



The Commonwealth of Massachusetts Massachusetts Gaming Commission

NOTICE OF MEETING and AGENDA

January 17, 2013 Meeting

Thursday, January 17, 2013

1:00 p.m.

Division of Insurance

1000 Washington Street

1st Floor, Meeting Room 1-G

Boston, Massachusetts

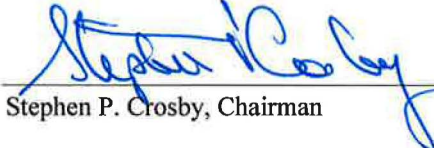
SUPPLEMENT TO AGENDA POSTED ON JANUARY 15th

PUBLIC MEETING - #46

9. Other business – reserved for matters the Chair did not reasonably anticipate at the time of the original posting
 - a. Deadline waiver request filed by City of Chicopee
 - b. Deadline waiver request filed by Good Sam's Casino
 - c. Deadline waiver request filed by WM Development Company, LLC (t/a Paper City Development)
 - d. Deadline waiver request filed by The Seafan Trust

I certify that on this date, this Notice was posted as "Gaming Commission Meeting" at www.mass.gov/gaming/meetings, and emailed to: regs@sec.state.ma.us, melissa.andrade@state.ma.us, brian.gosselin@state.ma.us.

1/16/13
(date)


Stephen P. Crosby, Chairman

Date Posted to Website: January 16, 2013 at 1:00 p.m.



MAYOR ALEX B. MORSE

CITY OF HOLYOKE

January 17, 2013

Massachusetts Gaming Commission
c/o Stephen Crosby
Chair
84 State St., Suite 720
Boston, MA 02109

Dear Mr. Crosby:

I respectfully address the Massachusetts Gaming Commission (MGC) to request that you deny any and all Phase I Application deadline extension requests, as they relate to Casino development in the City of Holyoke. The only circumstance any developer has faced in Holyoke on this matter is the weighing and ultimate rejection of Casino development in our City. What would be extraordinary is that under these circumstances anyone would ask a reasonable panel to make an exception to their rules so they can accommodate a private company's interest.

Developers have had over a year to do their homework, consider a project and meet the MGC's license application timeline – one that four others in Western Massachusetts alone have been able to abide. All interested companies have had the same opportunity to evaluate potential host communities throughout the Commonwealth; anyone's failure to find one in the allotted time cannot be blamed on the City of Holyoke. If companies initially interested in our City had pursued development anywhere else, they may have obtained confidence from their investors to place the non-refundable, Phase I Application fee. Instead, some have found the need to fault me for their own shortcomings. My brief and very public weighing of Holyoke's alternatives regarding gaming in our community and region hardly justifies a year's worth of inactivity by any private party. The fact that an extension request would be sent to you just minutes before your deadline further demonstrates the lack of proper planning and foresight by those who seek special treatment from the Commission.

Some may believe that having additional time to file a Phase I Application will allow them to alter the City's willingness to negotiate a host agreement with a casino developer. They presumably hope to change my mind so that the non-refundable application fee will not have been submitted in vain. They hope the MGC will significantly alter its established timeline in order to wait for a non-binding referendum that would hypothetically take place in November of 2013. However, I hope you will see that nothing could be more preposterous. The timeline set by the MGC has been fair and equal to all players, and extending the deadline based on hollow excuses is, in my view, not in the interest of the gaming license process. Furthermore, my position on this issue will not be changing. To be clear: as Mayor, I will not negotiate a host agreement with any casino developer. No amount of additional time for any such developer will change that fact.

I appreciate your consideration of this matter and look forward to your swift action.

Sincerely,


Alex B. Morse, Mayor



CITY OF CHICOPEE

MAYOR MICHAEL D. BISSONNETTE

January 15, 2013

Massachusetts Gaming Commission
Stephen Crosby, Chairman
84 State St. Suite 720
Boston, MA 02109

RE: City of Chicopee Request for Extension of Time

Dear Chairman Crosby and Honorable Members of the Gaming Commission:

As you are aware, I have long advocated for the prospect of the City of Chicopee hosting a resort casino development. In fact, I believe that history will prove that I was one of the earliest Mayors to publicly urge passage of the gaming statute ultimately adopted by the Massachusetts House and Senate and later signed into law by Governor Patrick in late 2010.

Further, many of the gaming operating companies that have been identified in the news media as participants interested in the process now being undertaken by the Gaming Commission have either visited or held options for real estate in our city.

The impetus for my outreach to you today is that, within the last seven days, I have fielded a very strong and legitimate expression of interest about a potential site in our city – just taken under option – that warrants my serious consideration and that of our residents. There are still many questions that need answers as they relate to the potential development of this site. As such, I respectfully request that the Gaming Commission grant the city the additional time we need to work with the site owner by allowing a late application to be filed for a casino development in Chicopee.

In making this highly unusual request at this late hour – given today's 5 PM deadline for applications – I am acutely aware that the City of Chicopee is not an actual applicant and may be viewed as having no legal standing to do so. I have a different view. We are a municipality that is keenly intent on preserving and capturing our opportunity to work with a qualified developer / gaming partner to advance a spectacular site and economically transform our city and its downtown for generations to come.

City Hall • Market Square • 17 Springfield Street • Chicopee, Massachusetts 01013

Tel. (413) 594-1500 • Fax (413) 594-1504 • Email: mbissonnette@chicopeema.gov

With the Gaming Commission's decision to bifurcate the application process our request for an extension of time to further evaluate and entertain this potential development and the qualifications of the party or parties interested in developing a resort casino in Chicopee would likely prove harmless to your process. I am sensitive to the Commission's timeline and firmly believe that we would not slow or delay the current process in any way.

Thanks in advance for your consideration of the city's request. Should you have any further questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael D. Bissonnette". The signature is fluid and cursive, with a long, sweeping underline that extends to the left.

Mayor Michael D. Bissonnette

Massmouth Consulting

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salem, Ma 01970
Tel. No. 978-210-1197
e-mail: themassmouth@yahoo.com



Massachusetts Gaming Commission
84 State Street
Boston, MA 02110
attn; Steve Crosby, Chairman

RE: Good Sam's Casino, Inc. -- Holyoke, MA

Dear Steve:

As you may already know, my consulting firm represents Good Sam's Casino, Inc. and its leader, Charles J. Petitti, Sr. Indeed we have advised him with respect to this project for many years now, since 2002 in fact.

Mr. Petitti has asked me now to write you this letter. In it Good Sam's Casino, Inc. is formally requesting, pursuant to procedures set forth in 205 CMR 111.01, paragraph 6, that the Commission grant Good Sam's an extension of time to come forward with its \$ 400,000 entry fee into the license application process.

Our reason for making this request is that the City of Holyoke has thrown our project into enormous confusion. For many years and with the support of four consecutive Mayors, the City of Holyoke wanted a casino; then a new Mayor took office who did not want a casino, and we put our plans on hold. Then all of a sudden, in December 2012 he decided he did want a casino and gave us two weeks to seek City approval. We had to start from scratch to revive everything and prepare for a full scale city hearing, and we did so. Then about a week later the mayor changed his mind again, after we had expended much time effort and money.

This time we are not going to rest content with the Mayor of Holyoke's indecision. The casino law gives the community the final say, not its Mayor; and Holyoke people have already held two referenda in which Holyoke as a casino location was approved overwhelmingly. We are thus going to seek yet a third referendum.

We are doing this because we strongly believe in our project and in Holyoke as a location for many reasons which I know that Mr. Petitti has outlined many times to everyone involved in the casino process. Holyoke needs the jobs and income our casino project will bring it.

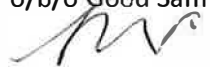
We have a building centrally located and ready for recasting as a casino. We have many other downtown Holyoke buildings in view for future acquisition as our comprehensive destination casino takes shape along the Connecticut River and maybe even onto the Chicopee side of the river if that city wants us.

In sum, we need to win that third referendum in order to justify the expenditure of several millions of dollars. It will take time to set the referendum up and to hold it. During that time, too, we will orient our casino plan anew and prepare it for full presentation to the public, not only in Holyoke but in all of Massachusetts and thus for the Commission.

We respectfully request a six month extension of time for paying the entry fee.

Sincerely,

Micahel Freedberg for
Massmouth Consulting
o/b/o Good Sam's Casino, Inc.



