350 room design appeared to underestimate water requirements for the site, compared to other proposals. Now with a doubling in size this will exceed the water capacity in the town of Milford. I also have concerns about traffic impact in my town of Holliston with route 16 running down the middle of it and the town of Milford. Traffic during commute times in these communities is already badly congested. The impact of gamblers, employees, and services for a 24x7 operation will increase the amount of congestion in these towns. I have not seen any remediation plans on how to address the congestion in downtown Milford or downtown Holliston, except that most of the traffic will use the 495 connector. There will still be additional traffic in the downtown areas.

I have concerns about keeping Foxwoods gaming revenue in the state. Currently Foxwoods does not have to pay a percent on non-slot revenue in CT. What prevents Foxwoods from shuttling high stakes gamblers to CT rather than pay the 40% on the revenues they generate in MA? Foxwoods CT is a limo ride away. If the goal of the gaming commission is to maximize revenue, then the ideal location for the Region A license is the Boston area. That way the state can capture out of state revenue with visitors to Boston. Taking a shuttle 40-90 mins to get to gaming from Boston has a very different appeal than a short cab ride.

I have personal experience with the type of casino proposed in Milford. I have lived in California and seen the casinos in the Palm Springs area. The Milford proposal is similar to what I have seen in Palm Springs. It is not a resort casino like Foxwoods CT. Foxwoods CT is a destination casino and pulls in concerts and sporting events. The Milford location demographic is MA elderly slot players. I have seen this in the Palms Spring resorts.

I implore the gaming commission to not diminish the value of the the premiere region A license on a proposal that will provide a fraction of the revenue available. It will have a massive impact on the suburban area that is not designed, nor have the infrastructure to support a 24x7 operation.

Regards,
-John Vosburg
Holliston Resident

Bresilla, Colette (MGC)

From: tspino@alleghenyrgi.com
Sent: Monday, November 11, 2013 11:48 PM
To: Blue, Catherine (MGC); MGCcomments (MGC); Canavan, Brian (AGO); Hanley, Patrick (AGO)
Cc: Idcmarine@gmail.com; Marie Szaniszlo; miketimm@comcast.net; Cindy Spino; jack@ntmechanical.com; Brian Herr
Subject: Concern of the Fraud Advertising by Foxwoods Casino Affiliates in Milford

Good Morning!

I will be very specific in my comments here. There is a PAC associated, and I believe funded partially by the Foxwoods MA casino group, that has recently posted an ad in a local paper, TOWN CRIER, with blatant misrepresentations and possible fraud. The ad on Page 9 of the November 8 issue is "Paid for by Citizens for Milford's Future, Michael Kaplan, Chairman". This organization is being lead by Mr. Kaplan and also Milford Attorney Warren Heller. Mr. Heller is a "paid consultant for Foxwoods". Mr. Heller was "retained to advise it (Foxwoods Massachusetts) in connection with an upcoming referendum and, possibly, a special town meeting vote on a required zone change for the project (Milford Casino)"; as reported in The DAY Connecticut by Brian Hallenbeck on September 21, 2013.

The November 8 Town Crier ad emphatically states "We're voting YES on November 19th".

There is a problem with this ad. It is coming out now that:

*At least 50+ residents listed in this ad are not even registered voters here in the town of Milford.

*At least 3 of the listed residents are active members of the Casino Free Milford PAC, the PAC fighting to stop a casino from locating in the town of Milford. They never would have signed this "supposed" petition presented by Citizens for Milford's Future.

*At least 2 residents, and I have been told there are more, are confirmed to have never spoken with anyone from "Citizens for Milford's Future" nor had they given permission to have their names used fraudulently in this ad.

Enough is enough. This group has to stoop this low as to lie and mislead residents in the town of Milford? I suggest to you that this is a blatant erroneous ad supported by Foxwoods. Mr. Heller is a paid consultant by Foxwoods. As this paper is only published every other week, the next publication will be AFTER the November 19 vote about a casino in Milford. A retraction at that time is useless and they knew it when they published this ad. Residents are being used and residents are being lied to in order to blindly obtain more votes for their casino.

I strongly urge that action be taken with time being of the essence to stop and expose this potential fraud and misrepresentation. If they are willing to blatantly offer these lies to win votes, what other lies and possible fraud may be taking place here?

Is this the type of Company that the Commonwealth wants to approve to have manage and control a \$1Billion project in Massachusetts?

I hope not. We ask you to pursue this issue aggressively and we seek an immediate legal review of this matter.

Thank you for your time.

Sincerely,
Tim Spino
15 Wales Street
Milford, MA.

Bresilla, Colette (MGC)

From: Cynthia M. Griffin <cynthiagesq@gmail.com>
Sent: Monday, November 11, 2013 11:59 PM
To: MGCcomments (MGC)
Cc: Jeff Griffin
Subject: Applicant Suitability

Dear Massachusetts Gaming Commission:

Please accept this letter concerning the suitability of Crossroads, LLC (the "Applicant") with respect to financial instability and lack of integrity. As you are aware, over the past few years the Foxwoods Casino in Ledyard, CT has experienced falling revenues, crippling debt and layoffs, all of which demonstrate the financial instability of the Applicant. It has also recently been involved in litigation against the host town concerning personal property taxes. A determination of unsuitability by the Gaming Commission would protect the town of Milford from these significant problems.

In addition, for several reasons the Applicant's reputation has been seriously compromised in Milford, including its reference to the proposed casino as a "destination resort," since only 500 rooms are planned for 20,000 visitors per day. The imbalance underscores the actual nature of the proposal - a gambling casino - and is relevant to the Applicant's lack of integrity and candor. By under-representing the number of additional vehicles that would be added to Milford's streets, and by under-representing its projected water use, the Applicant has also failed to present an honest assessment of impacts on the town. Lastly, speaking for the Applicant in the 11/10/2013 Boston Globe interview, Scott Butera, CEO of Foxwoods, stated "we like...the family values" of Milford, and "we want to build...[an] entertainment community center." The reason why this statement is disingenuous is simple. Families and community centers go hand in hand, families and casinos do not. The Gaming Commission should determine that the Applicant's lack of credibility undermines it's integrity and is detrimental to its suitability.

For these reasons, we respectfully request that the Gaming Commission determine that Crossroads LLC is unsuitable.

Thank you for providing the public with the opportunity to comment.

Very truly yours,

Jeffrey & Cynthia Griffin
25 Princeton Drive
Milford, MA 01757





October 31, 2013

Stephen P. Crosby, Chairman
Gayle Cameron, Commissioner
James McHugh, Commissioner
Bruce Stebbins, Commissioner
Enrique Zuniga, Commissioner

Massachusetts Gaming Commission
84 State Street, Suite 720
Boston, MA 02109

RE: SUITABILITY INVESTIGATION FOR CROSSROADS MASSACHUSETTS,
LLC, APPLICANT FOR A CATEGORY 1 GAMING LICENSE

Dear Chairman Crosby and Commissioners,

Crossroads Massachusetts, LLC (“Crossroads”) has applied to the Massachusetts Gaming Commission (“MGC”) for a Category 1 gaming license pursuant to M.G.L. Ch. 23K.

Pursuant to M.G.L. Ch. 23K section 12, the Investigations and Enforcement Bureau (IEB) of the MGC was tasked with conducting a suitability investigation of each applicant for a gaming license. The MGC recognized that these types of investigations are unprecedented in Massachusetts and that it would be impractical to staff these investigations internally under the expected time frames for licensure. Accordingly, recognizing the need for expertise in this area, the MGC posted a Request for Response (RFR) in order to obtain the services of expert gaming investigators to work with the IEB in this process. 205 CMR 115.03(1) There were two responses received by the MGC and the Commission made the award to the joint application from the consulting firms of Spectrum Gaming and Michael & Carroll. The Crossroads investigation was assigned to the Michael and Carroll team.

Michael & Carroll is a New Jersey based law and consulting firm with extensive experience in the area of gaming investigations. The principals, Guy Michael and Robert Carroll, have personally conducted and/or supervised thousands of gaming applicant background investigations over the last 30 years. The Michael and Carroll investigative group features a structured team of 19 investigators including retired FBI, State Police,



Massachusetts Gaming Commission

state investigators, gaming financial specialists, gaming attorneys and other support personnel who have all worked on highly complex investigations for decades.

Over the past several months, the IEB has supervised the contract investigative personnel and the Massachusetts State Police (MSP) Gaming Enforcement Unit while they worked together to conduct the statutorily required suitability and background investigations. The process commenced with “scope of licensing determinations,” based on each applicant’s organizational structure. The interested parties were permitted to submit briefs and memoranda detailing the entities and individuals they believed were required qualifiers, along with those they felt were statutorily eligible to be waived from qualification.

The IEB, MSP and investigative staff participated in various meetings with the applicant, Crossroads, to determine which entities and individuals required qualification as part of the RFA Phase I licensing process. After careful review of materials and discussions with Crossroads representatives, the entities and individuals identified in this investigative report were required to qualify in accordance with the filing requirements as established at M.G.L. c.23K Section 14 and 205 CMR 116.02. It should also be noted that the applicant was given the opportunity to object to these determinations, and after review, the IEB finalized the list of Crossroads qualifier persons and entities. This final determination was accepted by the applicant. Each qualifying entity or qualifying individual natural person was then subject to the full statutorily required background investigation conducted by the IEB.

The criteria utilized by the IEB in the determination of Crossroads’ qualifiers are set forth in the relevant statutory provisions governing the scope of licensing issues, that is, M.G.L. c.23K Section 14(a), (b), (c), (g), and (h). Additionally, the IEB applied all relevant sections of the MGC’s own regulations, specifically, 205 CMR 116.01 – 116.03, inclusive. After the initial scope of licensing was determined, Crossroads then complied with the submission of the required application materials, privacy and liability waivers, application fee, and all information requested during the course of the comprehensive investigation of each qualifier.

It should also be emphasized that the initial scope of licensing determinations made herein do not prejudice nor limit the IEB and Commission’s right to include any person or entity as a qualifier at any time, should it be deemed necessary in the best interest of the Commonwealth. 205 CMR 116.03(3). Indeed, any initial waiver of a person or entity does not exclude those persons or entities from scrutiny. The IEB may, and in fact did, investigate anyone that it determined had a bearing on the evaluation of the suitability of Crossroads and its qualifiers. 205 CMR 116.03(3).



Massachusetts Gaming Commission

Finally, the IEB has also advised the applicant that it is required to establish the suitability of all financial sources relating to the gaming establishment. All of these financial sources are not known at this juncture and any additional financial sources will need full disclosure, background and suitability investigation and evaluation when identified by the applicant, if the Commission approves the applicant's advancement to the Phase II processes.

In order to achieve Phase I suitability, an applicant for a casino gaming license and any person or entity deemed a qualifier pursuant to M.G.L. c.23K §14 and 205 CMR 116 et seq must provide all required application materials set forth in 205 CMR 111 relevant to Phase I evaluations, as well as satisfy the relevant statutory suitability criteria as set forth in M.G.L. c.23K §12 and §16 of the Act. The standard for satisfaction of the suitability criteria requires each applicant/qualifier to establish its qualification for licensure to the commission by clear and convincing evidence (M.G.L. c.23K §13(a)). The various statutory criteria with appropriate annotations are listed below.

RELEVANT PHASE 1 STATUTORY CRITERIA

Has applicant/qualifier been convicted of a felony or other crime involving embezzlement, theft, fraud or perjury?

M.G.L. c.23K §16(a)(i)

Has the applicant/qualifier submitted an application for a gaming license which contains false or misleading information?

M.G.L. c.23K §16(ii)

Has the applicant/qualifier committed prior acts which have not been prosecuted or in which the applicant/qualifier was not convicted but form a pattern of misconduct that makes the applicant unsuitable for a license under this chapter?

M.G.L. c.23K §16(iii)

Does the applicant/qualifier have affiliates or close associates that would not qualify for a license or whose relationship with the applicant may pose an injurious threat to the interests of the Commonwealth in awarding a gaming license to the applicant?

M.G.L. c.23K §16(iv)

Does the applicant/qualifier demonstrate integrity, honesty, good character and reputation?

M.G.L. c.23K §12(a)(1)



Massachusetts Gaming Commission

Does the applicant/qualifier demonstrate financial stability, integrity and background?
M.G.L. c.23K §12(a)(2)

Do the business practices and the business ability of the applicant/qualifier demonstrate the capacity to establish and maintain a successful establishment?
M.G.L. c.23K §12(a)(3)

Does the applicant/qualifier have an adverse history of compliance with gaming license requirements in other jurisdictions?
M.G.L. c.23K §12(a)(4)

Is the applicant/qualifier a defendant in litigation involving its business practices?
M.G.L. c.23K §12(a)(5)

Are all the parties in interest, including, but not limited to, affiliates, close associates and financial sources suitable to hold or participate in the gaming license?
M.G.L. c.23K §12(a)(6)

Is the applicant/qualifier disqualified from receiving a license under M.G.L.c.23K section 16?
M.G.L. c.23K §12(a)(7)

Has the applicant/qualifier failed to establish their integrity or the integrity of any affiliate, close associate, financial source or any person required to be qualified by the commission?
M.G.L. c.23K §12(b)(i)

Has the applicant/qualifier failed to demonstrate responsible business practices in any jurisdiction?
M.G.L. c.23K §12(b)(ii)

Has the applicant/qualifier failed to overcome any other reason, as determined by the commission, as to why it would be injurious to the interests of the Commonwealth in awarding the applicant a gaming license?
M.G.L. c.23K §12(b)(iii)

Has the applicant/qualifier made any political contributions prohibited by M.G.L. c.23K?
M.G.L. c.23K §46, §47 and 205 CMR 108



Massachusetts Gaming Commission

INVESTIGATIVE PROCESS

Outlined below are the various steps taken in evaluating each applicant, qualifying entity and qualifying individual's suitability. While the following items contain specific areas of inquiry, such information is gleaned from many different and diverse databases. These services were initially focused on specific areas (for example, civil litigations, criminal conviction information, real estate and title records etc.), and then expanded as needed depending on the results. If information was revealed, then it was accumulated, cross-referenced, and compiled into workable summaries for careful evaluation by analysts. Thereafter, from this mass of information, a database report was derived on each applicant/qualifier, and was then reviewed by a supervisor and field investigator. Follow-up verifications of relevant important data (for example, licenses, compliance histories etc.) and areas of concern were then the subject of follow-up investigative activities. Qualifiers were interviewed in person, and that interview included an opportunity to provide clarification of any issues in the event derogatory information was found during the investigation. Next, an attorney review of the investigative results was conducted, followed by a detailed consultation between both the legal and investigative teams. The material was then digested into the suitability report, which was submitted for final review to the IEB Director, Massachusetts State Police and staff. The subject areas of this investigation have included the following:

1. Public record database checks which included, but were not limited to, the following:
 - a. Incorporation papers and corporate filing searches for incorporation in other states have been conducted for the identified privately held companies.
 - b. The intended **Crossroads Massachusetts, LLC** location of the gaming facility, the applicant company and its owners and affiliated entities and individual identified qualifiers have been verified through address verification and other companies operating from the same location(s) have been identified.
 - c. Dun & Bradstreet verifications of business information and credit profiles have been obtained on all qualifiers.
 - d. A fictitious-business-name search and doing-business-as search on a national basis have been conducted.
 - e. A civil litigation search relative to liens, bankruptcies and judgments in state of incorporation and all other states or commonwealths that have such information online has been conducted.
 - f. A nationwide bankruptcy search on the entity and individual person qualifiers has been conducted.



Massachusetts Gaming Commission

- g. A search for all UCC filings to determine secured parties and banking affiliations has been conducted.
 - h. A national media search on all identified entity and individual person qualifiers, as well as relevant affiliations, was conducted.
 - i. A Federal District Court Docket Summary search for all states has been conducted.
 - j. A business asset search has been conducted.
 - k. A limited liability company search and a limited partnership search have been conducted.
2. The status of all current and expired licenses, especially gaming licenses, disclosed by the entity or individual person qualifiers has been verified.
- a. The compliance history of the applicant and/or identified owners, parent company or gaming related affiliates or subsidiaries in all gaming jurisdictions in which they operate has been examined and evaluated.
3. The company website and affiliated websites have been examined and evaluated.
4. If relevant, copies of stock certificates verifying each beneficial owner of the company as well as (again, if relevant) copies of the stock registry from the corporate secretary/registered agent have been obtained. Verifications of the various qualifier entities and individual person qualifiers' ownership interests have been verified.
5. A financial integrity and stability analysis of the applicant owners and specific applicant affiliated entities relevant to the new applicant entities creation and formation as well as the owner's annual financial statements and tax returns has been conducted by a certified public investigative accountant. In this financial evaluation, the following tasks have been undertaken:
- a. A review of the identified applicant individual person qualifiers' financial statements was conducted.
 - b. If the financial statements were not audited, an analysis of three years of reviewed, compiled and/or internally prepared financial statements was conducted.
 - c. If the financial statements were audited, the contact name and number of the independent CPA firm's audit manager was obtained.
 - d. Available management letters or internal control letters issued by the independent CPA for the past three years was evaluated.



Massachusetts Gaming Commission

- e. The applicant entity and all identified entity and individual person qualifiers tax compliance history was reviewed and evaluated
 - f. Documentation/information of the identified owners and entity and individual person qualifier historical line(s) of credit and long term debt (mostly debt to/from a related entity) balances was obtained, reviewed and evaluated.
 - g. A comprehensive list of the identified entity's bank accounts (domestic and foreign banks) with copies of complete bank statements for past three years was obtained, reviewed and evaluated by financial investigators and accountants.
 - h. A letter from certain banks listing entities' and qualifiers' bank accounts and listing the most current balance for the applicable account was obtained.
 - i. A listing of all gaming-related licenses applied for by the applicant company, including the disposition and date of disposition, was obtained, reviewed and each identified individual licensing agency was contacted and the identified applicant's status and licensure was verified.
 - j. If a corporate entity, minutes of relevant Board of Directors meetings for the past three years were requested for review.
 - k. All relevant identified applicant qualifier compliance, due diligence and audit investigations conducted during the past five years were requested for evaluation. Additionally, if utilized, a copy of the identified applicant current compliance practices in existing licensing jurisdictions was obtained and reviewed.
 - l. An income analysis, net worth and asset evaluation on all identified individual person qualifiers was also conducted.
6. Where applicable, compliance with FCPA and AML policy and protocol compliance review was conducted on all identified relevant qualifier entities and individual person qualifiers. Applicable Policies and Procedures as well as a sampling of internal and/or external investigations or relevant compliance hypothetical scenarios were included as subjects of personal interviews with key owners/qualifiers and were evaluated.
 7. Motor vehicle registrations, driver's license and driving history records were examined and verified.
 8. The IEB investigative team also examined the applicant and its identified qualifiers past business practices and business ability as well as the



Massachusetts Gaming Commission

qualifier's demonstrated history to establish and maintain a successful gaming establishment.

9. The identified applicant qualifier's history of compliance with gaming regulations.
10. The identified applicant qualifier's litigation history.
11. The identified applicant qualifier's record of political contributions in Massachusetts, and if relevant, other jurisdictions.
12. The Massachusetts State Police conducted a thorough federal, state, and Commonwealth criminal history inquiry based upon the identified applicant qualifier's submissions and confirmed with the State Police examination of fingerprints.
13. An inquiry was conducted to determine if any credible information existed in any databases, online or available from law enforcement and regulatory sources regarding any applicant or qualifier involvement or affiliation with any organized criminal groups or persons with criminal histories, or who may pose injurious threat to the interests of the Commonwealth of Massachusetts.
14. The identified individual person qualifier's educational background was examined and verified.
15. The identified individual person qualifier's employment history was examined and verified as necessary.
16. All provided personal references for all identified individual person qualifiers were contacted and interviewed.
17. All professional licenses of any identified applicant qualifiers were examined and verified, including specific verification of any gaming industry related licenses, permits or suitability determinations.
18. Applicant business affiliations for identified applicant entities and individual person qualifiers were examined and evaluated.



Massachusetts Gaming Commission

CONCERNS REGARDING THE APPLICATION

As is detailed in the attached report, the applicant has yet to identify a 55% equity owner for the project. Robert Allen sent a letter to the IEB on October 17, 2013 indicating that they are finalizing a Letter of Intent to partner with [REDACTED] on the proposed project. A copy of that letter is attached for your consideration. To date, no Letter of Intent has been finalized and the applicant has yet to enter into an agreement with a 55% equity owner for the proposed project.

During the course of the investigation, the applicant was repeatedly advised that the full equity ownership needed to be identified in order to complete the investigation. On August 23, 2013 I sent a letter to Robert Allen advising him that the application was deemed incomplete for the purposes of the Phase 1 suitability investigation and that all applicable business entity disclosure forms and personal history disclosure forms should have already been submitted at that time. A copy of that letter is attached for your consideration.

The findings of fact relative to this investigation can be found in the attached report. Specifically, those findings of fact are listed in sections A and B of the Executive Summary and in sections III and IV of the report and the attached exhibits. **However, due to the applicant's inability to identify the complete equity ownership of the proposed project in a timely manner, the IEB cannot submit a complete investigatory report and recommendation to the Commission.**

As the investigation now stands, there are a number of issues that should be matters of consideration by the Commission regarding the applicant. Should the Commission choose to have a hearing on the suitability despite the incomplete status of the application, the IEB recommends that the Commission require the applicant to address the following concerns:

1. The inability of the applicant to yet identify its planned majority owner and financial source;
2. The suitability of the applicant's principal organizer, David Nunes;
3. The potential impact on **Crossroads Massachusetts, LLC's** suitability given the information in the report regarding Michael Thomas, Steven Thomas and Anthony Beltran;
4. The business ability of the applicant to run a successful gaming operation in Massachusetts given its difficulty in finding an additional equity interest and the current debt load and declining revenues of their proposed operator; and



Massachusetts Gaming Commission

5. The legitimacy of the provision in the operating agreement for Foxwoods MA LLC that the entity has exclusive and irrevocable control over the proposed gaming enterprise.

RECENT ADDITIONAL INFORMATION

Subsequent to the original drafting of the attached report, there has been new information regarding Steven Thomas, who is identified in the report as the Treasurer of the Mashantucket Pequot Tribal Council. Specifically, on October 2, 2013 he resigned from his position as Treasurer and on October 3, 2013 he pled guilty to a single count of theft from an Indian tribal organization. A memo from Bessie A. Sacco on this development is attached to this letter for your consideration.

CONCLUSION

This report reflects the findings of the IEB as of this date. The Bureau will continue to investigate the background and qualifications of all applicants and ultimately, all licensees. Should any additional information be gleaned from further inquiry, it will be appropriately reported to the Commission for further review.

It should also be understood that any determination of suitability that might be made by the Commission based on this and other suitability reports during this Phase I process will not constitute the final analysis of those matters. This suitability report will become part of the material considered during Phase II of the evaluation process as the Commission is empowered to also consider the relative suitability of applicants when it makes its final license decision at the end of Phase II.

Respectfully submitted,



Karen Wells
Director
Investigations and Enforcement Bureau
Massachusetts Gaming Commission



Massachusetts Gaming Commission



August 23, 2013

Robert L. Allen, Jr. Esquire
300 Washington Street, Second Floor
Brookline, MA 02445

Re: Crossroads Massachusetts, LLC

Dear Mr. Allen:

Based upon the information submitted by Crossroads Massachusetts, LLC ("Crossroads") in connection with its application for a Category 1 license, there still remains a 55% equity owner which has yet to be identified. As such, please be advised that, at this time, the Crossroads application is deemed incomplete for purposes of the Phase I suitability investigation. In this regard, it is the IEB's position that all applicable business entity disclosure forms and personal history disclosure forms in connection with the proposed equity structure of Crossroads, as a Category 1 applicant, should have been submitted by this date.

As Crossroads is aware, the Massachusetts Gaming Commission ("MGC") has set a November 20, 2013 deadline for the completion of all Region A and B Category 1 suitability hearings. In order to meet the Commission deadline, the investigation must be substantially completed by the middle of September.

Not having received the required applications and supplemental information for the proposed new equity owners of Crossroads, the IEB cannot guarantee that it will be in a position to conclude the Crossroads suitability investigation and issue a complete suitability report in accordance with the above-referenced MGC timelines.

Please be guided accordingly in this matter.

Very truly yours,

Karen Wells
Director
Investigations and Enforcement Bureau
Massachusetts Gaming Commission



Massachusetts Gaming Commission



300 WASHINGTON ST.
SECOND FLOOR
BROOKLINE, MA 02445

P. (617) 383-6000
F. (617) 383-6001
From the Desk of:
Robert L. Allen, Jr., Esq.
ballen@boballenlaw.com

October 17, 2013

VIA EMAIL AND FIRST CLASS MAIL

Director Karen Wells
Investigations and Enforcement Bureau
Massachusetts Gaming Commission
84 State Street, Suite 720
Boston, MA 02109

RE: Confidential - Crossroads Financing Status

Dear Director Wells:

I write on behalf of Crossroads Massachusetts LLC to follow up on my correspondence dated September 25, 2013. Please allow this letter to serve as a status on Crossroad's proposed development and an update regarding financing.

As you are aware, the Town of Milford, unlike any other host community at this early stage, put Crossroads through a comprehensive and exhaustive review process, complete with extensive reports by Town department heads, peer reviews by third party consultants, and town-wide public meetings with citizen participation. To its credit, this process allowed everyone in Town to fully understand the site, the proposed development, all potential impacts and the necessary mitigation required. This resulted in a detailed and incredibly lucrative Host Community Agreement for the Town, and I know many of its citizenry are excited for the referendum scheduled for November 19, 2013. With that said, this lengthy review process affected the timing of the negotiations with the equity partners – who wanted to be certain that a HCA would be finalized.

Once the HCA was executed, negotiations with a potential equity partners heated up, and Crossroads is now in the processes of formalizing a deal with [REDACTED]. Over the past few days, Crossroads and [REDACTED] have been finalizing terms of the Letter of Intent, which we anticipate to be completed and executed in short order. I have enclosed the latest Letter of Intent, for your reference and review.

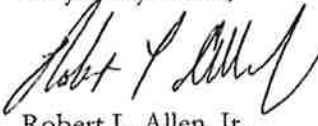
Knowing the time constraints, all the requisite BED, PHD, and MJPHD application forms have been provided to representatives at [REDACTED], who understand the data required for completion. Once the deal is finalized, we will be submitting all necessary forms to the Commission forthwith. As stated previously, we do not expect any issues with the application or investigation process for the [REDACTED] entity – which, at most, will have three qualifiers; all whom I understand have been licensed in other jurisdictions.

Letter to Director Karen Wells
Massachusetts Gaming Commission
April 12, 2013

Foxwoods is excited to be part of the robust competition for the Region A license and is proud of the positive impact its proposed Resort Casino will have on to the Town of Milford and the Commonwealth of Massachusetts. We are in the midst of finalizing the Phase II application and look forward to presenting the full proposal to the Commission.

I will continue to provide you with more information as things progress. Thank you again for your continued consideration.

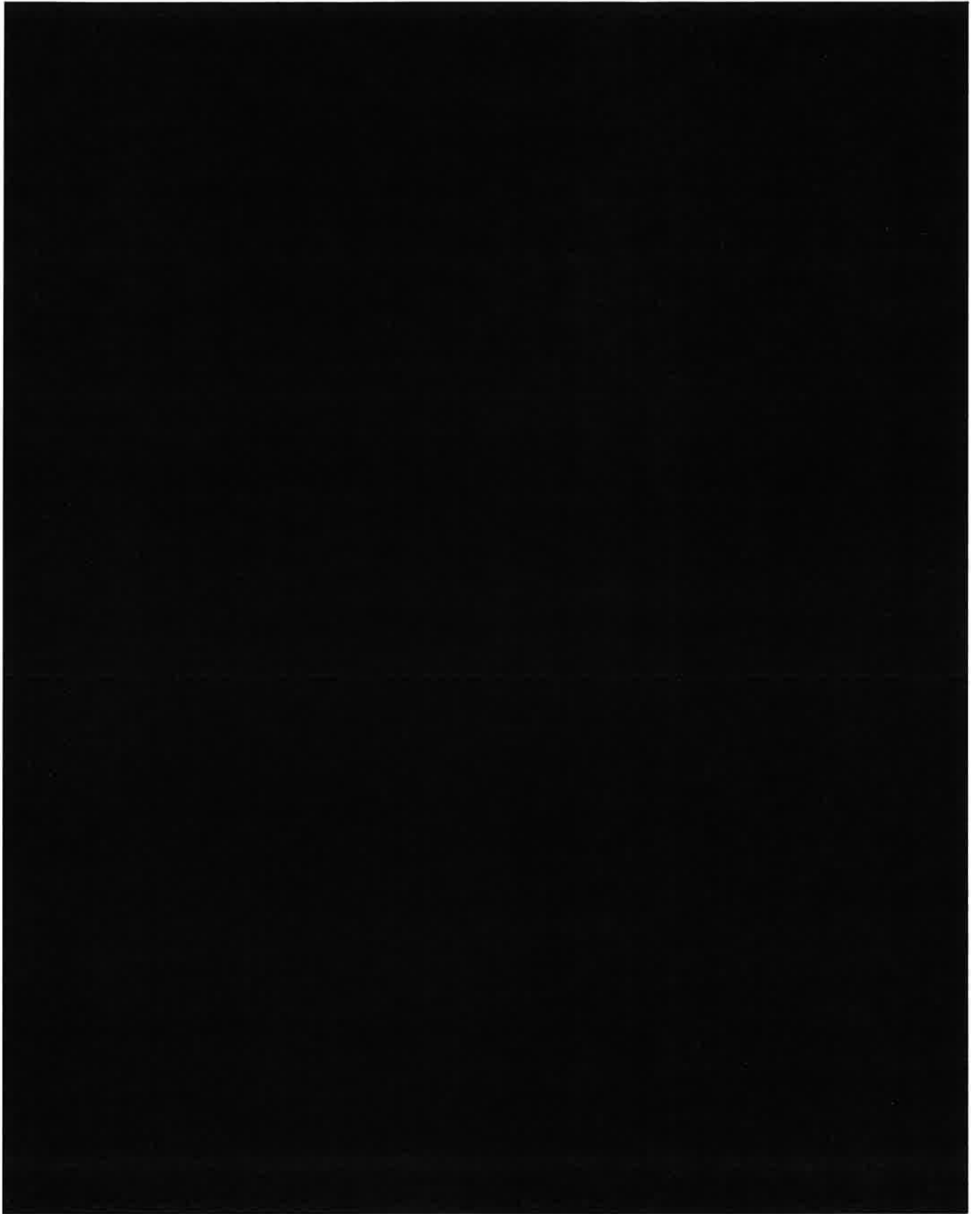
Very Truly Yours,



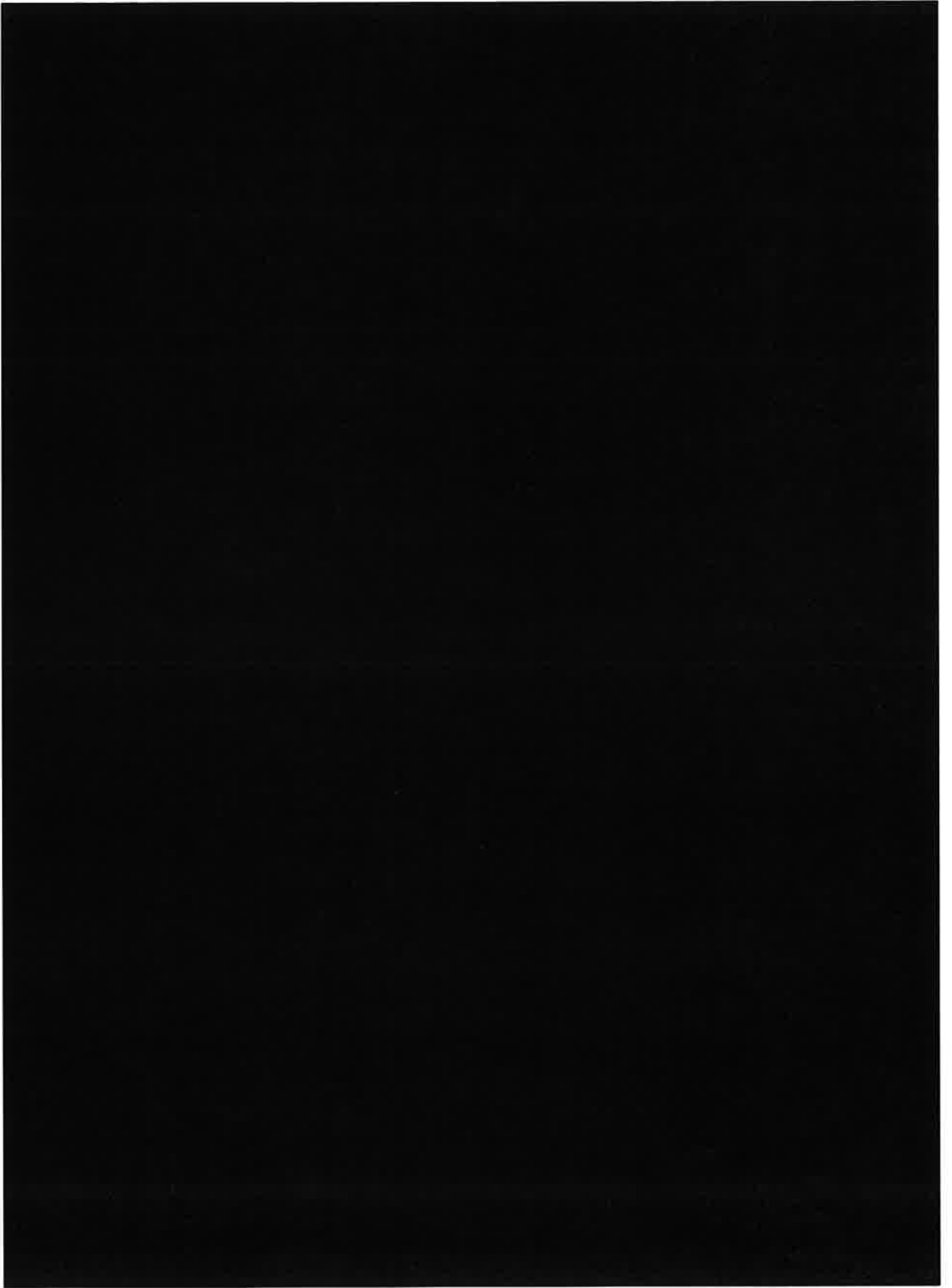
Robert L. Allen, Jr.

