



MASSACHUSETTS GAMING COMMISSION MEETING

November 14, 2013

9:30 am

Boston Convention and Exhibitions Center

415 Summer Street, Room 107A

Boston, MA



Massachusetts Gaming Commission



NOTICE OF MEETING and AGENDA

November 14, 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:

Thursday, November 14, 2013

9:30 a.m.

Boston Convention and Exhibition Center

415 Summer Street, **Room 107A**

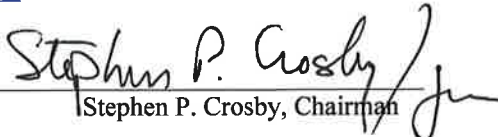
Boston, MA

PUBLIC MEETING - #90

1. Call to order
2. Approval of Minutes
 - a. November 7, 2013
3. Racing Division – Jennifer Durenberger, Director
 - a. Administrative Update
 - b. Racing License Applications - VOTE
 - c. Consideration of Plainridge Racecourse Request to Amend 2013 Schedule - VOTE
4. Ombudsman Report – John Ziemba
 - a. Category 2 Surrounding Community Petitions - Applicant and Community Presentations
 - b. City of Fitchburg Involuntary Disbursements Petition – VOTE
 - c. Category 2 Surrounding Community Timing Variances - VOTE
5. Administration – Rick Day, Executive Director
 - a. General Update
 - b. Pinck & Co Subcontractor Authorization
 - c. Application Evaluation Discussion
 - d. Master Schedule – Critical Path
 - e. Category 1 Application Revisions
6. 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.

11/12/13
(date)


Stephen P. Crosby, Chairman

Date Posted to Website: November 12, 2013 at 9:30 a.m.



Massachusetts Gaming Commission

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

MASSACHUSETTS GAMING COMMISSION

In the Matter of:

Sterling Suffolk Racecourse, LLC

AWARD OF LICENSE TO HOLD OR CONDUCT A RACE MEETING FOR THE CALENDAR YEAR 2014

Sterling Suffolk Racecourse, LLC (hereinafter “Applicant”) submitted an application for an award of a license to hold or conduct a race meeting for the calendar year 2014, in particular to hold or conduct a running horse race meeting at an existing facility in Suffolk County known as Suffolk Downs, to the Massachusetts Gaming Commission (hereinafter “Commission” or “MGC”). This decision results from the hearing held on the matter conducted by the Commission on November 7, 2013 (the “Hearing”) at the Boston Convention and Exhibition Center, 415 Summer Street, Boston, MA. At the direction of the Chair, the entire Commission presided over the matter. For the reasons set forth below, the Commission finds by a unanimous vote that Applicant, Sterling Suffolk Racecourse, LLC is hereby awarded a **LICENSE TO HOLD OR A CONDUCT A RACE MEETING FOR THE CALENDAR YEAR 2014** in accordance with the provisions of M.G.L. c128A §2 and §3 and 205 CMR 3 and 4.

I. Background

Any person desiring to hold or conduct a horse racing meeting within the Commonwealth must make an application to the Commission. Such application shall state the name of the applicant,, the address of the applicant; if a corporation, the name and state of incorporation, the location of its principal place of business and the names and addresses of its directors and stockholder; the location of the racetrack where it is proposed to conduct such race meeting; the days on which it proposes to conduct the race meeting; the hours of each day which it is intended to hold or conduct racing at such meeting; answers to such other questions as the Commission may prescribe; and that the applicant, in the event it is issued a license, will comply with all applicable laws and rules and regulations prescribed by the Commission.

The application for an award of a license to hold or conduct a race meeting consists of the racing application and its exhibits promulgated by the Commission (the “application”), a non-refundable filing fee as required in M.G.L. c. 128A §2 and a bond as required by M.G.L. c. 128A §3(o). The application requests the information required by c.128A §3 and §4 and such additional information as the Commission deems necessary to assess the Applicant’s ability to comply with the requirements of c.128A and c. 128C and the Commission’s regulations promulgated thereunder.

The Applicant submitted an application on October 1, 2013. Upon receipt of the application, the Commission instructed the Director of Racing to review the application in accordance with the provisions of c. 128A and c. 128C. The Director of Racing with the assistance of staff reviewed the application and reported its findings and recommendations to the Commission by way of a Memorandum dated November 7, 2013 (the "Memorandum"). The General Counsel also held a public hearing in Boston, MA, on October 30, 2013, as required by c. 128A to receive public comment on the Applicant and the application. Further, the application was posted to the Commission's website on October 22, 2013 and the public was asked to submit written comments on the Applicant and the application by November 1, 2013.

The Hearing was noticed for and convened on the Commission's own initiative on November 7, 2013. Dr. Jennifer Durenberger, the Director of Racing, appeared at the hearing on behalf of the Racing Division.

The Commission closed the public hearing on November 7, 2013.

II. Exhibits

The exhibits identified below were part of the record considered by the Commission. All exhibits were considered, in conjunction with any witness testimony taken at the public hearing, in reaching the final decision.

- EXHIBIT 1: Application and exhibits
- EXHIBIT 2: Comments received at the public hearing held on October 30, 2013
- EXHIBIT 3: Written comments received from the public
- EXHIBIT 4: Memorandum

III. Findings and Discussion

The Commission generally adopts the findings of fact within the memorandum, though certain facts are set forth below for purposes of discussing the specific areas of focus at the hearing.

Sterling Suffolk Racecourse, LLC is the existing running horse licensee and the sole applicant for running horse dates in 2014. The application addressed all the statutory requirements in M.G.L. c.128A, §2 as well as the other questions which the Commission prescribed, and its request for 100 live racing days during the period of June 2 - November 29, 2014 makes Sterling Suffolk Racecourse, LLC eligible to offer simulcast wagering pursuant to M.G.L. c.128C, §2.

The application also included a master list of requested simulcast imports and simulcast outlets for export of Sterling Suffolk Racecourse, LLC's live racing signal, a request for authorization of three advance deposit wagering account providers pursuant to M.G.L. c.128A, §5C, and a notice of election of March 16 through June 7, 2014 as the so-called "premium free period" pursuant to M.G.L. c.128C, §2(5).

A public hearing was held on October 30, 2013 at 1000 Washington Street, in Boston, MA. Approximately two members of the public attended, and no public comment was made. No written public comments were received in connection with the hearing or the application.

The application included the current executed recognition and purse agreements with the representative horsemen's group, which are valid through May 31, 2014 and December 31, 2013 respectively. The Racing Division expects all amendments to existing contracts and agreements or newly executed contracts and agreements to be provided as they become available.

Sterling Suffolk Racecourse, LLC was found suitable by the Commission on October 30, 2013 as a gaming applicant. Given the depth and complexity of the background check procedures performed, the Racing Division has confidence in the entity, its board of managers, and its officers. Prior to the live racing meet the background checks for the racing officials submitted by the applicant for employment, as well as the background checks for the individuals the Commission considers key racing employees will be conducted.

The Memorandum contained the following recommendations:

The Racing Division recommended the application of Sterling Suffolk Racecourse, LLC, for live running horse racing dates in 2014 be approved, subject to the following conditions:

- The applicant shall work with the Commission to ensure that key racing employees, once defined, are identified and subjected to an appropriate background check.
- Any amendments to existing contracts and agreements or newly executed contracts and agreements with the representative horsemen's group must be provided to the Racing Division within five (5) business days of execution.
- This approval will also authorize simulcast wagering, effective January 1, 2014, with the brick-and-mortar and other outlets listed in Exhibit 27, 28A and 28B of the application as well as the advance deposit wagering account providers listed in Exhibit 29 of the application, pending the regulatory and representative horseman's group approvals required by the Interstate Horseracing Act, 15 U.S.C. §3001 et seq. and M.G.L. c.128C, 2. Such approval also authorizes the 12-week premium free period elected by the applicant.

IV. Conclusion

Based upon the testimony provided to the Commission as well as Exhibits 1-4 made part of the record, the Commission finds that the Applicant shall be awarded a license to hold or conduct a race meeting for the calendar year 2014, subject to any conditions outlined in this Order and subject to compliance with all applicable laws and the rules and regulations promulgated thereunder by the Commission.

SO ORDERED

MASSACHUSETTS GAMING COMMISSION

By: _____
Stephen P. Crosby, Chairman

By: _____
Gayle Cameron, Commissioner

By: _____
James F. McHugh, Commissioner

By: _____
Bruce Stebbins, Commissioner

By: _____
Enrique Zuniga, Commissioner

DATED: _____, 2013



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Bruce S. Barnett
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T 617.406.6002
F 617.406.6102

November 6, 2013

BY HAND & ELECTRONIC MAIL

Dr. Jennifer Durenberger
Director, Racing Division
Massachusetts Gaming Commission
84 State Street, 7th Floor
Boston, MA 02109
jennifer.durenberger@state.ma.us

Re: 2014 Racing License Application for Sterling Suffolk Racecourse, LLC

Dear Director Durenberger:

This letter supplements the letter sent by Charles Baker to you and General Counsel Blue concerning amendments to the application of Sterling Suffolk Racecourse, LLC (the "Applicant") for a running horse racing license for 2014 (the "Application").

At this time, Caesars Massachusetts Investment Company, LLC continues to be a member of the Applicant, owning the Percentage Interests in the Applicant that are noted on Exhibit 11(d) of the Application. Accordingly, no changes in Exhibit 11(d) are necessary.

Please do not hesitate to contact me if you have any questions about this matter.

Sincerely,

A handwritten signature in blue ink that reads "Bruce S. Barnett".

Bruce S. Barnett

cc: Mr. Chip Tuttle
Charles A. Baker, Esq.

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

MASSACHUSETTS GAMING COMMISSION

In the Matter of:

Springfield Gaming and Redevelopment, LLC

AWARD OF LICENSE TO HOLD OR CONDUCT A RACE MEETING FOR THE CALENDAR YEAR 2014

Springfield Gaming and Redevelopment, LLC (hereinafter “Applicant”) submitted an application for an award of a license to hold or conduct a race meeting for the calendar year 2014, in particular to hold or conduct a harness horse race meeting at an existing facility in Norfolk County known as Plainridge Racecourse, to the Massachusetts Gaming Commission (hereinafter “Commission” or “MGC”). This decision results from the hearing held on the matter conducted by the Commission on November 7, 2013 (the “Hearing”) at the Boston Convention and Exhibition Center, 415 Summer Street, Boston, MA. At the direction of the Chair, the entire Commission presided over the matter. For the reasons set forth below, the Commission finds by a unanimous vote that Applicant, Springfield Gaming and Redevelopment, LLC is hereby awarded a **LICENSE TO HOLD OR A CONDUCT A RACE MEETING FOR THE CALENDAR YEAR 2014** in accordance with the provisions of M.G.L. c128A §2 and §3 and 205 CMR 3 and 4.

I. Background

Any person desiring to hold or conduct a horse racing meeting within the Commonwealth must make an application to the Commission. Such application shall state the name of the applicant,, the address of the applicant; if a corporation, the name and state of incorporation, the location of its principal place of business and the names and addresses of its directors and stockholder; the location of the racetrack where it is proposed to conduct such race meeting; the days on which it proposes to conduct the race meeting; the hours of each day which it is intended to hold or conduct racing at such meeting; answers to such other questions as the Commission may prescribe; and that the applicant, in the event it is issued a license, will comply with all applicable laws and rules and regulations prescribed by the Commission.

The application for an award of a license to hold or conduct a race meeting consists of the racing application and its exhibits promulgated by the Commission (the “application”), a non-refundable filing fee as required in M.G.L. c. 128A §2 and a bond as required by M.G.L. c. 128A §3(o). The application requests the information required by c.128A §3 and §4 and such additional information as the Commission deems necessary to assess the Applicant’s ability to

comply with the requirements of c.128A and c. 128C and the Commission's regulations promulgated thereunder.

The Applicant submitted an application on October 1, 2013. Upon receipt of the application, the Commission instructed the Director of Racing to review the application in accordance with the provisions of c. 128A and c. 128C. The Director of Racing with the assistance of staff reviewed the application and reported its findings and recommendations to the Commission by way of a Memorandum dated November 7, 2013 (the "Memorandum"). The General Counsel also held a public hearing in Plainville, MA, on October 29, 2013, as required by c. 128A to receive public comment on the Applicant and the application. Further, the application was posted to the Commission's website on October 22, 2013 and the public was asked to submit written comments on the Applicant and the application by November 1, 2013.

The Hearing was noticed for and convened on the Commission's own initiative on November 7, 2013. Dr. Jennifer Durenberger, the Director of Racing, appeared at the hearing on behalf of the Racing Division.

The Commission closed the public hearing on November 7, 2013.

II. Exhibits

The exhibits identified below were part of the record considered by the Commission. All exhibits were considered, in conjunction with any witness testimony taken at the public hearing, in reaching the final decision.

- EXHIBIT 1: Application and exhibits
- EXHIBIT 2: Comments received at the public hearing held on October 29, 2013
- EXHIBIT 3: Written comments received from the public
- EXHIBIT 4: Memorandum

III. Findings and Discussion

The Commission generally adopts the findings of fact within the memorandum, though certain facts are set forth below for purposes of discussing the specific areas of focus at the hearing.

Springfield Gaming and Redevelopment, LLC is a member-managed subsidiary of Western Mass Gaming Ventures, LLC, which traces 100% ownership through Delvest Corp. and ultimately, Penn National Gaming, Inc. The applicant currently has an application for a Category 2 gaming license pending before the Commission. The applicant has entered into an option agreement to acquire the assets of the existing harness horse racing licensee, Ourway Realty, LLC, should Springfield Gaming and Redevelopment, LLC be awarded a gaming license. The applicant has also entered into an option agreement whereby if it is awarded a racing license by the Commission, it may commence racing operations on January 1, 2014, "pending a decision on the award of the Category 2 gaming license."

The application addressed all the statutory requirements in M.G.L. c.128A, §2 as well as the other questions which the Commission prescribed, and its request for 100 live racing days during the period of April 14 - November 28, 2014 makes Springfield Gaming and Redevelopment, LLC eligible to offer simulcast wagering pursuant to M.G.L. c.128C, §2.

The application also included a master list of requested simulcast imports and simulcast outlets for export of the Applicant's live racing signal, a request to take over operation of the existing telephone account wagering system ("WinLine") pursuant to M.G.L. c.128A, §5C, and a notice of election of the so-called "premium free period" pursuant to M.G.L. c.128C, §2(5) from June 22 to September 13. The application also appears to request the Breeders Cup races as so-called "Special Events," pursuant to M.G.L. c.128C, §2(4).

A public hearing was held on October 29, 2013 at the Plainville Senior Center in Plainville, MA. Approximately fifteen members of the public attended, eight of whom requested to speak. All comments were favorable to the application. One written comment in favor of the application and one written comment in opposition to the application were received at the hearing. A written comment in support of the application was received in conjunction with the application.

Springfield Gaming and Redevelopment LLC was found suitable by the Commission on October 2, 2013 as a gaming applicant. Given the depth and complexity of the background check procedures performed, the Racing Division has confidence in the entity. Prior to the live racing meet background checks for the racing officials submitted by the applicant for employment, as well as background checks for individuals the Commission considers key racing employees, will be conducted.

The Memorandum contained the following recommendations:

The Racing Division recommended the application of Springfield Gaming and Redevelopment, LLC, for live harness horse racing dates in 2014 be approved, subject to the following conditions:

- The applicant shall work with the Commission to ensure that key racing employees, once defined, are identified and subjected to an appropriate background check.
- The applicant shall work with the Racing Division to amend its requests for simulcast import and export prior to January 1, 2014. The approval of simulcasting is pending the regulatory and representative horseman's group approvals required by the Interstate Horseracing Act, 15 U.S.C. §3001 et seq. and M.G.L. c.128C, 2. Such approval also authorizes the 12-week premium free period elected by the applicant, and up to 15 Breeders Cup races as premium-free special events. This approval does not authorize the use of the WinLine as a telephone account wagering system at this time.
- Any amendments to existing contracts and agreements or newly executed contracts and agreements with the representative horsemen's group must be provided to the Racing Division within five (5) business days of execution.

- The applicant must provide a copy of any Temporary Operations Agreement executed between Ourway Realty, LLC and Springfield Gaming and Redevelopment, LLC within five (5) business days of execution.

IV. Conclusion

Based upon the testimony provided to the Commission as well as Exhibits 1-4 made part of the record, the Commission finds that the Applicant shall be awarded a license to hold or conduct a race meeting for the calendar year 2014, subject to any conditions outlined in this Order and subject to compliance with all applicable laws and the rules and regulations promulgated thereunder by the Commission.

SO ORDERED

MASSACHUSETTS GAMING COMMISSION

By: _____
Stephen P. Crosby, Chairman

By: _____
Gayle Cameron, Commissioner

By: _____
James F. McHugh, Commissioner

By: _____
Bruce Stebbins, Commissioner

By: _____
Enrique Zuniga, Commissioner

DATED: _____, 2013

Blue, Catherine (MGC)

From: Ziemba, John S (MGC)
Sent: Thursday, October 31, 2013 7:23 AM
To: Blue, Catherine (MGC)
Subject: Fwd: Horse Racing Applications; October 30th Racing Division Public Hearing

Sent from my iPhone

Begin forwarded message:

From: Mary-Ann Greanier <medb@me.com>
Date: October 31, 2013, 12:32:44 AM EDT
To: "MGCcomments (MGC)" <mgccomments@MassMail.State.MA.US>, "Ziemba, John S (MGC)" <John.S.Ziemba@MassMail.State.MA.US>
Subject: **Horse Racing Applications; October 30th Racing Division Public Hearing**

Apparently there was a Racing Division Public Hearing yesterday, October 30th, which appears to have been posted and held on the same day without any indication on the website about the details of the hearing. The website also said that the hearing was to be at 1000 Washington Street in Boston, but the article in the Sun Chronicle stated that, "The commission was in Plainville to hear from the public concerning Penn National Gaming's application for 100 race dates for Plainridge, a harness track off Route 1."

I had hoped to give this testimony in person, but I simply couldn't find correct information about the hearing. I hope you will accept these written comments instead:

"Good neighbors" don't bleed money from the Money Room to the tune of a couple of million dollars and then leave town without a word (with a huge bucket of money in tow from the owners of Plainridge). The selectmen and Mr. Fernandes sang the praises of Mr. Piontkowski right up until we learned about the "irregularities" at the track. While the blame fell squarely on Piontkowski, we don't know who else might have been complicit in the "irregularities" because neither the MGC nor the Attorney General's Office has investigated who else might have been involved. They've all turned a blind eye, and now some of the very same people who worked closely with Gary Piontkowski are being folded-in to Penn National's new organization to run Plainridge.

"Good neighbors" don't keep their abutters silent by threatening to sue them. There are ten families whose property abuts or sits very close to Plainridge who are not able to actively participate in any meetings or make any public statements about the changes at Plainridge under threat of a lawsuit from the "1999 Non-Interference Agreement" signed by the former owners of the land where Harness Path and Plainridge are now built. Families on Harness Path and Mirimichi Street were threatened with legal action by Gary Piontkowski last year. Since his departure, no one from Ourway or Penn National has contacted those residents to arrange to tear up the Agreement and let them speak. The selectmen don't seem to be at all fussed by how these citizens are being treated.

"Good neighbors" don't break state laws, involving local groups and threatening the not-for-profit status of those groups. Earlier this year, the Attorney General found that Plainridge ran an illegal raffle in Plainville for more than a decade, and ordered them to stop that activity. With their cadre of attorneys, Plainridge certainly knew they were running afoul of the Charitable Gaming Laws in Massachusetts (or should have known) but they didn't seem to care that their "charitable contributions" were ill-gotten gains. (Does it worry anyone else that the selectmen weren't at all concerned about Plainridge breaking the law, as long as there was money flowing to groups in Plainville?)

"Good neighbors" don't continue to negotiate when they know they are privy to information that the town doesn't have. The Host Community Agreement agreed to by the Plainville Board of Selectmen on July 8th was negotiated and signed during the period when Plainridge knew full well about their considerable troubles with the MGC audit. Unfortunately, no one let the negotiators for Plainville know about those troubles until well after the Host Community Agreement was signed. Plainville negotiated from an inferior position, putting the validity of the Host Community Agreement in question.

I won't even go into how much Plainridge had to blast to get their garage as close to the neighbors as they could; how badly their representatives treated residents who participated in the Planning Board hearings; that they wouldn't let anyone without an abutters' letter into a meeting about the blasting; and the fact that the plan they negotiated with the town and the Planning Board is very different from what Penn National presented to the MGC.

I don't know how anyone who cares about the letter and the spirit of the law could think that Plainridge has been a good neighbor to our town and its citizens.

Mary-Ann Greanier
19 Mirimichi Street
Plainville, MA 02762
508.695.2794

Durenberger, Jennifer (MGC)

From: Blue, Catherine (MGC)
Sent: Monday, November 04, 2013 8:57 AM
To: medb@me.com
Cc: Ziemba, John S (MGC); Durenberger, Jennifer (MGC); Holmes, Danielle (MGC)
Subject: October 29 hearing on Racing application at Plainridge

Dear Ms. Greanier: Thank you for your email regarding the hearing on the racing application filed by Springfield Gaming and Redevelopment for a harness racing license at Plainridge Racecourse. By statute, anyone who wants a license to hold a running horse or harness horse racing meet must file an application for such license on or before October 1 of each year. The Gaming Commission, in its role as the regulatory body for horse and harness racing, must hold a public hearing in the community where the racing meeting is proposed. After that hearing, the Gaming Commission considers the applications and the comments received in determining if a racing license will be awarded. The Gaming Commission is expected to consider racing license applications at its November 7 regular meeting.

The October 29 meeting that you referenced in your email was to solicit public comment on Springfield Gaming and Redevelopment's application for a harness horse racing license. If you go to the Gaming Commission's website, click on the Racing section, then on the Racing Division hearing page, you will see the notice for the October 29 hearing. It was posted on October 22, along with copies of the racing applications submitted by each applicant.

The Commission received your comments and they were included with other written comments received on Springfield Gaming and Redevelopment's application. All comments are reviewed and considered by the Racing Division as it puts together its recommendations to the Commission on the award of racing licenses.

Please do not hesitate to contact me with any questions.

Best regards,
Catherine Blue

Catherine Blue
General Counsel

Massachusetts Gaming Commission
84 State Street 10th Floor
Boston, MA 02109
TEL 617-979-8434 | FAX 617-725-0258
www.massgaming.com

follow us on



COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

MASSACHUSETTS GAMING COMMISSION

<i>In the Matter of:</i> <u>Brockton Racing, LLC</u>)))))
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AWARD OF LICENSE TO HOLD OR CONDUCT A RACE MEETING FOR THE CALENDAR YEAR 2014

Brockton Racing, LLC (hereinafter “Applicant”) submitted an application for an award of a license to hold or conduct a race meeting for the calendar year 2014, in particular to hold or conduct a harness horse race meeting in Brockton at a location known as the Brockton Fairgrounds, to the Massachusetts Gaming Commission (hereinafter “Commission” or “MGC”). This decision results from the hearing held on the matter conducted by the Commission on November 7, 2013 (the “Hearing”) at the Boston Convention and Exhibition Center, 415 Summer Street, Boston, MA. At the direction of the Chair, the entire Commission presided over the matter. For the reasons set forth below, the Commission finds by a unanimous vote that Applicant, Brockton Racing, LLC is hereby awarded a **LICENSE TO HOLD OR A CONDUCT A RACE MEETING FOR ONE DAY IN THE CALENDAR YEAR 2014** in accordance with the provisions of M.G.L. c128A §2 and §3 and 205 CMR 3 and 4.

