



LIVE! CASINO & HOTEL PHILADELPHIA PENNSYLVANIA GAMING CONTROL BOARD REQUIREMENTS

The Trade Contractor acknowledges and understands that the Owner is subject to the regulatory jurisdiction of the Pennsylvania Gaming Control Board (“PGCB”) and that said entity may disapprove any contract or subcontract or purchase order that it believes violates the laws and regulations of the Commonwealth of Pennsylvania. The Trade Contractor’s services and the Work shall be performed in accordance with and subject to all applicable laws, rules and regulations, including, without limitation, those promulgated by the PGCB. Trade Contractor agrees to timely obtain and maintain all permits or licenses required by the PGCB at its own cost and expense not subject to reimbursement as a Cost of the Work (as defined by the Contract Documents).

The Trade Contractor acknowledges that Owner has an affirmative duty to avoid agreements or relationships with applicants for vendor registration or certification (which includes the Construction Manager, its Trade Contractors and sub-Trade Contractors of any tier) whose background or association is injurious to the public health, safety, morals, good order and general welfare of the people of the Commonwealth of Pennsylvania, who threaten the integrity of gaming in Pennsylvania or who discredit or tend to discredit the Pennsylvania gaming industry or the Commonwealth of Pennsylvania.

Trade Contractor represents, to its best knowledge, that it knows of no reason that would preclude it from being approved for licensure or registration from the PGCB. Notwithstanding anything to the contrary, in the event Trade Contractor complies with the provisions of the PGCB and is denied a required license or permit following the end of all applicable appeal periods (or for any other reason whatsoever the PGCB requires that the Subcontract Agreement be terminated), then the Subcontract Agreement shall terminate immediately and payment made pursuant to the Subcontract Agreement, without notice or action on the part of either party hereto, provided that any such payment, in whole or in part, is subject to compliance with, and permission under, the rules and regulations of the PGCB.

Trade Contractor will provide, and will require sub-Trade Contractors (including tier 2 and below if required by PGCB) to provide and submit, to Owner all information required by the PGCB for registration and licensure, including the Vendor Due Diligence Questionnaire included herein. Owner will coordinate the submittal of such information to the PGCB. Owner and Construction Manager will jointly develop and agree upon time lines and limits within which proposed and awarded Trade Contractors shall be required to submit all such information. The Trade Contractor understands that, without limitation, the following representation is part of its bid and award of a Subcontract Agreement: ***“To the best of Trade Contractor's knowledge, it knows of no reason that would preclude it from being***



approved for licensure or registration from the Pennsylvania Gaming Control Board”.

Furthermore, by agreeing to bid and, if selected, execute a Subcontract Agreement, Trade Contractor hereby acknowledges that (a) this Agreement is subject to the provisions of the Pennsylvania Race Horse Development and Gaming Act (the “Gaming Act”) and the Regulations of the Pennsylvania Gaming Control Board (“Gaming Board”), (b) the Gaming Board has promulgated a vendor licensing process under its rules and regulations governing the credentials and licensing of non-gaming vendors (collectively, “Non-Gaming Licensing Requirements”), such as Trade Contractor and each of its sub-Trade Contractors, (including tier 2 and below if required by PGCB), (c) Trade Contractor shall, and will cause each of its sub-Trade Contractors, to timely obtain and maintain all permits or licenses required to comply with the Gaming Act and the Non-Gaming Licensing Requirements, at its own cost and expense, which shall not be recoverable from Construction Manager or Owner as a cost of its Work or otherwise, and (d) Trade Contractor shall comply with and shall cause each of its sub-Trade Contractors to comply with the Gaming Act and the Non-Gaming Licensing Requirements. Trade Contractor shall also promptly complete and return to Contractor and/or Owner, Owner's Vendor Due Diligence Questionnaire, a copy of which is included herein.

Live! Casino & Hotel Philadelphia

Stadium Casino RE, LLC

To: **Potential Construction Contractors and Vendors**

We are excited to begin working with your company on this new and exciting project. Prior to providing goods or services to Stadium Casino RE, LLC, there are certain regulatory requirements.