January 15, 2013

NICOLAI LAW GROUP. P.C.

BUSINESS LAW & LITIGATION

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January 15, 2013

HAND DELIVERED

Members
Massachusetts Gaming Commission
84 State Street, Ste 720
Boston, MA 02109

In re: WM Development Company, LLC (t/a Paper City Development)

Gentlemen & Mesdames:

I enclose The Petition of WM Development Company, LLC For Extension Of Time To File Phase 1 Application For A Category 1 Gaming License In Region B Pursuant to 205 CMR 111.01(6).

If verification or certification of the facts contained in this petition are required, please advise and we will submit a sworn signature.

Likewise, if further information or a hearing is required please advise and we will make arrangements at the Commission's convenience.

I request that a reply to the electronic mail message delivering this package be sent so that I know that these documents have been received.

Sincerely yours,



Paul Peter Nicolai

Enclosure – Petition & Exhibits

**BEFORE THE
MASSACHUSETTS GAMING COMMISSION**

In re: WM Development Company, LLC
(t/a Paper City Development)

Docket Number:

Counsel of Record:

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**PETITION OF WM DEVELOPMENT COMPANY, LLC (t/a PAPER CITY
DEVELOPMENT) FOR EXTENSION OF TIME TO FILE PHASE 1
APPLICATION FOR A CATEGORY 1 GAMING LICENSE IN REGION B
PURSUANT TO 205 CMR 111.01(6)**

Petitioner, WM Development Company, LLC (t/a Paper City Development) (“Paper City Development” or “Petitioner”) hereby petitions the Massachusetts Gaming Commission (the “Commission” or “MGC”) for an Order providing reasonable additional time for filing a Phase 1 Application for a Category 1 gaming license in Region B pursuant to 205 CMR 111.1(6). In support hereof, Paper City Development avers as follows:

PRELIMINARY STATEMENT

Paper City Development seeks an extension of time to file its Phase 1 gaming license application with the Commission due to still-evolving circumstances in the City of Holyoke concerning whether the City will consider serving as a host community to a gaming facility. Petitioner had the development process well under way in 2011, having secured both an outstanding site and a seasoned gaming operator to manage its proposed facility. Paper City Development lost this momentum when the newly-elected Mayor of the City of Holyoke, Alex B. Morse initially refused to even consider discussing the development of gaming projects in Holyoke.

In late November 2012, the Mayor reconsidered his decision, and instituted a process to undertake a review of potential applicants proposing to locate a gaming facility in Holyoke. In response to the Mayor's changed point of view, Paper City Development rapidly mobilized to comply with the new timetable established by Mayor Morse, meeting with prospective operators, and immediately tendering \$25,000 in response to the City's request for funds to evaluate Petitioner's proposal.

Shortly thereafter, on December 13, 2012—just one month prior to the Commission's deadline for filing Phase 1 applications—Mayor Morse inexplicably once again reversed his position, once again stating that he would not consider proposals for Holyoke, despite the process he had established for doing so just weeks before.

Despite the Mayor's latest actions, the Holyoke City Council is currently considering a resolution which would place a non-binding question on the ballot during the upcoming special election for the U.S. Senate seat being vacated by Senator John Kerry asking whether the City of Holyoke should serve as a host community for a gaming facility. The actions of the Holyoke

City Council reflect the fact that a large part of the community in Holyoke is in favor of the development of a gaming facility within the City. Moreover, the City of Holyoke has still not returned the \$25,000 which Paper City Development provided to subsidize the cost of evaluating its proposal for a gaming facility.

Paper City Development intends to develop a first-class, highly profitable gaming facility in Holyoke that would create substantial tax revenue both for the City and the Commonwealth, and which would generate many well-paying jobs for the residents of Holyoke and the surrounding communities. With this Petition, Paper City Development seeks an extension of time to file its Phase 1 gaming license application, in order to allow the City of Holyoke to determine once and for all whether it will enter into negotiations to host a gaming facility.

FACTUAL BACKGROUND

1. Paper City Development is a Massachusetts limited liability company that was formed in order to pursue the development of a licensed gaming facility in Western Massachusetts. Joseph A. Lashinger, Jr., an experienced, active and well-respected casino developer, is one of the principals and the Managing Member of Paper City Development. Mr. Lashinger previously served as Vice President and General Counsel of Penn National Gaming, Inc. and led the development of Chester Downs and Marina, which later partnered with Harrah's to develop the \$435 million Harrah's Chester Casino & Racetrack in Chester, Pennsylvania. Prior to joining Penn National, Mr. Lashinger served as an executive of several major casino companies, including Hollywood Casino Corporation and Bally Entertainment. Since exiting the Chester Downs project, he has been a principal of and the manager of the general partner of Mason-Dixon Resorts, LP, which was formed in 2009 for the purpose of acquiring, developing

and operating a multi-use resort and casino complex in Gettysburg, Pennsylvania. Mason-Dixon partnered with Penn National in April 2010.

2. Paper City always intended to apply for the Category 1 gaming license (“Gaming License”) reserved for the Western Region, and has plans to develop a casino and hotel on the site of the 100-acre Wyckoff Country Club in Holyoke and near Springfield in Hampden County, Massachusetts (the “Property”). The Project will consist of, among other things, a casino with approximately 2,500 slot machines, 125 table games and 30 poker tables, several food and beverage and entertainment outlets and retail spaces, and an independent hotel of some 300 rooms and suites.

I. PAPER CITY DEVELOPMENT SECURES AN OPTION ON REAL ESTATE IN HOLYOKE IN 2010, AND HAD DEVELOPMENT UNDERWAY IN 2011.

3. On multiple occasions in 2011, representatives of Paper City Development met with former Mayor of Holyoke Elaine A. Pluta, along with members of her staff to discuss Petitioner’s plans for a gaming facility in Holyoke. By that point in time, Paper City Development had already expended substantial resources, having secured the rights to the 100-acre Wyckoff Country Club property on July 12, 2010.

4. Hampden County and neighboring Hampshire County, when combined, represent the fourth largest area, in terms of population, in New England. At stabilization, it is projected that 2.5 million adults will live within a 60-mile drive of the Property. The Property is located in or near areas reporting high median household incomes.

5. The Property is located directly on Interstate 91 in Holyoke (between the cities of Springfield and Northampton) just 3.5 miles north of its intersection with the Massachusetts Turnpike (Interstate 90), thus putting it at the virtual intersection of the two major interstates in

Western Massachusetts. This site has approximately one mile of frontage on Interstate 91, the primary north-south thoroughfare running from New Haven, Connecticut to Montreal. The Springfield-Holyoke area is readily accessible by highway, air and rail. The area also lies along the New Haven-Hartford-Springfield and other proposed high-speed passenger rail lines for which federal and state funding continues to be committed and which would serve as additional transit options for residents of and visitors to the area. Marketable to residents of the Hartford Metropolitan Statistical Area, who patronize Mohegan Sun, and, to a lesser degree, Foxwoods, as well as the Boston/Worcester/Providence areas as an “escape” destination, and to the Albany area as its most proximate casino. The Property is located approximately seven miles closer to downtown Hartford than Mohegan Sun and 14 miles closer than Foxwoods. The Property is also approximately 35 miles closer to Albany than Turning Stone Resort Casino in Western New York.

6. According to the projections of Holyoke’s current City Treasurer, John Lumbra, the project proposed by Paper City would yield tens of millions of dollars in new tax revenue for the municipality each year.¹ In addition, conservative estimates of revenues for Paper City’s proposed facility indicate that because of Holyoke’s location along Interstate 91, the project that will generate hundreds of millions of dollars in revenues, substantial tax payments for the Commonwealth, and will create thousands of well-paying, permanent jobs for residents of Holyoke and the surrounding communities.

7. Paper City has an option to purchase the Property (the “Option”), and if awarded a Gaming License, intends to exercise the Option and develop the casino and hotel (the “Project”).

¹ See *Potential Tax Impact of a Resort type Casino off of Mountain Park Access Road*, Jon D. Lumbra, City Treasurer, attached hereto as Exhibit “A.”

II. PAPER CITY AND A MAJOR GAMING OPERATOR PRESENT THEIR PROJECT TO THE CURRENT MAYOR OF HOLYOKE.

8. With a prime site, plans and concept in hand, Paper City Development entered into a partnership with a major experienced gaming operator in anticipation of submitting its license application.

