PHASE I
REQUEST FOR QUALIFICATIONS/REQUEST FOR PROPOSALS

PROPOSED DESTINATION CASINO RESORT DEVELOPMENT

FOR

THE CITY OF SPRINGFIELD, MASSACHUSETTS

BID NO. 13-134

September 21, 2012

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Section 1. Introduction.

A. Overview

Through this Phase I Request for Qualifications/Request for Proposals ("**Phase I-RFQ/P**"), the City of Springfield, Massachusetts (the "**City**") seeks to pre-qualify enterprises desirous of participating in the City's Phase II-RFQ/P process, the purpose of which will be to select one or more enterprises with whom the City will negotiate and execute a host community agreement for the development, construction and operation of a destination casino resort project (the "**Project**"). Pursuant to "An Act Establishing Expanded Gaming in the Commonwealth," codified at Chapter 194 of the Acts of 2011 and any regulations promulgated thereunder (collectively, the "**Act**"), a host community agreement is a requirement for an applicant for a category 1 license in Western Massachusetts. (A summary of certain provisions of the Act is provided in Exhibit A hereof). Any enterprise that wishes to participate in the City's Phase II-RFQ/P selection process must participate in this Phase I-RFQ/P process and be determined by the City to be a qualified responder. There is no limit on the number of qualified Phase I-RFQ/P responders who will be permitted to participate in the City's Phase II-RFQ/P selection process. The City expects that the core goals of each qualified responder will be to propose a Project which will: (i) make a significant and lasting contribution to the City and the Commonwealth, increasing sustainable economic benefits from tourism and conventions; (ii) be a catalyst for additional economic development in the City; (iii) create good paying jobs and new employment opportunities for City residents; (iv) support utilization and participation of local and small business suppliers and vendors, including minority business enterprises, women business enterprises and veteran business enterprises; (v) support utilization of existing City entertainment venues; (vi) mitigate any adverse impacts of the Project on the City and surrounding communities; and (vii) provide additional revenues for the City. It is expected that the Project will be competitively unique, providing a standard of service and excellence that will be known throughout the Northeast region of the United States.

B. City Background

Settled in 1636, the City has several historic and distinct neighborhoods, which earned it the nickname of the "City of Homes". The City is also known as the "City of Firsts". The first gasoline powered automobile was built in Springfield by J. Frank and Charles E. Duryea in 1891. The City is the birthplace of basketball. The Basketball Hall of Fame borders I-91 and is adjacent to the Connecticut River, which separates Springfield and West Springfield.

The City has approximately 150,000 residents. The Springfield Metropolitan Statistical Area has approximately 698,000 residents. The City is the third largest city in Massachusetts with only Boston and Worcester being larger. It is located along the Connecticut River about 25 miles north of Hartford, Connecticut; 50 miles west of Worcester, Massachusetts; 80 miles east of Albany, NY; 85 miles northwest of Providence, RI; 90 miles west of Boston, Massachusetts; and 140 miles northeast of New York City. The City's 2012 median household income is just under $40,000.

The Hartford, CT – Springfield, MA region is known as the "Knowledge Corridor" because it hosts over 160,000 university students and over 32 universities and liberal arts

colleges – the second-highest concentration of higher-learning institutions in the United States. The City of Springfield itself is home to Springfield College, Western New England University, American International College, the University of Massachusetts Amherst's School of Urban Design, and Springfield Technical Community College, among other higher educational institutions.

Leading employers in the City include Baystate Health System and Baystate Medical Center (over 12,400 employees combined), Massachusetts Mutual Financial Group (5,000 employees), Mercy Medical Center (3,000 employees) and Weldon Rehabilitation Hospital (3,000 employees). Two major highways, I-91 and I-90, promote travel within the metropolitan region.

C. Description of Opportunity

The Commonwealth of Massachusetts engaged Spectrum Gaming Group, an independent research and professional firm, to analyze a legislative proposal to authorize three commercial destination casino resorts in the Commonwealth and to project its potential impacts. The following information is taken from that report (the "**Report**") published on August 1, 2008 and from the Act. The Report may be found at: www.mass.gov/hed/docs/eohed/ma-gaming-analysis-final.pdf.

The Act permits no more than three destination casino resorts to be licensed (each a "**category 1**" license under the Act), one in each of the three following regions:

- **Region A:** Suffolk, Middlesex, Essex, Norfolk and Worcester counties.
- **Region B:** Hampshire, Hampden, Franklin and Berkshire counties.
- **Region C:** Bristol, Plymouth, Nantucket, Dukes and Barnstable counties

The City is located in the heart of Region B. The City anticipates that there may be proposals submitted to develop destination casino resorts in cities located in Region B other than the City. Any casino developer entering into a host community agreement with the City will compete with any such proposals for a category 1 license in Western Massachusetts.

The Report, which was conducted prior to enactment of the Act, assumes a casino situated in one of the three following regions:

- **Region 1:** Suffolk, Middlesex and Essex counties.
- **Region 2:** Norfolk, Bristol, Plymouth, Nantucket, Dukes and Barnstable counties.
- **Region 3**: Worcester, Hampshire, Hampden, Franklin and Berkshire counties.

Although the regions established under the Act are slightly different than those referred to under the Report, the Report may provide some indication of expected casino revenues of a casino located in Western Massachusetts. Region 3 described in the Report is most closely aligned with Region B established in the Act. Based on the Report, it is estimated that gross

annual gaming revenue in Region 3 in stabilized year 3 for a casino with 3,000 slot machines and 180 table games will range from $336.5 million to $509.7 million, with the mid-case at $423.1 million, assuming a 2,000 room hotel is included in the development. The mid-case estimate is based on a population of 7.5 million adults, a gaming incidence of 0.28, 6.7 average annual trips per adult, a 20% capture rate and a $130.20 gaming value per visit.

