

**PHASE II
REQUEST FOR QUALIFICATIONS/REQUEST FOR
PROPOSALS**

**PROPOSED DESTINATION CASINO RESORT DEVELOPMENT
FOR
THE CITY OF SPRINGFIELD, MASSACHUSETTS**

BID NO. 13-213

November 1, 2012

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Section 1. General.

1.1 Purpose

Through this Phase II-Request for Qualifications/Request for Proposals (“**Phase II-RFQ/P**”), the City of Springfield, Massachusetts (the “**City**”) expects to select one or more enterprises with whom it will negotiate a host community agreement, more particularly described in **Section 1.C.** hereof, for the development, construction and operation of a destination resort casino project (the “**Project**”). A host community agreement is a requirement for an applicant for a category 1 license 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**”). The Act provides for a single category 1 license to be issued in Western Massachusetts, designated in the Act as Region B. Region B encompasses the Massachusetts counties of Hampshire, Hampden, Franklin and Berkshire. Accordingly, any enterprise or enterprises entering into a host community agreement with the City may compete for the Region B category 1 license with other enterprises having a host community agreement with any other city located in Region B. The authority to award the category 1 license in Region B is vested solely in the Massachusetts Gaming Commission (the “**Commission**”).

1.2 Persons Eligible to Participate in the Phase II-RFQ/P

Ameristar Casino Springfield, LLC (“**Ameristar**”), Blue Tarp Redevelopment LLC, an affiliate of MGM Resorts International (“**MGM**”) and Springfield Gaming and Redevelopment, LLC, a joint venture between an affiliate of Penn National Gaming and an affiliate of Mr. Peter Picknelly (“**Penn JV**”), were pre-qualified in the City’s Phase I-RFQ/P and are the only enterprises having the right to participate in this Phase II-RFQ/P. Prior to submitting its response to the Phase II-RFQ/P, each participant in the Phase II-RFQ/P is required to become an “applicant” for a “category 1 license” (as defined under the Act) with the Commission by: (1) paying to the Commission its \$400,000 application fee (if not previously paid), and (2) 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. For information concerning the Commission and its bidding process, visit the Commission’s website at: www.mass.gov/gaming.

1.3 Description of the Host Community Agreement

The Act specifies certain requirements for applicants for category 1 licenses to enter into certain agreements with the host community within which the applicant proposes to locate a casino. Specifically, Section 15 of the Act provides, in relevant part that:

“No applicant shall be eligible to receive a gaming license unless the applicant meets the following criteria...

(7) [shall] identify the infrastructure costs of the host and surrounding communities incurred in direct relation to the construction and operation of a gaming establishment and commit to a community mitigation plan for those communities;

(8) [shall] provide 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; provided, however, that the agreement shall 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; . . .

(14) [shall] provide a community impact fee to the host community; . . .”

It currently is anticipated that the host community agreement will have a 15 year term, renewable upon the renewal of proposer’s category 1 license, and will contain, at a minimum, the following provisions, as may be modified during the negotiating process between the City and the proposer:

Proposer’s obligations to:

design, develop and construct the Project in accordance with the concept, design, description and construction schedule submitted in response to the Phase II-RFQ/P;

pay liquidated damages to the City in the event the Project is not open as provided in the proposer’s construction schedule, subject to force majeure;

make a minimum capital investment in the Project;

relocate or compensate existing businesses, tenants or services located at the Project site;

make mitigation payments to the City resulting from direct and indirect impacts on public safety, public health, quality of life, traffic, fire, emergency medical services, city administration, schools, housing, sewer, water, infrastructure and compulsive gaming;

promote economic growth and revitalize the City’s central business district or other areas of the City to create new jobs and maximize existing employment opportunities, attract new businesses, tourists and visitors to the area and prevent further decline by restoring the economic growth and vitality of these businesses;

commit to an operating and marketing plan for the Project;

enhance existing services for treatment of compulsive behavior disorders and problem gambling;

commit to utilizing sustainable development principles;

manage transportation supply and demand, including the use of ride sharing, mass transit and other transportation demand services;

hire a minimum number of employees, both full-time and part-time during construction of the Project and when the Project is fully operational;

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 having the features described in proposer's Phase II-RFQ/P response;

achieve specific goals for contracting with City-based businesses for the design and construction of the Project and the provision of goods and services to the Project both during construction and operation of the Project and specifying utilization goals for minority business enterprises, women business enterprises and veteran business enterprises and development plans designed to assist such businesses in identifying the need for goods and services to the casino;

establish and implement a workforce development plan that incorporates an affirmative action program in all employment categories including persons with disabilities;

commit to have a contract with organized labor during construction and operation of the Project;

commit to promoting local businesses including developing cross-marketing strategies with local restaurants, small businesses, hotels, retail outlets and "impacted live entertainment venues" (as defined in the Act);

commit to work cooperatively with the City's impacted live entertainment venues to negotiate agreements with such venues setting forth terms for cross marketing, coordination of performance schedules, promotions and ticket prices;

commit to hiring specific percentages of City residents, women, minorities, veterans and persons with disabilities during construction of the Project and throughout the term of the host community agreement; and

fulfill the other objectives set forth in the Act consistent with proposer's responses to Section 2.A. of the Phase II-RFQ/P;

Proposer's agreement to foster community development and garner public support by making voluntary payments and contributions to the City, specific City programs and City institutions;

