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**In re: Philadelphia Entertainment and
Development Partners, L.P., d/b/a Foxwoods
Casino Philadelphia**

Docket Number: 1367

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**MOTION BY PHILADELPHIA ENTERTAINMENT AND DEVELOPMENT
PARTNERS L.P. D/B/A FOXWOODS CASINO PHILADELPHIA TO EXTEND TIME**

NOW COMES, Philadelphia Entertainment and Development Partners, L.P., d/b/a
Foxwoods Casino Philadelphia ("PEDP"), by and through its counsel, Cozen O'Connor and
Eckert Seamans Cherin & Merlott, LLC, and, pursuant to 58 Pa. Code § 497a.5(a)(1), hereby
moves the Pennsylvania Gaming Control Board (the "Board") for an extension of time, for good
cause shown, to make its submissions in response to Conditions 5 and 6 of the Board's
September 1, 2009 Order (the "Order") granting PEDP's Petition to Extend the Time to Make

Slot Machines Available (the "Petition to Extend Time"). In support thereof, PEDP avers as follows:

INTRODUCTION

1. PEDP respectfully requests that the Board grant PEDP an extension of time of three (3) months, until March 1, 2010, to submit to the Board's Bureau of Investigations and Enforcement (the "BIE") the reports, information and other documents required to be submitted by PEDP to the BIE pursuant to Conditions 5 and 6 the Board's Order.

2. Good cause exists to grant the requested extension because PEDP has since the issuance of the Order moved diligently forward in its efforts to develop a licensed gaming facility (the "Project") at Columbus Boulevard between Reed and Tasker Streets on the South Philadelphia Waterfront (the "Columbus Boulevard Site") as directed by the Board in the Board's Order, and PEDP has to date timely satisfied all of the Conditions of the Board's Order for which a submission was required prior to the date of this Motion.

FACTUAL AND PROCEDURAL BACKGROUND

3. On May 22, 2009, PEDP filed its Petition to Extend Time with the Board. The Petition to Extend Time sought an extension of time to have at least 1500 slot machines available for play at the Columbus Boulevard Site, pursuant to § 1210 of the Pennsylvania Race Horse Development and Gaming Act (the "Gaming Act"), 4 Pa. C.S.A. § 1210.

4. On August 28, 2009, the Board, at a public meeting, considered PEDP's Petition to Extend Time, as well as two Petitions to Intervene filed in the matter and a third Petition for leave to file a brief in the matter as amicus curiae. At that meeting, the Board granted PEDP's

Petition to Extend Time for good cause shown. It denied both Petitions to intervene, but granted the Petition for leave to file a brief as amicus curiae.

5. On September 1, 2009, the Board issued four (4) Orders and Adjudications memorializing, and explaining the reasoning for, its decisions, including the instant Order that is the subject of this Motion.

6. The Board's Order granted PEDP's Petition to Extend Time, and it extended by twenty-four (24) months, until May 29, 2011, the time within which PEDP was required to have at least 1500 slot machines operational and available for play at the Columbus Boulevard Site as provided by § 1210 of the Gaming Act.

7. In its Order, the Board also imposed nine (9) Conditions on the extension of PEDP's Category 2 Slot Machine License in connection with its fulfillment of having at least 1500 slot machines operational and available for play at the Columbus Boulevard Site (collectively, the "Conditions"). The first seven (7) of those Conditions required PEDP to report at designated times to the Board or the BIE, as the case may be, as to the status of various of the specified aspects of PEDP's progress toward having at least 1500 slot machines available for play by May 29, 2011; the remaining two Conditions required PEDP to report additional information to the Board if certain conditions occurred, or as requested by the Board.

8. PEDP timely satisfied Condition 1 by submitting to the Board on October 16, 2009 its written plan to make a minimum of 1500 slot machines available for play by May 29, 2011 at the Columbus Boulevard Site.

9. PEDP further has timely satisfied Conditions 2, 3, and 7, as of the date of this Motion, by submitting written monthly updates to the BIE on October 1, 2009 and November 2, 2009 regarding its efforts to develop a facility with a minimum of 1500 slot machines available for play by May 29, 2011 at the Columbus Boulevard Site, its efforts to and progress in obtaining financing for developing the facility, and the current status of all outstanding licenses, certifications and permits required by all federal, state, county, local or other agency as prerequisites for construction and development of the facility.

10. PEDP will continue to timely satisfy Conditions 2, 3, and 7 by submitting to the BIE the required written updates each month as set forth in the Order, including the update to be submitted to the BIE on December 1, 2009.

11. The designated time for PEDP to make its submission in response to Condition 4, which requires PEDP to submit to the BIE all financing documents and commitments for financing of development of the facility within six (6) months of the date of the Order – that is, by March 1, 2010, has not yet occurred.

