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SPRINGFIELD REDEVELOPMENT AUTHORITY
CITY OF SPRINGFIELD, MASSACHUSETTS

PUBLIC MEETING HELD AT THE CITY HALL,
ROOM 220, 36 COURT STREET, SPRINGFIELD,
MASSACHUSETTS, ON NOVEMBER 14, 2012
BEGINNING AT 2:00 P.M.

M. Virginia Lanou
Court Reporter

1 APPEARANCES:
2 CITY OF SPRINGFIELD LAW DEPARTMENT
3 36 Court Street
4 City Hall
5 Springfield, Massachusetts 01103
6 Representing the City
7 BY: EDWARD M. PIKULA, ESQUIRE
8
9 SHEFSKY & FROELICH
10 111 East Wacker
11 Suite 2800
12 Chicago, Illinois 60601
13 Representing the City
14 BY: MICHAEL SCHALLER, ESQUIRE
15 SIDNEY FROELICH, ESQUIRE
16 KIMBERLY COPP, ESQUIRE
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INDEX

Questions from:

MICHAEL MATHIS.....	11
TROY STREMMING.....	22
ALEX STOLYAR.....	39

1 MR. SCHALLER: Good afternoon.
2 Welcome to everybody. My name is Michael
3 Schaller. I'm one of the city's casino
4 consultants, Shefsky and Froelich. Behind me
5 are my partners, Sid Froelich and Kimberly Copp.
6 I'm sure they'll jump in on an as-needed basis.

7 This is intended to be a working
8 session, as we said in the Phase II RFP. The
9 idea here is to be able to allow the proposers
10 to ask questions, to hear responses from the
11 city's perspective.

12 To the extent we don't have an
13 answer, we will reserve and we will get back to
14 everybody -- I'm sorry, also Ed Pikula, who is
15 the city solicitor.

16 We have a stenographer present, so
17 when you speak, please speak slowly and loudly.

18 Our intention is to post the
19 questions and the answers on the city's... on
20 the SRA's web page consistent with our mandate
21 to keep the process transparent.

22 Let me, if I can before we begin,
23 remind everybody of the protocol that was also

1 posted on the web page.

2 This is, as I said, a working
3 session. The sole purpose of this is to allow
4 the proposers to ask questions of the city and
5 its consultants.

6 Questions from the public or the
7 media are not permitted at this session. Again,
8 this is solely a working session for the
9 proposers.

10 We will have... the city I should
11 say, will schedule a public information session
12 at which each of the three proposers will make a
13 presentation, and at which session members of
14 the public will be able to sign up and ask
15 questions. So, that's coming. The date and the
16 place are still to be determined.

17 I think what I would like to do
18 because, again, the purpose of this is to ask
19 questions and get to know the people who will be
20 responsible for providing the proposers with
21 information as this process progresses. If we
22 can, I'd like to have each of the key department
23 heads stand up and introduce themselves briefly,

1 and then we'll start the question-and-answer
2 period.

3 MR. PIKULA: Start over here.

4 THE FLOOR: Chris Cignoli, city
5 engineer.

6 Al Chwalek, C-h-w-a-l-e-k. I'm
7 the DPW director, and also a member of the City
8 Review Committee.

9 I'm Steve Sevaria. I'm from Fuss
10 and O'Neill, the DPW's engineering consultant.

11 Pedge Lynch from the assessor's
12 office.

13 Anthony Wilson, associate city
14 solicitor.

15 Rhett Towles, law clerk.

16 Kate Kane, I'm a member of the
17 Mayor's Advisory Committee.

18 Pat Sullivan, director of Parks
19 and Building.

20 Lauren Stabilo, chief procurement
21 officer.

22 Bob Maggi, deputy CIO.

23 Andrew Doty, TI.

1 Tom Tedford, payroll director.
2 Joe Conant, fire commissioner.
3 Glenn Guyer, deputy of operations,
4 fire.
5 John Furman, chief administrative
6 financial officer.
7 Cecelia Goulet, acting director of
8 Internal Audit.
9 Donna Carney, 3-1-1 director.
10 Peter Sygnator, chairman of the
11 Board of License Commission.
12 Gilbert Nieves, assistant city
13 treasurer.
14 Steve Desilets, Building and Code
15 commissioner.
16 Georgeanne Hoyman, Springfield
17 Water and Sewer Commission, senior project
18 engineer.
19 Robert Stoops, the chief engineer
20 for the Springfield Water and Sewer Commission.
21 MR. PIKULA: On this side?
22 THE FLOOR: Angelina Santiago,
23 Operations manager.

1 Richie Allen, chairman of the
2 Board of Assessors.

3 Chris Moskel, director of the
4 Springfield Redevelopment Authority.

5 Patrick Burns, city comptroller.

6 Steve Lonergan, city treasurer.

7 Bill Cochrane, Springfield Police
8 Department.

9 Phil Dromey, deputy director of
10 Planning.

11 Kathleen Breck, deputy city
12 solicitor.

13 Brian Connors, deputy director of
14 Economic Development.

15 MR. PIKULA: Any other department
16 heads?

17 THE FLOOR: Helen Caulton Harris,
18 director Division of Health and Human Services.

19 Molly Fogarty, city library.

20 Bill Mahoney, director of Human
21 Resources.

22 Thomas Belton, director of Veteran
23 Services.

1 MR. PIKULA: And the Mayor's
2 Advisory Committee members?

3 THE FLOOR: Jill McCarthy Payne.
4 Nancy Dusek-Gomez.
5 Haskell Kennedy.

6 And I'm Edward Pikula, of the City
7 Solicitor.

8 I'm Kevin Kennedy, chief
9 development officer.

10 MR. SCHALLER: Thank you everyone,
11 for those introductions.

12 I don't have a particular
13 inclination how to do this one way or the other.
14 I know that Mike Mathis from MGM sent us some
15 questions this morning that he wanted addressed
16 at the meeting. So again, I don't want to play
17 favorites or anything, but Mike is sitting right
18 in front of me. Why don't you start asking?
19 You can ask follow ups, anyone else, any other
20 proposers, for further explanation. Please go
21 ahead.

22 MR. PIKULA: Before we start, we
23 have a sign-up sheet where all the department

1 heads and the city officials have signed in, or
2 are in the process of signing in. I don't know
3 exactly where in the room it is now.

4 But all the companies and
5 proposers' officials and representatives should
6 be signing in as well so we have a record of
7 that here.

8 MR. SCHALLER: Ed, in order to
9 communicate with the proposers, give them
10 information, are we going to circulate that?
11 Will they know who the various people are?

12 MR. PIKULA: That was my
13 intention.

14 MR. SCHALLER: So, everybody will
15 get a sheet so everybody will know who everybody
16 is, and I assume you have all the contact
17 information on there?

18 MR. PIKULA: Correct.

19 MR. SCHALLER: Again, in trying to
20 be helpful to the proposers as they go through
21 this process.

22 So Mike, you get question number
23 one.

1 MR. PIKULA: Could you please
2 identify yourself.

3 MR. MATHIS: I'm Michael Mathis.
4 I'm vice president of Global Teaming Development
5 for MGM Resorts. We are very pleased to be here
6 in this process. I'm very proud to have passed
7 the first phase one, as did the other people.

8 I've got three questions. The
9 first phase RQP asks for certain background
10 information about the companies and development
11 experience, and we provided some general
12 background on our company.

13 We were led to believe that that
14 might also be part of the Phase II RQP deal.
15 So, I guess at the outset I want to say that we
16 were really impressed with the kind of detailed
17 questions that were asked in the RFP2.

18 We have a large group of people
19 going through it. It's very daunting but I
20 think it serves the community very well in terms
21 of things you're asking us. So, at the outset
22 just let me say that.

23 But I didn't see any requests for

1 further development background and operations
2 background. Maybe less a question than a
3 comment. But we viewed the requirements in the
4 Phase II RFP as minimal requirements. To the
5 extent it wasn't asked for, we're going to
6 volunteer and provide additional background
7 information about our development history, and
8 we want to make sure that's appropriate to go
9 above and beyond.

10 MR. SCHALLER: I'm glad you asked
11 this question. Yes, I think the city does view
12 the criteria questions in the Phase II as being
13 a minimum, and certainly anything that a
14 proposer can do to help the city and its
15 consultants understand more about your company
16 and your proposal is certainly invited, and we
17 will certainly take it all into account.

18 So, whatever you want to tell us,
19 we're pleased to consider it.

20 MR. MATHIS: Great, thank you.

21 The gaming statute, as you know,
22 provides for certain portions of the
23 commonwealth tax revenue to be allocated out.

1 They're somewhat specific as to the particular
2 section and statute.

3 Some of those provisions relate to
4 allocations back to the local communities.
5 Specifically, there's a reference in the statute
6 to a local gaming-aid fund at a healthy twenty
7 percent.

8 There's a reference to a community
9 mitigation fund at six-and-a-half percent, and
10 there's also a reference to local capital
11 projects fund, which is two percent.

12 Based on our estimates and what I
13 understand about the way the other bidders view
14 the market, that could be tens of millions of
15 dollars perhaps back to the communities.

16 So, I know you have asked in the
17 RFP2 for -- in consideration of the city's
18 payment, and I understand that some of those
19 funds would be -- it would be your intention to
20 have them allocated toward a local gaming-aid
21 fund or for adverse impacts.

22 I just wanted a clarification that
23 the monies that will be collected and

1 distributed by the state and community -- which
2 you don't control, I understand that -- that
3 there will be some kind of consideration of the
4 funds that would come from the state when you're
5 evaluating how much is involved.

6 MR. SCHALLER: Short answer: No,
7 simply because we view that that money is coming
8 from the state: We don't know when it's going
9 to come; we don't know exactly how it's going to
10 be allocated amongst the communities; it affects
11 all the proposers equally.

12 And so what we've done here is
13 intentionally set up a competitive process. So,
14 we will not... I'm not sure how we would think
15 about how to take that into account in
16 evaluating the particular proposal. So, that's
17 really going to be between us and the state, and
18 all the other communities that have a right to
19 participate in those funds.

20 My recollection -- I haven't
21 looked at that section in a while -- is that
22 there are all sorts of mechanics for
23 establishing boards and whatnot in which various

1 communities will participate, decide how those
2 funds are allocated.

3 Again, I wouldn't know how to
4 think about how to provide some sort of credit.
5 And again, it's a level playing field. Those
6 funds are being furnished by the state, so I
7 don't think it really affects any one proposal
8 differently than another.

9 I hope that's responsive.

10 MR. MATHIS: It is, it is. It's
11 not quite the answer we were looking for.

12 MR. SCHALLER: Understood.

13 MR. MATHIS: But it is an answer.
14 Understood. And it is nebulous as to how much
15 you will get and when you'll get it.

16 MR. SCHALLER: Anything is
17 possible.

18 MR. MATHIS: Fair enough.

19 Last question: MGM has been very
20 active, as you may know, in neighborhood council
21 meetings, as the other bidders have as well.
22 So, one of the things we've heard a lot,
23 generally, is about traffic. That's not

1 uncommon when you're talking about a facility of
2 this type in this community.

3 So, I just want a little bit of
4 clarity on the traffic. We view the traffic
5 study ultimately as a collaborative effort
6 between us as the operator -- or whoever the
7 operator is -- and their consultant, and then
8 DPW and whoever your consultant is.

9 At the outset there's been
10 specific questions in regards to Phase II RPF
11 about the things you're looking for, sort of at
12 a higher level, which makes sense. We just want
13 to make sure there will be an opportunity for
14 what feels like a site-specific one-on-one
15 dialogue where we talk about the things that the
16 city would want to see and our views on it. We
17 are contemplating future phases of that.

18 MR. SCHALLER: I think the way, if
19 I can put it in my own words, traffic is a very
20 important consideration for the city and to the
21 residents: Access, street widening, stop
22 lights, right turns, left turns, all those types
23 of things.

1 We see it, I think, as an
2 intermittent process, meaning that we need some
3 basic information from the proposers as to how
4 you see people getting in and out of your
5 facility: Things like number of expected
6 vehicles, access from the highway, do we need a
7 ramp, how you're going to pay for that ramp.
8 Those sorts of questions are all very important
9 to the city.

