



**MASSACHUSETTS GAMING COMMISSION
PUBLIC MEETING #250**

August 14, 2018
10:00 AM

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



Massachusetts Gaming Commission

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



NOTICE OF MEETING and AGENDA
August 14, 2018

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:

Tuesday, August 14, 2018
10:00 a.m.
101 Federal Street, 12th Floor
Boston, MA

PUBLIC MEETING - #250

1. Call to order
2. Approval of Minutes
 - a. July 26, 2018 – **VOTE**
3. Administrative Update – Ed Bedrosian, Executive Director
 - a. General Update
 - b. MGM - Opening Update
 - i. MGM Springfield Iconic Sign Programming – **VOTE**
4. Investigations and Enforcement Bureau – Loretta Lillios, Chief Enforcement Counsel and Deputy Director
 - a. Interim Authorization for Plainridge Park Casino REIT Transaction – **VOTE**
5. Ombudsman – John Ziemba
 - a. Plainridge Park Casino Quarterly Report
 - b. Encore Boston Harbor Quarterly Report
6. Licensing Division – Paul Connelly, Director
 - a. MGM Employee/Vendor Exemption Requests – **VOTE**
7. Racing Division – Dr. Alex Lightbown, Director
 - a. Suffolk Downs Request for Additional Racing Days – **VOTE**
 - b. Suffolk Downs Request for Additional Purse Money – **VOTE**
 - c. MA Breeders Association Request to Race at Fingerlakes – **VOTE**



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8. Commissioner's Updates

9. 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.

8/9/18
Date

Stephen P. Crosby
Stephen P. Crosby, Chairman

Date Posted to Website: August 9, 2018 at 4:00 p.m.



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DRAFT



Massachusetts Gaming Commission Meeting Minutes

Date/Time: July 26, 2018 – 10:00 a.m.

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

Present: Commissioner Bruce Stebbins
Commissioner Enrique Zuniga
Commissioner Eileen O'Brien

Participated Chairman Steve Crosby
by Phone: Commissioner Gayle Cameron

**Time entries are linked to
corresponding section in
Commission meeting video**

Call to Order

See transcript pages 2 - 3

[10:00 a.m.](#) Chairman Crosby and Commissioner Cameron participated in the meeting by phone because their physical attendance would be unreasonably difficult due to geographic distance. Commissioner Zuniga asked Chairman Crosby if he could hear Commissioner Zuniga and Chairman Crosby indicated that he could. Commissioner Zuniga asked Commissioner Cameron if she could hear Commissioner Zuniga and she indicated that she could. Commissioner Zuniga stated that he could hear both Chairman Crosby and Commissioner Cameron. Commissioner Zuniga stated that since two commissioners were participating telephonically, all votes would be taken by roll call. Commissioner Zuniga also stated that there are no minutes for approval at today's meeting.

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Administrative Update

See transcript pages 3 - 33

General Update

[10:02 a.m.](#) Executive Director Bedrosian stated that the only update today is the MGM update.

MGM – Opening Update.

Executive Director Bedrosian stated that staff is working diligently on the matters required for the MGM opening. He anticipates that at the next Commission meeting the Commission will be asked to delegate to Commissioner Stebbins the authority to issue a conditional certificate of operations after observing the test and evaluation period. Staff will be reporting on compliance with all of the license conditions at that meeting as well. The next Commission meeting will be on August 2, in Springfield, starting around noon.

MG&E Request for Reconsideration – Region C

[10:05 a.m.](#) Chairman Crosby asked the Commission to recognize the representative from Senator Brady's office who is attending the Commission meeting today. Executive Director Bedrosian stated that the Commission received a letter from the attorneys for MG&E and that he had requested staff to review the letter and prepare a memorandum. General Counsel Blue gave an overview of the memorandum prepared by staff.

Commissioner O'Brien recommended that the Commission move this matter to a meeting in September so that the Commission could more fully discuss a response to the letter. Commissioner Stebbins stated that the Commission takes the status of Region C seriously and also suggested that the Commission move this to the fall for further discussion. He stated that he has some areas of concern and would be willing to take up the discussion about Region C at a later date. Chairman Crosby suggested that the issues could be discussed at this meeting. Commission Cameron stated that she found the staff memorandum to be helpful. Many of the circumstances that led to the Commission's decision not to award a license in Region C haven't changed. Further analysis of current conditions in Region C would be helpful.

Executive Director Bedrosian suggested that the Commission could hold a public hearing in the fall and/or ask for public comment. Commissioner Stebbins stated that this issue really consists of two questions: how does the Commission respond to MG&E's letter and how does the Commission consider questions about reopening Region C. Questions regarding Region C would merit a public hearing. Commissioner O'Brien agreed with Commissioner Stebbins' suggested approach.

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Chairman Crosby asked if there was a way to start some of the analysis now to be ready for the discussion on the matter in the fall. For example, Commissioner Zuniga could start looking at the scope of the review and the Commission could ask for feedback from interested parties. Chairman Crosby also raised the idea that the Commission could ask for expressions of interest in Region C. Chairman Crosby further stated that there is a misperception that the only issue involved in the decision as to whether or not to grant a license in Region C was the impact of a tribal casino in Region C. While that issue was mentioned in the Commission's decision to deny the award of a license, the Commission's decision showed that the Commission's concerns were much broader than that.

Commissioner Cameron asked a question regarding process. Is it the right time to move this forward or is there a consensus to move this forward in steps, for example, by requesting public comment first? She stated that she is concerned about the timing. Staff has a lot to do between now and September and that any work on this matter should perhaps be put off until after the opening of MGM. Commissioner Crosby stated that if staff doesn't have the capacity to work on this now, that is a good reason to wait. Commissioner O'Brien stated that the Commission should respond to the letter first and then review the Region C market conditions. Commissioner Zuniga concurred with Commissioner O'Brien's assessment.

To summarize, Executive Director Bedrosian stated that over the next thirty to forty-five days he will ask staff to focus on a response to the MG&E letter and then think about the broader issues to consider regarding Region C.

Executive Director Bedrosian asked the Commission if they would take item #4, Supplier, Diversity and Workforce Development before Item #3, Research and Problem Gaming. He also requested that if either of the Commissioners participating by phone leaves the meeting to please let us know.

Supplier, Diversity and Workforce Development

See transcript pages 33 - 42

[10:34 a.m.](#) Ombudsman John Ziemba and Jill Griffin, Director, Supplier, Diversity and Workforce Development presented on the request from the Boston PIC to redesignate the use of certain of the funds awarded to it as part of its community mitigation grant award approved by the Commission. The Boston PIC requested that it be allowed to use some of the funds it requested for staffing instead of data management. While the amount involved would not fully fund a staff person, the Boston PIC has talked to other groups about possibly obtaining matching funds to fund a staff person.

Director Griffin stated that staff was encouraged to see collaboration between groups on the workforce development grants.

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A motion was made by Commissioner Stebbins that the Commission approve the use of \$26,765 of its grant by the Boston PIC for staffing or a consultant position. Motion seconded by Commissioner O'Brien. The Motion passed 5-0 by roll call vote Chairman Crosby -aye; Commissioner Stebbins-aye; Commissioner Zuniga-aye; Commissioner O'Brien-aye, and Commissioner Cameron-aye.

Research and Problem Gaming

See transcript pages 42 - 104

10:45 a.m. Commissioner Crosby left the meeting and ended his telephonic participation at 10:46 a.m. He stated that he would follow the meeting on the live stream. Commissioner Cameron continued to participate telephonically.

Mark Vander Linden, Director of Research and Responsible Gaming introduced Dr. Heather Gray and Dr. Debi LaPlante from the Cambridge Health Alliance who were here to present the Game Sense Evaluation report. Mr. Vander Linden described the background for the evaluation process and stated that Game Sense is an example of an precautionary approach to problem gambling.

Dr. Gray and Dr. LaPlante presented the summary of the Game Sense Evaluation report which was included in the Commission packet. Dr. Gray explained the evaluation report methodology and some of the key findings such as the number and types of interactions between patrons and Game Sense Advisors; what patrons received from those interactions; whether patrons would go to a Game Sense Advisor if they felt they were losing control over their gambling; why patrons talked with Game Sense Advisors; what if any actions patrons took after talking with Game Sense Advisors; and how satisfied patrons were with their interactions with Game Sense Advisors.

Dr. Gray also presented on the survey done with Plainridge Park Casino employees. The survey examined their familiarity with the Game Sense program and with the Game Sense Advisors.

Dr. Gray presented on the overall conclusions reached by the evaluation, such as finding a high sense of satisfaction by the patrons with the Game Sense program and the reach of the Game Sense program. Dr. Gray also discussed the limitations of the evaluation, for example that not all patrons were surveyed and that causal relationships cannot be established. Dr. Gray went on to recommend that the Commission evaluate whether the Game Sense program fits with the statute and that the Commission develop new ways to engage patrons and casino employees with the Game Sense program. Dr. Gray stated that it is too early to determine if the Game Sense program increased knowledge regarding problem gaming.

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Commissioner's Updates

See transcript pages 104 - 110

11:54 a.m. Commissioner Stebbins stated that the last AOC meeting with MGM Springfield will take place on October 9 in Springfield. After that meeting there will be a diversity celebration. Commissioners are invited to attend. Commissioner Stebbins also reported that the skills cabinet will make an investment in the culinary program at Bunker Hill Community College.

Commissioner Zuniga stated that he attended the National Conference on Problem Gambling conference. Massachusetts was recognized at the conference as being progressive on addressing problem gambling. Speakers at the conference suggested that if states expand into sports betting they should look at the Massachusetts programs on research and problem gambling. Commissioner Zuniga also mentioned that representatives from Japan who also attended the conference came to Massachusetts to view Game Sense and Play My Way. Representatives from Saipan also expressed interest in visiting Massachusetts for the same reasons. Finally, Commissioner Zuniga stated that MGM received the corporate responsibility award at the conference.

2:00 p.m. *Having no further business, a motion to adjourn was made by Commissioner Stebbins. Commissioner O'Brien seconded the motion. The Motion passed 4-0 by roll call vote Chairman Crosby having earlier left the meeting: Commissioner Stebbins-aye; Commissioner Zuniga-aye; Commissioner O'Brien-aye, and Commissioner Cameron-aye.*

List of Documents and Other Items Used

1. Notice of Meeting and Agenda, dated July 24, 2018
2. June 6, 2018 letter from Goodwin Proctor Regarding MG&E LLC's Application for Region C
3. June 10, 2018 letter from Pastor Richard Reid Regarding MG&E LLC's Application for Region C
4. June 28, 2018 letter from Senator Michael Brady Regarding MG&E LLC's Application for Region C
5. Presentation-Cambridge Health Alliance: Comprehensive Evaluation of the Game Sense Program at Plainridge Park Casino 2015-2018
6. Report- Cambridge Health Alliance: Comprehensive Evaluation of the Game Sense Program at Plainridge Park Casino 2015-2018

/s/ Catherine Blue
Assistant Secretary



Frank P. Fitzgerald
John E. Drost, Jr.
Stephanie A. Fitzgerald †
Brian S. Fitzgerald *
Jane L. Mantolesky
Daniel T. Wright *
Nicholas D. Amanti #

† Also admitted in New York
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Also admitted in New Jersey
= Also Admitted in Pennsylvania

Direct e-mail: fpf@fitzgeraldattlaw.com

May 17, 2017

Via E-mail to pdromey@springfieldcityhall.com

Phil Dromey
City of Springfield Office of Planning and Economic Development
70 Tapley Street
Springfield, MA 01104

RE: Signage and Specialty Lighting Concept Traffic Study

Dear Phil,

As you are aware, this office represents Blue Tarp reDevelopment, LLC/MGM Springfield ("MGM") in connection with its resort casino project located in downtown Springfield (the "Project"). Pursuant to Section II(D)(5) of the Site Plan Review Supplemental Findings and Decision of the City Council dated October 21, 2016 and Article 8, Section 8.5.75(C) of the City of Springfield Zoning Ordinance enclosed please find the traffic study in connection with the proposed signage for the Project.

Please contact me if you have any questions following your review of the documentation.

Sincerely,



Frank P. Fitzgerald

Enclosure

cc: Seth Stratton, Esq., via email
Brian Packer, via email



To: Mr. Seth N. Stratton
Vice President & General Counsel
MGM Springfield

Date: May 3, 2017

Project #: 13895.00

Memorandum

From: Vinod Kalikiri, P.E., PTOE
Mike Tantillo
Craig Schneider

Re: Digital Signage Review for MGM Springfield

Summary

This technical memorandum summarizes VHB's review of the current Massachusetts legislation, best practices, and literature review in regards to electronic outdoor on-site advertising signs. The literature review conducted by VHB specifically focused on the effects of electronic outdoor advertising signs on traffic and distracted driving. The conclusions of this memorandum are solely derived from the current state of research for electronic outdoor advertising signs, on premise signage, distracted driving, and the relationship between such signing and vehicular crashes as presented in the literature review. It is noted that VHB has not performed an independent analytical data-based research on the subject.

Overall, the available literature on the subject of digital signing and driver distraction indicates that, though different studies showed different possible effects on driver behavior, there is no statistically significant correlation between on-site outdoor electronic signs and driver safety or crashes. A discussion of VHB's review follows.

City of Springfield Zoning Code

Some of MGM Springfield's on-site outdoor advertising signs will be oriented towards highways, including East Columbus Avenue, Interstates 91 and 291. Many drivers on the highways are regular users likely to be familiar with the MGM Springfield project, while other drivers will learn of MGM's existence when driving past the site for the first time.

§ 8.5 of Springfield's zoning code acknowledges the unique signing needs of MGM Springfield and encourages the use of unique and creative signing concepts. § 8.5.74 addresses signs facing highways, including East Columbus Avenue, I-91, and I-291, and requires that signs be designed to avoid disruption to traffic flow and highway safety problems. In addition, reader boards, repeated text messages, and animated signing is only permitted on a temporary basis and for special events. The City of Springfield recognized that an effective balance between highway safety and on-site outdoor advertising is critical to the success of the MGM Springfield project, and has therefore required that the on-site signing be designed in a way that minimizes driver distraction and the diversion of attention away from the roadway, while providing a visually appealing and memorable experience for those highway users passing MGM Springfield. The provisions of the zoning code aim to allow outdoor advertising signs that can be used in a way that communicates important information about MGM Springfield and its special events while not needlessly drawing a driver's attention away from the critical driving task.

Literature Review

The literature review focuses on the relationship between driver distraction caused by outdoor advertising signs and crashes. ***As documented in this section, different studies showed different possible effects on driver behavior. However, no conclusive or statistically significant correlation between on-site outdoor electronic signs and driver safety or crashes was identified in the reports.***

Driver distraction, in general, is believed to be a contributory factor in many crashes (Klauer et al. 2006; National Highway Traffic Safety Administration 2009; Olson et al. 2009). Many previous studies have not been able to attribute increased crash rates to electronic outdoor advertising signs (McMonagle 1952; Tantala and Tantala 2007; Tantala and Tantala 2010; Wallace

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2003; Smiley et al. 2005), while other studies, including Farbray et al. (2001) and Sisiopiku et al. (2014), found an increase in sideswipe and rear-end crashes. The exact correlation between distraction and electronic outdoor advertising signs may not be able to be determined through traditional crash or "post-hoc analyses" (i.e., deducing statistically significant trends after experimentation). Typical crash studies review police crash reports or statistical summaries of the crash reports to determine the cause of the crash that has taken place. As stated in Molino et al. (2009), crashes are infrequent events and data collection needs to span extended periods of time to obtain an extensive data set both before and after the introduction of a change in roadway conditions. Therefore, researchers need to collect comparable and substantial data sets in order to investigate this topic. Studies are likely to underreport crashes, especially minor crashes caused by inattention or driver distraction, as the driver may be unwilling or unable to report these factors (Molino et al 2009) if the crash is even reported to law enforcement at all.

Various studies (laboratory simulator research, naturalistic driving studies, eye tracking and drive behavior research) have been conducted in an attempt to determine a correlation between traffic safety and electronic outdoor advertising signs, including off-site billboards and on-site signs intended to be viewed by road users. While the results from some simulator studies have shown that the dynamic content, in addition to the placement of the sign with respect to its surroundings, have an influence on driver performance (for example, in the form of variability of lateral lane position or reduction in speed while passing electronic outdoor advertising signs [Chattington et al. 2009; Crundall et al. 2006; Hughes and Cole 1986]) or that road stretches with advertising signs had more lane deviations (Bendak and Al-Saleh 2010), other studies do not support these results. For example, Molino et al (2009) discovered using eye-tracking technology that the glances at outdoor advertising signs (in this study, billboards were examined) were not associated with long glances away from the roadway in a way that would present a safety risk, as the roadway ahead was still in view. In effect, the study found that the amount of time drivers spent glancing at outdoor advertising signs was similar to the amount of time spent glancing at other objects and signs along the roadway.

A driver simulation study by Edquist et al. (2011) showed that advertising signs affected visual scanning, causing increased reaction times to road signs and increased the number of driver errors. Eye-tracking studies have confirmed and elaborated on the attention-grabbing nature of electronic outdoor advertising signs (Beijer et al. 2004; Crundall et al. 2006; Smiley et al. 2005; Young and Mahfoud 2007; Young et al. 2009). These electronic outdoor advertising signs influence gaze behavior because they attract more numerous and longer glances than standard road signs and conventional outdoor advertising signs (Dukic et al. 2013). In addition, Dukic et al. (2013) found no differences for the factors day/night (time of day), and no effect was found for the driving behavior data. None of these studies were able to conclusively link changes in visual scanning behavior to an increased risk of crashes.

A study conducted by Trick and Enns (2009) determined a framework, in which a glance at an advertising sign has different reasons. The driver may employ a routine scanning behavior to assess the traffic situation continuously. Noticing the sign, the driver may choose to have a closer look, while having a mental picture of how the traffic situation is likely to develop. Thus, the glance is planned and unlikely to result in a dangerous situation. Whether these signs attract too much attention and should be regarded as a potential traffic safety hazard cannot be answered conclusively as a driver may become distracted only if the driver's attention is absorbed by the billboard more than originally intended. The researchers recommended that additional controlled investigations be conducted to determine the specific effects the on-road environment has on gaze behavior, speed, lateral positioning, tactical maneuvering, and driver conflict. The concept of planned glances occurring when road conditions are amenable to such gazes from the driver may explain why shifts in driver behavior do not necessarily lead to a corresponding increase in crash activity.

During the literature review, it was also noted that the off-site billboard industry has voluntarily chosen to adopt practices that minimize driver distraction. For example, most off-site billboards display static images and retain the same image for at least eight (8) seconds (Namba 2012). This serves two purposes. First, the driver needs to only take a brief glance to be able to absorb the information, as opposed to a video message that would invite a lengthy look from a driver. Second, the

driver will eventually become accustomed to the message being displayed for eight seconds or more on electronic billboards and will understand that there is no need to attempt to read the billboard during a complex driving maneuver (e.g., a lane change) out of fear that the message will be "missed". Instead, the driver can plan a glance based on the traffic conditions, knowing the message will be displayed for a reasonable amount of time.

Similar On-Site Signage

Two examples of other on-site electronic advertising devices in Massachusetts are noted as part of this memorandum. The WGBH Headquarters complex in Boston contains a 30-foot LED digital façade. This digital sign is visible from I-90, the Massachusetts Turnpike, from over two miles away. In addition, the Naismith Basketball Hall of Fame in Springfield advertises with a tall LED-lit basketball visible from I-91 in the general vicinity of the MGM Springfield project. ***In neither case did the installation of or continued operation of these on-site advertising devices result in reported safety concerns or an increase in reported crash activity that is attributable to the digital signs.***

Conclusions

Studies in general have shown a complex relationship between electronic outdoor advertising signs and driver distraction. Research has shown roadside advertising may attract the drivers' eyes away from the roadway. Some studies have shown that drivers have been shown to be less observant of vehicles stopping in front of them as well as drift into adjacent lanes when in the presence of electronic outdoor advertising signs (Wachtel, 2011). However, the reports reviewed for the preparation of this memorandum did not provide a conclusive link to a reduction in traffic safety.

In summary, the available literature on the subject of digital signing and driver distraction indicates that, though different studies showed different possible effects on driver behavior, there is no statistically significant correlation between on-site outdoor electronic signs and driver safety or crashes.

Sources

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OAAA CODE OF INDUSTRY PRINCIPLES

In addition to adhering to external laws and regulations, the members of the Outdoor Advertising Association of America (OAAA) have adopted a set of voluntary industry principles. OAAA endorses this code and encourages its members to operate in conformance with these principles.

Observe Highest Free Speech Standards

- We support the First Amendment right of advertisers to promote legal products and services, however, we also support the right of media companies to reject advertising that is misleading, offensive, or otherwise incompatible with individual community standards, and in particular, we reject the posting of obscene words or pictorial content.

Respect for Privacy

- We support responsible use of data for advertising purposes.
- We recognize that mobile phone and digital technology bring benefits to consumers seeking information, way-finding, entertainment, and connection to others. Increasingly, mobile-social-and-online media are connected to out of home advertising.
- We encourage member companies to work with suppliers that provide appropriate notice and control for the collection of precise location data from mobile phone devices used for advertising purposes.
- Anticipating technological changes, OAAA will continue to monitor developments in this area.

Protect the Children

- We are careful to place advertisements for products illegal for sale to minors on advertising displays that are a reasonable distance from the public places where children most frequently congregate.
- We are committed to a program that establishes exclusionary zones that prohibit stationary advertisements of products illegal for sale to minors that are intended to be read from, at least 500 feet of, elementary and secondary schools, public playgrounds, and established places of worship.
- We support reasonable limits on the total number of advertising displays in a market that may carry messages about products that are illegal for sale to minors.
- We seek to maintain broad diversification of customers that advertise using the medium.

Support Worthy Public Causes

- We advocate the use of out of home advertising for political, editorial, public service, and other noncommercial messages.
- We are committed to providing *pro bono* public service space to assist communities, government, and worthy causes in communicating with the public.

Provide an Effective, Attractive Medium for Advertisers

- We are committed to providing value and service to advertisers in communities nationwide.
- We are committed to maintaining and improving the quality, appearance, and safety of advertising structures and locations.
- We encourage the use of new technologies to continuously improve the service provided to advertisers and the information provided to the public.

- We are committed to excellence in the ads we exhibit because our medium provides the most public "art gallery" there is.

Respect the Environment

- We are committed to environmental stewardship.
- We encourage environmentally friendly business practices for the reduction of waste, improvement of energy efficiency, and use of recyclable materials.

Provide Effective and Safe Digital Billboards

- We are committed to ensuring that the commercial and noncommercial messages disseminated on standard-size digital billboards will be static messages and the content shall not include animated, flashing, scrolling, intermittent or full-motion video elements (outside established entertainment areas).
- We are committed to ensuring that the ambient light conditions associated with standard-size digital billboards are monitored by a light sensing device at all times and that display brightness will be appropriately adjusted as ambient light levels change.

Uphold Billboard Industry Self Regulation

- We support billboard advertising as a business use to be erected in commercial and industrial areas.
- We support new billboard locations in unzoned commercial and industrial areas only where there is business activity.
- We oppose the construction of stacked bulletins (i.e., two 14' x 48' faces or larger facing in the same direction)
- We oppose the construction of new billboards on truly scenic segments of highways outside of commercial and industrial areas.
- We oppose illegal cutting and are committed to reasonable control and maintenance of vegetation surrounding billboards.
- We support the expeditious removal of illegally erected billboards without compensation; OAAA member companies are encouraged to inform responsible authorities if they become aware that illegal billboards are being erected.

Protect Billboard Industry Rights

- We support the right of out of home advertising companies to maintain lawfully erected billboards.
- We support laws that assure just compensation for removal of legal billboards.

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The Outdoor Advertising Association of America (OAAA) is the national trade association for the \$7.8 billion US out of home advertising (OOH) industry, which includes digital out of home (DOOH), and is comprised of billboards, street furniture, transit advertising, and place-based media.

Comprised of 800+ member media companies, advertisers, agencies, ad-tech providers, and suppliers that represent over 90 percent of the industry, OAAA is a unified voice, an authoritative thought leader, and a passionate advocate that protects, unites, and advances OOH advertising in the United States.

Since its founding in 1891, OAAA has promoted the responsible growth of OOH with federal, state, and local government, communities, and the general public. Today, fueled by smart data, digital technology, unrelenting innovation, and an exciting vision for the future, OOH advertising has never been more relevant, more impactful, or more effective.

OAAA-member media companies donate over \$500 million annually in public service advertising. Every year, the industry celebrates and rewards OOH creativity via its renowned OBIE Awards (obieawards.org).



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Membership



Ad Industry Resources



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ABOUT OOH

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Facts & Figures
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Guidelines & Standards
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Public Service

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News Articles
Upcoming Events

CREATIVE SHOWCASE

OOH MEDIA LOCATOR

OOH CREATIVE TESTING
TOOL

OBIE AWARDS



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2016 OCT 21 AM 10:05

CITY OF SPRINGFIELD
SPRINGFIELD, MA

City of Springfield

Office of Planning & Economic Development

70 Tapley Street

Springfield, MA 01104

SITE PLAN REVIEW SUPPLEMENTAL FINDINGS AND DECISION OF THE CITY COUNCIL

Project: For a City Council Site Plan Review, to review the proposed additional signage to supplement the signage already approved during the Site Plan Review process associated with the location of a licensed casino and casino complex within the boundaries established by the City of Springfield for casino gaming activities as outlined under the Casino Overlay District regulations (Article 8, Section 8.5).

Owner: Blue Tarp reDevelopment, LLC
By: Seth Stratton, Vice President & General Counsel

SUPPLEMENTAL SITE PLAN REVIEW DECISION

I. MATERIALS SUBMITTED INTO RECORD:

In addition to the previously approved signage during the Site Plan Review Process, which are incorporated herein, the supplemental materials submitted into the record of the hearing on the application for Site Plan Review for additional signage, in addition to the plans as recorded were submitted into the public record are attached as Exhibit A, and are incorporated by reference into this decision.

II. FINDINGS and CONDITIONS:

- A. Using the criteria for evaluation set forth in Section 12.3.51 the City council finds that the supplemental application for additional signage complies with such review criteria in Section 12.3.51. Specifically:
 - A. Complies with all applicable provisions and requirements of this Ordinance, including all use, dimensional, site, utility, and overlay district standards: *The City's review of the sign plans submittal materials confirms general compliance with the Ordinance, specially Article 8, Section 8.5.70.*

- B. Avoids significant detrimental environmental impacts, including storm water runoff, erosion or sedimentation: *The proposed signs will have no detrimental environmental impacts, including storm water runoff, erosion or sedimentation.*
- C. Ensures adequate light and air quality for adjacent properties and minimize detrimental visual impacts on adjacent uses and public STREETS, parks, BUILDINGS, and other public places: *The sign plans have been designed to be in contact with the overall architecture of the development to minimize and detrimental visual impacts on adjacent uses and public streets.*
- D. Does not impair pedestrian safety or overload existing roads, considering their current width, surfacing, and condition: *The proposed signs will have no impact on pedestrian safety nor will overload existing roadways.*
- E. Provides adequate access for fire, police, and emergency vehicles: *The proposed signs will not hinder access for fire, police and/or emergency vehicles.*
- F. Minimizes noise, dust, odors, solid waste, glare, or any other nuisances in accordance with the City Ordinance. *The plans reflect that all noise, dust, odors, solid waste, glare or any other nuisance are planned for and will be addressed during installation and upon operation in accordance with the City Ordinance and such reasonable conditions on the issuance of an sign permit.*
- G. Minimizes impacts on historic resources as determined by Section 12.7: *The sign to be located on the replicated façade of the former YMCA building has been reviewed and approved by the Springfield Historical Commission and reflects that the historic resource has been addressed consistent with the MOU with local and state historic preservation agencies.*

B. Pursuant to Section 12.3.60, the City Council makes the following Specific Findings:

- A. Pursuant to Section 12.3.62 the City Council finds that the application meets all zoning requirements and imposes reasonable conditions as set forth in this decision to ensure compliance with these requirements and other provisions of this Ordinance, consistent with the limitations set forth in Section 12.3.70 and Article 8, Section 8.5.70.
- B. Pursuant to Section 12.3.63 prior to granting approval of the Site Plan Review application (signage), the City Council makes a finding that the proposed

DEVELOPMENT is in conformance with this Ordinance, and if applicable, that with conditions imposed, the review criteria in Section 12.3.50 will be satisfied.


- C. Pursuant to Section 12.3.64 such findings in this Decision shall pertain to the proposed signs as shown in Exhibit A. This includes any Site Plan modifications requested by the City Council as a condition of its approval, and any off-site improvements proposed by the applicant or required by the City Council as condition of its approval.

D. Pursuant to Section 12.3.70 City Council Site Plan Review the following Conditions, Limitations and Safeguards are imposed:

Approval of the additional sign plans submittal is contingent on the following conditions and performance parameters:

1. Approval is granted solely for the proposed additional signage associated with the location of a licensed casino and casino complex within the boundaries established by the City of Springfield for casino gaming activities as outlined under the Casino Overlay District regulations (Article 8, Section 8.5), at the properties known as NS Howard Street (06802-0017, 0018, 0024, 0020, 0016, 0005), SS Howard Street (06802-0073, 0065), 35 Howard Street (06802-0070), 82 Howard Street (06802-0028), 53 Howard Street (06802-0068), 26 Howard Street (06802-0010), 1090 Main Street (08130-0098), 1120 Main Street (08130-0101), 1126 Main Street (08130-0103), 1106 Main Street (08130-0100), 1008 Main Street (08130-0091), 1132 Main Street (08130-0105), 1156 Main Street (08130-0108), 1200 Main Street (08130-0110), 95 State Street (11110-0650), 73 State Street (11110-0653), 79 State Street (11110-0651), SS State Street (11110-0656), 68 Union Street (11750-0022), NS Union Street (11750-0024), 53 Bliss Street (01560-0024), 16 Bliss Street (01560-0001), 61 Bliss Street (01560-0023), 19 Bliss Street (01560-0031), Bliss Street (01560-0032), SS Bliss Street (01560-0021, 0028, 0030, 0020, 0029), NS Bliss Street (01560-0005, 0007, 0008) and 1357 East Columbus Avenue (04303-0496).
2. The use shall be developed in accordance to the attached site plans and elevations, with the addition of conditions #3 through #5.
3. Any and all sign permits shall be obtained, prior to installation.
4. A review of the proposed signs, solely as to the materials, lighting, moving images, portability and impacts to abutters and/or any public ways shall be completed after the approved signs have been installed and are operational to determine if any additional conditions are required.
5. The petitioner shall provide a report to the Office of Planning and Economic





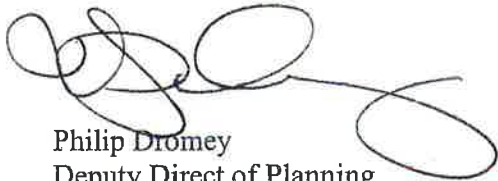
Development (OPED) from a transportation professional experienced in the field of traffic impacts per Article 8, Section 8.5.75(C). The report shall set forth an opinion as to whether or not the operation of the sign would meet safety standards and include the basis for such opinion specifically reviewing any adverse impacts to highway traffic flow and safety with regard to distraction from animation, brightness, or size of the signs. This report shall be submitted to the OPED and reviewed prior to the issuance of a sign permit.

6. Compliance with these conditions, as well as any and all zoning regulations, is required. Failure to comply may result in denial of the issuance of a Building Permit and/or Occupancy Permit, revocation of any permits issued and/or enforcement by the Code Enforcement Department punishable by fines of up to \$200 per day for each day a violation exists.

Dated: Voted and approved October 17, 2016

Filed with the City Clerk: October 21, 2016

Signed as to the accuracy of the vote as reflected in the minutes:



Philip Dromey
Deputy Direct of Planning
Office of Planning & Economic Development

Appeal: The Appeal of any decision of the City council hereunder shall be made in accordance with the provisions of Mass. Gen. L. 40A, Section 17 within 20 days after filing with the City Clerk.

DATE: 10/21/16



Frank P. Fitzgerald
John E. Drost, Jr.
Stephanie A. Fitzgerald †
Brian S. Fitzgerald *
Jane L. Mantolesky
Daniel T. Wright *

†Also admitted in New York
*Also admitted in Connecticut

Direct e-mail: jlm@fitzgeraldatlaw.com

October 17, 2016

VIA FIRST CLASS MAIL and
VIA E-MAIL

Edward Pikula, Esq.
City Solicitor
City of Springfield Law Department
36 Court Street, Room 307
Springfield, MA 01103

Re: Signage and Specialty Lighting Concept

Dear Attorney Pikula:

As you are aware, Blue Tarp reDevelopment, LLC dba MGM Springfield ("MGM") recently submitted to the Springfield City Council, MGM's application for approval of Signage and Specialty Lighting Concept ("Application") in connection with its resort casino project located in downtown Springfield (the "Project").¹ The Application, pursuant to Section 8.5 of the Springfield Zoning Ordinance, governing the Casino Overlay District, seeks approval of on premise signs to be located on the Project garage and Project plaza. We have reviewed the following relevant Massachusetts General Laws and the Code of Massachusetts Regulations and have determined that the Massachusetts Department of Transportation ("MassDOT") does not have jurisdiction over the plaza signage nor over the garage on premise signs.

Pursuant to 700 CMR 3.02, MassDOT maintains jurisdiction over "outdoor advertising" in the Commonwealth ("[n]o person shall engage in the business of outdoor advertising in the Commonwealth of Massachusetts by means of any sign or signs without first obtaining a license therefore from the Director."). "Outdoor Advertising" is defined as, "any outdoor sign, display, light, device, figure, painting, drawing, message, plaque, poster, billboard, or other thing which is designed, intended or used to advertise or inform; any part of the advertising or information contents of which is visible from any public way, public park or reservation." 700 CMR 3.01.

However, "no permit shall be required for any sign which is:

¹ MGM will be submitting additional Signage and Specialty Lighting Concepts as the Project progresses.

1. An on-premise sign that is erected or maintained in conformity with the law and which advertises or indicates the entity which primarily occupies the premises in question or a principal activity taking place on the property where the sign is located.
2. A sign that advertises the property itself or any part thereof as for sale or to let, and which contains no other advertising matter.
3. An artistic sign which does not constitute advertising, or tend to promote goods, services or commercial activity, or result in income being derived by any party.
4. Signs which are erected solely for and relating to public elections.
5. Signs or other devices on or in the rolling stock of any common carrier or signs or other devices on or in stations, subways or structures of or used by any common carrier unless such signs or devices are displayed within view of a public way.
6. Directional and other Official Signs."

700 CMR 3.02.

An "on-premise sign" is defined as,

- (a) A sign which consists solely of the name of the establishment or which identifies the establishment's primary or principal products or services offered on the property is an on-property sign.
- (b) When a sign consists of a logo, brand name or trade name advertising and the product or service advertised is only incidental to the primary or principal activity, or if it brings rental income to the property owner, it shall be considered the business of outdoor advertising and not an on-property sign.
- (c) A sale or lease sign which also advertises any product or service not conducted upon and unrelated to the business or selling or leasing the land on which the sign is located is not an on-property sign."

700 CMR 3.01.

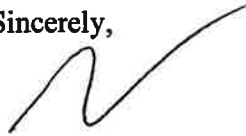
As referenced in the Application, the signage for the garage, which is oriented towards Interstate 91, is on-premise. The garage signage consists of the MGM name and will identify MGM's primary or principal products or services. Furthermore, to the extent that MGM elects to advertise the Springfield Thunderbirds, City Stage, Symphony Hall or the MassMutual Center, the same is not incidental to MGM's primary or principal activity as MGM is required pursuant to the Host Community Agreement (the "HCA") to advertise for said items. See HCA at Exhibit B. In addition, none of the expected content included in any of the garage signage will result in income being derived from any party for said advertising.

To the extent that there are concerns regarding the safety of the garage signage in relation to traffic concerns on Interstate 91, the Casino Overlay District explicitly provides that the City

Council shall take traffic safety into account when reviewing MGM's Signage and Specialty Lighting Concept. *See Zoning Ordinance City of Springfield, Massachusetts at 8.5.74.*

Should you have any questions regarding the foregoing or the enclosed please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to be 'F. Fitzgerald', written over a horizontal line.

Frank P. Fitzgerald

cc: Seth N. Stratton, Vice President and General Counsel, MGM Springfield, via email
John Ziemba, Ombudsman, via email
Melinda Phelps, Esq., via email
Jed Nosal, Esq., via email
Patrick J. Paul, District Highway Director, MassDOT, District 2

700 CMR 3.00: CONTROL AND RESTRICTION OF BILLBOARDS, SIGNS AND OTHER ADVERTISING DEVICES

Section

3.01: Definitions

- 3.02: Licenses; Permits; Exemptions; Off Premise Hybrid Permit
- 3.03: License and Permit Fees; Expiration of and Revocation of Licenses and Permits
- 3.04: Procedure for Processing and Requirements for Application for a License and License Renewals
- 3.05: Procedure for Processing Applications for New Permits, Temporary Permits, Permit Renewals and Permit Transfers
- 3.06: Specific Information to be Submitted with New and Temporary Permit Applications
- 3.07: Requirements for New Permits
- 3.08: Requirements for Renewal of Permits
- 3.09: License and Permit Revocation Procedure
- 3.10: Permit Amendment
- 3.11: Rotating or Alternating Faces
- 3.12: Permit Transfers
- 3.13: Maintenance of Signs
- 3.14: Duty of Compliance
- 3.15: Repair or Restoration of Signs
- 3.16: Required Notifications
- 3.17: Requirements for Electronic Sign Permits**
- 3.18: Fines/Penalties
- 3.19: Appeals; Administrative Review of Notices of Denial or Revocation of a Permit or License
- 3.20: Municipal Authority
- 3.21: Severability

3.01: Definitions

The following terms as used in 700 CMR 3.00 shall, unless otherwise expressly stated or unless the context clearly requires a different interpretation, have the following meaning:

Abandon: when a sign has not displayed advertising copy for a period of at least three months or to neglect or fail to perform maintenance upon a sign or to fail to obtain all necessary licenses and permits to erect and maintain a sign.

