

RFA-2 APPLICATION
For a Category 1 or Category 2 Gaming License



Applicant: Springfield Gaming and Redevelopment LLC

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INSTRUCTIONS

General

This RFA-2 Application Form (the form itself “Application Form”, and along with all attachments “application”) was designed by the Massachusetts Gaming Commission (“Commission”) as a vehicle for each applicant to demonstrate that it has thought broadly and creatively about creating an innovative and unique gaming establishment in Massachusetts that will create a synergy with, and provide a significant and lasting benefit to, the residents of the host community, the surrounding communities, the region, and the Commonwealth of Massachusetts, and will deliver an overall experience that draws both residents and tourists to the gaming establishment and the Commonwealth of Massachusetts.

This application has been broken up into eight sections: A. Background; 1. Overview of Project; 2. Finance; 3. Economic Development; 4. Building and Site Design; 5. Mitigation; B. Signature Forms; and C. Public Records. Sections 1-5 contain the main categories of information each containing its own criteria, which the Commission will focus on for purposes of evaluating the application. Each criterion is outlined on a separate page of the application. This has been done for purposes of ensuring an organized response by the applicant and facilitating a uniform review of all applications by the Commission.

The application may only be submitted by applicants that have received a positive determination of suitability from the Commission in accordance with 205 CMR 115.05(3) and that do not owe any outstanding investigatory or community disbursement related fees. The application must be completed in accordance with these instructions. Any discrepancies may result in a negative determination of administrative completeness.

To the extent that an applicant is a newly formed entity or to date has been a largely non-operational entity, any information required to be provided relative to past performance or general practice shall, at a minimum, be provided in relation to the primary controlling and/or operating entity of the proposed gaming establishment and/or its significant business units.

If an applicant is unable to comply with or respond to any part of the application it may apply for a waiver or variance from the Commission in accordance with 205 CMR 102.03(4) in advance of the filing deadline. Further, applicants are encouraged to request a pre-application consultation with the Executive Director and/or Commission staff in accordance with 205 CMR 118.02 by contacting the Executive Director in the manner prescribed on the Commission’s website: www.massgaming.com. The purpose of the consultation(s) would solely be to provide guidance or clarification to the applicant relative to the RFA-2 application and review/evaluation procedures. All communications from an applicant should be directed to the Executive Director or Commission staff. **At no time during the application process should any applicant, agent of the applicant, qualifier, or other associated individual contact a Commissioner directly.**

Instructions

This RFA-2 Application does not constitute an offer of any nature or kind to any applicant or its agents. The Commission is under no obligation to issue a license to any of the applicants. By submitting an RFA-2 Application, the applicant is deemed to agree to all of the terms of this process. In accordance with G.L. c.23K, §19, for Category 1 license applicants, “[w]ithin any region, if the commission is not convinced that there is an applicant that has both met the eligibility criteria and provided convincing evidence that the applicant will provide value to the region in which the gaming establishment is proposed to be located and to the commonwealth, no gaming license shall be awarded in that region.” In accordance with G.L. c.23K, §20, for Category 2 license applicants, “[i]f the commission is not convinced that there is an applicant that has both met the eligibility criteria and provided convincing evidence that the applicant will provide value to the commonwealth, no category 2 license shall be awarded.”

To the extent that anything contained in this application is inconsistent with any other guidance or policy related document issued by the Commission in the past, this application shall control. To the extent that anything contained in this application is inconsistent with any provision of 205 CMR or G.L. c.23K, the governing law shall control.

Please also be reminded as you complete this application that G.L. c.23K, §23(a) requires all licensees to file annual reports with the Commission:

“explicitly stating its progress on meeting each of the stated goals and stipulations put forth in the licensee’s original application. Failure to meet stated goals within a reasonable time frame, as determined by the commission, shall result in additional fees as deemed fair and reasonable by the commission. Failure to meet stated goals may also result in revocation of the license at any time by the commission.”

Terms used in the application shall be given their most logical, plain meaning in the context of the application. Use of the term *facility*, for example, should ordinarily be read to mean the *gaming establishment* as a whole including amenities unless the context suggests otherwise. The Commission reserves the right to amend or clarify this application at any time prior to the deadline for the submission of applications.

For each RFA-2 application, all of the Commission’s costs and expenses of the RFA-2 administrative proceedings pursuant to 205 CMR 118.01 through 118.06 shall be borne by the applicant. All such costs and expenses shall be assessed to the applicant and collected by the Commission pursuant to 205 CMR 114.04: *Additional fees for investigations*.

The Commission will utilize its website, www.massgaming.com, to provide notices of hearings, notice of amendment or clarification of the RFA-2 Application Form, general updates, and general information relative to the application process.

Filling Out the Application

The application is divided into five primary sections, each section containing questions relating to that section. The applicant should answer each question fully. While a cross reference to other sections within the application may be included as part of an answer to a particular question, a cross reference may not serve as the entire answer to any particular question. Please make sure to include the name of the applicant in the provided space at the top of the page for each question. Answering each question requires consideration the following:

- (1) **Response Box:** If a question calls for a written response, the written response should be attached as set forth in the instructions for “[Electronic Application Format](#)” and “[Paper Application Format](#).” The box below the question is intended for the applicant to provide a brief overview of the written response. In some instances, the application will specify certain information that must be contained in the overview. That brief overview will be considered public information and released in response to any public records request. The attached written response, however, will be withheld from disclosure only if it is subject to an exemption to the public records law. (See [Public Records](#) instruction). While the applicant is urged to be mindful of the public nature of the overview, it must ensure that it provides a full and fair summary of the written response. Failure to provide adequate responses may result in a negative determination of administrative completeness being issued for the application.
- (2) **Attachments:** Where a question calls for a document to be attached in response or if the applicant wishes to supplement its written response with a document or other exhibit of any nature, it may attach such documents and/or exhibits as set forth in the instructions for “[Electronic Application Format](#)” and “[Paper Application Format](#).” All attachments must be named and listed in the designated space on the corresponding Application Form page. If the same attachment is responsive to multiple questions within the application, a copy of the attachment should be attached to each question, not just cross referenced. Most questions will require at least one attachment representing the written answer to the question, but some will require multiple attachments. The number of spaces for listing attachments does not correspond to the number of attachments that the Commission is requesting, and no inference should be drawn from the number of such provided spaces. The spaces are solely included for the convenience of the applicant. If there are more attachments to a question than can be listed on the Application Form, mark the appropriate box indicating that there are additional attachments and provide an additional sheet, as attachment labeled “#-##-00”, listing any additional attachments.

Every question must be answered completely. If a question or portion thereof is not applicable, enter “N/A” into the appropriate space. All questions that applicants for a Category 2 license are not required to respond to have been so identified. Category 2 applicants may, however, provide a response to these questions.

Submission of Materials

The RFA-2 application must be submitted by the application deadline. The deadline for **Category 2 applicants is October 4, 2013 at 2 p.m.** The deadline for **Category 1 applicants for Regions A and B is December 31, 2013 at 2 p.m.** Pursuant to 205 CMR 118.01(3) the Commission shall have no obligation to accept or review an application submitted after the established deadline. The applicant must submit two hard copies of the application and one electronic version. The two hard copies, prepared in accordance with the [Paper Application Format](#) section of these instructions, must be submitted to the following address:

Massachusetts Gaming Commission
84 State Street, 10th floor
Boston, MA 02109

The electronic version, prepared in accordance with the [Electronic Application Format](#) section of these instructions, may be submitted either via removable storage media or electronic upload:

- (a) The first method requires that the applicant load the application materials onto one CD, DVD, or USB disk and submit it with the hard copies of the application. The Commission requires that the applicant provide only a single removable media disk.
- (b) Alternatively, the applicant may satisfy the electronic submission requirement by uploading the application materials to the Commission's server. Directions as to how to upload the application materials will be provided on www.massgaming.com as the application deadline approaches.

Electronic Application Format

Whether the electronic version of the application materials is submitted via removable storage media or uploaded to the Commission's server, the applicant must abide by the following:

- (a) The applicant must submit this original completed 236 page application that has not been printed, signed, and scanned, but with all answers electronically filled in, all attachments identified, and all necessary boxes checked. This version is being required so that it may be searched electronically by the Commission during the evaluation process. This document must be in the original PDF format as provided to the applicant and contain exactly 236 pages.
- (b) The applicant must also submit this completed 236 page application with all answers electronically filled in, all attachments identified, all necessary boxes checked, and all required signatures affixed. This version is identical to the document described in (a) above, but it should also be printed, signed, and scanned. This scanned document must be in PDF format and contain exactly 236 pages.
- (c) The applicant must submit each attachment as its own electronic file. No electronic file should contain more than one document. Each attachment should be in PDF format unless otherwise required. The file names of all of the attachments must be named strictly in accordance with the following rules:
 - The first portion of the filename must contain the section number of the question followed by a hyphen, then the question number with a leading zero for numbers under 10 followed by a hyphen, and finally the attachment number with a leading zero for numbers under 10. This portion must be exactly seven characters in total (“#-##-##”).
 - The file name should then contain the descriptive name of the attachment, in at most 20 characters.
 - The name of the attachment must not contain the name of the applicant.
 - The final portion of the filename should be the extension, such as “.pdf” or “.xls”.
 - The file name should correspond to the list of attachments on the Application Form.
 - If the attachment is confidential or whole or in part (i.e.- exempt from disclosure under the Public Records Law), then the filename must have the word “CONFIDENTIAL” in all capital letters placed directly before the file extension. Failure to include this label may result in the public release of the document. (See section [C. Public Records](#)).

Instructions

Although a PDF version of each attachment is required, in certain cases providing an alternative file format may be helpful to the Commission in reaching its decision. For example, where the applicant is required to submit tables of calculations, such as a pro-forma financial projection, it should be submitted in spreadsheet format so that the Commission may numerically analyze this information. The applicant may also, although not required, provide other documents such as videos, interactive documents, or physical models. These types of documents do not readily lend themselves to conversion into PDF format. For these documents, the applicant should provide both the document in original format, and a PDF file describing the existence of such a document within the applicant's application materials. The file name of the alternate format, if it is in fact a computer readable file, and the filename of the PDF format of the attachment should be identical excluding the file extension.

No electronically submitted document to the Commission may be password protected. If encryption is required during the transmission of the documents to the Commission, all documents must be placed into a single encrypted file container. The individual documents should not be encrypted separately. Examples of acceptable encryption include using a single ".zip" file containing all of the required documents or using an encrypted USB disk.

Electronic folders for organizing the submitted Application Form and attachments may be used but are not required. The applicant should ensure that the numerical prefix to all electronic files is correct. Physical folders or multiple storage media should not be used to organize the electronic version of the application.

Any attachments containing a table of calculations, such as a pro-forma financial projection, should be included in the electronic submission in a spreadsheet format, preferably Microsoft Excel ".xls" files.

The following is an example of select files of a properly organized application:

```
1-06-01 Answer.pdf
1-06-02 Agreement with Partner.pdf
2-11-01 Pro Forma Projections CONFIDENTIAL.pdf
2-11-01 Pro Forma Projections CONFIDENTIAL.xls
4-60-00 List of Additional Attachments.pdf
4-60-01 Answer.pdf
4-60-02 Diagram of Security CONFIDENTIAL.pdf
A-07-01 Owners of Applicant.pdf
Application.pdf
Signed Application.pdf
```

Paper Application Format

The applicant must submit two hard copies of the application. Each of the two paper versions of the application should be submitted in three ring binders, and each of the two copies will have a minimum of six binders:

1. Application Form, including all signature pages and public records chart, but no attachments
2. Overview
3. Finance
4. Economic Development
5. Building and Site Design
6. Mitigation

The first binder will contain a complete copy of the entire 236 page Application Form, filled out and signed, but with no attachments. This copy will be released to the public in its entirety in response to any public records request.

The remaining five binders will contain the answers and attachments to questions in each of the five sections. These binders should have copied in them the completed question page from the Application Form followed by all of the attachments identified in the attachment list on the question page. If the attachments for a section cannot fit in a single binder, that section may be split between multiple binders, but more than one section may not appear in a single binder.

Each binder must be clearly labeled with the applicant's name, the section name, and the words "Binder # of #" if multiple binders comprise one section.

Within each binder containing attachments, each attachment must be tabbed and the tab must be labeled with the seven character number of the attachment. This number is the section number followed by a hyphen, then the question number with a leading zero for numbers under 10 followed by a hyphen, and finally the attachment number with a leading zero for numbers under 10. This number will be exactly seven characters in total ("#-##-##"). The tabbed number and the number prefixed to the filename of the electronic version of the attachments should be the same.

If a certain attachment is better presented in a format that does not fit within a binder, provide a sheet in the binder identifying that the attachment is contained separately.

Introductory Presentation

Each applicant will be required to make an informational introductory presentation of its RFA-2 application to the Commission. The presentation is intended to afford the applicant an opportunity to provide the Commission with a roadmap of the contents of the application, explain any particularly complex information, and highlight any specific areas it desires. The presentations for applications within a region or category will all be held on the same day approximately 2 weeks after the application submission deadline. Each presentation will be limited to 90 minutes. The Commission does not anticipate asking questions of the applicant other than for purposes of clarification. The order of the presentations will be drawn by lot at a public meeting of the Commission.

Public Hearing

In accordance with [G.L. c.23K, §17\(c\) and \(d\)](#) and [205 CMR 118.05](#) the Commission will convene a public hearing in the subject host community relative to each application. The public hearing will provide the Commission with the opportunity to address questions and concerns relative to the proposal of a gaming applicant to build a gaming establishment, including the scope and quality of the gaming area and amenities, the integration of the gaming establishment into the surrounding community and the extent of required mitigation plans and receive input from members of the public from an impacted community. The Commission will send written notice of the public hearing to the applicant for a gaming license and to the city or town clerk of each host and surrounding community at least 30 days before the public hearing. The Commission will post the notice of the public hearing on its website: www.massgaming.com.

The chair or his designee shall preside over the public hearing. The applicant and its agents and representatives shall attend the public hearing, may make a presentation and respond to questions or public comments as directed by the chair or his designee. The applicant shall have at least one individual available who, based on actual knowledge, is prepared to respond on behalf of the applicant to such questions or public comments that can reasonably be anticipated relative to the contents of its application, including the scope and quality of the proposed gaming area and amenities, the integration of the proposed gaming establishment into the host and surrounding communities and the extent of required mitigation plans. Representatives of the host community, representatives of the surrounding communities and representatives of the impacted live entertainment venues may attend the public hearing, may make a presentation and respond to questions as directed by the chair or his designee. Others may attend the public hearing and may make a presentation in the discretion of the Commission. Prior to the hearing the Commission will prescribe the manner in which it will receive comments from members of the public, and may take the opportunity during the hearing to read into the record any letters of support, opposition or concern from members of a community in the vicinity of the proposed gaming establishment.

Public Records

Generally, it is the Commission's intention to release the entire 236 page Application Form itself, including overviews typed into the boxes within the questions and lists of attachments, to the public in response to any request for such public records. The actual attachments submitted in response to the questions will be released to the public unless they meet an exemption to the Public Records Law. The Application Form is designed so that when properly completed, a broad, though comprehensive, overview of the applicant's proposal is presented. However, the applicant should keep the public nature of the Application Form itself in mind when answering the questions. The applicant must nevertheless provide a responsive overview in the applicable boxes instead of solely relying on attachments.

The attachments may be exempt from public disclosure. The Commission has identified all classes of documents it has determined to be presumptively exempt from disclosure in section [C. Public Records](#). An applicant may request application of an exemption to a specific document identified in section *C. Public Records* by appropriately completing that section of the application. In addition to requesting the exemption in section C., the applicant must properly assign the document an electronic filename containing the word "CONFIDENTIAL" as discussed in the [Electronic Application Format](#) instructions above. Any documents that are not so properly labeled and identified in section C will be presumed to be a public record and may be released in response to a public records request without further notice to the applicant. FAILURE TO FOLLOW THESE INSTRUCTIONS MAY ALSO RESULT IN A NEGATIVE DETERMINATION OF ADMINISTRATIVE COMPLETENESS BEING ISSUED FOR THE APPLICATION.

Please note, though the Commission will use its best efforts to protect any information it deems subject to an exemption, final appeals are adjudicated by the [Secretary of the Commonwealth](#) in accordance with G.L. c.66, §10.

Evaluation

Upon receipt of the application and all attachments, the Commission will briefly review the entire submission for administrative completeness in accordance with 205 CMR 118.03. Any material deficiencies in the application may be cured within seven days after the email notice from the Executive Director as described in 205 CMR 118.03. Non-material deficiencies may be cured within fourteen days after the date of the email notice from the Executive Director as described in 205 CMR 118.03. Generally speaking, all of the items listed in the checklists that precede each of the five sections contain items that will be deemed material. **Pursuant to 205 CMR 118.01(3) the Commission shall have no obligation to accept or review an application issued a negative determination of administrative completeness.** Email notices relative to administrative completeness and any deficiencies will be provided to the applicant's primary contact person, as listed in question A-10.

Evaluation of the application will be conducted in accordance with 205 CMR 118.04 and 119.03. In evaluating the application, the Commission will create five review teams; each team, which will be led by one of the Commissioners, will review one specific numbered section of the application. A team may be comprised of Commission staff, retained experts or specialists, Commission or Commonwealth consultants, and any other personnel necessary to assist the Commission in a thorough evaluation of its assigned section. Each team will evaluate its assigned section for each submitted application and present its analysis and findings to the Commission. The Commission will evaluate the applications as a whole, without assigning any fixed weight to any of the sections.

During the evaluation process, the Commission does not anticipate asking for a best and final offer from the applicants, but may ask applicants for clarification or elaboration on a response. Any failure to respond or failure to submit sufficient information in response to a request for information may be grounds for denial of the application. Please note, in reviewing and evaluating the RFA-2 Application, the Commission may also review and consider the information in its possession gathered as part of the RFA-1 application process.

Checklist

Complete this checklist prior to submitting any materials to the Commission.

- The applicant answered all questions in this Application Form that it was required to respond to.
- All answer boxes on this application are filled in with an appropriate answer and all checklists completed.
- Any question requiring an attachment has the attachment noted on the Application Form, or on a supplemental index page if additional space is required.
- The applicant properly named the electronic version of all files and is submitting those files in addition to the two hard copies.
- The applicant understands that if an electronic file does not contain the word “CONFIDENTIAL” in the file name **AND** is not properly identified in section *C. Public Records* it may be released to the public in response to a request for public records.
- The applicant has prepared and is submitting two paper copies of the entire 236 page application and all attachments properly organized in multiple binders.
- The applicant is submitting two electronic PDF versions of this Application Form in accordance with the “Electronic Application Format” instructions.
- The original electronic file format is submitted for numerical charts and calculations, when available, along with an identically named PDF version of that file.
- No electronic files have been password protected, unless in accordance with the “Electronic Application Format” instructions.
- The applicant has signed all required pages in section *B. Signature Forms* of this application.
- The applicant has completed section *C. Public Records* of this application.
- The applicant will update the Commission if there are any changes to the information presented in the Application or any attachments.
- The applicant has forwarded a copy of the completed studies, as required by 205 CMR 118.01(5) and requested in questions 2-18, 2-35, 3-1, and 5-2 to each prospective surrounding community on the applicable list compiled by the Commission.

A. BACKGROUND

Background

A-1 Name of the applicant (person or entity in whose name the license would be issued)

Name: Springfield Gaming and Redevelopment, LLC

A-2 Category of gaming license applying for (check one box)

Category 1 (full casino)

Category 2 (slots only)

A-3 Mailing address of the applicant

825 Berkshire Boulevard

Number and Street

Wyomissing

PA

19610

City

State

Zip Code

610-373-2400

610-373-2804

corporate@pngaming.com

Phone

Fax

Email

A-4 Type of business entity that the applicant is formed as

Entity: Limited Liability Company

A-5 State under the laws of which the business entity it is incorporated, organized, formed, or registered

State: Delaware

Please attach proof of formation as an entity and label it "A-05-01 Entity formation."

A-6 Location of the principal place of business of the applicant

301 Washington St.

Number and Street

Plainville

MA

02762

City

State

Zip Code

610-373-2400

610-373-2804

frank.donaghue@pngaming.com

Phone

Fax

Email

A-7 Names, addresses, and titles of its owners, members, partners, directors and/or stockholders of the applicant

Please attach a list containing the above requested information and label it “A-07-01 Owners of Applicant.”

A-8 Do all qualifiers identified by the Commission in accordance with 205 CMR 116.00 and deemed suitable under the RFA-1 process in accordance with 205 CMR 115.00 maintain the association with the applicant as of the filing of this application as was previously identified in the RFA-1 process?

Yes No

If no, please attach a written explanation and label it “A-08-01 Qualifiers.”

A-9 Does the applicant have, or anticipate having upon award of a license, any new qualifiers in accordance with 205 CMR 116.00 that have not yet been identified to the Commission and deemed suitable under the RFA-1 process in accordance with 205 CMR 115.00?

Yes No

If yes, please attach a written explanation and label it “A-09-01 New Qualifiers.”

Please see [Attachment A-9](#) for a discussion of the Anticipated Spin-off of Penn National's real estate assets.

A-10 Primary contact person for the applicant

Frank Donaghue

Name

825 Berkshire Boulevard

Number and Street

Wyomissing

PA

19610

City

State

Zip Code

610-373-2400

610-373-2804

frank.donaghue@pngaming.com

Phone

Fax

Email

A-11 Proposed city/town in which gaming establishment is to be located (host community)City/Town 1. Plainview, MACity/Town 2. n/a**A-12 Primary contact person for the host community***First Host Community:*

Joseph Fernandes - Town Administrator

Name and title

142 South Street (PO Box 1717)

Number and Street

Plainville

MA

02762

City

State

Zip Code

508-695-3010 ext. 11

508-695-1857

jfernandes@plainville.ma.us

Phone

Fax

Email

Second Host Community (if multiple):

n/a

Name and title

Number and Street

City

State

Zip Code

Phone

Fax

Email

A-13 Name of person or entity that will operate or manage the gaming establishment

Penn National Gaming, Inc. (through its subsidiary Springfield Gaming and Redevelopment, LLC)

Name and title

825 Berkshire Boulevard

Number and Street

Wyomissing

PA

19610

City

State

Zip Code

610-373-2400

610-373-2804

Phone

Fax

Email

A-14 Table of organization

Please attach a projected table of organization detailing the organizational structure likely to be utilized by the applicant in the event that it is awarded a license. The table should include owners, investors and the top executives, as well as upper, mid and lower supervision tiers. Further, specificity as to which executives are anticipated to be on site in Massachusetts and which based in other jurisdictions but assisting in oversight of the Commonwealth operations is requested. Please label the table “A-14-01 Table of Organization.”

1. OVERVIEW OF PROJECT

Since it began operations more than a year ago and throughout its nearly seventy public meetings and eight public educational sessions, the members of the Massachusetts Gaming Commission have tried to articulate a vision, rooted in the expanded gaming legislation, of how it would like to see expanded gaming conceived of and operated in the Commonwealth. The backbone of that vision will be found in considerable detail in the four other sections of this application: finance, economic development, building and site design, and mitigation. In addition to these basic structures, the Commission has tried to articulate its aspirations for something more- something unique, something special, something innovative- in the architecture of the gaming industry in Massachusetts. In this part of the application the applicant is asked to respond in detail to the broad thematic questions on the following pages that, in combination, embrace that architecture.

Overview

1-1 Massachusetts Brand

How does the project you propose manifest an appreciation for and collaboration with the existing Massachusetts “brand,” i.e., our intellectual/knowledge economy; our biomedical, life sciences, educational and financial services economic driver; and our long history of innovation and economic regeneration over the 400 years of our existence?

Please attach a detailed, written response to this question as attachment 1-01-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

“MASSACHUSETTS. IT’S ALL HERE”
 “THE BEST ISLAND IN THE WORLD. WICKED SWEET ACCENTS. AMERICA’S OLDEST AND MOST BELOVED BALLPARK. THE WORLD’S GREATEST CLAM CHOWDER. THE BEST ART YOU’VE EVER SEEN AND THE WORST. RICH HISTORY AND ENDLESS EXCITEMENT IN BOSTON, GORGEOUS BEACHES ON CAPE COD, MARTHA’S VINEYARD AND BEYOND, TWELVE SKI AREAS, SMALL TOWN CHARM, OUTDOOR FUN IN THE BEAUTIFUL BERKSHIRES, AND A TOWN CALLED BELCHERTOWN. EXCUSE US.”
 -- www.MassVacation.com

Penn National Gaming would like to add “state-of-the-art, fully integrated racing and gaming venue” to the long list of exciting, thriving attractions Massachusetts has to offer. We firmly believe our unique brand of entertainment, developed in concert with the regional business community and existing tourist and retail attractions, can be a significant additional amenity and economic driver for the Greater Boston Region and Massachusetts as a whole. As discussed below and throughout the application, our project embodies core attributes of the history of Massachusetts while actively reinforcing and promoting the Commonwealth’s brand and breadth of its offerings.

List of Attachments:

1-01-01 <u>Massachusetts Brand</u>	1-01-11 _____
1-01-02 _____	1-01-12 _____
1-01-03 _____	1-01-13 _____
1-01-04 _____	1-01-14 _____
1-01-05 _____	1-01-15 _____
1-01-06 _____	1-01-16 _____
1-01-07 _____	1-01-17 _____
1-01-08 _____	1-01-18 _____
1-01-09 _____	1-01-19 _____
1-01-10 _____	1-01-20 _____

Check this box if you have additional attachments:

Overview

1-2 Destination Resort

(Optional For Category 2 applicants) Some visionaries in the gaming business describe an evolution of gaming facilities from “convenience casinos” to “destination resorts” to “city integrated resorts.” Explain what, if any, meaning “city integrated resorts” has to you, and how you anticipate following its principles, if in fact you subscribe to them. Additionally, please explain how the project you propose embraces the Legislature’s mandate to present "destination resort casinos" rather than "convenience casinos”?

Please attach a detailed, written response to this question as attachment 1-02-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Despite not being located in a city, Plainridge Park Casino’s proximity to four major Massachusetts venues – Gillette Stadium at Patriot Place, Wrentham Village Premium Outlets, TPC Boston, and the Comcast Center in Mansfield – considerably enhances the region as a destination for visitors to spend a weekend enjoying the attractions. Our project sits at the crossroads of all four locations, with each no more than a 10-minute drive away.

No other proposal can compete with this outward-facing strategy. We are extremely confident that the crossroads of Norfolk and Bristol Counties can become the destination for sport and leisure enthusiasts in the region, capturing substantial in-state and out-of-state audiences.

Please see Attachment 1-02-01 for more information.

List of Attachments:

1-02-01 <u>Destination</u>	1-02-10 _____
1-02-02 _____	1-02-11 _____
1-02-03 _____	1-02-12 _____
1-02-04 _____	1-02-13 _____
1-02-05 _____	1-02-14 _____
1-02-06 _____	1-02-15 _____
1-02-07 _____	1-02-16 _____
1-02-08 _____	1-02-17 _____
1-02-09 _____	1-02-18 _____

Check this box if you have additional attachments:

Overview

1-3 Outward Looking

How do you propose to merge the creation of a destination resort casino or slots parlor with the concept of creating an outward looking physical structure; that is, an establishment that relates to and is integrated with the host and surrounding communities, leverages Massachusetts’ existing assets, and enhances and coordinates with Massachusetts’ existing tourism and other leisure venues?

Please attach a detailed, written response to this question as attachment 1-03-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The introduction of gaming at Plainridge Park will permit the continued operation of the existing horse racing and simulcasting operations and provide local residents and visitors with new venues for entertainment and dining. Plainridge Park will continue to fit in the community as the design for draws its inspiration from the history and rural charm of the Town of Plainville and the surrounding communities. Plainridge Park will enhance the existing tourism and leisure venues in the area including Gillette Stadium and the Wrentham Village Premium Outlets.

List of Attachments:

1-03-01 <u>Outward Looking</u>	1-03-11 _____
1-03-02 <u>Vincinity Map</u>	1-03-12 _____
1-03-03 <u>Design Narrative</u>	1-03-13 _____
1-03-04 <u>Aerial - Day</u>	1-03-14 _____
1-03-05 <u>Aerial - Night</u>	1-03-15 _____
1-03-06 <u>Approach Rendering</u>	1-03-16 _____
1-03-07 <u>The Ridge</u>	1-03-17 _____
1-03-08 <u>Indigenous Material</u>	1-03-18 _____
1-03-09 <u>Town Images</u>	1-03-19 _____
1-03-10 <u>Town Images</u>	1-03-20 _____

Check this box if you have additional attachments:

Overview

1-4 Competitive Environment

Describe the competitive environment in which you anticipate operating over the next 10 years and how you plan to succeed in that environment without taking revenues away from other Massachusetts gaming establishments, race tracks or businesses.

Please attach a detailed, written response to this question as attachment 1-04-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

We consider our major competitors to be the existing or planned casino facilities located in Connecticut, Rhode Island, and Western Massachusetts. We believe our history of building and operating exciting casino facilities that are clean, safe, and staffed with team members providing excellent service and value for our guests will allow Plainridge Park Casino to be a success in this competitive market. Our proximity to the Rhode Island border and the I-495 and I-95 interchange gives us a unique advantage over other competing applicants to intercept business currently visiting out-of-state casinos and to attract customers from the Providence, Rhode Island designated market area (DMA).

Additionally, our pairing of live harness racing with a state-of-the-art casino will provide us with unique marketing opportunities and greater appeal than a casino that only offers slot machines. Moreover, no other applicant can match Penn National's experience operating in competitive markets.

Attachment 1-04-01 provides more detail on the expected competitive environment of our facility.

List of Attachments:

1-04-01 <u>Competition</u>	1-04-11 _____
1-04-02 _____	1-04-12 _____
1-04-03 _____	1-04-13 _____
1-04-04 _____	1-04-14 _____
1-04-05 _____	1-04-15 _____
1-04-06 _____	1-04-16 _____
1-04-07 _____	1-04-17 _____
1-04-08 _____	1-04-18 _____
1-04-09 _____	1-04-19 _____
1-04-10 _____	1-04-20 _____

Check this box if you have additional attachments:

Overview

1-5 Meeting Unmet Needs

How do you propose to work with affiliated attractions and amenities to broaden the market base of the gaming facility and to meet unmet needs in our array of entertainment, education and leisure resources?

Please attach a detailed, written response to this question as attachment 1-05-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will serve as an important complementary amenity to the entertainment and leisure activities offered in the Greater Boston region. The area includes an abundance of beaches, hiking trails, and camping options. There are multiple venues for sport or live music, ranging from large scale events offered at Gillette Stadium and the Comcast Center to more eclectic spaces like the South Shore Music Circus in Weymouth. There are also museums, regional theatres, and historical attractions. Plainridge Park Casino will supplement the array of activities offered by significantly increasing visitation to the area.

There is a great synergy in entertainment clusters. Our project expects to act as a catalyst by serving as the entertainment hub of the region. Plainridge Park Casino will provide a venue for customers to visit after a day of shopping or to meet with friends after a game or show. This is due to our central location, ease of access (optimally located at the interchange of Interstates 495 and 95), relaxed atmosphere, and unique gaming and horse racing offerings.

List of Attachments:

1-05-01 <u>Meeting Unmet Needs</u>	1-05-11 _____
1-05-02 _____	1-05-12 _____
1-05-03 _____	1-05-13 _____
1-05-04 _____	1-05-14 _____
1-05-05 _____	1-05-15 _____
1-05-06 _____	1-05-16 _____
1-05-07 _____	1-05-17 _____
1-05-08 _____	1-05-18 _____
1-05-09 _____	1-05-19 _____
1-05-10 _____	1-05-20 _____

Check this box if you have additional attachments:

Overview

1-6 Collaborative Marketing

How do you intend to market aggressively outside Massachusetts and internationally, perhaps in cooperation with our existing industries and organizations such as [MassPort](#) and the [Massachusetts Office of Travel and Tourism](#) (“MOTT”), and certainly in collaboration with our existing institutional drivers of economic and international development?

Please attach a detailed, written response to this question as attachment 1-06-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming will employ an integrated approach to aggressively market Plainridge Park Casino beyond the borders of Massachusetts. We will immediately utilize our customer database of over 4.3 million active customers within the United States and Canada to develop a sustained approach to cross-marketing the facility with area attractions. We will engage our advertising agency to develop pre- and post-opening strategies to target states bordering Massachusetts and throughout the region to complement our direct marketing activity. It will include outdoor media, television, radio, print, online, and social media to promote Plainridge Park Casino as a regional destination.

We will partner with local and regional motor coach operators to offer travel and gaming packages to bring guests to Plainridge Park Casino and the surrounding area on a regular basis. We intend to partner with key local and regional tourism groups such as Massport, Massachusetts Office of Travel and Tourism, Massachusetts Lodging Association, and the Massachusetts Restaurant Association to drive initial trial and long-term repeat visitation and revenue to the Plainridge Park Casino and the surrounding area.

List of Attachments:

1-06-01 <u>Collaborative Mktg</u>	1-06-11 _____
1-06-02 _____	1-06-12 _____
1-06-03 _____	1-06-13 _____
1-06-04 _____	1-06-14 _____
1-06-05 _____	1-06-15 _____
1-06-06 _____	1-06-16 _____
1-06-07 _____	1-06-17 _____
1-06-08 _____	1-06-18 _____
1-06-09 _____	1-06-19 _____
1-06-10 _____	1-06-20 _____

Check this box if you have additional attachments:

Overview

1-7 Diverse Workforce and Supplier Base

Describe your commitment to a diverse workforce and supplier base, and an inclusive approach to marketing, operations and training practices that will take advantage of the broad range of skills and experiences represented in our Commonwealth's evolving demographic profile. Further, identify and discuss the diversity within the leadership and ownership of the applicant, if any.

Please attach a detailed, written response to this question as attachment 1-07-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will adopt an Equal Employment Opportunity (EEO) policy to provide employment and advancement opportunities to all employees, suppliers, and applicants. Penn National Gaming makes employment decisions based on each person's performance, qualifications, and abilities. We do not discriminate in employment opportunities or practices on the basis of race, color, religion, gender, national origin, age, disability, or any other characteristic protected by law.

We are committed to a diverse workforce that reflects the demographic make-up of the region. Advertising for open positions will include a broad range of diverse media sources such as print, radio, television and online. Further, we will direct significant recruitment advertising to media sources targeting minority groups.

Similarly, we will work with the Massachusetts Supplier Diversity Office as well as minority business groups and organizations to identify a diverse group of vendors to supply goods and services to the facility during both the construction and operations phases. Plainridge Park Casino has already been in contact with Jill Griffin, Director of Workforce, Supplier and Diversity Development for Massachusetts Gaming Commission and will work closely with her on our procurement activities. Please refer to the template diversity plan that addresses employment, construction and vendors.

List of Attachments:

1-07-01 <u>Diversity</u>	1-07-11 _____
1-07-02 _____	1-07-12 _____
1-07-03 _____	1-07-13 _____
1-07-04 _____	1-07-14 _____
1-07-05 _____	1-07-15 _____
1-07-06 _____	1-07-16 _____
1-07-07 _____	1-07-17 _____
1-07-08 _____	1-07-18 _____
1-07-09 _____	1-07-19 _____
1-07-10 _____	1-07-20 _____

Check this box if you have additional attachments:

Overview

1-8 Broadening the Region’s Tourism Appeal

What is your overall perspective and strategy for broadening the appeal of your region and the Commonwealth to travelers inside and outside of Massachusetts?

Please attach a detailed, written response to this question as attachment 1-08-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino’s proximity to four major Massachusetts venues – Gillette Stadium at Patriot Place, Wrentham Village Premium Outlets, TPC Boston, and the Comcast Center in Mansfield – considerably enhances the region as a destination for visitors to spend a weekend enjoying these attractions. Our project sits at the crossroads of all four locations, with each no more than a 10-minute drive away.

The key aspects of our overall strategy to broaden the appeal of the region and the Commonwealth to travelers inside and outside of Massachusetts are shown below:

- Partner closely with state and regional tourism boards and networks, such as the Massachusetts Office of Travel and Tourism ("MOTT"), the Regional Tourism Council (RTC), and other key groups, such as the Governor’s Conference on Travel & Tourism and MassJazz.
- Work in concert with local partners to promote and integrate our offerings at local retailers, hoteliers, entertainment venues, etc.
- Advertise casino promotions, entertainment schedules, events and dining specials.
- Use the existing Penn National Gaming database of 4.3 million active customers to direct market live harness racing, entertainment casino promotions and non-gaming amenities.

List of Attachments:

1-08-01 <u>Regional Tourism</u>	1-08-11 _____
1-08-02 <u>Racing</u>	1-08-12 _____
1-08-03 <u>Racing Advertising</u>	1-08-13 _____
1-08-04 <u>Racing Article</u>	1-08-14 _____
1-08-05 _____	1-08-15 _____
1-08-06 _____	1-08-16 _____
1-08-07 _____	1-08-17 _____
1-08-08 _____	1-08-18 _____
1-08-09 _____	1-08-19 _____
1-08-10 _____	1-08-20 _____

Check this box if you have additional attachments:

Overview

1-9 Post Licensing

Describe any post-licensing actions by the Commission or the Commonwealth of Massachusetts that you believe will be essential for the success of the project you are proposing.

Please attach a detailed, written response to this question as attachment 1-09-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

We believe that maintaining open, cooperative, and constructive dialogue with casino operators in the Commonwealth will be essential for the success of gaming in Massachusetts. As evidence of our experience we ask the Commission to evaluate the success Penn facilities have enjoyed in the 18 other jurisdictions in North America in which we currently operate.

List of Attachments:

1-09-01 <u>n/a</u>	1-09-11 _____
1-09-02 _____	1-09-12 _____
1-09-03 _____	1-09-13 _____
1-09-04 _____	1-09-14 _____
1-09-05 _____	1-09-15 _____
1-09-06 _____	1-09-16 _____
1-09-07 _____	1-09-17 _____
1-09-08 _____	1-09-18 _____
1-09-09 _____	1-09-19 _____
1-09-10 _____	1-09-20 _____

Check this box if you have additional attachments:

2. FINANCE

Prerequisites

Does your application:

- Provide a timeline for construction as required by Question 2-10?
- Demonstrate the manner in which the Applicant plans to Maximize Revenues for the Commonwealth?
- Provide completed studies and reports as required by Question 2-18?
- Provide a full description of the proposed internal controls as required by Question 2-22?
- Provide a market analysis as required by Question 2-26?
- Realize maximum capital investment exclusive of land?
- Show the total capital investment as required by Question 2-27?
- Show the total investment outside the boundaries of the gaming facility as required by Question 2-28?
- Offer the highest and best value to create a secure and robust gaming market?
- Provide a study showing the overall economic benefit as required by Question 2-35?

