

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

SUFFOLK, ss.

_____)
In the Matter of:)
)
Blue Tarp reDevelopment, LLC)
_____)

AGREEMENT TO AWARD A CATEGORY 1 LICENSE TO BLUE TARP REDEVELOPMENT, LLC

Upon reviewing all of the requirements of G.L c. 23K, the regulations under 205 CMR 101 et seq. and weighing the Applicant's RFA 1 and RFA 2 applications and information and comments submitted by the public, the Commission has determined that the Region B Category 1 gaming establishment license (the "license") will be awarded to Blue Tarp reDevelopment, LLC (the "Designated Licensee") pursuant to the terms and conditions of this Agreement to Award a Category 1 License to Blue Tarp reDevelopment LLC ("Agreement").

The gaming establishment will be defined in the license.

The term of the license awarded to Designated Licensee commences upon the Commission approval of the commencement of the operation of the gaming establishment and continues for a period of fifteen (15) years thereafter.

The Commission is taking action pursuant to 205 CMR 118.06(1)(d), and has determined that the Category 1 gaming establishment license will be awarded by a vote of the Commission and accepted by the Designated Licensee pursuant to G.L c. 23K, § 10 on the earlier of three (3) business days after (a) a finding by the Supreme Judicial Court invalidating the ballot initiative at issue in Case No. SJC-2013-00356, *Abdow, et. al. v. Attorney General and Secretary of the Commonwealth* or (b) the rejection of the repeal petition in the November 6, 2014 general election (hereinafter "Effective Date") subject to the following conditions:

1. Compliance with all of the requirements of M.G.L. c. 23K, as now in effect and as hereafter amended and 205 CMR 101 et seq., as now in effect and as hereafter amended.
2. Compliance with all applicable federal, state and local laws, rules and regulations, now in effect or as hereafter amended or promulgated.
3. Compliance with the debt equity requirements as established by the Commission's regulations.
4. Payment of the licensing fee as established in G.L c. 23K, § 10(d) and 205 CMR 121.01(1) on the later of June 30, 2014 or within five (5) business days of the Effective Date.

5. Payment of assessments made pursuant 205 CMR 121.00 on the later of June 30, 2014 or within five (5) business days of the Effective Date. Such assessments shall be offset by any installment payment made by the Designated Licensee under 205 CMR 121.02(1) and as described in paragraph 6, below.
6. Payment within five (5) business days of the Commission's vote to enter into this Agreement with the Designated Licensee as set forth above of an installment fee pursuant to 205 CMR 121.02(1) in the amount of \$4,967,000. This payment shall be considered an installment and credited to the Slot Assessment in the amount of \$1,800,000 and Commission's Annual Assessment in the amount of \$3,167,000 as set forth in G.L c. 23K, § 56(a) and (c); 205 CMR 121.01(3) (a) and (3)(b); 205 CMR 121.02(2) and (3).
7. Secure a deposit bond in a form acceptable to the Commission equal to 10% of the capital investment calculated in accordance with 205 CMR 122 in the amount of \$51,579,200 within thirty (30) days of the Effective Date.
8. Compliance with the requirements of G.L. c. 23K, §15 (3) within 60 days of the Effective Date
9. Compliance with the terms and conditions of:
 - a. the host community agreement;
 - b. surrounding community agreements;
 - c. impacted live entertainment agreements;
 - d. lottery agreements;
 - e. any agreements related to the Designated Licensee's RFA 2 application signed with local partners as of the date of this Agreement including but not limited to the Greater Springfield Convention and Visitors Bureau;
 - f. the memorandum of understanding between the Commission and the Massachusetts Community College Casino Career Institute;
 - g. affirmative marketing programs for those businesses identified in c. 23K §21 (21) (i) (ii) and (iii) for design and construction of the gaming establishment;
 - h. affirmative action programs identified under c.23K §21 (22); and
 - i. all federal, state and local permits and approvals required to construct and operate the gaming establishment.
10. The provision of a plan within thirty (30) days of the Commission's request after the Effective Date for the Commission's review and approval creating an affirmative marketing program for those businesses identified in c.23K §21 (21) (i) and (ii) for design and construction.