The Pennsylvania Gaming Control Board (“PGCB”) requires each vendor to complete the applicable gaming application forms prior to conducting business with us in accordance with §437a.1 (a) (1), §437a.1 (b) and §437a.1 (h). We have prepared the enclosed memorandum which explains vendor registration requirements. Generally, subject to certain exemptions and rules for publicly traded companies, application filing will be dictated by the total dollar amount of the transaction with Stadium Casino RE, LLC.

Under \$100,000;	Due Diligence Vendor Notification (no fee)
\$100,000 - \$500,000:	Registration (fee due)
\$500,000 +:	Certification (fee due)

As a first step, **please complete the Stadium Casino RE, LLC Due Diligence Questionnaire Form starting on page 8 below and e-mail the completed form to Terrence J. McKenna of Gilbane Building Company within 5 business days.**

Terrence J. McKenna
Senior Project Executive
Gilbane Building Company
tmckenna@gilbaneco.co
610-761-9638

The PGCB also requires all casino licenses to adopt a Diversity Plan that includes equality of opportunity be accorded to vendors, suppliers, lessees, agents and assignees. Stadium Casino RE, LLC’s Diversity Plan requires good faith efforts to enhance the representation of diverse groups in the provisioning goods and services for its operations. Stadium Casino RE, LLC recognizes the importance of diversity in all aspects of its business (see Vendor Policy Letter attached). Stadium Casino RE, LLC expects that vendors with whom it contracts will be equally vigilant to ensure equality of opportunity in all aspects of its business.

Please note that all vendors doing business with Stadium Casino RE, LLC have an ongoing duty to comply with the rules, regulations and requirements of the Pennsylvania Gaming Control Board, all of which are subject to change.

Enclosures (5): Memorandum – Vendor Filing Requirements
 Affidavit to the Stadium Casino RE, LLC
 Stadium Casino RE, LLC Vendor Due Diligence Form
 Vendor and Supplier Policy Letter
 IRS Form W-9

MEMORANDUM

GAMING SERVICE PROVIDERS (VENDORS) MUST COMPLETE APPLICABLE VENDOR APPLICATIONS PRIOR TO CONDUCTING BUSINESS WITH STADIUM CASINO RE, LLC.

All vendors (individuals or entities providing goods or services to a licensed casino) must comply with the Pennsylvania Gaming Control Boards' ("PGCB") vendor filing requirements. Generally, the filing requirement for vendors is dependent upon the dollar value of the work to be performed by such vendor within any consecutive twelve-month period.

Please be advised the vendor is solely responsible for all application fees and license fees incurred in connection with the vendor filing requirements.

A. No filing requirement:

1. If the total dollar value of the applicable vendor contract is below \$100,000 in any consecutive twelve-month period, the vendor does not have to file an application form; notwithstanding the foregoing, the vendor must provide certain information contained in the attached Vendor Due Diligence Questionnaire Form.
2. Each of the following exempt persons does not have to file an application form: (1) public utility service providers; (2) regulated insurance companies; (3) employee benefit and retirement plan companies; (4) national, state or local professional associations, e.g. American Gaming Association; (5) government operated agencies; (6) alcohol industries regulated by PA Liquor Control Board; (7) banks; (8) professional service providers, who are licensed as such, e.g. lawyers, accountants, engineers, architects; (9) telecommunication companies; (10) shipping companies; (11) lobbyists; (12) public educational institutions; (13) professional entertainers, sports figures, celebrities; (14) newspapers, television stations, radio stations, etc.; (15) others who are licensed by a federal or state agency with substantially similar licensing requirements as PGCB.
3. A vendor that solely provides materials in connection with the construction of the casino facility (i.e., does not come on-site), does not have to file an application form.

B. Publicly Traded Companies

A publicly traded company or a subsidiary of such company must file a Publicly Traded Company Authorization Form.

Application Fee: \$250.00

C. Vendor Registration Form:

1. If the total dollar amount of the transaction is greater than \$100,000 but less than \$500,000 in any consecutive twelve-month period, then the Vendor must complete a Sponsored Vendor Registration Form.
2. The employees of the vendor or person seeking to conduct business with a slot machine applicant or licensee will be working on the gaming floor or in restricted areas unless all of the following conditions are met:
 - i. The employees will be on the gaming floor for less than 24 hours within a 72-hour period no more than once in any consecutive 3-month period.
 - ii. The employees sign-in with the security department at the licensed facility and the Board's casino compliance representatives prior to entering the gaming floor.
 - iii. The vendor has received written approval from the Bureau of Licensing for the vendor's employees to be on the gaming floor.