D. Announced and Potential Project Sites

As part of the RFQ/P process, the City does not expect to impose any location restrictions on the Project so long as the Project is located wholly within the City. The City does, of course, expect that any proposed Project will take into account potential impacts on and compatibility with the area surrounding the Project. To date, based on media reports, the City is aware of the following:

- Ameristar Casinos of Las Vegas has announced that it has purchased a 41-acre site in the City located on Page Boulevard and Interstate 291 for a planned casino project.

- MGM Resorts International has announced plans to develop a casino in the City's South End generally bounded by E. Columbus Avenue, State Street, Main Street and Union Street.

- Penn National Gaming Inc. has announced that it is in talks with Peter Pan Bus Lines Chairman, Peter A. Picknelly, to develop a resort casino in the City's North End. It has been reported that two companies associated with Mr. Picknelly recently presented an option to buy The Republican's Main St. building and property as well as vacant property on the Connecticut River.

- It has also been reported that Hard Rock International has viewed potential casino sites in the City.

E. Selection Criteria

<u>Phase I-RFQ/P</u>

The purpose of the Phase I-RFQ/P is to pre-qualify enterprises desirous of participating in the City's Phase II-RFQ/P selection process. Each proposal submitted in response to the Phase I-RFQ/P will be evaluated by the City and its consultants based upon the quality of the proposer's response to the following criteria (such criteria are not necessarily listed in order of importance) with respect to the Project the proposer offers to develop:

- Background, reputation and expertise of the proposer in designing, developing and operating casino complexes and resorts similar to the Project proposed to be located in the City;

- Financial strength of the proposer and the proposer's ability to provide or obtain financing commitments sufficient to construct the Project in the City; and

- Initial concept of the proposer's Project.

In addition, the City may consider any and all relevant information about the proposer known to the City.

Phase II-RFQ/P

The purpose of the Phase II-RFQ/P process will be to select from qualified responders to the Phase I-RFQ/P selection process one or more enterprises with whom the City will negotiate, and if such negotiations are successful, execute a host community agreement for the Project. Participants in the Phase II-RFQ/P will be required to become an "applicant" with the Massachusetts Gaming Commission (the "**Commission**") by, prior to submitting their response to the Phase II-RFQ/P, paying the Commission's $400,000 application fee (if not previously paid) and submitting to the Commission its completed application in response to the Commission's Request for Applications Phase 1 (the "**RFA-1**"). The RFA-1 is the first phase of the Commission's announced two-phase bidding process.

As of the date of this Phase I-RFQ/P, the Commission has not yet released the RFA-1. Based on the Commission's "*Advisory to Massachusetts communities that may qualify as 'host' or 'surrounding' communities under Massachusetts General Law Chapter 23 in a proposal for a gaming license*" dated July 17, 2012 and other public statements of the Commission, the Commission expects to release the RFA-1 between mid-October 2012 and mid-November 2012. The purpose of the RFA-1 is to "prequalify" bidders and their financial, corporate and personal integrity. Based upon the Commission's proposed regulations (the "**Proposed Regulations**"), released on August 17, 2012, which regulations provide the content, process, fees, procedures and standards for the initial Phase 1 qualification stage of the gaming licensing process, the RFA-1 will require submission of (1) a Business Entity Disclosure Form (the "**BED**"), (2) a Multi-Jurisdictional Personal History Form (the "**Multi-Jurisdiction Form**"), and (3) a Massachusetts Supplemental Form (the "**Supplement**"). While the Commission has not yet finalized the Proposed Regulations including the BED or the Supplement, a copy of the proposed "form of" BED and Supplement is available on the Commission's website at: http://www.mass.gov/gaming/docs/meeting-docs/hearing-docs/rfa-phase-1-business-entity-disclosure-form-w-confidentiality-marked-9-7-2012.pdf (for the BED) and http://www.mass.gov/gaming/docs/meeting-docs/hearing-docs/rfa-phase-1-business-entity-disclosure-form-w-confidentiality-marked-9-7-2012.pdf (for the Supplement). The Multi-Jurisdiction Form, however, is a standard form that is accepted by many gaming commissions across the United States. As such, the Multi-Jurisdiction Form is currently available and is published on the Commission's website at: http://www.mass.gov/gaming/docs/meeting-docs/hearing-docs/rfa-phase-1-multijurisdictional-form-w-confidentiality-marked-9-7-2012.pdf. Proposers are encouraged to review the BED, the Multi-Jurisdiction Form and the Supplement and to begin gathering information necessary to complete such forms so that such forms may be submitted to the Commission on a timely basis should the proposer choose to participate in the Phase II-RFQ/P after becoming pre-qualified under the City's Phase I-RFQ/P.

Each proposal submitted in response to the Phase II-RFQ/P is expected to be evaluated based on the quality of the response to criteria to be established in the Phase II-RFQ/P. It currently is anticipated that such criteria will include, among others, the following:

- Background, reputation and expertise of the proposer in designing, developing and operating casino complexes and resorts similar to the Project proposed to be located in the City;

- Financial strength of the proposer and the proposer's ability to provide or obtain financing commitments sufficient to construct the Project;

- Fiscal and other benefits to be provided by the proposer to the City including, the types of, and the duration of, such benefits;

- Ability of the proposer to meet or exceed the criteria and objectives for obtaining a category 1 license under the Act;

- Proposer's willingness to offer inducements, incentives or other benefits to the Commonwealth in excess of those required by the Act;

- Refined concept and design of, and construction budget for, the Project;

- Estimates of revenues, expenses and income from the operation of the Project;

- Economic development expected from the proposer's Project including, without limitation, direct and indirect benefits to the City in the areas of employment, use of union labor, tourism and other areas;

- Proposer's plans for mitigating adverse impacts of the Project on the City, its citizenry and on the City's infrastructure and services including, without limitation, plans for mitigating traffic, increased demands on the City's water, sewer and electric systems and increased demands on the City's police, fire, emergency and services;

- Proposer's plans for promoting the City, local entertainment venues and other attractions in the City;

- Proposer's plan for marketing the Project within and outside the region;

- Accessibility of the proposer's Project to highways and major thoroughfares;

- Compatibility of the proposer's Project with adjacent and neighboring businesses;

- Proposer's plans for mitigating social issues associated with gaming such as compulsive gaming behavior; and

- Job training and apprenticeship programs to be provided by the proposer.

