



MASSACHUSETTS GAMING COMMISSION
PUBLIC MEETING #289

February 13, 2020
10:00 a.m.

Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA



Massachusetts Gaming Commission



**NOTICE OF MEETING and AGENDA
February 13, 2020**

Pursuant to the Massachusetts Open Meeting Law, G.L. c. 30A, §§ 18-25, notice is hereby given of a meeting of the Massachusetts Gaming Commission. The meeting will take place:

**Thursday, February 13, 2020
10:00 a.m.
Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA**

PUBLIC MEETING - #289

1. Call to order
2. Approval of Minutes
 - a. December 19, 2019 – **VOTE**
 - b. January 23, 2020 – **VOTE**
3. Administrative Update – Karen Wells, Interim Executive Director/Dir. Of IEB
 - a. General Update
 - b. Draft Region C RFI and Draft Request for Public Comments Status Report
 - c. Two MGM Qualifiers – **VOTE**
4. Ombudsman – John Ziemba
 - a. MGM Residential Requirement Fulfilment – John Ziemba, Ombudsman; Joe Delaney, Construction Project Oversight Manager; Mark Attia, Assistant Secretary, Exec. Office for Administration and Finance; Timothy Sheehan, City of Springfield, Chief Development Officer; Seth Stratton, Vice President & General Counsel MGM Springfield
5. Workforce, Supplier and Diversity Development – Jill Griffin, Director of Workforce, Supplier and Development
 - a. Vendor Spotlight Update – Jill Griffin, Dir. of Workforce, Supplier & Diversity Development; Eddie Owens and Ed Owens, Jr., Owens Companies
6. Licensing – William Curtis, Licensing Manager; Karen Wells, Interim Executive Director/Dir. of IEB
 - a. Encore Boston Harbor Alcohol License Amendment Request - Jacqui Krum, Senior V.P. & General Counsel Encore; Warren Richards, Executive Director of Food & Beverage - **VOTE**
7. Ombudsman – John Ziemba
 - a. Quarterly Report Template – John Ziemba, Ombudsman
 - b. Mitigation Intake Review – John Ziemba, Ombudsman; Joe Delaney, Construction Project Oversight Manager; Mary Thurlow, Program Manager



Massachusetts Gaming Commission

8. Investigation and Enforcement Bureau – Karen Wells, Interim Executive Dir./Dir.of IEB; Commissioner Enrique Zuniga; Commissioner Eileen O’Brien
 - a. Plainridge Park Casino License Renewal Follow-up & Timeline – **VOTE**
9. Commissioner Items and Updates
 - a. Update on Executive Director Search Process – Chair Cathy Judd-Stein; Commissioner Enrique Zuniga
 - b. Update on (Wynn) Independent Monitor’s report – Chair Cathy Judd-Stein – **VOTE**
10. Other Business – Reserved for matters the Chair did not reasonably anticipate at the time of posting.

I certify that on this date, this Notice was posted as “Massachusetts Gaming Commission Meeting” at www.massgaming.com and emailed to: regs@sec.state.ma.us, melissa.andrade@state.ma.us.

02.11.20
Date

Cathy Judd-Stein
Cathy Judd-Stein, Chair

Date Posted to Website: February 11, 2020 at 10:00 a.m.



Massachusetts Gaming Commission



Massachusetts Gaming Commission Meeting Minutes

Date/Time: December 19, 2019 –10:00 a.m.

Place: Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA 02110

Present: Chair Cathy Judd-Stein
Commissioner Gayle Cameron
Commissioner Enrique Zuniga
Commissioner Bruce Stebbins
Commissioner Eileen O'Brien

Hyperlinks to closed-captioned video footage of discussions and to the meeting transcript are provided throughout this document.



Call to Order

See [transcript](#) page 1

[10:08 a.m.](#) Chair Cathy Judd-Stein called to order public meeting #284 of the Massachusetts Gaming Commission. She noted for the record that closed-captioning is unavailable for the moment; however, the staff is working to restore it.

Approval of Minutes

See transcript page 1

[10:08 a.m.](#) *Commissioner Stebbins moved to approve the minutes from the Commission meeting of December 5, 2019, subject to correction for typographical errors and other nonmaterial matters. Commissioner Stebbins suggested striking the last sentence of the first paragraph on page three at 10:59 a.m. Commissioner Cameron seconded the motion. The motion passed 4 – 0 with Commissioner Zuniga abstaining.*

Administrative Update

See [transcript](#) pages 1 - 3

10:08 a.m. General Update

Executive Director Ed Bedrosian stated that the new posting for the open position of General Counsel will be removed from the website for the holidays, and then will be re-posted at the beginning of the new year to engage in a more coordinated process.

Next, Mr. Bedrosian announced that the very first employee at the Commission, Chief of Administration Janice Reilly, is retiring today. He summarized Ms. Reilly's tenure at the Commission and expressed his gratitude to her for being an invaluable partner in helping the staff be successful.

10:18 a.m. Closed-captioning service has been restored.

Investigations and Enforcement Bureau (IEB)

See [transcript](#) pages 3 – 13

10:19 a.m. Clarification of Regulation 205 CMR 134.09 – Sealed Records

The IEB is seeking input and clarification from the Commission regarding a provision in 205 CMR 134.09(1) relating to sealed adult criminal records.

Director of Workforce Development Jill Griffin reviewed with the Commission three letters containing public comments that were received from community groups on the matter.

10:25 a.m. IEB Chief Enforcement Counsel Loretta Lillios explained to the Commission distinctions between provisions of administrative sealing and court-ordered sealing of criminal records. She also defined the expungement of criminal records for the Commission and explained the expungement process.

10:33 a.m. Commissioner O'Brien asked IEB Director Karen Wells to detail for the record the IEB process regarding open-source materials and then the possible later discovery of sealed record materials. Ms. Wells explained that there is no deliberative effort by investigators to seek information from sealed records in a suitability investigation and that the IEB has not given that direction to investigators. She then outlined the series of steps used by investigators in a suitability investigation. Further, she stated that the IEB does not use information from sealed records to deny licenses or revoke registrations.

10:39 a.m. There was discussion around the difference in investigation technique for top-tier candidates (i.e., Key Gaming Executive and Key Gaming Standard licenses) vs. GEL candidates and what information will be considered when vetting for suitability for those positions.

[10:43 a.m.](#) The Commission discussed whether to amend the regulation in favor of keeping all material from sealed records out of the IEB's investigatory process.

Commissioner Zuniga noted that as the IEB has access to information that the licensees/employers do not have, that information should be handled judiciously.

Commissioner Cameron discussed the intent of employment law being to keep that material out of investigations. She noted the issue of despaired treatment, and the accuracy of open-source information, and stated that she is leaning toward keeping all that information out of investigations for employment.

There was a consensus not to use any information regarding sealed or expunged records in investigations of employees.

[10:46 a.m.](#) Commissioner O'Brien expressed her lack of comfort with taking the approach of not using any information regarding sealed or expunged records up to the highest level in terms of the executives. She stated that she would prefer there be an exemption for the executive level of employment.

Commissioner Stebbins requested that the IEB circle back to the Commission at an intervening time to report if they are running into the theoretical scenarios involving sealed records discussed today.

[10:54 a.m.](#) Ms. Wells proposed working with the Legal Division to draft different options that the IEB would then present to the Commission regarding Key Gaming Standard and Key Gaming Executive level vetting. The IEB would then come back to the next meeting with this draft language.

Administrative Update (cont.)

See [transcript](#) pages 13 – 21

[11:03 a.m.](#) Draft Region C RFI Questions/Public Comments

At the last Commission meeting on December 5th, the Commission asked staff to help develop appropriate questions for a potential request for information ("RFI") concerning Region C. In addition to proposed staff questions; attorneys for Rush Street Entertainment and the Acting Mayor of Brockton have also submitted proposed questions for an RFI.

Commissioner Cameron noted that there will be a new mayor and administration for Brockton starting in January 2020.

[11:08 a.m.](#) Commissioner Zuniga stated that the Commission had the initial discretion of what costs to include or exclude when setting the minimum capital investment in the \$500M minimum capital investment. However, with Region C, because there was seemingly not much interest, the Commission included back some of those costs to the minimum capital investment, effectively lowering the minimum

capital investment that the Commission had already reasoned, for this region only, in the spirit of trying to elicit more competition. He then stated that the public should not be under the impression that any one of these responses individually or collectively to these questions are going to point conclusively in any one direction, and that ultimately the decision on whether to open this region is going to be a judgment call. He then stated that he will provide Mr. Bedrosian with further details at a later date.

Commissioner Stebbins suggested that the Commission thinks about formulating an appropriate response to the letter received from the acting mayor of Brockton. He then encouraged the staff to move ahead, refine questions, and proceed with an RFI process.

The Chair would like to proceed with the RFI process as soon as possible to use it as a tool to help understand the issues and how to craft an independent market study. Commissioner Zuniga asked that staff come back to the next meeting with a draft of the RFI.

CFO Derek Lennon explained how to begin the process of the RFI to the Commission. There was also a discussion of an abbreviated timeline for the RFI process.

[11:37 a.m.](#) It was concluded that Mr. Bedrosian will provide the Commission with a draft RFI and a draft request for public comment at the next Commission meeting on January 9, 2020.

Research and Responsible Gaming

See [transcript](#) pages 21 – 31

[11:37 a.m.](#) Social and Economic Impact Research Procurement Update

Director of Research and Responsible Gaming Mark Vander Linden, with Dr. Rachel Volberg from UMass Amherst, Dr. Mark Melnik from the UMass Donahue Institute, and Martha Zorn from the SEIGMA team reviewed the proposal for the Commission to extend a contract to UMass SEIGMA.

A procurement team comprised of Commission staff and four additional persons with social and economic research expertise reviewed a proposal for a comprehensive research project on the economic and social impacts of the introduction of casino gambling in Massachusetts. Following four rounds of review and revisions, the procurement team endorsed the proposed scope and budget presented by the SEIGMA team.

Mark Vander Linden, Director of Research and Responsible Gaming, recommends that the Commission extend this contract to UMass SEIGMA based on the procurement team's recommendations.

[11:47 a.m.](#) Mr. Vander Linden clarified the terms of the contract. The Chair then asked for clarification on some of the differences with this new proposal. Mr. Vander Linden explained the differences, also laying out possible outcomes of the program for the Commission.

[11:56 a.m.](#) Dr. Volberg summarized the proposal for ongoing evaluation, which produces a comprehensive report every two to three years as opposed to a simple pre- versus post-study, which was described in the original scope.

[12:03 p.m.](#) Commissioner Zuniga then provided comments regarding the timeline of the SEIGMA study. He also expressed his concerns regarding funding for the research.

[12:10 p.m.](#) The Chair stressed that the research needs to stay as relevant as possible to the policy-making that will be going forward, and there needs to be a precise timeline for the research to discuss the relevant data in a timely fashion.

Commissioner Zuniga noted that there is a new position that is posted to help Mr. Vander Linden to improve the process and accelerate feedback and response time.

[12:20 p.m.](#) *Commissioner Stebbins moved that the Commission approve the request to extend a contract to UMass Social and Economic Impacts of Gaming in Massachusetts (SEIGMA) based on the procurement team's recommendations as outlined in the Commissioner's Packet and as discussed here today. Commissioner Zuniga seconded the motion. The motion passed unanimously.*

Commissioner Zuniga moved to have Director of Research and Responsible Gaming Mark Vander Linden execute the contract to UMass Social and Economic Impacts of Gaming in Massachusetts (SEIGMA). Commissioner Cameron seconded the motion. The motion passed unanimously.

Racing Division

See [transcript](#) pages 31 – 35

[12:22 p.m.](#) **Chief Steward Susan Walsh – Racing Officials Association Program Pete Pedersen Award Winner**

Director of Racing and Chief Veterinarian Dr. Alexandra Lightbown presented Suffolk Downs' Chief Steward Susan Walsh with the national Pete Peterson Outstanding Steward award. The award is presented by the Racing Officials Accreditation Program every year to an outstanding steward. Dr. Lightbown provided background on the award for the Commission and summarized Ms. Walsh's history in the racing industry.

[12:30 p.m.](#) Mr. Bedrosian commented on Ms. Walsh's impressive, extensive knowledge that of the history of the track and everyone involved. Commissioner Cameron noted that Ms. Walsh is one of the few female chief stewards in our country and that she only the second woman ever to receive this award.

Commission Matter

See [transcript](#) pages 35 – 42

[12:38 p.m.](#) **Congratulations to Chief of Administration Janice Reilly**
Former Commissioners James McHugh, Steve Crosby, and Lloyd MacDonald were present to congratulate Ms. Reilly on her retirement. Each former Commissioner, as well as current Commissioners, made congratulatory statements and recounted their professional experiences with Ms. Reilly, notably remarks regarding the initial establishment of the Massachusetts Gaming Commission.

[1:06 p.m.](#) The Chair and Commission presented Ms. Reilly with a Distinguished Service Award in appreciation of her distinguished service to the Massachusetts Gaming Commission and the Commonwealth of Massachusetts. Ms. Reilly gave closing remarks surrounding her time at the Commission.

Research and Responsible Gaming (cont.)

See [transcript](#) pages 42 – 60

[1:54 p.m.](#) **GameSense Update**
Next, Mr. Vander Linden presented an update to the Commission on the status of the current GameSense Program. Presenting with him was Marlene Warner, Executive Director of the Mass Council on Compulsive Gambling; Ray Flurette, Senior GameSense adviser at Encore Boston Harbor; Josh Molyneaux, GameSense Advisor at Encore Boston Harbor, and David Tang, GameSense adviser at Encore Boston Harbor.

[1:59 p.m.](#) Ms. Warner explained how the team was developed. She provided the Commission with an overview of the onboarding process and training program.

[2:05 p.m.](#) Mr. Flurette detailed his account of how the orientation process for GameSense representatives is conducted. He also described how employees are educated regarding what GameSense program offers, as well as how to implement that knowledge of the program.

[2:13 p.m.](#) Mr. Molyneaux and Mr. Tang each described their own experiences in working with the GameSense program at Encore Boston Harbor.

[2:42 p.m.](#) Program Manager Teresa Fiore updated the Commission on the events of the 2019 Responsible Gaming Education Week. With her was Charlie Ordille, Senior GameSense Advisor at PPC; Daniel Miller, Director of Compliance at MGM Springfield; Lisa McKinney, Compliance Manager at PPC, as well as Mr. Tang.

Ms. Fiore reported on the GameSense social media campaign, as well as digital advertising efforts. She noted engagement with casino staff and guests, as well as metrics and data collected as a result of these efforts.

[2:46 p.m.](#) Mr. Tang presented a basic overview of a slot simulator game created by Senior GameSense Advisor Amy Gabriela of MGM Springfield. He stated that the basic premise of the game is to simulate a simple slot machine so that players can get a better understanding of chance, the probabilities, and payback percentage.

[2:54 p.m.](#) Next, Mr. Ordille discussed the success of the Responsible Gaming Education Week program that took place at PPC. He described the advertising campaign and the successful turnout, as well as the cooperation among the staff at PPC.

[2:57 p.m.](#) Mr. Miller noted to the Commission that MGM has partnered with GameSense across all of their domestic properties and that they were hosting similar events. He then stated that he will be setting up more frequent participation and responsible gaming events with their on-site GameSense program in the back-of-house.

[3:00 p.m.](#) Ms. McKinney described her role in facilitating the Responsible Gaming Education Week program at PPC. She also described the events that took place for the program.

Ombudsman

See [transcript](#) pages 60 – 62

[3:04 p.m.](#) **Community Mitigation Amendment Requests**
Ombudsman John Ziemba presented the Commission with two amendments to Community Mitigation Fund awards that were made earlier this year for consideration. With him was Construction Project Oversight Manager Joe Delaney, and Director of Workforce, Supplier, and Diversity Jill Griffin.

[3:05 p.m.](#) **2019 Revere Non-Transportation Planning Grant**
The City of Revere is asking to modify this grant to allocate the funds to the designated budgets in appropriate amounts for most efficient use. Specifically, Mr. Delaney provided the Commission with a brief description of the minor amendment to reflect a surplus of \$5,000 in the video production budget to be re-directed for use in the promotion budget. The review team recommends that the Commission approve this request.

[3:07 p.m.](#) *Commissioner Stebbins moved that the Commission approve the request to modify the 2019 City of Revere Non-Transportation Planning Grant and reduce the production cost to \$35,000 with a commensurate increase in the marketing and distribution budget to \$15,000 as discussed today. Commissioner Cameron seconded the motion.*
The motion passed unanimously.

[3:07 p.m.](#) **Holyoke Community College for MA Casino Training Institute**
Next, Ms. Griffin provided the Commission with a description of the requested amendment to an award to the Holyoke Community College for the Massachusetts Casino Career Training Institute (“MCCTI”). The budget amendment proposes to redistribute \$15,000 of initially approved scholarships, to instead be utilized as payment for recruitment and tuition offset to run two potentially low enrolled courses at the gaming school.

[3:09 p.m.](#) *Commissioner Cameron moved that the Commission authorize staff to approve the request to reallocate \$15,000 from the Massachusetts Casino Career Training Institute (MCCTI) scholarship budget to cover the cost of gaming instructors and recruitment coordinators for two courses in January 2020, allowing for more flexible enrollment. Commissioner O’Brien seconded the motion.*
The motion passed unanimously.

[3:10 p.m.](#) Commissioner Zuniga commented that he appreciates these updates, as it is essential to keep tabs on the status of the programs; however, he suggests perhaps establishing a de minimis threshold under which some of these requests might not need to be brought to the Commission for approval and could be approved at the staff level. He noted that it could facilitate a more efficient and timely process, and staff could return and report to the Commission when necessary.

Ombudsman/Research and Responsible Gaming

See [transcript](#) pages 62 – 64

[3:11 p.m.](#) **Local Community Mitigation Advisory Sub Committee on Addiction Services**

Earlier this year, the Commission voted to appoint Mr. Vander Linden to the Sub-Committee of Addiction Services under the Gaming Policy Advisory Committee. As Commissioner Zuniga and Mr. Vander Linden have been very involved in the subject matter of this subcommittee, the Ombudsman and Mr. Vander Linden recommend that the Commission appoint Commissioner Zuniga as this appointee replacing Mr. Vander Linden. Both the Ombudsman and Mr. Vander Linden would continue to staff this subcommittee.

[3:17 p.m.](#) *Commissioner O’Brien moved that the Commission appoint Commissioner Enrique Zuniga to the Sub-Committee on Addiction Services of the Gaming Policy Advisory Committee (GPAC), transferring the appointment from Mark Vander Linden. Commissioner Stebbins seconded the motion.*

The motion passed 4 – 1 with Commissioner Zuniga abstaining.

Commissioner's Items

See [transcript](#) pages 64 – 66

[3:18 p.m.](#) **Massachusetts Gaming Commission 2019 Annual Report**
Commissioner Zuniga updated the Commission on the status of the 2019 annual Report. He reported that he and the staff are working on finalizing it for distribution early in the new year.

[3:19 p.m.](#) **Gaming Enforcement Unit (GEU) Overtime Budget Update**
Commissioner Cameron reported that she met with IEB leadership regarding this issue, and explained how the overtime pay system works. She summarized that there is no impact to the GEU's budget, and she believes that it is appropriately staffed with appropriate procedures in place and being utilized.

Budget Issues

See [transcript](#) pages 66 – 69

[3:28 p.m.](#) **Pay Approval for Interim Chair**
At the request of the Chair, CFO Derek Lennon, Acting General Counsel Todd Grossman, and Commissioner O'Brien reviewed a request that was made regarding Commissioner Cameron's pay. The Chair recused herself from the review process. Commissioner Cameron also recused herself and left the room.

[3:29 p.m.](#) There was a discussion around the circumstances surrounding Commissioner Cameron's request for retroactive compensation for the time that she served as Interim Chair of the Commission, beginning in September of 2018.

[3:30 p.m.](#) At the request of the Commission, Mr. Grossman addressed the question of whether there was any legal impediment or process necessary to fulfill Commissioner Cameron's request. He stated that there is legal authority that supports the proposition that an interim appointment by an authorized individual or entity is legally valid even if the process that was used to obtain that appointment would not necessarily pass muster had the appointment been intended as a permanent one. He then cited case law supporting his statement.

There was further discussion regarding all other Commission staff in the past who received due compensation for their time serving in an interim position.

[3:29 p.m.](#) *Commissioner Stebbins moved that the Commission approves retroactive pay in the amount of \$15,531.15 for Commissioner Gayle Cameron as compensation for her performance as Interim Chair, for pay periods from September 30, 2018, through January 19, 2019. Commissioner O'Brien seconded the motion. The motion passed 3 – 0, with the Chair and Commissioner Cameron abstaining.*

Commissioner Cameron re-joined the meeting.

Other Business

See [transcript](#) pages 69 – 71

[3:39 p.m.](#) The Chair stated that there was an inadvertent oversight around the publishing of several approved regulations in the Massachusetts register that were appropriately submitted by the Commission for formal promulgation. This oversight rendered the approved regulations legally invalid. Mr. Grossman recommends that the Commission adopt these approved regulations by emergency to allow them to be effective immediately. The regulations will then move through the promulgation process once again, which will include a public hearing.

[3:47 p.m.](#) *Commissioner Stebbins moved to adopt the following regulations on an emergency basis: 205 CMR 133.05, 134.01, 134.06, 134.07, 134.09, 134.10, 134.11, 134.13, 134.14, and 134.20, with the official regulation promulgation process to be commenced on an emergency basis. Commissioner Zuniga seconded the motion. The motion passed unanimously.*

[3:48 p.m.](#) *With no further business, Commissioner Zuniga moved to adjourn the meeting. Commissioner Cameron seconded the motion. The motion passed unanimously.*

List of Documents and Other Items Used

1. Notice of Meeting and Agenda dated December 19, 2019
2. Draft Commission Meeting Minutes dated December 5, 2019
3. Memo re: Clarification of 205 CMR 134.09 dated October 15, 2019
4. M.G.L. c. 276 § 100A (Seal vs. Expunge provisions)
5. Public Comment from UniteHere dated November 27, 2019
6. Public Comment from Greater Boston Legal Services dated December 16, 2019
7. Public Comment from Jobs Action Network dated December 16, 2019
8. Memo re: Potential Region C Questions for either an RFI and/or Public Comment dated December 16, 2019
9. Public Comment from Brockton City Hall
10. Memo re: Potential Questions for a Request for Information Concerning a Region C Procurement dated December 2, 2019
11. Public Comment from Goodwin Proctor dated November 29, 2019
12. Memo re: MGC Research Services Award dated December 19, 2019
13. GameSense Program Update
14. Memo re: Revere Non-Transportation Planning Grant 2019 dated December 11, 2019
15. Memo re: 2019 Workforce Development Grant: Amendment Request for Massachusetts Casino Career Training Institute dated December 13, 2019

16. Memo re: Sub-Committee on Addiction Services of the Gaming Policy Advisory Committee dated December 19, 2019

/s/ Bruce Stebbins
Secretary

DRAFT



Massachusetts Gaming Commission Meeting Minutes

Date/Time: January 23, 2020 –10:00 a.m.

Place: Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA 02110

Present: Chair Cathy Judd-Stein
Commissioner Gayle Cameron
Commissioner Enrique Zuniga
Commissioner Bruce Stebbins
Commissioner Eileen O'Brien

Hyperlinks to closed-captioned video
footage of discussions and to the
meeting transcript are provided
throughout this document.



Call to Order

See [transcript](#) page 1

[10:02 a.m.](#) Chair Cathy Judd-Stein called to order public meeting #287 of the Massachusetts Gaming Commission.

Approval of Minutes

See [transcript](#) pages 1 – 3

[10:03 a.m.](#) *Commissioner Stebbins moved to approve the minutes from the Commission meeting of December 19, 2019, subject to correction for typographical errors and other nonmaterial matters. Commissioners O'Brien and Zuniga requested further edits to the language (see video and transcript). The Commission will vote on the edited minutes at the next meeting.*

Commissioner Stebbins moved to approve the minutes from the Commission meeting of January 9, 2020, subject to correction for typographical errors and

other nonmaterial matters. Commissioner Cameron seconded the motion. Commissioner Zuniga requested edits to the language (see video and transcript). The motion passed unanimously, as amended.

Administrative Update

See [transcript](#) pages 3 – 12

10:08 a.m. General Update

Interim Executive Director/Director of Investigations and Enforcement Bureau (IEB) Karen Wells reported that the racing bill regarding simulcasting in Massachusetts did pass on January 13th, becoming MA Session Law [Chapter 1 of the Acts \(2020\)](#).

She then reported that the PlayMyWay program is on schedule to roll-out at Encore Boston Harbor and MGM on September 20, 2020, pursuant to a Memorandum of Understanding with the operators.

Commissioner Zuniga requested that staff check the initial software platform of PlayMyWay that is in place in Plainridge Park Casino (PPC), to ensure that its configuration is finalized.

Ms. Wells reported for the Commission that the Department of Revenue (DOR) worked with the IEB in creating an update to the DOR's system that issues applicants a certificate of good standing online. This system update has been extremely helpful in expediting IEB suitability investigations.

Next, she stated for the public that January 31, 2020, is the deadline for the [Community Mitigation Fund](#) application.

10:18 a.m. Draft Region C Request for Information (RFI) and draft Request for Public Comment

The Commission reviewed a draft of the RFI preliminary proposal that was crafted by the staff, in collaboration with Commissioners. Ms. Wells described the document and asked the Commissioners if they have any comments or edits.

Commissioner Stebbins asked that question nine on page seven be edited to ask when the best time would be to conduct a Region C market study.

Commissioner Zuniga asked that a footnote be added on page three, stating that the total capital investment of the Category 1 and Category 2 licenses excludes certain costs that the Commission has decided to exclude.

The Chair noted that an established timeframe is still outstanding, and would like to work on this. She stated that the RFI it needs to be a timely process. There was a consensus that staff can start with 45 days as a standard guideline for the process. Ms. Wells will consult with the team on this.

Commissioners O'Brien and Zuniga asked that question number four be removed, as it is duplicative of a previous question. Commissioner O'Brien also requested that items be enumerated to provide easier reference back to what the person is commenting on, instead of having blank bullets.

Commissioner Stebbins stated that the Commission should answer question number five on the draft RFI, which is whether the Commission would hold a public hearing. The answer is yes. He then suggested adding a question at the end that asks what other factors or issues the Commission should consider or address if Region C is reopened for a commercial gaming license.

Commissioner Stebbins noted that the Commission needs to determine a deadline for comment and submission. As the Commission will take comments or submissions at any time, it would be beneficial to align it with the RFI deadline at this time.

The Chair gave closing remarks. The Commission agrees to keep numbered questions one, two, and three, omit questions four and five and add the question at the end regarding what other factors or issues the Commission should consider concerning reopening Region C for a commercial gaming license.

[10:38 a.m.](#) *Commissioner Stebbins moved that the Commission move forward with posting the version of the Request for Information (RFI) and Request for Public Comment as included in the Commissioners' packet, as amended and discussed here today. Commissioner Zuniga seconded the motion. The motion passed unanimously.*

Investigations and Enforcement Bureau

See [transcript](#) pages 12 – 20

[10:39 a.m.](#) **Plainridge Park Casino License Renewal Process**

The Chair noted that this license renewal has a deadline of June 27, 2020.

Ms. Wells reported that from the IEB's perspective, the Licensing division has gone forward with the renewal process on the suitability provision. Licensing Director Bill Curtis is working with Chief Enforcement Counsel Loretta Lillios on that as well as connecting with the licensee on that process.

Commissioner Zuniga noted a memo that the Commissioners should have received from Acting General Counsel Todd Grossman that describes some of this process (not included in the packet). Commissioner Zuniga then summarized this memo for the Commission, discussing a record that would be made by requesting several documents from PPC for review. Mr. Ziemba and staff would meet with PPC monthly to discuss the consideration of compliance, commitments, and financial condition of the property. A public hearing would then potentially

be held in May. He went on to further describe the nature of these monthly meetings that would increase in frequency closer to June, and what they should entail.

Commissioner Cameron stated that she will take some time to review Commissioner Zuniga's proposal and consider and how it could be implemented.

10:48 a.m.

Commissioner Zuniga requested that Mr. Grossman locate the citation of the statute that contemplates a fee for Category 2 licensees of no less than \$100,000.00, intended to defray the cost of investigations. Commissioner Zuniga raised his concern that there exists a conflict. The statute states that the licensing fee is to be deposited into the Gaming Revenue Fund, which is not the fund from which the Commission pays its expenses. Instead, the Commission's expenses are paid through the Gaming Control Fund. He stated that the Commission needs to determine which fund to deposit the licensing fee into.

Mr. Grossman clarified that the statute, [M.G.L. c. 23K § 20\(f\)](#) states that the \$100,000.00 fee is based on the cost of investigations, but does not indicate that the Commission should recover the expenses. He opined that the theory behind the budget is that the Commission should assess the costs of specific investigations on the entity being investigated, as it would be presumptively unfair to assess those costs to all licensees for a particular entity.

Mr. Grossman also noted that the Commission should review [§ 56\(a\)](#) of the statute, regarding annual assessment for ways the Commission could adjust the assessment upon any particular licensee if it is determined that the renewal fee must be deposited into the Gaming Revenue Fund as the statute suggests.

10:56 a.m.

There was discussion around the cost of a suitability investigation, best practices in determining the amount, and protocols. Commissioner Cameron noted that it would be helpful to try to have projections.

Commissioner O'Brien stated that there should be a trigger for Penn National (Penn) to initiate the license renewal process. Once there is clarification from them regarding timing, requirements, and expectation, there would be an expectation of confirmation that Penn would want to go forward.

Commissioner Zuniga noted three legal questions to be resolved as the Commission continues to examine the license renewal process. First is the question as to the Commission's ability to raise \$600.00 per machine assessment (per § 56(a)). Second is the question of where to deposit those funds, and third is whether there is a requirement that Penn continues to conduct live racing to renew their license.

11:00 a.m.

The Chair noted the possibility that the legislature may have contemplated the equity of sharing the fund when crafting the statute.

Commissioner Stebbins added that it would be critically important to conduct a public hearing to provide Penn with the opportunity to state their intentions for the next five-year term of their license.

The Chair noted that a May deadline would work for a public hearing. She also requested that Commissioner Zuniga prepare a memo for the public with any feedback on the fee included.

Concerning Commissioner Zuniga's third legal question regarding a potential live racing requirement for licensees, the Commission asked Mr. Grossman to research what authority the Commission has to exercise discretion. Commissioner O'Brien specifically asked about any inherent legal impossibility to satisfy the condition, depending on either action or inaction on the part of the general court on the legislation.

The Chair requested brief updates periodically to ensure cadence on the matter.

Racing Division

See [transcript](#) pages 20 - 26

11:12 a.m. Plainridge Park Casino request for Promotional Fund Consideration

Director of the Racing Division Dr. Alexandra Ligtbown introduced the Director of Racing for PPC Steve O'Toole to speak about the Winter Wonderland handicapping contest promotion. They also reviewed PPC's request for promotional fund consideration with the Commission.

Mr. O'Toole described the Winter Wonderland handicapping contest promotion to the Commission. He noted that the contest is somewhat different from the handicapping contests at other tracks. If it is successful, Mr. O'Toole will return to the Commission throughout the year to conduct more.

Commissioner Zuniga requested that Mr. O'Toole provide an estimate to the Commission as to the amount of the promotional fund that is utilized throughout the year for PPC. This will provide clarity regarding the amount of funds in comparison to the amounts requested for these promotions.

11:21 a.m. *Commissioner Cameron moved that the Commission approve Plainville Gaming & Redevelopment LLC's Request for Consideration in the amount of \$5,000.00 to the Harness Horse Promotional Trust Fund for the Winter Wonderland Handicapping Contest on Saturday, February 1, 2020, at Plainridge Racecourse. Commissioner Zuniga seconded the motion. The motion passed unanimously.*

Plainridge Park Casino request for Capital Improvement Fund Reimbursement

Senior Financial Analyst Chad Bourque reviewed his memorandum with the Commission concerning PPC's request for reimbursement for the Harness Horse Capital Improvement Trust Fund in the amount of \$40,337.81. He reported that the Commission approved this consideration on December 5th, and a tractor from Big Boys Toys was purchased. Mr. Bourque stated that he has reviewed the documentation and that it is in good order. He requested a vote for approval to reimburse the funds.

11:23 a.m. *Commissioner Stebbins moved that the Commission approve Plainville Gaming & Redevelopment LLC's Request for Reimbursement in the amount of \$40,337.81 to the Harness Horse Capital Improvement Trust Fund for the purchase of a tractor from Massey F. (Big Boys Toys LLC). Commissioner O'Brien seconded the motion.*
The motion passed unanimously.

Quarterly Local Aid Payments – Chad Bourque, Chief Financial Analyst
Next, Mr. Bourque reviewed his memorandum with the Commission concerning PPC's local aid quarterly distribution for December 31, 2019, of \$255,315.91. He reported that this amount reflects the total from racing that took place in April, May, and June of 2019. He requested a vote for approval to pay the appropriate cities and towns.

11:25 a.m. *Commissioner Cameron moved that the Commission approve the 2019 Local Aid Quarterly payment amount of \$255,315.91 pursuant to the Commonwealth of Massachusetts 2019 Budget and Appropriation and as described in the memorandum dated January 13, 2020, in the Commissioners' Packet.*
Commissioner Zuniga seconded the motion.
The motion passed unanimously.

2018 Suffolk Downs Unpaid Winnings

Dr. Lightbown then reviewed with the Commission her memo concerning the Commonwealth's recovery of 2018 unclaimed winnings from Sterling Suffolk Racecourse in the amount of \$246,692.90. She recommends that the Commission approve the payment to the Commonwealth of Massachusetts.

The Chair noted that as Sterling Suffolk Racecourse is now closed, that the staff could add reminders for the public onto the Commission's website regarding unclaimed winnings, as there will be unclaimed winnings from 2019 as well.

11:29 a.m. *Commissioner O'Brien moved that the Commission approve the payment of \$246,692.90 from Sterling Suffolk Racecourse to the Commonwealth of Massachusetts for unclaimed winnings from 2018 as described in the memorandum dated January 16, 2020, included in the Commissioners' Packet.*
Commissioner Zuniga seconded the motion.
The motion passed unanimously.

2018 Wonderland Park Unpaid Winnings

Dr. Lightbown reviewed with the Commission her memo concerning the Commonwealth's recovery of 2018 unclaimed winnings from Wonderland Greyhound Park in the amount of \$3,849.33. She recommends that the Commission approve the payment to the Commonwealth of Massachusetts.

11:30 a.m.

Commissioner Zuniga moved that the Commission approve the payment of \$3,849.33 from Wonderland Greyhound Park to the Commonwealth of Massachusetts for unclaimed winnings from 2018 as described in the memorandum dated January 16, 2020, included in the Commissioners' Packet. Commissioner Stebbins seconded the motion.

The motion passed unanimously.

2018 Plainridge Racecourse Unpaid Winnings

Next, Dr. Lightbown reviewed with the Commission her memo concerning the Commonwealth's recovery of 2018 unclaimed winnings from PPC in the amount of \$187,252.47. She recommends that the Commission approve the payment to the Commonwealth of Massachusetts.

11:31 a.m.

Commissioner O'Brien moved that the Commission approve the payment of \$187,252.47 from Plainridge Racecourse to the Commonwealth of Massachusetts for unclaimed winnings from 2018 as described in the memorandum dated January 16, 2020, included in the Commissioners' Packet. Commissioner Stebbins seconded the motion.

The motion passed unanimously.

2018 Raynham Park Unpaid Winnings

Lastly, Dr. Lightbown reviewed with the Commission her memo concerning the Commonwealth's recovery of 2018 unclaimed winnings from Raynham/Taunton/Massasoit Greyhound Associations in the amount of \$142,977.55. She recommends that the Commission approve the payment to the Commonwealth of Massachusetts.

11:32 a.m.

Commissioner Stebbins moved that the Commission approve the payment of \$142,977.55 from Raynham/Taunton/Massasoit Greyhound Associations to the Commonwealth of Massachusetts for unclaimed winnings from 2018 as described in the memorandum dated January 16, 2020, included in the Commissioners' Packet. Commissioner Zuniga seconded the motion.

The motion passed unanimously.

Commissioner Items and Updates

See [transcript](#) pages 26 – 27

11:33 a.m.

Update on Executive Director Search

The Chair recapped the discussion from the previous Commission meeting around the process for the selection of a permanent executive director. She noted the

importance of the process being open, transparent, and competitive and in compliance with the Open Meeting Law. She stated that at the last discussion, the Commission opted to postpone a vote.

Commissioner O'Brien stated that she had spoken to Commissioner Stebbins and staff regarding the Commission's prior processes for hiring an executive director and that she feels more comfortable being able to take a position today.

