

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**RESPONSE OF EASTERN STATES EXPOSITION
TO BLUE TARP REDEVELOPMENT'S OPPOSITION TO PETITION FOR
DESIGNATION OF EASTERN STATES EXPOSITION AS AN IMPACTED LIVE
ENTERTAINMENT VENUE**

Eastern States Exposition ("ESE") hereby responds to the Opposition (the "Opposition") of Blue Tarp reDevelopment ("MGM") to ESE's Petition for Designation as an Impacted Live Entertainment Venue ("ILEV") as follows:

:

Background

ESE is a Massachusetts not-for-profit corporation located approximately 2 miles from downtown Springfield where MGM proposes to develop and operate an \$800 million gaming establishment. Since its founding almost a century ago, ESE has served as a critical economic driver for western Massachusetts by attracting well over 2.5 million people per year to the various year-round events hosted there, and by generating an estimated economic impact for the region of close to a half billion dollars per year.¹

Live entertainment is an integral element of ESE's ability to attract large audiences and its long history of success. ESE owns and operates certain live performance venues known as the Xfinity Arena, an approximately 6,500 seat outdoor arena, and the Coliseum, an approximately 6,000 seat indoor arena (together, the "Venues"), both designed in whole or in

¹ See report entitled *The Economic Impact of the Eastern States Exposition* dated September 10, 2013 prepared by Regional Economic Models, Inc.

part for the presentation of live concerts, comedy or theatrical performances. Almost all of the foregoing facts are acknowledged by MGM in its Opposition.

According to the lead article appearing in the January 24, 2014 edition of *The Republican* following MGM's January 23, 2014 presentation to the Commission concerning the details of its \$800 million casino proposal (the "MGM Presentation"), "*MGM will underwrite, co-promote and book at least four shows each at the MassMutual Center, Symphony Hall and CityStage each year following the opening of the casino.*" Located within such close proximity and offering the same types of entertainment in similarly sized venues, MGM's arrangement with various Springfield venues is certain to have a devastatingly negative impact on the Venues and ESE. There is no doubt that such MGM underwritten and promoted events will not only over time attract enormous numbers of people that might otherwise attend similar live performance events hosted at the Venues, but will also negatively affect ESE's ability to book quality performers as a result of so-called "radius restrictions" imposed on acts booked at MGM venues.

Notwithstanding its obligation under the gaming statute and related regulations to provide the Commission fair and reasonable signed agreements with any ILEV in order to be eligible to receive a gaming license, MGM not only opted to forego any attempt to negotiate an ILEV with ESE for submission along with its RFA-2 application, but has now filed a lengthy formal written opposition to ESE's petition for ILEV status. By forcing ESE to actively defend its petition for designation as an ILEV rather than in good faith negotiating a fair and reasonable ILEV agreement, MGM has chosen to inconvenience, financially burden and otherwise attempt to intimidate ESE into entering into an unreasonable and unfair ILEV agreement. Such conduct on the part of MGM is unbecoming of the only remaining applicant for the sole gaming license available to be awarded in western Massachusetts.

Statutory and Regulatory Analysis

M.G.L. c. 23K § 2 defines an ILEV as “*a not-for-profit or municipally-owned performance venue designed in whole or in part for the presentation of live concerts, comedy or theatrical performances, which the commission determines experiences, or is likely to experience, a negative impact from the development or operation of a gaming establishment.*”

As a not-for-profit corporation organized under M.G.L. c. 180 owning and operating the Venues, both designed in whole or in part for the presentation of live concerts, comedy or theatrical performances, ESE fits, with respect to those specific matters, precisely within the statutory definition of an ILEV.

In making an ILEV determination, M.G.L. c. 23K §4(39) and 205 CMR 126.01(2) both require the Commission to “*consider factors including, but not limited to, the venue’s distance from the gaming establishment, venue capacity and the type of performances offered by the venue.*” Located directly across the Connecticut River in West Springfield, approximately 2 miles from the MGM proposed \$800 million gaming establishment, and having similar seating capacities and offering the same types of live concerts, comedy or theatrical performances that will be offered by that gaming establishment at the various downtown Springfield venues, it is difficult to imagine how the ESE Venues would not, or likely not, experience any negative impact from the development or operation of that gaming establishment. In fact, the ESE Venues are the exact type of live entertainment performance venues entitled to the protections afforded under the Gaming Statute and regulations.

The conditions under M.G.L. c. 23K §21 in order for MGM to be an eligible licensee of a gaming license include the requirement that MGM “*meet with...not-for-profit venues located in the commonwealth to discuss a mitigation plan which may include, but shall not be limited to,*

agreements regarding event scheduling, promotions, ticket prices, marketing and other operations which may impact the viability of such...not-for-profit entertainment venues. The commission shall encourage the establishment of such a mitigation plan through fair and reasonable discussion.” The mitigation agreement offered by MGM to ESE after ESE filed its petition for designation as an ILEV, and the limited discussions MGM has had with ESE concerning the terms of that agreement have been neither fair nor reasonable.

Finally, it is important to note that under M.G.L. c. 23K §15(10) and §17(b), until MGM provides the Commission with a “*fair and reasonable*” signed agreement with any impacted live entertainment venue, MGM shall not be eligible to receive a gaming license.

The Opposition

MGM’s Opposition acknowledges facts and contains other information which taken alone support a determination by the Commission that the ESE Venues are an ILEV. Facts and information contained in the Opposition and related exhibits include acknowledgment that the Venues are not-for-profit owned performance venues, designed in whole or in part for the presentation of live concerts, located approximately 2 miles from the MGM proposed gaming establishment, the Venues have capacities similar to the venues that will be associated with operation of the MGM gaming establishment, and that the live performances offered at the Venues will be similar to or the same as those that will be offered at the MGM venues. In that regard, the Opposition actually supports ESE’s petition and a designation by the Commission of the Venues as an ILEV.

The MGM Opposition is, however, also misleading, inaccurate and unfair. To begin with, the text of the Opposition misrepresents the “*Highlights*” of the Cross-Marketing and Non-Competition Agreement attached as Exhibit A to the Opposition (the “*Agreement*”) by failing to

indicate that each of the more substantive and significant covenants and obligations listed in the Opposition is qualified by or subject to “MGM’s sole and absolute discretion” or to be “determined in MGM’s sole and reasonable discretion” in the actual Agreement. A copy of Section 1.1 of Exhibit A to the Opposition highlighting the language missing from the “Highlights” listed in the text of the Opposition is attached this Response as Attachment 1. Based upon MGM’s decision to initially ignore ESE and to later aggressively oppose its petition for designation as an ILEV, ESE is understandably not at all comfortable with exercise by MGM of its sole discretion, purportedly reasonable or otherwise.

A further example of MGM’s tactics and the unfair nature of the Agreement is MGM’s promise it “*shall not enter into any agreement with any performer or show which, through a radius restriction or otherwise, precludes performances by that performer or show at the Venue.*” However, it must be noted that the terms of the Agreement also provide “[i]n the event MGM fails to include such a radius restriction exemption in any contract or otherwise inadvertently prohibits a performance in violation of [the Agreement], MGM shall grant a waiver to such visiting performer or show **at the written request of ESE**” and “**ESE shall not be entitled to any other remedy for [MGM’s] breach of this Section [of the Agreement].**” (Emphasis supplied). See p. 6 of Opposition and Section 2.1 of Agreement. This provision would essentially leave ESE in the position of having no effective means of confirming MGM’s compliance with the radius restriction covenant or any meaningful remedy in the event it were to be harmed by MGM’s failure to honor that commitment.²

² It is difficult to imagine how an organization of the size and purported sophistication of MGM might “inadvertently” fail to include a radius restriction exemption in any entertainment contract, however, the impossible burden of determining MGM’s compliance with the covenant would be on ESE and there

The Opposition also suggests that a petitioner must somehow “*demonstrate a negative impact by a casino development*” in order to be designated an ILEV by the Commission. See Opposition at p.7. There is no such burden or obligation required of a petitioner anywhere in the Gaming Statute or regulations. That notwithstanding, the ESE petition, the Opposition, the MGM Presentation and this Response when taken together provide overwhelming support for a determination by the Commission that the ESE Venues will experience, or are likely to experience, a negative impact from the development or operation of the proposed MGM gaming establishment. In fact, the Opposition and the MGM Presentation taken alone acknowledge sufficient facts and provide ample other information, including the distance of the Venues from the proposed gaming establishment, their seating capacity and the type of performances offered, to enable the Commission to determine that the Venues either will experience, or are likely to experience, a negative impact from the development or operation of the proposed MGM gaming establishment.

In addition, the Opposition alleges that the only effects of the Venues being located approximately 2 miles from the proposed MGM gaming establishment will be positive, and suggests that those positive effects should be taken into consideration by the Commission in connection with its determination of whether the Venues should be designated an ILEV. Again, even if in the very unlikely event there was any positive impact on the Venues or ESE from the operation of the gaming establishment, there is no statutory or regulatory support for the Commission to consider it in connection with its determination of an ILEV designation.

would be no meaningful consequence for any breach by MGM even if ESE were to suffer substantial harm a result that breach.

Overall, in light of the preeminent role ESE plays in western Massachusetts as a regional economic driver and leader in live entertainment, MGM's conduct in initially opting to ignore and now actively oppose ESE's designation as an ILEV is regrettable. The ILEV Agreement offered by MGM to ESE is unfair and unreasonable and, in offering such an agreement and opposing ESE's petition for designation as an ILEV, MGM has failed to satisfy its obligations under the Gaming Statute and regulations for issuance of a gaming license.

Conclusion

On the basis of the facts and other information contained in (i) the ESE petition for designation as an ILEV, (ii) the MGM Opposition, (iii) the MGM Presentation (iv) this Response, and (v) any additional testimony and documentation to be presented at the public hearing scheduled for January 28, 2014, ESE hereby respectfully requests the following:

1. That the Commission designate the ESE Venues an ILEV;
2. That pursuant to G.L. c. 23K §17(b), the Commission take no further action on MGM's application for an RFA-2 gaming license until MGM enters into a "*fair and reasonable*" ILEV Agreement with ESE;
3. That in the event MGM fails to negotiate an ILEV agreement with ESE in good faith that the MGM application for an RFA-2 gaming license be denied; and
4. That the Commission take whatever other or further actions as may be necessary or appropriate under the gaming statute and regulations.

[Signature on Following Page]

Respectfully submitted,

EASTERN STATES EXPOSITION

By Its Attorneys,



Mark D. Cress (BBO #552268)

Bulkley, Richardson and Gelinias, LLP

1500 Main Street, Ste. 2700

P.O. Box 15507

Springfield, MA 01115-5507

Tel. (413) 272-6255

Fax (413) 785-5060

mcress@bulkley.com

ATTACHMENT A

1.1 MGM agrees to work in good faith with ESE to cross-market with and promote the Venue as follows:

(a) MGM will promote Venue events through on-property marketing placements and signage **(determined in MGM's sole and absolute discretion)** at the Project on a monthly basis during the term of this Agreement. ESE shall designate **(subject to reasonable approval rights of MGM)** which Venue events shall be promoted, and shall provide digital content and/or print ready graphics for this purpose.

(b) MGM will make tickets of the annual BIG E Fair at the Venue available for purchase online through the Project homepage, on-site at the Project, and to MGM employees through the M Life Insider Employee portal or similar in-house employee portal and channels.

(c) MGM will send targeted e-mails promoting events at the Venue as designated by ESE in accordance with Section 1.1(a) to M Life members in the Springfield and surrounding areas, the number and frequency of which shall be **determined in MGM's reasonable discretion.**

(d) MGM will promote events at the Venue designated in accordance with Section 1.1(a) through its various social media channels (including Facebook and Twitter), the number and frequency of such social media posts **shall be determined in MGM's reasonable discretion.**

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of January, 2014, I served a true copy of the foregoing document, via electronic mail, upon:

Eugene J. Cassidy, President & Chief Executive Officer
Eastern States Exposition
1305 Memorial Avenue
West Springfield, MA 01809
ecassidy@thebige.com

Troy Siebels, President
Massachusetts Performing Arts Coalition
c/o The Hanover Theatre
2 Southbridge Street
Worcester, MA 01608
troy@thehanovertheatre.org

Danny Eaton, President
MAJESTIC THEATER
131 Elm Street
West Springfield, MA 01089
Dannye@majestictheater.com



Jed M. Nosal



EASTERN STATES EXPOSITION

3 January 2014

EUGENE J. CASSIDY, CFE
PRESIDENT & CHIEF EXECUTIVE OFFICER

Via Certified Mail

Return Receipt Requested No. 7005 0390 0004 1384 0372

Massachusetts Gaming Commission

84 State Street, 10th Floor
Boston, MA 02109

RE: Application for Designation of Eastern States Exposition as an Impacted Live Entertainment Venue

Dear Commissioners:

This letter constitutes a written request by Eastern States Exposition ("ESE"), pursuant to M.G.L. c. 23K, §17(b) and 205 C.M.R. 126.01(1)-(2), for designation as an impacted live entertainment venue with respect to the gaming establishment proposed by MGM Springfield ("MGM") to be located in downtown Springfield, Massachusetts.

ESE is a Massachusetts non-profit agricultural, educational and entertainment organization founded in 1916 located on 175 acres in West Springfield, Massachusetts, with the Federal public charity designation 501 (c) 3. ESE hosts more than 100 events including live shows, trade shows, agricultural competitions and shows, and educational and entertainment events throughout the year, including the annual *Big E*, which is the largest cultural event on the Eastern Seaboard and the fifth (5th) largest fair in North America hosting nearly 1.5 million fairgoers annually. In addition, ESE operates the Storowton Village Museum including daily educational events and Storowton Tavern, both of which are open to the public year-round. ESE also presents live concerts, comedies and theatrical performances at its outdoor Xfinity Arena (the "Venue") at various times during the calendar year, including during the *Big E*. The Venue has a capacity of over 6,500 seats. The fairgrounds include the storied Coliseum, the seat of the regional AHL for generations until the mid-1970's, with seating capacity for 6,000.

As the Commission is aware, MGM has submitted an RFA-2 application seeking a category 1 license to operate a gaming establishment in Springfield, Massachusetts. The proposed location of the gaming establishment is in close proximity to the ESE Venue, being less than two miles away. As the Commission is further aware, it is typical of gaming establishments, such as the one with respect to which MGM has submitted its application, to host numerous "top-act" entertainment performances. It is also typical of contracts for such performances to contain limitations and restrictions prohibiting entertainers from performing within a certain radius from the gaming establishment venue, often for a significant length of time.

Home of The Big E

As such, ESE will likely be forced to compete with and be unable to secure and contract with top quality entertainers to perform at the Venue once MGM's gaming establishment is operational. As a result, ESE anticipates that the quality and number of live entertainment performances at the Venue will be negatively impacted and significantly compromised.

Accordingly, pursuant to M.G.L. c. 23K §17(b) and 205 C.M.R. 126.01(1)-(2), ESE hereby applies to the Commission for designation as an impacted live entertainment venue within the meaning of M.G.L. c. 23K §17(b) and 205 CMR 110.01(2). In connection with such designation, ESE respectfully requests that the Commission direct MGM to negotiate a signed agreement with ESE as an impacted live entertainment venue, and that no action be taken by the Commission on the MGM application for a category 1 license to operate a gaming establishment prior to the execution of that agreement, all as provided pursuant to the aforesaid statute and regulations.

Please contact the undersigned if you have questions or require any additional information in connection with this application.

Thank you for your assistance.

EASTERN STATES EXPOSITION



Eugene J. Cassidy,
President and Chief Executive Officer

MPAC

Massachusetts Performing Arts Coalition

Cape Cod Melody Tent, Hyannis The Hanover Theatre, Worcester Lowell Memorial Auditorium Lynn Memorial Auditorium
South Shore Music Circus, Cohasset Symphony Hall & CityStage, Springfield The Zeiterion Theatre, New Bedford

VIA OVERNIGHT DELIVERY

January 9, 2014

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

Dear Chairman Crosby:

As you know, the Massachusetts Performing Arts Coalition (the “Coalition”) has been seeking to engage in discussions with resort casino license applicants, on behalf of the Coalition’s members, all non-profit or municipally-owned live performance venues. These discussions have centered around negotiation of a mutually-agreeable Impacted Live Entertainment Venue (“ILEV”) agreements. By letter dated December 16, 2013, I updated the Massachusetts Gaming Commission (the “Commission”) on our efforts to reach out to and arrive at agreement with the three current resort casino license applicants. To date and despite our best efforts, we have been unable to finalize an ILEV agreement with any of these applicants. Although we continue to anticipate that ILEV agreements will be signed with all three applicants, in light of the deadline for petitioning the Commission for ILEV designation (as most recently extended to January 13, 2014 by the Commission’s update dated January 6, 2014), the Coalition submits the following three petitions under 205 CMR 126.01(1)(b) for Commission designation of the following MPAC member venues as Impacted Live Entertainment Venues.

Mohegan Sun Massachusetts, LLC/Revere: The Coalition asks that the Commission designate the **Lynn Auditorium** as an ILEV with respect to this resort casino applicant. The proposed resort casino would be located approximately 6 miles from Lynn Auditorium, well within the 50-mile radius many live entertainment presenters use to guarantee exclusivity from performers much less than the 100-mile radius more common among casino presenters. Please note that the draft ILEV agreement being negotiated between the Coalition and Mohegan Sun Massachusetts, LLC (“MSM”) includes a commitment from the applicant that no exclusivity clauses will be incorporated into agreements with entertainers performing at venues at the resort in Revere (see MSM’s RFA-2 application, Answer to Question 5-21). Without an enforceable contractual commitment from MSM, it could program its venues with touring entertainers similar to those presented at the Lynn Auditorium and, using its disproportionate buying power, divert many of those acts to the casino. This would have a devastating impact on the Lynn Auditorium, which presented 20 major concert events during its last season, including such artists as Alice Cooper, ZZ Top, Cesar Milan and George Thorogood.

MPAC is incorporated in the Commonwealth of Massachusetts as an association of non-profit and municipally owned performing arts centers engaged in presenting touring entertainment, to promote the welfare of member theaters and of the touring entertainment industry in the Commonwealth

Troy Siebels, President c/o The Hanover Theatre, 2 Southbridge Street, Worcester, MA 01608
508-471-1760 tel 508-890-2320 fax troy@thehanovertheatre.org

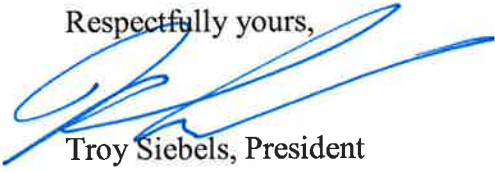
Wynn MA, LLC/Everett: The Coalition asks that the Commission designate the **Lynn Auditorium** as an ILEV with respect to this resort casino applicant. The proposed resort casino would be located approximately 8 miles from the Lynn Auditorium, well within the 50-mile radius many live entertainment presenters use to guarantee exclusivity from performers much less than the 100-mile radius more common among casino presenters. Despite the representation by Wynn, MA, LLC (“Wynn”) in its Answer to Question 5-21 in Wynn’s RFA-2 application that it will not incorporate geographic exclusivity clauses into entertainer agreements, and will host only free concerts and performances at its casino site, the Lynn Auditorium is likely to experience a severe negative impact from the diversion of potential customers to this new venue, as it is likely that the types of entertainers booked to appear at Wynn’s location will be similar to entertainers that otherwise would appear at the Lynn Auditorium, such as Foreigner, Kenny Rogers, B.B. King and the Gipsy Kings. Additionally, even in the absence of exclusivity clauses, Wynn’s sheer buying power is likely to induce booking agents to choose the Wynn casino rather than the Lynn Auditorium when scheduling national entertainers to tour in Massachusetts.

Without an ILEV agreement between the Coalition on behalf of the Lynn Auditorium and Wynn containing provisions on cross-marketing, performance schedule coordination, promotions and ticket prices, the Lynn Auditorium is likely to suffer a loss of business that threatens its ongoing viability. As described to the Commission in the Coalition’s letter dated December 16, 2013, Wynn has not responded in any manner to the Coalition’s multiple efforts to engage them in discussion. In light of that silence, the Coalition believes an ILEV designation is imperative in order to force Wynn to come to the table and enter into an ILEV agreement that contains the types of mitigation measures contemplated by section 15(10) of the Expanded Gaming Statute that would minimize the adverse impacts of Wynn’s resort casino on the Lynn Auditorium.

Blue Tarp reDevelopment, LLC/Springfield: The Coalition asks that the Commission designate the **Hanover Theatre** as an ILEV with respect to this resort casino applicant. The proposed resort casino would be located approximately 42 miles from Hanover Theatre, well within the 50-mile radius many live entertainment presenters use to guarantee exclusivity from performers much less than the 100-mile radius more common among casino presenters. Although the City of Springfield, which owns Symphony Hall, a nearby live performance venue, has negotiated an agreement with Blue Tarp reDevelopment, LLC (“MGM”) , that agreement does not contain provisions that protect other Coalition members that may suffer material adverse impacts from the MGM casino. Hanover Theatre’s typical roster of entertainers and performances is similar to the entertainers likely to be booked by MGM at its casino, making Hanover Theatre vulnerable to diversion of those performances to MGM’s facility. In order to protect Hanover Theatre in the absence of an ILEV agreement, an ILEV designation by the Commission will encourage all parties to commence negotiations until a mutually-agreeable ILEV agreement is executed.

Please let me know if the Commission would like to see any additional information in considering these petitions. Thank you for your ongoing attention to our concerns; we look forward to fruitful discussions with all of these gaming license applicants.

Respectfully yours,



Troy Siebels, President
Massachusetts Performing Arts Coalition

cc: Mohegan Sun Massachusetts, LLC (via overnight delivery)
Wynn MA, LLC (via overnight delivery)
Blue Tarp reDevelopment, LLC, c/o Jed Nosal, Esq., Brown Rudnick LLP (via overnight delivery)

Sangalang, Michael (MGC)

From: Danny Eaton <Dannye@majestictheater.com>
Sent: Thursday, January 09, 2014 2:17 PM
To: Grossman, Todd (MGC); Ziemba, John S (MGC)
Cc: mnastasia@brownrudnick.com; esullivan@west-springfield.ma.us; sbrighenti@oamlaw.com; Todd Kadis
Subject: Impacted Live Entertainment Venue Request - Majestic Theater, West Springfield, MA

January 9, 2014

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

Dear Massachusetts Gaming Commission,

The Majestic Theater in West Springfield, MA is requesting it be designated an Impacted Live Entertainment Venue as outlined in 205 CMR 126 because of the information detailed in the Phase 2 application submitted by MGM Springfield.

The Theater Project, Inc. dba Majestic Theater is a non-profit 501(c)(3) Massachusetts corporation established in 1993. The Theater Project, Inc. is a professional Equity SPT live theater producing locally at the Majestic since 1997. Our mission is to provide Western Massachusetts based actors, actresses and theater technicians a professional environment in which to perform – the Majestic Theater. Annually we employ over a hundred local theater actors, actresses and technicians providing them with the only opportunity to work and be paid to practice their craft. We have a Management and Box Office staff of twelve. The Theater Project, Inc. purchased the Majestic Theater building in 2003.

The Majestic has 240 seats in the performance theater. There are 70 seats in the Majestic Café that allows patrons to gather and have light refreshments prior to performances. The Theater Project, Inc. stages five Main Season productions which are a variety of Musicals, Comedies and Dramas from September through May with each production running for a minimum of 31 performances (see the enclosed brochure). We have over 4,200 subscribers – the largest subscriber base in Western MA – who annually purchase tickets to all five of the Main Season productions. Our single ticket prices for a Main Season production range from \$22 to \$29. In the summer we produce three plays as part of the Majestic Children’s Theater which thousands of children from throughout the region attend with single ticket prices of \$8. We produce over fifty concerts and holiday specific productions during the Summer, Christmas holiday, St. Patrick’s Day and Valentine’s Day featuring local and regional artists with single ticket prices that range from \$15 to \$24 (see the enclosed brochure).

MGM Springfield’s Phase 2 application states in 3-24-08 Exhibit B – Business Operations and Marketing Obligations, Section 2. Symphony Hall/City Stage, paragraph (b) –

(b) The Developer has entered into an agreement with the Springfield Parking Authority pursuant to which Developer agrees to, among other things, underwrite, co-promote, book and schedule a minimum of three (3) Events per calendar year at City Stage...for a minimum of five (5) years... The Developer will purchase such number of unsold tickets to Events as may be necessary to meet its underwriting commitment for Events.

City Stage on Bridge St. in Springfield is located on the opposite side of the Connecticut River from the Majestic Theater – a little more than a mile away. City Stage has two operating theater spaces – one with seating capacity of approximately 400 and another with seating capacity of 100. City Stage’s advertised single ticket prices range from \$24 - \$38. They offer Season subscription packages for their events.

City Stage does not produce their own productions or cast with local actors and actresses any of their productions. City Stage contracts with national touring production companies to present a variety of Musicals, Comedies and Dramas. No local actor, actress or theater professional that has worked at the Majestic Theater has ever worked at City Stage.

City Stage operates in a building owned by the Springfield Parking Authority. It is with the Springfield Parking Authority that MGM Springfield has reached their agreement detailed in 3-24-01 Exhibit B of their Phase 2 proposal.

MGM Springfield states in their Phase 2 application “CONCEPT” section 4-01-01 that they will run a trolley system that will “run regularly from MGM Springfield to other...attractions...City Stage.” In section 4-02-01 there is a prominent photograph of City Stage’s marquee under which MGM Springfield explains that their focus is to “Build on Existing Assets” noting that they will support efforts that “...has appropriately prioritized development plans...” that specifically include “...City Stage.” In section 4-05-01 MGM Springfield’s facilities drawings include an outdoor “Armory Dining Entertainment” area that will be used in the Summer which The Theater Project, Inc. knows will directly compete and negatively impact the Majestic Theater Summer Concert Series (see the enclosed brochure).

We believe that the partnership agreement that MGM Springfield has executed with City Stage (Springfield Parking Authority), and their detailed plans to support and build on the existing asset which is City Stage as stated in their Phase 2 application will adversely affect the Majestic Theater. The Majestic Theater regularly competes for audience for our Musicals, Comedies and Dramas with City Stage. When City Stage is supported by the massive infrastructure and resources of MGM – as MGM Springfield has clearly stated is their intention – it will result in the Majestic Theater becoming an Impacted Live Entertainment Venue.

Sincerely,

Danny Eaton
President

Todd Kadis
Treasurer

MAJESTIC THEATER
131 Elm Street
West Springfield, MA 01089
(413) 747-7797
www.majestictheater.com

(Printed copy will be sent to the Massachusetts Gaming Commission.)



This email is free from viruses and malware because [avast! Antivirus](#) protection is active.

TOWN OF HAMPDEN MASSACHUSETTS

TOWN HOUSE
625 MAIN STREET
HAMPDEN, MA 01036
selectmen@hampden.org



BOARD OF SELECTMEN
Tel. (413) 566-2151 x 100
Fax (413) 566-2010

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

RE: Town of Hampden - Surrounding Community Designation

Dear Chairman Crosby:

This letter is intended to constitute the petition by the Town of Hampden, Massachusetts pursuant to 205 CMR 125.01 to be designated as a "surrounding community" as defined in G. L. c. 23K. The undersigned are a majority of the members of the Hampden Select Board and therefore constitute the Chief Executive Officer of the Town as defined in G. L. c. 4A, cl. Fifth (B). The Town of Hampden is petitioning for designation as a surrounding community with respect to the RFA-2 application which has been submitted by Blue Tarp reDEVELOPMENT, LLC for a casino on Main Street in the south end of Springfield, Massachusetts.

The Town maintains that it satisfies the criteria for surrounding community designation contained in 205 CMR 125.01(b), specifically that significant traffic to and from the Springfield casino will travel through the Town of Hampden and therefore will have significant adverse impact on the highway infrastructure of the Town.

Enclosed is a map which depicts Hampden relative to the City of Springfield.

The westerly border of Hampden is approximately three miles from the easterly border of Springfield which is approximately five miles from the location of the proposed casino. Pursuant to 205 CMR 125.01(2)(b)(1) the Town of Hampden claims that this geographic and commuting distance between Hampden and Springfield as host community and between Hampden and the actual gaming establishment qualify Hampden as a surrounding community.


As is evident from the enclosed map, Allen Street is the direct route from Hampden into Springfield. Allen Street would also be the route of choice for travelers east and south of Hampden from communities such as Somers and Stafford Springs, Connecticut. As the map shows, Allen Street crosses into East Longmeadow and then into the south end of Springfield via Mill Street. Hampden therefore raises the concerns articulated in 205 CMR 125.01(2)(b)(2) in that "the transportation infrastructure in the community will be significantly and adversely affected by the gaming establishment...." This subsection requires consideration of the ready access of Hampden to the casino, changes in level of services at intersections along Allen Street and increased volume

of trips on Allen Street and streets which feed into it. This increased travel will lead to the "derogation of infrastructure" in Hampden from the trips to and from the gaming establishment.

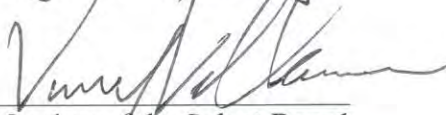
Thank you for considering this petition. Of course the town of Hampden will provide any additional information which the Commission may need.

Very truly yours,

TOWN OF HAMPDEN

By 

Member of the Select Board

By 

Member of the Select Board

Enclosure

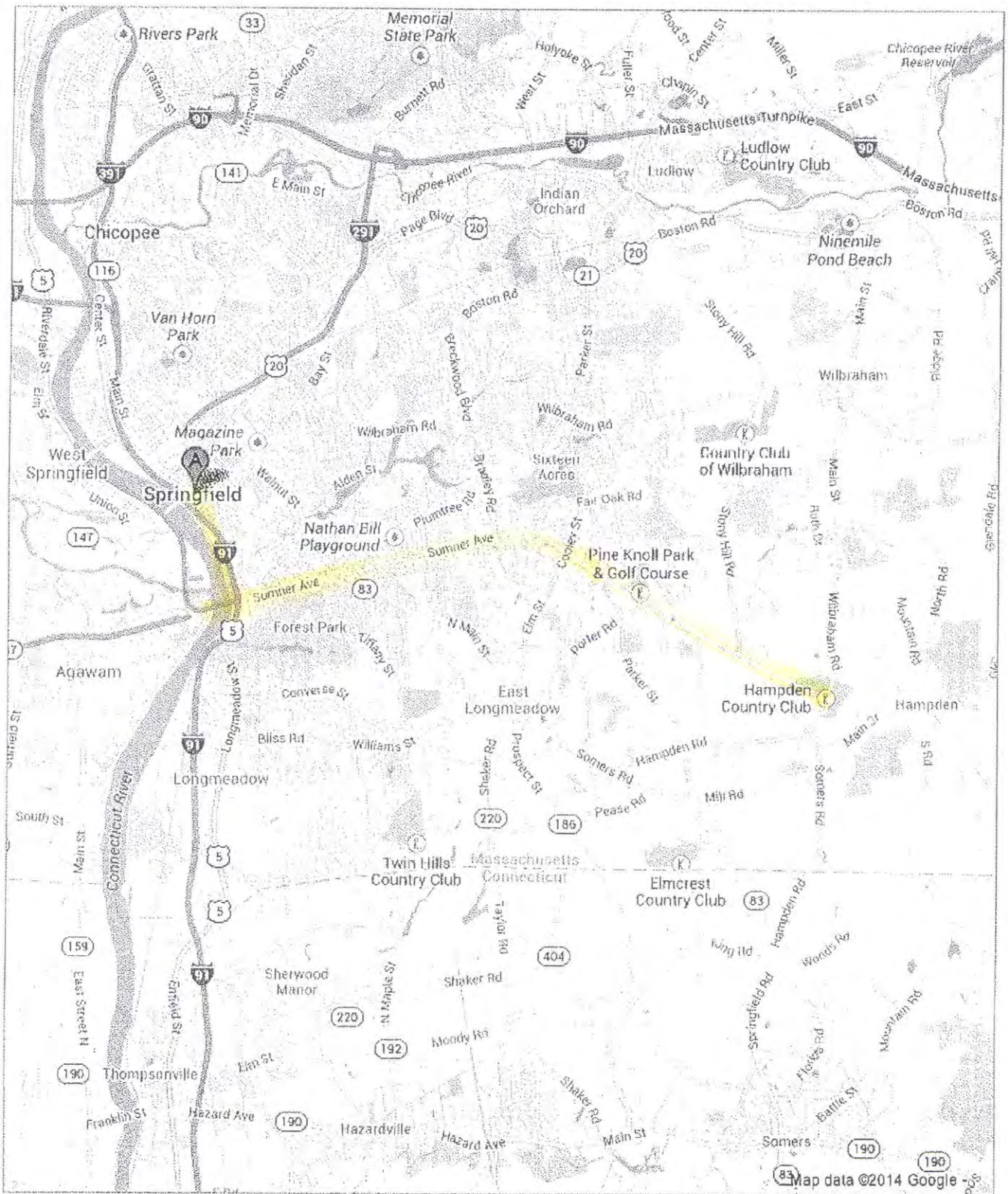
PROOF OF SERVICE

The undersigned hereby certifies that he served the foregoing petition by mailing a copy of the same by certified mail, return receipt requested to BLUE TARP reDEVELOPMENT, LLC, 1441 Main Street, Suite 1137, Springfield, Massachusetts 01103.

January 10, 2014



To see all the details that are visible on the screen, use the "Print" link next to the map.



Enter location or right-click on map

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Maccaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Ann M. O'Neill, Senior Counsel

Please respond to Quincy

January 13, 2014

VIA OVERNIGHT MAIL

Blue Tarp reDevelopment, LLC
100 Franklin Street, 9th Floor
Boston, MA 02110

VIA OVERNIGHT MAIL

Blue Tarp reDevelopment, LLC
c/o Corporation Service Company, its
Registered Agent
Boston, MA 02109

**Re: *Blue Tarp reDevelopment, LLC/
Petition for Designation as a Surrounding Community –
Town of Longmeadow***

Dear Sir or Madam:

Please be advised that this firm represents the Town of Longmeadow, Massachusetts ("Longmeadow"). Pursuant to M.G.L. c. 23K, § 17(a) and 205 CMR 125.01(2), I have enclosed Longmeadow's Petition for Designation as a Surrounding Community to the MGM Springfield Category 1 (resort) casino proposed by Blue Tarp reDevelopment, LLC ("MGM"), along with Exhibits 1 to 37. In addition, I have enclosed a Supplemental Certificate of Service, confirming service of the enclosed upon you.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Blue Tarp reDevelopment, LLC

January 13, 2014

Page 2

Thank you for your courtesy and consideration in this matter.

Very truly yours,



Michael C. Lehane

Brandon H. Moss

/bhm

Enclosures

cc: Massachusetts Gaming Commission (via overnight mail and email)
Catherine A. Blue, General Counsel (via overnight mail and email)
John S. Ziemba, Ombudsman (via overnight mail and email)
Stephen J. Crane, Longmeadow Town Manager (via overnight mail and email)
Longmeadow Select Board (via overnight mail and email)
Frank P. Fitzgerald, Esquire (via overnight mail and email)
Seth N. Stratton, Esquire (via overnight mail and email)

768615v1

SUPPLEMENTAL CERTIFICATE OF SERVICE

I, Brandon H. Moss, hereby certify that on January 13, 2014, a copy of the foregoing Petition for Surrounding Community Designation was served via overnight mail and via email to the following additional persons:

Blue Tarp reDevelopment, LLC
100 Franklin Street, 9th Floor
Boston, MA 02110

Blue Tarp reDevelopment, LLC
c/o Corporation Service Company, its
Registered Agent
Boston, MA 02109



Brandon H. Moss

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Maccaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Ann M. O'Neill; Senior Counsel

Please respond to Quincy

January 13, 2014

VIA FIRST CLASS MAIL
AND EMAIL (mgccomments@state.ma.us)

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

**Re: *Blue Tarp reDevelopment, LLC/
Petition for Designation as a Surrounding Community –
Town of Longmeadow***

Dear Sir or Madam:

Please be advised that this firm represents the Town of Longmeadow, Massachusetts (“Longmeadow”). Pursuant to M.G.L. c. 23K, § 17(a) and 205 CMR 125.01(2), I have enclosed Longmeadow’s Petition for Designation as a Surrounding Community to the MGM Springfield Category 1 (resort) casino proposed by Blue Tarp reDevelopment, LLC (“MGM”), along with Exhibits 1 to 37 (“Petition”).

The Massachusetts Department of Transportation (“MassDOT”) is currently reviewing MGM’s Draft Environmental Impact Report (“DEIR”). It is our understanding that MassDOT will complete its review and submit comments on the DEIR on or before January 31, 2014. Accordingly, Longmeadow respectfully requests an opportunity to supplement its Petition, as necessary, upon receipt of the MassDOT comments.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Massachusetts Gaming Commission
January 13, 2014
Page 2

Thank you for your courtesy and consideration in this matter.

Very truly yours,



Michael C. Lehane
Brandon H. Moss

/bhm

Enclosures

cc: Catherine A. Blue, General Counsel (via overnight mail and email)
John S. Ziemba, Ombudsman (via overnight mail and email)
Stephen J. Crane, Longmeadow Town Manager (via overnight mail and email)
Longmeadow Select Board (via overnight mail and email)
Frank P. Fitzgerald, Esquire (via overnight mail and email)
Seth N. Stratton, Esquire (via overnight mail and email)
Michael Mathis (via overnight mail and email)

768425v1

**COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION**

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

**PETITION FOR DESIGNATION AS A SURROUNDING COMMUNITY
BY THE TOWN OF LONGMEADOW, MASSACHUSETTS**

The Town of Longmeadow, Massachusetts (“Longmeadow”) hereby petitions the Massachusetts Gaming Commission (“MGC”) for designation as a surrounding community to the so-called MGM Springfield Category 1 (resort) casino, proposed by Blue Tarp reDevelopment, LLC a/k/a MGM (“MGM”), pursuant to the Expanded Gaming Act, M.G.L. c. 23K, § 17(a), and the Determination of Surrounding Communities and Execution of Mitigation Agreements Regulation, 105 CMR 125.01(2).

In support thereof, Longmeadow states as follows:

I. BACKGROUND

A. Longmeadow

Founded in 1644, Longmeadow is a predominantly residential, suburban community of approximately 15,385 residents (based on the 2012 Census) located along the Massachusetts-Connecticut border in Hampden County, Massachusetts and in the so-called Pioneer Valley. See Exhibit 1 at 1, 10 (Excerpts from 2012 Annual Town Report); Exhibit 2 (Color Coded Map Identifying Designated Surrounding Communities); Exhibit 22 (Google Earth Map). Longmeadow is directly bordered by the City of Springfield, Massachusetts (“Springfield”) to the north, the Connecticut River to the west, the Town of East Longmeadow, Massachusetts (“East Longmeadow”) to the east, and the Town of Enfield, Connecticut to the south. See Exhibit 1 at 10; Exhibit 22.

As a traveler heads northbound on Interstate 91 (“I-91”) from the Connecticut border to Springfield and points north, he or she passes through Longmeadow. See Exhibit 22. Longmeadow Street (Route 5), a Town-owned road, parallels I-91 and provides access to I-91 at Exit 1. See id. Vehicle trips to and from East Longmeadow towards downtown Springfield travel along Dwight Road and Dickinson Street, both of which are located in Longmeadow. See Exhibit 19 (Dickinson Street Directions and Map); Exhibit 21 (Dwight Road Directions and Map); Exhibit 22.

Longmeadow is known for its tree-lined streets, open space, and natural location. Exhibit 1 at 10. Thirty (30%) percent of Longmeadow’s total land area consists of permanent open

space, including the Olmstead-designed Laurel/Bliss Park, and an additional twenty-six (26) acres of farm land along the Connecticut River. See id. Longmeadow also includes a sizeable number of single-family homes and two (2) shopping areas, and Bay Path College, a not-for-profit educational institution. See id.

From a financial standpoint, for Fiscal Year 2013, Longmeadow's operating budget was funded with \$43.02 million in property taxes, representing 81.94% of Longmeadow's budget. See id. With a limited commercial tax base, ninety-five (95%) percent of the assessed property values in Longmeadow are residential. See id. at 10-11. Because of Longmeadow's predominant residential character, it is highly unlikely that MGM Springfield will produce a positive commercial impact upon Longmeadow.

Proposition 2 ½ provides a significant constraint upon Longmeadow's finances and increased expenses, by generally limiting Longmeadow's limit on the increase in property taxes to 2.5% annually. See id. at 44. For Fiscal Year 2013, the Maximum Allowable Levy for Longmeadow was \$43,852,983, just above the amount raised in property taxes. See id.

Longmeadow seeks designation as a surrounding community so that it can address "understandable, predictable, knowable issues now," through a surrounding community agreement with MGM. See Exhibit 11 at 56 (Excerpts of Transcript from MGC's December 3, 2013 Meeting) (MGC Chairman Stephen P. Crosby ("MGC Chair Crosby") referring to addressing such impacts). As evident from the discussion below, absent a surrounding community designation, and surrounding community agreement, mitigating the "understandable, predictable, knowable" impacts from the proposed MGM Springfield resort casino will leave Longmeadow in an extremely difficult and tenuous position based upon the constraints of Proposition 2 ½.

B. Surrounding Community Negotiations with MGM

MGM has voluntarily designated six (6) of the seven (7) municipalities that are direct abutters to Springfield. See Exhibit 2. The **only** direct abutter to Springfield that MGM has not voluntarily designated as a surrounding community is Longmeadow. See id.

MGM has designated a significant number of communities as "surrounding communities," even though these communities are located further away from the proposed site of MGM Springfield ("Site") and/or lack direct transportation infrastructure—as compared to Longmeadow. See Exhibit 2. Indeed, as discussed below, the largest percentage of expected trips to MGM Springfield are from south of Springfield (i.e., the Connecticut/New York area), passing through Longmeadow via Longmeadow Street (Route 5) or I-91. See Exhibit 22; Exhibit 28 at Figure 4 (Greenman-Pedersen, Inc. ("GPI") Regional Traffic Impact Peer Review Study).

Longmeadow has repeatedly requested that MGM designate Longmeadow as a surrounding community since the summer of 2013, after Springfield residents approved the proposed MGM Springfield resort casino via referendum. See Exhibit 6 at 1 (November 22, 2013 Letter to MGM's Attorneys); Exhibit 7 at 1-2 (December 23, 2013 Letter to MGM's

Attorneys); Exhibit 8 at 1-2 (January 6, 2014 Letter to MGM’s Attorneys). These requests have continued during and as part of discussions between MGM and Longmeadow over a potential surrounding community agreement during November 2013 and December 2013. See id.

Longmeadow has followed the data-driven approach mandated by MGM to quantify its projected significant and adverse impacts, and has attempted to negotiate MGM’s boilerplate “Surrounding Community Agreement.” See Exhibit 7 at 2-5. Yet, MGM responded by ignoring Longmeadow’s counterproposal and relegating Longmeadow to this Petition for Designation as a Surrounding Community (“Petition”). See id.

Longmeadow’s intention has been to conserve MGC resources from a potentially contested Petition and instead allow the parties an opportunity to mutually negotiate a surrounding community agreement. See id. at 1-2. However, MGM has simply refused to voluntarily designate Longmeadow as a surrounding community. See Exhibit 8 at 1-2. It is unfortunate that Longmeadow has been placed in the position of petitioning the MGC for surrounding community designation based on what appears to have been a negotiating tactic by MGM.

As Longmeadow and MGM entered into discussions about a potential surrounding community agreement in November 2013, MGM made clear to Longmeadow that it would not designate any municipalities as surrounding communities unless those communities accepted the form “Surrounding Community Agreement” that MGM prepared. See Exhibit 3 (January 9, 2014 Email to MGM’s Attorneys). However, on Thursday, January 9, 2014, MGM departed from its prior statements and voluntarily designated the Town of West Springfield (“West Springfield”) as a surrounding community—even though MGM and West Springfield have not executed a surrounding community agreement at the present time. See id.

Longmeadow, through its attorneys, contacted MGM’s attorneys on Thursday, January 9, 2014, requesting that MGM reconsider its prior position so that the parties can negotiate a surrounding community agreement and provide clarification on why MGM voluntarily designated West Springfield absent an executed surrounding community agreement. See id. To date, MGM has continued to refuse to voluntarily designate Longmeadow as a surrounding community.

In determining the nature and extent of potential adverse impacts from MGM Springfield, Longmeadow retained the services of Parsons Brinckerhoff (“PB”) for traffic engineering and Municipal Resources, Inc. (“MRI”). See Exhibit 35 (PB Report); Exhibit 36 (MRI Report). Services performed by PB and MRI complement the regional peer review study performed by GPI on behalf of the Pioneer Valley Planning Commission (“PVPC”).

In order for Longmeadow’s consultants to study these impacts, Longmeadow made repeated requests to MGM to provide a copy of its traffic engineering data and a so-called “Economic Impact Report” during October 2013 and November 2013.¹ See Exhibit 6. MGM

¹ The PVPC initially informed Longmeadow that the traffic information that had been provided on MGM’s behalf could not be shared to Longmeadow. See Exhibit 6.

finally provided traffic data late in the afternoon on Wednesday, November 26, 2013. MGM did not provide any other impact report to Longmeadow until December 31, 2013, the day after it filed its RFA-2 application with the MGC.

II. ARGUMENT

A. Standard of Review

Under the Expanded Gaming Act, “surrounding communities” are defined 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.” M.G.L. c. 23K, § 2. In turn, the MGC, through its regulations, has identified six (6) categories of factors to consider when determining whether a municipality is a “surrounding community”: (1) Proximity; (2) Transportation infrastructure impacts; (3) Development impacts; (4); Operational impacts; (5) Other impacts; and (6) Positive impacts. 205 CMR 125.01(2)(b); Exhibit 10 at 11-12 (Excerpts of Transcript from MGC’s November 21, 2013 Meeting).

A municipality can be designated as a surrounding community based on any one (1) of these factors. See Exhibit 10 at 21-24. As described below, Longmeadow satisfies the applicable criteria and Longmeadow respectfully requests that the MGC designate it as a surrounding community.

B. Proximity

Longmeadow should be designated a surrounding community to MGM Springfield based on proximity. Relevant factors for considering proximity include:

any shared border between the community and the host community; and the geographic and commuting distance between the community and the host community, between the community and the gaming establishment, and between residential areas in the community and the gaming establishment.

205 CMR 125.01(2)1.

MGC Ombudsman John S. Ziemba (“MGC Ombudsman Ziemba”) has noted that the “measuring stick of two, three and five miles could perhaps be instructive as to some of the range of considerations” to be reviewed for proximity. See Exhibit 10 at 14-15; see also Exhibit 14 (Surrounding Communities Amendments Proposed by the Massachusetts House and the Senate, from the December 12, 2012 MGC Meeting Packet). Additionally, MGC Chairman Crosby has noted that “maybe proximity can be sort of advisory to impacts” See Exhibit 10 at 16.

The MGM Springfield Site is located in the South End of Springfield. Longmeadow shares an extensive, direct border with the South End of Springfield. See Exhibit 2.

Longmeadow is sandwiched between Springfield and the Connecticut border, on the same side of the Connecticut River. See Exhibits 2, 22.

Longmeadow Street (Route 5) and I-91, both of which pass directly through Longmeadow, provide direct access not only to Springfield in general, but to the MGM Springfield Site in particular. See id. Because of the Connecticut River to the west, direct transportation access to Springfield and the MGM Springfield Site passes through Longmeadow. Longmeadow is the first and only community in Massachusetts that a traveler from the south—such as from the Connecticut/New York area—is likely reach before crossing into Springfield and accessing the MGM Springfield Site.

The Massachusetts Department of Transportation (“MassDOT”) has specifically recognized that “Longmeadow St./Converse St. (U.S. 5) [is] a National Highway System arterial with regional significance, especially as the only viable North-Soute alternative to travel on the Interstate in that area.” Exhibit 37 (January 9, 2014 MassDOT Letter) (emphasis added). MassDOT has also “acknowledge[d] that the Longmeadow St. and Laurel St. corridors are listed as regional congestion ‘bottlenecks’” Id. These are the same local roads in Longmeadow that will be significantly and adverse impacted by the additional traffic generated by MGM Springfield, as discussed below.

The intersection of Forest Glen Road and Longmeadow Street, near the shared Longmeadow-Springfield border and included in the Massachusetts Environmental Policy Act (“MEPA”) review, is a mere 2.2 miles, or three (3) minutes, from the proposed MGM Springfield Site in downtown Springfield. See Exhibit 15 (Map and Directions from Forest Glen Road/Longmeadow Street). Longmeadow’s center² is only 3.6 miles, or seven (7) minutes, from the MGM Springfield Site. See Exhibit 20 (Map and Directions from Longmeadow Center). Additional distances from locations identified in the MEPA review, GPI regional traffic peer review report, and PB study are discussed below in Section II.C below.

Accordingly, Longmeadow, its residential neighborhoods, and designated transportation infrastructure study areas are in close proximity to the adjacent Springfield border, with easy and short access to the MGM Springfield Site through local Longmeadow roads and/or I-91. Relevant points in Longmeadow are within the three (3) mile and five (5) mile “measuring sticks” identified by MGC Ombudsman Ziemba. Longmeadow respectfully submits that proximity should guide the review of the significant and adverse impacts from the proposed MGM Springfield resort casino.

C. Transportation Infrastructure

Aside from proximity, Longmeadow respectfully submits that it should be designated as a surrounding community based on significant and adverse transportation infrastructure impacts from MGM Springfield. Relevant factors to consider for transportation infrastructure impacts include:

² This is the address used by Google Maps with “Longmeadow, Massachusetts” selected as a starting point. See Exhibit 20.

ready access between the community and the gaming establishment; projected changes in level of service at identified intersections; increased volume of trips on local streets; anticipated degradation of infrastructure from additional trips to and from a gaming establishment; adverse impacts on transit ridership and station parking impacts; significant projected vehicle trip generation weekdays and weekends for a 24 hour period; and peak vehicle trips generated on state and federal roadways within the community.

205 CMR 125.01(2)2.

As MGC Chairman Crosby has recognized, “trading off positives against the visible negative consequences is a very, very tough proposition.” Exhibit 10 at 39-40. Here, the costs associated with the necessary transportation infrastructure upgrades necessitated by MGM Springfield cannot be offset by any asserted positive impacts. This is particularly apparent because Longmeadow is predominantly residential and unlikely to realize any positive economic impact that would address its transportation needs as a result of MGM Springfield. See Exhibit 1 at 10. For example, the funds required to upgrade signal equipment at intersections and monitoring—as GPI, the peer reviewer retained by PVPC, the Regional Planning Agency (“RPA”)—must be appropriated from Longmeadow’s General Fund.

The nature of the vague, generalized positive impacts suggested by MGM provide no means for Longmeadow to expend the necessary funds outside of cutting municipal services and/or seeking a tax override given the constraints imposed by Proposition 2 ½. See Exhibit 1 at 10, 44. In short, Longmeadow seeks a surrounding community designation consistent with: (1) M.G.L. c. 23K, § 15(7), which requires MGM to “commit to a community mitigation plan” in light of infrastructure costs to Longmeadow from constructing and operating MGM Springfield; and (2) M.G.L. c. c. 23K, § 15(9), which requires MGM to pay “a community impact fee” and stipulate to share responsibilities, “including stipulations of known impacts from the development and operation of” MGM Springfield.

1. The RPA peer review conducted by GPI confirms Longmeadow is a surrounding community to MGM Springfield.

a. Overview of RPA involvement and MGM’s reliance on GPI.

The MGC partnered with RPAs to provide technical and advisory services to potential surrounding communities, as part of a “streamlined method to help communities evaluate positive and negative impacts of gaming facilities.” See Exhibit 9 (March 18, 2013 MGC Press Release). The MGC specifically recognized the involvement of the PVPC among the RPAs providing such services. See id. In particular, the RPAs assist studying potential developmental impacts upon surrounding communities and mitigation options. See id. at 2.

During the fall of 2013, MGM strongly encouraged abutters to Springfield to participate in a regional traffic study being administered and coordinated by PVPC, the RPA for the Pioneer Valley. See Exhibit 4 (October 7, 2013 Letter from Michael Mathis, MGM Springfield); Exhibit

5 (September 27, 2013 Memorandum from Timothy W. Brennan, Executive Director, PVPC). The scope of work for the PVPC describing the Traffic Impact Peer Review Services stated that “approximately 7 ‘surrounding communities’ will be potential impacted by traffic and related transportation issues”— equivalent to the total number of direct abutters to Springfield, including Longmeadow. See Exhibit 5.

MGM described the PVPC-overseen regional traffic study as “the most effective and efficient way to address traffic concerns of local communities and to inform negotiations regarding mitigation of any demonstrated impact.” See Exhibit 4. MGM invited Longmeadow to participate in this regional traffic study, which Longmeadow accepted. See *id.*

Aside from its representations to Longmeadow, **MGM has held out the significance of the GPI peer review to the MGC as part of its December 30, 2013 RFA-2 application.** See Exhibit 26 at 20 (Excerpt from Answer 3-01-1, “Impacts of Proposed MGM Springfield Project on Surrounding Communities”). Under the section, entitled “Potential Impacts on Surrounding Communities,” under Traffic, MGM stated as follows:

“Traffic

The expected 8 million annual visitors will increase traffic in the region, mainly along major interstates and arterial roads. Through its outreach efforts, MGM is working with surrounding communities to identify corridors with the most adverse impacts and make appropriate investments to mitigate effects. MGM is also funding an independent regional traffic study managed by the Pioneer Valley Planning Commission. This report will have a detailed assessment of traffic impacts on surrounding communities and is expected to be completed in late December 2013.”

See *id.* (emphasis added).

MGM therefore highlighted the significance of the PVPC-overseen GPI study, which, as discussed below, confirms Longmeadow’s status as a surrounding community. See Exhibit 10 at 69 (MGC Commissioner Gayle Cameron recognized the significance of the RPAs). Following the completion of the GPI study, MGM has disavowed the significance of the GPI study, by adhering to a “look back” only approach. It appears that MGM’s refusal to accept the GPI study arises because it confirms the significant and adverse impacts to Longmeadow’s roads as a result of the proposed MGM Springfield.

b. The GPI study confirms the significant and adverse impacts to Longmeadow.

During the fall of 2013, GPI conducted a peer review of the regional traffic impacts of the proposed MGM Springfield resort casino, using the Travel, Impact, Access & Parking Study (“TIAPS”) prepared by MGM’s traffic consultant, The Engineering Corp. (“TEC”). See Exhibit 28. GPI’s study was issued on December 20, 2013, after it appears that MGM had executed surrounding communities with most of Springfield’s abutters.

GPI cautioned that: “Given the magnitude of the potential regional impacts, GPI recommends that any surrounding community agreements be developed through a prism of conservatism to account for the larger transformative potential this Project represents.” *Id.* at 23-24 (emphasis in original). GPI also stated: “If however this Project has the intended effect of being the catalyst to the revitalization of downtown Springfield, the traffic impacts considered may only represent an incremental portion of the greater traffic picture.” *Id.* (emphasis in original).

GPI recognized that “[a]s a destination resort-style casino, MGM Springfield will be a significant generator of new traffic to the area.” *Id.* at 8 (emphasis added). Notably, GPI determined that the MGM Springfield trip generation data was too conservative. *See id.* at 9-14. Consequently, GPI adjusted the trips related to the gaming portion of MGM Springfield and concluded that such trips “should be at least 20% higher than as presented in the TIAPS.” *Id.* at 9, 11-13 (emphasis added). For the Friday Evening Peak Hour (5pm to 6pm) alone, GPI calculated 1,466 new trips for the MGM Springfield Site (*i.e.*, an increase of 176 trips from TEC’s calculation). *See id.* at 14. GPI also calculated 1,501 new trips for the MGM Springfield Site for the Saturday Afternoon Peak Hour (2pm to 3pm) (*i.e.*, an increase of 189 trips from TEC’s calculation). *Id.*

GPI similarly adjusted TEC’s trip distribution methodology. *Id.* at 15-21. GPI concluded that, for the Friday Evening Peak Hour (5pm-6pm) alone, 23% of the trips to the MGM Springfield Site were projected into Longmeadow, consisting of 19.5% along I-91 and 3.5% along Longmeadow Street (Route 5). *See id.* at 18.³ **GPI’s analysis of the Friday Evening Peak Hour shows that there are more vehicles passing to the MGM Springfield Site through Longmeadow than through any other community—including any of the other Springfield abutters that MGM designated as surrounding communities.** *See id.*

Also, GPI calculated, for this one (1) hour Friday Evening Peak Hour period alone, 286 new trips on I-91 and 53 new trips on Longmeadow Street (Route 5). *See id.* at 20. GPI stated that these new trips would be occurring during “an already congested period.” *Id.* at 26. **Again, GPI’s analysis of the Friday Evening Peak Hour shows that there are more vehicles passing to the MGM Springfield Site through Longmeadow than through any other community—including any of the other Springfield abutters that MGM designated as surrounding communities.** *See id.* at 20.

³ By means of background, in 2012, MGM and Penn National Gaming, Inc. (“PNG”) both submitted proposals to Springfield for a potential Category 1 (resort) casino. PNG noted that forty (40%) percent of the traffic to its proposed casino would come from “I-91 Points South,” which involves travel through Longmeadow. *See Exhibit 12* at 5 (PNG Traffic Study, December 2012). Similarly, MGM, in its proposal to Springfield, described the traffic to and from I-91, also passing through Longmeadow, as follows: (a) thirty-six (36%) percent of the casino/hotel patrons; and (b) fifteen (15%) percent of the casino/hotel employees. *See Exhibit 13* at 24 (MGM Traffic Study, December 2012). MGM has never explained the justification for the downward movement of its trip distribution analysis. *See Exhibit 6* at 2.

GPI's assessment of Longmeadow confirms the significant and adverse transportation impact to Longmeadow from MGM Springfield. GPI specifically recognized adverse impacts from the MGM Springfield project via: (1) "traffic traveling directly to and from the Project site along Longmeadow Street (Route 5)"; and (2) "the impact to traffic along Route 5 that is incurred as the result of additional delay on I-91 as a result of Project traffic." Id. at 26. Aside from local roads, GPI recognized that "Longmeadow is uniquely impacted by longstanding bottlenecks along I-91 around the Longmeadow Curve (the interchange of Route 5/I-91)." Id.

GPI advised Longmeadow to seek the following items of mitigation from MGM:

- "to seek funds to upgrade signal equipment at the Longmeadow Street (Route 5) at Converse Street";
- "to seek funds to upgrade signal equipment at . . . Longmeadow Street (Route 5) at Forest Glen Road";
- "to seek funds to upgrade signal equipment at . . . Converse Street at Laurel Street"; and
- "monitoring was recommended for signalized locations along Longmeadow Street (Route 5), Shaker Road and Dwight Road as the most likely locations to experience impact as a result of the casino proposal."

Id. at 26.

In addition to recommending that Longmeadow seek financial mitigation and monitor the aforementioned local roads, GPI recommended that Longmeadow consult with MassDOT given the bottlenecks around I-91 around the Longmeadow Curve (Route 5/I-91 interchange). GPI stated: "**At a minimum MGM should prepare a detailed traffic simulation model (utilizing a program like VISSIM) to demonstrate the additional impact.**" Id. at 26 (emphasis in original). Other casino license applicants in Massachusetts have been required to prepare similar traffic simulation modeling.

In summary, GPI performed a regional peer review study, which studied, quantified and analyzed the traffic impacts to Longmeadow and its transportation infrastructure, consistent with the RPA approach encouraged by the MGC and by MGM. Based upon this analysis and consistent with GPI's recommendations, Longmeadow's transportation infrastructure will clearly be significantly and adversely impacted from MGM Springfield.

2. Longmeadow Roadways

Put into context, the GPI study emphasizes the need for significant mitigation measures for Longmeadow roads, which are a vital means of access within Longmeadow in particular and within the region generally. Longmeadow's roads are in close proximity to, and provide necessary access to, Springfield and the proposed MGM Springfield Site.

As MassDOT recognized, the Longmeadow Street/Converse Street corridor has “regional significance” and is “the only viable North-South alternative to travel on” I-91 in the area of Longmeadow. See Exhibit 37. Because of the additional traffic expected from MGM Springfield, mitigation measures are necessary, particularly in light of the conditions that will be exacerbated as a direct result of MGM Springfield.

a. Overview of Local Roads

There are a number of local roads owned by Longmeadow providing direct, immediate and easy access to the MGM Springfield Site:

- Longmeadow Street (Route 5), which parallels I-91, before merging with I-91 at the so-called “Longmeadow Curve.” Longmeadow Street (Route 5) is owned by Longmeadow. Longmeadow Street (Route 5), which crosses into Massachusetts at the Connecticut border, provides a direct route of access to and from Longmeadow and the MGM Springfield Site.
 - The intersection of Longmeadow Street and Forest Glen Road/Western Drive, which GPI studied, is approximately 2.2 miles, or three (3) minutes to the MGM Springfield Site.
 - The intersection of Longmeadow Street and Converse Street/Englewood Road, which GPI studied, is approximately 2.6 miles, or four (4) minutes, to the MGM Springfield Site.
 - The intersection of Longmeadow Street and Bliss Road, which PB studied, is approximately 3.1 miles, or five (5) minutes, to the MGM Springfield Site.
- Vehicles traveling to or from East Longmeadow travel along Longmeadow local roads, specifically Dickinson Street and Dwight Road, which also provide a direct route of access towards the MGM Springfield Site.
 - The intersection of Dickinson Street and Converse Street is approximately 3.4 miles, or nine (9) minutes, to the MGM Springfield Site.
 - The intersection of Dwight Road and Converse Street is approximately 4.5 miles, or eleven (11) minutes, to the MGM Springfield Site.

See Exhibit 15; Exhibit 16 (Map and Directions from Longmeadow Street/Converse Street to the MGM Springfield Site); Exhibit 18 (Map and Directions from Longmeadow Street/Bliss Road to MGM Springfield Site); Exhibit 19; Exhibit 21; Exhibit 22.

The inclusion of roadways in a municipality in the MEPA review is relevant to and may guide the surrounding community analysis. Compare Exhibit 10 at 65 (noting that the City of Fitchburg, Massachusetts did not have any roadways or locations included by MassDOT or the

RPA in the MEPA process). Here, two (2) of the intersections in Longmeadow—Longmeadow Street (Route 5) at Converse Street and Englewood Road and Longmeadow Street (Route 5) at Forest Glen Road—were included in the Traffic Impact Study Area as part of the MEPA review. See Exhibit 23 (Excerpts of Environmental Notification Form Certificate); Exhibit 24 (Excerpts of MassDOT Comments); Exhibit 25 at 4 (Excerpts PVPC Comments) (including these intersections); Exhibit 27 (Excerpts from Draft Environmental Impact Report) (including these intersections).

In 2011, VHB conducted an evaluation of the same Longmeadow roads studied by GPI, using data collected by PVPC in 2002 and 2009. See Exhibit 32 (December 30, 2013 Report by Longmeadow Town Engineer Yem Lip, P.E.). The following determinations were made by VHB:

- The intersection of Longmeadow Street (Route 5) at Forest Glen/Western Drive has a Level of Service (“LOS”) of D during morning peak hours and an LOS of C during peak hours.
- The northbound lane on Longmeadow Street (Route 5) has an LOS of F.
- In the Longmeadow Street (Route 5) at Converse Street/Englewood Road intersection, there is an LOS D on the westbound lane on Converse Street.
- For morning peak hours, the intersection of Converse Street at Laurel Street has an LOS of C and the Converse Street westbound lane has an LOS of D.

See Exhibit 32 at 2. Additionally, MassDOT has acknowledged that the Longmeadow Street (Route 5) and Laurel Street corridors—which were recommended for mitigation funding by GPI—are “regional congestion ‘bottlenecks.’” Exhibit 37.

The Longmeadow Town Engineer has stated that there is a high crash rate within the Longmeadow Street (Route 5)/Converse Street corridor. See Exhibit 32 at 2. This is a “clear indication of over-capacity intersections and roadways.” Id. In this corridor, there is extensive vehicle queuing during commuter peak hours (weekday mornings, 7am-9am and weekday evenings, 4pm-6pm). Id. The additional traffic from MGM Springfield will only add to the congestion and create an increased likelihood of collisions. Id.

b. Local Longmeadow Roads are used as a Bypass to I-91

The MGC recognized a “shortcut” from a major highway as being relevant to considering impacts to transportation infrastructure. See Exhibit 10 at 33, 38-39 (in the discussion of designating the Town of Bolton, Massachusetts as a surrounding community, referencing that Route 117 was “a very major route that people use as a ‘shortcut’ or ultimate way”). Longmeadow’s local roads—including Longmeadow Street (Route 5)—are used as a bypass from I-91. MassDOT has even confirmed as such. See Exhibit 37.

From the Massachusetts-Connecticut border, I-91 passes directly through Longmeadow. See generally Exhibits 15 to 22. However, as with any major highway, I-91 experiences backups from congestion and accidents. For example, during the winter, I-91 provides access to travelers from the Connecticut/New York area en route to and from ski resorts in Vermont, resulting in a common experience of backups on Friday and Sunday evenings on I-91.

As an “alternate route” to I-91, GPS devices direct drivers along Longmeadow Street (Route 5) via I-91 Exit 1, to avoid backups on I-91. This alternative route is possible because Route 5 interchanges with I-91 Exit 1 in Massachusetts and I-91 Exit 49 in Connecticut, allowing a driver to easily bypass any backups on I-91 through Longmeadow local roads. See Exhibit 17 (Map and Directions from Exit 49 on I-91 in Connecticut to I-91 Exit 1 in Massachusetts and onto MGM Springfield Site).

Accidents occurring on I-91 during the months of October 2013, November 2013, and January 2014 are reflective of the backups on Longmeadow’s local roads due to drivers seeking alternative routes from I-91 and/or from the Massachusetts State Police intentionally directing traffic onto Longmeadow’s local roads:

- On October 22, 2013, an individual was struck by a tractor trailer on I-91 Southbound in Longmeadow. The resulting closure of I-91 South occurred during early morning hours on a Tuesday. As was reported: “For hours, State Police closed a Section of I-91S between Massachusetts Exit 1 and Connecticut Exit 49. During that time, traffic was being diverted back onto I-91 North, and Exit 1 towards Route 5 south. Traffic could be seen backed up for miles from Springfield into Longmeadow.” Exhibit 29 (October 22, 2013 WWLP Report) (emphasis added).
- In the evening on Sunday, November 10, 2013, an SUV struck a tractor trailer on I-91 near the Connecticut state line at the 2.2 mile marker, causing the SUV to burst into flames. As a result, all lanes of I-91 North were closed. Connecticut State Police directed drivers headed northbound onto Exit 49 in Connecticut (Route 5). According to a report from MassLive, “[p]olice in Longmeadow said the diverted traffic has caused serious back-ups on Route 5 and other streets in the town as drivers looked for alternate routes.” Three (3) hours after the accident, “major traffic jams” in Longmeadow continued. Exhibit 30 (November 10, 2013 MassLive Website Articles) (emphasis added).
- Around 10am on Thursday, January 2, 2014, a tractor trailer jack-knifed into a guardrail near I-91 Exit 1. As a result, the southbound lanes on I-91 were closed and “[s]outhbound traffic [was] detoured off Exit 1 and onto Route 5.” Exhibit 31 (January 2, 2014 MassLive Website Articles) (emphasis added).

The increased traffic from new trips along I-91 attributed specifically to the MGM Springfield resort casino and its amenities create the strong likelihood of increased traffic bypassing I-91 due to increased congestion and increased accidents, through and along Longmeadow’s local roads. These scenarios are relevant to Longmeadow’s status as a

surrounding community resulting from significant and adverse impacts on Longmeadow's transportation infrastructure.

3. PB, the Town's traffic consultant, has also confirmed that Longmeadow will sustain a significant and adverse impact upon its transportation infrastructure.

PB has noted that there is "very little reserve capacity" for the Longmeadow Street (Route 5)/Forest Glen Road intersection, based upon the volume/capacity ratio of 0.95. See Exhibit 35 at 2 (PB Study). PB concluded that that "[t]he additional demand estimated by GPI, or occurrences of even modestly higher demand than forecast, could degrade the LOS fairly rapidly given the intersection's high V/C [volume/capacity], as there is a non-linear relationship between V/C and delay when V/C is this high." Id. PB noted that the Longmeadow Street (Route 5)/Forest Glen Road intersection necessitates that it operate optimally in light of the expected additional traffic to be carried. Id. at 3.

Further, PB stated that I-91 is forecast to operate at LOS F, which is "very poorly," in the vicinity of the Exits 1 to 3 interchange (*i.e.*, the so-called "Longmeadow Curve"). Id. at 3. PB concluded that MGM has not fully considered the effects of congestion in its analysis, and that mainline congest would impact all Route 5 northbound traffic, either for I-91 or the collector-distributor lanes proceeding into downtown Springfield. Id. Additionally, "significant congestion on I-91 is likely to divert traffic to US-5, which is the only parallel route adjacent to the Interstate and therefore subject to trip diversion—particularly given the relatively easy access to/from US-5 at either end of Longmeadow." Id.

PB referred to the Converse Street/Longmeadow Street (Route 5) intersection as a "high crash rate location" based on MassDOT crash data. This was attributed to "the inability of the current signal to process the existing traffic demand, leading to significant queuing and the potential for collisions and other safety problems." Id. at 3.

PB expressed concern about Longmeadow's unique impacts, which would not only be "recurring, daily impacts, but periodic severe impacts related to trip diversion from I-91." Id. Based on the crash history between 2009 and 2011, there are forty-three (43) crashes on the Longmeadow segment of I-91 annually. Id. Heavy weekend traffic from Connecticut and New York travelers is already "commonplace," and additional stresses to the highway system also result from occasional events such as the "Big E." Id. When these events occur, "diversion of traffic to US-5 typically occurs, quickly overwhelming the local highway system." Id.

Given the existing conditions, PB concluded that "conditions will worsen with additional project-related trips" and the corresponding impact of gridlock conditions upon emergency responders. Id. Emergency responders will also be impacted on Longmeadow Street (Route 5), Longmeadow streets, and I-91. Id.

PB has characterized mitigation measures to move traffic along the Longmeadow Street (Route 5) corridor as effectively as possible and safeguarding accessibility from side streets as critical. Id. at 3. These mitigation measures include: "ensuring that the system can nimbly react

to changes in traffic conditions and operate as efficiently as possible”; and “minimizing the adverse effects of traffic on residents.” Id. at 4. Accordingly, PB has provided the following cost estimates based upon the transportation infrastructure requirements identified by GPI and from PB’s analysis:

- “Replace or upgrade traffic signals and controller equipment, including possible incorporation of adaptive signal technologies to manage unpredictable changes in traffic conditions, at key locations on Route 5 in Longmeadow. Along with these signal upgrades, there are related opportunities to make operational improvements at these intersections, such as turn lanes and geometric improvements. Based on GPI’s analysis, we would recommend improvements at the following locations:
 - US-5/Forest Glen Road – Replace signal controller and signal equipment, add pedestrian signals, construct a right turn lane from Forest Glen Road WB onto US-5 NB, and reconstruct intersection. \$1,900,000
 - US-5/ Converse Street – Replace signal controller and signal equipment, add full detection, construct a right turn lane from Converse Street WB onto US-5 NB, and reconstruct intersection. \$1,100,000
 - Converse Street at Laurel Street – Install new traffic signal and reconstruct intersection. \$700,000
 - US-5/Bliss Drive – Upgrade signal controller, add full detection, add pedestrian signals and additional signal heads. \$300,000.
- Converse Street at Dickinson Street – Geometric improvements to provide a right turn lane from Converse Street WB to Dickinson Street NB. \$500,000
- Add neighborhood protection and traffic calming features to cross streets along US-5, as well as pedestrian improvements and enhanced crosswalk markings along US-5. \$250,000.”

Id. at 4. PB separately advised Longmeadow to conduct ongoing monitoring and analysis of fifteen (15) locations within Longmeadow, at a yearly cost of \$200,000. Id.

The projected costs to address the transportation infrastructure from the significant and adverse impacts of MGM Springfield upon Longmeadow are substantial, only further confirming the obvious: Longmeadow is a surrounding community on the basis of transportation infrastructure. These traffic mitigation measures are necessitated by the volume of traffic passing through the Longmeadow corridor, specifically attributed to MGM Springfield. Given the nature of what has been regarded as necessary, by GPI and PB, Longmeadow, already near its levy limit under Proposition 2 ½, cannot be expected to absorb even the reasonable percentage of the cost of these projects that MGM should be required to assume.

D. Operational and Other Impacts

Finally, Longmeadow respectfully submits that it should be designated as a surrounding community based on operational and other impacts from MGM Springfield, which will produce significant and adverse impacts. Significant and adverse operational impacts and other impacts include: “potential public safety impacts on the community”; “increased demand on community and regional water and sewer systems”; “increased social service needs”; and “any other relevant potential impacts that the commission considers appropriate for evaluation based on its review of the entire application for the gaming establishment.” 205 CMR 125.01(2)5 (emphasis added).⁴

1. Longmeadow Fire Department

The Longmeadow Fire Department (“Fire Department”) provides emergency medical services and fire incident responses. See Exhibit 1 at 79. The Fire Department is responsible for responding to incidents occurring on I-91. See Exhibit 33 (Memorandum from Longmeadow Fire Chief Eric Madison). During Fiscal Year 2013, there were twenty-two (22) responses by the Fire Department on I-91. Id. For example, for the November 10, 2013 incident involving an SUV-tractor trailer collision on I-91, the Longmeadow Fire Department responded. See Exhibit 30. Approximately twenty-three (23%) percent of the accidents on I-91 occur after 11:00 p.m. and before 7:00 a.m., which impacts the minimum overtime paid. See Exhibit 33.

MRI reviewed the traffic impact data and concluded that an additional three (3) incidents on I-91 and an additional three (3) incidents on Longmeadow Street (Route 5) would occur annually as a result of MGM Springfield, necessitating a Fire Department response. See Exhibit 36 (MRI Study) at 2. Based on this predicted response volume, the cost to Longmeadow would be \$9,720 annually, less any potential insurance reimbursements. Id. at 2, 5-7.

The Fire Department also responds to mutual aid requests. Exhibit 33. The cost for the Fire Department to respond to a mutual aid call is estimated at \$1,520.00 per call. See Exhibit 36 at 5-6.

2. Longmeadow Police Department

The Longmeadow Police Department (“Police Department”) operates on a “4/2” shift during evenings. See Exhibit 34 (Memorandum from Longmeadow Police Chief Robert F. Siano). Id. at 1. Under this staffing arrangement, three (3) patrol officers and one (1) supervisor are on duty four (4) nights per week, and on two (2) nights per week, there are two (2) patrol officers and one (1) supervisor. Id. This staffing arrangement rotates, and is not tied to any specific day of the week. Id. During a twenty-four (24) hour shift, four (4) or five (5) officers are on duty, depending on injury, vacation, and the like. Id.

⁴ Every word used in an enactment must be accorded significance. See In the Matter of Yankee Milk, Inc., 372 Mass. 353, 358 (1977). Here, 205 CMR 125.01(2)5 uses the word “potential” as a qualifier upon “public safety impacts,” rather than “actual,” and for that reason the phraseology expands the scope of consideration for a petitioning surrounding community for public safety.

MRI has determined that the cost of an additional police officer from Friday evenings through Monday morning would be \$211,575 annually. See Exhibit 36 at 4. To accommodate this additional officer, a police cruiser, at a one (1) time cost of \$35,000, will also be required. See id. at 4. These expenditures are justified based on the proximity and predicted impacts from MGM Springfield, as well as the current staffing of the Police Department.

MRI calculated an additional three (3) accidents on Longmeadow Street (Route 5) as a result of MGM Springfield. See id. at 2. As the November 10, 2013 incident reflects, Longmeadow's local roads can be adversely impacted due to accidents occurring on I-91, as traffic is diverted from the highway, implicating involvement from the Police Department. See Exhibit 30. The estimated cost to Longmeadow from calling in an additional police shift is \$5,000.00 per incident with a shutdown of I-91—which is not an uncommon occurrence as reflected by the October 2013, November 2013, and January 2014 incidents on I-91. See Exhibit 36 at 3.

Finally, a Driving Under the Influence (“DUI”) incident consumes substantial resources for the Police Department, from the officers responding to the scene, to cell monitoring, transporting an arrestee to a hospital and waiting the with arrestee, and involvement in the court process. See Exhibit 34 at 1-2; Exhibit 35 at 3. MRI has estimated the cost of a DUI incident to be \$4,500.00. Exhibit 35 at 3. Given the close proximity of Longmeadow to the MGM Springfield Site, along with the direct transportation infrastructure, Longmeadow has a reasonable expectation that its Police Department will expend its resources responding to and handling DUIs from patrons traveling from or to MGM Springfield.

3. Additional Impacts

Longmeadow receives its water supply and wastewater treatment from the Springfield Water and Sewer Commission. The MGM Springfield resort casino will also be receiving water and waste treatment from the Springfield Water and Sewer Commission. This use of shared resources must be considered in light of the size of the MGM Springfield project, which includes a 125,000 square foot casino; 250 key hotel with amenities; spa and fitness facility; convention space; back-of-house/food preparation areas; dining and beverage service area with at least seven (7) “distinctly branded restaurants, lounges or cafes”; retail space; apartment units; on- and off-site executive offices and back of house space; mid-rise retail outbuildings, including a cinema multiplex, bowling alley, at least two (2) restaurants or sports bars, and additional retail space; an outdoor public plaza for events and concerts, including an ice skating rink; a child care center; and rehabbed office space. Exhibit 5.