Prerequisites

2-1 Application Fee and Community Disbursements

All applicants have paid a nonrefundable application fee of \$400,000 to the Commission to defray the costs associated with the processing of the application and investigation of the applicant. However, if the costs of the investigation exceed or have exceeded the initial application fee, the applicant shall pay the additional amount to the Commission within 30 days after notification of insufficient fees by the Commission or the application shall be rejected. Similarly, each applicant shall pay to the Commission all amounts in excess of the initial \$50,000 of the application fee for purposes of making approved Community Disbursements in accordance with 205 CMR 114.03. Is the applicant current with all payments to the Commission for amounts in excess of the initial application fee?

Yes No

2-2 Licensing Fee

An applicant must demonstrate that it is able to pay the licensing fee (\$85,000,000 for a Category 1 license and \$25,000,000 for a Category 2 license) in the event that it is awarded a license. The Commission will refer to information and documentation in its possession as a result of the RFA-1 application process as well as to responses to inquires in this section to make this determination. The applicant may attach additional documentation or provide further evidence as to its ability to pay (as attachments 2-02-01 *et. seq.*). Further, the applicant must commit to paying the gaming licensing fee in the event that it is awarded a license. Have you signed and attached the required acknowledgment form contained in section [B. Signature Forms](#)?

Yes No

2-3 Minimum Capital Investment

In accordance with the design plans submitted in accordance with section 4 of the RFA-2 application that applicant must agree to invest not less than \$500,000,000 into a Category 1 gaming establishment or \$125,000,000 into a Category 2 gaming establishment. Further, unless granted leave by the Commission, the applicant must agree to expend at least the amount identified as the capital investment in accordance with section 2-27 of the RFA-2 application. Have you signed and attached the required acknowledgment form contained in section [B. Signature Forms](#)?

Yes No

Prerequisites

2-4 Land

The applicant must own or acquire the land where the gaming establishment is proposed to be constructed within 60 days after a license has been awarded (an applicant shall be deemed to own the land if it has entered into a tenancy for a term of years under a lease that extends not less than 60 years beyond 15 years for a Category 1 license or 5 years for a Category 2 license). Please attach a copy of a lease, deed, option, or other documentation to this page and provide an explanation as to the status of the land on which the proposed establishment will be constructed in the box below. If the applicant does not presently possess an ownership interest in the location, provide an agreement, and description of its plan as to how it intends to own or acquire, within 60 days after a license has been awarded, the land where the gaming establishment is proposed to be constructed. Further, state whether the land that the applicant purchased or intends to purchase is publicly-owned.

Please provide a brief overview in this box relative to the status of the land. The response provided in this box will be released to the public.

The applicant controls the approximately 89 acre parcel by way of a binding option agreement to purchase assets executed on September 3, 2013. A redacted copy of that agreement is attached. The applicant has the funds available to exercise that option within 60 days after the Category 2 license is awarded. The land under contract is not publicly-owned.

List of Attachments:

2-04-01 <u>Land Option</u>	2-04-07 _____
2-04-02 _____	2-04-08 _____
2-04-03 _____	2-04-09 _____
2-04-04 _____	2-04-10 _____
2-04-05 _____	2-04-11 _____
2-04-06 _____	2-04-12 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-5 Audited Financial Statements

Provide an independent audit report of financial activities and interests for each of the last five years, including, but not limited to, the disclosure of all contributions, donations, loans or any other financial transactions to or from a gaming entity or operator in the past 5 years. If applicant is comprised of more than one legal entity, provide financial statements for each. Do not include financial statements for individual partners, officers or shareholders.

[Note Financial Statements are located in binder titled: "Section 2 Financial Statements & SEC Filings"](#)

List of Attachments:

2-05-01 <u>Fin. Stmnts. 11 & 12</u>	2-05-21 _____
2-05-02 <u>Fin. Stmnts. 09 & 10</u>	2-05-22 _____
2-05-03 <u>Fin. Stmnts. 07 & 08</u>	2-05-23 _____
2-05-04 _____	2-05-24 _____
2-05-05 _____	2-05-25 _____
2-05-06 _____	2-05-26 _____
2-05-07 _____	2-05-27 _____
2-05-08 _____	2-05-28 _____
2-05-09 _____	2-05-29 _____
2-05-10 _____	2-05-30 _____
2-05-11 _____	2-05-31 _____
2-05-12 _____	2-05-32 _____
2-05-13 _____	2-05-33 _____
2-05-14 _____	2-05-34 _____
2-05-15 _____	2-05-35 _____
2-05-16 _____	2-05-36 _____
2-05-17 _____	2-05-37 _____
2-05-18 _____	2-05-38 _____
2-05-19 _____	2-05-39 _____
2-05-20 _____	2-05-40 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-6 Unaudited Financials and SEC Filings

Provide any unaudited financial statements and all SEC filings for the applicant, if applicable, for the current fiscal year through the end of the most recent quarter prior to filing.

Note: Financials and SEC filings are located in binder titled: "Section 2 Financial Statements & SEC Filings"

List of Attachments:

2-06-01	<u>SEC 8K 1-16-13</u>	2-06-21	<u>SEC 3-A 4-5-13</u>
2-06-02	<u>SEC 8K 1-30-13</u>	2-06-22	<u>SEC 3 6-12-13</u>
2-06-03	<u>SEC 8K 1-31-13</u>	2-06-23	<u>SEC 14A Proxy 4-30</u>
2-06-04	<u>SEC 8K 4-18-13</u>	2-06-24	<u>SEC S3 1-31</u>
2-06-05	<u>SEC 8K 5-15-13</u>	2-06-25	<u>SEC Form 4 Summary</u>
2-06-06	<u>SEC 8K 6-12-13</u>	2-06-26	<u></u>
2-06-07	<u>SEC 8K 7-23-13</u>	2-06-27	<u></u>
2-06-08	<u>SEC 8K 8-30-13</u>	2-06-28	<u></u>
2-06-09	<u>SEC 10K 2012</u>	2-06-29	<u></u>
2-06-10	<u>SEC 10K-A 2012</u>	2-06-30	<u></u>
2-06-11	<u>SEC 10Q 1Q-13</u>	2-06-31	<u></u>
2-06-12	<u>SEC 10Q 2Q-13</u>	2-06-32	<u></u>
2-06-13	<u>SEC 13G Harris 1-31</u>	2-06-33	<u></u>
2-06-14	<u>SEC 13G TIAA 1-31</u>	2-06-34	<u></u>
2-06-15	<u>SEC 13G BAMCO 2-14</u>	2-06-35	<u></u>
2-06-16	<u>SEC 13G Harris 2-14</u>	2-06-36	<u></u>
2-06-17	<u>SEC 13G TIAA 2-14</u>	2-06-37	<u></u>
2-06-18	<u>SEC 13G ING 3-07</u>	2-06-38	<u></u>
2-06-19	<u>SEC 13G ING 3-26</u>	2-06-39	<u></u>
2-06-20	<u>SEC 13G Par 7-24</u>	2-06-40	<u></u>

Check this box if you have additional attachments:

Financial & Capital Structure

2-7 Financing Structure

An applicant must demonstrate its financial stability by clear and convincing evidence. Describe and attach documentation demonstrating the financing structure and plan for the proposed project including all sources of capital. Include current capital commitments as well as plan and timing for meeting future capital needs.

Please attach a written response to this question as attachment 2-07-01 and provide a brief overview of your response in this box. Given the sensitivity of this information, the information provided in the overview may be of a general nature but shall identify the sources of capital. The response provided in this box will be released to the public.

The company expects to finance fully the \$225 million project cost through the use of its \$785 million credit revolver of which \$711 million is currently available for draw. See Penn National's second quarter SEC 10Q filing (Item 8) in Attachment 2-06-12 for evidence of the availability of this credit and Penn National's overall financial stability. See also confidential Exhibit 2-11-02 which includes a sources and uses chart to illustrate pre opening cash flow projections for the project. These cash flow projections show the \$225 million project cost being financed through periodic draws on Penn National's revolving credit facility during construction. Exhibit 2-11-02, also provides a post opening cash flow schedule which shows that the Plainridge project's future capital expenditure needs can easily be met through the project's ongoing cash flow. Exhibits 2-06-09 (Penn's 2012 10K filing) and 2-06-12 discuss committed capital expenditures for Penn. These amounts are primarily related to the development of the Mahoning Valley Race Track and Dayton Raceway in Ohio along with the rebranding of the Hollywood St. Louis property. These documents illustrate that Penn can easily finance the Plainridge project while still meeting all of the company's other committed capital expenditures. Finally, to demonstrate its confidence in the proposed project, Applicant's publicly traded parent (Penn National) is prepared to enter into a parent guarantee to fund the entirety of the development, construction costs and initial operation.

List of Attachments:

2-07-01 <u>n/a</u>	2-07-11 _____
2-07-02 _____	2-07-12 _____
2-07-03 _____	2-07-13 _____
2-07-04 _____	2-07-14 _____
2-07-05 _____	2-07-15 _____
2-07-06 _____	2-07-16 _____
2-07-07 _____	2-07-17 _____
2-07-08 _____	2-07-18 _____
2-07-09 _____	2-07-19 _____
2-07-10 _____	2-07-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-8 Budget

Provide a detailed budget of the total project cost. Identify separately construction costs (labor, materials), design costs, legal and professional fees, consulting fees and all other development costs. Also identify all other pre-opening costs including training, marketing and initial working capital.

Please attach a detailed, written response to this question as attachment 2-08-01 and briefly describe the major costs of the project in this box. The information contained in The response provided in this box will be released to the public.

The major costs for this project include the design, construction, and, in part, renovation of approximately 565,000 square feet of space designed to house and support the facility which will include 1,250 slot machines, parking garage, and multiple food and beverage venues. Details are provided in Attachment 2-08-01.

List of Attachments:

2-08-01 <u>Project Cost</u>	2-08-11 _____
2-08-02 _____	2-08-12 _____
2-08-03 _____	2-08-13 _____
2-08-04 _____	2-08-14 _____
2-08-05 _____	2-08-15 _____
2-08-06 _____	2-08-16 _____
2-08-07 _____	2-08-17 _____
2-08-08 _____	2-08-18 _____
2-08-09 _____	2-08-19 _____
2-08-10 _____	2-08-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-9 Significant Economic Downturn

Submit an analysis including best, worst, and average case scenarios that demonstrates the applicant’s plan and capacity for accommodating steep downturns in gaming revenues, and cite examples of where those plans and strategies have been successful in other markets in which the applicant operates.

Please attach a detailed, written response to this question as attachment 2-09-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, a description of the plan and reference to the examples. The response provided in this box will be released to the public.

Penn National Gaming was able to grow through green field projects and acquisitions during the most recent economic downturn due to the company’s broad geographical diversification and conservative approach towards managing its balance sheet,. Individual facilities operating during the economic downturn experienced revenue declines but were able to remain profitable through several strategies, including continuous labor management against pertinent drivers, efficient process management, and marketing expense control through event and patron profitability measurement. Further, the company was able to invest maintenance capital in its businesses in order to remain competitive over the long term. These techniques were utilized heavily throughout the company, but most notably at our Charles Town, Penn National Race Course, Aurora, and Joliet facilities.

List of Attachments:

2-09-01 <u>Econ Downturn1</u>	2-09-11 _____
2-09-02 <u>Econ Downturn2</u>	2-09-12 _____
2-09-03 _____	2-09-13 _____
2-09-04 _____	2-09-14 _____
2-09-05 _____	2-09-15 _____
2-09-06 _____	2-09-16 _____
2-09-07 _____	2-09-17 _____
2-09-08 _____	2-09-18 _____
2-09-09 _____	2-09-19 _____
2-09-10 _____	2-09-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-10 Timeline for Construction

Provide a timeline of construction of the gaming establishment that includes detailed stages of construction for the gaming establishment, non-gaming structures and any racecourse, where applicable, and provide the number of construction hours estimated to complete the work. Include the deadline by which the stages and overall construction and any infrastructure improvements will be completed, any plans for phasing of the project, and a projected date that the applicant will begin gaming operations.

Please attach a detailed, written response to this question as attachment 2-10-01 and provide a brief overview of your response in this box. The overview must include, at a minimum, identification of each stage and associated timeframe, the number of construction hours, and the projected date to begin gaming operations. The response provided in this box will be released to the public.

OFF-SITE: Construction of off-site mitigation measures including roadway reconstruction, signage installation and traffic signal retiming is expected to commence in September 2014, suspend during winter months and finalized in the Spring and Summer of 2015. The total number of construction hours necessary to complete off-site mitigation measures is approximately 1,100 hours. Construction will begin after the MassDOT Vehicular Access Permit (Category III) has been issued and will be completed prior to the start of the gaming operations.

ON-SITE: Overall project schedule is 16.5 months from the March 2014 MEPA issuance of Section 61 findings with an expected opening in month 17, September 2015. Construction will occur in three primary stages: Stage One – Gaming Parlor construction & Fit Out, 16 months, including connection to existing simulcast structure. Stage Two – Completion of parking structure improvements within its footprint starting in month two and is expected to be completed in nine months, including electrical rooms and back-up generator. Stage Three – renovations and upgrades to the existing Racing Simulcast building, +starting in May 2015 with exterior improvements and MEP installation and interior construction and finishes occur during the racing off-season from November 2014 through April 2015.

Site Work will occur during Stages One through Three. Total Construction Hours is between 670,000 and 710,000.

List of Attachments:

2-10-01 <u>Timeline Discussion</u>	2-10-09 _____
2-10-02 <u>Construction Sched</u>	2-10-10 _____
2-10-03 _____	2-10-11 _____
2-10-04 _____	2-10-12 _____
2-10-05 _____	2-10-13 _____
2-10-06 _____	2-10-14 _____
2-10-07 _____	2-10-15 _____
2-10-08 _____	2-10-16 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-11 Pro-Forma Cash Flow

An applicant must demonstrate its financial stability by clear and convincing evidence. Provide an enterprise pro-forma with a summary budget and cash-flow. Identify sources and uses of cash on a quarterly basis during the construction period and annually for five years (Category 2 gaming establishment) or 15 years (Category 1 gaming establishment) after opening. Provide the following 3 calculations: (1) Present value discounting cash flows at 4%, (2) Present value discounting cash flows at 15%, and (3) Estimating the project's internal rate of return.

Please attach a detailed, written response to this question as attachment 2-11-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a description of the contents of the pro-forma. The response provided in this box will be released to the public.

PNGI has more than sufficient existing cash flows and has more than sufficient availability of funds in its \$785 million revolver facility to complete the project. As reported in the company's 10-K for the fiscal year ended December 31st, 2012, the company reported \$260.5 million in cash on its balance sheet, net income of \$212.0 million, and cash flows from operations of \$507.2 million. In short, the numbers speak for themselves illustrating clearly and convincingly that the company has the wherewithal to make this project not only a reality, but a success. Please note that our projections assume that the category 1 facilities for the Boston and western regions are operational in year 3 and the facility designated for southeastern Massachusetts is operational in year 4. Any delays in opening these facilities would only improve our results. Further, PNGI is diversified across multiple geographical areas and jurisdictions with 21 operating casino facilities. This structure provides a hedge against regional economic downturns, unfavorable legislation, or new competition all of which could have a material adverse impact on any single standalone facility. Attachment 2-11-02 provides pro-forma cash flow statements showing sources and uses of cash funds both on pre-opening basis during construction and separately for the first five years of operations along with rates of return. Post opening cash flow is positive.

List of Attachments:

2-11-01 <u>Pro Forma Discussion</u>	2-11-09 _____
2-11-02 <u>Pro Forma Cash Flow</u>	2-11-10 _____
2-11-03 _____	2-11-11 _____
2-11-04 _____	2-11-12 _____
2-11-05 _____	2-11-13 _____
2-11-06 _____	2-11-14 _____
2-11-07 _____	2-11-15 _____
2-11-08 _____	2-11-16 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-12 Credit Arrangements and Financial Commitments

An applicant must demonstrate its financial stability by clear and convincing evidence. Describe all existing credit arrangements and financial commitments relative to the project including the identity of each lender and the terms or conditions under which loan proceeds can be obtained and distributed.

Please attach a detailed, written response to this question as attachment 2-12-01 and provide a brief overview of your response in this box. Given the sensitivity of this information, the information provided in the overview may be a general description of the credit arrangements and financial commitments. The response provided in this box will be released to the public.

Penn National Gaming's primary credit arrangement is a senior secured credit facility with a group of banks including Wells Fargo, Bank of America, Deutsche Bank, Merrill Lynch and several others. As of June 30, 2013, the company had approximately \$2.14 billion outstanding under the Term Loan A and Term Loan B facilities. Additionally on June 30, 2013, the company had outstanding \$325 million senior subordinated notes and approximately \$13 million of other long term debt. The senior secured credit facility also includes a revolving credit facility which had approximately \$710 million of available borrowing capacity as of June 30, 2013. Since that time the company has not made any additional borrowings under the revolver.

Penn National Gaming is well respected in the gaming sector for our prudent use of capital and conservative balance sheet. The company's debt leverage ratio of 3.1X is well below peers in the regional gaming group. Additionally, our interest coverage ratio of 7.3X is significantly higher than our peers and means the company is easily able to cover its interest payments. The company annually generates approximately \$460 million of free cash flow, which is used for debt pay down and capital expenditures. For Plainridge Park Casino, we do not anticipate pursuing project financing but expect to fund the development through credit facilities and free cash flow. Penn's existing credit agreements outlining all terms and conditions were included in the Business Entity Disclosure Form submission.

List of Attachments:

2-12-01 <u>Credit Summary</u>	2-12-10 _____
2-12-02 _____	2-12-11 _____
2-12-03 _____	2-12-12 _____
2-12-04 _____	2-12-13 _____
2-12-05 _____	2-12-14 _____
2-12-06 _____	2-12-15 _____
2-12-07 _____	2-12-16 _____
2-12-08 _____	2-12-17 _____
2-12-09 _____	2-12-18 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-13 Breaches of Contract

Provide a description of any contract, loan agreement or commitment that the applicant has breached or defaulted on during the last 10 years and provide information for any lawsuit, administrative proceeding or other proceeding that occurred as a result of the breach or default.

Please attach a detailed, written response to this question as attachment 2-13-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

None. While from time to time and in the ordinary course of its business, over the last ten years applicant has been involved in disputes involving breach of contract allegations made against or by the applicant, applicant has never knowingly been in breach of any of its contractual obligations, nor has it knowingly defaulted on any of its loan commitments or agreements. Descriptions of material cases over the past 10 years involving breach of contract allegations are disclosed in applicant's 10-K and 10-Q filings made with the Securities and Exchange Commission.

List of Attachments:

2-13-01 <u>n/a</u>	2-13-11 _____
2-13-02 _____	2-13-12 _____
2-13-03 _____	2-13-13 _____
2-13-04 _____	2-13-14 _____
2-13-05 _____	2-13-15 _____
2-13-06 _____	2-13-16 _____
2-13-07 _____	2-13-17 _____
2-13-08 _____	2-13-18 _____
2-13-09 _____	2-13-19 _____
2-13-10 _____	2-13-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-14 Administrative and Judicial Proceedings

Provide a description of any administrative or judicial proceeding during the last 10 years in which the applicant or any entity that owns a 5% or greater share of the applicant was found to have violated a statute or regulation governing its operations.

Please attach a detailed, written response to this question as attachment 2-14-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Applicant has never been found to have violated a statute or regulation. Penn National Gaming, Inc, the Applicant's ultimate parent, operates 28 gaming or racing facilities in 18 different jurisdictions and has been subject to regulatory disciplinary action from some of these jurisdictions over the last ten years. Details on such action is described in Attachment 2-14-01.

List of Attachments:

2-14-01 <u>Disc. History</u>	2-14-11 _____
2-14-02 _____	2-14-12 _____
2-14-03 _____	2-14-13 _____
2-14-04 _____	2-14-14 _____
2-14-05 _____	2-14-15 _____
2-14-06 _____	2-14-16 _____
2-14-07 _____	2-14-17 _____
2-14-08 _____	2-14-18 _____
2-14-09 _____	2-14-19 _____
2-14-10 _____	2-14-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-15 Bankruptcy Filings

Identify any bankruptcy filings made or proceedings commenced since submission of the RFA-1 application for any entities owned or controlled by the applicant and any entity that owns a 5% or greater share of the applicant.

Please attach a detailed, written response to this question as attachment 2-15-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

None

List of Attachments:

2-15-01 <u>None</u>	2-15-11 _____
2-15-02 _____	2-15-12 _____
2-15-03 _____	2-15-13 _____
2-15-04 _____	2-15-14 _____
2-15-05 _____	2-15-15 _____
2-15-06 _____	2-15-16 _____
2-15-07 _____	2-15-17 _____
2-15-08 _____	2-15-18 _____
2-15-09 _____	2-15-19 _____
2-15-10 _____	2-15-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-16 Minority sources of financing

Identify any minority sources of financing for the project.

Please attach a detailed, written response to this question as attachment 2-16-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

There are no minority sources of funding at this time.

List of Attachments:

2-16-01 <u>None</u>	2-16-11 _____
2-16-02 _____	2-16-12 _____
2-16-03 _____	2-16-13 _____
2-16-04 _____	2-16-14 _____
2-16-05 _____	2-16-15 _____
2-16-06 _____	2-16-16 _____
2-16-07 _____	2-16-17 _____
2-16-08 _____	2-16-18 _____
2-16-09 _____	2-16-19 _____
2-16-10 _____	2-16-20 _____

Check this box if you have additional attachments:

Financial & Capital Structure

2-17 Documentation of Financial Suitability and Responsibility

An applicant must demonstrate its financial stability by clear and convincing evidence. The Commission will review the information relative to financial stability provided by the applicant, or otherwise obtained by the Commission, in the course of the RFA-1 application process. Please provide any supplemental documentation, if any, for each qualifier reflecting the period between the submission of the RFA-1 application and the submission of the RFA-2 application including, but not limited to, bank references, business and personal income and disbursement schedules, tax returns and other reports filed by government agencies and business and personal accounting check records and ledgers.

Please attach a detailed, written response to this question as attachment 2-17-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a description of the applicant’s financial stability. The response provided in this box will be released to the public.

There have been no material changes in the Applicant’s financial suitability since the submission of our RFA-1 application on January 2, 2013. Penn National Gaming’s Balance Sheet, Statement of Operation, and Statement of Cash Flow are included in the Attachments for questions 2-05 and 2-06. Penn National Gaming remains a strong and diversified operator of casinos and racetracks.

Applicant's public parent is however nearing completion of commitment documents in connection with a new credit facility, in connection with its proposed spin-off. These documents will be sent to the Commission upon execution.

List of Attachments:

2-17-01 <u>2012 Disbursements</u>	2-17-07 _____
2-17-02 <u>2012 Federal Return</u>	2-17-08 _____
2-17-03 _____	2-17-09 _____
2-17-04 _____	2-17-10 _____
2-17-05 _____	2-17-11 _____
2-17-06 _____	2-17-12 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-18 Revenue Generation

Provide completed studies and reports showing the estimated municipal and state tax revenue to be generated by the gaming establishment.

Please attach a detailed, written response to this question as attachment 2-18-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, the figures of the estimated taxes to be generated and the method(s) used to generate the estimates. The response provided in this box will be released to the public.

The Innovation Group completed an economic impact assessment and concluded that our project would generate \$29.2M in initial taxes and \$76.2M in on-going taxes on an annual basis. The taxes break down as follows:

Plainridge Casino Fiscal Impact Summary (\$MMs; 2013 Figures in 2013 Dollars, 2017 Figures in 2017 Dollars)

	Tax/Fee Type	Revenue
One-Time (2013)	State Gaming License Fee	\$25.0
	Local Permit Fees	\$ 1.0
	Income	\$ 1.8
	Sales	\$ 1.4
	Total	\$29.2
On-Going (2017)	Gaming	\$70.1
	Pari-mutuel Wagering Tax	\$ 0.8
	Direct Sales and Meals	\$ 0.8
	Indirect and Induced Sales	\$ 1.7
	Income	\$ 1.3
	Property	\$ 1.5
	Total	\$76.2

The on-going local fiscal impact for the Town of Plainville is estimated at approximately \$1.8 million, which is the sum of the property tax, the local meals tax, and the local share of the pari-mutuel wagering commission.

List of Attachments:

2-18-01 <u>Innovation Report</u>	2-18-11 _____
2-18-02 _____	2-18-12 _____
2-18-03 _____	2-18-13 _____
2-18-04 _____	2-18-14 _____
2-18-05 _____	2-18-15 _____
2-18-06 _____	2-18-16 _____
2-18-07 _____	2-18-17 _____
2-18-08 _____	2-18-18 _____
2-18-09 _____	2-18-19 _____
2-18-10 _____	2-18-20 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-19 Projected Gaming Revenue

Provide projections for gross gaming revenue each year for the first five years of gaming operations on a best, average and worst case basis.

Please attach a detailed, written response to this question as attachment 2-19-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, each of the projected figures. The response provided in this box will be released to the public.

Gross gaming revenue was calculated using historical data from across PNGI's spectrum of businesses and applying proprietary win estimates to various geographic regions to corresponding adult populations within a given region. Please note that our projections assume that the category 1 facilities for the Boston and western regions are operational in year 3 and the facility designated for southeastern Massachusetts is operational in year 4. Any delays in opening these facilities would only improve the results detailed below. Based on these calculations, the projected gross gaming revenue is as follows:

Gross Gaming Revenue (Amounts expressed in millions)					
	Year 1	Year 2	Year 3	Year 4	Year 5
Best	\$286.2	\$314.9	\$261.4	\$147.5	\$158.9
Average	\$248.9	\$273.8	\$227.3	\$128.3	\$138.2
Worst	\$211.6	\$232.7	\$193.2	\$109.0	\$117.4

Projections are based on a variety on complex and somewhat unpredictable set of factors, such as: current economic conditions (including the effects of local and national economic, credit, capital market, housing, and energy conditions on the economy in general and on the local gaming and lodging industries in particular), current capital markets conditions, the current competitive set and the current laws in this and adjoining states. The inherent difficulty of developing these projections increases as the projections become longer term.

List of Attachments:

2-19-01 <u>GGR1</u>	2-19-11 _____
2-19-02 <u>GGR2</u>	2-19-12 _____
2-19-03 _____	2-19-13 _____
2-19-04 _____	2-19-14 _____
2-19-05 _____	2-19-15 _____
2-19-06 _____	2-19-16 _____
2-19-07 _____	2-19-17 _____
2-19-08 _____	2-19-18 _____
2-19-09 _____	2-19-19 _____
2-19-10 _____	2-19-20 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-20 Projected Non-Gaming Revenue

Provide projections for gross non-gaming revenue generated by elements of the gaming establishment complex each year for the first five years of operations on a best, average and worst case basis, identifying the source of each element of the non-gaming revenue.

Please attach a detailed, written response to this question as attachment 2-20-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, each of the projected figures categorized in broad categories. The response provided in this box will be released to the public.

Non-gaming revenue was calculated using historical relationships between the various components of non-gaming revenue to gross gaming revenue since their primary drivers are the same, population and visitation. As mentioned previously, gross gaming revenue was calculated using historical data from across PNGI's spectrum of businesses and applying proprietary win estimates to various geographic regions to corresponding adult populations within a given region. Please note that our projections assume that the category 1 facilities for the Boston and western regions are operational in year 3 and the facility designated for southeastern Massachusetts is operational in year 4. Any delays in opening these facilities would only improve those results. Based on these calculations and their corresponding relationships, the projected gross non-gaming revenue is as follows:

Non-Gaming Revenue (Amounts expressed in millions)					
	Year 1	Year 2	Year 3	Year 4	Year 5
Best	\$34.93	\$37.23	\$32.08	\$21.95	\$22.73
Average	\$31.66	\$33.64	\$29.13	\$20.30	\$20.96
Worst	\$28.40	\$30.05	\$26.19	\$18.65	\$19.18

List of Attachments:

2-20-01 <u>Non-Gaming Rev1</u>	2-20-11 _____
2-20-02 <u>Non-Gaming Rev2</u>	2-20-12 _____
2-20-03 _____	2-20-13 _____
2-20-04 _____	2-20-14 _____
2-20-05 _____	2-20-15 _____
2-20-06 _____	2-20-16 _____
2-20-07 _____	2-20-17 _____
2-20-08 _____	2-20-18 _____
2-20-09 _____	2-20-19 _____
2-20-10 _____	2-20-20 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-21 Projected Tax Revenue to the Commonwealth

Provide projections for all tax revenue to the Commonwealth (gaming, sales, etc.) each year for the first five years of operations on a best, average and worst case basis, identifying the source of each element of the tax revenue.

Please attach a detailed, written response to this question as attachment 2-21-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, each of the projected figures. The response provided in this box will be released to the public.

The following categories of tax revenue have been identified: gaming taxes, slot unit fees, responsible gaming fund, sales tax collected, corporate state income taxes, and payroll and related taxes. Each of these tax amounts are derived from the applicable tax rates and their respective drivers inherent in our financial models which have been adjusted to correspond to the scenarios proposed. Please note that our projections assume that the category 1 facilities for the Boston and western regions are operational in year 3 and the facility designated for southeastern Massachusetts is operational in year 4. It should be noted that since our facility is located outside of the southeast zone that the 2% tax credit proposed for any Mashpee Wampanoag facility would not be incurred by the state for our site as may be the case for other applicants.

Summary of Total Tax Revenues (Amounts expressed in millions)

	Year 1	Year 2	Year 3	Year 4	Year 5
Best	\$146.0	\$160.9	\$125.4	\$67.4	\$72.6
Average	\$126.6	\$139.6	\$108.7	\$58.4	\$63.0
Worst	\$107.2	\$118.3	\$ 92.1	\$49.4	\$53.3

List of Attachments:

2-21-01 <u>Tax Receipts1</u>	2-21-11 _____
2-21-02 <u>Tax Receipts2</u>	2-21-12 _____
2-21-03 _____	2-21-13 _____
2-21-04 _____	2-21-14 _____
2-21-05 _____	2-21-15 _____
2-21-06 _____	2-21-16 _____
2-21-07 _____	2-21-17 _____
2-21-08 _____	2-21-18 _____
2-21-09 _____	2-21-19 _____
2-21-10 _____	2-21-20 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-22 Internal Controls

The Commission will develop regulations governing internal controls for gaming establishments in Massachusetts in the near future. However, in order to assist its evaluation of the applicant, the Commission is interested in knowing what standards the applicant anticipates adhering to at its Massachusetts establishment. Accordingly, subject to any adjustments required upon promulgation of the future regulations, please provide a full description of the proposed internal controls, electronic surveillance systems, and security systems for the proposed gaming establishment and any related facilities, including internal audits, independent external audits, separation of accounting and cage processes for independent verifications, cage and count room supervision, gaming floor drop processes, and other asset preservation and secure cash handling systems and processes. Further, please attach a projected table of organization that includes staffing levels and identifies the critical departments of accounting (e.g.- positions in the cage, count room, and income control sections), internal audit, compliance and security, and surveillance as well as indication as to which staff position(s) would be responsible for communications with the Commission.

Please attach a detailed, written response to this question as attachment 2-22-01 and provide a brief overview of your response in this box. Given the sensitivity of this information, the information provided in the overview may be a very broad description of the internal controls. The response provided in this box will be released to the public.

Springfield Gaming and Redevelopment, LLC will work cooperatively with Commission staff to develop a comprehensive set of internal control standards at the property. Such standards will cover organizational hierarchy, position descriptions, and controls concerning accounting, cage operations, information technology, internal audit, key control, marketing, responsible gaming, security, slots, and surveillance. We have included as Attachment 2-22-01 a full set of internal controls that were in place at the recent opening of one of Penn National Gaming's 28 properties. We expect similar controls to be established, adjusted for the specific requirements of Massachusetts law and regulations, prior to the opening of Plainridge Park Casino. We will designate a property Compliance Officer and the General Manager to be primary regulatory contacts for the Commission.

List of Attachments:

2-22-01 <u>Draft ICs</u>	2-22-04 _____
2-22-02 _____	2-22-05 _____
2-22-03 _____	2-22-06 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-23 Maximizing In-State Revenue

If the applicant or any entity that owns a 5% or greater share of the applicant has an investment in a gaming establishment within 300 miles of the applicant's proposed location within the Commonwealth, describe the plans and methods the applicant intends to use to ensure that revenues are maximized at the Massachusetts gaming establishment even if maximizing revenues in Massachusetts requires or leads to reduction of revenues at the out of state facility.

Please attach a detailed, written response to this question as attachment 2-23-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plans. The response provided in this box will be released to the public.

The company owns 100% of the Hollywood Casino Hotel and Raceway located 273 miles away in Bangor, Maine. This facility predominantly caters to patrons from within 90 miles of the facility. Any patronage outside of that distance is incidental transient business. The Bangor facility does not actively market, nor does it intend to market, in the Commonwealth of Massachusetts. To the extent that patrons within the player database for Hollywood Casino Hotel and Raceway reside in Massachusetts, Plainridge Park Casino will actively market the facility and amenities to the them.

List of Attachments:

2-23-01 <u>n/a</u>	2-23-10 _____
2-23-02 _____	2-23-11 _____
2-23-03 _____	2-23-12 _____
2-23-04 _____	2-23-13 _____
2-23-05 _____	2-23-14 _____
2-23-06 _____	2-23-15 _____
2-23-07 _____	2-23-16 _____
2-23-08 _____	2-23-17 _____
2-23-09 _____	2-23-18 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-24 Customer Cross-Marketing

If the applicant or any entity that owns a 5% or greater share of the applicant has an investment in a gaming establishment beyond 300 miles from the applicant's proposed location within the Commonwealth, describe any plans the applicant has to use those other facilities or customers who patronize those other facilities to enhance revenues at the applicant's Massachusetts facility.

Please attach a detailed, written response to this question as attachment 2-24-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plans. The response provided in this box will be released to the public.

Penn National Gaming's 28 gaming and pari-mutuel facilities will prove to be a unique asset to Plainridge Park Casino and the Commonwealth. We have an active database of nearly 4 million adults and our Casino Rama managed facility north of Toronto, Canada provides us access to an additional 334,000 active patrons. Over 1.0 million reside in the Northeast/Mid-Atlantic/Canada region alone. We are uniquely poised to access these customers using our proven technologies and cross-property marketing programs to encourage visitation to the Plainridge Park Casino and surrounding attractions. Specific components of our cross marketing strategy include:

- Mining our 4.3 million active customer database to send Plainridge Park Casino offers directly to known gaming customers within the region.
- VIP programs will market the Plainridge Park Casino and the regional amenities and attractions to bring our more valuable customers from other markets to the Commonwealth.
- Marquee Rewards, our company-wide loyalty program, is designed to both track and reward customers to visit other casinos with consolidated customer incentive rewards.
- A proven advertising strategy will promote Plainridge Park Casino and the region throughout all channels, including TV, radio, print ads in local newspapers and travel magazines, targeted outdoor billboards, social media, and internet marketing.

List of Attachments:

2-24-01 <u>Customer Cross Mktg</u>	2-24-10 _____
2-24-02 _____	2-24-11 _____
2-24-03 _____	2-24-12 _____
2-24-04 _____	2-24-13 _____
2-24-05 _____	2-24-14 _____
2-24-06 _____	2-24-15 _____
2-24-07 _____	2-24-16 _____
2-24-08 _____	2-24-17 _____
2-24-09 _____	2-24-18 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-25 History of Revenue

In order to award a gaming license to an applicant, an applicant must demonstrate that it has sufficient business ability and experience to create the likelihood of establishing and maintaining a successful gaming establishment. To that end, provide a history of operating performance versus revenue projections over the last ten years with respect to each facility of a size comparable to or larger than the facility you are proposing for Massachusetts. Include documentation outlining the applicant’s record of success or failure in meeting these performance objectives.

Please attach a detailed, written response to this question as attachment 2-25-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a description of the applicant’s business ability and experience and its general history over the last ten years. The response provided in this box will be released to the public.

Penn National Gaming owns, operates, or has ownership interests in gaming and racing facilities with a focus on slot machine entertainment. The Company presently operates 28t facilities in 18 jurisdictions, including Florida, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Mississippi, Missouri, Nevada, New Jersey, New Mexico, Ohio, Pennsylvania, Texas, West Virginia, and Ontario. In aggregate, Penn National's operated facilities feature approximately 34,500 gaming machines, 850 table games, 2,900 hotel rooms and 1.6 million square feet of gaming floor space.

Accordingly, Penn National Gaming is very experienced in operating casino facilities and racetracks of all sizes. The company currently operates ten facilities meeting the requested criteria located in seven jurisdictions within its portfolio. These facilities have come online at various points during the past 10 years through acquisition or new development. Over the past ten years, the company has grown through acquisitions and new development. In total, 13 facilities were acquired in six separate transactions and six facilities were opened as new development. The facilities represent a broad mix of offerings and operational characteristics depending on the unique attributes of each market.

List of Attachments:

2-25-01 <u>Revenue Discussion</u>	2-25-08 _____
2-25-02 <u>History of Revenue</u>	2-25-09 _____
2-25-03 _____	2-25-10 _____
2-25-04 _____	2-25-11 _____
2-25-05 _____	2-25-12 _____
2-25-06 _____	2-25-13 _____
2-25-07 _____	2-25-14 _____

Check this box if you have additional attachments:

Maximize Revenues to the Commonwealth

2-26 Market Analysis

One of the principal objectives driving the enactment of the Expanded Gaming Act was to repatriate money spent by Massachusetts residents in other gaming jurisdictions. Provide a market analysis showing benefits of the site location of the applicant’s proposal and the estimated recapture rate of gaming-related spending by Massachusetts residents travelling to out-of-state gaming establishments. Further, please describe how the applicant plans to compete with other nearby gaming destinations and to market to their patrons from Massachusetts who are embedded in their databases and marketing systems.

Please attach a detailed, written response to this question as attachment 2-26-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a description of the benefits of the site locations and the estimated recapture rate. The response provided in this box will be released to the public.

Ideally located along the state line of Rhode Island, Plainridge Park Casino will represent the last line of defense against Twin River, Foxwoods, and Mohegan Sun. Thus, no other proposal can compete with our ability to keep Massachusetts gaming patrons and their dollars at home in the Commonwealth.

Using the slot win data provided by the respective regulatory agencies for the calendar year ending December 31, 2012, and the University of Massachusetts Dartmouth’s Center for Policy Analysis New England Casino Gaming Update 2013, we have estimated we will recapture a significant amount of revenue from Massachusetts customers currently gaming outside of the Commonwealth. The majority of the recaptured revenue is from Twin River, Foxwoods, and Mohegan Sun. More information is provided in Attachment 2-26-01

List of Attachments:

2-26-01 <u>Market Analysis</u>	2-26-08 _____
2-26-02 _____	2-26-09 _____
2-26-03 _____	2-26-10 _____
2-26-04 _____	2-26-11 _____
2-26-05 _____	2-26-12 _____
2-26-06 _____	2-26-13 _____
2-26-07 _____	2-26-14 _____

Check this box if you have additional attachments:

Realize Maximum Capital Investment Exclusive of Land and Infrastructure

2-27 Capital Investment

Provide the total capital investment and demonstrate how it was calculated in accordance with 205 CMR 122.00. Describe how the applicant proposes to realize the maximum capital investment exclusive of land acquisition and infrastructure improvements. (See related attestation in Section [B. Signature Forms](#)).