Commissioner Zuniga summarized the Commission's past discussion regarding experience with conducting a search using internal resources, as well as using an external executive search firm for this process.

Commissioner Cameron referenced a discussion she had with Mr. Lennon, that she was persuaded when he described how conducting a proper search would drain internal resources. Therefore, she feels that using a search firm would be appropriate.

Commissioner O'Brien would like to take a hybrid approach, utilizing internal resources but then supplementing with an outside firm that can assist if needed.

Commissioner Stebbins added that a search firm might be able to add value if the Commission needs assistance finding the right candidates for the position. He also stated that having a professional work with directors and commissioners to create a piece in addition to a job description that describes the Commission's culture and mission would be helpful. Lastly, he stated that he is interested in a search firm being used to survey staff.

Commissioner Cameron stated that she would like to pause and assess what the qualities are that the Commission seeks in an executive director at this juncture. To do that openly and safely, she suggests using an outside resource. She expressed her concern about internal resources being overburdened.

[11:55 a.m.](#) The Chair raised concern about the Commission's minimal internal resources to conduct a competitive, open process that includes the potential for strong internal candidates in an efficient, fair, and open way. A discussion regarding options, strategies, and procurement cost for an outside firm amongst the Chair and Commissioners ensued (see video and transcript).

[12:03 p.m.](#) *Commissioner O'Brien moved that the Commission approve the search process for an executive director for the Massachusetts Gaming Commission by convening a Procurement Management team to commence the procurement process for an external firm to find finalists for the new executive director position and/or conduct an internal organizational assessment. Commissioner Cameron seconded the motion.*
The motion passed 4 – 1 with Commissioner Zuniga abstaining.

Commissioner O'Brien further moved to appoint Commissioner Enrique Zuniga to manage the above-referenced procurement team and execute all steps necessary to procure an external firm to find finalists for a new executive director and/or conduct an internal organizational assessment. Commissioner Cameron seconded the motion.

The motion passed 4 – 1 with Commissioner Zuniga abstaining.

Interim Executive Director Compensation

The Chair reported on the research performed and steps taken to consider a salary increase for IEB Director Karen Wells in her additional position as Interim Executive Director.

Commissioner Zuniga recommended a fifteen percent increase to Ms. Wells' salary. If her additional role exceeds three or four months, the Commission can revisit this to determine if the wage is still appropriate. The Chair disclosed Ms. Wells' current salary as \$158,445 annually, and a fifteen percent increase would amount to \$182,213.00.

Commissioner Stebbins made note that Ms. Wells' salary is not necessarily a detriment for what salary will be for the next executive director and that it is still at the Commission's discretion.

[12:12 p.m.](#) *Commissioner Stebbins moved that the Commission approves an increase of fifteen percent to the salary of Investigations and Enforcement Bureau Director Karen Wells as compensation for her performance as interim executive director for the pay period beginning January 19, 2020, until the Commission appoints a permanent executive director. Commissioner Cameron seconded the motion. The motion passed unanimously.*

Other Business

See [transcript](#) pages 27 – 28

[12:13 p.m.](#) Commissioner Stebbins updated the Commission on his previous meeting with a group of hotel finance and tech executives that have been receiving periodic updates from the Commission on the status of gaming in Massachusetts. He stated that this group primarily works in the Boston area. He asked them about any impact that they have seen since the opening of Encore Boston Harbor in the busy summer months for hotels. The group shared their observations with Commissioner Stebbins.

[12:14 p.m.](#) *With no further business, Commissioner Cameron moved to adjourn the meeting. Commissioner Zuniga seconded the motion. The motion passed unanimously.*

List of Documents and Other Items Used

1. Notice of Meeting and Agenda dated January 23, 2020
2. Draft Commission Meeting Minutes dated December 19, 2019
3. Draft Commission Meeting Minutes dated January 9, 2020
4. Draft Region C RFI
5. Draft Region C Request for Public Comment
6. Memo: PPC Request for Promotional Fund Consideration dated January 16, 2020
7. Memo: PPC Request for Capital Improvement Fund Consideration dated January 16, 2020
8. Memo: Local Aid Quarterly Distribution for QE4 CY 2019 dated January 13, 2020
9. Memo: Recovery of 2018 Unclaimed Winnings from Sterling Suffolk Racecourse dated January 16, 2020
10. Memo: Recovery of 2018 Unclaimed Winnings from Wonderland Greyhound Park dated January 16, 2020
11. Memo: Recovery of 2018 Unclaimed Winnings from Plainridge Racecourse dated January 16, 2020
12. Memo: Recovery of 2018 Unclaimed Winnings from Raynham/Taunton/Massasoit Greyhound Associations

/s/ Bruce Stebbins
Secretary



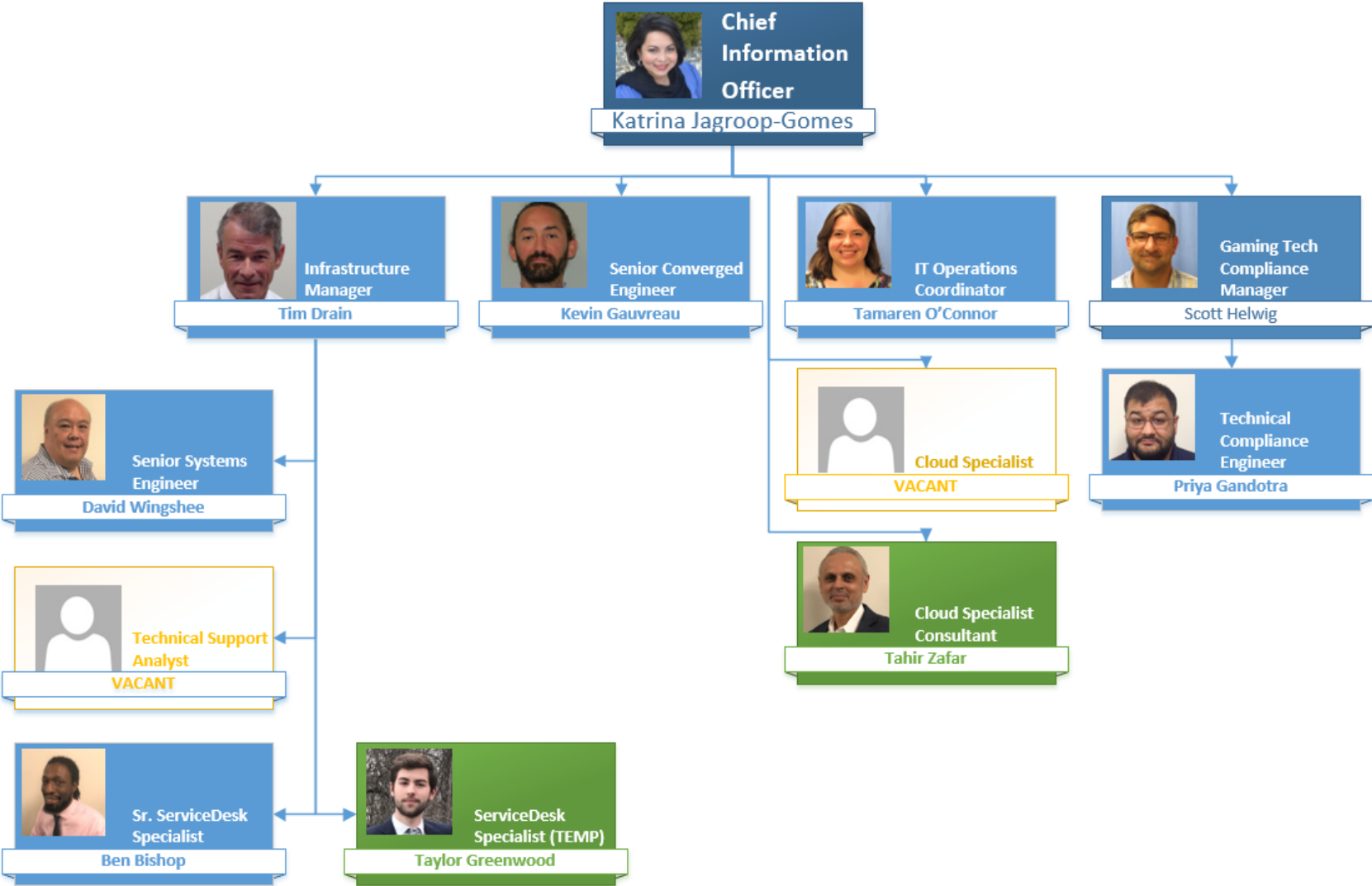
INFORMATION TECHNOLOGY SERVICES

OVERVIEW OF ORGANIZATION

FEBRUARY 12, 2020



INFORMATION TECHNOLOGY SERVICES (ITS)



ITS SERVICE AREAS

ServiceDesk

- ServiceDesk staffed Monday - Friday 9:00AM to 5:00PM.
- Tier 1 (Password resets, basic desktop support, etc.)
- Tier 2 (PC troubleshooting, accounts, email, etc.)
- Computer / Mobile (Hardware) Break / Fixes
- Change management/notification
- Employee computer phone setups, changes, modification/breakdowns, etc.

Infrastructure

- Windows Active Directory including MassMail
- Network/email access
- Security
- Disk management/Storage
- System backups
- Network printers
- Server virtualization, data center

ITS SERVICE AREAS CONT.

Network / Telecom

- Design and maintain network wiring backbone and infrastructure
- Maintain Internet connectivity
- VoIP (Voice over IP)
- PBX purchase, installation, maintenance
- Telecom support
- Network server maintenance
- Security

Application Development

- Support of existing applications
- New solutions that meet business needs
- Cross-agency platform development to minimize costs
- Database Administration and design
- Web server solutions
- SharePoint
- Business analysis & application process optimization
- Application quality assurance

ITS SERVICE AREAS CONT.

Gaming Technology

- Gaming Technology Test Lab
- All electronic gaming devices
- MGC Casino Mgmt. System
- Manage day-to-day operations of Network Operations Center (NOC)
- Technical Compliance & Regulations
- Primary Licensee Resource/Liaison

Network Operations Center

- NOC Call Center (**staffed 24x7x365**)
- Manage day-to-day operations of NOC
- Technical Compliance & Regulations
- Maintains IGT Databases for game and financial data
- Assists with troubleshooting connectivity to games
- Collect meters & snapshots and reports
- Software Authentication
- Assist with Casino Game changes
- Monitor Venue Device Status

ITS MAJOR PROJECTS

O365

- Email
- OneDrive

Azure

- SharePoint
- Active Directory

Cyber Security Training

Grant Management

PlayMyWay

Advantage 9.7 Upgrade





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SPRINGFIELD, MA 01103

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February 10, 2020

Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA 02110

Re: 31 Elm Street Development

Dear Commissioners:

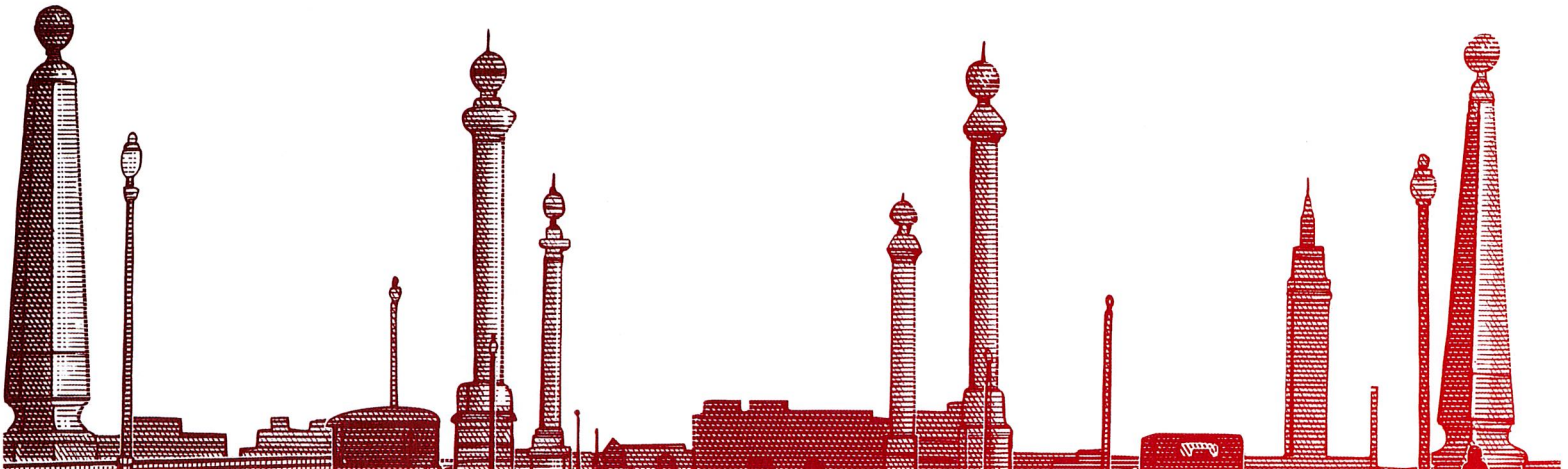
Please accept this overview of the current status of MGM Springfield's proposed support of the 31 Elm Street Project in Springfield in fulfillment of its commitment to residential development in downtown Springfield.

Background

In connection with MGM Springfield's destination resort casino development in Springfield (the "Project"), MGM committed in the Host Community Agreement (the "HCA") with the City of Springfield (the "City") to provide "approximately 54 market-rate apartment units in mid-rise, pedestrian-scaled buildings facing, and with direct access from, Main Street." MGM Springfield reiterated this commitment in its RFA-2 filed with the Commission and, while not an express condition of the MGM Springfield's Gaming License (the "License") beyond compliance with the HCA, the Commission certainly considered this important aspect of the Project when determining to issue the License to MGM.

After the issuance of the License, MGM determined that certain design changes were necessary to the Project. As part of those design changes, the residential component was moved off-site to be developed nearby, while still bringing the urban development and "live/work/play" aspects always envisioned as beneficial for Springfield and the Project. Accordingly, MGM began exploring off-site development options and even purchased a building at 195 State Street in Springfield for the purposes of such development.

Prior to MGM moving forward with such options, the City approached MGM and requested that, rather than engage in residential development more distant from the Project, MGM instead facilitate the redevelopment of the neighboring City-owned 31 Elm Street building immediately adjacent to the site (the "31 Elm Development") which had long been targeted as





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a key redevelopment initiative for the revitalization of the core of Downtown Springfield. MGM Springfield was asked to support the 31 Elm Development by providing funding to close a material financial gap that faced the City's preferred developer, Winn-OPAL (the "Developer"). MGM Springfield willingly participated in lengthy any complex discussions with the several project stakeholders. Accordingly, the City and MGM previously amended the HCA to extend the timeline to satisfy the residential development component until March 2020 to allow time to pursue the 31 Elm Development. While those discussions took many turns and took longer than many had hoped due to the complexities associated with the 31 Elm Development, the parties are finally at a point where there is an agreement in principal on all material aspects of the project funding, timing, programming and ownership structure.

Key Elements of the 31 Elm Development

The 31 Elm Development will be a mixed-use, mixed-income residential and commercial project, including the development of:

- Seventy-four (74) apartment units, of which 15 will be new workforce housing units;
- Approximately 12,000 s.f. of commercially active space on the ground floor, including but not limited to retail, personal and business services, conferencing facilities, and arts and cultural resources or other commercial uses as allowed by the governing zoning; and
- a gym and community space.

MGM's Proposed Participation in Funding the 31 Elm Development

If fully approved, the fundamental terms of MGM's support for the 31 Elm Development are as follows:

- MGM will fund a \$16 million contribution (the "MGM Contribution") to a dedicated loan fund to be administered by MassHousing (the "Development Fund").
- MassHousing will administer the loan to the Developer.
- MGM will not seek or receive debt service on such loan in connection with the MGM Contribution during the term of the loan.
- MGM will retain a minority non-voting ownership interest in the 31 Elm Development.
- MGM will support the 31 Elm Development through the provision of parking spaces to support the 31 Elm Development.
- MGM will transfer the 195 State Street building it currently owns to the City at no cost to support additional redevelopment in the downtown corridor.



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Next Steps Necessary to Facilitate MGM's Support of the 31 Elm Development

MGM believes that the following key steps need to occur in order to finalize MGM's participation in the 31 Elm Development:

- (1) Execution of a Cooperative Funding Agreement with all involved parties that incorporates the above-summarized terms;
- (2) Amendment of the HCA (City Council and Mayor's approval) to substitute MGM's existing residential development commitment with the obligation to comply the terms of the Cooperative Funding Agreement;
- (3) Execution of a Grant Agreement between MGM and the City pursuant to which \$11 Million of MGM's funding to the Development Fund effectively becomes a grant to the City and can revert to the City in the unlikely event that the 31 Elm Development does not proceed;
- (4) The Commission's approval of compliance with the HCA, as amended, as satisfying its relevant housing development commitment; and
- (5) Execution of a mutually acceptable Operating Agreement between MGM and the Developer detailing the terms of MGM's minority ownership interest in the 31 Elm Development.

Benefits of Approving MGM's Participation in the 31 Elm Development

In 2006, Urban Land Institute, a non-profit land use and real estate development research and education organization, was commissioned by the City to convene a five-day Advisory Services Panel to address issues confronting the City and to provide recommendations concerning how the City can, among other things, capitalize on its assets, make the most of its community and economic development efforts, and prioritize its planning and development efforts. The ULI Report recommended that the City focus its attention on redeveloping the area known as "Court Square" including the historic former Court Square Hotel/13-31 Elm Street.

The Court Square Hotel is immediately across State Street from MGM Springfield and, thus, has natural connectivity with MGM Springfield. But it has been vacant for decades and is a victim of time, age, weather, extensive water damage, hazardous materials, failing core/shell, vandalism, and lack of ongoing maintenance. The proposed 31 Elm Development would preserve the property's aesthetic and historic significance, while concurrently integrating within the City's comprehensive strategy aimed at creating a unified, attractive, friendly and inviting environment within Springfield's Downtown.

Due to the significant costs associated with historic preservation and remediation/mitigation of years of disrepair, absent an infusion of outside capital with low expectation of material financial return, the redevelopment of this property would likely never "pencil" as a stand-alone commercial development project. By, among other things, leveraging MGM Springfield's commitment to residential development near its over \$960 million integrated destination resort casino, the only viable opportunity for this property to ever be redeveloped may now exist.



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The redevelopment of the iconic Court Square Hotel in the heart of downtown Springfield would likely have more transformative economic development impact than one or more separate stand-alone residential development projects otherwise pursued by MGM and would result in approximately twenty (20) additional units in the downtown housing market. Additionally, 195 State, another iconic downtown property, would be returned to the City and available for further development. The ancillary impact to revitalizing the downtown area immediately surrounding MGM Springfield could be game-changing and further spark additional redevelopment.

In sum, MGM's commitment to partially fund the 31 Elm Development in lieu of its own residential development efforts is (i) requested by the City and consistent with its underlying commitments to the City; (ii) supported by the Governor's administration, including Mass Housing; (iii) consistent with the development objectives of promoting urban "live/work/play" outlined by MGM years ago in its RFA-2 application to the Commission; (iv) would have transformative impact on further revitalization of the downtown core; and (v) would demonstrate MGM's continued dedication to its local and state obligations in connection with the award of its License.

On behalf of MGM Springfield, I thank the Commission for its thoughtful consideration and anticipated support for this long-awaited development project resulting from years of good faith discussions and hard work of many involved stakeholders.

Sincerely,

Seth N. Stratton
Vice President & Legal Counsel

The Revitalized 13-31 Elm Street



13-31 Elm Street Project Redevelopment Realities February 6, 2020

- 13-31 Elm Street, Springfield, MA (City/ SRA owned), at Court Square, is one of the City's oldest historic gems. It was formerly known as the "Court Square Hotel".
- 13-31 Elm was/ is noted in City-funded studies by the Urban Land Institute (studies as subsequently adopted by the City) to be the #1 economic development project for Downtown due to its location, location, location and for its catalytic potential to create concentric circles of new development - emanating from both the new MGM Casino and from the revitalized 13-31 Elm's adaptive reuse.
- It has been vacant and near-abandoned for decades, 30+ years. It is a victim of time, age, weather, failing core/ shell, vandalism, and lack of ongoing maintenance/ stewardship. There is a real, reasonable and tangible threat that it is degrading at an increasing rate - soon to be an irreversible, imminent, total loss. This is confirmed by recent City-initiated consultant updates pertaining to structural integrity, etc.
- The push to revitalize 13-31 Elm reflects a "can-do"/ "ain't no mountain high enough" philosophy of the City of Springfield and their Commonwealth/ community partners.
- The City/ SRA, through public processes, secured the team of Peter Picknelly and WinnDevelopment to lead this complex and challenging effort to revitalize 13-31 Elm. They are the "Preferred Developers"
- After five+ years of "Preferred Developer" status, this team has forged an unprecedented "public-private partnership" with a diverse set of strategic partners that will lend critical project funding for 13-31 Elm (all working together with the "Preferred Developer"). **As of this writing, the Preferred Developer has measured, "full confidence"☺ that the multi-party agreement that "inks" this complex funding structure (for 13-31 Elm) will be set by early March 2020.**
- Once full-funding set, an aggressive schedule of 2020 project milestones and approvals will be pursued. It is reasonable that the Preferred Developer's general contractor could begin the actual historic restoration and adaptive reconstruction of 13-31 Elm in the Fourth Quarter of 2020, barring any unforeseen delay (s). A Project Labor Agreement will be negotiated, executed and in-place for this long-anticipated restoration and reconstruction project. The actual historic restoration and adaptive reconstruction project is expected to take 18-24 months.
- The Preferred Developer will be working closely with the City and all partners to achieve their goal of activating 13-31 Elm's ground floor retail spaces (therefore streetscape) with complimentary uses such as restaurants, retail and commercial offices (open evenings/ weekends).

31 Elm Street Residential Program 74 Apartments Floors 1 - 6

Opal/ WinnDevelopment Partnership to Redevelop 31 Elm:

- 12,000 SF +/- of Ground Floor Retail
- Total of 74 Apartments (Units): 60 market rate residential apartments. 14 residential apartments will be workforce housing (80% AMI).
- Exciting mix of 1BD/1BA (730+/- SF) and 2BD/2BA (900+/- SF) units.
- Modern amenities, gym & community spaces.
- All revitalization, renovation and reconstruction efforts for 13-31 Elm will be done in accordance with, and adherence to, all applicable historic standards and regulations.

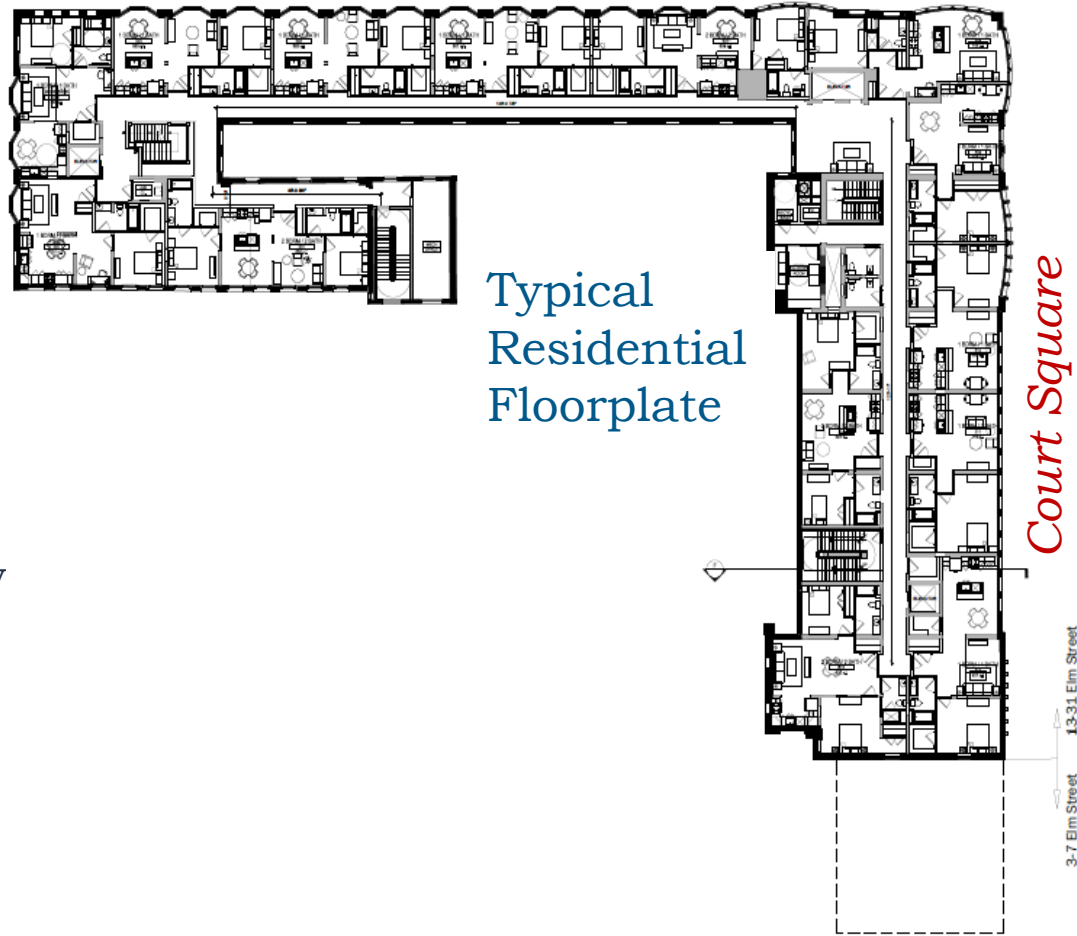


EXHIBIT V

GRANT AGREEMENT ESTABLISHING THE DOWNTOWN SPRINGFIELD MARKET RATE HOUSING FUND

This Grant Agreement (this “**Agreement**”) is dated as of [REDACTED], 2020, but is effective as of the Effective Date (as defined herein), and is entered into by and between the SPRINGFIELD REDEVELOPMENT AUTHORITY (the “**SRA**”), and BLUE TARP REDEVELOPMENT, LLC, a Massachusetts limited liability company (the “**Grantor**”). Each of the SRA and the Grantor is a “**Party**” to this Agreement and collectively may be referred to as the “**Parties**.”

RECITALS

A. The SRA took ownership of the former Court Square Hotel property located at 13-31 Elm Street, along with the adjoining properties including but not limited to properties located at 3-7 Elm Street, 104-108 State Street, N/S State Street (#98) and N/S State Street (#100), Springfield, Massachusetts (collectively, such properties are the “**Elm Street Project**”).

B. In 2006, Urban Land Institute (“**ULI**”), a 501(c)(3) nonprofit research and education organization whose members have expertise in the planning and development of vibrant, competitive metropolitan areas through sharing global best practices and promoting effective relationships among business, government, and community stakeholders, related to land use and real estate development, was commissioned by the City of Springfield (the “**City**”) to convene a five-day Advisory Services Panel to address issues confronting the City and to provide recommendations concerning how the City can, among other things, capitalize on its assets, make the most of its community and economic development efforts, and prioritize its planning and development efforts. The recommendations of the ULI Advisory Services Panel are summarized in that certain Advisory Services Panel Report dated September 24-29, 2006 (the “**ULI Report**”). The ULI Report further suggests that the City focus its attention on redeveloping the area known as “Court Square” including the historic former Court Square Hotel, as the appearance of the buildings within Court Square are important to encourage pedestrian traffic.

C. The SRA, through broad urban renewal and real estate development powers afforded to it by Chapter 121B of the General Laws of Massachusetts, has established the City of Springfield’s Court Square Urban Renewal Plan, and has undertaken urban renewal activities to support the proposed restoration of the Elm Street Project and, in light of the ULI Report, has undertaken efforts to revise the strategy for the redevelopment of this property that are intended to preserve its aesthetic and historic significance and also provide for a comprehensive strategy aimed at creating a unified, attractive, friendly and inviting environment within Springfield’s downtown.

D. In July 2011, the SRA selected OPAL Real Estate Group (“**Opal**”) to serve as the preferred developer for the Elm Street Project for the purpose of redeveloping the Elm Street Project site into a mixed use center that will bring new life into the core of downtown Springfield.

E. In January 2017, Opal entered into an agreement with Winn Development Company Limited Partnership to act as co-developers of the Elm Street Project (the “**Elm Street Developers**”).

F. In June 2017, Opal assigned its preferred developer rights for the Elm Street Project to the Elm Street Developers which assignment was consent to by the SRA.

G. The Grantor and the City entered into that certain Host Community Agreement dated as of May 14, 2013, as to which MGM Springfield reDevelopment, LLC (“**MGM Springfield**”, and collectively with Grantor, “**MGM**”) became a party by joinder (as such Host Community Agreement has been amended and as may be further amended from time to time, the “**Host Community Agreement**”).

H. Pursuant to the Host Community Agreement, MGM has developed within the City's downtown and in close proximity to the Elm Street Project a destination casino resort including a hotel, casino, restaurants, bars, and entertainment venues, as more fully described in the Host Community Agreement (the "**Project**").

I. Exhibit G to the Host Community Agreement obligates MGM to develop and construct at least 54 new, market rate higher end upscale urban apartment units within ½ mile of the boundaries of the Project site (the "**Housing Obligation**").

J. The City, the SRA, the Elm Street Developers, certain other funding parties and Grantor are parties to a certain Cooperative Agreement, dated _____, 2020, as the same may be amended from time to time (the "**Cooperative Agreement**") which sets forth the specific terms and conditions under which such parties will jointly utilize their respective financial resources and expertise to finance and facilitate the redevelopment of the Elm Street Project.

K. The Parties have agreed that the Elm Street Project would be a preferred alternative to the Housing Obligation.

L. The Cooperative Agreement requires that Grantor make a \$16 million contribution (the "**MGM Contribution**") to the Elm Street Developers to be used by the Elm Street Developers to fund a portion of the development of the Elm Street Project.

M. Grantor has agreed to provide the MGM Contribution in lieu of the Housing Obligation, which will require MGM and the City to amend the Host Community Agreement in a manner satisfactory to each of them (the "**Fifth Amendment**").

N. The Cooperative Agreement specifies certain situations in which Grantor may not be required to fund the MGM Contribution, may receive a return of any unfunded portion of the MGM Contribution and/or receive payments of principal and interest on the MGM Contribution. Grantor has agreed to use any such amounts, up to \$11 million plus interest received thereon, to fund a grant to the SRA as specified below.

NOW, THEREFORE, in consideration of the foregoing Recitals and the terms and conditions of this Agreement, the parties, intending to be legally bound, hereby agree as follows:

1. **Incorporation of Recitals.** The Recitals set forth above are incorporated herein by reference.

2. **Grant Amount; Payment Schedule.** The Grantor hereby agrees to make an unconditional grant (the "**Grant**") to the SRA in an aggregate amount equal to the sum of the following: (a) any portion of the MGM Contribution which Grantor does not fund pursuant to the Cooperative Agreement by _____, 2020 (the "**Unfunded MGM Contribution Proceeds**"), as such date may be extended from time to time by the Mayor of the City in his sole discretion (the "**MGM Contribution Due Date**"); and (b) (i) any portion of the MGM Contribution which Grantor does fund pursuant to the Cooperative Agreement which is returned to Grantor; plus (ii) any payments of principal and/or interest on the MGM Contribution which Grantor receives ((b) (i) and (ii), the "**Returned MGM Contribution Proceeds**"), provided however that in no event shall the sum of the Unfunded MGM Contribution Proceeds plus the Returned MGM Contribution Proceeds exceed \$11 million in the aggregate, plus the amount of any interest received by Grantor on the \$11 million portion of the MGM Contribution. Grantor hereby assigns to the SRA any Returned MGM Contribution Proceeds in an amount not to exceed \$11 million, plus the amount of any interest received by Grantor on the \$11 million portion of the MGM Contribution. Payment of the Unfunded MGM Contribution Proceeds, if any, shall be due and payable

within ten (10) days of the MGM Contribution Due Date and payment of the Returned MGM Contribution Proceeds, if any, shall be due and payable within ten (10) days of receipt of the Returned MGM Contribution Proceeds (the “**Returned Proceeds Due Date**”, and together with the MGM Contribution Due Date, the “**Due Date**”) and shall bear interest at the Default Rate from the Due Date until paid. For purposes of this Agreement, the term “**Default Rate**” shall mean a rate of interest at all times equal to the greater of: (i) the rate of interest announced from time to time by Bank of America, N.A. (“**B of A**”), or its successors, as its prime, reference or corporate base rate of interest, or if B of A is no longer in business or no longer publishes a prime, reference or corporate base rate of interest, then the prime, reference or corporate base rate of interest announced from time to time by such local bank having from time to time the largest capital surplus, plus four percent (4%) per annum or (ii) twelve percent (12%) per annum, *provided, however*, the Default Rate shall not exceed the maximum rate allowed by applicable law.

3. **Use of Grant Funds.** The SRA shall use the funds of the Grant (the “**Grant Funds**”) to establish the “Downtown Springfield Market Rate Housing Fund” solely for the purpose of paying a portion of the costs associated with the acquisition of property for, and the design, development and construction of, an alternate project (the “**Alternate Project**”) at a site that is located both within a one-half (1/2) mile radius of the Elm Street Project site (the “**Alternate Site**”) and within the Court Square Urban Renewal Project Area Boundary, as established pursuant to the Court Square Urban Renewal Plan, as the same may be further amended. The Alternate Project will include no fewer than approximately 54 newly developed higher end upscale urban apartment units and may include retail and office space. The selection of such Alternate Site and development of the Alternate Project shall not delay or otherwise affect the Grantor’s obligations to pay the Grant as provided herein.

4. **No Obligation to Refund Grant Funds.** Once Grant Funds are paid to the SRA, such funds shall be available to the SRA for the uses specified herein and shall be non-refundable to Grantor unless required by the Massachusetts Gaming Commission.

5. **Recordkeeping.** The SRA shall maintain records of receipts and expenditures made from the Grant Funds provided in connection with this Agreement in accordance with its customary procedures. The Grantor shall have the right, upon reasonable advance written notice, to review the SRA’s records relating to the expenditure of such Grant Funds.

6. **Use of Marks.** This Agreement does not give any Party any rights of ownership or license to use the other Party’s trade name, trademark, service name, service mark, or logo (collectively, “**Marks**”) other than as expressly authorized in writing by the holder of the Mark. The SRA will obtain the Grantor’s prior written consent (not to be unreasonably withheld or conditioned) to any official publication, presentation, public announcement, or press release that refers to the Grantor’s funding of the Grant.

7. **Risk Management Matters.**

(a) **No Partnership, Joint Venture or Agency.** Neither the Grantor nor its employees, agents or representatives are agents, independent contractors or employees of the SRA. Nothing in this Agreement shall create or be construed to create a partnership, joint venture or agency relationship between the SRA and the Grantor and neither Party shall have the authority to bind the other in any respect.

(b) **Responsibility for the Alternate Project.** The Parties agree and acknowledge that the Grantor’s sole involvement in the Alternate Project is to make the Grant as required by this Agreement and that the Grantor has no obligation to: (i) participate in the hiring, vetting, training or supervision of any contractors, developers, sub-contractors or other parties engaged in the design,

development, construction or operation of the Alternate Project or Alternate Project Site; (ii) operate or control the Alternate Project or Alternate Project Site in anyway; and (iii) assume any liability or responsibility for the Alternate Project or Alternate Project Site.

(c) **Indemnification.** The SRA shall defend, indemnify and hold harmless MGM and each of its officers, agents, employees, contractors, subcontractors, attorneys and consultants (collectively the “**Indemnitees**” and individually an “**Indemnitee**”) from and against any and all liabilities, losses, damages, costs, expenses, claims, obligations, penalties and causes of action (including reasonable fees and expenses for attorneys, paralegals, expert witnesses, environmental consultants and other consultants at the prevailing market rate for such services) whether based upon negligence, strict liability, statutory liability, absolute liability, product liability, common law, misrepresentation, contract, implied or express warranty or any other principle of law, and whether or not arising from third party claims, that are imposed upon, incurred by or asserted against Indemnitees or which Indemnitees may suffer or be required to pay and which arise out of or relate in any manner to the use of the Grant with respect to the Elm Street Project or the Alternate Project or Alternate Project Site. In case any action or proceeding shall be brought against any Indemnitee based upon any claim in respect of which the SRA has agreed to indemnify any Indemnitee, the SRA will, upon notice from Indemnitee, defend such action or proceeding on behalf of any Indemnitee at the SRA’s sole cost and expense and will keep Indemnitee fully informed of all developments and proceedings in connection therewith and will furnish Indemnitee with copies of all papers served or filed therein, irrespective of by whom served or filed. The SRA shall defend such action with legal counsel it selects provided that such legal counsel is reasonably satisfactory to Indemnitee. Such legal counsel shall not be deemed reasonably satisfactory to Indemnitee if legal counsel has: (i) a legally cognizable conflict of interest with respect to MGM; (ii) within the five (5) years immediately preceding such selection performed legal work for MGM which in MGM’s reasonable judgment was inadequate; or (iii) frequently represented parties opposing MGM in prior litigation. Each Indemnitee shall have the right, but not the obligation, at its own cost, to be represented in any such action by legal counsel of its own choosing.