9. After the election of Mayor Morse in November, 2011, Paper City Development and its operator proposed a meeting with the newly-elected Mayor. On or about January 9, 2012, Paper City Development's principals, and the Chief Executive Officer of its gaming partner met with Mayor Morse and his staff. No questions were asked by the Mayor or his staff during the meeting, nor were any concerns raised about the nature of Paper City Development's project. There were, in fact, no follow up communications until Mayor Morse initially determined that he would not entertain a casino project in Holyoke.

III. MAYOR MORSE REFUSES TO CONSIDER PROPOSALS FOR A GAMING FACILITY IN HOLYOKE.

10. Paper City's ability to pursue its project and file its license application has been frustrated by the repeated vacillation of Holyoke's Mayor, Alex B. Morse, on the issue of whether he is willing to consider a gaming project for the City. After Mayor Morse was elected on a staunch anti-casino platform, the Mayor advised that he would consider proposals for a gaming facility in Holyoke.

11. As a consequence of the Mayor's decision, the major gaming industry operator with which Paper City had been engaged in negotiations to manage its facility in Holyoke opted to pursue different opportunities. Paper City retained the ability to develop the real property in Holyoke.

IV. MAYOR MORSE REVERSES HIS POSITION, ANNOUNCES THAT HE WILL CONSIDER PROPOSALS FOR A GAMING FACILITY IN HOLYOKE, AND ESTABLISHES A PROCESS FOR EVALUATING PROPOSALS.

12. Circumstances in Holyoke changed again in late November 2012. In a press conference on November 26, 2012, Mayor Morse announced that since gaming was coming to the region irrespective of whether Holyoke was going to be a host community, that he had a “responsibility” to consider business plans presented to him on behalf of the City of Holyoke.²

13. On November 28, 2012, Holyoke’s Director of the Office of Planning & Economic Development issued a letter to the various parties who had met with Mayor Morse’s administration previously regarding potential gaming development projects in Holyoke. Director Marrero’s correspondence enumerated no fewer than fourteen (14) separate “Gaming-Licensed Resort Criteria” that had been developed by Mayor Morse for evaluating casino proposals. Director Marrero’s letter advised that developers’ proposals would be judged by whether they achieved and exemplified Mayor Morse’s so-called “GLR Criteria.” See Correspondence dated, November 28, 2012, attached hereto as Exhibit “B.”

14. In addition, Director Marrero’s November 28, 2012 letter established five (5) “Proposal Requirements” which were critical elements for negotiating a host agreement with the City of Holyoke. See Exhibit B.

15. Director Marrero’s November 28, 2012 letter set forth an extremely aggressive “Preliminary Schedule” for reviewing the proposals of prospective developers. The first event on Holyoke’s Preliminary Schedule was an initial meeting with staff from the Office of Planning

² See “Holyoke Mayor Alex Morse Defends Casino Position at Contentious Press Conference” *The Republican*, (11/26/12) and transcript of Mayor Morse’s comments, available at: (http://www.masslive.com/news/index.ssf/2012/11/holyoke_mayor_alex_morse_defen.html) (Now, everyone knows I have been strongly opposed to proposals to locate a casino in Holyoke. But when a business plan is presented to me, it is my responsibility to consider it.”)

& Economic Development to address questions regarding the evaluation process being implemented by the City. Id.

16. Lastly, Director Marrero's letter directed that Paper City and the other two prospective developers submit a "grant" to the City of Holyoke in the amount of \$25,000 just two (2) days later, Friday, November 30, 2012. Id. According to Director Marrero's letter, the grant was being required "in order to cover, and cover only, the City's initial costs of reviewing the proposals to facilitate the appropriate level of review of your proposal. Receipt of this grant by Friday will allow us sufficient time to submit it for consideration and acceptance by the City Council for their meeting next week and any further delay." Id.

17. Paper City Development immediately began working to comply with the Mayor's demands, and on November 30, 2012, wired the \$25,000 demanded in Director Marrero's letter just 2 days prior. The funds were provided to the City "to be used to fund the City's initial costs of reviewing Paper City's Gaming-Licensed Resort project proposal." See Correspondence dated, November 30, 2012, attached hereto as Exhibit "C."

18. The \$25,000 which Paper City Development wired to the City of Holyoke to be used to evaluate its proposal for a gaming facility was never returned.

19. In anticipation of the Initial Meeting contemplated in the Mayor's Preliminary Schedule for evaluating proposals for the City of Holyoke, Paper City Development submitted a letter articulating numerous questions regarding the process for discussion at the meeting. See Correspondence dated, December 5, 2012, attached hereto as Exhibit "D."

20. A meeting occurred on December 7, 2012 at 1:00 p.m. that was attended by Director Marrero, and representatives from Mayor Morse's office as well as representatives and legal counsel representing Paper City Development.

21. During the December 7, 2012 meeting the parties discussed many of the various issues raised in Paper City Developments' December 5, 2012 correspondence. Following the December 7, 2012 meeting, Director Marrero issued a written response to the various questions submitted by Paper City Development. See Correspondence dated, December 11, 2012, attached hereto as Exhibit "E."

22. In addition to working to comply with Mayor Morse's Preliminary Schedule, during this period of time, Paper City Development also made significant progress in preparing to file its Phase 1 gaming license application. For example,

- Paper City Development conducted successful meetings on regionalization of the Holyoke effort with surrounding communities. See "Chicopee, Westfield, Easthampton Mayors Back Paper City Development's Revenue-Sharing Plan in Holyoke Casino Proposal" *The Republican*, (12/3/12), available at: http://www.masslive.com/news/index.ssf/2012/12/chicopee_westfield_easthampton.html#incart_river_default.
- Paper City Development executed a substantive agreement with the Boys and Girls Club of Greater Holyoke conditioned upon a gaming site. This agreement would herald the development of the former Mt. Tom Ski Area Lodge and land as an environmental center for thousands of children in the region.
- Paper City Development began negotiations with Mt. Park—which is located adjacent to the Wyckoff Country Club—about a consolidated site and application. Additional time is needed to complete these negotiations.
- Paper City Development and Mt. Park have spent multiple millions of dollars on site development

23. The project proposed by Paper City Development for Holyoke would create the most compelling site in the Commonwealth with pre-existing but under-utilized amenities.

V. AFTER IMPLEMENTING A PLAN FOR REVIEWING PROPOSALS FOR GAMING FACILITIES, AND DEMANDING THAT APPLICANTS PROVIDE \$25,000 GRANTS TO THE CITY TO SUBSIDIZE THE MUNICIPALITY'S REVIEW, MAYOR MORSE AGAIN REVERSES HIS POSITION, AND ANNOUNCES THAT NO PROPOSALS WILL BE CONSIDERED.

24. Despite the fact that Mayor Morse had expressed a willingness to consider gaming facility proposals in Holyoke just over two weeks prior, on December 13, 2012, Mayor Morse announced that he had changed his mind yet again, and was no longer willing to negotiate with any casino developer. See "Holyoke Mayor Alex Morse's Flirtation With Casino Issue Ends as he Declares he is Back to 'No' on Gaming" *The Republican*, (12/13/12), available at: http://www.masslive.com/news/index.ssf/2012/12/holyoke_mayor_alex_morses_flir.html.

25. Mayor Morse's actions have again derailed Paper City Development's progress, chilling interest on the part of prospective gaming operators who would otherwise be interested in partnering with Paper City Development on its Holyoke project.

26. Further compounding the prejudice to Paper City Development is the fact that the Mayor's latest reversal occurred just over a month prior to the MGC's deadline for the submission of a Phase 1 application.

27. Recent developments suggest however, that the Mayor's most recent vacillation is not reflective of the will of the people of the Holyoke, or the City Council, and may not be the final word on whether the City of Holyoke intends to pursue an opportunity as a host community for a gaming facility.

VI. HOLYOKE'S CITY COUNCIL PROPOSES AN ORDINANCE INCLUDING A REFERENDUM ON WHETHER A GAMING FACILITY SHOULD BE LOCATED IN HOLYOKE ON THE BALLOT FOR THE UPCOMING SENATORIAL ELECTION.

28. Currently pending before the Holyoke City Council is a resolution which if passed would place a non-binding question on the ballot during the upcoming special election for the U.S. Senate seat being vacated by Senator John Kerry asking: "Should the City of Holyoke have a resort style gaming casino. YES OR NO." See Ordinance, attached hereto as Exhibit "F."

