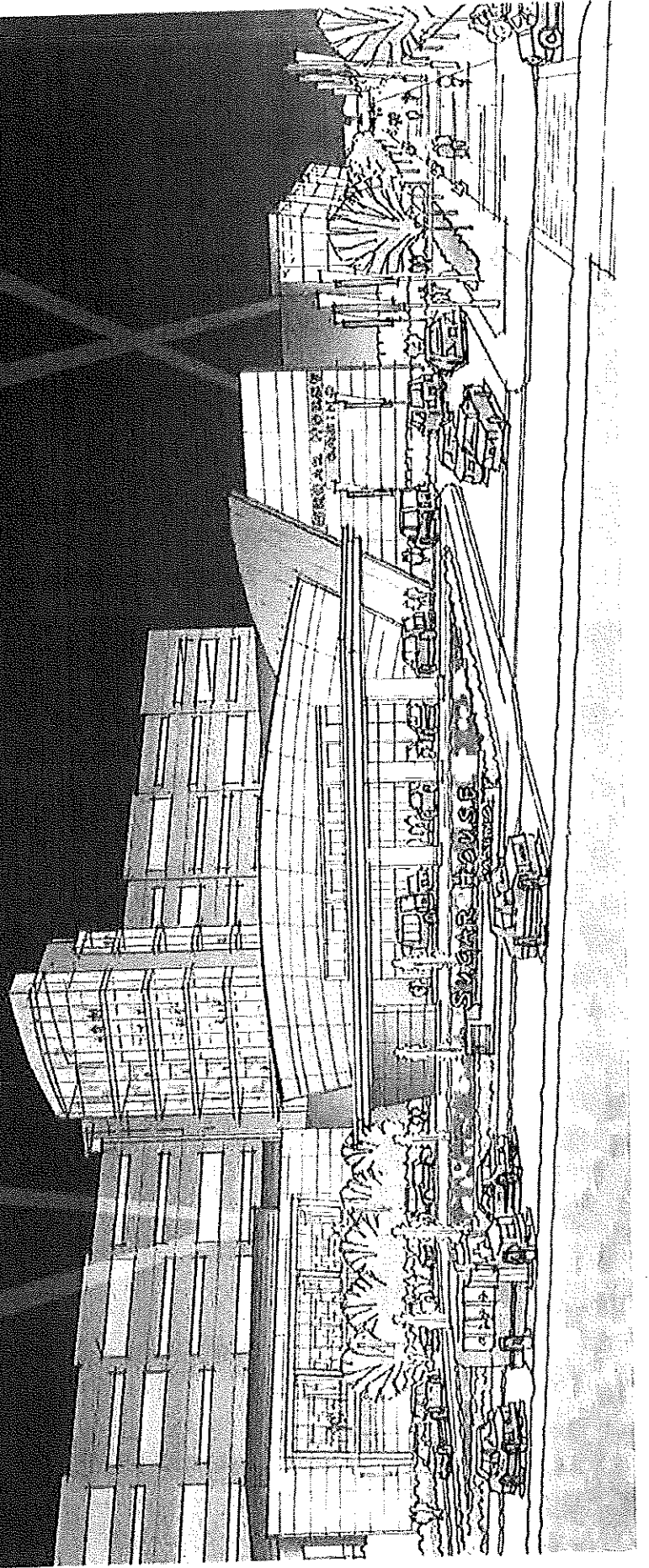


SugarHouse

PURE FUN



Sugar House

EXHIBIT B

PHILADELPHIA CITY PLANNING COMMISSION
November 15, 2011

PRESENT: Alan Greenberger, Chairman
Joseph Syrnick, Vice Chairman
Brian Abernathy, representing Richard Negrin
Bernard Lee, Esq.
Elizabeth K. Miller
Nancy Rogo Trainer
Saskia Thompson, representing Rob Dubow

ABSENT: Patrick J. Eiding
Nilda Ruiz

Executive Director: Gary J. Jastrzab
Deputy Executive Director: Eva Gladstein

~~"not" to change the meaning of sentence 14-303 (6)@(-3) on page 3-11 or (page 63/403 if viewing online.) He recommended the Commission's action today include this language modification and removing the word "no" in sparking the word "yes" for outside investment in the City.~~

Brian McHale stated the work that has been done by the Zoning Code Commission that comes under the Home Rule Charter, should be passed.

Stacy Graham, staff member of Councilmember Green, stated they worked very hard on Veteran's Day. We are very satisfied and Council is in full agreement with the changes. Please pass it.

James Lloyd, Planning Coordinator for CDC, stated they worked night and day to provide affordable housing. They support it.

Mr. Greenberger replied we are aware the point of Mr. Schelter brought up. The Zoning Code Commission is now out of business. We are happy to take this up before the Council in 8 months. We don't want to start to insert new ideas before it goes to Council. Don't get in the middle of it.

Upon motion by Mr. Syrnick, seconded by Ms. Thompson, the City Planning Commission approved Zoning Bill No. 110766.

- 13) Streets Bill No. 110765: Striking a portion of the 300 block of (paper) Markle Street (Introduced by Councilmember Jones on October 27, 2011).

Martine Decamp, Development Planning Division, stated this is in the northwest section of the City. It is on the City Plan, and it is not legally opened. It is a paper street. The developer proposes to build a new hardware store to the north and tear down the old one for a parking lot. It is consistent with the 2035 Plan. The City Planning Commission staff recommendation is approval.

Upon motion by Mr. Syrnick, seconded by Mr. Lee, the City Planning Commission approved Streets Bill No. 110765.

- 14) Proposed SugarHouse Casino Expansion
 - a) Plan of Development Amendment.
 - b) Zoning Bill No. 110717: Amending the waterfront setback, off-street parking, and off-street loading requirements of the CED Commercial Entertainment District (Introduced by Councilmember DiCicco on October 13, 2011).
 - c) Zoning Bill No. 110719: Remapping the area bounded by North Delaware River, former Shackamaxon Street, and a line 260 feet north of Shackamaxon Street from C2 to CED Commercial Entertainment District (Introduced by Councilmember DiCicco on October 13, 2011).
 - d) Street Bill No. 110718: Modifying the curblin of North Delaware Avenue from Frankford Avenue to Marlborough Street, and

relocating a utility right-of-way to permit casino expansion
(Introduced by Councilmember DiCicco on October 13, 2011).

Mr. Lee recused himself.

Mr. Gregorski stated SugarHouse Casino has its own CED. There are a number of items today. Streets Bill No. 110719 - rezoning of the property from C3 to CED. Streets Bill No. 110718 - modifying the curbline. Phase 1A of new proposal, changing the entrance to Shackmaxon. Streets Bill No. 110717 - may be amendment to language. POD is like a Master Plan. Phase 1A is the expansion of the parking garage. We need a text change to CED District - A 50 ft. setback is required for open spaces. What is being proposed is a terrace. Also change to off-street parking facility, and off-street loading. They need to be done before they can move on. POD - discussion on how they are going to run a bridge. The path will remain open space. In order to permit the expansion of the SugarHouse Casino, the official Plan of Development must be amended. The new plan will include the construction of a 7-story parking garage for 1500 parking spaces, an expansion of the gaming floor to include a poker room, a VIP lounge, expanded gaming positions, two new restaurants, a banquet hall, and other back of house facilities. Existing parking spaces are 1820; proposed 2440. Ground floor area is 81,000 sq. ft; proposed is 152,000 sq. ft. There are 1,696 gaming spaces; proposed 2,620 gaming spaces. There are 4 loading spaces; proposed is 6 spaces. Phase 1B further expansion of the casino hotel. The other phases will require a return to the PCPC and City Council for further review and approval. The City Planning Commission staff recommendation is approval for 1) amended zoning Bill; 2) Streets Bill; 3) text change to Bill; and 4) POD. They will need other approvals: City Council, State Gaming Commission, and Highway. For Phase 1B, we are asking for POD approval. It will have to come back here for design review. We are asking for conceptual approval.