(d) **Survival.** The terms and conditions of this Section 7 shall survive termination of this Agreement.

8. Effective Date; Term. This Agreement shall become effective on the date on which the following conditions have been satisfied: (i) this Agreement has been signed by all Parties; (ii) the Acknowledgment and Consent set forth on the signature page hereto has been signed by MGM Resorts International and (iii) the Massachusetts Gaming Commission notifies the City and Grantor that the Fifth Amendment satisfies the Grantor’s housing obligation under its Category 1 license. The date on which this Agreement becomes effective shall be the “**Effective Date.**”

9. Termination. This Agreement may be terminated by MGM if within sixty (60) days of the execution of the Cooperative Agreement by all parties thereto, the Fifth Amendment is not signed by all parties thereto and approved by the City Council and the Massachusetts Gaming Commission notifies the Grantor and the City that the Fifth Amendment does not satisfy the Grantor’s housing obligation under its Category 1 license.

10. Miscellaneous.

(a) *Notices.* Any notice, demand or other communication which any Party may desire or may be required to give to any other Party shall be in writing delivered by (i) hand-delivery, (ii) a nationally recognized overnight courier, or (iii) U.S. mail (but excluding electronic mail, i.e., “e-mail”) addressed to a Party at its address set forth below, or to such other address as the Party to receive such notice may have designated to all other Parties by notice in accordance herewith:

If to the SRA:

Chief Development Officer
Springfield Redevelopment Authority
70 Tapley Street
Springfield, Massachusetts 01104

With copies to:

City Solicitor
City of Springfield
36 Court Street
Springfield, Massachusetts 01103

If to the Grantor:

President & COO
Blue Tarp reDevelopment, LLC dba MGM Springfield
One MGM Way
Springfield, MA 01144

With copies to:

General Counsel
Blue Tarp reDevelopment, LLC dba MGM Springfield
One MGM Way
Springfield, MA 01144

And

Corporate Legal
MGM Resorts International
3950 S Las Vegas Blvd
Las Vegas, NV 89109

And

Fitzgerald Attorneys at Law, P.C.
46 Center Square
East Longmeadow, MA 01028

Any such notice, demand or communication shall be deemed delivered and effective upon actual delivery.

(b) *Applicable Law and Construction.* The laws of the Commonwealth of Massachusetts shall govern the validity, performance and enforcement of this Agreement. This Agreement has been negotiated by the SRA and the Grantor, and this Agreement, including the exhibits and schedules attached hereto, shall not be deemed to have been negotiated and prepared by the SRA and the Grantor, but by each of them.

(c) *Submission to Jurisdiction; Service of Process.* The Parties expressly agree that the sole and exclusive place, status and forum of this Agreement shall be the City, Hampden County, Massachusetts. All actions and legal proceedings which in any way relate to this Agreement shall be solely and exclusively brought, heard, conducted, prosecuted, tried and determined within the City, Hampden County, Massachusetts. It is the express intention of the Parties that the exclusive venue of all legal actions and procedures of any nature whatsoever which relate in any way to this Agreement shall be either the Superior Court Department of the Trial Court of the Commonwealth of Massachusetts sitting in the Hampden County Hall of Justice in the City, or the United States District Court sitting in the City.

(d) *Complete Agreement.* This Agreement, and all the documents and agreements described or referred to herein, including the exhibits and schedules attached hereto, constitute the full and complete agreement between the Parties with respect to the Grant, and supersedes and controls in its entirety over any and all prior agreements, understandings, representations and statements whether written or oral by each of the Parties, provided however that any failure of Grantor to pay the Grant Funds as

provided in this Agreement shall be deemed a default under the terms and provisions of the Host Community Agreement entitling the City to exercise its remedies as provided thereunder.

(e) *Exhibits.* Each exhibit referred to and attached to this Agreement is an essential part of this Agreement.

(f) *Captions.* The captions of this Agreement are for convenience of reference only and in no way define, limit or describe the scope or intent of this Agreement or in any way affect this Agreement.

(g) *Amendments.* This Agreement may not be modified or amended except by a written instrument signed by all Parties.

(h) *No Third Party Beneficiaries.* There shall be no third party beneficiaries with respect to this Agreement.

(i) *Counterparts.* This Agreement may be executed in counterparts, each of which shall be deemed to be an original document and together shall constitute one instrument.

(j) *Assignment of Agreement.* Neither Party may assign this Agreement or any of its rights and obligations hereunder without the prior written consent of the other Party.

(k) *Savings Clause.* If this Agreement contains any unlawful provisions not an essential part of this Agreement and which shall not appear to have a controlling or material inducement to the making thereof, such provisions shall be deemed of no effect and shall be deemed stricken from this Agreement without affecting the binding force of the remainder. If any provision of this Agreement is capable of more than one interpretation, one which would render the provision invalid and one which would render the provision valid, the provision shall be interpreted so as to render it valid.

(l) In the performance of this Agreement, the Grantor will not discriminate against any person because of race, color, religion, sex, sexual orientation, disability, family status or national origin. To the extent application, the Grantor will take affirmative action to ensure that all persons to whom services are provided under the Agreement are treated without regard to their race, color, religion, sex, sexual orientation, disability, family status or national origin.

(m) The Grantor covenants that it has no interest, nor shall it acquire any interest, directly or indirectly, which would conflict in any manner or degree with the performance of its obligations under this Agreement. No member, officer or employee of the SRA, or its designees or agents, no member of the governing body of the SRA, and no other public official of the SRA who exercises any functions or responsibilities with respect to the performance of this Agreement, during his or her tenure, shall have any interest, direct or indirect, in this contract, or proceeds thereof, for the work to be performed under this Agreement in violation of the provisions of Chapter 268A of the General Laws.

(n) To the extent applicable, the Grantor agrees to comply with the provisions of Mass. Gen. Laws ch. 268A, as amended by Chapter 20 of the Acts of 2009 ("Act"), which took effect on September 29, 2009.

(o) The Grantor certifies under penalties of perjury that this Agreement has been entered into in good faith and without collusion or fraud with any other person. As used herein this subsection, the word "person" shall mean any natural person, governmental, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals.

IN WITNESS WHEREOF, the SRA and the Grantor have executed and delivered this Agreement on the date set forth below each Party's signature.

SPRINGFIELD REDEVELOPMENT
AUTHORITY

BLUE TARP REDEVELOPMENT, LLC

By: _____
Printed Name: _____
Title: Chair
Dated: _____

By: _____
Printed Name: _____
Title: President & COO
Dated: _____

**FIFTH AMENDMENT TO THE HOST COMMUNITY AGREEMENT BY
AND AMONG THE CITY OF SPRINGFIELD, MASSACHUSETTS, BLUE
TARP REDEVELOPMENT, LLC AND MGM SPRINGFIELD
REDEVELOPMENT, LLC**

*This Amendment dated _____, 2020 is made to the Host Community Agreement By and Between City of Springfield, Massachusetts (the “**City**”), Blue Tarp reDevelopment, LLC (“**Blue Tarp**”) and MGM Springfield reDevelopment, LLC (“**MGM Springfield**), and collectively with Blue Tarp, “**MGM**) as of May 14, 2013 as amended (collectively, the “**Agreement**”). The City, Blue Tarp and MGM Springfield are collectively referred to as the “**Parties**”. Terms not defined herein shall have the meanings ascribed to them in the Agreement.*

*WHEREAS, pursuant to Exhibit G of the Agreement, MGM is obligated to develop and construct the Project in compliance with the Project Description which requires, among other obligations, the obligation of MGM to develop at least 54 new, market rate higher end upscale urban apartment units within ½ mile of the boundaries of the Project Site (the “**Housing Obligation**”);*

*WHEREAS, in addition to the Housing Obligation, pursuant to a certain Memorandum of Understanding and Settlement Agreement for 195 State Street, Springfield, Massachusetts (the “**195 State Street Property**”), dated March 28, 2016, by and among the City, MGM Springfield LLC and 195 State Street Real Estate LLC, the City has the right to take title to the 195 State Street Property;*

*WHEREAS, the City, the Springfield Redevelopment Authority, Blue Tarp and 31 Elm LLC, a Massachusetts limited liability company (the “**Elm Street Developer**”) and certain funding parties to the Cooperative Funding Agreement, dated _____, 2020, as the same may be amended from time to time (the “**Cooperative Agreement**”) which sets forth the specific terms and conditions under which such parties will jointly utilize their respective financial resources and expertise to finance and facilitate the redevelopment of the properties located at 3-7 Elm Street and 13-31 Elm Street (collectively, the “**Elm Street Project**);*

WHEREAS, it is anticipated that upon completion the Elm Street Project will include 59 market rate upscale apartment units, 15 workforce apartments and approximately 12,000 square feet of first floor retail and restaurant space;

WHEREAS, it is expected that the redevelopment of the Elm Street Project by the Elm Street Developer will be conducted in a manner to preserve the historic and aesthetic elements of the property and create an attractive, friendly and inviting environment within the City’s Downtown;

WHEREAS, the Parties acknowledge that the Elm Street Project should generate increased Project revenues due to the activity generated by the residential and retail components of the Elm Street Project and the increased attractiveness of the Court Square area;

WHEREAS, the Parties agree that the Elm Street Project would be a preferred alternative to the current residential obligation of MGM as required under the Agreement;

WHEREAS, to provide a portion of the substantial funding necessary to complete the Elm Street Project, the City requested that Blue Tarp enter into the Cooperative Agreement which requires that Blue Tarp contribute \$16 million (the “MGM Contribution”) to the Elm Street Developer to be used along with other funding sources to fund the development of the Elm Street Project;

WHEREAS, Blue Tarp has agreed to fund the MGM Contribution in lieu of the Housing Obligation;

WHEREAS, the MGM Contribution, when fully funded, will satisfy the Housing Obligation; and

WHEREAS, the Parties agree that due to the potential for increased revenue to the Downtown area resulting from the Elm Street Project, upon the funding of the MGM Contribution a CPI adjustment should be applied to certain payments required by the Developer under the Agreement.

NOW THEREFORE, for good and valuable consideration and subject to Section (4) below, the Agreement is hereby amended as follows:

*(1) By deleting Paragraph 3 of **Exhibit A** in its entirety and replacing it with the following:*

For each Casino Year during the Term: (a) One-Eighth of One Percent (0.125%) of Developer’s daily Gross Revenue until Developer’s aggregate Gross Revenue for such Casino Year equals Four Hundred Million Dollars (\$400,000,000), adjusted annually on each July 1 during the Term by the CPI Adjustment Factor, and (b) One Percent (1%) of Developer’s daily Gross Revenue in excess of Four Hundred Million Dollars (\$400,000,000), adjusted annually on each July 1 during the Term by the CPI Adjustment Factor (collectively, the “**Community Impact Percentage Payment**”), to be remitted quarterly by the 15th of the following month after the quarter ends by Developer to the City, consistent with the procedures set forth in Section 55 of the Act, by electronic wire transfer of funds to such account or accounts as directed by the City, commencing on the Operations Commencement Date or according to such other procedure as may from time to time be established by the City Treasurer/Collector and Developer. Notwithstanding the foregoing, the Community Impact Percentage Payment shall only be adjusted by the CPI Adjustment Factor commencing on the date that the Blue Tarp funds the MGM Contribution as more fully described in paragraph 15 of Exhibit E.

*(2) By deleting the Residential paragraph in **Exhibit G** in its entirety and replacing it with a new paragraph in **Exhibit E** as follows:*

“15. Residential Housing Obligations.

(a) No later than March 31, 2020, as such date may be extended by the Mayor in his sole discretion (the “**Execution Date**”), Blue Tarp shall enter into a certain cooperative agreement, as the same may be amended from time to time, by and among the City, Blue Tarp, 31 Elm LLC, the Springfield Redevelopment Authority, and certain other parties (the “**Cooperative Agreement**”).

(b) Pursuant to the terms of the Cooperative Agreement, Blue Tarp shall contribute Sixteen Million Dollars (\$16,000,000.00) (the “**MGM Contribution**”) to be used by 31 Elm LLC, a Massachusetts limited liability company, along with funds from other

sources as set forth in the Cooperative Agreement, to fund the redevelopment of 3-7 Elm Street and 13-31 Elm Street, Springfield, Massachusetts which redevelopment will result in the construction of approximately 59 market rate, upscale apartment units, 15 workforce apartments and approximately 12,000 square feet of retail/restaurant space, subject to such other terms and conditions as are set forth in the Cooperative Agreement.

(c) On or before the Execution Date, Blue Tarp shall enter into a grant agreement with the Springfield Redevelopment Authority in substantially the same form as Exhibit V, providing for the establishment of a Downtown Springfield Market Rate Housing Fund (the “**Fund**”). In the event: (i) the Cooperative Agreement is not signed by all parties to the Cooperative Agreement by the Execution Date, Blue Tarp shall, upon ten (10) days written notice from the City, contribute Eleven Million Dollars (\$11,000,000) to the Fund; and (ii) Blue Tarp (x) does not fund at least Eleven Million Dollars (\$11,000,000) of the MGM Contribution in accordance with the terms of the Cooperative Agreement (the “**Shortfall**”); or (y) receives a return of all or any portion of the MGM Contribution, whether on account of the return of unused development funds under the terms of the Cooperative Agreement (the “**Unused Funds**”) or on account of payments of principal and/or interest on the MGM Contribution (the “**Repayment Amounts**”), Blue Tarp shall, within ten (10) days of receipt of such amounts, contribute any Shortfall, Unused Funds and/or Repayment Amounts to the Fund until the amounts contributed by Blue Tarp to the Fund equals Eleven Million Dollars (\$11,000,000), plus the amount of any interest received by Blue Tarp on the \$11 million portion of the MGM Contribution.

*(3) By deleting Paragraph 4 of **Exhibit U** in its entirety and replacing it with the following:*

In addition to the Fixed Payment, the 121A payments shall include an annual amount during each Casino Year equal to (a) One-Eighth of One Percent (0.125%) of Developer’s daily Gross Revenue until Developer’s aggregate Gross Revenue for such Casino Year equals Four Hundred Million Dollars (\$400,000,000), adjusted annually on each July 1 during the Term by the CPI Adjustment Factor, and (b) One Percent (1%) of Developer’s daily Gross Revenue in excess of Four Hundred Million Dollars (\$400,000,000), adjusted annually on each July 1 during the Term by the CPI Adjustment Factor (the “**Variable Payment**”), to be remitted quarterly by the 15th of the following month after the quarter ends by Developer to the City, consistent with the procedures set forth in Section 55 of the Act, by electronic wire transfer of funds to such account or accounts as directed by the City, commencing on the Operations Commencement Date or according to such other procedure as may from time to time be established by the City Treasurer/Collector and Developer. Notwithstanding the foregoing, the Variable Payment shall only be adjusted by the CPI Adjustment Factor commencing on the date that Blue Tarp funds the MGM Contribution.

(4) This Amendment shall not be effective unless and until the Commission notifies the City and MGM that Blue Tarp’s funding of the MGM Contribution pursuant to the Cooperative Agreement satisfies MGM’s housing obligation under its Category 1 license.

All other terms and provisions of the Agreement shall continue to have full force and affect.

[Signature Page Follows]

CITY OF SPRINGFIELD, MASSACHUSETTS,
a municipal corporation

Approved:

Chief Development Officer
Date Signed: _____

Approved as to appropriation:

City Comptroller
Date Signed: _____

Approved as to form:

Edward Pikula, City Solicitor
Date Signed: _____

Reviewed:

Acting Chief Administrative and Financial Officer
Date Signed: _____

Approved:

Domenic J. Sarno, Mayor
Date Signed: _____

BLUE TARP reDEVELOPMENT, LLC, a
Massachusetts limited liability company,

, President and Chief Operating Officer
Dated Signed: _____

MGM SPRINGFIELD reDEVELOPMENT, LLC, a
Massachusetts limited liability company,

, Authorized Signatory
Dated Signed: _____



TO: MGC Chair Judd- Stein, Commissioners Cameron, O'Brien, Stebbins, and Zuniga

FROM: Jill Lacey-Griffin, Director of Workforce, Supplier, and Diversity Development

CC: Karen Wells, Acting Executive Director

DATE: February 13, 2020

RE: Black History Month Vendor Spotlight- Owens Movers

Summary

For Black History month, we recognize one of the oldest Black-owned businesses in New England: Owens Movers. Recently the company worked on Encore Boston Harbor pre-opening moving of gaming tables, along with gaming equipment into the nearby dealer training school, relocating table games and performing multiple on-demand jobs for them.

Background

In the early twenties it was no small feat for a Black man to successfully open a business in the US, but in 1927 at the age of sixteen, Henry Owens Jr. bought his first moving truck and Henry F. Owens, Inc. was open for business. Henry had been an entrepreneur from a young age; at eleven he had borrowed money from his father for a horse and buggy to sell ice to neighbors and to move luggage to and from the pier for newly immigrating Italians. Henry F. Owens, Inc., now Owens Movers, moved furniture and appliances for big clients. Owens Movers was responsible for moving Raytheon's first ever microwave (which was about the size of a fridge) and grand pianos to and from Symphony Hall and Tanglewood Music Center. With their specially handmade skids, dollies, and ties, they were particularly popular for moving pianos, averaging eight a day. When the country was struggling with the Great Depression, Owens' business was booming so much he was able to buy a Model T Ford truck for the company.

During the seventies, Henry's son Edward took over the company and immediately set to expanding the business. Large household items had been Owens Movers' forte throughout the decades, but Edward had even bigger ideas. He grew their operations to include commercial and industrial customers, establishing relationships with major Boston firms. By 1979, Owens Movers was one of only a handful of minority-owned business in the nation, the only Boston agent for Global Van Lines, and the only minority-owned moving



Massachusetts Gaming Commission

company on the east coast with the authority to transport goods out of state. In 1977 Owens Movers received the highest ratings on professionalism, punctuality, quality of work, and efficiency of all carriers Raytheon (which Edward Owens once credited with having the best minority vending program) used.

Owens Movers helps thousands of the largest companies and institutions move every year. In 2004, Owens Movers was the recipient of Massachusetts' biggest commercial moving contract when the Democratic National Convention took place at TD Bank North. Owens Movers also received the largest minority contract in Bank of America's history. During Owens Movers' long history, the company has moved pianos for Boston Symphony's Arthur Fiedler, as well as heavy electronic equipment and corporate executives for companies like Liberty Mutual, Gillette, Prudential Insurance, and Raytheon. They help thousands of the largest companies and institutions move every year.

The Everett, MA company attributes their nine decades of success to company culture. As part of Teamsters Local 25, the company is able to provide its employees with excellent benefits. Today, Owens Movers has 25 employees, performs commercial trash removal, and provides industrial warehousing and storage.



Massachusetts Gaming Commission



Division of Licensing

TO: Cathy Judd-Stein, Chair
Gayle Cameron, Commissioner
Eileen O'Brien, Commissioner
Bruce Stebbins, Commissioner
Enrique Zuniga, Commissioner

FROM: Bill Curtis, Licensing Manager

DATE: February 10, 2020

RE: Encore Boston Harbor Gaming Beverage License Amendment Applications

SUMMARY

The Massachusetts Gaming Commission's Division of Licensing has received three Gaming Beverage License Amendment Applications from Wynn MA, LLC doing business as Encore Boston Harbor. Submitted on a Commission form, as prescribed under 205 CMR 136.04(2), the amendments are required to contain the following information:

- Floor plan showing the location of the area within the gaming establishment
- Description of the licensed area, including the location of dispensing areas, exits, and bottle service
- Description of the manner in which alcoholic beverages are stored and secured
- Description of the business concept and business hours
- Identity of manager

Upon initial review by the Division of Licensing, deficiencies were noted, and the applications were deemed incomplete. As per 205 CMR 136.03(2), modifications were then requested to bring the forms into compliance with the above requirements. Revised applications have been received, reviewed, and found to now be in full conformance with 205 CMR 136.04 and M.G.L. c. 23K §26.

APPLICATION AMENDMENTS

1. Amendment: Additional Alcohol Storage

This amendment requests eight additional storage areas for alcoholic beverages. Currently, surplus alcohol is stored in four locations:

- Ground Floor Locations



Massachusetts Gaming Commission

- Warehouse
- Liquor Pump Room
- Banquet Pantry
- Third Floor
 - Liquor Pump Room

To increase storage capacity, Encore is requesting approval for storage in the following areas:

- Sinatra Restaurant – Ground Level
- 1st Floor Center Bar/Porter Support – Door 01401A
- 1st Floor Mini-Bar Storage – Door Number 01218A
- 1st Floor Fratelli Storage – Liquor Cages – Door Number 01700A
 - Of note, the liquor storage cages for Fratelli are located in the back of the house hallway and against the outer wall of the Fratelli Restaurant. This is considered an open location, whereas the remaining requested locations are behind closed doors.
- 1st Floor Waterfront/Oyster Storage – Door Number 01254A
- 2nd Floor Beverage Storage – Door Number 02312B
- 2nd Floor Beverage Storage – Door Number 02812A
- 2nd Floor Beverage Storage – Door Number 02246A (Butler Services Storage)

2. **Amendment: Additional Alcohol Beverage Outlet**

This amendment requests an additional alcohol beverage outlet location to be called Salon Privé – VIP Lounge. The details are as follows:

- VIP Tier Card Private Lounge located on the second floor in the high limit area.
- Access to the lounge will be by card or invitation.
- The proposed space currently houses gaming tables (as per the floor plan).
- The gaming tables would be replaced by couches and lounge seating for up to 30 people.
- Licensed employees will serve alcoholic beverages during the hours of 8:00 a.m. to 2:00 a.m.
- An employee will be in the lounge at all times.
- Bottle service will be offered under the same policy submitted with the original gaming beverage license application (copy attached to PowerPoint Presentation).
- Storage of alcohol will be in the Salon’s locked credenzas or the back of the house.

If the Commission approves this request, the total number of alcohol beverage outlets at Encore will be twenty-four (24).



Massachusetts Gaming Commission

3. Amendment: Change in Description of Licensed Area

This amendment requests to convert the Casino Beverage Service area from bartenders to EasyBar Self-Service Towers. Currently, the service process for the Casino Beverage Service is:

- *The Cocktail Server swipes their assigned Micros system card and verbalizes the drink order to the bartender.*
- *The Bartender rings in the order and produces the alcoholic beverage.*
- *The Cocktail Server retrieves the alcoholic beverage order from the Bartender and delivers the non-alcoholic or alcoholic beverage to the guest that is actively gaming.*

Encore is requesting that this description be changed to the following:

For Service Bars #1 through #6 and #8

- *The Cocktail Server swipes their assigned Micros system card and orders using the portion-controlled EasyBar Self-Service Tower.*
- *Each bar will have four self-service towers with portion-controlled beer and wine dispensing.*
- *All alcoholic beverages are produced in this manner.*
- *The Cocktail Server can also produce non-alcoholic beverages.*

For Service Bar #7

- *The Cocktail Server swipes their assigned Micros system card and verbalizes the drink order to the Bartender.*
- *The Bartender rings in the order and produces the alcoholic beverage.*
- *The Cocktail Server can also produce non-alcoholic beverages.*

Twenty-eight (28) EasyBars have been installed in the following locations:

- Ground Level:
 - Service Bars # 1 - # 6 each bar has four (4) EasyBar Towers
- Mezzanine Level:
 - Service Bar # 8 – four (4) EasyBar Towers

As previously noted, Service Bar #7 (Mezzanine Level) will continue to have a Bartender preparing alcoholic beverages. The hours of alcoholic beverage service will remain unchanged from 8:00 a.m. – 4:00 a.m. with service to actively gaming patrons only, in the gaming area.

CLOSING

It is the Division of Licensing's recommendation, based upon the amendment applications meeting the requirements of 205 CMR 136.04, that the three amendments be approved.



Massachusetts Gaming Commission



GAMING BEVERAGE LICENSE AMENDMENT APPLICATION FORM

REASON FOR FILING AMENDMENT REQUEST

NAME OF GAMING LICENSEE

Wynn MA, LLC cba Encore Boston Harbor

ADDRESS OF GAMING ESTABLISHMENT

One Broadway, Everett, MA 02149

NAME OF CONTACT INDIVIDUAL FOR PURPOSES OF THE PROCESS

Jacqui Krum

CONTACT INDIVIDUAL TELEPHONE NUMBER AND EMAIL ADDRESS

(857) 770-7802; jacqui.krum@encorebostonharbor.com

NAME AND LICENSE NUMBER OF LICENSED AREA YOU ARE REQUESTING TO AMEND

WYNN MA, LLC dba Encore Boston Harbor, License No. MGCGBL3

REASON FOR FILING AMENDMENT REQUEST (PLEASE CHECK THE APPLICABLE BOX)

- | | |
|---|---|
| <input type="checkbox"/> NEW LICENSED AREA | <input type="checkbox"/> DESCRIPTION OF LICENSED AREA |
| <input type="checkbox"/> CHANGE IN CAPACITY | <input checked="" type="checkbox"/> ALCOHOL STORAGE |
| <input type="checkbox"/> JOINTLY RESPONSIBLE PERSON | <input type="checkbox"/> CHANGE OF HOURS |

FEE

The fee for an application to amend a gaming beverage license is \$100.00

LICENSED AREAS

A licensed area is a specific, limited, and defined space within a gaming establishment wherein the sale, distribution, or storage of alcoholic beverages to be drunk on the premises is permitted pursuant to a gaming beverage license. A licensed area amendment application must be submitted for each area of the gaming establishment that the gaming licensee desires to have designated as a licensed area and/or storage area.

A floor plan of the gaming establishment indicating the location of each licensed area identified below, and a diagram of each licensed area, must accompany the submission of this amendment application. If alcoholic beverages will be stored outside of a licensed area, storage areas must be identified on the floor plan.

IMPORTANT INFORMATION

The Massachusetts Public Records Law (Law), <http://www.sec.state.ma.us/pre/preidx.htm> found in Chapter 66, Section 10 of the Massachusetts General Laws, applies to records made or received by a Massachusetts governmental entity. Unless the requested records fall under an exemption to the Law, the responsive documents must be made available to the requester. A list of exemptions may be found in Chapter 4, Section 7(26) of the Massachusetts General Laws.

LICENSED AREA

NAME OF LICENSED AREA

Please see attached Appendix for proposed eight (8) additional storage locations on pages 5 - 13.

DESCRIPTION OF AMENDED LICENSED AREA

DESCRIPTION OF THE AMENDED LICENSED AREA INCLUDING BUT NOT LIMITED TO: BUSINESS CONCEPT, DESCRIPTION OF AREA INCLUDING WHETHER THE AREA IS CLOSED OR OPEN SPACE, NUMBER AND LOCATION OF ALCOHOLIC BEVERAGE DISPENSING AREAS, AND PLACEMENT OF EXITS.

(NOTE: A FLOOR PLAN OF THE LICENSED AREA DEPICTING THESE INDIVIDUAL ELEMENTS SHALL BE ATTACHED).

NUMBER AND/OR COLOR OF AREA ON FLOOR PLAN: Please see attached Appendix.

HOURS OF OPERATION

CAPACITY OF LICENSE AREA

N/A

N/A

WILL YOU PROVIDE BOTTLE SERVICE? Yes No IF YES, PLEASE ELABORATE

ALCOHOL STORAGE

DESCRIBE THE MANNER IN WHICH ALCOHOLIC BEVERAGES WILL BE STORED AND SECURED WHEN LICENSED AREA IS NOT IN USE. (IF STORAGE AREA IS OUTSIDE OF LICENSED AREA, THIS STORAGE AREA SHALL BE DEPICTED ON THE FLOOR PLAN).

Please see attached Appendix.

NAME AND EMPLOYEE LICENSE/REGISTRATION NUMBER OF MANAGER OF LICENSED AREA

Warren Richards (MGC License #LGKS18-0042).

JOINTLY RESPONSIBLE PERSON

IDENTIFY THE JOINTLY RESPONSIBLE PERSON (IF ANY) FOR THE LICENSED AREA BY NAME, CONTACT INFORMATION, VENDOR LICENSE OR REGISTRATION NUMBER, AND ATTACH EVIDENCE THAT THE LICENSEE MAINTAINS AUTHORITY OVER THE JOINTLY RESPONSIBLE PERSON.

Please see attached Appendix for proposed storage area First Floor Fratelli Storage (Page 8).

Contact information is as follows:

Frank DePasquale

ATTESTATION

I, Jacqui Krum, hereby affirm under the pains and penalties of perjury that the information contained in this application, including all attachments, is true and accurate to the best of my knowledge and understanding.

Signature 

Jacqui Krum
Print Name

SVP and General Counsel
Title

February 3, 2020
Date



GAMING BEVERAGE LICENSE AMENDMENT APPLICATION FORM

REASON FOR FILING AMENDMENT REQUEST

NAME OF GAMING LICENSEE

Wynn MA, LLC cba Encore Boston Harbor

ADDRESS OF GAMING ESTABLISHMENT

One Broadway, Everett, MA 02149

NAME OF CONTACT INDIVIDUAL FOR PURPOSES OF THE PROCESS

Jacqui Krum

CONTACT INDIVIDUAL TELEPHONE NUMBER AND EMAIL ADDRESS

(857) 770-7802; jacqui.krum@encorebostonharbor.com

NAME AND LICENSE NUMBER OF LICENSED AREA YOU ARE REQUESTING TO AMEND

WYNN MA, LLC dba Encore Boston Harbor, License No. MGCGBL3

REASON FOR FILING AMENDMENT REQUEST (PLEASE CHECK THE APPLICABLE BOX)

- | | |
|---|---|
| <input checked="" type="checkbox"/> NEW LICENSED AREA | <input type="checkbox"/> DESCRIPTION OF LICENSED AREA |
| <input type="checkbox"/> CHANGE IN CAPACITY | <input type="checkbox"/> ALCOHOL STORAGE |
| <input type="checkbox"/> JOINTLY RESPONSIBLE PERSON | <input type="checkbox"/> CHANGE OF HOURS |

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LICENSED AREA

NAME OF LICENSED AREA

SALON PRIVÉ – VIP LOUNGE

DESCRIPTION OF AMENDED LICENSED AREA

DESCRIPTION OF THE AMENDED LICENSED AREA INCLUDING BUT NOT LIMITED TO: BUSINESS CONCEPT, DESCRIPTION OF AREA INCLUDING WHETHER THE AREA IS CLOSED OR OPEN SPACE, NUMBER AND LOCATION OF ALCOHOLIC BEVERAGE DISPENSING AREAS, AND PLACEMENT OF EXITS.

(NOTE: A FLOOR PLAN OF THE LICENSED AREA DEPICTING THESE INDIVIDUAL ELEMENTS SHALL BE ATTACHED).

NUMBER AND/OR COLOR OF AREA ON FLOOR PLAN: Please see attached Appendix.

Please see attached Appendix for proposed additional Licensed Area identified on Page 14 of the the attached Appendix.

HOURS OF OPERATION

8:00 a.m. to 2 a.m.

CAPACITY OF LICENSE AREA

N/A

WILL YOU PROVIDE BOTTLE SERVICE? Yes No IF YES, PLEASE ELABORATE

Please see attached Appendix.

ALCOHOL STORAGE

DESCRIBE THE MANNER IN WHICH ALCOHOLIC BEVERAGES WILL BE STORED AND SECURED WHEN LICENSED AREA IS NOT IN USE. (IF STORAGE AREA IS OUTSIDE OLF LICENSED AREA, THIS STORAGE AREA SHALL BE DEPICTED ON THE FLOOR PLAN).

Please see attached Appendix.

NAME AND EMPLOYEE LICENSE/REGISTRATION NUMBER OF MANAGER OF LICENSED AREA

Warren Richards (MGC License # LGKS18-0042).

JOINTLY RESPONSIBLE PERSON

IDENTIFY THE JOINTLY RESPONSIBLE PERSON (IF ANY) FOR THE LICENSED AREA BY NAME, CONTACT INFORMATION, VENDOR LICENSE OR REGISTRATION NUMBER, AND ATTACH EVIDENCE THAT THE LICENSEE MAINTAINS AUTHORITY OVER THE JOINTLY RESPONSIBLE PERSON.

Not applicable.

ATTESTATION

I, Jacqui Krum, hereby affirm under the pains and penalties of perjury that the information contained in this application, including all attachments, is true and accurate to the best of my knowledge and understanding.



Signature

Jacqui Krum

Print Name

SVP and General Counsel

Title

February 3, 2020

Date



GAMING BEVERAGE LICENSE AMENDMENT APPLICATION FORM

REASON FOR FILING AMENDMENT REQUEST

NAME OF GAMING LICENSEE

Wynn MA, LLC dba Encore Boston Harbor

ADDRESS OF GAMING ESTABLISHMENT

One Broadway, Everett, MA 02149

NAME OF CONTACT INDIVIDUAL FOR PURPOSES OF THE PROCESS

Jacqui Krum

CONTACT INDIVIDUAL TELEPHONE NUMBER AND EMAIL ADDRESS

(857)770-7802; jacqui.krum@encorebostonharbor.com

NAME AND LICENSE NUMBER OF LICENSED AREA YOU ARE REQUESTING TO AMEND

WYNN MA, LLC dba: Encore Boston Harbor, License No. MGCGBL3

REASON FOR FILING AMENDMENT REQUEST (PLEASE CHECK THE APPLICABLE BOX)

- | | |
|---|--|
| <input type="checkbox"/> NEW LICENSED AREA | <input checked="" type="checkbox"/> DESCRIPTION OF LICENSED AREA |
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| <input type="checkbox"/> JOINTLY RESPONSIBLE PERSON | <input type="checkbox"/> CHANGE OF HOURS |

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LICENSED AREA

NAME OF LICENSED AREA

Casino beverage service

DESCRIPTION OF AMENDED LICENSED AREA

DESCRIPTION OF THE AMENDED LICENSED AREA INCLUDING BUT NOT LIMITED TO: BUSINESS CONCEPT, DESCRIPTION OF AREA INCLUDING WHETHER THE AREA IS CLOSED OR OPEN SPACE, NUMBER AND LOCATION OF ALCOHOLIC BEVERAGE DISPENSING AREAS, AND PLACEMENT OF EXITS.

(NOTE: A FLOOR PLAN OF THE LICENSED AREA DEPICTING THESE INDIVIDUAL ELEMENTS SHALL BE ATTACHED).

NUMBER AND/OR COLOR OF AREA ON FLOOR PLAN: Please see attached Appendix.

Please see attached Appendix highlighting changes to current casino beverage service.

HOURS OF OPERATION

8:00 a.m. to 4:00 a.m.

CAPACITY OF LICENSE AREA

N/A

WILL YOU PROVIDE BOTTLE SERVICE? YES NO IF YES, PLEASE ELABORATE

ALCOHOL STORAGE

DESCRIBE THE MANNER IN WHICH ALCOHOLIC BEVERAGES WILL BE STORED AND SECURED WHEN LICENSED AREA IS NOT IN USE. (IF STORAGE AREA IS OUTSIDE OLF LICENSED AREA, THIS STORAGE AREA SHALL BE DEPICTED ON THE FLOOR PLAN).

Not applicable.

NAME AND EMPLOYEE LICENSE/REGISTRATION NUMBER OF MANAGER OF LICENSED AREA

Warren Richards (MGC License # LGKS18-0042).

JOINTLY RESPONSIBLE PERSON

IDENTIFY THE JOINTLY RESPONSIBLE PERSON (IF ANY) FOR THE LICENSED AREA BY NAME, CONTACT INFORMATION, VENDOR LICENSE OR REGISTRATION NUMBER, AND ATTACH EVIDENCE THAT THE LICENSEE MAINTAINS AUTHORITY OVER THE JOINTLY RESPONSIBLE PERSON.

Not applicable.

ATTESTATION

I, Jacqui Krum, hereby affirm under the pains and penalties of perjury that the information contained in this application, including all attachments, is true and accurate to the best of my knowledge and understanding.



