



City of Springfield

Special Meeting

~ Agenda ~

36 Court Street
Springfield, MA 01103
<http://www.springfieldcityhall.com>

Linda Fitzpatrick
413-787-6559

Monday, February 22, 2016

6:00 PM

Springfield City Hall -- Council Chambers

I. Hearing

1. Petition (ID # 3371)

For a Casino Overlay Site Plan Review to Facilitate the Location of Licensed Casino and Casino Complex with the Boundaries Established by the City of Springfield for Casino Gaming Activities as Outlined Under the Casino Overlay Regulations (Article 8, Section 8.5) at the Property Bounded by State Street, Main Street, Union Street and East Columbus Avenue - Continued Hearing

Request: See Above
Owner: Blue Tarp reDevelopment, LLC
By: Seth Stratton, Vice President & General Counsel

HISTORY:

01/20/16 City Council LAY ON TABLE
Next: 01/25/16

01/25/16 City Council LAY ON TABLE
Next: 02/17/16

ATTACHMENTS:

- Casino_Overlay_Site_Plan_Review_Formal (PDF)
- Casino Overlay District Regs (PDF)
- Special Meeting Notice MAIL-2 (PDF)
- Casino_Overlay_Site_Plan_Review_Staff_Analysis_Jan_2016 (PDF)
- MGM Springfield SitePlanReviewApproval ReportFINAL (PDF)
- 2-22-16 - Special Mtg (DOCX)

2. Order (ID # 3378)

Second Amendment to Host Community Agreement

HISTORY:

01/26/16 City Council LAY ON TABLE
Next: 02/17/16

ATTACHMENTS:

- 2016-01-21 - EXHIBIT G - FINAL (PDF)
- 2016-01-21 - SNS letter to EP summarizing Second Amendment to HCA (PDF)
- 2016 01 21 - Second Host Community Agreement Amendment (FINAL) (PDF)
- February 17, 2016 Notice (DOCX)
- 2-22-16 - Special Mtg (DOCX)

To The City Council of the City of Springfield:
The undersigned respectfully petition your honorable body

for a Site Plan Review (Tier 2) to facilitate the location of a licensed casino and casino complex within the boundaries established by the City of Springfield for casino gaming activities as outlined under the Casino Overlay District regulations (Article 8, Section 8.5) at the properties known as NS Howard Street (06802-0017, 0018, 0024, 0020, 0016, 0005), SS Howard Street (06802-0073, 0065), 35 Howard Street (06802-0070), 82 Howard Street (06802-0028), 53 Howard Street (06802-0068), 26 Howard Street (06802-0010), 1090 Main Street (08130-0098), 1120 Main Street (08130-0101), 1126 Main Street (08130-0103), 1106 Main Street (08130-0100), 1008 Main Street (08130-0091), 1132 Main Street (08130-0105), 1156 Main Street (08130-0108), 1200 Main Street (08130-0110), 95 State Street (11110-0650), 73 State Street (11110-0653), 79 State Street (11110-0651), SS State Street (11110-0656), 68 Union Street (11750-0022), NS Union Street (11750-0024), 53 Bliss Street (01560-0024), 16 Bliss Street (01560-0001), 61 Bliss Street (01560-0023), 19 Bliss Street (01560-0031), Bliss Street (01560-0032), SS Bliss Street (01560-0021, 0028, 0030, 0020, 0029), NS Bliss Street (01560-0005, 0007, 0008) and 1357 East Columbus Avenue (04303-0496) as allowed by M.G.L. and the Springfield Zoning Ordinance Article 8, Section 8.5.

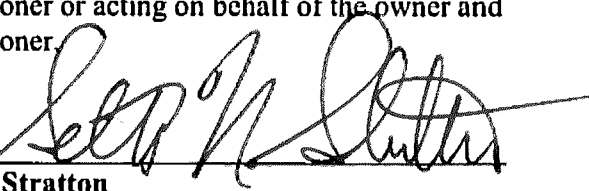
Mailing Address:

1414 Main Street, Suite 910
 Springfield, MA 01144

Owner:

Blue Tarp reDevelopment, LLC

I hereby certify that I am the owner and petitioner or acting on behalf of the owner and petitioner.

BY: 

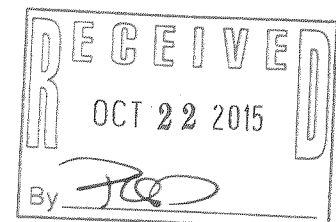
Seth Stratton

**Vice President & General Counsel
 MGM SPRINGFIELD**

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CITY CLERK'S OFFICE
 SPRINGFIELD, MA



Article 8 Overlay Districts

<i>Section 8.0</i>	<i>Purpose and Applicability</i>
<i>Section 8.1</i>	<i>Neighborhood Commercial Design Overlay District</i>
<i>Section 8.2</i>	<i>West Columbus Urban Renewal Overlay District</i>
<i>Section 8.3</i>	<i>Floodplain Overlay District</i>
<i>Section 8.4</i>	<i>Regional Shopping Center Overlay District</i>
<i>Section 8.5</i>	<i>Casino Overlay District</i>
<i>Section 8.6</i>	<i>Smart Growth District [Reserved]</i>

SECTION 8.5 CASINO OVERLAY DISTRICT

Section 8.5.10 Purpose

The Casino Overlay District's purpose is to facilitate the location of licensed casinos and casino complexes within the boundaries established by the City of Springfield for casino gaming activities. The Casino Overlay District focuses on urban entertainment and recreational activities that will enhance the area as a desirable location for tourists, conventions, and urban life. The provisions of the district encourage pedestrian and transit-oriented linkages between casinos and

casino complexes and other activities and venues within the City. Because of the special characteristics of casinos and casino complexes, the requirements applicable to development in this district include submittal requirements and criteria that are specified in this section. These regulations are designed to ensure that casinos and casino complexes contribute positively to the built environment, that the operation of casinos and casino complexes will help to enhance, expand, and stabilize employment and the local economy while simultaneously ensuring effective public services and a high quality of life for nearby businesses, institutions and residents.

The proposed development shall be subject to the provisions of a Host Community Agreement (HCA) approved by the City Council. The HCA shall establish a baseline site plan, design elevations, uses, program, signage concept, lighting concept, landscaping and streetscape plan and related information for the development.

After review and recommendation by the Office of Planning & Economic Development, the City Council shall review and approve site plans and design features for all casinos and casino complexes per the standards and criteria established herein. The Casino Overlay District and its provisions shall only apply to the specific properties so designated by the City Council as allowing a casino and related uses with a valid and current gaming license issued by the Commonwealth. Should a property so designated lose its gaming license at any point, the City Council may revoke the overlay designation and revert the property to its underlying zoning.

Section 8.5.20 Permitted Uses

CASINO and casino complexes, inclusive of accessory uses, including but not limited to retail, restaurants, hotels, accessory parking, housing, indoor place of amusement(s), outdoor place of amusement(s), daycare centers, support services and other complementary uses which enhance the success of the overall project as a viable, high quality urban entertainment venue.

Section 8.5.30 Site Plan Review

- 8.5.31 The Site Plan Review provisions of this Section shall apply to all STRUCTURES and USES located within the Casino Overlay District.
- 8.5.32 The Site Plan Review process shall follow the procedures outlined in Article 12, Section 12.3 except that the reviewing body shall be the City Council and not the Planning Board.
- 8.5.33 Notwithstanding pending Site Plan Review required for final project approval, site plan and design aspects which are consistent with those contained in the Host Community Agreement are pre-approved unless variations or modifications to them are proposed which exceed the provisions of 8.5.80 below.

- 8.5.34 The intent of the signage regulations herein (Section 8.5.70) is to 1) guarantee minimum signage rights, 2) set parameters for specialty and unique signage inherent in urban casino and entertainment development that would exceed those minimums (such as parapet roof signs, reader boards, façade projections, etc.) so that it is understood that such additional signage is allowed, if done properly, and presented in an acceptable final signage submittal and 3) give the City final discretion on such specialty signage. Disapproval of a request in the Site Plan review for a particular specialty signage or lighting component shall not be cause to disapprove the Site Plan Review or the Use and the applicant would still have the right (if the other Site Plan Review criteria were met and approved as per Section 8.5.32) to proceed with the development without the requested specialty signage or with amended specialty signage approved by the City.

Section 8.5.40 Site Plan Review Submission Requirements

- 8.5.41 In petitioning for a rezoning to a Casino Overlay District, the petitioner shall submit to the Office of Planning & Economic Development all required materials as outlined in Article 12, Section 12.3.40.

Section 8.5.50 Criteria for Rezoning

The City Council shall review development proposals for compliance with the following criteria:

- 8.5.51 The proposed development shall be consistent with and promote the goals of M.G.L. Chapter 23K and plans and policies of the City of Springfield;
- 8.5.52 The proposed development shall promote pedestrian and transit linkages to other activities and venues within the City of Springfield;
- 8.5.53 The proposed development shall be appropriate to and compatible with surrounding development in terms of scale, form, massing, land use, general appearance and function recognizing the unique functional characteristics of a casino or casino complex;
- 8.5.54 The proposed development shall include adequate circulation, off-street parking and loading facilities to meet expected parking and vehicular and pedestrian demands;
- 8.5.55 The proposed development shall provide amenities and public facilities to promote safety, comfort and convenience for visitors, employees and the general public;

- 8.5.56 The proposed development shall contain quality urban design elements and design features that promote, improve and reinforce the existing urban streetscape.
- 8.5.57 The proposed development shall be sensitive to buildings within the immediate area which have an architectural or historic value and work with the Springfield Historical Commission in that regard, consistent with the disposition of historic aspects articulated in the Host Community Agreement (HCA).
- 8.5.58 The proposed development shall be subject to the provisions of a HCA approved by the City Council. The HCA shall establish a baseline site plan, design elevations, uses, program, signage concept, lighting concept, landscaping and streetscape plan and related information for the development.
- 8.5.59 The location of the Casino Overlay District shall be the project site identified in the HCA between the City of Springfield and the project developer and consistent with the property set forth in the application for a gaming license submitted to the Massachusetts Gaming Commission. The Casino Overlay District may be added to the City of Springfield Zoning Map at any time after the filing of an application for a gaming license by means of a duly enacted amendment to the City of Springfield Zoning Map. The provision of the Section 8.5 shall not be legally effective within the Casino Overlay District unless the gaming license is approved by the Massachusetts Gaming Commission. In the event that a gaming license is not approved by the Massachusetts Gaming Commission, the City Council shall amend the zoning map by repealing the amendment placing the Casino Overlay District on the Zoning Map. Whether or not such repeal is enacted, only the underlying zoning of the land within the Casino Overlay District shall apply if the gaming license is not approved.

Section 8.5.60 Dimensional Regulations

All proposed uses and/or activities occurring within the Casino Overlay District are subject to the underlying zoning regulations, except as noted herein or in the Host Community Agreement. Where regulations conflict the specific provisions of the HCA shall govern.

8.5.61 Dimensional and Intensity Regulations

Table 8-1 Dimensional and Intensity Regulations (unless otherwise specified on the Host Community Agreement)	
	Casino Overlay District
Lot Area, minimum square feet	No Regulation
Lot Frontage , minimum (feet)	No Regulation
Lot Width , minimum (feet)	No Regulation
Front Yard (feet)	
Minimum	0
Maximum	10
Side Yard, minimum (feet)	0
Rear Yard, minimum (feet)	0
Building Height , maximum	
Stories	No Regulation
Feet	400
Building Coverage, maximum	95%
Maximum Residential Density (Dwelling Units Per Acre)	150
Parking	The Casino Overlay District shall meet the off-street parking provisions stipulated in the HCA.

Section 8.5.70 Sign Regulations

Due to the unique signage associated with a CASINO and casino complexes, the Casino Overlay District specifically allows for a wide range of unique signage and building lighting not contemplated in the underlying zoning. Therefore, signage allowed by the underlying sign regulations, as outlined in Article 9, shall apply unless signage is permitted under Section 8.5.75. Since it is anticipated and encouraged that the casino employ unique and creative urban signage and lighting techniques consistent with an urban entertainment venue, a range of such signage types is explicitly allowed and listed below in 8.5.75. However, such additional signage requires submittal of a specific and detailed “signage and specialty lighting concept” as part of the Site Plan Review process as outlined above and shall adhere to the following standards:

8.5.71 As part of the sign approval process a detailed sign plan must be submitted which includes:

- A. Dimensions and overall size(s) of all proposed signs;
- B. Building elevations indicating location of all proposed signage, including any directional signage;
- C. Materials of all proposed signage;
- D. Type(s) of illumination.
- E. Proposed special/seasonal signage and lighting programming, and hours of illumination for all lighted signs.

8.5.72 Signs to be located along the frontages of Main Street, State Street, Union Street, Howard Street and Emery Street shall:

- A. Be in character and size to surrounding signage located within the Central Business District and surrounding properties;
- B. Be complementary to the architectural elements found with the proposed developments as well as the surrounding buildings;
- C. Allow any individual retail storefront uses at least the maximum signage allowed by Article 9 to showcase and advertise their individual business and operations, in addition to any specialty signage and lighting elements which are subject to discretionary approval.

8.5.73 Signs specifically located on HISTORIC RESOURCE PROPERTIES shall:

- A. Be in keeping with the character, size and architectural elements of the building as determined by the Springfield Historical Commission.
- B. Allow individual retail storefront uses at least the maximum signage allowed by Article 9 to showcase and advertise their individual business and operations (subject to 8.5.73.A. above), in addition to any specialty signage and lighting elements which are subject to discretionary approval.

8.5.74 Signs to be located on facades facing East Columbus Avenue and/or oriented toward Interstate 91 or Interstate 291 shall:

- A. Be integrated into and enhance the architectural design and massing of the building so as to not distract from the quality and character of the development (e.g. blade banners, façade projections, architectural feature

accent lighting, roof top structural signs, and first/second surface applied graphics would be allowed)

- B. Be designed so as to not disrupt traffic flow and highway safety, and if potentially problematic be responsive to and minimize potential adverse impacts to traffic flow and safety.
- C. Avoid reader boards and repeating text message animated signage, or be only employed only for special events and/or traffic/parking control situations on a temporary basis.

8.5.75 The following specialty signage is allowed subject to the review and approval of the project signage and specialty lighting concept. Approval of any specialty signage or lighting is not guaranteed and may be withheld at the sole discretion of the City through the Site Plan Review Process. Discretionary approval of the specialty signage shall be based on recommendations made to the City Council by the Office of Planning & Economic Development who shall in turn confer with the Department of Public Works (regarding any traffic safety hazard impacts), Department of Code Enforcement/Building Division (regarding any aspects related to applicable building codes and permits) and the Springfield Historical Commission (in any situation where landmark or historic resources are impacted by signage).

- A. Blade signs and theater marquee signs; roof top parapet signs; façade projection signs (static or animated); animated electronic billboard signs; pinned-off letter signs; internally and externally illuminated signs; first and second surface signs applied to glazing or facades; banners; seasonal and special event building and site lighting; architectural building and site lighting to accent design features; animated, lighted fountains and streetscape elements;
- B. Notwithstanding the above menu of specialty signage, reader boards and repeating message animated signage may be allowed if employed only for special events and/or traffic/parking control situations on a temporary basis.
- C. In allowing specialty signage, the City Council must consider adverse impacts to adjacent buildings and properties, as well as adverse impacts to highway traffic flow and safety with regard to distraction from animation, brightness, size or content.

- D. All specialty signage must be properly and fully maintained in good working condition at all times so as to not detract from development's high quality appearance.

Section 8.5.80 Modification of Approved Plans

Approved site plans and elevations, and other aspects of the development proposal, including uses, may be amended from what is specified in the HCA, pursuant to the same procedure and subject to the same limitations and requirements by which said plans and proposals were initially approved. However, upon written request by the petitioner, minor changes from what is specified in the HCA plans and development parameters may be permitted by the Office of Planning & Economic Development subject to a finding that such changes will not cause any of the following:

- 8.5.81 A change in the character of the development, including the overall massing, primary land uses, quality of materials or significant deviation from the architectural character or building footprints of approved site plans and elevations; or
- 8.5.82 An increase in the ratio of gross floor area (as specified in the HCA) to LOT area by more than twenty five percent (25%); or
- 8.5.83 A decrease in open space, pedestrian areas, parks and amenities unless justified by changes in other factors; or
- 8.5.84 A reduction or increase in approved off-street parking unless justified by changes in other factors.

After review by the Office of Planning & Economic Development, the petitioner shall be notified, in writing, of the result(s) of the Office of Planning & Economic Development's findings. These findings shall be forwarded to the City Council.

Section 8.5.90 Reserved

SECTION 8.6 SMART GROWTH OVERLAY DISTRICT [RESERVED]

January 13, 2016

I HEREBY CERTIFY THAT I have this date notified the members of the City Council of the City of Springfield of a **SPECIAL MEETING** to be held on **Tuesday, January 19, 2016 at 5:30 P.M. and Wednesday, January 20, 2016 at 7:00 P.M.** in the City Council Chambers by First Class Mail of said notice to the last and usual place of abode to: COUNCILORS Timothy C. Allen, Thomas M. Ashe, Adam Gomez, Melvin A. Edwards, Michael A. Fenton, Justin Hurst, Marcus J. Williams, Orlando Ramos, Timothy J. Rooke, Kenneth E. Shea, E. Henry Twiggs, Kateri B. Walsh, Bud L. Williams, a notice of said meeting duly signed by the Council President and I further certify that I have duly notified said City Councilors in the manner aforesaid in accordance with the law.

Subscribed and sworn to before me, this 13th day of January, 2016.

Wayman Lee, Esq., City Clerk

Attachment: Special Meeting Notice MAIL-2 [Revision 1] (3371 : Casino Overlay Site Plan Review - Continued Hearing)

**OFFICE OF PLANNING & ECONOMIC DEVELOPMENT
ANALYSIS FOR A CASINO OVERLAY SITE PLAN REVIEW (CITY COUNCIL)**

**PROPERTIES BOUNDED BY MAIN STREET, UNION STREET, STATE STREET AND EAST
COLUMBUS AVENUE
CASINO OVERLAY SITE PLAN REVIEW**

General Information

Petitioner:	Blue Tarp reDevelopment, LLC
Request:	For a Casino Overlay Site Plan Review to facilitate the location of licensed casino and casino complex with the boundaries established by the City of Springfield for casino gaming activities as outlined under the Casino Overlay Regulations (Article 8, Section 8.5) at the property bounded by State Street, Main Street, Union Street and East Columbus Avenue.
Proposed use of the property:	Casino and casino complex
Parcel Size:	Approximately 14 acres
Site Visit:	1-4-16
City Council Hearing Date:	1-4-16/1-19-16/1-20-16

Staff Analysis

Neighborhood characteristics:

The parcel is located within the Metro Center neighborhood. This high density section of the City has a mix of commercial, cultural and residential uses.

Overview:

Blue Tarp reDevelopment has submitted an application for a Casino Overlay Site Plan Review for the proposed casino development to be located on the property generally bounded by State Street, Main Street, Union Street and East Columbus Avenue. As per the Springfield Zoning Ordinance, the City Council is the approving body for a Site Plan Review application for a development which falls under the Casino Overlay District. The Casino Overlay District text was approved by the City Council in May 2013, with the boundaries of the District approved in December 2015.

As noted in the Zoning Ordinance, the Casino Overlay District's purpose is to facilitate the location of a licensed casino and casino complex within the boundaries established by the City of Springfield and the State of Massachusetts for casino gaming activities. The Casino Overlay District focuses on urban entertainment and recreational activities that will enhance the area as a desirable location for tourists, conventions, and urban life. The district also encourages pedestrian and transit-oriented linkages between the casino and casino complex and other activities and venues within the City. The Casino Overlay District regulations are designed

to ensure that the casino and casino complex contributes positively to the built environment, that the operation of the casino and casino complex will help to enhance, expand, and stabilize employment and the local economy while simultaneously ensuring effective public services and a high quality of life for nearby businesses, institutions and residents. As per the Zoning Regulations, the Site Plan Review process follows the procedures outlined in Article 12, Section 12.3; however, as noted above, the City Council is the approving body as opposed to the Planning Board.