Customary representations and warranties made by proposer;

Customary affirmative and negative covenants of the proposer covering such items as use of the Project, financing of the Project, compliance with all laws and regulations, delivery of notices, insurance, restoration following damage or destruction, etc.;

Proposer's indemnification obligations;

Proposer's obligations to reimburse the City for all of its professional and consultant's fees and costs incurred in connection with conducting the casino selection process, negotiation of the host community agreement, conducting the ballot measure and maintaining and enforcing the host community agreement;

Events of default and remedies (which events of default will include a date by which proposer must be approved for a category 1 license by the Commission);

Restrictions on transfer of ownership of the Project for a specified period of time to be negotiated between the City and the proposer;

Guaranty and Keep Well Agreement from parent company or other entity having sufficient net worth and liquidity to complete Project construction, fund proposer's obligations under the host community agreement and keep the Project open for business for a period of at least two (2) years following opening of the Project;

Dispute resolution mechanism.

1.4 Announced Project Sites

Based on responses to the City's Phase I-RFQ/P, there are three (3) Projects being proposed to be located within the City. The proposed Projects are as follows:

Ameristar has proposed a \$910 million Project to be located on a 40-acre site in the City located on Page Boulevard and Interstate 291.

MGM has proposed a \$750-\$800 million Project to be located in the area of the City generally bounded by E. Columbus Avenue, State Street, Main Street and Union Street.

Penn JV has proposed a \$807 million Project to be located in the City's North End which includes the current site of *The Republican* newspaper and Peter Pan Bus Lines.

1.5 Selection Criteria

Each proposal submitted in response to the Phase II-RFQ/P will be evaluated by the City based upon the quality of the proposer's responses to the criteria set forth in Section 2.A. hereof as well as any and all relevant information about the proposer known to the City. In evaluating proposals, no specific weight is being assigned to any of the criteria set forth in Section 2.A. hereof as the City is interested in obtaining the best overall proposal for the City and the Commonwealth.

1.6 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 II-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 which can be found at: www.springfield-ma.gov/casino (see also Section 2.B. below).

November 2012							December 2012							January 2013						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
				1	2	3							1			1	2	3	4	5
4	5	6	7	8	9	10	2	3	4	5	6	7	8	6	7	8	9	10	11	12
11	12	13	14	15	16	17	9	10	11	12	13	14	15	13	14	15	16	17	18	19
18	19	20	21	22	23	24	16	17	18	19	20	21	22	20	21	22	23	24	25	26
25	26	27	28	29	30		23	24	25	26	27	28	29	27	28	29	30	31		
							30	31						30	31					

February 2013							March 2013							April 2013						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
					1	2						1	2		1	2	3	4	5	6
3	4	5	6	7	8	9	3	4	5	6	7	8	9	7	8	9	10	11	12	13
10	11	12	13	14	15	16	10	11	12	13	14	15	16	14	15	16	17	18	19	20
17	18	19	20	21	22	23	17	18	19	20	21	22	23	21	22	23	24	25	26	27
24	25	26	27	28			24	25	26	27	28	29	30	28	29	30				
							31													

May 2013							June 2013							July 2013						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
			1	2	3	4	1	2	3	4	5	6	7						1	2
5	6	7	8	9	10	11	8	9	10	11	12	13	14	3	4	5	6	7	8	9
12	13	14	15	16	17	18	15	16	17	18	19	20	21	10	11	12	13	14	15	16
19	20	21	22	23	24	25	22	23	24	25	26	27	28	17	18	19	20	21	22	23
26	27	28	29	30	31		29	30	28	29	30			24	25	26	27	28	29	30
														31						

Action	Proposed Date
1. City issues Phase II-RFQ/P to qualified responders	November 1, 2012
2. City holds informational meeting for participants in Phase II-RFQ/P	November 14, 2012
3. Last date for interested proposers to submit written questions concerning the Phase II-RFQ/P. Questions must be submitted at or prior to 5:00 p.m.	November 28, 2012
4. City posts on its Webpage written responses to questions	December 4, 2012
5. Participants in Phase II-RFQ/P make public presentation(s) of their proposals	TBD
6. Responses to Phase II-RFQ/P due by 2:00 p.m.	December 14, 2012
7. City announces proposer(s) qualifying for right to negotiate host community agreement	January 25, 2013
8. City commences negotiations of host community agreement(s)	January 26, 2013 to April 26, 2013
9. City enters into a host community agreement(s) with proposer(s)	by April 26, 2013

Action	Proposed Date
10. Vote on ballot question	June 2013

1.7 Public Presentations

Proposers will be invited to make a public presentation of their proposals on a date to be determined. At such forum, each proposer will make a formal presentation of its proposal and the public will be allowed to ask questions of the proposers. Details of the format for the presentation will be given to the proposers prior to the scheduled presentation date to allow sufficient time to prepare. Mock-ups of the Project will not be required.

1.8 Protocol for Prospective Gaming Developer’s Interactions with Massachusetts State Agencies

The Commission has posted on its website a protocol to allow proposers to acquire information that they need to develop their proposals for the Commission which information may be applicable to the proposals required by this Phase II-RFQ/P. Proposers are encouraged to review this protocol and to take advantage of the benefits it offers in dealing with state agencies. The protocol is available on the Commission’s website: www.mass.gov/gaming.