I. Background

Any person desiring to hold or conduct a horse racing meeting within the Commonwealth must make an application to the Commission. Such application shall state the name of the applicant,, the address of the applicant; if a corporation, the name and state of incorporation, the location of its principal place of business and the names and addresses of its directors and stockholder; the location of the racetrack where it is proposed to conduct such race meeting; the days on which it proposes to conduct the race meeting; the hours of each day which it is intended to hold or conduct racing at such meeting; answers to such other questions as the Commission may prescribe; and that the applicant, in the event it is issued a license, will comply with all applicable laws and rules and regulations prescribed by the Commission.

The application for an award of a license to hold or conduct a race meeting consists of the racing application and its exhibits promulgated by the Commission (the “application”), a non-refundable filing fee as required in M.G.L. c. 128A §2 and a bond as required by M.G.L. c. 128A §3(o). The application requests the information required by c.128A §3 and §4 and such additional information as the Commission deems necessary to assess the Applicant’s ability to comply with the requirements of c.128A and c. 128C and the Commission’s regulations promulgated thereunder.

Section 2 of M.G.L. c.128A states that “[a] supplementary application by a licensee for a subsequent license in the calendar year for which a license had theretofore been issued to such licensee and relating to the same premises as were specified in the previously issued license, and supplementary applications by a licensee for additional licenses under section four, may be filed with the commission at any time prior to the expiration of said calendar year for which a license had therefore been issued to said licensee; and the commission shall grant or dismiss such application within thirty days of the date of filing.”

The Applicant submitted an application on October 1, 2013. Upon receipt of the application, the Commission instructed the Director of Racing to review the application in accordance with the provisions of c. 128A and c. 128C. The Director of Racing with the assistance of staff reviewed the application and reported its findings and recommendations to the Commission by way of a Memorandum dated November 7, 2013 (the “Memorandum”). The General Counsel also held a public hearing in Brockton, MA, on October 29, 2013, as required by c. 128A to receive public comment on the Applicant and the application. Further, the application was posted to the Commission’s website on October 22, 2013 and the public was asked to submit written comments on the Applicant and the application by November 1, 2013.

The Hearing was noticed for and convened on the Commission’s own initiative on November 7, 2013. Dr. Jennifer Durenberger, the Director of Racing, appeared at the hearing on behalf of the Racing Division.

The Commission closed the public hearing on November 7, 2013.

II. Exhibits

The exhibits identified below were part of the record considered by the Commission. All exhibits were considered, in conjunction with any witness testimony taken at the public hearing, in reaching the final decision.

- EXHIBIT 1: Application and exhibits
- EXHIBIT 2: Comments received at the public hearing held on October 29, 2013
- EXHIBIT 3: Written comments received from the public
- EXHIBIT 4: Memorandum

III. Findings and Discussion

The Commission generally adopts the findings of fact within the memorandum, though certain facts are set forth below for purposes of discussing the specific areas of focus at the hearing.

Brockton Racing, LLC is a new entity, formed in September 2013. It consists of Raynham Member, Inc., a wholly-owned subsidiary of Greenwood Racing, Inc., and the Carney Family Group LLC. Both are affiliated with the Raynham Park, LLC application for a category 2 gaming license currently pending before the Commission. The application by Brockton Racing, LLC for live racing dates is conditioned upon an award of the Category 2 license to Raynham Park, LLC and the cessation of live harness racing at Plainridge Racecourse.

The application does not address all the statutory requirements in M.G.L. c.128A, §2, namely the days and hours of the day on which it intends to hold or conduct the race meeting. The request for 40 racing days does not make Brockton Racing LLC eligible to offer simulcast wagering under M.G.L. c.128C, §2.

A public hearing was held on October 29, 2013 at the Massasoit Community College in Brockton, MA. Approximately fifteen members of the public attended, six of whom requested to speak. All comments were favorable to the application. Two written comments in opposition of the application were received at the hearing.

Raynham Park, LLC was found suitable by the Commission on August 5, 2013 as a gaming applicant. Given the depth and complexity of the background check procedures performed, the Racing Division has confidence in the entity. Prior to the live racing meet background checks for the racing officials submitted by the applicant for employment, as well as background checks for individuals the Commission considers key racing employees, will be conducted.

The Memorandum contained the following recommendations:

The Racing Division recommended the application of Brockton Racing, LLC, for live harness horse racing dates in 2014, be approved for *one racing day* of the 2014 calendar year.

The Brockton Racing, LLC application is conditioned upon the award of a Category 2 gaming license to Raynham Park, LLC and the cessation of live harness racing at Plainridge Racecourse. Granting a license for one day allows the applicant the time to determine if the proposed conditions are met and the ability to file a supplemental application for the Commission's review and possible approval.

IV. Conclusion

Based upon the testimony provided to the Commission as well as Exhibits 1-4 made part of the record, the Commission finds that the Applicant shall be awarded a license to hold or conduct a race meeting for *one day* in the calendar year 2014, subject to any conditions outlined in this Order and subject to compliance with all applicable laws and the rules and regulations promulgated thereunder by the Commission.

SO ORDERED

MASSACHUSETTS GAMING COMMISSION

By: _____
Stephen P. Crosby, Chairman

By: _____
Gayle Cameron, Commissioner

By: _____
James F. McHugh, Commissioner

By: _____
Bruce Stebbins, Commissioner

By: _____
Enrique Zuniga, Commissioner

DATED: _____, 2013



MASSACHUSETTS GAMING COMMISSION

MEMORANDUM

To: Chairman Crosby, Commissioners Cameron, McHugh, Stebbins and Zuniga
From: Catherine Blue
Date: November 14, 2013
Re: Complaint Against Raynham Taunton by European Wagering Services

Attached please find a letter I received from Couto & Associates regarding monies alleged to be due from Raynham Taunton to a company known as European Wagering Services and a response from Raynham Taunton's attorneys regarding this claim.

Couto & Associates alleges that it has a contract with Raynham Taunton regarding certain interstate simulcast wagering and that monies due under that contract were not paid. Raynham Taunton, through its attorneys, disputes this claim.

Couto & Associates has requested a hearing by the Commission on the monies allegedly owed. The request for a hearing has not been refused; the claim has been referred to Raynham Taunton's attorneys with a request that the matter be addressed.

Brockton Racing LLC, a racing applicant, is an affiliated entity to Raynham Taunton, the entity referenced in the claim. I am providing this information in the event that the Commission wishes to question the Brockton Racing LLC applicant regarding this matter at the upcoming Commission meeting.



Massachusetts Gaming Commission

couto&associates

November 1, 2013

Sent Via Email

Massachusetts Gaming Commission
Attn:
Ms. Jennifer Durenberger, Esq.
Ms. Catherine Blue, Esq.
84 State Street, 10th Floor
Boston, MA 02109

RE: Complaint against Raynham-Taunton for failure to pay winning out-of-state bettors
Complainant: European Wagering Services
Amount Owed to Bettors: \$62,424.78, plus interest

Dear Ms. Durenberger and Ms. Blue,

As a follow-up to recent conversations with each of you, this letter is intended to reiterate my client's request for a hearing before the Massachusetts Gaming Commission (MGC).

The request is premised upon the Commission's – and in particular its predecessor's – non-assignable role in adjudicating claims relating to and ensuring the payment of winning pari-mutuel wagers by licensees of the Commission that are authorized to conduct such wagering.

NOT SIMPLY A CONTRACT CLAIM

It is our current understanding that the Commission is, at least preliminarily, of the opinion that the matter should be handled first by the court system, as the Commission does not wish to be seen as “a bill collector.” That opinion evidently is premised on the mistaken belief that my client's claim constitutes nothing more than a contractual dispute between two private parties, not including the MGC.

It is also our understanding that that opinion has been reached without any review of or reference to the contract on which such an action would purportedly lie, and upon which its preliminary opinion is based.

To be clear, my client's request for a hearing relates to the failure of a MGC licensee to pay winning common pooled pari-mutuel wagers.

The contract the MGC asserts to be controlling – of which a copy is attached – was the uniform Thoroughbred Racing Association (TRA) simulcast agreement in use at the time, as executed by Raynham-Taunton and my client, EWS. Because of the variation in pari-mutuel pool administration and distributions among states authoring such wagering, that agreement was intended to and does focus only upon the payment of *host fees* as between the sending track and authorized receiving site, as is authorized pursuant to the Interstate Horseracing Act (IHA). In this instance, Raynham and EWS respectively, and those fees were paid by EWS long ago.

Given that my client made all such required payments promptly at the time, that contractual objective was fulfilled. The contract however also served a second purpose, which is more germane to my client's request of the MGC.

The TRA agreement evidences and assumes that, for the purpose of interstate simulcasting, participating commissions are expected to continue to properly regulate the conduct of their licensees as

such conduct relates to the integrity and distribution of the common pari-mutuel pools created by virtue of the IHA. To infer otherwise, and without such oversight and assurance, common pooled interstate pari-mutuel wagering would not be possible.

REGULATORY RESPONSIBILITIES

If as a matter of convenience a state regulatory body is free to decline to fulfill its primary responsibilities to out-of-state interests engaging in interstate simulcasting with licensees of that body, then the entire interstate wagering system is rendered a sham. Moreover, under the IHA, that regulatory body would be enabling and permitting interstate simulcasting to occur in a manner inconsistent with controlling federal law, and would thus be conducting a system of pari-mutuel wagering that, in this instance, also does not comply with Massachusetts law; i.e., did not pay that portion of the pools owing winning bettors.

Additionally, it is our understanding that interstate simulcasting under those circumstances would also be a violation of the Federal Wire Act.

On behalf of EWS, we respectfully submit that despite the MGC's apparent reluctance to do so, it remains the duty of the MGC – under Massachusetts and federal law, as the participating host racing commission – to *actually regulate and oversee the pools*, especially the payment of winning wagers, so as to ensure their integrity from both the participants' and, most importantly, from the bettors' point of view.

THE COMMISSION'S EXPRESSED DUTIES AND RESPONSIBILITIES

According to the MGC's own website, the Commission:

- Assumed all duties and responsibilities for the state's horse racing industry formerly carried out by the State Racing Commission, on May 20, 2012;
- Will strive to ensure that its decision-making and regulatory systems engender the confidence of the public and participants;
- Values an uncompromising commitment to the integrity of the licensing and regulatory process;

With specific regard to *pari-mutuel wagering* within the Commonwealth, Massachusetts law states:

- Each licensee conducting a racing meeting “*shall return to the winning patrons all sums so deposited as an award or dividend, according to the acknowledged and recognized rules and methods under which such pari-mutuel or certificate system has been operated,*” less authorized deductions. [See, Title XIX, Chapter 128A, section 5(C)];

With specific regard to the *racing regulations* promulgated by and controlling the Commission:

- *In the case of a claim made for payment on a pari-mutuel wager, the Commission shall adjudicate the claim and may order payment thereon.* (ARCI c. 9 g.p. § F(2)) (See, Rule 6.06: Claims for Payment from Pari-mutuel Pool, subsection (3));

With specific regard to the *interstate simulcasting* activities that were permitted by the MGC's predecessor, the IHA was controlling, and states in relevant part:

- “**Interstate off-track wager**” means a legal wager placed or accepted in one State with respect to the outcome of a horserace taking place in another State and includes pari-mutuel wagers, *where lawful in each State involved*, placed or transmitted by an individual in one State via telephone or other electronic media and accepted by an off-track betting system in the same or another State, as well as the combination of any pari-mutuel wagering pools;
- “**Host racing commission**” means the entity designated by State statute or, in the absence of statute, by regulation, with jurisdiction to regulate the conduct of racing within the host State;
- “**Pari-mutuel**” means any system whereby wagers with respect to the outcome of a horserace are placed with, or in, a wagering pool conducted by a person licensed or otherwise permitted to do so under State law, and in which the participants are wagering with each other and not against the operator;
- *See*, Title 15, Chapter 57, 15 U.S.C. 3001, *Et Seq.*

LACK OF ACTION

Despite these legal and mandated obligations, the MGC has provided no explanation for its apparent decision to decline to conduct a hearing as to its licensee’s failure to promptly, or otherwise, pay winning wagers.

As a consequence, we believe industry stakeholders and bettors who assume in good faith that the MGC will actually require its licensees to pay winning wagers – no matter what form of gaming is involved – should be advised that they are in reality playing at their own risk.

Having sought and received the assistance of racing and/or gaming commissions in California, Texas, Oregon, North Dakota, the United Kingdom, and Tasmania on similar matters, this office is perplexed by the MGC’s lack of action, and unfortunately feels no other reasonable conclusion can be drawn; the MGC simply does not perceive itself to be legally obligated to require its licensees pay winning wagers.

To the contrary, it’s clear that as a matter of public policy the MGC insists winning bettors instead file civil litigation with the court system before asking the Commission to adhere to its own regulations, investigate an undisputed claim, convene a hearing, and/or require its own licensees pay such wagers.

To be certain that we have correctly interpreted the MGC’s reluctance to follow its own relevant rules and/or to hold a hearing on this claim, this office asks if either of you could kindly confirm in writing that no such hearing will be scheduled?

We ask this so that this office can make an informed decision as to the propriety of immediately advising our clients of these facts, and of notifying other large-volume players for whom we consult that they are – and will continue to be – at risk on all wagers placed in the Commonwealth of Massachusetts. Players and other parties that participate in interstate wagering with Massachusetts racing interests, or in other forms of gambling “overseen” by the Commission, should in the interest of public safety and fairness be made aware of this risk. Those individuals are entitled both to know of the risk and to debate publicly the propriety of continuing to participate in all such “regulated activities” in Massachusetts.

November 1, 2013

Players also deserve to know of the position taken by the MGC with regard to its perceived duties as the regulator of such gambling activity. This is particularly true in light of expanded gambling activities in the Commonwealth and the potential for other gamblers to be misled into believing that those activities will be properly regulated, and that their interests as players/customers will be protected by the MGC.

LEGAL ACTION

Please be advised that in the event the MGC continues to refuse to conduct a hearing of my client's claim for payment of winning wagers, and/or to fulfill its legal obligation to adjudicate such a claim pursuant to MGC Rule 6.06(3), MGC will have forced my client to file a civil action in federal court, which by necessity will include the MGC as an indispensable party, given its refusal to follow Commonwealth and federal law, and the resulting violations of my client's constitutional rights.

It is our understanding that other parties hold similar claims to those we raise on behalf of EWS. Should it be necessary to proceed with the filing of an action, it is foreseeable that they too will join in the matter.

To say the least, we are truly disappointed by the MGC's apparent unwillingness to schedule a hearing of this claim and/or take any other steps to compel its licensee to pay winning pari-mutuel wagers arising out of interstate simulcasting activities expressly authorized by the MGC.

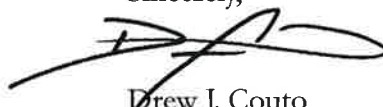
Please remember that my client's request for a hearing is being, and has always been, made on behalf of those players who were not paid for winning wagers from common pools authorized by the MGC's predecessor, and operated by one of its licensees.

We nonetheless thank you in advance for your attention.

Should the Commission wish to discuss this letter or the requests further, we would welcome the opportunity to do so.

EWS looks forward to hearing from the Commission as soon as possible.

Sincerely,



Drew J. Couto
Attorney at Law

CC:
Raynham-Taunton Park
1958 Broadway
Raynham, Ma. 02767

FRIEDMAN & ATHERTON LLP

TELEPHONE
617-227-5540

COUNSELLORS AT LAW

TELECOPIER
617-523-1550

EXCHANGE PLACE

53 STATE STREET

BOSTON, MA

02109

November 10, 2013

By FAX (760.942.8531) & U.S. Mail

Drew J. Couto, Esq.
Couto & Associates
1312 Hymettus Avenue
Leucadia, CA 92024

RE: European Wagering Services.

Dear Attorney Couto:

This law firm represents Taunton Dog Track, Inc. ("TDT"), which last simulcast live greyhound racing from the Raynham-Taunton Greyhound Park between July 1, 2009 and December 31, 2009. Your August 15, 2013 and November 1, 2013 letters to the Massachusetts Gaming Commission ("Commission"), on behalf of your client European Wagering Services ("EWS"), have been referred to us for response.

TDT never entered into a contract with EWS, never did business with EWS, and TDT surely never acknowledged that there are unpaid amounts owing to EWS. As far as we can determine, there is no legal entity currently named "*European Wagering Services*". The company that was previously named European Wagering Services was organized under the laws of the Isle of Man. Its present legal name is "WatchandWager.com Limited", and it is registered as Isle of Man company #098422C, and there is a domestic company that is 100% owned by "WatchandWager.com Limited" named "WatchandWager.Com LLC", a Nevada limited liability company registered as entity #E0631622008-9 with offices in San Francisco, California. TDT has never entered into a contract with WatchandWager.com Limited or WatchandWager.com LLC, or done business with either of them.

While your letter repeatedly states that EWS entered into a contract with TGA (or sometimes "Raynham"), you failed to include a copy of the Agreement with your August 15, 2013,

FRIEDMAN & ATHERTON LLP

letter and the 2002 Contract you eventually emailed to the Commission is clearly between TGA and "betinternet.com plc". EWS is not mentioned in the 2002 Contract.

Your letter included a list of unpaid invoices that are allegedly payable to EWS but you failed to provide a "Settlement" accounting of the international wagering activities that occurred in the Isle of Man as required by the 2002 Contract. The absence of a Settlement accounting is particularly troubling since your invoices reflect that TDT conducted live racing between January and June 2009, which it never did.

In 2010, I spoke with Attorney Robert Forgnone who claimed to represent EWS. I told him that TDT never contracted with EWS, and that he would have to provide a legal basis and Settlement documentation supporting his claim of unpaid amounts. Attorney Forgnone agreed to do so, but he never responded. No further communication was received from EWS, or from anyone representing it, until you sent your recent letters to the Commission.

If you are now stepping-in for Attorney Forgnone, then it is incumbent on you to provide, directly to us, the legal basis for EMS's claim and the requisite Settlement documentation. If you do so, TDT will review this matter promptly. Otherwise, TGA will have no choice but to reject the claim of an apparent stranger. Your threats against the Commission are unseemly and unwarranted. If EMS has a valid claim we are providing you with the opportunity to demonstrate it.

Sincerely,



Michael P. Morizio

cc: Catherine Blue, General Counsel, Massachusetts Gaming Commission.

FRIEDMAN & ATHERTON LLP

TELEPHONE
617-227-5540

COUNSELLORS AT LAW
EXCHANGE PLACE
58 STATE STREET
BOSTON, MA
02109

TELECOPIER
617-528-1559

November 6, 2013

VIA HAND DELIVERY

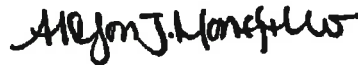
Jennifer Durenberger, Director of Racing
Massachusetts Gaming Commission
84 State Street, 10th Floor
Boston, MA 02109

Re: Application by Brockton Racing LLC

Dear Ms. Durenberger:

Enclosed for filing is a supplement to the racing application of Brockton Racing LLC.

Very truly yours,



Alison J. Mongillo
Assistant to Michael P. Morizio

Enclosure

**FIRST SUPPLEMENT TO SEPTEMBER 30, 2013 APPLICATION
BY BROCKTON RACING LLC TO CONDUCT HARNESS HORSE RACING MEETING**

The above-referenced Application is supplemented by replacing the following paragraphs:

6. The days on which it is intended to hold or conduct such a meeting, the number of races to be run daily and the minimum purse per race.

Brockton Racing seeks to conduct 40 harness racing meetings at the Brockton Fairgrounds if the Plainridge Racetrack elects to permanently cease its live harness horse racing business and a Category 2 gaming license is issued to Raynham Park LLC. Brockton Racing would conduct ten (10) races on each Friday, Saturday and Sunday starting August 1, 2014 and ending October 26, 2014, plus on Labor Day 2014. The minimum purse per race will be equal to the allocation of the funds that are provided for purse accounts pursuant to chapter 23K over the number of races that are conducted. Brockton Racing is also agreeable if a license is initially awarded for one race date, with the foregoing racing schedule only being approved if the above conditions occur.

7. The hours of each day between which it is intended to hold or conduct racing at such meeting in accordance with c. 128A §2 (5).

Racing will start each day at a post time of 1:00 PM.

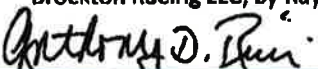
27. Include as Exhibit 27 a master list of requested simulcast imports. A new form ("Licensee Request for Simulcast Import") MUST be completed for EACH signal and submitted to the Commission no later than November 29 of each calendar year. Approval letters from the host racetrack's regulatory authority and both representative horsemen's groups must be on file with MGC by the close of business on the day prior to the first day of import.

Brockton Racing requests that the Commission take notice that c. 128C, §2, as presently in effect, expires in July 2014. Brockton Racing would commence simulcast activities on August 1, 2014, which under the version of c. 128C, §2 that would be in effect at that time, does not mandate a minimum number of live racing dates as a condition to simulcast. We respectfully suggest that our simulcast program should be viewed in the context of the law that will be in effect on October 1, 2014.

The version of c. 128C, §2 that is in effect today will still be in effect as of January 1, 2014. That version of the law directs that the Commission "suspend" a racing meeting licensee's right to simulcast if such licensee will not be "actually" conducting a full schedule of live racing performances, unless the inability to actually conduct the full schedule is due to weather conditions, race track conditions, strikes, work stoppages, sickness or quarantine that are "not within the licensee's control". We respectfully suggest that the version of c. 128C, §2 that is in effect on January 1, 2014 requires the Commission to suspend a racing licensee's right to simulcast if the licensee has voluntarily its obligation to perform live racing performances on award of a Category 2 Gaming License. If the current version of c. 128C, §2 should be extended by the Legislature, in its present form, such that it would be controlling law when Brockton Racing commences live racing, then Brockton Racing and the Taunton Dog Track Inc. (a current greyhound racing meeting licensee) would petition the Commission to allow the Taunton Dog Track Inc. to conduct its simulcast activities at the Brockton Fairgrounds in the same manner that the Wonderland greyhound racing meeting licensee was permitted to conduct its simulcast activities at Suffolk Downs.

Applicant: Brockton Racing LLC, by Raynham Manager, Inc.

By:



Anthony D. Ricci, President

Date: November 6, 2013



Division of Racing

To: Jennifer Durenberger, Director of Racing
From: Douglas O'Donnell, Senior Financial Analyst
cc: Rick Day, Executive Director
Date: 9 November, 2013
Re: Brockton Racing, LLC, Racing application Exhibit 13A

There have been inquiries made to the Commission regarding the validity of certain statements in the Brockton Racing, LLC, Live Racing application for 2014. More specifically, the dates and location of the Weymouth Agricultural and Industrial Society Bay State Raceway (WAIS).

The following is information that we were able to uncover in the State Racing archive;

- Reviewed all Annual Reports, Minutes and Journals that were available from 1956-1976.
 - During these years a Racing Fair License was issued to the WAIS. The Annual Reports did not have a physical address listed for most reports. From 1972—1975 there was no address and in 1976 it had Foxboro, Massachusetts listed.
 - Minutes from 1968, 1972 and 1973 have a license being issued to the WAIS.
 - Cash receipt journals show that revenues were collected from the WAIS during these years.

After reviewing this documentation it is my belief that the WAIS conducted live harness racing at Foxboro Massachusetts from 1972-1976.

