Review of the Ancillary Facilities Proposed by Applicants for the Prince George's County, Maryland Gaming Facility License





Presented to: Maryland Lottery Commission, Video Lottery Facility Location Commission Presented by: Macomber International, Inc. December 6, 2013 v.1.4.

Date:

Assignment

Macomber International, Inc. ("MI") was asked to:

- Review the Ancillary Facilities as proposed by each applicant ("Applicant")
 ... and then ...
- Determine which Applicant submission ("Submission") best achieves the Evaluation Criteria the Maryland Lottery Commission Video Lottery Facility Location Commission (collectively, "MLC") must follow as dictated by Maryland law.

Ancillary Facilities generally refers to all non-gaming facilities and activities that may include but is not necessarily limited to:

Dining	Retail	Hotel
Bars and Lounges	Relaxation (e.g., spa)	Meeting & Convention
Entertainment/Clubs	Recreation (e.g., fitness)	Other

Qualifications

This review and evaluation was conducted solely by Dean M. Macomber, President, Macomber International, Inc.

- 38 years in the gaming industry.
- Held operation positions ranging from Dealer to CEO.
- Worked as a consultant for a public accounting firm as well as my own company, MI.
- Involved in the opening of 7 casinos and 2 takeovers.
- Projects have included:
 - Scope: 400 unit slot operation to >\$2B mega Casino-Resorts.
 - **Positioning**:
 - Locals, Regional, Domestic/International to ...
 - Value driven slot to ...
 - VVIP table game operations to ...
 - Virtually everything in between.
 - \circ Location:
 - Operations: Nevada (Las Vegas, Lake Tahoe, Laughlin), New Jersey, Canada, Macau, Philippines.
 - Consulting: U.S., Canada, Caribbean, Latin America, Europe, Russia, Asia, Australia, Internet gaming, and technology.
 - Similar work: Town of Plainville, MA. Kansas Gaming and Lottery Commission. Other venues as bidder.
- 65 domestic/international presentations, university casino gaming courses, 23 articles.
- Masters Hotel School of Administration, Cornell University plus undergraduate Marketing.

Approach

MI took a linear sequential approach to its review. MI initially began with a top down review following the work plan outlined below but, as findings so dictated, iterated this sequential approach up, down, and across between and among steps until a holistic overall conclusion was reached:

- 1. Review and understand the driving goals and parameters established by Maryland gaming related laws, statutes, legislative imperatives, and regulations.
- 2. Evaluate external factors that influence or have the potential to influence the proposed gaming facilities.
- 3. Evaluate internal factors that influenced or could influence the applicant's Submission.
- 4. Evaluate the specifics of each applicant's proposal.
- 5. Evaluate and Compare each Applicant's Submission.

MI's assessed each Submission project as an independent business activity but also in the context of other existing and possible future gaming and non-gaming competition.

Ancillary Facility Evaluation Criteria Optimized by Commercial Success

Reference	Category and Evaluation Criteria				
	BENEFITS TO THE STATE – REVENUE				
(2) (i)	Highest potential benefit and potential prospective revenue to be				
	derived by the State;				
(2) (v)	Competitiveness of the proposed facility;				
(2) (ii)	The potential revenues from a proposed location based on a market analysis;				
(2) (iv)	The extent to which the proposed location demonstrates that the facility				
	will be a substantial regional and national tourist destination;				
Reference	Category and Evaluation Criteria				
	BENEFITS TO THE STATE REVENUE continued				
(2) (iii)	The extent to which the proposed location encourages Maryland				
	gaming participants to remain in the State;				
(2) (vi)	The amount of gross revenues to be allocated to the video lottery				
	operator over the term of the license;				
1	BENEFITS TO THE STATE CAPITAL INVESTMENT				

_			
			JOB CREATION
			(because jobs are related to capital investment and revenue)
K	(2)	(viii)	The extent to which the proposed location will preserve existing
			Maryland jobs and the number of net new jobs to be created;
	(3)	(i)	The anticipated wages and benefits for new jobs to be created;

The proposed facility capital construction plans and .

Source: MLC and Macomber International, Inc.

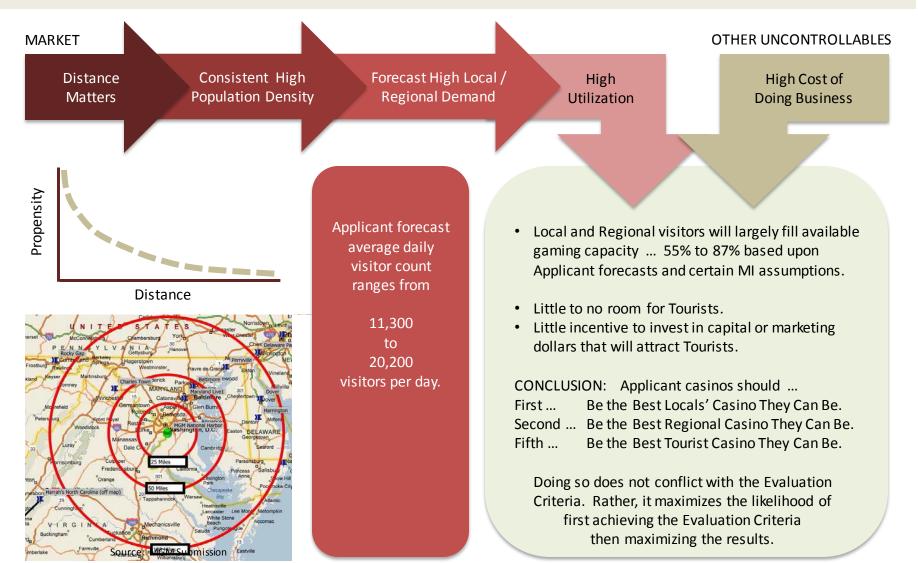
The weighting of the Evaluation Criteria is dominated by Business and Marketing Factors at 70 percent.

Adding the Economic Development weighting of 15 percent brings the total to 85 percent. Maximizing the potential and actual commercial success drives ...

- More capital Investment that directly drives ...
 - More construction jobs.
- More, higher quality, and more competitive facilities and activities that directly:
 - Drive more permanent, post opening "operating" jobs.
 - **Retain more Maryland gamers** in Maryland.
 - Drive more revenue that ...
 - Directly drives more revenue to the State through gaming revenue tax and related fees.
 - More profit that potentially indirectly drives:
 - Higher paying permanent, post opening "operating" jobs.
 - A lower potential retention rate by the gaming licensee.
 - Potentially greater capital investment and marketing leading to more Tourists.

Maximizing commercial success maximizes 85 percent of the Evaluation Criteria.

Embedded Dynamics Means Achieving Commercial Success Means "Being the Best Locals / Regional Casino You Can Be"



Commercial Success Means Niche-ing and/or Beating the Competition

The gaming facility will have ...

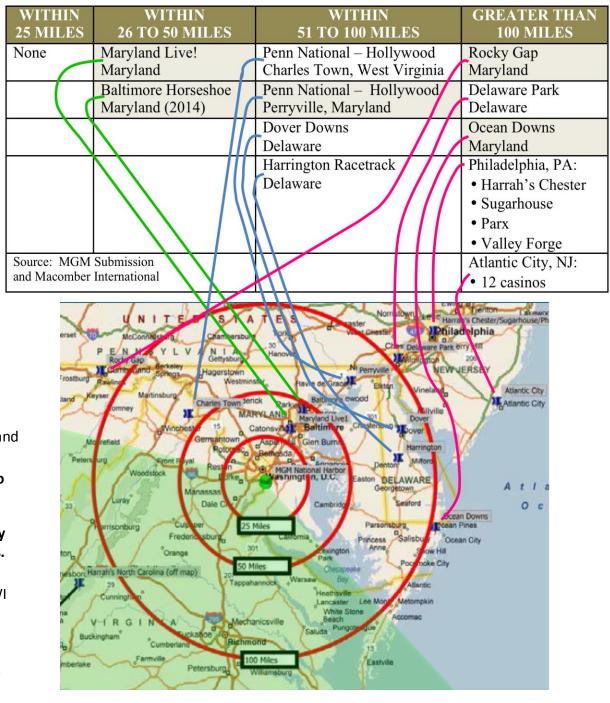
• Significant competition within the 25 to 50 mile radius for feeder markets from the ...