Signature

Jacqui Krum

Print Name

SVP and General Counsel

Title

2/11/2020

Date

Encore Boston Harbor

Appendix to Gaming Beverage License Amendment Application Form





Encore

TABLE OF CONTENTS

Licensed Areas

1. Additional Beverage Storage Areas
2. Additional Outlet: Salon Privé – VIP Lounge
3. Change of Service: Casino Service
4. Easy Bar Self Service Tower
5. ID Process & TIPS Training

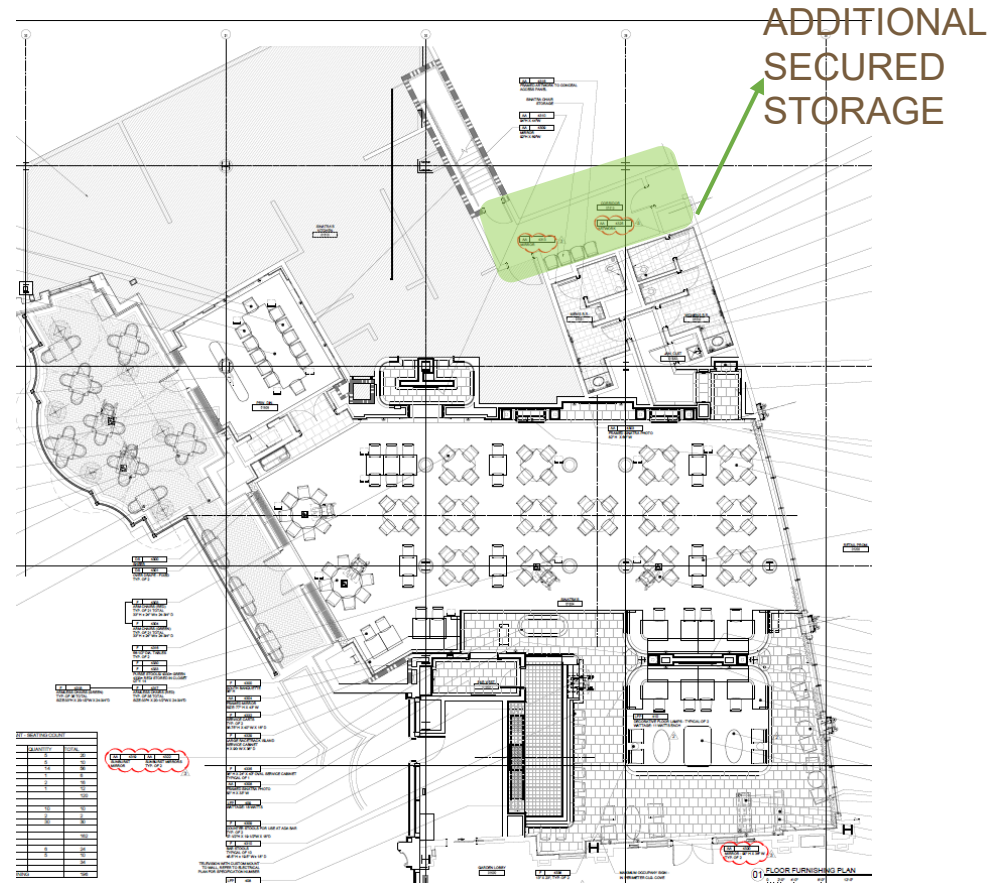
ADDITIONAL BEVERAGE STORAGE AREAS

- **As we have normalized our business, we request the following additions to Alcohol Beverage Storage Areas.**
- **All of these areas are under 24 Hour Surveillance & have keyed access only if approved.**
 1. **Sinatra – Ground Level**
 2. **1st Floor Center Bar/Porter Support Room – Door Number 01401A**
 3. **1st Floor Mini-Bar Storage – Door Number 01218A**
 4. **1st Floor Fratelli Storage - Liquor Cages – Door Number 01700A**
 5. **1st Floor Waterfront/Oyster Storage – Door Number 01254A**
 6. **2nd Floor Beverage Storage – Door Number 02312B**
 7. **2nd Floor Beverage Storage – Door Number 02812A**
 8. **2nd Floor Beverage Storage – Door Number 02246A**

SINATRA

GROUND LEVEL

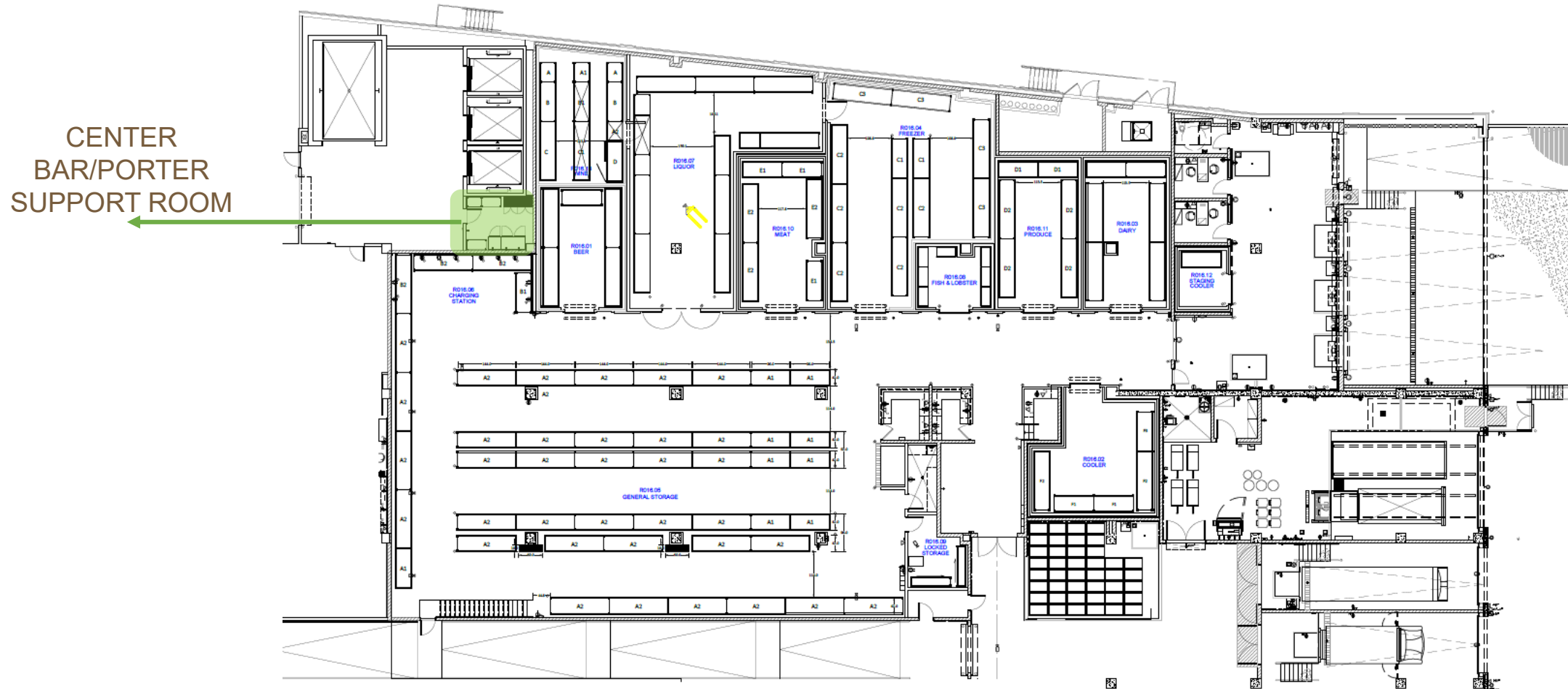
Locked and accessible with RFID key only. Under 24 hour camera surveillance



1st FLOOR CENTER BAR/PORTER SUPPORT ROOM

Door Number 01401A

**Locked and accessible with RFID key only. Under 24 hour camera surveillance.*

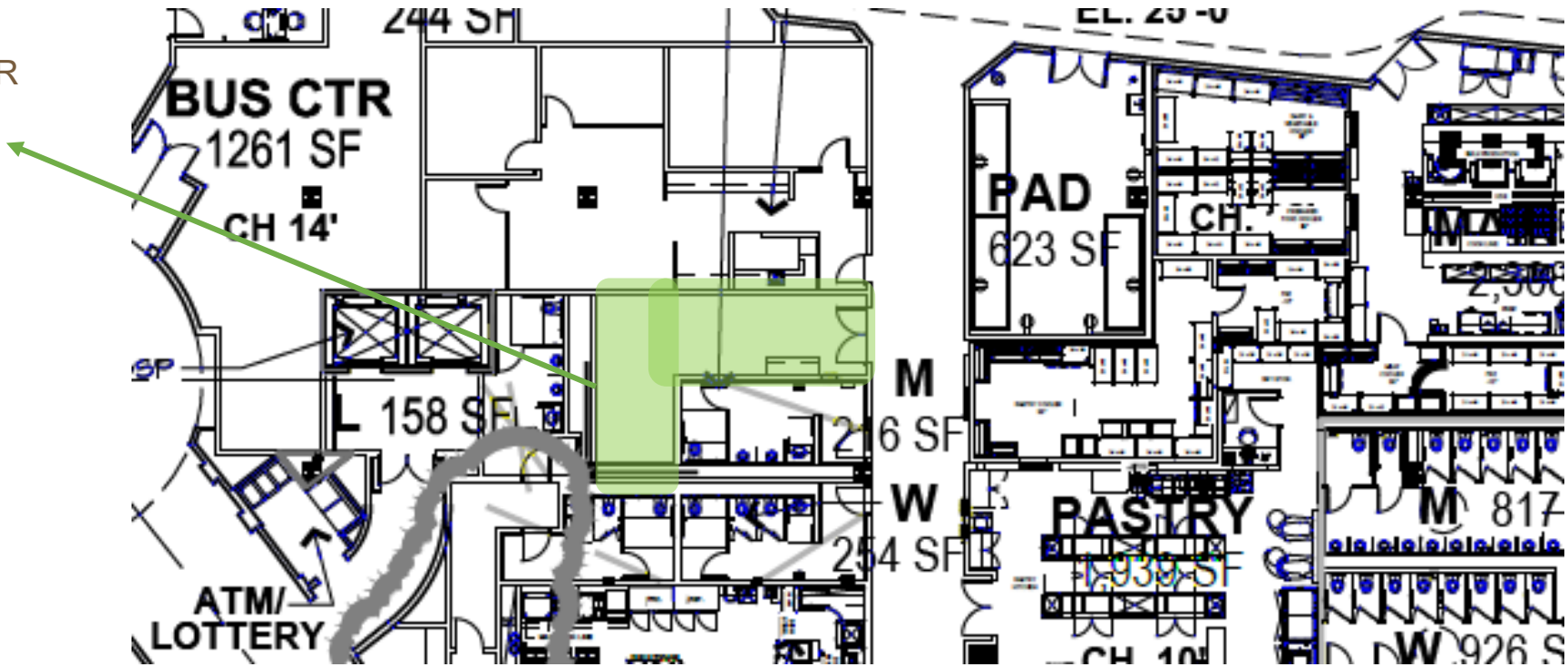


1st FLOOR MINIBAR STORAGE

Door Number 01218A

**Locked and accessible with RFID key only. Under 24 hour camera surveillance.*

FUTURE MINIBAR STORAGE

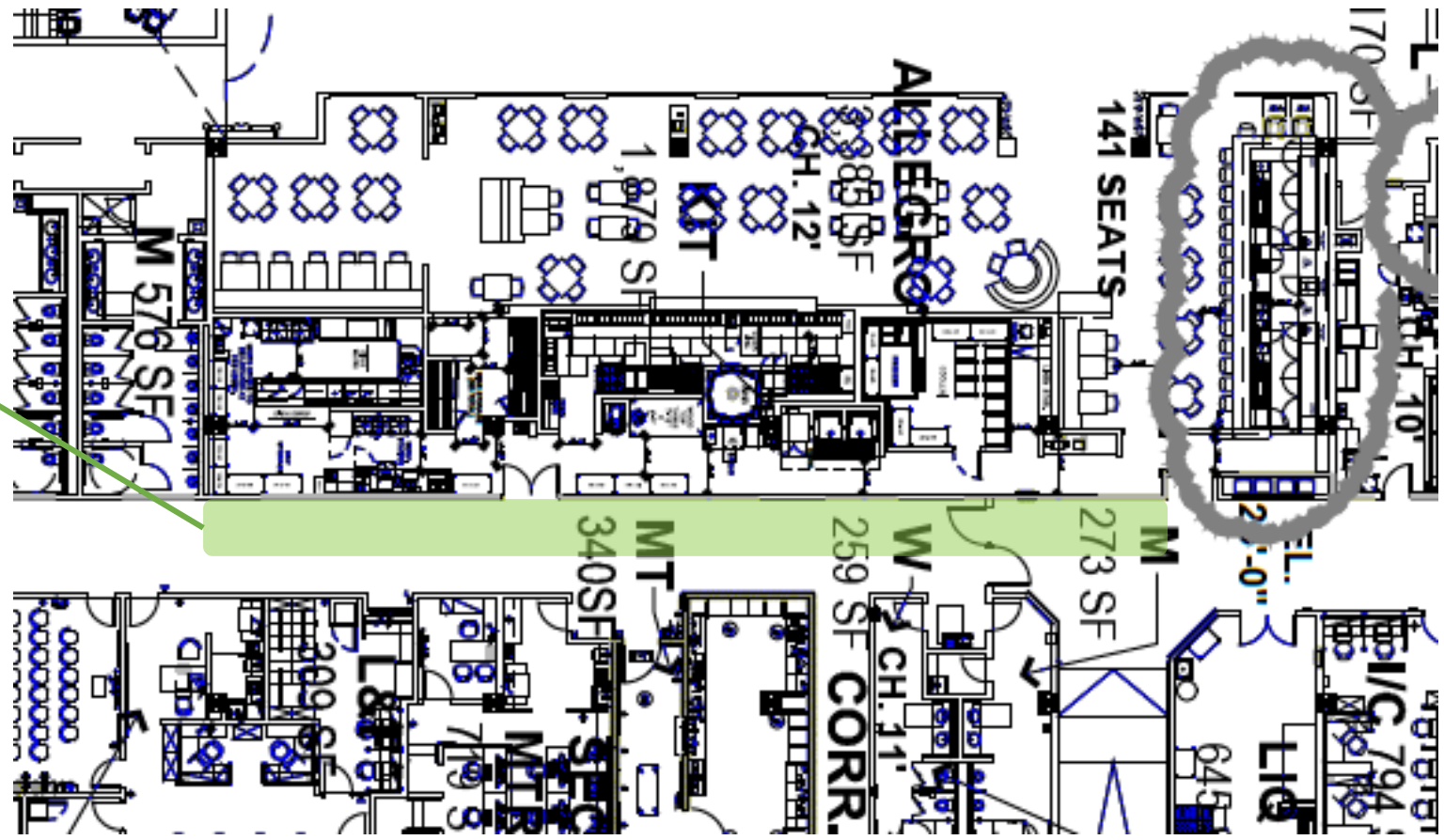
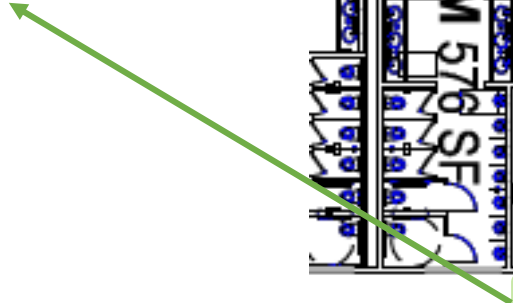


1st FLOOR FRATELLI STORAGE

Door Number 01700A

**Locked in liquor cages. Under 24 hour camera surveillance.*

LIQUOR CAGES
FOR FRATELLI
STORAGE

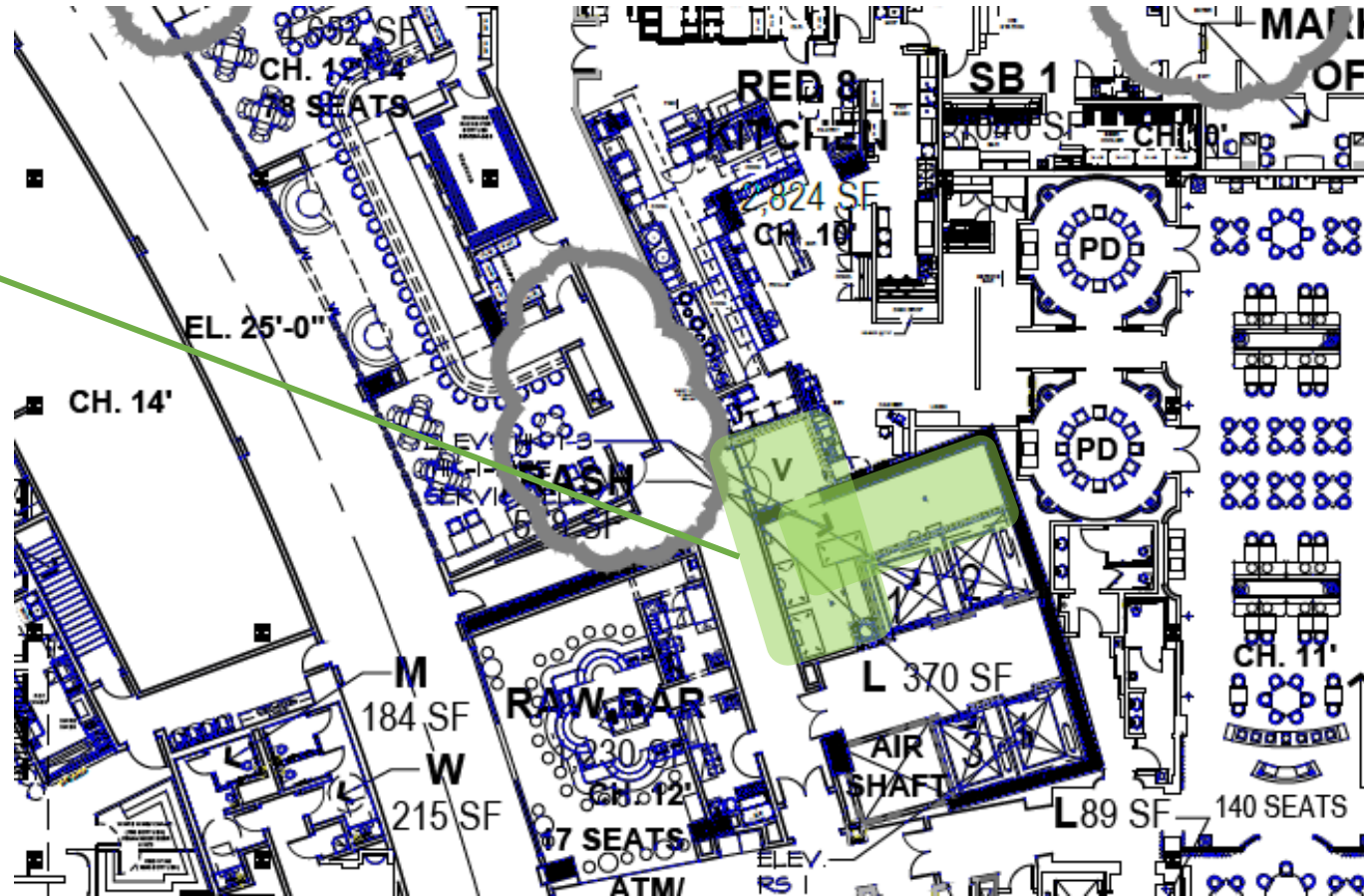


1st FLOOR WATERFRONT/OYSTER STORAGE

Door Number 01254A

**Locked and accessible with RFID key only. Under 24 hour camera surveillance.*

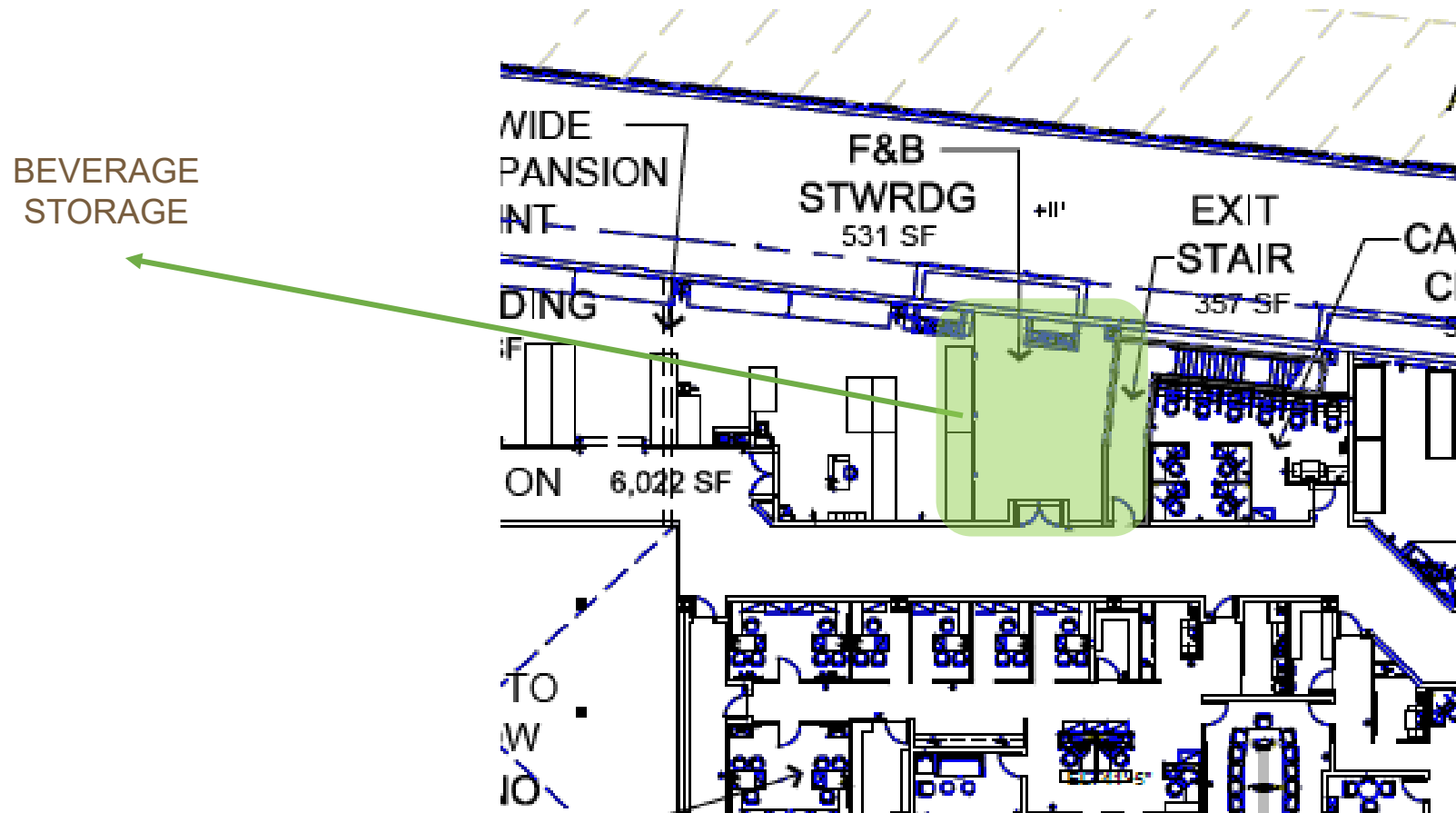
WATERFRONT/
OYSTER BAR
STORAGE



2nd FLOOR BEVERAGE STORAGE

Door Number 02312B

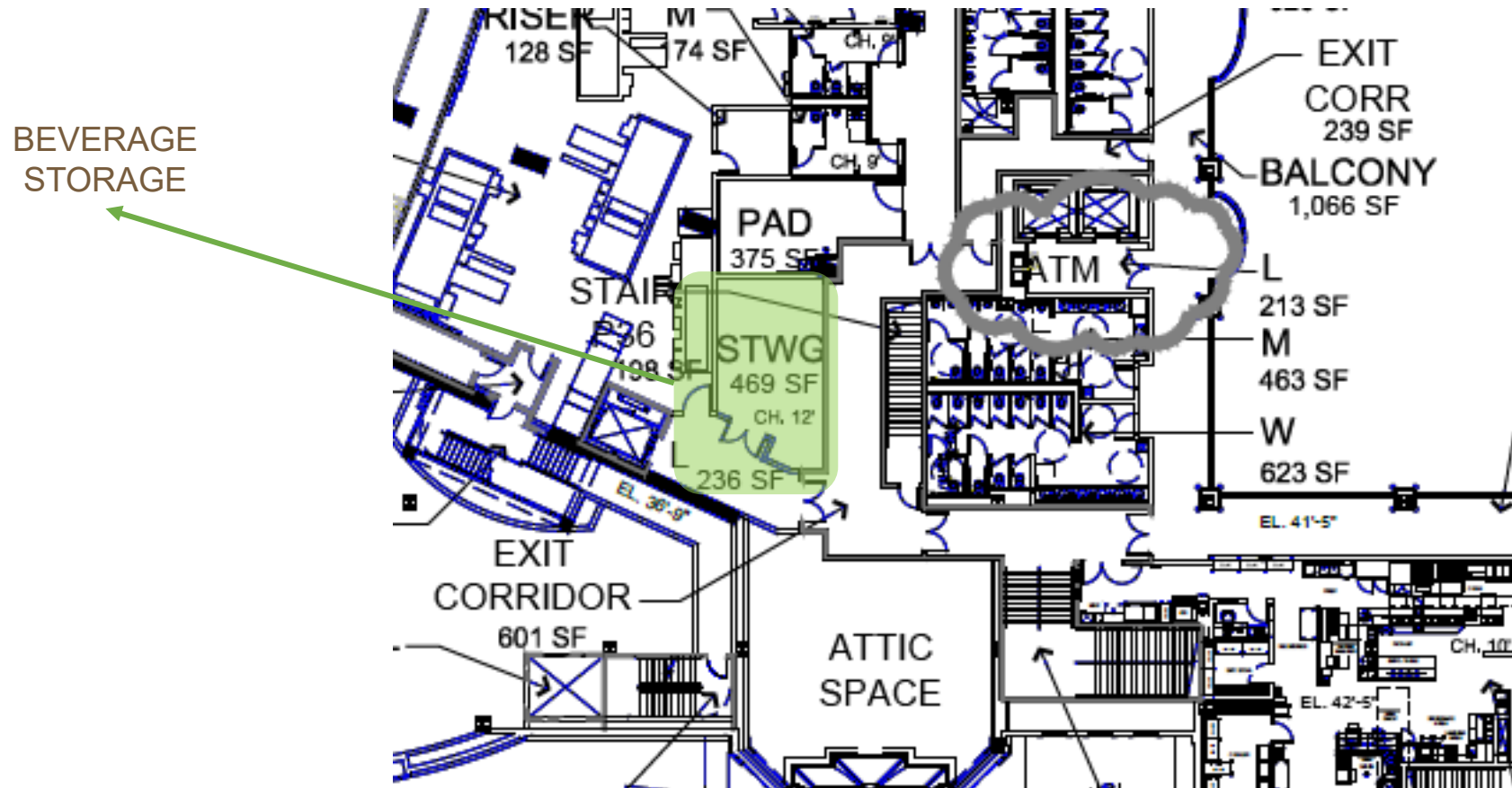
**Locked and accessible with RFID key only. Under 24 hour camera surveillance.*



2nd FLOOR BEVERAGE STORAGE (2)

Door Number 02812A

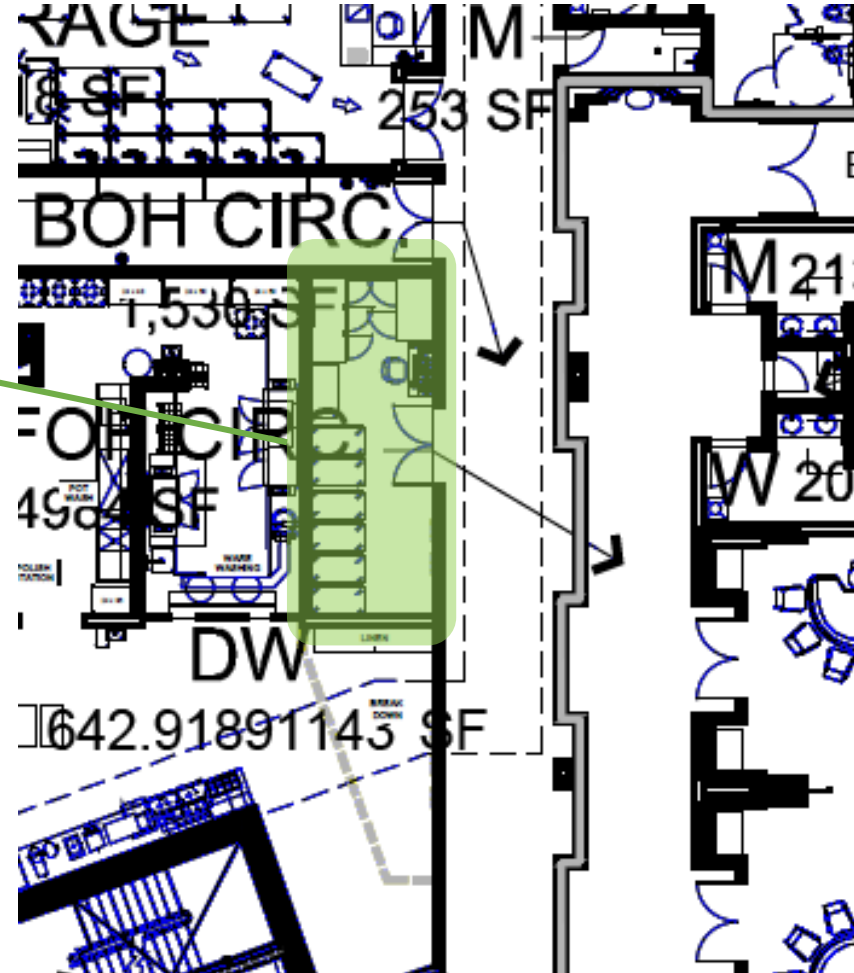
**Locked and accessible with RFID key only. Under 24 hour camera surveillance.*



2nd FLOOR BEVERAGE STORAGE

**Locked and accessible with RFID key only. Under 24 hour camera surveillance.*

BUTLER
SERVICES
STORAGE



SALON PRIVÉ – VIP LOUNGE

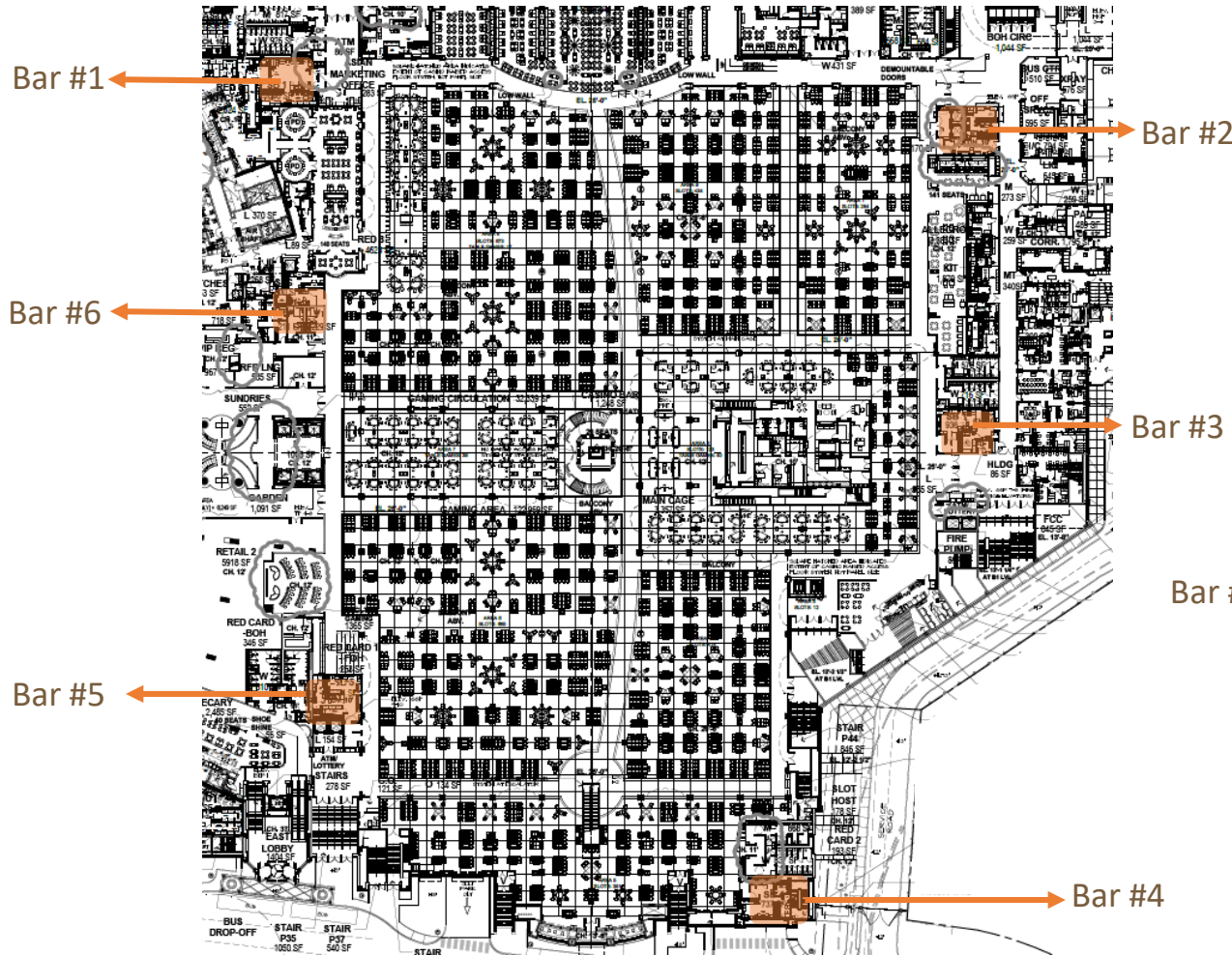
- **BUSINESS CONCEPT:** VIP Tier Card Private Lounge to provide a private space for VIP guests.
- **DESCRIPTION:** Couch and lounge seating with finger-food buffet and beverage refreshments. There will be no gaming in this room following the conversion. Entrance is through the main Salon doors and is reserved solely for VIP guests accessed by their card or by invitation.
- **NORMAL HOURS OF OPERATION:** 8:00 a.m. - 2:00 a.m.
- **HOURS OF PERMITTED ALCOHOL SERVICE:** 8:00 a.m. - 2:00 a.m.
- **CAPACITY:** Lounge and couch Seating (30).
- **ALCOHOL DISPENSING AREA:** Distributed by licensed employees only. There is always an employee presence in the room.
- **BOTTLE SERVICE:** Yes (please see policy on following page).
- **STORAGE & SECURITY:** All liquor, beer and wine will be locked in back-of-house storage or in lockable credenzas. All areas are under 24 hour camera surveillance and locked when not in use.
- **MANAGER OF LICENSED AREA:** Warren Richards (MGC Lic # LGKS18-0042)



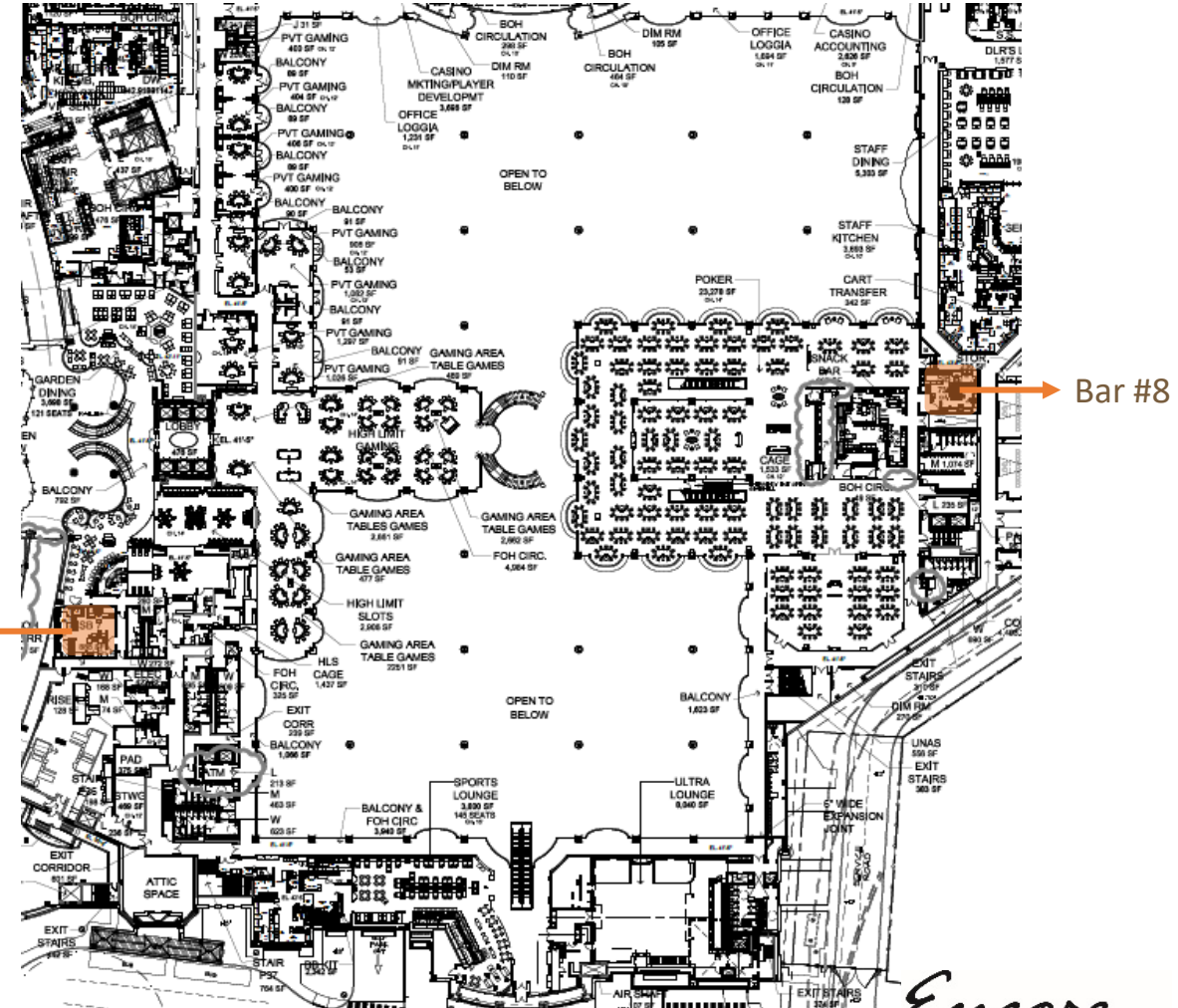
SALON PRIVÉ - LIQUOR BOTTLE SERVICE

- Bottles are in possession or under the control of the Server at all times. The bottle is never left unattended with a guest.
- When appropriate, a dedicated Server will hold the bottle tableside in-between service. When a dedicated Server is not available, bottles are removed from the table in-between service and placed in a designated areas in a Side Service Station.
- Guests are at no time allowed to pour their own drinks. Guests are only permitted to be served one drink at a time.
- Additional service is performed as needed by the Server who either retrieves the bottle from the Side Service Station, or if stationed tableside, as needed. Bottles are always removed after drinks have been poured.