As noted in the Casino Overlay District regulations, in addition to the Site Plan Review approval, this proposed development is also subject to the provisions of a Host Community Agreement (HCA) which was approved by the City Council in May 2014 and amended in June 2015. The HCA established a baseline site plan, design elevations, uses, program, signage concept, lighting concept, landscaping and streetscape plan and related information for the development.

Please note, that in addition to the Office of Planning & Economic Development's staff analysis, a full independent review has also been completed by The Chicago Consultants Studio, Inc. (CCS). A copy of their report has been attached. These urban planners have extensive experience with casino development and have also played a key role in the evaluation of the original proposals submitted by the competing casino developments during the City's RFQ/P process. They also assisted in the drafting of the Casino Overlay District regulations and the negotiating and drafting of the HCA.

Further, all plans have been fully reviewed by the Department of Public Works (DPW) as well as their traffic consultant from Fuss & O'Neill. As per the Site Plan Review procedures, copies of the plans were also distributed to City departments for comments. Copies of the comments and responses by the developer have also been attached. Comments were also received by abutters to the proposed development. Those comments were also forward to the developer with copies sent to City Council.

Site Plan Analysis:

As the Council is aware, the developer has submitted plans for the construction of a casino complex on the property generally bounded by State Street, Main Street, Union Street and east Columbus Avenue. In addition to the casino gaming area (126,262 s.f.), the development includes a number of other elements. These elements include a 251 room/4-star hotel, retail opportunities (31,250 s.f.), restaurants and food outlets (73,107 s.f.), banquet area (73,705 s.f.), bowling alleys, movie theaters and outdoor skating rink. The development also includes a 3,375 space parking garage.

After a full review of the plans submitted, the staff believes that the plans submitted meet the underlying Casino Overlay District regulations and firmly believe that the proposed development will have a beneficial impact on not only this area but on the City as a whole.

With regards to the submitted plans, the staff would like to highlight the following:

Hotel:

While the staff does recognize that the current plan does propose modifications to the plan that was originally presented, most notably the reconfiguration of the hotel from a high rise hotel along State Street to a mid-rise hotel along Main Street, the staff fully concurs with the opinion noted in the report completed by CCS. Specifically, the staff agrees that "...moving the hotel function to the Main Street frontage is actually a very positive enhancement in that it more fully engages the project with Main Street and energizes the urban fabric and pedestrian environment". They go on to state that "...we firmly believe that the overall massing and scale of the casino development, developed as a whole and integrated into the Springfield urban fabric, is a

better resolution than the original design and in no way reduces the visual excitement of the project nor the level of quality or attractiveness of the hotel”.

Residential:

As part of the relocation of the hotel to Main Street, the developer has now also proposed to move the market-rate housing to an off-site location. The market-rate housing component (54-units) has always been a key piece to the overall development as the City continues to strive to bring more market-rate units downtown. The staff firmly believes that these new residential units will not only complement the housing developments currently occurring in the downtown area, such as the Silver Brick Lofts, but more importantly, will help foster the further development of additional market-rate housing units in the downtown.

Further, the staff also believes that by expanding the overall development “footprint” this will help to energize the “Implementation Blueprint” outlined in the HCA, which envisions the expansion and collateral impacts that a development of this size can obtain.

It should be noted that, to date, only 195 State Street has been identified as a possible location for new market rate units. However, the sale of this building has not yet been finalized and the total number of units to be located in this building has yet to be determined. A full detailed plan on all the proposed residential units should be required as part of the approval of the site plan.

Retail/Food:

With regards to the retail and restaurant components of this project, as noted above, the plans submitted indicate that there will be a total of 31,250 square feet of retail space and 73,107 square feet of restaurant/food outlet space. This includes a number of spaces along Main Street and State Street as well as spaces within the proposed Armory Market Place. One of the key components of the Armory Markey Place is the redevelopment of the former Howard Street Armory. As the Council is aware, this was a structure that was significantly damaged during the 2011 tornado.

As part of the overall site plan review process, the staff and CCS have had numerous discussions about the potential layout of these spaces and will continue to engage the developer in these discussions as the retail and food components solidify and tenants are identified. The staff would like to stress that it is very pleased that 101 State Street, which is at the corner of Main Street and State Street, will now be utilized for street level retail operations. This was not part of the original proposal.

Further, it is very important to stress that unlike a typical casino development, which requires a patron to enter the casino in order to access the retail and food establishments, all the proposed retail and food operations will be able to be accessed directly from Main Street, State Street and Howard Street, without the need to actually enter the casino floor. The staff believes strongly that this is a unique and important design aspect that will, again, help energize the streetscape and enhance pedestrian activity.

Parking Garage:

As noted above, the developer intends to construct a 3,375 space parking garage to be located along Union Street in the area formally occupied by the Zanetti School. The proposed garage will have eight (8) levels with entrances off Union Street and Bliss Street.

Due to the large scale of this proposed garage, the staff and CCS have been having ongoing discussions regarding the overall treatment of the facades of this building. The original elevations submitted indicated that

additional architectural details were going to be added to the Bliss Street side of the garage but that the East Columbus Avenue/Union Street facades were less detailed and lacking in architectural interest. After numerous meetings with the developer, a number of positive changes are being proposed which will address the concerns listed above. It is the understanding of the staff that these changes are still being worked on and that final plans will be submitted as part of the Site Plan Review hearings. It would be the staff's recommendation that any plans submitted at the hearings be incorporated into the final approval.

Bus Drop Off Area:

Another proposed change to the original design is the relocation of the bus drop off/pick up area. In the original plans with the hotel on State Street, a more formal entrance with a porte-cochere was to be located along the newly developed MGM Way. Buses were originally going to be parked within the proposed garage. With the relocation of the hotel to Main Street and the reconfiguration of the internal functions of the parking garage, the buses will now be directed to drop off and pick up along MGM Way. In the original plans submitted, the staff had strong concerns that this area lost much of its pedestrian qualities and did not match the urban design found in the rest of this proposal.

Again, after several internal discussions with the developer a number of positive changes were made and ones in which the staff believes brings back the pedestrian nature of this area while still accommodating the need for bus drop off and pick up. The new plans now show a new entrance articulated with an elegant fixed awning as well as additional pavement treatment that make this space much more welcoming than originally designed.

Landscaping:

As part of the site plan submission, the developer submitted a detailed landscaping plan. This plan was reviewed by the staff as well as CCS. Due to the fact that the plan shows new plantings within Da Vinci Park, the plans were also submitted to the Park Department/City Forester for review. Comments on the plans were submitted by the City Forester which will need to be addressed as the plans progress.

Overall, the staff is very pleased with what has been proposed. However, we understand that additional reviews will be required as the plans evolve. It should also be noted that a Memorandum of Understanding (MOU) was signed between the developer and the Parks Department which relates to the number of street trees that had to be removed. As part of the MOU, the developer is required to work directly with the City Forester to ensure the adequate replacement of the street trees that were removed.

One of the most significant amenities of the landscaping plan is the roof top gardens located on the second level of the development. The staff firmly believes that this is a truly unique amenity that is not found elsewhere in the City. These roof gardens will be fully assessable to hotel guests, conference attendees and casino patrons. These areas will also provide a direct visual link to the entertainment plaza below.

Building Elevations/Materials:

Again, as part of the site plan submission, the staff requested that the developer identify the proposed exterior materials to be used in this development. Understanding that specific details of what each building will be constructed of have not yet been completed, the developer has submit a materials matrix which identifies a menu of materials to be used in this development. While further details need to be provided, the staff does believe this materials matrix helps to ensure that this development will be completed with quality materials which will match the urban character of Springfield while also being able to withstand the rigors of this northern climate.

In addition to the materials, the staff has also been having ongoing discussion about the overall massing and articulation of the proposed buildings and facades. As the Council is aware, the developer had to undergo a very rigorous historic review process with not only the Springfield Historical Commission (SHC) but also the Massachusetts Historical Commission (MHC) as well. As a result of this review, a number of historic buildings and facades will remain. In addition, the developer has also agreed to replicate the former YMCA façade along the new entertainment plaza. The staff firmly believes that this façade, as well as the other buildings/facades being saved helps to preserve the historic character and fabric of this area and contributes positively to the overall development.

Day Care:

As the Council is aware, as part of this overall development, a day care operation is required. In the original plans submitted, the day care was going to be located onsite, on the corner of Howard Street and East Columbus Avenue. The plans now show that the day-care operation will now be located off-site.

In discussions with the developer, it has been indicated that the day care will be located on a portion of the vacant property located at the corner of Main Street and Union Street. This was the former location of the Zorzi Building which was demolished as a result of the 2011 tornado. While this site has been identified as a possible location, no plans have been submitted. Due to the fact that this is such a prominent location, the staff wants to ensure that the design of this day care operation is in context with the surrounding properties. As such, the staff would strongly recommend that as a condition of this approval, the developer be required to submit a full set of site plans to the Office of Planning & Economic Development, prior to the issuance of a Building Permit.

Signage:

As anticipated in the Casino Overlay District regulations, due to the unique signage associated with a casino, the Casino Overlay District regulations allows for a wide range of signage and building lighting not contemplated in the underlying zoning.

As part of the developer's site plan submission, a letter was submitted specifically requesting that the review of signage be waived at this time as "...MGM [Springfield] has not yet determined the size, scope and type of signage appropriate for the development". Although some renderings and elevations, submitted as part of the site plan review submission, show proposed signage, it needs to be stressed that these are only conceptual in nature and done for illustrative purposes only. A full detailed sign plan indicating locations, sizes, materials, etc., will need to be submitted to the City Council for a full review and approval prior to the issuance of any sign permits.

Recommendation

As stated above, the staff is very pleased with what has been presented. After a full detailed review of the plans submitted, by not only the staff but also the planning consultants from CCS, it is the staff's recommendation that the plans meet the underlying Casino Overlay District regulations and the Site Plan, as presented, should be approved, with conditions.



November 18, 2015

By First Class Mail and Email

Phil Dromey
Office of Planning and Economic Development
City of Springfield 70 Tapley Street
Springfield, MA 01104

Re: Casino Overlay District Site Plan Review Application

Dear Phil:

Blue Tarp reDevelopment, LLC d/b/a MGM Springfield ("MGM") is in receipt of your October 26, 2015 letter regarding MGM's Casino Overlay District Site Plan Review Application (the "Application"). Your letter indicated that the Application did not address the "signage and specialty lighting concept" as detailed in Section 8.5 of the Springfield Zoning Ordinance (the "Ordinance"). We previously discussed with your office that our signage and lighting plans would follow at a later date closer to opening as we continue to refine those aspects of the development. Based on further discussions subsequent to submission of our Application, we now understand that you require a formal request to the Application be permitted to proceed with the Site Plan Review process notwithstanding the fact that the "signage and specialty lighting concept" was not included with the Application and will be submitted at a future date. Please accept this letter requesting the same.

Due to the unique nature of the Project¹ and considering that Operations Commencement is not expected to occur until Fall 2018, MGM has not yet determined size, scope, and type of signage appropriate for the Project. Pursuant to Section 12.2.32 of the Ordinance, "[t]he Office of Planning and Economic Development may waive specific submission requirements for a Site Plan Review application upon demonstration by the applicant that a requirement is not necessary or it is inapplicable to the applicant's project." The Ordinance provides in addition that, "[d]isapproval of a request in the Site Plan review for a particular specialty signage or lighting component shall not be cause to disapprove the Site Plan Review or the Use and the applicant would still have the right (if the other Site Plan Review criteria were met and approved as per Section 8.5.32) to proceed with the development without the requested specialty signage or with amended specialty signage approved by the City." Ordinance, at Section 8.5.34. MGM is requesting that the Office of Planning and Economic Development ("OPED") proceed with the Application without the complete signage plan so that it may proceed with the development of the Project without delay. An

¹ Capitalized terms not explicitly defined herein shall have the same means as in the Host Community Agreement.

MGM Springfield
One Monarch Place, Suite 910
Springfield, MA 01144
413-273-5000



appropriate signage plan, as required by the Ordinance, will follow once it is fully developed. MGM will continue to keep OPED apprised of its progress in that regard.

Should you have any questions regarding the Application, please feel free to contact me.

Sincerely,

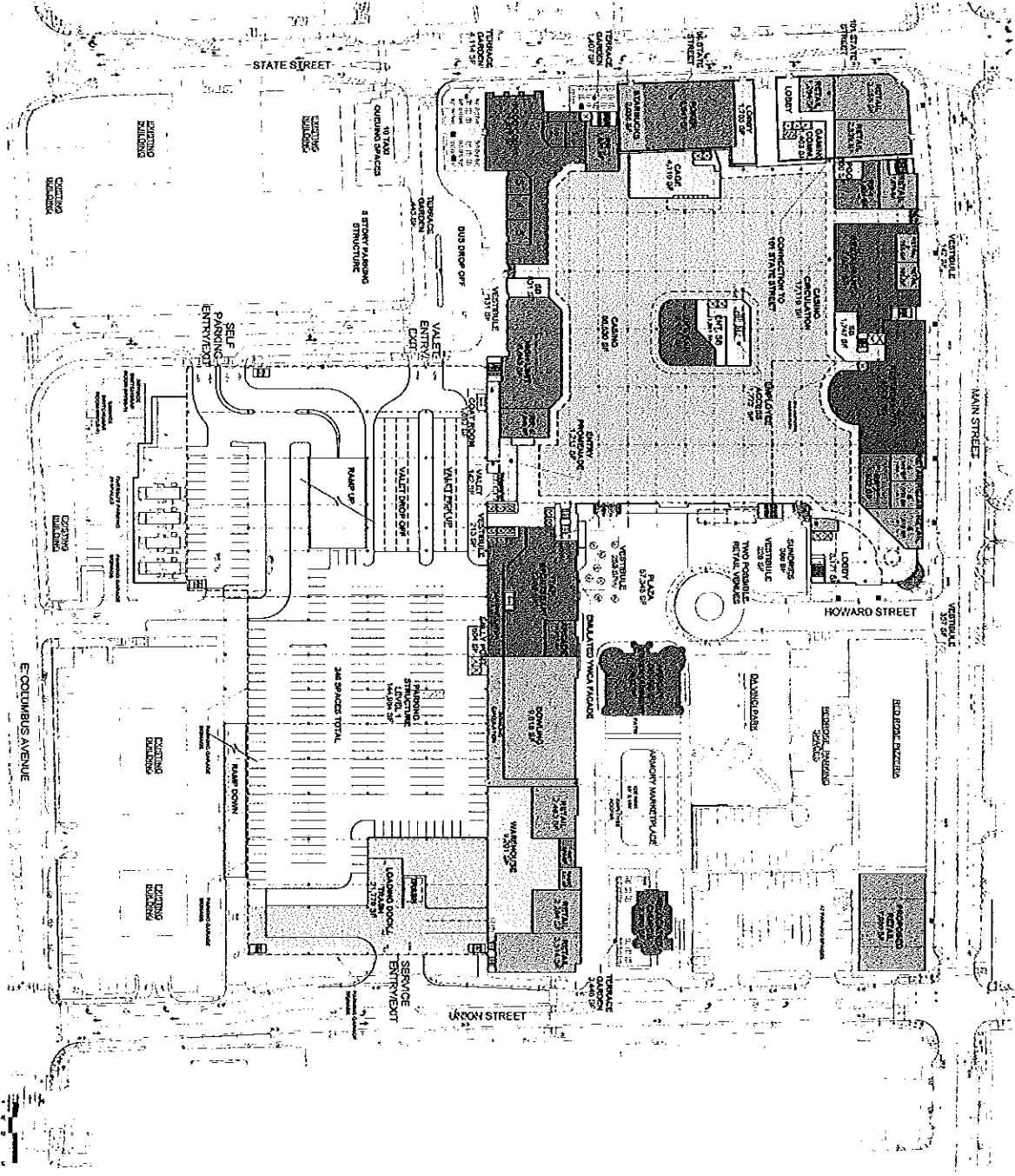

Seth Stratton
Vice President & General Counsel

cc: Brian Packer
Frank P. Fitzgerald, Esq.

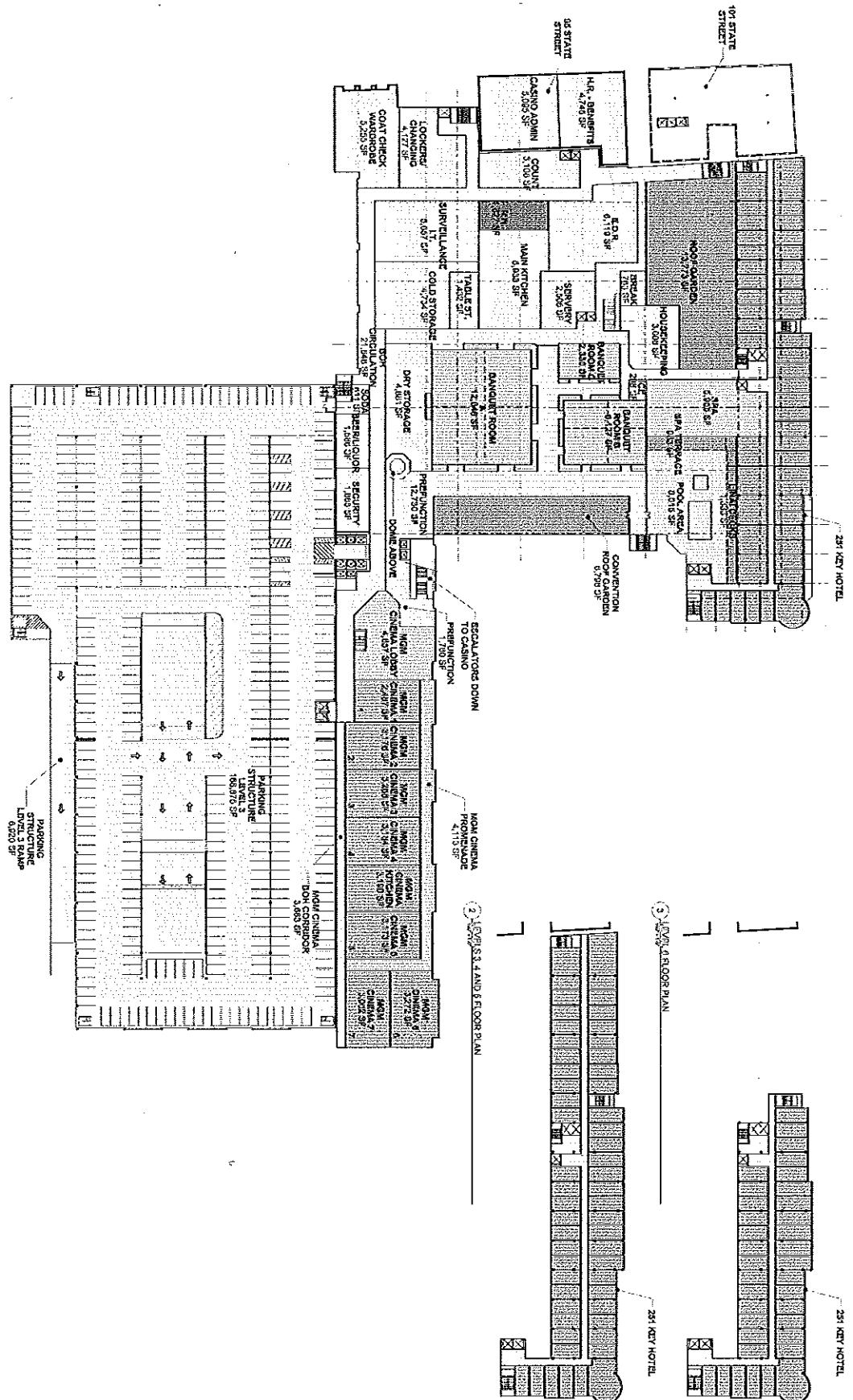
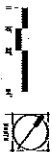
MGM Springfield
One Monarch Place, Suite 910
Springfield, MA 01144
413-273-5000