Please attach a detailed, written response to this question as attachment 2-27-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, the total capital investment figure and a broad description as to how the applicant proposes to realize the maximum capital investment. The response provided in this box will be released to the public.

The company plans to invest a total of \$225.0 million into this project which includes acquisition and development costs. Pursuant to 205 CMR 122.00, the company subtracted out all costs which do not qualify as eligible. Such ineligible costs included land costs, off site infrastructure improvements, license and application fees, pre-opening expenses, working capital, and capitalized interest costs. This results in a capital investment calculation of \$168.9 million which exceeds the \$125.0 million required amount.

List of Attachments:

2-27-01 <u>Cap. Investment1</u>	2-27-09 _____
2-27-02 <u>Cap. Investment2</u>	2-27-10 _____
2-27-03 _____	2-27-11 _____
2-27-04 _____	2-27-12 _____
2-27-05 _____	2-27-13 _____
2-27-06 _____	2-27-14 _____
2-27-07 _____	2-27-15 _____
2-27-08 _____	2-27-16 _____

Check this box if you have additional attachments:

Realize Maximum Capital Investment Exclusive of Land and Infrastructure

2-28 Total Investment Outside the Property

Show the total investment in the infrastructure outside the property boundaries.

Please attach a detailed, written response to this question as attachment 2-28-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The total investment cost for off-site infrastructure improvements is expected to be approximately \$4,000,000. This includes the design and construction costs for roadway reconstruction, traffic signal improvements and signage improvements.

List of Attachments:

2-28-01 <u>Off-Site Investment</u>	2-28-11 _____
2-28-02 _____	2-28-12 _____
2-28-03 _____	2-28-13 _____
2-28-04 _____	2-28-14 _____
2-28-05 _____	2-28-15 _____
2-28-06 _____	2-28-16 _____
2-28-07 _____	2-28-17 _____
2-28-08 _____	2-28-18 _____
2-28-09 _____	2-28-19 _____
2-28-10 _____	2-28-20 _____

Check this box if you have additional attachments:

Realize Maximum Capital Investment Exclusive of Land and Infrastructure

2-29 Additional Financial Commitments

(Optional For Category 2 applicants) Describe all financial commitments and guarantees the applicant is prepared to provide to the Commission and to the host community over and above the deposit or bond required by G.L. c. 23K, §10(a) to ensure that the project is completed, license conditions are fulfilled and sufficient working capital is available to allow operation in the promised fashion. Include examples of letters of credit, MOU's or other agreements or commitments the applicant is willing to provide.

Please attach a detailed, written response to this question as attachment 2-29-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

To demonstrate its confidence in the proposed project, Applicant's publicly traded parent is prepared to enter into a parent guarantee to fund the entirety of the development, construction costs and initial operation.

List of Attachments:

2-29-01 <u>n/a</u>	2-29-10 _____
2-29-02 _____	2-29-11 _____
2-29-03 _____	2-29-12 _____
2-29-04 _____	2-29-13 _____
2-29-05 _____	2-29-14 _____
2-29-06 _____	2-29-15 _____
2-29-07 _____	2-29-16 _____
2-29-08 _____	2-29-17 _____
2-29-09 _____	2-29-18 _____

Check this box if you have additional attachments:

Realize Maximum Capital Investment Exclusive of Land and Infrastructure

2-30 Construction Plan

Provide a construction plan and schedule that includes major construction milestones, key dates, and any phased opening plans, and mitigation measures the applicant will take to reduce the impact of construction on the local community.

Please attach a detailed, written response to this question as attachment 2-30-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, information relative to each of the required elements of the plan and schedule. The response provided in this box will be released to the public.

There are three general building elements associated with the proposed Plainridge Park Casino:

- Building Addition and Proposed Expansion
- Parking Garage
- Existing Simulcast Building

More detailed information on each building element and the expected construction plan/phasing is provided in the attachments.

List of Attachments:

2-30-01 <u>Construction Plan</u>	2-30-11 _____
2-30-02 _____	2-30-12 _____
2-30-03 _____	2-30-13 _____
2-30-04 _____	2-30-14 _____
2-30-05 _____	2-30-15 _____
2-30-06 _____	2-30-16 _____
2-30-07 _____	2-30-17 _____
2-30-08 _____	2-30-18 _____
2-30-09 _____	2-30-19 _____
2-30-10 _____	2-30-20 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-31 Business Plan

Provide a business plan describing how the applicant will meet projected revenue generation plans in the near term and over time.

Please attach a detailed, written response to this question as attachment 2-31-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plan. The response provided in this box will be released to the public.

Penn National Gaming will employ an integrated approach to marketing, operations and capital investment to ensure that we meet our near and long term projected revenue targets for Plainridge Park Casino. The effective gaming tax rate in Massachusetts, which is lower than Rhode Island, will allow us the flexibility to more aggressively market Plainridge Park Casino and to ensure robust customer trial and sustained visitation. We will be able to leverage our strong capital position as a company to deliver the highest quality gaming product and to reinvest in our other non-gaming facilities to ensure that our offerings are always up to date and relevant for our guests.

In terms of operations, our company has proven programs for ensuring that customer and business goals are met. These include customer-facing programs such as our Red Carpet Service program, which monitors guest satisfaction across multiple dimensions and rewards employees for property achievement, as well as employee-facing programs to ensure employee engagement through targeted training and measurement of employee engagement.

Finally, our operating review process includes ongoing analysis of departmental and overall financial results with monthly, quarterly and annual operating sessions to identify and respond to business or operational trends. These are led by regional vice presidents corporate leadership teams. Additional detail is provided in the Attachments.

List of Attachments:

2-31-01 <u>Business Plan</u>	2-31-11 _____
2-31-02 <u>Marketing Plan</u>	2-31-12 _____
2-31-03 <u>Racing</u>	2-31-13 _____
2-31-04 <u>Racing Advertising</u>	2-31-14 _____
2-31-05 <u>Racing Article</u>	2-31-15 _____
2-31-06 <u>Entertainment</u>	2-31-16 _____
2-31-07 <u>Sports</u>	2-31-17 _____
2-31-08 <u>Retail</u>	2-31-18 _____
2-31-09 <u>CVB</u>	2-31-19 _____
2-31-10 <u>Rev</u>	2-31-20 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-32 Maximum Facility Use

Describe the applicant's strategy for ensuring maximum use of the facilities throughout the calendar year including how that strategy will take account of the seasonal nature of tourism in the Northeast.

Please attach a detailed, written response to this question as attachment 2-32-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino is conveniently located one exit west of the I-495 /I-95 interchange. A visit to Plainridge is "on the way" to many Boston area attractions and events. Four major venues are just a 10 minute drive from Plainridge Park – Gillette Stadium at Patriot Place, Wrentham Village Premium Outlets, TPC Boston, and the Comcast Center in Mansfield. We plan to partner with area attractions, hotels and retailers to create a robust annual calendar of events and promotions to ensure year round visitation. Plainridge Park Casino will offer a breadth of amenities at its facilities, including:

- A quality casual restaurant, Doug Flutie's Sports Bar. The Doug Flutie relationship is exclusive.
- Plainridge Park Casino racecourse will continue live harness racing and simulcasting and plans to host special events for thoroughbred and standard bred Triple Crown races, such as the Kentucky Derby and the Hambletonian, the premier event for harness racing in the United States.
- Seasonal-specific calendars of events and promotions.
- A virtual hotel program to allow guests to stay locally and explore the local and regional attractions.
- An entertainment venue adjacent to Doug Flutie's Sports Bar with a capacity of less than 100 seats (standing room may increase capacity to over 100).
- The infield of the harness track adjacent to the casino provides our project with considerable built-in options for outside entertainment

List of Attachments:

2-32-01 <u>Maximum Facility Use</u>	2-32-11 _____
2-32-02 _____	2-32-12 _____
2-32-03 _____	2-32-13 _____
2-32-04 _____	2-32-14 _____
2-32-05 _____	2-32-15 _____
2-32-06 _____	2-32-16 _____
2-32-07 _____	2-32-17 _____
2-32-08 _____	2-32-18 _____
2-32-09 _____	2-32-19 _____
2-32-10 _____	2-32-20 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-33 Competition from Internet Gaming

Describe the applicant's plans for maintaining a robust gaming market at its facility if, and as, internet gaming becomes more widespread by articulating:

1. How does the applicant plan to compete with internet gaming in the event that internet gaming is not allowed in Massachusetts; and
2. Does the applicant intend to implement internet gaming into its plans if internet gaming is allowed in Massachusetts, and if so, how?

Please attach a detailed, written response to this question as attachment 2-33-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plan. The response provided in this box will be released to the public.

Penn National Gaming's position on Internet gaming is that the issue should be tackled at the Federal level, rather than on a state-by-state basis, which has resulted in an inconsistent patchwork of legislation being contemplated, or already adopted, by several states. Penn National believes Internet gaming should be limited to online poker and that only the licensed, established brick-and-mortar casinos should be authorized to offer online gaming, given their significant level of capital investment and job creation. These are positions we will continue to strenuously advocate for at the state and federal levels through our team of experienced lobbyists. Specifically in response to question one, Internet gaming is already authorized in Nevada and New Jersey, for example, but those jurisdictions are not allowed to accept wagers from customers in states like Massachusetts which has not authorized online gaming. We will work to ensure that remains the case and that our Massachusetts customer database is protected from potential online competitors. As it relates to question two, should Internet gaming be authorized in Massachusetts through its licensed casino operators, Penn National would seriously consider establishing an on-line gaming portal as its own profit center and to protect market share from other on-line providers. It would use such a portal to aggressively market the "brick and mortar" Plainridge Park Casino. We have already been in contact with potential Internet gaming suppliers and software companies in preparation for the potential spread of this new industry.

List of Attachments:

2-33-01 <u>n/a</u>	2-33-09 _____
2-33-02 _____	2-33-10 _____
2-33-03 _____	2-33-11 _____
2-33-04 _____	2-33-12 _____
2-33-05 _____	2-33-13 _____
2-33-06 _____	2-33-14 _____
2-33-07 _____	2-33-15 _____
2-33-08 _____	2-33-16 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-34 Marketing Plan

Describe the applicant's marketing plan for its Massachusetts gaming establishment. If that marketing plan is the same as, or similar to, marketing plans the applicant has used elsewhere, describe how those plans succeeded or failed, including whether the applicant met its financial projections for the facilities where the plans were used. If the marketing plan for a Massachusetts facility differs from the marketing plans used elsewhere, describe the factors that led the applicant to devise its Massachusetts plan.

Further, in the highly competitive gaming market that exists today, gaming facility operators are increasingly diversifying their products and assuring financial stability by increasing revenues from non-gaming activities. Explain your long-term strategies for accommodating the increasingly saturated competitive environment, and cite examples from other locations you operate that demonstrate the strategic development.

Please attach a detailed, written response to this question as attachment 2-34-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plan. The response provided in this box will be released to the public.

A comprehensive media plan will be developed to market to both in and out of state customers, leveraging key partnerships with area businesses and venues across the region. We will work with these entities as well as local and state tourism bodies, such as Massport, Massachusetts Office of Travel and Tourism, Massachusetts Lodging Association and the Massachusetts Restaurant Association.

We will use data driven strategies to best target specific geographies and customers in the most efficient manner possible. We have access to over 4.3 million active customers in our database and will use this advantageous asset to its maximum effectiveness. Our plan will incorporate strategies to address the competitive nature of the market and promote the unique offering of the only harness racing gaming facility in the Commonwealth and our proximity to a wealth of entertainment and leisure options in the region. Our experience operating 28 facilities in 18 jurisdictions have provided us with market-tested strategies across the United States and we expect this success to be replicated in Massachusetts.

List of Attachments:

2-34-01 <u>Mktg Plan Detailed</u>	2-34-07 _____
2-34-02 _____	2-34-08 _____
2-34-03 _____	2-34-09 _____
2-34-04 _____	2-34-10 _____
2-34-05 _____	2-34-11 _____
2-34-06 _____	2-34-12 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-35 New Revenue

Describe and provide a completed study showing the overall economic benefit to the Commonwealth and the region from the applicant's proposed gaming establishment, including in that study the way in which the facility will generate new revenues as opposed to taking revenues from other Massachusetts businesses.

Please attach a detailed, written response to this question as attachment 2-35-01 and provide a brief overview of your response in this box. The overview should, at a minimum, summarize the study. The response provided in this box will be released to the public.

The introduction of gaming at Plainridge is expected to recapture Massachusetts gaming revenue that otherwise would have been spent in Rhode Island and Connecticut. In addition, market growth in the state is expected from the introduction of a new gaming facility bringing greater proximity and selection to gamers Massachusetts. Finally, since gamers like to try their luck in different facilities, and with Plainridge being close to Rhode Island and Connecticut, the facility is expected to capture gaming visits from out-of-state residents.

List of Attachments:

2-35-01 <u>New Revenue</u>	2-35-11 _____
2-35-02 _____	2-35-12 _____
2-35-03 _____	2-35-13 _____
2-35-04 _____	2-35-14 _____
2-35-05 _____	2-35-15 _____
2-35-06 _____	2-35-16 _____
2-35-07 _____	2-35-17 _____
2-35-08 _____	2-35-18 _____
2-35-09 _____	2-35-19 _____
2-35-10 _____	2-35-20 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-36 Marketing to Out of State Visitors and use of Junkets

Describe the components of the applicant's marketing plan that focus on out of state visitors and the anticipated gaming and non-gaming gross revenues the applicant anticipates from out of state visitors during each of the first five years of the gaming establishment's operations on a best, average and worst case scenario. Please explain how the use of Junkets, as the term is defined by G.L c.23K, §2, will factor into this plan. Include a short summary of the applicant's historical use of and reliance upon Junkets in its other operations in other jurisdictions, and include a listing of Junket operators who are anticipated to be utilized at the Commonwealth property.

Please attach a detailed, written response to this question as attachment 2-36-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plan including the planned and historical use of Junkets. The response provided in this box will be released to the public.

With our optimal location along the state line of Rhode Island and in proximity to a large number of area attractions, Plainridge Park Casino will be a convenient option for out of state visitors and the gaming and non-gaming revenue opportunities they represent for the Commonwealth.

Typically, true "Junket" programs target high-end table games players for visitation to a gaming facility. Since the Plainridge Park Casino will not offer table games, it is unlikely that we will incorporate Junkets as part of our marketing efforts; however, we will incorporate a similar strategy through the deployment of our motor coach programs. Motor coach programs provide a convenient option for out of state visitors who prefer not to drive while simultaneously importing gaming dollars into Massachusetts.

Our database includes over 1.0 million active customers in the Northeast/ Mid-Atlantic/Canada markets. We will directly use this database for pre-opening marketing to send direct marketing offers for mid- and high-value VIP to solicit trial among these known gaming patrons. We will continue this regional approach to target customers for Plainridge Park Casino going forward using our database and customer loyalty program, Marquee Rewards.

List of Attachments:

2-36-01 <u>Out of State Mktg</u>	2-36-08 _____
2-36-02 _____	2-36-09 _____
2-36-03 _____	2-36-10 _____
2-36-04 _____	2-36-11 _____
2-36-05 _____	2-36-12 _____
2-36-06 _____	2-36-13 _____
2-36-07 _____	2-36-14 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-37 Marketing to In-State Visitors

Describe the components of the applicant's marketing plan that focus on in-state visitors and the anticipated gaming and non-gaming gross revenues the applicant anticipates from in-state visitors during each of the first five years of the facility's operations on a best, average and worst case scenario. Please explain how the use of Junkets will factor into this plan.

Please attach a detailed, written response to this question as attachment 2-37-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

As the largest regional gaming operator in the United States, Penn National understands the vital importance of the in-state customer to the long-term success of Plainridge Park Casino. Growing and maintaining our Massachusetts customer base will be a cornerstone of our marketing approach. We will employ aggressive pre-opening advertising and direct marketing strategies designed to quickly acquire Massachusetts customers, monitoring our geographic customer penetration rates in order to adjust strategies as needed. The database will then be segmented on geographic and customer value dimensions to better target Massachusetts customers with offers to keep their gaming visits within the Commonwealth, particularly those vulnerable to competitors based on geography or higher customer worth. Such programs will prove critical in the long term to defend Massachusetts customer revenue from bordering competitors.

Plainridge Park Casino will offer a breadth of amenities to attract non-gaming residents, including a quality casual restaurant, Doug Flutie's Sports Bar, entertainment offerings, and live harness racing, all of which are conveniently located within 10 minutes of four major shopping and leisure attractions in the Commonwealth.

List of Attachments:

2-37-01 <u>In State Mktg</u>	2-37-11 _____
2-37-02 _____	2-37-12 _____
2-37-03 _____	2-37-13 _____
2-37-04 _____	2-37-14 _____
2-37-05 _____	2-37-15 _____
2-37-06 _____	2-37-16 _____
2-37-07 _____	2-37-17 _____
2-37-08 _____	2-37-18 _____
2-37-09 _____	2-37-19 _____
2-37-10 _____	2-37-20 _____

Check this box if you have additional attachments:

Offer Highest and Best Value to Create a Secure and Robust Gaming Market

2-38 Secure and Robust Gaming Market

Describe the measures the applicant or any entity owning a 5% or greater share of the applicant has taken to ensure a secure and robust gaming market at each other gaming facility it owns or controls.

Please attach a detailed, written response to this question as attachment 2-38-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of such measures. The response provided in this box will be released to the public.

Penn National Gaming employs an integrated operations and marketing approach to ensure a secure and robust market at each of our 28 facilities in the 18 jurisdictions where we operate. This approach will, at minimum, include:

- Consistent marketing programs to address all phases of the customer lifecycle: New member acquisition, loyalty programs to maintain revenue, VIP level programs to reward high-value customers, retention programs to win back declining or defecting patrons, and programs to drive overall trial and new customers into our database.
- Best of breed marketing technologies: The Teradata customer data warehouse to consolidate all customer information, IBM's Cognos business intelligence software to analyze results, the Aprimo campaign management tool, and eDialog's e-mail marketing platform to target-market individual customers and the Salesforce player contact system to manage our high-end VIP business segment.
- Slot product and capital programs: We will leverage our strong capital position as a company to deliver the highest quality gaming product and to reinvest in our other non-gaming facilities.
- Programs designed to ensure operational excellence: Guest satisfaction and employee engagement programs designed to measure and improve these vital metrics, as well as ongoing analysis of departmental and overall financial results, with monthly, quarterly and annual operating sessions to identify and respond to business or operational trends.

List of Attachments:

2-38-01 <u>Robust Gaming Market</u>	2-38-11 _____
2-38-02 _____	2-38-12 _____
2-38-03 _____	2-38-13 _____
2-38-04 _____	2-38-14 _____
2-38-05 _____	2-38-15 _____
2-38-06 _____	2-38-16 _____
2-38-07 _____	2-38-17 _____
2-38-08 _____	2-38-18 _____
2-38-09 _____	2-38-19 _____
2-38-10 _____	2-38-20 _____

Check this box if you have additional attachments:

3. ECONOMIC DEVELOPMENT

Prerequisites

Does your application:

- Provide completed studies and reports as required by Question 3-1?
- Provide information on the total employees employed as required by Question 3-2?
- Describe the affirmative action plan as required by Question 3-7?
- Demonstrate a plan for workforce development as required by Question 3-8?
- Describe a workforce development plan that utilizes and enhances the existing labor force?
- Estimate construction jobs and provide equal employment opportunities for them as required by Question 3-8?
- Describe plans for establishing, funding and maintaining HR practices that promote development of skilled and diverse workforce as required by Question 3-9?
- Describe contracts with organized labor as required by Question 3-10?
- Show plans for ensuring labor harmony during the construction and operational phases of the project as required by Question 3-11?
- Describe plans for promoting local businesses as required by Question 3-14?
- Describe plans for contracting with local businesses owners as required by Question 3-16?
- Describe a marketing program as required by Question 3-20?
- Describe plans for purchasing domestic slot machines as required by Question 3-22?
- Describe plans for building a gaming establishment of high caliber with quality amenities in partnership with local facilities?

General

3-1 Studies and Reports

Provide completed studies and reports showing the proposed gaming establishment's: (i) economic benefits to the region and the Commonwealth; (ii) impact on the local and regional economy, including the impact on cultural institutions and on small businesses in the host community and surrounding communities.

Please provide a brief overview summarizing the studies and reports in this box. The response provided in this box will be released to the public.

The Innovation Group has completed a detailed Gaming Market and Impact Assessment Report on Plainridge Racecourse, which can be found in Attachment 3-01-01. Innovation found that "Given the optimal location and minimal local externalities, the Plainridge facility is projected to have a positive economic and fiscal impact for the Commonwealth of Massachusetts and the Town of Plainville."

The Town of Plainville also commissioned an economic impact report from Civic Economics, which can be found in Attachment 3-01-02. The report highlights the positive economic impacts our project is expected to have on Norfolk County and the Commonwealth of Massachusetts.

List of Attachments:

3-01-01 <u>Innovation Report</u>	3-01-11 _____
3-01-02 <u>Civic Economic Report</u>	3-01-12 _____
3-01-03 _____	3-01-13 _____
3-01-04 _____	3-01-14 _____
3-01-05 _____	3-01-15 _____
3-01-06 _____	3-01-16 _____
3-01-07 _____	3-01-17 _____
3-01-08 _____	3-01-18 _____
3-01-09 _____	3-01-19 _____
3-01-10 _____	3-01-20 _____

Check this box if you have additional attachments:

Job Creation

3-2 Employees

State the number of employees to be employed at the proposed gaming establishment, including detailed information on the pay rate and benefits for employees, and describe how the applicant proposes to ensure that it provides a high number of quality jobs in the gaming establishment.

Please attach a detailed, written response to this question as attachment 3-02-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, the total number of anticipated employees to be employed at the proposed gaming establishment and a general description of the applicant’s plan. The response provided in this box will be released to the public.

Plainridge Park Casino expects to ultimately employ over 500 team members, the majority of whom will be full-time with full benefits. Average salary inclusive of benefits is projected to be approximately \$40,000 annually. Additionally, many positions in the casino environment are tipped positions which would increase this average salary figure significantly.

Penn National Gaming provides a comprehensive benefit package for our full-time team members which includes health, dental, vision, short/long term disability, paid time off, tuition assistance along with a 401K plan with matching funds. The casino will offer a variety of positions from entry level to professional to management to executive level positions. It is our goal to develop our team members to take on positions of greater responsibility and promote internally whenever possible. We operate our facilities within the parameters of all federal and state laws and pride ourselves in providing a clean and safe working environment for our team members. It is our goal to hire locally (90%+) with a small percentage of senior team members and certain positions with highly specialized skills required to be hired from experienced industry personnel.

List of Attachments:

3-02-01 <u>Employees</u>	3-02-11 _____
3-02-02 <u>Positions-Wages</u>	3-02-12 _____
3-02-03 _____	3-02-13 _____
3-02-04 _____	3-02-14 _____
3-02-05 _____	3-02-15 _____
3-02-06 _____	3-02-16 _____
3-02-07 _____	3-02-17 _____
3-02-08 _____	3-02-18 _____
3-02-09 _____	3-02-19 _____
3-02-10 _____	3-02-20 _____

Check this box if you have additional attachments:

Job Creation

3-3 Massachusetts Community College Workforce Training Plans

Describe any plans the applicant has for working with the Massachusetts Community College Casino Careers Training Institute or other training organizations as the applicant trains and hires the staff for its facility and specifically its plans for staffing gaming positions with Massachusetts residents.

Please attach a detailed, written response to this question as attachment 3-03-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

We have executed a Memorandum of Understanding (MOU) with the Massachusetts Community College Careers Training Institute (“The Institute”) on training and staffing needs. This partnership will be very important as we strive to meet our goal of 90%+ local hires.

Plainridge Park Casino’s mission and intent are to create new career and job opportunities for unemployed or underemployed individuals in Massachusetts in order to encourage personal growth, advancement, and independence. Our project strongly shares The Institute’s vision, goals and values. Therefore, a component of our project’s human capital and workforce development initiative relies on partnering with The Institute. As a result of signing the MOU, Plainridge Park Casino will participate in and contribute to recruiting, screening, career counseling, training, job placement and more in coordination and cooperation with The Institute.

List of Attachments:

3-03-01 <u>Institute Partnership</u>	3-03-11 _____
3-03-02 <u>Institute MOU</u>	3-03-12 _____
3-03-03 _____	3-03-13 _____
3-03-04 _____	3-03-14 _____
3-03-05 _____	3-03-15 _____
3-03-06 _____	3-03-16 _____
3-03-07 _____	3-03-17 _____
3-03-08 _____	3-03-18 _____
3-03-09 _____	3-03-19 _____
3-03-10 _____	3-03-20 _____

Check this box if you have additional attachments:

Job Creation

3-4 Job Opportunities and Training for Unemployed or Underemployed

Provide strategy as to how applicant will focus on job opportunities and training in areas and demographics of high unemployment and underemployment.

Please attach a detailed, written response to this question as attachment 3-04-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the strategy. The response provided in this box will be released to the public.

Plainridge Park Casino will work with the Massachusetts Casino Careers Training Institute (The Institute), local community organizations, and the office of Labor and Workforce Development to ensure we are targeting potential team members who are unemployed or underemployed.

We will conduct job information sessions to communicate the various employment opportunities well in advance of opening and even prior to the awarding of the Category 2 license. During these sessions, we will spend time with prospective team members discussing their skill set and what opportunities within the casino may be a good fit from a skill/background perspective. This assists potential team members in understanding how their skills are transferable, which is beneficial in a new gaming market. We have even conducted these workshops at state job centers to focus specifically on the unemployed and underemployed audience in some jurisdictions.

We will also be partnering with The Institute to assist us with training skilled job positions. Once operational, we will be offering a tuition assistance program and will continue our partnership with The Institute so that we are providing a foundation in which our team members can grow their career.

List of Attachments:

3-04-01 <u>Un-Underemployed</u>	3-04-11 _____
3-04-02 _____	3-04-12 _____
3-04-03 _____	3-04-13 _____
3-04-04 _____	3-04-14 _____
3-04-05 _____	3-04-15 _____
3-04-06 _____	3-04-16 _____
3-04-07 _____	3-04-17 _____
3-04-08 _____	3-04-18 _____
3-04-09 _____	3-04-19 _____
3-04-10 _____	3-04-20 _____

Check this box if you have additional attachments:

Job Creation

3-5 Experience with Hiring Unemployed and Underemployed

Describe the applicant's approach to and experience with hiring in areas and demographics of high unemployment and underemployment in other jurisdictions where the applicant has done business in the last 10 years.

Please attach a detailed, written response to this question as attachment 3-05-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the approach and experience. The response provided in this box will be released to the public.

As the largest regional gaming operator in the United States, Penn National has considerable experience with hiring unemployed and underemployed team members. One of our most recent openings in Toledo, Ohio best describes an area with high unemployment and underemployment.

We opened our hiring center at a time when Toledo's unemployment rate was at 10%. The city and its economy had deep ties to the auto industry in nearby Detroit, so it was experiencing higher unemployment numbers than the national average. It had been plagued with layoffs from companies such as Chrysler/Jeep (and suppliers), Dana Corporation, and Johnson Controls. It should also be noted that the high unemployment rate impacted the minority population at a higher rate than the rest of the population in Toledo.

Our approach from the very beginning was focused on partnering with local community agencies. We conducted job information sessions that were sponsored by the local NAACP with the goal of communicating the types of jobs and requirements for the positions well in advance of opening. Additional details on our success in Toledo is provided in the Attachment.

List of Attachments:

3-05-01 <u>Hiring the Unemployed</u>	3-05-11 _____
3-05-02 _____	3-05-12 _____
3-05-03 _____	3-05-13 _____
3-05-04 _____	3-05-14 _____
3-05-05 _____	3-05-15 _____
3-05-06 _____	3-05-16 _____
3-05-07 _____	3-05-17 _____
3-05-08 _____	3-05-18 _____
3-05-09 _____	3-05-19 _____
3-05-10 _____	3-05-20 _____

Check this box if you have additional attachments:

Job Creation

3-6 Plan for Workforce Development

Provide your plan for workforce development as set forth in the host community agreement and any surrounding community agreements that the applicant has executed.

Please attach a detailed, written response to this question as attachment 3-06-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming’s plan demonstrates our strong commitment to ensure diversity in the construction and operation of the property. The plan outlines specific procedures aimed at ensuring equal opportunity, and diversity in employment, contracting, operations and in community relations activities. The plan emphasizes our commitment to diversity as it relates to our employees, our vendors, our business partners and our community. In sum, we appreciate and respect diversity in all aspects of our business operations and we look forward to supporting and participating in the local community as we build a regional engine of economic growth. See response to question 3-7 for additional information.

List of Attachments:

3-06-01 <u>Workforce Devel.</u>	3-06-11 _____
3-06-02 _____	3-06-12 _____
3-06-03 _____	3-06-13 _____
3-06-04 _____	3-06-14 _____
3-06-05 _____	3-06-15 _____
3-06-06 _____	3-06-16 _____
3-06-07 _____	3-06-17 _____
3-06-08 _____	3-06-18 _____
3-06-09 _____	3-06-19 _____
3-06-10 _____	3-06-20 _____

Check this box if you have additional attachments:

Job Creation

3-7 Affirmative Action Plan

Provide an explanation as to how the applicant proposes to establish and implement an affirmative action program of equal opportunity whereby specific goals for the utilization of minorities, women and veterans on construction jobs; provided, however, that such goals shall be equal to or greater than the goals contained in the executive office for administration and finance Administration [Bulletin Number 14](#). (See related attestation in section [B. Signature Forms](#)).

Please attach a detailed, written response to this question as attachment 3-07-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, identification of the specific goals. The response provided in this box will be released to the public.

Penn National Gaming, Inc. has been actively developing casino and pari-mutuel racing properties for the past 10 years. We have significant experience and success working with the local and regional contracting/supplier markets to identify construction and fit-out opportunities for minority, women and veteran organizations. As more fully described in attachments 3-07-01 and 3-07-03, the Applicant and its' construction manager will implement a comprehensive and results oriented affirmative action plan for the construction and fit-out of the Plainridge Park Casino that meets or exceeds the goals contained in Administration Bulletin 14. We will use policies, procedures and techniques in our plan that have produced successful results in our prior projects (see Attachment 3-07-02).

List of Attachments:

3-07-01 <u>Diversity Plan</u>	3-07-10 _____
3-07-02 <u>Diversity History</u>	3-07-11 _____
3-07-03 <u>AA Plan Contractor</u>	3-07-12 _____
3-07-04 _____	3-07-13 _____
3-07-05 _____	3-07-14 _____
3-07-06 _____	3-07-15 _____
3-07-07 _____	3-07-16 _____
3-07-08 _____	3-07-17 _____
3-07-09 _____	3-07-18 _____

Check this box if you have additional attachments:

Job Creation

3-8 Workforce Development

Describe your workforce development plan and explain how the applicant proposes to implement it such that it: (i) incorporates an affirmative action program of equal opportunity by which the applicant guarantees to provide equal employment opportunities to all employees qualified for licensure in all employment categories, including persons with disabilities (applicant may reference response to question 3-7); (ii) utilizes the existing labor force in the commonwealth; (iii) estimates the number of construction jobs a gaming establishment will generate and provides for equal employment opportunities and which includes specific goals for the utilization of minorities, women and veterans on those construction jobs; (iv) identifies workforce training programs offered by the gaming establishment; (v) identifies the methods for accessing employment at the gaming establishment; and (vi) addresses workplace safety issues for employees.

Please attach a detailed, written response to this question as attachment 3-08-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plan for each category provided including the number of estimated construction jobs to be generated. The response provided in this box will be released to the public.

Plainridge Park Casino will work with the Massachusetts Casino Careers Training Institute (The Institute) on a range of workforce training and development initiatives. These include, among others:

- Partnering on regulatory compliance in regards to training and vendor criteria
- Certification and/or licensure
- Training location partnerships
- Supplying gaming equipment
- Diversity partnerships
- Customized training curriculum

We will employ various methods of advertising to ensure the local community is aware of our open positions, including both traditional and new media. All positions at Plainridge Park Casino will be posted on our website and applicants will be able to apply online.

Each one of Penn National Gaming's 28 properties focus on safety and risk management. Each property has a Risk/Safety Manager who coordinates safety training at the property and ensure that it is completed in a timely manner. Our orientation process includes safety training for all new team members.

List of Attachments:

3-08-01 <u>Workforce Devel.</u>	3-08-05 _____
3-08-02 _____	3-08-06 _____
3-08-03 _____	3-08-07 _____
3-08-04 _____	3-08-08 _____

Check this box if you have additional attachments:

Job Creation

3-9 HR Practices

State whether the applicant has prepared, and how the applicant proposes to establish, fund and maintain human resource hiring and training practices that promote the development of a skilled and diverse workforce and access to promotion opportunities through a workforce training program that: (i) establishes transparent career paths with measurable criteria within the gaming establishment that lead to increased responsibility and higher pay grades that are designed to allow employees to pursue career advancement and promotion; (ii) provides employee access to additional resources, such as tuition reimbursement or stipend policies, to enable employees to acquire the education or job training needed to advance career paths based on increased responsibility and pay grades; and (iii) establishes an on-site child day-care program. Further, identify whether the applicant plans to establish employee assistance programs, including those relative to substance abuse and problem gaming, and outline its plan to establish a program to train its gaming employees in the identification of and intervention with customers exhibiting problem gaming behavior

Please attach a detailed, written response to this question as attachment 3-09-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a broad description of the plan within each of the categories provided. The response provided in this box will be released to the public.

Our Human Resources function will be strategically aligned with our operational departments to ensure hiring and training support our workforce development goals. As we enter new markets, we believe it is important for the community to learn about Penn National Gaming and understand our job offerings. We have already met with leadership at Bristol and Massasoit Community Colleges and the regional career centers to begin this process and will expand our efforts in the near future. Once we are operational, our goal is to develop strength from within the existing team member population. All open positions are initially posted in-house to to identify internal talent looking to grow prior to looking externally to fill positions. In addition, Plainridge Park Casino will have a tuition assistance program and various ongoing training classes to support the development of our team members.

We have ensured daycare support for our employees by signing an MOU with Preschool Adventures, who currently operate a successful day-care center two miles from our facility.

Finally, we have executed a Memorandum of Understanding with the Massachusetts Casino Careers Training Institute (The Institute) to provide additional training for our team members.

List of Attachments:

3-09-01 <u>HR Practices</u>	3-09-04 _____
3-09-02 _____	3-09-05 _____
3-09-03 _____	3-09-06 _____

Check this box if you have additional attachments:

Job Creation

3-10 Organized Labor Contracts

State whether the applicant has, is subject to, or is negotiating any contract with organized labor, including hospitality services, and whether the applicant has the support of organized labor for its application, which specifies: (i) the number of employees to be employed at the gaming establishment, including detailed information on the pay rate and benefits for employees and contractors, (ii) the total amount of investment by the applicant in the gaming establishment and all infrastructure improvements related to the project, (iii) completed studies and reports including an economic benefit study, both for the Commonwealth and the region and (iv) whether the applicant has included detailed plans for assuring labor harmony during all phases of the construction, reconstruction, renovation, development and operation of the gaming establishment.

Please attach a detailed, written response to this question as attachment 3-10-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Applicant has met with representatives of the Norfolk County Labor Council, AFL CIO and the Brockton and Vicinities Building Trades Council ("Trades Council"). We anticipate having the full support of organized labor for our project, both with respect to construction and operations. We anticipate an aggregate investment in the project of over \$225 million. We are in the process of negotiating a Project Labor Agreement with the construction trades through the Trades Council. Given our extensive experience with PLA's and high union utilization rates on recent projects, we fully expect labor peace relative to construction (where we expect to employ approximately 1000 construction related workers. Similarly, following the opening of our facility, we expect all eligible positions (approximately 500 employees) to be represented by a consortium of 3 local unions (United Food and Commercial Workers Local 791, International Association of Machinists Local 264 and the Seafarers). To facilitate that objective, we are developing a neutrality agreement with these organizations through the Norfolk County Labor Council, AFL CIO. The neutrality and project labor agreements (which we expect to be executed in the next few weeks) all ensure labor harmony with broad provisions prohibiting labor disruptions. An executed MOU executed in advance of the PLA with the Trades Council" is enclosed. Notably, Penn National has not experienced a material work stoppage in connection with any development project or in our operations. Attachment 3-10-01 illustrates our past use of union labor for major construction projects and Attachment 3-10-02 is a chart that illustrates the many operating unions we have relationships with across the country.

List of Attachments:

3-10-01 <u>Labor-Major Projects</u>	3-10-07 _____
3-10-02 <u>Penn CBAs</u>	3-10-08 _____
3-10-03 <u>Brockton Trades MOU</u>	3-10-09 _____
3-10-04 _____	3-10-10 _____
3-10-05 _____	3-10-11 _____
3-10-06 _____	3-10-12 _____

Check this box if you have additional attachments:

Job Creation

3-11 Labor Harmony

Outline the applicant’s plans for ensuring labor harmony during the construction and operational phases of the project including whether the applicant plans to enter into any Project Labor Agreements or neutrality agreements. (Reference may be made to the response to question 3-10). If the applicant does not intend to enter into any such agreements, please explain.

Please attach a detailed, written response to this question as attachment 3-11-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Applicant has met with representatives of the Norfolk County Labor Council, AFL CIO and the Brockton and Vicinities Building Trades Council (“Trades Council”). We anticipate having the full support of organized labor for our project, both with respect to construction and operations. We anticipate an aggregate investment in the project of over \$225 million. We are in the process of negotiating a Project Labor Agreement with the construction trades through the Trades Council. Given our extensive experience with PLA’s and high union utilization rates on recent projects, we fully expect labor peace relative to construction (where we expect to employ approximately 1000 construction related workers. Similarly, following the opening of our facility, we expect all eligible positions (approximately 500 employees) to be represented by a consortium of 3 local unions (United Food and Commercial Workers Local 791, International Association of Machinists Local 264 and the Seafarers). To facilitate that objective, we are developing a neutrality agreement with these organizations through the Norfolk County Labor Council, AFL CIO. The neutrality and project labor agreements (which we expect to be executed in the next few weeks) all ensure labor harmony with broad provisions prohibiting labor disruptions. An executed MOU executed in advance of the PLA with the Trades Council” is enclosed. Notably, Penn National has not experienced a material work stoppage in connection with any development project or in our operations. Attachment 3-10-01 illustrates our past use of union labor for major construction projects and Attachment 3-10-02 is a chart that illustrates the many operating unions we have relationships with across the country.

List of Attachments:

3-11-01 <u>n/a</u>	3-11-11 _____
3-11-02 _____	3-11-12 _____
3-11-03 _____	3-11-13 _____
3-11-04 _____	3-11-14 _____
3-11-05 _____	3-11-15 _____
3-11-06 _____	3-11-16 _____
3-11-07 _____	3-11-17 _____
3-11-08 _____	3-11-18 _____
3-11-09 _____	3-11-19 _____
3-11-10 _____	3-11-20 _____

Check this box if you have additional attachments:

Job Creation

3-12 Employee Retention Record

Please describe and provide documentation that outlines applicant's employee retention record at other operational sites.

