

MGM SPRINGFIELD



HCA COMPLIANCE REVIEW

MGM 95% Construction Documents Submittal Summary Report

Plan/Design/Development Aspects

September 26, 2017

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in consultation with the Office of Planning & Economic Development

MGM-SPRINGFIELD

Review of 95% Construction Drawings dated March 31, 2017 and Supplement Drawing Set received September 1, 2017

MGM issued electronically the 95% Construction Document (CD) submittal set on March 31, 2017 with hardcopies delivered on April 18, 2017 followed by a Supplementary Drawing Submittal on September 1, 2017. Additionally, the City, Chicago Consultants Studio, Inc. (CCS), MGM, Friedmutter Group and other design team consultants participated in a series of conference calls and work sessions to review, discuss, clarify and provide input on issues of concern and Host Community Agreement (HCA) compliance. Much like prior drawing submittal review processes, the City and MGM teams worked as partners to creatively and collaboratively address issues, resolve many of the remaining concerns and arrive at solutions that enhance the overall Project (as that term is defined in the HCA). CCS believes the design and drawings represent a significant level of advancement and detail consistent with a 95% CD threshold for the major components of the MGM Springfield project and continued conformance with the HCA commitments and requirements. Additionally, CCS believes the overall project represented in these drawing sets continue to reflect a high quality, unique character to make MGM Springfield a signature destination and truly “innovative urban casino” as described by the Massachusetts Gaming Commission (MGC).

Subject to a few remaining issues which have necessarily lagged in this process and are articulated in this report, the 95% CD set satisfactorily resolves all the issues raised in the prior compliance report from the 50% CD set. MGM’s ongoing pursuit of quality tenants for a few remaining buildings has not allowed these areas of the Project to advance to the 95% CD level and will require further detailed submittals once tenants are secured and finalized. While these remaining areas and tenants represent a small fraction of the total Project, they are still important components to the overall plan and therefore require special conditions to move forward. To that end, the City has provided additional parameters, design direction and new process milestones to ensure timely advancement and ultimate compliance with the HCA. Those specific areas have been identified below in this report.

Based on its review of the 95% CD submittals to date, CCS believes that (i) the construction documents for the Project reflect the high quality design and program commitments of the HCA and are in compliance with the Concept Design Documents and the Project Description (as those terms are defined in the HCA); and (ii) there has been no material change whether in scope or size to the Project and/or its Components (as that term is defined in the HCA), including the addition or deletion of a Component, that requires the approval of the City in accordance with the terms and conditions of the HCA.

KEY REVIEW ISSUES AND RESOLUTION / ENHANCEMENTS

(Aspects which have been resolved with agreement on specific enhancements and/or limited follow-up revisions or criteria as noted on particular elements)

- *Program Uses and Area Requirements:* consistent with the 50% CD submittal, the 95% CDs meet or exceed the requirements for program uses, tenants spaces, and overall program areas as stipulated in the HCA Exhibit G. Compliance with Exhibit G and MGM’s obligation to operate the Project in accordance with First Class Project Standards (as defined in the

HCA) requires full build out of the proposed program, inclusive of the Armory, relocated Church and Dave's Furniture (Main and Union) site.

