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January 13, 2014

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

RE: Impacted Live Entertainment Venue Petitions

Dear Chairman Crosby:

I am writing on behalf of Blue Tarp reDevelopment, LLC ("Blue Tarp") in connection with petitions by certain venues seeking Impacted Live Entertainment Venue ("ILEV") status pursuant to G.L c. 23K, § 4(39) and 205 CMR 126.00. It is our understanding that three (3) venues have filed petitions with the Massachusetts Gaming Commission ("MGC"): (i) Eastern States Exposition ("ESE") in West Springfield; (ii) the Massachusetts Performing Arts Coalition ("MPAC") on behalf of the Hanover Theater in Worcester; and (iii) the Majestic Theater in West Springfield. While Blue Tarp is committed to working collaboratively with these venues to address concerns, we dispute their eligibility for ILEV status under the applicable statutes and regulations.

Blue Tarp has or will have discussions with each of the petitioning venues to address their individual concerns and, if we are not able to amicably resolve these matters, Blue Tarp will provide an expanded response by the respective deadlines to assist the MGC with its evaluation of the requests and to update the MGC on the status of discussions with the petitioners.

From the outset Blue Tarp has endeavored to work collaboratively with a wide range of entertainment venues and organizations over the last several months including:

- Sponsorship and Marketing Agreement with Riverside Park Enterprises, Inc.;
- Non-exclusive Joint Marketing and Joint Cooperation Agreement with Springfield Performing Arts Development Corporation (owners of Symphony Hall and CityStage and a member of MPAC);
- An Agreed Upon Non-exclusive Joint Marketing and Joint Cooperation Agreement with Massachusetts Convention Center Authority, owner of the MassMutual Center;
- Sponsorship Agreement with HWS Basketball, LLC in support of the Springfield Armor; and
- A collaborative partnership with the Boston Symphony Orchestra with respect to its summer venue at Tanglewood.

See Blue Tarp RFA-2 Application Attachment 3-24-01.

Further, in response to initial concerns raised by the MPAC, Blue Tarp worked with the MPAC to educate its members regarding MGM's entertainment portfolio and commitment to working with existing venues to supplement rather than supplant their performances. Indeed, MGM Springfield will not negatively impact any of the MPAC venues, including the Hanover Theater, but rather stands to enhance their profile and offerings. This collaborative effort is memorialized in a proposed a Live Entertainment Cooperation Agreement with MPAC. See Blue Tarp RFA-2 Application Attachment 3-24-04.



The Agreement and Blue Tarp's overall approach to venues in the vicinity of MGM Springfield project is built on three main principles:

- **Do No Harm** - Blue Tarp will impose no punitive radius restrictions on any non-casino-affiliated Massachusetts-based entertainment venues;
- **Co-Promote** - Blue Tarp will promote the programming provided by these Massachusetts-based entertainment venues, through cross-marketing on its Website, social media and through other marketing channels; and
- **Leverage** - Blue Tarp will attempt to "block book" entertainment acts through not only the Springfield-based venues but in collaboration with other appropriate Massachusetts-based venues so that the region and Commonwealth might have access to certain musical and entertainment acts, which may only be feasible as part of a multiple venue tour.

See Blue Tarp RFA-2 Application Attachment 5-19-01.

Finally, it is important for the MGC to recognize that Blue Tarp is not building its own ticketed entertainment venue. Through cross-marketing relationships with other area entertainment venues, we anticipate that area entertainment venues will benefit from, rather than be negatively impacted by MGM Springfield.

We look forward to providing additional details and information in connection with the petitions filed by the ESE, MPAC for the Hanover Theater, and the Majestic Theater.

Respectfully submitted,

Blue Tarp reDevelopment, LLC

by its Attorney,

A handwritten signature in blue ink, appearing to read 'Jed M. Nosal', written over a light blue horizontal line.

Jed M. Nosal

BROWN RUDNICK LLP

cc: Jill Lacey Griffin, Director of Workforce, Supplier, and Diversity Development
Catherine Blue, General Counsel
Michael Mathis, Vice President, Global Gaming Development
Marty Nastasia
Seth Stratton

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**BLUE TARP REDEVELOPMENT, LLC’S OPPOSITION TO THE TOWN OF
HAMPDEN’S PETITION FOR DESIGNATION AS A SURROUNDING COMMUNITY**

Blue Tarp reDevelopment, LLC (hereinafter “MGM Springfield”) hereby opposes the Petition of the Town of Hampden (the “Town” or “Hampden”) for Designation as a Surrounding Community (the “Petition”) because the Petition fails to meet the statutory and regulatory requirements set forth in G.L. c. 23K (the “Gaming Act”) and 205 CMR 125.00, et seq. (the “Surrounding Community Regulation”).

INTRODUCTION

Hampden is a pastoral community lying east of East Longmeadow, southeast of Wilbraham and bordering Connecticut on its south. It does *not* abut Springfield. Hampden has no state highway, interstate or any other major thoroughfare passing through the Town. Indeed, Hampden holds the distinction of being one of the few remaining communities in the Commonwealth without a single traffic light in town. It is highly unlikely that Hampden will experience any perceivable traffic impact whatsoever in connection with MGM’s development of its destination resort casino in downtown Springfield (the “Project”) let alone be *significantly* and *adversely* affected. Moreover, as a non-abutter to Springfield, with an approximate eleven (11) mile drive (approximately nine (9) miles geographically) from the Town’s center to the MGM Springfield site, Hampden is not in proximity to the Project.

FACTUAL BACKGROUND

A. Community Profile

The Town of Hampden is located on the Connecticut-Massachusetts border with Wilbraham to the north, Monson to the east and East Longmeadow to the west. Hampden's town center is approximately nine (9) miles southeast of downtown Springfield, with a drive of approximately eleven (11) miles. The Town's website characterizes the community as follows: "Hampden is a small country town captured by the gentle hills and sloping mountains that surround it. The Scantic River meanders through town and brings reminiscences of the old plowshops, tanneries and blacksmith shops that once edged its shores.... The town is a true bit of Americana, residents feel, an oasis in a driven world."¹ No numbered highways or state routes travel through Hampden, and the town is located nearly 10 miles off of Interstate 90 and roughly 9 miles from Interstate 91. Because of its sparse traffic, Hampden remains one of the last towns in the Commonwealth without any traffic lights.²

The 2010 US Census (the "Census") reported the Town to be approximately 19.5 square miles with a population of 5,139, resulting in a density of approximately 260 persons per square mile.³ In November 2013, Hampden had a labor force of 2,660 individuals with an unemployment rate of 6.6%.⁴ Hampden's 2010 median income was approximately \$81,000.⁵ Hampden has a housing stock of 1,949 units with over 90% of the approximately 1,900 non-vacant housing units owner-occupied. The estimated median home value is \$275,100.

Hampden's 2013 municipal budget was approximately \$10.6 million, of which approximately

¹ See <http://www.hampden.org/town.html>.

² See http://en.wikipedia.org/wiki/Hampden,_Massachusetts.

³ See <http://quickfacts.census.gov/qfd/states/25000.html>.

⁴ See http://lmi2.detma.org/lmi/town_comparison.asp.

⁵ See <http://quickfacts.census.gov/qfd/states/25/25013.html>.

\$80,000 was appropriated for the Town's Fire Department and approximately \$1.1 million for the Town's Police Department.⁶ The Town levied \$9.3 million in property taxes in 2012.⁷

B. Previous Outreach

Given that Hampden is not an abutting community to Springfield and because it will not be meaningfully impacted by MGM Springfield, MGM did not engage in substantive discussions with Hampden officials. The first request MGM received from the Town for consideration as a surrounding community was the instant Petition.

STANDARD OF REVIEW

The Gaming Act includes provisions to mitigate significant and adverse impacts to nearby communities resulting from a casino development. Surrounding communities are defined in the Act 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.” G.L. c. 23K, § 2 (emphasis added). A prerequisite to receiving a gaming license under the Gaming Act is that the applicant enter into a surrounding community agreement “setting forth the conditions to have a gaming establishment located in *proximity* to the surrounding communities.” G.L. c. 23K, § 15(9) (emphasis added). In addition to an impact fee, such agreement must include “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.” *Id.*

⁶ See http://www.hampden.org/townreports/2001_2006/2011%20Town%20Report.pdf.

⁷ See Massachusetts Dept. of Rev., Division of Local Services, Municipal Databank/Local Aid Section.

Where communities believe they will be significantly and adversely impacted by a casino development, they may seek designation as a “surrounding community” pursuant to the provisions of the Surrounding Community Regulation, which along with the governing sections of the Gaming Act, sets forth the process for determining surrounding community status. Where the parties do not voluntarily agree to a surrounding community designation, a community desiring such status may petition to the Commission for such designation. *See* 205 CMR 125.01(2). “In making that determination, the commission shall consider the detailed plan of construction submitted by the applicant, information received from the public and factors which shall include, but not be limited to, population, infrastructure and distance from the gaming establishment and political boundaries.” G.L. c. 23K, § 17(a). Accordingly, the Commission considers the following factors: (i) the community’s proximity to the gaming establishment; (ii) whether the transportation infrastructure in the community will be significantly and adversely impacted; (iii) whether the community will be significantly and adversely impacted by the development of the gaming establishment; (iv) whether the community will be significantly and adversely impacted by the operation of the gaming establishment; and (v) whether the community will be significantly and adversely impacted by any other relevant potential impacts. *See* 205 CMR 125.01(2).⁸ Additionally, some factors carry heavier weight than others, and satisfaction of one factor does not necessarily mean that a community shall be entitled to surrounding community designation. *See* June 26, 2012 Hearing Tr. at p. 57 (Zuniga) (“[I]t is

⁸ Importantly, these factors apply only to a determination of surrounding community status by the Commission under 205 CMR 125.01(1)(c) and not to voluntary designations of a community as a surrounding community pursuant to 205 CMR 125.01(1)(a) or 205 CMR 125.01(1)(b). Thus, a voluntary designation under said sections should not be construed as an acknowledgment nor an admission of proximity or any significant and adverse impact with respect to those communities voluntarily designated.

not necessarily geography, although that is a big factor, not necessarily just an abutter. It has to do with other factors like traffic and whatnot.”).

The Commission may also consider any positive impacts on a community that may result from the development and operation of a gaming establishment. *See* 205 CMR 125.01(3). This is especially true where the claimed negative impacts are found to be relatively minor. *See* Nov. 21, 2013 Hearing Tr., at pp. 40-41 (Crosby and McHugh) (“[Y]ou have to have a... modest negative effect to have it be an offset [against positive impacts]. But [the Commission is] directed...[to] consider that.”...“[T]he broader offset issue seems to be is one that we could talk about when the appropriate case arises.”)

Here, the only factors the Town relies upon and alleges to be the basis for surrounding community status are (i) proximity and (ii) impact to transportation infrastructure. With respect to the “proximity” factor, the Commission is to consider “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)(b)(1). There is no fixed distance contained in the Gaming Act or the Surrounding Community Regulation and the Commission has made clear that proximity is largely advisory. *See* Nov. 21, 2013 Hearing Tr., at pp. 15-16 (Crosby) (“The mere fact of being close, is not in and of itself [determinative]. What the Legislature and [the Commission] are concerned about is impacts, independent. And proximity can be sort of advisory to impacts but it is impacts not proximity which are really determinative here.”). Nonetheless, some level of proximity must be established in order for a municipality to meet the threshold statutory definition of surrounding community contained in G.L.c. 23K, § 2.

Finally, *the burden is on Hampden* to satisfy the Commission that it is entitled to surrounding community status. *See* Dec. 12, 2012 Hearing Tr., at 70-71 (Pollack) (“[S]ome of the things we thought about to be considered would be that the burden as to what is a surrounding community, what is not a surrounding community should be on the community itself, [communities] should have the burden of demonstrating it [that they satisfy enough factors to be a ‘Surrounding Community’].... So, the burden should be on the community to demonstrate that it needs to have this agreement in place in order to deal with the impacts.”).

ARGUMENT

A. Hampden Is Not Proximate As Contemplated Under M.G.L. Ch. 23K.

The center of downtown Hampden is an approximately 11 mile drive from the Project site. The “door to door” drive takes approximately 20 minutes. While the Commission has made clear that there are no exact mileage measures for proximity, a community as distant as Hampden is from Springfield should not be deemed proximate enough to be designated a surrounding community. *See, e.g.*, November 12, 2013 Hearing Tr., at 43 (Ziemba) (“The proponent notes that the project is located approximately 6.5 miles from the nearest city neighborhood and notes that the driving time to Fitchburg’s downtown, **18 minutes, is approximately the same time it takes to drive from the location of the project to the city of Worcester, which clearly is not in proximity to the project.**” (emphasis added)). An 11 mile distance and 20 minute drive from the Project site is outside any reasonable interpretation of the term “proximity.”

Moreover, in the context of Hampden’s Petition, proximity must be considered in the context of the impact alleged by Hampden – impact to its transportation infrastructure. *See* Feb. 28, 2013, Hearing Tr. at p. 57 (Ziemba) (“[W]e believe that when the Commission sits down to

make a surrounding community designation, it will consider what the definition of a surrounding community is. And that is to make sure that the community is both in proximity and impacted and not either/or or some combination of everything.”). Here, as discussed further below, the transportation infrastructure impact will be negligible.

B. Hampden Has Not and Cannot Demonstrate a Significant and Adverse Impact to Transportation Infrastructure.

Hampden simply does not, and cannot, meet its burden of demonstrating a significant and adverse impact to its transportation infrastructure. Hampden claims that it has concerns with “the ready access of Hampden to the casino, changes in level of service at intersections along Allen Street and increased volume of trips and streets which feed into it.” Petition, at 1-2. These concerns are wholly unsupported by any data, studies or other factual information. As further explained below, they are also unfounded.

MGM’s traffic consultant, The Engineering Corp. (“TEC”), has analyzed the concerns set forth in Hampden’s petition and provided the response set forth in **Exhibit A** hereto (the “TEC Analysis”). As set forth in the TEC Analysis: (i) Hampden has not been identified by either the Massachusetts Department of Transportation, the Pioneer Valley Planning Commission (“PVPC”), or PVPC’s traffic consultant as required traffic impact analysis;⁹ (ii) the sparse residential density of Hampden and its bordering communities along with its lack of desirable travel routes will not result in a noticeable number of “cut through” trips to MGM Springfield; (iii) the likely *peak period* vehicle trips through Hampden will be 12 per hour (roughly 6 in each direction) and significantly less off-peak. *See Ex. A*, TEC Analysis. Hampden presents no

⁹ The Commission refused to designate Fitchburg and Sterling as surrounding communities when they petitioned for such status with respect to Cordish’s application for a slot parlor in Leominster. Similar to Hampden, (i) MassDOT did not mention any potential concern relative to the state highways in the City of Fitchburg nor call for the applicant to include any subsequent environmental studies and (ii) analysis by the Montachusett Regional Planning Commission did not recommend any intersections to study. *See* Nov. 21, 2013 Hearing Tr., at pp. 46 and 73 (Ziemba).

contradicting data or information. Accordingly, Hampden cannot meet its burden of showing a significant and adverse impact to the Town sufficient to designate it a surrounding community.

CONCLUSION

For all of the foregoing reasons, the Commission should deny the Town's Petition for Designation as a Surrounding Community.

Respectfully submitted,
Blue Tarp reDevelopment, LLC

By Its Attorneys



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CERTIFICATE OF SERVICE

I, Seth N. Stratton, hereby certify that on this 21st day of January, 2014, I caused the foregoing to be served by first class mail as follows:

John Flynn, Member
Vincent Villamaino, Member
Hampden Board of Selectmen
625 Main Street
Hampden, MA 01036



Seth N. Stratton

EXHIBIT A



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Lawrence, MA 01843 | PO Box 249
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T: 978.794.1792 | F: 978.794.1793
TheEngineeringCorp.com

Seth N. Stratton, Esq.
Fitzgerald Attorneys at Law, P.C.
46 Center Square
East Longmeadow, MA 01028

January 15, 2014

TEC Ref. T0454

RE: Response to Town Assumption of Traffic Impacts
Town of Hampden Request for Surrounding Community Designation
MGM Springfield Development – Springfield, MA

Dear Attorney Stratton,

On behalf of MGM Resorts Development and Blue Tarp reDevelopment, LLC (collectively "Applicant"), TEC, Inc., is pleased to submit this brief narrative regarding the allegation from the Town of Hampden that they will be significantly impacted by the new vehicle trips associated with the Applicant's casino proposal. The Town's letter petition dated January 10, 2014 does not provide specific data or analysis to support such a claim.

Our firm provided detailed trip generation and distribution data and analysis within the Draft Environmental Impact Report (DEIR) and RFA-2 responses to the Massachusetts Gaming Commission, both issued by the Applicant and the project team within the past month. Hampden has not been identified by TEC, the Pioneer Valley Planning Commission (PVPC), or the Massachusetts Department of Transportation (MassDOT) as a community that required specific impact analysis due to the lack of desirable travel routes through the town. This material was recently reviewed by PVPC's peer review consultant, Greenman-Pedersen, Inc., who similarly had not identified any regional traffic issues for the Town of Hampden. This small town of approximately 5,200 residents is located well off other more desirable travel routes such as Route 83 in East Longmeadow or Route 190 in northern Connecticut.

The Town of Hampden identified Allen Street as the focus of their traffic concerns within their petition. TEC identified the populations of the towns surrounding Springfield as part of our "gravity" models, which assess the regional distribution of traffic based in part on U.S. Census data from 2010. The sparse residential density in Hampden and the surrounding towns of Monson, MA (to the east) and Stafford and Somers, CT (to the south), coupled with the indirect travel route through Hampden, will not result in a noticeable number of trips that would "cut through" the Town. There are vast undeveloped and mountainous areas to the east and south of Hampden that will not contribute measureable populations and associated volume of traffic to Springfield Road in Hampden, which becomes Allen Street in East Longmeadow and Springfield. The fact that the Town of East Longmeadow and the City of Springfield have not identified concerns about the Allen Street corridor in this area is consistent with that conclusion. Attachment A provides a locus map that depicts the proximity of the Town of Hampden to the MGM site.

Seth N. Stratton, Esq.
TEC Response to Town of Hampden
Surrounding Community Designation
January 15, 2014
Page 2 of 2

TEC has assumed that some of the trips from northern Connecticut will indeed traverse local streets in Massachusetts to visit the MGM facility. However, as a percentage of the regional trips, they are very low with a projection of only approximately 1.1% of MGM's overall site-generated trips from Somers and Stafford. Attachment B provides an excerpt from TEC's detailed traffic gravity models, which were included in the DEIR document to MEPA and referenced within the RFA-2 submittal.

Due to the more direct travel route via Route 83 in East Longmeadow, it is impractical to assume that a measureable amount of patrons will desire to divert further to the northeast to use Springfield Road / Allen Street. Therefore, the resident patrons from Hampden and a small number of those in southern Monson are expected to use Allen Street near the Town line. This is expected to be less than 12 vehicles per hour (roughly 6 entering and 6 exiting) during the peak Friday and Saturday periods. The traffic is expected to be even lower during other periods of the day. Therefore, we do not believe that the Town of Hampden will be noticeably or measurably impacted by the MGM development.

Should you have any questions or need any supplemental information or analysis, please do not hesitate to contact me or Rebecca Brown at (978) 794-1792. Thank you for your consideration.

Sincerely,
TEC, Inc.



Kevin R. Dandrade, PE, PTOE
Principal / Senior Project Manager

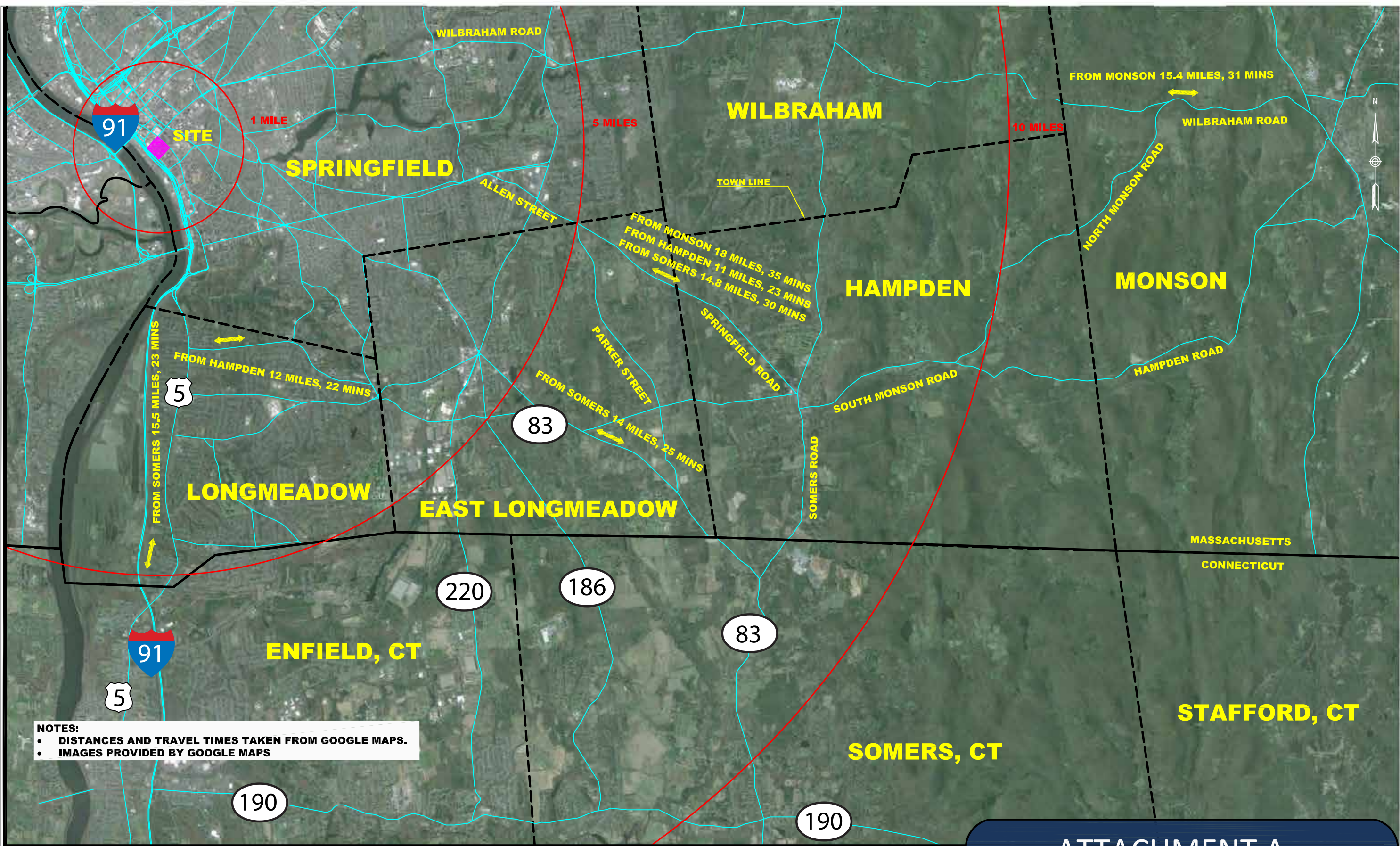
cc: Michael Mathis - MGM Resorts International
A. Hunter Clayton - MGM Resorts Development, LLC
Chuck Irving - Davenport Companies

Attachments:

A – Hampden, MA Locus Map
B – MGM-Related Trip Increase Potential in Hampden, MA (extracted from TEC's DEIR analysis)



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NOTES:

- DISTANCES AND TRAVEL TIMES TAKEN FROM GOOGLE MAPS.
- IMAGES PROVIDED BY GOOGLE MAPS

ATTACHMENT A

Hampden, MA Locus Map
January 15, 2014

ATTACHMENT B
MGM-Related Trip Increase Potential in Hampden, MA

Project: T0454 - MGM Resort Development - Springfield, Massachusetts
 Date: January 15, 2014
 Analyst: TEC, Inc. / Rebecca Brown, P.E., PTOE

Community	Population	Percentage of MGM Springfield Trips from Municipality					MGM Springfield Friday Evening Peak Hour Trips
		Casino / Hotel Patron	Casino / Hotel Employee	Armory Retail	Residential*	Total	
Hampden	5,140	0.39%	1.32%	0.64%	NA	0.6%	7
<i>Stafford</i>	<i>12,090</i>	0.25%	NA	0.75%	NA	0.4%	5
<i>Monson</i>	<i>8,560</i>	0.64%	1.23%	0.53%	NA	0.6%	8
<i>Somers</i>	<i>11,450</i>	0.23%	NA	1.42%	NA	0.7%	9
Total Cut-Through Potential**						1.7%	22
Total Potential MGM-Related Trips on Hampden Roadways						2.3%	29

**Percentages taken from GPI's estimate as these are more conservative (higher)*

******Total cut-through potential represents 100% of traffic from communities listed using Hampden roadways. Actual cut-through traffic is likely to be lower due to availability of other routes.

Source: Population information obtained from US Census 2010. Trip distribution percentages obtained from traffic gravity models prepared by TEC, Inc. as part of the Draft Environmental Impact Report dated December 16, 2013 for the MGM Springfield project.

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**BLUE TARP REDEVELOPMENT, LLC'S OPPOSITION TO THE CITY OF
NORTHAMPTON'S PETITION FOR DESIGNATION AS A SURROUNDING
COMMUNITY**

Blue Tarp reDevelopment, LLC (hereinafter "MGM Springfield") hereby opposes the Petition of the City of Northampton (the "City" or "Northampton") for Designation as a Surrounding Community (the "Petition") because the Petition fails to meet the statutory and regulatory requirements set forth in G.L. c. 23K (the "Gaming Act") and 205 CMR 125.00, et seq. (the "Surrounding Community Regulation").

INTRODUCTION

MGM Springfield's planned destination resort casino in the City Springfield approximately 18 miles south of Northampton (the "Project") will not significantly and adversely impact Northampton, either during development or operation, in the areas of traffic, noise, the environment, public safety, water infrastructure, housing or social services. Indeed, the City has *only* alleged that it will be significantly and adversely impacted through a purported negative impact on its retail, entertainment and services establishments. This novel and speculative argument is based entirely on a flawed economic theory and study, both of which fail to recognize a single benefit that the Project will bring to the region. Quite to the contrary, the Project will be a boon to the regional retail, restaurant, entertainment and tourism economies in Western Massachusetts and will compliment and supplement regional tourism. As such, Northampton stands to *benefit*, rather than suffer, from the Project.

The City’s Petition, and the economic analysis report by Camoin Associates that supports it (the “Camoin Report”), fail to recognize the Project’s beneficial regional impact and are fundamentally flawed in several key respects:

- There is *no zero sum game* for consumer dollars as between Northampton and MGM Springfield – i.e., consumer demand is *not inelastic*.
- Despite some overlap, MGM Springfield and Northampton have *materially different* consumer bases.
- MGM Springfield’s ability to attract customers for extended stays based on the availability of other regional tourist attractions and entertainment and retail venues, including Northampton, is *crucial to MGM Springfield’s success*.
- A thriving Northampton and a thriving Springfield *are not mutually exclusive*. Empirical evidence suggests just the opposite—that both economies can be *mutually successful*, particularly as Springfield adds employment opportunities.
- MGM Springfield *should not be penalized* for embracing and pursuing the policy objectives of Chapter 23K by revitalizing Springfield as a retail and entertainment destination.
- Impacts to Northampton from a revitalized City of Springfield as a destination, as opposed to from the Project itself, cannot be attributed to MGM for the purposes of surrounding community designation.

Northampton effectively claims a monopoly as the self-proclaimed “place to be” and “oasis in ... a generally economically challenged region.” (Pet. Br. at 1.) Thus, the request to mitigate adverse impact is really a thinly veiled request to be compensated if beneficial competition relieves that claimed monopoly. Not only is the suggestion of a Northampton entertainment and retail monopoly unsupported factually, the request that MGM Springfield compensate the City for breaking up its purported stranglehold on entertainment by offering additional choices to consumers seeks implementation of bad public policy.

Northampton also claims to be sufficiently proximate to Springfield to experience negative impacts. While perhaps not the “sole destination market in the Pioneer Valley” or the “consumer epicenter of the Pioneer Valley” as it claims (Pet. Br., at 1,9), Northampton is

concededly an important regional destination city that, together with Springfield, can mutually benefit from the increased multi-day visitors MGM Springfield seeks to attract.¹ Nonetheless, Northampton is far from a neighbor to Springfield. Indeed, approximately eighteen (18) miles and a twenty (20) to thirty (30) minute drive away, it lacks proximity as contemplated by the Gaming Act and the Surrounding Community Regulation. As will be explained further below, Northampton has not and cannot substantiate the “grave and substantial” financial impact it claims, and thus, its Petition should be rejected.

FACTUAL BACKGROUND

A. Community Profile.

Northampton is roughly 18 miles north of Springfield at the tip of the “Knowledge Corridor.” The City is located on the banks of the Connecticut River across from Hadley and bordered by Easthampton to the south, Westhampton to the west, Williamsburg and Hatfield to the north. Northampton’s Community & Economic Development Office states that the City offers “a sophisticated *rural* lifestyle one of the most vibrant downtown centers in New England and was named ‘Number One Best Small Arts Town in America’ by author John Villani.”²

In 2010, the United States Census Bureau (the “Census”) determined Northampton’s population to be 28,549, with 92% holding a High School degree or higher and 54.8% holding a Bachelor’s degree or higher.³ Northampton’s housing stock is approximately 12,728 units. Approximately 56.3% of non-vacant units are owner occupied with a median home value of

¹See March 12, 2013 Hearing Transcript of the Massachusetts Gaming Commission (“Hearing Tr.”) Tr., at p. 55 (Director Betsy Wall from the Mass. Office of Travel and Tourism, Panelist) (“[A]s you well know Western Mass., particularly the Pioneer Valley, the sliver where all the colleges are is already a fairly international part of the world with faculty and students from all over the place, and just by definition a transient population, people coming and going.”).

² Northampton Community Indicator Final Report, dated March, 2006, <http://www.northamptonma.gov/DocumentCenter/View/873>, p. 3 (emphasis added).

³ See <http://quickfacts.census.gov/qfd/states/25/2546330.html>.

\$335,500; and the remaining 43.7% of units are rented at a median cost of \$1,056 a month.⁴

Northampton's fiscal year 2014 municipal budget was approximately \$96.2 million with roughly \$12 million allocated to public safety, including police and fire/EMS.⁵ In 2012, the City levied \$43.2 million in property taxes.⁶ As of November 2013, Northampton had a labor force of 15,897 individuals and an unemployment rate of 4.9%, which is significantly below the Commonwealth's rate of 6.6%.⁷ The City's median household income between 2008 and 2012 was \$56,999.⁸

In his January 6, 2014 inaugural address, Mayor David J. Narkewicz stated:

Northampton has experienced an unprecedented level of economic activity over the last two years. All told we've seen thirteen new projects in various stages of permitting and construction valued at almost \$90 million, including nearly 2,500 square feet of office space, 108 new hotel rooms and 83 units of mixed income senior housing. When completed, these projects will have expanded our tax base by 3% generating \$1.26 million in additional property tax revenues needed to fund our city and schools.⁹

Northampton also has a strong relationship with Smith College, which sits within walking distance from Northampton's downtown. As the largest women's college in the nation, Smith contributes greatly to the City's economy. Smith is the largest taxpayer in Northampton with a total of approximately \$1.5 million in real estate taxes and fees paid in 2012-2013.¹⁰

According to Smith, approximately 41% of its 1,389 employees live in greater Northampton,

⁴ See http://factfinder2.census.gov/bkmk/table/1.0/en/ACS/12_5YR/DP02.

⁵ See City of Northampton, Fiscal Year 2014 Budget, 05/16/2013, <https://ma-northampton.civicplus.com/737/Budgets>.

⁶ See Massachusetts Department of Revenue, Division of Local Services, Municipal Databank/Local Aid Section & <http://www.northamptonma.gov/DocumentCenter/View/873>.

⁷ See Mass. Exec. Off. of Labor and Workforce Dev., http://lmi2.detma.org/lmi/town_comparison.asp.

⁸ See <http://quickfacts.census.gov/qfd/states/25/2546330.html>.

⁹ <https://ma-northampton.civicplus.com/DocumentCenter/View/1846>.

¹⁰ All data cited herein with respect to Smith College can be found at <http://www.smith.edu/impact> unless otherwise indicated.

while an estimated 2,500 undergraduates live on campus and an additional 150 live off-campus in greater Northampton. These students and faculty likewise contribute enormously to the local economy. In 2012-13, Smith students, who have limited access to vehicles on campus during their initial years, spent \$42,000 using the debit feature of their Smith ID card, which sum likely represents only a small fraction of their total spending. Smith recently welcomed its largest incoming first-year class to date, and over 7,000 individuals visit the college annually through their admissions office and summer programs. Between Commencement and Reunion, approximately 8,000 guests stay in local hotels and visit Northampton's amenities.¹¹

In addition to Smith, Northampton is within close proximity to UMass Amherst, Amherst College, Mount Holyoke College and Hampshire College (together with Smith College, known as the "Five Colleges"). There are also nearby prep schools, such as the Williston Northampton School (5 miles) and the world renown Deerfield Academy (16 miles). As such, Northampton is a popular destination for regional students, alumni and their visiting families and friends.

B. Previous Outreach

MGM Springfield has long recognized that Northampton, despite its significant distance from Springfield, is an important regional tourist destination and could be a valuable partner for attracting new and repeat visitors to the region to the mutual benefit of both communities.

MGM, therefore, initiated outreach to Northampton's political leaders and business community and had several positive discussions. MGM representatives met with Mayor Narkewicz three times from May through December of 2013. *See* January 21, 2014 email from Dennis Murphy to Michael Mathis summarizing Northampton outreach, attached hereto as **Exhibit A**. Despite the Mayor's initial message that he is an ardent opponent of casinos and the instant proceeding

¹¹ *See* <http://www.smith.edu/president/speeches-writings/incite-leadership>.

notwithstanding, each of those meetings was very productive and informative. MGM Springfield introduced the Project to the Mayor and his economic and legal teams, and explained his goal for broad economic development for the region. *Id.* The City, in turn, explained the special role that Northampton holds for tourism in Western Massachusetts. *Id.* In the last of those meetings, the City advised MGM Springfield that, despite the distance between the Project site and downtown Northampton, it would be seeking surrounding community status on the admittedly novel theory that because of its perceived tourism market dominance in the region, any improvement to the tourism industry of Springfield would be at the City's expense. *Id.* MGM Springfield explained that, legal arguments aside, the factual flaw in the City's position was that there is a fixed local demand for entertainment and restaurants for which the City and MGM Springfield would be competing. *Id.* MGM Springfield explained its marketing plan and projections, which were based on bringing up to 50% of its customers (approximately four million customers annually) from outside of Western Massachusetts, many of whom would be potential new customers for Northampton. *Id.*

MGM representatives have also had several productive discussions with Eric Suher ("Suher"), owner of the Iron Horse Entertainment Group ("IHEG"), with respect to cross-marketing, coordinated bookings and other potential collaborations. *Id.* The areas of cross-marketing discussed between the parties related to event calendar coordination, such that events promoted by Suher on a Friday, for example, could be promoted by MGM Springfield as part of a regional entertainment package with a Saturday night event promoted by MGM in one of Springfield's entertainment venues. *Id.* The parties also discussed MGM's interest in promoting Suher's events and other Northampton events to its player loyalty program, M life, in order to achieve extended overnight stays for the region, which benefit the entire region. *Id.* Suher, on

the other hand, offered MGM access to local entertainment talent to which his company would have unique access, as well as sponsorship opportunities for MGM at his venues to raise awareness of the project to the Northampton market. *Id.* While these discussions are ongoing, MGM is hopeful that it will forge a mutually beneficial relationship with Northampton's entertainment leader in a formal cross-marketing agreement.

STANDARD OF REVIEW

The Gaming Act includes provisions to mitigate significant and adverse impacts to nearby communities resulting from a casino development. Surrounding communities are defined in the Act 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.” G.L. c. 23K, § 2 (emphasis added). A prerequisite to receiving a gaming license under the Gaming Act is that the applicant enter into a surrounding community agreement “setting forth the conditions to have a gaming establishment located in *proximity* to the surrounding communities.” G.L. c. 23K, § 15(9) (emphasis added). In addition to an impact fee, such agreement must include “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.” *Id.* (emphasis added).

Where communities believe they will be significantly and adversely impacted by a casino development, they may seek designation as a “surrounding community” pursuant to the provisions of the Surrounding Community Regulation, which along with the governing sections of the Gaming Act, sets forth the process for determining surrounding community status. Where

the parties do not voluntarily agree to a surrounding community designation, a community desiring such status may petition to the Commission for such designation. *See* 205 CMR 125.01(2). “In making that determination, the commission shall consider the detailed plan of construction submitted by the applicant, information received from the public and factors which shall include, but not be limited to, population, infrastructure and distance from the gaming establishment and political boundaries.” G.L. c. 23K, § 17(a).¹² Accordingly, the Commission considers the following factors: (i) the community’s proximity to the gaming establishment; (ii) whether the transportation infrastructure in the community will be significantly and adversely impacted; (iii) whether the community will be significantly and adversely impacted by the development of the gaming establishment; (iv) whether the community will be significantly and adversely impacted by the operation of the gaming establishment; and (v) whether the community will be significantly and adversely impacted by any other relevant potential impacts. *See* 205 CMR 125.01(2).¹³ Additionally, some factors carry heavier weight than others, and satisfaction of one factor does not necessarily mean that a community shall be entitled to surrounding community designation. *See* June 26, 2012 Hearing Tr. at p. 57 (Zuniga) (“[I]t is not necessarily geography, although that is a big factor, not necessarily just an abutter. It has to do with other factors like traffic and whatnot.”).

¹² While the Gaming Act clearly provides some discretion to the Commission to determine what factors it should include in determining surrounding community status, a reading of the provisions of the Act pertaining to surrounding communities clearly places an emphasis on proximity and infrastructure. *See* G.L. c. 23K, §§ 2, 15(9) and 17(a). Indeed, where the Legislature directed the Commission to consider impact other than municipal infrastructure, including impact on private business interests, it did so explicitly. *See* G.L. c. 23K, § 17(b) (applicants required to enter into mitigation agreements with impacted local live entertainment venues).

¹³ Importantly, these factors apply only to a determination of surrounding community status by the Commission under 205 CMR 125.01(1)(c) and not to voluntary designations of a community as a surrounding community pursuant to 205 CMR 125.01(1)(a) or 205 CMR 125.01(1)(b). Thus, a voluntary designation under said sections should not be construed as an acknowledgment nor an admission of proximity or any significant and adverse impact with respect to those communities voluntarily designated.

The Commission may also consider any positive impacts on a community that may result from the development and operation of a gaming establishment. *See* 205 CMR 125.01(3). This is especially true where the claimed negative impacts are found to be relatively minor. *See* Nov. 21, 2013 Hearing Tr., at pp. 40-41 (Crosby and McHugh) (“[Y]ou have to have a... modest negative effect to have it be an offset [against positive impacts]. But [the Commission is] directed...[to] consider that.”... “[T]he broader offset issue seems to be is one that we could talk about when the appropriate case arises.”)

Here, the only factors the City relies upon as the basis for surrounding community status are (i) operational impact on private businesses and (ii) proximity. With respect to operational impact, there are several considerations the Commission may consider under the operative regulation. *See* 205 CMR 125.01(2)(b)(4). Northampton, however, concedes that it is only “negative impact on local, retail, entertainment, and service establishments in the community” on which it relies under the operational impact factor. *See* Pet. Br., at 8. Accordingly, the Commission would be well within its discretion to only consider such alleged impact under the operational impact factor.

Northampton also claims surrounding community status under the “proximity” factor. Under that factor, the Commission is to consider “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)(b)(1). The Commission has, however, made clear that, while proximity is a necessary prerequisite under the Gaming Act, it is not independently determinative and should be advisory to consideration of direct impacts. *See* Nov. 21, 2013 Hearing Tr., at pp. 15-16 (Crosby) (“The

mere fact of being close, is not in and of itself [determinative]. What the Legislature and [the Commission] are concerned about is impacts, independent. And proximity can be sort of advisory to impacts but it is impacts not proximity which are really determinative here.”).

Finally, *the burden is on Northampton* to satisfy the Commission that it is entitled to surrounding community status. *See* Dec. 12, 2012 Hearing Tr., at 70-71 (Pollack) (“[S]ome of the things we thought about to be considered would be that the burden as to what is a surrounding community, what is not a surrounding community should be on the community itself, [communities] should have the burden of demonstrating it [that they satisfy enough factors to be a ‘Surrounding Community’].... So, the burden should be on the community to demonstrate that it needs to have this agreement in place in order to deal with the impacts.”).

ARGUMENT

A. Northampton Is Not Proximate As Contemplated Under M.G.L. Ch. 23K.

The center of downtown Northampton is approximately 18 miles from MGM Springfield’s Project site. The “door to door” drive without traffic takes 20 to 30 minutes. Such a distance should not be deemed proximate. *See* Nov. 21, 2013 Hearing. Tr., at pp. 43-44 (Ziemba) (“the driving time to Fitchburg’s downtown, **18 minutes**, is approximately the same time it takes to drive from the location of the project to the city of Worcester, **which clearly is not in proximity to the project.**”(emphasis added)). In addition, while the Commission has made clear that there are no exact mileage measures for proximity, it cannot be the case that a community as distant as Northampton is from Springfield was contemplated to be a proximate community when the Surrounding Community Regulation was promulgated. *See* Nov. 21, 2013 Hearing Tr., at pp. 14-15 (Ziemba) (“[T]he Commission rejected establishing a mileage-based threshold for determining which communities are surrounding communities.... But...the

Legislature did include those amendments of the two-mile, three-mile and five-mile standard as perhaps an indication that they meant to have some limit to the outward geographic proximity...this measuring stick of two, three and five miles could perhaps be instructive as to some of the range of considerations that... [the Commission can] take a look at.”).

Importantly, while there is no fixed distance contained in the Gaming Act or the Surrounding Community Regulation and the Commission may wish to consider proximity among other factors, some level of proximity must be established in order for a municipality to meet the threshold statutory definition of surrounding community contained in G.L. c. 23K, § 2. An 18 mile distance and 20-30 minute drive from the Project is outside any reasonable interpretation of the term “proximity”.

Moreover, in the context of Northampton’s Petition, proximity must be considered in the context of the impact alleged by Northampton – operational impact to its retail and entertainment business. *See* Feb. 28, 2013, Hearing Tr. at p. 57 (Ziemba) (“[W]e believe that when the Commission sits down to make a surrounding community designation, it will consider what the definition of a surrounding community is. And that is to make sure that the community is both in proximity and impacted and not either/or[,] or some combination of everything.”). Thus, Northampton all but concedes that it is not proximate in failing to assert any potential adverse impact other than its strained and unsubstantiated argument that Northampton’s distant restaurants and entertainment venues will suffer “grave and substantial” financial impact from competition sparked by the Project.

B. Northampton Cannot Demonstrate a Significant and Adverse Operational Impact From Retail, Restaurant and Entertainment Competition.

As explained in the January 19, 2014 memorandum of HR&A Advisors, Inc. responding to the Camoin Report attached hereto as **Exhibit B** the (“HR&A Response”), and as further set

forth below, Northampton's claim of harm to its retail, restaurant and entertainment businesses is fundamentally flawed and cannot be substantiated.

In its review of the Camoin Study, which underlies the City's application, HR&A Advisors, concludes the following:

The economic and fiscal impact study of MGM's proposed project on the City of Northampton is flawed in its narrow focus on select economic issues, while ignoring other sources of benefits that will accrue to the City of Northampton such as jobs for residents and spending at local businesses, and its "zero sum game" assumption that asserts that new economic activity in entertainment, recreation, and retail sectors in Downtown Springfield will subtract from activity in Downtown Northampton. Further, the study ignores the positive regional economic benefits of the Massachusetts' resident spending that will be recaptured from casinos in nearby states and the new out-of-state visitation that MGM Springfield will attract. HR&A's study of the economic and fiscal impact of the project on the region demonstrates a range of net positive benefits that will accrue to the regional economy, including in the City of Northampton.

HR&A Response, at 4.

1. Northampton's Alleged Impact Is Based on a False Premise of a Zero Sum Game for Consumer Dollars.

Northampton's underlying concern, which is at the heart of all of its arguments, is that "MGM will compete directly with Northampton's business owners for the limited dollars available for consumer discretionary spending in the region." Pet. Br., at 10. This is based on the Camoin Report's conclusion that "residents only have so much money to spend on recreation and entertainment and 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." Camoin Report, at 14. There are several reasons why Northampton's fundamental and empirically unsupported premise of inelastic consumer demand in the region is wrong. See HR&A Response.

First, MGM Springfield intends to, and to succeed must, stem the outflow of consumer dollars to tribal casinos in Connecticut. Massachusetts residents have long exported gaming

revenue to surrounding New England states, adding hundreds of millions of dollars to other states' coffers. "Mass. residents spent close to \$1 billion last year at New England casinos, continuing in a trend of increased spending over the past several years that beat out every other state in the area."¹⁴ Repatriating out-of-state revenue from Bay State residents in particular is a major goal of the Gaming Act and of the MGM Springfield proposal. As it details in its RFA-2 response, MGM Springfield will leverage its substantial M life database and employ strategies such as busing programs and collaborations with area venues and attractions, to recapture Bay State spending currently going to casinos in nearby states.¹⁵

Second, MGM Springfield intends to, and to succeed must, attract new consumers from out of state. MGM Springfield's RFA-2 proposal is premised on generating over fifty (50%) of its revenue from customers from outside of Western Massachusetts, with approximately half of its customers projected to come from out-of-state. *See* MGM Springfield RFA-2 Traffic Study, Section 5-02-02, Table 6-2-9 and Section 2-36-01 (CONFIDENTIAL). The Commission has recognized that resort casinos will generate new tourism in Massachusetts. *See* March 12, 2013 Hearing Tr. at pp. 56-57 [Cameron] ("I can give you a couple of examples of the casino industry increasing tourism. I was involved in New Jersey in hosting or our organization hosting national conferences. And if we held them in Atlantic City, we would triple our enrollment...It really

¹⁴ *MA Residents Spent Almost \$1 Billion at NE Casinos*, golocalworchester.com, dated July 20, 2012, citing the New England Casino Gaming Update issued by UMass Dartmouth Center for Policy Analysis. ("Mass residents accounted for about half of Twin River's visitations and nearly 44% of Newport Grand's visitations. They also spent \$624.1 million at Connecticut's two casinos – Foxwoods and Mohegan Sun, racking up \$86.9 million in tax revenues for the Connecticut state government.")

¹⁵ *See* MGM Springfield RFA2 Sections 1-08 ("Broadening the Region's Tourism Appeal", 2-24-01 ("Customer Cross-Marketing") and 2-34-01 ("Marketing Plan"), and 2-36-01 ("Marketing to Out-of-State Visitors and Use of Junkets"). NOTE: Sections 2-14-01, 2-34-01, and 2-36-01 are CONFIDENTIAL, containing competitively proprietary information, and are only available for the Commission and its staffs' consideration. By referencing such sections herein, MGM Springfield does not waive its rights to confidential treatment of said sections.

does make it more attractive for people when they're traveling and when they're attending a conference to do it in a location where there are casinos.”).

Third, once operational, MGM Springfield will spend roughly \$50 million annually with regional vendors, resulting in increased dollars for consumer spending in the local economy. *See* MGM Springfield RFA-2, Section 3-16. To ensure that annual expenditure extends to all areas of Western Massachusetts, MGM Springfield has spent significant time meeting with various chambers of commerce throughout the region.¹⁶ While MGM Springfield has not yet had an opportunity to meet with the Greater Northern Chamber of Commerce to extend a similar offer, the company has committed to similar outreach as evidenced by the letter MGM Springfield recently sent to them attached hereto as **Exhibit C**.

Fourth, MGM Springfield will employ approximately 3,000 people with an average compensation of about \$50,000 per full-time employee, approximately 10% (or 300) of which will be new participants in the regional economy from out-of-state. The region, including Northampton, will undeniably benefit from the influx of employee wages, and concomitant increase consumer spending power. *See* HR&A Response. Springfield is the largest gateway city in the Commonwealth and, as such, its economic health is critical to the region. With an unemployment rate presently above 11%, Springfield, and the rest of the region, will benefit from the \$100 million plus in annual salary and benefits that MGM Springfield will pump into the regional economy.

¹⁶ Attached as 3-16-02 to the MGM Springfield RFA-2 is a copy of a project endorsement by the Berkshire County Chamber of Commerce, in which MGM Springfield commits to host vendor outreach programs and to use the respective chambers as a clearing house for future procurement bids for those area's respective businesses. MGM Springfield entered into a similar agreement with the Franklin Chamber Commerce and has received similar endorsements by various other business associations, representing over 2,500 small businesses, as list in its Section 3-16-03 response, namely: the Affiliated Chambers of Commerce of Greater Springfield, East of the River Five Town Chamber of Commerce, and the Springfield Women's Professional Chamber of Commerce.