12. PEDP fully expects to satisfy Condition 4 within the timeline set forth therefor by the Board. Indeed, since the issuance of the Order on September 1, 2009, PEDP has devoted its most significant efforts to identifying and locating funding and financing for development of the facility, and PEDP is presently very close to finalizing proposed funding terms (equity and debt) for submission to and consideration by the Board.

13. Importantly, since September 1st, because of the current realities of the national credit and financial markets, funding the development of the facility is the first and most critical hurdle to ensuring that PEDP has at least 1500 slot machines operational and available for play

by May 29, 2011, in accordance with the Board's Order. Moreover, the source, manner, timing and amounts of such funding will also dictate the timing and direction of a number of development issues and decisions.

14. The remaining two Conditions that designate specific times for reporting are Conditions 5 and 6. Those Conditions direct PEDP to submit to the BIE all architectural renderings, artist renderings, conceptual proposals, engineering opinions, and any and all other documents relating to construction of the facility, and a detailed timeline for commencement and completion of all phases of development regarding the facility, within three (3) months of the date of the Order – that is by December 1, 2009.

15. For the reasons more fully set forth herein, PEDP has not yet been able to develop the specific architectural renderings, artist renderings, conceptual proposals, engineering opinions, and other documents relating to construction of the facility, or the detailed timeline for commencement and completion of all phases of development regarding the facility, required by Conditions 5 and 6 to an appropriate level of specificity and detail to submit to the BIE.

16. PEDP has not yet been able to do so because, of necessity, the source, manner, timing and amounts of financing and funding for the development of the facility will dictate many of the details that must go into the renderings, proposals, opinions, other documents, and timeline referenced in Conditions 5 and 6 of the Order, although PEDP is fully capable, if necessary and approved by the Board, of constructing a temporary facility at its site if need be.

17. PEDP has been working with its investment advisor on a non-stop basis since the issuance of the Order on September 1, 2009 in an effort to address financing and funding for the project.

18. Commencing at that time through late October, PEDP and its consultants have identified and distributed marketing materials to at least fifteen (15) potential investors and/or funders for the project ("Candidates").

19. During that period, and into November, PEDP and its consultants have entered into confidentiality agreements and non-disclosure agreements, and engaged in extensive meetings, telephone conferences and other communications, with the various Candidates, and facilitated the conduct of due diligence inquiries, including answering questions, providing information and documents, and otherwise soliciting and cultivating interest in the Project and negotiating to obtain commitments for financing and funding.

20. More recently, PEDP has reduced the group of Candidates to a smaller sub-set of interested parties, who have retained consultants and counsel and engaged in extensive due diligence with PEDP and its consultants regarding the project, including the review of all acquisition and title documents, existing financing documents, environmental documents, traffic impact and control documents, development and site engineering documents, including meetings and conferences with PEDP's various site, environmental, developmental and other consultants.

21. In addition, PEDP has exchanged and negotiated proposed Term Sheets with this sub-set of interested parties, and at this point in time has reached substantial agreement as to proposed terms with at least one of the interested parties, which is an international gaming company, who is prepared to provide funding and obtain financing for the development of a full scale project at the Columbus Boulevard Site, subject to a few remaining substantive conditions which the parties are presently working through.

22. Furthermore, given the proposed legislation regarding gaming governance and the enactment of table games, the interested parties have indicated that they are unable to make a final commitment without having an understanding as to what the final form of the proposed legislation will be, since it will impact both their willingness to initially develop a full scale gaming facility at the Columbus Boulevard Site and the conditions and methods under which they would do so, given the effect such legislation will have on the economics of the development and operation of such a facility.

23. Likewise, obtaining a commitment for third party financing is a critical element of any arrangement with a proposed investor and, while it is anticipated that such a commitment is obtainable by March, 2010, proposed investors are exploring financing opportunities with potential lenders to determine the availability of such funding as part of the consummation of any Term Sheet.

24. Once a Term Sheet is consummated and executed, subject of course to prior Board approval, it is contemplated that the development of the Project will move forward, either through the construction of an interim facility or temporary facility, or based upon a course of action to initially develop a full scale facility.

25. Thus, for the foregoing reasons, PEDP does not anticipate being able to make its required submissions in response to Conditions 5 and 6 until the source, manner, timing and amounts of funding for the development of the facility have been finalized.

26. While PEDP does not expect to be able to respond to Conditions 5 and 6 within the timeframe set forth in the Order, there is good cause for extending these timeframes by three

(3) months, and PEDP is therefore filing the present Motion, which it respectfully requests be granted for all of the reasons set forth herein.

REQUEST FOR RELIEF

27. PEDP incorporates all paragraphs of this Motion as though fully set forth herein.

28. Pursuant to § 497a.5 of the Board’s regulations, 58 Pa. Code § 497a.5, the Board may, upon timely motion and for good cause shown, extend any period of time set forth in any order of the Board. Section 497a.5(a)(1) provides:

Whenever under this part or by order of the Board, or notice given thereunder, an act is required or allowed to be done at or within a specified time, the time fixed or the period of time prescribed may be extended by the Board, for good cause, upon a motion made before expiration of the period originally prescribed or as previously extended. Upon a motion made after the expiration of the specified period, the time period within which the act may be permitted to be done may be extended when reasonable grounds are shown for the failure to act.

