



Sports Wagering Operator & Vendor Scope of Licensing – Initial Survey

Pursuant to 205 CMR 211.01, this survey must be submitted as part of the application for a Category 1, Category 2, or Category 3 Sports Wagering License and must be submitted as a prerequisite to the submission of the additional application forms.*

SPORTS WAGERING LICENSE INFORMATION	
Seeking to apply as:	<input type="checkbox"/> Category 1 Operator <input checked="" type="checkbox"/> Category 2 Operator <input type="checkbox"/> Category 3 Operator <input type="checkbox"/> Vendor to Operator

APPLICANT INFORMATION & DESCRIPTION	
Company Name:	Commonwealth Equine and Agricultural Center LLC
D/B/A or Trade Name(s):	Great Meadowbrook Farm
Corporate HQ Address: <i>(Also include the address of any operation/s in Massachusetts)</i>	C/O Butters Brazilian LLP 699 Boylston St, 12th Floor Boston, MA 02116
Point-of-Contact for Licensing Process: <i>(Include NAME, POSITION, ADDRESS, PHONE, EMAIL)</i>	Attorney Patrick Hanley 617-367-2600 hanley@butterbrazilian.com
Description of Business:	See <u>Exhibit 1</u> - Certificate of Organization on file with Secretary of State
Goods/Services you expect to provide in Massachusetts:	See <u>Exhibit 1</u>

APPLICANT ORGANIZATIONAL INFORMATION	
Applicant Company Type:	<input type="checkbox"/> Sole Proprietorship <input checked="" type="checkbox"/> LLC <input type="checkbox"/> Cooperative <input type="checkbox"/> C-Corporation <input type="checkbox"/> S-Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> SEC Registrant <input type="checkbox"/> Other
Publicly Traded? :	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <i>(if "Yes", Stock exchange symbol and exchange)</i>
Applicant Financial Statements Type:	<input type="checkbox"/> Audited <input type="checkbox"/> Reviewed <input checked="" type="checkbox"/> Consolidated <input type="checkbox"/> Internally Compiled <input checked="" type="checkbox"/> Externally Compiled <input type="checkbox"/> Supplemental <input type="checkbox"/> Other



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Applicant Tax Returns:	<input type="checkbox"/> Stand-Alone <input checked="" type="checkbox"/> Consolidated <i>(with)</i> Commonwealth Development LLC
Management Structure: <i>(Do you have any of the following?)</i>	<input type="checkbox"/> Compliance Committee <input type="checkbox"/> Audit Committee <input type="checkbox"/> Compliance Plan <input checked="" type="checkbox"/> Other(s) Racing Oversight Board

Note: this is a de novo LLC established August 26, 2022. Decisions re: tax returns and management structure have not yet been made.

ATTACHMENTS

PLEASE SUBMIT THE FOLLOWING INFORMATION

- TABLE of ORGANIZATION** including parent companies and subsidiaries (note any companies that are publicly traded and are sports wagering-related). See [Exhibit 2](#)
- TABLE of OWNERSHIP INTERESTS** showing all ownership interests, including parent companies and subsidiaries showing the corporate structure with entity names and ownership percentages. See [Exhibit 3](#)
- FUNCTIONAL TABLE of ORGANIZATION** including the executive team and Board of Directors with individual names and titles, and percentage of ownership interest, if applicable. See [Exhibit 4](#)
- CONTROL** – List (1) individuals and entities who own 10 percent or more of the applicant; (2) individuals and entities who have the ability to control the activities of the applicant; and (3) any executive, employee or agent having the power to exercise significant influence over decisions concerning the applicant’s sports wagering operations in Massachusetts. See [Exhibit 5](#)
- INSTITUTIONAL INVESTORS** – Provide a list of these investors along with their percentage of ownership. n/a
- LICENSING HISTORY** – List the last 3 jurisdictions in which licensed for sports wagering operations, including the type of license that was obtained. n/a
- LICENSEE ASSOCIATION** – List any Gaming Licensee(s), Sports Wagering Operator Licensee(s) or Applicant(s) for a Sports Wagering Operator License with whom you have an agreement to conduct business or are in the process of negotiating an agreement. See [Exhibit 6](#)
- ON-SITE PERSONNEL (for Vendor only)** – If you expect to have any personnel on-site at a Massachusetts casino, please indicate the approximate number and a brief description of their duties. n/a

*Pursuant to 205 CMR 211.01, this survey must be submitted as part of the application for a Category 1, Category 2, or Category 3 Sports Wagering License and must be submitted as a prerequisite to the submission of the additional application forms, which consist of the following:

- Application for Category 1, 2, & 3 Sports Wagering Operator License;
- For designated entity qualifiers, Business Entity Disclosure Form;
- For designated individual qualifiers, Multi-jurisdictional Personal History Form; and
- For designated individual qualifiers, Massachusetts Supplemental Form.