- Opportunities for local minority, women and veteran-owned businesses.

In addition, the City may consider any and all relevant information about the proposer known to the City and any other criteria that may be set forth in the Phase II-RFQ/P.

F. Timetable

Unless otherwise specified, the time of day for the following events shall be between 9:00 a.m. and 4:30 p.m. Eastern Standard Time. All other times specified in this Phase I-RFQ/P are Eastern Standard Time.

The City may adjust this schedule as it deems necessary. Notification of any adjustment to the timetable will be posted on the City's Webpage (see Section 4.B. below).

September 2012

S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	**21**	22
23	24	25	26	27	**28**	29
30						

October 2012

S	M	T	W	T	F	S
	1	2	**3**	4	5	6
7	8	9	10	**11**	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	**31**			

November 2012

S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	**14**	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

December 2012

S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	**14**	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

January 2013

S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	**25**	26
27	28	29	30	31		

February 2013

S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28		

March 2013

S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

April 2013

S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	**26**	27
28	29	30				

May 2013

S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

June 2013

S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	28	29	30		

Action	Proposed Date
1. Phase I-RFQ/P issued	September 21, 2012
2. Last date for interested proposers to submit written questions concerning the Phase I-RFQ/P	September 28, 2012
3. City posts on its Webpage (see Section 4.B. hereof) written responses to questions	October 3, 2012
4. Phase I-RFQ/P Responses due by 5:00 p.m.	October 11, 2012
5. City reviews responses and selects qualified responders	by October 31, 2012
6. City issues Phase II-RFQ/P to qualified responders	November 1, 2012

Action	Proposed Date
7. City holds information meeting for participants in Phase II-RFQ/P	November 14, 2012
8. Participants in Phase II-RFQ/P make public presentation(s) of their proposals	TBD
9. Responses to Phase II-RFQ/P due by 5:00 p.m.	December 14, 2012
10. City announces proposer(s) qualifying for right to negotiate host community agreement	January 25, 2013
11. City commences negotiations of host community agreement(s)	January 26, 2013 to April 26, 2013
12. City enters into a host community agreement(s) with proposer(s)	by April 26, 2013
13. Vote on ballot question	June 2013

Section 2. Response Requirements.

A. Specific Submittal Requirements

Each response to the Phase I-RFQ/P must address, in detail, each of the items listed below. To the extent the proposer is a newly formed or to-be-formed entity, the responses should relate to the main operating entity and/or its significant business units:

1. The name of the proposer, the contact person and the contact person's business address, telephone and facsimile numbers and e-mail address.

2. A brief description of proposer, its organizational structure and its business including names and biographies of its officers, directors, and key personnel, or persons serving in similar capacities.

3. A description of proposer's experience during the last ten (10) years in designing, developing and/or operating destination casino resort projects. For each such project, include the name and location, the total dollar investment, number of gaming devices, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or others, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years, number of full-time employees, and approximate size of the site on which the project is located.

4. A brief description of any destination casino resort or other casino projects which proposer has publicly announced that proposer is in the process of pursuing, acquiring, developing or proposing to pursue, acquire or develop. Include the same information being requested in item 3, above, to the extent applicable, for each project.

5. An indication as to whether proposer or its representatives have visited the City at any time during the last six (6) months for the purpose of

determining whether the City would be a suitable location for the development of the Project.

6. An indication of the minimum amount of land proposer reasonably believes it will require for the Project.

7. An indication of the amount of land the proposer currently has under control (whether by contract, option or other means) in the City for the Project and/or proposer reasonably will be able to have under control within the next ninety (90) days. If proposer reasonably believes it will require the assistance of the City or one of its instrumentalities in order to obtain title to such land, please so indicate. Unless proposer would prefer to keep confidential its site description due to continuing negotiations with land owners or similar reasons, indicate with specificity the location of the proposer's site.

8. A summary of the projected total costs of the Project showing estimated land acquisition costs, hard costs (e.g., construction, site improvements, infrastructure, furnishings, etc.), construction soft costs (e.g., architectural, consulting fees, etc.), financial and other expenses.

9. A description of proposer's currently available sources of financing for all or a portion of the total costs of the Project, the dollar amount of any such currently available financing and the extent to which proposer reasonably believes such currently available financing will be committed to projects other than the Project over the next twenty-four (24) months.

10. An organizational chart of the proposer including any subsidiaries showing all officers, directors (or equivalent position) and owners. For privately held companies, include the names of all ultimate individual owners, a description of their business background and a description of their role in the enterprise. For publicly traded companies, include the names of all owners owning 5% or more of the publicly traded company. If proposer currently has or expects to have "local" partners who will have an ownership in the entity developing the Project, that same information must be provided for each local partner.

11. If the entity developing the Project or its affiliate will not be managing the Project, provide the name of the management company and key personnel and a description of their experience in managing destination resort casinos. Such description must include the name and location of all projects managed, the number of gaming devices, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or others, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years and number of full-time employees.

12. With respect to: (i) the entity proposing to develop the Project; (ii) the management company who will be managing the Project (if not an affiliate of the developer); and (iii) their respective affiliates, list the jurisdictions where each are currently or have been licensed by a gaming commission or authority. For each such jurisdiction please indicate whether any license is or has ever been suspended, revoked or terminated.

13. A description of proposer's (or its affiliate's) experience in negotiating host community or similar agreements and the types and amounts of impact fees, sharing arrangements and other contributions made to each such host community.

14. A brief description of proposer's concept of the Project including major components, types of amenities and possible theming, including site plans and renderings (if available) to the extent already made public.

15. A statement as to whether proposer owns or controls any land located outside of the City, but within Region B (as described under the Act).