Cynthia Tedeski, from Mattoni Law Firm, stated she represents the bank for the property at 1143 N. Delaware Avenue, which is located 2 parcels north from SugarHouse. It is G2 Industrial site. Our client has a property zoned C3. No further action should be taken until we decide what uses should be there.

Paul Boni, resident and attorney, stated he is not with the Advisory Group. He wondered why the Philadelphia City Planning Commission would approve Phase 1B. The applicant has made some promises that have not come through. The last go around, the City said there would not be surface parking after the garage was built. That has not happened. The City needs to look at the number and look at the ratio. Minimize the number of parking spaces. Under the Zoning Code, we have adult only uses that should not be within 500 feet. Why do you need to move into the trail at all? Can they move 20 ft. west? He urged this Commission not to approve until you look into a health impact assessment. Casinos depend on gambling addicts for its revenue. The public health impacts, social cost, police costs, and loss of jobs. Defer approval of this proposal. The City needs to get serious about the health impact in the dense area of the City.

Tom Witt, attorney from Cozen O'Connor, replied the place to put the casino was the choice of the Gaming Control Board. Parking and traffic have been a great success here. The trail is very beautiful here, and we want to secure it to make it safe.

Mr. Greenberger replied the Delaware River Waterfront Corporation (DRWC) suggested the possibility of extending the trail that exists now to Penn Treaty Park. DRWC wants to have discussion with the 2 property owners to extend the trail. DRWC has a grant to extend a trail to

Penn Street. There is a channel at Shackmaxon, this proposal has a new idea for it. The essential parking is going to help the City. We need to use surface parking to meet CED zoning requirements. The trade off is a permanently shorter garage with surface parking. It is valuable for the City. He is use to surface parking and helps green space. We don't know what is going to happen with casinos in our state. This is a measured set of expansions.

Ms. Rogo Trainer replied she remembered that when the surface parking first came before us that the surface parking would go away after the garage was built. What is to say that they could come back again and say they want more land for parking.

Mr. Greenberger replied we did ask them to take away some parking to make it pedestrian friendly. The question is could they acquire the 2 properties to the north. They can't go south. What can we do on site? The footprint of the garage is an asset. A much smaller and shorter garage was an asset to the City.

Mr. Syrnick replied we are not approving unlimited parking in other areas.

Mr. Gregorski replied the height of the garage is 90 ft.

A brief discussion ensued between Mr. Greenberger and Ms. Rogo Trainer regarding parking.

Ms. Thompson asked why isn't there a better treatment on the garage. Maybe green? View corridor?

James Shobar, Jr, with Cope Linder, replied you only see 3 levels of the garage from the view on the Delaware River. View from Shackmaxon, we are looking to using a green design, a lively plant design that will change with the seasons.

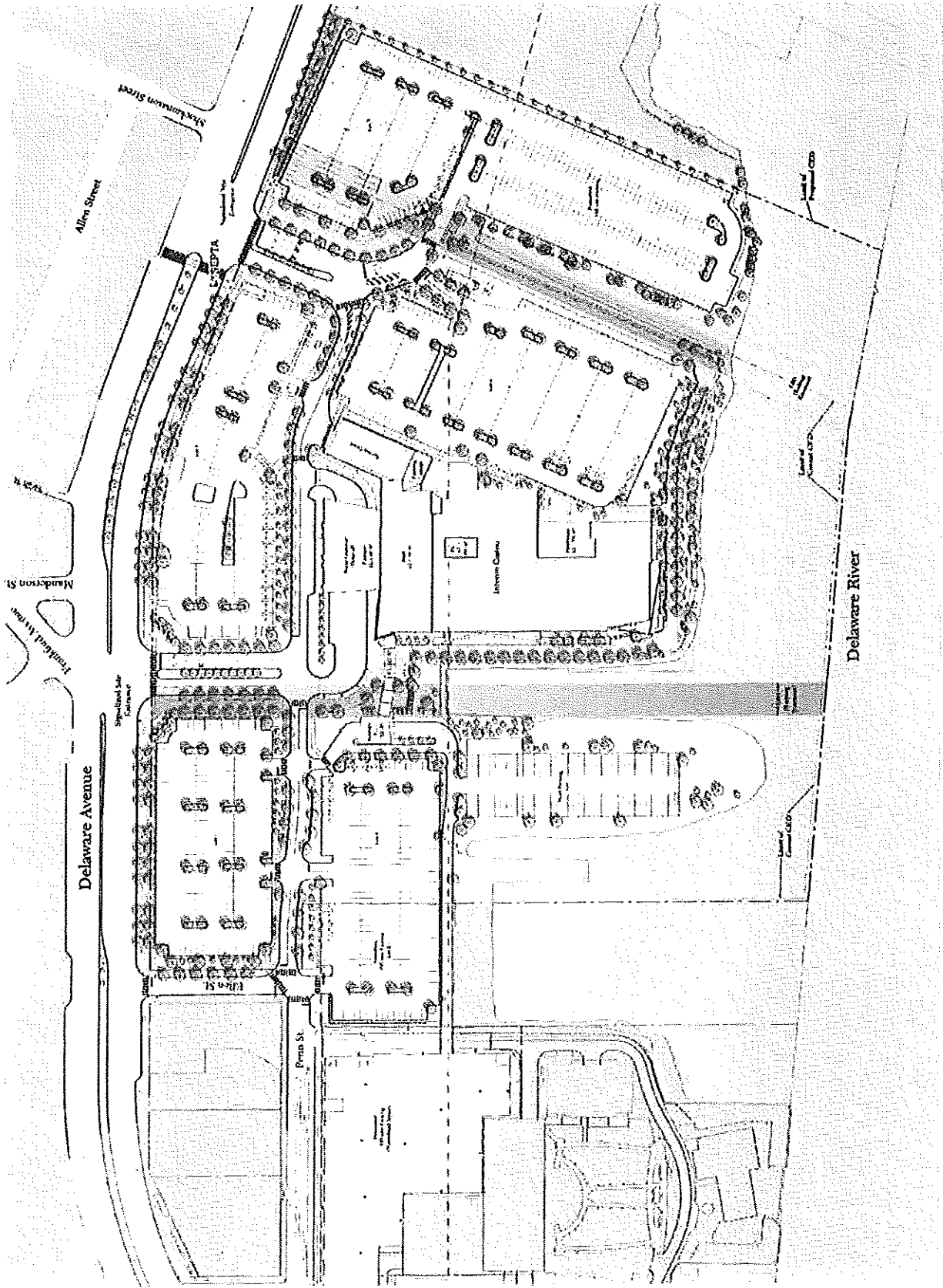
A brief discussion ensued between Ms. Thompson, Mr. Greenberger, and Mr. Shobar regarding the treatment on the garage.

Upon motion by Mr. Abernathy seconded by Mr. Syrnick, the City Planning Commission approved the Proposed SugarHouse Casino Expansion: Plan of Development Amendment, Zoning Bill Nos. 110717 and 110719, and Streets Bill No. 110718.

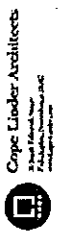
Ms. Rogo Trainer opposed this proposal.

Mr. Greenberger adjourned the City Planning Commission Meeting of November 15, 2011 at 5:25pm.