Failure to submit this Survey by October 17, 2022, shall result in the Commission deeming the application incomplete and administratively closed unless the Commission authorizes an extension of time pursuant to 205 CMR 211.01(10).



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001603030

1. The exact name of the limited liability company is: COMMONWEALTH EQUINE AND AGRICULTURAL CENTER LLC

2a. Location of its principal office:

No. and Street: C/O BUTTERS BRAZILIAN LLP
699 BOYLSTON STREET, 12TH FLOOR
City or Town: BOSTON State: MA Zip: 02116 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: C/O BUTTERS BRAZILIAN LLP
699 BOYLSTON STREET, 12TH FLOOR
City or Town: BOSTON State: MA Zip: 02116 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THE GENERAL PURPOSE OF THE LLC IS TO ENGAGE IN AGRICULTURAL ACTIVITY, INCLUDING EQUINE BREEDING, PRODUCTION OF CROPS INCLUDING HAY, THE BUSINESS OF EQUESTRIAN LESSONS, BOARDING, RAISING, TEACHING, CLINICS, GENERAL SALES, RELATING TO EQUINE AND AGRICULTURE, TRAINING, RIDING, CARE, RETIREMENT, AND/OR OTHER EQUINE RELATED ACTIVITIES, SUCH AS WITHOUT LIMITATION, FARMING, AGRICULTURAL PURSUITS, SALES OF AGRICULTURAL PRODUCTS, INCLUDING COMPOST, EQUIPMENT, AND ALL OTHER AGRICULTURAL ACTIVITIES, EQUESTRIAN SCHOOL, SUMMER CAMP, AND/OR OTHER EQUINE AND/OR FARMING RELATED ACTIVITIES. THE LLC MAY HOST HORSE RACING MEETINGS, EQUINE PERFORMANCES, PARI-MUTUEL WAGERING, SIMULCASTING, SPORTS WAGERING, AND OTHER ENTERTAINMENT AS AUTHORIZED BY LOCAL, STATE, OR FEDERAL LAW, OR LICENSING AUTHORITY. THE LLC MAY OWN AND OPERATE A BED AND BREAKFAST AND RESTAURANT. THE LLC MAY DO SO DIRECTLY OR INDIRECTLY, OR THROUGH JOINT VENTURES, PARTNERSHIPS OR OTHER ENTITIES, AND OTHER RELATED BUSINESS AND SERVICES. NOTWITHSTANDING THE FOREGOING, THE LLC MAY ENGAGE IN ANY OTHER LAWFUL BUSINESS PERMITTED BY THE ACT OR THE LAWS OF ANY JURISDICTION IN WHICH THE LLC MAY DO BUSINESS. THE LLC SHALL HAVE THE AUTHORITY TO DO ALL THINGS NECESSARY OR CONVENIENT TO ACCOMPLISH ITS PURPOSE AND TO OPERATE ITS BUSINESS.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: PATRICK HANLEY
No. and Street: C/O BUTTERS BRAZILIAN LLP

699 BOYLSTON STREET, 12TH FLOOR

City or Town:

BOSTON

State: MA

Zip: 02116

Country: USA

I, PATRICK HANLEY resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	COMMONWEALTH RACING, LLC	ONE INTERNATIONAL PL., STE. 2000 BOSTON, MA 02110 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	SCOTT M. ESTERBROOK	C/O BUTTERS BRAZILIAN LLP, 699 BOYLSTON ST., 12TH BOSTON, MA 02116 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	SCOTT M. ESTERBROOK	C/O BUTTERS BRAZILIAN LLP, 699 BOYLSTON ST., 12TH FL. BOSTON, MA 02116 USA

9. Additional matters:

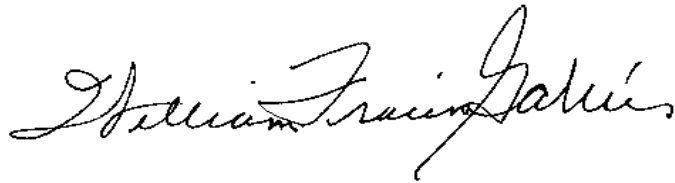
SIGNED UNDER THE PENALTIES OF PERJURY, this 26 Day of August, 2022,
PATRICK HANLEY

(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

August 26, 2022 02:46 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Exhibit 2 – Table of Organization

From Exhibit 5.1(1)-(2) of the CEAC’s Racing Application:

The Applicant is owned by Commonwealth Racing, LLC, ID # 001439079, and New England Horse Park LLC, ID # 001409599, and subject to an operating agreement

- The Applicant is managed by Commonwealth Racing, LLC, ID # 001439079
- Commonwealth Racing, LLC, ID # 001439079 is owned and managed by Commonwealth Development, LLC, a foreign LLC, organized in Delaware that is registered to transact business in Massachusetts as Commonwealth Development Manager LLC, ID # 001509820
- Commonwealth Development LLC is managed by MZ Investment Capital L.P, a foreign LLC, organized in Delaware that is registered in Massachusetts, ID # 001509559
- New England Horse Park LLC, referenced above, is managed by Robin Kalaidjian of Medfield, Massachusetts.