Finally, Northampton does not and cannot demonstrate that existing local retail and entertainment dollars that are spent at MGM Springfield would otherwise be spent in Northampton. The tastes and preferences of the typical Northampton patron and the typical MGM Springfield patron may be, and likely are, substantially different. As discussed above, Northampton markets itself as a “rural, lifestyle” setting and one of the “best small towns” in the country. Given such positioning, the City has not, and likely cannot, explain why the placement of an urban casino resort in Springfield, one of the largest cities in New England, is a substitute for the self-proclaimed small-town, rural and arts-focused Northampton tourist experience.

2. *Northampton and Springfield Tourism and Hospitality Can Grow Together.*

The City maintains that the growth in tourism in Springfield, which MGM Springfield hopes to hasten with its project, will be at the cost of Northampton, i.e., that a resurgent Springfield necessarily means a declining Northampton. Historical data simply does not support this contention. According to data collected by the Census, over the past 15 years, Springfield’s and Northampton’s tourism and hospitality market can both grow. In 2000, the Census reported that Springfield’s total accommodation and food service sales were \$148 million.¹⁷ In 2010, that figure grew to \$222 million, a 21% increase (when accounting for inflation).¹⁸ In 2000, the U.S. Census reported that Northampton’s total accommodation and food service sales were \$57.8 million.¹⁹ In 2010, that figure grew to \$81.7 million, a 12% increase (when accounting for inflation).²⁰ If the City’s contentions that the Western Massachusetts tourism market is fixed

¹⁷ <http://www.infoplease.com/us/census/data/massachusetts/springfield/>

¹⁸ <http://quickfacts.census.gov/qfd/states/25/2567000.html>

¹⁹ <http://www.infoplease.com/us/census/data/massachusetts/northampton/>

²⁰ <http://quickfacts.census.gov/qfd/states/25/2567000.html>

and that the growth of Springfield's tourism industry comes at the cost of Northampton's were correct, then there *could not be* such growth in both cities over that same period of time.

One need not look outside of New England to find an example of the successful symbiotic relationship that Northampton and Springfield could continue to enjoy.

Kennebunkport, Maine and Portland, Maine are within roughly a half an hour from one another. Both have numerous quality restaurants, bars and boutique retailers. Portland offers coastal urban energy and Kennebunkport is a relaxed upscale town providing the best of Maine in beautiful environment. The communities are about 25 miles apart and together create a powerful draw. Tourists often stay in Kennebunkport and visit Portland for a day. Alternatively, Portland business travelers regularly visit Kennebunkport for a relaxed lunch or dinner. Portland was revitalized in the 1990s as a result of local public and private leadership paving the way for opening a new L.L. Bean store downtown, refurbishing a street of historic buildings, and building a farmers market which, in turn, supported housing development. Those efforts catalyzed the economic renaissance of Portland and the restoration of its historic "seaport district." Equally important, local destination communities such as Kennebunkport (and Freeport and Booth Bay) were enhanced by Portland's resurgence, not diminished.²¹ Each of Kennebunkport and Portland would be economically weaker without the other. There are similar examples of other "B" New England cities that declined and then returned to prosperity through local leadership and development initiatives – i.e., Portsmouth, Providence and Burlington, which are now gems that benefit their respective regions. Any notion that smaller regional

²¹ See <http://themainemag.com/travel/48-hours-in/2265-kennebunk-kennebunkport-portland.html> (June 2013). Kevin Thomas, publisher of *Maine Home & Design* and *The Maine Mag*, writes highlights Kennebunkport's continued vitality as follows: "Visitors from away, attracted by proximity to Boston and the Portland Jetport, numerous dining options, and multiple beaches, are coming [to Kennebunkport] to vacation and to buy homes. Residential and commercial construction has been on the upswing for months." *Id.*

destinations suffer as a result of these revivals is baseless. Springfield is seeking to follow the same path. Northampton will be better off for it.

3. *Northampton Ignores MGM Springfield's Unique Casino Model and Regional Cross-Marketing Plans.*

Northampton incorrectly asserts that “consistent with longstanding casino industry practices, [MGM] seeks to provide entertainment amenities as a disincentive for casino patrons to visit other entertainment and retail venues.” Pet. Br., at 2. The City apparently did not take the time to review MGM Springfield’s proposals and plans prior to filing this Petition. The MGM Springfield operating model bucks the longstanding casino industry trend and turns the traditional casino model inside out to encourage community integration and spur further development. As discussed in detail in its RFA-2 response, specifically Section 1-03, MGM Springfield’s Project is a truly innovative outward facing urban resort, which integrates with the surrounding downtown environment.

Moreover, exactly the opposite of what Northampton claims, MGM Springfield is using existing entertainment venues rather than providing its own. As referenced in its RFA-2 Response, Section 3-24-01, MGM Springfield has entered into various agreements with existing local venues and attractions – Symphony Hall, City Stage, MassMutual Center and Six Flags- all of which have long co-existed in the Western Massachusetts tourism market with Northampton venues. To be clear, MGM Springfield has not planned for any ticketed entertainment venues on its Project site.

MGM Springfield has also performed extensive regional outreach to establish relationships with other regional attractions to encourage multi-day visits to the region by out-of-state patrons. Contrary to Northampton’s assertion that MGM Springfield’s model is set up so that “patrons do not need to leave the casino,” as referenced in its RFA-2 Response, Section 1-

02-01, MGM Springfield intends to resurrect a free trolley system so that patrons do exactly that within Springfield and can easily be exposed to the rich offerings in Springfield. Branching out beyond Springfield, MGM Springfield is engaged in discussions with or has entered into agreements with Six Flags New England (Agawam), Tanglewood (Lenox), Jiminy Peak (Hancock) and several regional golf courses.

4. Northampton's Unfounded Fears Are Based on False Assumptions.

Without any factual support, Northampton claims that MGM Springfield will use its “likely favorable ticket pricing” in attracting attendees to venues in Springfield, which will create additional competition for Northampton as a destination and increase the cost to Northampton venues to attract performers. Pet. Br., at 10. First and foremost, to the extent a live entertainment venue alleges a negative impact, the proper method for addressing such concerns is through a petition filed under G.L. c. 23K, § 17(b) and 205 CMR 126.01 (Determination of Impacted Live Entertainment Venues). The City cannot seek surrounding community status on alleged impact to live entertainment venues. MGM Springfield is aware of no timely petitions filed pursuant to G.L. c. 23K § 17(a) and 205 CMR 126.00. Nevertheless, the City offers no basis for its assertion of “favorable ticket pricing,” nor can it.

The City also cites the potential of MGM Springfield including so-called radius restriction clauses in its agreements with performers. *Id.*, at n. 35. MGM Springfield has been clear in its outreach to regional venues and in its RFA-2 Application to the Commission that it will not incorporate radius restrictions that limit performers’ ability to perform at other regional venues.²²

²² See RFA-2, Sections 3-24-04, 3-24-05, 3-24-08 (CONFIDENTIAL).

5. *Even if Direct Competition Results, Such Competition Comports with the Underlying Goals of the Gaming Act and Should Not Be Deemed an “Adverse Impact” to Be Mitigated.*

It is clear that economic competition is a goal of the Gaming Act. *See* Oct. 16, 2012 Hearing Tr., at 90 (Crosby) (“It’s a competitive environment. That’s what America’s all about...To the extent that we can promote competition, that is clearly in the public interest.”). It would, therefore, be illogical to consider that very competition to be an adverse impact to be mitigated under the Act.

Spectrum Gaming Group (the “Commonwealth’s Consultant”) conducted an extensive study on which the Commonwealth relied in establishing gaming in Massachusetts. The 2008 study, “Comprehensive Analysis: Projecting and Preparing for Potential Impact of Expanded Gaming on Commonwealth of Massachusetts,” Prepared for the Commonwealth of Massachusetts, Deval L. Patrick, Governor, Timothy P. Murray, Lieutenant Governor, August 1, 2008 (the “Commonwealth Study”), addresses and rejects the precise arguments raised by Northampton. For example, the Commonwealth Study recognized the importance of out-of-state tourism to any successful project proposal, a concept that the City does not even acknowledge in its inelastic demand argument. “One of the major recommendations in this report is that casino development be designed to increase tourism, including the frequency of visitation, increase in the length of visitors’ stays, expansion of the traditional core demographic base, and targeting additional markets including convention attendees.” *Id.*, at p. 148. The Commonwealth’s Consultant further determined “that the most effective means of ameliorating any negative substitution is to authorize only destination casinos that have developed plans and strategies to grow the visitor base, expand employment and engage in joint marketing opportunities with other local businesses.” *Id.*, at p. 155. Finally, commenting on varying studies in this area, the consultant dismissed the adverse substitution impact being alleged by the City and its consultant.

These results represent good news to Massachusetts businesses. Based on the most comprehensive study to date, which uses a nation-wide county-level sample, **there is no evidence of a significant substitution effect for employment and earnings between the casino sector and entertainment/hospitality sectors.** The empirical evidence suggests that there is a moderate complementary effect. These results are based on solid, peer-reviewed academic research. However, as noted previously, these nationwide results will not necessarily be borne out in Massachusetts, but policy makers and voters can be optimistic about casinos because there is little evidence to support a substitution effect.

Id. at 153-154 (emphasis in original).

Moreover, to the extent that Northampton is concerned with the resurgence of the City of Springfield itself, the competition between these cities for consumer dollars cannot be attributed to MGM Springfield for the purposes of measuring impact under the Surrounding Community Regulation. For instance, the Camoin Report concludes that “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.” Camoin Report, at 11. The Camoin Report is right that MGM Springfield has a vested interest in the successful creation of Springfield as a destination, but to the extent that it is successful in encouraging new businesses, retailers, entertainers and service providers to establish themselves in Springfield and revitalize downtown, that success should not be deemed a negative impact to another community under the operational impact factor of the Surrounding Community Regulation.

Indeed, the Town of Sterling argued in their Surrounding Community petition with respect to Cordish’s application for a slot parlor in Leominster that there was potential for a significant decline in the utilization of local restaurants as patrons choose among the several restaurants to be located at the facility instead of patronizing Sterling establishments. *See Town of Sterling Surrounding Community Petition Analysis*, at p. 45. The Commission rejected this

argument and did not designate the Town of Sterling a Surrounding Community. *See* Nov. 21, 2013 Hearing Tr. at pp. 82-85.).

C. Northampton Will Experience Substantial Positive Impact from MGM Springfield.

The City claims that it “will not derive any benefit from the MGM development.” Pet. Br., at 2. That view is shortsighted and ignores, as explained above, the positive regional impact MGM Springfield will have from the general influx of new consumers and consumer spending in the region. There are also positive benefits unique to the Northampton area.

1. Increased Visitation Related to Out-of-State and International Students.

Northampton is well-situated to continue to capitalize on a lucrative niche market that will be enhanced by MGM Springfield’s presence – out-of-state and international visitors associated with area prep school, colleges and universities. Betsy Wall, Director of the Massachusetts Office of Travel and Tourism, explained to the Commission as follows:

[T]he international visitor is highly sought after...On the tourism side, the President of the United States has already designated and we completely concur that the emerging markets on the international side are India, Brazil and China. In Massachusetts, we have unique opportunities in all three of those markets of our international students. We have just over 41,000 international students in Massachusetts right now. And those numbers are going up every year. The estimate...is that every international student brings a family member to Massachusetts for 47 nights through a calendar year. So, there's significant visitation...They come and they tour the colleges. They revisit the colleges or prep schools in some cases. They come back and stay. And if you have come as far as China to deliver your child, you're not just dropping them at the curb and going. Sometimes the parents will stay.

* * *

[A]s you well know Western Mass., particularly the Pioneer Valley, the sliver where all the colleges are is already a fairly international part of the world with faculty and students from all over the place, and just by definition a transient population, people coming and going.

* * *

The top five markets, international markets send students to Massachusetts, awkwardly phrased. But of the five countries that send international students to Massachusetts, top four out of five are Asia.

March 12, 2013 Hearing Tr., at pp. 35-36, 55-56, 62. *See also Id.*, at 51 (Stebbins) (“I think I was blown away by the emerging market out of China, which has grown over 120 percent I guess since the previous year. A lot of that can be attributed to not only foreign visitors, but foreign students coming here with parents. I probably, like everybody else, am blown away by the 47 nights that they generate per school year.”); *Id.*, at 62-63 (Crosby) (“That’s huge. It’s right where the sweet spot is for the big money in gambling. The whole idea of promoting -- These developers, casino operators are so far beyond anything I can imagine in terms of the sophistication of their marketing, but they do have these as you said these loyalty programs and these relationship programs. And so do you.”). As MGM markets to and attracts consumers from this niche market, Northampton will certainly benefit as well given that it is already a well-established destination within such market.

2. A Larger and Better-Trained Workforce in the Entertainment, Restaurant and Hospitality Industries.

MGM Springfield plans to create 3,000 direct permanent jobs. Reducing unemployment and increasing the employable workforce are goals of MGM’s pre-hire plan in collaboration with a number of local partners, including colleges, career centers, employment agencies, cultural organizations and trade schools where the unemployed seek training and assistance. *See* RFA-2 Application, Section 3-04-01. The benefits of MGM’s extensive pre-hire training program will be the creation of permanent resources for the region in the form of improved workforce skills, including vocational training for hospitality and other related careers. *See* RFA-2 Application, Section 3-08-01. Accordingly, rather than poaching skilled labor from Northampton’s businesses, as the City fears, MGM will create an expanded pool of well-trained workers. This

will be mutually beneficial to Northampton as the pool of trained and skilled employees in the areas where Northampton businesses' needs and MGM Springfield's needs overlap – i.e., hospitality, restaurant and retail – significantly expands in the region.

CONCLUSION

For all of the foregoing reasons, the Commission should deny the City's Petition for Designation as a Surrounding Community.

Respectfully submitted,
Blue Tarp reDevelopment, LLC

By Its Attorneys,



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jnosal@brownrudnick.com

CERTIFICATE OF SERVICE

I, Seth N. Stratton, hereby certify that on this 21st day of January, 2014, I caused the foregoing to be served by first class mail to the following counsel of record:

Jeffrey I. Fialky, Esq.
Spencer A. Stone, Esq.
Bacon Wilson, P.C.
33 State Street
Springfield, MA 01103

A handwritten signature in black ink, appearing to read "Seth N. Stratton", written in a cursive style.

Seth N. Stratton

EXHIBIT A

From: dm@ventryassociates.net
Sent: Tuesday, January 21, 2014 4:22 PM
To: Michael Mathis
Subject: Summary of Northampton Outreach

Mike-

Per your request, I'm writing to summarize our outreach efforts to date to the City of Northampton. As you know, we have sat down on a number of occasions with Northampton's political leaders and members of the business community. Those discussions have been generally positive.

We have met with Mayor Narkewicz on three occasions between May and December of 2013. In our first meeting we introduced our project to the Mayor and his economic and legal team. We also explained how we believe this project will be an economic development generator for the entire region. I should note that Mayor Narkewicz made it clear in this meeting that he was ardently opposed to casino gaming, but he engaged in a thoughtful and respectful conversation with our team. As part of that conversation, the City explained what it views as the special role that Northampton holds for tourism in Western Massachusetts.

In the last of our meetings with Mayor Narkewicz, the City informed us that, despite the distance between the MGM site and downtown Northampton, it would be seeking surrounding community status. They conceded that they would be doing so on the untested theory that any improvement in Springfield's tourism industry would hurt Northampton's perceived regional tourism dominance.

Putting aside the legal arguments, we explained that the City's position relied on a fundamentally flawed assumption that there is a fixed local demand for entertainment and restaurants for which the City and MGM would be fighting. We further explained our marketing plan and projections, which are based on bringing up to 50% of our customers (approximately four million customers annually) from outside of Western Massachusetts, many of whom would be potential new customers for Northampton.

We have also had several productive discussions with Eric Suher, owner of the Iron Horse Entertainment Group about cross-marketing, coordinated bookings and other opportunities to collaborate. With respect to cross-marketing we've talked about event calendar coordination. We have also discussed MGM's interest in promoting Eric's events and other Northampton events to our Mlife customers in order to achieve extended overnight stays for the region. Eric, on the other hand, has discussed giving us access to local entertainment talent to which his company has unique access, as well as sponsorship opportunities for MGM at his venues to raise awareness of the project to the Northampton market. Our conversations with Eric are ongoing, but we are all hopeful

that we can forge a mutually beneficial relationship through a cross-marketing agreement.

I hope this was helpful. Please let me know if you have any questions or if there is any other information you need.

-Dennis

Dennis Murphy
Managing Partner
Ventry Associates LLP
1 Walnut St.
Boston, MA 02108

EXHIBIT B



99 Hudson Street, 3rd Floor, New York, NY 10013-2815
T: 212-977-5597 | F: 212-977-6202 | www.hraadvisors.com

MEMORANDUM

To: Massachusetts Gaming Commission

From: HR&A Advisors, Inc.

Date: January 19, 2014

Re: HR&A Comments on Economic & Fiscal Impact Analysis of the Proposed MGM Casino on the City of Northampton, MA

On behalf of MGM Resorts International, HR&A Advisors, Inc. (HR&A) conducted a review of the *Economic & Fiscal Impact Analysis of the Proposed MGM Casino on the City of Northampton, MA* report dated December 2013 and submitted as part of the Appendix to the Petition of the City of Northampton for Designation as a Surrounding Community.

HR&A is an industry leader in economic development, real estate and public policy consulting. Headquartered in New York City, the firm has served a diversity of clients since 1976, and the firm's professionals play a critical role in many of the leading public-private and economic development projects throughout the country. HR&A has supported MGM's application for a license since November 2012.

The purpose of this memorandum is to review and comment on the methodology used by Camoin Associates in its study.

PROPOSED PROJECT

MGM is applying for a Category 1 gaming license in Massachusetts Gaming Region B, which would permit the company to develop a destination resort casino in the South End of Downtown Springfield. The project would induce a private investment of approximately \$800 million and include approximately 845,000 square feet of gaming, hotel, convention, food and beverage, retail, residential and entertainment uses.

ECONOMIC AND FISCAL IMPACTS ON THE CITY OF NORTHAMPTON, MA

The Camoin study asserts that the development of a resort casino in Springfield will cause a loss of \$4.4-\$8.8 million in economic spending from the City of Northampton's economy. This loss in economic activity is estimated to result in lost tax revenues of \$0.14-\$0.27 million. This analysis is based on an assumption that the region has a closed economy and the amount of consumer recreational spending available is fixed, suggesting that the opening of a new entertainment and retail project in Springfield is at the expense of entertainment and retail activities in Northampton.

RESPONSE TO STUDY CONCLUSIONS

In the following paragraphs, HR&A describes its concerns and flaws with and Camoin approach. It is based on findings from the economic and fiscal impact study we conducted on behalf of MGM as part of its response to the Commonwealth's RFA-II submitted in December 2013. The analysis considered impacts on Hampden County and the rest of Region B, which includes Hampshire, Franklin, and Berkshire Counties. Springfield is located in Hampden County and Northampton is located in Hampshire County.

#1 The Northampton study fails to consider the positive benefits that will accrue to the City from MGM's vendor spending and employee compensation.

MGM estimates operating vendor spending \$50 million annually in the region. Based on an analysis of likely vendor relationships, HR&A estimated that \$14 million of this direct spending would accrue to the rest of Region B outside of Hampden County. A portion of this will accrue to Northampton businesses through contracts, partnerships, etc. Further, HR&A estimated that the project would generate an additional \$14 million in employee compensation to employees residing in the rest of Region B outside of Hampden County. Given the area's population density, many of these are likely to be in Hampshire County.

In addition to the direct spending described above, HR&A's economic impact study found that spending from project operations¹ would have ripple effects in the rest of Region B outside Hampden County. **These include an additional \$14 million in multiplier spending,² 230 jobs, and \$6 million in wages.** Both the direct and indirect spending would support new tax revenues to local governments through shares of sales taxes and additional spinoff economic activity.

Furthermore, the Camoin study does not address the one-time positive economic impacts to the region during the construction phase..

#2 The Northampton study assumes that there will be no spillover effects from out of state visitors.

The Camoin study does not assume that Northampton would benefit from any out of state visitors attracted by the Casino. Based on MGM's market analysis, an estimated 4 million annual visitors will come to the casino from out of state. HR&A estimated that these visitors would spend at least \$50 million in Hampden County. While it is difficult to estimate the precise number that would also visit Hampshire County, given the City's historic downtown and regionally recognized mix of stores and restaurants, it is highly likely.

¹ Assumes average revenue scenario based on MGM's pro forma.

² Multiplier spending estimated using nationally recognized IMPLAN input-output model for counties in Region B. It includes indirect spending from business activity and induced spending from household compensation.

#3 The Northampton study assumes that consumers in the study area have a fixed amount of “recreational spending” and there will be no induced demand.

This assumption contradicts assumptions in the statewide market study conducted by the Spectrum Gaming Group in 2008 that informed the rationale for much of the structure of the casino legislation. SGG states that “the introduction of new goods to the menu of available options for consumers may lead consumers to increase their overall expenditures. This effect would tend to lessen the amount of expenditures lost to competing industries.” (SGG 2008, p, 141)

HR&A estimated that the Project would generate a total of nearly **\$60 million in new spending in Hampshire, Franklin and Berkshire counties from a range of sources**, including recaptured gaming revenues, recaptured food and beverage revenues, vendor spending, employee compensation, and spinoff activity. **HR&A believes this figure is conservative and is in addition to the \$740 million in new spending in Hamden County.**

The significance of the recaptured gaming revenues is that they represent spending by regional residents that currently takes place outside of the Commonwealth. Thus, communities in the Commonwealth are missing out on both the direct impacts and multiplier impacts of this spending. A 2010 SGG study estimated that 46.7% of the spending at Massachusetts casinos will be Massachusetts’ resident spending that is being recaptured from casinos in nearby states. (SGG 2010, p, 67) While this spending will have direct impacts on MGM Springfield, regional communities, including Northampton, will benefit from the spinoff activity in vendor spending, employee compensation, etc.

A literature review of studies of the impact of casinos on local spending and induced demand for gaming by local residents found that the development of new casinos can replace other entertainment spending in the region. However, as indicated in the Spectrum study, a portion of this spending will be shifted from other spending, not just recreation. These studies found that the extent to which local gaming revenues results from substitution varies by geography.

To take into account substitution spending, HR&A subtracted 30-75% of regional gaming spend from the total new regional spending. **The result is still a net positive of \$40-\$48 million in new spending in Franklin, Hampden, and Hampshire counties on top of \$666-\$711 million in new spending in Hampden County.**

#4 The Northampton study assumes that the 12 shows per year in Springfield would cannibalize from its own local music industry.

As part of its agreement with the City of Springfield, MGM is programming 12 shows per years in the 2,611 seat Symphony Hall, the 8,000 seat Mass Mutual Center and the more intimate City Stage. Current entertainment at these venues includes a mix of minor league sports teams, country music artists, off-Broadway shows, and orchestral music performances. In contrast, the City of Northampton has a regionally renowned music scene, attracting acts ranging from jazz and folk performers to rock and children’s music at venues including the Iron Horse Music Hall, Pearl Street Nightclub, and the Northampton Center for the Arts. Given the magnitude of the scene with hundreds of shows and thousands visitors per year, it seems unlikely that an additional 12 shows in Springfield would produce negative impacts. It should also be noted that a portion of these 12 shows may represent acts that would have previously taken place at venues at the Connecticut

casinos. Notably, MGM excluded a concert venue within its project footprint in favor of enhancing the City of Springfield's existing and underutilized resources.

CONCLUSION

The economic and fiscal impact study of the MGM's proposed project on the City of Northampton is flawed in its narrow focus on select economic issues, while ignoring other sources of benefits that will accrue to the City of Northampton such as jobs for residents and spending at local businesses, and its "zero sum game" assumption that asserts that new economic activity in entertainment, recreation, and retail sectors in Downtown Springfield will subtract from activity in Downtown Northampton. Further, the study ignores the positive regional ripple effects of the Massachusetts' resident spending that will be recaptured from casinos in nearby states and the new out-of-state visitation that MGM Springfield will attract. HR&A's study of the economic and fiscal impact of the project on the region demonstrates a range of net positive benefits that will accrue to the regional economy, including in the City of Northampton.

Sources

Appendix to the Petition of the City of Northampton for Designation as a Surrounding Community

Spectrum Gaming Group. Comprehensive Analysis: Projecting and Preparing for Potential Impact of Expanded Gaming on Commonwealth of Massachusetts (2008)

Spectrum Gaming Group. Market Analysis, Gross Gaming Revenue Projections: An Update (2010)

HR&A Advisors, Inc. Regional Economic and Fiscal Impacts of Proposed MGM Springfield on Gaming Region B and the Commonwealth of Massachusetts

EXHIBIT C



January 20, 2014

VIA 1st CLASS MAIL

Janet Warren, President
Greater Northampton Chamber of Commerce
99 Pleasant Street
Northampton, MA 01060

**Re: Greater Northampton Chamber of Commerce
Letter of Support for MGM Springfield**

Dear Janet,

On behalf of MGM Resorts International, I hope to have the opportunity to commence a dialogue with the Greater Northampton Chamber of Commerce (the "Chamber") regarding a mutually beneficial collaboration with MGM and the diverse businesses that make up your Chamber. I regret that we have not yet had the opportunity to meet, but look forward to meeting with you soon so that you may assist us in understanding how we can best collaborate with your membership in relation to our exciting planned development in Springfield (the "Project").

About MGM Resorts. MGM Resorts International (NYSE: MGM) is one of the world's leading global hospitality companies, operating a peerless portfolio of destination resort brands, including Bellagio, MGM Grand, Mandalay Bay and The Mirage. The Company has significant holdings in gaming, hospitality and entertainment, owns and operates 15 properties located in Nevada, Mississippi and Michigan, and has 50% investments in three other properties in Nevada and Illinois.

About MGM Springfield. MGM Springfield, an \$800 million, 1 million square foot, 250 room destination casino resort complex in the heart of downtown Springfield, Massachusetts is the largest planned private development in the city's history.

The Project will employ 2,000 construction workers, and 3,000 permanent employees, 90% of whom are expected to come from the region. In addition, MGM Springfield has committed to spending approximately \$50 million annually with local vendors and suppliers.

About MGM Resorts Procurement. Our company procures hundreds of millions of dollars of biddable goods and services annually across our 19 properties worldwide. Consistent with our corporate mission, we seek to strategically source those needs from the companies that help to support the communities in which we operate, from companies that support and demonstrate a diverse workforce and customer base, and those that demonstrate a corporate philosophy of sustainability and reinvestment into the community.

Diversity. MGM Resorts is committed to providing opportunities for diverse owned businesses to participate in the commerce of our industry. If a company is 51% or more owned by a diverse person(s), a company will be required to provide a copy of its certification from an agency authorized to provide such documentation along with its bid. If a company is not diverse owned, MGM Resorts will accord a higher value to its proposal in the bid evaluation process if its proposal demonstrates bona fide participation in the provision of goods and/or services by a certified diverse business. A copy of the respective certification must accompany the bid. Use of a diverse owned business simply as a "pass-through" entity which lacks any substantive involvement in the performance of the engagement is not acceptable to MGM Resorts. Diverse owned businesses recognized by MGM Resorts include ethnic minorities, women, disadvantaged,

veterans/service-disabled veterans, persons with disabilities and lesbian, gay, bisexual and transgender persons.

Environmental Sustainable/Green Initiatives. MGM Resorts is committed to integrating positive environmental change throughout its operation while providing a superior guest experience. As part of this commitment MGM seeks to reduce its overall environmental impact through comprehensive examination of materials, logistics, and environmental performance of all the produce and services it procures. MGM believes that a focus on these attributes will drive innovation that will better serve our suppliers as well as our guests. Potential suppliers are often asked to provide details of their sustainability initiatives to MGM.

Local Vendor and Supplier Outreach. We view your Chamber as an important partner in assisting MGM Springfield achieve that goal and ensure the economic benefits to this project are realized by western Massachusetts businesses. Accordingly, MGM Springfield is committed to the following:

- 1. Quarterly Vendor and Supplier Workshops.** MGM Springfield will host quarterly supplier and vendor workshops on a rotating basis throughout western Massachusetts, at which we will seek to enroll new potential vendors, explain MGM Springfield's corporate requirements, and provide updates on the evolving Massachusetts Gaming Commission regulations relating to licensing of vendors. We intend to hold these workshops on an ongoing basis until six months prior to the planned opening of our facility in late 2016.

One of these quarterly workshops will be held in conjunction with our sponsorship and exhibit at the Western Massachusetts Business Expo annually in the fall. We would be happy to jointly sponsor one of the other rotating workshops in your region.

- 2. Early agreements/commitments with leading vendors and suppliers.** We would like to identify and meet with leading vendors and suppliers from your membership ranks. While MGM Springfield cannot make contractual commitments at this point in our development and planning process, we hope and intend to identify qualified suppliers and vendors that your association can recommend with whom we can enter into preliminary contractual terms.
- 3. Using the Chamber as a clearinghouse for bids during the operations phase.** We believe business associations and chambers such as the Chamber are critical for the type of capacity building and maturation of the business community that will be necessary to service our development and to take advantage of the opportunities a project of our scale presents.

To that end, we believe that the Chamber can serve as a clearinghouse for bid packages on goods and services that we want to procure in your region. For appropriate bid packages, your organization can help vet members, individually or collectively, that can provide a competitive response to our packages. In turn, our company can work with you to develop procedures whereby the Chamber would be placed on preferred bidder lists, along with other potential bidders we develop, to ensure a fair opportunity for these bids.

Thank you for your consideration and we look forward to working with you and your members as true partners in the development and operation of this project of regional significance.

Sincerely,



Michael Mathis
Vice President of Global Development

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS GAMING COMMISSION

In the Matter of:

BLUE TARP REDEVELOPMENT, LLC

**BLUE TARP REDEVELOPMENT, LLC'S OPPOSITION TO THE TOWN OF
LONGMEADOW'S PETITION FOR DESIGNATION AS A SURROUNDING
COMMUNITY**

Blue Tarp reDevelopment, LLC ("MGM Springfield") hereby opposes the Petition of the Town of Longmeadow (the "Town" or "Longmeadow") for Designation as a Surrounding Community (the "Petition") because the Petition fails to meet the statutory and regulatory requirements set forth in G.L. c. 23K (the "Gaming Act") and 205 CMR 125.00, et seq. (the "Surrounding Community Regulation").

INTRODUCTION

MGM Springfield's planned destination resort casino in the City of Springfield (the "Project") will not significantly and adversely impact Longmeadow, either during development or operations, in the areas of traffic, noise, the environment, public safety, water infrastructure, housing or social services. Ironically, according to the Town, it seeks surrounding community designation to allow it to address "understandable, predictable, knowable issues now." Pet., at 2. Yet the Town, in its Petition, fails to substantiate significant adverse impacts attributable to the Project in a way that could make them understandable, predictable or knowable. All of its arguments are consistently speculative and lack empirical data showing a causal link between feared impacts and the Project.

MGM Springfield has worked in good faith with representatives of the Town for months to establish a productive dialogue in the hopes of reaching a consensual agreement that would

obviate the need for a contested determination of surrounding community status and a potential arbitration. This is not because Longmeadow would be independently entitled to such status, but because it makes sense politically and economically to do so. MGM Springfield has been successful in arriving at agreements with five other communities abutting Springfield and has cooperated with the City of West Springfield in a consensual surrounding community designation.¹ It appears, however, that Longmeadow believes it should be treated differently than its peer communities, and rather than receive funding for any actual impacts caused by the Project, instead receive millions of dollars to address the Town's *existing* traffic challenges stemming from its historic resistance to widening roads and increasing road capacity. Longmeadow's approach has been the fundamental obstacle in reaching a resolution with MGM Springfield, as MGM Springfield is not and should not be required to fund municipal improvements of existing problems under the guise of surrounding community mitigation.

Having been unwilling to enter into a consensual agreement with MGM Springfield that incorporated the approach adopted by MGM Springfield and five other adjacent communities, the Town filed the instant Petition for surrounding community designation on the basis that, among other things, it is proximate to the Project and will allegedly experience significant and adverse impact to traffic infrastructure. While Longmeadow is generally proximate to the Project site, that proximity does not automatically give rise to surrounding community designation. The Town goes to great lengths in its Petition to make it appear that MGM Springfield underestimated traffic impacts to the Town and that the traffic increases will be

¹ To be clear, despite Longmeadow's arguments to the contrary, the fact that MGM Springfield voluntarily entered into surrounding community agreements with other similarly situated communities, including communities that would likely have even weaker arguments than Longmeadow that they would be independently entitled to surrounding community designation under the Gaming Act and the Surrounding Community Regulation, has no bearing on Longmeadow's instant Petition. To penalize MGM Springfield for successfully pursuing consensual agreements with several communities would run contrary to the intent and spirit of the Gaming Act and the Commission's mandates.

dramatic. Putting aside the Town's reliance on an arbitrary and unfounded twenty percent increase in MGM's Springfield's traffic projections (a number essentially pulled out of thin air), *even assuming the projections Longmeadow relies on are correct* (which MGM Springfield disputes), there will be *no change in level of service* at the crucial intersections in the Town and the peak hour additional derive time delay *will be less than two (2) seconds*. This impact is negligible and insignificant. The rest of the purported impacts the Town alleges are empirically and logically unfounded.

Having failed to meet its burden of showing actual significant and adverse impacts for all of the reasons set forth below, Longmeadow's Petition should be rejected.

FACTUAL BACKGROUND

A. Community Profile.

Longmeadow is an affluent and idyllic residential suburban community located directly south of Springfield along the banks of the Connecticut River, bordering the State of Connecticut along the town's southern edge. In 2010, the United States Census Bureau (the "Census") determined Longmeadow's population to be 15,784, with 93.9% holding a High School degree or higher and 62.1% holding a Bachelors degree or higher.² Longmeadow's housing stock is approximately 5,984 units. Approximately 90% of non-vacant units are owner occupied with a median home value of \$392,431. Longmeadow has the highest home values in the region and is the most affluent town in the Greater Springfield region.

Longmeadow's municipal budget was approximately \$58.1 million with roughly \$4.5 million allocated to public safety, including police and fire/EMS. In 2013, the Town will levy \$43.9 million in property taxes. As of November 2013, Longmeadow had a labor force of 7,612

² See: <http://quickfacts.census.gov/qfd/states/25/2536335.html>.

individuals with an unemployment rate of 5.5%, which is below the Commonwealth's rate of 6.6%.³ The Town's median income between 2008 and 2012 was \$99,089.⁴

Traffic flow has long been an issue with which Longmeadow has struggled. According to a 2004 Long Range Plan prepared by Vanasse Hangen Brustlin, Inc. (VHB) in conjunction with the Pioneer Valley Planning Commission (PVPC): "The Route 5 Corridor from Forest Glen Road to Williams Street experiences delay and severe congestion in the morning and evening peak travel hours, resulting from heavy volumes of traffic traveling through this location."⁵ That 10 year old report further stated: "Longmeadow Street is frequently at a stand still during the morning and afternoon rush hours. This situation has been acerbated by the installation of traffic signals at the exit to Forest Park."⁶ *See also* "Development and the 'Pie'" (Longmeadow News 4/10/08, available at <http://alex-grant.squarespace.com/economic-development/>) ("And what about traffic? The road system in Longmeadow contains a number of choke points, such as the intersection of Route 5 and Forest Glen Road, a veritable abomination at rush hour.").

B. Previous Outreach

MGM Springfield first commenced a dialogue with the Town in early August 2013. Over the subsequent several months, through December 2013, MGM Representatives held several meetings in person and by teleconference with Town representatives. The goal of those meetings from MGM Springfield's standpoint was to educate the Town's representatives about the Project and to listen to and address the questions and concerns raised by Town leaders. At least one such meeting was attended by a representative from each Town department – i.e.,

³See: http://lmi2.detma.org/lmi/town_comparison.asp.

⁴See: <http://quickfacts.census.gov/qfd/states/25/2536335.html>.

⁵ Longmeadow Faces the Future: The Longmeadow Long Range Plan, April 2004 (available at http://www.vhb.com/masterplans/longmeadow_master_plan.pdf), at ES-10.

⁶ *Id.*, at TSCL-9.

Police, Fire, DPW, Health, and Engineering. The initial meetings created a productive dialogue and resulted in MGM Springfield offering to fund abutting communities' participation in a regional traffic study coordinated by PVPC and performed by Greenman-Pedersen, Inc. ("GPI"). As the PVPC process progressed, and MGM Springfield continued its dialogue with abutting communities, it determined that being able to identify, understand and assess the future cost of all knowable and predictable potential impacts on abutting communities in a very compressed time frame presented a significant challenge for all parties. Thus, MGM Springfield conceived of and introduced what has come to be referred to as the "look back" approach.

According to MGM Springfield's look back approach, it was willing to enter into surrounding community agreements with abutting communities irrespective of whether such community would otherwise be able to satisfy its burden of establishing entitlement to surrounding community designation under the Gaming Act and the Surrounding Community Regulation. Such communities would (i) receive upfront payments, at least in part for reimbursement of legal and consulting fees incurred to that point; (ii) receive annual minimum payments going forward and (iii) would participate in a baseline study and two subsequent studies conducted by an independent third party mutually agreed to but funded by MGM Springfield to determine baseline conditions in the community and then determine any impacts based on empirical data, which would ultimately lead to additional mitigation payments if there were determined to be impacts not covered by the annual minimum payments.

Once MGM Springfield introduced its look back approach to its negotiations with the Town, it became increasingly apparent to MGM Springfield that Longmeadow conceptually disagreed with the look back approach, sought funding to address *existing* issues in the Town and intended to take an adversarial posture in its negotiations. Nonetheless, and despite a Town

Meeting at which the Town's residents at the initiative of an anti-casino group led in part by one of the sitting members of the Town's Select Board took a formal vote opposing the Project, MGM Springfield continued its dialogue with the Town. Despite continued vocal opposition by certain members of the Town's Select Board and public statements highly critical of MGM Springfield (*see, e.g., **Exhibit A***), MGM Springfield continued to work in good faith to negotiate an acceptable agreement with the Town and made two formal offers of surrounding community agreements in line with those negotiated with and accepted by all of Longmeadow's peer communities. The Town, however, was unwilling to accept such agreement and instead sought a fundamentally different agreement with annual payments nearly eight (8) times that of neighboring communities despite never having substantiated any of what MGM Springfield viewed, and continues to view, to be unfounded concerns of dramatic negative impacts to the Town. The above chronology is reflected in certain correspondence attached to the Town's Petition as Exhibits 4 through 8 and certain correspondence the Town omitted from its Petition, copies of which are attached hereto as **Exhibit B**.

Accordingly, the parties were unable to reach a mutually acceptable resolution and Longmeadow moved forward as the *only* community adjacent to Springfield to be unable to work collaboratively with MGM Springfield and instead petition the Commission for surrounding community designation.

STANDARD OF REVIEW

The Gaming Act includes provisions to mitigate significant and adverse impacts to nearby communities resulting from a casino development. Surrounding communities are defined in the Act 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.” G.L. c. 23K, § 2. A prerequisite to receiving a gaming license under the Gaming Act is that the applicant enter into an agreement with each surrounding community that includes an impact fee and “stipulations of responsibilities between each surrounding community and the applicant, including stipulations of *known impacts* from the development and operation of a gaming establishment.” G.L. c. 23K, § 15(9) (emphasis added).

Where communities believe they will be significantly and adversely impacted by a casino development, they may seek designation as a “surrounding community” pursuant to the provisions of the Surrounding Community Regulation, which along with the governing sections of the Gaming Act, sets forth the process for determining surrounding community status. Where the parties do not voluntarily agree to a surrounding community designation, a community desiring such status may petition to the Commission for such designation. *See* 205 CMR 125.01(2). “In making that determination, the commission shall consider the detailed plan of construction submitted by the applicant, information received from the public and factors which shall include, but not be limited to, population, infrastructure and distance from the gaming establishment and political boundaries.” G.L. c. 23K, § 17(a). Accordingly, the Commission considers the following factors: (i) the community’s proximity to the gaming establishment; (ii) whether the transportation infrastructure in the community will be significantly and adversely impacted; (iii) whether the community will be significantly and adversely impacted by the development of the gaming establishment; (iv) whether the community will be significantly and adversely impacted by the operation of the gaming establishment; and (v) whether the community will be significantly and adversely impacted by any other relevant potential impacts.

See 205 CMR 125.01(2).⁷ Additionally, some factors carry heavier weight than others, and satisfaction of one factor does not necessarily mean that a community shall be entitled to surrounding community designation. *See* June 26, 2012 Hearing Tr. at p. 57 (Zuniga) (“[I]t is not necessarily geography, although that is a big factor, not necessarily just an abutter. It has to do with other factors like traffic and whatnot.”). The Commission may also consider any positive impacts on a community that may result from the development and operation of a gaming establishment. *See* 205 CMR 125.01(3).

Here, the factors the Town relies upon as the basis for surrounding community status are (i) significant and adverse impact to its traffic infrastructure; (ii) proximity; (ii) operational impact; and (iv) other impact. With respect to traffic infrastructure impact, there are several considerations the Commission may consider under the operative regulation:

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)(b)(2).

Under the “proximity” factor, the Commission is to consider “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)(b)(1). The Commission has, however, made clear that, while proximity is a necessary

⁷ Importantly, these factors apply only to a determination of surrounding community status by the Commission under 205 CMR 125.01(1)(c) and not to voluntary designations of a community as a surrounding community pursuant to 205 CMR 125.01(1)(a) or 205 CMR 125.01(1)(b). Thus, a voluntary designation under said sections should not be construed as an acknowledgment nor an admission of proximity or any significant and adverse impact with respect to those communities voluntarily designated.

prerequisite under the Gaming Act, it is not independently determinative and should be advisory to consideration of direct impacts. *See* Nov. 21, 2013 Hearing Tr., at pp. 15-16 (Crosby) (“The mere fact of being close, is not in and of itself [determinative]. What the Legislature and [the Commission] are concerned about is impacts, independent. And proximity can be sort of advisory to impacts but it is impacts not proximity which are really determinative here.”).

Finally, *the burden is on Longmeadow* to satisfy the Commission that it is entitled to surrounding community status. *See* Dec. 12, 2012 Hearing Tr., at 70-71 (Pollack) (“[S]ome of the things we thought about to be considered would be that the burden as to what is a surrounding community, what is not a surrounding community should be on the community itself, [communities] should have the burden of demonstrating it [that they satisfy enough factors to be a ‘Surrounding Community’].... So, the burden should be on the community to demonstrate that it needs to have this agreement in place in order to deal with the impacts.”).

ARGUMENT

A. Longmeadow Has Not and Cannot Demonstrate a Significant and Adverse Impact to Its Transportation Infrastructure.

As noted above, pursuant to the Surrounding Community Regulation there are several factors the Commission is to consider under the traffic infrastructure prong of analysis. These include: (i) ready access between the community and the gaming establishment; (ii) projected changes in level of service at identified intersections; (iii) increased volume of trips on local streets; (iv) anticipated degradation of infrastructure from additional trips to and from a gaming establishment; (v) adverse impacts on transit ridership and station parking impacts; (vi) significant projected vehicle trip generation weekdays and weekends for a 24 hour period; and (vii) peak vehicle trips generated on state and federal roadways within the community. As will be explained further below, when the Commission considers these factors to determine whether

any projected adverse impact to Longmeadow is *significant*, it becomes clear that there may be some negligible impact, but that such impact is far from *significant* as that term has been contemplated and interpreted to apply here.

Dispensing with a few of these factors, the Town has not alleged, nor can it substantiate, infrastructure degradation, adverse impacts on transit ridership or station parking, and significant projected vehicle trip generation weekdays and weekends for a 24 hour period. Concededly, there is ready access between the community and the gaming establishment. Thus, the only contested factors for the Commission’s consideration of significance are (1) projected changes in level of service (LOS) at identified intersections; (2) increased volume of trips on local streets and (3) peak vehicle trips generated on state and federal roadways within the community. As will be explained below and in the accompanying letter of TEC, Inc. (1) it is uncontested that there will be *no change in LOS* at any intersection; (2) there will be *negligible trip volume increase* on local streets; and (3) peak vehicle trips generated on Interstate 91 *will not significantly impact the Town*. Accordingly, when reasonably and logically applied, the traffic infrastructure factor militates against surrounding community designation.

1. GPI’s Across the Board Increase in MGM Springfield’s Trip Generation Rates Is Arbitrary, Factually Unsupported and Contrary to the Gaming Act .

At the heart of the Town’s Petition is the analysis performed by GPI (the “GPI Analysis”) which recommended an across-the-board and shot-in-the-dark twenty percent (20%) upward adjustment in TEC’s trip generation rates for MGM Springfield, which does not even purport to be precise or founded on any quantitative data or analysis. Rather, it was founded upon two qualitative factors highlighted by the Town in its Petition. GPI concluded: “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.” Pet. Br, at 8. GPI also opined: “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.* Neither GPI nor the Town offer any empirical or other basis for the 20% trip generation increase. Together GPI’s qualitative “prism of conservatism” and “revitalization catalyst” considerations fail to provide what the Town concedes to be the required “understandable, predictable, knowable” basis for the alleged impact. Pet. Br., at 2.

The “prism of conservatism” to address “larger transformative potential” is, frankly, difficult to understand. It is certainly not the objective non-speculative information on which the Commission seeks to rely. *See* Dec. 12, 2012 Hearing Tr., at p. 59-60. (Ziembra) (“I think the bottom line of the whole analysis is that what the Commission should take a look at is the true impacts or the objective impacts to the extent that they can be ascertained and projected.”).

The “revitalization catalyst” basis for the 20% increase fails to comport with the Gaming Act and the Commission’s mandate that traffic resulting from general economic development shall not be deemed a negative impact requiring mitigation. *See* Nov. 21, 2013 Hearing Tr., at 82-83 (McHugh) (“I just note that the concern about problems arising from the fact that there are 12 restaurants, I think was the number 12 restaurants or the business establishments that might be attended by people who were going to or from a gaming establishment is another example of something the legislation was designed to encourage. So, it’s a positive benefit. And one that we strongly encourage as well through the urging that cross-marketing and the like be undertaken. So, that really falls not in the negative category but in the positive.”).

Accordingly, the Commission would be well within its discretion to disregard GPI’s 20% upward adjustment in trip generation rates for MGM Springfield.

2. Even with GPI's Arbitrary Inflation of MGM Springfield Trip Generation Rates, Traffic Impact Is Insignificant.

MGM's traffic consultant, TEC, Inc. ("TEC"), has analyzed the concerns set forth in Longmeadow's Petition and provided the detailed response set forth in **Exhibit C** hereto (the "TEC Analysis"). As set forth in the TEC Analysis:

- (i) GPI's peer review letter relied upon by the Town failed to provide any quantitative data or evidence whatsoever to support its recommended twenty percent (20%) upward adjustment in TEC's trip generation rates for MGM Springfield, which rates had been endorsed by MassDOT staff following extensive review between August and October 2013.
- (ii) GPI's revised trip distribution calculations for traffic through Longmeadow generally concurred with TEC's estimate to within 0.5 percent (3.0 percent by TEC versus 3.5 percent by GPI) which translates to a negligible 7 vehicle trips (roughly 4 entering and 3 exiting) on roadways in Longmeadow.
- (iii) Even assuming GPI's twenty percent increase in trip generation was accurate, this translates to only 53 MGM-related peak hour trips (roughly 27 entering and 26 exiting) within the Town – *less than one additional vehicle per minute, less than a two second increase in peak hour delays and less than a 1.7 percent (1.7%) increase in traffic volumes on Longmeadow Street (Route 5).*
- (iv) Again, even assuming GPI's inflated projections are accurate, it does not constitute a significant impact: (a) the level of traffic increase is less than the seasonal variation in traffic on Route 5; (b) the Town will be considerably less impacted than several neighboring communities experiencing considerably higher cut-through trip; (c) the intersection of Longmeadow Street (Route 5) / Forest Glen Road / Western Drive will nonetheless operate at conditions similar to those experienced in the No-Build condition.
- (v) Recent travel time data collected by TEC on the evening of Friday, January 17, 2014 demonstrates that northbound travel on I-91 is a more efficient route to the MGM site when compared to travel along Route 5 in Longmeadow, even during seasonally congested periods.

See **Ex. C**, TEC Analysis. Moreover, as TEC explains, PB has suggested traffic infrastructure improvements that are (i) unsubstantiated by any data, calculations or analysis connecting the need for such improvements to any traffic impact *caused by MGM Springfield*; (ii) excessive in comparison to the mitigation measures recommended by GPI in its peer review letter; and (iii)

lack substantiation for the cost estimates, including what, if any, portion of such costs is attributable to *MGM-related* traffic impacts.

TEC ultimately concludes as follows:

The responses documented in this letter are data-driven and quantitatively show that the MGM Springfield project will have an *insignificant* traffic impact within the Town. The TEC analysis, even while considering the higher rates proposed by GPI, shows that *there will be no change in LOS the gateway intersections within the Town and the average increase in intersection delay along Route 5 is approximately one (1) second per vehicle*, which will be unnoticeable to the area motorists. If a similar level of traffic was being introduced for any other type of development project in the South End of Springfield or along Route 5 in Longmeadow, this level of impact would not normally require physical mitigation. The current highway-related congestion at the I-91 lane drop is being studied by MassDOT and is expected to be addressed as part of a future regional-scale, publically-funded improvement project. Based on the tertiary impacts identified within the Town, TEC concludes that the Town will not experience any significant and adverse impact to its transportation infrastructure.

See id., at 14.