Business, Industrial or Commercial Activities: for purposes of outdoor advertising, one or more of the following criteria must be met:

- (a) The activity shall maintain all the necessary business licenses as required by applicable state or local law or ordinances;
- (b) The activity shall have direct vehicular access from a public road that is normal and customary for ingress and egress by the public to the activity as well as adequate parking to accommodate public access;
- (c) If there is a permanent structure, the activity shall include customary facilities such as indoor restrooms, running water, functioning electrical connections and adequate heating and shall be equipped with permanent flooring from material other than dirt, gravel or sand;
- (d) The activity, if open to the public, shall be open during hours that are normal and customary for that type of activity in the same or similar communities; and
- (e) If there is a permanent structure or building, it shall have a permanent foundation, built or modified for its current commercial or industrial use, and the building must be located within 660 feet from the nearest edge of the right of way of the public way. Where a mobile home or recreational vehicle is used as a business or office, the following conditions and requirements shall also apply:
 - 1. A self-propelled vehicle shall not qualify for the use of a business or office for the purposes of 700 CMR 3.00.
 - 2. All wheels, axles and springs shall be removed.
 - 3. The vehicle shall be permanently secured on piers, pads or a foundation.

Cut-out: any protrusion from the original footprint of the sign as noted on the permit application, which shall not exceed five feet in height and two feet in width.

3.01: continued

Department or MassDOT: shall mean the Massachusetts Department of Transportation, a body politic and corporate established pursuant to M.G.L. c. 6C.

Directional Signs: signs as referenced in 23 CFR 750.153.

Director: director of the Office of Outdoor Advertising within the Massachusetts Department of Transportation.

Electronic Sign: a sign that changes its message or copy at intervals by programmable electronic, digital, or mechanical processes or by remote control.

Erect: to construct, reconstruct, alter, build, raise, assemble, place, fix, affix, attach, create, paint, draw, post, display or in any way bring in to being or establish. The term shall not include ordinary/customary maintenance.

Federal-state Agreement: any agreement entered into by and between the United States of America represented by the Secretary of Transportation acting by and through the Federal Highway Administration and the Commonwealth of Massachusetts, acting by and through the Massachusetts Department Transportation or its predecessors.

FHWA: shall mean the Federal Highway Administration.

Illegally Erected or Maintained Sign: a sign that is erected and/or maintained in violation of Massachusetts State law or Federal law.

Landmark Sign: a sign that was lawfully in existence on October 22, 1965 and determined by MassDOT and approved by FHWA to be considered a landmark sign as per applicable federal regulations.

Modify: to alter or change a sign in any manner that prolongs the useful life of the sign including, but not limited to the following:

- (a) Raising or lowering a sign.
- (b) Changing the location of a sign.
- (c) Changing the materials of a sign.
- (d) Changing the dimensions of a sign (length, width, height, depth, number of faces, or clearance between the bottom of the sign and ground or roof on which it is standing).
- (e) Adding lighting to a sign.
- (f) Replacing a dismantled sign.
- (g) Adding bracing, guy wires or other reinforcing devices which would prolong the useful life of the sign.
- (h) Moving an existing sign.

Non-conforming and/or Grandfathered Sign: a sign that was lawfully erected, but which does not comply with the provisions of M.G.L. c. 93D, M.G.L. c. 6C, 700 CMR 3.00, 23 U.S.C., 23 CFR 750.101, or which later fails to comply with the above referenced statutes and regulations due to changed conditions. Illegally erected or maintained signs are not Non-conforming and/or Grandfathered signs. Only off-premise signs which have been continuously permitted by the Department and utilized since their erection may be eligible for Non-conforming and/or Grandfathered status. These signs may not be altered in any way other than ordinary/customary maintenance. If any Non-conforming and/or Grandfathered sign is modified in any way or removed, it shall lose its Non-conforming and/or Grandfathered status. In no event shall on-premise signs be eligible for the protection of Non-conforming and/or Grandfathered status.

Office of Outdoor Advertising: the Office of Outdoor Advertising within the Massachusetts Department of Transportation.

3.01: continued

On-premise or On-property Sign:

- (a) A sign which consists solely of the name of the establishment or which identifies the establishment's primary or principal products or services offered on the property is an on-property sign.
- (b) When a sign consists of a logo, brand name or trade name advertising and the product or service advertised is only incidental to the primary or principal activity, or if it brings rental income to the property owner, it shall be considered the business of outdoor advertising and not an on-property sign.
- (c) A sale or lease sign which also advertises any product or service not conducted upon and unrelated to the business or selling or leasing the land on which the sign is located is not an on-property sign.

Ordinary/Customary Maintenance: any maintenance which does not prolong the useful life of the sign. Ordinary/Customary maintenance includes, but is not limited to, changing the message on the sign, painting fixtures and routine electrical repairs. Safety improvements may be allowed with the prior approval of the Director.

Outdoor Advertising: any outdoor sign, display, light, device, figure, painting, drawing, message, plaque, poster, billboard, or other thing which is designed, intended or used to advertise or inform; any part of the advertising or information contents of which is visible from any public way, public park or reservation.

Person: any individual, partnership, corporation, firm, trustee, group, association, city, town, authority, county, agency or other governmental unit, excluding the Massachusetts Department of Transportation.

Pillar Displays: signs located on public property that are free standing and installed or maintained by or under contract with a public agency, municipality, authority or political subdivision of the Commonwealth of Massachusetts. At least one face of pillar displays must contain a message that serves a public purpose to include but not limited to maps, tourist information and other general municipal content.

Public Park or Reservation: any park, conservation, reservation, cemetery, playground parcel or other land, regardless of ownership, which is available for public use and is in excess of 30,000 square feet in aggregate.

Public Way: as defined by the laws of the Commonwealth of Massachusetts.

Secretary: Secretary of the Massachusetts Department of Transportation.

Sign: any billboard, display, light, figure, painting, drawing, poster, object or device, whether fixed or movable, which advertises, promotes or calls attention to any business, article, substance, idea or any other thing or concept, including both the supporting structure, fixtures and informative contents thereof. Each sign face or message shall be considered a separate sign for purposes of permit and renewal applications, fees and permit numbers.

Street Furniture Signs: includes, but is not limited to signs located on or within bus shelters, phone booths, restrooms, bicycle terminals, newspaper kiosks, trash receptacles or computer stations that are installed or maintained by or under contract with a public agency, municipality, authority or political subdivision of the Commonwealth of Massachusetts to provide a public service on public property. Signs affixed to bus shelters shall not exceed 25 square feet, unless otherwise approved by the Department.

Un-licensed Permit: a permit which authorizes an applicant who is not otherwise licensed to engage in outdoor advertising, to display an off-premise sign which exclusively advertises the applicant's off-site business.

3.02: Licenses; Permits; Exemptions; Off Premise Hybrid Permit

(1) Licenses.

(a) No person shall engage in the business of outdoor advertising in the Commonwealth of Massachusetts by means of any sign or signs without first obtaining a license therefore from the Director.

(b) Notwithstanding the requirements of 700 CMR 3.02(1)(a), no license shall be required for any person whose outdoor advertising activities are limited to:

1. Erecting and maintaining signs in conformity with law and which advertise, contain or indicate:

a. Either the entity which primarily occupies the premises in question or a principal activity taking place on the property where the sign is located; or

b. The property itself or any part thereof as for sale or to let, and which contain no other matter.

2. Erecting or maintaining a sign painted on or attached to the surface of any vehicle provided said vehicle is used primarily for purposes other than advertising; or

3. Signs or other devices on or in the rolling stock of any common carrier or signs or other devices on or in stations, subways or structures of or used by any common carrier unless such signs or devices are displayed within view of a public way.

(c) Licenses issued by the Director are non-transferable.

(2) Permits.

(a) No person shall erect or maintain any sign unless a permit for such sign has been granted pursuant to 700 CMR 3.00.

(b) Notwithstanding the requirements of 700 CMR 3.02(2)(a), no permit shall be required for any sign which is:

1. An on-premise sign that is erected or maintained in conformity with the law and which advertises or indicates the entity which primarily occupies the premises in question or a principal activity taking place on the property where the sign is located.

2. A sign that advertises the property itself or any part thereof as for sale or to let, and which contains no other advertising matter.

3. An artistic sign which does not constitute advertising, or tend to promote goods, services or commercial activity, or result in income being derived by any party.

4. Signs which are erected solely for and relating to public elections.

5. Signs or other devices on or in the rolling stock of any common carrier or signs or other devices on or in stations, subways or structures of or used by any common carrier unless such signs or devices are displayed within view of a public way.

6. Directional and other Official Signs.

(c) Unless otherwise revoked, a permit shall be valid from the date it is issued until the end of that calendar year and must be renewed annually pursuant to 700 CMR 3.08.

(d) No permit shall be granted for a sign intended to be erected and maintained on a vehicle or attached to a vehicle used primarily for the purpose of outdoor advertising.

(3) Exemptions.

(a) The Department may extend any deadline prescribed in 700 CMR 3.00.

(b) The Director may, with the written approval of the municipality, the Secretary, and in consultation with FHWA, issue a permit for a sign which does not strictly comply with 700 CMR 3.00. The exemption shall be reconsidered upon each annual renewal request. Additionally, the exemption may be withdrawn by the Department at any time. Each application for an exemption under 700 CMR 3.02(3) shall be made on a form furnished by the Director and accompanied by a non-refundable fee as stated in 700 CMR 3.02(3). In determining whether to issue an exemption the following factors may be considered:

1. Special circumstances pertaining to the sign in question.

2. Undue hardship or inequity resulting from the issuance or denial of a permit.

3. Detriment to the public resulting from the issuance or denial of a permit.

4. The general purpose and intent of the laws regulating outdoor advertising.

(c) Each application for an exemption under 700 CMR 3.02(3) shall be made on a form furnished by the Director and accompanied by a non-refundable fee as stated in 700 CMR 3.02(3).

3.15: continued

(3) In the event the owner or permittee fails to restore or remove the sign, as set forth in 700 CMR 3.15(2) and (3), the sign shall be deemed abandoned and subject to removal pursuant to 700 CMR 3.03(2)(g). If any sign is left abandoned or in dilapidated condition for a period of more than three months, the subject sign shall be removed by the permit holder.

(4) In the event that any Non-conforming and/or Grandfathered sign is, removed or taken down by the sign and/or property owner for any reason, left abandoned or in dilapidated condition for a period of more than three months the sign shall lose its Non-conforming and/or Grandfathered status. Any new structure will need a new permit and will be required to be in compliance with the requirements of 700 CMR 3.00.

(5) 700 CMR 3.15 shall not apply to ordinary or customary maintenance. No repairs that will prolong the useful life of the sign are permitted for Non-Conforming and/or Grandfathered signs.

(6) Notwithstanding 700 CMR 3.15(1) through (5), the Director may issue a permit for a Non-conforming and/or Grandfathered sign which has been destroyed by an act of nature such as a storm or fire.

3.16: Required Notifications

The holder of any license or any permit shall notify the Director in writing within ten days of any of the following, setting forth the details thereof:

(1) Any change of business addresses, primary phone number, email or other pertinent contact information of the license and/or permit holder.

(2) The erection, repair, restoration or removal of any sign by the license or permit holder. In the case of the erection of a sign, the notice shall include a set of photographs of adequate size and viewing angles to depict fairly and accurately the location of the sign and the surrounding area.

(3) The surrender, cancellation, or relinquishment of any license or permit by the license and/or permit holder.

(4) The abandonment of any sign.

(5) Any revocation, denial or other final refusal by the owner of the property where the sign is located to continue to permit the presence of the sign.

(6) The issuance of any permit for construction of a new sign.

(7) The adoption or amendment of a municipal ordinance or by-law applicable to signs covered by the license or permit as soon as the licensee or permittee has knowledge thereof.

(8) Any material change in the area where the sign is located relevant to 700 CMR 3.00 including, without limitation, any reduction from the required number of businesses within 500 feet of the sign or any establishment of a public park or reservation within 300 feet of the sign, as soon as the permittee has knowledge thereof.

(9) Any posting of a sign by a person other than the permit holder, setting forth the identity of that person and the provision made for compliance with 700 CMR 3.12.

3.17: Requirements for Electronic Sign Permits

(1) Permits for Electronic Signs require the prior written approval of the municipality wherein the proposed sign will be located unless otherwise exempted by State law.

(2) Except as otherwise prohibited by Federal or Massachusetts law and regulations, or local ordinances or zoning regulations, permits for Electronic Signs may be issued provided such sign complies with all of the following:

3.17: continued

- (a) Each static display must last at least ten seconds.
- (b) Achieves an instant message change.
- (c) Does not display illumination that moves, appears to move or changes in intensity during the static display period. This does not include changes to a display for time, date and temperature.
- (d) Automatically adjusts the intensity of its display according to natural ambient light conditions.
- (e) The brightness of an Electronic Sign shall not exceed 0.3 foot candles above ambient light, as measured using a foot candle meter at a pre-set distance. Distances to measure the foot candle impact vary with the expected viewing distance of each size sign. Measurements should be taken perpendicular to the face. Measurement distance criteria:

Face Size	Distance to be measured from
12 x 25	150 feet
10'6 x 36	200 feet
14 x 48	250 feet
20 x 60	350 feet

(3) A permit issued pursuant to 700 CMR 3.17 shall indicate that it is for an Electronic Sign. Any such permit is determined to not be prohibited by any agreement between the Department and the Secretary of Transportation of the United States. All regulations provided by 700 CMR 3.00 are applicable to Electronic Signs except where specifically stated in 700 CMR 3.17. In the event a provision of 700 CMR 3.17 conflicts with another section of 700 CMR 3.00, 700 CMR 3.17 controls.

(4) A legally conforming sign may be modified to an Electronic Sign if a new permit for the Electronic Sign is obtained by the Department. Non-conforming and/or Grandfathered signs shall not be eligible for electronic sign conversion or permitting.

(5) Electronic Signs shall not:

- (a) Emit any sound;
- (b) Cause beams or rays of light to be directed at any portion of the traveled way, which beams or rays are of such intensity or brilliance as to cause glare or to impair the vision of the driver of any motor vehicle or otherwise interfere with the operation of a motor vehicle;
- (c) Obscure or interfere with the effectiveness of an official traffic sign, device or signal, or cause an undue distraction to the traveling public;
- (d) Contain more than one face visible from the same direction on the traveled way;
- (e) Obscure or otherwise interfere with a motor vehicle operator's view of approaching, merging or intersecting traffic;
- (f) Be within 500 feet of any type of permitted sign regardless of which direction the sign is intended to face;
- (g) Be within 1000 feet of another off premise permitted Electronic Sign on the same side of the traveled way regardless of which direction the sign is intended to face;
- (h) Be within 1000 feet of another off premise permitted Electronic Sign on the opposite side of the traveled way regardless of which direction the sign is intended to face;
- (i) Contain flashing, intermittent, or moving lights; or display animated, moving video or scrolling advertising.
- (j) Subject to approval of the Department, spacing between electronic signs may not apply where they are separated by a building or other obstruction or the geometry of the roadway is such that only one sign is visible from any point on the public way at any one time.

(6) Subject to approval of the Department, the 1000 foot spacing requirement between electronic signs may not apply where a proposed sign and an existing sign are separated by a building or other permanent obstruction or the geometry of the roadway is such that the motorist can only view one sign at any point on the public way at any one time.

(7) All Electronic Signs shall contain a default design that will freeze the sign in one position if a malfunction occurs.

**INVESTIGATIVE REPORT
REGARDING INTERIM AUTHORIZATION
FOR PPC REIT TRANSACTION**



August 2, 2018

I. Introduction

The Investigations and Enforcement Bureau ("IEB") submits this Report to the Massachusetts Gaming Commission ("Commission") to summarize its initial investigation, conducted pursuant to G.L. c. 23K, §§ 21(b), 23(c), and 205 CMR 116.10(5), regarding the planned sale by Penn National Gaming, Inc. ("Penn") of the real property (real estate and premises) located at the Plainridge Park Casino & Racecourse ("PPC") to a subsidiary of Gaming and Leisure Properties, Inc. ("GLPI"), a real estate investment trust ("REIT"). This transaction, involving as it does an agreement by Penn to transfer via sale the real property assets of PPC, located at 301 Washington Street, Plainville, Massachusetts, to GLPI, requires approval by the Commission under the criteria set forth in G.L. c. 23K, §§ 12, 15, 16, and 18. See 205 CMR 116.09(2). Following the sale, Plainville Gaming and Redevelopment, LLC ("PGR"), as Penn's operating entity for PPC, will sublease the property from Pinnacle MLS, LLC, which will become a Penn subsidiary. See Chart A. PGR will continue to hold the category 2 gaming license and will continue to be the operator of PPC.

Penn also has entered into agreements for a number of additional transactions to occur immediately prior to, simultaneous with, or immediately following the REIT transaction involving PPC. Those transactions are described in Section III below to provide a more complete picture of the planned and inter-related events. However, those additional transactions do not require approvals or actions by the Commission, other than the approval of the PPC REIT transaction and the qualification of the entity and individual qualifiers associated with it. See 205 CMR 115.01(2), 205 CMR 116.09(2).

Under the Commission's regulations, there are two stages to the Commission's approval process for the PPC REIT transaction: "Interim Authorization" pursuant to 205 CMR 116.10, and "Final Approval" pursuant to 205 CMR 116.09. The matter is currently before the Commission for Interim Authorization. If the Commission grants Interim Authorization now for the transfer/sale of the PPC real property from PGR to the GLPI subsidiary, then the closing may occur, and GLPI, through its subsidiary, may hold the real property. Even if the Commission grants Interim Authorization, it may at any time before a final determination order the PPC real



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property to be transferred into the Plainridge Nominee Trust¹ or returned to PGR (at GLPI's option), if the Commission finds reasonable cause to believe that the entities and/or individuals designated as qualifiers for the transaction may be found unsuitable. In the event that the Commission issues a final negative determination on suitability, the property shall be returned to PGR. See 205 CMR 116.10(3), (4). Mr. Timothy Wilmott, Penn's Chief Executive Officer, has been appointed as Trustee, a selection designed to ensure an orderly transition in the event of a suitability problem.

During the period of Interim Authorization, the IEB shall continue its suitability investigation, culminating in a Commission hearing in nine to 12 months, at which time the Commission will render a final determination. If, on the other hand, the Commission denies Interim Authorization at this juncture, there shall be no closing unless and until the Commission makes a final determination approving the transaction and suitability of the qualifiers. See 205 CMR 116.10(3), (4), (5). Although the regulations use the term "final determination of suitability," see 205 CMR 116.10(3), the IEB reminds the Commission that suitability is an ongoing concept and the licensee and qualifiers are expected to maintain suitability throughout the term of the license.

II. Scope of the Initial Investigation

Based on the nature of the anticipated transaction involving PPC and in consideration of the regulatory provisions, the IEB designated six entities and six individuals as qualifiers for the PPC REIT transaction. See 205 CMR 116.02, 116.09(2). The qualifiers are listed below.

Entity Qualifiers

- Gaming and Leisure Properties, Inc. ("GLPI")
- GLP Capital L.P. (a subsidiary of GLPI)
- Gold Merger Sub LLC (a subsidiary of GLPI)
- Penn Tenant, LLC (an indirect subsidiary of Penn National Gaming, Inc.)

¹ On June 21, 2018, the Commission approved the terms of the Plainridge Nominee Trust.



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- Delvest, LLC² (an indirect subsidiary of Penn National Gaming, Inc.)
- Massachusetts Gaming Ventures, LLC³ (a subsidiary of Penn National Gaming, Inc.)

Individual Qualifiers

- Peter Carlino⁴ (Chairman, President & CEO – GLPI)
- Brandon Moore (Sr. VP, General Counsel & Sec. - GLPI)
- Timothy Wilmott⁵ (Trustee, Plainridge Nominee Trust; President – Massachusetts Gaming Ventures, LLC & Delvest, LLC)
- John Finamore⁶ (Vice President – Massachusetts Gaming Ventures, LLC)
- William Fair⁷ (Treasurer - Massachusetts Gaming Ventures, LLC & Delvest, LLC)
- Carl Sottosanti⁸ (Secretary – Massachusetts Gaming Ventures, LLC & Delvest, LLC)

In addition, two institutional investors – The Vanguard Group, Inc. and Blackrock, Inc. – both asset and investment firms with ownership in GLPI in amounts between 5 percent and 15 percent, filed Institutional Investor Certification Forms requesting waivers from qualification. The IEB approved the institutional investor waiver requests on June 20, 2018 (for Vanguard) and July 11, 2018 (for Blackrock). See G.L. c. 23K, § 14(c). No other investors own over 5 percent of GLPI's stock.

² Delvest, LLC was previously designated a qualifier in connection with PGR's phase 1 application under its previous name, Delvest Corp. The Commission previously determined the company to be suitable on 10/3/2013.

³ Massachusetts Gaming Ventures, LLC was previously designated a qualifier in connection with PGR's phase 1 application under its previous name, Western Mass. Gaming Ventures, LLC. The Commission previously determined the company to be suitable on 10/3/2013.

⁴ Mr. Carlino is also a qualifier for PGR by virtue of his position as Chairman of the Board of Penn National Gaming, Inc. The Commission previously determined Mr. Carlino to be suitable on 10/3/2013.

⁵ Mr. Wilmott is also a qualifier by virtue of his position as Chief Executive Officer and Director for Penn National Gaming, Inc. The Commission previously determined Mr. Wilmott to be suitable on 10/3/2013.

⁶ Mr. Finamore is also a qualifier by virtue of his position as Senior Vice President of Regional Operations for Penn National Gaming, Inc. The Commission previously determined Mr. Finamore to be suitable on 11/20/2014.

⁷ Mr. Fair is also a qualifier by virtue of his position as Executive Vice President and Chief Financial Officer of Penn National Gaming, Inc. The Commission previously determined Mr. Fair to be suitable on 10/12/2017.

⁸ Mr. Sottosanti is also a qualifier by virtue of his position as Executive Vice President, General Counsel, and Secretary of Penn National Gaming, Inc. The Commission previously determined Mr. Sottosanti to be suitable on 11/20/2014.



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Each of the six entity qualifiers was required to complete a Business Entity Disclosure Form for Gaming License Qualifiers (BED), and each of the six individual qualifiers was required to complete a Multi Jurisdictional Personal History Disclosure Form (MJPHD) and a Massachusetts Supplement Form. The applications for the Penn qualifiers were submitted and deemed complete by the Division of Licensing on June 7, 2018; the applications for the GLPI qualifiers were submitted and deemed complete by the Division of Licensing on June 18, 2018.

In connection with this initial investigation, the Investigators conducted a thorough review of the application forms to confirm completeness. As part of the application, the qualifiers were required to sign release authorizations, which facilitates the background review process by permitting the Investigators to utilize various governmental and non-governmental sources, perform research through a number of databases, research available online and print media, and conduct criminal history checks.

On March 30, 2018, Investigators met in-person at the Gaming Commission's offices at 101 Federal Street, Boston, Mass., with the following representatives from GLPI: Brandon Moore, Senior Vice President, General Counsel, and Secretary for GLPI; Melissa Furillo, Director, Licensing and Legal Affairs for GLPI; and Attorneys Jonathan Albano and Emma Hall from Morgan, Lewis & Bockius LLP, representing both Penn and GLPI for the purpose of the Commission's approval process. On May 3, 2018, Investigators met in-person at the Gaming Commission's offices with the following representatives from Penn: Frank Donaghue, Vice President, Regulatory Affairs for Penn; Chris Rogers, Vice President and Deputy General Counsel for Penn; and Attorneys Albano and Hall. Justin Sebastiano, Vice President of Finance for Penn, joined the meeting by telephone conference call. During these in-person meetings, representatives from Penn and GLPI described the PPC REIT and additional transactions from their respective perspectives, and answered Investigators' questions.

As part of this initial investigation, numerous regulatory agencies verified regulatory and/or license status of GLPI in gaming jurisdictions where GLPI reported that it is licensed or has been subject to suitability investigations.

Investigators also reviewed the lease terms for the PPC REIT transaction.



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Investigators considered the reported litigation status of each entity qualifier to assess whether any pending litigation threatens the economic viability of the businesses or reflects a concerning pattern involving business practices.

In addition, an initial financial review of GLPI was conducted as part of this investigation, as discussed in Section VI below. Initial financial reviews were also performed on the entity and individual qualifiers, as depicted in Exhibits 1 through 11.

Investigators communicated primarily with Brandon Moore and Melissa Furillo (for GLPI), Chris Rogers and Tina Hable (for Penn), and Attorneys Albano and Hall throughout the course of this initial investigation. Financial Investigator Monica Chang also spoke with Attorney David Patton from Goodwin Procter LLP, representing GLPI, regarding details of tax filings related to GLPI's REIT status. In all respects, representatives from GLPI and Penn fully cooperated and provided information in a timely manner on their own initiative and upon request.

In conducting this initial investigation, the Investigators evaluated the relevant transaction and the qualifiers based on the standards set forth in 205 CMR 116.10(5). That regulation provides that the Commission may approve Interim Authorization if it finds that:

- (a) The qualifiers have submitted all application forms as required;
- (b) A fully executed trust agreement has been submitted in accordance with 205 CMR 116.10(6);
- (c) The Trustee for the trust agreement has satisfied the qualification criteria applicable to a Key Gaming Executive in accordance with 205 CMR 134;
- (d) There is no preliminary evidence of anything that would serve to disqualify the qualifiers under the criteria set forth in G.L. c. 23K, §§ 12 or 16, or any other known reason why a positive determination of suitability may not ultimately be achieved;
- (e) The sale of PPC's real property in the proposed REIT transaction would not violate 205 CMR 116.09(3) (resulting in the transfer of the actual category 2 gaming license) or 205 CMR 116.09(4) (prohibiting the transferee (GLPI) from having a financial interest in more than one gaming license issued by the Commission);
- (f) The qualifiers have certified that they are unaware of any reason why they would not be found qualified;



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- (g) It is in the best interests of the Commonwealth for the gaming establishment to continue to operate pursuant to Interim Authorization; and
- (h) If the transfer will result in a change of control, the transferee (GLPI) has agreed in writing to comply with all of the existing licensing conditions or has petitioned the Commission to modify/eliminate one or more of those obligations.

Conclusions on Interim Authorization

The Investigators uncovered no information in the course of the initial investigation for Interim Authorization that would serve to disqualify any of the entity or individual qualifiers. Nor did the initial investigation reveal any information that would preclude a finding that any of its entity or individual qualifiers possesses the requisite integrity, honesty and good character, as well as the financial stability, integrity and background that are mandated for qualification by Massachusetts law. The initial investigation indicates that the transaction will result only in the transfer of the real property associated with PPC, and will not result in the transfer of the actual category 2 gaming license or a change of control over the licensee. Further, nothing was revealed in the initial investigation to suggest that allowing PPC to continue to operate pursuant to Interim Authorization will be contrary to the best interest of the Commonwealth. In fact, uninterrupted operation of PPC would ensure that tax revenues from gross gaming revenue at PPC continue to flow to the Commonwealth

This report summarizes the key aspects of the initial investigation.

III. Brief Overview of GLPI

Gaming and Leisure Properties, Inc. is a publicly traded real estate investment trust company based in Wyomissing, Pennsylvania. It was formed as a spin-off company from Penn National Gaming, Inc. and incorporated on February 13, 2013. GLPI was first listed on the NASDAQ on November 1, 2013, under the symbol "GLPI." GLPI elected to be taxed as a real estate investment trust for U.S. federal income tax purposes commencing with the 2014 taxable year.



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GLPI is engaged in the business of acquiring, financing, and owning real estate property to be leased to gaming operators in "triple-net" lease arrangements. "Triple net" generally refers to excluding three stipulated expenses in leases: operating expenses, real estate taxes, and capital expenditures. Accordingly, the tenant gaming operators in the GLPI leases are responsible for: all facility maintenance, all insurance required in connection with the leased properties and the business conducted on the leased properties, all taxes levied on the leased properties, and all utilities and other services necessary or appropriate for the leased properties and the businesses conducted on the leased properties. GLPI was the first gaming-focused REIT.

Currently, GLPI's portfolio is comprised of the real estate assets of 38 gaming facilities located in 14 gaming jurisdictions (Nevada, Colorado, New Mexico, Iowa, Illinois, Missouri, Mississippi, Louisiana, Indiana, Pennsylvania, Ohio, West Virginia, Maryland, and Maine). GLPI owns substantially all of the real estate assets of its tenants and leases those assets back to its tenants for use by their operating subsidiaries pursuant to master leases.

Twenty of GLPI's assets are currently operated by Penn operators pursuant to the terms of the "Penn Master Lease" between Penn and GLPI (through their respective subsidiaries). The real estate of Penn's remaining casinos, including PPC, are presently owned and operated by Penn and Penn's subsidiaries. See Chart B.

In April of 2016, GLPI acquired substantially all of the real estate assets of Pinnacle Entertainment, Inc. (14 of Pinnacle's 16 gaming facilities). GLPI leases 14 of those assets back to Pinnacle operating entities under the "Pinnacle Master Lease." The Meadows Racetrack & Casino ("The Meadows") in Washington, Pennsylvania is leased back to the Pinnacle operating entity under a separate operating lease.

GLPI also owns and operates the assets and liabilities of Hollywood Casino Baton Rouge, Louisiana and Hollywood Casino Perryville, Maryland through an indirect wholly owned subsidiary.



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IV. Features of Real Estate Investment Trusts

Congress enacted legislation providing for REITs in 1960. A REIT is a company that owns or finances income-producing real estate. Most REITs specialize in a single type of real estate. Examples of common REIT property sectors include retail space, office buildings, apartment complexes, hospitals, self-storage facilities, and, in this case, gaming facilities.

Frequently described as being modeled after mutual funds, REITs allow both large and small investors to invest in large-scale, income-producing real estate without their having to buy and finance property themselves. By leasing space and collecting rent on real estate, the REIT generates income which is then paid out to shareholders in the form of dividends. A REIT is taxed as a corporation, but it can deduct the dividends it pays to shareholders.

To qualify as a REIT, the Internal Revenue Code and Treasury regulations require the company to adhere to a number of essential rules. The Internal Revenue Service oversees what qualifies as a REIT and implements the REIT rules. A REIT must, among other things:

- Invest at least 75 percent of its total assets in real estate, cash or cash equivalents, or government securities. Gaming business assets, other than the real property, are not real estate assets, cash or cash equivalents, or government securities. Nor is a gaming license a real estate asset, even if it is associated with a particular property.
- Derive at least 75 percent of its gross income from real estate-related sources, such as rents from real property or sale of real estate. Rent that depends on the net income of a tenant is explicitly excluded from the definition of "rent from real property" for purposes of this test.
- Derive at least 95 percent of its income from either qualifying income under the 75% test or from certain other passive sources.
- Pay out at least 90 percent of its taxable income annually in the form of shareholder dividends.
- Be an entity that would be taxable as a corporation but for its REIT status.
- Have a minimum of 100 shareholders.



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Most REITs, including GLPI, are "equity REITs" and operate by owning income-producing properties, leasing them, and distributing the rental income as shareholder dividends. "Mortgage REITs," on the other hand, own loans that are secured by interests in real property. "Hybrid REITs" are generally companies that use the investment strategies of both equity REITs and mortgage REITs.

A company that qualifies as a REIT is allowed to deduct from its corporate taxable income all of the dividends that it pays out to its shareholders. Further, rental income is treated as business income to REITs because the IRS considers rent to be the business of REITs. Consequently, all expenses related to rental activities can be deducted the same as business expenses can be written off by a corporation. For all practical purposes, REITs are generally exempt from taxation as long as they meet the 90 percent dividend distribution rule. The dividend payments are taxed at the individual investor level.

V. Overview of the PPC REIT and Associated Transactions

As explained by the representatives of Penn and GLPI, the agreement to sell PPC's real estate is one in a series of planned transactions related to Penn's acquisition of Pinnacle Entertainment, Inc. Penn has informed the IEB that the transactions are expected to close on October 1, 2018. Summaries of the most significant transactions appear below.

Penn to Acquire Pinnacle Entertainment, Inc. for Approximately \$2.8 Billion

In a merger agreement dated December 17, 2017, Penn will acquire Pinnacle Entertainment, Inc. through a public company merger in a cash and stock transaction valued at approximately \$2.8 billion. Penn intends to finance the acquisition, including repayment of Pinnacle's existing indebtedness and the payment of related fees and expenses, through a combination of debt financing, newly issued shares of Penn, proceeds from divested operations, after-tax proceeds from the sale of real estate (including the sale of PPC), and cash on the balance sheets of Penn and Pinnacle as of the closing date.

Pinnacle is a publicly traded casino entertainment company that is based in Las Vegas, Nevada and is listed on the NASDAQ under the symbol "PNK." Pinnacle operates 16 casino



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gaming and/or racing properties in 10 gaming/racing jurisdictions. After the Penn-Pinnacle merger, Pinnacle will become a wholly owned subsidiary of Penn, and Penn will acquire Pinnacle's gaming operations at 12 gaming facilities. Penn will divest the remaining four Pinnacle casinos as discussed below. See Chart B.

Currently, GLPI owns the real estate of 14 of Pinnacle's 16 properties. See Chart B. With the exception of the real property assets associated with the Meadows, the real estate for those properties is leased back to the Pinnacle operators under the terms of the "Pinnacle Master Lease" between GLPI and Pinnacle (through their respective subsidiaries). Following the Penn-Pinnacle merger, GLPI, through its subsidiary Gold Merger Sub, LLC, will continue to be the landlord under the Pinnacle Master Lease with Pinnacle MLS, LLC, which will become an indirect subsidiary of Penn. See Chart A.

The sources and uses of the financing to achieve Penn's acquisition of Pinnacle are depicted below (in millions):

Sources		Uses	
Amended Credit Facility	\$ 1,250	Purchase of Pinnacle Equity	\$ 1,972
Equity Issuance		Pinnacle Revolver	169
<i>(assume Penn stock price of \$26.60/sh)</i>	707	Pinnacle Term Loan A	153
Asset Sale Proceeds <i>(after-tax)</i>	850	Pinnacle Sr. Notes Due 2024	500
Cash Flow from Operations			\$ 2,794 *
<i>(from Penn and Pinnacle at closing date)</i>	168	Transaction Costs	181
Total	\$ 2,975	Total	\$ 2,975

* Estimated Pinnacle acquisition \$2.8 billion

In order to facilitate the debt financing, Penn has received an amendment to its credit facility to increase its capacity for secured debt. At December 31, 2017, Penn's senior secured credit facility had an outstanding balance of \$760 million, with the facility allowing for up to \$1.5 billion: a five-year \$300 million Term Loan A, a seven-year \$500 million Term Loan B, and a \$700 million revolver. The proposed amendment to this credit facility allows for commitment of up to \$1.98 billion: a five-year \$430,174,375 Term Loan A, a seven-year \$1,169,825,625 Term Loan B, and a \$380 million bridge facility. Penn anticipates total borrowing to amount to \$1.25 billion at the close of the merger transaction by borrowing the full amount of Term Loan A and the remaining from Term Loan B. The total balance of the source



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of funds would likely change at the close of the transaction, specifically to account for the actual price of Penn stock⁹ and the cash flows from both Penn and Pinnacle.

Penn to Divest Four Properties to Boyd Gaming Corporation

Immediately prior to the Penn-Pinnacle merger, Penn will divest four Pinnacle operating entities in part to address the Federal Trade Commission's anti-trust concerns¹⁰ and in other part to address state limits on the number of casinos under a single ownership umbrella. To accomplish the divestments, Penn and Boyd Gaming Corporation¹¹ entered into a purchase agreement whereby Boyd Gaming will acquire Pinnacle's gaming operations at Ameristar, Kansas City, MO; Ameristar, St. Charles, MO; Belterra Resort, East Chicago, IN; and Belterra Park, Cincinnati, OH for \$575 million. Penn will utilize this sum to partially fund its acquisition of Pinnacle. The result is that, by operation of the merger transaction between Penn and Pinnacle, Penn will acquire all of Pinnacle's assets other than Pinnacle's gaming operations at the four divested properties. With the exception of Belterra Park in Cincinnati, Ohio, each of these properties is currently part of the existing Pinnacle Master Lease. Following the divestments, the Pinnacle Master Lease will be amended to remove the three divested properties currently on the lease. Boyd Gaming will enter into its own lease arrangements with GLPI (through a wholly owned subsidiary) for the real estate at the four divested properties, resulting in a net gain of one asset for GLPI (Belterra Park). The remaining real estate underlying Pinnacle's gaming operations that is presently leased from GLPI pursuant to the Pinnacle Master Lease will continue to be leased from GLPI by Penn (through their subsidiaries). In the aggregate, Penn will be acquiring the gaming operations of 12 gaming facilities across the U.S. and selling the real estate for PPC. Boyd will be acquiring the gaming operations of four casinos. And GLPI will be acquiring the property assets of PPC in Massachusetts and Belterra Park in Ohio. See Chart B.