Doug O'Donnell



Massachusetts Gaming Commission

84 State Street, 10th Floor, Boston, Massachusetts 02109 | TEL 617.979.8400 | FAX 617.725.0258 | www.massgaming.com

JAN-20-1999 07:53

December 23, 1998

Massasoit Greyhound Association, Inc.
Taunton Dog Track, Inc.
Raynham Park
Raynham, MA 02767

Gentlemen:

In 1986 when Taunton Greyhound Association, Inc. sold its racing license and certain of its racing assets related to the Taunton dog track to Taunton Dog Track, Inc. under an Asset Purchase Agreement dated May 14, 1986, I personally entered into a Non-Competition Agreement dated July 10, 1986 agreeing not to compete with Massasoit Greyhound Association, Inc. or Taunton Dog Track, Inc., or otherwise be involved in any enterprise which conducts animal racing in Massachusetts.

On December 1, 1998 I had a conversation with Mr. George Carney in which I indicated that I had been approached about becoming involved as a minority investor in Plainville Racing Company, LLC, which has recently been licensed to operate a harness track in Plainville, Massachusetts. Mr. Carney indicated that he had no objection to my doing so.

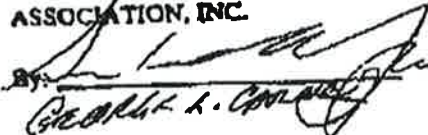
Accordingly, would you kindly countersign below indicating your agreement that you do not object to my becoming a minority investor in Plainville Racing Company, LLC, and that the provisions of the Non-Competition Agreement are waived with respect to such involvement. I understand that the provisions of the Non-Competition Agreement shall remain in effect in all other respects.

Very truly yours,

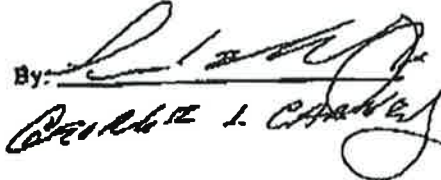

Alfred S. Roks

Accepted and agreed to:

MASSASOIT GREYHOUND
ASSOCIATION, INC.

By: 
GEORGE L. CARNEY

TAUNTON DOG TRACK, INC.

By: 
GEORGE L. CARNEY



30
Ourway Realty, LLC
301 Washington Street
Plainville, MA 02762
Phone: 508-643-2500
Fax: 508-643-4487

November 4, 2013

Jennifer Durenberger
Director of Racing
Massachusetts Gaming Commission
Racing Division
84 State St., Suite 720
Boston, MA 02109

Dear Jennifer,

With the passage of Senate Bill #1905 on Thursday, October 31 and signed into law on Friday, November 1, 2013 as Chapter 123 of the Acts of 2013, Plainridge Racecourse requests approval to end the 2013 season on Thursday, November 14, by canceling the following live race days;

November 18, 19, 21, 25, 26, 29 & 30

Today marks the eighty-seventh (87) race day and Plainridge will have completed seven hundred twelve (712) live races at the days end. At the conclusion of racing on November 14, Plainridge will have conducted ninety-two (92) racing days and anticipate completing at least seven hundred forty seven (747) races.

Sincerely,

Steve O'Toole
General Manager

SOT/lc

Chapter 123,

THE COMMONWEALTH OF MASSACHUSETTS

In the Year Two Thousand and Thirteen

AN ACT RELATIVE TO SIMULCASTING HORSE RACES IN THE COMMONWEALTH.

Whereas, The deferred operation of this act would tend to defeat its purpose, which is to further regulate forthwith simulcasting, therefore it is hereby declared to be an emergency law, necessary for the immediate preservation of the public convenience.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

SECTION 1. Notwithstanding section 2 of chapter 128C of the General Laws or any other general or special law to the contrary, in calendar year 2013, no racing meeting licensee located in Suffolk or Norfolk county shall simulcast live races in the racing season unless the racing meeting licensee is licensed to and actually conducts at least 720 live races over the course of not less than 80 calendar days during the 2013 racing season with not fewer than 7 races completed on any of those 80 calendar days.

SECTION 2. Section 1 is hereby repealed.

SECTION 3. Section 2 shall take effect on January 1, 2014.

House of Representatives, October 31, 2013.

Preamble adopted,

Paul Donato, Speaker.

In Senate, October 31, 2013.

Preamble adopted,

John F. Keenan, President.

House of Representatives, October 31, 2013.

Bill passed to be enacted,

Paul Donato, Speaker.

In Senate, October 31, 2013.

Bill passed to be enacted,

John F. Keenan, President.

1 November, 2013. Approved,

at 3 o'clock and 45 minutes, P. M.

[Signature]



AB

TO: Commissioners

FROM: John S. Ziemba

CC: Rick Day, Executive Director
Catherine Blue, General Counsel
Todd Grossman, Deputy General Counsel

DATE: November 12, 2013

RE: Fitchburg Involuntary Distribution Request

On October 29, 2013, the City of Fitchburg (“City”) filed a petition for a disbursement without a letter of authorization (“Involuntary Disbursement Petition”) with the Commission. Based on a prior voluntary disbursement request made by the City to PPE Casino Resorts, LLC (“Cordish”), Cordish responded to the City’s petition through a letter to the Commission on October 28, 2013. I confirmed with Mr. Joseph Weinberg that the October 28, 2013 letter is the Cordish response to the City of Fitchburg’s petition, such response is due from an applicant within seven days of an Involuntary Disbursement Petition pursuant to 205 CMR 114.03.

As was discussed at the November 7, 2013 Commission meeting, the Commission has invited Cordish and the City to make presentations about the Involuntary Disbursement Petition at the Commission’s November 14, 2013 meeting. 205 CMR 114.03 specifies that “[t]he Commission may take action on the application either upon administrative review of the filings or it may convene a hearing on the [Involuntary Disbursement] application at which it may allow presentations from the community and the applicant.” As noted in my November 5, 2013 memorandum, full staff reviews of surrounding community petitions will not likely be completed until shortly before the Commission meeting on November 21, 2013. Therefore, the full staff reviews of factors for surrounding community petitions will not be available for the November 14, 2013 Fitchburg Involuntary Disbursements Petition hearing. The Commission discussed that it would review the filings submitted by the Parties and review their presentations in making any determination on the Involuntary Disbursements Petition. The Commission will also have the benefit of a preliminary review of the Fitchburg traffic impact prepared by Green International Affiliates, Inc. Although this analysis is preliminary, it may aid the Commission in making a determination on the Involuntary Disbursements Petition.

A determination in favor of the City would allow the City to utilize the services of its planned consultant for an additional week in advance of any determination of surrounding community



Massachusetts Gaming Commission

status, which begins the 30 day clock for negotiations with Cordish. This could be very beneficial to the City in reaching an agreement with the applicant. However, if it is unclear whether the Commission can make a determination on the Involuntary Disbursement Petition using the available data, the Commission may choose to decide on the Involuntary Disbursement Petition when it likely will decide on whether Fitchburg is a surrounding community (anticipated for November 21, 2013). By that date, the Commission will likely have a more robust set of data, including completed staff reports, to make a determination on the Involuntary Disbursement Petition.

Findings Required for Decision: Pursuant to 205 CMR 114.03, the Commission may approve an Involuntary Disbursement Petition upon a finding that:

1. “[T]here is a reasonable likelihood that the community will be designated a surrounding community pursuant to 205 CMR 125.01”;
2. “[T]he request is reasonable in scope”; and that
3. “[T]he risk that the community will not be able to properly determine the impacts of a proposed gaming establishment without the requested funds outweighs the burden of the actual financial cost that will be borne by the applicant.”



Massachusetts Gaming Commission



TO: John S. Ziemba, Massachusetts Gaming Commission

FROM: William J. Scully, P.E., Green International Affiliates, Inc.

CC: F. Tramontozzi, P.E., Green International Affiliates, Inc.
P. Casale, P.E., McFarland Johnson & Associates, Inc.
J. Pinck, Pinck & Company, Inc.
N. Stack, Pinck & Company, Inc.

DATE: November 13, 2013

RE: Surrounding Community Evaluation - Fitchburg

In response to MGC request, Green International Affiliates, Inc. (GREEN) has undertaken an evaluation of the petitions for being designated as a *Surrounding Community* with respect to the casino proposals located in Leominster and in Raynham. This has involved reviewing the traffic related analysis and supporting documentation prepared and submitted by the Applicant, the petitions submitted by the communities and some independent research with regard to the known traffic related characteristics of the potential primary impacted routes. This memo provides a brief progress report with respect to the evaluation of only the Fitchburg petition.

In general, we are in the middle of our evaluation. Based on what has been completed to date, one can conclude that there is likely some impact to Fitchburg relative to traffic although we have not yet determined whether it is significant or not. Some key aspects of the Applicant's study as well as our information is briefly summarized below:

Based on the information provided by the Applicant, they are projecting approximately 60% of the site traffic to be oriented to and from the north on I-190 from which only 10% would be on Route 2 to and from the west. There was no study of Route 2 or areas further east-west along Route 2 submitted thus far by the Applicant. There is some question as to the amount of site traffic forecasted to/from the west and north and we are currently reviewing the market study and other information to determine reasonableness.

Route 2 to the west provides regional access to Fitchburg in which Route 12 is the major route intersecting with Route 2 that provides a direct connection to most of the community including Downtown Fitchburg. Route 12 continues through to the Downtown area where it intersects with Route 31 that connects with several towns to north of Fitchburg as well as southern New Hampshire.

Route 12 is primary route through Fitchburg that would be used to access the Leominster site. It is primarily a two lane highway. Based on general observations and knowledge of the corridor, it operates with constraints between Route 2 and the downtown area during weekday peak periods as well as during portions of Saturday. A section of the roadway has undergone recent improvements by MassDOT, however, it remains a two lane arterial for the most part. The regional planning agency has identified several high crash locations along the route north of Route 2.



Based on the Applicant's traffic study, it was indicated that 5% of traffic may be traveling through Fitchburg. Based on the Friday PM peak hour projections presented by the Applicant, this amounts to approximately 25 vehicle trips during the Friday afternoon peak hour, 27 vehicle trips during the Saturday afternoon peak hour, and approximately 40 vehicle trips during the Saturday night peak hour.

In view of several factors including the relatively close proximity that Fitchburg is to the site; its population level; the "reach" of the casino being between 60 and 90 miles and that there would not be any other nearby competing facility, it is conceivable in our opinion at this stage that the Applicant's trip projections to/from the west and north in this region may be low. This needs further review by our team since the Applicant provided limited supporting information in this analysis area.

However, if the Applicant's projections are off by a factor of 2 for example, it would result in 20% to/from the west and north and potentially 10% site traffic finding its way to Route 12 north of Route 2. If 10% were assumed to travel through Fitchburg, that would result in 50 to 76 new vehicle trips occurring in the same three time periods noted above. These new trips would increase Route 12 peak hour volumes by approximately 2-4% depending on where one is along the corridor.

The critical area that we are contending with at the moment is: 'what defines a significant impact or change'. We do not fully concur with the arguments presented in the PPE response as MEPA's 1,000 trip criteria for filing an ENF does not define a criteria limit of no impact vs. impact. The adding 100 vehicle trips being the general peak hour increase that would signify a likely change in operating condition is a very general statement and would not be applied in most cases. For example, if a location was nearly at the point of changing from one level of service to a lower level, much fewer trips than 100 could trigger that change. The other item we are taking into account for the Route 12 corridor is that it is already a constrained corridor and one could argue that adding any more traffic could be felt although one could also argue that the added traffic may not have created the problems. We will be focused on trying to better define this point of significance while we finalize our assessment.

In concluding, while we have made a good amount of progress, I believe we will need the next several days to complete our evaluation before being able to make a recommendation to the MGC related to Fitchburg.

Fitchburg Correspondence re: Disbursement Grant

Correspondence Date

10/29/13	City of Fitchburg Involuntary Disbursement Petition
10/28/2013	PPE Casino Resorts, LLC Opposition to Fitchburg Involuntary Disbursement Request

Further Background Information

11/5/2013	Letter to Commission from Pannone Lopes rebutting the Cordish Letter dated October 28, 2013
10/23/2013	Letter to Joe Weinberg informing Mr. Weinberg of the filing of Involuntary Disbursement
10/2/2013	Letter to Joe Weinberg from Bruce Tobey - Follow-up on 9/24 letter
10/2/2013	Letter to Joe Weinberg enclosing Letter of Authorization
9/24/2013	Letter to Joe Weinberg from Bruce Tobey requesting Cordish to enter into an mitigation agreement
9/12/2013	Engagement letter to City of Fitchburg

October 29, 2013

Massachusetts Gaming Commission
Attention: John Ziemba, Ombudsman
84 State Street, Suite 720
Boston, MA 02109

Re: City of Fitchburg, Massachusetts – Involuntary Disbursement Application

Dear Mr. Ziemba:

Our firm represents the City of Fitchburg, Massachusetts (“City”) in the matter of the proposed Category 2 gaming facility project located in the city of Leominster for which PPE Casino Resorts MA, LLC (“PPE”) will be seeking a license from the Massachusetts Gaming Commission (“MGC”). The City has completed and executed the enclosed involuntary disbursement application (“Application”) in accordance with 205 CMR 114.03(2)(b). The Town is seeking the Community Disbursement from the MGC in the form of a grant in accordance with M.G.L. c. 44, §53A.

The Community Disbursement amount designated in the Application was previously requested of PPE in letter correspondence dated October 2, 2013. As of the date hereof, the City has not received a response. PPE received a copy of the enclosed Application on October 24, 2013 in accordance with 205 CMR 114.03(2)(b)(1). On October 25, 2013, our firm reached out to PPE in another attempt to seek their endorsement of the Community Disbursement. PPE has not shared a response with us or the City.

Enclosed with the Application are copies of requested documentation supporting the Community Disbursement. Please advise if you should have any questions or require additional information in order to process this request. Thank you very much and we look forward to working with the MGC on this matter.

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC



Bruce H. Tobey
Partner

cc: John B. Barrett
Enclosures



MASSACHUSETTS GAMING COMMISSION

PLEASE SUBMIT THIS LETTER AND ATTACHMENTS TO:
MASSACHUSETTS GAMING COMMISSION
ATTENTION: JOHN ZIEMBA, OMBUDSMAN
84 STATE STREET, 10TH FLOOR
BOSTON, MA 02109

APPLICATION FOR COMMUNITY DISBURSEMENT W/O LETTER OF AUTHORIZATION

in accordance with 205 CMR 114.03(2)(b)

TYPE OF REQUEST (choose one from drop down menu): Grant (G.L. c.44, s.53A)

1. City of Fitchburg, Massachusetts
NAME OF MUNICIPALITY
2. Treasurer's Department
MUNICIPAL DEPARTMENT THAT WOULD RECEIVE FUNDS IF GRANTED
3. Michelle Shephard Acting Treasurer/Collector
NAME AND TITLE OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
4. Fitchburg Municipal Offices, 166 Boulder Drive, Suite 108, Fitchburg, MA 01420
ADDRESS OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
5. 978-829-1830 MShephard@fitchburgma.gov
PHONE # AND EMAIL ADDRESS OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
6. Lisa A. Wong Mayor
NAME AND TITLE OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS ON BEHALF OF MUNICIPALITY
7. Fitchburg Municipal Offices, 166 Boulder Drive, Suite 108, Fitchburg, MA 01420
ADDRESS OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS ON BEHALF OF MUNICIPALITY
8. 978-829-1801 mayor@ci.fitchburg.ma.us
PHONE # AND EMAIL ADDRESS OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS
9. PPE Casino Resorts MA, LLC; Category 2 License
NAME OF APPLICANT FOR GAMING LICENSE AND CATEGORY OF LICENSE BEING APPLIED FOR
10. City of Leominster, Massachusetts
NAME OF HOST COMMUNITY FOR APPLICANT FOR GAMING LICENSE

TIMING OF REQUEST

A municipality may apply for community disbursement funds without a signed letter of authorization only at certain times. Please check the box next to the statement that best describes the situation of the city or town seeking funds:

- A. 21 DAYS HAVE PASSED SINCE THE APPLICANT AND THE HOST COMMUNITY EXECUTED A HOST COMMUNITY AGREEMENT.

DATE APPLICANT AND HOST COMMUNITY EXECUTED A HOST COMMUNITY AGREEMENT July 18, 2013

- B. THE APPLICANT IS APPLYING FOR A CATEGORY 1 (FULL CASINO) LICENSE AND THIS APPLICATION FOR FUNDS IS BEING SUBMITTED AFTER OCTOBER 2, 2013 (90 DAYS PRIOR TO DEADLINE FOR SUBMISSION OF RFA-2 APPLICATION BY APPLICANT)

- C. THE APPLICANT IS APPLYING FOR A CATEGORY 2 (SLOTS) LICENSE AND THIS APPLICATION FOR FUNDS IS BEING SUBMITTED AFTER AUGUST 5, 2013 (60 DAYS PRIOR TO DEADLINE FOR SUBMISSION OF RFA-2 APPLICATION BY APPLICANT)

ITEMIZATION OF REQUESTED FUNDS

Please identify below all legal, financial, and other professional services deemed necessary by the community, and for which the community now seeks funds, relative to the cost of determining the impact of the proposed gaming establishment and for the negotiation and execution of a surrounding community agreement. Documentation (e.g.- invoices, proposals, estimates, etc.) adequate for the Commission to evaluate this application in accordance with 205 CMR 114.03(2)(b)(2) must be attached to this application. Please attach additional sheets if necessary.

(CLICK ON BOX TO INSERT TEXT)

1 PANNONE LOPES DEVEREAUX & WEST LLC 75 Arlington Street, Suite 500, Boston, Massachusetts 02116 Legal and supporting sub-consultative services \$50,000 Grant

2n/a Type of request

3n/a Type of request

4n/a Type of request

5n/a Type of request

6n/a Type of request

INTERACTION WITH APPLICANT

To be eligible for disbursement of these funds the community must attest that a request for the funds being requested in this application was first made to the applicant directly and denied, and that a copy of this application was served on the applicant prior to being filed with the Commission. Please provide a response to each of the following:

1. Please describe the manner in which the subject funds were requested from the applicant and denied by the applicant including the date(s) on which the request was made, to whom it was made, the manner in which the request was denied (i.e.- whether the denial was in writing, verbal, or by virtue of a lack of response to the request), and the nature of any relevant conversations. Please attach a copy of any relevant written communications.

The City of Fitchburg ("City") requested the disbursement of the funds described herein in letter correspondence addressed to Mr. Joe Weinberg, President of The Cordish Companies ("Cordish"), dated and submitted on October 2, 2013, a copy of which is attached hereto. The letter clearly requested that the enclosed City-executed Letter of Authorization be countersigned by Cordish and returned on or before October 11, 2013. As of the date hereof, no response to that letter has been received by the City.

2. Please attach proof of service of this application on the applicant prior to it being filed with the Commission that reflects the date it was filed, the name and address of the person it was sent to, and the method of service that was used.

JUSTIFICATION

The Commission may approve this application and grant the funds requested if it finds that there is a reasonable likelihood that the community will be designated a surrounding community pursuant to 205 CMR 125.01, that the request is reasonable in scope, and that the risk that the community will not be able to properly determine the impacts of a proposed gaming establishment without the requested funds outweighs the burden of the actual financial cost that will be borne by the applicant. Please provide a response to each of the following:

1. Please explain why the community believes it is reasonably likely that it will be designated a surrounding community. Reference may be made to the factors outlined in 205 CMR 125.01(2)(b), including the proximity of the community to the proposed gaming establishment, any connecting infrastructure, and other similar elements.

The City satisfies the factors set forth in MGL Chapter 23K, Sections 4(33) and 17(a) and 205CMR 125.01(2)(a) and (b), including but not limited to the following:

- 1) Proximity to the Host Community including a shared border;
- 2) Identical population, demographic and socio-economic features of the Host Community including designation as a "Gateway Community";
- 3) City's poverty rate is over double that of the Host Community;

- 4) Location of aged transportation infrastructure that traverses the City to serve the Cordish facility notably including State Routes 2, 2A, 12 and 31 and the John Fitch Highway;
- 5) Potential increases in construction traffic congestion on such public ways;
- 6) Potential impacts on public safety including fire, emergency response and police particularly in connection with mutual aid agreements by and between the City and the Host Community;
- 7) Potential stress on the City's housing stock, particularly in connection with rental housing and the need for adequate building and inspectional services in order to ensure proper code enforcement;
- 8) Increases in social services including those connected to problem gambling, alcohol and drug use and workforce and financial education provided disproportionately by the City including Fitchburg State University and the Montachusett Opportunity Council (MOC); and
- 9) Potential impacts on City schools including bilingual education and class size reduction programs.

2. Please explain why the community believes that it will not be able to properly determine the impacts of the proposed gaming establishment without the requested funds. Include an explanation as to the interaction the community has had with the regional planning agency, if any, and why that process, if any, will not be sufficient; the interaction it has had with the host community and other prospective surrounding communities and why existing studies and reports, if any, will not be satisfactory.


The City does not possess the internal planning, economic development and legal resources necessary to identify all known impacts and to negotiate a Surrounding Community Agreement due to significant budget constraints. This is exacerbated by Cordish's unwillingness to negotiate with the City and the potential for arbitration as a result. The Montachusett Regional Planning Commission has been involved in internal discussions and has provided preliminary information to assist the City and its legal counsel identify known impacts and prepare a petition to be submitted to the MGC in accordance with 205 CMR 125.01. The City has reached out to the host and potential surrounding communities in connection with the Cordish project – the City is not aware of any studies or reports that would assist it in quantifying City impacts as a result of the project. If Cordish has produced any such reports, it has not shared them with the City.

3. Please provide any additional information that the community believes demonstrates that the funds being requested are reasonable in scope. For example, please explain why the costs of the services requested are a reasonable amount.

Please see the responses to Questions 1 and 2 above. This need is heightened due to Cordish's unwillingness to negotiate with the City thereby subjecting the City to the regulatory process including arbitration. The introduction of a state sanctioned gambling facility in this geographic area is a novel event and the City is not vested with the resources, experience and skill to investigate and weigh the potential economic benefits against the economic and social costs associated with this type of gambling entity. Fitchburg is a city with a significant percentage of people in the lower socio-economic strata and its community programs are already taxed to the limit. Preliminary reviews of information indicate that cities and towns located within a 10-mile radius of gambling facilities, with a higher than average poverty level, are more adversely effected by the introduction of these venues. Furthermore, the planned Cordish facility is not a resort-destination casino but a convenience gambling entity. Therefore, it is more likely that the traffic in and out of the facility will occur at a higher rate than that experienced by a resort-style casino. Finally, Cordish has been reluctant to engage in any meaningful dialogue with the City to address these issues and how the negative costs and strain on City programs and public safety will be addressed. The City will be required to retain firms and personnel with the experience and skill to address these important issues and advise municipal leaders.

CERTIFICATION BY MUNICIPALITY

On behalf of the aforementioned municipality I hereby certify under the pains and penalties of perjury that all information contained in this application or attached hereto is accurate to the best of my knowledge and understanding. Further, I represent that I have actual authority to submit this application.



Signature of responsible municipal official

10/22/13

Date

Lisa A. Wong

Name of responsible municipal official

Mayor

Title

PPE CASINO RESORTS MA, LLC
601 E. Pratt Street, 6th Floor
Baltimore, MD 21202

October 28, 2013

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

Re: Opposition to Application of the City of Fitchburg for
Disbursement Without a Letter of Authorization

Dear Mr. Crosby:

On October 24, 2013, we received notification from lawyers representing the City of Fitchburg it was filing a request for Community Disbursement Without a Letter of Authorization. By this letter, PPE Casino Resorts MA, LLC, the applicant for a Category 2 casino in Leominster, hereby opposes that request.