CASINO BEVERAGE SERVICE (1 of 5)



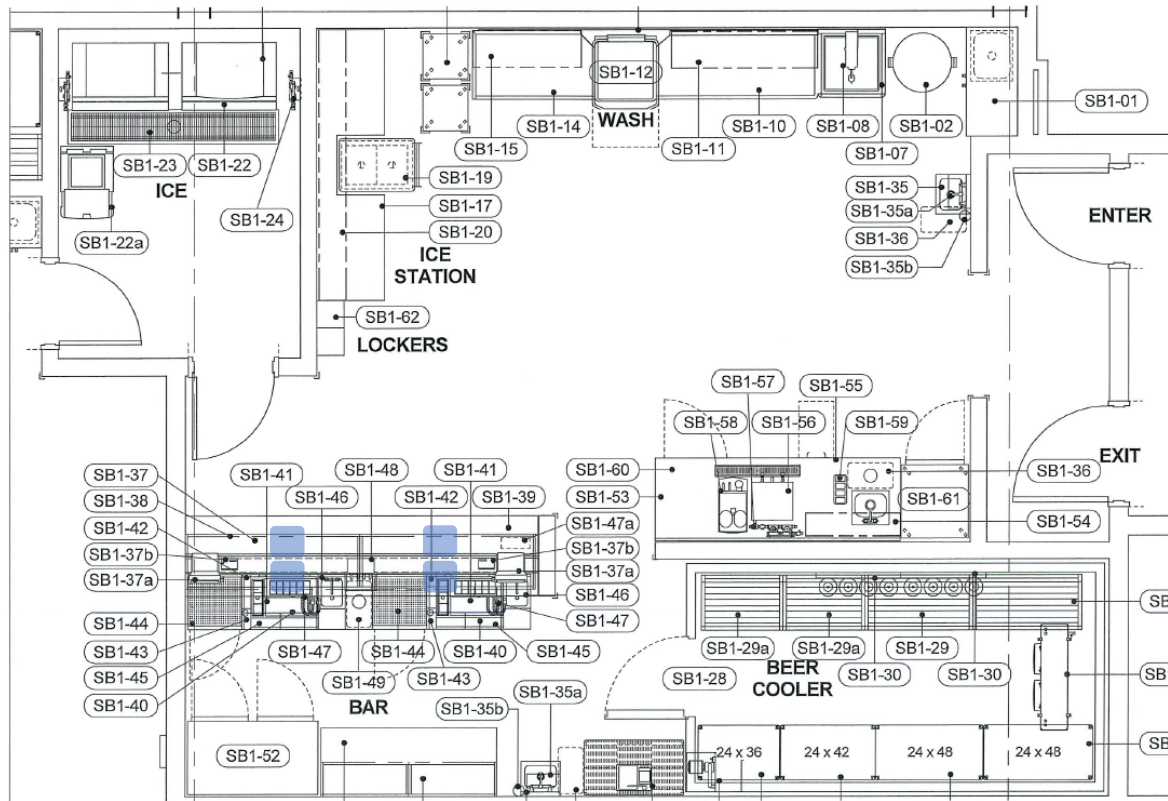
Ground Level



Mezzanine Level

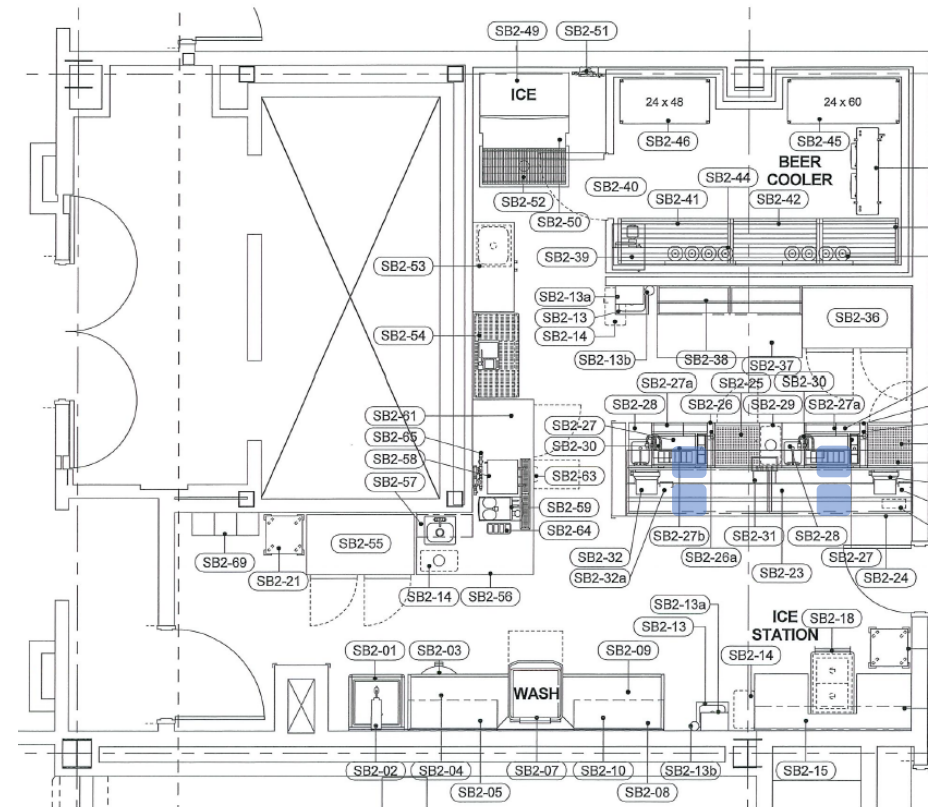
CASINO BEVERAGE SERVICE (2 of 5)

Service Bar #1



■ EASY BAR SELF SERVE
TOWER LOCATION

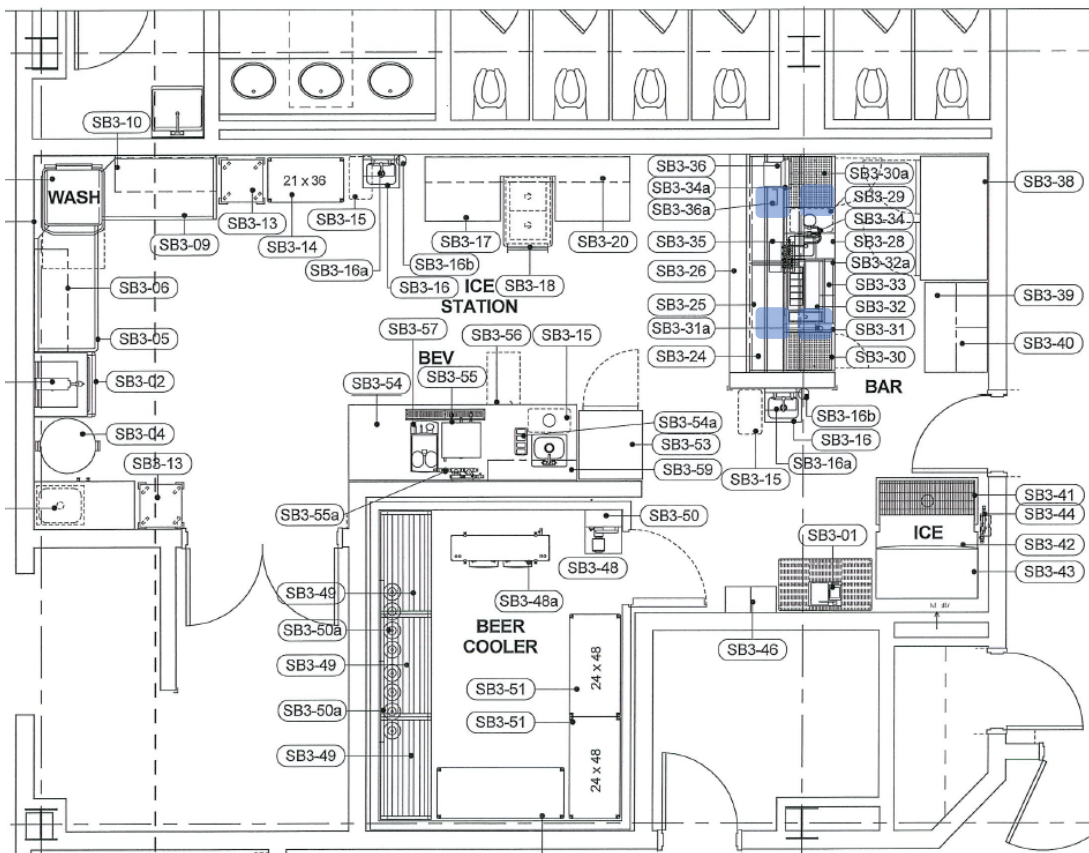
Service Bar #2



■ EASY BAR SELF SERVE
TOWER LOCATION

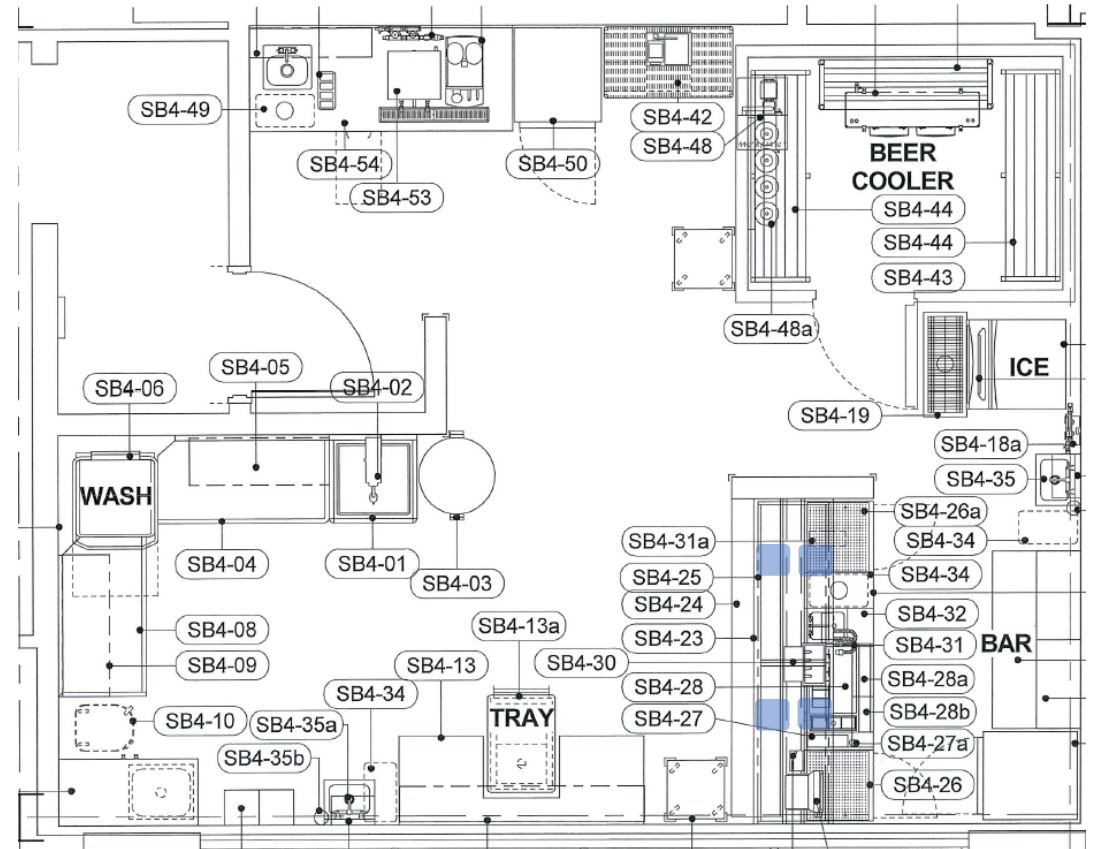
CASINO BEVERAGE SERVICE (3 of 5)

Service Bar #3



■ EASY BAR SELF SERVE TOWER LOCATION

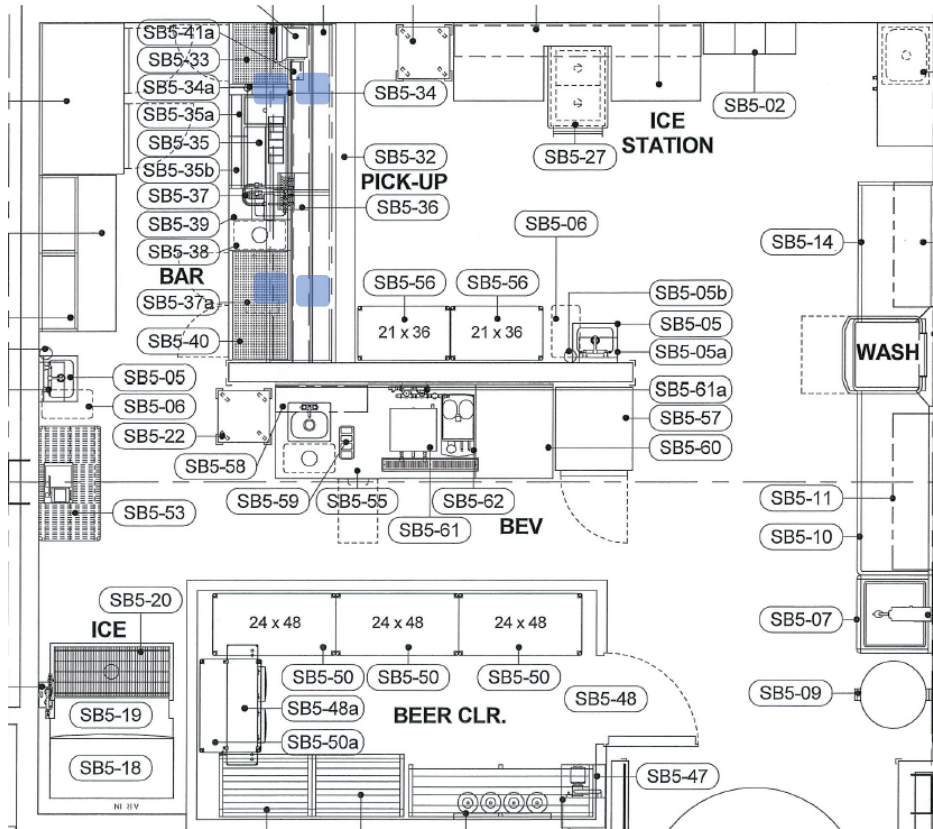
Service Bar #4



■ EASY BAR SELF SERVE TOWER LOCATION

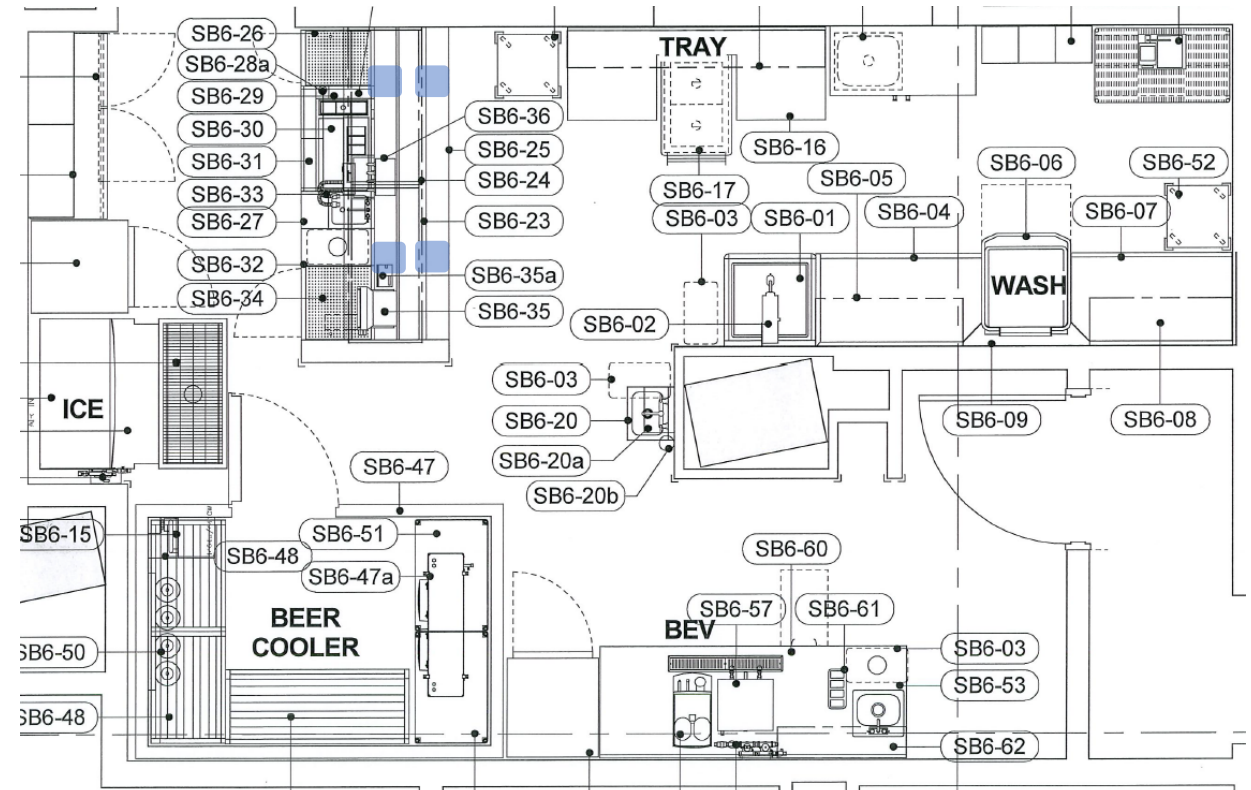
CASINO BEVERAGE SERVICE (4 of 5)

Service Bar #5



■ EASY BAR SELF SERVE TOWER LOCATION

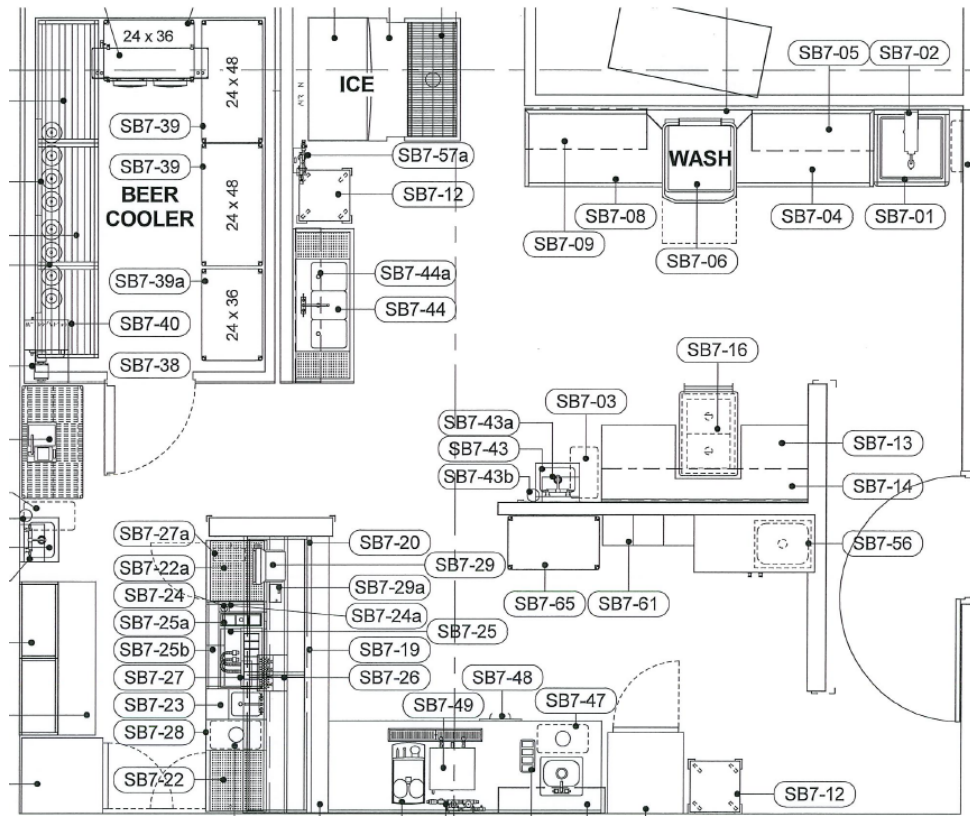
Service Bar #6



■ EASY BAR SELF SERVE TOWER LOCATION

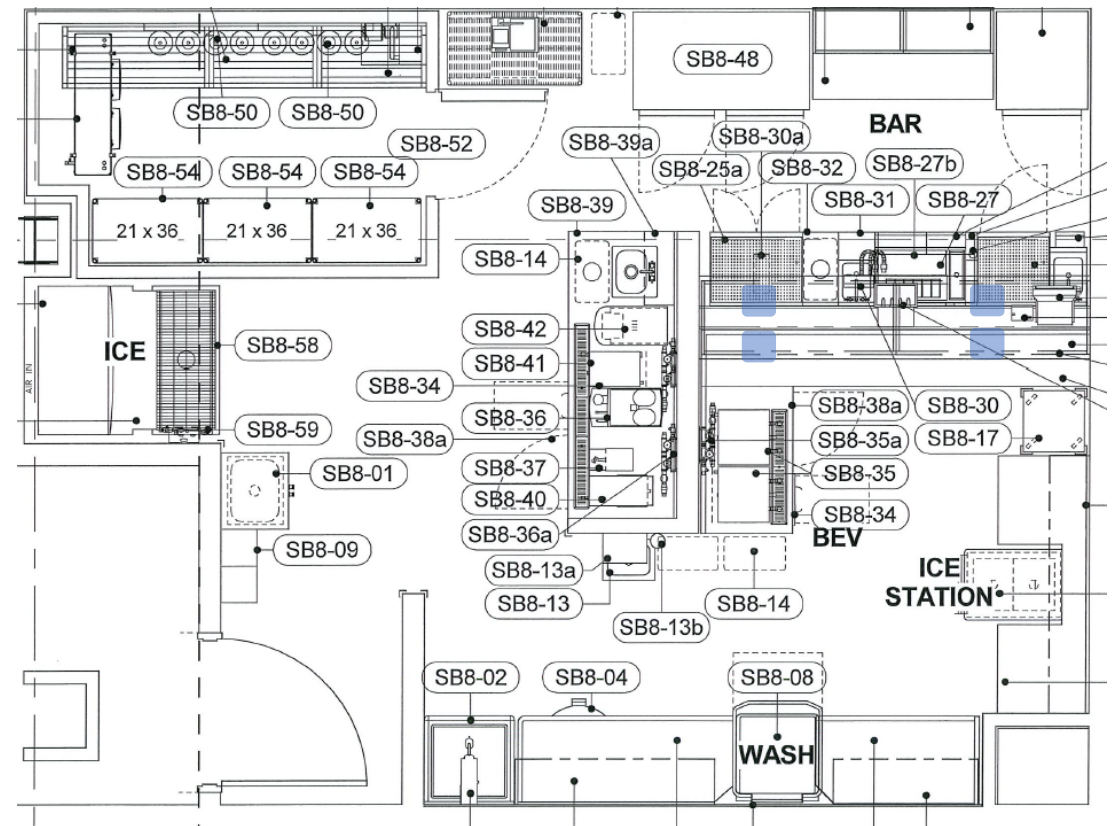
CASINO BEVERAGE SERVICE (5 of 5)

Service Bar #7



NO CHANGES TO SERVICE BAR #7

Service Bar #8



EASY BAR SELF SERVE TOWER LOCATION

CASINO BEVERAGE SERVICE PROCESS (1 of 2)

(8:00 a.m. - 4:00 a.m.)

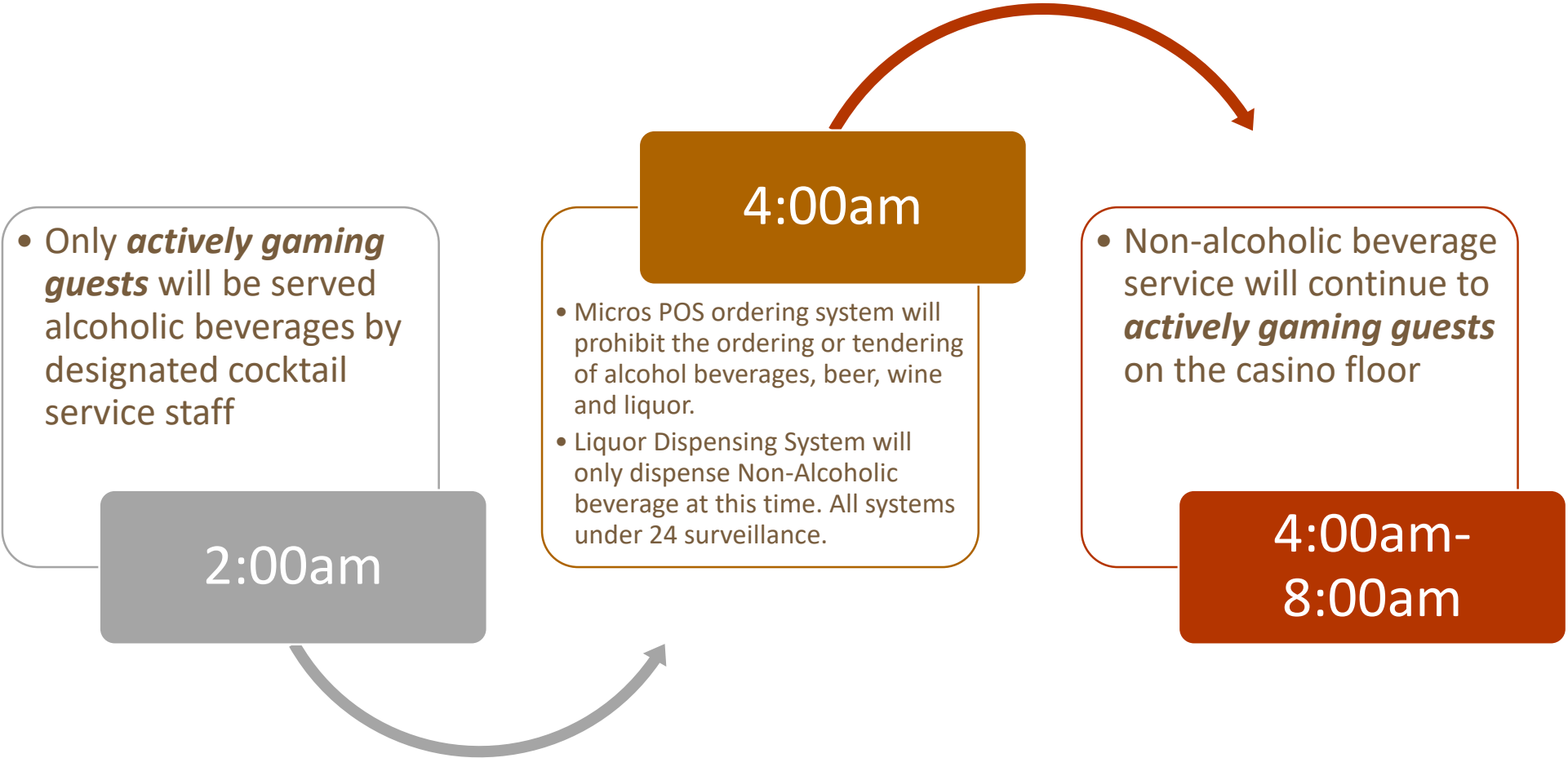
Complimentary alcoholic beverage service will be provided to any actively gaming guest, in the gaming area, between the hours of 8:00 a.m. - 4:00 a.m. Service of complimentary non-alcoholic beverage service is available 24 hours daily.

Guests are served one beverage at a time (no shots or doubles) and no more than one beverage in a 20 minute period (maximum 3 drinks within 1 hour). This is timed by size of section and station rotation. Pour size is also limited to ensure pacing of consumption.

Steps of Casino Beverage Service are outlined below:

- **Step 1:** Cocktail Server makes rounds throughout their station on the casino floor taking non-alcoholic and alcoholic beverage orders from actively gaming guests at gaming stations.
- **Step 2:** Cocktail Server advances to designated service bar (#1 - #8). Easy Bar Self Service Towers are located back-of-house.
- **Step 3:** For Service Bar #1 through #6 and #8, Cocktail Server swipes assigned Micros system card and orders using the portion controlled Easy Bar Self-Service Tower. Each of these bars has four self-serve towers with portion-controlled beer and wine dispensing. All alcoholic beverages are produced in this manner. In addition, Cocktail Server produces non-alcoholic beverages.
- **Step 4:** For Service Bar #7, Cocktail Server swipes Micros system card and verbalizes the drink order to Bartender. Bartender rings in the order and produces the alcoholic beverage. In addition, Cocktail Server produces non-alcoholic beverages.
- **Step 5:** The Cocktail Server delivers the non-alcoholic or alcoholic beverage to the guest that is actively gaming.
- **Step 6:** Guest is served.

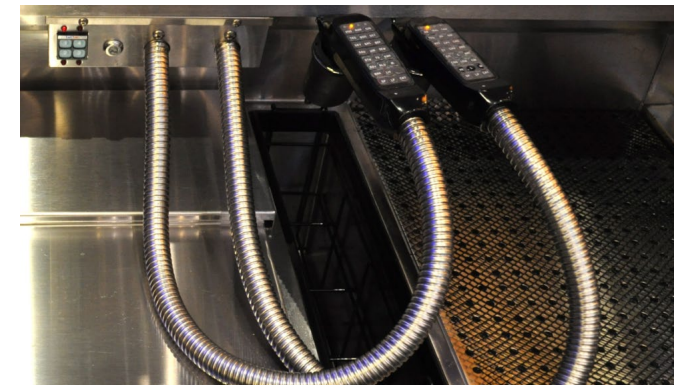
CASINO BEVERAGE SERVICE PROCESS (2 of 2)



EASY BAR SELF-SERVICE TOWER

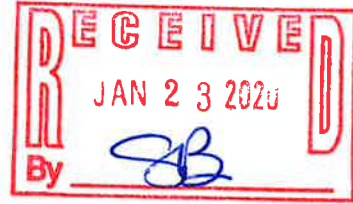


- **Terminals are activated only after swiping into the adjacent Point-of-Sale System. Alcoholic Beverage buttons are disabled automatically by the system at 4 a.m. Non-Alcoholic Beverage buttons retain functionality 24 hours/per day.**
- **The tower automatically pours pre-programmed measures for consistency and to avoid theft/waste.**
- **All programming is done by 3rd Party – either Easy Bar or programmers in Las Vegas. There is no local override.**
- **This system removes free-pouring from bottles and links into Beer and Wine Keg Systems. Beverage personnel have access to lockable cabinets for restocking. These cabinets are locked after beverage service hours and only management has access during these times.**
- **This system replaced the computerized Beverage Dispensing Gun System.**



ID PROCESS & TIPS Training

- **All employees complete a TIPS Certification in order to hold a beverage service position.**
- **It is the responsibility of every employee to ensure that all guests on the gaming floor and in the lounges, or whom are consuming alcohol are of 21 years of age.**
- **Beverage Servers will challenge an ID for anyone who appears under the age of 40.**
- **If the age is still in question, we will request a second form.**
- **Veridocs Scanners are available as a resource throughout the facility.**
- **Acceptable forms of identification are the following:**
 - **Driver's License**
 - **Passport**
 - **Resident Alien Card**
 - **Military ID**



December 27, 2019

To: Gaming Commissioner

From: Encore Bartenders

To whom it may concern,

I wanted the State Gaming Commission to be aware of Encore actions against the employees. Mostly of all the employees left good fulltime jobs to work and have a career at the new Encore. Now the Encore is telling us we will have no jobs and offering us money to be laid off.

The so-called ready mix liquor machines are already on the property, are beginning training of existing staff, and have hired outside staff as well.

Guest are always complaining about the shortage of servers, they have been waiting hours just to order a cocktail, this is where customers are getting frustrated and going to purchase a drink, in which is costly. This is part reason why Encore revenue is down.

Customer can go to Foxwoods or Mohegan Sun and get all the free drinks they want and with great service.

How can you as **Members** allowed this to happen to all of the affected employees and take away their jobs.

Is this the action of Encore because of retaliation of a union coming in and Encore refused to pay union wage. Get your facts; go speak with the employee's.

Encore knew too well they wanted to cut corners, they made all the staff work the holidays and then tell them the bad news, All I can say is shame on Encore and shame on the commission if you allow these so called robot liquor machines to be approved.

No doubt, the guest will be waiting hours longer for services and you will see this casino be a thing of the best.

Broken promise to employee's, and the Everett Mayor should be ashamed as well if he allows his community WITH NO JOBS.

I hope the commission has a heart and can feel the pain the staff is enduring at this time.

Sincerely,

Employees

From: O'Connor, Tamaren (MGC) <Tamaren.O'Connor@MassMail.State.MA.US>
Sent: Monday, January 13, 2020 9:49 AM
To: Ennis, Jamie (MGC) <Jamie.Ennis@MassMail.State.MA.US>
Subject: FW from MGC Comments

From: tom@tomcoxmusic.com [<mailto:tom@tomcoxmusic.com>]
Sent: Saturday, January 11, 2020 4:53 AM
To: MGCcomments (MGC)
Subject:

I need to do my duty and let you know that Encore is lying to you. The new robot bartending systems are already fully installed in 3 of the 8 service bars, and the rest are being installed this weekend and next week. This is going to put too much workload on the cocktail servers who already have too large a section to watch over and serve. Now they have to make the drinks too, because the robots only do about 15% of the job. This will result in longer wait times to get a drink, but also, given my 22 years in the service industry, I can tell you that it will result in skyrocketing numbers of intoxicated gamblers. When servers and bartenders are overworked and stressed out, the first thing they sacrifice (unintentionally) is the judgment about whether or not someone should have another drink.

PLEASE push harder with Encore on this. They are lying to you, they are lying to the media, and they are continuing to lie to the people of Massachusetts. Robot bartenders are bad!!!