11. The provision of a plan within ninety (90) days of the Commission's request after the Effective Date for the Commission's review and approval creating an affirmative marketing program for those businesses identified in c.23K §21 (21) (iii) for provision of goods and services procured by the gaming establishment.
12. The provision of a plan within thirty (30) days of the Commission's request after the Effective Date for the Commission's review and approval creating an affirmative action program for equal opportunity to those residents identified in c.23K §21 (22).
13. Compliance with the construction plans, specifications, and timelines as approved by the Commission in accordance with Commission regulations.
14. Compliance with the information included in the application filed by the Designated Licensee and the evaluation reports prepared by the Commission as part of the Commission's evaluation process which are incorporated by reference into this Agreement.
15. The provision of a plan within ninety (90) days of the Commission's request after the Effective Date to work with the Massachusetts Department of Labor and Workforce Development and related state and local agencies to create a plan for approval by the Commission in consultation with the Massachusetts Department of Labor and Workforce Development to identify and market employment opportunities to unemployed residents of Massachusetts.
16. In consultation with the regional tourism council and with the Massachusetts Office of Travel and Tourism, and subject to approval by the Commission, create a regional tourism marketing and hospitality plan. Such plan shall include, but is not limited to, making space available in the gaming establishment for state and regional tourism information, links on the Designated Licensee's website to the regional tourism council website, a joint marketing program with the regional tourism council and the Massachusetts Office of Travel and Tourism, staff training in regards to the plan and sharing of visitor data with the regional tourism council and the Massachusetts Office of Travel and Tourism. Such plan shall be provided to the Commission for its approval at least ninety (90) days prior to the anticipated commencement of operation of the gaming establishment.
17. In conjunction with the Massachusetts Gaming Commission Vendor Advisory Team and any local grant awardee, create a plan within ninety (90) days of the of the Commission's request after the Effective Date for the Commission's review and approval to assess Designated Licensee requirements and to identify potential local vendors.
18. Institute credit and collection practices that comply with Commission regulations.
19. Comply with any free play standards set by the Commission.
20. Other specific conditions:

- a. The Designated Licensee shall file and update a list on a timely basis regarding the status of all pending litigation to which the Designated Licensee is presently a party, and promptly notify the Commission of any litigation commenced subsequent to the issuance of the license, with timely updates regarding the status of any new litigation. For the purposes of this condition, litigation is defined as any matter in which the damages may reasonably be expected to exceed \$100,000;
- b. The Designated Licensee shall promptly report any changes relating to its ownership, members, managers and/or directors; any new owners, members, managers and/or directors and pursuant to the Commission's regulations be required to submit a PHD and Mass Supp, or BED form to the Commission; and must be found suitable by the Commission;
- c. The Designated Licensee shall promptly report to the Commission as soon as it becomes aware that it intends to enter into a transaction which may result in any new financial backers, investors, mortgagees, bondholders, or holders of indentures, notes, or other evidences of indebtedness;
- d. The Designated Licensee shall promptly inform the Commission of any declared default or any material failure to meet any payment of interest or principal when due under any of its existing or future debt;
- e. The Designated Licensee shall notify the Commission if it intends to enter into a transaction to refinance its existing debt or incur any additional capital debt obligations of \$50,000,000 or more, whether in a single transaction or cumulative transactions during any 12-month period;
- f. The Designated Licensee shall submit annual audited financial statements to the Commission, if available; otherwise, it shall file consolidated audited financial statements with the Commission;
- g. The Bank Secrecy Act of 1970 ("BSA," or otherwise known as the Currency and Foreign Transactions Reporting Act) requires US financial institutions to assist US government agencies to detect and prevent money laundering. Specifically, the BSA requires financial institutions to keep records of cash purchases of negotiable instruments, file reports of cash transactions exceeding \$10,000 (daily aggregate amount), and to report suspicious activity indicative of money laundering, tax evasion, or other criminal activities. Originally applied only to financial institutions such as banks, reporting requirements have since broadened to include businesses such as casinos and check-cashing agencies. In that regard, a licensed casino qualifies as a "financial institution" subject to those filing requirements if it has more than \$1,000,000 in annual gross gaming revenue. This is a threshold any licensed gaming operation in Massachusetts should meet. The Designated Licensee is required to submit and adhere to a Plan for compliance with the United States Currency and Foreign Transactions Reporting Act.