EXHIBIT C

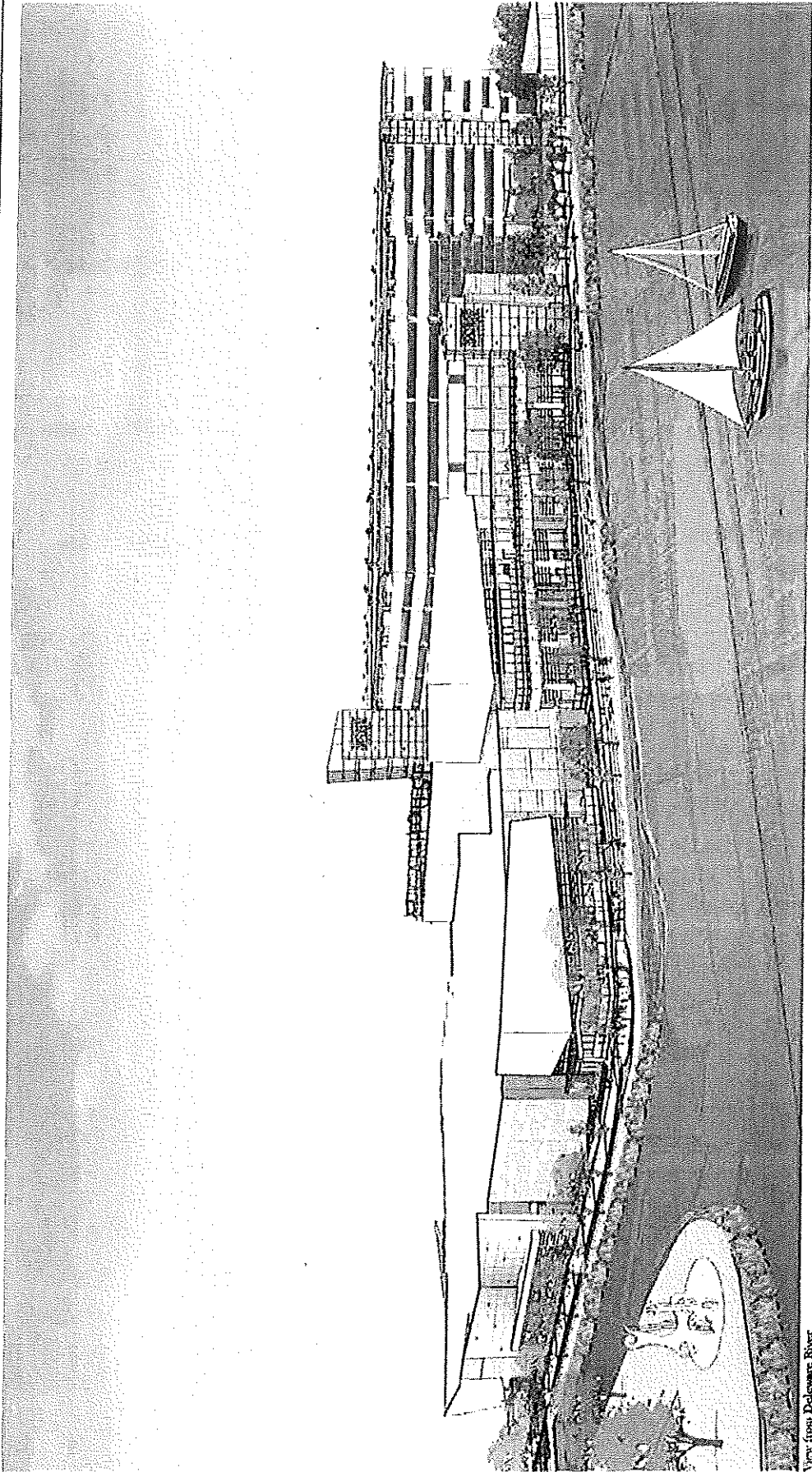


INTERIM CASINO
 EXISTING CONDITIONS
 SITE PLAN A-04
 C.E.D. AMENDED PLAN OF
 DEVELOPMENT DESIGN INTENT
 10 November 2013

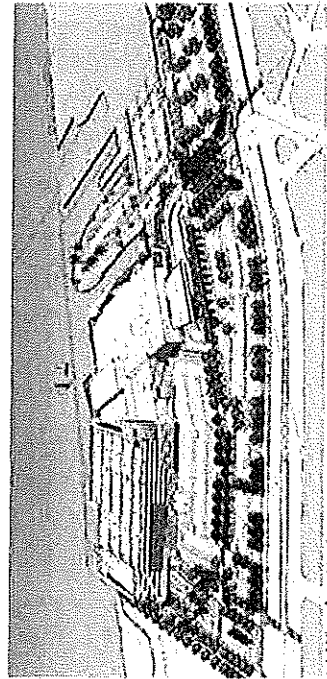


SUGAR
 HOUSE
 CASINO

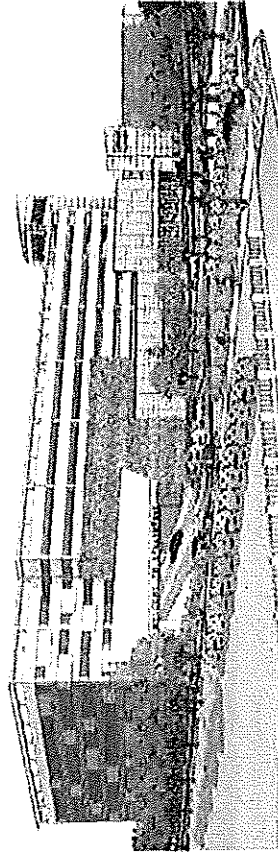
Sugarhouse HSP Gaming, LLC



View from Delaware River



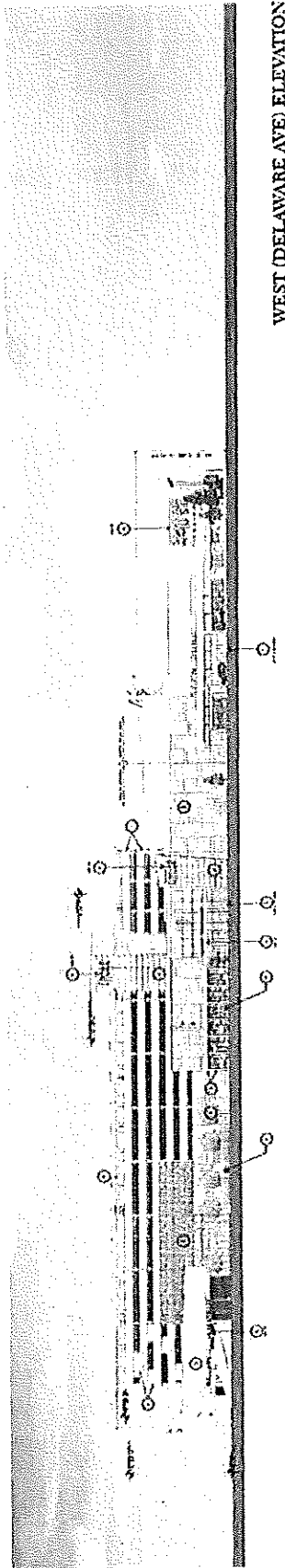
Aerial View from Northwest



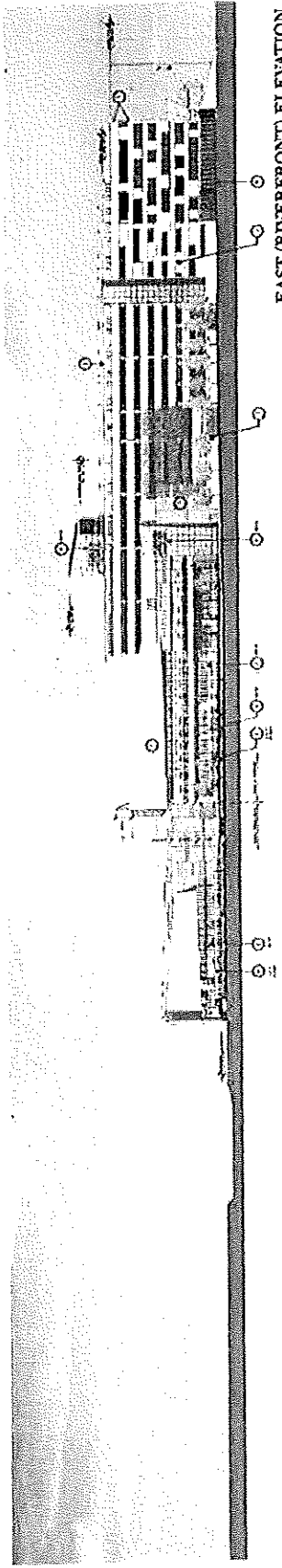
View from Delaware Avenue

PHASE 1A
PERSPECTIVE VIEWS
A-05

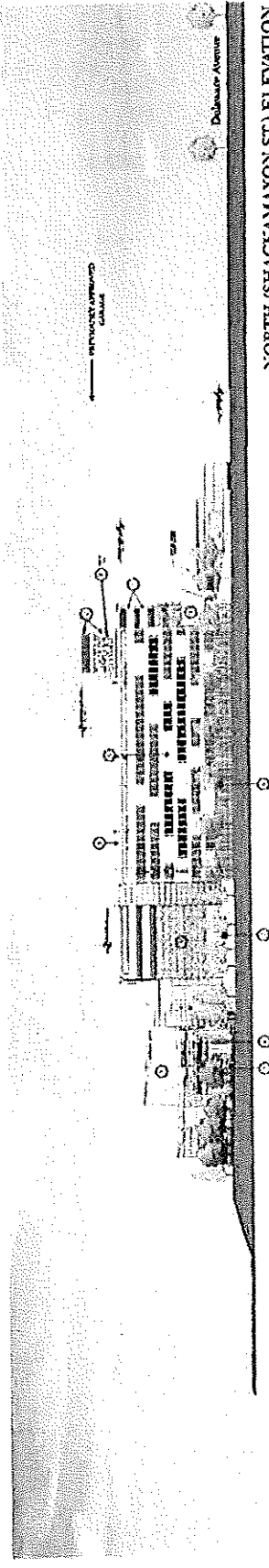
C&B ARCHITECTS PLANS OF
DEVELOPMENT DESIGN INTENT
10 NOVEMBER 2011



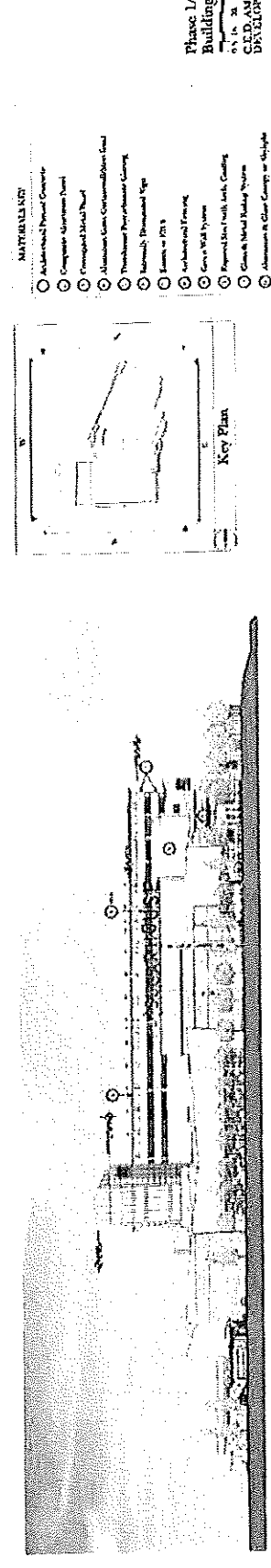
WEST (DELAWARE AVE) ELEVATION



EAST (RIVERFRONT) ELEVATION



