CHICAGO

CASINO IN THE CITY OF CHICAGO

REQUEST FOR PROPOSALS - APRIL 22, 2021



LORI E. LIGHTFOOT
MAYOR

After approximately three decades in pursuit of a casino in the City of Chicago, we are excited to release this Request for Proposals (RFP). This marks a significant milestone in our city's history and our mission to create Chicago's first-ever casino.

Most importantly, the development of a world-class entertainment destination in Chicago is the type of investment that is needed to remind us of what life was like before COVID-19 and what we have in store for us when we have successfully beaten back this virus. This significant investment will position the City of Chicago to capitalize on that rebound.

For interested owners and operators, Chicago represents a once-in-a-generation opportunity to build a large gaming facility in a major American city. With approximately 9.5 million residents, the Chicagoland metropolitan area ranks 3rd in the U.S. in population. The city's gross regional product (GRP) of nearly $700 billion exceeds that of Sweden, Poland, and Argentina. A local economy where no single industry makes up more than 14% of GRP provides the city with an unrivaled degree of economic stability. It is unsurprising that, as a global gateway city, Chicago is continuously ranked the #1 metro area in America for corporate investment and has been #1 for Condé Nast's Best Big City for an unprecedented 4 consecutive years. That is why more than 30 major corporations have chosen to relocate to or expand in Chicago since the pandemic began. This RFP provides a rare opportunity to take advantage of that unique positioning.

Our work towards building a casino has always been about creating a better Chicago for all of our city's residents. This undertaking will fuel thousands of new jobs, create hundreds of millions in new gaming revenues for the City and State to shore up our pension funds, and catalyze additional large-scale economic development, all while redirecting hundreds of millions in funds to Chicago that otherwise would have been lost to gaming across the border.

To be clear, I am not interested in building a casino for the sake of building a casino. My goal is a multi-faceted entertainment development that we can all be proud of. Chicago deserves a world-class facility of superb quality and architectural significance. One that will add to Chicago's iconic architecture and exceptional urban environment. One worthy of this city's storied history.

This RFP aims to do just that. In the following pages, we have outlined the City's vision, requirements, and preferences for a development worthy of Chicago.

Taken together, I believe a Chicago casino will generate and expand our communities' access to socioeconomic opportunities and ensure the prosperity of our entire city for years to come. While much work remains ahead, I believe this RFP is an important step in the right direction for a transparent, equitable, and community-driven process.



Lori E. Lightfoot
Mayor of Chicago

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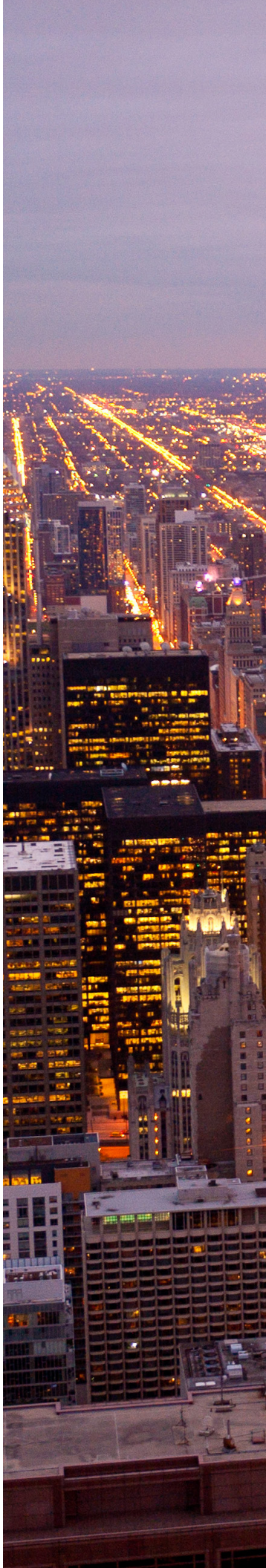
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SECTION 1
GENERAL




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A. THE OPPORTUNITY

The City of Chicago (the **"City"** or **"Chicago"**) is pleased to issue this Request for Proposals (such request, together with all attachments, the **"RFP"**) for the opportunity to apply for the sole casino license in the City. Through this RFP, the City is looking for an experienced company or joint venture to develop an integrated casino resort that compliments the City's thriving entertainment and cultural scene. The selected applicant will propose its optimal site for the project, pending City approval, and will demonstrate excellence in casino design, development, sustainability and operations, financial stability, accommodation of multi-modal transportation needs and giving back to the community.

Chicago is one of the world's most dynamic cities and tourist destinations and this license represents a once-in-a-generation opportunity to own and operate a casino in a major American city. Due to the following, as well as other factors, this RFP provides an unparalleled market opportunity:

- With approximately 9.5 million residents, the Chicagoland region ranks 3rd in the U.S. in population
- Chicago is continuously ranked #1 for corporate investment and has been named #1 for Condé Nast's Best Big City four consecutive years
- Since the start of the pandemic, 31 major corporations have relocated to or expanded in Chicago
- Chicago has recorded 370 start-ups launched per year on average, making the city a leader in innovation and technology
- Chicago has an abundant labor supply and is a major tourist destination; in 2019, Chicago welcomed nearly 60 million domestic visitors, 1.5 million overseas visitors, and an additional 750,000 visitors from Mexico and Canada
- Centrally located at the nexus between Europe and Asia and the North American Free Trade zone, Chicago is one of the most connected cities on the planet; O'Hare International Airport ranks #3 in origin and destination enplanements nationally
- As the largest city in America that until recently did not have legalized gaming, Chicago allocates just 0.6% of income per capita to casino gaming, suggesting significant upside potential for gaming revenue, according to Union Gaming Analytics



The City expects RFP respondents to submit proposals (each a **"Response"**) for an integrated casino resort with a hotel, restaurants, shops and entertainment venues. The City also expects that the casino development will create living wage jobs with competitive benefits and opportunities for advancement for Chicago residents, create opportunities for Chicago-based businesses, and provide community amenities and support tourism, including through partnerships with existing entertainment and cultural venues. Chicago looks forward to finding an applicant who will propose a project that will represent the best of Chicago's world-class entertainment destinations, architecture and design, sustainability and resiliency, and art and culture.

For more on the Chicago casino development opportunity, see the "Supplemental Information" document accompanying this RFP.

The Chicago opportunity includes:

- Development and operation of a permanent casino-anchored resort complex that enhances the urban fabric of its surrounding neighborhood;
- Development and operation of a temporary casino that provides gambling and ancillary functions while the permanent resort complex is designed and constructed; and
- An optional lease and license agreement to operate electronic gambling machines at the City's O'Hare and Midway International Airports.

B. BACKGROUND

1. In June 2019, the State of Illinois (the **"State"**) significantly expanded gambling throughout the State by amending the Illinois Gambling Act, 230 ILCS 10/1 et seq. (the **"Act"**), and authorizing the Illinois Sports Wagering Act, 230 ILCS 45/25-1 et seq. The legislation regulates gambling operations as a catalyst to economic development, tourism, and tax revenues that support education and other State and local fiscal needs.

2. The Act allows the Illinois Gaming Board (the **"Board"**) to issue one owners license (the **"Owners License"**) authorizing its holder to conduct casino gambling, with up to 4,000 gaming positions (as a "gaming position" is determined by the Board pursuant its Rule 3000.606), in the City at a permanent gambling facility, a temporary gambling facility, and gambling operations at O'Hare and Midway airports. See Attachment 1 for details concerning potential gambling operations at O'Hare and Midway airports.

3. For the Board to consider issuing the City-based Owners License, the City must certify to the board (as defined below and collectively, the "**(e-5) Requirements**") that:

(a) The applicant for the Owners License (the **"Applicant"**) has negotiated with the City in good faith;

(b) The Applicant and the City have mutually agreed on the permanent location of the casino;

(c) The Applicant and the City have mutually agreed on the location of the temporary casino;

(d) The Applicant and the City have mutually agreed on the percentage of revenues that will be shared with the City;

(e) The Applicant and the City have mutually agreed on any zoning, licensing, public health or other issues that are within the jurisdiction of the City;

(f) The Chicago City Council (the **"City Council"**) has passed a resolution or ordinance in support of the casino in the City as proposed and agreed to between the Applicant and City;

(g) The Applicant has made a public presentation of its proposal; and

(h) the Applicant has prepared a summary of its proposal that has been posted on a public website of the City.

4. All Applicants are encouraged to read the Act and associated rules and regulations before submitting a Response. Gambling operations at the Chicago casino and airports are subject to all applicable laws and rules that apply to any other gambling facility under the Act.

C. PURPOSE AND CORE GOALS

Through this RFP and in order to meet the (e-5) Requirements, the City seeks to select one or more qualified enterprises with whom the City will negotiate and, if approved by the City Council, execute a host community agreement (an **"HCA"**) for the development, construction and operation of a temporary casino facility (the **"Temporary Facility"**) and a permanent casino facility (the **"Permanent Facility,"** and together with the Temporary Facility, the **"Casino Facilities"**) located in the City and, at the Applicant's option, a concession lease and license agreement (an **"Airport Concession Agreement,"** and together with the HCA, the **"Agreements"**) to conduct casino gambling operations at Chicago O'Hare International Airport and Chicago Midway International Airport (the **"Airport Concession"** and collectively with the Casino Facilities, the **"Project"**). Any enterprise that wishes to negotiate and execute Agreements with the City must participate in this RFP process and be selected by the City through such process. There is no limit on the number of enterprises that are permitted to participate in this RFP selection process. Further, the City may, in its discretion, certify to the Board more than one Applicant as satisfying the (e-5) Requirements.



The City expects each Applicant to propose a Permanent Facility that will advance the following core goals (the **"Core Goals"**) (listed in no particular order):

- Be of superb quality and architecturally significant design and layout that will add to the City's iconic architecture and enhance its urban environment;
- Be certified as meeting the U.S. Green Building Council's Leadership in Energy and Environmental Design (**"LEED"**) standards;
- Provide a standard of service and excellence that equals or exceeds other first-class entertainment venues in the City;
- Be a catalyst for additional economic development in the City and the State in and around the Permanent Facility including creating a large-scale entertainment destination as further defined in Section 1.D as well as creating synergies with existing arts and cultural and entertainment facilities;
- Create well-paying jobs, new employment opportunities, apprenticeships and/or training programs for City residents, minorities, women, veterans and persons with a disability;
- Support utilization and participation of Chicago-based business suppliers and vendors, including minority-owned businesses, women-owned businesses, veteran-owned businesses and businesses owned by persons with a disability;
- Integrate well with its surrounding communities; and
- Maximize wagering tax revenues to the City (which revenues are dedicated to funding the City's police and fire pension obligations).



Image Courtesy: Studio Gang, Steve Hall © Hall+Merrick



D. CITY OBJECTIVES

In addition to meeting the Core Goals, the Applicant should consider the following objectives of the City (the **"Objectives"**):

D.1

AMENITIES

The City invites Applicants to consider including the following types of amenities as part of the Permanent Facility:

D.1 (a)

AN ICONIC OUTDOOR PUBLIC SPACE





D.1 (b)

A FIVE-STAR HOTEL OF PREFERABLY NO MORE THAN 500 KEYS

Image courtesy: The Langham, Chicago

D.1 (c)

MEETING SPACE OF PREFERABLY NO MORE THAN 60,000 SF; AND



D.1 (d)

OTHER EASILY ACCESSIBLE, ANCILLARY SPACES

Other easily accessible, ancillary spaces that support a live-work-play district, such as outward-facing museums, art and performance venues, recreational facilities, retail shops, restaurants, and other spaces that serve as community focal points. The ancillary spaces should support economic development involving Chicago-made brands, local artists and artisans, and City-based suppliers.





The amenities should lead to an overall increase in consumer participation in and around the Permanent Facility location and within the City rather than cannibalize the customer base of existing similar amenities.

Image courtesy: Art on theMART. Photography by Joshua Brott.

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D.2

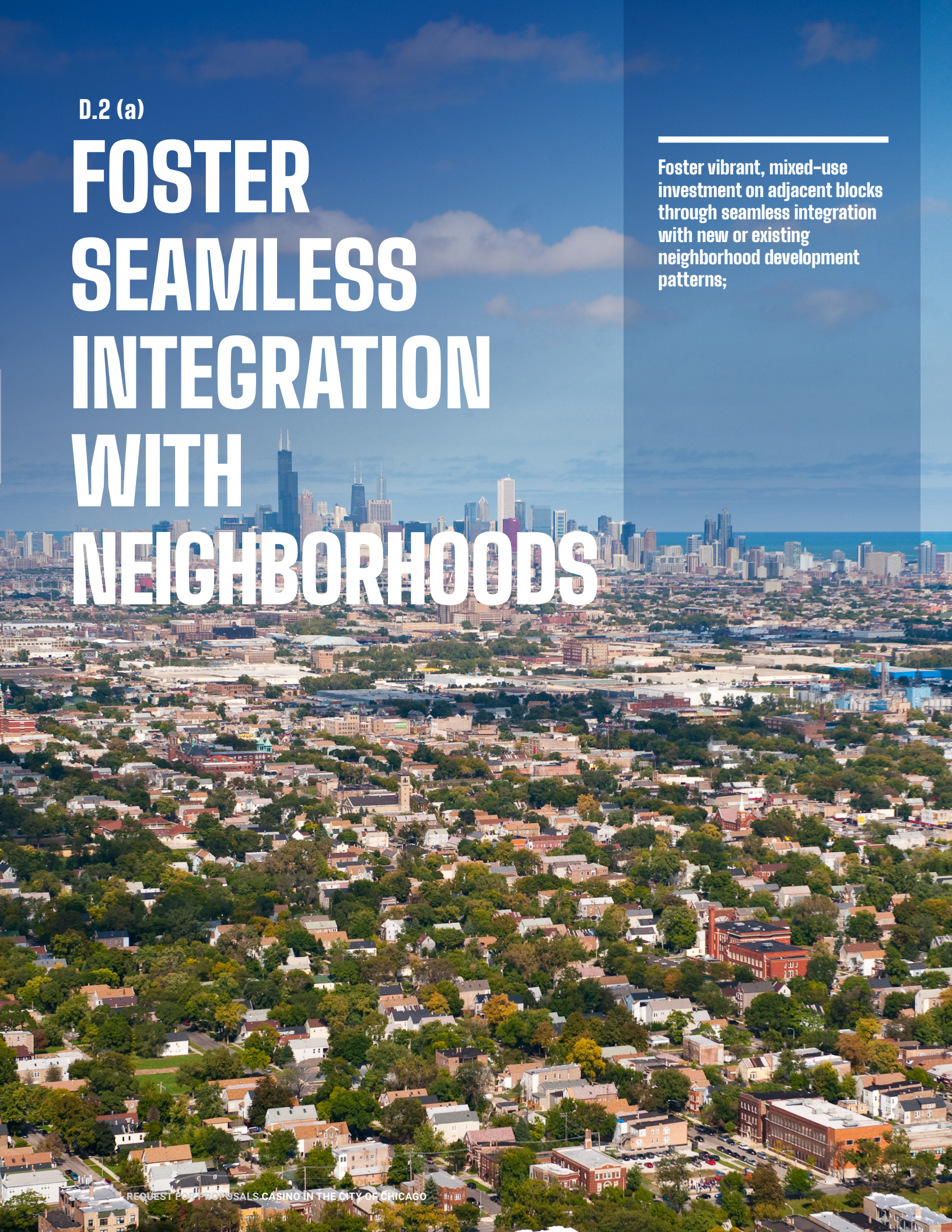
NEIGHBORHOOD ORIENTATION

As a national and international destination for tourism and mixed-use commerce, the Permanent Facility should be of architectural interest that functions within the context of its neighborhood, including street configurations, public transit, open spaces, and related safety considerations. The City prefers that the Permanent Facility have a neighborhood orientation that will:

D.2 (a)

FOSTER SEAMLESS INTEGRATION WITH NEIGHBORHOODS

Foster vibrant, mixed-use investment on adjacent blocks through seamless integration with new or existing neighborhood development patterns;





D.2 (b)