3. *Contrary to Longmeadow's Position, Interstate 91 Is Not a Town Road.*

In its Petition, the Town employs slight of hand. It argues that “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...*” and that “GPI’s analysis of the Friday Evening Peak Hour shoes that there are more vehicles passing to the MGM Springfield Site through Longmeadow than through any other community...” Pet, at 8. The Town does this by claiming that the 19.5% of traffic along I-91 and the 3.5% along Longmeadow Street as its own. *See id.* While it is technically true that I-91, a state-owned interstate highway, geographically transects the western edge of Longmeadow, to suggest that 23% of MGM Springfield’s traffic is passing through Longmeadow is disingenuous. As TEC explains:

I-91 is owned, operated, and maintained by the Massachusetts Department of Transportation (MassDOT), and the Town has no jurisdiction or responsibility over the state’s highway infrastructure. MassDOT has exclusive authority over

the operational use of, and any suggested changes to, the I-91 facility, which carries approximately 71,000 vehicles per weekday. As such, increases in traffic volumes on state owned roadway infrastructure should not be deemed increases in traffic volumes in the Town. Therefore, the only MGM Springfield related trips that will impact the Town of Longmeadow are the trips noted along Longmeadow Street (Route 5). The MGM Springfield related trips on Longmeadow Street (Route 5) will account for 3 to 3.5 percent of the total MGM Springfield trips, and represents a very small percentage of project-generated trips.

Ex. C, at 3.

4. MGM Springfield Should Not Be Held Accountable for Longmeadow's Preexisting and Unaddressed Traffic Problems.

As noted above, and as conceded by the Town (*see* Pet., at 5), the Longmeadow Street and Laurel Street corridors well known regional congestion bottlenecks. Road widening has historically been proposed as a solution, but the Town has understandably been reluctant in the interest of preserving the Town's historic character. But this is not a problem of MGM's making and if the Town is *already* being impacted in this respect, that very same *preexisting* impact should not be grounds for finding the Town to be significantly and adversely impacted by the Project.

Accordingly, Hampden cannot meet its burden of showing a significant and adverse impact to the Town's transportation infrastructure sufficient to designate it a surrounding community.

B. Longmeadow Has Not and Cannot Show Significant and Adverse Development, Operational or Other Impacts.

1. Alleged Public Safety Impacts to the Town Are Speculative, at Best.

Longmeadow's assertion that the Town will experience significant and adverse public safety impacts as a result of the Project fails on a number of fronts: (i) historical traffic data during peak congestion periods on I-91 directly contradict Longmeadow's accident rate projections; (ii) the significant public safety funding MGM Springfield will provide to the City

of Springfield through the Host Community Agreement (HCA) is likely to reduce demand on the Longmeadow Fire Department's (LFD) minimal mutual aid obligations to Springfield; and (iii) given the resource investment, security measures, and economic development associated with the Project, any concerns that Longmeadow's crime rates or crime levels will increase is unfounded.

i. The Town's Accident Rate Projections Are Unfounded.

Longmeadow's primary argument is that increased traffic from MGM Springfield will cause approximately three (3) additional accidents each year on I-91 and approximately three (3) additional accidents each year on Longmeadow Street (Route 5) which will place a financial strain on LFD and the Longmeadow Police Department (LPD). *See Pet.*, at 15. The Town explains that LFD is responsible for incidents on both roadways and that it costs LFD approximately \$1,620 per response (amounting to \$9,720 annually) . *Id.* The Town further explains that LPD is responsible for incidents on Route 5, and that it costs LPD \$150 per response (or \$450 in projected increased annual costs) and \$5,000 to call in an additional police shift in the event I-91 is closed down and traffic is diverted onto Route 5. *Id.*

This is conjecture. The Town relies on the accident projections of its consultant, Municipal Resources, Inc. (MRI). Without citing the data or methodology by which it arrived at its projections, MRI simply concludes:

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.

Id., Ex. 36, at 2 (emphasis added). Longmeadow also fails to provide any data to suggest that MGM will directly cause a shutdown of I-91. Instead, the town references anecdotal news accounts of previous incidents on the highway. *See Pet.*, at 16.

Moreover, Town's accident projections are directly contradicted by historical crash data compiled during the road system's peak congestion period—the 17 days of the Eastern States Exposition's Big E fair. This data, compiled by PVPC at the request of the City of Springfield (attached hereto as **Exhibit D**) found no direct correlation between increased traffic during the Big E fair and any corresponding increase in crash trends. For instance, PVCP found that the 2007 average daily crash rate on I-91 was .5 crashes per day, which rate actually *dropped* to .29 crashes per day during the Big E fair. MGM's visitation projections are substantially lower than those for the Big E fair. In 2013, the Big E's average weekday visitation (Monday-Thursday) equaled 65,400 and average weekend visitation (Friday-Sunday) equaled 106,500. *See* 2013 Big E attendance figures attached hereto as **Exhibit E**. By comparison, MGM's average projected weekday visitation is only 19,000, or sixty-nine percent (69%) lower than the Big E's and MGM's average projected weekend visitation is only 26,700, or seventy-five percent (75%) lower than the Big E's. *See* MGM Springfield Visitation Analysis attached hereto as **Exhibit F**.

ii. The Town's Claim of Increased Mutual Aid Costs Is Unfounded.

The Town asserts that LFD's mutual aid obligations cost LFD approximately \$1,520 per call and that the Town responded to seven (7) mutual aid calls in 2013. *See* Pet., at 15. Notably, however, the Town does *not* specify the community to which it responded. Indeed, information provided to MGM Springfield indicates that LFD only responded to one (1) mutual aid call to Springfield in 2013. Furthermore, the Town does not and cannot substantiate the claim that the Project would result in more mutual aid calls. And the Town fails to acknowledge that the significant increase in public safety funding that MGM will provide to Springfield under the HCA is likely to reduce demand on Longmeadow's mutual aid obligations.⁸

⁸ Under the terms of the Host Community Agreement with the City of Springfield (the "HCA"), MGM Springfield will pay the City an upfront one-time payment of \$1 million for the purchase of two new

iii. Crime Rates in Longmeadow Are Unlikely to Increase as a Result of the Project.

Longmeadow asserts that impacts related to the Project will require it to place an additional police officer on duty from Friday evening through Monday morning, and purchase an additional police cruiser to accommodate that officer. *See Pet.*, at 16.⁹ Again without providing any data to substantiate its claims, the Town speculatively asserts “these expenditures are justified based on the proximity and predicted impacts from MGM Springfield, as well as the current staffing of the police department.” *Id.*, at 16. Longmeadow makes a similarly unsubstantiated assertion relative to cases of driving under the influence (“DUI”): “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.” *Id.* Absent specific data demonstrating a causal link between the Project and these projections, Longmeadow cannot possibly demonstrate a significant and adverse impact on public safety as a result of the MGM project.

Moreover, studies indicate that the Project will not result in an increase in crime rates. A review of crime literature by the UNLV International Gaming Institute (the “UNLV Study”) found that a proposed resort casino will have an insignificant effect on the crime rates overall, when adjusted for the number of people drawn to the area. *See RFA-2, Attachment 3-01-01*

chase vehicles, one new engine and a temporary fire inspector during the construction period. This funding is included in MGM’s \$2.5 million Upfront Direct Community Payment to the City. In addition, MGM is providing an annual payment of approximately \$450,000 to support equipment, training, and salaries for six new fire fighters. This is included in MGM’s \$2.5 million Annual Direct Community Payment to the City. *Id.* In addition to this direct funding stream, MGM will also make annual Chapter 121A payments to the City of at least \$17,600,000. Although not specifically dedicated to public safety, City leaders have the discretion to use this unrestricted funding for any purpose, including public safety.

⁹ The Town estimates the cost of the additional officer would be \$211,575 annually and the cost of the cruiser would be a one time payment of \$35,000. *See Pet.*, at 16. The Town further estimates that it will cost the LPD approximately \$4,500 to respond to each OUI incident. *Id.*

attached hereto as **Exhibit G**. The UNLV Study supports a view that while a proposed casino-resort would increase the total volume of crimes in the immediate area based on the overall increase in projected visitation, the probability of any nearby residents being victimized will remain unchanged. *Id.* The study concludes that given the resource investment and economic development associated with a resort casino, there is no indication that an adjacent community's crime rates or crime levels will be affected. *Id.*

Longmeadow also ignores the significant increase in funding MGM Springfield will provide to the Springfield Police Department through the HCA and the effect this funding will have on mitigating any potential public safety impacts.¹⁰ As with the Fire Department, MGM's commitment to enhancing the resources and capacity of the Springfield Police Department will ensure that adjacent communities, such as Longmeadow, do not experience significant and adverse public safety impact as a result of the Project.

The impact of this funding is even more significant given the location of Project and the additional security resources MGM will bring to bear at that location. The Project site is located in Sector E1, which includes Springfield's Downtown core along the Connecticut River. *See* RFA-2, Attachment 3-01-01, HR&A Study, **Ex. G**. Sector E1 is one of the busiest in Springfield and currently the source of 10% of the Springfield's calls for service and 20% of its Police Department's spending on overtime, according to 2012 data. *Id.* Additionally, MGM will staff its own Security Department with well over 100 full-time-equivalent professionals, including

¹⁰ The HCA calls for an upfront payment of over \$64,000 to fund the purchase of one (1) new patrol car, four (4) bicycles for downtown patrol, and equipment for new hires. This funding is included in MGM's \$2.5 million Upfront Direct Community Payment to the City. In addition, MGM Springfield will provide an annual payment of nearly \$800,000 to fund salaries for eight (8) new officers and two (2) new supervisors. This funding is included in MGM's \$2.5 million Annual Direct Community Payment to the City. Along with this direct funding stream, MGM will also make annual Chapter 121A payments to the City of at least \$17,600,000. Although not specifically dedicated to public safety, City leaders have the discretion to use this unrestricted funding for any purpose, including public safety.

positions such as Vice President/Director of Security, shift security managers and supervisors as well as officers. *See* RFA-2 Application, Section at 4-66. The facility's security plan will be designed to monitor the security of a number of physical areas and key activities. *Id.* All MGM security departments communicate regularly with local, state, and federal law enforcement through participation in monthly meetings and crime briefings. *Id.* MGM also participates with local, state, and federal agencies in joint training classes and exercises. *Id.* Given that this flood of new surveillance, manpower, funding, and other public safety resources will be directed at one of the City's most troubled areas, MGM Springfield's investment will create a ripple effect in crime reduction, which will benefit the entire region, including Longmeadow.

Finally, the jobs and economic development created by MGM Springfield's \$800 million urban renewal project will have a positive impact on public safety throughout the region. The Project will create approximately 2,000 construction jobs and 3,000 permanent jobs, ninety percent (90%) of which will come from the Greater Springfield area. *See* MGM Application, Section 3-2. Permanent jobs will cover a wide spectrum of career and occupational opportunities from entry level to management, including administration, finance, legal, hotel operations and engineering. The average total compensation will be about \$50,000, including tips and benefits. Given a positive correlation between unemployment and crime rates, the thousands of direct and indirect jobs created by Project, especially among unemployed and underemployed populations, will help reduce overall crime rates in the region.

Given that the Town fails to substantiate any of its claims with respect to increased public safety demand, and in considering the mitigating factors outline above, the Town has failed meet its burden of demonstrating a significant and adverse public safety impact.

2. There Will Be No Water and Sewer Capacity Problems.

The Town raises concerns over the capacity of the Springfield Water and Sewer Commission (“SWSC”) to handle MGM Springfield’s needs concurrently with the Town’s. As an initial matter, the Town asserts that the SWSC’s capacity to do so is “unknown” because construction has not yet begun. Accordingly, this is not a knowable and predictable impact sufficient to give rise to surrounding community designation. Nonetheless, the concern is unfounded. *See* Aug. 28, 2013 SWSC letter attached hereto as **Exhibit H** (confirming capacity for average wastewater flows and providing information to mitigate potential issues associated with peak flows).

3. The Town Has Failed to Substantiate Any Significant and Knowable Personnel Costs Related to Code Enforcement, Social Welfare, Public Works or Health.

In the penultimate paragraph of its Petition, the Town half-heartedly suggests that it will be impacted by personnel costs for code enforcement, social welfare, public works and a health officer. *See* Pet., at 17. The Town disingenuously states that “MRI has studied and quantified costs” for such personnel, thereby suggesting that this consultant performed some analysis or study concluding that such personnel would be needed to mitigate MGM-related impacts. Not so. MRI’s report provided no such analysis or substantiation whatsoever. Indeed, MRI includes in its report under each of these items that its *assumptions* for each such personnel cost item were that the Town will contract with such personnel. MRI *never* studies whether or concludes that such personnel would be necessary. The only thing the Town has done here, like with its wish list of traffic infrastructure improvements is present to the Commission what the items cost, not substantiate why they are purportedly required to mitigate knowable and predictable impacts for which MGM should be held responsible.

In any event, the Commission has made clear that the community mitigation fund which it will administer is available for exactly this purpose – to address unknown or unforeseen costs associated with health, social welfare and other related matters.

4. There Will Be No Significant Impact from Project Development.

Though the Town has understandably not raised the issue of development impacts, and thus the Commission would be well within its discretion in not considering such factor, it should be clear to the Commission that there will be no significant impact to the Town from the development phase. The Commission has made clear that casino resort developers can, through a series of precaution that are common practice in the construction industry, alleviate any potential for negative impacts associated with development and construction. *See* Nov. 21, 2013 Hearing Tr., at 42 (Zuniga) (“Construction traffic [impact]...[is] fairly reasonable to mitigate with scheduling times, etc.”); *Id.* (Crosby) (“[T]he applicant can even tell them which roads you can use, use such and such roads. That was a general point through all of these that our consultants made. The development, the construction traffic tended to be (A) not that big a deal on its face and be something that could be managed. But (B) would tend to use the bigger road anyway and (C) could be managed by the applicant. I agree...”). MGM Springfield has vast development experience and is quite capable of and has already committed to instituting certain policies and practices in construction to minimize any negative impacts on adjacent communities. *See* RFA-2, Attachment 2-30-01 (CONFIDENTIAL) (detailing mitigation measures to reduce impact of construction on local communities, including traffic controls, staging and temporary improvements). MGM has also previously represented that it will, and hereby further commits to, require its general contractor and any subcontractors to use only major roadways to avoid congestion and to submit construction delivery plans and schedules for MGM Springfield approval, all to further mitigate any potential community impact.

C. Longmeadow’s Proximity is Insufficient to Give Rise to Surrounding Community Designation.

MGM Springfield concedes that Longmeadow as an abutting community is closer to the Project site than some other communities and that the Commission could reasonably conclude that Longmeadow is proximate. But that does not end the inquiry. The Commission has been quite clear that proximity, standing alone, should not yield a surrounding community designation. *See* Nov. 21, 2013. Hearing Tr, at 14-15 (Ziemba) (“[J]ust because a community is within a mile or within three miles or within five miles that does not mean that one reaches surrounding community status by that designation...the Legislature actually rejected amendments that would have said exactly that....[the Legislature] asked us to take a look at the overall impacts...in concert with a review of the geographic proximity.”); Aug. 22, 2013 Hearing Tr., at 144 (Ziemba) (“[The Commission] noted that just because a community is geographically adjacent, that doesn’t mean that that community would be a surrounding community.”); June 26, 2012, Hearing Tr., at 72-73 (Zuniga) (“Because it is not necessarily geography, although that is a big factor, not necessarily just an abutter. It has to do with other factors like traffic and whatnot.”). Rather, it is *impact* that drives the inquiry; and when it come to impact, for all of the reasons explained above, the Town cannot meet its burden of demonstrating significant and adverse impact based “understandable, predictable, knowable” facts.

D. Longmeadow Will Experience Positive Impacts from MGM Springfield.

Longmeadow on the one hand claims to be so proximate that it will suffer a great deal of harm in from traffic and public safety impacts but, on the other hand, asserts that it will be immune from any of the positive impacts of the largest private development project in the history of Western Massachusetts – bringing with it 2,000 local construction jobs, 3,000 permanent jobs, \$50 million annual in local spending on vendors and suppliers -- simply because of its

“predominant residential character.” This is shortsighted at best. Longmeadow has a proud history as a thriving and affluent suburb of Springfield. But to continue to have a healthy “suburb,” you need to have a healthy “urb.” The notion that there is no upside to Longmeadow associated with a game-changing urban redevelopment project defies logic and the public policy behind the Gaming Act. MGM Springfield will undoubtedly have regional spin-off benefits in the form of economic development, real estate value appreciation, increased state and local tax revenues and community development and philanthropic initiatives, as has been the case on other regions in which it operates. *See* Letter from Gulfport, Mississippi Mayor, Billy Hewes, attached hereto as **Exhibit I** and Letter from Henderson, Nevada Mayor, Andy Hafen, attached hereto as **Exhibit J**.

CONCLUSION

For all of the foregoing reasons, the Commission should deny the Town’s Petition for Designation as a Surrounding Community.

Respectfully submitted,
Blue Tarp reDevelopment, LLC

By Its Attorneys,



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CERTIFICATE OF SERVICE

I, Seth N. Stratton, hereby certify that on this 23rd day of January, 2014, I caused the foregoing to be served by first class mail to the following counsel of record:

Michael C. Lehane, Esq.
Brandon H. Moss, Esq.
Murphy, Hesse, Toomey & Lehane, LLP
300 Crown Colony Drive, Suite 410
Quincy, MA 02169



Seth N. Stratton

EXHIBIT A

Dear Michael Mathis:

In your December 13, 2013 letter to our Town Manager Stephen Crane about our negotiations over a surrounding community agreement, you stated:

"We have repeatedly heard that it is pointless to attempt to negotiate a surrounding community agreement with Longmeadow as it is a common perception that the leadership of your community is unconcerned with the resurgence of Springfield or the economic development that we are attempting to bring to the Western Massachusetts region, and will only use this process to frustrate the progress of our proposal. The conduct of certain members of your Select Board and a recent Town Meeting vote contribute to this perception. We remain hopeful that is not the case and that the Town of Longmeadow is proceeding in good faith in these negotiations."

To the extent that your comment about the "conduct of certain members of your Select Board" is directed toward me, I thought it would be useful for you to hear my intentions directly, rather than your having to rely upon the "common perception" of unidentified individuals.

I intend, and the people in the community working with me intend, to use every legal means available to stop casino gambling from coming to Springfield and to Massachusetts generally. The negotiation over the surrounding community agreement with Longmeadow is not one of those means, and the Gaming Commission's procedures ensure that it will not be one of those means. The surrounding community agreement is a separate issue from:

(a) whether MGM is suitable under our gaming statute, (b) whether the Gaming Commission should issue a casino license to your company, if you are deemed suitable, and (c) whether the entire casino legislation should be repealed in a referendum next year.

I have never attempted to link the issue of your payment to Longmeadow under a surrounding community agreement to the support or non-support of MGM's bid for a license, as you apparently are doing. The vote at our Fall Town Meeting against your project, of which you apparently disapprove, was done because the gaming statute passed by our legislature required that the views of surrounding communities be considered in awarding a license. It was our right and our duty to take that vote.

I believe it would be improper to trade our support or silent acquiescence to your plans for a larger surrounding community payment. Likewise, it would be improper for you to condition payments that you owe Longmeadow under the gaming statute upon our support for your company, your project, or casino gambling in general. The surrounding community payment should be based on the facts and nothing else. In other words, the payment depends on the particularized impact your project will have on Longmeadow, which is something my colleagues and I are studying carefully.

I reject your suggestion that I, and the many other people who feel as I do, such as the majority of the voters in West Springfield, are "unconcerned about the resurgence of Springfield," or economic development in western Massachusetts. Such sanctimony does little to advance the debate over whether casino gambling is good for this area. The people of Longmeadow, West Springfield, and the other surrounding communities have cared about Springfield long before MGM came to town. We work in Springfield, we patronize local businesses in Springfield, and we give money and time to institutions that support Springfield.

Those who are against casino gambling believe that your project will hurt more than it will help. It will destroy locally-owned restaurants. It will displace grassroots cultural and entertainment organizations. It will increase traffic and diminish the quality of life around Springfield. It will increase gambling addiction, and it will take money from the pockets of local residents and direct that money into corporate coffers far from western Massachusetts.

You obviously feel otherwise, but this argument about whether casino gambling will bring the cornucopia of benefits you promise, or whether it will do just the opposite, is quite beside the point of your letter. The surrounding community agreement is a narrow issue that is governed by the gaming statute and accompanying regulations. I have come to this issue with no pre-conceived notions as to dollar amounts, and I have not attempted to link this issue with any other. I am sure that if both sides honestly address themselves to this issue, we can reach a mutually acceptable surrounding community agreement.

Alex J. Grant, Longmeadow Select Board Member

Casino Could Throttle Longmeadow Traffic

Published March 14, 2013 in the Longmeadow News

In the fairly near future, there is a good chance that a casino will come to Springfield, and Longmeadow's town leaders need to be ready to mitigate the pernicious effects which will come to our little town. Unlike Springfield, we have not and will not receive \$400,000 application fees from casino companies, or the "many millions in new tax dollars" which MGM Resorts International is promising our neighbor to the north.

What is far more likely, and entirely foreseeable, is a traffic nightmare for Longmeadow. The two casino companies seeking to build in Springfield are looking at sites in the downtown area. Both promise easy access off I-91. Indeed, the allure of Springfield itself is premised, in large part, on "its incredible highway access," as MGM puts it. It will be convenient for gamblers traveling north-south on I-91, and traveling east-west on the Mass Pike.

The virtue of the downtown location is precisely why the casino will diminish our quality of life. The "Longmeadow Curve" on I-91 is already a bottleneck in our road system. At the point where most Longmeadow residents merge onto I-91, the interstate narrows to two lanes in both directions, as it makes a big "S."

During rush hour, the Longmeadow Curve often slows to a crawl, making a short journey into or out of Springfield a frustrating stop and go affair that our compatriots in the Boston area would easily recognize. During bad weather, or just a little rain, the line of traffic extends back to the on-ramp from Longmeadow to the intersection of Route 5 and Forest Glen Road. The delays at that intersection then can back up cars as far as the Town Green and a great distance down Laurel Street. That congestion in turns affects simple in-town traffic as kids and parents try to get to school in the morning. A similar dance sometimes occurs in the evenings when I-91 becomes a slow-moving parking lot.

That's how it is now. Imagine if the casino companies' greatest plans come to fruition and hordes of gamblers descend on Springfield morning, noon, and night to satisfy their gaming urges. Imagine those crowds augmented by concert-goers, looking to catch a popular act on a Friday or Saturday night. All of those people will be looking to exit I-91 a short distance from the Longmeadow Curve. It is easy to see how the increased congestion could bring traffic in Longmeadow to a virtual standstill.

There are not many ways out of Longmeadow, as we are bounded on the north side by Forest Park, and bounded on the west side by I-91 and the Connecticut River. Our access to I-91 on the Longmeadow Curve is crucial to making our commutes and other trips out of town bearable.

The good news is that the casinos are required by law to negotiate with "surrounding communities," a term vague enough for Northampton to lay claim to the law's protection. But there is no doubt that Longmeadow would have the right to negotiate an agreement with a casino sited in Springfield. Such an agreement is necessary before the casino developer can obtain a license from the state. That makes Longmeadow a real stakeholder, and we should not be bashful about demanding an agreement that fully addresses the direct effects of a Springfield casino and compensates Longmeadow for the costs we will bear.

We can be sure that MGM and Penn National will not be bashful about asserting their economic interests. Companies that run casinos around the country and on the Vegas Strip know how to handle themselves in a cutthroat business. They may think they can steamroll little Longmeadow on their way to putting up a lucrative casino that will benefit their shareholders.

Longmeadow has to be prepared to be a tough negotiator. Our demand should be nothing less than the widening of the Longmeadow Curve to three lanes. Anything less would be inadequate. The job may be difficult, it may be expensive, and it may even require a small slice of Forest Park, but it must be done. The winning casino developer could see the project as a win-win proposition, since easing congestion for Longmeadow would also make travel easier for gamers.

With the goal in mind, the planning should begin soon. Stephen Crosby, the chairman of the state gaming commission has said, "Communities shouldn't get greedy and the applicant shouldn't be too stingy. They ought to try to figure out what the significant negative impacts are and address them." 3,000 employees (MGM's figure) and thousands more gamblers will be converging on downtown Springfield if MGM or Penn National win. We need to be armed with the facts to present our best case for the widening project. Longmeadow needs to be studying and measuring the current traffic issues, and it needs to analyze how the traffic will worsen if the Longmeadow Curve stays the same. Longmeadow should be no pushover in the casino game.



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EXHIBIT B



August 21, 2013

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

RE: MGM Springfield

Dear Mr. Crane,

I wanted to take the opportunity to follow-up on our recent meeting. We appreciate that you and your team took the time to sit down with us and collaborate on the opportunities and potential challenges that our exciting development presents for Longmeadow. As we expressed, consistent with the Gaming Statute, our goal is to maximize mutually beneficial opportunities to revitalize the region while ensuring that we mitigate any adverse impacts to local communities.

We have been busy meeting with many of your neighboring communities and other regional stakeholders. Unsurprisingly, the number one concern of the communities with whom we met was the potential traffic impact of our project. As we discussed during our meeting, we believe that the important first step in addressing traffic concerns is having a consensus on the data that drives the traffic studies. We discussed the approach of MGM funding a traffic engineering consultant, administered and coordinated by the Pioneer Valley Planning Commission ("PVPC") on behalf of local communities to work with and conduct a peer review of MGM's traffic studies. We are pleased that you were receptive to that idea, as we believe that this is the most effective and efficient approach for all parties, and one that will be viewed favorably by the Massachusetts Gaming Commission.

Given that the timeline for negotiating surrounding community agreements is tight and a consensus of the communities with whom we met appeared to favor this approach, we plan to move forward with PVPC. We recently met with PVPC and introduced this idea. PVPC was receptive and expressed agreement with the benefits of our approach. PVPC appears willing to be a coordinator, administrator and general clearinghouse for potential surrounding communities in relation to traffic analysis and peer review of MGM's traffic conclusions. We have requested a proposal and cost estimate from PVPC for this endeavor and anticipate entering into a memorandum of understanding with PVPC regarding their role on behalf of local communities.

Also, to reiterate our prior discussions, even though MGM will be funding PVPC's undertaking and the traffic consultant engaged, these parties will be representing your interests, not ours.



And notwithstanding PVPC's role, we do not envision PVPC negotiating an agreement with us on your behalf. We fully anticipate that Longmeadow through you, your delegate(s) and/or counsel will deal with us directly on the terms of any surrounding community agreement. PVPC will simply help to ensure that we are all viewing traffic impacts through the same lens.

We anticipate that PVPC will reach out to you directly very soon to commence this process. We hope that you will take advantage of this beneficial resource we are making available. Should you choose not to, we ask that you let us know as soon as possible so that we can anticipate how we may otherwise productively engage with you to address any concerns of traffic impacts on your community.

We also acknowledge that, while we heard traffic to be your primary concern regarding the impact of our project on your community, you voiced other concerns relating to impacts on public safety, including increased demand for emergency response services on Interstate 91 and alcohol-related traffic accidents, any attempts to create illegal apartments and establish residency to access Longmeadow schools; and impact on Springfield water and sewer capacity and rates.

We are in the process of developing an efficient approach to both address the individualized concerns of and develop and promote the potential benefits to each community. We hope to continue to keep the mutual lines of communication open as this process evolves. In the meantime, as we discussed, we would like to hear from you with any data or statistics that you have collected or are able to collect substantiating any of your concerns regarding the impact of higher tourism levels in downtown Springfield upon your community. Such information will allow us to more fully understand and address your concerns.

We will follow-up with you soon to schedule more targeted discussions based on the issues raised during our initial dialogue. Within the next several weeks, we will provide a draft template for an agreement memorializing our mutual commitments. Presuming continuing coordination of efforts, we hope to be providing you with our data and initial reports on surrounding community impact by early October.

In the meantime, I encourage you to reach out to me directly or to a member of our local team, who I have listed below for your convenience. I would also appreciate it if you could send to Frank Fitzgerald's office a list of the names, titles and contact information for the members of your working group, as well as the most appropriate contact person for that group. We look forward to your team's continued efforts to work collaboratively with us on this process, as I assure you we will with you.



Name	Role	Contact Information
Chuck Irving	Local Development Partner (Davenport Companies)	(617) 986-0000 cirving@dvnp.net
Dennis Murphy Anthony Abdelahad	Community Outreach (Ventry Associates)	(617) 423-0028 dm@ventryassociates.net aa@ventryassociates.net
Frank Fitzgerald Seth Stratton	Local Counsel (Fitzgerald Attorneys at Law)	(413) 486-1110 fpf@fitzgeraldatlaw.com sns@fitzgeraldatlaw.com

Finally, we appreciated the discussion of the positive impact that our project will likely have on Longmeadow through general regional economic development. We look forward to further exploring and hopefully memorializing in writing any mutually beneficial opportunities.

Sincerely,

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

Michael Mathis
Vice President, Global Gaming Development

cc: Domenic J. Sarno, Mayor, City of Springfield
John Ziemba, Ombudsman, Massachusetts Gaming Commission
Timothy Brennan, Executive Director, Pioneer Valley Planning Commission



October 30, 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: Surrounding Community Impact Mitigation Proposal

Dear Mr. Crane:

To continue our ongoing dialogue with the Town of Longmeadow, and in advance of our upcoming meeting, we would like to introduce our proposal for the terms of a surrounding community impact agreement with Longmeadow.

Throughout our conversations with you and your colleagues in other abutting communities, two themes have consistently arisen: (i) should we be successful in obtaining a license, municipal leaders are concerned that the actual impacts of our project on abutting communities, both positive and negative, will not be truly known until after we open and (ii) absent actual data from project operations, municipal leaders are uncomfortable entering into agreements that prospectively measure impact.

To address these concerns, we are proposing an approach that focuses on the following key points:

1. Upfront Impact Mitigation. It is our intent that any impact mitigation funding be based upon the results of the Mitigation Impact Studies post-opening. However, we are open to discussing certain circumstances where MGM may volunteer to fund traffic improvements that we believe will mutually benefit Longmeadow and our project in advance of evaluating actual impact. Those determinations will be based upon the pending PVPC traffic analysis and any compelling data you may provide.

2. Establish Baseline Conditions. Pursuant to the Gaming Act, we intend to protect surrounding communities from any net adverse impact of our Project. In order to do so, we believe it is important to establish a baseline of existing local conditions, including those related to traffic, public safety, municipal services and economic activity. We propose to accomplish this by funding an independent organization to conduct detailed community-specific studies incorporating input and data you and other surrounding communities provide.



This process has already commenced for traffic and will incorporate continued input from communities such as Longmeadow, as well as impact from ongoing infrastructure improvements.

With respect to other potential impacts, MGM would propose that independent evaluations be used to establish baseline existing conditions related to public safety, health, municipal services and economic activity in each surrounding community as of the date MGM is awarded a license (the "General Baseline Study"). In doing so, this institution, together with surrounding community representatives, will review, critique and expand upon the work currently being performed by MGM's consultants. MGM is prepared to fund this research.

The General Baseline Study will then be compared for actual conditions after operations commence (the "Actual Impact Studies"). The Actual Impact Studies will be used to determine mitigation funding to each of the impacted surrounding communities as discussed in Section 4 below.

3. Pre-Opening Funding of Municipal Consulting/Legal Fees. In addition to authorized funding to date, MGM will provide each abutting community an additional \$50,000 within thirty (30) days of execution of a surrounding community agreement in order to interact with the parties performing the General Baseline Study.

4. Future Impact Mitigation Funding. During the first year of operations and each year of operations thereafter during the 15 year initial license, surrounding communities will receive impact mitigation funding from an segregated fund that will be administered by an independent organization to conduct detailed community-specific studies incorporating input and data you and other surrounding communities provide.

We look forward to further discussing this approach with you in the hopes of documenting a mutually satisfactory surrounding community agreement.

Sincerely,

A handwritten signature in black ink that reads "Michael C. Mathis".

Michael Mathis
Vice President, Global Gaming Development

cc: John Ziemba, Ombudsman, Massachusetts Gaming Commission
Michael C. Lehane, Esq.



December 22, 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: Response to Longmeadow Counterproposal

Dear Stephen:

This will confirm receipt of your letter dated December 20, 2013, with the "Longmeadow Counterproposal".

At the outset, I want to thank you and the Longmeadow Select Board for convening Friday night's meeting to prepare this offer, in order to meet our requested time line.

Unfortunately, MGM will not be able to accept this proposal.

In our view, as far apart as both parties are on dollars, we are even farther apart conceptually. Consistent with the intent of the State law, our offers to all of MGM Springfield's abutting communities, attempted to provide a mechanism by which all potentially impacted communities would be protected from significant adverse impacts through a robust empirically-based "look back" approach, which MGM would fund. We believe our approach has been validated by the fact that we have executed Surrounding Community Agreements with five out of the seven abutting communities.

Based upon my understanding of your counterproposal, Longmeadow is requesting more than \$1 million upfront for unspecified mitigation and fee reimbursement (8 times that agreed to by any other abutting community), \$500,000 annually in mitigation payments, escalated at 2.5% annually (3-4 times that agreed to by any other abutting community), and the benefits of the look back approach.

I understand from press reports this weekend that the Town's legal counsel had originally recommended to you to make a counterproposal of \$250,000 annually, and that the Select Board chose to double that request in the counterproposal that was ultimately sent. I am sure your internal deliberation process was more thoughtful than that report would indicate, but please understand that it was precisely this kind of arbitrary "bid low/ask high" process we were trying to avoid with the look back structure.

As you are well aware, the applicable law provides that a gaming operator is only responsible for mitigating significant actual known net impacts, and to be clear, we have no data, nor have we been provided with any data that would indicate Longmeadow will suffer such impacts from our project. Notwithstanding this, instead of asking the abutting communities such as Longmeadow to accept that at face value, we offered the look back approach, in addition to guaranteed minimum annual payments, which we are confident, more than complies with the law's requirements.

We believe your counterproposal is inconsistent with the law and perverts the intent of our offer by seeking large upfront payments, large annual payments (all of which would be guaranteed even if Longmeadow suffers no impact), in addition to downside protection through the look back approach.

As you know, we were hoping to avoid any of our abutting communities from having to prove (or fail to prove, as we think the case will be) their surrounding community status in front of the Gaming Commission, but that is where we find ourselves with Longmeadow, given how far apart the parties are.

If you have any data-based support for any of the amounts you have requested, please forward to our attention so that we can have a productive discussion in front of the Commission in January.

Sincerely,

A handwritten signature in black ink that reads "Michael C. Mathis". The signature is written in a cursive style with a large initial "M".

Michael C. Mathis

Vice President of Global Gaming Development

Attachment

cc: Marie Angelides, Longmeadow Selectwoman
John Ziemba, Ombudsman, Massachusetts Gaming Commission
Michael C. Lehane, Esq. (Murphy, Hesse, Toomey, & Lehane LLP)
Frank Fitzgerald, Esq.

EXHIBIT C



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Seth N. Stratton, Esq.
Fitzgerald Attorneys at Law, P.C.
46 Center Square
East Longmeadow, MA 01028

January 23, 2014

TEC Ref. T0454

RE: Response to Town Assumption of Traffic Impacts
Town of Longmeadow Request for Surrounding Community Designation
MGM Springfield Development – Springfield, MA

Dear Attorney Stratton,

On behalf of Blue Tarp reDevelopment, LLC ("MGM" or "Applicant"), TEC, Inc., is pleased to submit this narrative regarding the allegations contained within the Petition for Designation as a Surrounding Community (the "Petition") from the Town of Longmeadow (the "Town") issued to the Massachusetts Gaming Commission on January 13, 2014. The Town claims that they will be significantly and adversely impacted by the new vehicle trips associated with the Applicant's casino proposal. The purpose of this letter is to provide data and analysis to refute those claims and provide a factual basis for the Commission's review and pending determination.

TEC has completed an extensive level of transportation analysis as part of the MGM Springfield development project to date. This has involved extensive reviews by the Massachusetts Department of Transportation (MassDOT), the Pioneer Valley Planning Commission (PVPC), the Pioneer Valley Transit Authority (PVRTA), the City of Springfield and their consultants, and several adjacent communities. The traffic analysis has been prepared, discussed, refined, and finalized over the past many months as we worked with the agencies to define the potential impacts of the project.

The Town defines the following major issues within the Petition:

- Sharing of Traffic Data & Reports
- Proximity
- Roadway Jurisdiction
- Desire for Transportation Improvements
- Potential for Cut-Through Traffic
- Trip Distribution
- Traffic Safety & Emergency Response
- PVPC & GPI Peer Review
- Intersection Operations
- Suggested Traffic Mitigation Measures

These items are discussed in detail on the following pages. In general, we believe the MGC will determine that the Petition is qualitative and subjective and is not founded in recently collected data or detailed analysis. Upon review of this letter and the materials originally filed with the

RFA-2 submittal, we trust that the MGC will find that the projected impacts within the Town are isolated and insignificant.

In addition, it is important to note that while we disagree with the approach taken by PVPC's peer review consultant, Greenman-Pedersen, Inc. ("GPI"), in recommending a twenty percent (20%) increase in the trip generation calculations for the reasons further explained below, even with the increases to trip generation suggested by GPI, the detailed analysis indicates there will be *no change in level of service* at the gateway intersections within the Town and the *average increase in intersection delay along Route 5 will be less than two (2) seconds per vehicle*. Knowing that traffic is further distributed away from the Route 5 corridor beyond these gateway intersections, there is no anticipated change in level of service at any other intersection in Town. Thus, there is no significant traffic impact to the Town under any scenario.

Sharing of Traffic Data & Reports

The Petition claims that the Town made repeated requests to MGM to provide copies of its traffic engineering data during October 2013 and November 2013. The Petition states that traffic data was provided on Wednesday, November 26, 2013 and that no additional data was provided until December 31, 2013. Longmeadow makes claims that MGM withheld information intentionally from the Town. However, the Town has not recognized that the PVPC peer review process was developed to allow TEC to work closely with GPI to review traffic calculations and analysis as they were being completed. Therefore, all materials submitted to GPI for review were considered draft versions. Simultaneously, TEC was working closely with MassDOT in regular coordination sessions to present, review, and refine calculations and analysis. In order to avoid circulation of multiple versions of calculations, the traffic data was not released for review by the neighboring municipalities until it had been thoroughly vetted by TEC, GPI, and MassDOT. It is important to note, however, that the Town of Longmeadow was invited to attend the regular coordination meetings with MassDOT and chose not to attend the final meeting on October 25, 2013 when the draft results of the capacity and queue analysis were presented.

MGM held a public meeting with all of the neighboring municipalities on September 26, 2013, at which time TEC presented all of its calculations for trip generation and trip distribution. A follow-up meeting was held with these municipalities on November 14, 2013 to provide an update on the traffic operations analysis and discuss the "look-back" approach. The final coordination meeting with MassDOT occurred on October 25, 2013, which resulted in some minor refinements in the traffic calculations and analysis based on comments from MassDOT representatives. A draft copy of all traffic calculations and analysis was provided to GPI on November 14, 2013. This information was in the form of worksheets and hand calculations, and did not include a narrative to describe the methodology by which it was calculated or a summary of the results. This narrative was completed in draft format on Wednesday, November 27, 2013, and shared with GPI, PVPC, and all of the neighboring municipalities via the PVPC's FTP site on this same date, as soon as it was prepared. TEC immediately notified



Stephen Crane of the Town of Longmeadow as soon as the materials were fully posted on the FTP site (See **Attachment A**).

The narrative and calculations submitted to the neighboring municipalities on November 27, 2013 represents a draft of the full text and Appendices included within the MGM Springfield DEIR submitted to the Massachusetts Environmental Policy Act (MEPA) office on December 16, 2013. Only minor refinements of the text and formatting on the document occurred between November 27 and December 16. Therefore, the Town has been in possession of all traffic-related documentation and analysis conducted by MGM and TEC since November 27.

Epsilon Associates, MGM Springfield's consultant for the MEPA process, sent a copy of the final DEIR to the Town on December 20, 2013. A copy of the transmittal letter is included in **Attachment A**.

Proximity

The proximity of the Town to Springfield has no bearing on the potential level of traffic impact because there are multiple alternative routes for traffic rather than using the roadways owned by the Town.

Roadway Jurisdiction

The Town has stated in its Petition that should be designated as a "surrounding community" on the basis 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".¹ This statement by the Town is misleading in that the Town has claimed negative impacts for traffic on state-maintained roadway infrastructure (Interstate 91 or I-91). The Town clarifies within the next paragraph that 286 new Friday evening peak hour trips will be on I-91 through Longmeadow, with only 53 new trips on Longmeadow Street (Route 5). I-91 is owned, operated, and maintained by the Massachusetts Department of Transportation (MassDOT), and the Town has no jurisdiction or responsibility over the state's highway infrastructure. MassDOT has exclusive authority over the operational use of, and any suggested changes to, the I-91 facility, which carries approximately 71,000 vehicles per weekday. As such, increases in traffic volumes on state-owned roadway infrastructure should not be deemed increases in traffic volumes in the Town. Therefore, the only MGM Springfield related trips that will impact the Town of Longmeadow are the trips noted along Longmeadow Street (Route 5). The MGM Springfield related trips on Longmeadow Street (Route 5) will account for 3 to 3.5 percent of the total MGM Springfield trips, and represents a very small percentage of project-generated trips.

¹ Blue Tarp redevelopment, LLC / Petition for Designation as a Surrounding Community – Town of Longmeadow; Page 8, Paragraph 3; Murphy, Hesse, Toomey, & Lehane, LLP; Quincy, MA; January 13, 2014.



Desire for Infrastructure Improvements

The Town of Longmeadow has expressed concern over traffic impacts along Longmeadow Street (Route 5), mainly on the basis of longstanding congestion problems along this corridor. The Town has expressed a desire for MGM Springfield to provide funding for improvements along the Route 5 corridor to address these existing roadway deficiencies and increase capacity. We understand that the Town recently petitioned MassDOT to advance a state/federally-funded improvement along Route 5 between Forest Glen Road and Converse Street intersections. This establishes the Town's independent desire for, and need for, improvements along Route 5. The Town did not provide a copy of the 2011 Route 5 intersection study to TEC during the preparation of our traffic analysis. Furthermore, we understand that PVPC does not currently have a copy of this study. TEC's data and analysis is based on more recent traffic counts.

Potential for Cut-Through Traffic

Longmeadow's Petition claims that "Longmeadow's roads are in close proximity to, and provide necessary access to, Springfield and the proposed MGM Springfield Site." However, as indicated on the Locus Map included as **Attachment B**, there are multiple alternative routes through other municipalities that provide access between the MGM Springfield site and all of the municipalities bordering Longmeadow. These alternatives include Route 83 through East Longmeadow and Routes 190, 192, 220 and Brainard Road through Enfield, CT. These routes provide shorter (distance) and faster (travel time) alternatives to accessing the MGM Springfield site than traveling through Longmeadow roadways.

In addition, Longmeadow claims that Longmeadow Street (Route 5) is regularly used as an alternative to I-91 and that global-positioning-system (GPS) devices direct drivers along Longmeadow Street to avoid back-ups on I-91. The use of Longmeadow Street (Route 5) to access the MGM Springfield site is not a viable "routine" detour route because it is limited to one travel lane in each direction and there are several signalized traffic signals within the Town of Longmeadow. Due to the location of the lane-drop on I-91, the only potential for routine diversion would occur in the northbound direction. Although there are reports of Longmeadow Street (Route 5) being used as a detour to I-91 in both directions during crash events on I-91, these occasions are sporadic and do not represent a regularly occurring event. The existing condition along Longmeadow Street will not be changed as a result of the MGM Springfield development.

Subsequent to receipt of the Petition, TEC collected travel time data along I-91 northbound and Route 5 northbound to factually document the route characteristics from the south. Data for each route was collected by two teams of data technicians during the Friday evening peak hours (5:00 PM to 7:00 PM) on January 17, 2014. This peak period is consistent with the Town's concern about bypassing ski-related traffic coming from Connecticut and New York and should provide a conservative approach given the additional influence of the long weekend with the Martin Luther King, Jr. holiday.



The following table summarizes the data from the travel time assessment over the two-hour period:

	<u>I-91 Northbound</u>	<u>Route 5 Northbound</u>	<u>Difference</u>
Number of runs:	9	8	
Average Travel Time:	16 min 11 sec	19 min 51 sec	3 min 40 sec

As seen above, motorists attempting to use Route 5 to “bypass” the I-91 lane drop encounter additional delays with stopped delay at local intersections and other existing congestion in Longmeadow within the singular through lane. During this period, mapping tools such as Google Maps displayed congested roadway links in a red color on I-91 northbound from the lane drop southerly to Route 220 and on Route 5 northbound approaching Bliss Road. This data demonstrates that there is no benefit to route diversion and the future MGM trips will most likely stay on I-91. Understandably, if the I-91 queue ends north of the Route 5 interchange in Enfield, motorists will not be encouraged to leave I-91 and the highway travel time will be even faster. The travel time data sheets are provided in **Attachment C**.

The Petition references “vehicle trips to and from East Longmeadow towards downtown Springfield travel along Dwight Road and Dickinson Street”, both of which are located in Longmeadow. TEC has prepared a location map, included as **Attachment B**, to highlight each of the major roadways through Longmeadow from East Longmeadow, MA; and Enfield and Somers, CT. This map includes travel distance and travel time along each of the routes between these municipalities and the MGM Springfield site. The majority of development within East Longmeadow is located east of Route 83. Therefore, it is expected that the majority of MGM related trips to/from East Longmeadow will travel via Route 83. Traveling from the center of East Longmeadow to the MGM Springfield site via Route 83 is approximately 5.4 miles and 14 minutes based on Google Maps. In comparison, traveling from the center of East Longmeadow to the MGM Springfield site via Dickinson Street and Dwight Road is approximately 6.5 to 6.8 miles, and 16 to 17 minutes. Because the use of these roads as a cut-through route results in a 20 to 25 percent longer route, it is unlikely that vehicle trips to/from East Longmeadow will use Dickinson Street or Dwight Road to travel to/from MGM Springfield. Any increase in trips on Dickinson Street or Dwight Road as a result of MGM Springfield will be trip to/from locations within the Town of Longmeadow.

It is important to note that GPI’s revised trip distribution calculations for traffic through Longmeadow included within their peer review generally concurred with TEC’s estimate to within 0.5 percent (3.0 percent by TEC versus 3.5 percent by GPI). These trip distribution calculations did not identify potential cut-through traffic from neighboring communities on Dwight Road or Dickinson Street. In fact, the majority of the trips along roadways within the Town of Longmeadow would be trips to/from residential locations within the Town of Longmeadow. Only 0.6 percent of MGM Springfield trips (7 peak hour trips) are expected to utilize roadways under the jurisdiction of the Town of Longmeadow to travel between the site and neighboring communities. **Attachment D** provides an excerpt from TEC’s detailed traffic gravity models, which were included in the DEIR document to MEPA and referenced within the RFA-2 submittal.



Due to the more direct travel route via Route 83 in East Longmeadow, it is impractical to assume that a measureable amount of patrons will desire to divert further to the southwest to travel through Longmeadow. In addition, due to multiple routes providing access to I-91 south of the Town border, it is impractical to assume that a measurable amount of patrons will divert further northeast to travel through Longmeadow. Therefore, only the residents of Longmeadow and a very small portion of the residents from northeast Enfield, CT and western Somers, CT are expected to use Longmeadow roadways to travel to/from MGM Springfield. This is expected to be less than 7 vehicles per hour (roughly 4 entering and 3 exiting) during the peak Friday and Saturday periods. The traffic is expected to be even lower during other periods of the day. Therefore, we do not believe that the Town will be noticeably or measurably impacted by the MGM development.

Trip Distribution

Within a footnote on page 8 of the Petition, the Town notes that prior studies prepared for applications by Penn National Gaming, Inc. (PNG) and MGM Springfield contained higher distributions of traffic from "I-91 Points South" than reflected in MGM Springfield's DEIR. The Petition includes a copy of PNG's Traffic Study from December 2012 submitted to the City of Springfield as part of its RFQ process as Exhibit 12, showing evidence of a higher distribution of traffic estimated along I-91 South. It should be noted that this study is for an entirely separate casino proposal that may experience different trip distribution patterns due to different mix of casino, retail, restaurant, entertainment, office, residential, and other uses. In addition, this traffic study provided very limited data to support this trip distribution and has not been given the same level of scrutiny as the trip distribution estimates included within MGM Springfield's DEIR, which were heavily reviewed by GPI and MassDOT. Longmeadow's Petition goes on to state that MGM has not explained the justification for the downward movement of its trip distribution analysis. Based on comments received by MassDOT on the Environmental Notification Form (ENF) prepared by for the MGM Springfield, the trip distribution was refined by creating detailed gravity models that accounted for surrounding population densities, travel time, distance, and availability of competing opportunities. These gravity models and trip distribution assumptions were comprehensively reviewed by MassDOT and GPI, and ***GPI found these distributions to be accurate within 0.5 percent.***

Traffic Safety & Emergency Response

Municipal Resources, Inc. (MRI) conducted a study for the Town to assess the potential additional expenses to the Town required for emergency response and management, which was included as Exhibit 36 of the Petition.² MRI claims that the proposed MGM Springfield will 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". However, MRI does not provide any

² Information Request re: Public Safety & Community Service Impact Costing; Municipal Resources, Inc.; Meredith, NH; December 17, 2013.



calculations or evidence to support this estimate. MRI's assumption of the increase in accidents is based solely on the percentage volume increase on these roadways applied to the current occurrence of collisions. There is no evidence to support that there is a linear relationship to traffic volumes and the occurrence of collisions on I-91, Route 5, or any other roadway.