Section 2. Response Requirements.

A. Specific Submittal Requirements

Each response to the Phase II-RFQ/P must address, in detail, each of the items listed below. The proposer is encouraged to think creatively to propose a competitively unique, innovative and viable Project and overall proposal. As indicated in the Phase I-RFQ/P, 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 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. To the extent proposer is a newly formed or to-be-formed entity, or as otherwise necessary to fully inform the City, the responses should be provided in relation to the main operating entity and/or its significant business units, and/or management company (if anticipated to be engaged for the Project):

1. Concept and Design for the Project

(a) Submit as Exhibit 1(a) a description of the Project, including but not limited to:

(i) a description of and site plan for the proposed Project site, including any off-site ancillary property to be used by proposer in connection with the Project, and describe how proposer controls or

expects to obtain control of the real property comprising the Project Site and any off-site assemblage;

(ii) a description of the proposed casino, including the approximate number of square feet of gaming space and the number and types of games;

(iii) a description of the proposed restaurants, including the approximate number, sizes, types and themes and the identity of any restaurateurs the proposer reasonably anticipates will operate the restaurants;

(iv) a description of the proposed hotel, including related amenities and approximate number, type and size of the hotel rooms;

(v) a description of the proposed lounges and bars, including the approximate number, sizes and types;

(vi) a description of the proposed retail space, including the approximate number, sizes and types of retail shops and how such retail development will serve the general community;

(vii) a description of any proposed ancillary entertainment or recreational facilities, including approximate number, sizes and types;

(viii) a description of any convention, meeting and other public space, including the approximate number, size and types of such spaces;

(ix) a description of any other proposed and related facilities or amenities;

(x) a description of proposer's ability to expand the proposed casino and hotel or add other related facilities or amenities on the Project site at a future date;

(xi) a description of how the Project will complement and be compatible with the City's culture and how the Project will showcase, stimulate and improve the use of existing and future attractions, including tourism and convention facilities;

(xii) a description of how the Project will be "outward looking" to engage pedestrians and provide linkages to the City's existing restaurants, bars, hotels, entertainment venues and/or other attractions; and

(xiii) a description of how the Project will stimulate the development of general retail activity in the area adjacent to the Project.

(b) Submit as Exhibit 1(b) a colored rendering of the Project illustrating the proposed location, design and layout of each element, and its urban context including not less than 500 feet of surrounding area.

(c) Submit as Exhibits 1(c)(i) through 1(c)(x) schematic drawings illustrating (at a minimum) the following items:

(i) total gross floor area and usable area for each element of the proposal;

(ii) the floor plans for all floors (include space allocations and major functions, *e.g.*, gaming floor and back of house, circulation, accessibility and exiting);

(iii) interior and exterior themes;

(iv) detailing of interior and exterior finishes;

(v) typical building sections indicating interior and exterior site relationships;

(vi) building elevations and perspectives (showing heights, relative scale and relationship to adjacent existing or proposed buildings and areas);

(vii) the approximate number, location and accessibility of parking spaces and structures for employees, patrons and buses; front door area, including tour bus, taxi and valet drop-off facilities; plans for service vehicle parking and proposed satellite parking facilities; and other related infrastructure;

(viii) proposed landscape and landscape treatments including any off-site improvements required to implement the proposal; and

(ix) indicate adjacent properties and buildings, streets, automobile and pedestrian access and site circulation, parking, building footprints, service areas/ treatments, vegetation, tour bus drop-off facilities and other related infrastructure and access to and egress from all major traffic arterials and downtown freeways identifying those off-site improvements required to implement the proposal.

(d) Submit as Exhibit 1(d), a detailed analysis of the suitability of the proposed development site for the Project and the ways in which it supports urban revitalization, if applicable, including a description of the property boundaries, dimensions and total acreage for the Project and the proposed relationship of the Project to adjoining land uses and proposed land uses to ensure compatibility with those adjoining land uses.

(e) Submit as Exhibit 1(e) detailed approximate total Project costs, showing hard costs (*e.g.*, land acquisition, construction, site improvements, including infrastructure in direct relation to both construction and operations of the Project, furnishing and equipping), construction soft costs (*e.g.*, architectural, consulting fees, insurance, contingency reserve), financial and other expenses (interest reserve, legal, financing fees) and pre-opening expenses (*e.g.*, training, pre-opening marketing and initial working capital), and timing of such expenditures, together with a construction cash flow analysis.

(f) Submit as Exhibit 1(f) a description of any zoning requirements applicable to the Project and the proposer's commitment to adhere to applicable zoning requirements, including regulations for casinos and casino entertainment complexes adopted by the City.