29. The pending resolution leaves open the possibility that Mayor Morse could once again change his view, and consider negotiating a host community agreement with Paper City Development for a gaming facility in Holyoke. Given the history of the situation as described in this Petition, the likelihood of still another reversal as a consequence of the resolution and eventual referendum cannot be discounted.

30. Throughout this process, Paper City Development has acted diligently, and has done all it could to comply with the ever-changing landscape in Holyoke. Mayor Morse's repeated reversals and refusal to consider proposals for a gaming facility have prejudiced Paper City Development's ability to negotiate an agreement with a gaming operator, and have effectively prevented Paper City Development from having a meaningful opportunity to submit an application for a license to operate a Category 1 gaming facility in Holyoke.

31. Accordingly, Paper City Development Petitions the Commission for an extension of time pursuant to 205 CMR 111.1(6) to allow the City of Holyoke to determine once and for all whether it will enter into negotiations to host a gaming facility, and enable Paper City Development to file its Phase 1 license application.

CONCLUSION

WHEREFORE, for the foregoing reasons, Petitioner, WM Development Company, LLC (t/a Paper City Development) respectfully requests that this Honorable Commission enter an Order providing as follows:

- A. Paper City Development's Motion for an Order providing reasonable additional time for filing a Phase 1 Application for a Category 1 gaming license in Region B pursuant to 205 CMR 111.1(6) is **GRANTED**;
- B. Paper City Development shall have until 30 days after the special general election anticipated in May 2013 to file its Phase 1 application, or such other date as this Commission shall determine; and,
- C. Any and all other relief that the Commission deems appropriate.

Respectfully submitted,

By: _____

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*Attorneys for Petitioner,
WM Development Company, LLC*

Dated: January 15, 2013

EXHIBIT A



OFFICE OF CITY TREASURER**JON D. LUMBRA
CITY TREASURER****SANDRA SMITH
ASSISTANT TREASURER****Potential Tax Impact of a Resort type Casino off of
Mountain Park Access Road**

Amount Currently Paid in Taxes	\$	19,299
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Amount Paid on an Increase Assessed Value of \$450 Million

100% Rate	\$	9,102,684
Current CIP Shift 1.67	\$	15,194,092
Historic 30 Year Average CIP Shift	\$	13,828,931

Amount Paid on an Assessed Value of \$450 Million with \$50 Million in Personal Property

100% Rate	\$	8,926,765
Current CIP Shift 1.67	\$	15,347,151
Historic 30 Year Average CIP Shift	\$	13,562,797

Amount Paid on an Assessed Value of \$550 Million

100% Rate	\$	10,497,970
Current CIP Shift 1.67	\$	17,858,716
Historic 30 Year Average CIP Shift	\$	16,256,684

Amount Paid on an Assessed Value of \$550 Million with \$50 Million in Personal Property

100% Rate	\$	10,497,970
Current CIP Shift 1.67	\$	17,528,072
Historic 30 Year Average CIP Shift	\$	15,953,593

These numbers are all based on the Levy Limit for FY2013 and are assumptions only. The Personal Property estimates are based on a formula used by Clark County Assessor's Office of Nevada. Based on these numbers this project would pay approximately 31% of all taxes within the City.

AS IS TODAY

CLASS	VALUE	PERCENTAGE	R & O %
Residential	\$ 1,494,528,700	71.4611%	71.4611%
Open Space	\$ -	0.0000%	
Commercial	\$ 464,632,588	22.2165%	
Industrial	\$ 83,265,233	3.9813%	CIP %
Personal Prop	\$ 48,962,044	2.3411%	28.5389%
Total	\$ 2,091,388,565	100.0000%	

LEVY	
Estimated Levy	\$ 51,280,044
Single Tax Rate	\$ 24.52

PARCEL		VAULE	100% Rate	Current 1.67	Historical Average Split
213-00-007	Land	\$ 309,700	\$ 7,594	\$ 5,562	\$ 6,017
21300-009	Land	\$ 694,934	\$ 17,040	\$ 12,481	\$ 13,503
	Building	\$ 69,900	\$ 1,714	\$ 1,255	\$ 1,358
	Personal	\$ -	\$ -		
			<u>\$ 18,754</u>	<u>\$ 13,736</u>	<u>\$ 14,861</u>
		<u>\$ 26,348</u>	<u>\$ 19,299</u>	<u>\$ 20,878</u>	
		0.0514%			

* 30 Year Average CIP Shift is 1.52

Value of \$450 Million

CLASS	VALUE	PERCENTAGE	
Residential	\$ 1,494,528,700	58.8076%	R & O %
Open Space	\$ -	0.0000%	58.8076%
Commercial	\$ 914,632,588	35.9895%	
Industrial	\$ 83,265,233	3.2764%	CIP %
Personal Prop	\$ 48,962,044	1.9266%	41.1924%
Total	\$ 2,541,388,565	100.0000%	

\$ 20.18

PARCEL			100% Rate		Current 1.67		Historical Average Split
213-00-007	Land	\$ 309,700	\$ 6,250	\$ 3,317	\$ 3,973		
21300-009	Land	\$ 694,934	\$ 14,024	\$ 23,419	\$ 21,314		
	Building	\$ 450,069,900	\$ 9,082,411	\$ 15,167,356	\$ 13,803,644		
	Personal	\$ -	\$ -	\$ -	\$ -		
			<u>\$ 9,096,434</u>	<u>\$ 15,190,775</u>	<u>\$ 13,824,957</u>		
			<u>\$ 9,102,684</u>	<u>\$ 15,194,092</u>	<u>\$ 13,828,931</u>		
			17.7491%				

• **30 Year A**

Vaule of \$450 Million With \$50 Personal Property

CLASS	VALUE	PERCENTAGE	
Residential	\$ 1,494,528,700	57.6729%	R & O %
Open Space	\$ -	0.0000%	57.6729%
Commercial	\$ 914,632,588	35.2951%	
Industrial	\$ 83,265,233	3.2132%	CIP %
Personal Prop	\$ 98,962,044	3.8189%	42.3271%
Total	\$ 2,591,388,565	100.0000%	

\$ 19.79

PARCEL		100% Rate	Current 1.67	Historical Average Split
213-00-007	Land	\$ 309,700	\$ 6,129	\$ 3,115.58
21300-009	Land	\$ 694,934	\$ 13,753	\$ 20,903.61
	Building	\$ 450,069,900	\$ 8,906,883	\$ 15,320,379.40
	Personal	\$ 50,000,000	\$ 989,500	\$ 1,504,000.00
		<u>\$ 8,920,636</u>	<u>\$ 15,344,035</u>	<u>\$ 13,559,006</u>
		<u>\$ 8,926,765</u>	<u>\$ 15,347,151</u>	<u>\$ 13,562,797</u>

19.3361%

* 30 Year A

Vaule of \$550 Million

CLASS	VALUE	PERCENTAGE	
Residential	\$ 1,494,528,700	56.5812%	R & O %
Open Space	\$ -	0.0000%	56.5812%
Commercial	\$ 1,014,632,588	38.4128%	
Industrial	\$ 83,265,233	3.1523%	CIP %
Personal Prop	\$ 48,962,044	1.8536%	43.4188%
Total	\$ 2,641,388,565	100.0000%	

\$ 19.41

PARCEL			100% Rate	Current 1.67	Historical Average Split
213-00-007	Land	\$ 309,700	\$ 6,011	\$ 2,920.47	\$ 3,614.20
21300-009	Land	\$ 694,934	\$ 13,489	\$ 22,529.76	\$ 20,507.50
	Building	\$ 550,069,900	\$ 10,676,857	\$ 17,833,266.16	\$ 16,232,562.75
	Personal	\$ -	\$ -	\$ -	\$ -
			<u>\$ 10,690,345</u>	<u>\$ 17,855,796</u>	<u>\$ 16,253,070</u>
			<u>\$ 10,696,357</u>	<u>\$ 17,858,716</u>	<u>\$ 16,256,684</u>
			20.8631%		