Enclosure

cc: Scott Butera
Bessie Sacco, Esq.



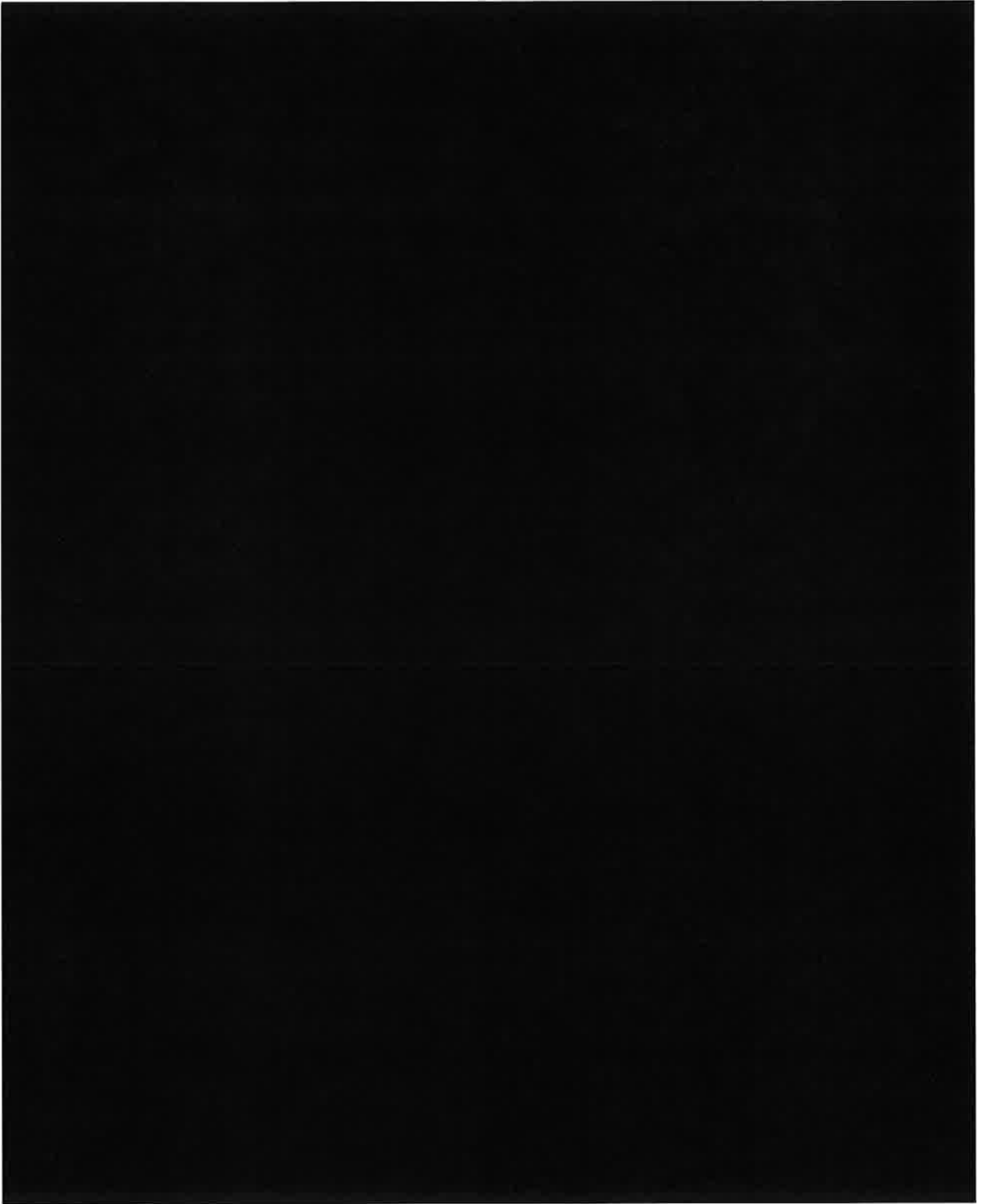
Confidential



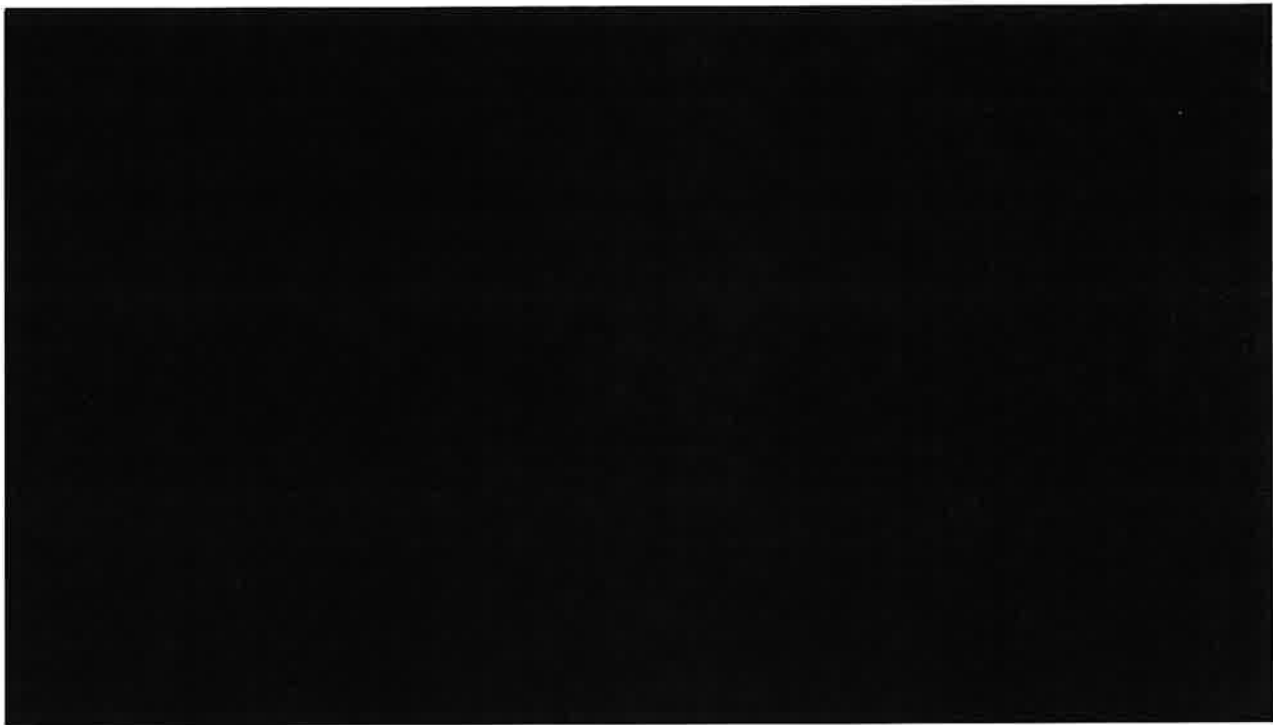
Confidential



Confidential



Confidential



Confidential



MICHAEL & CARROLL, PC

TO: KAREN WELLS, DIRECTOR, MGC, IEB
FROM: BESSIE A. SACCO
**RE: CROSSROADS MASSACHUSETTS, LLC CATEGORY 1 GAMING
LICENSE APPLICANT; SUPPLEMENTAL INFORMATION (#1)
RESIGNATION OF MASHANTUCKET PEQUOT TRIBAL
COUNCIL TREASURER STEVEN THOMAS**
DATE: OCTOBER 9, 2013

The within information is being provided in connection with developments occurring after the submission of the Michael & Carroll ("M&C") Suitability Report ("Report"), dated September 30, 2013, with respect to applicant Crossroads Massachusetts, LLC ("Crossroads"). Specifically, this is to advise you about the recent resignation of Steven Thomas ("Thomas") as Treasurer of the Mashantucket Pequot Tribal Council ("MP Tribal Council") on October 2, 2013 and his subsequent entry of a plea of guilty to a federal charge of theft concerning an Indian tribal government receiving federal funds.

At Section III C, Subsection 5 C, on page 41, the Report addresses the January 2013 indictment of Thomas, who was, at the time of the writing of the Report, the Treasurer of the MP Tribal Council. Specifically, Thomas was indicted by the United States Attorney, New Haven Connecticut office, on one count of embezzlement from an Indian Tribal Organization and two counts of conversion of property of another for one's own use. The indictment alleged that Thomas stole tribal funds in the amount of \$739,744 from January 2005 through June 2008 during the time he was employed within the MP Tribal Nations' Department of Natural Resources. The charges allege that Thomas' job was a "no show" position and, as such, his receipt of pay for that job, involving, as it did, certain federal funds, constituted a theft.

On October 3, 2013, Thomas pled guilty to a single count of theft from an Indian tribal organization in connection with the submission of pay cards in 2007 that contained inflated hours in connection with his employment as Assistant Director of the MP Tribe's Natural Resources Department. In exchange for the guilty plea, the other two theft charges against Thomas were dismissed. Under the plea agreement, Thomas must pay the MP Tribe \$177,603 in restitution, which is the amount equal to his tribal government salary for 2007. The plea agreement provides

For use of the Massachusetts Gaming Commission internal circulation only. Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K and the regulations promulgated thereunder.

that, although the advisory sentencing guideline range of imprisonment for this offense is 12 to 18 months, the Government will not object to a sentence below that advisory guideline range, including a non-custodial sentence. Thomas' sentencing is scheduled for January 3, 2014.

On October 2, 2013, the day before Thomas entered his guilty plea, he resigned from his position as Treasurer of the MP Tribal Council. Prior to the announcement of Thomas' resignation, the IEB contract investigators were notified by Rodney Butler, Chairman of the MP Tribal Council, and Betsy Conway, Assistant General Counsel for the MP Tribe, of the impending announcement. On that same day, George Henningson, MP Tribal Gaming Commission Chairman, further advised the IEB contract investigators that it was expected that Thomas was intending to enter into a plea arrangement on the following day.

Pursuant to the Mashantucket Pequot Tribal Constitution and By-Laws, if a Member of the Tribal Council is found guilty of a felony or a misdemeanor involving dishonesty in any state or federal court, the Tribal Council is to declare the position vacant, followed by an election to replace that person. On October 2, 2013, Chairman Butler advised the IEB contract investigators that a special election would be held to fill the vacancy on the MP Tribal Council. Pursuant to the special election, Butler advised that a candidate will be elected on October 24, 2013 and would be sworn in on October 25, 2013. Butler explained that a Treasurer would be selected by the MP Tribal Council once the new Tribal Council Member is sworn in. In the interim, MP Tribal Council Secretary Marjorie Colebut-Jackson has been chosen by the MP Tribal Council to serve as Acting Treasurer.

It is important to emphasize that Thomas was never a qualifier. Although he was a Tribal Council Member and Treasurer of the Tribe, he was not a member of the Board of Managers for Foxwoods MA, the entity formed by MP Gaming Enterprise for the sole purpose of managing the affairs of the proposed casino resort project in Massachusetts.

A further supplemental report will be filed upon learning the identity of the new MP Tribal Council Member, as well as the identity of the new Treasurer. The new MP Tribal Council Member will be required to execute the same Certification each non-participating Tribal Council Member has executed certifying that he/she will not participate in the management or operation of Foxwoods MA and/or any aspect of the Crossroad's casino resort project in Massachusetts.

**CROSSROADS MASSACHUSETTS, LLC
APPLICANT
FOR A CATEGORY 1 GAMING LICENSE**

PURSUANT TO M.G.L. c 23K;

**REPORT OF SUITABILITY
OF APPLICANT ENTITIES AND
INDIVIDUAL QUALIFIERS**

PURSUANT TO 205 CMR 101 *et seq.*

October 30, 2013

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

TABLE OF CONTENTS

I.	INTRODUCTION.....	5
II.	SCOPE AND METHODOLOGY.....	6
III.	IDENTIFICATION OF APPLICANT, PROPOSED LOCATION AND SHORT HISTORICAL CONTEXT OF APPLICANT’S GAMING INDUSTRY PARTICIPATION.....	11
A.	IDENTIFICATION OF APPLICANT.....	11
	TABLE 1.....	16
	TABLE 2.....	17
B.	APPLICANT SITE	18
C.	DESCRIPTION AND EXPLANATION OF APPLICANT’S OWNERSHIP ...	20
IV.	APPLICANT ENTITY AND INDIVIDUAL PERSON QUALIFIERS SUITABILITY SUMMARY OF FINDINGS	57
A.	ENTITY QUALIFIERS	57
1.	CROSSROADS MASSACHUSETTS, LLC	57
2.	FCX MASSACHUSETTS, LLC.....	59
3.	AJAX GAMING VENTURES, LLC	61
4.	RMP MASSACHUSETTS GAMING, LLC.....	63
5.	2001 A&A TRUST.....	66
6.	ETKIN MASSACHUSETTS GAMING, LLC	68
7.	FIVE TREES, LLLC	70
8.	WHITE RIVER GAMING, LLC	71
9.	MASHANTUCKET PEQUOT GAMING ENTERPRISE	73
10.	FOXWOODS MASSACHUSETTS, LLC	77
B.	INDIVIDUAL PERSON QUALIFIERS	79

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

1.	DAVID NUNES	79
2.	ROBERT POTAMKIN	86
3.	ALAN POTAMKIN	90
4.	BRUCE ETKIN	93
5.	TIMOTHY PRESUTTI	96
6.	JOHN SIEDEM	99
7.	TIMOTHY BELL	102
8.	JEFF MAGEE.....	105
9.	SCOTT BUTERA.....	108
10.	ALLAN KRONBERG.....	112
11.	RODNEY A. BUTLER	115
12.	CRYSTAL M. WHIPPLE	119
V.	CONCLUSION AND FINDINGS.....	123
	EXHIBIT 1.....	125
	EXHIBIT 2.....	137
	EXHIBIT 3.....	139
	EXHIBIT 4.....	142
	EXHIBIT 5.....	144
	EXHIBIT 6.....	146
	EXHIBIT 7.....	148
	EXHIBIT 8.....	150
	EXHIBIT 9.....	152
	EXHIBIT 10.....	154
	EXHIBIT 11.....	156
	EXHIBIT 12.....	157

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

I. INTRODUCTION

After a formal public Request for Proposals in approximately October 2012, the firm of Michael and Carroll, PC (“M&C”) and its agents and affiliated professionals were selected and then retained by the Massachusetts Gaming Commission (“MGC”) to assist the Commission’s Investigations and Enforcement Bureau (“IEB”) in conducting thorough, yet expedited, due diligence and background investigations of numerous entities and individual qualifiers for each respective assigned applicant. The investigation was given a tight and intense timetable, yet had to be as comprehensive as feasible. In order to meet these requirements, M&C utilized the services of field investigators, financial investigators, certified public accountants, database specialists, attorneys with extensive experience in gaming regulation and other support professionals. This staff included former FBI agents and supervisors, former State Police from other jurisdictions, former Attorney General’s investigators, former state and tribal regulatory officials and former criminal prosecutors. This experienced staff was teamed with investigative personnel from the Massachusetts State Police assigned to the Gaming Enforcement Unit, and the IEB Director and staff. These suitability investigations constitute Phase 1 of the Commission’s casino selection process and focus on this applicant’s background in terms of good character, honesty, integrity and financial responsibility. This report contains the factual findings and analysis of those elements of the applicant’s background critical for the MGC to make an informed decision regarding suitability.

The applicant’s origin, ownership and table of organization are discussed below in detail. While the IEB reasonably believes that this applicant has made some effort to define and organize its final organizational framework for the applicant’s company that will oversee its planned gaming facility construction and operational logistics, as noted in various areas of the following report, the IEB has, to date, been unable to obtain from the applicant statutory mandated materials necessary to determine the overall suitability of this applicant. Thus, this report must be confined to the presently insufficient submissions. Material deviations that could affect the suitability of the applicant or any of its individual person qualifiers may still be revealed. If the MGC grants a filing extension, then the IEB will take all appropriate actions to assure that all insufficiencies from the applicant’s present materials are fully vetted to the established statutory and regulatory standards. Moreover, if the applicant does advance in the

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

established MGC project suitability and evaluative processes, additional investors and financial participants will, in the IEB's considered view and in conjunction with the Director of the IEB, also be identified and added. Any such new participants in the applicant's project will likewise be vetted to the appropriate established standards and law.

Finally, in addition to the applicant and related qualifying entities, this document also reports herein on all of the presently identified qualifying individuals. The specific sections of this report pertaining to such persons are summaries of the IEB's investigational findings. The voluminous information from which these summaries are prepared will be retained by the IEB Director and the Massachusetts State Police. Any issues that arose in the course of any of those individuals' investigations and which bear upon the suitability of this applicant are addressed in this report.

II. SCOPE AND METHODOLOGY

The entity applicant, **Crossroads Massachusetts, LLC** ("Crossroads" or "applicant") and all individual persons identified by the IEB as "qualifiers" were required by both statutory law and the MGC's Phase 1 regulations to complete detailed application forms and various informational tables and appendices. These initial forms are based upon the universally utilized Multi-Jurisdictional Personal History Disclosure ("PHD") and Business Entity Disclosure ("BED") forms used in many domestic gaming jurisdictions and are designed to reveal significant and material historical and biographical information about the applicant entity and individual person qualifiers. In addition to the PHDs and BEDs, the MGC also required the submission of a special additional form set entitled the Massachusetts Supplement ("Mass. Supp") and which contains numerous more focused Commonwealth-specific questions as well as significant comprehensive liability waiver and personal information privacy release forms so as to enable the thorough and efficient investigation in all relevant jurisdictions. Notwithstanding the absence of the confirmation of the largest equity participant, all presently-identified qualifiers, both entity and individual persons, have completed their respective required materials and have been examined by the M&C and IEB investigative team professionals. Additionally, supplemental requests have been issued for further specific information as each respective investigation dictated. All materials were examined and evaluated utilizing the criteria and standards in the Massachusetts Gaming Act and attendant Regulations promulgated by the MGC,

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

that is, M.G.L. c. 23K §12, §16, §17, §46, and §47 and 205 CMR §108 and §115. Further, all materials were also reviewed using the general regulatory standards practiced in the gaming industry, thus comprehensively evaluating each qualifier's requisite integrity, honesty, good character and reputation, financial stability and background as required by the aforementioned statute and regulations. In addition, each qualifier's financial suitability and responsibility were examined, and where the qualifier will be in an ownership, managerial or other operational role in proposed **Crossroads Massachusetts, LLC** operation, the qualifier's specific business experience, past business practices and business ability was reviewed in order to establish whether that qualifier can be expected to maintain a successful gaming establishment. This review also included an analysis of the qualifier's history of compliance with gaming regulations, litigation history, criminal record inquiry and political contributions all as required by M.G.L. c.23K § 12.

IEB attorneys, investigators and Massachusetts State Police personnel also conducted in-person interviews with all presently identified key qualifying personnel in the applicant's project organization. Each respective qualifier's individual history and identified issues, if any, were also examined under oath, documented as to content and memorialized in formal certified transcripts or appropriate reports.

Also, as will be discussed below, Commonwealth and other jurisdictions' regulatory agencies have previously investigated certain of the identified qualifier entities and individuals as well as the other key operational qualifier employees. This investigation specifically inquired into whether those qualifiers have been confirmed as qualified and/or duly licensed and are in good standing. Further, this investigation also determined whether any regulatory disciplinary actions have been filed against any of the entity or individual person qualifiers by any other regulatory agency. Where relevant, law enforcement agencies were also contacted for verifications or other relevant information. Among the jurisdictions and agencies contacted and from which important verifications or other information was sought and/or received included: Massachusetts, National Indian Gaming Commission, Pennsylvania, New Jersey, Nevada, Louisiana, Indiana, Mississippi, Connecticut and California.

More specifically, the IEB investigative personnel have performed the following investigative steps in pursuance of the investigation, but as noted above, necessarily limited to the entities and individuals at issue:

1. Public record database checks which included, but were not limited to, the following:
 - a. Incorporation papers and corporate filing searches for incorporation in other states have been conducted for the identified privately held companies.
 - b. The intended **Crossroads Massachusetts, LLC** location of the gaming facility, the applicant company and its owners and affiliated entities and individual identified qualifiers have been verified through address verification and other companies operating from the same location(s) have been identified.
 - c. Dun & Bradstreet verifications of business information and credit profiles have been obtained on all qualifiers.
 - d. A fictitious-business-name search and doing-business-as search on a national basis have been conducted.
 - e. A civil litigation search relative to liens, bankruptcies and judgments in state of incorporation and all other states or commonwealths that have such information online has been conducted.
 - f. A nationwide bankruptcy search on the entity and individual person qualifiers has been conducted.
 - g. A search for all UCC filings to determine secured parties and banking affiliations has been conducted.
 - h. A national media search on all identified entity and individual person qualifiers, as well as relevant affiliations, was conducted.
 - i. A Federal District Court Docket Summary search for all states has been conducted.
 - j. A business asset search has been conducted.
 - k. A limited liability company search and a limited partnership search have been conducted.
2. The status of all current and expired licenses, especially gaming licenses, disclosed by the entity or individual person qualifiers has been verified.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

- a. The compliance history of the applicant and/or identified owners, parent company or gaming related affiliates or subsidiaries in all gaming jurisdictions in which they operate has been examined and evaluated.
3. The company website and affiliated websites have been examined and evaluated.
4. If relevant, copies of stock certificates verifying each beneficial owner of the company as well as (again, if relevant) copies of the stock registry from the corporate secretary/registered agent have been obtained. Verifications of the various qualifier entities and individual person qualifiers' ownership interests have been verified.
5. A financial integrity and stability analysis of the applicant owners and specific applicant affiliated entities relevant to the new applicant entities creation and formation as well as the owner's annual financial statements and tax returns has been conducted by a certified public investigative accountant. In this financial evaluation, the following tasks have been undertaken:
 - a. A review of the identified applicant individual person qualifiers' financial statements was conducted.
 - b. If the financial statements were not audited, an analysis of three years of reviewed, compiled and/or internally prepared financial statements was conducted.
 - c. If the financial statements were audited, the contact name and number of the independent CPA firm's audit manager was obtained.
 - d. Available management letters or internal control letters issued by the independent CPA for the past three years was evaluated.
 - e. The applicant entity and all identified entity and individual person qualifiers tax compliance history was reviewed and evaluated
 - f. Documentation/information of the identified owners and entity and individual person qualifier historical line(s) of credit and long term debt (mostly debt to/from a related entity) balances was obtained, reviewed and evaluated.
 - g. A comprehensive list of the identified entity's bank accounts (domestic and foreign banks) with copies of complete bank statements for past three years was obtained, reviewed and evaluated by financial investigators and accountants.

- h. A letter from certain banks listing entities' and qualifiers' bank accounts and listing the most current balance for the applicable account was obtained.
 - i. A listing of all gaming-related licenses applied for by the applicant company, including the disposition and date of disposition, was obtained, reviewed and each identified individual licensing agency was contacted and the identified applicant's status and licensure was verified.
 - j. If a corporate entity, minutes of relevant Board of Directors meetings for the past three years were requested for review.
 - k. All relevant identified applicant qualifier compliance, due diligence and audit investigations conducted during the past five years were requested for evaluation. Additionally, if utilized, a copy of the identified applicant current compliance practices in existing licensing jurisdictions was obtained and reviewed.
 - l. An income analysis, net worth and asset evaluation on all identified individual person qualifiers was also conducted.
- 6. Where applicable, compliance with FCPA and AML policy and protocol compliance review was conducted on all identified relevant qualifier entities and individual person qualifiers. Applicable Policies and Procedures as well as a sampling of internal and/or external investigations or relevant compliance hypothetical scenarios were included as subjects of personal interviews with key owners/qualifiers and were evaluated.
 - 7. Motor vehicle registrations, driver's license and driving history records were examined and verified.
 - 8. The IEB investigative team also examined the applicant and its identified qualifiers past business practices and business ability as well as the qualifier's demonstrated history to establish and maintain a successful gaming establishment.
 - 9. The identified applicant qualifier's history of compliance with gaming regulations.
 - 10. The identified applicant qualifier's litigation history.
 - 11. The identified applicant qualifier's record of political contributions in Massachusetts, and if relevant, other jurisdictions.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

12. The Massachusetts State Police conducted a thorough federal, state, and Commonwealth criminal history inquiry based upon the identified applicant qualifier's submissions and confirmed with the State Police examination of fingerprints.
13. An inquiry was conducted to determine if any credible information existed in any databases, online or available from law enforcement and regulatory sources regarding any applicant or qualifier involvement or affiliation with any organized criminal groups or persons with criminal histories, or who may pose injurious threat to the interests of the Commonwealth of Massachusetts.
14. The identified individual person qualifier's educational background was examined and verified.
15. The identified individual person qualifier's employment history was examined and verified as necessary.
16. All provided personal references for all identified individual person qualifiers were contacted and interviewed.
17. All professional licenses of any identified applicant qualifiers were examined and verified, including specific verification of any gaming industry related licenses, permits or suitability determinations.
18. Applicant business affiliations for identified applicant entities and individual person qualifiers were examined and evaluated.

III. IDENTIFICATION OF APPLICANT, PROPOSED LOCATION AND SHORT HISTORICAL CONTEXT OF APPLICANT'S GAMING INDUSTRY PARTICIPATION

A. IDENTIFICATION OF APPLICANT

The applicant's BED and related submissions indicated, and the investigation confirmed that the specific entity seeking a Category 1 gaming license in the Commonwealth of Massachusetts is:

Crossroads Massachusetts, LLC
183 Basalt Center Circle, Suite 204
Basalt, CO 81621

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Point of Contact: Scott Butera, President
Telephone: 860-312-4120
E-Mail Address: sbutera@foxwoods.com

The applicant herein, **Crossroads Massachusetts, LLC** (“**Crossroads**” or “**applicant**”), was formed on November 19, 2009 as a Delaware Limited Liability Company. The company is listed as “currently active.” On December 23, 2009, **Crossroads** filed as a Foreign Limited Liability Company in Massachusetts (Identification Number 001018173). The registered agent for **Crossroads** is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE. The above information was confirmed by this investigation.

Crossroads is presently owned 100 percent by a number of entity qualifiers that hold the interests of individual and/or other entity qualifiers, each of which will be identified and discussed in this Suitability Report. The entity qualifiers are:

- **Ajax Gaming Ventures, LLC** (“**Ajax**”) wholly owned by David H. Nunes (“Nunes”).
- **RMP Massachusetts Gaming, LLC** (“**RMP Gaming**”), wholly owned by the **2001 A&A Trust** (Robert M. and Alan H. Potamkin, Managers). The beneficial owners of the **A&A Trust** are Potamkin’s minor children. None of the minor children have been deemed qualifiers.
- **Etkin Massachusetts Gaming, LLC** (“**Etkin Gaming**”), wholly owned by **Five Trees, LLLP** (“**Five Trees**”), the Managing Member of **Etkin Gaming**. The beneficial owners of **Five Trees** are Trusts for the benefit of Etkin’s minor children. Neither the Trusts nor the minor children have been deemed qualifiers.
- **White River Gaming, LLC** (“**White River**”), owned by Jeffrey Magee, Timothy Presutti, Timothy Bell and John Siedem.

In connection with the pursuit of a Category 1 gaming license, **Crossroads** entered into an agreement with the **Mashantucket Pequot Gaming Enterprise** (“**MP Gaming Enterprise**”), an unincorporated instrumentality of the federally-recognized Mashantucket Pequot Tribal Nation. **MP Gaming Enterprise** does business as and operates the Foxwoods Resort Casino (“**Foxwoods**”) in Ledyard, Connecticut. Pursuant to a binding Letter of Intent dated June 14, 2013, which amends and restates earlier agreements between **MP Gaming**

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Enterprise and Crossroads,¹ MP Gaming Enterprise has agreed to assist **Crossroads** to, “secure sufficient equity and other financing sources to fund...a first class casino in Milford, MA, and associated amenities, including restaurants, hotels, retail shops and related business...”

Specifically, the agreement states that **MP Gaming Enterprise** will assist **Crossroads** to secure equity funding of approximately [REDACTED] and **MP Gaming Enterprise** will commit a minimum of an additional [REDACTED] of its own funds. It is proposed that a new and still unconfirmed equity owner shall have a [REDACTED] ownership interest and that **MP Gaming Enterprise** will have a [REDACTED] ownership interest in the applicant. **MP Gaming Enterprise** agreed to fund the first [REDACTED] of costs incurred by **Crossroads** in connection with its pursuit of a Category 1 gaming license application, as well as reimburse **Crossroads** for \$400,000 for the license application fee already incurred by **Crossroads**. Additionally, the agreement provides that, on behalf of the applicant, both **MP Gaming Enterprise** and the current **Crossroads** members will each contribute up to [REDACTED] each in investor loans in pursuit of a Category 1 gaming license.

As a result of the partnership between **Crossroads** and **MP Gaming Enterprise**, on February 14, 2013, **Crossroads** formed **FCX Massachusetts LLC**, (“**FCX**”) as a Delaware limited liability company. **FCX**, wholly owned by **Crossroads**, was created for the sole purpose of pursuing gaming interests in Massachusetts; that is, **FCX** was to become the casino license applicant in place of **Crossroads**. On July 22, 2013, **FCX** filed as a Foreign Limited Liability Company in Massachusetts. However, as will be detailed later in the within report, **Crossroads** remains the casino license applicant for purposes hereof and **FCX** is now considered the development arm of **Crossroads**.