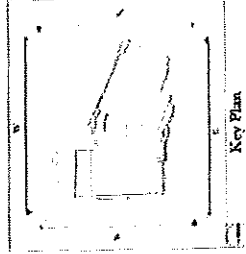
NORTH (SHACKAMAXON ST) ELEVATION



SOUTH ELEVATION

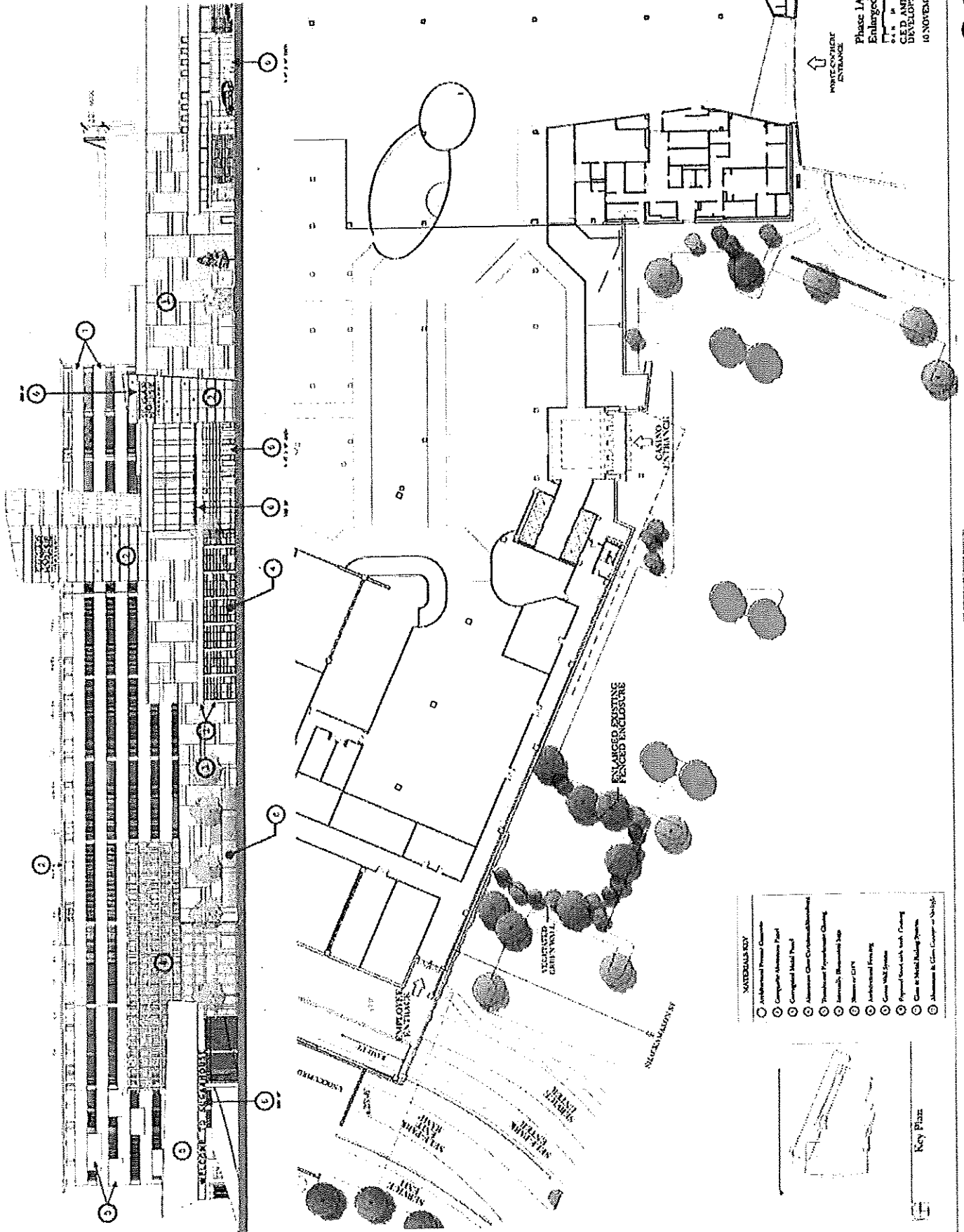
MATERIALS

- Architectural Precast Concrete
- Composite Aluminum Panel
- Extruded Metal Panel
- Aluminum Glass Curtain Wall System
- Precast Concrete Curtain Wall
- Aluminum Extruded Edge
- Glass in Panel
- Aluminum Frame
- Glass Wall System
- Precast Concrete with Joint Casting
- Glass Metal Building System
- Aluminum Glass Cladding or Clap



Phase 1A
 Building Elevations
 A-09
 0.1 to 0.2
 IN
 SUGAR HOUSE GAMING CENTER
 10 NOVEMBER 2011





Phase 1A
 Enlarged Building Elevations
 D.P. No. A-09a
 C.E.D. AMENDED PLAN OF
 DEVELOPMENT DESIGN INTENT
 10 NOVEMBER 2011