- North, northeast, and east;

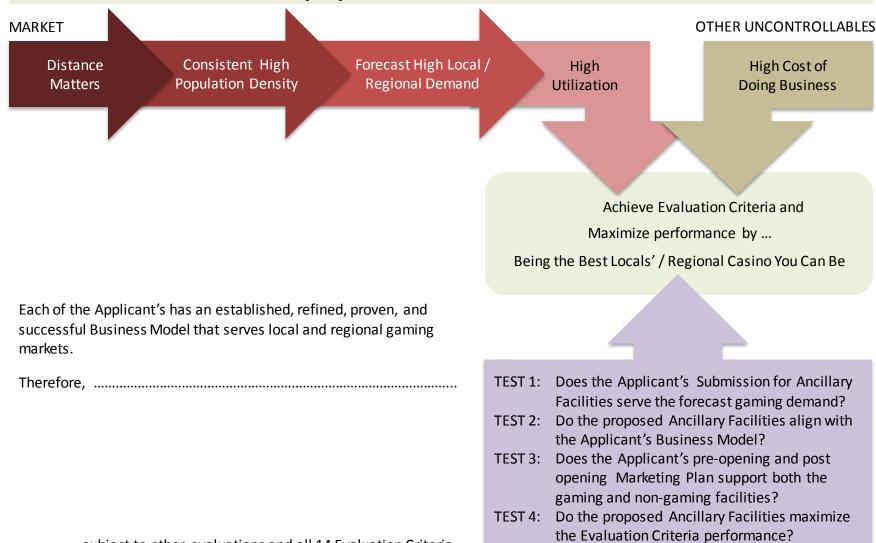
- Significant competition within the 50 to 100 mi. radius for feeder markets from the ...
 - North, northwest, east and southeast;
- Varying competition from feeder markets greater than 100 miles ...
 - Significant competition from feeder markets further to the Northeast, east, and southeast but ...
- Minimal competition from feeder markets to the west, southwest, and south.

All of the competition except for the Atlantic City casinos are positioned as local / regional casinos. But, two are near regional / tourist clusters:

- Maryland Live!, is near Arundel Mills Mall, BWI Airport, and allegedly 5000 hotel rooms.
- Horseshoe Baltimore will be adjacent to the Ravens and Oriole's stadiums, Inner Harbor Baltimore, and the hotel and other dining/bar options of the Central Business District.



Evaluation Criteria Driven Applicant Tests



..... subject to other evaluations and all 14 Evaluation Criteria.

Proven, Successful But Different Business Models

HOLLYWOOD / PENN NATIONAL

Target the dead-center middle of the Marketplace

- └→ ... by providing comfortable, familiar, new and clean environments
- ... accompanied by consistently good quality (relative to expectations)
- ${}^{\mathsf{L}}$... thereby creating price-value.

This effort takes place within a Hollywoodinspired theme that has broad appeal. Hollywood then caters "up" or "down" the Mass Market income/budget chain via targeted facilities (e.g., a food court for the low end and a steakhouse for their highestmost customer) *and* such artifices as an aspirational-ly tiered loyalty club program. As such, Hollywood will rarely spend the greatest amount per unit on the building and interior design or even discretionary marketing dollars relying instead on consistently meeting if not exceeding 'average' expectations at a price-value.

Hollywood currently operates 26 such properties in 17 jurisdictions and has been one of if not THE fastest growing locals' / regional focused U.S. gaming company.

PARX

Parx appears to position its property slightly higher than say Hollywood/Penn still aiming at the Mass Market but probably with their "center" more in the upper half of the Mass Market continuum.

As such they appear to spend more per unit to create a higher level, modern bricks-andmortar environment as well as to offer a slightly greater variety of activities. Parx "average" price points track the notch up in quality but still allow Parx to market "down" but able to more easily penetrate further "up" into the lower extremities of the Upper Market Segment.

It appears they are also very aggressive in spending marketing dollars to incentivize Trial, then Repeat Visitation, and ultimately Loyalty. Parx is a newer company and only operates only one other casino under the Parx brand in the oligopolistic Philadelphia Market.

Even so, their brand went through an evolution from an initial, rather opportunistic building to become Philadelphia's gaming revenue leader.

Proven, Successful But Different Business Models

MGM

The MGM brand appears positioned to serve the dead center of the "4-star" Market which is generally considered to be the lower portion of the Upper Market.

In so doing, MGM presents a modern, more sophisticated image wrapped in "big" properties that offer multiple gaming and non-gaming options and often multiple options within a given activity.

Commensurately, MGM makes higher investments per unit and in aggregate.

Individually and collectively, these strategies allow them to market "down" via multiple price points but also for the lowest in their target range by making such visits aspirational. Within the same property, MGM markets "up" by offering elements at the 5-star and *über*, world class quality levels.

The company also appears to follow through with a willingness to spend in aggregate large sums on incentive marketing. MGM has grown from its MGM DNA but also through the clever and aggressive acquisition of a number of high quality brands and properties in Las Vegas (e.g., Bellagio, Mandalay Bay).

MGM has a multitude of brands that stretch from more Mass Market (e.g., New York. New York) to the best-of-the-best (e.g., Bellagio and aspects of City Center).

OBSERVATIONS AND CONCLUSIONS

The Business Model for each of the Applicants has evolved, been refined, is proven, and is successful serving markets similar to the Greater Washington D.C. / Baltimore Market Area. Each of their Business Models has also proved competitive against specific competitors already in the Marketplace or about to enter.

Each has submitted a proposal consistent with their Business Model but different in positioning, mix and scope of activities, capital investment, and pre- and post-opening marketing as well as operating strategies.

Each achieves the minimum Evaluation Criteria expectations relative to Ancillary Facilities.

Big Picture Investment, Capacity, Revenue

APPLICANT DATA

	HOLLYWOOD	PARX	MGM
	(Penn)		
Investment: Building,		\$379M Phase 1*	
Equipment, & Supplies only	\$458M	\$589M Full build out*	\$735M
Gaming Positions		4,190 positions	
	3,980 positions	5,940 positions	4,481 positions
"Investment" (defined		\$90,000 Phase 1	
above) per Gaming Position	\$115,000	\$99,000 Full build out	\$164,000
Forecast Gross Gaming	\$334M 2016	\$660M 2016	\$599M 2016
Revenue	\$413M 2019	\$809M 2019	\$688M 2019
Forecast Non-gaming	\$ 38M 2016	\$ 81M 2016	\$107M 2016
Revenue	\$ 47M 2019	\$122M 2019	\$123M 2019
* Parx has proposed opening in 201		•	
(4750 VLTs total if the MLC is ab	ble and willing to allow add	litional units) and their 250 roc	om hotel.

Source: Applicant submissions and Macomber International, Inc.

MLC CONSULTANT DATA				
2019 dollars	HOLLYWOOD (Penn)	PARX	MGM	
CCA Forecast Gross Gaming	\$560M	\$682M	\$713M	
Revenue	136% Applicant	84% Applicant	104% Applicant	
Custom Gaming Forecast	\$551M	\$617M	\$719M	
Gross Gaming Revenue	133% Applicant	76% Applicant	105% Applicant	

Parx is proposing a two-phase development versus Hollywood and MGM with full build out at opening.

Investment in Building, Equipment, & Supplies follows each Applicants Business Model. Parx "in the middle" of Investment per Gaming Position if maximum capacity adjusted and in the middle of forecast GGR if MRC Consultant forecasts are used.

Visitor counts are high: 13,600 Hollywood, 16,600 Parx, and 17,500 MGM

Gaming dominates revenue: 90% Hollywood, 87% Parx, and 85% MGM.

Virginia, Maryland, DC residents dominate forecast visitors: 96%, 97%, and 96%, respectively.