10 When we get that information in,
11 as you've suggested, we will be reviewing it
12 with our traffic consultants, and we will
13 probably... it's likely we will come back to you
14 with questions, refinements, and a little more
15 information to explain this, whatever.

16 And then for those, for the --
17 when we get into the host-community agreement,
18 negotiations, all this information is going to
19 be reduced to schedules or exhibits. At that
20 point we would be looking for more refinements.

21 So, obviously you need a reaction
22 from the city -- and possibly from the state and
23 federal officials -- I don't know exactly what

1 people are going to propose, so we're mindful of
2 the fact that you're going to need feedback from
3 others before the plan is really personalized.

4 MR. MATHIS: Thank you very much.

5 THE FLOOR: Well, I'm not sure I
6 completely understood the answer, but, you know,
7 with any development of any significance --
8 well, I'll speak for my department -- we would
9 like to get involved in the early innings as
10 much as possible. And generally speaking, what
11 we would do in development, any time a developer
12 is at a point where they have a preliminary site
13 plan, they're going to come into engineering
14 and/or water/sewer and kind of lay it on the
15 table to the point that... of the information
16 they have collected. And then we have a back
17 and forth and tweak it.

18 I don't know if I understood you
19 to say, yeah, you're going to do that, but after
20 they do the submission.

21 And I would suggest, if it's
22 appropriate, that after today, that we're kind
23 of allowed to sit down one-on-one with each of

1 the developers on the site unique to itself, so
2 we don't waste time and money.

3 MR. SCHALLER: I think it's a
4 great, great suggestion. I answered it the way
5 I did because I don't know what the timing is on
6 their side in terms of being able to produce
7 what is needed to produce and make that --

8 THE FLOOR: I'm surprised they
9 don't have it. So, that's okay.

10 MR. SCHALLER: Sure. No problem.

11 THE FLOOR: The DPW is open for
12 business.

13 MR, PIKULA: If I may? You know,
14 all of you who have done this before, you have
15 to talk with city officials and put together
16 some documents so that you can do that. The
17 first is going to be this sort of meet-and-greet
18 so you have everyone's info and you have a
19 contact sheet, and we will circulate that and
20 you'll have it.

21 The second is, we want to keep a
22 record, a log of all this, so we have as much
23 accountability and transparency as we can have.

1 So, there's two documents that the
2 department heads have been provided and will be
3 using. One is going to be a phone log; so we
4 would ask that you identify yourself, that you
5 are acting on behalf of a proposer, so we can
6 have a record of it.

7 And two is going to be a meeting
8 log. And again, it will just be a document so
9 that everyone knows who is in the room and who
10 was there when. So that, again, we can be kept
11 abreast that there are no sort of "back-room
12 deals" going on or anything like that, and so
13 that everyone gets the information they need to
14 put together their proposals.

15 And the studies -- we know this is
16 a lot of work. We know there's a lot of
17 information, but that's what you guys do in your
18 course of dealings.

19 So, toward that end we have talked
20 a little bit about the confidentiality, or lack
21 thereof, that Massachusetts has a very open
22 public records law, and that's going to help you
23 get the information from our departments.

1 But again, anything that you
2 submit is also public record. Unless, as
3 identified in RFP, it falls under some
4 exemption: If it's proprietary, or
5 trade-secret-related, or that aspect in Chapter
6 23K that talks about an exemption for materials
7 submitted in an application to protect the
8 competitive nature.

9 So if, in fact, you're going to be
10 giving us information that you feel should be
11 confidential, you need to identify that. And
12 that has to be sort of ruled upon to make sure
13 that everyone's interests are protected -- the
14 private interests and the competitive nature of
15 the process that we're going through, and the
16 public interests, and the need-to-know so we can
17 balance those things out.

18 So, I would just ask that you keep
19 those things in mind and know that we expect you
20 to be contacted, and it may be a situation where
21 you're going to talk to one department and they
22 need to say, "You know, I need to get I-T
23 involved," because you're going to gather data

1 that maybe they can't get their hands on. Or we
2 need to get law involved because I need some
3 sort of ruling on this, or I need help -- so, if
4 that's helpful.

5 MR. SCHALLER: I think Ed's point
6 -- we're not trying to put the proposers in a
7 box and say, "Give us your proposal based upon
8 your information only."

9 What we are trying to do is have
10 an orderly process so that everybody is treated
11 the same, so it's a level playing field for all
12 the proposers, so you have access to all the
13 department heads. And again, we just walk in
14 and try to do this in an orderly fashion.

15 Anything else from MGM?

16 MR. MATHIS: No, thank you.

17 MR. SCHALLER: Troy, go ahead.

18 MR. STREMMING: Thank you.

19 Troy Stremming. I'm a senior vice
20 president of government relations and public
21 affairs for Ameristar Casinos.

22 I just want to start with a
23 follow-up to that question. So, is the protocol

1 that we would actually contact them directly, or
2 do we need to go through your office first to
3 let you know that there's some contact? I want
4 to make sure we're not violating the prohibited
5 communications.

6 MR. PIKULA: I can speak to that.
7 There's no prohibition for you to contact
8 department heads to get the information you
9 need. You should know that there will be a
10 phone log, there will be a meeting log, and we
11 want to keep track of that so that we're not
12 crossing any lines here. That being said, as
13 they feel they need guidance, they can contact
14 us.

15 MR. SCHALLER: Anything else from
16 Ameristar?

17 MR. STREMMING: Yes. We have a
18 few questions.

19 Again, we want to thank everyone
20 for being here and taking time out of your busy
21 day for this. I want to say we're very pleased
22 and proud to be moving into Phase II, so we look
23 forward to working with all of you.

1 The first question we had
2 regarding the time line with the extension now
3 to January 3: Will that also result in the
4 other action dates that are on your calendar
5 being moved forward? And if so, will you put
6 that in the calendar?

7 MR. SCHALLER: I'm glad that you
8 raised that. This is one of those questions
9 that the city has to reserve on. We don't know
10 yet. I don't want to predict movement of the
11 dates. I think we indicated in Amendment Number
12 One that the city may consider changing the
13 other dates, but for right now we're taking it
14 one step at a time. So, we don't know that.

15 MR. STREMMING: Our second
16 question regards the public information section
17 that we talked about earlier. There are a lot
18 of details about that in the RFP2.

19 We're trying to get a better
20 feel -- particularly in light of questions that
21 we encounter from the public -- will those
22 actually be questions from people who are
23 Springfield residents? Could people come in

1 from outside the community, or even the state,
2 to ask questions? Is there some type of
3 parameters on pre-qualification, just so the
4 questions are specific to each.

5 MR. SCHALLER: I don't think we
6 have nailed it down to that point yet. I can
7 tell you the way we have done it in the past, it
8 has worked well. It's that each proposer gets
9 to make a presentation, thirty to forty-five
10 minutes, something in that range.

11 And as to who goes first, second,
12 or third, we'll have to figure that out.
13 There's advantages to each. The way we have
14 done it is... had limited it to Springfield
15 residents because they're the ones that are most
16 impacted by that. We've had them sign up, give
17 their names, where they live. We don't have
18 them do anything ahead of time. We do it
19 actually at the session.

20 Then they have, say, three minutes
21 to ask questions of anybody or everybody, and we
22 will have city people there because some of the
23 questions may pertain to the city and the

1 process.

2 I know that Mr. Kennedy is working
3 on the date and the place, and I'm sure we will
4 have information very soon. I know people have
5 schedules and everything has to be organized.

6 MR. STREMMING: Thank you.

7 The next question we had was
8 regarding schematic versus concept designs. We
9 had some discussions back and forth. We want to
10 make certain that all of the proposers
11 understand exactly what is wanted. It's our
12 understanding that you don't want construction
13 documents?

14 MR. SCHALLER: Right. To that
15 point, which we were asked earlier in the week,
16 we had posted -- I believe today -- to the SRA
17 web page, Amendment Number Two. And that
18 Amendment Number Two, as long as we're on it,
19 let me just tell people what's in it.

20 Amendment Number Two covers three
21 items. One is the question that Mr. Stremming
22 just asked, which is, we are clarifying what we
23 mean by schematic drawings. We're explaining

1 that... we took out the word "schematic," and we
2 said we're just looking for drawings that
3 illustrate, at a minimum, the list of items -- I
4 think there were ten items we were looking for
5 -- which have to be drawn to scale, but they are
6 not intended to be detailed, architectural
7 plans.

8 There were two other points in
9 response to issues that were raised by
10 proposers. And again, this is already on the
11 web page. But since you asked, let me just go
12 into it.

13 We were asked by several
14 proposers... we had changed the date, extended
15 the date from December 14 to January 3, the
16 submission date. We then wanted to clarify that
17 notwithstanding that extension of the submission
18 date, the \$400,000 application fee to the state
19 still had to be paid by December 14, and the
20 \$250,000 Phase II submission fee still had to be
21 paid by December 14. But that the evidence that
22 the proposer had become an applicant, in other
23 words, all the forms that have to be filed with

1 the state under the RFP1 don't have to be filed
2 until January 3. So, that clarification is
3 posted.

4 And then there was a final
5 clarification. The Exhibit A to the Phase II
6 which was captioned "Acknowledge consent and the
7 release" provided in paragraph three that the
8 releasor -- in other words, the proposers --
9 were agreeing that the city does not acknowledge
10 or agree that any of the submitted information
11 is confidential and/or proprietary... again, in
12 response to a comment.

13 We clarified that that was the
14 case unless the city determined otherwise
15 pursuant to the section of Phase II that deals
16 with confidentiality. So, those have been
17 posted.

18 MR. STREMMING: Great.

19 MR. PIKULA: You know, we actually
20 talked about batting order for making proposals,
21 and we actually thought the best way to do it
22 was to shuffle the deck and cut cards.

23 MR. STREMMING: Seems fair.

1 The next question we had is -- and
2 I will just reference page nine of the RFP2.
3 It's regarding the zoning ordinances for
4 casinos, which we know currently don't exist.
5 Do you have any idea as to timing when these
6 might exist, or if there's some draft document
7 that we might get to review subsequent to this
8 process?

9 MR. PIKULA: Phil Dromey is our
10 Planning director. Phil, raise your hand. He
11 is the person to meet with to go over zoning
12 requirements. You know, those are very
13 site-specific questions, particularly if there's
14 properties that may need variances, or some
15 other changes.

16 But for the most part if you look
17 at our existing zoning ordinances, every site is
18 going to require a special permit. And a
19 special-permit-granting authority in Springfield
20 is the city council.

21 So, Phil can go over the process
22 for that and we can talk about the timing of it,
23 but that's probably something that comes down

1 the line.

2 The other thing you should know is
3 we do have a proposed zoning ordinance in front
4 of the city council. It is posted on our
5 website for the Planning Department. So, you
6 can look at that. Again, I don't want to step
7 on Phil's territory here, but for the most part
8 it's the same requirement that you have under
9 the existing, in that there would still be a
10 special permit required.

11 Anything else that you want to add
12 to that?

13 MR. DROMEY: No. Again, under the
14 current ordinance you would require a special
15 permit from the city council for what is
16 considered to be an indoor place of amusement.
17 Under the proposed ordinance, which is right now
18 in committee and only has about thirty-plus days
19 to expire or be approved, there is, in addition
20 to the indoor place of amusement, we also have
21 proposed a peer review system which would
22 trigger a review, basically starting at a
23 site-plan review by the administrative staff all

1 the way up to the city council.

2 My opinion is that would probably
3 trigger an additional special permit due to the
4 size of the project.

5 There is no current idea to create
6 a casino zone that I'm aware of. We believe
7 this is covered under the existing ordinance
8 which could be used for the
9 special-permit-granting authority -- as well as
10 the proposed zone also has regulations that
11 would cover casino operations.

12 MR. PIKULA: Phil, maybe you could
13 also talk a little bit about site-plan review.
14 The existing ordinance for the city really
15 doesn't have site-plan review, but as a
16 condition of any special permit, we always
17 require special site-plan review. And again,
18 Phil would be the person to talk to in terms of
19 the requirements process there.

20 MR. DROMEY: It kind of just...
21 under our current zoning ordinance there is no
22 technical-site-plan review process except for
23 the Department of Public Works. If you require

1 a special permit, you kind of theoretically go
2 under the site-plan review process. That's kind
3 of the same avenue that we have taken with the
4 new document, although there is sufficient
5 site-plan review process contained in the
6 document. If you require a certain permit from
7 the city council, you go through that
8 simultaneously rather than having to go through
9 the planning board routine.