MATERIALS KEY

- 1. Architectural Finish - Concrete
- 2. Concrete - Architectural Panel
- 3. Concrete - Metal Panel
- 4. Aluminum - Clear Coated/Anodized
- 5. Aluminum - Clear Coated/Anodized
- 6. Aluminum - Clear Coated/Anodized
- 7. Aluminum - Clear Coated/Anodized
- 8. Aluminum - Clear Coated/Anodized
- 9. Aluminum - Clear Coated/Anodized
- 10. Aluminum - Clear Coated/Anodized
- 11. Aluminum - Clear Coated/Anodized
- 12. Aluminum - Clear Coated/Anodized

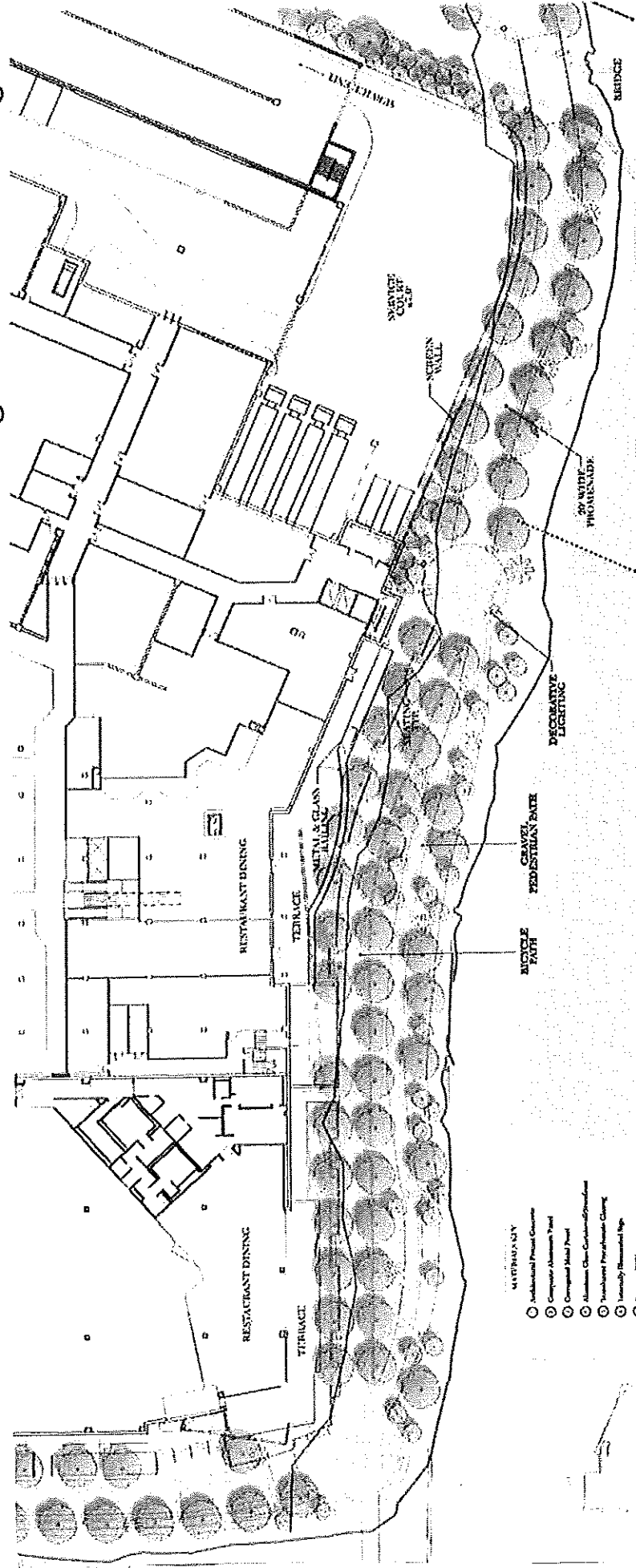
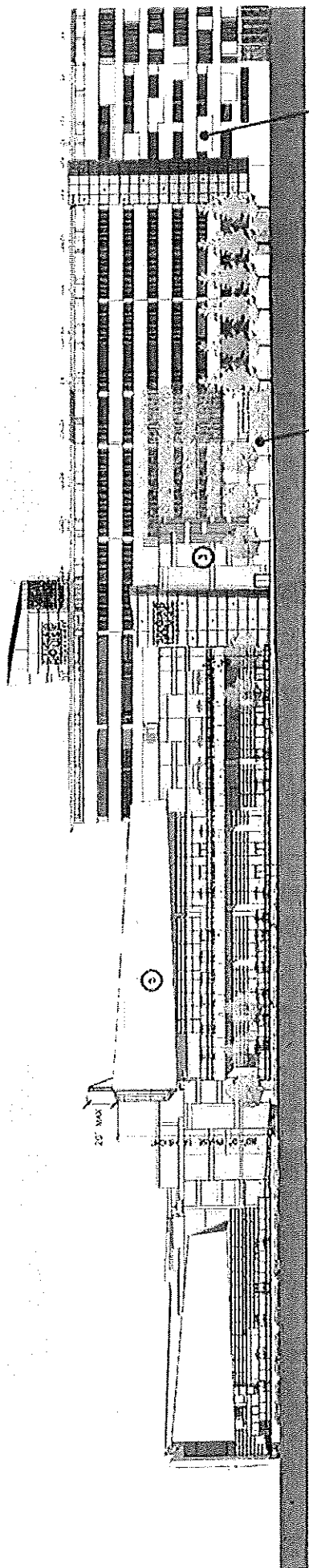


Key Plan

Cape Linder Architects
 1000 ...
 ...

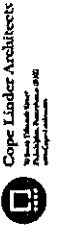
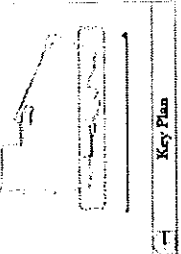
SUGAR
 HOUSE
 CASINO

SugarHouse HSP Gaming, L.P.
 ...



Phase 1A
 Enlarged Building Elevations
 Final A-09b
 C.E.D. AMENDED PLAN OF
 DEVELOPMENT DESIGN INTENT
 10 NOVEMBER 2011

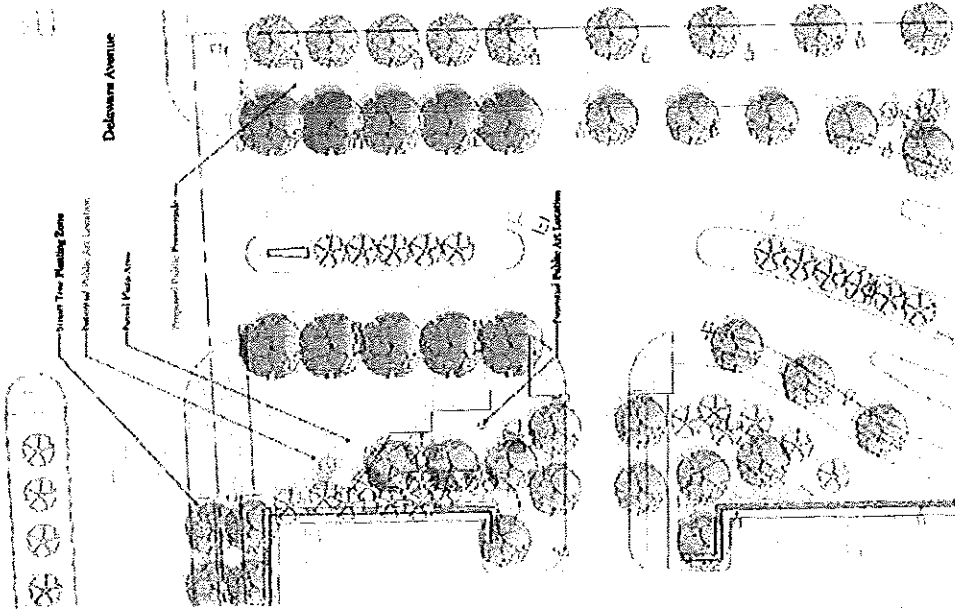
- LEGEND**
- 1 Architectural Project Outline
 - 2 Complete Aluminum Panel
 - 3 Composite Metal Panel
 - 4 Aluminum Glass Curtain Wall
 - 5 Insulated Perforated Glass
 - 6 University Illuminated Sign
 - 7 Slates or Tiles
 - 8 Architectural Fining
 - 9 Green Wall System
 - 10 Polymer Concrete Arch Ceiling
 - 11 Glass & Metal Building System
 - 12 Aluminum & Glass Composite Slatlight