Gaming Facilities

	HOLLYWOOD (Penn)	PARX	MGM
VLTs / Slot	3,000 units	3,000 units (Opening)	3,600 units
Machines		4,750 units (Phase 2)	
Table Games	100 units	120 units (Opening)	110 units
Poker	40 units	50 units (Opening)	30 units
Total Positions	3,980 positions	4,190 positions	4,580 positions
(calculated)		5,940 positions	
Specialty	High Limit/VIP Areas:	High Limit/VIP Areas:	Premium/VIP Areas:
Areas	55 VLTs. 12 Tables.	80 VLTs. 15 Tables.	64 VLTs. 15 Tables.
Lottery Sales	Yes.	Yes.	Yes.
Other Gaming	Hollywood/Penn only:	Rosecroft Raceway to con	ntinue seasonal live
	harness racing and year a	round simulcast.	
Forecast	11,300 2016	16,000 2016	18,600 2016
visitors per day	13,500 2019	20,000 2019	20,200 2019

Source: Applicant submissions, website, articles, and Macomber International, Inc.

MLC CONSULTANT VISITOR PER DAY FORECAST			
2019 dollars	HOLLYWOOD (Penn)	PARX	MGM
Average Visitors	13,600 average day 23,900 peak Fri./Sat.	16,600 average day 29,100 peak Fri./Sat.	17,500 average day 30,500 peak Fri.Dat.

Gaming capacity will be the same if kept to 3000 VLT units.

It is also "relatively" the same between the Applicants if more are granted. If more are allowed, they will ask for only what is needed at the time and each could make room for the number requested.

All are proposing High Limit and/or VIP areas of more or less the same capacity.

All are offering Lottery Sales outlets.

But, only Hollywood is offering seasonal harness racing and year around simulcasting.

These are large, high volume Local / Regional casinos.

Ranking Importance of Gamer Motivators to Patronize

TIER ONE GAMER TOP PRIORITIES

PARKING

DINING

BARS AND LOUNGES

HOTEL

TIER TWO GAMER PRIORITIES

ENTERTAINMENT

RETAIL

TIER THREE GAMER PRIORITIES

OTHER

GENERALLY UNIMPORTANT TO GAMERS ... with rare exceptions MEETING, INCENTIVE, CONVENTION, AND EXHIBITION ("M.I.C.E.")

Source: Macomber International, Inc.

Under the "Be the Best Locals' / Regional Casino You Can Be" objective, MI clustered the Ancillary Facilities in terms of what it has learned are the most important to gamers and, in particular, repeat gamers.

The importance of Tier Two relative to Tier One activities decreases more than "one unit." The same applies for the importance of Tier Three to Tier Two activities.

In Tier One if Parking meets expectations with respect to availability, convenience, and comfort then it becomes a background issue only important if conditions change.

Likewise, the Hotel is important to a subset, but important subset, of the a casino's total visitor base. The Hotel also becomes more important as Loyalty Club "points" accrue.

Tier Two and Tier Three activities can become important situationally, e.g., when accompanied by a non-gamer, the gamer is celebrating, and/or a trip can be provoked by the Casino Marketing Team via the use of these other activities.

Summary – Ancillary Facilities

Applicant programming appears to be more an execution of their Business Model to serve Local / Regional demand than competitive.

In this regard each Applicant's proposed Ancillary Facilities ...

- Serve forecast demand.
- Serve minimum gamer "utility" functions (e.g., provide food).
- And optimize the commercial opportunity *relative to each company's Business Model*.

In terms of raw capacity and activity mix they are fairly similar.

Only MGM seems to go beyond what is needed to serve Local / Regional demand in terms of quality, total investment, and offering limited Tourist-centric activities.

	HOLLYWOOD (Penn)	PARX	MGM
		l nues may be shown in more than	one category. See detail
	TIER ONE GA	AMER'S TOP PRIORITI	ES
PARKING		total spaces first / covered	
Spaces	5,100 / 3,000 spaces	<u>.</u>	4,988 / 4,988 spaces
DINING	, , <u>1</u>	, , <u>,</u>	
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets
Court with		not specified.	
BARS AND LO	UNGES	-	
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats
HOTEL	•		
Number of keys	258 keys	250 keys	300 keys
Room Mix:	Num	ber of keys / Square Feet each ro	oom
Standard	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft.
Premium	114 keys / 360 sq. ft.	135 keys / 450 sq. ft.	n.a. / sq. ft.
Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail
	TIER TWO	GAMER PRIORITIES	
ENTERTAINM			
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.
RETAIL			
Stores / Sq. Ft.	1 store, 500 sq. ft.		12 stores, 42,419 sq. ft.
	TIER THREE	E GAMER PRIORITIES	
OTHER			
	Indoor swimming pool/Spa/Gym.	Spa, Salon, Fitness Top of hotel.	Outdoor rooftop pool with Whirlpool spas,
		Box office.	Spa/Salon/Fitness/Gym
		Transportation Center	Conservatory
			Spectacle Garden
	UNIMPOR	TANT TO GAMERS	
with rare exception			
		ON, AND EXHIBITION	("M.I.C.E.")
Spaces	4 "spaces"	^	8 "spaces"
Square Feet	69,000 sq. ft.	10,000 sq. ft., FOH only	Approx 68,000 sq. ft.

Tier One – Parking

	HOLLYWOOD (Penn)	PARX	MGM
		nues may be shown in more than	
		AMER'S TOP PRIORITI	
PARKING		total spaces first / covered	*
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets
Court with		not specified.	
BARS AND LO			4
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats
HOTEL	•		
Number of keys	258 keys	250 keys	300 keys
Room Mix:		ber of keys / Square Feet each ro	
Standard	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft.
Premium	114 keys / 360 sq. ft.	135 keys / 450 sq. ft.	n.a. / sq. ft.
Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail
		GAMER PRIORITIES	
ENTERTAINM	ENT		
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.
RETAIL			
Stores / Sq. Ft.	1 store, 500 sq. ft.	2 stores, 550 sq. ft.	12 stores, 42,419 sq. ft.
	TIER THREE	E GAMER PRIORITIES	
OTHER			
	Indoor swimming	Spa, Salon, Fitness	Outdoor rooftop pool
	pool/Spa/Gym.	Top of hotel.	with Whirlpool spas,
		Box office.	Spa/Salon/Fitness/Gym
		Transportation Center	Conservatory
			Spectacle Garden
	UNIMPOR	TANT TO GAMERS	*
	W	vith rare exception	
MEETING, INC	CENTIVE, CONVENTI	ON, AND EXHIBITION	("M.I.C.E.")
Spaces	4 "spaces"	4 "spaces"	8 "spaces"
Square Feet	69,000 sq. ft.	10,000 sq. ft., FOH only	Approx 68,000 sq. ft.

Tier One – Dining

	HOLLYWOOD (Penn)	PARX	MGM
		nues may be shown in more than	
		AMER'S TOP PRIORITI	
PARKING	Shown with	total spaces first / covered	spaces after.
Spaces	5 100 / 2 000 spaces	5 217 / 5 011 spaces	<u> 1 099 / 1 099 spaces</u>
DINING			
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets
Court with		not specified.	
DANS AND LO	UNCES		
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats
HOTEL			
Number of keys	258 keys	250 keys	300 keys
Room Mix:	Num	ber of keys / Square Feet each ro	oom
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Premium	114 keys / 360 sq. ft.	135 keys / 450 sq. ft.	n.a. / sq. ft.
Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail
	TIER TWO	GAMER PRIORITIES	
ENTERTAINM	ENT		
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.
RETAIL			
Stores / Sq. Ft.	1 store, 500 sq. ft.	2 stores, 550 sq. ft.	12 stores, 42,419 sq. ft.
	TIER THREE	E GAMER PRIORITIES	
OTHER			
	Indoor swimming	Spa, Salon, Fitness	Outdoor rooftop pool
	pool/Spa/Gym.	Top of hotel.	with Whirlpool spas,
		Box office.	Spa/Salon/Fitness/Gym
		Transportation Center	Conservatory
			Spectacle Garden
	UNIMPOR	TANT TO GAMERS	
	W	vith rare exception	
MEETING, INC	,	ON, AND EXHIBITION	("M.I.C.E.")
Spaces	4 "spaces"	4 "spaces"	8 "spaces"
Square Feet	69,000 sq. ft.	10,000 sq. ft., FOH only	Approx 68,000 sq. ft.

