



December 20, 2012

City of Davenport  
Purchasing Division  
226 West 4th Street  
Davenport, IA 52801

Enclosed please find our proposal in response to RFP #13-34 CASINO DEVELOPMENT/OPERATOR. We feel strongly that our proposal merits approval. It's financially and socially good for the State of Iowa, City of Davenport, Riverboat Development Authority and, most importantly, the people of southeast Iowa.

Our proposal will:

- provide the City an opportunity to reinvigorate its downtown, while at the same time maximizing revenue through its location at the intersection of interstates I-80 & I-280.
- Generate an estimated \$94,000,000 in gaming revenue with a projected 27% of casino revenue paid to the City, State and RDA.
- Provide approximately 800-900 direct casino and hospitality related jobs for an annual estimated payroll and related costs of over \$30,000,000 annually;
- Further define an Entertainment Zone in the downtown Davenport, driving new dollars in economic development to the downtown area;
- Capture tourist traffic from a broader geographic area, as well as capture visits from guests who would not venture downtown.

While the City of Davenport, the RDA, and the State of Iowa may have individual needs and concerns about gaming in Davenport, we developed a plan in which all three entities will win.

We look forward to the conversations to come and appreciate the seriousness of your decision. Please feel free to contact me anytime throughout this process at 218.330.7075 or [ingenusmgmt@hotmail.com](mailto:ingenusmgmt@hotmail.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Ken Mimmack".

Ken Mimmack  
President and CEO

## **EXECUTIVE SUMMARY**

The City of Davenport's planned purchase of the Rhythm City Casino with the express purpose of developing a land-based gaming enterprise elicits strong reactions from the various affected parties and publics. Three entities will benefit financially from the casino's success – the Riverboat Development Authority (RDA), the City of Davenport, and the State of Iowa. Each benefits in a slightly different way, and issues such as ownership, location, and tax structure affect each entity differently.

In its request for proposal #13-34, the City of Davenport directed all respondents to "maximize the value of the gaming license."

Of course, opinions differ in how (and where) a land-based casino enterprise can maximize the City's return on investment. A downtown location leverages existing infrastructure and may create a ripple effect of economic development to existing businesses already established downtown. Conventional wisdom, and the experience of casino operations in other jurisdictions, indicates a casino located on the interstate highway system will generate more revenue.

While opinions may differ regarding the casino's location, those differences should not impact the well being of the people in Davenport in a negative way.

### **Ingenus believes in the Davenport market**

We see sound economic reasons for locating a casino enterprise downtown, near already existing infrastructure and attractions.

We also recognize that casinos located near interstate highway traffic often outperform operations in less convenient locations. A casino on the interstate will require duplicating some existing infrastructure, such as meeting, convention and entertainment facilities that already exist downtown. It will also create new economic development opportunities such as new retail, entertainment, and office without encountering a downtown location's problem of becoming landlocked to further development.

And while we believe a casino located on the interstate may initially drive higher revenue, a downtown location has an opportunity to drive greater immediate non-casino related economic development.

We also believe the ultimate decision is not up to Ingenus, nor perhaps even the RDA or the City of Davenport alone. The ultimate decision regarding location requires approval of the Iowa Racing and Gaming Commission.

Ingenus' experience is that the IRGC has previously raised concerns about locating casinos in downtown areas. As an example, in 2009-10, the River Hills Riverboat Authority proposed to locate a casino in downtown Ottumwa, attached to the existing Bridge View event center. While the IRGC appeared to appreciate the casino plan, they did raise questions about the downtown location and its ability to maximize revenue compared to a more convenient highway location.



While every location has strengths and weaknesses, two things are clear:

- Davenport's market is proven - a land-based casino will increase gaming revenue;
- The people of Davenport, the RDA, and the State of Iowa all deserve the most benefit possible – by giving a land-based casino best opportunity to maximize its revenue.

The Davenport/Quad Cities gaming market is currently under-utilized. A study by Cummings Associates commissioned by the City in 2010 indicates that a land-based casino will generate between \$80 - \$100 million in annual revenue whether located downtown or on an interstate, significantly more than the current riverboat operation.

Everyone involved – the City, State, RDA, developer/operator, and the funding institution - can agree, investing roughly \$100 million dollars in a land-based casino requires the operation be given every opportunity to generate the maximum return on investment, maximize revenue to the RDA, City and State, and create the largest ripple of ancillary economic development to existing and future businesses.

The fact is, one location cannot take advantage of every opportunity, generate all necessary future economic growth, or maximize available revenue on the gaming license. The fact is there is a better solution.