- *Overall Landscape / Streetscape Design:* On May 18, 2017, the MGM team and design consultants presented a revised landscape/streetscape design package primarily for the Howard Street/Entertainment Plaza/Cinema Promenade area and Rooftop terraces and followed up with the supplemental drawings on September 1, 2017. Together the drawings reflect acceptable advancement of the concepts from the prior set including refinement of the hardscape delineation, the family of streetscape elements (bollards, street lighting, trash receptacles, planters) and the DaVinci Park design as a separate "respite" park. The drawings and directions were deemed acceptable to the City with the following criteria:
 - For maximum flexibility, the central element of DaVinci Park will be a landscaped element, while special emphasis may be placed on the topiary components shown around the perimeter
 - For maximum durability and year round usage, a portion of the higher traffic, open lawn areas of DaVinci Park will be high quality synthetic turf which will allow for the highest utilization of the space; the majority of the surrounding areas will remain lush landscape; MGM will provide samples of the turf and precedent examples of similar successful applications; the combination of lush background landscaping the foreground areas of high quality synthetic turf has been successfully deployed on other developments with good success
- *Comprehensive Signage:* On May 11, 2017 and in the supplemental set from September 2017, MGM's team submitted a further advanced package for the family of signs indicative of the styles and directions for the various uses throughout the project including casino, retail, Food and Beverage (F&B) and hotel. The signage designs respond to and build on the positive directions established in prior approved signage, namely the signature MGM garage sign as well as the themes of the interiors use of industrial trusses/structures. The City/CCS recognize that the exact signage (names, lettering, final configurations) will not be confirmed until tenant selection, however, we agree with the directions and styles presented. The City and CCS accept the current package subject to the following suggestions and criteria to guide the remaining signage advancement:
 - *Opaque/Blank Storefronts on Main Street and MGM Cinema Promenade:* in response to the City/CCS' request to "activate" glass storefront along blank or opaque sections of Main Street and MGM Promenade, MGM has agreed to enhance those window areas with signage, graphics and/or lighting so that there are no blank walls or gaps in the street character; for the Main Street storefront, MGM will provide historic placards/display to provide additional interest, information and activation related to the rich history of the Union Chandler Building and Springfield; this technique along with additional tenant branding graphics may be used along other areas of open glass
 - *Activation along Howard Street and Plaza:* In response to the City/CCS' desire for activation of storefront along Howard Street, MGM has agreed to enhance a feature wall of graphics, artwork and lighting along the back side of the High Limit gaming area and visible through the storefront; MGM to provide more details as these elements are advanced

- *101 State Street:* While the retail tenant(s) for the ground floor of 101 State are not yet defined, the City noted that making this an active and high quality retail corner is important for attracting pedestrian traffic further down Main Street
- *Temporary Conditions:* MGM has agreed that in limited conditions where tenants have not occupied space by opening, storefront glass will be screened with branding, graphics, artwork and/or combinations of all to provide a continuity and completeness throughout the district at all phases of development. MGM is targeting a majority of tenants to open with the casino opening
- *Composite Elevations:* at the request of the City/CCS, MGM provided composite drawings of all elevations inclusive of all signs, style/designs, locations, sizes and extent of signage to date. As MGM further advances the tenant selections and designs for individual signs, they will provide revised composite signage elevations to further illustrate the entire signage package in relationship to the facades and other signs. *Note that the final signage package requires a separate City and City Council submittal, review and approval process; the City anticipates that the composite drawing referenced above will be able to serve as the foundation for that submittal*
- *Exterior Lighting Package:* through a series of submittals and review sessions on the exterior building lighting, the City/CCS and MGM have agreed to the overall lighting strategy and design. The plans indicate a number of different exterior lighting options and techniques will be utilized throughout the Project to provide nighttime appeal, visual interest and highlights to the key features and elevations:
 - The City and MGM continue to explore further exterior lighting options of the 101 State Street building; as a key building on Main Street and cornerstone to the development, the City desires a lighting package that highlights this building similar to other historic structures along the Main Street Corridor
 - Similarly, the City has requested detail on the exterior lighting for the Armory, the Armory Marketplace, the Church and future Dave's (Main and Union) development once those tenants and design advance
- *Materials Samples and Building Mock-ups:* City staff has viewed sample boards and large-scale mock-ups of key elevation components and is pleased with the high quality of design, materials, and construction; additionally a "mock-up" of a hotel room was viewed and the City is again pleased with the overall design and details.
- *Cinema:* MGM continues to finalize selection of a vendor for the Cinema space which will dictate final theatre configuration. The City continues to recommend a strong preference for dine-in theater concepts that provides a unique, new-to-market product for downtown. MGM to update once tenant is known.
- *Day Care Building (SW Corner of Main & Union):* The City/CCS and MGM, through collaborative review and work sessions, enhanced the initial designs to provide for a more primary façade and stronger urban presence along Union Street; the enhanced Union Street design includes a new signature canopy/awning, feature accent lighting for night time appeal and consistency with the district, improvements to the entry door and additional fenestration,

and new branding and signage opportunities. The Office of Planning and Economic Development has approved the design and construction is underway.