(g) Submit as Exhibits 1(g)(i) through 1(g)(xi) the following:

(i) a description of the major transportation and circulation routes serving the Project, and a description and analysis of the adequacy of the existing regional roads and proposed mitigation measures to serve the Project, including the anticipated number of trips to and from the Project each day by employees, visitors and buses;

(ii) a description of the on-site and off-site major circulation patterns serving the Project, including taxis, valet parking and charter bus operations;

(iii) an analysis of the transportation demand of the Project and a description of the proposer's proposed measures for transportation demand management and transportation supply management, including the use of ride sharing, mass transit, and other transportation conservation measures for patrons and employees;

(iv) the proposer's plans for traffic control measures such as pedestrian grade street crossing systems, traffic control devices, off-site signage, bus and other large vehicle turnout facilities, drainage mitigation and street lighting systems, including the proposer's proposed financial contribution thereto;

(v) an analysis of the existing regional water facilities to serve the Project, including the effect of any officially adopted plans and/or schedules for publicly provided improvements, and the impact the Project will have on such facilities including the number of acre-feet of water to be put to use, the location, type and size of water facilities and distribution system;

(vi) an analysis of the existing regional sewer facilities to serve the Project, including the effect of any officially adopted plans and/or schedule for publicly provided improvements, and the impact the Project

will have on such facilities including the daily average and peak flows to be generated in millions of gallons per day and the location, type and size of sewer facilities and distribution lines;

(vii) the proposer's plans for accommodating special events and grand opening traffic and parking impacts upon the City;

(viii) a description of proposer's snow removal plan;

(ix) an analysis of the adequacy of the existing police, fire protection and emergency medical services currently available to the Project and the impact the Project will have on such services (see Section 2.A.8(a), below);

(x) the proposer's plans for procuring, purchasing or generating energy for the operation of the Project; and

(xi) an analysis of all federal, state and local environmental laws, rules and regulations, which, if applicable to the Project or Project site, could materially affect the Project or the construction schedule for the Project, which analysis must include a description of any environmental due diligence conducted by proposer and the results of such due diligence, any remediation which proposer reasonably believes will be necessary on or related to the Project site in order to comply with all such laws, rules and regulations, and any matters related to such laws, rules and regulations which proposer reasonably believes could delay construction of the Project beyond the dates set forth in the construction schedule proposer is furnishing under Section 2.A. or which require further investigation by proposer. Such analysis must specifically address whether the proposed project will: (i) require review by the Massachusetts Historical Commission ("MHC"); (ii) meet the thresholds for review under the Massachusetts Environmental Policy Act ("MEPA"); or (iii) require a mandatory Environmental Impact Report (an "EIR"). If such analysis concludes that MHC and/or MEPA review is required for the proposed project or that an EIR is reasonably likely to be required, proposer must indicate the likely effect such requirements may have on the construction time line and/or feasibility for the project.

(h) Submit as Exhibit 1(h) a Project construction schedule including major construction milestones and the dates related thereto and any proposed phasing plan, the proposed sequence of any phases, whether any phases are dependent upon future events and the approximate dates of beginning and completion of each phase. Indicate anticipated street and sidewalk closures, plans for redirecting traffic, impacts on existing parking and plans for mitigating such impacts both during and following construction. Describe measures that will be taken to mitigate all other construction impacts on the local community. In the event the financing for any further phase is not included in Exhibit 3(c), indicate

the anticipated sources of financing for such phase and the details of such financing.

(i) If proposer's plan for the Project are expected to displace or relocate any existing businesses, tenants or services, submit as Exhibit 1(i) proposer's plans for relocating or compensating such displaced parties.

(j) Submit as Exhibit 1(j) a five (5) year history of: (1) real estate tax and personal property tax payments and valuations for proposer's casino projects located in the United States, indicating for each such project the number of aggregate square feet, number of hotel rooms and method for determining such valuations; and (2) tax appeals for such projects. Indicate whether proposer has formal tax agreements in any taxing jurisdiction in the United States with respect to such projects. Also, please indicate proposer's estimate of real estate and personal property taxes with respect to the Project during the first full year of operations.

2. **Projections**

(a) Submit as Exhibit 2(a) detailed projected balance sheets, income statements (detailed on a departmental basis) and cash-flow statements for the first five (5) years of operating the Project using generally accepted accounting principles (to the extent applicable) reflecting a best, worst and most likely case outcome assuming no new competition within a ninety (90) mile radius of the Project and a best, worst and most likely case outcome if there is a competing comparable facility located within ninety (90) miles of the Project which opens within two (2) years of the opening of the Project. Please provide specific line items for: gaming revenues and expenses, hotel revenues and expenses, food and beverage revenues and expenses, and retail revenues and expenses; general and administrative expenses; marketing expenses; energy expenses; gaming taxes; property and other taxes; capital expenditures; depreciation and interest expense. Include all material assumptions upon which the projections are based, including detailed assumptions regarding Project operating performance (*e.g.*, dates of opening, slot and table drop, number and types of table games and slots, average room rates, number of employees by department, patron counts, win per patron, etc.).

(b) Submit as Exhibit 2(b) an analysis of the economic benefits which the City and the Commonwealth may reasonably expect from the Project, including: (i) an estimate of the highest, lowest, and most likely prospective direct revenue from the Project (which in the case of the City would include any revenue sharing being offered by the proposer to mitigate indirect or non-quantifiable community impacts), assuming as indicated in Section 2.A.2(a), above, both no competing comparable facility and a competing comparable facility; and (ii) direct and indirect benefits in employment, tourism and redevelopment. Include a market study to support such analysis which study also details the benefit of the Project location and the estimated capture rate of gaming and non-gaming

revenue related spending by City and Commonwealth residents travelling to out-of-state casinos.

3. **Financing**

(a) Submit as Exhibit 3(a) financial statements for the five (5) years immediately preceding the most current fiscal year then ended for proposer, audited by a national firm of independent certified public accountants.