### **Bifurcated License: Maximizing Revenues, Creating Economic Development**

Ingenus' plan – a bifurcated license that includes a boutique and special events gaming parlor and restaurant downtown, and a more traditional, larger hotel and gaming facility at the confluence of Interstate 80 & 280 will expand the overall draw and focus on convenience – creating exactly the win-win that all parties deserve.

Bifurcating the license will maximize the overall value of the license by:

- Generating the most overall gaming revenue;
- Creating a ripple effect of economic development among existing businesses downtown;
- Further create an Entertainment Zone downtown maximizing the use of current downtown assets including the River Center, Adler Theatre, Hotel Blackhawk, Radisson Hotel, and others;
- Inspire and reward other developers who invest in rejuvenating downtown;
- Encourage economic development at a new Interstate highway location, creating new jobs, and new property taxes.

- Provide entertainment and gaming options that draw from wider geographic, demographic and economic audiences;
- Give the City of Davenport the best overall opportunity to receive approval to own the gaming enterprise from the Iowa Racing and Gaming Commission. Providing the IRGC with options will address – and overcome – several of the IRGC’s potential questions before they arise.
- Create the opportunity to continue to grow and expand;
- Create opportunities in retail, hospitality, housing, etc. This can spur further economic growth;
- Take advantage of traffic that will not venture downtown;
- Enhance Davenport’s reputation as a forward thinking, problem-solving community that values economic development, reduces its citizens tax burdens, attracts tourism and promotes the overall quality of life of its community members.

### **Two Attractions, One Goal: Maximizing Davenport’s Gaming License**

Bifurcating the license overcomes the most pitfalls, creates the most opportunity for economic development, generates the most gaming and non-gaming revenue, and positions Davenport as an immediate leader on the Iowa gaming industry landscape.

Our plan is to develop a boutique and special events gaming parlor and restaurant downtown, and a larger, more traditional hotel and casino on the Interstate – at I-80 & I-280.

#### **Davenport Casino**

The Davenport Casino, is located at the confluence of interstates 80 & 280, consists of 174,000 sq/ft of casino, hotel, restaurants, conference and back-of-house space. It will feature 1,000 gaming machines, more than a dozen table games, a 100-room hotel (including 10 luxury suites), three restaurants, and a lounge. In addition, it will feature an 800-space parking lot with another 100 stalls of covered parking.

#### **The Highwater Brew Pub and Gaming Parlor**

A boutique restaurant and casino next to the River Center on the undeveloped parcel along Second Street South features 14,500 square feet of casino and back-of-house space, as well as 14,500 square feet of restaurant and outdoor terrace dining area. The casino will feature 100-200 gaming machines as well as several table games. Located in the heart of downtown and virtually attached to the River Center, the Highwater will attract a mix of convention-goers, upscale business people, and people of all ages looking for a convenient, high-energy, place to dine, play, socialize and network.

### **Economic Impact**

Direct benefits to the City, State and RDA relate to the estimated casino revenues. It is anticipated that at least 27% of casino revenue will be paid directly to these three entities collectively. With estimated annual gaming revenues of over \$94,000,000 per year, this means direct payments of more than \$25,000,000 annually. In addition, with the City being the owner of the casino, annual profits estimated at more than \$7,000,000 per year will flow to the City after payment of debt service and related facility lease expenses.

Total economic benefit will exceed \$250,000,000 annually.

### **Development Team**

A comprehensive, experienced development team has been assembled to assure a timely and successful financing, design, construction and pre-opening process. The team consists of both locally and nationally recognized firms with a strong background in Davenport and the Quad Cities construction and real estate development, as well as a long history of successful casino resort projects.

The team includes:

- Financial District Properties, an experienced real estate development and management firm with offices in Davenport, IA;
- Ingenus Management and Consulting LLC, an experienced gaming development and management firm with offices in Brainerd, MN and Las Vegas, NV;
- Worth Group, Architects, an experienced casino resort architectural firm with offices in Denver, CO, Las Vegas, NV and Reno, NV;
- Ryan Companies, a nationally known construction company with experience in gaming and offices in Davenport, IA;

In addition, every effort will be made to source and use local products and services throughout the development process. A commitment to support local and Iowa-based businesses will continue throughout the ongoing operation of the casino as well.

### **Necessary Approvals**

Ingenus understands that many entities have input into the decision regarding casino location, development cost, and size, and amenities, including the City of Davenport, the RDA and the Iowa Racing and Gaming Commission. While we strongly believe a bifurcated license with a large, state-of-the-art casino/hotel on the interstate, and a boutique gaming parlor/restaurant adjacent to the River Center downtown create the most favorable, long-term plan, we recognize that the ultimate decision-makers may have a difference preference for reasons that influence the gaming market beyond Davenport. Therefore, we are willing to develop just one property or the other, with our first preference being the interstate location. In addition, we are willing to act as casino

operator and partner with additional developers, or explore additional sites should the City request it.