B. General Submission Instructions

Complete responses must be submitted by the date listed in the Timetable, Section 1.F., no later than 5:00 p.m., Eastern Standard Time. Responses may not be e-mailed or faxed to the City. Responses must be submitted by mail, courier or hand-delivered to:

City of Springfield Office of Procurement
Attn: Ms. Lauren Stabilo
36 Court Street, Room 307
Springfield, MA 01103

The proposer must submit:

- ten (10) hard copies of its complete response assembled in three-ring binders of a type which may be opened and individual pages may be removed. Each separate page must clearly set forth the proposer's name and date of submission in case the pages are separated from the binders;

- one (1) electronic copy of its complete response on a CD-ROM or flash drive;

- a fully executed consent and release in the form attached hereto as Exhibit B; and

- a cashier's check made payable to the "Springfield Redevelopment Authority" (the "**SRA**") in the amount of Fifty Thousand and no/100 dollars ($50,000). In lieu of a cashier's check, funds may be wired by following the instructions on Exhibit C. This submittal fee is non-refundable. All submittal fees will be used by the SRA to pay the cost of consultants who will be advising the City and the SRA in the RFQ/P process and to defray certain other costs incurred by the City and the SRA in connection with this process. Neither the SRA nor the City shall

have any obligation to account to the proposers as to the expenditure of these funds. Any unexpended funds will be transferred to the City.

In addition, by the same date and time listed above, each proposer must submit three (3) additional hard copies of its response assembled three ring binders as indicated above and one (1) additional electronic copy of its complete response to:

Shefsky & Froelich Ltd.
111 East Wacker Drive, #2800
Chicago, Illinois 60601
Attn: Cezar M. Froelich, Esq.

All proposers shall familiarize themselves with the Massachusetts Public Records Law, M.G.L. c. 66, § 10 and M.G.L. c. 4, § 7 subsection 26. If any proposer desires to designate any portion of its response "confidential" the proposer shall follow the instructions set forth in Section 4.G. hereof.

Section 3. Evaluation Process.

A. Response Review and Evaluation

1. Compliance with Submission Instructions

All Phase I-RFQ/P responses will be reviewed by the City to determine compliance with the response submission instructions described in Section 2 hereof. Those responses that comply with the response submission instructions will then be evaluated by the City and its consultants. The City has retained the law firm of Shefsky & Froelich Ltd. as its legal consultant in connection with the RFQ/P process. Shefsky & Froelich Ltd. may retain other consultants who also will assist it and the City in this RFQ/P process.

2. Evaluation of Responses

The Phase I-RFQ/P responses will be evaluated based on the criteria described in Section 1.E. hereof.

3. Non-Qualifying Responses

The City reserves the right to reject a response at any time during the evaluation process if the response:

- Fails to demonstrate to the City's satisfaction that it meets all Phase I-RFQ/P requirements; or
- Fails to submit all required information or otherwise satisfy all response requirements in Section 2.

4. **Clarifications**

The City reserves the right to contact a proposer after the submission of a response for the purpose of clarifying a response to ensure mutual understanding. This contact may include written questions, interviews, site visits, or requests for corrective pages in the response. Responses must be submitted to the City within the time specified in the request. Failure to comply with requests for additional information may result in rejection of the response as noncompliant.

Section 4. Additional Terms and Conditions.

A. Issuing Office

This Phase I-RFQ/P is issued by:

Chief Procurement Officer
City of Springfield Office of Procurement
36 Court Street, Room 307
Springfield, MA 01103

The City anticipates disseminating this Phase I-RFQ/P to certain casino companies recommended by the City's consultants. At the same time, this Phase I-RFQ/P will be posted on the City's Webpage described below.

B. Dedicated City Webpage

The City has established a webpage located at www.springfield-ma.gov/casino (the "**Webpage**"). The Webpage is dedicated to informing the City's residents, enterprises participating in the RFQ/P process and other interested parties as to matters concerning the Project, the process for selecting one or more enterprises with whom the City will negotiate a host community agreement for developing, constructing and operating the Project, and for other matters concerning the Project.

The City will post all information concerning the RFQ/P process on the Webpage including, without limitation, any addenda, the City's written responses to any proposer questions, or other documents or information relevant to the RFQ/P process. It is each proposer's responsibility to check the Webpage for any such addenda or other documents and information.

C. Prohibited Communications

Proposers may contact: Cezar M. Froelich at 312-836-4002, Michael J. Schaller at 312-836-4005 or Kimberly M. Copp at 312-836-4068, attorneys with Shefsky & Froelich Ltd. if they have any questions regarding this Phase I-RFQ/P. Proposers are prohibited from communicating directly with any City employee regarding this Phase I-RFQ/P and no City employee or representative is authorized to provide any information or respond to any question or inquiry concerning this Phase I-RFQ/P other than as indicated in the previous sentence. The City's

attorneys may decline to respond to individual questions and may require that Proposers submit written questions as indicated below.

D. Phase I-RFQ/P Questions

Proposers may submit written questions concerning this Phase I-RFQ/P until no later than the date and time specified for doing so in Section 1.F., above. Written inquiries must be sent by e-mail to cfroelich@shefskylaw.com with a copy to mschaller@shefskylaw.com and kcopp@shefskylaw.com. All e-mail inquiries shall state the following in the subject line: City of Springfield, Phase I-RFQ/P Question(s).

The City and its consultants will review written questions inquiries received on or before the deadline for receipt of such questions (see Section 1.F. above) and, at its discretion, prepare written responses to questions which the City determines to be of general interest and that help to clarify the Phase I-RFQ/P. Written responses will be posted on the Webpage. Only written responses will be binding on the City.

E. Amendment or Withdrawal of Phase I-RFQ/P

The City reserves the right to amend or clarify the Phase I-RFQ/P at any time prior to the deadline for submission of responses and to terminate this procurement in whole or in part at any time before or after submission of responses if it is in the City's best interests to do so. Amendments and/or clarifications will be posted on the Webpage.

F. Costs

The City will not be responsible for any costs or expenses incurred by proposers preparing responses to this Phase I-RFQ/P.

G. Public Records

All responses and related documents submitted in response to this Phase I-RFQ/P may be considered public records and as such be subject to the Massachusetts Public Records Law, M.G.L. c. 66, § 10 and M.G.L. c. 4, § 7 subsection 26. Any statements in submitted responses that are inconsistent with these statutes will be disregarded.