Tier One – Bars and Lounges

	HOLLYWOOD (Penn)	PARX	MGM
	Some activities and v	enues may be shown in more thar	
	TIER ONE G	AMER'S TOP PRIORITI	IES
PARKING		h total spaces first / covered	
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces
DINING			
Venues / seats	9 venues, 764 seats	,	14 venues, 1,485 seats
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets
Court with		not specified	
BARS AND LO	UNGES		
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats
HUIEL			
Number of keys	258 keys	250 keys	300 keys
Room Mix:	Nur	nber of keys / Square Feet each ro	bom
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Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail
	TIER TWO	GAMER PRIORITIES	
ENTERTAINM	ENT		
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.
RETAIL	•	•	•
Stores / Sq. Ft.	1 store, 500 sq. ft.		12 stores, 42,419 sq. ft.
	TIER THRE	E GAMER PRIORITIES	· · · · · · · · · · · · · · · · · · ·
OTHER			
	Indoor swimming pool/Spa/Gym.	Spa, Salon, Fitness Top of hotel.	Outdoor rooftop pool with Whirlpool spas,
		Box office.	Spa/Salon/Fitness/Gym
		Transportation Center	Conservatory
			Spectacle Garden
	UNIMPO	RTANT TO GAMERS	· · · · · · · · · · · · · · · · · · ·
		with rare exception	
MEETING, INC		ION, AND EXHIBITION	· · · · · · · · · · · · · · · · · · ·
Spaces	4 "spaces"		8 "spaces"
Square Feet	69,000 sq. ft.	10,000 sq. ft., FOH only	Approx 68,000 sq. ft.

Tier One – Hotel

	HOLLYWOOD (Penn)	PARX	MGM
	Some activities and ve	nues may be shown in more than	one category. See detail.
		AMER'S TOP PRIORITI	
PARKING		total spaces first / covered	•
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces
DINING			
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets
Court with		not specified.	
BARS AND LO			
Venues / seats	6 venues 286 seats	5 venues 220 seats	4 venues 263 seats
HOTEL			
Number of keys	258 keys	250 keys	300 keys
Room Mix:	Num	ber of keys / Square Feet each ro	oom
Standard	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft.
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Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail
		GAMEN I NIVNI I LO	
ENTERTAINM	ENT		
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.
RETAIL			
Stores / Sq. Ft.	1 store, 500 sq. ft.	2 stores, 550 sq. ft.	12 stores, 42,419 sq. ft.
	TIER THREE	GAMER PRIORITIES	
OTHER			
	Indoor swimming	Spa, Salon, Fitness	Outdoor rooftop pool
	pool/Spa/Gym.	Top of hotel.	with Whirlpool spas,
		Box office.	Spa/Salon/Fitness/Gym
		Transportation Center	Conservatory
			Spectacle Garden
	UNIMPOR	TANT TO GAMERS	
	W	vith rare exception	
MEETING, INC	CENTIVE, CONVENTI	ON, AND EXHIBITION	("M.I.C.E.")
Spaces	4 "spaces"	4 "spaces"	8 "spaces"
Square Feet	69,000 sq. ft.	10,000 sq. ft., FOH only	Approx 68,000 sq. ft.

Tier 2: Entertainment and Retail

	HOLLYWOOD (Penn)	PARX	MGM				
		one category. See detail.					
	TIER ONE GAMER'S TOP PRIORITIES						
PARKING		total spaces first / covered					
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces				
DINING							
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats				
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets				
Court with		not specified.					
BARS AND LOU							
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Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail				
		GAMER PRIORITIES					
ENTERTAINM	ENT						
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.				
RETAIL							
Stores / Sq. Ft.	1 store, 500 sq. ft.	2 stores, 550 sq. ft.	12 stores, 42,419 sq. ft.				
	IILN IIINLI	GAMEN I NIVNI I 160					
OTHER							
UTHER							
OTHER	Indoor swimming	Spa, Salon, Fitness	Outdoor rooftop pool				
	Indoor swimming pool/Spa/Gym.	Top of hotel.	with Whirlpool spas,				
		Top of hotel. Box office.	with Whirlpool spas, Spa/Salon/Fitness/Gym				
		Top of hotel.	with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory				
		Top of hotel. Box office.	with Whirlpool spas, Spa/Salon/Fitness/Gym				
	pool/Spa/Gym.	Top of hotel. Box office.	with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory				
	pool/Spa/Gym. UNIMPOR	Top of hotel. Box office. Transportation Center CTANT TO GAMERS vith rare exception	with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory Spectacle Garden				
MEETING, INC	pool/Spa/Gym. UNIMPOR w CENTIVE, CONVENTI	Top of hotel. Box office. Transportation Center CTANT TO GAMERS vith rare exception ON, AND EXHIBITION	with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory Spectacle Garden ("M.I.C.E.")				
	pool/Spa/Gym. UNIMPOR w CENTIVE, CONVENTI 4 "spaces"	Top of hotel. Box office. Transportation Center CTANT TO GAMERS vith rare exception ON, AND EXHIBITION	with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory Spectacle Garden				

Tier 3 – Other

	HOLLYWOOD (Penn)	PARX	MGM			
		n one category. See detail.				
TIER ONE GAMER'S TOP PRIORITIES						
PARKING		total spaces first / covered				
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces			
DINING						
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats			
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets			
Court with		not specified.				
BARS AND LO						
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats			
HOTEL						
Number of keys	258 keys	250 keys	300 keys			
Room Mix:	Num	ber of keys / Square Feet each ro	bom			
Standard	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft.			
Premium	114 keys / 360 sq. ft.	135 keys / 450 sq. ft.	n.a. / sq. ft.			
Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail			
TIER TWO GAMER PRIORITIES						
		GAMER PRIORITIES				
ENTERTAINM	ENT	GAMER PRIORITIES				
ENTERTAINM Venues / Sq. Ft.		GAMER PRIORITIES 3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.			
	ENT		4 venues, 24,185 sq. ft.			
Venues / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft.	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft.	4 venues, 24,185 sq. ft. 12 stores, 42,419 sq. ft.			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft.	3 venues, 57,000 sq. ft.				
Venues / Sq. Ft. RETAIL	ENT 2 venues, unknown 1 store, 500 sq. ft.	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft.				
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft.	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness	12 stores, 42,419 sq. ft. Outdoor rooftop pool			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREE	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness Top of hotel.	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas,			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREF Indoor swimming	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness	12 stores, 42,419 sq. ft. Outdoor rooftop pool			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREF Indoor swimming	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness Top of hotel.	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas,			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREF Indoor swimming	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness Top of hotel. Box office.	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas, Spa/Salon/Fitness/Gym			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft.	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREF Indoor swimming pool/Spa/Gym.	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness Top of hotel. Box office.	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft. OTHER	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREE Indoor swimming pool/Spa/Gym. UNIMPOR W	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. CGAMER PRIORITIES Spa, Salon, Fitness Top of hotel. Box office. Transportation Center IANT TO GAMERS <i>i</i> th rare exception	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory Spectacle Garden			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft. OTHER	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREE Indoor swimming pool/Spa/Gym. UNIIVIE OR W CENTIVE, CONVENTI	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. C GAMER PRIORITIES Spa, Salon, Fitness Top of hotel. Box office. Transportation Center IANT TO GAMERS <i>i</i> th rare exception ON, AND EXHIBITION	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory Spectacle Garden ("M.I.C.E.")			
Venues / Sq. Ft. RETAIL Stores / Sq. Ft. OTHER	ENT 2 venues, unknown 1 store, 500 sq. ft. TIER THREE Indoor swimming pool/Spa/Gym. UNIMPOR W	3 venues, 57,000 sq. ft. 2 stores, 550 sq. ft. CGAMER PRIORITIES Spa, Salon, Fitness Top of hotel. Box office. Transportation Center IANT TO GAMERS <i>i</i> th rare exception	12 stores, 42,419 sq. ft. Outdoor rooftop pool with Whirlpool spas, Spa/Salon/Fitness/Gym Conservatory Spectacle Garden			