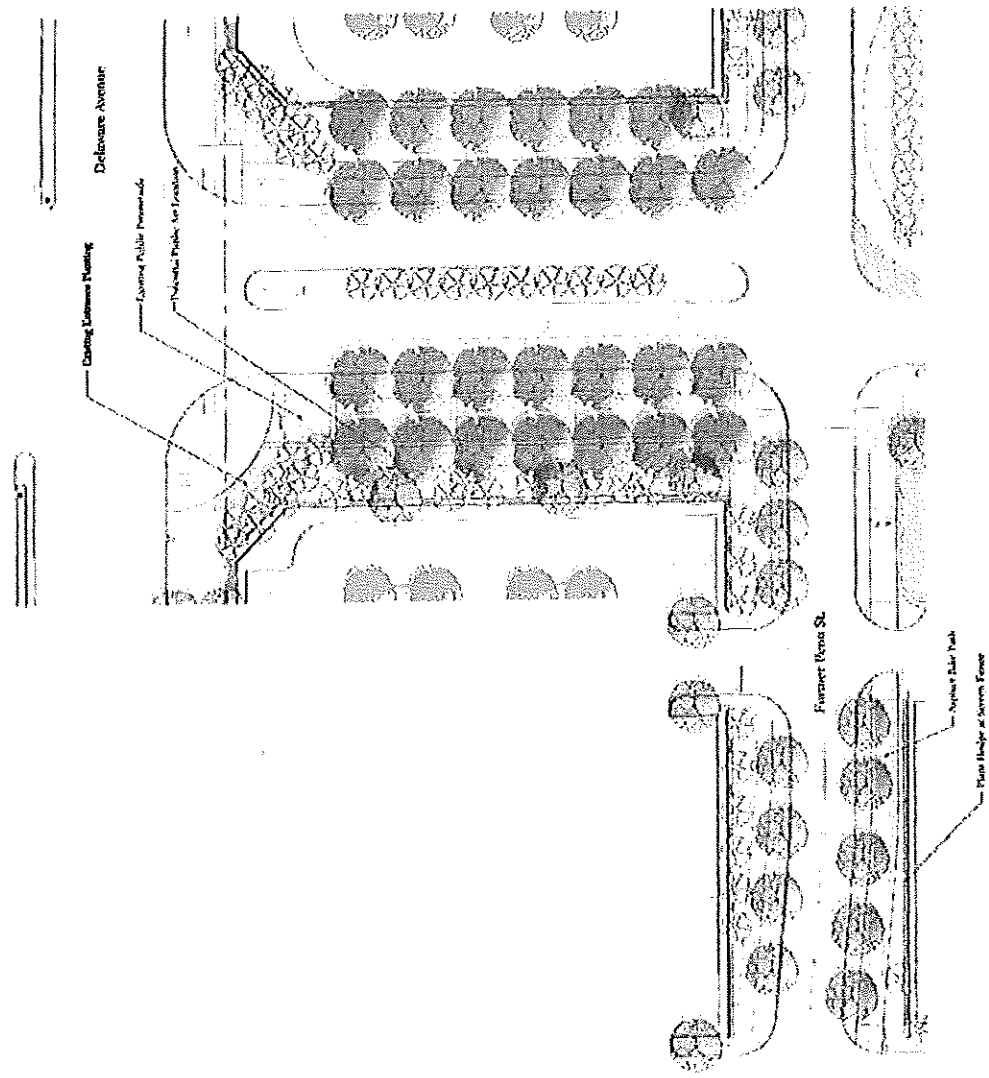
Cope Linder Architects
 1000 West 10th Street
 Suite 100
 Fort Collins, CO 80521
 Phone: 970.221.1111
 Fax: 970.221.1112
 www.cope-linder.com

SUGAR
 HOUSE
 CASINO

SugarHouse HSP Gaming, L.P.
 Fort Collins, Colorado



CONCEPT PLAN DETAIL
PUBLIC SELF-PARK ENTRY DRIVE AT SHACKAMAXON



CONCEPTUAL PLAN DETAIL
PROPOSED BIKE PATH TO PENN TREATY PARK AND PORTIE COSCHERE ENTRY DRIVE

ENHANCED SITE
ENTRANCES PLAN

A-10A
 CONCEPT PLAN OF
 DEVELOPMENT DESIGN INTENT
 10 November 2011

EXHIBIT D

City of Philadelphia



(Bill No. 110717)

AN ORDINANCE

Amending Title 14 of The Philadelphia Code, relating to "Zoning and Planning," by amending Chapter 14-400, entitled "Commercial Entertainment District," by amending certain provisions of Section 14-406 concerning structures permitted in setback, Section 14-408 concerning parking requirements and parking lots, and Section 14-409 concerning off-street loading.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Chapter 14-400 of The Philadelphia Code, relating to "Commercial Entertainment District," is hereby amended to read as follows:

TITLE 14. ZONING AND PLANNING.

* * *

CHAPTER 14-400. COMMERCIAL ENTERTAINMENT DISTRICT.

* * *

§14-406. Area Regulations.

* * *

(5) Yards.

* * *

(b) Waterfront Setback.

* * *

(.1) A public open space which may include privately or publicly owned space at a width of no less than 30 feet; and a publicly or privately owned right-of-way dedicated for pedestrian and bicycle traffic at a width of no less than 20 feet. The Commission may reduce this setback requirement for all or part of a site if site-specific conditions warrant such a reduction, but in no case will the setback at any spot be less than 30 feet total, including the pedestrian and bicycle right-of-way. *Foundations or*

City of Philadelphia

BILL NO. 110717 continued

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structures supporting exterior open spaces shall be permitted within the 50-foot waterfront setback, provided that any encroachment will not reduce the 20 foot minimum width of the pedestrian and bicycle right-of-way.

§14-408. Off-Street Parking.

* * *

(2) Off-street parking Layout and Access Conditions. Parking provided in this district shall be adequately served by high capacity roads and/or driveways approved by the Department of Streets as being adequate to safely serve the ingress and egress of patrons and guests using the facility, further provided:

(a) Except for interim facilities with 1700 or fewer gaming positions *and except for facilities with structured parking in which the deck of the highest parking floor is at a height not exceeding 90 feet above grade (parapet walls, stair and elevator towers and light fixtures may be above 90 feet)*, not more than 10% of all parking spaces in a Commercial Entertainment District may be provided in parking lots. This includes required handicapped spaces, bus parking, limousine parking, cabstands, loading spaces and delivery spaces.

* * *

§14-409. Off-Street Loading.

(1) Off-street loading spaces shall be provided in accordance with the following table. The number of required spaces for a Plan of Development, within the Commercial Entertainment District shall be determined by calculating the total gross floor area [of all buildings in the district] *in accordance with §14-102(57) of the Code.*

* * *

SECTION 2. This Ordinance shall take effect immediately.

Explanation:

[Brackets] indicate matter deleted.
Italics indicate new matter added.

City of Philadelphia

BILL NO. 110717 continued

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City of Philadelphia

BILL NO. 110717 continued

Certified Copy

CERTIFICATION: This is a true and correct copy of the **original** Bill, Passed by the City Council on December 1, 2011. The Bill was Signed **by** the Mayor on December 14, 2011.