Registration Application Fee: Registration - \$500 Application Fee,

\$60 for each Qualifier, which are the officers/10% or more owners/directors and (if applicable) any salespersons that have a regular contact with the casino (this was never a charge before)

Gaming License: \$350- Personnel of the vendor or person seeking to conduct business with Stadium Casino RE, LLC working in a restricted area (i.e. Cage) or have contact with gaming equipment

Non-Gaming License: \$60- Personnel of the vendor or person who will be performing job duties on the gaming floor but whose job duties do not require the employee to touch or have contact with gaming equipment other than exterior cleaning

Registration Fee: \$2,000/4 years (payable at time of approval)

Fingerprinting: Each officer (President, CEO, CFO, COO) and director; each owner with a 10% or greater direct or indirect interest; and each salesperson who solicits business or has regular contact with licensee must submit fingerprinting as required and instructed by the PGCB.

If a vendor does not have an existing business relationship with Stadium Casino RE, LLC, such vendor may file, on its own, an Un-sponsored Vendor Registration Form.

Registered vendors may also be required to reimburse the PGCB for any additional costs incurred by the PGCB in conducting its background investigation.

D. Vendor Certification Form:

If the total dollar amount of the transaction with a single slot machine licensee or multiple licensees is or will be greater than \$500,000 within any consecutive twelve-month period, then the vendor must file a Vendor Certification Form.

Please note that each entity that owns 20% or more of such vendor must submit a Vendor Certification Form – Private Holding Company (application fee is waived for owners).

- Owners and Officers of the Certified Vendor (Principals)²

Each of the following individuals must file a PHDF:

- (i) Each director of company;
- (ii) CEO;
- (iii) CFO;
- (iv) COO;
- (v) Each owner who has a direct or indirect ownership interest of 10% or more in certified vendor;
- (vi) Each salesperson who solicits business or has regular contact with casino.

Certification Application Fee: \$2,500 Application Fee

\$1,000 for each Qualifier's which are the officers/10% or more owners/directors and (if applicable) any salespersons that have a regular contact with the casino (this was never a charge before)

Vendor Applicant's holding company (ies) privately held - \$500

Gaming License: \$350- Personnel of the vendor or person seeking to conduct business with Stadium Casino RE, LLC working in a restricted area (i.e. Cage) or have contact with gaming equipment

Non-Gaming License: \$60- Personnel of the vendor or person who will be performing job duties on the gaming floor but whose job duties do not require the employee to touch or have contact with gaming equipment other than exterior cleaning

Certification Fee: \$4,000/4 years (payable at time of approval)

Certified vendors may also be required to reimburse the PGCB for any additional costs incurred by the PGCB in conducting its background investigation.

*See also the Section E relating to vendor's employees.

E. Employees of Registered and Certified Vendors

(a) Gaming Employee Application and Disclosure Information Form required for the following employees.

2 PGCB may require any other person to become licensed that it determines is necessary to protect the public interest.

(i) On-site supervision of other employees whose duties require them to be on the gaming floor or in a restricted area; and

(ii) Employees required to be on the gaming floor or in a restricted area and who has contact with a slot machine or associated equipment.

(b) Non-Gaming Employee Registration required for the following employees:

(i) On-site supervisor of other employees who are involved in the construction of a licensed facility;

(ii) Employees required to be on the gaming floor but who do not require employee to touch or have contact with slot machines or associated equipment other than exterior cleaning: and

(iii) Employees required to be in a restricted area who do not have contact with slot Machines other than exterior cleaning and such employees are under the constant supervision of a licensed or permitted employee.