10 Under our current ordinance there
11 is no site-plan review process, unless you
12 require a special permit, and then you go
13 through that process under the city council.

14 Under the new ordinance, although
15 we have a specific section for site-plan review
16 process at the planning board level, if you
17 require and trigger a higher review -- which I
18 believe this one would -- site review
19 simultaneously under the city council for the
20 special permit. So, it wouldn't require you to
21 go to a planning board and then the city council
22 for a special permit.

23 MR. SCHALLER: Clear as day.

1 MR. DROMEY: Just to follow up on
2 that... I do believe that all of the areas that
3 are being proposed, I don't believe... I mean
4 the south end is, depending on how far it goes,
5 there may be some need for zone changes.

6 I certainly believe that the Page
7 Boulevard, the least-restricted zone in the city
8 as industrial Zone A and allows a special
9 permit. Even though the north end of it...
10 there's a mixture of business and industrial.

11 The south end is where you start
12 to get a mixture of business and, in some areas,
13 the further south you go in the south end, you
14 do tend to hit some residential districts, so
15 there may be some requirements for zone changes
16 as well as certain variances for heights and for
17 setbacks.

18 MR. PIKULA: One other thing: Did
19 you want to talk about urban-renewal districts
20 as well in terms of approvals there?

21 MR. DROMEY: Yes. Again,
22 depending on what section of the city you're
23 located in, there could be additional reviews

1 required by the Springfield Redevelopment
2 Authority. I think those are probably specific
3 to the south end, and I think the north end has
4 an underlying urban-renewal zone now that are
5 under the urban-renewal plan, though.

6 There are specific -- as an
7 overlay to the underlying zoning that you
8 require -- sometimes more restrictive regulation
9 regarding signage and height, so those do
10 require, sometimes, waivers by the Springfield
11 Redevelopment Authority and additional
12 site-review plan process through that particular
13 board.

14 MR. STREMMING: I have just a few
15 more.

16 The top of page eighteen in the
17 RFP2, there's a discussion regarding temporary
18 casinos and if the Commonwealth would approve
19 that... somewhat, we were a little surprised to
20 do that.

21 So, I guess the question we have
22 is, is that something that the city is actually
23 considering? Or is that something that it is

1 not considering?

2 MR. SCHALLER: I'm going to let
3 Mr. Froelich answer that.

4 MR. FROELICH: We had asked the
5 question several months ago to Karen Crosby as
6 to what their position is going to be on that
7 topic. As you know, the city could well have
8 interest in that. We don't want to be pushing
9 uphill. The statute, if you read it literally,
10 does not contemplate temporary casinos.

11 On the other hand Crosby said,
12 "What I'm telling you is I don't know. I'm not
13 telling you no. We're going to look at it.
14 We're going to consider it and get back to you."
15 The only conversation that was had in addition
16 to that was it generates more revenues, which
17 most states are interested in doing. So, we're
18 going to get a better answer down the line.

19 MR. STREMMING: Obviously it's
20 very important because it can be viewed two
21 different ways. The sooner to get revenues, but
22 at the same time across the country there have
23 been temporary casinos that stay temporary way

1 too long. So, we want to get some
2 clarification.

3 MR. SCHALLER: I think the reason
4 he asks the question -- we know it's subject to
5 all sorts of things: Subject to getting a site,
6 subject to tax rate, subject to all sorts of --
7 how long I can keep it open so I can recover my
8 capital? We recognize that there's a whole host
9 of questions that you're going to have.

10 This is more of the case of, take
11 everybody's temperature and see if all the
12 proposals say this is the greatest thing since
13 sliced bread, and go back to the commissioners
14 and say, "Hey, we would like you guys to
15 consider it because our proposers would really
16 like to do something within that parameter."

17 MR. FROELICH: I think we're going
18 to take the lead from the state.

19 MR. PIKULA: The state has issued
20 a policy framework where they're looking for
21 feedback, and I think there's one on this issue
22 here.

23 MR. STREMMING: The next question

1 we had regarding the studies that are required,
2 obviously there are a lot of studies. Our
3 traffic study alone is going to be quite
4 voluminous. There is a request that we provide,
5 I think it's twenty-two copies of everything
6 that we provide to the consultants.

7 What we want to better understand
8 is, does it make more sense for us to provide
9 you with an executive summary in each of those
10 twenty-two copies for each of the studies that
11 are required, and then give you the actual
12 studies separately in separate appendices?
13 Because otherwise, as you might imagine, you're
14 going to get volumes and volumes of documents.

15 MR. SCHALLER: I think it's a good
16 idea, Troy. I think different people are going
17 to be reviewing it. Truthfully, us reading a
18 fifty-page document on traffic doesn't make much
19 sense. Al is going to be doing that. So I
20 think it's a great suggestion.

21 We'll come up with... let's assume
22 that we're going to do it that way, in a
23 summary, and then we'll specify that that's what

1 we're going to do is produce a summary of those
2 sections, and then we'll specify how many copies
3 of the actual report should be provided to the
4 various departments, because there's no reason
5 for us to get twenty-two of those.

6 I think that's a good thought.
7 We'll post something on the website that's more
8 specific. We'll go through each of the studies
9 and see if in some cases we would like multiple
10 copies. Let me make a note.

11 MR. STREMMING: Then we have just
12 one last question regarding page ten. I think
13 the exact language that you used in page ten
14 regarding the project construction schedule, the
15 project construction -- it is project
16 construction schedules. But we assume what
17 you're looking for there is a complete project
18 development schedule so that we're talking about
19 from the time of approval of getting a license
20 to opening, and not from the time of putting a
21 shovel in the ground to opening. Obviously,
22 that could be quite different between the
23 projects.

1 MR. SCHALLER: Yes, yes, I think
2 that's a good point, very helpful.

3 MR. STREMMING: That's all I have.
4 Thank you.

5 MR. SCHALLER: I don't mean to
6 disparage you because you're in third place.

7 MR. STOLYAR: Again, thanks very
8 much for everybody here.

9 My name is Alex Stolyar,
10 S-t-o-l-y-a-r, vice president of corporate
11 development for Penn National Gaming.

12 A lot of the questions have been
13 covered so this shouldn't take too long. One of
14 the questions we had was about how you're sort
15 of going to weigh different subject matters in
16 the selection process.

17 For example, land costs. You
18 know, speaking from our perspective, as we were
19 looking around for a country site to do our
20 proposal on, we chose to focus on the urban core
21 of the city.

22 One of the things that goes along
23 with that is higher land costs. You can go out

1 in a cornfield and build something a lot
2 cheaper, or buy the land a lot cheaper.

3 We're trying to get a sense of how
4 the city is going to value or, you know,
5 quantify the amount that we're spending on land
6 relative to other proposals.

7 MR. FROELICH: I think this is
8 clearly a factor. I think there are aspects of
9 land acquisition that are... they start with
10 money but they also tell you "here's what we're
11 doing." So, it will be looked at conversely,
12 you know, someone is spending \$100 million on
13 real estate, the city is still very interested
14 in what is it going to get. It's going to get
15 taxes, real estate taxes and the like.

16 But it's certainly very interested
17 in what the revenue sharing, if you will, the
18 dollar amount it's going to receive.

19 It's going to be considered but
20 we're not going to take it any further, anything
21 encroaching dollar for dollar, for instance, if
22 you were out-negotiated by someone and ended up
23 paying more, the city is going to be interested

1 in what's in it for the city, relevant
2 consideration.

3 We're interested in making sure
4 business stays in the city, so to the extent
5 you're displacing someone, they're going to stay
6 in the city -- that's a plus.

7 But specific weighting, no, we're
8 not going to do that with the specific
9 weighting. At the end of the day it's still
10 subjective. We don't know, and have never been
11 able to figure out the points score system
12 because there's an element of -- does the city
13 like it? Is it a plan that it likes? Is it a
14 plan that it feels comfortable with? Those are
15 very hard to weigh in terms of points.

16 So, factored in by the biggest is
17 what are we going to get? How many jobs do we
18 get? How much money do we get?

19 MR. STOLYAR: Okay, understood.

20 There was mention in the RFP about
21 the... nobody should be able to flip this
22 project, to be able to just transfer ownership
23 right away.

1 MR. SCHALLER: Correct.

2 MR. STOLYAR: Does that apply to
3 inner intra-party transfers as well?

4 MR. SCHALLER: We just started
5 looking at that. Let me kind of give you the
6 broad brush. Number one, the city is going
7 through this extensive process to select, and
8 has been fortunate to attract three world-class
9 developers. We're going to get to know you very
10 well over the next couple of months, and your
11 proposals.

12 We are relying upon your
13 experience, financial ability, and so forth in
14 large part in making this very difficult
15 decision that we have to make. To then allow
16 the proposer to immediately turn around and sell
17 it to a stranger to the process, we don't think
18 would be responsible and in the best interest of
19 the city. Now that is sort of the \$30,000
20 response. But it's not responsive directly to
21 your question.

22 Certainly public company
23 shareholders, even though they are the ultimate

1 owners of the project, we're not restricting --
2 we have no -- at least right now -- present
3 intention to prevent that transfer.

4 Similarly, if a company decides --
5 and we had this happen in the City of Detroit --
6 if an entire company decides to sell itself to
7 another major company, we're not trying to
8 prevent that sort of organic change. We
9 recognize in some of your structures, we
10 believe, are going to have individuals or trusts
11 or other entities of possibly local people.

12 In those situations we're going to
13 allow more leeway because we understand that
14 people do things for estate-planning purposes,
15 maybe they want to cash out early or whatever.
16 So, small pieces obviously, small percentages
17 are not -- at least are not going to try to
18 restrict.

19 What we're really interested in is
20 doing business with a particular proposer. We
21 want to make sure at the end of the day we're
22 still doing business with that proposer and not
23 a stranger.

1 I know I'm not being very
2 specific. That's one of those items that we
3 just put a line item in the Phase II to alert
4 people that there would be transfer restrictions
5 but we have not yet worked out all the
6 precise details.

7 MR. FROELICH: I want to offer
8 that by simply saying if there's a substantial
9 partner in your deal as a result of Phase II --
10 and obviously all of you could end up with
11 additional partners or additional investors, and
12 that person is important to the deal, financial
13 standpoint, or for some other significant
14 point -- our preliminary thinking is we felt
15 we'd try to apply that kind of important an
16 individual to somebody who is not key to the
17 deal, either financially, operationally, or in
18 some other method I can't think why we would
19 have to transfer.

20 MR. SCHALLER: We're trying to be
21 practical and realistic that we know there are
22 good and legitimate reasons for people to want
23 to transfer. And as long as we know we have the

1 company that is doing business with the
2 important people, important entities, that we're
3 probably okay with that.

4 MR. STOLYAR: Thank you.

5 You're seeking a financing
6 commitment of 120 percent of the project budget
7 with the RFP?

8 MR. SCHALLER: Would you direct me
9 to that? Are you sure that wasn't in the state
10 act? I just don't recall it off the top of my
11 head.

12 MR. STOLYAR: It might be in the
13 state act. I thought that was in the local one
14 as well. I could be mistaken.

15 The question is, in relation to
16 that kind of commitment, is that going to be
17 focused on the project budget or the project
18 scope?

19 MR. SCHALLER: I can't answer
20 that. I don't think that was something that we
21 were seeking. I'll take another look at that in
22 here and we'll post a response.

23 MR. FROELICH: I'll go through it

1 as well. We'll put it in writing.

2 MR. STOLYAR: Has the City of
3 Springfield done any work, any studies on what
4 it anticipates the local impact to be, both on
5 the City of Springfield and on the neighboring
6 communities?

7 MR. SCHALLER: Not as yet. We
8 will be doing that. The city is in the process
9 now of engaging consultants, additional
10 consultants. And one of the reports, one of the
11 studies we will be commissioning is an impact
12 study. But that's not yet started.

13 MR. STOLYAR: And when that impact
14 study is done, will that also take into account
15 the amount of property taxes that the new casino
16 development will be providing?

