

Exhibit 5-b
Memorandum of Understanding for
Western Massachusetts

By and Between

Massachusetts
Casino Careers Training Institute

And

Springfield Gaming and Redevelopment LLC

In November of 2011, Governor Deval Patrick signed legislation, which established Casino Gaming in Massachusetts. The primary purpose of the legislation was to stimulate economic development, i.e. job creation, private investment and new state and local tax revenue. With the potential development of three resort-style casinos and one slots facility the workforce need is significant, approximately 10,000+ workers statewide. In addition there will be workforce challenges related to construction of the facilities and the needs of existing businesses working with the casino operators. The legislation also called for a net job-gain for the Commonwealth. The intent is to create new career and job opportunities for the unemployed or underemployed in order to encourage personal growth and advancement. In order to meet this objective of a diverse job base and to scale up the workforce and the related training requirements the effort needs to begin as soon as possible.

In order to effectively respond to this workforce need, in partnership with the Workforce Investment Boards/Regional Employment Boards (WIB/REB) the Massachusetts Community Colleges have established the Casino Careers Training Institute, which includes a collaboration with the various workforce development partners in each gaming region within the Commonwealth. Through the Institute recruitment, screening, career counseling, training, job placement assistance and more will be provided by the colleges and the workforce partners.

Therefore to recruit and train the diverse labor force necessary to supply the new-to-Massachusetts casino industry in Western Massachusetts, the Massachusetts Casino Careers Training Institute (Institute) representing the educational workforce development partners of the region, with a principal place of business at 1 Federal Street, Building 101,

Springfield, Massachusetts 01105 (c/o Training and Workforce Options, a joint venture of Holyoke and Springfield Technical Community Colleges) and t Springfield Gaming and Redevelopment LLC with a principal place of business at 825 Berkshire Blvd, Wyomissing, Pa 19610 now enter into this Memorandum of Understanding (MOU) for the casino development in Western Massachusetts on this the 21st day of December, 2012.

And now therefore the parties jointly agree to the following:

- The Casino agrees to collaborate with the Institute in regard to workforce training and related workforce development services;
- The Casino and the Institute will work jointly to comply with the regulations of the MA Gaming Commission regarding training vendor criteria, certification and/or licensure, the training location, the supply of gaming equipment, and other requirements;
- The Casino Operator and the Institute's Lead Colleges will collaborate to develop a joint Diversity Plan to ensure that the trained labor pool meets the intent of the legislation and the Gaming Commission.
- The Institute will seek assistance from the Casino in order to develop an inventory of positions and the related qualifications/skill levels for each occupation while also being in compliance with the standards of the individual operator;
- The Institute has entered into an agreement with Atlantic Cape Community College to exclusively use its casino training curriculum in Massachusetts, or within 100 miles of the Casino, and will work collaboratively with the Casino to customize and/or contextualize the training to meet the needs of the facility;
- The Institute will provide a program/system to appropriate Casino employees as desired by Casino to become trained as certified trainers in the ACCC curriculum and to participate as trainers within the training centers;
- The Institute through its various partners will provide certain recruitment, screening, assessment, training development, training, job placement and other related workforce services in consultation with the Casino in order to create a diverse workforce;
- The Institute will develop training modules (and related certificate programs) for incumbent workers designed to meet the training needs of the Casino;
- The Institute and the Casino will work together to create and support Career Pathways for the Casino employees;

- The Institute and the Casino will jointly market these pathways to the community specifically to the unemployed and underemployed in the region; and,
- The Institute and the Casino will work together to review and implement Educational and Training career advancement opportunities that are aligned to the casinos' Career Pathways, and explore ways to encourage employees to participate in these pathways.
- The parties agree that the announcement of the execution of this MOU is the sole responsibility of the Massachusetts Casino Careers Training Institute. In the event that the Casino or its agents announces this agreement then said MOU will be void.
- All work products developed, owned or licensed by the Institute and its members are sole property of the Institute and/or members including the MA Gaming Commission. Said work product is developed for the purpose of workforce development planning for the Casino industry within the Commonwealth of Massachusetts. Information provided to the institute by the Casino and/or its affiliates remains the property of the Casino(s). Any citation or reference by the Institute of said Casino(s) information will require the written permission of said Casino(s) or its affiliates (or its or their licensor).

It is understood that upon publication of the relevant workforce development and certification/licensure regulations by the Commission and the awarding of a casino operator/developer license to the Casino that the Institute and the Casino will use good faith efforts to enter into a Memorandum of Agreement which will replace this document and provide specific detail regarding the development and implementation of the workforce training and related services.

In recognition of these joint agreements, both parties freely sign this MOU:

For the Institute:

For the Casino Developer/Operator:

William F. Messner

(Casino Representative)