29. While the Board’s regulations do not specifically define the term “good cause,” the Commonwealth Court has, in construing other statutory provisions setting forth an undefined “good cause” standard, construed the term “good cause” to mean a “legally sufficient reason,” according to the plain meaning of the phrase. Perez v. Bureau of Commissions, 854 A.2d 998, 1000 (Cmwlth. Ct. 2004) (citing Black’s Law Dictionary 213 (7th ed. 1999); 1 Pa. C.S.A. §1903(a)).

30. PEDP has shown here that it has good cause – a legally sufficient reason – to seek the requested extension of time.

31. PEDP has timely satisfied all of the Conditions in the Board's Order that have come due to date, and PEDP continues to satisfy on an ongoing basis all of the Conditions that direct PEDP to submit monthly status updates to the BIE.

32. PEDP moreover expects to satisfy Condition 4, pertaining to funding the development of the facility, on or before the time when that Condition comes due.

33. When the Board set forth the sequence and progression of the Conditions in its Order at the end of August, 2009, it envisioned that PEDP would first develop the renderings, proposals, opinions, and other documents relating to the construction of the facility, and the timeline for commencement and completion of all phases of development, prior to finalizing funding for the development.

34. However, factors beyond its reasonable control, including the current realities of the national credit and financial markets, have forced PEDP to reorder the priority in which it pursued these development goals.

35. Based upon the status of the national credit and financial markets at the present time, it would not have been possible for PEDP to finalize its development plans and timeline before finalizing how it will fund and finance the development of the project.

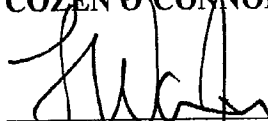
36. Additionally, the requested extension is relatively minimal. PEDP is only requesting that the timelines for two of the seven Conditions that specify reporting timeframes be extended by a brief period of three months; PEDP has satisfied or fully expects to satisfy the remaining five of the seven time related Conditions within the timelines set forth by the Board in its Order.

37. Furthermore, the requested extension does not impact the ultimate deadline of May 29, 2011, in that it only seeks a minimal extension of two intermediate deadlines.

38. Finally, the BIE will be able to continue to closely monitor PEDP's progress towards meeting the Conditions, and towards ensuring that 1500 slot machines are available for play by May 29, 2011, because PEDP will continue to submit written monthly updates to the BIE concerning its progress.

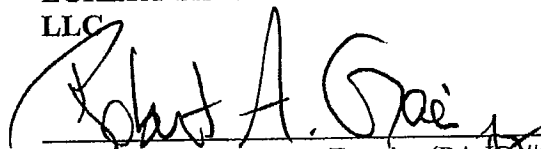
WHEREFORE, pursuant to 58 Pa. Code § 497a.5, and for good cause shown, Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia respectfully requests that the Board grant this motion and extend by three months, until March 1, 2010, the time for Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia to submit to the Bureau of Investigations and Enforcement the reports and other documents called for by Conditions 5 and 6 of the Board's Order.

COZEN O'CONNOR



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*Attorneys for Philadelphia Entertainment and
Development Partners, L.P., d/b/a Foxwoods
Casino Philadelphia*

Dated: November 30, 2009

VERIFICATION

I, Nicholas F. Moles, am Vice President and General Counsel for Movant, Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia ("PEDP"). I hereby state that I am authorized to make this Verification on behalf of PEDP, and I state that the facts above set forth in the foregoing Motion to Extend Time are true and correct to the best of my knowledge, information, and belief. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

Date: November 30, 2009



Nicholas F. Moles, Esquire
Vice President & General Counsel
Philadelphia Entertainment and
Development Partners, LP, d/b/a
Foxwoods Casino Philadelphia

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

IN RE :
PHILADELPHIA ENTERTAINMENT AND :
DEVELOPMENT PARTNERS, L.P., d/b/a : **PGCB Docket No. 1367**
FOXWOODS CASINO PHILADELPHIA :
:

ORDER

AND NOW, this ____ day of December 2009, the Board hereby **GRANTS** Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia ("PEDP") November 30, 2009 Motion to Extend Time pursuant to 58 Pa. Code § 497a.5(a)(1) for good cause shown. The time for PEDP to submit to the Board's Bureau of Investigations and Enforcement ("BIE") the reports and other documents called for by Conditions 5 and 6 of the Board's September 1, 2009 Order granting Foxwoods' Petition to Extend the Time to Make Slot Machines Available is hereby **EXTENDED** by a period of three (3) months, until March 1, 2010.

By: _____
Gregory C. Fajt, Chairman
Pennsylvania Gaming Control Board