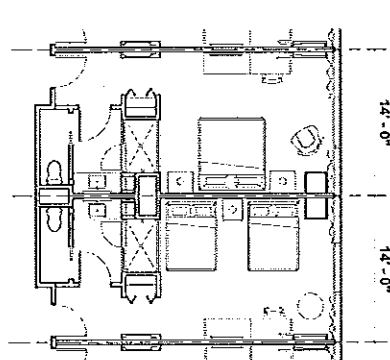
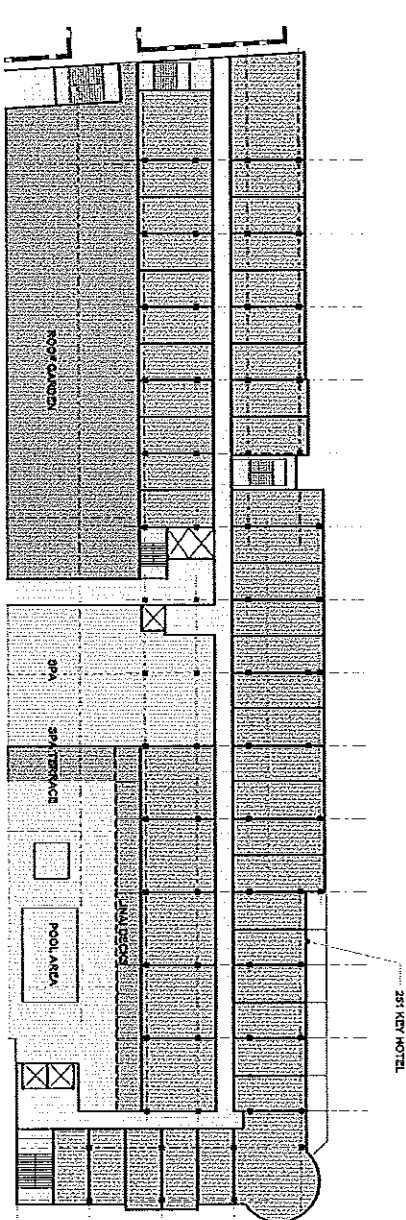
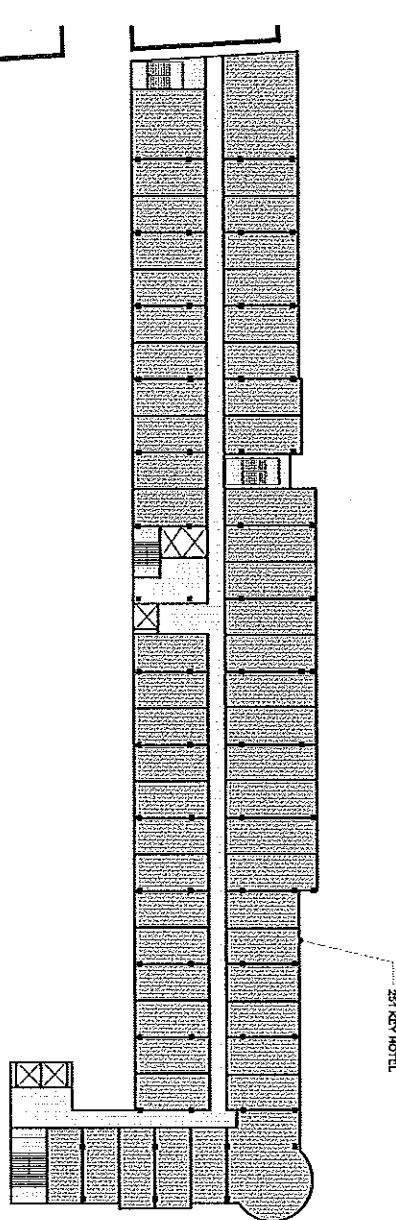
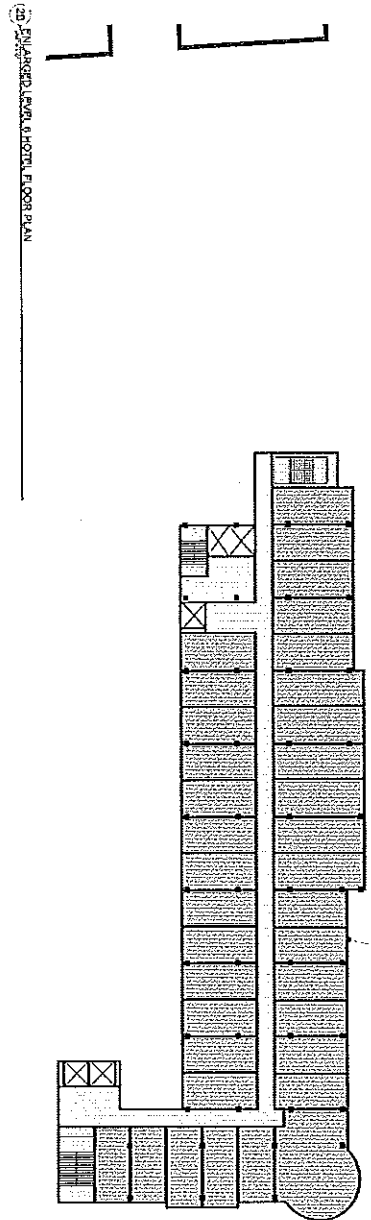
MGM SPRINGFIELD

LEVEL ONE FLOOR PLAN



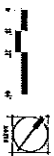
LEVEL TWO FLOOR PLAN

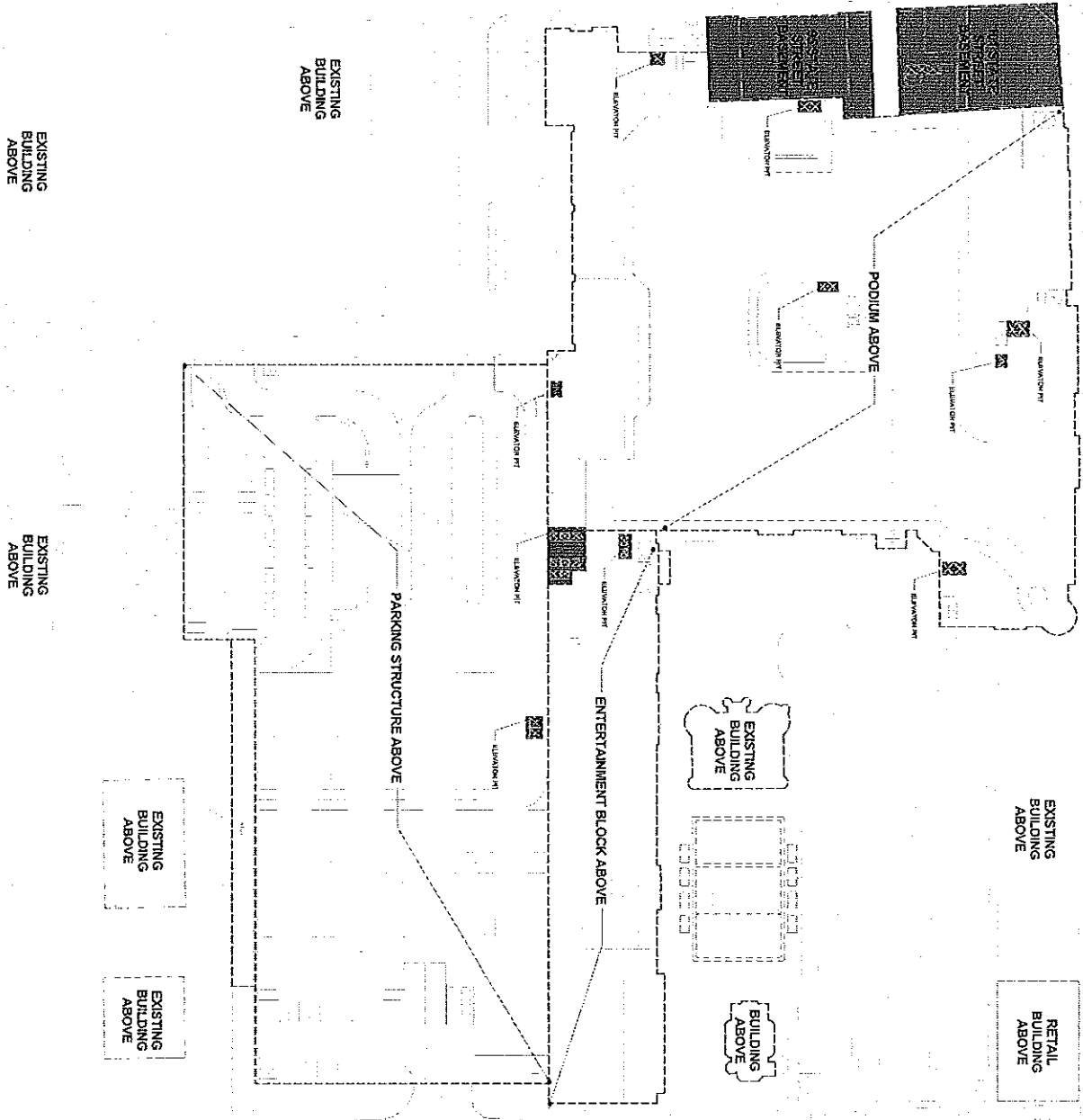


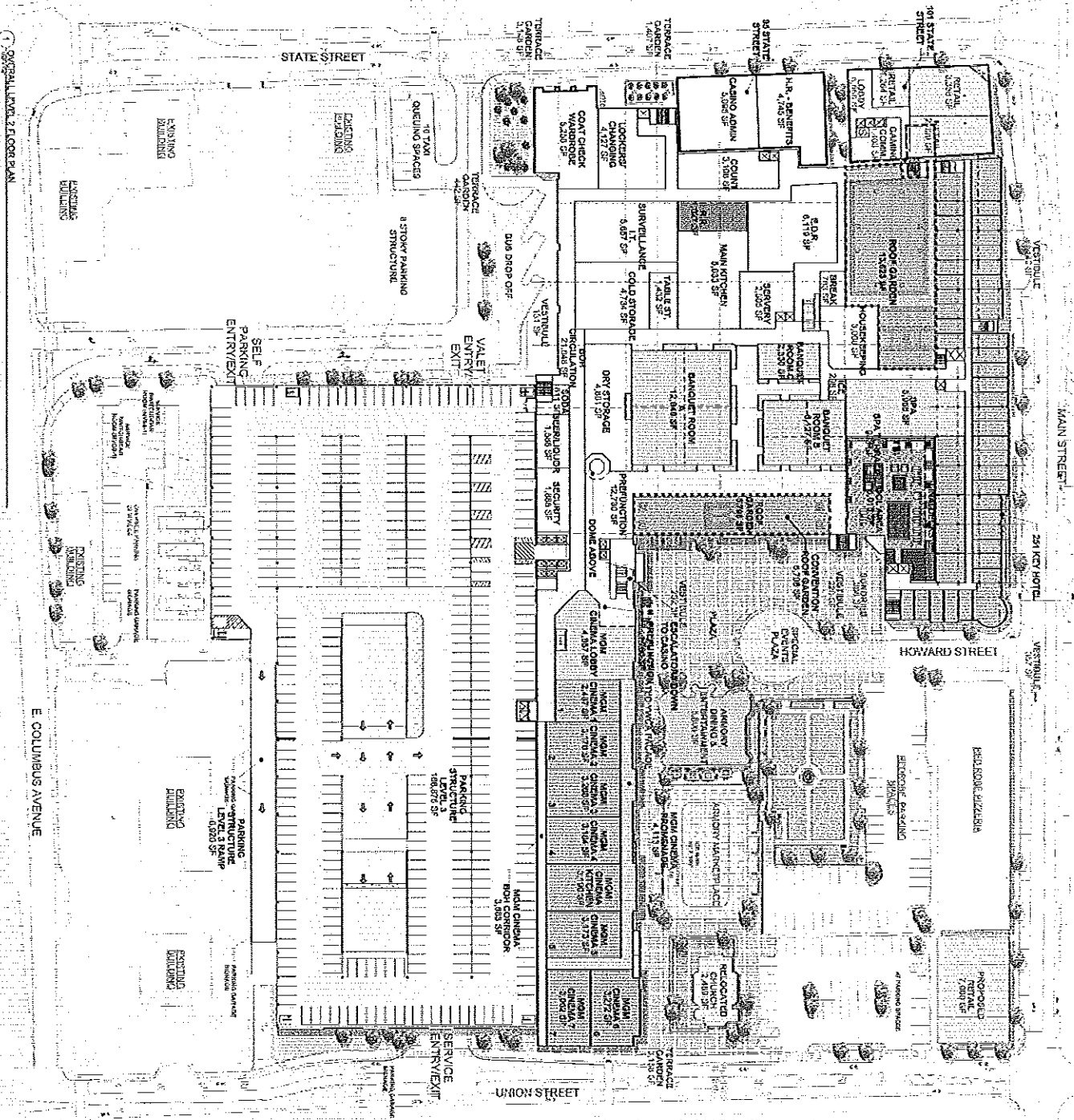


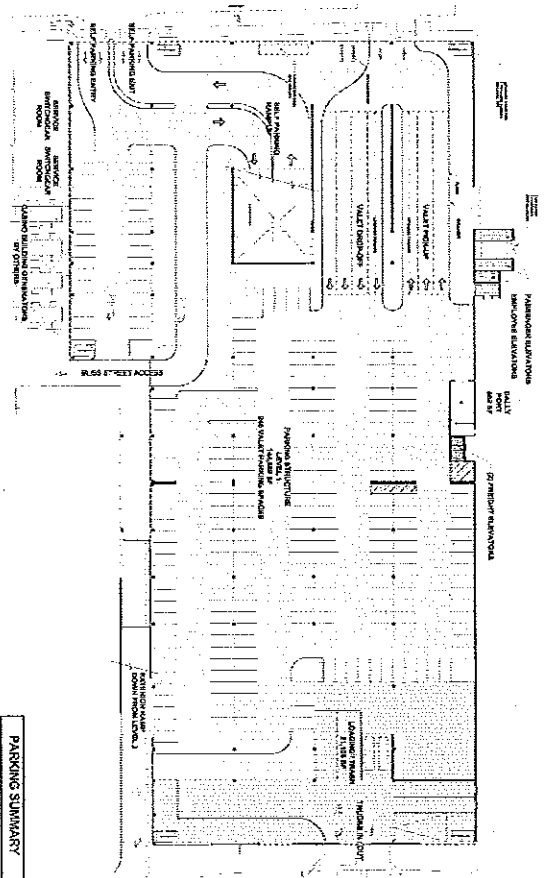
MGM SPRINGFIELD GUEST ROOM MATRIX

	1 BAY	1 BAY PLUS	2 BAY	2.5 BAY	TOTAL
LEVEL 2	27	11	7	2	47
LEVEL 3	42	11	1	2	56
LEVEL 4	42	11	1	2	56
LEVEL 5	42	11	1	2	56
LEVEL 6	28	6	0	1	35
TOTAL	182	50	10	9	251



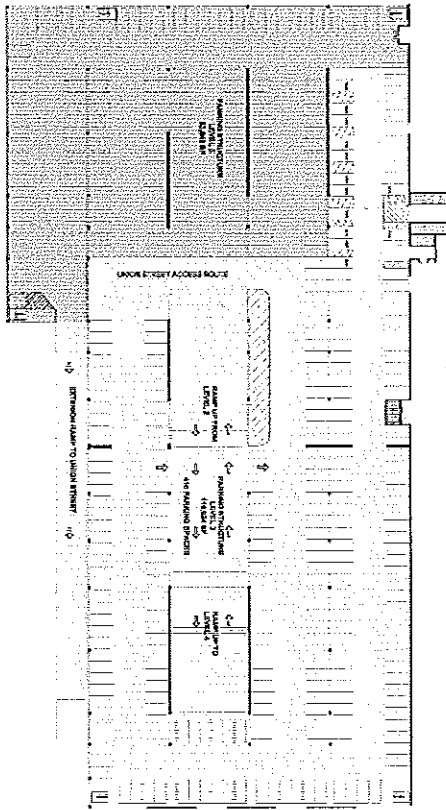




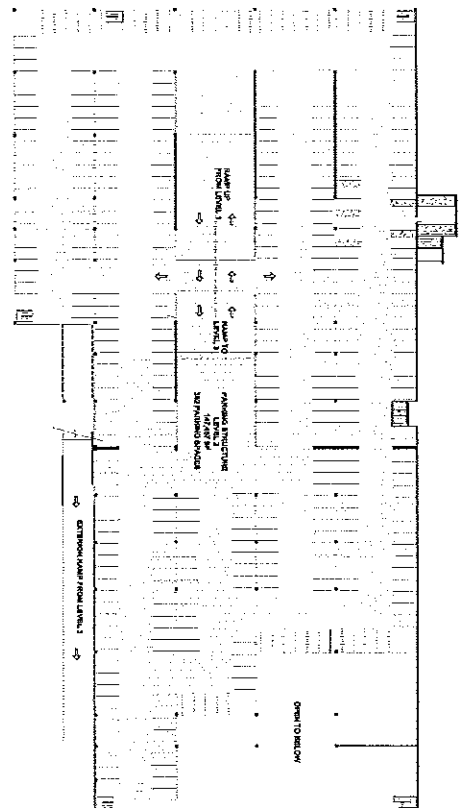


GARAGE LEVEL ONE

PARKING SUMMARY	
LEVEL 1	342 SPACES
LEVEL 2	302 SPACES
LEVEL 3	418 SPACES
LEVEL 4	418 SPACES
LEVEL 5	444 SPACES
LEVEL 6	443 SPACES
LEVEL 7	443 SPACES
LEVEL 8	448 SPACES
TOTAL	3,213 SPACES

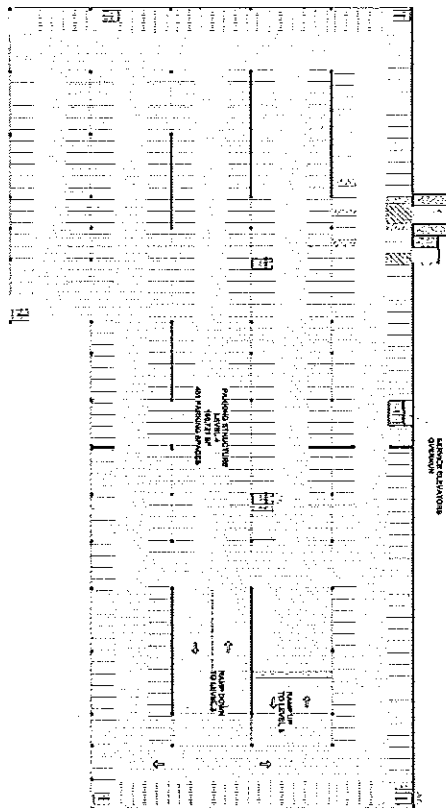


GARAGE LEVEL THREE

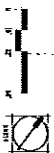


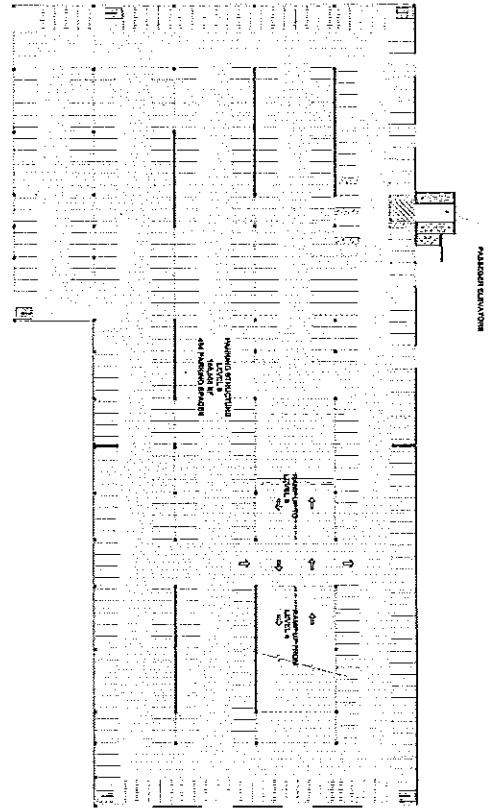
GARAGE LEVEL TWO

STRUCTURAL NOTE
ALL STRUCTURAL ELEMENTS SHALL BE CONCRETE OR STEEL PER THE DESIGNER'S REQUIREMENTS.