• 30 Year A

Value of \$550 Million With \$50 Personal Property

CLASS	VALUE	PERCENTAGE	
Residential	\$ 1,494,528,700	55.5300%	R & O %
Open Space	\$ -	0.0000%	55.5300%
Commercial	\$ 1,014,632,588	37.6992%	
Industrial	\$ 83,265,233	3.0938%	CIP %
Personal Prop	\$ 98,962,044	3.6770%	44.4700%
Total	\$ 2,691,388,565	100.0000%	

\$ 19.05

PARCEL		100% Rate	Current 1.67	Historical Average Split
213-00-007	Land	\$ 309,700	\$ 5,900	\$ 2,734.65
				\$ 3,443.86
21300-009	Land	\$ 694,934	\$ 13,238	\$ 22,112.80
	Building	\$ 550,069,900	\$ 10,478,832	\$ 17,503,224.22
	Personal	\$ 50,000,000	\$ 952,500	\$ 1,591,000.00
		<u>\$ 10,492,070</u>	<u>\$ 17,525,337</u>	<u>\$ 15,950,150</u>
		<u>\$ 10,497,970</u>	<u>\$ 17,528,072</u>	<u>\$ 15,953,593</u>
		22.3332%		

* 30 Year A

EXHIBIT B



City of Holyoke

November 28, 2012

Anthony Ravosa
Vince Group
140 Glastonbury Boulevard, Suite 26
Glastonbury, CT 06033

Dear Mr. Ravosa:

As you are aware, this week Mayor Morse indicated his interest to consider proposals for Gaming-Licensed Resort (GLR) projects, if locating such a resort in Holyoke presented a more favorable outcome for the City and region than a development of this kind close to, but outside of our borders. Understanding the mandated time constraints on developers dictated by the Massachusetts Gaming Commission's (MGC) Phase I Application deadline on January 15, 2013, we are dedicated to establishing an efficient review process while ensuring a transparent and engaged discussion of the options presented to the City.

The potential for a GLR to be located in Holyoke exists if such a resort can meet and exceed the criteria set out below which are based on the Mayor's core principles, that he espoused since this issue was first raised. Additionally, while state legislation provides that the ultimate decision to vet development proposals rests with Mayors, the Mayor intends to immediately form a community committee to assist him in vetting proposals and to gather community input, in advance of the Phase II negotiations, which occurs after the January 15th deadline. This letter, therefore, describes those minimum principles, the criteria which will guide the executive's review, subject to supplementation and improvement by community input. Additionally, this letter serves to establish a preliminary schedule for an initial review process prior to a Phase I application to the MGC.

GLR Criteria to be Addressed

A favored GLR project proposal shall be judged by whether it best achieves and exemplifies the following principles:

1. The Project shall be and detail how it shall be, not a convenience gambling location, but rather a regional tourist resort with gaming as one of its many amenities.
2. The Project shall address the potential negative impacts of gaming on the local quality of life, including but not limited to issues of addiction and crime.
3. The Project shall engage local ownership, make a sustainable and substantial commitment to all neighborhoods and provide for investment in the downtown.
4. The Project shall include and provide meaningful entertainment and recreation options other than gambling, and shall support local and regional entertainment options.
5. The Project shall not detrimentally impact local neighborhood traffic and shall fully mitigate any remaining such traffic.

6. The Project shall have identified, addressed and minimized any and all infrastructure hurdles, impacts and or limitations, including but not limited to traffic, highway access, water, electricity and other utilities, and public safety.
7. The Project shall incorporate and utilize sustainable development principles such as, but not limited to, LEED certification, incorporation of renewable energy sources, energy efficiency and natural resource conservation.
8. The Project shall be committed to the revitalization of the City's downtown and shall support, financially and materially, the City's redevelopment initiatives.
9. The Project shall work with local partners on the hiring, training and promotion of a diverse and skilled local workforce.
10. The Project shall be committed to local business participation, with particular emphasis on minority, women and veteran owned business enterprises, both during the construction of said resort and its subsequent operation.
11. The Project shall enhance open space, recreation and natural resources and their utilization as well as mitigate and address environmental impacts.
12. During construction and operation, the Project shall maximize filling jobs with local residents, ethnic minorities, women and veterans, shall provide for labor harmony and shall commit to the payment of prevailing wages.
13. The Project should respect and reflect the history and character of its surroundings and City, including the integration of architectural characteristics and uses.
14. The Project shall reflect a true commitment to the people and neighborhoods of both Holyoke and the region.

Once the Community Committee has been formed, these proposals and the criteria shall be vetted with them for further comment, as well as with regional communities and Mayors.

MGC Proposal Requirements

In addition, please have in mind that there are minimum qualifications required prior to seeking the approval of the MGC and negotiating a host agreement with the City of Holyoke. The following are several of the critical, but by no means all of the necessary elements that will be expected as part of each proposal:

1. Possess a team with proven experience in GLR development and operation.
2. Possess sufficient land control to develop the project.
3. Identification of all necessary local, state and federal permitting requirements, where applicable.
4. Identification of all traffic, access, utility and other impacts.

5. Provision of a plan for limiting, ameliorating and addressing the potential negative impacts of the development, and specifically its gaming component, on neighboring communities.

Preliminary Schedule

We understand and appreciate the limited time remaining to conduct our review of proposals. Therefore, we have developed the following preliminary schedule as follows, as it relates to your activities. While these dates are subject to modification, please set them aside in order to properly guide work over the following weeks:

- December 5 & 6: Initial meeting with staff from the Office of Planning & Economic Development, in order for staff to respond to any technical questions you may have relative to the process outlined in this letter.
- December 20-21: Deadline for submission of project concept and presentation by GLR applicants to the Community Committee
- January 3-4: Presentation of draft Memorandum of Understanding (MOU), which will describe the next steps, being the host agreement negotiation phase, responsibilities of the parties and necessary fees to cover costs of the City moving forward.
- January 10: Determination by Mayor if one or more project(s) meet(s) the initial threshold set by the Criteria set out above, and designated to enter into an MOU, in conjunction with the Phase I application in order to negotiate a host agreement.

In addition, understanding the time and budgetary constraints, the City requests that a grant be provided to the City in the amount of \$25,000 by this Friday, in order to cover, and cover only, the City's initial costs of reviewing the proposals to facilitate the appropriate level of review of your proposal. Receipt of this grant by Friday will allow us sufficient time to submit it for consideration and acceptance by the City Council for their meeting next week and any further delay.

If you have any questions regarding this process, please feel free to contact me at (413) 322-5575 or MarreroMA@ci.holyoke.ma.us. We ask that you refrain from communicating directly with any other City employee regarding this process, unless instructed otherwise, in order to avoid confusion and ensure each potential GLR applicant is equally and fairly treated. The City's attorneys, if they determine it is appropriate to respond to a question, may require that the question be submitted in writing.

Thank you for your interest in doing business in Holyoke and your understanding that the Mayor's process will occur in the public eye and through a public process.

Sincerely,



Marcos Marrero

Director, Office of Planning & Economic Development

EXHIBIT C

Phone: (215) 569-5495
Fax: (215) 832-5495
Email: Fikry@BlankRome.com

November 30, 2012

VIA FACSIMILE TO: (413) 322-5561
AND OVERNIGHT MAIL

Mayor Alex B. Morse
City of Holyoke
536 Dwight Street
Holyoke, Massachusetts 01040

**Re: WM Development Company LLC (t/a Paper City Development)
Proposal for Gaming-Licensed Resort Project in City of Holyoke**

Dear Mr. Mayor:

We represent WM Development Company LLC (t/a Paper City Development) ("Paper City"). Paper City is in receipt of correspondence dated November 28, 2012 from Marcos Marrero, Director of the Office of Planning & Economic Development setting forth the various criteria being utilized by the City of Holyoke in evaluating proposals for Gaming-Licensed Resorts, and describing in general terms the process for submitting and presenting a development project.

Pursuant to the requirements set forth in Mr. Marrero's letter, Paper City has initiated a wire transfer to the City of Holyoke in the amount of Twenty five Thousand Dollars (\$25,000.00) representing a grant pursuant to Massachusetts General Laws Chapter 44, section 53A to be used to fund the City's initial costs of reviewing Paper City's Gaming-Licensed Resort project proposal. The City of Holyoke may expend these funds however it deems reasonable and necessary to conduct the initial review of our proposal and is not required to account to Paper City of the use of the same. Any interest earned by the deposit of these funds shall be deemed part of the grant and may be expended in the same manner as the principal. Additional funding may be donated in the future, and are herein accepted, to provide continued financial support to the ongoing review and evaluation of this proposal.