Proposers are encouraged to familiarize themselves with the Massachusetts Public Records Law before submitting a response. Any request for confidential treatment of information must be included in the response. The proposer must enumerate the specific grounds in the Public Records Law which support treatment of the material as exempt from disclosure and explain why disclosure is not in the best interest of the public. The request for confidential treatment of information must also include the name, address, and telephone number of the person authorized by the proposer to respond to any inquiries by the City concerning the confidential status of the materials.

Any response submitted which contains confidential information must be conspicuously marked on the outside as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as containing confidential

information. Identification of the entire proposal as confidential may be deemed non-responsive and may disqualify the proposer. If the proposer designates any portion of the Phase I-RFQ/P as confidential, the proposer must submit one copy of the proposal from which the confidential information has been excised. This excised copy is in addition to the number of copies requested in Section 2.B. - Response Requirements – General Submission Instructions above. The confidential material must be excised in such a way as to allow the public to determine the general nature of the material removed and to retain as much of the proposal as possible.

Proposers should note that M.G.L. c.4, § 7 subsection 26 paragraph (a) provides an exemption for materials or data that are "specifically or by necessary implication exempted from disclosure by statute." Section 9(b) of the Act provides a statutory exemption for certain information to be filed with an application for a gaming license. Proposers should review Section 9(b) of the Act and determine whether such provision provides an exemption from disclosure "by necessary implication."

All determinations concerning whether responses and/or related documents submitted in response to this Phase I-RFQ/P are subject to disclosure under the Massachusetts Public Records Law will be made by the City in its sole discretion.

H. Reservations

The City reserves the right to reject all responses and to waive any defects. The City may seek clarification of the response from a proposer at any time, and failure to respond may be cause for rejection. Clarification is not an opportunity to change the response. The City may, in its discretion, extend any deadline imposed by this Phase I-RFQ/P. Submission of a proposal confers no rights other than a right to be considered to be selected to participate in the Phase II-RFQ/P. This process is for the City's benefit only and is to provide the City with competitive information to assist it in its selection process. All decisions on compliance, evaluation, terms and conditions shall be made solely at the City's discretion and made to favor the City.

I. Variances

The City reserves the right to waive or permit cure of variances in the proposal if it is in the City's best interest to do so.

J. Verification of Responses

Responses are subject to verification. Misleading or inaccurate responses may result in disqualification.

K. Information from other Sources

The City reserves the right to obtain and consider information from other sources concerning a proposer, such as, among other sources, the proposer's capability and performance under host community agreements with other jurisdictions.

L. Criminal History and Background Investigation

The City reserves the right, through local, state and federal agencies and/or through its consultants, to conduct criminal history and other background investigation of any proposer, its officers, directors, owners, shareholders or partners and managerial and supervisory personnel retained by the proposer.

M. Applicable Law

This Phase I-RFQ/P and the host community agreement are to be governed by the laws of the Commonwealth of Massachusetts. Changes in applicable laws and rules may affect the selection process or the host community agreement. Proposers are responsible for ascertaining pertinent legal requirements and restrictions.

N. No Guaranty

This Phase I-RFQ/P does not constitute an offer of any nature or kind whatsoever to any proposer or its agents. The selection of a proposer whether in the Phase I-RFQ/P or the Phase II-RFQ/P does not constitute a binding agreement and the selection of a proposer does not mean that its responses are totally acceptable to the City in every respect or in the form submitted. After completion of the Phase II-RFQ/P selection, the City has the right to negotiate with the successful proposer and, as part of that process, to negotiate changes, amendments or modifications to any of the successful proposer's responses without offering any other proposer the right to amend their response.

O. Duty to Disclose Changes in Information included in a Response

Each proposer is under a continuing duty to disclose promptly any changes in information provided in its response or any related materials submitted in connection therewith.

P. Proposers Agree to all Terms and Conditions of this Phase I-RFQ/P

By submitting a response to the Phase I-RFQ/P, a proposer is deemed to agree to abide by all of the terms, conditions, policies and rules of this Phase I-RFQ/P. In addition, the proposer must execute and deliver the consent and release in the form attached hereto as Exhibit B by which it is consenting to the use of certain information of the proposer and its affiliates and releasing the City and others from certain claims.

EXHIBIT A

SUMMARY OF THE ACT

In December 2011, An Act Establishing Gaming in the Commonwealth (Chapter 194 of the Acts of 2011) was signed into law by Governor Deval Patrick. Below is a general summary of certain key provisions of the Act. This summary is qualified in its entirety by reference to the Act. A copy of the Act may be found at: http://www.malegislature.gov/Laws/SessionLaws/Acts/2011/Chapter194. This summary is provided for reference purposes only and the City assumes no liability for misstatements or omissions with respect to information provided in this summary.

Licenses Authorized under the Act

The Act authorizes the Massachusetts Gaming Commission (the "**Commission**") to issue up to three "category 1" casino licenses and one "category 2" license. A category 1 license is a license issued by the Commission that permits the licensee to operate a gaming establishment with table games and slot machines. Of the three category 1 licenses, one license may be awarded to each of the following regions:

- **Region A:** Suffolk, Middlesex, Essex, Norfolk and Worcester counties.
- **Region B:** Hampshire, Hampden, Franklin and Berkshire counties.
- **Region C:** Bristol, Plymouth, Nantucket, Dukes and Barnstable counties.

A category 1 license issued by the Commission is valid for an initial period of 15 years, subject to renewal pursuant to procedures for renewal to be established by the Commission. The City is located within the heart of Region B. Pursuant to the RFQ/P process, the City intends to select one or more casino developers with whom the City will negotiate and execute a host community agreement for the development, construction and operation of a destination casino resort to be located within the City. The host community agreement will require the selected casino developer(s) to apply to the Commission for a category 1 license.

A category 2 license is a license issued by the Commission that permits the licensee to operate a gaming establishment with no table games and not more than 1,250 slot machines. The category 2 license may be issued anywhere within the Commonwealth. A category 2 license issued by the Commission is valid for an initial period of 5 years subject to renewal pursuant to procedures for renewal to be established by the Commission.