The filing by Fitchburg disingenuously and inaccurately states Applicant has been unwilling to negotiate with the City. Evidence of Applicant's good faith with its neighbors is supported by the fact it has already executed agreements with four jurisdictions and has had advanced negotiations with three others. With Fitchburg, Cordish representatives met with Mayor Wong on September 23, 2013, the day before the Leominster referendum. The result of the meeting was the attached outrageous letter from the City's counsel requesting, among other demands:

- Up-Front Impact Fee Payment of \$3.2 million during construction (in comparison, the Host Agreement itself provides for less than 10% of this amount, i.e. \$250,000 payment upon commencement of construction)
- Annual Impact Fee of the greater of 1.5% of Gross Gaming Revenues or \$3.5 million (in comparison the Host Agreement provides for annual payments of a \$100,000 Impact Fee and \$2.7 million Community Benefit Payment, plus real estate taxes)
- Demands that PPE hire 25% of its employees from Fitchburg (even though during the September 23rd meeting, City representatives denigrated the jobs that would be created by Applicant and professed disinterest).

Notwithstanding these extraordinary and bad faith demands, Cordish continued its discussions with the City by e-mail, phone conversations and even a personal conversation with the City's outside counsel immediately after Applicant's presentation to the Commission in

Boston on October 7. Those communications included a request for Mayor Wong or her representatives to come to Maryland so she could investigate on her own the impact of the Company's Maryland Live! gaming facility on the communities surrounding the casino, a request the Mayor rejected.

The Applicant, in the spirit of creating a win-win situation for all neighboring communities, ~~has created a framework agreement that has already been executed by four~~ communities and treats each community in a fair and equitable manner. Fitchburg is the only neighboring community that has refused to negotiate within the framework agreement. The City is also the only community that has treated the gaming legislation as a potential "windfall" as opposed to the legislation's intent of reasonably addressing actual determinable impacts, if any. As a contrasting example, attached is the agreement between Applicant and the Town of Lunenburg, which abuts both Leominster and Fitchburg and is expected to receive the larger share of local traffic from the casino than Fitchburg due to traffic from New Hampshire driving south on Rt. 13. Clearly, Fitchburg has taken the negotiating posture of swinging for the fences to try to alleviate all the City's EXISTING social and economic ills, because it feels it has a free shot at Applicant under the guise of the Expanded Gaming Act, and its lawyers have erroneously sold the City that it will get Cordish to pay all its fees so it won't cost the City anything [see attached news article].

We oppose Fitchburg's request as there is no reasonable likelihood that Fitchburg will be designated a surrounding community pursuant to 205 CMR 125.01. Fitchburg does not meet any of the tests for a surrounding community set forth in 205 CMR 125.01. The proposed casino is located approximately 6.5 miles from the nearest border with Fitchburg and traffic studies show there will be almost no measurable traffic impacts on Fitchburg's local roads (Routes 12 and 31) – less than 2% of the total casino trips- and no impact at all on Fitchburg infrastructure or public safety services. The major highway access to Applicant's site, I-190, does not transverse through Fitchburg. Leominster public safety officials have confirmed Leominster police, fire and EMT services will be able to address any incidents at the casino and do not expect any "mutual aid" assistance from Fitchburg [see attached letters from the Leominster Police and Fire Departments]. The Applicant has in fact agreed, in its Host Agreement, to build a police substation at the casino for the Leominster police department, which will enhance public safety in the area. This is in addition to the space provided in the casino to the Massachusetts Gaming Commission staff and State Police. Given the distance from the site to any border with Fitchburg, and the City's lack of access directly from I-190, factors such as noise, environmental and/or construction impacts are not practical.

In addition, Applicant's project will place no burden on any utility infrastructure of Fitchburg such as water, sewer, electrical and gas services. These utilities will be provided directly by the City of Leominster and private providers. Applicant will be improving the existing storm water and drainage in the project area. PPE has committed to hire from the local region and therefore, should have no adverse impact on the local housing stock. Typically, there is a very positive impact in local and regional economies from more local residents having jobs and added buying power. In fact, PPE has received the endorsement of the closest housing development to the project site.

Applicant has also received the endorsement of local and regional chambers of commerce, businesses, performing arts venues and attractions and has entered into agreements to participate in regional marketing and cross-marketing programs with same. This is a strong message from the business community that the casino is anticipated to be a strong economic engine for the entire region. Applicant has entered into cooperation agreements with the Massachusetts Casino Careers Training Institute (representing the State's community college system) and Fitchburg State University, which includes agreements to work together on workforce development, internship programs and cross-marketing efforts between university cultural attractions and the casino. **In fact, leaders of the Massachusetts Casino Careers Training Institute have visited with us in Maryland to learn how we have implemented joint ventures with our regional community college and our Maryland Live! casino facility and how our model can be applied in Massachusetts.** The Applicant has also entered into a partnership with the University of Massachusetts Medical Device Development Corporation, funding up to \$1.5 million per year to support new high-tech business development in the north-central region, which includes Fitchburg. **This program is expected to generate 5,000 direct and 15,000 indirect jobs in the region.** Therefore, the impact on public education in the community and the increased opportunities that will be created for students and graduates will be extremely positive and the casino's impact on the regional unemployment rate will be enormous.

Most cities would embrace the type of investment and job creation we are proposing for the region. It is instructive to look at how differently Fitchburg has acted in the case of a recent large scale commercial development within its own borders, the Great Wolf Lodge. While Fitchburg is raising every possible issue it can dream up for the proposed casino development 6.5 miles away from its outside border – unemployment, education, housing, social services, traffic – in the case of Great Wolf Lodge the City did not require a single traffic study, or hold a single public input hearing beyond a 5 minute zoning board meeting, even though the development will generate significantly more traffic and impact on the City than the casino. Where was the concern in the case of Great Wolf Lodge as to whether the City's building department could inspect houses? Where was the analysis as to whether its public safety and traffic infrastructure was sufficient to handle the new development? We support the Great Wolf project and expect to book a substantial number of rooms each year with the hotel; however the hypocrisy of the City's position in the present case should not be overlooked.

Finally, as to social services impacts related to problem gaming, Section 56 and Section 59-2(k) of the Expanded Gaming Act provides for certain fees from the casinos, as well as 5% of gaming tax receipts to be deposited into a Public Health Trust Fund to be used for addressing this important issue. The Massachusetts Gaming Commission has stated it intends to spend in excess of \$15 million per year, **approximately 30% of total existing national expenditures**, to address problem gaming in the Commonwealth. Therefore, it is not anticipated that the cost associated with problem gaming will become the burden of local jurisdictions, nor is there evidence that given the amount of gaming available in the region, and the limited size of the Category 2 facility, that the subject project is anticipated to create any significant number of new problem gaming cases. If anything, the amount of new resources that will be available in the Commonwealth should help address not only new issues, but assist those existing cases of Commonwealth residents suffering from addictions.

We empathize greatly with the City of Fitchburg's current problems of unemployment, crime and demand for social services, **however, these are pre-existing issues that have no causal relationship to Applicant's proposed casino.** As an example of the City's overreaching, it cites in its Application for Community Disbursement filing one of the potential impacts from the casino as: "potential stress on the City's housing stock, particularly in connection with rental housing and the need for adequate building and inspectional services in order to ensure proper code enforcement." Clearly, if the City is not able to inspect its existing stock of housing for safety and code enforcement, this is not a problem resulting from the casino. The City also contradicts itself by citing its high unemployment rate and demand for jobs, yet concern that people might actually want to live in the City. Indeed, the positive impacts of having the casino in Leominster can only help the City's existing unemployment and social problems, and in determining whether a jurisdiction qualifies as a "surrounding community", the Commission's regulations call for weighing both the positive impacts and negative impacts, if any. Applicant has committed to preferential hiring for Leominster and neighboring communities that enter into agreements with Applicant. In addition, the casino, which is expected to spend approximately \$20 million annually on goods and services, is committed to working with local businesses from those communities that enter into agreements with Applicant. In Applicant's discussions with Fitchburg, it offered to include the City's residents and businesses in this program. The Applicant remains committed to a continued dialogue with the City of Fitchburg, and to reaching an agreement in the spirit of cooperation as it has done with other area communities, but vehemently opposes the City's petition for funding from Applicant for the reasons stated herein.

Applicant respectfully requests that the request for disbursement be denied.

Sincerely,

PPE Casino Resorts MA, LLC

By:


Charles Jacobs, General Counsel

cc: John Ziemba, MGC ✓
Lisa A. Wong, Mayor City of Fitchburg
Mathew G. Feher, Esq.
Bruce H. Tobey, Esq.
John B. Barrett, City Solicitor

w/encl.

September 24, 2013

Joe Weinberg, President
The Cordish Companies
601 E. Pratt Street
Baltimore, Maryland 21202

Re: Fitchburg, Massachusetts - Surrounding Community Mitigation

Dear Mr. Weinberg:

I am writing on behalf of the City of Fitchburg ("City"), which Pannone Lopes Devereaux & West LLC represents in the matter of the proposed slot facility project in neighboring Leominster ("Project") for which The Cordish Companies ("Cordish") will be seeking a license from the Massachusetts Gaming Commission ("MGC"). We acknowledge but vigorously reject the positions which you clearly advanced on behalf of Cordish at yesterday's meeting with Mayor Wong and her legal team, which were:

- The Project will have no adverse impacts on the City and the critical public services it provides; and
- Cordish need not enter into any other agreement to provide mitigation payments other than that it has made through its host community agreement with the City of Leominster.

Please let me be equally clear: the Project will have substantial adverse impacts on the City, and Cordish is obligated to make the necessary mitigation payments to accommodate those impacts.

Chapter 23K of the Massachusetts General Laws (together with any rules, regulations, policies and guidance promulgated thereunder, the "Act") makes clear that no gaming applicant is eligible to receive a gaming license unless it provides signed agreements between the applicant and surrounding communities in proximity to the proposed gaming facility ("Agreement") to the MGC. Such Agreement shall (i) require the applicant to make community impact payments to a surrounding community and (ii) stipulate all responsibilities between a surrounding community and the applicant, including stipulations of known impacts from the development and operation of a gaming establishment.

This mandate captures an important reality: in Massachusetts, unlike other states, services are not provided on a highly-centralized basis through large vehicles such as county government; instead, that role of service-provider is assumed by local city and town governments. It is a

{P0398236 V 1}

Joe Weinberg, President
The Cordish Companies
September 24, 2013
Page 2

central premise of the Act that the needs of those local governments are to be met before any gaming project receives a license.

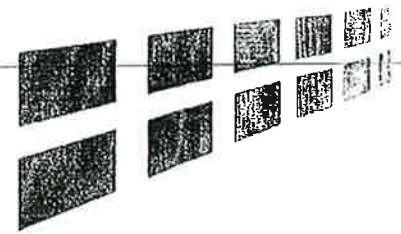
In the limited time available to it, the City has compiled evidence of its entitlement to receive compensation for services it will need to provide to offset known Project impacts. Those services include, but are not limited to, police, fire, emergency medical, education, public health, public works, housing and workforce development services. In addition to the foregoing, the Mayor made it abundantly clear during our meeting that the Project will give rise to social issues which will require the City to provide, at substantial cost, additional social services throughout the region.

Therefore, we request that Cordish negotiate and enter into an Agreement with the City as required by the Act. At a minimum, the City seeks the following as part of the Agreement:

- Term: 5 years - subject to renegotiation prior to license renewal;
- Jobs: Cordish to use best efforts to employ 25% City residents to address its workforce needs, on an ongoing basis;
- Up-Front Impact Fee Payment: \$3,200,000 to be paid in two equal installments during the 2-year construction phase of the Project. This payment will categorically deal with required infrastructure and capital asset upgrades and study the development of social and economic mitigation measures associated with the Project.
- Annual Impact Fee: Greater of \$3,500,000 or 1.5% of gross gaming revenues to sustain core municipal service requirements in light of Project opening;
- Community Improvement Trust Fund: an amount to be negotiated, paid annually; and
- Other requirements: consistent with area agreements.

In accordance with the Act, we fully expect that the Agreement will be included with Cordish's Category 2 license application, which is to be submitted to MGC on or before the deadline of October 4, 2013. Otherwise, please be advised that the City fully intends to pursue any and all rights under the Act including, but not limited to, petitioning the MGC to seek designation as a surrounding community for the purpose of negotiating the Agreement.

Joe Weinberg, President
The Cordish Companies
September 24, 2013
Page 3



We look forward to a useful dialogue in connection with the foregoing. We are available on the following dates in order to continue our discussion: Friday, September 27 at 12pm and Tuesday, October 1 at 3pm. Please advise me of your availability at your earliest convenience.

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC

By: Bruce H. Tobey
Bruce H. Tobey, Partner

cc: The Honorable Lisa A. Wong, Mayor
John B. Barrett, City Solicitor
Matthew G. Feher, Esq.

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Friday, September 13, 2013

Fitchburg City Council OKs hiring lawyer for Leominster casino effects

By Paula J. Owen, TELEGRAM & GAZETTE STAFF

[Add a comment](#)

FITCHBURG — In stark contrast to the discussion last week on the matter, councilors unanimously approved hiring special counsel to help protect the city's interests should a proposal for a slots-only casino move forward in neighboring Leominster.

Leominster voters will decide the project's fate in a referendum Sept. 24.

Last week councilors said they felt they needed more time to mull over the proposal made by the city solicitor to retain Matthew G. Feher of the Boston law firm Pannone Lopes Devereaux & West, which specializes in law pertaining to casinos.

Mr. Feher would work with the city and the developer to come up with a mitigation agreement to be included in the license application of the developer, Cordish Cos. of Maryland. Cordish must submit its application to the state by Oct. 4.

There are three proposals for the state's sole slots casino license, and the Massachusetts Gaming Commission will make a determination by the end of this year. The others are in Raynham and Plainville.

Under the state's Gaming Act, developers are required as part of their application fees to provide surrounding communities with up to \$50,000 each to hire outside counsel and experts to look at mitigation issues.

Fitchburg won't pay anything out-of-pocket by utilizing Mr. Feher's services, because Cordish will pay his fee directly, he said.

Additionally, Mr. Feher said he can negotiate into his agreement a requirement for the developer to pay any overage costs for his fees.

Mr. Feher will meet with city officials and other interested parties in the coming weeks, and the Fitchburg City Council will review the final agreement at its Oct. 1 meeting.

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Central Fire Station, 19 Church Street
Leominster, Massachusetts 01453
TELEPHONE (978) 534-7541 ~ FAX (978) 537-6567

Robert A. Sideleau, II
Chief

October 25, 2013

Mr. David Cordish
The Cordish Companies
601 East Pratt St., 6th Floor
Baltimore, MD 21202

Dear Mr. Cordish:

I am aware that the proposed slots parlor to be constructed in Leominster consists of a 100,000 square foot building containing 1,250 slot machines and 4 restaurants. This proposed building will be equipped with both a fire sprinkler and fire alarm system.

It is the anticipation of the Leominster Fire Department that this structure will not generate a large volume of fire calls and we anticipate handling them with our on duty resources. I do not expect an increase in mutual aid for fire calls at this location.

The Leominster Fire Department is the ambulance provider for the city, and is currently trying to staff a second ambulance due to call volume. Calls for emergency medical assistance have increased in recent years and I do expect the slots parlor to add to this. It is my feeling and anticipation that revenue received from the host agreement will be used to increase our ambulance coverage. If that is correct, I do not anticipate an increase in mutual aid for medical calls.

Sincerely,

Robert A. Sideleau, II
Chief

RAS/eai



**CITY OF
LEOMINSTER
POLICE
DEPARTMENT**

29 Church St.
Leominster, Ma. 01453-3100

ROBERT J HEALEY
Chief of Police

978 534 -7560
fax 978 534 -7558

Joe Weinberg
Cordish Company
Baltimore, MD

October 25, 2013

Re; Mutual Aid Agreement with the City of Fitchburg

Dear Mr. Weinberg,

The Leominster Police Department has entered into and held a mutual aid agreement via M.G.L. Chapter 40 section 8G for many years. Primarily this agreement is used for inter jurisdictional investigations involving undercover drug investigations with the City of Fitchburg and other surrounding city and towns

Notwithstanding the mutual aid agreement, over my 35 years as a Leominster Police Officer, the primary agency we have relied upon for additional resources, has been the Massachusetts State Police. There are far and few times we have had the need to call upon another surrounding community, including the City of Fitchburg to assist us with resources that the Leominster Police Department did not already have at our immediate disposal.

The Leominster Police Department has consistently responded to all emergencies and calls for service in a timely efficient manner. We pride ourselves on having a professional and dedicated department capable or responding 24 hours a day with sufficient resources and manpower.

Sincerely yours,

Robert J. Healey
Chief of Police

FURTHER BACKGROUND INFORMATION

November 5, 2013

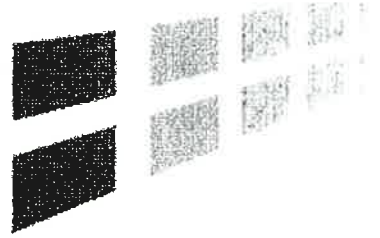
Massachusetts Gaming Commission
Attention: Stephen Crosby, Chairman
84 State Street, 10th Floor
Boston, MA 02109

Re: Cordish Letter dated October 28, 2013 In Opposition to the City of Fitchburg's
("City") Involuntary Disbursement Application

Dear Chairman Crosby:

I write regarding the above-referenced letter from PPE Casino Resorts MA, LLC, an affiliate of The Cordish Companies ("Cordish"). The City emphatically rejects the disingenuous misrepresentations it contains and highlights the following as examples of Cordish's bad faith dealings.

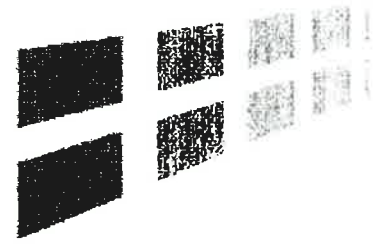
- In its letter, Cordish claims that "Fitchburg is the only neighboring community that has refused to negotiate within the [Cordish] framework agreement." This could be no further from the truth - the City never received an invitation to negotiate within the framework document and never received a copy of it.
- Cordish repeatedly states that the City is seeking compensation to remedy its existing problems. Again, Cordish is misguided – enclosed with this letter is a recent communication with David Cordish that unequivocally states the opposite. It is surprising that Cordish does not seem to recognize the impacts its proposed convenience gaming facility will have on already strained social, public safety and transportation services.
- According to Cordish, the City appears to have rejected its attempts to meet to negotiate. This suggestion is yet another distortion – the City has expressly requested meetings via letter correspondence and direct email communication on multiple occasions, immediately following our initial September 23, 2013 meeting and most recently on October 25, 2013. On each occasion, Cordish's response was that there would be no negative impact on the City. Meanwhile, Cordish recognized negative impacts in four area communities as evidenced by surrounding community agreements entered into by Cordish, including with the Town of Townsend which does not share a border with the Host Community and is approximately thirty minutes away from the proposed gaming facility.



- Cordish references studies it has conducted to assess transportation and other impacts. Never has it shared any such study with the City, and such information was not discussed during our initial meeting at which Cordish's traffic engineer was present.
- The reference to Great Wolf Lodge is yet another demonstration of Cordish's misrepresentations. The City involved the public throughout the siting and permitting of that facility notwithstanding Cordish's statements to the contrary. It was demonstrated to the City that Great Wolf Lodge would actually reduce the amount of traffic, not increase it. Moreover, to compare a hotel and water park to a convenience gambling facility is contrary to the notion that gaming facilities are different from other commercial development, a reality recognized by the Expanded Gaming Act. It should also be noted that Cordish admits that Great Wolfe Lodge will be booked with visitors to its slot facility, a strong admission that the City and its services will be impacted.

While we could continue with a long and comprehensive dissertation that refutes each concept advanced by Cordish in its letter, we would rather take this opportunity to seek progress and, to that end, respectfully renew our request that the Commission provide the City with the resources it needs to protect its interests.

If Cordish persists in the sort of behavior exhibited in their October 28 letter, the Commission may want to seriously question whether Cordish is the sort of organization it wishes to grant the privilege of operating a profitable gaming facility for five years in this Commonwealth. The licensing process should not be one that creates winners and losers, divides and conquers neighbors, or benefits the strong over the weak. Instead, it should promote true partnership to ensure that any gaming sanctioned by the Commonwealth is successful, transparent and adequately mitigated.



Thank you very much for your attention to this matter and we look forward to continue working with the Commission and Cordish to ensure a successful partnership moving forward.

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC

By: Bruce H. Tobey
Bruce H. Tobey, Esq.

By: William P. Devereaux
William P. Devereaux, Esq.

cc: John S. Ziemba, MGC Ombudsman
Joe Weinberg, President, The Cordish Companies
The Honorable Lisa A. Wong, Mayor
John B. Barrett, City Solicitor
Matthew G. Feher, Esq.

Enclosure

Tobey, Bruce

From: Tobey, Bruce
Sent: Friday, October 25, 2013 10:21 AM
To: David Cordish
Subject: RE: Fitchburg, MA

David:

I have two points to make, each punctuated with a question:

1. Of course Cordish did not cause Fitchburg's problems, but the construction of a slot parlor in a neighboring city without a meaningful mitigation agreement (as required by the gaming statute) will certainly exacerbate them in substantive ways. While the City welcomes positive economic development, Cordish does not seem to want to recognize that gambling venues such as the one contemplated here can tax already strained social, public safety and transportation services. The Massachusetts Gaming Commission recognized these factors in mandating that casino developers enter into mitigation agreements with surrounding communities. We believe Fitchburg is a "surrounding community" as defined by both law and common sense, and we stand ready to negotiate a meaningful mitigation agreement that is fair to both Fitchburg's citizens and Cordish. However, if Cordish fails to negotiate a mitigation agreement in good faith that addresses Fitchburg's realistic concerns, then we will be compelled to bring this to the Commission's attention and to pursue all remedies allowed by the statute. Time is short - will you meet with us next week in Massachusetts to negotiate such an agreement?

2. We forwarded to you on October 2, 2013 for Cordish's endorsement the City's Request to MGC for a voluntary disbursement of resources to assist the City in its engagement of this matter and, to date, we have received no reply. Does Cordish intend to endorse that request?

Please reply by the end of the day today.

From: David Cordish [David@cordish.com]
Sent: Wednesday, October 23, 2013 5:59 PM
To: Tobey, Bruce
Subject: Reply

Bruce, still struggling to understand your ems. We do not need to revisit Fitchburg to agree that it is depressed economically. We have been there countless times. Mass Live did not create these problems. Is the City somehow contending that we are the cause of Fitchburg's problems today?

Not only have we been to Fitchburg many many times we have met with the Mayor in her office to discuss and Agreement and working cooperatively. The meeting was unproductive.

No one on your side, and certainly not the Mayor, has visited the surrounding areas to Md Live ever. What the Mayor would learn in such a visit is that there were areas of poverty and other social problems, that closely resemble the problems in Fitchburg, pre our development. Obviously, since we have only been open a little over a year, problems still exist and are visible. On the other hand, meeting w residents, officials and civic groups during a visit would educate on the enormous positive effects our casino has had on pre existing problems. With NO negative affects. The same positives will accrue to Fitchburg's pre existing problems, should we build our proposed casino in Fitchburg.