LIMITED AREAS FOR ONGOING REVIEW AND DISCUSSION

(Areas requiring additional Design Submittals due to MGM's ongoing finalization of tenancies/program and related design refinement, and subject to recommended conditions/parameters noted for each)

The specific plan, design and development areas that will require additional submittals by MGM and review by the City are:

- *Main Street & Union Street Site (former Dave's Furniture Site):* Designs have not been finalized for this key Main Street site as MGM continues pursuit of a quality tenant. Upon selection of a tenant, MGM will make required design submittals. All parties concur that as a critical development parcel, it is advisable to find the best potential tenants versus settling for a less desirable retail use, while also targeting to have the core and shell complete by Project opening per the HCA requirement.

From initial concepts in the 50% CD set, MGM and the City have agreed on the following parameters to guide the advancement of the parcel design and tenant selection:

- Schemes that build to the lot line and hold the Main Street edge are acceptable and desirable solutions; setback of development from Main Street that interrupt the historic urban street wall fabric are unacceptable
 - Creative courtyard options that hold the Main Street edge, provide additional access and "portal" opportunities into the site and/or introduce outdoor dining and shopping opportunities through internal courts are acceptable
 - Program Use will respond to the HCA requirement for Food and Beverage concept and/or possible combination with a related Retail use
 - MGM will plan for any and all estimated utility needs now for future tenants to allow for completion of necessary infrastructure improvements/stubs and paving and avoid "undoing" them later or cuts into the improved Main and Union streets/sidewalks
 - MGM's schedule shows completion of this parcel development by August 2019 though MGM will endeavor to have the shell and core complete by Project opening
- *Relocated Church and Armory:* The 95% CD set and Supplemental submittals provide desirable designs for exterior terraces and landscape treatments for the Church and Armory that create a welcoming outdoor experience ideal for dining and interaction with the Armory marketplace. MGM has agreed to follow similar interior build out and quality consistent with the designs and conceptual themes throughout the development. Similar to the Main Street and Union Street Site, the Armory is a critical development parcel that should have the best potential tenants appropriate for that space.
 - the City and MGM have agreed that MGM will make design submittals as design work advances to allow the City to properly review and track such submittals

- MGM has proposed a possible temporary ground floor use for the Armory at the Project's opening with future permanent tenant and build-out of additional floors to follow; as a key use and activity generator to the Project's entertainment plaza, CCS recommends that the City request further schedule refinement/commitments for the completion of a permanent tenant and build out
- *Smoking Lounges:* based on recent experience at other high quality, urban casinos, MGM has proposed designating several dedicated smoking areas for casino patrons in order to avoid and limit the likelihood of patrons smoking in areas which would adversely impact other patrons. MGM and the City have agreed that all such designated areas will not negatively impact the street activity and overall design character or the project, and will in fact endeavor to positively enhance the project design.
 - From a programmatic perspective, this modification relocates the State Street Starbucks to Main Street which will enhance the level of pedestrian and urban draw along the Main Street corridor and may include some outdoor seating/tables.
 - The State Street terrace design requires further detail and advancement to ensure a quality environment and acceptable design that animates and addresses the State Street edge.
 - After opening, MGM has agreed to monitor all smoking areas for further changes or enhancements as needed to ensure objectives above.
- *Trolley Drop-Off/Pick-Up Locations:* While discussions continue between MGM and PVTA, the proposed trolley stops around the district should ideally be located to showcase the key areas of the Project along with other City assets. This may entail a stop at the Howard street circle within the entertainment plaza to help expose this key asset and destination space as well as within the Bliss Street/MGM way drop off.
- *Off-Site Market Rate Residential:* MGM's original commitment for including 54, market-rate housing units within the casino project itself was a most unique and welcome asset of the project since it would serve as a catalyst for other quality residential projects downtown and near downtown. Residential in the heart of Springfield's downtown is an extremely attractive and valuable asset to help enliven and strengthen the city fabric, and was a key aspect of the earlier Urban Land Institute's downtown visioning for Springfield. The first amendment to the HCA transferred and modified that residential commitment to locate the market-rate residential off-site but still in the heart of downtown with MGM committing the financial support and a residential developer implementing the plan. CCS supported this amendment as an enhancement to the original MGM commitment since it would likely be a better means to stimulate and encourage additional residential in the area.