⁹ Penn stock price at the close of April 13, 2017, was \$26.60 per share, and at the close of July 25, 2018, the price was \$34.16 per share.

¹⁰ Penn has informed the IEB that the FTC has cleared all competition issues and is expected to approve additional matters related to the four divested properties in the coming weeks.

¹¹ Boyd Gaming Corporation is publicly traded on the New York Stock Exchange under the symbol "BYD."



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Plainridge Park Casino Real Estate Sale/Leaseback Transaction

Plainville Gaming and Redevelopment, LLC, the category 2 licensee and Penn's operating entity for PPC, entered into a purchase and sale agreement with GLPI whereby GLPI will acquire the real estate associated with PPC for \$250 million. Penn will utilize this sum to partially fund its purchase of Pinnacle. PGR, the operating entity for PPC, is wholly owned by Penn through the following Penn subsidiaries: Massachusetts Gaming Ventures, LLC, Delvest, LLC, and Penn Tenant, LLC. As part of the real estate sale transaction, PPC will be added to the Pinnacle Master Lease pursuant to the Fourth Amendment to that Master Lease.¹² PGR will then sublease the property at PPC from Pinnacle MLS, LLC, which serves as the tenant under the Pinnacle Master Lease with GLPI. See Chart A.

Following the closing of the REIT transaction involving PPC, PGR will remain an indirect, wholly owned subsidiary of Penn. PGR will continue to hold the category 2 license and will be the operator of PPC. GLPI's status as a REIT essentially necessitates that it remain a passive landlord. The triple net lease terms, as well as the absence of lease terms affording GLPI the types of rights and obligations associated with a typical (non-REIT) landlord, all support the passive nature of GLPI's role as landlord. The initial investigation revealed no evidence to show that the sale of the real estate associated with PPC will lead to any change of control connected to PPC's operations. The Investigators point out that two members of the GLPI Board – Mr. Carlino and Mr. David Handler – also serve on Penn's Board of Directors. Both Penn's and GLPI's *Corporate Governance Guidelines* address recusal of these overlapping board members in instances where a perceived or actual conflict of interest arises with respect to matters at GLPI involving Penn, and vice versa.¹³

¹² The IEB has been informed that the final form of the Fourth Amendment has been agreed to, but will not be signed until closing.

¹³ GLPI's Corporate Governance Guidelines provide, in relevant part, as follows:

Overlapping Directors with Penn. Two members of the Board also service on the board of directors of Penn. The service of an individual as a director on both the Board and Penn's board of directors (an "Overlapping Director") may create a conflict of interest with respect to matters at the Company involving Penn. In the event that any member of the management team or the Board, including any Overlapping Director, becomes aware of any perceived or actual conflict of interest involving Penn, he or she will promptly, and in any event prior to participation by an Overlapping Director in any Board proceeding that may pertain to such conflict report such perceived or actual conflict of interest to the Chair of the Audit and Compliance Committee. The Chair of the Audit and Compliance Committee will refer the matter to the Audit and Compliance Committee



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The lease for PPC has an initial term of 10 years, followed by five five-year renewal options (exercisable by Penn) on the same terms and conditions. The initial lease term commenced, through the Pinnacle Master Lease, on April 28, 2016; consequently with all options exercised, the term expires in April of 2051.¹⁴ Under the governing lease terms, the PPC property will increase the rent payable under the Pinnacle Master Lease by \$25 million annually, which will not be subject to rent escalators or rent reset provisions. The payment obligations under the lease are guaranteed by Penn and PGR. The \$25 million rent amount is not dependent on revenue from PPC. Under the lease, PGR will be responsible for maintenance, property taxes, insurance, and other expenses. Neither GLPI nor any of its subsidiaries have authority over the budget and costs of PPC; nor will GLPI receive any percentage of PPC's revenues. GLPI has limited informational and consent rights over PPC, primarily relating to capital

for review and resolution. In responding to a reported conflict of interest, the Audit and Compliance Committee will be empowered to take such actions as it deems necessary and appropriate to address such conflict in the best interests of the Company, including, without limitation: (1) recommend to the Board that the Overlapping Directors be required to recuse themselves from Board discussion of, and/or refrain from voting on, such matter; (2) recommend that the Board form a committee of independent directors to consider and act upon such matters; and/or (3) hire outside counsel or independent advisors, as necessary and appropriate and at the Company's sole expense.

Penn's Corporate Governance Guidelines provide, in relevant part, as follows:

Overlapping Directors with Gaming and Leisure Properties, Inc ("GLPI"). Two members of the Board currently serve on the board of directors of GLPI, a separate, publicly-traded real estate investment trust . . . The service of an individual on both the Board and GLPI's board of directors (an "Overlapping Director") may create a conflict of interest or the appearance of a conflict of interest with respect to matters at the Company involving GLPI. In the event that any member of the management team or the Board, including any Overlapping Director, becomes aware of any perceived or actual conflict of interest involving GLPI, he or she will promptly, and in any event prior to participation by an Overlapping Director in any Board proceeding that may pertain to such conflict, report such perceived or actual conflict of interest to an independent director designated by the Board for evaluation and appropriate resolution. The designated director will be a member of the Board who is an independent director and does not have any relationship with GLPI (other than equity ownership acquired in connection with [GLPI]). The designated independent director has the authority to determine, on a case-by-case basis, the process for evaluating and resolving any reported or perceived or actual conflict of interest. In responding to a reported conflict of interest, the designated director will be empowered to take such actions as he or she deems necessary and appropriate to address such conflict in the best interests of the Company, including, without limitation: (i) recommending to the Board that the Overlapping Directors be required to recuse themselves from Board discussions of, and/or refrain from voting on, such matter; (ii) recommending that the Board form a committee of independent directors to consider and act upon such matters; and/or (iii) hiring outside counsel or independent advisors, as necessary and appropriate and at the Company's sole expense.

¹⁴ The Commission approved the lease term at its June 21, 2018 meeting.



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improvements. Specifically, under the lease terms, Penn is required to spend at least 1 percent of net revenues on the leased properties taken as a whole (the amount could be spent entirely on a single property). Also, GLPI will have limited rights to approve capital improvement projects undertaken by PGR to the extent that such projects impact the structure of the building or its systems. GLPI has informed the IEB that to date, with the 38 properties currently under its lease contracts, GLPI has never objected to a capital improvement project and that it finds it desirable when its tenants make capital improvements to the real estate.

The Fourth Amendment to the Pinnacle Master Lease, which will add PPC to the lease, and the related sublease, will be effective upon the closing of the Penn-Pinnacle merger and related transactions, currently expected to take place on October 1, 2018.

Strategic Impact of the Transactions

As explained by Penn, the planned transactions outlined above will allow Penn to significantly increase its operational and geographic diversification with complementary properties, which in turn is expected to allow for greater economies of scale and increased purchasing power. Penn's properties, including PPC, are expected to benefit from the combined customer loyalty database of Penn and Pinnacle customers. Penn has further stated that it expects the transactions to generate \$100 million in annual cost synergies, driven by the elimination of corporate overhead redundancies and improved property level efficiencies. In addition, it can be anticipated that Penn's cash flow will increase in the first and subsequent years following the Pinnacle acquisition, which will make funds available to service the long term debt associated with Penn's acquisition of Pinnacle.

VI. Initial Financial Overview of GLPI

The IEB conducted an initial evaluation of GLPI, the ultimate parent company of Gold Merger Sub, LLC and parent company of GLP Capital L.P. The evaluation encompassed an initial financial review of the consolidated audited financial statements, consolidated tax returns, and credit report obtained from a national credit bureau. The results of additional reviews of Gold Merger Sub, LLC and GLP Capital LP are depicted in Exhibits 4 and 5.



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A. Financial Statements

The IEB reviewed the consolidated audited financial statements for the five years ended December 31, 2013 through 2017 for Gaming and Leisure Properties, Inc. and its subsidiaries (including GLP Capital L.P. and Gold Merger Sub, LLC, together referred to as "GLPI and Subsidiaries"). For all years, the financial statements, including consolidated balance sheets and their related consolidated statements of income, shareholders' equity, cash flows, and notes to the financial statements, were deemed to be representative of the financial position of GLPI and Subsidiaries. The financial statements were deemed to be in conformity with Generally Accepted Accounting Principles (GAAP) in the U.S. by the audit firm Deloitte & Touche LLP for the years ended December 31, 2016 and 2017, and Ernst & Young LLP for the years ended December 31, 2013 through 2015. Both firms issued unqualified ¹⁵opinions for all years under review.

The following schedule summarizes the financial results of operations for the five year period under review, obtained from GLPI and Subsidiaries' consolidated audited financial statements.¹⁶ All significant intercompany balances and transactions have been eliminated as part of the consolidated financial statements. And all financial statement balances in the chart below are presented in thousands.¹⁷

¹⁵ An unqualified opinion states that the financial statements present fairly, in all material respects the financial position, results of operations, and cash flows of the company in conformity with generally accepted accounting principles (GAAP). – *Public Company Accounting Oversight Board (PCAOB) Auditing Standards AU Section 508.10.*

¹⁶ The schedule was prepared by the IEB for presentation purposes. The groupings shown include multiple line item accounts from the GLPI and Subsidiaries financial statements. For example, Current Assets are comprised of financial statement line items *Cash and Cash Equivalents*, *Pre-Paid Expenses*, and *Other Current Assets*. These accounts were not differentiated between current and non-current on the annual 10-Ks, and as such, the IEB grouped these line item accounts for ease of review.

¹⁷ The numbers in the financial statements are written in the thousands. A company will denote that the numbers are in the thousands on the top of each financial statement to make the statements more readable. This procedure eliminates the zeros at the end of numbers, so the numbers appear smaller. For example, \$5,000,000 become \$5,000 when written in thousands.



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GAMING AND LEISURE PROPERTIES, INC. AND SUBSIDIARIES
RESULTS OF OPERATIONS

BALANCE SHEET					
	As of	As of	As of	As of	As of
	12/31/2017	12/31/2016	12/31/2015	12/31/2014	12/31/2013
	<i>(In Thousands)</i>				
Current Assets	\$ 37,506	\$ 44,033	\$ 49,783	\$ 89,127	\$ 308,571
Non-Current Assets	7,133,223	7,245,085	2,304,904	2,399,250	2,234,522
Other Assets	76,153	80,212	93,468	37,077	66,146
Total Assets	\$ 7,246,882	\$ 7,369,330	\$ 2,448,155	\$ 2,525,454	\$ 2,609,239
Current Liabilities	88,077	84,615	66,030	78,467	112,528
Non-Current Liabilities	4,442,880	4,664,965	2,510,341	2,570,280	2,350,000
Other Liabilities	257,678	185,881	125,298	52,997	4,282
Total Liabilities	4,788,635	4,935,461	2,701,669	2,701,744	2,466,810
Total Shareholders' Equity (Deficit)	2,458,247	2,433,869	(253,514)	(176,290)	142,429
Total Liabilities and Shareholders' Equity	\$ 7,246,882	\$ 7,369,330	\$ 2,448,155	\$ 2,525,454	\$ 2,609,239

INCOME STATEMENT					
	2017	2016	2015	2014	2013
	<i>(In Thousands)</i>				
Net Revenue	\$ 971,307	\$ 828,255	\$ 575,053	\$ 591,068	\$ 235,452
Operating Expenses	365,789	347,632	317,638	332,562	181,547
Other Expenses (Income)	215,133	183,773	121,851	114,586	23,456
Income Tax Expense	9,787	7,545	7,442	5,113	15,596
Net Income (Loss)	\$ 380,598	\$ 289,305	\$ 128,122	\$ 138,807	\$ 14,853

GLPI and Subsidiaries' largest assets are *Real Estate Investments* and *Investments in Direct Financing Lease*. These assets, on average, make up 84.64% of total assets each year. *Real Estate Investments* primarily represent the land and buildings leased to GLPI and Subsidiaries' tenants. When the PPC REIT transaction is finalized and in effect, the PPC real estate would be a component of this asset on GLPI and Subsidiaries' books, with the tenant being PGR (through Pinnacle MLS LLC). See Chart A. *Investments in Direct Financing Leases* primarily represent the building portion of the real estate assets acquired in the 2016 Pinnacle acquisition.¹⁸ Both line items have been grouped into *Non-Current Assets* category as shown in the chart above. All other assets largely comprised of land rights, cash and cash equivalents,

¹⁸ Under accounting rules related to leases, or ASC 840 – Leases, the real estate assets from the Pinnacle acquisition are bifurcated between the land assets (triggering operating lease treatment) and building assets (triggering direct financing lease treatment). – *GLPI and Subsidiaries Annual Report ended December 31, 2017*.



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property and equipment, and goodwill, and have been grouped into *Current Assets* and *Other Assets*.

GLPI and Subsidiaries' largest liability is *Long-Term Debt*. The debt, on average, makes up 94.12% of total liabilities each year. *Long-Term Debt* primarily represents senior unsecured credit facility, senior unsecured notes, and a capital lease obligation. As of December 31, 2017, 76.43% of long-term debt derives from five senior unsecured notes, 23.54% from the credit facility in the form of term loans, and less than 1% from capital lease. At each of the years ended December 31, GLPI and Subsidiaries were in compliance with all financial covenants under the credit facility and senior notes. All other assets were largely comprised of accrued interest, deferred rental revenue, accrued salaries and wages, and gaming and property taxes, and have been grouped into *Current Liabilities* and *Other Liabilities*.

Total shareholders' equity balance was highest in 2016 and 2017 as a result of GLPI acquiring Pinnacles' real estate assets in 2016, where 56 million shares of GLPI common stock was issued. During the year ended December 31, 2016, GLPI also issued 28.8 million shares in a primary equity offering and then 1.3 million shares under its at-the-market (ATM) offering program.¹⁹ Shareholders' equity became a negative equity balance in 2014 when special dividends were distributed to shareholders on February 18, 2014 as a result of the "Purging Distribution." The Purging Distribution, which totaled \$1.05 billion, was necessary to distribute any accumulated earnings and profits relating to the real property assets and attributable to any pre-REIT years to comply with certain REIT qualification requirements when the consolidated group elected to be taxed as a REIT for U.S. federal income tax purposes on January 1, 2014.

Net Income of GLPI and Subsidiaries increased each year since 2013. The lower balance in 2013 resulted when the consolidated group first began operations on November 1, 2013, with only two months of rental income accounted for before the close of the calendar year. In 2016, net income increased 60.19% largely as a result of rental income received from the additional

¹⁹ There are various ways in which companies can attempt to raise capital in the face of liquidity and capital resource constraints. One such method is an "at-the-market" offering (ATM), which provides certain publicly traded companies an efficient means of raising measured amounts of capital over time. ATMs are a type of shelf-based registered offering under which an exchange-listed issuer incrementally sells shares of its listed securities directly into the market at prevailing market prices. Sales of the issuer's shares, which can be newly issued "primary" shares and/or "secondary" shares held by existing security holders, are made through one or more registered broker-dealers who act as agents on the issuer's behalf. — *Lexis Nexis, Understanding At-the-Market Offerings*



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properties added when GLPI acquired Pinnacle's real estate assets, as well as impact from the Penn rent escalator and increased real estate taxes. GLPI's acquisition of Pinnacle's real estate assets also impacted the consolidated group's balance sheet in that assets, liabilities, and equity accounts increased to account for the acquisition. More specifically, the \$4.8 billion acquisition increased balances in *Real Estate Investments*, *Investments in Direct Financing Lease*, *Long-Term Debt*, and *Additional Paid in Capital* accounts. Overall, GLPI and Subsidiaries produced net income each year stemming from *Rental Income* from real estate investments. Operating expenses were comprised of a combination of costs related to gaming, food, and beverage, depreciation, and general and administrative expenses. The consolidated group's single largest operating expense was *Interest Expense*, resulting from the credit facility and senior unsecured notes issued. For 2017, interest expense was approximately \$217.1 million.

B. Tax Returns

A review of GLPI and Subsidiaries' federal tax returns for the years 2013 through 2017 was performed. For the 2013 tax year, GLPI and Subsidiaries filed Form 1120, U.S. Corporation Income Tax Return under the Internal Revenue Code. And for the 2014 through 2017 tax years reviewed, the consolidated entity filed Forms 1120-REIT, U.S. Income Tax Return for Real Estate Investment Trusts. GLPI was formed in 2013 and elected to be taxes as a REIT in 2014.

The IEB performed checks with the IRS through receipt of federal tax transcripts via the IRS Form 4506-T for the years 2013 through 2017. The IEB verified via these tax transcripts that GLPI and Subsidiaries filed consolidated federal tax returns for each years ended December 31, 2013 through 2017. This verification also confirmed that the amounts (total income, total deductions, and tax amount) reported and submitted to the IEB were consistent with what was reported to the IRS.

Through review of these tax transcripts, the IEB discovered that for the years 2013 and 2016, federal examinations were performed by the IRS. The examination closing code was observed for the 2013 tax return but not for the 2016 return. The absence of the examination closing code suggests that the examination is still underway. This is reasonable as the 2016 transcript shows the IRS transaction code "420-Examination of Tax Return" with a date stamp for March 2, 2018. It is the understanding of the IEB that federal examinations conducted by the



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IRS could span multiple years and little to no information is supplied by the IRS during its examination period.

C. Credit Report

Through a national credit bureau, the IEB surfaced a credit report dated July 9, 2018, in the entity qualifier's name, Gaming & Leisure Properties, Inc. No bankruptcies or civil judgments surfaced; however, two state tax liens were noted. The first lien in the amount of \$22,663 was filed in January 2015, and the second lien in the amount of \$200,145 was filed in February 2015. Both liens were satisfied and therefore released in March 2015. The credit report revealed no information that reflects negatively on GLPI's business practices.

Conclusion on Initial Financial Review of GLPI

In summary, the initial financial review did not reveal any issues or concerns with Gaming and Leisure Properties, Inc.'s financial stability, integrity, and background.

VII. Licensure and Regulatory Approvals

Gaming and Leisure Properties, Inc. reported (Question #30B on the BED) that it holds licenses or was issued positive determinations of suitability by the following state regulators:

- Missouri Gaming Commission
- Maryland State Lottery & Gaming Control Agency
- Louisiana Gaming Control Board
- Mississippi Gaming Commission
- Illinois Gaming Board
- Ohio Casino Control Commission
- Pennsylvania Gaming Control Board
- Pennsylvania State Horse Racing Commission
- Indiana Gaming Commission
- Colorado Department of Revenue – Division of Gaming



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Gaming license verification requests were sent, and the investigation confirmed that no derogatory information was reported by any of the aforementioned jurisdictions.

VIII. Criminal History

The investigation confirmed that Gaming and Leisure Properties, Inc. and all of its entity qualifiers have no criminal history. There is no known information indicating any past or present involved association by GLPI or any of its qualifying entities or individuals with any person or entity with known involvement in organized criminal activities, or of disreputable character. The investigation confirmed that GLPI has no known affiliates or close associates that would not be found suitable or whose relationship with GLPI may pose an injurious threat to the interests of the Commonwealth.

IX. Civil Litigation

Gaming and Leisure Properties, Inc. reported that it is not currently a party to any litigation in which damages are expected to exceed \$100,000. A review of litigation by Investigators revealed personal injury, disability, and worker's compensation lawsuits involving GLPI. The litigation was reviewed and deemed to be within the normal scope of GLPI's business. The investigation did not identify any civil litigation matters that threaten the economic viability of the company, involve allegations of fraudulent conduct, or reflect any concerning pattern involving GLPI's business practices. In sum, the investigation did not identify any civil litigation matters that would negatively impact GLPI's suitability.

X. Media Coverage

Research of available online and print media surfaced media coverage related to GLPI. The vast majority of media involved business transactions, financial information, and acquisition deals. Substantial media surfaced regarding GLPI's involvement with the acquisition of



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Pinnacle Entertainment, Inc. by Penn National Gaming, Inc. No derogatory media was identified which would adversely impact GLPI's suitability.

XI. Significant Investigative Issues of Concerns

No significant issues or concerns were identified during the investigation.

XII. Individual Qualifiers

The IEB also performed suitability investigations into six individuals who were designated as qualifiers for this transaction. See Exhibits 6-11. As mentioned above, five of those individuals (Peter Carlino, Timothy Wilmott, John Finamore, William Fair, and Carl Sottosanti) were previously deemed to be suitable by the Commission. The Investigative Report associated with Mr. Fair's initial suitability investigation, dated September 7, 2017, is attached as Exhibit 11. In accordance with the Commission's regulations, the investigation conducted with respect to the Trustee for the Plainridge Nominee Trust, Mr. Wilmott, conforms with the investigative protocol developed for Key Gaming Employees – Executive. See 205 CMR 116.10(6)(c).

After performing the inquiries and database checks described in this Initial Report and as represented in Exhibits 6-11, the investigation revealed no evidence of anything that would serve to disqualify any of the individuals. Nor did the initial investigation reveal any information that would indicate that any of these individuals lacks the requisite integrity, honesty and good character to be deemed suitable under Massachusetts law. In addition, in accordance with the requirement of 205 CMR 116.10(5)(b), each qualifier certified under the pains and penalties of perjury to being unaware of any derogatory information not previously disclosed to the Commission that would impact suitability under the criteria set forth in the Massachusetts gaming law and regulations.



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XIII. Conclusion

Under the governing regulation, see 205 CMR 116.10(5), the Commission may approve Interim Authorization allowing the closing of the sale of the real property at PPC, located at 301 Washington Street, Plainville, MA, to GLPI, if it finds that the following criteria are satisfied. The IEB addresses each of the regulatory criteria in turn below.

- (a) The qualifiers have submitted all application forms as required.

Each of the six entity qualifiers was required to complete a Business Entity Disclosure Form for Gaming License Qualifiers (BED), and each of the six individual qualifiers was required to complete a Multi Jurisdictional Personal History Disclosure Form (MJPHD) and a Massachusetts Supplement Form. The applications for the Penn qualifiers were submitted and deemed complete by the Division of Licensing on June 7, 2018; the applications for the GLPI qualifiers were submitted and deemed complete by the Division of Licensing on June 18, 2018. The Investigators conducted a thorough review of the application forms and confirmed completeness.

- (b) A fully executed trust agreement has been submitted in accordance with 205 CMR 116.10(6).

A copy of the fully executed Plainridge Nominee Trust has been submitted to the Commission. On June 21, 2018, the Commission approved the terms of the trust. Under the terms of the trust as approved by the Commission, in the event that a suitability issue arises following Interim Authorization but before final approval by the Commission, the Commission or IEB may order the PPC real property to be transferred into the trust or back to PGR (at GLPI's option). In the event that the Commission issues a negative determination on suitability, the property shall be returned to PGR.

- (c) The Trustee for the trust agreement has satisfied the qualification criteria applicable to a Key Gaming Executive in accordance with 205 CMR 134.



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Mr. Timothy Wilmott, the Chief Executive Officer and a Director at Penn, is the Trustee for the Plainridge Nominee Trust. The Commission previously determined Mr. Wilmott to be suitable on April 23, 2014, in connection with PGR's initial application for a category 2 license. Investigators have provided an updated Investigative Report on Mr. Wilmott (Exhibit 8), which included in its protocol an in-person interview, and we recommend that he be deemed suitable in accordance with the criteria for licensure of Key Gaming Employees – Executive.

- (d) There is no preliminary evidence of anything that would serve to disqualify the qualifiers under the criteria set forth in G.L. c. 23K, §§12 or 16, or any other known reason why a positive determination of suitability may not ultimately be achieved.

The Investigators uncovered no information in the course of the initial investigation for Interim Authorization that would serve to disqualify any of the entity or individual qualifiers. Nor did the initial investigation reveal any information that would preclude a finding that any of its entity or individual qualifiers possesses the requisite integrity, honesty and good character, as well as the financial stability, integrity and background that are mandated for qualification by Massachusetts law. See Exhibits 1-11.

- (e) The sale of PPC's real property in the proposed REIT transaction would not violate 205 CMR 116.09(3) (resulting in the transfer of the actual category 2 gaming license) or 205 CMR 116.09(4) (prohibiting the transferee (GLPI) from having a financial interest in more than one gaming license issued by the Commission).

The initial investigation indicates that the transaction will result only in the transfer of the real property associated with PPC and will not result in GLPI having a financial interest in more than one gaming license in the Commonwealth.

- (f) The qualifiers have certified that they are unaware of any reason why they would not be found qualified.

Each qualifier certified under the pains and penalties of perjury to the above.



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- (g) It is in the best interests of the Commonwealth for the gaming establishment to continue to operate pursuant to Interim Authorization.

Nothing was revealed in the initial investigation to suggest that allowing PPC to continue to operate pursuant to Interim Authorization would be contrary to the best interest of the Commonwealth. Uninterrupted operation of PPC would ensure that tax revenues from gross gaming revenue at PPC continue to flow to the Commonwealth.

- (h) If the transfer will result in a change of control, the transferee (GLPI) has agreed in writing to comply with all of the existing licensing conditions or has petitioned the Commission to modify/eliminate one or more of those obligations.

The initial investigation, which included a review of the terms of the governing lease, indicates that no change of control of the gaming facility will result from the sale of the real property to GLPI, that GLPI will be a passive landlord, and that PPC will continue to be in control of all operations.

In conclusion, taking into consideration the entirety of the initial investigation, the IEB recommends that the Commission approve the Interim Authorization allowing for the closing of the PPC REIT transaction with GLPI. The IEB will proceed with its full investigation into this transaction and the associated qualifiers and will issue a full report on suitability as soon as possible and within the time frame provided in the regulations.²⁰

Primary Investigators:

Loretta M. Lillios
Chief Enforcement Counsel
Investigations & Enforcement Bureau

Thomas Rodger
Trooper, Massachusetts State Police
Investigations & Enforcement Bureau

Financial Investigator:

Monica Chang
Supervisor of Financial Investigations
Investigations & Enforcement Bureau

²⁰ Title 205 Code of Mass. Regulations 116.10(5) provides as follows: "Within nine months after the interim authorization decision, which period may be extended by the commission for one three-month period, the commission shall hold a hearing and render a determination on the suitability of the applicant in accordance with 205 CMR 115.04: *Phase 1 and New Qualifier Proceedings by the Commission.*"



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CHART A

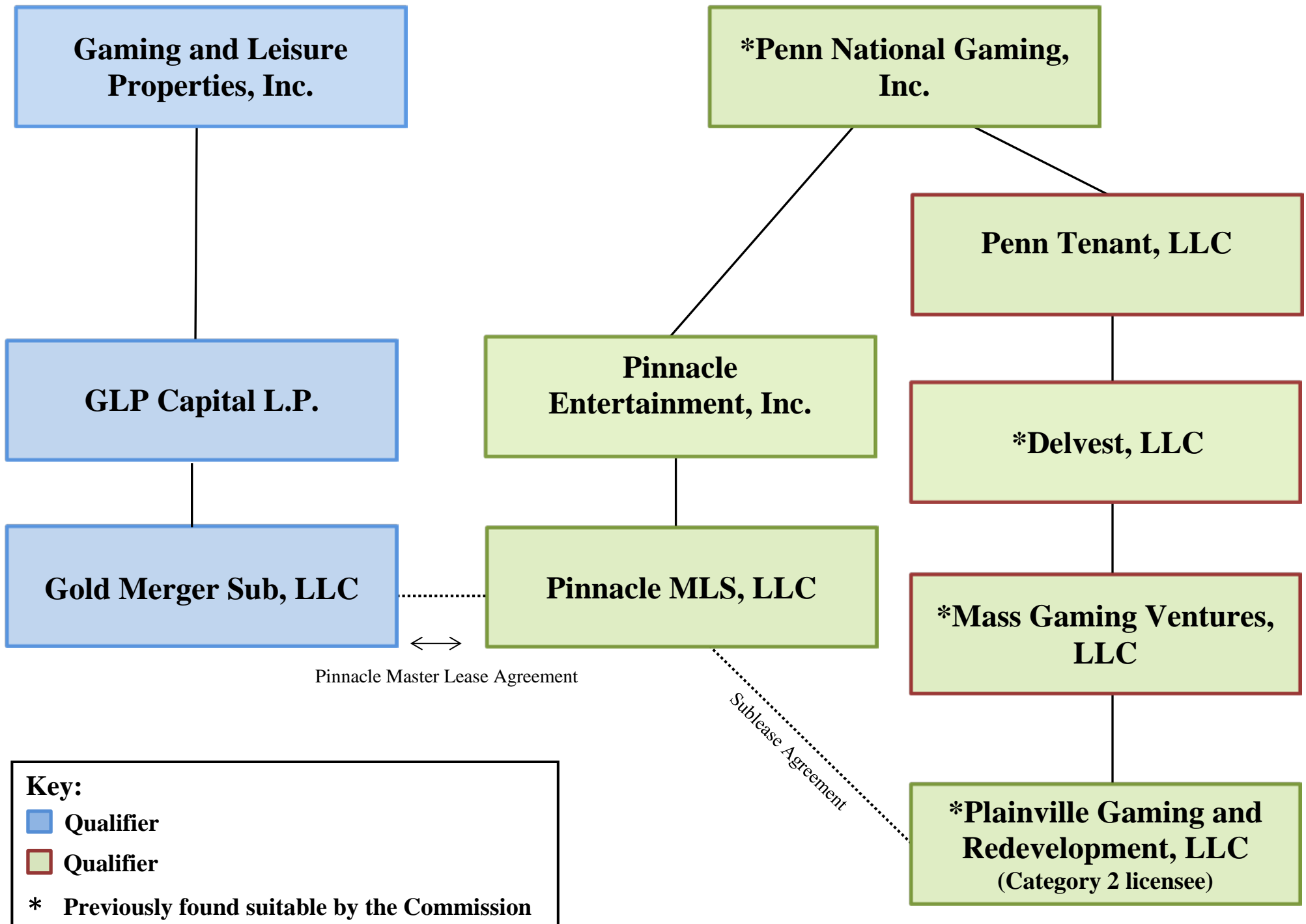


CHART B

State	Facility	Casino Operator		Real Estate Owner/Landlord	
		Present	Future	Present	Future
Illinois	Hollywood Casino, Alton	PENN	No Change	GLPI	No Change
Illinois	Casino Queen	CASINO QUEEN	No Change	GLPI	No Change
Louisiana	Hollywood Casino, Baton Rouge	GLPI	No Change	GLPI	No Change
Maryland	Hollywood Casino, Perryville	GLPI	No Change	GLPI	No Change
California	Hollywood Casino Jamul, San Diego	PENN	No Change	PENN	No Change
Florida	Sanford Orlando Kennel Club, Longwood	PENN	No Change	PENN	No Change
Illinois	Hollywood Casino Aurora, Aurora	PENN	No Change	GLPI	No Change
Illinois	Hollywood Casino Joliet, Joliet	PENN	No Change	GLPI	No Change
Illinois	Prairie State Gaming (IL Gaming Investors, LLC), Hinsdale	PENN	No Change	PENN	No Change
Indiana	Hollywood Casino Lawrenceburg, Lawrenceburg	PENN	No Change	GLPI	No Change
Kansas	Hollywood Casino at Kansas Speedway, Kansas City	PENN	No Change	PENN	No Change
Maine	Hollywood Casino Hotel & Raceway Bangor, Bangor	PENN	No Change	GLPI	No Change
Massachusetts	Plainridge Park Casino, Plainville	PENN	No Change	PENN	GLPI
Mississippi	1st Jackpot Casino Tunica, Robinsonville	PENN	No Change	GLPI	No Change
Mississippi	Boomtown Biloxi, Biloxi	PENN	No Change	GLPI	No Change
Mississippi	Hollywood Casino Gulf Coast, Bay St. Louis	PENN	No Change	GLPI	No Change
Mississippi	Hollywood Casino Tunica, Robinsonville	PENN	No Change	GLPI	No Change
Mississippi	Resorts Casino Tunica, Robinsonville	PENN	No Change	GLPI	No Change
Missouri	Argosy Riverside, Riverside	PENN	No Change	GLPI	No Change
Missouri	Hollywood Casino St. Louis, Maryland Heights	PENN	No Change	GLPI	No Change
Nevada	The M Resort Spa Casino, Henderson	PENN	No Change	GLPI	No Change
Nevada	Tropicana Las Vegas, Las Vegas	PENN	No Change	PENN	No Change
New Jersey	Favorites at Gloucester Township (Racing), Clementon	PENN	No Change	PENN	No Change
New Jersey	Favorites at Toms River (Racing), Toms River	PENN	No Change	PENN	No Change
New Jersey	Freehold Raceway (Racing), Freehold	PENN	No Change	PENN	No Change
New Mexico	Zia Park Casino, Hotel & Racetrack, Hobbs	PENN	No Change	GLPI	No Change

CHART B

State	Facility	Casino Operator		Real Estate Owner/Landlord	
		Present	Future	Present	Future
Ohio	Hollywood Gaming at Dayton Raceway, Dayton	PENN	No Change	GLPI	No Change
Ohio	Hollywood Gaming at Mahoning Valley Race Course, Austintown	PENN	No Change	GLPI	No Change
Ohio	Hollywood Casino Columbus, Columbus	PENN	No Change	GLPI	No Change
Ohio	Hollywood Casino Toledo, Toledo	PENN	No Change	GLPI	No Change
Ontario	Casino Rama, Rama	PENN	No Change	PENN	No Change
Pennsylvania	Hollywood Casino at Penn National Race Course, Grantville	PENN	No Change	GLPI	No Change
Pennsylvania	Off-Track Wagering-Lancaster, Lancaster	PENN	No Change	PENN	No Change
Pennsylvania	Off-Track Wagering-York, York	PENN	No Change	PENN	No Change
Texas	Sam Houston Race Park (Racing), Houston, TX	PENN	No Change	PENN	No Change
Texas	Valley Race Park (Racing), Harlingen, TX	PENN	No Change	PENN	No Change
West Virginia	Hollywood Casino at Charles Town Races, Charles Town, WV	PENN	No Change	GLPI	No Change
Colorado	Ameristar Casino Resort Spa, Black Hawk	PINNACLE	PENN	GLPI	No Change
Indiana	Belterra Casino Resort, Florence (Divesting this property upon closing of transaction)	PINNACLE	Boyd	GLPI	No Change
Indiana	Ameristar Casino Hotel, East Chicago	PINNACLE	PENN	GLPI	No Change
Indiana	Ameristar Casino Hotel-East Chicago, East Chicago	PINNACLE	PENN	GLPI	No Change
Iowa	Ameristar Casino Hotel, Council Bluffs	PINNACLE	PENN	GLPI	No Change
Louisiana	L'Auberge Casino Resort, Lake Charles	PINNACLE	PENN	GLPI	No Change
Louisiana	L'Auberge Casino & Hotel, Baton Rouge	PINNACLE	PENN	GLPI	No Change
Louisiana	Boomtown, New Orleans	PINNACLE	PENN	GLPI	No Change
Louisiana	Boomtown, Bossier City	PINNACLE	PENN	GLPI	No Change
Louisiana	Boomtown Casino & Hotel-New Orleans, Harvey	PINNACLE	PENN	GLPI	No Change
Mississippi	Ameristar Casino Hotel, Vicksburg	PINNACLE	PENN	GLPI	No Change

CHART B

State	Facility	Casino Operator		Real Estate Owner/Landlord	
		Present	Future	Present	Future
Missouri	Ameristar Casino Resort Spa, St. Charles (Divesting this property upon closing of transaction)	PINNACLE	Boyd	GLPI	No Change
Missouri	River City Casino & Hotel, St. Louis, St. Louis	PINNACLE	PENN	GLPI	No Change
Missouri	Ameristar Casino Hotel, Kansas City (Divesting this property upon closing of transaction)	PINNACLE	Boyd	GLPI	No Change
Nevada	Cactus Petes Casino Resort, Jackpot	PINNACLE	PENN	GLPI	No Change
Nevada	The Horseshu Hotel & Casino	PINNACLE	PENN	GLPI	No Change
Ohio	Belterra Park Gaming & Entertainment (Lottery)	PINNACLE	Boyd	PINNACLE	GLPI
Pennsylvania	The Meadows Racetrack and Casino	PINNACLE	PENN	GLPI	No Change
Texas	Retama Park Racetrack, Selma	PINNACLE	PENN	PINNACLE	PENN

Morgan Lewis

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August 9, 2018

VIA E-MAIL AND U.S. MAIL

Massachusetts Gaming Commission
Attention: Dr. Alexandra Lightbown, Director of Racing
101 Federal St.
12th Floor
Boston, MA 02110

Re: Sale/Leaseback of Plainridge Park Real Estate

Dear Dr. Lightbown:

I write to follow up on our March 16, 2018 request for approval from the Racing Division of the sale/leaseback of the real estate and premises located at 301 Washington St., Plainville, Massachusetts (the "Property"), the site of Plainridge Park Casino & Racecourse ("PPC"). The Property is owned by Plainville Gaming and Redevelopment, LLC ("PGR"), an indirect wholly-owned subsidiary of Penn National Gaming, Inc. ("PNG") and the category 2 and racing licensee and operator of PPC.