Michael **A.** Decker
Chief Clerk **of the** City Council



City of Philadelphia

City Council
Chief Clerk's Office
402 City Hall
Philadelphia, PA 19107

**BILL NO. 110718
(As Amended, 11/16/11)**

Introduced October 13, 2011

Councilmember DiCicco

**Referred to the
Committee on Rules**

AN ORDINANCE

Authorizing the revision of lines and grades on a portion of City Plan Nos. 146 and 271 by relocating the northwesterly and southeasterly curblines of North Delaware Avenue, from Frankford Avenue to Marlborough Street, to establish certain curb bump-outs and lay-bys, striking from the City Plan a right-of-way within the lines of former Shackamaxon Street from the southeasterly side of North Delaware Avenue to the Pierhead Line of the Delaware River and placing on the City Plan a right-of-way for water main purposes, drainage purposes and public utility purposes approximately 200 feet northeast of former Shackamaxon Street from the southeasterly side of North Delaware Avenue to the Pierhead Line of the Delaware River, under certain terms and conditions.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Pursuant to Section 11-404 of The Philadelphia Code, The Board of Surveyors of the Department of Streets is hereby authorized, subject to approval as part of a Plan of Development, to revise the lines and grades on a portion of City Plan Nos. 146 and 271 by:

- (a) Relocating portions of certain curblines on the northwesterly and southeasterly sides of North Delaware Avenue within the area bounded by Frankford Avenue and Marlborough Street to establish certain curb bump-outs and lay-bys for the purposes of improving the safety of pedestrians and facilitating traffic flow.
- (b) Striking from the City Plan and abandoning a 60 feet wide right-of-way for water main purposes, drainage purposes and public utility purposes within the lines of former Shackamaxon Street.

City of Philadelphia

BILL NO. 110718, as amended continued

- (c) Placing on the City Plan a 60 feet wide right-of-way for water main purposes, drainage purposes and public utility purposes extending from the southeasterly side of North Delaware Avenue with a centerline at the distance of approximately 200 feet northeast of the centerline of former Shackamaxon Street, extending southeastwardly to the Pierhead Line of the Delaware River.
- (d) Placing on the City Plan a 60 feet wide right-of-way for water main purposes, drainage purposes and public utility purposes extending from the bed of former Shackamaxon Street to the right-of-way established under the immediately preceding clause (c), the south line of which shall be located not more than approximately 205 feet south of the southeasterly side of North Delaware Avenue.

SECTION 2. This authorization is conditional upon compliance with the following requirements within two (2) years from the date this Ordinance becomes law:

- (a) The filing of an agreement, satisfactory to the City Solicitor, by the owner or owners of property affected thereby, to release the City from all damages or claims for damages which may arise by reason of the City Plan changes authorized herein; in lieu thereof, only after the party in interest has demonstrated best efforts to obtain such agreements and such efforts are unsuccessful, the party in interest shall file an agreement and bond with corporate surety, satisfactory to the City Solicitor, to indemnify the City as aforesaid.
- (b) The filing of an agreement, satisfactory to the City Solicitor, by the party in interest, to release, indemnify and defend the City from all damages or claims for damages that may arise by reason of the City Plan changes authorized herein.
- (c) The party requesting changes to the City Plan hereunder shall file an agreement, satisfactory to the City Solicitor, to make any and all changes and adjustments to curbing, sidewalk paving, cartway paving, water pipe, fire hydrants, sewers, inlets and manholes, street light poles and equipment, and to other City structures either overhead, underground, or upon the surface, including the relocation, abandonment, repairing, reconstruction, cutting, and sealing of such structures and facilities which may be necessary in the judgment of the Department of Streets and the Water Department by reason of the City Plan changes authorized herein. The agreement shall provide for the removal of all existing City-owned street lighting poles and equipment and for their delivery to the storage yard of the Street Lighting Division at 701 Ramona Avenue at no cost to the City. The agreement shall provide for the removal of salvageable hydrants, valves, manhole covers, frames, and connections, as determined by the Water Department, and for their delivery to the storage yard of the Water Department located at Twenty-ninth Street and Cambria Street at no cost to the City. The agreement shall also provide for the removal of salvageable cast iron manholes and covers, street inlet

City of Philadelphia

BILL NO. 110718, as amended continued

grates, frames and hoods, and inlet castings, as determined by the Water Department, and for their delivery to the storage yard of the Water Department located at 3201 Fox Street at no cost to the City. The agreement shall provide that this work be completed within one year from the date of confirmation by the Board of Surveyors of the City Plan changes authorized by this Ordinance.

- (d) The party requesting changes to the City Plan hereunder shall file a bond, with corporate surety, satisfactory to the City Solicitor, and in an amount satisfactory to the Department of Streets, to cover the cost of the work required under Section 2(c).
- (e) The filing of an agreement by the owner or owners of property affected thereby, granting to the City the aforesaid rights-of-way for water main purposes, drainage purposes and public utility purposes authorized in Section 1(b) and Section 1(c) of this Ordinance. The agreement shall provide that no changes in grades shall be made and that no fences, buildings, or other structures, either overhead, underground, or upon the surface, shall be constructed within the lines of the right-of-way or abutting thereon, unless the plans for such structures shall first be submitted to and approved by the Water Department. The agreement shall also grant the right-of-access and occupation at any and all times to the officers, agents, employees, and contractors of the Water Department for the purpose of construction, reconstruction, maintenance, alterations, repairs, and inspection of present and future facilities and structures.
- (f) The payment by the party in interest of the cost of advertising the public hearing by the Board of Surveyors on the City Plan changes authorized by this Ordinance.

SECTION 3. This Ordinance shall not become effective unless the sum of two hundred dollars (\$200.00), toward costs thereof, is paid into the City Treasury within one hundred and twenty (120) days after this Ordinance becomes law.

City of Philadelphia

BILL NO. 110718, as amended continued

City of Philadelphia



(Bill No. 110719)

AN ORDINANCE

To amend the Philadelphia Zoning Maps by changing the zoning designations of certain areas of land located within an area bounded by the southeasterly side of North Delaware Avenue, the centerline of former Shackamaxon Street, the Pierhead Line of the Delaware River and a line approximately parallel to the centerline of former Shackamaxon Street being a property line located on the southeasterly side of north Delaware Avenue approximately 260 feet north east of the southwesterly side of former Shackamaxon Street and extending from that point to the Pierhead Line of the Delaware River.

THE COUNCIL OF THE CITY OF PHILADELPHIA HEREBY ORDAINS:

SECTION 1. Pursuant to Section 14-103 of The Philadelphia Code, The Philadelphia Zoning Maps are hereby amended by changing the zoning designations of certain areas of land within an area bounded by the southwesterly side of North Delaware Avenue, the centerline of former Shackamaxon Street, the Pierhead Line of the Delaware River and a line approximately parallel to the centerline of former Shackamaxon Street being a property line located on the southeasterly side of North Delaware Avenue approximately 260 feet north east of the southwesterly side of former Shackamaxon Street and extending from that point to the Pierhead Line of the Delaware River from the existing zoning designations indicated on Map "A" set forth below to the zoning designations indicated on Map "B" set forth below.