At the present time, the capacity for the Springfield Water and Sewer Commission to handle the MGM Springfield resort casino and amenities is an unknown, because construction has not yet commenced. MGM has included utility infrastructure as a “look back” study area in the five (5) surrounding community agreements that it has executed with Springfield's abutters. Accordingly, water and sewer impacts are necessary considerations for a surrounding community agreement with MGM.

Finally, MRI has studied and quantified costs from code enforcement, social welfare, public works, and health officer impacts. Exhibit 35. These additional personnel costs are a necessary given the staffing of the corresponding Town departments. See Exhibit 1. Given Longmeadow's budget and the Proposition 2 ½ constraints, these personnel costs cannot be fully absorbed by Longmeadow.

III. CONCLUSION

For the foregoing reasons, Longmeadow respectfully requests that the MGC designate Longmeadow as a surrounding community to the proposed MGM Springfield Category 1 (resort) casino.

Respectfully submitted,
The Town of Longmeadow, Massachusetts,
By its attorneys,



Michael C. Lehane, Esquire

mlehane@mhtl.com

Brandon H. Moss, Esquire

bmoss@mhtl.com

Murphy, Hesse, Toomey & Lehane, LLP

300 Crown Colony Drive, Suite 410

Quincy, MA 02169

Phone: (617) 479-5000

Fax: (617) 479-6469

Dated: January 13, 2014

CERTIFICATE OF SERVICE

I, Brandon H. Moss, hereby certify that on January 13, 2014, a copy of the foregoing Petition for Surrounding Community Designation was served via overnight mail and via email to the following persons:

Attorneys for Blue Tarp reDevelopment, LLC d/b/a MGM Springfield

Frank P. Fitzgerald, Esquire
fpf@fitzgeraldatlaw.com
Seth N. Stratton, Esquire
sns@fitzgeraldatlaw.com
Fitzgerald Attorneys At Law, P.C.
46 Center Square
East Longmeadow, MA 01028

Blue Tarp reDevelopment, LLC d/b/a MGM Springfield

Michael Mathis,
Vice President, Global Gaming Development
MGM Resorts International
4882 Frank Sinatra Drive
Las Vegas, NV 89158
mmathis@mgmresorts.com



Brandon H. Moss

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

)
In the Matter of)

)
)
Blue Tarp reDevelopment, LLC)
)

INDEX TO APPENDIX OF EXHIBITS FOR
PETITION FOR DESIGNATION AS A SURROUNDING COMMUNITY
BY THE TOWN OF LONGMEADOW, MASSACHUSETTS

Exhibit 1

Excerpts from 2012 Annual Town Report for the Town of Longmeadow

Exhibit 2

Color Coded Map Identifying Surrounding Communities Voluntarily Designated by Blue Tarp reDevelopment, LLC a/k/a MGM (“MGM”)

Exhibit 3

January 9, 2014 Email to MGM’s Attorneys

Exhibit 4

October 7, 2013 Letter from Michael Mathis, MGM Springfield

Exhibit 5

September 27, 2013 Memorandum from Timothy W. Brennan, Executive Director, PVPC

Exhibit 6

November 22, 2013 Letter to MGM’s Attorneys

Exhibit 7

December 23, 2013 Letter to MGM’s Attorneys

Exhibit 8

January 6, 2014 Letter to MGM’s Attorneys

Exhibit 9

March 18, 2013 MGC Press Release

Exhibit 10

Excerpts of Transcript from MGC's November 21, 2013 Meeting

Exhibit 11

Excerpts of Transcript from MGC's December 3, 2013 Meeting

Exhibit 12

Penn National Gaming, Inc. Traffic Study, December 2012

Exhibit 13

MGM Traffic Study, December 2012

Exhibit 14

Surrounding Communities Amendments Proposed by the Massachusetts House and Senate, from the December 12, 2012 MGC Meeting Packet.

Exhibit 15

Google Map and Directions from Forest Glen Road/Longmeadow Street to the MGM Springfield Site

Exhibit 16

Google Map and Directions from Longmeadow Street/Converse Street to the MGM Springfield Site

Exhibit 17

Google Map and Directions from Exit 49 on I-91 in Connecticut to I-91 Exit 1 in Massachusetts and onto the MGM Springfield Site

Exhibit 18

Map and Directions from Longmeadow Street/Bliss Road to the MGM Springfield Site

Exhibit 19

Google Map and Directions from Dickinson Street in the Town of Longmeadow to the MGM Springfield Site

Exhibit 20

Google Map and Directions from Longmeadow Center to the MGM Springfield Site

Exhibit 21

Google Map and Directions from Dwight Road in the Town of Longmeadow to the MGM Springfield Site

Exhibit 22

Google Earth Map Depicting the City of Springfield and Town of Longmeadow

Exhibit 23

Excerpts of Environmental Notification Form Certificate

Exhibit 24

Excerpts of Massachusetts Department of Transportation Comments for Environmental Notification Form Certificate

Exhibit 25

Excerpts of Pioneer Valley Planning Commission Comments for Environmental Notification Form Certificate

Exhibit 26

Excerpt from MGM RFA-2 Application, Answer 3-01-1, "Impacts of Proposed MGM Springfield Project on Surrounding Communities"

Exhibit 27

Excerpts from Draft Environmental Impact Report

Exhibit 28

Greenman-Pedersen, Inc. Regional Traffic Impact Peer Review Study

Exhibit 29

October 22, 2013 WWLP Report

Exhibit 30

November 10, 2013 MassLive Website Articles

Exhibit 31

January 2, 2014 MassLive Website Articles

Exhibit 32

December 30, 2013 Report by Longmeadow Town Engineer Yem Lip, P.E.

Exhibit 33

Memorandum from Longmeadow Fire Chief Eric Madison

Exhibit 34

Memorandum from Longmeadow Police Chief Robert F. Siano

Exhibit 35

Parsons Brinckerhoff Impact Report

Exhibit 36

Municipal Resources, Inc. Impact Report

Exhibit 37

January 9, 2014 Letter from the Massachusetts Department of Transportation

768387v1

EXHIBIT

1

Annual Town Report

Longmeadow, Massachusetts



Calendar Year 2012

www.longmeadow.org

Annual Town Report
Of
**Longmeadow,
Massachusetts**



Reports from:

Select Board, Town Manager,
Town Departments and Boards/Committees

For the Calendar Year Ending
December 31, 2012

Longmeadow, Massachusetts

Senators in Congress

Elizabeth A. Warren

John F. Kerry

Governor's Councilor

(8th District)

Michael J. Albano

State Senator in General Court

(1st Hampden & Hampshire Senatorial District)

Gale D. Candaras

Representative in General Court

(2nd Hampden Representative District)

Brian M. Ashe

Representative in Congress

(1st Congressional District)

Richard E. Neal

Town Hall

20 Williams Street, Longmeadow, MA 01106

Hours: 8:15 a.m. – 4:30 p.m. Mon. – Thurs. *** 8:15 a.m. – 12:00 noon Fri.

Closed Holidays

Annual Town Meeting – Exact date and time determined by Feb. 1st each year by Select Board,
to be held no later than the second Tuesday in May

Town Preliminary – 4th Tuesday Preceding Town Election

Annual Election – After Annual Town Meeting – exact date determined by Feb. 1st each year by Select Board

Population of Longmeadow

1945 Census	6,411	2000 Census	15,545
1950 Census	6,508	2001 Census	15,746
1955 Census	8,494	2002 Census	15,975
1960 Census	13,565	2003 Census	15,397
1965 Census	15,630	2004 Census	15,530
1970 Census	15,630	2005 Census	16,044
1975 Census	16,676	2006 Census	16,117
1980 Census	16,309	2007 Census	16,384
1985 Census	15,971	2008 Census	15,829
1990 Census	15,467	2009 Census	16,502
1995 Census	15,242	2010 Census	15,605
1996 Census	15,264	2011 Census	15,049
1997 Census	15,338	2012 Census	15,385
1998 Census	15,409		
1999 Census	15,966		

Town of
Longmeadow, Massachusetts
20 Williams Street, Longmeadow, MA 01106

Acting Town Manager

Barry L. Del Castillo
bdelcastilho@longmeadow.org

Select Board

Palmerino P. Santaniello, Chair
Mark P. Gold, Vice Chair
Mark Barowsky, Clerk
Marie Angelides
Richard Foster

Longmeadow, Massachusetts
Town Manager
Profile

INTRODUCTION

The Select Board of the Town of Longmeadow has initiated the Town's recruitment of a new Town Manager. The Select Board will be assisted by Barry Del Castillo, the current Acting Town Manager and the retired Town Manager of Amherst, MA. This Profile draws upon discussions with Select Board members, department heads, elected officials, staff and residents. It describes the organization, the challenges that lie ahead for the successful candidate, and the professional and personal characteristics an ideal candidate will possess. For more information about the Town of Longmeadow please consult Longmeadow's web site (www.longmeadow.org).

THE TOWN OF LONGMEADOW

Longmeadow, founded in 1644, is a residential community located on the southern edge of the western Massachusetts region known as the Pioneer Valley. The town is bordered on the north by the City of Springfield, on the east by the Town of East Longmeadow, on the west by the Connecticut River and the Town of Agawam, and on the south by the Town of Enfield, Connecticut. Interchanges with Interstate 91 are immediately south and north of the town. The Massachusetts Turnpike (Interstate 90) is 8 miles north of the town. Within easy reach of Longmeadow are Hartford, CT (½ hour), Boston (1 ¾ hours), and New York City (2¾ hours).

Longmeadow has long been considered the premier suburban town in Western Massachusetts, characterized by tree-lined streets, ample open space, a stunning natural location, excellent services and strong financial stability.

Longmeadow is a town of single-family homes, although several high-density housing areas are present. There are two shopping areas, consisting of specialized stores. Bay Path College, a women's college and one of the fastest growing colleges in New England, is located in Longmeadow and is the largest not-for-profit landowner in Longmeadow.

Longmeadow takes great pride in its commitment to quality education. The Longmeadow school district is one of the highest ranking in Massachusetts. Consisting of three elementary schools, two middle schools and a high school, the total school population is just under 3,000 students. In 2010, Longmeadow residents approved construction of a new seventy-eight million dollar high school, which will be completed in February 2013.

Aesthetic values are important in Longmeadow, as demonstrated by the thirty percent of the town's land area that is permanent open space, the town's Olmstead designed Laurel/Bliss Park and the town's twenty-six acres of farm land along the Connecticut River.

ORGANIZATIONAL DESIGN AND GOVERNANCE

The current governance structure was established by the adoption of a Home Rule Charter in 2004. The governance structure consists of a five-member Select Board, elected for three year staggered terms, and an Open Town Meeting. The seven-member School Committee is elected, as is the Planning Board, the Housing Authority and the Town Moderator. The Open Town Meeting is the legislative body and exercises the functions of appropriating money and enacting bylaws. The appointment of the Town Manager by the Select Board requires at least four affirmative votes. Since 2005 there has been one Town Manager who decided not to renew her contract at the end of June 2012. For a complete description of the form of government and the "powers and duties" of the Town Manager, click on the "Government" tab on the Town website, click on "Navigation: Select Board/Town Manager," and click on "Town Charter."

PUBLIC FINANCE

Longmeadow has an FY 2013 General Fund budget of \$52.50 million. It is funded with \$43.02 million (81.94%) in property taxes, \$5.25 million (10.00%) in state aid and \$4.23 million (8.06%) in local receipts. Longmeadow also budgets for three Enterprise Funds: Water, Sewer and Solid Waste/Recycling. The Water and Sewer funds, \$2.01 million and \$1.87 million respectively, are both self-

sustaining. The \$1.05 million Solid Waste/Recycling Fund is funded through \$318,000 in user fees, \$72,000 in reserves and a \$660,000 property tax subsidy. The Town historically has had a single property tax rate. Ninety-five per cent of the Town's assessed property value is classified as residential. Since 1990, the Town has voted three Proposition 2½ operating overrides, the most recent in FY 2008. The building of the new Longmeadow High School through a debt exclusion will result in a substantial increase in property taxes in FY 2013. The Town has an Aa2 bond rating from Moody's. Detailed financial information for the Town may be obtained at the website of the Massachusetts Department of Revenue, Division of Local Services. An Offering Statement of a November 2012 bond issue and the Town's most recent audit information may be obtained from the Town's website on the Finance Department's webpage.

CHALLENGES FOR THE TOWN MANAGER

Infrastructure Repair and Maintenance

Longmeadow needs a complete audit of the current infrastructure including town buildings, drainage and water and sewer systems, streets, and sidewalks. The former Town Manager was working diligently to prepare a baseline study and begin long term planning for repairs and maintenance. This work will be important for long term financial planning.

Maintaining a Positive Labor Relations and Management Climate. Longmeadow has been fortunate in its ability to keep up with service demands and labor costs largely through growth in property tax revenue and good management practices. The labor relations climate has been positive. Collective bargaining activities are the responsibility of the Town Manager. Management issues that will challenge the Town Manager in the next three to five years include salary structure and needs of the departments.

Community Planning and Development

Longmeadow is in the process of reviewing its zoning laws and developing a long term plan for community development. Immediate challenges are inadequate office space and the need for a new DPW facility.

Sustaining a High Level of Public Services. High service levels have been sustained by residents' ability and willingness to pay for premium service levels, but willingness to pay appears to be eroding as the recession continues and the Town's demographics shift to older residents on fixed incomes. With an increasing aging population, supportive services need to be developed. Since the potential for new growth and state aid are limited Town expenses must be managed carefully. The Town has been managed conservatively and presently has strong fund balances. Strong management skills will be important to assist the staff deal with limited resources and integration of technology.

Economic Development. Longmeadow is a nearly fully built-out town. Identification and pursuit of alternate sources of income that will reduce the dependence on property taxes or directly reduce town expenses is a key goal for the town of Longmeadow.

Communication. Well-developed communication skills in Longmeadow are essential. Open, accurate and timely communication by the Town Manager with all Town government entities, with the public, the many volunteers and employees needs to be strengthened and integrated into the normal operational practices of the Town. In addition, the Town Manager must be able to engage the members of the Select Board in an on-going dialog about the critical issues that face the Town. The Town Manager should be knowledgeable and comfortable in communicating through social media and technology.

Education. Education is a prominent civic value in Longmeadow. The next Town Manager must be aware of the value placed on education by citizens while collaborating with the School Superintendent and School Department to mitigate cost increases. The new Town Manager needs to strengthen and build on this relationship. The Town Manager should be a unifying agent and work with all of the educational institutions in Longmeadow to manage and coordinate the numerous resources.

Budget Planning. Like all Massachusetts municipalities, Longmeadow is facing revenue constraints and growing cost pressures. A significant amount of the Town Manager's time will be required to forge town-wide strategies to bring these into balance. This task must be addressed in the context of multi-year plans and the need to mitigate the rate of cost increases on a town-wide basis.

Developing and Sustaining Institutional Capacity, Staff Development and Morale.

The Town has a well-regarded cadre of Department Heads and key staff. Maintaining staff morale, fully utilizing the considerable talents of staff and maintaining high performance standards will be critical to the success of the new Town Manager. The new Town Manager should be comfortable with working throughout the town and expanding on communication networks with employees.

BOARD OF HEALTH

To The Honorable Members of the Longmeadow Select Board:

The Board of Health is pleased to report on ongoing activities to fulfill its statutory mission of preserving protecting, and promoting the public health, safety, and wellbeing of the residents of the Town of Longmeadow. The Board enforces state, federal and local public health and environmental laws/regulations and promulgates local board of health regulations for enforcement in Longmeadow when a local public health risk is identified. The scope of services primarily constitutes state-mandated inspectional services, and surveillance for communicable diseases. In addition, the Board has historically provided public education on relevant community public health issues and clinical health services, such as T.B. testing, adult immunizations (e.g. for flu and pneumonia) and occupational vaccinations for Town employees.

The Town Community Health Nurse, working under the supervision of the Board of Health, provides programming, health screenings, immunizations and other services to Town residents of all ages. Although her primary target populations are seniors and individuals in the community requiring additional public health assistance, this year she continued a recent practice of conducting immunization clinics for school employees and high-school students.

Infectious Disease Reporting, Surveillance and Control

As mandated by Massachusetts Public Health regulations, the following is a listing of communicable disease reports received and investigated by the Board:

<u>Reportable Diseases:</u>	<u>Cases reported in:</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Camphylobacter		1	2	4
Chickenpox		0	0	3
E. Coli		0	0	0
Giardiasis		2	2	2
Haehophilis Influenzae		2	2	0
Influenza				5
Hepatitis A		0	1	0
Hepatitis B		2	3	4
Hepatitis C		5	3	9
Influenza A		0	0	3
H1N		0	0	0
Lyme Disease		15	11	23
Malaria		0	0	0
Menigitis (viral)		0	0	0
Pertussis		1	0	0
Salmonella		5	1	0
Shigellosis		0	0	3
Yersinia		0	0	0
Encephalitis		0	0	0
Latent TB		5	1	1
Legionellosis		0	1	1
Q Fever		0	0	0
Group A Streptococcus (invasive)		2	1	3
Food Borne Poisoning (Toxins)		0	0	0
Creutzfeldt-Jakob		0	0	0
Ehrlichiosis		0	0	0
Brucella		0	0	0
Dingue		1	1	0
Novovirus		0	0	0
Toxoplasmosis		1	0	0
Total		39	27	61

The Town Nurse provided immunizations and testing services to support its communicable disease control and health promotion programs. The following services were directly provided by the Town Nurse or were under her supervision;

<u>Nursing Services</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Mantoux (TB) Tests	125	154	111
Extended Nursing Consultations	102	124	127

Blood Pressure/Blood Sugar Screenings	1386	1266	1253
Seasonal Flu/Pneumonia Shots	903	852	1011
Sale of "Sharps" containers			35

The Board of Health also sponsors an annual Rabies Clinic, This years clinic, our 32nd, held on April 14, 2012 was under the direction of Marty Lee Caramante, Dog Officer and Gerald Cutting, D.V.M.; a total of 31 animals (20 dogs and 11 cats) were immunized.

Longmeadow Board of Health Licensing and Inspectional Services

State and/or local regulations mandate the licensing and inspection of facilities conducting the following activities:

Note: Two new restaurants have since opened in FY'13.

<u># Licenses Issued</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>#Inspections Performed</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Bakery	5	5	5	Bakery	4	6	6
Catering	0	0	0				
Food Service	44	48	47	Food Service	59	78	89
Frozen Dessert	2	2	2	Retail Food	13	10	11
Methyl Alcohol	7	7	7				
Milk	41	45	45				
Retail Food	11	11	11	Temporary Food Service	36	58	59
Temporary Food Service	39	43	39	Mobil Push Carts	0	0	0
Mobil Push Cart	0	0	0	Health Clubs	2	3	2
Health Clubs	4	4	2	Tanning Establishment	2	2	0
Tanning Establishments	2	2	0	Outdoor Dining			14
Outdoor Dining			7	Compliance Checks	0	0	0
Tobacco Retailers	13	13	13	Environmental Smoke/Rest	59	78	89
Residential Kitchens	4	4	4	Septic System Abandoned	6	5	4
Handicapped Parking Te	4	3	1	Swimming Pools	39	32	32
Swimming Pools	17	17	17	Camps	37	51	52
Camps	33	21	25	Septic Sys. Inspection	4	4	1
Septic Sys.Clean/Hauling	2	4	3	Septic Sys. Install/Rep Ins	23	19	1
Septic Sys. Installer	4	3	4	Wells	2	1	4
Wells	2	2	2	Elder Abuse	4	7	
				Housing	7	17	11
				Nuisances, Misc.	11	8	6
				School Safety, Immuniz	4	9	9
TOTAL # Licenses:	229	231	234	Total # Inspections:	312	388	390

Note: Given the demands on personnel time for H1N1 control, inspectional services were prioritized (for 2nd half 2009/1st qtr 2010 only) by public health risk assessment.

Other Board of Health Functions

1. Emergency Preparedness: Federal mandates require that the Longmeadow Board of Health participate in the Hampden County Health Coalition (HCHC); The Coalition provides drills, trainings and monthly planning activities for the purpose of coordinating regional response to health and other emergencies. Federal grants also provide technical assistance for the development and updating of Town public health emergency plans.
2. The Longmeadow Medical Reserve Corps (MRC) Unit: The MRC Unit is housed by the Board of Health The Unit continues in its multi-year plan to build capacity, through volunteer recruitment and training, to support the Board of Health in the performance of routine and emergency public health functions. In 2012 Unit members again provided manpower to several flu immunization clinics, a smoke cessation clinic, a staff health promotion event and two "Drug Take Back" events. Volunteers also assisted in the development and on-going maintenance of a new confidential database of individuals who are in need of assistance in the event of an emergency. Unit volunteers were deployed following the Oct., 2011 snow storm to man the Town Warming Center. Unit members also responded to a regional call-up of volunteers to assist in manning shelters in West Springfield and Springfield following the June, 2011 tornado. In 2012 the MRC was put on standby for possible deployment by the Longmeadow Emergency Manager prior to the arrival of Hurricane Sandy; its mission would have been to man a Town emergency shelter. Fortunately the hurricane had minimal impact on the local area and the shelter operation never had to be activated.

**TOWN OF LONGMEADOW
COMBINED STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND EQUITY
YEAR ENDING JUNE 30, 2012**

	<u>GOVERNMENT FUND TYPES</u>				<u>FIDUCIARY FUND TYPES</u>
	<u>General Fund</u>	<u>Special Revenue Fund</u>	<u>Capital Fund</u>	<u>Enterprise Fund</u>	<u>Trust/Agency Fund</u>
REVENUES					
REAL & PERSONAL PROPERTY TAX	40,943,322.00				
STATE RECEIPTS	5,372,164.00				
EXCISE & OTHER TAXES	2,145,714.00	292,496.00			
LICENSES, PERMITS & FEES	337,189.00				
INTEREST ON DELINQUENT TAXES	115,520.00	14,710.00			
INTEREST & DIVIDENDS ON INVESTMENT	373,269.00			23,896.00	40,358.00
GRANTS & FEES		12,391,485.00			3,268,776.00
INTERGOVERNMENTAL	4,895.00				
DEPARTMENTAL REVENUE	214,111.00				
WATER & SEWER MISC CHARGES FOR SERVICES	707,107.00	3,688,020.00		255,388.00	
TOTAL REVENUES	50,213,291.00	16,386,711.00	0.00	4,329,461.00	3,309,134.00
EXPENDITURES					
GENERAL GOVERNMENT	4,095,599.00	645,636.00	11,097,011.00		
PUBLIC SAFETY	4,310,300.00	92,186.00			
PUBLIC WORKS	1,310,078.00	531,399.00			
CULTURE & RECREATION	1,203,282.00	1,213,896.00			
EDUCATION	29,691,511.00	14,879,655.00	18,431,752.00		
HUMAN SERVICES	287,997.00				
STABILIZATION AGENCY					501,276.00
EMPLOYEE BENEFITS & INS	2,748,670.00			246,045.54	6,786,350.00
WATER & SEWER SOLID WASTE/RECYCLING				3,774,957.99	
DEBT SERVICE				1,099,252.00	
PRINCIPAL INTEREST & CHARGES	900,000.00	1,301.00		1,024,877.55	
STATE ASSESSMENTS	1,734,734.00			199,059.92	
STATE ASSESSMENTS	206,038.00				
TOTAL EXPENDITURES	46,488,209.00	17,364,073.00	29,528,763.00	6,344,193.00	7,287,626.00
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	3,725,082.00	(977,362.00)	(29,528,763.00)	(2,014,732.00)	(3,978,492.00)
OTHER FINANCING SOURCES (USES)					
BAN & BOND PROCEEDS					
OPERATING TRANSFERS (IN)	610,000.00	0.00	0.00	299,961.00	3,995,857.00
OPERATING TRANSFERS (OUT)	4,144,170.00	530,000.00	80,000.00	0.00	151,648.00
FINANCING SOURCES	926,850.00	104,445.00	17,471,000.00	1,067,000.00	1,017,095.00
EXCESS (DEFICIENCY) OF REVENUES AND OTHER FINANCING SOURCES OVER EXPENDITURES AND OTHER	(\$328,661.00)	0.00	\$29,608,763.00	(\$654,048.00)	(\$601,500.00)
FINANCING SOURCES OVER EXPENDITURES AND OTHER					
FINANCING (USES)	1,352,045.00	265,287.00	0.00	4,797.00	1,484,312.00
Fund Balances, Beg of Year	\$5,819,858.00	\$4,066,331.00	\$21,923,846.00	\$3,400,676.00	\$4,156,119.00
Fund Balances, End of Year	\$5,585,575.00	\$2,398,127.00	\$9,786,084.00	\$2,748,107.00	\$3,554,619.00

BOARD OF ASSESSORS

To The Residents of the Town of Longmeadow, Select Board and Town Manager:

Taxes, Levies, Value

The Assessors primary function is to discover, list and value all of Longmeadow's real and personal property. Assessed values are adjusted to market value each year. Since 2005 the State Department of Revenue has required cities and towns to adjust assessments annually and report the results to them. Every third year the Department of Revenue (D.O.R.) does an in-depth review and "certifies" the new assessments.

Fiscal 2013 was not a "certification" year. However, there was still an analysis of calendar year 2011 real estate sales made to establish assessed values as of 1/1/2012 for fiscal 2013. Fiscal 2013 is the period from July 1, 2012 to June 30, 2013. The statistical analysis examines assessed values to sale prices (assessment to sales ratio). About a three percent reduction in the average assessed value of residential property was noted. The median ratios for single family homes are examined for style, location, price quartile, sale date, lot size, year built, building size and quality of construction (grade). Assessments are adjusted based on the above criteria.

Total taxable valuation of all real and personal property for fiscal year 2013 of \$2,035,717,361 is a decrease of \$66,840,356 from fiscal 2012's value of \$2,102,557,717 (-3.18%). The amount to be raised from property taxes, known as the "tax levy" increased 5.97%. The fiscal 2013 tax rate of \$21.54 per \$1,000 of assessed value is up \$1.86 from the fiscal 2012 rate of \$19.68 as a result the normal Proposition 2 ½ increase along with the Debt Exclusion from various school building projects.

Value of Taxable Real and Personal Property (All figures are for fiscal 2013)

Personal Property (Furniture, Fixtures, Equipment, Etc.)	\$34,832,061
Real Property (Land & Buildings)	
Class 1 - Residential (Single Family, Condo, Land, Etc.)	\$1,935,007,300
Class 3 - Commercial (Office Building, Shopping Centers, Etc.)	\$62,153,000
Class 4 - Industrial (Land & Buildings of Utility Companies)	<u>\$3,725,000</u>
Total Taxable Valuation	<u>\$2,035,717,361</u>

Non-Taxable Real Property (Government, Schools, Religious, Etc.)	\$164,460,300
--	---------------

Tax Amount to Be Raised

Total Appropriation at Town Meetings (Property owners agreed to spend this at town meeting.) (Plus Other Amounts to be Raised)	<u>\$61,885,654.00</u>
Debt, Interest charges & overlay deficits of prior years	\$22,422.11
Total of Cherry Sheet Offsets	\$352,047.00
Other (Unappropriated/unreserved portion of fiscal 2013 CPA estimated revenue)	\$258,410.00
State & County Cherry Sheet Charges	\$207,178.00
Allowance for Abatement & Exemption (Overlay)	<u>\$152,631.80</u>
Total Amount to Be Raised	<u>\$62,878,342.91</u>

Estimated Receipts and Available Funds

(Where the money comes from to pay for services voted at town meeting.)

Estimated Receipts – State (Cherry Sheet)		\$5,811,429.00
Estimated Receipts – Local		\$3,917,500.00
Enterprise Funds		\$4,619,847.00
Community Preservation Funds		\$686,741.00
Free Cash		\$2,788,691.00
Other Available Funds		\$909,898.00
"Other" (Bond Prem Amort/Debt Res)		<u>\$294,884.96</u>
Total Estimated Receipts & Other Revenue Sources	(30.26%)	\$19,028,990.96
Total Real & Personal Property aka Tax Levy	(69.74%)	<u>\$43,849,351.95</u>
Total Receipts from All Sources	"GRAND TOTAL"	<u>\$62,878,342.91</u>

Tax Rate: In Massachusetts the tax rate is expressed in dollars per thousand. The total tax levy (i.e. income) to be raised from real and personal property of \$43,849,351.95 divided by the total taxable real and personal property value of \$2,035,717,361 produces a decimal equivalent tax rate that must be multiplied by 1,000 to convert it into the proper format. The tax rate and ultimately the amount of tax paid, is directly related to the amount of income (levy) that is required to meet the expenditures approved by voters at the annual Town meeting and any special Town meetings subject to the limitations of proposition 2½.

Calculation Of The Tax Rate

$$\begin{aligned} \text{Tax Levy} \div \text{Total Taxable Valuation} \times 1,000 \text{ (Calculated Below)} &= \text{Fiscal 2013 Tax Rate} \\ \$43,849,351.95 \div \$2,035,717,361 \times 1,000 &= \$21.54 \end{aligned}$$

Proposition 2½. What it means.

Each year the town is restricted to raising no more than 2.5% from property taxes to pay expenses than the prior year (with certain exceptions). This \$43,849,351.95 amount is known as the "Levy". Last year's levy limit (prior to override and debt exclusions) of \$39,339,473 times 2½% is \$983,487. This amount is added to "new growth" of \$130,268 and results in a fiscal 2013 levy limit of \$40,453,228. State statute allows the town to add "debt exclusion" and/or override amounts to this figure to arrive at a **Maximum Allowable Levy**. A debt exclusion of \$3,482,346 was added to arrive at a figure of \$43,852,983 (-\$82,591 due to court case). Proposition 2½ applies to the total amount the town can raise in property taxes, not to individual tax bills.

The Assessors' office can be of assistance with property valuation and answering questions about your tax bill. Whether your question is about the rate or any other matters dealing with property values or taxation, we will try to help. Please do not hesitate to call us.

The Board would like to thank the Principal Assessor and his staff for handling the multitude of questions and concerns that taxpayers present to them when they call or come into the office. In addition, the cooperation and assistance of all the department heads, supervisors and their staffs are sincerely appreciated.

Respectfully submitted,

Appointed Assessors:

Michael Zeller (term expires 6/30/2014)

Jeffrey Rahn (term expires 6/20/2015)

Board of Assessors' Staff:

Principal Assessor - Robert P. Leclair, MAA, RMA, CMA

Assistant Assessor – Carolyn Reed

Part-time Clerk – Audra Staples

BayPath Intern – Tiana Black

FIRE DEPARTMENT



As Fire Chief and Emergency Manager, I am pleased to submit the following annual report for 2012.

Personnel and Administration:

Firefighters Zachary Brown and Edward Linehan both left the department for other career opportunities. The department welcomed two new employees to fill these vacancies; Firefighter/Paramedic Jason Mele and Firefighter/EMT Christopher Davis have both been working to complete their training throughout the year.

Emergency Medical Services continue to put the highest demand on our department. The department responded to 1,408 requests for emergency medical services. This represents nearly 60% of our run volume. The collection rate for Ambulance billing remains high. This money is used to help fund the Fire Department's budget, and purchase ambulances and equipment. As a result, the Ambulance service continues to be a very cost effective way of delivering the highest quality service to our residents.

Incident Responses:

The Fire Department responded to 2,171 emergency calls during 2012. Dollar losses due to fires were down significantly from last year, recording an estimated \$179,940 in losses due to fires during 2012. Unfortunately the Town did experience the death of one resident due to fire. This is the first fire death in over 35 years. The total run volume also continues to increase, nearly doubling since 1995. This increase in run volume has put tremendous demands on the fire department at our current staffing levels.

As stated previously, emergency medical responses account for approximately 65% of our runs. The remaining 35% are all types of fires, spills, leaks, and motor vehicle crashes, responses to the Connecticut River, Route 91 and assistance to residents that other departments cannot provide. We presently average nearly six emergency responses per day and it is common for two and sometimes three emergencies calls to be in progress at the same time. When these situations occur we rely on mutual aid from surrounding towns.

Fire Department Responses for 2012

Structure Fires	13
Vehicle Fires	3
Other Fires	19
Rescue & Emergency Medical	1,408
False Alarms/Good Intent	395
Hazardous Conditions	103
Service Calls/Assist Police	224
Other	6
<i>Total Responses</i>	<i>2,171</i>

Fire Prevention:

Captain Gerald Macsata continues to lead the department's Fire Prevention and Education efforts. Besides his regular inspection duties, he continues his efforts with the smoke detector assistance program; this program assists residents with the installation and changing batteries on their home smoke detectors and carbon monoxide detectors. Captain Macsata is available Monday through Friday to assist residents with any regulatory compliance or fire prevention issues. He may be contacted at 565-4108. Additional Fire Prevention information may be obtained on the Town web sit at www.Longmeadow.org

Fire Prevention Activity for 2012

Smoke Detectors	212	Fire Drills	64
Oil Burners	7	Tank Removals	24
Tank Installations	4	Propane Storage	8
Fire Investigations	6	Fire Safety Inspections	59
Burning permits	18	New Construction	6
Public Education	41	Misc. Inspections	32
<i>Total Prevention Activity</i>			<i>481</i>

Equipment & Apparatus

A new Ambulance was delivered in 2012 and is now in service responding to emergencies in town. The existing fleet is aging and some apparatus is nearing its life expectancy. The department continues to work with the Town’s Capital Planning Committee, Select Board and Finance Committee to help ensure apparatus is replaced in a fiscally responsible manner.

Fire apparatus is maintained and managed by our department mechanic, Captain Karl Zinnack. Captain Zinnack works with a variety of vendors to repair and maintain the Town’s emergency apparatus to ensure it is always in a state of readiness.

The department continues to be successful in obtaining grant money to supplement the Town’s funding for the latest technology in fire suppression and Emergency Medical Services.

Training:

Firefighter Mike Donovan attended the Massachusetts Fire Academy’s Hazardous Materials Technician course to join the District Hazardous Material Response Team. This extensive and rigorous training will prepare him to respond to emergencies around the Commonwealth as part of a coordinated response. Mike will join Captain John Dearborn as a team member from Longmeadow.

Firefighters train continuously throughout the year in both firefighting tactics and Emergency Medical subjects. This year Firefighters logged nearly 4,000 hours of training. Topics include ice/cold water rescue, structural firefighting, hazardous materials, firefighting foams, cardiopulmonary resuscitation and advanced medical procedures. Firefighters John Dearborn continues to work on and train with the Department of Fire Services Hazardous Material Response Team. Firefighters John Rigney and Dean Godfrey work as our department’s emergency medical service coordinators, and continue to organize emergency medical training for both the Fire Department and the Police Department.

I would like to thank the other Town Departments who work so closely with the Fire Department to help us provide a safe and prepared community.

Respectfully submitted,
Eric H. Madison
Fire Chief

Department Roster

Chief:	Eric H. Madison	
Captains:	Andrew Fraser, Safety Officer Karl Zinnack, Maintenance Officer Gerald Macsata, Fire Prevention Officer William J. DeFord II, Grant Manager John P. Dearborn, Hazardous Materials	
Firefighters:	Steven Mercieri Michael Maheux Todd P. Davis Robert Taylor Christopher Scott John E. Rigney Dean Godfrey Carl Viera	Brian Trotta Michael Donovan Daniel Gelinas Gregory Lamb Andrew Markt Michael Nothe Jason Mele Chris Davis
Call Lieutenant:	Robert E. Loughman	
Call Firefighters:	Kurt Zinnack Marilee T. Elliott	
Admin Assistant:	Raymond C. Miller	

BUILDING DEPARTMENT

To The Honorable Select Board:

I submit the following Annual Report of the Building Department for year ending December 31, 2012.

PERSONNEL

Paul J. Healy	Building Commissioner
Beverly J. Rose	Secretary
Anthony Curto	Plumbing & Gas Inspector
Richard Paige	Alternate Plumbing & Gas Inspector
Walter R. Clune	Electrical Inspector
Steve Sclopou	Alternate Electrical Inspector

NUMBER OF BUILDING PERMITS GRANTED.....660

Single Family Dwellings	5
New Buildings	0
Swimming Pools.....	8
Accessory Buildings	21
Garages – detached.....	2
Demolitions.....	8
Fences	47
Additions & Alterations	555
Sheet Metal	14

ESTIMATED COST.....\$15,102,486.00

Single Family Dwellings.....	\$ 2,509,408.00
New Buildings	\$ 0.00
Swimming Pools	\$ 197,925.00
Accessory Buildings	\$ 74,489.00
Garages – Detached	\$ 22,311.00
Demolitions.....	\$ 47,700.00
Fences	\$ 129,664.00
Additions & Alterations.....	\$12,031,944.00
Sheet Metal	\$ 89,045.00

REVENUE GENERATED..... \$179,884.36

Single Family Dwellings.....	\$ 11,632.05
New Buildings	\$ 0.00
Swimming Pools	\$ 880.00
Accessory Buildings	\$ 1155.00
Garages – Detached	\$ 220.00
Demolitions.....	\$ 440.00
Fences	\$ 1175.00
Additions & Alterations.....	\$ 80,922.31
Sheet Metal	\$ 790.00
Number of Plumbing Permits Granted.....	434 \$ 23,817.50
Number of Gas Permits Granted	394 \$ 21,617.50
Number of Electrical Permits Granted.....	677 \$ 37,235.00

We continue to work closely with the Town Manager, Debbie House of the Select Board's Office, Town Counsels, David J. Martel, Michael Callan, Michael Schneider and Special Counsel Joel B. Bard, Walter Gunn, Chairman of the Planning Board, David Lavenburg, Chairman of Zoning Board of Appeals, Beverly Hirshhorn, Health Director, Chief Eric Madison and Capt. Gerald Macsata of the Fire Department. Their cooperation, support and expertise are greatly appreciated. I would also like to thank all of the Town's Department Heads, Boards and Commissions for their continued support and cooperation during the year. The entire department's permit applications as well as relevant zoning information are now available on the town's website, www.longmeadow.org.

Respectfully submitted,
Paul J. Healy, Building Commissioner

POLICE DEPARTMENT

To The Honorable Select Board and residents of the Town of Longmeadow. As I begin my 38th year on the Longmeadow Police Department, I respectfully submit the 2012 annual report.

All of our officers are committed to ensure the safety and livability of all residents in town, and I appreciate their dedication. They will continue to serve our citizens in the most proficient professional manner as possible. We appreciate the assistance of all residents for their continued support, and will work with them to help make Longmeadow a safe place to live and work. Whenever you see or hear something out of the ordinary, we ask that you contact us as soon as possible. Many times a delay or failure to call us at all, results in a crime being committed and the perpetrators leaving the scene. We can be reached by telephone at **567-3311**. Please reserve **911 for emergencies ONLY!** We can also be found on the web at: www.longmeadowpolice.com, or on our Longmeadow Police Facebook page.

Training and education for all our officers remain a top priority. State budgets have cut funding for most of the police training statewide, so every department must fund and train their own personnel. We strive to provide the mandated training utilizing local funding, to ensure all our personnel can maintain their professional expertise to serve the residents of the Town of Longmeadow. We also continue cross-training with members of surrounding communities who will be requested to assist us, during a severe crisis.

With assistance of the District Attorney's Office, we gave a presentation to high school seniors regarding "Dangerous and Distracted Driving" and Driving Under the Influence of Alcohol or Drugs". This seminar was presented by persons who had been convicted or involved in a severe or fatal motor vehicle accident. They told our students how their carelessness had so tragically changed their lives and the lives of families who had lost a loved one. The District Attorney's Office also spoke very candidly what persons convicted of vehicular homicide would be held responsible for. This program was very well received by all in attendance.

All our dispatchers and officers have been trained in Emergency Medical Dispatch, so they may give appropriate vital medical instructions via telephone, pending the arrival of emergency responders. They are required to ask specific questions of callers requesting emergency medical assistance, which may be beneficial to a victim pending the arrival of emergency service personnel. Please answer their questions, knowing that emergency help is on the way.

I have reinstated the position of School Resource Officer at the Longmeadow High School, and assigned Officer Pamela Chaplin to that position. She has been very busy in her first few months meeting with students and staff. Being a sworn police officer and former detective she will prove to be a vital asset to both the schools and the department.

Along with Chief Madison of the Fire Department, we have been meeting with all public and private schools regarding their emergency procedures. These emergency preparedness drills have been part of our overall strategy for several years, and have not been triggered by any recent tragic events. We will continue our proactive approach by using best practices as suggested by the Bureau of Justice Assistance, and other accredited agencies.

Officer Sean Smith resigned his position in our department to accept employment on the Westfield Police Department. We will be conducting another entrance examination for qualified candidates to attend the next Municipal Police Training Academy in early 2013.

Respectfully submitted,
Robert F. Siano, Chief of Police

**POLICE DEPARTMENT
PERSONNEL ROSTER**

Chief

Robert F. Siano

Supervisors

Captain John D. Stankiewicz
Sergeant Andrew Fullerton
Sergeant Eric J. Wisnouskas

Lieutenant Gary R. Fontaine
Sergeant Robert A. Stocks
Sergeant Williams J. Albano

Patrol Officers

Donald E. Jacek
Bernhard A. Porada
Pamela J. Chaplin
Peter S. MacElhiney
Jeffrey A. Myers
Mathew N. Chaplin
David R. Irwin
Amanda VanBuskirk
Danielle Rex
Michael Pooler

Scott W. Meara
Mark T. Mendrala
Brian M. Donaldson
Andrew J. Makara
Michael C. Jurkowski
Carl V. Mazzaferro
Sean F. Smith-Resigned
Brandon Mahoney
Ewen MacEachern
Robert Lombardi

Administrative Assistant

Janice C. Selden

Reserve Officers

Timothy Andre
Andrew Smith

John Franz
Brian Phillips

Dispatchers

Carrie Wescott
Adam Sandler
Darrick Miller-Hall

Nancy Bennett
Carolyn Jodoin-Dispatch/Records

PERSONS TAKEN INTO CUSTODY

2012		2011	
Male	108	Male	100
Female	27	Female	21
Adult	134	Adult	118
Juvenile	1	Juvenile	3
Total	135	Total	121

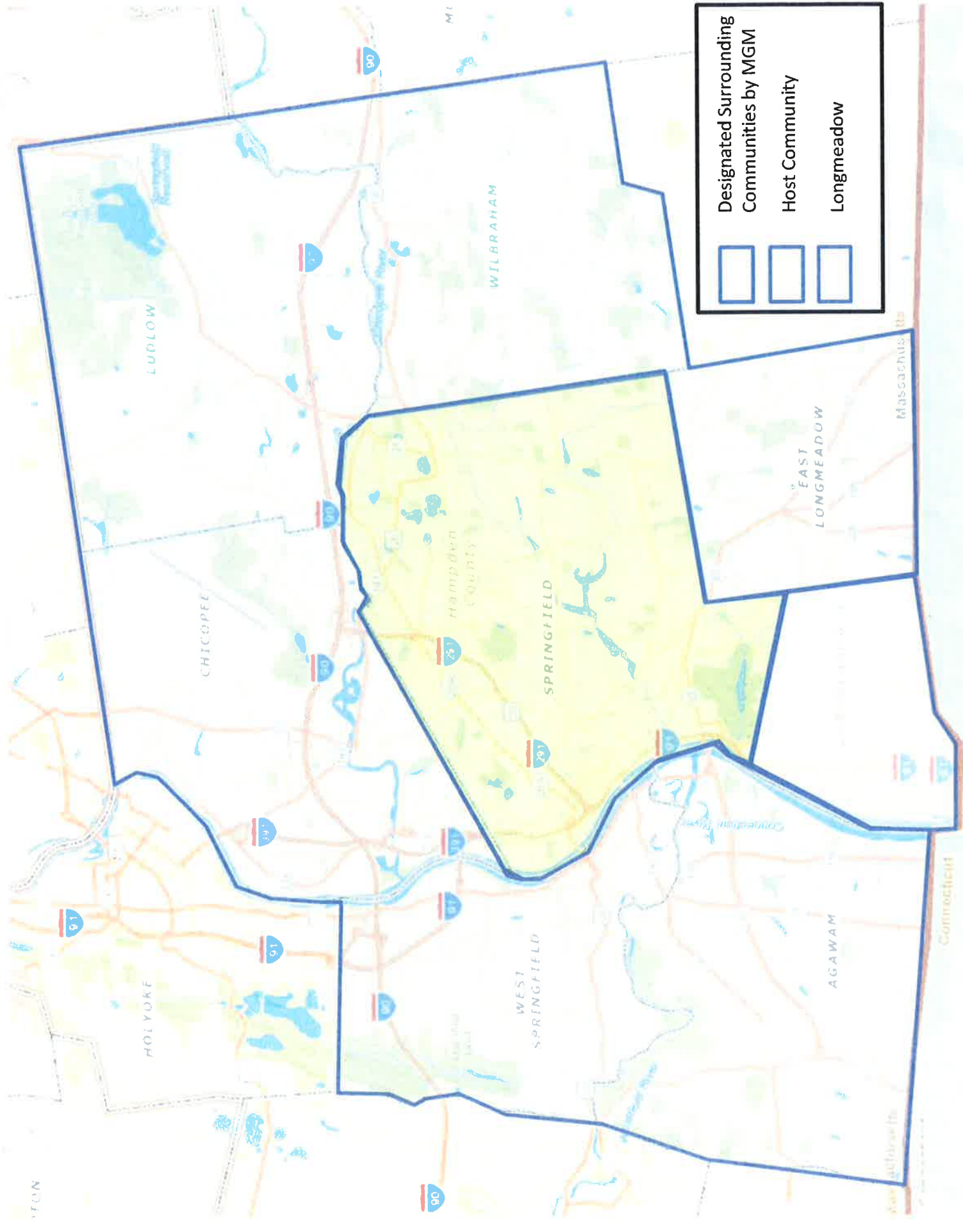
TRAFFIC VIOLATIONS

2012		2011	
Warnings	954	Warnings	1033
Civil Complaints	222	Civil Complaints	194
Complaint App.	78	Complaint App.	80
Arrests	67	Arrests	62
Total	1321	Total	1369

Incidents 2011 (calls for service) 15781
Incidents 2012 (calls for service) 15647

EXHIBIT

2



Designated Surrounding Communities by MGM

Host Community

Longmeadow

VT

Connecticut

Massachusetts

EXHIBIT

3

Brandon H. Moss

From: Brandon H. Moss
Sent: Thursday, January 09, 2014 5:04 PM
To: Frank P. Fitzgerald Esquire (fpf@fitzgeraldatlaw.com); Seth N. Stratton, Esquire (sns@fitzgeraldatlaw.com)
Cc: Michael C. Lehane
Subject: MGM - Longmeadow
Importance: High

Frank and Seth:

I have attached an article from the MassLive website from a few minutes ago. We understand that MGM is now voluntarily designating West Springfield as a surrounding community – even in the absence of a surrounding community agreement being signed at the current time.

Some weeks ago, MGM had taken the position that it would not voluntarily designate any municipality as a surrounding community unless that municipality accepted the terms of the Surrounding Community Agreement that MGM had prepared. We understand based on the article below that this has not happened with West Springfield – yet the designation was voluntarily made and negotiations may be underway between West Springfield and MGM.

MGM has now voluntarily designated every direct abutter to Springfield other than Longmeadow – including communities that are further away or do not have a direct transportation route to the proposed casino site.

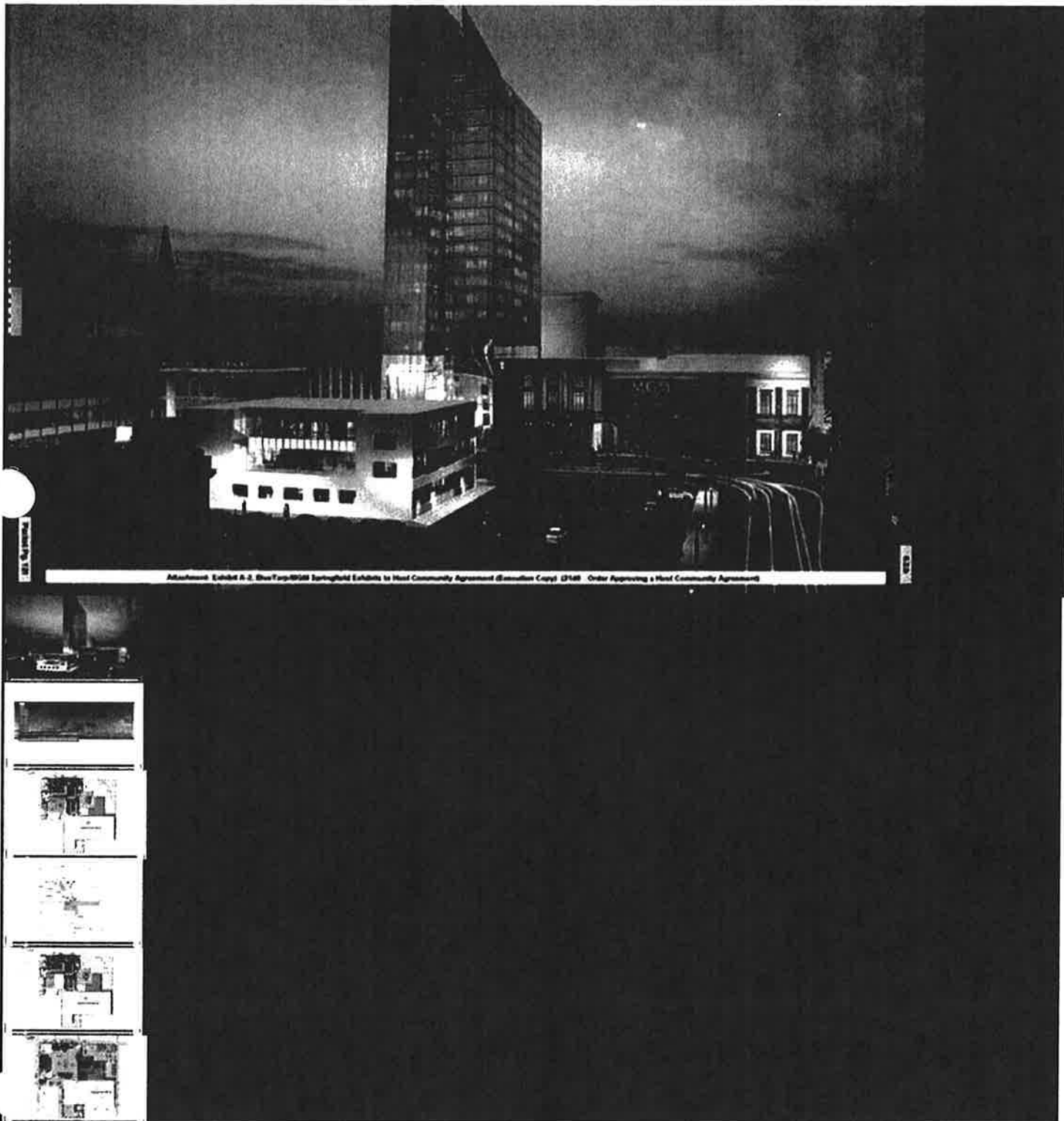
Based on this development, we are renewing the request for MGM to voluntarily designate Longmeadow as a surrounding community, so that the parties efforts can be more appropriately directed at negotiating a surrounding community agreement. We are also requesting clarification on why MGM has decided to voluntarily designate West Springfield absent an agreement, but will not do the same with Longmeadow.

Thank you for your attention and courtesy in this matter.

Regards,

Brandon H. Moss, Esquire
Murphy, Hesse, Toomey & Lehane, LLP
300 Crown Colony Drive, 4th Floor
Quincy, MA 02169
617.479.5000 (phone)
617.479.6469 (fax)
bmoss@mhtl.com
www.mhtl.com

West Springfield designated surrounding community by MGM Resorts International



By Robert Rizzuto, The Republican masslive.com

Email the author | [Follow on Twitter](#)

on January 09, 2014 at 2:25 PM, updated January 09, 2014 at 3:16 PM

SPRINGFIELD CASINO HEADLINES

- **West Springfield designated surrounding community by MGM Resorts International**
- **West Springfield Mayor Edward Sullivan to meet with MGM representatives**
- **Longmeadow awaits decision on designation as surrounding community to proposed MGM Springfield casino**
- **Northampton casts wary eye toward Springfield and its proposed MGM casino complex**
- **Wynn, Mohegan Sun and MGM have submitted final Massachusetts casino applications**

WEST SPRINGFIELD — Another Western Massachusetts city has been designated a surrounding community, eligible to receive mitigation money from MGM Resorts International, relating to the company's plan to build an \$800 million casino in Springfield's South End.



[View full size](#) Edward Sullivan

Newly-elected West Springfield Mayor Edward Sullivan confirmed Thursday afternoon that following a meeting with MGM officials, the city was designated by the company to be a surrounding community, alleviating him from having to submit a petition to the Massachusetts Gaming Commission by the Monday deadline.

"It was a very productive meeting and they realize that West Springfield has some specific concerns about how a casino may impact us," Sullivan said. "They agreed to make us a surrounding community, and (we'd like to) negotiate the terms of a mitigation agreement in the next 30 days."

Sullivan said that although he has no specific dollar figure in mind, he is considering the impact of a Springfield casino on traffic and some of West Springfield's neighborhoods, for instance. He also said that he was impressed with MGM's local team and thought that they already had a solid grasp on what key issues will likely be discussed going forward.

Carole Brennan, spokeswoman for MGM Springfield, said the meeting was positive and that the company is confident a mitigation agreement will be forthcoming.

"After a productive meeting with Mayor Sullivan today, MGM has designated West Springfield a surrounding community," Brennan said. "The next step is for the MGM Springfield team and the mayor's team to continue to work collaboratively to reach a fair and thoughtful agreement. Based on today's discussions, we are confident that both sides are committed to coming to terms in the near future."

West Springfield's designation as a surrounding community brings the city closer to negotiating a mitigation agreement, as MGM has already done with Ludlow, Agawam, Wilbraham, East Longmeadow and Chicopee.

Northampton has petitioned to the Massachusetts Gaming Commission to be designated a surrounding community, and Longmeadow, which has failed to reach an agreement with MGM, is also aiming for such a designation.

The Massachusetts Gaming Commission is expected to hold a public hearing on the issue of surrounding community designations on Jan. 23 with a decision as to their status coming by Feb. 6.

WARNING: *This message may contain information that is confidential and/or subject to protection under the attorney-client privilege or other lawfully recognized privilege. If you received this message in error or through inappropriate means, please reply to this message to notify the sender that the message was received by you in error, and then permanently delete this message from all storage media, without forwarding or retaining a copy.*

 Please consider the environment before printing this e-mail

EXHIBIT

4



October 7, 2013

VIA E-MAIL (scrane@longmeadow.org)
AND FIRST CLASS MAIL

Stephen J. Crane
Town Manager
Town of Longmeadow
20 Williams Street
Longmeadow, MA 01106

Re: Massachusetts Gaming Commission - Letter of Authorization

Dear Mr. Crane:

As you are aware, MGM has encouraged abutting communities to participate in the regional traffic study being coordinated by the Pioneer Valley Planning Commission ("PVPC") in connection with our proposal for a casino resort development in downtown Springfield (the "Project"). MGM believes this to be the most effective and efficient way to address traffic concerns of local communities and to inform negotiations regarding mitigation of any demonstrated impact. In consideration of abutting communities' willing participation in this process, MGM has agreed to authorize \$15,000.00 in funding to cover the initial costs of such communities' retention of legal counsel until the PVPC study is completed. Once all communities have the necessary information to further discuss any potential impacts of our Project, MGM is happy to revisit further requests for reimbursement of costs incurred in that regard.

East Longmeadow, Wilbraham, Ludlow, Agawam and Chicopee have all agreed to this proposal. We are hoping that Longmeadow will as well.

Enclosed please find a draft Letter of Authorization to be submitted to the Massachusetts Gaming Commission pursuant to 205 CMR 114.03(2) should you agree to this offer. If so, please sign where indicated and return to our office so that we may submit such letter to the Commission.

Sincerely,

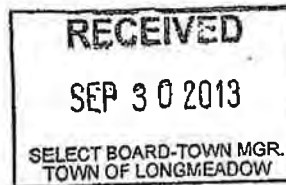
A handwritten signature in cursive script that reads "Michael C. Mathis".

Michael Mathis
Vice President, Global Gaming Development

Enclosure

EXHIBIT

5



Timothy W. Brennan Executive Director

Memorandum

To: Stephen Crane, Town Manager - Town of Longmeadow
From: Tim Brennan, Executive Director
Subject: Formal Decision on Participation in MGM Springfield Regional Review Process
Date: September 27, 2013

As you are aware, representatives of the MGM Springfield casino development team made a presentation at the Pioneer Valley Planning Commission (PVPC) on Thursday evening, September 26th on the potential traffic and transportation impacts from the proposed MGM Springfield Casino on neighboring communities.

MGM Springfield has indicated that it wants to engage in a limited regional review approach with the PVPC serving as coordinator and administrator. In this process, the PVPC would recruit, retain and oversee a qualified traffic engineering firm that would conduct a peer review of the work and conclusions of MGM Springfield's traffic consultant in order to help the affected cities and towns negotiate and execute surrounding community agreements with MGM as is required under the provisions of the Commonwealth's gaming law. Attached to this memorandum is the overview and general scope from the PVPC's request for proposals for traffic impact peer review services which has recently been issued.

Due to the time sensitive nature of this process, it is being requested that each neighboring community decide whether or not it chooses to participate in this approach. I respectfully ask that a formal letter of intent regarding this matter be submitted to the PVPC no later than Friday, October 11th. This will allow us to move forward with the traffic consultant that the PVPC will be hiring and initiate the required interactions with your community.

If you have any further questions, do not hesitate to contact me, or in my absence Deputy Director Jim Mazik.



Timothy W. Brennan
Executive Director

attachment

cc: J. Ziemba, MGC Ombudsman
M. Mathis, MGM Springfield
C. Irving, Davenport Companies
J. Mazik, PVPC

ATTACHMENT TO SEPTEMBER 27, 2013 MEMORANDUM
PIONEER VALLEY PLANNING COMMISSION
PROJECT OVERVIEW FROM TRAFFIC IMPACT PEER REVIEW SERVICES RFP

A. Project Overview

The Pioneer Valley Planning Commission is in need of Traffic Impact Peer Review Services to provide technical assistance and coordination services to the PVPC on behalf of participating "surrounding communities" potentially impacted by traffic and related transportation issues generated by MGM's proposed casino development in the host community of Springfield.

Proposed Casino Development. Blue Tarp reDevelopment, LLC, an affiliate of MGM Resorts International has committed to develop, construct and operate a destination resort casino on approximately 15 acres (3 blocks) between State and Union Streets and Main and Columbus Avenues in Springfield, MA having the following features (*all square footage and tenant numbers are approximations*):

The project is a mixed-use commercial and residential destination casino resort development of 850,000 square feet (excluding structured parking). The project includes the following:

- (a) A "Casino Block" building comprising a two-level plus basement podium with an 8,000 square foot rooftop garden, a hotel room tower, and adjoining mid-rise structures with the following specific components:
- (i) An 125,000 square foot one-level casino with not less than 3,000 slot and video gaming machines, not less than 75 table games, a poker room and a high-limit area and related support, security and customer service facilities;
 - (ii) A glass-façade tower containing a 200,000 square foot (excluding convention, food/beverage and spa/fitness space), 250 key, four-star hotel with amenities and finishes characteristic of the upper upscale market segment;
 - (iii) (iii) A 7,000 square foot spa and fitness facility with adjacent, roof-top outdoor swimming pool;
 - (iv) (iv) Modern, finished meeting and convention space and related pre-function, and back-of-house/food preparation areas totaling 45,000 square feet and planned to complement existing facilities at MassMutual Center and Arena;
 - (v) 48,000 square feet of dining and beverage service area allocated among not less than seven distinctly branded restaurants, lounges or cafes adjoining and with access from both the casino floor and Main, State and Howard Streets;
 - (vi) (vi) 7,000 square feet of retail space adjoining the casino floor and facing and opening onto Main and State Streets;
 - (vii) (vii) 54 market-rate apartment units in mid-rise, pedestrian-scaled buildings facing, and with direct access from, Main Street;
 - (viii) (viii) 125,000 square feet of on and off-site executive office and back of house space;

(b) Mid-rise retail outbuildings including the following specific components: a cinema multiplex, bowling alley, not less than two distinctly branded restaurants or sports bars, and mid-size, 20,300 square feet of pedestrian-scale retail space facing and opening onto Main and Union streets (up to 15 tenants);

(c) An outdoor public plaza with facilities and infrastructure to host events and featuring an ice-skating rink, large dynamic video displays, outdoor areas for events and concerts that can easily be transformed into interactive environments for exhibitions, art shows and similar functions;

(d) A child care center of 3,000 square feet with adjacent, fenced outdoor play area;

(e) 85,000 square feet (not included in project total) of rehabbed Class A office space located at 101 State Street;

(f) Rehabilitation and incorporation of the following existing buildings into new construction: 1200 Main Street, 73 State Street and the former Amory; and

(g) Valet parking drop off, bus drop off, bus parking, parking for 3,600 personal vehicles, dock and physical plant space in a structure-adjacent to Columbus Avenue.

Consultant Services Needed. The required services include the following specific tasks. In performing these services it is estimated that approximately 7 "surrounding communities" will be potentially impacted by traffic and related transportation issues.

1. Review of project materials submitted to date from the developer.
2. Field visits to identify key existing issues and traffic composition.
3. Meetings with local officials
4. A review of the traffic study prepared for the project to determine if it meets minimum standards.
 - a. Comparison of traffic data with data available from other sources
 - b. Review of data collection methodology
5. Trip Generation and Assignment
 - a. Review of methodology and comparison to empirical data from similar developments
 - b. Review of trip distribution analysis for all travel modes.
6. Review of Roadway Capacity and Safety analysis based on current best practices.
7. Review of proposed mitigation measures.
8. Detailed memo of findings.
9. Potential for up to 10 meetings on site.

EXHIBIT

6

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Macçaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Please respond to Quincy

November 22, 2013

VIA FIRST CLASS MAIL
AND EMAIL

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
46 Center Square
East Longmeadow, MA 01028

Re: MGM Springfield/Town of Longmeadow

Dear Attorneys Fitzgerald and Stratton:

This letter is a follow-up to a number of issues pertaining to the proposed Surrounding Community Impact Mitigation Proposal. As a starting point, we presume, based on proximity, the likelihood of various adverse and significant impacts, and the actions by and communications from MGM/Blue Tarp reDevelopment, LLC ("MGM"), that the Town of Longmeadow ("Town") will be designated as a "Surrounding Community" to the proposed MGM Springfield project in the forthcoming RFA-2 application. Please confirm our understanding in that regard.

A. Request for Information

Please accept this letter as a renewed request for the purported "Economic Impact Report" that MGM completed. During phone calls with your office on October 30, 2013, November 1, 2013, and November 20, 2013, we have requested a copy of this "Economic Impact Report." To date, no such report has been provided to our office or the Town of Longmeadow.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
November 22, 2013
Page 2

Additionally, we are requesting a copy of the recording from the November 14, 2013 meeting conducted by the Pioneer Valley Planning Commission ("PVPC"). We understand that Charles R. Irving ("Mr. Irving"), President of Davenport Properties, the consultant for the proposed MGM Springfield project, recorded this meeting.

During our November 1, 2013 conference call, we noted a number of intersections in the Town were omitted from the proposed PVPC-overseen traffic and transportation impact study, which is being conducted by GPI. These intersections were previously identified to PVPC and Mr. Irving on September 26, 2013, during a regional meeting to discuss PVPC's peer review. However, at the November 14, 2013 PVPC meeting, it became abundantly clear that GPI will not be studying these intersections. It is also understood that PVPC and GPI will not be analyzing proposed solutions to the Town's traffic and transportation impacts from the proposed MGM Springfield project. Because of the limited role of PVPC and GPI, it has become necessary for the Town to engage Parsons Brinckerhoff to analyze omitted intersections and to recommend proposed solutions to the traffic and transportation impacts, which are quantifiable.

We are also requesting clarification on what appears to be an unexpected, inexplicable ongoing downward adjustment in the expected traffic to pass through the Town from MGM's representations. To clarify an apparent MGM misunderstanding, traffic along I-91 through the Town is traffic through the Town: the Town is responsible for first responder services along I-91, south of Springfield, to the Connecticut border, and traffic backups along I-91 result in drivers taking alternate surface routes through Longmeadow. By way of recent illustration, the Town was affected by a major accident on I-91 on Sunday, November 10, 2013, when an SUV collided with a tractor trailer and burst into flames, causing hours of major traffic jams on I-91 in the Town and backups on Route 5 and other streets in the Town.

In previous representations for the MGM Springfield project, the anticipated traffic through the Town was forecasted well beyond 30%, by MGM and even a prior competitor for a resort casino in Springfield, Penn National Gaming, Inc. Yet, at the November 14, 2013 PVPC meeting, Mr. Irving represented that the traffic was closer to 20%. We request that MGM explain what has caused its traffic estimate to change.

Additionally, and despite assurances to the contrary, the Town has not received the updated traffic study being prepared by TEC Engineering, MGM's consultant, which will be

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
November 22, 2013
Page 3

peer reviewed by GPI on behalf of PVPC. This information was requested twice on November 15 via email and again on November 22. According to the PVPC, they have been "asked not to publically share the information." See Attached Exchange of Emails.

We are renewing our request for MGM's entire traffic study, which we understand was performed by TEC Engineering, and any additional materials provided to PVPC. This information is necessary for the Town's traffic consultant. It is inexcusable for MGM to continue to withhold the traffic study and supporting information, in order to leverage a "look back" only approach to negotiations.

Additionally, it is clear that MGM has not studied or analyzed other impacts to the Town from the proposed MGM Springfield project, notwithstanding the scope of potential impacts under 205 CMR 125.01(2). For example, MGM has apparently ignored public safety (*i.e.*, police, fire and emergency medical service) and fiscal impacts to the Town. Nor has PVPC been directed to study such impacts on a regional or localized basis. Accordingly, the Town has engaged a consultant to analyze and quantify mitigation of these additional impacts, to be addressed up front through the Surrounding Community Agreement.

Time is of the utmost essence, given the upcoming Category 1 (resort casino) deadlines. Please remit all of the requested information to the Town by 4:30PM on Tuesday, November 25, 2013. If we do not receive the requested information, we will contact the Massachusetts Gaming Commission directly to intervene on the Town's behalf.

B. Letter of Authorization

In prior letters, the Town has requested that MGM execute a Letter of Authorization to fund legal and consulting expenses, in accordance with M.G.L. c. 23K, §§ 4, 15; 205 CMR 114.03. The only written, formal response received has been an October 7, 2013 letter from Michael Mathis, Vice President, Global Gaming Development, which authorized \$15,000.00 to fund initial legal costs. We do not consider linking reimbursement to the content of the Draft Surrounding Community Agreement ("Draft SCA"), which is discussed below, to be either appropriate or consistent with the Expanded Gaming Act and its Regulations. The Expanded Gaming Act and its Regulations clearly consider the surrounding community agreement and the reimbursement of legal and consulting fees to be separate, independent matters. Compare

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
November 22, 2013
Page 4

M.G.L. c. 23K, § 4(7); 205 CMR 114.03, with M.G.L. c. 23K, § 15(7), (9); M.G.L. c. 23K, § 17(a).

Based upon the foregoing omissions with the PVPC/GPI peer review and the MGM study, it is clearly necessary for the Town to identify, analyze and address mitigation in advance of a Surrounding Community Agreement. Indeed, a municipality should be proactive, rather than reactive, in combating adverse secondary effects from development. It is unfair for the residents and visitors to the Town to sustain adverse secondary effects from a resort casino in an abutting community—and this is consistent with MGM's obligations under the Expanded Gaming Act.

Moreover, where such significant and adverse impacts arise, there is likely to be a delay in addressing such impacts if the Town is required to identify solutions and implement measures in accordance with statutory requirements on an after-the-fact basis. For example, Massachusetts law generally requires an appropriation from the legislative body (*i.e.*, Town Meeting) for the expenditure of funds for projects and compliance with the Massachusetts procurement statutes, processes that invoke delay at the same time that impacts will be palpably realized. The Draft SCA suggests a misunderstanding of the role and function of Massachusetts municipal government.

C. Draft SCA

Turning to the Draft SCA that MGM forwarded to the Town on November 19, 2013, the purported "three consistent themes with respect to 'surrounding community' negotiations" are not reflective of the Town's position. The Town's has taken an alternate position in its prior communications with MGM: consistent with the Expanded Gaming Act and its Regulations, the Town seeks to forecast the significant and adverse impacts from the proposed MGM Springfield project, through an upfront community impact fee, subject to adjustment to address future impacts as they unfold from the construction and operation of the proposed MGM Springfield project.

It is unreasonable for MGM to continue withhold information, as has occurred here, particularly where MGM has suggested that it is "the best source of information on the impacts of our facility." Rather, the Town is certainly within its rights to "quantify the net impacts" prior

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
November 22, 2013
Page 5

to and as part of negotiating with MGM for a Surrounding Community Agreement. Delays and omissions in MGM's information have only bolstered the Town's need to currently study and analyze impacts through outside consultants.

The \$50,000 "Upfront Fees Payment" proposed by MGM in the Draft SCA does not address any mitigation of impacts in advance and therefore cannot be considered a proper "community impact fee for each surrounding community . . ." M.G.L. c. 23K, § 15(9). MGM should strongly consider increasing the proposed upfront mitigation in the Draft SCA to address impacts, not consultants and legal fees—which is altogether ignored by MGM—because the Town will be seeking reimbursement for legal and consulting costs that will only continue to increase as the efforts of the Town's consultants continue and because of MGM's December 31, 2013 RFA-2 deadline.

Reduced to its essence, the Draft SCA contains no upfront mitigation to the Town and is essentially a "look back" only approach. A "look back" only approach is unacceptable because, as discussed above, MGM expects the Town to sustain impact first before subjecting the Town to a regionalized process to recouping mitigation, and to potentially incur additional, unnecessary costs through arbitration. By way of illustration, the Town will be directly affected by the comprehensive I-91 viaduct project in the coming months, at the same time that MGM expects to start construction on its resort casino, yet a "look back" only approach will fail to address and mitigate such impacts.

The Draft SCA also ignores and fails to address a number of issues and concerns that were presented in our October 31, 2013 letter, as MGM unreasonably shifts the burden of mitigating and addressing adverse and significant impacts onto the Town, even though these are impacts are the responsibility of MGM, not the Town. See M.G.L. c. 23K, § 15(7), (9). For your reference and convenience, a copy of this October 31, 2013 letter is enclosed herein, which identifies a number of concerns that MGM has failed to address in the Draft SCA.

Finally, this letter confirms the proposed meetings for Tuesday, November 27, 2013 at 10am and Wednesday, December 4, 2013 at 10am. We respectfully request that MGM consider and address the issues described herein in advance of this meeting.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
November 22, 2013
Page 6

Thank you for your attention to this matter.

Very truly yours,



Michael C. Lehane
Brandon H. Moss

/bhm

Enclosures

cc: Stephen J. Crane, Longmeadow Town Manager (via first class mail and email)
Longmeadow Select Board (via first class mail and email)
John S. Ziemba, Massachusetts Gaming Commission Ombudsman (via first class mail
and email)

762266

Brandon H. Moss

From: Stephen Crane <scrane@longmeadow.org>
Sent: Friday, November 22, 2013 3:12 PM
To: Brandon H. Moss; Barr, Joseph E.
Subject: Fwd: TEC Slides from PVPC Meeting

FYI

Stephen Crane
Town Manager
Town of Longmeadow
(413) 565-4110

----- Forwarded message -----

From: Roux, Gary <gmroux@pvpc.org>
Date: Fri, Nov 22, 2013 at 2:59 PM
Subject: RE: TEC Slides from PVPC Meeting
To: Stephen Crane <scrane@longmeadow.org>, Kevin Dandrade <KDandrade@theengineeringcorp.com>
Cc: Chuck Irving <cirving@dnpt.net>, "DeGray, Jason" <jdegray@gpinet.com>, "Brennan, Tim" <TBrennan@pvpc.org>

Hello Stephen,

While we have received draft traffic information on the proposed MGM casino from TEC, we have been asked not to publically share the information at this time. I have, however, requested that TEC provide PVPC and GPI some guidance on what information is appropriate to share as part of our discussions with the surrounding communities. I believe this will be very useful to our discussions and I can give you an update on this request at our meeting with the Town of Longmeadow on Monday November 25th.

Gary

Gary M. Roux

Principal Planner

Pioneer Valley Planning Commission

Congress Street

Springfield, MA 01104-3419

(413) 781-6045

From: Stephen Crane [mailto:scrane@longmeadow.org]
Sent: Friday, November 22, 2013 2:21 PM
To: Kevin Dandrade
Cc: Chuck Irving; DeGray, Jason; Roux, Gary; Brennan, Tim
Subject: Re: TEC Slides from PVPC Meeting

Still waiting on this information. Can I assume GPI will deliver it on Monday? If not, please at least indicate if you intend to provide it to the Town at all. Thanks.

Stephen Crane

Town Manager

Town of Longmeadow

(413) 565-4110

On Fri, Nov 15, 2013 at 4:28 PM, Stephen Crane <scrane@longmeadow.org> wrote:

I don't intend to read it as a lay person. I will forward it to our traffic consultant. Please send what you have. Thanks.

On Nov 15, 2013, at 4:20 PM, Kevin Dandrade <KDandrade@theengineeringcorp.com> wrote:

Good afternoon, Stephen. We only gave PVPC and GPI pieces and parts of our technical analysis yesterday. There is no formal report write-up because we are still working on it and therefore no fully compiled study yet. I think it is premature to send it to you because the analysis is not yet accompanied by a written description and would be disconnected for the layperson reader. I also believe it is important to give GPI the appropriate amount of time to review the materials to make sure there aren't multiple versions of the analysis or text transmitted at different times.

Thank you for your patience as the peer review process commences.

-Kevin

Kevin R. Dandrade, PE, PTOE

Principal/ Senior Project Manager

<Image001.png>

978-794-1792

<image002.png> <image003.png>

Please note my new email address: kdandrade@theengineeringcorp.com

From: Stephen Crane [<mailto:scrane@longmeadow.org>]

Sent: Friday, November 15, 2013 8:42 AM

To: Kevin Dandrade

Cc: Chuck Irving; DeGray, Jason; Roux, Gary

Subject: Re: TEC Slides from PVPC Meeting

Thanks Kevin. Could you send a copy of the most recent traffic study? I understand you submitted it to GPI yesterday afternoon. Thanks.

Stephen Crane

Town Manager

Town of Longmeadow

(413) 565-4110

On Thu, Nov 14, 2013 at 8:31 PM, Kevin Dandrade <KDandrade@theengineeringcorp.com> wrote:

Hi Stephen. Attached is a pdf set of the slides from TEC's brief presentation tonight, as requested. I look forward to our next discussion after you meet with PVPC and GPI.

Have a good night.

-Kevin

Kevin R. Dandrade, PE, PTOE
Principal / Senior Project Manager
TEC, Inc.
Office: (978) 794-1792 x145
Mobile: (603) 361-2312
www.theengineeringcorp.com

Kevin R. Dandrade, PE, PTOE

Principal/ Senior Project Manager

978-794-1792

Please note my new email address: kdandrade@theengineeringcorp.com

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wernuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Maccaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Please respond to Quincy

October 31, 2013

VIA FIRST CLASS MAIL
AND EMAIL

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
46 Center Square
East Longmeadow, MA 01028

Re: *MGM Springfield/Town of Longmeadow*

Dear Attorneys Fitzgerald and Stratton:

Please thank Michael Mathis, Vice President, Global Gaming Development for MGM Springfield ("MGM"), for his letter dated October 30, 2013, of which a copy was provided to this office. The Town of Longmeadow ("Longmeadow") is carefully considering your proposal, however, a number of questions remain unanswered or to which the answer is ambiguous.

Among the more obvious questions unanswered by the proposal are these, although there are many more:

1. What is the amount of the proposed "Upfront Impact Mitigation" which MGM would fund for intersection improvements in Longmeadow, and when would MGM be prepared to specify the amount and location of intersections to be improved in Longmeadow?

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
October 31, 2013
Page 2

2. To the extent that MGM references “any compelling data you [*i.e.*, Longmeadow] may provide,” will MGM reconsider its position on the request to reimburse Longmeadow up front? MGM’s position is inconsistent with the spirit and intent of the Expanded Gaming Act, by shifting the burden of funding onto Longmeadow for studies, as MGM attempts to link mitigation to providing data.
3. What control would MGM have and more importantly what control would Longmeadow have over the “independent organization” which would establish baseline conditions? What recourse would Longmeadow have if it disagreed in one particular or another with the conclusions of that organization?
4. What form would the “independent evaluations” of baseline public safety, health, municipal services and economic activity take? Who would provide these “independent evaluations”? Would the “independent evaluations” be performed on a regional or a more localized basis? What recourse would Longmeadow have if it disagreed with the conclusions or the costs allotted to address such impacts?
5. Who would compare the “General Baseline Study” to “Actual Impact Studies” and who would determine the costs of impact remediation? What recourse would Longmeadow have if it disagreed with either the factual conclusions or the cost allocation for mitigation?
6. Since Longmeadow has received no funding to date from MGM, what provisions would be made for “Pre-Opening Funding” of Longmeadow’s legal and other (expert) costs?
7. What financial provisions would be made by MGM during the first year of operations and thereafter during the fifteen (15) year initial license term for funding of remediation and expert services which might be viewed as necessary by Longmeadow?
8. What mechanisms would be made by MGM to replenish and/or expand the segregated fund? MGM’s approach is concerning because there are at least seven (7) surrounding communities, if not more, to MGM’s proposed resort casino, and

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
October 31, 2013
Page 3

a common fund would create a serious risk of depletion of the fund given the competing interests of the beneficiary surrounding communities.