17 MR. SCHALLER: Yes.

18 MR. STOLYAR: That will all be
19 taken into account with the local impact?

20 MR. SCHALLER: Correct.

21 MR. STOLYAR: Excellent.

22 Those are my questions.

23 MR. SCHALLER: Very good. Thank

1 you very much.

2 Any of the other proposers have
3 any follow-up issues, anything? We're here to
4 help you.

5 I know that, Ed, you had a few
6 items on the lobbying.

7 MR. PIKULA: I can. You should
8 know that all of our department heads have been
9 briefed as to the applicable laws under Chapter
10 268A which is our state ethics law, and Chapter
11 55 terms of office of campaign and political
12 finance, because there are rules about political
13 activity, and there are rules about talking in
14 support of or in opposition to ballot questions.
15 So, we're going to err on the side of caution
16 here, and I would just ask that each of you
17 consult your local counsel as to what laws may
18 be applicable to you, what filings you may have
19 to do, if any, with regard to ballot questions,
20 as those issues come forward.

21 The only other thing I have is,
22 has someone seen the sign-up sheet? If we could
23 make sure we have everyone on it. Rhett, if you

1 could make sure that each of the proposers has
2 had a chance to see that. Why don't you start
3 right there. Make sure everyone who is here on
4 behalf of the casinos, a representative or an
5 agent or attorney, signs in so we have a record
6 of who was here.

7 MR. SCHALLER: We found your
8 question. I'm glad -- we were thinking of it
9 differently, which is why I drew a blank.

10 MR. STOLYAR: They have it in here
11 as twenty percent.

12 MR. SCHALLER: It's in Section 3E
13 of Phase II and what we were looking to elicit
14 from this was to make sure that the proposers
15 could handle financially a twenty percent cost
16 overrun. We're not looking for a financing
17 commitment here. We want to know, based upon
18 all of your financial ability, your project,
19 you're estimating a cost of \$800 million which
20 includes land and everything else, we want to
21 make sure you can handle that magnitude of cost
22 overrun on your project.

23 I hadn't really thought about,

1 should it apply to construction costs only?
2 Should it include professional fees? I'm fairly
3 confident that all the proposers here will be
4 able to handle that sort of... if there's a cost
5 overrun of that magnitude.

6 MR. STOYLAR: So, I guess let me
7 ask my question another way then. Let's say
8 we're fortunate enough to be selected and we do
9 start to have cost overruns, will we be able to
10 reduce some of the scope of the project? In
11 other words, can the scope be reduced as long as
12 the total amount invested stays at or above what
13 it was committed to?

14 MR. SCHALLER: I'm sorry. I don't
15 understand exactly what you're asking. You're
16 saying that you submit a proposal, and then at
17 some point you change the proposal and now you
18 need to amend it, or this is during the building
19 stage?

20 MR. STOYLAR: Yes. Let's say
21 during the design or the building stage,
22 whenever it is, let's say the size of the
23 entertainment venue needs to be reduced...

1 however the total amount --

2 MR. SCHALLER: What flexibility do
3 you have?

4 MR. STOYLAR: Can parts be
5 increased as long as the total budget stays the
6 same or doesn't go down?

7 MR. SCHALLER: That's a good
8 question. It's something that we are thinking
9 about now as it comes to the host community
10 agreement. Obviously what we're doing is...
11 ideally what we are trying to do is when we get
12 to the final proposal, we are trying to sort of
13 freeze that in time and use that, what you're
14 proposing as we will schedule those items as
15 part of the host community.

16 So, if you're telling us you're
17 going to build four hundred hotel rooms at a
18 cost of "X," that's what we expect you build.

19 Now, being realistic about it, we
20 will probably have some language that if there's
21 a material change, you have to come back to us
22 and get our consent. So, there will be some
23 room because we understand that once you start

1 developing, there may be reasons, good and valid
2 reasons, to make a change for a variety of
3 reasons. So there will be some flexibility, if
4 that's what you're asking.

5 MR. FROELICH: To be clear, we're
6 anticipating that if a developer says, "I'm
7 going to build a 150,000 square foot gaming
8 floor, seven restaurants, and a four hundred
9 room hotel," that's what we expect to have
10 delivered.

11 MR. SCHALLER: Right. If you're
12 telling us you're going to build a Cadillac,
13 don't give us something else.

14 MR. FROELICH: I didn't want
15 Michael's answer to be sure, you have to get our
16 consent. It will be difficult to obtain our
17 consent if it's a material variation from what
18 was selected.

19 The reasons for that are
20 multi-fold. Not only is that the basis for
21 which you chose the developer more likely than
22 not one of the reasons that the state said yes,
23 you're suitable. But remember, we went out to

1 the citizens and got a vote. That vote is based
2 on that host community agreement, and what was
3 promised to be built. If that's not what is
4 going to be built, citizens aren't going to be
5 happy with us, or with you guys. So, it's going
6 to be a hard area.

7 There are circumstances, but
8 they're going to have to be huge and they're
9 probably going to have to be extraneous to your
10 project -- it's probably going to have to be
11 "war broke out," of that type.

12 MR. STOYLAR: Understood.

13 MR. SCHALLER: We're here to help.
14 So, does anybody have anything else?

15 MR. FROELICH: Remember, we're
16 from the government. So, we've heard that story
17 before, we're from the government. We're here
18 to help.

19 MR. SCHALLER: Ed?

20 MR. PIKULA: No. Just make sure
21 we have all your contact information.

22 MR. SCHALLER: Thank you.

23 (Public meeting concluded.)

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REPORTER'S CERTIFICATION

I, M. VIRGINIA LANOU, Notary Public
Stenographer, hereby certify that the foregoing is a
true and accurate transcript of my stenographic
notes, to the best of my knowledge and ability this
28th day of November, 2012.

M. Virginia Lanou

	\$	19:6, 41:11, 41:21, 41:22, 49:4, 49:9	allows [1] - 33:8	Audit [1] - 7:8	brush [1] - 42:6
\$100 [1] - 40:12		abreast [1] - 20:11	alone [1] - 37:3	Authority [3] - 8:4, 34:2, 34:11	budget [3] - 45:6, 45:17, 50:5
\$250,000 [1] - 27:20		access [3] - 16:21, 17:6, 22:12	amend [1] - 49:18	authority [2] - 29:19, 31:9	build [5] - 40:1, 50:17, 50:18, 51:7, 51:12
\$30,000 [1] - 42:19		account [4] - 12:17, 14:15, 46:14, 46:19	Amendment [3] - 24:11, 26:17, 26:18	AUTHORITY [1] - 1:1	Building [2] - 6:19, 7:14
\$400,000 [1] - 27:18		accountability [1] - 19:23	amendment [1] - 26:20	avenue [1] - 32:3	building [2] - 49:18, 49:21
\$800 [1] - 48:19		accurate [1] - 53:5	Ameristar [2] - 22:21, 23:16	aware [1] - 31:6	
	0	Acknowledge [1] - 28:6	amount [5] - 40:5, 40:18, 46:15, 49:12, 50:1		B
01103 [1] - 2:3		acknowledge [1] - 28:9	amusement [2] - 30:16, 30:20	back-room [1] - 20:11	built [2] - 52:3, 52:4
	1	acquisition [1] - 40:9	andrew [1] - 6:23	background [5] - 11:9, 11:12, 12:1, 12:2, 12:6	Burns [1] - 8:5
11 [1] - 3:3		act [2] - 45:10, 45:13	Angelina [1] - 7:22	balance [1] - 21:17	business [7] - 19:12, 33:10, 33:12, 41:4, 43:20, 43:22, 45:1
111 [1] - 2:6		acting [2] - 7:7, 20:5	answer [10] - 4:13, 6:1, 14:6, 15:11, 15:13, 18:6, 35:3, 35:18, 45:19, 51:15	ballot [2] - 47:14, 47:19	busy [1] - 23:20
120 [1] - 45:6		action [1] - 24:4	answered [1] - 19:4	based [4] - 13:12, 22:7, 48:17, 52:1	buy [1] - 40:2
14 [4] - 1:9, 27:15, 27:19, 27:21		active [1] - 15:20	answers [1] - 4:19	basic [1] - 17:3	BY [2] - 2:4, 2:8
150,000 [1] - 51:7		activity [1] - 47:13	Anthony [1] - 6:13	batting [1] - 28:20	
	2	actual [2] - 37:11, 38:3	anticipates [1] - 46:4	become [1] - 27:22	C
		add [1] - 30:11	anticipating [1] - 51:6	begin [1] - 4:22	C-h-w-a-l-e-k [1] - 6:6
		addition [2] - 30:19, 35:15	APPEARANCES [1] - 2:1	BEGINNING [1] - 1:10	Cadillac [1] - 51:12
2012 [2] - 1:9, 53:7		additional [7] - 12:6, 31:3, 33:23, 34:11, 44:11, 46:9	appendices [1] - 37:12	behalf [2] - 20:5, 48:4	calendar [2] - 24:4, 24:6
22 [1] - 3:4		addressed [1] - 9:15	applicable [2] - 47:9, 47:18	believe.. [1] - 33:3	campaign [1] - 47:11
220 [1] - 1:8		administrative [2] - 7:5, 30:23	applicant [1] - 27:22	Belton [1] - 8:22	capital [2] - 13:10, 36:8
23K [1] - 21:6		advantages [1] - 25:13	application [2] - 21:7, 27:18	best [3] - 28:21, 42:18, 53:6	captioned [1] - 28:6
268A [1] - 47:10		adverse [1] - 13:21	apply [3] - 42:2, 44:15, 49:1	better [3] - 24:19, 35:18, 37:7	cards [1] - 28:22
2800 [1] - 2:6		Advisory [2] - 6:17, 9:2	appropriate [2] - 12:8, 18:22	between [3] - 14:17, 16:6, 38:22	Carney [1] - 7:9
28th [1] - 53:7		affairs [1] - 22:21	approval [1] - 38:19	beyond [1] - 12:9	case [2] - 28:14, 36:10
2:00 [1] - 1:10		affects [2] - 14:10, 15:7	approvals [1] - 33:20	bidders [2] - 13:13, 15:21	cases [1] - 38:9
	3	afternoon [1] - 4:1	approve [1] - 34:18	biggest [1] - 41:16	cash [1] - 43:15
3 [3] - 24:3, 27:15, 28:2		agent [1] - 48:5	approved [1] - 30:19	Bill [1] - 8:7	casino [4] - 4:3, 31:6, 31:11, 46:15
3-1-1 [1] - 7:9		ago [1] - 35:5	architectural [1] - 27:6	bill [1] - 8:20	Casinos [1] - 22:21
36 [2] - 1:8, 2:2		agree [1] - 28:10	are.. [1] - 40:9	bit [3] - 16:3, 20:20, 31:13	casinos [5] - 29:4, 34:18, 35:10, 35:23, 48:4
39 [1] - 3:4		agreeing [1] - 28:9	area [1] - 52:6	blank [1] - 48:9	caution [1] - 8:17
3E [1] - 48:12		agreement [3] - 17:17, 50:10, 52:2	areas [2] - 33:2, 33:12	Board [2] - 7:11, 8:2	caution [1] - 47:15
	5	ahead [3] - 9:21, 22:17, 25:18	as-needed [1] - 4:6	board [4] - 32:9, 32:16, 32:21, 34:13	Cecelia [1] - 7:7
55 [1] - 47:11		aid [2] - 13:6, 13:20	aspect [1] - 21:5	boards [1] - 14:23	certain [5] - 11:9, 12:22, 26:10, 32:6, 33:16
	6	AI [2] - 6:6, 37:19	aspects [1] - 40:8	Bob [1] - 6:22	certainly [6] - 12:13, 12:16, 12:17, 33:6, 40:16, 42:22
		alert [1] - 44:3	assessor's [1] - 6:11	Boulevard [1] - 33:7	CERTIFICATION [1] - 53:1
60601 [1] - 2:7		ALEX [1] - 3:4	Assessors [1] - 8:2	box [1] - 22:7	certify [1] - 53:4
	A	Alex [1] - 39:9	assistant [1] - 7:12	bread [1] - 36:13	chairman [2] - 7:10, 8:1
ability [3] - 42:13, 48:18, 53:6		Allen [1] - 8:1	associate [1] - 6:13	Breck [1] - 8:11	chance [1] - 48:2
able [8] - 4:9, 5:14,		allocated [4] - 12:23, 13:20, 14:10, 15:2	assume [3] - 10:16, 37:21, 38:16	Brian [1] - 8:13	change [4] - 43:8, 49:17, 50:21, 51:2
		allocations [1] - 13:4	AT [2] - 1:7, 1:10	briefed [1] - 47:9	changed [1] - 27:14
		allow [4] - 4:9, 5:3, 42:15, 43:13	attorney [1] - 48:5	briefly [1] - 5:23	changes [3] - 29:15, 33:5, 33:15
		allowed [1] - 18:23	attract [1] - 42:8	broad [1] - 42:6	
				broke [1] - 52:11	