Pursuant to the letter of intent between **MP Gaming Enterprise** and **Crossroads**, if the applicant is awarded a Category 1 gaming license, the casino resort property in Massachusetts will be branded under the Foxwoods name pursuant to a licensing agreement. The proposed

¹ **Crossroads** and **MP Gaming Enterprise** entered into a non-binding Letter of Intent dated February 5, 2013, which led to the execution of a binding Letter of Intent dated March 5, 2013, which was replaced and superseded by the amended and restated binding Letter of Intent dated June 14, 2013. For purposes of this report, reference to the letter of intent between **MP Gaming Enterprise** and **Crossroads** without a specified date shall refer to the amended and restated June 14, 2013 binding Letter of Intent. Reference to the former Letters of Intent by date will be made only when discussing certain provisions originally contained therein and/or when recounting the timing of certain developments in this applicant’s history.

casino resort will be managed by **Foxwoods Massachusetts, LLC** (“**Foxwoods MA**”), wholly owned by **MP Gaming Enterprise**, and created solely for the purpose of managing the interests of **MP Gaming Enterprise** with respect to the proposed Massachusetts casino resort project.

As noted previously, **Crossroads** has not confirmed the equity owner that will have a [REDACTED] interest. **Crossroads** has been advised by the IEB, in a letter dated August 23, 2013, that because it has not yet submitted the necessary application forms and supplemental information required to conduct a suitability investigation of a significant equity owner, there is no guarantee that the Suitability Report, which only addresses a portion of the qualifiers and does not address the suitability of a [REDACTED] owner, will be deemed complete for purposes of the MGC making a Phase I suitability finding for this applicant.

Most recently, on September 20, 2013, Nunes met with the IEB Director and two members of the Massachusetts State Police and indicated that **Crossroads** was planning on entering into an agreement with [REDACTED] whereby [REDACTED] [REDACTED] would be making an equity investment in this project. However, direct IEB inquiries to [REDACTED] representatives revealed there were only extremely preliminary discussions about a potential partnership.

Subsequently, on September 25, 2013, in response to the IEB’s request that it be updated concerning the identity of **Crossroad’s** new equity partner, Robert Allen, Jr. (“Allen”), the attorney for the applicant advised that there was no agreement in place with [REDACTED]. Allen advised that there had only been discussions with [REDACTED] and any statement by Nunes about partnering with [REDACTED] was “intended only to inform ... of the efforts **Crossroads** is making to seek out an equity partner.” In that same September 25, 2013 letter Allen advised that **Crossroads** had received a term sheet from [REDACTED] and that although **Crossroads** remains in negotiations with other proposed partners, to date, no other term sheets have been received.

Allen has requested that **Crossroads** be granted additional time in which to submit the required application materials in connection with the proposed new equity partner. [REDACTED]

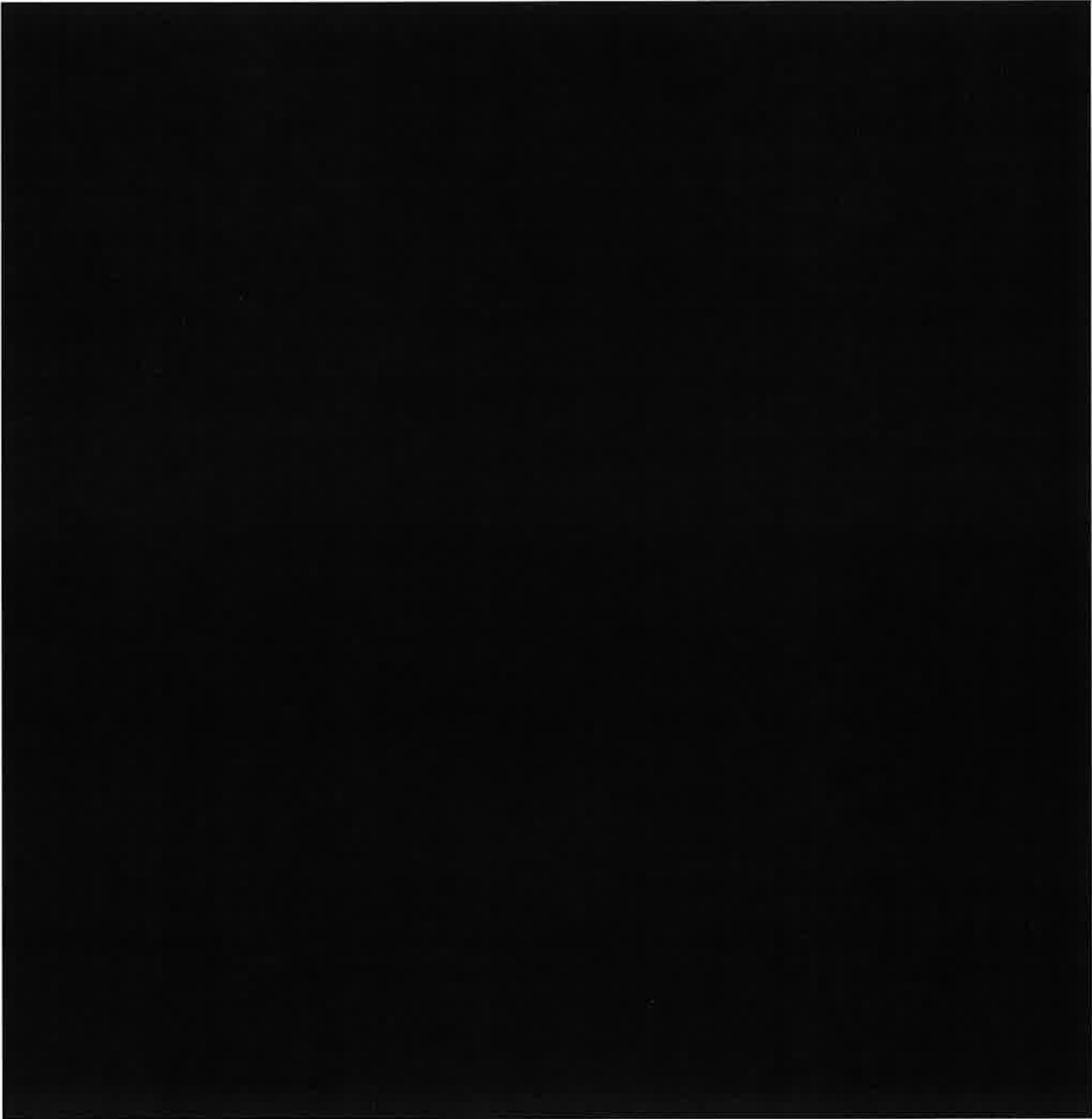
[REDACTED] This term sheet, however, has yet to be accepted by **Crossroads** and Allen indicates that it is still being

finalized. Finally, in his September 25, 2013 letter, Allen requests a meeting with the IEB with respect to this matter. In sum, the IEB has not received confirmation of the [REDACTED] equity participant.

This being understood, the following is as detailed an explanation of the ownership and organizational structure as is presently possible. The currently proposed ownership and organizational structure is contained in the following Tables #1 and #2.

TABLE 1

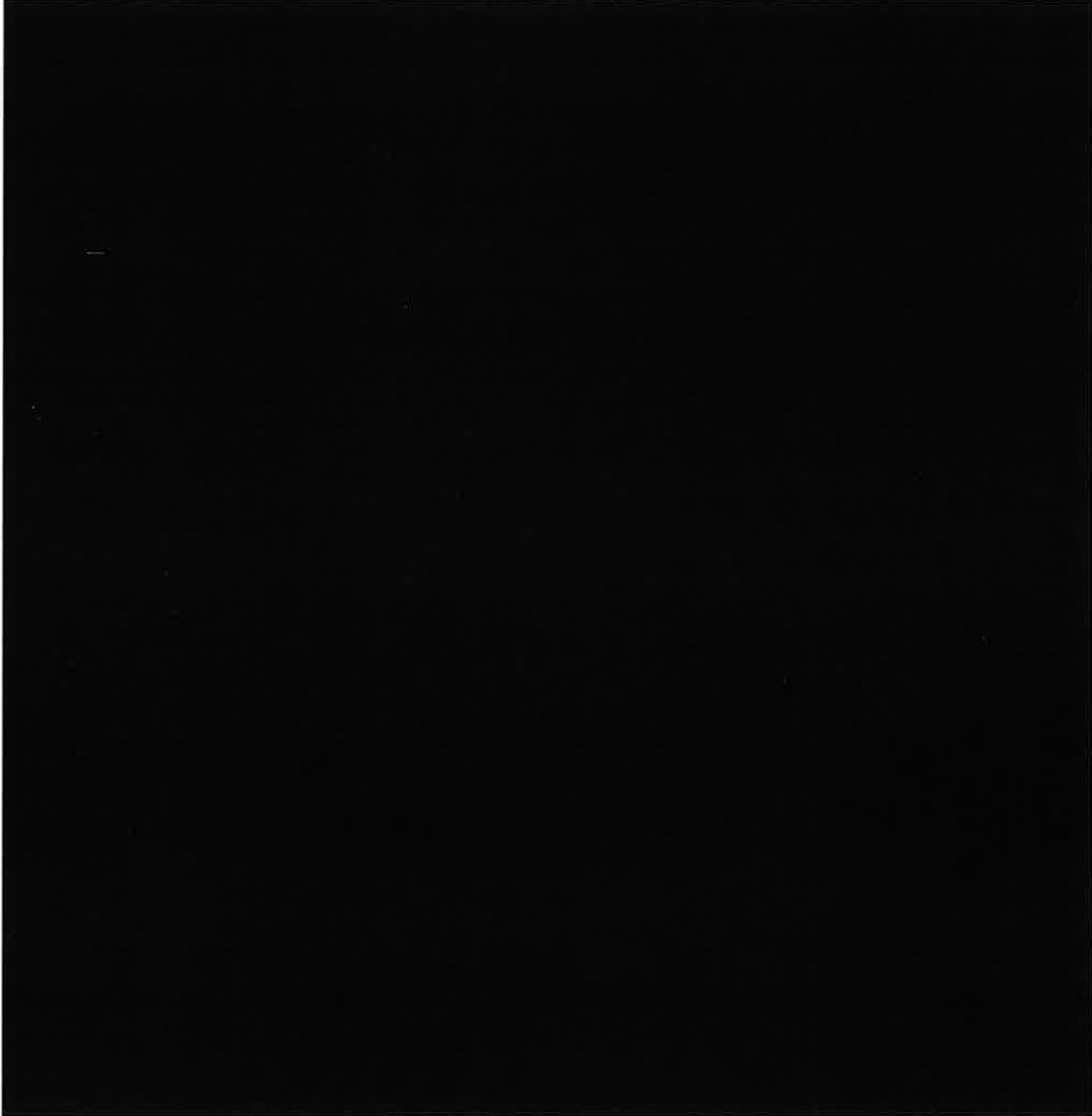
EXISTING CROSSROADS OWNERSHIP



Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

TABLE 2

PROPOSED CROSSROADS OWNERSHIP



Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

B. APPLICANT SITE

The casino resort is proposed for the town of Milford, in Worcester County, MA, which has a population of over 27,000 residents. **Crossroads** has indicated that the casino resort, estimated to cost approximately \$1,000,000,000, would be built on a generally undeveloped 187-acre site located in the eastern section of Milford. The site borders the Holliston town line to the north, East Main St., (MA Route 16) to the east, Interstate Highway 495 (I-495) to the south/southwest and open space land to the west. The site consists of eight separate parcels of land, which are under contract for purchase by the applicant as follows:

1. Three parcels, subject to a July 10, 2009 Contract for Sale of Real Estate with Milford Property Corporation and SFH Realty Trust, as Seller as follows:

- **East Main Street Parcel 30-0-8:** Currently owned by SFH Realty Trust (Joseph F. Shay, Jr., Walter A. Fiore and Mark R. Haranas, Trustees) by deed of Leonardo Niro and Virginia M. Niro, dated December 20, 2001, with Leonardo Niro and Virginia M. Niro acquiring said land by deed from Thelma M. Scartissi, dated August 28, 1975.

- **East Main Street Parcel 30-0-4:** Currently owned by SFH Realty Trust (Joseph F. Shay, Jr., Walter A. Fiore and Mark R. Haranas, Trustees) by deed of Mario Rovedo, dated December 20, 2001, with Mario Rovedo acquiring said land by deed from Emma A. Rovedo, dated October 5, 1991.

- **Rear I 495 Parcel 29-0-9:** Currently owned by SFH Realty Trust (Joseph F. Shay, Jr., Walter A. Fiore and Mark R. Haranas, Trustees), by a deed of SCF Enterprises Inc. (Nina W. Shay, President), dated January 6, 1995, with SCF Enterprises Inc. acquiring the land by deed from GRNT Realty Corp. (Kimberly Latimer-Nelligan, VP), dated January 24, 1994.

2. One parcel, subject to an April 9, 2009 Contract for Sale of Real Estate with Sandra Robertson, as Seller as follows:

- **I 495 Parcel 29-0-7:** Currently owned by Sandra M. Robertson by deed of George E. Robertson and Sandra M. Robertson, dated August 15, 1999, with George E. Robertson and Sandra M. Robertson acquiring the land by deed from Edward F. Robertson, Jr., and Deborah L. Robertson, dated January 28, 1981

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

3. Four parcels, subject to a January 16, 2009 Contract for Sale of Real Estate with EM Street Milford, LLC, as Seller.

- **East Main Street Parcels 30-0-34, 30-0-34A, 30-0-34B, 30-0-34C:** Currently owned by EM Street Milford LLC (c/o Jack Downs - Elder, Gaffey & Paine, PC) by deed of Joyce L. Robsham, Trustee, the Fifth Trust, dated January 23, 2009, with the Fifth Trust (Einar P. Robsham, Joyce L. Robsham, E. Robert Nason, and Jane B. Nason, Trustees) acquiring the land by deed from E. Robert Nason, dated July 3, 1964.

As part of this investigation, a title search was conducted to show all transactions with respect to these parcels of land during the past 20 years as set forth above and there does not appear to be any questionable transactions with respect to the ownership and/or transfers of ownership for this land. Also, as part of this investigation, Nunes, who was responsible for identifying the above land and securing the option contracts with respect to same, was interviewed concerning the history of the ownership of these properties. This information is reported in the discussion of the history of the applicant at Section 3 below. Furthermore, Dustin “Dusty” Burke of American Commercial Real Estate, LLC, located in Bellingham, MA, the real estate broker who represented Nunes in obtaining the option contracts for the above three land tracts, was also interviewed and he confirmed the information provided by Nunes with respect to the ownership of the land.

Furthermore, the IEB conducted a criminal background check concerning the identified individuals and/or companies involved in the proposed sale of the 187-acre tract of land in Milford, MA with no significant adverse findings.

4. On September 10, 2013 the town of Milford signed the Host Community Agreement with respect to the applicant’s proposed casino resort project to be developed on the parcels described in Sections B1 thru 3 above. The Milford referendum is scheduled for November 19, 2013. During the final stages of the applicant’s negotiations with the town of Milford concerning the terms of the Host Community Agreement, the size and scope of the proposed project was substantially increased. The proposed casino resort project for the town of Milford now includes:

- A 500 room hotel;

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

- More than 200,000 square feet of gaming space, featuring 5,100 slot machines;
- Ten restaurants and 450 seats of bar space; and
- A parking garage with 5,400 spaces.

Specific details relating to this proposed site will be appropriately addressed in the Phase 2 investigation and evaluation if the applicant satisfies the required standards for Phase 1 suitability and, thus, are beyond the scope of the within Suitability Report.

C. DESCRIPTION AND EXPLANATION OF APPLICANT'S OWNERSHIP

As reported above, the applicant herein, **Crossroads** was formed as a Delaware Limited Liability Company on November 19, 2009. As further reported above, **Crossroads** is engaged in discussions with various parties in connection with its efforts to secure an additional [REDACTED] equity partner. A short summary of the **Crossroads** ownership and management structure, changes and developments, as well as relevant agreements, will enable a fuller understanding of the applicant's history and evolution leading to the submission of the Massachusetts Category 1 gaming license application.

1. CURRENT OWNERSHIP STRUCTURE OF CROSSROADS

Currently, as stated above, **Crossroads** is owned by **Ajax Gaming Ventures LLC**, **RMP Massachusetts Gaming, LLC**, **Etkin Massachusetts Gaming, LLC** and **White River Gaming, LLC**. All of the above entities have been deemed to be "qualifiers"; that is, those persons and entities whose suitability is a necessary precondition to the suitability of the applicant as required by M.G.L. c. 23K §12, §14, and §16 and 205 116.02. The information below lists the names of the entities and respective ownership percentage, as well as the names of each of the individuals who have been deemed qualifiers in connection with this application.

Ajax Gaming Ventures, LLC: [REDACTED]

Ajax Gaming Ventures, LLC ("Ajax") is wholly owned by David H. Nunes ("Nunes") who is the managing member of **Ajax** and an individual qualifier for purposes of this application.

RMP Massachusetts Gaming, LLC: [REDACTED]

RMP Massachusetts Gaming, LLC ("RMP Gaming") is wholly owned by the **2001 A&A Trust**. Both Robert M. Potamkin and Alan H. Potamkin are Managers of **RMP Gaming**. Robert Potamkin and Alan Potamkin are individual qualifiers for purposes of this application.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

The **2001 A&A Trust** was formed by Robert Potamkin, as donor, in September 2001 by transferring and conveying to his brother, Alan Potamkin, as trustee, certain assets for the purpose of making completed gifts, in trust, for the benefit of Robert Potamkin’s minor children:

[REDACTED]

Etkin Massachusetts Gaming, LLC: [REDACTED]

Etkin Massachusetts Gaming, LLC (“Etkin Gaming”) is wholly owned by **Five Trees LLLP (“Five Trees”)**. **Five Trees** is the Managing Member of **Etkin Gaming**. Bruce H. Etkin (Etkin) is the General Manager and a [REDACTED] owner of **Five Trees**. Etkin is an individual qualifier for purposes of this application.

The other [REDACTED] interest in **Five Trees** is held by three limited partners, each of which holds a [REDACTED] interest. The three limited partners are trusts, each established for the three minor children of Etkin. [REDACTED]

[REDACTED]

White River Gaming, LLC: [REDACTED]

White River Gaming LLC (“White River”) is owned by the four members listed below, who hold the following respective interests in **White River**; each of whom have been deemed as a qualifier for purposes of this application:

Timothy Presutti [REDACTED]

John Siedem [REDACTED]

Timothy Bell [REDACTED]

Jeffrey Magee [REDACTED]

2. CURRENT ORGANIZATIONAL AND MANAGEMENT STRUCTURE OF CROSSROADS

A. MANAGEMENT

The officers of **Crossroads** are as follows:

Scott Butera, President;

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Bruce Etkin, Vice-President Development/Assistant Secretary;
Robert Potamkin, Vice-President Strategic Planning Secretary; and
Tim Presutti, Vice-President Finance/Treasurer.

Scott Butera (“Butera”) is also the Chief Executive Officer and President of **MP Gaming Enterprise**. In connection with both the February 5, 2013 non-binding Letter of Intent and March 5, 2013 binding Letter of Intent between **MP Gaming Enterprise** and **Crossroads**, on February 28, 2013, Butera was appointed to serve as President of **FCX**, the newly formed entity created by **Crossroads** to oversee the development of this project. Subsequently, on June 14, 2013, in connection with the amended and restated June 14, 2013 Letter of Intent, **Crossroads** appointed Butera to also serve as President of **Crossroads**. By virtue of Butera’s involvement in this project, Butera, as well as Etkin, Robert Potamkin and Presutti, are all individual qualifiers for purposes of the Category 1 license application.

In addition, the identified individuals listed below hold the following functional positions within **Crossroads**:

David Nunes, Chief Development Officer; and
Allan Kronberg, Project Manager

It should be noted that at the time the Category 1 gaming license application was initially submitted, Nunes was listed as holding the position of President of **Crossroads**, which position he held until February 18, 2013. However, as will be discussed in the section entitled “Dispute Between Nunes and **Crossroads** Members” below, Nunes was removed from this position due to a dispute with the other **Crossroads** members. As will also be discussed later in this report, this dispute has since been resolved and Nunes is now back involved with this project as Chief Development Officer as set forth above and is, thus, included as a qualifier herein.

In or around the same time that **FCX** was formed and the announcement was made that **MP Gaming Enterprise** would be the operator thereof, Butera brought Kronberg into the project. Kronberg currently lives in Milford, MA and works out of the **Foxwoods MA** satellite office, located at 88 Main Street in Milford. At this time, his primary function is to respond to inquiries and educate citizens of the Milford community, as well as to attend and participate in community meetings concerning the proposed casino project. During Butera’s sworn interview, he indicated that it has not yet been determined what exact position Kronberg will hold if this

applicant is issued a Category 1 gaming license, but he did indicate that Kronberg will be employed and function in a management capacity with respect to this project. By virtue of his involvement with this applicant, Kronberg has also been deemed an individual qualifier for purposes of the within application.

B. FCX MASSACHUSETTS LLC

As stated above, pursuant to the February 5, 2013 non-binding Letter of Intent between **MP Gaming Enterprise** and **Crossroads**, which then resulted in the initial binding Letter of Intent between **MP Gaming Enterprise** and **Crossroads**, dated March 5, 2013, it was agreed that **Crossroads** would form **FCX**. By Action by Written Consent of a Majority-in-Interest of the Members, executed on February 18, 2013, **Crossroads** agreed to form **FCX** that would initially be owned by **Crossroads**, with **MP Gaming Enterprise** acquiring an interest therein, contingent upon the parties entering into a binding letter of intent. Accordingly, on February 28, 2013, **Crossroads** executed an Operating Agreement providing for the formation of **FCX** as its wholly owned subsidiary and the appointment of Butera as its President to lead, on behalf of **Crossroads**, its development of the proposed casino project. The stated purpose for the formation of **FCX**, as set forth in its Operating Agreement, was “to acquire or ground lease a parcel of land in Milford and to build, develop and operate thereon a first class casino and associated amenities.” Indeed, in the applicant’s letter to the IEB, dated March 15, 2013, announcing the involvement of **MP Gaming Enterprise**, the applicant’s attorney, Allen, stated that **FCX** would step into the shoes of **Crossroads** and become the applicant for purposes of the Category 1 gaming license application. Subsequently, however, Allen advised that this would not be the case and that **FCX** would instead serve as the development arm of **Crossroads**.

A bank account was established for **FCX** and this account is used for the deposit of all funds, both from **MP Gaming Enterprise** and from the **Crossroads** members which are needed in connection with the pursuit of the within casino gaming license application. **MP Gaming Enterprise**, through **Foxwoods MA**, controls this account.

3. HISTORY OF CROSSROADS OWNERSHIP, ORGANIZATIONAL AND MANAGEMENT STRUCTURE

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

The founding members of **Crossroads** are David Nunes (“Nunes”) and William Warner (“Warner”). As will be discussed later in this report, Warner has since redeemed his interests in **Crossroads** and thus, Warner is no longer a qualifier for purposes of this application. During his sworn interview, Nunes explained that, in approximately 2009, it became clear to him that legalized gaming would be approved by the Massachusetts legislature. Although at the time Nunes was unaware as to how many casino licenses the legislation would authorize, he assumed that the Boston area would be designated for the location of a casino resort. As such, he began searching for a town in the Boston area which he believed would be a good site for a Casino resort. He began looking at areas along the intersection of the Massachusetts Turnpike and I-495. With the assistance of a real estate broker, Dustin “Dusty” Burke of American Commercial Real Estate, LLC, Nunes began inquiring into and, subsequently, entered into contracts for the purchase of the parcels that make up the proposed site in the town of Milford. The contracts for the purchase of the land were, at that time, held by Nunes’s Limited Liability Company, **Ajax**. Around the same time Nunes also began speaking with Milford Select Board members and others in the community regarding the proposed location of a casino resort in their community.

Nunes was questioned with respect to the ownership of the land which encompasses the proposed site for the Milford, MA casino resort project. Nunes stated that, with respect to the property on East Main Street near I-495 owned by SHF Realty Trust, Joseph F. Shay, Jr., Trustee, he had known the Shay family in Milford for years and had worked in a Shay family restaurant as a teenager. Concerning the tract of land located on East Main Street next to the Shay property, owned by EM Street Milford, LLC from deed of Joyce L. Robsham, Trustee of Fifth Trust, according to Nunes, Joyce Robsham is in her 90s and has turned everything over to Jack Downs, a close confidant, to handle with EM Street Milford, LLC having been created for the sale of the land. Finally, the third tract of land, located in the rear of the Shay property, owned by Sandra Robertson, was left to Robertson by her family. As part of this investigation, copies of the Option Agreements have been obtained and reviewed to confirm the information provided and are contained as part of the IEB files with respect to this applicant.

Having secured the options for the purchase of the land, and realizing that the proposed project would require gaming expertise, Nunes then sought out Warner. Nunes was introduced to Warner by Christopher Wolfington (“Wolfington”) of Philadelphia, PA, an individual with

whom Nunes had dealt in the past. Wolfington, who owned and operated Money Centers of America, a check cashing and cash provider for the casino industry, knew Warner in connection with having dealt with Warner when Warner was employed with Station Casinos in Nevada. Wolfington arranged for Nunes and Warner to meet to discuss the potential project. Upon meeting with Nunes and inspecting the proposed site, Warner subsequently agreed to join Nunes in the venture. At that time, Warner had just formed Warner Gaming, LLC and was managing a few small tribal casinos in New Mexico and attempting to grow his gaming business. In connection with the proposed development of a casino resort in Milford, Nunes and Warner agreed to work together and form **Crossroads** for the purpose of applying for a Category 1 gaming license. The **Crossroads** Operating Agreement provided that Nunes, through his wholly owned Limited Liability Company, **Ajax**, held a [REDACTED] interest and Warner, through his wholly owned Limited Liability Company, Warner Gaming, LLC² would hold a [REDACTED] interest. At that time, all right, title and interest to the land purchase agreements for the proposed site in Milford, then held by **Ajax**, were assigned by **Ajax** to **Crossroads**.

During his sworn interview, Nunes also indicated that it was his expectation that Warner would provide the gaming expertise and also secure the equity financing necessary for this project. However, Warner was not able to secure the needed equity financing and, in the years since the initial formation of **Crossroads**, Warner began to play less and less of an active role in this project. At the time the application was filed, Warner was still deemed to be an individual qualifier. During the pendency of the investigation, due to additional capital calls, Warner became diluted below five percent and, as indicated earlier in this report, he has since redeemed all of his remaining interest in **Crossroads**.

Understanding that additional equity financing was required, Nunes subsequently approached certain of his friends and presented the **Crossroads** investment opportunity to each of them. On or about January 20, 2011, Nunes' friend, Robert Potamkin, agreed to make an investment through his wholly Limited Liability Company, **RMP Massachusetts Gaming, LLC** ("**RMP Gaming**") and acquired a [REDACTED] interest in **Crossroads**. At the same time, Robert Potamkin told Bruce Etkin ("Etkin"), who was also a friend of both Nunes and Potamkin, about

² Warner Gaming's interest was subsequently transferred to WG-Massachusetts, LLC ("**WG-Mass**"), which is wholly owned by Warner Gaming.

the opportunity. Etkin also agreed to make an investment in **Crossroads** through his wholly owned Limited Liability Company, **Etkin Massachusetts Gaming, LLC** (“**Etkin Gaming**”) and became a [REDACTED] owner of **Crossroads**.

Thereafter, on or about February 22, 2011, Timothy Presutti (“Presutti”), yet another friend of Nunes to whom Nunes had presented the **Crossroads** investment opportunity, agreed to become an investor, along with three other investors with whom Presutti was acquainted and/or had worked. **White River Gaming, LLC** (“**White River**”) was formed by Presutti and those three other investors, John Siedem (“Siedem”), Timothy Bell (“Bell”) and John Magee (“Magee”). **White River** acquired a [REDACTED] interest in **Crossroads**.

Subsequently, on March 1, 2012, as a result of both Potamkin/RMP **Gaming** and Etkin/Etkin **Gaming** making additional capital contributions, a third amendment to the **Crossroads** Operating Agreement was executed whereby each of these members increased their interests in **Crossroads** to [REDACTED] and [REDACTED], respectively. At that time, the percentage interest for Nunes/Ajax was diluted to [REDACTED]. Warner/WG-Mass’s interest was not diluted and it remained at [REDACTED].

On January 15, 2013, again with a need for additional capital contributions by the members, the **Crossroads** Operating Agreement was amended a fourth time, this time memorializing increases in the ownership interests of Potamkin/RMP **Gaming**, Etkin/Etkin **Gaming** and **White River** to [REDACTED], [REDACTED] and [REDACTED], respectively. As a result of this Fourth Amendment, the interest of Nunes/Ajax was reduced to [REDACTED]. Again Warner/WG-Mass’s interest was not diluted and it remained at [REDACTED].

At the time of the filing of the application for a Category 1 gaming license, however, the arrangements changed again. Pursuant to a January 15, 2013 Assignment and Repurchase Agreement, Nunes/Ajax had assigned to Warner/WG Mass a [REDACTED] interest in **Crossroads**. The Assignment Agreement was subject to Nunes/Ajax’s right to repurchase after a thirty day period commencing January 15, 2013. The percentage had been assigned for no consideration. Thus, at the time of this applicant’s filing, the ownership interest held by Nunes/Ajax was [REDACTED] and the interest held by Warner/WG-Mass was [REDACTED]. Subsequently, on February 15, 2013, another change was made. Nunes/Ajax exercised its right to repurchase the interest, resulting in the ownership interests of Nunes/Ajax and Warner/WG-

Mass returning to [REDACTED] and [REDACTED], respectively. When asked about the purpose of such a seemingly meaningless exercise, during his sworn interview, Nunes indicated that he thought the application would be perceived in a more positive light if Warner, an individual with gaming expertise, held a larger percentage in **Crossroads**. While one could view this as somewhat deceptive, when questioned about the intent of this transaction, Nunes explained that he did not consider it to be deceptive because the agreement providing him with the right of repurchase for no consideration had been filed with the MGC.

This revised structure then lasted about five months. In light of additional capital calls, on July 10, 2013, **Crossroads** members entered into a Fifth Amendment to the **Crossroads** Limited Liability Company Agreement. The purpose was to provide a mechanism for members to fund another member's obligation in connection with a capital call. Specifically, funding member(s) may make deficiency loans to non-funding member(s) to cover a non-funding member's obligation pursuant to a capital call. However, the funding member has the right to convert the deficiency loan to an additional capital contribution, thereby increasing the funding member's ownership interest and decreasing the non-funding member's ownership interest by the same percentage.

A. WITHDRAWAL OF WARNER AND REDEMPTION OF WARNER MEMBERSHIP INTERESTS

Less than another month later, another revision of the plan was implemented in connection with Warner's withdrawal from **Crossroads**. On August 2, 2013, a Redemption Agreement of all Remaining Membership Interests ("Warner Redemption Agreement") was executed on behalf of WG-Mass, the entity through which Warner held an interest in **Crossroads**. The Warner Redemption Agreement provides that if **Crossroads** is issued a Category 1 gaming license and all capital contributions, member loans, deficiency loans and other funding, if provided by the members, have been paid in full, then Warner will receive a return of his initial capital contribution plus an additional payment in recognition for his past services.³ Specifically, John Hickey, the attorney who is responsible for drawing up **Crossroads**' corporate documents, stated that WG-Mass, the successor to Warner Gaming, LLC, had been a

³ This will consist of Warner being refunded his initial capital contribution of \$124,552 plus \$75,448, which is an additional payment in recognition for his past services.

member of **Crossroads** since November 20, 2009 and, as part of its role as a member of **Crossroads**, had been involved in the initial planning and development of the **Crossroads** gaming venture. Therefore, if a Category 1 gaming license is issued to **Crossroads**, Warner would be paid in two equal annual installments, after all of the conditions set forth above are met.

Because WG-Mass, Warner Gaming LLC and Warner were qualifiers in connection with the within application, this investigation inquired further into the reasons surrounding the redemption of the Warner interests in **Crossroads**. Todd Abbott, (“Abbott”) Vice-President of Regulatory Compliance with Warner Gaming, indicated that the decision to redeem the remaining interests in **Crossroads** was the result of those interests being subjected to continued dilution. In addition, it was stated that, when Warner Gaming first became involved in the **Crossroads** project in 2009, Warner Gaming had one client and expected to be provided with sweat equity and have a much more active role in the Massachusetts project. However, as time went on, Warner Gaming developed clients in four other states and had a new casino project underway in Iowa. Additionally, in accordance with the letter of intent between MP Gaming Enterprise and Crossroads, it was **Foxwoods MA** that was now involved with the continued planning and development of the gaming venture. As such, **Crossroads** was now requiring a significant amount of capital to pursue the Category 1 gaming license and expected that all those wishing to remain members contribute. Abbott stated that, because the **Crossroads** opportunity became a much smaller part of Warner Gaming than had been originally contemplated, Warner preferred to invest its capital to grow the interests of Warner Gaming elsewhere.