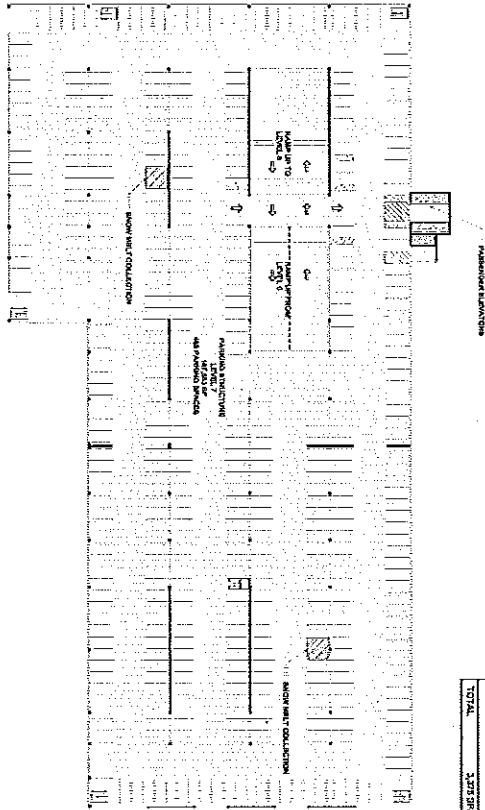
GARAGE LEVEL FOUR



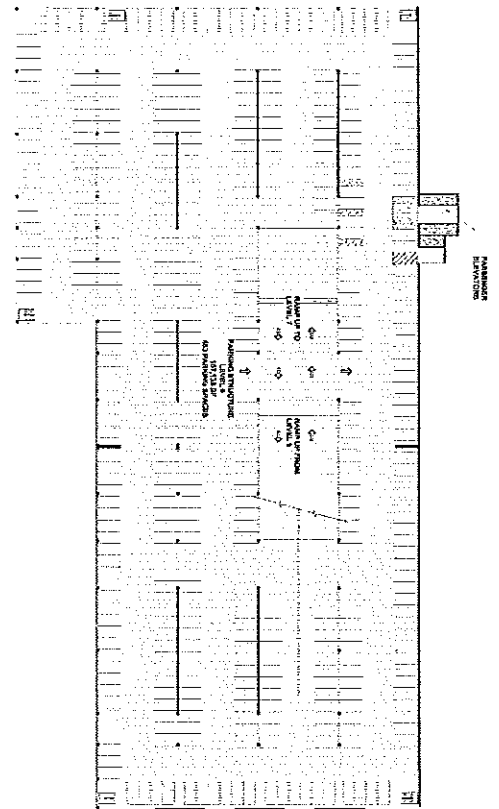


GARAGE LEVEL FIVE

PARKING SUMMARY	
LEVEL 1	246 SPACES
LEVEL 2	242 SPACES
LEVEL 3	415 SPACES
LEVEL 4	461 SPACES
LEVEL 5	464 SPACES
LEVEL 6	463 SPACES
LEVEL 7	463 SPACES
LEVEL 8	468 SPACES
TOTAL	3,275 SPACES

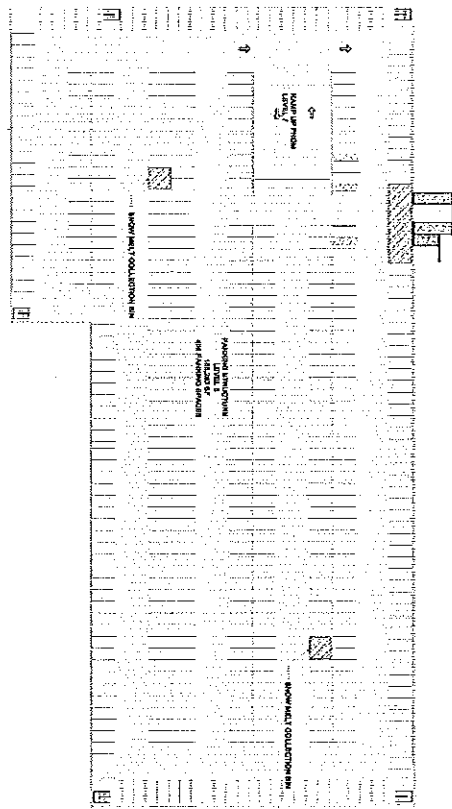


GARAGE LEVEL SEVEN

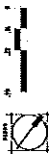


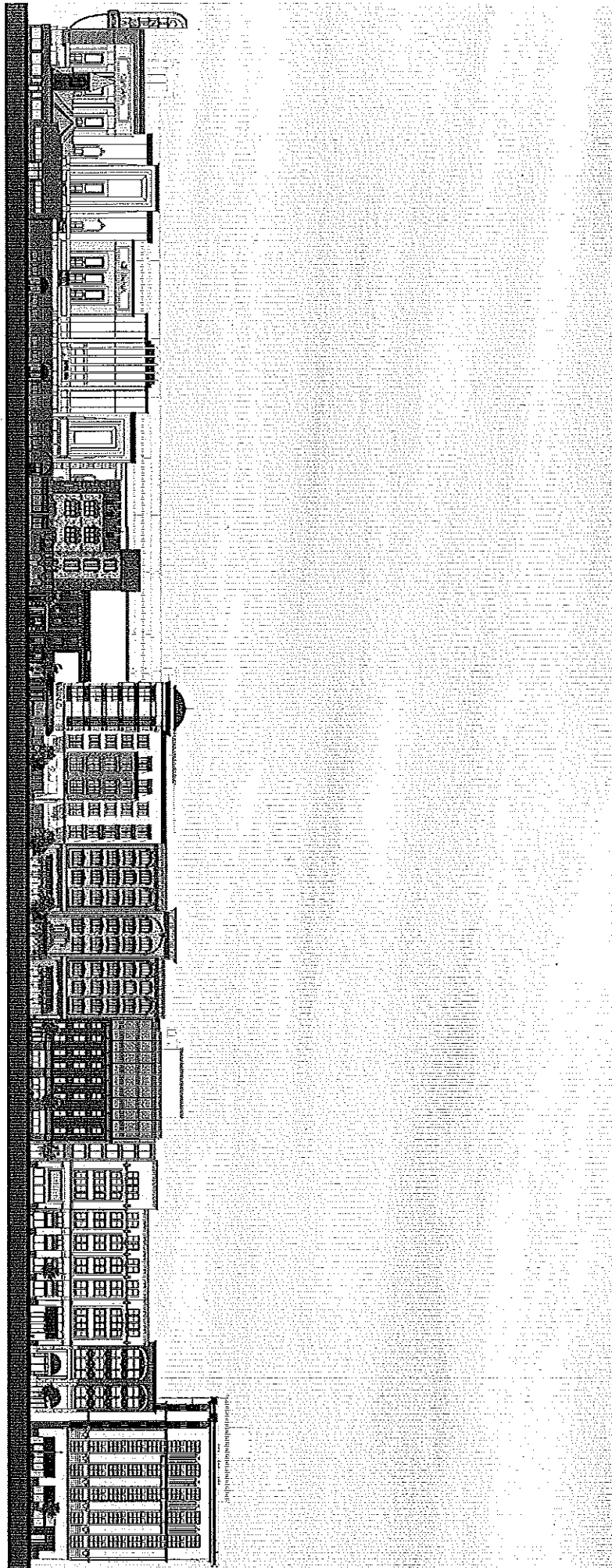
GARAGE LEVEL SIX

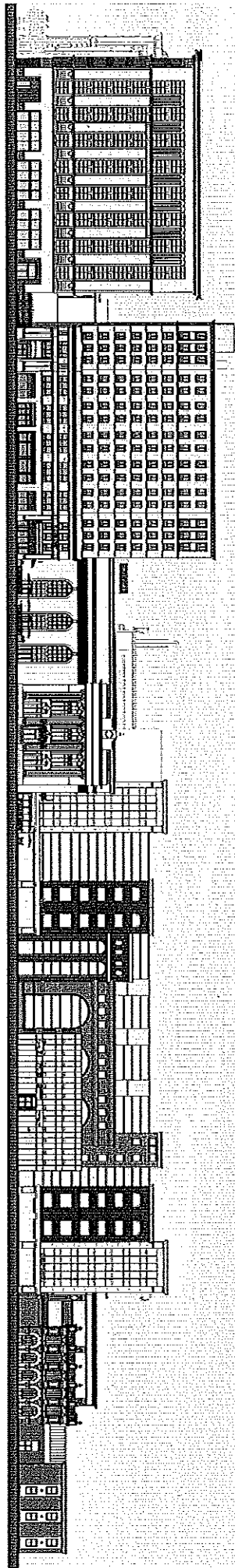
STRUCTURAL NOTE
ALL STRUCTURAL ELEMENTS SHALL BE DESIGNED TO RESIST ALL APPLIED LOADS AND SHALL BE CONFORMANT WITH ALL APPLICABLE CODES AND STANDARDS.

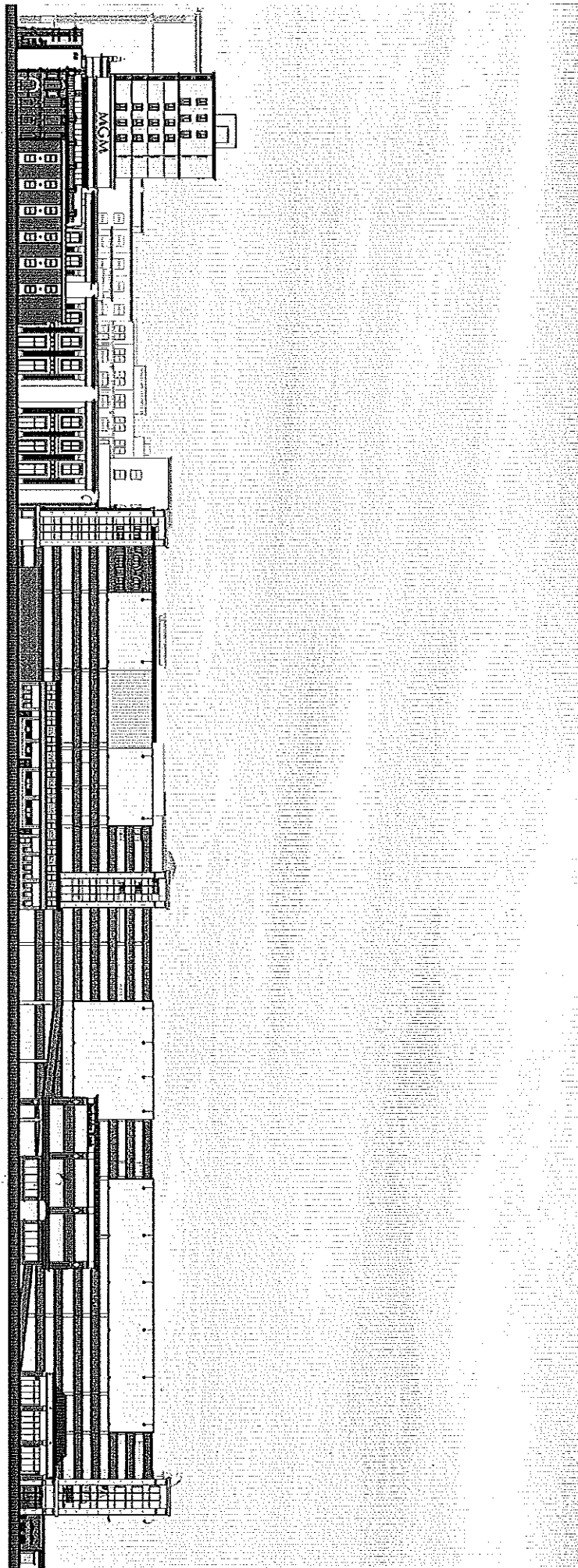


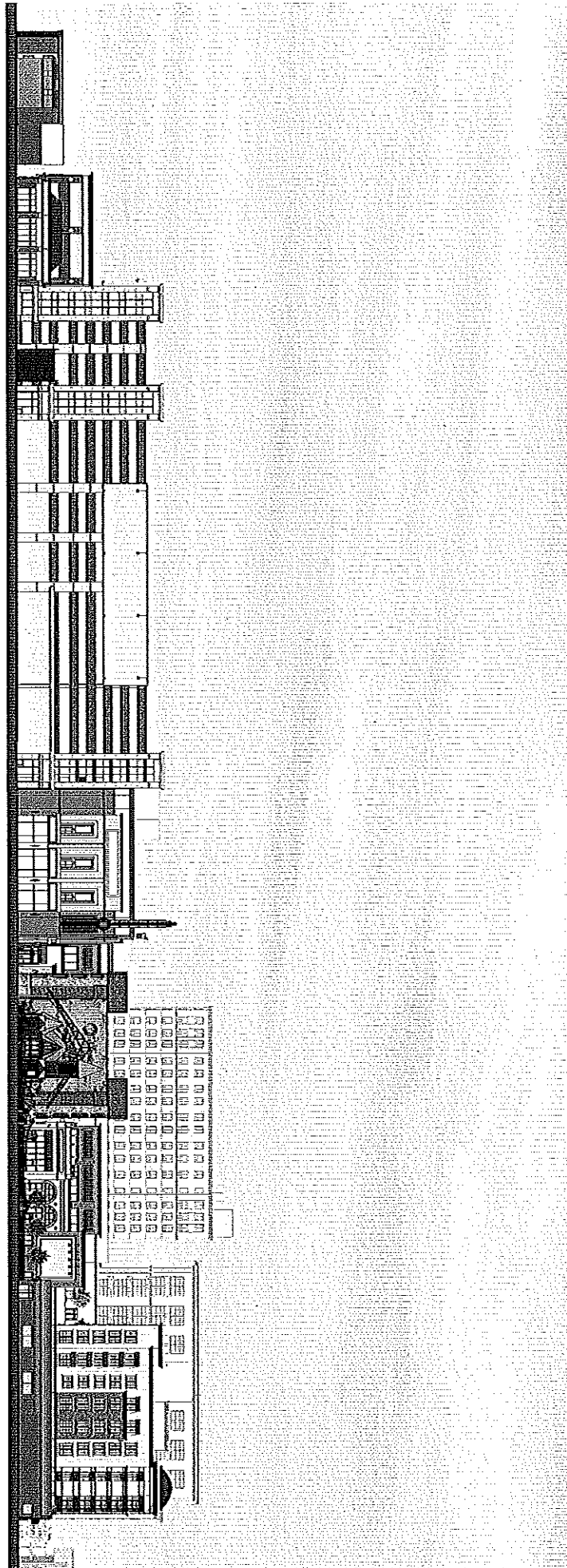
GARAGE LEVEL EIGHT

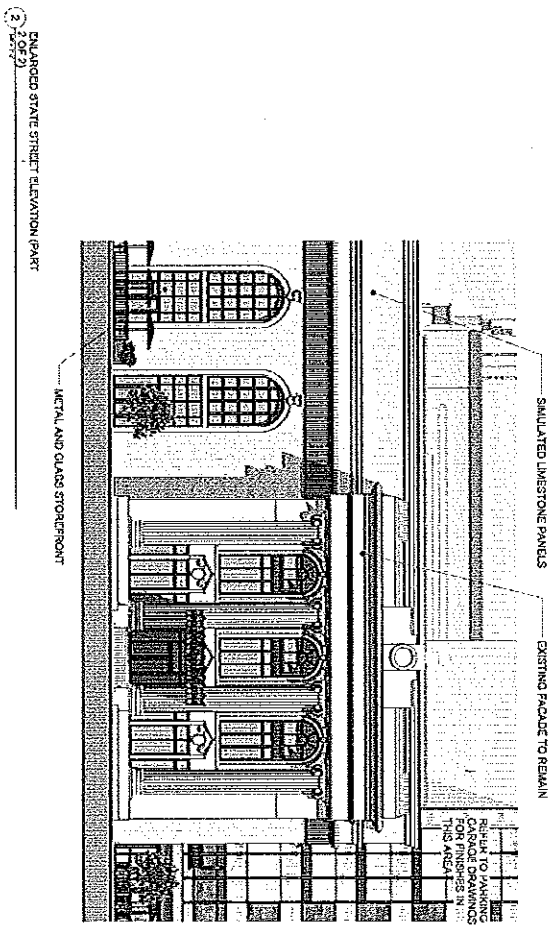
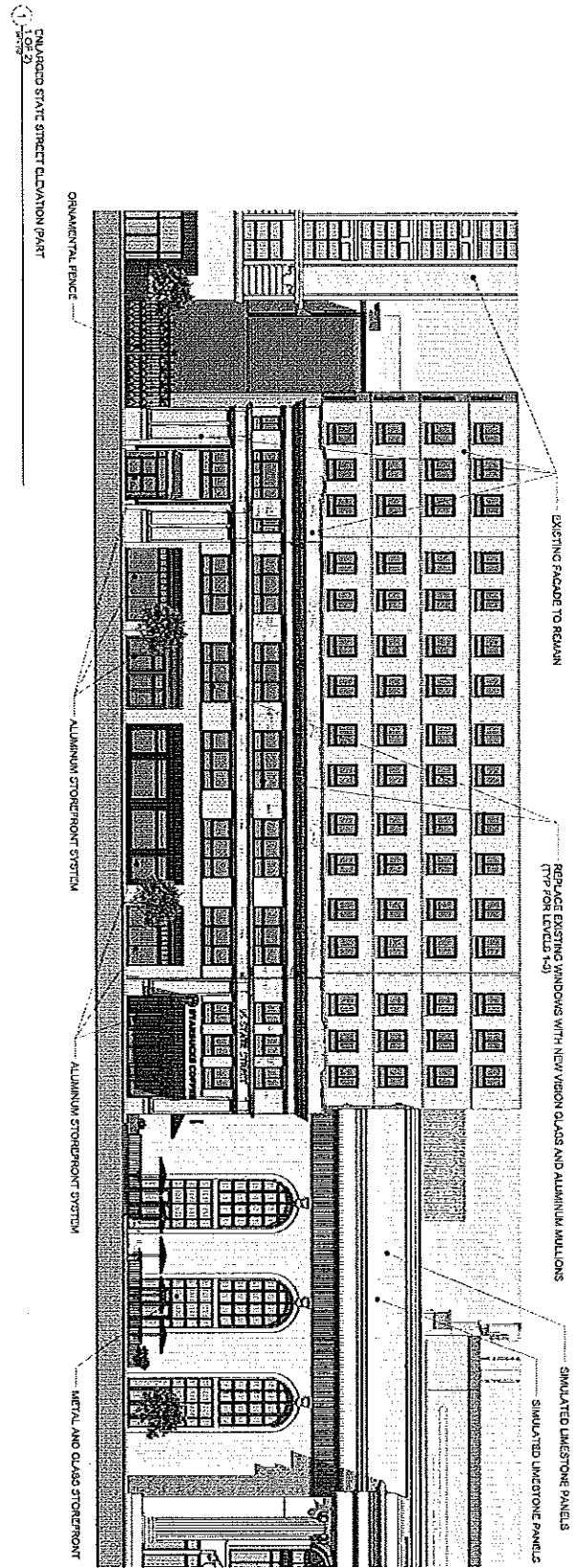




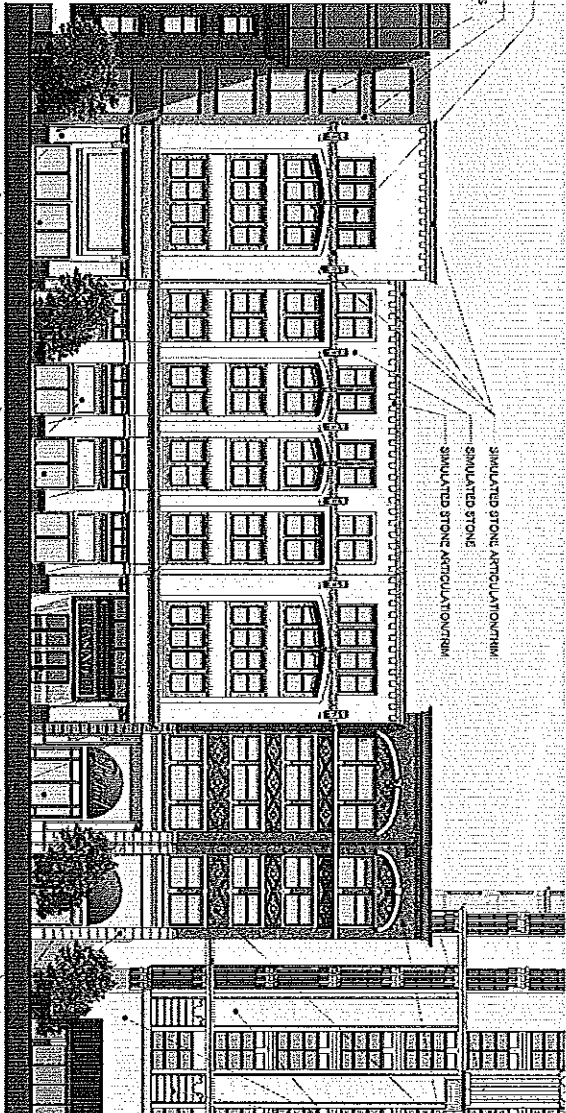








VISION GLASS WINDOWS
WITH ALUM MULIONS
(TYP.)