Mayor Alex B. Morse
City of Holyoke
November 30, 2012
Page 2

Thank you for your attention to this matter.

Very truly yours,



Eric G. Fikry

I, Alex B. Morse, Mayor, hereby accept these funds as described above.

EGF/gm

cc: Jon D. Lumbra, *(Via E-mail to: LumbraJ@ci.holyoke.ma.us)*
City Treasurer

Marcos Marrero, *(Via E-mail to: MarreroMA@ci.holyoke.ma.us)*

Dir. Office of Planning & Economic Development

Stephen D. Schrier, Esquire *(Via E-mail)*

Thomas P. Dwyer, Esquire *(Via E-mail)*

EXHIBIT D

Phone: (215) 569-5651
Fax: (215) 832-5651
Email: schrier@Blankrome.com

December 5, 2012

VIA FEDERAL EXPRESS AND EMAIL

Marcos A. Marrero
Director, Planning and Economic Development
City of Holyoke
1 Court Plaza
Holyoke, Massachusetts 01040

**Re: WM Development Company LLC (t/a Paper City Development)
Proposal for Gaming-Licensed Resort Project in City of Holyoke**

Dear Mr. Marrero:

You may recall that this office represents Paper City Development. It has come to our attention that representatives from your office contacted one of the company's principals to request a meeting this week. We also understand that David Panagore has reached out to our client directly today. Pursuant to your letter of November 28, 2012, and our subsequent correspondence advising that this firm serves as counsel to Paper City Development, we would respectfully ask that we be included on all future communications relating to this project.

We understand from your letter of November 28th that the purpose of this initial meeting is to discuss the process that is being developed by the City of Holyoke for consideration of prospective applicants for a Category 1 gaming license to be located within the municipality.

We welcome the opportunity to engage in this discussion, and would propose a conference call for this ***Friday, December 7, 2012 at 1:00 p.m.*** In order to facilitate the discussion, below are some of the issues which Paper City Development anticipates raising during the call:

- What are the roles of City Council and the Mayor in this process?
- Who is responsible for determining what the City's process will be?
- What is the role of David Panagore? Who has retained Mr. Panagore?
- What is the function of the Community Committee?

Marcos A. Marrero
December 5, 2012
Page 2

- What are the qualifications for membership on the Community Committee?
- Who determines the membership of the Community Committee?
- Is any screening being done to determine if members of the Community Committee have any conflicts of interest?
- Will the findings of the Community Committee be memorialized in writing or made public?
- When and how will the Community Committee engage in deliberations?
- Will applicants be provided with an opportunity to meet with the Community Committee?
- If public hearings are considered, what will the procedure for such public hearings be?
- Did any negotiations take place between the City and any applicants for a Category 1 gaming license prior to your November 28, 2012 letter? If so, please advise as to when such negotiations occurred, who was present, and what was discussed?
- How did the City determine the "Preliminary Schedule" outlined in your November 28 correspondence?
- Was the requirement that prospective applicants provide the City with \$25,000 by November 30, 2012 a prerequisite that must be satisfied in order for a project to be considered by the City?
- Does failure to tender the \$25,000 by November 30th preclude a project from being considered?
- Will a gaming consultant be retained in addition to Mr. Panagore? What criteria will be used to hire such a consultant?
- Since City Council has not yet voted to accept the funds received from prospective applicants, where are those funds being held now, and for what purpose are they being used?
- From our conversation with Treasurer Lumbra, it is our understanding that the City intended to engage a consultant in order to assist with the review

Marcos A. Marrero
December 5, 2012
Page 3

of presentations by applicants. Is this still the case, and if so, who is the consultant whom the City intends to engage?

- On what authority does the Mayor rely in developing the 14 criteria set forth in your November 28, 2012 letter?
- Who will evaluate whether a proposed project satisfies the Mayor's criteria?
- Your November 28, 2012 letter indicates that "these proposals and the criteria shall be vetted with them for further comment, as well as with regional communities and Mayors." Are the Mayor's criteria therefore subject to change?
- Your November 28, 2012 letter advises that applicants are expected to present a draft Memorandum of Understanding on January 3-4, 2013. Since no such timing requirement is established by the statute, is this mandatory for consideration by the City of Holyoke?
- Typically, the concepts in an MOU would be the subject of meetings and communications between applicants and City officials, and community groups. Is it anticipated that this give and take will occur before January 3, 2013?
- The timeframes that are set forth in your letter are extremely compressed, given the very short notice that the Mayor is willing to permit a casino project to be developed in Holyoke. Our client is concerned that sufficient time be provided so the applicants and the stakeholders in Holyoke can understand each other's needs and proposals.
- Your November 28, 2012 letter also advises that the Mayor will determine "if one or more project(s) meet the initial threshold set by the Criteria set out above[.]" Is this determination made solely by the Mayor? Will it be made in consultation with City Council, the Community Committee, or anyone else?
- Will the Mayor necessarily approve multiple MOUs if multiple projects satisfy the criteria?
- The Mayor has been quoted as having made certain comments regarding Paper City Development's project that are disparaging in the media. Paper

Marcos A. Marrero
December 5, 2012
Page 4

City Development is concerned that a process providing ultimate authority and boundless discretion solely with the Mayor has little hope of being fair or transparent. What procedural mechanisms will be put into place to ensure that this process is fair to applicants and transparent for the public?

- In the interest of transparency, will an internet website be established to disseminate information regarding this process to applicants and the public?

The above are not intended to be a comprehensive list of the issues which Paper City Development would like to discuss with City representatives. In addition, as there are legal issues implicated, we would request that the City Solicitor also participate in our discussion.

Paper City Development intends to cooperate with the City to the best of its ability, and will work to do what's best for the people of the City of Holyoke. We look forward to working with the City and to your response, and will provide conference call information upon receipt of your confirmation of the date and time proposed above.

Thank you for your anticipated cooperation.

Very truly yours,



Stephen D. Schrier

SDS:gm

EXHIBIT E



Mayor Alex B. Morse

Office of Planning & Economic Development

City of Holyoke

Marcos A. Marrero, Director

December 11, 2012

Anthony Ravosa
Vince Group
140 Glastonbury Boulevard, Suite 26
Glastonbury, CT 06033

Dear Mr. Ravosa:

Thank you for taking the time to meet with our team last week in order to address any questions related to the City of Holyoke's process to consider gaming licensed resort (GLR) proposals going forward. It is our common practice to meet with proponents early-on in order to shepherd a project through any City process. As discussed, attached are answers to questions that arose during technical meetings with you and other GLR proponents last week. I hope they are able to clarify any outstanding questions related to my letter to you sent on November 28th and other issues going forward.

I look forward to being in contact again as soon as we have additional information regarding the Community Committee and the timing of each proposal presentation.

Sincerely,



Marcos Marrero

Answers to questions from GLR proponent meetings

1. What are the roles of the City Council and the Mayor in this process?
 - A. The Gaming Act establishes the framework in which a GLR will be granted. While the Act provides each Mayor with the ultimate responsibility to negotiate a host agreement, Mayor Morse intends to exercise his authority, informed by a community process in which he has asked the City Council to participate. The City Council currently is deliberating whether they wish to establish a select committee to monitor the process. In addition, the Holyoke City Council is the City's zoning and permitting authority.
2. Who is responsible for determining what the City's process will be?
 - A. The Mayor has and will determine the process for negotiations formulated in conjunction with the Director of Planning & Development, City Solicitor, advisors and other staff as he deems necessary.
3. What is the role of David Panagore? Who retained Mr. Panagore?
 - A. Mr. Panagore has been retained by the City of Holyoke as an economic development advisor to the Office of Planning & Economic Development.
4. What is the function of the Community Committee?
 - A. The function of the Community Committee is to assist the Mayor in his deliberations, and to gather public input and sentiment regarding the potential of a gaming resort in Holyoke, and advise the Mayor on how to approach regional impacts as well, even in the event that another community is granted a GLR.
5. What are the qualifications for membership on the Community Committee?
 - A. Qualification would include the ability to express and listen to divergent opinions, gather data and analyze data and studies. The Mayor has extended the offer to all members of the Holyoke Community. The goal would be to establish a committee that is representative of Holyoke's rich diversity and wards.
6. Who determines the membership of the Community Committee?
 - A. The Community Committee is an advisory body to the Mayor, as such the Mayor will select the members.
7. Is any screening being done to determine if members of the Community Committee have any conflicts of interest?
 - A. Initial screening will be done at time of selection. In addition members will be required to certify their lack of a conflict. Conflict will be as defined by M.G.L Ch. 268A and M.G.L Ch. 23K. If supplemental information comes before the City, the Mayor will take action as deemed appropriate to protect the integrity of the Committee.
8. Will the findings of the Community Committee be memorialized in writing or made public?
 - A. All meetings, actions, memoranda or reports, etc. will be made public.