Longmeadow's Petition describes three collisions on I-91 that resulted in traffic detours onto Route 5 in October 2013, November 2013, and January 2014.³ The first collision occurred at 2:30 AM on a Tuesday morning as a result of a woman walking along I-91 (which is illegal) being struck by a vehicle; the second occurred on a Sunday evening when a vehicle struck a truck and burst into flames; and the last occurred at 10 AM on a Thursday when a truck jack-knifed due to inclement weather conditions. None of these collisions occurred during peak traffic periods, indicating that traffic volumes and congestion are not likely a contributing factor to collisions on I-91.

PVPC prepared a study in response to a request from the City of Springfield entitled "The Impact of the Big E on Interstate Crashes", included as **Attachment E**, which evaluated whether the considerable traffic volume increases during the annual Eastern States Exposition (Big E) in the Town of West Springfield influenced the occurrence of crashes on Interstate 91.⁴ This report concluded that *"the available crash data does not show a relation between traffic congestion caused by the special event of the Big E and an increase of crashes on I-91."* The Big E is estimated to draw approximately 65,400 visitors per day on an average weekday (Monday through Thursday) and 106,500 visitors per day on an average weekend day (Friday through Sunday) based on 2013 attendance data posted on the Big E's website.⁵ (See **Attachment F**) Based on visitation analysis performed by MGM Resorts International, the proposed MGM Springfield is estimated to generate 19,010 visitors per day on a weekday (Monday through Thursday) and 26,640 visitors per day on a weekend day (Friday through Sunday).⁶ The MGM Springfield visitation represents 25 to 29 percent of the visitation generated by the Big E. If a major traffic generator like the Big E does not result in an increase in collisions on I-91, it is reasonable to assume that a development that draws 70 to 75 percent fewer visitors also will not result in an increase in collisions on I-91.

The Town's Petition claims that there is a high crash rate at the intersection of Longmeadow Street (Route 5) / Converse Street based on statements made by the Town's Engineer, Yem Lip, P.E., in a memorandum to the Town Manager, Stephen Crane, on December 20, 2013 (Included as Exhibit 32 of the Petition).⁷ Mr. Lip suggests that the crash rate "is a clear indication of over-capacity intersections and roadways." However, this memorandum does not

³ Blue Tarp redevelopment, LLC / Petition for Designation as a Surrounding Community – Town of Longmeadow; Page 12; Murphy, Hesse, Toomey, & Lehane, LLP; Quincy, MA; January 13, 2014.

⁴ The Impact of the Big E on Interstate Crashes; Pioneer Valley Planning Commission; October 2013.

⁵ <http://www.thebige.com/FAIR/generalinfo/Attendance2012.asp>

⁶ MGM Springfield Visitation Analysis Performed for use in Traffic Study; Jacob Oberman, MGM Resorts International; November 2012.

⁷ RE: MGM Casino DEIR; Yem Lipp, P.E., Town Engineer, Town of Longmeadow, MA to Stephen Crane, Town Manager, Town of Longmeadow; Dated December 30, 2013.



provide any evidence to support the claim that this intersection experiences a high crash rate. The Draft Environmental Impact Report (DEIR) prepared for MEPA review of the MGM Springfield project in December 2013 includes an evaluation of the collision occurrence of all intersections within the study area, including the intersection of Longmeadow Street (Route 5) / Converse Street.⁸ The analysis indicates that an average of six collisions per year occurred at this intersection over the three-year study period. Generally, a minimum of five collisions per year of a particular type are required to indicate a collision pattern warranting safety improvements. The crash rate for this intersection is 0.79 crashes per million entering vehicles (MEV) (**See Attachment G**), which is lower than the statewide average of 0.80 and the district-wide average of 0.82 for signalized intersections, indicating there is not a high crash rate at this location. In addition, over 70 percent (17 of 24) of the collisions at this intersection occurred outside of peak commuter periods (weekdays 6 AM to 9 AM and 3 PM to 6 PM), indicating that traffic congestion does not appear to be a contributing factor to collisions at this location. Therefore, there is no evidence to support that the MGM Springfield development would result in an increase in collisions at this intersection.

PVPC & GPI Peer Review

The Town utilizes GPI's peer review letter as the basis for the majority of its arguments that the Town will experience significant traffic impacts associated with the MGM Springfield.⁹ GPI's letter states that "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 Town relies on this to suggest that TEC may have underestimated the traffic impact of MGM Springfield. However, it is important to note that MGM Springfield is not responsible for mitigating traffic impacts generated by other development projects that may occur due to the revitalization of downtown Springfield. Any future development that occurs will be required to mitigate its own traffic impacts.

Furthermore, TEC has not ignored that additional growth and development may occur in the surrounding area due to the revitalization of downtown Springfield. For example, although traffic volumes in the area have indicated a downward trend over the last 10 years as evidenced by MassDOT historic count data and Longmeadow Town Engineer's own statements (See Exhibit 32 of the Petition), TEC has projected traffic volumes to a 2024 design year condition using a 0.5 percent per year annual growth rate, representing a total growth of 5.6 percent on all roadways within the study area. Given the current saturation of the residential neighborhoods and limited potential for additional commercial or retail development within the Town, it is unlikely that the Town will realize such a growth rate. Therefore, the 2024 Build traffic volume projections included in MGM Springfield's DEIR likely represent a conservative (worse than actual) condition.

⁸ Draft Environmental Impact Report, EEA #15033, MGM Springfield; Epsilon Associates, Inc.; December 16, 2013.

⁹ Proposed MGM Development, Springfield, MA, Regional Traffic Impact Peer Review; Greenman-Pedersen, Inc.; December 20, 2013.



The Petition also notes that GPI's study concluded that the trip generation calculations included within MGM Springfield's DEIR should be at least 20 percent higher than presented in the study. It is important to clarify that GPI's statement relates only to the casino-related trips to the MGM Springfield site. GPI's peer review provides concurrence with the trip generation assumptions for the Armory Square retail, office, and residential components of the project. In addition, **GPI's peer review letter did not provide any materials or evidence to support this 20 percent increase in casino trips.** In a response letter dated December 26, 2013 (See **Attachment H**), TEC requested further substantiation by GPI with calculations and detailed descriptions of any applicable data used to estimate this 20 percent increase.¹⁰ To date, no such data has been provided to support this recommendation.

Within TEC's December 26, 2013 response letter to GPI's peer review, TEC notes the following regarding the trip generation estimate:

- **The MGM trip generation rates were endorsed by MassDOT staff following extensive review between August and October 2013.** MassDOT acknowledged that the downtown setting proposed by MGM offers a unique opportunity to reduce trip generation rates due to the potential for shared trips and the benefits of public transportation.
- GPI suggested that MGM Springfield is more comparable to Mohegan Sun and Foxwoods in Connecticut than to MGM Grand in Detroit, Michigan on the basis that it is geographically closer and has more similar competing opportunities. GPI discounts the applicability of MGM Detroit data by stating that Detroit is 3.8 times larger by land area and 1.5 times as dense. Detroit is the 11th highest metro area in the nation, while Springfield is the 65th. When applying the same comparison of MGM Springfield to Mohegan Sun and Foxwoods, it draws concern over the foundation of GPI's opinion. Mohegan Sun and Foxwoods do not rank on the list of the nation's highest metro areas because the populations of these communities are so small. In addition, the demographics of these areas are in no way comparable. The populations surrounding the Connecticut casinos are lower, the incomes are higher, and there is significantly less ethnic diversity in the areas surrounding Mohegan Sun and Foxwoods.
- GPI argues that because there are three other casinos (4 total) in the Detroit area, the trip rates may be lower than would be experienced in Springfield. However, as GPI states, the Detroit metro area has 6 times the population of Springfield, and therefore can accommodate 4 casinos to serve the larger population. Moreover, the GPI report does not appear to factor in the success of the MGM Grand Detroit facility and the related impact of using its already inflated visitation counts as the baseline for the MGM Springfield project. MGM's Detroit facility captures over 40% of the Detroit gaming market, already over 20% more than its 1/3 market share, i.e., for purposes of using it

¹⁰ Response to GPI Regional Traffic Impact Peer Review Memorandum, MGM Springfield Development; TEC, Inc.; December 26, 2013.



for Springfield projections, we believe the 20% of “conservatism” requested by GPI is already factored in.

- GPI opines that residents of the greater Springfield area regularly drive to Mohegan and Foxwoods and will likely drive to the MGM Springfield casino as patrons once open. TEC has not assigned a credit for those trips that are intercepted from Connecticut and kept in the Pioneer Valley. TEC applied a conservatively low transit credit for transit-related trips despite the fact that there are eight (8) bus lines that surround the MGM site. This will provide a considerable benefit for the employee population and a modest level of patron trips.
- GPI also states that the casino in Springfield is likely to draw more traffic than Connecticut casinos because people will drive to the movies, bowling, and restaurants for the sole purpose of traveling to these uses in Springfield, whereas they would not in Connecticut. This is precisely the reason why TEC calculated trips for these uses separately and assumed only a modest shared-trip credit between the casino and Armory Square. Therefore, we have accounted for this unique urban reality in our projections. In addition, many of the trips from the surrounding area are already present on the roadway network and will be shared with other downtown uses, for which we have not applied a credit. Further, GPI does not appear to factor in the very successful entertainment venues in the Connecticut gaming facilities, which we believe drive significant visitation that could match or exceed the visitation to the MGM Springfield non-gaming amenities. Mohegan Sun, for example, features a successful, regional destination-level 12,000 seat concert venue which is home to entertainment acts and a women’s professional basketball team.
- **GPI demonstrates in Table 4 of their peer review that TEC’s trip rate calculations are nearly identical to those from ConnDOT** (both are 0.34 per gaming position during the Friday PM and 0.34 versus 0.36 in Saturday midday). Therefore, GPI’s suggested 20% increase appears arbitrary, especially in the context of MGM Grand Detroit’s market share (as discussed above), and should be further substantiated with calculations and a detailed description of any assumptions based on recent and applicable data sources.

The Town notes that GPI recommended adjustments to TEC’s trip distribution percentages. The adjustments result in a 0.5 percent change in the total MGM Springfield trips along roadways under the jurisdiction of the Town (3.0 percent by TEC versus 3.5 percent by GPI). This equates to an additional 7 vehicle trips (roughly 4 entering and 3 exiting) on roadways in Longmeadow. This has a negligible impact to the capacity of the intersections.

Despite TEC’s disagreement with the 20 percent increase in trip generation suggested by GPI, GPI’s analysis indicates that only a total of 53 MGM-related trips (roughly 27 entering and 26 exiting) are expected to travel on roadways under the jurisdiction of the Town. This equates to less than one additional vehicle per



minute and represents less than a 1.7 percent increase in traffic volumes on Longmeadow Street (Route 5). This level of traffic increase is less than the seasonal variation in traffic on Route 5 and does not constitute a measurable impact.

The Town argues that based on GPI's peer review, more MGM vehicles will pass through Longmeadow than through any other community. However, the Town fails to recognize that the majority of these trips will be traveling on I-91, which is a state owned and operated roadway and is not under the jurisdiction of the Town. TEC has estimated that the MGM project's total trip distribution along I-91 at the Connecticut state line is approximately 20% of the total trips generated by the site. This equates to an increase of only 2.6% to 3.7% above the existing traffic volumes along I-91 in this area during the peak hours.

Based on GPI's review, only 3.5 percent of MGM's total trips will travel along infrastructure owned and operated by the Town, including the Route 5 corridor. In addition, only 0.6 percent (7 trips) of MGM's total trips represent cut-through traffic from other municipalities traveling through Longmeadow to access the MGM Springfield site. The remaining trips through Longmeadow to/from MGM Springfield will be from residents of the Town. **Therefore, the Town will be considerably less impacted than the neighboring communities of Agawam, West Springfield, and Chicopee that will see considerably higher cut-through trips from other municipalities passing through their communities.**

Intersection Operations

The Petition makes several references to a study completed by Vanasse Hangen Brustlin, Inc. (VHB) in 2011, which utilized traffic counts collected in 2002 and 2009 as the basis for its evaluation of traffic operations along the Longmeadow Street (Route 5) corridor. This study is out of date and based on traffic volumes that do not represent current conditions, as evidenced by the Town Engineer's own statement that "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."¹¹ As such, traffic operations analysis within VHB's study does not reflect current operating conditions, which have improved due to reductions in traffic volumes over the last several years.

MassDOT's guidelines for the preparation of a traffic studies require traffic volume counts used for traffic analysis in planning and design efforts to be no more than three years old and preferably less than two years old. The volumes collected for VHB's study are 4 to 11 years old, and therefore are not suitable for planning and design purposes.

The traffic volumes utilized within the DEIR prepared for the MGM Springfield were collected in 2012 and 2013, and are more reflective of current traffic conditions than the VHB data. MassDOT and GPI both provided concurrence with the methodology used to collect this data

¹¹ RE: MGM Casino DEIR; Yem Lipp, P.E., Town Engineer, Town of Longmeadow, MA to Stephen Crane, Town Manager, Town of Longmeadow; Dated December 30, 2013.



and the results of the Traffic Impact and Access Study included within the MGM Springfield DEIR. Despite historic trends acknowledged by the Town's Engineer and evidence by MassDOT count data of decreasing traffic volumes along Route 5 over the last 8 years, the volumes utilized in the DEIR were projected to 2024 conditions using a 0.5 percent per year growth rate. Therefore, the results of the capacity and queue analysis contained within the DEIR are likely to represent a conservative (worse than expected) condition.

The Town's Petition notes that VHB's study showed that the intersection of Longmeadow Street (Route 5) / Forest Glen Road / Western Drive operates at level-of-service (LOS) D during the weekday morning peak hour and LOS C during the weekday evening peak hours based on counts collected in 2009 or earlier. The MGM Springfield DEIR, which is based on current traffic counts, indicates that this intersection is anticipated to operate at overall LOS C or better during the peak hours under 2024 Build conditions, which includes traffic generated by MGM Springfield and a conservative (higher than anticipated) growth rate of 0.5 percent per year (See **Attachment I**). Generally, a LOS D or better is considered acceptable when considering overall intersection operations and a LOS C is desirable. Although LOS A or B represents good operating conditions, it may also be an indication of overdesign of infrastructure and the creation of excess pavement to accommodate traffic volumes. **Therefore, the intersection of Longmeadow Street (Route 5) / Forest Glen Road / Western Drive is anticipated to operate at optimal conditions, balancing traffic flow with pavement area, under 2024 conditions with the proposed MGM Springfield traffic. This is not representative of an adverse traffic condition.**

The Petition claims that VHB's outdated study indicates a LOS F on the northbound approach on Longmeadow Street (Route 5), but does not indicate at which intersection this is occurring. The MGM Springfield DEIR indicates that all movements on Longmeadow Street (Route 5) at the intersections of Converse Street and Western Drive / Forest Glenn Road are anticipated to operate acceptable levels of service (LOS D or better) under 2024 Build conditions with the proposed MGM Springfield traffic. **The additional traffic generated by the MGM Springfield is not expected to increase delay on any movement through these intersections by more than two seconds per vehicle.**

The Petition makes further statements that there is an LOS D on the Converse Street westbound approach to Longmeadow Street (Route 5) and the Converse Street westbound approach to Laurel Street and the intersection of Converse Street / Laurel Street operates at LOS C as the basis for recommending the Town be granted surrounding community designation by MGM Springfield. First, LOS D or better is typically considered acceptable and LOS C is desirable for overall intersection operations. In addition, the traffic volumes used as the basis for this analysis are outdated and do not represent current traffic conditions. **The updated traffic counts included within the MGM Springfield DEIR indicate the Converse Street westbound approach to Longmeadow Street (Route 5) will operate at LOS C under 2024 Build conditions with MGM Springfield traffic. This level of operation does not indicate a traffic operating condition warranting improvements or mitigation. Furthermore, the additional traffic generated by the MGM Springfield**



is not expected to increase delay on any movement through these intersections by more than one second per vehicle.

The Petition identifies capacity issues along the Route 5 corridor during the weekday morning peak hours. The MGM Springfield development will not be contributing a noticeable level of traffic to the area roadways during the morning peak hours. The scope of the DEIR, as identified by MEPA and MassDOT, appropriately identified analysis conditions only during the weekday evening and Saturday peak periods. **Any suggested impacts during the weekday morning period are not founded in data and are unreasonable.**

Proposed Mitigation

The Town's Petition quotes a statement by GPI that "Longmeadow is uniquely impacted by longstanding bottlenecks along I-91 around the Longmeadow Curve." This statement clearly indicates that there are existing capacity constraints on I-91, which require improvements. In fact, MassDOT has recognized the need for improvements along the I-91 Corridor and is currently undergoing a study to develop improvement measures to address these existing deficiencies.

Further demonstrating the existing need for infrastructure improvements within the Town, the Town has applied to MassDOT for funding for improvements at the Longmeadow Street / Forest Glen Road, Longmeadow Street / Converse Street, Columbus Avenue / Forest Glen Road, and Converse Street / Laurel Street. Within a January 9, 2014 letter to the Town Select Board, MassDOT states that "*there is a demonstrated need for improvements, especially at the Longmeadow St./Forest Glen Road intersection at the Springfield city line*", and goes on to state "*the Highway Division further acknowledges that 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.*" These statements by MassDOT clearly indicate that the infrastructure deficiencies to which Longmeadow refers in its Petition are existing transportation deficiencies and not in any way due to additional traffic generated by the MGM Springfield development. GPI's peer review indicated, and the Town's 's Petition concurred, that the MGM Springfield development will result in an increase of 53 vehicle trips through the Longmeadow Street / Forest Glen Road intersection, which will be the most likely intersection to be impacted within the Town. Lesser increases in traffic volumes would be expected through other intersections as this traffic disperses throughout the Town. **This level of volume increase represents less than one additional vehicle per minute through the intersection during the peak hour and is less than a 1.7 percent increase in volumes through the intersection.**

MassDOT's January 9, 2014 to the Town also indicates that "Our reservation in advancing the requested project 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 advance by the town for the adjacent intersections." In other words, improvements along the I-91 corridor by MassDOT may eliminate the need for



infrastructure improvements along the Longmeadow Street (Route 5) corridor. Furthermore, it would be inappropriate for further study by the Town and MGM because the potential alternatives for a regional-scale improvement to the Longmeadow Curve are being pursued by MassDOT.

The Town's Petition notes that GPI has recommended in their peer review letter that the Town seek funds to upgrade signal equipment at the intersections of Longmeadow Street / Converse Street, Longmeadow Street / Forest Glen Road, and Converse Street / Laurel Street. Longmeadow implies that GPI has suggested that MGM should fully fund these signal equipment upgrades. However, as documented within GPI's peer review, VHB's 2011 traffic study, and statements from the Longmeadow Town Engineer, there are existing deficiencies at these intersections that necessitate these improvements. MGM will contribute only 1.7 percent of the trips through these intersections and therefore, should not be responsible for fully funding these improvements.

Parsons-Brinckerhoff (PB) has provided the Town with a list of infrastructure improvements within the Town that PB feels is necessary to accommodate traffic conditions and future growth within the area. The Town erroneously refers to these improvements as "mitigation measures" multiple times within the Petition. To be categorized as a "mitigation measure", an improvement must be necessary to mitigate the direct impacts of a particular development. The improvements recommended by PB are recommended to addressing existing infrastructure deficiencies, not to mitigate the impacts of the MGM Springfield development. **As evidenced by TEC's traffic impact analysis and GPI's peer review, the intersections within the Town will experience very minimal impacts equating to delay increases of less than two seconds per vehicle during the peak hours through the study area intersections.** PB's list of suggested improvement measures is excessive in comparison to the mitigation measures recommended by GPI in its peer review letter, and PB has not provided evidence to support a need for these improvements as mitigation for the MGM Springfield development.

Furthermore, PB has not provided any information or analysis to substantiate the list of improvement measures that PB has proposed, nor has PB provided any calculations to substantiate the cost estimates associated with each of these measures.

Conclusions

The responses documented in this letter are data-driven and quantitatively show that the MGM Springfield project will have an *insignificant* traffic impact within the Town. The TEC analysis, even while considering the higher rates proposed by GPI, shows that there will be *no change in level of service* at the gateway intersections within the Town and the *average increase in intersection delay along Route 5 will be less than two (2) seconds per vehicle*, which will be unnoticeable to the area motorists. If a similar level of traffic was being introduced for any other type of development project in the South End of Springfield or along Route 5 in Longmeadow, this level of impact would not normally require physical mitigation. The current



Seth N. Stratton, Esq.
TEC Response to Town of Longmeadow
Petition for Surrounding Community Designation
January 23, 2014
Page 15 of 15

highway-related congestion at the I-91 lane drop is being studied by MassDOT and is expected to be addressed as part of a future regional-scale, publically-funded improvement project. Based on the tertiary impacts identified within the Town, TEC concludes that the Town will not experience any significant and adverse impact to its transportation infrastructure.

Should you have any questions or need any supplemental information or analysis, please do not hesitate to contact me or Rebecca Brown at (978) 794-1792. Thank you for your consideration.

Sincerely,
TEC, Inc.



Kevin R. Dandrade, PE, PTOE
Principal / Senior Project Manager

cc: Michael Mathis - MGM Resorts International
A. Hunter Clayton - MGM Resorts Development, LLC
Chuck Irving - Davenport Companies

Attachments:

- A – Correspondence with Town of Longmeadow
- B – Longmeadow, MA Locus Map
- C – I-91 & Route 5 Travel Time Data
- D – MGM-Related Trip Increase Potential in Longmeadow, MA (extracted from TEC's DEIR analysis)
- E – Impact of the Big E on Interstate Crashes (by PVPC)
- F – Comparison of MGM Daily Visitation to Big E
- G – Crash Rate Worksheet for Longmeadow Street (Route 5) / Converse Street
- H – TEC Response to GPI Peer Review dated December 26, 2013
- I – LOS Summary Table from MGM Springfield DEI



Attachment A

Correspondence with Town of Longmeadow

T R A N S M I T T A L

3 Clock Tower Place, Suite 250
Maynard, MA 01754-0700
Phone: 978/897-7100
Fax: 978/897-0099



Date: 12.20.2013

To: Steven Crane
Town of Longmeadow
20 Williams Street
Longmeadow, MA 01106

From: Corinne Snowdon
Production Coordinator

RE: MGM Springfield DEIR EEA#15033

Urgent For Review Please Comment Please Reply For Your Use

◆ **Comments:**

Please find enclosed a copy of the MGM Springfield DEIR

Rebecca Brown

From: Stephen Crane <scrane@longmeadow.org>
Sent: Wednesday, November 27, 2013 4:18 PM
To: Chuck Irving
Cc: Rebecca Brown; Kevin Dandrade; Roux, Gary; DeGray, Jason; Brennan, Tim; Clayton, Alexander Hunter; Mathis, Michael; Brandon H. Moss
Subject: Re: TEC Slides from PVPC Meeting

Here it is. Have a good Thanksgiving!

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

On Wed, Nov 27, 2013 at 2:13 PM, Chuck Irving <cirving@dnpt.net> wrote:
Stephen

Likewise, we are awaiting the traffic counts requested yesterday. Will to be sending them along this afternoon ?
Thanks

Chuck

Sent from my iPhone

On Nov 27, 2013, at 2:08 PM, Rebecca Brown <RBrown@theengineeringcorp.com> wrote:

Stephen,

We are in the process of getting these files uploaded onto PVPC's FTP site where you will be able to download them. I can shoot you an email with a link as soon as they are finished loading.

Thank you.

Rebecca L. Brown, PE, PTOE

Senior Traffic Engineer

<image001.png>

[978-794-1792](tel:978-794-1792) OFFICE

<image002.png> <image003.png>

From: Stephen Crane [<mailto:scrane@longmeadow.org>]
Sent: Wednesday, November 27, 2013 2:07 PM
To: Kevin Dandrade
Cc: Roux, Gary; Chuck Irving; DeGray, Jason; Brennan, Tim; Rebecca Brown; Clayton, Alexander Hunter; Mathis, Michael; Brandon H. Moss
Subject: Re: TEC Slides from PVPC Meeting

Hey Kevin. Noon has come and gone. Please advise on the status. Thanks.

Stephen Crane

Town Manager

Town of Longmeadow

[\(413\) 565-4110](tel:4135654110)

On Mon, Nov 25, 2013 at 10:45 AM, Kevin Dandrade <KDandrade@theengineeringcorp.com> wrote:

Gary / Stephen,

We are still working on some text and charts for our pending DEIR submittal. We should be in a better position to provide a draft DEIR chapter for your initial review by FTP (or Fedex-ed CD) by midday on Wednesday. I hope this will assist you in reviewing our analysis and approach to the projected traffic impacts within Longmeadow. There may be minor refinements as we prepare the formal submittal to MEPA.

Thank you for your patience.

-Kevin

Kevin R. Dandrade, PE, PTOE
Principal / Senior Project Manager
TEC, Inc.
Office: [978\) 794-1792](tel:9787941792) x145

Mobile: [\(603\) 361-2312](tel:6033612312)
www.theengineeringcorp.com "Roux, Gary" wrote:

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

60 Congress Street

Springfield, MA 01104-3419

[\(413\) 781-6045](tel:4137816045)

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](tel:4135654110)

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](tel:9787941792)

<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](tel:(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](tel:(978)794-1792x145)
Mobile: [\(603\) 361-2312](tel:(603)361-2312)
www.theengineeringcorp.com

Kevin R. Dandrade, PE, PTOE

Principal/ Senior Project Manager

[978-794-1792](tel:978-794-1792)

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

-

Total Control Panel

[Login](#)

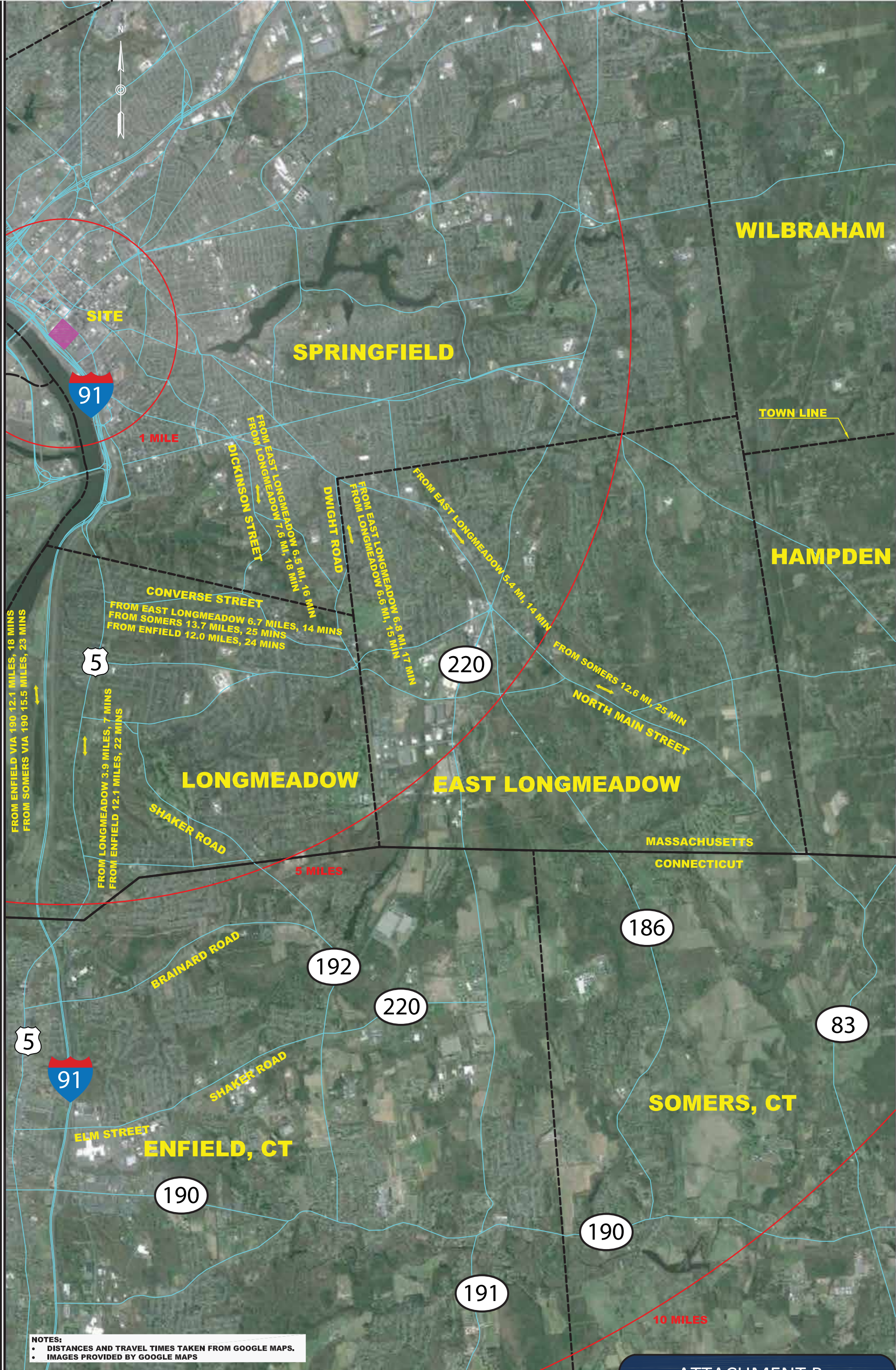
To: rbrown@theengineeringcorp.com [Remove](#) this sender from my allow list

From: scrane@longmeadow.org

You received this message because the sender is on your allow list.

Attachment B

Longmeadow, MA Locus Map



SITE

SPRINGFIELD

WILBRAHAM

91

1 MILE

DICKINSON STREET
FROM EAST LONGMEADOW 7.6 MI, 18 MIN
FROM LONGMEADOW 6.5 MI, 16 MIN

DWIGHT ROAD
FROM EAST LONGMEADOW 6.8 MI, 17 MIN
FROM LONGMEADOW 6.6 MI, 15 MIN

FROM EAST LONGMEADOW 5.4 MI, 14 MIN

TOWN LINE

HAMPDEN

CONVERSE STREET

FROM EAST LONGMEADOW 6.7 MILES, 14 MINS
FROM SOMERS 13.7 MILES, 25 MINS
FROM ENFIELD 12.0 MILES, 24 MINS

5

220

FROM SOMERS 12.6 MI, 25 MIN
NORTH MAIN STREET

LONGMEADOW

EAST LONGMEADOW

MASSACHUSETTS
CONNECTICUT

FROM LONGMEADOW 3.9 MILES, 7 MINS
FROM ENFIELD 12.1 MILES, 22 MINS

SHAKER ROAD

5 MILES

186

BRAINARD ROAD

192

220

83

SOMERS, CT

5

91

SHAKER ROAD

ELM STREET

ENFIELD, CT

190

190

191

10 MILES

NOTES:
 • DISTANCES AND TRAVEL TIMES TAKEN FROM GOOGLE MAPS.
 • IMAGES PROVIDED BY GOOGLE MAPS

ATTACHMENT B

Longmeadow, MA Locus Map
January 16, 2014



S:\PROJECTS\2014\Longmeadow\GIS\Map\Longmeadow_Map_1/23/2014_10:18:32 AM

Attachment C

I-91 & Route 5 Travel Time Data

Longmeadow Northbound Travel Time Summary

Data provided to TEC, Inc. by Innovative Data LLC

Time Period: 1/17/2014, 5:00 to 7:00 PM

<u>Team/Run #</u>	<u>I-91 N</u>	<u>Team/Run #</u>	<u>Route 5 N</u>
1-1	13:40	3-1	20:03
1-2	17:00	3-2	21:42
1-3	14:20	3-3	19:03
1-4	16:25	3-4	17:17
1-5	11:10	4-1	20:43
2-1	13:17	4-2	22:18
2-2	22:37	4-3	19:38
2-3	20:10	4-4	18:11
2-4	17:00		
Average	16:11	Average	19:51

Note: Data was collected for each northbound route with common start and end points from the Brainard Rd Bridge on I-91 in Enfield, CT to the Rt. 83 underpass at Exit 2 in Springfield. Entries are provided in minutes/seconds.

1/17/14 5-7p Route 91 **Team 1** - Remained in right lane entire time on I-91



Marker	NB trip <u>1</u>	NB trip <u>2</u>	NB trip <u>3</u>	NB trip <u>4</u>	NB trip <u>5</u>
E - After turning onto Bliss St in Springfield, ma	16:15	19:15	17:30	19:15	14:00
D - Passing over Main Street near exit 5(north)/Exit 4 (South) in Springfield	14:55	18:01	16:07	18:00	12:25
C - Passing under Rt 83 (exit 2) on/off ramps in Springfield	13:40	17:00	14:20	16:25	11:10
B - Brainard Rd Overpass in Enfield, CT	1:15	3:50	2:48	2:30	1:05
A - Begin @ Exit 48 onto Route 91	Began @ 5:00p	Began @ 5:30p	Began @ 6:01p	Began @ 6:30p	Began @ 6:59p

1/17/14 5-7p

Team 2) Right lane Left lane

Center lane

Variety of lanes

Route 91



Marker	NB trip 1	NB trip 2	NB trip 3	NB trip 4	NB trip _
E - After turning onto Bliss St in Springfield, ma	16:14	25:27	22:49	19:41	
D - Passing over Main Street near exit 5(north)/Exit 4 (South) in Springfield	14:33	23:55	21:39	18:18	
C - Passing under Rt 83 (exit 2) on/off ramps in Springfield	13:17	22:37	20:10	17:00	
B - Brainard Rd Overpass in Enfield, CT	1:15	3:47	2:50	2:01	
A - Begin @ Exit 48 onto Route 91	Began @ 5p	Began @ 5:29p	Began @ 6:06p	Began @ 6:37p	

1/17/14 5-7p Team 3 Route 5



Marker	NB trip <u>1</u>	NB trip <u>2</u>	NB trip <u>3</u>	NB trip <u>4</u>	NB trip <u> </u>
H - After turning onto Bliss St in Springfield, MA	23:15	24:08	21:54	20:29	
G - Passing over Main St. near exit 5 (north)/Exit 4(South) in Springfield	21:59	22:54	20:24	19:12	
F - Passing under the Route 83 (exit 2) on/off ramps in Springfield	20:03	21:42	19:03	17:17	
E - Passing by Converse St on Rt 5 in Longmeadow	16:57	19:16	17:00	15:42	
D - Passing by Bliss Rd on Route 5 in Longmeadow	11:51	15:07	12:26	11:21	
C - Passing by Williams St on Route 5 in Longmeadow	8:39	14:00	11:20	9:16	
B - Brainard Road Overpass in Enfield, CT	1:17	3:26	2:45	1:30	
A - Begin at Exit 48 NB on 91	Began @ 5p	Began @ 5:36p	Began @ 6:10p	Began @ 6:43p	

1/17/14 5-7p

(Team 4) - Route 5



Marker	NB trip <u>1</u>	NB trip <u>2</u>	NB trip <u>3</u>	NB trip <u>4</u>	NB trip <u> </u>
H - After turning onto Bliss St in Springfield, MA	23:09	24:10	21:56	20:59	
G - Passing over Main St. near exit 5 (north)/Exit 4(South) in Springfield	21:48	22:54	20:23	19:17	
F - Passing under the Route 83 (exit 2) on/off ramps in Springfield	20:43	22:18	19:38	18:11	
E - Passing by Converse St on Rt 5 in Longmeadow	17:00	19:16	17:02	15:38	
D - Passing by Bliss Rd on Route 5 in Longmeadow	11:58	15:09	12:21	11:12	
C - Passing by Williams St on Route 5 in Longmeadow	9:05	14:02	11:21	9:43	
B - Brainard Road Overpass in Enfield, CT	1:20	3:42	2:47	1:43	
A - Begin at Exit 48 NB on 91	Began @ 5:00p	Began @ 5:36p	Began @ 6:10p	Began @ 6:40p	

Attachment D

MGM-Related Trip Increase Potential in Longmeadow, MA
(Extracted from TEC's DEIR analysis)

ATTACHMENT D
MGM-Related Trip Increase Potential in Longmeadow, MA

Project: T0454 - MGM Resort Development - Springfield, Massachusetts
 Date: January 15, 2014
 Analyst: TEC, Inc. / Rebecca Brown, P.E., PTOE

Community	Population	Percentage of MGM Springfield Trips from Municipality					MGM Springfield Friday Evening Peak Hour Trips
		Casino / Hotel Patron	Casino / Hotel Employee	Armory Retail	Residential*	Total	
Longmeadow	15,780	1.19%	3.80%	3.92%	2.30%	2.5%	33
<i>E. Longmeadow</i>	<i>15,720</i>	<i>1.18%</i>	<i>3.13%</i>	<i>2.93%</i>	<i>7.60%</i>	<i>0.6%</i>	<i>7</i>
<i>E. Windsor, CT</i>	<i>11,160</i>	<i>0.18%</i>	<i>NA</i>	<i>0.14%</i>	<i>NA</i>	<i>0.1%</i>	<i>1</i>
<i>Ellington, CT</i>	<i>15,600</i>	<i>0.32%</i>	<i>NA</i>	<i>0.19%</i>	<i>NA</i>	<i>0.2%</i>	<i>2</i>
<i>Enfield, CT</i>	<i>44,650</i>	<i>0.70%</i>	<i>1.19%</i>	<i>11.09%</i>	<i>2.90%</i>	<i>4.6%</i>	<i>60</i>
<i>Somers, CT</i>	<i>11,450</i>	<i>0.23%</i>	<i>NA</i>	<i>1.42%</i>	<i>NA</i>	<i>0.1%</i>	<i>1</i>
<i>Stafford, CT</i>	<i>12,090</i>	<i>0.25%</i>	<i>NA</i>	<i>0.75%</i>	<i>NA</i>	<i>0.1%</i>	<i>2</i>
<i>Tolland, CT</i>	<i>15,050</i>	<i>0.31%</i>	<i>NA</i>	<i>0.09%</i>	<i>NA</i>	<i>0.1%</i>	<i>2</i>
Total Cut-Through Potential**						5.8%	75
Total Estimated Cut-Through (10% of trips from potential communities)						0.6%	7
Total MGM-Related Trips on Longmeadow Roadways						3.1%	40

**Percentages taken from GPI's estimate as these are more conservative (higher)*

**Total cut-through potential represents 100% of traffic from communities listed using Longmeadow roadways. Actual routine cut-through is estimated at 10% for each of communities listed. Therefore, 0.6 percent of MGM-related trips (8 trips) are estimated to cut-through Longmeadow on local roadways.

Source: Population information obtained from US Census 2010. Trip distribution percentages obtained from traffic gravity models prepared by TEC, Inc. as part of the Draft Environmental Impact Report dated December 16, 2013 for the MGM Springfield project.

Attachment E

The Impact of the Big E on Interstate Crashes (by PVPC)

The Impact of the Big E on Interstate Crashes

The City of Springfield approached the Pioneer Valley Planning Commission with an inquiry about crashes occurring on the Interstate I-91 in Springfield during the annual Eastern States Exposition (Big E), hosted by the adjacent Town of West Springfield. Historically, the arterial roads leading to the Big E Fair grounds and connecting the two communities have experienced congestion during the 17 day fair especially on weekends. Special event traffic management systems have been put in place to manage the influx of traffic. In addition to traffic police controlling approaches to the event site, there are incentives offered to visitors for choosing travel alternatives other than personal vehicles to access the site. Satellite parking as far as the Holyoke Mall is serviced by frequent bus shuttles. A local bus route also connects the two communities.

The following is an analysis of crash data on I-91 in Springfield which obtained from the Massachusetts Department of Transportation for a three year time period from 2007 to 2009. Crashes occurring on dates during the Big E were identified. Online records showed that the Big E was held from September 14 to 30 in 2007, from September 12 to 28 in 2008, and from September 18 to October 4 in 2009.

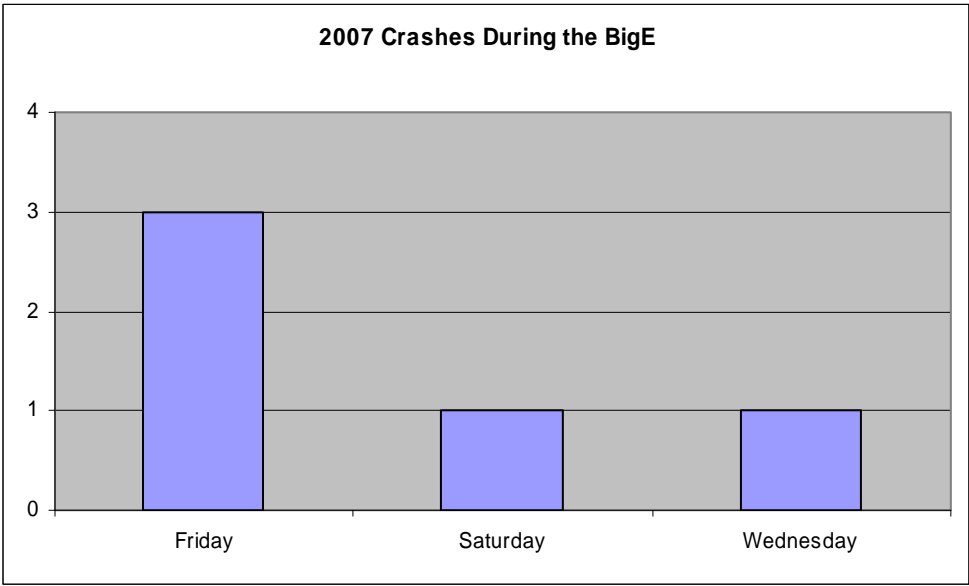
There were a total of 182 crashes on I-91 in 2007, which is equal to 0.5 crashes per day. Five crashes happened during the Big E. Since the Big E goes on for 17 days, there were an average of 0.29 crashes per day during the Big E.

In 2008, 172 crashes occurred on I-91, or 0.47 crashes per day. During the Big E there were 8 crashes or 0.47 crashes per day. This data shows that the Big E didn't have any effect on the number of crashes happening on the I-91.

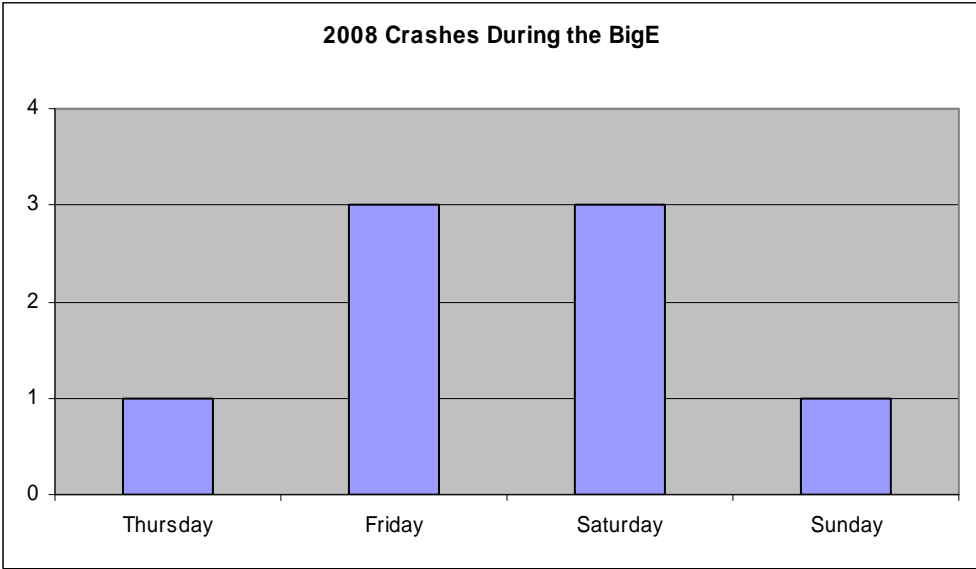
In 2009, 224 crashes occurred on the I-91, or 0.61 crashes per day. During the Big E 13 crashes happened or 0.76 crashes per day. This data indicates that there was a slight increase in crashes on I-91 during the Big E in 2009.

	Whole Year			During the BigE			
	Crashes on 91	Days/Crash	Crash/Day	Crashes on I91	Days/Crash	Crash/Day	Percent of crashes during Big E
Number of crashes in 2007	182	2.01	0.50	5	3.4	0.29	3%
Number of crashes in 2008	172	2.12	0.47	8	2.13	0.47	5%
Number of crashes in 2009	224	1.63	0.61	13	1.31	0.76	6%

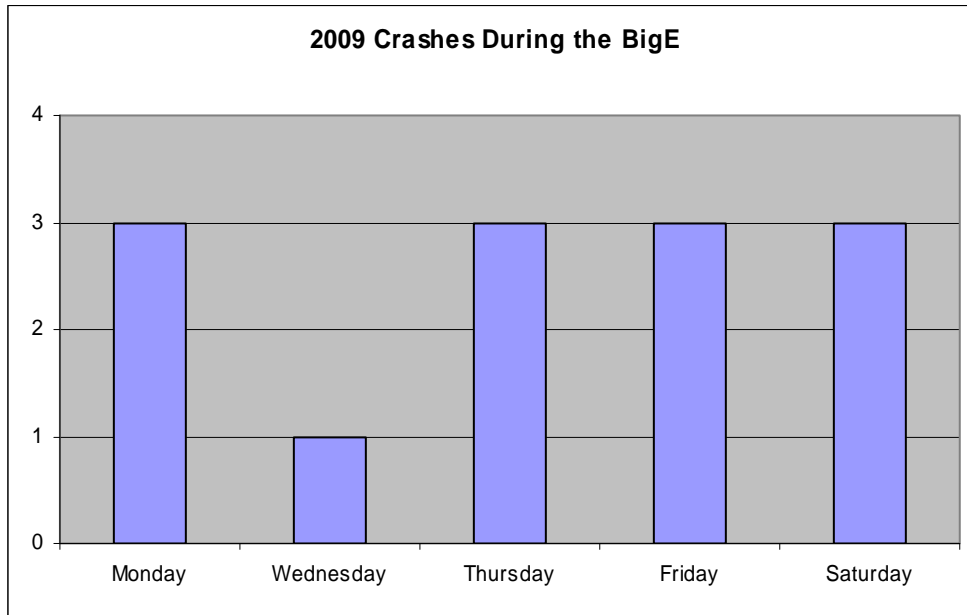
Days/crash indicates that a crash would happen every 2.01 days in 2007, every 2.12 days in 2008 and every 1.63 days in 2009. The Percent of Crashes during the Big E represents the number of crashes that happened during the Big E compared to the total number of crashes that occurred that year.



This graph shows that in 2007 most crashes during the Big E happened on Fridays.



This graph shows that in 2008 most crashes during the Big E happened either on Friday or on Saturday.



This graph shows that in 2009 crashes during the Big E happened on various days of the week.

Crash Severity

Fatal injury	1	4%
Non-fatal injury	9	35%
Not Reported	1	4%
Property damage only (none injured)	15	58%
Grand Total	26	100%

Almost two thirds of the crashes involved property damage only. There was one fatality in the Southbound direction at Exit 4 resulting from a single vehicle colliding with guardrail on a Friday midday.