Please attach a detailed, written response to this question as attachment 3-12-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, a summary of the record. The response provided in this box will be released to the public.

Penn National Gaming has a strong track record of retaining team members at our 28 gaming and racing facilities. Overall, Penn's turnover rate is roughly 25% annually and our properties set improvement goals each year to focus on retaining team members. Our success lies in "hiring right" and our application, assessment and interview process—inclusive of realistic job previews—aid us in selecting the right team members from the start.

In addition to hiring right and providing an extensive onboarding/orientation program for our team members, we also keep employees engaged throughout their tenure. We do this by providing a solid benefit package, (inclusive of health care and 401K/match), training, recognition programs, employee events and career advancement opportunities. Additionally, we conduct employee engagement surveys annually to provide insight on how our employees feel about their employment. We benchmark ourselves against the "High Performance Benchmark" (based on the top 10% of survey provider clients) and our results typically meet or exceed this benchmark in most areas. Based on the feedback we receive on this survey, departments and properties execute an extensive action planning process to address employee concerns that are brought to light through this process. All of these efforts allow us to realize very positive results in retaining our team members across our portfolio of properties.

List of Attachments:

3-12-01 <u>Employee Retention</u>	3-12-11 _____
3-12-02 _____	3-12-12 _____
3-12-03 _____	3-12-13 _____
3-12-04 _____	3-12-14 _____
3-12-05 _____	3-12-15 _____
3-12-06 _____	3-12-16 _____
3-12-07 _____	3-12-17 _____
3-12-08 _____	3-12-18 _____
3-12-09 _____	3-12-19 _____
3-12-10 _____	3-12-20 _____

Check this box if you have additional attachments:

Job Creation

3-13 Ethnic Diversity

Please describe and provide documentation that outlines the ethnic diversity of the applicant's workforce at other locations, the plans for workforce diversity the applicant has used at those facilities, the results of those plans and, unless they are self-explanatory, the metrics the applicant has used to determine those results.

Please attach a detailed, written response to this question as attachment 3-13-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, a summary of the diversity. The response provided in this box will be released to the public.

Plainridge Park Casino, like each of Penn National Gaming's 28 facilities, will adopt the company's Equal Opportunity Policy and will implement a custom diversity plan. Attachment 3-13-01 outlines the ethnic diversity at our properties, workforce diversity plans, and appropriate metrics and acquisition strategies.

List of Attachments:

3-13-01 <u>Ethnic Diversity</u>	3-13-10 _____
3-13-02 _____	3-13-11 _____
3-13-03 _____	3-13-12 _____
3-13-04 _____	3-13-13 _____
3-13-05 _____	3-13-14 _____
3-13-06 _____	3-13-15 _____
3-13-07 _____	3-13-16 _____
3-13-08 _____	3-13-17 _____
3-13-09 _____	3-13-18 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-14 Local Business Promotion

Describe plans for promoting local businesses in host and surrounding communities including developing cross-marketing strategies with local restaurants, small businesses, hotels, retail outlets and impacted live entertainment venues.

Please attach a detailed, written response to this question as attachment 3-14-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will offer a breadth of amenities including a quality casual restaurant, Doug Flutie's Sports Pub, food court, entertainment lounge, and live harness racing. Doug Flutie Sports Pub is an exclusive relationship for Plainridge Park Casino. We will work in concert with local retailers to integrate our offerings and to create cross marketing opportunities and programs. We plan to institute a gift card program where we will use gift cards to incentivize visits and to allow patrons to utilize their complimentary incentive dollars to purchase goods at nearby businesses. We also plan to partner with local hoteliers and retailers to create Play, Stay and Shop packages. In an effort to complement the large area entertainment venues, Plainridge Park Casino will develop or partner with local organizations for festivals and other unique outdoor events. Examples of festivals include regional music, microbrew, artisanal food, non-profits, and more. Sports and sporting events are a key part of the marketing strategy. Our facility benefits from the proximity to Gillette Stadium at Patriot Place and other regional sporting venues. Plainridge Park Casino will explore sponsorships with the Boston-area sports teams, buy blocks of tickets to send local and visiting VIP patrons to the games, and hosting charity golf tournaments at TPC Boston or other area golf courses.

List of Attachments:

3-14-01 <u>Business Promotion</u>	3-14-11 _____
3-14-02 <u>Hollywood Casino Study</u>	3-14-12 _____
3-14-03 <u>Retail</u>	3-14-13 _____
3-14-04 <u>Sports</u>	3-14-14 _____
3-14-05 _____	3-14-15 _____
3-14-06 _____	3-14-16 _____
3-14-07 _____	3-14-17 _____
3-14-08 _____	3-14-18 _____
3-14-09 _____	3-14-19 _____
3-14-10 _____	3-14-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-15 Local Suppliers

Describe plans for use of Massachusetts based firms, suppliers and materials in the construction and furniture, fixtures, and equipment (“FFE”) furnishing phase of the applicant's project.

Please attach a detailed, written response to this question as attachment 3-15-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming, Inc. has extensive experience in the construction and fit out of gaming and pari-mutuel racing projects. We have completed over \$3,000,000,000 of project construction and fit-out over the last 10 years. In the conduct of these projects, we have developed a comprehensive and successful approach for the inclusion of local/state/regional contractors and suppliers. For Plainridge Park Casino, we will employ similar policies, procedures and techniques. Execution of our plan will be a combined effort on the part of the Applicant, our Corporate Purchasing Department and our construction manager. See Attachment 3-15-01 for details of our plan for including Massachusetts based firms, suppliers and materials in the construction and fit-out of this project. See Attachment 3-07-02 for examples of prior Penn projects as relates to inclusion of local companies. See Attachment 3-07-03 for Turner Construction Summary plan for inclusion.

List of Attachments:

3-15-01 <u>Local Suppliers</u>	3-15-11 _____
3-15-02 _____	3-15-12 _____
3-15-03 _____	3-15-13 _____
3-15-04 _____	3-15-14 _____
3-15-05 _____	3-15-15 _____
3-15-06 _____	3-15-16 _____
3-15-07 _____	3-15-17 _____
3-15-08 _____	3-15-18 _____
3-15-09 _____	3-15-19 _____
3-15-10 _____	3-15-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-16 Local Business Owners

Describe plans for contracting with local business owners for provision of goods and services to the gaming establishment, including developing plans designed to assist businesses in the Commonwealth in identifying the needs for goods and services to the establishment.

Please attach a detailed, written response to this question as attachment 3-16-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming is committed to our nationwide goal to “Buy Local, Hire Local” for Plainridge Park Casino. We have successfully executed this goal in each of the 28 facilities in which we operate. Most recently, Penn built and opened three casinos in 2012. In each of these jurisdictions – Kansas City, Kansas; Toledo, Ohio; and Columbus, Ohio – Penn exceeded the expectations of the host and surrounding communities for local and state purchases. As one example, Hollywood Casino Toledo utilized Ohio firms for 90% of the hard project costs and was the most successful MBE and WBE project in Toledo’s history. Penn National's focus on providing opportunities to local business owners does not end when the doors open for business. We strive to buy as many of our products locally and work hand in hand with local vendors to expand their opportunities. This is accomplished by creating preferred vendor plans and instituting mentoring programs with larger contractors and Penn management to expand the capabilities of smaller providers for future bid opportunities. In addition, we will conduct vendor fairs and provide smaller local vendors with information and support in bidding for other projects in the Commonwealth. Initial vendor outreach has already begun. Plainridge Park Casino has conducted a Business Community Outreach Expo at Plainridge Race Course and a Business Community Outreach Breakfast with members of the United Regional and South Shore Chambers of Commerce. Additionally, Plainridge Park Casino is sponsoring the United Regional Chamber of Commerce’s Business to Business Expo on October 10, 2013, to provide further information to potential vendors.

List of Attachments:

3-16-01 <u>Local Purchases</u>	3-16-11 _____
3-16-02 <u>Toledo Mayor Letter</u>	3-16-12 _____
3-16-03 _____	3-16-13 _____
3-16-04 _____	3-16-14 _____
3-16-05 _____	3-16-15 _____
3-16-06 _____	3-16-16 _____
3-16-07 _____	3-16-17 _____
3-16-08 _____	3-16-18 _____
3-16-09 _____	3-16-19 _____
3-16-10 _____	3-16-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-17 Assisting Businesses

Provide your plans to assist businesses owners in the Commonwealth in identifying the future needs of the applicant for the provision of goods and services to the establishment.

Please attach a detailed, written response to this question as attachment 3-17-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Communication with potential vendors is vital for our business to develop an efficient and effective procurement plan for goods and services well before the doors open for business. Further, buying our products locally, as we have done at each of our 28 facilities across the country accomplishes three major objectives of our proposal: Providing opportunities for local and area businesses, creating efficiencies in delivery of products and services, supporting green initiatives by lowering our carbon footprint.

To meet these objectives, Plainridge Park Casino will conduct vendor fairs to educate local and area businesses on the products and services the facility will need. A casino is, in effect, a number of small businesses under one roof. Our restaurants will need food and beverage vendors; our gaming operations will need banking and financial services; our facility will need cleaning and maintenance support; and so on. Plainridge Park Casino will promote, advertise, and host the vendor fairs throughout the area to target these vendor audiences and others to attract as many qualified applicants as possible. Preference will be given to businesses domiciled in the Commonwealth.

Plainridge Park Casino has already been in contact with Jill Griffin, Director of Workforce, Supplier and Diversity Development for Massachusetts Gaming Commission and will work closely with her on our procurement activities moving forward, should we be fortunate enough to obtain the Category 2 gaming license.

List of Attachments:

3-17-01 <u>Assisting Business</u>	3-17-11 _____
3-17-02 _____	3-17-12 _____
3-17-03 _____	3-17-13 _____
3-17-04 _____	3-17-14 _____
3-17-05 _____	3-17-15 _____
3-17-06 _____	3-17-16 _____
3-17-07 _____	3-17-17 _____
3-17-08 _____	3-17-18 _____
3-17-09 _____	3-17-19 _____
3-17-10 _____	3-17-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-18 Promoting Regional Businesses

Provide plans to demonstrate how you will support and/or promote regional businesses. (Applicant may refer back to response to question 3-14).

Please attach a detailed, written response to this question as attachment 3-18-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The location of Plainridge Park Casino near the interchange of Interstates 495 and 95 positions the facility as an ideal regional partner for businesses close by and across the Greater Boston region. As outlined in our response to question 3-14, Plainridge Park Casino will look to partner with hoteliers, retailers, cultural attractions, entertainment and sport venues, and more to make the experience of our estimated 1.8 million customers annually memorable.

Each of these customers has different tastes, and we will provide our loyal customers with reasons to come back to the area. Our 28 facilities across the country are successful because they showcase and promote the myriad of options in their respected region to our customers, who turn an initial short visit to our facility into weekend getaways and vacations. We envision doing the same in Massachusetts by creating partnerships and cross marketing programs to increase visitation for all participating businesses and attractions throughout the region.

See the response and attachments for question 3-14 for more information.

List of Attachments:

3-18-01 <u>n/a</u>	3-18-11 _____
3-18-02 _____	3-18-12 _____
3-18-03 _____	3-18-13 _____
3-18-04 _____	3-18-14 _____
3-18-05 _____	3-18-15 _____
3-18-06 _____	3-18-16 _____
3-18-07 _____	3-18-17 _____
3-18-08 _____	3-18-18 _____
3-18-09 _____	3-18-19 _____
3-18-10 _____	3-18-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-19 Vendor Supplied Goods

Provide plans detailing an outside spending budget for vendor supplied goods and services and breakdowns by category of expenditures.

Please attach a detailed, written response to this question as attachment 3-19-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a summary of the plan by category. The response provided in this box will be released to the public.

Plainridge Park Casino will work with local vendors in order to maximize in-state sources of its goods and services. Attachment 3-19 contains a summary of projected goods and services expenditures by category. Overall, we expect annual direct vendor expenditures will be approximately \$37 million, of which \$6.8 million will be cost of goods for our food, beverage, and retail operations.

List of Attachments:

3-19-01 <u>Vendor Purchases</u>	3-19-11 _____
3-19-02 _____	3-19-12 _____
3-19-03 _____	3-19-13 _____
3-19-04 _____	3-19-14 _____
3-19-05 _____	3-19-15 _____
3-19-06 _____	3-19-16 _____
3-19-07 _____	3-19-17 _____
3-19-08 _____	3-19-18 _____
3-19-09 _____	3-19-19 _____
3-19-10 _____	3-19-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-20 Minority, Women, and Veteran Businesses

Provide a copy of a marketing program, and an explanation as to how the applicant proposes to implement the program, by which the applicant identifies specific goals, expressed as an overall program goal applicable to the total dollar amount of contracts, for utilization of: (i) minority business enterprises, women business enterprises and veteran business enterprises to participate as contractors in the design of the gaming establishment; (ii) minority business enterprises, women business enterprises and veteran business enterprises to participate as contractors in the construction of the gaming establishment; and (iii) minority business enterprises, women business enterprises and veteran business enterprises to participate as vendors in the provision of goods and services procured by the gaming establishment and any businesses operated as part of the gaming establishment. (See related attestation in section [B. Signature Forms](#)).

Please attach a detailed, written response to this question as attachment 3-20-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, a general summary of the plan in each of the provided categories. The response provided in this box will be released to the public.

Penn National Gaming will develop a comprehensive Diversity Plan utilizing an experienced diversity consultant to customize our well established framework for the construction and operations of the proposed Plainridge Park Casino. The plan design is based on our considerable experience operating 28 facilities in 18 jurisdictions to provide equal opportunity for vendors, suppliers and employees and to proactively seek out individuals and businesses from traditionally disadvantaged groups for casino jobs and construction/supplier contracts.

Our company has been lauded for exceeding goals and expectations in diversity across the country. Penn National has won a number of awards for their inclusionary practices, most recently when the company was named the 2012 Corporate Champion of Diversity by the Columbus NAACP. See Attachment 3-20-01 for more detail on the award and a representative diversity plan.

List of Attachments:

3-20-01 <u>MBE-WBE-VBE</u>	3-20-06 _____
3-20-02 _____	3-20-07 _____
3-20-03 _____	3-20-08 _____
3-20-04 _____	3-20-09 _____
3-20-05 _____	3-20-10 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-21 Projected Benefit for Regional Businesses

Provide projections for increases in gross revenues for regional businesses as a result of gaming establishment operations each year for the first five years of operations on a best, average and worst case basis, identifying and describing the methodology used to produce the projections and describe the assumptions on which each projection is based.

Please attach a detailed, written response to this question as attachment 3-21-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, the projection within each category. The response provided in this box will be released to the public.

In July 2007, associate professor Todd Gabe from the University of Maine’s School of Economics published a study entitled “Effects of Hollywood Slots on Bangor-Area Restaurant and Lodging Sales”. This study, which has been enclosed, found that for every dollar of net slot revenue generated by Hollywood Slots (Bangor, ME) an additional \$.29 and \$.12 of revenue was also generated in local area restaurants and lodging establishments, respectively, due to the increase in are visitation. Based upon these results, the table below illustrates the impact on local businesses by year and also by scenario, (Amounts expressed in millions)

Scenario	Business	Year 1	Year 2	Year 3	Year 4	Year 5
Best	Restaurants	\$ 80.5	\$ 88.57	\$ 73.53	\$ 41.50	\$ 44.69
	Lodging	33.3	36.7	30.4	17.2	18.5
	Total	\$113.84	\$125.22	\$103.96	\$ 58.68	\$ 63.19
Average	Restaurants	\$ 70.02	\$ 77.02	\$ 63.94	\$ 36.09	\$ 38.87
	Lodging	29.0	31.9	26.5	14.9	16.1
	Total	\$ 98.99	\$108.89	\$ 90.40	\$ 51.02	\$ 54.95
Worst	Restaurants	\$ 59.51	\$ 65.47	\$ 54.35	\$ 30.68	\$ 33.04
	Lodging	24.6	27.1	22.5	12.7	13.7
	Total	\$ 84.14	\$ 92.56	\$ 76.84	\$ 43.37	\$ 46.71

List of Attachments:

3-21-01 <u>Bangor Impact Study</u>	3-21-10 _____
3-21-02 _____	3-21-11 _____
3-21-03 _____	3-21-12 _____
3-21-04 _____	3-21-13 _____
3-21-05 _____	3-21-14 _____
3-21-06 _____	3-21-15 _____
3-21-07 _____	3-21-16 _____
3-21-08 _____	3-21-17 _____
3-21-09 _____	3-21-18 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-22 Domestic Slot Machines

Describe any plans the applicant has for purchasing domestically manufactured slot machines for installation in the gaming establishment.

Please attach a detailed, written response to this question as attachment 3-22-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Subsidiaries of Penn National Gaming, Inc. purchased over 5,000 slot machines for new properties it developed in 2012. We estimate that at least 85% of those games were manufactured in the U.S. We would expect to achieve a similar level of US-built games for Plainridge Park Casino.

List of Attachments:

3-22-01 <u>n/a</u>	3-22-11 _____
3-22-02 _____	3-22-12 _____
3-22-03 _____	3-22-13 _____
3-22-04 _____	3-22-14 _____
3-22-05 _____	3-22-15 _____
3-22-06 _____	3-22-16 _____
3-22-07 _____	3-22-17 _____
3-22-08 _____	3-22-18 _____
3-22-09 _____	3-22-19 _____
3-22-10 _____	3-22-20 _____

Check this box if you have additional attachments:

Supporting External Business And Job Growth

3-23 Gaming Equipment Vendors

Realizing that formal plans may not be finalized, please provide the names of all proposed vendors of gaming equipment to the best of your present knowledge and belief. If more space is needed, please use an attachment. Provide the primary business address for each vendor in an attachment.

Names of Gaming Equipment Vendors:

1. IGT
2. Konami Gaming, Inc.
3. WMS Gaming, Inc.
4. Aristocrat Technologies, Inc.
5. Bally Gaming, Inc.
6. Spielo International USA
7. Multimedia Games, Inc
8. Ainsworth Game Technology, LTD
9. _____
10. _____
11. _____
12. _____
13. _____
14. _____
15. _____
16. _____
17. _____
18. _____

List of Attachments:

3-23-01 <u>n/a</u>	3-23-03 _____
3-23-02 _____	3-23-04 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-24 Local Agreements

Provide local agreements designed to expand gaming establishment draw (i.e. - number of patrons brought to the region).

Please provide a brief summary of any attached agreements in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will be located at the crossroads of current major attractions in the Commonwealth: Gillette Stadium at Patriot Place, Wrentham Village Premium Outlets, Comcast Center/Live Nation, TPC Boston, and more. Our estimated 1.8 million annual customers will increase visitation to these large destinations and area restaurants, hotels, and small businesses. Simply put, the addition of our facility will make the crossroads of Norfolk and Bristol Counties the destination for sport and leisure enthusiasts in the region, capturing substantial in-state and out-of-state audiences.

Plainridge Park Casino has engaged in dialogue with to the aforementioned major attractions, restaurants, hotels, and small businesses to sign Memorandums of Understanding (MOU) for cross-marketing, promotions, and more to drive our customers to their doors and vice versa. Attachment 3-24-01 is a template MOU provided to our potential neighboring attractions and businesses. Attachment 3-24-02 are executed local agreements to expand visitation to Plainridge Park Casino and the region. We will continue outreach to additional attractions in the immediate future to secure agreements prior to the awarding of the Category 2 License.

List of Attachments:

3-24-01 <u>Template MOU</u>	3-24-11 _____
3-24-02 <u>Signed MOUs</u>	3-24-12 _____
3-24-03 _____	3-24-13 _____
3-24-04 _____	3-24-14 _____
3-24-05 _____	3-24-15 _____
3-24-06 _____	3-24-16 _____
3-24-07 _____	3-24-17 _____
3-24-08 _____	3-24-18 _____
3-24-09 _____	3-24-19 _____
3-24-10 _____	3-24-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-25 Cross Marketing

Provide plans that demonstrate how you will cross-market with other attractions.

Please attach a detailed, written response to this question as attachment 3-25-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a summary of any attached agreements and a general summary of the plans. The response provided in this box will be released to the public.

Plainridge Park Casino’s proximity to four major Massachusetts venues – Gillette Stadium at Patriot Place, Wrentham Village Premium Outlets, TPC Boston, and the Comcast Center in Mansfield –considerably enhances the region as a destination for visitors to patronize area attractions, with each no more than a 10-minute drive away. The following summarizes the methods we will use to cross-market Plainridge Park Casino with other area attractions:

- Partnerships with each respective venue to market these attractions to current and prospective customers will be developed to attract new business and investment.
- To complement the large area entertainment venues we will develop or partner with local organizations for festivals and other unique outdoor events.
- Gift card programs will provide direct revenue and visitors to area businesses through customer give-a-ways and by allowing customers to redeem their incentive complimentary dollars for gift cards.
- Create Play, Stay and Shop packages with local hoteliers and retailers to encourage customers to keep their Massachusetts gaming and non-gaming dollars in state.
- Provide onsite entertainment in our entertainment venue adjacent to Flutie’s Sports Pub with a capacity of less than 100 seats (standing room may increase capacity to over 100). Additionally, the infield of the harness track adjacent to the casino provides our project with considerable built-in options for outside entertainment.

List of Attachments:

3-25-01 <u>Cross Marketing</u>	3-25-11 _____
3-25-02 <u>Retail</u>	3-25-12 _____
3-25-03 <u>Sports</u>	3-25-13 _____
3-25-04 _____	3-25-14 _____
3-25-05 _____	3-25-15 _____
3-25-06 _____	3-25-16 _____
3-25-07 _____	3-25-17 _____
3-25-08 _____	3-25-18 _____
3-25-09 _____	3-25-19 _____
3-25-10 _____	3-25-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-26 Collaboration with Tourism and Other Industries

Provide plans that detail collaboration by the applicant with tourism and other related industries including the [Massachusetts tourism](#) and other related industries.

Please attach a detailed, written response to this question as attachment 3-26-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

In the family of Penn National Gaming’s 28 facilities in 18 jurisdictions, each property has created and nurtured strong relationships with its regional and state convention and visitor bureaus. Each property works side by side with their convention and visitors bureau counterparts to create impactful marketing plans that drive leisure and business tourism to their region.

Plainridge Park Casino plans to collaborate with state and regional tourism bureaus like The Massachusetts Office of Travel and Tourism and Regional Tourism Council to promote the facility as a prime entertainment stop for tourists visiting Massachusetts. We will capitalize on the many tourism outlets available to us.

Plus, we will market all regional tourism attractions and local travel packages on our website, via social media, through advertising like magazine travel print ads and in direct marketing efforts utilizing the Penn National Gaming 4.3 million active customer database.

List of Attachments:

3-26-01 <u>Regional Tourism</u>	3-26-11 _____
3-26-02 <u>CVB</u>	3-26-12 _____
3-26-03 _____	3-26-13 _____
3-26-04 _____	3-26-14 _____
3-26-05 _____	3-26-15 _____
3-26-06 _____	3-26-16 _____
3-26-07 _____	3-26-17 _____
3-26-08 _____	3-26-18 _____
3-26-09 _____	3-26-19 _____
3-26-10 _____	3-26-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-27 International Marketing Efforts

(Optional For Category 2 applicants) Provide plans for international marketing efforts. Reference may be made to the response to question 3-26.

Please attach a detailed, written response to this question as attachment 3-27-01 and provide a brief overview of your response in this box. The summary should include, at a minimum, a broad description of the plans. The response provided in this box will be released to the public.

We have access to approximately 334,000 customer accounts from Ontario. We plan to utilize this database as early as the pre-opening phase to promote the Plainridge Park Casino and racetrack.

We also plan to partner closely with the Massachusetts Office of Travel and Tourism (“MOTT”). MOTT works to market and promote Massachusetts as a premier travel destination in primary international markets: Canada, United Kingdom, and Germany and in secondary markets Ireland, Japan, France & Italy. MOTT works with destination marketing agencies in its eight primary and secondary markets to implement comprehensive promotional programs.

Where applicable, Plainridge Park Casino would create Play, Stay and Shop packages and seek to participate in MOTT activities in this area including travel trade outreach, attending or supporting international travel trade and consumer shows, destination training programs, participating in cooperative marketing with in-market travel partners, and consumer promotions.

List of Attachments:

3-27-01 <u>International Mktg</u>	3-27-11 _____
3-27-02 _____	3-27-12 _____
3-27-03 _____	3-27-13 _____
3-27-04 _____	3-27-14 _____
3-27-05 _____	3-27-15 _____
3-27-06 _____	3-27-16 _____
3-27-07 _____	3-27-17 _____
3-27-08 _____	3-27-18 _____
3-27-09 _____	3-27-19 _____
3-27-10 _____	3-27-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-28 Other Amenities

Provide plans for planned attractions and amenities beyond hotel, gaming, restaurants and in-house entertainment to draw customers. *(Note- hotel optional For Category 2 applicants)*

Please attach a detailed, written response to this question as attachment 3-28-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

We are proud to be the only Category 2 applicant to be able to offer live horse racing as an exciting attraction to draw in customers. We operate 11 tracks across the country today and will leverage that experience and scale to cross promote events with sister tracks and host special events at Plainridge Park for the Hambletonian and Triple Crown events. Our live harness racing will attract racing enthusiasts during the racing season while our year-round simulcasting will ensure a steady flow of racing fans throughout the year. The synergies between racing and gaming will lead to higher revenues for the Commonwealth as many racing customers will choose to gamble at the slots before, between, and after the races.

List of Attachments:

3-28-01 <u>n/a</u>	3-28-11 _____
3-28-02 _____	3-28-12 _____
3-28-03 _____	3-28-13 _____
3-28-04 _____	3-28-14 _____
3-28-05 _____	3-28-15 _____
3-28-06 _____	3-28-16 _____
3-28-07 _____	3-28-17 _____
3-28-08 _____	3-28-18 _____
3-28-09 _____	3-28-19 _____
3-28-10 _____	3-28-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-29 Unique Business and Marketing Strategies

Provide additional plans that demonstrate unique business and marketing strategies to draw new revenues from new customers.

Please attach a detailed, written response to this question as attachment 3-29-01 and provide a brief overview of your response in this box. Given the potential sensitivity of this information, the overview should contain, at a minimum, a broad summary of any plans. The response provided in this box will be released to the public.

The growth of the new customer segment will be critical to the Plainridge Park Casino operation. Penn National Gaming will employ a strategically coordinated approach to attract new patronage to Plainridge Park Casino. Acquisition efforts will include initiating direct marketing efforts to our one million active customers that reside in the Northeast/ Mid- Atlantic/Canada region. Additionally, we will monitor the penetration rates of the local and regional geographies to focus marketing and advertising in a targeted fashion.

We will also work to attract new revenues from new customers through other avenues which should appeal to specific customer niches. We plan to offer Doug Flutie Sports Pub, which is an exclusive relationship with this Massachusetts sports icon. Another unique advantage Penn has over other competitors is our network of existing horse racing tracks and their customers. Our proposed project will breathe new life into the last venue for live harness racing in Massachusetts and therefore maintain the history and heritage of the track.

Plans to grow revenues from new customers include:

- Direct marketing programs specifically designed for new customers including a welcome mailer including incentive offers.
- Implement VIP programs. Higher worth new customers will be enrolled directly in the VIP program and will receive a dedicated host to ensure their continued patronage.
- New member inactive program. After the property has been in operation for a period of time, we will analyze those new members who have failed to make a repeat visit to the location.

List of Attachments:

3-29-01 <u>Unique Strategies</u>	3-29-11 _____
3-29-02 <u>Racing</u>	3-29-12 _____
3-29-03 <u>Racing Advertising</u>	3-29-13 _____
3-29-04 <u>Racing Article</u>	3-29-14 _____
3-29-05 _____	3-29-15 _____
3-29-06 _____	3-29-16 _____
3-29-07 _____	3-29-17 _____
3-29-08 _____	3-29-18 _____
3-29-09 _____	3-29-19 _____
3-29-10 _____	3-29-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-30 Regional Economic Plan Coordination

State whether the applicant's proposed gaming establishment is part of a regional or local economic plan, and provide documentation demonstrating inclusion and coordination with regional economic plans.

Please attach a detailed, written response to this question as attachment 3-30-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming's record of success in participating in local and regional economic growth in the 18 jurisdictions in which it currently operates will surely be replicated in Plainville and the region. The pathway to success follows a general model coupled with unique, location-specific actions, such as:

- Immediate participation in area business and community organizations. In addition to long-standing relationships currently in place between area organizations and Plainridge Racecourse, Penn will become actively engaged in regional chambers of commerce, economic development groups, and civic organizations. Penn has met with and filed paperwork to join the a number of organizations immediately to begin creating economic development strategies and partnerships well in advance of issuance of the Category 2 license.
- Creation of a new economic development organization specific to the area. Gaming is a new business in the Commonwealth and in the host and surrounding communities. The influx of community agreement funds, new local jobs (and subsequently, significant salary revenue in the immediate area), charitable giving, and thousands of volunteer hours, create tremendous opportunities for the area. Effectively leveraging these assets is paramount for the community's future growth. To do this, Penn pledges to work closely with business, civic, and community principals to create, a local advisory board to utilize our experience in other jurisdictions to identify and implement regional economic development ventures.

Examples of Penn's economic partnership with our communities can be found in attachments 3-30-03–3-30-05 which include: Economic Development Corporation of Lea County, New Mexico; Bangor (Main) Chamber of Commerce; and Jefferson County (West Virginia) Chamber of Commerce.

List of Attachments:

3-30-01 <u>Regional Econ. Plan</u>	3-30-11 _____
3-30-02 <u>Westland Devel. Plan</u>	3-30-12 _____
3-30-03 <u>Lea Cnty Econ Devel.</u>	3-30-13 _____
3-30-04 <u>Bangor CoC</u>	3-30-14 _____
3-30-05 <u>Jefferson Cnty CoC</u>	3-30-15 _____
3-30-06 _____	3-30-16 _____
3-30-07 _____	3-30-17 _____
3-30-08 _____	3-30-18 _____
3-30-09 _____	3-30-19 _____
3-30-10 _____	3-30-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-31 Other Community Enhancements

Provide plans outlining community enhancements not already covered by section 3. *Economic Development*.

Please attach a detailed, written response to this question as attachment 3-31-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National’s success as the nation’s largest regional gaming operator is due to a persistent strategy of community leadership at each of the 28 facilities we operate. Hiring local, buying local, and working hand-in-hand in economic development projects and marketing strategies are essential in executing a “rising tide lifts all boats” approach for our host and surrounding communities. However, true community leadership includes a commitment to exceed expectations, help those in need, and set the bar for corporate citizenship. Last year alone, Penn National Gaming contributed \$12.7 million and thousands of volunteer hours to worthwhile charities and civic organizations in the communities in which we operate. In Plainville, we are equally committed to supporting those in need in our host community as well as in surrounding communities.

Examples and further details on this support are described in Attachments 3-31-01 through 3-31-04.

List of Attachments:

3-31-01 <u>Comm. Enhancements</u>	3-31-11 _____
3-31-02 <u>IM Able Foundation Ltr</u>	3-31-12 _____
3-31-03 <u>Joliet Mayor Letter</u>	3-31-13 _____
3-31-04 <u>Biloxi Mayor Letter</u>	3-31-14 _____
3-31-05 _____	3-31-15 _____
3-31-06 _____	3-31-16 _____
3-31-07 _____	3-31-17 _____
3-31-08 _____	3-31-18 _____
3-31-09 _____	3-31-19 _____
3-31-10 _____	3-31-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-32 Record of Success

Provide documentation that outlines the applicant's record of success at other operational sites in other jurisdictions in meeting objectives similar to those discussed in the responses to questions 3-24, 3-25, 3-26, 3-27, and 3-29.

Please attach a detailed, written response to this question as attachment 3-32-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming's record of success in regional gaming is simply unmatched. No other applicant for a gaming license in Massachusetts can tout the following accolades that Penn National has received:

- Named by Fortune Magazine as one of the fastest growing companies a record six out of seven years from 2001 – 2007
- Built and opened more casinos in the United States than any gaming company in the past six years, including three alone in 2012
- Gaming licenses in 17 jurisdictions in the United States

Our company would not be this successful if we did not keep the promises we made to our host communities across the country. Attachment 3-32-01 provides examples of our success in many of these jurisdictions directly from representatives of the communities, including:

- Mayors of Bangor, ME; Biloxi, MS; Hobbs, NM; Rossford, OH; Joliet, IL; Riverside, MO; and Toledo, OH
- Bangor, Jefferson County, Hobbs, and Harrison County Chambers of Commerce
- Jefferson County Commission and Dauphin County Commission
- Greater Bangor Convention and Visitors Bureau
- Hobbs, NM City Manager
- Cecil College Foundation
- Economic Development Corporation of Lea County
- Columbus, Ohio NAACP
- IM ABLE Foundation
- Opportunity House

List of Attachments:

3-32-01 <u>Record of Success</u>	3-32-11 _____
3-32-02 _____	3-32-12 _____
3-32-03 _____	3-32-13 _____
3-32-04 _____	3-32-14 _____
3-32-05 _____	3-32-15 _____
3-32-06 _____	3-32-16 _____
3-32-07 _____	3-32-17 _____
3-32-08 _____	3-32-18 _____
3-32-09 _____	3-32-19 _____
3-32-10 _____	3-32-20 _____

Check this box if you have additional attachments:

Regional Tourism And Attractions

3-33 Entertainment and Athletic Events

Provide details of the applicant’s plans for using entertainers and entertainment, including athletic events, to attract patrons to the applicant's facility.

Please attach a detailed, written response to this question as attachment 3-33-01 and provide a brief overview of your response in this box. The summary should include, at a minimum, a broad description of the plans. The response provided in this box will be released to the public.

The interior of Plainridge Park Casino will house an entertainment venue adjacent to Flutie’s Sports Pub with a capacity of less than 100 seats where we will run complimentary year round entertainment. The infield of the racetrack allows us to build-in temporary structures to host events like the live stage show of The Price is Right and food and wine festivals. We also plan to purchase headliner concert tickets to the Comcast Center and Gillette Stadium for our VIP patrons.

Sports and sporting events are a key part of the marketing strategy. The facility benefits from the proximity to Gillette Stadium at Patriot Place and other regional sporting venues. Plainridge Park Casino plans to explore sponsorships with the Patriots, Revolution, Red Sox, Bruins, etc., as well as buy blocks of tickets to send local and visiting VIP patrons to the games. We plan to implement the Doug Flutie Sports Pub which is an exclusive relationship for our property. Our relationship with Doug Flutie will attract and grow new gaming and non-gaming revenue by offering such unique events. Additionally, we will cross promote TPC Boston and other area golf courses by holding charity golf tournaments.

List of Attachments:

3-33-01 <u>Regional Events</u>	3-33-11 _____
3-33-02 <u>Entertainment</u>	3-33-12 _____
3-33-03 <u>Sports</u>	3-33-13 _____
3-33-04 _____	3-33-14 _____
3-33-05 _____	3-33-15 _____
3-33-06 _____	3-33-16 _____
3-33-07 _____	3-33-17 _____
3-33-08 _____	3-33-18 _____
3-33-09 _____	3-33-19 _____
3-33-10 _____	3-33-20 _____

Check this box if you have additional attachments:

4. BUILDING & SITE DESIGN

Prerequisites

Does your application:

- Demonstrate that the project complies with [780 CMR](#) (State Building Code), [521 CMR](#) (Architectural Access regulations), local ordinances and by-laws, including M.G.L. c.30, §§61-62H as provided in 205 CMR 120.01?
- Provide the names and addresses of the architects, engineers and designers of the gaming facility as required by Question 4-3?
- State how your hotels, hotel rooms, restaurants will compare in quality to other area hotels and amenities as required by Question 4-19?
- Utilize sustainable development principles in the construction and during the life cycle of the facility?
- Describe your plans relating to LEED as required by Question 4-37?
- Describe plans to meet or exceed the stretch energy code requirements as required by Question 4-39?
- Describe plans for conservation of water and management of storm water as required by Question 4-41?
- Describe plans for use of energy efficient equipment as required by Question 4-43?
- Describe plans for generating at least 10% of energy on site as required by Question 4-46?
- Describe plans for monitoring energy use as required by Question 4-49?

Demonstrate Creativity In Design And Overall Concept Excellence

4-1 Overall Theme

Describe the overall theme and concept underlying the proposed design of the facility, including how that theme and concept promote attraction of visitors to the facility and interaction by those visitors with the facility's immediate and regional surroundings.

Please attach a detailed, written response to this question as attachment 4-01-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The design concept for Plainridge Park celebrates the history and future of the Project site, a former stone quarry, the Town of Plainville, and the southeastern region of the Commonwealth of Massachusetts. The expression of this concept through forms and materials will simultaneously allow local residents to feel "ownership" in the facility they have come to know as "The Ridge" after 15 years of live horse racing at the site and provide other visitors with a recognition and understanding of the history and culture of the Town and region.

List of Attachments:

4-01-01 <u>Overall Theme</u>	4-01-11 _____
4-01-02 <u>Design Narrative</u>	4-01-12 _____
4-01-03 <u>Concept Images</u>	4-01-13 _____
4-01-04 <u>Indigenous Material</u>	4-01-14 _____
4-01-05 <u>Plainville Images</u>	4-01-15 _____
4-01-06 _____	4-01-16 _____
4-01-07 _____	4-01-17 _____
4-01-08 _____	4-01-18 _____
4-01-09 _____	4-01-19 _____
4-01-10 _____	4-01-20 _____

Check this box if you have additional attachments:

Demonstrate Creativity In Design And Overall Concept Excellence

4-2 Relationship with Surroundings

Describe the relationship, if any, between the proposed facility and the architecture, history and culture of its immediate and regional surroundings.

Please attach a detailed, written response to this question as attachment 4-02-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The design of Plainridge Park makes a direct relationship between the proposed facility and the architecture, history and culture of the immediate and regional surroundings. The design of Plainridge Park is a celebration of the history and future of the Project site, a former stone quarry, the Town of Plainville, and the southeastern region of the Commonwealth of Massachusetts. This concept as expressed in the forms and materials will allow local residents to feel “ownership” of the facility they have come to know over the past 15 years of horse racing as “The Ridge” and provide newcomers to the facility with an understanding of the history and culture of the Town and region.

List of Attachments:

4-02-01 <u>Surroundings</u>	4-02-11 _____
4-02-02 <u>Design Narrative</u>	4-02-12 _____
4-02-03 <u>Concept Images</u>	4-02-13 _____
4-02-04 <u>Indigenous Material</u>	4-02-14 _____
4-02-05 <u>Plainville Images</u>	4-02-15 _____
4-02-06 _____	4-02-16 _____
4-02-07 _____	4-02-17 _____
4-02-08 _____	4-02-18 _____
4-02-09 _____	4-02-19 _____
4-02-10 _____	4-02-20 _____

Check this box if you have additional attachments:

Demonstrate Creativity In Design And Overall Concept Excellence

4-3 Architects, Engineers, and Designers

Provide the names and addresses of the architects, engineers and designers of the gaming facility. Further, please provide a brief biographical summary along with any other information including links to web sites or other similar material about these individuals and/or entities describing projects in which these individuals and/or entities have participated.