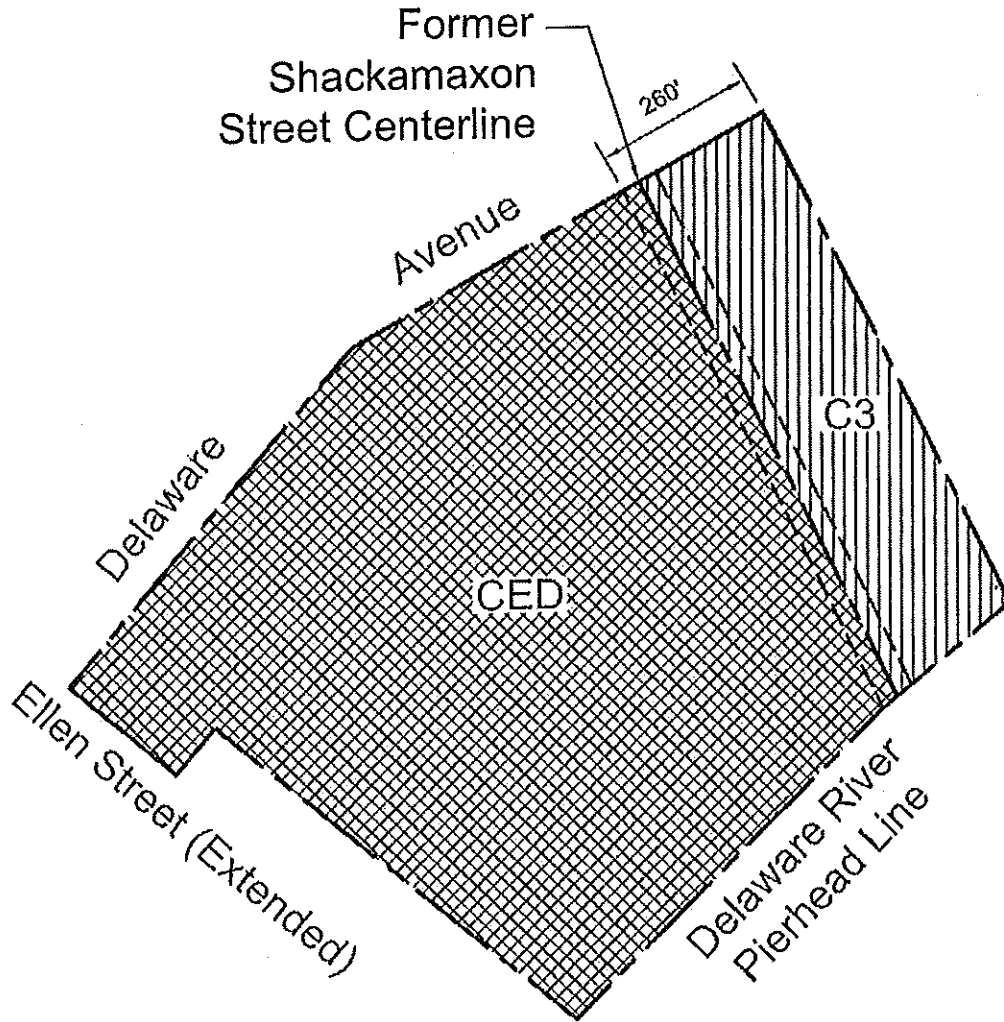
SECTION 2. This Ordinance shall become effective immediately.

City of Philadelphia

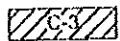
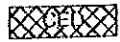


BILL NO. 110719

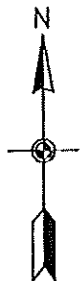
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Map A - Existing Zoning



Legend

-  Commercial
-  Commercial Entertainment District
-  Property Line
-  Right-of-way



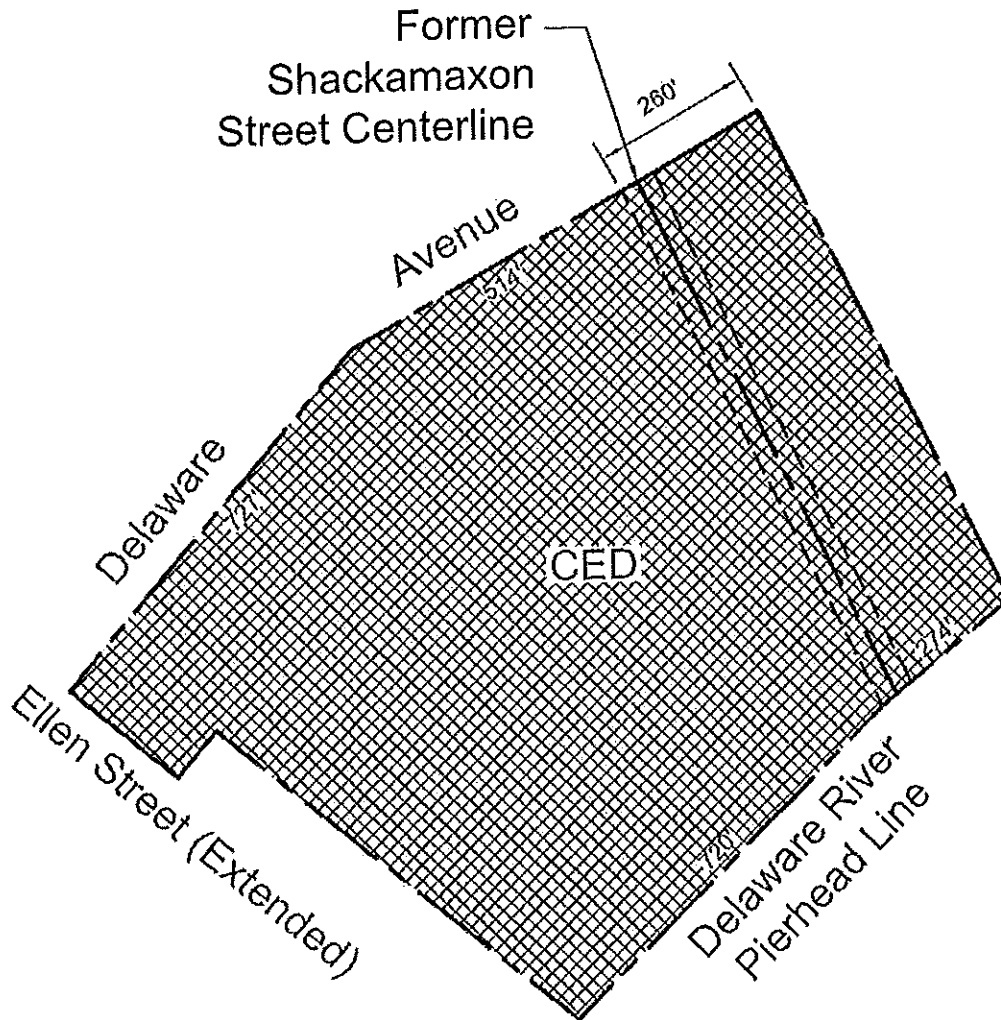
SCALE

City of Philadelphia




BILL NO. 110719

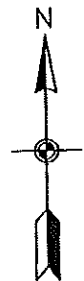
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Map B - Proposed Zoning



Legend

-  Commercial Entertainment District
-  Property Line
-  Right-of-way



SCALE

City of Philadelphia

BILL NO. 110719 continued

Certified Copy

CERTIFICATION: This is a true and correct copy of the **original** Bill, Passed by the City Council on December 1, 2011. The Bill was **Signed** by the Mayor on December 14, 2011.



Michael A. Decker
Chief Clerk of the City Council

EXHIBIT E

SUGARHOUSE CASINO¹

	2009 Expansion Plan	Modified Expansion Plan ²
Gaming Floor Area (SF)	80,000	90,000
Gaming Positions ³	3,000	2,630 - 3,090 ⁴
F&B Outlets	7	8
Parking Spaces ⁵	3,645	2,440
Cage Area (SF)	5,000	No Change
PSP/PGCB Area (SF)	2,800	No Change
Event/Conference Center and Pre-function (SF)	Not included	10,000 - 15,000

¹ Figures above reflect totals including the existing interim facility.

² Figures are subject to minor revisions as the plans and specifications are refined during the design process.

³ The 2009 Expansion Plan pre-dated the legalization of table games in the Commonwealth. As such, the 2009 Expansion Plan only contemplated slot machines. For the purposes of comparison, we have translated slot machines and table games into gaming positions.

1 slot machine = 1 gaming position

1 table game = 6 gaming positions

1 poker table = 10 gaming positions

⁴ Comprised of 1,900 - 2,200 slot machines, 80 - 90 table games and 25 - 35 poker tables

⁵ 2009 Expansion Plan: comprised of 3,265 structured parking spaces and 380 surface parking spaces

Modified Expansion Plan: comprised of 1,500 structured parking spaces and 940 surface parking spaces. The initial parking garage structure will be built to accommodate an expansion, if and when demand warrants such an expansion.