How can Fitchburg comment knowledge ably on an area never visited. Nor having had direct conversation in person with the affected neighborhoods? My last em made a simple legitimate request. Please send the data you have stated you will share with us Again, I respectfully suggest it can only help us to see what data you are referring to.

Please also let me suggest a visit to one of our other casino communities. Hollywood Fld.

I suggest Hollywood as an alternative to Md. since we cannot seem to interest Fitchburg in Md. Hollywood is a small community similar to Fitchburg. Our casino is built on the site of a trailer park, a mobile home park. A visit will confirm that while we have not cured all pre existing ills in the area, we have had a positive impact on many of them. We have had NO negative impact on our neighboring communities and the people living there will so inform. Such a visit will educate on the before and after.

October 23, 2013

Joe Weinberg, President
The Cordish Companies
601 E. Pratt Street
Baltimore, Maryland 21202

Re: Fitchburg, Massachusetts – Community Disbursements

Dear Mr. Weinberg:

As you know, the City of Fitchburg (“City”) submitted a Letter of Authorization (“LOA”) to your attention on October 2, 2013 so that it can receive disbursements administered by the Massachusetts Gaming Commission in connection with the surrounding community process envisioned by M.G.L. 23K. As of the date hereof, we have not received the countersigned LOA or any further communication in connection therewith notwithstanding the City’s request to submit such on or before October 11, 2013. Therefore, the City will file its Involuntary Disbursement Application, a copy of which is enclosed in accordance with 205 CMR 114.03(2)(b)(1).

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC

By: Bruce H. Tobey
Bruce H. Tobey, Partner

cc: The Honorable Lisa A. Wong, Mayor
John B. Barrett, City Solicitor
John S. Ziemba, MGC Ombudsman
Matthew G. Feher, Esq.



MASSACHUSETTS GAMING COMMISSION

PLEASE SUBMIT THIS LETTER AND ATTACHMENTS TO:
MASSACHUSETTS GAMING COMMISSION
ATTENTION: JOHN ZIEMBA, OMBUDSMAN
84 STATE STREET, 10TH FLOOR
BOSTON, MA 02109

APPLICATION FOR COMMUNITY DISBURSEMENT W/O LETTER OF AUTHORIZATION

in accordance with 205 CMR 114.03(2)(b)

TYPE OF REQUEST (choose one from drop down menu): Grant (G.L. c.44, s.53A)

1. City of Fitchburg, Massachusetts
NAME OF MUNICIPALITY
2. Treasurer's Department
MUNICIPAL DEPARTMENT THAT WOULD RECEIVE FUNDS IF GRANTED
3. Michelle Shephard Acting Treasurer/Collector
NAME AND TITLE OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
4. Fitchburg Municipal Offices, 166 Boulder Drive, Suite 108, Fitchburg, MA 01420
ADDRESS OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
5. 978-829-1830 MShephard@fitchburgma.gov
PHONE # AND EMAIL ADDRESS OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
6. Lisa A. Wong Mayor
NAME AND TITLE OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS ON BEHALF OF MUNICIPALITY
7. Fitchburg Municipal Offices, 166 Boulder Drive, Suite 108, Fitchburg, MA 01420
ADDRESS OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS ON BEHALF OF MUNICIPALITY
8. 978-829-1801 mayor@ci.fitchburg.ma.us
PHONE # AND EMAIL ADDRESS OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS
9. PPE Casino Resorts MA, LLC; Category 2 License
NAME OF APPLICANT FOR GAMING LICENSE AND CATEGORY OF LICENSE BEING APPLIED FOR
10. City of Leominster, Massachusetts
NAME OF HOST COMMUNITY FOR APPLICANT FOR GAMING LICENSE

TIMING OF REQUEST

A municipality may apply for community disbursement funds without a signed letter of authorization only at certain times. Please check the box next to the statement that best describes the situation of the city or town seeking funds:

- A. 21 DAYS HAVE PASSED SINCE THE APPLICANT AND THE HOST COMMUNITY EXECUTED A HOST COMMUNITY AGREEMENT.

DATE APPLICANT AND HOST COMMUNITY EXECUTED A HOST COMMUNITY AGREEMENT July 18, 2013

- B. THE APPLICANT IS APPLYING FOR A CATEGORY 1 (FULL CASINO) LICENSE AND THIS APPLICATION FOR FUNDS IS BEING SUBMITTED AFTER OCTOBER 2, 2013 (90 DAYS PRIOR TO DEADLINE FOR SUBMISSION OF RFA-2 APPLICATION BY APPLICANT)

- C. THE APPLICANT IS APPLYING FOR A CATEGORY 2 (SLOTS) LICENSE AND THIS APPLICATION FOR FUNDS IS BEING SUBMITTED AFTER AUGUST 5, 2013 (60 DAYS PRIOR TO DEADLINE FOR SUBMISSION OF RFA-2 APPLICATION BY APPLICANT)

ITEMIZATION OF REQUESTED FUNDS

Please identify below all legal, financial, and other professional services deemed necessary by the community, and for which the community now seeks funds, relative to the cost of determining the impact of the proposed gaming establishment and for the negotiation and execution of a surrounding community agreement.

Documentation (e.g.- invoices, proposals, estimates, etc.) adequate for the Commission to evaluate this application in accordance with 205 CMR 114.03(2)(b)(2) must be attached to this application. Please attach additional sheets if necessary.

(CLICK ON BOX TO INSERT TEXT)

1PANNONE LOPES DEVEREAUX & WEST LLC 75 Arlington Street, Suite 500, Boston, Massachusetts 02116 Legal and supporting sub-consultative services \$50,000 Grant

2n/a Type of request

3n/a Type of request

4n/a Type of request

5n/a Type of request

6n/a Type of request

INTERACTION WITH APPLICANT

To be eligible for disbursement of these funds the community must attest that a request for the funds being requested in this application was first made to the applicant directly and denied, and that a copy of this application was served on the applicant prior to being filed with the Commission. Please provide a response to each of the following:

1. Please describe the manner in which the subject funds were requested from the applicant and denied by the applicant including the date(s) on which the request was made, to whom it was made, the manner in which the request was denied (i.e.- whether the denial was in writing, verbal, or by virtue of a lack of response to the request), and the nature of any relevant conversations. Please attach a copy of any relevant written communications.

The City of Fitchburg ("City") requested the disbursement of the funds described herein in letter correspondence addressed to Mr. Joe Weinberg, President of The Cordish Companies ("Cordish"), dated and submitted on October 2, 2013, a copy of which is attached hereto. The letter clearly requested that the enclosed City-executed Letter of Authorization be countersigned by Cordish and returned on or before October 11, 2013. As of the date hereof, no response to that letter has been received by the City.

2. Please attach proof of service of this application on the applicant prior to it being filed with the Commission that reflects the date it was filed, the name and address of the person it was sent to, and the method of service that was used.

JUSTIFICATION

The Commission may approve this application and grant the funds requested if it finds that there is a reasonable likelihood that the community will be designated a surrounding community pursuant to 205 CMR 125.01, that the request is reasonable in scope, and that the risk that the community will not be able to properly determine the impacts of a proposed gaming establishment without the requested funds outweighs the burden of the actual financial cost that will be borne by the applicant. Please provide a response to each of the following:

1. Please explain why the community believes it is reasonably likely that it will be designated a surrounding community. Reference may be made to the factors outlined in 205 CMR 125.01(2)(b), including the proximity of the community to the proposed gaming establishment, any connecting infrastructure, and other similar elements.

The City satisfies the factors set forth in MGL Chapter 23K, Sections 4(33) and 17(a) and 205CMR 125.01(2)(a) and (b), including but not limited to the following:

- 1) Proximity to the Host Community including a shared border;
- 2) Identical population, demographic and socio-economic features of the Host Community including designation as a "Gateway Community";
- 3) City's poverty rate is over double that of the Host Community;

- 4) Location of aged transportation infrastructure that traverses the City to serve the Cordish facility notably including State Routes 2, 2A, 12 and 31 and the John Fitch Highway;
- 5) Potential increases in construction traffic congestion on such public ways;
- 6) Potential impacts on public safety including fire, emergency response and police particularly in connection with mutual aid agreements by and between the City and the Host Community;
- 7) Potential stress on the City's housing stock, particularly in connection with rental housing and the need for adequate building and inspectional services in order to ensure proper code enforcement;
- 8) Increases in social services including those connected to problem gambling, alcohol and drug use and workforce and financial education provided disproportionately by the City including Fitchburg State University and the Montachusett Opportunity Council (MOC); and
- 9) Potential impacts on City schools including bilingual education and class size reduction programs.

2. Please explain why the community believes that it will not be able to properly determine the impacts of the proposed gaming establishment without the requested funds. Include an explanation as to the interaction the community has had with the regional planning agency, if any, and why that process, if any, will not be sufficient; the interaction it has had with the host community and other prospective surrounding communities and why existing studies and reports, if any, will not be satisfactory.


The City does not possess the internal planning, economic development and legal resources necessary to identify all known impacts and to negotiate a Surrounding Community Agreement due to significant budget constraints. This is exacerbated by Cordish's unwillingness to negotiate with the City and the potential for arbitration as a result. The Montachusett Regional Planning Commission has been involved in internal discussions and has provided preliminary information to assist the City and its legal counsel identify known impacts and prepare a petition to be submitted to the MGC in accordance with 205 CMR 125.01. The City has reached out to the host and potential surrounding communities in connection with the Cordish project – the City is not aware of any studies or reports that would assist it in quantifying City impacts as a result of the project. If Cordish has produced any such reports, it has not shared them with the City.

3. Please provide any additional information that the community believes demonstrates that the funds being requested are reasonable in scope. For example, please explain why the costs of the services requested are a reasonable amount.

Please see the responses to Questions 1 and 2 above. This need is heightened due to Cordish's unwillingness to negotiate with the City thereby subjecting the City to the regulatory process including arbitration. The introduction of a state sanctioned gambling facility in this geographic area is a novel event and the City is not vested with the resources, experience and skill to investigate and weigh the potential economic benefits against the economic and social costs associated with this type of gambling entity. Fitchburg is a city with a significant percentage of people in the lower socio-economic strata and its community programs are already taxed to the limit. Preliminary reviews of information indicate that cities and towns located within a 10-mile radius of gambling facilities, with a higher than average poverty level, are more adversely effected by the introduction of these venues. Furthermore, the planned Cordish facility is not a resort-destination casino but a convenience gambling entity. Therefore, it is more likely that the traffic in and out of the facility will occur at a higher rate than that experienced by a resort-style casino. Finally, Cordish has been reluctant to engage in any meaningful dialogue with the City to address these issues and how the negative costs and strain on City programs and public safety will be addressed. The City will be required to retain firms and personnel with the experience and skill to address these important issues and advise municipal leaders.

CERTIFICATION BY MUNICIPALITY

On behalf of the aforementioned municipality I hereby certify under the pains and penalties of perjury that all information contained in this application or attached hereto is accurate to the best of my knowledge and understanding. Further, I represent that I have actual authority to submit this application.



Signature of responsible municipal official

10/22/13

Date

Lisa A. Wong

Name of responsible municipal official

Mayor

Title

October 2, 2013

Joe Weinberg, President
The Cordish Companies
601 E. Pratt Street
Baltimore, Maryland 21202

Re: Fitchburg, Massachusetts – Letter of Authorization

Dear Mr. Weinberg:

So that the City of Fitchburg can receive disbursements administered by the Massachusetts Gaming Commission in connection with the surrounding community process envisioned by M.G.L. 23K, we ask that you execute and return the enclosed Letter of Authorization on or before October 11, 2013.

Thank you very much for your attention to this matter.

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC

By: 
Bruce H. Tobey, Partner

cc: The Honorable Lisa A. Wong, Mayor
John B. Barrett, City Solicitor
John S. Ziemba, MGC Ombudsman
Matthew G. Feher, Esq.



MASSACHUSETTS GAMING COMMISSION

PLEASE SUBMIT THIS LETTER AND ATTACHMENTS TO:
MASSACHUSETTS GAMING COMMISSION
ATTENTION: JOHN ZIEMBA, OMBUDSMAN
84 STATE STREET, SUITE 720
BOSTON, MA 02109

LETTER OF AUTHORIZATION in accordance with 205 CMR 114.03(2)

TYPE OF REQUEST (choose one from drop down menu): Grant

- 1. City of Fitchburg, Massachusetts
NAME OF MUNICIPALITY
- 2. Treasurer's Department
MUNICIPAL DEPARTMENT RECEIVING FUNDS
- 3. Michelle Shephard Acting Treasurer/Collector
NAME AND TITLE OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
- 4. Fitchburg Municipal Offices, 166 Boulder Drive, Suite 108, Fitchburg, MA 01420
ADDRESS OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
- 5. 978-829-1830 MShephard@fitchburgma.gov
PHONE # AND EMAIL ADDRESS OF INDIVIDUAL RESPONSIBLE FOR HANDLING OF FUNDS
- 6. Lisa A. Wong Mayor
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- 8. 978-829-1801 mayor@ci.fitchburg.ma.us
PHONE # AND EMAIL ADDRESS OF INDIVIDUAL AUTHORIZED TO COMMIT FUNDS
- 9. PPE Casino Resorts MA, LLC
NAME OF APPLICANT FOR GAMING LICENSE
- 10. Joe Weinberg
NAME OF AUTHORIZED REPRESENTATIVE OF GAMING APPLICANT
- 11. 410-347-2758 joe@cordish.com
PHONE # AND EMAIL ADDRESS OF REPRESENTATIVE OF GAMING APPLICANT

ITEMIZATION OF APPROVED FUNDS

Please identify below the manner in which the funds have been/are to be used. Documentation (e.g.- invoices, proposals, estimates, etc.) adequate for the Commission to ensure that the funds have been/are to be used for the cost of determining the impact of a proposed gaming establishment and/or for negotiating a community mitigation impact agreement must be attached to this *Letter of Authorization*. Please attach additional sheets if necessary.

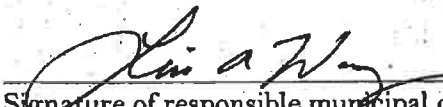
(CLICK ON BOX TO INSERT TEXT)

1 PANNONE LOPES DEVEREAUX & WEST LLC; 75 Arlington Street, Suite 500, Boston, Massachusetts 02116;
Legal and supporting sub-consultative services; \$50,000.00; Grant

CERTIFICATION BY MUNICIPALITY

On behalf of the aforementioned municipality I hereby certify that the funds that are requested in this application have been used/will be used solely for the purposes articulated in this letter of authorization.

(for reimbursements) Further, on behalf of the aforementioned municipality I hereby certify that the funds have been properly appropriated and expended for the designated services.



Signature of responsible municipal official

9/20/13

Date

APPROVAL OF GAMING APPLICANT

On behalf of the aforementioned gaming applicant, I hereby authorize the payment of community disbursement funds to the municipality as outlined in this letter of authorization. The applicant acknowledges that if the total amount of payments authorized exceed the initial \$50,000 portion of the application fee, the applicant shall immediately pay to the Commission all such additional amounts authorized by this letter, or other similar letters.

Signature of authorized representative of applicant

Date

October 2, 2013

Joe Weinberg, President
The Cordish Companies
601 E. Pratt Street
Baltimore, Maryland 21202

Re: Fitchburg, Massachusetts - Surrounding Community Mitigation

Dear Mr. Weinberg:

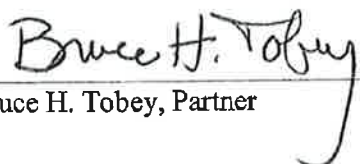
On behalf of the City of Fitchburg ("City"), I am writing to follow-up with you in connection with my September 24, 2013 correspondence. As of close of business yesterday (the second proposed meeting date), we have not received a response to the City's invitation to continue discussions of the impacts associated with the proposed slot facility project in neighboring Leominster for which The Cordish Companies ("Cordish") will be seeking a license from the Massachusetts Gaming Commission ("MGC"). Now that both of the proposed meeting dates have passed, I write in a final attempt to secure a meeting with you on or before the date Cordish submits its license application with MGC.

In the event Cordish continues to ignore the City's request, the City will have no other choice but to pursue any and all rights under M.G.L. c. 23K (together with any rules, regulations, policies and guidance promulgated thereunder) including, but not limited to, petitioning the MGC to seek designation as a surrounding community for the purpose of negotiating a surrounding community agreement.

We look forward to establishing a useful dialogue in connection with this matter.

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC

By: 
Bruce H. Tobey, Partner

cc: The Honorable Lisa A. Wong, Mayor
John B. Barrett, City Solicitor
John S. Ziemba, MGC Ombudsman
Matthew G. Feher, Esq.

{P0398766 V 1}

September 24, 2013

Joe Weinberg, President
The Cordish Companies
601 E. Pratt Street
Baltimore, Maryland 21202

Re: Fitchburg, Massachusetts - Surrounding Community Mitigation

Dear Mr. Weinberg:

I am writing on behalf of the City of Fitchburg ("City"), which Pannone Lopes Devireaux & West LLC represents in the matter of the proposed slot facility project in neighboring Leominster ("Project") for which The Cordish Companies ("Cordish") will be seeking a license from the Massachusetts Gaming Commission ("MGC"). We acknowledge but vigorously reject the positions which you clearly advanced on behalf of Cordish at yesterday's meeting with Mayor Wong and her legal team, which were:

- The Project will have no adverse impacts on the City and the critical public services it provides; and
- Cordish need not enter into any other agreement to provide mitigation payments other than that it has made through its host community agreement with the City of Leominster.

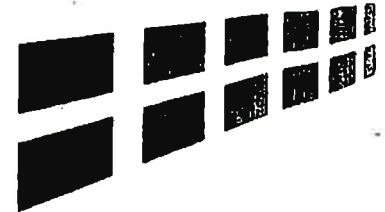
Please let me be equally clear: the Project will have substantial adverse impacts on the City, and Cordish is obligated to make the necessary mitigation payments to accommodate those impacts.

Chapter 23K of the Massachusetts General Laws (together with any rules, regulations, policies and guidance promulgated thereunder, the "Act") makes clear that no gaming applicant is eligible to receive a gaming license unless it provides signed agreements between the applicant and surrounding communities in proximity to the proposed gaming facility ("Agreement") to the MGC. Such Agreement shall (i) require the applicant to make community impact payments to a surrounding community and (ii) stipulate all responsibilities between a surrounding community and the applicant, including stipulations of known impacts from the development and operation of a gaming establishment.

This mandate captures an important reality: in Massachusetts, unlike other states, services are not provided on a highly-centralized basis through large vehicles such as county government; instead, that role of service-provider is assumed by local city and town governments. It is a

{P0398236 v 1}

Joe Weinberg, President
The Cordish Companies
September 24, 2013
Page 2



central premise of the Act that the needs of those local governments are to be met before any gaming project receives a license.

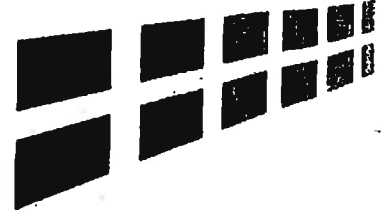
In the limited time available to it, the City has compiled evidence of its entitlement to receive compensation for services it will need to provide to offset known Project impacts. Those services include, but are not limited to, police, fire, emergency medical, education, public health, public works, housing and workforce development services. In addition to the foregoing, the Mayor made it abundantly clear during our meeting that the Project will give rise to social issues which will require the City to provide, at substantial cost, additional social services throughout the region.

Therefore, we request that Cordish negotiate and enter into an Agreement with the City as required by the Act. At a minimum, the City seeks the following as part of the Agreement:

- Term: 5 years - subject to renegotiation prior to license renewal;
- Jobs: Cordish to use best efforts to employ 25% City residents to address its workforce needs, on an ongoing basis;
- Up-Front Impact Fee Payment: \$3,200,000 to be paid in two equal installments during the 2-year construction phase of the Project. This payment will categorically deal with required infrastructure and capital asset upgrades and study the development of social and economic mitigation measures associated with the Project.
- Annual Impact Fee: Greater of \$3,500,000 or 1.5% of gross gaming revenues to sustain core municipal service requirements in light of Project opening;
- Community Improvement Trust Fund: an amount to be negotiated, paid annually; and
- Other requirements: consistent with area agreements.

In accordance with the Act, we fully expect that the Agreement will be included with Cordish's Category 2 license application, which is to be submitted to MGC on or before the deadline of October 4, 2013. Otherwise, please be advised that the City fully intends to pursue any and all rights under the Act including, but not limited to, petitioning the MGC to seek designation as a surrounding community for the purpose of negotiating the Agreement.

Joe Weinberg, President
The Cordish Companies
September 24, 2013
Page 3



We look forward to a useful dialogue in connection with the foregoing. We are available on the following dates in order to continue our discussion: Friday, September 27 at 12pm and Tuesday, October 1 at 3pm. Please advise me of your availability at your earliest convenience.

Very truly yours,

PANNONE LOPES DEVEREAUX & WEST LLC

By: Bruce Tobey
Bruce H. Tobey, Partner

cc: The Honorable Lisa A. Wong, Mayor
John B. Barrett, City Solicitor
Matthew G. Feher, Esq.

September 12, 2013

PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT COMMUNICATION

John B. Barrett, Esq.
Fitchburg City Solicitor
City Hall Offices
166 Boulder Drive - Law Department
Fitchburg, Massachusetts 01420

Re: Legal Services for the City of Fitchburg for Surrounding Community Casino
Mitigation Matters

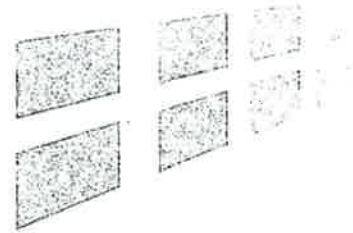
Dear Mr. Barrett:

Thank you for retaining PANNONE LOPES DEVEREAUX & WEST LLC ("PLDW") to represent the City of Fitchburg, Massachusetts (the "City") in connection with the development of the proposed PPE Casino Resorts slot facility project, including negotiation of surrounding community mitigation agreements. This letter will confirm our representation. Enclosed are PLDW's Standard Terms of Engagement which outline the firm's policies and obligations, as well as your rights and responsibilities in connection with this attorney-client relationship. Please contact me at the number listed above to discuss further if you have any questions concerning the policies or scope of this engagement.

During the course of this relationship I will serve as the supervising partner with respect to the services to be provided in this engagement and will be assisted by other partners, associates and legal assistants as appropriate on a case by case basis. I will be the contact to the City and supervise all lawyers and paralegals performing the work.

All services provided with respect to this engagement will be billed on a current basis with monthly invoices sent to you that will contain full detail as to the specific effort, hourly rates and reimbursable expenses incurred by PLDW on your behalf. We propose to charge the City a blended hourly rate for assigned attorneys of \$245.00 per hour, which we will hold for the duration of this engagement. PLDW acknowledges that payment of its fees is strictly subject to retaining compensation from either the Massachusetts Gaming Commission or through the mitigation agreement. The City will not be directly responsible for such fees under any circumstance.

John B. Barrett, City Solicitor
City of Fitchburg, Massachusetts
September 12, 2013
Page 2



If the terms described above and in the attached Standard Terms of Engagement are satisfactory, please so indicate by signing and returning the enclosed copy of this letter in the enclosed self-addressed, stamped envelope provided for your convenience. Please be assured that although the Standard Terms of Engagement appear formal, they are intended to make certain that we have fully disclosed the terms of our engagement prior to commencing legal work on your behalf.