In light of these developments, the investigation looked into the purported rationale for the Warner redemption. In doing so, it reviewed certain derogatory information from the Missouri Gaming Commission concerning Warner’s employment with Stations Casino in 2000. It should be noted that reference to this information was disclosed in the application materials submitted by Warner. In addition, Warner and his counsel were willing to provide additional information concerning the Missouri matter. The investigators questioned Warner’s counsel as to whether the withdrawal from **Crossroads** was the result of the prospect of a suitability hearing. Abbott indicated that, while it was a consideration, especially in terms of how such a hearing

may be perceived, the choice to withdraw was driven primarily by the increasingly unfavorable economic factors, as described above.

B. DISPUTE BETWEEN NUNES AND CROSSROADS MEMBERS

During his sworn interview Nunes stated that he did not anticipate that it would take so long to secure the additional equity financing required for the project. In fact, in February 2013, not long after the applicant submitted its Category 1 gaming license application, Nunes and the other **Crossroads** members became engaged in a dispute. At the time, the **Crossroads** investors had paid the \$400,000 MGC license applicant fee and were funding the deposits required under the contracts for the purchase of the land for the proposed site, as well as payments to Nunes in connection with his work and expenses in spearheading the project. The funding of these payments to Nunes became an issue for the other **Crossroads** members and they advised Nunes that these payments would be discontinued. Nunes therefore responded that he would then no longer be involved in the project. As such, on February 18, 2013, the Majority-in-Interest of **Crossroads** removed Nunes as President and from any and all other **Crossroads** positions held by Nunes. This action, however, did not affect Nunes equity position within **Crossroads**. At this same time, the following members of **Crossroads** were appointed to the below positions:

Bruce Etkin, Vice-President Development/Assistant Secretary;

Robert Potamkin, Vice-President Strategic Planning Secretary;

Tim Presutti, Vice-President Finance/Treasurer; and

William Warner, Vice-President Gaming

By letter dated April 3, 2013, Nunes advised the Milford Township Administrator, Richard Volanti, Esq., that he would no longer be active in any negotiations with the town of Milford on behalf of **Crossroads**. Nunes further stated in the letter that, "while I will continue to be the largest shareholder in **Crossroads**, I have had my authority and my title stripped by my investor partners and they wish to proceed in place of me." In addition, Nunes stated in the letter, "I have shed any faith in the project given that the investors and Foxwoods have not invested the time to get to know the people of Milford."

The announcement that Nunes, who had been the face and voice of the project within the Milford community, would no longer be involved in the day-to-day affairs and operations of **Crossroads** resulted in quite a bit of negative press and some negativity towards the project

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

within the Milford community. However, this instability within **Crossroads** appears to have been resolved in relatively quick fashion as, by May 2013, there was an announcement that Nunes had been reinstated and was now Chief Development Officer for the project. On May 10, 2013, **Ajax** (Nunes's company), **Crossroads** and **FCX** entered into a Supplemental Agreement to effectively resolve the dispute between the members ("Nunes Settlement Agreement"). The Nunes Settlement Agreement called for Nunes to be appointed as Chief Development Officer of **FCX** and to serve under **FCX** President Butera, coordinating his role and official duties with Butera. The parties also agreed that **Crossroads/FCX** would resume making the [REDACTED] [REDACTED] development fee payments to **Ajax**, retroactive to March 1, 2013, with the development fee doubling once a third party equity investor is secured. The Nunes Settlement Agreement further allows **Ajax** to sell up to [REDACTED] of its membership interest in **Crossroads** to a qualified third party, provided the other members of **Crossroads** are granted the right of first refusal consistent with the Crossroads Operating Agreement and, the approval of the Massachusetts Gaming Commission is obtained. Finally, the Nunes Settlement Agreement provided for **Ajax** to receive a [REDACTED] lump sum payment from **Crossroads** and for **Ajax** to turn over all **Crossroads** books, records and financial agreements currently in Nunes's possession.

Additionally, as part of the settlement of the dispute between the parties, both **MP Gaming Enterprise** and the **Crossroads** members each agreed to make advances to **Ajax** to enable **Ajax** to fund its portion of the Investors Loans required to be made pursuant to the June 14, 2013 Letter of Intent. The advances provided to **Ajax** by the **Crossroads** members are not treated as deficiency loans under the 5th amendment to the Crossroads Operating Agreement. In other words, **Ajax** will not be diluted by virtue of the funding of these advances. The **Crossroads** members do not have the right to convert the amounts advanced to **Ajax** as additional capital contributions as is the case with the deficiency loans.

During the sworn interviews of the officers of **Crossroads** and **FCX**, all indicated that the dispute with Nunes was purely of a business nature. They stated that they were glad to have Nunes back involved and felt that, going forward, the parties have a good working relationship. Nunes also indicated he believes this to be the case.

4. PROPOSED ORGANIZATIONAL STRUCTURE OF CROSSROADS WITH THE EQUITY INVESTMENT FROM MP GAMING ENTERPRISE AND FOXWOODS MA OVERSIGHT

Regarding the involvement of **MP Gaming Enterprise** and **Foxwoods MA** in the within casino venture, Nunes said in his sworn interview that he had initially contacted Butera, whom he had known for about 12 years, and presented the within opportunity to **MP Gaming Enterprise**. At that time, Nunes had been searching for a major gaming partner to be an investor and potential operator in connection with the instant application. Nunes said that after **Crossroads** submitted the within application to the MGC, Butera expressed an interest on behalf of **MP Gaming Enterprise**. As stated earlier, a non-binding Letter of Intent was entered into between **MP Gaming Enterprise** and **Crossroads** on February 5, 2013, providing the general framework for the agreement between the parties with respect to this project. This eventually led to the execution of the binding Letter of Intent dated March 5, 2013, ultimately resulting in the submission of business entity disclosure forms and personal history disclosure forms on behalf of **MP Gaming Enterprise** and the designated entity and individual qualifiers herein.

On June 20, 2013, **MP Gaming Enterprise** formed **Foxwoods MA**, a Limited Liability Company wholly owned by **MP Gaming Enterprise**. **Foxwoods MA** was formed for the sole purpose of managing the affairs of the proposed casino resort project in Massachusetts. As such, in addition to **MP Gaming Enterprise**, **Foxwoods MA** has been deemed an entity qualifier for purposes of this application. **Foxwoods MA** is governed by a Board of Managers, which has been provided with irrevocable authority to take any and all actions that may be necessary to manage the affairs of **Foxwoods MA**. The following individuals constitute the **Foxwoods MA** Board of Managers and, as such, have each been deemed an individual qualifier for purposes of the within Category 1 gaming license application:

Rodney Butler, MP Tribal Council Chairman;

Crystal Whipple, MP Tribal Council Member; and

Scott Butera, **MP Gaming Enterprise** President and Chief Executive Officer

Based upon the sworn interviews conducted, a review of the Operating Agreement for **Foxwoods MA**, as well as the MP Tribal Council Resolutions authorizing the creation of

Foxwoods MA and entry into the Foxwoods Letter of Intent, that the three Managers, named above, appear to be the only individuals who have been provided with any decision-making authority and/or ability to influence or affect the affairs of **Foxwoods MA** and/or the **Crossroads** casino resort project. Given the concerns detailed in the report about Maschantucket Pequot Tribal Officials, it is expected that the applicant will address this issue at a hearing before the Commission.

As indicated earlier in the within report, in accordance with the letter of intent **between MP Gaming Enterprise and Crossroads**, upon **Crossroads** securing a [REDACTED] equity partner (“New Equity”), **MP Gaming Enterprise** will make a [REDACTED] investment in exchange for a [REDACTED] interest in **Crossroads**. The letter of intent between the parties provides an overview of the planned payment of additional funds to pursue the Category 1 gaming license, additional equity investments, corporate oversight, as well as the development and management of the proposed Massachusetts casino resort project, as follows:

- **MP Gaming Enterprise** to reimburse **Crossroads** for [REDACTED] expenses incurred and fund the initial [REDACTED] costs incurred to pursue a Category 1 gaming license on behalf of the applicant;
- **MP Gaming Enterprise** and the current **Crossroads** investors will each contribute up to [REDACTED] in additional funds to pursue a Category 1 gaming license on behalf of the applicant in the form of investor loans; **MP Gaming Enterprise** to reasonably assist **Crossroads** in securing [REDACTED] in equity funding for the Project, called New Equity, in exchange for a [REDACTED] equity interest in the applicant;
- Upon securing New Equity, **MP Gaming Enterprise** to commit [REDACTED] in exchange for a [REDACTED] equity interest in the applicant;
- Designation of current **Crossroads** officers and positions;
- **MP Gaming Enterprise** to reasonably assist **Crossroads** in securing debt financing of [REDACTED];

- Upon securing New Equity, **Foxwoods MA**⁴ to have decision making authority over all day-to-day activities of **Crossroads** Casino Licensee with all other major decisions concerning business and affairs of the **Crossroads** Casino Licensee to be vested in board of managers consisting of at least one designee of original **Crossroad** investor group, one designee of **Foxwoods MA** investor group and not more than four designees of new equity partner group, subject to super majority voting rights to be mutually agreed-upon;
- **Foxwoods MA** to have primary responsibility for designing, developing, constructing, equipping and furnishing the casino resort project and be entitled to a development fee; equal to two percent of the overall cost of the project.
- **Crossroads** to consult with **Foxwoods MA** in overall development of casino resort project and be entitled to a development fee of [REDACTED].
- Casino resort project to be branded under the “Foxwoods” name and **MP Gaming Enterprise** to receive a branding fee equal to [REDACTED] of gross revenue derived from the casino resort project, less promotional allowances, for use of the Foxwoods name and other proprietary information;
- **Foxwoods MA** to have primary responsibility for managing the casino resort project pursuant to a mutually agreed-upon customary management agreement providing for a base management fee equal to [REDACTED] of gross revenues derived from the casino resort project, less promotional allowances plus an incentive management fee based upon achieving certain annual EBITDA levels. **Foxwoods MA** management agreement term to be [REDACTED] from opening date with two options for additional [REDACTED] terms, provided mutually acceptable standards are met.

The structure and organization of the New Equity, yet to be identified, must be reviewed to determine the entities and individuals which will also be deemed qualifiers for purposes of the within Phase I suitability investigation. It is also to be noted that there is no guarantee that the terms of the Foxwoods Letter of Intent, as set forth above, will be acceptable to the New Equity.

⁴ It is to be noted that the June 14 2013 Letter of Intent does not make reference to **Foxwoods MA** as, at the time this agreement was drafted, it was still **MP Gaming Enterprise**'s intention to utilize a Committee to oversee the project and **Foxwoods MA**, the Limited Liability Company formed by **MP Gaming Enterprise** had not yet been established.

As such, it is anticipated that there could be further changes in the proposed organizational structure, economics, and, quite possibly, the scope of the decision-making authority of **Foxwoods MA**. Accordingly, this description of the corporate structure of the applicant is unlikely to be the final version.

5. MASHANTUCKET PEQUOT ENTITIES

A. TRIBAL BACKGROUND INFORMATION

Before discussing the details of the participation of **MP Gaming Enterprise** and **Foxwoods MA** in the within casino project, it is also appropriate to engage in a brief discussion of the nature of American Indian Tribal status and how that status impacts on this application.

The legal status of federally recognized American Indian Tribes has been the subject of uncertainty since the very beginnings of our nation. As far back as 1831, Chief Justice John Marshall said,

“[T]he relation of the Indians to the United States [was] marked by peculiar and cardinal distinctions which exist nowhere else.”

And it was Chief Justice Marshall who also penned the phrase that is the most quoted when the subject of Indian status is discussed. In *Cherokee Nation v. Georgia*, 30 U.S. (5 Pet.) 1 (1831), he described that status as that of a “*domestic dependent nation*.” In brief, this phrase has come to mean that tribes that are federally recognized are generally not subject to state law, but are subject to federal law.⁵

As simple as this legal standard may sound, it has proven to be anything but in practice, over the ensuing 182 years. Litigation continues to proliferate over such questions as the allocation of criminal law jurisdiction, the limits of tribal sovereign immunity and the right of states to impose taxes and other regulations on tribal operations.

Not surprisingly, the ambiguity of Tribal status was initially not the subject of any serious consideration for over 100 years. Natural ethnic migration, coupled with the dispersion (some forced) of Tribal membership caused a gradual degradation of Tribal governments and shrinkage

⁵ Not all Tribes are “federally recognized.” Federal recognition is an enormously complicated and time-consuming process that requires the Bureau of Indian Affairs to trace the origin of any group claiming to be an Indian Tribe. Federal recognition can be obtained by demonstrating roots back to a treaty or other agreement, by congressional legislation, or by executive order. References herein to “tribes” mean federally recognized tribes.

of locations supporting concentrated membership. Then, much changed in 1987. In the landmark case of *California v. Cabazon Band of Mission Indians*, 480 U.S. 202 (1987), the United States Supreme Court held that tribes could conduct gambling on tribal land unless the state in which the land was located prohibited that activity in all cases. If a state merely regulated gaming activity, even as minor an activity as charitable games, then tribes could operate all forms of gaming, even casinos. Had the *Cabazon* rule remained untouched, it would have allowed tribes in most states to open and operate casinos without any state or federal regulation. However, the *Cabazon* rule did not remain untouched for very long.

In 1989, Congress stepped in and passed the Indian Gaming Regulatory Act (“IGRA”).⁶ This Act, contrary to the popular perception that it authorized Indian gaming, did quite the opposite. IGRA established a regulatory framework that limited Indian gaming. This structure imposes both a federal and state scheme of control over Tribal casinos on Indian Lands.

The key phrase here, for purposes of this application, is “on Indian Lands.” The proposal presented by this application is, of course, **not** intended to take place on Indian lands. It is, rather, intended to take place on lands fully within the jurisdiction and is subject to the full measure of all laws of the Commonwealth of Massachusetts.

It is important, therefore, to emphasize that, despite the sovereign status of the Mashantucket Pequot Tribe regarding its casino operations and other activities on its own land (for example in Connecticut), should this application be licensed, the activities it proposes to conduct under the auspices of the Massachusetts Gaming Commission (“MGC”) will in no way be cloaked with any aspect of sovereign status. Nor will IGRA be applicable to those activities in any way. The rights and responsibilities of the Mashantucket Pequot Tribe and its affiliated entities herein will be identical to those of all other competing licensees.

While this jurisdictional statement is legally accurate, given the continuing uncertainty in Indian law, it is recommended that any grant of a license involving **MP Gaming Enterprise** and **Foxwoods MA** be conditioned on a full, complete and explicit waiver of sovereignty and Tribal Court jurisdiction, as involving the activities of the Tribe, directly or indirectly, in connection

⁶ 25 U.S.C. Section 2701 *et. seq.*

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

with the Massachusetts gaming facility and related conduct. That waiver should be memorialized in a Tribal Council Resolution, the wording of which should be subject to the approval of MGC.

Beyond the pure legalisms that are relevant in the evaluation of this application, there are other factors that are worthy of consideration. In particular, the Tribal experience with gaming cannot be divorced from the tragic historical experience of Native Americans in this country.

Tribes suffered through centuries of oppression and poverty. These unfortunate circumstances created Tribal social systems that were necessarily unacquainted with significant commercial activities. As a result, gaming dramatically changed Tribal communities from societies that owned very little into societies that suddenly owned billion dollar enterprises. While casinos instantly improved the economies of the Tribes, they could not instantly improve the ability of those Tribes to deal with the dramatic transformations.

Thus, in evaluating the conduct of Tribes, it is respectfully submitted that it would be inappropriate to equate Tribal operations, in their earlier days, to typical commercial operations run by people whose backgrounds in finance and commerce gave them a much better understanding of the intricacies of business.

This is not to say that the standards of the gaming law should not be equally applied to Tribal applicants. Of course, the standards should be applied equally. The point is made only to recommend that MGC take into account the historical context in which Tribal operations have evolved, and, where relevant, consider these factors in the suitability evaluation of the applicant qualifiers, inclusive of their historical record and experience.

A brief overview of the history of the Mashantucket Pequot Tribe (“MP Tribe”) and its current governing body, the MP Tribal Council, is a proper starting point for a discussion of **MP Gaming Enterprise**. The IEB investigation of **MP Gaming Enterprise** has produced thousands of pages of documents, interview transcripts, financial records and data base information, as well as information derived from several personnel interviews, public and private media materials, applicant submissions, governmental verifications and regulatory inquiries. The evaluation and analysis of public and media information and records, applicant submissions, governmental verifications, published materials and detailed analysis, and other informational sources has enabled the IEB investigators to develop an understandable picture of the ownership, personnel,

regulatory and licensing compliance history, and business and gaming operations of **MP Gaming Enterprise**.

B. MASHANTUCKET PEQUOT TRIBE

The Mashantucket (Western) Pequot Tribe (“MP Tribe”) is a federally recognized Indian tribe pursuant to the Mashantucket Pequot Indian Claims Settlement Act, 25 U.S.C. § 1751 et. seq whose reservation is located at Mashantucket, CT. The principal economic activity of the MP Tribe is, through **MP Gaming Enterprise**, the ownership and operation, of Foxwoods Resort Casino located on the MP Tribe’s reservation.

The Mashantucket Pequot Tribal Council (“MP Tribal Council”) is a federally recognized Indian Tribal Government and the duly authorized governing body of the MP Tribe, pursuant to the Tribe’s Constitution. The MP Tribal Council is made up of elected council members who serve three year terms. Currently, the MP Tribal Council consists of the following members:

- Rodney A Butler, Chairman as of January 1, 2010, who has served on the MP Tribal Council since January 2004 and was re-elected to another three year term that began in January 2013;
- Fatima Dames, Vice-Chairwoman as of January 2012, who is serving a three-year term which began in January 2011. This constitutes her second term, having previously served a three-year term beginning in January 2001;
- Marjorie Colebut-Jackson, Secretary as of January 2010, who has served on the MP Tribal Council since January 2005;
- Steven J. Thomas, Treasurer as of January 2012, who has served on the MP Tribal Council since January 2010 and was re-elected to another three year term that began in January 2013;
- Crystal M. Whipple, Member, who has served on the MP Tribal Council since January 2010 and was re-elected to another three year term that began in January 2013;
- Roy Colebut-Ingram, Member, who is serving a three-year term which began January 2012; and
- Steven E. Colebut, Member, who is serving a three-year term that began January 2012.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

The written historical record of the MP Tribe dates back to the early 17th Century, just prior to European contact, and reports that the MP Tribe had approximately 8,000 members and occupied 250 square miles in Southeastern Connecticut. However, as a result of the Pequot War, which took place from 1636 through 1638, the MP Tribe suffered devastating losses. At the conclusion of the Pequot War, many members of the MP Tribe had either been killed or placed in slavery or under the control of other tribes. Those MP Tribe members who were placed under the rule of the Mohegan Tribe eventually became known as the Mashantucket Western Pequots and, in 1651, were provided land at Noank, CT. In 1666, the land at Noank was taken away and the MP Tribe was given back property located at Mashantucket.

During the ensuing decades, the MP tribe battled to retain its land, but continued to lose members. Records indicate that, by 1774, there were 151 tribal members inhabiting the Mashantucket reservation and, by the early 1800s, only 30 to 40 tribal members were in residence at the reservation. By 1856, as a result of illegal land sales, the once 989-acre reservation had been reduced to 213 acres.

In the early 1970s, members of the MP Tribe began moving back to the Mashantucket reservation and by the mid-1970s the MP Tribe had instituted legal action to recover lands that had been illegally seized and sold by the State of Connecticut. After reaching a settlement with the neighboring landowners, who agreed that the 1856 sale of reservation land was illegal, the MP Tribe gained the support of the Connecticut legislature. This resulted in the Connecticut legislature unanimously passing legislation to petition the federal government to grant tribal recognition to the MP Tribe and settle the land claim. Ultimately, resurgence of the MP Tribe began in 1983, when the United States Congress enacted the Mashantucket Pequot Indian Land Claims Settlement Act (“Settlement Act”). This granted federal recognition to the MP Tribe and enabled it to repurchase and place in trust the land covered in the Settlement Act, which, at the time, increased the reservation to approximately 2,000 acres.

In 1984, the MP Tribe opened a high-stakes bingo hall as had been done by other successful Indian Tribes in various parts of North America. However, the MP Tribe was forced to litigate with the State of Connecticut to establish its right to conduct bingo on its reservation, pursuant to its own regulations. In 1986, the Federal District Court for the District of Connecticut, in *Mashantucket Pequot Tribe v. McGuigan*, 626 F. Supp. 245 (D. Conn. 1986)

ruled that the MP Tribe had the right to conduct high-stakes bingo games on its reservation free of state regulation.

After the enactment of IGRA, which, under certain circumstances, obligated states to enter into negotiated compacts with Indian tribes for the conduct of gaming on tribal lands, the MP Tribe instituted litigation against the state of Connecticut when the state refused to negotiate a compact. Ultimately, the Second Circuit affirmed the District Court's ruling that the State of Connecticut had failed to negotiate in good faith as required by IGRA. *Mashantucket Pequot Tribe v. Connecticut*, 737 F. Supp. 169 (D. Conn.) aff'd 913 F. 2nd 1024 (2nd Cir. 1990), cert denied, 499 U.S. 975 (1991). As such, the State of Connecticut was forced to negotiate with the MP Tribe, resulting in the Final Mashantucket Gaming Procedures (functionally a Tribal State "Compact"), which authorizes and regulates all gaming conducted by the MP Tribe on its reservation. This cleared the way for the MP Tribe to open the first phase of Foxwoods Resort Casino ("Foxwoods") on February 15, 1992.

Pursuant to the Compact, Foxwoods is authorized to conduct Class III gaming activities, which includes the following games, currently offered at Foxwoods:

- Blackjack;
- Poker;
- Dice;
- Money wheels;
- Roulette;
- Baccarat;
- Chuck-a-luck;
- Horse race game;
- Acey Ducey;
- Any lottery game;
- Off-track pari-mutual betting; and
- Video facsimile games, i.e. slot machines.

The Compact does not impose any restrictions on the number or size of gaming facilities, the number of individual games, the days or hours of operation, the limit on wagers or prizes or

any other aspect concerning the scope of the gaming operation. These matters are within the scope of the MP Tribe's authority.

With respect to the MP Tribe's operation of slot machines, the agreement reached with the State of Connecticut allows the Tribe to operate an unlimited number of slot machines including both traditional slot machines and video slot machines. The Compact allows that, provided no other person in the state other than the Mohegan Tribe is authorized to operate any form of slot machine or commercial casino table game within the State of Connecticut, the MP Tribe remits to the State of Connecticut 25 percent of the revenues generated from slot machines and video machines.

C. ADDITIONAL RELEVANT INFORMATION REGARDING (NON-QUALIFIER) MASCHANTUCKET PEQUOT TRIBAL OFFICIALS

[REDACTED]

[REDACTED] However, with respect to associations with persons with a criminal history, the following information is being provided concerning the indictment of the current MP Tribal Council Treasurer, Steven Thomas. As set forth earlier in this report, Steven Thomas has been a member of the MP Tribal Council since January, 2010, and was sworn in on January 4, 2013 to his second 3 year term. He has been the MP Tribal Treasurer since January, 2012. It is to be noted that the Treasurer for the MP Tribal Council is not provided with access to Tribal funds. As set forth previously, Steven Thomas is not a member of the Board of Managers for **Foxwoods MA** and thus has not been deemed a qualifier in this application.

On January 4, 2013 Steven Thomas, along with his brother, Michael Thomas, former Chairman of the MP Tribal Council until August 2009, were each, separately, indicted by the United States Attorney, New Haven Connecticut office, on one count of embezzlement from an Indian Tribal Organization and two counts of conversion of property of another for one's own use. There is no connection between the matters giving rise to the charges filed against Michael and Steven Thomas. There are separate sets of facts alleged in each. As such, these individuals have and will be tried separately.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

The indictment of Michael Thomas alleged that he stole tribal funds from October 2007 through April 2009 in the amount of \$102,393 in connection with his use of a MP Tribal credit card for personal expenses. Specifically, the unauthorized credit card charges primarily related to transportation for his ill mother in connection with taking her back and forth for treatments. Notably, the Mashantucket Pequot Tribal Council did not support Michael Thomas in his defense, and he utilized the services of a public defender. Michael Thomas' trial began on July 22, 2013 and he was found guilty of embezzlement on July 24, 2013. It is to be noted that at the time Michael Thomas was indicted, he was no longer the Chairman of the MP Tribal Council.

When asked to comment on Michael Thomas's actions with respect to the use of the MP Tribal credit card and the resulting criminal conviction, current Tribal Chairman Butler stated that Michael Thomas misused the credit card and there was no excuse for it. When questioned as to how this practice went unnoticed by the MP Tribal Council, Jackson King, ("King") General Counsel for the MP Tribe, advised that while it was a requirement for any member having a credit card to submit monthly expenses, Michael Thomas had not submitted his expenses. He was repeatedly asked to submit same but there was no follow-up to ensure same were received and reviewed. The IEB investigators were advised that, since that time, remedial measures have been put in place to ensure that expenses are submitted on a monthly basis. The MP Tribal Council has also since revised and limited its own use of Tribal credit cards to ensure integrity of their use.

The indictment of Steven Thomas alleges that he stole tribal funds in the amount of \$739,744 from January 2005 through June 2008 during the time he was employed within the MP Tribal Nations' Department of Natural Resources. The charges allege that Steven Thomas' job was a "no show" position. The legal theory of the indictment is that Steven Thomas' receipt of pay for that job, involving, as it did, certain federal funds, constituted a theft. In conjunction with this indictment, on May 3, 2013, the United States Department of the Interior declared Steven Thomas ineligible to enter into government contracts for at least one year and advised that this was a preliminary ruling pending further proceedings. This ruling is based upon the Department of Interior's finding of a lack of honesty and integrity on the part of Steven Thomas. The ruling from the Department of Interior prevents Steven Thomas from being involved with any matters on behalf of the MP Tribe involving the spending of federal grant money. As of the writing of

this Suitability Report, MP Tribal General Counsel King advised that it is his understanding that the trial for Steven Thomas is scheduled for some time in November 2013.

With respect to the MP Tribe's position concerning the charges against Steven Thomas, when questioned during his sworn interview, Chairman Butler advised that the MP Tribe and MP Tribal Council support Steven Thomas and believe the Federal Government has no jurisdiction in this matter. In this regard, Butler believes that the charges against Steven Thomas relate to matters which should be and were handled by the MP Tribe's Human Resources department. Butler believes that, although there were issues with Steven Thomas' work performance during the time he worked for the MP Tribe's Department of Natural Resources, Thomas did not engage in any illegal conduct. As such, Butler indicated that the MP Tribal Council is supporting the defense of Steven Thomas. Butler further explained that the MP Tribe subsequently eliminated Thomas' position with the Department of Natural Resources in June 2008. Steve Thomas thereafter went to Dealer school and became a dealer at **MP Gaming Enterprise**, where he was reported to have performed in a satisfactory manner. In fact, Thomas held that position until his election to the MP Tribal Council in January 2010. Butler also stated that Steven Thomas has done a good job as Treasurer of the MP Tribal Council.

On August 8, 2013, MP Tribal General Counsel King was interviewed regarding Michael Thomas and Steven Thomas. King confirmed the information provided by Butler and said that he supported Butler's position. King stated that he believes that the \$739,744 amount set forth in the indictment was calculated based on Steven Thomas's salary as an employee with the Tribal Nations' Department of Natural Resources and all related costs of employment for a 3 year period.

In a letter dated September 25, 2013, in response to a request for the MP Tribal Counsel's legal position in this matter, King stated that pursuant to the Mashantucket Pequot Tribal Constitution and By-Laws that if a Member of the Tribal Council is found guilty of a felony or a misdemeanor involving dishonesty in any state or federal court, the Tribal Council is to declare the position vacant, followed by an election to replace the person. King has advised that in the event Steven Thomas is found guilty, the MP Tribal Council will follow this provision.

During King's interview, he provided some additional insight into the circumstances surrounding Steven Thomas' "no-show" job. Specifically, he said that during the Tribe's efforts

to gain federal recognition, it encouraged members who were living elsewhere to return, or “repatriate” to the Reservation. In King’s September 25, 2013 letter he states that the alleged activities concerning Steven Thomas “occurred during the time that Tribal Government was growing very quickly and Tribal Members and others were being hired for positions where hopefully they would learn and develop necessary skills through on the job training and other training. The Tribe’s focus was to try to develop employment opportunities for as many Tribal Members as possible while at the same time it was developing its own policies and procedures, which once developed would be passed on through the organization.”

Particularly, during that time, Steven Thomas was appointed as Assistant Director of the Department of Natural Resources, a position he may not otherwise have been given. During the federal government’s investigation, agents followed Thomas while he was on duty and recorded his activities. They allege that he attended to very little in the way of Department of Natural Resources affairs and spent a lot of his time on personal affairs. King stated that the MP Tribal Council feels that this is a sovereignty matter during a time that the Tribe and its businesses were developing and thus issues such as Steven Thomas should be a matter for the Tribe to address as a Sovereign Nation.

When the MP Tribe began experiencing financial difficulties, Steven Thomas’ position, along with several other positions, were eliminated. It was at that time that Steven Thomas went back to school and became a dealer and, as previously stated, worked for **MP Gaming Enterprise**. According to King, Steven Thomas admitted to the Tribal Council that, at the time he was employed with the Department of Natural Resources, he was indeed a "bad" employee.

A number of publications and media reports, around the time of the announcement of the indictments of the Thomas brothers, indicated that a Stewart Sebastian, a MP tribal member, had also received an FBI “target letter.” Sebastian, according to sources in the media, was at one time the director of a MP Tribal sand-and-gravel operation. Steven Thomas and Stewart Sebastian were reportedly targeted in the FBI’s probe of “no-show” jobs. On July 23, 2013, the investigators interviewed George Henningson (Chairman of the MP Gaming Commission) regarding the indictments of the Thomas brothers, the reported targeting of Stewart Sebastian, and whether he or the MP Tribe were aware of any targets of the FBI investigation other than the Thomas brothers and lastly, whether there were any other investigations, either as a result of the

Thomas investigation or independent of the Thomas investigation, currently being conducted by the FBI concerning the MP Tribe. Henningson advised that he and the MP Tribe were aware of Stewart Sebastian being identified as a FBI “target” through media reports only, and that neither he, nor the MP Tribe, are presently aware of any other investigations being conducted by the FBI. In addition, during the sworn interview of MP Tribal Chairman Butler, he also indicated that he was unaware of any other investigations being conducted by the FBI with respect to the MP Tribe or other MP Tribal members. MP Tribe General Counsel King also stated that he had no knowledge of any such pending FBI investigations.

It should also be noted, additionally, that significant media attention has been placed on hiring practices by the MP Tribal Council for governmental employees. As stated by Chairman Butler during his sworn testimony on August 6, 2013, background investigations are not generally conducted for Pequot tribal government elected officials or government employees. Background checks are conducted on government employees if they work with children and for gaming licensure only. The current Chief of Staff, hired by the MP Tribal Council, is Anthony Beltran. As Chief of Staff, Beltran, among other responsibilities, oversees police, fire and emergency services, public affairs, museum and research center, non-gaming regulatory affairs and public works. Beltran, a tribe member, has prior convictions of felony offenses. Chairman Butler, also in his sworn testimony, stated that as a government employee, Anthony “Tony” Beltran would not have undergone a background investigation as there are no policies regarding the hiring of convicted felons for government employee positions.