- changing** [1] - 24:12
Chapter [3] - 21:5, 47:9, 47:10
cheaper [2] - 40:2
Chicago [1] - 2:7
chief [4] - 6:20, 7:5, 7:19, 9:8
chose [2] - 39:20, 51:21
Chris [2] - 6:4, 8:3
Chwalek [1] - 6:6
Cignoli [1] - 6:4
CIO [1] - 6:22
circulate [2] - 10:10, 19:19
circumstances [1] - 52:7
citizens [2] - 52:1, 52:4
city [48] - 4:15, 5:4, 5:10, 6:4, 6:13, 7:12, 8:5, 8:6, 8:11, 8:19, 10:1, 12:11, 12:14, 16:16, 16:20, 17:9, 17:22, 19:15, 24:9, 24:12, 25:22, 25:23, 28:9, 28:14, 29:20, 30:4, 30:15, 31:1, 31:14, 32:7, 32:13, 32:19, 32:21, 33:7, 33:22, 34:22, 35:7, 39:21, 40:4, 40:13, 40:23, 41:1, 41:4, 41:6, 41:12, 42:6, 42:19, 46:8
CITY [3] - 1:2, 1:7, 2:2
City [8] - 2:3, 2:4, 2:7, 6:7, 9:6, 43:5, 46:2, 46:5
city's [3] - 4:3, 4:11, 13:17
city's.. [1] - 4:19
clarification [4] - 13:22, 28:2, 28:5, 36:2
clarified [1] - 28:13
clarify [1] - 27:16
clarifying [1] - 26:22
clarity [1] - 16:4
class [1] - 42:8
clear [2] - 32:23, 51:5
clearly [1] - 40:8
clerk [1] - 6:15
Cochrane [1] - 8:7
Code [1] - 7:14
collaborative [1] - 16:5
collected [2] - 13:23, 18:16
comfortable [1] - 41:14
coming [2] - 5:15, 14:7
comment [2] - 12:3, 28:12
Commission [3] - 7:11, 7:17, 7:20
commissioner [2] - 7:2, 7:15
commissioners [1] - 36:13
commissioning [1] - 46:11
commitment [3] - 45:6, 45:16, 48:17
committed [1] - 49:13
Committee [3] - 6:8, 6:17, 9:2
committee [1] - 30:18
Commonwealth [1] - 34:18
commonwealth [1] - 12:23
communicate [1] - 10:9
communications [1] - 23:5
communities [6] - 13:4, 13:15, 14:10, 14:18, 15:1, 46:6
community [9] - 11:20, 13:8, 14:1, 16:2, 17:17, 25:1, 50:9, 50:15, 52:2
companies [2] - 10:4, 11:10
company [7] - 11:12, 12:15, 42:22, 43:4, 43:6, 43:7, 45:1
competitive [3] - 14:13, 21:8, 21:14
complete [1] - 38:17
completely [1] - 18:6
comptroller [1] - 8:5
Conant [1] - 7:2
concept [1] - 26:8
concluded [1] - 52:23
condition [1] - 31:16
confident [1] - 49:3
confidential [2] - 21:11, 28:11
confidentiality [2] - 20:20, 28:16
Connors [1] - 8:13
consent [4] - 28:6, 50:22, 51:16, 51:17
consider [4] - 12:19, 24:12, 35:14, 36:15
consideration [4] - 13:17, 14:3, 16:20, 41:2
considered [2] - 30:16, 40:19
considering [2] - 34:23, 35:1
consistent [1] - 4:20
construction [5] - 26:12, 38:14, 38:15, 38:16, 49:1
consult [1] - 47:17
consultant [3] - 6:10, 16:7, 16:8
consultants [7] - 4:4, 5:5, 12:15, 17:12, 37:6, 46:9, 46:10
contact [7] - 10:16, 19:19, 23:1, 23:3, 23:7, 23:13, 52:21
contacted [1] - 21:20
contained [1] - 32:5
contemplate [1] - 35:10
contemplating [1] - 16:17
control [1] - 14:2
conversation [1] - 35:15
conversely [1] - 40:11
copies [4] - 37:5, 37:10, 38:2, 38:10
COPP [1] - 2:9
Copp [1] - 4:5
core [1] - 39:20
cornfield [1] - 40:1
corporate [1] - 39:10
Correct [2] - 10:18, 46:20
correct [1] - 42:1
cost [6] - 48:15, 48:19, 48:21, 49:4, 49:9, 50:18
costs [3] - 39:17, 39:23, 49:1
council [9] - 15:20, 29:20, 30:4, 30:15, 31:1, 32:7, 32:13, 32:19, 32:21
counsel [1] - 47:17
country [2] - 35:22, 39:19
couple [1] - 42:10
course [1] - 20:18
COURT [1] - 1:8
Court [2] - 1:23, 2:2
cover [1] - 31:11
covered [2] - 31:7, 39:13
covers [1] - 26:20
create [1] - 31:5
credit [1] - 15:4
criteria [1] - 12:12
Crosby [2] - 35:5, 35:11
crossing [1] - 23:12
current [4] - 30:14, 31:5, 31:21, 32:10
cut [1] - 28:22
-
- D**
- data** [1] - 21:23
date [6] - 5:15, 26:3, 27:14, 27:15, 27:16, 27:18
dates [3] - 24:4, 24:11, 24:13
daunting [1] - 11:19
days [1] - 30:18
deal [4] - 11:14, 44:9, 44:12, 44:17
dealings [1] - 20:18
deals [2] - 20:12, 28:15
December [3] - 27:15, 27:19, 27:21
decide [1] - 15:1
decides [2] - 43:4, 43:6
decision [1] - 42:15
deck [1] - 28:22
delivered [1] - 51:10
department [9] - 5:22, 8:15, 9:23, 18:8, 20:2, 21:21, 22:13, 23:8, 47:8
Department [3] - 8:8, 30:5, 31:23
DEPARTMENT [1] - 2:2
departments [2] - 20:23, 38:4
deputy [5] - 6:22, 7:3, 8:9, 8:11, 8:13
design [1] - 49:21
designs [1] - 26:8
Desilets [1] - 7:14
detailed [2] - 11:16, 27:6
details [2] - 24:18, 44:6
determined [2] - 5:16, 28:14
Detroit [1] - 43:5
developer [3] - 18:11, 51:6, 51:21
developers [2] - 19:1, 42:9
developing [1] - 51:1
Development [2] - 8:14, 11:4
development [9] - 9:9, 11:10, 12:1, 12:7, 18:7, 18:11, 38:18, 39:11, 46:16
dialogue [1] - 16:15
different [4] - 35:21, 37:16, 38:22, 39:15
differently [2] - 15:8, 48:9
difficult [2] - 42:14, 51:16
direct [1] - 45:8
directly [2] - 23:1, 42:20
director [12] - 6:7, 6:18, 7:1, 7:7, 7:9, 8:3, 8:9, 8:13, 8:18, 8:20, 8:22, 29:10
discussion [1] - 34:17
discussions [1] - 26:9
disparage [1] - 39:6
displacing [1] - 41:5
distributed [1] - 14:1
districts [2] - 33:14, 33:19
Division [1] - 8:18
document [5] - 20:8, 29:6, 32:4, 32:6, 37:18
documents [4] - 19:16, 20:1, 26:13, 37:14
dollar [3] - 40:18, 40:21
dollars [1] - 13:15
done [6] - 14:12, 19:14, 25:7, 25:14, 46:3, 46:14
Donna [1] - 7:9
Doty [1] - 6:23
down [5] - 18:23, 25:6, 29:23, 35:18, 50:6
DPW [3] - 6:7, 16:8, 19:11
DPW's [1] - 6:10
draft [1] - 29:6
drawings [2] - 26:23, 27:2
drawn [1] - 27:5
drew [1] - 48:9
DROMEY [4] - 30:13, 31:20, 33:1, 33:21
Dromey [2] - 8:9, 29:9
due [1] - 31:3
during [2] - 49:18, 49:21
Dusek [1] - 9:4
Dusek-Gomez [1] - 9:4

- E** **Exhibit** [1] - 28:5
exhibits [1] - 17:19
exist [2] - 29:4, 29:6
existing [4] - 29:17, 30:9, 31:7, 31:14
expect [3] - 21:19, 50:18, 51:9
expected [1] - 17:5
experience [2] - 11:11, 42:13
expire [1] - 30:19
explain [1] - 17:15
explaining [1] - 26:23
explanation [1] - 9:20
extended [1] - 27:14
extension [2] - 24:2, 27:17
extensive [1] - 42:7
extent [3] - 4:12, 12:5, 41:4
extraneous [1] - 52:9
-
- F** **facility** [2] - 16:1, 17:5
fact [2] - 18:2, 21:9
factor [1] - 40:8
factored [1] - 41:16
fair [2] - 15:18, 28:23
fairly [1] - 49:2
falls [1] - 21:3
far [1] - 33:4
fashion [1] - 22:14
favorites [1] - 9:17
federal [1] - 17:23
fee [2] - 27:18, 27:20
feedback [2] - 18:2, 36:21
fees [1] - 49:2
felt [1] - 44:14
few [3] - 23:18, 34:14, 47:5
field [2] - 15:5, 22:11
fifty [1] - 37:18
fifty-page [1] - 37:18
figure [2] - 25:12, 41:11
filed [2] - 27:23, 28:1
filings [1] - 47:18
final [2] - 28:4, 50:12
finance [1] - 47:12
financial [4] - 7:6, 42:13, 44:12, 48:18
financially [2] - 44:17, 48:15
financing [2] - 45:5, 48:16
fire [2] - 7:2, 7:4
first [6] - 11:7, 11:9, 19:17, 23:2, 24:1, 25:11
five [1] - 25:9
flexibility [2] - 50:2, 51:3
flip [1] - 41:21
FLOOR [7] - 6:4, 7:22, 8:17, 9:3, 18:5, 19:8, 19:11
floor [1] - 51:8
focus [1] - 39:20
focused [1] - 45:17
Fogarty [1] - 8:19
fold [1] - 51:20
follow [4] - 9:19, 22:23, 33:1, 47:3
follow-up [2] - 22:23, 47:3
foot [1] - 51:7
foregoing [1] - 53:4
forms [1] - 27:23
forth [3] - 18:17, 26:9, 42:13
fortunate [2] - 42:8, 49:8
forty [1] - 25:9
forty-five [1] - 25:9
forward [3] - 23:23, 24:5, 47:20
four [2] - 50:17, 51:8
framework [1] - 36:20
freeze [1] - 50:13
FROELICH [10] - 2:5, 2:8, 35:4, 36:17, 40:7, 44:7, 45:23, 51:5, 51:14, 52:15
Froelich [3] - 4:4, 4:5, 35:3
front [2] - 9:18, 30:3
fund [4] - 13:6, 13:9, 13:11, 13:21
funds [5] - 13:19, 14:4, 14:19, 15:2, 15:6
Furman [1] - 7:5
furnished [1] - 15:6
Fuss [1] - 6:9
future [1] - 16:17
-
- G** **gaming** [4] - 12:21, 13:6, 13:20, 51:7
Gaming [1] - 39:11
gaming-aid [2] - 13:6, 13:20
gather [1] - 21:23
general [1] - 11:11
generally [2] - 15:23, 18:10
generates [1] - 35:16
Georgeanne [1] - 7:16
Gilbert [1] - 7:12
glad [3] - 12:10, 24:7, 48:8
Glenn [1] - 7:3
Global [1] - 11:4
Gomez [1] - 9:4
Goulet [1] - 7:7
government [3] - 22:20, 52:16, 52:17
granting [2] - 29:19, 31:9
great [5] - 12:20, 19:4, 28:18, 37:20
greatest [1] - 36:12
greet [1] - 19:17
ground [1] - 38:21
group [1] - 11:18
guess [3] - 11:15, 34:21, 49:6
guidance [1] - 23:13
Guyer [1] - 7:3
guys [3] - 20:17, 36:14, 52:5
-
- H** **half** [1] - 13:9
HALL [1] - 1:7
Hall [1] - 2:3
hand [2] - 29:10, 35:11
handle [3] - 48:15, 48:21, 49:4
hands [1] - 22:1
happy [1] - 52:5
hard [2] - 41:15, 52:6
Harris [1] - 8:17
haskell [1] - 9:5
have.. [1] - 5:10
head [1] - 45:11
heads [7] - 5:23, 8:16, 10:1, 20:2, 22:13, 23:8, 47:8
Health [1] - 8:18
healthy [1] - 13:6
hear [1] - 4:10
heard [2] - 15:22, 52:16
height [1] - 34:9
heights [1] - 33:16
HELD [1] - 1:7
Helen [1] - 8:17
help [6] - 12:14, 20:22, 22:3, 47:4, 52:13, 52:18
helpful [3] - 10:20, 22:4, 39:2
hereby [1] - 53:4
higher [3] - 16:12, 32:17, 39:23
highway [1] - 17:6
history [1] - 12:7
hit [1] - 33:14
hope [1] - 15:9
host [5] - 17:17, 36:8, 50:9, 50:15, 52:2
host-community [1] - 17:17
hotel [2] - 50:17, 51:9
Hoyman [1] - 7:16
huge [1] - 52:8
Human [2] - 8:18, 8:20
hundred [2] - 50:17, 51:8
-
- I** **idea** [4] - 4:9, 29:5, 31:5, 37:16
ideally [1] - 50:11
identified [1] - 21:3
identify [3] - 11:2, 20:4, 21:11
Il [12] - 4:8, 11:14, 12:4, 12:12, 16:10, 23:22, 27:20, 28:5, 28:15, 44:3, 44:9, 48:13
Illinois [1] - 2:7
illustrate [1] - 27:3
imagine [1] - 37:13
immediately [1] - 42:16
impact [4] - 46:4, 46:11, 46:13, 46:19
impacted [1] - 25:16
impacts [1] - 13:21
important [7] - 16:20, 17:8, 35:20, 44:12, 44:15, 45:2
impressed [1] - 11:16
inclination [1] - 9:13
include [1] - 49:2
includes [1] - 48:20
increased [1] - 50:5
INDEX [1] - 3:1
indicated [1] - 24:11
individual [1] - 44:16
individuals [1] - 43:10
indoor [2] - 30:16, 30:20
industrial [2] - 33:8, 33:10
info [1] - 19:18
information [2] -