On behalf of the firm, I sincerely thank you for this opportunity and look forward to working with the City on this important public interest project.

Sincerely,

PANNONE LOPES DEVEREAUX & WEST LLC

Teno A. West
Partner

Enclosures

ACKNOWLEDGED AND AGREED TO
this 12th day of September, 2013

City Solicitor

**PPE CASINO RESORTS MA, LLC
601 E. PRATT STREET, 6TH FLOOR
BALTIMORE, MARYLAND 21202
410-752-5444**

November 12, 2013

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

Re: **Opposition to Application of the City of Fitchburg
for Designation as a Surrounding Community**

Dear Mr. Crosby:

On October 31, 2013, PPE Casino Resorts MA, LLC (“PPE”) received notification from the City of Fitchburg (the “City”) that the City has filed a Petition for Designation as a Surrounding Community under 205 CMR 125.01(2)(a) (the “Petition”) with the Massachusetts Gaming Commission (the “Commission”) requesting that the Commission designate the City a Surrounding Community with respect to PPE’s proposed Category 2 gaming facility (the “Project”) to be located in the City of Leominster, Massachusetts (“Leominster”). PPE hereby opposes the Petition.

The term “**Surrounding Communities**” is defined in M.G.L. c. 23K Section 2 as “municipalities in proximity to a host community which the commission determines experience or are likely to experience impacts from the development or operation of a gaming establishment, including municipalities from which the transportation infrastructure provides ready access to an existing or proposed gaming establishment.”

The Commission has the power and discretion, under M.G.L. c 23K Section 4 (33) and 205 CMR 125.01 (2)(b) to determine whether the City is a Surrounding Community¹. For the

¹ Under 205 CMR 125.01 (1), there are three ways a community can be determined to be a Surrounding Community of the Project, (a) PPE designates a community as a Surrounding Community in its RFA-2 Application and that community assents to such designation, (b) PPE and a community enter into a surrounding community agreement or (c) a community has been designated a Surrounding Community under M.G.L. c 23K Section 17(a) and 205 CMR 125.01(2). PPE has not named any community as a Surrounding Community in its RFA-2 Application. However, in order to foster regional cooperation and good community relations, PPE has voluntarily entered into surrounding community agreements with multiple communities. This fact should not be held against PPE by the Commission when it determines whether the City is a Surrounding Community. Although PPE has offered to enter into a commercially reasonable surrounding community agreement with the City, the City has refused to enter into good faith negotiations with PPE on the terms of such an agreement. The City is under the mistaken believe that PPE must pay for the cure of multiple pre-existing adverse conditions in the City, conditions that will not be exasperated in any material or substantial way by the Project, and in fact, will be mitigated by the Project. The City has demanded payments from PPE that exceed the amounts payable by PPE to Leominster for real estate taxes and host community impact fees under its Host Community Agreement with Leominster.

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

Page 2

reasons stated herein, the Commission should find that the transportation infrastructure of the City will not be significantly and adversely affected by the Project and that the City will not be significantly and adversely affected by the development or operation of the Project and therefore find that the city is not a Surrounding Community.

THE CITY IS NOT IN PROXIMITY TO THE PROJECT

Although Leominster and the City share a border, the City is located to the north of Leominster and the Project is located in the far south of Leominster. The Project is located approximately 6.5 miles from the nearest City neighborhood and 9 miles to the center of the City. The City's Petition notes that it takes 18 minutes to drive to the site of the Project from the City's downtown. That is approximately the same time it takes to drive from the location of the Project to the City of Worcester, which clearly is not in proximity to the Project. The City is not in proximity to the Project. However, if the Commission were to find that the Project was in proximity to the City, the City has not and cannot demonstrate that the Project is likely to cause any significant and adverse impacts on the City.

THERE ARE NO SIGNIFICANT AND ADVERSE IMPACTS ON THE TRANSPORTATION INFRASTRUCTURE OF THE CITY

The market study and traffic studies show there will be almost no measurable traffic impacts on the City's primary thoroughfares (Routes 12 and 31). Any new traffic generated by the Project on these routes would be drawn from communities in northern Massachusetts and southern New Hampshire located just north of the City. Communities located north of the City along Route 12 will generate approximately 0.4% of the Project trips while communities located along Route 31 will generate approximately 1.5% of the Project trips. The Project will generate an estimated 504 Friday commuter peak hour vehicle trips. Accordingly, the Project will add only two PM peak hour vehicle trips to Route 12 (one new vehicle every half hour) and eight PM peak hour vehicle trips to Route 31 (one new vehicle every seven and one-half minutes). Since the theoretical capacity of a two-lane, two-way highway per the *Highway Capacity Manual* is 2800 vehicles per hour, the anticipated traffic increases will not have a perceptible impact on traffic operations. The additional Project related traffic on Route 12 and Route 31 is less than 0.1% and 0.3% of the capacity of a two-lane highway, respectively.

The "significance" of the Project related traffic increases can also be measured against state standards for determining significant impacts. Under the Massachusetts Environmental Policy Act (MEPA) the minimum level of review is the filing of an Environmental Notification Form (ENF). Filing of an ENF is only required of projects that generate at least 1000 vehicle trips per day. Projects generating fewer than 1000 vehicle trips, per the MEPA standard, are assumed to not have significant traffic impacts. Projects generating up to 3000 vehicle trips per day may also be deemed by the MEPA office to not have significant traffic impacts. The proposed Project will generate approximately 8,430 vehicle trips per day (4,215 trips each way) with the majority of traffic using I-190, Route 2 and Route 117 in the immediate vicinity of the Project. However, Route 12 in the City will see an increase of only 34 vehicles per day, a figure

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

Page 3

that is far below the MEPA review threshold of 1000 trips per day. Likewise, Route 31 in the City will see an increase of only 125 vehicle trips per day, fall far short of the MEPA definition of significant impacts. Consistent with this analysis, the MEPA certificate on the Project requires review of 12 different intersections as far away as Route 2 and I-495 (14 miles) but does not require evaluation of Route 12 or Route 31 in the City.

Considering the limited magnitude of the Project's traffic impacts with respect to the substantial capacity of the roadway system and the insignificance of the projected traffic increases when compared to MEPA review thresholds, the anticipated impact to the City's streets certainly does not meet the "significant and adverse impact" standard required by the gaming regulations.

On every measure of traffic identified in the Commission's regulations (205 CMR 125.01(2)(b)(2)), the City's Petition fails. The Project's traffic will not result in any changes in operating level of service at any intersection in the City. (A volume increase of approximately ten percent will generally change roadway operating levels of service by a full letter grade. As noted above, project traffic will use less than one percent of the capacity of the major roadways in the City.) The increased volume of trips on the City's streets is almost unmeasurable. The small number of additional vehicles will not degrade the City's infrastructure and there are no anticipated heavy trucks or other types of vehicles servicing the Project that will use the City's infrastructure. The traffic study prepared by engineers for PPE that is the basis for these conclusions has been reviewed and endorsed by an independent peer reviewer for Leominster. The independent engineers agree that the traffic increases associated with the Project will generally be concentrated on the regional highway system with only nominal impacts on more local roads as quantified above.

Paragraphs 14 to 17 of the Petition contain broad statements of facts about the Project and the roads around the City but do not demonstrate a significant and adverse impact on the City's infrastructure. For example, PPE acknowledges that there will be approximately 8,430 vehicle trips per day generated by the Project (4,215 round trips); PPE acknowledges that the City is not directly impacted by the major roads accessing the Project (I-190); PPE acknowledges that the primary market is within 60 miles of the Project; and PPE acknowledges that there will be some traffic from New Hampshire. But nowhere in its Petition has the City provided any evidence to refute the findings of PPE's traffic study or Leominster's peer review that shows the traffic generated by the Project will not have a significant and adverse effect on the City. We note that the Project site abuts a mixed-use development anchored by a WalMart supercenter store. The MEPA documents for this mixed-use development indicates that it generates 25,040 vehicle trips per day on a Saturday, nearly three times the traffic generation of the proposed Project. Similar to PPE's project, MEPA did not consider the City an effected area for the Wal-Mart anchored mixed-use development.

Moreover, the City notes that there is currently heavy congestion on certain roadways during peak commuting times. But again, the City identifies an existing problem that has no nexus between the Project and any impacts on the City. The Project's peak times are between 8

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

Page 4

and 11 pm, well after any peak commuting times and, as noted above, normal Project traffic is barely measurable and will not have any significant and adverse impact on the City's roadways during peak commuting times.

The City's own numbers invalidate its claim to be a Surrounding Community. Paragraph 18 of the City's Petition notes a number of intersections that average about 22,000 vehicles per day. As noted above, the traffic study shows that there will be up to 125 cars per day generated by the Project travelling through the City on any one route. The total number of cars from the Project would approximate 0.6% of the traffic at an intersection that presently handles 22,000 vehicles per day. Again this projected impact is neither significant nor adverse.

THE CITY WILL NOT BE SIGNIFICANTLY AND ADVERSELY AFFECTED BY THE DEVELOPMENT OF THE PROJECT

Construction of the Project will take approximately 12 months to complete. It is anticipated that during the peak of construction, approximately 600 construction workers will be working on the Project site at any given time. For the reasons stated above, the trips generated by the Project during its construction will not have a significant or adverse impact on the City.

All construction of the Project will occur on site. The City has not and cannot demonstrate that noise or environmental issues, if any, caused by the Project will have a significant or adverse impact on the City, especially in light of the distance between the Project and the City. Moreover, PPE will direct its construction team to avoid local roads and to utilize the major highways for all construction traffic. The only Project construction traffic that would utilize City streets is traffic going to businesses participating in the construction process – a net benefit to the City.

THE CITY WILL NOT BE SIGNIFICANTLY AND ADVERSELY AFFECTED BY THE OPERATION OF THE PROJECT AFTER ITS OPENING

The City cannot demonstrate that it will be significantly and adversely affected by the operation of the Project.

The City asserts that since the City and Leominster are commonly known as Sister Cities or Twin Cities that justifies being declared a Surrounding Community. Similarly the City asserts that since the two cities' housing authorities pool their demographic information for federal reporting requirements and grant applications and because they share a Management Services Agreement, there is a justification to be a Surrounding Community. While these circumstances provide an interesting yet tangential tie of commonality between Leominster and the City, the Petition provides no facts or other information to tie these connections to the Project.

The Live! Casino Impact Assessment prepared by B&S Consulting for Leominster reviewed the housing stock and likely impact on housing in Leominster. The report noted that most of the Project's jobs can be filled by people who already live in Leominster or the

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

Page 5

surrounding area and that there is significant vacant housing stock in Leominster. PPE has committed to hire from the local region and therefore the additional employees should have no adverse impact on the local housing stock throughout the region, including the City. Typically, there is a very positive impact in local and regional economies from more local residents having jobs and added buying power. Considering the distance between the City and the Project and the availability of housing in Leominster, there is no evidence that there will be a measurable, much less a significant and adverse, impact on the housing stock in the City.

The City states that its current staffing levels for enforcing building and other codes are well below municipal standards. As demonstrated above, the Project should not create any significant need for new housing in the City. In fact, the Project's operations will help address the current staffing deficiency with additional tax dollars from well-paid residents working at the Project; from new tax revenues at other amenities that the Project intends to cross market with, including Great Wolf Lodge; and from revenue generated by businesses in the City that will provide goods and services to the Project.

Leominster public safety officials have confirmed that Leominster police, fire and EMT services will be able to address any incidents at the Project and do not expect any "mutual aid" assistance from the City [see attached letters from the Leominster Police and Fire Departments], thus disproving the City's assertions in paragraph 22 of its Petition. In addition, PPE has agreed in its Host Community Agreement with Leominster to build a police substation at the Project for the Leominster police department, which will enhance public safety in the area. This is in addition to the space provided in the Project to the Massachusetts Gaming Commission staff and State Police.

In addition, the Project will place no burden on any utility infrastructure of the City such as water, sewer, electrical and gas services. These utilities will be provided directly by Leominster and private providers. Furthermore, PPE will be improving the existing storm water and drainage in the Project's area.

Finally, as to the suggestion in Paragraph 24 of the City's Petition that problem gaming will impact the City's social services, Section 56 and Section 59-2(k) of the Expanded Gaming Act provides for certain fees from the casinos, as well as 5% of gaming tax receipts to be deposited into a Public Health Trust Fund to be used for addressing this important issue. The Commission has stated it intends to spend in excess of \$15 million per year, **approximately 30% of total existing national expenditures**, to address problem gaming in the Commonwealth. Therefore, it is not anticipated that the cost associated with problem gaming will become the burden of local jurisdictions, nor is there evidence that given the amount of gaming currently available in the region, and the limited size of the Category 2 facility, that the Project is anticipated to create any significant number of new problem gaming cases. If anything, the amount of new resources that will be available in the Commonwealth should help address not only new issues, but assist those existing cases of Commonwealth residents suffering from addictions.

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

Page 6

We empathize greatly with the City's current problems of unemployment, crime and demand for social services. **However, these are pre-existing conditions that have no causal relationship to the Project.** We note the paradox in the Petition that the City cites its high unemployment rate and demand for jobs, yet then raises concern that people might actually want to live in the City.

POSITIVE IMPACTS

25 CMR 125.01(2)(c) specifically states that in determining whether a jurisdiction qualifies as a Surrounding Community, "the Commission may consider any positive impacts on a community that may result from the development and operation of a gaming establishment." In this case, the benefits to the City from the Project will far exceed any negative impacts. PPE has committed to preferential hiring for Leominster and neighboring communities. In addition, the Project, which is expected to spend approximately \$20 million annually on goods and services, is committed to working with local businesses from those communities. The job opportunities for the City's residents at the Project and the purchasing and cross marketing opportunities for the City's businesses with the Project are positive impacts for the City.

PPE has received the endorsement of local and regional chambers of commerce, businesses, performing arts venues and attractions and has entered into agreements with those organizations to participate in regional marketing and cross-marketing programs. This is a strong message from the business community that the Project is anticipated to be a strong economic engine for the entire region. PPE has entered into cooperation agreements with the Massachusetts Casino Careers Training Institute (representing the State's community college system) and Fitchburg State University, which includes agreements to work together on workforce development, internship programs and cross-marketing efforts between university cultural attractions and the Project. In fact, leaders of the Massachusetts Casino Careers Training Institute have visited Maryland to learn how PPE's affiliate has implemented joint ventures with the regional community college and its Maryland Live! casino and how this model can be applied in Massachusetts. As opposed to an adverse impact as suggested in Paragraph 24 of the City's Petition, these programs, particularly with Fitchburg State University, should significantly improve employment training, youth employment and financial education in the City.

PPE has also entered into a partnership with the University of Massachusetts Medical Device Development Center to provide funding of up to \$1.5 million per year to support new high-tech business development in the north-central region, which includes the City. This program is expected to generate 5,000 direct and 15,000 indirect jobs in the region. Therefore, the impact on public education in the community and the increased opportunities that will be created for students and graduates will be extremely positive and the Project's impact on the regional unemployment rate will be enormous.

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

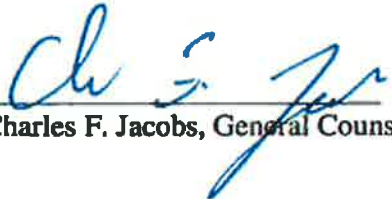
Page 7

PPE respectfully requests that the City's Petition for Designation as a Surrounding Community be denied by the Commission.

Sincerely,

PPE CASINO RESORTS MA, LLC

By:


Charles F. Jacobs, General Counsel

cc: John Ziemba, MGC
Lisa A. Wong, Mayor City of Fitchburg
Mathew G. Feher, Esq.
Bruce H. Tobey, Esq.
John B. Barrett, City Solicitor

w/encl.

PPE CASINO RESORTS MA, LLC

Mr. Stephen Crosby

November 12, 2013

Page 8

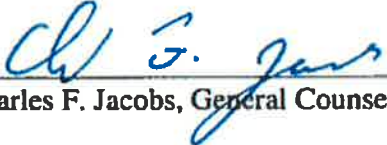
CERTIFICATE OF SERVICE

I, Charles F. Jacobs, General Counsel for PPE Casino Resorts MA, LLC, do hereby certify that a true and accurate copy of this Opposition to Application of the City of Fitchburg for Designation as a Surrounding Community was served on the City of Fitchburg this 12th day of November, 2013 by Federal Express addressed as follows:

Lisa A. Wong
Mayor
City of Fitchburg
Fitchburg Municipal Offices
166 Boulder Drive
Fitchburg, MA 01420

With a copy to:

Bruce H. Tobey, Esquire
Pannone Lopes Devereaux & West LLC
75 Arlington Street, Suite 500
Boston, Massachusetts 02116


Charles F. Jacobs, General Counsel



Leominster Fire Department

Central Fire Station, 19 Church Street
Leominster, Massachusetts 01453
TELEPHONE (978) 534-7541 ~ FAX (978) 537-6567

Robert A. Sideleau, II
Chief

October 25, 2013

Mr. David Cordish
The Cordish Companies
601 East Pratt St., 6th Floor
Baltimore, MD 21202

Dear Mr. Cordish:

I am aware that the proposed slots parlor to be constructed in Leominster consists of a 100,000 square foot building containing 1,250 slot machines and 4 restaurants. This proposed building will be equipped with both a fire sprinkler and fire alarm system.

It is the anticipation of the Leominster Fire Department that this structure will not generate a large volume of fire calls and we anticipate handling them with our on duty resources. I do not expect an increase in mutual aid for fire calls at this location.

The Leominster Fire Department is the ambulance provider for the city, and is currently trying to staff a second ambulance due to call volume. Calls for emergency medical assistance have increased in recent years and I do expect the slots parlor to add to this. It is my feeling and anticipation that revenue received from the host agreement will be used to increase our ambulance coverage. If that is correct, I do not anticipate an increase in mutual aid for medical calls.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert A. Sideleau, II".

Robert A. Sideleau, II
Chief

RAS/eal



**CITY OF
LEOMINSTER
POLICE
DEPARTMENT**

29 Church St.
Leominster, Ma. 01453-3100

ROBERT J HEALEY
Chief of Police

978 534 -7560
fax 978 534 -7558

Joe Weinberg
Cordish Company
Baltimore, MD

October 25, 2013

Re; Mutual Aid Agreement with the City of Fitchburg

Dear Mr. Weinberg,

The Leominster Police Department has entered into and held a mutual aid agreement via M.G.L. Chapter 40 section 8G for many years. Primarily this agreement is used for inter jurisdictional investigations involving undercover drug investigations with the City of Fitchburg and other surrounding city and towns

Notwithstanding the mutual aid agreement, over my 35 years as a Leominster Police Officer, the primary agency we have relied upon for additional resources, has been the Massachusetts State Police. There are far and few times we have had the need to call upon another surrounding community, including the City of Fitchburg to assist us with resources that the Leominster Police Department did not already have at our immediate disposal.

The Leominster Police Department has consistently responded to all emergencies and calls for service in a timely efficient manner. We pride ourselves on having a professional and dedicated department capable of responding 24 hours a day with sufficient resources and manpower.

Sincerely yours,

Robert J. Healey
Chief of Police



5B

MASSACHUSETTS GAMING COMMISSION

MEMORANDUM

To: Chairman Crosby and Commissioners Cameron, McHugh, Stebbins and Zuniga
From: Rick Day, Executive Director
Date: November 13, 2013
Re: Pinck and Co. Inc. Application Review Contract Amendment

Effective August 12, 2013 the Massachusetts Gaming Commission contracted with Pinck and Co. Inc. (Pinck and Co.), in a rate based contract. Pinck and Co. is providing project manager services to help oversee the Commission's review of RFA-2 applications for Category 1 licenses in Regions A, B and C and applications for the Category 2 license.

The RFR the Commission posted contemplated the usage of subcontractors. The response from Pinck and Co. and the scope of work attached to the contract did not specifically address the issue. Therefore, we respectfully recommend that we execute a technical amendment to the contract under section 2.8 to allow for Pinck and Co. to enter into agreements with subcontractors for specialized services the consultant cannot provide with Pinck and Co. staff. We request that section 2.8 of the scope of work be revised to read the following:

2.8 Other tasks specified by Pinck and Co. in its RFR response and similar services as the Commission may prescribe, including the hiring of subcontractors to perform specialized services Pinck and Co. does not possess. Subcontractors must be approved by the Commission prior to engagement by Pinck and Co. Subcontractor rates must be consistent with the rates provided in section 5 of the scope of work.

The Consultants have been notified of the proposed change and we request the Commission's approval of this recommendation.



Massachusetts Gaming Commission

50

122.02: Minimum Capital Investment, 205 MA ADC 122.02

Code of Massachusetts Regulations Currentness
Title 205: State Racing Commission
Chapter 122.00: Capital Investment (Refs & Annos)

205 CMR 122.02

122.02: Minimum Capital Investment

(1) The minimum capital investment for a category 1 gaming license shall be \$500,000,000. The capital investment shall be calculated in accordance with 205 CMR 122.03 and 122.04.

(2) The minimum capital investment for a category 2 gaming license shall be \$125,000,000. The capital investment shall be calculated in accordance with 205 CMR 122.03 and 122.04.

Current through June 21, 2013, Register #1237

Mass. Regs. Code tit. 205, § 122.02, 205 MA ADC 122.02

End of Document

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Code of Massachusetts Regulations Currentness
Title 205: State Racing Commission
Chapter 122.00: Capital Investment (Refs & Annos)

205 CMR 122.03

122.03: Costs Included in the Calculation of Capital Investment

For purposes of calculating the capital investment for a category 1 or category 2 gaming license, the following costs shall be included:

- (1) Costs related to the actual construction of the gaming establishment and site including any hotels, gaming areas, and other amenities, including overhead and indirect costs attributable to the construction activities.
- (2) Costs related to preparation of the site including, clearing, demolition and abatement
- (3) Costs related to the design of the project, including building design, interior design, and exterior site design.
- (4) Costs associated with consulting and due-diligence necessary to fund studies and devise engineering solutions in accordance with M.G.L. c. 23K including traffic studies, environmental studies, and other associated mitigation studies.
- (5) Costs associated with minimizing the environmental impact of the project including upfront costs aimed at minimizing a carbon footprint or implementing sustainable elements and/or smart growth practices.
- (6) Costs associated with designing, improving or constructing the infrastructure inside the property boundaries of the site of the gaming establishment including those related to drainage, utility support, roadways, interchanges, fill and soil or groundwater or surface water contamination issues, sewer, storm water, landscaping, and public transportation. Provided, however, in accordance with M.G.L. c. 23K, § 11(a), that any infrastructure improvements necessary to increase visitor capacity and account for traffic mitigation for a category 2 gaming establishment shall not be considered as part of the capital investment in a category 2 gaming establishment license application.
- (7) Costs associated with the pre-opening purchase of fixtures, equipment, gaming equipment, information technology equipment, and personal property to be used within the gaming establishment and site including those within hotels, restaurants, retail and other service businesses associated with the establishment
- (8) Costs associated with applying for federal, state, or municipal permits.
- (9) Professional and management fees including for engineers, architects, developers, contractors, or operators to the extent that they represent indirect and overhead costs related to the development of the project and do not represent profits or payout as part of partnership agreements or "home office" overhead (i.e., out of state).

122.03: Costs Included in the Calculation of Capital Investment, 205 MA ADC 122.03

(10) Costs associated with the safety, training, quality assurance, or testing incurred during the construction of the gaming establishment and site.