Manner of Collision

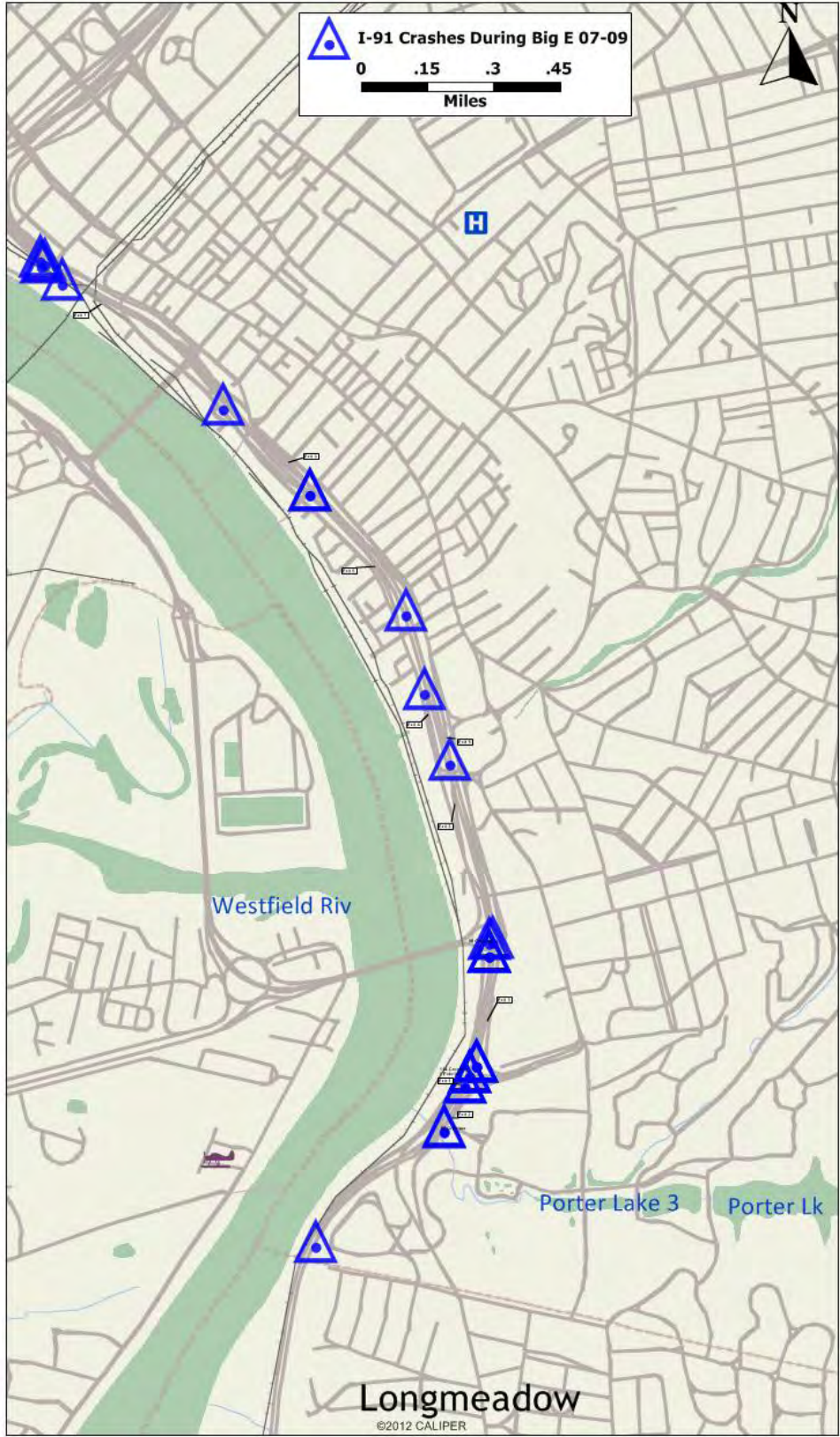
Angle	2	8%
Rear-end	6	23%
Sideswipe, same direction	9	35%
Single vehicle crash	9	35%
Grand Total	26	100%

Crash Location: Exit Number and Direction

0 S	1	4%
1 S	3	12%
2 N	2	8%
3 N	8	31%
3 S	2	8%
4 S	1	4%
5 N	2	8%
6 N	2	8%
6 S	1	4%
7 S	3	12%
8 N	1	4%
Grand Total	26	100%

A third of crashes occurred in the vicinity of Exit 3 Northbound and the South End Bridge.

In conclusion, the available crash data does not show a relation between traffic congestion caused by the special event of the Big E and an increase of crashes on I-91. This may be due to local streets suffering most of the congestion compared to the interstate. It is note worthy to mention that there is anecdotal evidence from state police that indicates that traffic often backs up past Exit 6 on I-91 from vehicles trying to access and leave Memorial Bridge.



Attachment F

Comparison of MGM Daily Visitation to Big E

Big E Visitation Summary

2013 Stats

13-Sep Fri	69,851
14-Sep	107,997
15-Sep	86,582
16-Sep Mon	47,536
17-Sep	46,654
18-Sep	66,072
19-Sep	64,983
20-Sep Fri	96,417
21-Sep	150,407
22-Sep	99,302
23-Sep Mon	66,128
24-Sep	65,211
25-Sep	83,669
26-Sep	82,875
27-Sep Fri	82,240
28-Sep	160,872
29-Sep	105,121
	1,481,917

Average Weekend Peak (Fri-Sun)	106,532
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Average Weekday Peak (Mon-Thurs)	65,391
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(assumes employees are separate)

MGM Visitation Summary

(from MGM memo Nov. 2012)

Weekly Visitation 155,808 (projected patrons to casino only - no employees included)

Average % (Fri-Sun)	17.1%	Average Weekend Peak (Fri-Sun)	26,643
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Average % (Mon-Thurs)	12.2%	Average Weekday Peak (Mon-Thurs)	19,009
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[Eastern States Exposition](#)[The Big E](#)[Storowton Village](#)[ESE Foundation](#)



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[ESE Horse Show](#)

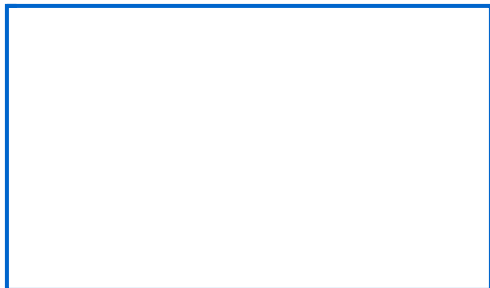
[General Info](#)

The Big E

Sept. 12-28, 2014

Only 238 days 18 hours 48 minutes

Until The Big E - Sept 12 - 28, 2014



GENERAL INFO



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Big E Attendance 2013

Total Attendance

****1,481,917**

Sunday, Sept. 29	105,121
Saturday, Sept. 28	**160,872
Friday, Sept. 27	82,240
Thursday, Sept. 26	**82,875
Wednesday, Sept. 25	83,669
Tuesday, Sept. 24	65,211

Monday, Sept. 23	66,128
Sunday, Sept. 22	99,302
Saturday, Sept. 21	150,407
Friday, Sept. 20	**96,417
Thursday, Sept. 19	64,983
Wednesday, Sept. 18	66,072
Tuesday, Sept. 17	46,654
Monday, Sept. 16	47,536
Sunday, Sept. 15	86,582
Saturday, Sept. 14	107,997
Friday, Sept. 13	**69,851

**Denotes record attendance for that day.

Last year's (2012) total Fair attendance was a record 1,365,896

JOIN THE BIG E MAILING LIST

GO

West Springfield, MA
Last Update
12:53 PM EST
Overcast
39°F
N 3 MPH
CURRENT CONDITIONS





**MGM Springfield
Visitation Analysis
Performed for use in Traffic Study**

Generated by:
Jacob Oberman
Director of Global Gaming Development
MGM Resorts International

November 2012

MGM Springfield
Summary Visitors/Employees & Vehicles
By Day of Average Week

Total Arrivals - Average Week

of Visitors/Employees

	Visitors	Employees	Total
Drivers (Car)	67,318	8,019	75,337
Passenger (Car)	67,318	0	67,318
Walk or Public Bus	3,258	2,193	5,451
Taxi	2,790	0	2,790
Charter Bus	14,798	0	14,798
Rail	326	0	326
Total Visitors/Employees	155,808	10,212	166,020

of Vehicles

	Visitors	Employees	Total
Cars	67,318	8,019	75,337
Taxi	2,790	0	2,790
Charter Bus	493	0	493
Total Vehicles	70,601	8,019	78,621

of Vehicles by Day of Week

	Visitors	Employees	Total
Monday	12.0%	13.0%	12.1%
Tuesday	11.5%	13.0%	11.7%
Wednesday	12.0%	13.0%	12.1%
Thursday	12.9%	13.0%	12.9%
Friday	16.6%	16.0%	16.5%
Saturday	19.6%	19.0%	19.5%
Sunday	15.4%	13.0%	15.2%
Total Vehicles	100.0%	100.0%	100.0%

Note:

Visitors by day of average week based on MGM Detroit experience in 2011 adjusted for projected visitation to MGM Springfield.

Employees by day of week estimated based on counts necessary to meet visitor demand.

Assume first stabilized year of operations

MGM Springfield
Summary Estimated Visitors/Employees & Vehicles
By Hour by Day of Average Week

	Hourly % of Daily		# of Visitors / Employees		# of Vehicles / Employees		
	Visitors / Employees		by Hour		by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Monday	2:00	0.77%	0.00%	143	0	65	0
	3:00	0.60%	0.00%	112	0	51	0
	4:00	0.53%	0.00%	99	0	45	0
	5:00	0.62%	0.00%	115	0	52	0
	6:00	1.05%	0.00%	196	0	89	0
	7:00	1.24%	8.00%	232	106	105	83
	8:00	2.44%	16.00%	456	212	206	167
	9:00	3.86%	16.00%	721	212	327	167
	10:00	4.81%	0.00%	899	0	408	0
	11:00	5.61%	0.00%	1,049	0	475	0
	12:00	6.18%	0.00%	1,155	0	524	0
	13:00	5.98%	0.00%	1,118	0	507	0
	14:00	5.48%	0.00%	1,025	0	464	0
	15:00	5.94%	0.00%	1,111	0	503	0
	16:00	5.88%	11.25%	1,099	149	498	117
	17:00	5.39%	33.75%	1,007	448	457	352
	18:00	8.07%	0.00%	1,507	0	683	0
	19:00	11.06%	0.00%	2,066	0	936	0
	20:00	8.23%	0.00%	1,538	0	697	0
	21:00	5.86%	0.00%	1,095	0	496	0
	22:00	4.46%	0.00%	833	0	378	0
	23:00	2.99%	0.00%	558	0	253	0
	0:00	1.78%	0.00%	333	0	151	0
	1:00	1.15%	15.00%	216	199	98	156
	100.00%	100.00%	18,685	1,328	8,467	1,043	
Tuesday	2:00	0.92%	0.00%	165	0	75	0
	3:00	0.74%	0.00%	132	0	60	0
	4:00	0.60%	0.00%	108	0	49	0
	5:00	0.68%	0.00%	122	0	55	0
	6:00	1.35%	0.00%	242	0	110	0
	7:00	1.82%	8.00%	326	106	148	83
	8:00	3.41%	16.00%	613	212	278	167
	9:00	5.39%	16.00%	967	212	438	167
	10:00	5.00%	0.00%	898	0	407	0
	11:00	5.70%	0.00%	1,024	0	464	0
	12:00	6.24%	0.00%	1,121	0	508	0
	13:00	5.72%	0.00%	1,028	0	466	0
	14:00	5.61%	0.00%	1,008	0	457	0
	15:00	5.64%	0.00%	1,013	0	459	0
	16:00	6.51%	11.25%	1,169	149	530	117
	17:00	6.68%	33.75%	1,200	448	544	352
	18:00	7.21%	0.00%	1,294	0	586	0
	19:00	11.31%	0.00%	2,031	0	920	0
	20:00	6.77%	0.00%	1,216	0	551	0
	21:00	4.80%	0.00%	861	0	390	0
	22:00	4.01%	0.00%	720	0	326	0
	23:00	2.34%	0.00%	420	0	190	0
	0:00	1.02%	0.00%	184	0	83	0
	1:00	0.55%	15.00%	99	199	45	156
	100.00%	100.00%	17,959	1,328	8,138	1,043	

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Wednesday	2:00	1.00%	0.00%	186	0	84	0
	3:00	0.63%	0.00%	117	0	53	0
	4:00	0.59%	0.00%	111	0	50	0
	5:00	0.56%	0.00%	104	0	47	0
	6:00	1.02%	0.00%	190	0	86	0
	7:00	1.44%	8.00%	268	106	122	83
	8:00	2.65%	16.00%	495	212	224	167
	9:00	4.51%	16.00%	841	212	381	167
	10:00	5.60%	0.00%	1,044	0	473	0
	11:00	5.78%	0.00%	1,077	0	488	0
	12:00	6.37%	0.00%	1,188	0	538	0
	13:00	5.64%	0.00%	1,051	0	476	0
	14:00	5.09%	0.00%	949	0	430	0
	15:00	5.79%	0.00%	1,079	0	489	0
	16:00	6.17%	11.25%	1,151	149	521	117
	17:00	5.87%	33.75%	1,095	448	496	352
	18:00	7.69%	0.00%	1,435	0	650	0
	19:00	11.89%	0.00%	2,217	0	1,005	0
	20:00	7.20%	0.00%	1,342	0	608	0
	21:00	5.25%	0.00%	979	0	444	0
	22:00	4.16%	0.00%	776	0	352	0
	23:00	2.60%	0.00%	484	0	219	0
	0:00	1.38%	0.00%	258	0	117	0
	1:00	1.13%	15.00%	210	199	95	156
	100.00%	100.00%	18,648	1,328	8,450	1,043	
Thursday	2:00	1.09%	0.00%	218	0	99	0
	3:00	0.78%	0.00%	157	0	71	0
	4:00	0.56%	0.00%	112	0	51	0
	5:00	0.55%	0.00%	110	0	50	0
	6:00	1.14%	0.00%	230	0	104	0
	7:00	1.59%	8.00%	319	106	145	83
	8:00	2.58%	16.00%	518	212	235	167
	9:00	3.92%	16.00%	788	212	357	167
	10:00	4.73%	0.00%	951	0	431	0
	11:00	4.77%	0.00%	960	0	435	0
	12:00	5.62%	0.00%	1,130	0	512	0
	13:00	5.39%	0.00%	1,084	0	491	0
	14:00	5.06%	0.00%	1,018	0	461	0
	15:00	6.04%	0.00%	1,214	0	550	0
	16:00	6.24%	11.25%	1,255	149	569	117
	17:00	6.74%	33.75%	1,356	448	614	352
	18:00	7.35%	0.00%	1,477	0	669	0
	19:00	11.33%	0.00%	2,278	0	1,032	0
	20:00	7.83%	0.00%	1,575	0	714	0
	21:00	6.24%	0.00%	1,255	0	569	0
	22:00	4.86%	0.00%	978	0	443	0
	23:00	3.05%	0.00%	613	0	278	0
	0:00	1.25%	0.00%	252	0	114	0
	1:00	1.28%	15.00%	258	199	117	156
	100.00%	100.00%	20,107	1,328	9,111	1,043	

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Friday	2:00	1.95%	0.00%	505	0	229	0
	3:00	0.75%	0.00%	194	0	88	0
	4:00	0.55%	0.00%	142	0	64	0
	5:00	0.55%	0.00%	143	0	65	0
	6:00	0.86%	0.00%	222	0	101	0
	7:00	1.01%	7.00%	262	114	119	90
	8:00	2.20%	14.00%	569	229	258	180
	9:00	3.22%	14.00%	832	229	377	180
	10:00	3.00%	0.00%	776	0	352	0
	11:00	3.83%	0.00%	989	0	448	0
	12:00	4.35%	0.00%	1,126	0	510	0
	13:00	4.45%	0.00%	1,150	0	521	0
	14:00	4.73%	0.00%	1,224	0	555	0
	15:00	5.13%	0.00%	1,326	0	601	0
	16:00	6.18%	12.50%	1,598	204	724	160
	17:00	6.54%	37.50%	1,690	613	766	481
	18:00	6.98%	0.00%	1,805	0	818	0
	19:00	11.93%	0.00%	3,085	0	1,398	0
	20:00	9.63%	0.00%	2,490	0	1,128	0
	21:00	7.84%	0.00%	2,028	0	919	0
	22:00	7.02%	0.00%	1,817	0	823	0
	23:00	4.12%	0.00%	1,064	0	482	0
	0:00	1.15%	0.00%	298	0	135	0
	1:00	2.03%	15.00%	526	245	238	192
	100.00%	100.00%	25,864	1,634	11,720	1,283	
Saturday	2:00	1.92%	0.00%	586	0	265	0
	3:00	1.25%	0.00%	382	0	173	0
	4:00	1.03%	0.00%	315	0	143	0
	5:00	0.74%	0.00%	227	0	103	0
	6:00	1.03%	0.00%	313	0	142	0
	7:00	1.27%	7.00%	388	136	176	107
	8:00	2.48%	14.00%	756	272	343	213
	9:00	3.39%	14.00%	1,034	272	468	213
	10:00	2.51%	0.00%	767	0	348	0
	11:00	3.24%	0.00%	989	0	448	0
	12:00	3.82%	0.00%	1,167	0	529	0
	13:00	4.43%	0.00%	1,354	0	613	0
	14:00	5.09%	0.00%	1,555	0	704	0
	15:00	4.59%	0.00%	1,401	0	635	0
	16:00	6.15%	12.50%	1,880	243	852	190
	17:00	5.77%	37.50%	1,761	728	798	571
	18:00	6.75%	0.00%	2,062	0	934	0
	19:00	11.05%	0.00%	3,374	0	1,529	0
	20:00	9.89%	0.00%	3,022	0	1,369	0
	21:00	7.64%	0.00%	2,334	0	1,057	0
	22:00	7.14%	0.00%	2,179	0	988	0
	23:00	4.58%	0.00%	1,400	0	635	0
	0:00	2.57%	0.00%	785	0	356	0
	1:00	1.67%	15.00%	512	291	232	229
	100.00%	100.00%	30,542	1,940	13,839	1,524	

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Sunday							
	2:00	0.94%	0.00%	226	0	103	0
	3:00	2.22%	0.00%	533	0	242	0
	4:00	1.59%	0.00%	381	0	173	0
	5:00	1.44%	0.00%	346	0	157	0
	6:00	1.56%	0.00%	375	0	170	0
	7:00	1.69%	8.00%	406	106	184	83
	8:00	3.42%	16.00%	820	212	371	167
	9:00	5.64%	16.00%	1,354	212	614	167
	10:00	3.00%	0.00%	719	0	326	0
	11:00	4.40%	0.00%	1,056	0	479	0
	12:00	5.53%	0.00%	1,327	0	601	0
	13:00	5.81%	0.00%	1,395	0	632	0
	14:00	6.04%	0.00%	1,449	0	657	0
	15:00	5.47%	0.00%	1,312	0	594	0
	16:00	6.10%	11.25%	1,463	149	663	117
	17:00	4.87%	33.75%	1,168	448	529	352
	18:00	8.40%	0.00%	2,017	0	914	0
	19:00	8.92%	0.00%	2,141	0	970	0
	20:00	6.38%	0.00%	1,531	0	694	0
	21:00	4.49%	0.00%	1,077	0	488	0
	22:00	3.22%	0.00%	773	0	350	0
	23:00	2.14%	0.00%	514	0	233	0
	0:00	6.06%	0.00%	1,453	0	659	0
	1:00	0.69%	15.00%	167	199	75	156
		100.00%	100.00%	24,004	1,328	10,877	1,043
Total for Week				155,808	10,212	70,601	8,019

MGM Springfield
Estimated Visitation by Patron Segment and by County

# of Slots	3,100
# of Table Games (including poker)	100

Gaming Revenue by Patron Segment	% of Gaming Revenue
Local Market - 120 Minute Radius	90.77%
Traffic Intercept	2.33%
Tourist - Staying in Springfield	1.86%
Tourist - Staying @ MGM Springfield	5.05%
Gaming Win	100.00%

Local Market Gaming Revenue by County

County	State	% of Local Market Gaming Revenue
BARNSTABLE	MA	0.18%
BERKSHIRE	MA	2.32%
BRISTOL	MA	0.28%
DUKES	MA	0.03%
ESSEX	MA	0.67%
FRANKLIN	MA	1.35%
HAMPDEN	MA	34.82%
HAMPSHIRE	MA	6.67%
MIDDLESEX	MA	2.77%
NANTUCKET	MA	0.03%
NORFOLK	MA	0.85%
PLYMOUTH	MA	0.29%
SUFFOLK	MA	0.22%
WORCESTER	MA	4.43%
BRISTOL	RI	0.04%
KENT	RI	0.08%
NEWPORT	RI	0.08%
PROVIDENCE	RI	0.57%
WASHINGTON	RI	0.03%
FAIRFIELD	CT	6.31%
HARTFORD	CT	14.04%
LITCHFIELD	CT	2.00%
MIDDLESEX	CT	0.89%
NEW HAVEN	CT	4.99%
NEW LONDON	CT	0.34%
TOLLAND	CT	3.13%
WINDHAM	CT	0.30%
BELKNAP	NH	0.00%
CARROLL	NH	0.00%
CHESHIRE	NH	0.78%
COOS	NH	0.00%
GRAFTON	NH	0.00%
HILLSBOROUGH	NH	1.88%
MERRIMACK	NH	0.00%
ROCKINGHAM	NH	0.85%
STRAFFORD	NH	0.00%
SULLIVAN	NH	0.00%
ALBANY	NY	2.17%
COLUMBIA	NY	0.95%
DUTCHESS	NY	1.26%
ESSEX	NY	0.00%
GREENE	NY	0.32%
RENSSELAER	NY	1.76%
SARATOGA	NY	0.21%
SCHENECTADY	NY	1.32%
WARREN	NY	0.00%
WASHINGTON	NY	0.00%
BENNINGTON	VT	0.21%
WINDHAM	VT	0.59%
Total		100.00%

(1)

MGM Springfield
Visitor Reconciliation w/MGM Detroit

	Visitation
MGM Detroit (2011)	9,388,945 *
MGM Springfield visitation	Estimated @ 80% to 95% of MGM Detroit levels

Note:

*Adjusted Detroit footfall estimates down to reflect some double-counting of visitors

Detroit Property Description

	MGM Grand Detroit
Location	Detroit, MI
Opening Date	Temp. - Jul 99 Perm. - Oct 07
Investment ^[1]	Temp. - \$230MM Perm. - \$800MM
Gaming Devices:	
Slots	4,026
Tables	95
Hotel Rooms	400
Restaurants	6
Retail Outlets	1
Meeting Space (SF)	30,000
Entertainment Venues	0
Gaming Revenues (MM):	
2011	\$518.2
2010	\$498.4
2009	\$475.7
Non-Gaming Revenues (MM):	
2011	\$96.5
2010	\$89.4
2009	\$85.4

**MGM Detroit
Footfall Counts
2011**

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	3-Jan-11	28,837	14.3%	4-Jul-11	26,908	14.1%
Tue	4-Jan-11	24,479	12.1%	5-Jul-11	24,853	13.0%
Wed	5-Jan-11	25,175	12.5%	6-Jul-11	24,113	12.7%
Thu	6-Jan-11	25,106	12.4%	7-Jul-11	24,796	13.0%
Fri	7-Jan-11	28,112	13.9%	8-Jul-11	30,576	16.1%
Sat	8-Jan-11	41,043	20.3%	9-Jul-11	35,605	18.7%
Sun	9-Jan-11	29,012	14.4%	10-Jul-11	23,628	12.4%
		201,764			190,479	
Mon	10-Jan-11	25,984	13.5%	11-Jul-11	23,688	12.3%
Tue	11-Jan-11	17,987	9.3%	12-Jul-11	23,010	11.9%
Wed	12-Jan-11	23,660	12.3%	13-Jul-11	23,213	12.0%
Thu	13-Jan-11	26,034	13.5%	14-Jul-11	23,812	12.4%
Fri	14-Jan-11	30,752	15.9%	15-Jul-11	31,775	16.5%
Sat	15-Jan-11	39,024	20.2%	16-Jul-11	37,963	19.7%
Sun	16-Jan-11	29,600	15.3%	17-Jul-11	29,246	15.2%
		193,041			192,707	
Mon	17-Jan-11	25,259	14.2%	18-Jul-11	23,814	12.1%
Tue	18-Jan-11	19,829	11.1%	19-Jul-11	24,339	12.4%
Wed	19-Jan-11	23,327	13.1%	20-Jul-11	24,767	12.6%
Thu	20-Jan-11	21,082	11.8%	21-Jul-11	27,909	14.2%
Fri	21-Jan-11	28,594	16.0%	22-Jul-11	31,002	15.8%
Sat	22-Jan-11	36,679	20.6%	23-Jul-11	36,336	18.5%
Sun	23-Jan-11	23,562	13.2%	24-Jul-11	28,474	14.5%
		178,332			196,641	
Mon	24-Jan-11	16,723	9.2%	25-Jul-11	24,270	12.0%
Tue	25-Jan-11	20,372	11.3%	26-Jul-11	23,640	11.7%
Wed	26-Jan-11	20,762	11.5%	27-Jul-11	23,448	11.6%
Thu	27-Jan-11	25,452	14.1%	28-Jul-11	26,391	13.1%
Fri	28-Jan-11	29,178	16.1%	29-Jul-11	32,726	16.2%
Sat	29-Jan-11	35,777	19.8%	30-Jul-11	37,573	18.6%
Sun	30-Jan-11	32,580	18.0%	31-Jul-11	34,012	16.8%
		180,844			202,060	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	31-Jan-11	20,275	12.3%	1-Aug-11	25,147	12.8%
Tue	1-Feb-11	15,345	9.3%	2-Aug-11	24,890	12.7%
Wed	2-Feb-11	14,503	8.8%	3-Aug-11	26,719	13.6%
Thu	3-Feb-11	25,546	15.5%	4-Aug-11	25,432	13.0%
Fri	4-Feb-11	34,095	20.6%	5-Aug-11	29,030	14.8%
Sat	5-Feb-11	30,382	18.4%	6-Aug-11	35,804	18.3%
Sun	6-Feb-11	25,107	15.2%	7-Aug-11	28,812	14.7%
		165,253			195,834	
Mon	7-Feb-11	21,515	10.7%	8-Aug-11	22,494	12.2%
Tue	8-Feb-11	20,984	10.5%	9-Aug-11	21,855	11.9%
Wed	9-Feb-11	23,043	11.5%	10-Aug-11	22,471	12.2%
Thu	10-Feb-11	21,502	10.8%	11-Aug-11	21,348	11.6%
Fri	11-Feb-11	33,291	16.7%	12-Aug-11	31,312	17.0%
Sat	12-Feb-11	45,001	22.5%	13-Aug-11	35,595	19.4%
Sun	13-Feb-11	34,456	17.3%	14-Aug-11	28,864	15.7%
		199,592			183,939	
Mon	14-Feb-11	25,296	12.8%	15-Aug-11	21,070	11.1%
Tue	15-Feb-11	20,297	10.3%	16-Aug-11	24,038	12.7%
Wed	16-Feb-11	23,348	11.8%	17-Aug-11	22,857	12.0%
Thu	17-Feb-11	26,028	13.1%	18-Aug-11	26,249	13.8%
Fri	18-Feb-11	34,348	17.4%	19-Aug-11	30,331	16.0%
Sat	19-Feb-11	45,163	22.8%	20-Aug-11	38,076	20.1%
Sun	20-Feb-11	23,471	11.9%	21-Aug-11	27,112	14.3%
		197,951			189,733	
Mon	21-Feb-11	16,046	8.6%	22-Aug-11	20,565	11.8%
Tue	22-Feb-11	21,842	11.7%	23-Aug-11	20,034	11.5%
Wed	23-Feb-11	23,720	12.7%	24-Aug-11	20,054	11.5%
Thu	24-Feb-11	22,740	12.1%	25-Aug-11	21,920	12.6%
Fri	25-Feb-11	31,506	16.8%	26-Aug-11	26,825	15.4%
Sat	26-Feb-11	40,863	21.8%	27-Aug-11	34,347	19.7%
Sun	27-Feb-11	30,710	16.4%	28-Aug-11	30,473	17.5%
		187,427			174,218	
Mon	28-Feb-11	22,557	11.6%	29-Aug-11	20,950	11.2%
Tue	1-Mar-11	25,560	13.2%	30-Aug-11	20,686	11.1%
Wed	2-Mar-11	23,615	12.2%	31-Aug-11	20,540	11.0%
Thu	3-Mar-11	25,648	13.2%	1-Sep-11	20,073	10.8%
Fri	4-Mar-11	32,589	16.8%	2-Sep-11	31,695	17.0%
Sat	5-Mar-11	35,141	18.1%	3-Sep-11	35,052	18.8%
Sun	6-Mar-11	29,173	15.0%	4-Sep-11	37,457	20.1%
		194,283			186,453	
Mon	7-Mar-11	22,298	10.4%	5-Sep-11	25,817	14.9%
Tue	8-Mar-11	22,515	10.5%	6-Sep-11	20,362	11.8%
Wed	9-Mar-11	23,311	10.9%	7-Sep-11	18,691	10.8%
Thu	10-Mar-11	25,880	12.1%	8-Sep-11	20,359	11.8%
Fri	11-Mar-11	36,665	17.2%	9-Sep-11	29,590	17.1%
Sat	12-Mar-11	49,065	23.0%	10-Sep-11	34,384	19.9%
Sun	13-Mar-11	33,834	15.8%	11-Sep-11	23,921	13.8%
		213,568			173,124	
Mon	14-Mar-11	26,569	11.8%	12-Sep-11	21,126	11.9%
Tue	15-Mar-11	24,171	10.7%	13-Sep-11	21,083	11.9%
Wed	16-Mar-11	27,634	12.2%	14-Sep-11	21,100	11.9%
Thu	17-Mar-11	31,969	14.2%	15-Sep-11	22,823	12.8%
Fri	18-Mar-11	36,418	16.1%	16-Sep-11	30,061	16.9%
Sat	19-Mar-11	48,236	21.4%	17-Sep-11	36,437	20.5%
Sun	20-Mar-11	30,746	13.6%	18-Sep-11	25,226	14.2%
		225,743			177,856	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	21-Mar-11	26,535	11.8%	19-Sep-11	20,482	11.5%
Tue	22-Mar-11	22,111	9.9%	20-Sep-11	20,616	11.6%
Wed	23-Mar-11	24,789	11.1%	21-Sep-11	23,396	13.1%
Thu	24-Mar-11	27,949	12.5%	22-Sep-11	22,159	12.4%
Fri	25-Mar-11	37,326	16.7%	23-Sep-11	28,871	16.2%
Sat	26-Mar-11	46,889	20.9%	24-Sep-11	34,756	19.5%
Sun	27-Mar-11	38,541	17.2%	25-Sep-11	27,715	15.6%
		224,140			177,995	
Mon	28-Mar-11	25,702	10.9%	26-Sep-11	20,210	12.0%
Tue	29-Mar-11	24,765	10.5%	27-Sep-11	19,013	11.3%
Wed	30-Mar-11	24,680	10.5%	28-Sep-11	19,852	11.8%
Thu	31-Mar-11	33,952	14.4%	29-Sep-11	19,726	11.8%
Fri	1-Apr-11	42,018	17.9%	30-Sep-11	28,118	16.8%
Sat	2-Apr-11	50,403	21.4%	1-Oct-11	36,083	21.5%
Sun	3-Apr-11	33,480	14.2%	2-Oct-11	24,736	14.7%
		235,000			167,738	
Mon	4-Apr-11	26,387	11.2%	3-Oct-11	24,702	14.2%
Tue	5-Apr-11	25,736	10.9%	4-Oct-11	23,346	13.4%
Wed	6-Apr-11	27,394	11.6%	5-Oct-11	22,741	13.1%
Thu	7-Apr-11	33,516	14.2%	6-Oct-11	20,494	11.8%
Fri	8-Apr-11	47,146	19.9%	7-Oct-11	27,067	15.6%
Sat	9-Apr-11	46,501	19.7%	8-Oct-11	31,102	17.9%
Sun	10-Apr-11	29,755	12.6%	9-Oct-11	24,464	14.1%
		236,435			173,916	
Mon	11-Apr-11	20,278	11.3%	10-Oct-11	25,243	14.1%
Tue	12-Apr-11	20,448	11.4%	11-Oct-11	21,051	11.8%
Wed	13-Apr-11	22,539	12.6%	12-Oct-11	21,548	12.0%
Thu	14-Apr-11	22,639	12.7%	13-Oct-11	20,699	11.6%
Fri	15-Apr-11	27,795	15.5%	14-Oct-11	28,046	15.7%
Sat	16-Apr-11	37,291	20.9%	15-Oct-11	35,739	20.0%
Sun	17-Apr-11	27,771	15.5%	16-Oct-11	26,724	14.9%
		178,761			179,050	
Mon	18-Apr-11	21,950	12.2%	17-Oct-11	20,754	12.7%
Tue	19-Apr-11	21,222	11.8%	18-Oct-11	19,353	11.9%
Wed	20-Apr-11	22,202	12.4%	19-Oct-11	18,016	11.1%
Thu	21-Apr-11	26,282	14.6%	20-Oct-11	21,074	12.9%
Fri	22-Apr-11	31,956	17.8%	21-Oct-11	26,931	16.5%
Sat	23-Apr-11	31,648	17.6%	22-Oct-11	33,100	20.3%
Sun	24-Apr-11	24,155	13.5%	23-Oct-11	23,583	14.5%
		179,415			162,811	
Mon	25-Apr-11	22,625	11.2%	24-Oct-11	19,459	11.7%
Tue	26-Apr-11	19,903	9.9%	25-Oct-11	18,088	10.9%
Wed	27-Apr-11	21,542	10.7%	26-Oct-11	19,989	12.0%
Thu	28-Apr-11	23,105	11.4%	27-Oct-11	24,653	14.8%
Fri	29-Apr-11	40,768	20.2%	28-Oct-11	25,034	15.1%
Sat	30-Apr-11	42,145	20.9%	29-Oct-11	32,311	19.5%
Sun	1-May-11	31,906	15.8%	30-Oct-11	26,514	16.0%
		201,994			166,048	
Mon	2-May-11	26,546	11.8%	31-Oct-11	16,892	9.3%
Tue	3-May-11	27,783	12.3%	1-Nov-11	22,134	12.2%
Wed	4-May-11	27,177	12.0%	2-Nov-11	20,705	11.4%
Thu	5-May-11	27,443	12.2%	3-Nov-11	26,077	14.3%
Fri	6-May-11	33,700	14.9%	4-Nov-11	29,774	16.4%
Sat	7-May-11	39,839	17.7%	5-Nov-11	34,930	19.2%
Sun	8-May-11	43,076	19.1%	6-Nov-11	31,368	17.2%
		225,564			181,880	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	9-May-11	25,277	12.2%	7-Nov-11	18,898	11.2%
Tue	10-May-11	26,031	12.6%	8-Nov-11	20,135	11.9%
Wed	11-May-11	24,111	11.6%	9-Nov-11	19,730	11.7%
Thu	12-May-11	24,870	12.0%	10-Nov-11	21,592	12.8%
Fri	13-May-11	32,164	15.5%	11-Nov-11	30,057	17.8%
Sat	14-May-11	42,719	20.6%	12-Nov-11	34,978	20.8%
Sun	15-May-11	31,800	15.4%	13-Nov-11	23,164	13.7%
		206,972			168,554	
Mon	16-May-11	27,021	12.9%	14-Nov-11	19,791	11.6%
Tue	17-May-11	25,769	12.3%	15-Nov-11	19,116	11.2%
Wed	18-May-11	26,599	12.7%	16-Nov-11	21,565	12.6%
Thu	19-May-11	26,170	12.5%	17-Nov-11	20,500	12.0%
Fri	20-May-11	32,153	15.3%	18-Nov-11	26,513	15.5%
Sat	21-May-11	36,653	17.5%	19-Nov-11	32,960	19.3%
Sun	22-May-11	35,462	16.9%	20-Nov-11	30,107	17.7%
		209,827			170,552	
Mon	23-May-11	23,967	11.1%	21-Nov-11	20,314	11.1%
Tue	24-May-11	24,718	11.4%	22-Nov-11	19,797	10.8%
Wed	25-May-11	23,086	10.7%	23-Nov-11	29,061	15.9%
Thu	26-May-11	29,831	13.8%	24-Nov-11	22,825	12.5%
Fri	27-May-11	36,659	17.0%	25-Nov-11	33,698	18.5%
Sat	28-May-11	40,881	18.9%	26-Nov-11	34,297	18.8%
Sun	29-May-11	36,850	17.1%	27-Nov-11	22,521	12.3%
		215,992			182,513	
Mon	30-May-11	28,674	14.5%	28-Nov-11	22,230	13.1%
Tue	31-May-11	21,638	10.9%	29-Nov-11	18,360	10.8%
Wed	1-Jun-11	25,724	13.0%	30-Nov-11	19,885	11.7%
Thu	2-Jun-11	24,388	12.3%	1-Dec-11	23,029	13.5%
Fri	3-Jun-11	33,160	16.8%	2-Dec-11	30,565	18.0%
Sat	4-Jun-11	36,563	18.5%	3-Dec-11	34,032	20.0%
Sun	5-Jun-11	27,818	14.1%	4-Dec-11	22,153	13.0%
		197,965			170,254	
Mon	6-Jun-11	23,992	12.0%	5-Dec-11	18,130	10.9%
Tue	7-Jun-11	23,320	11.7%	6-Dec-11	20,111	12.1%
Wed	8-Jun-11	24,616	12.4%	7-Dec-11	18,696	11.3%
Thu	9-Jun-11	24,876	12.5%	8-Dec-11	19,700	11.9%
Fri	10-Jun-11	33,893	17.0%	9-Dec-11	27,287	16.4%
Sat	11-Jun-11	39,997	20.1%	10-Dec-11	36,980	22.3%
Sun	12-Jun-11	28,433	14.3%	11-Dec-11	25,189	15.2%
		199,127			166,093	
Mon	13-Jun-11	23,900	11.7%	12-Dec-11	22,538	12.3%
Tue	14-Jun-11	24,615	12.0%	13-Dec-11	22,701	12.4%
Wed	15-Jun-11	24,064	11.8%	14-Dec-11	21,519	11.8%
Thu	16-Jun-11	27,814	13.6%	15-Dec-11	26,191	14.3%
Fri	17-Jun-11	30,717	15.0%	16-Dec-11	30,578	16.7%
Sat	18-Jun-11	36,536	17.9%	17-Dec-11	33,991	18.6%
Sun	19-Jun-11	36,746	18.0%	18-Dec-11	25,498	13.9%
		204,392			183,016	
Mon	20-Jun-11	24,346	11.7%	19-Dec-11	21,969	13.5%
Tue	21-Jun-11	23,068	11.1%	20-Dec-11	20,535	12.6%
Wed	22-Jun-11	25,711	12.3%	21-Dec-11	20,702	12.7%
Thu	23-Jun-11	29,467	14.1%	22-Dec-11	23,605	14.5%
Fri	24-Jun-11	33,881	16.3%	23-Dec-11	26,913	16.5%
Sat	25-Jun-11	37,831	18.2%	24-Dec-11	21,172	13.0%
Sun	26-Jun-11	34,047	16.3%	25-Dec-11	27,745	17.1%
		208,351			162,641	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	27-Jun-11	23,811	11.5%	Total Mon	1,169,631	12.0%
Tue	28-Jun-11	26,537	12.8%	Total Tues	1,124,191	11.5%
Wed	29-Jun-11	25,588	12.3%	Total Wed	1,167,298	12.0%
Thu	30-Jun-11	25,949	12.5%	Total Thurs	1,258,674	12.9%
Fri	1-Jul-11	35,759	17.2%	Total Fri	1,619,018	16.6%
Sat	2-Jul-11	35,954	17.3%	Total Sat	1,911,827	19.6%
Sun	3-Jul-11	34,238	16.5%	Total Sun	1,502,576	15.4%
		207,836		Total	9,753,215	

Note:

At MGM Detroit, there are 4 main entry points: Hotel, Casino Valet, Casino NE and Casino NW Entry where footfall is counted via CCTV. The counts are used to track volume in the casino for analysis, security purposes and Michigan Gaming Control Board reporting.

Attachment G

Crash Rate Worksheets for
Longmeadow Street (Route 5) / Converse Street

INTERSECTION CRASH RATE WORKSHEET

CITY/TOWN : LONGMEADOW, MA COUNT DATE : AUGUST 2013

DISTRICT : 2 UNSIGNALIZED : NO SIGNALIZED : YES

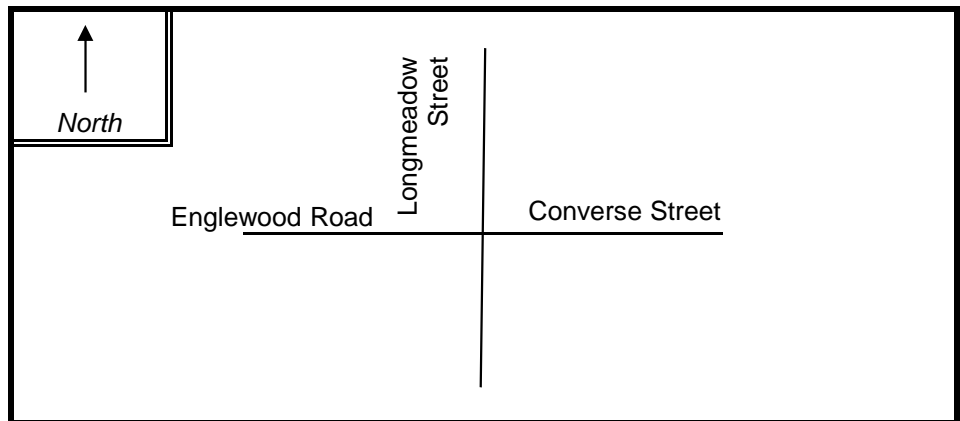
~ INTERSECTION DATA ~

MAJOR STREET : LONGMEADOW STREET

MINOR STREET(S) : CONVERSE STREET

ENGLEWOOD ROAD

**INTERSECTION
DIAGRAM
(Label Approaches)**



Peak Hour Volumes

APPROACH :	1	2	3	4	5	Total Entering Vehicles
DIRECTION :	EB	WB	NB	SB		
VOLUMES (PM) :	17	247	421	1,185		1,870

" K " FACTOR : APPROACH ADT : ADT = TOTAL VOL/"K" FACT.

TOTAL # OF CRASHES : # OF YEARS : AVERAGE # OF CRASHES (A) :

CRASH RATE CALCULATION :

0.79

$$\text{RATE} = \frac{(A * 1,000,000)}{(ADT * 365)}$$

Comments : K DETERMINED FROM MASSDOT DEFAULT K FACTOR

Project Title & Date: MGM SPRING MGM SPRINGFIELD - SPRINGFIELD, MASSACHUSETTS

Accident Data

		Location
		Longmeadow
		37
		Longmeadow (US Route 5) @ Converse St @ Englewood Rd
Year:	2009	3
	2010	6
	2011	8
	2012	7
	TOTAL	24
Annual Average:		6.00
Rate (MEV)		0.79
Significant?		No
Type:	Angle	2
	Rear - End	14
	Sideswipe	5
	Single	2
	Head-on	1
	Ped/Bike	0
	Not Reported	0
	TOTAL	24
Surface Cor	Dry	14
	Wet	8
	Snow/Slush/Ice	0
	Other/ Unknown	0
	Total	22
Severity:	Fatal Injury	0
	Non-Fatal Injury	3
	PDO	21
	Not Reported	0
	TOTAL	24
Day of the W	Monday-Friday	22
	Saturday-Sunday	2
	TOTAL	24
Time Of Day	6:00AM-9:00AM	8
	9:00AM-3:00PM	12
	3:00PM-6:00PM	1
	6:00PM-6:00AM	3
	TOTAL	24

Attachment H

TEC Response to GPI Peer Review dated December 26, 2013



65 Glenn Street | 169 Ocean Blvd.
Lawrence, MA 01843 | PO Box 249
Hampton, NH 03842
T:978.794.1792 | F:978.794.1793
TheEngineeringCorp.com

Timothy W. Brennan
Executive Director
Pioneer Valley Planning Commission
60 Congress Street, 1st Floor
Springfield, Massachusetts 01104

December 26, 2013

TEC Ref. T0454

RE: Response to GPI Regional Traffic Impact Peer Review Memorandum
MGM Springfield Development

Dear Mr. Brennan,

On behalf of MGM Resorts Development and Blue Tarp reDevelopment, LLC (collectively "Proponent"), TEC, Inc., is pleased to submit this brief response to the peer review memorandum prepared by Greenman-Pedersen, Inc. (GPI) on behalf of PVPC and their eight adjacent municipalities. We have appreciated your team's hard work and dedication to solicit input from the eight adjacent municipalities, review our detailed traffic analysis, and deliver important opinions in a condensed timeframe. I believe the review process has been as cooperative, transparent, and thorough as all parties had originally hoped when we formally commenced our dialogue on traffic-related topics with the group of adjacent communities on September 25, 2013.

TEC, in association with Nelson/Nygaard Consulting Associates, Inc. and other MGM team members, have provided detailed transportation engineering research, projections, and analysis to quantify the traffic-related impacts near the MGM Springfield project. The scope of that work was formed, in part, based on the comments received as part of the agency and public input provided in response to the Environmental Notification Form (ENF) through the Massachusetts Environmental Policy Act (MEPA) review process.

During the past several months, the MGM Team has worked extensively with your staff, the Massachusetts Department of Transportation (MassDOT), the Pioneer Valley Transit Authority (PVTA), and the City of Springfield to understand the regional transportation needs and reasonably quantify the expected impacts associated with the MGM development. I believe you will concur that the scale of study for the casino project is significantly more robust when compared to other non-casino projects that generate a similar number of vehicle trips, especially when considering potential tertiary impacts within adjacent communities. The Draft Environmental Impact Report (DEIR) was issued to MEPA on December 16, 2013 and includes the same data and analysis that was shared with your team and several of the adjacent communities in advance of that date in a spirit of cooperation.

The GPI memorandum provides comments in four distinct areas. I would like to provide some initial responses that may provide clarity in substantiating TEC's recent work. We also respectfully request additional data, information, and calculations from GPI that may help our team better understand how they arrived at their opinions.

Review Process:

- *Infrastructure Costs* – We understand that several communities have requested information related to infrastructure costs to alleviate existing capacity constraints or mitigate the impacts from MGM. TEC and GPI have documented a range of potential trip impacts into the adjacent communities. The level of trips introduced would not normally warrant project-specific mitigation as they are expected to increase traffic on most existing roadways by roughly 0.5 to 3.0 percent. Additional information related to infrastructure costs is anticipated as part of the pending 'Look-Back' review process.
- *Study Area* – As expressed on the previous page, the scope of study prepared to date is extensive when compared to other non-casino projects with similar trip-making attributes. Regardless, TEC concurs with the intersections suggested by GPI for inclusion in the Look-Back study.
- *Influence of Seasonal Events* – TEC is aware of the concerns expressed by the adjacent communities regarding the Big E and background ski resort traffic during the narrowed time frames associated with those events. We further understand that the traffic impacts from these events are sometimes sporadic and difficult to predict. We will continue to work with your office to evaluate the qualitative or quantitative impacts associated with these events. However, we believe it would be unreasonable to suggest mitigation for MGM that appears tied to these other factors.
- *Cross-Promotional Agreements* – The intent of these agreements is to improve the business opportunities for key stakeholders in the area. This does not mean that additional peak hour traffic is expected in the area as the marketing measures are intended to provide additional activities for patrons that are already planning to come into the region for one of the businesses.
- *Off-Peak Traffic Generation* – The MGM development will generate traffic during many hours of the day. However, TEC has already established an overall peak hour analysis that considers the overlap between the peak hour(s) of the adjacent street system and the expected temporal trip generation from the MGM development. TEC provided daily trip generation estimates for key roadways within the adjacent communities with the recently provided report. Additional analysis during other off-peak hours is not customarily required as part of industry practice and will need to be evaluated on a case-by-case basis with your office.

Trip Generation

- The MGM trip generation rates were endorsed by MassDOT staff following an extensive review between August and October 2013. MassDOT has reviewed the trip generation characteristics in urban, suburban, and rural settings as part of their review of many casino and slot parlor applications throughout the Commonwealth. MassDOT acknowledged that the downtown setting proposed by MGM offers a unique opportunity to reduce trip generation rates due to the potential for shared trips and the benefits of public transportation.
- GPI suggests that MGM Springfield is more comparable to Mohegan Sun and Foxwoods because it is geographically closer and has more similar competing opportunities. GPI



appears to discount the applicability of MGM Detroit data by stating that Detroit is 3.8 times larger by land area and 1.5 times as dense. Detroit is the 11th highest metro area in the nation, while Springfield is the 65th. When you apply this same comparison of MGM Springfield to Mohegan Sun and Foxwoods, it draws concern over the foundation of GPI's opinion. Mohegan and Foxwoods do not rank on the list of the nation's highest metro areas because the populations of these communities are so small. In addition, the demographics of these areas are in no way comparable. The populations surrounding the CT casinos are lower, the incomes are higher, and there is significantly less ethnic diversity in the areas surrounding Mohegan and Foxwoods.

- GPI argues that because there are three other casinos (4 total) in the Detroit area, the trip rates may be lower than would be experienced in Springfield. However, as GPI states, the Detroit metro area has 6 times the population of Springfield, and therefore can accommodate 4 casinos to serve the larger population. Moreover, the GPI report does not appear to factor in the success of the MGM Grand Detroit facility and the related impact of using its already inflated visitation counts as the baseline for the MGM Springfield project. MGM's Detroit facility captures over 40% of the Detroit gaming market, already over 20% more than its 1/3 market share, i.e., for purposes of using it for Springfield projections, we believe the 20% of "conservatism" requested by GPI is already factored in.
- GPI opines that residents of the greater Springfield area regularly drive to Mohegan and Foxwoods and will likely drive to the MGM Springfield casino as patrons once open. TEC has not assigned a credit for those trips that are intercepted from Connecticut and kept in the Pioneer Valley. TEC applied a conservatively low transit credit for transit-related trips despite the fact that there are eight (8) bus lines that surround the MGM site. This will provide a considerable benefit for the employee population and a modest level of patron trips.
- GPI also states that the casino in Springfield is likely to draw more traffic than Connecticut casinos because people will drive to the movies, bowling, and restaurants for the sole purpose of traveling to these uses in Springfield, whereas they would not in Connecticut. This is precisely the reason why TEC calculated trips for these uses separately and assumed only a modest shared-trip credit between the casino and Armory Square. Therefore, we have accounted for this unique urban reality in our projections. In addition, many of the trips from the surrounding area are already present on the roadway network and will be shared with other downtown uses, for which we have not applied a credit. Further, GPI does not appear to factor in the very successful entertainment venues in the Connecticut gaming facilities, which we believe drive significant visitation that could match or exceed the visitation to the MGM Springfield non-gaming amenities. Mohegan Sun, for example, features a successful, regional destination-level 12,000 seat concert venue which is home to world class entertainment acts and a women's professional basketball team.
- Despite the seemingly alarmist comments, GPI demonstrates in Table 4 that TEC's trip rate calculations are nearly identical to those from ConnDOT (both are 0.34 per gaming position during the Friday PM and 0.34 versus 0.36 in Saturday midday). Therefore, GPI's suggested 20% increase appears arbitrary, especially in the context of MGM Grand Detroit's market share (as discussed above), and should be further substantiated



with calculations and a detailed description of any assumptions based on recent and applicable data sources.