SIMULATED MASONRY
ARTICULATION TRIM
SIMULATED BRICK
MASONRY
EXISTING FACADE TO REMAIN

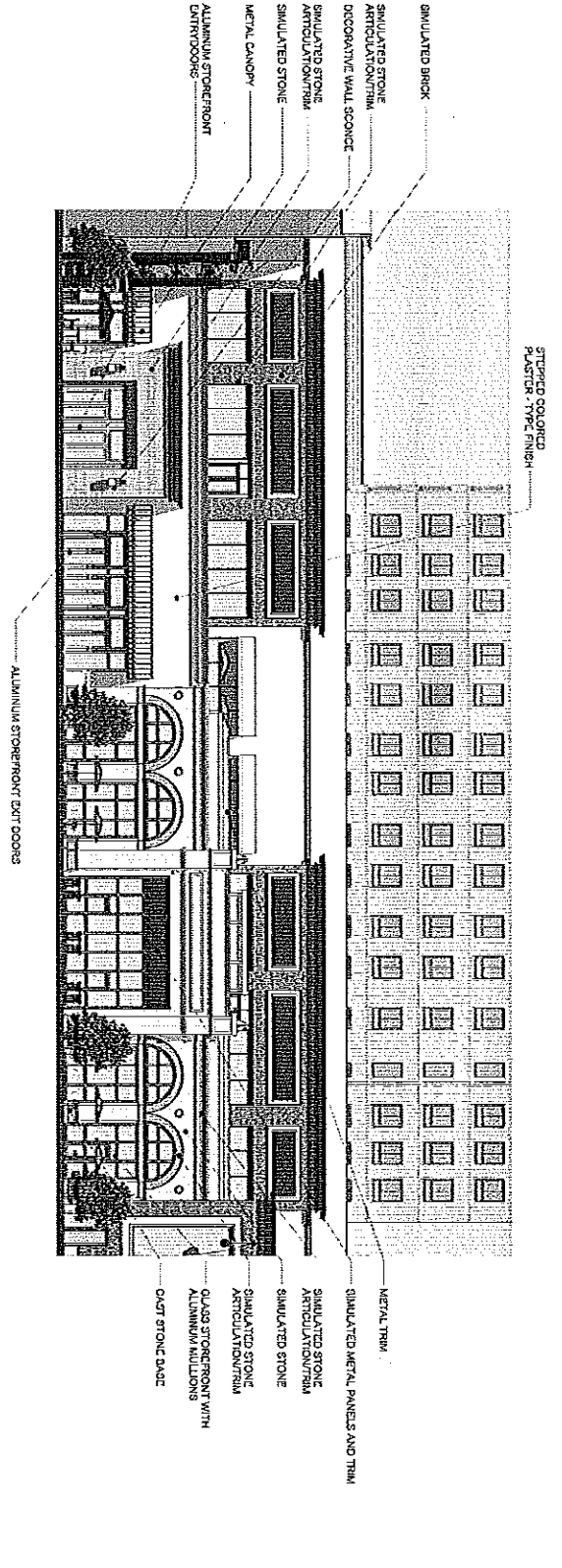
ENLARGED MAIN STREET ELEVATION (PART 2)



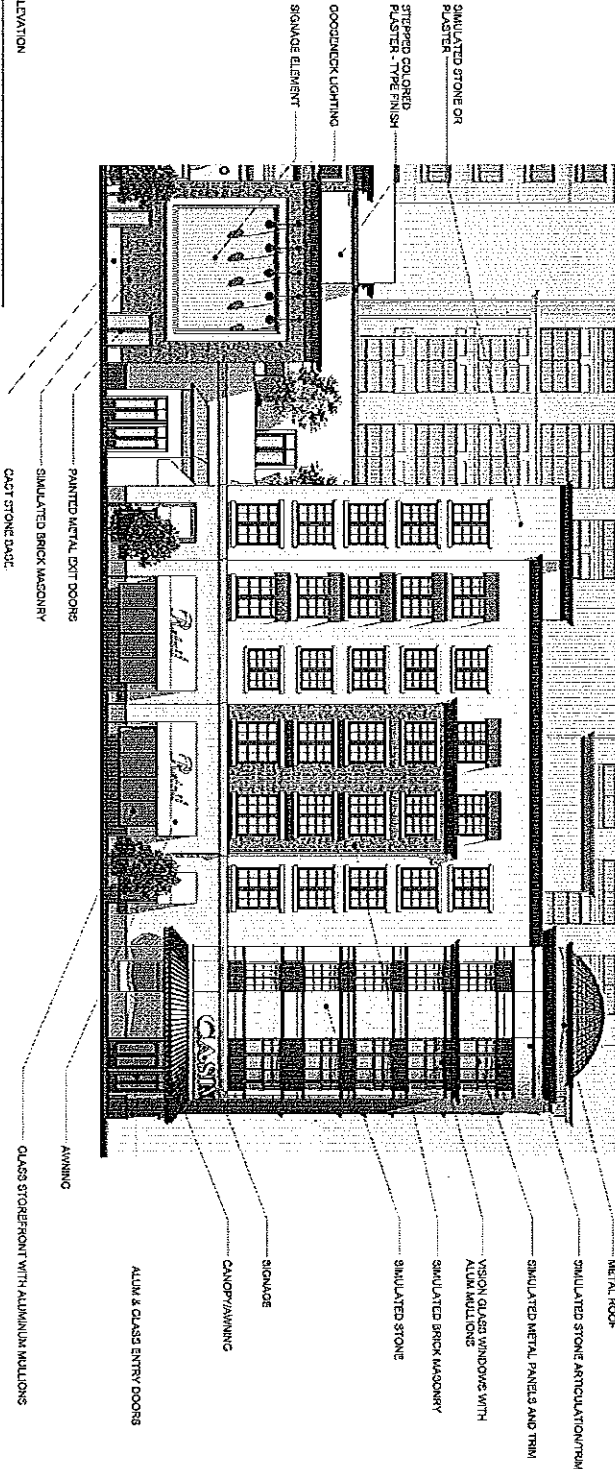
MGM SPRINGFIELD

ENLARGED MAIN STREET ELEVATIONS

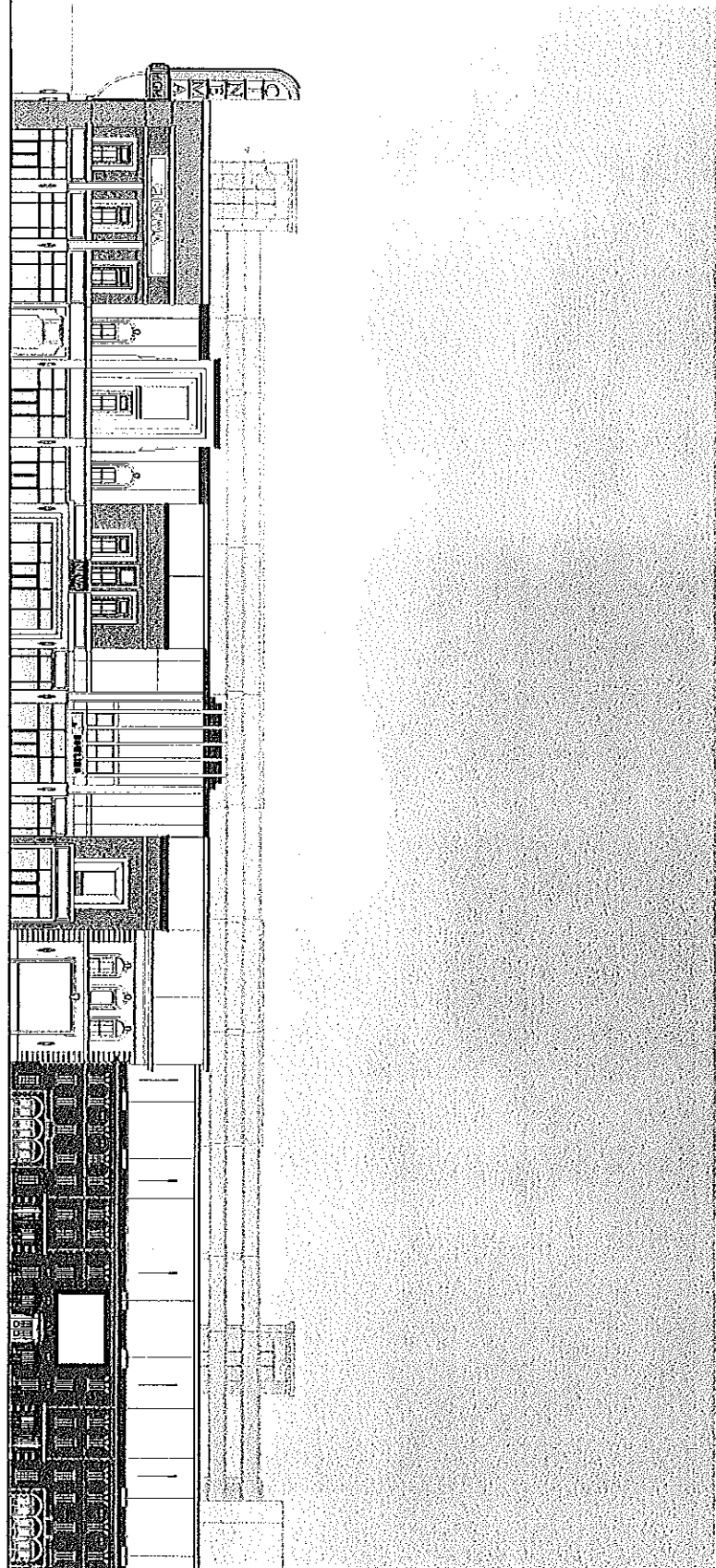
ENLARGED HOWARD STREET ELEVATION
(PART 1 OF 2)

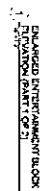


ENLARGED HOWARD STREET ELEVATION
(PART 2 OF 2)