Please attach a detailed, written response to this question as attachment 4-03-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Design Team for this project has been working together for several years at the Plainridge Park Site and, therefore, is a cohesive unit of design and environmental professionals uniquely qualified to carry out this project. The team includes both local and regional experts in civil engineering, architecture, landscape architecture, and environmental science. The lead civil engineering firm for the project is Tilton and Associates, Inc. (TAI) of North Attleborough, MA. The design of the proposed building and parking garage is led by JCJ Architecture of Hartford, CT which has extensive experience in the design of gaming facilities in the Northeastern U.S. In support of TAI and JCJ are: MacMahon Associates (Traffic); Veri Waterman (Landscape Architecture); EXP (MEP). Cost estimation and construction will be carried out by Turner Construction Company of Boston, MA which has constructed several Penn National Gaming (PNG) gaming facilities throughout the country. A full listing and summary of qualifications of the various Design Team members is provided as Attachment 4-03-1.

List of Attachments:

4-03-01 <u>Design Team</u>	4-03-11 <u>Green Engineer Profile</u>
4-03-02 <u>JCJ Profile</u>	4-03-12 <u>Turner Profile</u>
4-03-03 <u>TAI Profile</u>	4-03-13 _____
4-03-04 <u>VWA Profile</u>	4-03-14 _____
4-03-05 <u>McMahon Profile</u>	4-03-15 _____
4-03-06 <u>Harman Group Profile</u>	4-03-16 _____
4-03-07 <u>EXP Profile</u>	4-03-17 _____
4-03-08 <u>Acentech Profile</u>	4-03-18 _____
4-03-09 <u>Briggs Engineer Profile</u>	4-03-19 _____
4-03-10 <u>Tech Enviro Profile</u>	4-03-20 _____

Check this box if you have additional attachments:

Demonstrate Creativity In Design And Overall Concept Excellence

4-4 Color Rendering

Provide a color rendering of the gaming establishment and all structures located on the gaming establishment site.

List of Attachments:

4-04-01 <u>Aerial Renderings</u>	4-04-03 <u>Landscape Plan</u>
4-04-02 <u>Approach Renderings</u>	4-04-04 _____

Check this box if you have additional attachments:

4-5 Schematic Design

Provide a schematic design, as defined/understood by the [AIA](#), for each structure within the boundaries of the site showing at least the total and usable floor area, interior and exterior themes, and finished, building elevations and perspectives.

List of Attachments:

4-05-01 <u>Landscape Plan</u>	4-05-03 <u>Clubhouse Plans</u>
4-05-02 <u>Floor Plans</u>	4-05-04 <u>Casino Plans</u>

Check this box if you have additional attachments:

4-6 Proposed Landscaping

Provide a site plan showing the proposed landscaping and other site improvements.

List of Attachments:

4-06-01 <u>Landscape Plan</u>	4-06-03 _____
4-06-02 _____	4-06-04 _____

Check this box if you have additional attachments:

Demonstrate Creativity In Design And Overall Concept Excellence

4-7 Alternative Presentation

If the applicant chooses, it may provide an electronic mockup of the project, video presentation, or other medium of presenting the proposal separate from those otherwise required. If such a presentation is provided, please provide a written explanation briefly describing it and how it has been included in the application materials.

List of Attachments:

4-07-01 <u>Presentation</u>	4-07-11 _____
4-07-02 _____	4-07-12 _____
4-07-03 _____	4-07-13 _____
4-07-04 _____	4-07-14 _____
4-07-05 _____	4-07-15 _____
4-07-06 _____	4-07-16 _____
4-07-07 _____	4-07-17 _____
4-07-08 _____	4-07-18 _____
4-07-09 _____	4-07-19 _____
4-07-10 _____	4-07-20 _____

Check this box if you have additional attachments:

Demonstrate Creativity In Design And Overall Concept Excellence

4-8 Parking

Describe the number, location and [accessibility](#) of parking spaces for employees, patrons and buses.

Please attach a detailed, written response to this question as attachment 4-08-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The total number of parking spaces on site will be 1,620 including a total of 34 handicap spaces (8 of which are handicap van accessible spaces) and 5 bus parking spaces. The number of parking spaces was calculated using the Town of Plainville Zoning Bylaw Section 500-31, Parking Requirements and modified as noted in the summary table for site specific uses. Structured parking is provided in a multi-level parking garage with 1,088 spaces. Existing and proposed surface parking lots will have a total of 532 spaces. All parking areas and walkways were designed to be fully handicap-accessible pursuant to 521 CMR and ADA Guidelines.

List of Attachments:

4-08-01 <u>Parking</u>	4-08-11 _____
4-08-02 <u>Parking Spaces</u>	4-08-12 _____
4-08-03 <u>Parking Requirements</u>	4-08-13 _____
4-08-04 <u>Parking Plans</u>	4-08-14 _____
4-08-05 <u>Garage Plans</u>	4-08-15 _____
4-08-06 _____	4-08-16 _____
4-08-07 _____	4-08-17 _____
4-08-08 _____	4-08-18 _____
4-08-09 _____	4-08-19 _____
4-08-10 _____	4-08-20 _____

Check this box if you have additional attachments:

Demonstrate Creativity In Design And Overall Concept Excellence

4-9 Transportation Infrastructure

Describe the plans for tour bus, taxi and valet drop-off and for service vehicle parking, satellite parking and other related transportation infrastructure. Additionally, please describe plans to offer refueling, overnight bus parking, disabled vehicle assistance, and convenience store facilities on site.

Please attach a detailed, written response to this question as attachment 4-09-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

There are designated bus, taxi, limousine and shuttle drop-off and pick-up areas located adjacent to the entrance of the existing simulcast building. Buses, taxis, limousines and shuttles will pull up curbside to sidewalks immediately adjacent to the building entrance. Passengers will disembark directly onto the sidewalk, without need to cross in front of the vehicle, nor need to walk through parking areas in order to access the building entrances. Passengers waiting to be picked up will wait inside a climate controlled building with a large wall of windows with a clear view of the passenger loading area. Valet parking will be located under the porte-cochere.

There are five designated bus parking spaces in the proposed parking area located immediately west of the existing surface parking lot. Parking for Plainridge service vehicles will be in the paddock area north of the existing parking area.

Satellite parking will be arranged, as needed, during high capacity events such as the Grand Opening. Arrangements will be made with nearby lot owners for satellite parking with shuttle service to the facility to accommodate potential parking overflow.

Plainridge will not provide refueling or convenience store facilities on site; however a variety of food and snack items will be available in the food court. There are also several 24-hour service stations located nearby. Disabled vehicle assistance will be provided on site.

List of Attachments:

4-09-01 <u>Transportation</u>	4-09-11 _____
4-09-02 <u>Concept Plan</u>	4-09-12 _____
4-09-03 _____	4-09-13 _____
4-09-04 _____	4-09-14 _____
4-09-05 _____	4-09-15 _____
4-09-06 _____	4-09-16 _____
4-09-07 _____	4-09-17 _____
4-09-08 _____	4-09-18 _____
4-09-09 _____	4-09-19 _____
4-09-10 _____	4-09-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-10 Gaming

Describe the proposed gaming area, including the square feet of gaming area, the number and types of table games and slot machines it will contain, the number of gaming positions, as defined in G.L. c. 23K, §2, it will contain and the specific location of the games and machines in the proposed gaming establishment. Further, please discuss any plans for special high limit or VIP areas.

Please attach a detailed, written response to this question as attachment 4-10-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a brief summary of the description specifically including the number and types of table games and slot machines, and the number of gaming positions. The response provided in this box will be released to the public.

The gaming area at Plainridge Park Casino will be located in a new single story Slot Parlor structure of 106,000 gross square feet located between the parking structure and the existing simulcast / racing building and contain:

- Approximately 42,000 net square feet of Gaming area; and,
- 1,250 slot machines (e.g. 1,250 total gaming positions) of the latest mix of customers' favorite slot machine types and themes from MGC approved slot manufacturers.
- High Limit / VIP gaming areas will be determined based upon consumer preference shortly before or after commencement of gaming operations.

List of Attachments:

4-10-01 <u>Gaming</u>	4-10-08 _____
4-10-02 <u>Floor Plan</u>	4-10-09 _____
4-10-03 <u>Casino Plans</u>	4-10-10 _____
4-10-04 _____	4-10-11 _____
4-10-05 _____	4-10-12 _____
4-10-06 _____	4-10-13 _____
4-10-07 _____	4-10-14 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-11 Non-Gaming Amenities

Describe the restaurants, retail spaces, bars, lounges and other non-gaming amenities located within the boundaries of the gaming establishment site, along with the names of their proposed operators.

Please attach a detailed, written response to this question as attachment 4-11-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Plainridge Park gaming facility will include several non-gaming amenities such as: a Casual Dining Restaurant, a Sports Bar/Pub, a Food Court, Multi-purpose function room, Live Horse Racing and a Simulcast theater to enhance the patron experience. Springfield Gaming and Redevelopment, LLC d/b/a Plainridge Park Casino will be the operator for all amenities.

List of Attachments:

4-11-01 <u>Non Gaming Amenities</u>	4-11-11 _____
4-11-02 <u>Landscape Plan</u>	4-11-12 _____
4-11-03 <u>Floor Plan</u>	4-11-13 _____
4-11-04 <u>Clubhouse Plan</u>	4-11-14 _____
4-11-05 _____	4-11-15 _____
4-11-06 _____	4-11-16 _____
4-11-07 _____	4-11-17 _____
4-11-08 _____	4-11-18 _____
4-11-09 _____	4-11-19 _____
4-11-10 _____	4-11-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-12 Exhibition Spaces

(Optional For Category 2 applicants) Describe any exhibition space or spaces the applicant plans to include in its facility, including the square footage of the spaces and the amenities they will contain.

Please attach a detailed, written response to this question as attachment 4-12-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The existing 8,000 square foot Viewing Concourse at the exterior trackside area has in the past and will continue to provide outdoor event space. This could include events such as local farmers market, special racing event dates and special events as permitted by the Town of Plainville. In the past, Plainridge has hosted limited events (i.e car shows) on the track itself and this activity could also continue. A 5,163 square foot Multi-purpose function room with seating for 200 is planned for the second floor of the clubhouse. This space can be used as event space and has been designed to provide space for one large or two smaller events simultaneously and also has an exterior deck overlooking the race track. In addition, the infield of the harness track adjacent to the casino building provides our project with considerable outdoor meeting space, trade show and event options.

List of Attachments:

4-12-01 <u>Exhibition Spaces</u>	4-12-11 _____
4-12-02 <u>Landscape Plan</u>	4-12-12 _____
4-12-03 <u>Clubhouse Plan</u>	4-12-13 _____
4-12-04 _____	4-12-14 _____
4-12-05 _____	4-12-15 _____
4-12-06 _____	4-12-16 _____
4-12-07 _____	4-12-17 _____
4-12-08 _____	4-12-18 _____
4-12-09 _____	4-12-19 _____
4-12-10 _____	4-12-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-13 Conference Space

(Optional For Category 2 applicants) Describe any conference space or spaces the applicant plans to include in its facility, including the square footage of the spaces and the amenities they will contain

Please attach a detailed, written response to this question as attachment 4-13-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The 5,163 square foot Multi-purpose Function Room on the second floor of the Clubhouse will function as meeting/conference space and exterior trackside deck of 1,920 square feet. It is designed for flexibility and can hold one large or two small functions simultaneously. Each function has access to a bar and food service.

List of Attachments:

4-13-01 <u>Conference Space</u>	4-13-11 _____
4-13-02 <u>Clubhouse Plan</u>	4-13-12 _____
4-13-03 _____	4-13-13 _____
4-13-04 _____	4-13-14 _____
4-13-05 _____	4-13-15 _____
4-13-06 _____	4-13-16 _____
4-13-07 _____	4-13-17 _____
4-13-08 _____	4-13-18 _____
4-13-09 _____	4-13-19 _____
4-13-10 _____	4-13-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-14 Serving the Surrounding Community

Describe how the restaurants, retail spaces, bars, lounges and other non-gaming amenities located within the boundaries of the gaming establishment site will serve the surrounding community.

Please attach a detailed, written response to this question as attachment 4-14-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino’s unique offering of live racing, slot machine entertainment and diverse dining options is an ideal complement to the surrounding community and will result in increased visitation to the entire region. The facility will include Boston College legend and former New England Patriot Doug Flutie’s first ever restaurant in Massachusetts, Flutie’s Sports Pub, that will feature memorabilia (including his Heisman Trophy) and host events with Mr. Flutie and other New England athletes and celebrities. Plainridge Park Casino will be home to an exciting, live music entertainment lounge that will feature a calendar of top local and regionally-sourced bands, like that of our very own Doug Flutie. Plainridge Park Casino will also offer a polished casual, sit-down restaurant and a four-venue food court to complement the existing cuisine options in the area. Most importantly, Plainridge Park Casino will be home to the only harness racetrack in the Commonwealth, driving considerable visitation to the area by breeders, horsemen, and equine and racing enthusiasts, among others. We believe this impressive lineup will drive significant incremental visitation to the region from both gamers and non-gamers alike.

List of Attachments:

4-14-01 <u>Surrounding Community</u>	4-14-11 _____
4-14-02 <u>Landscape Plan</u>	4-14-12 _____
4-14-03 <u>Floor Plans</u>	4-14-13 _____
4-14-04 <u>MOU's</u>	4-14-14 _____
4-14-05 _____	4-14-15 _____
4-14-06 _____	4-14-16 _____
4-14-07 _____	4-14-17 _____
4-14-08 _____	4-14-18 _____
4-14-09 _____	4-14-19 _____
4-14-10 _____	4-14-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-15 Entertainment Venues

Describe the entertainment venues located on the gaming establishment site inside or outside the gaming establishment proper, the capacity of each and uses to which the venues will be dedicated. Note- in accordance with M.G.L. c.23K, §9(a)(11) a gaming licensee shall only be permitted to build a live entertainment venue that has less than 1,000 seats or more than 3,500 seats.

Please attach a detailed, written response to this question as attachment 4-15-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The interior of Plainridge Park Casino will house an entertainment venue adjacent to Flutie's Sports Pub with a capacity of less than one hundred seats (standing room may increase capacity to over one hundred). Penn National Gaming has utilized similar venues at our facilities across the country and executed successful site-specific entertainment options at each to draw higher visitation. In addition to working with local musicians, including Doug Flutie's band, Plainridge Park Casino's interior entertainment lounge will host entertainers that play at similarly sized venues at our 28 properties across the country.

The infield of the harness track adjacent to the casino building provides our project with considerable built-in options for outside entertainment. In an effort to complement the large area entertainment venues (Comcast Center and Gillette Stadium), Plainridge Park Casino will develop or partner with organizations for festivals and other unique outdoor events. Examples of festivals include regional music, microbrew, artisanal food, non-profits, game shows like The Price is Right and Let's Make a Deal, and more. Special events in partnership with local businesses, restaurants, organizations will also be considered to provide continuous opportunities to drive visitation to the area.

List of Attachments:

4-15-01 <u>Entertainment Venues</u>	4-15-09 _____
4-15-02 <u>Landscape Plan</u>	4-15-10 _____
4-15-03 <u>Clubhouse Plan</u>	4-15-11 _____
4-15-04 _____	4-15-12 _____
4-15-05 _____	4-15-13 _____
4-15-06 _____	4-15-14 _____
4-15-07 _____	4-15-15 _____
4-15-08 _____	4-15-16 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-16 Public Spaces

(Optional For Category 2 applicants) Describe the convention, meeting and other public spaces, other than those identified in response to questions 4-11 and 4-12 if any, located on the gaming establishment site inside or outside the gaming establishment proper, the capacity of each and uses to which the venues will be dedicated.

Please attach a detailed, written response to this question as attachment 4-16-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The existing 8,000 square foot Viewing Concourse at the exterior trackside area has in the past and will continue to provide outdoor event space. This could include events such as local farmers market, special racing event dates and special events as permitted by the Town of Plainville. In the past, Plainridge has hosted limited events (i.e car shows) on the track itself and this activity could also continue. A 5,163 square foot Multi-purpose function room with seating for 200 is planned for the second floor of the clubhouse. This space can be used as event space and has been designed to provide space for one large or two smaller events simultaneously and also has an exterior deck overlooking the race track. In addition, the infield of the harness track adjacent to the casino building provides our project with considerable outdoor meeting space, trade show and event options.

List of Attachments:

4-16-01 <u>N/A</u>	4-16-10 _____
4-16-02 _____	4-16-11 _____
4-16-03 _____	4-16-12 _____
4-16-04 _____	4-16-13 _____
4-16-05 _____	4-16-14 _____
4-16-06 _____	4-16-15 _____
4-16-07 _____	4-16-16 _____
4-16-08 _____	4-16-17 _____
4-16-09 _____	4-16-18 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-17 Description of Hotel

(Optional For Category 2 applicants) Describe the proposed hotel, including the types of rooms, the numbers of each type, and the number that will be reserved for gaming establishment promotions. Additionally specify whether linen supply, housekeeping, and laundry will be out sourced or retained within the facility operations.

Please attach a detailed, written response to this question as attachment 4-17-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Upon opening, we plan to utilize the ample supply of existing hotel rooms in close proximity to our proposed facility, which will help support our local hoteliers through increased visitation. As the market place continues to evolve to where local occupancy rates maintain a high enough level to warrant a new hotel, we will consult with our host community and local businesses prior to constructing our own hotel at Plainridge Park Casino where there is sufficient land to include one in our long term master plan.

List of Attachments:

4-17-01 <u>N/A</u>	4-17-10 _____
4-17-02 _____	4-17-11 _____
4-17-03 _____	4-17-12 _____
4-17-04 _____	4-17-13 _____
4-17-05 _____	4-17-14 _____
4-17-06 _____	4-17-15 _____
4-17-07 _____	4-17-16 _____
4-17-08 _____	4-17-17 _____
4-17-09 _____	4-17-18 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-18 Other Facilities

Describe any other facilities or amenities, other than those already described, that will be located on the site. Further, please specify whether day care or minor/child babysitting services are planned. If so, what standards will be utilized in offering such patron services?

Please attach a detailed, written response to this question as attachment 4-18-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will feature the only live harness racing venue in Massachusetts. During its current eight-month long racing season, Plainridge Race Course conducts nearly 800 Standardbred harness races. Built in 1998, the racetrack is a 5/8-mile Euro-style oval with spiral turns and a 430-foot stretch. There is a grandstand, simulcast theatre, and clubhouse with a capacity of 3,500. The racetrack directly employs more than 120 local area workers, and is directly responsible for numerous additional jobs, including trainers, drivers, and grooms who are licensed by the Massachusetts Gaming Commission. In addition to this direct employment, the harness racing industry provides incredibly broad economic reach throughout the state. Numerous veterinarians, blacksmiths, feed dealers, tack shops, and truck dealerships are among the myriad of small businesses who benefit from Plainridge Racecourse and standardbred harness horsemen and women. In addition, it can be said live racing is a “green industry,” preserving thousands of acres of open space and hundreds of family farms across Massachusetts, including two prominent standardbred farms in Plainville, representing more than 200 acres.

List of Attachments:

4-18-01 <u>Other Facilities</u>	4-18-11 _____
4-18-02 <u>Landscape Plan</u>	4-18-12 _____
4-18-03 _____	4-18-13 _____
4-18-04 _____	4-18-14 _____
4-18-05 _____	4-18-15 _____
4-18-06 _____	4-18-16 _____
4-18-07 _____	4-18-17 _____
4-18-08 _____	4-18-18 _____
4-18-09 _____	4-18-19 _____
4-18-10 _____	4-18-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-19 Quality of Amenities

(Hotel and hotel room portion of the response is optional For Category 2 applicants) State how the hotels, hotel rooms, restaurants and other amenities that are part of the proposed facility will compare in quality to other area hotels and amenities as well as those included and offered in other competitive gaming establishments within the 300 mile area.

Please attach a detailed, written response to this question as attachment 4-19-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The non-gaming amenities at Plainridge Park Casino will include food and beverage venues and live horse racing and simulcast viewing. Non-gaming amenities to be built within the gaming facility will be designed by casino experienced professionals. As such, the quality of materials and furnishings will be completed to meet the expectations of both gaming and non-gaming customers. We expect the quality of our non-gaming offerings will meet or exceed the local marketplace for similar offerings and will be comparable to that found in gaming facilities within the region.

List of Attachments:

4-19-01 <u>Amenities</u>	4-19-10 _____
4-19-02 <u>Landscape Plan</u>	4-19-11 _____
4-19-03 <u>Floor Plan</u>	4-19-12 _____
4-19-04 _____	4-19-13 _____
4-19-05 _____	4-19-14 _____
4-19-06 _____	4-19-15 _____
4-19-07 _____	4-19-16 _____
4-19-08 _____	4-19-17 _____
4-19-09 _____	4-19-18 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-20 Art

Describe any public art, sculpture, paintings, or other patron attractions that will be located at the gaming establishment complex.

Please attach a detailed, written response to this question as attachment 4-20-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Plainridge Park Casino will use art as one of many components of the interior design program. Artwork, sculptures and similar attractions will be integrated into the design to promote the excitement of a gaming and racing facility and to illustrate the overall culture of the local and regional area.

Our plans for art are more specifically detailed in attachments 4-20-01 and 4-20-02 below.

List of Attachments:

4-20-01 <u>Art</u>	4-20-11 _____
4-20-02 <u>Artist Program</u>	4-20-12 _____
4-20-03 _____	4-20-13 _____
4-20-04 _____	4-20-14 _____
4-20-05 _____	4-20-15 _____
4-20-06 _____	4-20-16 _____
4-20-07 _____	4-20-17 _____
4-20-08 _____	4-20-18 _____
4-20-09 _____	4-20-19 _____
4-20-10 _____	4-20-20 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-21 Tourism Diversity

Describe how the applicant proposes to build a gaming establishment of high caliber with a variety of quality amenities included as part of the gaming establishment and operated in partnership with local hotels, and dining, retail, and entertainment facilities, including identifying the existing or anticipated contracts, agreements, or strategies between and among the applicant and local hotels and dining, retail and entertainment facilities, designed to ensure that patrons experience the diversified regional tourism industry. Further please describe the applicant’s intended use of any busing programs including any plans for patron solicitation for bus related marketing programs.

Please attach a detailed, written response to this question as attachment 4-21-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will offer a breadth of amenities including a quality casual restaurant, Doug Flutie’s Sports Pub, food court, entertainment lounge, and live harness racing. The Doug Flutie Sports Pub is an exclusive relationship for Plainridge Park Casino, affording our project with unique appearance opportunities. We will work in concert with each local retailer to integrate our offerings and to create cross marketing opportunities and programs. We plan to institute a gift card program where we will use gift cards to incentivize visits and to allow patrons to utilize their complimentary incentive dollars for local purchases. We also plan to partner with local hoteliers and retailers to create Play, Stay and Shop packages.

In an effort to complement the large area entertainment venues, Plainridge Park Casino will develop or partner with local organizations to create festivals and other unique outdoor events. Examples of festivals include regional music, microbrew, artisanal food, non-profits, and more. Penn National Gaming will also utilize motor coach tour groups to enable regional visitation from neighboring states.

List of Attachments:

4-21-01 <u>Tourism Diversity</u>	4-21-07 _____
4-21-02 <u>Racing</u>	4-21-08 _____
4-21-03 <u>Racing Advertising</u>	4-21-09 _____
4-21-04 <u>Racing Article</u>	4-21-10 _____
4-21-05 <u>Retail</u>	4-21-11 _____
4-21-06 <u>Sports</u>	4-21-12 _____

Check this box if you have additional attachments:

Gaming Establishment Of High Caliber With Quality Amenities In Partnership With Local Facilities

4-22 Diversified Regional Tourism

Describe the existing or anticipated contracts or agreements between non-gaming entities within the boundaries of the gaming establishment complex and local hotels and dining, retail and entertainment facilities designed to ensure that patrons experience the diversified regional tourism industry.

Please attach a detailed, written response to this question as attachment 4-22-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

We will work in concert with each local retailer to integrate our offerings to create cross marketing opportunities and programs. We plan to institute a gift card program where we will use gift cards to incentivize visits and to allow patrons to utilize their complimentary incentive dollars for local purchases. We also plan to partner with local hoteliers and retailers to create Play, Stay and Shop packages. In an effort to complement the large area entertainment venues (the Comcast Center and Gillette Stadium at Patriot Place), Plainridge Park Casino will develop or partner with local organizations for festivals and other unique outdoor events. Examples of festivals include regional music, microbrew, artisanal food, non-profits, and more.

Many partnership opportunities exist because of the close proximity to Gillette Stadium at Patriot Place and other regional sporting venues. Plainridge Park Casino plans to explore sponsorships with the Patriots, Red Sox, Revolution, Bruins, etc. as well as, buying blocks of tickets for our local and visiting VIPs.

List of Attachments:

4-22-01 <u>Tourism</u>	4-22-10 _____
4-22-02 <u>Retail</u>	4-22-11 _____
4-22-03 <u>Sports</u>	4-22-12 _____
4-22-04 _____	4-22-13 _____
4-22-05 _____	4-22-14 _____
4-22-06 _____	4-22-15 _____
4-22-07 _____	4-22-16 _____
4-22-08 _____	4-22-17 _____
4-22-09 _____	4-22-18 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-23 Egress from Gaming Establishment Site

Describe all adjacent streets, highways, buses, and other public transportation facilities and how they will be utilized for access to and egress from the gaming establishment site.

Please attach a detailed, written response to this question as attachment 4-23-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a summary of the overall plan. The response provided in this box will be released to the public.

The project site directly abuts Route 1 and I-495. Existing access to the site is provided via a right turn in/out only driveway on Route 1 northbound. Patrons arriving from I-495 and Route 1 from north of the site currently travel through the jughandle intersection of Route 1 and Route 152. This intersection currently experiences operational and safety deficiencies. Proposed modifications include reconstructing the site driveway to provide direct access for left turns to/from Route 1 southbound. The modified driveway will be signalized and the Exit 14 ramp from I-495 southbound to Route 1 southbound will be modified to increase the distance to the site driveway and provide for signal control. The proposed improvements will accommodate patrons to/from I 495 and Route 1 north of the site, which constitutes 87% of the site traffic. These improvements also reduce the existing and future volumes utilizing the jughandle intersection, improving overall operations and safety. Additional signage improvements will better inform motorists of the jughandle operations and improve safety. Bicycle lanes will be provided along both sides of Route 1 adjacent to the site. The project team has been coordinating with GATRA, which provides regional bus service to the Town of Plainville, to provide transit service to the Plainridge Park Casino site.

List of Attachments:

4-23-01 <u>Egress</u>	4-23-11 _____
4-23-02 <u>Concept Plan</u>	4-23-12 _____
4-23-03 _____	4-23-13 _____
4-23-04 _____	4-23-14 _____
4-23-05 _____	4-23-15 _____
4-23-06 _____	4-23-16 _____
4-23-07 _____	4-23-17 _____
4-23-08 _____	4-23-18 _____
4-23-09 _____	4-23-19 _____
4-23-10 _____	4-23-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-24 Adequacy of Existing Transportation Infrastructure

Provide an analysis of the adequacy of the existing transportation facilities, including those for refueling, to deliver patrons to and from the gaming establishment complex and the measures the applicant will take, including infrastructure and other improvements, to remedy any inadequacy.

Please attach a detailed, written response to this question as attachment 4-24-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Currently, the site is accessed from Route 1 northbound via right turns only. Vehicles destined for the site from the north must travel through a Jughandle and the Route 1/Route 152 signalized intersection, which has existing operational and safety deficiencies. Vehicles exiting the site destined for points south must u-turn using the I-495 Interchange ramps to reverse direction on Route 1. Illegal u-turns and left-turns are prevalent in both directions along this section of Route 1 due to the excessive maneuvers currently required to reverse direction. The proposed design of the roadway infrastructure adjacent to the site aims to address all of these operational and safety deficiencies. The I-495/Route 1 Interchange (Exit 14) operates at an acceptable level of service with the proposed facility.

List of Attachments:

4-24-01 <u>Existing Transportation</u>	4-24-11 _____
4-24-02 <u>Concept Plans</u>	4-24-12 _____
4-24-03 <u>Traffic Study</u>	4-24-13 _____
4-24-04 _____	4-24-14 _____
4-24-05 _____	4-24-15 _____
4-24-06 _____	4-24-16 _____
4-24-07 _____	4-24-17 _____
4-24-08 _____	4-24-18 _____
4-24-09 _____	4-24-19 _____
4-24-10 _____	4-24-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-25 Traffic Mitigation

Describe the steps, plans and measures the applicant will take, including infrastructure improvements, to mitigate traffic flow in the vicinity of the gaming establishment complex by stimulating use of public transit.

Please attach a detailed, written response to this question as attachment 4-25-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

As part of the project's Transportation Demand Management plan, the project team has initiated meetings with GATRA to evaluate options to provide bus transit service to Plainridge Park Casino. The project team, in consultation with GATRA and SRPEDD, agreed to evaluate the feasibility of the following options: 1) Extending an existing bus route (GATRA Bus Route 14) serving Plainville to Plainridge Park Casino. 2) Extending existing routes or developing new routes to/from key destinations to the north. A new route in North Attleborough and Plainville between Triboro Plaza and Plainridge Parke/Plainville Commons shopping center via Route 152 is recommended to provide transit service to the Plainridge Park Casino.

List of Attachments:

4-25-01 <u>Traffic Mitigation</u>	4-25-11 _____
4-25-02 _____	4-25-12 _____
4-25-03 _____	4-25-13 _____
4-25-04 _____	4-25-14 _____
4-25-05 _____	4-25-15 _____
4-25-06 _____	4-25-16 _____
4-25-07 _____	4-25-17 _____
4-25-08 _____	4-25-18 _____
4-25-09 _____	4-25-19 _____
4-25-10 _____	4-25-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-26 Parking Facilities

Describe the parking facilities and how they will be linked to the gaming establishment complex in a manner consistent with other design elements.

Please attach a detailed, written response to this question as attachment 4-26-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The total number of parking spaces on site will be 1,644 including a total of 34 handicap-accessible spaces (8 of which are handicap van accessible), 5 bus parking spaces and 24 trailer parking spaces. The parking facilities include an existing paved surface lot; a proposed surface parking area located adjacent to the existing surface lot; two proposed employee surface parking areas; and a multi-level parking garage that is currently under construction. The parking facilities were designed to provide the shortest, most direct route of travel from the parking areas to the facility for the safety and convenience of the patrons and employees. The landscape plan for the parking areas is designed to encourage pedestrian safety and provide all- season color, interest and shading.

List of Attachments:

4-26-01 <u>Parking Facilities</u>	4-26-11 _____
4-26-02 <u>Parking Plan</u>	4-26-12 _____
4-26-03 <u>Landscape Plan</u>	4-26-13 _____
4-26-04 <u>Garage Plans</u>	4-26-14 _____
4-26-05 _____	4-26-15 _____
4-26-06 _____	4-26-16 _____
4-26-07 _____	4-26-17 _____
4-26-08 _____	4-26-18 _____
4-26-09 _____	4-26-19 _____
4-26-10 _____	4-26-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-27 Adjacent Land

Describe the relationship of the project to adjacent land uses and proposed land uses to ensure compatibility between the gaming establishment complex and the adjacent uses.

Please attach a detailed, written response to this question as attachment 4-27-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Racecourse has successfully operated as an equine harness facility at 301 Washington Street in Plainville, MA for over 14 years. Plainridge is located in a commercial zoning district, and is bounded by Route 1 to the west, Interstate 495 to the north, residences to the south and wooded land to the east. The northern limits of the Plainridge site abut the State Highway Layout (SHLO) for I-495. Facilities adjacent to the site, along Route 1, include Lowe’s, Target, Stop and Shop, and several small restaurant and retail uses in the adjacent shopping plazas. Located to the south of the Plainridge site is a network of low volume and low speed residential roadways (Haynes Road, Mirimichi Street, Harness Path). Plainridge has worked to mitigate any noise and development impacts during construction and operation to ensure that the proposed facility will maintain community livability. Due to the commercial nature of the surrounding area and the special considerations that will be given to the residential neighborhoods, the Applicant believes that the proposed facility is compatible with surrounding land uses.

List of Attachments:

4-27-01 <u>Adjacent Land</u>	4-27-11 _____
4-27-02 <u>Aerial Images</u>	4-27-12 _____
4-27-03 <u>Regional Map</u>	4-27-13 _____
4-27-04 <u>Site Map</u>	4-27-14 _____
4-27-05 <u>Zoning Map</u>	4-27-15 _____
4-27-06 <u>Landscape Plan</u>	4-27-16 _____
4-27-07 <u>Concept Plan</u>	4-27-17 _____
4-27-08 <u>Fence Location Plan</u>	4-27-18 _____
4-27-09 _____	4-27-19 _____
4-27-10 _____	4-27-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-28 Delivery of Supplies and Trash Removal

Describe how the facilities for delivery and storage of supplies and trash removal are integrated with the overall project complex including an explanation as to whether on-site compacting or incineration will be utilized and what facility systemic recycling processes, if any, are planned.

Please attach a detailed, written response to this question as attachment 4-28-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The service driveway provides access to the loading dock for the delivery of supplies and trash removal. Several recycling bins and a dumpster will be located on the loading dock. Plainridge has developed a Green Initiative Recycling Program to increase recycling and divert trash from landfills. The following items will be recycled on-site: paper, newspaper, cardboard, cans, bottles, glass, plastics, scrap metal, fluorescent lights, electronics, printer/copier toner cartridges and food waste. On site compacting will be considered. No on site incineration will be utilized.

List of Attachments:

4-28-01 <u>Trash Removal</u>	4-28-11 _____
4-28-02 <u>Landscape Plan</u>	4-28-12 _____
4-28-03 <u>Removal Permit</u>	4-28-13 _____
4-28-04 _____	4-28-14 _____
4-28-05 _____	4-28-15 _____
4-28-06 _____	4-28-16 _____
4-28-07 _____	4-28-17 _____
4-28-08 _____	4-28-18 _____
4-28-09 _____	4-28-19 _____
4-28-10 _____	4-28-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-29 Signage

Describe the proposed signage and the plans to ensure that signs are energy efficient and sensitive to surroundings.

Please attach a detailed, written response to this question as attachment 4-29-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

All exterior and interior signage will be designed and constructed in accordance with local code or by special permit issued by the Town of Plainville. Signage will include exterior directional/way finding and building identification signage. Interior signage will include directional/way finding, amenity outlet identification and slot machine signage. All signage will be designed to blend with the overall building and site design. Energy efficient signage will be used to every extent possible.

List of Attachments:

4-29-01 <u>Signage</u>	4-29-11 _____
4-29-02 <u>Wayfinding Plan</u>	4-29-12 _____
4-29-03 _____	4-29-13 _____
4-29-04 _____	4-29-14 _____
4-29-05 _____	4-29-15 _____
4-29-06 _____	4-29-16 _____
4-29-07 _____	4-29-17 _____
4-29-08 _____	4-29-18 _____
4-29-09 _____	4-29-19 _____
4-29-10 _____	4-29-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-30 Minimizing Noise and Lighting

Describe plans to minimize impact of noise and facility lighting on surroundings areas.

Please attach a detailed, written response to this question as attachment 4-30-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Currently, ambient noise and light pollution is relatively high in the vicinity of Plainridge Racecourse due to the close proximity to I-495 and Route 1. However, Plainridge Racecourse was designed to mitigate any increase in noise or light pollution that could adversely affect the surrounding neighborhoods. Significant highway set backs and other design techniques were used to mitigate light and noise pollution.

The applicant is currently working to minimize any noise and lighting impacts during construction and operation of the gaming facility to ensure that the proposed facility will maintain community livability. The lighting plan for Plainridge was designed to reduce excessive lighting, prevent light spillage, and preserve/restore the night sky while maintaining minimum light levels for safety and security of patrons and employees. The landscape plan at Plainridge Park Casino is designed to prevent noise and light from traveling to the residential neighborhoods south of the property line.

List of Attachments:

4-30-01 <u>Noise and Lighting</u>	4-30-11 _____
4-30-02 <u>Landscape Plan</u>	4-30-12 _____
4-30-03 <u>Aerial Photograph</u>	4-30-13 _____
4-30-04 <u>Sound Survey</u>	4-30-14 _____
4-30-05 <u>Lighting Plan</u>	4-30-15 _____
4-30-06 _____	4-30-16 _____
4-30-07 _____	4-30-17 _____
4-30-08 _____	4-30-18 _____
4-30-09 _____	4-30-19 _____
4-30-10 _____	4-30-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-31 Integration with Surrounding Venues

Describe how the site will be integrated with and provide access to and from surrounding areas restaurants, hotels, bars, entertainment venues and other attractions through multiple entry and exit points.

Please attach a detailed, written response to this question as attachment 4-31-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The proposed Plainridge Park Casino and the existing Plainridge Racecourse are located on Route 1, in convenient proximity to many local businesses, both small and large. The infrastructure improvements proposed at the intersection of Route 1 with the Plainridge Park Casino site driveway will improve ingress and egress at our site and will improve overall highway efficiency in the local area. The potential GATRA bus transit service to be provided on-site will further facilitate access to and from local lodging, shopping, dining, and entertainment venues on the Route 1 and Taunton Street (Route 152) corridors, including Gillette Stadium at Patriots Place and Wrentham Village Premium Outlets, among others.

List of Attachments:

4-31-01 <u>Venue Integration</u>	4-31-11 _____
4-31-02 _____	4-31-12 _____
4-31-03 _____	4-31-13 _____
4-31-04 _____	4-31-14 _____
4-31-05 _____	4-31-15 _____
4-31-06 _____	4-31-16 _____
4-31-07 _____	4-31-17 _____
4-31-08 _____	4-31-18 _____
4-31-09 _____	4-31-19 _____
4-31-10 _____	4-31-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-32 Site improvements

Describe the landscaping, lighting, and other site improvements and how they will integrate the gaming establishment complex with its surroundings.

Please attach a detailed, written response to this question as attachment 4-32-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Racecourse is located in a commercial zoning district, and is bound by Route 1 to the west, Interstate 495 to the north, residences to the south and wooded land to the east. The landscaping, lighting and site layout at Plainridge Racecourse were designed to harmonize the facility with its surrounding. The goal of the landscape design at the Plainridge Park Casino is to provide all-season color and interest and to provide important visual buffering along strategic portions of the site perimeter. The lighting at Plainridge Park Casino is designed to reduce excessive lighting, prevent light spillage, preserve and restore the night sky while maintaining minimum light levels for safety and security of patrons and employees.