9. When and how will the Community Committee engage in deliberations?
 - A. The Community Committee is expected to, as appropriate, hold facilitated, open meetings and otherwise act in a professionally responsible manner throughout the process. An initial presentation to the Committee by each proponent shall be scheduled for the same evening as schedules allow. The Mayor has set out a tentative schedule for public hearings. These hearings will be open to public for comments and questions. We anticipate this taking place the week prior to Christmas or the first week of January.
10. If public hearings are being scheduled, what will the procedure for such public hearings be?
 - A. Specific information regarding the means and methods will be provided to each development team after the initial meeting of the Community Committee. It should be expected that all public meetings and hearings shall take place with decorum and in a respectful manner.
11. Will applicants be provided with an opportunity to meet with the Community Committee?
 - A. As per the City's recent letter the applicants were expected to present the overview of their proposal on or about December 20th. However, as a calendar conflict has arisen for one of the teams and it is more important that presentations happen the same evening, we are looking at January 3rd or 4th as possible alternatives and will soon be in contact to confirm. Further meetings shall be dependent on the information presented and the desire and questions of the Community Committee.
12. Did any negotiations take place between the City and any applicants for a Category 1 gaming license prior to your November 28, 2012 letter? If so, please advise as to when such negotiations occurred, who was present, and what was discussed?
 - A. No negotiations regarding a Category 1 gaming license have yet taken place.
13. How did the City determine the "Preliminary Schedule" outlined in your letter of November 28 correspondence?
 - A. The Mayor has stated and recognizes that as Holyoke is in competition with other host communities in the region, a proactive and tight schedule to review projects is required in order to be expeditious. Recognizing this need, the Mayor and staff, guided by experience and based upon a principal of transparency, have developed the preliminary schedule.
14. Was the requirement that the prospective applicants provide the City with \$25,000 by November 30, 2012 a prerequisite that must be satisfied in order for a project to be considered by the City?
 - A. The money was, as per the City's recent letter, a grant request in recognition that the application process will impose certain costs upon the City and is grateful to each applicant for recognizing this financial cost.
15. Does failure to the \$25,000 by November 30th preclude a project from being considered?
 - A. No.
16. Will a gaming consultant be retained in addition to Mr. Panagore? What criteria will be used to hire such a consultant?
 - A. It is expected that over the course of next several months the City will retain a variety of such consultants to assist with this process, including but not limited to gaming, financial, legal, traffic and other engineering and other technical skills. The general criteria will include at minimum experience

and cost while specific criteria shall be established and publically provided at each appropriate time. Mr. Panagore has been retained as an economic development advisor to assist in this process.

17. Since the City Council has not yet voted to accept the funds received from the prospective applicants, where are those funds being now held, and for what purpose are they being used?
 - A. As required by state law, the funds are being held in a non-interest bearing account pending approval of the Mayor and City Council. These funds cannot be used for any other purpose and should the Council fail to take action they will be returned to those who provided them. As with any grant issued to the City, should City Council decline the money and/or the Mayor withdraw his support for it we will advise the grantor of the need to return the grant.

18. From our conversation with the Treasurer Lumbra, it is our understanding that the City intended to engage a consultant in order to assist with the review of presentations by the applicants. Is this still the case, and if so, who is the consultant whom the City intends to engage?
 - A. The Treasurer was correct that we would need outside assistance to review the multiple aspects related to GLR proposals over the course of the negotiation process. As expressly provided, the funds granted to the City may only be expended for the purposes of this process. In addition, M.G.L. Ch 23K section 15 states that those applicants, who file a Phase I Application will be requested to further underwrite the costs of the City and a more detailed technical review shall take place at that time.

19. On what authority does the Mayor rely in development the 14 criteria set forth in your November 28, 2012 letter?
 - A. The Mayor relies upon the broad grant of authority set out in the Gaming Act.

20. Who will evaluate whether a proposed project satisfies the Mayor's criteria?
 - A. The Mayor will make all such final determinations as advised by his staff and public input.

21. Your November 28, 2012 letter indicates that "these proposals and the criteria shall be vetted with them for further comment, as well as with the regional communities and Mayors." Are the Mayor's criteria therefore subject to change?
 - A. The Mayor will decide whether or not to proceed towards one or more Host Agreement negotiations based on his 14 criteria, we do not expect that to change. Once negotiations have begun, we do expect supplemental criteria, such as those that come from community and regional input, to be incorporated in the process.

22. Your November 28, 2012 letter advises that applicants are expected to present a draft Memorandum of Understanding on January 3-4, 2013. Since no such timing requirement is established by the statute, is this a mandatory for consideration by the city of Holyoke.
 - A. The purpose of the MOU is to establish merely the cooperative ground rules between the City and Phase I applicants. We offered this as a means of establishing the agreed upon expectations and activities during a Host Agreement negotiation phase. We see this as a sensible and common business practice. The creation of an MOU document by that time is a responsibility of City staff and being made to the Community Committee, it is not the responsibility of applicants.

23. Typically, the concepts in an MOU would be the subject of meetings and communications between the applicants and city officials and community groups. Is it anticipated that this give and take will occur before January 3, 2013.
- A. The MOU is but a preliminary step towards the direction of negotiating a Host Agreement. The Mayor shall, as the process moves forward, determine and incorporate the voices of the community. It is anticipated that discussions will happen with the Applicants after the above referenced meeting on January 3rd, and hopefully executed as soon thereafter as possible.
24. The timeframes that are set forth in your letter are extremely compressed, given the very short notice that the Mayor is willing to permit a casino project to be developed in Holyoke. Our client is concerned that sufficient time be provided so the applicants and stakeholders in Holyoke can understand each other's needs and proposals.
- A. The timeframe is short, but we know all applicants appreciate the opportunity for this review regardless. We hear and appreciate your clients concern, and as we move forward with the process we will monitor it and adjust as deemed necessary.
25. Your November 28, 2012 letter also advises that the Mayor will determine "if one or more project(s) meet the initial threshold set by the Criteria set out above[.]" Is this determination made solely by the Mayor? Will it be made in consultation with the City Council, the Community Committee, or anyone else?
- A. As established in the Gaming Act, the responsibility and authority rests with the Mayor and he does not intend to abdicate his responsibility, however he is and will continue to work with and listen to the Council as the process proceeds.
26. Will the Mayor necessarily approve multiple MOU's if multiple projects satisfy the criteria?
- A. Yes. If the Mayor determines to go forward, he would enter into Host Agreement negotiations with those projects that satisfy the criteria. The determination to proceed as per the statute rests with Mayor.
27. The Mayor has been quoted as having made certain comments regarding Paper City Development's project that are disparaging in the media. Paper City Development is concerned that a process providing ultimate authority and boundless discretion solely with the Mayor has little hope of being fair or transparent. What procedural mechanism will be put in place to ensure that this process is fair to applicants and transparent for the public?
- A. As you are aware, the statute provides a broad grant of authority to each host community Mayor. We disagree that the Mayor has been disparaging, rather the Mayor is entitled and authorized to have opinions and to exercise the authority of his office. As to the process, the Mayor has been and will continue to carry out this process in open and transparent manner.
28. In the interest of transparency, will an internet website be established to disseminate information regarding this process to applicants and the public?
- A. We are pursuing this idea, recognizing that as per M.G.L. Ch. 23K s. 9(d), "trade secrets, competitively-sensitive or other proprietary information provided in the course of an application for a gaming license...the disclosure of which would place the applicant at a competitive disadvantage, may be withheld from disclosure."