MGM SPRINGFIELD
OVERALL ENTERTAINMENT BLOCK ELEVATION



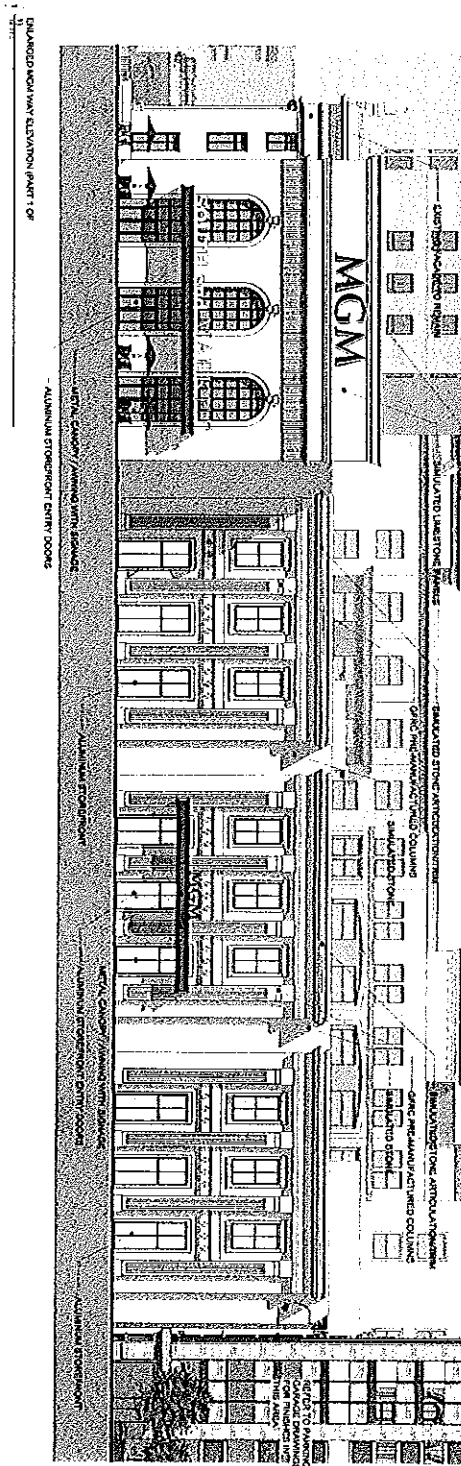


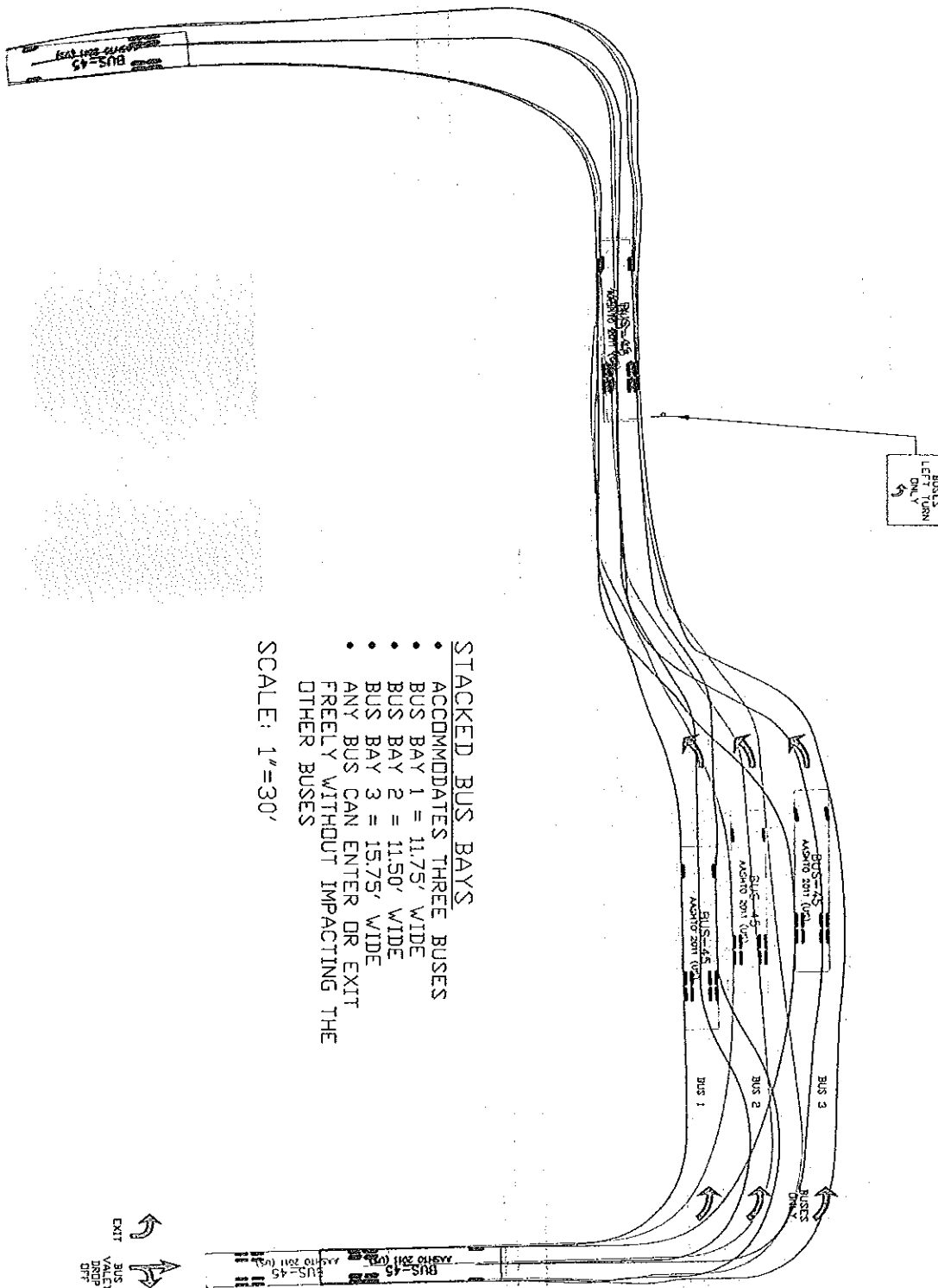
MGM SPRINGFIELD

ENLARGED MGM WAY ELEVATION

MGM SPRINGFIELD

ENLARGED MGM WAY ELEVATION

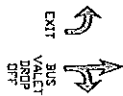


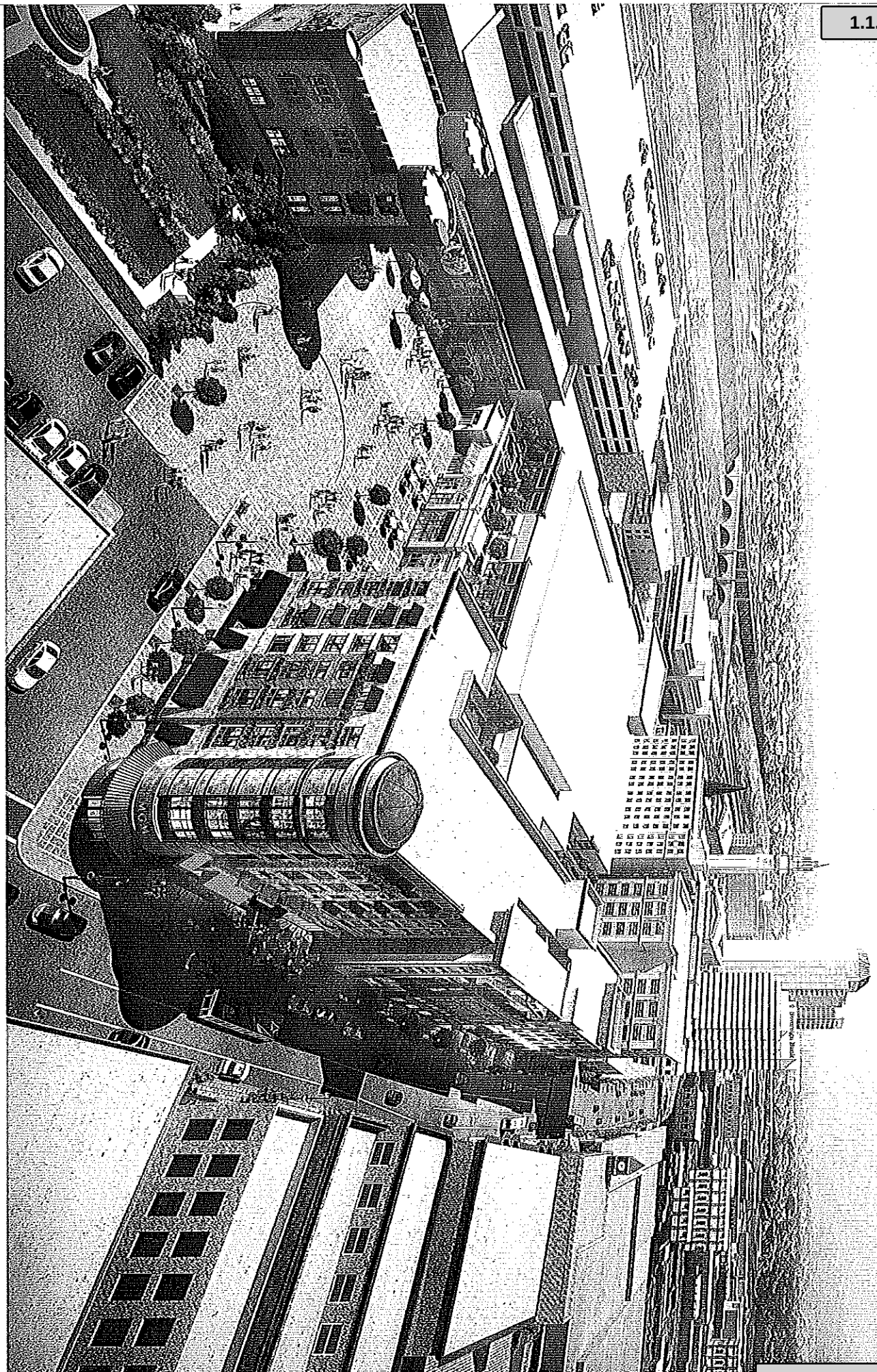


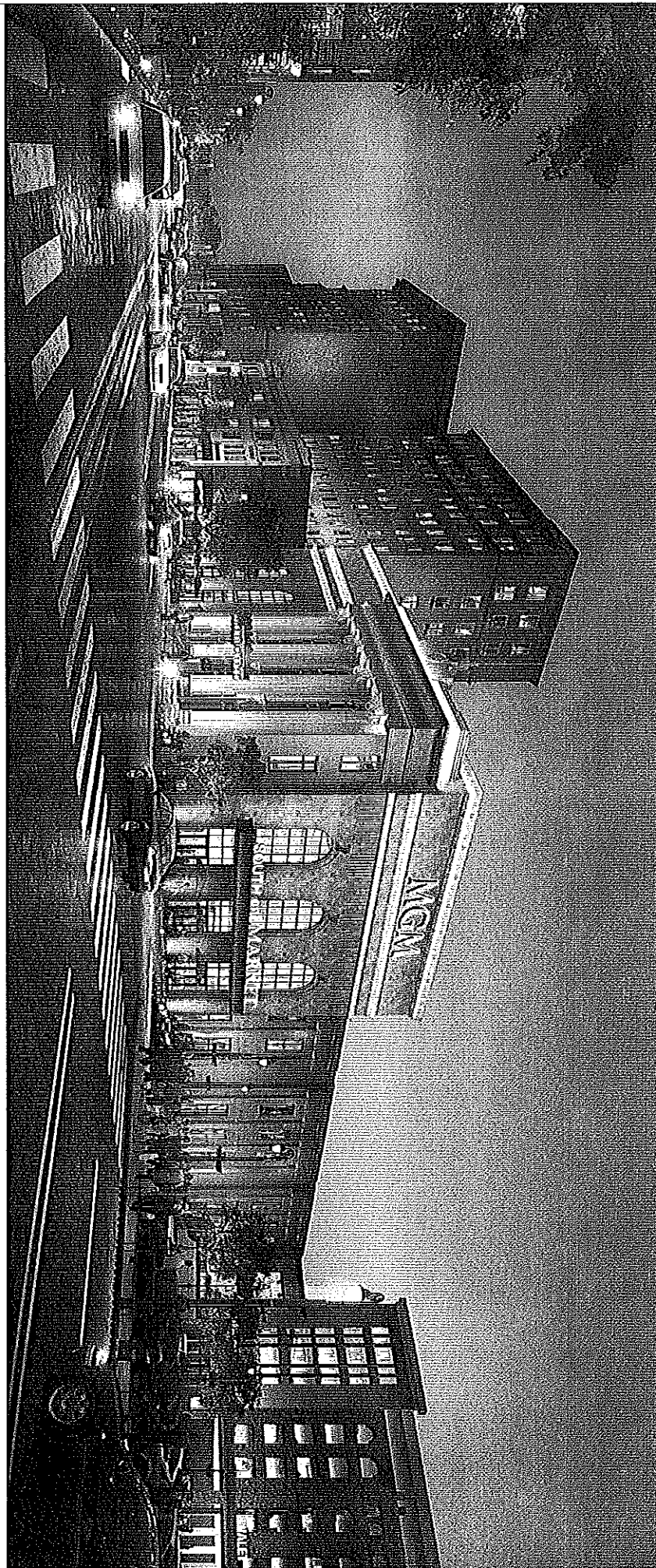
STACKED BUS BAYS

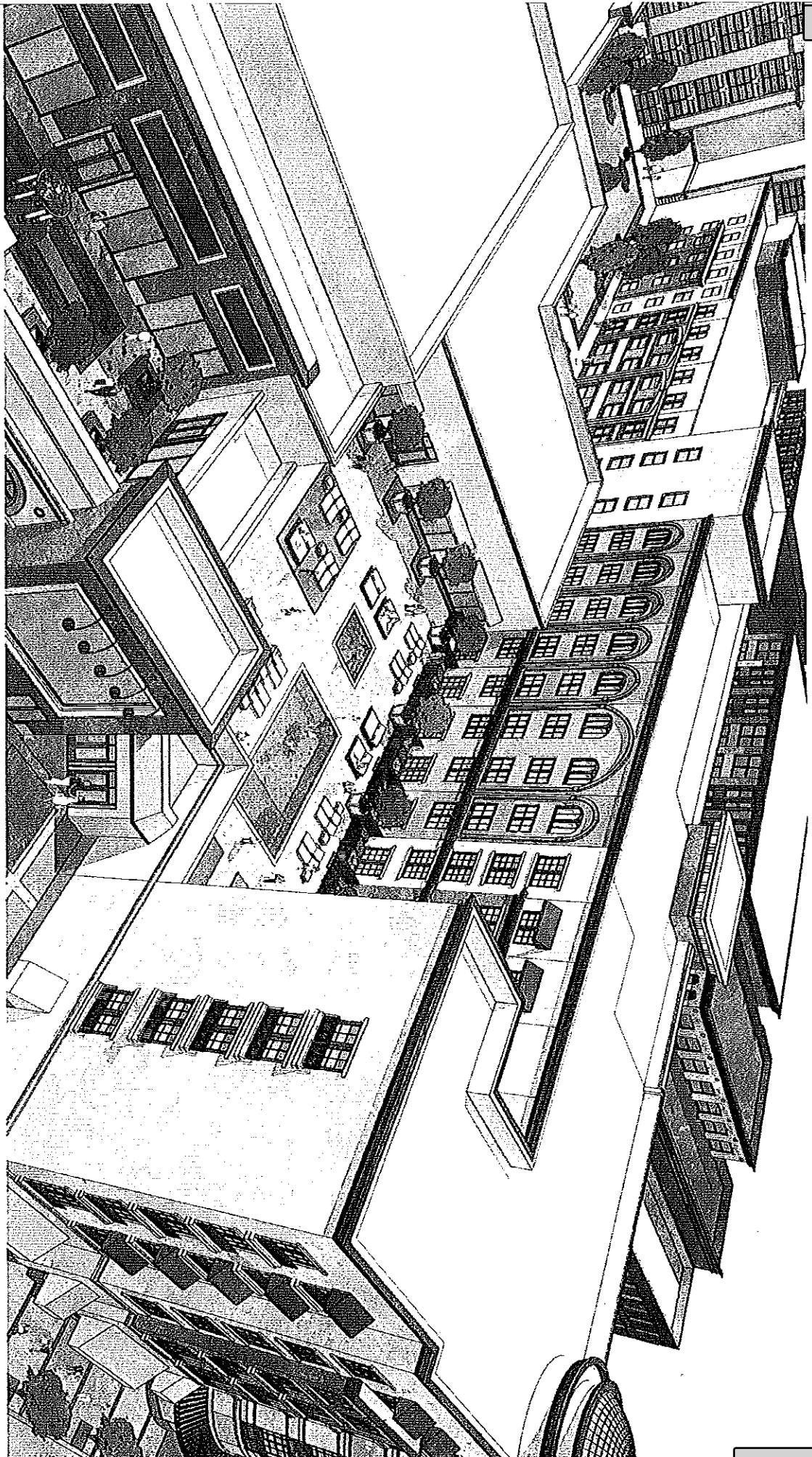
- ACCOMMODATES THREE BUSES
- BUS BAY 1 = 11.75' WIDE
- BUS BAY 2 = 11.50' WIDE
- BUS BAY 3 = 15.75' WIDE
- ANY BUS CAN ENTER OR EXIT FREELY WITHOUT IMPACTING THE OTHER BUSES

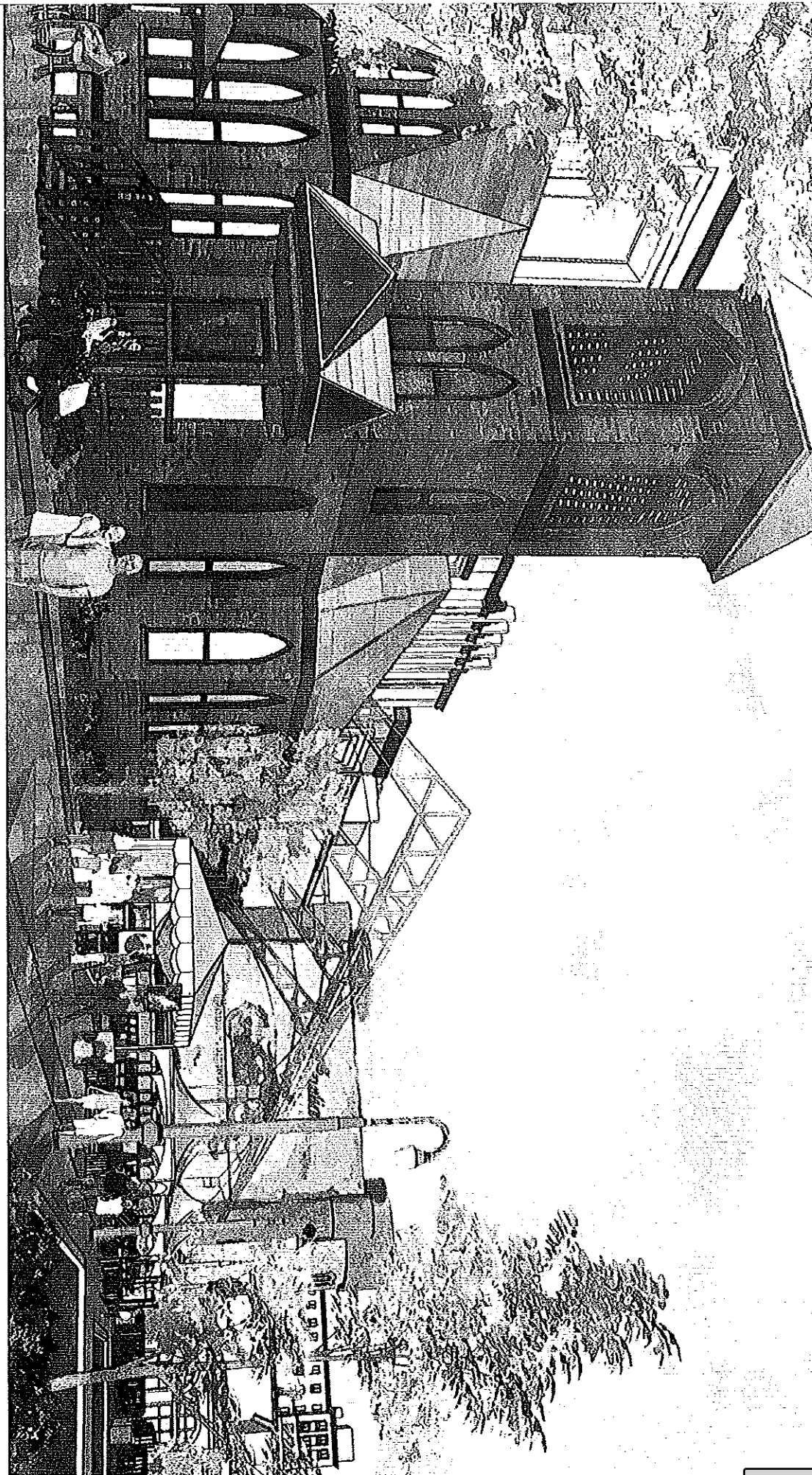
SCALE: 1"=30'

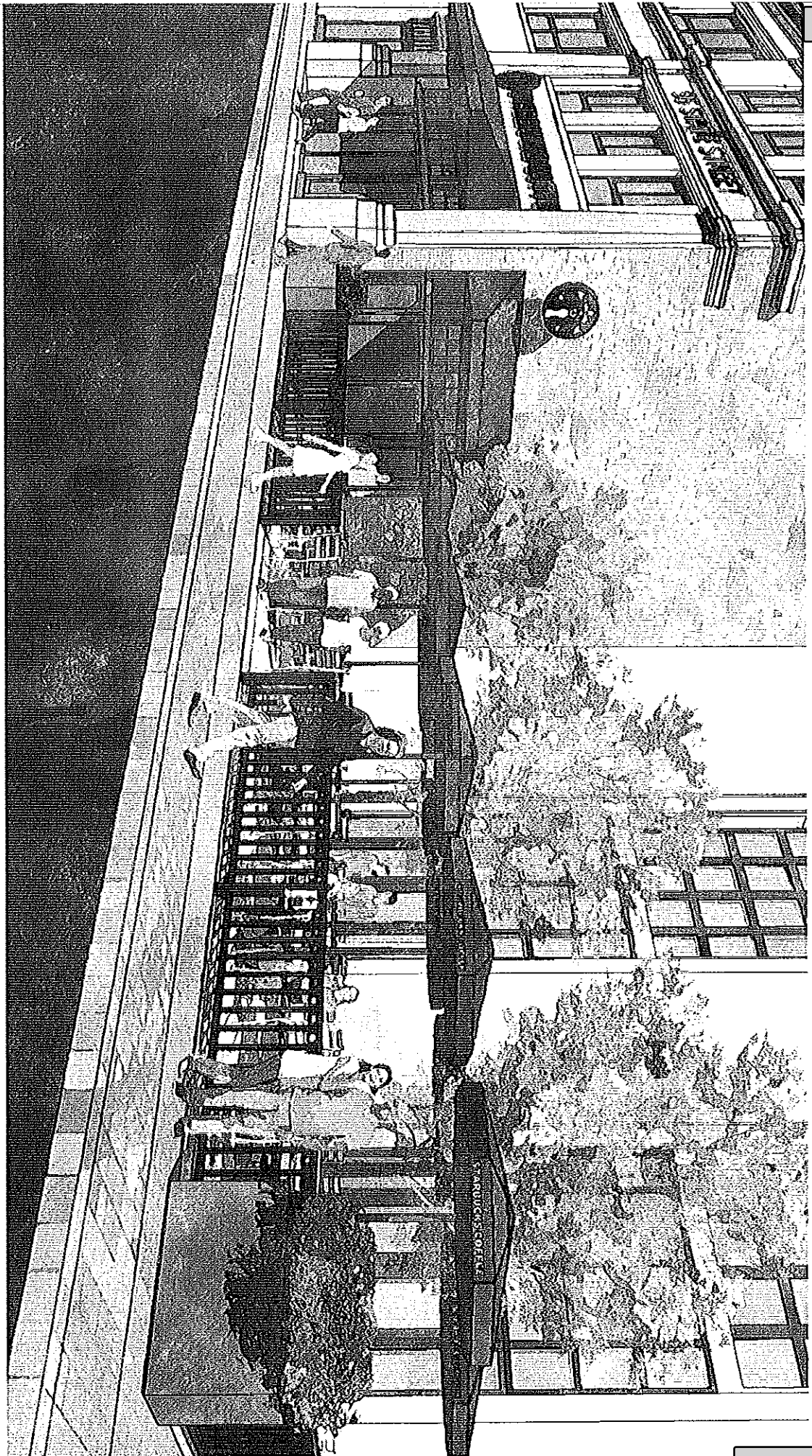


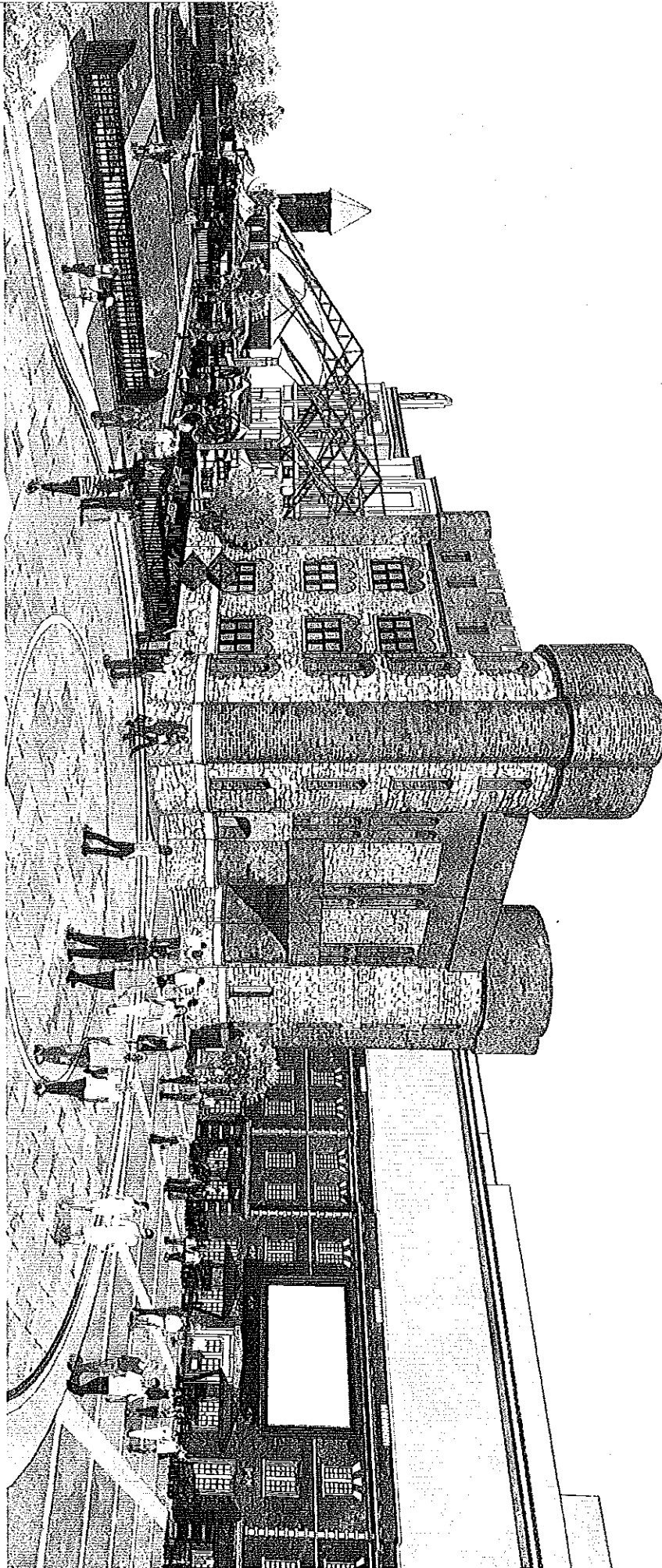


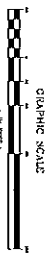










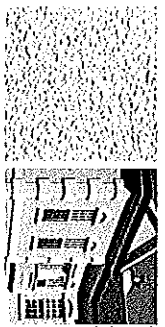




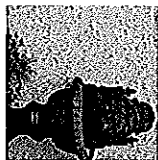




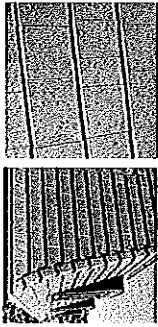
PLASTER



TEXTURED PLASTER
MANUFACTURER:
STO CORP



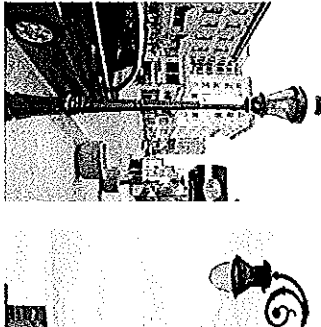
TEXTURED PLASTER
MANUFACTURER:
STO CORP



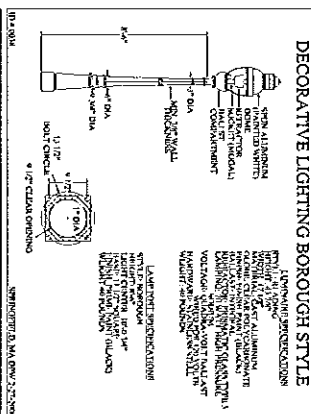
STO POWERWALL
TEXTURED PLASTER
MANUFACTURER:
STO CORP