(b) Submit as Exhibit 3(b) unaudited financial statements for the proposer covering the current fiscal year through the fiscal quarter ending immediately preceding the date of this Phase II – RFQ/P.

(c) Submit as Exhibit 3(c) a detailed explanation of anticipated sources of financing for the Project. Provide written documentation of the availability of these anticipated sources of financing and details of the financing (*i.e.*, terms, rates, security arrangements, etc.) and any additional third-party approvals that are necessary to obtain such financing. Indicate whether local partners or investors will be required to contribute capital, the amount being required and their ability to fund such amounts. For any local partners or investors who are obligated to contribute capital or are otherwise subject to capital calls, in an aggregate amount of five million dollars or more, specifically identify the source of such funds.

(d) Submit as Exhibit 3(d) a detailed explanation and projections setting forth by year for the next five (5) years, the estimated aggregate amount and type of credit (*i.e.*, bank facility and debt capacity) available to proposer for the Project without reworking or renegotiating any existing credit agreements (or if reworking or renegotiating may be necessary, when and how proposer expects to do it) and reflecting projected commitments for capital expenditures for other projects. Indicate whether and the extent to which any such credit agreements permit drawdowns of credit to be contributed to proposer as equity.

(e) Submit as Exhibit 3(e) an explanation as to how the City is to be protected against construction and operating risks related to the Project, including cost overruns. In particular, the City is seeking, at a minimum, unconditional contractual assurances, guarantees and/or indemnifications that the Project will be completed on time, on budget and will have appropriate and adequate funds for all pre-opening activities and initial working capital. The proposer must provide details of such assurances, guarantees and/or indemnifications to be furnished to the City regarding these items, including the identity of any creditworthy party providing such assurances, guarantees and/or indemnifications and written documentation (*e.g.*, five (5) years of audited financial statements) demonstrating the capacity of any such party to fund up to a 20% construction cost overrun.

(f) Submit as Exhibit 3(f) proposer's plan for post-construction credit facilities or other sources of capital or plans to fund the operations of the Project

in the event that actual operating results do not meet the projections submitted as Exhibit 2(a).

(g) Submit as Exhibit 3(g) any update on “pipeline” projects described in response to Section 2.A.9. of the Phase 1-RFQ/P.

4. **Business Operations and Marketing Plan**

(a) Submit as Exhibit 4(a) the minimum dollar commitment and/or special efforts proposer will make to promote economic growth and revitalize the City’s central business district or other areas of the City to create new jobs and maintain existing employment opportunities, attract new businesses, tourists and visitors to the City and the region and to prevent further decline by restoring the economic growth and vitality of these businesses. Include the manner in which the Project will enhance the City’s existing entertainment areas as a desirable location for tourists, conventions, families and urban life.

(b) Submit as Exhibit 4(b) a detailed explanation of the theme and target market segments of the Project.

(c) Submit as Exhibit 4(c) the operating and marketing plans for the Project, with specific reference to pre-opening marketing and opening celebrations. Include the minimum annual dollar amounts, kinds and types of general promotion and advertising campaigns that will likely be undertaken, and the proposed market to be reached; the number of visitors who are projected to stay overnight in the metropolitan area of the City; and other examples of joint marketing ventures, if any, undertaken by the proposer in other jurisdictions. Proposer’s marketing plans should discuss its intent to cooperate and consult with the City, Springfield Convention & Visitor’s Bureau, the Massachusetts Convention Center Authority or other regional tourism and marketing organizations to implement a comprehensive and uniform system of marketing the City as an entertainment destination and plans for cross-marketing local restaurants, small businesses, hotels, retail outlets and impacted live entertainment venues (as that term is defined in the Act).

(d) Submit as Exhibit 4(d) a description of the strategies to be used by the proposer to deal with the cyclical/seasonal nature of tourism demand and ensure maximum use of the Project throughout the entire calendar year.

(e) Submit as Exhibit 4(e) a description of the proposer’s plan and minimum dollar commitment for enhancing existing services for treatment of compulsive behavior disorders to ensure that they are reasonably affordable and appropriate for its prospective employees and their affected families and for patrons with compulsive gaming behaviors and their affected families. The plan should include the types of public education and problem gaming prevention strategies, and prevention and education strategies for employees, that would be implemented as part of the operation of the Project, the estimated period of implementation of the plan, the approximate cost of the plan and how such cost

will be funded. If the proposer has casino operations in other locales, include specifics of such plans implemented in those locales with an analysis of the success of such plans.

(f) Submit as Exhibit 4(f) a detailed discussion on how the proposer will ensure that minors will be identified and prohibited from gambling or loitering in the casino. If the proposer has casino operations in other locales, include specifics of such programs used in those locales.

(g) Submit as Exhibit 4(g) a detailed discussion concerning the proposer's operating policies, programs and procedures for providing security inside and surrounding the Project.

5. Employment, Workforce Development and Opportunities for Local Businesses

(a) For each functional area of operation of the Project following construction, submit as Exhibit 5(a), (i) the number of total employees anticipated broken down by the number of full-time and part-time positions (identify full-time, part-time and full-time equivalents), (ii) each job classification and for each job classification total estimated salaries and benefits; and (iii) those Project positions which are anticipated to be filled by nonresidents of the City.