Current through June 21, 2013, Register #1237

Mass. Regs. Code tit. 205, § 122.03, 205 MA ADC 122.03

End of Document

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Code of Massachusetts Regulations Currentness
Title 205: State Racing Commission
Chapter 122.00: Capital Investment (Refs & Annos)

205 CMR 122.04

122.04: Costs Excluded from the Calculation of Capital Investment

For purposes of calculating the capital investment for a category 1 or category 2 gaming license, the following costs may not be included:

- (1) Costs associated with the purchase or lease or optioning of land where the gaming establishment will be located including costs relative to registering, appraising, transferring title, or obtaining title insurance for the land.
- (2) Carried interest costs and other associated financing costs.
- (3) Costs associated with mitigating impacts on host and surrounding communities as set forth in Host and Surrounding Community agreements, whether directly attributable to a specific impact or not.
- (4) Costs associated with designing, improving or constructing the infrastructure outside the property boundaries of the site of the gaming establishment including those related to drainage, utility support, roadways, interchanges, fill and soil or groundwater or surface water contamination issues, sewer, storm water, landscaping, and public transportation whether or not such costs are the result of a host community agreement, a surrounding community agreement, required by any regulatory body or as part of the permitting process.
- (5) Any and all legal fees.
- (6) Promotional, communications and marketing costs prior to and attributable to the efforts of a local referendum including all costs associated with local outreach.
- (7) Fees and costs paid to the commission in accordance with M.G.L. c. 23K, §§ 15(11), 10(d), 11(b), and/or 205 CMR 114.00: *Fees*, and other similar fees and costs paid to municipalities.
- (8) Licensing costs including any costs payable to the commission to obtain pre-opening licensing of individuals or vendors.
- (9) Costs associated with marketing, advertising and promotions.
- (10) Upfront costs designed to implement workforce development plans.

122.04: Costs Excluded from the Calculation of Capital Investment, 205 MA ADC 122.04

(11) Upfront costs designed to implement efforts to combat problem gambling and/or support the efforts of the commission's research agenda.

(12) Political contributions and community contributions under 205 CMR 108.00: *Community and Political Contributions*.

Current through June 21, 2013, Register #1237

Mass. Regs. Code tit. 205, § 122.04, 205 MA ADC 122.04

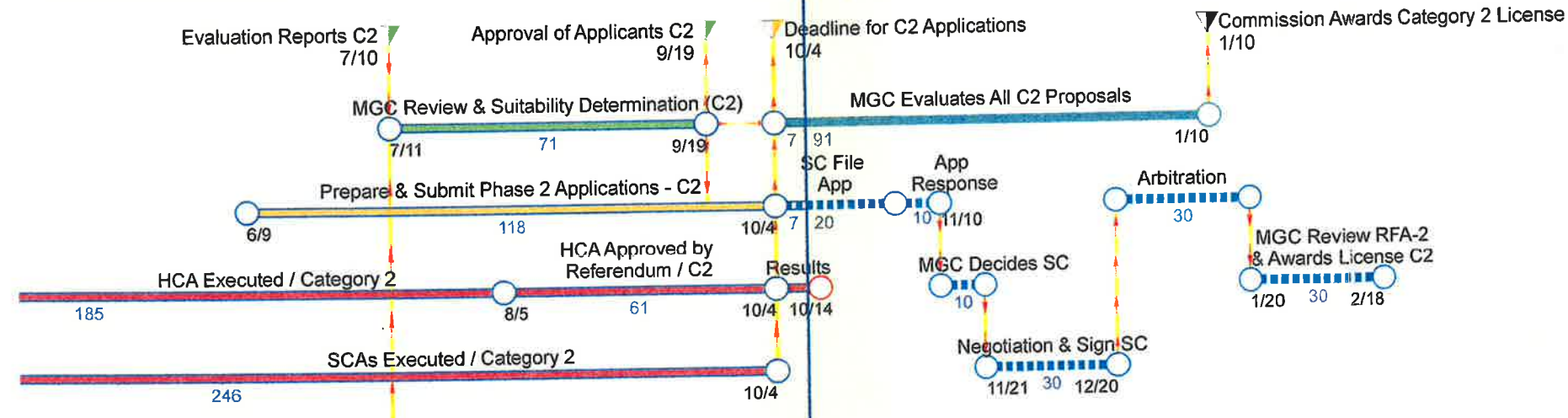
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Massachusetts Gaming Commission / 2013-10-11 Licensing Schedule Update

Data Date
10/11/2013

CATEGORY 2 LICENSE



REGIONS A & B - CATEGORY 1 LICENSES



Publish MA Register P2
6/7

REGION C - CATEGORY 1 LICENSE



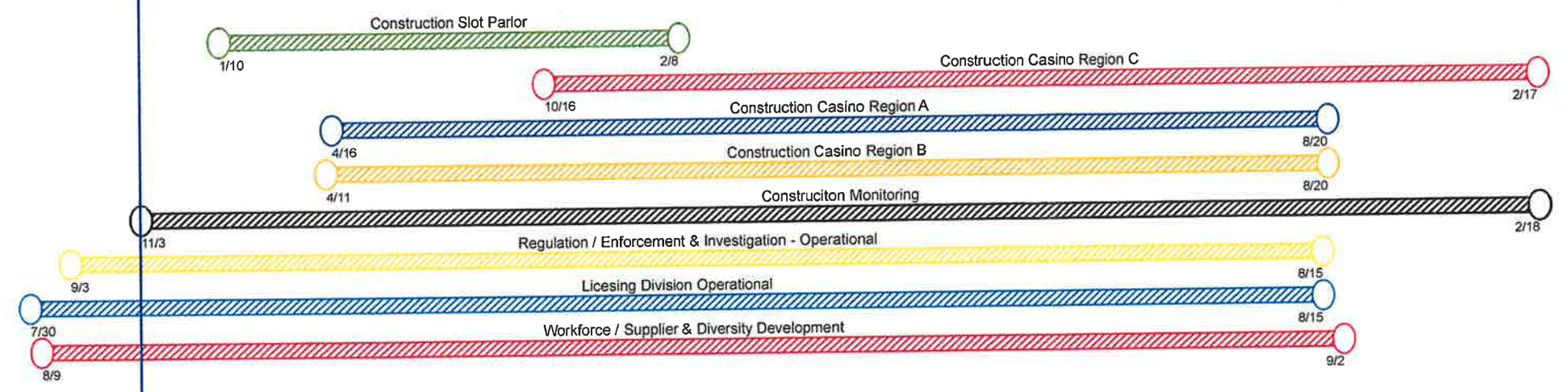
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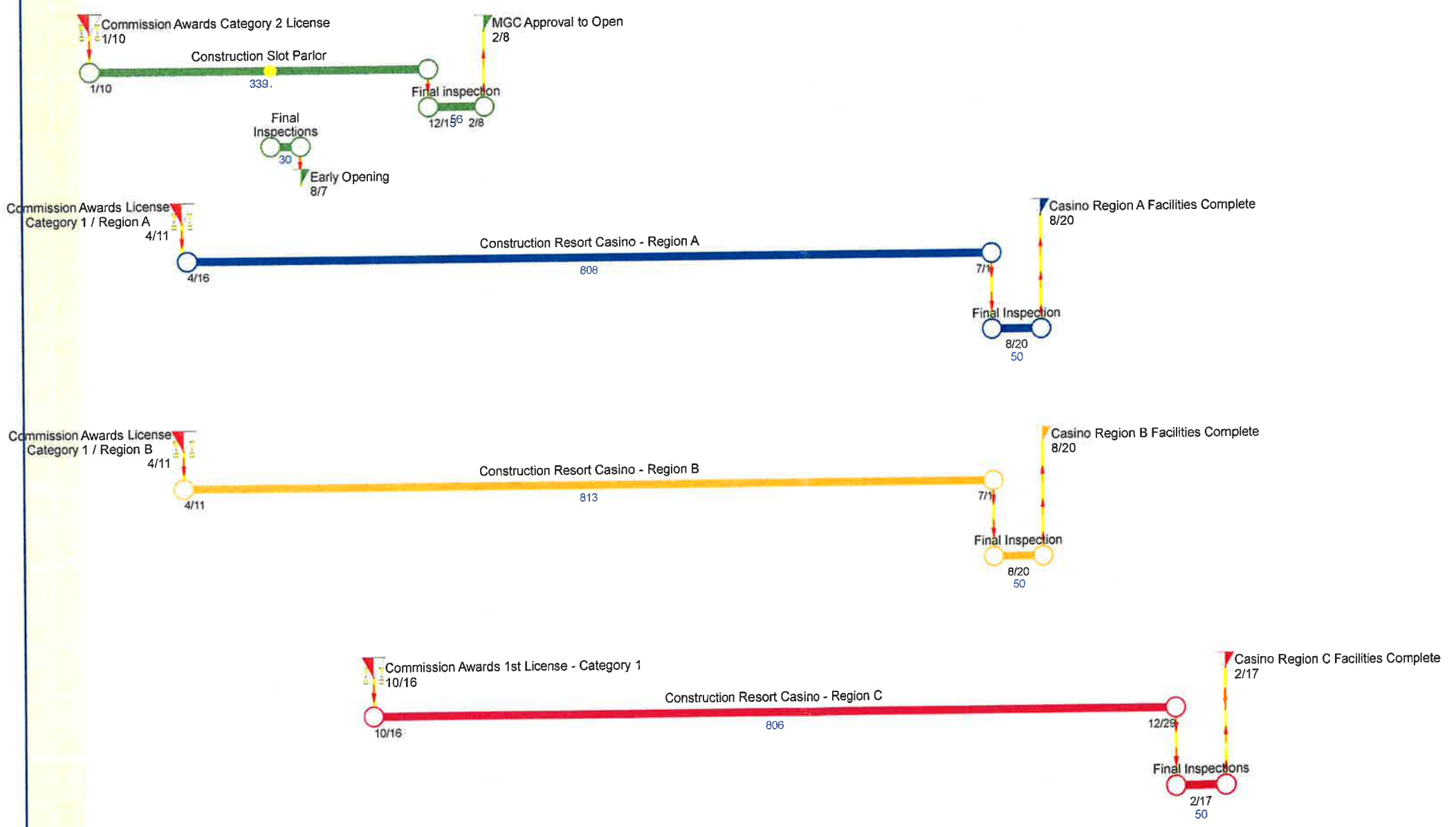
SUMMARY ACTIVITY
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Massachusetts Gaming Commission / 2013-11-01 Summary Master Schedule Update

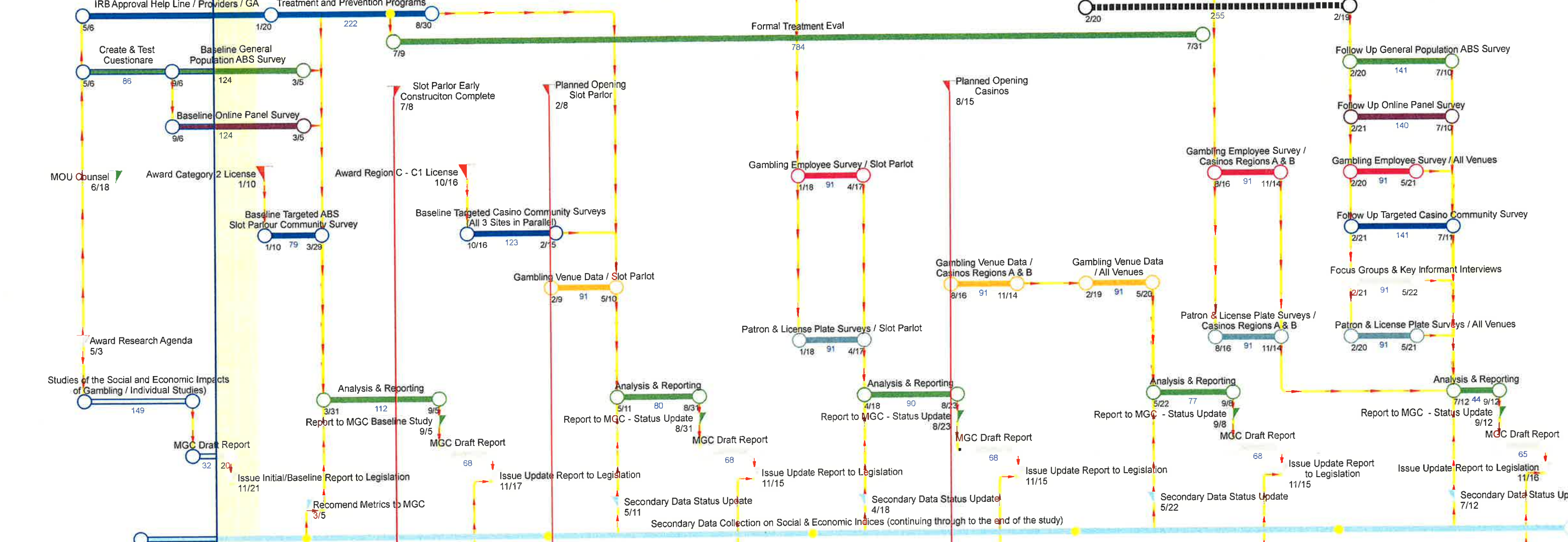
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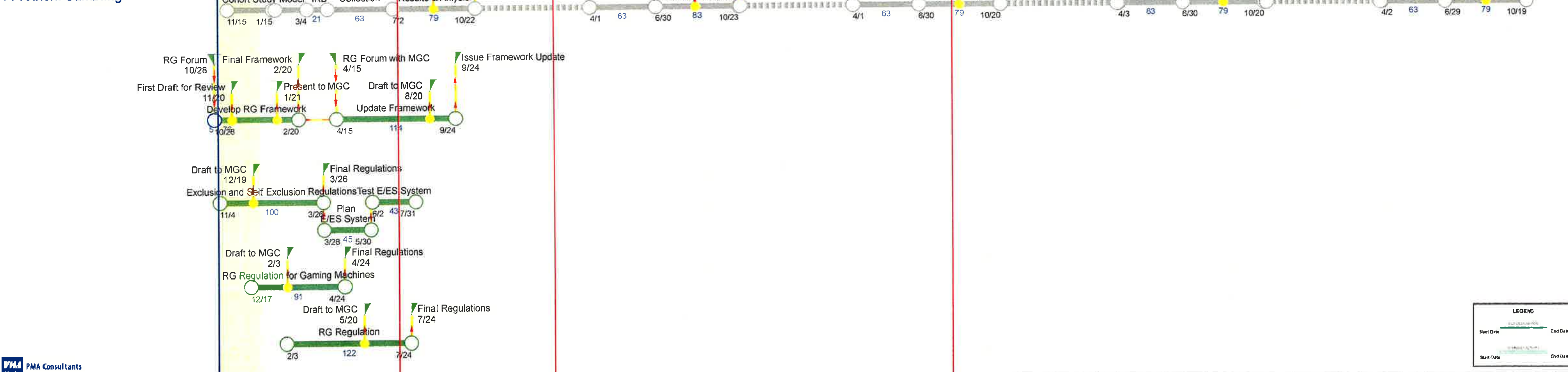
Facilities Construction



Research Agenda



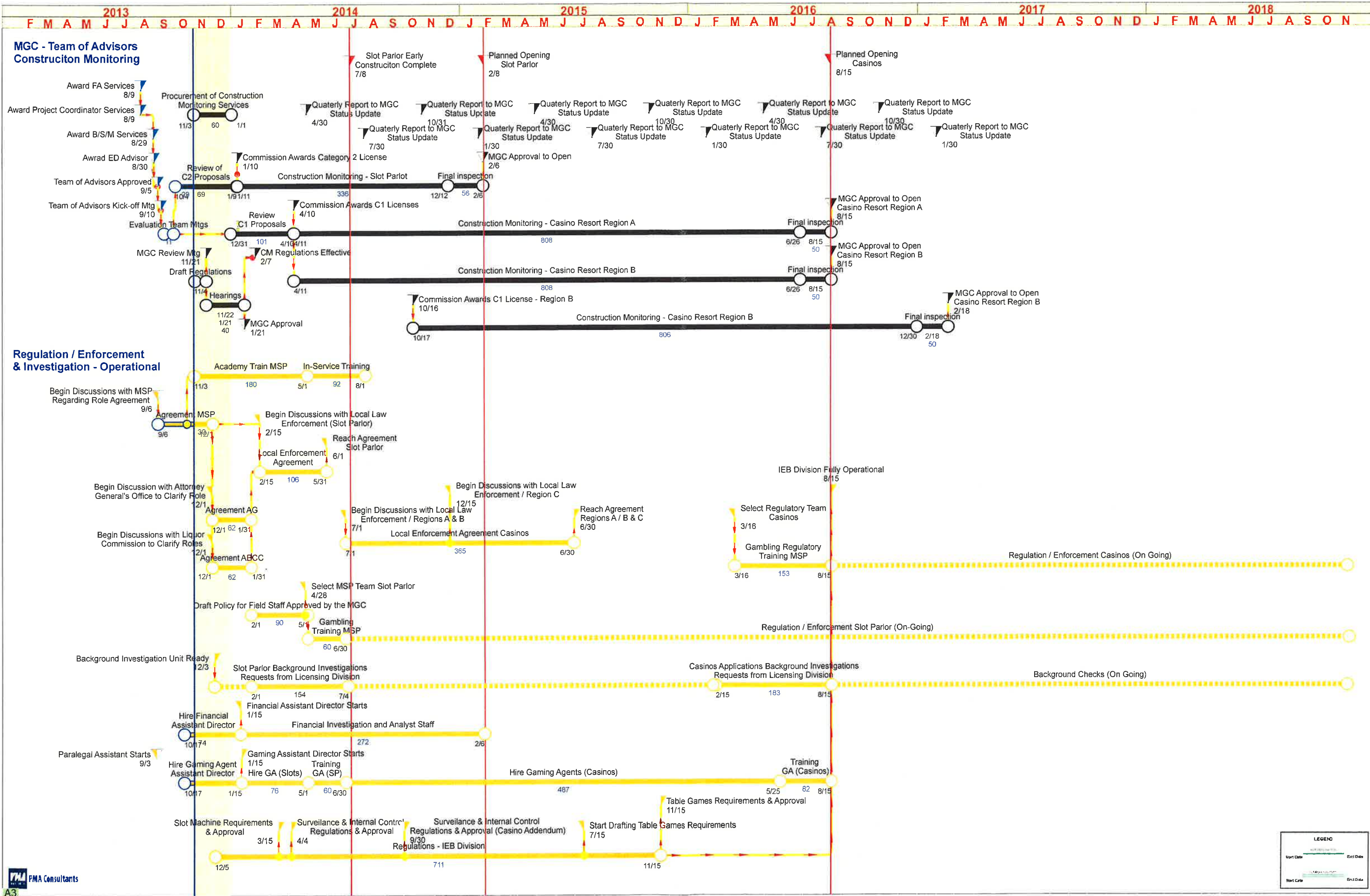
Responsible Gambling / Problem Gambling



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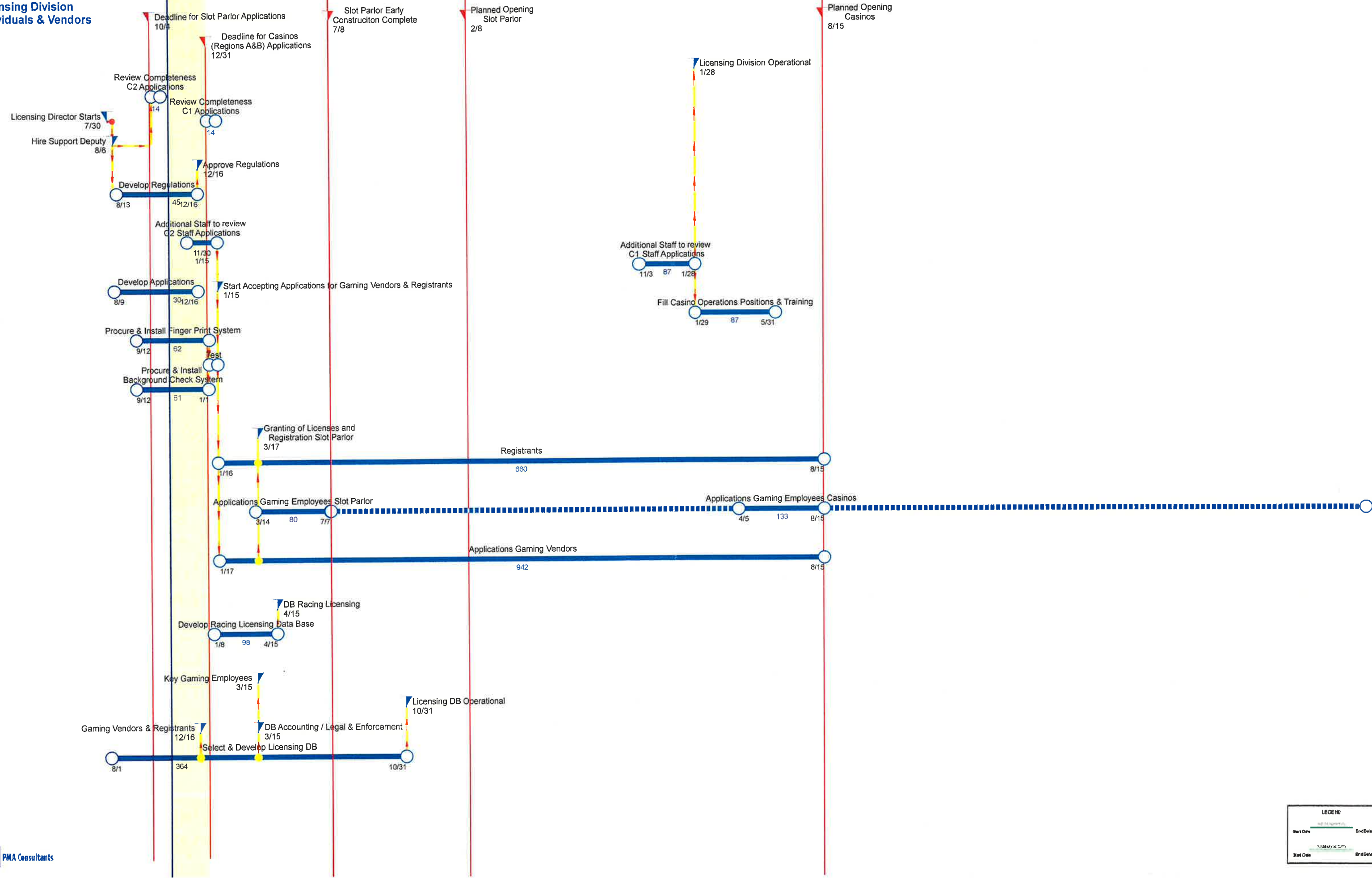
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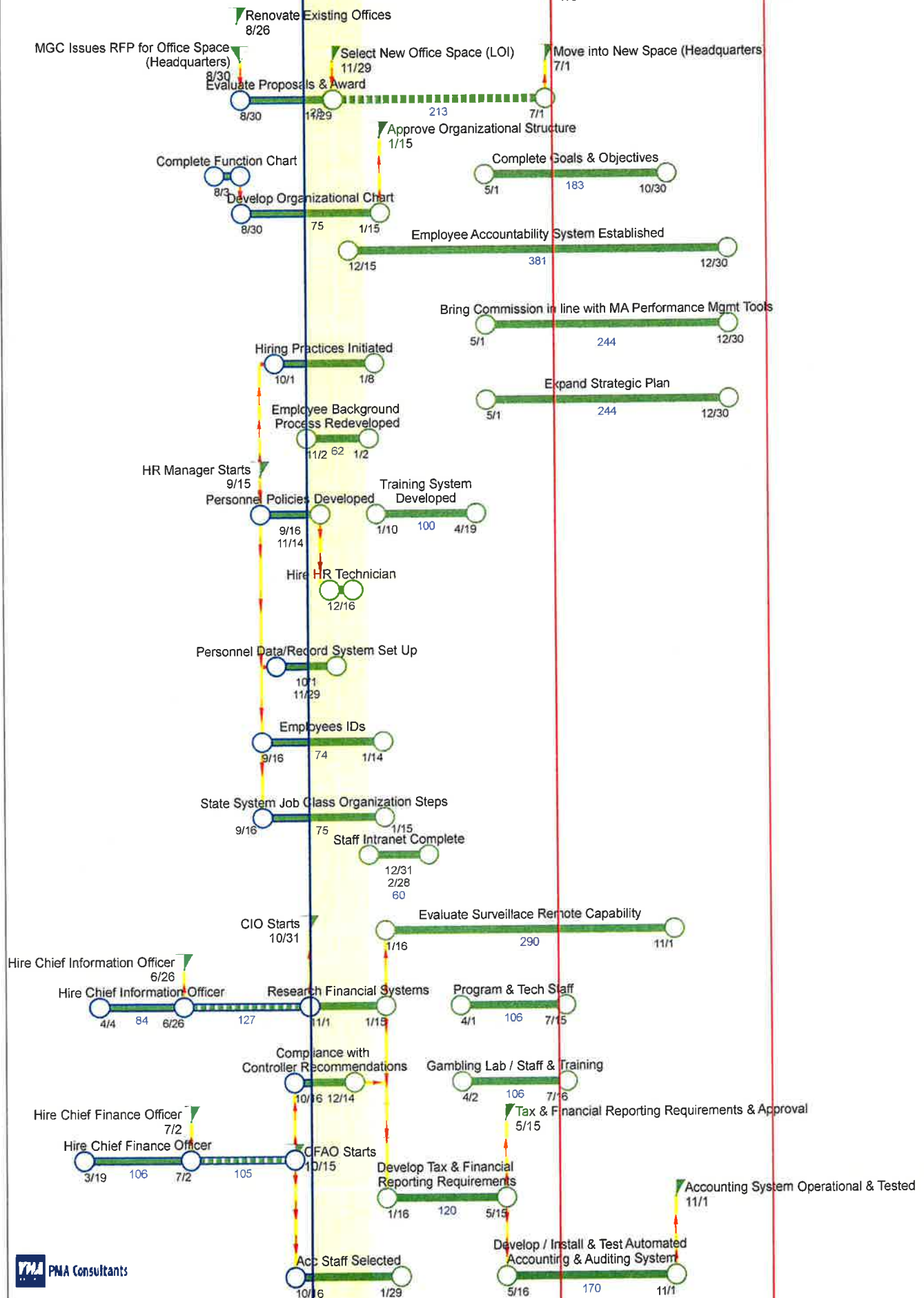
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- Start Date
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- Start Date
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**Licensing Division
 Individuals & Vendors**