Generally "Unimportant " to Gamers

	HOLLYWOOD (Penn)	PARX	MGM				
		nues may be shown in more than	one category. See detail.				
TIER ONE GAMER'S TOP PRIORITIES							
PARKING	Shown with	total spaces first / covered					
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces				
DINING							
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats				
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets				
Court with		not specified.					
BARS AND LO							
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats				
HOTEL							
Number of keys	258 keys	250 keys	300 keys				
Room Mix:		ber of keys / Square Feet each ro					
Standard	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft.				
Premium	114 keys / 360 sq. ft.	135 keys / 450 sq. ft.	n.a. / sq. ft.				
Suites	18 keys / see detail	25 keys / see detail	79 keys / see detail				
		GAMER PRIORITIES					
ENTERTAINM	ENT						
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft.				
RETAIL							
Stores / Sq. Ft.	1 store, 500 sq. ft.	2 stores, 550 sq. ft.	12 stores, 42,419 sq. ft.				
	TIER THREE	E GAMER PRIORITIES					
OTHER							
	Indoor swimming	Spa, Salon, Fitness	Outdoor rooftop pool				
	pool/Spa/Gym.	Top of hotel.	with Whirlpool spas,				
		Box office.	Spa/Salon/Fitness/Gym				
		Transportation Center	Conservatory				
			Spectacle Garden				
	UNIMPORTANT TO GAMERS with rare exception						
MEETING, INC		ON, AND EXHIBITION	("M.I.C.E.")				
Spaces	4 "spaces"		8 "spaces"				
Square Feet		10,000 sq. ft., FOH only	Approx 68,000 sq. ft.				

Differences

All Applicant proposed Ancillary Activities serve forecast Local / Regional demand.

The differences among the three Applicant proposals is more in the execution of their Business Model than the mix of activities or capacity(ies) thereof with some minor differences.

However, consistent with their brand, MGM is positioned to be incrementally bigger, offer incrementally "more," and be of incrementally higher quality than Parx or Hollywood. MGM also offers a modest array of elements that are Tourism centric.

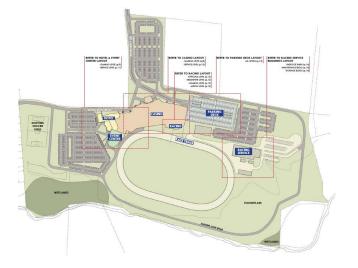
At this point in the evaluation, Parx and Hollywood appear to both be second.

	HOLLYWOOD (Penn)	PARX	MGM			
	Some activities and ve	nues may be shown in more than	n one category. See detail.			
TIER ONE GAMER'S TOP PRIORITIES						
PARKING	Shown with	total spaces first / covered				
Spaces	5,100 / 3,000 spaces	5,317 / 5,011 spaces	4,988 / 4,988 spaces			
DINING						
Venues / seats	9 venues, 764 seats	6 venues, 690 seats	14 venues, 1,485 seats			
Includes a Food	4 fast food outlets	Number of food outlets	5 fast food outlets			
Court with		not specified.				
BARS AND LO	UNGES					
Venues / seats	6 venues, 286 seats	5 venues, 220 seats	4 venues, 263 seats			
HOTEL		-				
Number of keys	258 keys	250 keys	300 key			
Room Mix:	2	ber of keys / Square Feet each ro	5			
Standard	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft			
Premium	114 keys / 360 sq. ft.		na/ sa fi			
Suites	18 keys / see detail		79 keys / see detai			
	-	GAMER PRIORITIES	, î			
ENTERTAINM						
Venues / Sq. Ft.	2 venues, unknown	3 venues, 57,000 sq. ft.	4 venues, 24,185 sq. ft			
RETAIL						
Stores / Sq. Ft.	1 store, 500 sq. ft.	2 stores, 550 sq. ft.	12 stores, 42,419 sq. ft			
		E GAMER PRIORITIES				
OTHER						
	Indoor swimming pool/Spa/Gym.	Spa, Salon, Fitness Top of hotel.	Outdoor rooftop pool with Whirlpool spas,			
1	Racing Facility /	Box office	Spa/Salon/Fitness/Gym			
	Simulcast	Transportation Center	Conservatory			
	Simaledot		Spectacle Garden			
UNIMPORTANT TO GAMERS with rare exception						
		ON, AND EXHIBITION	("M.I.C.E.")			
Spaces	4 "spaces"	1 1	8 "spaces"			
Square Feet	69,000 sq. ft.	10,000 sq. ft., FOH only	Approx 68,000 sq. ft			

HOLLYWOOD

PARX

MGM













HOLLYWOOD

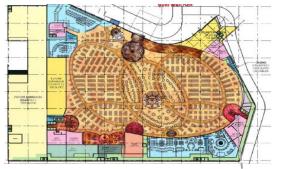
PARX

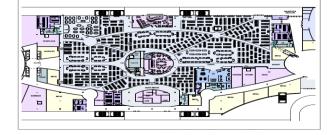
MGM



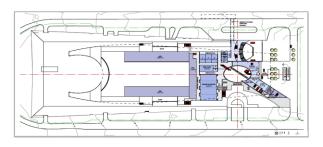
Casino Level





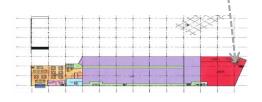


Level above casino



Mezzanines





HOLLYWOOD PARX MGM

HOLLYWOOD	PARX	MGM
 Hollywood is employing its well established art-deco, Hollywood theme that provides a comfortable environment for its target midmarket. The site creates a more suburban almost rural environment within in a large site entered through a relatively long, meandering driveway. The presence of horse racing adds to this ambience. As such, the Hollywood experience will be a change-of-pace to the dense, urban environments where many of the feeder markets will be coming from. The large site provides the greatest capacity and flexibility to make changes and/or expand in the future. 	 Parx appears to be applying more of a modern, "hip" look with heavy use of vid-walls, geometric architecture, and a more vertical, compact development. The quality appears to be a notch up from Hollywood expressed not only in the interior design but other attributes such as room size. Parx is labeling one of its entertainment venues an UltraLounge, ostensibly appealing to perhaps a younger, avant garde market segment. It has boldly projected high visitor volume and gaming revenue requesting the maximum number of possible VLT units in the process. Expansion potential exists but is more constrained. 	 MGM is the most modern, sophisticated, and iconic-seeking design. The property is also perched with an overlook of the Potomac River, National Harbor, and with views of the Washington D.C. skyline. Multiple activities are located to take advantage of these memorable views through glass walls. These views will be a value-added for all visitors but together with expanded dining and retail plus the Wow! Conservatory/Spectacle Garden should appeal to Tourists. The higher quality and presumably higher prices together with 'marble and art' will serve "4-star" markets and adjacent affinity-markets but may be off-putting to the lowest ends of the marketplace.

Marketing Expenditure

	HOLLYWOOD (Penn)	PARX	MGM	
	2016 / 2019 foll	owed by % of gaming re	evenue for that year.	
GAMING REVENUE:	\$334M / \$413M	\$660M / \$809M	\$599M / \$688M	
MARKETING:				
Promotional Allowances	\$ 13M / \$ 16M	\$ 31M / \$ 43M	\$ 27M / \$ 32M	
	3.9% / 3.9%	4.7% / 5.3%	4.5% / 4.7%	
Marketing - General &	\$ 11M / \$ 14M	\$ 34M / \$ 47M	\$ 10M / \$ 10M	
Administrative	3.3% / 3.3%	5.1% / 5.9%	1.6% / 1.4%	
Subtotal	\$ 24M / \$ 30M	\$65M / \$90M	\$ 37M / \$ 42M	
	7.2% / 7.2%	9.8% / 11.2%	6.1% / 6.1%	
Entertainment Expenses	n.a. / n.a.	\$9M / \$9M	\$ 6M / \$ 6M	
_		1.4% / 1.2%	0.8% / 0.9%	
Total Marketing	n.a. / n.a.	\$ 74M / \$100M	\$43M / \$48M	
		11.2% / 12.3%	7.1% / 7.0%	

Source: Applicant "Workbooks" and Macomber International, Inc.

Promotional Allowances largely represent services and activities offered at a discount or full complimentary. Parx is the most aggressive in terms of offering Promotional Allowances as a percent of gaming revenue and in absolute dollars. Parx's Marketing Expense in the General and Administrative section of the P&L Statement is also the largest by percentage and in absolute dollars.