(b) Submit as Exhibit 5(b) a detailed description of proposer's plan 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 Project 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. In connection with the foregoing, please describe proposer's plan to partner with the Regional Employment Board, local educational institutions and existing local workforce training programs. Please also include a detailed description of proposer's workforce training programs that it has implemented at its casino projects located in other locales.

(c) Submit as Exhibit 5(c), a detailed description of proposer's plan that identifies, and describes proposer's commitment with respect to, specific goals, expressed as an overall program goal applicable to the total dollar amount of contracts, for the utilization of City businesses to participate as: (i) contractors in the design of the Project specifying minority business enterprises, women business enterprises and veteran business enterprises; (ii) contractors in the construction of the Project specifying minority business enterprises, women business enterprises and veteran business enterprises; and (iii) vendors in the provision of goods and services procured by the Project and any businesses

operated as part of the Project specifying minority business enterprises, women business enterprises and veteran business enterprises.

(d) Submit as Exhibit 5(d), a detailed description of proposer's workforce development plan that: (i) estimates the number of construction jobs the Project will generate and provides for equal employment opportunities and which specifies specific goals for, and describe proposer's commitment with respect to, the utilization of City residents, minorities, women and veterans on those construction jobs; (ii) provides for equal employment opportunities and specifies the specific goals for, and describes proposer's commitment to, hiring City residents, women, minorities, veterans and persons with disabilities during operation of the Project and maintaining these commitments during the term of the host community agreement; (iii) describes proposer's commitment to the payment of prevailing wages during construction of the Project; and (iv) identifies the methods for accessing employment at the Project.

(e) Submit as Exhibit 5(e), a detailed description of whether the proposer has or expects to have a contract with organized labor, including hospitality services, whether proposer has the support of organized labor for its license application with the Commonwealth and proposer's detailed plans for assuring labor harmony during construction and operation of the Project.

(f) Submit as Exhibit 5(f) a detailed history of the relationship between organized labor and proposer over the last ten (10) years

6. License Application Criteria

Please indicate how proposer proposes to advance the following objectives which are based upon criteria established by the Act. To the extent any of these objectives are answered in other portions of a proposer's response, the proposer may respond to these objectives by cross reference.

(a) Protecting the Commonwealth lottery from adverse impacts due to expanded gaming in the Commonwealth including developing cross marketing strategies.

(b) 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 (as that term is defined under the Act).

(c) Realizing the maximum capital investment exclusive of land acquisition and infrastructure improvements.

(d) Implementing a workforce development plan that utilizes the existing labor force.

(e) Building a Project of high caliber with a variety of quality amenities to be included as part of the Project and operated in partnership with local hotels and dining, retail and entertainment facilities so that patrons experience the diversified regional tourism industry.

(f) Taking additional measures to address compulsive behavior disorders and problem gambling.

(g) Utilizing sustainable development principles including, but not limited to: (i) being certified as gold or higher under the appropriate certification category in the Leadership in Environmental and Energy Design program created by the United States Green Building Council; (ii) meeting or exceeding the stretch energy code requirements contained in Appendix 120AA of the Massachusetts building energy code or equivalent commitment to advanced energy efficiency as determined by the secretary of energy and environmental affairs; (iii) efforts to mitigate vehicle trips; (iv) efforts to conserve water and manage storm water; (v) demonstrating that electrical and HVAC equipment and appliances will be EnergyStar labeled where available; (vi) procuring or generating on-site 10 per cent of its annual electricity consumption from renewable sources qualified by the department of energy resources under section 11F of chapter 25A; and (vii) developing an ongoing plan to submeter and monitor all major sources of energy consumption and undertake regular efforts to maintain and improve energy efficiency of buildings in their systems.

(h) Contracting with local business owners for the provision of goods and services to the Project, including developing plans designed to assist businesses in the City and the Commonwealth in identifying the needs for goods and services to the Project.

(i) Maximizing revenues received by the Commonwealth.

(j) Providing a high number of quality jobs in the Project.

(k) Offering the highest and best value to create a secure and robust gaming market in the region and the Commonwealth.

(l) Mitigating potential impacts on host and surrounding communities which might result from the development or operation of the Project.

(m) Purchasing, whenever possible, domestically manufactured slot machines for installation in the Project.

(n) Gaining public support in the host and surrounding communities.

7. Additional Information

(a) Submit as Exhibit 7(a), a statement as to whether proposer is, or at any time within the last ten (10) years has been, in breach or default of any agreement with any state, municipality, or governmental agency, board, authority, or subdivision, together with a description of any such breach or default.

(b) Submit as Exhibit 7(b), a full and complete ownership of the chart of the proposer setting forth the amount, type, source, and conditions of investment in proposer being made by proposer's owners, reflecting the ultimate owners/real parties in interest and their percentage ownership interests in proposer, together with an explanation of any agreements between or among owners of proposer or others, to reimburse any party for any portion of such investment or otherwise provide any other form of financial accommodation to any such party in connection with or as a result of its investment in proposer. (Note: As to any publicly held company, information as to investment in proposer need not be submitted as to its shareholders.)

(c) Submit as Exhibit 7(c), copies of organizational documents including, without limitation, any articles of incorporation or corporate charters, articles of association, bylaws, limited liability company operating agreements, partnership agreements, trust agreements, joint venture agreements, stockholders' agreements; and other legal instruments of organization for the proposer and each owner of the proposer that is not a natural person.