We know you must be aware that the City of Malden has recently concluded a "Surrounding Community Agreement" with a Category 1 (resort casino) license applicant, which entails a payment of \$1 million in an initial upfront payment from the license applicant specifically dedicated to public safety, infrastructure, and beautification improvements. Additionally, the City of Malden will be receiving, once that resort casino opens, minimum annual payments of \$1 million to go toward business and community support, public safety, and road statements. That approach is markedly dissimilar to the minimalist approach suggested in MGM's proposal.

There are a number of other ambiguities and unanswered questions implicit in MGM's recent proposal. We trust that the conceptual framework is a subject upon which you remain open. One thing that would be evidence of MGM's recognition of the Expanded Gaming Act's requirement that MGM approach negotiation of a "Surrounding Community Agreement" with Longmeadow with an open mind, would be an affirmative disavowal of any terms in the Springfield host community agreement which could be interpreted to constrain or limit the Surrounding Community Agreement.

We eagerly await your response to this suggestion.

Very truly yours,



Michael C. Lehane
Brandon H. Moss

/bhm

cc: Stephen J. Crane, Longmeadow Town Manager (via first class mail and email)
Longmeadow Select Board (via first class mail and email)
Massachusetts Gaming Commission (via first class mail)

EXHIBIT

7

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Maccaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Please respond to Quincy

December 23, 2013

VIA FIRST CLASS MAIL
AND EMAIL

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
46 Center Square
East Longmeadow, MA 01028

**Re: *MGM Springfield/
Response to Surrounding Community Agreement Counterproposal***

Dear Attorneys Fitzgerald and Stratton:

This letter is in response to the December 22, 2013 letter from Michael Mathis, MGM's Vice President of Global Gaming Development, to Longmeadow Town Manager Stephen J. Crane. We would request that future correspondence in this matter be directed to our attention. Please forward this correspondence to Mr. Mathis as well.

A. "Surrounding Community" Designation

We respectfully request that MGM strongly reconsider its position on flat out refusing to designate the Town of Longmeadow ("Longmeadow") as a surrounding community. Longmeadow is frankly surprised and disappointed in MGM's attempt to use Longmeadow's "surrounding community" status as a point of leverage in negotiations.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
December 23, 2013
Page 2

In no uncertain terms, in his letter, Mr. Mathis has stated that MGM will refuse to designate Longmeadow's status as a surrounding community, and therefore Longmeadow will be required to petition the Massachusetts Gaming Commission ("MGC") in January 2014 to be so designated. Mr. Mathis's statement ignores the Expanded Gaming Act, MGC regulations, and the MGC's RFA-2 application, all of which allow MGM to voluntarily designate Longmeadow as a surrounding community, while leaving the negotiation of a surrounding community agreement ("SCA") between the parties to continue. Indeed, a number of Category 1 (resort casino) and Category 2 (slots parlor) license applicants voluntarily designated surrounding communities in their RFA-2 application, even though the parties had not executed an SCA, thereby allowing negotiations to continue.

Mr. Mathis's suggestion that surrounding community issues should be discussed before the MGC in January is an unfortunate and unnecessary action, as it will cause the parties to unnecessarily expend legal and consulting fees (for which Longmeadow will ultimately seek reimbursement from MGM), and require the MGC to devote its limited resources and attention to surrounding community designation that can be accepted by the parties. This time would be better spent if the parties could continue to negotiate an SCA in the interim. The Greenman-Pedersen, Inc. ("GPI") regional traffic peer review that was conducted at MGM's behest even confirms the significant and adverse traffic impacts that Longmeadow will experience in its local roads—no other conclusion can be reached on the basis of traffic alone, aside from the additional public safety and municipal program impacts that Longmeadow's consultants have confirmed.

B. SCA Counterproposal

Moreover, we respectfully request that MGM strongly reconsider its blanket refusal to respond to the counterproposal. In any negotiation, an executed agreement reflects the product of a mutual compromise, with a "give and take" between the parties. Yet, MGM has employed a "take it or leave it" approach to the SCA negotiations.

While MGM touts the other communities that signed SCAs with MGM, none of these communities appear to have retained consultants to quantify the significant and adverse impacts from MGM's proposed resort casino—which Longmeadow did. Longmeadow acted in accordance with the Expanded Gaming Act, MGC's regulations, and MGM's own directives this fall, by retaining consultants to analyze and quantify projected significant and adverse impacts.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
December 23, 2013
Page 3

Inexplicably, MGM apparently will not agree to correct even typographical errors in its standard SCA or non-financial provisions, such as Longmeadow's request that MGM implement a responsible gaming plan (a standard component of several SCAs that were filed with the MGC by other license applicants) or to work cooperatively with Longmeadow and the Massachusetts Department of Transportation in connection with I-91 issues (as GPI even recommended).

MGM's "one size fits all" approach is not appropriate. Each community has a different proximity and roadway infrastructure leading to MGM's proposed resort casino. Each community has a different ability to financially absorb and respond to adverse impacts from MGM's proposed resort casino, including its public safety organization and tax infrastructure. The different impacts in each community are even reflected in the GPI regional peer review study, which separately discusses actual or potential significant impacts for each surrounding community. Of note, a significant number of the SCAs that MGM highlights were signed before GPI announced its results on December 10 and all of these SCAs were signed before GPI issued a narrative written report with recommendations.

We want to point your attention to Section 15 of the Expanded Gaming Act, which does not include a "net positive" offset in the calculation of a surrounding community impact fee and mitigation. Rather, Section 15 of the Expanded Gaming Act places the burden and obligation on MGM to identify and mitigate significant and adverse impacts in Longmeadow, as a surrounding community, through identifying infrastructure costs, committing to a community mitigation plan, and providing a community impact fee—all of which MGM has continued to refuse by instead rigidly insisting upon a "look back" only approach. See also M.G.L. c. 23K, § 18(14) (requiring a gaming license applicant to "mitigat[e] potential impacts on . . . surrounding communities which might result from the development or operation of the gaming establishment") (emphasis added). These explicit statutory requirements were nonetheless incorporated into Longmeadow's counterproposal, which Mr. Mathis unreasonably rejected.

While it appears from Mr. Mathis's letter that there are disagreements between the parties, one thing that the parties can agree is that MGM has never offered to provide any upfront mitigation payments to Longmeadow—putting aside the insufficiency of the proposed annual payments. If there was any doubt as to a gaming license applicant's obligation to provide upfront mitigation, this was clarified at the December 3, 2013 MGC meeting, when it was discussed that "understandable, predictable, knowable issues" should be addressed upfront and

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
December 23, 2013
Page 4

that it “really would be an abuse of the look back notion to be dismissive of current things.” Tab 1 at 55-56 (emphasis added).

Mr. Mathis’s unjustified attempt to criticize Longmeadow’s requests for upfront and appropriate annual payments fully ignores the GPI study. This omission is particularly glaring because MGM previously encouraged Longmeadow’s participation in the GPI study during September and October. See Tabs 2 and 3. It is convenient for MGM to ignore the GPI study when it is at odds with MGM’s refusal to provide financial mitigation of “understandable, predictable, knowable issues” and MGM’s stringent adherence to a “look back” only approach.

GPI specifically recognized significant and adverse impacts to Longmeadow via “traffic traveling directly to and from the Project site along Longmeadow Street (Route 5) and the impact to traffic along Route 5 that is incurred as the result of additional delay on I-91 as a result of Project traffic.” See Tab 4 at 26. GPI recognized a number of intersections in Longmeadow that would experience impact from MGM Springfield. See *id.*

Moreover, GPI specifically “advised Longmeadow to seek funds” for the Longmeadow Street (Route 5) at Converse Street, Longmeadow Street (Route 5) at Forest Glen Road, and Converse Street at Laurel Street intersections. See Tab 4 at 26 (emphasis added). Notwithstanding GPI’s recommendation, it appears that MGM is refusing to provide such funds, even though traffic mitigation is a substantial component of the upfront and annual mitigation payments in Longmeadow’s counterproposal.

The cost estimates that Longmeadow received from its traffic consultant alone justify the upfront and annual mitigation payments it has requested. Longmeadow’s cost estimates for traffic mitigation alone actually exceed the payments in Longmeadow’s counterproposal, and Longmeadow is only requesting that MGM assume the responsibility for funding a reasonable percentage of these necessary traffic mitigation measures.

The GPI written report makes clear that MGM’s “look back” only approach is insufficient—which further bolsters Longmeadow’s concerns, particularly where MGM strongly encouraged Longmeadow’s participation in GPI’s study. With emphasis, GPI stated: **“Relying on the look-back method to be the sole means of determining mitigation to address impacts on surrounding communities, as proposed by MGM, does not afford an appropriate level**

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
December 23, 2013
Page 5

of conservatism for all communities.” See id. at 24 (emphasis in original). Additionally, GPI expressed its “concerns regarding the look-back methodology to mitigate impacts from the proposed casino Project” and observed “it is easy to contemplate a scenario where MGM may attempt to dispute any real responsibility related to traffic impacts.” See id. at 28.

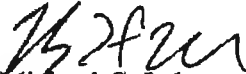
GPI stated, with emphasis: “Besides deferring any mitigation for at least one year after grand opening of the casino Project, the look-back methodology imposes a significant burden on the communities to determine impacts, rather than the applicant.” See id. (emphasis in original). GPI recognized “a number of issues which raise concerns about the actual effectiveness of the look-back methodology.” See id. Longmeadow attempted to address these concerns in its counterproposal.

C. Conclusion

Accordingly, we request that you review these issues with Mr. Mathis, and provide an appropriate, substantive response to Longmeadow’s counterproposal. The parties should continue to negotiate an SCA to address significant and adverse impacts to Longmeadow from the MGM Springfield resort casino, as the Expanded Gaming Act and MGC regulations contemplate. We therefore request a face-to-face meeting to further continue the dialogue and negotiations between the parties over these surrounding community issues.

Thank you for your courtesy and attention.

Very truly yours,


Michael C. Lehane
Brandon H. Moss

/bhm

Enclosures

cc: Longmeadow Select Board (via first class mail and email)
Stephen J. Crane, Longmeadow Town Manager (via first class mail and email)
John S. Ziemba, MGC Ombudsman (via first class mail and email)
Catherine A. Blue, MGC General Counsel (via first class mail and email)

756180

EXHIBIT

8

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Maccaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Please respond to Quincy

January 6, 2014

VIA FIRST CLASS MAIL
AND EMAIL

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
46 Center Square
East Longmeadow, MA 01028

***Re: MGM Springfield/
Response to Surrounding Community Agreement Counterproposal***

Dear Attorneys Fitzgerald and Stratton:

This letter is in response to Attorney Stratton's "Information Request" that was sent to us on January 3, 2014, which seeks eighteen (18) separate categories of information, not counting the subparts in each category. This "Information Request" is excessive and vastly exceeds the nature and scope of MGM's mitigation obligations under the Expanded Gaming Act. See M.G.L. c. 23K, § 15.

As a starting point, it is appropriate to address the context of the "Information Request." MGM has unreasonably placed the Town of Longmeadow ("Longmeadow") into an adversarial position through having to petition the Massachusetts Gaming Commission ("MGC") to be designated as a surrounding community ("Petition"). Longmeadow has directly and indirectly requested voluntary designation as a surrounding community since the City of Springfield voters approved MGM Springfield. Additionally, we have repeatedly requested—in writing, during the multiple negotiation meetings in November and December, and via telephone even as recently as

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
January 6, 2014
Page 2

December 30, 2013, when MGM filed its RFA-2 application—that MGM agree in writing to designate Longmeadow as a surrounding community to MGM Springfield, so that the parties' efforts could more appropriately be directed at negotiating an appropriate surrounding community agreement, using the data-driven approach that MGM previously mandated. On each occasion, MGM was adamant that it would not designate Longmeadow as a surrounding community.¹

Given MGM's "Information Request," and the adversarial process implicated by the Petition, we renew our request for MGM to voluntarily designate Longmeadow as a surrounding community. Doing so is a sign of good faith and will further the likelihood of a mutual exchange of information by the parties in an attempt to negotiate a surrounding community agreement. Otherwise, it cannot be lost upon Longmeadow that the information MGM seeks may be used by MGM in opposing Longmeadow's forthcoming Petition, and notwithstanding the scope of impacts under 205 CMR 125.00.

Moreover, and without responding to each and every request, there is a clear dearth of any modicum of relevancy between a substantial number of the requests and the scope of "surrounding community" status under the Expanded Gaming Act and its Regulations. For example, the proposed UMASS Satellite campus in downtown Springfield has no impact upon MGM's obligation to develop a community mitigation plan for and pay a community impact fee to Longmeadow as a surrounding community as a consequence of MGM's proposed \$850 million gaming establishment, as required by Section 15 of the Expanded Gaming Act.

As explained previously, the Greenman-Pederson, Inc. ("GPI") peer review of MGM's traffic study—which MGM strongly encouraged during the fall—alone supports the upfront and annual payments Longmeadow has requested, as well as the flaws with MGM's "look back" only approach, which Longmeadow attempted to address in its counterproposal. GPI specifically

¹ MGM's statement in Section 5-16-01 of its RFA-2 application, that "[t]hose communities that did not agree to the proposal advised us generally that they wanted to avail themselves of their rights to be designated a surrounding community by the MGC" is false. Longmeadow has always been explicit in its requests to be designated as a surrounding community by MGM—which MGM alone can accomplish by requesting Longmeadow's written assent, and without having to require the MGC to consume its limited resources in an adversarial proceeding.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Frank P. Fitzgerald, Esquire
Seth N. Stratton, Esquire
Fitzgerald Attorneys At Law, P.C.
January 6, 2014
Page 3

directed Longmeadow to seek funds from MGM for specific traffic mitigation measures. We understand that MGM is in receipt of the GPI study, even if it appears that MGM is unwilling to accept the results and Longmeadow's request that MGM assume the responsibility for funding a reasonable percentage of these traffic mitigation measures.

At your earliest convenience, please advise whether MGM will reconsider its position on Longmeadow's status as a surrounding community, which is an important step in the information sharing process. Please note that time is of the essence given the January 10, 2014 Petition deadline.

Thank you for your courtesy and consideration in this matter.

Very truly yours,



Michael C. Lehane
Brandon H. Moss

/bhm

cc: Longmeadow Select Board (via first class mail and email)
Stephen J. Crane, Longmeadow Town Manager (via first class mail and email)
John S. Ziemba, MGC Ombudsman (via first class mail and email)
Catherine A. Blue, MGC General Counsel (via first class mail and email)

767347

EXHIBIT

9



For Immediate Release
March 18, 2013

Media Contact
Elaine Driscoll (MGC) 617-571-2964
Press release: 13-031

Massachusetts Gaming Commission Partners with Regional Planning Agencies to Provide Enhanced Technical and Advisory Assistance To Potential Surrounding Communities

On March 14, 2013, The Massachusetts Gaming Commission (MGC) voted unanimously to adopt a proposal to develop a partnership with Regional Planning Agencies (RPAs) to provide technical and advisory services to potential surrounding communities. This service is voluntary for applicants and surrounding communities.

MGC Chairman Steve Crosby, "Community Mitigation is a priority for the MGC. RPA assistance could be a streamlined method to help communities evaluate positive and negative impacts of gaming facilities. We are extremely grateful to the state's RPAs, including the Metropolitan Area Planning Council, the Pioneer Valley Planning Commission, and the Southeastern Regional Planning & Economic Development District, for working to develop this plan to serve communities."

MGC Ombudsman John Ziemba, "We anticipate that the RPA assistance will be an extremely efficient way of providing advice to multiple communities that may have many same or similar questions and concerns. Potential surrounding communities can utilize the services of the RPAs without each having to first arrange for technical assistance funding from applicants and then having to procure such assistance. RPAs already have valuable technical expertise that has been relied upon by communities for decades."

Prior to the start of services, the RPAs will work with each participating host community and each participating applicant to further refine the tasks listed below and to prepare an initial plan for how and when meetings with municipal officials will occur to ensure that they will meet the needs of the particular circumstance. Host communities are an important part of the process, as the impact studies they are conducting would need to be reviewed by the RPAs. This initial plan does not preclude changes that may be needed as the process proceeds. It is anticipated that processes related to category 2 (slots-only) facilities will be less complex and less time consuming than those for category 1 (resort casinos).

If the applicant elects to follow this process or portions thereof, they will deposit sufficient funds into escrow with MGC. Thereafter, MGC will enter into a contract with the RPAs to proceed with this outreach, analysis and agreement preparation. Payments to the RPAs will be based upon actual hours performed; any funds remaining in escrow at the end of the process will be returned to the applicant.

The service to potential surrounding communities will work as follows:

Massachusetts Gaming Commission

84 State Street, 10th Floor, Boston, Massachusetts 02109 | TEL 617.979.8408 | FAX 617.725.0258 | www.massgaming.com

Task 1: Convener: The RPAs will organize up to two regional informational forums of municipal officials per region, followed by a series of meetings of a task force for each proposed gaming facility. The potential surrounding communities will be invited to participate in the task force meetings; host communities will be invited to attend these meetings, and the project proponent will be invited to attend the task force meetings as needed to present information.

Task 2: Technical Analysis and Assistance: The RPAs, with the potential assistance of consultants on key tasks, will undertake review of the potential development impacts on surrounding communities in a gaming facility's region, as well as mitigation options, related to each potential gaming facility. Ideally, this "peer review" will consist of a technical review of the proponent-identified surrounding community impacts of the proposed gaming facility. However, in some cases, the RPAs, after consultation with the host community and applicant, may need to undertake initial analysis of impacts in order to provide guidance to the potential surrounding communities.

Task 3: Agreements: The RPAs will facilitate discussion related to language for the agreement(s) between the proponent and potential surrounding communities, with the assistance of outside legal counsel, if necessary.

Note that the timing of the process is also flexible, to a degree. The process can move forward either concurrently with or after the host community agreements are completed. However, in order to afford affected communities ample opportunity to identify and address priority issues and concerns in concert with the applicable gaming facility proponents(s) in advance of the filing of the Phase 2 applications with MGC (which must include the surrounding community agreements), it is anticipated that this process must be well underway by June 2013 for category 1 applicants, and earlier for category 2 applicants.

Important Background:

Overall, gaming applicants are responsible for addressing impacts within their region in their respective application to the MGC. Under this proposal, RPA assistance will be provided in those areas where an applicant chooses to utilize the services of the RPAs. Pursuant to the Gaming Act and MGC's draft regulations, applicants could alternatively engage potential surrounding communities without the assistance of RPAs. Regardless of whether or not applicants choose to use the services of RPAs, potential surrounding communities have significant rights that the statute and Commission's proposed regulations provide to potential surrounding communities. Notably, communities have rights under the Commission's proposed regulations to petition the Commission to be designated as a surrounding community, and to petition the Commission to require applicants to provide involuntary disbursements for technical assistance funding. As potential surrounding communities have such options, RPA assistance provided under the plan is also voluntary for potential surrounding communities. This plan was developed in concert with the Metropolitan Area Planning Council, the Pioneer Valley Planning Commission, and the Southeastern Regional Planning & Economic Development District. The MGC has also been in contact with the Central Massachusetts Regional Planning Commission, which has been helpful to this plan.

★ ★ ★ ★ ★

Massachusetts Gaming Commission

★ ★ ★ ★ ★

Massachusetts Gaming Commission

84 State Street, 10th Floor, Boston, Massachusetts 02109 | TEL 617.979.8408 | FAX 617.725.0258 | www.massgaming.com

EXHIBIT

10

THE COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION
PUBLIC MEETING #91

CHAIRMAN

Stephen P. Crosby

COMMISSIONERS

Gayle Cameron

James F. McHugh

Bruce W. Stebbins

Enrique Zuniga

November 21, 2013, 9:00 a.m.

BOSTON EXHIBITION AND CONVENTION CENTER

Room 151A

415 Summer Street

Boston, Massachusetts

1 to get into the applications, just let me give
2 you -- In the beginning of your packets on page
3 two of your packets, so the packets are broken
4 down by applicant and by community. I will
5 give you the page numbers as we go through the
6 presentation. As I mentioned in the beginning,
7 there are three for the PPE Casino application.

8 CHAIRMAN CROSBY: Which is Cordish
9 in Leominster.

10 MR. ZIEMBA: Which is Cordish in
11 Leominster and that is Bolton, Fitchburg and
12 Sterling. We will go alphabetically for each
13 one of these applications. Each one of these
14 communities has a very specific packet. And
15 the packet describes the six criteria that the
16 Commission should consider in making its
17 determination.

18 The six criteria are proximity,
19 proximity to both the host community and to the
20 gaming facility. The impacts on the
21 transportation infrastructure. Development
22 impacts, impacts that are related to the
23 construction period. Operational impacts, our
24 regulation has a catchall for communities that

1 determine that they're experiencing impacts
2 that aren't readily caught in those above
3 categories. Then six, the regulation says that
4 the Commission may consider positive impacts in
5 its determinations of surrounding community
6 status.

7 CHAIRMAN CROSBY: These are the
8 criteria that are set out in the law for us to
9 use.

10 MR. ZIEMBA: And our regulations.

11 CHAIRMAN CROSBY: And our
12 regulations, right.

13 MR. ZIEMBA: Okay. So, let's turn
14 to the Bolton applicant. Look at page three of
15 your packet. So, proximity, as I mentioned
16 proximity both to the gaming establishment and
17 to the host community as a criteria in our
18 regulations. The town of Bolton claims that it
19 is five miles to the east of the proposed
20 facility. It is closer than a number of
21 communities that have already reached an
22 agreement with the applicant.

23 The applicant argues that the town
24 of Bolton is more than five miles away from the

1 should know, we all have that big folder like
2 you have in front of you. And each of the
3 Commissioners has read, if not literally every
4 word, at least virtually every word in these
5 extended presentations on the issues.

6 MR. ZIEMBA: To continue on on the
7 proximity issue, during the Commission's
8 deliberation on surrounding community policies,
9 the Commission rejected establishing a mileage-
10 based threshold for determining which
11 communities are surrounding communities.

12 What that means is we determined
13 that just because a community is within a mile
14 or within three miles or within five miles that
15 does not mean that one reaches surrounding
16 community status by that designation. The
17 reason why we did that, one of the reasons why
18 we did that is because the Legislature actually
19 rejected amendments that would have said
20 exactly that.

21 They had amendments stating that a
22 one-mile threshold or a three-mile threshold or
23 a five-mile threshold would automatically make
24 you a surrounding community.

1 Instead, they asked us to take a
2 look at the overall impacts, as I mentioned, in
3 concert with a review of the geographic
4 proximity. But I do mention that the
5 Legislature did include those amendments of the
6 two-mile, three-mile and five-mile standard as
7 perhaps an indication that they meant to have
8 some limit to the outward geographic proximity.

9 Again, we don't have a mileage-based
10 standard, but this is a measuring guideline.
11 It is not a hard and fast rule. As you'll see
12 from our review of the petitions, just because
13 one community is within two miles or within
14 three miles again, that is not an automatic
15 determination of surrounding community status.
16 But this measuring stick of two, three and five
17 miles could perhaps be instructive as to some
18 of the range of considerations that you take a
19 look at.

20 CHAIRMAN CROSBY: I think that's a
21 really important point though that people need
22 to hear that this is not about proximity alone.
23 The mere fact of being close, is not in and of
24 itself. What the Legislature and we are

1 concerned about its impacts, independent. And
2 maybe proximity can be sort of advisory to
3 impacts but it is impacts not proximity which
4 are really determinative here.

5 MR. ZIEMBA: That's right.

6 Commissioners can move to page 10 of the
7 packet. I will discuss the traffic
8 infrastructure. So, I am going to continue. I
9 am going to go through each one of the factors
10 and then we can go back to our experts with any
11 further questions.

12 In regard to infrastructure, the
13 town of Bolton argues that Route 17 (SIC)
14 provides ready access to the proposed
15 establishment for traffic off of Route 495.
16 And that according to the applicant, at least a
17 quarter million new vehicle trips can be
18 expected to pass through Bolton annually.

19 Bolton contests the projections made
20 by the applicant and states that it expects as
21 many as 30 to 45 percent of the patrons who
22 will actually reach the applicant's facility by
23 traveling Route 17 (SIC) through Bolton
24 compared to the 11 percent projected by the

1 CHAIRMAN CROSBY: Can I make a
2 suggestion here? If I'm saying this correctly,
3 our job here is to determine whether or not a
4 community is a surrounding community.

5 MR. ZIEMBA: Yes.

6 CHAIRMAN CROSBY: On any one of
7 these criteria, we could make that
8 determination. If we were to make it on an
9 early criteria, it doesn't matter what the
10 other criteria say.

11 MR. ZIEMBA: Yes.

12 CHAIRMAN CROSBY: Since we have an
13 objective review here on the issue of traffic
14 that differs from the applicant's assessment,
15 it seems to me -- But I'm going to ask the
16 Commissioner's whether you agree with this. --
17 it's worth us stopping now, talking about
18 traffic. If it turned out we thought this was
19 a circumstance which required them to become a
20 surrounding community, we wouldn't have to go
21 through the rest of the issues.

22 COMMISSIONER MCHUGH: That's an
23 interesting point. I was just thinking about
24 that the other day, Mr. Chairman. It could be

1 an all or nothing kind of thing. On the other
2 hand, I am not sure that if there is a traffic
3 impact and that's the only impact that causes a
4 town to be a surrounding community that the
5 Commission would then advance money for housing
6 studies or problem gambling studies or other
7 kinds of things.

8 Or that the Commission would
9 anticipate that the parties would enter into a
10 surrounding community agreement that would
11 include those criteria, perhaps get hung up on
12 those criteria and a traffic mitigation plan
13 could be achieved and solved that only problem
14 for which the Commission found them to be a
15 surrounding community.

16 So. I wonder if it wouldn't be at
17 least helpful, I don't think our regulations
18 really provide for us to say you are
19 surrounding community for traffic purposes.

20 CHAIRMAN CROSBY: I wasn't saying
21 that.

22 COMMISSIONER MCHUGH: No, no, I
23 understand that. But it seems to me that it
24 would be helpful for the Commission to say what

1 it was that triggered the Commission's
2 surrounding community determination, both to
3 provide guidance for us in the future and to
4 provide guidance for the parties that then will
5 attempt to negotiate a surrounding community
6 agreement.

7 That would mean going through each
8 of these. It doesn't mean you can't stop here
9 and discuss traffic. But it would mean going
10 through these and saying if it turns out that
11 way that way that traffic is the only one.

12 COMMISSIONER ZUNIGA: I completely
13 agree with that notion. I think this will make
14 today a very long meeting, but I think it's
15 very important that we discuss, weigh in on
16 what we think is this a factor or factors that
17 make somebody a surrounding community. That in
18 my opinion would hopefully guide the
19 arbitration process. First the negotiation
20 process and then eventually the arbitration
21 process that could result from this.

22 As I understand, in an arbitration
23 process all factors could conceivably be
24 considered, whether we thought one was

1 What you are really saying is you disagree with
2 the initial report that the applicant had
3 prepared?

4 MR. SCULLY: Yes. In looking at the
5 criteria, the various factors for traffic
6 impact of the project on Bolton, in our opinion
7 they do have the potential to experience an
8 adverse impact. There are issues on that
9 corridor, but that corridor does bring them
10 directly to the casino from 495. And 495 to
11 117 to Route 2 is a very major route that
12 people use as a "shortcut" or ultimate way as
13 opposed to going up to Route 2.

14 COMMISSIONER CAMERON: In your
15 analysis, you're only evaluating the additional
16 traffic. The road is already congested, in
17 other words. So, you are looking at just what
18 the new traffic would be due to this facility?

19 MR. SCULLY: Correct.

20 CHAIRMAN CROSBY: Others?

21 COMMISSIONER MCHUGH: The applicant
22 says that the traffic is going to be
23 countercyclical. I gather that by that it
24 means it is going to be traffic to their

1 does connect then directly to the casino. So,
2 that was how those factors were pretty much set
3 up.

4 COMMISSIONER MCHUGH: But we're not
5 excluding consideration of that intersection
6 from our traffic analysis?

7 CHAIRMAN CROSBY: I'm not sure that
8 it really matters. I didn't think that Bolton
9 was making the claim to be a surrounding
10 community because of the impact on the
11 intersection. I thought that everybody agreed
12 that that was an issue but that was going to be
13 dealt with at the state level. It's not that
14 intersection per se which would then cause them
15 to be a surrounding community.

16 What they're concerned about, and I
17 thought this is what was talking about is the
18 local streets is one and 117 and its access
19 roads after cars get off 495 and get onto 117.
20 As I said, I'm not sure this is really
21 relevant, but that was my anticipation. This
22 write-up is not about the intersection per se.
23 It's about the consequences of increases from
24 that intersection across Bolton

1 MR. SCULLY: I agree, Commissioner,
2 with that statement that Bolton is concerned
3 about Route 117, which is why I said that
4 corridor aside from the ramps is owned by the
5 town and maintained by the town. The point of
6 the ramps is that's really the beginning of
7 that casino traffic coming into the town on
8 117.

9 CHAIRMAN CROSBY: I understand that.
10 Others? I thought the applicant's position was
11 not very credible when I very first heard and
12 read about it, read and heard it. From my own
13 personal experience of accessing that area, and
14 by the way, probably the preponderance of the
15 emails that we get, the correspondence that we
16 get, which we get a ton from this area,
17 concerns 117. And when we had public
18 testimony, there was a tremendous amount of
19 public testimony about people who access 117
20 from their homes and have a hard time getting
21 out.

22 So, this report corroborates my own
23 personal sense already. And I didn't find the
24 applicant's claim even with an uninformed

1 assessment didn't make sense to me. So, I find
2 this persuasive.

3 It sounds like the other claims were
4 fairly modest. And I didn't see anything else
5 of a particular note on the other claims.

6 The issue about the trade-offs, and
7 we're going to have to talk about this probably
8 a number of times but trading off positives
9 against the visible negative consequences is a
10 very, very tough proposition. In our research
11 project, which is assessing the economic and
12 social impacts all of them good and bad of
13 expanded gaming on Massachusetts, our
14 researchers say don't try to quantify the
15 social aspects and put a dollar value on it to
16 weigh it off against the hard economic assets.

17 So, will Bolton benefit from people
18 having jobs, I would say probably yes. Will
19 they benefit by having some marginal impact on
20 the property values because more people are
21 going into their unused properties, maybe. I
22 think you have to have a pretty, pretty,
23 pretty, pretty modest negative affect to have
24 it be offset. But we are directed that we may

1 authorities could impose conditions, mediation
2 conditions for granting a permit, right?

3 MR. SCULLLY: Correct. And I'll add
4 to that in that Route 12 and locations in
5 Fitchburg have not been asked to be studied in
6 the MEPA process either by DOT or the MRPC.
7 MRPC, very general but those comments never got
8 to MEPA. And the city of Fitchburg, I did not
9 find any reference that they had communicated
10 their concerns to MEPA.

11 So, yes as part of MEPA, if a
12 problem occurred and they did look at the Route
13 12/Route 2 interchange, and it needed some
4 things and they could do it, Mass. DOT may
15 require them to do something.

16 CHAIRMAN CROSBY: Yes. Thank you,
17 Commissioner. That's why I wanted to focus on
18 this because Mayor Wong of Fitchburg has
19 written us an impassioned rational letter
20 saying that she really be concerned about the
21 issues. I think your analysis is persuasive.
22 I think the point that in your judgment is even
23 if it is doubled it is still negligible in
24 terms of its adverse impact but it's also

1 applicant and the city could work something out
2 that would focus on any type of agreement would
3 have a positive impact and being strategic
4 about that.

5 CHAIRMAN CROSBY: Anybody else?

6 COMMISSIONER CAMERON: I am
7 persuaded that between the RPAs and the experts
8 that we have hired that we've looked at all of
9 the potential impacts in the petition. And
10 they do not rise to the level of designating as
11 a surrounding community.

12 CHAIRMAN CROSBY: So moved.

13 COMMISSIONER CAMERON: I move that
14 we do not designate Fitchburg as a surrounding
15 community.

16 CHAIRMAN CROSBY: Second?

17 COMMISSIONER MCHUGH: Second.

18 CHAIRMAN CROSBY: Any further
19 discussion? All in favor of denying the
20 application for surrounding community status by
21 community of Fitchburg signify by saying aye,
22 aye.

23 COMMISSIONER MCHUGH: Aye.

24 COMMISSIONER CAMERON: Aye.

EXHIBIT

11

1 THE COMMONWEALTH OF MASSACHUSETTS
2 MASSACHUSETTS GAMING COMMISSION
3 92nd PUBLIC HEARING
4
5
6

7 CHAIRMAN

8 Stephen P. Crosby
9

10 COMMISSIONERS

11 James F. McHugh

12 Bruce W. Stebbins

13 Enrique Zuniga

14 Gayle Cameron
15 -----
16
17

18 December 3, 2013, 9:05 a.m. to 12:16 p.m.

19 Boston Convention Center

20 415 Summer Street, Room 151 B

21 Boston, Massachusetts
22
23
24

1 reviews. And, you know, of course we saw the
2 results of the election and the referendum, but
3 I would be remiss if I didn't thank them.

4 CHAIRMAN CROSBY: Yeah. I'd like
5 to add to that, too, because they were
6 subject -- as we have been, but, I mean, that's
7 what we're supposed to be doing. They were
8 subject to some very unprofessional, very
9 unseemly attacks for trying to do their job
10 appropriately, and they hung right in there.
11 And I would absolutely second that. And I hope
12 we make a point of saying to Director Marc
13 Draisen and to Joel that we really appreciate
14 that and we went out of our way to comment on
15 that, because there were attacks on them that
16 had no business taking place, and they stuck
17 right with us and tried to do their job and did
18 do their job as best they possibly could. So I
19 appreciate your making that point.

20 MR. ZIEMBA: The other general
21 item, we've recently received some
22 correspondence from Longmeadow. Longmeadow is,
23 obviously, in the midst of negotiations with
24 MGM. And, you know, as we've mentioned, we try

1 to respect negotiations as much as we possibly
2 can. There are parameters within the Gaming
3 Act that gives a lot of authority to locals.
4 However, there are some concerns that were
5 raised in there that have some implementations
6 to our regional planning agency process.

7 There were comments that the
8 lookback proposal that is being identified by
9 MGM runs contrary to the spirit of the Gaming
10 Act and what we're trying to achieve here. And
11 since that letter, we've had conversations with
12 both the Pioneer Valley planning commission
13 that is helping to conduct that regional
14 traffic study and also with the applicant, MGM,
15 regarding what is meant by the lookback
16 proposal.

17 I think the Commission in previous
18 meetings has expressed some support of having
19 provisions and agreements where you could at
20 some point later on look back at actual impacts
21 and try to mitigate to those impacts, but I
22 think what we've also stated is to the extent
23 that impacts are either known or knowable at
24 this point, that the parties should try to

1 negotiate those impacts at this point. And as
2 we go forward with the traffic impact study,
3 there'll be some results potentially as early
4 as December 10th, and we just anticipate that
5 those could be part of the conversations
6 between the parties when they negotiate
7 disagreements. And I believe that MGM also
8 understands that, and we're going to carry
9 forward under that approach.

10 CHAIRMAN CROSBY: I'd like to
11 second that, too. I think the lookback idea is
12 a very good one in many instances, and as sort
13 of a general principle, I think it is very
14 appropriate, but not to the -- accepting it to
15 the exemption of understandable, predictable,
16 knowable issues now, clearly. And that really
17 would be an abuse of the lookback notion to be
18 dismissive of current things. So I completely
19 agree with that.

20 COMMISSIONER MCHUGH: But, again,
21 if -- And I don't disagree with that so far as
22 it goes, but I would not want the implication
23 to come from this that if an applicant and town
24 mutually agreed on a host community -- a

1 surrounding community agreement that contains
2 just lookback provisions and did it freely,
3 that we would not --

4 CHAIRMAN CROSBY: No. Totally, I
5 agree.

6 COMMISSIONER MCHUGH: Make that
7 clear.

8 CHAIRMAN CROSBY: Yes. I agree.

9 MR. ZIEMBA: And these communities
10 are represented by counsel, so they're in the
11 midst of active negotiations and -- but to the
12 degree that anything was confusing regarding
13 how we have put forward our support of a
14 lookback, I thought it bore some explanation.

15 CHAIRMAN CROSBY: Thank you.

16 MR. ZIEMBA: General updates on
17 surrounding community negotiates. We've had
18 conversations with all of the applicants and
19 with at least one or more of the communities
20 since the designation letters were sent out.
21 We recently sent out the notices of the
22 designation to all those communities that
23 achieved surrounding community status as a
24 result of the petition and those that were

EXHIBIT

12

Traffic Evaluation

Hollywood Casino & Hotel Springfield

Springfield, Massachusetts

PREPARED FOR

Penn National Gaming, Inc

825 Berkshire Boulevard #200

Wyomissing, PA

December 2012



immediately north of the site. West Columbus Avenue is one-way southbound and East Columbus Avenue is one-way northbound. For most of their length West Columbus Avenue travels along the west side of I-91 and East Columbus Avenue travels along the east side of I-91 with both acting as service roads for the interstate highway ramps.

Emery Street

Emery Street borders the project site on the north and is a two lane roadway traveling in the east-west direction between Columbus Avenue and Main Street. At its intersection with East Columbus Avenue all traffic must turn right and head north. At Main Street all traffic on Emery Street must turn right and head south. There is no median break along Main Street at Emery Street thus there is no access to Emery Street from northbound Main Street.

INTERSECTIONS STUDIED

Traffic counts were conducted at fifteen of the intersections in the immediate vicinity of the site. The intersections studied are listed below:

- Columbus Street at Emery Street
- Columbus at Liberty Street
- Main Street at Bond Street
- Main Street at Boylston Street
- Main Street at Emery Street
- Main Street at Congress Street
- Main Street at Liberty Street
- Bond Street at I-91 SB On Ramp
- Dwight Street at Bond Street
- Dwight Street at I-291 WB Ramps
- Dwight Street at I-91 NB Exit / I-291 EB Entrance
- Dwight Street at Congress Street
- Dwight Street at Liberty Street
- Chestnut Street at I-91 SB Exit / I-291 EB Entrance
- Chestnut Street at Congress Street

The traffic counts for these intersections and the Volumes Traffic Flow Diagram TFD-1 for the existing volumes are presented in the Supplemental Traffic Data.

IMPACT EVALUATION

Determining the traffic impact of the proposed casino has been analyzed by calculating the number of trips that are expected to be generated by the development and subsequently assigning the trips to the surrounding roadway system in order to determine the impact of the proposed development. It is assumed that the peak impact traffic of the

proposed Hollywood Casino & Hotel Springfield will occur during an afternoon rush hour, when the adjacent roadway traffic is also at its peak. The Institute of Transportation Engineers (ITE) Trip Generation, 8th Edition, 2008 contains afternoon peak hour trip generation rates for "Casino/Video Lottery Establishment" (Land Use 473). However, the data is based on only a single study and is therefore not considered reliable. Also, there is no information available as to what a casino generated over an average day. To determine an estimate for the anticipated trip generation of the proposed Hollywood Casino & Hotel Springfield, during an Afternoon Peak Period, we used trip generation rates developed by E.P. Ferris & Assoc., as presented in the Traffic Impact Study - Hollywood Casino; Columbus, OH (208.1), the trip generation rate is 0.46 trips per gaming seat. These rates are based on the number of "gaming positions" or seats (e.g., 1 seat per slot / 8 seats per gaming table). The use of gaming seat as the method for calculating the anticipated trip generation for a casino without consideration of other uses on the site is a standard methodology. This is noted on page 6 in the E.P. Ferris study:

"Most casino traffic studies use gaming position as an independent variable. Gaming position is defined as one seat, so one slot machine would be one gaming position and one seat at a poker table would be one gaming position. Facilities attached to the casino, such as hotel and food and beverage outlets, exist to support gambling operations and are included in the gaming position trip generation rate."

The number of anticipated gaming seats for the proposed Springfield Hollywood Casino is calculated as follows:

	Seats
2,850 Slots	2,850
80 Tables 8/Table	640
20 Poker @ 6/Table	120
Total Gaming Seats	3,610

Trip generation numbers were calculated for the PM Peak Period at the full build of 3,610 gaming seats using the generation rate of 0.46 trips/seat as follows:

PM Peak Hour	1,769
Entering 53%	938
Exiting - 47%	831

The trip distribution for guests visiting the resort was calculated based the Casino Resort Market Assessment study prepared by Strategic Market Advisors for the Hollywood Casino & Hotel Springfield. This study calculated the number of patrons visiting the resort annually from the following 17 geographical areas:

- Hollywood Primary
- Central CT
- North Secondary
- South Central Mass
- Northwest CT
- Coastal CT
- Tertiary Southwest
- Tertiary West
- Saratoga
- Tertiary North
- Southern NH
- North Central Mass
- North Shore
- Inside 128
- South Shore
- Rhode Island
- Southwest CT

In order to distribute the traffic to the four regional approach routes, the percentage of total guests visiting the casino was assigned to each geographical area. Then the percentages were then assigned to each regional approach route. Using the anticipated number of patrons from each geographic area and assigning each area an approach route the anticipated regional approach traffic distribution was created. The spreadsheet with these calculations is presented in the Supplemental Traffic Data. The Regional Trip Distribution is graphically shown in the Traffic Flow Diagram TFD-2 presented in the Supplemental Traffic Data and presented in tabular form below:

I-90 / I-91 Points West and North	35%
I-90 / I-291 Points East	15%
I-91 Points South	40%
Local	<u>10%</u>
	100%

The impact of the proposed development to the affected roadway network in the vicinity of the site is determined by assigning the generated traffic volumes for the Hollywood Casino & Hotel Springfield to each roadway and intersection studied based on the calculated trip distribution. The anticipated Afternoon Peak Trip Generation numbers are shown in the Traffic Flow Diagram TFD-3 presented in the Supplemental Traffic Data.

EXHIBIT

13

**Traffic Impact and Access Study
MGM Springfield**

Prepared for:
MGM Resorts International Global Gaming Development, LLC

Prepared by:
TEC, Inc.
65 Glenn Street
Lawrence, Massachusetts 01843

December 17, 2012



Executive Summary

MGM Resorts International Global Gaming Development, LLC (MGM) proposes to construct a dynamic mixed-use casino, entertainment, hotel, shopping center, and residential apartment complex in the downtown core. The project site is bordered by East Columbus Avenue, State Street, Main Street, and Union Street. It was selected because it has significant potential for redevelopment, situated in an area of prior extensive tornado damage, and able to be woven into the fabric of an increasingly vibrant downtown. It lies in close proximity to several interstate highway ramps yet it is intricately tied to the downtown pedestrian experience along Main Street. The proposed uses, supply of parking, and pedestrian access points are expected to complement and revitalize the adjacent businesses and uses in Springfield's South End, such as the MassMutual Convention Center.

The site is currently occupied by multiple commercial, municipal, retail establishments, and for-fee surface parking fields and structures. MGM proposes to raze a majority of the structures on the site and construct the following:

- 592,700 SF casino resort that includes space for back of the house (BOH), retail / restaurant uses, and banquet facilities in addition to the gaming space
- 294-room multi-story hotel
- 54 residential apartment units
- 140,000 SF retail and entertainment center known as Armory Square, which will include multiple tenants, restaurants, event plaza, a multi-screen cinema and bowling alley
- 4,800-stall multi-story parking garage

This following study is based on current traffic data collected at key study area intersections in August and November 2012. The traffic projections for the proposed casino complex are based on historic studies and MGM-specific data from a comparable facility in Detroit. The trip characteristics for the proposed complex are compatible with the adjacent uses because their peaking events are different.

Parking data was collected to understand the needs for the adjacent courthouse and the downtown businesses. The courthouse and office uses see their demand peak in the weekday morning and midday periods when the casino complex is less active. Conversely, those same uses generate a negligible number of trips when the casino is most active during the weekday evening and weekend periods. This symbiosis of land uses allows for a shared parking supply in the MGM parking structure that can be used without fee.

The vehicular access configuration for the site was determined after a careful review of the capacity of the area street system. Fortunately, the streets and intersections have reserve capacity to handle additional traffic. The four Interstate 91 and 291 exits serving this area of downtown can accommodate regional traffic associated with the casino development. The multiple access points to the highway network and the downtown will create additional bypass traffic for downtown businesses while avoiding the residential neighborhoods. One key to the successful management of traffic is public information. TEC will be working with the City and State staff to identify measures, such as social media and intelligent transportation and information systems, to route traffic to the most appropriate route.

This preliminary traffic impact study demonstrates that the surface intersections, with modest improvements, can accommodate the entire development program and still attain acceptable levels of service. All intersections are expected to operate at an overall level of service D or better when assessed in a 10-year horizon. This means that there is still reserve capacity following construction of the MGM facility to accommodate additional growth and renewal in the downtown.

The Phase II RFP process allows for a dialogue of the proponent's project presentation, identification of comments from City staff and the general public, and a framework for future permitting and host agreements regarding off-site transportation mitigation and other related improvements. This preliminary traffic study is a document that can be used as the foundation for future analysis as part of the City's local permitting process and through the extensive State review process as part of the Massachusetts Environmental Policy Act (MEPA). With successful implementation of the improvements, the traffic from the casino complex can be safely and efficiently accommodated on the area roadways.

Table 5 shows a comparison of the trip generation estimate using the data provided from MGM's Detroit casino versus the data included in TEC's estimate of the trip generation using data from Mohegan Sun for the Springfield site. As shown in the table, the Friday and Saturday daily trip generation estimate using data from Mohegan Sun combined with ITE data is within 3 percent of the estimate using data provided by MGM for its Detroit casino. The Friday and Saturday evening peak hour trip generation estimate using Mohegan Sun data is 13 to 15 percent higher than the estimate using data provided by MGM for its Detroit casino. This provides another verification of the accuracy and applicability of the data used in TEC's estimate, and suggests that TEC's original estimate may be conservative.

Table 5. Trip Estimate Comparison (MGM Detroit vs. Mohegan Sun Data)

Time Period	MGM Data (from MGM Detroit Casino) ^a	TEC Calculation (Mohegan Sun Data) ^b	Net Difference
Friday Daily	26,006 vpd	26,577 vpd	+571 vpd
Friday Evening Peak Hour	1,586 vph	1,820 vph	+234 vph
Saturday Daily	30,724 vpd	29,798 vpd	-926 vpd
Saturday Evening Peak Hour	2,164 vph	1,880 vph	-284 vph

^aBased on hourly footfall information from MGM's Detroit Casino provided in memorandum dated November 2012.

^bTotal trips minus multi-use trips from Table 4. Trip Generation Summary.

TRIP DISTRIBUTION

Casino / Hotel Employees

Directional distribution of employee trips to and from the proposed casino and hotel was based on US Census Journey-to-Work information for employees working in the City of Springfield. The detailed journey-to-work model is provided in Appendix I and the resulting trip distribution percentages are graphically depicted in Figure 7.

Casino / Hotel Patrons

Directional distribution of patron trips to and from the proposed casino and hotel was based on a gravity model using US Census 2010 population data for municipalities within a 2-hour driving radius of the proposed development. The detailed gravity model is provided in Appendix I and the resulting trip distribution percentages are graphically depicted in Figure 8.

In addition, MGM Resorts prepared an economic gravity model, which estimated that approximately 55 percent of the regional casino and hotel traffic is expected to/from the north along I-91 and I-291, and 45 percent is expected to/from the south along I-91. MGM's economic gravity model was compared to the gravity model prepared using US Census population information to verify the validity of the model. As a comparison, TEC's independent gravity model estimates that approximately 50 percent of casino and hotel traffic will be directed to/from the north along I-91 and I-291, approximately 40 percent will be directed to/from the south along I-91, and 10 percent will utilize local roadways. This model is consistent with the economic gravity model prepared by MGM.

Armory Square Retail Trips

Directional distribution of patron trips to and from the Armory Square retail was based on a gravity model using US Census 2010 population data for municipalities within a 20-mile driving radius of the proposed development. Adjustments were applied for travel time and presence of competing opportunities. The detailed gravity model is provided in Appendix I and the resulting trip distribution percentages are graphically depicted in Figure 9. As mentioned previously, the retail trips were conservatively prepared because the Armory Square portion of the development has been adjusted from 165,000 SF to 140,000 SF since the preparation of the detailed trip generation and capacity analyses.

Residential Trips

Based on US Census Journey-to-Work information, approximately 50 percent of City of Springfield's work-force also resides in the City. Therefore, 50 percent of the residents living within the proposed development were assumed to work outside the City and 50 percent were assumed to work within the City. Due to ease of access to I-91 and I-291, it was assumed that the majority of residents working outside Springfield and approximately half of residents working within Springfield would utilize I-91 and I-291 to travel to/from work. Therefore, approximately 75 percent of residential trips were assumed to/from I-91 and I-291, while the remaining 25 percent of residential trips were assumed to utilize local roadways. The directional distribution of residential trips was based on existing travel patterns in the area, location of major office / commercial centers, and anticipated travel routes.

Trip Distribution Summary

The resulting trip distribution by land use for the proposed development is summarized in Table 6. The site-generated traffic volume networks for each land use are presented in Appendix I. The resulting site-generated traffic-volume networks for Friday evening and Saturday midday peak hours are shown in Figures 10 and 11, respectively.

Table 6. Trip Distribution Summary

Origin/Destination	Casino / Hotel Employees	Casino / Hotel Patrons	Armory Square Retail	Residential
Interstate 91 to/from North	15%	32%	10%	10%
Interstate 291 to/from North	35%	20%	25%	31%
Interstate 91 to/from South	15%	36%	30%	34%
State Street to/from East	10%	2%	10%	1%
Main Street to/from North	5%	2%	5%	10%
Main St / Maple St to/from South	10%	3%	10%	14%
E./W. Columbus Ave to/from South	5%	3%	5%	---
<u>E./W. Columbus Ave to/from North</u>	<u>5%</u>	<u>2%</u>	<u>5%</u>	<u>---</u>
TOTAL	100%	100%	100%	100%

The regional scale distribution of trips is depicted in Figures 12 and 13 for the entering and exiting trips, respectively.

EXHIBIT

14

Surrounding Communities Amendments

House

Mr. Fernandes of Milford moves to amend H. 3702, in subsection 9 of Section 15, in line 1038, by adding after the word "establishment" the following: - ";provided further that, in the event that an applicant cannot reach agreement with one or more surrounding communities, such applicant shall submit for the commission's consideration a report of the full course of negotiations with such surrounding community, including the last position such applicant presented to, and was rejected by, such surrounding community. As a condition of a license grant hereunder the commission may require that an applicant fulfill the terms set forth within its last proposal to such surrounding community, or impose such reasonable additional or alternative terms as the commission deems appropriate. At the direction of the commission, the funds necessary to fulfill the terms and conditions of the agreements or commission order of mitigation shall be paid from the mitigation fund provided for in Section 61."

Mr. Fernandes of Milford moves to amend House 3702, in paragraph (a) of Section 17, in line 1115, by striking lines 1115 to 1120, inclusive, after the word "boundaries" and inserting in place therefore the following: - "If the commission determines a city or town to be a surrounding community and the applicant has not included a signed agreement with that community in its application, or reported as required by Section 15(a) hereof as to the course of negotiations, the applicant shall attempt to negotiate a signed agreement with that community within 30 days. When necessary the commission may facilitate the negotiation of fair and reasonable agreements between the applicant and surrounding communities."

Mr. Jones of North Reading, Mr. Peterson of Grafton, Mr. Hill of Ipswich, and Ms. Poirier of Attleboro move to amend House bill 3702 by inserting, in line 1120, after the words "surrounding communities", the following:
; provided, that if, after a further 30 days, an agreement is not reached, and the commission determines that the applicant has made a good faith effort to enter into a surrounding community memorandum of understanding with the community, the commission may waive this requirement";

Mr. Winslow of Norfolk moves to amend House bill 3702 by striking lines 344 through 347, inclusive, and inserting, in place thereof, the following:
"Surrounding communities", 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; provided, however, that all communities that abut a host community and have a public way that crosses a municipal border into the host

community or have dwelling units within a ¼ mile radius of the gaming establishment shall be deemed surrounding communities.’.

Mr. Winslow of Norfolk moves to amend House bill 3702 by striking lines 344 through 347, inclusive, and inserting, in place thereof, the following:

“Surrounding communities”, 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; provided, however, that all communities that abut a host community shall be deemed surrounding communities.’.

Mr. Murphy of Burlington moves to amend House Bill 3702 in line 1031, paragraph (8) of section 15, by adding at the end thereof the following:- “each casino operator shall pay a local impact fee equal to 2% of the net gaming revenues to the department of revenue. The department shall allocate these funds directly to each municipality in the surrounding communities and the host community. For purposes of this calculation, the host community’s population shall be multiplied by four. A surrounding community is a municipality within a twenty geographic mile radius from the casino.”

AMENDMENT NO. 145 FILED: 9/09/2011 2:50 PM FOR H. 3702 Ms. Dykema of Holliston and Mr. Brownsberger of Belmont move to amend House, No. 3702

By striking out the definition of “Surrounding communities” in section 2 of chapter 23K of the General Laws, as inserted by SECTION 16, in lines 344 to 347, and inserting in place thereof the following 2 definitions:--

“Substantially impacted community”, a municipality, other than a host community, (i) that has residentially zoned property within 2 miles of a proposed gaming establishment; and (ii) that has been designated as such by the commission under clause 33A of section (4).

“Surrounding community”, a municipality, other than a substantially impacted community, that is in proximity to a host community and which the commission determines experiences or is likely to experience impacts from the development or operation of a gaming establishment, including a municipality from which the transportation infrastructure provides ready access to an existing or proposed gaming establishment.”;

By inserting after clause (33) of section 4 of said chapter 23K, as so inserted, after line 630, the following clause:--

“(33A) Designate a municipality, other than a host community, as a substantially impacted community if requested to do so by a municipality: (i) that has residentially zoned property within 2 miles of a proposed gaming establishment and (ii) whose legislative body, subject to the charter of the municipality, has voted to request such designation. The commission shall not consider any factors other than the 2-mile requirement and the request made by the municipality.”....

Ms. Dykema of Holliston Mr. Brownsberger of Belmont and Mr. Walsh of Framingham move to amend House Bill 3702 in SECTION 16 by striking out lines 344 through 347, beginning with "Surrounding communities" and ending with "gaming establishment." and inserting in place thereof the following paragraph:-

" "Surrounding communities", municipalities (a) that are located in whole or in part within two miles of the site of an existing or proposed gaming establishment; or (b) from which the transportation infrastructure provides ready access to an existing or proposed gaming establishment in proximity to a host community; or (c) that the commission determines experience or are likely to experience impacts from the development or operation of a gaming establishment."

Mr. Fernandes of Milford moves to amend H. 3702, in subsection 9 of Section 15, in line 1038, by adding after the word "establishment" the following:- ";provided further that, in the event that an applicant cannot reach agreement with one or more surrounding communities, such applicant shall submit for the commission's consideration a report of the full course of negotiations with such surrounding community, including the last position such applicant presented to, and was rejected by, such surrounding community. As a condition of a license grant hereunder the commission may require that an applicant fulfill the terms set forth within its last proposal to such surrounding community, or impose such reasonable additional or alternative terms as the commission deems appropriate. At the direction of the commission, the funds necessary to fulfill the terms and conditions of the agreements or commission order of mitigation shall be paid from the mitigation fund provided for in Section 61."

Mr. Dempsey of Haverhill moves to amend amendment number 17 to the bill by striking out the words "one or more surrounding communities, such applicant shall submit for the commission's consideration a report of the full course of negotiations with such surrounding community, including the last position such applicant presented to, and was rejected by, such surrounding community. As a condition of a license grant hereunder the commission may require that an applicant fulfill the terms set forth within its last proposal to such surrounding community, or impose such reasonable additional or alternative terms as the commission deems appropriate. At the direction of the commission, the funds necessary to fulfill the terms and conditions of the agreements or commission order of mitigation shall be paid from the mitigation fund provided for in Section 61." and inserting in place thereof the following words:-

provided further, that in the event an applicant cannot reach an agreement with a surrounding community, the applicant shall submit to the commission a report detailing the course of negotiations with the surrounding community, including the last offer proposed by the applicant and rejected by the surrounding community and the commission, as a condition of licensure, may require that an applicant fulfill the terms set forth in the last proposal or impose additional or alternative terms upon the applicant as the commission deems reasonable.

And further amend the amendment by inserting the following further amendment:-

And further amend the bill by striking out the words "included a signed agreement with that community in its application", in lines 1116 to 1117, and inserting in place thereof the words:- finalized negotiations with that community in its application pursuant to section 15;

Senate Surrounding Community Amendments

SURROUNDING COMMUNITIES

Ms. Spilka moves that the bill (Senate Bill 2015) be amended in section 2 of chapter 23K, as inserted by SECTION 16, by striking out the definition of "Surrounding communities" and inserting in place thereof the following definition:-

"Surrounding communities," municipalities (a) that are located in whole or in part within 3 miles of the site of an existing or proposed gaming establishment; or (b) from which the transportation infrastructure provides ready access to an existing or proposed gaming establishment in proximity to a host community; or (c) that the commission determines experience or are likely to experience impacts from the development or operation of a gaming establishment."

Clerk #13

Participation By Small Towns

Ms. Spilka moves that the bill (Senate number 2015) be amended at paragraph 13 of section 9 in chapter 23K, as inserted by SECTION 16, by inserting, at line 1077, after the word "election;" the following:- "provided further, that if a gaming establishment is proposed to be located in a municipality with a population of no more than 30,000 residents according to the most recently enumerated federal census, at a site which is within .75 miles of any other municipality with a population of no more than 30,000 residents according to the most recently enumerated federal census, then "host community" shall mean each such municipality for the purpose of receiving a certified and binding vote on a ballot question at an election;"

SURROUNDING COMMUNITY VOICE

Ms. Spilka moves to amend the bill (Senate Bill 2015) in section 19 of chapter 23K, as inserted by SECTION 16, by inserting after subsection (d) the following new subsection:-

(d ½) In determining which gaming applicant shall receive a gaming license in each region, the commission shall consider the relative support or opposition to each gaming applicant from the public in host and surrounding communities, including, but not limited to, the oral and written testimony received during the public hearing conducted pursuant to Section 17.

ABUTTING SURROUNDING COMMUNITIES

Ms. Spilka moves that the bill (Senate Bill 2015) be amended in section 2 of chapter 23K, as inserted by SECTION 16, by striking out the definition of "Surrounding communities" and inserting in place thereof the following definition:-

"Surrounding communities," municipalities in proximity to a host community that 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; provided that all communities that abut a host community shall be deemed surrounding

communities; provided further that communities that are contiguous to an abutting community shall also be deemed surrounding communities."

REQUIRING A VOTE OF MUNICIPALITIES WITHIN THREE MILES OF A PROPOSED GAMING ESTABLISHMENT

Ms. Spilka moves to amend the bill (Senate Bill 2015) by striking out clause (13) of section 15 of chapter 23K, as inserted by SECTION 16 and inserting in place thereof the following clause:--

"(13) have received a certified and binding vote on a ballot question at an election in the host community, in favor of such license; have received a certified and binding vote on a ballot question at an election in each surrounding community located within 3 miles of the site at which the gaming establishment is proposed to be located, where the majority of such surrounding community votes were in favor of such license; provided, however that the vote shall take place after the effective date of this chapter;

...

Ms. Spilka moves to amend the bill, Senate No. 2015 in section 2 of chapter 23K of the General Laws, as inserted by SECTION 16, in lines 351 to 354, by striking out the definition of "Surrounding communities" and inserting in place thereof the following 2 definitions:--

"Substantially impacted community", a municipality, other than a host community, (i) that has residentially zoned property within 3 miles of a proposed gaming establishment; and (ii) that has been designated as such by the commission under clause 33A of section (4).

"Surrounding community", a municipality, other than a substantially impacted community, that is in proximity to a host community and which the commission determines experiences or is likely to experience impacts from the development or operation of a gaming establishment, including a municipality from which the transportation infrastructure provides ready access to an existing or proposed gaming establishment.";

Mr. Tarr moves to amend the bill (Senate, No. 2015), by striking lines 351 through 354, inclusive, and inserting, in place thereof, the following:

"Surrounding communities", 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; provided, however, that all communities that abut a host community shall be deemed surrounding communities."

Ms. Jehlen moves to amend the bill (Senate, No. 2015) by striking out Section 17 (c) and inserting in place thereof the following section:--

Section 17. (c) The commission shall conduct public hearings on the application pursuant to section 11A1/2 of Chapter 30A. There shall be at least one public hearing in the host community and at least one public hearing in each municipality that has residential property within 5 miles of the proposed gaming facility. An applicant for a gaming license and the municipality hosting the hearing shall be given at least 30 days notice of the public hearing.

Mr. Ross moves to amend Senate bill 2015 by striking out lines 351 through 354, inclusive, and inserting, in place thereof, the following:-

"Surrounding communities", 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; provided, however, that all communities that abut a host community and have a public way that crosses a municipal border into the host community or have dwelling units within $\frac{1}{2}$ mile radius of the gaming establishment shall be deemed surrounding communities.

Referendum for surrounding communities

Mr. Eldridge moves that the bill, S. 2015, be amended in line 1066 by inserting after the word "host community" the following:- "and in any community abutting the host community and in any community within five miles of the proposed gaming establishment";

And in line 1068 by striking the words "not less than 35 days but not more than 90 days" and inserting in place thereof the following:- "not less than 90 days" ;

And in line 1070 by striking the words "60 days" and inserting in place thereof the following:- "90 days"

Regional Mitigation

Mr. Eldridge moves that the bill, S2015, be amended in line 2496 by inserting after the words "emergency services" the following:- "The commission may, at its discretion, distribute funds to a governmental entity or district other than a single municipality in order to implement a mitigation measure that affects more than one municipality, provided that said entity shall submit a written request for funding in the same manner as a municipality would be required to submit under subsection (c) herein

Rejected
Clerk #163

Surrounding Communities

Mr. Hedlund moves that Senate bill 2015 be amended in paragraph (9) of section 15 of the proposed chapter 23K, by adding at the end thereof the following:- "provided further, that in the event an applicant cannot reach agreement with a surrounding community, the applicant shall submit to the commission a report detailing the course of negotiations with the surrounding community, including the last offer proposed by the applicant and rejected by the surrounding community and the commission, as a condition of licensure, may require that an applicant fulfill the terms set forth in the last proposal or impose additional or alternative terms upon the applicant as the commission deems reasonable."

new definition:-

"Community Memorandum of Understanding- signed agreements between the host community or surrounding communities and the applicant setting forth the conditions to have a gaming establishment located in the host community or in proximity to the surrounding communities and documentation of public outreach to those surrounding communities; provided, however, that the agreement shall include a community impact fee for each host community and surrounding community and all stipulations of responsibilities between each host community and surrounding community and the applicant, including stipulations of known impacts from the development and operation of a gaming establishment"

And by inserting after line 277 the following new definition:-

"impact fee" shall include any agreement in writing between a host community or surrounding community and the applicant which specifies without limitation any direct payments or other commitments by the applicant to provide the host community or surrounding community with new or upgraded infrastructure, capital or operating costs for transportation, education, or public safety, or to minimize impacts on the environment, water and sewer infrastructure, or to meet the increased demand for housing, social programs, and municipal services. The cost of these payments or agreements shall not be awarded from the Mitigation Trust Fund. Any such agreement shall not disqualify a host community or surrounding community from making application to the Mitigation Trust Fund for further mitigation."

And by inserting after line 634 the following:-

"(33a) ensure that all environmental laws and regulations are followed and that impacts on natural resources in the host and surrounding communities as a result of a gaming facility are mitigated."

Surrounding Community Good Faith

Mr. Richard T. Moore moves to amend the bill (Senate, No. 2015) by inserting in subsection 9 of Section 15, after the word "establishment;" the following:- "provided further, that in the event an applicant cannot reach an agreement with a surrounding community, the applicant shall submit to the commission a report detailing the course of negotiations with the surrounding community, including the last offer proposed by the applicant and rejected by the surrounding community and the commission, as a condition of licensure, may require that an applicant fulfill the terms set forth in the last proposal or impose additional or alternative terms upon the applicant as the commission deems reasonable."; and

In Section 17, lines 1130 to 1131 by striking the words "included a signed agreement with that community in its application" and inserting in place thereof the following:- "finalized negotiations with that community in its application pursuant to section 15;"

Ms. Spilka moves that the bill (Senate Bill 2015) be amended in subsection (7) of section 4 of chapter 23k, as inserted by SECTION 16, by inserting at the end thereof the following new sentence:-

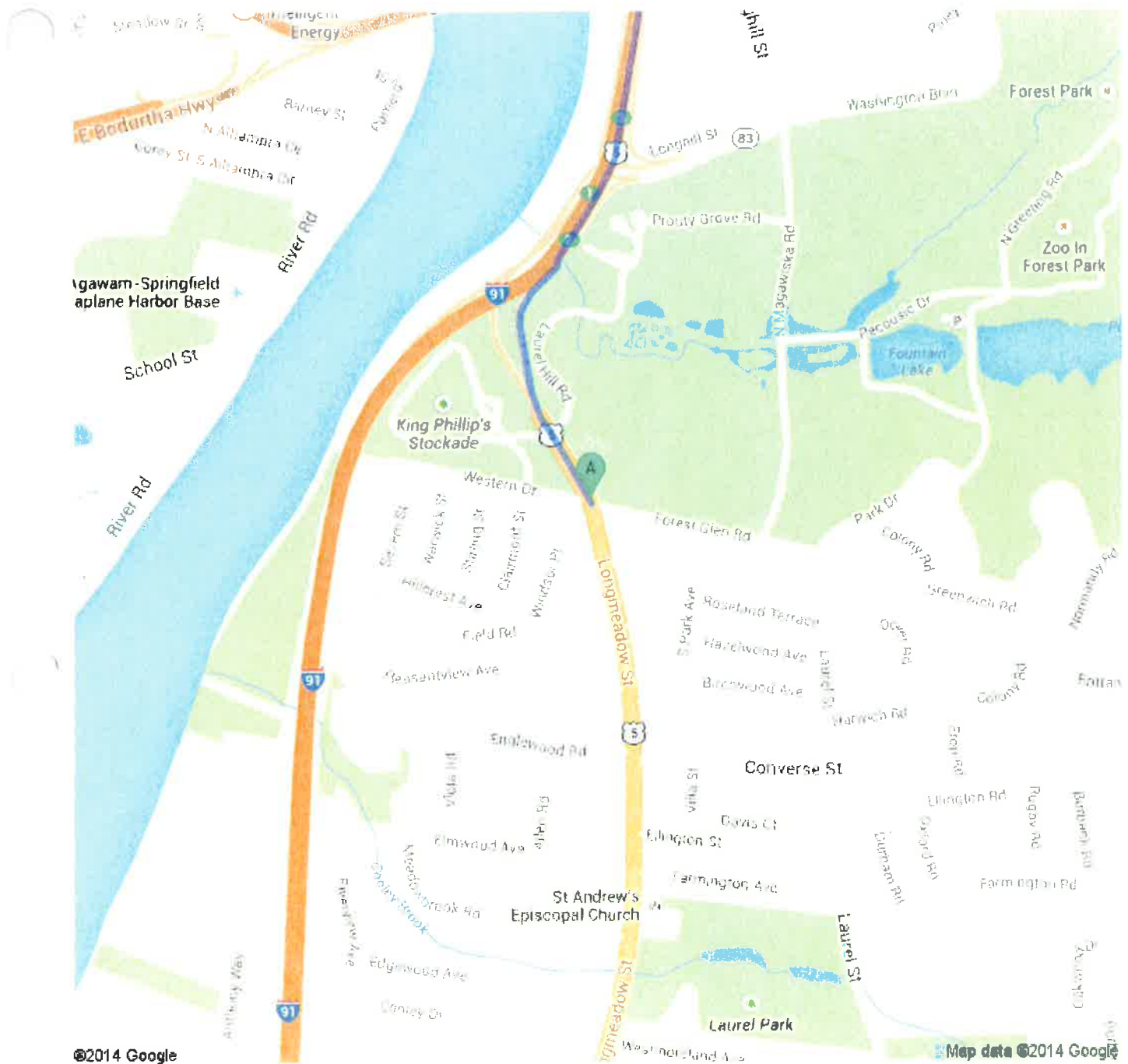
"In exercising its authority under this subsection, the Commission shall be authorized to receive and approve applications from a municipality to provide for reasonable costs related to legal, financial and other professional services required for the negotiation and execution of agreements as provided in this chapter, and to require that such costs be paid by the applicant, prospective applicant or other entity with which the municipality seeks to negotiate."