The current evolution of the residential plan now focuses on MGM supporting the realization of the long-stalled redevelopment of the 31 Elm properties. Although the plans and details are not yet finalized for 31 Elm, the City has had CCS review the preliminary concepts and CCS finds this to be a further improvement and positive evolution of the residential idea. If the 31 Elm development is realized properly it will help create a high quality gateway to the casino block, will positively influence the likely potential for future improvements to the city's convention facilities across Main Street, and will provide a resident base in a location which can be a catalyst for other developers to complement.

Construction Schedule: A majority of the schedule reflects current timeframes consistent with the progression of the design and construction for an anticipated completion of

September 2018. There are a few limited areas whose construction/opening may extend beyond the Project opening date which are noted in this report.

- *Implementation Blueprint:* While not included in this review, the Implementation Blueprint to be provided pursuant to the HCA is a key, ongoing and long-term economic development tool that can greatly enhance and guide the collateral impact and future benefits to the City and broader community. Discussion should continue with MGM to move forward with this very timely and important aspect of the Project. A copy of the consultant's outline for this process has been attached which builds on the initial effort and strategies presented in April 2015.

RECOMMENDED COMPLIANCE CONDITIONS

CCS believes that completion of the remaining open items will enhance the overall development if MGM is allowed to continue to have the flexibility to advance them in collaboration and consultation with the City team; accordingly, CCS recommends that the following conditions/steps be taken to assure compliance with the Project Description and MGM's obligation to operate the Project in accordance with First Class Project Standards:

- Acceptable Resolution of Minor Open Issues on Landscaping, Signage, Lighting and opaque Storefronts:
 - MGM to resolve all minor open items as noted in this report in ongoing consultation and collaboration with the City team
- Smoking Lounges:
 - Any public street frontage impacted by the smoking lounges will be designed to address and animate the public realm, including quality design of the enclosures, fencing, landscape, and graphics
 - MGM to explore other options for programmatic uses/enhancements to further activate these areas including its commitment to study the South End Market terrace for increased engagement with/extension north to State Street
 - MGM to monitor the operation of the designated areas to mitigate conflicts between its smoking and non-smoking guests during the first three years of the Project and will propose modifications and improvements to each if needed, so as to balance the needs of both patrons
- Overall Retail and Food/Beverage Program Commitment:
 - MGM to meet the HCA-required programmatic areas consistent with the requirements and intent of the HCA
- Armory Fit out:
 - MGM to activate the ground floor area and open the space to the public to provide engaging and dynamic programming of the Armory by Project opening day, while it cultivates potential long term F&B operators.
 - Based on the final tenant program/selection for the entire Armory, MGM will endeavor to complete the permanent build-out within six (6) months of the Project's opening
- Main St. & Union St. Site Development and Build Out:
 - MGM to endeavor to complete the shell and core of this site by Project opening day with temporary storefront signage/graphics as per the signage "temporary conditions" of this report
 - MGM will endeavor to complete the build-out of this building(s) within six (6) months of the Project's opening in a manner consistent with recent discussion and directions provided in this report.

- Should MGM not complete the shell and core and build-out for either the Armory or the Main and Union Street site within this timeframe, CCS recommends the City work with MGM to determine an appropriate resolution.