F. Single Transactional Waiver Form (STWF)

A vendor otherwise required to become certified may request a waiver if vendor is proposing to engage in a single transaction and satisfies all of the following requirements:

1. Certified vendor's employees will not be on the gaming floor or restricted areas;
2. Vendor has not filed STWF with Board within 2 years of the current waiver request: and
3. Vendor will not have a continuing on-site presence at the facility.
 - Application fee: \$350

Note: Applicant for STW may not provide goods or services to Stadium Casino RE, LLC without prior approval of the PGCB.

G. On-Site Pre-opening Construction Notification Form

All 2nd tier subcontractors (those subs who have a direct contract with a 1st tier subcontractor), 3rd subcontractors, etc. must file an Onsite Subordinate Construction Notification Form. The Notification Form will only be valid for the construction of one licensed facility and is valid for one year, unless renewed. Thus, in the event such subcontractor performs work for more than one casino licensee, it will be required to file application forms as if it were a first-tier Subcontractor. The Notification Form is only applicable for pre-opening construction work at a facility that has not commenced gaming operations.

- Application Fee: \$150

All application forms are posted on the PGCB's website: www.gamingcontrolboard.pa.gov. The Verification and Due Diligence Certification pages of the Vendor Certification Form and Sponsored Vendor Registration Form must be executed by an authorized Stadium Casino RE, LLC representative.

All completed forms must be submitted to the PGCB by Stadium Casino RE, LLC (except Unsponsored Vendor Registration Form).

Please forward the following documents to the address above:

1. All completed applications and applicable application fees (made payable to "Pennsylvania Gaming Control Board");
2. Affidavit to Stadium Casino; and
3. IRS FORM W-9

Please refer to our contact information on the first page if you have any questions.

- 3 The general contractor and first tier subcontractors (those subs who have a direct contract with the general contractor) must complete the applicable vendor applications pursuant to the instructions set forth above.

Stadium Casino RE, LLC

AFFIDAVIT

I, _____ (Vendor Representative), on behalf of

_____ (Vendor Name), certify that the information
Contained in the Pennsylvania Gaming Control Board vendor application that I prepared in connection
with the Stadium Casino RE, LLC project is true and correct and that there is no misrepresentation or
falsification in such application.

Dated: _____

Name:

Title:

LIVE! CASINO & HOTEL PHILADELPHIA
STADIUM CASINO RE, LLC
VENDOR DUE DILIGENCE QUESTIONNAIRE FORM
(Please print or type)

1. VENDOR INFORMATION

(a) Business Name and Doing Business Name (if applicable):

TIN/EIN# _____

Company Website _____

(b) Principal Business Address:

Street Location(number/street)	City	County	State	Zip
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Telephone (area code) number	Fax No.	Email
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(c) Pennsylvania Address (if different from above)

Street location (number/street)	City	County	State	Zip
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Telephone : (area code) number	Fax No.	Email
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(d) Provide your North American Industry Classification System (NAICS) Code: (You can go to www.naics.com to find your code.) _____

(e) Contact Person:

Name	Title
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Telephone (area code) number	Fax No.	Email
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(f) Brief Description of Vendor's Business:

- (g) How many years has company been in business? _____
- (h) List all states in which you are organized or registered to do business: _____

- (i) Are you a registered woman-owned (“WBE”) or minority-owned (“MBE”) business in the Commonwealth of Pennsylvania? _____yes _____no
 If yes, ID# _____
- (j) Are you eligible to become a WBE?MBE?¹ _____yes _____no
- (k) Publicly traded?¹ _____yes _____no

2. AGREEMENT WITH STADIUM CASINO RE, LLC

Date of Agreement: _____

Amount of Contract or Anticipate Amount within consecutive 12 month period :\$ _____

3. OWNERS (Attach additional sheets if necessary)

Name: _____
 Home Address: _____
 Ownership Interest %: _____
 Date of Birth: _____

Name: _____
 Home Address: _____
 Ownership Interest%: _____
 Date of Birth: _____

4. OFFICERS (Attach additional sheets if necessary)

Name: _____
 Home Address: _____
 Title: _____
 Date of Birth: _____

¹ To be eligible to become a WBE or MBE registered firm, at least 51% of the business must be owned by women or minorities, respectively, and the women or minority owners must exercise day –to-day control of the business.