(d) Submit as Exhibit 7(d) any instruments, agreements or contracts and, if applicable, a full description of all oral agreements and contracts, pertaining to the relationship by and among the proposer and any of its owners which is not provided in Exhibit 7(c) above.

(e) Identify and submit as Exhibit 7(e), a list of those "impacted live entertainment venues" (as that term is defined in the Act) in proximity to the Project (including, but not limited to the Springfield Symphony Hall, City Stage and the Mass Mutual Center) and proposer's plans for entering into an agreement with any such venue for cross-marketing, coordination of performance schedules, promotions, ticket prices and other matters. Also indicate if proposer has entered into any agreement or understanding with any such venue.

(f) Submit as Exhibit 7(f) a list of other jurisdictions in which the proposer and/or any of its owners, key persons or other qualifiers holds a gaming license or has been qualified by a gaming authority in any other jurisdiction and the history of the proposer's, owner's, key person's or other qualifier's compliance with the gaming statutes, rules and regulations in such other jurisdictions including, without limitation, any denial, suspension, withdrawal or revocation of any such license.

(g) Please indicate in Exhibit 7(g) whether proposer would be desirous of developing and operating a temporary casino should temporary casinos be authorized by the Commission.

8. Additional Services; Community Impacts; Contributions

(a) Submit as Exhibit 8(a) a study detailing the Additional Services and proposer's commitment to pay for the impact on the City of such Additional Services. "Additional Services" means the additional police, fire protection, administrative, education, housing and emergency medical services directly or indirectly resulting from or related to the construction or operation of the Project, and necessary from time to time to protect the health, safety and welfare of the City's residents, the temporary workforce needed to construct the Project, the employees of the Project and the expected increased number of visitors to the City.

(b) Submit (on a confidential basis) as Exhibit 8(b) proposer's commitment to pay for Community Impacts. "Community Impacts" means collectively, the following potential and actual impacts to the City directly or indirectly related to or resulting from the construction and operation of the Project from time to time not specifically covered under Additional Services: (i) increased use of City services; (ii) increased use of City infrastructure; (iii) the need for additional City infrastructure, employees and equipment; (iv) increased traffic and traffic congestion; (v) increased air, noise, light and water pollution; (vi) issues related to public safety and addictive behavior; (vii) loss of City revenue from displacement of current businesses; (viii) issues related to education and housing; (ix) quality of life; and (x) costs related to mitigating other impacts to the City and its residents. Indicate how such commitment would be funded (e.g. upfront payments, revenue sharing, etc.).

(c) Submit (on a confidential basis) as Exhibit 8(c) the dollar amount of proposer's commitment to advance the Act's objectives of providing community development and gaining public support for the Project by providing the City with funds to be used by the City for projects and programs which will assist the City in fulfilling its vision to be the premiere urban center of Western Massachusetts.

(d) Submit (on a confidential basis) as Exhibit 8(d) a description of financial incentives the proposer is willing to offer to the Commonwealth in connection with the Act's objective to maximize revenues to the Commonwealth.

9. Evidence Proposer is an "Applicant" with the Commission

Submit as Exhibit 9(a) evidence that the proposer has become an "applicant" with the Commission by providing the City with a copy of its fully completed certification to the Commission that it intends to apply to the Commission for a category 1 license in Region B, together with confirmation that proposer has paid its \$400,000 application fee to the Commission.

10. **Duty to Update Phase I-RFQ/P Proposal.**

(a) Each proposer is reminded of its continuing duty to disclose promptly any changes to the information submitted in its Phase I-RFQ/P or any related materials submitted in connection therewith. Accordingly, each proposer must submit as Exhibit 10 any changes to the information submitted in its Phase I-RFQ/P Proposal not otherwise submitted as part to of its Phase II-RFQ/P.

B. General Submission Instructions

Complete responses must be submitted by the date listed in the Timetable, Section 1.F. hereof, no later than 2:00 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

In the event that the Springfield City Hall and/or the Office of Procurement are closed on the submission date due to weather or otherwise, the submission deadline will be automatically extended to 2 p.m. on the next business day that City Hall and the Office of Procurement are open for business.

The proposer must submit:

fifteen (15) hard copies of its complete response and three hard copies of its redacted 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;

each copy of the response must include a clearly marked executive summary of the response, no more than two standard pages in length;

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

acknowledgements, consents and releases in the form attached hereto as Exhibit A executed by proposer, and any direct or indirect owner of proposer having a five percent (5%) or greater direct or indirect equity interest in proposer (excluding any equity holders of any publicly held parent company)*; and

a submission fee in the form of a cashier's check made payable to the "Springfield Redevelopment Authority" (the "SRA") in the amount of Two Hundred Fifty

* After reviewing the proposer's ownership chart, the City may require that other parties having an indirect ownership in proposer also execute a release and consent in the form of Exhibit A.

Thousand and no/100 dollars (\$250,000). In lieu of a cashier's check, funds may be wired by following the instructions on Exhibit B. 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.

The delivery of the complete responses to the City of Springfield Office of Procurement shall be the official submission to the proposer. In addition, by the same date and time listed above, each proposer must submit three (3) additional hard copies of its complete response and one (1) copy of its redacted 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. Compliance with Submission Instructions

All Phase II-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.