As detailed in prior submissions to the Massachusetts Gaming Commission and the Racing Division, the proposed real estate transfer is part of a larger transaction between PNG and Pinnacle Entertainment, Inc. ("PNK"). In brief, subject to all applicable regulatory approvals, PNG and PNK have entered into an agreement whereby PNG will acquire PNK through a public company merger transaction. The only aspect of the proposed transaction that directly affects Massachusetts is the purchase of the Property.

The Property will be sold by PGR to Gold Merger Sub, LLC ("GMS"), an affiliate of Gaming Leisure Properties, Inc. ("GLPI"). GMS will lease the Property to Pinnacle MLS, LLC ("MLS"), which will be a wholly owned, indirect subsidiary of PNG upon the closing of the transaction. MLS will then sublease the Property to PGR, which will continue to hold the racing and category 2 licenses for PPC and be an indirect wholly-owned subsidiary of PNG. Further details of the sale/leaseback and the associated merger transaction are contained in the March 16 letter and the detailed notifications to the Commission attached to that letter. PGR submits this supplemental letter to provide further support for the approval of the sale/leaseback in light of the statutory factors set forth in G.L. c. 128A, sec. 11C.

G.L. c. 128A, § 11C provides that:

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 +1.617.341.7701

Except in the case of a publicly held corporation, no person, firm, partnership, trust, association or corporation who has been granted a license to conduct a horse or dog racing meeting, or an officer, director or the beneficial owner of ten per cent or more of the stock of a corporation holding such a license, shall sell, transfer, convey or cause to be transferred, singly or in concert with others, more than ten per cent of the value or stock of the facility or corporation so licensed without first obtaining the written approval of the commission.

The commission shall approve such sale, transfer or conveyance unless it finds that the consideration therefor is (i) inadequate or (ii) without good cause, (iii) that the sale or transfer results in an undesirable concentration of ownership of racing facilities within the commonwealth, or (iv) that the sale or transfer has an adverse impact upon the integrity of the racing industry. A publicly held corporation, shall, prior to the sale, transfer or conveyance of more than ten per cent of the stock of the corporation, file notice of such action with the commission. A copy of any filing required by state or federal securities law regarding notice of such sale, transfer or conveyance shall be simultaneously filed with the commission. The commission shall have the same rights as to transferees as it would have with respect to original applicants for licensure.

The second paragraph of § 11C contemplates a very narrow standard of review for a proposed transaction and establishes a presumption in favor of approval. PGR respectfully submits that, in these circumstances, § 11C mandates the approval of the real estate transfer and leaseback.

1. Adequacy of and Good Cause for Consideration

GLPI will acquire the Property for \$250 million. The \$250 million purchase price is the result of an arms-length negotiation between PNG and GLPI, two highly sophisticated commercial actors. From PNG's perspective, the transaction will (1) enhance PNG's position as the leading US regional gaming operator; (2) increases geographic diversification with highly complementary properties; (3) enhance the best-in-class regional properties by adding Las Vegas assets; and (4) accelerate PNG's innovative growth strategy and enhance customer experience.

2. Concentration of Ownership

GLPI does not currently own any gaming or racing facilities in Massachusetts. After the transaction, PGR will continue to operate only one racing facility at PPC. The transaction thus will not result in any undesirable concentration of ownership of racing facilities within the commonwealth.

3. Impact upon Integrity of the Racing Industry

As explained in prior correspondence, PGR will remain the racing licensee and will retain control over the operations and management of the racing facility under a triple net lease. Therefore, the operations of the racing facility will not be disrupted, and the transaction will not have any negative impact on the integrity of the racing industry in the commonwealth.

For these reasons, and those stated in our March 16 request and attached correspondence, PGR respectfully requests that the Commission approve the sale/leaseback of the Property to GLPI.

Massachusetts Gaming Commission
August 9, 2018
Page 3

Sincerely,

A handwritten signature in blue ink that reads "Jonathan M. Albano / edh". The signature is written in a cursive, flowing style.

Jonathan M. Albano

JMA/edh



Report to the Massachusetts Gaming Commission Q2 2018



PLAINRIDGE PARK
YOUR HOMETOWN CASINO

Gaming Revenue & Taxes



		Net Slot Revenue	State Taxes	Race Horse Taxes	Total Taxes
2017	1st	\$38,389,597	\$15,355,839	\$3,455,064	\$18,810,903
	2nd	\$42,652,854	\$17,061,142	\$3,838,756	\$20,899,898
	3rd	\$44,557,985	\$17,823,194	\$4,010,219	\$21,833,413
	4th	\$39,185,794	\$15,674,318	\$3,526,722	\$19,201,040
	Total	\$164,786,230	\$65,914,493	\$14,830,761	\$80,745,254
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				
	4th				
	Total	\$86,272,370	\$34,508,948	\$7,764,513	\$42,273,461

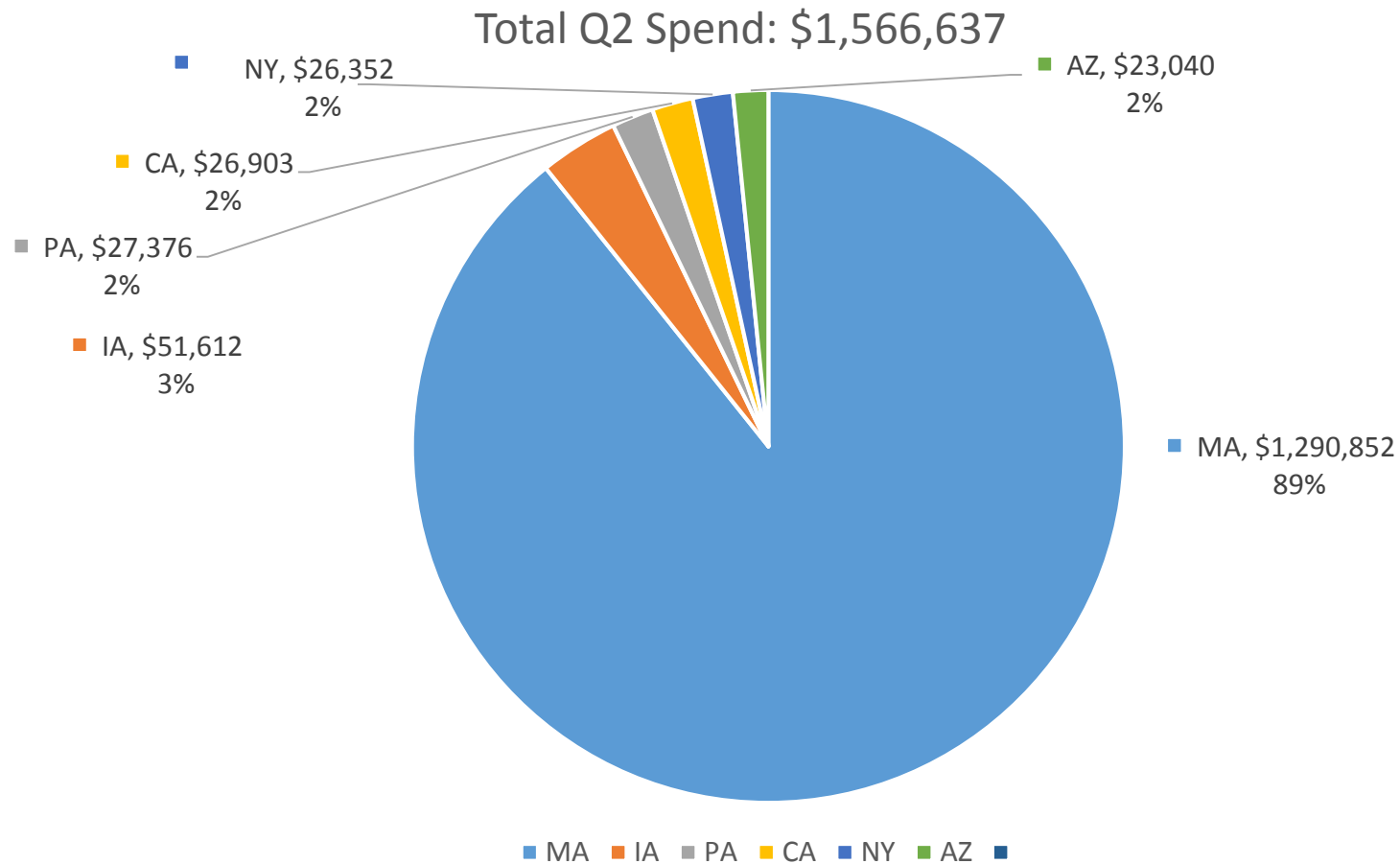
Lottery Sales



Quarter	2017	2018	\$ Difference	% Difference
1st	\$750,871	\$894,938	\$144,067	19.19%
2nd	\$843,294	\$934,290	\$90,996	10.79%
3rd	\$891,181	\$0	\$0	0.00%
4th	\$822,037	\$0	\$0	0.00%
Total	\$3,307,383	\$1,829,228	\$235,063	

- PPC currently has 5 instant ticket machines and 4 online terminals
- Prior to the Casino opening the Property had 1 instant ticket machine and 2 online machines

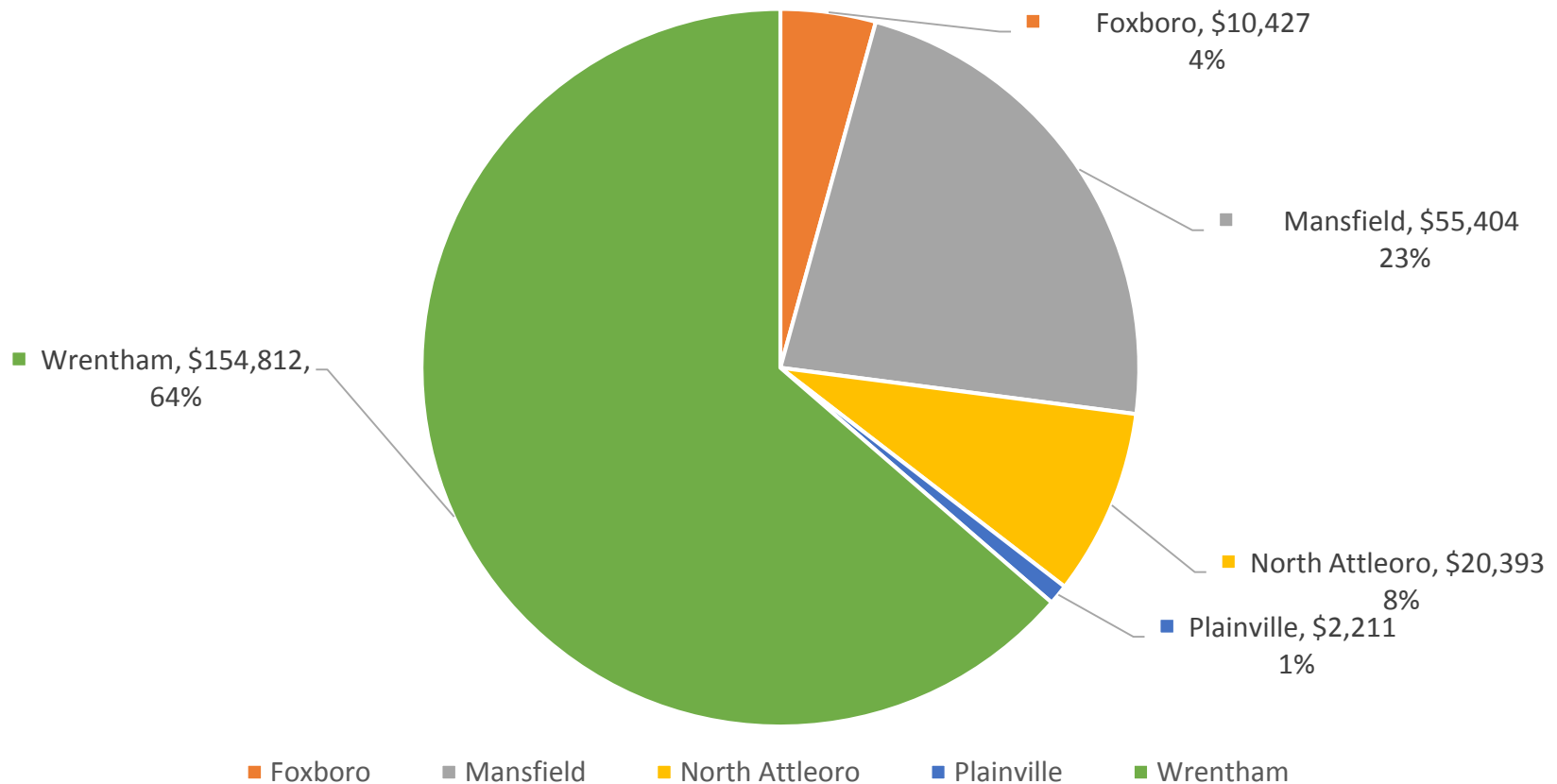
Spend by State



Local Spend



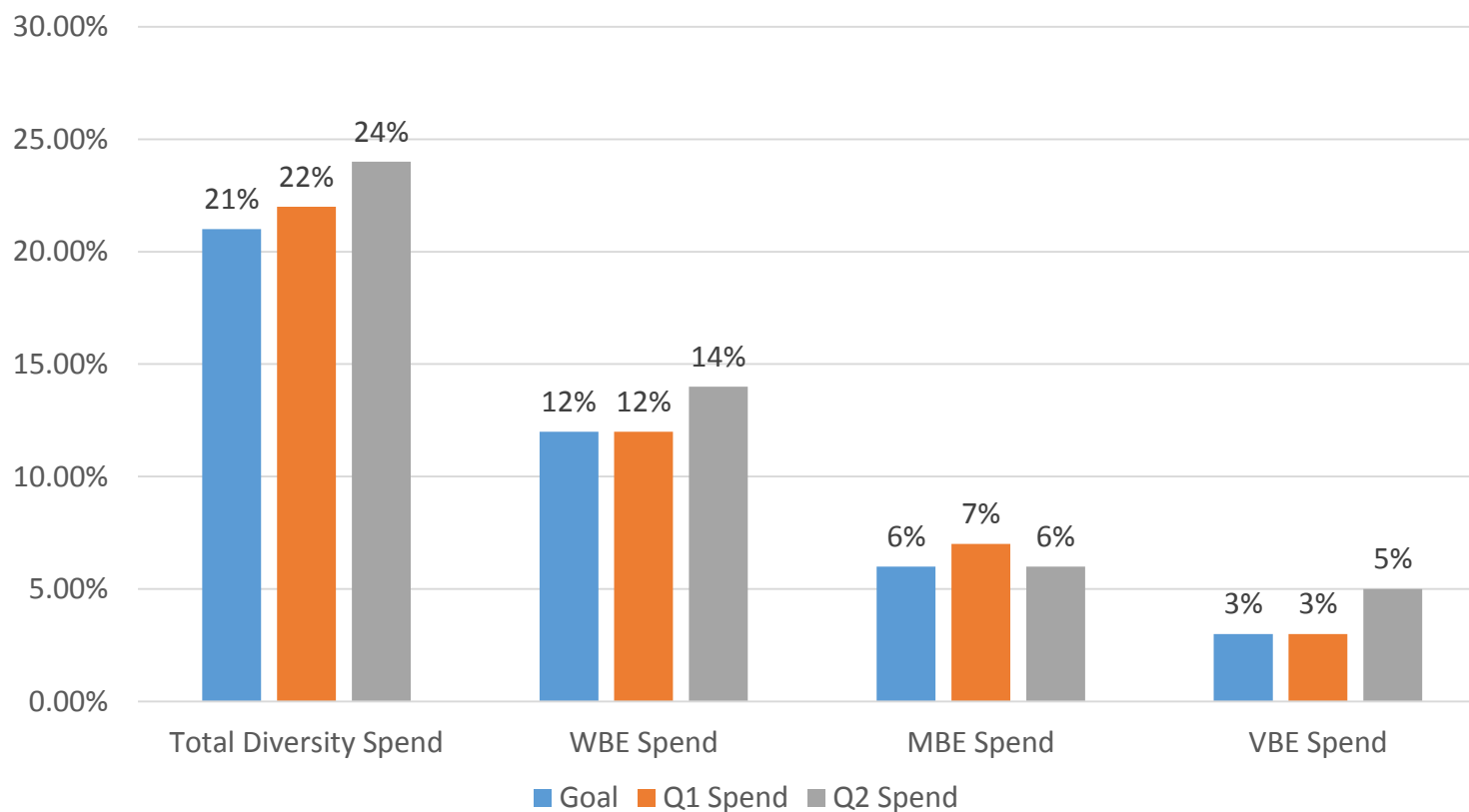
Total Q2 2018 Host & Surrounding Community Spend: \$243,246



Vendor Diversity



Q2 2018



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					
April	7,139	120	4	21	94	2	0	0	0
May	7,512	141	13	19	108	1	0	0	0
June	6,730	136	16	30	89	0	0	0	0
Total	21,381	397	33	70	291	3	0	0	0

1 Person is under 18 years of age

2 Person is 18-21 years of age

Employment



As of June 30, 2018:

	Employees	Full-Time	Part-time
Totals	477	305	172
% of Total	100%	63.9%	36.1%

	Employees
Diversity	26%
Veterans	5%
Massachusetts	64%
Local	34%
Male/Female	53%/47%

Women Leading at Penn



Win
URCC WOMEN'S IMPACT NETWORK

**UNITED REGIONAL
CHAMBER OF COMMERCE
WOMEN'S EXPO**

September 25, 2018

**The Loft at Plainridge Park Casino
301 Washington St., Plainville, MA**

11:30am Registration begins
12-5pm URCC Women's Expo
5-7pm Alive After Five Networking at
Slack's Oyster House & Grill

SPONSORED BY: **PLAINRIDGE PARK
CASINO**

- Keynote Speaker Gayle Cameron, Massachusetts Gaming Commission
- Additional Speakers:
 - Jennifer Weissman, CMO, Penn National Gaming
 - Jen Osojnicki, Better Living Real Estate
 - Ashley Pare, Own Your Worth, LLC
 - Shelly Berman-Rubera, Small Business Results
 - Dr. Mary Medeiros, Thrive Health Care

Local Community



- Lenore's Pantry – Restaurant Night
- New Hope
- Relay for Life
- King Phillip Parent Network
- Our Daily Bread Soup Kitchen
- Kennedy-Donovan Center
- Theodore Arthur Charron – Local Artist



Q2 Sponsorships



- Wrentham Village Premium Outlets
- NESN – Red Sox – Winning Wednesdays
- Fenway Concert Series
- Beasley Media Group



98.5 The Sports Hub with Plainridge Park Casino.

July 23 at 2:15 PM · Paid ·

Plainridge Park Casino is inviting you to the Ultimate VIP Concert Pre Party before taking you to see the big show at the Xfinity Center on August 18th!



985THESPORTSHUB.COM

Win a VIP Concert Experience!

Enter to Win!

Sign Up



Marketing Highlights



- Q2
 - 3 Year Anniversary
 - New High Limit Area
 - VIP Lounge
- Q3
 - Murphy's Boxing
 - Grab & Game
 - Monthly Win/Loss



Monthly Win Loss



<https://marqueerewardsonline.com>

The screenshot displays the Marquee Rewards website interface. At the top, there's a navigation bar with links for "PLAY FOR FUN", "LOGIN", and "JOIN". Below this is a header section with the "MARQUEE REWARDS" logo and a menu of links: "PROGRAM OVERVIEW", "EARN & REDEEM", "MEMBERSHIP BENEFITS", "OFFERS LISTING", "LOCATIONS", and "MARQUEE MALL". The main content area features a large banner with a "UPCOMING" section on the left, listing events like "PURPLE REIGN" and "TROPICANA". A central modal window titled "Login To View Your Offers" is prominently displayed, offering a quick login option with social media buttons (Facebook, Twitter, Google, Yahoo) and a standard email/password login form. The modal also includes a "Keep me logged-in" checkbox, a "Forgot password?" link, and a "Submit" button. At the bottom of the modal, there's a link for users who don't have an account yet. The footer of the website contains links for "FAQS", "CAREERS", "CONTACT US", and "PRIVACY POLICY", along with a disclaimer about gambling help and logos for partner casinos like Hollywood Casino, Tropicana, and Argosy.

Sign in to your account x Marquee Rewards x Marquee Rewards x Marquee Rewards x +

https://qacm-marqueerewards.pngms.com/#

PLAY FOR FUN LOGIN JOIN

MARQUEE REWARDS

PROGRAM OVERVIEW EARN & REDEEM MEMBERSHIP BENEFITS OFFERS LISTING LOCATIONS MARQUEE MALL

Hollywood Casino Gulf Coast

08 09

UPCOMING

WED - SAT | 9

PURPLE REIGN

TROPICANA L

An award-win

Purple Reign

Prince and re

blistering per

"The Artist" a

MARQUEE RE

LOGIN TO VIEW YOUR OFFERS

LOG IN WITH ONE CLICK TO VIEW YOUR OFFERS!

Facebook Log in

Twitter

Google

Yahoo

LOG IN TO VIEW YOUR MARQUEE REWARDS OFFERS:

Email *

Password *

☐ Keep me logged-in

Forgot password?

Submit

Don't have an account yet? [Click here](#)

FAQS CAREERS CONTACT US PRIVACY POLICY

Gambling problem? For free confidential help, call the National Problem Gambling Helpline at 1-800-522-4700. For individual State Helpline numbers please click here.

MARQUEE HOLLYWOOD Casino Tropicana ARGOSY CASINO PLAINFIELD PARK CASINO

Monthly Win Loss



- Will report on all active gaming months – retroactive to account creation
- Zero trip gaming months are excluded
- PDF reports are available for all selected time periods
- Next Revision to show Zero months

The screenshot shows the Marquee Rewards account details page. The user is logged in as PENN TEST (Account: 19000000551). The page displays account information, including the tier (MARQUEE), tier points (1,918), and Marquee comps (\$38.76). Below this, there is a section for viewing Win/Loss statements for up to three years. The user has selected 2016. A table shows the monthly win/loss for January and April. The January total is -\$85, and the April total is -\$163. A yellow star icon is visible at the bottom of the page.

Sign in to your account | Marquee Rewards | Account Details

https://qacm-marqueerewards.pngcms.com/account-details

PLAY FOR FUN | LOG OUT

MARQUEE REWARDS

PROGRAM OVERVIEW | EARN & REDEEM | MEMBERSHIP BENEFITS | OFFERS LISTING | LOCATIONS | MARQUEE MALL

PENN TEST
Account: 19000000551
My Account

TIER: MARQUEE
Valid Thru 06/30/2014

TIER POINTS: 1,918

MARQUEE COMPS: \$38.76

You can view up to three years of your Win/Loss statements online. You will only see options for years that you had recorded play. Win/Loss statements become available at the end of January for the prior year.

2014 2015 2016 [DOWNLOAD PDF >](#)

MONTHLY WIN/LOSS

2015 2016 2017 2018

January	Total: -\$85
Coin In	\$957
Coin Out	\$872
Jackpots	\$0
Total	-\$85
April	Total: -\$163

QUARTERLY REPORT

AS OF JUNE 30, 2018

ENCORE BOSTON HARBOR



CONSTRUCTION – MAJOR MILESTONES

SITE WORK

- ☑ Marine (Landside) – 100% complete
- ☑ Site Utilities – 97% complete
- ☑ EPS Block – 75% complete
- ☑ Plant selection and purchasing – 100% complete
- ☑ Planting and hardscape work started April 2018









CONSTRUCTION – MAJOR MILESTONES

GARAGE

- ☑ Garage Structure – 100% complete
- ☑ Fire Protection, Electric and Masonry – 80% complete
- ☑ MEP Finishes – 70% complete
- ☑ Spray Insulation – 80% complete
- ☑ Garage painting – 70% complete



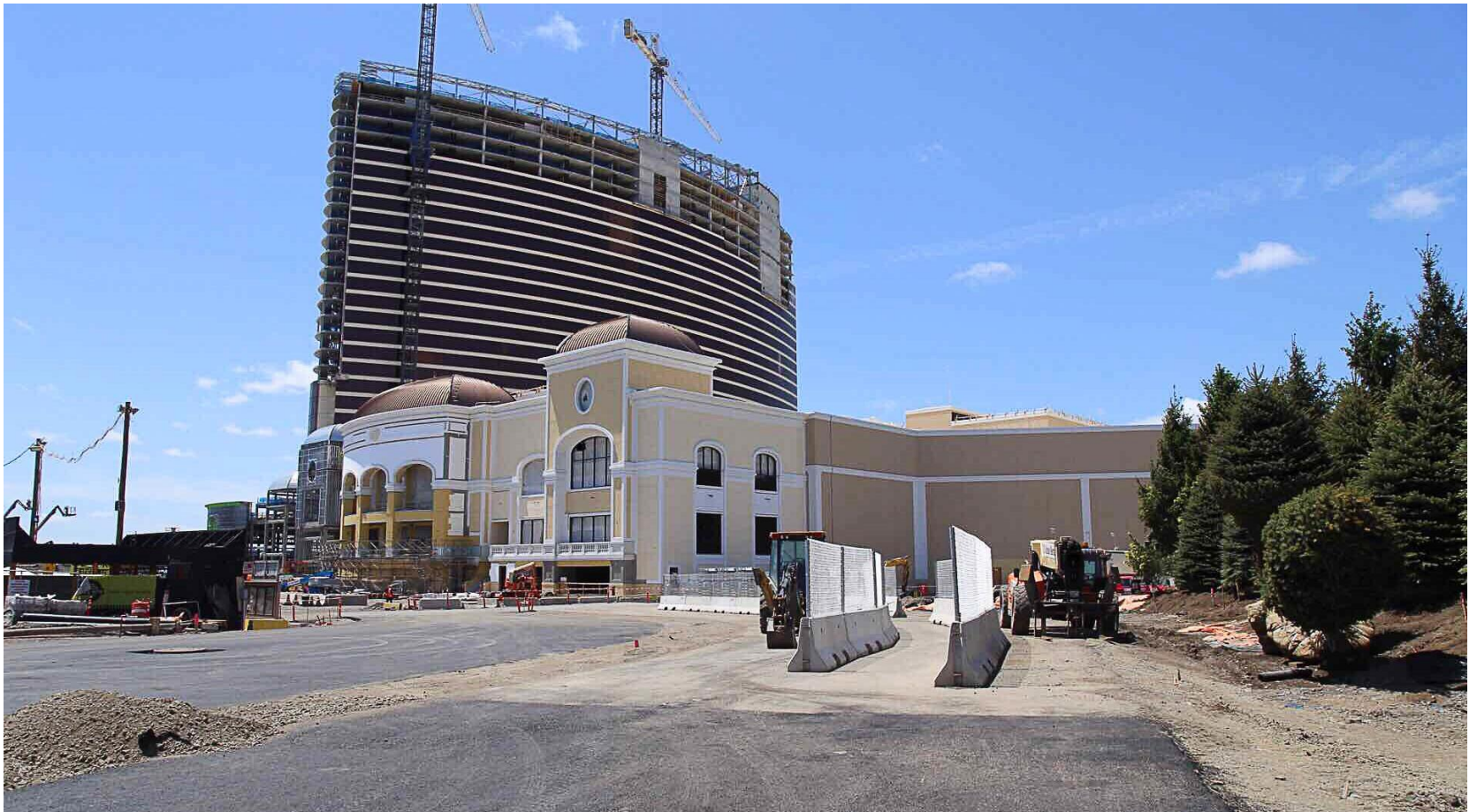


CONSTRUCTION – MAJOR MILESTONES

PODIUM - NORTH/CENTRAL UTILITY PLANT

- ☑ Plumbing, electrical, fire protection – 99% complete
- ☑ Drywall and ceiling frames – 99% complete
- ☑ Flooring – 65% complete



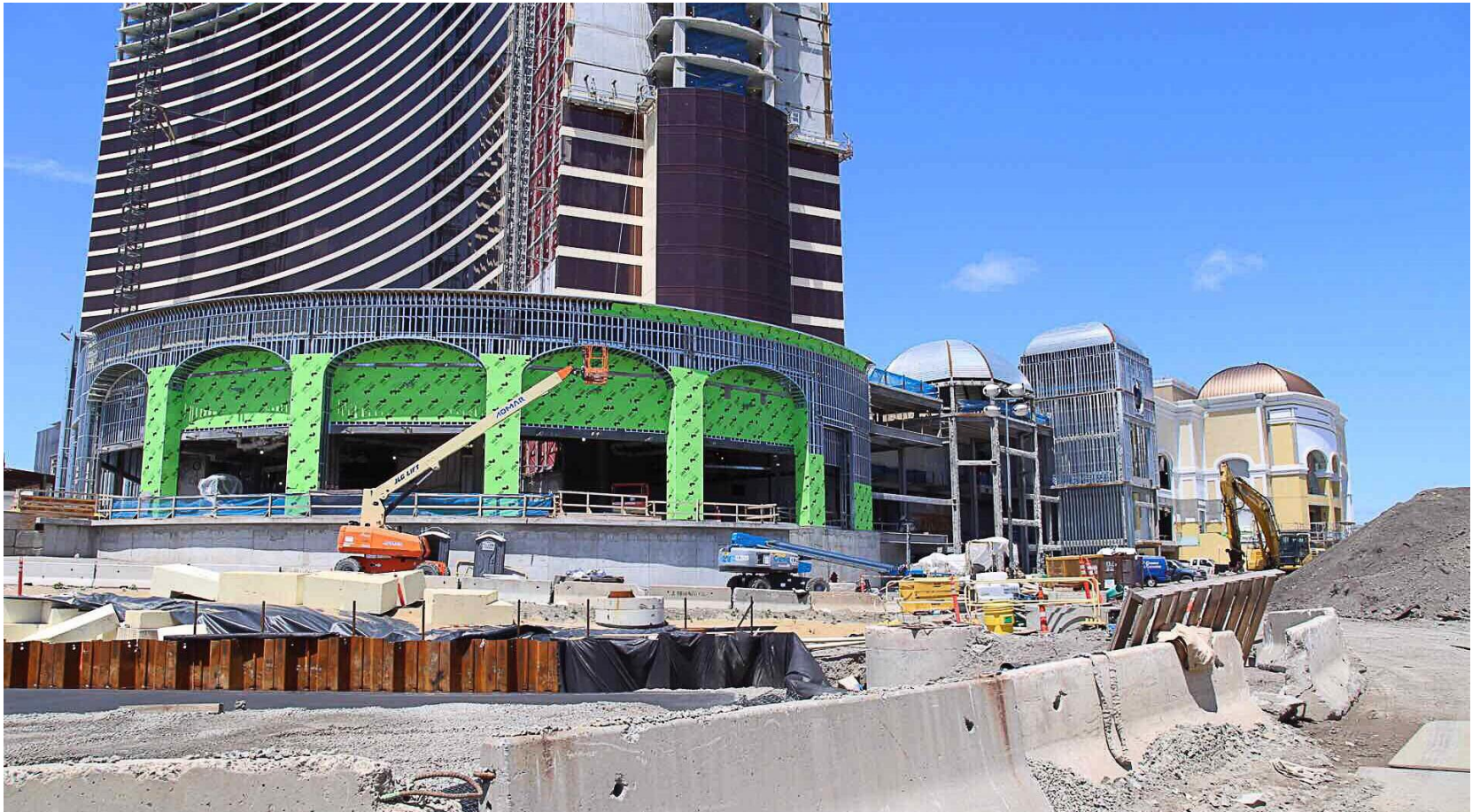


CONSTRUCTION – MAJOR MILESTONES

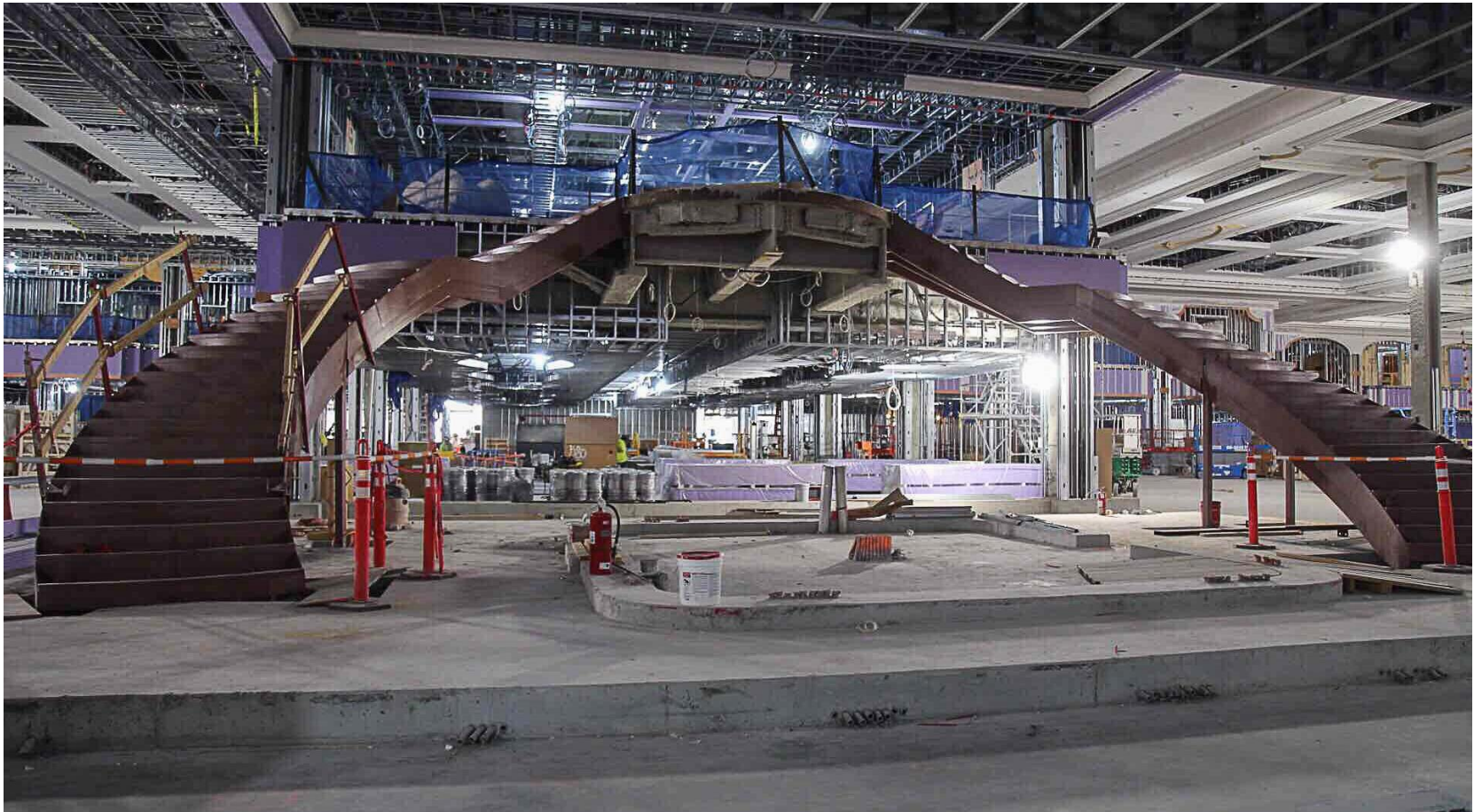
PODIUM - GAMING

- ☑ Ceiling framing – 80% complete
- ☑ Wall framing – 95% complete
- ☑ Drywall – 20% complete









CONSTRUCTION – MAJOR MILESTONES

PODIUM - CONVENTION

- ☑ Wall framing – 70% complete
- ☑ Plumbing – 60% complete
- ☑ Electrical – 60% complete