DECORATIVE LIGHTING BOROUGH STYLE



DECORATIVE LIGHTING BISHOP'S CROOK



Project Site

Court St

State St

Cross St

Bliss St

Main St

Peabody La

Park St

Willow St

W. Columbus Av

E Columbus Av

Howard St

Union St

Wilcox St

William St



SPRINGFIELD
GIS

City of Springfield, Massachusetts

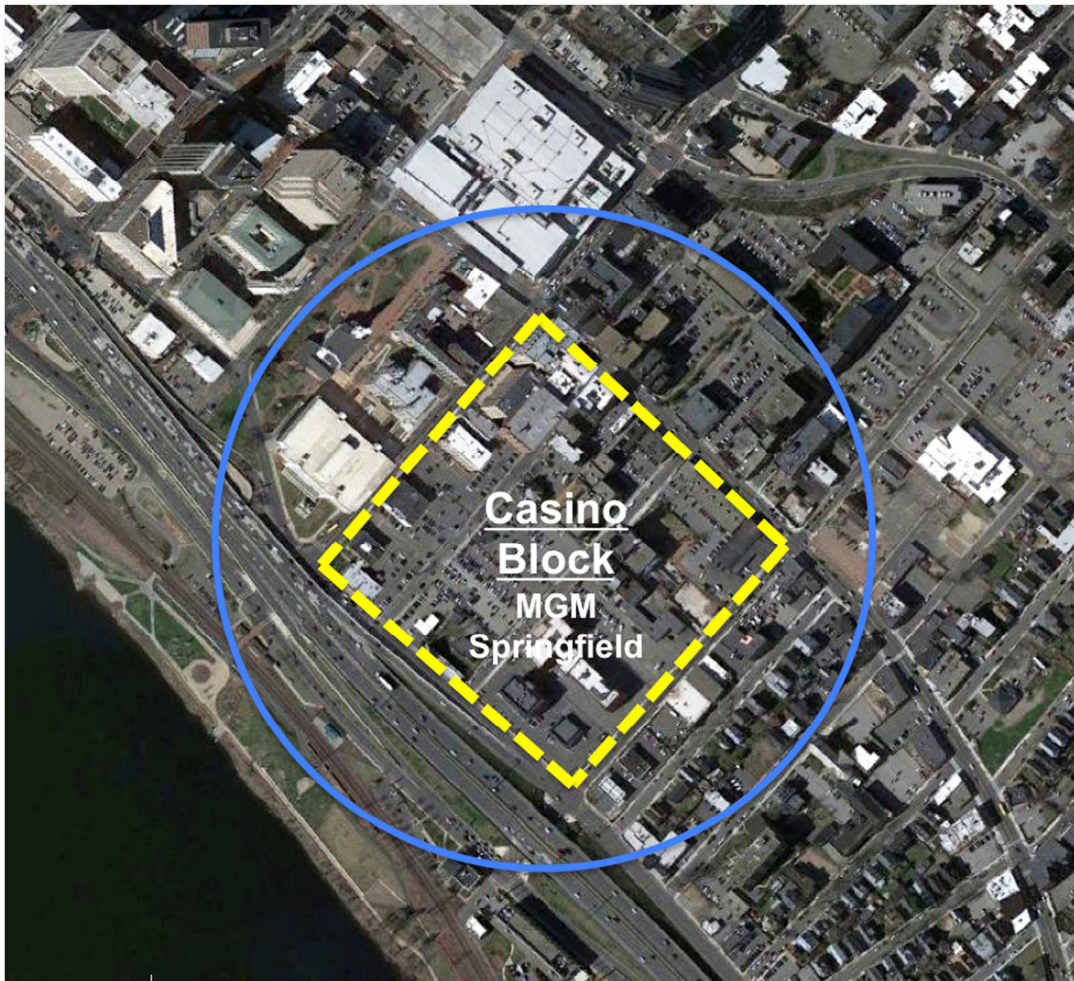


DATA SOURCE:

Casino Overlay District
City Council Site Plan Review

MGM SPRINGFIELD

SITE PLAN REVIEW



Summary Report:

Plan/Design/Development Aspects

January 13, 2016

Prepared by: The Chicago Consultants Studio, Inc.

MGM SPRINGFIELD – SITE PLAN REVIEW

Summary Report: Plan/Design/Development Aspects

January 13, 2016

OVERVIEW

MGM Springfield's plan for a downtown redevelopment, located adjacent to Springfield's South End neighborhood represents a major economic development initiative for the City, the State and the Region. Their focus on creating an integrated casino "urban destination" complex within the heart of the City provides a unique opportunity to reshape a significant portion of the downtown devastated by the 2011 tornado, and foster economic development for the city and region. Properly leveraged, the development will bring great benefits beyond just pure gaming revenues including across many other sectors such as tourism, convention, commercial, retail, food/entertainment and even residential. MGM's proposal in 2013 outlined a significant reinvestment in the area which was memorialized in the Host Community Agreement (HCA) and has served as the basis for ongoing review.

On behalf of the City of Springfield and in direct consultation with the Office of Planning & Economic Development, the Chicago Consultants Studio, Inc, (CCS) have engaged in an independent review, assessment and advancement of the key urban design, programmatic and strategic development aspects of the project to ensure that it meets or exceeds the minimum requirements as outlined in both City code with respect to Site Plan Review and development commitments as articulated in the HCA. These reviews for Site Plan Approval and HCA compliance have been undertaken concurrently as the two rely on the similar advancement of the project and plans, though are separate in their focus for approval. The findings will be detailed in two separate reports, including herein this report for Site Plan Approval.

While there have been significant modifications to the site plan compared to the concept plans submitted with the original HCA, overall when understood as a complete "project" the proposed changes generally reflect positive improvements and are part of the normal and customary design evolution of an urban development of this scale. As long as MGM continues to work collaboratively with the City as the project advances, CCS believes the development is on track to deliver what excited us and excited the City when it originally selected MGM's proposal. Properly executed, such modifications are in fact an important and essential part of a successful development process and should be evaluated in light of making certain the plan and design continues to "evolve" as it enters the design development and construction documents phases.

Subject to the specific comments and conditions recommended herein, it is our opinion that the site plan submittal is consistent with the design, program and character as reflected in the original MGM proposal and memorialized in this next generation of design drawings submitted by MGM for Site Plan Review and Approval.

SUMMARY OF SITE PLAN REVIEW PROCESS AND COMMENTS

Pre-Submittal Advancements and Dialogue

Prior to formal submittals for Site Plan review, MGM continued the advancement of the plan and program and engaged with the City and its consultants in a number of informal review and dialogue sessions. Preliminary discussions revolved around plan changes by MGM required in their estimation to create a more functional plan for patrons and employees, as well as to better respond to constructability / feasibility and cost issues. Key discussion revolved around the elimination of the basement and resulting relocation of warehouse, the back of house functions to the second floor and significant reduction to the roof top garden amenity, and miscellaneous other site plan modifications. This dialogue afforded the City with the opportunity to influence the final site plan characteristics rather than merely evaluate changes in a vacuum.

Site Plan Submittal #1

As part of the requirements for any construction project to commence in Springfield, the City requires a formal submittal for “site plan approval” as outlined in Article 12 of the City Zoning Ordinance. MGM submitted a package for formal Site Plan Approval to the City on October 22, 2015 consisting of a variety of site and building plans and elevations. After initial review by the City, the Site Plan package was deemed “incomplete” due to lacking the required drawings for site lighting, signage, and site landscaping as required in the City’s Site Plan Review process, as well as certain inconsistencies with the original MGM proposal deemed material. CCS concurred with the assessment. MGM was requested to supplement the submittal with drawings to satisfy the City requirements.

Though the Site Plan package was deemed incomplete, the plans submitted did provide substantial information for review and assessment. While the Site Plan review is primarily a cursory checklist and not a subjective “design” review, the following concerns were discussed with MGM in conjunction with the net effect of the modifications on the HCA commitments as well as the overall pursuit of a better project:

- Relocation of the Hotel tower as a midrise along Main Street
- Relocation of the residential component offsite
- Primary entry and access points to the Casino, Hotel, Retail
- Roof garden allocation and access
- Retail storefront allocation and location
- Garage/Traffic/Parking access
- Bus drop-off and pick-up configuration

Given the pending changes in the Site Plan and their related impact on the commitments of the HCA, the City, its Consultants and MGM agreed to continue further dialogue to advance the plan and program to a mutually agreeable solution.

November 18, 2015 Public Presentation

To facilitate an open, transparent process and clarify MGM's revisions to the overall project, the City asked MGM to make a formal public presentation of the revised project and participate in a question and answer session. The City, CCS and other consultants participated in open dialogue as well as a PowerPoint presentation that focused on clarifying the current plans in relation to the requirements of the HCA.

MGM's presentation revealed the primary changes in the plan (as noted above), the net minimal effect to the quality of the development, and the general consistency with the site plan and design characteristics of its original proposal and the site plan/design obligations in the HCA. Through comparative analysis, MGM displayed that the overall plan and program remained virtually the same with respect to key program elements (included gaming area, retail, food and beverage, hotel rooms) and that the net decreases in square footage were primarily due to reduction of the back of house and further efficiencies resulting from design advancement. Separate from the MGM presentation and in advance of the November 18th meeting, CCS independently assessed and analyzed the changes to the overall project and concurred with MGM's assessment that the site plan and design aspects were consistent with the original proposal and consistent with the HCA obligations related to plan/design aspects. Notwithstanding, CCS did identify and raise a number of areas that required further articulation, explanation or clarification in this regard.

Also, at the public meeting the City outlined the pertinent information related to the Site Plan Review process, and the procedures for moving forward with the project including:

- 30 day review period
- public hearing within 45 days (running concurrently with 30 day period)
- City Council is the approving body for the Site Plan Review, whose approval cannot be denied if found to be in conformance with the underlying zoning regulations, though reasonable conditions can be imposed on the approval; a decision must be rendered within 10 days after the public hearing is closed

Site Plan Submittal #2

Subsequent to the initial submittal for Site Plan Approval, MGM delivered to the City the missing documents including: Storm Water Management plans on October 28, 2015; Street Lighting and Landscape Plans, a Signage Plan Waiver Request, and a Materials Matrix on November 18, 2015. With this additional information, the submittal fulfilled the City requirements and the application was deemed complete on November 23, 2015 beginning the 30-day review process for approval.

Interactive Work Sessions and Revisions

With a complete application, the City and CCS set out to engage MGM in follow-up work sessions targeting the key concerns of the original October 22nd site plan package and the questions/comments raised at the November 18th meeting. These in-depth work sessions included discussions on retail programming and location, façade articulation and materials, vehicular access and parking, spatial adjacencies, landscaping, and signage design and integration into the façade.

On December 22, 2015, MGM supplemented their submittal with revised drawings and materials that reflect the advances and mutually agreeable enhancements to the plan, design and program achieved through the interactive process.

Further documentation from MGM generated out of the interactive design work sessions with the City and its team will be included in the presentations to the City Council in January and is considered part of this report.

The materials submitted by MGM on October 22nd, supplemented on October 28th and November 18th, and further refined on December 22nd, together with the materials to be submitted at the January 19th & 20th hearings, will collectively reflect the current submittal of the site plan and the design. Should there be any discrepancies within these submittals, then the latest iterations shall govern.

Implementation Blueprint

Section 4.10 of the Host Community Agreement (HCA) cites a commitment by the City to engage in a process to generate an Implementation Blueprint which seeks to leverage the energy and positive impact of the casino development on a broader scale to stimulate collateral community and economic development. While the Implementation Blueprint relates more specifically to the HCA than the Site Plan Review, it is referenced here since approval of the Site Plan will help lay the foundation for initiating work in earnest on the Implementation Blueprint.

It is relevant to the Site Plan review process as the Implementation Blueprint effort will afford further opportunity to abutters, nearby property owners, adjacent neighborhoods, civic entities and interested parties to engage the City in an ongoing collaborative dialogue on how to maximize the benefit of this most unique and precedent setting urban redevelopment.

RECOMMENDATIONS FOR SITE PLAN APPROVAL

Summary of Key Plan/Design Aspects Resolved

The review and assessment process involved both major and minor site plan and design aspects to resolve. A summary of the primary and most substantive items and their resolution includes:

- Removal of the Highrise Hotel tower and Replacement as a Midrise Component along Main Street

While the original highrise hotel tower provided the project with a tall image, its design resolution, character and scale were not fully resolved in the original plans. Moving the hotel function to the Main Street frontage is actually a very positive enhancement in that it more fully engages the project with Main Street and energizes the urban fabric and pedestrian environment. We firmly believe that the overall massing and scale of the casino development, developed as a whole and integrated into the Springfield urban fabric, is a better resolution than the original design and in no way reduces the visual excitement of the project nor the level of quality or attractiveness of the hotel.

- Relocation of the Market Rate Housing Component Off-Site

Market rate residential as a stimulus to other similar neighborhood investment in downtown has always been a significant positive element of the project. Like the hotel tower, however, the on-site residential was not fully resolved in the preliminary concept plans. Relocation of the residential commitment off-site to several unique and different venues within the downtown community presents an exciting opportunity to truly leverage the new housing for its intended purpose. Although yet to be finally determined where and how, the potential to “cloud seed” with precedent-setting, market rate residential product off-site and nearby the casino block is a positive enhancement to the project, and in no way reduces the character or quality of the project. Further, this move actually energizes the “Implementation Blueprint” effort which the HCA commits to in order to ensure that the positive collateral impacts of the casino development are realized through a larger community-building and economic development footprint in the broader downtown area.

- Distribution and Location of Retail and Food/Beverage Storefronts

The commitment to retail and food & beverage venues has actually increased in square footage, as well as maintained its minimum number of separate and unique vendors. The introduction of the Armory Marketplace is a new and exciting enhancement to the site plan. Also, the commitment to energize the retail presence at the two main project corners (State/Main and Main/Union) is a positive enhancement. To that end, MGM has indicated that the existing Dave’s Furniture building will be replaced by a new retail structure and the City should encourage MGM to develop that corner in a high quality manner consistent with Main Street and with MGM’s commitments to destination and new-to-market retail, entertainment of food/beverage venues.

Due to the critical nature of the overall retail and food/beverage programming on the success of the redevelopment as a unique destination, as tenanting

advances it is important that MGM and the City continue a dialogue to achieve the dynamic environment reflected in MGM's original proposal.

- Garage Facades (primarily façade facing the Interstate)

The elevations of the garage were the subject of much dialogue during the review process. Several advancements in the latest plans and drawings include a change in façade coloration between the two garage massings in order to differentiate and modulate the overall scale of the structure, redesign of the garage corner elements to create more pleasing architectural definition, introduction of a rooftop parapet design element to serve as both an architectural feature and to embody project signage and graphics in a manner which is integrated into the Springfield skyline and captures attention from the higher speed highway traffic. Although not concluded, it remains our recommendation that some form of urban landscaping be integrated into the new rooftop parapet design to provide a unique, year round image and soften the overall mass and scale of the garage complex.

- Bus Drop-Off and Pick-Up

As a casino in the heart of an urban downtown, the preliminary bus drop-off area was conceived as a more suburban configuration which detracted from the pedestrian access from downtown and did not fit the cityscape character both MGM and the City desired. Work sessions with the City and MGM's design team resulted in a much more urban and welcoming configuration for bus operations and with the addition of an elegant porte cochere fixed awning, creates a more inviting urban image and character for this important edge of the development.

- Landscaping Plan

Landscaping is an extremely critical part of the overall design character of a project despite its location in the heart of downtown. Major concerns over the reduction and reallocation of the second level roof garden were resolved after numerous work sessions to better understand the intent, the value and the commitment which MGM made to this as a most appealing amenity. The resolution allows for use of the roof garden by hotel guests, conference attendees, casino patrons and the general public, and visually links it with the entertainment plaza components below. While the overall detailed project site landscaping plans remain very preliminary, a review of the landscape design specifics provided very detailed concept comments which MGM concurred would be addressed as the landscaping plans advance. This includes the enhanced design for DaVinci Park as well as making certain paving patterns, materials, street furnishings and streetscape elements all reinforce the unique opportunity presented in the pedestrian areas and street edges.

- General Massing and Building Materials Matrix

The site plan review process also addressed advancements to the overall massing and articulation of facades, entries and design character/quality. Areas such as the character of the entertainment plaza facades were discussed in detail and embellished to ensure proper articulation, fenestration and integration as an extension of the downtown urban fabric.

The City requested a means to ensure that as the development details advanced, the design character and quality of the buildings continue to meet the urban standards of Springfield, the rigors of a northern climate and the depth of a true urban cityscape. In response MGM developed a preliminary matrix of allowable building materials and a menu of where and how they will be deployed across the project. While the materials matrix will evolve and advance further as the design advances in consultation with the City, it provides a valuable development tool for the City to assure that the design intent will be met while allowing the flexibility necessary for design development to evolve.

- Day Care

The latest plans have located the Day Care facility at the corner of Main and Union nearby but off-site, and have significantly enlarged its program to 6,000sf to meet the anticipated needs and amenities. As an important social/community benefit aspect of the plans, it will be important for the City to continue to review the detailed plans for the Day Care facility as they are advanced.

- Signage and Graphics

While some of the advanced plans and drawings prepared by MGM may show signage, it should be noted this is for illustrative purposes to assist in modulating the massing and architectural design. The Applicant should return to the City Council to provide further supplementation of this Site Plan approval to comply with the intent of the signage regulations.

Contingent Approval

Based on CCS' independent review and the significant in-depth dialogue with MGM during that review process (which will continue as the site plan and project design advance to the next level of design/construction detail), CCS believes the project meets the City's requirements for Site Plan approval. This recommendation is contingent on MGM's continued advancement of the design in a manner consistent with the latest materials and design directions provided by MGM, and compliance with the provisions of the HCA related to design and development aspects.

Specific contingent items include those elements noted above in the Summary which MGM has demonstrated an understanding and concurrence with the desired intent but for which further design advancement is necessary before finalization.