Thank you.
Tom Cox



TO: Chair Cathy Judd-Stein and Commissioners Cameron, O'Brien, Stebbins, Zuniga

FROM: John S. Ziemba, Ombudsman

CC: Karen Wells, Interim Executive Director

DATE: February 10, 2020

RE: Review of the Format of the Quarterly Reports Submitted by Licensees

The Commission has requested a review of the format of the quarterly reports licensees make to the Commission. A primary goal of this review is to determine an updated template for such reports. The issues to consider in developing a new template are more readily understandable now that Encore Boston Harbor has been operational for many months, joining MGM Springfield and Plainridge Park which have appeared before the Commission for numerous operations period presentations.¹

In order to develop a recommendation for the Commission on a template, staff met several times to discuss the format and goals of quarterly reports, met individually with Commissioners, and had discussions with each of the Commission's licensees. During these discussions, staff mentioned that although changes are likely, the current reports have provided the Commission and the public with extremely valuable information. These reports (see example in Attachment A) include information on gaming revenue, taxes, lottery sales, compliance, operating spend, employment, diversity, marketing and entertainment, and community impact. In addition to providing reports and statistics on the prior quarter, licensees also routinely provide information on current topics in these quarterly reports. The reports before the Commission provide a forum for Commissioners to efficiently ask direct questions of licensees on a broad array of issues and topics.

GOALS

During these conversations, many potential goals for improvement to the operations period reports were discussed including, but not limited to:

- a. a greater consistency of reporting data across all licensees;
- b. more precise information on achievement of diversity requirements;

¹ After numerous construction period quarterly reports to the Commission, Plainridge Park presented its first operations period quarterly report on November 19, 2015. MGM Springfield provided its first full operations period report on February 28, 2019, following its first full quarter of operations. Encore presented its first full operations period quarterly report on November 21, 2019, which included information on the third quarter of 2019 (July through September).



Massachusetts Gaming Commission

- c. clearer comparisons between current quarter statistics and historical statistics;
- d. clearer display of statistics versus relevant goals;
- e. more information showing the development impacts that are occurring in the gaming licensees' communities;
- f. continued focus not only on the prior quarter but also current period issues;
- g. refinement of reporting to help the Commission achieve its mission while reducing unnecessary regulatory burdens on staff and licensees;
- h. the use of quarterly reporting as a method to ensure compliance; and
- i. more definition differentiating information that is part of the presentation or PowerPoint versus information that is included in a companion report or other reports that are made to the Commission between meetings.

RECOMMENDATIONS

In an effort to achieve these goals, staff recommends the below changes to the quarterly reports. If the Commission approves of the general approach of this memorandum, staff would work with the Commission's licensees to finalize a revised draft template to be submitted to the Commission for its final review.

- a. The operational reports should be organized into a new template that is similar to the reports that were issued during the construction period. During the construction period, licensees provided two separate documents during quarterly reports, a PowerPoint presentation of major statistics, project progress, and current issues; and a companion report (see example in Attachment B) that included more detail regarding statistics and regulatory developments. Under this proposal, enhanced information (such as prior quarter statistics and detailed Lottery sales statistics (see c and d below)), would be included in the template report. Separately, each licensee would provide a presentation or PowerPoint that is designed to highlight material changes from prior quarters, to report major statistics that are of a recurring interest to the Commission and to the public, and to describe current issues or topics. Staff recommends that the current topics that have been included in the Plainridge Park presentations would be the default recommended content for the presentations or PowerPoints for all licensees for the near future. However, licensees would still need to include in their presentations items that have been required or requested of individual licensees. For example, MGM Springfield would continue to be required to report on the status of the construction of the residential units, the activation of the plaza, and efforts regarding the Armory. The presentations would also include non-recurrent items of emphasis

determined either by the Commission or by staff in consultation with licensees (see for example further detail in b below).

- b. The Commission and staff should develop a system to highlight compliance items in the presentations that may require further attention or that may otherwise be noteworthy (such as continued success in meeting requirements or significant improvement in specific areas). Currently, the operations reports have an enhanced focus on minors on the gaming floor. This was included initially by staff and the Commission as an area of focus in the opening days of Plainridge Park and has continued on in each of the Plainridge Park, MGM Springfield, and Encore Boston Harbor reports.² This compliance item may remain a focus item before the Commission for the foreseeable future. However, other compliance items may be added as an area of focus for the presentations. For example, as our research partners have a current need for timely submissions of survey data, for the near future, the Commission could require additional reporting on employee surveys. However, after the need is lessened, this item would no longer need to be part of a quarterly report.
- c. The new template report should include charts showing current statistics with greater reference to statistics from the prior quarter and to the goals underlying the particular statistics. Because such statistical displays may be unwieldy in a presentation or PowerPoint, it is recommended that this detail should primarily be in the template reports. Licensee presentations or PowerPoints should make reference to significant or material changes that would be of interest to the Commission and the public.
- d. More detailed lottery information should be included in the template reports. The reports should include Keno sales information showing both overall total sales and Keno only sales. Lottery information should also highlight licensee purchases of lottery products.
- e. In order to standardize information collected from our licensees, staff proposes that we work with the licenses to ensure consistent formats and charts for reporting of diversity, employment, vendor spend, as well as other related local commitments. This will aid MGC monitoring the compliance, comparing quarter to quarter progress as well as in collecting information for the MGC Annual Report, MGC Annual Diversity Impact Report on the collective impact of the industry to our Commonwealth. Staff recommends that a new template should show diversity by management level: (supervisors and above) and (managers and above). In addition to refinement of diversity reporting information, staff also recommends that vendor information should also be refined. For example, a

² Although licensees are not required to include such information in the quarterly report to the Commission, licensees are required to file a minors and underage persons report monthly with the IEB pursuant to 205 CMR 139.04(8) and 205 CMR 150.05.

revised template should show prior quarter biddable spend information, current quarter spend against goals, a clear description of the time table for data, and outreach efforts.

- f. Licensees should coordinate with their host community (and perhaps surrounding communities) to include enhanced community information such as the growth in hotel and restaurant local taxes. Because these particular statistics in any one quarter may not likely be demonstrative to larger growth trends, staff and licensees will continue to explore how to show such development potential. For example, staff will explore whether information from the Commission's research may be available prior to the publishing of final research documents. The hotel and restaurant information should be included in the template reports and may be included in the presentations.
- g. Staff and licensees should continue to work to determine how to achieve the goals of the financial reporting requirements included in the Commission's regulations.³ As each of the parent companies of the Commission's licensees are public companies with SEC public reporting responsibilities, Commission staff has access to significant financial information regarding these parent companies. However, each of the three licensed gaming facilities makes up a different proportion of the gaming portfolio of these parent companies. Therefore, financial information on the Massachusetts gaming facilities is treated with a different level of detail in each of the parent company public reports. Similarly, staff and licensees should continue to work on player card information pursuant to 205 CMR 139.05(6).
- h. The template reports should include quarterly information on capital spending at the gaming facilities as a method to demonstrate compliance with the Commission's capital expenditure requirements.⁴ The presentations should describe major planned and current capital projects at each gaming facility.
- i. Although we believe that the Commission would be in a better position to report on statistics regarding GameSense and other statewide responsible gaming efforts, licensees should be encouraged to include responsible gaming efforts and successes in their quarterly presentations.

³ Specifically, staff recommends that staff continue to work with licensees regarding the requirements specified under 205 CMR 139.04(11),(12), 139.06 and 139.09

⁴ See 205 CMR 139.04(12), 139.06(1), 139.09 and M.G.L. c. 23K, § 21(a)(4)



ATTACHMENT A



Massachusetts Gaming Commission

101 Federal Street, 12th Floor, Boston, Massachusetts 02110 | TEL 617.979.8400 | FAX 617.725.0258 | www.massgaming.com



Report to the Massachusetts Gaming Commission Q3 2019



PLAINRIDGE PARK
YOUR HOMETOWN CASINO

Gaming Revenue & Taxes



	Net Slot Revenue	State Taxes	Race Horse Taxes	Total Taxes	
2018	1st	\$42,196,904	\$16,878,761	\$3,797,722	\$20,676,483
	2nd	\$44,075,466	\$17,630,187	\$3,966,791	\$21,596,978
	3rd	\$44,849,341	\$17,939,737	\$4,036,441	\$21,976,177
	4th	\$40,467,919	\$16,187,167	\$3,642,113	\$19,829,280
	Total	\$171,589,630	\$68,635,852	\$15,443,067	\$84,078,918
2019	1st	\$40,910,743	\$16,364,297	\$3,681,967	\$20,046,264
	2nd	\$42,447,535	\$16,979,014	\$3,820,278	\$20,799,292
	3rd	\$36,159,250	\$14,463,700	\$3,254,328	\$17,718,028
	4th				
	Total	\$119,517,528	\$47,807,011	\$10,756,573	\$58,563,584

Lottery Sales



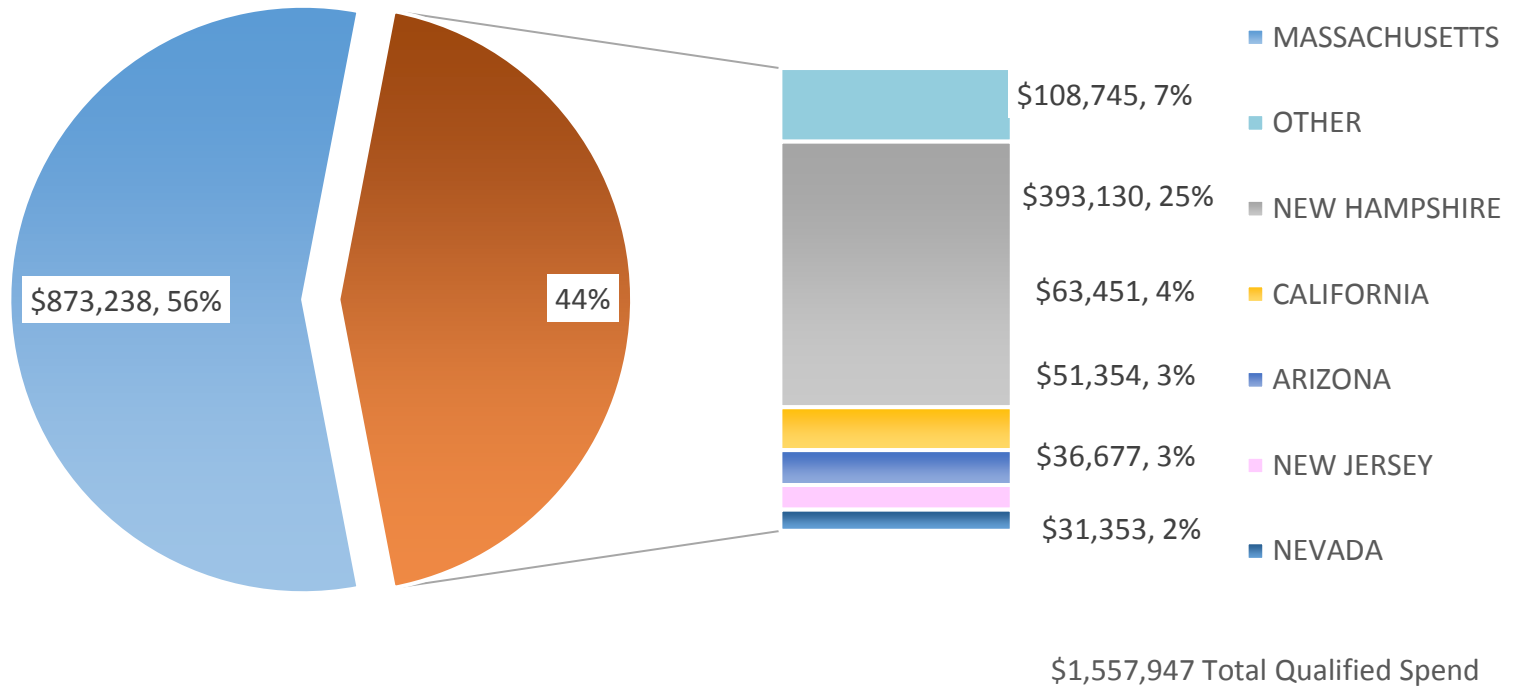
Quarter	2018	2019	\$ Difference	% Difference
1st	\$894,938	\$868,238	(\$26,700)	-2.98%
2nd	\$934,290	\$885,603	(\$48,687)	-5.21%
3rd	\$937,875	\$856,790	(\$81,085)	-8.65%
4th	\$867,419			
Total	\$3,634,522			

- PPC currently has five instant ticket machines and four online terminals
- Prior to the Casino opening the Property had one instant ticket machine and two online machines

Spend by State



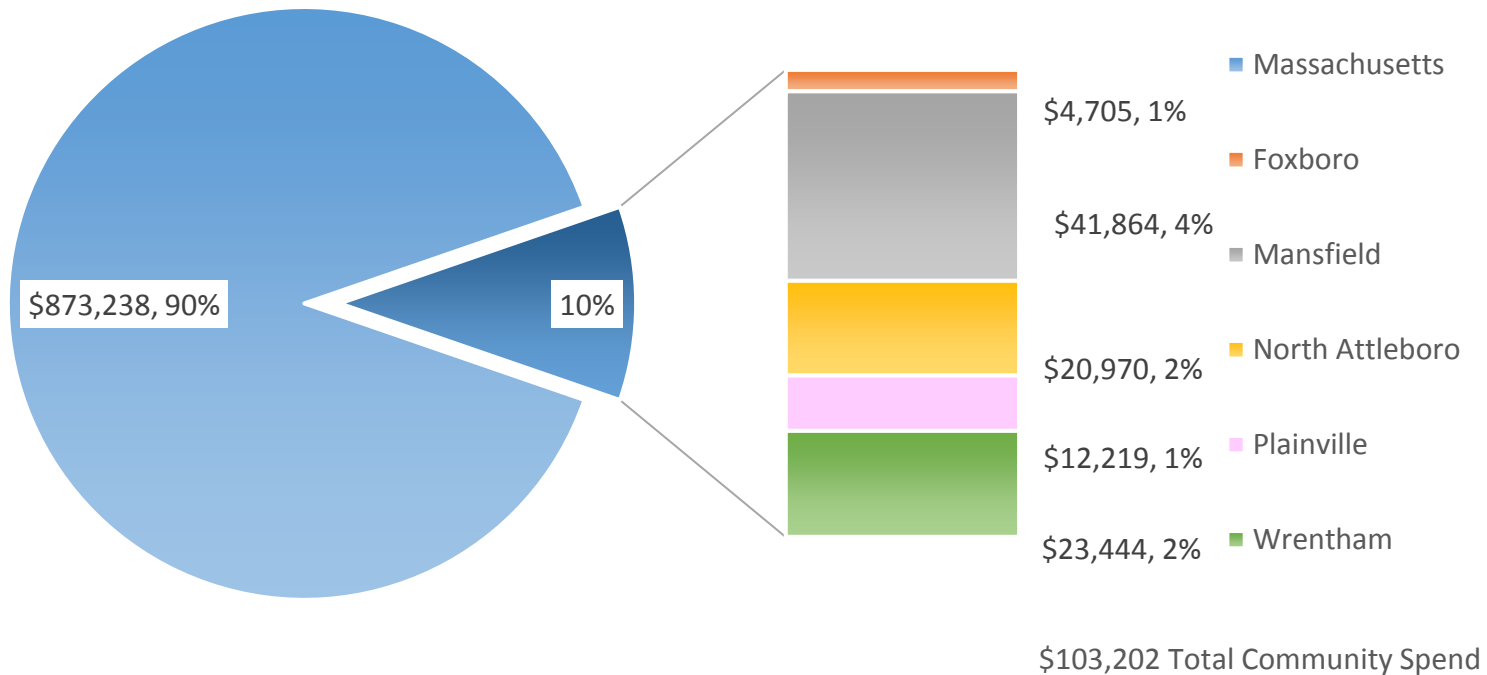
Q3 2019 Total Qualified Spend By State



Local Spend



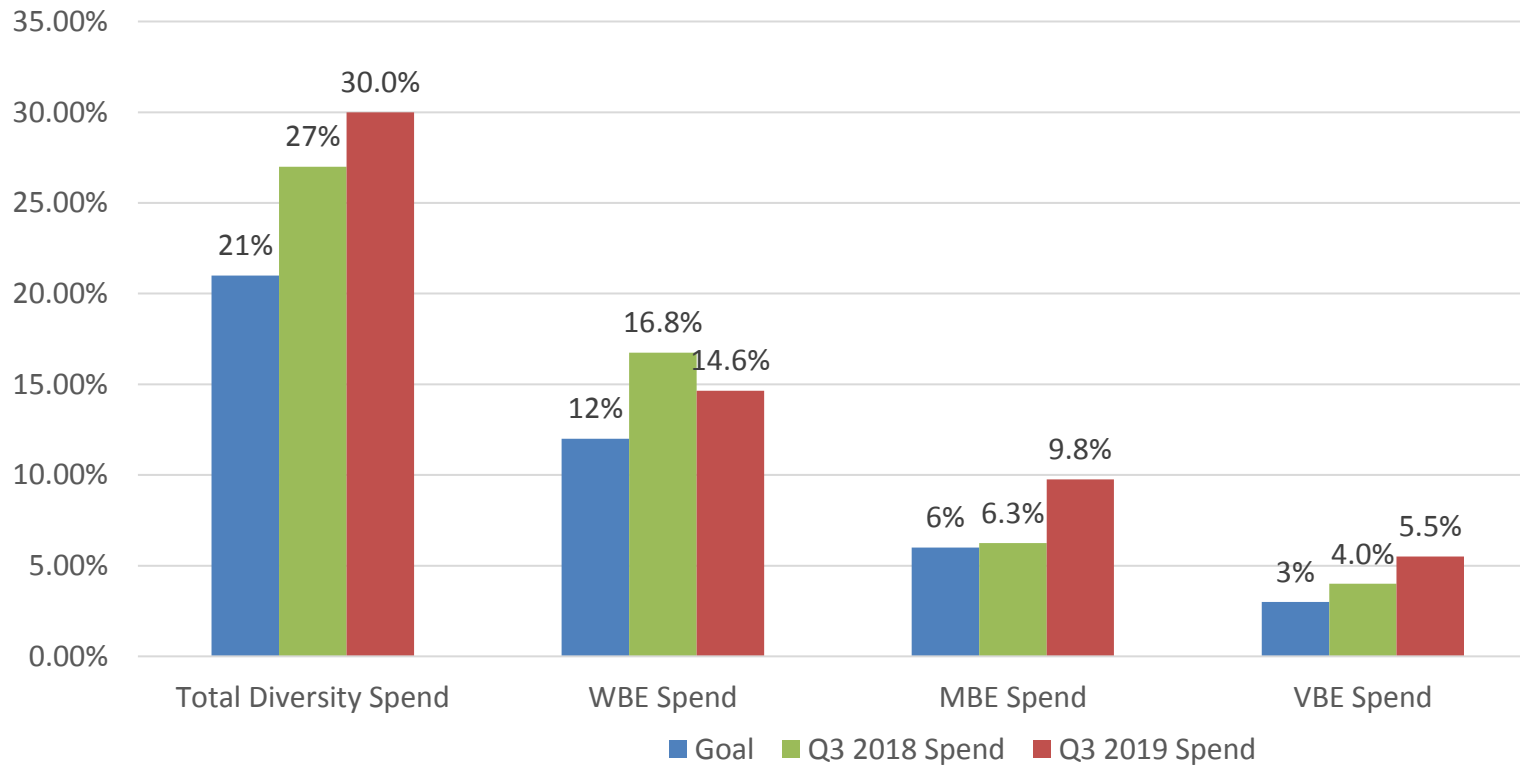
Q3 2019 Massachusetts vs Host & Surrounding Community Qualified Spend



Vendor Diversity



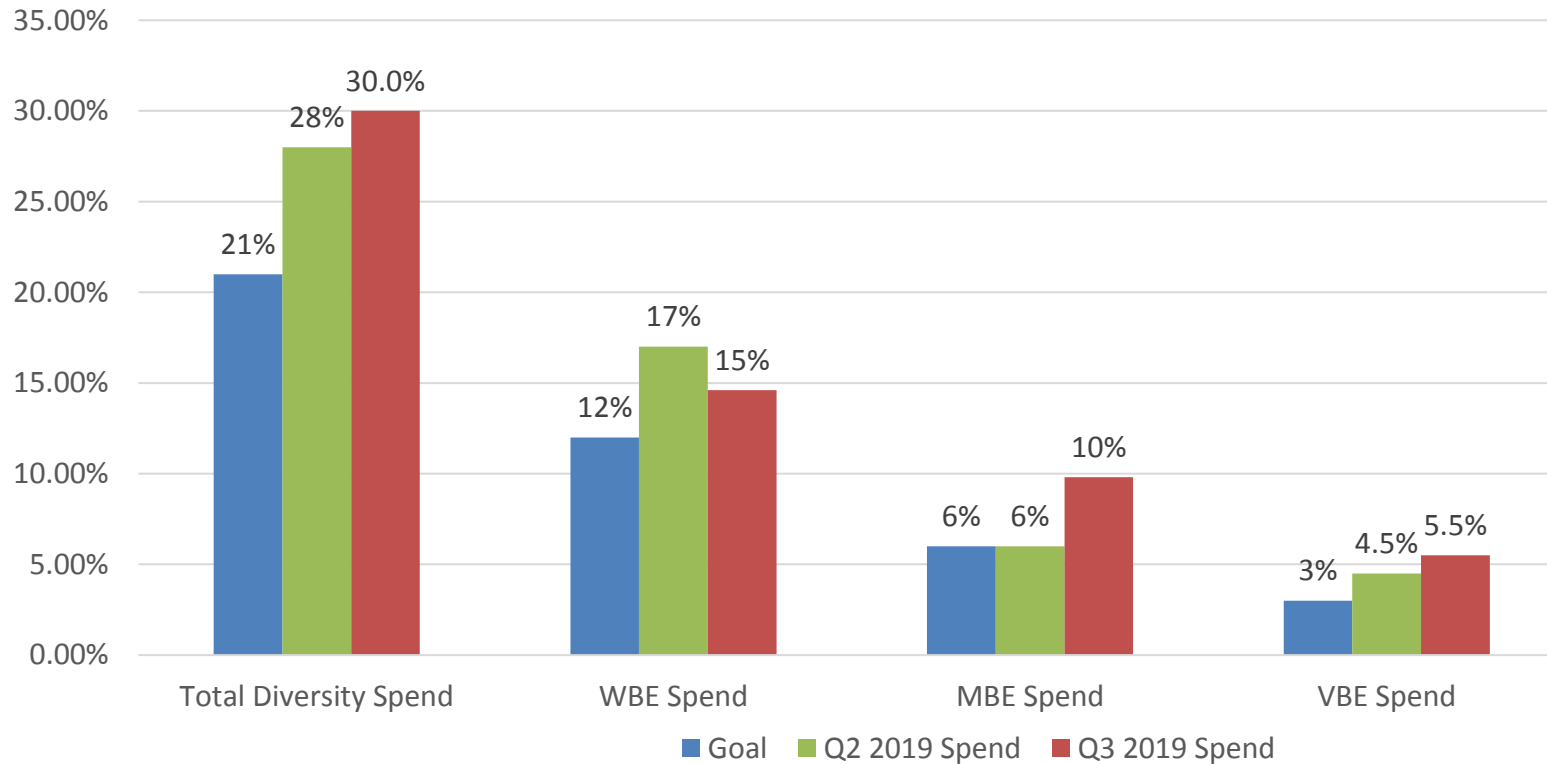
Q3 2018 vs. Q3 2019



Vendor Diversity



Q2 2019 vs. Q3 2019



Employment



As of September 30, 2019:

	Employees	Full-Time	Part-Time	Seasonal
Total	454	301	143	10
% of Total	100%	66%	32%	2%

	Employees	Goals
Diversity	27%	15%
Veterans	4%	2%
Massachusetts	60%	65%
Local	33%	35%
Male/Female	51%/49%	50%/50%

Compliance



Month	Number of Patron ID Checks	Prevented from Entering Gaming Establishment			Expired, Invalid, No ID	Fake ID	Minors and Underage Escorted from the Gaming Area	Minors and Underage Gambling at Slot Machines	Minors and Underage Consuming Alcoholic Beverages
		Total	Minors ¹	Underage ²					
July	5,566	184	16	44	124	0	1	1	0
August	6,036	144	21	38	85	0	0	0	0
September	5,159	118	8	14	96	0	0	0	0
Total	16,761	446	45	96	305	0	0	1	0

¹ Person is under 18 years of age

² Person is 18-21 years of age

Compliance



2019 Traffic Monitoring Program

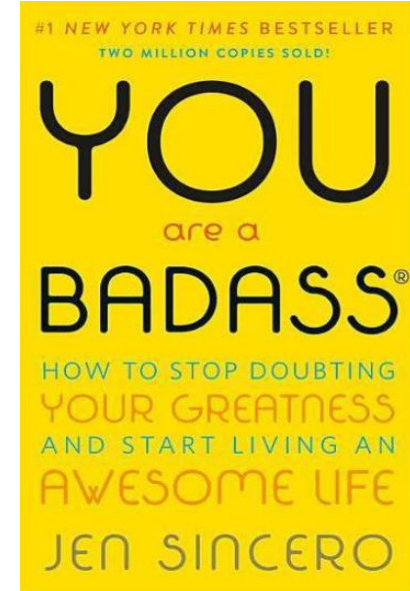
- Completed the MassDOT Traffic Monitoring Program Report
- Concluded that impact has been relatively minor



Women Leading at Penn



- October: Summer Book Review of You are a Badass
- Program Update:
 - 8 of 16 women from inaugural 2018 class have been promoted or are in more complex roles at PPC
 - 1 transferred to a larger property in October 2019
 - 14 women in current group
- Upcoming topic for Q4 is “Navigating the Workforce”



UP YOUR CONFIDENCE

Just do it. If you desire to do something, there is a part of you deep down that knows you're capable or else you wouldn't waste your time thinking about it. Don't wait until you're confident—that's like waiting until you lose the extra five pounds before you'll let yourself go on vacation—just do it. The more you push yourself to do the things you're scared to do, the stronger your confidence muscle will become.



Local Community



- American Cancer Society (Relay for Life)
- Friends of the North Attleboro Animal Shelter
- FUN! Entertainment
- Plainville Permanent Firefighters
- Taste of Tri-County-Mansfield



PET DONATIONS FOR FREE SLOTPLAY

NATIONAL PET DAY
THURSDAY, APRIL 11
★ 11AM - 5PM ★

DONATE NEW AND UNUSED PET SUPPLIES AND RECEIVE A U-SPIN BONUS VALUED BETWEEN \$10 - \$1,000 FREE SLOTPLAY®

ALL DONATIONS TO BENEFIT A LOCAL ANIMAL SHELTER

Please drop off your donations outside the host office near the elevator entrance.

Must present a valid receipt showing at least \$5 in purchase. A complete list of acceptable donations can be found at plainridgeparkcasino.com.

IF YOU GAMBLE, USE YOUR GameSense. VISIT GAMESENSEMA.COM • Must be 21 to enter the gaming floor. Valid ID required.

THIS BOX SUPPORTS



DONATE YOUR TITO TICKET AND/OR CASH INTO THIS BOX TO HELP RELAY FOR LIFE END THE FIGHT AGAINST CANCER. EVERY PENNY COUNTS!

YOU HAVE DONATED \$3,626.19 SO FAR!

ON BEHALF OF PLAINRIDGE PARK CASINO AND RELAY FOR LIFE - AMERICAN CANCER SOCIETY

THANK YOU FOR YOUR DONATION!

IF YOU GAMBLE, USE YOUR GameSense. VISIT GAMESENSEMA.COM • Must be 21 to enter the gaming floor. Valid ID required.

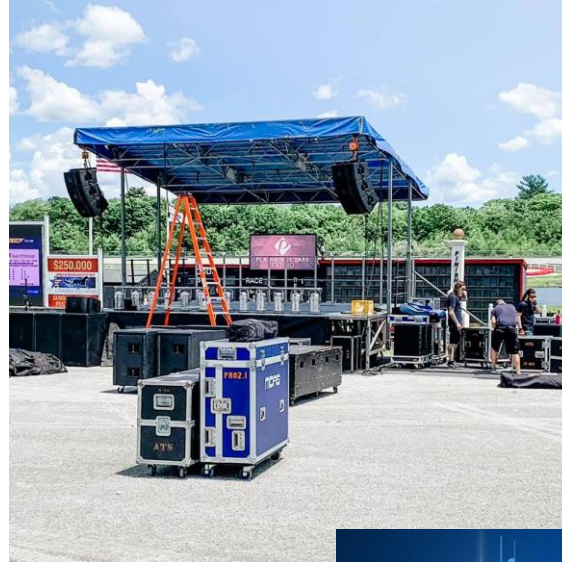


Q3 Sponsorships



- Wrentham Outlets
- TPC
- Fenway Concert Series
- Beasley Media Group

WRENTHAM VILLAGE
PREMIUM OUTLETS
A SIMON CENTER



Boston



Marketing Highlights



- mycash to Free Slotplay Conversion
- mychoice mysummer
- Responsible Gaming Education Week



**mychoice[®]
mysummer**



WIN A MERCEDES-BENZ[®]!


Earn entries by swiping your mychoice[®] card daily at any promotional kiosk Monday, July 1 - Saturday, August 24.

SATURDAY, JULY 20 | 6PM - 10PM
5 winners every hour will have their chance at a seat in the grand prize drawing on August 24 or up to \$1,000 Free SlotPlay^{®1}


SATURDAY, AUGUST 24 | 10PM
15 total finalists have their chance at a
**MERCEDES-BENZ SLC 300
OR \$30,000 CASH!**

EARN 10X ENTRIES ON TUESDAYS AND THURSDAYS

IF YOU GAMBLE, USE YOUR GameSense[™] RESPONSIBLY. GAMESENSE[™] MUST BE ON OR USED TO ENTER THE GAMING FLOOR. *MUST BE 21 OR OVER.



You Can Now
Use Your
mycash[®] for
FREE SLOTPLAY.[®]



mychoice

IF YOU GAMBLE, USE YOUR GameSense[™] RESPONSIBLY. VISIT GAMESENSE.COM
MUST BE 21 OR OLDER TO ENTER THE GAMING FLOOR. *MUST BE 21 OR OLDER.



Camelot Enterprises



- VBE located in Stoughton, MA
- Opened in 1987
- Specializes in Uniforms, Apparel, Embroidery, Promotions, Awards, Trophies, and much more
- PPC vendor since January 2018
- Heavily involved in employee-related gifts



Polo



Fleece



Reusable Bag



Cooler



RG Watch



Chef Coat

ATTACHMENT B



MGM SPRINGFIELD

QUARTERLY STATUS REPORT #12

Monitoring of Project Construction and
Licensee Requirements
205 CMR 135

For the Period:
October–December 2017



QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

TABLE OF CONTENTS

TABLE OF CONTENTS 1

LIST OF APPENDICES 1

1 PROJECT SCHEDULE..... 2

1a CURRENT SCHEDULE 2

1b PROJECT SCHEDULE CHANGES 2

2 CONSTRUCTION PHASE DIVERSITY PROGRAM FOR EQUAL OPPORTUNITY 3

2a DIVERSITY SUMMARY 3

2b COMMITMENTS 4

2c WORKFORCE STATISTICS 5

3 COST OF CONSTRUCTION / CAPITALIZATION OF GAMING LICENSEE..... 6

4 DESIGN & CONSTRUCTION CONTRACTS..... 7

5 STATUS OF WORK COMPLETED / PROGRESS PHOTOGRAPHS..... 9

5a STATUS OF WORK COMPLETED 9

5b PROGRESS PHOTOGRAPHS 11

6 PERMITS 13

7 ORGANIZED LABOR LETTER 18

8 OPERATIONAL PHASE DIVERSITY PROGRAM FOR EQUAL OPPORTUNITY 19

LIST OF APPENDICES

LEVEL 1 AND LEVEL 2 PROJECT SCHEDULES – DATA DATE DECEMBER 31, 2017..... APPENDIX A

PRESENTATION OF DIVERSITY STATISTICS AS OF DECEMBER 31, 2017..... APPENDIX B

CONSTRUCTION WORKFORCE STATISTICS AS OF DECEMBER 31, 2017.....APPENDIX C

LETTER REGARDING COST OF CONSTRUCTION & CAPITALIZATION OF GAMING LICENSEE.... APPENDIX D

CONSTRUCTION SITE PROGRESS IMAGES AS OF DECEMBER 31, 2017.....APPENDIX E



QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

135.02.2 The commission shall, in accordance with M.G.L. c. 23K, §§ 10 and 11 approve for each gaming licensee, a project schedule for the gaming licensee's capital investment in its gaming establishment and related infrastructure which includes:

(a) all major stages of design and construction; including all permitting and approvals, design deliverables, site preparation, foundation, structure, plumbing, electrical, mechanical, exterior finish and fenestration, long lead items, insulation, interior finish and furnishings and landscaping, building commissioning and commissioning of gaming equipment and information technology systems.

(b) For a Category 1 gaming establishment, a timeline for commencement of the final stage of construction pursuant to M.G.L. c. 23K, § 10(a); and

(c) a timeline for the stage of construction at which the gaming licensee shall be approved to open for business or operate a slot machine pursuant to M.G.L. c. 23K, §§10(c) and 11(a).

135.02.4 If unforeseen and/or changed circumstances necessitate a change to a project schedule approved pursuant to 205 CMR 135.02(2) which will impact the completion date or requires a major change in the method or progress of construction, the gaming licensee may submit to the commission for its approval a revised project schedule, with a detailed statement of the unforeseen changed circumstances which justify the revised project schedule. If the commission approves such revised project schedule, it shall substitute and supersede the previously approved project schedule.

1 PROJECT SCHEDULE

1a CURRENT SCHEDULE

On August 6, 2015, the Massachusetts Gaming Commission approved a revised opening date of thirty (30) days following a construction completion date of either August 6, 2018 or the date on which the I-91 Viaduct Project achieves Full and Beneficial Use (as defined in MassDOT project documents), whichever occurs later. MGM submitted a final project schedule for consideration on November 6, 2015. In accordance with our commitment to providing monthly schedule updates, schedule updates were provided to MGC's representative on November 6, December 6, 2017 and January 8, 2018 (data date December 31). The January 8th update is included in this document as Appendix A.

1b PROJECT SCHEDULE CHANGES

There are no changes to report that would alter MGM's opening date.

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

135.02.3 Within the time frame provided in the award of the gaming license, the licensee shall provide to the commission for commission approval an affirmative action program of equal opportunity whereby the licensee establishes specific goals for the utilization of minorities, women and veterans on construction jobs and for contracting with minority, women or veteran owned businesses during either design or construction; provided, however that such goals shall be equal to or greater than the goals contained in Executive Office of Administration and Finance Administrative Bulletin Number 14.

135.02.5c To ensure adherence to the project schedule approved pursuant to 205 CMR 135.02(2) or (4), the gaming licensee shall submit to the commission in a media, format and level of detail acceptable to the commission, quarterly a status report including:

(e) a detailed statistical report pursuant to M.G.L. c. 23K, §21(a)(23) on the number, gender and race, and veteran status of individuals by job classifications hired to perform labor as part of the construction of the gaming establishment and related infrastructure, and a comparison of this report with the goals established by the gaming licensee and commission pursuant to M.G.L. c. 23K, §21(a)(22). In the event the licensee’s hiring of the aforementioned entities does not comply with the goals established the licensee shall submit within 20 days of a request by the commission a response as to why the goals have not been achieved, identify any good faith efforts that have been undertaken to achieve those goals and provide a plan to bring the dollar amount contracted and spent into compliance with the goals.

(f) a report describing the number of contracts, total dollar amounts contracted with and actually paid to minority business enterprises, women business enterprises and veteran business enterprises for design and construction of the gaming establishment and related infrastructure, and the total number and value of all subcontracts awarded to a minority, women and veteran owned business, and a comparison of these reports with the goals established by the gaming licensee and commission pursuant to M.G.L. c. 23K, §21(a)(21). In the event the licensee’s hiring of the aforementioned entities does not comply with the goals established the licensee shall submit within 20 days of a request by the commission a response as to why the goals have not been achieved, identify any good faith efforts that have been undertaken to achieve those goals and provide a plan to bring the dollar amount contracted and spent into compliance with the goals.

2 CONSTRUCTION PHASE DIVERSITY PROGRAM FOR EQUAL OPPORTUNITY

2a DIVERSITY SUMMARY

The following is a snapshot of Construction and Design Diversity Commitments through December 31:

GROUP	PROJECT GOALS	COMMITMENTS	VARIANCE	COMPANY COUNT	VALUE
WBE	10.00%	21.1%	11.1%	77	\$108.51M
MBE	5.00%	7.7%	2.7%	42	\$39.36M
VBE	2.00%	6.3%	4.3%	24	\$32.35M

Notes:

1. Total Commitments through December 31, 2017 are \$513.2M
 2. Figures have been updated since presenting to the Access and Opportunity Committee on January 9, 2018.
 3. Includes companies that are certified with the following agencies:
 - MBE - Massachusetts Supplier Diversity Office or Greater New England Minority Supplier Development Council.
 - WBE - Massachusetts Supplier Diversity Office or Women’s Business Enterprise National Council.
 - VBE - United States Department of Veteran Affairs or Massachusetts Gaming Commission.
- WBE = Woman-owned Business Enterprise; MBE=Minority-owned Business Enterprise; VBE=Veteran-owned Business Enterprise.



QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

The following is a snapshot of Construction and Design Diversity Payments through December 31:

GROUP	PROJECT GOALS	PAYMENTS	VARIANCE	COMPANY COUNT	VALUE
WBE	10.00%	18.7%	8.7%	66	\$65.3M
MBE	5.00%	6.9%	1.9%	38	\$24.2M
VBE	2.00%	6.7%	4.7%	22	\$23.3 M

Notes:

1. Total Payments through December 31, 2017 are \$349.0M. Total payment is inclusive of \$62.4M in plan approved exemptions.
 2. Figures have been updated since presenting to the Access and Opportunity Committee on January 9, 2018.
 3. Includes companies that are certified with the following agencies:
 - MBE - Massachusetts Supplier Diversity Office or Greater New England Minority Supplier Development Council.
 - WBE - Massachusetts Supplier Diversity Office or Women's Business Enterprise National Council.
 - VBE - United States Department of Veteran Affairs or Massachusetts Gaming Commission.
- WBE = Woman-owned Business Enterprise; MBE=Minority-owned Business Enterprise; VBE=Veteran-owned Business Enterprise.

A presentation of the most recent statistics for the fourth quarter of 2017 is included as [Appendix B](#).

2b COMMITMENTS

Design and Consulting Commitments

The following is a snapshot of Design and Consulting Diversity Commitments through December 31:

GROUP	PROJECT GOALS	COMMITMENTS	CONSULTANT COUNT	VALUE
Women	10.00%	16.5%	20	\$7.54M
Minority	5.00%	13.5%	17	\$6.14M
Veteran	2.00%	6.6%	3	\$2.99M

Notes:

1. Total Commitments through December 31, 2017 are \$45.6M
 2. Includes companies that are certified with the following agencies:
 - MBE - Massachusetts Supplier Diversity Office or Greater New England Minority Supplier Development Council.
 - WBE - Massachusetts Supplier Diversity Office or Women's Business Enterprise National Council.
 - VBE - United States Department of Veteran Affairs or Massachusetts Gaming Commission.
- WBE = Woman-owned Business Enterprise; MBE=Minority-owned Business Enterprise; VBE=Veteran-owned Business Enterprise.

A listing of design and consulting companies included in the totals above is included in [Appendix B](#).



QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

Construction Commitments

The following is a snapshot of Construction Diversity Commitments through December 31:

GROUP	PROJECT GOALS	COMMITMENTS	COMPANY COUNT	VALUE
Women	10.0%	21.6%	57	\$100.96M
Minority	5.0%	7.1%	25	\$33.22M
Veteran ⁽³⁾	2.0%	6.3%	21	\$29.36M

Notes:

- Total Commitments through December 31, 2017 are \$467.6M
 - Figures have been updated since presenting to the Access and Opportunity Committee on January 9, 2018.
 - Includes companies that are certified with the following agencies:
 - MBE - Massachusetts Supplier Diversity Office or Greater New England Minority Supplier Development Council.
 - WBE - Massachusetts Supplier Diversity Office or Women’s Business Enterprise National Council.
 - VBE - United States Department of Veteran Affairs or Massachusetts Gaming Commission.
- WBE = Woman-owned Business Enterprise; MBE=Minority-owned Business Enterprise; VBE=Veteran-owned Business Enterprise.

A listing of construction companies included in the totals above is included in [Appendix B](#).

2c WORKFORCE STATISTICS

Subcontractors have been submitting workforce tracking forms after each pay period. The most recent available results have been tallied and are included as [Appendix C](#).

Summary workforce statistics for the total Project as of December 31 are as follows:

GROUP	PROJECT GOALS	PROJECT TO DATE %
Women	6.90%	8.87%
Minority	15.30%	21.74%
Veteran	8.00%	10.10%

Notes:

- Statistics include all workforce reports that were received by MGM as of December 31, 2017.

Detailed workforce statistics for the reporting period are included in [Appendix C](#).



QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

135.02.5a To ensure adherence to the project schedule approved pursuant to 205 CMR 135.02(2) or (4), the gaming licensee shall submit to the commission in a media, format and level of detail acceptable to the commission, quarterly a status report including:

(a) the total estimated cost of construction of the project and related infrastructure improvements, including a sworn certification regarding costs incurred pursuant to 205 CMR 122.03: Costs Included in the Calculation of Capital Investment, and separately identifying detailed costs for design, land acquisition, site preparation and construction and off-site improvements

(b) a sworn certification regarding the capitalization of the gaming licensee, sufficient for the commission to determine, pursuant to M.G.L. c. 23K §10(e) or 11(c), that the gaming licensee has adequate funds to complete the gaming establishment and related infrastructure improvements.

3 COST OF CONSTRUCTION / CAPITALIZATION OF GAMING LICENSEE

Pursuant to 205 CMR 135.02.5(a) and (b), please see [Appendix D](#) for a certification regarding (a) the total estimated cost of construction of the project and related infrastructure improvements, and (b) the capitalization of MGM Springfield.

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

135.02.5c To ensure adherence to the project schedule approved pursuant to 205 CMR 135.02(2) or (4), the gaming licensee shall submit to the commission in a media, format and level of detail acceptable to the commission, quarterly a status report including:

(c) a copy of all design and construction contracts executed within the prior quarter by the gaming licensee to design and construct the gaming establishment and related infrastructure improvements

4 DESIGN & CONSTRUCTION CONTRACTS

The following contracts were executed in the fourth quarter of 2017:

COMPANY	CONTRACT	MGC STATUS
1. Hi-Rise Graphics, Inc.	Letter of Authorization for Interior Signage	Registrant
2. Brunswick Bowling Products	Base Agreement for Equipment, Software and Installation of 10 Bowling Lanes	Registrant
3. Sign Design, Inc.	Letter of Authorization for Interior Signage	Registrant
4. Gable Signs & Graphics, Inc.	Letter of Authorization for Exterior Signage	Registrant
5. SOEP Painting	Tishman Letter of Authorization for Polished and Stencil Concrete	Subcontractor to Tishman
6. The Pappas Company	Tishman Letter of Authorization for Nanawall Doors	Subcontractor to Tishman
7. Chandler Architectural	Tishman Letter of Authorization for Interior Aluminum Framing and Glazing	Subcontractor to Tishman
8. Northeast Contractors	Tishman Letter of Authorization for Landscaping/Hardscaping and Roof Plaza	Subcontractor to Tishman
9. JKR Partners	Letter of Authorization for Cinema Interior Architecture & Design	REGISTRANT
10. Mastercraft Floor Covering, Inc.	Tishman Letter of Authorization for Vinyl and Carpet	Subcontractor to Tishman
11. Jantile Boston, LLC	Tishman Letter of Authorization for Hotel Tile, Stone, Vinyl and Carpet	Subcontractor to Tishman
12. Mortensen Woodwork, Inc.	Tishman Letter of Authorization for Architectural Woodwork	Subcontractor to Tishman
13. Legere Group, Ltd.	Tishman Letter of Authorization for Architectural Woodwork	Subcontractor to Tishman

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

14. Dagle Electrical Construction Corp.	Letter of Authorization for Offsite Intelligent Transportation	Registrant
15. Mirmil Products	Tishman Letter of Authorization for Architectural Woodwork	Subcontractor to Tishman
16. NE Deck and Floors Inc.	Tishman Letter of Authorization for Epoxy Flooring and Flush Cove Base	Subcontractor to Tishman

Copies of executed agreements are available to the Massachusetts Gaming Commission's Representative for review.

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

135.02.5d To ensure adherence to the project schedule approved pursuant to 205 CMR 135.02(2) or (4), the gaming licensee shall submit to the commission in a media, format and level of detail acceptable to the commission, quarterly a status report including:

(d) a status report reflecting the progress of construction and certifying compliance with the approved project schedule for major stages of construction. In the event that the progress of construction does not comply with the project schedule approved pursuant to 205 CMR 135.02, the licensee shall submit a detailed plan to bring the progress of construction into compliance with the approved project schedule or submit a request for a revised project schedule pursuant to 205 CMR 135.02(4)

5 STATUS OF WORK COMPLETED / PROGRESS PHOTOGRAPHS

5a STATUS OF WORK COMPLETED

The following onsite activities took place in the fourth quarter of 2017:

Construction Progress

- **Parking Garage:** The Temporary Certificate of Occupancy was received and the garage is in use for craft labor parking.
- **Hotel:** Interior fit-out is ongoing. Exterior façade installation is ongoing, and preparation for storefront installation is underway. The man and material hoist was removed, and elevators are operational for construction use. Window installation is complete on all levels with the exception of staging support areas.
- **Podium:** Interior fit-out is ongoing. Exterior façade installation is underway as well as fixed window installation. Preparation for storefront installation is underway.
- **95 State Street:** The Temporary Certificate of Occupancy was received for all levels on December 21. Move-ins will begin in early January.
- **Armory:** Ongoing work includes exterior masonry repairs and interior demolition.
- **Church, Plaza, Dave's Retail Corner, Central Electric Facility (CEF):** No work this period.
- **Entertainment Block:** Interior fit out, exterior façade work and fixed window installation are underway.
- **Utility Work on Surrounding Streets:**
 - Union Street traffic signs and posts, and brick sidewalk work is underway. The Street is now open, and paving of driveway from the parking garage to street, reconstruction of sidewalks, curbing, wheelchair curb ramps, signal conduits, and foundations is complete.
 - Bliss Street reclamation work to prepare new roadway, grading and paving are complete. Curbing and sidewalk prep is complete.
 - Work to repair and replace portions of water main piping at East Columbus Avenue took place.
 - Howard Street drain line installation to the catch basin on Main Street took place.
- **Early Childhood Center:** Foundation work was completed and building framing is underway.
- **Offsite Traffic:** Work continues on several intersections in Springfield per agreements made as a part of community commitments. Reconstruction of sidewalks and curbing, along with installation of wheelchair curb ramps, signal conduits, foundations and pull boxes took place or is currently underway at 20 locations. Work began in West Springfield on the ITS (Intelligent Transportation System) installation at five intersections on the opposite side of the River.



QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

Design Progress

- Deltas 8 and 9 to the Podium Core and Shell permit set were issued.
- Deltas 5 and 6 to the Podium Fit Out package were issued.
- Delta 4 to the Hotel Fit Out package was issued.
- The Armory Fit-Out package was issued for Permit, and Deltas 1, 2 and 3 to the Armory partial demolition package were issued.
- The French Church/Kringle Retrofit package was issued.

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

5b PROGRESS PHOTOGRAPHS

A set of construction site progress photographs as of December 31, 2017 is included in this document as Appendix E. Aerial comparisons showing progress over the past year are included below.



One Year Ago – December 16, 2016 View from River looking Northeast



December 19, 2017

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017



One Year Ago – December 16, 2016 View from Main Street looking West



December 19, 2017

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

135.02.6 The licensee shall have a continuing obligation, pursuant to 205 CMR 120.01(2) to timely provide to the commission an updated permits chart and all documents and information listed in 205 CMR 120.01: Permitting Requirements, as well as any updates to the MEPA process such that the commission is continuously apprised of all material developments with respect to all permits and approvals required for the gaming establishment. Pursuant to 205 CMR 120.01(1)(h) the licensee shall provide to the commission copies of any appeal within 20 days of filing, whether to a municipal or state entity or for judicial review, filed with respect to any permit of approval listed in 205 CMR 120.01(1) along with a copy of the docket sheet and each decision on any appeal.

6 PERMITS

The following is the status of required permits and approvals, including local permits issued in the Fourth Quarter of 2017:

AGENCY OR GOVERNING LEGAL AUTHORITY	PERMIT, REVIEW, OR APPLICATION	DATE APPLICATION SUBMITTED OR ESTIMATED ANTICIPATED APPLICATION DATE
FEDERAL		
1. US Environmental Protection Agency (EPA)	USEPA Construction General Permit	Permit received 2/23/15: USEPA MAR120000
	NPDES General Permit	Permit for Main St. and East Columbus Ave. received 3/9/15: MAR12B410
	NPDES Remediation General Permit (RGP)	Based on foundation design, no permit is expected to be required.
2. Federal Aviation Administration	Determination of No Hazard to Air Navigation	Approval letters received April 13, 2016: 2016-ANE-471-OE for Hotel/Casino 2016-ANE-471-OE for Parking Garage
		Approval letters received July 14, 2016 for Tower Crane and Liebherr 1250 Crawler Crane
	Form 7460-2: Notice of Actual Construction or Alteration	To be e-filed for Hotel/Casino and Parking Garage within 5 days after the construction reaches its greatest height.
STATE		
1. Massachusetts Gaming Commission	Gaming License	Received 11/7/14
	Findings issued pursuant to M.G.L. ch. 30 sec. 61	Section 61 Findings issued by MGC on Dec. 17, 2015.
	Site Plan Approval	Final Design/Site Plan approved by unanimous vote at meeting on May 12, 2016.

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

2. Executive Office of Energy and Environmental Affairs	Massachusetts Environmental Policy Act (MEPA) Review	Certificate on Final Environmental Impact Report Received 12/31/14 (EEA 15033); Certificate on Notice of Project Change (NPC) finding no Supplement Environmental Impact Report required issued 11/25/15.
3. Massachusetts Department of Environmental Protection (MA DEP)	Underground Injection Control (UIC) BRP WS-06	To be filed at project completion
	Construction Dewatering Permit	Based on foundation design, no permit is required as groundwater can be managed internal to the site boundary. A permit will be pursued if any deeper excavation is required.
4. Massachusetts Historical Commission (MHC)	Review of project relative to potential effects of State Register historic/ archeological resources	Final Memorandum of Agreement Approved by MGC on December 17, 2015 and Signed by MHC on December 18, 2015.
5. Massachusetts Department of Transportation (MassDOT)	Findings pursuant to M.G.L. c. 30, sec. 61	Section 61 Findings issued by MassDOT on March 28, 2016.
	Category III Application for Permit to Access State Highway – Package 1 of 2	Highway Access Permit #2-2016-0079 granted on 11/9/16 for construction of multimodal roadway and traffic control improvements for all work affecting the State's infrastructure.
	Category III Application for Permit to Access State Highway – Package 2 of 2	Highway Access Permit #2-2017-086 was granted on 11/16/17 for construction of ITS enhancements and roadway lighting mitigation affecting the State's infrastructure.
6. Massachusetts Dept. of Housing & Community Development	Chapter 121A Designation as an Urban Redevelopment Project	Approval letter received 12/31/14
7. Massachusetts Department of Public Safety	New Elevator Construction Permit	New installation of direct hydraulic freight elevators at 1200 Main St., 2/6/17: ELV17-0331 and ELV17-0328
		New installation of direct hydraulic freight elevators at 1200 Main Street, 2/28/17: ELV17-0493 and ELV17-0494.
		New installation of traction passenger elevators at 1200 Main Street-Parking Garage, 3/20/17: ELEV17-0644, ELEV17-0645, ELEV17-0646, ELEV17-0648, ELEV17-0649, ELEV17-0650, ELEV17-0606, ELEV17-0607.
	Certificate For Use of Man/Material Hoist	Certificate to Use Elevator, 95 State Street, 10/17/17: INS-127597
		Certificate for Use of Elevator, 1441 Main Street, 3/21/17: INS-088733 and INS088738

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

Massachusetts Department of Public Safety, Continued	Storage Permit	Not required per 527 CMR 9.00. No fuel tanks in excess of 10,000 gallons are expected to be included in the project.
8. Commonwealth of Massachusetts Division of Professional Licensure	Certificate for Use of Elevator	Permit to Use Elevator at 95 State Street, 9/12/17: <i>INS-146454</i>
		Certificate for use of elevator; 95 State Street, 12/27/17: ID# 281-P-672; Ins# <i>INS-175035</i>
9. Commonwealth of Massachusetts-Dept. of Fire Services-Office of State Fire Marshall	Storage Tank Removal Permit	None this reporting period.
10. Massachusetts Division of Fisheries and Wildlife	Natural Heritage and Endangered Species Prog.	Filing exemption for Memorial Bridge improvements received on 6/21/16.
LOCAL PERMITS AND APPROVALS UPDATE FOR OCTOBER-DECEMBER, 2017		
1. City of Springfield Department of Public Works Division	Approval Letter	Revised Drainage/MGM Off Site Traffic Mitigation Plans, 10/6/17: <i>Approval Letter Dated 10/6/17</i>
	General Roadway Excavation – Trenching	Installation of granite curbing along east side of roadway adjacent to MGM, 10/20/17: <i>20172593</i>
	Non-Excavation occupancy	Road closure for MGM mitigation work on Union Street between Hall of Fame Ave. and East Columbus Ave., 10/20/17: <i>20172592</i>
2. City of Springfield – Code Enforcement/Building Division	Building Permit Alteration	Hotel Podium Fitout Permit; Hotel Podium, 10/12/17: <i>17BDOT-00240AL</i>
		Alter 4,720 sf of interior for a change of use from a church to retail; Kringle Emporium; French Church-Kringle Emporium, 12/7/17: <i>17BLDOT-0027AL</i>
		Alter 9,247 sq. ft of interior fit out of former Armory Building; MGM Casino site; Former Armory Building, 12/12/17: <i>17BLDOT-00279AL</i>
	Temporary Certificate of Occupancy	Request for TCO-95 State Street: Approval Letter Dated 12/22/17
		Request for TCO-Garage: Approval Letter Dated 10/4/17
	Permit To Do Fire Extinguishing Equipment	Parking Garage Inspection for Valet / car counting systems / fire alarm in elevator lobbies / camera / waps, 10/19/17: <i>17BDOT-02358EL</i>
MGM Casino CUP + Podium - Control Wiring; 1224 MGM Way, 11/27/2017: <i>17BDOT-02634EL</i>		

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

City of Springfield – Code Enforcement/Building Division, Continued	Permit To Do Fire Extinguishing Equipment, Continued	Install fire protection sprinkler system in hotel; MGM Casino; 1224 MGM Way, 12/21/2017: 17BDOT-00049SP.
		Install fire protection sprinkler system in hotel; MGM Casino; 1224 MGM Way, 12/21/2017: 17BDOT-00050SP.
	Permit To Do Electrical Wiring	Install access control system; 34 MGM Way, 10/13/17: 17BDOT-02318EL
		Parking Garage-Inspection for valet / car counting systems / fire alarm in elevator lobbies / camera / waps; 34 MGM Way, 10/19/17: 17BDOT-02358EL.
		Final electrical permit after temp co / wire security cameras / FA in elevator lobbies / valet office area; 34 MGM Way, 11/27/2017: 17BDOT-02662EL
		Disconnect / Repair HVAC unit on roof; 101 State Street / MGM Springfield, 11/27/2017: 17BDOT-02664EL
		Wire light poles (36) outlet / sound equipment/ irrigation control panel at casino plaza and pool area; 34 MGM Way, 11/27/2017: 17BDOT-02661EL
	Weekend shutdown of the main service on 12/9/17, 95 State Street, 11/27/17: 17BDOT-02663EL.	
3. City of Springfield Historical Commission	MHC Review Concurring Party; Demolition Delay	SHC approved changes to design for purposes of historic resources and revised MOU on 10/23/15.
4. Springfield City Council	Overlay District Special Permit	Overlay District Special Permit approved by City Council on December 22, 2015.
	Site Plan Review	MGM Site Plan submission deemed completed on November 23, 2015. The City Council voted to approve the plan on 2/22/16.
	Amendments to HCA	Amendment No. 1 approved by Council vote on 6/22/15. Amendment No. 2 approved by Council vote on 2/22/16.
	Public Way Discontinuance Approval	The City Council voted to approve street discontinuances of both Bliss and Howard Streets on 1/26/16.
5. City of Springfield Department of Health and Human Services	Food Service Establishment Permit	TBD as venues are finalized

QUARTERLY STATUS REPORT: OCTOBER-DECEMBER 2017

6. City of Springfield – Forestry Division	Tree Removal Permit	None this reporting period.
7. Springfield Water and Sewer Commission	Approval Memo	None this reporting period.
8. City of Springfield – Fire Department	Sprinkler System Inspection	Final fire sprinkler system test, inspection dated 10/3/17
9. City of Springfield – Fire Prevention Bureau	Installation of Above Ground Storage Tank Permit(s)	See City of Springfield City Clerk Flammables and Explosives Registration, 4/18/17.
	Fuel Oil, Gasoline and Diesel Fuel Storage Permit	See City of Springfield City Clerk Flammables and Explosives Registration, 4/18/17.
10. City of Springfield – Conservation Comm.	Wetlands Protection Act Filing Exemption	None this reporting period.
11. City of Springfield – City Clerk	Open Air Parking License	License to conduct and maintain open-air parking for 3498 vehicles at 34 MGM Way, 5/23/17
	Flammables and Explosives Registration	Registration for the lawful use of the building at 34 MGM Way for the keeping, storing, manufacture or sales of flammables or explosives, 4/18/17



TO: Chair Judd-Stein and Commissioners Cameron, O'Brien, Stebbins and Zuniga

FROM: John S. Ziemba, Mary Thurlow

CC: Karen Wells, Interim Executive Director

DATE: February 10, 2020

RE: **2020 Community Mitigation Fund Applications**

In December 2019, the Commission issued the 2020 Community Mitigation Fund Guidelines (“Guidelines”) for the Community Mitigation Fund under M.G.L. c. 23K, §61. In order to access funding from the Community Mitigation Fund, communities and governmental entities were required to submit an application by January 31, 2020. This memorandum summarizes the Community Mitigation Fund applications received by the January 31, 2020 deadline and the process for reviewing these applications. The Commission received 36 applications totaling \$13,360,593.84. As further explained below, the Commission established a 2020 target award amount of \$11.5 million. The number and total application amounts for 2020 greatly exceed the 23 applications the Commission received in 2019, which totaled approximately \$5.1 million. This year’s applications also exceed the previous high of \$7.9 million in applications in 2018.

Process for Reviewing the Community Mitigation Fund Applications

The Commission has utilized essentially the same highly interactive process for reviewing applications for many years. The Guidelines adopted in December anticipated that the Commission will continue to utilize this same process. Under this process, now that the applications have been received, a Review Team has been assembled to help the Commission review the applications, to request additional information from the applicants and other parties, and then to make recommendations to the Commission. It is planned that this year’s Review Team will include at least the following members: Commissioner Bruce Stebbins, Ombudsman John Ziemba, Program Manager Mary Thurlow, Construction Project Oversight Manager Joe Delaney, Director Jill Griffin, Program Coordinator Crystal Howard, Associate Counsel General Carrie Torrisi, Enforcement Counsel Katherine Muxie-Hartigan, and Program Manager Teresa Fiore. The Review team will, in all likelihood, reach out to additional Commission staff to assist in its review

In order to solicit comments from the public, the Commission has each year posted all of the applications on the Commission Web site and has issued a request for comment. In

2020 Community Mitigation Fund Applications

2 | Page

In addition, the Commission, through the Review Team, has solicited comments from the applicable licensees, regional planning agencies, and MassDOT (on all transportation related applications). In addition to the outreach, the Review Team either meets or hosts a conference call with each applicant to review the applications. This meeting or call is followed by a letter to the applicant requesting answers to Review Team questions. The answers received by the Review Team are provided to the Commission. The Review Team attempts to ask questions it anticipates the Commission would ask the applicants. In order to identify any questions individual Commissioners may have regarding applications, Review Team members work to assemble such questions prior to sending the letter to the applicants.

Upon the conclusion of all information gathering and review of comments received, the Review Team meets to develop a detailed recommendation for each application utilizing the review criteria included in the Guidelines. The Review Team also crafts a summary memorandum regarding its recommendations that is submitted to the Commission. This summary memorandum is presented to the Commission for its review at one or more Commission meetings. Because of the volume of applications, the Review Team has sometimes brought groupings of applications (e.g. workforce applications) to the Commission for its review. After the Commission makes a determination regarding each of the applications, Commission staff has then issued award letters and grant contracts to the applicants.

The staff's goal is to have the Commission determine the status of the grants before the fiscal year begins to enable communities to do their fiscal year planning.

Summary of the Community Mitigation Funds:

In establishing the 2020 Guidelines, the Commission determined a target spending amount of \$11.5 million for 2020. As noted at the time, this represents a significant increase in the potential amount of grants awarded compared to prior years. The Commission set the \$11.5 million spending amount for the 2020 program utilizing a projected 2019 CMF revenues amount of \$11,546,128.54. This projection has proven to be very accurate. The actual amount of CMF revenues received in 2019 was \$11,519,909.13. The projections by region were also very accurate. The December projected revenues for Region A of \$7,409,076.66 favorably compare to the \$7,371,472.30 in actual total revenues for 2019. Similarly, the December projected revenues of \$4,163,278.59 for Region B of compare to \$4,110,832.47 in actual total revenues. Given that such projections (for both total 2019 revenues and revenues by region) have proven so accurate, we recommend that the Commission retain the \$11.5 million target spending amount for the purposes of the upcoming application reviews. The Commission still retains that ability, pursuant to its Guidelines, to make adjustments to this amount when it reviews the recommendations of the Review Team.

Despite this funding increase, significant funds are estimated to remain in the Community Mitigation Fund for impacts and priorities in future years, as such impacts and priorities become more evident.

2020 Community Mitigation Fund Applications

3 | Page

The Commission's award for Tribal Gaming Technical Assistance (\$200,000) awarded in 2019 but not used as of this date due to uncertainties with the project, has already been counted by the Commission and does not need to be counted against the \$11.5 million.

Below please find a high-level summary of the applications received measured against the targeted spending levels in the 2020 CMF Guidelines.

The applications are summarized by Category: Specific Impact, Transportation Planning, Transportation Construction Project(s), Workforce Development Project, Non-Transportation Planning, and Tribal Gaming Technical Assistance/Reserve Applications.

	Guidelines Targeted Spending	Applications
Specific Impact ¹	No Target Set	\$4,181,633.84
Transportation Planning (\$200,000 per application plus any regional planning incentive)	\$1,000,000.00	\$1,850,000.00
Transportation Construction Project(s)	\$3,000,000.00	\$5,729,160.00
Workforce Development (2 Regional programs of \$300,000 plus any regional cooperation incentive)	\$800,000.00	\$900,000.00
Non-Transportation Planning (\$100,000 per application plus any regional planning incentive)	No Target Set	\$500,000.00
Tribal Gaming Technical Assistance/Reserve*	No Target Set	\$200,000.00
Totals:		<u>\$13,360,793.84</u>

	Anticipated Spending	Application
Tribal Technical Assistance Grant (SRPEDD)	\$200,000.00	\$200,000.00

¹ While the Commission established a \$11.5 million target for overall awards in the 2020 Fund, there is no specified target for specific impact applications or non-transportation planning in the 2020 Guidelines. The Guidelines do specify that no more than \$500,000 Category 2 operational impacts may be funded unless otherwise determined by the Commission.

2020 SPECIFIC IMPACT APPLICATION

The 2020 Guidelines established that no application for a specific impact grant shall exceed \$500,000, unless a waiver has been granted by the Commission. Below are descriptions of the applications for a Specific Impact Grant.

Region	Applicant	Description	Amount Requested
A	Chelsea	“The City proposes the comprehensive reconstruction of Beacham and Williams Streets, from Spruce Street to the City’s boundary with Everett. This project consists of roadway and utility reconstruction, intersection upgrades, and the installation of pedestrian and bicycle facilities. The project will mitigate adverse transportation impacts attributable to casino activities.”	\$500,000.00
A	Everett – Fire	“The City of Everett Fire Department seeks funding through the Specific Impact Grant to supplement the additional personnel and operational costs incurred as a result of the increased staffing levels and service calls in response to the Encore’s operations.”	\$629,455.75
A	Everett - Data Drive	“Using the latest data-mining techniques reveals behavioral patterns when people are in the City of Everett. This data will allow the City to make much more informed and nuanced decisions when developing marketing and economic development strategies, both to maximize the positive economic development impacts of the Encore facility and to mitigate the negative impacts on certain local businesses. Data-collection and analysis will allow the City to measure the impact of development strategies going forward.”	\$150,000.00
A	Everett – Police	“The City of Everett Police Department seeks funding through the Specific Impact Grant to supplement the additional personnel and operational costs incurred as a result of the increased staffing levels, equipment and service calls in response to the Encore’s operations.”	183,783.75
Cat. 2	Foxborough	“Acquire a full size pickup truck and assorted traffic safety equipment (cones/barrier/signs)”	\$82,467.00
B	Hampden DA	“The proposed funding will be used for personnel to mitigate the additional burdens in caseloads that are created directly and indirectly by the influx of people into the downtown area due to the casino presence.”	\$75,000.00
B	Hampden Sheriff	“HCSD in its fifth of a ten year lease due to the relocation of Western Massachusetts Recovery and Wellness Center (WMRWC) from 26 Howard Street to 155 Mill Street Springfield, MA. HCSD has experienced a significant lease offset due to this forced move to make way for the MGM Casino.”	\$400,000.00

2020 Community Mitigation Fund Applications

5 | Page

A	Malden - Fire	“Malden is seeking to purchase a new fire engine equipped with a built-in, automatic, rapidly deployed firefighting foam system to extinguish flammable liquid fire. This equipment would improve Malden’s response time in a HazMat situation in a densely populated region which has experienced strong economic growth resulting from Encore’s opening.”	\$500,000.00
B	Springfield - Police	“Equipment for Springfield Police Department’s Metro Unit.”	\$124,325.00
B	Springfield - Fire	“Funding will enable us to keep TAC Unit (tactical emergency response vehicle) in service with two firefighters 24/7.”	\$436,602.34
B	Springfield - Blueprint	“Building on initial efforts from 2019, the project will focus on advancing the most critical and pressing catalytic economic development initiatives in downtown to mitigate the lack of new private investment due to the unexpected inflation, speculation, and degradation of real estate in downtown surrounding MGM Springfield.”	\$500,000.00
B	Springfield - Revenue Rec.	“Using recovered parking revenue to conduct updated parking demand the feasibility studies downtown, in furtherance of solutions that reestablish sources of revenue for the Parking Authority, and more effectively locate shared, convenient and proximate parking in areas of high demand, while freeing up current abundant open land for critical redevelopment.”	\$100,000.00
B	Springfield - City Stage	“Performing significant capital improvements and system upgrades to the City Stage Unit located in downtown Springfield. City Stage is a publically-owned, multi-use cultural and entertainment venue, that includes a Main (approx. 500 seat) Theater and a Black Box studio theater.”	\$300,000.00
B	West Springfield	Funding for additional Police and Fire/EMS personnel hired to increase staffing for the impact to municipal services resulting from the opening of the MGM casino in Springfield, MA	\$200,000.00
Total:			<u>\$4,181,633.84</u>

2020 TRANSPORTATION PLANNING APPLICATION

The Commission made funding available for certain transportation planning activities. The Guidelines’ budget for 2020 Transportation Planning Grants is targeted not to exceed \$1,000,000. No application for a Transportation Planning Grant shall exceed \$200,000. However, the Commission authorized a Regional Incentive Award of up to \$50,000 for joint applications. The Commission received the following applications:

2020 Community Mitigation Fund Applications

Region	Applicant	Description	Amount Requested
A	Boston	“Reconfiguration of Sullivan Square/Rutherford Avenue in Charlestown.”	\$200,000.00
A	Everett/ Somerville	“Advancement of engineering design for city-owned streets and infrastructure to accommodate the MBTA Silver line and other overlapping bus/BRT services”	\$425,000.00
A	Everett	“To evaluate the feasibility of using the alignment of Broadway for an aerial rope way system that would connect Encore Boston Harbor in Everett to Everett City Hall. The aerial connection would serve pedestrians, bicycles, and other non-motorized modes. It would serve as an extension of the proposed aerial tramway currently being studied and proposed by Encore from Assembly Row to the Encore resort.”	\$200,000.00
A	Lynn - Western Avenue	“The City of seeking funding to continue the traffic analysis and conceptual design of infrastructure improvements along Western Avenue within the City of Lynn to mitigate the impacts of the additional casino related traffic within the City’s borders.”	\$200,000.00
A	Malden	“The funds from this Transportation Planning Grant will be used to develop a Transit Action Plan (\$150,000) for the City of Malden and to subsidize the salary of the City’s new Transportation Planner (\$50,000) over two years.”	\$200,000.00
A	Lynn	“The City is seeking funding to continue the traffic analysis and conceptual design of infrastructure improvements along Western Avenue within the City of Lynn to mitigate the impacts of the additional casino related traffic within the City’s borders.”	\$200,000.00
A	Saugus & Revere	“The City of Revere and the Town of Saugus seek funding to continue development of Route 1 improvements plans, including the surrounding transportation network impacted by the operation of the Encore Boston Harbor Casino. The effort will build upon valuable information and planning tools realized through prior Joint MGC Grants.”	\$425,000.00
B	West Springfield	“This project will design a Complete Streets roadway for the Main Street corridor which connects the Merrick Neighborhood to the two primary travel routes through West Springfield to the MGM Casino. This will include improved and safer access to public transit, pedestrian circulation bicycling accommodations and traffic calming.”	\$200,000.00
Total:			\$1,850,000.00

2020 TRANSPORTATION CONSTRUCTION PROJECT(S)

The Commission anticipates authorizing no more than \$3,000,000 in grants for transportation construction projects. The Commission does not anticipate authorizing more than \$1,000,000 for any one award.

Applicants must demonstrate that any transportation construction project will begin construction no later than June 30, 2021. In addition to the criteria for determining grants stated later in these Guidelines, the Commission will evaluate a project’s readiness to proceed, the significance of additional funds from other sources, and the potential transportation benefits associated with such project.

Region	Applicant	Description	Amount Requested
A	Boston	“Geometric changes to the intersection of Brighton Street and Cambridge Street in Charlestown, to create safer crossings and better line of sight for turning vehicles, as well as a fiber connection from Sullivan Square to the Park Street intersection.”	\$533,900.00
A	Chelsea	“The City proposes the comprehensive reconstruction of Beacham and Williams Street, from Spruce Street to the City’s boundary with Everett. This project consists of roadway and utility reconstruction, intersection upgrades, and the installation of pedestrian and bicycle facilities. The project will mitigate adverse transportation impacts attributable to casino activities.”	\$1,000,000.00
A	Everett- North. Strand	“Extension of the Northern Strand Community Trail to the Mystic River.”	\$1,000,000.00
A	Lynn - Traffic Signals	“The project will include traffic signal upgrades associated with CMF planning grant that inventoried traffic signals citywide. Work will include retiming of signals, optimizing traffic operations, repairing and/or replacing equipment, including 53 intersections with damaged or missing equipment and 17 intersections requiring new cabinet equipment, vehicle detection or both.”	\$750,260.00
A	Medford	“This grant will construct the last phase of the Wellington Greenway, a 0.3-mile path that will connect local residents/employees to the Encore Resort via waterfront paths along the Mystic and Malden Rivers.”	\$945,000.00
A	Revere & Saugus	“Revere and Saugus seek this MGC construction grant to undertake limited improvements to the Route 1 north right of way just beyond the planned relocation of exit and entrance ramps to Salem Street in the Overlook Ridge development. This project grown out of previous MGC Joint Transportation Planning grant results.”	\$500,000.00

2020 Community Mitigation Fund Applications

Region	Applicant	Description	Amount Requested
B	West Springfield	Complete Street Transportation Improvements to the Park Avenue (Rte 20) and Park Street (Rte 20) corridors from the Elm Street (Rte 20)/Union Street intersection to the North End Rotary.	\$1,000,000.00
Total:			\$5,729,160.00

2020 WORKFORCE DEVELOPMENT PILOT PROGRAM GRANT

The total funding target specified in the Guidelines for the 2020 Workforce Development Pilot Program Grants is \$800,000. The Commission anticipates a base award of no more than \$300,000 in each Region (not including an additional \$50,000 for regional cooperation or an additional \$100,000 award for significant regional needs). In an effort to promote administrative efficiencies and greater regional cooperation, applicants that demonstrate cooperation of a significant number of workforce agencies in each region may be eligible for \$50,000 in additional funding. One grant is anticipated to be considered for each Region. No application for a grant in each Region may exceed \$300,000. Each governmental entity applying for workforce development funds will also need to provide detail on what it will contribute to the workforce development project such as in-kind services or workforce development funds.