5:11, 5:21, 10:10,
10:17, 11:10, 12:7,
17:3, 17:10, 17:15,
17:18, 18:15, 20:13,
20:17, 20:23, 21:10,
22:8, 23:8, 24:16,
26:4, 28:10, 52:21
inner [1] - 42:3
innings [1] - 18:9
instance [1] - 40:21
intended [2] - 4:7,
27:6
intention [4] - 4:18,
10:13, 13:19, 43:3
intentionally [1] -
14:13
interest [2] - 35:8,
42:18
interested [6] - 35:17,
40:13, 40:16, 40:23,
41:3, 43:19
interests [3] - 21:13,
21:14, 21:16
intermittent [1] - 17:2
Internal [1] - 7:8
intra [1] - 42:3
intra-party [1] - 42:3
introduce [1] - 5:23
introductions [1] -
9:11
invested [1] - 49:12
investors [1] - 44:11
invited [1] - 12:16
involved [4] - 14:5,
18:9, 21:23, 22:2
is.. [2] - 25:14, 50:10
issue [1] - 36:21
issued [1] - 36:19
issues [3] - 27:9, 47:3,
47:20
IT [1] - 21:22
it.. [1] - 33:9
item [1] - 44:3
items [6] - 26:21, 27:3,
27:4, 44:2, 47:6,
50:14
itself [2] - 19:1, 43:6

J

January [3] - 24:3,
27:15, 28:2
Jill [1] - 9:3
jobs [1] - 41:17
Joe [1] - 7:2
John [1] - 7:5
jump [1] - 4:6
just.. [1] - 31:20

Kane [1] - 6:16
Karen [1] - 35:5
Kate [1] - 6:16
Kathleen [1] - 8:11
keep [5] - 4:21, 19:21,
21:18, 23:11, 36:7
Kennedy [3] - 9:5, 9:8,
26:2
kept [1] - 20:10
Kevin [1] - 9:8
key [2] - 5:22, 44:16
KIMBERLY [1] - 2:9
Kimberly [1] - 4:5
kind [10] - 11:16, 14:3,
18:14, 18:22, 31:20,
32:1, 32:2, 42:5,
44:15, 45:16
knowledge [1] - 53:6
knows [1] - 20:9

K lights [1] - 16:22
likely [2] - 17:13,
51:21
limited [1] - 25:14
line [4] - 24:2, 30:1,
35:18, 44:3
lines [1] - 23:12
list [1] - 27:3
literally [1] - 35:9
live [1] - 25:17
lobbying [1] - 47:6
local [9] - 13:4, 13:6,
13:10, 13:20, 43:11,
45:13, 46:4, 46:19,
47:17
located [1] - 33:23
log [5] - 19:22, 20:3,
20:8, 23:10
Lonergan [1] - 8:6
look [5] - 23:22, 29:16,
30:6, 35:13, 45:21
looked [2] - 14:21,
40:11

L looking [11] - 15:11,
16:11, 17:20, 27:2,
27:4, 36:20, 38:17,
39:19, 42:5, 48:13,
48:16
loudly [1] - 4:17
Lynch [1] - 6:11

M

Maggi [1] - 6:22
magnitude [2] - 48:21,
49:5
Mahoney [1] - 8:20
major [1] - 43:7
manager [1] - 7:23
mandate [1] - 4:20
market [1] - 13:14
MASSACHUSETTS
[2] - 1:2, 1:9
Massachusetts [2] -
2:3, 20:21
material [2] - 50:21,
51:17
materials [1] - 21:6
Mathis [2] - 9:14, 11:3
MATHIS [7] - 11:3,
12:20, 15:10, 15:13,
15:18, 18:4, 22:16
MATHIS.....
..... [1] - 3:3
matters [1] - 39:15
Mayor's [2] - 6:17, 9:1
McCarthy [1] - 9:3
mean [3] - 26:23, 33:3,
39:5

meaning [1] - 17:2
mechanics [1] - 14:22
media [1] - 5:7
meet [2] - 19:17, 29:11
meet-and-greet [1] -
19:17
MEETING [1] - 1:7
meeting [4] - 9:16,
20:7, 23:10, 52:23
meetings [1] - 15:21
member [2] - 6:7, 6:16
members [2] - 5:13,
9:2
mention [1] - 41:20
method [1] - 44:18
MGM [4] - 9:14, 11:5,
15:19, 22:15
MICHAEL [2] - 2:8, 3:3
Michael [2] - 4:2, 11:3
Michael's [1] - 51:15
might [5] - 11:14,
29:6, 29:7, 37:13,
45:12
Mike [3] - 9:14, 9:17,
10:22
million [2] - 40:12,
48:19
millions [1] - 13:14
mind [1] - 21:19
mindful [1] - 18:1
minimal [1] - 12:4
minimum [2] - 12:13,
27:3
minutes [2] - 25:10,
25:20
mistaken [1] - 45:14
mitigation [1] - 13:9
mixture [2] - 33:10,
33:12
Molly [1] - 8:19
money [4] - 14:7,
19:2, 40:10, 41:18
monies [1] - 13:23
months [2] - 35:5,
42:10
morning [1] - 9:15
Moskel [1] - 8:3
most [4] - 25:15,
29:16, 30:7, 35:17
moved [1] - 24:5
movement [1] - 24:10
moving [1] - 23:22
MR [102] - 4:1, 6:3,
7:21, 8:15, 9:1, 9:10,
9:22, 10:8, 10:12,
10:14, 10:18, 10:19,
11:1, 11:3, 12:10,
12:20, 14:6, 15:10,
15:12, 15:13, 15:16,
15:18, 16:18, 18:4,

19:3, 19:10, 19:13,
22:5, 22:16, 22:17,
22:18, 23:6, 23:15,
23:17, 24:7, 24:15,
25:5, 26:6, 26:14,
28:18, 28:19, 28:23,
29:9, 30:13, 31:12,
31:20, 32:23, 33:1,
33:18, 33:21, 34:14,
35:2, 35:4, 35:19,
36:3, 36:17, 36:19,
36:23, 37:15, 38:11,
39:1, 39:3, 39:5,
39:7, 40:7, 41:19,
42:1, 42:2, 42:4,
44:7, 44:20, 45:4,
45:12, 45:19, 45:23,
46:2, 46:7, 46:13,
46:17, 46:18, 46:20,
46:21, 46:23, 47:7,
48:7, 48:10, 48:12,
49:6, 49:14, 49:20,
50:2, 50:4, 50:7,
51:5, 51:11, 51:14,
52:12, 52:13, 52:15,
52:19, 52:20, 52:22
multi [1] - 51:20
multi-fold [1] - 51:20
multiple [1] - 38:9

N

nailed [1] - 25:6
name [2] - 4:2, 39:9
names [1] - 25:17
Nancy [1] - 9:4
National [1] - 39:11
nature [2] - 21:8,
21:14
nebulous [1] - 15:14
need [18] - 17:2, 17:6,
17:21, 18:2, 20:13,
21:11, 21:16, 21:22,
22:2, 22:3, 23:2,
23:9, 23:13, 29:14,
33:5, 49:18
need-to-know [1] -
21:16
needed [2] - 4:6, 19:7
needs [1] - 49:23
negotiated [1] - 40:22
negotiations [1] -
17:18
neighborhood [1] -
15:20
neighboring [1] - 46:5
never [1] - 41:10
new [3] - 32:4, 32:14,
46:15