EXHIBIT

15



Directions to 1008 Main St, Springfield, MA 01105
2.2 mi – about 3 mins



 US-5 N/Longmeadow St



1. Head **northwest** on **US-5 N/Longmeadow St** toward **Laurel Hill Rd**
Continue to follow US-5 N

go 0.1 mi
total 0.1 mi



2. Take the ramp onto **I-91 N/US-5 N**
Continue to follow I-91 N
About 2 mins

go 1.5 mi
total 1.7 mi



3. Take exit **6** toward **Springfield Center**

go 0.2 mi
total 1.9 mi

4. Merge onto **E Columbus Ave**

go 0.1 mi
total 2.0 mi



5. Turn right onto **Union St**

go 0.2 mi
total 2.2 mi



6. Take the 1st left onto **Main St**
Destination will be on the left

go 59 ft
total 2.2 mi



1008 Main St, Springfield, MA 01105

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

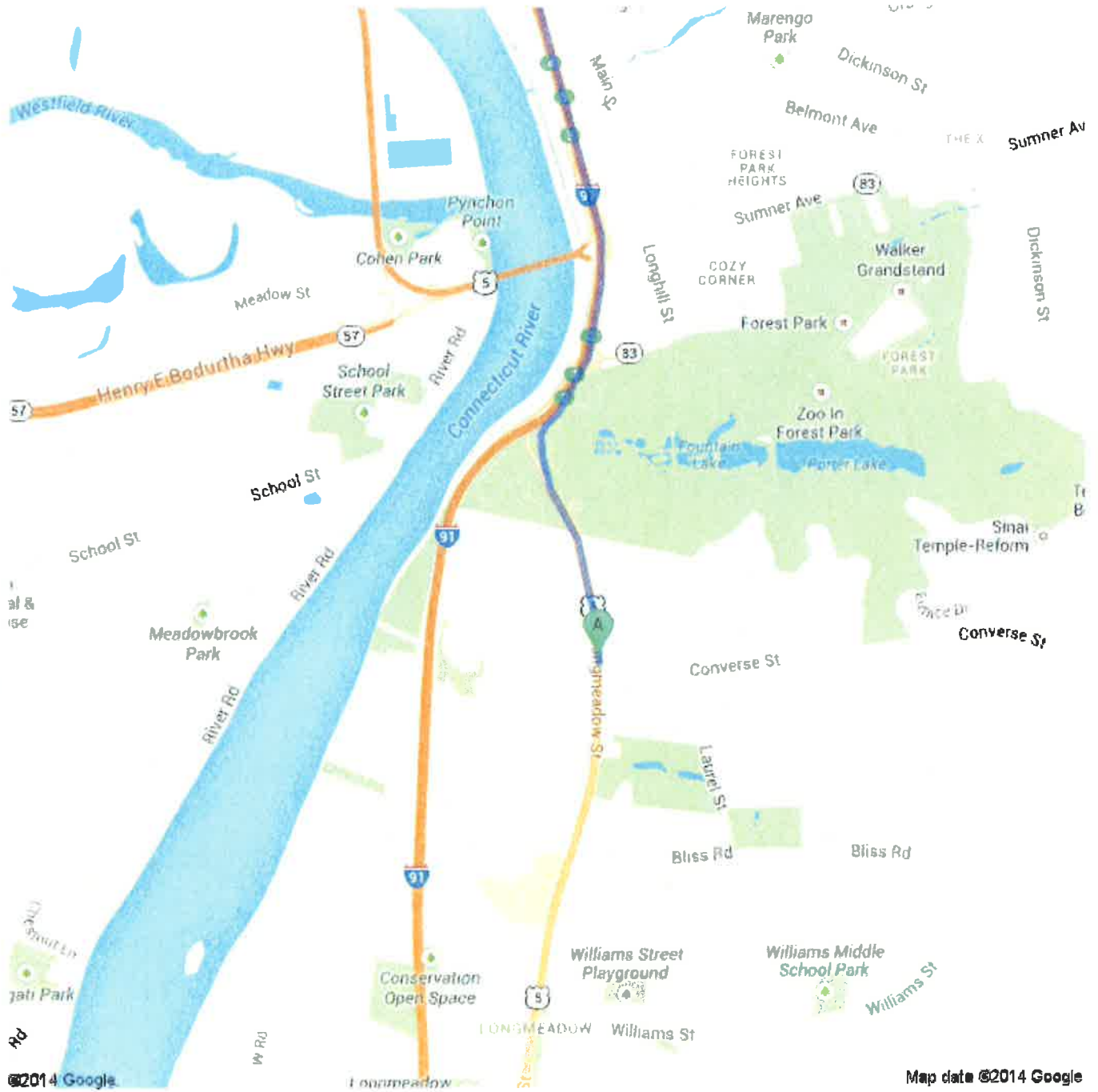
Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

16









Directions to 1008 Main St, Springfield, MA 01105
2.6 mi – about 4 mins




©2014 Google

Map data ©2014 Google

 Longmeadow St

- 
 1. Head **north** on **US-5 N/Longmeadow St** toward **Benedict Terrace**
go 0.5 mi
total 0.5 mi
 Continue to follow US-5 N
 About 1 min
- 
 2. Take the ramp onto **I-91 N/US-5 N**
go 1.5 mi
total 2.0 mi
 Continue to follow I-91 N
 About 2 mins
- 
 3. Take exit **6** toward **Springfield Center**
go 0.2 mi
total 2.2 mi
- 4. Merge onto **E Columbus Ave**
go 0.1 mi
total 2.4 mi
- 
 5. Turn right onto **Union St**
go 0.2 mi
total 2.6 mi
- 
 6. Take the 1st left onto **Main St**
go 59 ft
total 2.6 mi
 Destination will be on the left

 1008 Main St, Springfield, MA 01105

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

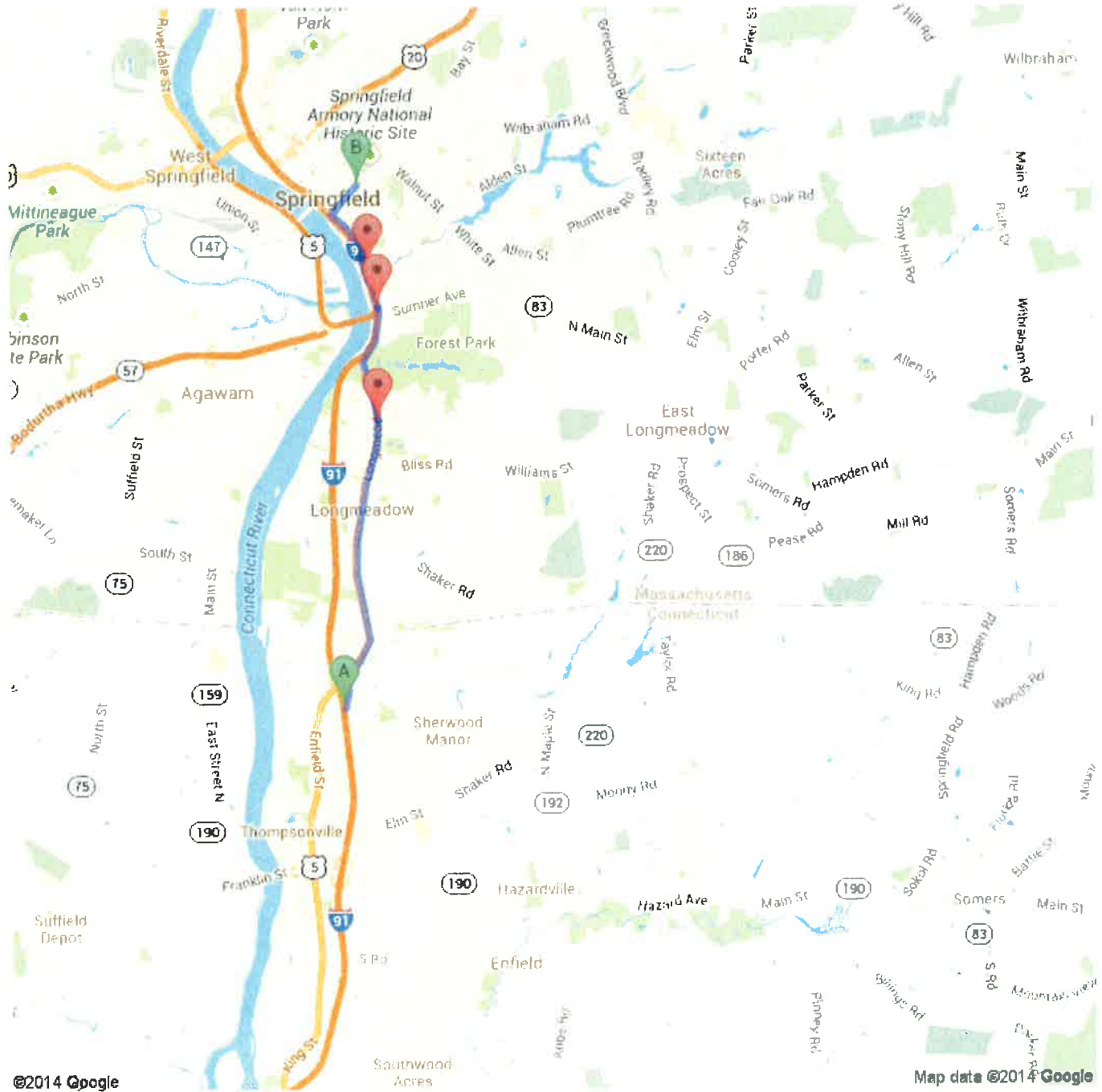
Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

17



Directions to State St 7.2 mi – about 15 mins





©2014 Google


Map data ©2014 Google

 Exit 49


1. Head **north** on **Exit 49**


go 0.3 mi
total 0.3 mi
- 
 2. Keep right at the fork, follow signs for **US-5 N** and merge onto **US-5 N/Enfield St**
 Continue to follow US-5 N
 Entering Massachusetts
 About 8 mins


go 3.7 mi
total 4.0 mi
- 
 3. Take the ramp onto **I-91 N/US-5 N**
 Continue to follow I-91 N
 About 1 min


go 1.2 mi
total 5.2 mi
- 
 4. Take exit **5** toward **Broad St**


go 0.2 mi
total 5.4 mi
5. Merge onto **E Columbus Ave**

go 449 ft
total 5.4 mi
- 
 6. Turn left onto **Broad St**

go 295 ft
total 5.5 mi
- 
 7. Take the 1st left onto **W Columbus Ave**
 About 46 secs

go 0.3 mi
total 5.8 mi
- 
 8. Slight left toward **E Columbus Ave**

go 367 ft
total 5.9 mi
- 
 9. Slight left onto **E Columbus Ave**
 About 2 mins

go 0.9 mi
total 6.8 mi
- 
 10. Turn right onto **State St**
 About 2 mins

go 0.5 mi
total 7.2 mi

 State St

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

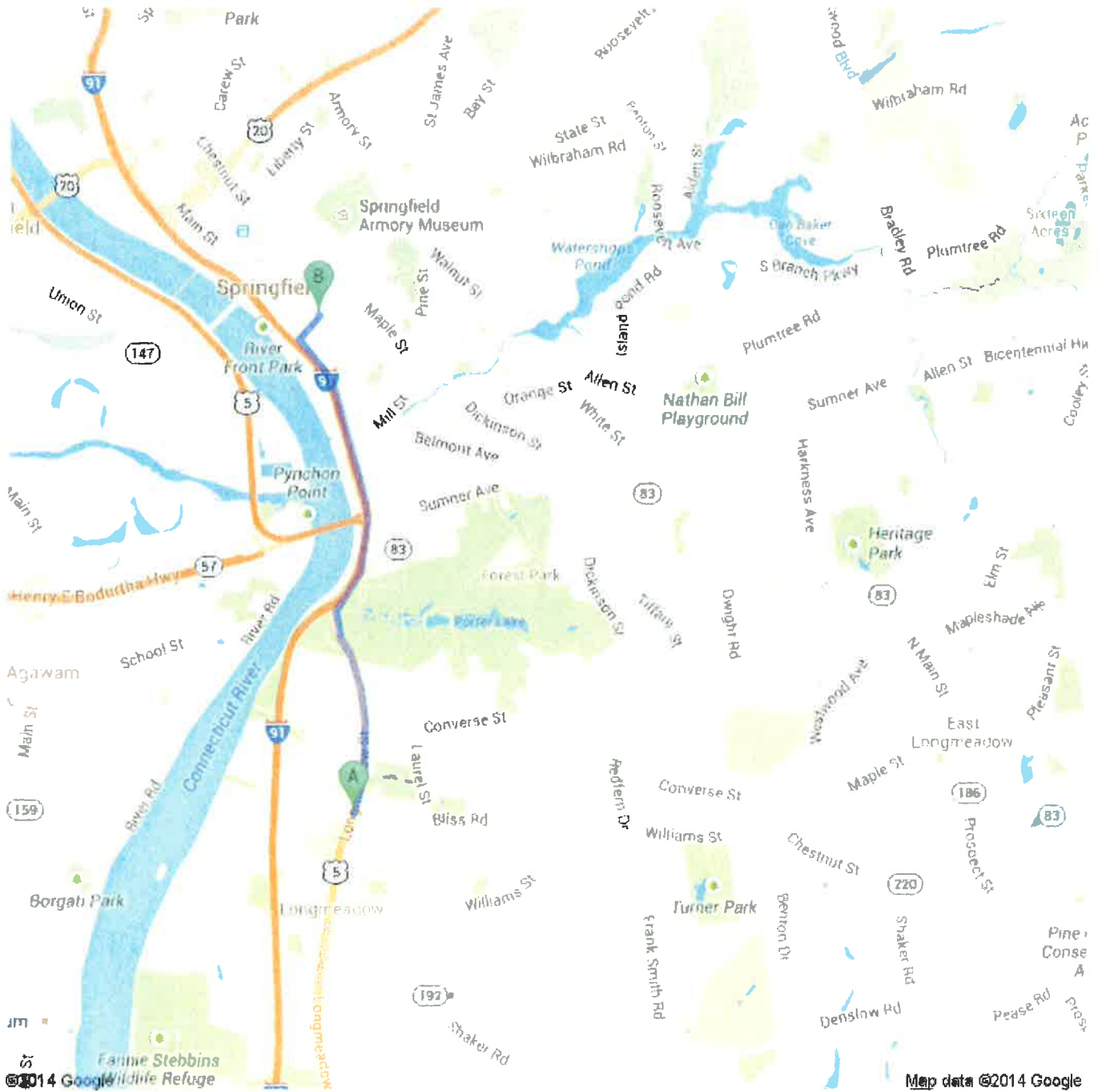
Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

18








Directions to 1008 Main St, Springfield, MA 01105
3.1 mi – about 5 mins



©2014 Google

Map data ©2014 Google

 Longmeadow St

-  1. Head **north** on **US-5 N/Longmeadow St** toward **Belleclaire Ave** go 1.0 mi
total 1.0 mi
Continue to follow US-5 N
About 2 mins
-  2. Take the ramp onto **I-91 N/US-5 N** go 1.5 mi
total 2.5 mi
Continue to follow I-91 N
About 2 mins
-  3. Take exit **6** toward **Springfield Center** go 0.2 mi
total 2.7 mi
4. Merge onto **E Columbus Ave** go 0.1 mi
total 2.9 mi
-  5. Turn right onto **Union St** go 0.2 mi
total 3.1 mi
-  6. Take the 1st left onto **Main St** go 59 ft
total 3.1 mi
Destination will be on the left

 1008 Main St, Springfield, MA 01105

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

19



Directions to 1008 Main St, Springfield, MA 01105
3.4 mi – about 9 mins






©2014 Google

Map data ©2014 Google



Converse St

- 1. Head **north** on **Dickinson St** toward **Jamestown Dr**
About 3 mins go 1.6 mi
total 1.6 mi
-  2. Turn right onto **Sumner Ave** go 128 ft
total 1.6 mi
-  3. Make a U-turn go 253 ft
total 1.6 mi
-  4. Slight right onto **Belmont Ave**
About 2 mins go 1.0 mi
total 2.6 mi
- 5. Continue onto **Locust St** go 0.2 mi
total 2.8 mi
- 6. Continue onto **Main St**
Destination will be on the left
About 2 mins go 0.6 mi
total 3.4 mi



1008 Main St, Springfield, MA 01105

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

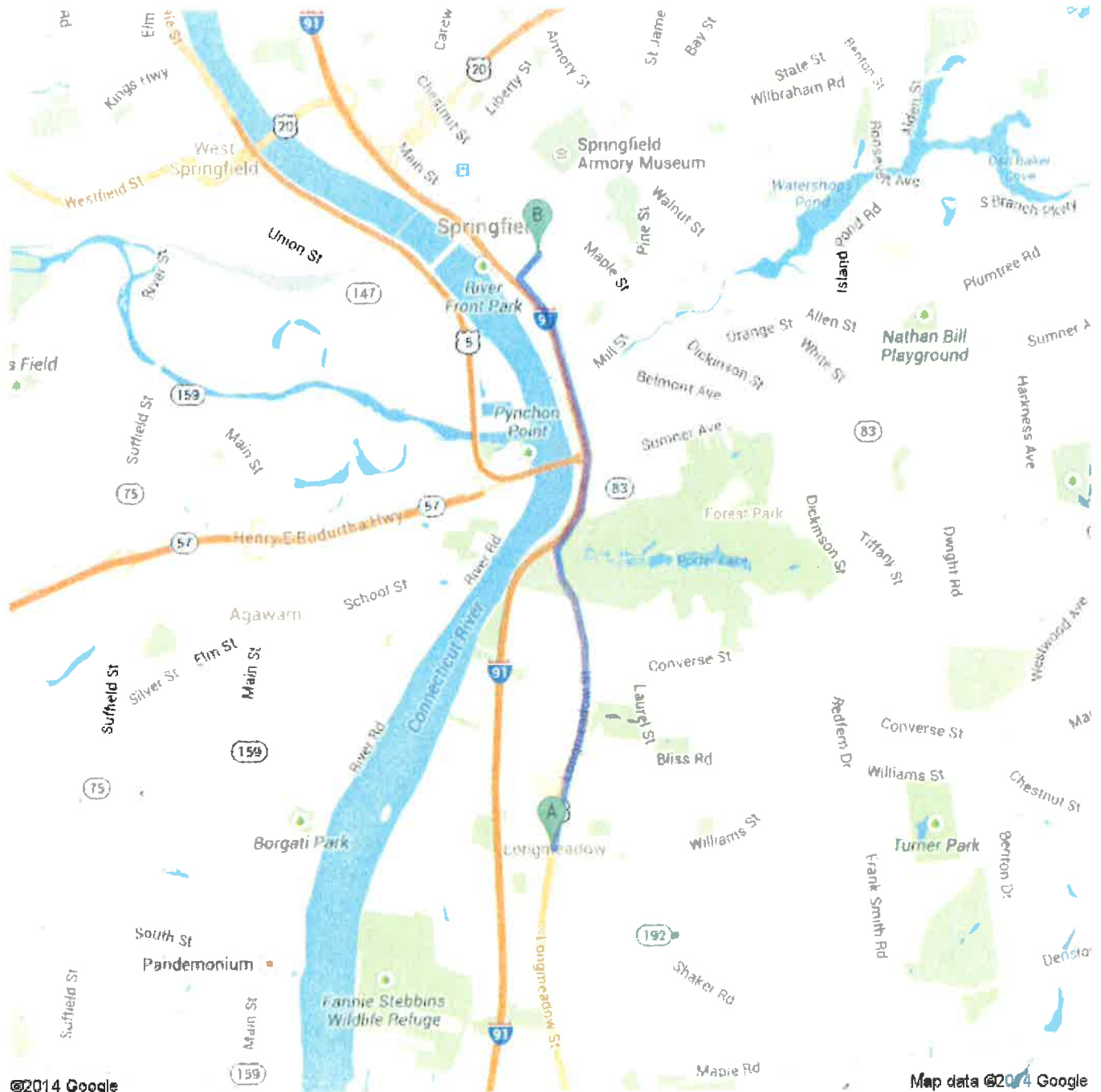
Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

20



Directions to 1008 Main St, Springfield, MA 01105
3.6 mi – about 7 mins



 Longmeadow, MA



1. Head **north** on **US-5 N/Longmeadow St** toward **Williams St**
Continue to follow US-5 N
About 4 mins

go 1.6 mi
total 1.6 mi



2. Take the ramp onto **I-91 N/US-5 N**
Continue to follow I-91 N
About 2 mins

go 1.5 mi
total 3.1 mi



3. Take exit **6** toward **Springfield Center**

go 0.2 mi
total 3.3 mi

4. Merge onto **E Columbus Ave**

go 0.1 mi
total 3.4 mi



5. Turn right onto **Union St**

go 0.2 mi
total 3.6 mi



6. Take the 1st left onto **Main St**
Destination will be on the left

go 59 ft
total 3.6 mi

 1008 Main St, Springfield, MA 01105

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

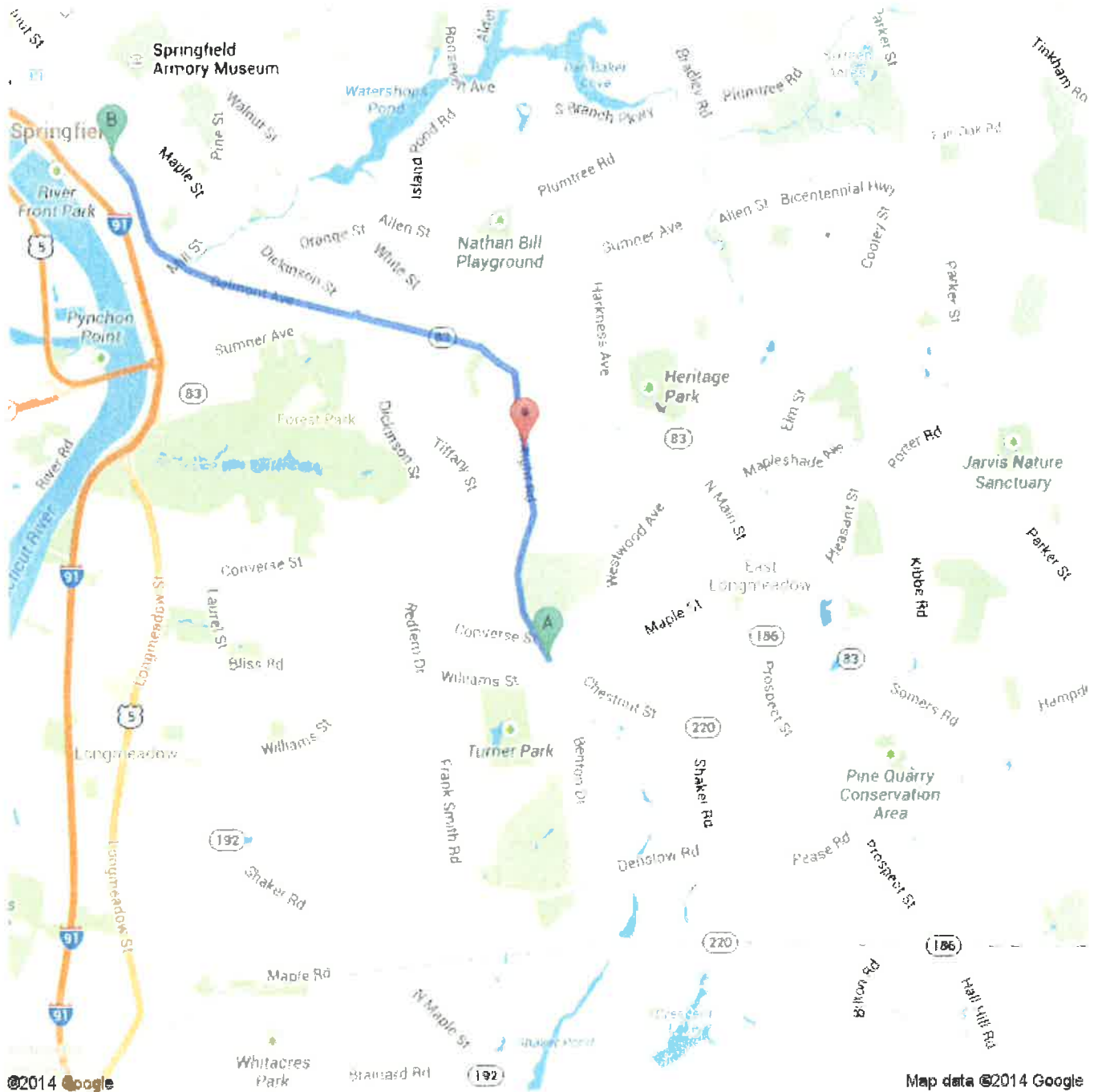
Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

21



Directions to 1008 Main St, Springfield, MA 01105
4.5 mi – about 11 mins



©2014 Google

Map data ©2014 Google



Dwight Rd

1. Head **northwest** on **Dwight Rd** toward **Converse St**
About 3 mins
go 1.7 mi
total 1.7 mi
-  2. Turn left onto **White St**
go 0.2 mi
total 1.9 mi
-  3. Slight left onto **Belmont Ave**
About 2 mins
go 0.7 mi
total 2.7 mi
-  4. Turn left onto **Sumner Ave**
go 210 ft
total 2.7 mi
-  5. Slight right onto **Belmont Ave**
About 2 mins
go 1.0 mi
total 3.7 mi
6. Continue onto **Locust St**
go 0.2 mi
total 3.9 mi
7. Continue onto **Main St**
Destination will be on the left
About 2 mins
go 0.6 mi
total 4.5 mi



1008 Main St, Springfield, MA 01105

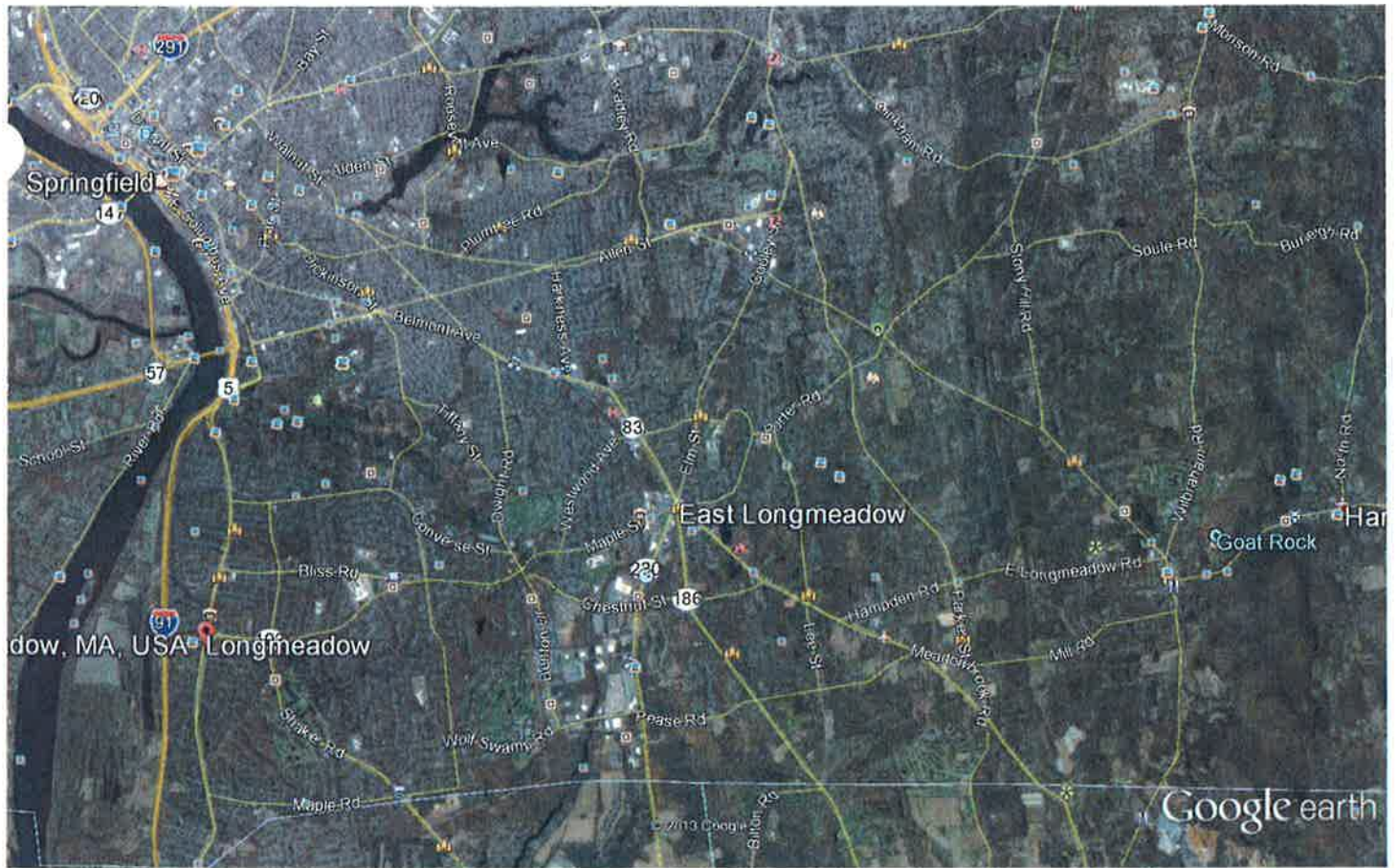
These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Map data ©2014 Google

Directions weren't right? Please find your route on maps.google.com and click "Report a problem" at the bottom left.

EXHIBIT

22



Google earth

miles
km



EXHIBIT

23



The Commonwealth of Massachusetts
Executive Office of Energy and Environmental Affairs
100 Cambridge Street, Suite 900
Boston, MA 02114

Deval L. Patrick
GOVERNOR

Timothy P. Murray
LIEUTENANT GOVERNOR

Richard K. Sullivan Jr.
SECRETARY

Tel: (617) 626-1000
Fax: (617) 626-1181
<http://www.mass.gov/envir>

MAY 24, 2013

CERTIFICATE OF THE SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS
ON THE
ENVIRONMENTAL NOTIFICATION FORM

PROJECT NAME : MGM Springfield
PROJECT MUNICIPALITY : Springfield
PROJECT WATERSHED : Connecticut River
EEA NUMBER : 15033
PROJECT PROPONENT : Blue Tarp Redevelopment LLC
DATE NOTICED IN MONITOR : March 20, 2013

Pursuant to the Massachusetts Environmental Policy Act (M.G.L. c. 30, ss. 61-62I) and Section 11.03 of the MEPA Regulations (301 CMR 11.00), I hereby determine that this project *requires* the preparation of a mandatory Draft Environmental Impact Report (DEIR).

Overview

On November 22, 2011, Governor Patrick signed into law Chapter 194 of the Acts of 2011: An Act Establishing Expanded Gaming in the Commonwealth (the Expanded Gaming Act). Massachusetts General Laws Chapter 23K, Section 19, as amended by Section 16 of the Expanded Gaming Act, authorizes the Commonwealth, through the Massachusetts Gaming Commission (MGC), to license three casinos within the Commonwealth, one each in three distinct geographic regions within the Commonwealth. Those regions were identified as Region A (Suffolk, Middlesex, Essex, Norfolk and Worcester counties), Region B (Hampshire, Hampden, Franklin and Berkshire counties) and Region C (Bristol, Plymouth, Nantucket, Dukes and Barnstable counties).

Project Description

The Proponent is seeking a Category 1 gaming license from the Massachusetts Gaming Commission (MGC) to construct a mixed-use casino/retail/hotel/residential apartment project in the City of Springfield in Hampden County (Region B). This project is the first project in Region B to undergo MEPA review. As described in the ENF, the proposed MGM Springfield project consists of construction of a mixed use casino, retail and entertainment center, hotel and residential apartment complex on 14.52 acres comprised of a number of previously developed parcels containing vacant lots and several buildings within the City of Springfield's downtown core and is bounded to the north by Main Street, to the east by Union Street, to the south by East Columbus Avenue and the Interstate 91 and the Connecticut River. The Project site also includes portions of Bliss Street and Howard Street. A number of existing buildings located within the project site are listed on the State and National Registers of Historic Places, the State Register of Historic Places and/or in the Inventory of Historic and Archeological Assets of the Commonwealth.

As currently envisioned, the project will include the construction of the following major elements referred to in the ENF as the Casino Block and the Retail Block:

- **Casino Block -**
201,820 sf hotel, 126,701 sf of casino gaming facilities, 7,682 sf of retail space, 48,131 sf of restaurant space, 55,584 sf of convention space, 9,437 sf of office space and 54 residential (1-3 bedroom) apartments;
- **Retail Block -**
139,888 sf retail and entertainment center ('Armory Square') comprised of a bowling alley, retail space, restaurant space, and multi-screen cinema;
- an on-site 8-story 4,800-space parking garage and approximately 169 surface parking spaces;
- Off-site traffic mitigation roadway improvements; and
- Off-site public open space improvements including the construction of a recreational boating dock to be located immediately south of the project site and I-91 in a section of the Connecticut Riverwalk and Bikeway.

The project will include a combination of new construction, redevelopment of existing buildings, retention of existing infrastructure and facilities, and demolition. As described by the Proponent, many of the existing listed historic buildings located within the project site will be retained, renovated and reused within the project site or relocated to a nearby off-site location. As currently proposed, three existing listed buildings have been identified for demolition. The project includes construction of access drives, extensive landscaping, construction of a new stormwater management system and other associated infrastructure. Vehicular access to and circulation within the site is proposed via State Street, Union Street and East Columbus Avenue.

Environmental Impacts

Potential environmental impacts are associated with land alteration, traffic, water supply and wastewater generation and generation of Greenhouse Gas (GHG) emissions. The ENF indicates that the Project may include the off-site construction of a dock for water dependent recreational uses and improvements to a section of the Connecticut Riverwalk and Bikeway Park. As noted in the ENF, the Connecticut River is mapped for Rare Species Priority and Estimated Habitat. It is therefore anticipated that this portion of the proposed project may result in the alteration of wetland resource Bank, Land Under Water (LUW) Bordering Land Subject to Flooding (BLSF) Riverfront Area (RA) and potential impacts to Rare Species habitat.

Measures to avoid, minimize and mitigate environmental impacts from the proposed project include, but are not limited to, redevelopment of an existing site in close proximity to transit, roadway and signal improvements (including off-site improvements), implementation of a Transportation Demand Management (TDM) program to limit single-occupancy-vehicle (SOV) trips, improved bicycle and pedestrian access, and the construction of a new stormwater management system in compliance with MassDEP's Stormwater Management Regulations and Standards for redevelopment projects for land uses with higher potential pollutant loads (LUHPPL). In addition, the project will include measures to reduce the project's GHG emissions from stationary CO₂ emissions source comprised of direct emissions from natural gas combustion for heating and to power emergency generators and indirect emissions of CO₂ from electricity used for indoor and outdoor lighting, building cooling and ventilation and mobile sources of CO₂ emissions from project generated motor vehicle trips. The project will be designed to be certifiable under the U.S. Green Building Council's (GBC) Leadership in Energy and Environmental Design (LEED) at the Gold level.

The completed project will result in 12.5 acres of impervious area within the 14.52-acre project site. Total project gross square footage of all buildings is estimated at 926,900 sf (not including the proposed structured parking garage). The project is anticipated to generate a total of up to 27,640 weekday traffic trips and up to 29,860 Saturday traffic trips. The project will consume 237,273 gallons per day (GPD) of potable water and generate 215,703 GPD of wastewater.

MEPA Procedural History

The ENF was noticed in the March 20, 2013 Environmental Monitor, commencing the typical 20-day comment period. The Proponent consented to a four week extension of the comment period on the ENF, extending the public comment deadline to May 14, 2013. On April 11, 2013, a public MEPA Scoping Session was held at the Mass Mutual Center, located at 1277 Main Street in Springfield in compliance with 301 CMR 11.06(2).

I have received comment letters on the Environmental Notification Form (ENF) from the City of Chicopee, State, regional agencies and environmental advocacy groups, raising concerns for the project's potential on-site environmental impacts, as well as potential regional impacts associated with the project's anticipated increases in traffic.

MEPA is an environmental impact disclosure process; MEPA does not approve or deny a project, but serves as a forum for a project Proponent to identify potential project-related impacts and propose mitigation measures to offset these potential impacts prior to the separate State Agency individual permitting processes. A key purpose of MEPA is to "assist each Agency in using (in addition to applying any other applicable statutory and regulatory standards and requirements) all feasible means to avoid Damage to the Environment or, to the extent Damage to the Environment cannot be avoided, to minimize and mitigate Damage to the Environment to the maximum extent practicable" (301 CMR 11.01(1)(a)).

The MEPA process occurs early in the design process and in advance of final project design to identify key environmental concerns and challenges associated with a proposed project. The MEPA review process does not generally address issues at a level of detail commensurate with those often reviewed at the local level, either through site plan review or zoning board review levels within each municipality. MEPA is also not a zoning process, and it does not proscribe to a Proponent what, where or how a project should be designed or built. Thus, while many of the issues identified in comment letters are beyond the scope of review under MEPA, the scope issued today ensures that the environmental impacts of the proposed project will be thoroughly disclosed and evaluated and that thoughtful mitigation measures will be explored by the Proponent.

I note that the information provided in the ENF regarding the project, project elements, potential impacts and potential mitigation supports the development of a Scope for this project. An ENF is typically required to provide a detailed description of the project, a summary of potential impacts and potential mitigation measures to define the project sufficiently. The DEIR will provide a detailed project description and additional information regarding the project design, alternatives, potential impacts and alternative mitigation measures. Comments from State Agencies and municipalities note the Proponent's willingness to consult with them and to provide useful information regarding the development of the project and project design.

Jurisdiction and Permitting

This project is subject to MEPA review and requires the preparation of a mandatory EIR because it requires a State Agency Action and exceeds numerous MEPA review thresholds including:

- Generation of 3,000 or more unadjusted new additional daily trips on roadways providing access to a single location (301 CMR 11.03(6)(a)(6));
- Construction of 1,000 or more new parking spaces at a single location (301 CMR 11.03(6)(a)(7));
- Construction, widening, or maintenance of a roadway or its right-of-way that will cut five or more living public shade trees of 14 or more inches in diameter at breast height (301 CMR 11.03(6)(b)(2)(b));

- Destruction of all or any part of any Historic Structure site listed in or located in any Historic District listed in the State Register of Historic Places or the Inventory of Historic and Archaeological Assets of the Commonwealth (301 CMR 11.03(10)(b)(1));
- New discharge or expansion in discharge to a sewer system of 100,000 or more GPD (301 CMR 11.03(5)(b)(4(a)));
- Conversion of land held for natural resources purposes in accordance with Article 97 of the Amendments to the Constitution of the Commonwealth to any purpose not in accordance with Article 97 (301 CMR 11.03(1)(b)(3));
- Approval in accordance with M.G.L. c. 121B of a new urban renewal plan or a major modification of an existing urban renewal plan (301 CMR 11.03 (1)(b)(7)); and,

The project will require a Gaming License from the Massachusetts Gaming Commission (MGC) and several permits from the Massachusetts Department of Environmental Protection (MassDEP) including: a Section 401 Water Quality Certification, a Sewer Connection Permit (BRP WP 74), Demolition and Air Quality Permits (pursuant to 310 CMR 7.00, 19.000), and potentially a Chapter 91 (c.91) Waterways License. The project will also require a Vehicular Access Permit from the Massachusetts Department of Transportation (MassDOT) and approval from the Department of Housing & Community Development for an urban renewal plan or urban redevelopment project pursuant to M.G.L. c. 121A or 121B. The project also requires a Construction Dewatering Permit and a Notice of Construction & Demolition from MassDEP and must comply with the National Pollution Discharge Elimination System (NPDES) General Permit from the United States Environmental Protection Agency (U.S. EPA) for stormwater discharges from a construction site of over one acre. The project may require an Order of Conditions from the Springfield Conservation Commission, or in the case of an appeal, a Superseding Order of Conditions from MassDEP. The project may also require several federal permits including: a National Pollutant Discharge Elimination System (NPDES) Construction General Permit from the United States Environmental Protection Agency (USEPA) and a Section 404 Clean Water Act Permit from the United States Army Corps of Engineers (USACOE). Furthermore, the project may involve the conversion of land held for natural resource purposes in accordance with Article 97 of the Amendments to the Constitution of the Commonwealth. The project is subject to the EEA Greenhouse Gas (GHG) Emissions Policy and Protocol (the GHG Policy).

The project will require multiple permits and approvals from the City of Springfield, including a Road and Curb Cut Permit and a Permit to Discontinue a Public Way from the Springfield Department of Public Works. It may require a Site Plan Review/Casino Overlay District Approval from the Springfield City Council, it will require Site Plan Review and it may require an Order of Conditions from the Springfield Conservation Commission (or a Superseding Order of Conditions (SOC) from MassDEP in the event a local Order is appealed). As part of the gaming process, the Proponent anticipates that the Proponent will enter into a Surrounding Community Agreement with one or more surrounding municipalities and these agreements will be subject to a local referendum in each community. Federal permits appear to be limited to a National Pollutant Discharge Elimination System (NPDES) Construction General Permit.

Because the Proponent is not requesting State Financial Assistance, MEPA jurisdiction is limited to the subject matter of required or potentially required permits; however, the subject

matter of the Gaming License confers broad scope jurisdiction and extends to all aspects of the project that may cause Damage to the Environment, as defined by the MEPA regulations.

REVIEW OF THE ENVIRONMENTAL NOTIFICATION FORM

The ENF submitted by the Proponent included a completed form, required plans and maps, the ENF distribution list, and a Transportation Study. The ENF included a brief description of the existing land uses on the project site, the project's proposed programmatic elements, a limited alternative analysis, and a bulleted summary of the key mitigation measures negotiated as part of the IGA with the City of Springfield.

Traffic and Transportation

The ENF included a preliminary traffic impact and access study that estimated vehicle trips that would be generated by each of four use categories (casino, hotel, apartments, and the proposed Armory Square retail, restaurant and entertainment space. The Proponent derived estimated trip generation rates from a variety of sources including actual daily and hourly traffic counts at the Mohegan Sun and Foxwoods casino in Uncasville, Connecticut for the casino complex, the Institute of Transportation Engineers (ITE) manual (8th edition) for the hotel uses (LUC 310 – Hotel), the residential apartments (LUC 220 - Apartment) and LUC 820 (Shopping Center) for the Armory Square retail, restaurant and entertainment use. Separate trip rates were determined for patrons and employees of the casino complex. Assuming a 40 percent credit for multi-use trips, 5 percent credit for transit trips, and 10 percent for pass-by trips, the Proponent estimates that the project is expected to generate 1,677 new primary trips during the Friday PM and 1,718 new vehicle trips during the Saturday PM peak hour. At full build-out, the project will generate 25,240 new average daily vehicle trips (adt) and 28,260 new Saturday daily trips, which in addition to the 2,400 adt and 1,600 Saturday daily trips generated by existing on-site development, results in a total of approximately 27,640 adt and 29,860 Saturday trips associated with the proposed activities on the project site.

The proposed project includes the construction of 4,800 structured parking spaces and 169 surface parking spaces, for a project site total of 4,969 on-site parking spaces. The project site is located approximately one half-mile from the Union Station railroad terminal and the Springfield Bus Terminal in downtown Springfield. The main entries to the project site is via a full access and egress driveway on East Columbus Avenue at the current location of Bliss Street and a one-lane existing drive onto East Columbus Avenue at the current location of Howard Street. Two secondary access driveways are proposed on State Street and Union Street. A separate service driveway is proposed several hundred yards to the north on Union Street to accommodate delivery trucks and buses. The ENF provides a pedestrian access plan that identifies numerous pedestrian access connections to the project site from bordering streets and sidewalks and on-site parking areas.

The traffic impact and access study describes both existing (year 2012) and projected (year 2022) roadway, pedestrian, and bicycle conditions; interchange conditions; roadway, intersection

and interchange volumes; safety issues at intersections and interchanges; and operational analyses for intersections and interchanges for the AM Peak Hour, Friday Peak Hour, and Saturday Midday Peak Hour conditions.

The ENF also includes a list of proposed transportation mitigation measures to address project-related impacts to the project Study Area. New site driveways and intersections created by the project and proposed traffic improvements were also analyzed as part of the Transportation Study. The Study Area includes major intersections within the City of Springfield. These intersections include:

- Union Street/West Union Street and West Columbus Avenue/I-91 Northbound On-Ramp;
- Union Street/East Columbus Avenue/I-91 Northbound On-Ramp;
- Union Street/Southerly Parking Garage Exist Driveway (proposed);
- Union Street Charter Bus Driveway (proposed);
- Union Street/Armory Square Westerly Driveway (proposed);
- Union Street/Armory Square Esterly Driveway (proposed)
- Union Street/Main Street;
- State Street/West Columbus Avenue;
- State Street/East Columbus Avenue;
- State Street/Main Street;
- State Street/Resort Northerly Driveway
- Howard Street/East Columbus Avenue;
- Howard Street/Main Street/Armory Square Northerly Driveway (proposed);;
- Bliss Street/East Columbus Avenue;
- Bliss Street/Min Street;

The Proponent's traffic impact study includes an analysis of the 2022 No-Build Condition. This analysis evaluates future conditions within the Study Area without the construction of the casino project. The traffic study uses 0.5 percent per year as general background development growth, based on historical traffic volume data compiled from MassDOT count stations in the surrounding Springfield area. The information indicates that traffic volumes in the area have been decreasing at an average rate of 0.9 percent since 2000. The LOS analysis for the 2022 No-Build Condition identifies several intersections that either continue to operate at LOS E or F or degrade to LOS E or F from the 2012 Existing Conditions analysis. The 2022 Build Condition included an analysis of traffic conditions associated with full build-out of the proposed project. As described in the ENF, the majority of trips to the project site are expected from the north along I-91 and I-291 and from the south along I-91. According to the information provided in the Proponent's preliminary traffic impact study, the LOS analysis for the 2022 Build Condition with proposed traffic mitigation roadway improvements identifies that all Study Area intersections will operate at LOS D or better.

To assess potential traffic impacts and develop effective mitigation, the ENF indicates that the Proponent will conduct a Traffic Impact Assessment TIA consistent with the EEA/Massachusetts Department of Transportation (MassDOT) Guidelines for EIR/Environmental Impact Statement (EIS) Traffic Impact Assessment. The ENF identifies how

the transportation study will be developed consistent with these Guidelines. It identifies elements that will be included in the transportation study and identifies strategies for addressing particular issues, such as trip generation estimates and mode splits. The ENF (page 6-7) includes a proposed TIA Study Area that includes the following locations within the City of Springfield:

- Union Street/West Union Street/West Columbus Avenue
- Union Street/ East Columbus Avenue
- Union Street/Southerly Parking Garage Exit Driveway (proposed)
- Union Street/Charter Bus Driveway (proposed)
- Union Street/Armory Square Westerly Driveway (proposed)
- Union Street/Armory Square Easterly Driveway (proposed)
- Union Street/Main Street
- Howard Street/East Columbus Avenue
- Howard Street/Main Street/Future Amory Square Northerly Driveway (proposed)
- Bliss Street/Main Street
- State Street/West Columbus Avenue
- State Street/East Columbus Avenue
- State Street/Resort Northerly Driveway
- State Street/Main Street
- State Street/Dwight Street
- State Street/Chestnut Street/Maple Street
- Memorial Bridge/Boland Way/West Columbus Avenue
- Boland Way/East Columbus Avenue
- I-291 Southbound Exit 2 Off-Ramp/I-91 Northbound Ramp/Dwight Street
- I-91 North Bound Exit 5 Off-Ramp Diverge (south of York Street)
- I-91 North Bound Exit 5 Off-Ramp merge with East Columbus Avenue (south of York Street)
- I-91 North Bound Exit 6 Off-Ramp Diverge (south of Margaret Street)
- I-91 North Bound Exit 6 Off-Ramp Merge with East Columbus Avenue (south of Margaret Street)
- I-91 North Bound Exit 6 On-Ramp Merge (north of Union Street)
- I-91 North Bound Exit 7 On-Ramp Merge (north of State Street)
- I-91 North Bound Exit 8 Diverge to I-291 North Bound
- I-91 South Bound Exit 7 Diverge to West Columbus Avenue (north of Memorial Bridge)
- I-91 South Bound Merge with I-291 South Bound (north of Memorial Bridge)
- I-91 South Bound Exit 6 Off-Ramp Diverge (north of Union Street)
- I-91 South Bound Exit 6 On-Ramp Merge (south of Union Street)
- I-91 South Bound between I-291 South Bound On-Ramp and I-91 South Bound Exit 6 Off-Ramp
- I-291 North Bound Exit 2B Off-Ramp Diverge to Dwight Street
- I-291 North Bound Exit 2 Off-Ramp Diverge to Chestnut Street
- I-291 North Bound Exit 2 On-Ramp Merge from Dwight Street
- I-291 North Bound Exit 2 On-Ramp Merge from Chestnut Street
- I-291 North Bound Merge from I-91 South Bound and I-91 North Bound
- I-291 South Bound Exit 2/Exit 1A Diverge to Chestnut Street/I-91 South Bound

- I-291 South Bound Exit 2A Diverge to Dwight Street
- I-291 South Bound Exit 2 On-Ramp Merge from Dwight Street to I-91 North Bound
- West Columbus Avenue between I-91 South Bound Exit 6 Off-Ramp and I-91 South Bound Exit 6 On-Ramp
- East Columbus Avenue between I-91 North Bound Exit 6 Off-Ramp and I-91 North Bound Exit 6 On-Ramp

The ENF indicates that the Study Area may be expanded based on requests by MassDOT, and/or municipalities. The project is expected to add traffic in the surrounding communities of Chicopee, Ludlow, Wilbraham, East Longmeadow, Longmeadow, Agawam and West Springfield.

Traffic Mitigation

To mitigate project-related transportation impacts, the ENF provides a brief discussion of proposed improvements or modifications to on-site and off-site roadway, traffic and safety mitigation improvements for Study Area roadways. The proposed measures include the following:

I-91 South Bound Exit 6 Interchange

- Install a new replacement guardrail ramp at the end of the I-91 South Bound Off-Ramp barrier with to improve motorist sight distance;
- Install vehicle queue detectors on the I-91 South Bound off-ramp with connection to the traffic signal at the West Columbus Avenue/Union Street intersection to provide an extended green interval.

Union Street

- Reconstruct the traffic signals and improve signal phasing for pedestrians and motorists at the East Columbus Avenue/Union Street and West Columbus Avenue/Union Street intersections;
- Reconstruct curbing and re-stripe sections on Union Street under the I-91 overpass bridge and the west bound approach to East Columbus Avenue to accommodate five from four travel lanes. This work also includes the installation of additional lane use signs.

East Columbus Avenue

- Construct geometric modifications and improvements to the corner of East Columbus Avenue and Bliss Street,
- Construct a 12-ft wide shoulder along Columbus Avenue between Howard Street and Bliss Street,
- Construct minor improvements to the channelizing islands on the East Columbus Avenue approach to the I-91 North Bound Exit 7 On-Ramp (north of State Street)

State Street

- Remove the existing on-street parking, resurface and restripe pavement to accommodate a 10-ft left-turn lane into site driveway,
- Restripe a right-turn lane on the eastbound approach to Main Street within the existing curb lines.

Other Roadway/Traffic Mitigation Improvements

- Construct a pedestrian bridge over Main Street between project site and the MassMutual Convention Center
- Update existing traffic signal timings and phasing to improve operations along Dwight Street and at the East and West Columbus Avenue/State Street intersections and the East and West Columbus Avenue/Union Street intersections.
- Construct pedestrian facility improvements including bus stops and shelters along Main Street, State Street and Union Street corridors in the project site area;
- Consult with MassDOT and deploy variable message signs on I-91 and I-291 to provide real-time notification to motorists of traffic conditions in the downtown area;
- Install wayfinding signage to direct project patrons to site access and egress driveways

As listed, the Proponent's preliminary traffic impact Study concludes that the proposed traffic mitigation measures will bring operations at affected signalized intersections within the Study Area back to acceptable levels under the 2022 Build Conditions (LOS D or higher).

Transportation Demand Management

The ENF proposes a transportation demand management (TDM) program of measures designed to reduce single occupancy vehicle (SOV) trips to the project site and encourage use of alternative modes of transportation including:

- Appoint an on-site Transportation Coordinator (ETC) to develop and implement distribute ridesharing and transit information and monitor the TDM Program;
- Locate development in close proximity to PVTA bus and AMTRAK train services including Union Station;
- Provide shuttle bus or trolley service between project site, Union Station and local attractions;
- Provide on-site bicycle storage racks for employees bicycling to the project site.
- Provide bicycles and equipment for employees;
- Provide employees with lockers and showers to encourage walking and bicycling to work;
- Reconstruct sidewalks along Study Area roadways to improve pedestrian access;
- Provide reduced valet rate for vehicles with three or more persons;
- Provide preferential parking spaces for carpooling and ridesharing program participants;
- Provide charging stations for electric vehicles;
- Implement IT System to direct drivers to open parking spaces;
- Encourage Vanpool and Carpool Programs;

fully integrated with the existing transit network. To mitigate the significant increase in traffic trips associated with the project, the Proponent should commit in the DEIR to making improved availability and access to public transportation a core component of its mitigation program.

As described in the ENF, existing transit service in the Study Area is currently provided by the Pioneer Valley Transit Authority (PVTA) and the PVTA Union Station which is located in close proximity to the project site and provides Amtrak and bus service throughout the City of Springfield and surrounding municipalities. According to the comments received from PVTA, MassDOT and others, the project site is currently served by a series of existing PVTA bus routes, predominantly the PVTA Bus Routes G1, G2, G5, and G8 that travel along Main Street. The PVTA Routes RIO and R14 currently travel along the Memorial Bridge and make stops within walking distance of the project site. A third series of PVTA Routes (B6, B7, and G2) run along Dwight Street, and have stops that are also within walking distance of the site. The DEIR should include a comprehensive analysis of existing and future conditions of transit services within the Study Area. The DEIR should identify existing frequency and capacity; provide a realistic projection of future demand; propose a comprehensive transit mitigation plan to reduce site vehicular traffic; and commit to key investments that will attract both employees and patrons to public transportation. The DEIR should include an analysis of what additional demand would be generated by the project based on the frequency and scheduling hours of the existing service. The Proponent should work closely with the MassDOT's Office of Transportation Planning (OTP) and the PVPC to develop appropriate and reasonable transit trip generation and trip assignments for the project. The DEIR should include a thorough discussion of how the trip generation and trip assignment rates were developed, and what research was done to support these rates. MassDOT anticipates that it will be a challenge to increase transit demand without expanding scheduling hours and frequency in and around the site. The DEIR should identify whether structural and/or capacity improvements are necessary to meet demand and/or comply with current codes and standards for safety, accessibility or other critical functions. The Proponent should ensure that public transit serving the site has robust connections to the casino and all on-site facilities, and that transit access is visible, fully integrated with the casino facility and other elements of the project, and outfitted with ample accommodation for transit vehicles and with attractive amenities for passengers. The DEIR site plan should show, and the DEIR narrative should describe, how customers and employees arriving by buses and other transit modes will have accommodations at least equivalent to those for customers and employees arriving by private automobile. In addition, transit availability and schedules should be considered in the development of shift schedules. The Proponent has committed to provide a downtown trolley to facilitate trips along the Main Street corridor. The DEIR should clearly justify the need for the trolley, how it is integrated with the PVTA service, and whether increasing frequency and/or improving service of the PVTA system would better serve patrons and employees. Depending on the level of congestion resulting from the increase in traffic associated with the project along those routes, a Bus Priority System should be considered to minimize impacts on travel time. Connecting service to access the project site should be made available to rail patrons. The DEIR should describe how project patrons traveling via Amtrak rail service would connect to the PVTA system to access the site. The DEIR should include discussions on how the Amtrak schedules coordinate with the PVTA bus routes around the site to minimize waiting times for travelers.

Pedestrian – Bicycle

The DEIR should provide a thorough inventory of all existing, planned, and proposed services, facilities, and routes for accessing the site. It should also provide a network evaluation that includes pavement conditions, sidewalk widths, widths of bicycle facilities, crosswalks, compliance with current accessibility standards, and existing pedestrian and bicycle volumes and movements. The Proponent should identify suitable bicycle routes within the Study Area, as well as any other existing bicycle facilities (e.g. bicycle lanes, cycle tracks, shared-use paths). The Proponent should develop the site plan to ensure that the project maximizes the permeability of its edges, and that it is as open to pedestrians and to the neighborhood as possible. The DEIR should reevaluate these routes based on the origin-destination of potential casino employees and patrons. Based on this analysis, the Proponent should consider the feasibility of expanding some of these existing routes or providing new routes to encourage bicycle travel in and around the site. According to the comments from WalkBoston, the proposed project has the potential to create new pedestrian activity and become the basis for walking throughout the downtown Springfield area. By locating restaurants at the street edges along Main and State Streets, and the Armory Square retail and entertainment complex adjacent to the casino, the project design will provide pedestrian attraction and entertainment along the streets that edge the project site. I strongly encourage the Proponent to consult with Walk Boston during the preparation of the DEIR to identify opportunities to enhance the development of pedestrian access to and within the site as well as incorporation of safe pedestrian access for off-site roadway improvements.

Parking

According to the ENF, the project includes the construction of approximately 4,800 off-street structured parking spaces and approximately 169 surface parking spaces. The DEIR should explain the methodology used to determine the total parking required. The DEIR should clarify how the parking needs of the project were determined and explain the methodology used to determine the total parking demand. The Proponent's proposed parking plan should be developed based on parking needs and supplies for comparable facilities, taking into account the urban location, access to transit and access to adjacent neighborhoods. It should identify type of parking required (e.g. casino patrons, employees, hotel guests, apartment residents and parking for private buses), parking demand at different times of day and expected parking duration. The DEIR should include a summary of parking demand and supply for comparable casino facilities based on multiple data sources. The DEIR should commit to providing preferred parking for hybrid or alternatively-fueled vehicles, carpool or vanpools, and electric car charging stations for both employee and patron parking areas. The Proponent should consider providing automated pay stations for the parking garage to reduce queuing times for exiting vehicles and thus reducing vehicle idling time and air pollution. Finally, the DEIR should clarify if off-site employee parking may be required, and if so, identify its location and means to provide shuttle service for employees to and from the casino and off-site parking area. The Proponent should propose parking policies that are designed to minimize parking demand and automobile use, such as fees for parking, parking cash-out policies, and other demand-reduction measures for employees.

It is anticipated that the casino project will draw public and private buses, shuttle services, limousines, and taxis to the project site. The DEIR should describe how all service trucks will enter and exit the project site and safely navigate the proposed internal roadway network. An

ITC should be visible, fully integrated with the casino facility and other elements of the project, and outfitted with ample accommodation for public transit vehicles and attractive amenities. The DEIR should identify and describe the location of any proposed ITC or drop-off/pick-up area, discuss how it will be integrated into the internal roadway network, identify the location and/or availability of extended parking or temporary layover areas for buses and chartered vehicles, and demonstrate that access to the facility by transit modes will have accommodations at least equivalent to those arriving by private automobile.

Transportation Monitoring Program

As part of the project mitigation program, the Proponent should commit to implement a transportation monitoring program (TMP) to be conducted upon the occupancy of the project to evaluate assumptions regarding traffic generation, mode splits and, effectiveness of the traffic mitigation program and the TDM program. The Proponent should work with MassDOT to determine appropriate frequencies and timeframes for implementation of the monitoring program or commit to initiating the monitoring program upon MassDOT's request. The DEIR should provide a draft of the TMP proposing how monitoring will be tied to project phasing and overall project occupancy and operations, as well as anticipated intersections/interchanges/roadway segments for future monitoring. MassDOT anticipates the need to monitor and update the TDM program as necessary before the project reaches full occupancy. The draft TMP should discuss how deficiencies determined by future monitoring efforts may be rectified. The Proponent will be responsible for identifying and implementing operational improvements at constrained locations updating the TDM program as necessary to ensure that mitigation commitments are met. These improvements could entail traffic signal timing and phasing modifications, optimization of the coordinated/interconnected signal system, and/or further refinement of the TDM program to reduce site trip generation. The Proponent should provide a clear commitment to implement and continuously fund the TDM Program. The Proponent should continue consultation with MassDOT, the PVTa and others during the preparation of the DEIR for the project.

Air Quality

The project triggers MassDEP's review threshold requiring the Proponent to conduct an air quality mesoscale analysis comparing project Build and No-Build conditions. The purpose of the mesoscale analysis is to determine whether and to what extent the proposed project will increase the amount of volatile organic compounds (VOCs) and nitrogen oxides (NOx,) emissions in the project area. The Proponent should conduct this mesoscale analysis and present its results in the DEIR. The Proponent should consult with MassDEP regarding modeling protocol prior to conducting this analysis, with particular attention paid to the phasing of the project and anticipated air quality impacts. The mesoscale analysis should be used to meet the GHG Policy requirement to quantify project-related CO₂ emissions and identify measures to avoid, minimize, and mitigate these emissions. The mesoscale analysis will also be used to determine if the project will be consistent with the Massachusetts State Implementation Plan (SIP). Emission increases due to the project must be mitigated and any subsequent environmental impact analysis should include the Proponent's commitment to implement these mitigation measures. Implementation of a TDM program on-site will provide an opportunity for

Mitigation

The DEIR should include a separate chapter summarizing proposed mitigation measures. This chapter should also include draft Section 61 Findings for each State Agency that will issue permits for the project (i.e., MassDEP, MassDOT permits, etc.). The DEIR should contain clear commitments to implement these mitigation measures, estimate the individual costs of each proposed measure, identify the parties responsible for implementation, and a schedule for implementation. The DEIR should clearly indicate which mitigation measures will be constructed or implemented based upon project phasing, either tying mitigation commitments to overall project square footage or traffic/wastewater demand or thresholds, to ensure that measures are in place to mitigate the anticipated impact associated with each development phase.

In order to ensure that all GHG emissions reduction measures proposed by the Proponent are actually constructed or performed by the Proponent, I require Proponents to provide a self-certification to the MEPA Office indicating that all of the required mitigation measures, or their equivalent, have been completed. Specifically, I will require, as a condition of a Certificate approving an FEIR (or Supplemental FEIR if necessary), that following completion of construction for each project phase, the Proponent provide a certification to the MEPA Office signed by an appropriate professional (e.g., engineer, architect, transportation planner, general contractor) indicating that the all of the mitigation measures adopted by the Proponent as the Preferred Alternative have been incorporated into the project. Alternatively, the Proponent may certify that equivalent emissions reduction measures that collectively are designed to reduce GHG emissions by the same percentage as the measures outlined in the FEIR, based on the same modeling assumptions, have been adopted. The certification should be supported by plans that clearly illustrate where GHG mitigation measures have been incorporated. For those measures that are operational in nature (i.e. TDM, recycling) the Proponent should provide an updated plan identifying the measures, the schedule for implementation and how progress towards achieving the measures will be obtained. The commitment to provide this self-certification in the manner outlined above should be incorporated into the draft Section 61 Findings included in the DEIR.

Response to Comments

The DEIR should contain a copy of this Certificate and a copy of each comment letter received. In order to ensure that the issues raised by commenters are addressed, the DEIR should include direct responses to comments to the extent that they are within MEPA jurisdiction. This directive is not intended to, and shall not be construed to enlarge the scope of the DEIR beyond what has been expressly identified in this certificate.

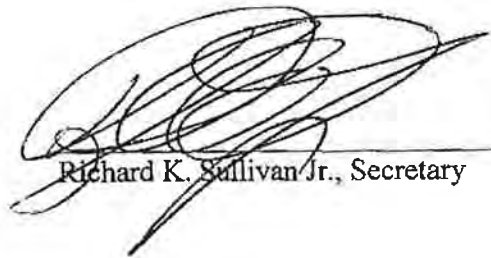
Circulation

In accordance with Section 11.16 of the MEPA Regulations and as modified by this Certificate, the Proponent should circulate a hard copy of the DEIR to each State and City agency from which the Proponent will seek permits or approvals and to each of the surrounding municipalities that submitted comments. I also request that the Proponent provide hard copies of

the DEIR to the MEPA review coordinator at the Department of Energy Resources. The Proponent must circulate a copy of the DEIR to all other parties that submitted individual written comments.

To save paper and other resources, the Proponent may circulate copies of the DEIR to these other parties in CD-ROM format, although the Proponent should make available a reasonable number of hard copies, to accommodate those without convenient access to a computer to be distributed upon request on a first come, first served basis. The Proponent should send a letter accompanying the CD-ROM indicating that hard copies are available upon request, noting relevant comment deadlines, and appropriate addresses for submission of comments. I recommend that the DEIR be posted in an online format either through the City of Springfield website, or on a dedicated Proponent-affiliated website. In addition, a copy of the DEIR should be made available for public review at the Chicopee, Ludlow, Wilbraham, East Longmeadow, Longmeadow, Agawam and West Springfield public libraries.

May 24, 2013
Date



Richard K. Sullivan Jr., Secretary

Comments received:

05/14/2013	Massachusetts Department of Transportation (MassDOT)
05/10/2013	Pioneer Valley Transportation Authority (PVTA)
05/14/2013	Massachusetts Historical Commission (MHC)
05/13/2013	Pioneer Valley Planning Commission (PVPC)
05/13/2013	City of Chicopee, Department of Planning and Development
05/14/2013	Mass Audubon
05/14/2013	WalkBoston
05/21/2013	Department of Energy Resources (DOER)
05/22/2013	Massachusetts Department of Environmental Protection (MassDEP) – WERO

RKS/NCZ/ncz
ENF #15033

EXHIBIT

24



Deval L. Patrick, Governor
Timothy P. Murray, Lt. Governor
Richard A. Davey, Secretary & CEO

massDOT
Massachusetts Department of Transportation

May 14, 2013

Richard K. Sullivan, Jr., Secretary
Executive Office of Energy and Environmental Affairs
100 Cambridge Street, Suite 900
Boston, MA 02114-2150

RE: Springfield – MGM Springfield - ENF
(EEA #15033)

ATTN: MEPA Unit
Nicholas Zavalas

Dear Secretary Sullivan:

On behalf of the Massachusetts Department of Transportation, I am submitting comments regarding the MGM Springfield project in Springfield, as prepared by the Office of Transportation Planning. If you have any questions regarding these comments, please call J. Lionel Lucien, P.E., Manager of the Public/Private Development Unit, at (857) 368-8862.

Sincerely,

David J. Mohler
Executive Director
Office of Transportation Planning

DJM/jll

cc: Francis A. DePaola, P.E., Administrator, Highway Division
Thomas F. Broderick, P.E., Chief Engineer, Highway Division
Albert Stegeman, P.E., District 2 Highway Director, Highway Division
Stanley Wood, P.E., Highway Design Engineer
Neil Boudreau, State Traffic Engineer
Pioneer Valley Planning Commission
Pioneer Valley Transit Authority
Planning Department, City of Springfield
Marie Angelides, Select Board, Town of Longmeadow
Planning Department, City of West Springfield
Planning Department, City of Chicopee
Planning Department, City of Agawan
Planning Board, Town of East Longmeadow
Planning Board, Town of Ludlow
Planning Board, Town of Wilbraham
Kristin Slaton, Director, MassRIDES
PPDU files
MPO Activities files

COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TRANSPORTATION
OFFICE OF TRANSPORTATION PLANNING
MEMORANDUM

TO: David J. Mohler, Executive Director
Office of Transportation Planning

FROM: J. Lionel Lucien, P.E., Manager
Public/Private Development Unit

DATE: May 14, 2013

RE: Springfield – MGM Springfield – ENF
(EEA #15033)

The Office of Transportation Planning has reviewed the Environmental Notification Form (ENF) for the MGM Springfield project in Springfield. The proposed project entails the development of a residential, retail, dining and entertainment district in downtown Springfield. Upon completion, the project would create two separate "blocks" of development, referred to as the "Casino Block" and the "Retail Block." The Casino Block would include:

- An approximately 201,820 square foot (sf) hotel,
- 126,701 sf of casino gaming facilities,
- 7,682 sf of retail space,
- 48,131 sf of restaurant space,
- 55,584 sf of convention space,
- 9,437 sf of office space, and
- 54 residential apartments.

The Retail Block would consist of approximately 139,888 sf of development that would include a small event plaza and the following uses:

- Retail/restaurant space,
- A bowling alley, and
- A multi-screen cinema.

The project site comprises approximately 14.5 acres bounded by Main Street to the north, Union Street to the east, East Columbus Avenue to the south, and State Street to the west. In addition, the site encompasses portions of Bliss Street and Howard Street within its boundaries. The site is currently occupied by several buildings and has a number of vacant lots, a majority of which

are being used as surface parking lots. The existing buildings on site accommodate a variety of uses, including commercial, retail and residential space. Based on information included in the ENF, the project at full build is expected to generate approximately 27,640 new vehicle trips on an average weekday and 29,860 new vehicle trips on an average Saturday. The project is categorically included for the preparation of an Environmental Impact Report (EIR). The project requires a Vehicular Access Permit because of revised site access and roadway improvements proposed along Interstate 91 (I-91) in order to mitigate the project's traffic impacts.

The ENF includes a general description of the proposed multi-use development to be anchored by the MGM Casino facility. It also discusses the existing conditions and potential future conditions in the immediate vicinity of the project site, both with and without the proposed project. Based on the expected trip generation for the project, the development plan at full build would have significant impacts on the nearby transportation system. The ENF has identified potential transportation improvements that, according to the proponent, would address existing local and regional transportation problems in the area, and would minimize the potential negative impacts of the project. These include both multimodal physical infrastructure improvements and non-physical improvements, such as a proposed Transportation Demand Management (TDM) program designed to reduce single-occupant vehicle (SOV) travel and encourage the use of non-SOV travel modes.

The information presented in the ENF is generally limited to the description of the project, the existing and future conditions, and the potential mitigation. The DEIR should include a transportation study prepared in conformance with EOEEA/MassDOT Guidelines for Transportation Impact Assessments. The study should include a comprehensive assessment of the transportation impacts of the project based on a thorough analysis of existing conditions, future No-Build conditions, and future Build conditions. The study should take into account the regional context of the project and provide a comprehensive, integrated multimodal mitigation package that would allow the maximum possible use of non-SOV travel modes by both employees and customers. MassDOT strongly encourages the proponent to provide similar focus to both physical- and non-physical improvements for non-SOV users and to seek creative solutions that would encourage both patrons and employees to reduce SOV traffic.

Regional Context

Based on the nature of the land use, the trip generation for the project is expected to be drawn from a wide area of western Massachusetts and the neighboring states of New York, Vermont, and Connecticut. The project abuts Interstate 91, which is a major travel route that provides connections to downtown Springfield, the regional highway network, points north and south of the Springfield, and points west across the Connecticut River.

The project site is located approximately one half-mile from the Union Station railroad terminal in downtown Springfield. Three Amtrak routes stop at the station: the Lake Shore Limited that runs daily from Boston to Chicago; the Northeast Regional that connects multiple times per day through New York to Washington, DC and southern Virginia; and the Vermonter that runs daily from Washington, DC to northern Vermont.

The project site is also about a half-mile from the Springfield Bus Terminal, which is one of the transportation hubs of the Pioneer Valley Transit Authority (PVTA) system. PVTA serves 24 communities with 44 bus routes that include fixed bus routes, town shuttles, college shuttles, and

express routes. Regional intercity bus service is provided at the site by Peter Pan and Megabus with connections from PVTAs communities (Amherst, UMass, Chicopee, Deerfield, Holyoke, Northampton, South Hadley, and Springfield) to regional destinations such as New York, Boston, Albany, Hartford, and New Haven. Several bicycle routes, including the Connecticut Riverway and Bikeway, are also close to the site and connect to downtown Springfield and adjacent neighborhoods.

The proposed site is integrated in the urban fabric of downtown Springfield, which provides many access options other than single-occupancy vehicle). The location of the site provides the opportunity to develop a comprehensive multimodal access and mitigation plan based on a comprehensive analysis of existing and future conditions. Through the mitigation program, the proponent should seek every opportunity to influence the mode choice of both casino patrons and employees in order to improve overall mobility in the vicinity of the site. The DEIR should provide a comprehensive evaluation of the travel characteristics of both casino patrons and employees.

Trip Generation

The overall trip generation calculations for the project are based on the trips that would be generated by each use separately, and then a share-trip credit is assumed between some of the uses. The calculations are based on empirical data for casino, ITE Land Use Code (LUC) 310 for Hotel trips, ITE LUC 220 for residential apartments, and ITE LUC 820 for the Armory Square retail facility. According to the ENF Trip Generation Summary table, the project is expected to generate a total of 2,810 vehicle trips during the Friday PM peak hour and 3,162 vehicle trips during the Saturday PM peak hour. Assuming a 40 percent credit for multi-use trips, 5 percent credit for transit trips, and 10 percent for pass-by trips, the ENF asserts that the project is expected to generate 1,677 new primary trips during the Friday PM and 1,718 new vehicle trips during the Saturday PM peak hour.

Consistent with MassDOT's analysis of other casino projects currently under review, the number of gaming positions should be the variable in estimating the trip generation for casino facilities. It is not clear from the information provided in the ENF whether that was done for this project. The DEIR should update the trip generation to clearly show all assumptions, and to provide information on the size, geographic location, and traffic volumes of the comparable sites to establish a correlation between the number of gaming positions and trip generation. The DEIR should include more detailed information on how the overall trip generation was derived for the whole project. The ENF includes a list of seven casinos that were reviewed for information regarding trip generation data, and states that the Mohegan Sun Casino is the most analogous to the proposed casino in terms in size, location, and other amenities provided (such as retail, restaurants, hotel, and convention center). While there are some similarities between the two sites, MassDOT believes that there are major differences between these two sites, mainly the urban setting of the proposed project (the area surrounding Mohegan Sun is mostly rural), its size (Mohegan Sun is three times the size of the proposed project), and the availability of other transportation modes (Mohegan Sun offers little in terms of multimodal transportation). Therefore, the DEIR should provide at least three additional comparable casinos, and the trip generation should be recalculated based on these comparables.

The trip generation also includes credits for multi-use trips, transit trips, and hotel trips. There is not enough information provided in the ENF to justify the size of these credits. The DEIR

should provide more detail on the mix of uses at the Armory Square Retail Development, in term of the type and square footage of the different uses. We note that some of the retail uses identified in the ENF, such as cinema and bowling, do not provide adequate opportunities for sharing trips with a casino facility to justify the 40 percent credit.

Based on the trip generation for the project, the DEIR should provide a temporal distribution of 24-hour traffic over the course of a week, which would help determine the peak-hour of casino traffic. This information would help identify the most critical peak analysis periods, which should consist of the highest combination of existing roadway volumes and project site trips. The DEIR traffic operation analysis should be based on these critical peak hour periods.

The DEIR should include all back-up data used to arrive at any trip generation in order to corroborate any assumptions included in the DEIR. The project proponent should present a trip generation discussion with an employee demand distribution based on the nature of work shifts. The proponent should evaluate the impacts of instituting different shift schedules around the availability of transit services in order to maximize transit usage by employees.

Transit Demand and Mode Split

The PVTA currently operates several bus routes in the vicinity of the project site, including one route directly to the project site, a number of bus routes that travel along the site frontage on Main Street, and several more that serve routes within walking distance of the site. The DEIR should include an analysis of what additional demand would be generated by the project based on the frequency and scheduling hours of the existing service. While the proximity of transit provides an excellent opportunity for transit usage, MassDOT anticipates that it will be a challenge to increase transit demand without expanding scheduling hours and frequency in and around the site. As a result, the proponent should work closely with the MassDOT Office of Transportation Planning (OTP) and the Pioneer Valley Planning Commission (PVPC) to develop appropriate and reasonable transit trip generation and trip assignments for the project. The DEIR should then present not just the result of that analysis, but a full and complete summary of how the trip generation and trip assignment rates were developed, and what research was done to support these rates.

Trip Distribution

The trip distribution for the project should be based on a gravity model or similar model that applies a spatial distribution on the trip generation estimates in order to determine the origin-destination patterns of the casino trips in the study area. Additional factors such as population, travel time, and distance should be considered in the model to determine trip characteristics for casino patrons and employees. The ENF includes a gravity model based on the limited area where the ENF traffic study was conducted. The DEIR should provide a more detailed gravity model that takes into consideration the comments raised above regarding trip generation and distribution, and provides all appropriate documentation of trip distribution and assignment to the roadway network and the transit system. In addition, the model should take into account other casino proposals in Massachusetts that could impact the trip distribution for this project.

Once the trip generation, the modal split, and the trip distribution and assignment are developed, network maps of the study area should be created for the different peak-hour analyses and the different modes.

Study Area

The proposed casino development is expected to add significant traffic within the City of Springfield and the surrounding communities. The ENF has proposed a study area that includes locations mainly within the City of Springfield. In addition to these locations, MassDOT recommends that the following locations and roadway segments be included in the study area:

- The North End Bridge, including all intersection, merge, diverge, weaving movements at its interchange with I-91 and at its intersection with the Route 20/Route 5 rotary.
- The Memorial Bridge, including all intersection, merge, diverge, weaving movements at its intersection with the Route 5/Route 147 rotary.
- The South End Bridge, including all intersection, merge, diverge, weaving movements at its interchange with I-91 and at its intersection with the Route 5/Route 57 rotary.
- The I-90-Exit 6/I-291/Burnett Road interchange, including an analysis of the toll booth operations.

Horizon Year

Generally, MassDOT requires that a 7-year horizon be used to evaluate traffic impacts for most private development projects. Given the nature of the proposed land use, the location of the project and the transportation infrastructure that may be impacted, MassDOT requires a 10-year horizon (2022) be used for the traffic study, and a 20-year design horizon for the proposed infrastructure improvements. This would allow for all the phases of the project to be completed and reach full occupancy; it would also enable MassDOT to adequately evaluate the effectiveness of the transportation system improvements and the TDM program.

Background Development

The ENF proposes to use 0.5 percent per year as general background development growth, based on historical traffic volume data compiled from MassDOT count stations in the surrounding Springfield area. The information collected indicates that traffic volumes in the area have been decreasing at an average rate of 0.9 percent since 2000. While the approach is conservative, MassDOT recommends consultation with PVPC to ensure consistency with overall growth rate for the region. In addition, the proponent should be aware of these additional MassDOT projects and their potential impacts on overall background development. The projects that are currently under construction, under design, or planned for the near future include, but not limited to:

In Springfield:

- Boston Road (Project #605213),
- Roosevelt Avenue at Island Pond Road (Project #605385),
- Allen Street/Bicentennial Highway (Project #604821),
- North End and Brightwood (Project #605222),
- Sumner Avenue/Harkness Avenue (Project #605685),

In West Springfield:

- Route 147 over Route 5 Superstructure Replacement (Project #605353), and

In Agawam:

- Main Street (Route 159) (Project #602653).

Traffic Volumes

The ENF has identified a comprehensive data collection program to evaluate existing and future traffic conditions. The data collection program consists of Automatic Traffic Recorder (ATR) counts and Turning Movement Counts (TMC) to measure the existing volumes on the roadway network at a number of locations in the study area. This effort should be expanded to the additional locations identified above for the study area.

The ENF includes traffic volume summary figures that show evening peak hour and afternoon peak hour traffic volumes for Friday and Saturday at a number of roadway segments and intersections within the ENF traffic study. The DEIR should provide similar figures that show the increase in traffic volume on all intersections and roadway segments for the future No-Build and future Build conditions once the trip generation and distribution have been validated and approved by MassDOT.

Traffic Operations

The DEIR should present capacity analyses and a summary of average and 95th percentile vehicle queues for each intersection within the study area. The DEIR should also present a merge and diverge for each ramp junction, and weaving analysis for all the interchanges located in the study area. Any proposed traffic signal within the study area must include a traffic signal warrant analysis conducted according to the Manual of Uniform Traffic Control Devices (MUTCD). The DEIR should ensure that any proposed mitigation is compatible with future long-term transportation improvements under consideration by MassDOT for this area.

The DEIR should present the performance measures of these analyses in a summary format that would allow comparisons of Existing, Future No-Build, and Future Build conditions with mitigation for all peak-hour conditions. Where appropriate, the DEIR should discuss how the proposed system improvements and impacts to one mode can be measured relative to the improvements and impacts of the other modes.

The DEIR should also include a thorough analysis of the I-90/I-291 interchange, including the operations of both the MassPike toll area and the intersection of the ramp with Burnett Road. The proponent should consult with MassDOT on the appropriate data and the analysis methodology for the tolling system. In addition, MassDOT is currently contemplating the conversion of the turnpike to all electronic tolling (AET). Therefore, the proponent should provide an alternative analysis that would consider AET at this location.

Pedestrian Access

The ENF indicates that the project would provide pedestrian accommodations on site with appropriate connectivity to the off-site pedestrian network in the area. The DEIR should provide a thorough inventory of all existing, planned, and proposed services, facilities, and routes for accessing the site. It should also provide a network evaluation that includes pavement conditions, sidewalk widths, crosswalks, compliance with current accessibility standards, and existing pedestrian volumes and movements. The proponent should develop the site plan to ensure that the project maximizes the permeability of its edges, and that it is as open to pedestrians and to the neighborhood as possible.

Bike Access

The ENF also proposes improvements to the existing bicycle network within the vicinity of the project. The DEIR should include a detailed bicycle network inventory that includes types of bicycle facilities, widths of bicycle facilities, and bicycle volumes. The proponent should identify suitable bicycle routes within the study area, as well as any other existing bicycle facilities (e.g. bicycle lanes, cycle tracks, shared-use paths). The DEIR should reevaluate these routes based on the origin-destination of potential casino employees and patrons. Based on this analysis, the proponent should consider the feasibility of expanding some of these existing routes or providing new routes to encourage bicycle travel in and around the site.

Off-Site Improvements

The ENF has presented a list of potential improvements comprising geometric modifications at a number of locations to improve safety and accommodate pedestrians; traffic signal coordination and optimization; queue detection along interstate ramps to improve mobility; way-finding signs to direct patrons to the most efficient access and egress points; and coordination with MassDOT to deploy variable message signs on I-91 and I-291 in order to notify motorists of traffic conditions within the downtown area. It should be noted that MassDOT has not endorsed the proposed improvements as mitigation for the site at this time. The proponent should continue discussions with MassDOT to evaluate alternatives that address mobility along the study area's major roadways while providing adequate access to the site.

The DEIR should also include a comprehensive evaluation of travel demand along the I-91 and I-291 corridors, their major connections along the Connecticut River, and the downtown arterial street corridor segments, from the I-291 exit ramps intersection to the cross streets that border the site. Based on this evaluation, the proponent should identify a comprehensive program of improvements consistent with MassDOT standards and provide for multimodal travel along the corridor. MassDOT recommends that this evaluation focus not only on physical improvement strategies, but also on creative and innovative strategies that would encourage non-SOV travel modes and reduce congestion within the study area.

The DEIR should include sufficiently detailed conceptual plans (preferably 80-scale) for any proposed roadway improvements in order to verify the feasibility of constructing such improvements. The conceptual plans should clearly show proposed lane widths and offsets, layout lines and jurisdictions, and the land uses (including access drives) adjacent to areas where improvements are proposed. Any proposed mitigation within the state highway layout must be consistent with a Complete Streets design approach that provides adequate and safe accommodation

EXHIBIT

25



Timothy W. Brennan, Executive Director

May 13, 2013

Mr. Richard K. Sullivan, Jr., Secretary
Executive Office of Energy and Environmental Affairs
100 Cambridge Street, Suite 900
Boston, Massachusetts 02114

Attention: MEPA Unit

Reference: Review Comments on the Environmental Notification Form for the Proposed MGM
Springfield Casino Development Project, EEA # 15033.

Dear Secretary Sullivan:

The Pioneer Valley Planning Commission (PVPC) has the following review comments on the Environmental Notification Form (ENF) submitted for the above-cited project. The proposed project is a multi-use development consisting of a 201,820 square foot (sf) hotel, 126,701 sf of casino gaming space, 54 residential apartments and 187,834 sf of retail, restaurant, convention, and office space. An additional 139,888 sf multi-use facility is also proposed which encompasses a bowling alley, cinema and restaurant/retail space. A new 4,800 space multi-level parking garage is also proposed as part of the project. Given the size and scope of this proposed development, the project meets the minimum thresholds under the provisions of MEPA to require the preparation of an Environmental Impact Report (EIR).

Fixed Route Transit Service

We recommend that an analysis of all bus routes servicing the Union Station Redevelopment Project should be incorporated into the transportation section of the subject Draft Environmental Impact Report (DEIR). Pioneer Valley Transit Authority (PVTA) operated bus routes that require analysis include Routes G1, G2, G5, B6, B7 and G8 as these routes operate directly in the area of MGM's proposed development project. Specifically, the operational impacts to PVTA bus service from increased traffic generated by the project should be identified along with additional information regarding any potential impacts as to how bicycles and pedestrians currently access applicable PVTA bus routes; potential impacts on applicable bus routes of the PVTA triggered by the anticipated origin and destination patterns of MGM casino development employees and patrons; and potential future demands of the proposed MGM project on public transit services provided by the PVTA in the greater Springfield area. Analysis should identify capacity and structural improvements needed to comply with current codes for safety and accessibility while striving to maintain current PVTA service standards (e.g. on time performance, scheduled headways, etc.) and pursuing opportunities to enhance public transit services which emerge as a result of the proposed MGM development project in Springfield's South End.

Leonardo DaVinci Park

Based on the information provided in the ENF, plus discussions held during the MEPA project site visit, the status of the Article 91 parkland (i.e. Leonardo DaVinci Park) is not yet clear. The DEIR should therefore provide an update as to whether Leonardo DaVinci Park will be integrated into the development project's overall site design or if the project proponent intends to initiate the process required in order to remove the Article 91 "parkland" designation.

Valley Vision

In the Land Section of the ENF (i.e. Section III), the ENF cites that the proposed project is consistent with PVPC's *Pioneer Valley Plan for Progress* (2004) but the ENF makes no assessment as to the proposed project's consistency with the PVPC's adopted *Valley Vision Regional Land Use Plan*. It is recommended that an assessment of the MGM development project's consistency with the most recent version of the *Valley Vision Regional Land Use Plan* be included as part of the DEIR document.