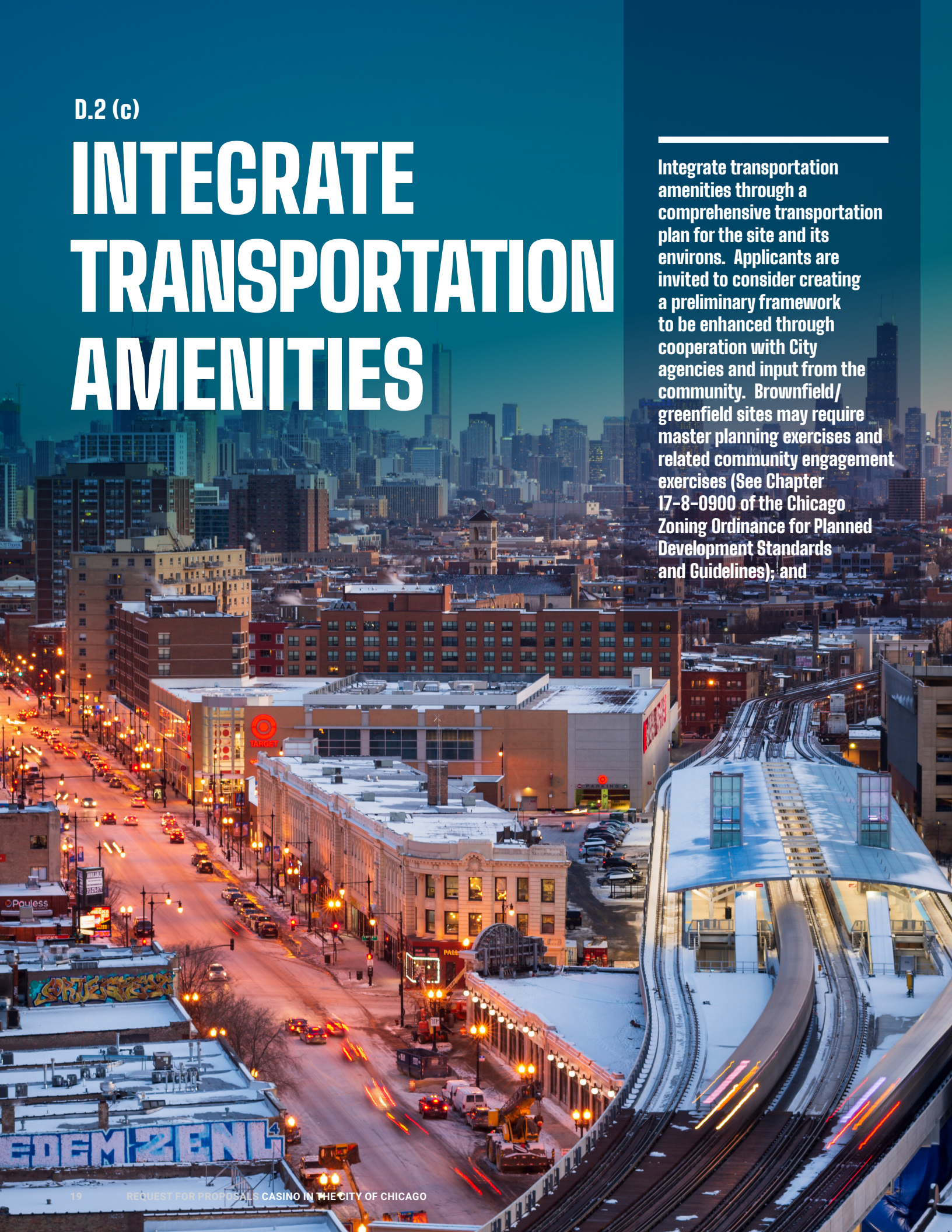
FOSTER ARTS, CULTURE AND ENTERTAINMENT

Foster the growth of an adjacent arts, culture and entertainment district;

D.2 (c)

INTEGRATE TRANSPORTATION AMENITIES

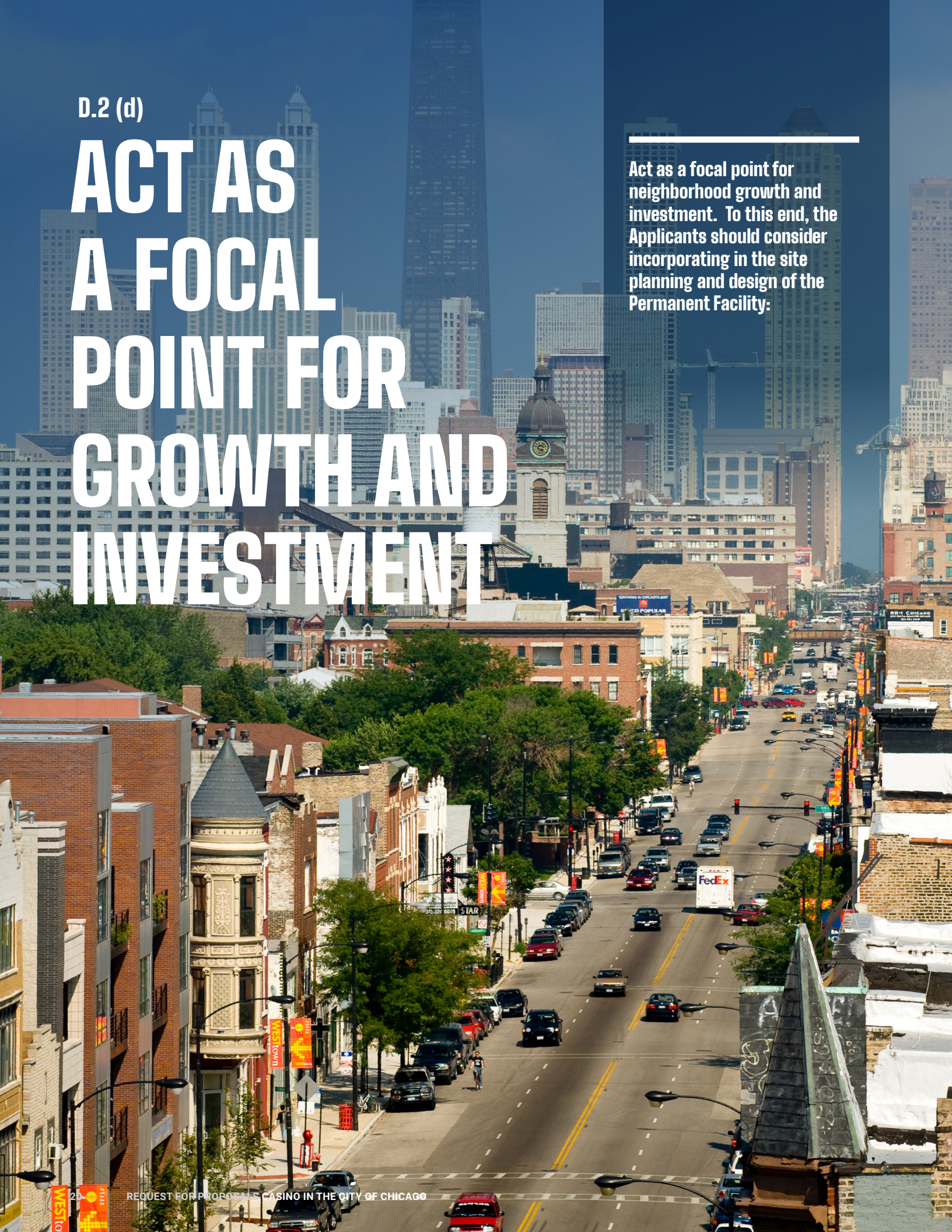
Integrate transportation amenities through a comprehensive transportation plan for the site and its environs. Applicants are invited to consider creating a preliminary framework to be enhanced through cooperation with City agencies and input from the community. Brownfield/ greenfield sites may require master planning exercises and related community engagement exercises (See Chapter 17-8-0900 of the Chicago Zoning Ordinance for Planned Development Standards and Guidelines); and



D.2 (d)

ACT AS A FOCAL POINT FOR GROWTH AND INVESTMENT

Act as a focal point for neighborhood growth and investment. To this end, the Applicants should consider incorporating in the site planning and design of the Permanent Facility:



D.2 (d) (i)

Neighborhood-oriented, outdoor amenities that reinforce Chicago's unique design legacy, such as signature open spaces, monumental sculptures, water elements, and other public features that provide engaging transitions between the Permanent Facility and its surroundings;

D.2 (d) (ii)

An attractive pedestrian experience supported by multiple ground-floor entry points and active uses fronting primary streets and open spaces;

D.2 (d) (iii)

Building massings that emphasize block structure, streetwall continuity, engaging facades, and contextual building orientation, design and streetscape characteristics;

D.2 (d) (iv)

Connectivity that integrates multi-modal site access with the end goal of enhancing a walkable public realm consistent with the City's Vision Zero Chicago Action Plan, Chicago Complete Street Guidelines, Chicago Pedestrian Plan, and the Chicago Streets for Cycling Plan.

These plans and guidelines may be found at:

- Vision Zero Chicago Action Plan
- Chicago Complete Streets Guidelines
- Chicago Pedestrian Plan
- Chicago Streets for Cycling Plan

D.2 (d) (v)

Public way enhancements that include wide sidewalks, high-quality paving materials, landscaping, lighting, integrated signage, seating elements, and related streetscape improvements; and



D.2 (d) (vi)

Sustainable development strategies that meet or exceed the Chicago Sustainable Development Policy, which policy can be found at: https://www.chicago.gov/city/en/depts/dcd/supp_info/sustainable_development/chicago-sustainable-development-policy-update.html



D.3

DESIGN PRINCIPLES

The Response ideally will include the Applicant's proposal to engage architects with a sustained record of peer-reviewed design excellence. The City also prefers Permanent Facility design proposals that avoid archetypal stereotypes and instead strive for the development of an innovative context that includes the site, its surroundings and local culture. The City's assessment of Permanent Facility design proposals will be based, at a minimum, on the following overall principles:



D.3 (a)

SENSE OF PLACE

The Permanent Facility should reflect superb quality and architecturally significant urban design and layout features that add to a neighborhood environment while extending Chicago's influential history of architectural innovation. The Permanent Facility may include a mix of new construction and adaptive re-use components that foster a cohesive neighborhood experience for guests, workers and neighbors. The Permanent Facility should leverage synergies with arts and cultural investments and other uses that support a 24-hour, pedestrian-oriented, mixed-use environment with multiple indoor and outdoor ancillary amenities that foster investment and activity beyond the Permanent Facility.

Image Courtesy: Krueck Sexton Partners



D.3 (b)

SITE ACCESS & LINKAGE

Site layout must meet current and scheduled accessibility requirements and ideally prioritize access and egress through pedestrian, public transit, and micro-mobility modes that emphasize last mile connectivity and walkability in and around the structure and adjacent properties. Car and truck traffic should be routed to and from parking structures and delivery locations along minor streets when alley access is not feasible. Curb cuts should be minimized along main street frontages. Site plans should include designated spaces for ride-share drop-offs/pick-ups, and truck services will ideally be internal to the structure. Points of vehicular access should be distributed evenly across the site to avoid concentration and congestion.



D.3 (c)

FLEXIBILITY

An exemplary Response will address the unique development potential of its site in context with local surroundings, including potential opportunities to incorporate adjacent blocks into a master plan that evolves over time. Such Response may consider future market demands and opportunities to change or refine programing options inside and outside of the Permanent Facility, including ground-level and upper-story uses, interior and back-of-house uses, rooftop uses, and seasonal programing considerations.

Image Courtesy: Stella Artois / Flightless Bird Creative / Kevin Conway / Studio Number One



D.3 (d)

EQUITY & INCLUSION

Project construction and operation should achieve specific goals for contracting with City-based businesses, minority and women-owned business enterprises, veteran-owned businesses, and businesses owned by persons with a disability and development plans designed to assist such businesses in identifying the need for goods and services to the Project. Applicants are expected to establish and implement a workforce development plan that incorporates a diversity and inclusion program in all demographic categories.

Image Courtesy: Justice of the Pies

E. CITY REQUIREMENTS AND ADDITIONAL GOALS

In addition to any other requirements, objectives and goals noted in this RFP and in Attachment 2:

1. The Casino Facilities must be non-smoking.

2. The Applicant must provide a comprehensive plan demonstrating how the Applicant intends to use its good faith efforts to meet or exceed the following goals for the design and construction of each of the Casino Facilities:

(a) 26% minority business enterprise (**"MBE"**) participation;

(b) 6% women business enterprise (**"WBE"**) participation; and

(c) Preference provided to Chicago-based businesses.

3. The Applicant must provide a comprehensive plan demonstrating how the Applicant intends to use its good faith efforts to meet or exceed the following goals for construction work on the Casino Facilities:

(a) 50% of the total work hours performed by City residents; and

b) 7.5% of the total work hours performed by residents of the areas surrounding each of the Casino Facilities, which may be included in the above 50% and may be subject to negotiation by the City.

4. The Applicant must provide a comprehensive plan, including goal-setting and other measures, for the hiring of employees at each of the Casino Facilities demonstrating how the Applicant intends to use its good faith efforts to:

(a) Assist in building wealth and increasing employment in disadvantaged communities;

(b) Prioritize hiring of City residents; and



(c) Achieve a diverse workforce at all levels with participation by women, minorities, veterans and persons with a disability that reflect the overall diversity of the City.

5. The Applicant must provide a comprehensive plan for sourcing goods and services during operations at each of the Casino Facilities demonstrating how the Applicant intends to use its good faith efforts to:

(a) Assist in building wealth and increasing employment in disadvantaged communities;

(b) Prioritize City-based businesses and achieve high levels of partnerships with local businesses; and

(c) Achieve high levels of contracting with MBE providers and WBE providers and substantial levels of contracting with veteran-owned businesses and businesses owned by persons with a disability.

6. Workforce development should be coordinated in a partnership through training programs and certificates, which preferably will include the City Colleges of Chicago.

7. The Applicant should demonstrate its commitment to and experience with giving back to the local community.

8. The Applicant must pledge to not engage in marketing practices that disproportionately target disadvantaged communities and must provide best-in-class social programs geared towards addressing gambling addiction with measurable impacts and accountability measures based on independent research operator

F. PERMANENT FACILITY SITES

The Applicant should select a Permanent Facility site (the **"Site"**) that will allow the Applicant to best incorporate the Core Goals and Objectives. If required by the Applicant, the City may be able to assist with appropriate acquisition authority to fully assemble the Site.

G. AIRPORT CONCESSION

The Applicant may, at its option, include in its Response a detailed plan for the design, development and operation of the Airport Concession. Interested Applicants, please see Attachment 1 for submission instructions and information.

H. DESCRIPTION OF THE HOST COMMUNITY AGREEMENT

1. The (e-5) Requirements provide, among other requirements, that the Applicant and the City mutually agree on:

(a) The location of the Casino Facilities in the City;

(b) The percentage of revenues that will be shared with the City, if any; and



(c) Any zoning, licensing, public health, or other issues that are within the jurisdiction of the City.

2. It is currently anticipated that the term of the HCA will be coextensive with the term of the Owners License and will set forth, at a minimum, the following provisions as may be modified during the negotiating process between the City and the Applicant:

(a) The Applicant's obligations to:

(i) Pay liquidated damages to the City in the event the Permanent Facility is not open as provided in the Applicant's construction schedule, subject to force majeure;

(ii) Make a minimum capital investment in the Project;

(iii) Relocate or compensate existing businesses, tenants or services located at the Site;

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

(v) Promote economic growth and assist in revitalizing the economically hardest hit of the City's communities by creating new living-wage jobs and maximizing existing employment opportunities, and attracting new businesses, tourists and visitors to the area;

(vi) Commit to an operating and marketing plan for the Project;

(vii) Enhance existing services for treatment of compulsive behavior disorders and problem gambling;

(viii) Commit to utilizing sustainable development principles;

(ix) Manage transportation supply and demand, including the use of ride-sharing, mass transit and other transportation demand services;

(x) Hire an agreed-upon minimum number of employees, both full-time and part-time, during construction of the Casino Facilities and when the Casino Facilities are fully operational;

(xi) Establish, fund and maintain human resource hiring and training practices that promote the development of a skilled and diverse workforce and access to promotion opportunities through a workforce training program;

(xii) Establish and implement a plan designed to achieve specific goals for contracting with City-based businesses (as described in Section 1.E) for the design and construction of the Casino Facilities and the provision of goods and services to the Casino Facilities both during construction and operation of the Casino Facilities and specifying utilization goals for MBEs, WBEs, veteran-owned businesses, and businesses owned by persons with a disability and development plans designed to assist such businesses in identifying the need for goods and services to the Casino Facilities;

(xiii) Establish and implement a workforce development plan, preferably in coordination with City Colleges of Chicago, that incorporates an affirmative action program in all employment categories;

(xiv) Commit to have contracts with organized labor during construction and operation of the Casino Facilities with appropriate exemptions to meet representative subcontracting goals and community hiring goals; and

(xv) Establish and implement a plan designed to achieve specific goals for hiring specific percentages of City residents, women, minorities, veterans and persons with a disability during operation of the Casino Facilities and meet or exceed specific goals for construction hours performed by City residents and residents in the area surrounding the Casino Facilities.

(b) The Applicant's agreement to foster community development and investment and garner public support by making payments and contributions to the City, specific City programs and City institutions;

(c) Customary representations and warranties made by the Applicant;

(d) Customary affirmative and negative covenants of the Applicant covering such items as use of the Project, financing of the Project, compliance with all laws and regulations, delivery of notices, insurance, restoration following casualty, destruction or



(e) The Applicant's indemnification obligations;

(f) The Applicant's obligations to pay for all of the City's professionals' and consultants' fees and costs incurred in connection with drafting and implementing this RFP, reviewing, evaluating and selecting Responses, negotiating and drafting the Agreements and enforcing the Agreements throughout their respective terms at such professionals' and consultants' customary rates charged to their respective non-municipal clients;

(g) Events of default and remedies;

(h) Restrictions on transfer of ownership of the Project for a specified period of time to be negotiated between the City and the Applicant;



(i) A Guaranty and Keep Well Agreement from the Applicant's parent company or other entity having sufficient net worth and liquidity to complete Project construction, fund the Applicant's obligations under the HCA and keep the Permanent Facility open for business for a specified period of time following opening of the Permanent Facility; and

(j) Dispute resolution provisions.