The category 1 licenses for casino resorts to be located within in the areas of Region A and B, and the category 2 license, are to be competitively bid by the Commission. With respect to the category 1 license for Region C, the Act provides for a tribal gaming opportunity before any category 1 license will be bid within Region C. The Act grants a tribe until July 31, 2012 to complete a tribal compact with the Commonwealth. A tribal gaming compact was entered into between the Commonwealth and the Mashpee Wampanoag Tribe providing for a tribal casino to be located within Taunton, Massachusetts, which compact was signed by the Governor on July 30, 2012. However, if at any time after August 1, 2012 the Commission determines that the

Tribe will not have land taken into trust by the United States Department of the Interior for purposes of developing its tribal casino, the Commission shall consider bids for a category 1 license in Region C.

Commission's Competitive Bidding Procedures and the City's RFQ/P

The Commission has not yet released its competitive bidding application for the category 1 licenses in Regions A and B. The Commission has announced, however, that it will engage in a two-stage bidding process. On August 17, 2012, the Commission released proposed regulations providing the content, process, fees, procedures and standards for the initial Phase 1 qualification stage of the gaming licensing process. Copies of the Phase 1 regulations are available at the Commission's website: www.mass.gov/gaming.

Based on the Commission's "*Advisory to Massachusetts communities that may qualify as 'host' or 'surrounding' communities under Massachusetts General Law Chapter 23 in a proposal for a gaming license*" dated July 17, 2012 (the "**Advisory**") and other public statements of the Commission, the Commission expects to release its Requests for Applications Phase 1 (the "**RFA-1**") between mid-October 2012 and mid-November 2012. The purpose of the RFA-1 is to "prequalify" bidders and their financial, corporate and personal integrity. Further, based on the Advisory, the Commission expects to release its Requests for Applications Phase 2 (the "**RFA-2**") (which RFA-2 would be available only to applicants who adequately qualified under RFA-1) between April 2013 and November 2013.

Based on this tentative Commission timeline, the City intends to select one or more qualified casino developers through its RFQ/P process, negotiate and enter into a host community agreement with such developer(s) and hold a city-wide election to approve such casino developer(s) in June 2013 so that the casino developer(s) selected through the City's RFQ/P process would be able to promptly submit its (their) application(s) in response to the Commission's RFA-2. See "Timetable" at Section 1.F. of the City's RFQ/P. A copy of the Advisory and other information concerning the Commission and its process and timetable is available on the Commission's website. As noted in the Advisory, the Commission's proposed timeline is tentative and, therefore, is subject to change in the discretion of the Commission.

Licensing Requirements

Pursuant to Section 15 of the Act, no applicant is eligible to receive a gaming license unless the applicant meets the following criteria:

- provides to the Commission a signed agreement between the host community and the applicant setting forth the conditions to have a gaming establishment located within the host community; which agreement must include a community impact fee for the host community and all stipulations of responsibilities between the host community and the applicant, including stipulations of known impacts from the development and operation of a gaming establishment;

- has received a certified and binding vote on a ballot question at an election in the host community in favor of the licensee (which vote may be requested by the applicant after it has entered into a host community agreement);

- agrees to be a licensed state lottery sales agent;

- makes the required minimum capital investment (see "**Minimum Capital Investment**" below);

- owns or acquires, within sixty (60) days after a license has been awarded, the land where the gaming establishment is proposed to be constructed;

- meets the licensee deposit requirement;

- demonstrates that it is able to pay and commits to paying the gaming licensing fee;

- demonstrates 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;

- identifies the infrastructure costs of the host and surrounding communities incurred in direct relation to the construction and operation of a gaming establishment and commits to a community mitigation plan for those communities;

- provides to the Commission signed agreements between the surrounding communities and the applicant (if applicable) setting forth the conditions to have a gaming establishment located in proximity to the surrounding communities and documentation of public outreach to those surrounding communities; provided, however, that the agreement must include a community impact fee for each surrounding community and all stipulations of responsibilities between each surrounding community and the applicant, including stipulations of known impacts from the development and operation of a gaming establishment;

- provides to the Commission signed agreements between the impacted live entertainment venues and the applicant setting forth the conditions to have a gaming establishment located in proximity to the impacted live entertainment venues;

- pays to the Commission a nonrefundable application fee of $400,000 to defray the costs associated with the processing of the application and investigation of the applicant and if the costs of the investigation exceed the initial application fee, pays the additional amount to the Commission;

- complies with Commonwealth and local building codes and local ordinances;

- provides a community impact fee to the host community;

- formulates for Commission approval and abides by a marketing 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; and

- formulates for Commission approval and abides by an affirmative action program of equal opportunity whereby the applicant establishes specific goals for the utilization of minorities, women and veterans on construction jobs; such goals must be equal to or greater than the goals contained in the executive office for administration and finance Administration Bulletin Number 14. Additionally, the licensee must send to each labor union or representative of workers with which the applicant has a collective bargaining agreement or other contract or understanding, a notice advising the labor union or workers' representative of the applicant's commitments.