Transportation Appendices

The Traffic Impact and Access Study which was included as part of the subject ENF references additional information on trip generation and parking that was not included in the ENF but should be included as part of the DEIR.

Route I-91 Viaduct

The ENF discusses the need for improvements to the Route I-91 viaduct in Springfield. While it is understood and agreed that the I-91 viaduct improvements are necessary regardless of the proposed MGM development project, the additional traffic generated by this project could have a significant impact on the local street system while improvements to the viaduct are underway. Given this, we'd urge the project proponent to include in the DEIR information on how coordination of this casino development project can best be achieved with future improvements to the Route I-91 viaduct and travel corridor. Specifically, the DEIR should address the potential impacts that could affect the proposed MGM casino development project as a result of construction activities tied to the Route I-91 viaduct and corridor inclusive of how to try and offset adverse impacts to the local street system during the period of time when the Route I-91 viaduct is undergoing repairs and reconstruction.

Bicycle and Pedestrian Connections

During the recent MEPA project site visit, the project proponent referenced the potential to improve and enhance pedestrian and bicycle access from the site to the Springfield Riverwalk. We believe this is a project objective of merit and we therefore request that supplemental information be provided in the DEIR regarding the specific details of any proposed pedestrian and bicycle improvements and how they could strengthen and enhance the MGM project's connectivity to the Springfield Riverwalk.

Safety

No information is provided in the ENF on the crash history at the intersections studied as part of the ENF's attached Traffic Impact and Access Study. The PVPC recently completed and released a report focusing on the Top 100 High Crash Intersections located within the Pioneer Valley region during the 2007 to 2009 time period. The intersections of Dwight Street with State Street, State Street with Federal Street and Walnut Street, and East Columbus Avenue with Union Street are all included in the PVPC's most recent high crash locations list. We urge that the transportation section of the DEIR include an

assessment of safety for all study area intersections based on the most recent crash data available from the City of Springfield's Police Department.

Trip Generation

The Traffic Impact and Access Study, incorporated as a component of the ENF, provides a detailed description of the assumptions that were used in order to estimate the trip generation characteristics of the proposed MGM development project. More specifically, Table 5 of the study compares the trip generating characteristics of the MGM Detroit Casino to the estimate for the proposed MGM Springfield development to substantiate the trip generation rates used in the study. No information, however, is provided on how the MGM Detroit Casino compares to the Springfield project in terms of size, land use, and amenities. It is therefore recommended that this information, as well as a cross comparison with the established ITE trip generation rates, be included as part of the DEIR prepared for the proposed MGM Springfield development project.

Trip Distribution

The Trip Distribution Diagram, included as part of the ENF document, assumes that only 10% of vehicle traffic will not use the Interstate Highway System in order to access the casino site. We believe this 10% percentage figure is too low and would recommend a higher allocation of traffic accessing the site via local streets be used, particularly traffic coming from the west through the nearby communities of Agawam, Westfield and West Springfield.

Traffic Impact Study Area

Pages 6 and 7 of the ENF document present a detailed list of ramps and intersections that are to be included as part of the traffic impact assessment to be provided in the DEIR. We concur with this list of proposed locations but would suggest that the following additional locations be included in the project proponent's defined study area:

The on and off ramps associated with I-91 exits 1-4 - Springfield

The merger of I-91 with I-391 in both directions - Chicopee

I-291 at Massachusetts Turnpike Exit 6 and Burnett Road – Chicopee

Main Street at Harrison Street – Springfield

Sumner Avenue at Belmont Street and Dickinson Street – Springfield

Sumner Avenue at Longhill Street – Springfield

Main Street at East Columbus Avenue and Longhill Street

Main Street at Mill Street

Mill Street at Locust Street

Route 5 at Converse Street and Englewood Road – Longmeadow

Route 5 at Forest Glen Road – Longmeadow

State Street with Federal Street and Walnut Street - Springfield

The Route 5/Route 20 rotary – West Springfield

The Route 5/Route 147 rotary – West Springfield

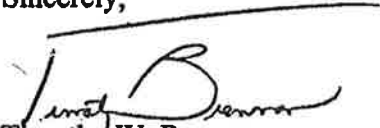
The Route 5/57 rotary – Agawam

Route 20 at Elm Street and Union Street – West Springfield

Route 147 at Union Street – West Springfield

Thank you for the opportunity to offer our comments on the ENF submitted for this proposed and significant development project.

Sincerely,


Timothy W. Brennan
Executive Director

cc: D. Sarno, Mayor – Springfield
K. Dietz, PVPC Commissioner – Springfield
S. Hanson, PVPC Alternate – Springfield
W. Gunn, PVPC Commissioner – Longmeadow
R. Johansen, PVPC Alternate – Longmeadow
J. Irizarry, PVPC Commissioner – West Springfield
W. Reichelt, PVPC Alternate – West Springfield
M. Paleologopoulos, PVPC Commissioner – Agawam
D. Chase, PVPC Alternate – Agawam
K. Brown, PVPC Alternate – Chicopee
M. MacInnes, PVTA Administrator
L. Lucien – MassDOT Public/Private Development
A. Stegemann – MassDOT District 2 Highway Division
K. Dandrade – TEC
M. Mathis, MGM Springfield
J. Ziemba, MGC Ombudsman
D. Courtemanche, Springfield BID

EXHIBIT

26

Impacts of Proposed MGM Springfield Project on Surrounding Communities

**Prepared for:
MGM Resorts International**

**Prepared by:
HR&A Advisors, Inc.
99 Hudson St, Third Floor
New York, NY 10013**

December 11, 2013



IV. Potential Impacts on Surrounding Communities

The Massachusetts Gaming Commission RFA-2 requires applicants to demonstrate that they have made a good faith effort to address any net significant and adverse impacts on surrounding communities. The gaming regulations define eligibility for designation as a surrounding community as those communities that:

- Are proximate to the project;
- Have transportation systems that will be “significantly and adversely affected”;
- Will be “significantly and adversely affected” during construction; and
- Will be “significantly and adversely affected” following project opening.

It is also important to note that the surrounding communities’ framework under the Commission’s regulations also provides credit for offsetting positive impacts. These can include hiring of community residents and contracting with community vendors.

Starting with abutting communities, MGM has conducted extensive outreach to understand community concerns and share information about the proposed project. While efforts started in early 2013, they intensified over the summer and fall with:

- One-on-one meetings with seven surrounding communities in August 2013
- Engagement with the Pioneer Valley Planning Commission (“PVPC”) to conduct a regional traffic study
- Provision of preliminary legal/traffic reimbursements

HR&A estimated potential economic and fiscal costs for all of the seven surrounding communities. Relevant impact areas considered after discussions with the various municipalities and independent analysis include increased traffic, potential crime, mutual aid, increased enrollment in public schools, loss of jobs and strains on housing supply.

Traffic

The expected 8 million annual visitors will increase traffic in the region, mainly along major interstates and arterial roads. Through its outreach efforts, MGM is working with surrounding communities to identify corridors with the most adverse impacts and make appropriate investments to mitigate effects. MGM is also funding an independent regional traffic study managed by the Pioneer Valley Planning Commission. This report will have a detailed assessment of traffic impacts on surrounding communities and is expected to be completed in late December 2013.

Fire

The majority of impacts related to fire departments will be in the City of Springfield. HR&A Advisors completed a study of the impacts of the proposed casino on the Springfield Fire Department in December 2012. The City of Springfield’s Fire Department was founded in 1794, making it one of the oldest continually operating municipal fire departments in the United States. At the time of the study, it employed 230 officers and nine civilians in eight stations across the City. The department employed eight engines, four ladders and one heavy rescue vehicle. An additional ladder vehicle was out of service due to fiscal

EXHIBIT

27

Section 5.0

Existing Conditions

5.2 Traffic

5.2.1 Introduction

A Traffic Impact, Access, and Parking Study (TIAPS) has been prepared to assess the Project's traffic impacts. As part of this Draft EIR, and in coordination with the MEPA Office, the Massachusetts Department of Transportation's (MassDOT's) Public-Private Development Unit (PPDU), and the Pioneer Valley Planning Commission (PVPC), TEC has prepared a comprehensive TIAPS for the mixed-use resort development that includes:

- ◆ A 501,108 sf resort casino that includes 3,821 gaming positions, space for back of the house (BOH) activities, a cogeneration plant, retail and restaurant uses, and banquet facilities;
- ◆ A 250-room hotel;
- ◆ 54 residential apartment units;
- ◆ A 4,000 sf daycare facility for the children of Project employees;
- ◆ A 159,397 sf retail and entertainment center known as Armory Square, which will include multiple retail tenants, restaurants, an event plaza, office space, a radio station, a multi-screen cinema and bowling alley; and
- ◆ A 3,740-space parking garage.

The site is currently occupied by commercial, municipal, and retail establishment and several for-fee surface parking lots and structures. The Proponent proposes to raze a majority of the structures on the site and construct the resort casino development. Primary access to the site is proposed via a full access and egress driveway along East Columbus Avenue, to be located at the present location of Bliss Street. An egress driveway is proposed along East Columbus Avenue at the present location of Howard Street. Secondary access and egress locations are proposed along State Street and Union Street. The service vehicles and buses will be accommodated at a separate driveway along Union Street. Additional access to the smaller Armory Square parking areas will be provided via full access and egress driveways along Union Street and Main Street. However, the principal parking supply for the casino, hotel, and Armory Square will be provided within a parking garage located at the northeast corner of East Columbus Avenue / Union Street.

A preliminary TIAPS for the principal study area intersections immediately adjacent to the site within the City of Springfield (dated December 17, 2012) was included in the ENF. The Certificate on the ENF requires the preparation of a comprehensive traffic study with an expanded study area within the Draft EIR. Since the ENF was filed, the Project team has participated in dozens of meetings with MassDOT, PVPC, the Pioneer Valley

Transit Authority (PVTA), the City of Springfield, and others to discuss elements of data collection, analysis methods, and conceptualized mitigation measures. The scope of the expanded study area is defined in the following sub-sections.

This section describes existing traffic conditions in terms of vehicular traffic, pedestrian and bicycle traffic, public transportation, and on-site parking. The study evaluates the traffic operations for the intersections and roadways immediately surrounding the site under existing and future conditions. It also evaluates key intersections and roadway corridors in surrounding communities. Future traffic and transportation related impacts are discussed in Section 6.2.

5.2.2 Study Area

The study area includes the major roadways and intersections providing local and regional access to the site. TEC met with representatives of MassDOT's PPDU, the City of Springfield and surrounding communities, and PVPC on multiple occasions to identify the study area and scope of the traffic study for the Project. The traffic study includes the additional study area intersections and roadways listed in the Massachusetts Gaming Commission's Request for Applications – Phase 2. The following is a list of study area intersections identified as part of the ENF review and the RFA-2 application. The intersections are shown in Figure 5.2-1:

1. Burnett Road / Interstate 291 / Interstate 90 Exit 6 Ramps (City of Chicopee)
2. Dwight Street / Interstate 291 Southbound (SB) Exit 2B Ramps
3. Dwight Street / Interstate 291 Northbound (NB) Exit 2B Ramps
4. Main Street / Boland Way / Harrison Avenue
5. East Columbus Avenue / Boland Way
6. West Columbus Avenue / Memorial Bridge / Boland Way
7. State Street / St. James Street / Oak Street
8. State Street / Federal Street / Walnut Street
9. State Street / Chestnut Street / Maple Street
10. State Street / Dwight Street / Maple Street
11. State Street / Main Street
12. State Street / Proposed MGM Springfield Northerly Driveway

Figure 5.2-1 Study Area

13. State Street / East Columbus Avenue
14. State Street / West Columbus Avenue
15. Main Street / Bliss Street
16. East Columbus Avenue / Bliss Street
17. Main Street / Howard Street
18. East Columbus Avenue / Howard Street
19. Union Street / Main Street
20. Union Street / Armory Square Easterly Driveway
21. Union Street / Armory Square Westerly Driveway
22. Union Street / Proposed Bus Entrance/Exit Driveway
23. Union Street / Proposed Southerly Parking Garage Egress
24. Union Street / East Columbus Avenue / Interstate 91 NB On-Ramp
25. Union Street / West Columbus Avenue / West Union Street
26. Main Street / Mill Street
27. Main Street / Longhill Street
28. Main Street / East Columbus Avenue
29. Main Street / West Columbus Avenue / Balise Chevrolet Driveway
30. Locust Street / Mill Street
31. Locust Street / Belmont Avenue / Fort Pleasant Avenue
32. Sumner Avenue (Route 83) / Longhill Street
33. Sumner Avenue (Route 83) / Belmont Avenue / Lenox Street
34. Sumner Avenue (Route 83) / Belmont Avenue / Dickinson Street
35. Sumner Avenue (Route 83) / Belmont Avenue

36. Longmeadow Street (US Route 5) / Forest Glen Road / Western Drive (Town of Longmeadow)
37. Longmeadow Street (US Route 5) / Converse Street / Englewood Road (Town of Longmeadow)
38. Park Street (US Route 20) / Elm Street (US Route 20) (Town of West Springfield)
39. Park Avenue / Elm Street (US Route 20) / Union Street (Town of West Springfield)]
40. Park Avenue (US Route 20) / Main Street (Town of West Springfield)
41. North End Bridge (US Route 20) / Riverdale Street (US Route 5) / Park Street (US Route 20) / Park Avenue (US Route 20) – US Route 20 (North End) Rotary (Town of West Springfield)
42. Plainfield Street (US Route 20) / West Street (US Route 20) / Avocado Street
43. Plainfield Street (US Route 20) / East Columbus Avenue / Interstate 91 NB Ramps
44. Memorial Avenue / Union Street / Union Street Extension (Town of West Springfield)
45. Memorial Avenue / Bresnahan Street / Century Center Driveway (Town of West Springfield)
46. Memorial Bridge (Route 147) / Riverdale Street (US Route 5) / Memorial Avenue (US Route 147) – Memorial Rotary (Town of West Springfield)
47. US Route 5 / US Route 57 - Agawam Rotary (Town of Agawam) – Due to the size and travel speeds at this intersection, the rotary has been analyzed as a series of weaving sections.

The following is a list of the weaving segments included in the study area for the Draft EIR:

1. Birnie Avenue SB Weave between Plainfield Street (US Route 20) and Interstate 291 NB Off-Ramp
2. Interstate 91 SB Weave between Exit 8 (I-291 SB) On-Ramp and Exit 6 (Union Street) Off-Ramp
3. West Columbus Avenue Weave between Interstate 291 SB Exit 3 Off-Ramp and South End Bridge / I-91 SB Exit 4 On-Ramp
4. Interstate 91 SB Weave between Exit 3 (South End Bridge) On-Ramp and Exit 1 (Route 5) Off-Ramp

EXHIBIT

28

TECHNICAL MEMORANDUM

REF: MAX-2013101.00

DATE: December 20, 2013

TO: Mr. Timothy W. Brennan
Executive Director
Pioneer Valley Planning Commission
60 Congress Street, 1st Floor
Springfield, MA 01104

FROM: Mr. Jason DeGray, P.E., PTOE
Ms. Erica Guidoboni, P.E.

RE: Proposed MGM Development, Springfield, MA
Regional Traffic Impact Peer Review

Greenman-Pedersen, Inc. (GPI), on behalf of the Pioneer Valley Planning Commission (PVPC) has conducted a peer review of the regional traffic impacts of the proposed MGM Springfield destination resort-style casino development proposal (herein referred to as the Project) in the City of Springfield, Massachusetts.

Due to the unique nature and scale of this Project, PVPC in association with GPI is providing these review services on behalf of eight (8) potentially impacted "surrounding communities" in an effort to provide an independent evaluation of transportation impacts. These communities include the Town of Agawam, City of Chicopee, Town of East Longmeadow, City of Holyoke, Town of Longmeadow, Town of Ludlow, Town of West Springfield, and Town of Wilbraham. As the peer review consultant for the PVPC, our goal is to ensure that the traffic study associated with the Project has been prepared according to industry standards and accurately portrays potential impacts.

Our peer review is summarized in this memorandum into the following components.

1. Review Process
2. Trip Generation
3. Trip Distribution
4. Traffic Impact Analysis

GPI Greenman-Pedersen, Inc.

181 BALLARDVALE STREET, SUITE 202, WILMINGTON, MA 01887 TELEPHONE: (978) 570-2999 FACSIMILE: (978) 659-3044

An Equal Opportunity Employer

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

5. Revitalization Potential
6. Community-Specific Traffic Impacts
7. Look-Back Methodology

The scope, methodology and thoroughness of these components as contained within the Traffic, Impact, Access & Parking Study (TIAPS) prepared by The Engineering Corp. (TEC), MGM's traffic consultant, have been reviewed to ensure overall study adequacy and to evaluate the appropriateness of the proposed mitigating actions. It should be noted that this review also included a significant amount of independent research and analysis to validate the distinctive components of this project.

Background

The MGM Springfield development proposal is a mixed-use commercial development anchored by a gaming resort-style casino to be located on a series of land parcels bounded by East Columbus Avenue to the west, State Street to the north, Main Street to the east, and Union Street to the south in the South End neighborhood of Springfield, Massachusetts. **Figure 1** presents an overview of the Project development area.

Specifically the analysis contained within the TIAPS is based on the development program which includes:

- 501,108 square foot (sf) casino resort (with 3,821 gaming positions)
- 250 room hotel,
- 52 residential apartment units,
- 4,000 sf casino/retail employee daycare facility,
- 159,397 sf retail and entertainment center known as Armory Square, which includes multiple retail tenants, restaurants, an event plaza, general office space, a radio station, a multi-screen (12 screens) cinema and 15-lane bowling alley.

MGM's traffic consultant, TEC prepared the TIAPS for the Project which was included as part of the Draft Environmental Impact Report¹ (DEIR) submitted to fulfill the requirements of the Massachusetts Environmental Policy Act (MEPA) on December 16, 2013. The TIAPS assesses existing traffic conditions within the study area. This assessment includes an inventory of existing roadway geometry, daily and peak period traffic counts, and a review of the crash history in the area. The study also evaluates the traffic impacts of the proposed project. Specific traffic projections for the Project were established, along with future traffic demands due to projected regional traffic growth, independent of the proposed development. An eleven-year horizon (year 2024) traffic analysis was performed for this study. Finally the study discusses

¹ (Energy and Environmental Affairs - EEA #15033)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts



Source: <http://formandplace.com/visioning/>

GPI Greenman-Pedersen, Inc.

Engineering and Construction Services

Figure 1

Development Area Aerial Map

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

possible measures to improve existing and future traffic operations in the area, while offsetting the traffic-related impacts associated with MGM Springfield. To facilitate this review process MGM/TEC made portions of this TIAPS available in draft form to GPI prior to the MEPA submission date.

Review Process

The process by which this regional traffic impact review has been conducted is unique and therefore warrants discussion. The provisions of the Massachusetts Expanded Gaming Act and the timeline under which this review process has been conducted should be understood as it establishes the context in which these abutting communities are operating in understanding the complexities of this significant development project of unique regional impact and consequence.

Massachusetts Expanded Gaming Act

Signed into law on November 22, 2011, the Massachusetts Expanded Gaming Act establishes the parameters under which gaming licenses will be awarded in the Commonwealth. The act allows for the licensure of up to three (3) destination resort-style casinos, one in each of three geographic regions across the state, along with a single slots parlor facility statewide. Currently MGM Springfield is the only viable proposed destination casino remaining in Region B².



Given the unique nature of this project and the associated licensure process it is important to note the key provisions established in the gaming act pertaining to surrounding communities. As defined in the gaming act surrounding communities are:

An Act Establishing Expanded Gaming in the Commonwealth
Chapter 194 of the Acts of 2011

...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.

² Region B consists of Berkshire, Franklin, Hampshire and Hampden Counties. All other proposed casinos in this region failed to pass the host community referendum required to be considered for licensure by the MassGaming Commission. MGM Springfield passed its host community referendum 58% to 42%.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

It is important to note that while the eight communities selected to be the focus of this regional review process either share a common border with the City of Springfield, or are otherwise in close proximity to the City, this does not automatically qualify these communities to receive surrounding community status per the gaming act. **Surrounding** community status is either pre-established between a casino applicant and a community prior to the Phase II application deadline for destination resort casino licenses of December 31, 2013, or subsequently if a community petition for surrounding community status is granted by the gaming commission.

Per the Gaming Act - Section 15

No applicant shall be eligible to receive a gaming license unless the applicant meets the following criteria and clearly states as part of an application that the applicant shall:

*(7) identify the infrastructure costs of the host and **surrounding** communities incurred in direct relation to the construction and operation of a gaming establishment and commit to a community mitigation plan for those communities;*

*(9) provide to the commission signed agreements between the **surrounding** communities and the applicant setting forth the conditions to have a gaming establishment located in proximity to the surrounding communities and documentation of public outreach to those **surrounding** communities; provided, however, that the agreement shall include a community impact fee for each **surrounding** community and all stipulations of responsibilities between each **surrounding** community and the applicant, including stipulations of known impacts from the development and operation of a gaming establishment;*

Further – Section 18

In determining whether an applicant shall receive a gaming license, the commission shall evaluate and issue a statement of findings of how each applicant proposes to advance the following objectives:

*(14) mitigating potential impacts on host and **surrounding** communities which might result from the development or operation of the gaming establishment;*

*(19) gaining public support in the host and **surrounding** communities which may be demonstrated through public comment received by the commission or gaming applicant.*

Being a unique and new process, the dynamics of what level of traffic impact equates to qualifying for surrounding community status created a significant amount of consternation amongst each of the eight participating communities. This unease was compounded by the limited engagement of MGM in addressing these communities' concerns pertaining to traffic

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

impacts prior to the commencement of this regional traffic impact review process. As discussed below, the review process itself was conducted in an extremely compressed timeframe, which further increased the pressure on these communities to accept terms from MGM in order to guarantee their status as a surrounding community, prior to the obtaining a technical understanding of the actual traffic impacts to their respective communities as part of this review process.

Review Timeline

Similarly, the timeline for this review process is unique and therefore warrants discussion. The stated position of MGM was to have all surrounding community agreements in place prior to their December 31, 2013 Phase II application deadline. While there was some engagement with these communities prior to GPI's involvement in the process, this engagement did not convey an effective understanding of impacts to these communities. It was not until the initial kick-off meeting for this review, held on November 14, 2013, that some information pertaining to traffic impacts on these communities was officially expressed by MGM/TEC. Consequently, this allowed for approximately one month for completion of this independent technical peer review for the communities, an aggressive timeline for a project of this magnitude. The objective of this review is to provide the communities in this process with an understanding of traffic-related impacts to call upon in engaging in potential discussions with MGM.

At the initial kick-off meeting, GPI met with the MGM team and the eight communities selected to participate in this review process for the first time. Some traffic-related technical information was provided for GPI's review at this meeting, however other relevant materials were found to be outstanding. It was not until November 27, 2013 that all necessary project materials were received. While GPI is confident that the MGM team participated in good faith (the materials were provided as prepared), it speaks to the further compression of the available time these communities had to prepare for the surrounding community process. GPI also met with representatives from each of the communities individually over four days between November 24th and December 4th to get an understanding of specific concerns and perspectives.

On December 10th GPI re-engaged the communities participating in the process and conveyed our review findings. These findings are documented within this technical memorandum.

GPI would also like to note the following as part of the review process:

- There is limited information provided in the traffic study which identifies infrastructure costs in communities outside of the City of Springfield. Many communities expressed frustration that the infrastructure concerns they had previously expressed to MGM (prior to GPI's involvement) were not incorporated into the TIAPS.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

- The limited study area and timeline made it unfeasible to identify specific infrastructure costs at a number of locations as part of this review process as the timeline precluded the ability to collect necessary baseline data and conduct the necessary analyses.
- Further, these communities expressed frustration that no party had engaged them in conversations about impacts outside of traffic. Public safety, economic impacts and schools being the prevailing concerns. Prior to GPI's involvement in the peer review process, representatives from MGM indicated a study on socioeconomic impacts was being prepared and would be shared with each of the eight potentially impacted communities. As the time of this submission, this has not happened and thus remains a significant concern to the subject communities.
- Concerns related to non-baseline traffic conditions were also expressed. These include concerns regarding additional traffic related to special events, traffic seeking alternate routes due to incidents on I-91, traffic impacts when combined with seasonal events such as the Eastern States Exposition (Big E) or ski resort traffic on I-91. These qualitative concerns fall outside of the norm of the analysis of a typical traffic study, but given the unique magnitude of the development project, should be weighed when determining impacts.
- Specific concerns related to infrastructure and uses within individual communities were identified, for instance the unknowns about the specific cross-promotional agreements between MGM and Six Flags New England in Agawam³ or the potential re-introduction of passenger flights to Westover Air Force Base in Chicopee.
- Communities noted concerns related to significant increases in off-peak traffic. The peak traffic generation period of the Project is actually later in the evening on Fridays and Saturdays. The relative increase in delay and volume experienced during these periods is not a factor in the traffic study and is unaddressed.
- Communities immediately expressed concerns regarding the "look-back" methodology proposed by MGM to quantify impacts within these communities.

The Look-Back Method is a proposal by MGM to compare existing and future conditions within a given community to determine the dollar value of any significant and adverse impacts a community has experienced from the Project. To accomplish this MGM would fund studies of community conditions by an independent party to be determined. These conditions would include net loss of commercial/retail activity, traffic impacts, utility impacts, public safety, real estate values and public education. The studies would consist

³ http://www.masslive.com/news/index.ssf/2013/11/mgm_springfield_partners_with.html

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

of an existing baseline conditions study and subsequently a 1 year and 5 year look-back study. The look-back studies would be compared to the baseline study by the independent party who would issue findings concerning impacts. All parties would then work in good faith to mutually agree upon the dollar value of net significant and adverse impacts on the community. If the parties cannot agree on a dollar value an arbitration process would commence.

Community concerns regarding the methodology of look-back and the ability to engage MGM in good faith subsequent to the MassGaming Commission process appeared universal amongst all communities. This topic is discussed in detail in this memorandum.

Trip Generation

In determining if the traffic projections TEC utilized in the TIAPS are appropriate, GPI conducted a sensitivity analysis of both the Trip Generation and Trip Distribution methodologies. This sensitivity analysis was utilized to determine if any locations are potentially underrepresented in terms of potential traffic impacts.

As a destination resort-style casino, MGM Springfield will be a significant generator of new traffic to the area. According to the traffic study prepared by TEC, on a daily basis⁴ it is estimated that the Project will generate **19,673** new vehicle trips (10,178 entering and 9,495 exiting vehicles). On a peak hour basis the Project is estimated to generate **1,290** new vehicle trips on a typical Friday evening between 5:00-6:00 PM. It should be noted that Saturdays are actually the peak traffic day of the week for casino developments, with a peak generating hour of 10:00-11:00 PM, however the worse-case combination traffic hour of local roadway plus Project trips is actually 5:00-6:00 PM on Fridays. The majority of our review focuses on this Friday evening peak hour, while still considering that this hour is actually not the peak hour of the generator throughout the course of the week.

Typically, trip generation estimations are made utilizing data provided within the Trip Generation Manual published by the Institute of Transportation Engineers (ITE). In the case of casinos however, the trip generation manual does not contain data relevant to a development of this type. The numbers presented within the submitted traffic study are based on a hybrid methodology which employs empirical trip generation rates for the gaming/casino portion of the Project with traditional ITE trip generation rates for the remaining proposed ancillary land uses (Armory Square). The overall methodology employed by TEC is considered reasonable and

⁴ Daily and evening peak hour traffic volumes represent a typical Friday, historically the busiest weekday for casinos.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

appropriate for the trip generation analysis. Specific comments on the various aspects of these analyses are discussed in detail below.

Gaming Trip Generation

For the casino portion of the site the traffic study made use of empirical trip generation data collected at MGM's gaming facility in Detroit, Michigan. Traffic counts collected at this facility were used to establish trip generation rates for the gaming portion of MGM Springfield. It should be noted that the gaming portion of this Project refers to all traffic related to patron and employee activity of the casino and the casino hotel. The resulting rates were compared to other casino projects within New England and nationally, and asserted by TEC to be higher than average and thus appropriate.

It is important to note that when dealing with empirical data of this type the resulting methodologies are left to engineering discretion. Typically methodologies, such as those contained within the ITE Trip Generation Manual, are statistically analyzed and vetted through a scientific process. Empirical data is not subject to the same scrutiny, but rather used to provide a best estimate given the limited resources. For this reason the use of empirical data should be carefully understood and critiqued if appropriate.

In this instance the use of empirical data from MGM Grand Detroit, while pertinent, does not control for all relevant factors. Based on traffic counts conducted at MGM Grand Detroit, a trip generation rate of 0.23 and 0.25 trips per gaming position was utilized to estimate the traffic generated from the casino portion of MGM Springfield during the Friday and Saturday peak traffic hours, respectively⁵. While MGM Grand Detroit is located in the downtown area, the demographics of Detroit are considerably different than those of the greater Springfield area. Detroit is the 11th largest metropolitan area in the nation, while Springfield is the 65th. Detroit is six times larger by population, 3.8 times larger by land area and 1.5 times as dense. Most importantly though is that MGM Grand Detroit is located within 1.5 miles of three other major resort-style casino developments, as shown on **Figure 2**. The effect of these competing uses is unknown, but it is reasonable to speculate that they potentially dilute the overall trip generation rate per gaming position of MGM Grand Detroit, which may be higher without this competition factor.

Given this concern GPI would assert that, at a minimum, the rate per gaming position utilized to establish Project trips related to the gaming portion of MGM Springfield should be at least 20% higher than as presented in the TIAPS. **Table 1** summarizes the changes to the gaming trip generation rate recommended by GPI, compared to the rate contained within the traffic study.

⁵ The 0.34 trips per gaming position mentioned previously is reflective of all land uses which comprise MGM Springfield; 0.23 and 0.25 reflects only the casino/hotel portion of the site.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

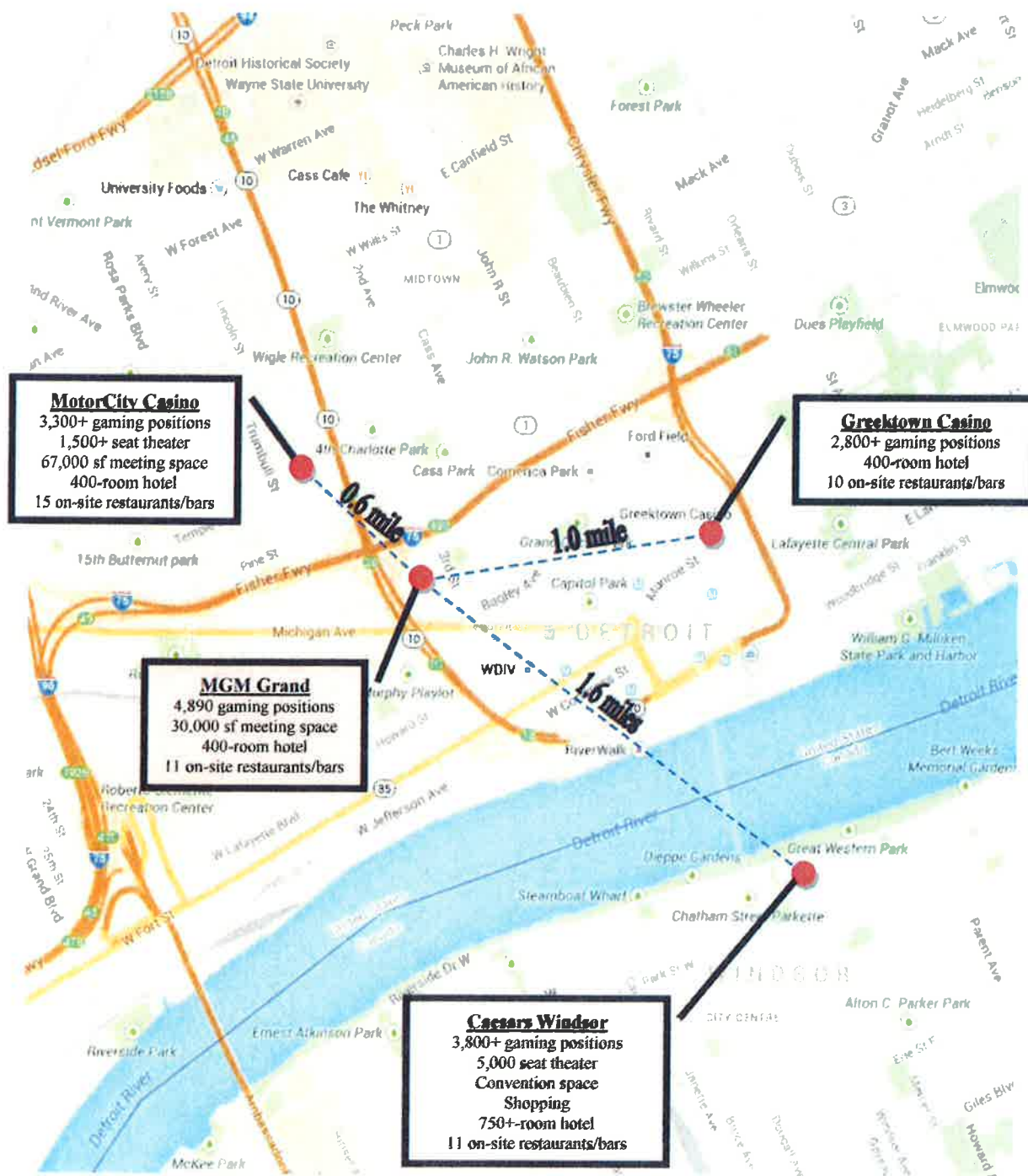


Figure 2

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Table 1
GAMING TRIP RATE COMPARISON

Time Period	TEC Trip Rates ^a	GPI Trip Rates ^b	Delta
Friday:			
<i>Evening Peak Hour (5-6PM)</i>	0.23	0.28	+0.05
<i>Peak of Generator (10-11PM)</i>	0.28	0.34	+0.06
Saturday:			
<i>Afternoon Peak Hour (2-3PM)</i>	0.25	0.30	+0.05
<i>Peak of Generator (10-11PM)</i>	0.32	0.38	+0.06

Note: Trip rates represent the vehicular trips/gaming position associated with the gaming components of the proposed Project. These components include the casino patrons, casino employees and the hotel.

a Vehicular trip rate/hour utilized by TEC, Inc. in the DEIR submission - based on MGM Detroit counts conducted in July 2013.

b Adjusted vehicular trip rate/hour

Table 2 provides the same comparison but in actual vehicular trips related to the gaming portion of the Project.

Table 2
GAMING TRIP GENERATION COMPARISON

Time Period	TEC Vehicular Trips ^a	GPI Vehicular Trips ^b	Delta
Friday:			
<i>Evening Peak Hour (5-6PM)</i>	879	1,055	+176
<i>Peak of Generator (10-11PM)</i>	1,078	1,294	+216
Saturday:			
<i>Afternoon Peak Hour (2-3PM)</i>	945	1,134	+189
<i>Peak of Generator (10-11PM)</i>	1,223	1,467	+244

Note: Trips represent the vehicular trips/gaming position associated with the gaming components of the proposed Project. These components include the casino patrons, casino employees and the hotel.

a Vehicular trips utilized by TEC, Inc. in the DEIR submission - based on MGM Detroit counts conducted in July 2013.

b Adjusted vehicular trips/hour

As shown in **Table 2**, based on GPI's adjustments an additional 176 trips could be expected to be generated during the Friday peak traffic hour throughout the study area.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Armory Square Trip Generation

The remaining ancillary uses proposed as part of the Project form what the proponent refers to as Armory Square. These uses comprise of a 250-room hotel, 52 apartment units, 4,000 sf daycare facility, 15-lane/22,000 sf bowling alley, 12-screen/1,000-seat multiplex cinema, 15,000 sf general office/radio station office, 35,000 sf of restaurants and 43,000 sf of various retail spaces. In totality, these uses combine to form a significant trip generation component to the Project. GPI has reviewed the trip generation projections associated with these uses and finds it to be acceptable and appropriate.

Overall MGM Springfield Trip Generation

Accounting for all proposed land uses, the trip generation rate employed for MGM Springfield is equivalent to 0.34 trips per gaming position during both the Friday evening commuting peak hour (5:00-6:00 PM) and the Saturday afternoon peak hour (2:00-3:00 PM). In the reviewer's opinion the most logical benchmark for comparison are the existing gaming facilities in southern Connecticut. While the experiences of casinos nationwide are relevant, the most relevant is the trip generation characteristics of facilities which share the same consumer base and are regionally proximate. Based on conversations with the Connecticut Department of Transportation a rate of 0.34 trips per gaming position is typically employed for planning purposes when estimating casino trips. This rate is based on experiences at Foxwoods Resort Casino in Ledyard, Connecticut and Mohegan Sun in Montville, Connecticut. Further, based on information provided by TEC the rate for Mohegan Sun in Connecticut is as high as 0.38 trips per gaming position.

It is TEC's assertion that:

The Mohegan Sun Resort casino experienced trip rates higher than the MGM Grand Detroit, which were also on the upper end of the trip rate range. The casino, along with Foxwoods Casino, is located in a more rural/suburban location than the MGM Grand Detroit and the proposed MGM Springfield. In addition, these casinos do not have access to public transportation, which may be the cause for the higher trip rates.

GPI cannot concur with this assertion without further supporting evidence. While the MGM Springfield casino will have access to public transportation, it remains speculative to assume public transportation options are of sufficient convenience to sway a measurable amount of patrons/employees to switch to alternate modes of transportation; effectively lowering the vehicular trip generation rate as implied. Residents of the greater Springfield area regularly

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

drive to these Connecticut casinos today and are likely to drive to the MGM Springfield casino as an alternative once opened.

Furthermore, as a suburban/rural casino GPI would contend that this would make it less likely for trips to be made to the Connecticut facilities simply for the ancillary uses. For instance if one of these casinos were to contain a multiplex cinema as the proposed MGM Springfield does, it would appear less likely for a patron to drive to the remote Connecticut casinos to simply see a movie. In other words, patrons may drive to the casinos in Connecticut to gamble and take advantage of the ancillary uses, but are likely not driving that distance regularly for the ancillary uses alone. Contrast that with the proposed MGM Springfield development. Given its proximity to the surrounding urban/suburban developments in the greater Springfield area, it appears far more likely that a cinema customer may drive to downtown Springfield to see a movie at the new facility without participating in any gaming activity. For this reason GPI would assert that the overall trip rate per gaming position would be expected to be higher for MGM Springfield per gaming position than at the Connecticut casinos. This gives further rationalization to increase in the trip generation rates associated with the gaming portion of the development as previously described.

Overall the trip generation rates asserted in the TIAPS appear reasonable given the unique nature of the facilities; however GPI does have concerns that the trip generation associated with the gaming portion of the site may be underrepresented. While GPI has critiqued the gaming portion of the trip generation methodology, we do concur with the other elements of the trip generation methodology employed. It is also important to note that to be conservative the TIAPS did not take a pass-by credit for the retail uses. Pass-by trips are not new trips, but rather vehicles already on the roadway network that visit the site on impulse on their way to another destination. In addition, a conservative transit credit of 5% was employed for Armory Square uses, and was not applied to the casino portion of the Project traffic. GPI would like to note that while the 5% transit credit is acceptable for the employees, assurances should be given to ensure that these transit services will be available for employees who need them. If transit services are available for only one leg of an employee's commute they are much less likely to utilize this service. It is understood that MGM has engaged the services of Nelson/Nygaard to study the potential impact of the Project on existing transit service provided by the Pioneer Valley Transit Authority (PVRTA). GPI is also aware that MGM has engaged in discussions with PVRTA regarding the level of support that could potentially be provided to enhance public transit operations.

Table 3 provides a comparison of the total trip generation of the proposed destination resort casino based on both TEC and GPI's assertions.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Table 3
TOTAL TRIP GENERATION COMPARISON

Time Period	TEC Vehicular Trips	GPI Vehicular Trips	Delta
Friday: <i>Evening Peak Hour (5-6PM)</i>	1,290	1,466	+176
Saturday: <i>Afternoon Peak Hour (2-3PM)</i>	1,312	1,501	+189

Note: Trips represent the vehicular trips/gaming position associated with all components of the proposed Project.

For comparison purposes **Table 4** provides a comparison of the overall trip generation rate (reflective of all uses) for MGM Springfield compared to other casino, or casino developments in the area.

Table 4
TOTAL VEHICULAR TRIP GENERATION RATE COMPARISON

Time Period	ConnDOT	Milford Foxwoods	Suffolk Downs Caesars	Palmer Mohegan Sun [^]	Wynn Everett	MGM Springfield TEC	MGM Springfield GPI
Friday: <i>Evening Peak Hour (5-6PM)</i>	0.34	0.30	0.31	0.53	0.44	0.34	0.38
Saturday: <i>Afternoon Peak Hour (2-3PM)</i>	0.36	0.38	0.32	0.49	0.51	0.34	0.39

Note: These rates account for vehicular trips/gaming position and do not account for additional person trips associated with transit.
[^] Palmer proposal included significant ancillary uses (Water park, Cineplex (1,800 seats) and 250ksf retail)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Trip Distribution

In addition to trip generation, GPI reviewed the trip distribution methodology as it pertains to impacts on the surrounding communities. The many aspects of the various gravity models utilized to distribute projected traffic associated with the proposed land uses were reviewed in detail. For the casino gravity model, this included understanding the various components of the marketing study which were utilized to generate the gravity model. Journey to Work data which were used to generate the casino employee and office-related distribution model as well as assignment onto specific roadways were also assessed.

MGM Casino Gravity Model

MGM provided (for GPI's review only), the proprietary marketing study which was used to determine the gravity model for the casino patrons draw. While the ability to critique the appropriateness of the factors that were contained within the model is beyond the scope of GPI as the traffic engineering consultant to conduct, GPI did foster an understanding of the model as it pertains to regional draw. Some of the factors contained within the marketing model downgraded the percentage of the local draw within the Pioneer Valley for various reasons. To reflect a level of conservatism in the sensitivity analysis for this review, GPI factored these local communities upwards a nominal amount to determine if, in the case of these assumptions proving to be false, the resulting impacts on the eight communities proved to be greater subject to this review process.

Journey to Work

The employee distribution is based on existing Journey to Work data contained within the US Census. These data represent where the existing workforce within the City of Springfield resides. While this is a typical approach for development projects with an office component, the existing percentage of employees employed in Springfield is quite heavily skewed to residents of Springfield (45%). Given the transformative nature and scale of the Project, it is reasonable, for sensitivity purposes, to consider that employment at the casino may be weighed more towards communities of residence outside of the City of Springfield. To account for this GPI weighed the employee draw away from the City of Springfield downward by a nominal amount and the draw from the eight surrounding communities upwards.

Retail Gravity Model (Armory Square)

GPI has reviewed the gravity model associated with the trip distribution projections associated with the ancillary retail uses within Armory Square and finds it to be acceptable and appropriate.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

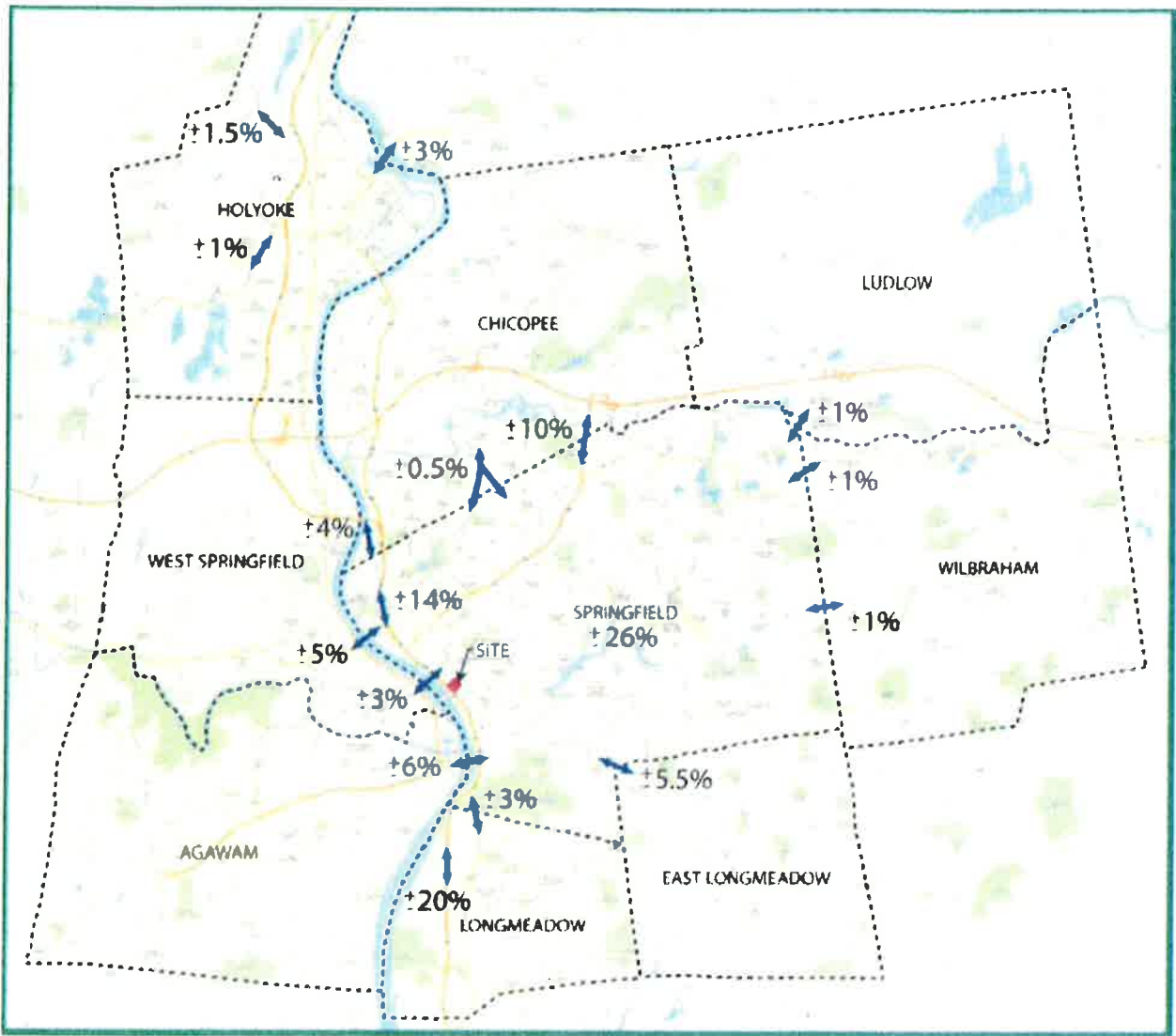
Local Route Selection – Trip Assignment

GPI considered the means by which vehicles were being routed through the local roadway networks within each individual community. This exercise resulted in the adjustment of the local distribution. GPI did not find any significant factors which grossly altered the local distribution percentages. The one exception pertains to traffic routed through the Town of West Springfield which appeared to disproportionately favor the North End Bridge over the Memorial Bridge. This will be discussed in more detail in the individual community impacts below.

Figures 3 through 7 graphically present the results of the trip generation/distribution sensitivity analysis. The sensitivity analysis results in additional traffic projected into each of the eight communities as part of this review process. **Figure 3** represents the percentage of overall traffic projected into each of the communities based on TEC's assertions; **Figure 4** represents these percentages based on GPI's adjustments. **Figure 5** presents Friday evening commuting peak hour vehicles entering into these communities based on TEC's projections; **Figure 6** presents these vehicles based on GPI's adjustments. **Figure 7** provides the delta of these Friday evening peak hour vehicle trips of GPI's adjustments over TEC's assertions.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts



Source: TEC, Inc.

Figure 3

GPI Greenman-Pedersen, Inc.

Engineering and Construction Services

TEC Trip Distribution Map
Friday Evening Peak Hour (5-6PM)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

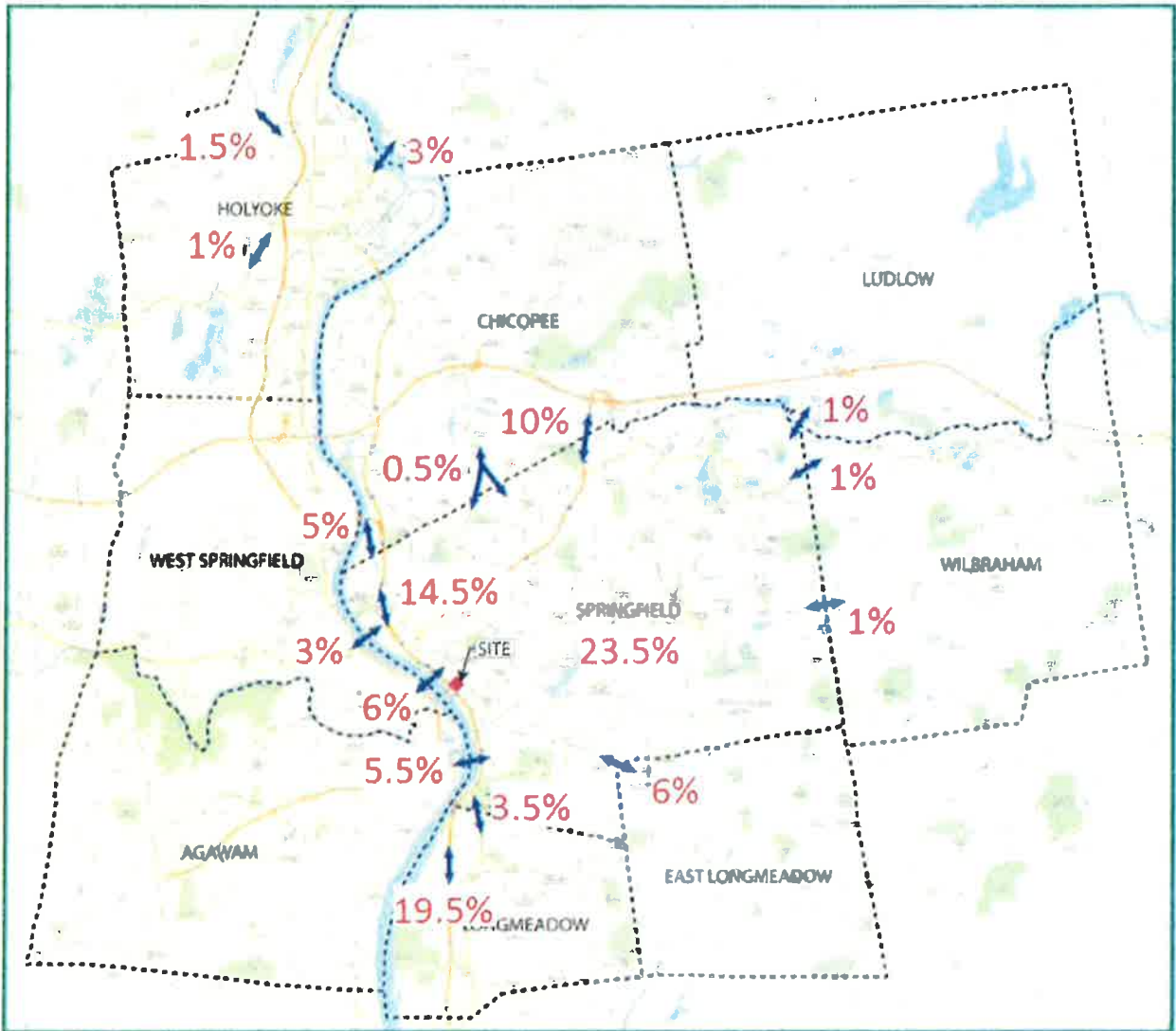


Figure 4

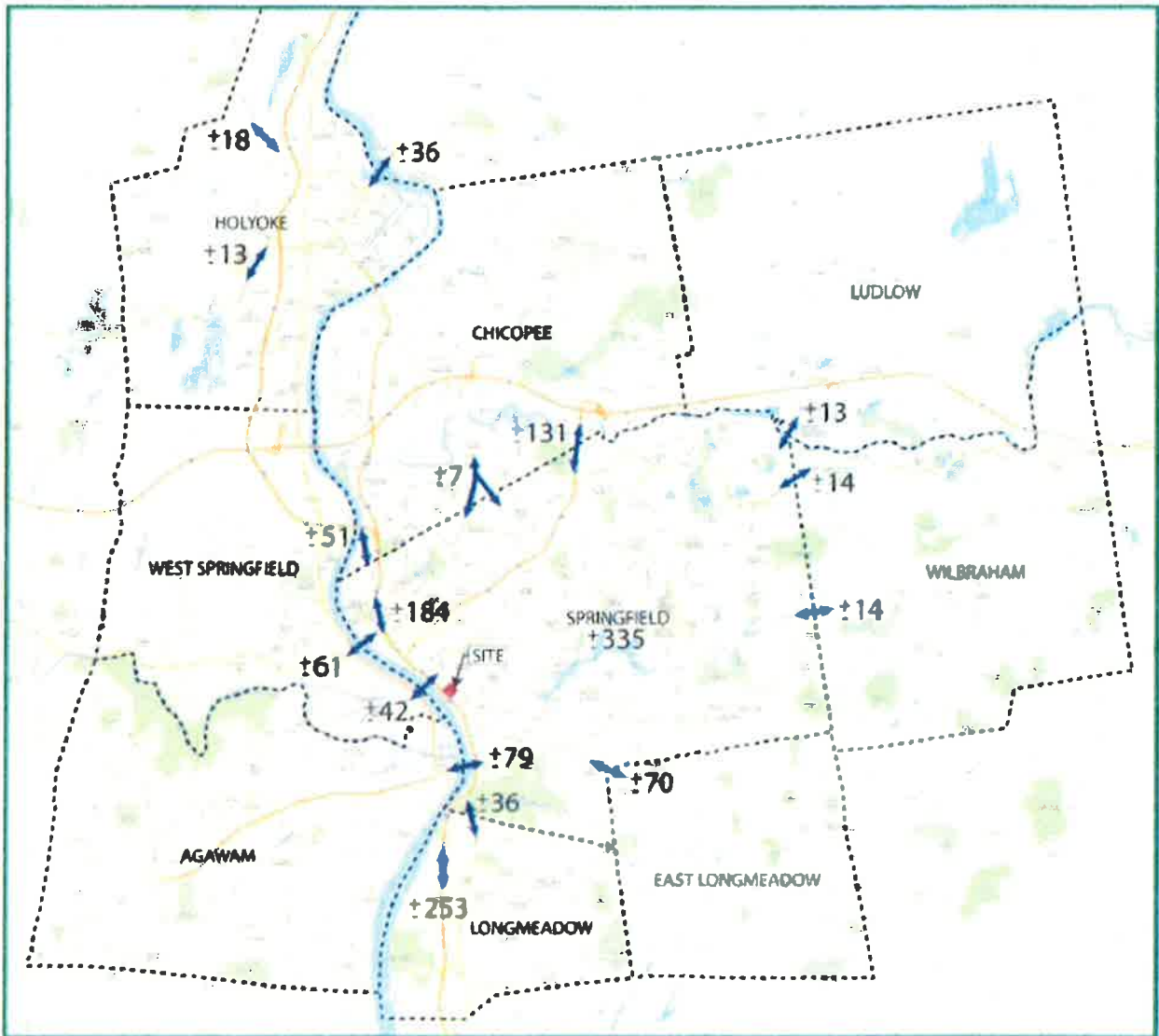
GPI Greenman-Pedersen, Inc.

Engineering and Construction Services

GPI Adjusted Trip Distribution Map
Friday Evening Peak Hour (5-6PM)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts



Source: TEC, Inc.

Figure 5

GPI Greenman-Pedersen, Inc.

Engineering and Construction Services

TEC Projected Vehicle Trips
Friday Evening Peak Hour (5-6PM)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

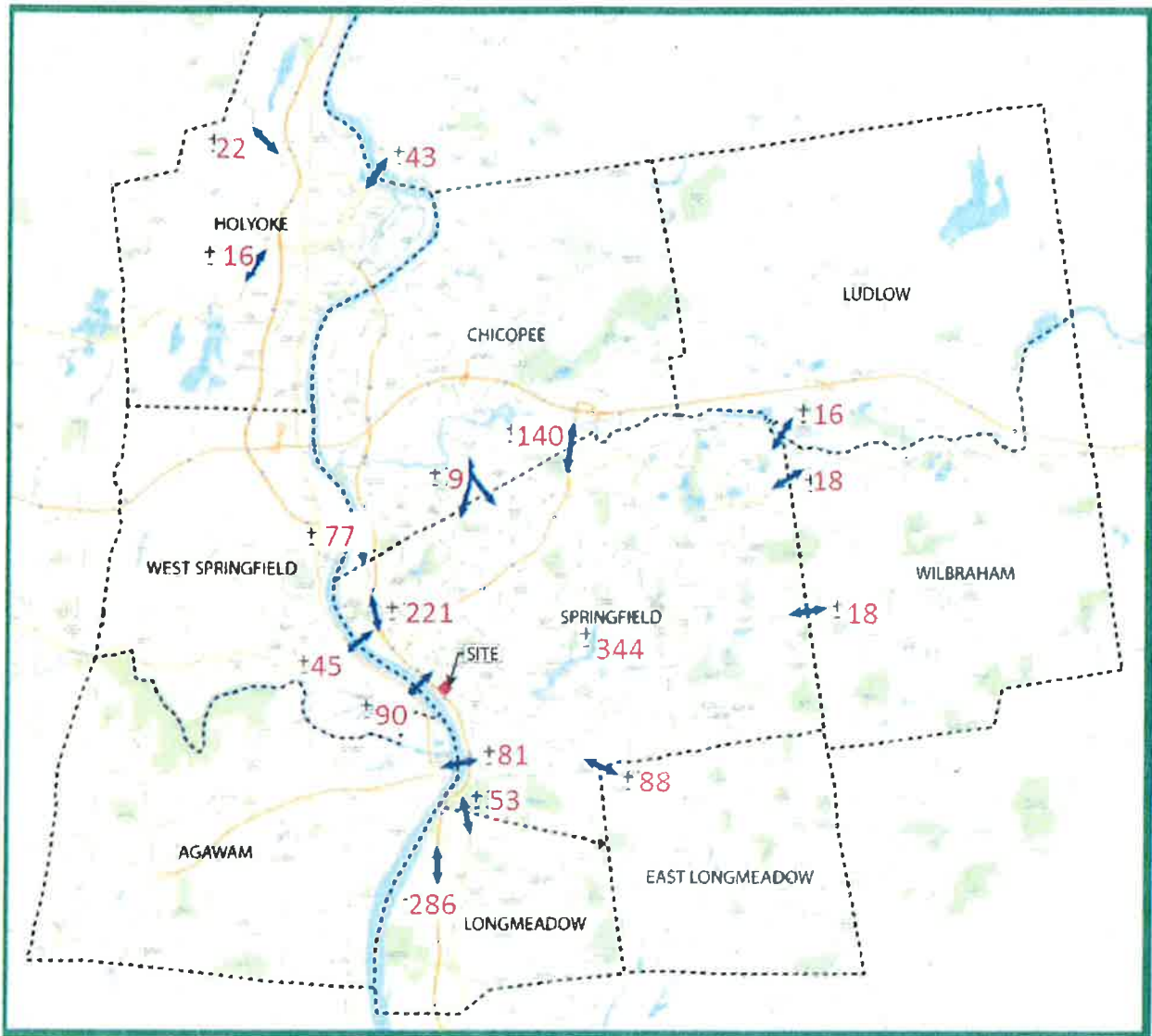


Figure 6

GPI Greenman-Pedersen, Inc.

Engineering and Construction Services

GPI Adjusted Vehicle Trips
Friday Evening Peak Hour (5-6PM)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

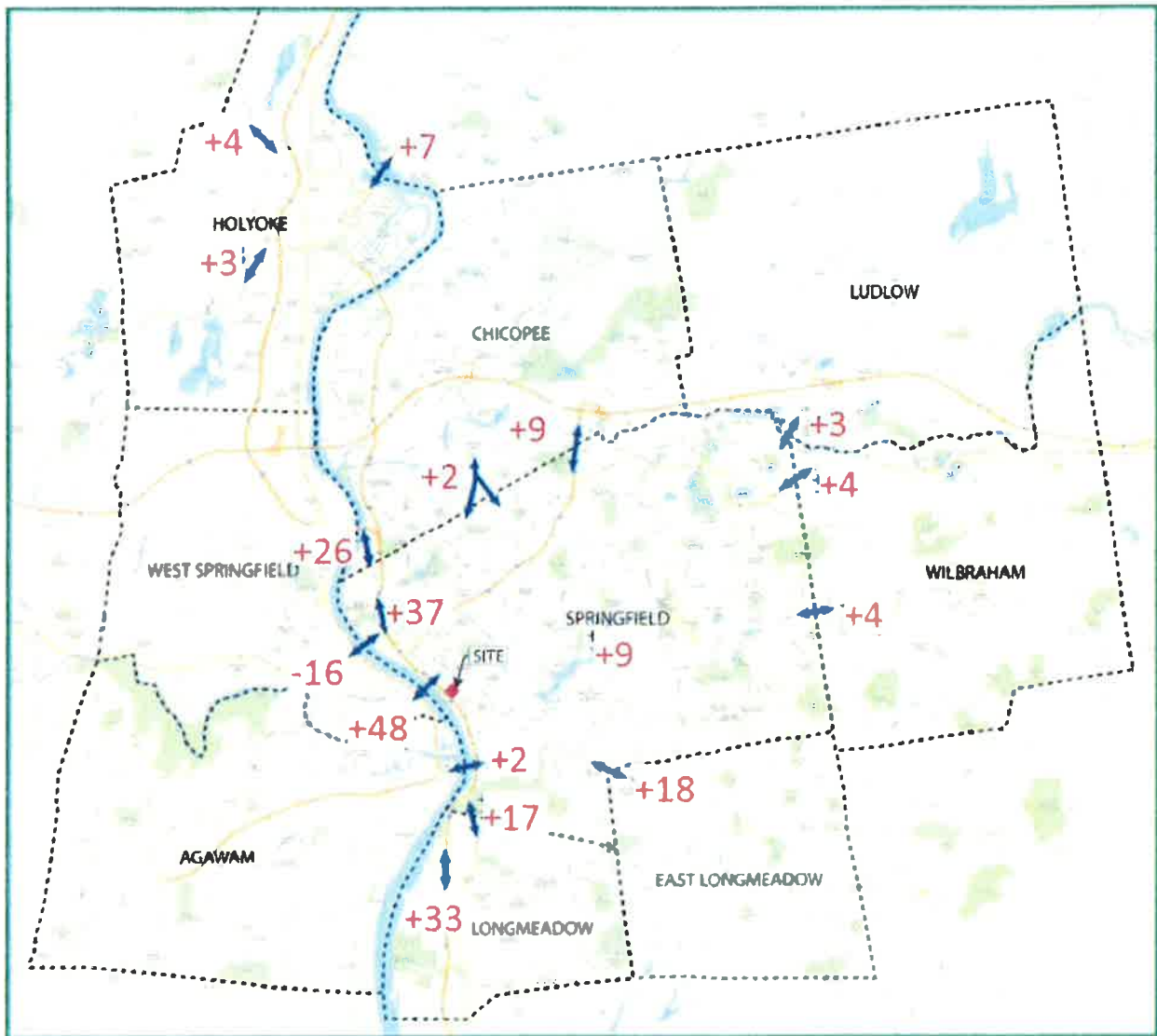


Figure 7

GPI Greenman-Pedersen, Inc.

Engineering and Construction Services

Delta TEC vs. GPI Vehicle Trips
Friday Evening Peak Hour (5-6PM)

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Traffic Impact Analyses

GPI has reviewed the capacity analyses as provided in the TIAPS. While the study area contained within the TIAPS is limited in regard to its scope pertaining to the surrounding communities, the analyses that were provided were conducted in an appropriate manner. GPI reviewed the date of counts, seasonal adjustments, peak hour factors, roadway geometries, growth projections and the underlying interpretation of results amongst other factors.

One minor note regarding the intersection capacity analyses. These analyses were conducted utilizing the 2000 Highway Capacity Manual (HCM) methodology. The latest 2010 HCM has been issued and represents the preferred methodology for conducting intersection capacity analyses. GPI is aware however of the technical challenges and feasibility in implementing this new methodology. GPI defers to MassDOT in determining the most appropriate means of conducting intersection capacity analyses.

In addition, as discussed in detail in the community impact section, GPI recommends MGM prepare existing, no-build and build micro-simulation models of the I-91 corridor inclusive of all freeway elements included in the study area as well as the crossings of the Connecticut River and the rotaries on the west side of the river. These models are the only effective means to evaluate net impacts in a situation where individual highway elements are closely spaced and constrained capacity (diverge to the South End Bridge from I-91 for instance) results in downstream impacts to other highway elements. HCM analysis only views these elements in isolation and does not completely capture potential impacts of the system as a whole.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Revitalization Potential

GPI would like to point out one additional caveat as it pertains to traffic impacts on abutting communities. The MGM Springfield casino proposal has been termed an urban casino. This is an appropriate classification, but one that may not completely capture the unique characteristics of this development proposal on the region. MGM Springfield is not just located in an urban context; it is reasonable to assert that it is to be located in the urban heart of greater Springfield and Pioneer Valley. Located just blocks from City Hall, it will be uniquely positioned to redefine downtown Springfield, more so than any other casino proposal considered in the Commonwealth. In fact this unique caveat of the project has been marketed as a factor in considering MGM Springfield:

MGM Springfield is the only Western Massachusetts resort-casino project that provides the region with the opportunity of a lifetime to revive its urban core. Additionally, MGM Springfield will provide connectivity to existing amenities throughout the area, many of which are the leading attractions in the region.

MGM Springfield celebrates Springfield as a "Gateway City" and with the millions of new visitors the project will draw to the area, we intend to return Springfield to the economic engine that it was once when Western Massachusetts flourished. Our unique urban design will encourage new tourism, culture and civic pride in Springfield and the region. MGM Springfield is simply the best choice to execute the turnaround this region has needed for many years.⁶

While this may be an incredible incentive to consider MGM Springfield, it should be noted that the traffic impacts considered in the TIAPS is limited to impacts associated with the specific casino development proposal. **If however this Project has the intended effect of being the catalyst to the revitalization of downtown Springfield, the traffic impacts considered may only represent an incremental portion of the greater traffic picture.** The quantity of unoccupied or underutilized building and land space in downtown Springfield that may be reoccupied (as a welcomed secondary effect of the project) is unknown. While this “revitalized” traffic potentially occurs by-right within the City of Springfield, it is still new traffic as it pertains to impacts on the surrounding communities. These communities could potentially see no positive economic impact from this revitalization, but bear an increased burden as a result of additional impacts to infrastructure this traffic entails. **Given the magnitude of the potential regional impacts, GPI recommends that any surrounding community agreements be**

⁶ <http://www.mgmpringfield.com/faqs/faqs.aspx>

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

developed through a prism of conservatism to account for the larger transformative potential this Project represents.

Relying on the look-back method to be the sole means of determining mitigation to address impacts on surrounding communities, as proposed by MGM, does not afford an appropriate level of conservatism for all communities. Please see the concerns regarding the look-back method as detailed in the final section of this memorandum. Exclusively regarding traffic, GPI believes a “hybrid” method would be appropriate in some circumstances. This hybrid-method should be a combination of upfront dollars to address specific infrastructure needs in combination with the look-back method for locations where the needs are less certain.

Community-Specific Traffic Impacts

Through this technical review GPI has weighed the impacts of the proposed casino development on each of the eight communities selected to be part of this review process. It is apparent that not all communities are impacted equally. Where appropriate GPI has identified specific concerns which should be addressed prior to the opening of MGM Springfield to mitigate impacts on these communities.

GPI has also noted in our discussions with these communities the distinction between infrastructure under local jurisdiction and that under Massachusetts Department of Transportation (MassDOT) jurisdiction. While GPI will certainly raise concerns related to state infrastructure as it pertains to relevant concerns of a community, it must be recognized that MassDOT is the ultimate decision maker regarding the needs of its infrastructure.

Agawam – Agawam is impacted by Project traffic as a portion of regional traffic from the south and west will be channelized through Town to the South End Bridge (Route 57) or the Morgan-Sullivan Bridge (Route 147) to and from the Project site. Based on GPI’s sensitivity analysis approximately 81 vehicle trips are expected to utilize roadways in Town during the Friday evening commuting peak hour. Agawam has signed a surrounding community agreement with MGM which contains the look-back provision for monitoring future mitigation needs. GPI has advised Agawam to monitor the Feeding Hills Center intersection (Springfield Street (Route 147)/Southwick Street (Route 57) at N/S Westfield Street (Route 187)), River Road at Main Street (Route 159), and the Main Street/Springfield Street intersections in addition to the South End Bridge rotary as the most likely locations to experience impact as a result of the casino proposal.

The South End Bridge rotary is still the singular largest concern in Agawam as it pertains to Project traffic. This location is a top 200 high crash location, and one that has been a longstanding bottleneck for regional traffic. Recently MassDOT has upgraded the pavement markings at this location to include two circulating lanes around the rotary. This appears to have

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

improved regional traffic flows, although anecdotal observations by Town officials indicated crashes have increased at this location since this upgrade has been implemented. Long term improvements at this location remain in preliminary conceptual phases and appear to be tied to the larger long-term future of I-91 on the opposite side of the Connecticut River. MassDOT through the MEPA process should weigh-in to determine what, if any, role MGM should play in addressing this long standing regional concern.

Chicopee – Project traffic impacts Chicopee most directly at the I-90/I-291 traffic signal. This location is under MassDOT jurisdiction and would ultimately fall to the state to determine the appropriate course of mitigation. Just to the north of this location however, is the traffic signal of Burnett Road at New Lombard Road. Traffic from this signal is known to back-up into the I-90/I-291 intersection. Given the heavy trucking traffic which occurs along the Burnett Road corridor, this back-up is a concern. The ability to upgrade/coordinate traffic equipment at this location should be investigated. The intersection of Center Street (Route 116) at Hampden Street/West Street is also a location of concern which may be impacted by MGM traffic. This location is a HSIP eligible location as it appears in PVPC's report on the Top 100 High Crash Intersections in the Pioneer Valley. GPI would suggest MGM facilitate a Road Safety Audit (RSA) through the Federal Highway Administration (FHWA) standard process at this location and commit to implementing any identified short-term improvements. Based on GPI's sensitivity analysis approximately 226 vehicle trips are expected to utilize roadways within the City during the Friday evening commuting peak hour (albeit a significant amount will only use state infrastructure to access the Mass Pike). GPI has advised the City to also monitor locations along Memorial Drive (Route 33).

The potential use of Westover Air Force Base for passenger air service has also been raised. MGM should convey any conversations they have had along these lines, if any, to the City.

East Longmeadow – East Longmeadow is impacted by Project traffic in that a portion of regional traffic from the south and east will be channelized through Town on North Main Street (Route 83) and further onto Sumner Avenue in Springfield. Based on GPI's sensitivity analysis approximately 88 new vehicle trips are expected to utilize roadways in Town during the Friday evening commuting peak hour. East Longmeadow has signed a surrounding community agreement with MGM which contains the look-back provision for monitoring future mitigation needs. GPI has advised East Longmeadow to monitor signalized locations along North Main Street (Route 83), and identified specific concerns related to this infrastructure, as the most likely locations to experience impact as a result of the casino proposal.

Holyoke – While it does not share a common border with Springfield, Holyoke is impacted by casino traffic in that it consolidates regional traffic from the north and west through the City and directs them to I-91. Based on GPI's sensitivity analysis approximately 81 new vehicle trips are expected to utilize roadways in City during the Friday evening commuting peak hour. The most

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

specific needs lay along the one-way pair of Hampden Street/Dwight Street (Route 141) corridors which are expected to accommodate traffic from South Hadley to I-91. GPI recommends that MGM facilitate a Road Safety Audit (RSA) through the Federal Highway Administration (FHWA) standard process of the Dwight Street and Hampden Street intersections with Pleasant Street and fund any short-term recommendations which result. Additionally, the residential cut-through street of School Street should be monitored in the look-back process to ensure this cut-through issue is not exacerbated by the Project. GPI has also advised Holyoke to monitor a number of locations in proximity to I-91 exits 15 – 17 as locations most likely to be impacted by the proposed casino.

It is the understanding of GPI that MGM is no longer engaging the City of Holyoke in the surrounding community process. Given its involvement in this process and that Holyoke is clearly more impacted by traffic than some communities which have signed surrounding community agreements, GPI is compelled to stress that Holyoke should be engaged in a manner similar to the other seven communities that were part of this review process.

Longmeadow – Longmeadow is impacted by Project traffic in two primary ways, traffic traveling directly to and from the Project site along Longmeadow Street (Route 5) and the impact to traffic along Route 5 that is incurred as the result of additional delay on I-91 as a result of Project traffic. Based on GPI's sensitivity analysis approximately 53 new vehicle trips are expected to utilize local roadways in Town during the Friday evening commuting peak hour. In addition however, Longmeadow is uniquely impacted by longstanding bottlenecks along I-91 around the Longmeadow Curve (the interchange of Route 5/I-91). MGM is projected to generate an additional 286 peak hour vehicle trips along this stretch of highway during the Friday evening commuting hour, an already congested period. GPI recommends that Longmeadow consult with MassDOT regarding these concerns. **At a minimum MGM should prepare a detailed traffic simulation model (utilizing a program like VISSIM) to demonstrate the additional impact MGM traffic has on the longstanding regional bottlenecks in this area.** The capacity analysis provided in the TIAPS is insufficient to understand the interaction various closely spaced highway elements have on one another. Highway Capacity Software (HCS+) analysis considers these elements in isolation, however clearly these elements impact one another quite regularly in a manner only simulation modeling can quantify. GPI recommends that this model include the entire I-91 corridor within the study area as well as both sides of the North End, Memorial and South End bridges. GPI has further advised Longmeadow to seek funds to upgrade signal equipment at the Longmeadow Street (Route 5) at Converse Street, Longmeadow Street (Route 5) at Forest Glen Road and Converse Street at Laurel Street intersections. In addition, monitoring was recommended for signalized locations along Longmeadow Street (Route 5), Shaker Road and Dwight Road as the most likely locations to experience impact as a result of the casino proposal.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

Ludlow –Based on GPI’s sensitivity analysis approximately 16 new vehicle trips are expected to utilize roadways in Town during the Friday evening commuting peak hour. Ludlow has signed a surrounding community agreement with MGM which contains the look-back provision for monitoring future mitigation needs. GPI has advised Ludlow to monitor locations along Center Street (Route 21) and West Street as the most likely locations to experience impact as a result of the casino proposal.

West Springfield – **Of all of the communities considered in this review process the Town of West Springfield is considered the most heavily impacted in relation to traffic.** Based on GPI’s sensitivity analysis approximately 135 vehicle trips are expected to utilize roadways in Town during the Friday evening commuting peak hour. This is traffic from not only the Town of West Springfield but also communities to the west which utilize Westfield Street (Route 20) to access the City of Springfield. GPI believes that traffic routed through West Springfield in the TIAPS analysis does not accurately reflect local traffic patterns. The TIAPS assumed that traffic to the Project site will utilize the North End Bridge to either access Main Street in Springfield or I-91 to further access the Project site. In actuality, traffic through West Springfield is expected to utilize the Memorial Bridge, given the lesser congestion issues and the direct proximity this bridge provides to the Project site. Traffic could potentially utilize Union Street/Memorial Avenue in a much more significant manner than projected in the TIAPS. Under this scenario capacity concerns at Union Street and Memorial Avenue would need to be addressed.

This adjustment does not encompass the full range of impacts. MGM Springfield is separated from West Springfield by only the Connecticut River. The Merrick section of West Springfield, an area that was hit especially hard by the recent tornado, lies on the other side of the Memorial Bridge from the Project site. It is expected that this will generate a pedestrian demand across the Memorial Bridge. There is also a large parking lot at the Century Center Plaza, and it is feasible that this may easily become an overflow parking location, or a location for charter busses to be stored. The seasonal effect of the Big E is also a concern. Further, the additional traffic identified as part of the larger revitalization of downtown Springfield would have the most significant impact along Memorial Avenue as this is a point of concentration for traffic destined to downtown Springfield. **GPI has advised the Town of West Springfield to seek direct mitigation to address Memorial Avenue, which is in need of investment, from Union Street to the Memorial Bridge.** In addition GPI has advised West Springfield to monitor other locations along Park Street, Elm Street and Memorial Avenue (Route 147).

Wilbraham –Based on GPI’s sensitivity analysis approximately 36 new vehicle trips are expected to utilize roadways in Town during the Friday evening commuting peak hour. Wilbraham has also signed a surrounding community agreement with MGM which contains the look-back provision for monitoring future mitigation needs. GPI has advised Wilbraham to monitor locations along Springfield Street and Boston Road (Route 20) as the most likely locations to experience impact as a result of the casino proposal.

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

One caveat with the Town of Wilbraham is the existing project currently on the 2015 Transportation Improvement Program for the Pioneer Valley (TIP) to reconstruct Boston Road (Route 20) from Pasco Road in Springfield to Stony Hill Road in Wilbraham. This project extends only ¼ mile into Wilbraham from the Springfield city line. It is the understanding of GPI that the City of Springfield may be completing this project as a City project and withdrawing all but the Wilbraham portion from the TIP. This would leave the ¼ mile segment of Boston Road previously part of this TIP project unfunded. Furthermore, the signalized intersection of Stony Hill Road with Boston Road is a top 200 high crash location in the state. As the most likely route to be impacted by Project traffic, GPI recommends that all stakeholders, Town of Wilbraham, City of Springfield, MGM and MassDOT coordinate to develop a means to ensure that Boston Road from the city line and including the Stony Hill Road at Boston Road intersection be addressed.