Name: _____
 Home Address: _____

Title : _____

Date of Birth: _____

5. CRIMINAL HISTORY

Has vendor or any of its owners, officers or directors ever been indicted, charged or convicted of a criminal offense (felonies, misdemeanors and summary offenses)? _____yes _____no

If yes, please provide details below:

6. LICENSES AND PERMITS

(a) Has vendor ever applied, whether approved, denied or withdrawn, for a license or permit from a government agency charged with the regulation of casino or gaming operations? _____yes _____no

If yes, what jurisdictions and whether approved, denied or withdrawn?

(b) Has vendor performed work for any casino licensees in Pennsylvania in the prior 12 months? _____yes _____no

If yes, what casino, dates work performed and dollar amount of the transaction:

(c) Is vendor current with filing tax returns for the prior (5) years? _____yes _____no

If no, please provide details below:

(d) Is there any event (including litigation) pending or, to the best of your knowledge, threatened against vendor, which could result in any action, judgment, order, decree or settlement which would materially and adversely affect the business or assets of the vendor? _____yes _____no

If yes, please provide details below:

7. List three (3) present or recent customer references, including contact person and their information:

(1) _____

(2) _____

(3) _____

STADIUM CASINO RE, LLC IS HEREBY AUTHORIZED TO UTILIZE THIS INFORMATION, INCLUDING PERFORMING CRIMINAL AND BACKGROUND INVESTIGATIONS, IN FURTHERANCE OF ITS DUE DILIGENCE OBLIGATIONS TO THE PENNSYLVANIA GAMING CONTROL BOARD.

I certify on behalf of, and as authorized representative of _____ (name of vendor), that the information contained in this form is true and accurate and that we are unaware of any information that would cause the Pennsylvania Gaming Control Board to deny our licensure as a certified or registered vendor (if applicable). I further acknowledge on behalf of vendor that we are aware of our obligations to promptly, when requested, file all appropriate and required gaming license application forms and comply with all Pennsylvania laws and applicable regulations.

I further acknowledge that if the Pennsylvania Gaming Control Board requires the termination of any agreement relating to the Stadium Casino RE, LLC project, such termination shall occur without liability on the part of Stadium Casino RE, LLC or any qualified party to the agreement or any related agreement.

I further certify that, having performed the appropriate due diligence, neither _____ (name of vendor), and to the best of _____'s (name of vendor) knowledge and belief, any of its owners, managers or employees, have engaged in any activity or public health, safety, morals, good order and general welfare of the people of the Commonwealth of Pennsylvania.

Dated: _____

By: _____
(CEO or Authorized Signature)

Print Name: _____

Title: _____

Returned Completed Form To (via email):

Terrence J. McKenna
Senior Project Executive
Gilbane Building Company
Phone: 610-761-9638
tmckenna@gilbaneco.com

VENDOR AND SUPPLIER POLICY LETTER

To: All Stadium Casino RE, LLC Construction Contractors and Suppliers:

Our Company recognizes the importance of diversity in all aspects of our business, including the procurement of goods and services. As such, we accept the challenge to identify and contract with minority-, women-, and disadvantaged business entities (“m/W/DBEs”) that provide desired high-quality products, superior service and competitive prices.

The Pennsylvania Race Horse Development and Gaming Act and Pennsylvania Gaming Control Board (“PGCB”) regulations require all Casino licensees and applicants adopt Diversity Plans that include equality of opportunity be accorded to vendors, suppliers, lessees, agents and assignees.

Our Diversity Plan requires good faith efforts to enhance the representation of diverse groups in the provisioning of goods and services for our operations. The PGCB has also created a directory vendor and suppliers, of any kind, are vigilant equal opportunity employers, as we are.

Our written Diversity Plan outlines the steps to be taken in ensuring that we meet and exceed the PGCB’s expectations as the related to vendors and suppliers and other diversity opportunities. Our commitment to diversity will permeate all of our departments at all levels of our organization. Division and department managers, and all supervisors, will be assessed on their demonstrated involvement with and commitment to this policy. Similarly, all other employees are expected to lend their support to the implementation of this policy.

We know and expect we can count on your complete cooperation in this most important company and commonwealth endeavor.

Sincerely

Stadium Casino RE, LLC