- next** [4] - 26:7, 29:1, 36:23, 42:10
Nieves [1] - 7:12
nine [1] - 29:2
nobody [1] - 41:21
north [2] - 33:9, 34:3
not.. [1] - 14:14
Notary [1] - 53:3
note [1] - 38:10
notes [1] - 53:6
notwithstanding [1] - 27:17
NOVEMBER [1] - 1:9
November [1] - 53:7
number [3] - 10:22, 17:5, 42:6
Number [4] - 24:11, 26:17, 26:18, 26:20
-
- O**
O'Neill [1] - 6:10
obtain [1] - 51:16
obviously [7] - 17:21, 35:19, 37:2, 38:21, 43:16, 44:10, 50:10
OF [2] - 1:2, 2:2
of.. [1] - 49:4
offer [1] - 44:7
office [3] - 6:12, 23:2, 47:11
officer [3] - 6:21, 7:6, 9:9
officials [4] - 10:1, 10:5, 17:23, 19:15
ON [1] - 1:9
once [1] - 50:23
one [27] - 4:3, 9:13, 10:23, 11:7, 15:7, 15:22, 16:14, 18:23, 20:3, 21:21, 24:8, 24:14, 26:21, 32:18, 33:18, 36:21, 38:12, 39:13, 39:22, 42:6, 44:2, 45:13, 46:10, 51:22
One [1] - 24:12
one-on-one [2] - 16:14, 18:23
ones [1] - 25:15
open [3] - 19:11, 20:21, 36:7
opening [2] - 38:20, 38:21
operationally [1] - 44:17
operations [3] - 7:3, 12:1, 31:11
Operations [1] - 7:23
- operator** [2] - 16:6, 16:7
opinion [1] - 31:2
opportunity [1] - 16:13
opposition [1] - 47:14
order [2] - 10:8, 28:20
orderly [2] - 22:10, 22:14
ordinance [8] - 30:3, 30:14, 30:17, 31:7, 31:14, 31:21, 32:10, 32:14
ordinances [2] - 29:3, 29:17
organic [1] - 43:8
organized [1] - 26:5
otherwise [2] - 28:14, 37:13
- O out-negotiated** [1] - 40:22
outset [3] - 11:15, 11:21, 16:9
outside [1] - 25:1
overlay [1] - 34:7
overrun [3] - 48:16, 48:22, 49:5
overruns [1] - 49:9
own [1] - 16:19
owners [1] - 43:1
ownership [1] - 41:22
- P.M** [1] - 1:10
Page [1] - 33:6
page [9] - 4:20, 5:1, 26:17, 27:11, 29:2, 34:16, 37:18, 38:12, 38:13
paid [2] - 27:19, 27:21
paragraph [1] - 28:7
parameter [1] - 36:16
parameters [1] - 25:3
Parks [1] - 6:18
part [5] - 11:14, 29:16, 30:7, 42:14, 50:15
participate [2] - 14:19, 15:1
particular [5] - 9:12, 13:1, 14:16, 34:12, 43:20
particularly [2] - 24:20, 29:13
partner [1] - 44:9
partners [2] - 4:5, 44:11
parts [1] - 50:4
party [1] - 42:3
- passed** [1] - 11:6
past [1] - 25:7
pat [1] - 6:18
Patrick [1] - 8:5
pay [1] - 17:7
paying [1] - 40:23
payment [1] - 13:18
Payne [1] - 9:3
payroll [1] - 7:1
Pedge [1] - 6:11
peer [1] - 30:21
Penn [1] - 39:11
people [17] - 5:19, 10:11, 11:7, 11:18, 17:4, 18:1, 24:22, 24:23, 25:22, 26:4, 26:19, 37:16, 43:11, 43:14, 44:4, 44:22, 45:2
percent [6] - 13:7, 13:9, 13:11, 45:6, 48:11, 48:15
percentages [1] - 43:16
perhaps [1] - 13:15
period [1] - 6:2
permit [13] - 29:18, 29:19, 30:10, 30:15, 31:3, 31:9, 31:16, 32:1, 32:6, 32:12, 32:20, 32:22, 33:9
permitted [1] - 5:7
- P person** [3] - 29:11, 31:18, 44:12
personalized [1] - 18:3
perspective [2] - 4:11, 39:18
pertain [1] - 25:23
peter [1] - 7:10
phase [2] - 11:7, 11:9
Phase [12] - 4:8, 11:14, 12:4, 12:12, 16:10, 23:22, 27:20, 28:5, 28:15, 44:3, 44:9, 48:13
phases [1] - 16:17
Phil [6] - 8:9, 29:9, 29:10, 29:21, 31:12, 31:18
Phil's [1] - 30:7
phone [2] - 20:3, 23:10
pieces [1] - 43:16
PIKULA [18] - 2:4, 6:3, 7:21, 8:15, 9:1, 9:22, 10:12, 10:18, 11:1, 19:13, 23:6, 28:19, 29:9, 31:12, 33:18, 36:19, 47:7, 52:20
- Pikula** [2] - 4:14, 9:6
place [5] - 5:16, 26:3, 30:16, 30:20, 39:6
plan [15] - 18:3, 18:13, 30:23, 31:13, 31:15, 31:17, 31:22, 32:2, 32:5, 32:11, 32:15, 34:5, 34:12, 41:13, 41:14
planning [4] - 32:9, 32:16, 32:21, 43:14
Planning [3] - 8:10, 29:10, 30:5
plans [1] - 27:7
play [1] - 9:16
playing [2] - 15:5, 22:11
pleased [3] - 11:5, 12:19, 23:21
plus [2] - 30:18, 41:6
point [9] - 17:20, 18:12, 18:15, 22:5, 25:6, 26:15, 39:2, 44:14, 49:17
points [3] - 27:8, 41:11, 41:15
Police [1] - 8:7
policy [1] - 36:20
political [2] - 47:11, 47:12
portions [1] - 12:22
position [1] - 35:6
possible [2] - 15:17, 18:10
possibly [2] - 17:22, 43:11
post [3] - 4:18, 38:7, 45:22
posted [5] - 5:1, 26:16, 28:3, 28:17, 30:4
practical [1] - 44:21
pre [1] - 25:3
pre-qualification [1] - 25:3
precise [1] - 44:6
predict [1] - 24:10
preliminary [2] - 18:12, 44:14
present [2] - 4:16, 43:2
presentation [2] - 5:13, 25:9
president [3] - 11:4, 22:20, 39:10
prevent [2] - 43:3, 43:8
private [1] - 21:14
probably.. [1] - 17:13
problem [1] - 19:10
- process** [24] - 4:21, 5:21, 10:2, 10:21, 11:6, 14:13, 17:2, 21:15, 22:10, 26:1, 29:8, 29:21, 31:19, 31:22, 32:2, 32:5, 32:11, 32:13, 32:16, 34:12, 39:16, 42:7, 42:17, 46:8
procurement [1] - 6:20
produce [3] - 19:6, 19:7, 38:1
plans [1] - 27:7
professional [1] - 49:2
progresses [1] - 5:21
prohibited [1] - 23:4
prohibition [1] - 23:7
project [15] - 7:17, 31:4, 38:14, 38:15, 38:17, 41:22, 43:1, 45:6, 45:17, 48:18, 48:22, 49:10, 52:10
projects [2] - 13:11, 38:23
promised [1] - 52:3
properties [1] - 29:14
property [1] - 46:15
proposal [8] - 12:16, 14:16, 15:7, 22:7, 39:20, 49:16, 49:17, 50:12
proposals [5] - 20:14, 28:20, 36:12, 40:6, 42:11
propose [1] - 18:1
proposed [5] - 30:3, 30:17, 30:21, 31:10, 33:3
proposer [7] - 12:14, 20:5, 25:8, 27:22, 42:16, 43:20, 43:22
proposers [20] - 4:9, 5:4, 5:9, 5:12, 5:20, 9:20, 10:9, 10:20, 14:11, 17:3, 22:6, 22:12, 26:10, 27:10, 28:8, 36:15, 47:2, 48:1, 48:14, 49:3
proposers' [1] - 10:5
proposers.. [1] - 27:14
proposing [1] - 50:14
proprietary [1] - 21:4
proprietary.. [1] - 28:11
protect [1] - 21:7
protected [1] - 21:13
protocol [2] - 4:23, 22:23
proud [2] - 11:6, 23:22

provide [5] - 12:6,
15:4, 37:4, 37:6,
37:8
provided [4] - 11:11,
20:2, 28:7, 38:3
provides [1] - 12:22
providing [2] - 5:20,
46:16
provisions [1] - 13:3
Public [3] - 31:23,
52:23, 53:3
public [10] - 5:6, 5:11,
5:14, 20:22, 21:2,
21:16, 22:20, 24:16,
24:21, 42:22
PUBLIC [1] - 1:7
purpose [2] - 5:3, 5:18
purposes [1] - 43:14
pursuant [1] - 28:15
pushing [1] - 35:8
put [7] - 16:19, 19:15,
20:14, 22:6, 24:5,
44:3, 46:1
putting [1] - 38:20

qualification [1] - 25:3
quantify [1] - 40:5
**question-and-
answer** [1] - 6:1
questions [29] - 3:2,
4:10, 4:19, 5:4, 5:6,
5:15, 5:19, 9:15,
11:8, 11:17, 12:12,
16:10, 17:8, 17:14,
23:18, 24:8, 24:20,
24:22, 25:2, 25:4,
25:21, 25:23, 29:13,
36:9, 39:12, 39:14,
46:22, 47:14, 47:19
quite [3] - 15:11, 37:3,
38:22

raise [1] - 29:10
raised [2] - 24:8, 27:9
ramp [2] - 17:7
range [1] - 25:10
rate [1] - 36:6
rather [1] - 32:8
reaction [1] - 17:21
read [1] - 35:9
reading [1] - 37:17
real [2] - 40:13, 40:15
realistic [2] - 44:21,
50:19

really [8] - 11:16,
14:17, 15:7, 18:3,
31:14, 36:15, 43:19,
48:23
reason [2] - 36:3, 38:4
reasons [6] - 44:22,
51:1, 51:2, 51:3,
51:19, 51:22
receive [1] - 40:18
recognize [2] - 36:8,
43:9
recollection [1] -
14:20
record [5] - 10:6,
19:22, 20:6, 21:2,
48:5
records [1] - 20:22
recover [1] - 36:7
REDEVELOPMENT
[1] - 1:1
Redevelopment [3] -
8:4, 34:1, 34:11
reduce [1] - 49:10
reduced [2] - 17:19,
49:11

Q **reduced..** [1] - 49:23
reference [4] - 13:5,
13:8, 13:10, 29:2
refinements [2] -
17:14, 17:20
regard [1] - 47:19
regarding [8] - 24:2,
26:8, 29:3, 34:9,
34:17, 37:1, 38:12,
38:14
regards [2] - 16:10,
24:16
regulation [1] - 34:8
regulations [1] - 31:10
relate [1] - 13:3
related [1] - 21:5
relation [1] - 45:15
relations [1] - 22:20
relative [1] - 40:6
release [1] - 28:7
releasor [1] - 28:8
relevant [1] - 41:1
relying [1] - 42:12
remember [2] - 51:23,
52:15
remind [1] - 4:23
renewal [3] - 33:19,
34:4, 34:5
report [1] - 38:3
Reporter [1] - 1:23
REPORTER'S [1] -
53:1
reports [1] - 46:10
representative [1] -
48:4

representatives [1] -
10:5
Representing [2] -
2:4, 2:7
request [1] - 37:4
requests [1] - 11:23
require [10] - 29:18,
30:14, 31:17, 31:23,
32:6, 32:12, 32:17,
32:20, 34:8, 34:10
required [4] - 30:10,
34:1, 37:1, 37:11
requirement [1] - 30:8
requirements [5] -
12:3, 12:4, 29:12,
31:19, 33:15
reserve [2] - 4:13,
24:9
residential [1] - 33:14
residents [3] - 16:21,
24:23, 25:15
Resorts [1] - 11:5
Resources [1] - 8:21
response [4] - 27:9,
28:12, 42:20, 45:22
responses [1] - 4:10
responsible [2] - 5:20,
42:18
responsive [2] - 15:9,
42:20
restaurants [1] - 51:8
restrict [1] - 43:18
restricted [1] - 33:7
restricting [1] - 43:1
restrictions [1] - 44:4
restrictive [1] - 34:8
result [2] - 24:3, 44:9
revenue [2] - 12:23,
40:17
revenues [2] - 35:16,
35:21
Review [1] - 6:8
review [15] - 29:7,
30:21, 30:22, 30:23,
31:13, 31:15, 31:17,
31:22, 32:2, 32:5,
32:11, 32:15, 32:17,
32:18, 34:12
reviewing [2] - 17:11,
37:17
reviews [1] - 33:23
RFP [5] - 4:8, 12:4,
21:3, 41:20, 45:7
RFP1 [1] - 28:1
RFP2 [5] - 11:17,
13:17, 24:18, 29:2,
34:17
Rhett [2] - 6:15, 47:23
Richie [1] - 8:1
robert [1] - 7:19

ROOM [1] - 1:8
room [5] - 10:3, 20:9,
20:11, 50:23, 51:9
rooms [1] - 50:17
routine [1] - 32:9
RPF [1] - 16:10
RQP [2] - 11:9, 11:14
ruled [1] - 21:12
rules [2] - 47:12,
47:13
ruling [1] - 22:3