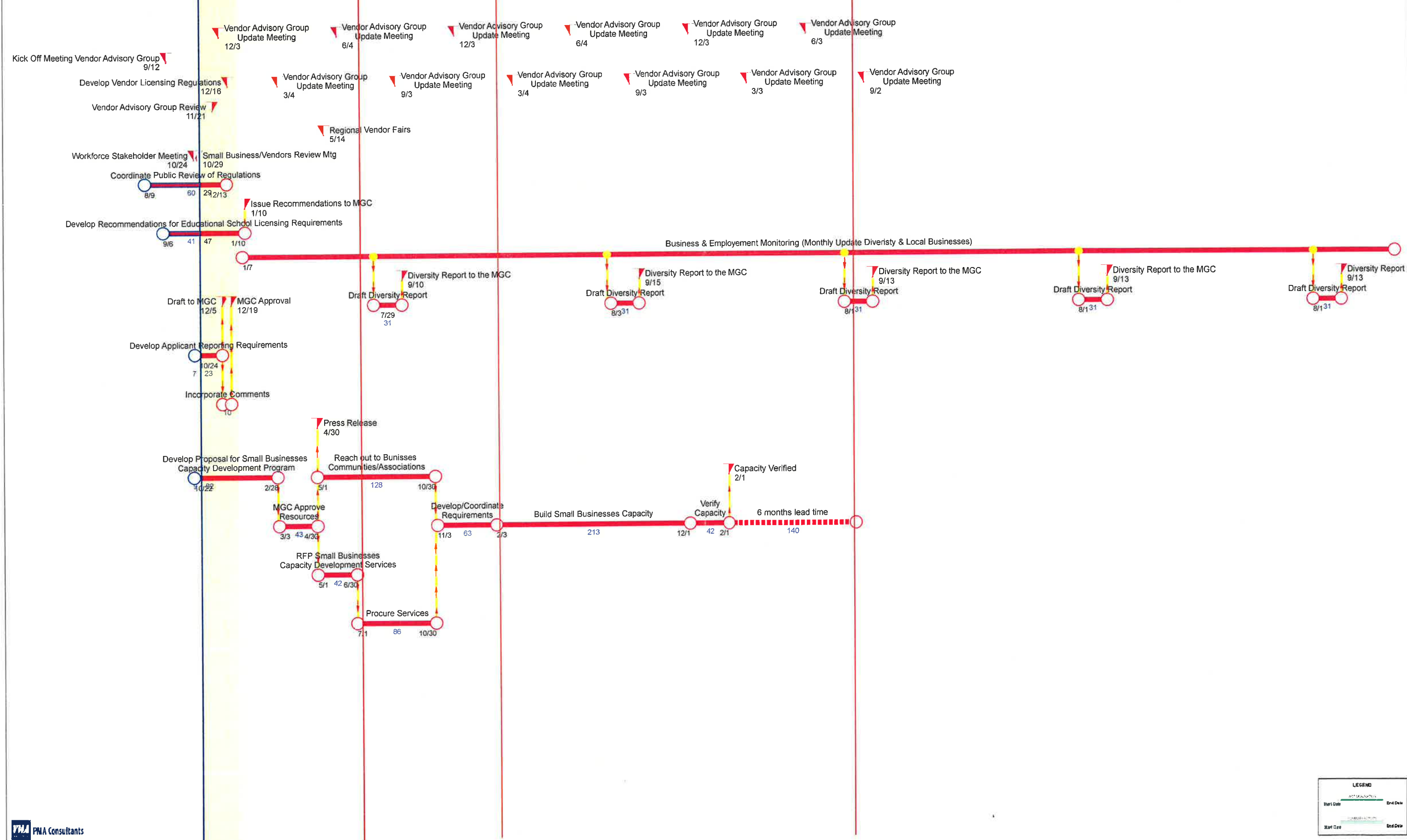
MGC General Admin



LEGEND

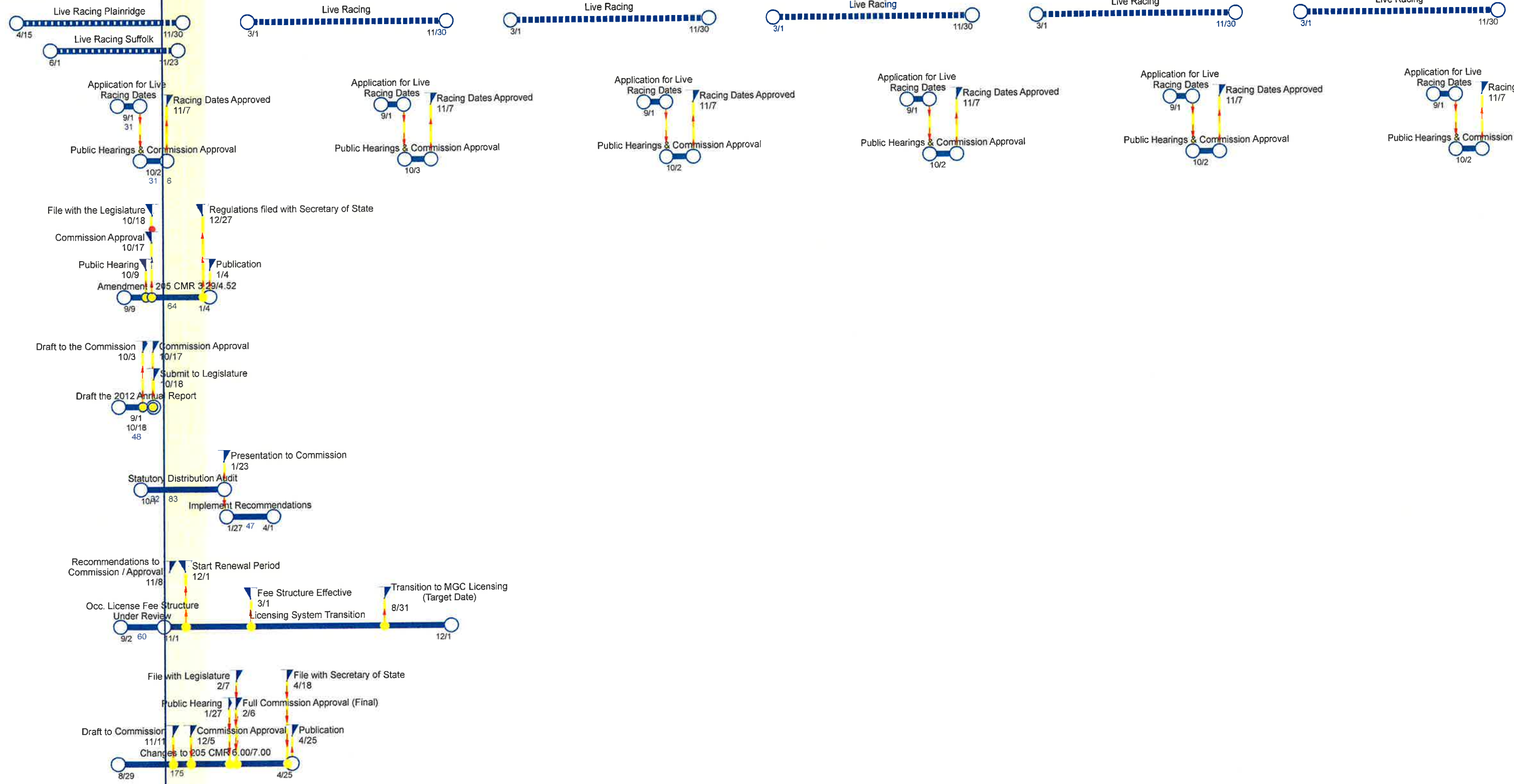
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Workforce / Supplier & Diversity Development



LEGEND
 Start Date End Date
 Start Date End Date

Racing Division



RFA - 2 Application for Casino Resort Licence - Draft Changes to Application			
Category: WOW			
Question	Question Title	Original Question	Proposed Revisions
	Introduction	Proposed Revision is an addition to the existing introduction	Any of the important evaluation criteria in the RFA-2 Application (such as making this facility a destination resort, marketing nationally and internationally, promoting diversity and inclusion, collaborating with local tourism, etc.) which are addressed in this section and/or in other sections of this application can be addressed in this section and/or in other sections of this application can be addressed in extraordinary fashion, by taking your proposed solution to a level far above the norm, even above what might be rated as extraordinary. The questions in the first category "Overview of Project" are, among other things, designed to give the applicant an opportunity to site such extraordinary measures in this so-called "Wow Factor" section of the proposal..
1-9	Post Licensing	Describe any post-licensing actions by the Commission or the Commonwealth of Massachusetts that you believe will be essential for the success of the project you are proposing.	In particular, we are interested in your views and expectations of how the Commonwealth would handle internet gaming and other issues of potential competition for your facility.
Category: Financial			
Question	Question Title	Original Question	Proposed Revisions
2-11	Pro-Forma Cash Flow	An applicant must demonstrate its financial stability by clear and convincing evidence. Provide an enterprise pro-forma with a summary budget and cash-flow. Identify sources and uses of cash on a quarterly basis during the construction period and annually for five years (Category 2 gaming establishment) or 15 years (Category 1 gaming establishment) after opening. Provide the following 3 calculations: (1) Present value discounting cash flows at 4%, (2) Present value discounting cash flows at 15%, and (3) Estimating the project's internal rate of return.	Provide information in a Income and Expenses Template. May reference response to question 2-18, 2-19, 2-20 and 2-21
2-18	Revenue Generation	Provide completed studies and reports showing the estimated municipal and state tax revenue to be generated by the gaming establishment.	Provide information in a Income and Expenses Template. May reference response to question 2-11, 2-19, 2-20 and 2-21
2-19	Projected Gaming Revenue	Provide projections for gross gaming revenue each year for the first five years of gaming operations on a best, average and worst case basis.	Provide information in a Income and Expenses Template. May reference response to question 2-11, 2-18, 2-20 and 2-21
2-20	Projected Non-Gaming Revenue	Provide projections for gross non-gaming revenue generated by elements of the gaming establishment complex each year for the first five years of operations on a best, average and worst case basis, identifying the source of each element of the non-gaming revenue.	Provide information in a Income and Expenses Template. May reference response to question 2-11, 2-18, 2-19 and 2-21
2-21	Projected Tax Revenue to the Commonwealth	Provide projections for all tax revenue to the Commonwealth (gaming, sales, etc.) each year for the first five years of operations on a best, average and worst case basis, identifying the source of each element of the tax revenue.	Provide information in a Income and Expenses Template. May reference response to question 2-11, 2-18, 2-19 and 2-20

54

Proposed Revisions to RFA-2 for CAT-1 Applications

11/11/2013

Draft - For Internal Discussion Purposes Only

2-28	Total Investment Outside the Property	Show the total investment in the infrastructure outside the property boundaries.	Break out investment by: Water / Sewer / Local roads / State roads / Traffic signalization / Buffer zones / Transportation improvements / Pedestrian improvements / Lighting / Landscaping / Other
Category: Economic Development			
Question	Question Title	Original Question	Proposed Revisions
3-2	Employees	State the number of employees to be employed at the proposed gaming establishment, including detailed information on the pay rate and benefits for employees, and describe how the applicant proposes to ensure that it provides a high number of quality jobs in the gaming establishment.	Provide information in attached Job Creation Template.
Category: Building & Site Design			
Question	Question Title	Original Question	Proposed Revisions
4-2	Relationship with Surroundings	Describe the relationship, if any, between the proposed facility and the architecture, history and culture of its immediate and regional surroundings.	Provide a Locus Map illustrating relationship with surroundings. Rework questions language to remove 'if any'.
4-3	Architects, Engineers, and Designers	Provide the names and addresses of the architects, engineers and designers of the gaming facility. Further, please provide a brief biographical summary along with any other information including links to web sites or other similar material about these individuals and/or entities describing projects in which these individuals and/or entities have participated.	Provide also a project team matrix illustrating relationship of project team. Include previous team experience on similar projects including casino developments and LEED-certified projects.
4-4	Color Rendering	Provide a color rendering of the gaming establishment and all structures located on the gaming establishment site.	Provide also a legend/key be provided for materials, tied to rendered building elevations and site plans.
4-5	Schematic Design	Provide a schematic design, as defined/understood by the AIA, for each structure within the boundaries of the site showing at least the total and usable floor area, interior and exterior themes, and finished, building elevations and perspectives.	Provide a Basis of Design Narrative as an attachment to Schematic Design. The BOD Narrative should not exceed 250 words (1-2 page Executive Summary) and should include at a minimum: a discussion of design intent, major site and building features, proposed exterior and interior materials, applicable codes, tabular program allocation indicating space types and proposed square footage, phasing, and approach to sustainability. Provide the following drawings, at a minimum: Site Plan (for each phase) floor plans, building elevations, building sections. Labeled each plan with major finishes. The Basis of Design narrative shall be consistent with drawings submitted. Provide a description of proposed interior finishes and amenities for major program elements, keyed to floor plan. Note that reference images may be included to illustrate the interior design approach. Key the MEP Basis of Design narrative to green building design.
4-6	Proposed Landscaping	Provide a site plan showing the proposed landscaping and other site improvements.	Provide also a landscaping plan and/or rendering with legend/key explaining plantings, paving, and any site amenities.
4-8	Parking	Describe the number, location and accessibility of parking spaces for employees, patrons and buses.	Provide a comparison of parking spaces provided with 1) code or by-law requirements and 2) with comparable facilities.

Proposed Revisions to RFA-2 for CAT-1 Applications

11/11/2013

Draft - For Internal Discussion Purposes Only

			Provide a Basis of Design description of the approach to wayfinding and/or signage plan for pedestrian route(s) from parking lot to main entrance. Demonstrate the affect of proposed parking on existing site parking, if any.
4-9	Transportation Infrastructure	Describe the plans for tour bus, taxi and valet drop-off and for service vehicle parking, satellite parking and other related transportation infrastructure. Additionally, please describe plans to offer refueling, overnight bus parking, disabled vehicle assistance, and convenience store facilities on site.	Provide also a regional plan showing features and location of other attractions that proposer is relating to or collaborating with. Include transportation facilities within 1-mile of site. Provide also a Site Plan to illustrate movement of pedestrian, vehicular traffic. Indicate service locations as well as vehicular/bus drop off areas.
4-23	Egress from Gaming Establishment Site	Describe all adjacent streets, highways, buses, and other public transportation facilities and how they will be utilized for access to and egress from the gaming establishment site.	Clearly designate what are existing public transportation facilities and what are proposed improvements to same.
4-24	Adequacy of Existing Transportation Infrastructure	Provide an analysis of the adequacy of the existing transportation facilities, including those for refueling, to deliver patrons to and from the gaming establishment complex and the measures the applicant will take, including infrastructure and other improvements, to remedy any inadequacy.	Identify projected traffic volumes for the establishment, in both average daily traffic (ADT) and peak hour(am/pm) volumes.
4-25	Traffic Mitigation - RENAME: TRANSIT ACCOMMODATION	Describe the steps, plans and measures the applicant will take, including infrastructure improvements, to mitigate traffic flow in the vicinity of the gaming establishment complex by stimulating use of public transit.	Describe the steps, plans and measures the applicant will take, including infrastructure improvements and transportation demand management (TDM) to mitigate traffic flow in the vicinity of the gaming establishment complex by stimulating use of public transit.
4-35	Regional Water Facilities	Provide an analysis of existing regional water facilities available to the project, the impact the facility's water usage will have on those who share the same water resources, and the steps the applicant plans to take to remedy any deficiencies the impact produces.	Provide calculations demonstrating the basis for the estimated projected water demand for both the averaged and peak day demands. Include evidence of discussions with the water supplier, providing names of officials contacted, and any written documentation such as MOU's. Provide the design capacity or authorized water withdrawal for the municipal or regional water system and compare with demands on the system with and without the Project. Provide data substantiating available system pressures and fire flows at point of connection.
4-36	Sewage Facilities	Provide an analysis of existing sewage facilities and their capacity to absorb the effluent from the gaming establishment complex during average and peak flows, including an estimate of those flows in gallons per day, and the steps the applicant plans to take to remedy any deficiencies in the ability of the existing infrastructure to absorb that flow.	Provide calculations demonstrating the basis for the estimated projected waste water flows for both the average and peak day. Include evidence of discussions with the municipal or regional waste water utility providing names of officials contacted, and any written documentation such as MOU's. Provide the design capacities for the municipal or regional system, and compare with demands on the system's collection and treatment facilities with and without the Project. (Template to be provided)
4-37	LEED Certification	Describe plans including all proposed baseline and improved building design elements and measures for becoming certifiable at the gold or higher level under the appropriate certification category in the Leadership in Environmental and Energy Design (LEED) program created by the United States Green Building Council.	Provide LEED NC 2009 checklist summarizing anticipated credit points.

Proposed Revisions to RFA-2 for CAT-1 Applications

11/11/2013

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4-38	Compliance with Environmental Standards	Describe the extent to which the building and site will comply with LEED-ND, LEED Existing Building; LEED EBOM Water; ISI; & IGCC Standards.	Provide LEED EBOM checklist and ISI Envision checklist where applicable.
4-42	Water Conservation	Describe plans for conservation of water including any plans to target use of 40% less water than standard buildings of same size and design, for example through the use of waterless urinals, dual flush toilets, and low flow faucets, and by water saving landscaping techniques, and promotion of water reuse and recharge.	Provide documentation to demonstrate how water savings in building are specifically achieved, including specifications for devices or measures to be used, and include a comparison of <i>projected</i> water use before and after water conservation devices accounted for. Provide details including calculations and drawings as appropriate to demonstrate water saving landscaping techniques, water reuse, and water recharge.
4-48	Building Envelope and HVAC	Describe plans for commissioning the building envelope and HVAC systems in all buildings, and plans for ongoing retrocommissioning of facilities.	Describe plans for building envelope design analysis and commissioning and HVAC system commissioning in all buildings, and plans for ongoing retro-commissioning of facilities.
4-71 - 4-75	Environmental Permitting EN EOEAA Certificate, EIR Certificate Environmental Assessment, Findings and Impact Statement	Varies	Request applicants to provide a summary of any changes to their project from the date of their last environmental certificate.
Category: Mitigation			
Question	Question Title	Original Question	Proposed Revisions
5-1	Infrastructure Costs	Identify the infrastructure costs to the host and surrounding communities from construction and operation of a gaming establishment.	Identify separately, infrastructure costs that are required for onsite facilities, costs for off site infrastructure improvements that support the gaming facility (including modifications for site entry points) and mitigation costs for anticipated impacts.
5-23	On-site Resources for Problem Gambling	Describe the on-site resources that will be accessible to those affected by gambling-related problems.	Describe on-site resources...and also informs players of the risks and responsibilities of gambling.
5-24	Problem Gambling Signage	Describe the signs, alerts and other information that will be available in the gaming establishment complex to identify the on-site resources available for those affected by gambling-related problems.	Describe the signs, alerts ...to also inform persons of problem gambling and responsible gambling resources available.
5-28	Code of Ethics	Provide a copy of the code of ethics employees, including senior managers, are required to follow and the process by which the code is promulgated.	Describe also the process by which the code was promulgated and policy to assure adherence.
5-29	Metrics for Problem Gambling	Describe the metrics the applicant will use to measure whether it is succeeding in its efforts to reduce gambling at its gaming establishment by those with gambling-related problems and the use to which those metrics will be put and provide the data those metrics have generated for each of the last five years at each of the applicant's facilities. Further, please describe how the applicant proposes to cooperate and support the Commission in the development of an annual research agenda as provided in G.L. c. 23K, §71.	Separate this question into two areas of inquiry, one regarding past efforts and another for future efforts.
5-33	Traffic Control Measures	Describe the plans for traffic control measures the applicant proposes for the gaming establishment complex and the surrounding areas, the expected total vehicle traffic generated by the site, and plans for mitigating vehicle trips to and from the site both during construction and operation of the facilities. Further, describe efforts to encourage public transportation options to access the site, and pedestrian access and amenities of the site and surrounding area.	Provide expected total traffic vehicle traffic in both Average Daily Traffic (ADT) and Peak hour volumes (AM/PM)." AND define "surrounding area" in terms of distance from site. Template to be provided.
5-34	Traffic for Special Events	Describe the applicant's plans for accommodating special events and the traffic those events may generate.	Provide maximum anticipated duration and total traffic vehicle traffic counts at arrival and departure from a special event.