I. SELECTION CRITERIA

Each Response will be evaluated by the City based upon the quality of the Applicant's responses to the criteria set forth in Section 2.A, and compliance with the instructions set forth in Section 2.B, as well as any and all relevant information about the Applicant known to the City. In evaluating Responses, the City will not assign specific weights to any of the criteria set forth in Section 2.A.

Each Response will be evaluated by the City's Evaluation Committee, which will include representatives of various City departments. The City reserves the right to enlist independent consultants to assist with the evaluation of all or any portion of the Responses, as it deems necessary.



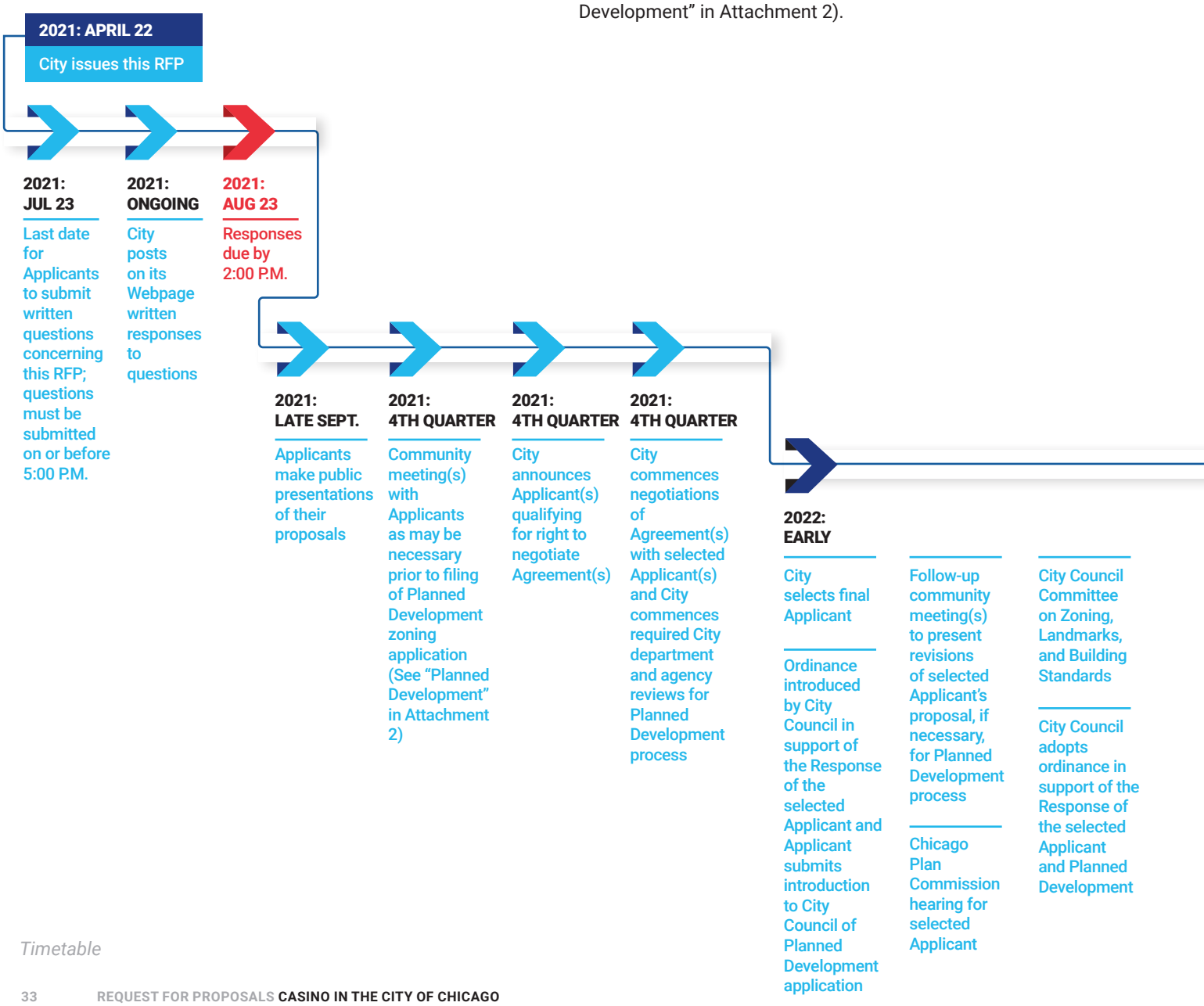
J. TIMETABLE

1. All times specified in this RFP are Central Time.

2. Below is the City's preliminary timetable for this RFP process. The City may revise this timetable as it deems appropriate. Notification of any adjustment to the timetable will be posted on the City's Webpage, which can be found at: www.chicago.gov/chicagocasino (see also Section 4.B).

K. PUBLIC PRESENTATIONS

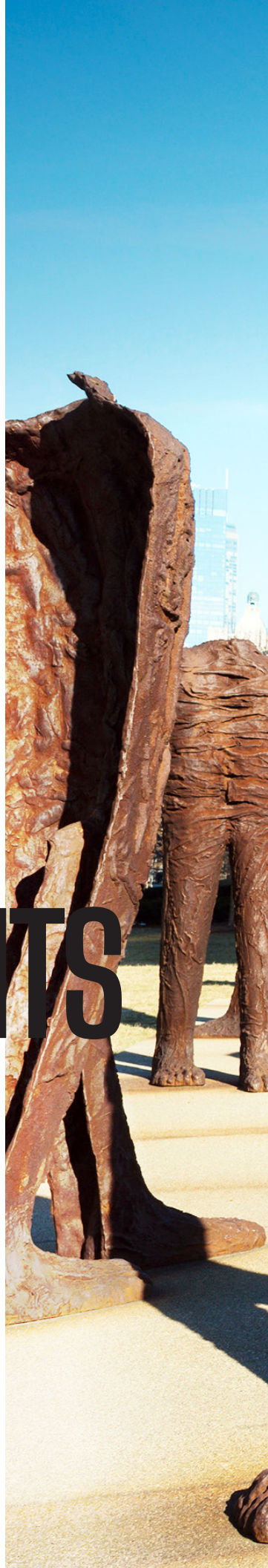
Applicants will be required to make public presentations of their proposals on a date to be determined by the City. Details of the format for the presentations will be given to the Applicants prior to the scheduled presentation date to allow sufficient time for preparation. Applicants will also be required to make a presentation of its proposal at a meeting(s) for members of the community in which the Permanent Facility is proposed to be located as is necessary prior to submission of any Planned Development zoning application. (See "Planned Development" in Attachment 2).



Timetable

02

SECTION 2
RESPONSE REQUIREMENTS





A. SPECIFIC SUBMITTAL REQUIREMENTS

Each Response must address, in detail, each of the items listed below. The Applicant is encouraged to think creatively to propose a competitively unique, innovative and viable Project and overall proposal. To the extent that the Applicant is a newly formed or to-be-formed entity, or as otherwise necessary to fully inform the City, the Responses should be provided in relation to the main operating entity and/or its significant business units, and/or management company (if anticipated to be engaged for the Project). An Applicant must also review and comply with the requirements of Attachment 2, "Additional Information and Requirements", in preparing its Response.

Throughout this Section 2, the term **"Affiliate"** shall refer to any entity that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Applicant.

1. Executive Summary

Submit as Exhibit 1, an executive summary, not to exceed four (4) pages in length, highlighting the principal terms of the Applicant's Response that is suitable for posting on the City's Webpage.



2. Applicant Information

(a) Submit as Exhibit 2(a) the Applicant's and, if applicable, the casino manager's (the **"Manager"**), full name as it appears on organizational documents, together with its state of formation.

(b) Submit as Exhibit 2(b) the name, title, email address and telephone number of the individual to be contacted in reference to the Response.

(c) Submit as Exhibit 2(c) the street address, city, state, zip code and telephone number for the Applicant's, and if applicable, the Manager's principal place of business. Also include the URL for any website maintained by or for the Applicant and, if applicable, the Manager.

(d) Submit as Exhibit 2(d) evidence of existence or formation as an entity (e.g., a certificate of good standing) as of a date not earlier than thirty (30) days prior to submission of the Response.

(e) Submit as Exhibit 2(e) a full and complete ownership chart for the Applicant and, if applicable, the Manager and their respective Affiliates including percentage ownership interests in the Applicant and the Manager by their respective direct and indirect owners illustrating the ultimate owners and real parties in interest. For a publicly held company, disclosure of owners may be limited to owners of five (5) percent or more of the publicly held company.

(f) Submit as Exhibit 2(f) the name, address and title of each director, manager or general partner of the Applicant and, if applicable, the Manager, and each officer of the Applicant and the Manager.

(g) Submit as Exhibit 2(g) the name and business address of each person or entity that has a direct or indirect ownership interest in the Applicant and, if applicable, the Manager. For a publicly held company, disclosure of owners may be limited to owners of five (5) percent or more of the publicly held company.

3. Concept and Design for the Permanent Facility

(a) The Permanent Facility should be consistent with the design principles set out in Sections 1.C and 1.D. Submit as Exhibit 3(a) a description of the Permanent Facility, including but not limited to:

(i) A description of the Site and a copy of the Site plan, including any off-Site ancillary property to be used by the Applicant in connection with the Permanent Facility, and how the Applicant controls or expects to obtain control of the real property comprising the Site and any off-Site assemblage;

(ii) A description of the proposed Permanent Facility, including the approximate number of square feet of gambling space (including space for casino gambling, sports wagering and any other type of gambling to be offered), the number and types of games proposed, and the number of gaming positions the Applicant intends to reserve under the Act;

(iii) A description of the proposed restaurants, including the approximate number, sizes, types and themes and the identity of any restaurateurs the Applicant reasonably anticipates will manage or operate the restaurants, including whether such restaurants or restaurateurs are Chicago-related brands or Chicago-based;

(iv) A description of the proposed hotel, including related amenities and approximate number, type and size of the hotel rooms as well as the identity of any Chicago-related brands;

(v) A description of the proposed lounges and bars, including the approximate number, sizes and types as well as the identity of any Chicago-related brands included in the proposed lounges and bars or any Chicago-based firms the Applicant reasonably anticipates will operate the lounges or bars or otherwise be utilized in such operation;

(vi) A description of the proposed retail space, including the approximate number, sizes and types of retail shops, how such retail development will serve the general community as well as the identity of any Chicago-related brands or Chicago-based retailers the Applicant reasonably anticipates will operate within the retail space;



(vii) A description of any proposed ancillary entertainment or recreational facilities, including approximate number, sizes, types, as well as the identity of any Chicago-related brands or Chicago-based firms that will operate the facilities or otherwise be utilized therein;

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

(ix) A description of any other proposed and related facilities or amenities including, without limitation, parking facilities;

(x) A description of the Applicant's ability to expand the proposed Permanent Facility or add other related facilities or amenities on the Site at a future date;

(xi) A description of any environmental issues or brownfield designation with respect to the Site and the Applicant's remediation plan;

(xii) A description of existing or proposed entertainment and amenity uses within close proximity to the Permanent Facility, including information such as capacity, interior/exterior photos, proposed improvements, the use or inclusion of Chicago-related brands or Chicago-based firms, and provide letters of intent or letters of support from Chicago-related brands and/or Chicago-based firms or nearby businesses;

(xiii) A description of how the Permanent Facility will complement and be compatible with the City's culture; how the Permanent Facility will showcase, stimulate and improve the use of existing and future attractions, including tourism and convention facilities; and identify relevant City planning documents specific to the proposed Site, including a description of how the proposal will comply with the Core Goals and Objectives (see Sections 1.C and 1.D);

(xiv) A description of the sustainability goals, including plans for energy procurement, and a description of the integrated approach the Applicant's team will implement to achieve these goals. Include a list of the Applicant's team members that will be included in these discussions and a schedule for the intervals of these meetings to identify the opportunities for achieving the Permanent Facility sustainability goals throughout the design, construction and operations processes; and

(xv) A map showing that the Site is not within 500 feet of a school or house of worship.

(b) Submit as Exhibit 3(b) a color rendering of the Permanent Facility illustrating the proposed location, design and layout of each element.

(c) Submit as Exhibits 3(c)(i) through Exhibit 3(c)(ix) schematic drawings for the Permanent Facility illustrating (at a minimum) the following items:

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

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

(iii) Interior and exterior themes;

(iv) Interior and exterior finishes;

(v) Typical building sections indicating interior and exterior Site relationships;

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



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

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

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

(d) Submit as Exhibit 3(d) a detailed analysis of the suitability of the Site and the ways in which it supports urban revitalization, if applicable, including a description of the property boundaries, dimensions and total acreage for the Site and the proposed relationship of the Site to

adjoining land uses and proposed land uses to ensure compatibility with those adjoining land uses.

(e) Submit as Exhibit 3(e) detailed approximate total Permanent Facility costs, showing hard costs (e.g., land acquisition, construction, Site improvements, including infrastructure in direct relation to both construction and operations of the Site, furnishing and equipping), construction soft costs (e.g., architectural, consulting fees, insurance, contingency reserve), financial and other expenses (interest reserve, legal, financing fees) and pre-opening expenses (e.g., training, pre-opening marketing and initial working capital), and timing of such expenditures, together with a construction cash flow analysis.

(f) Submit as Exhibit 3(f) a description of any zoning requirements applicable to the Permanent Facility and the Applicant's commitment to adhere to applicable zoning requirements, including regulations for casinos and casino entertainment complexes adopted by the City. If necessary, include a zoning code summary table outlining proposed changes to the currently allowed land uses and development rights, anticipated as part of a future Planned Development application (see "Planned Development" in Attachment 2).

(g) Submit as Exhibit 3(g)(i) through Exhibit 3(g)(x) the following:

(i) A comprehensive study of existing traffic and transportation infrastructure in the area surrounding the Permanent Facility, likely impacts of the Permanent Facility and related development on mobility, and mitigation strategies to address any unwelcome impacts;

(ii) A description of the major transportation and circulation routes serving the Permanent Facility, and a description and analysis of the adequacy of the existing regional transportation infrastructure, including roadways, sidewalks, bicycle infrastructure, and public transit and proposed mitigation measures to serve the Permanent Facility,



including the anticipated number of trips to and from the Permanent Facility each day by employees and visitors by each mode;

(iii) A description of the on-Site and off-Site major circulation patterns serving the Permanent Facility, including on-street and off-street parking, pick-up/drop-off capacity, taxis, valet parking, charter bus operations, commercial deliveries (truck routing), bicycle corridors, and high-volume pedestrian paths;

(iv) An analysis of the transportation demand of the Permanent Facility and a description of the Applicant's proposed measures for transportation demand management and transportation supply management, which demonstrates convenient, safe, and comfortable access to public transportation including CTA bus routes, the 'L', Metra, Divvy, and other shared micro-mobility for patrons and employees;

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

(vi) The Applicant's plan to comfortably and safely accommodate pedestrian and bicycle ingress/egress within and surrounding the Permanent Facility, including physical considerations for sidewalks, bike lanes, bike parking, etc.;

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

(viii) A plan for leveraging/upgrading use of existing, in-place City infrastructure to serve and harmonize with the Permanent Facility. The plan should describe how the Permanent Facility intends to utilize and/or





upgrade the City's existing streets, sidewalks, expressways, traffic signals, wayfinding systems, parks, waterways, utilities (including but not limited to water, sewer, electric), and other assets;

(ix) The Applicant's plans for accommodating special events and grand opening traffic and parking impacts upon the City; and

(x) The Applicant's plan for emergency access for police fire, or ambulatory ingress and egress as well as an emergency operations plan for the Permanent Facility, including procedures for emergency evacuation management.

(h) Submit as Exhibit 3(h) a Permanent Facility construction schedule including major construction milestones and the dates related thereto and any proposed phasing plan, the proposed sequence of any phases, whether any phases are dependent upon future events (and, if so, a detailed description of each such future event) and the approximate dates of beginning and completion of each phase. Indicate anticipated street and sidewalk closures, plans for redirecting traffic, impacts on existing parking and plans for mitigating such impacts both during and following construction. Describe measures that will be taken to mitigate all other construction impacts on the local area. In the event the financing for any further phase is not included in Exhibit 5(c), indicate the anticipated sources of financing for such phase and the details of such financing.

(i) If the Applicant's plan for the Permanent Facility is expected to displace or relocate any existing businesses, tenants or services, submit as Exhibit 3(i) the Applicant's plans for relocating or compensating such displaced parties.

(j) Submit as Exhibit 3(j) a plan for addressing any negative externalities created through the development of the Permanent Facility including addressing any potential burdens placed on existing City infrastructure.