Look-Back

Finally, GPI wants to note our concerns regarding the look-back methodology to mitigate impacts from the proposed casino Project. The look-back methodology was an element that MGM has suggested to mitigate true impacts resulting from the proposed casino after construction is complete. Theoretically this could be a valuable tool to ensure that real impacts, as they materialize, are addressed. In reality however a clear and concise methodology has not been proposed. These communities are being asked to trust that MGM will engage them in good faith at a later date well after the conclusion of the MassGaming Commission process. Given the number of variables which would have to be monitored it is easy to contemplate a scenario where MGM may attempt to dispute any real responsibility related to traffic impacts. Besides deferring any mitigation for at least one year after grand opening of the casino Project, the look-back methodology imposes a significant burden on the communities to determine impacts, rather than the applicant. These communities will not only need to monitor traffic conditions, but understand seasonal variation, keep close tabs on other development proposals and generally invest time and effort ensuring they are well prepared to justify mitigation requests. The scope of these studies has also not been defined, including such aspects as what time periods are under consideration, the independent party determining the rate at which regional traffic is growing or declining, and the role increases in crash frequency plays. An additional concern is the potential disincentive for local municipalities to fix their infrastructure in deference to potentially asserting MGM's responsibility. There are a number of issues which raise concerns about the actual effectiveness of the look-back methodology, which at its core seems to defer a community's ability to have the MassGaming Commission be the ultimate arbiter of necessary infrastructure mitigation. GPI views the look-back methodology to be a tool which should only be employed if there is genuine ambiguity about potential impacts at any given location. It is preferable to

REGIONAL TRAFFIC IMPACT PEER REVIEW

Proposed MGM Springfield Development – Springfield, Massachusetts

address locations where infrastructure needs and impacts are likely with specific mitigation from the onset, whether those locations were included for study in the TIAPS or not.

As part of their discussions with the eight affected communities, MGM has suggested the future involvement of the PVPC and GPI (or a similar consultant) to assist in the review and oversight of data collection required as part of the look-back methodology. In order to implement this approach, an agreement between MGM and the affected communities will be necessary as well as funding to support this work.

EXHIBIT

29

Pedestrian struck, killed by tractor trailer on I-91

Highway now back open, 1 person dead

Nicole Nalepa

Anthony Fay

Updated: Tuesday, October 22, 2013, 3:29 PM EDT

Published: Tuesday, October 22, 2013, 4:07 AM EDT

LONGMEADOW, Mass. (WWLP) - A young woman has died after a major accident Tuesday morning on I-91 Southbound in Longmeadow, just before the Connecticut state line.

According to State Police spokesperson David Procopio, the woman, identified as **Shamonica Bates**, 22 of Hartford, was on foot when she was struck by a tractor trailer around 2:30 A.M.

Investigators are still trying to figure out exactly what happened, including why the woman was not in a car. Procopio says that the preliminary investigation suggests that she may have been inside a car and gotten out prior to the crash.

The crash victim's name is not being released at this time.

For hours, State Police closed a section of I-91S between Massachusetts Exit 1 and Connecticut Exit 49. During that time, traffic was being diverted back onto **I-91 North**, and Exit 1 towards Route 5 south. Traffic could be seen backed up for miles from Springfield into Longmeadow.

The highway was reopened at 6:15 A.M.

22News will continue to follow this story, and update you as more information becomes available.

Trending on WWLP.com

7 Day Forecast

Western Massachusetts Forecast Discussion | WWLP.com

Polar Vortex Challenge: A frigid, but free, lunch | WWLP.com

Thawing frozen pipes safely | WWLP.com

Nancy Dell: Does Garcinia help weight loss; Gluten free reduce weight, blood sugar? | WWLP.com

EXHIBIT

30



Fatal accident closes Interstate 91 northbound in Longmeadow

Jeanette DeForge, The Republican By Jeanette DeForge, The Republican

Follow on Twitter

on November 10, 2013 at 6:08 PM, updated November 11, 2013 at 3:21 AM

LONGMEADOW - A fatal accident between a tractor trailer truck and at least one car has closed Interstate 91 northbound for the next few hours.

The accident happened around 6 p.m. and one car was fully engulfed, according to the Massachusetts State Police in Springfield.

The officer confirmed at least one person has died. Police are still sorting out what happened, how many vehicles are involved. The victim who died was in the car, police said.

The Longmeadow Fire Department has responded to the scene as well, Longmeadow officials said.

Interstate 91 is closed at the 2-mile mark. People heading north from Connecticut should get off on exit 48 or 49 in Enfield and head north on Route 5, state police said.

© 2014 masslive.com. All rights reserved.



Interstate 91 accident in Longmeadow caused by couch cushions in road

Jeanette DeForge, The Republican By Jeanette DeForge, The Republican

Follow on Twitter

on November 10, 2013 at 8:50 PM, updated November 11, 2013 at 3:20 AM

LONGMEADOW – The driver of a SUV was killed after his car collided with a tractor trailer truck on Interstate 91 and then burst into flames Sunday.

The crash, which happened at 5:51 p.m., forced all lanes of the northbound side of the highway to be closed for hours as police cleared the accident and investigated the cause. One lane of the highway had been reopened as of 8:20 p.m. but there are still major traffic jams on the interstate as well as in Longmeadow.

The preliminary investigation showed the driver of a Jeep Grand Cherokee swerved to avoid couch cushions that were in the roadway.

“At some point, the Jeep made contact with a tractor trailer truck in an adjacent lane. The Jeep immediately caught fire after colliding with the tractor trailer,” according to a statement from the Massachusetts State Police.

The driver of the Jeep, whose name was not immediately known, succumbed to the fire and died at the scene, police said.

The name of the tractor trailer driver and company are not yet being released, police said.

The accident happened near the Connecticut state line at the 2.2 mile marker. All northbound lanes were closed for hours after the accident and Connecticut State Police diverted drivers heading northbound off the highway at exit 49 in Enfield and also attempted to turn around drivers stuck on the highway as well.

Traffic is being diverted by Connecticut State Police at exit 49 just prior to the Massachusetts state line. The traffic that is stopped in the 2.2 miles of roadway, had been turned around and directed off the highway in Connecticut.

Police in Longmeadow said the diverted traffic has caused serious back-ups on Route 5 and other streets in the town as drivers looked for alternate routes. Although one lane of the highway is open, it will take some time for traffic to clear.

Troopers are being assisted on scene by members of the **Massachusetts State Police** Crime Scene Services Section, State Police Collision Analysis Reconstruction Section, State Police Detectives assigned to

the Hampden County District Attorney's Office, State Police Troop B Community Action Team, State Police Commercial Vehicle Enforcement Section, Massachusetts Department of Transportation, the Hampden Medical Examiners Office, Hampden County Assistant District Attorney, Connecticut State Police and Longmeadow Fire Department.

State Police is asking for information from anyone who saw a dark colored pickup truck pulled over on 91 north in Longmeadow, shortly before the 5:50 p.m. accident or has information about the truck, to contact the State Police Springfield Barracks at (413)736-8390.

© 2014 masslive.com. All rights reserved.

EXHIBIT

31



Tractor trailer crash prompts state police to close southbound lanes of Interstate 91 in Longmeadow

mm-longmeadow-tt-91.jpg

01.02.2014 | LONGMEADOW -- A tractor trailer crash closed the southbound lanes of Route 91 Thursday morning. (*Massachusetts State Police*)

George Graham, The Republican By **George Graham, The Republican**

Follow on Twitter

on January 02, 2014 at 10:58 AM, updated January 02, 2014 at 2:25 PM

UPDATE, 2:25 p.m.: Massachusetts State Police reports all southbound lanes are now open.

UPDATE, 2:10 p.m.: Just after 2 p.m., traffic was at a standstill in the southbound lanes in downtown Springfield, and backed up beyond the metro center.

UPDATE, 1:27 p.m.: The Department of Transportation reports that one lane has reopened; two lanes remain closed.

LONGMEADOW - State police have closed the southbound lanes of Interstate 91 while emergency personnel remove a tractor trailer that jack-knifed through a guardrail near Exit 1.



01.02.2014 | LONGMEADOW -- Massachusetts State Police direct southbound traffic on Rt. 91 up exit 1 and through Longmeadow Thursday morning due to a jack-knifed tractor trailer on Rt. 91 south in Longmeadow. Southbound cars were also turned around and directed to go back north in the southbound lane to exit 1. Those cars are visible at right.

State Police Lt. Paul D'Auteuil said no injuries were reported in the crash, reported around 10 a.m.

D'Auteuil, speaking at about 10:45 a.m., said that stretch of the interstate will likely be closed for another hour.

Southbound traffic is being detoured off Exit 1 and onto Route 5.

© 2014 masslive.com. All rights reserved.

I-91 South in Longmeadow open after truck crash

Trending on WWLP.com

By Mark Wiernasz

ted: Thursday, January 2, 2014, 2:43 PM EST
shed: Thursday, January 2, 2014, 10:22 AM EST

Related Content

Traffic now moving on Pike in Westfield

Roads becoming trickier as day goes on

Hampshire Cty roads slippery for commute

LONGMEADOW, Mass. (WWLP) - All lanes of traffic has opened up on Interstate 91 southbound in Longmeadow, following a tractor trailer crash late Thursday morning.

- Springfield Webcam

Massachusetts State Police Lt. Paul D'Auteuil told 22News that the accident happened between Exit 1 and the Connecticut state line, which shut down the entire roadway in the area for hours.

Just after 2:00, the Massachusetts Department of Transportation tweeted that the all lanes are now open and that traffic is no longer being detoured onto Route 5.

Western Massachusetts Forecast Discussion | WWLP.com

7 Day Forecast

Polar Vortex Challenge: A frigid, but free, lunch | WWLP.com

Woman killed in rollover crash | WWLP.com

Thawing frozen pipes safely | WWLP.com



Comments for this thread are now closed.

4 comments

★ 1

Oldest

Community

Share

Login



Complacency • 8 days ago
Hopefully thats not fuel leaking...

• Share >



Rob → Complacency • 8 days ago
It is fuel leaking.

1 • Share >



HoulieMon • 8 days ago
Bronco Billy will be out trapping with a vengeance !

• Share >



Rob • 7 days ago
Go figure, it was an NEMF truck. As much respect as I have for most truck drivers, these guys drive like total idiots. They have total disregard for rules and regulations, and general laws of the road.

• Share >

Latest News



GED test being replaced in Massachusetts Updated: 2 minutes ago

The old GED test is going away, and being replaced with a new computer-based test, which could provide new challenges for people looking to advance their education.

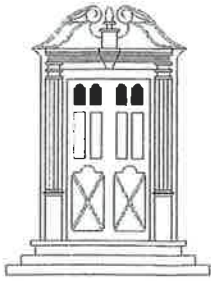


High heating oil prices causing hardship Updated: 16 minutes ago

Some Western Massachusetts homeowners are making sacrifices just to pay their heating bills this winter.

EXHIBIT

32



incorporated 1783

town of
LONGMEADOW, MASSACHUSETTS

31 Pondsideroad – 01106
TEL (413) 567-3400 ~ FAX (413) 567-9018
e-mail: publicworks@longmeadow.org



DEPARTMENT OF PUBLIC WORKS

Date: December 30, 2013

To: Stephen Crane, Town Manager
From: Yem Lip, P.E., Town Engineer

RE: MGM Casino DEIR

Here is a brief synopsis of the DEIR Report findings regarding the potential traffic impact of the proposed MGM casino to the Town of Longmeadow.

The DEIR Report includes traffic studies, including the study undertaken by TEC. The TEC Traffic Study also includes traffic impact mitigation measures. However, based upon VHB's 2011 evaluation of the streets in question, using data provided by PVPC, and representing traffic patterns in 2009 and 2002, I believe that the mitigation measures proposed by TEC will be inadequate to fully mitigate the negative traffic impact to the Town.

The DEIR report does not include the all of the findings by GPI, the independent third-party peer-reviewer that was selected by PVPC, and approved and funded by the MGM casino proponents.

Specifically, the rate of trips per hour on I-91 and RT-5, used as a benchmark by GPI, was 20% higher than that of TEC. GPI highlighted the impacts to Longmeadow, including:

- Traffic impact to I-91 at a rate of 286 trips per hour
- Impact to Longmeadow St/RT-5 at a rate of 53 trips per hour
- Impact to level of service at the intersection of Longmeadow St/RT-5 at Converse St
- Impact to level of service at the intersection of Longmeadow St/RT-5 at Forest Glen Rd
- Impact to level of service at the intersection of Longmeadow S/RT-5t and Laurel St
- Traffic impact to Longmeadow St/RT-5 as a result of additional delays on I-91, due to the casino. GPI predicts that the traffic spillover from I-91 could be significantly higher than current trip-generation models suggest.

Based on VHB's 2011 evaluation of the three aforementioned intersections, using data collected by PVPC in 2009 and 2002, the following determinations were made:

- Intersection of RT-5 at Forest Glen/Western Dr has an overall LOS of D in morning peak hours and LOS of C during evening peak hours. The northbound land on RT-5 has a level of service of F.
- RT-5 at Converse St/Englewood Rd has an overall LOS of B for both morning and evening peak hours with a D level of service on the westbound land on Converse St.
- Converse St at Laurel St has an overall LOS of C and B for morning and evening peak hours respectively. The Converse St westbound land has a level of service of D.

Presently, there is a high crash rate within the Longmeadow St/Converse St corridor, which is a clear indication of over-capacity intersections and roadways. Additionally, extensive vehicle queuing has been observed during commuter peak hours (weekday mornings: 7-9 a.m., and weekday evenings: 4-6 p.m.) The additional traffic from the casino's operation will only add to the congestion and increase the likelihood of collisions.

In January 2013, Longmeadow Engineering Department proposed the following projects, to be paid for through TIP funds: Roadway widening, additional lanes, and new traffic and pedestrian signals for the three above intersections. In contrast, the TEC-proposed mitigation plan merely calls for optimizing signal timing and signal-phasing modifications.

There has been a trend over the past 6-8 years whereby traffic on RT-5 has been decreasing, while I-91 has seen a slight increase in traffic. In the future, as the Springfield economy rebounds, owing to the MGM's claim of an "opportunity of a lifetime to revive its urban core" it is only natural to assume that traffic flow will increase, due to the abundance of new local business. Again, the current infrastructure, even if signal timing and phasing modifications are made, will be insufficient for the expected increase in traffic flow.

An increase in the traffic volume on I-91 in Longmeadow, is simply put, an increase in the overall traffic volume in Longmeadow. Moreover, because reconfiguration of the problematic I-91 "Longmeadow Curve" has been put off seemingly indefinitely, it translates directly to an overall traffic negative traffic impact to all Longmeadow roads, and even more directly to an increase to the traffic on RT-5, as spillover becomes even more of an issue.

EXHIBIT

33



Memo

To: Stephen Crane, Town Manager
From: Eric Madison, Fire Chief
CC: Don Jutton, MRI
Date: January 9, 2014
Re: Fire Department Overview

I offer the following:

1) Fire Department involvement associated with accident response to Interstate 91

The Town of Longmeadow is responsible for responding to accidents for I-91, which includes dispatching provide fire and ambulance related services.

Since every accident is different, requiring a varied response from the fire department, the information provided is an average based upon Fiscal Year 2013 experience.

- 22 responses for accidents on I-91 in FY 2013
- Average total time of response 36 minutes per incident
- Average straight time rate of on duty crew is based on staffing of 3.5 firefighters and 1 captain
- Average call back (overtime) 5 personnel (all overtime assumes 4 firefighters and 1 Captain)
- Minimum overtime paid per Collective Bargaining Agreement is 2 hours, 4 hours from 11:00 p.m. to 7:00 a.m.
- 23% of the accidents occur after 11:00 p.m. and before 7:00 a.m. (impacting minimum overtime paid)
- Response minimally 1 Engine and 1 Ambulance from Longmeadow

2) Fire Department response to another town on mutual aid

The figures below are also based upon fiscal 2013 experience.

- 7 mutual aid responses in 2013
- Average total time of response was 87 minutes (about 1.5 hours per call)
- Average straight time rate of on duty crew is based on staffing of 3.5 firefighters and 1 captain
- Average call back (overtime) 5 personnel (all overtime assumes 4 firefighters and 1 Captain)
- Minimum overtime paid per CBA is 2 hours, 4 hours from 11:00 p.m. to 7:00 a.m.
- 1 response was between 11 p.m. and 7:00 a.m.
- Response is normally 1 Engine, or Marine #1 on the Connecticut River
- These mutual aid responses do not include Ambulance calls

EXHIBIT

34



Town of Longmeadow Police Department



Chief Robert F. Siano

rsiano@longmeadow.org

Dispatch (413) 567-3311
Chief's Office (413) 565-4192
Fax (413) 565-4197
WWW.longmeadowpolice.com

To: Town Manager Stephen Crane
From: Chief Robert Siano
Subject: Staffing/DWI Response
Date: January 9, 2014

Stephen;

The Police Department operates on a "4/2" shift during evenings. On four (4) nights, there are three (3) patrolmen and one (1) supervisor. On two (2) nights, there are two (2) patrolmen and one (1) supervisor. This is a rotating schedule and the staffing is not tied to any day of the week. There are four (4) or five (5) officers on duty during a twenty-four (24) hour shift, depending on injury, vacation, and the like.

Persons arrested for DWI are booked according to our Rules and Regulations. The on-duty supervisor usually responds to the scene of the stop to ensure proper procedures are followed. Additional officers also usually respond to the stop as well, to assist with traffic control, and motor vehicle inventory subsequent to the arrest. They are also usually present to make observations during the Standardized Field Sobriety Testing (SFST), and fill out a vehicle tow log while awaiting the tow truck. The arrestee, the officer making the arrest and the supervisor return to HQ to do formalized booking.

Our dispatcher attempts to contact a cell monitor (usually a trained civilian-if available). If we cannot obtain a civilian cell monitor, we have a patrol officer watch the prisoner (on overtime). Depending on individual circumstances, the Clerk/Magistrate on-call is notified that we have an arrest. He/she makes a determination if the prisoner is to be released on bail, or he/she should be held for the next court date. If a prisoner is held over a 3-day weekend, we need to provide cell watch coverage (civilian or patrol), and food, for the time he/she is held. When the arrestee is transported to court, we must send two officers (usually one on overtime from previous shift) with him/her for safety.

If for any reason, the prisoner needs to be transported to the hospital, an officer must accompany the prisoner as long as he/she is there.

The court processes usually requires the arresting officer, booking supervisor, and back-up officers for testimony. There are usually at least 4 court appearances for all these officers (on overtime). We recently had one DWI trial that lasted for 4 years and officers made over 22 appearances at the various trials, motions and appeals.



Estimate of costs:

- Civilian cell monitor
- Officer to do cell monitor or hospital duty overtime
- Food for prisoner
- Cleaning of blankets in cell
- Court to testify for trial @ 4 days. @ 4hr. overtime minimum
- Supervisor
- Patrol

Each court appearance totals@ 4hr. min
 Supervisor
 Patrol

6 hr. average stay in cell for civilian as cell monitor
 6 hr. average stay in cell for patrol officer as cell monitor

Cost breakdown- motor vehicle stop through adjudication for prisoner making bail held for 3 hrs. using civilian cell monitor:

Initiating officer making stop with a back-up officer and supervisor. Cell monitor to watch prisoner for 4 hrs

- Civilian monitor
- Patrol officer (4 hr. minimum)

Extra shift call-in costs to cover town during booking:

6 hr. shift overtime coverage for patrol officer + 40% benefits
 (FEMA cost estimates) Cruiser used for additional patrol
 Actual patrol cost include per-mile expense

Transport prisoner to court (if not bailed)- 2 officers (one held over from mid shift for 1 hr.)

Court proceedings-

- Arraignment
- Motion hearing- 2 officers (@ 4hr. min.)
- 1 Supervisor (@ 4hr. min)

- Trial 2 officers (@ 4hr. min.)
- 1 Supervisor (@ 4hr. min)

DWI arrests for 2010=10; 2011=14; 2012=21; 2013=22



Town of Longmeadow

EXHIBIT

35

Traffic Impacts of the MGM Springfield Casino on Longmeadow

Preliminary Findings Report – December 17, 2013

Introduction

MGM Casinos has recently proposed a new casino in Downtown Springfield, Massachusetts, for the Western Massachusetts license allowed under the Massachusetts Gaming Act. As the MGM Springfield proposal is the only current potential applicant for this license, it appears to have a high likelihood of success. Because of the size of the facility and the level of activity, the proposed casino is expected to have a significant and noticeable impact on traffic within the surrounding communities, along with downstream impacts on related issues such as driving under the influence, crash rates, and emergency response.

The Town of Longmeadow has asked Parsons Brinckerhoff to undertake a review of the potential impacts of the MGM Springfield casino proposal on Longmeadow, assess whether these impacts will be noticeable within Longmeadow, and develop potential mitigation proposals. These mitigation proposals can then be discussed with MGM Springfield, the Gaming Commission, and others.

This review includes the following components:

- Brief summary of the Pioneer Valley Planning Commission’s ongoing peer review of the MGM traffic impact analysis;
- Discussion of traffic Impacts to Longmeadow; and
- Proposed mitigation.

Pioneer Valley Planning Commission Peer Review

The Pioneer Valley Planning Commission (PVPC) is undertaking a peer review of the traffic impact analysis that is being produced by TEC Engineering of Lawrence on behalf of MGM Springfield. This peer review is intended to provide the communities surrounding Springfield with an unbiased assessment of MGM’s traffic analysis and determine whether there are adjustments needed to the methodology, assumptions, or conclusions. PVPC has retained Greenman-Pedersen, Inc. (GPI) to perform this peer review, and they are currently in the process of completing their work. This includes clarifying the rights that surrounding communities have within the context of the Gaming Act, analyzing the methodology and assumptions, and highlighting the impacts on the surrounding communities. Parsons Brinckerhoff has reviewed their initial summary presentation and found that this analysis represents a fair and credible review of TEC’S work as it relates to the surrounding communities.

While this work is still ongoing, GPI briefed neighboring communities on their progress (December 10, 2013) and noted a number of issues with MGM’s analysis which they believe need to be addressed to improve the accuracy of the analysis:

- Trips generated by the gaming portion of the proposed casino should be increased by approximately 20 percent.
- MGM’s analysis of where gaming trips will be arriving from (the so-called “local draw”) has been adjusted based on factors that are not totally clear, such as the facility being located in an urban area and the ban on indoor smoking. Without further backup on the reasoning behind these decisions, it is difficult to assess whether these adjustments are reasonable.
- The analysis of where casino employees will live is based on current employment within Springfield, whereas the casino may draw from a wider area.

Based on these factors, GPI is expected to recommend changes to both the volume of traffic that is generated and travel patterns of these trips within the area. Parsons Brinckerhoff staff concurs with GPI’s findings as presented on December 10, 2013 and have incorporated the proposed revised traffic numbers in subsequent discussion of traffic impacts below.

Summary of Impacts

Table 2 compares the results of the two traffic analyses in terms of the increase in vehicular volumes on both Interstate 91 and US US-5 / Longmeadow Road, indicating that the original TEC/MGM analysis underestimates the increase in traffic volumes.

Table 1: Comparison of Traffic Volumes from TEC and GPI Traffic Analyses

	Volume Increase	
	I-91	US-5 / Longmeadow Road
TEC/MGM Analysis	253 vehicles	53 vehicles
GPI/PVPC Analysis	286 vehicles	36 vehicles

While Level of Service (LOS) results presented based on these volumes seem to indicate minor or no impacts associated with the project (*Draft MGM Springfield Assessment of Impacts, Chapter 6*), the analysis does not tell the full story:

- LOS results shown in Chapter 6 indicate that intersection LOS at the Longmeadow Drive intersections with Western Dr/Forest Glen Road (LOS C) and Converse St (LOS B) will operate well and not change with the project. However, closer inspection of the analysis outputs shows that the Longmeadow/Forest Glen Rd intersection has a volume/capacity ratio of 0.95, indicating that the intersection has very little reserve capacity. The additional demand estimated by GPI, or occurrences

of even modestly higher demand than forecast, could degrade the LOS fairly rapidly given the intersection's high V/C, as there is a non-linear relationship between V/C and delay when V/C is this high. It is imperative that this intersection operate optimally if it is to carry additional traffic.

- I-91 is forecast to operate very poorly (LOS F) in the vicinity of the Exit 1/2/3 interchange. The effects of congestion here have not been fully considered in the MGM analysis. It is likely that mainline congestion would affect all US-5 traffic traveling northbound, whether destined for I-91 or using the collector-distributor lanes to continue into downtown Springfield. Further, significant congestion on I-91 is likely to divert traffic to US-5, which is the only parallel route adjacent to the Interstate and therefore subject to trip diversion—particularly given the relatively easy access to/from US-5 at either end of Longmeadow. To a certain extent, this is a preexisting problem of regional significance and it is under MassDOT's jurisdiction, but project-related traffic will exacerbate problems at this location. A traffic simulation of this portion of I-91, US-5, and the interchange would provide a much more complete understanding of these potential impacts, and would also allow for the development and evaluation of more specific mitigation measures. This type of simulation would need to be coordinated with MassDOT's review of the casino.
- The intersection of Converse Street and US-5 has been identified as a high crash rate location based on MassDOT crash data. This is likely a result of the inability of the current signal to process the existing traffic demand, leading to significant queuing and the potential for collisions and other safety problems.
- Among neighboring communities, Longmeadow's situation is unique in that the town will face not only recurring, daily impacts, but periodic severe impacts related to trip diversion from I-91. An average of 43 crashes occurs on this segment of I-91 annually (based on 2009-2011 crash history). Heavy weekend traffic associated with travelers from Connecticut and New York is commonplace as well, and occasional events (e.g., the Big E) also stress the operation of the Interstate system. During such events, diversion of traffic to US-5 typically occurs, quickly overwhelming the local highway system. While this occurs without the project today, conditions will worsen with additional project-related trips. Of particular concern are how such events can create gridlock conditions that impact emergency responders. Measures to move traffic along the US-5 corridor as effectively as possible while also ensuring accessibility from side streets are critical.
- Increases in traffic on US-5, I-91, and other Longmeadow streets will increase the service burden for emergency responders. These impacts are quantified by others in a separate report.

Comparison to Nearby Communities

West Springfield and Agawam are both potentially surrounding communities with Agawam having entered into a Surrounding Community Agreement with MGM Springfield. Table 2: Comparison of Traffic Volume Increases in Nearby Communities provides a comparison of the total increase in traffic volumes for Longmeadow as compared to these two communities, based on GPI's analysis.

Table 2: Comparison of Traffic Volume Increases in Nearby Communities

Town	Agawam	West Springfield	Longmeadow
Increase in Traffic Volumes	+81 (South End Bridge / Agawam Rotary)	+45 (North End Bridge) +90 (Memorial Bridge)	+286 (I-91) +53 (US-5)

While it is not necessarily appropriate to compare volume increases on limited access highways such as I-91 to those that occur on arterial roads, these numbers do demonstrate that as a community, Longmeadow will be the recipient of significantly higher traffic volume increases (as compared to Agawam and West Springfield), with resulting impacts on traffic flow, public safety, public health, and emergency response.

Potential Mitigation Measures

The proposed mitigation program looks to address potential impacts in two primary ways:

1. By ensuring that the system can nimbly react to changes in traffic conditions and operate as efficiently as possible, and
2. By minimizing the adverse effects of traffic on residents.

The following mitigation measures are recommended:

- Replace or upgrade traffic signals and controller equipment, including possible incorporation of adaptive signal technologies to manage unpredictable changes in traffic conditions, at key locations on Route 5 in Longmeadow. Along with these signal upgrades, there are related opportunities to make operational improvements at these intersections, such as turn lanes and geometric improvements. Based on GPI’s analysis, we would recommend improvements at the following locations:
 - US-5/Forest Glen Road – Replace signal controller and signal equipment, add pedestrian signals, construct a right turn lane from Forest Glen Road WB onto US-5 NB, and reconstruct intersection. \$1,900,000
 - US-5/ Converse Street – Replace signal controller and signal equipment, add full detection, construct a right turn lane from Converse Street WB onto US-5 NB, and reconstruct intersection. \$1,100,000
 - Converse Street at Laurel Street – Install new traffic signal and reconstruct intersection. \$700,000
 - US-5/Bliss Drive – Upgrade signal controller, add full detection, add pedestrian signals and additional signal heads. \$300,000.
 - Converse Street at Dickinson Street – Geometric improvements to provide a right turn lane from Converse Street WB to Dickinson Street NB. \$500,000

- Add neighborhood protection and traffic calming features to cross streets along US-5, as well as pedestrian improvements and enhanced crosswalk markings along US-5. \$250,000
- We would also recommend that Longmeadow work with MassDOT to study and implement the following mitigation actions that are under MassDOT jurisdiction:
 - Improvements at the US-5/I-91/Longhill Street interchange (Exits 1/2/3) are critical to ensure accessibility for Longmeadow residents and emergency responders.
 - Improved roadway surveillance/management tools on I-91 south of Springfield.
 - As noted above, a traffic simulation of the Exit 1/2/3 interchange would provide a much more detailed understanding of operational issues at this location and allow for the development of more focused mitigation measures.

Look Back Analysis

MGM Springfield has suggested that mitigation for the casino be done through a “look back” approach, with followup traffic counts and analysis to identify mitigation improvements that can address casino impacts. While we strongly encourage the development and implementation of mitigation measures in advance of the casino opening based on a prospective analysis, we also believe that it is important for there to be ongoing monitoring of key locations within Longmeadow, to identify impacts that have not been mitigated and develop mitigation strategies. We would therefore suggest that yearly traffic counts and analysis be conducted at the five intersections listed above in the mitigation section, as well as at additional location on the Longmeadow border, along US-5, and key other intersections within the town. In total, we would recommend ongoing monitoring and analysis at 15 locations within the town, at a yearly cost of \$200,000.

EXHIBIT

36



MEMORANDUM

To: Stephen Crane, Town Manager
From: Don Jutton, MRI
CC: Chief Eric Madison and Chief Robert Siano
Date: December 17, 2013
Re: Information Request re: Public Safety & Community Service Impact Costing

This memo is written pursuant to your e-mails of 11/20/13 and 12/5/13 regarding the desire for answers to the following:

November 20, 2013 E-Mail

1. The cost to the police department for each DUI
2. The cost to the fire department for each call to an accident on 91
3. The cost to the police department to have an extra shift called in if 91 is shut down
4. The cost to the fire department to respond to another town in mutual aid

December 5, 2013 E-Mail

1. If both ambulances are out, what is the cost of overtime for fire department coverage
2. Cost of mutual aid for fire department
3. Cost of extra police officer Friday night through Monday morning and one evening a week. Include cost of extra car if needed.

4. Cost of outsourcing 25 hours/week inspector
5. Cost of outsourcing 25 hours/week social worker
6. Cost outsourcing 10 hours/week health inspector
7. Cost to repave Longmeadow Street and Converse Street in an accelerated schedule (assigned to PB)
8. Cost of 3 hours of DPW time per week

Based upon information provided by the Police Chief and Fire Chief, I employed a fairly standard methodology to answer the above questions. I first created a “fully loaded labor charge” and then developed a set of assumptions which combined the provided information with my experience in other jurisdictions. I then applied the labor charge against the listed assumptions to arrive at the projected cost. With regard to the questions about contracted services, I simply employed an estimated hourly rate based upon my experience here at MRI, since we provide contract services of the type described here in New Hampshire. While some fine-tuning may improve the degree of precision and accuracy, I am comfortable that the projections are reasonable and justifiable within a few percentage points and therefore suggest that you can be comfortable using them for planning purposes in the initial assessment process.

EMERGENCY RESPONSE RELATED IMPACTS ASSOCIATED WITH CASINO TRAFFIC

Based upon traffic impact data provided as part of the approval process, it is expected that the additional traffic introduced into the regional network can be expected to result in an additional 3 (actually 2.6) accidents on I91, requiring response from the Longmeadow Fire Department, and an additional 3 (actually 3.1) accidents on Route 5, requiring both Police and Fire response in Longmeadow.

This translates into an additional cost:

- \$9,720 (less possible insurance reimbursement) for the Fire Department (\$1,620/call X 6)
- \$450 for the Police Department (\$150/call X 3)

POLICE DEPARTMENT

The cost to the Police Department for each DUI is estimated at \$4,500.00 per incident.

This cost is based upon the following known actual costs, applied to assumptions which are based upon past experience translated into time estimates for 3 sequential components associated with apprehension/arrest, processing, and prosecution.

- Patrol Officer: \$50/hour (includes benefits & payroll admin); \$75/hour overtime rate
- Patrol Supervisor: \$60/hour; \$90/hour overtime rate
- Civilian cell monitor and facility expenses (meal & cleaning): \$25/hour
- Police Cruiser: \$25/hour
- DWI arrests for 2010=10; 2011=14; 2012=21; 2013=22
 - ✓ Assumption 1: Initiation of a DUI stop through the booking process requires 3 hours of a patrol officer; 2 hours of patrol supervisor; 1 hour of a back-up patrol officer; plus 6 hours of cruiser time = estimated average cost of \$450.
 - ✓ Assumption 2: After booking an individual under arrest, subject will remain in custody requiring a cell monitor for 6 hours @ \$25/hour = average cost of \$150.
 - ✓ Assumption 3: The court processes requires the arresting officer, booking supervisor, and back-up officers for testimony. There are usually at least 4 court appearances @ 4 hours per appearance for all these officers (on overtime); 2 officers @ 16 hours each X \$75/hour = \$2,400; and 1 supervisor @ 16 hours X \$90/hour = \$1,440; total average cost for prosecution = \$3,880

The cost to have an extra police shift called in if I91 gets shut down is estimated at \$5,000.00 per incident.

Assumptions: All personnel called back will be entitled to OT pay and staffing for such an emergency event will consist of 4 patrol officers and 2 supervisors, all deployed in marked police cruisers.

- 4 patrol officers @ 8 hours each @\$75/hour = \$2,400.00; 2 supervisors@ 8 hours each @ \$90/hour = \$1,440; and 6 cruisers @ 8 hours each = \$1,200.

The cost of an extra police officer Friday night through Monday morning, and one evening a week, including cost of an extra cruiser: \$211,575 annually plus 1 time cost of \$35,000

- Assumption 1: Additional coverage will begin on Friday at 4pm and extend through Monday at 12am, plus one mid-week shift (64 hours per week). This extra coverage will create 8 additional patrol shifts per week. The Town will hire 1 full-time patrol officer to accommodate coverage for 5 shifts; the 3 additional shifts will require OT coverage. 5 patrol shifts (40 hours @ \$50/hour) = \$2,000; 2 patrol shifts (24 hours @ \$75/hour) = \$1,800. TOTAL weekly cost: \$3,800. Total annual cost: \$197,600.
- Assumption 2: The existing level of supervision is adequate to accommodate oversight of 1 additional patrol shift during these hours.
- Assumption 3: The Department will require an additional cruiser to accommodate deployment of personnel to accommodate his expanded coverage, requiring that the Town initially expend \$35,000 to purchase and equip a cruiser, and thereafter, replace this cruiser after it has been deployed for 3200 patrol shifts (typical 3 year replacement cycle); therefore, the cost of an average cruiser acquisition is approximately \$11 per patrol shift (\$35,000 divided by 3200 shift life expectancy). The extra coverage creates 416 cruiser patrol shifts per year (8/week X 52 weeks). This translates into an annual cost for cruiser acquisition of approximately \$4,576 (416 patrol shifts X \$11). Cruiser acquisition: year 1 = \$35,000; subsequent years = \$4576/year.
- Assumption 4: Cruiser operational cost (fuel, maintenance, tires) is based upon IRS reimbursement rate of \$0.565 and the assumption that a cruiser will clock approximately 40,000 miles per year, which translates into approximately 40 miles per cruiser patrol shift (3 shifts/day X 365 days = 1095 shifts/cruiser/year, divided into 40K miles). 40 miles X \$0.565 = \$22.60 in operational cost per shift, times 416 cruiser patrol shifts = \$9,400.00 per year operational expense.

The cost to the Police Department for accident response on local roadway is estimated at \$150 per incident.

This cost is based upon the following known actual costs, applied to assumptions which are based upon past experience translated into time estimates.

- Patrol Officer: \$50/hour (includes benefits & payroll admin)
- Police Cruiser: \$25/hour
 - Assumption1: The officer will be committed for 2 hours responding to and following-up on a typical accident scene.

FIRE DEPARTMENT

The cost to the fire department for each response to an accident scene on I91 (or Rt. 5) is estimated at \$1,620 per call (less \$590 ambulance insurance collection when there is personal injury involved).

This cost is based upon the following known actual costs, applied to assumptions which are based upon known personnel costs and past experience.

- Fire Fighter: \$50/hour (includes benefits & payroll admin); \$75/hour overtime rate
- Fire Captain - \$60/hour; \$90/hour overtime rate
- Ambulance - \$50.00/hour (includes restocking); Engine - \$85/hour (FEMA rate); Marine #1 - \$85/hour
- 22 accident responses on I91 & 7 mutual aid responses in 2013

Assumption 1: each accident call on I93 requires 1 ambulance, 1 engine, 4 firefighters, and 1 captain to be out of service for 2 hours. Ambulance @ 2 hours @ \$50/hour = \$100; Engine @ 2 hours @ \$85/hour = \$170; 4 firefighters @ 2 hours each @ \$50/hour = \$450; 1 captain @ 2 hours @ \$60/hour = \$120; total average response cost = \$840.

Assumption 2: it will be necessary to call in backup station coverage which will require 4 firefighters @ overtime rate for 2 hours (minimum) @ \$75/hour = \$600; 1 captain at overtime rate for 2 hours (minimum) \$90/hour = \$180; total average back up cost = \$780.

Assumption 3: Average recovery for ambulance call is \$590 resulting in a net credit estimate of \$590 per call.

The cost for the fire department to respond to a mutual aid call is estimated at \$1,520 per call

Assumption 1: each mutual aid call requires 1 engine or Marine #1, 4 firefighters, and 1 captain to be out of service for 2 hours; an Engine or Marine #1@ 2 hours @ \$85/hour = \$170; 4

firefighters @ 2 hours each @ \$50/hour = \$450; 1 captain @ 2 hours @ \$60/hour = \$120; total average response cost = \$740.

Assumption 2: it will be necessary to call in backup station coverage which will require 4 firefighters @ overtime rate for 2 hours (minimum) @ \$75/hour = \$600; 1 captain at overtime rate for 2 hours (minimum) \$90/hour = \$180; total average back up cost = \$780.

The cost of overtime for fire department coverage if both ambulances are out is estimated at \$780 per occurrence (note that insurance reimbursement of \$590/call X 2 could arguably be considered full offset).

Assumption: it will be necessary to call in backup station coverage which will require 4 firefighters @ overtime rate for 2 hours (minimum) @ \$75/hour = \$600; 1 captain at overtime rate for 2 hours (minimum) \$90/hour = \$180; total average back up cost = \$780.

OTHER IMPACTS

The cost of outsourcing code compliance inspections for 25 hours per week is estimated at \$2,250 per week; \$117,000 per year.

Assumption: The town will contract with a private firm/individual, or enter into an inter-municipal agreement with a neighboring community, to provide a qualified, properly insured inspector. Estimated cost (including vehicle use) is \$90 per hour.

The cost of outsourcing social welfare support services for 25 hours per week is estimated at \$2,250 per week; \$117,000 per year.

Assumption: The town will contract with a private firm/individual, a non-profit service provider, or enter into an inter-governmental agreement with a neighboring community or state agency, to provide qualified, properly insured social worker services. Estimated cost (including vehicle use) is \$90 per hour.

The cost of outsourcing health officer inspection services 10 hours per week is estimated at \$900 per week; \$46,800 per year.

Assumption: The town will contract with a private firm/individual, or enter into an inter-municipal agreement with a neighboring community, to provide qualified, properly insured health inspection services. Estimated cost (including vehicle use) is \$90 per hour.

The cost for a public work laborer and a pick-up truck for 3 hours per week is estimated at \$195 per week; \$10,420 per year.

Assumption: The town will be able to provide a labor from the existing complement of personnel in the DPW, and a pick-up truck from the existing fleet, without the need to incur OT expense or acquire an additional vehicle. Cost of laborer @ \$45/hour X 3 hours = \$135/week or \$7,020/year. Cost of pick-up truck @ \$20/hour X 3 hours = \$60/week or \$3,120/year. Total \$10,420/year.



EXHIBIT

37



Deval L. Patrick, Governor
Richard A. Davey, Secretary & CEO
Frank DePaola, Administrator



January 9, 2014

Ms. Marie Angelides, Chair
Longmeadow Selectboard
20 Williams Street
Longmeadow, MA 01106

RE: Longmeadow St./Columbus Ave. (U.S. Rte 5) – Converse St. Corridor Improvements
Follow-up Response to Request for Project Review Committee Approval

Dear Ms. Angelides:

I am writing to provide supplemental information and to clarify my previous correspondence (dated 5/10/13 attached) regarding Project Initiation and MassDOT Project Review Committee (PRC) approval for the requested intersection improvements at the Longmeadow Street (U.S. Route 5) intersections with Forest Glen Road and Converse Street and the intersection of Converse Street with Laurel Street.

Our reservation in advancing the requested project for approval as a MassDOT-advertised project is based only the potential that the Interstate 91 (I-91) study mentioned in my earlier letter could result in recommendations for changes to I-91 interchanges that may alter the base conditions of the project area and potentially affect any design being advanced by the town for the adjacent intersections. Based on the information provided in the Project Need Form (PNF) submitted by the town on February 25, 2013, along with the supporting "Intersection Improvement Study" prepared by VHB dated March 2011, it is evident that based on 2010 data and analysis, there is a demonstrated need for improvements, especially at the Longmeadow St./Forest Glen Road intersection at the Springfield city line within about 700' of the limits of MassDOT jurisdiction at the I-91 Interchange 1 ramps.

With Longmeadow St./Converse St. (U.S. 5) being a National Highway System arterial with regional significance, especially as the only viable North-South alternative to travel on the Interstate in that area, the improvements as presented would have benefits that would support favorable consideration by the Project Review Committee. Of specific interest to the Highway Division is the estimated significant reduction in the southbound queue for the afternoon peak hour on Columbus Ave. at Forest Glen, that by VHB's 2010 analysis extends some 600'/900' (50%/90% Queue) into state highway jurisdiction near the I-91 ramps in the 2010 analysis.

As a member of the Pioneer Valley Metropolitan Planning Organization (PVMPO), the Highway Division further acknowledges that the Longmeadow St. and Laurel St. corridors are listed as regional congestion "bottlenecks" in the Bottleneck Report prepared by PVPC and endorsed by the PVMPO on March 2, 2011.

If you have any further questions please contact Richard J. Masse, District Two Project Development Engineer, at (413) 582-0507.

Sincerely,

A handwritten signature in black ink, appearing to read "Albert R. Stegemann", with a long horizontal flourish extending to the right.

Albert R. Stegemann, P.E.
District Highway Director

RJM/dab
cc: D2
Lionel Lucien, OTP

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

CROWN COLONY PLAZA
300 CROWN COLONY DRIVE
SUITE 410
QUINCY, MA 02169

75-101 FEDERAL STREET
BOSTON, MA 02110

ONE MONARCH PLACE
SUITE 1310R
SPRINGFIELD, MA 01144

TEL: 617-479-5000 FAX: 617-479-6469
TOLL FREE: 888-841-4850

www.mhtl.com

Arthur P. Murphy
James A. Toomey
Katherine A. Hesse
Michael C. Lehane
John P. Flynn
Regina Williams Tate
Edward F. Lenox, Jr.
Mary Ellen Sowyrda
David A. DeLuca
Donald L. Graham
Andrew J. Waugh
Geoffrey P. Wermuth
Robert S. Mangiaratti
Kathryn M. Murphy
Alisia St. Florian

Doris R. MacKenzie Ehrens
Lorna M. Hebert
Clifford R. Rhodes, Jr.
Karis L. North
Thomas W. Colomb
Bryan R. Le Blanc
Brandon H. Moss
Michael J. Maccaro
Kevin F. Bresnahan
Kathleen Y. Ciampoli
Brian P. Fox
Lauren C. Galvin
Tami L. Fay
Kier B. Wachterhauser
Sarah A. Catignani

Ann M. O'Neill, Senior Counsel

Please respond to Quincy

January 13, 2014

VIA FIRST CLASS MAIL
AND EMAIL (mgccomments@state.ma.us)

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

**Re: *Blue Tarp reDevelopment, LLC/
Petition for Designation as a Surrounding Community –
Town of Longmeadow***

Dear Sir or Madam:

Please be advised that this firm represents the Town of Longmeadow, Massachusetts ("Longmeadow"). Pursuant to M.G.L. c. 23K, § 17(a) and 205 CMR 125.01(2), I have enclosed Longmeadow's Petition for Designation as a Surrounding Community to the MGM Springfield Category 1 (resort) casino proposed by Blue Tarp reDevelopment, LLC ("MGM"), along with Exhibits 1 to 37 ("Petition").

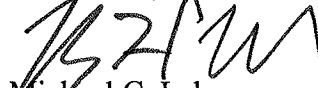
The Massachusetts Department of Transportation ("MassDOT") is currently reviewing MGM's Draft Environmental Impact Report ("DEIR"). It is our understanding that MassDOT will complete its review and submit comments on the DEIR on or before January 31, 2014. Accordingly, Longmeadow respectfully requests an opportunity to supplement its Petition, as necessary, upon receipt of the MassDOT comments.

MURPHY, HESSE, TOOMEY & LEHANE, LLP
Attorneys At Law

Massachusetts Gaming Commission
January 13, 2014
Page 2

Thank you for your courtesy and consideration in this matter.

Very truly yours,



Michael C. Lehane
Brandon H. Moss

/bhm

Enclosures

cc: Catherine A. Blue, General Counsel (via overnight mail and email)
John S. Ziemba, Ombudsman (via overnight mail and email)
Stephen J. Crane, Longmeadow Town Manager (via overnight mail and email)
Longmeadow Select Board (via overnight mail and email)
Frank P. Fitzgerald, Esquire (via overnight mail and email)
Seth N. Stratton, Esquire (via overnight mail and email)
Michael Mathis (via overnight mail and email)

768425v1

**COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION**

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

**PETITION FOR DESIGNATION AS A SURROUNDING COMMUNITY
BY THE TOWN OF LONGMEADOW, MASSACHUSETTS**

The Town of Longmeadow, Massachusetts (“Longmeadow”) hereby petitions the Massachusetts Gaming Commission (“MGC”) for designation as a surrounding community to the so-called MGM Springfield Category 1 (resort) casino, proposed by Blue Tarp reDevelopment, LLC a/k/a MGM (“MGM”), pursuant to the Expanded Gaming Act, M.G.L. c. 23K, § 17(a), and the Determination of Surrounding Communities and Execution of Mitigation Agreements Regulation, 105 CMR 125.01(2).

In support thereof, Longmeadow states as follows:

I. BACKGROUND

A. Longmeadow

Founded in 1644, Longmeadow is a predominantly residential, suburban community of approximately 15,385 residents (based on the 2012 Census) located along the Massachusetts-Connecticut border in Hampden County, Massachusetts and in the so-called Pioneer Valley. See Exhibit 1 at 1, 10 (Excerpts from 2012 Annual Town Report); Exhibit 2 (Color Coded Map Identifying Designated Surrounding Communities); Exhibit 22 (Google Earth Map). Longmeadow is directly bordered by the City of Springfield, Massachusetts (“Springfield”) to the north, the Connecticut River to the west, the Town of East Longmeadow, Massachusetts (“East Longmeadow”) to the east, and the Town of Enfield, Connecticut to the south. See Exhibit 1 at 10; Exhibit 22.

As a traveler heads northbound on Interstate 91 (“I-91”) from the Connecticut border to Springfield and points north, he or she passes through Longmeadow. See Exhibit 22. Longmeadow Street (Route 5), a Town-owned road, parallels I-91 and provides access to I-91 at Exit 1. See id. Vehicle trips to and from East Longmeadow towards downtown Springfield travel along Dwight Road and Dickinson Street, both of which are located in Longmeadow. See Exhibit 19 (Dickinson Street Directions and Map); Exhibit 21 (Dwight Road Directions and Map); Exhibit 22.

Longmeadow is known for its tree-lined streets, open space, and natural location. Exhibit 1 at 10. Thirty (30%) percent of Longmeadow’s total land area consists of permanent open

space, including the Olmstead-designed Laurel/Bliss Park, and an additional twenty-six (26) acres of farm land along the Connecticut River. See id. Longmeadow also includes a sizeable number of single-family homes and two (2) shopping areas, and Bay Path College, a not-for-profit educational institution. See id.

From a financial standpoint, for Fiscal Year 2013, Longmeadow's operating budget was funded with \$43.02 million in property taxes, representing 81.94% of Longmeadow's budget. See id. With a limited commercial tax base, ninety-five (95%) percent of the assessed property values in Longmeadow are residential. See id. at 10-11. Because of Longmeadow's predominant residential character, it is highly unlikely that MGM Springfield will produce a positive commercial impact upon Longmeadow.

Proposition 2 ½ provides a significant constraint upon Longmeadow's finances and increased expenses, by generally limiting Longmeadow's limit on the increase in property taxes to 2.5% annually. See id. at 44. For Fiscal Year 2013, the Maximum Allowable Levy for Longmeadow was \$43,852,983, just above the amount raised in property taxes. See id.

Longmeadow seeks designation as a surrounding community so that it can address "understandable, predictable, knowable issues now," through a surrounding community agreement with MGM. See Exhibit 11 at 56 (Excerpts of Transcript from MGC's December 3, 2013 Meeting) (MGC Chairman Stephen P. Crosby ("MGC Chair Crosby") referring to addressing such impacts). As evident from the discussion below, absent a surrounding community designation, and surrounding community agreement, mitigating the "understandable, predictable, knowable" impacts from the proposed MGM Springfield resort casino will leave Longmeadow in an extremely difficult and tenuous position based upon the constraints of Proposition 2 ½.

B. Surrounding Community Negotiations with MGM

MGM has voluntarily designated six (6) of the seven (7) municipalities that are direct abutters to Springfield. See Exhibit 2. The only direct abutter to Springfield that MGM has not voluntarily designated as a surrounding community is Longmeadow. See id.

MGM has designated a significant number of communities as "surrounding communities," even though these communities are located further away from the proposed site of MGM Springfield ("Site") and/or lack direct transportation infrastructure—as compared to Longmeadow. See Exhibit 2. Indeed, as discussed below, the largest percentage of expected trips to MGM Springfield are from south of Springfield (i.e., the Connecticut/New York area), passing through Longmeadow via Longmeadow Street (Route 5) or I-91. See Exhibit 22; Exhibit 28 at Figure 4 (Greenman-Pedersen, Inc. ("GPI") Regional Traffic Impact Peer Review Study).

Longmeadow has repeatedly requested that MGM designate Longmeadow as a surrounding community since the summer of 2013, after Springfield residents approved the proposed MGM Springfield resort casino via referendum. See Exhibit 6 at 1 (November 22, 2013 Letter to MGM's Attorneys); Exhibit 7 at 1-2 (December 23, 2013 Letter to MGM's

Attorneys); Exhibit 8 at 1-2 (January 6, 2014 Letter to MGM’s Attorneys). These requests have continued during and as part of discussions between MGM and Longmeadow over a potential surrounding community agreement during November 2013 and December 2013. See id.

Longmeadow has followed the data-driven approach mandated by MGM to quantify its projected significant and adverse impacts, and has attempted to negotiate MGM’s boilerplate “Surrounding Community Agreement.” See Exhibit 7 at 2-5. Yet, MGM responded by ignoring Longmeadow’s counterproposal and relegating Longmeadow to this Petition for Designation as a Surrounding Community (“Petition”). See id.

Longmeadow’s intention has been to conserve MGC resources from a potentially contested Petition and instead allow the parties an opportunity to mutually negotiate a surrounding community agreement. See id. at 1-2. However, MGM has simply refused to voluntarily designate Longmeadow as a surrounding community. See Exhibit 8 at 1-2. It is unfortunate that Longmeadow has been placed in the position of petitioning the MGC for surrounding community designation based on what appears to have been a negotiating tactic by MGM.

As Longmeadow and MGM entered into discussions about a potential surrounding community agreement in November 2013, MGM made clear to Longmeadow that it would not designate any municipalities as surrounding communities unless those communities accepted the form “Surrounding Community Agreement” that MGM prepared. See Exhibit 3 (January 9, 2014 Email to MGM’s Attorneys). However, on Thursday, January 9, 2014, MGM departed from its prior statements and voluntarily designated the Town of West Springfield (“West Springfield”) as a surrounding community—even though MGM and West Springfield have not executed a surrounding community agreement at the present time. See id.

Longmeadow, through its attorneys, contacted MGM’s attorneys on Thursday, January 9, 2014, requesting that MGM reconsider its prior position so that the parties can negotiate a surrounding community agreement and provide clarification on why MGM voluntarily designated West Springfield absent an executed surrounding community agreement. See id. To date, MGM has continued to refuse to voluntarily designate Longmeadow as a surrounding community.

In determining the nature and extent of potential adverse impacts from MGM Springfield, Longmeadow retained the services of Parsons Brinckerhoff (“PB”) for traffic engineering and Municipal Resources, Inc. (“MRI”). See Exhibit 35 (PB Report); Exhibit 36 (MRI Report). Services performed by PB and MRI complement the regional peer review study performed by GPI on behalf of the Pioneer Valley Planning Commission (“PVPC”).

In order for Longmeadow’s consultants to study these impacts, Longmeadow made repeated requests to MGM to provide a copy of its traffic engineering data and a so-called “Economic Impact Report” during October 2013 and November 2013.¹ See Exhibit 6. MGM

¹ The PVPC initially informed Longmeadow that the traffic information that had been provided on MGM’s behalf could not be shared to Longmeadow. See Exhibit 6.

finally provided traffic data late in the afternoon on Wednesday, November 26, 2013. MGM did not provide any other impact report to Longmeadow until December 31, 2013, the day after it filed its RFA-2 application with the MGC.

II. ARGUMENT

A. Standard of Review

Under the Expanded Gaming Act, “surrounding communities” are defined 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.” M.G.L. c. 23K, § 2. In turn, the MGC, through its regulations, has identified six (6) categories of factors to consider when determining whether a municipality is a “surrounding community”: (1) Proximity; (2) Transportation infrastructure impacts; (3) Development impacts; (4); Operational impacts; (5) Other impacts; and (6) Positive impacts. 205 CMR 125.01(2)(b); Exhibit 10 at 11-12 (Excerpts of Transcript from MGC’s November 21, 2013 Meeting).

A municipality can be designated as a surrounding community based on any one (1) of these factors. See Exhibit 10 at 21-24. As described below, Longmeadow satisfies the applicable criteria and Longmeadow respectfully requests that the MGC designate it as a surrounding community.

B. Proximity

Longmeadow should be designated a surrounding community to MGM Springfield based on proximity. Relevant factors for considering proximity include:

any shared border between the community and the host community; and the geographic and commuting distance between the community and the host community, between the community and the gaming establishment, and between residential areas in the community and the gaming establishment.

205 CMR 125.01(2)1.

MGC Ombudsman John S. Ziemba (“MGC Ombudsman Ziemba”) has noted that the “measuring stick of two, three and five miles could perhaps be instructive as to some of the range of considerations” to be reviewed for proximity. See Exhibit 10 at 14-15; see also Exhibit 14 (Surrounding Communities Amendments Proposed by the Massachusetts House and the Senate, from the December 12, 2012 MGC Meeting Packet). Additionally, MGC Chairman Crosby has noted that “maybe proximity can be sort of advisory to impacts” See Exhibit 10 at 16.

The MGM Springfield Site is located in the South End of Springfield. Longmeadow shares an extensive, direct border with the South End of Springfield. See Exhibit 2.

Longmeadow is sandwiched between Springfield and the Connecticut border, on the same side of the Connecticut River. See Exhibits 2, 22.

Longmeadow Street (Route 5) and I-91, both of which pass directly through Longmeadow, provide direct access not only to Springfield in general, but to the MGM Springfield Site in particular. See id. Because of the Connecticut River to the west, direct transportation access to Springfield and the MGM Springfield Site passes through Longmeadow. Longmeadow is the first and only community in Massachusetts that a traveler from the south—such as from the Connecticut/New York area—is likely reach before crossing into Springfield and accessing the MGM Springfield Site.

The Massachusetts Department of Transportation (“MassDOT”) has specifically recognized that “Longmeadow St./Converse St. (U.S. 5) [is] a National Highway System arterial **with regional significance, especially as the only viable North-Soute alternative to travel on the Interstate in that area.**” Exhibit 37 (January 9, 2014 MassDOT Letter) (emphasis added). MassDOT has also “acknowledge[d] that the Longmeadow St. and Laurel St. corridors are listed as regional congestion ‘bottlenecks’” Id. These are the **same** local roads in Longmeadow that will be significantly and adverse impacted by the additional traffic generated by MGM Springfield, as discussed below.

The intersection of Forest Glen Road and Longmeadow Street, near the shared Longmeadow-Springfield border and included in the Massachusetts Environmental Policy Act (“MEPA”) review, is a mere 2.2 miles, or three (3) minutes, from the proposed MGM Springfield Site in downtown Springfield. See Exhibit 15 (Map and Directions from Forest Glen Road/Longmeadow Street). Longmeadow’s center² is only 3.6 miles, or seven (7) minutes, from the MGM Springfield Site. See Exhibit 20 (Map and Directions from Longmeadow Center). Additional distances from locations identified in the MEPA review, GPI regional traffic peer review report, and PB study are discussed below in Section II.C below.

Accordingly, Longmeadow, its residential neighborhoods, and designated transportation infrastructure study areas are in close proximity to the adjacent Springfield border, with easy and short access to the MGM Springfield Site through local Longmeadow roads and/or I-91. Relevant points in Longmeadow are within the three (3) mile and five (5) mile “measuring sticks” identified by MGC Ombudsman Ziemba. Longmeadow respectfully submits that proximity should guide the review of the significant and adverse impacts from the proposed MGM Springfield resort casino.

C. Transportation Infrastructure

Aside from proximity, Longmeadow respectfully submits that it should be designated as a surrounding community based on significant and adverse transportation infrastructure impacts from MGM Springfield. Relevant factors to consider for transportation infrastructure impacts include:

² This is the address used by Google Maps with “Longmeadow, Massachusetts” selected as a starting point. See Exhibit 20.

ready access between the community and the gaming establishment; projected changes in level of service at identified intersections; increased volume of trips on local streets; anticipated degradation of infrastructure from additional trips to and from a gaming establishment; adverse impacts on transit ridership and station parking impacts; significant projected vehicle trip generation weekdays and weekends for a 24 hour period; and peak vehicle trips generated on state and federal roadways within the community.

205 CMR 125.01(2)2.

As MGC Chairman Crosby has recognized, “trading off positives against the visible negative consequences is a very, very tough proposition.” Exhibit 10 at 39-40. Here, the costs associated with the necessary transportation infrastructure upgrades necessitated by MGM Springfield cannot be offset by any asserted positive impacts. This is particularly apparent because Longmeadow is predominantly residential and unlikely to realize any positive economic impact that would address its transportation needs as a result of MGM Springfield. See Exhibit 1 at 10. For example, the funds required to upgrade signal equipment at intersections and monitoring—as GPI, the peer reviewer retained by PVPC, the Regional Planning Agency (“RPA”)—must be appropriated from Longmeadow’s General Fund.

The nature of the vague, generalized positive impacts suggested by MGM provide no means for Longmeadow to expend the necessary funds outside of cutting municipal services and/or seeking a tax override given the constraints imposed by Proposition 2 ½. See Exhibit 1 at 10, 44. In short, Longmeadow seeks a surrounding community designation consistent with: (1) M.G.L. c. 23K, § 15(7), which requires MGM to “commit to a community mitigation plan” in light of infrastructure costs to Longmeadow from constructing and operating MGM Springfield; and (2) M.G.L. c. c. 23K, § 15(9), which requires MGM to pay “a community impact fee” and stipulate to share responsibilities, “including stipulations of known impacts from the development and operation of” MGM Springfield.

1. The RPA peer review conducted by GPI confirms Longmeadow is a surrounding community to MGM Springfield.

a. Overview of RPA involvement and MGM’s reliance on GPI.

The MGC partnered with RPAs to provide technical and advisory services to potential surrounding communities, as part of a “streamlined method to help communities evaluate positive and negative impacts of gaming facilities.” See Exhibit 9 (March 18, 2013 MGC Press Release). The MGC specifically recognized the involvement of the PVPC among the RPAs providing such services. See id. In particular, the RPAs assist studying potential developmental impacts upon surrounding communities and mitigation options. See id. at 2.

During the fall of 2013, MGM strongly encouraged abutters to Springfield to participate in a regional traffic study being administered and coordinated by PVPC, the RPA for the Pioneer Valley. See Exhibit 4 (October 7, 2013 Letter from Michael Mathis, MGM Springfield); Exhibit

5 (September 27, 2013 Memorandum from Timothy W. Brennan, Executive Director, PVPC). The scope of work for the PVPC describing the Traffic Impact Peer Review Services stated that “approximately 7 ‘surrounding communities’ will be potential impacted by traffic and related transportation issues”— equivalent to the total number of direct abutters to Springfield, including Longmeadow. See Exhibit 5.

MGM described the PVPC-overseen regional traffic study as “the most effective and efficient way to address traffic concerns of local communities and to inform negotiations regarding mitigation of any demonstrated impact.” See Exhibit 4. MGM invited Longmeadow to participate in this regional traffic study, which Longmeadow accepted. See id.

Aside from its representations to Longmeadow, **MGM has held out the significance of the GPI peer review to the MGC as part of its December 30, 2013 RFA-2 application.** See Exhibit 26 at 20 (Excerpt from Answer 3-01-1, “Impacts of Proposed MGM Springfield Project on Surrounding Communities”). Under the section, entitled “Potential Impacts on Surrounding Communities,” under Traffic, MGM stated as follows:

“Traffic

The expected 8 million annual visitors will increase traffic in the region, mainly along major interstates and arterial roads. Through its outreach efforts, MGM is working with surrounding communities to identify corridors with the most adverse impacts and make appropriate investments to mitigate effects. MGM is also funding an independent regional traffic study managed by the Pioneer Valley Planning Commission. This report will have a detailed assessment of traffic impacts on surrounding communities and is expected to be completed in late December 2013.”

See id. (emphasis added).

MGM therefore highlighted the significance of the PVPC-overseen GPI study, which, as discussed below, confirms Longmeadow’s status as a surrounding community. See Exhibit 10 at 69 (MGC Commissioner Gayle Cameron recognized the significance of the RPAs). Following the completion of the GPI study, MGM has disavowed the significance of the GPI study, by adhering to a “look back” only approach. It appears that MGM’s refusal to accept the GPI study arises because it confirms the significant and adverse impacts to Longmeadow’s roads as a result of the proposed MGM Springfield.

b. The GPI study confirms the significant and adverse impacts to Longmeadow.

During the fall of 2013, GPI conducted a peer review of the regional traffic impacts of the proposed MGM Springfield resort casino, using the Travel, Impact, Access & Parking Study (“TIAPS”) prepared by MGM’s traffic consultant, The Engineering Corp. (“TEC”). See Exhibit 28. GPI’s study was issued on December 20, 2013, after it appears that MGM had executed surrounding communities with most of Springfield’s abutters.

GPI cautioned that: “**Given the magnitude of the potential regional impacts, GPI recommends that any surrounding community agreements be developed through a prism of conservatism to account for the larger transformative potential this Project represents.**” *Id.* at 23-24 (emphasis in original). GPI also stated: “**If however this Project has the intended effect of being the catalyst to the revitalization of downtown Springfield, the traffic impacts considered may only represent an incremental portion of the greater traffic picture.**” *Id.* (emphasis in original).

GPI recognized that “[a]s a destination resort-style casino, MGM Springfield will be a significant generator of new traffic to the area.” *Id.* at 8 (emphasis added). Notably, GPI determined that the MGM Springfield trip generation data was too conservative. *See id.* at 9-14. Consequently, GPI adjusted the trips related to the gaming portion of MGM Springfield and concluded that such trips “should be at least 20% higher than as presented in the TIAPS.” *Id.* at 9, 11-13 (emphasis added). For the Friday Evening Peak Hour (5pm to 6pm) alone, GPI calculated 1,466 new trips for the MGM Springfield Site (*i.e.*, an increase of 176 trips from TEC’s calculation). *See id.* at 14. GPI also calculated 1,501 new trips for the MGM Springfield Site for the Saturday Afternoon Peak Hour (2pm to 3pm) (*i.e.*, an increase of 189 trips from TEC’s calculation). *Id.*

GPI similarly adjusted TEC’s trip distribution methodology. *Id.* at 15-21. GPI concluded that, for the Friday Evening Peak Hour (5pm-6pm) alone, 23% of the trips to the MGM Springfield Site were projected into Longmeadow, consisting of 19.5% along I-91 and 3.5% along Longmeadow Street (Route 5). *See id.* at 18.³ **GPI’s analysis of the Friday Evening Peak Hour shows that there are more vehicles passing to the MGM Springfield Site through Longmeadow than through any other community—including any of the other Springfield abutters that MGM designated as surrounding communities.** *See id.*

Also, GPI calculated, for this one (1) hour Friday Evening Peak Hour period alone, 286 new trips on I-91 and 53 new trips on Longmeadow Street (Route 5). *See id.* at 20. GPI stated that these new trips would be occurring during “an already congested period.” *Id.* at 26. **Again, GPI’s analysis of the Friday Evening Peak Hour shows that there are more vehicles passing to the MGM Springfield Site through Longmeadow than through any other community—including any of the other Springfield abutters that MGM designated as surrounding communities.** *See id.* at 20.

³ By means of background, in 2012, MGM and Penn National Gaming, Inc. (“PNG”) both submitted proposals to Springfield for a potential Category 1 (resort) casino. PNG noted that forty (40%) percent of the traffic to its proposed casino would come from “I-91 Points South,” which involves travel through Longmeadow. *See Exhibit 12* at 5 (PNG Traffic Study, December 2012). Similarly, MGM, in its proposal to Springfield, described the traffic to and from I-91, also passing through Longmeadow, as follows: (a) thirty-six (36%) percent of the casino/hotel patrons; and (b) fifteen (15%) percent of the casino/hotel employees. *See Exhibit 13* at 24 (MGM Traffic Study, December 2012). MGM has never explained the justification for the downward movement of its trip distribution analysis. *See Exhibit 6* at 2.

GPI's assessment of Longmeadow confirms the significant and adverse transportation impact to Longmeadow from MGM Springfield. GPI specifically recognized adverse impacts from the MGM Springfield project via: (1) "traffic traveling directly to and from the Project site along Longmeadow Street (Route 5)"; and (2) "the impact to traffic along Route 5 that is incurred as the result of additional delay on I-91 as a result of Project traffic." Id. at 26. Aside from local roads, GPI recognized that "Longmeadow is uniquely impacted by longstanding bottlenecks along I-91 around the Longmeadow Curve (the interchange of Route 5/I-91)." Id.

GPI advised Longmeadow **to seek the following items of mitigation from MGM:**

- "to seek funds to upgrade signal equipment at the Longmeadow Street (Route 5) at Converse Street";
- "to seek funds to upgrade signal equipment at . . . Longmeadow Street (Route 5) at Forest Glen Road";
- "to seek funds to upgrade signal equipment at . . . Converse Street at Laurel Street"; and
- "monitoring was recommended for signalized locations along Longmeadow Street (Route 5), Shaker Road and Dwight Road as the most likely locations to experience impact as a result of the casino proposal."

Id. at 26.

In addition to recommending that Longmeadow seek financial mitigation and monitor the aforementioned local roads, GPI recommended that Longmeadow consult with MassDOT given the bottlenecks around I-91 around the Longmeadow Curve (Route 5/I-91 interchange). GPI stated: "**At a minimum MGM should prepare a detailed traffic simulation model (utilizing a program like VISSIM) to demonstrate the additional impact.**" Id. at 26 (emphasis in original). Other casino license applicants in Massachusetts have been required to prepare similar traffic simulation modeling.

In summary, GPI performed a regional peer review study, which studied, quantified and analyzed the traffic impacts to Longmeadow and its transportation infrastructure, consistent with the RPA approach encouraged by the MGC and by MGM. Based upon this analysis and consistent with GPI's recommendations, Longmeadow's transportation infrastructure will clearly be significantly and adversely impacted from MGM Springfield.

2. Longmeadow Roadways

Put into context, the GPI study emphasizes the need for significant mitigation measures for Longmeadow roads, which are a vital means of access within Longmeadow in particular and within the region generally. Longmeadow's roads are in close proximity to, and provide necessary access to, Springfield and the proposed MGM Springfield Site.

As MassDOT recognized, the Longmeadow Street/Converse Street corridor has “regional significance” and is “the only viable North-South alternative to travel on” I-91 in the area of Longmeadow. See Exhibit 37. Because of the additional traffic expected from MGM Springfield, mitigation measures are necessary, particularly in light of the conditions that will be exacerbated as a direct result of MGM Springfield.

a. Overview of Local Roads

There are a number of local roads owned by Longmeadow providing direct, immediate and easy access to the MGM Springfield Site:

- Longmeadow Street (Route 5), which parallels I-91, before merging with I-91 at the so-called “Longmeadow Curve.” Longmeadow Street (Route 5) is owned by Longmeadow. Longmeadow Street (Route 5), which crosses into Massachusetts at the Connecticut border, provides a direct route of access to and from Longmeadow and the MGM Springfield Site.
 - The intersection of Longmeadow Street and Forest Glen Road/Western Drive, which GPI studied, is approximately 2.2 miles, or three (3) minutes to the MGM Springfield Site.
 - The intersection of Longmeadow Street and Converse Street/Englewood Road, which GPI studied, is approximately 2.6 miles, or four (4) minutes, to the MGM Springfield Site.
 - The intersection of Longmeadow Street and Bliss Road, which PB studied, is approximately 3.1 miles, or five (5) minutes, to the MGM Springfield Site.
- Vehicles traveling to or from East Longmeadow travel along Longmeadow local roads, specifically Dickinson Street and Dwight Road, which also provide a direct route of access towards the MGM Springfield Site.
 - The intersection of Dickinson Street and Converse Street is approximately 3.4 miles, or nine (9) minutes, to the MGM Springfield Site.
 - The intersection of Dwight Road and Converse Street is approximately 4.5 miles, or eleven (11) minutes, to the MGM Springfield Site.

See Exhibit 15; Exhibit 16 (Map and Directions from Longmeadow Street/Converse Street to the MGM Springfield Site); Exhibit 18 (Map and Directions from Longmeadow Street/Bliss Road to MGM Springfield Site); Exhibit 19; Exhibit 21; Exhibit 22.

The inclusion of roadways in a municipality in the MEPA review is relevant to and may guide the surrounding community analysis. Compare Exhibit 10 at 65 (noting that the City of Fitchburg, Massachusetts did not have any roadways or locations included by MassDOT or the

RPA in the MEPA process). Here, two (2) of the intersections in Longmeadow—Longmeadow Street (Route 5) at Converse Street and Englewood Road and Longmeadow Street (Route 5) at Forest Glen Road—were included in the Traffic Impact Study Area as part of the MEPA review. See Exhibit 23 (Excerpts of Environmental Notification Form Certificate); Exhibit 24 (Excerpts of MassDOT Comments); Exhibit 25 at 4 (Excerpts PVPC Comments) (including these intersections); Exhibit 27 (Excerpts from Draft Environmental Impact Report) (including these intersections).

In 2011, VHB conducted an evaluation of the same Longmeadow roads studied by GPI, using data collected by PVPC in 2002 and 2009. See Exhibit 32 (December 30, 2013 Report by Longmeadow Town Engineer Yem Lip, P.E.). The following determinations were made by VHB:

- The intersection of Longmeadow Street (Route 5) at Forest Glen/Western Drive has a Level of Service (“LOS”) of D during morning peak hours and an LOS of C during peak hours.
- The northbound lane on Longmeadow Street (Route 5) has an LOS of F.
- In the Longmeadow Street (Route 5) at Converse Street/Englewood Road intersection, there is an LOS D on the westbound lane on Converse Street.
- For morning peak hours, the intersection of Converse Street at Laurel Street has an LOS of C and the Converse Street westbound lane has an LOS of D.

See Exhibit 32 at 2. Additionally, MassDOT has acknowledged that the Longmeadow Street (Route 5) and Laurel Street corridors—which were recommended for mitigation funding by GPI—are “regional congestion ‘bottlenecks.’” Exhibit 37.

The Longmeadow Town Engineer has stated that there is a high crash rate within the Longmeadow Street (Route 5)/Converse Street corridor. See Exhibit 32 at 2. This is a “clear indication of over-capacity intersections and roadways.” Id. In this corridor, there is extensive vehicle queuing during commuter peak hours (weekday mornings, 7am-9am and weekday evenings, 4pm-6pm). Id. The additional traffic from MGM Springfield will only add to the congestion and create an increased likelihood of collisions. Id.

b. Local Longmeadow Roads are used as a Bypass to I-91

The MGC recognized a “shortcut” from a major highway as being relevant to considering impacts to transportation infrastructure. See Exhibit 10 at 33, 38-39 (in the discussion of designating the Town of Bolton, Massachusetts as a surrounding community, referencing that Route 117 was “a very major route that people use as a ‘shortcut’ or ultimate way”). Longmeadow’s local roads—including Longmeadow Street (Route 5)—are used as a bypass from I-91. MassDOT has even confirmed as such. See Exhibit 37.

From the Massachusetts-Connecticut border, I-91 passes directly through Longmeadow. See generally Exhibits 15 to 22. However, as with any major highway, I-91 experiences backups from congestion and accidents. For example, during the winter, I-91 provides access to travelers from the Connecticut/New York area en route to and from ski resorts in Vermont, resulting in a common experience of backups on Friday and Sunday evenings on I-91.

As an “alternate route” to I-91, GPS devices direct drivers along Longmeadow Street (Route 5) via I-91 Exit 1, to avoid backups on I-91. This alternative route is possible because Route 5 interchanges with I-91 Exit 1 in Massachusetts and I-91 Exit 49 in Connecticut, allowing a driver to easily bypass any backups on I-91 through Longmeadow local roads. See Exhibit 17 (Map and Directions from Exit 49 on I-91 in Connecticut to I-91 Exit 1 in Massachusetts and onto MGM Springfield Site).

Accidents occurring on I-91 during the months of October 2013, November 2013, and January 2014 are reflective of the backups on Longmeadow’s local roads due to drivers seeking alternative routes from I-91 and/or from the Massachusetts State Police intentionally directing traffic onto Longmeadow’s local roads:

- On October 22, 2013, an individual was struck by a tractor trailer on I-91 Southbound in Longmeadow. The resulting closure of I-91 South occurred during early morning hours on a Tuesday. As was reported: “For hours, State Police closed a Section of I-91S between Massachusetts Exit 1 and Connecticut Exit 49. During that time, traffic was being diverted back onto I-91 North, and Exit 1 towards Route 5 south. Traffic could be seen backed up for miles from Springfield into Longmeadow.” Exhibit 29 (October 22, 2013 WWLP Report) (emphasis added).
- In the evening on Sunday, November 10, 2013, an SUV struck a tractor trailer on I-91 near the Connecticut state line at the 2.2 mile marker, causing the SUV to burst into flames. As a result, all lanes of I-91 North were closed. Connecticut State Police directed drivers headed northbound onto Exit 49 in Connecticut (Route 5). According to a report from MassLive, “[p]olice in Longmeadow said the diverted traffic has caused serious back-ups on Route 5 and other streets in the town as drivers looked for alternate routes.” Three (3) hours after the accident, “major traffic jams” in Longmeadow continued. Exhibit 30 (November 10, 2013 MassLive Website Articles) (emphasis added).
- Around 10am on Thursday, January 2, 2014, a tractor trailer jack-knifed into a guardrail near I-91 Exit 1. As a result, the southbound lanes on I-91 were closed and “[s]outhbound traffic [was] detoured off Exit 1 and onto Route 5.” Exhibit 31 (January 2, 2014 MassLive Website Articles) (emphasis added).

The increased traffic from new trips along I-91 attributed specifically to the MGM Springfield resort casino and its amenities create the strong likelihood of increased traffic bypassing I-91 due to increased congestion and increased accidents, through and along Longmeadow’s local roads. These scenarios are relevant to Longmeadow’s status as a

surrounding community resulting from significant and adverse impacts on Longmeadow's transportation infrastructure.

3. PB, the Town's traffic consultant, has also confirmed that Longmeadow will sustain a significant and adverse impact upon its transportation infrastructure.

PB has noted that there is "very little reserve capacity" for the Longmeadow Street (Route 5)/Forest Glen Road intersection, based upon the volume/capacity ratio of 0.95. See Exhibit 35 at 2 (PB Study). PB concluded that that "[t]he additional demand estimated by GPI, or occurrences of even modestly higher demand than forecast, could degrade the LOS fairly rapidly given the intersection's high V/C [volume/capacity], as there is a non-linear relationship between V/C and delay when V/C is this high." Id. PB noted that the Longmeadow Street (Route 5)/Forest Glen Road intersection necessitates that it operate optimally in light of the expected additional traffic to be carried. Id. at 3.