MGM ranks second and Hollywood third in absolute dollars but reverse in rank as a percent of Gross Gaming Revenue. Hollywood submitted another document wherein Promotional Allowances is \$28.7M and Marketing Expense is \$6.0M totaling \$34.7M Hollywood or 8.4% of Gross Gaming Revenue which is more in line with MGM.

Regardless, MGM may be relying more on a greater capital investment and perhaps on its large and established loyalty club program to allocated marketing dollars in a more focused manner. Similarly, Hollywood with two other properties serving the Greater Washington D.C. Marketplace Hollywood could be doing the same.

It is unclear what insight the Entertainment Expense might suggest regarding the use of entertainment as a Marketing Tool and, therefore, it is probably wiser to rely on Promotional Allowances and the capital expenditure on entertainment facilities to judge.

Evaluation – Quantitative

This Rating Scheme was developed to provide a quantitative summary of the perceived relative success each of the Applicant's Submissions will have in supporting gaming in the specific and the overall performance of each project in general.

The categories and weighting scheme are based upon MI's experience and the "scores" are solely that of MI. Others may have different opinions and/or might provide different scores.

The scores are more useful in relative than absolute terms. Accordingly, if MGM's score is indexed to 100 then Parx scored 83 percent and Hollywood 81 percent.

If Demand Stimulation Marketing is removed then MGM is still 100 but Hollywood then scores 83 percent and Parx 81 percent.

RATING SCHEME

Relative to the ability of the Ancillary Facilities to foster the commercial success of the proposed gaming facility.

		HOLLY	WOOD	PENN		PARX			MGM	
Category	Weight	Score	R	esult	Score	R	Result	Score]	Result
GOAL SET *	0%	0			0			0		
GOAL SET * EXTERNAL-ITIES *	0%	0	n.a. n.a.		0	n.a. n.a.		0	n.a. n.a.	
INTERNAL-ITIES *	0%	0	n.a.		0	n.a.		0	n.a.	
PRODUCT MARKETING	50%									
TIER 1										
Casino **	0%	n.a.	n.a.		n.a.	n.a.		n.a.	n.a.	
Parking	18%	7	1.3		8	1.4		9	1.6	
Food	30%	7	2.1		6	1.8		8	2.4	
Beverage	25%	5	1.3		5	1.3		7	1.8	
Hotel	15%	5	0.8		6	0.9		7	1.1	
TIER 2										
Entertainment	8%	6	0.5		6	0.5		7	0.6	
Retail	2%	3	0.1		4	0.1		6	0.1	
TIER 3 / OTHER										
Other (cumulative) ***	1%	6	0.1		4	0.0		7	0.1	
Meeting and Convention	1%	4	0.0		4	0.0		5	0.1	
Subtotal - Product Marketing	100%		6.0	3.0	,	6.0	3.0		7.6	3.8
DEMAND STIMULATION										
MARKETING	25%									
Pre-opening	40%	6	2.4		7	2.8		8	3.2	
Post opening	60%	6	3.6		7	4.2		8	4.8	
	100%		6.0	1.5		7.0	1.8		8.0	2.0
SUM OF THE PARTS	25%		7	1.8		7	1.8		8	2.0
TOTAL	100%			6.3			6.5			7.8

These ratings do not rate the real or perceived benefits to be generated by each Applicant.

* Note: MI has intentionally omitted any comparison of each applicant's Goal Set, consideration of External-ities and Internal-ities, and certain big-picture strategic statements because MI found (or speculates) that reference to these Marketing Plan elements were not explicitly requested in most instances by the MLC Submission process, each company may not 'think' about the development process in these terms. But, perhaps most importantly, it is the tactics and execution that in the final analysis are most important and telling about the applicant's development, operating, and marketing process.

** Note: The casino is not rated because MI's scope of responsibility for this engagement did not include a review of the gaming activities.

* See body of report.

Source: Macomber International, Icn.

Evaluation – Subjective

MGM

- MGM is positioned to capture the greatest bandwidth of the marketplace positioning-wise (4star that allows it to appeal both higher up as well as far down into the Mass Market category).
- MGM has a property both in terms of scope, mix, and excitement value that will appeal to the Local / Regional gamer's interests plus modest tourist offerings.
- MGM has the ability to leverage its Experience(s) with National Harbor and the Tanger Outlets.
- MGM appears to have the company resources behind it to execute a more of a national/world class facility while not losing grasp of the Local / Regional Market.
- MGM should be more competitive to Maryland Live! and Baltimore Horseshoe in terms of a total destination / activity clusters.

PARX

HOLLYWOOD

The Hollywood and Parx projects are very close even though they get there in different ways.

- Parx seems more committed to working hard to earn the business.
- This starts with the seeming willingness to spend more on marketing than anyone else, appears to be appealing to a bit of a broader market with a greater variety than Hollywood/Penn (younger and more "hip").
- Parx also is positioning their property a notch below MGM but a notch above Hollywood/Penn and this has the potential to create greater market and marketing bandwidth.
- In all, while this may just be just perception Parx seems more aggressive.

• Mass Market can be the sweet spot for a Marketplace and maybe Hollywood has picked up that scent and the other two have got it wrong.

• But, MI likes Hollywood/Penn, too.

- Hollywood feels more comfortable, warm, homey, and low key.
- Hollywood will definitely attract the middle and, with some steakhouses and other upscale-pointed activities perhaps higher than MI appreciates.
- Hollywood's multiple locations in the greater Eastern Corridor could be a boost.
- Hollywood also has the site to expand probably three to four-fold from the plans being shown.

Conclusion

Three good established, proven, and successful casino operators.

Three good projects with a mix and programming of Ancillary Facilities that will serve Local and Regional gamers as well as some fair share of Tourists.

MI rejected none and believes all could work if the consideration for the sum of all fourteen Evaluation Criteria and the subjective assessment of the MLC so dictate.



Macomber International, Inc.

APPENDIX

SUPPORT SLIDES TO MAIN PRESENTATION AND TO RESPOND TO POTENTIAL POST PRESENTATION QUESTION-AND-ANSWER PERIOD.

Parking -- Detail

	HOLLYWOOD (Penn)	PARX	MGM
Total spaces	5,100 spaces	5,317 spaces	4,988 spaces
"Covered"	3,000 spaces	5,011 spaces	4,988 spaces
Surface	2,100 spaces	300 spaces	0 spaces
Valet	Not separated	600 spaces	649 spaces
		Transportation Center 6,900 sq. ft. includes Waiting Lounge with seating, vending, and restrooms	Bus/Shuttle drop area.

Source: Applicant submissions, website, articles, and Macomber International, Inc.

Peak Daily Hour (defined) Parking Space Utilization

As forecast by the Applicants for 2016 / 2019

	HOLLYWOOD (Penn)	PARX	MGM	
Utilization (defined)	38% / 45%	51% / 63%	64% / 69%	

Source: Applicant submissions and Macomber International, Inc.