(k) Regardless of whether such drawings are provided elsewhere in the Response, submit as Exhibit 3(k), on 8.5" x 11" paper (and a digital PDF file, not to exceed 300 MB, comprised of up to four illustrative boards 36" x 48"), the following:



(i) Context map showing the proposed Permanent Facility, nearby transit lines and stations, expressways, existing and proposed open spaces and parks, existing and proposed entertainment and amenity uses, and other land uses;

(ii) Multi-modal traffic circulation and infrastructure plans showing Permanent Facility access and egress by pedestrians, bicyclists, public transit, private buses, trucks and delivery vehicles, and any other relevant modes. These plans should reflect the results of the traffic impact assessment and infrastructure plan submitted in Exhibit 3(g)(i);

(iii) Block Site plan showing how the Permanent Facility is proposed to connect and relate to its immediate context;

(iv) Streetscape elevations and perspectives with existing and proposed building heights identified;

(v) Ground floor plan showing the main gathering areas, the design of open spaces, pedestrian and vehicular access and connectivity, and parking and loading areas;

(vi) Typical floor plan showing the main gathering areas, the vertical and horizontal circulation, and the spaces dedicated to the different functions; and

(vii) Rooftop plan showing any rooftop features.

4. Projections for the Project

(a) Submit as Exhibit 4(a) detailed projected balance sheets, income statements (detailed on a departmental basis) and cash-flow statements for the first five (5) years of operating the Project using generally accepted accounting principles (to the extent applicable) reflecting a best, worst and most likely case, broken down by Temporary Facility, Permanent Facility and, if relevant, Airport Concession. Please provide specific line items for: gaming revenues and expenses, hotel revenues and expenses, food and beverage revenues and expenses, and retail revenues and expenses; general and administrative expenses; marketing expenses; energy expenses; wagering taxes; property and other taxes; capital expenditures; and depreciation and interest expense. Include all material assumptions upon which the projections are based, including detailed assumptions regarding Project operating performance (e.g., dates of opening, slot and table drop, number and types of table games and slots, average room rates, number of employees by department, patron counts, win per patron, etc.).

(b) Submit as Exhibit 4(b) an analysis of the economic benefits which the City and the State may reasonably expect from the Project, including: (i) an estimate of the highest, lowest, and most likely prospective direct revenue from the Project; and (ii) direct and indirect benefits in employment, tourism and redevelopment. Include a market study to support such analysis, which study also details the benefit of the Site and the estimated capture rate of gaming and non-gaming revenue related spending by City and State residents travelling to out-of-state casinos.

5. Financing for the Project

(a) Submit as Exhibit 5(a) financial statements for the five (5) years immediately preceding the most current fiscal year then ended for the Applicant (or of the parent company if the Applicant is newly formed), audited by a national firm of independent certified public accountants.

(b) Submit as Exhibit 5(b) unaudited financial statements for the Applicant (or of the parent company if the Applicant is newly formed) covering the current fiscal year through the fiscal quarter ending immediately preceding the date of this Response.



(c) Submit as Exhibit 5(c) a detailed explanation of anticipated sources and uses of financing for the Project. Provide written documentation of the availability of these anticipated sources of financing and details of the financing (i.e., terms, rates, security arrangements, etc.) and any additional third-party approvals that are necessary to obtain such financing. Indicate whether local partners or investors will be required to contribute capital, the amount being required and their ability to fund such amounts. For any local partners or investors who are obligated to contribute capital or are otherwise subject to capital calls, in an aggregate amount of $5,000,000 or more, specifically identify the source of such funds.

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

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





(f) Submit as Exhibit 5(f) the Applicant's plan for post-construction credit facilities or other sources of capital or plans to fund the operations of the Project in the event that actual operating results do not meet the projections submitted as Exhibit 4(a).

6. Business Operations and Marketing Plan

(a) Submit as Exhibit 6(a) a detailed explanation of the theme and target market segments of the Permanent Facility.

(b) Submit as Exhibit 6(b) the operating and marketing plans for the Permanent Facility. Include any plans to use the Applicant's existing, or other existing, customer databases to support the Project or plans to develop a customer database for the Permanent Facility.

(c) Submit as Exhibit 6(c) a description of the Applicant's plan and minimum dollar commitment for enhancing existing services for treatment of compulsive behavior disorders to ensure that they are reasonably affordable and appropriate for its prospective employees and their affected families and for patrons with compulsive gambling behaviors and their affected families. The plan should include the types of public education and problem gambling prevention strategies, and prevention and education strategies for employees, that would be implemented as part of the operation of the Permanent Facility, the estimated period of implementation of the plan, the approximate cost of the plan and how such cost will be funded. If the Applicant has gambling operations in other locales, include specifics of such plans implemented in those locales with an analysis of the success of such plans.

(d) Submit as Exhibit 6(d) a detailed description of how the Applicant will ensure that minors will be identified and prohibited from gambling or loitering in the portions of the Permanent Facility where gambling will occur. If the Applicant has gambling operations in other locales, include specifics of such programs used in those locales and a description of any third-party evaluations of the effectiveness of such program.

(e) Submit as Exhibit 6(e) a detailed description of the Applicant's operating policies, programs and procedures for providing security inside and surrounding the Permanent Facility.





7. Employment, Workforce Development and Opportunities for Local Businesses

(a) For each functional area of operation of the Project following construction, broken down by Temporary Facility, Permanent Facility and, if relevant, Airport Concession, submit as Exhibit 7(a): (i) the number of total employees anticipated broken down by the number of full-time and part-time positions (identify full-time, part-time and full-time equivalents), (ii) each job classification and for each job classification, total estimated salaries and benefits; and (iii) those positions which are anticipated to be filled by nonresidents of the City.

(b) Submit as Exhibit 7(b) a detailed description of the Applicant's plan to establish, fund and maintain human resource hiring and training practices that promote the development of a skilled and diverse workforce and access to promotion opportunities through a workforce training program that: (i) establishes transparent career paths with measurable criteria within the Applicant's organization that lead to increased responsibility and higher pay grades that are designed to allow employees to pursue career advancement and promotion; and (ii) provides employee access to additional resources, such as tuition reimbursement or stipend policies, to enable employees to acquire the education or job training needed to advance career paths based on increased responsibility and pay grades. Please also include a detailed description of the Applicant's workforce training programs that it has implemented at its casino projects operated in other locales.

(c) Submit as Exhibit 7(c) a detailed description of the Applicant's comprehensive plan that identifies, demonstrates and describes the Applicant's commitment with respect to the City Requirements and Additional Goals stated in Section 1.E.2 and Section 1.E.5, expressed as an overall program goal applicable to the total dollar amount of contracts.

(d) Submit as Exhibit 7(d) a detailed description of the Applicant's comprehensive workforce development plan that identifies, demonstrates and describes the Applicant's commitment with respect to:

(i) The City Requirements and Additional Goals stated in Section 1.E.3 and Section 1.E.4;

(ii) Provides for equal employment opportunities and specifies the Applicant's goals with respect to, the utilization of City residents, women, minorities, veterans and persons with a disability during the operation of the Project and meeting these goals during the term of the Agreements;

(iii) Describes the Applicant's commitment to and experience with giving back to the local community; and

(iv) A coordinated partnership to create and implement training programs and certificates with the City Colleges of Chicago.

(e) Submit as Exhibit 7(e) a detailed description of whether the Applicant has or expects to have a contract with organized labor, including hospitality services, and the Applicant's detailed plans for assuring labor harmony during construction and operation of the Project.

(f) Submit as Exhibit 7(f) a detailed history of the relationship between organized labor and the Applicant over the last ten (10) years.

8. Concept and Design for the Temporary Facility

(a) Submit as Exhibit 8(a) a description of the Temporary Facility, including but not limited to:



(i) A description of the Temporary Facility Site and a copy of the site plan, including any off-site ancillary property to be used by the Applicant in connection with the Temporary Facility, and describe how the Applicant controls or expects to obtain control of the real property comprising the site and any off-site assemblage;

(ii) A description of the proposed Temporary Facility, including the approximate number of square feet of gambling space (including space for casino gambling, sports wagering and any other type of gambling to be offered), the number and types of games proposed, and the number of gaming positions the Applicant intends to reserve under the Act;

(iii) A description of the proposed restaurants, including the approximate number, sizes, types and themes and the identity of any restaurateurs the Applicant reasonably anticipates will manage or operate the restaurants, including whether such restaurants or restaurateurs are Chicago-related brands or Chicago-based;

(iv) A description of the proposed lounges and bars, including the approximate number, sizes and types as well as the identity of any Chicago-related brands included in the proposed lounges and bars or any Chicago-based firms the Applicant reasonably anticipates will operate the lounges or bars or otherwise be utilized in such operation;

(v) A description of the proposed retail space, including the approximate number, sizes and types of retail shops, how such retail development will serve the general community as well as the identity of any Chicago-related brands or Chicago-based retailers the Applicant reasonably anticipates will operate within the retail space;

(vi) A description of any proposed ancillary entertainment or recreational facilities, including approximate number, sizes, types, as well as the identity of any Chicago-related brands or Chicago-based firms that will operate the facilities or otherwise be utilized therein;

(vii) A description of any other proposed and related facilities or amenities including, without limitation, parking facilities;

(viii) Identify relevant City planning documents specific to the proposed Temporary Facility site, including a description of how the proposal will comply with the City planning goals and implementation strategies; and

(ix) A map showing that the Temporary Facility is not within 500 feet of a school or house of worship.

(b) Submit as Exhibit 8(b) a color rendering of the Temporary Facility illustrating the proposed location, design and layout of each element.

(c) Submit as Exhibits 8(c)(i) through Exhibit 8(c)(ix) schematic drawings for the Temporary Facility illustrating (at a minimum) the following items:

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



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

(iii) Interior and exterior themes;

(iv) Interior and exterior finishes;

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

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

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

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

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

(d) Submit as Exhibit 8(d) detailed approximate total Temporary Facility costs, showing hard costs (e.g., land acquisition, construction, site improvements, including infrastructure in direct relation to both construction and operations of the Temporary Facility, furnishing and equipping), construction soft costs (e.g., architectural, consulting fees, insurance, contingency reserve), financial and other expenses (interest reserve, legal, financing fees) and pre-opening expenses (e.g., training, pre-opening marketing and initial working capital), and timing of such expenditures, together with a construction cash flow analysis.

(e) Submit as Exhibit 8(e) a description of any zoning requirements applicable to the Temporary Facility and the Applicant's commitment to adhere to applicable zoning requirements, including regulations for casinos and casino entertainment complexes adopted by the City. If necessary, include a zoning code summary table outlining proposed changes to the currently allowed land uses and development rights, anticipated as a part of a future Planned Development application (see "Planned Development" in Attachment 2).

(f) Submit as Exhibit 8(f)(i) through Exhibit 8(f)(x) the following:

(i) A comprehensive study of existing traffic and infrastructure in the area surrounding the Temporary Facility, likely impacts of the Temporary Facility and related development, and mitigation strategies to address any unwelcome impacts;

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

(iii) A description of the on-site and off-site major circulation patterns serving the Temporary Facility, including on-street

and off-street parking, pick-up/drop-off capacity, taxis, valet parking and charter bus operations;

(iv) An analysis of the transportation demand of the Temporary Facility and a description of the Applicant's proposed measures for transportation demand management and transportation supply management, which demonstrates convenient, safe, and comfortable access to public transportation including CTA bus routes, the 'L', Metra, Divvy, and other shared micro-mobility for patrons and employees;

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

(vi) The Applicant's plan to comfortably and safely accommodate pedestrian and bicycle ingress/egress within and surrounding the Temporary Facility, including physical considerations for sidewalks, bike lanes, bike parking, etc.;

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

(viii) A plan for leveraging/upgrading use of existing, in-place City infrastructure to serve and harmonize with the Temporary Facility. The plan should describe how the Temporary Facility intends to utilize and/or upgrade the City's existing streets, sidewalks, expressways, traffic signals, wayfinding systems, parks, waterways, utilities (including but not limited to water, sewer, electric), and other assets;

(ix) The Applicant's plans for accommodating special events and grand opening traffic and parking impacts upon the City; and

(x) The Applicant's plan for emergency access for police, fire or ambulatory ingress and egress as well as Emergency Operations Plan for the Temporary Facility, including procedures for emergency evacuation management.

(g) Submit as Exhibit 8(g) a Temporary Facility construction/ renovation schedule including major construction/ renovation milestones and the dates related thereto and any proposed phasing plan, the proposed sequence of any phases, whether any phases are dependent upon future events and the approximate dates of beginning and completion of each phase. Indicate anticipated street and sidewalk closures, plans for redirecting traffic, impacts on existing parking and plans for mitigating such impacts both during and following construction. Describe measures that will be taken to mitigate all other construction impacts on the local area.

(h) If the Applicant's plan for the Temporary Facility is expected to displace or relocate any existing businesses, tenants or services, submit as Exhibit 8(h) the Applicant's plans for relocating or compensating such displaced parties.

(i) Regardless of whether such drawings are provided elsewhere in the Response, submit as Exhibit 8(i), on 8.5" x 11" paper (and a digital PDF file, not to exceed 300 MB, comprised of up to four illustrative boards of 36" x 48"), the following:



(i) Context map showing the proposed Temporary Facility site, nearby transit lines and stations, expressways, existing and proposed open spaces and parks, existing and proposed entertainment and amenity uses; and other land uses;

(ii) Multi-modal traffic circulation and infrastructure plans showing proposed site access and egress by pedestrians, bicyclists, public transit, private buses, trucks and delivery vehicles, and any other relevant modes. These plans should reflect results of the traffic impact assessment and infrastructure plan submitted as Exhibit 8(f)(i);

(iii) Block site plan showing how the Temporary Facility is proposed to connect and relate to its immediate context;

(iv) Streetscape elevations with existing and proposed building heights identified;

(v) Ground floor plan showing the main gathering areas, the design of open spaces, pedestrian and vehicular access and connectivity, and parking and loading areas;

(vi) Typical floor plan showing the main gathering areas, the vertical and horizontal circulation, and the spaces dedicated to the different functions; and

(vii) Rooftop plan showing any rooftop features.



9. Business Operations and Marketing Plan for Temporary Facility

(a) Submit as Exhibit 9(a) a detailed explanation of the theme and target market segments of the Temporary Facility.

(b) Submit as Exhibit 9(b) the operating and marketing plans for the Temporary Facility. Include any plans to use the Applicant's existing, or other existing, customer databases to support the Temporary Facility or plans to develop a customer database for the Temporary Facility.

(c) Submit as Exhibit 9(c) a description of the Applicant's plan and minimum dollar commitment for enhancing existing services for treatment of compulsive behavior disorders to ensure that they are reasonably affordable and appropriate for its prospective employees and their affected families and for patrons with compulsive gambling behaviors and their affected families. The plan should include the types of public education and problem gambling prevention strategies, and prevention and education strategies for employees, that would be implemented as part of the operation of the Temporary Facility, the estimated period of implementation of the plan, the approximate cost of the plan and how such cost will be funded. If the Applicant has gambling operations in other locales, include specifics of such plans implemented in those locales with an analysis of the success of such plans.

(d) Submit as Exhibit 9(d) a detailed description of how the Applicant will ensure that minors will be identified and prohibited from gambling or loitering in the portions of the Temporary Facility where gambling will occur. If the Applicant has gambling operations in other locales, include specifics of such programs used in those locales.

(e) Submit as Exhibit 9(e) a detailed description of the Applicant's operating policies, programs and procedures for providing security inside and surrounding the Temporary Facility.



10. Airport Concession Information

If the Applicant desires to submit a proposal to operate the Airport Concession, the Applicant's proposal will be included as Exhibit 10. See Attachment 1 for required submissions.

11. Additional Information

(a) Submit as Exhibit 11(a) a statement as to whether: (i) the Applicant and/or any of its Affiliates, is, or at any time within the last ten (10) years has been, in breach or default of any agreement with any state, municipality, or governmental agency, board, authority, or subdivision, together with a description of any such breach or default or (ii) any such breach or default has been alleged by any such governmental entity.

(b) Submit as Exhibit 11(b) copies of organizational documents including, without limitation, any articles of incorporation or corporate charters, articles of association, bylaws, limited liability company operating agreements, partnership agreements, trust agreements, joint venture agreements, stockholders' agreements and other legal instruments of organization for the Applicant.

(c) Submit as Exhibit 11(c) any instruments, agreements or contracts and, if applicable, a full description of all oral agreements and contracts, pertaining to the relationship by and among the Applicant and any of its direct and indirect owners which is not provided in Exhibit 2(e) above.

(d) Submit as Exhibit 11(d) a list of other jurisdictions in which the Applicant and/or any of its direct and indirect owners, key persons or other qualifiers holds a gaming license or has been qualified by a gaming authority in any other jurisdiction and the history of the Applicant's, direct and indirect owner's, key person's or other qualifier's compliance with the gaming statutes, rules and regulations in such other jurisdictions including, without limitation, any denial, suspension, withdrawal or revocation of any such license.