- The trip generation characteristics of the proposed MGM complex are expected to be similar to a 350,000 square foot shopping center, of which there are many in the area. The traffic related impacts of a comparable facility on the subject site would not likely be subject to the same scrutiny of tertiary impacts within the adjacent communities.

Trip Distribution:

- GPI offers suggestions for minor deviations related to local and regional casino-related trip distribution. However, no detailed calculations have been provided to TEC. We respectfully request the opportunity to review the suggested changes with you and GPI as they state that the overall distribution of all identified uses appears appropriate and reasonable.
- Given the suggested variations in trip generation and distribution, GPI did not qualify that the resultant change in trips is approximately 1 trip every 2-3 minutes. *This will be unnoticeable to the motoring public when compared to TEC's projections.*

Traffic Impact Analysis / Other:

- GPI acknowledges the limitation of the 2010 HCM analysis, especially in its ability to appropriately model intersection operations with complex traffic signal phasing and pedestrian operations. Similar to other recent projects, TEC received endorsement from MassDOT to use the 2000 HCM as the appropriate modeling software for use in our traffic impact study.
- PVPC and MassDOT are currently advancing the I-91 Corridor Study between the Connecticut border and Exit 6. The request to perform a simulation of various traffic conditions would be more appropriate as part of that process given that the scale of the future I-91 highway accommodations is prospective at this time.
- Despite the declination of traffic volumes regionally for the past several years, the future-year analysis horizon assumes a growth rate of 0.5% per year to account for additional growth within the City of Springfield and the adjacent communities. The MGM project is indeed planned to be a catalyst for growth. However, to insinuate that MGM is responsible for the impacts of other future projects is neither reasonable nor appropriate.
- **Community-Specific Impacts** – TEC concurs with GPI's generalized findings as identified on pages 24 through 28 of their memorandum, with minor exceptions as noted below:
 - Chicopee – TEC does not believe project-specific mitigation measures are warranted along portions of the City-controlled roadways based on the projected low number of new vehicle trips. Additionally, TEC does not recommend monitoring along Route 33 because the traffic volumes along this roadway are highly variable due to the retail nature of the land uses. The future-year volumes are highly dependent upon retail activity and the use of the Westover Air Force base in contrast to the negligible influence of the MGM-specific trips.



- Longmeadow – TEC does not believe project-specific mitigation measures are warranted along Route 5 based on the projected low number of new vehicle trips. TEC does not recommend a detailed simulation of highway operations as it affects traffic along Route 5. Route 5 is limited to a singular “through” travel lane in each direction through the Town and is not a viable bypass route unless there is an emergency incident on I-91. The Town has not embraced other previous PVPC-identified recommendations for improvements along the Route 5 corridor in the past decade.
- West Springfield – Although there is the potential for minor variations in trip distribution within the Town, TEC does not believe project-specific mitigation measures are warranted along portions of the Town-controlled roadways based on the projected low number of new vehicle trips. Knowing that there are already sidewalks and pedestrian signal control at the major intersections along Memorial Avenue, it is unlikely that other investments in pedestrian infrastructure will measurably increase walking trips in this area. Within the recently filed DEIR, TEC proposed striping and signing improvements with the State’s jurisdiction at the Memorial Avenue rotary. This is subject to MassDOT review and approval.
- **Look-Back Methodology** – Regardless of source of the trip projections entering the adjacent communities, calculated by either TEC or GPI, the increase over the existing traffic volumes along most of the area roadways is expected to be minor. This puts greater credence in the look-back approach to traffic impacts. As expressed during recent meetings, we have acknowledged the need to develop a very specific methodology for the look-back assessment now that the key locations have been suggested by GPI. We will work with your team and the adjacent communities to review this pending document.

We look forward to our continued dialogue with PVPC and the adjacent communities as the project advances through the permitting process over the next several months. Should you have any questions or need any supplemental information or analysis, please do not hesitate to contact me or Rebecca Brown at (978) 794-1792. Thank you for your consideration.

Sincerely,
TEC, Inc.



Kevin R. Dandrade, PE, PTOE
Principal / Senior Project Manager

cc: Michael Mathis - MGM Resorts International
A. Hunter Clayton - MGM Resorts Development, LLC
Chuck Irving - Davenport Companies
Jason DeGray, PE, PTOE - Greenman-Pedersen, Inc.



Attachment I

LOS Summary Table from MGM Springfield DEIR

Table 6.2-15 Intersection Capacity and Queue Analysis Summary (Continued)

Intersection / Lane Group	2024 No-Build Conditions				2024 Build Conditions				2024 Build with Mitigation ⁽¹⁾			
	V/C ⁽²⁾	Delay ⁽³⁾	LOS ⁽⁴⁾	Queue ⁽⁵⁾	V/C	Delay	LOS	Queue	V/C	Delay	LOS	Queue
Sumner Avenue / Dickinson Street / Belmont Avenue												
<i>Saturday Midday</i>												
Sumner Avenue EB TH	0.61	17.3	B	125/164	0.62	17.2	B	136/180	0.65	18.7	B	136/188
Sumner Avenue EB BR/HR	0.73	23.0	C	200/350	0.78	23.5	C	298/307	0.47	4.3	A	< 25/29
Sumner Avenue WB TH	0.78	28.7	C	439/518	0.78	28.7	C	440/519	0.81	30.7	C	444/529
Sumner Avenue WB BR/HR	0.37	21.1	C	76/109	0.46	22.7	C	94/132	0.32	1.1	A	< 25/< 25
Dickinson Street NB approach	0.54	55.1	E	171/258	0.56	56.0	E	180/271	0.56	56.0	E	180/271
Dickinson Street SB HL/BL	0.53	59.1	E	96/163	0.55	60.4	E	96/165	0.55	60.4	E	96/165
Dickinson Street SB TH	0.36	50.4	D	103/167	0.36	50.4	D	103/167	0.36	50.4	D	103/167
Overall Intersection	0.43	28.8	C	-	0.44	28.4	C	-	0.57	23.8	C	-
Sumner Avenue / Belmont Avenue												
<i>Friday Evening</i>												
Sumner Avenue EB approach	0.86	17.0	B	49/623	0.88	17.6	B	49/641	0.92	19.9	B	49/665
Sumner Avenue WB approach	0.59	39.3	D	221/347	0.61	39.6	D	227/355	0.63	41.6	D	233/362
Belmont Avenue NB approach	0.55	49.7	D	148/254	0.58	50.5	D	159/269	0.55	48.2	D	155/264
Overall Intersection	0.49	31.7	C	-	0.50	32.4	C	-	0.50	33.7	C	-
<i>Saturday Midday</i>												
Sumner Avenue EB approach	0.66	12.4	B	50/63	0.67	12.4	B	50/64	0.70	14.0	B	50/79
Sumner Avenue WB approach	0.45	38.7	D	208/251	0.46	38.9	D	215/259	0.48	40.7	D	220/264
Belmont Avenue NB approach	0.55	52.2	D	187/244	0.59	53.1	D	201/260	0.55	50.7	D	197/256
Overall Intersection	0.40	31.0	C	-	0.41	31.4	C	-	0.41	32.2	C	-
Longmeadow Street / Forest Glen Road / Western Drive												
<i>Friday Evening</i>												
Western Drive EB approach	0.23	48.4	D	< 25/44	0.23	49.0	D	< 25/44	0.23	49.0	D	< 25/44
Forest Glen Road WB LT/TH	0.04	46.9	D	< 25/< 25	0.04	47.4	D	< 25/< 25	0.04	47.4	D	< 25/< 25
Forest Glen Road WB RT	0.95	48.1	D	515/808	0.96	52.2	D	524/818	0.95	48.7	D	518/812
Longmeadow Street NB approach	0.74	27.8	C	340/492	0.75	28.4	C	357/516	0.77	29.8	C	364/525
Longmeadow Street SB LT	0.93	54.1	D	387/620	0.94	57.2	E	389/623	0.92	52.0	D	383/612
Longmeadow Street SB TH/RT	0.85	8.4	A	348/660	0.86	8.9	A	364/701	0.86	8.9	A	364/701
Overall Intersection	0.95	29.7	C	-	0.96	31.4	C	-	0.95	29.9	C	-

Table 6.2-15 Intersection Capacity and Queue Analysis Summary (Continued)

Intersection / Lane Group	2024 No-Build Conditions				2024 Build Conditions				2024 Build with Mitigation ⁽¹⁾			
	V/C ⁽²⁾	Delay ⁽³⁾	LOS ⁽⁴⁾	Queue ⁽⁵⁾	V/C	Delay	LOS	Queue	V/C	Delay	LOS	Queue
Longmeadow Street / Forest Glen Road / Western Drive												
<i>Saturday Midday</i>												
Western Drive EB approach	0.02	26.7	C	< 25/< 25	0.02	27.4	C	< 25/< 25	0.02	27.5	C	< 25/< 25
Forest Glen Road WB LT/TH	0.02	26.7	C	< 25/< 25	0.02	27.3	C	< 25/< 25	0.02	27.4	C	< 25/< 25
Forest Glen Road WB RT	0.40	13.1	B	47/129	0.41	13.3	B	53/149	0.41	13.3	B	55/154
Longmeadow Street NB approach	0.61	18.2	B	136/284	0.65	19.5	B	154/303	0.65	19.7	B	155/308
Longmeadow Street SB LT	0.32	17.7	B	51/107	0.31	17.8	B	52/114	0.31	17.7	B	52/114
Longmeadow Street SB TH/RT	0.49	3.1	A	80/117	0.50	3.2	A	84/121	0.50	3.2	A	84/120
Overall Intersection	0.57	11.0	B	-	0.59	11.4	B	-	0.59	11.5	B	-
Longmeadow Street / Converse Street / Englewood Road												
<i>Friday Evening</i>												
Englewood Road EB approach	0.08	24.8	C	< 25/< 25	0.09	25.5	C	< 25/< 25	-	-	-	-
Converse Street WB LT/TH	0.40	27.1	C	33/80	0.40	28.0	C	35/80	-	-	-	-
Converse Street WB RT	0.13	11.7	B	< 25/31	0.13	11.8	B	< 25/31	-	-	-	-
Longmeadow Street NB approach	0.75	23.0	C	178/346	0.78	25.2	C	199/386	-	-	-	-
Longmeadow Street SB LT	0.79	19.6	B	67/212	0.79	19.8	B	68/225	-	-	-	-
Longmeadow Street SB TH/RT	0.55	4.4	A	117/239	0.56	4.4	A	122/248	-	-	-	-
Overall Intersection	0.71	14.6	B	-	0.71	15.2	B	-	-	-	-	-
<i>Saturday Midday</i>												
Englewood Road EB approach	0.12	18.7	B	< 25/< 25	0.12	19.2	B	< 25/< 25	-	-	-	-
Converse Street WB LT/TH	0.27	19.6	B	< 25/50	0.28	20.1	C	< 25/52	-	-	-	-
Converse Street WB RT	0.10	12.4	B	< 25/25	0.10	12.5	B	< 25/26	-	-	-	-
Longmeadow Street NB approach	0.61	13.2	B	89/218	0.64	14.0	B	100/235	-	-	-	-
Longmeadow Street SB LT	0.49	10.2	B	< 25/54	0.50	10.9	B	< 25/54	-	-	-	-
Longmeadow Street SB TH/RT	0.38	3.7	A	52/110	0.39	3.8	A	55/115	-	-	-	-
Overall Intersection	0.50	10.0	A	-	0.53	10.3	B	-	-	-	-	-
Park Street (US Route 20) / Elm Street												
<i>Friday Evening</i>												
Park Street WB LT/TH	0.67	18.9	B	232/294	0.73	20.3	C	219/306	-	-	-	-
Park Street WB RT	0.61	18.6	B	131/242	0.40	15.9	B	< 25/72	-	-	-	-
Elm Street NB LT	0.41	18.8	B	48/83	0.39	16.3	B	39/70	-	-	-	-
Elm Street NB TH	0.50	17.3	B	159/231	0.87	42.1	D	181/336	-	-	-	-
Elm Street SB TH	0.68	30.9	C	133/169	0.63	26.3	C	114/156	-	-	-	-
Elm Street SB RT	0.14	25.1	C	< 25/46	0.11	21.4	C	< 25/36	-	-	-	-
Overall Intersection	0.66	21.1	C	-	0.72	23.2	C	-	-	-	-	-

EXHIBIT D

The Impact of the Big E on Interstate Crashes

The City of Springfield approached the Pioneer Valley Planning Commission with an inquiry about crashes occurring on the Interstate I-91 in Springfield during the annual Eastern States Exposition (Big E), hosted by the adjacent Town of West Springfield. Historically, the arterial roads leading to the Big E Fair grounds and connecting the two communities have experienced congestion during the 17 day fair especially on weekends. Special event traffic management systems have been put in place to manage the influx of traffic. In addition to traffic police controlling approaches to the event site, there are incentives offered to visitors for choosing travel alternatives other than personal vehicles to access the site. Satellite parking as far as the Holyoke Mall is serviced by frequent bus shuttles. A local bus route also connects the two communities.

The following is an analysis of crash data on I-91 in Springfield which obtained from the Massachusetts Department of Transportation for a three year time period from 2007 to 2009. Crashes occurring on dates during the Big E were identified. Online records showed that the Big E was held from September 14 to 30 in 2007, from September 12 to 28 in 2008, and from September 18 to October 4 in 2009.

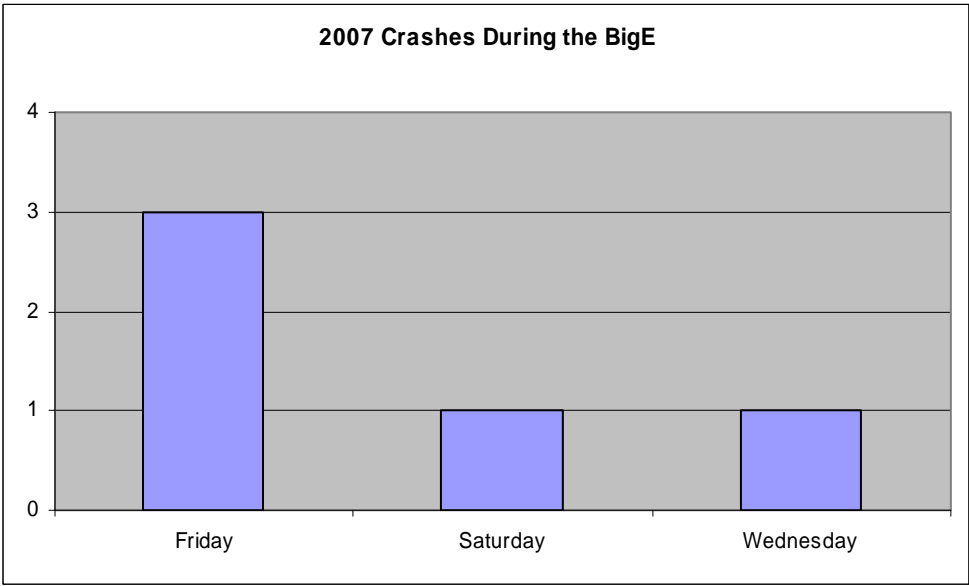
There were a total of 182 crashes on I-91 in 2007, which is equal to 0.5 crashes per day. Five crashes happened during the Big E. Since the Big E goes on for 17 days, there were an average of 0.29 crashes per day during the Big E.

In 2008, 172 crashes occurred on I-91, or 0.47 crashes per day. During the Big E there were 8 crashes or 0.47 crashes per day. This data shows that the Big E didn't have any effect on the number of crashes happening on the I-91.

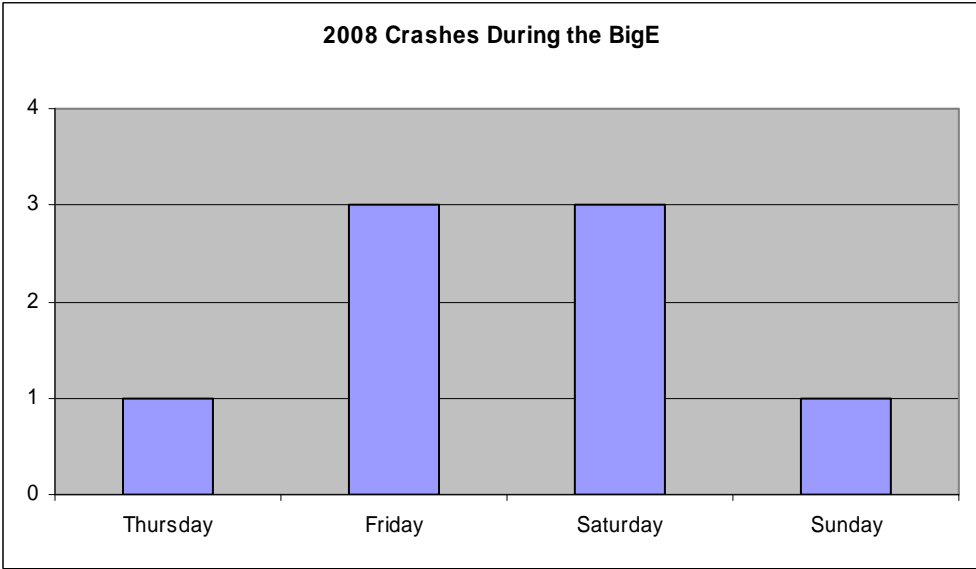
In 2009, 224 crashes occurred on the I-91, or 0.61 crashes per day. During the Big E 13 crashes happened or 0.76 crashes per day. This data indicates that there was a slight increase in crashes on I-91 during the Big E in 2009.

	Whole Year			During the BigE			
	Crashes on 91	Days/Crash	Crash/Day	Crashes on I91	Days/Crash	Crash/Day	Percent of crashes during Big E
Number of crashes in 2007	182	2.01	0.50	5	3.4	0.29	3%
Number of crashes in 2008	172	2.12	0.47	8	2.13	0.47	5%
Number of crashes in 2009	224	1.63	0.61	13	1.31	0.76	6%

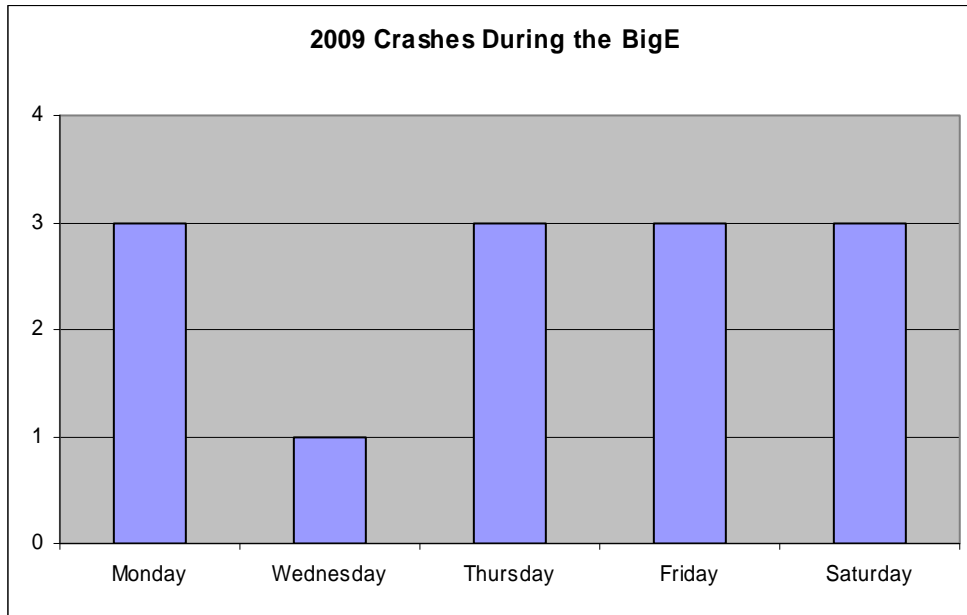
Days/crash indicates that a crash would happen every 2.01 days in 2007, every 2.12 days in 2008 and every 1.63 days in 2009. The Percent of Crashes during the Big E represents the number of crashes that happened during the Big E compared to the total number of crashes that occurred that year.



This graph shows that in 2007 most crashes during the Big E happened on Fridays.



This graph shows that in 2008 most crashes during the Big E happened either on Friday or on Saturday.



This graph shows that in 2009 crashes during the Big E happened on various days of the week.

Crash Severity

Fatal injury	1	4%
Non-fatal injury	9	35%
Not Reported	1	4%
Property damage only (none injured)	15	58%
Grand Total	26	100%

Almost two thirds of the crashes involved property damage only. There was one fatality in the Southbound direction at Exit 4 resulting from a single vehicle colliding with guardrail on a Friday midday.

Manner of Collision

Angle	2	8%
Rear-end	6	23%
Sideswipe, same direction	9	35%
Single vehicle crash	9	35%
Grand Total	26	100%

Crash Location: Exit Number and Direction

0 S	1	4%
1 S	3	12%
2 N	2	8%
3 N	8	31%
3 S	2	8%
4 S	1	4%
5 N	2	8%
6 N	2	8%
6 S	1	4%
7 S	3	12%
8 N	1	4%
Grand Total	26	100%

A third of crashes occurred in the vicinity of Exit 3 Northbound and the South End Bridge.

In conclusion, the available crash data does not show a relation between traffic congestion caused by the special event of the Big E and an increase of crashes on I-91. This may be due to local streets suffering most of the congestion compared to the interstate. It is note worthy to mention that there is anecdotal evidence from state police that indicates that traffic often backs up past Exit 6 on I-91 from vehicles trying to access and leave Memorial Bridge.

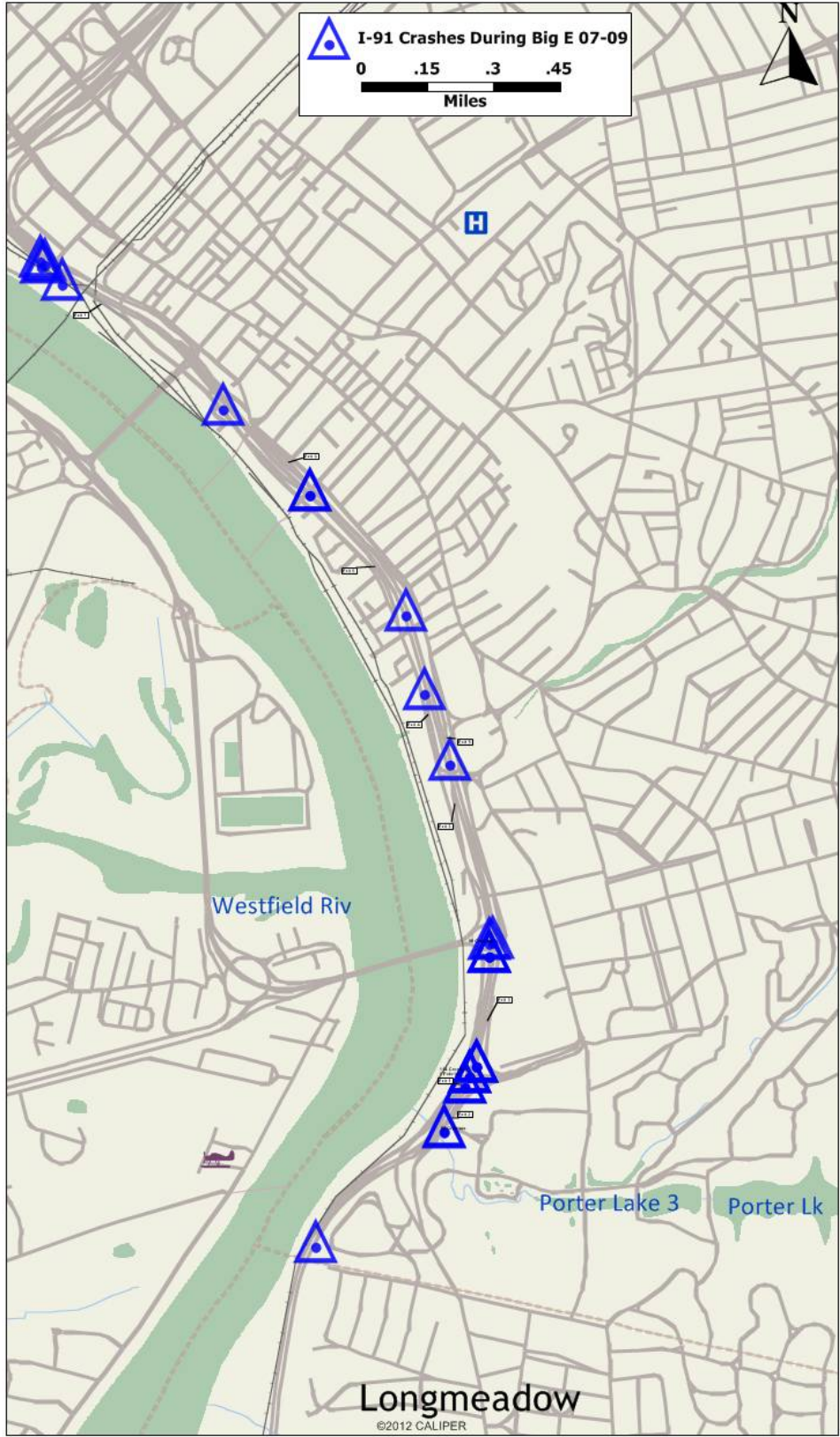


EXHIBIT E

[Home](#) > [General Info](#)

Big E Attendance 2013

Total Attendance

****1,481,917**

Sunday, Sept. 29	105,121
Saturday, Sept. 28	**160,872
Friday, Sept. 27	82,240
Thursday, Sept. 26	**82,875
Wednesday, Sept. 25	83,669
Tuesday, Sept. 24	65,211
Monday, Sept. 23	66,128
Sunday, Sept. 22	99,302
Saturday, Sept. 21	150,407
Friday, Sept. 20	**96,417
Thursday, Sept. 19	64,983
Wednesday, Sept. 18	66,072
Tuesday, Sept. 17	46,654
Monday, Sept. 16	47,536
Sunday, Sept. 15	86,582
Saturday, Sept. 14	107,997
Friday, Sept. 13	**69,851

****Denotes record attendance for that day.**

Last year's (2012) total Fair attendance was a record 1,365,896

EXHIBIT F



**MGM Springfield
Visitation Analysis
Performed for use in Traffic Study**

Generated by:
Jacob Oberman
Director of Global Gaming Development
MGM Resorts International

November 2012

MGM Springfield
Summary Visitors/Employees & Vehicles
By Day of Average Week

Total Arrivals - Average Week

of Visitors/Employees

	Visitors	Employees	Total
Drivers (Car)	67,318	8,019	75,337
Passenger (Car)	67,318	0	67,318
Walk or Public Bus	3,258	2,193	5,451
Taxi	2,790	0	2,790
Charter Bus	14,798	0	14,798
Rail	326	0	326
Total Visitors/Employees	155,808	10,212	166,020

of Vehicles

	Visitors	Employees	Total
Cars	67,318	8,019	75,337
Taxi	2,790	0	2,790
Charter Bus	493	0	493
Total Vehicles	70,601	8,019	78,621

of Vehicles by Day of Week

	Visitors	Employees	Total
Monday	12.0%	13.0%	12.1%
Tuesday	11.5%	13.0%	11.7%
Wednesday	12.0%	13.0%	12.1%
Thursday	12.9%	13.0%	12.9%
Friday	16.6%	16.0%	16.5%
Saturday	19.6%	19.0%	19.5%
Sunday	15.4%	13.0%	15.2%
Total Vehicles	100.0%	100.0%	100.0%

Note:

Visitors by day of average week based on MGM Detroit experience in 2011 adjusted for projected visitation to MGM Springfield.

Employees by day of week estimated based on counts necessary to meet visitor demand.

Assume first stabilized year of operations

MGM Springfield
Summary Estimated Visitors/Employees & Vehicles
By Hour by Day of Average Week

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Monday	2:00	0.77%	0.00%	143	0	65	0
	3:00	0.60%	0.00%	112	0	51	0
	4:00	0.53%	0.00%	99	0	45	0
	5:00	0.62%	0.00%	115	0	52	0
	6:00	1.05%	0.00%	196	0	89	0
	7:00	1.24%	8.00%	232	106	105	83
	8:00	2.44%	16.00%	456	212	206	167
	9:00	3.86%	16.00%	721	212	327	167
	10:00	4.81%	0.00%	899	0	408	0
	11:00	5.61%	0.00%	1,049	0	475	0
	12:00	6.18%	0.00%	1,155	0	524	0
	13:00	5.98%	0.00%	1,118	0	507	0
	14:00	5.48%	0.00%	1,025	0	464	0
	15:00	5.94%	0.00%	1,111	0	503	0
	16:00	5.88%	11.25%	1,099	149	498	117
	17:00	5.39%	33.75%	1,007	448	457	352
	18:00	8.07%	0.00%	1,507	0	683	0
	19:00	11.06%	0.00%	2,066	0	936	0
	20:00	8.23%	0.00%	1,538	0	697	0
	21:00	5.86%	0.00%	1,095	0	496	0
	22:00	4.46%	0.00%	833	0	378	0
	23:00	2.99%	0.00%	558	0	253	0
	0:00	1.78%	0.00%	333	0	151	0
	1:00	1.15%	15.00%	216	199	98	156
		100.00%	100.00%	18,685	1,328	8,467	1,043
Tuesday	2:00	0.92%	0.00%	165	0	75	0
	3:00	0.74%	0.00%	132	0	60	0
	4:00	0.60%	0.00%	108	0	49	0
	5:00	0.68%	0.00%	122	0	55	0
	6:00	1.35%	0.00%	242	0	110	0
	7:00	1.82%	8.00%	326	106	148	83
	8:00	3.41%	16.00%	613	212	278	167
	9:00	5.39%	16.00%	967	212	438	167
	10:00	5.00%	0.00%	898	0	407	0
	11:00	5.70%	0.00%	1,024	0	464	0
	12:00	6.24%	0.00%	1,121	0	508	0
	13:00	5.72%	0.00%	1,028	0	466	0
	14:00	5.61%	0.00%	1,008	0	457	0
	15:00	5.64%	0.00%	1,013	0	459	0
	16:00	6.51%	11.25%	1,169	149	530	117
	17:00	6.68%	33.75%	1,200	448	544	352
	18:00	7.21%	0.00%	1,294	0	586	0
	19:00	11.31%	0.00%	2,031	0	920	0
	20:00	6.77%	0.00%	1,216	0	551	0
	21:00	4.80%	0.00%	861	0	390	0
	22:00	4.01%	0.00%	720	0	326	0
	23:00	2.34%	0.00%	420	0	190	0
	0:00	1.02%	0.00%	184	0	83	0
	1:00	0.55%	15.00%	99	199	45	156
		100.00%	100.00%	17,959	1,328	8,138	1,043

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Wednesday	2:00	1.00%	0.00%	186	0	84	0
	3:00	0.63%	0.00%	117	0	53	0
	4:00	0.59%	0.00%	111	0	50	0
	5:00	0.56%	0.00%	104	0	47	0
	6:00	1.02%	0.00%	190	0	86	0
	7:00	1.44%	8.00%	268	106	122	83
	8:00	2.65%	16.00%	495	212	224	167
	9:00	4.51%	16.00%	841	212	381	167
	10:00	5.60%	0.00%	1,044	0	473	0
	11:00	5.78%	0.00%	1,077	0	488	0
	12:00	6.37%	0.00%	1,188	0	538	0
	13:00	5.64%	0.00%	1,051	0	476	0
	14:00	5.09%	0.00%	949	0	430	0
	15:00	5.79%	0.00%	1,079	0	489	0
	16:00	6.17%	11.25%	1,151	149	521	117
	17:00	5.87%	33.75%	1,095	448	496	352
	18:00	7.69%	0.00%	1,435	0	650	0
	19:00	11.89%	0.00%	2,217	0	1,005	0
	20:00	7.20%	0.00%	1,342	0	608	0
	21:00	5.25%	0.00%	979	0	444	0
	22:00	4.16%	0.00%	776	0	352	0
	23:00	2.60%	0.00%	484	0	219	0
	0:00	1.38%	0.00%	258	0	117	0
	1:00	1.13%	15.00%	210	199	95	156
	100.00%	100.00%	18,648	1,328	8,450	1,043	
Thursday	2:00	1.09%	0.00%	218	0	99	0
	3:00	0.78%	0.00%	157	0	71	0
	4:00	0.56%	0.00%	112	0	51	0
	5:00	0.55%	0.00%	110	0	50	0
	6:00	1.14%	0.00%	230	0	104	0
	7:00	1.59%	8.00%	319	106	145	83
	8:00	2.58%	16.00%	518	212	235	167
	9:00	3.92%	16.00%	788	212	357	167
	10:00	4.73%	0.00%	951	0	431	0
	11:00	4.77%	0.00%	960	0	435	0
	12:00	5.62%	0.00%	1,130	0	512	0
	13:00	5.39%	0.00%	1,084	0	491	0
	14:00	5.06%	0.00%	1,018	0	461	0
	15:00	6.04%	0.00%	1,214	0	550	0
	16:00	6.24%	11.25%	1,255	149	569	117
	17:00	6.74%	33.75%	1,356	448	614	352
	18:00	7.35%	0.00%	1,477	0	669	0
	19:00	11.33%	0.00%	2,278	0	1,032	0
	20:00	7.83%	0.00%	1,575	0	714	0
	21:00	6.24%	0.00%	1,255	0	569	0
	22:00	4.86%	0.00%	978	0	443	0
	23:00	3.05%	0.00%	613	0	278	0
	0:00	1.25%	0.00%	252	0	114	0
	1:00	1.28%	15.00%	258	199	117	156
	100.00%	100.00%	20,107	1,328	9,111	1,043	

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Friday	2:00	1.95%	0.00%	505	0	229	0
	3:00	0.75%	0.00%	194	0	88	0
	4:00	0.55%	0.00%	142	0	64	0
	5:00	0.55%	0.00%	143	0	65	0
	6:00	0.86%	0.00%	222	0	101	0
	7:00	1.01%	7.00%	262	114	119	90
	8:00	2.20%	14.00%	569	229	258	180
	9:00	3.22%	14.00%	832	229	377	180
	10:00	3.00%	0.00%	776	0	352	0
	11:00	3.83%	0.00%	989	0	448	0
	12:00	4.35%	0.00%	1,126	0	510	0
	13:00	4.45%	0.00%	1,150	0	521	0
	14:00	4.73%	0.00%	1,224	0	555	0
	15:00	5.13%	0.00%	1,326	0	601	0
	16:00	6.18%	12.50%	1,598	204	724	160
	17:00	6.54%	37.50%	1,690	613	766	481
	18:00	6.98%	0.00%	1,805	0	818	0
	19:00	11.93%	0.00%	3,085	0	1,398	0
	20:00	9.63%	0.00%	2,490	0	1,128	0
	21:00	7.84%	0.00%	2,028	0	919	0
	22:00	7.02%	0.00%	1,817	0	823	0
	23:00	4.12%	0.00%	1,064	0	482	0
	0:00	1.15%	0.00%	298	0	135	0
	1:00	2.03%	15.00%	526	245	238	192
	100.00%	100.00%	25,864	1,634	11,720	1,283	
Saturday	2:00	1.92%	0.00%	586	0	265	0
	3:00	1.25%	0.00%	382	0	173	0
	4:00	1.03%	0.00%	315	0	143	0
	5:00	0.74%	0.00%	227	0	103	0
	6:00	1.03%	0.00%	313	0	142	0
	7:00	1.27%	7.00%	388	136	176	107
	8:00	2.48%	14.00%	756	272	343	213
	9:00	3.39%	14.00%	1,034	272	468	213
	10:00	2.51%	0.00%	767	0	348	0
	11:00	3.24%	0.00%	989	0	448	0
	12:00	3.82%	0.00%	1,167	0	529	0
	13:00	4.43%	0.00%	1,354	0	613	0
	14:00	5.09%	0.00%	1,555	0	704	0
	15:00	4.59%	0.00%	1,401	0	635	0
	16:00	6.15%	12.50%	1,880	243	852	190
	17:00	5.77%	37.50%	1,761	728	798	571
	18:00	6.75%	0.00%	2,062	0	934	0
	19:00	11.05%	0.00%	3,374	0	1,529	0
	20:00	9.89%	0.00%	3,022	0	1,369	0
	21:00	7.64%	0.00%	2,334	0	1,057	0
	22:00	7.14%	0.00%	2,179	0	988	0
	23:00	4.58%	0.00%	1,400	0	635	0
	0:00	2.57%	0.00%	785	0	356	0
	1:00	1.67%	15.00%	512	291	232	229
	100.00%	100.00%	30,542	1,940	13,839	1,524	

	Hourly % of Daily Visitors / Employees		# of Visitors / Employees by Hour		# of Vehicles / Employees by Hour		
	Visitors	Employees	Visitors	Employees	Visitors	Employees	
Sunday							
	2:00	0.94%	0.00%	226	0	103	0
	3:00	2.22%	0.00%	533	0	242	0
	4:00	1.59%	0.00%	381	0	173	0
	5:00	1.44%	0.00%	346	0	157	0
	6:00	1.56%	0.00%	375	0	170	0
	7:00	1.69%	8.00%	406	106	184	83
	8:00	3.42%	16.00%	820	212	371	167
	9:00	5.64%	16.00%	1,354	212	614	167
	10:00	3.00%	0.00%	719	0	326	0
	11:00	4.40%	0.00%	1,056	0	479	0
	12:00	5.53%	0.00%	1,327	0	601	0
	13:00	5.81%	0.00%	1,395	0	632	0
	14:00	6.04%	0.00%	1,449	0	657	0
	15:00	5.47%	0.00%	1,312	0	594	0
	16:00	6.10%	11.25%	1,463	149	663	117
	17:00	4.87%	33.75%	1,168	448	529	352
	18:00	8.40%	0.00%	2,017	0	914	0
	19:00	8.92%	0.00%	2,141	0	970	0
	20:00	6.38%	0.00%	1,531	0	694	0
	21:00	4.49%	0.00%	1,077	0	488	0
	22:00	3.22%	0.00%	773	0	350	0
	23:00	2.14%	0.00%	514	0	233	0
	0:00	6.06%	0.00%	1,453	0	659	0
	1:00	0.69%	15.00%	167	199	75	156
		100.00%	100.00%	24,004	1,328	10,877	1,043
Total for Week				155,808	10,212	70,601	8,019

MGM Springfield
Estimated Visitation by Patron Segment and by County

# of Slots	3,100
# of Table Games (including poker)	100

Gaming Revenue by Patron Segment	% of Gaming Revenue
Local Market - 120 Minute Radius	90.77%
Traffic Intercept	2.33%
Tourist - Staying in Springfield	1.86%
Tourist - Staying @ MGM Springfield	5.05%
Gaming Win	100.00%

Local Market Gaming Revenue by County

County	State	% of Local Market Gaming Revenue
BARNSTABLE	MA	0.18%
BERKSHIRE	MA	2.32%
BRISTOL	MA	0.28%
DUKES	MA	0.03%
ESSEX	MA	0.67%
FRANKLIN	MA	1.35%
HAMPDEN	MA	34.82%
HAMPSHIRE	MA	6.67%
MIDDLESEX	MA	2.77%
NANTUCKET	MA	0.03%
NORFOLK	MA	0.85%
PLYMOUTH	MA	0.29%
SUFFOLK	MA	0.22%
WORCESTER	MA	4.43%
BRISTOL	RI	0.04%
KENT	RI	0.08%
NEWPORT	RI	0.08%
PROVIDENCE	RI	0.57%
WASHINGTON	RI	0.03%
FAIRFIELD	CT	6.31%
HARTFORD	CT	14.04%
LITCHFIELD	CT	2.00%
MIDDLESEX	CT	0.89%
NEW HAVEN	CT	4.99%
NEW LONDON	CT	0.34%
TOLLAND	CT	3.13%
WINDHAM	CT	0.30%
BELKNAP	NH	0.00%
CARROLL	NH	0.00%
CHESHIRE	NH	0.78%
COOS	NH	0.00%
GRAFTON	NH	0.00%
HILLSBOROUGH	NH	1.88%
MERRIMACK	NH	0.00%
ROCKINGHAM	NH	0.85%
STRAFFORD	NH	0.00%
SULLIVAN	NH	0.00%
ALBANY	NY	2.17%
COLUMBIA	NY	0.95%
DUTCHESS	NY	1.26%
ESSEX	NY	0.00%
GREENE	NY	0.32%
RENSSELAER	NY	1.76%
SARATOGA	NY	0.21%
SCHENECTADY	NY	1.32%
WARREN	NY	0.00%
WASHINGTON	NY	0.00%
BENNINGTON	VT	0.21%
WINDHAM	VT	0.59%
Total		100.00%

(1)

MGM Springfield
Visitor Reconciliation w/MGM Detroit

	Visitation
MGM Detroit (2011)	9,388,945 *
MGM Springfield visitation	Estimated @ 80% to 95% of MGM Detroit levels

Note:

*Adjusted Detroit footfall estimates down to reflect some double-counting of visitors

Detroit Property Description

	MGM Grand Detroit
Location	Detroit, MI
Opening Date	Temp. - Jul 99 Perm. - Oct 07
Investment ^[1]	Temp. - \$230MM Perm. - \$800MM
Gaming Devices:	
Slots	4,026
Tables	95
Hotel Rooms	400
Restaurants	6
Retail Outlets	1
Meeting Space (SF)	30,000
Entertainment Venues	0
Gaming Revenues (MM):	
2011	\$518.2
2010	\$498.4
2009	\$475.7
Non-Gaming Revenues (MM):	
2011	\$96.5
2010	\$89.4
2009	\$85.4