List of Attachments:

4-32-01 <u>Site Improvements</u>	4-32-11 _____
4-32-02 <u>Landscape Plan</u>	4-32-12 _____
4-32-03 _____	4-32-13 _____
4-32-04 _____	4-32-14 _____
4-32-05 _____	4-32-15 _____
4-32-06 _____	4-32-16 _____
4-32-07 _____	4-32-17 _____
4-32-08 _____	4-32-18 _____
4-32-09 _____	4-32-19 _____
4-32-10 _____	4-32-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-33 Stimulating Retail Activity

Describe how the facility will stimulate retail activity in the immediate vicinity.

Please attach a detailed, written response to this question as attachment 4-33-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will provide a convenient, exciting, and quality gaming experience for local Massachusetts and regional New England residents and tourists. Its prime location, one exit west of the I-495 /I-95 interchange, makes it a convenient destination for Massachusetts and out-of-state patrons to visit. With an estimated 1.8 million people travelling annually to Plainville to visit and work at the casino, local businesses and retailers will share in the economic impact that will occur. A study was completed for our facility in Bangor, ME to quantify the benefits of Hollywood Casino Hotel and Raceway on area restaurants and lodging sales after they opened. The study can be found in the Attachments.

We will work in concert with each local retailer to integrate our offerings and to create cross marketing opportunities and programs. We plan to institute a gift card program where we will use gift cards to incentivize visits and to allow patrons to utilize their complimentary incentive dollars to purchase. We also plan to partner with local hoteliers and retailers to create Play, Stay and Shop packages.

List of Attachments:

4-33-01 <u>Retail Activity</u>	4-33-11 _____
4-33-02 <u>Casino Study</u>	4-33-12 _____
4-33-03 <u>Retail</u>	4-33-13 _____
4-33-04 _____	4-33-14 _____
4-33-05 _____	4-33-15 _____
4-33-06 _____	4-33-16 _____
4-33-07 _____	4-33-17 _____
4-33-08 _____	4-33-18 _____
4-33-09 _____	4-33-19 _____
4-33-10 _____	4-33-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-34 Extreme Weather

State whether facilities will be available for community use in the event of extreme weather and, if so, describe how.

Please attach a detailed, written response to this question as attachment 4-34-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

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

List of Attachments:

4-34-01 <u>Weather</u>	4-34-11 _____
4-34-02 _____	4-34-12 _____
4-34-03 _____	4-34-13 _____
4-34-04 _____	4-34-14 _____
4-34-05 _____	4-34-15 _____
4-34-06 _____	4-34-16 _____
4-34-07 _____	4-34-17 _____
4-34-08 _____	4-34-18 _____
4-34-09 _____	4-34-19 _____
4-34-10 _____	4-34-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-35 Regional Water Facilities

Provide an analysis of existing regional water facilities available to the project, the impact the facility’s water usage will have on those who share the same water resources, and the steps the applicant plans to take to remedy any deficiencies the impact produces.

Please attach a detailed, written response to this question as attachment 4-35-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Racecourse is currently supplied by the Town of Plainville’s municipal water supply system. The expansion is anticipated to increase the facility’s water usage by approximately 15,775 GPD over currently permitted usage. Plainville Water & Sewer Department review shows that the water supply system and the water distribution system can both accommodate the requested permit increase. It was also found that the water supply system can provide the required fire flow to the site. Stormwater from the detention basin will be reused on site for watering the racetrack, care of horses, and emergency fire management; thus significantly reducing the facility’s potable water usage and the impact on those who share the same water resources.

List of Attachments:

4-35-01 <u>Water Facilities</u>	4-35-11 _____
4-35-02 <u>Utility Plan</u>	4-35-12 _____
4-35-03 <u>Water Usage Table</u>	4-35-13 _____
4-35-04 <u>Plainville Utilities</u>	4-35-14 _____
4-35-05 _____	4-35-15 _____
4-35-06 _____	4-35-16 _____
4-35-07 _____	4-35-17 _____
4-35-08 _____	4-35-18 _____
4-35-09 _____	4-35-19 _____
4-35-10 _____	4-35-20 _____

Check this box if you have additional attachments:

Compatibility with Surroundings

4-36 Sewage Facilities

Provide an analysis of existing sewage facilities and their capacity to absorb the effluent from the gaming establishment complex during average and peak flows, including an estimate of those flows in gallons per day, and the steps the applicant plans to take to remedy any deficiencies in the ability of the existing infrastructure to absorb that flow.

Please attach a detailed, written response to this question as attachment 4-36-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Sewer flow has been estimated using sewer flow estimates provided in 314 CMR 7.15, Division of Water Pollution Control, Calculation of Flows, and flow rates provided by DEP during the initial construction of the current facility. This Project is anticipated to increase site sewer flow by approximately 15,775 GPD over currently permitted sewer usage. Plainville Water & Sewer Department review shows that the sewer collection and conveyance system can accommodate the requested permit increase.

List of Attachments:

4-36-01 <u>Sewage Facilities</u>	4-36-11 _____
4-36-02 <u>Utility Plan</u>	4-36-12 _____
4-36-03 <u>Water Usage Table</u>	4-36-13 _____
4-36-04 <u>Plainville Utilities</u>	4-36-14 _____
4-36-05 _____	4-36-15 _____
4-36-06 _____	4-36-16 _____
4-36-07 _____	4-36-17 _____
4-36-08 _____	4-36-18 _____
4-36-09 _____	4-36-19 _____
4-36-10 _____	4-36-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-37 LEED Certification

Describe plans including all proposed baseline and improved building design elements and measures for becoming certifiable at the gold or higher level under the appropriate certification category in the Leadership in Environmental and Energy Design (LEED) program created by the United States Green Building Council.

Please attach a detailed, written response to this question as attachment 4-37-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino is planned to be certified as LEED Gold by the USGBC and an Action Plan has been developed that lays out these steps and tracks progress towards this goal. As a company, Penn National has demonstrated its commitment to the goals of sustainable design and operations and will follow this same methodology at Plainridge Park Casino.

List of Attachments:

4-37-01 <u>LEED Certification</u>	4-37-10 _____
4-37-02 <u>LEED Score Card</u>	4-37-11 _____
4-37-03 <u>LEED Gold Action Plan</u>	4-37-12 _____
4-37-04 <u>Renewable Energy Plan</u>	4-37-13 _____
4-37-05 <u>PNGI History</u>	4-37-14 _____
4-37-06 <u>Roof Plan</u>	4-37-15 _____
4-37-07 _____	4-37-16 _____
4-37-08 _____	4-37-17 _____
4-37-09 _____	4-37-18 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-38 Compliance with Environmental Standards

Describe the extent to which the building and site will comply with LEED-ND, LEED Existing Building; LEED EBOM Water; ISI; & IGCC Standards.

Please attach a detailed, written response to this question as attachment 4-38-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will use, and has used in their past, design and construction emphasizing sustainable practices. The project is being designed to achieve LEED-New Building Gold Certification. To this end, site design has been conscientious in their design of storm water management and building siting. Site design has also been approached to ensure compliance with other applicable codes and regulatory standards.

List of Attachments:

4-38-01 <u>Enviro Compliance</u>	4-38-11 _____
4-38-02 <u>LEED Gold Action Plan</u>	4-38-12 _____
4-38-03 <u>LEED Score Card</u>	4-38-13 _____
4-38-04 _____	4-38-14 _____
4-38-05 _____	4-38-15 _____
4-38-06 _____	4-38-16 _____
4-38-07 _____	4-38-17 _____
4-38-08 _____	4-38-18 _____
4-38-09 _____	4-38-19 _____
4-38-10 _____	4-38-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-39 Stretch Energy Code

Describe plans to meet or exceed the [stretch energy code](#) requirements contained in Appendix 115AA of the Massachusetts State Building Code, 8th edition ([780 CMR 115: Appendices](#)) or equivalent commitment to advanced energy efficiency as determined by the secretary of energy and environmental affairs, including any building energy efficiency measures you propose to use to do so.

Please attach a detailed, written response to this question as attachment 4-39-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino has been designed to meet the Massachusetts State Building Code, 8th Edition (780 CMR 115 Appendices) 115AA "Stretch" Energy Code.

List of Attachments:

4-39-01 <u>Energy Code</u>	4-39-09 _____
4-39-02 <u>MEP Design</u>	4-39-10 _____
4-39-03 <u>Energy Model Report</u>	4-39-11 _____
4-39-04 <u>Renewable Energy Report</u>	4-39-12 _____
4-39-05 <u>Roof Plan</u>	4-39-13 _____
4-39-06 _____	4-39-14 _____
4-39-07 _____	4-39-15 _____
4-39-08 _____	4-39-16 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-40 Alternative Fuel Vehicles

Describe any plans for utilizing electric vehicles and other [alternative fuel vehicles](#) for the resort fleet vehicles, and the accommodation of electric vehicle recharging for resort patrons, and any preferential parking for hybrid or electric vehicles at the site.

Please attach a detailed, written response to this question as attachment 4-40-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will provide four (4) recharging stations for electric vehicles and preferential parking for hybrid or electric vehicles in the parking garage.

List of Attachments:

4-40-01 <u>Alternative Vehicles</u>	4-40-11 _____
4-40-02 <u>Garage Plan</u>	4-40-12 _____
4-40-03 _____	4-40-13 _____
4-40-04 _____	4-40-14 _____
4-40-05 _____	4-40-15 _____
4-40-06 _____	4-40-16 _____
4-40-07 _____	4-40-17 _____
4-40-08 _____	4-40-18 _____
4-40-09 _____	4-40-19 _____
4-40-10 _____	4-40-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-41 Storm Water

Describe plans for management of storm water including any plans to use Institute for Sustainable Infrastructure (“[ISI](#)”) techniques to minimize impact of storm water and maximize its reuse.

Please attach a detailed, written response to this question as attachment 4-41-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Stormwater management for the proposed project utilizes methods prescribed by the Plainville Board of Health Regulations (“Public and Environmental Health Review Regulations and Standards”) and is in accordance with the guidelines of the Massachusetts Department of Environmental Protection Stormwater Handbook (February 2008). Plainridge Racecourse has implemented a stormwater management system utilizing a combination of Low Impact Development (LID) techniques and stormwater BMPs integrated into the site design focused on groundwater recharge and water quality. Stormwater runoff from developed areas of the property flows to the existing Wet Basin located in the racetrack infield. The increase in impervious area for the site will increase the volume of water that will be infiltrated at the existing Wet Basin. The stormwater management system has been designed to retain stormwater runoff from a 100-year storm event. Several techniques from the Institute for Sustainable Infrastructure will be utilized to ensure the long-term sustainability of the stormwater management system.

List of Attachments:

4-41-01 <u>Storm Water</u>	4-41-11 _____
4-41-02 <u>Erosion Plan</u>	4-41-12 _____
4-41-03 <u>Drainage Plan</u>	4-41-13 _____
4-41-04 <u>Stormwater Summary</u>	4-41-14 _____
4-41-05 <u>EPA Letter</u>	4-41-15 _____
4-41-06 <u>LEED Score Card</u>	4-41-16 _____
4-41-07 <u>LEED Gold Action Report</u>	4-41-17 _____
4-41-08 _____	4-41-18 _____
4-41-09 _____	4-41-19 _____
4-41-10 _____	4-41-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-42 Water Conservation

Describe plans for conservation of water including any plans to target use of 40% less water than standard buildings of same size and design, for example through the use of waterless urinals, dual flush toilets, and low flow faucets, and by water saving landscaping techniques, and promotion of water reuse and recharge.

Please attach a detailed, written response to this question as attachment 4-42-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will achieve at least a 35% potable water use savings over the baseline requirements. All stormwater runoff from the developed portions of the site will be treated and collected in the wet detention basin at the track infield where it will either infiltrate into the ground water or be reused on site for dust control, irrigation, racetrack maintenance, horse washing and emergency fire protection. High efficiency toilets and urinals, low flow lavatory faucets and ultra-low flow shower heads will be specified for indoor plumbing fixtures.

List of Attachments:

4-42-01 <u>Water Conservation</u>	4-42-10 _____
4-42-02 <u>Drainage Plan</u>	4-42-11 _____
4-42-03 <u>LEED Gold Action Report</u>	4-42-12 _____
4-42-04 <u>MEP Design</u>	4-42-13 _____
4-42-05 _____	4-42-14 _____
4-42-06 _____	4-42-15 _____
4-42-07 _____	4-42-16 _____
4-42-08 _____	4-42-17 _____
4-42-09 _____	4-42-18 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-43 Energy Efficient Equipment

Describe plans for ensuring use of Energy Star rated equipment and high efficiency HVAC and heat recovery systems throughout the gaming establishment complex.

Please attach a detailed, written response to this question as attachment 4-43-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Energy Star equipment, high efficiency HVAC and heat recovery systems will be utilized on the project.

List of Attachments:

4-43-01 <u>Energy Efficient</u>	4-43-11 _____
4-43-02 <u>MEP Design</u>	4-43-12 _____
4-43-03 <u>Renewable Energy Report</u>	4-43-13 _____
4-43-04 <u>Roof Plan</u>	4-43-14 _____
4-43-05 <u>Building Sections</u>	4-43-15 _____
4-43-06 <u>Building Elevations</u>	4-43-16 _____
4-43-07 _____	4-43-17 _____
4-43-08 _____	4-43-18 _____
4-43-09 _____	4-43-19 _____
4-43-10 _____	4-43-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-44 Energy Efficient Gaming Equipment

Describe any plans for ensuring that all gaming equipment conforms to best practices for energy efficient use.

Please attach a detailed, written response to this question as attachment 4-44-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

While there are a limited number of licensed slot machine suppliers from which a casino can buy slot machines from, we will consider energy consumption as a factor when purchasing slots machines. We note that slot manufacturers have been moving away from incandescent and fluorescent lighting toward more energy efficient LED lighting.

List of Attachments:

4-44-01 <u>N/A</u>	4-44-11 _____
4-44-02 _____	4-44-12 _____
4-44-03 _____	4-44-13 _____
4-44-04 _____	4-44-14 _____
4-44-05 _____	4-44-15 _____
4-44-06 _____	4-44-16 _____
4-44-07 _____	4-44-17 _____
4-44-08 _____	4-44-18 _____
4-44-09 _____	4-44-19 _____
4-44-10 _____	4-44-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-45 Lighting

Describe plans for incorporating and fully commissioning state of the art daylighting, LED lighting and lighting controls and for installing upgraded lighting periodically every 5 years or less.

Please attach a detailed, written response to this question as attachment 4-45-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The lighting levels in the project are targeted at 15% below the baseline requirements in ASHRAE 2007.

List of Attachments:

4-45-01 <u>Lighting</u>	4-45-11 _____
4-45-02 <u>MEP Design</u>	4-45-12 _____
4-45-03 _____	4-45-13 _____
4-45-04 _____	4-45-14 _____
4-45-05 _____	4-45-15 _____
4-45-06 _____	4-45-16 _____
4-45-07 _____	4-45-17 _____
4-45-08 _____	4-45-18 _____
4-45-09 _____	4-45-19 _____
4-45-10 _____	4-45-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-46 On-Site Energy Generation

Describe plans for procuring or generating on-site at least 10% of the facility's annual electricity consumption from renewable energy sources qualified by the Massachusetts Department of Energy Resources ([DOER](#)) under G.L. c.25A, §11F. Further, please describe plans, if any, for ensuring that 25% of the facility's annual electricity generated on site is from renewable energy sources, and the date by which that goal will be reached

Please attach a detailed, written response to this question as attachment 4-46-01 and provide a brief overview of your response in this box. The overview should contain, at a minimum, a summary of the plans as they relate to the 10% and 25% objectives. The response provided in this box will be released to the public.

Plainridge Park Casino will include a roof-mounted photovoltaic array that will provide in excess of 10% of the facility's projected annual electricity consumption. Plans to provide additional photovoltaics to reach 25% of the facility's annual electric consumption will be considered once the initial systems are operational.

List of Attachments:

4-46-01 <u>Energy Generation</u>	4-46-09 _____
4-46-02 <u>Renewable Energy Report</u>	4-46-10 _____
4-46-03 <u>Energy Model Report</u>	4-46-11 _____
4-46-04 <u>LEED Gold Action Plan</u>	4-46-12 _____
4-46-05 _____	4-46-13 _____
4-46-06 _____	4-46-14 _____
4-46-07 _____	4-46-15 _____
4-46-08 _____	4-46-16 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-47 Off-Site Renewable Energy

Describe any plans for obtaining off site power from renewable energy sources or with renewable energy credits.

Please attach a detailed, written response to this question as attachment 4-47-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino is committed to producing a minimum of 10% of its annual electrical energy consumption from on-site photovoltaic sources. As part of the LEED plan, Plainridge Park Casino will endeavor to obtain additional portions of its annual electrical energy consumption from renewable energy sources or with renewable energy credits as is commercially reasonable.

List of Attachments:

4-47-01 <u>Off-Site Energy</u>	4-47-11 _____
4-47-02 <u>Renewable Energy Report</u>	4-47-12 _____
4-47-03 <u>Roof Plans</u>	4-47-13 _____
4-47-04 <u>Building Sections</u>	4-47-14 _____
4-47-05 <u>Building Elevations</u>	4-47-15 _____
4-47-06 _____	4-47-16 _____
4-47-07 _____	4-47-17 _____
4-47-08 _____	4-47-18 _____
4-47-09 _____	4-47-19 _____
4-47-10 _____	4-47-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-48 Building Envelope and HVAC

Describe plans for commissioning the building envelope and HVAC systems in all buildings, and plans for ongoing retrocommissioning of facilities.

Please attach a detailed, written response to this question as attachment 4-48-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Plainridge Park Casino project intends to achieve LEED Gold Certification. A commissioning agent will be retained early in the design phase and will follow the Project throughout construction and one year after occupancy reviewing the performance of the building envelope and mechanical systems.

List of Attachments:

4-48-01 <u>HVAC</u>	4-48-11 _____
4-48-02 <u>LEED Score Card</u>	4-48-12 _____
4-48-03 <u>LEED Gold Action Plan</u>	4-48-13 _____
4-48-04 <u>MEP Design</u>	4-48-14 _____
4-48-05 _____	4-48-15 _____
4-48-06 _____	4-48-16 _____
4-48-07 _____	4-48-17 _____
4-48-08 _____	4-48-18 _____
4-48-09 _____	4-48-19 _____
4-48-10 _____	4-48-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-49 Energy Consumption Monitoring

Describe plans for developing an ongoing system that will submeter and monitor all major sources of energy consumption and for undertaking regular and sustained efforts throughout the life-cycle of the facility to maintain and improve energy efficiency and reliance on renewable sources of power in all buildings and equipment that are part of the facility.

Please attach a detailed, written response to this question as attachment 4-49-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

An energy consumption monitoring system will be included as part of the building automation system scope.

List of Attachments:

4-49-01 <u>Energy Consumption</u>	4-49-10 _____
4-49-02 <u>MEP Design</u>	4-49-11 _____
4-49-03 <u>LEED Gold Action Plan</u>	4-49-12 _____
4-49-04 _____	4-49-13 _____
4-49-05 _____	4-49-14 _____
4-49-06 _____	4-49-15 _____
4-49-07 _____	4-49-16 _____
4-49-08 _____	4-49-17 _____
4-49-09 _____	4-49-18 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-50 Advanced Building Controls for Energy Use

Describe plans for including advanced building controls necessary to manage energy use throughout the entire facility.

Please attach a detailed, written response to this question as attachment 4-50-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

A full building automation system to manage energy use throughout the facility will be utilized on the project.

List of Attachments:

4-50-01 <u>Building Controls</u>	4-50-11 _____
4-50-02 <u>MEP Design</u>	4-50-12 _____
4-50-03 <u>LEED Gold Action Plan</u>	4-50-13 _____
4-50-04 _____	4-50-14 _____
4-50-05 _____	4-50-15 _____
4-50-06 _____	4-50-16 _____
4-50-07 _____	4-50-17 _____
4-50-08 _____	4-50-18 _____
4-50-09 _____	4-50-19 _____
4-50-10 _____	4-50-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-51 Centralized Heating and Cooling

Describe plans for use of centralized & efficient heating and cooling systems, including opportunities to utilize renewable thermal energy such as solar water heating and geothermal heating and cooling. Provide evaluation and opportunities to utilize of e.g., co-generation of combined heat and power (CHP, or cogeneration) to provide efficient electric generation with heat recovery to serve building heating and cooling loads.

Please attach a detailed, written response to this question as attachment 4-51-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

After careful consideration, review and analysis, the use of a centralized heating and cooling plants such as a cogen plant, geothermal system, or the use of solar hot water is not being pursued on the project. The Applicant believes that many commercially feasible energy conservation practices have been incorporated into the building design and the LEED plan.

List of Attachments:

4-51-01 <u>Heating and Cooling</u>	4-51-10 _____
4-51-02 <u>MEP Design</u>	4-51-11 _____
4-51-03 <u>LEED Score Card</u>	4-51-12 _____
4-51-04 <u>LEED Gold Action Plan</u>	4-51-13 _____
4-51-05 <u>Energy Model Report</u>	4-51-14 _____
4-51-06 _____	4-51-15 _____
4-51-07 _____	4-51-16 _____
4-51-08 _____	4-51-17 _____
4-51-09 _____	4-51-18 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-52 Shifting Peak Energy Use

Describe plans, if any, to utilize technologies such as absorption chiller based cooling and off-peak thermal ice and heat storage, to maximize operational efficiencies of the physical plant, and to shift peak demands to off-peak time periods for the electric grid.

Please attach a detailed, written response to this question as attachment 4-52-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

After careful consideration, review and analysis, there are not currently plans to include shifting peak energy use on the project.

List of Attachments:

4-52-01 <u>Peak Energy Use</u>	4-52-11 _____
4-52-02 <u>MEP Design</u>	4-52-12 _____
4-52-03 <u>Renewable Energy Report</u>	4-52-13 _____
4-52-04 <u>LEED Gold Action Plan</u>	4-52-14 _____
4-52-05 <u>LEED Score Card</u>	4-52-15 _____
4-52-06 <u>Energy Model Report</u>	4-52-16 _____
4-52-07 _____	4-52-17 _____
4-52-08 _____	4-52-18 _____
4-52-09 _____	4-52-19 _____
4-52-10 _____	4-52-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-53 Net Zero Energy

Describe plans, if any, for operation of one or more buildings at net zero energy within 3 years.

Please attach a detailed, written response to this question as attachment 4-53-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

It is the intention for Plainridge Park Casino to be a LEED Gold Certified facility but there are currently no plans in place for the facility to become a net-zero energy building.

List of Attachments:

4-53-01 <u>N/A</u>	4-53-11 _____
4-53-02 _____	4-53-12 _____
4-53-03 _____	4-53-13 _____
4-53-04 _____	4-53-14 _____
4-53-05 _____	4-53-15 _____
4-53-06 _____	4-53-16 _____
4-53-07 _____	4-53-17 _____
4-53-08 _____	4-53-18 _____
4-53-09 _____	4-53-19 _____
4-53-10 _____	4-53-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-54 Sustainable Building Construction

Describe any plans for incorporating other sustainable features into building construction, such as use of local, recycled and/or natural materials, protection of indoor environmental quality from construction materials and, natural habitat protection, reuse and recycling of construction materials.

Please attach a detailed, written response to this question as attachment 4-54-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

It is the intention of Plainridge Park Casino to be certified as LEED Gold by the USGBC. Plainridge Park Casino has developed an Action Plan to lay out these steps and track progress to this goal. The Project design includes numerous strategies with the regard to incorporating sustainable features into the design of the Project.

List of Attachments:

4-54-01 <u>Building Construction</u>	4-54-10 _____
4-54-02 <u>LEED Score Card</u>	4-54-11 _____
4-54-03 <u>LEED Gold Action Plan</u>	4-54-12 _____
4-54-04 _____	4-54-13 _____
4-54-05 _____	4-54-14 _____
4-54-06 _____	4-54-15 _____
4-54-07 _____	4-54-16 _____
4-54-08 _____	4-54-17 _____
4-54-09 _____	4-54-18 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-55 Ongoing Sustainable Site Operations

Describe any plans for ongoing sustainable site operations,, including, but not limited to, the management of solid waste generated at the site, including food waste and other organic materials, the use of less or non-toxic cleaning, personal care, and any other products used at the facility, policies to minimize use of hazardous materials and to effectively manage any hazardous materials on site, the procurement of environmentally preferable products for use in the facility, EPEAT certified equipment, and other products certified by independent 3rd party organizations.

Please attach a detailed, written response to this question as attachment 4-55-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino is striving to be environmentally friendly and reduce its carbon footprint on the environment. Plainridge Park Casino proposes incorporating multiple energy efficiency and ongoing sustainability tools into this project. Various energy conservation measures are being implemented as part of the overall design. Many of such measures have an ongoing sustainability effect. These energy conservation measures will contribute to the project’s ability to meet the requirements for LEED Gold Certification.

List of Attachments:

4-55-01 <u>Site Operations</u>	4-55-11 _____
4-55-02 <u>LEED Score Card</u>	4-55-12 _____
4-55-03 <u>LEED Gold Action Plan</u>	4-55-13 _____
4-55-04 _____	4-55-14 _____
4-55-05 _____	4-55-15 _____
4-55-06 _____	4-55-16 _____
4-55-07 _____	4-55-17 _____
4-55-08 _____	4-55-18 _____
4-55-09 _____	4-55-19 _____
4-55-10 _____	4-55-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-56 Testing of Clean Energy Technologies

Describe any plans for integrating emerging clean energy technologies by providing beta test sites for Massachusetts based companies into buildings, facilities, and vehicles in partnership with the [Massachusetts Clean Energy Center](#) and other parties.

Please attach a detailed, written response to this question as attachment 4-56-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino has reached out to the Massachusetts Clean Energy Center to discuss the use of Plainridge Park Casino as a possible Beta Testing site for innovative Photovoltaic panels.

List of Attachments:

4-56-01 <u>Clean Energy Testing</u>	4-56-11 _____
4-56-02 _____	4-56-12 _____
4-56-03 _____	4-56-13 _____
4-56-04 _____	4-56-14 _____
4-56-05 _____	4-56-15 _____
4-56-06 _____	4-56-16 _____
4-56-07 _____	4-56-17 _____
4-56-08 _____	4-56-18 _____
4-56-09 _____	4-56-19 _____
4-56-10 _____	4-56-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-57 Energy Contracts

Describe any plans to offset all or some of the projected electrical energy consumption not met with on-site renewable energy sources via long term contracts for energy and RECs with off-site RPS Class I qualified wind, or solar, or other renewable energy projects, or other strategies.

Please attach a detailed, written response to this question as attachment 4-57-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino has not entered into any energy contracts at this time. The applicant is committed to producing a minimum of 10% of its annual electrical energy consumption from on-site photovoltaic sources. Plainridge Park Casino will endeavor to obtain additional portions of its annual electrical energy consumption from renewable energy sources or with renewable energy credits as is commercially reasonable.

List of Attachments:

4-57-01 <u>Energy Contracts</u>	4-57-11 _____
4-57-02 <u>Renewable Energy</u>	4-57-12 _____
4-57-03 <u>Roof Plan</u>	4-57-13 _____
4-57-04 <u>Building Sections</u>	4-57-14 _____
4-57-05 <u>Building Elevation</u>	4-57-15 _____
4-57-06 _____	4-57-16 _____
4-57-07 _____	4-57-17 _____
4-57-08 _____	4-57-18 _____
4-57-09 _____	4-57-19 _____
4-57-10 _____	4-57-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-58 Public Education on Clean Energy, Sustainability, and Waste Management

Describe any plans to educate building and facility occupants with educational kiosks, display screens, or other public awareness campaigns regarding the clean energy, sustainability, and waste management strategies and technologies deployed on and off site.

Please attach a detailed, written response to this question as attachment 4-58-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Part of Plainridge Park Casino’s desire to be a sustainable facility is the education of the public as to how the building and site work and how we achieved the LEED Gold Certification standard. Part of this education is to provide interactive Educational Kiosks in the Lobby.

List of Attachments:

4-58-01 <u>Public Education</u>	4-58-11 _____
4-58-02 <u>LEED Score Card</u>	4-58-12 _____
4-58-03 <u>LEED Gold Action Plan</u>	4-58-13 _____
4-58-04 <u>Renewable Energy Report</u>	4-58-14 _____
4-58-05 <u>Floor Plan</u>	4-58-15 _____
4-58-06 _____	4-58-16 _____
4-58-07 _____	4-58-17 _____
4-58-08 _____	4-58-18 _____
4-58-09 _____	4-58-19 _____
4-58-10 _____	4-58-20 _____

Check this box if you have additional attachments:

Utilize Sustainable Development Principles In The Construction And During The Life Cycle Of The Facility

4-59 Grid Failure

Describe any plans to identify a portion of the gaming establishment to serve as a designated critical facility that would allow patrons and other affected residents to seek shelter, heating or cooling, and cell phone charging emergency power services in the event of a grid failure and describe the applicant’s back up power generation plans. Such a system could integrate CHP or fuel cells, energy storage (electric and thermal) and clean DG (solar) with grid islanding capabilities to provide community resilience benefits while also helping to shave peak loads and reduce facility electric demand charges. Further, please describe the applicant’s plan to ensure that adequate data and information protection and backup is in place in the event of a grid failure.

Please attach a detailed, written response to this question as attachment 4-59-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino does not have plans to identify any portion of the gaming establishment as a designated critical facility for patrons and residents to seek shelter in the event of a grid failure.

The design of facility electrical system provides for a back-up power program to continue life safety systems and limited operations in the event of a power interruption.

List of Attachments:

4-59-01 <u>Grid Failure</u>	4-59-09 _____
4-59-02 <u>MEP Design</u>	4-59-10 _____
4-59-03 _____	4-59-11 _____
4-59-04 _____	4-59-12 _____
4-59-05 _____	4-59-13 _____
4-59-06 _____	4-59-14 _____
4-59-07 _____	4-59-15 _____
4-59-08 _____	4-59-16 _____

Check this box if you have additional attachments:

Security

4-60 Surveillance

Describe the applicant's approach to surveillance within and in the immediate vicinity of the gaming establishment and the types and kinds of security surveillance the facility will contain including, but not limited to, specifics relating to gaming floor coverage, location of cameras, recording policies, retention of recordings, sharing of information with other gaming facilities and law enforcement agencies, monitoring room access, and operational guidelines. Please also describe the applicant's plans to ensure that adequate backup generator or battery power systems are in place to protect and ensure that there is no interruption of mandatory continuous visual surveillance and security systems for the gaming establishment.

Please attach a detailed, written response to this question as attachment 4-60-01 and provide a brief overview of your response in this box. Given the sensitivity of this information, the information provided in the overview may be a very generic description of the surveillance approach. The response provided in this box will be released to the public.

The surveillance system is a state of the art HD/IP enterprise LAN only accessible by the surveillance team and the gaming regulators at the property. Cameras used will be HD/IP and will allow observations live and recorded of activities throughout the facility to include all gaming positions, cash handling areas, cashiers cages, main bank and soft count areas. Camera coverage will also provide activities at all entrances to the building and racing areas as well as coverage of the parking areas whether they be surface lot or parking structure. In addition to public areas, there will be camera coverage of back of house areas which include dock, warehouse, storage areas, common areas for employees and any location where gaming equipment may be stored. The surveillance system will include door alarms to sensitive areas, access control to sensitive areas and panic alarms in sensitive areas. Recording will be conducted at all times and retained for no less than 30 days.

List of Attachments:

4-60-01 <u>Surveillance</u>	4-60-08 _____
4-60-02 <u>Surveillance Plan</u>	4-60-09 _____
4-60-03 _____	4-60-10 _____
4-60-04 _____	4-60-11 _____
4-60-05 _____	4-60-12 _____
4-60-06 _____	4-60-13 _____
4-60-07 _____	4-60-14 _____

Check this box if you have additional attachments:

Security

4-61 Emergency Evacuation

State how the design of the building will support emergency evacuation.

Please attach a detailed, written response to this question as attachment 4-61-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Plainridge Park Casino will be designed in accordance with the Massachusetts Building Code including sprinklers and fire alarms which will support the safe evacuation of the facility in the event of an emergency.

Plainridge Park Casino management has prepared a comprehensive emergency action plan that uses building design, safety equipment, policies and procedures to provide for customer and employee safety and asset protection during emergencies.

List of Attachments:

4-61-01 <u>Emergency Evacuation</u>	4-61-11 _____
4-61-02 <u>Emergency Action Plan</u>	4-61-12 _____
4-61-03 <u>MEP Design</u>	4-61-13 _____
4-61-04 _____	4-61-14 _____
4-61-05 _____	4-61-15 _____
4-61-06 _____	4-61-16 _____
4-61-07 _____	4-61-17 _____
4-61-08 _____	4-61-18 _____
4-61-09 _____	4-61-19 _____
4-61-10 _____	4-61-20 _____

Check this box if you have additional attachments:

Security

4-62 Emergency Response

Describe all of the applicant's plans for dealing with emergencies, including any and all use of local, state or regional public safety and medical entities and facilities that will be utilized in the event an emergency occurs. Further, please discuss any plan to develop and implement an active shooter/terrorist response plan.

Please attach a detailed, written response to this question as attachment 4-62-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

A comprehensive Emergency Action Plan for Plainridge Park Casino is included in Attachment 4-61-02. The comprehensive plan covers things such as emergency evacuations, fire, criminal acts (including an active shooter and bomb threats), medical emergencies, hazardous materials, power outages and other incidents and conditions

The Plan will be refined and modified as necessary after further consultation with local emergency response agencies and the Massachusetts Gaming Commission.

List of Attachments:

4-62-01 <u>N/A</u>	4-62-11 _____
4-62-02 _____	4-62-12 _____
4-62-03 _____	4-62-13 _____
4-62-04 _____	4-62-14 _____
4-62-05 _____	4-62-15 _____
4-62-06 _____	4-62-16 _____
4-62-07 _____	4-62-17 _____
4-62-08 _____	4-62-18 _____
4-62-09 _____	4-62-19 _____
4-62-10 _____	4-62-20 _____

Check this box if you have additional attachments:

Security

4-63 Regulatory Accommodations

Describe the spaces within the facility that will be provided for regulatory staff, including members of the State Police including designation of square footage. Plans should also address the provision of security, law enforcement and regulatory interview rooms with electronic surveillance coverage, including any temporary criminal holding facility plans, and fingerprinting area. Additionally, please discuss plans for enabling Commission and State Police access to computer terminals for player tracking, surveillance coverage, and any required audit capabilities.

Please attach a detailed, written response to this question as attachment 4-63-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The schematic design of Plainridge Park Casino includes approximately 1,000 square feet for use by the Massachusetts State Police and regulatory staff of the Massachusetts Gaming Commission and their systems.

As regulatory requirements for space, systems and other matters are not yet fully developed, Plainridge Park Casino is committed to helping implement such requirements as they are developed and adopted.

List of Attachments:

4-63-01 <u>Regulatory Accommodations</u>	4-63-09 _____
4-63-02 <u>Landscape Plan</u>	4-63-10 _____
4-63-03 <u>Floor Plan</u>	4-63-11 _____
4-63-04 <u>Casino Plan</u>	4-63-12 _____
4-63-05 _____	4-63-13 _____
4-63-06 _____	4-63-14 _____
4-63-07 _____	4-63-15 _____
4-63-08 _____	4-63-16 _____

Check this box if you have additional attachments:

Security

4-64 Remote Regulatory Surveillance

Describe the applicant's approach to remote regulatory surveillance, including the facilities and equipment in the establishment that will be available for facilitating surveillance of that type.

Please attach a detailed, written response to this question as attachment 4-64-01 and provide a brief overview of your response in this box. Given the sensitivity of this information, the information provided in the overview may be a very broad description of the approach. The response provided in this box will be released to the public.

The Applicant's plans includes a large state-of-the-art digital surveillance room which will allow remote monitoring of all areas of the facility, including exterior area, through hundreds of cameras. Within the Massachusetts Gaming Commission Offices there will be a surveillance area dedicated for use by MGC staff. The room will have multiple monitors and will allow MGC staff to view any camera in the facility. MGC staff will also have the ability to move pan-tilt-zoom (PTZ) cameras, switch between cameras, take photos and record video. See Attachment 4-60-02 - Surveillance Plan for more details.

List of Attachments:

4-64-01 <u>N/A</u>	4-64-11 _____
4-64-02 _____	4-64-12 _____
4-64-03 _____	4-64-13 _____
4-64-04 _____	4-64-14 _____
4-64-05 _____	4-64-15 _____
4-64-06 _____	4-64-16 _____
4-64-07 _____	4-64-17 _____
4-64-08 _____	4-64-18 _____
4-64-09 _____	4-64-19 _____
4-64-10 _____	4-64-20 _____

Check this box if you have additional attachments:

Security

4-65 Excluding Minors

Describe the steps and measures the applicant will take to ensure that minors are excluded from the gaming premises including a description of plans for controlled facility access points, security policies, and age verification techniques and equipment. Further, please describe how the facility design itself will help minimize access by minors into restricted areas.

Please attach a detailed, written response to this question as attachment 4-65-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming takes the prevention of underage gambling very serious. Some of the measures, the Applicant will take to prevent persons under the age of 21 from entering the gaming floor will be:

- Station security officers at all public entrances to the casino facility
- Security and gaming floor employees will be instructed to card anyone looking under the age of 30 unless their ID has already been verified.
- Electronic ID scanners will be located at each entrance so that questionable IDs can be electronically verified.
- Entranceways will be controlled such that they funnel entering patrons past the entrance security post to facilitate the checking of IDs.
- Employees who fail to card a minor will be subject to progressive discipline.
- Signs will be posted at all entrances warning persons that they must be 21 or older to enter the casino floor and that violators may be subject to arrest.
- Employees will be given ID verification training

This is just a summary of our underage gambling prevention procedures. Further details may be found in our Responsible Gaming Program located in Attachment 4-65-01.

List of Attachments:

4-65-01 <u>Resp. Gaming Program</u>	4-65-11 _____
4-65-02 _____	4-65-12 _____
4-65-03 _____	4-65-13 _____
4-65-04 _____	4-65-14 _____
4-65-05 _____	4-65-15 _____
4-65-06 _____	4-65-16 _____
4-65-07 _____	4-65-17 _____
4-65-08 _____	4-65-18 _____
4-65-09 _____	4-65-19 _____
4-65-10 _____	4-65-20 _____

Check this box if you have additional attachments:

Security

4-66 Security of Premises

Describes the steps and measures that the applicant will take with respect to security and prevention of unlawful behavior on the gaming establishment premises and in its immediate vicinity. Please also describe any planned policies relative to use of force and restraint, notification to law enforcement, and use of non-lethal chemical and electrical equipment for subduing unruly and physically assaultive patrons. Further, please describe any planned processes for the discovery, documentation and notification of proper authorities relative to forged documents, counterfeit currency, credit card fraud, player bonus point frauds, and false identifications. Finally, please describe any anticipated policies and procedures addressing such issues as the abandonment of minors in a parking area or hotel room.

Please attach a detailed, written response to this question as attachment 4-66-01 and provide a brief overview of your response in this box. Given the sensitivity of some of this information, the information provided in the overview may include only general descriptions where necessary. The response provided in this box will be released to the public.