Consistent with hiring practices, due diligence is questionable relative to internal matters regarding government employee activities. When Chairman Butler was asked during his above noted interview if an internal investigation was conducted through the tribal government of the activities of Michael Thomas as described above, Chairman Butler responded that no formal investigation was conducted. Likewise, Chairman Butler also confirmed that no internal investigation was conducted relative to Steven Thomas and his activities as explained herein. Although it should be documented that the above three individuals are not qualifiers for the purposes of this report and would not be involved in **Foxwoods MA**, as well as the employment of tribal government positions being exclusive to the tribe’s sovereign jurisdiction in

Connecticut, significant media attention has caused these matters to be presented before the MGC and are, therefore, contained in this report.

The issues raised by these circumstances that must be reviewed by the MGC clearly include: whether the conviction of Michael Thomas, the indictment of Steven Thomas, and/or the practice of “repatriation” job placement impact on the suitability of the applicant. It should be documented that: (i) Michael Thomas was an elected, not appointed, official, who never was, nor will he be, involved in the operation of gaming in Massachusetts, should this applicant receive a license; and (ii) the charges against Steven Thomas are still pending, no finding of culpability has yet been made, and, importantly, he is not a qualifier because he, too, will have no role in any Massachusetts gaming operation; and (iii) there is no evidence that any repatriation job placement has had any negative impact on the **Mashantucket Pequot Gaming Enterprise’s** casino business, but these issues must be resolved in the final instance by the Commission.

D. MASHANTUCKET PEQUOT GAMING ENTERPRISE (“MP GAMING ENTERPRISE”)

Mashantucket Pequot Gaming Enterprise is a wholly owned unincorporated instrumentality of the MP Tribe, created for the purpose of operating Foxwoods. On February 5, 1991, the MP Tribal Council approved Resolution Number 022591–02, establishing **MP Gaming Enterprise** as an arm of the Tribal government to conduct gaming operations of the MP Tribe. **MP Gaming Enterprise** was envisioned by the MP Tribal Council as a means of providing funding for essential governmental services to a repatriated nation of tribal members in order to live and work on the reservation. **MP Gaming Enterprise** was formed by (then) Tribal Council Chairman Richard Hayward, Tribal Council Vice-Chair Waynita Montey, and Tribal Council Members Kenneth M Reels, Ruth Thomas and Annette Menihan. Historically, the only appointed **MP Gaming Enterprise** officer position has been President and Chief Executive Officer (“CEO”). The current President and CEO is Scott Butera.

Foxwoods is one of the largest gaming facilities in North America. It features seven casinos with over 6,300 slot machines and 350 table games. It also offers four hotels with over 2,200 hotel rooms, and a wide variety of amenities, including a 4,000 seat performing arts

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

theater, a 1,500 square foot Fox Theater, two golf courses, a Museum and Research Center, over 150,000 square feet of conference space, two spas and salons, several restaurants, night clubs, lounges, luxury retailers, and a bowling center.

The MP Tribal Council is the governing board for **MP Gaming Enterprise**. The original formation documents for **MP Gaming Enterprise** provided for **MP Gaming Enterprise** to be managed by a Board of Directors consisting of five persons appointed by, and serving at the pleasure of, the MP Tribal Council. However, on January 14, 1993, by Resolution Number 011493-04, the MP Tribal Council dissolved the Board of Directors for **MP Gaming Enterprise** and authorized the MP Tribal Council to assume those duties and responsibilities. As such, MP Tribal Council functions as the Board of Directors for **MP Gaming Enterprise**, with the Chief Operating Officer and President reporting directly to the MP Tribal Council.

Butera described the MP Tribal Council as being very active with respect to **MP Gaming Enterprise** matters. In this sworn interview, Butera indicated that although he is scheduled to meet with the MP Tribal Council every other week, more often than not they meet on a weekly basis. The MP Tribal Council is provided with a weekly update report with respect to all gaming operations, as well as employment, entertainment and food and beverage matters and any issues concerning same. The MP Tribal Council is also involved in any strategic decisions which must be made on behalf of **MP Gaming Enterprise**.

The compliance and regulatory history of **MP Gaming Enterprise** has been reviewed thoroughly as part of this investigation and a discussion of same is set forth at Section 5G of the within report. Additionally, attached to the within Suitability Report is an Executive Summary (Financial) Report which contains a brief discussion of the financial condition and recent debt restructuring of **MP Gaming Enterprise**.

E. FOXWOODS MASSACHUSETTS, LLC (FOXWOODS MA)

While the MP Tribal Council has decision making authority over **MP Gaming Enterprise** matters, as set forth earlier in the within report, on June 20, 2013, **MP Gaming Enterprise** formed **Foxwoods MA**, a Limited Liability Company wholly owned by **MP Gaming Enterprise**. **Foxwoods MA** was formed for the sole purpose of managing the affairs of the Massachusetts proposed casino resort project on behalf of **MP Gaming Enterprise**. In connection therewith, the MP Tribal Council appointed a Board of Managers (“**Foxwoods MA**

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Board”) and granted the Foxwoods MA Board irrevocable authority to take any and all actions that may be necessary to manage the affairs of **Foxwoods MA**. In addition to **MP Gaming Enterprise**, Chief Executive Officer and President Butera, MP Tribal Council Chairman Butler and MP Tribal Council Member Whipple have been appointed to the Foxwoods MA Board.

During interviews conducted with Butera, Butler, Whipple, and MP Tribe General Counsel King, it was stated that no other MP Tribal Council members will have any decision-making authority and/or ability to influence or affect the affairs of **Foxwoods MA** and/or the **Crossroads** casino resort project. A reading of the provisions of the Operating Agreement for **Foxwoods MA** further indicates that no other MP Tribal Council member will have any involvement in **Foxwoods MA** and that no other Tribal Council member will have any decision-making and/or involvement with respect to the appointment of additional or replacement members of the Foxwoods MA Board. Specifically, Section 5.2 of the Operating Agreement for **Foxwoods MA** provides that in the event any member of the Foxwoods MA Board resigns or is unable to continue in office, the remaining Managers of the Foxwoods MA Board shall chose a successor.

The investigation reviewed the MP Tribal Council Resolutions regarding the approval of the June 14, 2013 letter of intent with Crossroads, as well as the earlier March 5, 2013 binding Letter of Intent, and the February 5, 2013 non-binding Letter of Intent. On March 4, 2013, the MP Tribal Council enacted Resolution Number TCR030413-01 of 01 (“Resolution 413”) which approved the March 5, 2013 Binding Letter of Intent and authorized Butera to execute same on behalf of **MP Gaming Enterprise**. Resolution 413 also addressed **FCX**, the newly formed wholly owned subsidiary of **Crossroads**. Particularly, in accordance with the initial plan that **FCX** would become the applicant for purposes of the within casino license instead of **Crossroads**, Resolution 413 provides that **FCX** would own the proposed casino project and would lease the real estate from **Crossroads**. Resolution 413 also authorized the appointment of Butera as President of **FCX** and provided that, “if the transaction proceeds to the next phase, the definitive agreements among the parties shall address the issue of Tribal Council’s authority to withdraw their consent to Butera serving as President of **FCX**.” Lastly, Resolution 413 authorized the Tribal Council to appoint Tribal Council Members to a committee that will have decision making authority for the purpose of **MP Gaming Enterprise**’s involvement in the

proposed casino project. The committee designated under Resolution 413 was composed of MP Tribal Council members Rodney A. Butler, Chairman, Marjorie P. Colebut-Jackson, Secretary and Crystal M. Whipple, Council Member.

However, while **MP Gaming Enterprise** initially planned to set up a committee to provide decision making authority over the Massachusetts casino project on its behalf as set forth above in Resolution 413, the MG Tribal Council subsequently approved MP Tribal Council Resolution No. TCR061913-01 of 01 (“Resolution 913”), which supersedes Resolution 413. Specifically, the structure ultimately decided upon and enacted and that which is currently in place and approved by the MP Tribal Council vests all decision making authority with respect to the proposed Massachusetts casino project in the Foxwoods MA Board. In this regard, MP Tribal Council Resolution No. 913, which authorized the creation of **Foxwoods MA** as a Limited Liability Company wholly owned by **MP Gaming Enterprise** for purposes of managing the affairs of the proposed casino project in Massachusetts, provided for **Foxwoods MA** to be governed by a Board of Managers consisting of **MP Gaming Enterprise** President and Chief Executive Officer Butera, Council Chairman Rodney Butler and Council Member Crystal Whipple. Resolution 913 further provides that the three Managers named above shall have irrevocable authority to take any and all action that may be necessary to manage the affairs of **Foxwoods MA** and that no other MP Tribal Council member, shall in any manner, participate in the management or operation of **Foxwoods MA** and/or any aspect of the **Crossroads’** casino project in Massachusetts. The investigation has confirmed that Resolution 913 remains in full force and effect and controlling as to **MP Gaming Enterprise’s** interests.

As part of the within investigation, the June 20, 2013 Resolution of **Foxwoods MA** with respect to the approval of the Amended and Restated Foxwoods Letter of Intent was also reviewed. Said Resolution provides that the funds held by **MP Gaming Enterprise** for the proposed casino project shall be held under a separate balance sheet account and **Foxwoods MA** shall have sole control over these funds.

To further confirm the effect of Resolution 913, Certifications from the non-participating MP Tribal Council Members have also been obtained and are contained in the IEB files. In these Certifications, each non-participating Tribal Council Member has certified that he/she is not participating in the management or operation of **Foxwoods MA** and/or any aspect of the

Crossroad's casino resort project in Massachusetts. The Certifications further provide that should non-participating Tribal Council Member subsequently determine to influence or affect the affairs of **Foxwoods MA** and/or the **Crossroads** casino resort project, that individual will file the required application with the MGC and submit to a suitability investigation by the IEB before taking any action that may influence or affect the affairs of **Foxwoods MA** and/or the **Crossroads** casino resort project.

F. MASHANTUCKET PEQUOT RELATED ENTITIES AND PROJECTS

1. Pennsylvania

Foxwoods Development Company, LLC (Foxwoods Development) is a Delaware Limited Liability Company which is wholly owned by the MP Tribe. Foxwoods Development operates independent of **MP Gaming Enterprise**. Specifically, Foxwoods Development was formed on January 27, 2004 in connection with the MP Tribe's ownership interest and involvement with a casino project in Pennsylvania. Foxwoods Development was a 30 percent equity partner in Philadelphia Entertainment and Development Partners, LP ("PEDP"), which was issued a casino license in Pennsylvania in connection with a proposed casino project in Philadelphia. The property was to be branded and managed as a "Foxwoods" property. In the fall of 2008 PEDP had a commitment letter from Merrill Lynch for the funding of the project. However, soon, a combination of factors undermined the project. First of all, the financial crisis hit creating uncertainty in the financing. Secondly, PEDP continued to encounter opposition from local residents and property owners with respect to the proposed location for the casino. This caused the developers to attempt to relocate the proposed site a number of times. In combination, it became more and more difficult for the group to finalize its plans and obtain funding. Ultimately, PEDP was unable to obtain the necessary financing to meet the required schedule for development and construction required by the Pennsylvania Gaming Control Board. As such, on December 16, 2010, the Pennsylvania Gaming Control Board voted to revoke PEDP's casino license.

2. Catskills New York Proposed Casino Project

MP Gaming Enterprise is currently involved in a joint venture with Muss Development ("Muss"), a long established real estate development company located in Brooklyn, NY. Muss

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

owns a site in the Catskills, located proximate to the Grossinger's Resort. Pursuant to the June 13, 2013 non-binding letter of intent between Muss and **MP Gaming Enterprise**, Muss will contribute the land and **MP Gaming Enterprise** shall contribute [REDACTED] at which point each party shall have a 50 percent interest in a Limited Liability Company to be formed. During his sworn interview, Butera indicated that **MP Gaming Enterprise** was approached by Muss and presented with the opportunity to participate in this proposed casino project and provide the development and management services in connection therewith should legislation authorizing casino gaming in the Catskills be enacted. Butera indicated that the casino project proposed for the Catskills is much smaller than the project being proposed for Massachusetts. In this regard, the Catskills project envisions an investment of approximately \$500,000,000. At this time, this project is pending a referendum and final legislation authorizing casino gambling in upstate New York.

3. Virgin Islands Project

The MP Tribe is a [REDACTED] owner, along with four other individual investors who collectively hold the remaining [REDACTED], of William and Punch, LLC, a United States Virgin Islands Limited Liability Company. William and Punch, LLC formed a wholly-owned subsidiary, WP Gaming LLC, which filed an application for a casino license with the United States Virgin Islands Casino Control Commission. This application has been pending since February 10, 2006. The other investors involved in this proposed project are David C. Elliot of St Croix, David U. Elliot of Maryland, Nevine Larose of Texas and Kevin Rames of St. Croix.

Construction has not yet commenced at this site and it is still in the permit application phase. The MP Tribe General Counsel King advised that an Army Corps of Engineers permit application has been pending for several years. The site is also a habitat for sea turtles and in this regard biological assessments are still being filed. The proposed casino project in which the MP Tribe has an interest is a small casino which is part of a larger development consisting of approximately 500 acres which includes a golf course, marina, hotels, condominiums and homes.

4. Consulting and Development Contracts with other Indian Tribes

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Foxwoods Development, which, as indicated previously, is wholly owned by the MP Tribe and operates independent of **MP Gaming Enterprise**, has provided consulting services to the Picayune Rancheria Chukchansi Tribe (“Chukchansi Tribe”) and the Pauma-Yuima Tribe (“Pauma Tribe”) in connection with the gaming operations of each of these tribes. With respect to the Chukchansi Tribe, which operates the Chukchansi Gold Resort and Casino in California, Foxwoods Development provided consulting services from January 1, 2005 through June 30, 2005. These services consisted of evaluating and making recommendations concerning the Chukchansi Tribe’s overall gaming operation. With respect to the Pauma Tribe, which operates Casino Pauma in California, Foxwoods Development provided development services pursuant to a development agreement from March 2006 until September 2009, and management services pursuant to a management agreement from May 2008 until September 2009. Foxwoods Development was to develop and manage a proposed \$600 million expansion project for Casino Pauma. Due to the increasing difficulty being experienced in obtaining financing and Casino Pauma's decision not to scale back the project, financing was unavailable. Additionally, Foxwoods Development did plan to subordinate some of the debt financing for this project and in light of its own financial difficulties, it would be unable to do so. As such, Foxwoods Development felt it necessary to withdraw from this project.

Finally, it should also be noted that historically the Mashantucket Pequot Tribe through variously named subsidiaries in the 1990s also provided casino development consultation assistance and, in some cases, seminal financial or other professional support for other Native American tribes who have gone on to develop and operate successful casinos that have had positive economic impact on their host regions and states. Examples of such assistance include tribes in Arizona, California, Kansas, Louisiana, New York and Washington.

5. Proposed Casino Projects in Kansas

In 2007, Foxwoods Development was involved with an application submitted to the State of Kansas for a proposed casino project located in Mulvan, Sumner County for Chisholm Creek Casino. Foxwoods Development, in partnership with MGM, initially proposed a \$500 Million casino project on a site for which Foxwoods Development had obtained an option to purchase. However, after having submitted its application to the State of Kansas, the state announced that the tax rate would not be fixed and would be revisited each year. Due to the

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

financial uncertainty created by such a prospect, Foxwoods and MGM withdrew the application. Because Foxwoods retained the option on the land for the proposed casino site, Foxwoods Development was subsequently approached by Och-Ziff, which was one of the equity participants planning to submit an application for a Kansas casino project. Och-Ziff offered Foxwoods Development a small equity interest in the project for contribution of the land option contract. Lakes Entertainment was brought in by Och-Ziff to manage the property. A decision to withdraw in 2010 was made by Och-Ziff when it became concerned about potential competition if certain legislation was passed authorizing slot machines at race tracks, which could threaten the success of the proposed Chisholm Creek project.

G. COMPLIANCE HISTORY OF MP GAMING ENTERPRISE

In February 1991, the MP Tribal Council enacted the Mashantucket Pequot Tribal Gaming Law (“MP Gaming Law”) and established the Mashantucket Pequot Tribal Gaming Commission (“MP Gaming Commission”). The MP Tribal Gaming Law established the framework for the conduct of gaming as well as the Standards of Operation and Management (“SOMs) that constitute the day-to-day operational internal controls governing operations at Foxwoods. The SOMs are based on industry standards as well as federal minimum internal controls established by the National Indian Gaming Commission (“NIGC”).

The MP Gaming Commission is a governmental body separate and distinct from **MP Gaming Enterprise**. It is charged with the responsibility to protect the integrity of the gaming operations of Foxwoods by enforcing the SOMs. The Commission is led by a Chairman and consists of six commission members, all of whom are appointed by the MP Tribal Council to staggered three-year terms. The Chairman of the MP Gaming Commission reports to the MP Tribal Council.

MP Gaming Enterprise, also referred to in this section of the report as Foxwoods, operates Foxwoods Resort Casino under the joint regulation of the MP Gaming Commission and the Connecticut Department of Consumer Protection/Division of Gaming (“CDG”). The CDG is authorized to investigate all gaming employees of Foxwoods, as well as the companies which provide gaming services or equipment to Foxwoods. The background checks are performed by the Connecticut State Police. The State Police also perform general law-enforcement functions at

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Foxwoods. However, the MP Tribe has established its own police department which also provides supplemental law enforcement services at Foxwoods. The CDG is also charged with monitoring Foxwoods' compliance with all required procedures.

The MP Gaming Commission was established pursuant to the Mashantucket Tribal Compact and the Mashantucket Pequot Tribal Gaming Ordinance as the primary regulatory authority overseeing the operations at Foxwoods.

The MP Gaming Commission is directed by Chairman George Henningsen ("Henningsen"), who has held this position since 2005. Henningsen has a long previous history of State and Tribal governmental service. Previously, he served as a Deputy Director of Criminal Investigations in the New Jersey Division of Criminal Justice from 1978 through 1986. He later assumed the Deputy Director of Investigations position from 1986 through 1991 in the New Jersey Division of Gaming Enforcement. Henningsen has held Tribal positions both on the casino operations side, as an Executive Vice-President of Foxwoods, and on the MP Gaming Commission side, as an employee of the MP Tribe since before Foxwoods opened in 1992. Henningsen currently reports to the MP Tribal Council.

In regard to the historical evolution of the Tribe's Regulatory agency, the Indian Gaming Regulatory Act ("IGRA") first established the framework which permitted the MP Tribe to enter into an agreement with the State of Connecticut regarding "Gaming Procedures" and which is euphemistically designated the Connecticut-Tribal Compact ("Compact"). That Compact was approved by the United States Department of the Interior ("DOI"). Per the terms of the Compact, the MP Tribe established an IGRA mandated Tribal Gaming Ordinance ("The Gaming Law"). The Gaming Law established the framework for gaming on lands within the Tribe's jurisdiction and also established the MP Gaming Commission. The Compact/Gaming Law also established regulations and internal controls Standards of Operation and Management ("SOM") which became the day-to-day operational controls that govern the gaming operations at Foxwoods. The SOMs set out specific procedures, such as the methods to be used by dealers when dealing cards or paying winning hands. Individual departments may further specify its own SOMs into written Policies and Procedures ("P&P"). Changes to the SOMs require the approval of the MP Gaming Commission. Changes to certain P&Ps directly related to gaming may also require the approval of the MP Gaming Commission.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Due to the nature of the joint regulatory oversight by the MP Gaming Commission and the CDG, violations of the SOMs and operational internal controls are addressed through a matrix of progressive discipline which is enforced primarily by the MP Gaming Commission. Either the MP Gaming Commission or the CDG can take licensing action (reprimand, suspension, revocation, fine or other appropriate action) against any offender, but in actual practice the MP Gaming Commission is the primary enforcement arm for any deviations from the established regulatory standards. The MP Gaming Commission also has authority to audit and investigate any aspect of the Foxwoods gaming operation to ensure the protection of the public interest in the integrity of all gaming activities and to ensure the prevention of any improper or unlawful conducts.

Operationally, the MP Gaming Commission Inspection Division currently employs 85 persons of which 18 are gaming floor Inspectors who maintain a constant presence on the gaming floor 24 hours per day, seven days per week. The Inspectors' duties, among other things, are to record violations of SOMs and MP Gaming Commission approved P&Ps. Chairman Henningsen made available a copy of a typical SOM violation. Foxwoods Surveillance observed a dealer overpay two patrons a total of \$20. Surveillance contacted floor personnel who recovered the \$20. The Inspection Division wrote a Violation Report of a SOM pertaining to the payment of a winning hand. The dealer received a verbal warning, coaching and counseling. Henningsen also provided a summary chart of alleged violations found by the Inspection Division for the previous five years. It was noted that the Table Games violations increased from 241 violations during 2011 to 963 violations during 2012. Henningsen explained that Foxwoods experienced a cheating scam in November 2011 at a baccarat table. The MP Gaming Commission decided to subject table games to additional scrutiny in part to send a message to the dealers and also to assist the Foxwoods Supervisors who may have been hesitant to discipline dealers that had recently unionized. Henningsen advised that Table Games operations have significantly improved and that Table Games always experience more problems because new games are constantly being added.

The MP Gaming Commission requires all new vendors to submit a one page New Vendor Information Form. The MP Gaming Commission investigates potential vendors when they are aware of an issue relating to the vendor. Gaming vendors must be licensed by CDG. If the

vendor fails to get licensed by the CDG, the MP Gaming Commission will pull their license. Under the Compact, all gaming equipment vendors must be licensed by both the CDG and the MP Gaming Commission.

Gaming employees must hold both a Connecticut and MP Gaming Commission license to be employed at the Foxwoods facilities. Sequentially, the MP Gaming Commission initially licenses all gaming employees prior to the submission of the applicant to the State. If found suitable to be licensed by the MP Gaming Commission, gaming employees are subject still to licensure by the State. After referral, the State conducts its own background investigation before a State license can be considered or issued. The MP Gaming Commission is currently working with Foxwoods Human Resources Department to insure that all non-gaming employees are also subject to a pre-employment background check.

When deemed necessary, due diligence investigations may be conducted by the Tribe's Office of the Inspector General ("OIG"), of the Tribal Legal Department. The OIG, when requested, conducts such due diligence investigations in order to vet companies/vendors or persons seeking senior management positions with the MP Tribe or **MP Gaming Enterprise**.

Chairman Henningsen also reports monthly to the MP Tribal Council. His reports include SOM Violation Reports, customer complaint reports and significant licensing and regulatory issues or incidents. Chairman Henningsen also advised that the gaming licenses of the entity **MP Gaming Enterprise** and personnel comprising **MP Gaming Enterprise** Executive Staff are all current and in good standing.

The Foxwoods facilities are licensed by the MP Gaming Commission. The MP Gaming Commission also certifies to the National Indian Gaming Commission ("NIGC") that the Tribe has identified, enforces and is in compliance with applicable environmental, and public health and safety laws. Most recently, the NIGC conducted its annual evaluation and concluded that the Foxwoods is in compliance with the key requirements of the Indian Gaming Regulatory Act ("IGRA") and NIGC regulations for the period of January 1, 2012 to December 31, 2012.

John Perry ("Perry") is the Vice-President of Compliance at Foxwoods. He has held this position for about eight years. He reports to **MP Gaming Enterprise** President Scott Butera with whom he meets on a monthly or bi-monthly basis. Prior to holding this position Perry was a member of the MP Tribal Council.

Perry is responsible for matters pertaining to the Bank Secrecy Act (“BSA”). Every Currency Transaction Report Casino (“CTRC”) and Suspicious Activity Report Casino (“SARC”) is processed through his office. Every SARC that goes to FinCen also goes to **MP Gaming Enterprise** Legal Counsel’s Office and the MP Gaming Commission. During the most recent three year period, Foxwoods filed the following CTRCs and SARCs:

2010 – 12,419 CTRCs & 207 SARCs

2011 – 10,804 CTRCs & 212 SARCs

2012 – 9,765 CTRCs & 277 SARCs

MP Gaming Enterprise was audited by the Internal Revenue Service (“IRS”) for BSA compliance in 1996, 1999 and 2003/2004. They have never been fined as a result of those audits. The most recent audit for the period March 1, 2003 to February 29, 2004 produced findings that included 124 failures to file the required CTRCs and highlighted the fact that Foxwoods did not have a day-to-day Compliance Officer relying instead on the Foxwoods Chief Financial Officer (“CFO”). It is noted that this audit did not result in a fine. The 124 failures to file CTRCs, when taken in the context of the 11,000 CTRCs filed during 2003 resulted in an error rate of about one percent. It is also noted that following this audit, Foxwoods made Perry Vice-President of Compliance and charged him with the oversight of the BSA Program.

MP Gaming Enterprise has established an Anti-Money Laundering (“AML”) Committee. Perry is the Chairman of the AML Committee which meets quarterly. Written agendas and minutes are kept for each meeting. Perry reports the activities of the AML program during his regular meetings with Scott Butera. **MP Gaming Enterprise** has a written AML Policy which pertinent employees are required to read and sign. Annual training and testing (E-Path web based system) is provided to all pertinent **MP Gaming Enterprise** employees. Presently, 1,691 employees receive AML training.

Foxwoods has a Responsible Gaming Committee (“RGC”) which is closely coordinated with the Connecticut Counsel on Problem Gambling. Foxwoods maintains a self-exclusion list. Problem gamblers can find the forms to request self-exclusion on the internet. A problem gambler can request self-exclusion for a 5 year period or a lifetime ban. A gambler wishing to modify an existing self-exclusion order must apply to the MP Gaming Commission.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Foxwoods has an Ethics Program which is codified in their Code of Business Conduct, Ethics and Conflicts of Interest (“Ethics”) Policy. This year 67 Director and above level employees (and about 200 other designated employees) read and acknowledged the Ethics Policy. Foxwoods also utilizes a whistleblower hotline in connection with its Ethics Program.

Foxwoods’ liquor license is current and in good standing. Foxwoods’ record of compliance with State liquor laws for the past two years includes seven violations during 2012 for sales to minors or intoxicated persons resulting in fines totaling \$18,000. Foxwoods maintains a robust effort to enforce prohibitions on underage gambling and alcohol consumption. During 2012 alone, the Foxwoods’ Security Department prohibited 431 juveniles from entering the premises unescorted by an adult. Also during 2012, Security removed 149 unescorted juveniles from the gaming floor. During the same period, 24 juveniles were arrested or ejected from the gaming floor. An additional 32 juveniles were ejected or arrested for gambling and four juveniles were arrested or ejected for alcohol consumption.

During 2011, **MP Gaming Enterprise** was cited for four violations for sales to minors or intoxicated persons, resulting in fines totaling \$12,000. Foxwoods’ record of violations should be considered in the context of the size of its operations and which customarily involved daily patronage of between 25,000 and 30,000 visitors and annual projections of in excess of \$1,000,000,000 in gross revenue. Moreover, the Foxwoods’ Security Department reports thousands of underage or unsuitable persons turned away from entry into the facility during its over two decades of operation.

IV. APPLICANT ENTITY AND INDIVIDUAL PERSON QUALIFIERS SUITABILITY SUMMARY OF FINDINGS

A. ENTITY QUALIFIERS

1. CROSSROADS MASSACHUSETTS, LLC

Crossroads Massachusetts, LLC
183 Basalt Center Circle, Suite 204
Basalt, CO 81621

Point of Contact: Scott Butera, President
Telephone: 860-312-4120

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

E-Mail Address: sbutera@foxwoods.com

Crossroads Massachusetts, LLC (“**Crossroads**”) is the applicant herein for a Category 1 gaming license. **Crossroads** was established for the sole purpose of utilizing the Milford, Massachusetts land options acquired by **Ajax Gaming Ventures** (“**Ajax**”) in pursuit of a gaming license in the Commonwealth of Massachusetts.

The background, current organizational and ownership structure, as well as the proposed ownership structure of **Crossroads** have been described within this Suitability Report. While currently owned 100 percent by the existing **Crossroads** members, upon securing additional equity funding for this project in the amount of [REDACTED], **MP Gaming Enterprise** will also contribute [REDACTED] in additional equity financing. It is proposed that the new equity owner shall have a [REDACTED] ownership interest in the applicant and **MP Gaming Enterprise** shall have a [REDACTED] ownership interest in the applicant.

This investigation has confirmed that the applicant is currently managed by the following officers and employees:

Scott Butera, President

David Nunes, Chief Development Officer

Allen Kronberg, Project Manager

Bruce Etkin, Vice-President Development/Assistant Sec.

Robert Potamkin, Vice-President Strategic Planning/Secretary

Tim Presutti, Vice-President Finance/Treasurer

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

⁷ To avoid unnecessary repetition in the discussion of the participating entities herein, and while this and other entities discussed in succeeding pages, did not actually associate with any persons with a known criminal history, certain persons, that is Steven Thomas and Michael Thomas, affiliated with the Mashantucket Pequot Tribe, do have a criminal history that is disclosed and detailed in Section 5C entitled Additional Relevant Information Regarding (Non-Qualifier) Mashantucket Pequot Tribal Officials. This information is nonetheless provided to fully inform the MGC of these persons. However, they are not individuals who are involved in this project in any manner.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]
[REDACTED]
[REDACTED]

A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Other than the pending application, **Crossroads** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Other than articles with respect to the dispute between Nunes and the other members of **Crossroads** which took place during the time the within investigation was pending which generated some negative media, research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to this entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted and none have been found. A Federal District Court Docket Summary search for all states has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to this entity that were prohibited by M.G.L. c. 23K §46 and §47.

2. **FCX MASSACHUSETTS, LLC**

FCX Massachusetts, LLC
89 Main Street
Milford, MA 01757

Point of Contact: Scott Butera, President
Telephone: 860-312-4120
E-Mail Address: sbutera@foxwoods.com

FCX Massachusetts, LLC (“**FCX**”) is a Delaware Limited Liability Company formed on February 14, 2013, which is wholly owned by **Crossroads**, the within applicant before the Massachusetts Gaming Commission for a Category I gaming license. **FCX** registered in

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Massachusetts as a Foreign Limited Liability Company on July 22, 2013. The resident agent is Robert Allen Jr., 300 Washington Street, Brookline, MA.

The stated purpose for the formation of **FCX**, as set forth in its Operating Agreement, was “to acquire or ground lease a parcel of land in Milford and to build, develop and operate thereon a first class casino and associated amenities.” **FCX** is now identified as the development arm of **Crossroads** and its sole purpose is to assist **Crossroads** in developing the proposed Category I gaming facility in Milford, MA. **FCX** has no prior or current business operations other than as set forth above. **FCX** was created pursuant to the February 5, 2013 non-binding Letter of Intent between **Crossroads** and **MP Gaming Enterprise**, which resulted in the initial binding Letter of Intent between **Crossroads** and **MP Gaming Enterprise** dated March 5, 2013. Scott Butera (“Butera”), the President and Chief Executive Officer of **MP Gaming Enterprise**, is also the President of **FCX**. **FCX** also holds a bank account in which both the **Crossroads** members and **MP Gaming Enterprise** deposit funds to make any payments required in connection with **Crossroads**’ pursuit of the Category 1 gaming license. Control of this bank account is vested in qualifier Butera as President of **FCX**.

[REDACTED]

A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Other than the pending application, **FCX** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to this entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted and none

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

have been found. A Federal District Court Docket Summary search for all states has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to this entity that were prohibited by M.G.L. c. 23K §46 and §47.

3. AJAX GAMING VENTURES, LLC

Ajax Gaming Ventures, LLC
183 Basalt Center Circle, Suite 204
Basalt, CO 81621

Point of Contact: David H. Nunes, Manager
Telephone: 970-927-1077
E-Mail Address: dnunes3@comcast.net

Ajax Gaming Ventures, LLC (“**Ajax**”) is a Delaware Limited Liability Company formed on November 28, 2005 by David Nunes (“Nunes”). **Ajax** was registered in Colorado as a Foreign Limited Liability Company on January 26, 2006. **Ajax** is wholly owned by Nunes and is the entity through which Nunes holds his █████ percent interest in **Crossroads**. Nunes is the sole and Managing Member of **Ajax**.