Dining – Detail

Capacity Venues	(Penn)		MGM		
	(1 • • • • •)				
N 001100	9 venues	6 venues	14 venues		
Seats	764 seats	690 seats	1,485 seats		
Square Feet	20,138 sq. ft.	25,500 sq. ft.	60,097 sq. ft.		
Applicant Finance		2016 / 2019			
Food Revenue	\$10M / \$13M	\$41M / \$50M	n.a. / n.a.		
F&B Revenue	\$17M / \$21M	\$63M / \$78M	\$ 66M / \$76M		
Profit Margin	F&B: 23% / 23%	F&B: 21% / 19%	F&B: 11% / 17%		
Outlet Mix: Seats/Ave. Check	Listed i with MI attempt	n perceived order of "formality" to position similar venues across	and price s from one another.		
		Coffee / Snack Bar	Coffee / Snack Bar		
			25 seats		
	Food Court	Food Court	Food Court		
	120 seats, 4 outlets	150 seats	310 seats, 5 outlets		
	Racing Facility Seasonal		Pool Seasonal		
	Concession – apron		50 seats		
	and gaming levels		50 50005		
	Sports Bar/Restaurant		Sports Bar/Restaurant		
	150 seats		270 seats		
	Noodle Bar	Asian Bistro	Noodle Bar		
	20 seats	150 seats	90 seats		
	Sushi Bar	150 seats	90 seats		
	25 seats				
	Asian 80 seats				
			American		
			180 seats		
			Barbecue		
			130 seats		
		Italian Trattoria	Italian Bistro		
		150 seats	135 seats		
<u>+</u>	Seafood	Seafood Tavern			
	125 seats	120			
	Racing Facility Seasonal				
	Terrace Dining				
	120 seats				
	120 scats		Asian fine dining		
			110 seats		
	Steakhouse	Steakhouse	Steakhouse & Lounge		
	100 seats / 24 seat	120 seats	185 seats		
	private dining area				
Comments	r une anning ureu	All outlets branded to			
Commento		reflect area			

Bars and Lounges – Detail

	HOLLYWOOD	PARX	MGM
	(Penn)		MOM
		f also listed under "Entertainment	t
Capacity			
Number of	6 venues	5 venues	4 venues
venues	(does not include 150 seat	1 '	(does not include 270 seat
	Sports Bar/ Restaurant	1 '	Sports Bar/ Restaurant listed
	listed under "Dining")	ļ'	under "Dining")
Seats	286 seats	220 seats	263 seats
Square Feet	7,600 sq. ft.	9,000 sq. ft.	10,576 sq. ft.
Applicant Financi		2016 / 2019	
Beverage	\$ 7M / \$ 9M	\$ 22M / \$27M	n.a. / n.a.
Revenue	!	!	
F&B Revenue	\$17M / \$21M	\$ 63M / \$78M	\$ 66M / 76M
Profit Margin	F&B: 23% / 23%	F&B: 21% / 19%	F&B: 11% / 17%
Outlet Mix:			
Seats / Sq. Ft. / Enter	rtainment "Yes" / "No"		
		Casino Center Bar	Casino Bar
		80 seats. 3000 sq. ft.	38 seats. 3252 sq. ft.
	!	Yes. [E]	Yes.
		Casino High Limit Bar	"Living Room" High
		10 seats. 1000 sq. ft.	limit area lounge area
			that serves drinks.
	Entertainment		Casino Overlook Bar
	Lounge		150 seats. 4072 sq. ft.
	150 seats. 4200 sq. ft.		Yes
	Yes. [E]		100
	Sports Bar	ł	<u> </u>
	30 seats. 600 sq. ft.		1
	Restaurant Holding	Restaurant Holding Bar	
	Bar #1	40 seats. 1500 sq. ft.	Í I
	10 seats. 250 sq. ft.	40 scals. 1500 59.10	Í I
	Restaurant Holding	<u>↓</u>	ł
	Bar #2		ĺ
			1
		TT + 1 T -1-1- Dom	TT + 1 T -1 has Dom
	Hotel Lobby Bar	Hotel Lobby Bar	Hotel Lobby Bar
	10 seats. 250 sq. ft.	60 seats. 2500 sq. ft.	75 seats. 3252 sq. ft.
	Showroom/Pre-	Showroom/Pre-Function	Pre-function area(s).
	Function Bar	Bar	1
	50 seats 1400 sq. ft.	30 seats 1000 sq. ft.	

Hotel – Detail

	HOLLYWOOD (Penn)	PARX	MGM
Capacity			
Number of	258 rooms	281 rooms	300 rooms
rooms			
Number of keys	258 keys	250 keys	300 keys
Applicant Financ	ial Forecast:	2016 / 2019	
Hotel Revenue	\$ 8M / \$ 11M	\$ n.a. / \$ 23M	\$ 25M / \$ 28M
Profit Margin	60% / 60%	n.a. / 23%*	58% / 62%
_		* may include other activities	
Room Mix:	Number of keys / Sq	uare Feet each room	
Standard/sq. ft.	126 keys / 360 sq. ft.	90 keys / 450 sq. ft.	221 keys / 431 sq. ft.
Premium/sq. ft.	114 keys / 360 sq. ft.	135 keys / 450 sq. ft.	n.a. / sq. ft.
Suites/sq. ft.	18 keys / see below	25 keys / see below	79 keys / see below
Suite Mix:=	Number of keys / Squ	uare Feet each suite	
1 Bedroom	12 keys / 525 sq.	18 keys / 600 sq. ft. to	72 keys / 861 sq. ft.
	ft.	900 sq. ft.	to 1292 sq. ft.
2 Bedroom	6 keys / 780 sq. ft.	4 keys / 1300 sq. ft.	6 keys / 2153 sq. ft.
3 Bedroom	but 1140 sq. ft.	2 keys / 1600 sq. ft.	n.a. / sq. ft.
President/Super	with second bedroom	1 key / 3200 sq. ft.	1 key / >3500 sq. ft.
Suite	option.	President Suite	Super Suite
	-		Two bedroom suites
			include 4 Hospitality
			Suites
Average Daily	\$100 ADR	\$150 ADR	\$259 ADR
Rate (opening)			
Rate Detail (open	ning year)		
Casino:			
Full room rate	\$100	Not provided	\$279
Discounted rate	\$100	Not provided	n.a.
Other	\$100	Not provided	n.a.
promotion		1	
Property comps	\$100	Not provided	\$279
Group	\$100	Not provided	\$209
FIT	\$100	Not provided	\$303
Other	\$100	Not provided	\$199
Forecast	95%	70%	94%
Occupancy	2570	7070	7470
(opening year)			
Room-night Mix	(Opening Vear): F	Percent of Total Room-night	° S
Casino	(Opening Tear). T 49%	45%	21%
FIT	50%	45%	36%
Group	0%	10%	36%
Other	0%	0%	
Other Comp	1%	0%	4%
Total		• / •	
	100%	100%	100%
Comments		Includes Business	
		Center 2000 sq. ft.	

Entertainment – Detail

	HOLLYWOOD (Penn)	PARX	MGM		
	See also "Convention/Me entertainment.	eeting (M.I.C.E.)" space for other venues that can be used for [B&L] denotes listing also under "Bars and Lounges."			
Capacity					
Venues	2 venue	3 venues	4 venues		
Seats	2,650 seats	2680 seats	1150 - 1350 seats "plus"		
Square Feet	unknown	57,000 sq. ft.	24,185 sq. ft. "plus"		
Applicant Finan	cial Forecast:	2016 / 2019			
Revenue	Not separated	\$ 10M / \$ 10M	\$ 4M / \$ 5M		
Profit margin	Not separated	10% / 10%	-41% / -28%		
Outlet Mix: Shown in decreasing order of size.					
	Event Center	Event Center	Theater		
	2500 seats - flexible	2000 seats - flexible. 34,000 sq. ft 20K FOH, 6K Pre- function, 8K BOH	1000 to 1200 seats Flexible. 20,113 sq. ft.		
	Entertainment Lounge 150 seats. 4200 sq. ft. [B&L]		Fred's Lounge Seats/sq. ft. unknown		
		Casino Center Bar 80 seats. 3000 sq. ft. [B&L]	Casino Overlook Bar 150 seats. 4072 sq. ft. Yes		
		Lounge/Bar & Ultra- lounge 600 seats. 20,000 sq. ft.	Ultra Club Seats / space unknown.		

Retail – Detail

	HOLLYWOOD (Penn)	PARX	MGM	
Capacity				
Number of	1 store	2 stores	12 stores (9 leased)	
stores				
Square Feet	500 sq. ft.	550 sq. ft.	42,419 sq. ft.	
Financial forecast	t			
Revenue	Not separated	\$ 1 / \$ 3M	\$ 4M / \$ 4M	
Profit margin	Not separated	Not separated	45% / 47% includes leased stores	
Store Mix: Sq. Ft.				
	Gift Shop	Newsstand / Gift Shop	Sundry	
	500 sq. ft.	200 sq. ft.	920 sq. ft.	
			Logo	
			1,702 sq. ft.	
		"Grab and Go"		
		350 sq. ft.		
			"Entertainment" Retail	
			1,042 sq. ft.	
			Features items from	
			shows at this and other	
			MGM properties.	
			Leased – 9 stores	
			38,755 sq. ft. total	
			1200 to 9500 sq. ft.	
			featuring many top	
			retailers at other MGM	
			properties	
Comments		Coffee/snack shop listed		
		under "Dining"		

Other – Detail

	HOLLYWOOD (Penn)	PARX	MGM
Activity mix:			
Swimming pool	Indoor swimming		Outdoor rooftop pool
	pool and gym,		with Whirlpool spas,
	6,240 sq. ft.		7,000 sq. ft.
	Spa and Gym	Spa, Salon, Fitness	Spa and Salon
	6,560 sq. ft.	13,000 sq. ft.	15,170 sq. ft.
		Top of hotel.	Fitness / Gym
			1,365 sq. ft.
		Box office.	Conservatory
		800 sq. ft.	11,547 sq. ft.
			Like Conservatory in
			Bellagio and Mirage.
			Spectacle Garden
			133,556 sq. ft.
			On roof facing
			Woodrow Wilson
			Bridge.