**Ingenus Capabilities**

Ingenus Management and Consulting LLC is an experienced gaming development, management and operations consulting company. Our team has developed and/or managed numerous casino properties in jurisdictions around the country including Nevada, New Jersey, Mississippi Gulf Coast, Illinois, Oklahoma and throughout Indian Country. We have past working relationships with several casinos in Iowa, and are familiar with the Iowa gaming industry and law. We are currently or have been licensed in every jurisdiction in which we have been required in order to provide management or consulting services.

Ingenus has the comprehensive team of experienced professionals necessary to both develop and operate the City's casino properties. In addition, we have already prepared working documents to outline the casinos' necessary operations and management structures, policies and procedures, hiring and training program, and marketing programs, as well as departmental operating plans for human resources, finance, food and beverage, hotel, security and surveillance and other key areas.

Perhaps most importantly, we have a history of helping clients make financially responsible investments that focus on high quality guest experiences, and a substantial return on investment for facility owners.



## **SECTION D – PROPOSAL REQUIREMENTS**

### **Casino Development and Design**

***D-1) A scaled, conceptual site plan, delineating buildings, all parking areas and ingress and egress to all buildings and parking areas.***

Please see scaled, conceptual site plan immediately following RFP requirement D-4.

***D- 2) At least one presentation quality rendering of the casino complex.***

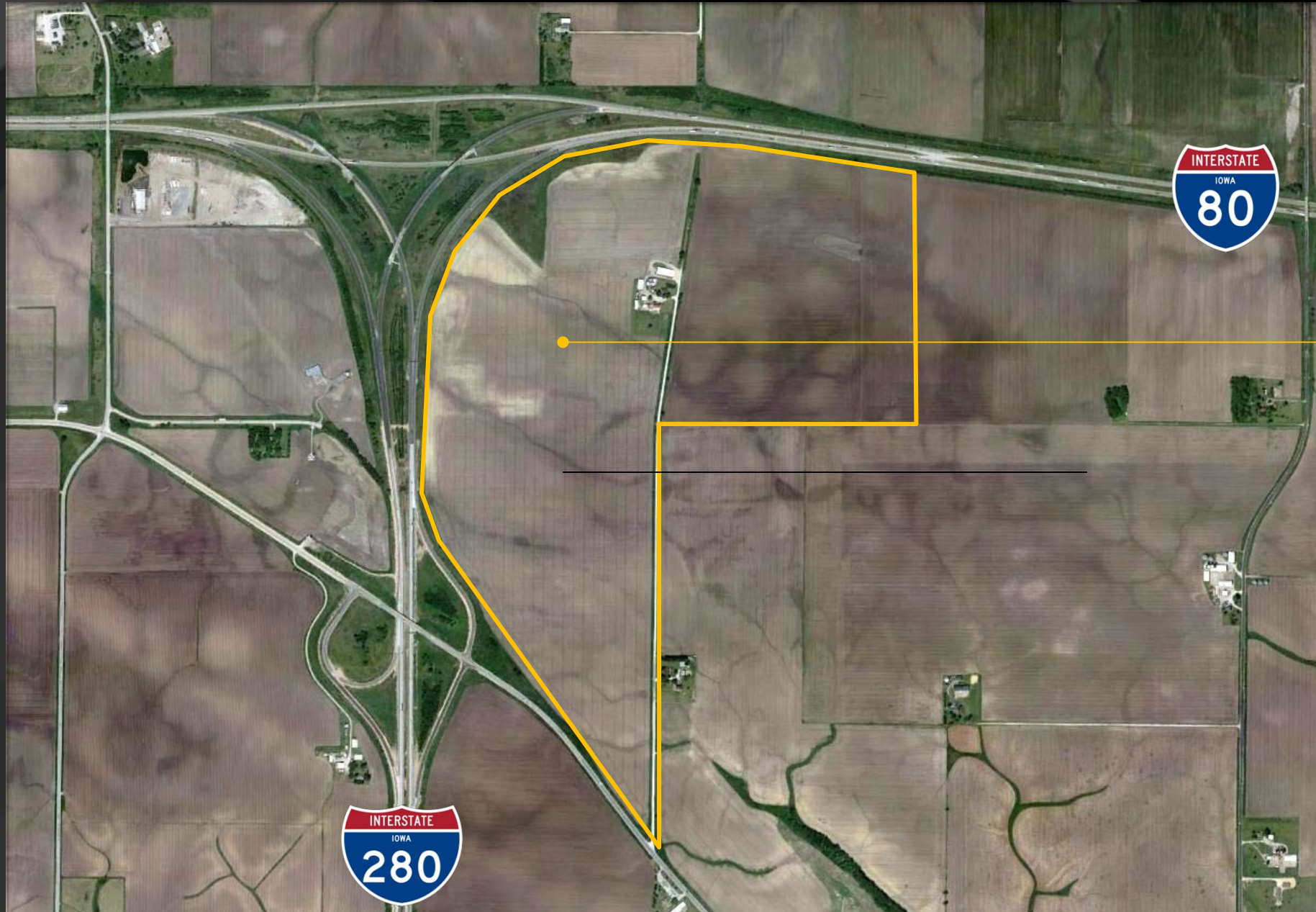
Please see renderings immediately following RFP requirement D-4.