Plainridge Park Casino will be an extremely secure facility. It will have its own dedicated security and surveillance staff consisting of more than 50 employees and hundreds (if not thousands) of cameras. Surveillance cameras will tape all activity in their view and are capable of being monitored live 24 hours a day, 365 days a year by surveillance staff. Our security and surveillance team will be responsible for monitoring all public and back of house areas of the facility. Security officers will be positioned at both fixed and unfixed posts to allow them to patrol all areas of the facility. The well lit parking lot will be patrolled with bike, foot, and SUV patrols.

Security will maintain on-staff individuals trained in first aid and as first responders. The facility will keep portable defibrillators on site and will train staff on their use. Based on the history of EMT calls at similar sized property's operated by Penn National, we would expect there to be between 125 and 150 calls for EMT assistance annually for the facility's projected visitors (stable year) per year. For more details see Attachments 4-66-01 Security Manual, 4-65-01 Responsible Gaming Plan and 4-61-02 Emergency Action Plan

List of Attachments:

4-66-01 <u>Security Manual</u>	4-66-06 _____
4-66-02 _____	4-66-07 _____
4-66-03 _____	4-66-08 _____
4-66-04 _____	4-66-09 _____
4-66-05 _____	4-66-10 _____

Check this box if you have additional attachments:

Security

4-67 History of Security

Describe the measures the applicant has utilized with respect to security and prevention of unlawful behavior at other facilities it owns and operates, how well those measures have succeeded and the metrics used to measure their success.

Please attach a detailed, written response to this question as attachment 4-67-01 and provide a brief overview of your response in this box. Given the sensitivity of some of this information, the information provided in the overview may include only general descriptions where necessary. The response provided in this box will be released to the public.

Plainridge Park Casino will employ a robust security and surveillance staff consisting of more than 70 employees, many of whom will have law enforcement and first responder backgrounds. Our anticipated payroll for our security and surveillance departments in Plainville will be approximately \$2.4 million annually. Our security and surveillance teams will be responsible for surveillance of the facility, as well as monitoring and patrolling our well-lit casino parking lot with bike, foot, and SUV patrols, as well as maintaining public safety within the facility.

Our security teams in each of our jurisdictions work cooperatively with local police and fire departments. For example, should there be the need for the removal of an unruly patron, our team will typically remove the individual from the casino floor and detain them at a secure location within the facility until local authorities arrive.

Penn National also has a history of supporting our local police and fire departments through charitable grants. For example, in Rossford, Ohio (neighboring community to Hollywood Casino Toledo) we contributed towards the purchase of a new police dog and the hiring of two additional officers. In Grantville, Pennsylvania, the host community of Hollywood Casino at Penn National Race Course, we led a capital campaign to purchase a new ladder truck. In Wyomissing, Pennsylvania, in which our corporate headquarters is located, we recently provided a grant for the purchase of tasers for the local police department.

List of Attachments:

4-67-01 <u>Security History</u>	4-67-10 _____
4-67-02 <u>Bangor Article</u>	4-67-11 _____
4-67-03 _____	4-67-12 _____
4-67-04 _____	4-67-13 _____
4-67-05 _____	4-67-14 _____
4-67-06 _____	4-67-15 _____
4-67-07 _____	4-67-16 _____
4-67-08 _____	4-67-17 _____
4-67-09 _____	4-67-18 _____

Check this box if you have additional attachments:

Security

4-68 Computerized Accounting and Auditing

The Commission will likely utilize a central, computerized accounting and auditing system to assure the integrity, security, honesty, accountability and fairness in the operation and administration of games played at the facility. Describe the measures and commitment that the applicant will institute to facilitate installation and maintenance of any hardware and software necessary for the system's operation and the applicant's experience with similar systems at all other locations the applicant owns, controls or operates. Further, please attach a projected table of organization, containing brief descriptions of the positions, relative to staffing of the Information Technology department to address the needs posed by a system of this nature.

Please attach a detailed, written response to this question as attachment 4-68-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

At most casino facilities that Penn National operates, regulatory staff are on-site 24 hours a day. Each property's IT staff assists in the installation and integration of IT systems used by regulatory agencies at the p[roperty]. This includes providing space for State controlled computer equipment.

List of Attachments:

4-68-01 <u>IT Org Chart</u>	4-68-08 _____
4-68-02 <u>Regulatory IT System</u>	4-68-09 _____
4-68-03 _____	4-68-10 _____
4-68-04 _____	4-68-11 _____
4-68-05 _____	4-68-12 _____
4-68-06 _____	4-68-13 _____
4-68-07 _____	4-68-14 _____

Check this box if you have additional attachments:

Permitting

4-69 Permit Chart

Provide as attachment 4-69-01 a chart identifying all federal, state, and local permits and approvals required, or anticipated to be required, for the construction and operation of the applicant’s proposed category 1 or category 2 gaming establishment that includes:

- a) the date on which the applicant submitted, or anticipates that it will submit, its application for each permit or approval;
- b) the maximum time period set by statute, regulation, and/or by-law or ordinance that the authority having jurisdiction has to render a decision on an application, if any (*e.g.* 780 CMR 105.3.1 *Action on Application*);
- c) the expiration date or maximum effective time period for each permit or approval, if any, set by statute, regulation, and/or by-law or ordinance; and
- d) a citation to the statute, regulations, and/or by-law or ordinance governing the issuance of each permit or approval.

4-70 Permit Chart Attachments

Provide a complete copy of: (i) any completed application for each permit or approval that was submitted by the applicant to the authority having jurisdiction, including a copy of any exhibits and attachments; (ii) any written comments received by the applicant from a host community, surrounding community or prospective surrounding community, impacted live entertainment venue or prospective impacted live entertainment venue, and/or the permitting agency regarding the applicant’s request for the permit or approval; and (iii) any permit, approval or decision issued by the authority having jurisdiction.

List of Attachments:

4-70-01 <u>OCC Permit</u>	4-70-10 <u>Special Permit</u>
4-70-02 <u>Planning Permit</u>	4-70-11 <u>BOH Permit</u>
4-70-03 <u>Building Permit</u>	4-70-12 <u>BOH Permit</u>
4-70-04 <u>BOH Permit</u>	4-70-13 <u>Building Permit</u>
4-70-05 <u>NOI Permit</u>	4-70-14 <u>COC Permit</u>
4-70-06 <u>RDA Permit</u>	4-70-15 <u>Building Permit</u>
4-70-07 <u>Planning Plan</u>	4-70-16 <u>RDA Permit</u>
4-70-08 <u>ZBA Permit</u>	4-70-17 <u>COC Application</u>
4-70-09 <u>ORAD Permit</u>	4-70-18 <u>ABC Permit</u>

Check this box if you have additional attachments:

Permitting

4-71 ENF

Provide a copy of the applicant's environmental notification form (ENF) along with proof of the applicant's submission of the ENF in compliance with G.L. c. 30, §62A and 301 CMR 11.00 in connection with the applicant's proposed category 1 or category 2 gaming establishment.

List of Attachments:

4-71-01	<u>ENF 1997</u>	4-71-11	_____
4-71-02	<u>ENF 1998</u>	4-71-12	_____
4-71-03	_____	4-71-13	_____
4-71-04	_____	4-71-14	_____
4-71-05	_____	4-71-15	_____
4-71-06	_____	4-71-16	_____
4-71-07	_____	4-71-17	_____
4-71-08	_____	4-71-18	_____
4-71-09	_____	4-71-19	_____
4-71-10	_____	4-71-20	_____

Check this box if you have additional attachments:

Permitting

4-72 EOEEA Certificate (ENF)

Provide a copy of the certificate from the secretary of EOEEA after the conclusion of the comment period on the filing of the ENF pursuant to 301 CMR 11.06(7) and a copy of all written comments submitted to the [MEPA](#) unit during its review of such ENF.

List of Attachments:

4-72-01	<u>ENF Certificate 1998</u>	4-72-11	_____
4-72-02	<u>MEPA Certificate 2012</u>	4-72-12	_____
4-72-03	<u>MEPA Certificate 2010</u>	4-72-13	_____
4-72-04	_____	4-72-14	_____
4-72-05	_____	4-72-15	_____
4-72-06	_____	4-72-16	_____
4-72-07	_____	4-72-17	_____
4-72-08	_____	4-72-18	_____
4-72-09	_____	4-72-19	_____
4-72-10	_____	4-72-20	_____

Check this box if you have additional attachments:

Permitting

4-73 EIR

Provide a copy, if any, of the draft, final, supplemental, or single environmental impact report (EIR), Notice of Project Change, or a request for an Advisory Opinion submitted by the applicant pursuant to G.L. c. 30, §§61-62H and 301 CMR 11.00 in connection with the applicant’s proposed category 1 or category 2 gaming establishment.

List of Attachments:

4-73-01 <u>NPC1 2010</u>	4-73-11 _____
4-73-02 <u>NPC2 2012</u>	4-73-12 _____
4-73-03 <u>Draft EIR 2012</u>	4-73-13 _____
4-73-04 _____	4-73-14 _____
4-73-05 _____	4-73-15 _____
4-73-06 _____	4-73-16 _____
4-73-07 _____	4-73-17 _____
4-73-08 _____	4-73-18 _____
4-73-09 _____	4-73-19 _____
4-73-10 _____	4-73-20 _____

Check this box if you have additional attachments:

Permitting

4-74 EOEEA Certificate (EIR)

Provide a copy, if any, of the certificate from the secretary of EOEEA after the conclusion of the comment period on the filing of any such draft, final, supplemental, or single EIR, Notice(s) of Project Change, and in the case of an Advisory Opinion, the decision of either the Secretary or the MEPA Director pursuant to G.L. c. 30, §§61-62H and 301 CMR 11.00, and a copy of all written comments submitted to the MEPA unit during its review of such filing.

List of Attachments:

4-74-01 <u>NPC1 Comments</u>	4-74-11 _____
4-74-02 <u>NPC1 Certificate</u>	4-74-12 _____
4-74-03 <u>NPC2 Comments</u>	4-74-13 _____
4-74-04 <u>NPC2 Certificate</u>	4-74-14 _____
4-74-05 <u>DEIR Comments</u>	4-74-15 _____
4-74-06 <u>DEIR Certificate</u>	4-74-16 _____
4-74-07 _____	4-74-17 _____
4-74-08 _____	4-74-18 _____
4-74-09 _____	4-74-19 _____
4-74-10 _____	4-74-20 _____

Check this box if you have additional attachments:

Permitting

4-75 Environmental Assessment, Findings, and Impact Statement

Provide a copy of any notice or draft, final, or supplemental environmental assessment, finding of no significant impact, or environmental impact statement prepared by any federal agency in accordance with 42 U.S.C. §4321 in connection with the applicant's proposed category 1 or category 2 gaming establishment.

List of Attachments:

4-75-01 <u>N/A</u>	4-75-11 _____
4-75-02 _____	4-75-12 _____
4-75-03 _____	4-75-13 _____
4-75-04 _____	4-75-14 _____
4-75-05 _____	4-75-15 _____
4-75-06 _____	4-75-16 _____
4-75-07 _____	4-75-17 _____
4-75-08 _____	4-75-18 _____
4-75-09 _____	4-75-19 _____
4-75-10 _____	4-75-20 _____

Check this box if you have additional attachments:

Permitting

4-76 Host Community Zoning

Describe applicable zoning requirements for the site of the proposed project, explain how the applicant proposes to meet them, and provide a statement from the host community’s zoning officer, town counsel or city solicitor that, notwithstanding a site plan approval, the proposed category 1 or category 2 gaming establishment is either:

- a) Permitted at its proposed location as of right pursuant to the host community’s zoning ordinances or bylaws; or
- b) Permitted at its proposed location pursuant to all of the host community’s zoning ordinances or bylaws subject only to the applicant’s obtaining some or all of the permits and approvals identified in the application pursuant to 205 CMR 120.01(1)(a).

List of Attachments:

4-76-01 <u>Host Community</u>	4-76-11 _____
4-76-02 <u>Plainville Bylaws</u>	4-76-12 _____
4-76-03 <u>Plainville Zoning</u>	4-76-13 _____
4-76-04 <u>Zoning Map</u>	4-76-14 _____
4-76-05 <u>1998 Permit</u>	4-76-15 _____
4-76-06 <u>2010 Permit</u>	4-76-16 _____
4-76-07 <u>2013 Permit</u>	4-76-17 _____
4-76-08 <u>Zoning Letter</u>	4-76-18 _____
4-76-09 _____	4-76-19 _____
4-76-10 _____	4-76-20 _____

Check this box if you have additional attachments:

Permitting

4-77 Permit Appeals

Provide a copy of the filings associated with any appeal, whether to a municipal or state entity or for judicial review, filed with respect to any permit or approval listed on the chart provided in response to question 4-69 along with a current copy of the docket sheet on such appeal and each decision on any appeal, if any.

List of Attachments:

4-77-01 <u>Permit Appeal 1998</u>	4-77-11 _____
4-77-02 <u>1998 Dismissal</u>	4-77-12 _____
4-77-03 <u>Permit Appeal 2010</u>	4-77-13 _____
4-77-04 <u>2010 Dismissal</u>	4-77-14 _____
4-77-05 _____	4-77-15 _____
4-77-06 _____	4-77-16 _____
4-77-07 _____	4-77-17 _____
4-77-08 _____	4-77-18 _____
4-77-09 _____	4-77-19 _____
4-77-10 _____	4-77-20 _____

Check this box if you have additional attachments:

Other

4-78 Other Uses of Facility

Describe the design features that will allow other uses of the buildings in the gaming establishment complex in the event that the applicant decides to cease gaming operations in the facility at some future date.

Please attach a detailed, written response to this question as attachment 4-78-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

In the event that Plainridge Park Casino were to cease gaming operations the clear span design of the gaming facility with the adjacent parking garage can be adapted to other uses such as retail subject to local approval.

List of Attachments:

4-78-01 <u>Other Uses</u>	4-78-11 _____
4-78-02 <u>Aerial Photograph</u>	4-78-12 _____
4-78-03 <u>Parking Presentation</u>	4-78-13 _____
4-78-04 _____	4-78-14 _____
4-78-05 _____	4-78-15 _____
4-78-06 _____	4-78-16 _____
4-78-07 _____	4-78-17 _____
4-78-08 _____	4-78-18 _____
4-78-09 _____	4-78-19 _____
4-78-10 _____	4-78-20 _____

Check this box if you have additional attachments:

Other

4-79 Site Plan

Provide documentation showing the location of the proposed gaming establishment, including all amenities and significant structures, which shall include the address, maps, book and page numbers from the appropriate registry of deeds, assessed value of the land at the time of application and ownership interests over the past 20 years, including all interests, options, agreements in property and demographic, geographic and environmental information.

Please attach a detailed, written response to this question as attachment 4-79-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge is identified on Plainville Assessor’s Map 1, as Lot 10, and is registered with the Norfolk County Registry of Deeds as Land Court Certificate Number 157243, recorded in Book 787, Page 43. Plainridge Racecourse has operated as an equine harness racing facility at 301 Washington Street in Plainville, MA since April 1999. The current facility consists of a five-eighths mile horse racing track, a barn and stables, an outside track-side viewing area, and a two-story building with utilities and associated parking for 866 vehicles. On April 12, 2010, the Plainville Planning Board issued an Amended Special Permit for the construction of a 71,000 square foot addition to the existing building, a three level parking garage, a service driveway providing access to the building addition and parking garage, associated utilities, updated stormwater management measures, and landscaping. The parking garage is currently under construction. To support the expansion at Plainridge Racecourse, on August 29, 2013 the Plainville Planning Board approved the construction of an expansion to the previously approved building addition, an administration building, additional parking areas, and additional landscaping, utilities and stormwater management facilities.

List of Attachments:

4-79-01 <u>Site Plan</u>	4-79-11 _____
4-79-02 <u>Site Plans</u>	4-79-12 _____
4-79-03 <u>Landscape Plan</u>	4-79-13 _____
4-79-04 <u>Concept Plan</u>	4-79-14 _____
4-79-05 _____	4-79-15 _____
4-79-06 _____	4-79-16 _____
4-79-07 _____	4-79-17 _____
4-79-08 _____	4-79-18 _____
4-79-09 _____	4-79-19 _____
4-79-10 _____	4-79-20 _____

Check this box if you have additional attachments:

5. MITIGATION

Prerequisites

Does your application:

- Provide an attached signed agreement to be a lottery agent and not to run competing games?
- Demonstrate how the applicant proposes to address lottery mitigation, compulsive gambling problems, workforce development and community development and host and surrounding community impact and mitigation issues?
- Identify the infrastructure costs of the host and surrounding from construction and operation and commit to a mitigation plan as required by Question 5-1?
- Provide a signed host community agreement with favorable community vote as required by Question 5-4?
- Provide surrounding community agreements as required by Question 5-14?
- Provide completed studies and reports as required by Question 5-2?
- Provide impacted live entertainment venues agreements as required by Question 5-18?
- Demonstrate that you have agreed upon and provided for payment of a community impact fee in the event a gaming license is awarded as required by Question 5-3?
- Describe public support as required by Question 5-12?
- Demonstrate how the applicant intends to protect and enhance the lottery?
- Demonstrate how the applicant intends to implement measures to address problem gambling?
- Describe expected total vehicle traffic and mitigation as required by 5-33?

Prerequisites

5-1 Infrastructure Costs

Identify the infrastructure costs to the host and surrounding communities from construction and operation of a gaming establishment. May reference response to question 5-2. (See related agreement in section [B. Signature Forms](#)).

Please attach a summary costs, including a citation as to the source of the information, as attachment 5-01-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

There will be no infrastructure costs to the host or surrounding communities that are related to this project. All infrastructure costs will be borne by Plainridge Park Casino.

The total investment cost for off-site infrastructure improvements to be borne by Plainridge Park Casino is expected to be approximately \$4,000,000. This includes the design and construction costs for roadway reconstruction, traffic signal improvements and signage improvements.

In addition, the July 8, 2013 Plainridge Host Agreement provides for specific cost reimbursements, property tax payments, community impact fees and annual Host Community payments made monthly.

List of Attachments:

5-01-01 <u>Infrastructure Costs</u>	5-01-11 _____
5-01-02 _____	5-01-12 _____
5-01-03 _____	5-01-13 _____
5-01-04 _____	5-01-14 _____
5-01-05 _____	5-01-15 _____
5-01-06 _____	5-01-16 _____
5-01-07 _____	5-01-17 _____
5-01-08 _____	5-01-18 _____
5-01-09 _____	5-01-19 _____
5-01-10 _____	5-01-20 _____

Check this box if you have additional attachments:

Prerequisites

5-2 Impacts and Costs

Provide completed studies and reports showing the proposed gaming establishment's: (i) cost to the host community and surrounding communities and the Commonwealth for the proposed gaming establishment to be located at the proposed location, and (ii) local and regional social, environmental, traffic and infrastructure impacts.

Please attach a summary of each study and report and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Please refer to the enclosed July 13, 2013 Innovation Group Impact Study addressing economic and social impacts of the proposed project. Some excerpted highlights are:

- "Given the optimal location and minimal local externalities, the Plainridge facility is projected to have a positive economic and fiscal impact for the Commonwealth of Massachusetts and the Town of Plainville." (page 1)
- "[E]vidence suggests that on-going impacts to local communities are highly manageable, typically requiring only a small fraction of gaming revenues to address fully." (page 60)
- "Infrastructure impacts are highly site-dependent. Plainridge Casino is especially well suited to handle increased visitor and traffic volume with minimal local impact. It has direct access to I-495 and is located far from the town center. The traffic infrastructure improvement required to accommodate the projected increase in traffic—a dedicated turn lane and signal—has been designed and is in the permitting process. Plainridge is paying for all infrastructure improvement directly as part of its permitting with the town." (page 61)
- "[T]here is no evidence from gross level data that the advent of casinos has a measurable impact on local crime rates in general. It is highly likely any crimes associated with casinos are either offset by economic benefits or that the level of crime is so small as to be overwhelmed by other factors such as economic trends." (page 65)
- "Plainridge Racecourse is ideally located to minimize any local impacts. It is anticipated the vast majority of visitors²⁷ will access the facility via I-495 at exit 14, whereas the center of Plainville is located approximately three miles from exit 14. Therefore, it is not likely that Plainridge patrons will have contact with the town of Plainville except for incidental service-oriented purchases along the commercial stretch of Highway 1 immediately to the south of Plainridge." (page 72)

List of Attachments:

5-02-01 <u>Impact Summary</u>	5-02-11 _____
5-02-02 <u>Econ Impact Study</u>	5-02-12 _____
5-02-03 _____	5-02-13 _____
5-02-04 _____	5-02-14 _____
5-02-05 _____	5-02-15 _____
5-02-06 _____	5-02-16 _____
5-02-07 _____	5-02-17 _____
5-02-08 _____	5-02-18 _____
5-02-09 _____	5-02-19 _____
5-02-10 _____	5-02-20 _____

Check this box if you have additional attachments:

Prerequisites

5-3 Community Impact Fee

Describe and identify the applicable section of the executed host community agreement, between the applicant and the host community, for the payment of a community impact fee including the timing as to when the fee will be paid in the event that the applicant is awarded a gaming license.

Please attach a detailed, written response to this question as attachment 5-03-01 and provide a brief overview of your response in this box. The overview should include, at a minimum, the total impact fee to be paid and the timing of the payment. The response provided in this box will be released to the public.

Pursuant to the July 8, 2013 Plainridge Host Agreement, the Town's out of pocket costs shall be reimbursed by the Applicant (per paragraph 1), property taxes for the facility are targeted at \$1.5 million per year with an annual escalator (per paragraph 2), payment of a community impact fee of \$100,000 per year (per paragraph 3), and an annual Host Community Payment described in paragraph 4 that varies as follows:

- \$2.7 million per year for years 1 – 5,
- 1.5% of gross gaming revenue for years 6 – 10,
- For years 11 and on, 2% of gross gaming revenue.

The Host Community payments are made monthly.

List of Attachments:

5-03-01 <u>n/a</u>	5-03-11 _____
5-03-02 _____	5-03-12 _____
5-03-03 _____	5-03-13 _____
5-03-04 _____	5-03-14 _____
5-03-05 _____	5-03-15 _____
5-03-06 _____	5-03-16 _____
5-03-07 _____	5-03-17 _____
5-03-08 _____	5-03-18 _____
5-03-09 _____	5-03-19 _____
5-03-10 _____	5-03-20 _____

Check this box if you have additional attachments:

Host Community Agreement

5-6 Mitigation

Describe how the applicant proposes to address host community impact and mitigation issues as set forth in the host community agreement during both the construction and operation of the proposed gaming establishment.

Please attach a detailed, written response to this question as attachment 5-06-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Construction Mitigation Measures - On-site construction activity is being coordinated by the construction manager with the various subcontractors and tradesmen. Delivery of major construction supplies and components (such as parking garage deck panels) was scheduled to avoid peak traffic times and holidays or weekends. Work hours are dictated by local permit conditions of approval, and are established to minimize potential impacts to abutting owners. Construction activity for the remaining sitework will be carried out in accordance with local and state permit restrictions. Earth removal operations are limited to the hours of 7:00 AM to 6:30 PM Monday through Friday, and from 8:00 AM to 5:00 PM on Saturdays by the Town of Plainville Special Permit. Parking is provided for contractors in a designated area separate from the patrons and customers. Delivery of materials and equipment will be limited by Special Permit conditions. All access to and from the site will be from Route 1.

Operation Period (Permanent) Mitigation Measures - A comprehensive traffic mitigation package was developed for the Plainridge Park facility. All proposed mitigation measures within the state highway layout on Route 1, as well as internal circulation, are consistent with a Complete Streets design approach that provides adequate and safe accommodation for all roadway users, including pedestrians, bicyclists, and public transit riders.

List of Attachments:

5-06-01 <u>Mitigation</u>	5-06-11 _____
5-06-02 _____	5-06-12 _____
5-06-03 _____	5-06-13 _____
5-06-04 _____	5-06-14 _____
5-06-05 _____	5-06-15 _____
5-06-06 _____	5-06-16 _____
5-06-07 _____	5-06-17 _____
5-06-08 _____	5-06-18 _____
5-06-09 _____	5-06-19 _____
5-06-10 _____	5-06-20 _____

Check this box if you have additional attachments:

Host Community Agreement

5-7 Election Related Advertising

Attach a copy of all M22 forms filed in accordance with G.L c.55, §22 relative to expenditures made by the applicant with intent to influence the outcome of the host community ballot question and/or the M101 BQ and M102 forms filed relative to the forming and funding by the applicant of a host community related ballot question committee as prescribed by the [Office of Campaign and Political Finance](#). Please provide these items as attachments 5-07-01 *et seq.*

State the total amount of money the applicant spent on advertising or organizing for a favorable election outcome.

Money Spent: \$0.00

5-8 Negative Advertising

Since November 22, 2011, has the applicant, any person or entity with a financial interest in the applicant, anyone acting at the direction or request of the applicant or anyone acting at the direction or request of a person or entity with a financial interest in the applicant made any monetary or in-kind contribution, directly or through an intermediary, to any entity, group or person who was urging voters to cast a negative vote in any election governed by G.L. c. 23K, §15(13)?

Yes No

If yes, please use attachment “5-08-01 Contributions” to state the name of the donor, the date of the monetary or in-kind contribution, the amount or nature of the contribution and the name and address of the recipient of the contribution.

Host Community Agreement

5-9 Contributions

Attach a copy of all Form M119 prescribed by the [Office of Campaign and Political Finance](#) that have been filed by the applicant in accordance with G.L. c.23K, §47. Further, in accordance with 205 CMR 108.02, disclose all political contributions, community contributions, or contributions in kind made by an applicant or qualifier to a municipality or a municipal employee of the host community from January 15, 2013 through the date of submission of this application. Please provide these items as attachments 5-09-01 *et seq.*

5-10 Requests for Contribution

Subject to the exemptions identified in 205 CMR 108.03(4), identify all requests of which the applicant is aware for any thing of substantial value, as defined by 205 CMR 108.03(1), made to an agent or employee of the applicant or any qualifier by persons or persons listed in 205 CMR 108.01(1) from January 15, 2013 through the date this application is filed. Each request identified shall include the name of the person who made the request, the date the request was made, and the nature of the request. (Note- the Commission is only interested in requests that are related in some fashion to the Massachusetts project, be it the nature of the request or the individual making the request. The Commission is not seeking disclosure of requests solely related to the applicant’s business in other states or internationally. For example, a request received by the applicant to sponsor a youth sports team in Massachusetts should be disclosed. However, a similar request by an individual unconnected to Massachusetts to sponsor a youth sports team in Nevada need not be disclosed.)

List of Attachments:

5-10-01 <u>Charitable</u>	5-10-03 _____
5-10-02 _____	5-10-04 _____

Check this box if you have additional attachments:

Host Community Agreement

5-11 Public Outreach

Provide a description and documentation for all public outreach efforts that the applicant has made to local communities.

Please attach a detailed, written response to this question as attachment 5-11-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming is the beneficiary of 15 years of good corporate citizenship by Plainridge Park in its host and surrounding communities. Plainridge employees currently serve as community leaders in Plainville’s Lions Club, Rotary Club, Athletic League, and Student Mentoring Program, among others. They have met with the Board of Selectmen, Franklin, Wrentham, Bellingham, and Attleboro Lions Clubs, Unified Regional Chamber of Commerce, and many more to discuss expanded gaming at the track. In addition, Plainridge participated in six community forums, one of which featured Penn executives discussing its background and proposed gaming facility. Opponents of expanded gaming were even invited to participate in crafting the town’s RFP to ensure that everyone had a voice in this important decision for the Town of Plainville and surrounding communities.

Penn began reaching out to the public in Plainville and in the surrounding communities once it reached an agreement to assume the Host Community Agreement with the Town of Plainville, roughly one month ago. The company has been very active in meeting with local businesses, leaders, community organizations, and others to begin forging relationships that, should we be fortunate enough to win the Category 2 license, will become mutually beneficial for the foreseeable future. Specific details on outreach efforts is contained in Attachment 5-11-01.

List of Attachments:

5-11-01 <u>Public Outreach1</u>	5-11-11 _____
5-11-02 <u>Public Outreach2</u>	5-11-12 _____
5-11-03 _____	5-11-13 _____
5-11-04 _____	5-11-14 _____
5-11-05 _____	5-11-15 _____
5-11-06 _____	5-11-16 _____
5-11-07 _____	5-11-17 _____
5-11-08 _____	5-11-18 _____
5-11-09 _____	5-11-19 _____
5-11-10 _____	5-11-20 _____

Check this box if you have additional attachments:

Host Community Agreement

5-12 Public Support

Describe in detail the public support for the project the applicant has obtained in the host and surrounding communities in addition to that reflected by the host community vote, including the names and affiliations of all individuals, including elected officials, organizations and groups that have given public support to the project, and describe any agreement relationships with local organizations.

Please attach a detailed, written response to this question as attachment 5-12-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Town of Plainville overwhelmingly voted in favor of the Plainridge Park proposal at a town-wide referendum on September 10, 2013. The voters supported the project by more than a three-to-one margin, or 76% of the turnout. Importantly, 37% of registered Plainville voters participated in the referendum, making it one of the highest turnouts in a special election in the town’s history.

The project has received considerable local support from elected officials, businesses, community organizations, and key individuals. In addition, Plainridge Park continues to work in good faith to reach agreements with the surrounding communities. The list of our public supporters is as follows, with a number of public letters of support included as Attachments 5-12-01 – 5-12-14.

List of Attachments:

5-12-01 <u>Public Support</u>	5-12-10 _____
5-12-02 <u>Letters of Support</u>	5-12-11 _____
5-12-03 _____	5-12-12 _____
5-12-04 _____	5-12-13 _____
5-12-05 _____	5-12-14 _____
5-12-06 _____	5-12-15 _____
5-12-07 _____	5-12-16 _____
5-12-08 _____	5-12-17 _____
5-12-09 _____	5-12-18 _____

Check this box if you have additional attachments:

Host Community Agreement

5-13 Non Profit and Community Partnerships

Describe and provide evidence of partnerships with or other support for non-profit and community groups in the host community.

Please attach a detailed, written response to this question as attachment 5-13-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Racecourse and Penn National Gaming are active partners with a number of a non-profits and community organizations in Plainville. In just a few short weeks, Penn National has begun supporting these organizations financially and via volunteer activities, and expects to become more involved in additional organizations in the immediate future. They include, but are not limited to, the following:

- Plainville Athletic League. Penn National was the lead sponsor of the Plainville Athletic League's 11th Annual Charity Golf Tournament on September 27th, 2013.
- Plainville Lions Club. Penn National was a lead sponsor of the Plainville Lions Club Annual Fall Festival on September 29th, 2013.
- Plainville United Methodist Church. Penn National provided financial support for the church's Living Bread Community Pantry program on October 3rd, 2013.
- Plainville Public Library. Penn National provided financial support for the library's inventory needs.

Penn National is an active partner and supporter of non-profits and community groups in each of the jurisdictions in which it operates. The company provided over \$12.7 million dollars in support in 2012 alone. Attachment 5-13-01 provides an example from The Opportunity House on how the company supports non-profit organizations.

List of Attachments:

5-13-01 <u>Opportunity House</u>	5-13-11 _____
5-13-02 <u>Plainville Athletic</u>	5-13-12 _____
5-13-03 _____	5-13-13 _____
5-13-04 _____	5-13-14 _____
5-13-05 _____	5-13-15 _____
5-13-06 _____	5-13-16 _____
5-13-07 _____	5-13-17 _____
5-13-08 _____	5-13-18 _____
5-13-09 _____	5-13-19 _____
5-13-10 _____	5-13-20 _____

Check this box if you have additional attachments:

Surrounding Community Agreements

5-14 Executed Surrounding Community Agreements

Provide a copy of all executed surrounding community agreements as described in 205 CMR 125.01(1)(b).

List of Attachments:

- 5-14-01 None
- 5-14-02 _____
- 5-14-03 _____
- 5-14-04 _____
- 5-14-05 _____
- 5-14-06 _____
- 5-14-07 _____
- 5-14-08 _____
- 5-14-09 _____
- 5-14-10 _____
- 5-14-11 _____
- 5-14-12 _____
- 5-14-13 _____
- 5-14-14 _____
- 5-14-15 _____
- 5-14-16 _____
- 5-14-17 _____
- 5-14-18 _____
- 5-14-19 _____
- 5-14-20 _____

Check this box if you have additional attachments:

Surrounding Community Agreements

5-15 Designation of Surrounding Community w/o Executed Agreement

List all municipalities that the applicant wishes to designate as a surrounding community in accordance with 205 CMR 125.01(1)(a) with which no surrounding community agreement has been executed as of the time of the filing of this application. Please briefly describe the nature of the discussions with any identified community. Please attach the notice of such designation that was provided to the chief executive officer of the community in accordance with 205 CMR 125.01(1)(a).

On October 2, we officially designated the towns of North Attleboro, Wrentham, Mansfield and Foxboro as surrounding communities. This formal designation was preceded by in-person meetings with town officials in each community in which we shared details of our proposal and projections from our traffic studies and the findings of our economic impact report. We also provided a template of a surrounding community agreement as a discussion starter, that included, among other things, specific commitments to hold local job fairs in each community, purchase from local vendors in those towns, enter into cross-marketing and promotional agreements with area businesses and entertainment venues, and to agree to provide funding to mitigate the direct net impacts on those towns from our casino. However, rather than deal with theoretical impacts based on projections by outside economists, we've agreed to commission a joint economic impact study in each community one year after opening to look at the real world direct net impacts of our casino and, more importantly, to fund any recommended mitigation costs. We're continuing to keep an open dialogue with each of the four communities.

Attached notices of designation:

5-15-01	<u>Wrentham</u>
5-15-02	<u>Mansfield</u>
5-15-03	<u>North Attleboro</u>
5-15-04	<u>Foxboro</u>
5-15-05	<u> </u>
5-15-06	<u> </u>
5-15-07	<u> </u>
5-15-08	<u> </u>
5-15-09	<u> </u>

Check this box if you have additional attachments:

Surrounding Community Agreements

5-16 Declined Communities

Identify any community that requested a surrounding community agreement or sought to discuss its status as a prospective surrounding community, which the applicant declined. Please explain the reasons for declining and describe the nature of the discussions or negotiations the applicant had with the community.

List of Communities:	Explanations
1. <u>n/a</u>	5-16-01
2. _____	5-16-02
3. _____	5-16-03
4. _____	5-16-04
5. _____	5-16-05
6. _____	5-16-06
7. _____	5-16-07
8. _____	5-16-08
9. _____	5-16-09
10. _____	5-16-10

Check this box if you have additional attachments:

Surrounding Community Agreements

5-17 Mitigation

Describe how the applicant proposes to address surrounding community impact and mitigation issues as set forth in the surrounding community agreements during both the construction and operation of the proposed gaming establishment.

Please attach a detailed, written response to this question as attachment 5-17-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino expects to be a proactive and productive neighbor to our surrounding communities. Penn National Gaming has an exemplary record of partnership within the local and regional areas in each of the 28 communities it serves, and will do the same in North Attleboro, Foxboro, Mansfield, and Wrentham. Negotiations in each community are ongoing and we look forward to a productive relationship with each town well into the future. Mitigation efforts will be concentrated on local hiring during construction and operations, use of local business, cross marketing with local businesses, traffic and public safety related matters, responsible gaming programs, and the support of local charities, and economic development agencies.

Plainridge Park Casino will participate in municipal meetings in each town, provide updates and information throughout the construction process, and report on operations proactively to our host and surrounding communities, or at the request of community leaders. See also response to Question 5-15.

List of Attachments:

5-17-01 <u>Mitigation</u>	5-17-11 _____
5-17-02 _____	5-17-12 _____
5-17-03 _____	5-17-13 _____
5-17-04 _____	5-17-14 _____
5-17-05 _____	5-17-15 _____
5-17-06 _____	5-17-16 _____
5-17-07 _____	5-17-17 _____
5-17-08 _____	5-17-18 _____
5-17-09 _____	5-17-19 _____
5-17-10 _____	5-17-20 _____

Check this box if you have additional attachments:

Impacted Live Entertainment Venue Agreements

5-18 Executed Impacted Live Entertainment Venue Agreements

Provide a copy of all impacted live entertainment venue agreements executed in accordance with 205 CMR 126.01(1)(a).

List of Attachments:

5-18-01	<u>MPAC</u>
5-18-02	<u>Live Nation</u>
5-18-03	<u></u>
5-18-04	<u></u>
5-18-05	<u></u>
5-18-06	<u></u>
5-18-07	<u></u>
5-18-08	<u></u>
5-18-09	<u></u>
5-18-10	<u></u>

Impacted Live Entertainment Venue Agreements

5-19 Declined ILEV Agreements

Identify any venue that requested an impacted live entertainment venue agreement or sought to discuss its status as a prospective impacted live entertainment venue, which the applicant declined. Please explain the reasons for declining and describe the nature of the discussions or negotiations the applicant had with the venue.

List of Attachments:

5-19-01	n/a
5-19-02	
5-19-03	
5-19-04	
5-19-05	
5-19-06	
5-19-07	
5-19-08	
5-19-09	
5-19-10	

Impacted Live Entertainment Venue Agreements

5-20 Cross Marketing Agreements

List all cross-marketing agreements with impacted live entertainment venues the applicant has entered. If more space is needed, please use an attachment.

List of Cross-Marketing Agreements:

1. Massachusetts Performing Arts Coalition
2. Live Nation
3. _____
4. _____
5. _____
6. _____
7. _____
8. _____
9. _____
10. _____
11. _____
12. _____
13. _____
14. _____
15. _____
16. _____
17. _____
18. _____
19. _____
20. _____

List of Attachments:

- | | |
|----------------|----------------|
| <u>5-20-01</u> | <u>5-20-03</u> |
| <u>5-20-02</u> | <u>5-20-04</u> |

Check this box if you have additional attachments:

Impacted Live Entertainment Venue Agreements

5-21 Exclusivity with Entertainers

Provide a statement as to whether the applicant intends to incorporate a geographic exclusivity clause into agreements with its entertainers engaged to perform at a venue within its proposed Massachusetts gaming establishment. If so, please explain the nature of the agreements.

Please attach a detailed, written response to this question as attachment 5-21-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

No, in fact, all entertainment agreements have disclaimed geographic exclusion.

List of Attachments:

5-21-01 <u>n/a</u>	5-21-11 _____
5-21-02 _____	5-21-12 _____
5-21-03 _____	5-21-13 _____
5-21-04 _____	5-21-14 _____
5-21-05 _____	5-21-15 _____
5-21-06 _____	5-21-16 _____
5-21-07 _____	5-21-17 _____
5-21-08 _____	5-21-18 _____
5-21-09 _____	5-21-19 _____
5-21-10 _____	5-21-20 _____

Check this box if you have additional attachments:

Protect and Enhance Lottery

5-22 State Lottery

Describe the plans, measures and steps the applicant intends to take to avoid any negative impact on the revenues currently generated by the Massachusetts State Lottery, including cross-marketing strategies with the lottery and increasing ticket sales to out-of-state residents. Further, provide a written plan demonstrating the manner in which the lottery and keno games shall be made readily accessible to the guests of the gaming establishment including the designation of any lottery outlet retail floor space. (See associated agreement in section [B. Signature Forms](#)).