Region	Applicant	Description	Amount Requested
B	Holyoke CC	“Work Ready 2021 – an effort of Holyoke Community College, Springfield Technical Community College, Springfield Public Schools, MGM Springfield, and workforce development system, which provides Adult Education, work readiness, and occupational skills training to connect the un/underemployed to opportunities, including MGM’s need for line cooks, dealers and hospitality workers.”	\$450,000.00
A	Masshire	“MBRGHC is a regional project aimed at addressing the workforce needs of the hospitality sector impacted by the Encore Boston Harbor gaming facility. A consortium of partners will provide career and employment services, ESOL and occupational skills training to prepare local residents for high quality hospitality careers.	\$450,000.00
Total:			\$900,000.00

2019 NON-TRANSPORTATION PLANNING APPLICATION

The Commission made funding available for certain non-transportation planning activities. No application for a Non-Transportation Planning Grant shall exceed \$100,000 per community. The Commission received the following applications:

Region	Applicant	Description	Amount Requested
A	Everett - Port Area	“This planning initiative will look at the large industrial district that straddles the Everett/Chelsea line in order to understand the impact of the district on the local and regional economy, especially as it relates to the abutting Entertainment District.”	\$100,000.00
A	Medford	“Contract consultant services to create and launch a program to assist businesses to access funds and benefits designated through the Surrounding Community Agreement for the benefit of Medford businesses.”	\$100,000.00
B	Northampton	“This application seeks funding to continue the “northampton.live” marketing web platform which is the City’s first marketing program and has proven to be an informative web site messaging thousands of viewers near and far as well as using social media sites to target visitors. Northampton’s entertainment and retail attractions attract over 1.4 million people annually supporting hundreds of jobs and generating over \$8 million in annual state and city tax revenues.”	\$100,000.00
A	Revere	“With MGC NTP funds the City of Revere will establish and sustain for 18 months, a new position in the Department of Strategic Planning and Economic Development to coordinate and facilitate business to business connections between Revere hospitality venues, regional travel and tourism and the Encore Boston Harbor Casino.”	\$100,000.00
A	Saugus	“Saugus will use these funds to create a business development specialist position in the Planning and Development Department. The staffer will be responsible for growing business connections between Encore Boston Harbor. The grant will fund the position for two years; it will then be included in the Town budget.”	\$100,000.00
Total:			\$500,000.00

TRIBAL GAMING TECHNICAL ASSISTANCE

Region	Applicant	Description	Amount Requested
C	S.E. Reg. Planning & Economic Dev. District ("SRPEDD")	SRPEDD will provide technical assistance to communities affected by the operation of the potential Tribal Gaming facility.	\$200,000.00

The 2020 funding request for the SRPEDD is a carryover from 2018. This is not new funding.

NEW FUNDING REQUESTED	
Region A	\$9,192,399.50
Region B	\$3,885,927.34
Cat. 2	\$82,467.00
	<u>\$13,160,793.84</u>



MEMORANDUM

TO: Massachusetts Gaming Commission
FROM: Todd Grossman- Acting General Counsel
Loretta Lillios- Chief Enforcement Counsel/Deputy Director IEB
John Ziemba- Ombudsman
CC: Karen Wells- Acting Executive Director
RE: Renewal of the Category 2 Gaming License
DATE: February 13, 2020

Plainridge Park Casino (“PPC”) opened to the public on June 24, 2015, pursuant to a 5 year Category 2 gaming license that was awarded to Plainville Gaming & Redevelopment, LLC (the “licensee”). This license expires on June 24, 2020. In accordance with G.L. c. 23K, § 20(f), the Massachusetts Gaming Commission (“Commission”) “shall establish procedures for renewal” of a Category 2 License. The following memorandum sets forth a potential framework for this renewal process, and raises corollary issues, for the Commission’s consideration. To ensure a fair process in conformance with the governing laws, the Commission should identify a renewal process that will be employed in order to put the licensee on notice as to what will be expected of them, and what they can expect of the Commission.

1. Application

The renewal process should commence with a formal written request by the licensee for renewal of the license. By letter dated February 5, 2020 (attached) the licensee has so requested. The application itself, then, may consist of certain documents and other pieces of information that are submitted to the Commission in furtherance of the renewal request in accordance with these procedures. Such items may include the following:

- Updated forms as identified in the January 10, 2020 letter from the Commission’s Division of Licensing (attached);
- A statement attested to by the chief financial officer of the licensee, or other individual with equivalent knowledge, relative to the financial performance of PPC over the term of the license, and of the present capitalization of the gaming licensee including compliance with its approved capital expenditure plan;
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to its compliance with:
 - its host community agreement;
 - its surrounding community agreements;
 - its impacted live entertainment agreements;
 - its agreement with the Massachusetts State Lottery;



Massachusetts Gaming Commission

- its Information Security plan;
- its ACSC System Testing;
- its certification and verification of slot software;
- its floor plan;
- its approved system of internal controls;
- its surveillance plan;
- its gaming beverage license for the sale and distribution of alcoholic beverages;
- its slot machine operation plan;
- its emergency and critical incident response plan;
- its credit procedures/suspension of credit policies;
- its daily tax reporting;
- its annual audit;
- the MOU with the Commission and DOR for the intercept of winnings for past due child support obligations and state tax liabilities;
- any other agreements with communities or mutual aid agreements;
- the MOU between the Commission and the Massachusetts Community College Career Institute; and
- any other conditions attached to its gaming license, including but not limited to the:
 - Affirmative marketing programs for those businesses identified in G.L. c. 23K, § 21(a)(21)(i), (ii) and (iii);
 - Affirmative action program for equal opportunity to those residents identified in G.L. c. 23K, § 21(a)(22);
 - Plan to identify and market employment opportunities to unemployed residents of Massachusetts; and
 - Regional tourism marketing and hospitality plan.
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to the status of the following goals as referenced in the licensee's RFA-2 application or mid-term license review:
 - Gaming revenue and taxes;
 - Lottery sales;
 - Vendor spending in Massachusetts;
 - Vendor diversity;
 - Employment goals including hiring numbers and diversity;
 - Operational hiring commitments – workforce plan
 - Compliance with average wage scales
 - Operational Goods and Services – procurement plan
 - Non-gaming amenities;
 - On-site daycare; and
 - Traffic improvements, facility access, and parking.

- A comprehensive set of conditions were attached to the initial award of the gaming license. The Commission may elect to reissue or modify those conditions in conjunction with a renewal of the license. The licensee may be asked to submit a proposed set of license conditions to be attached to the gaming license upon renewal. To the extent the gaming licensee does not intend to include a condition that was required as part of its prior gaming license, it should offer an explanation for the exclusion;
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to its compliance the requirements under the Commission’s Section 61 Findings and Mass DOT’s Section 61 Findings;
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to its future plans relating to horse racing at PPC, and to the licensee’s compliance with those provisions of G.L. c.23K¹ pertaining to horse racing, G.L. c. 128A, 128C, and the rules and regulations promulgated thereunder;

¹ G.L. c.23K, §20 provides in pertinent part:

(b) If a category 2 license is awarded to an applicant with a simulcasting license under chapter 128C as of July 1, 2011, a condition of the gaming license shall be to maintain the simulcasting license pursuant to said chapter 128C. Upon failure to conduct simulcast wagering the commission shall suspend the category 2 license.

(c) If a category 2 license is awarded to an applicant with a live racing license pursuant to chapter 128A as of July 1, 2011 a condition of the gaming license shall be to maintain and complete the annual live racing season pursuant to said chapter 128A. Upon failure to conduct live racing, the commission shall suspend the category 2 license.

Further, G.L. c.23K, §24 provides as follows:

(a) An applicant for a gaming license who holds a live racing license under chapter 128A shall maintain an existing racing facility on the premises; provided, however, that the gaming licensee shall increase the number of live racing days to a minimum of 125 days according to the following schedule: (i) in the first calendar year of operation, a gaming licensee shall hold 105 racing days; (ii) in the second calendar year of operation, a gaming licensee shall hold 115 racing days; and (iii) in the third and subsequent calendar years of operation, a gaming licensee shall hold 125 racing days;

(b) A gaming licensee may increase the number of live racing days if the gaming licensee is holding a minimum of 125 racing days within 3 years of receiving a gaming license. If a gaming licensee does not conduct live racing for the minimum number of days set forth in subsection (a), the commission shall suspend the gaming license.

(c) After 3 years of operation of the gaming establishment and in consultation with the parties to the purse agreement, the commission may adjust the amount of required racing days at a gaming establishment based on fields, demand and racing performance.

- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to adherence to strategies outlined in the MGC Responsible Gaming Framework, including, but not limited to, the voluntary self-exclusion and *Play My Way* requirements, and coordination and cooperation with the GameSense program.
- The renewal fee as determined by the Commission. See Section 2 below for further detail.

2. Fee

As it applies to the renewal fee, the law provides, in pertinent part:

“[t]he commission shall establish procedures for renewal and set the renewal fee based on the cost of fees associated with the evaluation of a licensee; provided, however, that the cost of renewal shall not be less than \$100,000. Any renewal fees shall be deposited into the Gaming Revenue Fund.” G.L. c. 23K, § 20(f).

Accordingly, as part of determining the procedures for renewal, the Commission must establish the renewal fee. An oral presentation will be made relative to the anticipated costs, but it is anticipated that the figure will be less than \$100,000. If that is the case, the fee may be set at \$100,000 based on a determination that the cost associated with conducting the renewal evaluation will be less than the statutory minimum. If the Commission determines that the cost of evaluating the licensee’s application for renewal will exceed \$100,000, the fee must be set at that higher amount.

It is worth mention that regardless of the amount of the fee, the law mandates that any such monies received be deposited into the Gaming Revenue Fund established in accordance with G.L. c.23K, §59. As trustee of the Fund, the Commission is directed to transfer those monies from the Gaming Revenue Fund to the Gaming Local Aid Fund established in accordance with G.L. c.23K, §63.² See G.L. c.23K, §59(1). Accordingly, the renewal fee monies received by the Commission are not directly retained by the Commission.

Furthermore, though not directly part of the renewal fee calculus, the Commission may adjust the annual fee per slot machine at PPC at this juncture. Pursuant to G.L. c. 23K, §56(a):

In addition to any other tax or fee imposed by this chapter, there shall be imposed an annual license fee of \$600 for each slot machine approved by the commission for use by

² Section 63 provides, in pertinent part, “Funds shall be distributed to cities and towns in accordance with the formula used to determine the distribution of unrestricted general government aid under section 3 of the general appropriation act. Monies from the fund shall be used in addition to the balance of the State Lottery Fund for distribution to cities and towns under clause (c) of the second paragraph of section 35 of chapter 10 and any monies so distributed shall be considered part of general revenue sharing aid for purposes of annual aid and contribution requirements established pursuant to chapter 70 or section 3 of the annual general appropriation act.”

a gaming licensee at a gaming establishment; provided, *however, that not sooner than 5 years after award of an original gaming license, the commission may annually adjust the fee for inflation.*

(emphasis added). The Commission need not make this determination now or at all, but this tool is available for use as necessary.

3. Suitability Process

The Commission has already determined that an updated suitability investigation of the licensee and associated qualifiers will be a part of the renewal process. This suitability review and investigation may include the following steps:

- The Licensing Division identified the scope of the suitability investigation:
 - 14 individuals identified (3 completed in 2019; 7 renewal protocol; 4 newly identified);
 - 4 additional individuals (independent directors for GLPI) to submit to background review (absent net worth analysis); and
 - 8 entities identified (submissions and investigations required regarding 2 entities)
- The bureau directed the licensee as to which applications are required to be submitted;
- The bureau may request any additional supplemental information relative to the licensee or any qualifier;
- The investigations proceed, including conducting interviews as necessary;
- The suitability reports for new qualifiers are drafted;
- The investigation includes a review of the on-site compliance history (with a focus on the approved system of internal controls) at PPC including the history of violations, civil administrative penalty history, prevention of minors in the gaming establishment, credit and collection practices, free play standards, and alcoholic beverage license compliance;
- The bureau will draft a memorandum on the overall suitability of licensee and all associated qualifiers (to address regulatory compliance, litigation, and financial stability) including recommendations as to the suitability of each, and submit it to the Commission for consideration as part of its renewal evaluation.

4. Site Visit

The Commission, and/or designated representatives, may elect to conduct a site visit to review any physical conditions and/or capital improvements that relate to applicable license conditions. Further, the Commission, and/or designated representatives, may elect to inspect financial and other related documents and information during a site visit.

5. Public Hearings

The Commission may elect to convene one or more public hearings in or around Plainville, the host community, for purposes assisting the Commission in determining whether, and on what terms and conditions, to renew the gaming license. If it does so, it may institute the following:

- The licensee may be required to have at least one individual available who, based on actual knowledge, is prepared to respond on behalf of the licensee to questions from the Commission, or to public comments that can reasonably be anticipated relative to the contents of its renewal application;
- The licensee may be permitted to make a presentation;
- Representatives of the host community, surrounding communities, and impacted ILEVs may be permitted to attend, make a presentation, and respond to questions from the Commission;
- Members of the public may attend and be invited to make a presentation in the Commission's discretion; and
- Public comments may be submitted in advance, and the Commission may read them into the record.

6. Final Review Procedure

Once all materials have been submitted, and any public hearings conducted, the Commission should convene in public to review the application and determine whether to renew the gaming license, and determine any associated conditions. Written notice should be provided to the licensee detailing the scope of the review, and any individuals it expects to appear. The Commission may direct any individual to appear individually or on behalf of the licensee or an entity qualifier to discuss any issue raised as a result of the investigation conducted by the bureau, or any matter of concern. Further, the licensee should be apprised that the Commission may consider any or all of the following, and any issue addressed in section 1 above, in reaching its decision:

- Review of compliance with existing conditions of gaming license;
- Review of status and compliance with the host community agreement;
- Review of status and compliance with surrounding community agreements;
- Review of status and compliance with ILEV agreements;
- Review of the capital expenditure plan and compliance therewith;
- Review of suitability of individual qualifiers;
- Review of suitability of entity qualifiers;
- Review of existing conditions of gaming license and associated commitments and requirements including onsite and offsite mitigation;
- Review of the licensee's financial suitability (overall health, debt/equity ratio, debt obligations);

- Support, or lack thereof, for the licensee in the host community, surrounding communities, the region, and/or the Commonwealth as a whole; and
- Review of business ability to operate a successful gaming establishment including historical compliance with 205 CMR and G.L. c.23K as applicable.

The licensee should be informed that the Commission may, at such times and in such order as the Commission deems appropriate, take some or all of the following actions in its review of the renewal application:

- Refer the renewal application, or any parts thereof, for advice and recommendations, to any or all of the following:
 - The executive director;
 - The bureau;
 - Any office, agency, board, council, commission, authority, department, instrumentality or division of the Commonwealth;
 - Any office, agency, board, council, commission, authority, department, instrumentality or division of the host community or any potential surrounding community;
 - Any consultant; and
 - Commission staff.
- Retain, or authorize the executive director to retain, at the licensee's expense, such professional consultants as the Commission in its discretion deems necessary and appropriate to review the renewal application and make recommendations;
- Receive independent evaluations of the application;
- Require or permit presentations by the licensee and its representatives;
- Require or permit the licensee to provide additional information and documents pursuant to 205 CMR 112.00: *Required Information and Applicant Cooperation*;
- Require or permit the executive director, with the assistance of the Commission's agents and employees, to negotiate with the licensee and its agents and employees concerning potential improvements to the licensee's application to ensure economic and other benefits to the region and to the Commonwealth; and
- Require or permit the licensee to supplement or amend its renewal application as the Commission determines to be in the best interests of the host community, one or more surrounding communities or impacted live entertainment venues, the region or the Commonwealth.

7. Final Decision

After consideration of the suitability of the licensee and all qualifiers, all issues described in these procedures, the objectives contained in G.L. c.23K, §18, and any other issue the Commission deems relevant to the renewal of the gaming license, the Commission should make a determination in a public meeting by majority vote as to whether to renew the gaming license

for a 5 year term. Provided, the Commission should not renew the gaming license if any individual or entity that was issued a negative determination of suitability remains affiliated with the licensee. The Commission may attach new, remove prior, and/or keep any prior conditions to the gaming license including, but not limited to, those contained in G.L. c. 23K, §21, as applicable, that it deems necessary.

If renewed by the Commission, a Category 2 gaming license will be valid for a term of 5 years from the date of the expiration of the previous license, or from the date of the renewal decision, whichever is later.

8. Cooperation

It is worthy of note that pursuant to G.L. c. 23K, §13(b), the licensee and all qualifiers are required to cooperate with the bureau and the Commission during the course of the renewal review process. Failure to cooperate may result in the revocation of the gaming license, a negative finding of suitability for any entity or individual qualifier, and/or any remedy deemed appropriate by the Commission based on the scope of the failure. Further, in accordance with G.L. c. 23K, §13(c), “[n]o applicant, licensee, registrant or person required to be qualified under this chapter shall willfully withhold information from, or knowingly give false or misleading information to, the commission.”

9. Proposed Timeline

- **February 5** – Licensee requested renewal of the Category 2 gaming license
- **February 13** – Commission review and approval of the detailed renewal procedures and timeline, and issuance of letter to the licensee commemorating such
- **March 12** - PPC Quarterly Report for 2019 Q4
- **March 31** – Licensee submission of draft/initial compliance materials to Commission staff
- **Mid-April** – Public hearing on renewal of gaming license in Host Community
- **Mid-May** - Commission conducts suitability review of licensee and qualifiers
- **May 7 and May 21** – Commission review of specific to be determined renewal matters
- **June 4** – Presentation by Commission directors and Commission vote on renewal and conditions

In addition to the above Commission meetings, staff would meet with representatives of the licensee at least once again in February and March, potentially more frequently beginning in April. PPC and Commission staff will be in regular contact on specific compliance items, more frequently after the March 31 licensee submissions.



February XX, 2020

Lance George
General Manager
Plainridge Park Casino

(VIA EMAIL: Lance.George@pngaming.com)

Dear Mr. George,

As you know, Plainridge Park Casino (“PPC”) opened to the public on June 24, 2015, pursuant to a 5 year Category 2 gaming license that was awarded to Plainville Gaming & Redevelopment, LLC (the “licensee”). This license expires on June 24, 2020. The Commission has determined to engage in the renewal process for the Category 2 license. In accordance with G.L. c. 23K, § 20(f), the Massachusetts Gaming Commission (“Commission”) “shall establish procedures for renewal” of a Category 2 License. By this letter, you are hereby notified of the procedures for renewal adopted by the Commission.

1. Application

The Commission is in receipt of your request dated February 5, 2020 to renew the Category 2 gaming license and will accordingly now engage in the renewal process. To that end, the following documentation and information shall be submitted. These documents, in conjunction with any additional documents submitted for review, will collectively comprise the licensee’s application for renewal.

- Updated forms related to the suitability of the licensee and qualifiers as identified by the Commission’s Division of Licensing;
- A statement attested to by the chief financial officer of the licensee, or other individual with equivalent knowledge, relative to the financial performance of PPC over the term of the license, and of the present capitalization of the gaming licensee including compliance with its approved capital expenditure plan;
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to its compliance with:
 - its host community agreement;
 - its surrounding community agreements;
 - its impacted live entertainment agreements;
 - its agreement with the State Lottery;
 - its Information Security plan;
 - its ACSC System Testing;
 - its certification and verification of slot software;
 - its floor plan;



Massachusetts Gaming Commission

- its approved system of internal controls;
- its surveillance plan;
- its gaming beverage license for the sale and distribution of alcoholic beverages;
- its slot machine operation plan;
- its emergency and critical incident response plan;
- its credit procedures/suspension of credit policies;
- its daily tax reporting;
- its annual audit;
- the MOU with the Commission and DOR for the intercept of winnings for past due child support obligations and state tax liabilities;
- any other agreements with communities or mutual aid agreements;
- the MOU between the Commission and the Massachusetts Community College Career Institute; and
- any other conditions attached to its gaming license, including but not limited to the:
 - Affirmative marketing programs for those businesses identified in G.L. c. 23K, § 21(a)(21)(i), (ii), and (iii);
 - Affirmative action program for equal opportunity to those residents identified in G.L. c. 23K, § 21(a)(22);
 - Plan to identify and market employment opportunities to unemployed residents of Massachusetts; and
 - Regional tourism marketing and hospitality plan.
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to the status of the following goals as referenced in the licensee's RFA-2 application or mid-term license review:
 - Gaming revenue and taxes;
 - Lottery sales;
 - Vendor spending in Massachusetts;
 - Vendor diversity;
 - Employment goals including hiring numbers and diversity;
 - Operational hiring commitments – workforce plan
 - Compliance with average wage scales
 - Operational Goods and Services – procurement plan
 - Non-gaming amenities;
 - On-site daycare; and
 - Traffic improvements, facility access, and parking.
- A comprehensive set of conditions were attached to the initial award of the gaming license. The licensee shall submit a proposed set of license conditions to be attached to the gaming license upon renewal. To the extent the licensee intends to exclude a condition that was required as part of its prior license, it should offer an explanation for the exclusion;

- A statement by an officer of the gaming licensee, or other individual with equivalent knowledge, relative to its compliance with the requirements under the Commission’s Section 61 Findings and Mass DOT’s Section 61 Findings;
- A statement by an officer of the gaming licensee, or other individual with equivalent knowledge, relative to racing and the licensee’s compliance with those provisions of G.L. c.23K pertaining to horse racing, G.L. c. 128A, 128C, and the rules and regulations promulgated thereunder, and any such plans for the future;
- A statement by an officer of the licensee, or other individual with equivalent knowledge, relative to adherence to strategies outlined in the MGC Responsible Gaming Framework, including, but not limited to, the voluntary self-exclusion and *Play My Way* requirements, and coordination and cooperation with the GameSense program.
- The renewal fee as determined by the Commission. See Section 2 below for further detail.

2. Fee

As it applies to the renewal fee, the law provides, in pertinent part:

“[t]he commission shall establish procedures for renewal and set the renewal fee based on the cost of fees associated with the evaluation of a licensee; provided, however, that the cost of renewal shall not be less than \$100,000. Any renewal fees shall be deposited into the Gaming Revenue Fund.” G.L. c. 23K, § 20(f).

The licensee will be advised as to the required fee upon determination by the Commission.

3. Suitability Process

An updated suitability investigation of the licensee and associated qualifiers will be a part of the renewal process. This suitability review and investigation may include the following steps:

- The Licensing Division identified the scope of the suitability investigation
 - 14 individuals identified (3 completed in 2019; 8 renewal protocol; 3 newly identified);
 - 6 additional individuals (independent directors for GLPI) to submit to background review (absent net worth analysis); and
 - 8 entities identified (submissions and investigations required regarding 2 entities)
- The bureau directed the licensee as to which applications are required to be submitted;
- The bureau may request any additional supplemental information relative to the licensee or any qualifier;
- The investigations will proceed, including conducting interviews as necessary;

- The suitability reports for new qualifiers will be provided to the Commission by the bureau;
- The investigation will include a review of the on-site compliance history (with a focus on the approved system of internal controls) at PPC including the history of violations, civil administrative penalty history, prevention of minors in the gaming establishment, credit and collection practices, free play standards, and gaming beverage license compliance;
- The bureau will draft a memorandum on the overall suitability of the licensee and all associated qualifiers (to address regulatory compliance, litigation, and financial stability) including recommendations as to the suitability of each, and submit it to the Commission for consideration as part of its renewal evaluation.

4. **Site Visit**

The Commission, and/or designated representatives, may elect to conduct a site visit to review any physical conditions and/or capital improvements that relate to applicable license conditions. Further, the Commission, and/or designated representatives, may elect to inspect financial and other related documents and information during a site visit.

5. **Public Hearing(s)**

The Commission will convene one or more public hearings in or around Plainville for purposes of assisting the Commission in determining whether, and on what terms and conditions, to renew the gaming license. If it does so, it may institute the following:

- The licensee may be required to have at least one individual available who, based on actual knowledge, is prepared to respond on behalf of the licensee to questions from the Commission, or to public comments that can reasonably be anticipated relative to the contents of its renewal application;
- The licensee may be permitted to make a presentation;
- Representatives of the host community, surrounding communities, and impacted ILEVs may be permitted to attend, make a presentation, and respond to questions from the Commission;
- The hearing will be open to the public and members of the public will be invited to make a presentation in the Commission's discretion; and
- Public comments may be submitted in advance of the public hearing, and the Commission may read them into the record.

6. **Final Review Procedure**

Once all materials have been submitted, and any public hearings conducted, the Commission will convene in public to review the application and determine whether to renew the gaming license, and determine any associated conditions. Written notice will be provided to the licensee detailing

the scope of the review, and any individuals that will be required to appear. The Commission may direct any individual to appear individually or on behalf of the licensee or an entity qualifier to discuss any issue raised as a result of the investigation conducted by the bureau, or any matter of concern. Further, the Commission may consider any or all of the following, and any issue addressed in section 1 above, in reaching its final decision:

- compliance with existing conditions of gaming license;
- status and compliance with the host community agreement;
- status and compliance with surrounding community agreements;
- status and compliance with ILEV agreements;
- status and compliance with the approved capital expenditure plan;
- suitability of individual qualifiers;
- suitability of entity qualifiers;
- a review of existing conditions of the gaming license and associated commitments and requirements including onsite and offsite mitigation;
- a review of the licensee's financial suitability (overall health, debt/equity ratio, debt obligations);
- the support, or lack thereof, for the licensee in the host community, surrounding communities, the region, and/or the commonwealth as a whole; and
- a review of the business ability to operate a successful gaming establishment including historical compliance with 205 CMR and G.L. c.23K as applicable.

As part of the Commission's review of the application for renewal, the Commission may, at such times and in such order as the Commission deems appropriate, take some or all of the following actions:

- Refer the renewal application, or any parts thereof, for advice and recommendations, to any or all of the following:
 - The executive director;
 - The bureau;
 - Any office, agency, board, council, commission, authority, department, instrumentality or division of the Commonwealth;
 - Any office, agency, board, council, commission, authority, department, instrumentality or division of the host community or any surrounding community;
 - Any consultant; and
 - Commission staff.
- Retain, or authorize the executive director to retain, at the gaming licensee's expense, such professional consultants as the Commission in its discretion deems necessary and appropriate to review the renewal application and make recommendations;
- Receive independent evaluations of the application;
- Require or permit presentations by the licensee and its representatives;
- Require or permit the licensee to provide additional information and documents pursuant to 205 CMR 112.00: *Required Information and Applicant Cooperation*;

- Require or permit the executive director, with the assistance of the Commission's agents and employees, to negotiate with the licensee and its agents and employees concerning potential improvements to the licensee's application for renewal to ensure economic and other benefits to the region and to the Commonwealth; and
- Require or permit the licensee to supplement or amend its renewal application as the Commission determines to be in the best interests of the host community, one or more surrounding communities or impacted live entertainment venues, the region or the Commonwealth.

7. Final Decision

After consideration of the suitability of the licensee and all qualifiers, all issues described in the aforementioned procedures, the objectives contained in G.L. c.23K, §18, and any other issue the Commission deems relevant to the renewal of the gaming license, the Commission will make a determination in a public meeting by majority vote as to whether to renew the gaming license for a 5 year term. However, the Commission shall not renew the gaming license if any individual or entity that was issued a negative determination of suitability remains affiliated with the licensee. The Commission may attach new, remove prior, and/or keep any prior conditions to the gaming license including, but not limited to, those contained in G.L. c. 23K, § 21, as applicable, that it deems necessary.

If renewed by the Commission, a Category 2 gaming license will be valid for a term of 5 years from the date of the expiration of the previous license, or from the date of the renewal decision, whichever is later.

8. Cooperation

Pursuant to G.L. c. 23K, §13(b), the licensee and all qualifiers are required to cooperate with the bureau and the Commission during the course of the renewal review process. Failure to cooperate may result in the revocation of the gaming license, a negative finding of suitability for any entity or individual qualifier, and/or any remedy deemed appropriate by the Commission based on the scope of the failure. Further, in accordance with G.L. c. 23K, § 13(c), “[n]o applicant, licensee, registrant or person required to be qualified under this chapter shall willfully withhold information from, or knowingly give false or misleading information to, the commission.”

The aforementioned shall collectively comprise the procedures for renewal of the gaming license.

Very truly yours,

Name and title

DRAFT



PLAINRIDGE PARK
CASINO

February 5, 2020

Via E-mail

Ms. Karen Wells, Interim Executive Director
Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, Massachusetts 02110

Dear Ms. Wells:

In accordance with the Massachusetts Gaming Commission (“Commission”) DRAFT letter received on February 04, 2020 regarding the G.L. c. 23K, § 20(f) requirement for the Commission to “establish procedures for renewal” of a Category 2 License, Plainville Gaming & Redevelopment LLC d/b/a Plainridge Park Casino is formally requesting to renew our Category 2 Gaming License. We are looking forward to working through the licensing renewal process with the Commission.

If you have questions or need additional information, please contact me by phone at (508) 576-4409. Thank you for the opportunity to renew our Gaming License as a Category 2 Licensee.

Sincerely,

Lisa McKenney

Lisa McKenney
Compliance Manager

cc: Ms. Loretta Lillios, Chief Enforcement Counsel, Deputy Director of IEB
Mr. Todd Grossman, Deputy General Counsel, MGC
Mr. John Ziemba, Ombudsman, MGC
Ms. Carrie Torrisi, Staff Attorney, MGC
Mr. Lance George, General Manager, PPC



Division of Licensing

February 4, 2020

Via email only: Frank.Donaghue@pngaming.com

Mr. Frank Donaghue
Vice President, Regulatory Affairs
Penn National Gaming, Inc.
825 Berkshire Boulevard
Suite 200
Wyomissing, PA 19610

Re: Updated Scope of Licensing Letter – Additional Qualifier

Dear Mr. Donaghue:

As you know, the term of the category 2 license held by Plainville Gaming and Redevelopment, LLC expires on June 24, 2020. Thank you for the ongoing discussions regarding application submissions for the licensee's qualifiers.

This letter is the Renewal Scope of Licensing correspondence between the Massachusetts Gaming Commission (MGC) and Penn National Gaming, Inc. (PNGI) in connection with Plainville Gaming and Redevelopment, LLC dba Plainridge Park Casino's renewal application as a category 2 Gaming Licensee. See G.L. c.23K § 20(f). Below is a summary of the relevant regulatory authority, followed by a list confirming the status of the entities and individuals which the MGC Division of Licensing has determined are required to submit to the renewal qualification process.

Please be advised that the renewal process for a Gaming Licensee can be lengthy. Please submit your completed applications by **Friday, February 14th, 2020**. If you require additional time to complete these applications, please contact the Division of Licensing.

Renewal Fee

Pursuant to the gaming law, "[a] category 2 license issued pursuant to [G.L. 23K] shall be for a period of 5 years. The commission shall establish procedures for renewal and set the renewal fee based on the cost of fees associated with the evaluation of a licensee; provided, however, that the cost of renewal shall not be less than \$100,000." See G.L. c. 23K, § 20(f).

Relevant Regulatory Authority

Title 205 Code of Mass. Regulations Section 116.02(1)(b) provides, in relevant part, that where a Gaming Licensee is a limited liability corporation (i.e., Plainville Gaming Redevelopment), the following persons shall be designated as qualifiers for the gaming license.

- Each Member;



Massachusetts Gaming Commission

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- Each transferee of a Member’s interest;
- Each Director;
- Each Manager;
- In the judgment of the commission, each lender, each holder of indebtedness, each underwriter, each close associate, each executive, and each agent.

In addition, the commission may require other persons or companies that have a business association of any kind with the gaming licensee to submit to the qualification process. See 205 CMR 116.02(2).

All entities and individuals designated as qualifiers have the burden to establish their qualifications by clear and convincing evidence. See G.L. c. 23K, § 13(a), and 205 CMR 115.01(2).

Designated Qualifiers

Consistent with these provisions, the following named entities and natural persons have been designated as qualifiers for the renewal of the category 2 license. The chart also below indicates the documents which are required to be submitted at this time.

Entity Qualifiers¹

	Qualifier	Required Forms	Required Tax Returns	Required Tax Account Transcripts²	Financial Statements
1.	Plainville Gaming and Redevelopment, LLC (Applicant)	Gaming Licensee Abbreviated Renewal Form	N/A – consolidated into PNGI	N/A – consolidated into PNGI	Year End 2014 – 2018
2.	Penn National Gaming, Inc.	Gaming Licensee Qualifier (Entity) Abbreviated Renewal Form	2018	2018	Publicly available
3.	Gaming & Leisure Properties, Inc.	Nothing to submit – qualified in 2019	N/A	N/A	N/A
4.	GLP Capital, L.P.	Nothing to submit – qualified in 2019	N/A	N/A	N/A
5.	Gold Merger Sub, LLC	Nothing to submit – qualified in 2019	N/A	N/A	N/A
6.	Penn Tenant, LLC	Nothing to submit – qualified in 2019	N/A	N/A	N/A
7.	Delvest, LLC	Nothing to submit – qualified in 2019	N/A	N/A	N/A
8.	Massachusetts Gaming Ventures, LLC	Nothing to submit – qualified in 2019	N/A	N/A	N/A

¹ See 205 CMR 116.01.

² Please submit tax account transcripts for the tax years listed in “Required Tax Account Transcripts” column.



Massachusetts Gaming Commission

Natural Person Qualifiers³

Qualifier		Required Forms	Required Tax Returns	Required Tax Account Transcripts ⁴	Net Worth Statements
1.	Jane Scaccetti	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2015 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
2.	Ronald Naples	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
3.	David Handler	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
4.	John Jacquemin	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
5.	Barbara Shattuck-Kohn	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
6.	Saul Reibstein	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
7.	Jay Snowden	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
8.	Frank Donaghue	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available
9.	Steven Snyder	Gaming Licensee Qualifier (Individual) Abbreviated Renewal Form	2014 – 2018	2015 – 2018	Year end 9/30/2019 or 12/31/2019 as available

³ See 205 CMR 116.02(1)(b).

⁴ Please submit tax account transcripts for the tax years listed in “Required Tax Account Transcripts” column.



Massachusetts Gaming Commission

10.	Erin Chamberlain	Application received and currently under completeness review	N/A	N/A	N/A
11.	Todd George	Application received and currently under completeness review	N/A	N/A	N/A
12.	Chris Rogers	Application received and currently under administrative review	N/A	N/A	N/A
13.	Peter Carlino	Nothing to submit – qualified in 2019	N/A	N/A	N/A
14.	Carl Sottosanti	Nothing to submit – qualified in 2019	N/A	N/A	N/A
15.	Timothy Wilmott	Nothing to submit – qualified in 2019; anticipated retirement	N/A	N/A	N/A
16.	William Fair	Nothing to submit – qualified in 2019; anticipated retirement	N/A	N/A	N/A
17.	Brandon Moore	Nothing to submit – qualified in 2019	N/A	N/A	N/A

In addition, the following independent directors at GLPI are required to submit the following documents as part of the category 2 license renewal process.

Independent Directors		Required Forms	Required Tax Returns	Required Tax Account Transcripts ⁵	Net Worth Statements
1.	E. Scott Urdang	Independent Director Application	N/A	2015 – 2018	N/A
2.	Joseph Marshall III	Independent Director Application	N/A	2015 – 2018	N/A
3.	Earl Shanks	Independent Director Application	N/A	2015 – 2018	N/A
4.	James Perry	Independent Director Application	N/A	2015 – 2018	N/A

⁵ Please submit tax account transcripts for the tax years listed in “Required Tax Account Transcripts” column.



Massachusetts Gaming Commission

5.	Carol Lynton	Independent Director Application	N/A	2015 – 2018	N/A
6.	Barry F. Schwartz	Nothing to submit – qualified in 2019	N/A	N/A	N/A

Submission Requirements

All applications must be submitted in both electronic and paper format. The electronic copy may be in the form of a CD or USB memory stick. *Please request a proof of delivery signature receipt when your applications are delivered to the MGC.*

In addition, all individuals are required to submit fingerprints to the Massachusetts Gaming Commission (MGC). Fingerprint packets containing instructions, two (2) fingerprint cards for each individual and an identity confirmation form can be mailed to you.

Post-Submission Requirements

As you know, the MGC may request additional information and documents throughout the renewal review process including after the application has been deemed administratively complete. Should such a request occur, you will be required to comply with all such requests. See 205 CMR 112.01.

Additional Procedures for Renewal Process

In the upcoming days, Interim Executive Director Karen Wells will contact you in order to schedule a meeting to discuss the procedures for the license renewal process.

If you have any questions at this time, please feel free to contact me.

Sincerely,



William Curtis
Licensing Manager

- cc: Karen Wells, Interim Executive Director, MGC
- Loretta Lillios, Chief Enforcement Counsel/Deputy Director of IEB, MGC
- Det. Lieutenant Brian Connors, Mass. State Police – IEB, MGC
- Lance George, Vice President/General Manager, PPC
- Brandon Moore, Sr. VP & General Counsel, GLPI
- Tina Hable, Licensing Manager, PNGI
- Melissa Furillo, Director – Licensing & Legal Affairs, GLPI
- Lisa McKenney, Compliance Manager, PPC



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