Commission's Evaluation Process

In determining whether an applicant of a gaming license will receive a gaming license, the Commission will evaluate and issue a statement of findings of how each applicant proposes to advance the following objectives:

- protecting the lottery from adverse impacts due to expanded gaming in the Commonwealth;

- promoting local businesses in host and surrounding communities;

- realizing the maximum capital investment exclusive of land acquisition and infrastructure improvements;

- implementing a workforce development plan that utilizes the existing labor force;

- building a gaming establishment of high caliber with a variety of quality amenities to be included as part of the gaming establishment and operated in partnership with local hotels and dining, retail and entertainment facilities so that patrons experience the diversified regional tourism industry;

- taking additional measures to address problem gambling;

- providing a market analysis detailing the benefits of the site location of the gaming establishment and the estimated recapture rate of gaming-related spending by residents traveling to out-of-state gaming establishments;

- utilizing sustainable development principles;

- establishing, funding and maintaining 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;

- contracting with local business owners for the 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;

- maximizing revenues received by the Commonwealth;

- providing a high number of quality jobs in the gaming establishment;

- offering the highest and best value to create a secure and robust gaming market in the region and the Commonwealth;

- mitigating potential impacts on host and surrounding communities which might result from the development or operation of the gaming establishment;

- purchasing, whenever possible, domestically manufactured slot machines for installation in the gaming establishment;

- implementing a marketing program that identifies specific goals, expressed as an overall program goal applicable to the total dollar amount of contracts, for the 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;

- implementing a workforce development plan that: (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; (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; and (v) identifies the methods for accessing employment at the gaming establishment;

- whether the applicant has a contract with organized labor, including hospitality services, and 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 as required by the Commission, which shall include, but need not be limited to, 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; and

- gaining public support in the host and surrounding communities which may be demonstrated through public comment received by the Commission or gaming applicant.

Minimum Capital Investment

For a category 1 license, the minimum capital investment is $500 million and the development must include a hotel, gaming area and amenities. If such amenities include a live entertainment venue, such venue must have less than 1,000 or more than 3,500 seats. For a category 2 license, the minimum capital investment is $125 million and the development must include a gaming area and other amenities. Whether the cost of infrastructure and land purchase is included in calculating whether the minimum capital investment has been satisfied is to be determined by the Commission. Additionally, once the casino is operational, licensees must make or cause to be made capital expenditures to its gaming establishment in a minimum aggregate amount equal to or greater than 3.5% of the establishment's net gaming revenues; provided, that a gaming licensee may make capital expenditures in an amount less than 3.5% per year as part of a multi-year capital expenditure plan approved by the Commission

Gaming Taxes

The gaming tax imposed on category 1 licensees is 25% of the licensee's gross gaming revenues. The gaming tax imposed on the category 2 licensee is 40% of the licensee's gross

gaming revenues plus an additional 9% of such licensee's gross gaming revenue is to be paid to the Race Horse Development Fund.

Licensing Fees

For each category 1 license, the Commission will establish a licensing fee for each region of not less than $85 million. For the category 2 license, the Commission will establish a licensing fee of not less than $25 million. Additionally, there is an annual license fee of $600 per slot machine approved by the Commission for operation at each gaming establishment (such fee to be adjusted annually for inflation). The non-refundable application fee is $400,000 per applicant. In addition to the above fees, the Commission will assess an annual fee of at least $5 million to be applied proportionally based on the number of gaming positions at each establishment. This fee is dedicated to the costs of servicing problems related to compulsive gaming.

Hours of Operation; Service of Alcoholic Beverages

Gaming licensees may operate their establishments 24 hours a day. Alcoholic beverages, however, may not be served between 2 a.m. and 8 a.m.

Age Restrictions

No person under the age of 21 years may be permitted to wager or be in the gaming area.

EXHIBIT B

CONSENT AND RELEASE*

RECITALS

A. The City of Springfield, Massachusetts (the "City") is soliciting proposals and information regarding qualifications from enterprises (each, a "Proposer") desirous of entering into a host community agreement with the City in connection with the development, construction and operation of a destination casino resort project (a "Host Community Agreement") as set forth in a certain Phase I-RFQ/P dated September 21, 2012 issued by the City, together with all alterations, supplements or amendments thereto (collectively, the "RFQ/P").

B. To evaluate the personal, business and financial qualifications and professional capabilities and standing of each Proposer and its affiliates (each, a "Releasor" and collectively, the "Releasors"), the City requires certain information about each Releasor which could be considered confidential and/or proprietary ("Information").

C. The collection of Information by the City is essential to select the highest quality proposal for the City.

D. Some of the Information may be collected directly or indirectly from the Releasor and/or other Releasors.

E. Other Information will be collected directly or indirectly from others such as law enforcement agencies, courts, gaming and other regulatory bodies, former employees, and financial sources.

NOW, THEREFORE, the Releasor, in consideration of the City's accepting for review a proposal in which Releasor has an economic interest and other valuable consideration the sufficiency of which is hereby acknowledged, agree as follows:

1. The definitions contained in the RFQ/P are incorporated herein by reference.

2. The Releasor hereby consents and agrees to abide by all of the City's terms, conditions, ordinances, rules, regulations and policies concerning the RFQ/P.

3. The Releasor agrees that the City does not acknowledge or agree that any of the Information is confidential and/or proprietary.

4. Information collected may be used in at least the following ways:

a. To evaluate Releasor's personal, financial and business history;

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* To be signed by parent company of proposer on behalf of itself and its affiliates.

b. To evaluate Releasor's personal, financial and business integrity, and criminal history, if any;

c. To evaluate Releasor's professional qualifications and capabilities and demonstrated past performance; and

d. Such other uses as the City reasonably believes are necessary to evaluate the Proposer and its response to the RFQ/P.

5. The City may or may not use the Information in any decision with respect to involvement in gaming in the City and may provide this Information to the Commission.

6. Information may be shared with other state, local or federal government agencies, departments or advisors who may work with the City.

7. The City is subject to the federal law, the laws of the Commonwealth and City ordinances. The Releasor acknowledges that such laws and ordinances may provide access by third parties to the Information regarding the Releasor.

8. The Releasor and its successors and assigns, and on behalf of its affiliates and their successors and assigns, hereby release: (i) the City including all departments, agencies and commissions thereof; (ii) Shefsky & Froelich Ltd.; and (iii) their respective principals, agents, subcontractors, consultants, attorneys, advisors, employees, officers and directors (the "Releasees"), and hold each of them harmless from any damages, claims, rights, liabilities, or causes of action, which the Releasor ever had, now has, may have or claim to have, in law or in equity, against any or all of the Releasees, arising out of or directly or indirectly related to the (i) RFQ/P process and the selection and evaluation of proposals submitted in connection therewith; (ii) negotiation of a Host Community Agreement between the City and the Releasor or any other Proposer; (iii) release or disclosure or any Information whether intentional or unintentional; and (iv) use, investigation of, or processing of the Information.