Further, PB stated that I-91 is forecast to operate at LOS F, which is "very poorly," in the vicinity of the Exits 1 to 3 interchange (*i.e.*, the so-called "Longmeadow Curve"). Id. at 3. PB concluded that MGM has not fully considered the effects of congestion in its analysis, and that mainline congest would impact all Route 5 northbound traffic, either for I-91 or the collector-distributor lanes proceeding into downtown Springfield. Id. Additionally, "significant congestion on I-91 is likely to divert traffic to US-5, which is the only parallel route adjacent to the Interstate and therefore subject to trip diversion—particularly given the relatively easy access to/from US-5 at either end of Longmeadow." Id.

PB referred to the Converse Street/Longmeadow Street (Route 5) intersection as a "high crash rate location" based on MassDOT crash data. This was attributed to "the inability of the current signal to process the existing traffic demand, leading to significant queuing and the potential for collisions and other safety problems." Id. at 3.

PB expressed concern about Longmeadow's unique impacts, which would not only be "recurring, daily impacts, but periodic severe impacts related to trip diversion from I-91." Id. Based on the crash history between 2009 and 2011, there are forty-three (43) crashes on the Longmeadow segment of I-91 annually. Id. Heavy weekend traffic from Connecticut and New York travelers is already "commonplace," and additional stresses to the highway system also result from occasional events such as the "Big E." Id. When these events occur, "diversion of traffic to US-5 typically occurs, quickly overwhelming the local highway system." Id.

Given the existing conditions, PB concluded that "conditions will worsen with additional project-related trips" and the corresponding impact of gridlock conditions upon emergency responders. Id. Emergency responders will also be impacted on Longmeadow Street (Route 5), Longmeadow streets, and I-91. Id.

PB has characterized mitigation measures to move traffic along the Longmeadow Street (Route 5) corridor as effectively as possible and safeguarding accessibility from side streets as **critical**. Id. at 3. These mitigation measures include: "ensuring that the system can nimbly react

to changes in traffic conditions and operate as efficiently as possible”; and “minimizing the adverse effects of traffic on residents.” Id. at 4. Accordingly, PB has provided the following cost estimates based upon the transportation infrastructure requirements identified by GPI and from PB’s analysis:

- “Replace or upgrade traffic signals and controller equipment, including possible incorporation of adaptive signal technologies to manage unpredictable changes in traffic conditions, at key locations on Route 5 in Longmeadow. Along with these signal upgrades, there are related opportunities to make operational improvements at these intersections, such as turn lanes and geometric improvements. Based on GPI’s analysis, we would recommend improvements at the following locations:
 - US-5/Forest Glen Road – Replace signal controller and signal equipment, add pedestrian signals, construct a right turn lane from Forest Glen Road WB onto US-5 NB, and reconstruct intersection. \$1,900,000
 - US-5/ Converse Street – Replace signal controller and signal equipment, add full detection, construct a right turn lane from Converse Street WB onto US-5 NB, and reconstruct intersection. \$1,100,000
 - Converse Street at Laurel Street – Install new traffic signal and reconstruct intersection. \$700,000
 - US-5/Bliss Drive – Upgrade signal controller, add full detection, add pedestrian signals and additional signal heads. \$300,000.
- Converse Street at Dickinson Street – Geometric improvements to provide a right turn lane from Converse Street WB to Dickinson Street NB. \$500,000
- Add neighborhood protection and traffic calming features to cross streets along US-5, as well as pedestrian improvements and enhanced crosswalk markings along US-5. \$250,000.”

Id. at 4. PB separately advised Longmeadow to conduct ongoing monitoring and analysis of fifteen (15) locations within Longmeadow, at a yearly cost of \$200,000. Id.

The projected costs to address the transportation infrastructure from the significant and adverse impacts of MGM Springfield upon Longmeadow are substantial, only further confirming the obvious: Longmeadow is a surrounding community on the basis of transportation infrastructure. These traffic mitigation measures are necessitated by the volume of traffic passing through the Longmeadow corridor, specifically attributed to MGM Springfield. Given the nature of what has been regarded as necessary, by GPI and PB, Longmeadow, already near its levy limit under Proposition 2 ½, cannot be expected to absorb even the reasonable percentage of the cost of these projects that MGM should be required to assume.

D. Operational and Other Impacts

Finally, Longmeadow respectfully submits that it should be designated as a surrounding community based on operational and other impacts from MGM Springfield, which will produce significant and adverse impacts. Significant and adverse operational impacts and other impacts include: “potential public safety impacts on the community”; “increased demand on community and regional water and sewer systems”; “increased social service needs”; and “any other relevant potential impacts that the commission considers appropriate for evaluation based on its review of the entire application for the gaming establishment.” 205 CMR 125.01(2)5 (emphasis added).⁴

1. Longmeadow Fire Department

The Longmeadow Fire Department (“Fire Department”) provides emergency medical services and fire incident responses. See Exhibit 1 at 79. The Fire Department is responsible for responding to incidents occurring on I-91. See Exhibit 33 (Memorandum from Longmeadow Fire Chief Eric Madison). During Fiscal Year 2013, there were twenty-two (22) responses by the Fire Department on I-91. Id. For example, for the November 10, 2013 incident involving an SUV-tractor trailer collision on I-91, the Longmeadow Fire Department responded. See Exhibit 30. Approximately twenty-three (23%) percent of the accidents on I-91 occur after 11:00 p.m. and before 7:00 a.m., which impacts the minimum overtime paid. See Exhibit 33.

MRI reviewed the traffic impact data and concluded that an additional three (3) incidents on I-91 and an additional three (3) incidents on Longmeadow Street (Route 5) would occur annually as a result of MGM Springfield, necessitating a Fire Department response. See Exhibit 36 (MRI Study) at 2. Based on this predicted response volume, the cost to Longmeadow would be \$9,720 annually, less any potential insurance reimbursements. Id. at 2, 5-7.

The Fire Department also responds to mutual aid requests. Exhibit 33. The cost for the Fire Department to respond to a mutual aid call is estimated at \$1,520.00 per call. See Exhibit 36 at 5-6.

2. Longmeadow Police Department

The Longmeadow Police Department (“Police Department”) operates on a “4/2” shift during evenings. See Exhibit 34 (Memorandum from Longmeadow Police Chief Robert F. Siano). Id. at 1. Under this staffing arrangement, three (3) patrol officers and one (1) supervisor are on duty four (4) nights per week, and on two (2) nights per week, there are two (2) patrol officers and one (1) supervisor. Id. This staffing arrangement rotates, and is not tied to any specific day of the week. Id. During a twenty-four (24) hour shift, four (4) or five (5) officers are on duty, depending on injury, vacation, and the like. Id.

⁴ Every word used in an enactment must be accorded significance. See In the Matter of Yankee Milk, Inc., 372 Mass. 353, 358 (1977). Here, 205 CMR 125.01(2)5 uses the word “potential” as a qualifier upon “public safety impacts,” rather than “actual,” and for that reason the phraseology expands the scope of consideration for a petitioning surrounding community for public safety.

MRI has determined that the cost of an additional police officer from Friday evenings through Monday morning would be \$211,575 annually. See Exhibit 36 at 4. To accommodate this additional officer, a police cruiser, at a one (1) time cost of \$35,000, will also be required. See id. at 4. These expenditures are justified based on the proximity and predicted impacts from MGM Springfield, as well as the current staffing of the Police Department.

MRI calculated an additional three (3) accidents on Longmeadow Street (Route 5) as a result of MGM Springfield. See id. at 2. As the November 10, 2013 incident reflects, Longmeadow's local roads can be adversely impacted due to accidents occurring on I-91, as traffic is diverted from the highway, implicating involvement from the Police Department. See Exhibit 30. The estimated cost to Longmeadow from calling in an additional police shift is \$5,000.00 per incident with a shutdown of I-91—which is not an uncommon occurrence as reflected by the October 2013, November 2013, and January 2014 incidents on I-91. See Exhibit 36 at 3.

Finally, a Driving Under the Influence (“DUI”) incident consumes substantial resources for the Police Department, from the officers responding to the scene, to cell monitoring, transporting an arrestee to a hospital and waiting the with arrestee, and involvement in the court process. See Exhibit 34 at 1-2; Exhibit 35 at 3. MRI has estimated the cost of a DUI incident to be \$4,500.00. Exhibit 35 at 3. Given the close proximity of Longmeadow to the MGM Springfield Site, along with the direct transportation infrastructure, Longmeadow has a reasonable expectation that its Police Department will expend its resources responding to and handling DUIs from patrons traveling from or to MGM Springfield.

3. Additional Impacts

Longmeadow receives its water supply and wastewater treatment from the Springfield Water and Sewer Commission. The MGM Springfield resort casino will also be receiving water and waste treatment from the Springfield Water and Sewer Commission. This use of shared resources must be considered in light of the size of the MGM Springfield project, which includes a 125,000 square foot casino; 250 key hotel with amenities; spa and fitness facility; convention space; back-of-house/food preparation areas; dining and beverage service area with at least seven (7) “distinctly branded restaurants, lounges or cafes”; retail space; apartment units; on- and off-site executive offices and back of house space; mid-rise retail outbuildings, including a cinema multiplex, bowling alley, at least two (2) restaurants or sports bars, and additional retail space; an outdoor public plaza for events and concerts, including an ice skating rink; a child care center; and rehabbed office space. Exhibit 5.

At the present time, the capacity for the Springfield Water and Sewer Commission to handle the MGM Springfield resort casino and amenities is an unknown, because construction has not yet commenced. MGM has included utility infrastructure as a “look back” study area in the five (5) surrounding community agreements that it has executed with Springfield's abutters. Accordingly, water and sewer impacts are necessary considerations for a surrounding community agreement with MGM.

Finally, MRI has studied and quantified costs from code enforcement, social welfare, public works, and health officer impacts. Exhibit 35. These additional personnel costs are a necessary given the staffing of the corresponding Town departments. See Exhibit 1. Given Longmeadow's budget and the Proposition 2 ½ constraints, these personnel costs cannot be fully absorbed by Longmeadow.

III. CONCLUSION

For the foregoing reasons, Longmeadow respectfully requests that the MGC designate Longmeadow as a surrounding community to the proposed MGM Springfield Category 1 (resort) casino.

Respectfully submitted,
The Town of Longmeadow, Massachusetts,
By its attorneys,



Michael C. Lehane, Esquire
mlehane@mhtl.com

Brandon H. Moss, Esquire
bmoss@mhtl.com

Murphy, Hesse, Toomey & Lehane, LLP
300 Crown Colony Drive, Suite 410
Quincy, MA 02169
Phone: (617) 479-5000
Fax: (617) 479-6469
Dated: January 13, 2014

CERTIFICATE OF SERVICE

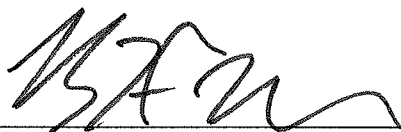
I, Brandon H. Moss, hereby certify that on January 13, 2014, a copy of the foregoing Petition for Surrounding Community Designation was served via overnight mail and via email to the following persons:

Attorneys for Blue Tarp reDevelopment, LLC d/b/a MGM Springfield

Frank P. Fitzgerald, Esquire
fpf@fitzgeraldatlaw.com
Seth N. Stratton, Esquire
sns@fitzgeraldatlaw.com
Fitzgerald Attorneys At Law, P.C.
46 Center Square
East Longmeadow, MA 01028

Blue Tarp reDevelopment, LLC d/b/a MGM Springfield

Michael Mathis,
Vice President, Global Gaming Development
MGM Resorts International
4882 Frank Sinatra Drive
Las Vegas, NV 89158
mmathis@mgmresorts.com



Brandon H. Moss

**COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION**

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

**INDEX TO APPENDIX OF EXHIBITS FOR
PETITION FOR DESIGNATION AS A SURROUNDING COMMUNITY
BY THE TOWN OF LONGMEADOW, MASSACHUSETTS**

Exhibit 1

Excerpts from 2012 Annual Town Report for the Town of Longmeadow

Exhibit 2

Color Coded Map Identifying Surrounding Communities Voluntarily Designated by Blue Tarp reDevelopment, LLC a/k/a MGM (“MGM”)

Exhibit 3

January 9, 2014 Email to MGM’s Attorneys

Exhibit 4

October 7, 2013 Letter from Michael Mathis, MGM Springfield

Exhibit 5

September 27, 2013 Memorandum from Timothy W. Brennan, Executive Director, PVPC

Exhibit 6

November 22, 2013 Letter to MGM’s Attorneys

Exhibit 7

December 23, 2013 Letter to MGM’s Attorneys

Exhibit 8

January 6, 2014 Letter to MGM’s Attorneys

Exhibit 9

March 18, 2013 MGC Press Release

Exhibit 10

Excerpts of Transcript from MGC's November 21, 2013 Meeting

Exhibit 11

Excerpts of Transcript from MGC's December 3, 2013 Meeting

Exhibit 12

Penn National Gaming, Inc. Traffic Study, December 2012

Exhibit 13

MGM Traffic Study, December 2012

Exhibit 14

Surrounding Communities Amendments Proposed by the Massachusetts House and Senate, from the December 12, 2012 MGC Meeting Packet.

Exhibit 15

Google Map and Directions from Forest Glen Road/Longmeadow Street to the MGM Springfield Site

Exhibit 16

Google Map and Directions from Longmeadow Street/Converse Street to the MGM Springfield Site

Exhibit 17

Google Map and Directions from Exit 49 on I-91 in Connecticut to I-91 Exit 1 in Massachusetts and onto the MGM Springfield Site

Exhibit 18

Map and Directions from Longmeadow Street/Bliss Road to the MGM Springfield Site

Exhibit 19

Google Map and Directions from Dickinson Street in the Town of Longmeadow to the MGM Springfield Site

Exhibit 20

Google Map and Directions from Longmeadow Center to the MGM Springfield Site

Exhibit 21

Google Map and Directions from Dwight Road in the Town of Longmeadow to the MGM Springfield Site

Exhibit 22

Google Earth Map Depicting the City of Springfield and Town of Longmeadow

Exhibit 23

Excerpts of Environmental Notification Form Certificate

Exhibit 24

Excerpts of Massachusetts Department of Transportation Comments for Environmental Notification Form Certificate

Exhibit 25

Excerpts of Pioneer Valley Planning Commission Comments for Environmental Notification Form Certificate

Exhibit 26

Excerpt from MGM RFA-2 Application, Answer 3-01-1, "Impacts of Proposed MGM Springfield Project on Surrounding Communities"

Exhibit 27

Excerpts from Draft Environmental Impact Report

Exhibit 28

Greenman-Pedersen, Inc. Regional Traffic Impact Peer Review Study

Exhibit 29

October 22, 2013 WWLP Report

Exhibit 30

November 10, 2013 MassLive Website Articles

Exhibit 31

January 2, 2014 MassLive Website Articles

Exhibit 32

December 30, 2013 Report by Longmeadow Town Engineer Yem Lip, P.E.

Exhibit 33

Memorandum from Longmeadow Fire Chief Eric Madison

Exhibit 34

Memorandum from Longmeadow Police Chief Robert F. Siano

Exhibit 35

Parsons Brinckerhoff Impact Report

Exhibit 36

Municipal Resources, Inc. Impact Report

Exhibit 37

January 9, 2014 Letter from the Massachusetts Department of Transportation

768387v1



MGM RESORTS
INTERNATIONAL™

VIA REGULAR MAIL

November 15, 2013

**Jeffrey I. Fialky
Bacon Wilson
Attorneys at Law
33 State Street
Springfield, MA 10013**

Re: City of Northampton Request for Surrounding Community Designation

Dear Mr. Fialky,

Thank you for your letter of November 4, 2013. While we are happy to meet with you and your client, we must respectfully decline Northampton's request for surrounding community status.

Based upon the criteria provided in the Gaming Act, principal among them being proximity, we do not believe that Northampton qualifies as a surrounding community. Further, your contention that MGM Springfield's commitment to help program MassMutual Center and Symphony Hall, all impacted live entertainment venues under the statute, evidences in our view a fundamental and deep misunderstanding of the Gaming Act. The Gaming Act not only encourages an applicant such as MGM Springfield to provide such support but in fact requires such support as a condition of licensing.

In any event, we do not view our support of those venues as competitive to Northampton and its entertainment venues. As you may know, we have commenced initial conversations with an owner of various venues in Northampton to discuss cross-marketing opportunities where we can mutually leverage each other's facilities. Similarly, we are in the process of negotiating a cross-marketing agreement with the Massachusetts Performing Arts Coalition (MPAC), which represents seven venues across the Commonwealth, including the Hanover Theatre in Worcester, in which we would, again, cross-market each other's events and venues. As part of that discussion, we have agreed when appropriate to block book acts across our venues, i.e., provide that when a particular act comes through our respective facilities we would contract for that act to also appear at one of their member venues, and vice versa. If any of the Northampton venues are appropriate for that discussion, we would be more than happy to have that conversation. Northampton does not need surrounding community status to have those discussions, no more than Worcester or New Bedford did for our MPAC discussions.

Mr. Jeffrey I. Fialky
November 14, 2013
Page 2 of 2

With respect to retail and food and beverage, we believe Northampton and Springfield are not proximate enough to significantly and adversely impact one another, which as you know is the standard established under the Gaming Act, to the extent that Northampton is adversely impacted at all. We also reject out of hand the notion that a thriving Springfield and a thriving Northampton are mutually exclusive. If anything, we intend to promote Northampton and its wonderful and dynamic downtown area to our multiple day visitors, and intend to provide the Northampton Visitor's Guide to our concierge and customer service employees to promote to our guests.

Clearly, there is much that we can discuss. I am pleased that your letter opens up a dialogue between MGM Resorts and your client but from our perspective, any discussion we have will be based upon how MGM Springfield and Northampton can mutually benefit one another, and not in the context of Northampton as a surrounding community. If you proceed on attempting to establish that status, we believe you will fail, and that all amounts spent in that effort will be borne by the city of Northampton.

Subject to the above, we look forward to meeting with you.

Sincerely,



Michael C. Mathis
Vice President of Global Gaming Development

Attachment
(November 4, 2013 Letter from Jeffrey I. Fialky)

Cc: Honorable Mayor David J. Narkewicz
Alan Seewald, Esquire, City Solicitor
John Ziemba, MGC Ombudsman
Martin Nastasia, Brown Rudnick
Frank Fitzgerald, Esquire

November 4, 2013

Michael Mathis
Vice President of Global Gaming Development
MGM Resorts International
1414 Main Street
Suite 1140
Springfield, MA 01144

RE: City of Northampton – Status as Surrounding Community

Dear Mr. Mathis:

Please be advised that I have recently been retained by the City of Northampton to represent the City relative to its likely status as a surrounding community to the MGM proposed gaming establishment to be located in the City of Springfield, Massachusetts.

As you are aware, the City is a cultural hub in Western Massachusetts, including in its constituency a vast array of retail, dining, and hospitality establishments. Accordingly, there can be no question that the City will be adversely impacted as a result of the proposed MGM establishment including, without limitation, a proposed 165,000 square feet of retail and restaurants, outdoor and free live entertainment, and “world-class entertainment” to be brought to the MassMutual Center and Symphony Hall. The City is currently in the process of retaining the services of a professional consultant to objectively determine data sufficient to quantify the nature and degree of such potential adverse impacts.

In the interim, I would suggest a meeting between the parties to discuss these matters in hopes of negotiating a mutually agreeable community mitigation agreement.

I look forward to hearing from you in this regard.

Very truly yours,



Jeffrey I. Fialky

JIF/mar
1032173

cc: Honorable Mayor David J. Narkewicz
Alan Seewald, Esquire, City Solicitor

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**MEMORANDUM OF LAW AND FACT IN SUPPORT OF APPLICATION FOR
COMMUNITY DISBURSEMENT**

I. FACTS

A. Blue Tarp reDevelopment, LLC's Application

Blue Tarp reDevelopment, LLC (hereinafter referred to, collectively with its affiliates, as "MGM") submitted an RFA-1 application for a license to develop and operate a Category 1 gaming establishment in Springfield, Massachusetts. In connection with said application, MGM submitted a \$400,000.00 application fee to the Massachusetts Gaming Commission (the "Commission"). As a result of MGM's application, the City of Northampton (the "City" or "Northampton") retained Bacon Wilson, P.C. as special legal counsel to represent its interests as a likely surrounding community, to assist in determining the impacts of the proposed MGM gaming establishment, and to negotiate and/or arbitrate a community impact mitigation agreement. Further, the City retained Camoin Associates, Inc., a consulting firm specializing in the economics of casino and other development projects, to examine and determine the likely economic and fiscal impacts on the City anticipated as a result of the proposed MGM development.

On December 11, 2013, MGM was presented a "Letter of Authorization" pursuant to 205 C.M.R. 114.03, seeking disbursement for the above-mentioned costs incurred by the City. By letter dated December 19, 2013, MGM refused to provide an executed Letter of Authorization pursuant to 205 C.M.R. 114.03(2)(a). Accordingly, the City of Northampton has been forced to incur additional expenses for the preparation of this Application and accompanying documents.

Further, as a result of MGM's refusal to execute the Letter of Authorization, the City of Northampton now seeks relief from the Commission pursuant to 205 C.M.R. 114.03(2)(b)(1-2).

B. Background on the City of Northampton

Northampton is uniquely situated as the sole destination economy in the Pioneer Valley, perhaps rivaled statewide only by the Berkshires, Cape and Islands. At just an eighteen mile drive from the site of MGM's proposed gaming establishment, Northampton is located within the same economic market as the MGM project, drawing from the same pool of discretionary entertainment dollars. Therefore, the City will be significantly and adversely impacted by the MGM project.

As a City surrounded by what are known as the "Five Colleges": Smith College, Hampshire College, the University of Massachusetts, Amherst College, and Mount Holyoke, Northampton has a rich history of intellectual vibrancy and cultural activity. Walking down Main Street on an average weekend reveals a city unique in its artistic flair, appealing to tourists, students, student families, and locals, all of whom fuel Northampton's economic engine. Per capita, Northampton has an exponentially larger number of hotels and restaurants than Springfield and most other Western Massachusetts communities. Northampton has multiple entertainment venues that host films, dance performances, and nationally renowned artists. In addition, the retail environment in Northampton continues to flourish, with many small retailers competing for tourist and student dollars.

Unfortunately, small businesses in Northampton survive on only small profit margins, and the fragile nature of its small-business economy shows that even a small dip in business as a result of the cannibalization of its recreational customer patronage would be devastating. While the MGM development may indeed be an economic boon to the City of Springfield, whose consumer economy has suffered substantially over the past several decades, such a gain will unfortunately come at the expense of the City of Northampton and its small-business owners.

II. STANDARD OF REVIEW

“[T]he commission may receive and approve applications from a municipality to provide for reasonable costs related to legal, financial and other professional services required for the negotiation and execution of host and surrounding community agreements . . . and to require that such costs be paid by the applicant for a gaming license.”¹ Pursuant to 205 C.M.R. 114.03(1), not less than \$50,000.00 of the initial application fee for a gaming license shall be used to reimburse the host and surrounding municipalities for the cost of determining the impact of a proposed gaming establishment and for negotiating community impact mitigation agreements. Pursuant to 205 C.M.R. 114.03(2)(b)(4), “[i]f the total amount of payments authorized by the Commission exceeds the initial \$50,000.00 amount, the applicant shall immediately pay to the Commission all such additional authorized amounts for community disbursements.”

The Commission may approve a municipality’s application for community disbursement upon the satisfaction of three elements: First, there must be a reasonable likelihood that the community in question would qualify as a surrounding community under 205 C.M.R. 125.01. Second, the request must be reasonable in scope. Finally, 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.²

III. ARGUMENT

Despite its vibrancy, Northampton’s economy is nonetheless fragile, and is subject to significant and adverse impacts from the proposed MGM gaming development. Because MGM and its representatives have failed and refused to deliver an executed Letter of Authorization to the City pursuant to 205 C.M.R. 114.03(2)(a), the City now seeks a grant for costs incurred solely as a result of the MGM application.

The costs incurred by the City would not be incurred but for the necessity of retaining legal counsel to protect the City’s interests and procuring an expert consulting firm to identify

¹ Mass. Gen. Laws ch. 23K, § 4(7).

² 205 C.M.R. 114.03(2)(b)(2).

potential adverse economic and fiscal impacts that can be expected to result from the MGM gaming establishment. The relevant regulations provide that a prospective surrounding community may forego obtaining a Letter of Authorization and submit its request directly to the Commission “at any time within 90 days prior to the deadline for submission by an applicant of an RFA-2 application for a Category 1 gaming license.”³

A. There is a reasonable likelihood that the City of Northampton will be designated a surrounding community pursuant to 205 CMR 125.01

In order to qualify for an involuntary disbursement, the community must show that there is a reasonable likelihood that it will be designated a surrounding community.⁴ In determining whether a Community will be deemed a surrounding community for purposes of Mass. Gen. Laws ch. 23K and 205 C.M.R. 125.01, the legislature has advised the Commission to consider factors such as likely impact from the operation or development of the gaming establishment and proximity to the host community.⁵ The regulations expand on these factors, establishing five criteria for the Commission’s consideration: (1) proximity to the host community and the gaming establishment, (2) significant adverse impacts on the transportation infrastructure, (3) significant adverse effects from the development and construction of the gaming establishment, (4) significant adverse effects from the operation of the gaming establishment, and (5) significant and adverse effects resulting from any other relevant impacts.⁶

In a hearing before the Commission on the City of Bridgewater’s petition to be designated as a surrounding community, the Commission found that Bridgewater qualified because it met only a single criterion: that relating to “transportation infrastructure.”⁷ While

³ 205 C.M.R. 114.03(2)(b).

⁴ 205 C.M.R. 114.03(2)(b)(2); Transcript, Public Meeting No. 91 (Nov. 21, 2013), Mass. Gaming Comm., at 91:11-13.

⁵ Mass. Gen. Laws ch. 23K, § 2 (definition of “Surrounding communities”); see also Mass Gen. Laws ch. 23K, § 17(a).

⁶ 205 C.M.R. 125.01(2)(b).

⁷ See Pub. Meeting No. 91, supra, at 111:5-113:2.

discussing the Bolton petition, the Chairman stated that once any one factor is met, the municipality has satisfied its burden to be designated as a surrounding community.⁸ Thus, to qualify for the involuntary community disbursement, the City need only show that it is reasonably likely to meet one of the established factors for designation as a surrounding community.

Pursuant to 205 CMR 125.01 (2)(b)(4), the Commission must evaluate the impacts of the operation of a gaming establishment including “any negative impact on local, retail, entertainment, and service establishments in the community.” The development and operation of the MGM gaming establishment will substantially and adversely impact Northampton’s economy. Known for its food service establishments, which range from fine dining to counter service, entertainment venues, indoor and outdoor sporting activities and trails, galleries, and retail shops, Northampton also offers banquet and meeting facilities and provides a variety of lodging accommodations. In fact, Northampton currently has a new hotel in the permitting process which seeks to offer over one hundred rooms and an accompanying four thousand square-foot restaurant.⁹

Mirroring Northampton’s offerings, MGM’s plan to develop a resort casino encompasses much more than gaming and seeks to compete directly against Northampton’s destination economy. MGM seeks to offer outdoor gardens, banquet and meeting spaces, retail shopping, lodging, and both formal and casual dining.¹⁰ All of these proposed amenities are to be offered in a compact area situated in a three (3) square city block radius spreading over a 14.5-acre parcel of land in downtown Springfield.¹¹

In light of the fact that Northampton presently is the only destination market in the Pioneer Valley, the MGM development will directly and negatively impact the City’s local,

⁸ See Pub. Meeting No. 91, supra, at 22:6-11.

⁹ See Fred Contrada, New Hotel-Office-Restaurant Complex Envisioned For Northampton, The Republican (Nov. 13, 2013), *available at* http://www.masslive.com/news/index.ssf/2013/11/new_hotel-office-restaurant_complex_envisioned_for_northampton_clarion_site.html.

¹⁰ See MGM Springfield: Our Vision, MGM Springfield, <http://www.mgmspringfield.com/springfield/vision.aspx> (last visited Dec 18, 2013).

¹¹ Id.

retail, entertainment, and service establishments, as well as the City's own finances. While the precise extent of the adverse impacts cannot be quantified at this time, it is for exactly this reason that the grant of an involuntary disbursement is required—to permit the City to conduct the due diligence necessary to determine those impacts.

The development of gaming facilities in the Commonwealth is not meant to cannibalize local economies. Rather, the fundamental policy objective behind Chapter 23K is to promote local business.¹² Additionally, the legislature established that a key component in awarding a gaming license is the recognition of the importance of unique cultural and social resources.¹³

As an established cultural, social, and economic center, the public policy considerations set forth in Chapter 23K seem to speak directly of protecting Northampton's interests and weigh decidedly in favor of designating Northampton as a surrounding community. In addition, Northampton is located within the market proximity of the proposed gaming establishment, particularly when taking into account the nature of the Pioneer Valley economy. Indeed, a substantial portion of Northampton's current patrons are from communities south of the City, only minutes away from the proposed MGM facility.

In connection with its forthcoming Petition for Designation as a Surrounding Community, the City intends to provide analysis and statistics from its expert consultant evidencing that Springfield and Northampton are within the same geographical economic market, and that Northampton will suffer economically because it will have to compete for the same market participants that have permitted the City to flourish in past years.

Thus, in view of the anticipated significant and negative impacts, there is a reasonable likelihood that Northampton will be designated a surrounding community pursuant to 205 CMR 125.01.

¹² See Mass. Gen. Laws ch. § 1(6) (“promoting local small businesses and the tourism industry, including the development of new and existing small business and tourism amenities such as lodging, dining, retail and cultural and social facilities, is fundamental to the policy objectives of this chapter”); Pub. Meeting No. 91, *supra*, at 119-21 (recognizing the importance of defining small business); see also Requests Seeking Public Comment: Definition of Small Business-UPDATED, [massgaming.com, available at http://massgaming.com/news-events/archive-requests-for-public-comments/](http://massgaming.com/news-events/archive-requests-for-public-comments/) (last visited Dec. 21, 2013).

¹³ See Mass. Gen. Laws ch. 23K, § 1(7).

B. The requested fees are reasonable in scope

The City of Northampton has incurred, and continues to accrue legal fees and expenses in the estimated amount of \$25,000.00 solely and directly as a result of investigating potential impact of the proposed MGM gaming establishment and pursuing Northampton's rights to be designated as a surrounding community and to enter into a mitigation agreement with MGM. In anticipation of being significantly and adversely affected by the proposed gaming establishment both during construction and after its opening, the City had to take into account such factors as:

potential public safety impacts . . . stresses on the community's housing stock including any projected negative impacts on the appraised value of housing stock due to a gaming establishment; any negative impact on local, retail, entertainment, and service establishments in the community; increased social service needs including, but not limited to, those related to problem gambling; and demonstrated impact on public education in the community.¹⁴

In anticipation of performing investigations in this regard, the City retained Bacon Wilson, P.C. ("Bacon Wilson") as legal counsel. Bacon Wilson performed, and continues to perform, such professional services as necessary to adequately and appropriately protect the City's interests in this regard. All legal expenses incurred by the City were and will be directly related to determining the impact of the proposed MGM gaming establishment and mitigating those impacts.¹⁵ Taking into account the necessity of preparing, and potentially defending this Application and the forthcoming Petition for Designation as a Surrounding Community, in addition to the anticipated negotiations and/or arbitration concerning an impact mitigation agreement with MGM, the scope and cost of the services to be provided by Bacon Wilson are reasonable and necessary.

Moreover, while Northampton is well aware of the adverse impacts it will suffer as a result of the MGM proposal, the City is also aware that anecdotal evidence would be insufficiently compelling in its case to the Commission. Accordingly, it was necessary to retain

¹⁴ 205 C.M.R. 125.01(2)(b)(4).

¹⁵ See 205 C.M.R. 114.03(2)(b)(1) (considering "all legal, financial and other professional services deemed necessary by the community for the cost of determining the impact of the proposed gaming establishment and for the negotiation and execution of a host or surrounding community agreement and the attendant costs.").

an expert in the field of economic impacts. Camoin Associates, Inc. (“Camoin Associates”) is in the process of completing an economic and fiscal impact study at a cost to the City of \$17,500.00 to empirically determine the potential impacts on Northampton from the MGM development, a purpose and cost that are both reasonable and necessary.

The scope of services of both Camoin Associates and Bacon Wilson are included in the Exhibit “A” annexed to the Addendum to the Application for Community Disbursement filed herewith.

C. 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.

Due to the unique economic circumstances faced by the City of Northampton, it is essential that the City adequately protect its interests with respect to mitigation of adverse impacts from the proposed MGM gaming establishment. Failure to protect its interests and conduct studies to determine the adverse impacts would leave City subject to, and unprotected from, the precise impacts that Chapter 23K and the associated regulations were designed to mitigate. Therefore, the cost to the City of failing to obtain the funds necessary to employ Bacon Wilson and Camoin Associates (\$42,500.00) far outweighs any detriment to MGM, which has a required minimum capital investment of \$500,000,000.00 for the development of its proposed gaming establishment.¹⁶

D. Policy underlying the Gaming Act and Regulations support an involuntary community disbursement.

The regulations and underlying policy considerations of the Massachusetts Expanded Gaming Act appear to be designed to encourage community disbursements. 205 C.M.R. 114.03(2)(b)(3) provides that the Commission may approve an involuntary disbursement, which approval shall constitute designation as a surrounding community “for the limited purpose of receiving funding to pay for the cost of determining the impacts of a proposed gaming

¹⁶ See 205 C.M.R. 122.02(1).

establishment and for potentially negotiating a surrounding community agreement.” In addition, “[s]uch determination . . . shall not be considered evidence that the community receiving disbursements is or should be designated as a surrounding community.” This appears to be aimed at encouraging community disbursements during the investigative process by excepting such disbursements from consideration in the ultimate deliberations regarding whether the subject community constitutes a “surrounding community” under Chapter 23K.

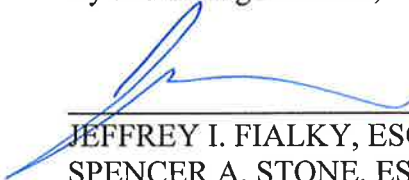
In order to protect the cultural, social, and economic attributes of the Commonwealth from the negative effects of gaming establishments, it is necessary to determine what those effects will be. As in the case of Northampton, where there appears to be a reasonable likelihood that the community will be negatively impacted, the purpose of Chapter 23K and its underlying policy considerations speak strongly in favor of authorizing the involuntary community disbursement to allow the community to determine and mitigate those impacts.

IV. CONCLUSION

For the forgoing reasons, the City respectfully requests that Commission approve an involuntary community disbursement grant to the City of Northampton in the amount of \$42,500.00.

December 27, 2013

Respectfully submitted,
CITY OF NORTHAMPTON
By and through counsel,



JEFFREY I. FIALKY, ESQ. BBO #567062
SPENCER A. STONE, ESQ. BBO #674548
BACON WILSON, P.C.
33 State Street
Springfield, MA 01103
Tel: (413) 781-0560
Fax (413) 739-7740
Jfialky@baconwilson.com

January 9, 2014

VIA UPS OVERNIGHT

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

Massachusetts Gaming Commission
Attn: John Ziemba, Ombudsman
84 State Street, 10th Floor
Boston, MA 02109


RE: Blue Tarp reDevelopment, LLC

Gentlemen:

Enclosed for submission to the Massachusetts Gaming Commission in connection with the above-referenced matter, please find the Petition of the City of Northampton for Designation as a Surrounding Community, the Appendix thereto, the Memorandum of Law and Fact in support thereof, and an Affidavit attesting to the service of the foregoing.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact us.

Very truly yours,


Jeffrey I. Fialky

JIF/spas
40346-0003
1056463

cc: Per enclosed Affidavit of Service

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**PETITION OF THE CITY OF
NORTHAMPTON FOR
DESIGNATION AS A
SURROUNDING COMMUNITY**

Now comes the City of Northampton (the "City"), by and through its undersigned counsel, and, pursuant to Mass. Gen. Laws ch. 23K, § 17(a) and 205 C.M.R. 125.01(2), respectfully requests designation as a surrounding community of the proposed Category 1 gaming establishment to be constructed and operated by Blue Tarp reDevelopment, LLC and its affiliates ("MGM") in Springfield, Massachusetts. In support thereof, the City respectfully represents as follows:

1. On or about December 30, 2013, MGM submitted to the Massachusetts Gaming Commission (the "Commission") an RFA-2 application for a gaming license to develop and operate a Category 1 gaming establishment in Springfield, Massachusetts (the "MGM Application").
2. The MGM Application fails to designate the City as a surrounding community pursuant to 205 C.M.R. 125.01(1)(a)(1). Further, the City has not executed a surrounding community agreement with MGM pursuant to 205 C.M.R. 125.01(1)(b). By letter dated November 15, 2013 from Michael C. Mathis, Vice President of Global Gaming Development for MGM Resorts International (a true copy of said letter is included in the Appendix at 1), and in subsequent informal communications between representatives of the City and MGM, MGM repeatedly indicated that it would neither voluntarily designate the City as a surrounding community in its RFA-2 Application nor would it voluntarily enter into a surrounding community agreement with the City. Therefore, the City respectfully requests designation by the Commission as a surrounding community pursuant to 205 C.M.R. 125.01(1)(c) and 125.01(2).

3. As further set forth in its Memorandum of Law and Fact submitted herewith, the City submits that it is proximate to the site of the proposed gaming establishment and the host community, and that the City will be significantly and adversely impacted by the development and operation of MGM's facility.
4. Pursuant to 205 C.M.R. 125.01(1)(c), the undersigned counsel to the City has authority to execute and file this Petition on behalf of the City pursuant to the Certification of Mayor David J. Narkewicz, the City's chief executive officer, a true copy of which Certification is included in the Appendix at 4.
5. In further support hereof, the City respectfully submits its Memorandum of Law and Fact and Appendix filed herewith and incorporated herein by reference.


WHEREFORE, the City of Northampton respectfully requests the following relief:

1. That the Commission designate the City of Northampton as a surrounding community to MGM's proposed gaming establishment in Springfield, Massachusetts;
2. That the Commission join and consolidate any hearing and/or community presentation on this Petition with any hearing and/or community presentation that may result from the City's Application for Community Disbursement filed with the Commission on December 27, 2013; and
3. Such other and further relief as the Commission deems just and proper.

(remainder of page intentionally blank)

Respectfully submitted,
City of Northampton,
By and through counsel,

January 9, 2014



JEFFREY I. FIALKY, ESQ. BBO #567062
SPENCER A. STONE, ESQ. BBO #674548
BACON WILSON, P.C.
33 State Street
Springfield, MA 01103
Tel: (413) 781-0560
Fax (413) 739-7740
Jfialky@baconwilson.com

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**MEMORANDUM OF LAW AND FACT IN SUPPORT OF THE PETITION OF THE
CITY OF NORTHAMPTON FOR DESIGNATION AS A SURROUNDING
COMMUNITY**

I. INTRODUCTION

By this Action, the City of Northampton (the “City” or “Northampton”) petitions the Massachusetts Gaming Commission (the “Commission”) for designation as a surrounding community to the gaming establishment proposed by Blue Tarp reDevelopment, LLC and its affiliates (collectively “MGM”) to be situated in Springfield, Massachusetts.

Northampton is the premier cultural and visitation destination in the Pioneer Valley, attracting residents, students, visitors, and tourists for its varied offerings from retail stores to renowned restaurants and high quality entertainment and music venues. The City is the “place to be,” and its unique character and charm drive an economic engine that makes the City an oasis in the context of a beautiful but mid-income City, and a generally economically challenged region.

Unlike many other communities throughout the Commonwealth that have petitioned for ‘Surrounding Community’ status, Northampton does not claim to be burdened by impacts on its infrastructure (e.g., traffic impacts). Unfortunately, the City instead anticipates a grave and substantial impact on its finances and local businesses due to the erosion of its status as the sole destination market in the Pioneer Valley, which forms the core and fabric of Northampton’s economy.

The MGM development ultimately may well provide tangible economic benefits to the City of Springfield and serve as a development catalyst for Springfield—all very positive outcomes for a City that has been economically challenged for decades. Unfortunately, it will be a zero-sum result in that the clear, albeit unintended, result of Springfield’s gain will be

Northampton's loss, and the loss of livelihoods of an entire city built around a fragile cultural economy of locally owned restaurants, retail, entertainment, and lodging establishments. Moreover, Northampton will not derive any benefit from the MGM development. The MGM development proposal, consistent with longstanding casino industry practices, seeks to provide entertainment amenities as a disincentive for casino patrons to visit other entertainment and retail venues, much less other destination communities.

The City of Northampton continues to rely heavily on significant consumer spending from the general region, particularly from the communities located to the south of the City, for goods and services related to entertainment and recreation. The MGM development is intended to cannibalize those consumers. As those dollars of consumer demand leave Northampton, this will directly impact the employment and economic activity of the City's businesses, which will, in turn, affect City tax collections and future property development.¹

MGM has suggested that the City is not entitled to 'Surrounding Community' status by arguing that it is not sufficiently proximate to the site of the proposed MGM development.² However, in this instance, considering mileage alone is not reflective of the fact that the MGM development will compete directly for Northampton's customers, and ignores the legislative intent of the Expanded Gaming Act—to protect small businesses and local communities.³

¹ See Camoin Associates, Inc., *Economic & Fiscal Impact Analysis of the Proposed MGM Casino on the City of Northampton*, December 2013 (hereinafter "Camoin Report") at 6; (included in Appendix at 5, 15).

² See Letter from Michael C. Mathis, Vice President of Global Gaming Development, MGM Resorts, November 15, 2013 (hereinafter "MGM Letter") (included in Appendix at 1) ("[W]e believe Northampton and Springfield are not proximate enough to significantly and adversely impact one another . . .").

³ See Mass. Gen. Laws ch. 23K, § 1 ("The General Court finds and declares that: . . . (6) promoting local small businesses and the tourism industry, including the development of new and existing small business and tourism amenities such as lodging, dining, retail and cultural and social facilities, is fundamental to the policy objectives of this chapter; (7) recognizing the importance of the commonwealth's unique cultural and social resources and integrating them into new development opportunities shall be a key component of a decision to the award of any gaming license under this chapter; (8) applicants for gaming licenses and gaming licensees shall demonstrate . . . a dedication to community mitigation, and shall recognize that the privilege of licensure bears a responsibility to identify, address and minimize any potential negative consequences of their business operations . . .").

Nevertheless, as further set forth in below, Northampton submits that it is indeed sufficiently proximate to the site of the proposed gaming establishment and the host community of Springfield to be designated as a surrounding community.

While the foreseen economic and fiscal impact on Northampton is both innately and anecdotally evident both to the City as well as those businesses that would be impacted, MGM continues to patently reject such expected impacts.⁴ Accordingly, the City retained the services of Camoin Associates, Inc. (“Camoin”), a nationwide expert specializing in economic and fiscal impact studies, to determine and report on any expected financial impacts. The result of Camoin’s analysis, *Economic & Fiscal Impact Analysis of the Proposed MGM Casino on the City of Northampton*, December 2013 (the “Camoin Report”), is included in the Appendix at 5. You will find that despite MGM’s assertions to the contrary, the Camoin Report clearly evidences the significant and adverse impacts that the MGM operation would have on Northampton.

Indeed, the Camoin Report details that the total impact on Northampton will range from between **\$4.4 million to \$8.8 million per year in lost sales, 90 to 180 lost jobs, and \$1.6 million to \$3.2 million in lost earnings each year.** Considering the various revenue sources associated with the downtown business district and tourism spending, the City would be expected to **lose between \$137,000 and \$274,000 annually** (\$3,700,000 to \$7,400,000 over a 20 year period) in direct revenues to the City.⁵ Moreover, recognizing Northampton’s role as a prime development location and the imminent loss of development dollars from Northampton to Springfield, all as further explained below, the City would be expected to **lose nearly an additional \$640,000 in tax revenue relative to lost future development.**⁶

⁴ See MGM Letter (Appendix at 1).

⁵ Camoin Report at i-ii (Appendix at 7-8).

⁶ *Id.*, at ii (Appendix at 8).

II. BACKGROUND

The City of Northampton is unparalleled as a destination city in Western Massachusetts. It is a thriving, economically vibrant, urban setting that is a major center of activity for residents, students, visitors, and tourists. The downtown retail shops, restaurants, hotels and entertainment venues drive a significant amount of local activity that also supports the City's revenues and its ability to provide high-quality services.⁷ Northampton is characteristically unique relative to other communities throughout the Commonwealth. Situated in the middle of the Pioneer Valley (the portion of the Connecticut River Valley running through the three Western Massachusetts counties of Hampden, Hampshire, and Franklin and which includes the host community of Springfield), Northampton is unique in its artistic, entertainment, retail, and culinary offerings and is undisputedly celebrated across the region and the Commonwealth as the Valley's cultural center.

Initially founded in 1654⁸ and incorporated as a city by the legislature in 1883,⁹ Northampton's cultural tradition dates back at least as far as the nineteenth century, drawing visitors such as Timothy Dwight, the Marquis de Lafayette, Henry James, Ralph Waldo Emerson and Jenny Lind, who proclaimed the City to be the "paradise of America." Indeed, artists like Thomas Cole believed Northampton to be the epitome of the "picturesque"—the ideal middle landscape between the sordid city and wild nature."¹⁰

Northampton has been singled out for countless awards and distinctions including AARP Magazine's Great Cities for a Simple Life, 2009; American Style Magazine's Top 25 Arts Destinations, 2000-2009; New York Times' Number One Best Place for Retirees, 2007; Money

⁷ *Id.*, at 9 (Appendix at 18).

⁸ Brief History, Historic Northampton Museum & Education Center, <http://www.historic-northampton.org/highlights/brief.html> (included in Appendix at 32).

⁹ 1883 Mass. Acts, ch. 250.

¹⁰ Brief History, Historic Northampton Museum & Education Center, *supra* at footnote 8.

Magazine's Top 100 Best Places to Live, 2005; and National Geographic Adventure Magazine's Top Adventure Town in Massachusetts, 2007, to name a few.¹¹

As a City surrounded by what are known as the "Five Colleges": Smith College, Hampshire College, the University of Massachusetts, Amherst College, and Mount Holyoke, Northampton has a rich history of intellectual vibrancy and cultural activity. Walking down Main Street on an average weekend reveals a city unique in its artistic flair, appealing to regional tourists, students, student families, and locals, all of whom fuel Northampton's economic engine.

Today, Northampton's retail and service industry forms the backbone of its economy. As described in greater detail in the Camoin Report, Northampton enjoys approximately \$462,320,111 in annual retail sales, with \$80,650,400, or seventeen percent (17%), of those sales attributable to non-Northampton residents.¹² More telling is the fact that an even higher percentage of sales is attributable to non-Northampton residents in those retail sectors more closely associated with the tourism and leisure industry. For example, thirty-four percent (34%) of department store sales and forty-two percent (42%) of full-service restaurant sales in Northampton are attributable to non-Northampton residents.¹³ With its downtown area having approximately twenty-five (25) retailers, thirty-nine (39) restaurants and bars, a number of entertainment venues, and two (2) downtown hotels (with more under construction),¹⁴ Northampton presently generates more income from such sources, per capita, than the average city or town in Massachusetts, and significantly more than the host community of Springfield.¹⁵

¹¹ Northampton Awards, City of Northampton Massachusetts, <http://www.northamptonma.gov/154/Northampton-Awards> (included in Appendix at 34).

¹² Camoin Report at 10 (Appendix at 19).

¹³ *Id.*

¹⁴ *Id.*, at 9 (Appendix at 18).

¹⁵ According the U.S. Census Bureau, in 2007, Northampton had retail sales per capita of \$16,430 compared to the statewide average of \$13,553 per capita and the Springfield average of \$10,052 per capita. Also in 2007, Northampton averaged \$2,862 per capita in accommodation and food service sales compared to the statewide average of \$2,278 per capita and the Springfield average of \$1,453 per capita. (The figures regarding accommodation and food service sales were calculated by utilizing the U.S. Census Bureau figures for total sales in 2007 and dividing by the 2010 population). State & County QuickFacts, United States Census Bureau, *available at* <http://quickfacts.census.gov/qfd/index.html>.

In fact, in 2006 the Retailer's Association of Massachusetts named Northampton the "Best Downtown Shopping District."¹⁶ Northampton's entertainment venues attract world renowned performing artists, which have included James Taylor, Elvis Costello, Alice Cooper, Emmylou Harris, Jimmy Fallon, Weird Al Yankovic, and Ben Folds, to name a few, and bring approximately 500,000 visitors to the City annually.¹⁷

The City also owns several venues itself, including the Academy of Music, which hosts theatrical, film, music, and dance performances, and the approximately 150-acre Look Park, attracting visitors from across the region, and which includes indoor and outdoor event spaces, a zoo, a miniature golf course, a water park, concessions, and other amenities and attractions. In addition, the retail environment in Northampton continues to flourish, with many small retailers catering to, and competing for, tourist and student dollars.

While Northampton's cultural history spans many decades, its economy nonetheless remains delicate and subject to changing market factors.¹⁸ Indeed, the economic downturn of recent years was felt in Northampton's downtown district, which saw a precipitous decline in customer patronage especially during 2008-2009.¹⁹ Likely serving as both a real-life test-case, and forewarning of what could result from a few percentage point decline in patronage, the 2008-2009 downtown led to store and restaurant closings, the volume of which had not been seen in decades.²⁰

It is precisely this further anticipated decline, attributable to the MGM operation that is the basis of the City's Petition in this regard. Indeed, while the City's economy has steadily improved over the past couple of years, and as further detailed below, the financial impact from the MGM development will severely impact the City's innately fragile economic model.

Accordingly, the future of Northampton's economic fabric is at risk given the economic and fiscal impact it will endure as a result of the MGM development. These impacts are not

¹⁶ Northampton Awards, City of Northampton Massachusetts, *supra* at footnote 11.

¹⁷ Camoin Report at 9 (Appendix at 18).

¹⁸ *Id.*, at 10 (Appendix at 19).

¹⁹ Chad Cain, Daily Hampshire Gazette, page 1A (May 22, 2008).

²⁰ Chad Cain, Daily Hampshire Gazette, page 1A (January 24, 2008).

imagined, as MGM would aver, but rather have been empirically and categorically determined by Camoin, as discussed below.

III. ARGUMENT

Consumer discretionary spending is the driving force behind Northampton's economy. As noted above, approximately seventeen percent (17%) of the City's total retail sales come from out-of-town visitors to the City.²¹ If the MGM project is approved and developed, some of that entertainment and recreation discretionary spending basket will instead be spent at the gaming establishment, significantly and negatively impacting the City's small businesses, which will in turn have a significant and adverse impact on the city's employment rate, tax collections, and future property development.²²

Recognizing the potential harms to municipalities in proximity to a gaming establishment, the legislature included in the Expanded Gaming Act provisions to protect those municipalities and to mitigate the negative impacts. In order to be entitled to those protections a community must first be affirmatively designated as a surrounding community.²³ A municipality may be designated by one of three methods: (1) designation in the applicant's RFA-2 application, (2) by entering into a surrounding community agreement with the applicant, or (3) designation by the Commission upon written petition of the community.²⁴ Because MGM has failed and refused to designate Northampton as a surrounding community in its RFA-2 application or to enter into an agreement with the City, Northampton now seeks designation as a surrounding community by the Commission.

²¹ Camoin Report at 10 (Appendix at 19).

²² *Id.*, at 6 (Appendix at 15).

²³ *See, e.g.*, Mass. Gen. Laws ch. 23K, § 15(9) (applicant for gaming license must provide to the Commission signed agreements with "surrounding communities"); Mass. Gen. Laws ch. 23K, § 61(b) (monies from Community Mitigation Fund available to host community and "surrounding communities").

²⁴ 205 C.M.R. 125.01(1).

In determining whether a particular community will be deemed a surrounding community for purposes of Mass. Gen. Laws ch. 23K and 205 C.M.R. 125.01, the legislature has advised the Commission to consider factors such as likely impact from the operation or development of the gaming establishment and proximity to the host community.²⁵ In making its determination, the regulations provide that the Commission will evaluate five factors: (1) proximity to the host community and the gaming establishment, (2) significant adverse impacts on the transportation infrastructure, (3) significant adverse effects from the development of the gaming establishment, (4) significant adverse effects from the operation of the gaming establishment, and (5) significant and adverse effects resulting from any other relevant impacts.²⁶ Once any one factor is met, the municipality has satisfied its burden to be designated as a surrounding community.²⁷

In considering whether a community will be adversely affected by the operation of the proposed gaming establishment under the fourth criterion noted above, the Commission takes into account, among other things, “any negative impact on local, retail, entertainment, and service establishments in the community.”²⁸ It is this consideration that primarily concerns the City, and for which it should be designated as a surrounding community. Unlike many other municipalities throughout Massachusetts, and Western Massachusetts in particular, designated or petitioning for designation as a “surrounding community,” the City of Northampton will be uniquely and adversely impacted not by traffic or infrastructure, but more significantly, by the disruption to its core economy.

Because MGM and its representatives have failed and refused to designate the City of Northampton as a surrounding community pursuant to 205 C.M.R. 125.01(1)(a)(1), the City now seeks designation by the Commission under 205 C.M.R. 125.01(1)(c) and (2)(a) to permit the City to enter into an agreement with MGM to mitigate the impacts of the proposed gaming establishment under 205 C.M.R. 125.01(6).

²⁵ Mass. Gen. Laws ch. 23K, § 2 (definition of “Surrounding communities”).

²⁶ 205 C.M.R. 125.01(2)(b).

²⁷ See Transcript, Public Meeting No. 91 (Nov. 21, 2013), Mass. Gaming Comm., at 22:6-11.

²⁸ 205 C.M.R. 125.01(2)(b)(4).

A. The operation of the MGM gaming establishment will cause substantial and net adverse impact resulting in lost sales, jobs, earnings, and tax revenue.

1. The MGM Development will impact Northampton's existing customer base.

As noted above, the Commission shall evaluate the impacts of the operation of a gaming establishment including “any negative impact on local, retail, entertainment, and service establishments in the community.”²⁹ Known for its food service establishments, which range from fine dining to counter service, entertainment venues, indoor and outdoor sporting activities and trails, galleries, retail shops, and a variety of lodging accommodations, Northampton is the cultural and consumer epicenter of the Pioneer Valley. In fact, Northampton currently has a new hotel in the permitting process which seeks to offer over one hundred rooms and an accompanying four thousand (4,000) square-foot restaurant.³⁰

The scale of MGM's plans for its proposed gaming establishment demonstrates that the project would be far more than a casino. Rather, MGM Springfield would be a “resort casino,” complete with all the amenities and leisure activities that complement gaming, including entertainment, dining, and shopping, which together would create an attractive “destination” environment that would directly compete with other centers of activity in the Pioneer Valley, namely Northampton.³¹

Indeed, MGM plans to develop a resort that encompasses much more than gaming. According to the Host Community Agreement,³² this investment would include:

²⁹ *Id.*

³⁰ Fred Contrada, *New Hotel-Office-Restaurant Complex Envisioned For Northampton*, The Republican (Nov. 13, 2013), available at http://www.masslive.com/news/index.ssf/2013/11/new_hotel-office-restaurant_complex_envisioned_for_northampton_clarion_site.html (included in Appendix at 36).

³¹ Camoin Report at 11 (Appendix at 20).

³² Host Community Agreement by and between City of Springfield, Massachusetts and Blue Tarp reDevelopment, LLC, May 14, 2013, available at http://www3.springfield-ma.gov/planning/fileadmin/Planning_files/1a_Host_Community_Agreement_-_Dated.pdf (hereinafter “Host Community Agreement”).

- 125,000 square feet of gaming area (3,000 slot and video stations and 75 tables);
- 250-room four-star hotel;
- 7,000-square-foot spa with rooftop outdoor swimming pool and 8,000-square-foot rooftop garden;
- 45,000-square-foot conference facility;
- 54 apartment units;
- 125,000 square feet of office;
- An entertainment hub including 8-screen cinema, 18-lane bowling, a minimum of 7 restaurants, and approximately 27,000 square feet of retail space;
- A physical connection to the MassMutual Center, which will partner with MGM on entertainment; and
- Parking for buses and 3,600 personal vehicles.³³

These services to be provided by MGM will compete directly with Northampton's business owners for the limited dollars available for consumer discretionary spending in the region.³⁴

In addition to any entertainment contained within the Casino and associated facilities, the Casino has entered into agreements to market, co-sponsor, and underwrite 12 major events per year at the MassMutual Center, Symphony Hall, and City Stage venues in Springfield. The added clout of the casino, together with its likely favorable ticket pricing in attracting attendees into these events, creates additional competition for the City of Northampton as a destination and will increase the cost to Northampton venues in attracting performers and concertgoers.³⁵

³³ See Exhibit G to Host Community Agreement, available at http://www3.springfield-ma.gov/planning/fileadmin/Planning_files/1b_Exhibits_-_2.pdf.

³⁴ Camoin Report at 5 (Appendix at 14).

³⁵ *Id.* It should also be noted that many concert promoters include "radius clauses" in their agreements with performers, which prevent artists from performing within a certain radius of a concert for a period of time. If similar clauses are included in any agreements with performers at the MGM facility and related venues, it would negatively impact the ability of Northampton venues to attract the caliber of performers they have enjoyed in the past. See Jim DeRogatis, *Illinois Attorney General Investigating Lollapalooza for Anti-Trust*, WBEZ Chicago Public Media, available at <http://www.wbez.org/jderogatis/2010/06/breaking-illinois-attorney-general-investigating-lollapalooza-for-anti-trust/27523>.

2. The MGM Development will result in \$4.4 Million to \$8.8 Million in lost sales, 90 to 180 lost jobs, and \$1.6 to \$3.2 Million in lost earnings in Northampton.

As discussed in greater detail in the Camoin Report, while Northampton services customers throughout the Pioneer Valley (the “Northampton Trade Area”) and beyond, the City nonetheless draws most of its customer base from south of the City.³⁶ The MGM development will draw from a far larger market area (the “Casino Trade Area”), and Camoin estimates that approximately 4.04% of all recreational and entertainment spending within the Casino Trade Area will be spent at the MGM facility.³⁷ However, since the Northampton Trade Area is wholly subsumed within the Casino Trade Area, recreational spending in Northampton will suffer immensely as a direct result of the MGM development. This will result in 4.04% to 8.08% of food/beverage, lodging and retail sales being transferred from the Northampton Trade Area to the gaming establishment, an amount equal to over \$40 million to \$80 million per year.³⁸

The impact on Northampton will be especially significant given Northampton’s role in the Northampton Trade Area.³⁹ As well, by redirecting spending in the Northampton Trade Area to the casino, it will reduce the amount of spending that Northampton Trade Area residents would otherwise spend in the City.⁴⁰

All told, on a range of “low case” to “high case” estimates, Northampton can be expected to lose between \$4.4 million to \$8.8 million annually in sales,⁴¹ severely impacting the small businesses in the City already surviving on wafer-thin margins. Moreover, the impact would

³⁶ Camoin Report at 5 (Appendix at 14).

³⁷ *Id.*, at 14 (Appendix at 23).

³⁸ *Id.*

³⁹ *Id.*, at 15-16 (Appendix at 24-25).

⁴⁰ *Id.*, at 5 (Appendix at 14).

⁴¹ *Id.*, at 15-16 (Appendix at 24-25).

correlate directly to individuals and would result in a loss of between 90 to 180 jobs, and thus a loss of between \$1.6 million to \$3.2 million in earnings annually.

3. The City of Northampton will lose between \$137,000 and \$274,000 in lost tax and other revenue annually (\$3,700,000 to \$7,400,000 over a 20 year period).

In addition to the economic impacts Northampton will face as a result of lost sales, jobs, and earnings as described above, the City treasury will likewise suffer a direct loss of tax and parking revenue. As the Camoin Report details, Northampton's vibrant economy fuels much needed City tax revenues. Sources of revenue include meals taxes from the 103 restaurant, bar, and food retailers throughout the City, as well room occupancy taxes from the City's lodging establishments. Given the large amount of recreational spending in the City, Northampton also relies upon fees associated with parking in the City's municipal parking lots, as well as metered locations. As the Camoin Report shows, these revenues will all decrease proportionately as a result of the MGM development.

Moreover, the City is expected to lose property tax revenues as a result of the MGM development. Northampton assesses the values of real property on an income generation model.⁴² As such, there is a direct correlation between business sales and the rent charged by property owners to commercial tenants. Accordingly, with the decreased sales forecasted, and further described above, there would be a decrease in property taxes, especially for the "mixed use" units located in the City's downtown, anticipated to be the hardest hit by decreased sales resulting from the MGM development.⁴³

In sum, the City will directly lose between \$137,000 and \$274,000 in tax and other revenue annually, and \$3,700,000 to \$7,400,000 over a 20 year period, as a result of the MGM project.

⁴² *Id.*, at 19 (Appendix at 28).

⁴³ *Id.*

4. The City will lose nearly \$640,000 in tax revenue as a result in the redirection of future investment and development dollars.

As the Camoin report confirms, Northampton is currently considered a prime location for real estate development in light of a low tax rate, significant number of annual visitors, and a thriving retail environment.⁴⁴ By way of example, there is currently \$21 million of development underway with respect to two large hotel development projects in Northampton.⁴⁵

As MGM and Springfield develop casino amenities such as retail stores, hotels, restaurants, and other hospitality services, investments that otherwise would have been made in Northampton would instead be diverted to Springfield.⁴⁶ Again, while this end result would undeniably be a good thing for Springfield, it would unfortunately be at Northampton's expense.

As the Camoin Report explains, while not every future development in Northampton would be impacted as Springfield evolves into a more popular tourist destination, the actual impact would nonetheless be substantial. It is forecasted that Northampton would thus lose as much as an additional \$323,190 annually in property tax revenue and \$316,596 annually in associated occupancy tax revenue as a result of this loss of future development in Northampton.⁴⁷

5. Northampton will not experience any positive impact; patrons from outside the Pioneer Valley attracted to the MGM facility will not benefit Northampton.

Clearly MGM anticipates attracting current residents of the Pioneer Valley as casino patrons. Moreover, while MGM would undoubtedly expect to attract patrons from outside the

⁴⁴ *Id.*, at ii (Appendix at 8).

⁴⁵ *Id.*

⁴⁶ *Id.*, at 21 (Appendix at 30).

⁴⁷ *Id.*

region, the proposed Springfield resort casino cannot be expected to have any positive impact on Northampton's economy.

MGM avers that Northampton will benefit to some extent from its development, noting that it intends to:

“promote Northampton and its wonderful and dynamic downtown area to [MGM's] multiple day visitors, and intend to provide the Northampton Visitor's Guide to our concierge and customer service employees to promote to [MGM's] guests.”⁴⁸

This representation of negligible cross-promotion directly contravenes the amenities-rich MGM development proposal, and the track record of the industry itself—providing a *de facto* disincentive for casinos patrons to frequent entertainment amenities outside the casino facility, much less in other communities.

Indeed, the proposed MGM development model is to provide restaurant, entertainment and lodging amenities to meet all of its customers' needs within the gaming establishment and adjacent facilities so that they do not need to leave the casino. For this reason, the proposed non-gaming investments in the City of Springfield are not merely negotiated bonuses for Springfield—the Casino has a vested interest in the creation of a successful destination area which suggests a high likelihood of competition for Northampton.⁴⁹

“The tourist . . . does not generally spend much in the communities surrounding a resort-style casino.”⁵⁰ This business paradigm is readily acknowledged in the industry; Steve Wynn, stated in an address to Bridgeport, Connecticut businesspersons in 1990: “There is no reason on earth for any of you to expect for more than a second that just because there are people here,

⁴⁸ MGM Letter at 2 (Appendix at 2).

⁴⁹ Camoin Report at 11 (Appendix at 20).

⁵⁰ Economic Impact of Casino Development, Memorandum from Heather Brome, Policy Analyst, New England Public Policy Center, Federal Reserve Bank of Boston 3 (Sept. 14, 2006), available at <http://www.bostonfed.org/economic/neppc/memos/2006/brome091406.pdf>.

they're going to run into your restaurants and stores just because we build this building [casino] here.”⁵¹

Lastly, by MGM's own logic, it cannot contend that Northampton will materially benefit from its Springfield development, having already determined that “Northampton and Springfield are not proximate enough to significantly and adversely impact one another.”⁵² Despite its assertions to the contrary, MGM cannot argue on one hand that Springfield and Northampton are proximate enough for the casino to *benefit* Northampton, while at the same time arguing that they are not proximate enough to *adversely impact* each other.

6. The policy objectives of Chapter 23K support designation as a surrounding community.

“[P]romoting local small businesses and the tourism industry, including the development of new and existing small business and tourism amenities such as lodging, dining, retail and cultural and social facilities, is fundamental to the policy objectives of [Chapter 23K].”⁵³ Additionally, the legislature established that a key component in awarding a gaming license is the recognition of the importance of unique cultural and social resources.⁵⁴ As an established cultural, social, and economic center for decades, the public policy considerations set forth in Chapter 23K seem to speak directly of protecting Northampton's interests and weigh decidedly in favor of designating Northampton as a surrounding community.

Thus, while the City recognizes that the MGM project certainly could result in material and positive impacts for Springfield, this unfortunately will come at the expense of the City of Northampton. Individuals who have spent decades shopping or having dinner in Northampton followed by a musical performance, for example, may now instead spend their discretionary

⁵¹ Quoted in Economic Impact of Casino Development, *supra* at note 50 (modification in original).

⁵² MGM Letter at 2 (Appendix at 2).

⁵³ Mass. Gen. Laws ch. § 1(6); *see also* Transcript, Public Meeting No. 91 (Nov. 21, 2013), Mass. Gaming Comm., at 119-21 (recognizing the importance of defining small business).

⁵⁴ *See* Mass. Gen. Laws ch. 23K, § 1(7).

dollars at the MGM casino. The legislature contemplated the likely impact of casinos on small business retail, when the Senate defeated an amendment that would have banned casinos from operating retail businesses because “we’re not interested in trying to kill the goose that lays that golden egg [W]e want to make sure these entities remain viable, that they are going to produce revenue for the commonwealth.”⁵⁵

B. Northampton is in sufficient proximity of the proposed gaming establishment.

1. Northampton is geographically proximate to the proposed MGM development.

Northampton is located geographically proximate to the proposed gaming establishment and the host community of Springfield, particularly when taking into account the unique nature of the Pioneer Valley economy and population. At an approximately 18 mile drive from the site of proposed gaming establishment, a majority of the customers to Northampton come from the south (i.e., the Greater Springfield area) due to the ease of access (I-91 corridor), population centers, and overall market proximity.⁵⁶ With its main downtown parking area just one mile from the Route 91 exit, it can take less than twenty minutes from getting in one’s car at the proposed casino site to parking in the Northampton downtown parking lots.

Proximity and economic impact are related where the casino, in drawing spending to the City of Springfield, will siphon off a portion of that spending from the Northampton Trade Area. By redirecting spending in the Northampton Trade Area to the casino, it will reduce the amount of spending that Northampton Trade Area residents would otherwise spend in the City.⁵⁷

⁵⁵ Dan Ring, *Massachusetts Senate Launches Debate on Casinos, Defeats Proposals for Major Changes to Bill*, *The Republican* (Sept. 26, 2011) available at http://www.masslive.com/news/index.ssf/2011/09/massachusetts_senate_launches_1.html (included in Appendix at 38) (quoting State Senator Stephen M. Brewer).

⁵⁶ Camoin Report at 5 (Appendix at 14).

⁵⁷ *Id.*

Mileage from the proposed gaming establishment *alone*, while instructive, cannot be the dispositive factor in determining proximity, particularly in Western Massachusetts where the population is less concentrated than in the eastern part of the Commonwealth.

The Commission itself has stated that each community will be evaluated independently. While the Commission has made reference to the one (1), two (2), and five (5) mile distances that were proposed in certain amendments to the proposed Expanded Gaming Act legislation, the Commission is reminded that amendments were likewise proposed that considered communities within a twenty (20) mile radius as potential surrounding communities.⁵⁸ Moreover, in considering the concept of 'geographic proximity,' the Commission did not rule out the possibility that a community could be designated as a surrounding community, even with extreme geographic distances between the municipality and the gaming establishment:

"If a Community is one mile away from a gaming facility, it is likely to experience impacts. If a community is 50 miles away from a gaming facility, it is less likely to experience impacts. However, even within those extremes, arguments are possible that communities may or may not experience some impacts. For example, venue operators very far from Connecticut casinos have indicated their business is impacted."⁵⁹

The Pioneer Valley counties of Hampden, Hampshire, and Franklin take up 23.6% of the land area in Massachusetts but account for just 10.6% of the population.⁶⁰ Individuals in Western Massachusetts are accustomed to traveling longer distances for recreational, shopping,

⁵⁸ Amendment No. 144, Filed: Sept. 2011 2:47 PM FOR H. 3702 (Mr. Murphy of Burlington moves to amend House Bill 3702 in line 1031, paragraph (8) of section 15, by adding at the end thereof the following: "A surrounding community is a municipality within a twenty geographic mile radius from the casino.").

⁵⁹ Massachusetts Gaming Commission, *Framework for Addressing Policy Questions*, Update Date December 6, 2012, Question 1 Analysis, available at <http://massgaming.com/wp-content/uploads/Commissioner-Packet-Policy-Questions-12.12.2012.pdf>.

⁶⁰ As of the 2010 Census, the total state population was 6,547,629 in an area of 7,800.06 square miles; the counties of Hampden, Hampshire, and Franklin had a combined population of 693,302 in an area of 1,843.72 square miles. State & County QuickFacts, United States Census Bureau, available at <http://quickfacts.census.gov/qfd/index.html>.

and employment purposes than those in Eastern Massachusetts. This must be taken into account in determining proximity for purposes of designation as a surrounding community.

Northampton is located within the same New England City and Town Area as the host community of Springfield, as determined by the White House Office of Management and Budget.⁶¹ Particularly relevant is the definition of such an Area: “a geographic entity associated with at least one core of 10,000 or more population, plus adjacent territory that has a high degree of social and economic integration with the core as measured by commuting ties.”⁶²

Notwithstanding the above, the Commission has made it clear that ultimately the determinative factor for designation as a surrounding community is *impact* and *not proximity*. Indeed, at the Commission’s November 21, 2013 meeting, Chairman Crosby clarified: “[w]hat the Legislature and we are concerned about is impacts . . . [a]nd maybe proximity can be sort of advisory to impacts but it is impacts not proximity which are really determinative here.”⁶³

While communities in closer proximity to the proposed casino site may face other impacts, positive and negative, Northampton is unique in that it will suffer economically because Northampton will have to compete for the same market participant consumers that have caused the City to flourish in the past years. With the development and operation of the proposed MGM gaming establishment, it is unlikely that Northampton will be able to preserve the character of its downtown and its income base absent sufficient funds and procedures in place to mitigate the effects of the MGM project.

⁶¹ Office of Mgmt. & Budget, Executive Office of the President, OMB Bull. No. 13-01, Revised Delineations of Metropolitan Statistical Areas, Micropolitan Statistical Areas, and Combined Statistical Areas, and Guidance on Uses of the Delineations of These Areas (2013).

⁶² 2010 Standards for Delineating Metropolitan and Micropolitan Statistical Areas, 75 Fed. Reg. 37246 (June 28, 2010) (defining Core Based Statistical Areas, including New England City and Town Areas).

⁶³ Transcript, Public Meeting No. 91 (Nov. 21, 2013), Mass. Gaming Comm., at 15:24-16:4.

2. Northampton is in the proximate economic market of the MGM development, and shares a common tourism and transportation infrastructure with Springfield.

The Camoin Report makes clear Springfield is located within the Northampton Trade Area and shares a customer base with Northampton.⁶⁴ As noted above, a majority of the customers to Northampton come from the south due to ease of access, population centers, and overall market proximity.⁶⁵ Therefore, the proximity of Northampton to Springfield will play a large role in how the casino impacts spending.⁶⁶

In addition, Northampton and Springfield share a common transportation and tourism infrastructure. Both are served by the Pioneer Valley Transit Authority as their primary mass-transportation provider.⁶⁷ Further, they are both represented in the Pioneer Valley Planning Commission,⁶⁸ which, among other responsibilities, is tasked with “[b]ringing a regional and inter-regional perspective to the region’s transportation, housing, economic development, historic preservation, pollution control, and resource management and protection planning . . . [and] [f]ostering cooperative efforts among municipalities to achieve better land development, public service, and financial efficiency.”⁶⁹ In addition, the Greater Springfield Convention and Visitors Bureau, Inc. promotes tourism in the region which includes both Northampton and

⁶⁴ Camoin Report at 4 (Appendix at 13).

⁶⁵ *Id.*, at 5 (Appendix at 14).

⁶⁶ *Id.*

⁶⁷ "The Pioneer Valley Transit Authority" includes “[t]he cities of Chicopee, Holyoke, Northampton, Springfield, Westfield, and the towns of Agawam, East Longmeadow, Easthampton, Hadley, Longmeadow, Ludlow, South Hadley, West Springfield, Wilbraham and Amherst.” Mass. Gen. Laws. ch. 161B, § 2.

⁶⁸ Member Communities, Pioneer Valley Planning Commission, http://www.pvpc.org/member_communities/#.

⁶⁹ Vision and Mission, Pioneer Valley Planning Commission, <http://www.pvpc.org/about/visionandmission.shtml>.

Springfield.⁷⁰ This demonstrates that Northampton and Springfield share common economic ties and that their infrastructure and tourism industry are inextricably linked.

Furthermore, the legislative history of the bill itself is instructive in determining the economic market area of a casino. The early versions of the gaming bill in the Massachusetts Senate all included the provision that “[n]o gaming establishment shall be located within forty (40) miles of any other gaming establishment in the commonwealth.”⁷¹ The purpose of this provision was to “maximize the benefits,” or to put it more plainly—to maximize profits.⁷² If a forty-mile radius is the minimum distance required to protect the gaming developers from an over-saturated market, then Northampton’s economic market should be held to a similar proximity, and, at eighteen (18) miles away, should be deemed proximate to the Springfield market.

(remainder of page intentionally blank)

⁷⁰ “The Greater Springfield Convention & Visitors Bureau (GSCVB) was founded in 1985 to promote Massachusetts’ Pioneer Valley as a year-round destination for conventions, meetings, group tour and leisure travel. The Pioneer Valley is defined as the region encompassing Hampden, Hampshire and Franklin counties.” About Us, Greater Springfield Convention & Visitors Bureau, <http://www.valleyvisitor.com/about-us.html>.

⁷¹ 2011 Bill Text MA S.B. 155, § 17(i); 2011 Bill Text MA S.B. 170, § 17(i); 2009 Bill Text MA S.B. 2524, § 17(i); 2009 Bill Text MA S.B. 2530, § 17(i).

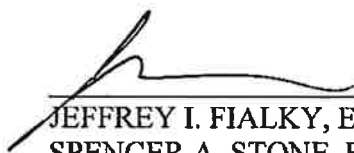
⁷² See Dan Ring, *Massachusetts Senate Launches Debate on Casinos, Defeats Proposals for Major Changes to Bill*, supra at footnote 55.

IV. CONCLUSION

For the forgoing reasons, the City of Northampton submits that Commission should designate the City as a surrounding community to the proposed MGM gaming establishment.

January 9, 2014

Respectfully submitted,
City of Northampton,
By and through counsel,



JEFFREY I. FIALKY, ESQ. BBO #567062
SPENCER A. STONE, ESQ. BBO #674548
BACON WILSON, P.C.
33 State Street
Springfield, MA 01103
Tel: (413) 781-0560
Fax (413) 739-7740
Jfialky@baconwilson.com

AFFIDAVIT OF SERVICE

I, Jeffrey I. Fialky, of the law firm of Bacon Wilson, P.C., do hereby certify under penalty of perjury that on January 9, 2014, I caused copies of the foregoing Petition of the City of Northampton for Designation as a Surrounding Community, the Memorandum of Law in Fact in support thereof, and the Appendix thereto to be served upon the parties and in the manner listed below:

MASSACHUSETTS GAMING COMMISSION

Attn: Chairman Stephen Crosby
84 State Street, 10th Floor
Boston, MA 02109
(via UPS overnight shipping)

MASSACHUSETTS GAMING COMMISSION

Attn: John Ziemba, Ombudsman
84 State Street, 10th Floor
Boston, MA 02109
(via UPS overnight shipping)

BLUE TARP REDEVELOPMENT, LLC

100 Franklin Street
9th Floor
Boston, MA 02110
(via first class mail, postage prepaid)

BLUE TARP REDEVELOPMENT, LLC

c/o Corporation Service Company-MA, its Registered Agent
84 State Street
Boston, MA 02109
(via first class mail, postage prepaid)

MICHAEL MATHIS


Vice President, Global Gaming Development
MGM Resorts International
1414 Main Street
Suite 1140
Springfield, MA 01144
mmathis@mgmresorts.com
(via first class mail, postage prepaid, and email)

JED M. NOSAL, ESQ.
Brown Rudnick LLP
One Financial Center
Boston, MA 02111
JNosal@brownrudnick.com
(via first class mail, postage prepaid)

SETH STRATTON, ESQ.
Law Offices of Frank Fitzgerald
46 Center Square
East Longmeadow, MA, 01028
sns@fitzgeraldatlaw.com
(via first class mail, postage prepaid, and email)

MAYOR DAVID J. NARKEWICZ
210 Main Street, Room 12
Northampton, MA 01060
(via first class mail, postage prepaid)

ALAN SEEWALD, CITY SOLICITOR
Seewald, Jankowski & Spencer, P.C.
5 Pleasant Street
Amherst, MA 01002-1501
(via first class mail, postage prepaid)



Jeffrey I. Fialky, Esq.