S

Santiago [1] - 7:22
scale [1] - 27:5
SCHALLER [43] - 2:8,
4:1, 9:10, 10:8,
10:14, 10:19, 12:10,
14:6, 15:12, 15:16,
16:18, 19:3, 19:10,
22:5, 22:17, 23:15,
24:7, 25:5, 26:14,
32:23, 35:2, 36:3,
37:15, 39:1, 39:5,
42:1, 42:4, 44:20,
45:8, 45:19, 46:7,
46:17, 46:20, 46:23,
48:7, 48:12, 49:14,
50:2, 50:7, 51:11,
52:13, 52:19, 52:22
Schaller [1] - 4:3
schedule [4] - 5:11,
38:14, 38:18, 50:14
schedules [3] - 17:19,
26:5, 38:16
schematic [3] - 26:8,
26:23, 27:1
scope [3] - 45:18,
49:10, 49:11
score [1] - 41:11
second [3] - 19:21,
24:15, 25:11
secret [1] - 21:5
section [6] - 13:2,
14:21, 24:16, 28:15,
32:15, 33:22
Section [1] - 48:12
sections [1] - 38:2
see [7] - 11:23, 16:16,
17:1, 17:4, 36:11,
38:9, 48:2
seeking [2] - 45:5,
45:21
select [1] - 42:7
selected [2] - 49:8,
51:18
selection [1] - 39:16
sell [2] - 42:16, 43:6

senior [2] - 7:17,
22:19
sense [4] - 16:12,
37:8, 37:19, 40:3
sent [1] - 9:14
separate [1] - 37:12
separately [1] - 37:12
serves [1] - 11:20
Services [2] - 8:18,
8:23
session [7] - 4:8, 5:3,
5:7, 5:8, 5:11, 5:13,
25:19
set [1] - 14:13
setbacks [1] - 33:17
Sevaria [1] - 6:9
seven [1] - 51:8
several [2] - 27:13,
35:5
Sewer [2] - 7:17, 7:20
shareholders [1] -
42:23
sharing [1] - 40:17
sheet [4] - 9:23, 10:15,
19:19, 47:22
Shesky [1] - 4:4
SHEFSKY [1] - 2:5
short [1] - 14:6
shovel [1] - 38:21
shuffle [1] - 28:22
Sid [1] - 4:5
side [3] - 7:21, 19:6,
47:15
SIDNEY [1] - 2:8
sign [4] - 5:14, 9:23,
25:16, 47:22
sign-up [2] - 9:23,
47:22
signage [1] - 34:9
signed [1] - 10:1
significance [1] - 18:7
significant [1] - 44:13
signing [2] - 10:2,
10:6
signs [1] - 48:5
similarly [1] - 43:4
simply [2] - 14:7, 44:8
simultaneously [2] -
32:8, 32:19
sit [1] - 18:23
site [18] - 16:14,
18:12, 19:1, 29:13,
29:17, 30:23, 31:13,
31:15, 31:17, 31:22,
32:2, 32:5, 32:11,
32:15, 32:18, 34:12,
36:5, 39:19
site-plan [8] - 30:23,
31:13, 31:15, 31:17,
32:2, 32:5, 32:11,

- 32:15
site-review [1] - 34:12
site-specific [2] - 16:14, 29:13
sitting [1] - 9:17
situation [1] - 21:20
situations [1] - 43:12
six [1] - 13:9
six-and-a-half [1] - 13:9
size [2] - 31:4, 49:22
sliced [1] - 36:13
slowly [1] - 4:17
small [2] - 43:16
sole [1] - 5:3
solely [1] - 5:8
solicitor [3] - 4:15, 6:14, 8:12
Solicitor [1] - 9:7
someone [4] - 40:12, 40:22, 41:5, 47:22
sometimes [2] - 34:8, 34:10
somewhat [2] - 13:1, 34:19
soon [1] - 26:4
sooner [1] - 35:21
sorry [2] - 4:14, 49:14
sort [11] - 15:4, 16:11, 19:17, 20:11, 21:12, 22:3, 39:14, 42:19, 43:8, 49:4, 50:12
sorts [4] - 14:22, 17:8, 36:5, 36:6
south [5] - 33:4, 33:11, 33:13, 34:3
speaking [2] - 18:10, 39:18
special [13] - 29:18, 29:19, 30:10, 30:14, 31:3, 31:9, 31:16, 31:17, 32:1, 32:12, 32:20, 32:22, 33:8
special-permit-granting [2] - 29:19, 31:9
specific [12] - 13:1, 16:10, 16:14, 25:4, 29:13, 32:15, 34:2, 34:6, 38:8, 41:7, 41:8, 44:2
specifically [1] - 13:5
specify [2] - 37:23, 38:2
spending [2] - 40:5, 40:12
SPRINGFIELD [4] - 1:1, 1:2, 1:8, 2:2
Springfield [11] - 2:3, 7:16, 7:20, 8:4, 8:7, 24:23, 25:14, 29:19, 34:1, 46:3, 46:5
Springfield [1] - 34:10
square [1] - 51:7
SRA [1] - 26:16
SRA's [1] - 4:20
Stabilo [1] - 6:20
staff [1] - 30:23
stage [2] - 49:19, 49:21
stand [1] - 5:23
standpoint [1] - 44:13
start [10] - 6:1, 6:3, 9:18, 9:22, 22:22, 33:11, 40:9, 48:2, 49:9, 50:23
started [2] - 42:4, 46:12
starting [1] - 30:22
state [15] - 14:1, 14:4, 14:8, 14:17, 15:6, 17:22, 25:1, 27:18, 28:1, 36:18, 36:19, 45:9, 45:13, 47:10, 51:22
states [1] - 35:17
statute [4] - 12:21, 13:2, 13:5, 35:9
stay [2] - 35:23, 41:5
stays [3] - 41:4, 49:12, 50:5
Stenographer [1] - 53:4
stenographer [1] - 4:16
stenographic [1] - 53:5
step [2] - 24:14, 30:6
Steve [3] - 6:9, 7:14, 8:6
still [7] - 5:16, 27:19, 27:20, 30:9, 40:13, 41:9, 43:22
STOLYAR [10] - 39:7, 39:10, 42:2, 45:4, 45:12, 46:2, 46:13, 46:18, 46:21, 48:10
STOLYAR [1] - 41:19
Stolyar [1] - 39:9
STOLYAR..... [1] - 3:4
Stoops [1] - 7:19
stop [1] - 16:21
story [1] - 52:16
STOYLAR [4] - 49:6, 49:20, 50:4, 52:12
stranger [2] - 42:17, 43:23
street [1] - 16:21
STREET [1] - 1:8
Street [1] - 2:2
STREMMING [11] - 22:18, 23:17, 24:15, 26:6, 28:18, 28:23, 34:14, 35:19, 36:23, 38:11, 39:3
Stremming [2] - 22:19, 26:21
STREMMING..... [1] - 3:4
structures [1] - 43:9
studies [8] - 20:15, 37:1, 37:2, 37:10, 37:12, 38:8, 46:3, 46:11
study [4] - 16:5, 37:3, 46:12, 46:14
subject [5] - 36:4, 36:5, 36:6, 39:15
subjective [1] - 41:10
submission [4] - 18:20, 27:16, 27:17, 27:20
submit [2] - 21:2, 49:16
submitted [2] - 21:7, 28:10
subsequent [1] - 29:7
substantial [1] - 44:8
sufficient [1] - 32:4
suggest [1] - 18:21
suggested [1] - 17:11
suggestion [2] - 19:4, 37:20
suitable [1] - 51:23
Suite [1] - 2:6
Sullivan [1] - 6:18
summary [3] - 37:9, 37:23, 38:1
support [1] - 47:14
surprised [2] - 19:8, 34:19
Sygnator [1] - 7:10
system [2] - 30:21, 41:11
-
- T**
- table** [1] - 18:15
talks [1] - 21:6
tax [2] - 12:23, 36:6
taxes [3] - 40:15, 46:15
Teaming [1] - 11:4
technical [1] - 31:22
technical-site-plan [1] - 31:22
Tedford [1] - 7:1
temperature [1] - 36:11
temporary [4] - 34:17, 35:10, 35:23
ten [3] - 27:4, 38:12, 38:13
tend [1] - 33:14
tens [1] - 13:14
terms [6] - 11:20, 19:6, 31:18, 33:20, 41:15, 47:11
territory [1] - 30:7
that.. [4] - 18:15, 27:1, 33:2, 34:19
THE [6] - 1:7, 6:4, 7:22, 8:17, 19:8, 19:11
the.. [1] - 41:21
themselves [1] - 5:23
theoretically [1] - 32:1
thereof [1] - 20:21
thinking [3] - 44:14, 48:8, 50:8
third [2] - 25:12, 39:6
thirty [2] - 25:9, 30:18
thirty-plus [1] - 30:18
Thomas [1] - 8:22
three [6] - 5:12, 11:8, 25:20, 26:20, 28:7, 42:8
TI [1] - 6:23
timing [3] - 19:5, 29:5, 29:22
today [2] - 18:22, 26:16
together [2] - 19:15, 20:14
Tom [1] - 7:1
took [1] - 27:1
top [2] - 34:16, 45:10
topic [1] - 35:7
total [3] - 49:12, 50:1, 50:5
toward [2] - 13:20, 20:19
Towles [1] - 6:15
track [1] - 23:11
trade [1] - 21:5
trade-secret-related [1] - 21:5
traffic [7] - 15:23, 16:4, 16:19, 17:12, 37:3, 37:18
transcript [1] - 53:5
transfer [5] - 41:22, 43:3, 44:4, 44:19, 44:23
transfers [1] - 42:3
transparency [1] - 19:23
transparent [1] - 4:21
treasurer [2] - 7:13, 8:6
treated [1] - 22:10
trigger [3] - 30:22, 31:3, 32:17
TROY [1] - 3:4
troy [1] - 22:17
Troy [2] - 22:19, 37:16
true [1] - 53:5
trusts [1] - 43:10
truthfully [1] - 37:17
try [3] - 22:14, 43:17, 44:15
trying [9] - 10:19, 22:6, 22:9, 24:19, 40:3, 43:7, 44:20, 50:11, 50:12
turn [1] - 42:16
turns [2] - 16:22
tweak [1] - 18:17
twenty [6] - 13:6, 37:5, 37:10, 38:5, 48:11, 48:15
twenty-two [3] - 37:5, 37:10, 38:5
Two [3] - 26:17, 26:18, 26:20
two [8] - 13:11, 20:1, 20:7, 27:8, 35:20, 37:5, 37:10, 38:5
type [3] - 16:2, 25:2, 52:11
types [1] - 16:22
-
- U**
- ultimate** [1] - 42:23
ultimately [1] - 16:5
uncommon [1] - 16:1
under [14] - 21:3, 28:1, 30:8, 30:13, 30:17, 31:7, 31:21, 32:2, 32:10, 32:13, 32:14, 32:19, 34:5, 47:9
underlying [2] - 34:4, 34:7
understood [6] - 15:12, 15:14, 18:6, 18:18, 41:19, 52:12
unique [1] - 19:1
unless [3] - 21:2, 28:14, 32:11
up [13] - 5:14, 5:23, 9:23, 14:13, 22:23, 25:16, 31:1, 33:1, 37:21, 40:22, 44:10, 47:3, 47:22
uphill [1] - 35:9
ups [1] - 9:19

urban [4] - 33:19,
34:4, 34:5, 39:20
urban-renewal [3] -
33:19, 34:4, 34:5

valid [1] - 51:1
value [1] - 40:4
variances [2] - 29:14,
33:16
variation [1] - 51:17
variety [1] - 51:2
various [3] - 10:11,
14:23, 38:4
vehicles [1] - 17:6
venue [1] - 49:23
versus [1] - 26:8
Veteran [1] - 8:22
vice [3] - 11:4, 22:19,
39:10
view [4] - 12:11,
13:13, 14:7, 16:4
viewed [2] - 12:3,
35:20
views [1] - 16:16
violating [1] - 23:4
VIRGINIA [1] - 53:3
Virginia [2] - 1:22,
53:11
volumes [2] - 37:14
voluminous [1] - 37:4
volunteer [1] - 12:6
vote [2] - 52:1

widening [1] - 16:21
Wilson [1] - 6:13
with.. [1] - 37:21
word [1] - 27:1
words [4] - 16:19,
27:23, 28:8, 49:11
Works [1] - 31:23
world [1] - 42:8
world-class [1] - 42:8
writing [1] - 46:1

V

Y

yourself [2] - 11:2,
20:4

Z

zone [6] - 31:6, 31:10,
33:5, 33:7, 33:15,
34:4
Zone [1] - 33:8
zoning [6] - 29:3,
29:11, 29:17, 30:3,
31:21, 34:7

W

Wacker [1] - 2:6
waivers [1] - 34:10
walk [1] - 22:13
war [1] - 52:11
waste [1] - 19:2
Water [2] - 7:17, 7:20
water/sewer [1] -
18:14
ways [1] - 35:21
web [4] - 4:20, 5:1,
26:17, 27:11
website [2] - 30:5,
38:7
week [1] - 26:15
weigh [2] - 39:15,
41:15
weighting [2] - 41:7,
41:9
welcome [1] - 4:2
whatnot [1] - 14:23
whole [1] - 36:8