Meeting, Incentive, Convention, and Exhibition – Detail

	HOLLYWOOD (Penn)	PARX	MGM
Capacity:			
Number of venues	4 "spaces"	4 "spaces"	8 "spaces"
	plus pre-function		plus pre-function
Square Feet	69,000 sq. ft.	10,000 sq. ft.	Approx 68,000 sq. ft.
	FOH and BOH	Probably FOH only	FOH and BOH
M.I.C.E. detail:			
Pre-function & BOH	31,800 sq. ft.		41,746 sq. ft.
Space 1	Main Ballroom,	1 space,	Main Ballroom,
	8175 sq. ft.	2500 sq. ft.	15,507 sq. ft.
Space 2	Ballroom #2,	1 space,	Ballroom #2,
	2340 sq. ft.	2500 sq. ft.	3,354 sq. ft.
Space 3	Ballroom #3,	1 space,	6 Breakout Rooms,
	2000 sq. ft.	2500 sq. ft.	total 7,783 sq. ft.
Space 4	Ballroom #4,	1 space,	
	2000 sq. ft.	2500 sq. ft.	
	Above 4 ballrooms	Each space can be	Breakout rooms: 3
	total to 25,100 sq. ft.	expanded or sub-	meeting rooms and 3
	FOH and BOH.	divided.	board rooms.
Comments	No financials for M.I.C	C.E. income or profit sho	wn separately.

Direct Competition – Detail

GAMING

* denotes information from company website GAMING	Maryland Live! Arundel Mills, Maryland	Horseshoe Baltimore, Baltimore, MD	Hollywood Charles Town, West Virginia	Hollywood Perryville, Perryville, MD		
VLTs/Slot Machines	Over 4,300*	2,500 to 3,750	3,200*	Over 1,000*		
Table Games	122*	Over 100	Over 100* to 159	20		
Poker	52*	25	50*	Yes*		
Other Gaming			Seasonal live thoroughbred racing plus simulcasting			
Source: Company website, Submissions, and Macomber International, Inc.						

Direct Competition – Detail

NON-GAMING

* denotes	Maryland Live!	Horseshoe	Hollywood	Hollywood		
information from	Arundel Mills,	Baltimore,	Charles Town,	Perryville,		
company website	Maryland	Baltimore, MD	West Virginia	Perryville, MD		
NON-GAMING						
Dining	6 outlets:	3 outlets:	8 outlets but one	2 one of which		
C	Cheesecake	Jack Bunion's	located in seasonal	includes a		
	Factory, Phillips	Steakhouse, 2	racing facility:	Celebrity Bar &		
	Seafood, Bobby	others affiliated	Steakhouse, 9	Grill and a		
	Flay Burger	with celebrity	Dragons (Asian),	"grab-and-go"		
	Palace, and	chefs (to be	Zen Noodle,	take away		
	buffet.	determined), and	Skybox Sports Bar,	sandwich, salad,		
		20,000 sq. ft.	deli, Epic Buffet,	pizza outlet.		
		"Food Hall."	plus food court.	-		
Bars /	2	3	2	1		
Lounges	Rams Head	bars and lounges	"H Lounge"/	at Celebrity		
	Center Stage and	including a	Skybox Sports Bar	Bar & Grill		
	interactive R	"feature bar."	(see also "Dining"),	(also listed under		
	Bar.		and racing facility	"Dining.")		
			when open.			
Clubs	None mentioned.	None mentioned.	None mentioned.	None.		
Entertainment	Rams Head	Large Event	H Lounge/ Skybox	Live		
	Center Stage.	Center.	Sports Bar. Live	entertainment		
	Nightly ranging		entertainment plus	Saturday nights,		
	from free to \$45.		DJs.	"booked acts"		
	Mentioned also		Mentioned under "Bars	and Karaoke as		
	under "Bars /		/ Lounges."	scheduled.		
	Lounges."			Also mentioned		
				under "Dining" and "Bars/Lounges".		
Retail	1 sundry/logo.	20,000 sq. ft.	Winners Gift Shop.	Rodeo Dr. Gifts.		
Relaxation	None mentioned.	None mentioned.	None mentioned.	None mentioned.		
Recreation	None mentioned.	None mentioned.	None mentioned.	None mentioned.		
Hotel	None. But,	None.	Inn at Charles	None.		
	recent press		Town. 153 rooms			
	release by		(18 suites, 135			
	company official		standard). Adjoins			
	says "hotel" in		racetrack. Shuttle			
	planning stages.		to casino.			
Meeting,	Use of Rams	None mentioned	None mentioned	Group		
Convention,	Head Center	but presumably	but Property Map	reservations		
and/ or	Stage, Prime Rib	the "Large event	refers to "3 rd Floor	available for		
Banquet	restaurant, and	Center"	Ballroom."	Celebrity Bar &		
	Live! Buffet.	referenced under		Grill (see also		
		"Entertainment."		other categories).		

Direct Competition – Detail

SUPPORT

* denotes	Maryland Live!	Horseshoe	Hollywood	Hollywood
information from	Arundel Mills,	Baltimore,	Charles Town,	Perryville,
company website	Maryland	Baltimore, MD	West Virginia	Perryville, MD
SUPPORT			-	•
Adjacencies	Adjacent to	In Downtown		Four hotels
	Arundel Mills	Baltimore adjacent		located within 8
	Mall: more than	to two stadiums:		to 14 miles (e.g.,
	200 outlet/value	Orioles (baseball)		Holiday Inn
	stores, 17 "over	and Ravens		Express and
	the counter" $+ 6$	(football). Within		Hilton Garden
	wait staff dining	walking distance of		Inn). Close to
	opportunities,	Inner Harbor		Perryville Outlet
	Medieval Times	Baltimore an mixed		Center with over
	Dinner &	use dining, bar,		20 stores.
	Tournament, and	entertainment, hotel,		
	Cineplex.	and harbor area.		
Other	Website states		Shuttle to Eden	
	local area		Center,	
	provides access		"Northern	
	to 5000 hotel		Virginia's	
	rooms.		premier Asian	
			Center, 120	
			stores, Falls	
			Church, VA."	
			\$10 round trip.	
Parking	5000 spaces.	3500 car parking	2 garages plus	Unknown.
Ũ	Valet \$10 but	structure "across the	surface parking.	
	discounted or	street" with	Capacity	
	free for loyalty	walkways into	unstated.	
	club members.	casino building.		
	Plus Mall	Bi		
	parking.			

Source: Company websites, Applicant Submissions (including feasibility/market studies completed by independent

Marketing Expense Detail

HOLLYWOOD (from Marketing Plan)

	Proposed Budget		
Advertising	\$ 6,000,000		
Promotional Expenses*	<u>\$ 28,700,000</u>		
Total Budget Range	\$ 34,700,000		

*Includes expenses like Events, Entertainment, Comps, *SlotPlay*® credits. Marketing spend is determined relative to revenue levels. These marketing estimates are based on the property achieving projected revenue levels.

PARX (from Workbook)

Billboard Advertising	\$ 6,033,737	\$ 8,414,220
Direct Marketing	3,934,236	5,486,406
Entertainment & Promotions	10,964,083	15,289,731
Media - Print, TV, Radio	12,606,238	17,579,763
Online - eMarketing	440,206	613,880
	\$ 33,978,500	\$ 47,384,000

MGM (no detail provided)