B. Evaluation of Responses

The Phase II-RFQ/P responses will be evaluated based on the criteria described in Section 2 hereof.

C. 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 II-RFQ/P requirements; or

Fails to submit all required information or otherwise satisfy all response requirements in Section 2 hereof.

D. 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.

E. Selection of Proposers Qualifying for Right to Negotiate Host Community Agreement

After proposers submit their responses to this Phase II-RFQ/P and prior to the City's announcement of the proposer or proposers qualifying for the right to negotiate a host community agreement with the City, the City reserves the right to contact any or all proposers for the purpose of obtaining a proposer's "best and final" offer.

F. Negotiation of Host Community Agreement

Following the City's announcement of the proposer or proposers with whom the City will negotiate the terms of a host community agreement, the City intends to deliver to such proposer or proposers a form of host community agreement containing, at a minimum, the provisions described in Section 1.C. hereof. Commencement of such negotiations is no guaranty that the City will execute a host community agreement with such proposer or proposers or that if executed, such agreement or agreements will be approved by the City's City Council or the City's voters as required under the Act. During the course of such negotiations, if it is in the City's best interests, the City may agree to terms in host community agreement which differ from those in the proposer's response to this Phase II-RFQ/P. The City may, in its sole discretion, terminate negotiations of a host community agreement with any proposer at any time and thereafter continue negotiations with another proposer with whom it is negotiating a host community agreement, commence negotiations with another proposer, or abandon all such negotiating and the selection process for a proposed destination resort casino development or recommence such process in any manner that the City deems to be in its best interests.

Section 4. Additional Terms and Conditions.

A. Issuing Office

This Phase II-RFQ/P is issued by:

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

The City is disseminating this Phase II-RFQ/P to those casino companies that were pre-qualified in the Phase I-RFQ/P. At the same time, this Phase II-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 deemed by the City to be relevant to other proposers, 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 Shesky & Froelich Ltd. if they have any questions regarding this Phase II-RFQ/P. Except as indicated below, proposers are prohibited from communicating directly with any City employee regarding this Phase II-RFQ/P and no City employee or representative is authorized to provide any information or respond to any question or inquiry concerning this Phase II-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.

The proposers may contact City employees at the various City departments to obtain information customarily needed by a developer interested in developing a building site within the City. For example, this would include information concerning zoning, permits, building codes and restrictions, sewer, water, electricity, police, fire, and traffic. Contacts with the Mayor, the Mayor's office, the Chief Development Officer, and members of the City Council are prohibited.

D. City – Proposer Informational Meeting and Phase II-RFQ/P Questions

On November 14, 2012, the City expects to hold a public informational meeting with all proposers in this Phase II-RFQ/P. Details concerning the meeting including the specific time and location of the meeting will be posted on the Webpage at least five (5) business days prior to the date of the meeting. At the informational meeting, proposers in this Phase II-RFQ/P may ask questions of, and receive answers from, representatives of the City regarding this Phase II-RFQ/P. In addition to the public meeting, the City will arrange to meet each of the proposers privately to respond to any questions which may involve information that would be entitled to confidential treatment pursuant to Section 4.G. below.

Proposers also may submit written questions concerning this Phase II-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@shesksylaw.com with a copy to mschaller@shesksylaw.com and kcoppp@shesksylaw.com. All e-mail inquiries shall state the following in the subject line: “City of Springfield, Phase II-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 II-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 II-RFQ/P

The City reserves the right to amend or clarify the Phase II-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 II-RFQ/P.

G. Public Records

All responses and related documents submitted in response to this Phase II-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 II-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 II-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 II-RFQ/P. Submission of a proposal confers no rights other than a right to be considered to enter into negotiations for a host community agreement with the City. 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 II-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 II-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 II-RFQ/P

By submitting a response to the Phase II-RFQ/P, a proposer is deemed to agree to abide by all of the terms, conditions, policies and rules of this Phase II-RFQ/P. In addition, the proposer and certain direct and indirect owners in proposer must execute and deliver the acknowledgement, consent and release in the form attached hereto as Exhibit A by which such parties are consenting to the use of certain information and releasing the City and others from certain claims.

EXHIBIT A

ACKNOWLEDGEMENT, 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 II-RFQ/P dated November 1, 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, agrees 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:

* Separate forms to be signed by proposer, and any direct or indirect owner of proposer having a five percent (5%) or greater direct or indirect equity interest in proposer (excluding any equity holders of any publicly held parent company). The City reserves the right to require other parties having an indirect ownership in proposer execute a consent and release.

- a. To evaluate Releasor's personal, financial and business history;
- 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) Shesky & 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 Releasor acknowledges that commencement of negotiations of a Host Community Agreement is no guaranty that the City will execute a Host Community Agreement with Releasor or its affiliates or that if executed, the Host Community Agreement will be approved by the City's City Council. During the course of the negotiations of the Host Community Agreement, the City shall have the right, in its sole discretion, to terminate such negotiations and thereafter commence or continue negotiations on a Host Community Agreement with another party, or abandon all such negotiations and the selection process for a destination resort casino development or recommence such process in any matter that the City deems to be in its best interests.

10. The undersigned (i) has read and understands this Acknowledgement, 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 Acknowledgement, Consent and Release on behalf of itself and its affiliates.

Dated: _____

Name of Company

By: _____

Name: _____

Title: _____

EXHIBIT B

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