CONSTRUCTION – MAJOR MILESTONES

HOTEL TOWER

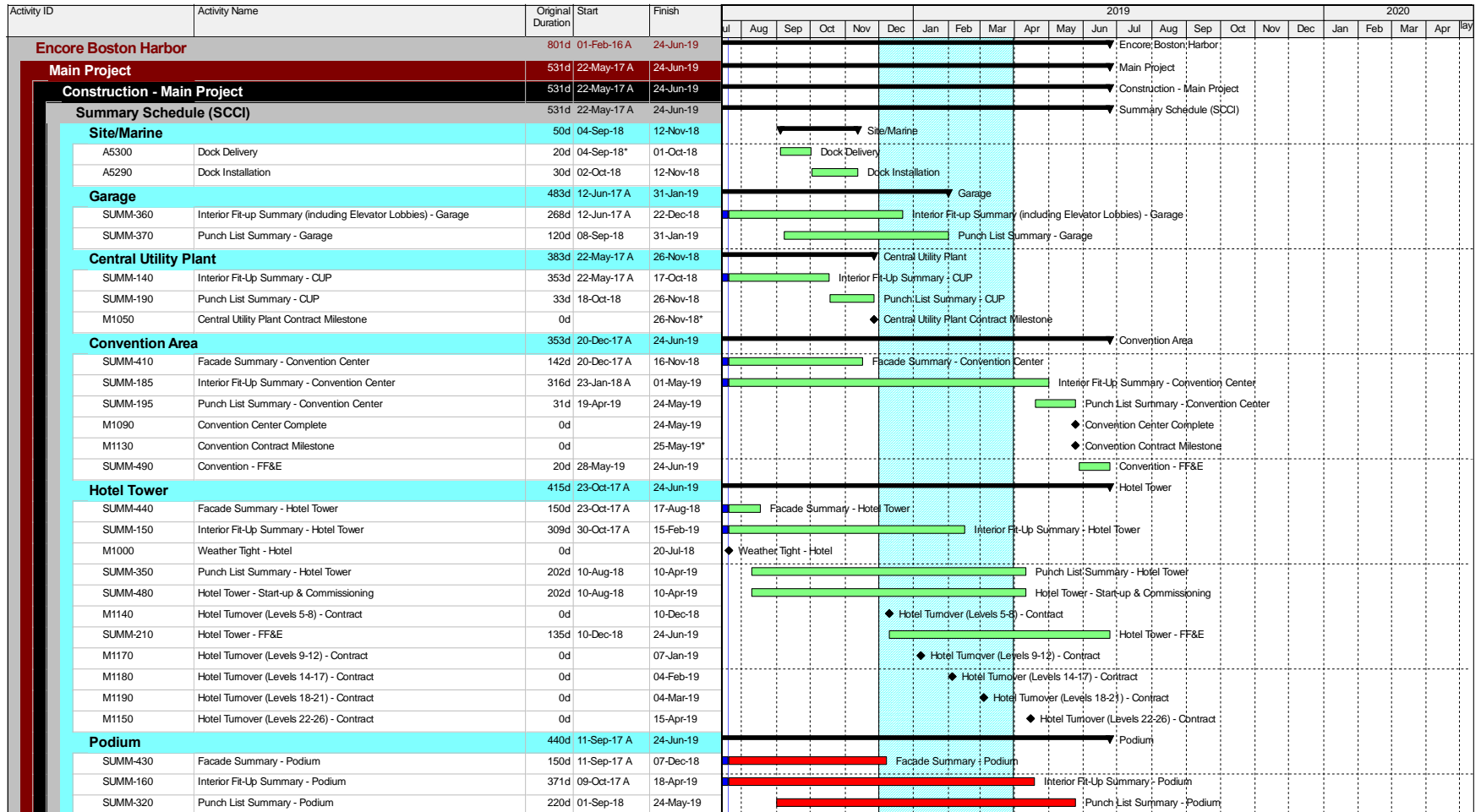
- ☑ Curtain Wall – currently on L23
- ☑ Concrete – 100% complete
- ☑ Golden room finishes – 100% complete
- ☑ Drywall – started up to L17







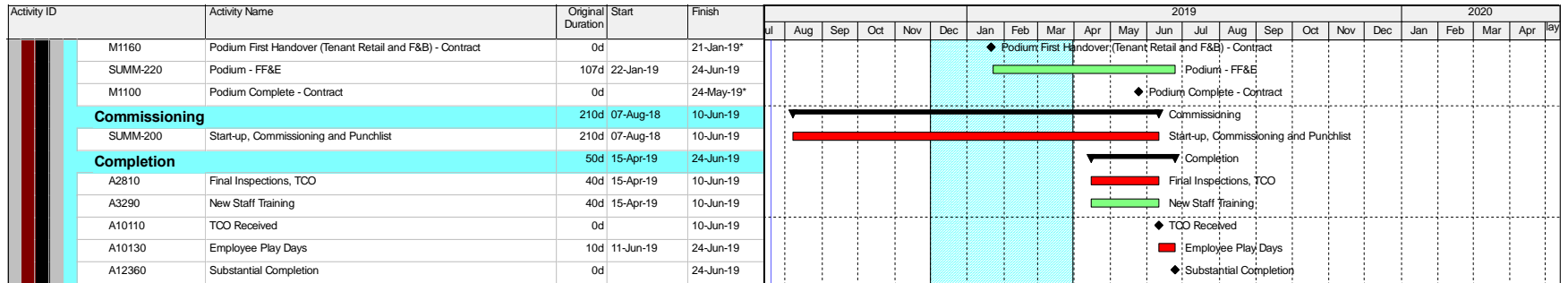
PROJECT SCHEDULE



Data Date: 20-Jul-18
Print Date: 26-Jul-18
Page 1 of 5

Encore Boston Harbor
Project Master Schedule
Schedule Update #41

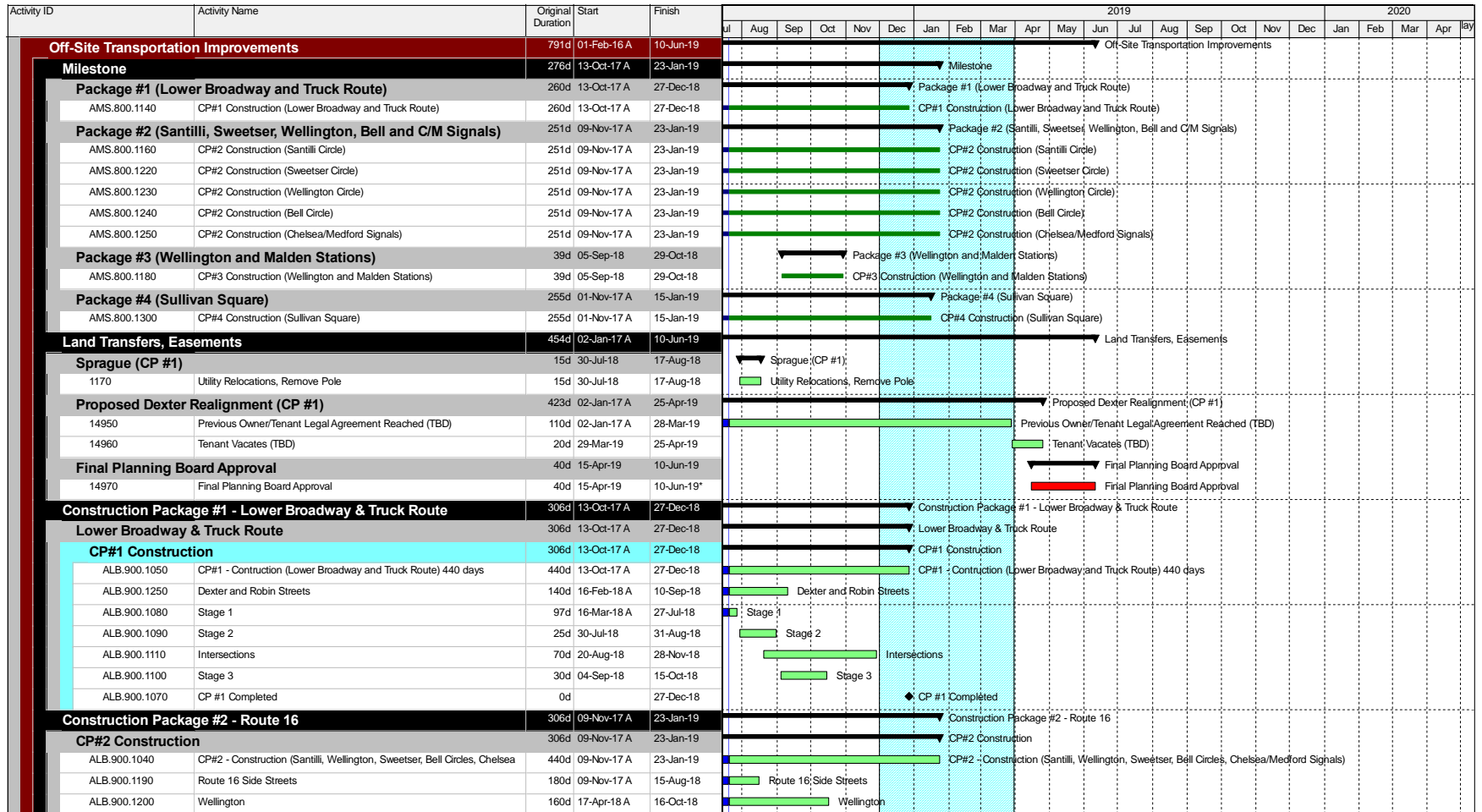
PROJECT SCHEDULE



PROJECT SCHEDULE

Activity ID	Activity Name	Original Duration	Start	Finish	2019												2020										
					Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May
Service Road and Utilities Projects		25d	01-Apr-19	03-May-19																							
Service Road Construction		25d	01-Apr-19	03-May-19																							
12120	Final Roadway Top, Striping, Landscaping	25d	01-Apr-19*	03-May-19																							

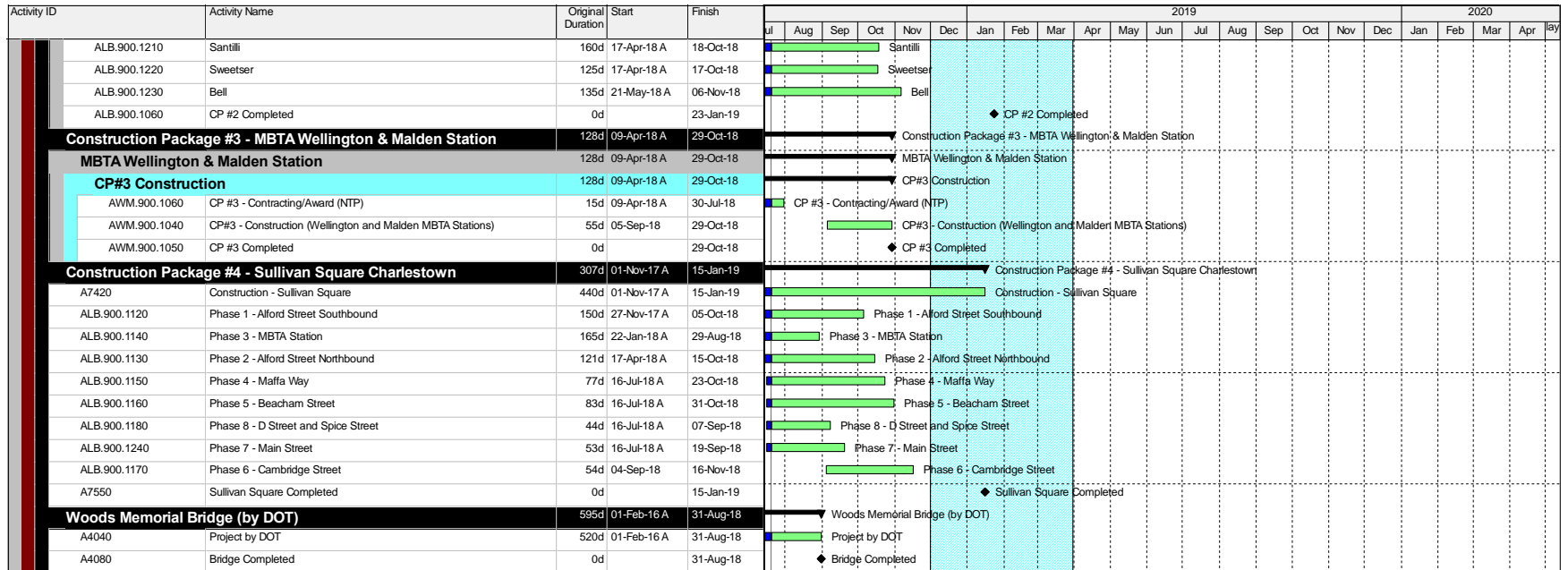
PROJECT SCHEDULE



Data Date: 20-Jul-18
Print Date: 26-Jul-18
Page 4 of 5

Encore Boston Harbor
Project Master Schedule
Schedule Update #41

PROJECT SCHEDULE



OFFSITE INFRASTRUCTURE IMPROVEMENTS

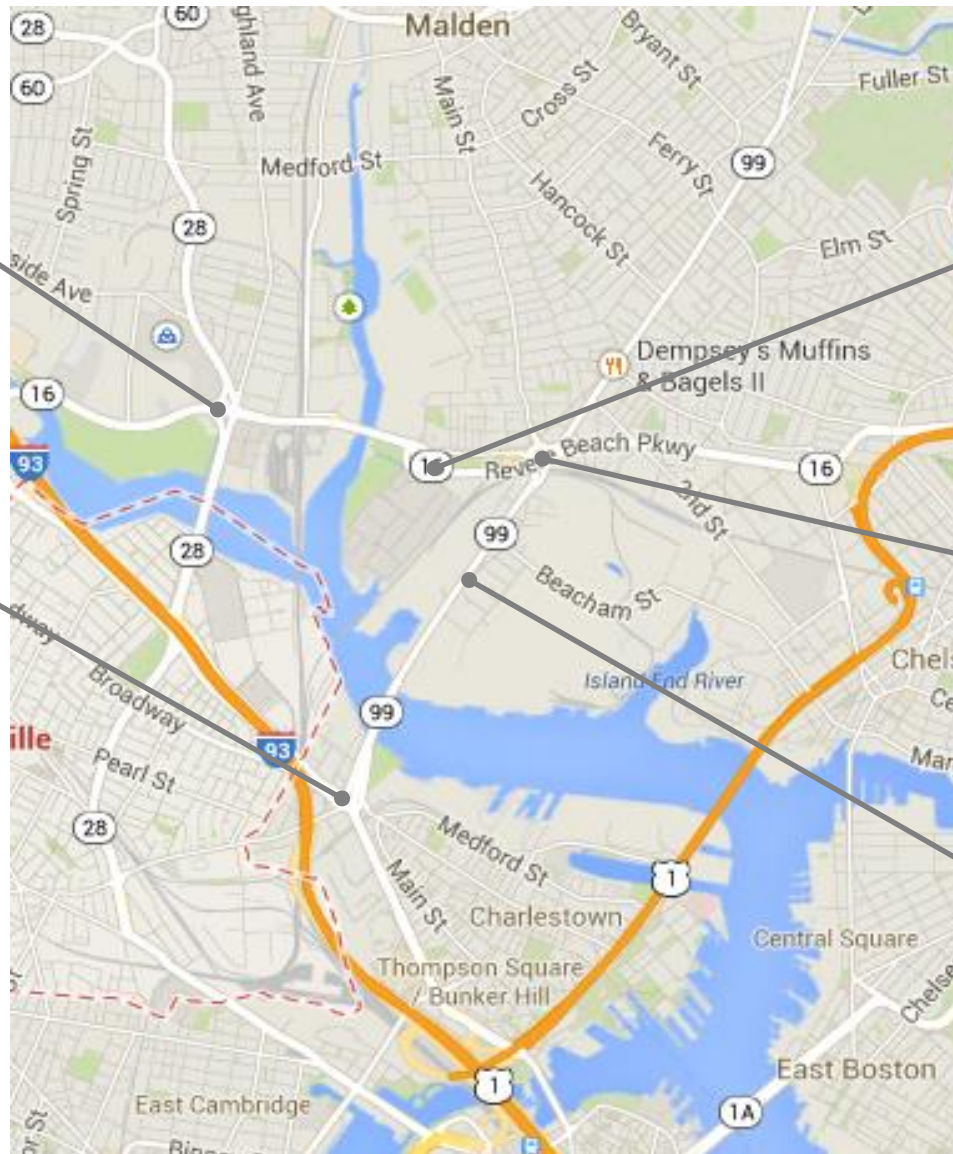
Wellington Circle,
MEDFORD

Sullivan Square,
BOSTON

Santilli Circle,
EVERETT

Sweetser Circle,
EVERETT

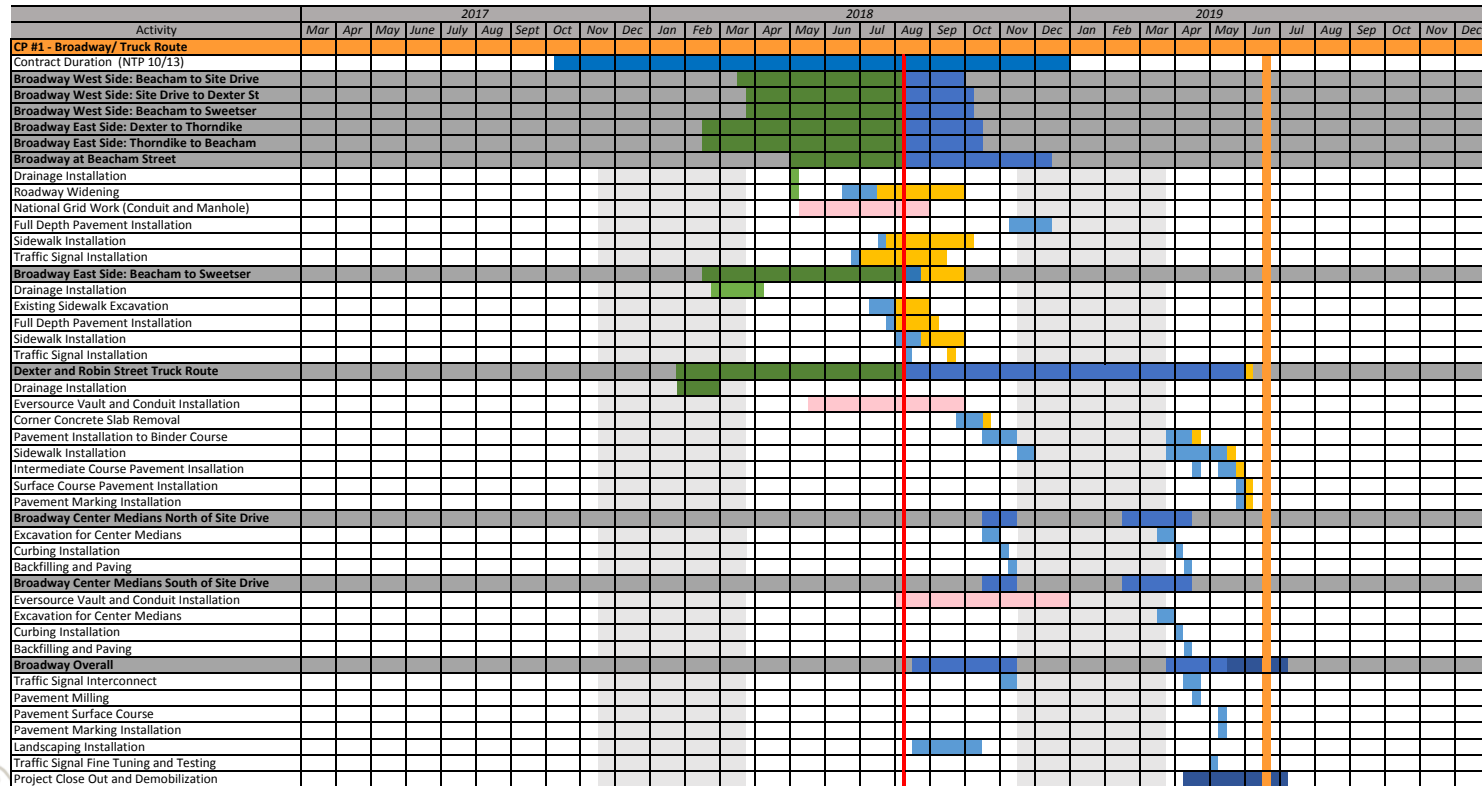
Lower Broadway,
EVERETT



CP#1 BROADWAY AND TRUCK ROUTE

CP#1 Broadway and Truck Route Construction Schedule Summary

SPS New England 5/31/2018 Schedule Update



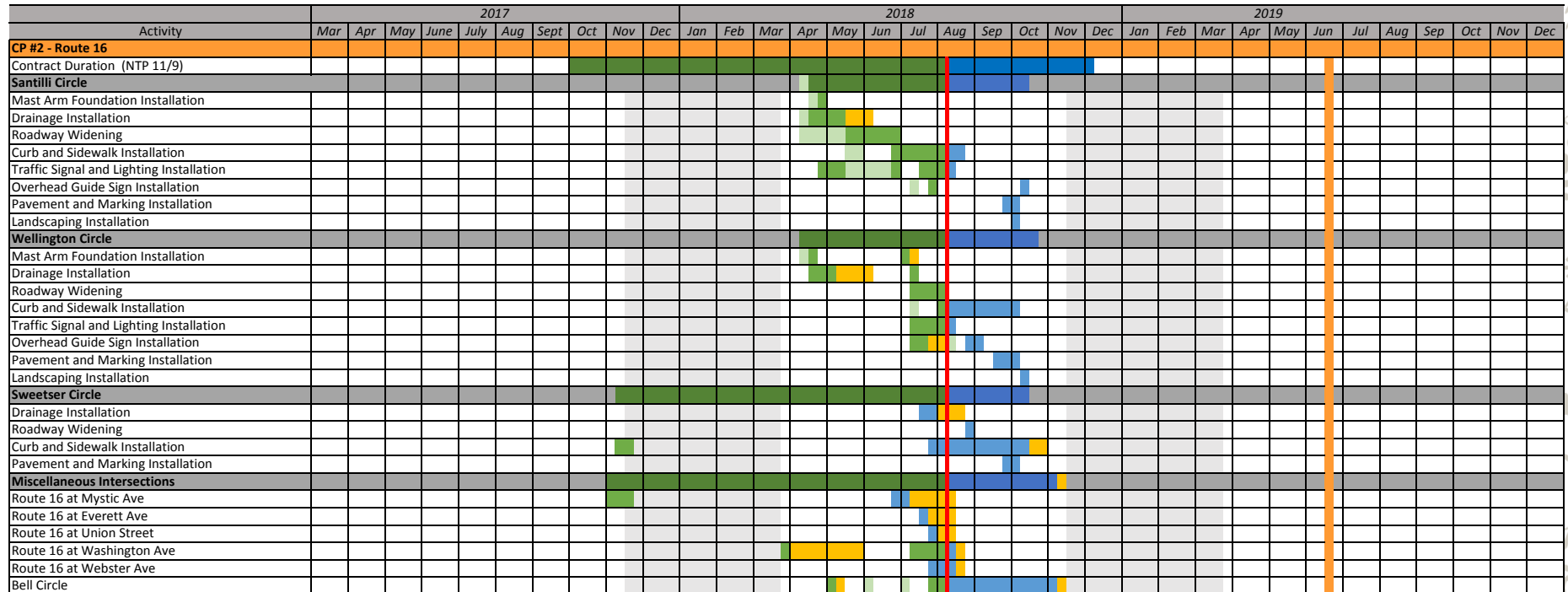
LEGEND	
■	Work Completed
■	Work Scheduled
■	Delay (others)
■	Delay (general)
■	Work Completed Early
■	Close Out (no road work)

CP#2 ROUTE 16

CP#2 Route 16

Construction Schedule Summary

J Derenzo 6/19/2018 Schedule Update



LEGEND

- Work Completed
- Work Scheduled
- Delay (others)
- Delay (general)
- Work Completed Early
- Close Out (no road work)

CP#3 MALDEN AND WELLINGTON MBTA STATIONS

CP#3 Malden and Wellington MBTA Stations Construction Schedule Summary

DW White 3/15/2018 Schedule

	2017												2018												2019											
Activity	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec		
CP #3 - Malden and Wellington MBTA Stations																																				
Contract Duration (NTP 7/19)																																				
Malden Station																																				
MBTA Permitting																																				
Bus Shelter Installation																																				
Wellington Station																																				
MBTA Permitting																																				
Parking Lot Demolition																																				
WCR, Island and Sidewalk Installation																																				
Full Depth Pavement																																				
Fence and Guardrail Installation																																				
Pavement Marking Installation																																				
Bus Shelter Installation																																				

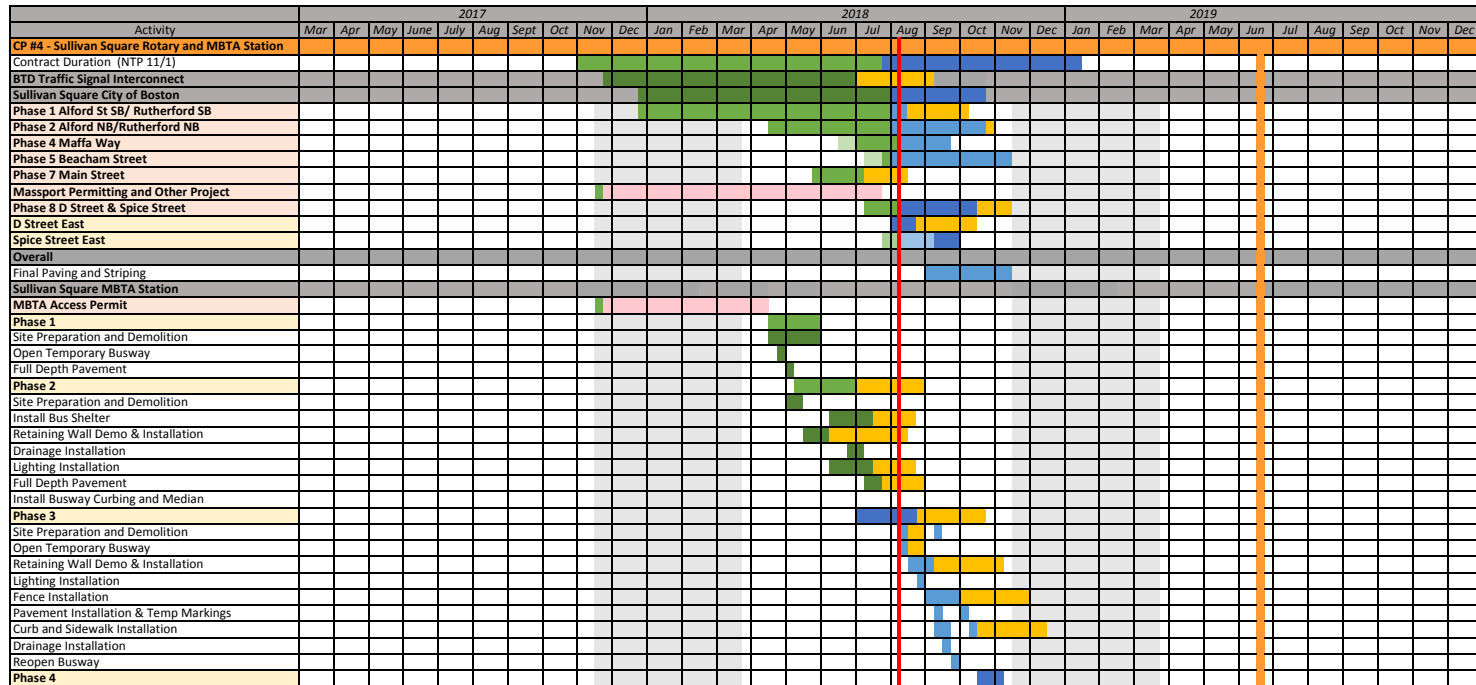
LEGEND

- Work Completed
- Work Scheduled
- Delay (others)
- Delay (general)
- Work Completed Early
- Close Out (no road work)

CP#4 SULLIVAN SQUARE ROTARY AND MBTA STATION

CP#4 Sullivan Square Rotary and MBTA Station Construction Schedule Summary

DW White Schedule Update 6/12/2018



LEGEND

■	Work Completed
■	Work Scheduled
■	Delay (others)
■	Delay (general)
■	Work Completed Early
■	Close Out (no road work)

Contracts Awarded to Minority, Women and Veteran Business Enterprises - Design Phase



MBE

13 contract awards:
\$5,441,690
% of total contracts: **8.9%**
Goal: **7.9%**

WBE

15 contract awards:
\$4,780,822
% of total contracts: **7.8%**
Goal: **10.0%**

VBE

4 contract awards:
\$4,049,018
% of total contracts: **6.6%**
Goal: **1.0%**

SUMMARY

31 total M/W/VBE contracts:
\$14,231,530
% of total contracts: **23.3%**
Goal: **18.9%**

*M/W/VBE design contract awards report includes awards and payments made to businesses with more than one diverse classification (i.e. M/WBE). Totals reported deduct any double counting due to awards to businesses with more than one diverse classification.

Contracts Awarded to Minority, Women and Veteran Business Enterprises for Construction Phase



MBE

75 contract awards:

\$75,269,200

% of total contracts: **6.0%**

Goal: **5.0%**

WBE

147 contract awards:

\$136,238,975

% of total contracts: **10.8%**

Goal: **5.4%**

VBE

47 contract awards:

\$32,115,003

% of total contracts: **2.6%**

Goal: **1.0%**

SUMMARY*

230 total M/W/VBE contracts:

\$218,831,260

% of total contracts: **17.4%**

Goal: **11.4%**

*M/W/VBE construction contract awards report includes awards and payments made to businesses with more than one diverse classification (i.e. M/WBE). Totals reported deduct any double counting due to awards to businesses with more than one diverse classification.

Minority, Women and Veteran Workforce Participation for Construction Phase



Minority

1,165 workers:

790,861

% of total work hours: **24.9%**

Goal: **15.3%**

Female

300 workers:

215,153 hours

% of total work hours: **6.8%**

Goal: **6.9%**

Veteran

238 workers:

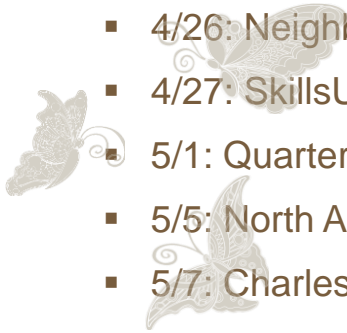
201,528 hours

% of total work hours: **6.4%**

Goal: **3.0%**

OUTREACH: Q2 2018

- 4/1: NECAT Dinner with students
- 4/3: Roxbury Community College
- 4/3: Bunker Hill Community College
- 4/4: DAV Veterans Job Fair
- 4/11: Respond Inc.
- 4/12: Scholar Athletes Scholarship Review
- 4/18: Tradeswomen's Lunch
- 4/19: Black Community Leaders Update Meeting – Workforce
- 4/19: Everett Chamber of Commerce
- 4/21: City of Everett Earth Day Cleanup
- 4/22: BARCC Walk for Change
- 4/25: Medford Kiwanis Fight Night
- 4/26: Boston Area Rape Crisis Center
- 4/26: Neighborhood Career Fair – Mattapan
- 4/27: SkillsUSA Culinary Competition
- 5/1: Quarterly Career Center Update, SkillSmart Training
- 5/5: North American Indian Center of Boston – Career Fair
- 5/7: Charlestown Community Meeting



OUTREACH: Q2 2018

- 5/7: Greater Boston Concierge Association Trade Show
- 5/8: Chelsea Collaborative Information Session
- 5/10: Jobs meeting with La Comunidad
- 5/10: Asian American Civic Association
- 5/11: Latino Community Leaders Update
- 5/11: Charlestown Works
- 5/14: Everett City Council Presentation
- 5/15: South Cove Manor Annual Meeting
- 5/15: Greater Boston Chamber of Commerce Annual Dinner
- 5/15: La Comunidad jobs info session
- 5/17: Everett Public Meeting
- 5/18: Respond Inc.
- 5/19: Mystic River Watershed 5K Run & Paddle
- 5/19: Women's Veteran Network Annual Conference
- 5/21: SkillSmart Training - JVS
- 5/22: SkillSmart Training – Chelsea Career Source
- 5/22: Somerville Community Corporation job Fair
- 5/22: 8th Annual MFH Memorial Dinner
- 5/23: Dante Alighieri Society, Cambridge

OUTREACH: Q2 2018

- 5/23: SkillSmart Training – Boston Career Link
- 5/24: Everett E Club
- 5/25: IINE Hospitality Training Program Graduation
- 6/1: Malden City Council Site Tour
- 6/3: Touch a Truck day – Charlestown Mother's Association
- 6/4: Roca Meeting
- 6/4: Malden City Councilors – Site Tour
- 6/5: Charlestown Works monthly job information session
- 6/5: North Shore Latino Business Association presentation
- 6/6: Chelsea Collaborative
- 6/7: Scholar Athletes Annual Gala
- 6/11: Girls in Trades Board Meeting
- 6/11: Everett United Update
- 6/12: City of Everett jobs planning meeting
- 6/12: Boys and Girls Clubs of Medford and Somerville
- 6/14: Urban League of Eastern Massachusetts Annual Job Fair
- 6/19: Metro North Regional Employment Board Quarterly Meeting
- 6/19: Asian American Civic Association Career Fair
- 6/20: Monthly Tradeswomen's Lunch
- 6/21: Malden Chamber of Commerce Bowling Fundraiser
- 6/28: Neighborhood Career Fair - Dorchester

QUESTIONS



Encore Boston Harbor

Monitoring of Project Construction and Licensee Requirements 205 CMR 135

Quarterly Report Massachusetts Gaming Commission as of June 30, 2018



Monitoring of Project Construction and Licensee Requirements

Quarterly Report as of June 30, 2018

1.0 Project at a Glance

The Encore Boston Harbor (the “Project”) is an approximately \$2.4 billion luxury resort that will transform a blighted section of the City of Everett, Massachusetts adjacent to the Mystic River, into a world-class destination. The Project will contribute hundreds of millions of dollars, including tens of millions of dollars in infrastructure contributions to the City of Everett, the region, and the Commonwealth of Massachusetts. The Project is under construction on the contaminated site of a former chemical manufacturing plant totaling approximately 33.9 acres (the “Project Site”).



The Project will be comprised of a luxury hotel with 671 rooms, a gaming area, retail space, food and beverage outlets, event and meeting space, a spa and gym, a parking garage, and other complementary amenities. The Project will also include extensive landscape and open space amenities including a public gathering area with an outdoor park-like open space, a pavilion, waterfront features, a public harborwalk, and water transportation docking facilities reconnecting the City of Everett to the Mystic River and Boston Harbor for the first time in generations.

The Project will also include off-site improvements including extensive transportation improvements and a multiuse path from the Project's harborwalk to the existing paths at the Massachusetts Department of Conservation and Recreation ("DCR") Gateway Park. The Project will be developed in a single phase.

Wynn MA, LLC ("Wynn") received a conditional Category 1 gaming license for Region A (the "Gaming License") in November 2014. Since receiving the conditional Gaming License, Wynn has made significant progress on community outreach, project entitlements, permitting, land acquisition, the design, and construction of the Project.

In August 2015, Wynn selected Charter Contracting Company, LLC, a Massachusetts limited liability company, as its remediation contractor. Remediation of the landside portion of the Project Site commenced in October 2015, and final completion documentation was filed on August 4, 2016.

On July 15, 2015, Wynn filed its Second Supplemental Final Environmental Impact Report ("SSFEIR") to address the remaining three principal areas of study that were outlined in the Certificate of the Secretary of Energy and Environmental Affairs on Wynn's Supplemental Final Environmental Impact Report ("SFEIR") dated April 3, 2015. On August 28, 2015, Wynn received a Certificate of the Secretary of Energy and Environmental Affairs on its SSFEIR (the "Secretary's Certificate") concluding that Wynn's SSFEIR "adequately and properly complies" with the Massachusetts Environmental Policy Act ("MEPA").

In accordance with MEPA, following the receipt of its Secretary's Certificate, Wynn worked with various state agencies to obtain "Section 61 findings," a determination made by an agency of the Commonwealth describing the environmental impact, if any, of the Project and a finding that all feasible measures have been taken to avoid or minimize said impact. Wynn received its Section 61 findings from the following agencies on the dates set forth below:

Massachusetts Water Resources Authority:	January 12, 2016
Massachusetts Port Authority:	January 21, 2016
Massachusetts Department of Transportation & Department of Conservation and Recreation:	April 5, 2016
Massachusetts Gaming Commission:	April 25, 2016

On August 24, 2015, Wynn filed its Chapter 91 License Application for the Project with the Massachusetts Department of Environmental Protection (“MassDEP”) to obtain license authorization for the development of portion of the Project on private filled and flowed tidelands. MassDEP issued the Chapter 91 License on August 3, 2016.

On February 28, 2017, Wynn filed a Notice of Project Change (“NPC”) identifying changes to programming and design refinements for the Project and including a sediment remediation plan for a portion of the Project Site and an adjacent area of the Mystic River.

2.0 Cost of Construction and Capitalization of Gaming Licensee

Pursuant to 205 CMR 135.02(5)(a) and (b), please see Appendix 1 for a sworn certification regarding (a) the total estimated cost of construction of the Project and related infrastructure improvements and (b) the capitalization of the Wynn for the quarter ending June 30, 2018.

3.0 Design and Construction Contracts

Pursuant to 205 CMR 135.02(5)(c), please see Appendix 2 for a list of all design and construction contracts executed for the quarter ending June 30, 2018 to design and construct the gaming establishment and related infrastructure improvements.

4.0 Progress of Construction

Pursuant to 205 CMR 135.02(5) (d), the following is a status report regarding the progress of the construction of the Project.

4.1 Federal Permits.

On May 18, 2017, Wynn filed a Permit Modification Request with the US Army Corps of Engineers to modify the permit previously issued for the Project to include (i) accessibility improvements for the floating dock system, (ii) installation of three piles to protect an outfall, and (iii) remedial activities including the removal of derelict barges, debris removal, and additional dredging and filling in the Mystic River. The permit modification was issued on August 31, 2017 and reissued on September 11, 2017. Another permit modification was received on June 25, 2018 to address erosion of a limited portion of the cap.

4.2 State Permits.

On July 15, 2015, Wynn filed its SSFEIR to address the remaining three principal areas of study that were outlined in the Certificate of the Secretary of Energy and Environmental Affairs on Wynn's SFEIR dated April 3, 2015. On August 28, 2015, Wynn received a Secretary's Certificate concluding that Wynn's SSFEIR "adequately and properly complies" with MEPA.