By way of background, **Ajax** was formed in connection with a proposed Johnston, Rhode Island casino project which Nunes pursued in partnership with Trump Entertainment Resorts (“Trump”). Based upon research conducted during this investigation and confirmed during the sworn interview of Nunes, **Ajax** was formed by Nunes to hold options on land he located in Johnston, Rhode Island for a proposed casino project. In this regard, Nunes explained that, at that time, the Narragansett Tribe, in partnership with Harrah’s Entertainment, was pursuing a casino development in West Warwick and the legislature was expected to vote on whether to place a constitutional amendment question regarding a West Warwick casino on the election ballot. Nunes was hopeful that the existence of another viable casino project for the State of Rhode Island would dissuade members of the Rhode Island legislature from authorizing the ballot question for a West Warwick Indian Gaming Casino, thereby opening up the process to competition.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

In searching for a gaming partner, Nunes was introduced to a member of Trump's Board,⁸ who, in turn introduced Nunes to Scott Butera, who, at that time, was working on the Trump bankruptcy restructuring. Subsequently, **Ajax** entered into a joint venture with Trump and formed Ocean State Gaming Ventures, LLC ("Ocean State") in which each party had a [REDACTED] interest. Nunes stated that because Trump had just completed a debt restructuring, there was skepticism as to whether this project could be financed and, therefore, the legislature voted to authorize the ballot question for a West Warwick casino. In fact, **Ajax** and the town of Johnston filed a lawsuit questioning the legality of the proposed amendment to the State's Constitution to allow Harrah's Entertainment and the Narragansett Indian Tribe to build a casino. The lawsuit sought to reverse the amendment providing these exclusive casino rights to Harrah's under the Equal Protection Clause of the 14th Amendment. The federal judge in this matter indicated in his decision that although the constitutional question did have merit, he was not prepared to remove the casino issue off the ballot. This decision effectively ended Ocean States' pursuit of the bid for a Johnston, Rhode Island casino project.

In connection with Nunes' pursuit of a casino project in Massachusetts, Nunes utilized **Ajax** as the contracting party for purposes of the option agreements for the purchase of the land in Milford, MA upon which **Crossroads** is proposing to develop its casino resort. **Ajax** entered into the first land option agreement covering four parcels of the site on January 16, 2009, a second land option agreement covering one parcel on April 9, 2009, and the last land option agreement covering three additional parcels on July 10, 2009. In connection with the formation of **Crossroads** on November 10, 2009, the land option agreements, previously identified in Section III B, were assigned by **Ajax** to **Crossroads**.

[REDACTED]

⁸ Nunes could not recall during his interview the name of the individual on Trump Entertainment Resort's Board who introduced him to Butera. This man was described as "an African American gentleman in New York ..." with the first name of Don involved with the Pepsi Company. Nunes was referring to Don Thomas, a former member of Trump's Board of Directors

[REDACTED]

A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Other than the pending application, **Ajax** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to this entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted. These actions have been examined in this investigation and the records do not reveal any information that is adverse or material to the suitability of the entity qualifiers. The only litigation in which **Ajax** has been involved has been referenced above and records relating to such actions are retained in the IEB files. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to this entity that were prohibited by M.G.L. c. 23K §46 and §47.

4. RMP MASSACHUSETTS GAMING, LLC

RMP Massachusetts Gaming, LLC
7714 Fisher Island Drive
Fisher Island, FL 33109

Point of Contact: John P. Hickey, Corporate Counsel
Telephone: 610-909-2539
E-Mail Address: hickeyjph@verizon.net

RMP Massachusetts Gaming, LLC (“**RMP Gaming**”) is a Limited Liability Company formed on January 19, 2011 in the State of Delaware. **RMP Gaming** is a wholly-owned subsidiary of the **2001 A&A Trust** (“**A&A Trust**”). The three equal beneficiaries of the **A&A Trust** [REDACTED] the minor children of

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Robert [REDACTED] Potamkin. Robert Potamkin's brother, Alan Potamkin, is the sole trustee of the **A&A Trust**.

Robert Potamkin is President, Assistant Secretary and Manager of **RMP Gaming**. Alan Potamkin is Vice-President, Secretary and Manager.

RMP Gaming was formed for the sole purpose of making an investment in and acquiring and owning a membership interest in applicant **Crossroads** and has not conducted any other business. **Crossroads** was formed in November 2009 for the purpose of independently, or in participation with one or more third parties, developing, owning, operating and managing a casino in Massachusetts. As of August 2, 2013, **RMP Gaming** holds a [REDACTED] equity interest in **Crossroads**.

Research and document review confirmed the above information. The only corporate affiliations identified with **RMP Gaming** were:

- **2001 A&A Trust**
- **Crossroads Massachusetts, LLC**, which owns 100 percent membership interest in **FCX Massachusetts, LLC**
- **FCX Massachusetts, LLC**, which is the parent company of **Crossroads Massachusetts, LLC**

Research did not identify any recorded assets for **RMP Gaming**.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

RMP Gaming is currently an entity qualifier and Robert Potamkin and Alan Potamkin are individual qualifiers for a category 1 gaming license in the Commonwealth of Massachusetts.

The entity disclosed in its BED the following licensing information in Pennsylvania:

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Licensing Agency: Pennsylvania Gaming Control Board

Date of application: 12/2005

Disposition: Granted

Type of gambling activity: Slots and table games

Gaming entity: Sugarhouse HSP Gaming, L.P.

Docket number 1356, renewal pending

Regarding the above licensing information disclosed, the following notation was made:

Although the company listed this licensing information on its BED, the investigation disclosed that neither **Crossroads, RMP Gaming** (entity) nor **A&A Trust** (entity's parent) have an outstanding interest in Sugarhouse HSP Gaming LP. However, Robert Potamkin (a manager and officer of **RMP Gaming**) and his children, [REDACTED] [REDACTED] (beneficiaries of **2001 A&A Trust**) all have ownership interests in the ultimate parent entity of Sugarhouse HSP Gaming, LP.

Other than the pending application, **RMP Gaming** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to **RMP Gaming**.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation has been conducted and none have been found. A Federal District Court Docket Summary search has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

No Massachusetts political contributions were identified attributed to this entity that was prohibited by M.G.L. c. 23K section 46 and 47.

Based upon the comprehensive investigation of **RMP Massachusetts Gaming, LLC**, the investigation did not reveal any information that would preclude a finding that **RMP Gaming**, via its individual qualifiers, possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c 23K section 12(c). Further the review of all submitted materials, independent investigations, comprehensive data base searches, personal interviews,

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

review of available financial records and responsibility indicates that based upon this entity's individual qualifiers, **RMP Gaming** has demonstrated a business ability to establish and maintain a successful gaming establishment as mandated by M.G.L. c. 23K a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c. 23K.

5. 2001 A&A TRUST

2001 A&A Trust
1 Casuarina Concourse
Coral Gables, FL 33143

Point of Contact: John P. Hickey, Corporate Counsel
Telephone: 610-909-2539
E-Mail Address: hickeyjph@verizon.net

2001 A&A Trust ("A&A Trust") is a Trust formed on September 24, 2001 in the State of Florida. **A&A Trust** was formed by Robert Potamkin, as donor, in September 2001 by transferring and conveying to his brother, Alan Potamkin, as trustee, certain assets for the purpose of making completed gifts, in trust, for the benefit of Robert Potamkin's children: [REDACTED]

[REDACTED] **A&A Trust** is irrevocable with sole decision making vested in the sole trustee, Alan Potamkin.

In addition to its sole ownership of entity qualifier **RMP Gaming** and its interest in **Crossroads**, **A&A Trust** also owns interests in several motor vehicle dealerships. The trust also owns interests in commercial real estate which has been leased to motor vehicle dealerships and other commercial users. Most of the Trust's ownership interests are in New York, Florida and California.

[REDACTED]

[REDACTED] A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

A&A Trust is currently an entity qualifier and Robert Potamkin and Alan Potamkin are individual qualifiers for a category 1 gaming license in the Commonwealth of Massachusetts.

A&A Trust disclosed in its BED the following licensing information in Pennsylvania:

Licensing Agency: Pennsylvania Gaming Control Board

Date of application: 12/2005

Disposition: Granted

Type of gambling activity: Slots and table games

Gaming entity: Sugarhouse HSP Gaming, LP

Docket number 1356, renewal pending

Regarding the above licensing information disclosed, the following notation was made:

Although the company listed this licensing information on its BED, the investigation disclosed that neither **Crossroads**, **RMP Gaming** (entity) nor **A&A Trust** (entity's parent) have an outstanding interest in Sugarhouse HSP Gaming LP. However, Robert Potamkin (the donor of the **A&A Trust**) and his children, [REDACTED] (beneficiaries of **A&A Trust**) all have ownership interests in the ultimate parent entity of Sugarhouse HSP Gaming, LP.

Other than the pending application, **A&A Trust** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to **A&A Trust**.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation has been conducted and none have been found. A Federal District Court Docket Summary search has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

No Massachusetts political contributions were identified attributed to **A&A Trust** that was prohibited by M.G.L. c. 23K section 46 and 47.

Based upon the comprehensive investigation of **2001 A&A Trust**, the investigation did not reveal any information that would preclude a finding that **A&A Trust**, via its individual qualifiers, possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K section 12(c). Further the review of all submitted materials, independent investigations, comprehensive data base searches, personal interviews, review of available financial records and responsibility indicates that based upon this entity's individual qualifiers, **A&A Trust** has demonstrated a business ability to establish and maintain a successful gaming establishment as mandated by M.G.L. c. 23K a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c. 23K.

6. **ETKIN MASSACHUSETTS GAMING, LLC**

Etkin Massachusetts Gaming, LLC
1512 Larimer Street, Suite 325
Denver, CO 80202

Point of Contact: Bruce Howard Etkin, Manager
Telephone: 303-629-5212
E-Mail Address: betkin@etkinjohnson.com

Etkin Massachusetts Gaming, LLC ("Etkin Gaming") is a Limited Liability Company formed on January 11, 2011 in the State of Colorado. **Five Trees, LLLP** is the sole owner and Manager of **Etkin Gaming**. **Five Trees, LLLP** is a Limited Liability Limited Partnership comprised of individual qualifier Bruce Etkin as the general partner and [REDACTED] equity owner, and three Trusts, which were established for the three minor children of Etkin, each of which hold a [REDACTED] interest. None of the Trusts or the minor children has been deemed qualifiers for purpose of this application. As of August 2, 2013, **Etkin Gaming** holds a [REDACTED] [REDACTED] equity interest in **Crossroads**. **Etkin Gaming** was established for the sole purpose of holding an ownership interest in the **Crossroads** proposed casino investment opportunity within the Commonwealth of Massachusetts.

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED] A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Other than the pending application, **Etkin Gaming** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to either entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted and none have been found. A Federal District Court Docket Summary search for all states has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to either entity that were prohibited by M.G.L. c. 23K §46 and §47.

Based upon the comprehensive investigation of **Etkin Massachusetts Gaming, LLC**, the investigation did not reveal any information that would preclude a finding that **Etkin Gaming**, via its individual qualifiers, possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c.23K §12(c). Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews, review of available financial records and responsibility indicates that based upon this entity's individual qualifiers, **Etkin Gaming** has demonstrated a business ability to establish and maintain a successful gaming establishment as mandated by M.G.L. c.23K §12 a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c.23K.

7. FIVE TREES, LLLC

Five Trees, LLLC

1512 Larimer Street, Suite 325

Denver, CO 80202

Point of Contact: Bruce Howard Etkin, Manager

Telephone: 303-629-5212

E-Mail Address: betkin@etkinjohnson.com

Five Trees, LLLP (“**Five Trees**”) is a Limited Liability Limited Partnership formed on April 27, 2010 in the State of Colorado. The equity members of **Five Trees** are Bruce Etkin (“Etkin”) as the General Partner and one percent ownership interest holder, and three Trusts, each of which hold a [REDACTED] ownership interest. [REDACTED]

[REDACTED] The Trusts are each limited partners of **Five Trees** and represent the three minor children of Bruce Etkin. **Five Trees** is the sole member and manager of **Etkin Massachusetts Gaming, LLC** (“**Etkin Gaming**”), the holder of a [REDACTED] [REDACTED] equity interest in applicant **Crossroads**.

The Limited Partnership Agreement for **Five Trees** vests all management and control of the Limited Liability Partnership in the General Partner, Etkin, with none of the limited partners having any decision making authority. Etkin formed **Five Trees** for the sole purpose of accumulating assets for the benefit of his three minor children. During his sworn interview, Etkin stated that he is also the sole trustee of the three above-named Trusts which are the limited partners of **Five Trees**. In addition to its ownership of **Etkin Gaming**, **Five Trees** holds substantial ownership interests in the various and numerous real estate projects developed and managed by the Etkin Johnson Group, as well as various other passive investments identified by Etkin.

[REDACTED]

[REDACTED]


[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

 A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Other than the pending application, **Five Trees** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to either entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted and none have been found. A Federal District Court Docket Summary search for all states has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to either entity that were prohibited by M.G.L. c. 23K §46 and §47.

Based upon the comprehensive investigation of **Five Trees, LLLP** the investigation did not reveal any information that would preclude a finding that **Five Trees**, via its individual qualifiers, possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c.23K §12(c). Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews, review of available financial records and responsibility indicates that based upon this entity's individual qualifiers, **Five Trees** has demonstrated a business ability to establish and maintain a successful gaming establishment as mandated by M.G.L. c.23K §12 a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c.23K.

8. WHITE RIVER GAMING, LLC

White River Gaming, LLC
501 West Buttermilk Road
Aspen, CO 81611

Point of Contact: Timothy Michael Presutti, Manager

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Telephone: 646-792-7251
E-Mail Address: tpresutti@broadbillpartners.com

White River Gaming, LLC (“**White River**”) is a Limited Liability Company founded on May 19, 2010 in the State of Colorado. The present status is active, however, the investigation noted that the Colorado Secretary of State’s records indicate several notations of failure to file periodic reports throughout the company’s filing history.

White River owns a [REDACTED] equity interest in **Crossroads**, the within applicant for a Category 1 gaming license.

White River is owned by the four members listed below who hold the following respective interests in **White River**. Each has been deemed as a qualifier for purposes of this application:

Timothy Presutti [REDACTED]

John Siedem [REDACTED]

Timothy Bell [REDACTED]

Jeffrey Magee [REDACTED]

The **White River** operating agreement provides that the sole purpose of **White River** is to acquire investment interests in **Crossroads** and to make investments in and receive and distribute to the Members distributions from **Crossroads**. Pursuant to the operating agreement, the initial manager appointed is Presutti. Other than holding the respective interests of the Members in **Crossroads**, **White River** has no other purpose and conducts no other business.

[REDACTED]

[REDACTED] A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Other than the pending application, **White River** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to either entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted and none have been found. A Federal District Court Docket Summary search for all states has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to either entity that were prohibited by M.G.L. c. 23K §46 and §47.

Based upon the comprehensive investigation of **White River Gaming, LLP**, the investigation did not reveal any information that would preclude a finding that **White River**, via its individual qualifiers, possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c.23K §12(c). Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews, review of available financial records and responsibility indicates that based upon this entity's individual qualifiers, **White River** has demonstrated a business ability to establish and maintain a successful gaming establishment as mandated by M.G.L. c.23K §12 a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c.23K.

9. MASHANTUCKET PEQUOT GAMING ENTERPRISE

Mashantucket Pequot Gaming Enterprise
350 Trolley Line Boulevard
Mashantucket, CT 06338

Point of Contact: Scott Butera, President
Telephone: 860-312-4120
E-Mail Address: sbutera@foxwoods.com

Additional Point of Contact: Michael W. Santagata, Legal Counsel
Telephone: 860-312-3197

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

E-Mail Address: msantagata@mptn.nsn.gov

Mashantucket Pequot Gaming Enterprise (“**MP Gaming Enterprise**”) is a wholly owned unincorporated instrumentality of the Mashantucket Pequot Tribe (“MP Tribe”), which was created for the purpose of operating Foxwoods Resort Casino (“Foxwoods”). On February 5, 1991, the MP Tribal Council approved Resolution Number 022591–02, establishing **MP Gaming Enterprise** as an arm of the Tribal government to conduct gaming operations of the MP Tribe. **MP Gaming Enterprise** was envisioned by the MP Tribal Council as a means of providing funding for essential governmental services to a repatriated nation of tribal members in order to live and work on the reservation. **MP Gaming Enterprise** was formed by Tribal Council Chairman Richard Hayward, Tribal Council Vice-Chair Waynita Montey, and Tribal Council Members Kenneth M Reels, Ruth Thomas and Annette Menihan. Historically, the only appointed **MP Gaming Enterprise** officer position has been President and Chief Executive Officer (“CEO”). The current President and CEO is Scott Butera.

The MP Tribal Council functions as the Board of Directors for **MP Gaming Enterprise**, with the Chief Operating Officer and President reporting directly to the MP Tribal Council. The current composition of the MP Tribal Council is as follows:

- Rodney A Butler, Chairman as of January 1, 2010, who has served on the MP Tribal Council since January 2004 and was re-elected to another three year term that began in January 2013;
- Fatima Dames, Vice-Chairwoman as of January 2012, who is serving a three-year term which began in January 2011. This constitutes her second term, having previously served a three-year term beginning in January 2001;
- Marjorie Colebut-Jackson, Secretary as of January 2010, who has served on the MP Tribal Council since January 2005;
- Steven J. Thomas, Treasurer as of January 2012, who has served on the MP Tribal Council since January 2010 and was re-elected to another three year term that began in January 2013;
- Crystal M. Whipple, Member, who has served on the MP Tribal Council since January 2010 and was re-elected to another three year term that began in January 2013;

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

- Roy Colebut-Ingram, Member, who is serving a three-year term which began January 2012; and
- Steven E. Colebut, Member, who is serving a three-year term that began January 2012.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

The below chart lists the licenses with the various gaming authorities currently held or formally held by **MP Gaming Enterprise**, Foxwoods Development Corp, and/or the MP Tribe and the status of said licenses:

JURISDICTION/AGENCY	STATUS
Virgin Island Casino Control Commission 5 Orange Grove Christiansted, St. Croix US VI 00820	2/10/06 – Application Accepted for Filing Pending Casino II Permit The Mashantucket Pequot Tribal Nation is a 73% owner of William & Punch, LLC, a United States Virgin Islands Limited Liability Company. William & Punch, LLC has formed a wholly owned subsidiary, WP Gaming, LLC which has filed an application for a Casino II permit with the USVI Casino Control Commission
Pauma-Yuima Gaming Commission	9/11/06 Renewal Application - 8/28/08 Granted Gaming Vendor License

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

	V-06-11-2-018
Kansas Racing and Gaming Commission	Gaming / Business Certification FDC Board of Managers decided not to pursue this project and requested to have the application withdrawn
California Gambling Control Commission	3/8/05 Granted Gaming Vendor License Letter from CA DOJ dated 3/6/09; updated info/application sent 4/3/09
Picayune Rancheria of the Chukchansi Indians - Tribal Gaming Commission 46575-B Road 417 Coarse Gold, CA 93614	3/2/05 Granted Gaming Vendor License License# CV2005-0061 Expired 9/9/05
Arizona Department of Gaming 200 East Earll Drive, Suite 200 Phoenix, AZ 85012	9/2005 Withdrawn Certification of Business Enterprise FDC Board of Managers decided not to pursue this project and requested to have the application withdrawn

Except as otherwise contained in this Suitability Report with respect to some negative articles concerning the Mashantucket Pequot Tribe experiencing financial difficulties and having defaulted on loan covenants which has culminated in a debt restructuring, the indictment and subsequent conviction of former Tribal Council Chairman Michael Thomas, the pending indictment of the current Tribal Council Treasurer, Steven Thomas, and the hiring of convicted felon Anthony Beltran as Chief of Staff, research of available online and print media sources did not reveal any material items of a derogatory or adverse nature directly relating to the entity.

The investigation of the online and qualifier submitted materials of civil litigation including **MP Gaming Enterprise's** civil litigation history, liens, bankruptcies and judgments, have been examined and evaluated. All civil litigation matters involving **MP Gaming Enterprise** have been fully disclosed and materials regarding such actions are retained in the records of the IEB. All of the litigation matters identified and reviewed and were determined to be normal course of such business operations and not adverse to the qualifier's suitability.

One litigation matter which has received some media attention and is worth noting is the matter of Mashantucket Pequot Tribe v Town of Ledyard. The litigation was commenced in

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

2006 by the MP Tribe against the Town of Ledyard challenging the Town's authority to impose a personal property tax on slot machines owned by vendors and leased to the Tribe for use at Foxwoods Resort Casino on the Tribe's Reservation. This challenge was based on Indian law principles under applicable federal law concerning a states' authority to regulate activities on tribal lands. The district court for the District of Connecticut ruled in favor of the MP Tribe. On July 15, 2013, the United States Court of Appeals Second Circuit found in favor of the Town of Ledyard, holding that the tax was proper. The Second Circuit denied the MP Tribe's petition for a rehearing en banc on October 22, 2013. The MP Tribe has 90 days from that denial to file a petition for writ of certiorari with the United States Supreme Court and the MP Tribal Council is considering its options at this time.

It is to be emphasized that despite the sovereign status of the MP Tribe regarding its casino operation in Connecticut, which is located on tribal land, for purposes of this application and any proposed casino to be located in the Commonwealth of Massachusetts, the applicant herein will be subject to all laws and regulations applicable to commercial casino establishments within the Commonwealth. As such, the MP Tribe's arguments in this litigation have no relevance with respect to its involvement with a proposed casino project within Massachusetts.

An online search of Massachusetts Political Contributions found no contributions attributed to either entity that were prohibited by M.G.L. c. 23K §46 and §47.

10. FOXWOODS MASSACHUSETTS, LLC

FOXWOODS MASSACHUSETTS, LLC

350 Trolley Line Boulevard
Mashantucket, CT 06338

Point of Contact: Scott Butera, President
Telephone: 860-312-4120
E-Mail Address: sbutera@foxwoods.com

Additional Point of Contact: Michael W. Santagata, Legal Counsel
Telephone: 800-312-3197
E-Mail Address: msantagata@mptn.nsn.gov

Foxwoods Massachusetts, LLC (“**Foxwoods MA**”) is a new Limited Liability Company formed on June 20, 2013 in the Commonwealth of Massachusetts. **Foxwoods MA** is

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

wholly owned by the **Mashantucket Pequot Gaming Enterprise** (“**MP Gaming Enterprise**”), d/b/a Foxwoods Resort Casino. **MP Gaming Enterprise** organized **Foxwoods MA** to have exclusive and irrevocable financial control and decision making authority relative to Foxwoods’ involvement in a proposed casino in Milford, MA.

In connection with the formation of **Foxwoods, MA**, the Mashantucket Pequot Tribal Council appointed a Board of Managers (“**Foxwoods MA Board**”) and granted the Foxwoods MA Board irrevocable authority to take any and all actions that may be necessary to manage the affairs of **Foxwoods MA**. The members of the Board of Manager for **Foxwoods MA** are the following individuals who have each been deemed as qualifiers for purposes of the within application for a Category 1 gaming license.

- MP Gaming Enterprise, Chief Executive Officer and President Butera;
- MP Tribal Council Chairman Butler; and
- MP Tribal Council Member Whipple

Section 5.2 of the Operating Agreement for **Foxwoods MA** provides that in the event any member of the Foxwoods MA Board resigns or is unable to continue in office, the remaining Managers of the Foxwoods MA Board shall chose a successor.

[REDACTED]

[REDACTED]

[REDACTED] A financial analysis was also conducted, the results of which are contained in a financial report supplement attached hereto and are retained in the records of the IEB.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Other than the pending application, **Foxwoods MA** maintains no gaming licenses and/or findings of suitability in any other gaming jurisdiction and, as such, a gaming regulatory history check with respect to this entity was not applicable.

Except as otherwise contained in this Suitability Report with respect to some negative articles concerning the Mashantucket Pequot Tribe experiencing financial difficulties and having defaulted on loan covenants which has culminated in a debt restructuring, the aforementioned indictment and subsequent conviction of former Tribal Council Chairman Michael Thomas, the pending indictment of the current Tribal Council Treasurer, Steven Thomas, research of available online and print media sources did not reveal any other material items of a derogatory or adverse nature directly relating to this entity.

A civil litigation search relative to liens, bankruptcies and judgments in the state of formation and all other states that have such information online has been conducted and none have been found. A Federal District Court Docket Summary search for all states has been conducted and no information has been found. A search for all UCC filings to determine secured parties and banking affiliations has been conducted and none have been found.

An online search of Massachusetts Political Contributions found no contributions attributed to either entity that were prohibited by M.G.L. c. 23K §46 and §47.

B. INDIVIDUAL PERSON QUALIFIERS

1. DAVID NUNES⁹

David Howard Nunes (“Nunes”), [REDACTED], is a United States citizen and currently resides in [REDACTED]. Nunes is the sole equity owner and Managing Member of **Ajax Gaming Ventures, LLC (“Ajax”)**, which holds a [REDACTED] interest in **Crossroads**. Nunes presently holds the position as Chief Development Officer of **Crossroads** and **FCX**. The importance of Nunes to this application, however, exceeds any ownership interest or title. Nunes has been the moving force in the initiation and development of the project that has now become the applicant. He is and has been the public face of the company, having disclosed that he has worked for over a decade to bring casino gaming to the Commonwealth of Massachusetts.

⁹ Financial reports for all individuals are being finalized and will be forthcoming.

Nunes has reported, and the investigation has confirmed, that he graduated from Northeastern University in 1984 with a Bachelor of Science degree in Political Science.

After graduation, Nunes first worked as a commercial real estate broker in Washington, DC. He worked for the James R. Hunter companies. He became enthralled with the real estate business. After a few years in that company, he decided that he wanted to go out on his own. He partnered with three people he had met in Washington, DC through his involvement in politics. These people were John Boland; Tony Coehlo, a former Congressman; and Terrence McAuliffe, a lobbyist who would become the Chairman of the National Democratic Party. Together, in 1989, they formed a company known as The Boland Group. Nunes was a partner. Through the political contacts of the principals, they were able to develop a very successful commercial real estate business, specializing in government buildings. Nunes stayed with The Boland Group until 1996.

Nunes left The Boland Group in 1996 and formed a partnership with another colleague, Dick Hadsell. The new business was called, H&N Realty Services. Nunes' departure led to a dispute with his former employer. The Boland Group claimed that Nunes had received a commission as part of H&N Realty that should have been shared with The Boland Group under a Partnership Separation Agreement that had been reached between The Boland Group and Nunes. A series of lawsuits followed. Ultimately the cases were settled. Part of the settlement involved Nunes accepting a sum certain in full and final compensation due him under the Partnership Separation Agreement.

In addition to the lawsuit, around this time, Nunes found himself involved in a federal investigation. Nunes received a notice that his mail was being held and inspected. He testified to IEB that, when he received that notice, he had no idea why. Accordingly, he hired an attorney who determined that the US Attorney's Office in the District of Columbia was investigating a payment that Terrence McAuliffe's lobbying firm had received. Nunes testified to IEB that his attorney advised the US Attorney's Office that his client was very willing to cooperate, but Nunes also testified that, in return, his attorney asked for and received immunity for Nunes. The IEB was unable to confirm whether Nunes understanding of any "immunity" grant was accurate. No documents evidencing same were produced. Nevertheless, Nunes advised that he was never

asked to, nor did he, ever testify in the matter and that, in fact, nothing ever came of the investigation.

Nunes stayed with H&N Realty until 1998. He then began to work with an old friend, Brian O'Neill at O'Neill Properties. This company, in addition to being a real estate business, was involved in assisting companies with public offerings. Nunes opened a Boston office for O'Neill Properties. He stayed with this company until 1999. In the course of his tenure, Nunes was involved in a number of developments, including Watertown Arsenal. In 1999, O'Neill asked Nunes to leave Boston and go to Philadelphia. Nunes preferred not to do that, and so he and O'Neill parted ways.

Nunes stayed in Boston and, in 1999, started his own firm, Acquisition Strategies, a consulting company. While working on various transactions, Nunes became acquainted with the Gay Head Aquinnah Wampanoag Tribe. This Tribe, at the time, was federally recognized and was trying to build a casino in Southeastern Massachusetts. He was hired by the Tribe to lead its real estate and political efforts. Nunes worked on this project for approximately three years. Ultimately, the project never came to fruition.

Nunes [REDACTED] then decided that the business Nunes was conducting did not require them to live in Boston. Nunes had relatives in [REDACTED] [REDACTED] So, in August 2004, Nunes moved to [REDACTED] He eventually closed Acquisition Strategies and, in October 2005 opened a new [REDACTED] company, Higher Ground Development Corp. His partner in this company was Charlie Leonard. The company had its sights set on developing [REDACTED] real estate, but ran into the recession, an economic downturn that hit the [REDACTED] resort areas particularly hard. In 2008, Nunes transferred his interest in Higher Ground Development to his partner, Charlie Leonard.

Nunes' next endeavor involved a company called, "Salary.com." This was a start-up company begun by Kent Plunkett, a neighbor of Nunes' in [REDACTED] and longtime friend. The company had developed an Internet based salary calculator. Nunes introduced Plunkett to people he knew at AOL. As a result, AOL placed the salary calculator on its web site. Salary.com went public in or around 2008 and Nunes received a large sum of money for his shares.

However, like the payments due him in connection with The Boland Group, the payment due him from the Salary.com public offering became a source of dispute. Nunes claimed that he had an agreement with the company that his position would not be diluted. When he received his payment, though, it was made on a diluted basis. Again, litigation ensued. This matter, again like the Boland case, was ultimately settled.

It was then that Nunes began his efforts to enter the casino business. In 2009, he felt that Massachusetts was actually going to legalize gaming. Through a company he had formed called, **Ajax** Nunes began to look for a good casino site. He hired Dusty Burke, a broker with American Commercial Real Estate, to assist him. Burke identified a piece of property to Nunes and he began to assemble its parcels. The property was in Milford on the eastern side of I-495. This is the site now planned to be the location for the applicant's development.

Nunes acquired options on the property in three tracts. The first tract, totaling 51.85 acres is located on East Main Street and near I-495. It was owned by the SHF Realty Trust, with Joseph F. Shay, Jr. as the Trustee. Nunes had known the Shay family in Milford for years and had even once worked in a Shay family restaurant as a teenager.

The second tract on which Nunes acquired an option, totaled 117 acres and was located next to the Shay tract. It was owned by EM Street Milford, LLC by deed of Joyce L. Robsham, as Trustee. Ms. Robsham was an elderly woman who had given authority over her affairs to Jack Downs, her close confidant. Nunes dealt with Downs.

The final tract optioned was located in the rear of the Shay property. It was owned by Sandra Robertson who, in turn, had received it as a bequest from her family. This property totaled 18.59 acres.

Nunes advised that the options have all been extended until 2014, except for the EM Street Milford, LLC property. However, at the time of the investigative interview with Nunes, he said that an extension plan on that property was in the process of being worked out. When any license is awarded to the applicant, the full purchase price on all properties must be paid.

Once the property was assembled, Nunes started looking for a gaming partner. Nunes had dealt in the past with Christopher Wolfington ("Wolfington"). Wolfington operated a gaming vendor called, "Money Centers of America," a check cashing service. Wolfington was also a cousin of Brian O'Neill, Nunes' former partner in O'Neill Properties. Wolfington introduced

Nunes to William Warner. Warner had been involved in a number of gaming projects, including Station Casinos. Warner agreed to become involved. He and Nunes formed **Crossroads**. Nunes interest was held through **Ajax** and Warner formed WG-Massachusetts to hold his interest. Nunes had hoped that Warner could bring in the additional investors that were needed to complete the project. Warner's interest would depend on the extent that he was able to do that. Unfortunately, Warner did not find any investors. Nunes also found some additional minor participants. He identified and brought in Robert Potamkin, Timothy Presutti ("Presutti") and Bruce Etkin ("Etkin"). Presutti was able to also bring in additional investors through **White River Gaming, LLC**. Nunes knew Potamkin and Etkin from [REDACTED] because their children went to the same school. Presutti was also a [REDACTED] friend.