(e) Submit as Exhibit 11(e) examples of the Applicant's, the Manager's and Affiliates' gambling operation and development knowledge and experience as evidenced through projects of similar scope, use, or complexity completed within the last ten (10) years. Submitted examples should include project identification, a brief description, duration, total development cost and current status. Include the names and roles of the team and key personnel involved in the design, implementation or management of the project as well as related experience in which team members have worked together.

(f) Submit as Exhibit 11(f) a statement as to whether the Applicant, its Affiliate or the Manager owns or manages another casino within the State or in a neighboring state where such casino is located within thirty (30) miles of the State border. If the Applicant, the Manager or any Affiliate owns or manages such other casino, please also submit the following exhibits:

(i) Submit as Exhibit 11(f)(i) the Applicant's plans to operate, market and advertise the Project in light of such other casino;

(ii) Submit as Exhibit 11(f)(ii) a description of the advantages and disadvantages of such ownership and/or management; and

(iii) Submit as Exhibit 11(f)(iii) the Applicant's plan to avoid Undue Economic Concentration pursuant to Ill. Admin. Code tit. 86, § 3000.232.

(g) Submit as Exhibit 11(g) a list of all legal actions occurring over the past ten (10) years in which the Applicant, the Manager and their respective Affiliates (including their respective principals), and the principals of the key team members (e.g., developer, architect, project manager, etc.) have been:

(i) A debtor in bankruptcy;

(ii) Found liable in any lawsuit or administrative action for deficient performance on a casino, construction, or development project or failure to comply with laws or regulations; or

(iii) Charged in any criminal action other than minor traffic violations.



12. Incentives

Submit as Exhibit 12 a detailed list of any monetary and non-monetary incentives that the Applicant will commit to provide the City upon award of the Owners License and during construction and operation of the Project. For example, such incentives may include contributions to local education, community organizations, charities, below market rate housing projects, child care, and public safety; internships for students residing in economically hard hit areas of the City; sponsorship of after school programs in areas of the City with low test scores; establishment and/or funding of neighborhood opportunity funds; sponsorship of initiatives to enhance the City's goal to be a major hub for technology; and sponsorship of philanthropic initiatives in the City.

13. Duty to Update Response

Each Applicant has a continuing duty to disclose promptly any changes to the information submitted in its Response or any related materials submitted in connection therewith. Accordingly, each Applicant must submit as Exhibit 13 any changes to the information submitted in its Response not otherwise submitted as part of its Response.

B. GENERAL SUBMISSION INSTRUCTIONS

Complete responses must be submitted by Monday, August 23, 2021, no later than 2:00 p.m. Responses may not be e-mailed or faxed to the City. Responses must be submitted by mail, courier or hand-delivered to:

Acting Corporation Counsel
City of Chicago
Bid & Bond Room, Room 103, City Hall
121 N. LaSalle St.

In the event that this office is closed on the submission date due to weather or otherwise, the submission deadline will be automatically extended to 2:00 p.m. on the next business day that this office is open for business.

The Applicant must submit:

1. One (1) original complete Response containing all original signatures (printed on 8.5" x 11" paper, assembled in a three-ring or another type of binder which may be opened and individual pages may be removed, divided utilizing section tabs, and with each page numbered and labeled with the Applicant's name and date of submission) clearly labeled "ORIGINAL RESPONSE" on the outside cover of the Response;

2. Three (3) identical hard copies of its complete Response (printed on 8.5" x 11" paper, assembled in a three-ring or another type of binder which may be opened and individual pages may be removed, divided utilizing section tabs, and with each page numbered and labeled with the Applicant's name and date of submission) clearly labeled "COPY RESPONSE #[1][2][3]" on the outside cover of the Response;

3. Two (2) electronic copies of its complete response (each, an **"Electronic Copy"**), submitted via a separate USB flash drive clearly labeled "ELECTRONIC COPY #[1][2]", primarily in PDF format (except that certain materials such as, for example, financial materials and for engineering or traffic materials may be submitted containing interactive electronic versions (e.g., in Microsoft Excel or other file formats commonly used for the production of such material) of each revenue, construction, employment, financial, traffic, infrastructure or similar model, forecast, projection or table presented in a Response) and bookmarked. To the extent supporting tabs, worksheets or data are required to make the supplied model, projection, forecast or table functional in the supplied file format, those supporting tabs, worksheets and data must also be included;

4. If a Response includes information that is exempt from disclosure under the Illinois Freedom of Information Act (see Section 4.G **"Public Records"**), then also submit:

(a) A letter enumerating the specific grounds in the Freedom of Information Act that supports treatment of the material as being exempt from disclosure and providing the name, address, and telephone number of the person authorized by the Applicant to respond to any inquiries by the City concerning the confidential status of the materials;

(b) Three (3) identical hard copies of the Response with all information exempt from disclosure redacted (each a **"Redacted Response"**) (printed on 8.5" x 11" paper, assembled in three-ring or another type of binder which may be opened and individual pages may be removed, divided utilizing section tabs, and with each page numbered and labeled with the Applicant's name and date of submission), each clearly marked "REDACTED RESPONSE #[1][2][3]"; and





(c) One (1) electronic copy of the Redacted Response submitted via a separate USB flash drive clearly labeled "REDACTED RESPONSE";

5. All Responses must include:

(a) A "Certificate of Filing" evidencing the Applicant's filing of the EDS Form (see "Economic Disclosure Statement and Affidavit in Section 3 of Attachment 2); and

(b) The acknowledgements, consents and releases in the form attached hereto as Attachment 3 executed by the Applicant, and any direct or indirect owner of the Applicant having a five percent (5%) or greater direct or indirect equity interest in the Applicant (excluding any equity holders of any publicly held parent company); and

6. A submission fee in the form of a cashier's check made payable to "City of Chicago" in the amount of Three Hundred Thousand and no/100 dollars ($300,000). In lieu of a cashier's check, funds may be wired by obtaining wire instructions for the City from the attorneys at Taft Stettinius & Hollister LLP by sending a request for such instructions to ChicagoCasino@taftlaw.com. This submittal fee is non-refundable. All submittal fees will be used by the City to pay the cost of legal counsel, consultants and others who will be who will be advising the City in this RFP process and to defray certain other costs incurred by the City in connection with this process. The City shall have no obligation to account to the Applicant as to the expenditure of these funds. Any unexpended funds will be transferred to the City.

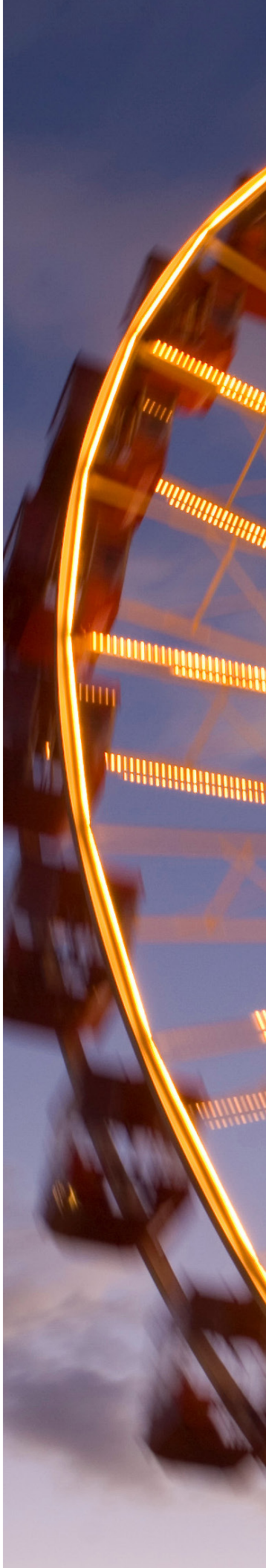
The delivery of the Responses to the City in the manner indicated in this Section 2.B shall be the official submission of the Applicant. In addition, by the same date and time listed above, each Applicant must submit two (2) additional hard copies of its complete Response (in the same format as provided in Section 2.B.2), one (1) copy of its Redacted Response (in the same format as provided in Section 2.B.4), and one (1) Electronic Copy of its complete Response (in the same format as provided in Section 2.B.3) to:

Taft Stettinius & Hollister LLP
Attention: Cezar M. Froelich, Esq. or Kimberly M. Copp, Esq.
111 East Wacker Drive, Suite 2800
Chicago, Illinois 60601

All Applicants shall familiarize themselves with the State's public records law, 5 ILCS 140/1 et seq. If any Applicant desires to designate any portion of its Response "confidential" or otherwise exempt from disclosure under the Illinois Freedom of Information Act, the Applicant shall follow the instructions set forth in Section 4.G and submit a Redacted Response as provided in Section 2.B.4.

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SECTION 3
EVALUATION PROCESS







A. COMPLIANCE WITH SUBMISSION INSTRUCTIONS

All Responses will be reviewed by the City to determine compliance with the Response submission instructions described in Section 2. Those Responses that comply with the Response submission instructions will then be evaluated by the City and its consultants. The City has retained the law firm of Taft Stettinius & Hollister LLP as its legal consultant in connection with this RFP process. Taft Stettinius & Hollister LLP may retain other consultants who also will assist it and the City in this RFP process.

B. EVALUATION OF RESPONSES

The Responses will be evaluated in the manner described in Section 1.I.

C. NON-QUALIFYING RESPONSES

The City reserves the right to reject a Response at any time during the evaluation process if the Response:

(a) Fails to demonstrate to the City's satisfaction that it meets all RFP requirements; or

(b) Fails to submit all required information or otherwise satisfy all Response requirements in Section 2.

D. CLARIFICATIONS

The City reserves the right to contact some or all of the Applicants after the submission of a Response for the purpose of clarifying a Response to ensure mutual understanding. Such contact, however, need not occur. This contact may be conducted by telephone or video conference, in a face-to-face meeting or by other means, may be in the form of written questions to be answered by the Applicant, or may be conducted by e-mail or letter correspondence, in each case, as determined in the sole



discretion of the City. If as a result of any discussions with an Applicant, the City determines it is in its best interest, the City may request an Applicant to submit amended, revised or corrected pages to the Response that reflect any discussions. Amended, revised, or corrected pages to any Response must be submitted to the City within the time specified in the request. Failure to comply with requests for additional information may result in rejection of the Response as noncompliant. The City may require more than one series of discussions with some or all of the Applicants if the City determines it is in its best interest to do so.

E. NEGOTIATION OF AGREEMENTS

Following the City's announcement of the Applicant or Applicants with whom the City will negotiate the terms of an HCA (and, if applicable, an Airport Concession Agreement), the City intends to commence negotiations with such Applicant(s) and deliver to such Applicant(s) a form of the HCA (and, if applicable, an Airport Concession Agreement) containing, at a minimum, the provisions described in Section 1.H. Commencement of such negotiations is not a guaranty that the City will execute any Agreements with such Applicant or Applicants. During the course of such negotiations, if the City believes it is in its best interests, the City may agree to terms in the Agreements which differ from those in the Applicant's Response. The City may, in its sole discretion, terminate negotiations of the Agreements with any Applicant at any time and, thereafter, continue negotiations with another Applicant with whom it is negotiating Agreements, conduct negotiations at or around the same time with more than one Applicant, commence negotiations with another Applicant, or abandon all such negotiating and the selection process for the Project or recommence such process in any manner that the City deems to be in its best interests. Negotiations may be conducted by face-to-face meetings, by telephone or video conference, by e-mail or other communications determined by the City in its sole discretion.





04

SECTION 4
ADDITIONAL TERMS & CONDITIONS

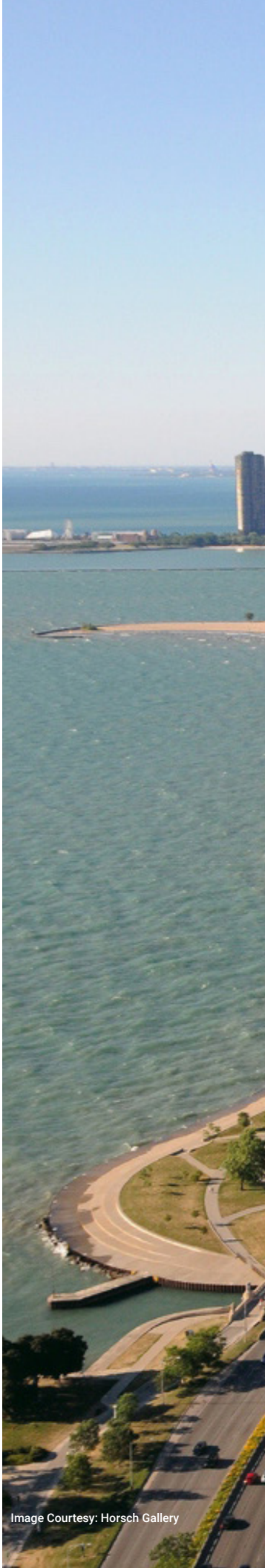


Image Courtesy: Horsch Gallery



A. ISSUING OFFICE

This RFP is issued by:
Office of the Mayor
City of Chicago
Room 500, City Hall
121 N. LaSalle Street
Chicago, IL 60602



B. DEDICATED CITY WEBPAGE

The City has established a webpage located at **www.chicago.gov/chicagocasino** (the **"Webpage"**). The Webpage is dedicated to informing the City's residents, Applicants and all other interested parties as to matters concerning this RFP, the RFP process, and the Project.

The City will post all information concerning this RFP and the RFP process on the Webpage including, without limitation, any addenda, the City's written responses to any Applicant questions deemed by the City to be relevant to other Applicants, or other documents or information relevant to this RFP and RFP process. It is each Applicant's responsibility to regularly check the Webpage for any such addenda, written responses to questions, or other documents and information.

C. RFP QUESTIONS

Applicants may submit written questions concerning any matters relating to this RFP at any time following issuance but (unless the City otherwise consents) no later than the date and time specified for doing so in Section 1.J. If questions are provided via an attachment to e-mail, the questions must be provided in a Microsoft Word format. **Written questions may be submitted by e-mail to ChicagoCasino@taftlaw.com and the subject line of each e-mail must state: "City of Chicago, RFP Question(s)."**

Applicants are cautioned to pose any questions in generic terms so as not to disclose specific information about a Response or proposed Response in an inquiry. The City (directly or through its consultants) will review submitted questions received on or before the deadline for receipt of such questions (see Section 1.J) and, at its discretion, prepare written responses to questions which the City determines to be of general interest and that help to clarify this RFP. Written responses to questions and any changes to this RFP resulting from any questions will be posted on the Webpage. The City reserves the right to answer or refrain from answering questions in its discretion and only written responses will be binding on the City. Applicants are responsible for checking the Webpage for updated information relative to this RFP. Neither the City nor any of its consultants will be responsible for an Applicant's failure to obtain updated information.

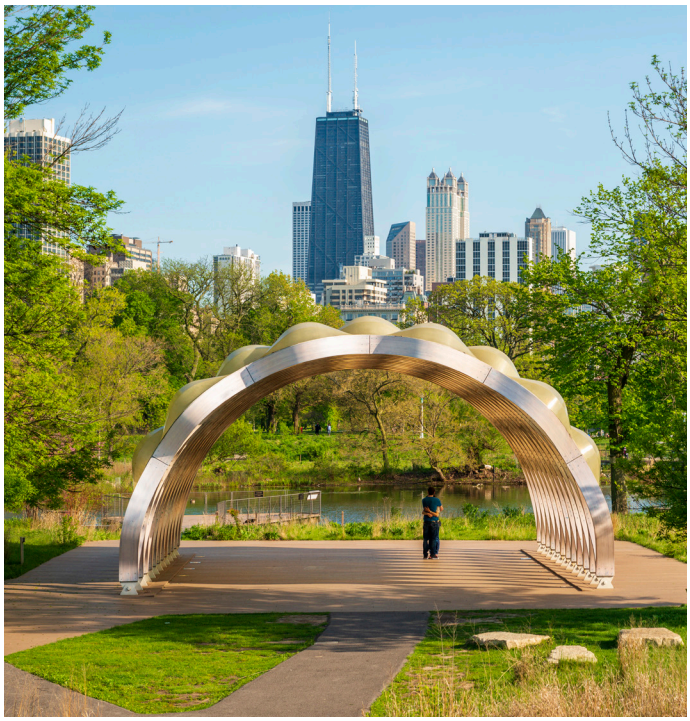
In addition to written answers to questions, the City may arrange to meet with some or all Applicants privately to respond to any of the Applicant's questions which may involve information that an Applicant believes would be entitled to confidential treatment pursuant to Section 4.G. The City will have the sole discretion to determine whether any such information is entitled to confidential treatment.

D. PROHIBITED COMMUNICATIONS

Upon issuance of this RFP and continuing until the City enters into Agreement(s) with the selected Applicant(s), potential Applicants or their employees, agents, affiliates and representatives shall have no contact or discussions about this RFP, their Project or their Response (or proposed Response) with any City official (whether elected or appointed) or employee, other than in responses to written questions (see Section 4.C), discussions and negotiations held pursuant to Sections 3.D and 3.E, in open meetings or presentations held by the City, or through a Scheduled Discussion (defined below) arranged pursuant to the procedures set forth in this Section 4.D.