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

APPENDIX
TO THE PETITION OF THE CITY OF
NORTHAMPTON FOR DESIGNATION AS A
SURROUNDING COMMUNITY

TABLE OF CONTENTS

Letter from Michael C. Mathis, Vice President of Global Gaming Development, MGM Resorts, November 15, 20131

Notice of Appearance of Counsel (with Certificate of Mayor David J. Narkewicz)3

Camoin Associates, Inc., *Economic & Fiscal Impact Analysis of the Proposed MGM Casino on the City of Northampton*, December 2013.....5

Brief History, Historic Northampton Museum & Education Center, <http://www.historic-northampton.org/highlights/brief.html>32

Northampton Awards, City of Northampton Massachusetts, <http://www.northamptonma.gov/154/Northampton-Awards>.....34

Fred Contrada, *New Hotel-Office-Restaurant Complex Envisioned For Northampton*, *The Republican* (Nov. 13, 2013)36

Dan Ring, *Massachusetts Senate Launches Debate on Casinos, Defeats Proposals for Major Changes to Bill*, *The Republican* (Sept. 26, 2011).....38



MGM RESORTS
INTERNATIONAL™

VIA REGULAR MAIL

November 15, 2013

Jeffrey I. Fialky
Bacon Wilson
Attorneys at Law
33 State Street
Springfield, MA 10013

Re: City of Northampton Request for Surrounding Community Designation

Dear Mr. Fialky,

Thank you for your letter of November 4, 2013. While we are happy to meet with you and your client, we must respectfully decline Northampton's request for surrounding community status.

Based upon the criteria provided in the Gaming Act, principal among them being proximity, we do not believe that Northampton qualifies as a surrounding community. Further, your contention that MGM Springfield's commitment to help program MassMutual Center and Symphony Hall, all impacted live entertainment venues under the statute, evidences in our view a fundamental and deep misunderstanding of the Gaming Act. The Gaming Act not only encourages an applicant such as MGM Springfield to provide such support but in fact requires such support as a condition of licensing.

In any event, we do not view our support of those venues as competitive to Northampton and its entertainment venues. As you may know, we have commenced initial conversations with an owner of various venues in Northampton to discuss cross-marketing opportunities where we can mutually leverage each other's facilities. Similarly, we are in the process of negotiating a cross-marketing agreement with the Massachusetts Performing Arts Coalition (MPAC), which represents seven venues across the Commonwealth, including the Hanover Theatre in Worcester, in which we would, again, cross-market each other's events and venues. As part of that discussion, we have agreed when appropriate to block book acts across our venues, i.e., provide that when a particular act comes through our respective facilities we would contract for that act to also appear at one of their member venues, and vice versa. If any of the Northampton venues are appropriate for that discussion, we would be more than happy to have that conversation. Northampton does not need surrounding community status to have those discussions, no more than Worcester or New Bedford did for our MPAC discussions.

Mr. Jeffrey I. Fialky
November 14, 2013
Page 2 of 2

With respect to retail and food and beverage, we believe Northampton and Springfield are not proximate enough to significantly and adversely impact one another, which as you know is the standard established under the Gaming Act, to the extent that Northampton is adversely impacted at all. We also reject out of hand the notion that a thriving Springfield and a thriving Northampton are mutually exclusive. If anything, we intend to promote Northampton and its wonderful and dynamic downtown area to our multiple day visitors, and intend to provide the Northampton Visitor's Guide to our concierge and customer service employees to promote to our guests.

Clearly, there is much that we can discuss. I am pleased that your letter opens up a dialogue between MGM Resorts and your client but from our perspective, any discussion we have will be based upon how MGM Springfield and Northampton can mutually benefit one another, and not in the context of Northampton as a surrounding community. If you proceed on attempting to establish that status, we believe you will fail, and that all amounts spent in that effort will be borne by the city of Northampton.

Subject to the above, we look forward to meeting with you.

Sincerely,



Michael C. Mathis

Vice President of Global Gaming Development

Attachment

(November 4, 2013 Letter from Jeffrey I. Fialky)

Cc: Honorable Mayor David J. Narkewicz
Alan Seewald, Esquire, City Solicitor
John Ziemba, MGC Ombudsman
Martin Nastasia, Brown Rudnick
Frank Fitzgerald, Esquire

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**NOTICE OF APPEARANCE OF
COUNSEL**


PLEASE TAKE NOTICE, pursuant to 205 C.M.R. 107.03, that the undersigned Jeffrey I. Fialky, Spencer A. Stone, and the law firm of Bacon Wilson, P.C. (collectively hereinafter referred to as "Counsel"), do hereby appear as counsel to the City of Northampton, Massachusetts (the "City") in connection with the Application of Blue Tarp reDevelopment, LLC for a license to operate a Category I gaming establishment in Springfield, Massachusetts. For evidence of Counsel's authority to act on behalf of the City, see Exhibit "A" annexed hereto and incorporated herein by reference.

December 27, 2013



JEFFREY I. FIALKY, ESQ. (BBO #567062)
BACON WILSON, P.C.
33 State Street
Springfield, MA 01103
Tel: (413) 781-0560
Fax (413) 739-7740
jfialky@baconwilson.com

December 27, 2013



SPENCER A. STONE, ESQ. (BBO #674548)
BACON WILSON, P.C.
33 State Street
Springfield, MA 01103
Tel: (413) 781-0560
Fax (413) 739-7740
sstone@baconwilson.com

Exhibit "A"

CERTIFICATE OF MAYOR DAVID J. NARKEWICZ

I, David J. Narkewicz, Mayor and chief executive officer (as defined in Mass. Gen. Laws ch. 4, § 7, cl. Fifth B) of the City of Northampton, Massachusetts (the "City"), do hereby certify that the City has retained the law firm of Bacon Wilson, P.C., with a principal place of business at 33 State Street, Springfield, Massachusetts, as counsel for the City in connection with the Application of Blue Tarp reDevelopment, LLC for a license to operate a proposed Category I gaming establishment in Springfield, Massachusetts. Bacon Wilson, P.C. and/or any one or more attorneys employed thereby are authorized to act on behalf of the City before the Massachusetts Gaming Commission.

Without limiting the generality of the foregoing, pursuant to 205 C.M.R. 125.01(1)(c), I hereby designate said Bacon Wilson, P.C., and/or any one or more attorneys employed thereby, to petition the Massachusetts Gaming Commission on behalf of the City for designation as a Surrounding Community with respect to said proposed gaming establishment.

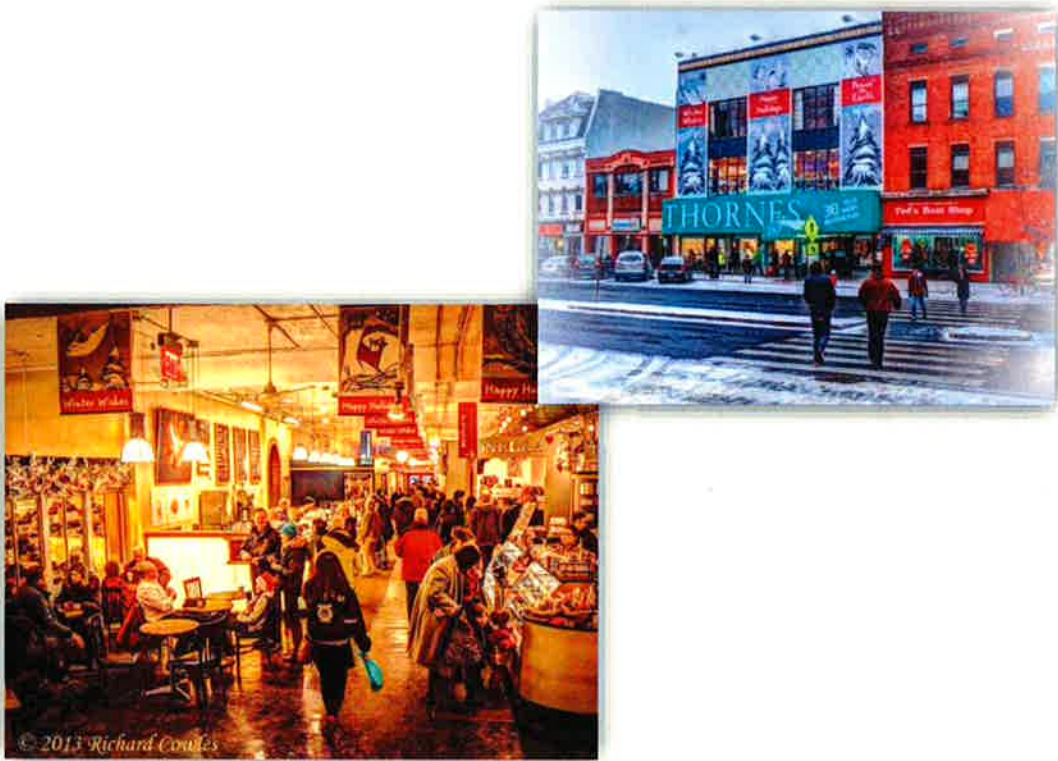
Executed at Northampton, Massachusetts this 27th day of December, 2013.



David J. Narkewicz, Mayor
City of Northampton, Massachusetts

Economic & Fiscal Impact Analysis of the Proposed MGM Casino on the City of Northampton, MA

December 2013



 camoin
associates
ECONOMIC DEVELOPMENT

518.899.2608
www.camoinassociates.com

About Camoin Associates

Camoin Associates has provided economic development consulting services to municipalities, economic development agencies, and private enterprises since 1999. We specialize in economic and fiscal impact studies, including large scale residential, commercial, industrial and mixed-use developments. Camoin Associates has presented on the subject of economic and fiscal impact analysis at various events and has authored a white paper titled, "The Importance of Fiscal Impact Analysis in Economic Development & Planning." Through the services offered, Camoin Associates has had the opportunity to serve EDOs and local and state governments from Maine to Texas; corporations and organizations that include Lowes Home Improvement, FedEx, Volvo (Nova Bus) and the New York Islanders; as well as private developers proposing projects in excess of \$600 million. Our reputation for detailed, place-specific, and accurate analysis has led to projects in twenty states and garnered attention from national media outlets including *Marketplace (NPR)*, *Forbes* magazine, and *The Wall Street Journal*. Additionally, our marketing strategies have helped our clients gain both national and local media coverage for their projects in order to build public support and leverage additional funding. The firm currently has offices in Saratoga Springs, NY, Portland, ME, and Brattleboro, VT. To learn more about our experience and projects in all of our service lines, please visit our website at www.camoinassociates.com. You can also find us on Twitter @camoinassociate and on Facebook.

The Project Team

Michael N'Dolo
Vice President, Project Principal

Rachel Selsky
Senior Economic Development Specialist, Project Manager

Sam Scoppettone
Economic Development Analyst, Project Staff



Executive Summary

Concerned about the potential impact of the proposed MGM Springfield Casino (the “Casino”), the City of Northampton (the “City”) hired Camoin Associates to conduct an economic and fiscal impact study. The impact analysis is designed to quantify how the proposed Casino will impact the City and its central business district through a dislocation of consumer spending to Springfield and away from Northampton, such impact expressed as a change in sales, jobs and earnings. The study also models how these economic impacts translate into fiscal impacts on the City’s sources of revenues.

The following is a highlight of the major findings of this study, with more information and detail provided in the full report including project background, our methodology, characterization of existing conditions in the City of Northampton, and more details regarding the process of economic and fiscal impact modeling.

Loss of Sales

Camoin Associates conducted an extensive review of existing market analyses, data on consumer spending patterns, and similar casino impact analyses to estimate 1) the total number of Casino visitors from within a 60-minute drive time of Springfield, 2) the amount of “recreational spending” (casino gaming, meals, lodging, entertainment, etc.) to occur at the Casino by those visitors, and 3) the amount of “recreational spending” sales in effect transferred from the City of Northampton to the Casino. Based on our review of the information available, Camoin Associates estimates that the City of Northampton will experience a loss of sales ranging from \$4.1 million to \$8.3 million annually as a result of the Casino.

Economic Impacts

The impact of this loss of sales on the City of Northampton is shown in the tables below. The “low case” assumes a roughly 4% loss in “recreational spending” sales and the “high case” assumes a roughly 8% loss in sales. Taking into consideration the indirect effects of this loss (i.e. the secondary and tertiary follow-on impacts¹), the total impact on the City will range from \$4.4 million to \$8.8 million in lost sales, 90 to 180 lost jobs, and \$1.6 million to \$3.2 million in lost earnings.

Economic Impact - Low Case			
	Direct	Indirect	Total
Sales	\$ 4,124,528	\$ 258,014	\$ 4,382,542
Jobs	87	3	90
Earnings	\$ 1,515,899	\$ 106,113	\$ 1,622,012

Source: EMSI, Camoin Associates

Economic Impact - High Case			
	Direct	Indirect	Total
Sales	\$ 8,251,736	\$ 516,145	\$ 8,767,881
Jobs	175	5	180
Earnings	\$ 3,032,767	\$ 212,294	\$ 3,245,061

Source: EMSI, Camoin Associates

¹ The term “Indirect effects” is explained in full in the “What is Economic Impact Analysis?” section of this report. Briefly, the loss of direct sales will cause business-to-business sales to fall and will lower the amount of available household income, thereby lowering consumer-to-business purchases.



Fiscal Impacts

As a result of this loss of sales, jobs and earnings, the City of Northampton would experience a loss in revenue because of the Casino. Similar to the economic impact, the low case is based on a ~4% loss and the high case is a ~8% loss. Considering the various revenue sources associated with the downtown business district and tourism spending, the City could lose between \$137,000 and \$274,000 annually. The table below shows the breakdown of major revenue sources affected and the dollar values associated with the loss.

Total Lost Revenue - Annual		
	Low Case	High Case
Lost Meals Tax Related Revenue	\$ 26,650	\$ 53,250
Lost Occupancy Tax Revenue	\$ 21,027	\$ 42,016
Lost Parking Related Revenue	\$ 24,172	\$ 48,301
Lost Property Tax Revenue	\$ 65,087	\$ 130,055
Total Lost City Revenue	\$ 136,936	\$ 273,623

Source: Camoin Associates

Lost Future Real Property Investment

Finally, Camoin Associates recognizes that the City of Northampton is currently considered a prime location for development with a low tax rate, a significant numbers of visitors each year, and a thriving retail environment. Despite that reputation, if the Casino were to open, it is likely that some portion of future investment will be directed to Springfield, in lieu of Northampton, to capitalize on the growth in visitation and increased demand for retail services around the Casino. This would therefore represent a loss in future tax ratables for the City of Northampton, with a commensurate loss in future property revenue. Camoin Associates examined projects under development in the City that are related to tourism and visitation. We find that there is currently a total of \$21 million of development underway related to hotel properties (two hotel projects accounting for 208 rooms) under construction or under regulatory review. The table below shows that, if those projects were to have occurred in Springfield in lieu of Northampton, the result would be a revenue loss of \$323,190 per year. The table also concludes that in addition to lost property tax revenue, the City would face a loss of occupancy tax revenue equal to \$316,596. This is an example of the loss the City would suffer with respect to its future property tax base.

Lost Future Revenue	
Tourism Related Projects Under Development	\$ 21,000,000
Tax Rate Per \$1,000	\$ 15.39
Lost Future Tax Revenue	\$ 323,190
Hotel Rooms Under Development	208
Occupancy Rate	58.90%
Annual Hotel Room Revenue (\$118.00 ADR)	\$ 5,276,592
Hotel Tax	6%
Lost Future Occupancy Tax Revenue	\$ 316,596
Total Lost Future Revenue	\$ 639,786

Source: Camoin Associates, Department of Economic Development

Contents

- Executive Summary i
 - Loss of Sales i
 - Economic Impacts i
 - Fiscal Impacts ii
 - Lost Future Real Property Investment ii
- Introduction 1
- Project Background 2
 - Massachusetts Expanded Gaming Act 2
 - Growth in Resort Casinos in the Northeast 2
 - What is Economic Impact Analysis? 3
 - Analytic Framework 4
 - Data Sources Used in Analysis 6
 - Analytic Process 7
 - Modeling Software 8
- Existing Conditions 9
- Proposed Project 11
- Casino Visitation and Spending 12
- Impact of Casino 14
- Economic Impact 17
 - Economic Impact – Low Case 17
 - Economic Impact – High Case 17
- Fiscal Impact 18
 - Meals Tax 18
 - Occupancy Tax 18
 - Parking Revenue 19
 - Property Taxes 19
 - Total 20
- Future Investment 21

Introduction

Concerned about the potential impact of the proposed MGM Springfield Casino (the “Casino”), the City of Northampton (the “City”) hired Camoin Associates to conduct an economic and fiscal impact study. The impact analysis is designed to quantify how the proposed Casino will impact the City and its central business district through a dislocation of consumer spending to Springfield and away from Northampton, expressed as a change in sales, jobs and earnings. The study also models how these economic impacts translate into fiscal impacts on the City’s sources of revenues.

The City is a premier destination in the Pioneer Valley, attracting residents, students, visitors, and tourists for its varied offerings from unique retail stores, top notch restaurants, and high quality entertainment and music venues. The City is the “place to be” and its unique character and charm bring in a long train of dollars that make downtown Northampton an affluent oasis in the context of a beautiful but mid-income city and a generally economically depressed region.

The City is concerned that the Casino and associated dining, lodging and entertainment establishments could provide a critical mass that will alter these spending patterns and negatively impact the City both economically and fiscally.

The following report is intended to provide background information on the situation, outline our method of analysis, characterize existing conditions in the City of Northampton, and calculate the economic and fiscal implications of the Casino as it relates to the City.

Project Background

Massachusetts Expanded Gaming Act

“An Act to Establish Expanded Gaming in the Commonwealth” (a.k.a. Expanded Gaming Act) legislation was signed into law by Governor Deval Patrick on November 22, 2011 and allows for the development of up to three resort casinos spread out across the state in addition to one slots facility. The law was established as an economic development initiative with the expectation that the casinos would create new jobs, generate revenue, and contribute to the overall growth of the local economy.

The Expanded Gaming Act outlines a number of key principles, one of which is that contracts not only be negotiated with the host community but also with surrounding communities that may border or be close to the host community. The contracts allow the surrounding communities to request mitigation for social and fiscal impacts in the form of mitigation fees, traffic or sewer improvements, school funds, or other means. It is expected that this, and the competitive bidding process for gaming licenses, will protect communities from negative social and economic impacts associated with the casino industry.²

In summer 2013, MGM won the competitive bidding process to build a resort casino in downtown Springfield. In order to receive the sole license for the Western Massachusetts region, MGM Springfield must now respond to a Request for Proposals issued by the Massachusetts Gaming Commission (“MGC” or “Commission”) by the December 31, 2013 deadline. The Casino’s proposal must meet the criteria set forth by the Massachusetts Gaming Commission. The final licensee selection is expected to be made in April 2014.

The applicants for the license award must include the host community agreement and executed surrounding community agreements. For communities not automatically considered a surrounding community, a petition may be submitted to the Commission within 10 days of the December 31 deadline.³ The City of Northampton intends to submit a petition requesting surrounding community status.

Growth in Resort Casinos in the Northeast

Massachusetts is one of eleven states in the United States without any form of gambling. Other New England states without gambling include Vermont and New Hampshire. The American Gaming Association reports that gambling has seen three straight years of increasing gross gaming revenue and that 2012 saw the second-highest level of revenue in history (behind 2007 when the industry saw the highest revenue). Regionally, the Northeast has seen an increase in the number of resort style casinos being built including new legislation in New York State allowing up to four new resort style casinos to be built in addition to existing racetrack casinos and tribal casinos. Other regional states have gambling facilities as well, including Pennsylvania, Connecticut, Maine, and Rhode Island.⁴

² Expanded Gaming Act: What You Need to Know. *Massachusetts Gaming Commission*. Accessed December 13, 2013 <http://massgaming.com/about/expanded-gaming-act/>

³ Summary of the Provisions of the Commission’s Phase 2 Regulations and Modifications of Phase 1 Regulations That May be Important to Host and Potential Surrounding Communities. *Massachusetts Gaming Commissions*. Access December 13, 2013 <http://massgaming.com/wp-content/uploads/Summary-of-Provisions-of-the-Commission-722013.pdf>

⁴ 2013 State of the States – The AGA Survey of Casino Entertainment. *American Gaming Association*. Accessed December 13, 2013 http://www.americangaming.org/sites/default/files/uploads/docs/aga_sos2013_fnl.pdf

As more destination-style resort casinos are built, the average distance customers travel is reduced and the market area effectively shrinks. Some analysts see the trend for states to approve gambling legislation as a way to keep gambling revenues in-state, eventually leading to an oversaturated market.⁵ For example, Foxwoods and Mohegan Sun (the two largest gaming facilities in the United States by size) currently draw customers from all surrounding states, including New York and Massachusetts, but as New York and Massachusetts develop their own resort casinos, those customers will no longer need to travel to Connecticut, thereby shrinking each casino's customer base. In fact, this is already starting to happen as Foxwoods saw a decrease in visitation from Rhode Island and Massachusetts patrons when the Twin River casino in Rhode Island expanded in 2007 and similarly the opening of the Empire City Raceway and Resorts World New York reduced visitation to Foxwoods from New York State.⁶ Furthermore, the business model of a resort style casino is for all of the customer's needs to be taken care of within the facility, thereby reducing any likely cross visitation between regional casinos or regional tourism destinations. Oversaturation of the market is a real potential as the total number of customers interested in gambling is unlikely to change drastically enough to accommodate the influx in resort casinos in the Northeast.

What is Economic Impact Analysis?

The purpose of conducting an economic impact study is to ascertain the total cumulative changes in employment, earnings and output in a given economy due to some initial "change in final demand". To understand the meaning of "change in final demand", consider the installation of a new widget manufacturer in Anytown, USA. The widget manufacturer sells \$1 million worth of its widgets per year exclusively to consumers in Canada. Therefore, the annual change in final demand in the United States is \$1 million because dollars are flowing in from outside the United States and are therefore "new" dollars in the economy.

This change in final demand translates into the first round of buying and selling that occurs in an economy. For example, the widget manufacturer must buy its inputs of production (electricity, steel, etc.), must lease or purchase property and pay its workers. This first round is commonly referred to as the "Direct Effects" of the change in final demand and is the basis of additional rounds of buying and selling described below.

To continue this example, the widget manufacturer's vendors (the supplier of electricity and the supplier of steel) will enjoy additional output (i.e. sales) that will sustain their businesses and cause them to make additional purchases in the economy. The steel producer will need more pig iron and the electric company will purchase additional power from generation entities. In this second round, some of those additional purchases will be made in the US economy and some will "leak out". What remains will cause a third round (with leakage) and a fourth (and so on) in ever-diminishing rounds of spending. These sets of industry-to-industry purchases are referred to as the "Indirect Effects" of the change in final demand.

Finally, the widget manufacturer has employees who will naturally spend their wages. As with the Indirect Effects, the wages spent will either be for local goods and services or will "leak" out of the

⁵ Witkowski, D. New Casinos Divide Smaller Revenues in Saturated Market. *The Press of Atlantic City*. Accessed December 13, 2013 http://www.pressofatlanticcity.com/news/breaking/new-casinos-divide-smaller-revenues-in-saturated-market/article_32bce4ce-f6be-11e2-8640-001a4bcf887a.html?mode=jqm

⁶ New England Casino Gaming Update, 2013. *Center for Policy Analysis*. http://www.umassd.edu/media/umassdartmouth/seppce/centerforpolicyanalysis/negu_2013.pdf

economy. The purchases of local goods and services will then stimulate other local economic activity; such effects are referred to as the “Induced Effects” of the change in final demand.

Therefore, the total economic impact resulting from the new widget manufacturer is the initial \$1 million of new money (i.e. Direct Effects) flowing in the US economy, plus the Indirect Effects and the Induced Effects. The ratio between Direct Effects and Total Effects (the sum of Indirect and Induced Effects) is called the “multiplier effect” and is often reported as a dollar-of-impact per dollar-of-change. Therefore, a multiplier of 2.4 means that for every dollar (\$1) of change in final demand, an additional \$1.40 of indirect and induced economic activity occurs for a total of \$2.40.

Analytic Framework

In the case of the Casino’s impact on Northampton, we must first specify the geography of interest and the source of the “change in final demand” (see definition of this term, above).

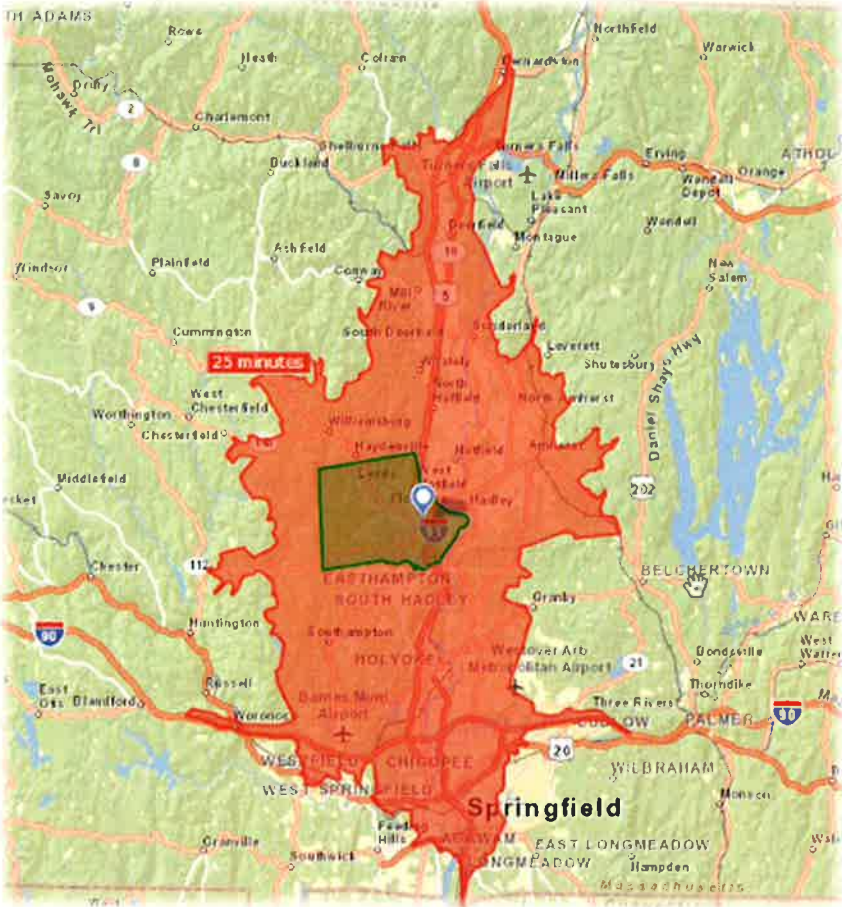
Geography of Interest

The intent of this study is to understand the impacts of the Casino on the City, so we are using the City’s political boundaries as the geography of interest. The City and its economy are profiled in later sections of this report. Therefore, our report will show how a change in final demand will affect jobs, wages and sales within the City.

Other Geographies Defined

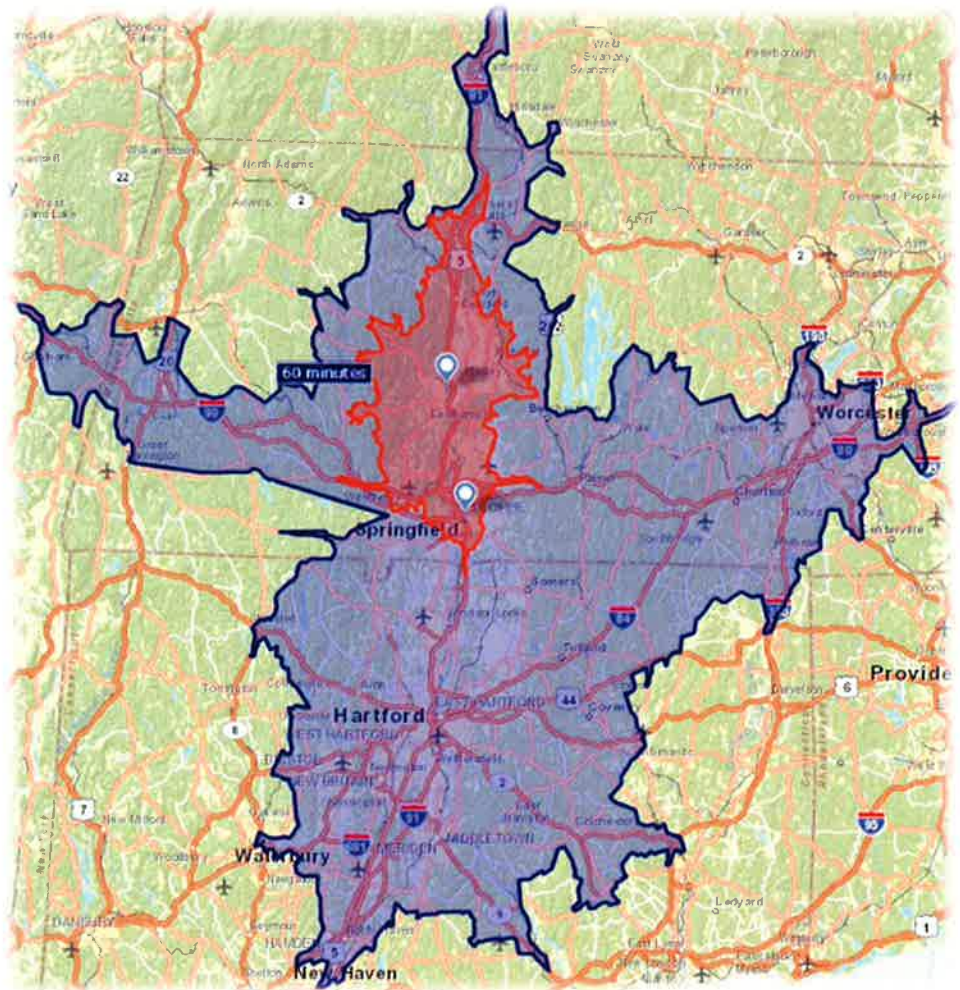
As profiled below in “Existing Conditions”, the City serves as a visitation destination for a much larger region, which we refer to as the **Northampton Trade Area**. This is where a majority of the City’s customer base resides and is therefore the pool of “demand” that the City’s businesses rely on for sales. In our analysis, we have used a 25 minute drive time polygon around the City as the defined trade area. In the map to the right, the red polygon is the Northampton Trade Area and the green polygon is the City of Northampton, for reference.

Northampton Trade Area



Another geography to define is the **Casino Trade Area**. As with the above, this is the geography from which the Casino draws the majority of its customer base, taking spending from the Casino Trade Area and directing it to the City of Springfield. The Casino Trade Area is based on an understanding of where casino customers originate from, regional casino development, and data provided in other casino related studies. The map to the right shows the Casino Trade Area in blue and the Northampton Trade Area in red.

Casino Trade Area



It is important to note that the City of Northampton is very close to the City of Springfield in terms of distance, but also when considering market. A majority of the

customers to Northampton come from the South due to the ease of access (I-91 corridor), population centers, and overall market proximity. The proximity of the City of Northampton to Springfield will play a large role in how the Casino impacts spending. Furthermore, based on our research we assume that a vast majority of the visitors will be from the Casino Trade Area, including from the Northampton Trade Area and thus the Casino is not expected to bring a meaningful set of “new” consumers to the City.

Change in Final Demand

Our central analytic framework in this analysis is that the Casino will alter visitation spending patterns within the Northampton Trade Area and will therefore change the spending occurring within the geography of interest, namely the City of Northampton. As shown in other sections of this report, the Northampton Trade Area is wholly contained within the Casino Trade Area. The Casino, in drawing spending to the City of Springfield, will draw a portion of that spending from the Northampton Trade Area. By redirecting spending in the Northampton Trade Area to the Casino, it will reduce the amount of spending that Northampton Trade Area residents would otherwise spend in the City. Therefore, the change in final demand used for our model is the **dollar value of goods and services that are spent in Springfield because of the Casino that otherwise would have been spent in the City**. This is both existing dollars being spent in the City (i.e. the current spending pattern) as well as the normal growth in

visitation spending the City would otherwise have enjoyed (i.e. the future spending pattern in the City should the Casino not be built). For ease of reference, we will also use the term “net sales lost” in referring to this change in final demand concept.

Indirect and Induced Impacts

The change in final demand described above is the direct impact of the Casino on the City. This direct impact leads to the sorts of indirect and induced economic impacts that are outlined in the “What is Economic Impact Analysis?” section above. The **Indirect Impacts** result from lower business-to-business purchases by the businesses negatively impacted by the direct impact of the Casino (example: restaurants purchasing fewer food inputs at the local wholesaler). The **Induced Impacts** result from lower wages paid in the City, decreasing consumer-to-business purchases (example: lower earnings would reduce the spending on local entertainment.)

Total Economic Impact

The total impact to jobs, wages and sales in the City are the sum of the direct, indirect and induced impacts.

Summary of the Analytic Framework

The City of Northampton currently pulls in significant consumer spending from the general region for goods and services related to entertainment and recreation. If the Casino is built, some of that entertainment and recreation spending basket will instead be spent at the Casino. As those dollars of consumer demand leave, this will directly impact the employment and economic activity of the City’s businesses, thereby having secondary and tertiary impacts. This will in turn affect City tax collections and future property development within the City.

Data Sources Used in Analysis

Camoin Associates reviewed data and information from a variety of sources including the following:

- ESRI Business Analyst Online – Retail sales, recreational spending, and demographic data.
- MGM Springfield, “Proposed Destination Casino Resort Development for the City of Springfield, Massachusetts.” 3 January 2013. <http://www3.springfield-ma.gov/planning/casino-proposals.0.html>
- The Innovation Group, “Massachusetts Statewide Gaming Report.” June 2013. <http://www.maine.gov/dafs/gamingcom/docs/2010%20MA%20Gaming%20Report,%20PC.pdf>
- Strategic Market Advisors, “Casino Resort Market Assessment.” December 2012. Exhibit 2-B of Penn National casino proposal. http://www3.springfield-ma.gov/planning/fileadmin/Planning_files/casino/proposals/penn/Exhibit_2-b_Strategic_Market_Advisor_Report.pdf
- Center for Policy Analysis (UMass-Dartmouth), “Bring It On Home: An Overview of Gaming Behavior in New England.” March 2013.

http://www.umassd.edu/media/umassdartmouth/seppce/centerforpolicyanalysis/Bring_it_home.pdf

- Center for Policy Analysis (UMass-Dartmouth), “New England Casino Gaming Update, 2013.” http://www.umassd.edu/media/umassdartmouth/seppce/centerforpolicyanalysis/negu_2013.pdf
- MGM Host Community Agreement. 14 May 2013. <http://www3.springfield-ma.gov/planning/casino.html>
- City of Northampton – Economic Indicators, Tax Revenue, Property Values and Assessments
- Thornes Market Data Summary. March 2009.
- The Brattle Group, “Beyond the Casino Floor: Economic Impacts of the Commercial Casino Industry.” For the American Gaming Association. 2012. <http://www.maine.gov/dafs/GamingCom/docs/AGA%20Beyond%20the%20Casino%20Floor.pdf>
- American Gaming Association, “2013 State of the States, The AGA Survey of Casino Entertainment”. http://www.americangaming.org/sites/default/files/uploads/docs/aga_sos2013_fnl.pdf
- Additional articles, press releases, and other information on the topic of casinos and gambling in the United States.

Analytic Process

Camoin Associates employed the following methodology to determine the economic and fiscal impact of the Casino:

1. Camoin Associates used information collected during the site visit, interviews, and research to estimate the geography of the Northampton Trade Area and the Casino Trade Area (such trade areas defined and mapped above). These are the areas from within which a majority of the customers will originate.
2. Using this information, our own research and available market studies, and discussions with those familiar with the Casino, Camoin Associates estimated the total number of visitors to the Casino and their total gaming and ancillary spending.
3. Camoin Associates collected information on average “recreation” type spending by residents of the City of Northampton, the Northampton Trade Area, and the Casino Trade Area.
4. Camoin then calculated a ratio of recreation spending to occur at the Casino as a percent of total recreation spending in the Casino Trade Area. This is our estimate of the Casino’s “capture” of Casino Trade Area dollars spent on recreation activities.
5. We calculated a second ratio, namely the proportion of recreation spending in the Northampton Trade Area as compared to the amount of recreation spending in the Casino Trade Area. This is our “low” estimate⁷ of how much of the Casino’s total sales will come from within the Northampton Trade Area.
6. We calculated a third ratio, which is the percentage of the Northampton Trade Area’s recreational spending that occurs within the City’s borders. This is the City’s current “capture” of recreational sales from within its trade area.

⁷ It is our “low” estimate, as explained elsewhere in this document, because it assumes that the capture from the Northampton Trade Area is the same as from within the entire Casino Trade Area. In fact, given the proximity of the Northampton Trade Area to the Casino, relative to other portions of the Casino Trade Area, a strong argument could be made that the capture rate would be higher from within the Northampton Trade Area.

7. Finally, Camoin Associates calculated the total value of transferred sales from Northampton to Springfield by using the above three ratios. We calculated the Casino's capture of its trade area, what portion of that capture was specific to the Northampton Trade area, and then what that meant in terms of the loss of sales within the City itself. This is the estimate of spending lost as people who otherwise would visit Northampton are instead spending their money at the Casino ("net lost sales").
8. Using the EMSI impact modeling software package, we then calculated direct jobs/economic activity lost from the "net lost sales" figure (Step 7) and modeled indirect impacts on jobs/economic activity using multipliers.
9. Arrived at total economic impacts as the sum of all direct and indirect impacts in an average year of operation.
10. Camoin Associates also ran an economic impact analysis considering a "high case" scenario assuming the total transfer of sales to be double that of the "low case".

Modeling Software

Economic Modeling Specialists, Intl. (EMSI) designed the input-output model used in this analysis. The EMSI model allows the analyst to input the amount of lost direct economic activity (spending or jobs) occurring within the study area and uses the direct inputs to estimate the spillover effects that the net lost spending or jobs have as these dollars stop circulating through the study area's economy. This is captured in the indirect impacts and is commonly referred to as the "multiplier effect."

Existing Conditions

The City of Northampton is unparalleled as a destination city in Western Massachusetts. It is a thriving, economically vibrant urban setting which is a major center of activity for residents, students, visitors and tourists. Residents look to it as a cultural hub, college students seek its night life and retail offerings, visitors come to it for its arts and music festivals and it is a well-known tourism hot spot with significant offerings of lodging, entertainment and dining. The five major colleges in its immediate vicinity are a particular source of pride, but are also an economic driver, with direct student spending supplemented by visiting parents and spillover economic activity from the colleges themselves. The downtown retail shops, restaurants, hotels, and entertainment venues drive a significant amount of local activity that also supports the City's revenues and its ability to provide high-quality services.

The downtown area of Northampton that hosts the majority of commercial activity is a historic center that consists of a mix of uses. Many buildings have street-level retail with commercial or residential uses on the upper floors. Thornes Marketplace is a major attraction, with 55,000 square feet of eclectic retail shops and restaurants. There are 139 mixed use properties in the City, with a total value of approximately \$105 million. These properties collectively generate \$1.6 million in tax revenue for the City. The downtown retail mix consists of 34 restaurants, 2 hotels (with more under construction), 8 banks, 5 arts/craft establishments, 5 pubs/bars, 5 jewelry stores, 3 booksellers, 2 food stores, a liquor store and a furniture store, totaling 67 retail establishments.



Thornes Marketplace



Calvin Theatre

There are several entertainment establishments in downtown Northampton that attract top performers to the area. Iron Horse Entertainment Group operates the Iron Horse Music Hall, Calvin Theatre, and Pearl Street Nightclub, well-known venues featuring live music. The Academy of Music is an 800-seat theater that features stage productions and is home to four companies including the Pioneer Valley Ballet and Pioneer Valley Symphony. In addition, the City is home to festivals such as the Paradise City Arts Festival held at the 3 County Fair, and a well-attended First Night Celebration. These live performance venues and festivals contribute to making Northampton the destination that it is, attracting some 500,000 visitors annually according to City estimates.

In order to quantify how the City of Northampton attracts outside retail spending, we analyzed retail sales at the 3-digit and 4-digit NAICS levels. A retail sales "surplus" indicates that businesses within a given

area are selling more than the local population demands, and that consumers from outside the area are attracted into the area to shop at those establishments. In the case of Northampton, the data show strong surpluses in Food & Beverage Stores; Health & Personal Care Stores; Clothing and Clothing Accessories Stores; Book, Periodical & Music Stores; Department Stores; Office Supplies, Stationery & Gift Stores; Used Merchandise Stores; Non-store Retailers; and Full-Service Restaurants. This mix of businesses that draws in outside spending to Northampton tells the story of a city that is a cultural and entertainment hub that is attractive because of the unique experience it provides to visitors. Many of these retail types are complementary: for example, consumers may decide to visit for the shopping but are enticed by the array of dining options, which are in turn supported by the entertainment venues.

City of Northampton Retail Sales Sectors Experiencing Surplus					
NAICS	Industry Group	Demand (Retail Potential)	Supply (Retail Sales)	Retail Gap	Number of Businesses
441	Motor Vehicle & Parts Dealers	\$64,041,745	\$90,172,942	-\$26,131,197	24
445	Food & Beverage Stores	\$68,040,586	\$113,870,754	-\$45,830,168	29
446,4461	Health & Personal Care Stores	\$36,661,335	\$81,196,043	-\$44,534,708	15
448	Clothing & Clothing Accessories Stores	\$25,898,204	\$32,545,839	-\$6,647,635	40
4512	Book, Periodical & Music Stores	\$2,008,023	\$4,106,542	-\$2,098,519	15
4521	Department Stores Excluding Leased Depts.	\$22,287,145	\$33,873,651	-\$11,586,506	3
453	Miscellaneous Store Retailers	\$9,101,744	\$9,457,686	-\$355,942	57
4532	Office Supplies, Stationery & Gift Stores	\$3,282,714	\$4,283,610	-\$1,000,896	17
4533	Used Merchandise Stores	\$1,537,825	\$2,854,747	-\$1,316,922	21
454	Nonstore Retailers	\$22,476,815	\$26,879,728	-\$4,402,913	9
722	Food Services & Drinking Places	\$39,622,246	\$50,519,464	-\$10,897,218	63
7221	Full-Service Restaurants	\$20,922,622	\$35,878,188	-\$14,955,566	40

Source: ESRI

All of these businesses and venues combine to make Northampton the destination that it is, and they collectively bring in tens of millions of dollars in outside spending. Many of Northampton’s retail shops and restaurants are small businesses that are operating on thin margins, such that even a small decline in patronage could force them to shut down. If a handful of establishments were forced to close due to competition from the proposed Casino, the destination appeal of Northampton could begin to unravel, turning a small decline in business into a downward spiral for the whole downtown.

In order to better understand the origins of visitors who patronize Northampton businesses, we chose a 25-mile-drive-time trade area for this analysis. This trade area definition is based on interviews with local business owners and government officials, as well as market research provided by Thornes Marketplace, which notes that aside from the local Northampton market itself, most visitors who spend money in downtown Northampton are from Hampshire, Franklin, and Hampden counties, which roughly corresponds to a 25-mile radius. We use a similar drive-time trade area to calculate the City’s role in regional spending patterns.

Proposed Project

If granted a license by the Massachusetts Gaming Commission, the MGM Springfield development (the “Casino”) would mean an \$850 million investment in the City of Springfield. According to the Host Community Agreement, this investment would include:

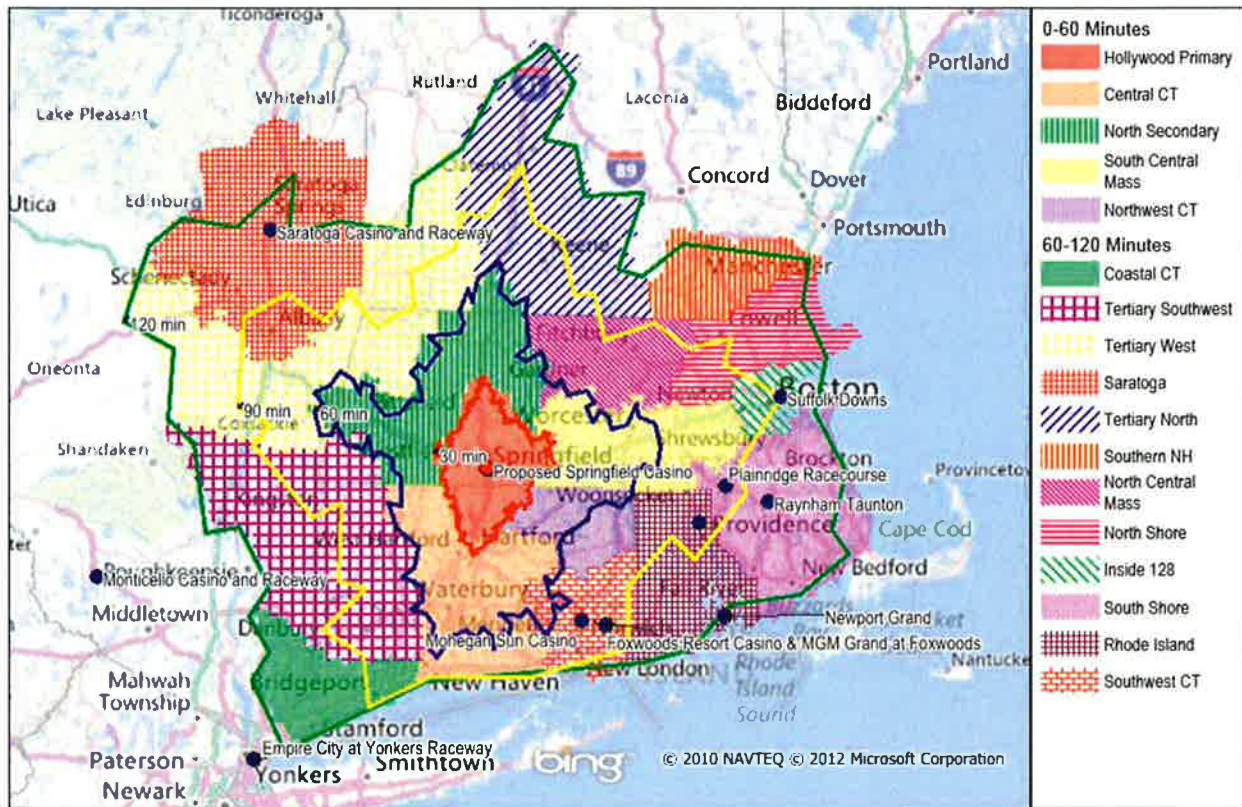
- 125,000 square feet of gaming area (3,000 slot and video stations and 75 tables)
- 250-room four-star hotel
- 7,000-square-foot spa with rooftop outdoor swimming pool and 8,000-square-foot rooftop garden
- 45,000-square-foot conference facility
- 54 apartment units
- 125,000 square feet of office
- An entertainment hub including 8-screen cinema, 18-lane bowling, a minimum of 7 restaurants, and approximately 27,000 square feet of retail space
- A physical connection to the MassMutual Center, which will partner with MGM on entertainment
- Parking for buses and 3,600 personal vehicles

The scale of the plans demonstrate that the Casino project would be far more than a casino. Rather, MGM Springfield would be a “resort casino” complete with **all the amenities and leisure activities that complement gaming, including entertainment, dining, and shopping, which together would create an attractive “destination” environment that would directly compete with other centers of activity in the Pioneer Valley, including Northampton.** Studies have shown that as the casino gambling market has become more and more competitive, casino resorts are relying more on non-gaming attractions to attract and keep customers. An essential piece of the casino’s business model will be to meet all of their customers’ needs so that they do not need to leave the facility. **For this reason, the proposed non-gaming investments in the City of Springfield are not merely negotiated bonuses for Springfield—the Casino has a vested interest in the creation of a successful destination area—which suggests a high likelihood of competition for Northampton.**

In addition to any entertainment contained within the Casino and associated facilities, the Casino has entered into agreements to market, co-sponsor and underwrite 12 major events per year at the MassMutual Center, Symphony Hall, and City Stage venues. The added clout of the Casino in attracting attendees into these events creates additional competition for the City of Northampton as a destination and will increase the cost to Northampton venues in attracting performers.

Casino Visitation and Spending

In order to calculate the impacts of Casino-related spending on the City of Northampton, we start by estimating visitation to the Casino and associated categories of spending. MGM's own estimates of visitation and spending are not publicly available. However, the market assessment for Penn National's Hollywood Casino, a similarly sized project also proposed for downtown Springfield, is available.⁸ This report, prepared by Strategic Market Advisors and referred to herein as the "SMA Report", analyzed the likely visitation to the Hollywood Casino in the context of the regional gaming market, taking into account other existing and anticipated gaming destinations as well as a host of other factors including studies of gaming behavior, trade area demographics and economic indicators, etc.



The SMA Report estimates 3.74 million annual visitors to the Hollywood Casino, of which 2.86 million (77%) are expected to come from within a one-hour drive time trade area. The trade area is shown within the blue line in the map above. This is the primary trade area from which the Casino is expected to draw spending away from Northampton as is referred to as the Casino Trade Area.

⁸ Strategic Market Advisors, "Casino Resort Market Assessment." December 2012.

Spending Estimation for One-Hour Drive Time Trade Area		
Market	Visits	Total Revenue
Hollywood Primary	1,680,774	\$145,154,128
Central CT	917,047	\$95,418,712
North Secondary	103,286	\$8,597,535
South Central Mass	123,567	\$12,857,183
Northeast CT	41,572	\$3,806,479
1-Hour Trade Area	2,866,246	\$265,834,037
Total SMA Estimate	3,740,702	\$343,577,591
Trade Area % of Total	77%	77%

Source: SMA Advisors

To calculate how much spending the Casino might draw away from Northampton, we first need to calculate the total estimated recreational spending associated with the Casino from within the trade area defined by the one-hour drive time from downtown Springfield (Casino Trade Area). As shown in the table above, the SMA Report estimates that Casino Trade Area visitors will generate \$266 million in Gross Gaming Revenues (GGR) during the first year of stable operations. In addition to people who are attracted by the Casino, the SMA Report estimates some incidental revenue from hotel guests, tourists, and motorists who are in the area for other reasons. Based on the proportion of hotel guests who are estimated to come from within the trade area, we estimate the total trade area gaming revenue to be approximately \$273 million in 2019, the first projected year of “stabilized operations”.

Based on spending data from the UMass-Dartmouth Center for Policy Analysis for the two resort casinos in Connecticut, we assume that the non-gaming revenues represent 25.2% of gaming revenues, or approximately \$69 million in the case of Springfield. This brings the total trade area recreational spending associated with the Casino to approximately \$342 million.

Casino Recreational Spending Summary	
Revenue Source	Amount
Trade Area Gross Revenue	\$273,239,112
Gaming Visitors	\$265,834,037
Casino Hotel Guests	\$2,539,295
Tourists	\$1,160,599
Motorists	\$3,705,181
Non-Gaming Revenue	\$68,861,021
Total Casino Trade Area Spending Due to Casino	\$342,100,133

Source: SMA Advisors; Center for Policy Analysis; Camoin Associates

Impact of Casino

The Casino, as described above, will draw a large majority of its customers from within a 60-minute drive time (“Casino Trade Area”), a customer base that is currently spending a certain amount on entertainment and recreation related goods. As stated in the Analytic Framework section above, residents only have so much money to spend on recreation and entertainment related goods and therefore the Casino will not create “new dollars” to be spent but will merely transfer this spending from other goods and services to the Casino.

In order to understand the current spending habits of the customers within the Casino Trade Area, Camoin Associates pulled data on the current recreation spending of area residents. The following table showcases the typical spending habits of these residents on recreation related goods including ticket purchases, retail shopping, and eating and drinking places. The following spending basket includes goods that are considered related to recreation. In total, residents of the Casino Trade Area are spending \$8.5 billion on recreation related goods.

Casino Trade Area Recreation Spending	
Category	Total
Entertainment/Recreation Fees and Admissions	\$738,237,847
Toys and Games	\$155,761,860
Recreation Vehicles and Fees	\$252,505,973
Sports, Recreation and Exercise Equipment	\$170,759,787
Photographic Equipment and Supplies	\$87,699,453
Reading	\$175,486,888
Lodging on Trips	\$485,845,639
Food and Drink on Trips	\$496,592,109
Food Away from Home	\$3,571,606,130
Alcoholic Beverages	\$607,511,400
Apparel and Services	\$1,718,098,900
Total	\$8,460,105,986

Source: ESRI Recreation Expenditures

As calculated below, if the Casino is generating \$342 million in revenue from residents of the Casino Trade Area, that is 4.04% of the total recreation spending by residents of the Casino Trade Area. In other words, 4.04% of the spending that is currently occurring throughout the Casino Trade Area will be occurring solely at the Casino and its adjoining venues.

Percent of Casino Trade Area Sales Occurring at Casino - Low Case	
Total Casino Sales	\$ 342,100,133
Total Casino Trade Area Recreation Spending	\$ 8,460,105,986
Percent of Trade Area Recreation Spending to Occur at Casino	4.04%

Source: Camoin Associates

The Northampton Trade Area is a particular subset of the Casino Trade Area, so the 4.04% transfer of spending from the Casino Trade Area to the Casino will also impact the Northampton Trade Area. The following table shows the current recreation spending occurring in the Northampton Trade Area and the dollar value impact that a 4.04% transfer of spending out of the Northampton Trade Area into the Casino will have. In total, \$40 million in sales will be transferred from the Northampton Trade Area to the Casino.

Northampton Trade Area Recreation Spending - Low Case	
Category	Total
Entertainment/Recreation Fees and Admissions	\$83,290,324
Toys and Games	\$18,702,624
Recreation Vehicles and Fees	\$27,162,779
Sports, Recreation and Exercise Equipment	\$20,016,198
Photographic Equipment and Supplies	\$10,319,452
Reading	\$20,338,540
Lodging on Trips	\$54,433,702
Food and Drink on Trips	\$56,603,901
Food Away from Home	\$428,226,705
Alcoholic Beverages	\$72,916,869
Apparel and Services	\$205,967,977
Total	\$997,979,071
Percent Transfer to Casino	4.04%
Amount of Northampton Trade Area Sales Transferred to Casino - Low Case	\$40,355,141

Source: ESRI Recreation Expenditures

Finally, to understand how the City of Northampton will be impacted, Camoin Associates had to estimate the role that the City plays in the Northampton Trade Area. The following table shows that 10.22% of total recreation related sales in the Northampton Trade Area occur in the City.

City of Northampton as a Percent of Northampton Trade Area	
Current Recreation Spending the City of Northampton	\$ 101,999,213
Current Recreation Spending the Northampton Trade Area	\$ 997,979,071
Percent of Northampton Trade Area Spending Occurring in City	10.22%

Source: ESRI, Camoin Associates

Therefore, of the \$40 million in sales being transferred from the Northampton Trade Area to the Casino, 10.22% is coming from the City of Northampton. In other words, the Casino would result in a loss of sales of \$4.1 million within the City itself under the low case scenario.

Impact of the Casino on City Sales - Low Case	
Decrease in Sales in Northampton Trade Area (4.04%)	\$ 40,355,141
Percent of Northampton Trade Area Spending Occurring in City	10.22%
Decrease in Sales in the City of Northampton - Low Case	\$ 4,124,528

Source: Camoin Associates

The above described loss of sales is considered the “low case”, however, following discussions with local business owners, economic development officials, and researching the commutation and visitation patterns in and around the City it became clear to Camoin Associates that the actual impact of the Casino on the City of Northampton, would likely be much higher. The low case scenario assumes that the transfer of sales from the Casino Trade Area to the Casino would occur equally throughout the 60 minute drive time, when realistically the draw to the Casino will be much stronger from nearby communities and therefore the impact will be much higher on the areas in closer proximity to the Casino. The City of Northampton is located along the I-91 corridor and much of its customer base is from the south, coming up from Springfield and the neighboring communities. Therefore the actual loss in sales could be as much as double the 4.04%. The following table calculates the “high case” scenario and loss of sales estimate assuming an 8.08% loss in sales to the Northampton Trade Area based on an understanding of where customers to both venues will come from and the overlap in market area.

The table below shows that assuming the high case of an 8% decrease in sales for the Northampton Trade Area, that will result in an \$8.3 million loss in sales for the City of Northampton.

Impact of the Casino on City Sales - High Case	
Decrease in Sales in Northampton Trade Area (8.08%)	\$ 80,736,507
Percent of Northampton Trade Area Spending Occurring in City	10.22%
Decrease in Sales in the City of Northampton - High Case	\$ 8,251,736

Source: Camoin Associates

Economic Impact

As described above in the “What is Economic Impact Analysis?” section, the economic impact calculates how the direct impact multiplies throughout the local economy and results in indirect and induced impacts. The following section calculates the impact of a “low case” scenario based on the above calculated loss and in sales, and a “high case” based on a possible larger loss of sales from the City of Northampton.

Economic Impact – Low Case

Based on the projections calculated above, \$4.1 million in direct net lost spending was used as the low case input for the EMSI economic impact model. The EMSI model allows the analyst to break down the total spending by NAICS code to get an accurate read for how one dollar lost from a specific sector multiplies throughout the local economy. To analyze the impact of the Casino on the City, the total lost spending is broken down into a variety of NAICS codes to capture where from the economy the sales are being lost.

The table below outlines the direct and indirect economic impact of the Casino on the City of Northampton. Taking into account the direct and indirect economic impacts, the Casino is estimated to result in the loss of \$4.3 million in sales, 90 jobs, and \$1.6 million in earnings.

Economic Impact - Low Case			
	Direct	Indirect	Total
Sales	\$ 4,124,528	\$ 258,014	\$ 4,382,542
Jobs	87	3	90
Earnings	\$ 1,515,899	\$ 106,113	\$ 1,622,012

Source: EMSI, Camoin Associates

Economic Impact – High Case

The calculations in the above section estimate that the “high case” scenario would result in \$8.3 million in lost sales for the City of Northampton. The following table below calculates the impact of \$8.3 million in lost sales.

Economic Impact - High Case			
	Direct	Indirect	Total
Sales	\$ 8,251,736	\$ 516,145	\$ 8,767,881
Jobs	175	5	180
Earnings	\$ 3,032,767	\$ 212,294	\$ 3,245,061

Source: EMSI, Camoin Associates

The impact of the City losing \$8.3 million in direct sales would equal \$8.7 million in total lost sales, 180 jobs, and \$3.2 million in lost earnings.

Fiscal Impact

In addition to the economic impact of the Casino on the local economy outlined above, there would also be a fiscal impact in terms of the loss of tax revenue including meals tax, occupancy tax, parking revenue, and property tax. The following sections describe how such revenues would be impacted by the Casino under the low and high cases.

CITY REVENUE



Meals Tax

The City collects a 0.75% meals tax on meal purchases in the City of Northampton. The following table calculates the low and high impact of the Casino on meals tax revenue.

Meals Tax Revenue		
	Low Case	High Case
Meals Tax Revenue (2012)	\$ 659,040	\$ 659,040
Percent Reduction in Sales	4.04%	8.08%
Lost Meals Tax Related Revenue	\$ 26,650	\$ 53,250

Source: Camoin Associates, City of Northampton Finance Department

Occupancy Tax

The City collects a 6% occupancy tax for hotel stays. The following table calculates the impact of the Casino on occupancy tax revenue.

Occupancy Tax Revenue		
	Low Case	High Case
Occupancy Tax Revenue (2012)	\$ 520,001	\$ 520,001
Percent Reduction in Sales	4.04%	8.08%
Lost Occupancy Tax Revenue	\$ 21,027	\$ 42,016

Source: Camoin Associates, City of Northampton Finance Department

Parking Revenue

The City issues tickets and collects fees that are associated with driving and parking in the City. A portion of those revenues are attributable to the recreation spending the City. In order to determine what percent of the parking revenue is related to visitation (and not related to general use in and around the City) Camoin Associates calculated the percent of total sales in the City that are recreation related. Of all sales in the City, 22% are recreation related as previously defined. The following table calculates the impact of the Casino on parking related revenues.

Parking Ticket and Related Revenue		
	Low Case	High Case
Parking Related Revenue	\$ 2,709,504	\$ 2,709,504
Recreation Sales as a Percent of Total Sales	22%	22%
Parking Related Revenue Attributed to Recreation	\$ 597,783	\$ 597,783
Percent Reduction in Sales	4.04%	8.08%
Lost Parking Related Revenue	\$ 24,172	\$ 48,301

Source: Camoin Associates, City of Northampton Finance Department

Property Taxes

The City collects property taxes equal to \$15.39 per \$1,000 of assessed value for all properties in the City. The City Assessor reports that the assessed value is based on an income generation model. In other words, if the sales of a business decrease as a result of the Casino, the rent that the landlord can charge will also decrease, thereby reducing the value of the property. The following focuses primarily on the parcels in the City that are considered "mixed use", as those are the types of units that are found in the downtown and most likely the hardest hit by decreased sales resulting from the Casino. The 139 mixed use parcels have a total value of over \$104.5 million, generating \$1.6 million in annual property tax revenue.

Assuming that the decline in sales will result in a proportional decline in property values for the mixed use properties in the business district, the City will lose between \$65,087 and \$130,055 annually in property tax revenue.

Property Tax Revenue		
	Low Case	High Case
Total Mixed Use Parcels	139	139
Total Value of Mixed Use Parcels	\$ 104,587,120	\$ 104,587,120
Taxes per \$1,000	\$ 15.39	\$ 15.39
Total Taxes Paid on Mixed Use Parcels	\$ 1,609,596	\$ 1,609,596
Percent Reduction in Sales	4.04%	8.08%
Lost Property Tax Revenue	\$ 65,087	\$ 130,055

Source: Camoin Associates, City of Northampton Assessor

Total

The table below sums the City's lost revenue from the above sources. In total, the City will lose between \$136,936 and \$232,623 annually.

Total Lost Revenue - Annual		
	Low Case	High Case
Lost Meals Tax Related Revenue	\$ 26,650	\$ 53,250
Lost Occupancy Tax Revenue	\$ 21,027	\$ 42,016
Lost Parking Related Revenue	\$ 24,172	\$ 48,301
Lost Property Tax Revenue	\$ 65,087	\$ 130,055
Total Lost City Revenue	\$ 136,936	\$ 273,623

Source: Camoin Associates

Over a 20-year period and assuming a 3% annual inflation rate, the Casino will result in between \$3.7 million and \$7.4 million in lost revenue.

Impact of Casino on City Revenue - 20 Year Total		
	Low Case	High Case
Total Lost City Revenue	\$ 136,936	\$ 273,623
Annual Inflation	3%	3%
Total Lost City Revenue Over 20 Years	\$ 3,679,527	\$ 7,352,346

Source: Camoin Associates

Future Investment

In addition to the above listed economic and fiscal impacts of the Casino on the City of Northampton, it is also likely that the development of the Casino will negatively impact future property development in the City. Following the completion of the Casino, additional amenities will likely spring up around the Casino to support the generated visitation. As Springfield develops Casino support services such as retail stores, hotels, restaurants, and other hospitality services, investment that might have located in Northampton due to its recognition as a regional tourist hub could instead locate in Springfield. This will impact the tax base, property tax rates, property tax revenues, and the overall vitality of the Northampton economy.

In order to quantify the potential impact of the Casino on future investment in the City, Camoin Associates reviewed a list of current projects provided by the City's Director of Economic Development. The list of projects ranged from those under construction to potential developments and totaled \$85 million in market value. Projects included office and retail buildings, residential developments, conversion of a rail station to a restaurant, and hotel/restaurant projects. Not all of these projects, or projects like them in the future, would be impacted as a result of the Casino, but it is reasonable to assume that the retail and tourism related developments could be impacted as Springfield develops as a more popular tourist destination and the demand for those types of services in Northampton declines. For example, if we assume that there was no longer a demand for the hotel projects totaling \$21 million in market value, that would result in a loss of \$323,190 in property tax revenue annually plus associated occupancy tax revenue equaling \$316,596 annually.

Lost Future Revenue	
Tourism Related Projects Under Development	\$ 21,000,000
Tax Rate Per \$1,000	\$ 15.39
Lost Future Tax Revenue	\$ 323,190
Hotel Rooms Under Development	208
Occupancy Rate	58.90%
Annual Hotel Room Revenue (\$118.00 ADR)	\$ 5,276,592
Hotel Tax	6%
Lost Future Occupancy Tax Revenue	\$ 316,596
Total Lost Future Revenue	\$ 639,786

Source: Camoin Associates, Department of Economic Development

Camoin Associates, Inc.
120 West Avenue, Suite 303
Saratoga Springs, NY 12866

518.899.2608
www.camoinassociates.com
@camoinassociate





HISTORIC NORTHAMPTON

Museum & Education Center
46 Bridge Street Northampton, MA 01060



Company Information

www.hoovers.com/

The most comprehensive company info available. Get your free trial.



Online College 's

Newspaper Archives Online

Job Openings

- ABOUT US
- COLLECTIONS
- HISTORIC HIGHLIGHTS
- LINKS
- MUSEUM SHOP
- PROGRAMS & EVENTS
- REFERENCE SHELF
- ONLINE RESEARCH
- WEATHERVANE NEWSLETTER
- MULTIMEDIA
- VIRTUAL EXHIBITS
- VIRTUAL TOURS
- WINDOWS IN TIME
- MAKE HISTORY WITH US!
Support Historic Northampton
- MAILBOX
- HOME

HISTORIC HIGHLIGHTS

Brief History



Northampton's founders, though strongly Puritan in conviction, were drawn to the area more by accounts of abundant tillable land and ease of trade with the Indians than by the religious concerns that characterized their brethren in eastern Massachusetts. In May 1653, 24 persons petitioned the General Court for permission to "plant, possess and inhabit Nonotuck." Northampton was settled in 1654 on a low rise above the rich meadowlands by the Connecticut River. Relations between settlers and Native Americans, though initially cooperative, became increasingly strained, culminating in King Philip's War in 1675, when Chief Metacomet's uprising was put down by the English.

Though Northampton grew as a trade and marketing center in the 18th century, religious fervor was quickened by the ministry of Jonathan Edwards whose preaching sparked the religious revivals of the Great Awakening in the 1740's. The Revolutionary War produced heroes like General Seth Pomeroy. The economic upheavals in the wake of the war moved Daniel Shays and his followers into open rebellion on the eve of the Constitutional Convention. A delegate to the Convention, Caleb Strong became Massachusetts's first senator and an eleven-term governor.

In the early 19th century, great hopes were raised by the prospect of the Northampton-New Haven Canal, but shareholders never recouped their investment and the coming of the railroad signaled the end of the company. Other industries grew and prospered, including the utopian community of the Northampton Association, which combined radical abolitionism with a communally owned and operated silk mill. Sojourner Truth was, at one time, a member of that community which included William Lloyd Garrison and Frederick Douglass among its circle of supporters. Other reformers included Sylvester Graham, diet and health food enthusiast and inventor of the Graham cracker, and abolitionist Lydia Maria Child.

19th century Northampton drew visitors like Timothy Dwight, the Marquis de Lafayette, Henry James, Ralph Waldo Emerson and Jenny Lind who proclaimed it to be the "paradise of America." Indeed, artists like Thomas Cole thought the environs of Northampton to be the epitome of the "picturesque" - the ideal middle landscape between the sordid city and wild nature.

Northampton was the site of a number of schools and educational institutions. Historian George Bancroft established the Round Hill School in 1823 and Smith College opened its doors in 1871. Author George Washington Cable founded the Home Culture Clubs in 1892, and the Hill Institute sponsored one of the earliest kindergartens in America. The Northampton Law School sent one of its students, Franklin Pierce on to the Presidency. Northampton was also the home of Calvin Coolidge, who became President in 1923.

Northampton's streets follow, essentially, the same paths that were laid out in the 17th century. There are a number of surviving 18th century structures in and around

Northampton. The downtown district retains its 19th century character. The modest fortunes of local merchants and industrialists financed numerous Victorian mansions and picturesque cottages as well as the commercial blocks in the [Downtown Historic District](#). Northampton possesses two fine 19th century residential neighborhoods, Pomeroy Terrace (1850-1885) and Elm Street (1860-1920), where Gothic Revival, Italianate, Second Empire, Queen Anne and Colonial Revival Styles contribute to the City's diverse architectural heritage.

[back to Historic Highlights](#)

Contents Copyright 2014. Historic Northampton.

City of Northampton Massachusetts



Northampton Awards

Award	Award Organization	Year
Walk- Friendly Community (Bronze)	Walk-Friendly Communities	2012
Bicycle Friendly Community (Bronze)	League of American Bicyclists	2011
Top 25 Arts Destinations	American Style Magazine	2000
		-
		2009
<u>Campaign for Open Government</u> (http://www.commoncause.org/)	Common Cause E-Government Award	2007, 2008, 2009
Tree City U.S.A. Designation	Arbor Day Foundation	2005, 2006, 2007, 2008
Great Cities for the Simple Life	AARP magazine	2009
Healthy Motion Award (for commitment to improving bike and pedestrian access)	Mass. Executive Office of Health & Human Services and Transportation & Public Works	2007
Great Places in America	American Planning Association for Main Street	2007
Top Adventure Town in Massachusetts	National Geographic Adventure Magazine	2007
Number One Best Place for Retirees	New York Times	2007
Top scoring Commonwealth Capital community	Commonwealth on Smart Growth measures	2004, 2005, 2006, 2007
Best Downtown Shopping District	Retailers Association of Massachusetts Award of Excellence	2006
Ten Great Places to Revel in Cinematic Grandeur	Academy of Music Theatre in Northampton, as reported in USA Today 2005's review of Cinema Treasures: A New Look At Classic Movie Theaters by Ross Melnick and Andreas Fuchs	2005
Top 100 Best Places to Live (Ranked number 80)	CNN Money Magazine	2005
Most Liberal Place, Medium Sized Cities (25,000-99,000)	ePodunk	2004

Excellence in Community Development and Affordable Housing	Massachusetts Association of Community Development Corporations to Northampton Mayor, Mary Clare Higgins	2002
Great Public Houses Main Street, Northampton, MA	Utne Reader	2002
Outstanding Planning Award for Social Advocacy	American Planning Association	2002
Great Public Spaces Main Street, Northampton, MA	Project for Public Spaces	2001
Best Places To Live – Big Small Towns	Boston Magazine	2001
America’s Great Outside Towns – Dream Towns 2001	Outside Magazine	2001
A Dozen Distinctive Destinations	(http://ma-northampton.civicplus.com/154/1589/www.nationaltrust.org/dozen_distinctive_destinations/2001/) National Trust for Historic Preservation (http://ma-northampton.civicplus.com/154/1589/www.nationaltrust.org/dozen_distinctive_destinations/2001/)	2001
100 Best School Districts in the U.S.	Offspring: The Magazine of Smart Parenting	2000
Number One Best Small Arts Town in America	John Villani	2000
Top 10 Family Friendly Towns	Parenting Magazine	1997

New hotel-office-restaurant complex envisioned for Northampton

ATWOOD.JPG

Ribbon-cutting at 8 Atwood Drive last November. A new hotel/office complex is being planned for next door.
(John Suchocki)

Fred Contrada, The Republican By **Fred Contrada, The Republican**

on November 13, 2013 at 1:33 PM, updated November 13, 2013 at 2:19 PM

NORTHAMPTON — The developers of a **pair of office buildings on Atwood Drive** have set their sights on the adjacent Clarion Hotel complex and are seeking a special permit to redevelop the property into more office space, a new hotel and a restaurant.

The Hampshire Hospitality Group, which owns the Clarion, wants to raze the hotel and build a four-story, 80,000-square-foot building for medical and general office space, a new three-story, 107-room hotel and a 4,000-square-foot restaurant. The project would be called Hospitality North.

The Hampshire Hospitality Group has already built two office buildings next door to the Clarion at 8 Atwood Drive. Much of the space in those buildings is occupied by medical offices, some of them affiliated with Cooley Dickinson Hospital. Both properties are at the bottom of the Exit 18 ramp off Interstate 91.

The **Planning Board** will hear the requests for the special permit and site plan review Thursday. The Conservation Commission must also sign off on the project because it is within the 100-year flood plain.

J. Curtis Shumway, a partner in Atwood Drive LLC, said Wednesday that the company comprises a small group of families, some of whom have developed other hotels in the area. He would not give a timetable for the project, saying that the company wants to hear from potential tenants first. However, Shumway said the demand for space at the two office buildings next door was solid.

"That suggests there's continued demand out there," he said.

Shumway envisions the proposed restaurant as a draw for the general public rather than a business that will serve mostly hotel guests and tenants of the office space.

"It will have high visibility," he said.

With Route 5 at the front door and I-91 in back, the entire complex is well located.

"You don't find sites like this often," Shumway said.

Shumway did not say what kind of hotel he will build to replace the Clarion, only that it will be at the high end.

© 2014 masslive.com. All rights reserved.

Massachusetts Senate launches debate on casinos, defeats proposals for major changes to bill

Dan Ring, The Republican By Dan Ring, The Republican

Follow on Twitter

on September 26, 2011 at 7:45 PM, updated September 26, 2011 at 10:16 PM

BOSTON -- The Massachusetts Senate on Monday started debate on a **bill to legalize casinos**, voting to kill a proposal that aimed to send more gaming tax revenues to local aid and to defeat other measures that sought significant changes to the bill.

During more than four hours of debate, the Senate finished 60 of the **182 proposed amendments** to the bill. The Senate agreed to start work again on the bill on Tuesday.

Sen. **Stephen M. Brewer**, a Barre Democrat and key author of the casino bill, said the Senate defeated amendments that aimed to "micro manage" casinos including one that might have hurt casino revenues by banning casino resorts from running retail businesses. Senators also defeated measures to prohibit automated teller machines at **casinos** from providing cash advances and to limit the possible transfer of ownership of a license for a slot parlor.

"We're not interested in trying to kill the goose that lays the golden egg," Brewer said after the debate ended. "We want to make sure these entities remain viable, that they are going to produce revenue for the commonwealth."



The Republican
file photo

Sen. Stephen Brewer of
Barre

Brewer estimated that up to about \$1.8 billion in revenues could eventually be produced by the three casino resorts and single slot parlor proposed in the bill. The state tax on gross gaming revenues would be 25 percent, meaning the state could see about \$450 million annually in tax receipts. The bill divides up those tax dollars in various ways including sending 25 percent, or in the vicinity of \$100 million a year, to cities and towns for local aid, Brewer said.

The debate came after release of a poll that found 56 percent of Massachusetts residents supported the bill, 31 percent opposed and 13 percent undecided. The poll of 552 residents by a **center at University of Massachusetts at Dartmouth** had a margin of error of plus or minus 4.1 percentage points.

The debate also started after five Democratic state senators, none from Western Massachusetts, held a press conference to denounce casinos. The senators said casinos profit from addiction, increase crime and bankruptcies and siphon money away from local restaurants and retailers.

The casino bill establishes a five-member gaming commission to accept bids and issue licenses for three casinos in three geographic zones including one defined as the four counties of Western Massachusetts. The bill also includes a separate slot parlor with up to 1,250 slot machines that could be located anywhere in the state.

The bill is on track to reach the desk of Gov. Deval L. Patrick sometime next month. The state House of Representatives on Sept. 14 **voted to approve the bill** by 123-32. The governor also supports casinos.

In Western Massachusetts, the **Mohegan Sun** is planning a casino for Palmer and **Paper City Development** is proposing a casino for Holyoke. Another company, **Penn National Gaming** of Pennsylvania, is planning to propose a casino for Springfield or nearby communities.

In one of the more contentious debates, the Senate voted to keep an existing provision in the bill that imposes a 9 percent tax on gaming revenues at just the slot parlor and directs the money to a fund to develop race horses.

Sen. **Patricia D. Jehlen**, a Somerville Democrat, said the 9 percent tax for race horses is a special deal for a special group and the money should go to assistance for cities and towns. The Senate voted 26-11 to defeat Jehlen's amendment to use the race horse money for local aid, preserving the money for helping race horses.

Brewer said the 9 percent tax would help farms and the environment.

"The racing industry is more than just the tracks," said Brewer, who is chairman of the Senate Ways and Means Committee, which overwhelmingly voted to approve the Senate casino bill on Sept. 16.

Jehlen, who opposes casinos, also fought unsuccessfully to prohibit casinos from running retail stores. "Donald Trump says people spend a tremendous amount of money at casinos, money they would normally spend buying a new refrigerator or a new car," Jehlen said. "There is no reason to allow casinos to have retail."

Before debate, Jehlen spoke at a press conference to oppose casinos, along with Sens. James B. Eldridge of Acton, Sonia Chang-Diaz of Boston, Susan C. Fargo of Lincoln and Barry R. Finegold of Andover.

During debate, senators approved an amendment to allow the governor to negotiate a casino agreement with a federally-recognized Indian tribe, most likely the Mashpee Wampanoag, before the tribe receives approval from the federal government for land that it plans for a casino.

A provision in the bill gives a federally-recognized Indian tribe an advantage for obtaining a casino license in the southeastern part of the state. It gives the tribe about a year to negotiate a license for that part of the state.

The Senate voted 38-0 for an amendment to ban local **councils on aging** from using state money to sponsor trips or provide transportation to out-of-state casinos once casinos are operating in Massachusetts.

The Senate approved at least a couple of amendments aimed at helping small businesses deal with a casino.

One amendment would require applicants for gaming licenses to determine the potential economic harm on local small businesses.

The other amendment would add two members -- a small business owner and a member of a chamber of commerce -- to a panel that would study ways to provide assistance to a community that would host a casino and to surrounding communities.

© 2014 masslive.com. All rights reserved.