At the time the application needed to be filed in January 2013, Nunes approached Warner and suggested that he (Nunes) assign his interest in the project to Warner. Nunes' reasoning was that, because Warner had more gaming experience, if it appeared as if Warner was in charge, the application would look better. It was also part of Nunes' plan that when the application process was completed, Nunes would have the option to receive his interest back. The assignment agreement for this transaction was received and reviewed as part of this investigation. The agreement provides that Nunes' interest would be transferred to Warner without cost and that Nunes could re-purchase it at any time within 30 days of the effective date for \$1.00. When asked about this agreement, Nunes said, "There was no other, you know, rhyme or reason behind it other than we thought it would look better if Warner had a bigger interest." When also asked by investigators whether he thought this agreement was intended to be deceptive, Nunes said that he did not think so because the agreement document was going to be attached to the application. This assignment, however, was never undertaken on advice of Nunes' counsel. As set forth earlier in this report, ultimately, because Warner was pursuing other projects that were more of a priority to him, Warner eventually withdrew from **Crossroads** and redeemed all of his equity interests.

Shortly before Foxwoods entered the picture, the Crossroads investors were responsible, along with Nunes, for funding Nunes' efforts in pursuing this proposed casino project. However, the investors were becoming uncomfortable. They told Nunes that if he could not find additional investors in two months, they would take over the project. Nunes then contacted Scott Butera of

Foxwoods and Butera agreed on February 5, 2013 that Foxwoods would sign on as an additional participant. The terms of that transaction are described elsewhere in this report.

Because he had been able to obtain Foxwoods participation, Nunes felt that his other investors should be appreciative, and that they should increase his compensation. He was disappointed to learn that they would not. Because of this, Nunes told the investors that he would no longer be involved in day-to-day operations. The investors agreed and said they would take over the project without him. As such, on February 18, 2013, Nunes was removed from his position as President of **Crossroads**. However, Nunes retained his equity interest. On March 18, 2013, the majority in interest of the members of **Crossroads** even sent a cease and desist letter to Nunes demanding that he immediately turn over the company's books, records and bank accounts which the letter indicated had been repeatedly requested; refrain from engaging in any conduct that suggested that he had any decision-making authority with respect to **Crossroads** and refrain from taking any action detrimental to the company's business and affairs, including with respect to the Town of Milford, the MGC and their respective representatives. The letter further stated that the company would prefer to have Nunes involved but that if he continued to interfere or impede the company's operations as set forth above, the company would have no choice but to pursue all available legal rights and remedies. On that same date, a second letter was sent to Nunes on behalf of **Crossroads** which stated that the first letter should not be interpreted as prohibiting him in any way from "cooperating with, assisting or advancing the interest of **Crossroads**, including advocating publicly in support of **Crossroads** and the Milford casino project." This second letter again stated that it was the company's preference to have Nunes involved in Crossroads and that the company hoped that Nunes would work with the company going forward.

Shortly after this dispute, the parties came to a resolution. Nunes assumed his present position with the applicant and again began to receive compensation retroactive to March 1, 2013 and was further paid an additional amount described by Nunes as a "pain and anguish" payment. Nunes advised investigators that the parties involved in the application are presently working well together.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Nunes was issued a license as a real estate salesperson by the Massachusetts Board of Real Estate Appraisers on June 1, 1986. The license expired on September 19, 2000. Nunes has never been employed by a casino or gambling related company in any jurisdiction and, therefore, has never held any form of gaming license.

[REDACTED]

Nunes' relevant civil litigation history has been described earlier in this section of the report.

The investigation also confirmed that Nunes has not made any prohibited political contributions in Massachusetts that violate M.G.L. c. 23K 46 or 205 CMR 108.

All three of Nunes references were contacted in the course of this investigation and all indicated that Nunes was of the highest character and integrity. They knew of no issues that would impinge on Nunes' suitability to be involved in the casino industry. His references have stated that Nunes is known to have a good spiritual foundation and has been described as a great father with a close extended family. Nunes has also been described as being very determined and dedicated to this particular venture.

Finally, some mention must be made of the inter-actions between the IEB and Nunes. The IEB is cognizant of the difficulties inherent in organizing and developing a project of this size and scope, especially by a person, like Nunes, who has never before been through this process. However, it is essential for the efficient regulation of this industry that applicants be as cooperative and, especially, as candid with the regulators as possible. In this regard, it must be

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

noted that there have been instances where certain information conveyed by Nunes to the IEB has not been as complete or accurate as it could have been.

For example, a major issue in this application is the missing [REDACTED] equity participation. The IEB has consistently tried to obtain the most accurate and current information on this question. Just as consistently, in communications, Nunes has overstated the likelihood that this missing equity participant(s) will be completed. Most recently, for example, Nunes advised the IEB Director and two members of the Massachusetts State Police Crossroads was planning on partnering with [REDACTED]. When, however, the IEB sought to confirm that representation, it turned out to be extremely premature.

A significant part of any evaluation of suitability must be whether a person seeking participation in the casino industry can be trusted to provide the regulators with accurate information. Examples of potentially misleading information such as the aforementioned equity partner identification undermine the required trust factor that an applicant must demonstrate to a reviewing regulatory agency.

Based upon the comprehensive investigation of David Nunes, other than issues raised by the material presented in this section, and especially the reference to the credibility of the information supplied by Nunes, the investigation did not reveal any other information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K 12(c).

2. ROBERT POTAMKIN

This investigation has confirmed that Robert Mark Potamkin (“Robert Potamkin”), [REDACTED], is a citizen of the United States of America and currently resides in [REDACTED]. This investigation has confirmed that Robert Potamkin is Manager, President and Assistant Secretary of **RMP Massachusetts Gaming, LLC** (“**RMP Gaming**”), which currently holds a [REDACTED] of the gaming license applicant, **Crossroads Massachusetts, LLC**. **RMP Gaming** was formed for the purpose of making an investment in and acquiring and owning a membership interest in **Crossroads**. **RMP Gaming** is owned 100 percent by the **2001 A&A Trust** (“**A&A Trust**”). As set forth previously in the 2001 A&A Trust entity suitability report, the trust was established by Robert Potamkin for the benefit of his three minor children and the sole trustee of

the **A&A Trust** is Robert Potamkin's brother and only sibling, Alan Henry Potamkin ("Alan Potamkin").

With regard to his current position with applicant **Crossroads Massachusetts, LLC**, Robert Potamkin holds the title of Vice-President Strategic Planning/Secretary. During his interview, Robert Potamkin stated that, if the applicant is awarded a Category 1 gaming license, he expects to be less involved in the future. Robert Potamkin identified that his involvement with **Crossroads** entity will perhaps serve as a Board Member, but probably more as a passive investor.

Robert Potamkin identified that it was David Nunes ("Nunes") who initially got himself and other investors involved with the applicant. Robert Potamkin was friendly with Nunes because their children go to school together and both served on the same school board. At one point Nunes was a member of the school's finance committee of which Robert Potamkin is the chairman.

Robert Potamkin has reported, and this investigation has confirmed, that he attended the University of Pennsylvania Wharton Business School, where he was awarded a Bachelor of Science Degree in Economics in 1967. The investigation confirmed that Robert Potamkin attended the University of Pennsylvania Law School where he was awarded a Juris Doctor Degree in 1970. The investigation also confirmed that Robert Potamkin attended the University of Santa Monica (California) where he was awarded a Masters in Applied Psychology in 1991.

Robert Potamkin and his brother, Alan Potamkin, are partners in several businesses which mainly include the ownership of numerous automobile dealerships and real estate holdings. The Potamkins have business interests all over the country with several business interests located in Florida, Pennsylvania and New York. The Potamkin's auto sales empire was launched by their father, Victor Potamkin, in Philadelphia in 1954. From a single Chevrolet showroom, the operation has grown to dealerships handling Cadillac, Chrysler, Dodge, Plymouth, Lincoln, Mercury, AMC, Jeep, Renault, Subaru, Toyota, Isuzu, Volkswagen and Mitsubishi. Robert Potamkin and Alan Potamkin joined their father's business in 1971, at which time it had three Chevrolet agencies. It was Victor Potamkin who used his friendship with Chrysler's Lee Iacocca to add a Dodge agency in the Miami area in 1979, which was the Potamkin's first break with General Motors, exclusively. In 1997, Robert Potamkin and Alan

Potamkin consolidated their assets to create a corporate headquarter base in Miami, FL, featuring ten dealership locations and 40 franchises. Since then, Potamkin Automotive, one of the largest automotive dealer groups in the United States, has more than doubled in size and continues to actively acquire and develop dealership locations. They have expanded their business ventures into a conglomerate that is or has been involved in real estate development, radio stations, television stations, hotels and Office Depot stores in Eastern Europe. In addition to being highly successful businessmen, they are well-known philanthropists.

Robert Potamkin reported and this investigation confirmed that he was licensed to practice law in Pennsylvania and that his license is no longer active due to Robert Potamkin not taking the necessary steps to renew it based on his not practicing law. No disciplinary matters were identified with regard to Robert Potamkin's license to practice law.

The investigation confirmed that Robert Potamkin has a Category 2 gaming license in Pennsylvania due to his association and investment in SugarHouse HSP Gaming, LP, Philadelphia, PA. Robert Potamkin identified that SugarHouse HSP Gaming, LP, the company that runs the casino, has a four-person member management board/management committee. Robert Potamkin is one of those four members. Two of the board members are considered to be "majority members," and each of them gets two votes. Robert Potamkin is one of the two "minority members," each of which get one vote. Robert Potamkin is also one of the two persons on the audit committee of SugarHouse HSP Gaming, LP. Robert Potamkin's company, RPRS Gaming, LLC (Robert Potamkin and Richard Sprague being the two managing members) is a minority investor/owner of SugarHouse, with RPSP Gaming, LLC having some "super majority rights." The investigation confirmed that Robert Potamkin has not been personally cited with any regulatory violations and has a credible history of managing successful businesses, demonstrating a history of regulatory compliance.

Robert Potamkin was a major funding source behind getting the Miami Children's Museum, a non-profit entity, expanded by acquiring its current location and by building a new facility. The Miami Children's Museum has been identified as a substantial resource for the community, mainly catering to children from ages two to ten.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Robert Potamkin's personal civil litigation has been examined and evaluated. Several civil litigations involving Robert Potamkin were identified and, after review, were not deemed material or adverse to Robert Potamkin's suitability.

The investigation also confirmed that Robert Potamkin has not made any prohibited political contributions in Massachusetts that violate M.G.L. c.23K 46 or 205 CMR 108.

[REDACTED]

[REDACTED] Potamkin has been identified as a very committed family man who is actively involved in his children's education. In 1988, in honor of his mother, Luba Potamkin who died from Alzheimer's disease, Potamkin established the Potamkin Prize for Alzheimer's Disease and Research, a \$100,000 annual award administered by the American Academy of Neurology.

The investigation confirmed that Robert Potamkin has a credible history of managing successful auto dealerships and other successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful business acquisitions and his history of maintaining his status in good standing as confirmed by the review of his financial records and adherence to various state requirements has demonstrated the

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

qualities necessary for suitability to participate as a qualifier in the proposed **Crossroads Massachusetts, LLC** project.

Based upon the comprehensive investigation of Robert Potamkin, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c.23K 12(c). Further, the review of all submitted materials, independent investigations, comprehensive data base searches, personal interviews and past business practices indicate that Robert Potamkin has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3).

3. ALAN POTAMKIN

This investigation has confirmed that Alan Henry Potamkin (“Alan Potamkin”), [REDACTED], is a citizen of the United States of America and currently resides in [REDACTED]. He is the brother and sole sibling of Robert Mark Potamkin (“Robert Potamkin”). This investigation has confirmed that Potamkin is the sole trustee of the **2001 A&A Trust (“A&A Trust”)**, which trust is the sole owner of **RMP Massachusetts Gaming, LLC, (“RMP Gaming”)** which entity holds a [REDACTED] equity interest in the gaming license applicant, **Crossroads Massachusetts, LLC (“Crossroads”)**.

A&A Trust is an entity established by Robert Potamkin and Alan Potamkin in September 2001 for the benefit of Robert’s three minor children. **RMP Gaming** was formed for the purpose of making an investment in and acquiring and owning a membership interest in **Crossroads**. **RMP Gaming** has not conducted any other business. Alan Potamkin is also the Manager/Vice-President/Secretary of **RMP Gaming**, but identified that his only actual role will be as a passive investor.

Alan Potamkin has reported, and this investigation has confirmed, that he attended the University of Pennsylvania Wharton Business School where he was awarded a Bachelor of Science Degree in Economics in 1970.

Alan Potamkin and his brother, Robert Potamkin, are partners in several businesses which mainly include the ownership of numerous automobile dealerships and real estate holdings. The Potamkins have business interests all over the country with several interests located in Florida, Pennsylvania and New York. The Potamkin’s auto sales empire was launched

by their father, Victor Potamkin, in Philadelphia in 1954. From a single Chevrolet showroom, the operation has grown to dealerships handling Cadillac, Chrysler, Dodge, Plymouth, Lincoln, Mercury, AMC, Jeep, Renault, Subaru, Toyota, Isuzu, Volkswagen and Mitsubishi. Alan Potamkin and Robert Potamkin joined their father's business in 1971, at which time it had three Chevrolet agencies. It was Victor who used his friendship with Chrysler's Lee Iacocca to add a Dodge agency in the Miami area in 1979, which was the Potamkin's first break with General Motors, exclusively. In 1997, Alan Potamkin and Robert Potamkin consolidated their assets to create a corporate headquarter base in Maimi, FL, featuring ten dealership locations and 40 franchises. Since then, Potamkin Automotive, one of the largest automotive dealer groups in the United States, has more than doubled in size and continues to actively acquire and develop dealership locations. They have expanded their business ventures into a conglomerate that is or has been involved in real estate development, radio stations, television stations, hotels and Office Depot stores in Eastern Europe. In addition to being highly successful businessmen, they are well-known philanthropists.

Alan Potamkin reported, and this investigation confirmed, that he does not hold any professional gaming or non-gaming licenses. The investigation confirmed that Alan Potamkin has a credible history of managing successful businesses and has demonstrated a history of regulatory compliance.

Alan Potamkin is a Board Member of the Miami Children's Museum, of which he and his brother were the major funding source behind getting that non-profit entity expanded by both securing the land from the City of Miami and building a new facility. The Miami Children's Museum has been identified as a substantial resource for the community, mainly catering to children between the ages of two and ten. Alan Potamkin is also a Board Member and major funder of a public charter school located in Miami, FL, which serves underprivileged youth. This school has been noted for its successes in educating the approximately 200 students who matriculated.

[REDACTED]

[REDACTED]

Alan Potamkin’s personal civil litigation has been examined and evaluated. Several civil litigations involving Alan Potamkin were identified and, after review, were not deemed material or adverse to Alan Potamkin’s suitability.

The investigation also confirmed that Alan Potamkin has not made any prohibited political contributions in Massachusetts that violate M.G.L. c.23K 46 or 205 CMR 108.

Alan Potamkin has been described as a very devoted father to his children, two of which are minors, [REDACTED]. He is well known for his charitable giving, in addition to his contribution(s) to public education in Miami, FL and the Miami Children’s Museum, as identified above. Alan Potamkin has also been described by those who know him and have been involved in business dealings with him as an individual who never wants to take a short cut, even if the situation would allow for one, doing extra to make sure something is done right and doing everything on the straight and narrow.

The investigation confirmed that Alan Potamkin has a credible history of managing successful auto dealerships and other successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful business acquisitions and his history of maintaining his status in good standing as confirmed by the review of his financial records and adherence to various state requirements has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed **Crossroads Massachusetts, LLC** project.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Based upon the comprehensive investigation of Alan Potamkin, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c.23K 12(c). Further, the review of all submitted materials, independent investigations, comprehensive data base searches, personal interviews and past business practices indicate that Alan Potamkin has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3).

4. BRUCE ETKIN

Bruce Etkin (“Etkin”), [REDACTED], is a United States citizen and currently resides in [REDACTED]. This investigation has confirmed that Etkin is the General Manager and a [REDACTED] owner of **Five Trees LLLP (“Five Trees”)**, a Limited Liability Limited Partnership, which wholly owns and is the Manager of **Etkin Massachusetts Gaming, LLC (“EMG”)**. EMG was formed for the purpose of making an investment in and acquiring and owning a membership interest in applicant, **Crossroads Massachusetts, LLC (“Crossroads”)**. As of August 2, 2013, EMG holds a [REDACTED] equity interest in Crossroads. As set forth previously in the EMG and Five Trees entity suitability reports, the other [REDACTED] interest in Five Trees is held by three limited partners, each of which holds a [REDACTED] interest. The three limited partners are Trusts, each established for the three minor children of Etkin, with neither the Trusts nor minor children of Etkin having been deemed qualifiers for purpose of this application.

With respect to his position with **Crossroads**, Etkin holds the position of Vice-President Development/Assistant Secretary. During his sworn interview, Etkin stated that his anticipated role in the **Crossroads** project will involve limited management oversight consisting of quarterly meeting participation only and that he does not expect to serve any role in the day to day management or oversight of the project.

Etkin advised that it was David Nunes who initially got him involved with **Crossroads**. Etkin indicated that Nunes is a close personal friend of his, that their children go to school together and that their families have taken excursions together.

Etkin has reported and this investigation has confirmed that Etkin earned a Bachelor’s Degree in Architectural Engineering from the University of Colorado in August 1973. Etkin also

attended Michigan State University for one year from 1969 until 1970 prior to transferring to the University of Colorado.

Etkin is a prominent Colorado real estate developer and is the founder and chairman of the Etkin Johnson Group, LLC (“Etkin Johnson Group”). Etkin is a licensed Colorado commercial real estate broker and reported that he has been in the real estate business all of his life. During his sworn interview, Etkin stated that he first began working for AJ Etkin Construction, his father’s construction company, located in Detroit, MI. Thereafter, in 1980, Etkin moved to Colorado and formed his own construction company, Etkin Construction. He worked as a General Contractor until approximately 1990, when he transitioned into real estate and formed Etkin Equities, which then became the Etkin Johnson Group. The Etkin Johnson Group is owned [REDACTED] by Etkin with David Johnson owning the other [REDACTED]. The Etkin Johnson Group is celebrating its 25 year anniversary this year.

Etkin maintains a myriad of corporate affiliations and interests, having developed, accumulated for the purpose of leasing, and sold various projects spanning the states of Michigan and Colorado. In this regard, for each property developed a separate company or partnership is formed. Etkin stated that in Michigan, he owns, with his brother Douglas Etkin, also a real estate developer, approximately two million square feet of property. In Colorado, Etkin reported that he owns, with David Johnson, approximately 4,500,000 square feet of property. Certain of the Etkin holdings are held in trusts, family partnerships, various securities, loans, receivables and various diversified investments.

Etkin currently sits on two boards on a volunteer basis, including the [REDACTED] [REDACTED] and Urban Land Foundation in Washington, DC. Etkin previously volunteered as a board member for the Aspen Art Museum, Food Bank of the Rockies and Denver Athletic Club.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The investigation reviewed and evaluated Etkin's submitted materials, data base, and, where necessary, confirmatory agency records relating to Etkin. This review disclosed no material findings adverse to Etkin's stability. Etkin holds a real estate broker license in the State of Colorado, which this investigation has confirmed is current. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Etkin's personal civil litigation, as well as the litigation with respect to his business entities, has been examined and evaluated. The civil litigation disclosed by Etkin, after review and having obtaining additional clarification during Etkin's sworn interview, were not deemed material or adverse to Etkin's suitability. Materials relevant to these actions are retained in the file.

The investigation also confirmed that Etkin has not made any prohibited political contributions in Massachusetts that violate M.G.L. c.23k46 or 205 CMR 108.

References have described Etkin as a man of good character, honesty and integrity. Etkin always "does what he says he will do." He is described as a hard worker, very smart and an excellent father and dedicated friend. Etkin is on the board of a very successful local food bank and was able to begin a breakfast program through the food bank for the local high school for needy children as well as supplying food to those children on the weekends. Etkin has also been described as an "entrepreneur" and a very successful and well respected real estate developer.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

The investigation confirmed that Etkin has a credible history of managing successful real estate development and leasing business and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful property acquisitions and his history of maintaining his status in good standing as confirmed by the review of his financial records and adherence to various state requirements has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed **Crossroads** project.

Based upon the comprehensive investigation of Bruce Etkin, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K 12 (c). Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices indicate that Etkin has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3).

5. TIMOTHY PRESUTTI

Timothy M. Presutti (Presutti), [REDACTED], is a United States citizen and currently resides in [REDACTED]. Presutti holds a [REDACTED] equity interest in **White River Gaming, LLC** (“**White River**”), which owns a [REDACTED] equity interest in **Crossroads**. Presutti is the Manager of **White River**.

Presutti has reported, and the investigation has confirmed, that from 1986 to 1990, Presutti attended Niagara University in Lewiston, NY. Presutti was awarded a Bachelor of Science degree in Marketing in May 1990.

With respect to Presutti’s position with **Crossroads**, Presutti holds the position of Vice-President Finance/Treasurer. During his sworn interview, Presutti stated that he became involved in this project through David Nunes (“Nunes”), who is a friend of his. Nunes presented the investment opportunity to him and advised that he had secured options for the land in Milford. Presutti indicated that he is also friendly with Etkin and Potamkin, whose children attend the same school with Presutti and Nunes’ children. Presutti indicated that he participates on the weekly **Crossroads** conference calls. Presutti’s involvement in this project is similar to Etkin and Potamkin in that it is not expected that he will serve any role in the day to day management or oversight of the project.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Presutti's employment history commenced with a job as a territory manager with Abbott Laboratories from 1992 to 1994. From 1993 to 2006, he was a managing director/head of High Yield Bond Trading at Deutsche Bank in New York, NY. From May 2008 to October 2008, he worked at BTIG in Aspen, Colorado as a trader in corporate bonds and leverage loans. From there, he commenced employment as a trader at Tullett Liberty Securities, also in Aspen, which he left in February 2009. From March 2011 to May 2011, he was employed by Cortview Capital Securities in Richmond, Virginia.

Presutti is currently the owner of Woody Creek Capital Partners, an investment and finance consulting business, and Woody Creek Capital Management, which is its holding company. He is also the Managing Partner and part owner of Broadbill Investment Partners, a hedge fund and its related Broadbill entities.

Presutti reported and this investigation confirmed that he also currently owns more than 5 percent of the following entities: Mill Street Capital Partners (pass through LLC that invests in North Mill Street, an entity which invests in commercial property); GMC Asset Manager, Inc. (the asset management arm for other GMC entities that manage apartment buildings); NY7 LLC (passive investment in a drink called Exfuzz); Pacific Palms (investor in another entity which owns acreage in Mexico); and Onion Venture (real estate investment).

Presutti has been on the Finance Committee for the [REDACTED] since 2012. He has also served on the Investment Committee of Aspen Community Foundation since 2012. Both are volunteer positions for which he does not receive compensation.

[REDACTED]

Presutti did not disclose and our investigation did not reveal any gaming licenses being held by him. However, Presutti reported, and the investigation confirmed, that he held three broker licenses which he has since allowed to lapse. Specifically, Presutti stated that he obtained a Series 7, a Series 24 and a Series 64 license, with the Series 7 and 64 being obtained around

1994 and the Series 24 obtained in or around 2006. In his interview, he advised that all of the licenses were inactive. Presutti confirmed during his sworn interview that these licenses are no longer needed due to his involvement with hedge funds. A review of his FINRA¹⁰ registrations noted he was last registered in May of 2011.

The investigation reviewed and evaluated Presutti's submitted materials, data base searches and, where necessary, verified agency records relating to this qualifier. This review disclosed no material findings adverse to Presutti's suitability.

[REDACTED]

Presutti's civil litigation history has been examined and evaluated and the only matter other than [REDACTED] relates to one of his business investments. All civil litigation matters involving Presutti have been fully disclosed, clarified during Presutti's sworn interview and materials regarding such actions are retained in the records of the IEB. All of the litigation matters identified and reviewed were determined to be normal course of such business operations and not adverse to this qualifier's suitability.

The investigation also confirmed that Presutti has not made any prohibited political contributions in Massachusetts that violate M.G.L. c.23K 46 or 205 CMR 108.

Presutti has provided, as references, the names of three individuals. Each individual has been contacted regarding Presutti. The investigation has revealed that Presutti is considered by each reference to be a person of good character, honesty and integrity. Specifically, one personal reference described Presutti as a "health addict" and "physical fitness buff" who climbs mountains for exercise. In regards to business, he stated Presutti is a "well grounded" and

¹⁰ The Financial Industry Regulatory Authority, Inc. (FINRA) is the largest independent regulator of securities firms doing business with the public in the United States. The core mission of FINRA is to pursue investor protection and market integrity by overseeing virtually every aspect of the brokerage industry.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

"stable" individual, who is always on an "even keel." Another personal reference, described Presutti's reputation as "beyond reproach."

The investigation confirmed that Presutti has a credible history of managing successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful SEC/financial licensing or qualification, and his history of maintaining such status in good standing, as confirmed by the regulatory agency verification, his financial records and responsibility, all illustrate that Presutti has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Based upon the comprehensive investigation of Timothy Presutti, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K 12 (c). Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices indicate that Presutti has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3).

6. JOHN SIEDEM

John M. Siedem ("Siedem"), [REDACTED] is a United States citizen and currently resides in [REDACTED]. Siedem holds a [REDACTED] equity interest in **White River Gaming, LLC ("White River")**, the entity that owns a [REDACTED] equity interest in **Crossroads**.

Siedem has reported, and the investigation has confirmed, that Siedem graduated from Muhlenberg College, Allentown, PA, and was awarded a Bachelor of Arts degree in Accounting and Economics in June 1986.

Siedem has further reported, and this investigation has confirmed, that Siedem is currently a broker employed as the head of the High Yield/Distressed Desk at Euro Brokers, a subsidiary of BGC Partners, located in New York City, NY. Siedem has held this position since November 2009. Prior to BGC Partners, from January 2007 until November 2009, Siedem held a similar position with Tullet Prebon Holdings in New York City, NY. From January 1989 until January 2007, Siedem was employed in the brokerage division of Chapdelaine Corporate Securities, New York City, NY, having been elevated to head of the High Yield/Distressed Desk in May 2000 and having become a partner in January 2003.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Siedem disclosed and this investigation has confirmed that, in his capacity as a broker of distressed, high yield, and credit derivative securities, he holds both a Series 7 and Series 63 license. Research has confirmed that Siedem was issued his Series 7 license in May 1987 and his Series 63 license in December 2009. This investigation has verified that these licenses are currently active and have never been suspended, revoked or allowed to lapse. Siedem also reported that he complies with all continuing education requirements necessary to maintain his Series 7 and Series 63 licenses active and in good standing.

With respect to Siedem's investment in **White River**, Siedem stated during his interview that he became involved due to his friendship and business association with Tim Presutti, who is also an equity owner in **White River** and who serves in the capacity of Vice-President Finance/Treasurer for **Crossroads**. During his interview, Siedem confirmed that he is a passive investor in connection with this applicant and, other than participating in "cash calls," which is required of all **Crossroads** equity participants, Siedem does not envision and/or anticipate that he will have any role in the day to day management and/or oversight of this proposed casino report project.

Other than Siedem's ownership interest in **White River** in connection with its investment in **Crossroads**, Siedem has varying ownership interests in several entities in which he has made investments. Particularly, he is involved in three real estate investments located in Florida and North Carolina with a group of friends. Siedem is also involved in a real estate investment in Aspen, CO, also with a group of friends, which is managed by fellow qualifier Tim Presutti. Siedem also holds investments in a number of hedge funds. Additionally, Siedem has made investments in certain artistic ventures. He invested in a friend's film production involving a political satire as well as a successful fashion designer's efforts to market her own designs. However, unfortunately, Siedem characterized both of these investments as "trending toward zero" in value and he thus has no expectation of recouping his investments.

[REDACTED]

[REDACTED]

Siedem is not currently licensed by any gaming jurisdiction and has never sought a gaming license in any jurisdiction.

The investigation reviewed and evaluated Siedem's submitted materials, data base searches and, where necessary, verified agency records relating to this qualifier. This review disclosed no material findings adverse to Siedem's suitability.

[REDACTED]

Siedem's personal and business civil litigation has been examined and evaluated. Two FINRA Arbitrations involving a breach of contract suit filed by Siedem against a former employer and a resulting counterclaim by that former employer were disclosed by Siedem in his filings, reviewed during the interviews, and, after further review, were not deemed material or adverse to Siedem's suitability. Materials relevant to these actions are retained in the IEB file.

The investigation also confirmed that Siedem has not made any prohibited political contributions in Massachusetts that violate M.G.L. c.23K 46 or 205 CMR 108.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Siedem's references were also interviewed as part of the within investigation. They stated that Siedem was a person of the highest moral character and personal and professional integrity.

██████████
██████████
██████████ Siedem was characterized by his references as a "good listener," someone they could "always count on" and who always provides wise counsel and advice. None of the references were aware of any other negative or derogatory information which would impact on Siedem's suitability to be involved in the casino industry.

The investigation confirmed that Siedem has a credible history of managing successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful SEC/financial licensing or qualification, and his history of maintaining such status in good standing as confirmed by regulatory agency verification, his financial records and responsibility, all illustrate that Siedem has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Based upon the comprehensive investigation of John Siedem, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated by M.G.L. c. 23K 12(c). Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices, indicate that Siedem has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3).

7. **TIMOTHY BELL**

Timothy Chapman Bell ("Bell"), ██████████, is a United States citizen and currently resides at his primary residence in ██████████ and maintains a second home in Crested Butte, CO. Bell holds a ██████████ equity interest in **White River Gaming, LLC** ("White River"), which owns a ██████████ equity interest in **Crossroads Massachusetts, LLC** ("Crossroads").

Bell has reported, and the investigation has confirmed, that Bell graduated from Riverdale High School in Murfreesboro, TN and then went on to attend the University of Mississippi. He graduated from the University of Mississippi with a Bachelor Degree in Business Administration and a concentration in Banking and Managerial Finance in August 1988.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

Bell has held several positions in the financial field and is a registered securities broker. Bell has reported and this investigation has confirmed that Bell is currently the Managing Director, Leverage Finance, for Bank of America/Merrill Lynch, located in Charlotte, NC and has held this position since May 2011. Prior to his current position, Bell was a Principal/Financial Advisor with JAJ, LLC Seminole Financial, Aspen, CO, from March 2009 until March 2011. From April 2005 through March 2009 Bell was employed as the Managing Director, High Yield Sales, for Wachovia Capital Markets, Charlotte, NC. Bell also was employed as the Managing Director, High Yield Sales for Deutsche Bank Securities, LLC, New York, NY from March 2000 until March 2005. Prior to that, Bell was the Managing Director, High Yield Sales, for Bank of America Securities, Charlotte, NC from October 1993 until March 2000.

Bell reported and this investigation confirmed that he presently does not own more than five percent of any business. However, during his interview, Bell was asked to explain his involvement in JAJ, LLC. Bell advised that his investment was with respect to the planned distributing of a high quality wine. The money he invested was used to purchase grapes, wine bottles, labels, barrels, crushing and storage. Bell reported, however, that this venture into the wine making business was not very successful and within two years he was out of business. Bell also reported that he has made investments in certain other real estate related ventures, but none are currently active and none were successful due to the crash in the real estate market.

With respect to Bell's investment in White River, Bell advised that he was presented with the investment opportunity by Timothy Presutti ("Presutti"), with whom Bell has worked with in the past. Bell stated that it was Presutti who introduced him to David Nunes and they talked about the potential casino resort project in Milford, MA. Bell agreed to make an investment in **Crossroads** and as such, **White River** was formed as the vehicle by which Bell and his fellow investors, Timothy Presutti ("Presutti"), John Siedem ("Siedem") and Jeff Magee ("Magee") would invest in **Crossroads**. Bell characterized his involvement as that of a very passive investor who would prefer to stay in the background. He identified that he understands his role only as an investor in **White River** and given the small percentage owned by him, he stays fairly passive and only gives his opinion when asked. Bell further has not been involved in any of the discussions with Deutsche Bank in reference to the search for an equity partner. Bell

advised that Presutti is the representative of **White River** at all meetings concerning **Crossroads** matters and then Presutti briefs the **White River** investors.

The inquiry further confirmed that Bell is current in all taxes and that his personal tax filings are clear. The investigation thoroughly evaluated Bell's submissions, inclusive of his financial materials and tax returns and records, as well as his general financial history, and can report no adverse findings or information that would indicate that Bell does not possess the requisite financial integrity, responsibility, and financial stability to be found suitable to participate in the proposed project.