If any Applicant determines that it is necessary or appropriate for it to contact any City official or employee to, for example, obtain information customarily needed by a developer interested in developing a building site within the City or developing and operating an airport concession (such as information relating to zoning procedures and rules, permits, building codes and restrictions, sewer, water, electricity, police, fire, and traffic), then the Applicant may request such contact by submitting an e-mail request for such contact to ChicagoCasino@taftlaw.com. The subject line of such e-mail shall state "Request for Scheduled Discussion," and the body of such e-mail shall describe the Applicant's desired contact(s) to be made and a description of the topics to be discussed. The City (or its consultants) will consider any such request and, if the City deems appropriate in its sole discretion, seek to schedule a discussion between the Applicant and the appropriate City official or employee(s) (such contact, a **"Scheduled Discussion"**) or otherwise provide the requested information. In its sole discretion, the City may decline all or any portion of a request for a Scheduled Discussion. A Scheduled Discussion may be conducted by telephone or video conference, in a face-to-face meeting or by other means, may be in the form of written questions to be answered by the Applicant, or may be conducted by e-mail or letter correspondence, in each case, as determined in the sole discretion of the City.

All Applicants should be aware that Section 5.3(j) of the Act, as supplemented by Illinois Gaming Board Rule 3000.190, requires (subject to limited exceptions) that any communication between an official of the City and any applicant for an Owners License within the City concerning any matter relating in any way to gambling must be disclosed by the official, in writing, to the Illinois Gaming Board within 30 days after the communication. The City considers all Applicants (as well as any entities or individuals considering responding to this RFP) and any of their employees, officers, consultants, attorneys, agents, and representatives to be "applicants" for purposes of Section 5.3(j) of the Act and, therefore, the City will report all communications it believes are required to be reported under Section 5.3(j) of the Act.





E. AMENDMENT OR WITHDRAWAL OF THIS RFP

The City reserves the right to amend or clarify this RFP at any time prior to the deadline for submission of Responses and to terminate this process in whole or in part at any time before or after submission of Responses if the City determines it is in its best interests to do so. Amendments and/or clarifications will be posted on the Webpage.

F. COSTS

The City will not be responsible for any costs or expenses incurred by Applicants preparing Responses.

G. PUBLIC RECORDS

All Responses and related documents submitted in response to this RFP may be considered "public records" and as such be subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et seq., with applicable exemptions provided thereunder. Any statements in submitted Responses that are inconsistent with this statute will be disregarded.

Applicants are encouraged to familiarize themselves with the Illinois Freedom of Information Act before submitting a Response. Any request for confidential treatment of information submitted in a Response must be included along with submission of the Response (as provided in Section 2.B). As specified in Section 2.B, an Applicant must enumerate the specific grounds under 5 ILCS 140/7, which support treatment of any material submitted in a Response as being exempt from disclosure, and explain why disclosure is not in the best interest of the public. The request for confidential treatment of information must also include the name, address, and telephone number of the person authorized by the Applicant to respond to any inquiries by the City concerning the confidential status of the materials.

Any Response submitted which contains confidential information must be conspicuously marked as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as containing confidential information. Identification of the entire Response as confidential may be deemed non-responsive and may disqualify the Applicant. If the Applicant designates any portion of the Response as confidential, the Applicant must submit copies of its Response from which the confidential information has been redacted. These redacted copies of the Response are each referred to as a "Redacted Response" as described in Section 2.B.4. The confidential material must be redacted in such a way as to allow the public to determine the general nature of the material removed and to retain as much of the Response as possible. The City may determine to redact additional provisions or determine that some of the material redacted should not be so redacted. All determinations concerning whether Responses and/or related documents submitted in response to this RFP are subject to disclosure under the Illinois Freedom of Information Act or a valid subpoena or other valid legal order or process will be made by the City in its sole discretion. By signing Attachment 3 and delivering it to the City, each Applicant and certain of its owners will be releasing the City and certain others and holding them harmless with regard to disclosure of information among other things.



H. RESERVATIONS

The City reserves the right to reject all Responses, waive any defects in a Response or waive any requirement under this RFP. The City may seek clarification of any Response from an Applicant at any time, and failure to respond may be cause for rejection. Clarification is not an opportunity to change the Response. The City may, in its discretion, extend any deadline imposed by this RFP. Submission of a Response confers no rights other than a right to be considered to enter into negotiations for Agreements with the City. This process is for the City's benefit only and is to provide the City with competitive information to assist it in its selection process. All decisions on compliance, evaluation, terms and conditions shall be made solely at the City's discretion and made to favor the City.

I. VARIANCES

The City reserves the right to waive or permit cure of variances in the Response if it is in the City's best interest to do so.

J. VERIFICATION OF RESPONSES

Responses are subject to verification. Misleading or inaccurate Responses may result in disqualification.

K. INFORMATION FROM OTHER SOURCES

The City reserves the right to obtain and consider information from other sources concerning an Applicant, such as, among other sources, the Applicant's capabilities and performance under host community or development agreements with other jurisdictions.



L. CRIMINAL HISTORY AND BACKGROUND INVESTIGATION

The City reserves the right, through local, state and federal agencies and/or through its consultants, to conduct criminal history and other background investigations of any Applicant, its officers, directors, owners, affiliates, managers, or agents and managerial and supervisory personnel of any of the foregoing.

M. APPLICABLE LAW

This RFP and the Agreements are to be governed by the laws of the State and ordinances of the City, as applicable. Changes in applicable laws and rules may affect the selection process or the Agreements. Note also that provisions of the Airport Concession Agreement may be governed by federal law. Applicants are responsible for ascertaining pertinent legal requirements and restrictions.

N. NO GUARANTY

This RFP does not constitute an offer of any nature or kind whatsoever to any Applicant or its agents. The selection of an Applicant with whom the City will negotiate the Agreements does not constitute a binding agreement and the selection of an Applicant does not mean that its Response is totally acceptable to the City in every respect or in the form submitted. After completion of this RFP selection process, the City has the right to negotiate with the successful Applicant and, as part of that process, to negotiate changes, amendments or modifications to any of the successful Applicant's Response without offering any other Applicant the right to amend its Response.

O. DUTY TO DISCLOSE CHANGES IN INFORMATION INCLUDED IN A RESPONSE

Each Applicant is under a continuing duty to disclose promptly any changes in information provided in its Response or any related materials submitted in connection therewith.





P. APPLICANTS AGREE TO ALL TERMS AND CONDITIONS OF THIS RFP

By submitting a Response, an Applicant is deemed to agree to abide by all of the terms, conditions, policies and rules of this RFP. In addition, the Applicant and certain direct and indirect owners of the Applicant must execute and deliver the acknowledgement, consent and release in the form attached hereto as Attachment 3 by which such parties are consenting to the use of certain information and releasing the City and others from certain claims.



Q. USE OF INFORMATION

The City seeks to provide accurate and timely information to the Applicants. However, the City does not make any representation with respect to the quality, content, accuracy, or completeness of any information, text, graphics and other items contained in references throughout this RFP, the Attachments, on the Webpage or communicated by the City's consultants or City employees or officials (collectively, **"Information"**). Information should not be used as a substitute for legal, accounting, real estate, business, tax, or other professional advice. The City assumes no liability for any damages or losses of any kind that might arise from the use or misuse of Information. All Information is provided without warranties of any kind, either express or implied, and subject to the terms and conditions stated in this disclaimer.





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SECTION 5
ATTACHMENTS

SECTION 5/ ATTACHMENT 1

RFP FOR AIRPORT CONCESSION

ADDITIONAL PROVISIONS TO CASINO RFP RELATING TO PROPOSALS FOR POTENTIAL CONCESSION TO CONDUCT GAMBLING OPERATIONS AT CHICAGO'S O'HARE INTERNATIONAL AND/OR MIDWAY INTERNATIONAL AIRPORTS



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IV	Key Business Terms and General Conditions	71
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RFP FOR AIRPORT CONCESSION

The City of Chicago (**"City"**) through its Chicago Department of Aviation (**"Department"** or **"CDA"**) invites the submission of proposals from Applicants to lease, finance, design, construct and operate the Airport Concession under the authority granted to the holder of an Owners License and in connection with the HCA. This request for proposals for the Airport Concession (**"Airport RFP"**) is open only to Applicants submitting Responses to the RFP to which this Airport RFP is attached as Attachment 1 (**"Owners License RFP"**), and it is incorporated thereto. All capitalized terms not defined in this Airport RFP shall have the meanings set forth in the Owners License RFP.

The goals of the Airport Concession are to: (1) provide additional revenues to the City and the Department; (2) provide a first-class gambling experience for the traveling public; (3) provide business opportunities for airport concession disadvantaged business enterprises (**"ACDBEs"**); (4) promote and advertise the Project; and (5) promote and advertise Chicago-based businesses and Chicago-related brands.

To be considered for an award of the Airport Concession, an Applicant must deliver its proposal for the Airport Concession as Exhibit 10 to the Response (**"Airport Response"**) and according to the General Submission Instructions set out in the Owners License RFP (see Section 2.B of the Owners License RFP). The City may enter into an HCA covering the Casino Facilities without necessarily granting an Airport Concession.

I. DESCRIPTION OF EXISTING AND PLANNED OPERATIONS

The City is seeking qualified concessionaires to work with CDA, airlines and other tenants at Chicago O'Hare International Airport and/or Chicago Midway International Airport (each an **"Airport,"** collectively **"Airports"**) to design and construct a first-class gambling facility within an Airport or the Airports where: (i) gambling operations are conducted in one or more secure areas that are located beyond the Transportation Security Administration security checkpoints and only available to airline passengers at least 21 years of age who are members of a private club, and not to the general public; (ii) gambling operations are limited to slot machines, as defined in Section 4 of the Act; and (iii) the combined number of gaming positions operating at the Project does not exceed 4,000.

II. DESCRIPTION OF SPACE TO BE LEASED

A preliminary description of the spaces that are expected to be available for lease under the Airport Concession Agreement, "Preliminary Proposed Gaming Site Alternatives," may be found at: https://www.flychicago.com/SiteCollectionDocuments/Business/Opportunities/acdbe/ORD_MDW_PreliminaryProposedGamingSites_April2021.pdf

The available spaces are subject to change, and the space(s) that ultimately are leased (**"Leased Space"**) will be determined by agreement between the City and the holder of the Airport Concession. An Applicant may select up to a total of four separate spaces in the Airport(s).

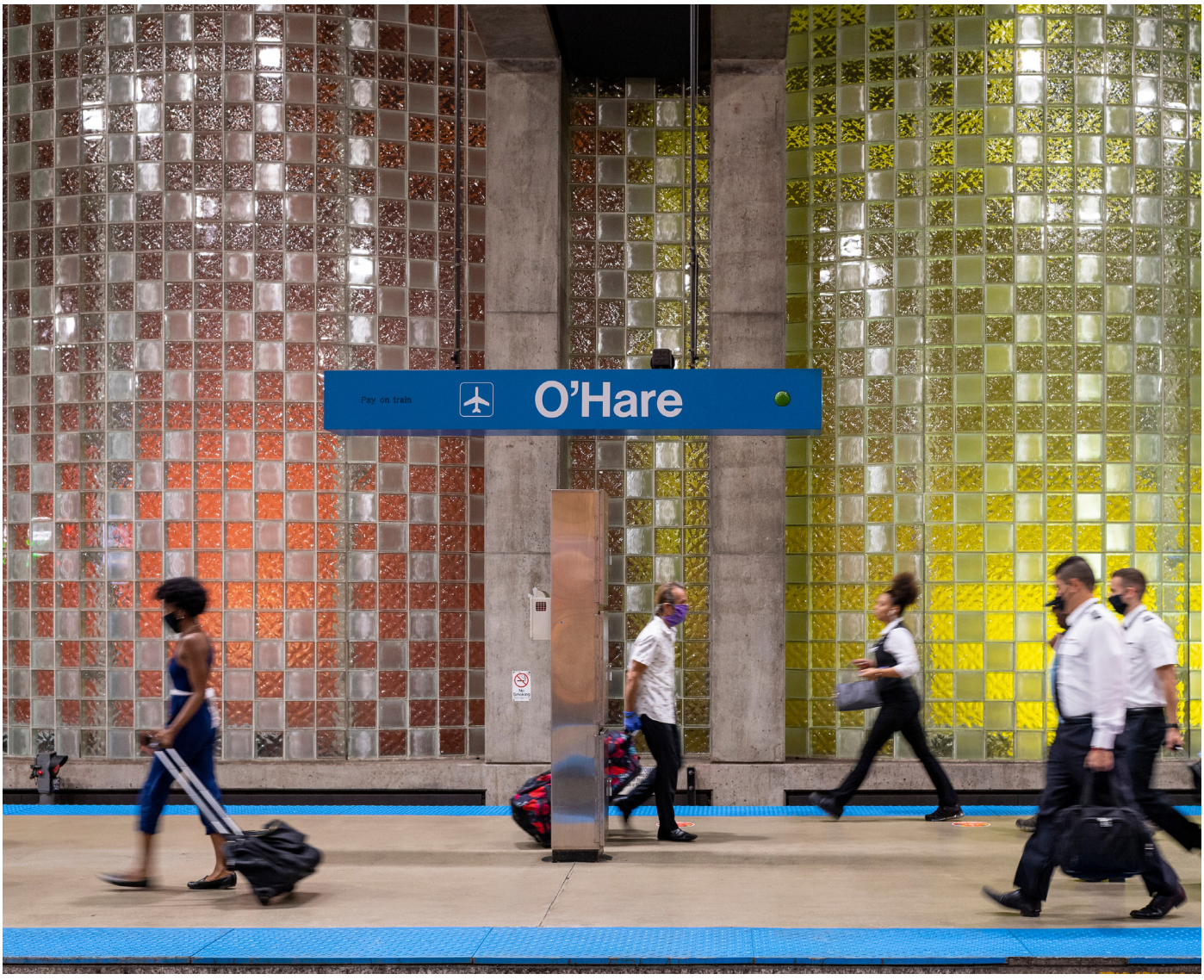
III. TITLE VI SOLICITATION NOTICE

The City, in accordance with the provisions of Title VI of the Civil Rights Act of 1964 (78 Stat. 252, 42 U.S.C. §§ 2000d to 2000d-4) and the regulations thereunder, hereby notifies all Applicants that it will affirmatively ensure that for any contract entered into pursuant to this Airport RFP, ACDBEs will be afforded full and fair opportunity to submit bids in response to this invitation and will not be discriminated against on the grounds of race, color, or national origin in consideration for an award.

IV. KEY BUSINESS TERMS AND GENERAL CONDITIONS

A. Airport Concession Agreement

This Airport RFP and all exhibits, attachments, and addenda thereto, does not constitute a contract between the City and any entity or individual, a commitment by the City to accept concession services from any entity or individual, or a commitment by any entity or individual to provide concession services to the City. An Applicant which desires to operate the Airport Concession must enter into an Airport Concession Agreement with the Department in a form agreed upon by the Department and the Applicant. The design, development and operation of the Airport Concession will be governed by the Airport Concession Agreement, the HCA and City, State and federal laws, rules and regulations. In particular, the Airport Concession will be subject to the jurisdiction and approval of the Federal Aviation Administration.



B. Compensation and Fees

In consideration of the rights and privileges to be granted to the operator of the Airport Concession by the City, the Applicant will pay monthly rent to the City in accordance with the terms and conditions of the Airport Concession Agreement. Rent means all amounts payable by the Applicant as set forth in the Airport Concession Agreement, including but not limited to Monthly Rent (defined below), any liquidated damages specified in the Airport Concession Agreement for non-compliance with requirements for concession operations, and the Marketing Fee.

1. Monthly Rent

The City and the Applicant will agree on the monthly rental amount based on fair market value rent for the Leased Space, consisting of a base rent component (**"Base Rent"**) and a percentage of revenue component, each as mutually agreed by the City and the Applicant (collectively, **"Monthly Rent"**). The Applicant will commence paying the Base Rent beginning on the earlier of the date that the Applicant opens for business in any portion of the Leased Space or 90 days after obtaining possession of any portion of the Leased Space.

2. Marketing Fee

The Applicant will be required to pay a marketing fee (**"Marketing Fee"**) equal to one-half percent (0.5%) of annual gross gaming revenues for the purpose of advertising, publicity, promotional materials, events, directories, secret shopping, customer service training, and other activities the City deems appropriate for marketing the concessions program at the Airport including, but not limited to, personnel costs related to the implementation and management of marketing activities.

All fees paid by the Applicant annually, if unused annually, will be held by the City for use in marketing activities in the following year.