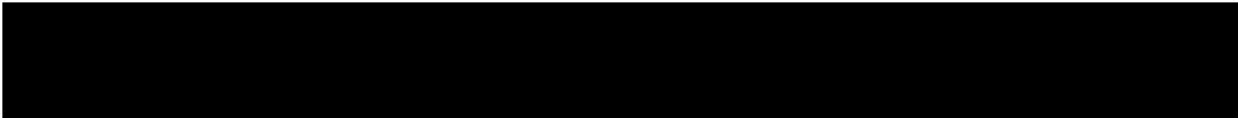
Note: None of the companies are publicly traded or sports wagering-related.

Exhibit 3 – Table of Ownership Interests

From Exhibit 5.4 of CEAC’s Racing Application:

Commonwealth Development LLC is a Foreign Limited Liability Company organized in Delaware that is registered in Massachusetts and is the single (100%) member of Commonwealth Racing, LLC
 Massachusetts Secretary of State ID: 001509820
 Manager: MZ Investment Capital L.P

Name of Investor	Percentage Ownership
Romita Shetty through MZ Investment Capital L.P	██████
Scott M. Esterbrook	██████
Thomas L. Kennedy	██████
Eric Esterbrook	██████
Robert Viola	██████
Zachary Gabrielli	██████
Richard Falk-Wallace through PROJECTS HOLDCO, LLC	██████
Benjamin M. Stone through BMS CAPITAL INVESTMENTS, LLC	██████
Composite Capital Partners LLC Manager: Kenneth Hayes Nuss Address: 1707 L St NW, Suite 400, Washington DC 20036	██████



Commonwealth Equine and Agricultural Center LLC (“CEAC”)
Exhibits to Scoping Survey

NEW ENGLAND HORSE PARK LLC

New England Horse Park is a Massachusetts Limited Liability Company

Massachusetts Secretary of State ID: 001409599

New England Horse Park LLC Manager: Robin Kalaidjian

Name of Investor	Percentage Ownership
New England Horse Park Revocable Trust Trustee: Karen Davis Beneficiary: Robin Kalaidjian [REDACTED] [REDACTED]	[REDACTED]
Julianne Daly	[REDACTED]

Exhibit 4 – Functional Table of Organization

Drawn from Exhibits 5.2 and 5.4; modified where appropriate to be responsive here:

Romita Shetty, through MZ Investment Capital L.P, is the lead investor overseeing the project.

Robin Kalaidjian is a Massachusetts resident, horse-owner and breeder, and will oversee non-racing equine program, including, including breeding and horse retirement.

Richard T. Fields, through a development entity, is responsible for concept, design development, advisory and related services in connection with the project, which is to design, plan, construct, and operate an equine center and racetrack.

Louis Raffetto has agreed to serve as a racetrack development consultant and transition into the role of Chief Operating Officer of the Applicant following licensure. Raffetto will oversee the development of the racing program and will work with the racing oversight board.

Scott Esterbrook is a partner at the law firm Reed Smith in Philadelphia and functions as general counsel for CEAC. Mr. Esterbrook is designated on CEAC’s certificate of organization as authorized to execute documents filed with the Secretary, and to act with respect to real property. He serves as Attorney-in-Fact for the Applicant.

Note: Ownership interests are identified in Exhibit 3.

Exhibit 5 – Control

Part 1 – *Individuals and entities who own 10 percent or more of the applicant:*

See Exhibit 3

Part 2 – *Individuals and entities who have the ability to control the activities of the applicant:*

Romita Shetty and MZ Investment Capital L.P, Commonwealth Racing, and Commonwealth Development.

Part 3 – *Any executive, employee or agent having the power to exercise significant influence over decisions concerning the applicant’s sports wagering operations in Massachusetts: at present, CEAC’s racing meeting application is pending before the Commission:*

CEAC’s eligibility for a Category 2 sports wagering application is contingent on licensure under G.L. c. 128A. Where CEAC’s eligibility has not yet ripened, no person(s) or entity(ies) have been empowered to exercise significant influence over decisions concerning the applicant’s sports wagering operations in Massachusetts. CEAC does expect to partner with a first-class operator should it become eligible for a Category 2 license.

Exhibit 6 – Licensee Association

As indicated in Part 3 of Exhibit 5, CEAC’s eligibility for a Category 2 sports wagering application is contingent on licensure under G.L. c. 128A. Where CEAC’s eligibility has not yet ripened, no person(s) or entity(ies) have been empowered to exercise significant influence over decisions concerning the applicant’s sports wagering operations in Massachusetts. CEAC does expect to partner with a first-class operator should it become eligible for a Category 2 license. There is no agreement in place with such an operator and no discussions with such an operator are appropriate for disclosure to the Commission.