29. Additional to the date of presentation to the Community Committee, will there be another date provided for supplemental submission of documents to the City for review?
- A. Applicants who provide an initial presentation and documents to the Community Committee may submit supplemental information at any point thereafter, with the understanding that the burden of showing each project's merits lies with the applicant and it may be in the best interest of each applicant to provide as much information as possible up front.
30. Does the City expect proponents to provide images, graphs and other visuals during presentations to the Community Committee?
- A. Applicants are responsible for determining the best way to convey their business proposals to the Community Committee. Any specific information regarding the means and methods will be provided to each development team after the initial meeting of the Community Committee.

EXHIBIT F



City of Holyoke

IN CITY COUNCIL

Introduced by Councilor Anthony Soto, Todd McGee_T

Ordered, City of Holyoke to place the following Non -Binding Question on a ballot at a special City Election to be held concurrently with the next Special State Election for US Senator. Question Should the City of Holyoke have A Resort Style Gaming Casino. YES OR NO.

<p style="text-align: center;">Presented to the Mayor</p> <p>For Approval _____, 20</p> <p>_____</p> <p style="text-align: right;">City Clerk</p>	<p style="text-align: center;">Mayor's Office</p> <p>Holyoke, Mass. _____, 20</p> <p>Approved</p> <p>_____</p> <p style="text-align: right;">Mayor</p>
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BUSINESS LAW & LITIGATION

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January 16, 2013

HAND DELIVERED

Members
Massachusetts Gaming Commission
84 State Street, Ste 720
Boston, MA 02109

In re: WM Development Company, LLC (t/a Paper City Development)

Gentlemen & Mesdames:

I enclose a Supplement to The Petition of WM Development Company, LLC For Extension Of Time To File Phase 1 Application For A Category 1 Gaming License In Region B Pursuant to 205 CMR 111.01(6).

As noted previously, if verification or certification of the facts contained in this document is required, please advise and we will submit a sworn signature.

I request that a reply to the electronic mail message delivering this package be sent so that I know that these documents have been received.

Sincerely yours,



Paul Peter Nicolai

Enclosure – Petition Supplement & Exhibit

**BEFORE THE
MASSACHUSETTS GAMING COMMISSION**

In re: WM Development Company, LLC
(t/a Paper City Development)

Docket Number:

Counsel of Record:

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**SUPPLEMENT TO PETITION OF WM DEVELOPMENT COMPANY, LLC (t/a PAPER
CITY DEVELOPMENT) FOR EXTENSION OF TIME TO FILE PHASE 1
APPLICATION FOR A CATEGORY 1 GAMING LICENSE IN REGION B
PURSUANT TO 205 CMR 111.01(6)**

Petitioner, WM Development Company, LLC (t/a Paper City Development) (“Paper City Development” or “Petitioner”) hereby supplements its petition the Massachusetts Gaming Commission (the “Commission” or “MGC”) for an Order providing reasonable additional time for filing a Phase 1 Application for a Category 1 gaming license in Region B pursuant to 205 CMR 111.1(6).

ADDITIONAL FACT


After Petitioner filed its Petition yesterday with the Commission, the Holyoke City Council acknowledged the basis for additional time sought by Petitioner, and passed a resolution that will place non-binding referendum on the ballot during the upcoming special election for the U.S. Senate seat being vacated by Senator John Kerry. The referendum question is: "Should the city of Holyoke have a resort style gaming casino, yes or no."

In order that the will of the people of the City of Holyoke may be heard, as well as for the reasons set forth in Paper City Development's Petition, it is respectfully requested that the Motion for an extension be granted.

The minutes of the Holyoke City Council meeting are not yet available, but Petitioner will supplement this Petition when they are. A copy of an article appearing on the Internet published by WGGB-TV announcing the passage of this measure, which can be found at <http://www.wggb.com/2013/01/15/holyoke-city-council-decides-to-put-casino-ballot-question-before-residents/> is attached as Exhibit A.

Respectfully submitted,

By:


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Attorneys for Petitioner,

WM Development Company, LLC

Dated: January 16, 2013

EXHIBIT A

Holyoke City Council Decides to put Casino Ballot Question before Residents - Western Massachusetts Breaking News and First Warning Weather with WGGB.com ABC 40

Holyoke City Council Decides to put Casino Ballot Question before Residents

January 15th, 2013



HOLYOKE, Mass. (WGGB) — Holyoke residents will likely get the chance to vote on whether or not they want to see a casino in their city, despite the fact that one is not currently proposed there.

According to City Councilor Anthony Soto, while it wasn't a unanimous vote, they did decide in favor tonight of placing a **non-binding ballot question** before residents that would ask a

yes or no question on allowing a casino in Holyoke.

"Allow the people to vote. If the people want it let them speak and say we want it. If they don't want it, it will set it to rest, but allow the people to vote," says Soto.

He adds that Mayor Morse has the right to veto their decision if he chooses, but then they would have the opportunity to override his veto.

Morse currently does not want a casino in the city.

A number of residents who attended the meeting did speak up about the non-binding ballot question vote both in support and non-support.

While no casino developer is proposing a venue in the city of Holyoke at this time, it could still happen before the casino competition ends. Any one of the 11 casino developers, who submitted their non-refundable \$400,000 application fee to the Massachusetts Gaming Commission, can change their proposal location if they choose.

In other words, the application does not bind them to the locations they have currently chosen, it just gives them the ability to stay in the casino race.

No decision has been made yet on when the non-binding ballot question will be put before voters.



The Seafan Trust dba

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January 15, 2013

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

RE: The Seafan Trust, Phase 1 Application - Request for Extension of Time in Which to Submit Phase 1 Application Fee

Dear Chairman Stephen P. Crosby and Members of the Massachusetts Gaming Commission (the "Commission"):

In accordance with the provisions of 205 CMR Section 102.03 and 205 CMR 111.01(6), The Seafan Trust (The "Trust"), hereby requests that the Commission extend the time within which the Trust must submit the Phase 1 casino license application fee in the amount of \$400,000 (the "Application Fee") until 5 p.m. Friday, February 8, 2013. As grounds for this request, the Trust states that extraordinary and unforeseen circumstances have arisen – namely the death of the person (the "Funder") who agreed to provide the Trust with the funds it needed to timely submit the Application Fee.

Attached as Exhibit 1 is a governmental report (redacted) confirming the Funder's death on January 10, 2013. As you will see, the Funder died just five days prior to the January 15, 2013 deadline for submission of the Application Fee. Prior to his death, the Funder had agreed to provide the Trust with the funds it required to pay the Application Fee. Indeed, on the date of the Funder's death, I was to meet with the Funder to obtain the money to enable the Trust to pay the Application Fee. Evidence that the Funder had possession of sufficient money to fund the Application Fee and that the money was readily available is demonstrated on the redacted financial institution report attached hereto as Exhibit 2. (Upon request by the Massachusetts Gaming Commission, an in camera inspection of the un-redacted documents shall be provided.)

The Trust is aware that the relief requested is extraordinary. However, it is within the discretion of the Commission to grant it. (See 205 CMR 111.01(6)) In support of this request, the Trust asserts as follows:

1. The Trust is requesting an extension of less than 30 days. Granting such a limited extension of time is consistent with the purposes of the Massachusetts Gaming Law (M.G.L. c. 23K). Among other things, granting the extension will increase competition for the limited number of casino licenses available in the Commonwealth, and such increased competition will inure to the benefit of the Commonwealth's residents.

2. Granting the Trust the requested limited extension of time will not interfere with the ability of the Commission or its investigations and enforcement bureau to fulfill their duties;
3. Granting the limited extension of time will not adversely affect the public interest; and
4. Not granting the limited extension of time would cause a substantial hardship to The Seafan Trust and its beneficiaries, the Nipmuk People, because the Seafan Trust almost certainly would then be precluded from submitting an application for a casino license in Massachusetts for at least 15 years (i.e., the term of a category 1 casino license).

Thank you for your consideration of this Request.

The Trust also respectfully requests that the Commission keep confidential and not disclose the exhibits to this request or information regarding the Funder and/or the Funder's assets – the Funder's name, address, personal identification, financial institution name and address, account number, contract number, agent, plan type and name, agency numbers, telephone numbers, etc. This request is made to protect the privacy and security of the Funder's family and estate.

Wherefore, it is hereby requested that the Commission extend the time within which the Trust must submit the Phase 1 casino license application fee until 5 p.m. on Friday, February 8, 2013.

Thank you very much for your consideration of this request.

Respectfully,

The Seafan Trust,


Kathryn A. Wheaton, Trustee