The City may, but is not obligated to, waive the Marketing Fee in lieu of an accepted marketing program to be provided and implemented by the Applicant in coordination with the City's and CDA's marketing departments. The Applicant must provide the City with actual amounts spent on marketing directly for the Airport Concession at the Airport which must total or exceed the Marketing Fee otherwise payable. If the amount spent by the Applicant on marketing does not equal or exceed this amount, the Applicant shall pay the City the difference.

3. Taxes, License and Permit Fees

The Applicant is solely responsible for the timely payment of all taxes and license and permit fees that may be levied by City, County, State, Federal or other agencies including, but not limited to, the County leasehold tax.

C. Conditions on Gaming Operations

An Applicant that desires to operate the Airport Concession must comply with the following conditions: (i) gambling operations shall be conducted in a secure area that is located beyond the Transportation Security Administration security checkpoints and only available to airline passengers at least 21 years of age who are members of a private club, and not to the general public; (ii) gambling operations shall be limited to slot machines, as defined in Section 4 of the Act; and (iii) the combined number of gaming positions operating at the Project (including Airport Concessions locations and in the Casino Facilities) shall not exceed 4,000.

D. Capital Investments and Improvements

An Applicant which desires to operate the Airport Concession must provide the equipment, installation and maintenance as well as redevelop all portions of any Leased Space in accordance with the approved Development Plan (located below).

An Applicant which desires to operate the Airport Concession must, design, construct and install the facilities in the Leased Space to conform to design standards set forth in the CDA Tenant Project Design and Construction Standard Operating Procedures (**"T-SOP"**). The City reserves the right to review and approve all improvements and other capital investments. The Airport Concession Agreement will include a provision that the Applicant submit to the City detailed plans of its proposed

facilities (**"Development Plan"**) in accordance with the terms and conditions of the T-SOP. Upon written notice by the City of its approval of the Development Plan, the Applicant will coordinate with the City with respect to the construction and installation of its facilities. The T-SOP and additional information can be found here:

https://www.flychicago.com/business/opportunities/vendor/pages/default.aspx

The Applicant will be responsible for obtaining all necessary permits. The City's Department of Buildings requires that permit applications be filed by an architect who has successfully completed the Department of Buildings Self-Certification Program. More information on this program and a list of architects and engineers that have completed the program are available on the City's website (https://www.chicago.gov/city/en/depts/bldgs/provdrs/permits/svcs/self-cert-permits.html) or by contacting the Department of Buildings at (312) 743-3600.



1. Condition of Premises

The City will deliver all portions of the Leased Space to the Applicant in its current condition, "as is/where is." The Applicant will be required to build out and install any improvements, including utilities, at its sole cost.

2. Sustainable Design

As part of the City's goal to incorporate an environmentally friendly design in building and infrastructure improvements, the City encourages Applicants to incorporate sustainable design practices in the redevelopment of the Leased Space. The City further encourages Applicants to include a LEED accredited professional on its design team.

The main objectives of sustainable design are to avoid resource depletion of energy, water and raw materials; prevent environmental degradation caused by facilities and infrastructure throughout their life cycle; and create built environments that are comfortable, safe, and productive. For additional information regarding the Department's objectives, please refer to the Department's "Sustainable Airport Manual" (**"SAM"**) which may be found at the City of Chicago website:

https://www.flychicago.com/community/environment/sam/Pages/default.aspx

3. MBE/WBE Participation in Design and Construction

In addition to the participation by ACDBEs, the goal of the City is to provide full and fair opportunities to businesses certified by the City as MBEs and WBEs in the design and construction of the Airport Concession.

Applicants are expected to ensure that MBEs and WBEs have full and fair opportunities to compete for contracts or subcontracts in the design, construction, and installation of the Airport Concession.

The Airport Concession Agreement will require the Applicant to submit for City approval, in connection with the Development Plan, an MBE/WBE participation plan consistent with the goals set forth in Section 1.E.2 of the Owners License RFP.

4. City and Project Area Resident Construction Workers

In order to promote job opportunities, the City will expect Applicants and any contractors that perform construction work at the Airports to use good faith efforts to meet the goals for residents consistent with the goals set forth in Section 1.E.3 of the Owners License RFP.

5. Hiring of Employees

The Applicant's Response should include the Airport Concession in its comprehensive plan on employee hiring comparable to the type of plan contemplated for the Casino Facilities pursuant to Section 2.A.7 of the Owners License RFP with respect to the goals for the Casino Facilities set forth in Section 1.E.4 of the Owners License RFP.

6. Multi-Project Labor Agreement

The City has entered into the Multi-Project Labor Agreement (**"PLA"**) with various trades regarding projects involving construction, demolition, maintenance, rehabilitation, and/or renovation work, as described in the PLA, a copy of which may be found at:

https://www.chicago.gov/city/en/depts/dps/provdrs/comp/svcs/multi-project_laboragreementplaandplasignatoryunions.html.

To the extent that capital improvements or other work involve a project that is subject to the PLA, such as tenant build-out, the Applicant must be familiar with the requirements of the PLA and its applicability, and shall comply, and shall insure that all of its subcontractors, subtenants and sublicensees comply, in all respects with the PLA.



E. Airport Concession Disadvantaged Business Enterprise Participation

The Airport Concession, if granted, is subject to federal regulations set forth in 49 CFR 23 (**"Part 23"**) governing ACDBEs. It is the policy of the City to fully comply with the requirements of Part 23. Accordingly, while the City encourages substantial participation by ACDBEs in the concessions offered by this Airport RFP, due to the nature of this opportunity and the requirements for the necessary state license, this airport concession solicitation will not have a specified numeric goal for ACDBE participation. However, Applicants are expected to make a good-faith effort to identify and pursue meaningful opportunities for participation by ACDBEs and to commit to that effort throughout the term of the Airport Concession.

An Applicant must demonstrate compliance with the ACDBE requirements for this solicitation by providing an explanation of its efforts and future plan to identify opportunities for ACDBE participation in its Airport Response. Applicants considering a joint venture with an ACDBE are advised to refer to the U.S. Department of Transportation's ACDBE Joint Venture Guidance available online at:

www.faa.gov/about/office_org/headquarters_offices/acr/bus_ent_program

Each ACDBE identified in a Response should be certified as ACDBE by the Illinois Unified Certification Program (**"UCP"**). Applicants are advised to verify with any proposed person or business that it is an ACDBE certified pursuant to Part 23 and obtain a copy of a current certification letter.

Additional information and forms regarding ACDBE participation in the Airport Concession may be found at:

https://www.flychicago.com/rfp2020/assets/documents/ord/ACDBE%20Special%20Conditions%20February%202020.pdf

F. Utilities and General Maintenance of Facilities

1. Utility Connections

The Applicant is responsible, at its own cost, for all utility connections necessary to undertake the Airport Concession. All utilities to the Leased Space will be separately metered. Charges for those utilities not separately metered may be pro-rated and billed to the Applicant by the City.

2. Heat, Ventilation and Air Conditioning ("HVAC")

The City will provide HVAC to any concession spaces pursuant to the current season and during reasonable business hours. However, the City may require the Applicant to install separate equipment for HVAC requirements specifically related to the Airport Concession operations. The Applicant will pay for utility usage in the Leased Space for HVAC requirements.

3. Utilities

The Applicant will pay for all utilities, without exception, necessary in the operation of its business including telephone, cable television, data, electricity, water, sewage, and natural gas. All charges including, but not limited to, deposits, installation costs, connection charges, meter deposits and all service charges for utility services metered directly to the Leased Space must be paid by the Applicant, regardless of whether such utility services are furnished by the City or other utility service corporations.

4. Maintenance

The Applicant will, at its own cost, keep the Leased Space and all equipment and other personal property neat and clean and in good order and operating condition.

5. Janitorial Service

The Applicant will provide sufficient janitorial services to ensure that the Leased Space is at all times maintained in a clean, attractive and sanitary manner including but not limited to equipment, fixtures, service counters and display units.

6. Waste Disposal

The Applicant will collect and dispose of trash and garbage to a location and in a manner designated by the City. The City or other service corporation may invoice the Applicant for waste removal.

G. Storage and Delivery

The City will provide storage space to support the daily operations of the Airport Concession. The City strongly recommends that an Applicant include storage in its facility designs and outline storage needs in its Development Plan. The Applicant will be responsible for the construction (if applicable) and maintenance of such space. In addition, the Applicant will pay to the City, as compensation for the use of any storage space at the current per square foot rate.

H. Insurance Requirements

The Applicant must maintain adequate insurance coverage for general liability, property damage, workers' compensation, product liability, business automobile liability, and such other insurance as may be required by the City in accordance with the Airport Concession Agreement. All insurance policies must name the City as an additional insured. The kinds and amounts of insurance required are as follows:

1. **Workers' Compensation**

   Not less than $100,000 each accident, injury or disease.

2. **Commercial Liability Insurance**

   Not less than $2,000,000 per occurrence.

3. **Automobile Liability**

   Not less than $1,000,000 per occurrence (a higher limit applies if the Applicant operates within the secured area in which aircraft operate).

4. **Property**

   All-risk property insurance in the amount of the full replacement costs.

5. **All Risk Blanket Builders**

   Risk insurance to cover materials, supplies, equipment, machinery and fixtures that are or will be part of the Airport Concession.

I. Public Accommodation Laws

The Airport Concession Agreement will include a provision that the Applicant must comply fully with applicable laws, regulations, and building codes governing non-discrimination in public accommodations and commercial facilities, including without limitation the requirements of the Americans with Disabilities Act of 1990 and Title VI of the Human Rights Act, and all regulations thereunder.

J. Sustainability in Operations

The Applicant will be required to adhere to sustainable practices as they are established from time to time in the SAM. The Manual can be found at:

https://www.flychicago.com/community/environment/sam/Pages/default.aspx

K. Labor Peace Agreement

The Labor Peace Agreement (**"LPA"**) ordinance was approved by the City Council and became effective on January 21, 2015. An LPA is a written agreement between a concessionaire and a labor organization seeking to represent a concessionaire's employees. An LPA is not a collective bargaining agreement. Rather, an LPA assures that workers may choose to organize the workplace without repercussions and provides the labor organization certain agreed-upon access to a concessionaire's employees. Further, an LPA prohibits the labor organization from picketing, work stoppage, boycott, or other economic interference in the operations of the concessionaire or with their subcontractors or subtenants. An LPA must be entered into by the Applicant and any subtenants or sublicensees that do not fit the definition of a Small Business under Municipal Code of Chicago section 10-36-210. Evidence of a signed LPA must be submitted with the Airport Concession Agreement. The text of the ordinance may be found here: https://codelibrary.amlegal.com/codes/chicago/latest/chicago_il/0-0-0-2494501#JD_10-36-210

L. Other Terms and General Conditions

1. **Hours of Operation**

   The Applicant should propose minimum and maximum operating hours for the Airport Concession, it being understood that 24-hour per day operation will not be permitted.

2. Security Identification

All applicants for security identification must complete security training and must pass criminal and other background investigations as the City may designate from time to time. Applicants are advised that the City may, at its discretion, change security regulations and requirements from time to time and the Applicant shall comply will all such regulations and requirements. Any fines assessed against the City for security violations by the Applicant or its employees, vendors, suppliers, or invitees shall be promptly reimbursed to the City by the Applicant.

3. Smoking

The Airports are non-smoking facilities.

4. Tenant Handbook

All airport tenants must abide the policies, procedures and requirements of the Airport Concession Program Handbook (**"Tenant Handbook"**), including any of those related to COVID-19. The Tenant Handbook is available on the CDA website at this link: https://www.flychicago.com/rfp2020/assets/documents/ord/2020%20Concessions%20Program%20Handbook-Exhibit%206%20REVISED%207-23-19.pdf



V. AIRPORT RESPONSE REQUIREMENTS

A. Submission Instructions

Airport Responses must be submitted as part of the Applicant's Response and included therein as Exhibit 10. If the information requested below is provided by the Applicant in a Response exhibit other than Exhibit 10, the Applicant may submit a statement cross-referencing to such different exhibit in the Response rather than duplicating such exhibit. "Proposal Forms" referenced below can be found at: https://www.flychicago.com/ACDBE-Forms



B. Experience and Qualifications Statement

1. Submit as Exhibit 10(B)(1) a description of the Applicant's prior experience with ownership, operation and management of concessions and/or services at airports and other high-volume, high-traffic venues like the Airports. Applicants should also provide details on the pertinent experience of persons who will be directly involved in the development, operation, and management of the Airport Concession. This Exhibit should include information for the Applicant and, as appropriate, its constituent entities and subtenants.

2. Submit as Exhibit 10(B)(2) the identity of the Applicant's architectural/engineering team that will be used for the Airport Concession, specifying prior experience in the design of airport or other high-traffic/high-volume concessions (including resumes and project experience) with photographs of representative projects attached. Also include the identity or any LEED-accredited professionals who are members of the design team. As discussed in Section IV.D in this Attachment 1, permit applications must be submitted by an architect who has successfully completed the Buildings Department Self-Certification Program. The architect does not need to have competed the program by the deadline for submittal of Responses.

C. Methods of Management and Operations

Submit as Exhibit 10(C) a specific plan for operation and the services that will be provided, including business operations and marketing plans comparable in detail to those provided pursuant to Section 2.A.6 of the Owners License RFP. Include descriptions of the following:

1. Staffing plan including the number of management positions and non-management employees to cover the proposed operating hours for the Airport Concession;

2. Merchandise logistics including schedules for the delivery of new inventory and procedures for the replenishment of stock;

3. Facilities maintenance plan including the Applicant's



policy for maintenance and repairs, expected frequency of cleaning and trash disposal, and general schedule for the replacement of equipment, displays, fixtures, and carpeting;

4. The methods the Applicant will use to monitor and remain current with passenger concessions trends during the term of the Airport Concession Agreement; and

5. A sustainability plan as it pertains to the operations of the Airport Concession, as further described in Section IV.J in this Attachment 1.

D. Airport Concession Development Plan

Submit as Exhibit 10(D) a detailed concession development plan (**"Concession Development Plan"**) to cover the development of the Airport Concession. Applicants should submit and include the following information for the Airport Concession in enough detail to clearly define the Airport Concession proposed:

1. A description of the concept/theme and why such concept/theme is best for the Airport(s);

2. A description of the proposed Airport Concession, including the approximate number of square feet of gambling space and the number and types of games proposed;

3. A description of contemplated food and beverage operations or other amenities;

4. A description of the proposed capital improvements and the projected cost thereof;

5. A description of the Applicant's sustainability initiatives incorporated into the design of the proposed tenant improvements;

6. A construction/renovation schedule, including major milestones and dates relating thereto, and proposed phasing plan, the proposed sequence of any phases, whether any phases are dependent upon future events and the approximate dates of beginning and completion of each phase;

7. A description of the Applicant's preliminary plans in sufficient detail to allow evaluation of the quality and design of the proposed tenant improvements including:

a) Layout and space plans of the Airport Concession showing cashier's cage, automated cashier stations, gambling areas and game placement, back-of-house areas, food and beverage services, and any other pertinent features;

b) Renderings, sketches, or photo renderings of the Airport Concession that include the interior and exterior views of the Airport Concession and show the overall design of the space, general color scheme, and fixtures;

c) Descriptions and photographs that demonstrate the quality of the various materials to be used within the Airport Concession (the Applicant is not required to submit materials boards but may do so at its discretion); and

d) Marketing plans for the Airport Concession, including any plans to use the Applicant's existing, or other existing, customer databases to support the Airport Concession specifically (beyond those marketing the Project, see Owners License RFP, Section 2.A.6(b)).

E. Airport Concession Disadvantaged Business Enterprise Participation Plan

Submit as Exhibit 10(E) an explanation and evidence of the Applicant's good faith efforts to identify participation by ACDBEs and future plans to obtain ACDBE participation. Examples of good faith efforts may be found in Appendix A of 49 CFR Part 26 and Section VI of the Special Conditions Regarding Airport Concession Disadvantaged Business Enterprise (ACDBE) Commitment. A copy of the Special Conditions Regarding Airport Concession Disadvantaged Enterprise (ACDBE) can be found at:

https://www.flychicago.com/rfp2020/assets/documents/ord/ACDBE%20Special%20Conditions%20February%202020.pdf

If any ACDBE participants have been identified, also submit an ACDBE Participation Plan that identifies the names of the Applicant's ACDBE participants, indicates each ACDBE participant's relationship with the Applicant (e.g., subtenant, joint venture partner, supplier), describes the role of each ACDBE participant in the development, management and operations of the Airport Concession, and states each ACDBE participant's financial commitment toward the Applicant's initial capital investment if applicable. Amount of participation should be expressed as a percentage of projected gross revenues or gross expenditures, as appropriate. Use the format provided on Proposal Form A.

In addition, if any ACDBE participants have been identified, the Applicant must also include an executed Affidavit of ACDBE Goal Implementation Plan Commitment to Participation by Airport Concession Disadvantaged Business Enterprises (Schedule D in Proposal Form B) and executed letters of intent from each proposed ACDBE participant as appropriate (Schedule C in Proposal Form B) or executed Affidavit of ACDBE Joint Venture (Schedule B in Proposal Form B), if the Applicant is organized as a joint venture.