**MGM Detroit
Footfall Counts
2011**

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	3-Jan-11	28,837	14.3%	4-Jul-11	26,908	14.1%
Tue	4-Jan-11	24,479	12.1%	5-Jul-11	24,853	13.0%
Wed	5-Jan-11	25,175	12.5%	6-Jul-11	24,113	12.7%
Thu	6-Jan-11	25,106	12.4%	7-Jul-11	24,796	13.0%
Fri	7-Jan-11	28,112	13.9%	8-Jul-11	30,576	16.1%
Sat	8-Jan-11	41,043	20.3%	9-Jul-11	35,605	18.7%
Sun	9-Jan-11	29,012	14.4%	10-Jul-11	23,628	12.4%
		201,764			190,479	
Mon	10-Jan-11	25,984	13.5%	11-Jul-11	23,688	12.3%
Tue	11-Jan-11	17,987	9.3%	12-Jul-11	23,010	11.9%
Wed	12-Jan-11	23,660	12.3%	13-Jul-11	23,213	12.0%
Thu	13-Jan-11	26,034	13.5%	14-Jul-11	23,812	12.4%
Fri	14-Jan-11	30,752	15.9%	15-Jul-11	31,775	16.5%
Sat	15-Jan-11	39,024	20.2%	16-Jul-11	37,963	19.7%
Sun	16-Jan-11	29,600	15.3%	17-Jul-11	29,246	15.2%
		193,041			192,707	
Mon	17-Jan-11	25,259	14.2%	18-Jul-11	23,814	12.1%
Tue	18-Jan-11	19,829	11.1%	19-Jul-11	24,339	12.4%
Wed	19-Jan-11	23,327	13.1%	20-Jul-11	24,767	12.6%
Thu	20-Jan-11	21,082	11.8%	21-Jul-11	27,909	14.2%
Fri	21-Jan-11	28,594	16.0%	22-Jul-11	31,002	15.8%
Sat	22-Jan-11	36,679	20.6%	23-Jul-11	36,336	18.5%
Sun	23-Jan-11	23,562	13.2%	24-Jul-11	28,474	14.5%
		178,332			196,641	
Mon	24-Jan-11	16,723	9.2%	25-Jul-11	24,270	12.0%
Tue	25-Jan-11	20,372	11.3%	26-Jul-11	23,640	11.7%
Wed	26-Jan-11	20,762	11.5%	27-Jul-11	23,448	11.6%
Thu	27-Jan-11	25,452	14.1%	28-Jul-11	26,391	13.1%
Fri	28-Jan-11	29,178	16.1%	29-Jul-11	32,726	16.2%
Sat	29-Jan-11	35,777	19.8%	30-Jul-11	37,573	18.6%
Sun	30-Jan-11	32,580	18.0%	31-Jul-11	34,012	16.8%
		180,844			202,060	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	31-Jan-11	20,275	12.3%	1-Aug-11	25,147	12.8%
Tue	1-Feb-11	15,345	9.3%	2-Aug-11	24,890	12.7%
Wed	2-Feb-11	14,503	8.8%	3-Aug-11	26,719	13.6%
Thu	3-Feb-11	25,546	15.5%	4-Aug-11	25,432	13.0%
Fri	4-Feb-11	34,095	20.6%	5-Aug-11	29,030	14.8%
Sat	5-Feb-11	30,382	18.4%	6-Aug-11	35,804	18.3%
Sun	6-Feb-11	25,107	15.2%	7-Aug-11	28,812	14.7%
		165,253			195,834	
Mon	7-Feb-11	21,515	10.7%	8-Aug-11	22,494	12.2%
Tue	8-Feb-11	20,984	10.5%	9-Aug-11	21,855	11.9%
Wed	9-Feb-11	23,043	11.5%	10-Aug-11	22,471	12.2%
Thu	10-Feb-11	21,502	10.8%	11-Aug-11	21,348	11.6%
Fri	11-Feb-11	33,291	16.7%	12-Aug-11	31,312	17.0%
Sat	12-Feb-11	45,001	22.5%	13-Aug-11	35,595	19.4%
Sun	13-Feb-11	34,456	17.3%	14-Aug-11	28,864	15.7%
		199,592			183,939	
Mon	14-Feb-11	25,296	12.8%	15-Aug-11	21,070	11.1%
Tue	15-Feb-11	20,297	10.3%	16-Aug-11	24,038	12.7%
Wed	16-Feb-11	23,348	11.8%	17-Aug-11	22,857	12.0%
Thu	17-Feb-11	26,028	13.1%	18-Aug-11	26,249	13.8%
Fri	18-Feb-11	34,348	17.4%	19-Aug-11	30,331	16.0%
Sat	19-Feb-11	45,163	22.8%	20-Aug-11	38,076	20.1%
Sun	20-Feb-11	23,471	11.9%	21-Aug-11	27,112	14.3%
		197,951			189,733	
Mon	21-Feb-11	16,046	8.6%	22-Aug-11	20,565	11.8%
Tue	22-Feb-11	21,842	11.7%	23-Aug-11	20,034	11.5%
Wed	23-Feb-11	23,720	12.7%	24-Aug-11	20,054	11.5%
Thu	24-Feb-11	22,740	12.1%	25-Aug-11	21,920	12.6%
Fri	25-Feb-11	31,506	16.8%	26-Aug-11	26,825	15.4%
Sat	26-Feb-11	40,863	21.8%	27-Aug-11	34,347	19.7%
Sun	27-Feb-11	30,710	16.4%	28-Aug-11	30,473	17.5%
		187,427			174,218	
Mon	28-Feb-11	22,557	11.6%	29-Aug-11	20,950	11.2%
Tue	1-Mar-11	25,560	13.2%	30-Aug-11	20,686	11.1%
Wed	2-Mar-11	23,615	12.2%	31-Aug-11	20,540	11.0%
Thu	3-Mar-11	25,648	13.2%	1-Sep-11	20,073	10.8%
Fri	4-Mar-11	32,589	16.8%	2-Sep-11	31,695	17.0%
Sat	5-Mar-11	35,141	18.1%	3-Sep-11	35,052	18.8%
Sun	6-Mar-11	29,173	15.0%	4-Sep-11	37,457	20.1%
		194,283			186,453	
Mon	7-Mar-11	22,298	10.4%	5-Sep-11	25,817	14.9%
Tue	8-Mar-11	22,515	10.5%	6-Sep-11	20,362	11.8%
Wed	9-Mar-11	23,311	10.9%	7-Sep-11	18,691	10.8%
Thu	10-Mar-11	25,880	12.1%	8-Sep-11	20,359	11.8%
Fri	11-Mar-11	36,665	17.2%	9-Sep-11	29,590	17.1%
Sat	12-Mar-11	49,065	23.0%	10-Sep-11	34,384	19.9%
Sun	13-Mar-11	33,834	15.8%	11-Sep-11	23,921	13.8%
		213,568			173,124	
Mon	14-Mar-11	26,569	11.8%	12-Sep-11	21,126	11.9%
Tue	15-Mar-11	24,171	10.7%	13-Sep-11	21,083	11.9%
Wed	16-Mar-11	27,634	12.2%	14-Sep-11	21,100	11.9%
Thu	17-Mar-11	31,969	14.2%	15-Sep-11	22,823	12.8%
Fri	18-Mar-11	36,418	16.1%	16-Sep-11	30,061	16.9%
Sat	19-Mar-11	48,236	21.4%	17-Sep-11	36,437	20.5%
Sun	20-Mar-11	30,746	13.6%	18-Sep-11	25,226	14.2%
		225,743			177,856	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	21-Mar-11	26,535	11.8%	19-Sep-11	20,482	11.5%
Tue	22-Mar-11	22,111	9.9%	20-Sep-11	20,616	11.6%
Wed	23-Mar-11	24,789	11.1%	21-Sep-11	23,396	13.1%
Thu	24-Mar-11	27,949	12.5%	22-Sep-11	22,159	12.4%
Fri	25-Mar-11	37,326	16.7%	23-Sep-11	28,871	16.2%
Sat	26-Mar-11	46,889	20.9%	24-Sep-11	34,756	19.5%
Sun	27-Mar-11	38,541	17.2%	25-Sep-11	27,715	15.6%
		224,140			177,995	
Mon	28-Mar-11	25,702	10.9%	26-Sep-11	20,210	12.0%
Tue	29-Mar-11	24,765	10.5%	27-Sep-11	19,013	11.3%
Wed	30-Mar-11	24,680	10.5%	28-Sep-11	19,852	11.8%
Thu	31-Mar-11	33,952	14.4%	29-Sep-11	19,726	11.8%
Fri	1-Apr-11	42,018	17.9%	30-Sep-11	28,118	16.8%
Sat	2-Apr-11	50,403	21.4%	1-Oct-11	36,083	21.5%
Sun	3-Apr-11	33,480	14.2%	2-Oct-11	24,736	14.7%
		235,000			167,738	
Mon	4-Apr-11	26,387	11.2%	3-Oct-11	24,702	14.2%
Tue	5-Apr-11	25,736	10.9%	4-Oct-11	23,346	13.4%
Wed	6-Apr-11	27,394	11.6%	5-Oct-11	22,741	13.1%
Thu	7-Apr-11	33,516	14.2%	6-Oct-11	20,494	11.8%
Fri	8-Apr-11	47,146	19.9%	7-Oct-11	27,067	15.6%
Sat	9-Apr-11	46,501	19.7%	8-Oct-11	31,102	17.9%
Sun	10-Apr-11	29,755	12.6%	9-Oct-11	24,464	14.1%
		236,435			173,916	
Mon	11-Apr-11	20,278	11.3%	10-Oct-11	25,243	14.1%
Tue	12-Apr-11	20,448	11.4%	11-Oct-11	21,051	11.8%
Wed	13-Apr-11	22,539	12.6%	12-Oct-11	21,548	12.0%
Thu	14-Apr-11	22,639	12.7%	13-Oct-11	20,699	11.6%
Fri	15-Apr-11	27,795	15.5%	14-Oct-11	28,046	15.7%
Sat	16-Apr-11	37,291	20.9%	15-Oct-11	35,739	20.0%
Sun	17-Apr-11	27,771	15.5%	16-Oct-11	26,724	14.9%
		178,761			179,050	
Mon	18-Apr-11	21,950	12.2%	17-Oct-11	20,754	12.7%
Tue	19-Apr-11	21,222	11.8%	18-Oct-11	19,353	11.9%
Wed	20-Apr-11	22,202	12.4%	19-Oct-11	18,016	11.1%
Thu	21-Apr-11	26,282	14.6%	20-Oct-11	21,074	12.9%
Fri	22-Apr-11	31,956	17.8%	21-Oct-11	26,931	16.5%
Sat	23-Apr-11	31,648	17.6%	22-Oct-11	33,100	20.3%
Sun	24-Apr-11	24,155	13.5%	23-Oct-11	23,583	14.5%
		179,415			162,811	
Mon	25-Apr-11	22,625	11.2%	24-Oct-11	19,459	11.7%
Tue	26-Apr-11	19,903	9.9%	25-Oct-11	18,088	10.9%
Wed	27-Apr-11	21,542	10.7%	26-Oct-11	19,989	12.0%
Thu	28-Apr-11	23,105	11.4%	27-Oct-11	24,653	14.8%
Fri	29-Apr-11	40,768	20.2%	28-Oct-11	25,034	15.1%
Sat	30-Apr-11	42,145	20.9%	29-Oct-11	32,311	19.5%
Sun	1-May-11	31,906	15.8%	30-Oct-11	26,514	16.0%
		201,994			166,048	
Mon	2-May-11	26,546	11.8%	31-Oct-11	16,892	9.3%
Tue	3-May-11	27,783	12.3%	1-Nov-11	22,134	12.2%
Wed	4-May-11	27,177	12.0%	2-Nov-11	20,705	11.4%
Thu	5-May-11	27,443	12.2%	3-Nov-11	26,077	14.3%
Fri	6-May-11	33,700	14.9%	4-Nov-11	29,774	16.4%
Sat	7-May-11	39,839	17.7%	5-Nov-11	34,930	19.2%
Sun	8-May-11	43,076	19.1%	6-Nov-11	31,368	17.2%
		225,564			181,880	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	9-May-11	25,277	12.2%	7-Nov-11	18,898	11.2%
Tue	10-May-11	26,031	12.6%	8-Nov-11	20,135	11.9%
Wed	11-May-11	24,111	11.6%	9-Nov-11	19,730	11.7%
Thu	12-May-11	24,870	12.0%	10-Nov-11	21,592	12.8%
Fri	13-May-11	32,164	15.5%	11-Nov-11	30,057	17.8%
Sat	14-May-11	42,719	20.6%	12-Nov-11	34,978	20.8%
Sun	15-May-11	31,800	15.4%	13-Nov-11	23,164	13.7%
		206,972			168,554	
Mon	16-May-11	27,021	12.9%	14-Nov-11	19,791	11.6%
Tue	17-May-11	25,769	12.3%	15-Nov-11	19,116	11.2%
Wed	18-May-11	26,599	12.7%	16-Nov-11	21,565	12.6%
Thu	19-May-11	26,170	12.5%	17-Nov-11	20,500	12.0%
Fri	20-May-11	32,153	15.3%	18-Nov-11	26,513	15.5%
Sat	21-May-11	36,653	17.5%	19-Nov-11	32,960	19.3%
Sun	22-May-11	35,462	16.9%	20-Nov-11	30,107	17.7%
		209,827			170,552	
Mon	23-May-11	23,967	11.1%	21-Nov-11	20,314	11.1%
Tue	24-May-11	24,718	11.4%	22-Nov-11	19,797	10.8%
Wed	25-May-11	23,086	10.7%	23-Nov-11	29,061	15.9%
Thu	26-May-11	29,831	13.8%	24-Nov-11	22,825	12.5%
Fri	27-May-11	36,659	17.0%	25-Nov-11	33,698	18.5%
Sat	28-May-11	40,881	18.9%	26-Nov-11	34,297	18.8%
Sun	29-May-11	36,850	17.1%	27-Nov-11	22,521	12.3%
		215,992			182,513	
Mon	30-May-11	28,674	14.5%	28-Nov-11	22,230	13.1%
Tue	31-May-11	21,638	10.9%	29-Nov-11	18,360	10.8%
Wed	1-Jun-11	25,724	13.0%	30-Nov-11	19,885	11.7%
Thu	2-Jun-11	24,388	12.3%	1-Dec-11	23,029	13.5%
Fri	3-Jun-11	33,160	16.8%	2-Dec-11	30,565	18.0%
Sat	4-Jun-11	36,563	18.5%	3-Dec-11	34,032	20.0%
Sun	5-Jun-11	27,818	14.1%	4-Dec-11	22,153	13.0%
		197,965			170,254	
Mon	6-Jun-11	23,992	12.0%	5-Dec-11	18,130	10.9%
Tue	7-Jun-11	23,320	11.7%	6-Dec-11	20,111	12.1%
Wed	8-Jun-11	24,616	12.4%	7-Dec-11	18,696	11.3%
Thu	9-Jun-11	24,876	12.5%	8-Dec-11	19,700	11.9%
Fri	10-Jun-11	33,893	17.0%	9-Dec-11	27,287	16.4%
Sat	11-Jun-11	39,997	20.1%	10-Dec-11	36,980	22.3%
Sun	12-Jun-11	28,433	14.3%	11-Dec-11	25,189	15.2%
		199,127			166,093	
Mon	13-Jun-11	23,900	11.7%	12-Dec-11	22,538	12.3%
Tue	14-Jun-11	24,615	12.0%	13-Dec-11	22,701	12.4%
Wed	15-Jun-11	24,064	11.8%	14-Dec-11	21,519	11.8%
Thu	16-Jun-11	27,814	13.6%	15-Dec-11	26,191	14.3%
Fri	17-Jun-11	30,717	15.0%	16-Dec-11	30,578	16.7%
Sat	18-Jun-11	36,536	17.9%	17-Dec-11	33,991	18.6%
Sun	19-Jun-11	36,746	18.0%	18-Dec-11	25,498	13.9%
		204,392			183,016	
Mon	20-Jun-11	24,346	11.7%	19-Dec-11	21,969	13.5%
Tue	21-Jun-11	23,068	11.1%	20-Dec-11	20,535	12.6%
Wed	22-Jun-11	25,711	12.3%	21-Dec-11	20,702	12.7%
Thu	23-Jun-11	29,467	14.1%	22-Dec-11	23,605	14.5%
Fri	24-Jun-11	33,881	16.3%	23-Dec-11	26,913	16.5%
Sat	25-Jun-11	37,831	18.2%	24-Dec-11	21,172	13.0%
Sun	26-Jun-11	34,047	16.3%	25-Dec-11	27,745	17.1%
		208,351			162,641	

	Date	IN Traffic for Total In		Date	IN Traffic for Total In	
Mon	27-Jun-11	23,811	11.5%	Total Mon	1,169,631	12.0%
Tue	28-Jun-11	26,537	12.8%	Total Tues	1,124,191	11.5%
Wed	29-Jun-11	25,588	12.3%	Total Wed	1,167,298	12.0%
Thu	30-Jun-11	25,949	12.5%	Total Thurs	1,258,674	12.9%
Fri	1-Jul-11	35,759	17.2%	Total Fri	1,619,018	16.6%
Sat	2-Jul-11	35,954	17.3%	Total Sat	1,911,827	19.6%
Sun	3-Jul-11	34,238	16.5%	Total Sun	1,502,576	15.4%
		207,836		Total	9,753,215	

Note:

At MGM Detroit, there are 4 main entry points: Hotel, Casino Valet, Casino NE and Casino NW Entry where footfall is counted via CCTV. The counts are used to track volume in the casino for analysis, security purposes and Michigan Gaming Control Board reporting.

EXHIBIT G

Impacts of Proposed MGM Springfield Project on Surrounding Communities

Prepared for:
MGM Resorts International

Prepared by:
HR&A Advisors, Inc.
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New York, NY 10013

December 11, 2013



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General and Limiting Conditions

1. Any person who relies on or otherwise uses this Study is required to have first read, understood and accepted the following disclosures, limitations and disclaimers, and will, by reason of such reliance or other use, be deemed to have read, understood and accepted the same.
2. HR&A Advisors, Inc. (HR&A) has been engaged and compensated by MGM to prepare this Study. In preparing this Study HR&A has used its independent professional judgment and skills in good faith, subject to the limitations, disclosures and disclaimers herein.
3. This Study is based on estimates, assumptions and other information developed by HR&A, other third party consultants, and city officials. Every reasonable effort has been made to ensure that the data contained in this Study are accurate as of the date of this Study; however, factors exist that are outside the control of HR&A and that may affect the estimates and/or projections noted herein. HR&A neither guarantees any results nor takes responsibility for their actual achievement or continuing applicability, as actual outcomes will depend on future events and circumstances beyond HR&A's control.
4. HR&A reviewed the information and projections provided by third parties using its independent professional judgment and skills in good faith, but assumes no liability resulting from errors, omissions or any other inaccuracies with respect to the information provided by such third parties referenced in this Study.
5. HR&A also relied on data provided by or purchased from the Minnesota IMPLAN Group and the Commonwealth of Massachusetts in order to generate estimates of indirect employment, economic output and to calculate estimated tax revenues. HR&A assumes no liability resulting from errors, omissions or any other inaccuracies with respect to the information provided by these parties.
6. HR&A received all project information and projections of attendance, revenues, costs, etc. from project sponsors. HR&A did not independently verify these numbers.
7. In addition to relying on data, information, projections and forecasts of others as referred to above, HR&A has included in this Study estimates and assumptions made by HR&A that HR&A believes are appropriate, but HR&A makes no representation that there will be no variances between actual outcomes and such estimates and assumptions.
8. No summary or abstract of this Study, and no excerpts from this Study, may be made for any purpose without HR&A's prior written consent.
9. No opinion is intended to be expressed and no responsibility is assumed for any matters that are legal in nature or require legal expertise or specialized knowledge beyond that of a real estate consultant.
10. Many of the figures presented in this report will be rounded. HR&A disclaims any and all liability relating to rounding errors.

11. Many of the variables associated with forecasts, tax rates and legislation are policy driven. HR&A assumes that legislation relating to this Study will not change and makes no prediction of the impact of future policy changes.
12. This Study may be relied on and otherwise used only by persons who receive this Study from HR&A or with HR&A's prior written consent and only for the purpose stated in writing in conjunction with such receipt or consent. No reliance on or other use of this Study by any person or for any purpose other than as stated in the previous sentence is permitted. HR&A disclaims all responsibility in the case of any reliance on or other use of this Study in conflict with the above portions of this paragraph.
13. If the Study is referred to or included in any offering material or prospectus, the Study shall be deemed to have been included for informational purposes only and its use shall be subject to these General and Limiting Conditions. HR&A, its directors, officers and employees have no liability to recipients of any such offering material or prospectus. HR&A disclaims any and all liability to any party.
14. This Study is qualified in its entirety by, and should be considered in light of these General and Limiting Conditions. By use of this Study each party that uses this Study agrees to be bound by all of the General and Limiting Conditions stated herein.

Executive Summary

MGM Resorts International (MGM), retained HR&A Advisors, Inc. (“HR&A”) to conduct an impact analysis of a proposed destination resort casino (“the Project”) in Springfield, MA on surrounding communities. HR&A’s analysis was conducted as part of MGM’s response to the Massachusetts Gaming Commission’s RFA-2 Application. The proposed Project would induce a private investment of approximately \$800 million and includes approximately 845,000 square feet of gaming, hotel, convention, food and beverage, retail, residential and entertainment uses.

MGM has conducted comprehensive outreach to seven surrounding communities to understand individual concerns and address them as part of this process. These seven communities have been analyzed in this Study and are sometimes referred to herein as “surrounding communities.” Such reference is for convenience only and does not purport to be a concession by MGM that such communities are “surrounding communities” as contemplated under the Gaming Act nor a waiver of MGM’s ability to challenge the same.

Surrounding communities raised the following concerns that are addressed in this report:

- **Increased traffic was consistently one of the top concerns by surrounding communities.** As with any other project of this scale, the proposed casino will generate more trips in the region. A comprehensive study of regional traffic impacts is expected to be completed in late December 2013. Managed by the Pioneer Valley Planning Commission, this study will inform the need for additional investments or payments by MGM to mitigate regional traffic impacts.
- **Impacts on police, fire, and emergency services department in surrounding communities will be minimal and MGM is taking steps to set up a process to address concerns.** The main impacts will be on departments in the City of Springfield. MGM is supporting Springfield department capacity with a \$2.5 million upfront payment and \$2.5 million in annual payments as part of the total funding package negotiated under the host community agreement¹. While AMR, the emergency services providers, operates on a fee-for-service model, MGM is working with the company to ensure the project receives adequate services without negatively impacting response times elsewhere in the community. Findings from the traffic study will help inform the extent of any impacts on regional fire and police departments.
- **The proposed project will generate minimal impacts on regional crime rates.** A study by the University of Nevada Las Vegas International Gaming Institute found that any proposed casino-resort would likely increase the total volume of crimes *in the immediate area* due to increased visitation, but this would have an insignificant effect on the crime rates overall when adjusted for the number of people drawn to the area. MGM is addressing these potential impacts through mitigation payments to the Springfield police department.
- **The proposed project will generate a significant number of jobs for regional residents.** The project will generate approximately 3,000 onsite jobs to support project operations. MGM estimates that 90% of the full-time jobs will be filled by local residents. In addition, HR&A estimates that the project will support approximately 2,650 additional jobs in the region² from indirect vendor spending, off-site visitor spending, and induced household spending by employees. A separate

¹ A portion of this payment also goes to schools.

² Based on the average visitation and casino revenue projection.

HR&A report on the economic and fiscal impacts of the proposed project on the region and Commonwealth of Massachusetts provides a more detailed assessment of the economic benefits to the region. Surrounding communities will receive much of these benefits due to their proximity to the project site.

- ***While the project will attract some new residents, the housing market is diverse and flexible enough to accommodate growth.*** MGM estimates that 225-265 employees will come from outside the region, which conservatively translates into the same number of new households. The impact on the housing market will depend on individual preferences to rent vs. own, family size, income, lifestyle preferences, etc. HR&A's review of the existing housing market suggests that it is flexible enough to handle additional demand.
- ***New households in surrounding communities could generate up to 105 new public school children, costing an estimated \$540,000.*** HR&A conservatively developed this estimate based on data on average local education costs in surrounding communities. MGM is working with surrounding communities to develop a future process that will measure impacts based on actual outcomes.

I. Introduction

Purpose of Study

MGM Resorts International (MGM) retained HR&A Advisors, Inc. (HR&A) to conduct an economic and fiscal impacts assessment of a proposed destination resort casino in Springfield on surrounding communities. HR&A is a real estate, economic development, and public policy consulting firm based in New York City. HR&A has conducted economic and fiscal impact studies for over \$50 billion in development since 2006.

MGM reached a Host Community Agreement with the City of Springfield in May 2013 that was approved by voters in July 2013. The State RFA-2 Application requests additional agreements with municipalities designated as a surrounding community in accordance with 205 CMR 125.01(1)(a). There are seven communities abutting the City of Springfield with which MGM has been engaged in discussions regarding potential surrounding community status. These seven (7) communities have been analyzed in this Study and are sometimes referred to herein as “surrounding communities.” Such reference is for convenience only and does not purport to be a concession by MGM that such communities are “surrounding communities” as contemplated under the Gaming Act nor a waiver of MGM’s ability to challenge the same. Based upon preliminary discussions with these communities, we believe these communities would be the most likely to apply to the Massachusetts Gaming Commission for surrounding community designation if MGM were not able to execute a surrounding community agreement with these communities as part of its RFA-2 application. They are:

- West Springfield
- Agawam
- Chicopee
- Longmeadow
- East Longmeadow
- Ludlow
- Wilbraham

The purpose of this report is to describe the potential impacts on surrounding communities, both positive and negative. For the reasons set forth below, this report concludes that none of the studied communities should expect to experience a net significant and adverse economic or fiscal impact based on the proposed project. This report is also intended to address sections 5-2, 5-36, 5-37, and 5-38 of the State RFA-2.

The potential impacts which will be addressed by this study include economic and fiscal benefits as well as costs. The benefits the report focuses on are divided into the following impact areas: jobs, local businesses, residents and other. The potential costs the report examines are organized by municipal department: police, fire/EMS, public schools and housing.

Description of Proposed Project

MGM is proposing to build a destination resort casino (“the Project”) in the City of Springfield, Hampden County, Commonwealth of Massachusetts. The Project would be built on a 14.5-acre assemblage in downtown Springfield, located on three City blocks north of East Columbus Avenue and south of Main Street, between State and Union Streets.

MGM plans to invest approximately \$800 million to develop over 800,000 square feet of gaming, hotel, convention, food and beverage, retail, residential and entertainment uses. The proposed program includes the following shown in Figure 1.

Figure 1: Development Program by Size (Gross Square Feet)

Development Program	Total
Casino	127,000 SF
Hotel	170,000 SF
Convention	46,000 SF
Food and Beverage	68,000 SF
Retail*	43,000 SF
Cinemas/Bowling	55,000 SF
Spa/Fitness	9,400 SF
Residential	65,000 SF
Back of House/Other	261,000 SF
Subtotal	845,000 SF
Structured Parking	3,600 spaces
Surface Parking	Approximately 70 spaces

Source: MGM

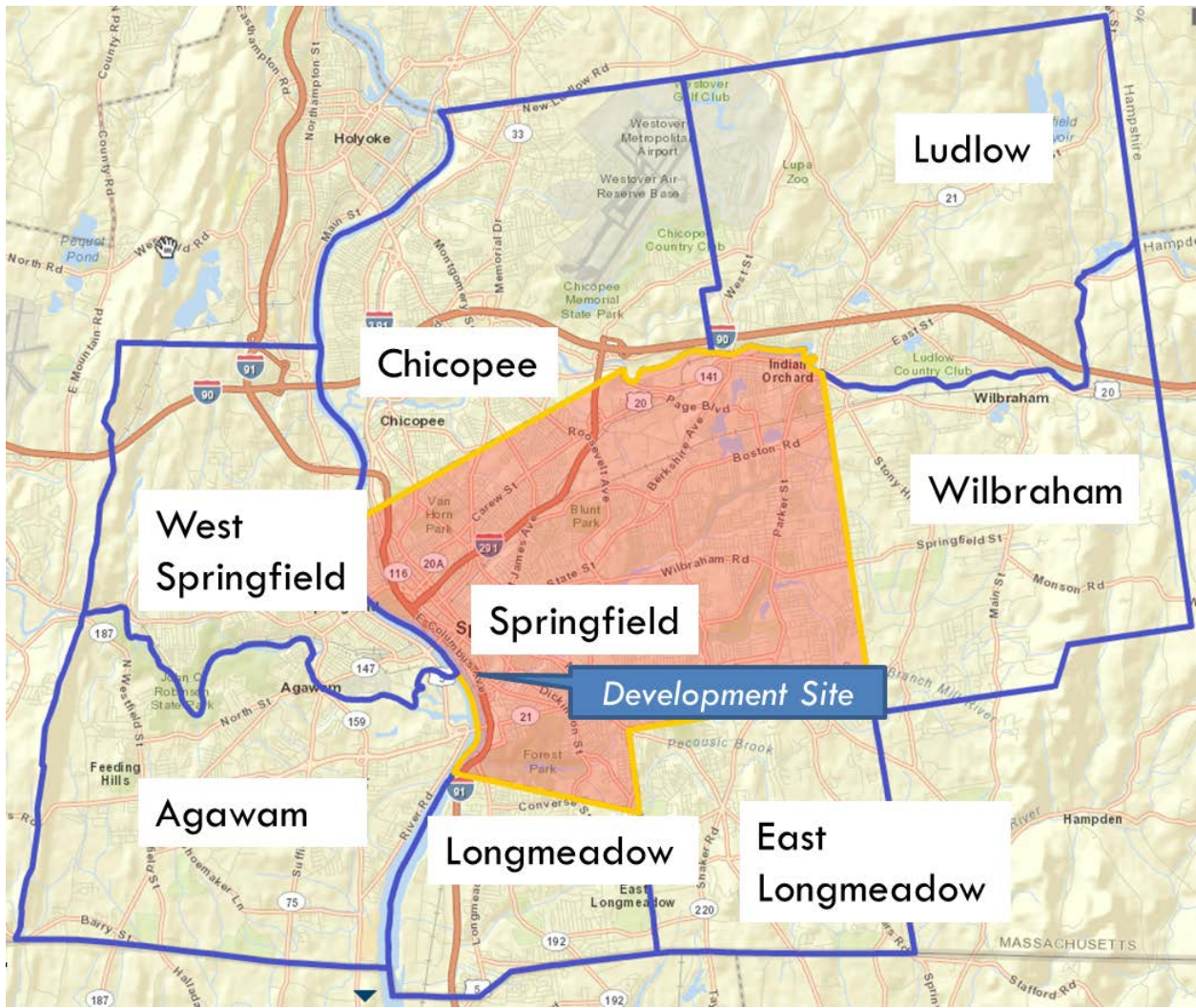
*Leasable space, which include space leased to food tenants

II. Profiles of Surrounding Communities

Springfield is located in the heart of the Pioneer Valley in Southwestern Massachusetts in Hampden County. The region grew as a commercial hub due to its location along the banks of the Connecticut River; it continues to be a transportation hub with the Mass Pike (I-90) and I-91 intersecting in Chicopee as well as regional highway connectors throughout. Historically, the region was economically driven by a robust industrial sector centered in Springfield and Chicopee, but has contracted significantly over the last 50 years. Springfield is the economic hub of the region with the highest concentration of office and commercial space. The region is increasingly driven by a service economy, particularly the healthcare sector. The healthcare provider Baystate Health, Massachusetts' third largest employer, is headquartered in Springfield along with its largest hospital, Baystate Medical Center. Springfield is also home to Mass Mutual Financial Group, a company with over 1,800 global offices, 13 million customers and \$448 billion in assets under management.

The seven surrounding communities most likely to be affected by the project are adjacent to the City of Springfield. While the entire region serves in some capacity as a residential community for employees who work in Springfield, each community has its own economic and demographic characteristics.

Figure 2: Regional Map



Sources: ESRI Business Analyst Online; HR&A Advisors, Inc.

The surrounding communities range in population from Chicopee with 55,298 people to Wilbraham with 14,245 people. While Springfield is by far the largest employment center, substantial job clusters are also located in West Springfield, and Chicopee. The remaining communities have less than 10,000 jobs each, as illustrated in the following table.

Figure 3: Demographic Overview

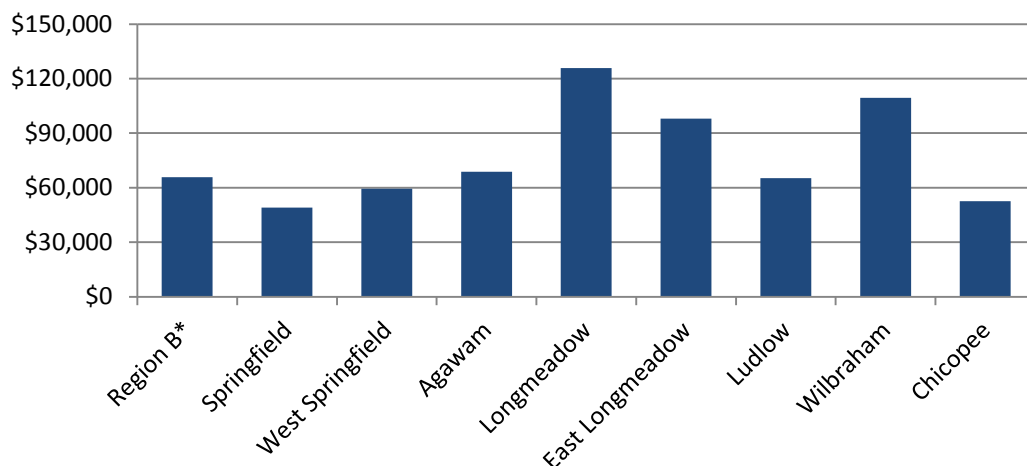
Community	Population 2010	Employment
West Springfield	28,391	16,798
Agawam	28,438	9,953
Longmeadow	16,021	3,604
East Longmeadow	15,722	7,267
Ludlow	21,103	5,764
Wilbraham	14,245	4,753
Chicopee	55,298	19,320
Massachusetts	6,547,629	2,926,113
Region B*	824,161	333,202
Springfield	153,060	65,938

Sources: ESRI Business Analyst Online; HR&A Advisors, Inc.

*Region includes Hampden, Hampshire, Franklin and Berkshire Counties

Average annual household income in the region is \$65,000. The larger, more urban surrounding communities have average household incomes below the regional level. The three more affluent towns in the area are Longmeadow, East Longmeadow and Wilbraham. Average household incomes in those three communities are above \$95,000, which is above even the Massachusetts annual average household income of \$85,000. Overall there is a wide income disparity between the communities surrounding Springfield with some of the poorest and richest municipalities in the state.

Figure 4: Average Household Income



Source: 2010 Census Data provided by ESRI, 2005-2009 ACS Estimate

Housing

Springfield and its surrounding communities have a varied and diverse housing market with average home values ranging from a low of about \$160,000 to a high of nearly \$400,000. The most affluent towns of Longmeadow, East Longmeadow and Wilbraham have over 85% owner-occupied homes, while the more economically depressed municipalities have as low as 40% owner-occupied homes. The data on each of the surrounding communities' average home values, average rents and housing tenure is summarized in Figure 5. While sales activity has picked up in the last 12-18 months since the financial crisis, overall prices and demand have not returned to pre-recession levels.

Home values throughout all of the surrounding communities are comparatively less than the average home value in Massachusetts. The largest communities by population, the cities of Chicopee and Springfield, have the lowest home values and highest percentage of renters. While rental data was not available for all of the communities, the average monthly rent in all areas, besides Longmeadow, was lower than the regional average of \$639.

Reflecting the national trend, the rental market in the Hampden County area has tightened significantly since the 2008 Housing Crisis due to the increase in foreclosures and short sales of owner occupied homes, which have driven more renters into the market. While there is a much larger inventory of rentals available than in previous years, rents are still increasing. Available units are absorbed quickly, suggesting strong demand continues.

According to conversations with local brokers, Longmeadow is one of the most desirable towns for families to live in within Hampden County due to the strong school system and high quality of life. While Hampden County has experienced a steep decline in its manufacturing base over the last 50 years, a trend which has accelerated recently, the regional service economy has grown. Many of the more affluent employees in the medical sector are focused on living in high achieving school districts that include Longmeadow, East Longmeadow and Wilbraham, which are known for strong test scores and rankings.

Figure 5: Housing Overview

	Housing Tenure		Housing Value	
	Percentage Owned	Percentage Rent	Average Value (Owner Occupied)	Average Rent
Massachusetts	62.3%	37.7%	\$413,381	\$912
Region B*	64.3%	35.6%	\$250,290	\$639
Springfield	49.8%	50.2%	\$163,194	\$565
West Springfield	58.0%	42.0%	\$192,803	n/a
Agawam	74.2%	25.8%	\$193,844	n/a
Longmeadow	89.6%	10.4%	\$392,431	\$983
East Longmeadow	85.2%	14.8%	\$309,495	\$478
Ludlow	77.2%	22.8%	\$193,717	n/a
Wilbraham	87.6%	12.4%	\$329,474	\$588
Chicopee	58.8%	41.2%	\$186,339	\$574

Sources: ESRI Business Analysts Online; HR&A Advisors, Inc.

*Region includes Hampden, Hampshire, Franklin and Berkshire Counties

The following paragraphs provide a snapshot of each community included in this study.

Chicopee

The City of Chicopee is located in the Pioneer Valley, on the eastern side of the Connecticut River, directly north of the City of Springfield. Chicopee was originally a collection of villages in northern Springfield, until it seceded to form a separate city in 1848. The city has a land area of 23.9 sq. miles and it is located approximately 80 miles west of Boston. Interstate 90, the Mass Pike, runs through the city and intersects with I-391 and I-291 within its borders. The proposed project is located approximately four miles south of the center of Chicopee along Route 91.

Chicopee has a population of 55,298 as of 2010 Census and an employment base of 19,320 according to 2012 Dun & Bradstreet, Inc. The average household income of \$55,595 is lower than the regional average. Chicopee was historically an industrial city, home to the Ames sword and armament factory built in 1847, but is now primarily a service economy with a variety of local businesses and national chains.

Chicopee's municipal budget amounted to a grand total of \$163.3 million for FY2013, including \$9.9 million for the Fire Department and \$9.9 million for the Police Department. The existing tax base for FY 2013 is \$69.1 million with rates on residential properties at \$15.74 per \$1,000 of assessed value and commercial properties at \$31.40 per \$1,000 of assessed value.

Chicopee has a total housing stock of 25,140 units. Approximately 59% of non-vacant units are owner occupied with an average home value of \$186,339. The other 41% of the units are renter occupied with an average rent of \$574 per month, according to 2005-2009 data from ESRI Business Analyst Online, developed based on the American Community Survey.

Agawam

The Connecticut River separates Agawam from Springfield on the northeast and from Longmeadow on the east. Agawam is 94 miles southwest of Boston; 21 miles north of Hartford, Connecticut; and 131 miles from

New York City. Agawam is bordered by Suffield, Connecticut, on the south; Southwick and Westfield on the west; and West Springfield on the north. Six Flags New England, an amusement and water park, is a major regional attraction located in Agawam which attracts approximately two million visitors annually.

Agawam has a population of 28,438 as of 2010 Census and an employment base of 9,953 according to 2012 Dun & Bradstreet, Inc. The average household income of \$68,789 is about average for the region.

Agawam's municipal budget was \$100.4 million in FY2012, including \$3.5 million for the Fire Department and \$4.3 million for the Police Department. The existing tax base for FY 2013 is \$50.1 million with rates on residential properties at \$15.60 per \$1,000 of assessed value and commercial properties at \$27.79 per \$1,000 of assessed value.

Agawam has a total housing stock of 12,139 units. Approximately 74% of non-vacant units are owner occupied with an average home value of \$193,844. The remaining non-vacant units, 26%, are renter occupied.

West Springfield

West Springfield is located across the Connecticut River from Springfield at confluence of the Connecticut and Agawam Rivers. It was incorporated as a separate town from Springfield in 1774.

West Springfield has a population of 28,391 as of 2010 Census and an employment base of 16,798 according to 2012 Dun & Bradstreet, Inc. The average household income of \$59,382 is below average for the region. West Springfield has a total housing stock of 12,697 units. Approximately 58% of non-vacant units are owner occupied with an average home value of \$192,803, while 42% of the units are renter occupied.

West Springfield's municipal budget amounted to a grand total of \$92.5 million for FY2013, including \$4.3 million for the Fire Department and \$6.8 million for the Police Department. The existing tax base for FY 2013 is \$55.1 million with rates on residential properties at \$16.44 per \$1,000 of assessed value and commercial properties at \$32.86 per \$1,000 of assessed value.

Longmeadow

Longmeadow is located directly south of Springfield along the banks of the Connecticut River and bordering the State of Connecticut to the south.

Longmeadow has a total housing stock of 5,948 units. Approximately 90% of non-vacant units are owner occupied with an average home value of \$392,431. Longmeadow has the highest home values in the region and is the most affluent town. The other 10% of the units are renter occupied with an average rent of \$983 per month, according to 2005-2009 data from ESRI Business Analyst Online, developed based on the American Community Survey.

Longmeadow's municipal budget amounted to a grand total of \$51.8 million for FY2013, including \$4.5 million for public safety, including police and fire. The existing tax base for FY 2013 is \$43.9 million with rates on both residential and commercial properties at \$21.54 per \$1,000 of assessed value.

East Longmeadow

East Longmeadow is located to the southeast of Springfield, approximately 5 miles from the development, and borders Connecticut to the south and Longmeadow to the west.

East Longmeadow has a total housing stock of 6,106 units. Approximately 85% of non-vacant units are owner occupied with an average home value of \$309,495. East Longmeadow has above average home values compared to the region and ample room for additional development. The other 15% of the units are renter occupied with an average rent of \$478 per month, according to 2005-2009 data from ESRI Business Analyst Online, developed based on the American Community Survey.

East Longmeadow's municipal budget amounted to a grand total of \$53.0 million for FY2013, including \$0.64 million for the Fire Department and \$2.7 million for the Police Department. The existing tax base for FY 2013 is \$33.0 million with rates on both residential and commercial properties at \$18.62 per \$1,000 of assessed value.

Ludlow

Ludlow is located to the northeast of Springfield, approximately 8 miles from the development. The town borders Chicopee to the west and Wilbraham and Springfield to the south.

Ludlow has a population of 21,103 as of 2010 Census and an employment base of 5,764 according to 2012 Dun & Bradstreet, Inc. The average household income of \$65,299 is roughly average for the region. Ludlow has a total housing stock of 8,383 units. Approximately 77% of non-vacant units are owner occupied with an average home value of \$193,717, while 23% of the units are renter occupied.

Ludlow's municipal budget amounted to a grand total of \$54.1 million for FY2013, including \$2.0 million for the Fire Department and \$3.2 million for the Police Department. The existing tax base for FY 2013 is \$30.5 million with rates on both residential and commercial properties at \$17.17 per \$1,000 of assessed value.

Wilbraham

Wilbraham is located on the eastern border of Springfield, approximately 9 miles from the development. The town borders Hampden to the south and Ludlow to the north.

Wilbraham has a total housing stock of 5,497 units. Approximately 88% of non-vacant units are owner occupied with an average home value of \$329,474, on the higher end of the spectrum for the communities surrounding Springfield. The other 12% of the units are renter occupied with an average rent of \$588 per month, according to 2005-2009 data from ESRI Business Analyst Online, developed based on the American Community Survey.

Wilbraham's municipal budget amounted to a grand total of \$34.1 million for FY2013, including \$1.6 million for the Fire Department and \$2.2 million for the Police Department. The existing tax base for FY 2013 is \$31.4 million with rates on both residential and commercial properties at \$19.66 per \$1,000 of assessed value.

III. Economic Benefits

The Project in Downtown Springfield will produce significant economic benefits for the surrounding communities, Western Massachusetts, and the Commonwealth overall. These benefits will accrue starting with construction. Upon opening, the Project will employ approximately 3,000 people onsite, as well as support the operations of additional business throughout the region through direct contracts and spinoff activity. The Project will enhance the Pioneer Valley's already solid tourism base of 1.8 million annual visitors and generate a broader base of visitation for existing attractions such as the Museum Quadrangle, Basketball Hall of Fame, Six Flags, and other regional destinations.

The following sections describe the range of impacts that will be generated by the project.

CONSTRUCTION IMPACTS

There will be substantial economic benefits to Hampden County during the construction period of the Project. These benefits will be felt both in Springfield and the surrounding communities. Construction related economic spending in Hampden County is projected to be \$388.3 million of direct spending and \$256.6 million of indirect and induced spending. Construction jobs created by the Project are estimated to be roughly 2,600 direct jobs and 1,980 indirect and induced jobs in Hampden County. Construction related wages due to the Project are projected to total \$100.8M direct and \$65.4M indirect and induced in Hampden County. For additional detail on the impact of construction refer to the study *Regional Economic and Fiscal Impacts of Proposed MGM Springfield on Gaming Region B and the Commonwealth of Massachusetts*.

ONGOING ANNUAL IMPACTS

Jobs

MGM estimates that the project will support approximately 3,000 direct onsite jobs. In addition, ancillary spending from the project will support and create additional job opportunities for regional residents. This includes indirect opportunities from the minimum \$50 million in local vendor spending by MGM to support operations plus an expected \$30-\$40 million in visitor spending in the region (530-700 FTE jobs) in hotel, retail, restaurant, entertainment, attractions, and other industries in the region. Further job opportunities will be created from spinoff activity throughout the region. For example, the direct spending on suppliers by MGM will generate multiplier impacts on the region, including indirect spending to local businesses that support suppliers and induced household spending on consumer goods, etc.

Figure 6: Jobs Estimate by Functional Area, Low Range

Functional Area	# of Full-Time Employees	# of Part-Time Employees	# of Total Employees	# of FTEs
Casino	710	88	798	634
Hotel	61	23	84	62
Food & Beverage	922	413	1,335	839
Retail	4	16	20	13
Other Operating	89	53	142	106
General & Administrative	419	48	467	384
Marketing/Advertising	8	0	8	8
Property Operations	35	3	38	32
Retail Block (Leased Out)	21	5	26	21
SUBTOTAL	2,269	648	2,917	2,099

Source: MGM

*Job estimates do not include on-site employees of third-party tenants.

Figure 7: Jobs Estimate for the Project, High Range

Functional Area	# of Full-Time Employees	# of Part-Time Employees	# of Total Employees	# of FTEs
Casino	931	122	1,053	829
Hotel	71	30	101	75
Food & Beverage	937	413	1,350	845
Retail	5	21	26	16
Other Operating	106	67	173	127
General & Administrative	512	60	572	466
Marketing/Advertising	8	0	8	8
Property Operations	45	2	47	40
Retail Block (Leased Out)	21	5	26	21
SUBTOTAL	2,636	718	3,354	2,427

Source: MGM

*Job estimates do not include on-site employees of third-party tenants.

HR&A estimates that the Project would support between 2,270 and 2,635 total full-time jobs in the City of Springfield for on-site operations and direct support activities. The majority of these jobs would be filled by existing Springfield and regional residents, but approximately 10% of the jobs would be filled by new residents who move into the region. There is adequate regional capacity to fill these jobs since the region continues to suffer from high unemployment, with the August 2013 unemployment rate for Hampden County at 9.2%.

Figure 8: Projection of New Regional Workforce

Category	Low	High
Total Full Time Employees	2270	2635
Share of Employees Moving from Outside the Region	10%	10%
Estimated Increase in Regional Workforce	225	265

Source: HR&A Advisors, Inc.

*Job estimates do not include on-site employees of third-party tenants.

IMPACT ON LOCAL BUSINESSES

Economic Benefits

The proposed project will have significant economic benefits throughout the region. This will include direct opportunities to work with MGM as a supplier, cultural/entertainment partner, and/or marketing partner. These opportunities will provide a range of benefits to local businesses:

- **Vendors** - MGM will spend over \$50 million per year on goods and services to support casino operations, and has committed to maximizing opportunities for local and regional vendors. This spending will present an opportunity for local businesses to provide services ranging from mattresses to cleaning to laundry to food services, etc. MGM has already met with a number of regional business organizations and established a business registration option for businesses interested in vending opportunity. Given the scale of the project, MGM will also encourage small businesses to form joint ventures that could handle larger contract needs.
- **Cultural partnerships** – While MGM has included a significant amount of retail and restaurant space within its proposed program, it does not include a performance venue. Instead, it plans to promote local entertainment a network of regional relationships. Most significantly, these include programming four annual events of MGM typical quality at the neighboring MassMutual Center, six total annual events of MGM typical quality at Springfield Symphony Hall/City Stage, plus an additional two events at either of the previous venues. In addition, MGM has formed or is seeking partnerships with regional organizations, including the Greater Springfield Convention and Visitors Bureau, the Berkshire Visitors Bureau, the Massachusetts Performing Arts Coalition, The Museum Quadrangle, major festivals such as Spirit of Springfield and the Big E, and entertainment venues including Tanglewood Music Festival.
- **New entertainment** - MGM will bring new, high quality, entertainment programming to the region. In addition to capturing spending from local residents who are currently seeking this type of programming in larger regional cities (Boston, Hartford) or at the Connecticut casinos, the events will help attract new visitors to the Pioneer Valley.
- **Cross promotional relationships** – MGM's expected 8 million visitors and 3,000+ employees provide a captive marketing audience. MGM will offer local businesses with opportunities to market to these groups through advertising space (free or discounted in some areas). In addition, MGM will actively seek cross promotion opportunities through chambers of commerce, convention center, visitors bureaus, area attractions (Basketball Hall of Fame, Six Flags, ski resorts, golf courses), etc.

In addition, local businesses will also benefit from increased regional tourism. The Project will attract an estimated 6.4 million to 8.1 million visitors per year to the City of Springfield. While the primary purpose of their visits will be to go to the casino, some visitors will venture outside of the Project and spend money at retail and entertainment venues in Hampden County and the rest of Region B. This increase in regional tourism will provide substantial positive impacts for lodging, dining, refueling and other local businesses. HR&A estimates that these visitors will spend between \$40.6 million and \$53.5 million outside of the Project as detailed in a second study attached to this RFP response: *Regional Economic and Fiscal Impacts of Proposed MGM Springfield on Gaming Region B and the Commonwealth of Massachusetts*.

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

constraints. The Department is the first responder for all fire and emergency calls, though the City contracts with American Medical Response to provide ambulance transport services.

MGM Springfield is taking steps to ensure that the Springfield Fire Department is equipped to handle potential increase in incidents in Springfield related to the Project. To this extent, the Host Community Agreement calls for a one-time payment of \$1 million for the purchase of two new chase vehicles, one new engine and a temporary fire inspector during the construction period (included in \$2.5 million Upfront Direct Community Payment). In addition, MGM Springfield is providing an annual payment of approximately \$450,000 to support equipment, training, and salaries for six new fire fighters(included in \$2.5 million Annual Direct Community Payment)..

Increasing the capacity and resources of the Springfield Fire Department will help mitigate impacts on surrounding communities by ensuring that the City's department has the ability to handle incidents that may arise and will not increase the need for mutual aid.

Fire departments in surrounding communities most impacted by an increase in traffic, and thus likely traffic incidents, may need additional resources to mitigate these impacts. Further determination will be made based on findings in the traffic study and a proposed look back process with surrounding communities.

Police

The findings from Local and Regional Impacts: Springfield Integrated Resort, October 4, 2013 prepared for MGM Resorts by the UNLV International Gaming Institute's review of crime literature support a view that any proposed casino-resort would increase the total volume of crimes in the immediate area based on the overall increase in projected visitation to the area, but that it will have an insignificant effect on the crime rates overall (when adjusted for the number of people drawn to the area). As such, the study asserts that resource requirements will be higher for local public safety services if Springfield adopts a casino-resort, but the probability of any nearby residents being victimized will remain unchanged. The study's findings show nothing that indicates surrounding communities' crime rates or crime levels will be affected by the opening of a Springfield casino.

HR&A Advisors completed a study of the impacts of the proposed casino on the Springfield Police Department in December 2012. The City of Springfield maintains a police department of approximately 467 officers and other staff members and is headquartered at 130 Pearl St., less than one mile from the Project. In Fiscal Year 2012, the Department had a total budget of \$37.3 million. The Project site is located in Sector E1, which includes Springfield's Downtown core along the Connecticut River. Sector E1 is one of the busiest in Springfield. Although Sector E1 is only one of 19 sectors within the City, it is the source of 10% of the City's calls for service and 20% of the Police Department's spending on overtime, according to 2012 data.

While the project benefits from its proximity to police headquarters, MGM is taking steps to ensure that the Springfield Police Department is equipped to handle potential increase in incidents that could arise in Springfield related to the casino. To this end, the Host Community Agreement calls for an upfront payment of over \$64,000 to fund the purchase of one new patrol car, four bicycles for downtown patrol, and equipment for new hires (included in \$2.5 million Upfront Direct Community Payment). In addition, MGM

Springfield will provide an annual payment of nearly \$800,000 to fund salaries for eight new officers and two new supervisors (included in \$2.5 million Annual Direct Community Payment).

As with the Fire Department, MGM Springfield's commitment to enhancing the resources and capacity of the Springfield Police Department will help mitigate impacts on surrounding communities.

Emergency Medical Services

The City of Springfield contracts with American Medical Response (AMR) to provide ambulance transport services for medical emergencies. AMR is the nation's largest private medical transportation provider and contracts with a number of cities in Massachusetts, including Taunton, Worcester, and Plymouth. Currently, AMR uses a "dynamic placement" model in order to minimize facility costs and response times. AMR stations its ambulances in locations throughout Springfield chosen to minimize the time required to respond to emergency calls.

AMR's peak deployment in Springfield is about 22 ambulances, each of which is staffed with two individuals. AMR's Springfield fleet includes up to nine paramedic units. Based on its current contract, AMR provides its transportation services at no cost to the City. It recoups its expenses through user fees charged to its patients. AMR also provides services to several surrounding communities, including East Longmeadow under the same model.

MGM has held meetings and entered into a Memorandum of Understanding with AMR to discuss the deployment of additional resources to serve the Project. Based on these discussions, among the likely resources to be provided on-site would be (i) a staffed training facility to train the Project's emergency and non-emergency responders and (ii) regular on-site AMR emergency responders. Due to the availability of emergency medical services on-site at the Project and AMR's demand response business model, the Project is not projected to have any adverse impacts on emergency response times or the availability of services in surrounding communities.

New Residents

While the overwhelming majority of jobs are anticipated to be held by existing regional residents, approximately 10% of jobs will likely be held by people moving to the area due to the need for specialized knowledge and experience. These jobs are typically managerial positions, including vice presidents of function areas (gaming, marketing, human resource, etc.), division directors, and head line managers. While MGM will bring in these employees from its other operations and the hiring of outside experts, over the long term there will be opportunities for regional residents to move up within the organization.

Location Decisions

The distribution of new households throughout the region will depend on a variety of factors including marital status, family size, household income, individual preferences for housing type, and availability of units to meet individual preferences. The municipalities including and around Springfield provide a range of options for new households.

The project is expected to generate between 2,270 and 2,635 full time employees. Of this total jobs number, 10% will be for employees with specialized knowledge and experience, which translates to an estimated 225–265 new residents moving into the region. Based on the current percentage of Springfield employees who reside in Springfield (34%), HR&A estimated that this ratio will hold true for new residents and their location decisions. The remaining 66% of new resident employees will reside somewhere in the surrounding communities as outlined in Figure 9.

Figure 9: Projection of New Regional Workers

Category	Springfield	Total (Outside Springfield)
Fair Share (Existing Population)	34%	66%
New Residents (High)	90	175
New Residents (Low)	75	150

Source: HR&A Advisors, Inc.

*Job estimates do not include on-site employees of third-party tenants.

Student Generation

Each of the surrounding communities has its own K-12 school district. Trending with overall population, they range in size from 2,734 students in East Longmeadow to 7,775 students in Chicopee.

Figure 10: Current School Systems Overview

Community	Enrollment (2012-13)	Teachers (2012-13)
Agawam	4,113	305
Chicopee	7,775	615
East Longmeadow	2,734	190
Longmeadow	2,868	232
Ludlow	2,874	216
West Springfield	3,882	298
Wilbraham*	3,404	236

Source: Massachusetts Department of Elementary & Secondary Education (ESE)

*Includes Town of Hampden because it is a regional school district for both towns

Total expenditures per student vary based on state funding formulas and individual district characteristics, but ranged from \$9,480 to \$11,070.³ The Commonwealth of Massachusetts provides aid to local school systems based on a formula that takes into account their student enrollment, demographics and local tax base (“Chapter 70 Aid”). A district’s total need is based on its Foundation Budget, which is the amount that the Commonwealth has determined to be the minimum amount that a model school district would spend

³ Note these estimates are based on data reported in the Chapter 70 District Summary for comparative purposes. Actual costs per student may be slightly higher.

given a specific enrollment profile. Each district is required to spend at least 95% of their Foundation Budget, though the Commonwealth provides need-based aid to help districts reach this budget floor.

The percentage the surrounding communities must raise locally for their school budgets ranges substantially. For example, Longmeadow only receives 16% of its Foundation budget school funding from the state and must raise the remaining 84% through local property taxes. While the amount of state aid varied significantly by community, the average local cost per student across all of the surrounding communities was \$5,120 per student annually.

While new residents, particularly households with public school aged students, generate new costs on municipal services, they also generate new revenues directly through property taxes, fees, and indirectly by patronizing local businesses and services. While it is challenging to estimate how many new households would end up in each of the surrounding communities, using average local costs per student HR&A estimated the total likely cost to the region of increased school enrollment.

In order to calculate how many new students will result from the influx of new employee residents, we multiplied the estimated number of residents by 0.73 for Springfield and 0.61 for Hampden County in order to account for total family size and all new residents (including the employee). This multiplier was calculated by taking total population under 18 divided by number of households. The results are summarized in the following table.

Figure 11: Projection of New Students

Category	Springfield	Regional Average (Excluding Springfield)
Average Children Per Household	0.73	0.61
New Students (High)	65	105
New Students (Low)	55	90

Source: Mass DESE, HR&A Advisors, Inc.

These new students will lead to new costs for the school districts which must accommodate them. Many of the communities surrounding Springfield have school districts which are highly subsidized by state aid. In order to estimate the total fiscal costs of the new students on the local governments (as opposed to state fiscal impact), HR&A reviewed the portion of the total school budget funded by each source (local revenue or state aid), which are summarized below in Figure 12.

Figure 12: Local vs. State School Spending per Pupil, 2014

Community	Total Per Student (Foundation Budget)	State Aid per student	% State Aid	Local per student	% Local
Agawam	\$10,020	\$4,560	46%	\$5,460	54%
Chicopee	\$11,070	\$7,380	67%	\$3,690	33%
East Longmeadow	\$9,480	\$3,650	39%	\$5,830	62%
Longmeadow	\$9,490	\$1,530	16%	\$7,960	84%
Ludlow	\$9,860	\$4,670	47%	\$5,190	53%
West Springfield	\$10,590	\$5,350	51%	\$5,240	49%
Hampden - Wilbraham (Regional)	\$9,620	\$3,430	36%	\$6,190	64%
Average	\$10,019	\$4,370	44%	\$5,650	56%

Source: Mass DESE "Chapter 70 District Summary, FY2014"

Using this average number of local cost per student, HR&A estimates the total cost of new students in all of the surrounding communities will collectively be between \$510,000 and \$590,000 annually as summarized in Figure 13.

Figure 13: Estimated Fiscal Impact of New Students on Surrounding Communities

	Low	High
New Students	90	105
Total Local Cost	\$510,000	\$590,000

Source: Mass DESE, HR&A Advisors, Inc.

Housing Market

MGM estimates that the majority of the positions will be filled by regional residents who live within commuting distance of the project. Approximately 225-265 of on-site employees (10%) may be brought in from out of town and would therefore be looking to rent or purchase homes in the region – likely in surrounding communities. The impact on the housing market will depend upon individual preferences for housing type, location, family status, children, income, etc. in addition to availability on the market. We believe the regional housing market is diverse enough and has capacity for growth to support any new demand. If anything, the impact of this project on regional housing values will be positive as it will provide a significant boost to the regional economy.

Problem Gambling

The UNLV International Gaming Institute's report prepared for MGM Resorts studying the impact of problem gambling, *Local and Regional Impacts: Springfield Integrated Resort, October 4, 2013*, came to the following conclusions: While it is difficult to disentangle the many items that contribute to problem gambling prevalence, many forms of gaming have been present (or easily accessible) to Springfield and regional residents for many years, and the proposed responsible gambling programs/policies in place are generally in line with global best practices. Considering this environment, a conservative approach to policymaking would be to prepare to address what might be a small, but real, uptick in problem gambling

rates should the proposed casino resort be constructed. This view is consistent with the empirically supported “adaptation” hypothesis of gambling expansion. The programs put in place by the Massachusetts Gaming Commission and MGM should help to minimize any initial uptick in problem gambling rates, and to accelerate any subsequent adaptation curve.

In addition, the Gaming Act established a separate fund to be known as the Public Health Trust Fund. Money in the Public Health Trust Fund will assist social service and public health programs dedicated to addressing problems associated with compulsive gambling, including, but not limited to, gambling prevention and addiction services, substance abuse services and educational campaigns to mitigate the potential addictive nature of gambling. Such fund will also support various studies and evaluations, including the annual research agenda under the Gaming Act, to ensure the proper and most effective strategies.

In terms of the regional effects, the most significant impact will be within Springfield and its adjacent communities, and those impacts have been addressed in MGM’s host community agreement with the City of Springfield. We expect that the effect of the casino on problem gambling severity will likely dissipate as residents in more distant communities are examined, but there is little evidence in academic literature to define where the “problem gambling catchment area” should be drawn. A 50-mile radius is often used in studies, but has not been empirically validated.

V. Appendix

Local and Regional Impacts: Springfield Integrated Resort, October 4, 2013

Local and Regional Social Impacts: Springfield Integrated Resort

October 4, 2013

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Executive Summary

This document is intended to inform policymakers and MGM Resorts International (MGM) on the potential development of an MGM integrated casino-resort in Springfield, Massachusetts. This study has also been written to inform local community members, as well as those in areas that surround Springfield. This study outlines the relevant academic research pertaining to problem gambling, crime, and other social cost related impacts, and then provides reasoned applications to the unique economic and social environment in Springfield, MA.

MGM has proposed to build an \$800 million integrated casino resort in Springfield's South End neighborhood. The terms of application for a Massachusetts gaming license require that, as part of their application, MGM conform to several items aimed at mitigating the potential negative public health consequences associated with gambling, and the operation of a gaming establishment. Among other items, these requirements include the enforcement of a statewide self-exclusion program, provision of on-site responsible gambling information, responsible gambling related employee training, and earmarked revenue for public health related programs. These support services integrate outside expertise with MGM resources, such as including on-site space for independent problem gambling intervention and resource information.

While it is difficult to disentangle the many items that contribute to problem gambling prevalence, many forms of gaming have been present (or easily accessible) to Springfield and regional residents for many years, and the proposed RG programs/policies in place are generally in line with global best practices. Considering this environment, a conservative approach to policymaking would be to prepare to address what might be a small, but real, uptick in problem gambling rates should the proposed casino resort be constructed. This view is consistent with the empirically supported "adaptation" hypothesis of gambling expansion. The programs put in place by the Massachusetts Gaming Commission and MGM should help to minimize any initial uptick in problem gambling rates, and to accelerate any subsequent adaptation curve.

In terms of the regional effects, the most significant impact will be within Springfield and its adjacent communities. We expect that the effect of the casino on problem gambling severity will likely dissipate as residents in more distant communities are examined, but there is little evidence in academic literature to define where the "problem gambling catchment area" should be drawn. A 50-mile radius is often used in studies, but has not been empirically validated.

The findings from our review of crime literature support a view that any proposed casino-resort would increase the *total* volume of crimes in the immediate area, but that it will have an insignificant effect on the *crime rates* overall (when adjusted for the number of people drawn to the area). As such, we expect that resource requirements will be higher for local public safety services if Springfield adopts a casino-resort, but the probability of any nearby residents being victimized will remain unchanged. Our findings show nothing that indicates surrounding communities' crime rates or crime levels will be affected by the opening of a Springfield casino.

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1 Introduction

This document is intended to inform policymakers and MGM Resorts International (MGM) on the potential development of an MGM integrated casino-resort in Springfield, Massachusetts. In particular, this report is intended to fulfill part of MGM's prerequisite requirements listed in section 5-2 of the Massachusetts Gaming Commission (MGC) RFA-2 Application for a Category 1 or Category 2 gaming license. This study has also been written to inform local community members, as well as those in areas that surround Springfield. This report addresses likely problem gambling, crime, and other social cost related impacts from proposed casino expansion in Springfield.

This study outlines the relevant academic research pertaining to those issues, and then provides reasoned applications to the unique economic and social environment in Springfield, MA. This latter step is particularly important, since potential gaming jurisdictions can vary significantly in terms of market structure, amenities, population demographics, economic characteristics, and public health support systems. It is also important to provide context to the research designs, as different market conditions and research assumptions can affect the relevance and generalizability of research findings. To make these extensions, we draw upon the broad expertise of International Gaming Institute scholars, who have engaged in many of these discussions through years of policy based research in these topics.¹

The sections that follow in this report include a description of the current and proposed gaming environment in Springfield, an overview of conceptual difficulties in measuring social costs, and the various approaches used by different scientific disciplines. Following that conceptual discussion, an analysis of empirical studies in casino related problem gambling, crime/public safety and drunk driving is provided. Finally, a discussion of the empirical studies' relevance to Springfield, MA and the communities surround Springfield is provided.

2 Background

As noted in the introduction, it is important to understand market structure, institutions, and policies when applying existing research to new jurisdictions. This section provides a background on the existing Springfield market, as well as the proposed regulatory changes put in place by the MGC. In addition, we describe other, non-required, programs/policies that will be put in place by MGM in Springfield.

Massachusetts already has a number of gambling options, including the state lottery, charity bazaars, and nonprofit-operated "casino nights". Bingo halls are situated throughout the state, while some casino-style gaming locations are available in nearby Connecticut to Springfield residents. As in virtually every jurisdiction, unregulated online gambling is also

¹ Most recently, the IGI published a series of studies on policy concerns from potential casino expansion in Toronto: <<http://www.unlv.edu/igi/research/recent>>

engaged in by Springfield residents: in 2010, roughly 0.72% of the total population participated in online poker (Fiedler & Philander, 2013). While this number has likely been reduced due to changes in regulation, it also does not include other forms of online gaming.

MGM has proposed to build an \$800 million integrated casino resort in Springfield's South End neighborhood, in a development that was recently approved by residents in a local election. The terms of application for a Massachusetts gaming license require that, as part of their application, MGM must conform to several items aimed at mitigating the potential negative public health consequences associated with gambling, and the operation of a gaming establishment. These items include:

- Providing complimentary on-site space for an independent substance abuse and mental health counseling service to be selected by the gaming commission;
- Prominently displaying information on the signs of problem gambling and how to access assistance, including a telephone number for problem gambling assistance which may be required in more than one language;
- Adopting on-site independently-run problem gambling intervention center, similar to responsible gambling resource centers that are available in some Canadian casinos;
- Enforcing an MGC established statewide (or possibly interstate) self-exclusion program;
- Conforming to third-party initiated exclusion policies;
- Describing a process for individuals to exclude their names and contact information from a gaming licensee's database or any other list held by the gaming licensee for use in marketing or promotional communications; and
- Instituting other public health strategies as determined by the commission.

Other steps to reduce problem gambling-related issues may also be required by the MGC at a later date, including training gaming employees to identify patrons exhibiting problems with gambling, prevention programs targeted toward vulnerable populations, and providing responsible gaming messages in casino advertising.

There are also several prevention, awareness, and treatment-related programs that have been established at a state level in response to casino expansion in Massachusetts. These items include:

- Establishment of a Public Health Trust Fund, with earmarked revenue from the gaming industry to support health programs dedicated to addressing problems associated with problem gambling;
- Development of a gaming policy advisory subcommittee on addiction services, consisting of five members with experience in addiction and/or public policy; and
- Development of an annual research agenda aimed at understanding the social and economic effects of expanding gaming in the commonwealth and to obtain scientific

information relative to the neuroscience, psychology, sociology, epidemiology and etiology of gambling;

Finally, MGM's agreement with the host City of Springfield requires community impact payments to help ensure that City residents and visitors, "will receive substantially the same level of health, safety, welfare and educational services as currently are provided."

3 Understanding Social Costs of Casinos

The gambling research field agrees that there are social costs associated with casino gambling. The founding figure in the research field, Dr. William Eadington, summarized this perspective by categorizing the arguments against gambling into three commonly held (but not necessarily empirically-based) themes (Eadington, 1996):

*"Gambling is immoral and inconsistent with religious views;
Gambling is linked to organized crime, fraud, and corruption; and
Gambling leads to problem gambling and consequent social costs."*

Of these, the first argument remains potent, but societal changes have led to a reduction of religious and moral considerations in policy decisions. Categories two and three are generally thought of as the modern "social costs" of gambling. However, researchers are divided on what particular items account for these costs and how these costs should be measured – both in terms of scope and measurement approach. This disagreement comes in spite of many efforts to reconcile differences. As noted by an oft-published researcher in the area of social cost estimation, Walker (2008a) points out that:

"The gambling literature has lacked a consensus on the definition of 'social cost,' though there have been serious attempts to come to an agreement. With no standardized definition, interpreting and comparing social cost estimates can be tricky."

Indeed, this is the mindset that we encourage when considering studies in the area of social costs. Even market specific studies should be applied with caution. As an example, consider Chhabra (2007), who performs a cost/benefit analysis of casino gambling in Iowa, but warns:

"Studies on benefits and costs of casino gambling are characterized by a high degree of heterogeneity in methodology and indicators used...Additionally, net impacts vary across different communities and statewide positive net impact computations can sometimes be misleading because the overall picture does not capture county-specific effects."

In other words, there can be profound differences in the way that costs are measured (e.g. including only costs that problem gamblers cause to other people, or including costs inflicted upon themselves) and the variables used to measure them (e.g. assigning dollar values or using qualitative descriptions). In addition, these costs may affect varying regions in very different ways (depending upon whether social costs are borne by non-resident tourists or not). A recent comprehensive review of gambling related socio-economic impact studies concluded that many figures used to quantify social costs are “somewhat arbitrary and fairly unreliable, making them subject to widely different estimates” (Williams et. al, 2011).

...there can be profound differences in the way that costs are measured and the variables used to measure them ... these costs may affect varying regions in very different ways

3.1 Social Cost Measurement Methodologies

Aside from measurement issues, the primary reason that social cost estimates are difficult to compare is that there are several legitimate ways to define a social cost.

Walker (2007) highlights three different perspectives for socioeconomic cost/benefit analyses that have gained traction, each of which are generally believed to have merit in the literature:

- i. The cost of illness approach: this approach attempts to estimate the social costs of treatment, prevention, research, law enforcement and lost productivity from problem gamblers;
- ii. The economic approach: this approach looks at how much less an economy may produce overall as a result of gambling-related costs, ignoring transfers among different people or parties. For example, costs of collecting gambling related debts would be included since it is an added transaction cost, but the debt itself would not be included since it is simply a transfer of wealth from an economic point of view.
- iii. The public health approach: this approach is a more holistic view of gambling-related problems that includes some cost analysis, but also considers components that researchers cannot easily measure, focusing on items like prevention, treatment, and quality of life.

In addition to the availability of several different approaches to social cost estimation, a secondary reason that estimates can be unreliable is a poor understanding of the approaches themselves. In providing a description of the sources of this variation, Collins and Lapsley (2003) specifically cite two common sources of error:²

² The authors themselves also categorize and describe many different activities associated with gambling that could be considered social costs that are somewhat arbitrarily divided into tangible costs and intangible costs, where intangible costs are those that cannot be readily computed empirically. However, this division seems to be more so on the basis of the ease with which the activities can be estimated, and many of these costs – such as loss of life –

“... (the first are) theoretical errors which result in the production of social cost estimates which are simply incorrect. The major error here tends to arise from confusion between real and pecuniary (that is, transfer) costs. Walker and Barnett (1999) provide a detailed analysis of such errors arising in American studies.”

And secondly,

“Different treatment of areas of genuine theoretical controversy. For example, the treatment of the issue of rationality is one on which the literature has yet to reach a conclusive judgment. It is, nevertheless, a crucial aspect of the definition of social costs.”

Put simply, some researchers make errors by either defining a social cost too broadly (or too narrowly), while others make assumptions about whether, for example, problem gamblers are acting irrationally if they “gamble excessively.”

In recent research, Walker (2013b) highlights an additional type of cost that needs to be considered: a “restriction effect” social cost that recognizes that limitations upon casino operation (i.e. not opening a casino) would lead to its own social costs. Routed in fundamental economic theory, Walker notes that limitation of gaming would come with its own form of social costs by preventing mutually beneficial transactions from occurring. Many people enjoy gambling and are willing to pay for the experience, and by government limiting their ability to do so, this imposes a different type of social cost.

To illustrate how these (and other) definitions of social costs can create substantial differences in estimates, consider an article by Walker (2008a) that critiqued a prior study by Thompson and Schwer (2005). Walker re-calculated the estimated social costs framed by Thompson and Schwer, but used a methodology based on the definition of social costs that is favored by economists (but not used by the original authors), concluding:

“After considering the various effects in the context of the economics definition of social costs, most of the effects identified by Thompson and Schwer (2005) turn out to be private or internalized costs and thus should be removed from the social cost estimate. Without debating how they arrive at their specific dollar estimates, the social cost estimate would be reduced to \$1,579 by eliminating transfers and private costs. Taking for granted the

Walker (2013b) highlights an additional type of cost that needs to be considered: a “restriction effect” social cost that recognizes that limitations upon casino operation (i.e. not opening a casino) would lead to its own social costs

have been estimated empirically in the past. The authors do note that many of the intangible costs are difficult to value and are prone to large variation in terms of order of magnitude.

prevalence estimates and related calculations by Thompson and Schwer (2005), the cumulative social costs ... would be revised from \$314-545 million down to \$25-44 million per year.”

Looking at these estimates, it becomes clear that without a very careful review of the inputs of a social cost calculation, it is difficult to trust or even understand the recommendations that the output is providing to policymakers – as the above estimates vary by more than ten-fold.

Walker (2007) provided another strong illustration of how a detailed understanding of study inputs is important by outlining a simple case of how limitations can lead to biased estimates of social costs:

“In many cases, social cost estimates are derived from responses given by Gamblers Anonymous (GA) members. Examples of this type of study include Thompson et al. (1997) and Schwer, Thompson, and Nakamuro (2003)... Extrapolating from the experience of the most serious problem gamblers to the general population is inappropriate”

While most would agree that Walker’s assessment of these papers is correct, what is less clear is whether there are more reliable estimates available. Social cost accounting is not only potentially unreliable, it is also resource consuming, so it is common for researchers to take shortcuts (like basing costs for all gamblers on the experiences of the most serious problem gamblers). This leads us to question whether the extant literature has generated estimates that policymakers can trust.

3.2 Framing Potential Social Costs in this Study

Collins and Lapsley (2003) provide a fairly complete description of all costs and benefits that may occur as a result of gambling. These items, which may accrue directly or as the result of an externality, include:

- Reduced workforce production
- Health and counseling costs
- Increased policing, judicial system, and insurance costs from higher crime
- Regulatory, research, and evaluation costs
- Social assistance costs
- Suffering, stress, loss of life, and cultural impacts

Most of the items on this list would be likely to occur as a result of increases in problem gambling, with the potential exception of certain crime-related impacts. To investigate the possibility of meaningful impacts in Springfield and surrounding communities, we therefore focus the remainder of the analysis in this report on the effects of Springfield casino expansion on local problem gambling prevalence and local crime rates.

Due in part to the measurement and methodological issues outlined above, we perform this analysis using a qualitative application of the most robust academic research available. We are careful to avoid providing firm conclusions of estimates or impacts where there remains uncertainty in the research literature. We feel that this is the most useful approach to allow policy makers and operators to make informed decisions about casino expansion and social costs, without subverting legitimate perspectives of what could constitute a social cost.

4 Casino Expansion and Problem Gambling

Initially and understandably, problem gambling (PG) researchers hypothesized that as gambling opportunities increased, gambling problems among those nearby would also increase – probably dramatically – and that these gambling problems would continue to increase over time (e.g. Abbott et. al, 2004). These early perspectives were especially understandable given the American Psychiatric Association’s characterization of the disorder as a linear, “chronic and progressive” one (see, e.g., American Psychiatric Association 1980, 1994). For example, Kindt (1994) provided an extreme version of this perspective, speculating that in new gaming jurisdictions PG prevalence would increase by up to 550%. Other, less extreme perspectives emerged as well, including the National Gambling Impact Study Commission (NGISC) report, which suggested a near-doubling of problem gambling rates in areas within 50 miles of casinos in the U.S. (Gerstein, et al., 1999).

Since then, researchers have identified limitations of this early perspective, noting it provided blunt and arbitrary measures of exposure (and often, of problem gambling itself). Researchers also noted that causal conclusions (i.e., the notion that proximity caused pathology) were nearly impossible with existing studies. More recently, the research community has developed more sophisticated models, and it has been able to take advantage of larger-scale empirical databases to inform our understanding. Based upon this new understanding, a more subtle perspective has emerged. This perspective began to crystallize in a 2004 essay that highlighted empirical support for several PG trends post-exposure. In fact, the literature revealed evidence of increasing, stabilizing, *and* decreasing PG rates after the introduction of casinos (Volberg, 2004).

In the most recent and comprehensive reviews of this literature, LaPlante and Shaffer (2007) and Shaffer and Martin (2011) began to synthesize existing information into a new model, assisted by newly-developed, finer-grained public health tools to examine gambling exposure (Shaffer, LaBrie, & LaPlante, 2004). These researchers label the earlier belief (that gambling opportunities lead to linear increases in the PG rate) as the “exposure” model, and make a compelling argument that this perspective could be incomplete. Problem gambling severity has been noted by several authors to be a complicated process, affected by factors such as awareness, length of exposure, informal social controls, treatment/help group availability, and regulation (Abbott 2006, 2007; Abbott and Volberg 2000; Shaffer et al. 2004).

LaPlante and Shaffer (2007) observe that “an evaluation of available research studies provides some support for the exposure effect, but also raises questions about the durability of that phenomenon across settings and time points.” In synthesizing the studies that have explored these relationships, Shaffer and Martin (2011) explain:

“...recent empirical research indicates that individuals adapt relatively quickly after exposure to gambling opportunities, and the prevalence of PG only increases during the short term – as a novelty effect – after the introduction of new gambling opportunities.”

These authors suggest that evidence for “adaptation” can hence be observed, as populations adjust and respond after an initial exposure. This adaptation curve can be observed with many diseases, whereby more vulnerable groups develop problems first, but then the disease’s spread begins to diminish as the general population learns more about the disease, and then begin to better understand risks and preventative measures. (LaPlante and Shaffer, 2007; Shaffer and Martin, 2011).

This “adaptation” perspective is supported in the empirical literature. In Switzerland, for instance, gambling addiction prevalence rates have remained stable despite the introduction of several casinos over the past 10 years (Bondolfi et al., 2008). In the United States, problem gambling prevalence rates have remained relatively stable over the past 35 years, despite the introduction of numerous new gambling opportunities during this period (see, e.g., Kallick et al., 1979, which found a national lifetime rate of 0.7%, and recent comparable figures of 0.4% to 0.6% found in Kessler et al, 2008, Petry et al., 2005). Recent attempts to look at more aggregate effects through meta-studies of Australian/New Zealand research (Storer et al. 2009) and of prevalence research throughout the World (Williams et al. 2012) have shown support for both the “exposure” and “adaptation” hypotheses.

At the very least, the scientific literature suggests that the impacts of gambling expansion on problem gambling rates are more complex than originally assumed, and the notion that problem gambling rates simply rise as exposure increases has been debunked. What exactly constitutes exposure is also an uncertain variable, as many jurisdictions’ residents may be exposed to casino gambling in a nearby county, despite not having a local property of their own. Nevertheless, evidence seems to point in a direction where the right policies and institutions can meaningfully reduce problem gambling related harm that may arise from casino expansion. Providing best-practice employee training, patron information, and support services may be able to counter the population-wide effects that may arise as a result of casino-resort expansion.

... researchers label the earlier belief (that gambling opportunities lead to linear increases in the PG rate) as the “exposure” model, and make a compelling argument that this perspective could be incomplete.

5 Casinos and Crime

This section describes the existing research on the relationship between casinos and crime. Although most of this literature analyzes jurisdictions outside of Massachusetts, we focus our attention on the most robust studies available, from the jurisdictions that are most relevant to the proposed Springfield casino-resort.

There were a handful of studies that looked at the relationship between crime and casinos prior to the 2000s, the most impactful of which was written by Albanese (1985). His study, though limited by data and a choice of method, made an important contribution to understanding the effects of casinos, as he outlined how crime statistics can be misleading when they fail to account for changes in the population at risk.

Despite that observation, we note (as do well regarded casino crime researchers, such as Walker, 2010, 2013a) that the most meaningful studies on casinos and crime tend to have been published within the past 10 to 15 years. These studies include papers by Gazel, Rickman, and Thompson (2001), Wilson (2001), Giacomassi, Stitt and Nichols (2001), Evans and Topoleski (2002), Stitt, Nichols, and Giacomassi, (2003), Grinols and Mustard (2006), Barthe and Stitt (2007, 2009a, 2009b), Reece (2010), and Humphreys and Lee (2010). While these studies vary in terms of their scope and design, there are some broad inferences that can be made from an aggregate interpretation, which we do below.

In general, these studies support a view that the introduction of casinos will increase the total volume of crime in an area, but also suggest that this increase will be related to crime caused by a higher number of people present (caused by increases in tourism and traffic levels) rather than by the presence of casino gaming itself. Effectively, individual victimization risks do not increase, but absolute amounts of crime do (and the latter is in turn related to the presence of more people). Casinos therefore appear to have similar impacts as large recreation/tourism draws, such as a special event or football game. Therefore, our perspective is that an increase in law enforcement presence will be required to handle the increase in temporary visitors to the area, but the probability of being victimized will likely remain unchanged.

To provide further context for this view, consider the widely quoted results of Grinols and Mustard (2006), whose study examined crime data in each US County from 1977 to 1996. Their study concludes that roughly 8% of crime in counties with casinos can be attributed to the casinos. Importantly, however, these authors focus on the structural costs rather than the

...our perspective is that an increase in law enforcement presence will be required to handle the increase in temporary visitors to the area, but the probability of being victimized will likely remain unchanged.

probability of being victimized, and they specifically note that their analysis excludes the number of visitors in the area when calculating crime rates:

“In this study we are interested in the costs to the host county associated with a change in crime from whatever source. We are therefore interested in the total effect of casinos on crime, and thus use the undiluted crime rate based on (population without visitors).”

In a critique of this study, Walker (2008b) describes how the results from Grinols and Mustard can be misleading, arguing that tourists should be included in these calculations:

“...clearly the “diluted” crime rate (adjusted for temporary visitors) is the appropriate one to use if we are trying to measure the risk to residents and/or visitors of being victimized. The Grinols and Mustard “undiluted” crime rate will overstate the crime rate in tourist (casino) counties. This is perhaps the most significant problem in the Grinols and Mustard paper.”

Walker (2008b) also reiterates prior words of caution from Curran and Scarpitti (1991), who note that the source of the data used by Grinols and Mustard – the Federal Bureau of Investigation (FBI) – insist that changes in crime levels be examined relative to changes in the population:

“Curran and Scarpitti (1991, 438) explain that the FBI, the source of the Grinols and Mustard crime data, warns against “‘comparing statistical data...solely on the basis of their population.’”

These same warnings are reiterated by Giacomassi, Stitt, and Nichols (2000), who reference the original data handbook from the FBI and engage in their own analysis to demonstrate the policy risk of ignoring changes in the tourist population.

Generally speaking, it seems clear that most academics who have recently published in this area agree with the procedures described by Walker (2008b). For instance, Reece (2010) used several controls to account for the effects of tourism in his study of casinos and crime. Reece accounted for the number of hotel rooms in the area as a means to isolate which changes were caused by visitor increases and which were caused by the casino itself. The author concludes:

“I find very limited support for the proposition that new casinos increase local crime rates. Opening new casinos appears to increase the number of burglaries in the county after a lag of a few years. Opening new casinos appears, however, to reduce the number of motor vehicle thefts and aggravated assaults. Increased casino activity, measured using turnstile count of casino patrons, seems to reduce rates of larceny, motor vehicle theft, aggravated assault, and robbery.”

Other authors who controlled for increased levels of visitation near casinos have reached similar conclusions. Barthe and Stitt authored a series of papers on the Reno, NV market (2007, 2009a, 2009b), concluding in their final paper:

“...while it has been consistently argued by many that casinos generate crime, this latest analysis is yet another empirical verification that casinos venues may not be all that different from non-casino environs in terms of crime prevalence and patterns. Barthe and Stitt (2007) provided evidence that casinos may not be deserving of the label ‘hot spots’ for crime. Then, Barthe and Stitt (2009a) further found that casino generated ‘hot spots’ were not very different from non-casino ‘hot spots in terms of criminogenic patterns.’”

In other words, casinos have an effect similar to any other amenity that brings in tourists, which is a key point that is consistent among these studies.

In a “pre- and post-test” longitudinal study, Koo, Rosentraub, and Horn (2007) developed a model using data from several US states, both before and after casinos were adopted. In their models, the authors found that the presence of a casino in the home county or an adjacent county (within 50 miles) had no effect on the crime rate. The authors did find that economic variables often associated with economic growth (such as unemployment decline or GDP growth) have an effect on crime – predictably – improved economic conditions are related to a decrease in the crime rate. In their conclusion, these authors state quite simply:

“The analysis of crime rates...shows that the presence of casinos had no impact on crime levels.”

Humphreys and Lee (2010) explored the effects of both VLTs and casinos on crime rates in Alberta, Canada. The authors used a model that controlled many other different variables that could affect crime rates. In general, they found little relationship between the introduction of a casino and crime rates (including breaking and entering, credit card fraud, other fraud, drugs, illegal gambling, prostitution, robbery, and shoplifting):

“The results indicate only a weak relationship between casinos and crime in Alberta...the presence of a casino in a community was associated with an increase in robberies and decrease in shoplifting under \$5,000. All of the other estimated parameters on the casino indicator variables were not statistically different from zero at conventional levels.”

The authors also investigated whether the crime effects take a longer time period to occur, as some have suggested, by examining how casinos affect crime rates up to three years after opening. They found little evidence of a delayed effect:

“(Their) infrequent instances of significant parameters, and the fact that some are negative, provides little support for the idea that casinos increased crime in Alberta over this period.”

In one of the few studies that attempted to build a causal model to explain the effect of casinos on drunk-driving fatalities, a complex relationship was found by Cotti and Walker (2010). The authors note that there is a strong link between the presence of a casino in a county and the number of alcohol-related fatal traffic accidents. But, they also found that this relationship is negatively related to the local population. That is, when casinos are located in counties with larger populations, the increased drunk driving effect dissipates.

To examine the relevance of this study to Springfield, we inputted the Hampden County population into their model estimates (465,923 in 2012).³ After doing so, the projected effect of the casino was effectively eliminated. Depending on the model specification used, the results suggest that in a county as large as Hampden, there will actually be a 2.1 to 4.2% reduction in the number of alcohol-related fatal accidents. The authors offer two possible explanations for what is noted to be a robust finding. One is a driving distance argument, where urban casinos require less relative road time than rural casinos, both because of driving distance and because of public transit options. The authors also suggest that casinos in large urban areas may act as a substitute to other venues at which alcohol may be served, thereby decreasing aggregate risk. Cotti and Walker note:

“The attraction of a nearby casino may cause a substitution effect, as many individuals substitute away from other discretionary pursuits, such as a night out at the local bar or club, to spend an evening gambling at a casino. As a result, if the ability to gamble at a casino creates a sufficient substitute to drinking at a bar, or if casino patrons drink less at the casino than they would have without the casino option, then we may see a decrease in alcohol-related accident risk in an area after the introduction of a casino.”

As a final item of consideration in crime related impacts, we note that economic performance, including the unemployment rate, has a well-documented relationship with crime (e.g. Levitt, 2001; Rosenfeld & Fornango, 2007). While the analysis of our study does not focus on measuring economic benefits of the casino, we presume that development and operation of a large casino-resort will have a positive effect in reducing the high (11.8%) unemployment rate in Springfield.⁴ Therefore, we may expect a mitigation of some crime related impacts from casino-resort development due to an improvement in overall economic conditions in the area. When extending the findings of other research studies to new jurisdictions, identifying local characteristics (such as high unemployment) is important to proper interpretation.

³ Source: U.S. Census Bureau.

⁴ Source: Bureau of Economic Analysis (July 2013) via Google Public Data.

5.1 Crime and Problem Gamblers

While there is a lack of macro-level evidence to support the idea that casinos and crime rates are related, we also explore whether micro-level studies would support this theory. The idea that problem gamblers (or gamblers in general) are more likely to commit crimes than the general population has been proposed by many researchers (e.g. Lesieur and Rosenthal, 1991), however it is important to note that most of these psychological studies simply draw correlation-based relationships and do not imply any causal effects.

As a means of addressing the “correlation/causation” methodological issues that plague these research questions, Clark and Walker (2009) developed a model that controlled for many factors that may also contribute to criminal behavior using a large sample of young adults. This sample is arguably more applicable to policymakers, since it focuses on a population that includes non-gamblers, non-problem gamblers, and problem gamblers. Many micro studies look only at *risk factors* for problem gamblers, which makes drawing causal inferences more biased. Clark and Walker found interesting results (emphasis added in bold):

*“Contrary to what is commonly believed, the Add Health survey data suggests gamblers **other than casino and lotto gamblers**, are more likely to commit crimes.”*

That is, while gamblers who participate in certain forms of gambling are associated with criminal activity, the authors found no evidence that casino gamblers were more likely to commit crimes than the general public. Gamblers who are more susceptible to committing crimes are found to participate in other non-casino forms of gambling. In particular, sports wagering, cards, and horse racing were found to be the more risky forms of gambling. Even in these cases, that the authors point out that their analysis does not allow them to make a strong conclusion regarding their likelihood of committing a crime.

6 Implications for the Proposed Market and Surrounding Communities

In this section, we attempt to take a more holistic view of the studies outlined above, and provide context to their application in Springfield and its surrounding communities. In doing so, we account for the proposed design of the MGM facility, including responsible gambling resources provided by MGM and the Commonwealth of Massachusetts.

6.1 Problem Gambling

In considering the unique case of Springfield, MA gaming expansion, we first note that it is important when considering this literature, to explore distinctions *between* various forms of gaming. The “gaming industry” is in fact, far from a singular product, and the type of gambling offering proposed in Springfield is quite different from that which has often existed elsewhere (and hence, quite different from that which has often been studied elsewhere).

The U.S. National Gambling Impact Study Commission's (NGISC) Final Report alludes to the importance of considering this perspective when it says "...what society terms 'the gambling industry' actually involves segments that are quite different from one another" (1999). Even this NGISC report was released before many significant (and hence unstudied) evolutions of the modern casino resort, and before a substantial body of research emerged which called into question previous understandings. This early limitation was understandable for reasons of both history and scope – after all, the U.S. government was tasked with conducting a comprehensive study that by its nature also examined lotteries, horse racing, and many other forms of gambling. However, it is important to note that the structure of the casino resort proposed by MGM has been largely re-invented since the time that the NGISC was conducting its assessments.

The modern casino resort era – informally noted to have effectively begun with Las Vegas' Mirage resort in 1989 and expanded upon with nearly every major new development since– changed the nature of the gaming industry, which in turn changed its benefits and costs. For instance, on the benefits side, major Las Vegas casino resorts now derive upwards of 60% of revenues from non-gaming amenities (e.g. MGM Resorts International, 2012; Wynn Resorts, 2012); a development that was unheard of even during the early, Mirage days. These new models are not reflected well in research conducted on earlier gambling environments.

Another important historical point is that many studies in the literature examine periods prior to what we might call the "modern responsible gaming era." In this era, responsible gaming is a significant policy consideration that is actively engaged from the moment gambling expansion is suggested. This has certainly not always been the case. Today, in a manner that is historically unprecedented, problem gambling tends to be discussed throughout the legalization process and then again during ongoing regulatory and legislative reviews. While this process is not completely efficient, what is clear is that problem gambling researchers, clinicians, prevention specialists, government officials, and casino operators are increasingly informed by a growing body of scientific research. By any reasonable measure, this is a field that is improving.

Finally, in observing the Springfield environment, we note that this is not an entirely "new" jurisdiction when it comes to gambling opportunities. Residents in Massachusetts have had exposure to gambling for some time through adjoining states, online, and lottery channels. Though the research literature in this area is limited in its ability to predict these types of specific dynamics, "exposure" has already happened in this region – and as such, it is not clear that incremental levels of exposure will have additional impacts on PG. With the current prevalence of access in Massachusetts in mind, Dr. Ken Winters, the Chairman of the National Council for Responsible Gambling Scientific Advisory Board, noted at their annual conference that, "It is unlikely that three casinos in Massachusetts will dramatically change the (problem gambling) landscape (in the state)" (Cohen, Cottler, & Winters, 2013).

As Shaffer and LaPlante (2007) note, the complexities of these effects need to be taken into consideration when contemplating public health policy, “Focusing too heavily on the adaptation effect could cause policymakers to underestimate the influence and importance of early increases in gambling-related problems” and “Alternatively, focusing only on exposure could cause a public policy overreaction to the availability of new opportunities.”

In sum, problem gambling is a highly important policy consideration and the suffering experienced by problem gamblers merits very serious consideration. If we take a conservative approach, policymakers in Massachusetts (and Springfield in particular) should prepare to address what might be a small, but real, uptick in problem gambling rates should the proposed casino resort be constructed.

The approach taken by the MGC and MGM should serve to help minimize an initial uptick in problem gambling rates, and to accelerate any subsequent adaptation curve.

While it is difficult to disentangle the many items that contribute to problem gambling prevalence, we have noted that some forms of gaming have been present (or easily accessible) to Springfield residents for many years, and the proposed RG programs/policies in place are generally in line with global best practices. The adoption of on-site independent resource center by the MGC and MGM, for example, is a practice that only jurisdictions with aggressive RG policies, such as Ontario, offer. The approach taken by the MGC and MGM should serve to help minimize an initial uptick in problem gambling rates, and to accelerate any subsequent adaptation curve.

In terms of the regional effects, the most significant impact will clearly be within Springfield and its adjacent communities. The contributing effect of the casino to problem gambling will likely dissipate as residents in more outlying communities are examined, but there is little evidence in academic literature to outline where the “problem gambling catchment area” should be drawn – researchers often benchmark a catchment area at 50 miles, but this is an untested and arbitrary figure. In the absence of clear research based guidelines, common sense analysis based on commute times could be used in conjunction with examination of available community resources.

6.2 Crime and Public Safety

The findings of our review and analysis generally support a view that any proposed casino-resort would increase the *total* volume of crimes in the immediate area, but that it will have an insignificant effect on the *crime rates* overall (when adjusted for the number of people in the area). As such, we expect that resource requirements will be higher for local public safety services if Springfield adopts a casino-resort, but the probability of any nearby residents being victimized will remain unchanged. Our findings show nothing that indicates surrounding

communities will see their crime rates or levels affected by the opening of a resort-casino in Springfield.

Walker (2013a) provides a useful summary of the research, which seems generally applicable to the proposed Springfield casino:

One thing is clear from the research. When casinos are introduced into a city or a region, they are going to attract tourists. And with a larger population of potential criminals and victims, there will be more crime incidents... what is more interesting is whether the introduction of a casino actually makes the area less safe. Hence, most authors have argued that using a crime rate where the population is measured as the “population at risk” (i.e., resident population plus tourists) is the relevant one...most studies that calculate the crime rate using both the resident population and the resident plus tourist population show the adjustment to make a significant difference in the results. Typically, when tourists are considered in the crime rate, any effect of casinos on crime diminishes or disappears.

Given this, the broader public policy consideration is that increased traffic in the form of tourists will be accompanied by increased infrastructural costs associated with that decision – including costs associated with policing additional people. The proposed resort-style casino would certainly serve as a greater draw to tourists than a gaming-only facility, and therefore we expect that this type of facility design would lead to a greater number of crimes than smaller scale development. Public safety resource allocation should proceed with this in mind, but nothing in our review of materials indicates that preparations by the operator or municipality will fail to account for this demand.

7 Conclusion

This study examined the social cost literature in order to provide an assessment of its relevance to the proposed casino-resort in Springfield, MA. In our observations, there are no clear examples of social cost accounting studies that are sufficiently trustworthy and applicable to the proposed development, as academics find that there is too much disagreement to provide firm direction or solid quantifiable estimates of the social costs in general. However, our review of social cost literature suggests that the majority of these costs are derived from either change in problem gambling prevalence or change in crime rates, therefore this study focused on the likely change in these variables.

Based on our review of the literature and our observations of the proposed development, we do believe that if Springfield decides to move forward with the development of an integrated resort casino, there is reason for cautious optimism that negative social outcomes would be relatively moderate. This facility’s tourist-oriented nature (as opposed to gaming-only facilities), along with the globally recognized research, treatment, and education resources being developed

as part of the overall expansion plans, should lead policymakers to have confidence that MGM/Massachusetts approach will constitute a “best practice” approach to casino resort development – at least from the perspective of recognizing, addressing, and mitigating certain social costs.

A conservative approach would suggest that stakeholders in Springfield (and adjacent communities) should prepare to address what might be a small but real uptick in problem gambling rates should the proposed casino resort be built. While it is difficult to disentangle the many items that contribute to problem gambling prevalence, it would not be unreasonable to expect that the proposed RG programs/policies put in place by the MGC and MGM will serve to minimize this uptick in prevalence rates and accelerate any subsequent adaptation curve.

Finally, when it comes to crime, the notion that casinos increase the individual risk to residents was not supported by our review of academic research. Our perspective is that the total volume of crime in the immediate area might increase, but that this should be accounted for by the volume of temporary visitors drawn to the area. While there is always an opportunity to explore this topic more closely, based upon the academic literature to date, we conclude that a Springfield casino should not be expected to cause any increased risk of crime-related harm to area residents.

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EXHIBIT H



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August 28, 2013

RE: Casino Resort Development
Utility Request Letter

Dear Mr. Williams:

You have requested confirmation "that existing water and sewer infrastructure in the City of Springfield is capable of meeting the demands for the proposed development," at the location bounded by State Street, Main Street, Union Street, and East Columbus Avenue.

Overall the water distribution system and the wastewater collection system bounded by State Street, Main Street, Union Street and East Columbus Avenue have capacity available to provide potable water, and accept wastewater flows at the proposed average rates.

Based on the peak flows noted on the spreadsheet provided by you on 8/26/13 and titled, Sewer & Water Usage Summary Spreadsheet dated 2/15/13, the proposed peak flow from the site is anticipated to be 1,207,935 GPD. It would appear that it will be necessary to provide several sanitary service connection locations to accommodate the peak flows anticipated. On-site storage may be needed to reduce this peak wastewater flow under certain storm events where system surcharging and potential Combined Sewer Overflows occur. More than one water service should be considered as well.

Do the flows presented include all wastewater flows from the Casino Development and other retail development owned by other parties within the locus boundary? If not, please provide information on the additional flows. This must be defined and included as part of the design review.

As a separate issue and as discussed at several previous meetings, the potential impacts to the local water and sewer infrastructure caused directly or indirectly by the construction of the project, must be mitigated prior to finalizing the design of the project and receiving approval from the Springfield Water and Sewer Commission.

There are many local site specific factors that contribute to the ability to connect to the local infrastructure safely, and with confidence that it will function satisfactorily over the life of the project. Specific numbers, sizes and locations of proposed connections to the water and sewer systems must be investigated, analyzed and addressed during the design process by the project design team and proposed to the Commission for its reviews and approval. The Project must coordinate the proposed design with the Springfield Fire Department, Department of Public Works and other utility providers as their comments may impact water and sewer infrastructure in and around the proposed project site.

Please feel free to contact me with any questions at 413-787-6256.

Sincerely,

SPRINGFIELD WATER AND SEWER COMMISSION

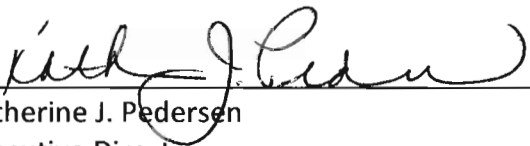
By: 
Katherine J. Pedersen
Executive Director

EXHIBIT I



OFFICE OF MAYOR

P.O. Box 1780
Gulfport, MS 39502
Phone: 228-868-5700
Fax: 228-868-5800

Massachusetts Gaming Commission
84 State Street, 10th Floor
Boston, MA 02109
Attn: John Ziemba, Ombudsman

City Hall
2309 15th St.
Gulfport, MS 39501

Re: Letter of Support for MGM Resorts

Dear Mr. Ziemba:

I am writing this letter on behalf of MGM Resorts International ("MGM"). My understanding is that the Massachusetts Gaming Commission (the "Commission") is considering MGM's application for a potential gaming license and is evaluating the potential impact of its proposed resort on communities adjacent to Springfield, Massachusetts.

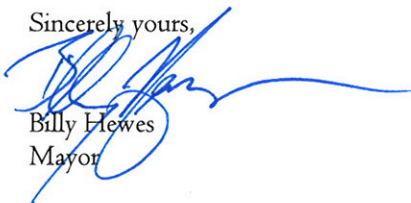
As the mayor of Gulfport, Mississippi, the second largest city in Mississippi, I can provide our experience as both a host community to casino resorts and perhaps more importantly, as a surrounding community to Biloxi, Mississippi, which is home to MGM Resorts' Beau Rivage resort.

MGM is a wonderful corporate citizen that not only benefits its host community of Biloxi, but whose positive impact reaches into the region. Many of their employees call themselves Gulfport residents and the tourism generated by their facility benefits all of its surrounding communities, directly, and indirectly, including Gulfport.

By way of example, the Beau Rivage generates significant business for our regional airport, the Gulfport-Biloxi International Airport, which is a major employer in the region and a driver of tourism for our community. Beyond the more than 4,000 people employed by the Beau Rivage, many of whom are residents of Gulfport, the Beau Rivage has been a wonderful corporate citizen supporting philanthropic efforts and volunteerism in Gulfport. They have been a strong supporter of such organizations as the United Way of South Mississippi, the Mental Health Association of Mississippi (which champions wellness), and the Lynn Meadows Discovery Center, all of which are headquartered in Gulfport – to name a few. There are a number of other organizations and events that MGM supports in Gulfport and in the region, namely the Champions Tour Mississippi Gulf Resort Class and the annual Cruisin' the Coast car event, which each bring tens of millions of dollars of economic development to the entire region.

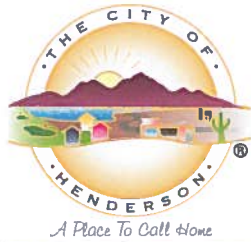
For those reasons, I would highly recommend MGM Resorts as a partner for any community or region that is fortunate enough to have the opportunity.

Sincerely yours,

A handwritten signature in blue ink, appearing to read "Billy Hewes", with a long, sweeping underline that extends to the right.

Billy Hewes
Mayor

EXHIBIT J



CITY OF HENDERSON
240 Water Street
P. O. Box 95050
Henderson, NV 89009-5050

January 16, 2014

Mr. John Ziemba, Ombudsman
Massachusetts Gaming Commission
84 State Street, 10th Floor
Boston, MA 02109

Re: Letter of Support for MGM Resorts

Dear Mr. Ziemba,

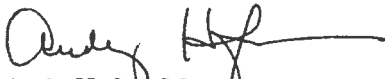
I am writing this letter on behalf of MGM Resorts International (“MGM”). My understanding is that the Massachusetts Gaming Commission (the “Commission”) is considering MGM’s application for a potential gaming license and is evaluating the potential impact of its proposed resort on communities adjacent to Springfield, Massachusetts.

As the mayor of Henderson, I feel uniquely qualified to briefly share our experience as a surrounding community to the City of Las Vegas and Clark County (collectively, “Las Vegas”), which as you know is home to a number of gaming resort facilities, many of which are the largest and most successful in the world. A significant number of those facilities are operated by MGM.

Henderson, the second largest city in Nevada, abuts Las Vegas and is home to 270,000 residents. Tens of thousands of those residents are employees of the gaming and resort industry and many thousands of those are employees of MGM Resorts. The spin off economic benefits Henderson enjoys being adjacent to Las Vegas are tremendous. Through direct and indirect employment provided by the resort industry, of which MGM is such a major contributor, and the related property tax revenue, our City has been able to invest in schools and in parks, that provide a high quality of life to our residents. That quality of life has been recognized nationally and continues to fuel our growth and strength. In fact, Money Magazine named Henderson one of the top 100 places to live in the entire United States (#66).

I know the Commonwealth of Massachusetts has carefully and deliberately drafted a comprehensive gaming act and a similarly thoughtful regulatory and licensing process to ensure that its introduction of the gaming and hospitality industry into its borders will provide net benefits to not only the Commonwealth, but to its host communities, surrounding communities and its many regions. I would like to respectfully offer City of Henderson as a shining example of the positive impact that a community can enjoy as a neighbor to a world class company like MGM Resorts.

Sincerely,


Andy Hafes, Mayor
City of Henderson