Bell does not possess any gaming licenses. However, Bell disclosed and the investigation has confirmed that Bell holds nongaming professional licenses inclusive of General security licenses, Series 7, 24, 63 and 69. Research conducted with the Financial Institute Regulatory Authority ("FINRA") confirmed that all licenses are active. Bell also stated, and this investigation confirmed, that he holds a Private Pilot's License - Single Engine Land (P/ASEL), which was issued in August 2009 and is currently active.

The investigation reviewed and evaluated Bell's submitted materials, data base searches and, where necessary, verified agency records relating to this qualifier. This review disclosed no material findings adverse to Bell's suitability.

[REDACTED]

The qualifier Bell has no civil litigation history.

The investigation also confirmed that Bell has not made any prohibited political contributions in Massachusetts that violate M.G.L. c. 23K 46 or 205 CMR 108.

Bell has been described by his references as a very thoughtful individual, who is extremely good at what he does. Bell has also been described as a very "stand up type of guy" who is extremely involved in his church. According to Bell's references, his specialty is the bond market and he is exceptional at what he does. Bell was further described as being a very

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

intelligent person with a great personality. Bell is an extremely family oriented person and enjoys being involved in his children's lives.

The investigation confirmed that Bell has a credible history of managing successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful SEC/financial licensing or qualification, and his history of maintaining such status in good standing as confirmed by regulatory agency verification, his financial records and responsibility, all illustrate that Bell has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Based upon the comprehensive investigation of Timothy Bell, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K 12(c) . Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices indicate that Bell has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c. 23K 12a (3).

8. JEFF MAGEE

Jeffrey Francis Magee, Jr. ("Magee"), [REDACTED], is a United States citizen and currently resides in [REDACTED]. Magee holds a [REDACTED] interest equity interest in **White River Gaming, LLC ("White River")**, which owns a [REDACTED] equity interest in **Crossroads Massachusetts, LLC ("Crossroads")**.

Magee has reported, and the investigation has confirmed, that Magee graduated from Providence College, Providence, RI and was awarded a Bachelor of Science Degree in Management in May 1996. Magee attended St. John's High School in Shrewsbury, MA from 1987 until his graduation in 1992.

Magee has further reported, and this investigation has confirmed, that Magee is currently the Chief Operating Officer of Broadbill Investment Partners, LLC ("Broadbill"), a hedge fund, and has held this position since May 2010. Magee reported that he works out of Broadbill's New York office with four employees, while Timothy Presutti ("Presutti"), also a member of **White River** and an individual qualifier for **Crossroads**, is the Managing Partner, working out of the [REDACTED] at his home office. Magee reported and this investigation verified that Magee has a

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

██████████ interest in Broadbill Investment Partners, LLC and a ██████████ interest in affiliate, Broadbill Partners GP. The founding members of Broadbill are Presutti, Neil Subin, Kurt Lageschulte and Jonathan Marcus, along with Magee.

Prior to his affiliation with Broadbill, Magee served as Chief Operating Officer for Woody Creek Capital Management, LLC (“Woody Creek”), a hedge fund also founded by Presutti and Magee. During his interview, Magee stated that he recalled meeting Presutti in New York, as Magee had worked with Presutti’s brother at OneCapital Management Partner, LLC, where Magee held the position of Vice-President from May 2003 until February 2009. Magee became reacquainted with Presutti in 2009, when Magee performed some contract work for him. At that time, Presutti asked Magee to join him to form Woody Creek, in which Magee held a ██████████ ██████████ interest. Magee stated that currently he no longer has any interest in Woody Creek. Magee also disclosed, and the investigation confirmed, that he was the Chief Financial Officer for Churchfield Capital from March 2002 until January 2003.

With respect to Magee’s investment in **White River**, Magee stated during his interview that he was presented with an opportunity to invest in a newly created entity known as **White River Gaming, LLC (“White River”)**. Magee recalled that Presutti and his best friend, John Siedem (“Siedem”), along with Timothy Bell (“Bell”), decided to invest with a land developer by the name of David Nunes (“Nunes”), who had located land in Milford, MA for a proposed casino project. Magee had not previously known Siedem or Bell and he stated that he met both of them through Presutti.

Magee stated that he was familiar with the Milford location identified for the casino project as he is originally from Shrewsbury, MA. Magee thought it was a perfect location for a casino project and therefore made the decision to invest. Magee knew that Nunes had also grown up in the same area but Magee stated that they had not known each other.

During his interview, Magee confirmed that he is indeed a passive investor in connection with this applicant and other than participating in “cash calls,” which is required of all **Crossroads** equity participants, and having participated in two telephone calls for Presutti involving the **Crossroads** development, Magee has no other involvement. Magee indicated that Nunes and Scott Butera (“Butera”) of Foxwoods are the driving forces behind the Milford

project. Magee does not envision and/or anticipate that he will have any role in the day to day management and/or oversight of this proposed casino report project

[REDACTED]

Magee disclosed in his interview that he has no professional licenses or nongaming licenses at the current time. However, Magee disclosed and this investigation confirmed that Magee did hold a Series 7 General Securities Principal License and a Series 63 Uniform Securities Agent License, which were issued in 2005 and 2006, respectively. Research conducted with the Financial Institute Regulatory Authority (“FINRA”) indicates that Magee has allowed these licenses to lapse. This investigation further confirmed that there is no history of disciplinary action against Magee in connection with these licenses.

The investigation reviewed and evaluated Magee’s submitted materials, data base searches and, where necessary, verified agency records relating to this qualifier. This review disclosed no material findings adverse to Magee’s suitability.

[REDACTED]

The qualifier Magee has no civil litigation history.

The investigation also confirmed that Magee has not made any prohibited political contributions in Massachusetts that violate M.G.L. c. 23K 46 or 205 CMR 108.

Magee has been characterized by his references as a very solid individual who enjoys an untarnished reputation in the financial community. Magee has also been described as a hardworking and responsible individual who is considered to be extremely honest and financially

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

responsible. It was also stated that Magee is always very helpful to people at work and as a result is well thought of by his co-workers.

The investigation confirmed that Magee has a credible history of managing successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful SEC/financial licensing or qualification, and his history of maintaining such status in good standing as confirmed by regulatory agency verification, his financial records and responsibility, all illustrate that Magee has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Based upon the comprehensive investigation of Jeff Magee the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K 12 ©. Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices indicate that Magee has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c. 23K 12a (3).

9. SCOTT BUTERA

Scott Charles Butera (“Butera”), [REDACTED], is President and CEO of **Mashantucket Pequot Gaming Enterprise** (“MP Gaming Enterprise”), President of **FCX Massachusetts, LLC** (“FCX”), President of **Crossroads Massachusetts, LLC** (“Crossroads”), and is a member of the Board of Managers for **Foxwoods MA**, the entity that has been established by **Mashantucket Pequot Gaming Enterprise** (“MP Gaming Enterprise”) to make all decisions with respect to development, operation and management of the proposed casino resort project for which **Crossroads** is seeking a Category 1 gaming license.

Butera, a United States citizen, lives in [REDACTED]. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Butera has reported, and the investigation has confirmed, that, from 1984 to 1988, Butera attended Trinity College. Butera was awarded a Bachelor of Arts degree in Economics. Butera

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

also reported, and the investigation has confirmed, he attended New York University Stern School of Business from 1988 to 1990 and obtained a Master's Degree in Finance.

Butera reported and the investigation confirmed he obtained a Certified Public Accountant license in 1992 and a Securities license in 1992, both of which are inactive.

Butera's employment history commenced with a job at Coopers & Lybrand as an accountant in 1990. In April of 1992, he moved into investment banking and was employed from 1992 to 2003 by Bear Stearns (Associate Investment Banker), Smith Barney (Vice-President - Banking Officer), Credit Suisse (Director - Banking Officer) and UBS Securities (Executive Director - Banking Officer), dealing primarily in real estate and lodging companies. In 2003, he became employed by Trump Entertainment Resort, Inc. (Trump), where he was President and COO. At that time, Trump operated three Atlantic City, NJ casinos. In 2005, he left Trump to take a position as President in Charge of company development and operations for Metroflag Management, LLC, a real estate development and asset management organization. In 2007, he became COO of the Cosmopolitan Hotel and Casino Resort, LLC. From 2008 to 2010, Tropicana Entertainment, LLC hired him as its President and COO. He is currently employed by **MP Gaming Enterprise** (d/b/a Foxwoods Resort Casino) and has been there since 2010.

In the gaming industry, Butera has been referred to a turnaround artist. He has managed troubled casino operations at Trump Hotels & Casino Resorts and at Tropicana Entertainment, leading both out of bankruptcy. For **MP Gaming Enterprise**, Butera has overseen the restructuring of more than \$2,000,000,000 in debt owed by the Mashantucket Pequot Tribal Nation.

[REDACTED]

Butera is currently or has been licensed by, and in good standing with a number of various gaming authorities. These authorizing jurisdictions and the status of Butera's licenses with each are as follows:

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

JURISDICTION/AGENCY	STATUS
Connecticut Division of Special Revenue	Active, no derogatory information reported.
State of Nevada Gaming Control Board	Inactive license - Tropicana Entertainment, Inc.; Butera has also submitted an application for Truckee Gaming, LLC - investigation is pending ¹¹ .
New Jersey Casino Control Commission	Active
State of Louisiana, Louisiana State Police	Inactive - no derogatory information reported.
State of Indiana Gaming Commission	Inactive - no derogatory information reported.
State of Mississippi Gaming Control Board	Inactive - no derogatory information reported.

Butera has reported, and the investigation has confirmed, that Butera is a member of the board of Olly Shoes, Inc. (“Olly”). He owns [REDACTED] of Olly, a private company which sells children's shoes in states of Delaware, New Jersey, Pennsylvania as well as Canada. Butera attends board meetings and gives oversight and advice to company management.

[REDACTED]

[REDACTED]

[REDACTED]

Butera has reported and the investigation has confirmed that he has not been named individually as a party to a lawsuit in the last fifteen years.

The investigation also confirmed that Butera has not made any prohibited political contributions in Massachusetts that violate M.G.L. c.23K 46 or 205 CMR 108.

Butera has provided, as references, the names of three individuals. Each individual has been contacted regarding Butera. The investigation has revealed that Butera is considered by each reference to be a person of good character, honesty and integrity. Specifically, one personal

¹¹ Truckee Gaming, LLC is a gaming company that owns three casinos in Northern Nevada: The Sands Regency, Terrible’s Casino Dayton, and Gold Ranch. The headquarters is based in Reno, Nevada. Scott Butera is a member of the Board of Managers and owns [REDACTED] warrants. Butera obtained the position with Truckee Gaming on March 23, 2013. In Nevada, a director may be appointed and may serve without prior approval of the Gaming Commission. However, the director has an obligation to file an application for licensing and/or finding of suitability within thirty days of assuming the position of director of a private company. The pending Nevada approval only relates to Butera’s position on the Board. He has not exercised the warrants and currently does not plan to exercise the warrants. He is not receiving additional compensation in addition to the warrants he has been issued. His association with Truckee Gaming was not disclosed on his PHD because he completed the PHD and sent it to his counsel prior to obtaining the position.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

reference, who is the President and CEO of Olly, described Butera as a "breath of fresh air" for his business and thought Butera had a "good feel for people." Another personal reference, who had a personal relationship with Butera, described him as a "low key dedicated family man with simple tastes."

[REDACTED]

The investigation reviewed and evaluated Butera's submitted materials, data base searches and, where necessary, verified agency records relating to this qualifier. This review disclosed no material findings adverse to Butera's suitability.

The investigation confirmed that Butera has a credible history of managing successful businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful multi-jurisdictional licensing or qualification and his history of maintaining such status in good standing as confirmed by regulatory agency verification, his financial records and responsibility, all illustrate that Butera has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Based upon the comprehensive investigation of Scott Butera, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c. 23K 12 (c). It is expected that the Commission will inquire as to Butera's associations and decision-making with respect to Steven Thomas, Anthony Beltran and Michael Thomas. Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices indicate that Butera has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c 23K.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

10. ALLAN KRONBERG

Allan Wayne Kronberg (“Kronberg”), [REDACTED], is a United States citizen and currently resides in [REDACTED]. Kronberg is the Project Manger of **Crossroads Massachusetts, LLC**, (“**Crossroads**”), the applicant herein for a Category 1 gaming license.

Kronberg reported that he did not graduate from college, but he advised that he took Hotel Management courses at the Broward Community College in Davie, FL from September 1969 to June 1970.

Prior to his current position with **Crossroads**, Kronberg was employed as the General Manager of the Tropicana Express/River Palms Resort in Laughlin, NV from October 2009 to October 2012. Prior to that, from April 2005 to October 2009, Kronberg was employed by the Treasure Island Resort and Casino in Red Wing, MN; first as the Director of Hospitality and then in September 2007, he was appointed as the General Manager. This property is owned and operated by the Prairie Island Indian Community Tribe. Kronberg was also employed as Director of Operations and Assistant General Manager at the Hyatt Gaming Casino Niagara in Ontario, Canada from May 1999 until December 2000.

With the exception of the above casino gaming related employment, most of Kronberg’s employment has been in the hospitality industry, beginning in April 1984. Specifically, Kronberg has held high level management positions with various hotel resorts, including (i) General Manager for Cape Codder Hotel/Sheraton in Hyannis, MA from April 1984 until January 1992; (ii) Vice President of Operations for Noble House Hotels and Resorts in Kirkand, WA from January 1992 until April 1997; (iii) Chief Operating Officer and Executive Vice President for Boutique Hotel & Resort in Miami Florida; and (iv) Manager of Sales and Catering for Colony Hotel in Palm Beach, FL from January 2004 until April 2005.

Kronberg also held the position of Chief Operating Officer for the American Hotel and Motel Association’s Educational Institute in Orlando, FL from May 1997 until August 1998, as well as the Vice-President of Business & Marketing Development for the California Hotel and Lodging Association in Sacramento, CA from January 2001 to January 2002.

Kronberg became involved in this project through Scott Butera, CEO and President of MP Gaming Enterprise, with whom Kronberg worked while at the Tropicana Express/River Palms Resort in Laughlin, NV. Kronberg assumed the position with **Crossroads** in March 2013

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

and, as such, his main responsibility is generating support and potential votes for the proposed **Crossroads** casino resort project in the Milford, MA community. Kornberg works out of the applicant's satellite office, located at 88 Main Street in Milford. During Butera's sworn interview, he indicated that it has not yet been determined what exact position Kronberg will hold if this applicant is issued a Category 1 gaming license, but he did indicate that Kronberg will be employed and function in a management capacity with respect to this project.

[REDACTED]

Kronberg did not list any professional licenses on his Personal Disclosure Form ("PHD"), but during his interview he advised that he holds a Certified Hotel Administrator's license issued by the American Hotel and Lodgings Association.

In his PHD, Kronberg advised that he had gaming licenses in Ontario, Canada; Minnesota; and Nevada. This investigation confirmed with the Alcohol and Gaming Commission Ontario ("AGCO") that Kronberg was issued a key employee license for the Casino Niagara on June 3, 1999. This investigation also confirmed with the Commissioner of Licensing, Prairie Island Community Gaming Commission, that during the time Kronberg was employed with Treasure Island Resort and Casino, he was issued a gaming license which was renewed on an annual basis. On June 13, 2013, the Agency Liaison, Nevada Gaming Control Board, confirmed that Kronberg was issued a key employee gaming license on December 11, 2010 (license #N10-0350) and the license is in good standing.

[REDACTED]

Kronberg has no reported civil litigations or bankruptcy filings. The investigation also confirmed that Kronberg has not made any prohibited political contributions in Massachusetts that violate M.G.L. c23K 46 or 205 CMR 108.

During his interview, Kronberg was asked what he “brought to the table” in his position as Project Manager of **Crossroads**. He advised that when he manages a property, he considers himself to be a “people person” who cares for all of his employees. He strongly feels that the success of a property depends upon a “team effort” concept which he strongly advocates. Kronberg stated that he has good leadership skills and does not micromanage his employees. At present, he is using his “people person” skills to elicit support for the **Crossroads** project in the Milford community and feels that he has been successful in this endeavor.

Kronberg’s references describe him as being very conscientious, very honest and a solid, upright person. He is considered to be trustworthy and to have a strong work ethic, as he always gives 110 percent in anything that he does. According to Kronberg references, he is a tireless worker who has a good personality and is a “people person.” He is very focused and down to earth. Kronberg is highly thought of in the business community and is portrayed as a good family man of high character and integrity.

The investigation has confirmed that Kronberg has a credible history of managing successful gaming businesses such as the Tropicana Palms Resort in Nevada; the Treasure Island Resort and Casino in Red Wing, MN; the Hyatt Gaming Casino Niagara in Ontario, Canada; as well as numerous hotel businesses and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful licensing or qualification and his history of maintaining such status in good standing as confirmed by regulatory agency verification, his financial records and responsibility, all illustrate that Kronberg has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Based on the comprehensive investigation of Allan Kronberg, the investigation did not reveal any information that would preclude a finding that he possesses the requisite integrity, honesty, and good character that are statutorily mandated in M.G.L. c23K 12(c). Further, the review of all submitted materials, independent investigations, comprehensive data base searches and personal interviews indicate that Kronberg has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c23K 12a

(3) as well as a general history of compliance with applicable gaming regulation as required by M.G.L. c23K.

11. **RODNEY A. BUTLER**

Rodney A. Butler (“Butler”), [REDACTED], is a United States Citizen and currently resides in [REDACTED]. Butler is the Chairman of the Mashantucket Pequot Tribal Council (“MP Tribal Council”) and is a member of the Board of Managers for **Foxwoods MA**, the entity that has been established by **Mashantucket Pequot Gaming Enterprise** (“**MP Gaming Enterprise**”) to make all decisions with respect to development, operation and management of the proposed casino resort project for which **Crossroads** is seeking a Category 1 gaming license.

Butler has reported and the investigation has confirmed that Butler attended the University of Connecticut and received a Bachelor of Science degree in Finance in 1999.

Upon graduation from college, Butler became employed with **MP Gaming Enterprise**. His first position was as an accountant from July 1999 until February 2000. Thereafter, he took a position as a financial analyst and held that position from February 2000 until October 2000. In his capacity as a financial analyst, Butler reported that he was responsible for the generation of daily, weekly, and monthly reports on the financial performance of **MP Gaming Enterprise**.

Thereafter, in 2000 Butler was appointed by the MP Tribal Council to chair the MP Tribal Business Advisory Board, the group established to manage the non-gaming businesses operated by the MP Tribe. Butler explained that, at that time, the non-gaming entities included two golf courses, a ship building company, a ferry operator, three hotel properties and various commercial parcels of land. Butler functioned as the Chairman of the MP Tribal Business Advisory Board from 2000 through 2004.

Butler was elected to and became a member of the MP Tribal Council in 2004. In 2005 he became Treasurer for the MP Tribal Council and, in that position, Butler had general oversight duties with respect to the MP Tribe’s finances and budgets. Butler was then elevated to the Chairman position in 2009. Butler explained that as Chairman of the MP Tribal Council, he functions as the Chairman of the Board for **MP Gaming Enterprise**, and Town Council President, as well as head of the MP Tribal family at Mashantucket. As Chairman of the MP Tribal Council, Butler also stated that he is involved with state and federal level legislation issues with respect to the services provided to the citizens of Mashantucket. Butler was just reelected in

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

November 2012 to serve another three-year term, which expires December 2015 and he continues to serve as the Chairman of the MP Tribal Council.

During his sworn interview, Butler was asked as to comment on his largest singular challenge faced as the MP Tribal Council Chairman. Butler stated that successfully navigating a restructuring of **MP Gaming Enterprise** and at the same time managing the expectations of the MP Tribal community was his biggest challenge. In this regard, during the restructuring, the stipends formerly received by MP Tribal members ceased because the MP Tribe had to readjust the size of the government, services offered, and number of jobs available. Individual tribal members had to also readjust to a different standard of living.

When asked as to his largest accomplishment as the Chairman of the MP Tribal Council, Butler again referred to the debt restructuring. Butler indicated that he needed to explain step-by-step to the MP Tribal members as to which covenants had been breached and why and what had to be done to remedy the breach. He indicated that this was a very difficult time for the MP Tribe and having been reelected twice as Tribal Council Chairman during this time was quite an accomplishment as far as he was concerned. In August of 2012, a restructuring agreement was signed, which had to be extended over a four year period, until finalized in July of 2013. The agreement allowed Foxwoods to shed approximately [REDACTED] debt. The agreement also allowed Foxwoods to push back its deadlines for repayment of the debt balance, which has enabled Foxwoods to continue its gaming operations and to become involved as partners in the current project.

With respect to Butler's involvement in the proposed Massachusetts casino resort project, he advised that, should the applicant be successful in obtaining a category 1 gaming license, he would most likely serve on the Board of Directors for **Crossroads** and would be involved in the management oversight of the gaming operations of the facility.

As Chairman of the MP Tribal Council, Butler has made several business decisions which have been controversial among Tribal members and generated some attention in the media. In an attempt to cut back on MP Tribal government expenses, Butler, in May 2012, stopped payment to Connecticut for the services of the Connecticut State Police at Foxwoods Resort Casino that the Tribe felt were not required. The Mashantucket Pequot Tribal Police, having been cross designated by the State of Connecticut, now handle all law enforcement duties

at Foxwoods as well as on the reservation. Many tribal members and former members of the Tribal Police expressed displeasure with this decision claiming that the department takes orders directly from Tribal Council members, and as a result, some investigations would be blocked. Others claim that the Tribal police will turn a blind eye to the sale of drugs at the casino. When interviewed, Butler dismissed these complaints stating that the transition of law enforcement responsibilities from the Connecticut State Police to the Tribal Police has gone smoothly and that the move was necessary due to the economic environment.

Another controversial decision, which was also the subject of several recent articles, concerned the indictment of Steven Thomas, MP Tribal Council Treasurer and the MP Tribal Council's decision to support Thomas.¹² In late 2012, shortly after his re-election to the MP Tribal Council Chairmanship, Butler told Tribal members that the MP Tribe was funding Steven Thomas' legal defense. This decision met with some opposition, but Butler said that he had met with US Department of Justice officials regarding the investigation that lead to the indictment of Thomas. Butler has characterized the indictment as an attack on tribal sovereignty with "broad implications" for all of Indian country. See footnote 12.

[REDACTED]

Butler has no professional licenses. He did hold a Connecticut gaming license, #977191, issued in 1999 by the Connecticut Department of Special Revenue. An inquiry with the Connecticut Department of Consumer Protection, Gaming Division, determined that Butler had been issued a gaming license on August 23, 1999. However, as of January 25, 2001, his license had lapsed as he was no longer required to hold one in connection with being a member of the MP Tribal government.

¹² The Indictment of Steven Thomas, along with his brother and former MP Tribal Chairman Michael Thomas, has been previously detailed and discussed in the within Suitability Report at Section 5C.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Butler has not reported, nor has the investigation revealed, civil litigations or bankruptcy filings. The investigation also confirmed that Butler has not made any prohibited political contributions in Massachusetts that violate M.G.L. c23K 46 or 205 CMR 108.

Butler has verified corporate affiliations with **Crossroads Massachusetts, LLC**; Foxwoods Resort Casino; the United Way of Southeastern Connecticut; the Mystic (CT) Aquarium; Roger Williams University; and the Southeastern Connecticut Chamber of Commerce. Butler was also a founding trustee of the Mashantucket Pequot Tribe Endowment Trust (“MP Endowment Trust”). The MP Endowment Trust sets aside proceeds from the various MP Tribe’s business enterprises into a permanent investment fund that is highly restricted. Only an act of the MP Tribal Council can access the endowment funds. After ten years or a minimal balance of \$250,000,000, some of the proceeds can be returned back to fund government services. There is a separate endowment board consisting of three outside members, the MP Tribal Treasurer and one of the MP Tribe Elder Council members.

Butler’s references described him as very knowledgeable, a good thinker who is not impulsive and also is very smart individual, with excellent leadership skills and is of the highest character, integrity and honesty. He was further describes as a “clean living person of excellent character.”

The investigation has confirmed that Butler has a credible history of managing successful businesses such as Foxwoods Resort Casino and other Tribal enterprises and has demonstrated a history of regulatory compliance. The records examined, the interviews conducted, his successful licensing or qualification and his history of maintaining such status in good standing as confirmed by regulatory agency verification, his financial records and responsibility, all illustrate that Butler has demonstrated the qualities necessary for suitability to participate as a qualifier in the proposed project.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission’s regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

It is expected that the Commission will inquire as to Butler's associations and decision-making with respect to Steven Thomas, Anthony Beltran and Michael Thomas. The review of all submitted materials, independent investigations, comprehensive data base searches and personal interviews indicate that Butler has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c 23K 12a (3) as well as a general history of compliance with applicable gaming regulation as required by M.G.L. c 23K.

12. CRYSTAL M. WHIPPLE

Crystal Marie Whipple ("Whipple"), [REDACTED], is a United States Citizen and currently resides in [REDACTED]. Whipple is a member of the Mashantucket Pequot Tribal Council ("MP Tribal Council") and is a member of the Board of Managers for **Foxwoods MA**, the entity that has been established by **Mashantucket Pequot Gaming Enterprise** ("MP Gaming Enterprise") to make all decisions with respect to development, operation and management of the proposed casino resort project for which **Crossroads** is seeking a Category 1 gaming license.

Whipple has reported and the investigation has confirmed that Whipple graduated from the University of New Haven located in West Haven, CT in 1995 and was awarded an Associate Degree in Business Administration. Prior to attending the University of New Haven to earn her degree, Whipple also reported that for a short period of time in 1996 she attended Mohegan Community College, now known as Three Rivers Community College, with no degree having been obtained. Whipple further reported attending Mitchell College from 1999 through 2000 where she reported taking Human Development courses, again, with no degree having been obtained.

Whipple stated during her sworn interview that upon graduating from high school in 1991, instead of immediately attending college, as she was undecided at the time, she began her employment with the Mashantucket Pequot Tribe's Pharmaceutical Network ("PRXN"). The PRXN is the MP Tribal entity which administers the employee benefit plan and the prescription drug program. Whipple disclosed that her grandmother, Phyllis Monroe ("Monroe"), was the President of PRXN and that Monroe took her under her wing and taught her about third party insurance administration and pharmacy operations. Whipple disclosed that after working several years in that position, she then transferred to the MP Tribal Manager's Office, which is the office

within the MP Tribal government responsible for overseeing all of the MP Tribal departments. There, again, with her grandmother as her mentor, she learned about the organizational structure of the MP Tribal government, how the various departments functioned, the scope of each respective department's responsibilities, as well as the nuances of departmental budgeting.

After leaving the MP Tribal Manager's office, Whipple worked for a short time period in the MP Tribal Council office. She then left the MP Tribal Council office and returned to school, taking college courses off and on while working at the same time. Ultimately, in or about 2000, Whipple was presented with an opportunity to receive a year of training to prepare her to sit on the MP Tribal Business Advisory Board. The MP Tribal Business Advisory Board was made up of 12 MP tribal members, including Whipple, who were responsible for overseeing all of the nongaming enterprises of the MP Tribe, which at that time included, the Norwich Inn & Spa, Pequot Pharmaceutical Network, Lake of Isles, Foxwoods Golf & Country Club, Mystic Hilton, Fox Navigation and certain other commercial enterprises and land holdings. She served as Vice-Chair from 2000 to 2004; Board Member from 2005 to 2007; and then Chair from 2007 to 2008. Whipple served in the capacity of Chair of the MP Tribal Business Advisory Board until volunteering to take a severance in December 2008. This was during the time that the MP Tribe began experiencing financial difficulties and there were several lay-offs.

After taking a year off Whipple decided to run for a seat on the MP Tribal Council and was elected in 2010 for a three year term. Whipple was recently reelected to a second term and will serve in that capacity for another 2½ years. As indicated earlier, Whipple now also serves as a member of the Board of Managers for the newly formed limited liability company, **Foxwoods MA**, which will oversee the development, operation and management of the proposed Massachusetts casino resort on behalf of **MP Gaming Enterprise**.

[REDACTED]

[REDACTED]

The information provided above by Whipple was corroborated by her references, specifically, [REDACTED], who indicated that Whipple was a very conscientious member of the MP Tribal Council and is the type of individual who would bend over backwards to help another member who had problems.

[REDACTED]

[REDACTED]

[REDACTED]

This investigation thoroughly evaluated Whipple's submission inclusive of her financial materials, tax returns and records as well as her general financial history, developed additional information and clarification of information during the personal interview and although the investigation has revealed that [REDACTED] it can report no adverse findings or information that would indicate that Whipple does not possess the requisite financial integrity, responsibility, and financial stability to be found suitable to participate in the proposed project. It is further to be noted that, as indicated above, Whipple's participation in this project is not that of a financial source, but one involving oversight of **MP Gaming Enterprise's** interests with respect to the proposed Massachusetts casino resort project. The financial analysis with respect to this qualifier is reported in an attached financial report.

Whipple is not currently licensed by any gaming jurisdiction and has never sought a gaming license in any jurisdiction.

The investigation reviewed and evaluated Whipple's submitted materials, data base searches and, where necessary, verified agency records relating to this qualifier. This review disclosed no additional material findings adverse to Whipple's suitability.

[REDACTED]

Whipple has reported and the investigation has confirmed that she has not been named individually as a party to a lawsuit in the last 15 years.

The investigation also confirmed that Whipple has not made any prohibited political contributions in Massachusetts that violate M.G.L. c. 23K 46 or 205 CMR 108.

Whipple's references were also interviewed as part of the within investigation. None of the references were aware of any other negative or derogatory information which would impact on Whipple's suitability to be involved in the casino industry.

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

The investigation confirmed that Whipple has a credible history of overseeing the management of businesses for the MP Tribe and has demonstrated a history of regulatory compliance in connection with her position with the MP Tribal Government. Based upon the comprehensive investigation of Crystal Whipple, the investigation did not reveal any information that would preclude a finding that she possesses the requisite integrity, honesty, and good character that are statutorily mandated by M.G.L. c. 23K 12(c), however, it is expected that the Commission will inquire as to Whipple's associations and decision-making with respect to Steven Thomas, Anthony Beltran and Michael Thomas. Further, the review of all submitted materials, independent investigation, comprehensive data base searches, personal interviews and past business practices, indicate that Whipple has demonstrated sufficient business ability to take part in the operation of a successful gaming establishment mandated by M.G.L. c.23K 12 a (3) as well as general history of compliance with applicable gaming regulation as required by M.G.L. c 23K however, her lack of gaming experience [REDACTED] should be noted as part of an overall evaluation of the applicant's suitability.

V. CONCLUSION AND FINDINGS

The materials in this report reflect a summary and evaluation by experienced gaming regulatory investigators, Massachusetts State Police officers assigned to the Investigations and Enforcement Bureau of the MGC, and legal and financial professionals applying statutory and regulation specified criteria. The scope of the investigation is conducted within MGC prescribed time frames yet is comprehensive. The representations of the applicant have been verified to the maximum extent possible and remain subject to further review, evaluation and supplement within the discretion of the IEB and the MGC.

The ultimate conclusion regarding suitability must be made by the MGC. As a result of the investigation conducted by the IEB and reported herein, it is recommended that key issues for MGC consideration are:

1. The inability of the applicant to yet identify its planned majority owner and financial source;
2. The suitability of the applicant's principal organizer, David Nunes;

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

3. The potential impact on **Crossroads Massachusetts, LLC**'s suitability given the information in the report regarding Michael Thomas, Steven Thomas and Anthony Beltran;

4. The business ability of the applicant to run a successful gaming operation in Massachusetts given its difficulty in finding an additional equity interest and the current debt load and declining revenues of their proposed operator; and

5. The legitimacy of the provision in the operating agreement for Foxwoods MA LLC that the entity has exclusive and irrevocable control over the proposed gaming enterprise.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]



Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

Unauthorized disclosure, distribution or copying of this report is prohibited and is a violation of M.G.C. c 23K, the Commission's regulations in 205 CMR, and the public records law in M.G.L. c. 66 and c. 4.

[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]