Please see Section IV.E above for additional information regarding ACDBE participation under this Airport RFP.

F. Exceptions

Submit as Exhibit 10(F) a list and discussion of exceptions, if any, to the requirements of this Airport RFP and any addenda. Identify the requirement, nature of the exception and explanation. If no exceptions are identified and the Applicant's proposal is accepted, the Applicant is expected to conform to all the requirements specified herein including, in particular, execution of an Airport Concession Agreement. The City, in its sole discretion, shall determine whether substantive or extensive exceptions render the proposal non-responsive. An Applicant may include alternative deal terms in the Exceptions section for the City to consider.

G. Executed Proposal Affidavit

Submit as Exhibit 10(G) an executed proposal affidavit in the form of Proposal Form E to acknowledge that: (i) the Applicant has received all sections, material, and addenda (if any) comprising this Airport RFP; (ii) the Applicant's Airport Response is based upon all of the terms and conditions set forth in this Airport RFP and, as applicable, Owners License RFP; and (iii) the Applicant specifically agrees, if awarded the Airport Concession, to operate the Airport Concession in the manner set forth in the Airport Response. Alterations, additions, and/or modifications to the form of affidavit will not be accepted and may be cause for rejection of the Applicant's proposal.

H. Labor Peace Agreement

Complete and submit as Exhibit 10(H) acknowledgements of Labor Peace Agreement regulatory requirement (Proposal Form C). Entities claiming the small business exemption should submit Proposal Form D in lieu of Proposal Form C. Failure to provide either Proposal Form C or Proposal Form D for the Applicant and all applicable partners and subtenants may result in the proposal being deemed non-responsive.

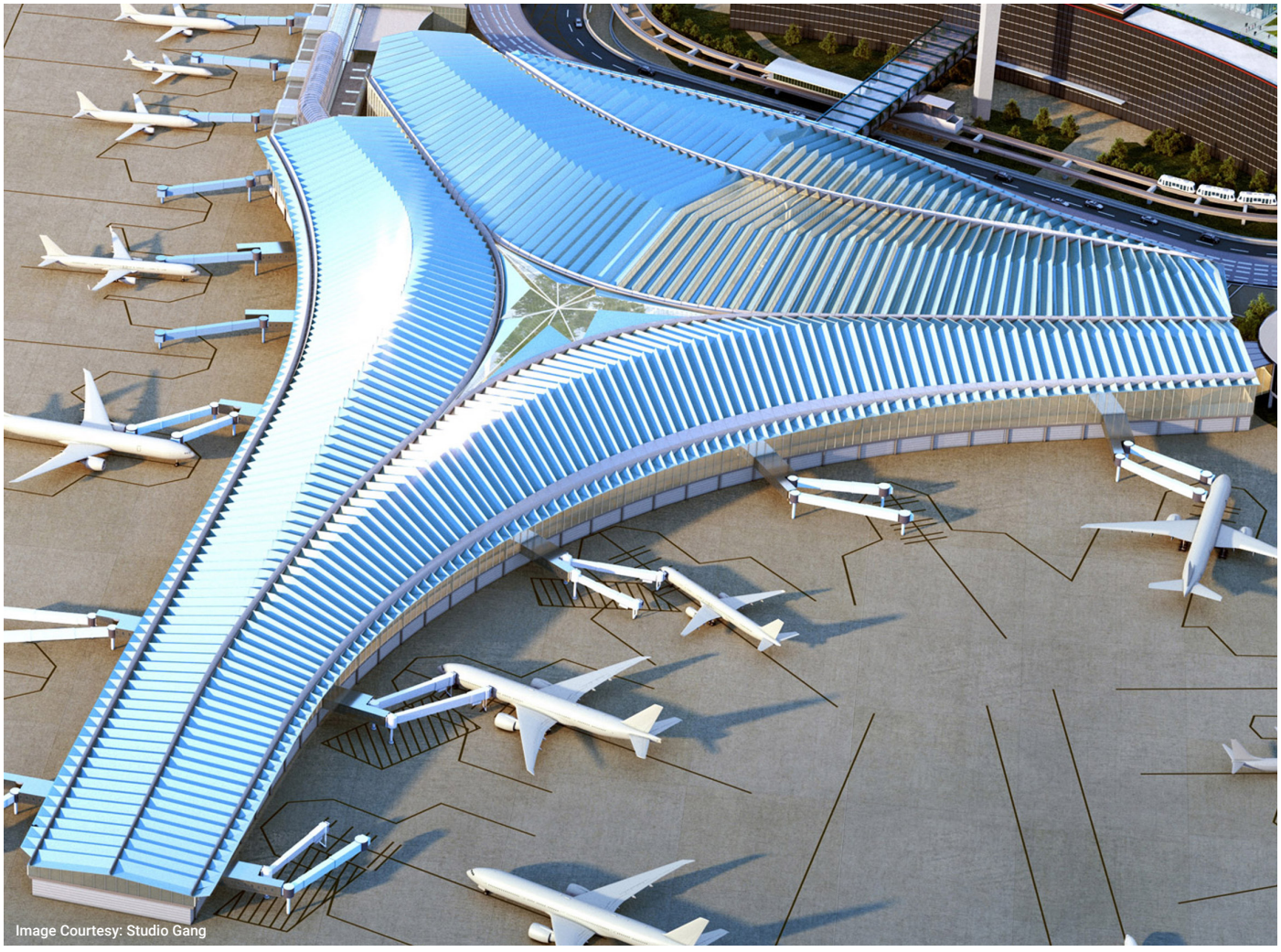


Image Courtesy: Studio Gang

ATTACHMENT 2

ADDITIONAL INFORMATION AND REQUIREMENTS

1. DIVERSITY AND OTHER BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

When responding to Section 2.A.7 of this RFP, the Applicants should be aware and take into account: (i) Sections 6(a-5)(8) and (9) of the Act require that an Owners License Application (issued by the Board) must include a plan concerning the utilization of minority-owned and women-owned businesses and concerning the hiring of minorities and women and evidence that the applicant of an Owners License Application used its best efforts to reach a goal of 25% ownership representation by minority persons and 5% ownership representation by women; (ii) Section 7(b)(4) of the Act requires that in determining whether to grant an Owners License, the Board shall consider the extent to which the ownership of the applicant for an Owners License reflects the diversity of the State in all employment classifications and directs the Board to give preference for an applicant for an Owners License in which minority persons and women hold ownership interests of at least 16% and 4% respectively; (iii) Section 7.6 of the Act and Section 3000.286 of the Adopted Rules to the Act require that the Board establish annual goals for the award of contracts to businesses owned by minorities, women, and persons with a disability; (iv) Section 7.10 of the Act requires that owners licensees establish and maintain a diversity program to ensure non-discrimination in the award and administration of contracts including establishing goals for awarding contracts purchase orders, or other agreements of not less than 25% of the annual dollar value to minority-owned businesses and 5% of the annual dollar value to women-owned businesses; and (v) various provisions concerning equal employment opportunities and business enterprise requirements of the Department of Procurement Services as set forth in Chapter 2-92 of the Municipal Code. In addition, although applicable to State contracts, the Applicant may look for additional guidance on business enterprise program requirements in 30 ILCS 575/ which establishes goals for the award of contracts to businesses owned by minorities, women and persons with a disability and 30 ILCS 500/ which establishes goals for the award of contracts for veteran-owned businesses.

2. MINIMUM WAGES AND PAID SICK LEAVE

a. Minimum Wage Rate

Chapter 1-24 of the Municipal Code sets out the City's minimum wage ordinance. Generally, for employers who have 21 or more employees, the minimum wage beginning on July 1, 2020 is $14.00 per hour and beginning on July 1, 2021, the minimum wage is $15.00 per hour. Employers of those who receive gratuities are entitled to an allowance for gratuities as part of the hourly wage in an amount not to exceed 40% of the applicable minimum wage rate. Therefore, the effective City minimum wage for employees receiving gratuities is $8.40 per hour as of July 1, 2020 and will be $9.00 per hour on July 1, 2021. The City's minimum wage is subject to yearly adjustment in proportion to the increase in Consumer Price Index beginning on July 1, 2022.

b. Accrual of Paid Sick Time

The City's minimum wage ordinance sets out provisions for paid sick leave. Pursuant to the ordinance, employees who work at least 80 hours over a 120-day period are eligible for paid sick leave and other benefits related to such paid sick leave. Generally, under the ordinance, accrual of the paid sick days shall be capped at 40 hours of paid sick leave per 12-month period unless a higher limit is set by the employer. At the end of a 12-month accrual period, the employee is entitled to carry over half of the employee's unused paid sick time leave, up to a maximum of 20 hours.

The text of the ordinance, Chapter 1-24 of the Municipal Code, may be found here: https://codelibrary.amlegal.com/codes/chicago/latest/chicago_il/0-0-0-2439568#JD_Ch.1-24

3. ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

An Applicant, or each separate legal entity comprising an Applicant, if applicable, must submit a completed and executed Economic Disclosure Statement and Affidavit (an **"EDS Form"**) on-line as required pursuant to 65 ILCS 5/8-10-8.5 or Chapter 2-154 of the Municipal Code. The EDS Form must be completed electronically prior to the Response due date. The web link

for the on-line EDS Form is https://webapps.cityofchicago.org/EDSWeb. EDS rules may be found at: https://www.chicago.gov/city/en/depts/dps/provdrs/comp/svcs/economic_disclosurestatementseds.html. Upon completion of the on-line EDS Form submission process, the Applicant will be able to print a hard copy "Certificate of Filing" for submission with its Response. Upon review of the EDS Form, the City reserves the right to request, and the Applicant will be required to provide, additional information in the interest of achieving full disclosure.

4. PLANNED DEVELOPMENT

The Planned Development zoning designation is required for certain projects to ensure adequate public review, encourage unified planning and development, promote economically beneficial development patterns that are compatible with the character of existing neighborhoods, allow design flexibility, and encourage the protection and conservation of the City's natural resources. Information regarding Planned Development Designations and Master Planned Developments can be found at:

https://www.chicago.gov/city/en/depts/dcd/supp_info/chicago_plan_commission.html

and
https://www.chicago.gov/content/dam/city/depts/zlup/Planning_and_Policy/Agendas/cpc_materials/MASTER%2PD%20Addendum_%202021-04-09%20(Rev1).pdf

5. ADDITIONAL CITY, STATE AND FEDERAL LAWS, ORDINANCES, STATUTES, REGULATIONS AND EXECUTIVE ORDERS

An Applicant will need to review and if required comply with Federal Aviation Administration regulations and requirements; the Anti-Bribery Ordinance (Section 2-92-320 of the Municipal Code); the State Anti-Collusion Statute (Illinois Criminal Code); the State Tax Delinquencies Statute (65 ILCS 5/11-42.1); the Government Ethics Ordinance (Chapter 2-156 of the Municipal Code); the Anti-Scofflaw Ordinance (Section 2-292-380 of the Municipal Code); the Affordable Housing Ordinance (Section 2-44-090 of the Municipal Code); the Civil Rights Act of 1964, 42 U.S.C. sec 2000 et seq. (1988) as amended; the Civil Rights Act of 1991, P.L. 102-166; Age Discrimination Act, 42 U.S.C. sec, 6101-6106 (1988); Rehabilitation Act of 1973, 29 U.S.C. sec 793-794 (1988); Americans with Disabilities Act, 42 U.S.C. sec. 12101 et seq. and 41 CFR Part 60 et seq. (1990); the Americans with Disabilities Act Accessibility Guidelines for Buildings and Facilities, 36 CFR 1191 et seq. (1993); the Architectural Barriers Act 42 U.S.C. 4151 et seq. (1993); the Uniform Federal Accessibility Standards 36, CFR 1190 et seq.; the Illinois Environmental Barriers Act, 410 ILCS 25/1 et seq. (1992); the Illinois Accessibility Code, 71 Admin. Code, Ch. 1, Sec 400.100 et seq. (1992); the Fair Housing Amendment Act, 42 U.S.C. 3601 Note Sec. 800 and 24 CFR; the Chicago Fair Housing Ordinance (Chapter 5-08-101 of the Municipal Code); the Illinois Human Rights Act, 775 ILCS 5/1-101 et seq. (1992), as amended; the Chicago Human Rights Ordinance (Chapter 2-160, section 2-160-010 et seq. of the Municipal Code); the Uniform Federal Accessibility Standards; the Fair Housing Act, 42 USC 3601 et seq.; the Rehabilitation Act and implementing regulations 24 CFR Part 8, Section 504; and all other applicable equal opportunity and labor requirements. The foregoing list is not intended as a comprehensive compilation of all applicable City, State and Federal laws, ordinances, statutes, and regulations.

ATTACHMENT 3

ACKNOWLEDGEMENT, CONSENT AND RELEASE

RECITALS

A. The City of Chicago, Illinois (the **"City"**) is soliciting proposals and information regarding qualifications from enterprises (each, an **"Applicant"**) desirous of entering into agreements with the City in connection with the development, construction and operation of temporary and permanent casino facilities located in the City and possibly at Chicago's O'Hare and/or Midway International Airports (the **"Agreements"**) as set forth in that certain Request for Proposals issued by the City, on or about April 22, 2021 together with all alterations, supplements or amendments thereto (collectively, the **"RFP"**).

B. To evaluate the personal, business and financial qualifications and professional capabilities and standing of each Applicant and its affiliates (each, a **"Releasor"** and collectively, the **"Releasors"**), the City requires certain information about each Releasor which could be considered confidential and/or proprietary (**"Information"**).

C. The collection of Information by the City is essential to select the highest quality proposal for the City.

D. Some of the Information may be collected directly or indirectly from the Releasor and/or other Releasors.

E. Other Information will be collected directly or indirectly from others such as law enforcement agencies, courts, gambling and other regulatory bodies, former employees, and financial sources.

NOW, THEREFORE, the Releasor, in consideration of the City's accepting for review a Response in which the Releasor has direct or indirect economic interest and other valuable consideration the sufficiency of which is hereby acknowledged, agrees as follows:

1. The definitions contained in the RFP are incorporated herein by reference.

2. The Releasor hereby consents and agrees to abide by all of the City's terms, conditions, ordinances, rules, regulations and policies concerning the RFP.

3. The Releasor agrees that the City does not acknowledge or agree that any of the Information is confidential and/or proprietary.

4. Information collected may be used in at least the following ways:

a. To evaluate the Releasor's personal, financial and business history;

b. To evaluate the Releasor's personal, financial and business integrity, and criminal history, if any;

c. To evaluate the Releasor's professional qualifications and capabilities and demonstrated past performance; and

d. Such other uses as the City reasonably believes are necessary to evaluate the Releasor and its Response.

5. The City may or may not use the Information in any decision with respect to involvement in gambling in the City and may provide this Information to the Board.

6. Information may be shared with other state, local or federal government agencies, departments or advisors who may work with the City.

7. The City is subject to the federal law, the laws of the State and City ordinances. The Releasor acknowledges that such laws and ordinances may provide access by third parties to the Information regarding the Releasor.

8. The Releasor and its successors and assigns, and on behalf of its Affiliates and their successors and assigns, hereby release: (i) the City including all departments, agencies and commissions thereof; (ii) Taft Stettinius & Hollister LLP; and (iii) each of their respective principals, agents, subcontractors, consultants, attorneys, advisors, agents, employees, officers and directors (the **"Releasees"**), and hold each of them harmless from any damages, claims, rights, liabilities, or causes of action, which the Releasor ever had, now has, may have or claim to have, in law or in equity, against any or all of the Releasees, arising out of or directly or indirectly related to the (i) the RFP, the RFP process and the preparation, selection and evaluation of proposals submitted in connection therewith; (ii) negotiation of Agreements between the City and the Releasor or any other Applicant; (iii) release or disclosure or any Information whether intentional or unintentional; and (iv) use, investigation of, or processing of the Information.

9. The Releasor acknowledges that commencement of negotiations of the Agreements is no guaranty that the City will execute the Agreements with the Releasor. During the course of the negotiations of the Agreements, the City shall have the right, in its sole discretion, to terminate such negotiations and thereafter commence or continue negotiations on the Agreements with another party, or abandon all such negotiations and the selection process for a casino development or recommence such process in any matter that the City deems to be in its best interests.

10. The undersigned (i) has read and understands this Acknowledgement, Consent and Release; (ii) authorizes the direct and indirect collection of, and consents to the use and disclosure of, the Information as described herein; and (iii) represents and warrants that it has the authority to execute and deliver this Acknowledgement, Consent and Release on behalf of itself and its Affiliates.

_____

DATED

_____

NAME OF COMPANY

BY: _____

NAME: _____

TITLE: _____



THIS RFP IS DISTRIBUTED
BY THE CITY OF CHICAGO

OFFICE OF THE MAYOR
CITY OF CHICAGO
ROOM 500, CITY HALL
121 N. LASALLE ST.
CHICAGO, IL 60602

LORI E. LIGHTFOOT
MAYOR