9. The undersigned (i) has read and understands this Consent and Release; (ii) authorizes the direct and indirect collection of, and consents to the use and disclosure of, the Information as described herein; and (iii) represents and warrants that it has the authority to execute and deliver this Consent and Release on behalf of itself and its affiliates.

_____
Name of Company

Dated: _____

By: _____

Name: _____

Title: _____

EXHIBIT C

WIRE INSTRUCTIONS FOR SUBMITTAL FEE

Name of Bank	People's United Bank 850 Main Street Bridgeport, CT 06604
Routing Number	221172186
Account Number	6500066964
Account Name	Springfield Redevelopment Authority – Casino RFQ/P

EXHIBIT D

APPEARANCE OF CONFLICT OF INTEREST DISCLOSURE FORM

Pursuant to M.G.L. c. 268A, §23(b)(3), the City's consultant, Shefsky & Froelich Ltd., has filed the attached "Disclosure of Appearance of Conflict of Interest" form.

DISCLOSURE OF APPEARANCE OF CONFLICT OF INTEREST
AS REQUIRED BY G. L. c. 268A, § 23(b)(3)

	PUBLIC EMPLOYEE INFORMATION
Name of public employee:	Mr. Cezar M. Froelich, Mr. Michael J. Schaller and Ms. Kimberly M. Copp, each of the law firm, Shefsky & Froelich Ltd. (the "**Firm**")
Title or Position:	Contract Attorney (a "special municipal employee" pursuant to the City of Springfield, MA ordinance adopted on July 20, 1987)
Agency/Department:	City of Springfield, MA Office of Planning and Economic Development, Law Department, and Springfield Redevelopment Authority
Agency address:	70 Tapley Street Springfield, MA 01104
Office Phone:	(312) 527-4000
Office E-mail:	cfroelich@shefskylaw.com; mschaller@shefskylaw.com; and kcopp@shefskylaw.com.
	In my capacity as a state, county or municipal employee, I am expected to take certain actions in the performance of my official duties. Under the circumstances, a reasonable person could conclude that a person or organization could unduly enjoy my favor or improperly influence me when I perform my official duties, or that I am likely to act or fail to act as a result of kinship, rank, position or undue influence of a party or person. I am filing this disclosure to disclose the facts about this relationship or affiliation and to dispel the appearance of a conflict of interest.
	APPEARANCE OF FAVORITISM OR INFLUENCE
Describe the issue that is coming before you for action or decision.	We are engaged to provide legal advice and counsel to the City of Springfield Office of Planning and Economic Development, Law Department and the Springfield Redevelopment Authority related to the development of a gaming facility within Western Massachusetts where the City of Springfield (the "**City**") will be either a host community or a surrounding community as defined in Massachusetts General Laws Chapter 23K, and as described in the Requests for Qualifications (Bid No. 12-369) issued by the City. In connection with providing this advice, we will assist the City's Administration in soliciting and evaluating casino developers with whom the City may enter into a host community or surrounding community agreement.
What responsibility do you have for taking action or making a decision?	To date, there have been four casino development companies that have expressed an interest in locating a casino within the City's boundaries – Ameristar, Hard Rock International, MGM Resorts International ("**MGM**") and Penn National Gaming ("**Penn**") – and there may be others. We have been engaged to assist the City's Administration in soliciting and evaluating the interested casino developers.
Explain your relationship or affiliation to the person or organization.	The Firm currently represents MGM and Penn in connection with routine regulatory matters in the State of Illinois before the Illinois Gaming Board relating to their respective ownership interests in casinos located in the State of Illinois. No member of the Firm currently represents, or has ever represented, MGM or Penn in connection with any Massachusetts-based casino development. One of the Firm's attorneys, Mr. Paul Jenson, has been primarily responsible for representing MGM and Penn in Illinois. Mr. Jenson has not, and is not, in any way involved in providing legal advice to the City, the City's Office of Planning and Economic Development, Law Department or the Springfield Redevelopment Authority, and Mr. Jenson has been explicitly "walled off" from any engagement with the City. None of Mr. Froelich, Mr. Schaller or Ms. Copp has represented MGM or Penn for several years.

How do your official actions or decision matter to the person or organization?	The casino developer(s) with whom the City selects to enter into a host community agreement will be eligible to apply to Massachusetts Gaming Commission for a "category 1" gaming license, assuming that the voters of the City (or its applicable ward), vote in favor of locating the casino in the City or ward, as applicable, and as provided in Massachusetts General Laws Chapter 23K.
Optional: Additional facts – e.g., why there is a low risk of undue favoritism or improper influence.	As described above, Mr. Paul Jenson is primarily responsible for performing legal services for MGM and Penn in the State of Illinois as their gaming counsel for routine regulatory matters before the Illinois Gaming Board. Mr. Jenson is not a member of the project team for the City of Springfield and actions have been taken within the Firm to ensure that he does not participate in, or become aware of, any matters relating to the City of Springfield, MA project. Furthermore, neither MGM nor Penn are "large" clients of the Firm. For example, in connection with such Illinois regulatory matters, in 2011, each represented less than ½ of one percent of the Firm's revenues. Having reviewed the applicable standards and codes of conduct of Illinois and Massachusetts, we have concluded that no conflict of interest exists.
If you cannot confirm this statement, you should recuse yourself.	**WRITE AN X TO CONFIRM THE STATEMENT BELOW:** X Taking into account the facts that I have disclosed above, I feel that I can perform my official duties objectively and fairly.
Employee signature of Cezar Froelich:	
Employee signature of Michael Schaller:	
Employee signature of Kimberly Copp:	Kimberly M. Copp
Date:	August 31, 2012

Attach additional pages if necessary.

Not elected to your public position – file with your appointing authority.

Elected state or county employees – file with the State Ethics Commission.

Members of the General Court – file with the House or Senate clerk or the State Ethics Commission.

Elected municipal employee – file with the City Clerk or Town Clerk.

Elected regional school committee member – file with the clerk or secretary of the committee.

Form revised July, 2012