The Secretary's Certificate confirmed that Wynn's traffic analysis and mitigation plans are effective to mitigate the Project's impacts on existing transportation infrastructure. With respect to broader regional transportation impacts, the Secretary's Certificate required the establishment of a "Regional Working Group" to be led by MassDOT for the purpose of assessing and developing long-term transportation improvements that will support sustainable redevelopment and economic growth in and around Sullivan Square. Wynn committed to participating in this Regional Working Group and providing a proportionate share of funding to support this effort. Wynn has attended all monthly meetings of the Lower Mystic Regional Working Group ("LMRWG").

The Secretary's Certificate also required enhanced public review during permitting and development of Section 61 findings by MassDOT and the Massachusetts Gaming Commission ("MGC"). Following the receipt of the Secretary's Certificate, Wynn had productive meetings with each of the State Agencies with permitting authority over the Project for the purpose of preparing Section 61 findings to be issued by each such State Agency. Wynn received its Section 61 findings from the following agencies on the dates set forth below:

Massachusetts Water Resources Authority:	January 12, 2016
Massachusetts Port Authority:	January 21, 2016
Massachusetts Department of Transportation & Department of Conservation and Recreation:	April 5, 2016
Massachusetts Gaming Commission:	April 25, 2016

On February 28, 2017, Wynn filed an NPC with MEPA. The primary purpose of the NPC was to describe the sediment remediation plans for a portion of the Project Site and an adjacent parcel located in the Mystic River. The NPC also described refinements to the program and interior layout of the building to reflect current market conditions as they have changed since prior MEPA filings. Program changes include a reduction in retail space, a reduction of hotel suites to provide for additional rooms, an increase in food and beverage space, the

addition of a larger luxury ballroom space, and an increase in “back of house” support space. The NPC contained updated square footage for each of the Project components as they were further refined and finalized as part of the design process. Other minor changes that developed over the course of designing and preparing construction documents for the Project were also included in the NPC (e.g., minor adjustments to the elevation of the salt marsh to improve viability, minor changes to the docking and float systems to accommodate Americans with Disabilities Act (“ADA”) and other passenger needs, and a minor reduction in the navigational dredge footprint).

On August 24, 2015, Wynn filed its Chapter 91 License Application for the Project with the MassDEP to obtain license authorization for the development of a portion of the Project on private filled and flowed tidelands. Wynn received its “Written Determination” from MassDEP on January 22, 2016. On February 11, 2016, Mayor Joseph A. Curtatone, in his capacity as Mayor of the City of Somerville (“Somerville”), filed a “Notice of Claim” with the Executive Office of Energy and Environmental Affairs, Department of Environmental Protection, requesting an adjudicatory hearing with respect to the Written Determination. On February 18, 2016, the Office of Appeals and Dispute Resolution of MassDEP issued a Scheduling Order pursuant to which a hearing on Somerville’s appeal was set for June 2, 2016. As a direct result of this appeal, Wynn was unable to commence construction activities within those portions of the Project Site that are subject to Chapter 91.

On June 2, 2016, Wynn, Somerville and the DEP participated in the adjudicatory hearing. On July 15, 2016, MassDEP’s Office of Appeals and Dispute Resolution issued a “Recommended Final Decision” affirming Wynn’s Written Determination, and MassDEP issued the Chapter 91 License on August 3, 2016.

On February 22, 2017, Wynn filed a request with MassDEP for a Minor Project Modification, pursuant to CMR 9.22(3), to modify the below-grade footprint of underground parking facility. The requested modifications included (i) decreasing the below-grade parking structure from three (3) levels to one (1) level under the peninsular portion of the building footprint, (ii) a setback of the below-grade parking structure footprint under the main entrance, and (iii) increasing the below-grade parking structure from three (3) levels to four (4) levels under the remaining portion of the main building footprint. None of the foregoing modifications extended the below-grade building footprint, increased the total number of parking spaces, or changed any previously authorized uses. On February 28, 2017, MassDEP determined that the proposed modifications comply with the minor project modification provisions set forth in 310 CMR 9.22(3)(a) and that the submission of a Chapter 91 Waterways License Application was not required for such modifications.

On March 16, 2017, Wynn filed a request with MassDEP for a second Minor Project Modification, pursuant to CMR 9.22(3), to (1) reduce the living shoreline elevation, (2) increase the total number of hotel rooms from 629 to 671, (3) modify the docking facility of the Project to accommodate an improved accessible ramping system, (4) install three fender piles to protect an outfall structure, and (5) in response to market conditions, change the size and location of some first floor uses. On March 29, 2017, the DEP determined that the proposed modifications (1) through (4) above comply with the minor project modification provisions set forth in 310 CMR 9.22(3)(a) and that the proposed modification (5) complies with 310 CMR 9.22(3)(b). Therefore, DEP determined that the submission of a Chapter 91 Waterways License Application was not required for such modifications.

On May 12, 2017, Wynn filed a Chapter 91 License and Water Quality Certification Application with MassDEP for the removal of deteriorated barges and sediment remediation in a portion of the Mystic River located in the Cities of Boston and Everett. MassDEP issued a Water Quality Certification on August 25, 2017, which came into effect on September 15, 2017 after the three-week appeal period ended. A draft Chapter 91 License was issued on August 29, 2017. The final license was issued on September 25, 2017 following the expiration of the appeal period. On June 18, 2018 the MassDEP approved an amendment to address erosion of a limited area of the sediment remediation cap. On May 24, 2018, Wynn filed a Minor Project Modification for the sediment remediation Chapter 91 License to address the limited cap erosion. The request was presumptively approved following a 30 review period.

On May 22, 2017, Wynn submitted a request for an amendment to its combined 401 Water Quality Certification with MassDEP to conduct remediation activities at an area of the proposed living shore line where seepage of discolored water was observed. On June 29, 2017, MassDEP approved the amendment.

On June 21, 2017, Wynn filed a combined Phase III Remedial Action Plan and Phase IV Remedy Implementation Plan with MassDEP for the sediment portion of the Project Site. The purpose of the Phase III Remedial Action Plan was to establish remedial objectives, identify and evaluate remedial action technologies, formulate and evaluate remedial action alternatives, and select a remedial action alternative for the sediment portion of the Project Site that will result in a Permanent Solution. The Phase IV Remedy Action Plan addresses the design, construction, and implementation of the "Comprehensive Remedial Action" to be implemented for the sediment portion of the Disposal Site. A public meeting was held

on June 29, 2017 and the public comment period ended July 11, 2017 in accordance with the PIP process.

A MassDOT/DCR Access Permit for transportation and pedestrian improvements work on Route 16 in Everett, Medford, and Revere, was received on October 31, 2017. MWRA 8(m) permits were also granted for the transportation improvements projects in Sullivan Square on November 8, 2017, and on Route 16 and Broadway/Alford Street on November 28, 2017, respectively.

On March 16, 2018, Wynn filed a request with MassDEP for a third Minor Project Modification, pursuant to CMR 9.22(3), to (1) add additional open space between Alford Street and the Resort with landscaping and other improvements and (2) add additional open space west of the Service Road for temporary and emergency access purposes. On April 2, 2018, MassDEP sent a Decision on Request for Third Minor Project Modification asking for additional documentation to allow for the additional parcels to be added to the License. Wynn responded to DEP's Decision on June 15, 2018.

On April 23, 2018, Wynn filed a Chapter 91 License Application for Phase 1 of the DCR Harborwalk Connector project.

4.3 Local Permits.

On May 11, 2015, Wynn submitted its Form 19A Site Plan Review Application to the Everett Planning Board. The City of Everett engaged outside consultants, LDD Collaborative, Inc. and TranSystems, to provide Site Plan Review services for the Project. On July 13, 2015, Wynn presented its Site Plan Review Application at the Everett Planning Board public meeting and advised the Everett Planning Board that it would be modifying its application to address comments raised by the City of Everett's outside consultants. On August 24, 2015, Wynn presented its modified application to the Everett Planning Board and the Everett Planning Board heard public comments. On September 16, 2015, the Everett Planning Board concluded the public hearing and unanimously approved the application.

The service road Application Site Plan Review and Special Permit was submitted to the City of Everett Planning Board for review in January 2016. On May 5, 2016, the Everett Planning Board issued the Site Plan Approval for the Service Road.

On August 11, 2015, Wynn submitted its Notice of Intent for the Project to the City of Everett Conservation Commission in order to obtain approval under the Massachusetts Wetland Protection Act for work within wetlands resource areas and buffer zones. The Everett Conservation Commission held an initial public meeting on August 20, 2015. On September 17, 2015, the Everett Conservation Commission held another public meeting and voted unanimously to approve Wynn's Notice of Intent. The Everett Conservation Commission issued its Order of Conditions with respect to the Project on September 24, 2015.

On May 31, 2017, Wynn filed an application for an amendment to the Everett Conservation Commission Order of Conditions. The purpose of the amendment was to include accessibility improvements for the floating dock system and installation of three piles to protect an outfall. The revised Order of Conditions was issued on July 13, 2017. On June 11, 2018, Wynn filed an application for an amendment to the Everett Order of Conditions for minor landscaping and grading revisions in the southeast portion of the site adjacent to the City of Boston and a request to extend the Order of Conditions. Both the amended Order of Conditions and Extension were issued on June 21, 2018.

On October 19, 2017, Wynn received a Roadway Construction Approval from the City of Everett for the roadway improvements on Broadway and Alford Streets.

On April 18, 2018, a Notice of Intent was filed with the City of Boston for pedestrian and landscape improvements. An Order of Conditions was issued on May 16, 2018.

On May 3, 2018, a Notice of Intent was filed with the City of Everett for Phase 1 of the DCR Harborwalk Connector. An Order of Conditions was issued on May 17, 2018.

Pursuant to 205 CMR 135.02(6), please see [Appendix 3](#) for an updated permits chart and all documents and information listed in 205 CMR 120.01: *Permitting Requirements*.

4.4 Site Remediation.

Prior to the commencement of the remediation, Wynn completed field investigation including nearly 2,000 samples landside and in the river, and significant laboratory analysis of the samples. On April 8, 2015, Wynn received a petition from residents of the City of Everett requesting that the disposal site be designated as a Public Involvement Plan ("PIP") site in accordance with Massachusetts General Laws (MGL) c. 21E §14(a). This law requires that, upon receiving such a petition, a plan for involving the public in decisions regarding

response actions must be prepared and a public meeting held to present the proposed plan. The disposal site was designated as a PIP site on April 28, 2015. The PIP process was used to educate the public on the remediation process and provide a forum for addressing any comments. The PIP process will continue through the completion of the construction related remediation activities.

Wynn and GZA GeoEnvironmental, Inc., the Licensed Site Professional (“LSP”) for the Project Site, presented the draft PIP plan at a public meeting on June 2, 2015 at Everett City Hall. In addition, the draft Release Abatement Measure (“RAM”) plan was also presented at the meeting. The comment period for the PIP plan was scheduled to end on June 22, 2015, but was extended by Wynn at the request of the petitioners for an additional 21 days to July 13, 2015. In addition, the comment period for the draft RAM plan was extended an additional 30 days to July 22, 2015.

On August 19, 2015, the Release Abatement Measure (“RAM”) plan for the landside remediation (known as Phase 1) was submitted to the MassDEP and all petitioners were notified accordingly.

Pursuant to the RAM Plan, Wynn held public meetings in Everett and Charlestown on October 15 and 16, 2015, respectively, for the purpose of informing the public regarding the remediation prior to commencement. Remediation of the Project Site began following such meetings. Weekly updates on the remediation were posted on Wynn’s website (www.encorebostonharbor.com). The perimeter air-monitoring system was operational throughout the remediation and no alarm conditions attributable to the RAM work were recorded.

Phase 1 remediation of the Project Site was completed in the second quarter of 2016. A total of approximately 10,680 tons of contaminated soil was transported off-site for proper disposal during Phase 1. The soil was transported in lined trailers that were cleaned prior to leaving the Project Site. The Draft Phase I RAM Completion Report and Immediate Response Action Report was submitted on August 4, 2016. A public meeting on the Phase I RAM Completion Report was held on September 7, 2016. The public comment period ended September 27, 2016, and no comments were received.

A separate RAM Plan was prepared to address construction-related RAM activities. Response actions to be conducted under this RAM Plan included the excavation of contaminated soil, the dredging of contaminated sediment, and the placement of clean fill materials at the properties identified in the RAM Plan. On February 17, 2016, a public

meeting on the construction-related RAM Plan was held at the Everett City Hall. The public comment period for the construction-related RAM Plan ended on March 9, 2016. No comments were received. On May 2, 2016 the construction-related RAM Plan and a Final Revised Public Involvement Plan was filed. On August 30, 2016, construction-related RAM Status Report No. 1 was filed. On October 28, 2016 and November 16, 2016, RAM Modifications were filed with MassDEP to address the detection of asbestos in soil associated with demolition debris. On February 2, 2017, a RAM Modification was filed with MassDEP to revise perimeter and interior air sampling for airborne fibers. On November 1, 2017, a RAM Modification was filed with DEP to document the engineering controls including clean cover materials, marker layers, and hardscape materials that will be installed as part of the final grading activities and the planned reduction in the number of active perimeter air monitoring stations.

Wynn has undertaken a project to dredge and cap approximately seven acres of the Mystic River within and immediately adjacent to the Project Site. The intent of the dredging is to (1) remove and replace contaminated sediments that reside on the bottom of the river as a result of decades of industrial use of the surrounding land, and (2) to restore the depth of the navigable channel to allow for safe and efficient access to the Project Site by various size passenger craft. Orders of Conditions were issued from the Boston and Everett Conservation Commissions on June 14, 2017 and June 15, 2017, respectively. For the sediment remediation, DEP issued a Water Quality Certification ("WQC") on August 25, 2017 and Chapter 91 license on September 25, 2017 and U.S. Army Corps of Engineers modified the resort permit to allow for the sediment remediation on September 11, 2017. Dredging began in October 2017. Fish migration in the river restricts dredging activities to an annual window of October to February. Time of Year waivers, issued by the USACE and DEP, allowed for capping operations to continue until March 23, 2018. The Sediment Remediation project is substantially complete as of March 31, 2018.

4.5 Offsite Infrastructure.

As described above, the Secretary's Certificate confirmed that Wynn's traffic analysis and mitigation plans are effective to mitigate the Project's impacts on existing transportation infrastructure. In light of this positive response, an RFP was issued on June 26, 2015 to select a design and permitting team to deliver the offsite roadway and transit station improvements. In November 2015, Wynn entered into an agreement with AECOM USA of America, a Massachusetts corporation ("AECOM"), to provide civil and geotechnical engineering and construction oversight services for off-site infrastructure related to the Project. During first quarter 2016, AECOM completed the applicable Roadway Safety Audits

and continued with site surveys and concept design. During the second quarter 2016, site surveys were completed as well as the development of the 25% design plans and functional design reports. On April 26, 2016, Wynn and AECOM staff met with MassDOT, MBTA and DCR transportation officials to discuss the projects and schedule.

On June 14, 2016, the 25% design plans and functional design reports were submitted to the City of Everett and their peer review consultant, Weston & Sampson, at a design briefing meeting. The 25% design plans and functional design reports were submitted for review to MassDOT at a design briefing meeting held on June 24, 2016. MassDOT and the City of Everett both submitted comments in the third quarter 2016. Coordination with the Massachusetts Central Transportation Planning staff continued regarding the progression of the 25% design. Work continued on further developing the design documents to the 75%/100% stage and submittals were made to MassDOT as well as the Cities of Everett, Medford, Boston, and Chelsea for the Route 16 Roadway improvement projects that included Wellington, Sweetser, and Santilli Circles, as well as Broadway and the proposed truck route.

Howard/Stein-Hudson Associates, Inc. is Wynn's designer for the Sullivan Square improvements. During the first quarter of 2017, the MBTA contracted with Urban Idea Lab to conduct a peer review of the current design alternatives and coordination continued with the MBTA on advancing the Sullivan Square station design. Wynn filed 25% design documents for the roadway and station improvements with the City, MBTA, MassDOT, and Massport in April 2017. On March 22, 2017, Wynn filed a Notice of Intent ("NOI") application with the City of Boston Conservation Commission for its proposed improvements to the Sullivan Square Rotary and its approaches.

The offsite transportation improvements have been fully designed with comments from agency reviews incorporated. There are four separate bid packages, known as Construction Packages 1-4, generally organized by Broadway (CP #1), Revere Beach Parkway (CP #2), Wellington and Malden Center Train Stations (CP #3), and Sullivan Square, including the MBTA station (CP #4). Contracts have been awarded for all Construction Packages and all contracts are scheduled for completion in January 2019, with the majority of work being performed in the spring, summer, and fall of 2018. Close coordination is underway with the Cities of Everett, Boston, and Medford, as well as numerous state agencies to reduce the impact of the work on commuters. The communication plan for alerting drivers of upcoming work or real time problems is in place through social media, variable message signs, and press engagement.

Subject to Wynn receiving all permits required to complete the work, all offsite improvements are envisioned to be completed and operable prior to the opening of the Project.

The Off-site roadway improvement work commenced in November, 2017 and the following is a summary of construction activities through June 30, 2018 depicting the percent complete in duration:

Roadway Construction Packages

- | | |
|--------------------------------------|-------------------------------------|
| • CP#1 – Broadway/ Truck Route | 50% complete |
| • CP#2 – Route 16/ Revere Beach Pkwy | 55% complete |
| • CP#3 – MBTA Stations | Scheduled to commence in July, 2018 |
| • CP#4 – Sullivan Square | 50% complete |

For CP #1, 2 and 4 the installation of underground infrastructure continued including roadway drainage systems, electrical traffic signal conduit, mast arm foundations and street lighting conduit. This work will also continue into the next quarter. Sidewalk improvements and paving for CP #1, 2, and 4 have commenced and will continue for all contracts through the Fall of 2018.

In addition to the foregoing mitigation improvements, in accordance with Wynn's Section 61 findings, Wynn is an active participant in the LMRWG. The LMRWG was convened by MassDOT to assess and develop short and long-range transportation improvements that can support sustainable redevelopment and economic growth for the Lower Mystic River area. MassDOT has engaged the services of staff from the Boston Region Metropolitan Planning Organization – including from the Metropolitan Area Planning Council ("MAPC") and from the Central Transportation Planning Staff – to provide technical assistance and study support.

The Working Group is chaired by the Secretary of Transportation, and consists of elected officials and staff of the three communities of Boston, Everett and Somerville as well as MAPC. Representatives from the Executive Office of Housing and Economic Development, the Attorney General's Office of Massachusetts, the Massachusetts Gaming Commission, Congressman Capuano's office, the Massachusetts Port Authority, and the Encore Boston Harbor are also participants of the LMRWG.

4.6 Design.

Construction Drawings (dated September 16, 2016) were issued on September 30, 2016. The hotel tower, podium, site, and interiors were reviewed by the City of Everett and a Building Permit was issued on December 15, 2016. Project design is complete, including redesign for the meeting and event space area and food and beverage modifications as outlined in the NPC. Drawings for these areas were issued in July 2017.

4.7 Construction Services.

On January 8, 2016, Wynn entered into an Agreement for Guaranteed Maximum Price Construction Services with Suffolk Construction Company, Inc. ("Suffolk"). Following the receipt of Wynn's Chapter 91 License, construction activities were commenced on all portions of the Project Site. Wynn finalized Suffolk's Guaranteed Maximum Price on April 28, 2017. Below is a summary of the construction activities through June 30, 2018:

Sitework

- | | |
|------------------------------------|--|
| • Site Utilities | Substantially complete |
| • EPS (extruded polystyrene) Block | 90% complete |
| • Landscaping Preparatory Work | Underway, South Peninsula and Main Entry complete |
| • Landscaping South Peninsula | Scheduled to be complete 9/1/18 |
| • Resort Roadway Construction | Binder scheduled to be complete to bus entry by 8/1/18 |

Garage

- The garage is on schedule to be substantially complete by August 2018, with the exception of areas that are being utilized to facilitate podium construction (i.e., storage of materials). The installation of the dewatering recharge system is underway.

Podium North/Central Utility Plant

- The building area from 12 line north, including the Central Utility Plant, is on schedule to be substantially complete and ready to start punch list process late August, approximately six months ahead of schedule. All major building systems will be online and ready to support additional space as it gets turned over. Interior finishes are continuing to be installed on all levels.

Podium – Gaming

- The podium structure is 100% complete and is being enclosed with a combination of the permanent wall system and temporary window enclosures on the east side. The permanent roof is being installed and is currently 95% complete, including the convention center. The remaining 5% of roof area is being addressed on a temporary

basis. This allows for the entire podium and convention center to be weather-tight, allowing for interior finish installation.

- | | |
|-------------------------|--|
| • MEP installation | Rough-ins substantially complete |
| • Interior wall framing | Underway, substantially complete |
| • Ceiling framing | Underway, approximately 90% complete |
| • Exterior facade | Underway, sheathing 95% complete |
| • Escalators | All are installed, except two at the bus entry |
| • Elevators
underway | Shaft construction and elevator install |

Podium - Garden Lobby

- | | |
|-----------------------|------------------------|
| • Circular escalators | 95% complete |
| • Mechanical roughing | Substantially complete |
| • Wall framing | 80% complete |
| • Ceiling Framing | 80% complete |
| • Planter formwork | Complete |

Podium - Spa/Executive Offices

- | | |
|-----------------------------|--------------|
| • Wall panels | 95% complete |
| • Mechanical roughing | 85% complete |
| • Wall framing exec offices | 90% complete |
| • Roofing | 95% complete |

Podium - Convention Area

- | | |
|-----------------------------|--------------------|
| • Fireproofing | 98% complete |
| • Wall Framing | 95% complete |
| • Roofing | 90% complete |
| • Mechanical roughing | 75% complete |
| • Exterior facade sheathing | 95% complete |
| • Exterior stairs | Structure complete |

Hotel Tower

- | | |
|------------------------|--|
| • Concrete structure | Complete |
| • Curtain wall | Complete through the 25th floor |
| • Interior framing | Floors 5-25 substantially complete |
| • Mechanical roughing | Floors 5-8 complete, underway on floors 6-26 |
| • Drywall installation | Underway on floors 5-21 |
| • Golden rooms | Complete |
| • Steel roof structure | Substantially complete |
| • Tower Cranes | On schedule for late-August dismantle |
| • Elevators | 50% complete |

Dust control measures that are in-place include a water truck dedicated full time to the Project Site when work is occurring on the Project Site and covering dirt stockpiles at night with Gorilla Snot (liquid copolymer soil stabilizer and dust control product).

In February 2017, the wheel wash was reconstructed to accommodate changes to the Project Site. Street sweeping is done daily on Horizon Way, Broadway, Dexter Street, and the adjacent MBTA property.

Soil disposal via rail car was completed in February 2017.

4.8 Service Road.

The service road and utilities drawings were prepared and issued on March 31, 2016. Bids were received in early May to allow early construction of this critical work. On May 25, 2016, J. Derenzo Co. was awarded the Service Road and Utility Relocation contract. The road has been open for public use since Fall, 2016.

Minor improvements along the Service Road have been completed over the last 2 quarters, including completion of access stairs and rails to a modified MBTA loading dock and removal of de-energized electrical tower and poles. The remaining Service Road scope of work is deferred until the Fall, 2018 – Spring, 2019 construction schedule.

4.9 DCR Harborwalk Connector.

The DCR Harborwalk Connector project will connect the existing paths at the Massachusetts Department of Conservation and Recreation (“DCR”) Gateway Park to the Encore Boston Harbor Harborwalk. The design of the DCR Harborwalk Connector is complete and construction will begin in Fall 2018.

4.10 Owner Controlled Insurance Program (“OCIP”).

Wynn, in conjunction with Willis Towers Watson, initiated an Owner Controlled Insurance Program for the Project. The Worker’s Compensation and General Liability insurance programs were implemented on July 1, 2016 and Builder’s Risk was implemented on August 15, 2016.

4.11 *Project Labor Agreement.*

Following the engagement of Suffolk, Wynn and Suffolk re-engaged in discussions with local labor leaders and finalized the draft Project Labor Agreement for the Project. The Project Labor Agreement was executed on May 5, 2016.

4.12 *Construction Management Plan.*

Howard/Stein-Hudson Associates, Inc. prepared a Construction Management Plan ("CMP") for the purpose of mitigating any adverse impacts to the host and surrounding communities. The CMP was submitted to the City of Everett on April 21, 2016.

5.0 Project Schedule

5.1 *Six Month Look Ahead*

The 6-month look ahead schedule is attached hereto as Appendix 4.

5.2 *Project Master Schedule*

The development of the Master Schedule has evolved from a high level schedule to a more detailed schedule. This coincides with the contractor's efforts to increase the detail level of their schedule by working with the subcontractors as they are selected for the Project.

6.0 Project Resources/Diversity

Pursuant to 205 CMR 135.02(5)(f), please see Appendix 5 for a report describing the number of contracts, total dollars amounts contracted with and actually paid to minority business enterprises, women business enterprises and veteran business enterprises for design and construction of the Project 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 Wynn as approved by the MGC.



August 9, 2018

Massachusetts Gaming Commission
101 Federal St., 12th
Boston, MA 02110

Dear Commissioners:

In accordance with 205 CMR 135.02(5)(a), please see below for the total estimated cost of construction of the project and related infrastructure improvements and the costs incurred as of June 30, 2018, calculated 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:

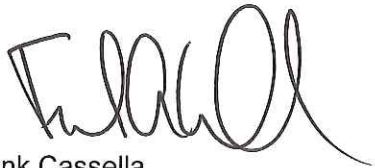
MGC Quarterly Report
Appendix 1
(US\$ thousands)

Component	Cost Incurred 6/30/2018	Estimated Remaining Cost	Total Estimated Cost
Construction / on-site Development	\$ 1,157,529	\$ 531,707	\$ 1,689,236
Design and engineering	96,796	22,465	119,261
Site preparation	33,797	986	34,783
Off-site improvements	15,888	29,770	45,658
Land acquisition	64,151	2,058	66,209
Pre-opening	52,382	61,609	113,991
Owner FF&E	15,655	139,357	155,012
Total	\$ 1,436,198	\$ 787,952	\$ 2,224,150

In addition, in accordance with 205 CMR 135.02(5)(b), I direct you to the financial statements of Wynn Resorts, Limited (NASDAQ: WYNN), the parent of Wynn MA, LLC (the "Licensee"), including Wynn Resorts' Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, filed with the Securities and Exchange Commission (the "SEC") on August 8, 2018, which is available at www.sec.gov. As reflected in these financial statements, Licensee has sufficient financial resources in order to meet all expected financial obligations relating to the completion of the Project and related infrastructure improvements associated with the Project.

I, Frank Cassella, hereby certify to my knowledge and in my capacity as Chief Financial Officer of Wynn MA, LLC, as to the material veracity of the foregoing.

Sincerely,

A handwritten signature in black ink, appearing to read 'Frank Cassella', with a stylized, cursive script.

Frank Cassella
Chief Financial Officer

Appendix 2

Design and Construction Contracts

As of June 30, 2018

Reference 205 CMR 135.02(5)(c)

Vendor/Contractor	Date	Services	MGC Status
AECOM	11/4/15	Civil and Geotechnical Eng. – Offsite Infrastructure	NGV092
	1/18/16	Design and Construction Phase Services – MBTA Everett Maintenance Facility	NGV092
	05/10/17	Concept Design – Mystic River Pedestrian Bridge	NGV092
	12/28/17	Bridge Design – Mystic River Pedestrian Bridge	NGV092
	04/26/18	Parking Design – Lower Broadway	NGV092
AMEC Massachusetts Inc.	08/25/16	Peer Review – Supplemental Phase II Site Assessment	NGV952
Alliance Detective & Security	12/31/15	Site Security	NGV326
Arup USA, Inc.	12/10/14	Fire Protection Consulting	NGV102
Bard, Roa + Athanas Consulting Engineers, Inc.	08/31/16	Commissioning Services	NGV884
Bohler Engineering MA, LLC	06/08/16	Engineering Services – Property Redevelopment - McDonalds	NGV845
Building Enclosure Associates, LLC	08/30/16	Building Enclosure – Commissioning Svcs.	NGV989
Bukhari Design Studio, LLC	7/15/15	Concept and Documentation Services – High Limit Gaming	NGV434
Cashman Dredging & Marine Contracting and Company, LLC	9/2/15	Site Clean-up/Fencing	NGV450
Charter Contracting Company	11/10/15	Site Remediation Services	NGV479
Christopher Gordon		Project Management	NGV226
Cleo Design, LLC	7/15/15	Design Consultant – Staff Dining	NGV500
	7/15/15	Design Consultant – Executive Offices	NGV500
Code Red Consultants LLC	10/04/16	Life & Safety Systems Commissioning	NGV844
Crabtree McGrath Associates	03/01/18	Food Service Consulting – Beverage Dispensing System	NGV428
Cross Spectrum Acoustics	02/06/17	Acoustical Consultants	NGV1149
DHA Design Services LTD	9/24/15	Exterior Lighting Design	NGV522
D.W. White Construction	10/25/17	Off-site Roadway Improvements – Sullivan Square	NGV1353
Design Enterprise	9/17/15	Design Consultant – High Limit Gaming	NGV460
Eco Systems Pest Control Inc.	02/16/18	Pest Control Services – WBH MBTA Warehouse	NGV268
Environmental Health & Engineer	11/07/17	Engineering Consultant – Asbestos Removal - Dredging	NGV1367
Eslick Design Associates	05/22/15	Design Consultant – Site Signage	NGV383
	7/15/15	Design Consultant – Low-Rise and Garage Signage	NGV383
	7/15/15	Design Consultant – High-Rise Signage	NGV383

First Circle Design, Inc.	10/14/15	Design Consultant – Interior Lighting – Meeting & Convention/Gaming	NGV518
Fenagh Engineering & Testing, LLC	09/08/16	Quality Control and Inspection Services	NGV185
Fennell Engineering Inc.	12/27/17	Structural Design – DCR Harbor Walk	NGV1437
Fort Point Associates, Inc.	12/30/14	Planning and Environmental Consulting	NGV075
	06/28/16	Environmental Consulting – Harbor Walk	NGV075
	06/18/18	Permitting Consulting – Redevelopment of the BWAS Material Handling Facility	NGV075
	06/22/18	Water Shuttle Study	NGV075
Forte Specialty Contractors, LLC	09/13/17	Contractor – Art Feature Installation	NGV789
Foundry Interior Design	10/21/15	Design Consultant – Performance Lounge	NGV535
Gilbane Building Company	01/24/14	Preconstruction Consulting Services	NGV035
GZA Geo Environmental, Inc.	04/21/16	Geotechnical and Environmental Services – Harbor Walk	NGV013
Haks Engineers, P.C.	09/08/16	Quality Control and Testing	NGV894
Hirsch Bedner Associates dba HBA/Hirsch Bedner Associates	02/25/15	Design Consultant – High-Rise Interiors	NGV133
	05/22/15	Design Consultant – Public Areas	NGV133
	05/22/15	Design Consultant – F&B	NGV133
	05/22/15	Design Consultant – Public Areas	NGV133
	05/22/15	Design Consultant – Buffet	NGV133
	05/22/15	Design Consultant – Public Restrooms	NGV133
	05/22/15	Design Consultant – Meeting and Convention	NGV133
Howard/Stein-Hudson Associates, Inc.	12/30/14	Traffic Engineering	NGV079
	4/28/15	Traffic Engineering	NGV079
Harry Feldman, Inc., dba Feldman Land Surveyors	02/06/15	Surveying	NGV071
	05/10/17	Surveying – DC Harbor Walk	NGV071
	12/28/17	Surveying – Mystic River Pedestrian Bridge	NGV071
In Order Business Solutions	07/20/17	Consultant – Diversity Reporting – Offsite Infrastructure	NGV397
JBA Consulting Engineers	09/30/15	A/V Engineering Services	NGV642
J. Derenzo Company	10/23/17	Off-site Roadway Improvements – Route 16 Improvements	NGV870
Jacobs Consultants Inc.	12/04/14	Executive Architect	NGV181
John A. Martin & Associates of Nevada, Inc.	07/29/16	Structural Expansion Joint Review	NGV919
John Lyons Systems - Moonlighting	05/09/16	A/V Engineering Services	NGV805
Koncerted LLC	11/11/16	Low Voltage Project Oversight	NGV1070
Lifescapes International, Inc.	02/03/15	Landscape Architect	NGV151
Lighting Design Alliance	10/29/15	Design Consultant – Interior Lighting – Food and Beverage/Public Areas	NGV439
	05/11/16	Design Consultant – Interior Lighting –	NGV439

		Meeting and Convention Areas	
Halifax Security Inc. dba M. Malia & Associates	01/23/15	Security and Surveillance Consulting	NGV123
M. Arthur Gensler Jr. & Associates	03/13/18	Design Consultant – Retail Area	NGV063
Medcor, Incorporated	08/31/16	On-site Safety Services Program	NGV851
Michael Hong Architects, Inc.	12/11/14	Architectural Design Services	NGV206
Musgrove Engineering P.A.	07/13/2017	Engineering Consultant – Snow Melt System Design	Exempt
National Grid	04/11/16	Relocation of Utilities – Service Road	Exempt
	06/08/16	Relocation of Gas Main – Main Site	
Nobis Engineering Inc.	01/22/18	Geotechnical Engineering – DCR Harborwalk Connector	NGV1440
Oguz Cem Yazici	3/23/16	Construction Consultant – Scheduling	NGV801
One Call Facility Services, LLC	12/28/17	Facility Services – WBH MBTA Warehouse	NGV1416
PMA Consultants, LLC	03/21/17	Construction Consultant – Contractor Auditing	NGV1185
Pasek Corporation	11/29/17	Security System Design & Install – WBH MBTA Warehouse	NGV257
Quench USA, Inc.	05/31/17	Water Service	NGV317
RF Networks	11/12/15	Communication Systems Specifications	NGV688
Ryan Biggs Clark Davis Engineers	10/29/15	Structural Peer Review of Jacobs Drawings	NGV508
SAAM Architecture LLC	10/13/17	Design Consultant – Sundries Store	NGV1347
SJ Lighting Inc.	11/03/16	Theatrical Engineering and Special Effects	NGV1111
SPS New England Inc.	10/06/17	GC – Dredging and Sediment Remediation	NGV1316
	10/17/17	Off-site Roadway Improvements – Lower Broadway	NGV1316
Shadley Associates P.C.	05/08/17	Landscape Architect – DCR Harbor Walk	NGV1602
Sound Investment Audio	11/03/16	Audio Design	NGV1129
Suffolk Construction Company, Inc.	01/08/16	Construction Management	NGV163
The Vertex Companies, Inc.	06/21/17	Environmental Consulting – DCR Harbor Walk	NGV609
	06/30/17	Environmental Site Assessment – Offsite Infrastructure	NGV609
TRC Environmental Corporation	09/30/15	Construction Consultant - Building Demolition	NGV067
Vanasse & Associates, Inc.	02/06/15	Supplemental Final Environmental Impact Report - Transportation	NGV066
Vermuelens, Inc.	02/03/16	Construction Consultant – Construction Cost Analysis	NGC072
Vicente Wolf Associates	05/22/15	Design Consultant – F&B	NGV283
WES Construction Corporation	11/16/16	MBTA Maintenance Facility Improvements	NGV948
Yesco	03/13/18	Design Consultant – F&B Signage	NGV724

Appendix 3

Permits As of September 30, 2017

Reference 205 CMR 135.02(6)

Agency Governing Legal Authority (Statute/Regulation/Ordinance)	Permit, Review, or Approval	Date Application Submitted or Estimated Anticipated Application Date	Maximum Agency Decision Time Maximum Effective Period (if provided in applicable statute, regulation or ordinance)
Federal			
Federal Aviation Administration (FAA) 49 U.S.C. Subtitle VII, Aviation Programs, Part A and B; 14 CFR 77, Subpart D; Order JO 7400.2J, Procedures for Handling Airspace Matters, Ch. 7 Determinations	Determination Regarding Air Navigation	<u>Building:</u> Received January 9, 2016, Notice of Actual Construction or Alteration filed June 26, 2018. <u>Cranes:</u> Cranes 1 & 2 received August 18, 2016 Cranes 3-8 received August 11, 2016. January 29, 2018 received extension. <u>Podium:</u> Received August 10, 2016. Notice of Actual Construction or Alteration filed February 9, 2018.	Determination is effective for 18 months and may apply for one 18-month renewal.
U.S. Army Corps of Engineers (ACOE) Section 10 of Federal Rivers and Harbors Act; 33 USC s. 403; 33 CFR Parts 322, 325	Work in Navigable Waters (Section 10) Permit	<u>Project:</u> Received December 12, 2016	No fixed maximum decision time. For individual permits, ACOE will be guided by the target schedule of decision within 60 days of receiving completed application, subject to receipt of any additional information needed for decision and processes required by other state and federal laws (such as CZM Act) to precede decision.
U.S. Army Corps of Engineers (ACOE) Section 404 of Federal Clean Water Act; 33 USC s. 1344; 33 CFR Parts 323, 325	Clean Water Act (Section 404) Individual Permit	<u>Project:</u> Received December 12, 2016	Individual permits for a permanent structure or activity typically do not expire, but may specify when the work must start - usually within 1 year of issuance.
U.S. Army Corps of Engineers (ACOE) Section 404 of Federal Clean Water Act; 33 USC s. 1344; 33 CFR Parts 323, 325	Clean Water Act (Section 404) Individual Permit	<u>Sediment Remediation:</u> Permit Modification Received August 31, 2017, Revised September 11, 2017 Modification Received June 25, 2018	ACOE modified the resort permit to allow for sediment remediation activity.

U.S. Environmental Protection Agency (EPA) Federal Clean Water Act Section 402(p); 33 USC s. 1342(p); 40 CFR 122.26; NPDES Construction General Permit, Effective February 16, 2012	National Pollutant Discharge Elimination System (NPDES) Construction General Permit (CGP) NOI (for stormwater management)	On-site: April 6, 2016 On-site under 2017 CGP: May 23, 2017	Decision time for CGP and RGP: effective 14 days after NOI submittal to and acknowledged by EPA. The CGP expired on February 16, 2017, a new NOI for those activities covered by the CGP was filed under the new CGP.
U.S. Environmental Protection Agency (EPA) Federal Clean Water Act Section 402(a), 33 USC s. 1342(a); 40 CFR 122.28; 314 CMR 4.00; NPDES Remediation General Permit, NPDES Permit No. MAG910000, Effective September 10, 2010	NPDES Remediation General Permit (RGP) (for construction dewatering)	NOI Submitted May 25, 2016, 10 day waiting period ended June 9, 2016 NOI under 2017 RGP: Submitted July 6, 2017, Authorization received August 3, 2017. Notice of Termination submitted March 7, 2018.	When the RGP expired on September 10, 2015, those activities covered by the RGP filed a NOI under the new RGP.

State			
Executive Office of Energy and Environmental Affairs Massachusetts Environmental Policy Act; MGL c. 30 ss. 61-62I; 301 CMR 11.00	Massachusetts Environmental Policy Act (MEPA) Review	<u>Project:</u> Certificate on EENF received 11/26/13 Certificate on DEIR received 2/21/14 Certificate on FEIR received 8/15/14 Certificate on SFEIR Received 4/03/15 Certificate on SSFEIR Received 8/28/15 <u>Sediment Remediation:</u> Notice of Project Change filed 2/28/17, Certificate received 4/7/17	Secretary determines whether a Draft EIR, or Final EIR, as applicable, is adequate within 37 days of notice of availability of the EIR in the Environmental Monitor. A project that has not commenced either construction, or other project development activities (including final design, property acquisition, or marketing), within five years of notice of availability of Final EIR must file a Notice of Project Change. Secretary determines whether a subsequent filing is required. MEPA review is complete if no further filings are required.
Executive Office of Energy and Environmental Affairs MGL c. 21A ss. 2 and 4A; 301 CMR 23.00	Municipal Harbor Plan	Submitted on 10/16/13 Approved on 2/10/14	After publication of proposed Plan in <i>Environmental Monitor</i> and 30 day public comment period, Secretary has 60 days to consult with municipality proposing the Plan and other applicable agencies/entities, and 21

			days thereafter to issue a written decision on the MHP.
Massachusetts Department of Environmental Protection (MassDEP) MGL c. 91 ss. 12-14; 310 CMR 9.00	Chapter 91 Waterways Determination of Applicability	Determination of Applicability re Chapter 91 jurisdictional boundaries received on July 29, 2013	
Massachusetts Department of Environmental Protection (MassDEP) MGL c. 91 ss. 12-14; 310 CMR 9.00	Chapter 91 Waterways License	<u>Project</u> : Submitted August 19, 2015 License received August 3, 2016 Minor Project Modification (MPM) #1 received February 28, 2017 MPM #2 received March 29, 2017 MPM #3 filed March 16, 2018 <u>Sediment Remediation</u> : Submitted May 2017, License Received September 25, 2017 <u>DCR Harborwalk Connector</u> : Filed April 23, 2018	Licenses are issued for a fixed term; the standard term is 30 years but a license may be issued for an extended term (maximum of 99 years) if certain additional requirements are met.
MassDEP MGL c. 21 s. 43; 310 CMR 7.12	Compliance Certification for Stationary Engine	TBD	Required for CHP and generator
MassDEP MGL c. 111 ss. 142A-142E; 310 CMR 7.09	Notification of Construction and Demolition	TBD	Effective 10 working days after filing of notification.
MassDEP Section 401 of Federal Clean Water Act, 33 USC s. 1341; Massachusetts Clean Waters Act, MGL c. 21 ss. 26 et seq.; 314 CMR 9.00 (which cites to 310 CMR 4.00)	Water Quality Certification (401)	<u>Project</u> : Submitted September 8, 2015 Approval received January 22, 2016 Amendment #1 received February 2017 Amendment #2 received June 2017 <u>Sediment Remediation</u> : Approval Received August 25, 2017 Amendment #1 received June 18, 2018	Standard MassDEP technical review period is 120 days (24 days for determination of administrative completeness and 96 days for technical review). No fixed maximum decision time.

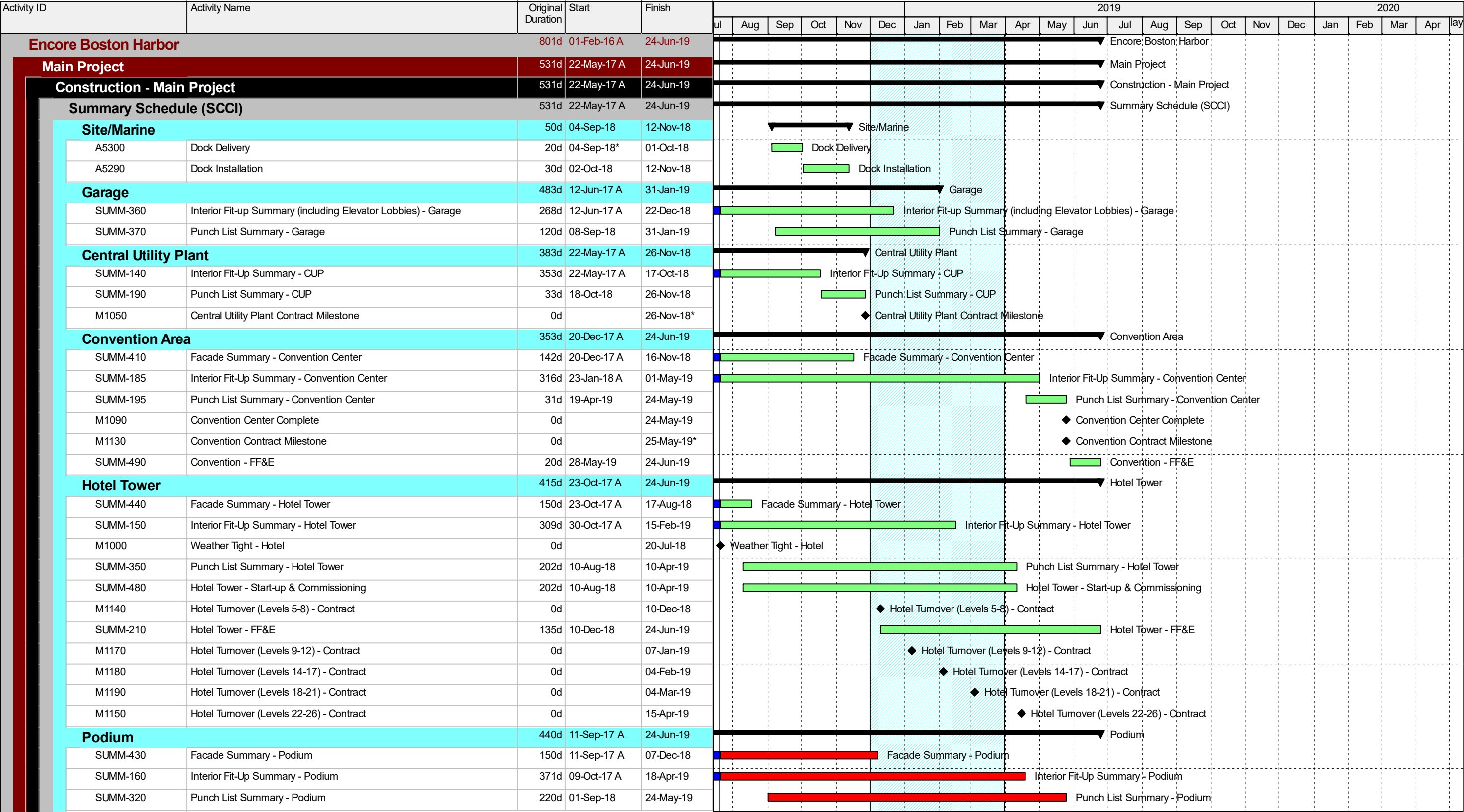
MassDEP MGL c. 131 s. 40; 310 CMR 10.00	Wetlands Superseding Order of Conditions	Only in event of appeal of Order of Conditions issued by Everett Conservation Commission	Per 310 CMR 10.05 (7)(f) Issued within 70 days of request for superseding action (unless MassDEP requests additional information).
MassDEP Bureau of Waste Site Cleanup/Massachusetts Contingency Plan (MCP) MGL c. 21E; 310 CMR 40.000	(Submittals by Licensed Site Professional on behalf of Site Owner - do not need DEP approval)	<u>Landside Remediation:</u> RAM Plan submitted May 2015; PIP process underway RAM Modifications: October 2016, November 2016, February 2017, November 2017 <u>Sediment Remediation:</u> Phase II submitted December 2015 Revised Phase II submitted December 30, 2016 Phase III/IV submitted June 2017	Agency decision time frame N/A under MCP privatized program.
Massachusetts Water Resources Authority (MWRA) Chapter 372 of the Acts of 1984, s. 8(m); 360 CMR 10.000	Section 8(m) Permit (to cross or construct within an MWRA easement)	<u>Project:</u> 8M permits were submitted to MWRA and received. in November, 2017	
Massachusetts Office of Coastal Zone Coastal Zone Management (CZM) 301 CMR 20.00, M.G.L. c. 21A, §§2 and 4A Coastal Zone Management Act of 1972, 16 U.S.C. 1451 et seq., 15 CFR §§ 923 and 930	Federal Consistency Certification	<u>Project:</u> Received August 12, 2016	
Massachusetts Historical Commission (MHC) MGL c. 9 ss. 26 et seq.; 950 CMR 71.00	Review of project relative to potential effects on State Register historic/ archaeological resources.	Review Completed	Within 30 days of receipt of a completed Project Notification Form or ENF, the MHC will determine whether further information is needed and/or consultation is needed because the project may affect State Register properties. Beyond initial period, no other maximum decision times apply.
Board of Underwater Archaeological Resources (BUAR) M.G.L. c. 6, ss. 179 and 180;	Review of waterside activities	<u>Project:</u> Review Completed <u>Sediment Remediation:</u> Review Completed under NPC	

312 CMR 2.00			
Massachusetts Department of Transportation (MassDOT) MGL c. 81 s. 21, 720 CMR 13.00	Non-Vehicular Access Permit - Off-site roadway improvements	MassDOT highway access permit applications have been submitted for all applicable MassDOT roadways that will be improved. Access permits have been received for the Route 16 improvements. The access permit for Sullivan Square 93 off ramp improvements was submitted and comments have been received and are being addressed. The permit was received on May 29, 2018.	MassDOT completes technical reviews of the Access Permit application in 75 business days (35 business days following receipt of the 25% design submission, 20 business days following receipt of the 75%/100% design submission, and 20 business days following receipt of the PS&E submission.) Following technical review and approval, Section 61 Finding, and completion of MHC review and Mass. Wetlands Protection Act permitting, the MassDOT permit is issued 5 to 7 business days following final design approval.
Massachusetts Department of Transportation (MassDOT) MGL c. 40 s. 54A	Consent to issuance of building permit for construction on land formerly used by railroad company	<u>Project:</u> Approval issued May 2, 2016	
Massachusetts Department of Transportation (MassDOT) MGL c. 161A s. 5(b)	MBTA Land Disposition and Easement Agreements	Issued November 2016	

Local			
City of Boston (Off-site Roadway) Public Improvement Commission (PIC) Boston Transportation Department (BTD) Revised Ordinances of City of Boston of 1961, Ch.21, Sect. 36	Approvals	Filed January 30, 2015. All PIC permits have been received.	
Everett Planning Board M.G.L. 40A, as amended, and Everett Zoning Ordinance, Section 28A, Resort Casino Overlay District (RCOD) in Lower Broadway Economic Development District (LBEDD)	Site Plan Review	<u>Project:</u> Approval Received October 14, 2015 <u>Access Road:</u> Approval Received May 5, 2016	Site Plan Review decisions shall be issued within 180 calendar days after filing of a completed application. Everett Zoning Ordinance, Sec. 28A(10)(B)(iii). Everett has accepted expedited permitting processes for Priority Development Sites pursuant to MGL c. 43D. All lots located in the LBEDD and RCOD are Priority

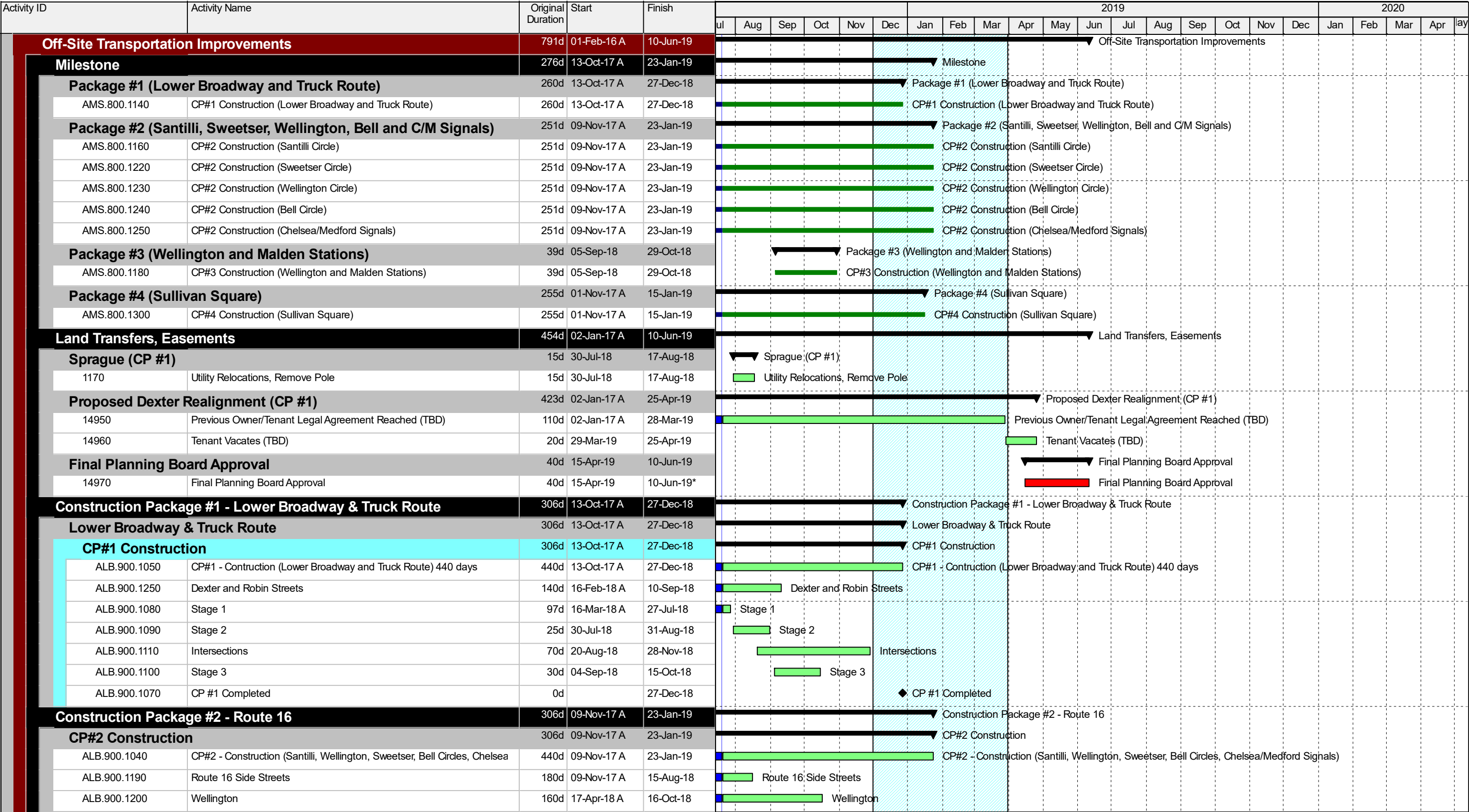
			Development Sites, Everett Zoning Ordinance Section 28A(10)(B).
Everett Conservation Commission Everett City Charter, c. 2, Article III, Division 7, Section 2-252 M.G.L. c. 131 §40; 310 CMR 10.00	Wetlands Order of Conditions	<u>Project:</u> Order of Conditions issued September 24, 2015, Amended Order of Conditions Received July 13, 2017 Amended Order of Conditions Received June 21, 2018 Extension to Order of Conditions Received June 21, 2018 <u>Landside Remediation:</u> Order of Conditions Issued 2015 <u>Sediment Remediation:</u> Received June 2017 Amended Order of Conditions Received May 7, 2018 <u>DCR Harborwalk Connector (Phase 1):</u> Received May 17, 2018	Decision time (about 42 days plus duration of public hearing which may consist of more than one ConComm meeting): - A public hearing must be held within 21 days of receiving NOI. - Orders of Conditions issued within 21 days of the close of the public hearing. Orders of Conditions are valid for 3 years unless extended.
Everett Fire Department Rev. Ordinance 1976, Pt.2, Ch.7, §33 Everett City Charter, Chapter 8, Article I, §2-252 M.G.L. c. 148 §10A	Review of Plans Fire Suppression System Installation Fuel Storage Permit LP Gas Storage Permit Underground Storage Tank Removal Permit (Commercial)	TBD	
Everett Health Department M.G.L. c. 140	Food Establishment Permit Application	TBD	Permits are annual, and expire May 31st of each year.
Everett Licensing Commission Victualler License: M.G.L. c. 140	Alcohol License Common Victualler License	TBD	
Everett Public Works Sewer: M.G.L., c. 83; Everett City Charter, Chapter 15 Water: Everett City Charter, Chapter 20	Sewer Connection Permit Water Connection Permit	TBD TBD	
Everett Building Department State Building Code, 780 CMR 105.3.1	Building Permit <ul style="list-style-type: none"> • Plumbing • Gas • Electrical • Wire 	Foundation Permit May 2, 2016 Building Permit December 15, 2016	30 days from submission of completed application. Specific permits (plumbing, gas, etc.) to be requested and issued at various times

	<ul style="list-style-type: none"> • Trench • Mechanical • Foundation 		during construction period within 30 days following application
Boston Conservation Commission M.G.L. c. 131 §40; 310 CMR 10.00	Wetlands Order of Conditions	<u>Sediment Remediation:</u> Issued June 2017 Alford Street Pedestrian and Landscape Improvements: Received May 16, 2018	



Activity ID	Activity Name	Original Duration	Start	Finish	2019						2019												2020					
					Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	
M1160	Podium First Handover (Tenant Retail and F&B) - Contract	0d		21-Jan-19*								◆ Podium First Handover (Tenant Retail and F&B) - Contract																
	SUMM-220	107d	22-Jan-19	24-Jun-19								Podium - FF&E																
	M1100	Podium Complete - Contract	0d		24-May-19*							◆ Podium Complete - Contract																
	Commissioning		210d	07-Aug-18	10-Jun-19	Commissioning																						
	SUMM-200	Start-up, Commissioning and Punchlist	210d	07-Aug-18	10-Jun-19	Start-up, Commissioning and Punchlist																						
	Completion		50d	15-Apr-19	24-Jun-19	Completion																						
	A2810	Final Inspections, TCO	40d	15-Apr-19	10-Jun-19	Final Inspections, TCO																						
	A3290	New Staff Training	40d	15-Apr-19	10-Jun-19	New Staff Training																						
	A10110	TCO Received	0d		10-Jun-19	◆ TCO Received																						
	A10130	Employee Play Days	10d	11-Jun-19	24-Jun-19	Employee Play Days																						
A12360	Substantial Completion	0d		24-Jun-19	◆ Substantial Completion																							

Activity ID	Activity Name	Original Duration	Start	Finish	2019												2020											
					Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	
	Service Road and Utilities Projects		25d	01-Apr-19	03-May-19																							
	Service Road Construction		25d	01-Apr-19	03-May-19																							
	12120	Final Roadway Top, Striping, Landscaping	25d	01-Apr-19*	03-May-19																							



Activity ID			Activity Name			Original Duration	Start	Finish	2019												2020																	
									Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
		ALB.900.1210	Santilli	160d	17-Apr-18 A	18-Oct-18	Santilli																															
		ALB.900.1220	Sweetser	125d	17-Apr-18 A	17-Oct-18	Sweetser																															
		ALB.900.1230	Bell	135d	21-May-18 A	06-Nov-18	Bell																															
		ALB.900.1060	CP #2 Completed	0d		23-Jan-19	◆ CP #2 Completed																															
	Construction Package #3 - MBTA Wellington & Malden Station			128d	09-Apr-18 A	29-Oct-18	Construction Package #3 - MBTA Wellington & Malden Station																															
	MBTA Wellington & Malden Station			128d	09-Apr-18 A	29-Oct-18	MBTA Wellington & Malden Station																															
	CP#3 Construction			128d	09-Apr-18 A	29-Oct-18	CP#3 Construction																															
	AWM.900.1060			CP #3 - Contracting/Award (NTP)	15d	09-Apr-18 A	30-Jul-18	CP #3 - Contracting/Award (NTP)																														
	AWM.900.1040			CP#3 - Construction (Wellington and Malden MBTA Stations)	55d	05-Sep-18	29-Oct-18	CP#3 - Construction (Wellington and Malden MBTA Stations)																														
	AWM.900.1050			CP #3 Completed	0d		29-Oct-18	◆ CP #3 Completed																														
	Construction Package #4 - Sullivan Square Charlestown			307d	01-Nov-17 A	15-Jan-19	Construction Package #4 - Sullivan Square Charlestown																															
	A7420			Construction - Sullivan Square	440d	01-Nov-17 A	15-Jan-19	Construction - Sullivan Square																														
	ALB.900.1120			Phase 1 - Alford Street Southbound	150d	27-Nov-17 A	05-Oct-18	Phase 1 - Alford Street Southbound																														
	ALB.900.1140			Phase 3 - MBTA Station	165d	22-Jan-18 A	29-Aug-18	Phase 3 - MBTA Station																														
	ALB.900.1130			Phase 2 - Alford Street Northbound	121d	17-Apr-18 A	15-Oct-18	Phase 2 - Alford Street Northbound																														
	ALB.900.1150			Phase 4 - Maffa Way	77d	16-Jul-18 A	23-Oct-18	Phase 4 - Maffa Way																														
	ALB.900.1160			Phase 5 - Beacham Street	83d	16-Jul-18 A	31-Oct-18	Phase 5 - Beacham Street																														
	ALB.900.1180			Phase 8 - D Street and Spice Street	44d	16-Jul-18 A	07-Sep-18	Phase 8 - D Street and Spice Street																														
	ALB.900.1240			Phase 7 - Main Street	53d	16-Jul-18 A	19-Sep-18	Phase 7 - Main Street																														
	ALB.900.1170			Phase 6 - Cambridge Street	54d	04-Sep-18	16-Nov-18	Phase 6 - Cambridge Street																														
A7550			Sullivan Square Completed	0d		15-Jan-19	◆ Sullivan Square Completed																															
Woods Memorial Bridge (by DOT)			595d	01-Feb-16 A	31-Aug-18	Woods Memorial Bridge (by DOT)																																
A4040			Project by DOT	520d	01-Feb-16 A	31-Aug-18	Project by DOT																															
A4080			Bridge Completed	0d		31-Aug-18	◆ Bridge Completed																															

Appendix 5

Project Construction Workforce: Women, Minority, Veteran Participation As of June 30, 2018

Reference 205 CMR 135.02(5)(e)

As of June 30th, 2018, 3,172,542.1 work hours had been completed on the Project Site by 5,178 individuals, with 1,165 minorities, 300 females, and 238 veterans, performing work on site.

	# of Workers	Participation to Date (% of workforce hours)	Goal (% of workforce hours)
Minority	1,165	24.9%	15.3%
Female	300	6.8%	6.9%
Veteran	238	6.4%	3.0%

LOCAL TRADE UNION	PROJECT TO DATE										
	Total Hours	Total # Workers	# Workers	Hours	%	# Workers	Hours	%	# Workers	Hours	%
Bricklayers Local 3 Eastern	54,131.0	192	37	9,272.5	17.1%	8	1,975.5	3.6%	5	1,202.5	2.2%
Carpenters, New England	553,894.5	774	219	168,609.5	30.4%	44	33,039.0	6.0%	30	29,674.8	5.4%
Electricians Local 103 I.B.E.W.	592,794.8	762	122	108,192.0	18.3%	45	38,748.3	6.5%	39	36,528.0	6.2%
Electricians Local 104 I.B.E.W.	1,215.5	23	1	116.0	9.5%	1	112.0	9.2%	0	0.0	0.0%
Elevator Constructors Local 4	35,557.8	76	8	4,602.5	12.9%	3	1,549.8	4.4%	10	4,798.0	13.5%
Floorcoverers Local 2168	3,123.0	23	11	1,209.0	38.7%	1	411.0	13.2%	0	0.0	0.0%
Iron Workers Local 7	371,660.2	633	161	103,176.5	27.8%	38	22,478.0	6.0%	27	29,079.5	7.8%
Operating Engineers Local 98	47.8	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Painters & Allied Trades D.C.	67,381.0	177	67	24,387.5	36.2%	10	5,998.0	8.9%	4	1,904.0	2.8%
Piledrivers Local 56	42,992.5	102	9	5,218.5	12.1%	8	1,775.0	4.1%	9	5,113.0	11.9%
Plasterers & Cement Masons	56,348.5	191	42	10,742.0	19.1%	7	1,451.0	2.6%	3	204.5	0.4%
Plumbers & Gasfitters Local 12	142,375.0	203	28	21,915.0	15.4%	15	9,358.0	6.6%	12	12,566.0	8.8%
Sheet Metal Workers Local 17	83,943.0	147	20	22,765.3	27.1%	3	4,307.5	5.1%	9	9,972.5	11.9%
Sheet Metal Workers Local 63	20.0	2	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Shop and Mill Cabinet Local 51	0.0	0	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Sprinkler Fitters Local 550	64,238.5	59	10	12,721.0	19.8%	2	2,761.5	4.3%	6	7,152.5	11.1%
Teamsters Local 25	189.5	10	0	0.0	0.0%	0	0.0	0.0%	2	11.0	5.8%
Woodframe Local 723	8.0	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Total	3,172,542.1	5,178	1,165	790,861.3	24.9%	300	215,153.0	6.8%	238	201,528.3	6.4%

CONTRACTOR	PROJECT TO DATE										
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			# Workers	Hours	%	# Workers	Hours	%	# Workers	Hours	%
Allegheny Contract Flooring, Inc.	11,789.5	59	17	2,070.0	17.6%	3	544.0	4.6%	3	1,142.5	9.7%
All-Pro Electric, LLC	444.0	4	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Andella Iron Inc.	565.0	4	1	153.0	27.1%	0	0.0	0.0%	0	0.0	0.0%
Angelini Plastering, Inc. (WBE)	7,288.0	17	3	2,395.0	32.9%	0	0.0	0.0%	0	0.0	0.0%
Anvil Steel Engineering, Inc. (MVBE)	12,872.0	31	12	5,950.5	46.2%	1	200.0	1.6%	3	3,103.0	24.1%
Archer Corp	958.0	8	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Atlantic Lining Company Inc	307.0	8	6	248.0	80.8%	0	0.0	0.0%	0	0.0	0.0%
Axion Specialty Contracting	21,803.0	57	11	2,648.0	12.1%	4	528.0	2.4%	4	1,545.0	7.1%
Back Bay Concrete Corp. (WBE)	3,801.0	58	15	963.0	25.3%	4	53.5	1.4%	3	96.5	2.5%
BOSS Steel Inc. (WBE)	22,036.8	71	16	4,196.0	19.0%	3	1,406.0	6.4%	3	1,399.5	6.4%
Brightview Landscaping Development	4,697.0	28	9	1,981.0	42.2%	2	469.0	10.0%	0	0.0	0.0%
Bunting Graphics, Inc.	6,253.7	16	4	2,179.0	34.8%	0	0.0	0.0%	0	0.0	0.0%
Capco Steel Erection Company	8,024.5	25	3	752.5	9.4%	1	8.0	0.1%	0	0.0	0.0%
Capital Carpet and Flooring	3,123.0	23	11	1,209.0	38.7%	1	411.0	13.2%	0	0.0	0.0%
Cashman Dredging & Marine	200.0	2	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Cavalieri Construction Company, Inc.	4,928.5	24	5	2,306.5	46.8%	0	0.0	0.0%	1	503.5	10.2%
Century Drywall, Inc.	245,881.3	377	150	91,854.5	37.4%	25	14,713.5	6.0%	8	9,890.3	4.0%
Chapman Construction Group, Inc.	11,100.5	17	3	1,557.5	14.0%	3	2,479.5	22.3%	2	1,696.0	15.3%
Coastal Marine Construction	2,223.5	15	0	0.0	0.0%	1	84.0	3.8%	1	116.5	5.2%
Coghlin Electrical Contractors, Inc.	279,887.0	217	35	46,524.5	16.6%	13	15,496.5	5.5%	13	16,052.0	5.7%
Collins Overhead Door Inc.	423.2	3	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Component Assembly Systems, Inc.	7,551.5	36	6	1,410.5	18.7%	1	400.0	5.3%	3	822.0	10.9%
Composite Company, Inc.	470.0	6	2	278.0	59.1%	0	0.0	0.0%	0	0.0	0.0%
Construction Drilling, Inc.	499.5	4	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Costa Brothers Masonry, Inc.	35,601.0	73	15	8,551.5	24.0%	2	1,786.5	5.0%	1	24.0	0.1%
Cross Country Food Service	241.0	4	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
D.W. White Construction	7,781.0	44	2	663.5	8.5%	3	692.5	8.9%	1	421.5	5.4%
Dagle Electrical Construction	3,659.0	34	4	470.0	12.8%	0	0.0	0.0%	0	0.0	0.0%
Daniel Marr and Son Co.	140,199.0	193	26	22,747.0	16.2%	14	7,067.5	5.0%	9	10,393.5	7.4%
DeLucca Fence Company (WBE)	1,026.0	37	8	159.0	15.5%	2	24.0	2.3%	1	24.0	2.3%
Dependable Masonry Construction	848.5	6	2	203.0	23.9%	0	0.0	0.0%	0	0.0	0.0%
Don Martin Corporation (MBE)	1,021.0	25	9	309.0	30.3%	0	0.0	0.0%	1	16.0	1.6%
Draper Elevator Cab Co, Inc.	94.5	2	0	0.0	0.0%	0	0.0	0.0%	2	94.5	100.0%
D's Welding	438.0	9	1	69.0	15.8%	0	0.0	0.0%	0	0.0	0.0%
Duggan & Marcon, Inc.	533.0	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
E.H. Marchant Co. Inc.	3,174.0	11	1	401.0	12.6%	1	160.0	5.0%	1	220.0	6.9%
E.M. Duggan, Inc.	116,063.5	143	21	18,082.0	15.6%	11	7,570.5	6.5%	12	13,385.0	11.5%
East Coast Fireproofing Co	4,972.0	17	4	1,030.0	20.7%	2	112.0	2.3%	3	508.0	10.2%
Eastern Exterior Wall Systems, Inc.	752.5	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Easton Concrete Cutting & Drilling LLC	594.0	13	1	27.0	4.5%	0	0.0	0.0%	0	0.0	0.0%
Edward G. Sawyer Co., Inc.	111,495.0	115	19	26,590.0	23.8%	10	10,133.5	9.1%	3	4,410.0	4.0%
Evermore Light and Power Inc. (WBE)	3,568.0	5	0	0.0	0.0%	0	0.0	0.0%	1	1,025.0	28.7%
F.C. Construction Corp.	704.0	23	2	32.0	4.5%	0	0.0	0.0%	1	48.0	6.8%
Federal Concrete (WBE)	1,155.0	13	3	134.0	11.6%	2	14.0	1.2%	0	0.0	0.0%
Ferguson-Neudorf Glass Inc.	44.0	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Fischbach & Moore Electric Group, LLC	996.0	7	1	8.0	0.8%	0	0.0	0.0%	0	0.0	0.0%
Fisher Contracting Corporation	4,876.0	20	3	604.0	12.4%	3	837.0	17.2%	1	276.0	5.7%
Food Equipment Installations, Inc.	2,519.5	11	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Geologic Earth Exploration, Inc.	72.5	2	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Gleeson Powers, Inc.	3,061.0	11	4	1,310.5	42.8%	0	0.0	0.0%	0	0.0	0.0%
Greenwood Industries, Inc.	2,450.8	11	3	973.0	39.7%	0	0.0	0.0%	0	0.0	0.0%
Griffin Door dba Overhead Door	112.0	2	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Hayward Baker Inc.	10,688.0	55	4	1,472.0	13.8%	2	250.0	2.3%	1	365.5	3.4%
Homeland Mechanical LLC (VBE)	340.0	3	0	0.0	0.0%	0	0.0	0.0%	1	168.0	49.4%
Hub Foundation Co., Inc.	18,363.5	45	6	2,839.5	15.5%	2	1,164.0	6.3%	6	4,377.0	23.8%
J & M Brown Company, Inc.	31,114.5	41	10	5,860.0	18.8%	2	2,703.5	8.7%	2	2,746.0	8.8%
J Rams Inc	17.0	2	0	0.0	0.0%	0	0.0	0.0%	1	8.0	47.1%

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			# Workers	Hours	%	# Workers	Hours	%	# Workers	Hours	%
J. Derenzo Co.	147,661.4	122	17	33,952.0	23.0%	10	17,211.5	11.7%	10	13,355.0	9.0%
J. Thibert Architectural Woodwork	383.0	4	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
J.C. Cannistraro	30,734.5	51	4	4,855.0	15.8%	3	3,062.5	10.0%	2	504.0	1.6%
J.C. Higgins Corp	67,446.5	80	9	10,290.0	15.3%	5	5,719.0	8.5%	4	3,783.0	5.6%
J.F. White Contracting Company, Inc	32,568.5	52	8	4,712.0	14.5%	2	3,904.5	12.0%	3	1,334.5	4.1%
Jackson Glass, Inc. (WBE) - Payroll is	42,681.0	55	15	10,154.0	23.8%	6	5,411.0	12.7%	6	4,822.5	11.3%
Jerez LLC (MWBE)	6,199.0	7	5	4,841.0	78.1%	0	0.0	0.0%	0	0.0	0.0%
John W. Egan Co., Inc.	40.0	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
JP Obelisk, Inc.	1,233.0	11	3	564.0	45.7%	0	0.0	0.0%	0	0.0	0.0%
JR Vinagro Corp.	2,657.0	25	5	223.0	8.4%	1	120.0	4.5%	1	122.0	4.6%
K&H Electrical Systems, Inc.	12,275.5	30	8	3,050.5	24.9%	1	457.5	3.7%	1	120.5	1.0%
K&K Acoustical Ceilings, Inc.	3,462.5	6	1	395.0	11.4%	1	412.5	11.9%	1	1,024.0	29.6%
K&M Fire Protection Services, Inc. -	64,238.5	59	10	12,721.0	19.8%	2	2,761.5	4.3%	6	7,152.5	11.1%
K.O. Stone Inc. (MBE)	208.0	6	5	192.0	92.3%	2	96.0	46.2%	0	0.0	0.0%
Kenneth Castellucci & Associates, Inc.	2,374.0	12	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
KM Kelly, Inc.	17,652.8	24	5	3,493.0	19.8%	4	2,235.8	12.7%	2	1,489.0	8.4%
L.J. Mishel Electrical Contractors, Inc.	72.0	2	0	0.0	0.0%	0	0.0	0.0%	1	36.0	50.0%
Lan-Tel Communications, Inc.	9,227.0	13	6	3,864.0	41.9%	1	1,002.0	10.9%	1	1,248.0	13.5%
Leading Way Construction Co., Inc.	96.0	6	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Liberty Construction Services	341,207.5	355	104	98,160.0	28.8%	31	29,957.5	8.8%	8	6,743.0	2.0%
Liberty Equipment and Supply	12,269.5	37	7	2,341.5	19.1%	3	679.0	5.5%	1	1,217.0	9.9%
Lockwood Remediation	32.0	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Longden Company Inc.	40.0	3	0	0.0	0.0%	0	0.0	0.0%	1	16.0	40.0%
Lund Rebar Services, Inc.	108,173.5	128	59	50,094.0	46.3%	11	7,357.0	6.8%	6	8,364.0	7.7%
M.L. McDonald Sales Company, LLC	65,919.0	112	22	10,077.0	15.3%	7	3,601.0	5.5%	5	4,573.0	6.9%
Marguerite Concrete, Inc.	164.0	9	1	8.0	4.9%	1	8.0	4.9%	0	0.0	0.0%
Marr Equipment Corp.	176.5	9	0	0.0	0.0%	0	0.0	0.0%	1	3.0	1.7%
Mass Bay Electrical Corp.	3,087.0	42	1	201.0	6.5%	1	112.0	3.6%	0	0.0	0.0%
Massey's Plate Glass Aluminum, Inc.	614.0	6	3	282.0	45.9%	0	0.0	0.0%	1	186.0	30.3%
Maxim Crane Works, L.P.	42,164.0	64	11	10,126.5	24.0%	3	3,346.5	7.9%	4	6,135.0	14.6%
McCusker-Gill, Inc.	60,737.0	91	16	19,406.3	32.0%	2	3,247.5	5.3%	8	9,515.5	15.7%
McDonald Electrical Corp.	21,145.0	57	6	2,769.0	13.1%	3	972.0	4.6%	5	1,552.5	7.3%
McGregor Industries, Inc.	14,404.5	19	2	931.0	6.5%	1	2,382.5	16.5%	2	1,800.5	12.5%
McPhee Electric Ltd.	13,115.0	21	2	1,445.0	11.0%	1	242.0	1.8%	2	1,550.0	11.8%
Melo's Rodbusters, Inc. (WBE)	13,566.5	22	11	7,113.0	52.4%	0	0.0	0.0%	1	1,820.0	13.4%
Midnight Iron Construction	32.0	1	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Mitsubishi Electric US, Inc.	5,124.0	7	2	1,927.0	37.6%	1	943.0	18.4%	4	2,963.0	57.8%
MON Landscaping Inc.	416.0	15	1	16.0	3.8%	0	0.0	0.0%	0	0.0	0.0%
Moretrench	19,856.0	38	11	5,850.0	29.5%	3	302.0	1.5%	2	1,335.5	6.7%
MTK Construction Services, Inc.	387.0	12	8	319.5	82.6%	0	0.0	0.0%	0	0.0	0.0%
NER Construction Mgmnt	6,281.0	19	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
New England Finish Systems	367.5	7	1	22.0	6.0%	1	2.0	0.5%	0	0.0	0.0%
New England Installation, Inc.	817.5	8	1	141.0	17.2%	0	0.0	0.0%	1	106.5	13.0%
NewRoads Environmental	7,889.5	40	39	7,842.5	99.4%	4	1,412.0	17.9%	1	172.0	2.2%
Newtech Installation USA inc	2,516.5	17	2	214.0	8.5%	0	0.0	0.0%	0	0.0	0.0%
North East Foam Solutions, Inc.	4,336.0	10	4	942.0	21.7%	1	1,132.0	26.1%	3	1,672.0	38.6%
Northeast Interior aka Artisan	3,635.5	9	3	1,132.0	31.1%	1	376.0	10.3%	1	709.5	19.5%
NorthStar Contracting Group, Inc	37.0	2	1	12.0	32.4%	0	0.0	0.0%	0	0.0	0.0%
Oasis Shower Doors	48.0	3	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Otis Elevator Company	28,259.5	58	5	2,098.3	7.4%	2	606.8	2.1%	3	1,171.0	4.1%
P.J. Dionne Company, Inc.	1,121.5	6	1	128.0	11.4%	1	72.0	6.4%	0	0.0	0.0%
P.J. Spillane Company, Inc. (WBE)	9,385.5	41	10	2,087.0	22.2%	2	687.0	7.3%	1	36.0	0.4%
Peak Mechanical Services	5,602.0	12	4	2,401.0	42.9%	0	0.0	0.0%	1	224.0	4.0%
Pick Crane Service, Inc.	99.5	3	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Port Morris Tile & Marble Boston LP	7,381.5	33	3	1,782.0	24.1%	3	320.0	4.3%	0	0.0	0.0%
PSN Construction Inc.	547.5	2	2	547.5	100.0%	0	0.0	0.0%	0	0.0	0.0%
Quality Air Metals, Inc.	11,394.0	13	3	2,594.0	22.8%	1	1,060.0	9.3%	1	457.0	4.0%

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R.J. Cobb LTD	48.0	2	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Rapid Flow Inc.	1,572.0	2	0	0.0	0.0%	0	0.0	0.0%	1	8.0	0.5%
Regis Steel Corporation (MBE)	6,283.5	24	6	1,415.5	22.5%	3	613.0	9.8%	0	0.0	0.0%
Richard W. Reid Electric Company Inc.	34.0	3	2	16.0	47.1%	0	0.0	0.0%	0	0.0	0.0%
Roadsafe Traffic Systems, Inc	27.0	3	1	9.0	33.3%	0	0.0	0.0%	0	0.0	0.0%
Roman Iron Works, Inc.	86.0	2	1	46.0	53.5%	0	0.0	0.0%	0	0.0	0.0%
S&A Cranes LLC	44.5	5	1	10.5	23.6%	0	0.0	0.0%	1	8.0	18.0%
S&F Concrete Contractors, Inc.	415,565.5	404	101	127,240.0	30.6%	17	23,420.0	5.6%	13	19,571.5	4.7%
Silverback Construction Inc.	416.0	18	1	27.0	6.5%	0	0.0	0.0%	0	0.0	0.0%
Skylight Consultants of America, Inc.	806.0	9	1	64.0	7.9%	0	0.0	0.0%	0	0.0	0.0%
SOEP Painting Corp.	4,016.5	25	8	1,206.0	30.0%	1	104.0	2.6%	0	0.0	0.0%
SOS Corporation (WBE)	755.0	4	1	48.0	6.4%	0	0.0	0.0%	0	0.0	0.0%
SPS New England, Inc.	30,464.5	45	7	5,297.0	17.4%	4	2,241.5	7.4%	1	424.0	1.4%
Stanley & Sons, Inc.	2,063.5	13	3	14.0	0.7%	2	200.5	9.7%	2	518.0	25.1%
Structures Derek International SA	1,520.5	8	3	704.5	46.3%	0	0.0	0.0%	0	0.0	0.0%
Sullivan & McLaughlin Co., Inc.	3,236.0	10	1	873.0	27.0%	2	945.0	29.2%	1	681.0	21.0%
Sunrise Erectors, Inc.	37,713.5	69	9	4,723.5	12.5%	4	2,202.5	5.8%	3	3,216.5	8.5%
Sweeney Drywall Finishes Corp	785.5	14	6	378.0	48.1%	0	0.0	0.0%	1	15.5	2.0%
T&T Electrical Contractors, Inc.	70,459.5	124	18	11,405.5	16.2%	5	2,081.0	3.0%	5	3,922.0	5.6%
Tavares LLC (MBE)	15,340.5	30	15	10,829.5	70.6%	1	1,258.0	8.2%	0	0.0	0.0%
TCI Installations Inc. (WBE)	1,322.0	8	1	368.0	27.8%	0	0.0	0.0%	1	306.0	23.1%
The Railroad Associates Corporation	68.5	3	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
The Welch Corporation	11,582.5	21	2	1,308.0	11.3%	3	1,057.0	9.1%	2	1,225.0	10.6%
Thermo-Dynamics International, Inc.	11,078.0	35	10	2,851.0	25.7%	2	344.5	3.1%	1	1,531.0	13.8%
Titan Roofing, Inc. (MVBE)	38,499.3	95	23	10,979.5	28.5%	3	3,355.5	8.7%	4	3,077.0	8.0%
Total Mechanical Service Corp. (MBE)	96.0	3	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
TREVIICOS CORPORATION	60,534.5	89	24	16,023.0	26.5%	7	4,090.5	6.8%	3	2,630.0	4.3%
Triboro Crane & Rigging Services	895.5	9	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Union Temporary Services, Inc.	1,423.5	4	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Unistrut International Corp.	11,145.3	21	5	4,297.5	38.6%	1	778.5	7.0%	0	0.0	0.0%
Universal Automation & Mechanical	239.0	4	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Urban Insulation Inc. (WBE)	5,860.5	18	4	912.5	15.6%	1	886.5	15.1%	2	613.0	10.5%
UTEC Constructors LLC	688.0	9	1	116.0	16.9%	0	0.0	0.0%	0	0.0	0.0%
Vanguard Plumbing & Mechanical LLC	252.0	2	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
Vynorius Piledriving Inc.	13,626.3	32	3	1,810.3	13.3%	3	657.5	4.8%	4	1,592.0	11.7%
Wallco Installations, LLC	590.0	6	0	0.0	0.0%	0	0.0	0.0%	0	0.0	0.0%
WES Construction Corp	4,134.0	15	1	356.5	8.6%	1	398.0	9.6%	0	0.0	0.0%
Wood & Wire Fence Co. Inc. (MBE)	8.0	2	1	4.0	50.0%	0	0.0	0.0%	0	0.0	0.0%
TOTAL	3,172,542.1	5,178	1,165	790,861.3	24.9%	300	215,153.0	6.8%	238	201,528.3	6.4%

**Contracts and Payments to Minority, Women and
Veteran Business Enterprises for Construction Phase**
As of June 30, 2018

Reference 205 CMR 135.02(5)(f)

As of June 30th, 2018, Wynn had awarded \$218,831,260 or 17.4% of qualified construction contracts, in contracts to M/W/VBEs. As of June 30, 2018, Wynn and Wynn contractors and sub-contractors awarded 75 contracts to MBEs, 147 contracts to WBEs, and 47 contracts to VBEs for construction.

	# Contract Awards*	Contract Award Value (\$)	% of Total Construction Contracts Awarded to Date	% Goal	Paid to Date (\$)
MBE	75	75,269,200	6.0%	5.0%	46,132,384
WBE	147	136,238,975	10.8%	5.4%	98,718,874
VBE	47	32,115,003	2.6%	1.0%	24,960,511
TOTAL**	230	\$218,831,260	17.4%	11.4%	\$152,955,319

*Note that a majority of M/W/VBEs are sub-contracted with Wynn's contractors and sub-contractors.

M/W/VBE contract awards and payments report includes awards and payments made to businesses with more than one diverse classification (i.e. M/WBE). **Totals reported deduct any double counting due to awards to businesses with more than one diverse classification.

**Contracts and Payments to Minority, Women and
Veteran Business Enterprises for Design Phase**
As of June 30, 2018

Reference 205 CMR 135.02(5)(f)

As of June 30, 2018, Wynn had awarded \$14,231,530 or 23.3% of qualified design contracts, to M/W/VBEs for design work. As of June 30, 2018, Wynn and Wynn consultants awarded 13 contracts to MBEs, 15 contracts to WBEs, and four contracts to VBEs for design work.

	# Contract Awards*	Contract Award Value (\$)	% Total Design Contract*	% Goal	Paid to Date (\$)
MBE	13	5,441,690	8.9%	7.9%	5,076,194
WBE	15	4,780,822	7.8%	10.0%	4,496,917
VBE	4	4,049,018	6.6%	1.0%	3,680,524
TOTAL	31	\$14,231,530	23.3%	18.9%	\$13,235,674

*Note that 9 MBE contracts, 9 WBE contracts, and 2 VBE contract, are sub-contracted with Wynn's consultants.

M/W/VBE contract awards and payments report includes awards and payments made to businesses with more than one diverse classification (i.e. M/WBE). **Totals reported deduct any double counting due to awards to businesses with more than one diverse classification.



TO: Chairman Crosby, Commissioner Cameron, Commissioner O'Brien,
Commissioner Stebbins, Commissioner Zuniga

FROM: Paul Connelly, Director of Licensing

DATE: August 9, 2018

RE: Gaming Service Employee (SER) Exemptions

SUMMARY

The Commission is being asked to consider the following 11 positions for exemption at MGM Springfield. ("Exemption Identification Forms" are included in the packet.) One of the positions is employed by MGM, while 10 of the positions are employed by Western Mass News to perform work on-site at MGM Springfield.

MGM SPRINGFIELD POSITIONS			
Job Profile Number	Position	Department	Property Access Level
I5632	Bowling Alley Attendant	Bowling Alley	N ¹

MGM VENDOR POSITIONS			
Job Profile Number	Position	Department	Property Access Level
NA	Vice President-General Manager	Western Mass News	N
NA	Senior Technical Producer	Western Mass News	N
NA	Technical Producer	Western Mass News	N
NA	Technical Assistant	Western Mass News	N
NA	Promotions Director	Western Mass News	N

¹ Access Level "N" is described as: "No access to secure casino back-of-house without security escort."



Massachusetts Gaming Commission

NA	Network Desktop Admin	Western Mass News	N
NA	National Sales Assistant	Western Mass News	N
NA	Meteorologist	Western Mass News	N
NA	Media Manager	Western Mass News	N
NA	Facilities Maintenance Tech	Western Mass News	N

Commission staff worked with MGM in developing this recommendation and is in agreement with the exemption requests.

BACKGROUND

On November 2, 2017 Governor Baker signed a statutory amendment which granted the Massachusetts Gaming Commission the authority to exempt certain “Gaming Service Employee” level job positions from the mandatory registration process. At its January 18, 2018 meeting, the Massachusetts Gaming Commission discussed its policy perspective on this exemption authority and provided staff with a framework and process for considering any potential exemptions. Additionally, the Commission endorsed factors for consideration when making exemption determinations. These included whether or not the position involves:

- Work performed on the gaming floor
- Managerial responsibilities in any department
- Supervisory responsibilities in Human Resources, Sales and Marketing
- Responsibilities for alcohol sales, distribution, service, and/or storage
- Access to secure casino back-of-the house areas (including executive offices) without security escort
- Responsibilities for accounting and/or finance relating to the gaming establishment
- “Write” access to gaming-related casino databases
- Responsibilities that potentially impact the integrity of gaming operations, including access to confidential or sensitive information

It is important to note that any exemption decision may be revisited by the Commission at any time, and additional positions may be exempted in the future.



Massachusetts Gaming Commission

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



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Facilities Maintenance Tech

JOB DESCRIPTION

EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018

(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)

Job Summary:

The Facilities Maintenance Technician is responsible for ensuring a safe, clean and functional facility. Duties are performed by daily on going moderate to detail maintenance activities and cleaning of offices, bathrooms, vehicles, outdoor areas and other spaces used by the station.

Essential Job Functions:

- 45% - Performs general janitorial work including floor cleaning, restroom cleaning, trash removal, vacuuming, snow removal and dusting
- 40% - Performs preventive building maintenance duties involving electrical, structural, plumbing, HVAC and equipment repair or replacement.
- 10% - Perform regular maintenance such as oil changes, car washes, tire pressure checks, etc.
- 5% - Other duties as assigned within the scope of the Facilities Maint. Tech. role and ensuring the building is maintained and safe for all employees and guests.

Job Requirements:

Education - High School Diploma or GED

Experience:

- Two years of general building maintenance experience required
- Minimum one year experience in HVAC, plumbing and electrical
- Knowledge of basic vehicle maintenance

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Facilities Maintenance Tech

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

/ Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Media Manager

JOB DESCRIPTION

EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018

(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)

I. Job Summary | Major goals and objectives.

The Media Manager leads and oversees ongoing improvement of our visual product. This position manages and mentors a team of photographers and editors. The incumbent oversees physical resources including cars, live trucks, cameras, edit machines and other ENG equipment. In addition, this position:

- Provides ongoing development and implementation of new news gathering technologies.
- Oversees logistical planning and execution of daily and special events.
- Serves as member of management team; actively engages in ever-improvement of news product.
- Participates in projects as assigned by News Director.

II. Essential Job Functions

Weight % Accountabilities, Actions and Expected Measurable Results

30% Oversees quality control and development of visual product for station through management of team of photographers, editors and live technicians.

30% Coordinates smooth daily operations and logistics. Removes barriers to ensure smooth path to air for news items.

20% Oversees news assets including cameras, live trucks, editors and other equipment.

20% Recruits, develops and mentors photographers, editors and technicians.

IV. Core Values | Attributes expected for job success. (Check "Individual Contributor" or "Leader")

Individual Contributor x Leader | Anyone with one or more direct reports.

• Collaboration

• Customer Focus

• Results Orientation

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Media Manager

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

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08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Meteorologist

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Summary: Develop and present weathercasts which are consistent with station mission and branding and are also appealing to a mass audience. Assist News Director in developing content, digital and technical capabilities of the weather team. Develop weathercasts to attract the largest available audience.</p> <p>Essential Job Functions:</p> <ul style="list-style-type: none">• 60% - Prepare and anchor interesting and informative weathercasts with station brand and research in mind• 15% - Assist News Director in developing relevant weather content, weather on all digital platforms, evaluating and administering weather computer hardware/software• 15% - Make public appearances on behalf of the station• 10% - Other duties as assigned <p>Job Requirements:</p> <p>Education:</p> <ul style="list-style-type: none">• College degree in Meteorology <p>Experience:</p> <ul style="list-style-type: none">• Experience as a broadcast meteorologist at a commercial television station <p>Knowledge, Skills and Abilities:</p>	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Meteorologist

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

/ Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western MA News - National Sales Assistant

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Summary:</p> <p>The National Sales Assistant provides sales support for the General Sales Manager and provides backup support for the Local Sales Manager and the Local Sales team members as needed. Responsible for processing all national orders, revisions, make goods and credit memos. Works closely with the National Sales Reps/Rep Firms and Meredith's RNSDs to maintain client advertising schedules to ensure posting and future share increases. Works with National Sales Reps to formulate make good offers, process late run notifications, credit memo research and resolving invoice and billing discrepancies, sending pre and post log times and fulfilling other general National Sales related requests. During political years, the NSA is responsible for processing political orders, revisions, make goods, refunds, maintaining local public files, tracking political revenue via Excel, and payment processing of all political orders. Performs other duties as deemed necessary.</p> <p>Essential Job Functions:</p> <ul style="list-style-type: none">• 30% - Coordinates all aspects of the order process by getting manager approval on new orders, entering new orders, processing order revisions in Wide Orbit and confirming orders in Medialine, daily.• 22% - Notify National Rep Firms of preemptions and formulate and send make good offers to the national rep firms via Medialine and using Wide Orbit Traffic to check for available inventory.• 15% - Coordinate and respond to all email requests for national accounts in regard to client account maintenance, billing questions, requests for contracts, invoicing and billing concerns and other general service requests.• 13% - Share Market Data with national reps and managers, pull various reports daily including preempt reports, pre and post logs, Sharebuilder's weekly inventory report and revenue reports.• 13% - Initiate research approve and process credit memos for all national clients using the Meredith	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western MA News - National Sales Assistant

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Network Desktop Admin

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Title: Network Desktop Administrator - Western Mass News</p> <p>Reports to: Director of Engineering</p> <p>Department Name & Location: Western Mass News (WGGB/WSHM/EGGB) - Springfield, MA</p> <p>Position Type: Full-Time</p> <p>Job Summary:</p> <p>The Network Desktop Administrator (NDA) performs maintenance on all station equipment, provides technical support to all network users, and assists in the maintenance, design, construction and documentation of broadcast and non-broadcast computer systems.</p> <p>This position installs, troubleshoots and repairs hardware and software issues for broadcaster and non-broadcast systems in studio and remote locations. Position sets-up all new hire network long-in configurations, assists with new cell phone configurations.</p> <p>The NDA develops and updates technical job skills and provides training on new systems. They will be the in-house trouble shooter for issues with server/PC environments as well as stand-alone workstations and oversee service tickets for station copiers. They will work with and take all necessary online training regarding Meredith security compliance and protocol.</p> <p>This position will have a vital impact on business units meeting deadlines and budgets: providing reliable access to information and the ability to manipulate that data (via applications, email, files on servers, telephone, wireless data networks, etc.) as well as helping customers use these technologies successfully, supplies the foundation on which our</p>	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Network Desktop Admin

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

/ Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Promotions Director

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Title: Promotions Director</p> <p>Reports to: VP/General Manager</p> <p>Department Name & Location: Western Mass News - Springfield, MA</p> <p>Position Type: Full Time</p> <p>Job Summary: The Promotion Director is in charge of the station and digital operation's brand message and positioning, and is a champion for all station brands through creative output and policing. The Promotions Director has daily contact with other department leaders and serves as the primary leader in developing and executing the station marketing plan to drive ratings growth. This position is also responsible for overseeing programming promotion and graphic arts.</p> <p>Essential Job Functions:</p> <ul style="list-style-type: none"> • 25% - Work closely with the News Director and news staff to develop/execute powerful topicals and image spots that reflect the direction of the station's news brand. • 25% - Market all station social media initiatives, working closely with the news/digital team to identify daily opportunities to reach the target audience • 20% - Operates as part of the station leadership to promote inter departmental communication and achieve departmental as well as station key priorities • 15% - Work closely and stay in communication with affiliate marketing reps to maximize the network affiliation • 5% - Oversee public relations, including station news releases 	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Promotions Director

The undersigned states that the information herein is true and accurate.

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Signature

/ Marikate Murren

/ Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass NEWS - St. Technical Producer

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Title: Sr. Technical Producer - Western Mass News</p> <p>Reports to: Director of Operations</p> <p>Department Name & Location: WMN - Springfield, MA</p> <p>Position Type: Full-Time</p> <p>Job Summary: The Senior Technical Producer oversees the successful operation of all technical aspects and production tasks of the broadcast station. Evaluates newscast production workflow and create technical procedures and supporting documentation. Works successfully with all relevant ancillary staff, including Engineering and I.T. Interacts at any given time with the news department to enhance final work product. Responsible for proper function of on air use of all Grass Valley Ignite systems and any future upgrades including installation. Function in supervisory role to Operation department as designated by Director of Operations.</p> <p>Essential Job Functions:</p> <ul style="list-style-type: none">• 75% - Supervises and executes operation of automated control room systems, studio/remote cameras, broadcast graphics and other related television production equipment including teleprompters, microphones, and lighting. Code rundowns for the newscast. Build code as necessary for newscasts. Coordinates breaking news and executes live and taped productions in the control room. Coordinates and triggers internal and external commercial breaks. Monitors Airclient playlist and ensures proper playlist structure and timing of newscasts. Monitors and works creatively to constantly improve and evolve the look and execution of newscasts. Edits and send topical promos to master control.• 15% - Manage and create Ignite effects, Viz templates, and Adobe graphics and animations to improve and	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass NEws - St. Technical Producer

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

/ Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Technical Assistant

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Title: Technical Assistant - Western Mass News</p> <p>Reports to: Director of Operations</p> <p>Department Name & Location: WMN - Springfield, MA</p> <p>Position Type: Full-Time</p> <p>Job Summary: The Technical Assistant operates studio and remote production equipment during newscasts, including automated video/audio production systems, wireless microphone systems, audio and video routers, lighting boards and kits, video servers, LiveU and live stream servers, robotic camera controls, and microwave receive equipment. This position supports news, engineering and programming with a commitment to the production of high quality and error free programs and events. This position will contribute to the day-to-day on-air look and quality of the newscasts to attract the largest available audience to the station. Motivate viewers to turn to Western Mass News on all platforms for local news.</p> <p>Essential Job Functions:</p> <ul style="list-style-type: none">75% - Operates automated control room system, studio/remote cameras, broadcast graphics and other related television production equipment. Prepare microphones and IFB for newscasts. Ensure studio equipment is functioning properly, including lights, monitors, and computers. Load prompter for newscasts. Operate and shade robotic camera control newscasts. Roll commercial breaks and execute hub/control room switch for three networks. Monitors Airclient playlist and ensures proper playlist structure and timing of newscasts. Tune in microwave shots. Monitor LiveU transmissions. Coordinates breaking news and executes live and taped productions in the control room. Monitors and works creatively to consistently improve on	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Technical Assistant

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Technical Producer

JOB DESCRIPTION	EFFECTIVE DATE OF JOB DESCRIPTION: 08-09/2018 <i>(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)</i>
<p>Job Title: Technical Producer - Western Mass News</p> <p>Reports to: Director of Operations</p> <p>Department Name & Location: WMN - Springfield, MA</p> <p>Position Type: Full-Time</p> <p>Job Summary: The Technical Producer operates studio and remote production equipment during newscasts, including automated video/audio production systems, wireless microphone systems, audio and video routers, lighting boards and kits, video servers, LiveU and live stream servers. Position provides production direction to news room staff and field crews regarding content, coordination and newscast execution. This position supports news, engineering and programming with a commitment to the production of high quality and error free programs and events. This position will contribute to the day-to-day on-air look and quality of the newscasts to attract the largest available audience to the station. Motivate viewers to turn to Western Mass News on all platforms for local news.</p> <p>Essential Job Functions:</p> <ul style="list-style-type: none">• 75% - Operates automated control room system, studio/remote cameras, broadcast graphics and other related television production equipment including teleprompters, microphones and lighting. Code rundowns for newscasts. Build code as necessary for newscasts. Monitors Airclient playlist and ensures proper playlist structure and timing of newscasts. Coordinates breaking news and executes live and taped productions in the control room. Monitors and works creatively to constantly improve and evolve the look and execution of newscasts. Roll commercial breaks and execute hub/control room switch for three networks. Record topicals and control room segments. Edits and sends topical promos to master control.	

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Technical Producer

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

/ Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Vice President-General Manager

JOB DESCRIPTION

EFFECTIVE DATE OF JOB DESCRIPTION: 08-09-2018

(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)

Job Title: VP/General Manager and Director of Sales FOR COMPENSATION USE ONLY
Reports to (Title): Executive Vice President, Local Media Group Job Code: E11505
Department Name and Work Location: LMG Administration (WSHM) FLSA Status:
Job Description Created By: VP, Human Resources-LMG Date Updated: 3-25-2018

I. Job Summary | Major goals and objectives.

The VP/, General Manager and Director of Sales develops the station's full potential for audience, revenue, and profits consistent with planning objectives and with company policies and federal and state regulations. Coordinating with Local Sales Managers all sales activity, quarterly entitlement reports, develops station rate cards in order to reach and exceed monthly, quarterly and annual sales budgets including new business, social and nontraditional. In partnership with Local Sales Managers Oversee input and accuracy of sales orders; researches and clears discrepancies in a timely manner and keeps accounts receivable in line with corporate guidelines.

II. Essential Job Functions

Weight % Accountabilities, Actions and Expected Measurable Results

30% Develop and maintain effective communications with pertinent division, corporate staffs, and the hub station, as well as with industry organizations, groups, and individuals with an impact on stations operation, i.e., customers, research firms, network, syndicators, national sales reps, and government officials. Compile and complete all information necessary for local quarterly Entitlement reports. Coordinate all sales activity to exceed budgets.

30% Maintain continuous and effective internal communications. Involve staff in the goals and objectives of the stations, the hub, the group, and company. Train, mentor, and motivate employees to achieve (exceed) the overall goals of the stations to grow business and increase profitability. Demonstrate the need for team effort and inspire participation by all employees.

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Western Mass News - Vice President-General Manager

The undersigned states that the information herein is true and accurate.

Marikate Murren

Signature

/ Marikate Murren

Printed Name

08/09/2018

Date



MASSACHUSETTS GAMING COMMISSION

IDENTIFICATION OF POTENTIAL POSITIONS FOR EXEMPTION FROM THE REGISTRATION REQUIREMENT BY THE MGC

The Massachusetts Gaming Commission may exempt a job position from categorization as a gaming service employee. See G.L. c. 6, § 172(o); 205 CMR 134.03(4).

GAMING LICENSEE: Blue Tarp reDevelopment, LLC (dba MGM Springfield)

JOB POSITON (AND UNIQUE JOB CODE): Bowling Alley Attendant | 15632

JOB DESCRIPTION

EFFECTIVE DATE OF JOB DESCRIPTION: 07-27-2018

(The Licensee shall immediately notify the Bureau of changes to any job description for an exempted position.)

Position Summary

It is the primary responsibility of the Bowling Attendant to escort and seat guests and assist Bartenders and Assistant manager related to guest contact and bowling lane information. All duties are to be performed in accordance with departmental and property policies, practices, and procedures, as well as operational service standards.

PRINCIPAL DUTIES AND RESPONSIBILITIES:

- Maintains positive guest relations at all times, including greeting guests with eye contact and a smile and wishing guests a fond farewell as guests depart, and offers excellent service to ensure a memorable guest experience. Utilizes guests' name throughout interaction, if known.
- Resolves guest complaints, ensuring guest satisfaction.
- Escort guests, following proper rotation and accommodating all guest requests when possible
- Oversees daily bowling reservations and pre-assigning seating.
- Maintains a comprehensive knowledge of the bowling alley's sequence of service to assess table turns and accurately quote wait times and book reservations.
- Delivers guest beverages from the lounge/bar to the table when required.
- Oversees daily bowling reservations using the reservation book and/or Table Management system(s), and manages the wait list to ensure seat times are timely and accurate.
- Communicates with management and bowling reservations regarding special orders, cake orders, and special requests.
- Sets up bowling attendant station with necessary supplies, maintains cleanliness at all times, and answers bowling alley telephone courteously and efficiently. Shuts down station, and forwards phones to voice-loop at end of shift.
- Maintains complete knowledge of scheduled daily activities and in-house groups, daily house count, lane/seat/station numbers, proper table set ups, room capacity, hours of operation, price range, and dress code of the

(Continue to Page 2)

JOB POSITON (AND UNIQUE JOB CODE): Bowling Alley Attendant | 15632

The undersigned states that the information herein is true and accurate.

Marikate Murren

Marikate Murren

Signature

/ Printed Name

7/30/2018

Date



TO: Steve Crosby, Chairman
Gayle Cameron, Commissioner
Eileen O'Brien, Commissioner
Bruce Stebbins, Commissioner
Enrique Zuniga, Commissioner

FROM: Alexandra Lightbown, Director of Racing

CC: Edward Bedrosian, Executive Director
Catherine Blue, General Counsel

DATE: August 9, 2018

RE: Suffolk Downs Request for Additional Days and Purse Money from Race Horse Development Fund

Dear Commissioners:

Suffolk Downs' Chief Operating Officer Chip Tuttle has submitted a request to race two additional days, September 15 and 16, at Suffolk Downs in 2018. The Massachusetts Gaming Commission Racing Division has adequate staffing to accommodate this request. They are also requesting an additional \$1.1 million for purses for these days, consistent with the amounts the Massachusetts Gaming Commission approved for this year.

Recommendation: That the Commission approve the request of Suffolk Downs for two additional days of racing, September 15 and 16, 2018. That the Commission approve an additional \$1.1million for purses for these days.



Massachusetts Gaming Commission



July 24, 2018

Stephen Crosby, Chairman
Gayle Cameron, Commissioner
Eileen O'Brien, Commissioner
Enrique Zuniga, Commissioner
Bruce Stebbins, Commissioner
Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA 02110

Dear Mr. Chairman and Commissioners,

At the request of the NEHBPA and the MTBA, Suffolk Downs is requesting your approval of two additional race dates for 2018, September 15th and 16th.

Please note that our ability to conduct these races is contingent on the Commission's approval of purse payments from the Race Horse Development Fund consistent with our other 2018 racing programs. We plan to request that purse funding after the conclusion of our August 4-5 racing programs.

Sincerely,

Chip Tuttle
COO, Suffolk Downs

Telephone: 617-567-3900
525 McClellan Highway, East Boston, Massachusetts 02128

Made in Massachusetts

From: [Paul Sainato](#)
To: [MGCcomments \(MGC\)](#)
Subject: Suffolk Downs Sept./Oct. racing dates
Date: Sunday, July 29, 2018 10:37:05 AM

Paul Sainato
psain22@verizon.net

To Whom it may concern,

efforts to have thoroughbred Please, for the good of NE sports enthusiasts, continue bipartisan
horse racing at Suffolk Downs.

Thanks, from all,

PVS

From: [Mohamed Hassim](#)
To: [MGCcomments \(MGC\)](#)
Subject: Approve 4th Weekend Of Racing
Date: Sunday, July 29, 2018 11:37:01 PM

To Whom It May Concern,

Please approve the 4th weekend of racing. It will benefit the economic, the horsemen and creates additional jobs.

Thank you.
Mohamed Hassim

From: mbertoni@aol.com
To: [MGCcomments \(MGC\)](#)
Subject: racing
Date: Sunday, July 29, 2018 9:04:52 AM

to whom it may concern

please allow 4th weekend at suffolk as helps all with jobs and economy
Thank you

From: [bruce na](#)
To: [MGCcomments \(MGC\)](#)
Subject: 4th weekend
Date: Sunday, July 29, 2018 1:46:37 PM

Dear M G C Hello lam a Horsemen lam email u try add the 4th weekend it will add job and benefits the state for more money and help the people that love horse racing and the people around the track
Thank you Bruce Miller bruce 1360@yahoo.com

Sent from my iPhone



August 9, 2018

Dr. Alexandra R. Lightbown
Director of Racing
Massachusetts Gaming Commission
101 Federal Street, 12th Floor
Boston, MA 02110

Re: Suffolk Downs 2018 RHDF Request, September dates

Dear Dr. Lightbown:

In conjunction with our request for the Commission's approval of two additional racing dates (September 15 and 16), Sterling Suffolk Racecourse is hereby applying for a distribution of an additional \$1.1 million from the Race Horse Development Fund. This funding is consistent with the three festival weekends conducted so far in 2018.

To date, we have paid or allocated to be paid \$3,398,018 in overnight purses, distributions and awards of the \$3.5 million in RHDF funding approved by the Commission for the six race dates of 2018 (see attached).

In order to facilitate the prompt payment of purses, we are requesting the RHDF distribution in advance of September 15th. As we have in the past, we will provide the commission with a thorough accounting of all purse payments soon after the completion of the meet.

Please note that we make this request for less than all of the thoroughbred purse funds accumulated in the RHDF without prejudicing our position that the Commission is obligated to disburse all those funds immediately, and we reserve all rights with respect to that position.

Sincerely,

Chip Tuttle
COO Suffolk Downs

Telephone: 617-567-3900
525 McClellan Highway, East Boston, Massachusetts 02128

Made in Massachusetts



**Sterling Suffolk Racecourse, LLC
Purse Breakdown
2018**

	2018
MGC Funding	\$ 2,333,331
	\$ 1,166,669
Total MGC Funding	<u>\$ 3,500,000</u>
Purse June 9	\$ 606,710
Purse June 10	<u>480,970</u>
Total June	\$ 1,087,680
Purse July 7	\$ 561,900
Purse July 8	<u>539,613</u>
Total July	\$ 1,101,513
Purse Aug 4	\$ 660,600
Purse Aug 5	<u>548,225</u>
Total August	\$ 1,208,825
Purse Sep	\$ -
Purse Sep	<u>-</u>
Total Sep	\$ -
Total Purse	<u>\$ 3,398,018</u>
MGC Funding Balance	<u>\$ 101,983</u>



TO: Steve Crosby, Chairman
Gayle Cameron, Commissioner
Eileen O'Brien, Commissioner
Bruce Stebbins, Commissioner
Enrique Zuniga, Commissioner

FROM: Alexandra Lightbown, Director of Racing

CC: Edward Bedrosian, Executive Director
Catherine Blue, General Counsel

DATE: August 9, 2018

RE: Massachusetts Thoroughbred Breeders Association Request to Race at Finger Lakes

Dear Commissioners:

Greg Rose, Acting Chairman of the Massachusetts Thoroughbred Breeders Association has submitted a request for approval to run six additional races at Finger Lakes, two in August, two in September and two in October.

Recommendation: That the Commission approve the request of the Massachusetts Thoroughbred Breeders Association to run the six additional races.



Massachusetts Gaming Commission

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



MASSACHUSETTS THOROUGHBRED BREEDERS ASSOCIATION

121 Pine Street, Rehoboth, MA 02769

508-252-3690 voice & fax, www.massbredds.com

Massachusetts Gaming Commission

August 8, 2018

Dear Dr. Lightbown,

I am writing to inform you that the MTBA would like to run a 2018 Summer/Fall Program at Finger Lakes Race Track in New York. We would like to spend up to \$150,000 and have up to six races. The final details of the program cannot be determined at this time due to several reasons including cash flow, racing at Suffolk Downs in September and the Mass bred horse population available. The MTBA Board will work with the racing secretary at Finger Lakes to create a program that give opportunity to as many Mass Breds as possible. We ask that this request be placed in the August meeting as the MTBA would like the first race at Finger lakes to be run late August. There are six weeks between the August and September races at Suffolk Downs so we would like to schedule two races between these dates as well as several in October/November.

I would like to share an exciting story with you. We had two new breeders who came to our July meeting who told us that the reason they bred in Massachusetts, despite the uncertainty of a racetrack here, was due to racing at Finger Lakes and the ability of Mass Breds to earn awards out of state. We were very happy to hear this especially given the recent challenges we have had. We know that, although some of the races may be run outside the state, most of the owners and breeders are residents of Massachusetts and this opportunity to earn purse money and awards greatly helps our owners and breeders and increases the visibility of our program. Interest in Mass Bred horses can only be kept alive by running Mass Bred races. I would like to thank you and the commission for your continued support.

Sincerely,

Gregg Rose

Acting Chairman, Massachusetts Thoroughbred Breeders Association

From: [Gregg Rose](#)
To: [Lightbown, Alexandra \(MGC\)](#)
Subject: TENTATIVE SCHEDULE FOR FINGER LAKES AUTUMN 2018
Date: Thursday, August 09, 2018 3:55:41 PM

Hi Alex:

here is the tentative schedule of races depending on horse population and timing.

Monday August 27th The Beacon Hill Stakes \$ 25,000 added Distance One Mile

Tuesday August 28th the Abigail Adams Stakes \$25,000 added distance 6 furlongs

Tuesday October 9 the Back Bay Stakes \$ 25,000 added one mile

Monday October 29 the Paul Revere Stakes \$ 25,000 added distance 6 furlongs

Monday November 12 claiming \$5,000 purse \$10,000 distance 5.5 furlongs

Monday November 19th the Benjamin Franklin Stakes distance 1 mile.

If you have any questions or comments, please feel free to call me.

Thank you, enjoy the rest of your vacation

Gregg Rose