The site plan, building designs, elevations, signage, programming, tenanting and other aspects will continue to evolve and advance as is typical to large scale redevelopment projects. CCS' review of the City's Site Plan submittals has been based on conformance to meet or exceed the requirements and the overall intent of the project as detailed throughout the process. It is our recommendation that the Site Plan Review be conditionally approved contingent on review of MGM's future submissions for conformance to the overall plan and design directions in the approved site plan submittal and as outlined herein.

February 17, 2016

I HEREBY CERTIFY THAT I have this date notified the members of the City Council of the City of Springfield of a **SPECIAL MEETING** to be held on Monday, **February 22, 2016 at 6:00 P.M.** in the City Council Chambers by First Class Mail of said notice to the last and usual place of abode to: COUNCILORS Timothy C. Allen, Thomas M. Ashe, Adam Gomez, Melvin A. Edwards, Michael A. Fenton, Justin Hurst, Marcus J. Williams, Orlando Ramos, Timothy J. Rooke, Kenneth E. Shea, E. Henry Twiggs, Kateri B. Walsh, Bud L. Williams, a notice of said meeting duly signed by the Council President and I further certify that I have duly notified said City Councilors in the manner aforesaid in accordance with the law.

Subscribed and sworn to before me, this 17th day of February, 2016.

Anthony I Wilson, Esq., City Clerk

EXHIBIT G
PROJECT DESCRIPTION

The Project is a mixed-used destination casino resort development, including the following components and approximate square footage:

Component	Description	Approx. Sq. Ft.
<i>Casino & Retail Block</i>		
Gaming	A one-level casino with no fewer than approximately 2,800 - 3,000 slot and video gaming machines, approximately 75 – 100 table games, including a poker room and a high-limit area and related support, security and customer service facilities. Future expansion of the casino may be on a second level.	125,000
Retail	Retail outlets adjoining the casino floor and facing and opening onto Main, State, Howard and Union Streets.	30,000
Cinema	A branded movie cinema with at least six theaters and accompanying food and beverage service.	35,000
Bowling	A branded bowling and entertainment space with ten lanes and accompanying food and beverage service.	12,000
Food and Beverage	Food and beverage amenities allocated among no fewer than seven outlets containing at least ten distinctly branded restaurants, lounges or cafes located along Main, State, Howard and Union Streets.	70,000
Banquet and Conference	Modern, finished banquet and meeting space and related pre-function and back-of-house/food preparation areas planned to complement existing convention facilities at the MassMutual Center and Arena; pre-function space shall front and have access to rooftop garden.	42,500
Hotel	A mid-rise four-star hotel on Main Street with no fewer than 250 keys and amenities and finishes characteristic of the upper upscale market, including an approximate 6,000 square foot spa and fitness facilities with adjacent, 10,000 square foot accessible roof-top outdoor swimming pool and deck, spa terrace and lanai deck.	150,000
Operations Functions/Offices	Executive office, back of house and operations space necessary to support the public spaces and patron amenities.	220,000

Attachment: 2016-01-21 - EXHIBIT G - FINAL (3378 : Second Amendment to Host Community Agreement)

<i>Additional On-Site or Nearby Project Amenities</i>		
Armory Marketplace	An outdoor market place located between the Armory and the relocated French Congregational Church, with ice skating and other seasonal programming.	10,000
Outdoor Plaza	An outdoor public plaza with facilities and infrastructure to host events, a large dynamic video display, outdoor areas for events and concerts that can easily be transformed into interactive environments for exhibitions, art shows and similar functions.	57,000
Rooftop Gardens	Second-level rooftop gardens as an amenity to Hotel and Banquet/Conference patrons with a portion overlooking the Outdoor Plaza (excluding spa terrace, pool deck and lanai deck cited above in Hotel).	20,500
Parking	A parking garage with a high quality interior valet parking arrival/drop off space, bus drop off, bus parking, loading dock and ancillary short-term bus and vehicle parking in surface lots, resulting in parking for approximately 3,500 personal vehicles on-site.	1,250,000
Child Care	A child care center with adjacent, fenced outdoor play area and dedicated drop-off space easily accessible to the Project site.	5,000
Residential	Approximately 54 newly developed market rate higher end upscale urban apartment units owned, operated and/or branded by Developer in pedestrian scaled buildings within one-half (1/2) mile of the boundaries of the Project Site, a minimum of 25 to 30 such apartment units to be available for occupancy within 18 months of the date of this Amendment and the balance to be available by Operations Commencement.	65,000
Commercial Office	Rehabbed commercial Class A office space located at 95 State Street and refurbished commercial space at 101 State/1200 Main Street.	80,000



January 21, 2016

By Email (epikula@springfieldcityhall.com)

Edward Pikula, Esq.
Springfield City Solicitor
36 Court Street
Springfield, MA 01103

Re: Second Amendment to Host Community Agreement

Dear Mr. Pikula:

Attached please find a draft Second Amendment (the "Amendment") to the Host Community Agreement between Blue Tarp reDevelopment, LLC ("MGM Springfield") and City of Springfield (the "City") reflecting the comments and input of your office. We look forward to presenting the Amendment to the City Council for consideration and to the Mayor for final approval.

In that regard, we believe it is important to provide a clear explanation of what the Amendment is intend to accomplish, which we have endeavored to do below.

Schedule Adjustments

As you are aware, the City and MGM Springfield have agreed in principle that a successful opening of MGM Springfield's Project is crucial to its long term success. Given the unexpected schedule changes in the I-91 Viaduct highway reconstruction project, resulting in a contractual completion date in the summer of 2018 rather than the summer of 2017 as originally anticipated, MGM Springfield has adjusted its opening to immediately follow the viaduct construction completion. Section 1 of the Amendment adjusts these dates accordingly. Section 2 of the Amendment adjusts dates for construction drawings accordingly.

Payment Adjustments

As further explained below, under the proposed Amendment, there is no reduction in MGM Springfield's payment commitments to the City. In fact, MGM Springfield is providing an additional \$1 million grant and an additional \$3 million advance.

MGM Springfield has agreed to make an additional \$1 million pre-opening grant to the City in connection with the viaduct related opening delay. MGM Springfield and the City have agreed that this grant should be dedicated to innovative and aggressive public safety programming in preparation for MGM's opening. Section 5 of the Amendment provides for this new grant.

MGM Springfield
One Monarch Place, Suite 910
Springfield, MA 01144
413-273-5000



Under the HCA, MGM Springfield has agreed to interest free advances of \$10 million on the \$17.6 million annual post-opening 121A tax payments. These advances were originally spread over three years in payments of \$4 million, \$3 million and \$3 million. Due to the extended pre-opening period, the City has requested an additional \$3 million interest-free advance (totaling \$13 million), to which MGM Springfield has agreed. Section 3 of the Amendment provides for this additional advance.

Under the HCA, MGM Springfield is also making (i) a \$2.5 million one-time pre-opening payment to the City to assist the City in preparing for our opening and (ii) a \$1 million one-time pre-opening payment to fund improvements to Riverfront Park. The timing of these payments are presently tied to opening. The City has requested that these payments instead be paid on the originally anticipated dates in May 2017 and August 2016. MGM Springfield has agreed to this. Sections 4 and 10 of the Amendment accomplish this.

Design Revisions

As MGM Springfield has publicly discussed over the past several months, we are proposing innovative design revisions, which we believe further enhance the opportunity for the Project's economic and operational success. We are pleased that the City's staff and expert consultants, as well as the Gaming Commission's expert consultants, recognize this as an improved design. Amendments to the HCA are necessary to acknowledge these design revisions. The design of the Project is set forth in Exhibits G and I to the HCA. Exhibit G generally describes the components of the Project and their size and location. Exhibit I incorporates conceptual site plans, design drawings and renderings.

Section 14 of the Amendment replaces Exhibit G with a new exhibit which more accurately describes the Project components in light of the revised design. As discussed, this is where the changes to locations of the proposed hotel and residential components are addressed. The hotel remains a four star hotel with the same number of rooms, but is now a mid-rise on Main Street. The residential component remains at 54 units of market rate housing within one half (1/2) mile of the Project, but the exact location and developer remain to be determined. MGM is seeking within defined parameters to satisfy this requirement of bringing 54 new units downtown prior to opening with flexibility that allows it to find the development opportunities that best suit its economic, marketing and operational objectives while delivering on its promise to the City. We are happy explain to the City Council the various options we are presently exploring. The components in Exhibit G are otherwise materially unchanged.

Section 15 of the Amendment provides that the original conceptual plans from 2013 be removed from Exhibit I and replaced with the full set of site plans ultimately approved by the City Council and the Mayor.

Other Amendments

Section 6 of the Amendment clarifies that MGM Springfield's commitment to provide \$50 million in annual operational spending within Greater Springfield Area includes all Western Massachusetts counties with the City of Springfield as the crucial economic engine of Western Massachusetts.



Section 7 of the Amendment is intended to incentivize former Springfield residents to move back by giving MGM Springfield credit toward its employee residency commitment even where an employee moves to Springfield upon an offer of employment if that employee used to live in Springfield. The HCA as currently drafted would not allow that.

Section 8 of the Amendment updates that traffic mitigation requirement provision of the HCA to reflect that fact that the original traffic studies and mitigation proposals have now been formally incorporated into official Section 61 findings under state law. The HCA will now incorporate those official findings and mitigation requirements.

Section 9 of the Amendment, at the City's request, allows the City more flexibility around the use of the fifteen annual \$500,000 Union Station payments from MGM Springfield.

Section 11 of the Amendment clarifies that the MGM Springfield downtown trolley service will start upon the Project's opening and not during construction.

Section 12 of the Amendment reflects that MGM Springfield has increased the size of its proposed daycare facility from approximately 3,000 square feet to 5,000 square feet to better accommodate the anticipated need.

Section 13 of the Amendment simply deletes a page that was erroneously inserted into Exhibit E, which does not belong there and is superseded by the current Exhibit H, which was included in the HCA under the First Amendment to the HCA.

As always, please do not hesitate to contact me with questions or comments.

Sincerely,

Seth N. Stratton
Vice President & General Counsel

Encl.

cc:

Kevin Kennedy, CDO, City of Springfield
Michael Fenton, President, City Council
John Ziembra, Ombudsman, Massachusetts Gaming Commission
Michael Mathis, President, MGM Springfield

**SECOND AMENDMENT TO THE HOST COMMUNITY AGREEMENT BY AND
BETWEEN CITY OF SPRINGFIELD, MASSACHUSETTS AND
BLUE TARP REDEVELOPMENT, LLC**

This Amendment dated _____, 2016 is made to the Host Community Agreement By and Between City of Springfield, Massachusetts and Blue Tarp reDevelopment, LLC (the “Agreement”) as of May 14, 2013 as amended on _____.

WHEREAS, the City of Springfield Massachusetts and Blue Tarp reDevelopment, LLC (collectively referred to as the “Parties”)¹ wish to amend the Agreement as further provided below;

NOW THEREFORE, for good and valuable consideration the Agreement is hereby amended as follows:

*(1) **Section 1** to the Agreement shall be amended by deletion of the existing definitions (dd), (tt) and (qqq) and insertion in place thereof the following definitions:*

*(dd) **“Construction Completion Date”** means the date occurring the later of (i) August 6, 2018 or (ii) the date on which Milestone No. 3 – Full Beneficial Use of the I-91 Viaduct (as outlined in Mass DOT Project Summary – Springfield I-91 Viaduct Deck Replacement #607731) is achieved.*

*(tt) **“Final Completion Date”** means the date occurring no later than thirty (30) days following the Construction Completion Date.*

*(qqq) **“Operations Commencement Date”** means the date occurring no later thirty (30) days following the Construction Completion Date*

*(2) Sentence five (5) of **Section 3** to the Agreement shall be amended and replaced in its entirety as follows:*

To determine compliance with the Concept Design Documents and the Project Description, Developer shall submit the following to the City: (i) no later than six (6) months following the issuance by the Commission of a Category 1 license to Developer having no material conditions that are unacceptable to Developer, final Project design documents; (ii) no later than November 7, 2016, fifty percent (50%) construction documents for the Project, and (iii) no later than April 7, 2017, ninety-five percent (95%) construction documents for the Project.

*(3) The last sentence of **Section 3.5** to the Agreement shall be amended and replaced in its entirety as follows:*

No earlier than July 2, 2015 and no later than August 31, 2015, Developer shall make a prepayment to the City of Four Million Dollars (\$4,000,000); no earlier than October 2, 2015 and no later than November 2, 2015, Developer shall make a prepayment to the City of Three Million Dollars (\$3,000,000); no earlier than October 2, 2016 and no later than October 31, 2016, Developer shall make a prepayment to the City of Three Million Dollars (\$3,000,000); and no earlier than October 2, 2017 and no later than October 31, 2017, Developer shall make a prepayment to the City of Three Million Dollars (\$3,000,000) collectively (the “**Prepayments**”).

¹ MGM Springfield reDevelopment, LLC executed a Joinder to the Agreement.

(4) *Paragraph 1 in Exhibit A to the Agreement shall be amended and replaced in its entirety as follows:*

1. No later than May 8, 2017, Two Million Five Hundred Thousand Dollars (\$2,500,000).

(5) *Exhibit A to the Agreement shall be amended by adding the following paragraph after paragraph 3:*

4. No later than October 31, 2017, One Million Dollars (\$1,000,000) to be used to assist in the funding of new and innovative additional methods to deploy public safety resources in the general area bounded Southerly by Main Street at the intersection of Mill Street; Westerly by West Columbus Avenue; Northerly by Liberty Street, and Easterly by Dwight Street, in a variety of ways, to ensure maximum police visibility in such area and to enable officers to provide quick response times to calls for service in such area. Expenditures may include, without limitation, expenses for enhanced police technology, infrastructure, supportive equipment, and personnel services, as well as additional resources for the dissemination of information to the public.

(6) *Paragraph 6 in Exhibit C to the Agreement shall be amended and replaced in its entirety as follows*

Developer shall exercise its best efforts to ensure that at least Fifty Million Dollars (\$50,000,000) of its annual biddable goods and services are prioritized for local procurement, meaning principally Springfield, but including the surrounding Greater Springfield Area, meaning Hampden, Hampshire, Franklin and Berkshire Counties. Such local businesses shall not be guaranteed any awards but shall be given preferential consideration if all other aspects of the respective bid responses are competitive with non-local businesses.

(7) *Paragraph 7(a) in Exhibit C to the Agreement shall be amended and replaced in its entirety as follows:*

“City Resident” means any person for whom the principal place of residence is within the City as of the date of such person’s hire. However, if any such person’s residency occurs within three (3) months of the date of such hire as a result Developer’s prior express agreement to hire, such person shall not be considered a “City Resident” under this definition unless such person had previously resided in the City for at least one (1) year. The intent of this provision is to create an incentive for those individuals who may have left the area to return to Springfield. Proof of residence may include, but is not limited to, the following: a valid Massachusetts driver’s license indicating a City permanent residence, utility bills, proof of voter registration within the City or such other proof indicating a permanent residence within the City.

(8) *Paragraph 1 in Exhibit E to the Agreement shall be amended and replaced in its entirety as follows:*

1. Traffic Improvements

The Developer shall implement or fully fund, as applicable, on a timely basis according to a schedule agreed to by the City and not later than the Construction Completion Date (except for those measures that by their terms extend beyond the Construction Completion Date) the transportation

mitigation measures provided by the Commission's findings issued pursuant to M.G.L. c. 23K and M.G.L. c. 30 § 61 dated December 22, 2015 and by the individual M.G.L. c. 30 § 61 findings for each other state agency with jurisdiction to issue any state permit for the Project (collectively, the "Section 61 Findings"), as the same may be modified from time to time by the Commission and such other state agency in accordance with the terms and provisions of the Section 61 Findings.

(9) **Paragraph 2(b) in Exhibit E to the Agreement shall be amended and replaced in its entirety as follows:**

(b) In lieu of Developer's obligations in Paragraph 2(a) above, the SRA shall have the right to require that Developer shall enter into an agreement with the SRA to make fifteen (15) annual payments to the SRA of Five Hundred Thousand Dollars (\$500,000) each, with the first such annual payment commencing not later than August 8, 2016 and on each anniversary date thereof until fully paid.

(10) **Paragraph 3 in Exhibit E to the Agreement shall be amended and replaced in its entirety as follows:**

3. Riverfront Park

No later than August 8, 2016, the Developer shall provide the City with a grant of One Million Dollars (\$1,000,000) to be used by the City to fund improvements at Riverfront Park.

(11) **The first three (3) words in Paragraph 6 in Exhibit E to the Agreement shall be amended and replaced in their entirety with "Upon Operations Commencement".**

(12) **Paragraph 8(a) in Exhibit E to the Agreement shall be amended by deleting the number "3,000" and replacing it with the number "5,000".**

(13) **Exhibit E to the Agreement shall be amended by deleting the eighth page thereof, which is a project site parcel map inadvertently included in such Exhibit, which has been superseded by the First Amendment to the Host Community Agreement replacing Exhibit H.**

(14) **Exhibit G shall be amended and replaced in its entirety with the attached Exhibit G.**

(15) **Exhibit I shall be amended and replaced in its entirety with the site plan submitted by the Developer and approved by the City in accordance with Section 8.5 of the Springfield, Massachusetts Zoning Ordinance, copies of which are on file in the Office of Planning and Economic Development and the Office of the City Clerk.**

All other terms and provisions of the Agreement shall continue to have full force and affect.

CITY OF SPRINGFIELD, MASSACHUSETTS,
a municipal corporation

Approved:

Chief Development Officer

Date Signed: _____

Approved as to appropriation:

City Comptroller

Date Signed: _____

Approved as to form:

Edward Pikula, City Solicitor

Date Signed: _____

Reviewed:

Acting Chief Administrative and
Financial Officer

Date Signed: _____

APPROVED:

DOMENIC J. SARNO, MAYOR

Date Signed: _____

BLUE TARP reDEVELOPMENT, LLC, a Massachusetts
limited liability company,

MICHAEL MATHIS, President and Chief Operating Officer

Dated Signed: _____

MGM SPRINGFIELD reDEVELOPMENT, LLC, a
Massachusetts limited liability company,

MICHAEL MATHIS, Authorized Signatory

Dated Signed: _____

February 8, 2016

I HEREBY CERTIFY THAT I have this date notified the members of the City Council of the City of Springfield of a **SPECIAL MEETING** to be held on **Wednesday, February 17, 2016 at 5:30 P.M.** in the City Council Chambers by First Class Mail of said notice to the last and usual place of abode to: COUNCILORS Timothy C. Allen, Thomas M. Ashe, Adam Gomez, Melvin A. Edwards, Michael A. Fenton, Justin Hurst, Marcus J. Williams, Orlando Ramos, Timothy J. Rooke, Kenneth E. Shea, E. Henry Twiggs, Kateri B. Walsh, Bud L. Williams, a notice of said meeting duly signed by the Council President and I further certify that I have duly notified said City Councilors in the manner aforesaid in accordance with the law.

Subscribed and sworn to before me, this 8th day of February, 2016.

Anthony I Wilson, Esq., City Clerk

Attachment: February 17, 2016 Notice (3378 : Second Amendment to Host Community Agreement)

February 17, 2016

I HEREBY CERTIFY THAT I have this date notified the members of the City Council of the City of Springfield of a **SPECIAL MEETING** to be held on Monday, **February 22, 2016 at 6:00 P.M.** in the City Council Chambers by First Class Mail of said notice to the last and usual place of abode to: COUNCILORS Timothy C. Allen, Thomas M. Ashe, Adam Gomez, Melvin A. Edwards, Michael A. Fenton, Justin Hurst, Marcus J. Williams, Orlando Ramos, Timothy J. Rooke, Kenneth E. Shea, E. Henry Twiggs, Kateri B. Walsh, Bud L. Williams, a notice of said meeting duly signed by the Council President and I further certify that I have duly notified said City Councilors in the manner aforesaid in accordance with the law.

Subscribed and sworn to before me, this 17th day of February, 2016.

Anthony I Wilson, Esq., City Clerk