Please attach a detailed, written response to this question as attachment 5-22-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Massachusetts Lottery has historically been and remains one of the largest in the US in terms of overall revenue and per capita spend. The success of the Massachusetts Lottery since its inception has been partly driven by the fact that the Massachusetts Lottery has continuously created innovative games including Megabucks, Big Game, and Powerball. On October 2, 2013, the Applicant executed an agreement with the Massachusetts Lottery committing to a variety of cross marketing and mitigation measures.

Plainridge Racecourse is currently a licensed Massachusetts Lottery agent. Our plan is to augment the current offering in the existing racing facility with additional lottery products located throughout the casino and restaurants/bars. Also, we will partner with the Massachusetts Lottery to continue to offer the Lottery’s Keno game in both the racing and casino facility.

Plainridge Park Casino will also work with the Massachusetts Lottery on cross marketing opportunities. We are uniquely qualified to maximize a cooperative marketing relationship with the Massachusetts State Lottery and to mitigate the effect of expanded gaming in Massachusetts. We currently operate 3 casinos where the state lottery commissions serve as our regulatory body with 2 coming online in Ohio. Our history of collaboration with State Lottery Agencies and our experience as a Lottery Sales Agent has driven strong sales for these states.

List of Attachments:

5-22-01 <u>LoState Lottery</u>	5-22-10 _____
5-22-02 <u>Lottery Promos</u>	5-22-11 _____
5-22-03 <u>Lottery Retail</u>	5-22-12 _____
5-22-04 _____	5-22-13 _____
5-22-05 _____	5-22-14 _____
5-22-06 _____	5-22-15 _____
5-22-07 _____	5-22-16 _____
5-22-08 _____	5-22-17 _____
5-22-09 _____	5-22-18 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-23 On Site Resources for Problem Gambling

Describe the on-site resources that will be accessible to those affected by gambling-related problems. (See associated agreement in section [B. Signature Forms](#))

Please attach a detailed, written response to this question as attachment 5-23-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino will maintain a comprehensive responsible gaming (RG) program at the property to address not only problem/compulsive gambling, but also the prevention of underage gambling/drinking, responsible alcohol service, and the prevention of unattended minors. As part of this program, the Applicant will provide space in the casino for use by an independent substance abuse and mental health counseling service where printed or electronic resources and counseling staff can be located. Signs and brochures with a RG message and toll free helpline will be located at all entrances and exits, ATM/cage locations, and credit issuance areas, as well as other areas of the facility. Along with the helpline, the RG brochures will contain information on the the signs and symptoms of problem/compulsive gambling, a description of self exclusion and restriction programs offered, and links to agencies, organizations and websites where help and information relevant to a problem gambler or their loved ones can be obtained. In addition, Plainridge Park Casino will be integrated into Penn's Marquee Rewards player card system such that a person who self excludes themselves in one state will be excluded from all Penn casinos using Marquee Rewards which currently consists of ten Penn properties. All staff will be trained on responsible gaming so that any employee who is approached by someone experiencing gambling control issues or such a person's family members can be referred to resources where help can be obtained. Each property general manager has the authority to unilaterally exclude any person suspected of having a gambling problem who will not voluntarily enter the statewide program.

List of Attachments:

5-23-01 <u>Resp Gaming Program</u>	5-23-11 _____
5-23-02 _____	5-23-12 _____
5-23-03 _____	5-23-13 _____
5-23-04 _____	5-23-14 _____
5-23-05 _____	5-23-15 _____
5-23-06 _____	5-23-16 _____
5-23-07 _____	5-23-17 _____
5-23-08 _____	5-23-18 _____
5-23-09 _____	5-23-19 _____
5-23-10 _____	5-23-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-24 Problem Gambling Signage

Describe the signs, alerts and other information that will be available in the gaming establishment complex to identify the on-site resources available for those affected by gambling-related problems. (See associated agreement in section [B. Signature Forms](#))

Please attach a detailed, written response to this question as attachment 5-24-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

A brochure will be developed that describes the signs and symptoms that may be indicative of a gambling problem and that includes the toll free help line. The brochures will be available at all ATMs, cages, Guest Services desk, mutual windows and at other areas around the property. Signs with a responsible gaming message will be posted at a minimum within 15 feet of all automated teller machines and slot ticket redemption units and at reasonable intervals at the cashiers' cage and mutual windows as well as entrances and exits. All this information will also be available at the property's designated responsible gaming office

The most important element on the signs and brochures, is the toll free gambling helpline. This is the number that an individual can call to receive a referral to a certified problem gambling counselor and/or information on support groups. Help is available 24 hours a day, 365 days a year. See attachment 5-23-01 for further details

List of Attachments:

5-24-01 <u>n/a</u>	5-24-11 _____
5-24-02 _____	5-24-12 _____
5-24-03 _____	5-24-13 _____
5-24-04 _____	5-24-14 _____
5-24-05 _____	5-24-15 _____
5-24-06 _____	5-24-16 _____
5-24-07 _____	5-24-17 _____
5-24-08 _____	5-24-18 _____
5-24-09 _____	5-24-19 _____
5-24-10 _____	5-24-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-25 Self Exclusion Policies

Describe the exclusion policies that will be available for gaming establishment patrons and employees, including the process that will be utilized to notify individuals of the availability of self-exclusion and the steps that will be taken to assist those who request exclusion. (See associated agreement in section [B. Signature Forms](#))

Please attach a detailed, written response to this question as attachment 5-25-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming's exclusion policy provides the opportunity for patrons to:

- Self exclude themselves from all casinos in the Commonwealth
- Financially restrict themselves from being allowed to cash checks, use a credit card, or obtain casino credit at the facility
- Stop receiving marketing material and mail from the casino

The availability of these programs will be communicated to patrons through brochures, signage and one-on-one communication. All employees will be trained to refer a person inquiring about self-exclusion/restriction programs to our security department who will be able to get the patron more detailed information and assist them in signing up.

In addition, Plainridge Park Casino will be integrated into Penn's Marquee Rewards player card system such that a person who self excludes themselves in one state will be excluded from all Penn properties using Marquee Rewards. See Attachment 5-23-02 Resp. Gaming Plan for further details.

List of Attachments:

5-25-01 <u>n/a</u>	5-25-11 _____
5-25-02 _____	5-25-12 _____
5-25-03 _____	5-25-13 _____
5-25-04 _____	5-25-14 _____
5-25-05 _____	5-25-15 _____
5-25-06 _____	5-25-16 _____
5-25-07 _____	5-25-17 _____
5-25-08 _____	5-25-18 _____
5-25-09 _____	5-25-19 _____
5-25-10 _____	5-25-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-26 Identification of Problem Gambling

Describe the initial and ongoing training that will be used to help gaming establishment employees identify those who may have gambling-related problems, or self-identify, and assist them to obtain help for those problems.

Please attach a detailed, written response to this question as attachment 5-26-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

All employees will be trained on responsible gaming upon hire and annually thereafter. See Attachment 5-23-01 for further details

List of Attachments:

5-26-01 <u>n/a</u>	5-26-11 _____
5-26-02 _____	5-26-12 _____
5-26-03 _____	5-26-13 _____
5-26-04 _____	5-26-14 _____
5-26-05 _____	5-26-15 _____
5-26-06 _____	5-26-16 _____
5-26-07 _____	5-26-17 _____
5-26-08 _____	5-26-18 _____
5-26-09 _____	5-26-19 _____
5-26-10 _____	5-26-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-27 Credit Extension Abuse

Describe the policies the applicant will use to ensure that credit extensions are not being abused by those with gambling-related problems.

Please attach a detailed, written response to this question as attachment 5-27-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The applicant offers a financial restriction program as part of its responsible gaming program. All credit decision are made based on the ability of the patron to pay. See Attachment 5-23-01 for further details.

List of Attachments:

5-27-01 <u>n/a</u>	5-27-11 _____
5-27-02 _____	5-27-12 _____
5-27-03 _____	5-27-13 _____
5-27-04 _____	5-27-14 _____
5-27-05 _____	5-27-15 _____
5-27-06 _____	5-27-16 _____
5-27-07 _____	5-27-17 _____
5-27-08 _____	5-27-18 _____
5-27-09 _____	5-27-19 _____
5-27-10 _____	5-27-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-28 Code of Ethics

Provide a copy of the code of ethics employees, including senior managers, are required to follow and the process by which the code is promulgated.

Please attach a detailed, written response to this question as attachment 5-28-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Penn National Gaming's has established a Code of Business Conduct which applies to all Penn employees and will apply to the management and staff of Plainridge Park Casino. The purpose of the Code is to: focus employees on areas of ethical risk, provide guidance to help employees to recognize and deal with ethics issues, provide mechanisms for employees to report unethical conduct, foster among employees a culture of honesty and accountability, and ensure protection against retaliation for employees who engage in conduct encouraged by this Code.

Each employee is given a copy of the Code of Business Conduct and it is discussed in orientation. Employees must sign an acknowledgement form indicating that they understand that they are bound by the policies contained therein. Areas covered by the Code include, among other things, requirements to: obey all applicable laws, report violations of the Code, avoid and report actual or potential conflicts of interest. The Code also covers prohibitions on bribery, the use of company assets for personal gain and the use of confidential inside information for personal gain or its disclosure to third parties. Additionally, the Code requires employees to keep other confidential information confidential. Penn National has set up a company wide toll free whistle-blower hot line managed by a third party (the Network) that allows any employee to anonymously report violations of the Code or other illegal or unethical behavior.

The Penn Board of Directors also has a Compliance Committee which oversees Code of Conduct matters.

List of Attachments:

5-28-01 <u>Code of Conduct</u>	5-28-11 _____
5-28-02 <u>Network Hotline</u>	5-28-12 _____
5-28-03 <u>Compliance Cmte</u>	5-28-13 _____
5-28-04 _____	5-28-14 _____
5-28-05 _____	5-28-15 _____
5-28-06 _____	5-28-16 _____
5-28-07 _____	5-28-17 _____
5-28-08 _____	5-28-18 _____
5-28-09 _____	5-28-19 _____
5-28-10 _____	5-28-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-29 Metrics for Problem Gambling

Describe the metrics the applicant will use to measure whether it is succeeding in its efforts to reduce gambling at its gaming establishment by those with gambling-related problems and the use to which those metrics will be put and provide the data those metrics have generated for each of the last five years at each of the applicant's facilities. Further, please describe how the applicant proposes to cooperate and support the Commission in the development of an annual research agenda as provided in G.L. c. 23K, §71.

Please attach a detailed, written response to this question as attachment 5-29-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The applicant will closely monitor any incidents concerning:

- A self excluded person being detected in the facility
- The over service of alcohol
- Underage gambling
- Unattended minors

All such instances will be documented on security incident reports. The property will use such reports to look for patterns and to determine ways in which the property can enhance its control and detection procedures to minimize reoccurrences of such incidents. Additionally, like all existing Penn properties, the Plainridge Park Casino Compliance Officer will be required to submit a quarterly Responsible Gaming (RG) Report to the Corporate Compliance Department to document its efforts, performance, and controls concerning RG matters. Areas covered in the report include reviews of RG training, incidents involving alcohol, unattended minors, underage gambling, or problem gambling. Reports from each property are then summarized by Corporate Compliance into a Quarterly Corporate Responsible Gaming Report and presented to senior Penn Executives at Quarterly Corporate RG Committee meetings.

List of Attachments:

5-29-01 <u>Quarterly RG Report</u>	5-29-10 _____
5-29-02 _____	5-29-11 _____
5-29-03 _____	5-29-12 _____
5-29-04 _____	5-29-13 _____
5-29-05 _____	5-29-14 _____
5-29-06 _____	5-29-15 _____
5-29-07 _____	5-29-16 _____
5-29-08 _____	5-29-17 _____
5-29-09 _____	5-29-18 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-30 Advertising Responsible Gambling

Describe the extent to which responsible gambling messages will be part of the applicant's advertising.

Please attach a detailed, written response to this question as attachment 5-30-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

As indicated in our responsible gaming plan (see Attachment 5-23-01), a responsible gaming message will be included on all advertising; including all billboard, television, print, radio and internet advertising. The message will include a toll free problem gambling helpline where help and advice can be obtained 24 hours a day, 365 days a year.

List of Attachments:

5-30-01 <u>n/a</u>	5-30-11 _____
5-30-02 _____	5-30-12 _____
5-30-03 _____	5-30-13 _____
5-30-04 _____	5-30-14 _____
5-30-05 _____	5-30-15 _____
5-30-06 _____	5-30-16 _____
5-30-07 _____	5-30-17 _____
5-30-08 _____	5-30-18 _____
5-30-09 _____	5-30-19 _____
5-30-10 _____	5-30-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-31 Treatment and Prevention

Describe the plans the applicant has to coordinate with local providers to facilitate assistance and treatment for those with gambling-related problems and plans to develop prevention programs targeted toward vulnerable populations as the term is defined by 205 CMR 102.02.

Please attach a detailed, written response to this question as attachment 5-31-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Applicant will work with the Massachusetts Council on Problem and Compulsive Gambling to facilitate access to treatment and to work on problem gambling prevention programs. See Attachment 5-23-01 for further details

List of Attachments:

5-31-01 <u>n/a</u>	5-31-11 _____
5-31-02 _____	5-31-12 _____
5-31-03 _____	5-31-13 _____
5-31-04 _____	5-31-14 _____
5-31-05 _____	5-31-15 _____
5-31-06 _____	5-31-16 _____
5-31-07 _____	5-31-17 _____
5-31-08 _____	5-31-18 _____
5-31-09 _____	5-31-19 _____
5-31-10 _____	5-31-20 _____

Check this box if you have additional attachments:

Implement Measures to Address Problem Gambling

5-32 Historical Efforts Against Problem Gambling

Describe the processes the applicant uses to address problem gambling at the other facilities it owns or controls, the effectiveness of those processes, and the metrics the applicant uses to determine the effects.

Please attach a detailed, written response to this question as attachment 5-32-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The applicant has maintained has comprehensive responsible gaming program to include self exclusion and financial restrictions programs for many years. The applicant is an active member of the NCPG and NCRG. The applicant has recently rolled out its PUMA universal card system to connect its casino properties so that a person who enters into a statewide self exclusion program in one jurisdiction in which Penn operates will be excluded from all Penn Casinos. See Attachment 5-23-01 for further details.

List of Attachments:

5-32-01 <u>n/a</u>	5-32-11 _____
5-32-02 _____	5-32-12 _____
5-32-03 _____	5-32-13 _____
5-32-04 _____	5-32-14 _____
5-32-05 _____	5-32-15 _____
5-32-06 _____	5-32-16 _____
5-32-07 _____	5-32-17 _____
5-32-08 _____	5-32-18 _____
5-32-09 _____	5-32-19 _____
5-32-10 _____	5-32-20 _____

Check this box if you have additional attachments:

Traffic

5-33 Traffic Control Measures

Describe the plans for traffic control measures the applicant proposes for the gaming establishment complex and the surrounding areas, the expected total vehicle traffic generated by the site, and plans for mitigating vehicle trips to and from the site both during construction and operation of the facilities. Further, describe efforts to encourage public transportation options to access the site, and pedestrian access and amenities of the site and surrounding area.

Please attach a detailed, written response to this question as attachment 5-33-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The Plainridge Park expansion is expected to generate approximately 4,800 additional vehicles/day (vpd) on top of the exiting trips for harness racing activities, resulting in a total site generation approximately 6,500 vpd. A comprehensive mitigation program is proposed, including traffic signals at the site driveway and the I-495 SB Off-Ramp to Route 1 SB, roadway reconstruction, and proposed signal timing adjustments at five intersections. The improvements at the Route 1/Plainridge Site Drive would require that the Route 1 median be reconstructed to allow left turns both into and out of the site. This measure removes vehicle traffic from the Jughandle and the Route 1/ Route 152 intersection, thereby improving capacity and safety, as well as operations for vehicles entering and exiting the site. Negotiations are underway with the Greater Attleboro Taunton Transit Authority (GATRA) to provide transit service to the facility site, with a bus route between Triboro Plaza in North Attleboro and Plainridge Park/Plainville Commons, via Route 152 determined to be a feasible option. In addition, several TDM measures will be implemented to decrease the use of single occupancy vehicles and Plainridge Park.. As the proposed parking garage construction serving this facility is nearing completion, the future traffic impacts from construction activities will be minimized.

List of Attachments:

5-33-01 <u>Traffic Control</u>	5-33-10 _____
5-33-02 <u>Prelim Design Plans</u>	5-33-11 _____
5-33-03 <u>Traffic Impact Study</u>	5-33-12 _____
5-33-04 _____	5-33-13 _____
5-33-05 _____	5-33-14 _____
5-33-06 _____	5-33-15 _____
5-33-07 _____	5-33-16 _____
5-33-08 _____	5-33-17 _____
5-33-09 _____	5-33-18 _____

Check this box if you have additional attachments:

Traffic

5-34 Traffic for Special Events

Describe the applicant’s plans for accommodating special events and the traffic those events may generate.

Please attach a detailed, written response to this question as attachment 5-34-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

The proposed gaming expansion does not include an entertainment venue to hold special events. Ancillary facilities to support the gaming expansion, such as a food court, sports bar and sit-down restaurant are proposed, but not expected to be a main draw to the facility. There are no plans proposed to hold special events, such as concerts or sporting events, within the expanded gaming facility. However, the proposed roadway infrastructure improvements will be designed to handle additional traffic that may be generated by small-scale special events that may occur on site. In addition, other efforts, such as police details, can be coordinated if necessary. The traffic management measures associated with the Patriot’s football season impacts the section of Route 1 north of the I-495 and does not extend south of I-495 to the Plainridge Park site. Discussions have been held with the Massachusetts State Police Foxboro Barracks who currently oversee the traffic management associated with the Gillette Stadium on Route 1 during game days and special events. The Foxboro Barracks do not foresee the need for additional police detail at the project area intersections south of the I-495 interchange on game day with the proposed gaming expansion.

List of Attachments:

5-34-01 <u>n/a</u>	5-34-11 _____
5-34-02 _____	5-34-12 _____
5-34-03 _____	5-34-13 _____
5-34-04 _____	5-34-14 _____
5-34-05 _____	5-34-15 _____
5-34-06 _____	5-34-16 _____
5-34-07 _____	5-34-17 _____
5-34-08 _____	5-34-18 _____
5-34-09 _____	5-34-19 _____
5-34-10 _____	5-34-20 _____

Check this box if you have additional attachments:

Traffic

5-35 Snow Removal

Describe the applicant's snow-removal plans.

Please attach a detailed, written response to this question as attachment 5-35-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino staff will be responsible for the removal of snow and laying of salt throughout the property and on all on-site roadways including the entrance road from Washington Street, our valet/porte cochere area and the ingress/egress and ramps of the parking garage. For the garage, we will likely use a specific blend of non calcium based salt for the 2nd level and above, which will not leech into the concrete and attach to the rebar causing premature corrosion as well as the sidewalks along the perimeter of our casino/racetrack site. While we expect that live harness racing will occur primarily in the spring, summer and fall when snow is unlikely, we have an experienced track maintenance crew that can handle any snow removal on the harness track and in track support areas. Lastly, we will also look into whether a "snow melter" may make sense in certain portions of the facility such as the Porte Cochere area.

List of Attachments:

5-35-01 <u>n/a</u>	5-35-11 _____
5-35-02 _____	5-35-12 _____
5-35-03 _____	5-35-13 _____
5-35-04 _____	5-35-14 _____
5-35-05 _____	5-35-15 _____
5-35-06 _____	5-35-16 _____
5-35-07 _____	5-35-17 _____
5-35-08 _____	5-35-18 _____
5-35-09 _____	5-35-19 _____
5-35-10 _____	5-35-20 _____

Check this box if you have additional attachments:

Other

5-36 Housing

Provide an assessment of the likely impact on the housing stock in the host and surrounding communities resulting from the new jobs the gaming establishment provides, and the steps the applicant plans to take to remedy any negative impacts.

Please attach a detailed, written response to this question as attachment 5-36-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

In addition to preserving more than 100 current racing related jobs, our casino will create approximately 400 incremental jobs. Given the size of the Plainridge community and the demographics of the Greater Boston area, we expect most of our employees to come from the local area and do not expect many of them to relocate into Plainridge. As such, we do not believe we will have any measurable impact on the town's housing stock.

List of Attachments:

5-36-01 <u>Housing</u>	5-36-11 _____
5-36-02 _____	5-36-12 _____
5-36-03 _____	5-36-13 _____
5-36-04 _____	5-36-14 _____
5-36-05 _____	5-36-15 _____
5-36-06 _____	5-36-16 _____
5-36-07 _____	5-36-17 _____
5-36-08 _____	5-36-18 _____
5-36-09 _____	5-36-19 _____
5-36-10 _____	5-36-20 _____

Check this box if you have additional attachments:

Other

5-37 School Population

Provide an assessment of the likely impact on school populations in the host and surrounding communities resulting from new jobs the gaming establishment provides, and the steps the applicant plans to take to remedy any negative impacts. Also, please describe the proximity and potential impact of the gaming establishment to local schools, religious institutions and facilities, and public fields and parks, including any plans designed to avoid interference with school buses, student drop-offs, local athletic events, and other education related activities, especially during peak student transportation hours.

Please attach a detailed, written response to this question as attachment 5-37-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

In addition to preserving more than 100 current racing related jobs, our casino will create approximately 400 incremental jobs. Given the size of the Plainville community and the demographics of the Greater Boston area, we expect most of our employees to come from the local area and do not expect many of them to relocate into Plainville. As such, we do not believe we will have any measurable impact on the town's schools.

In addition, a fiscal impact analysis report commissioned by the Town of Plainville from Ekay Economic Consultants (Attachment 5-37-01) determined that our facility would not lead to a significant increase over existing enrollment.

List of Attachments:

5-37-01 <u>Ekay Study</u>	5-37-09 _____
5-37-02 _____	5-37-10 _____
5-37-03 _____	5-37-11 _____
5-37-04 _____	5-37-12 _____
5-37-05 _____	5-37-13 _____
5-37-06 _____	5-37-14 _____
5-37-07 _____	5-37-15 _____
5-37-08 _____	5-37-16 _____

Check this box if you have additional attachments:

Other

5-38 Emergency Services Available

Provide an analysis of available police, fire and emergency medical services available to the gaming establishment complex, the adequacy of those resources, the steps the applicant plans to take to remedy any deficiencies, and the agreements the applicant has made with the service providers to ensure that the appropriate levels of protection are available.

Please attach a detailed, written response to this question as attachment 5-38-01 and provide a brief overview of your response in this box. The response provided in this box will be released to the public.

Plainridge Park Casino is committed to effectively partnering with the local police, fire protection, and emergency medical services. We have met directly with the respective chiefs, officers, and firefighters to discuss our project and will maintain active communications during construction and into operations of our facility. The Plainville Police Department and Fire Department practice successful strategies that are community-based, problem-oriented, and data driven. Plainridge Park Casino anticipates hiring additional police officers at its own expense during special events at the property and expects to provide a police presence inside the facility as necessary using hired state or local officers along with our own security forces. While we anticipate that our project will not warrant the need to hire additional officers, firefighters, or emergency personnel, we will continue to maintain productive relationships with each to ensure the community is safe and secure.

List of Attachments:

5-38-01 <u>Emergency Services</u>	5-38-11 _____
5-38-02 _____	5-38-12 _____
5-38-03 _____	5-38-13 _____
5-38-04 _____	5-38-14 _____
5-38-05 _____	5-38-15 _____
5-38-06 _____	5-38-16 _____
5-38-07 _____	5-38-17 _____
5-38-08 _____	5-38-18 _____
5-38-09 _____	5-38-19 _____
5-38-10 _____	5-38-20 _____

Check this box if you have additional attachments:

B. SIGNATURE FORMS

LICENSING FEES

An applicant must demonstrate that it is able to pay the licensing fee (\$85,000,000 for a Category 1 license and \$25,000,000 for a Category 2 license) in the event that it is awarded a license. The Commission will refer to the applicant’s RFA-1 application and responses to relevant questions in the RFA-2 application to make this determination. The applicant may attach additional documentation or provide further evidence as to its ability to pay. Further, the applicant must commit to paying the gaming licensing fee in the event that it is awarded a license. Pursuant to 205 CMR 118.06(5), the ‘award’ of a gaming license shall be deemed to have occurred immediately upon a majority vote by the commission to issue a license to an applicant. In accordance with 205 CMR 121.02, if the successful applicant fails to pay all required licensing fees within 30 days after the vote by the Commission to award the license, the Commission may take any remedial action it deems necessary up to and including revocation of the gaming license and re-awarding the license. **Please insert the applicant’s name and sign below:**

Springfield Gaming and Redevelopment, LLC *hereby commits to pay all required licensing fees within 30 days of the award of the license in accordance with 205 CMR 121.00 in the event that it is awarded a gaming license.*

Robert S. Ippolito

Name of Authorized Individual

Signature of authorized individual

VP/Secretary/Treasurer

10/2/13

Position with applicant

Date

CAPITAL INVESTMENT

In accordance with the design plans submitted in accordance with sections 4-4 and 4-5 of the RFA-2 application the applicant must agree to invest not less than \$500,000,000 into a Category 1 gaming establishment or \$125,000,000 into a Category 2 gaming establishment. Further, unless granted leave by the Commission, the applicant must agree to expend at least the amount identified as the capital investment in accordance with section 2-27 of the RFA-2 application.

Please insert the applicant’s name and sign below:

Springfield Gaming and Redevelopment, LLC *hereby commits, at a minimum, to make the capital investments identified in the RFA-2 application in the event that it is awarded a license unless granted leave by the Commission.*

Robert S. Ippolito

Name of Authorized Individual

Signature of authorized individual

VP/Secretary/Treasurer

10/2/13

Position with applicant

Date

AFFIRMATIVE ACTION PROGRAM OF EQUAL OPPORTUNITY

The applicant must agree to abide by an affirmative action program of equal opportunity, as referenced in question 3-7, whereby the applicant establishes specific goals for the utilization of minorities, women and veterans on construction jobs; provided, however, that such goals shall be equal to or greater than the goals contained in the executive office for administration and finance Administration Bulletin Number 14. **Please insert the applicant’s name and sign below:**

Springfield Gaming and Redevelopment, LLC *hereby commits to abide by the affirmative action program of equal opportunity submitted in response to question 3-7 of this Application (and subject to Commission approval).*

Robert S. Ippolito

Name of Authorized Individual

Signature of authorized individual

VP/Secretary/Treasurer

10/2/13

Position with applicant

Date

MARKETING TO MINORITY, WOMEN, AND VETERAN BUSINESSES

The applicant must agree to abide by a marketing program, as referenced in question 3-20, for utilization of: (i) minority business enterprises, women business enterprises and veteran business enterprises to participate as contractors in the design of the gaming establishment; (ii) minority business enterprises, women business enterprises and veteran business enterprises to participate as contractors in the construction of the gaming establishment; and (iii) minority business enterprises, women business enterprises and veteran business enterprises to participate as vendors in the provision of goods and services procured by the gaming establishment and any businesses operated as part of the gaming establishment.

Springfield Gaming and Redevelopment, LLC *hereby commits to abide by the marketing program submitted in response to question 3-20 of this Application.*

Robert S. Ippolito

Name of Authorized Individual

Signature of authorized individual

VP/Secretary/Treasurer

10/2/13

Position with applicant

Date

PUBLIC HEALTH MITIGATION

*In the event that it is awarded a gaming license, Springfield Gaming and Redevelopment, LLC hereby agrees, in accordance with G.L. c.23K, §9(a)(8), to mitigate the potential negative public health consequences associated with gambling and the operation of a gaming establishment, including: (i) maintaining a smoke-free environment within the gaming establishment under G.L. c.270, §22; (ii) providing complimentary on-site space for an independent substance abuse and mental health counseling service to be selected by the Commission; (iii) prominently displaying information on the signs of problem gambling and how to access assistance; (iv) describing a process for individuals to exclude their names and contact information from a gaming licensee’s database or any other list held by the gaming licensee for use in marketing or promotional communications; and (v) instituting other public health strategies as determined by the commission. **Please insert the applicant’s name and sign below.***

Robert S. Ippolito

Name of Authorized Individual

VP/Secretary/Treasurer

Position with applicant

Signature of authorized individual

10/2/13

Date

STATE LOTTERY SALES AGENT

The applicant is required to agree to be a licensed state lottery sales agent under G.L. c.10 to sell or operate lottery, multi-jurisdictional and keno games; demonstrate that the lottery and keno games shall be readily accessible to the guests of the gaming establishment and agree that, as a condition of its license to operate a gaming establishment, it will not create, promote, operate or sell games that are similar to or in direct competition, as determined by the commission, with games offered by the state lottery commission, including the lottery instant games or its lotto style games such as keno or its multi-jurisdictional games. **Please insert the applicant's name and sign below:**

In the event that it is awarded a license, Springfield Gaming and Redevelopment, LLC hereby agrees to be a licensed lottery sales agent under G.L. c.10, to sell or operate lottery, multi-jurisdictional and keno games, and that it will not create, promote, operate or sell games that are similar to or in direct competition, as determined by the Massachusetts Gaming Commission, with games offered by the Massachusetts State Lottery Commission, including the lottery instant games or its lotto style games such as keno or its multi-jurisdictional games.

Robert S. Ippolito

Name of Authorized Individual

VP/Secretary/Treasurer

Position with applicant

Signature of authorized individual

10/2/13

Date

COMMITMENT TO COMMUNITY MITIGATION

The applicant is required to commit to supporting its community mitigation plan under 205 CMR 119.01(6) and (11). **Please insert the applicant's name and sign below:**

If awarded a license, Springfield Gaming and Redevelopment, LLC hereby agrees to commit to the community mitigation plans it entered into as part of the host community agreement(s) and surrounding community agreements relative to the construction and operation of a gaming establishment.

Robert S. Ippolito

Name of Authorized Individual

VP/Secretary/Treasurer

Position with applicant

Signature of authorized individual

10/2/13

Date

VERIFICATION AND AUTHENTICATION

The applicant, Springfield Gaming and Redevelopment, LLC, hereby authorizes the Commission, the Executive Director of the Commission, the Investigations and Enforcement Bureau, and/or their respective designees to take all necessary and reasonable steps to verify and authenticate any information or materials submitted in conjunction with this application and agrees to fully cooperate in such an inquiry. Further, the applicant is aware that if any of the responses to any question in this application are determined to be false, or if they are misleading, the application may be denied. The applicant acknowledges its continuing duty to provide updated information and/or promptly notify the Commission of any changes to the information or materials, of which it becomes aware or should be aware, that were provided in response to any question in this application.

Robert S. Ippolito

Name of Authorized Individual

VP/Secretary/Treasurer

Position with applicant

Signature of authorized individual

10/2/13

Date

ATTESTATION

I, Robert S. Ippolito, on behalf of Springfield Gaming and Redevelopment, LLC hereby swear or affirm under the pains and penalties of perjury that the information contained in this RFA-2 Application form and all materials accompanying said form are true and accurate to the best of my knowledge and understanding; that I have reviewed the information contained in the RFA-2 Application form for accuracy; that I read and understand the questions and responses on the RFA-2 Application form; that any document accompanying this RFA-2 application that is not an original document is a true copy of the original document; that I have read and understood all applicable provisions of 205 CMR and G.L. c.23K; that the applicant agrees to all terms, conditions, and obligations made applicable to all applicants for a gaming license; that in the event that the applicant is awarded a gaming license it agrees to all obligations, terms, and conditions imposed upon a successful applicant; and that I am authorized to submit this application on behalf of the applicant.

Robert S. Ippolito

Name of Authorized Individual

VP/Secretary/Treasurer

Position with applicant

Signature of authorized individual

10/2/13

Date

WAIVER OF LIABILITY

Springfield Gaming and Redevelopment, LLC hereby holds the Commonwealth of Massachusetts and its instrumentalities and agents, including but not limited to the Massachusetts Gaming Commission and its agents, representatives and employees harmless, both individually and collectively, from any and all claims of liability for damages of whatever kind, resulting at any time from any disclosure or publication of information acquired during the application process or the use of any information provided in furtherance of this application.

Robert S. Ippolito

Name of Authorized Individual

VP/Secretary/Treasurer

Position with applicant

Signature of authorized individual

10/2/13

Date

C. PUBLIC RECORDS

The Public Records Law in Massachusetts provides that “[e]very person having custody of any public record, [] shall, at reasonable times and without unreasonable delay, permit it, or any segregable portion of a record which is an independent public record, to be inspected and examined by any person.” See [G.L. c.66, §10\(a\)](#). Further, the Gaming Act included specific language relative to gaming applications. The applicable law states that “[a]pplications for licenses shall be public records under section 10 of chapter 66; provided however, that trade secrets, competitively-sensitive or other proprietary information provided in the course of an application for a gaming license under this chapter, the disclosure of which would place the applicant at a competitive disadvantage, may be withheld from disclosure under chapter 66.” See [G.L. c.23K, §9\(b\)](#). Additionally, there are [20 statutory exemptions](#) from the [definition](#) of the term *public record*. Given the breadth of this application and the volume of attached materials, in an effort to provide clarity to the applicants and the public as to which materials the Commission anticipates withholding from public disclosure in response to any request for public records, this guidance is provided.

As articulated in the [Instructions section](#) of this application, the Commission intends to release the entire completed Application Form itself to the public in response to a request for public records. Some of the attachments, however, will be withheld from public release by the Commission on the grounds that they meet an exemption to the definition of the term *public record*. The most commonly asserted exemption as it applies to the public release of this RFA-2 application will be the statutory exemption: G.L. c.4, §7(26)(a). In this case, the so called statutory exemption relates to the aforementioned exemption included in G.L. c.23K, §9(b) for “trade secrets, competitively-sensitive or other proprietary information provided in the course of an application for a gaming license [], the disclosure of which would place the applicant at a competitive disadvantage” To that end, the Commission has determined that the attachments provided by an applicant in response to the questions articulated below will presumptively contain information triggering the statutory exemption and accordingly will be withheld if the applicant so elects by checking the corresponding ‘YES’ box on the chart below, and electronically labels the document ‘CONFIDENTIAL’ in accordance with the [Electronic Application Format](#) instructions. To the extent that the applicant does not believe that the exemption applies, or otherwise does not seek the assertion of the exemption, it may assent to the release of the materials by checking the corresponding ‘NO’ box on the chart below. This chart, along with these instructions, shall serve as the specimen form referenced in 205 CMR 103.09.

In accordance with 205 CMR 103.09, all information submitted by an applicant in the RFA-2 application, other than that identified in the chart below, shall be presumed to be available for public disclosure on request unless an applicant demonstrates or the Commission otherwise finds that a separable portion of the information is exempt from disclosure pursuant to 205 CMR 103.02(1) through (5). Applicants shall make such a demonstration in accordance with the provisions of 205 CMR 103.10 through 103.12.

Unless indicated otherwise, the Commission has determined that the attachments to each of the questions identified below presumptively contain trade secrets, competitively-sensitive or other proprietary information that will be provided in the course of an application for a gaming license, the disclosure of which would place the applicant at a competitive disadvantage. Please check 'YES' if the applicant agrees with that assessment as it pertains to the attachments or 'NO' if the applicant assents to the public release of the attachments accompanying the subject question. If the applicant assents to the release of some, but not all, of the attachments to a particular question, those documents which the applicant would like to release should be noted in the 'OTHER' column and should not be marked 'CONFIDENTIAL' in accordance with [Electronic Application Format](#) instructions. If the applicant is of the belief that a different exemption applies, that exemption should be cited in the 'OTHER' column. Any request for exempt status for any document not already identified in this chart may be included in the spaces provided at the end of the chart with all information required in accordance with 205 CMR 103.10 attached including a citation to the exemption the applicant believes to be applicable. If additional pages are required to specify why something should be confidential, please use attachment "C-01-01 Confidentiality Request".

QUESTION #	QUESTION TITLE	YES	NO	OTHER
A-14	Table of Organization	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
1-4	Competitive Environment	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
1-6	Collaborative Marketing	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-5	Audited Financial Statements	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
2-6	Unaudited Financials and SEC Filings (note- exemption applies to unaudited financials only)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
2-7	Financing Structure	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
2-8	Budget	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-9	Significant Economic Downturn	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-10	Timeline for Construction	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-11	Pro-forma Cash Flow	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

QUESTION #	QUESTION TITLE	YES	NO	OTHER
2-12	Credit Arrangements and Financial Commitments	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-17	Supplemental Documentation of Financial Suitability and Responsibility	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-18	Revenue Generation	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-19	Projected Gaming Revenue	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-20	Projected Non-Gaming Revenue	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-21	Projected Tax Revenue to the Commonwealth	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-22	Internal Controls	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-23	Maximizing In-State Revenue	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
2-24	Customer Cross-Marketing	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-25	History of Revenue	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-26	Market Analysis	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-27	Capital Investment	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-30	Construction Plan	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-31	Business Plan	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-33	Competition from Internet Gaming	<input type="checkbox"/>	<input type="checkbox"/>	
2-34	Marketing Plan	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-36	Marketing to Out of State Visitors and Use of Junkets	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2-37	Marketing to In-State Visitors	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

QUESTION #	QUESTION TITLE	YES	NO	OTHER
2-38	Secure a Robust Gaming Market	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3-8	Workforce Development	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3-12	Employee Retention Record	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3-25	Cross Marketing	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3-26	Collaboration with Tourism and Other Industries	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3-27	International Marketing Efforts	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3-29	Unique Business and Marketing Strategies	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-10	Gaming (only with regard to special high limit or VIP areas)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-59	Grid Failure (additional exemption- G.L. c.4, §7(26)(n))	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-60	Surveillance (additional exemption- G.L. c.4, §7(26)(n))	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-62	Emergency Response	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-64	Remote Regulatory Surveillance (additional exemption- G.L. c.4, §7(26)(n))	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-65	Excluding Minors (additional exemption- G.L. c.4, §7(26)(n))	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-66	Security of Premises (additional exemption- G.L. c.4, §7(26)(n))	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-67	History of Security (additional exemption- G.L. c.4, §7(26)(n))	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
4-68	Computerized Accounting and Auditing	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

C. Public Records

Applicant: Springfield Gaming and Redevelopment LLC

QUESTION #	QUESTION TITLE	YES	NO	OTHER
5-21	Exclusivity with Entertainers	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
5-29	Metrics for Problem Gambling	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
5-32	Historical Efforts Against Problem Gambling	<input type="checkbox"/>	<input type="checkbox"/>	
2-14	Disciplinary History	<input checked="" type="checkbox"/>	<input type="checkbox"/>	See Attached
3-02	Position/Wages	<input checked="" type="checkbox"/>	<input type="checkbox"/>	See Attached
3-05	Hiring of the Unemployed	<input checked="" type="checkbox"/>	<input type="checkbox"/>	See Attached
3-19	Vendor Purchases	<input checked="" type="checkbox"/>	<input type="checkbox"/>	See Attached
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	