- h. The Designated Licensee shall commit to being LEED Gold certified.
- i. The Designated Licensee shall adhere as reasonably practicable to the average wage scales provided in the Designated Licensee's RFA 2 application.
- j. The Designated Licensee shall apply for an alcoholic beverage license in accordance with the Commission's regulations.
- k. The Designated Licensee and its individual principals and principal entities shall refrain from any personal or business contact with Terry Christensen;
- l. Any contact with Terry Christensen shall be reported to the Commission within 10 days of the contact;
- m. The Designated Licensee shall provide the Commission in a timely manner with copies of regular or periodic reports on Macau operations that are required to be filed in any U.S. jurisdiction
- n. The Designated Licensee will provide the Commission with notice of any change in its corporate governance structure including but not limited to changes in the membership of the audit and/or compliance committees;
- o. Dubai World shall provide to the Commission in a timely manner copies of the quarterly certifications attested to by the principals regarding compliance with the delegation resolution and accompanying materials provided to Nevada Gaming Control Board.
- p. Dubai World shall submit annual consolidated audited financial statements (which themselves consolidate the results for Infinity World Holding Limited, Infinity World (Cayman) Holding, Infinity World (Cayman) LP, Infinity World (Cayman) Investments Corporation and Infinity World Investments LLC) prepared either in accordance with International Financial Reporting Standards or GAAP.
- q. During the period between the date of this Agreement and the Effective Date of the license, Designated Licensee agrees to take all reasonable steps necessary to obtain all required permits for commencement of the project, and to continue related design work, and to put in place all necessary contracts such that the Designated Licensee will be ready to commence work on the project as soon as practicable after the Effective Date. For the purposes of this paragraph, determination of reasonableness and practicability shall be determined through agreement between the Designated Licensee and the Commission. Designated Licensee shall report to the Commission on a monthly basis regarding its progress under this section.
- r. Except as further provided below, conditions 20(a-d), (f), (g), and (k-n) shall also apply to MGM Resorts International, Inc.:

- i. 20(a) shall not include litigation which involve claims which are fully and completely covered under an insurance policy with a licensed insurance carrier;
 - ii. 20(b) shall not include: those persons holding less than 5% of the common stock; in the case of institutional investors, if the institutional investor holds less than 15% of the stock of the applicant, holding, intermediary or subsidiary company or such higher threshold imposed by the Commission; and any owner granted a waiver pursuant to 205 CMR 116.03;
 - iii. 20(c) shall not apply to new financial backers, investors, mortgagees, bondholders, or holders of indentures, notes or other evidences of indebtedness unless these individuals or entities are required to qualify pursuant to 205 CMR 116.
21. To carry out Designated Licensee's plan for mitigating garage massing, ensure that the completed garage is masonry clad (or with materials approved by the Commission creating the appearance of masonry) and the Union Street expression is of the kind, quality and articulation shown for the Bliss Street façade at page 14 of Attachment 4-05-01.
22. The Designated Licensee shall coordinate with the Massachusetts Department of Transportation, the Trial Court of the Commonwealth and other interested parties plans designed to minimize noise and dust and disruption to parking and business operations during construction of MGM Springfield and the planned DOT I-91 Viaduct Project.
23. The Designated Licensee agrees to report to the Commission upon selection of General Contractor and meet to review MBE, WBE and VBE commitments.
24. The Designated Licensee agrees to report to the Commission on Designated Licensee's efforts to have appropriate representation of local and regional businesses in Designated Licensee's retail program.
25. The Designated Licensee agrees to report to the Commission regarding discussions with the City of Springfield to maintain workforce population in the City of Springfield.

SO ORDERED

MASSACHUSETTS GAMING COMMISSION

Stephen P. Crosby, Chairman

James F. McHugh, Commissioner

Bruce Stebbins, Commissioner

Gayle Cameron, Commissioner

Enrique Zuniga, Commissioner

ACCEPTED AND AGREED

Blue Tarp reDevelopment, LLC

By: _____
Michael C. Mathis

Title: