



Public Hearing Questions SGR Plainville | Penn National

Questions for all applicants

Finance

1. Will any of the non-gaming amenities be operated by third parties? If so please provide details of such arrangements.
2. Do you envision there will be times of year, or times of week when the facility will be at maximum occupancy, i.e. food and beverage facilities are full, parking areas are full, or the building is at capacity. If so when do you expect these periods to occur and what is the plan to manage these periods.
3. Will your Business Interruption coverage name the State of Massachusetts as a beneficiary?

Economic Development

1. Would you say the FTE counts in your projections are conservative, realistic or aggressive? If FTE levels you project were translated into a condition of the license (i.e., not to fall below these levels) would you object?
2. Please address your company approach or strategy with respect to full-time versus part-time employment as well as differences in how FT and PT employees are managed (e.g., benefits, proportion of union labor, work times/periods, departmental preference, workforce development).
3. Your application anticipates that competition from full-service destination casinos in Massachusetts will occur in the fourth and fifth (and potentially subsequent) years. How will you manage any staff reductions that may result increased competition?
4. You have made commitments in your application and the host community agreement to hire locally as well as to favor local suppliers/vendors. Can you define "local"?
5. The Massachusetts statute requires you to incorporate MBE, WBE, and VBE commitments into your design, construction, and operation.

- a) Will your general contractor ultimately be responsible for these commitments or do you intend to retain this responsibility?
 - b) What experience do you have working with veteran-owned business either in the construction or operation of your other gaming venues?
 - c) How will you set MBE, WBE, and VBE targets and how will you measure your success in this area?
 - d) How flexible are you in how these monies are allocated?
6. The statute asks applicants for their best efforts to hire the unemployed and under-employed. Some may need to have basic skills enhanced or updated before they could be brought on board or into a training program. How do you plan to assist with these recruitment and training efforts?
 7. Do you expect the employee retention rate at your proposed Massachusetts gaming facility to vary from your other operations? How do you propose to limit turnover if your retention rates are high even among certain positions?
 8. Since your application was filed in October, would you provide an update regarding the status of proposed labor harmony agreements for your project (including both construction and operations)?

Building & Site Design

1. In your presentation, provide a clear and succinct summary and plan documentation describing your approach to phasing, if included in your application, of the proposed gaming facilities. This summary should include at a minimum the timing of construction and occupancy of buildings, parking locations and counts, gaming start-up, transition between phases, and boundaries of the proposed area to be licensed and future property acquisition.

In your presentation, provide the following:

- a) A clear description of the basis of your calculation for parking requirements, taking into account the number of gaming positions, food and beverage venues, and entertainment or meeting spaces. In addition, please describe any peak load conditions which may exceed the parking capacity and how you propose to address these.
 - b) An illustration and description of the proposed gaming establishment as defined in c. 23K §2 site boundaries for which the license is sought.
2. Provide an update on the status of your permitting process with regional and local authorities.
 3. Severe storms and emergency events frequently require response by the combined forces of public and private entities. Please describe your proposals for maintaining a heated and functional facility that can support recovery efforts during and in the aftermath of a severe weather event, the availability of your facility to accommodate public needs, and your

willingness to coordinate your efforts with local and regional response personnel and equipment.

4. The stretch Energy code, adopted in 134 communities, will soon become the base code. How do you plan to improve the performance of your facility beyond the 20% improvement over ASHRAE 90.1 when the new stretch code is adopted in 2014 (expected)?
5. Given the importance of long term commitments to local sourcing of renewable energy, please characterize the size and duration/term of your planned long term Massachusetts based renewable energy certificates (RECs)? Failing that, please address your plans to purchase NEPOOL Class I RECs (New England Power Pool Class 1 Renewable Energy Certificates) and the size and duration/term of your long term energy contracts.
6. Electric vehicle (EV) adoption is increasing around the Commonwealth and around the country. Applicants have proposed EV charging capacity that meets significantly less than 1% of total parking capacity. Please describe your plans to add additional charging infrastructure, and provide more detail with regard to the equipment specified (i.e., AC Level I, AC Level II or DC Fast Charging ("DC Level II") charging units)

Mitigation

1. Identify what types and sizes (in terms of projected attendance) of events beyond gaming you anticipate hosting at the facility. Describe the anticipated maximum duration and total traffic vehicle counts for arrival and departure from any such events that you plan to host at the gaming facility.
2. How do you plan to comply with the requirement pursuant to MGL c. 23K, sec. 11(a) that any infrastructure improvements necessary to increase visitor capacity and account for traffic mitigation be completed before the category 2 licensee shall be authorized to operate a slot machine at the gaming establishment?

Applicant Specific Public Hearing Questions

Questions for SGR Plainville | Penn National

1. Can you please inform us whether the recent transaction undertaken by Penn National Gaming whereby the real estate assets were spun off into a separate company has any impact on your Application as submitted?
2. How do you account for the different building sizes in the MEPA documents as opposed to the Category 2 Application?

3. How do you evaluate the risk of starting procurement/construction before MEPA related permits are obtained? To the extent you proceed before completion of the MEPA related permitting process, how do you assure the Commission that you are not incurring legal liability.

Finance

1). Will any of the non-gaming amenities be operated by third parties? If so please provide details of such arrangements.

B.Good restaurant will be a 3rd party operation. B.Good, a Massachusetts founded and based company, will be a tenant operator and will pay rent to Plainridge Park Casino in the form of a percentage of revenue. All other non-gaming offerings, including Flutie's Sports Pub (licensing deal), will be operated by Penn.

Finance

2). Do you envision there will be times of year, or times of the week when the facility will be at maximum occupancy, i.e. food and beverage facilities are full, parking areas are full, or the building is at capacity? If so, when do you expect these periods to occur and what is the plan to manage these periods?

We anticipate Plainridge Park Casino being at or near capacity on the gaming floor and in the restaurants/bars/lounges on Friday and Saturday nights for the first 2-3 years (in advance of the Category 1 facility openings). We believe that our parking garage consisting of 1,088 spaces, combined with the ample surface parking available on site (532 spaces), is sufficient to handle the demand, even at peak occupancy. Total parking spaces: 1,620

Finance

3). Will your business interruption coverage name the State of Massachusetts as a beneficiary?

Business Interruption Insurance does not cover lost state gaming tax revenue in any of the jurisdictions in which Penn operates and we do not anticipate Massachusetts being any different.

Economic Development

1) Would you say the FTE counts in your projections are conservative, realistic or aggressive? If FTE levels you project were translated into a condition of the license (i.e., not to fall below these levels) would you object?

We have modeled the staffing based on our revenue projections and operations at similar sized properties we operate and believe these projections to be realistic based on these factors. We would not object to these numbers being a condition of the license, but would hope there would be a process to adjust if new competition would enter the market or revenues fall significantly short of expectations (due to reasons outside of our control, such as economic events).

Economic Development

2) Please address your company approach or strategy with respect to full-time versus part time employment as well as differences in how FT and PT employees are managed (e.g., benefits, proportion of union labor, work times/periods, departmental preference, workforce development).

Because of varying business volumes throughout the week coupled with high weekend volumes, our part time workforce is a critical component of our overall workforce. We have projected our part time workforce to be approximately 30% of our employee base. We have a fairly comprehensive benefit package for our part time workforce (which we have supplied), which includes a 401k with matching funds, PTO, tuition assistance, meal allowance, free uniforms, etc. Most of our departments will have part time opportunities, however those most impacted by fluctuating business volumes will have a higher percentage of part time employees. Typically those departments with a larger part time workforce are food and beverage, player services, environmental services (housekeeping), security and valet. Providing our employees choose to be represented by a union, we would expect our part time workforce to be included in the union membership. Our part time workforce is encouraged to participate in training and developmental opportunities the same as our full time workforce.

Economic Development

3) Your application anticipates that competition from full-service destination casinos in Mass will occur in the fourth or fifth (and potentially subsequent) years. How will you manage any staff reductions that may result from increased competition?

With additional gaming establishments entering the market, managing new competition has been something that we are very familiar with. Our strategy is to be proactive to manage this process months before a new property opens. We will carefully examine all job openings with the goal of managing through attrition and only if needed, reduce hours, or convert employees to part time. We also have 26 other gaming and/or racing facilities across the company that employees can transfer to if needed.

Economic Development

4) You have made commitments in your application and host community agreement to hire locals as well as to favor local suppliers/vendors. Can you define local?

Local is defined as our host and surrounding communities, which includes North Attleboro, Mansfield, Wrentham and Foxboro.

Economic Development

5) The Mass statute requires MBE, WBE and VBE commitments in your design, construction and operation.

- a. Will your GC ultimately be responsible for these commitments or do you intend to retain this responsibility?**
- b. What experience do you have working with VBEs either in construction or operation of your gaming venues?**
- c. How will you set MBE, WBE and VBE targets and how will you measure success?**
- d. How flexible are you in how these monies are allocated?**

Design and Construction

a) SGR will have ultimate responsibility for the development, execution and results for our diversity program related to our construction project, which:

- Will rely on Turner's (CM) knowledge of the local construction market
- Will use the services of specialized diversity consultants
- Will use the practices and processes used to create successful results on other projects

b) Veteran Business Enterprises is a relatively new sector of the construction marketplace, but we have experience from other construction projects. In addition, SGR:

- Will work with Turner to identify and search for VBE firms
- Will task our diversity consultants to research qualified VBE's in the market place
- Will use the expertise of previously used VBE's to locate those in market place

c) Diversity goals, objectives and targets will be set using the following process:

- Establish a Diversity Committee of SGR and other resources to oversee plan
- Assemble team of market knowledgeable consultants and construction manager
- Team will reach out to liaison organizations and groups in the area and draw off their knowledge of qualified contractors and construction suppliers
- Work with team to thoroughly study the diversity capabilities of the market
- Hold project information sessions; generate interest on the part of diversity contractors and suppliers
- Use all the above information and work with Turner to prepare a diversity sourcing plan
 - Develop bid packages that best position the participation of diverse groups
- Develop a financial plan for the involvement of diverse contractors and suppliers
- Prepare specific quantitative goals for the project
- Require all significant majority sub-contractors to provide a targeted level of MBE, WBE and VBE participation within their area of work
- Implement a detailed plan to track and monitor progress against established goals
 - Participation on the part of SGR in the award of sub-contracts in order to ensure achievement of goals
 - Regular meetings with diversity consultants, Turner and the project Diversity Committee to monitor progress and make adjustments to achieve plan

- Hold periodic updates with liaison organizations to track and monitor progress

d) Our diversity objective will be not just to implement a good faith effort, it will strive to:

- Award meaningful sub-contract and supplier awards
- Capitalize on the talents of the MBE, WBE and VBE contractor market place
- Create new work opportunities and expansion of MBE, WBE and VBE contractor skill sets by creatively preparing bid packages
- In our plan, flexibility will be key; we will take the steps necessary to achieve the broad objectives above

Operations

Employment Goals:

Plainridge Park Casino will strive to maintain a workforce that reflects the diverse elements of our community and surrounding area. We will also strive to hire at least 90% from the local area.

It is Penn National Gaming's philosophy that the demographics of our employee base will reflect the communities in which we operate. As you can see from our recent openings, our workforce demographics typically meet or exceed the minority population in the area.

Economic Development

6) The statute asks for best efforts to hire unemployed or underemployed. Some may need basic skills enhanced or updated before they can be brought on board or into a training program. Do you plan to assist with these recruitment and training efforts?

For recruitment of this workforce, we will work with the Mass. Casino Careers Institute and the local offices of the Massachusetts Labor and Workforce Development to assist us in targeting this population. We also will identify key geographic areas to hold job fairs/information sessions and will look to partner with various community organizations that can help us target this population. One of our main goals in conducting job information sessions well in advance of opening is to help potential employees identify how their skills can transfer over to a new industry as well as help prepare potential employees for new opportunities. On the training side, we will also work with the Casino Careers Institute, as well as the local community colleges (Massasoit and Bristol Community colleges) to address some training needs. Along with those resources, we have robust internal training programs as we've opened many new facilities recently with the same goal of hiring under or unemployed team members. Also, we have teams of employees from our other properties who are available to assist and train which results in a smooth opening with well trained team members.

Economic Development

7) Do you expect the employee retention rate at your proposed facility to vary from your other operations? How do you propose to limit turnover if your retention rates are high even among certain positions?

We do expect our employee retention rate to be very similar at Plainridge Park Casino as it is at our other facilities and would expect it to mirror newly opened property retention rates until it stabilizes after the first year or two. Understanding what is causing turnover is key, so if we do see unusually high turnover rates in certain areas/positions, we will do everything we can to identify the cause and assess the issues (pay, management, hours, etc.). Please note, our properties monitor turnover by department closely and it is part of their monthly operating reviews and also included in managers' performance reviews, so it is something we take very seriously. Also, we conduct annual employee engagement surveys and action planning, which allows us to be proactive with potential issues and we also do exit surveys to determine departure reasons if team members do leave our employment.

Economic Development

8) Since your app was filed in October, please provide an update regarding any labor harmony agreements (both construction and ops)

Operations

We are pleased to report that we have entered into two labor harmony agreements (also known as neutrality or labor peace agreements) that will cover virtually the entire workforce. These agreements provide the labor organizations with access to the workforce and assure both the employees and the labor unions that we will not oppose their efforts to organize. This is significant because well over 90% of organizing campaigns accompanied by neutrality agreements result in union representations of the workforce. It also ensures the Commonwealth that the revenue stream will not be interrupted by work stoppages. The two unions we are partnering with are the Machinists Local 264 and the International Seafarers Union. The Machinists have 2,000 local members and 750,000 members in total. During their 100 plus years in existence, they have represented many positions like those that will be filled at our gaming facility. The Seafarers have been representing gaming employees for over 20 years. In connection with a national agreement with Penn, they represent thousands of gaming employees in 6 states.

Construction

Since mid-September 2013, we have been in productive discussions with a consortium of trades represented by the Brockton Building and Construction Trades Council and the New England Regional Council of Carpenters, which led to a Memorandum of Understanding on October 2, 2013 (attached). In addition, we are very close to executing a project labor agreement, which will maximize participation with the over 20 trades that are signatories to these agreements. In fact, we anticipate that in excess of 90% of the construction work at and around our site will be performed by unions.

MEMORANDUM OF UNDERSTANDING (MOU)

Springfield Gaming and Redevelopment, LLC (the "Developer") hereby agree as follows:

WHEREAS, the Developer intends to develop and construct a Category 2 casino/entertainment facility with 1250 slot machine in Plainville, Massachusetts (the "Project") in an efficient, safe, and timely manner using skilled workers with a total investment of approximately \$200 million (much of which will be spent on construction)

WHEREAS, the Developer recognizes that The Brockton and Vicinity Building and Construction Trades Council and its signatory contractors are a ready source for qualified workers who will be needed for the Project who have been trained in all aspects of the skills of the trade as well as in matters of safety;

WHEREAS, the Developer recognizes that The Brockton and Vicinity Building and Construction Trades Council and its signatory contractors have a record of completing their work on projects of this nature in a professional, efficient and timely manner:

1. The Developer hereby agrees that, with the exception of mutually agreed upon and discrete carve-outs, all work on the Project that falls within the jurisdiction of The Brockton and Vicinity Building and Construction Trades Council shall be performed only by construction managers, contractors or subcontractors of whatever tier who are signatory to collective bargaining agreements with The Brockton and Vicinity Building and Construction Trades Council.
2. This MOU shall apply solely to work performed on the Project, and it shall have no application to any other project of the Developer or its affiliates, or to the work of the general contractor or any other contractor on any other Project.
3. The definitive agreement arising from the MOU, which the parties intend to execute in October, 2013, shall cover successor and assigns of Developer.

David W. Fenton

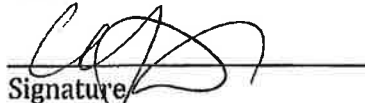
President Brockton & Vicinity
Building Trades Council


Signature

10-2-13
Date

Carl Sottosanti
Name

VP/Deputy GC PNGI, sole member
Title


Signature

10-2-13
Date

Building & Site Design (also, see attached site plan in response to Building and Site question 1b).

1. In your presentation, provide a clear and succinct summary and plan documentation describing your approach to phasing, if included in your app, of the proposed facilities. This summary should include at a minimum the timing of construction and occupancy of buildings, parking locations and counts, gaming start up, transition between phases, and boundaries of the proposed area to be licensed and future property acquisition.

Our project development plan in RFA-2 application envisioned one phase of construction covering:

Completion of existing partially constructed parking garage	June 2015
Renovation of existing racing simulcast building	June 2015
Construct new gaming facility building	August 2015
Complete full off-site roadway improvements	August 2015
Opening of gaming and racing operations to public	August 2015

Since filing our RFA-2 application, we have worked diligently on our plan and taken significant steps to improve the construction schedule and projected opening date. Significant steps include:

Accelerate plan to receive MEPA approvals 3 months

-Filed Final Environmental Impact Report Nov. 15, 2013

-Expect MEPA and MASSDOT approvals by Dec. 31, 2013

MEPA approvals allow for improvement in receipt of MASSDOT permits 4 months

-Results in most off-site improvement work completed in 2014

Continued work on foundation and building plans and long lead procurement

-Positioned to start foundations work and release building steel Feb. 2014

Result is improvement in our overall completion date from Aug. 2015 to April 2015

-Includes 100% completion of off-site roadway improvements by April 2015

Option for temporary gaming operation

Consistent with our application, our preference is to build and open a permanent facility upon the awarding of a license. However, as you know, we filed our FEIR application with the concept of a 500 slot machine temporary facility to preserve the option should the MGC wish us to pursue one. Consistent with the Commonwealth's goal of expediting revenue, we are confident we could open a temporary facility as early as summer 2014 without interfering with the construction of the permanent gaming facility or our off-site roadway improvements all subject to regulatory approval. We believe the existing roadway infrastructure would meet MASSDOT requirements and be sufficient to support the temporary 500 slot machines.

Building & Site Design 1a

In your presentation, provide:

- a. Clear description of the basis of your calculation for parking requirements (including number of gaming positions, F&B and entertainment or meeting spaces. In addition, describe any peak load conditions which may exceed parking capacity and how you propose to address these.**

Parking Specifics	
Proposed Use	Provided Spaces
Gaming/Racing/F&B	1,168 (includes 20 EV Charging Stations)
Employee/Other	452
TOTAL	1,620

Specifications exceed Town of Plainville Zoning Bylaw Section 500-31A

Estimated Parking*

Parking Space Estimates - Based on Interior Usage Areas						
	Proposed Use	Comparable Use (Code)	Parking Requirement (Code)	Measurement Unit	Amount	Required Spaces
Simulcast and Expansion	Bar	Restaurant, Fast Food	1	sp./3 seats	116	38.7
	Food (Restaurant/Food Court)	Restaurant, Fast Food	1	sp./3 seats	415	138.3
	Office Space	Office Space	1	sp./300 S.F.	10,630	35.4
	Concourse/Simulcast Theater	Theater, Auditorium	1	sp./3 seats	320	106.7
	Multi-Function Space	Theater, Auditorium	1	sp./3 seats	300	100.0
	Simulcast Theater	Theater, Auditorium	1	sp./3 seats	172	57.3
	Gaming ¹	None Listed	-	Estimated	1,250	625 ¹
	Storage	Warehouse/Storage	0.5	sp./1,000 S.F.	1,000	0.5
	Storage	Warehouse/Storage	0.5	sp./1,000 S.F.	6,900	3.5
	Office Space	Office Space	1	sp./300 S.F.	18,000	60.0
Garage	Support Service	Other Uses	1	sp./250 S.F.	18,180	72.7
	Office Space	Office Space	1	sp./300 S.F.	22,500	75.0
Administration Building	Employee Parking ²	None Listed	1	sp./Employee	150	150 ²
Employees ³	Stalls ³	None Listed	-	Estimated	80	100 ³
Paddock Building	Bus Parking ⁴	None Listed	-	Bus	5	5 ⁴
Other	Excess for Turnover ⁵	None Listed	-	Each	48	48 ⁵
Total*						1,616.1

- ¹Gaming: No Regulation: At 1 space/250 S.F. = 97,792 S.F./250 S.F. = 391.2 spaces
At 1 space/3 seats = 1,250 seats/3 = 416.67 spaces
Use largest number plus 50% Safety Factor = 416.67*1.5 = 625 spaces
- ²Employee Parking: No Regulation: At 1 space/employee during the largest shift = 150 spaces
- ³Stalls: No Regulation: At 1 space/stall = 80 spaces, plus 25% Safety Factor = 80*1.25 = 100 Spaces
- ⁴Bus Parking: No Regulation: 5 spaces provided
- ⁵Turnover: No Regulation: 48 spaces provided

* Per Town of Plainville Zoning Bylaw Section 500-31A, any parcel on which a building is constructed shall contain off-street parking areas of appropriate design to accommodate the number of vehicles suitable to the permitted use and with proper provision for egress.

Building & Site Design 1b

- b. An illustration and description of the proposed gaming establishment as defined in c.23k Sec.2 site boundaries for which the license is sought.**

Building & Site Design

1. b) An illustration and description of the proposed gaming establishment as defined in c. 23K §2 site boundaries for which the license is sought.

The parcel of land containing the existing Plainridge Racetrack and the proposed Plainridge Park Casino is identified as Lot #10 on the Town of Plainville Assessor's Map #1 and is registered with the Norfolk County Registry of Deeds as Land Court Certificate Number 157243, recorded in Book 787, Page 43. The property boundary encompasses 88.9± acres of land and is shown in its entirety on *RFA-2 Attachment 4-27-05 "Plainville Zoning Map"* and on *RFA-2 Attachment 4-79-02 "Plainridge Amended Site Plan -- Site Plan Index Plan SP-1"*. The parcel is split-zoned, with approximately 7.6 acres within the "Single Family Residential" District, and the remainder (81.3± acres) within the "Commercial Interchange" District, which allows the existing horse racing and proposed gaming uses by Special Permit (see the Second Amended Special Permit issued by the Plainville Planning Board, dated August 29, 2013 [*RFA-2 Attachment 4-70-19C*]).

Building & Site Design

2. Provide an update on the status of your permitting process with regional and local authorities.

- The design and permitting of our Project is at a highly-advanced stage.
- Our list of already-acquired permits is impressive. *[See attached RFA-2 Attachment 4-69]*
- UPDATES: Since filing our RFA-2 in October, we have:
 - Substantially Completed all local permitting for our proposed Project (final wetlands permits are anticipated in December),
 - Filed our Final Environmental Impact Report with MEPA and MassDOT.
- We expect to be 100% completed with our MEPA review and have our Secretary's Certificate on the Final EIR this month (December).
- With MEPA review completed, we will immediately finalize our designs for offsite traffic improvements and obtain our MassDOT permits for that work.
- (As you know, no State agency can issue a permit or license prior to completion of the MEPA review process).

Summarizing:

Local Permits and Approvals

Local Planning and Zoning:	<u>100% Complete and In-Place</u> (see the <u>Second Amended Special Permit</u> issued by the Plainville Planning Board, dated August 29, 2013 <i>[RFA-2 Attachment 4-70-19C]</i>).
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Local Board of Health	<u>100% Complete and In-Place</u>
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Local Conservation Commission (wetlands)	<u>Substantially Complete and In-Place</u> , including: On-Site Improvements, Stormwater, General Utilities, and <u>Off-Site Transportation Improvements</u> <u>Remaining to be obtained:</u> Final Order of Conditions for construction of the relocated horse trailer parking lot— Anticipated issuance December, 2013.
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NOTE: THE CONTINUED PUBLIC HEARING OF THE CONSERVATION COMMISSION IS DECEMBER 10. WE EXPECT THEM TO FINALIZE THE REMAINING PERMIT AT THAT MEETING.

Host Community Agreement	100% Complete and In-Place
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Plainville Gaming Referendum	100% Complete and In-Place
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State Permits and Approvals

Rare Species Issues

None. Confirmation received from Natural Heritage & Endangered Species Program.

MEPA Review

Filed our Final Environmental Impact Report with MEPA and MassDOT on November 15, 2013. Secretary's final Certificate anticipated before December 31, 2013.

MassDOT Permitting

Will be initiated following completion of MEPA. About a 4-month process.

MassDOT Approval for Signal
Timing Modifications
(Initial Limited Operations only)

Will be initiated following completion of MEPA. About a 2-3-month review process by MassDOT.

Federal Permits and Approvals

Federal Highway Administration

"Project Framework Document" preparation and coordination through MassDOT is underway. It is anticipated that the FHWA review process will have no impact on our construction schedule.

NOTE: THE FIRST COORDINATION MEETING WITH MASSDOT AND FHWA IS SCHEDULED FOR DECEMBER 4, 2013 AT 1:00 PM AT MASSDOT'S BOSTON HEADQUARTERS.

ATTACHMENT 4-69 PERMIT CHART
PLAINRIDGE PARK CASINO - PLAINVILLE, MASSACHUSETTS
SPRINGFIELD GAMING AND REDEVELOPMENT, LLC

Local Permits and Approvals (Issued and Closed, or Issued and/or Active)

Permit - Local	Number	Date	Status	Time period set by statute to render a decision on application	Expiration date for each permit or approval	MGL	CMB	Town of Plainville Bylaw	Attachments
Conservation Commission OOC (Site Work)	SE255-0167	3/20/1998	Issued	21 days	3/14/2001	MGL c. 131 S40	310 CMB 10.00-10.99	1991 Wetlands Bylaw	Application Permit 4-70-01
Hunting Board Special Permit	—	4/6/1998	Active	90 days	N/A (Active)	MGL c. 40A	310 CMB 7.05-7.10	1997 Zoning Bylaw	Application Permit 4-70-02
Building Permit (Shulcast Building)	192-98	4/7/1998	Issued	90 days	N/A (Active)	MGL c.143 S93-100	780 CMB	N/A	Permit 4-70-03
Board of Health Envtl. Health Impact Permit	—	3/1/1999	Issued	N/A	N/A	MGL c.111 S91,S322	N/A	1989 Board of Health Bylaw	Application Permit 4-70-04
Conservation Commission OOC (Utilities)	SE255-0168	5/6/1998	Closed	N/A	N/A	MGL c. 131 S40	310 CMB 10.00-10.99	1991 Wetlands Bylaw	Application Permit 4-70-05
Conservation Commission RDA (Negative)	—	5/6/1998	Issued	21 days	5/6/2001	MGL c. 131 S40	310 CMB 10.00-10.99	1991 Wetlands Bylaw	Application Permit 4-70-06
Planning Board Amended Site Plan	—	6/22/1999	Closed	90 days	N/A (Active)	MGL c. 40A	N/A	1999 Zoning Bylaw	Site plan 4-70-07
Zoning Board of Appeals Special Permit	—	9/27/1999	Issued	90 days	N/A (Active)	MGL c. 40A	N/A	1999 Zoning Bylaw	Permit 4-70-08
Conservation Commission ORAD	SE255-0205	11/27/2003	Active	N/A	12/9/2016	MGL c. 131 S40	310 CMB 10.00-10.99	2007 Wetlands Bylaw	Application Permit 4-70-09
Planning Board Amended Special Permit	—	4/11/2010	Active	90 days	N/A (Active)	MGL c. 40A S11	310 CMB 7.05-7.10	2009 Zoning Bylaw	Application Permit 4-70-10
Board of Health Envtl. Health Impact Permit	—	4/20/2010	Issued	N/A	N/A	MGL c.111 S91,S322	N/A	2009,2010 Board of Health Bylaw	Application Permit 4-70-11
Board of Health Refuse Removal Permit	BOH-18-R-14	2013	Issued	N/A	Annual	MGL c. 111	N/A	Board of Health	Permit 4-70-12
Building Permit (Garage Foundation only)	12-130	7/7/2012	Issued	30 days	N/A (Active)	MGL c.143 S93-100	780 CMB	2012 General Code	Permit 4-70-13
Conservation Commission OOC (Utilities)	SE255-0248	9/14/2012	Issued	N/A	N/A	MGL c. 131 S40	310 CMB 10.00-10.99	Wetlands Bylaw 472, 500 2012 General Code	Application Permit 4-70-14
Building Permit (Garage Structure)	12-131	10/4/2012	Issued	30 days	N/A (Active)	MGL c.143 S93-100	780 CMB	Zoning Bylaw S93-17 2012 General Code	Permit 4-70-15
Conservation Commission RDA (Negative)	—	10/23/2012	Issued	21 days	10/21/2015	MGL c. 131 S40	310 CMB 10.00-10.99	Wetlands Bylaw 472, 500 2012 General Code	Application Permit 4-70-16
Conservation Commission OOC (Site Work)	SE255-0247	—	* Ongoing * (No Wetland Impact Determination Monitoring Period)	N/A	N/A	MGL c. 131 S40	310 CMB 10.00-10.99	Wetlands Bylaw 472, 500 2012 General Code	Application 4-70-17
Building Permit (Bldg Addition Foundation)	18-20	1/23/2013	Issued	30 days	N/A (Active)	MGL c.143 S93-100	780 CMB	2012 General Code	Permit 4-70-18
Planning Board Amended Special Permit	—	9/29/2013	Issued	90 days	2 years	MGL c.10A S11	310 CMB 7.05-7.10	Zoning Bylaw S93-41 F 2012 General Code	Application 4-70-19
Board of Health Envtl. Health Impact Permit	—	7/9/2013	Issued	N/A	N/A	MGL c.111	N/A	Public & Envtl. Health Bylaw 650	Application 4-70-20
Host Community Agreement/Surrounding Community Agreement(s)	—	7/9/2013	Issued	N/A	N/A	MGL c.23K	205 CMB 323.00	N/A	Agreement 4-70-21
Local Gaming Referendum	—	9/10/2013	Approved	N/A	N/A	MGL c.23K	205 CMB 324.00	N/A	Certificate 4-70-22

N/A = Not Available or Not Applicable

Local Permits and Approvals (to be Obtained)

Permit - Local	Number	Date	Status	Time period set by statute to render a decision on application	Expiration date for each permit or approval	MGL	CMB	Town of Plainville Bylaw	Attachments
Conservation Commission OOC For Electrical Substation - Applicant: NERI(U)Proponent	TBD	TBD	*To Be Filed*	21 days*	3 yrs.	MGL c. 131 S40	310 CMB 10.00-10.99	Wetlands Bylaw 472, 500 2012 General Code	N/A N/A
Conservation Commission OOC For Office Transportation Improvements - Applicant: MassDOT/Proponent	TBD	TBD	*To Be Filed*	21 days*	3 yrs.	MGL c. 131 S40	310 CMB 10.00-10.99	Wetlands Bylaw 472, 500 2012 General Code	N/A N/A
Conservation Commission OOC For Onsite Pitcon & Horse Trailer Parking Applicant: Proponent	TBD	TBD	*To Be Filed*	21 days*	3 yrs.	MGL c. 131 S40	310 CMB 10.00-10.99	Wetlands Bylaw 472, 500 2012 General Code	N/A N/A

ATTACHMENT 4-69 PERMIT CHART
PLAINRIDGE PARK CASINO - PLAINVILLE, MASSACHUSETTS
SPRINGFIELD GAMING AND REDEVELOPMENT, LLC

State Permits and Approvals (Issued and Closed, Issued and/or Active, or to be Obtained)

Permit - State	Number	Date	Status	Time period set by statute to render a decision on application	Expiration date for each permit or approval	MGL	CMR	Attachments
MEPA EIR Certificate	11431	1/24/1998	Issued	30 days	N/A	MGL c. 30 §61-62H	301 CMR 11.00	4-70-23 Application Set's Certificate Comments
MassDEP Sewer Extension/Connection Permit	121825	6/11/1998	Issued	N/A	N/A (Active)	MGL c. 21 §27	314 CMR 7.00	4-70-24 Application Permit
MHD Access Permit	5-1999-0203	4/7/1999	Closed	N/A	6/1/2000	MGL c. 81	720 CMR 13.00	4-70-25 Application Permit
MHD Water Service Permit	5-1999-0288	4/7/1999	Closed	N/A	9/7/2000	MGL c. 81	720 CMR 13.00	4-70-26 Application Permit
MHESP No Take Letter	10-27867	1/04/2010	Issued	30 days	N/A	MGL c. 131 §40	310 CMR 10.00-10.99	4-70-27 Letter
MEPA NRC II Certificate	11431	4/9/2010	Issued	30 days	N/A	MGL c. 30 §61-62H	301 CMR 11.00	4-70-28 Application Set's Certificate Comments
Confirmation of MHESP No Take Letter	10-27867	9/26/2012	Issued	N/A	N/A	MGL c. 131 §40	310 CMR 10.00-10.99	4-70-29 Letter
MassDOT Option Permit (Rts. 1/166)	5-2012-0072	4/27/2013	Closed	N/A	7/7/2013	MGL c. 65 §2	720 CMR 13.00	4-70-30 Application Permit
MEPA NRC III Certificate	11431	7/6/2013	Issued	30 days	N/A	MGL c. 30 §61-62H	301 CMR 11.00	4-70-31 Application Set's Certificate Comments
MassDOT Attractions Guide Signs	05-2012-0350	9/5/2012	Issued	N/A	N/A (Complete)	MGL c. 85	N/A	4-70-32 Application Permit Regulation
MEPA DBR Certificate	11431	1/15/2013	Issued	37 days	N/A	MGL c. 30 §61-62H	301 CMR 11.00	4-70-33 Application Set's Certificate Comments
Confirmation of MHESP No Take Letter	10-27867	4/12/2013	Issued	N/A	N/A	MGL c. 131 §40	310 CMR 10.00-10.99	4-70-34 Letter
MEPA Final Env. Impact Report (EIR) Certificate	11431	TBD	**EIR To Be Filed*	37 days	N/A	MGL c. 30 §61-62H	301 CMR 11.00	N/A
MassDEP Sewer Compliance Certification	113823	TBD	**To Be Filed*	N/A	N/A	MGL c. 21 §27	314 CMR 7.00	N/A
MHD Access and Signal Permit	TBD	TBD	**To Be Filed*	N/A	N/A	MGL c. 81	720 CMR 13.00	N/A

Federal Permits and Approvals (to be Obtained)

Permit - Federal	Number	Date	Status	Time period set by statute to render a decision on application	Expiration date for each permit or approval	CFR	Attachments
Federal Highway Administration: Project Framework Notification	TBD	TBD	**To Be Filed*	N/A	TBD	23 CFR 771	N/A

N/A = Not Available or Not Applicable

Building & Site Design –Question 3--- Use of Building During Emergency Events

3. Severe storms and emergency events frequently require response by the combined forces of public and private entities. Please describe your proposals for maintaining a heated and functional facility that can support recovery efforts during and in the aftermath of a severe weather event, the availability of your facility to accommodate public needs, and your willingness to coordinate with local and regional response personnel and equipment.

The Plainridge Park Casino building is designed to maintain temperature stability and operate as a functional facility. Specifically, the building:

- Is designed in accordance with the Mass Building Code and meets related requirements for wind, seismic and building envelope
- Is designed with state of the art electrical, mechanical, plumbing and fire protection systems
- Will ensure temperature stability and functional operation
- Includes emergency and optional standby power generation from 3 diesel generators
- Covers critical systems, life safety, basic heating/cooling, food refrigeration

If there is an extreme weather event or other disaster where area residents would be forced to evacuate their homes or places of work, the applicant would make its facility available to such persons if it was safe to do so. We could act as a daytime cooling center for extreme heat emergencies for the elderly or other vulnerable persons if other more suitable facilities were not available. The nature of our business is such that there would be staff on site 24 hours a day. We have significant seating capacity in our racing areas and food and beverage outlets where people could seek shelter.

Our facility will not be a hardened structure or contain fallout shelter against a severe weather event, and as such, it would not be a suitable place for persons to seek shelter **during** the severe weather event itself; however, it could be available **after** such an event for displaced persons to seek temporary refuge. But, in any event, our large parcel of land could also be used as a storage and staging area for relief supplies, emergency response equipment, rescue crews and public/community support at anytime during the pendency or aftermath of an extreme weather event.

Building & Site Design –Question 4---Stretch Energy Code: How do you plan to improve the performance of your facility beyond the 20% improvement over ASHRAE 90.1 when the new stretch code is adopted in 2014 (expected)

Our building design is based on the current “base code”, IECC 2009 which incorporates ASHRAE 90.1-2007 by reference. Current “stretch code” requires a 20% improvement in energy consumption against ASHRAE 90.1-2007

We anticipate receipt of the building permit for our plan and facility prior to July 1, 2014, the planned effective date for implementation of a “new” base code and related stretch code (IECC 2012 and ASHRAE 90.1-2010).

Our intention is to fulfill the current plan, which is compliant with existing base code and achieves the existing stretch code. Since we don’t yet know the new stretch code that is anticipated to be adopted in 2014, it is difficult to estimate the potential added cost and/or delay. We plan to thoroughly review the new stretch code once it is available and will update the Commission on an anticipated timetable for any potential improvements.

Building & Site Design

5. Characterize the size and duration/term of your planned long term Mass based renewable energy certificates (RECs). Failing that, please address your plans to purchase NEPOOL Class 1 RECs and the size and duration/term of your long term energy contracts.

As part of our plan to achieve LEED Gold Certification, we have identified a strategy to optimize energy performance by creating annual energy savings of at least 20% versus the current ASHRAE 90.1-2007 standard. After a thorough assessment of available renewable energy options, we plan to install an array of photovoltaic solar panels on the roof of the gaming facility building and/or other areas as necessary. Solar energy systems are one of the cleanest power generating technologies available; solar based power also achieves our objectives of an approach that is both long term and reliable. The solar panel arrays would provide up to 17% of our continuing energy needs and contribute 6 points to our LEED Gold Certification. With the solar panels expected to fully satisfy our renewable energy requirements, we have no plans to purchase NEPOOL Class 1 renewable energy credits.

Building & Site Design

6.) EV adoption is increasing around the Commonwealth. Applicants have proposed EV charging capacity that meets significantly less than 1% of total parking capacity. Describe your plans to add additional charging infrastructure. Provide equipment details.

Our current plans call for electric vehicle ("EV") charging stations to be located within the parking garage.

Electrical infrastructure for the garage can support 20 or more EV charging stations and our plan is to install 20 EV (1.25%) charging stations in targeted areas of the garage

The EV charging unit specified for our current design is the EVSE, LLC Overhead Charger Unit

- Developed specifically for commercial parking garages
- Has the following desired safety features
 - Retractable cable for safe operation
 - Automatic shut-off at full charge
- ADA compliant

Current design specification for the EV charging unit calls for AC level 2, which provides 10-20 miles per hour of charge. For a two to three hour charge (approx. 25-50 miles of charge), this unit meets both the average stay and travel distance for our customers

Should the demand for EV charging stations exceed the 20 units contemplated, we would take the steps necessary to expand the number of available units

Mitigation

1). Identify what types and sizes of events beyond gaming you anticipate hosting. Anticipated maximum duration and traffic mitigation before the Cat2 licensee shall be authorized to operate a slot machine at the gaming establishment.

As referenced in our presentation to the Gaming Commission on October 7, 2013 and included in our application, Plainridge Park Casino anticipates holding occasional outdoor events on the racetrack infield or other unused portions of the site. The types of events anticipated are festivals, simulated game shows, etc. These events would take place over several hours, would likely be scheduled during the slower, shoulder periods (weekdays and/or Sundays) and would drive attendance and vehicular counts in the hundreds, not surpassing our weekend peak periods. Therefore, we do not anticipate any issues with traffic, parking and/or facility capacity.

Mitigation

- 2. How do you plan to comply with the requirement pursuant to MGL c. 23K, sec. 11(a) that any infrastructure improvements necessary to increase visitor capacity and account for traffic mitigation be completed before the category 2 licensee shall be authorized to operate a slot machine at the gaming establishment?**

Permanent Gaming Operations

We anticipate completing the MEPA review process this month (December). Our advanced stage of design and permitting allows us the unique opportunity to make definitive, educated statements regarding our required infrastructure improvements.

The schedules we have provided for construction of the permanent gaming facility have always included adequate time to fully design, permit, and construct all of our required infrastructure improvements prior to opening and operating a slot machine.

Utilities:

- **Water**—Adequate municipal supply; 12" looped water distribution main installed onsite and ready for immediate use. Anticipated water use is fully permitted.
- **Sewer**—Adequate municipal capacity; infrastructure in place and ready for immediate use. Anticipated sewer discharge is fully permitted.
- **Stormwater**—The existing stormwater infrastructure and "wet basin" within the racetrack infield will be modified to accommodate the proposed development. The proposed system has been designed in accordance with the requirements of the Plainville Planning Board and Board of Health and has been approved by both entities. Although no regulated wetland areas receive any drainage from our proposed facilities, the stormwater management system is designed in accordance with the MassDEP's Stormwater Handbook. The necessary improvements have been partially constructed and our proposed schedule includes completion of these facilities prior to opening and operating a slot machine.
- **Natural Gas**—Adequate capacity available in the local vicinity; service main to site is partially constructed and will be operational before opening and operating.
- **Electric**—Adequate capacity available in the local vicinity; a new Modular Integrated Transportable Substation (MITS) system owned and operated by National Grid will be installed on-site to provide upgraded, reliable electric power to the surrounding Route 1 corridor and also to our site to serve the proposed gaming facility. Installation of the MITS system is permitted and under final design. Installation of the system improvements is accommodated within our schedule and will be operational before opening and operating.

Transportation:

- The biggest thing we can say about our requirements for transportation infrastructure improvements is that they are understood to the highest degree.
- Our transportation improvements plan is not hypothetical and has not been prepared in a vacuum.
- Sixteen months ago, the Secretary of Environmental Affairs issued the Certificate spelling out the specifics of our required Traffic Impact Analysis. Since then, our traffic

engineers have worked diligently with the MEPA office and MassDOT to develop a traffic improvements plan that is logical and definitive and incorporates moderate infrastructure modifications that can be constructed and operational before opening and operating.

- Our Traffic Impact Analysis for the proposed Plainridge Park Casino has been prepared under the careful review of MassDOT and the Town of Plainville.
- Our proposed transportation improvements have been reviewed and accepted by our Host Community.
- Our Final Environmental Impact Report filed with MEPA on November 15, 2013, has incorporated all commentary received on our draft Traffic Impact Analysis and other environmental review documents and represents an advanced stage of design for our proposed facility.
- Our Final Traffic Impact Analysis is currently under review by MassDOT. That agency will provide their comments to the Secretary of Environmental Affairs this month (December).
- Our traffic engineers and MassDOT are on the same page as to the required transportation infrastructure improvements.
- **Our Project Schedule has fully incorporated the remaining transportation design, permitting, and construction activities related to the transportation improvements. There are no surprises.**
- **Our Project Schedule allows for all of the transportation improvements to be constructed and operational before opening and operating**

Initial Limited Gaming Operations

Consistent with our application, our preference is to build and open a permanent facility upon the awarding of a license. However, as you know, we filed our FEIR application with the concept of a 500 slot machine temporary facility to preserve the option should the MGC wish us to pursue one in the interest of accelerating revenues even further. We are confident we could open a temporary facility as early as summer 2014 without interfering with the construction of the permanent gaming facility or our off-site roadway improvements. We believe, with minor signaling modifications, the existing roadway infrastructure will meet MASSDOT requirements and be sufficient to support the temporary 500 slot machines.

We anticipate completing the MEPA review process this month (December). Our advanced stage of design and permitting allows us the unique opportunity to make definitive, educated statements regarding our required infrastructure improvements for the "Initial Limited Operations" option.

The schedules we have provided for construction of the Initial Limited Operations gaming facility have included adequate time to fully design, permit, and construct all of our required infrastructure improvements prior to opening and operating a slot machine associated with the Initial Limited Operations.

Utilities:

- With the exception of the permanent electrical system improvements, all of the utility-related improvements will be in place for the Initial Limited Operations.
- However, adequate electrical power exists to provide for the limited operations. Thus, adequate utility infrastructure will be operational before opening and operating a slot machine associated with our proposed Initial Limited Operations.

Transportation:

- The quantity of 500 slot machines in our proposed Initial Limited Operations was selected in part because, at the vehicle trip generation rates developed for this project, the 500 slot machines would generate additional (new) average daily vehicle trips of less than 2,000 ADT.
- This value of added traffic is less than the minimal MEPA threshold for the preparation of an Environmental Notification Form, and
- We have discussed the option for Initial Limited Operations with MassDOT.
- Our preliminary traffic evaluations indicate that the existing roads and intersections serving the facility can accept this level of traffic increase without unacceptable delays or inconvenience by conducting minor signal timing adjustments at one intersection.
- We will coordinate with MassDOT and seek a signal permit in order to modify the timings at this intersection.
- **Thus, adequate transportation infrastructure will be operational before opening and operating a slot machine associated with our proposed Initial Limited Operations.**

Some important concepts to keep in mind regarding the “Initial Limited Operations”

- If SGR is awarded the Category 2 gaming license by the Massachusetts Gaming Commission, it is their intention to commence construction of the permanent gaming facility and the off-site transportation improvements as soon as possible to ensure that the facility is operational without delay.
- Notwithstanding, SGR is considering an option to open a temporary gaming facility with a limited number of slot machines within the existing racecourse building while the permanent facility and the off-site traffic improvements are being constructed.
- The temporary gaming facility would only be implemented in accordance with the Category 2 gaming license, if and when it may be issued to SGR by the MGC.
- This alternative was introduced in the Final Environmental Impact report (FEIR) and was referred to in the FEIR as the Initial Limited Operations option. It is described in detail in Section 1.4 of the FEIR.
- Although the Initial Limited Operations option was not fully developed in time to describe it in the RFA-2 application, we felt it was important to include it in MEPA so that any incremental impacts associated with the option could be examined and disclosed in that forum.

APPLICANT SPECIFIC PUBLIC HEARING QUESTION:

1. Does your REIT have any impact on your application?

The REIT will have no impact whatsoever on the SGR application.

APPLICANT SPECIFIC PUBLIC HEARING QUESTION:

2. How do you account for the different building sizes in the MEPA documents as opposed to the Category 2 Application?

- In short, the difference is largely a result of our eliminating a stand-alone administration building from our plans. We believe there will be sufficient capacity in our main building to meet our administrative needs with no reduction in public areas.
- Penn National's desire was to include no speculative elements in our RFA-2 application. We are committed to constructing each building and element described in our RFA-2.
- The site plan documents prepared for the local Special Permit review process included a 22,500 square foot "Administration Building", to be located immediately north of the parking garage, between the entrance to the service driveway and the porte-cochere. This building was conceived by the prior proponent to provide additional on-site floor space for stand-alone office use.
- The local site plan and the (Draft and Final) MEPA review documents anticipated and described the following new building elements:

Additions to the Existing Simulcast Building:	100,492 SF
Stand-Alone Administration Building:	<u>22,500 SF</u>
Total New Building Elements:	122,992 SF

- In preparing our RFA-2 Application materials, Penn National elected to eliminate the "Administration Building", believing it not necessary to our program goals. In addition, we slightly modified the footprint and layout of the additions to the existing Simulcast building, increasing the floor area slightly in the process of refinement. Thus, the RFA-2 Application described (and committed to) the following new building elements:

Additions to the Existing Simulcast Building:	106,000 SF
Stand-Alone Administration Building (not incl'd):	<u>0 SF</u>
Total New Building Elements:	106,000 SF

- Although we completed and filed the Final Environmental Impact Report with MEPA after our RFA-2 Application was submitted, we elected to keep the Administration Building in the MEPA review documents, for the following reasons:
 - The MEPA review process is a planning process and does not constitute a "commitment" *per se*.
 - Keeping the "Administration Building" in the MEPA review documents is consistent with the local Special permit review documents and thus preserves the floor space as a part of local approvals and MEPA review.
 - The presence or lack of an "Administration Building" has no bearing on the traffic generation rates for this project. Peak traffic volumes are determined by the number of gaming positions, per MassDOT concurrence.

Section 1.3 of the Final Environmental Impact Report clearly identifies to MEPA that the "Administration Building" was not included in Penn National's RFA-2 Application.

APPLICANT SPECIFIC PUBLIC HEARING QUESTION:

3.) How do you evaluate the risk of starting procurement/construction before MEPA related permits are obtained? To the extent you proceed prior to completion of MEPA permits, how do you assure the Commission you are not incurring legal liability?

To the extent the MGC's question addresses liability to the Commission, SGR is prepared to indemnify the MGC for any liability it creates. If, however, the question relates to SGR's legal liability, we note as a threshold matter that MEPA is not a per se permitting process, but rather a framework for disclosure and review. Specifically, MEPA requires public study of the matters disclosed and development of feasible mitigation alternatives for a proposed project prior to any state agency issuing a permit or license. Permitting decisions are reserved for the various Massachusetts permitting agencies such as MassDOT, MassDEP, and the MGC. In any event, we can be quite certain that SGR will not incur any legal liability on this front. Because of our extensive development experience (and in turn our experience with complex permitting processes), we will not "get ahead of our skis" on permitting. Further, because MEPA review occurs before state agencies issue permits and licenses (to ensure that they are fully cognizant of environmental consequences of their actions), there are a number of pre-permitting actions that we are simply prohibited from taking. **In sum, SGR will not undertake actual construction until the MEPA process is complete. Because of our substantial head start on the MEPA process, we believe this is yet another notable distinction for our bid.**