***D-3) Scaled, conceptual floor plans for every floor of the casino complex.***

Please see conceptual floor plans immediately following RFP requirement D-4.

***D-4) The conceptual site plan, rendering and floor plans must be submitted under the design guidance of a registered civil engineer and a registered architect, with experience in a minimum of three casino projects. The civil engineering and architectural firms involved in the creation of the concept plans must be clearly identified, along with evidence of a minimum of three prior casino projects.***





# Highway Site

I-80 & I-280 Intersection

- Davenport, Iowa





## DAVENPORT CASINO HIGHWAY

- 1 warm & welcoming architectural design
- 2 natural stone & reclaimed wood utilized
- 3 subtle landscaping features appear natural to the site
- 4 subdued accent lighting from within
- 5 spacious gaming floor with central bar and food & beverage offerings



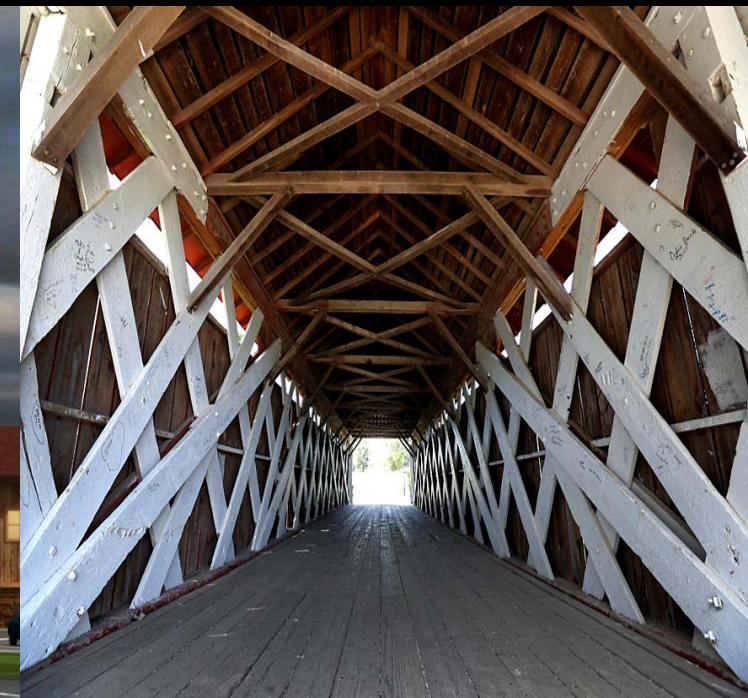




Recalling the familiar character of local Iowa farm architecture, the new Davenport Casino at the intersection of I-80 & I-280 combines historic detailing and materials in a complete new form creating a unique design style at home in the heartland.







Visible for miles, the new hotel tower greets the horizon with roof elements and diagonal wood detailing reminiscent of the structural elements within the State's covered bridges.



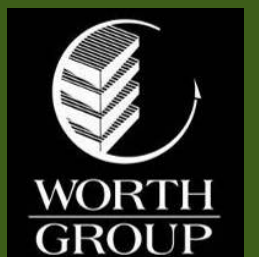


## DAVENPORT CASINO HIGHWAY

### SUSTANABLE STRATEGIES:

(Reasonably attainable approaches that meet the LEED checklist)

- 1 Limit site disturbance and maximize open space
- 2 Storm water and runoff quality with permeable surfaces
- 3 Increased ventilation and enhanced indoor air quality
- 4 Use high efficiency interior and exterior lighting
- 5 Utilize optimum energy performance equipment and fixtures
- 6 Soil and water conservation techniques in site design
- 7 High performance/insulated wall and roof systems
- 8 Use renewable, recycled and regional materials
- 9 Low-use and water conservation fixtures
- 10 Use low emission construction/finish materials
- 11 Minimize light pollution and control dark sky quality
- 12 Sustainable wastewater management and reuse
- 13 Carpool and energy efficient preferred parking
- 14 Construction material recycling and management





- PHASE ONE
- PHASE TWO

# PROPOSED HIGHWAY SITE MASTER PLAN

SCALE: 1" = 1000'-0"

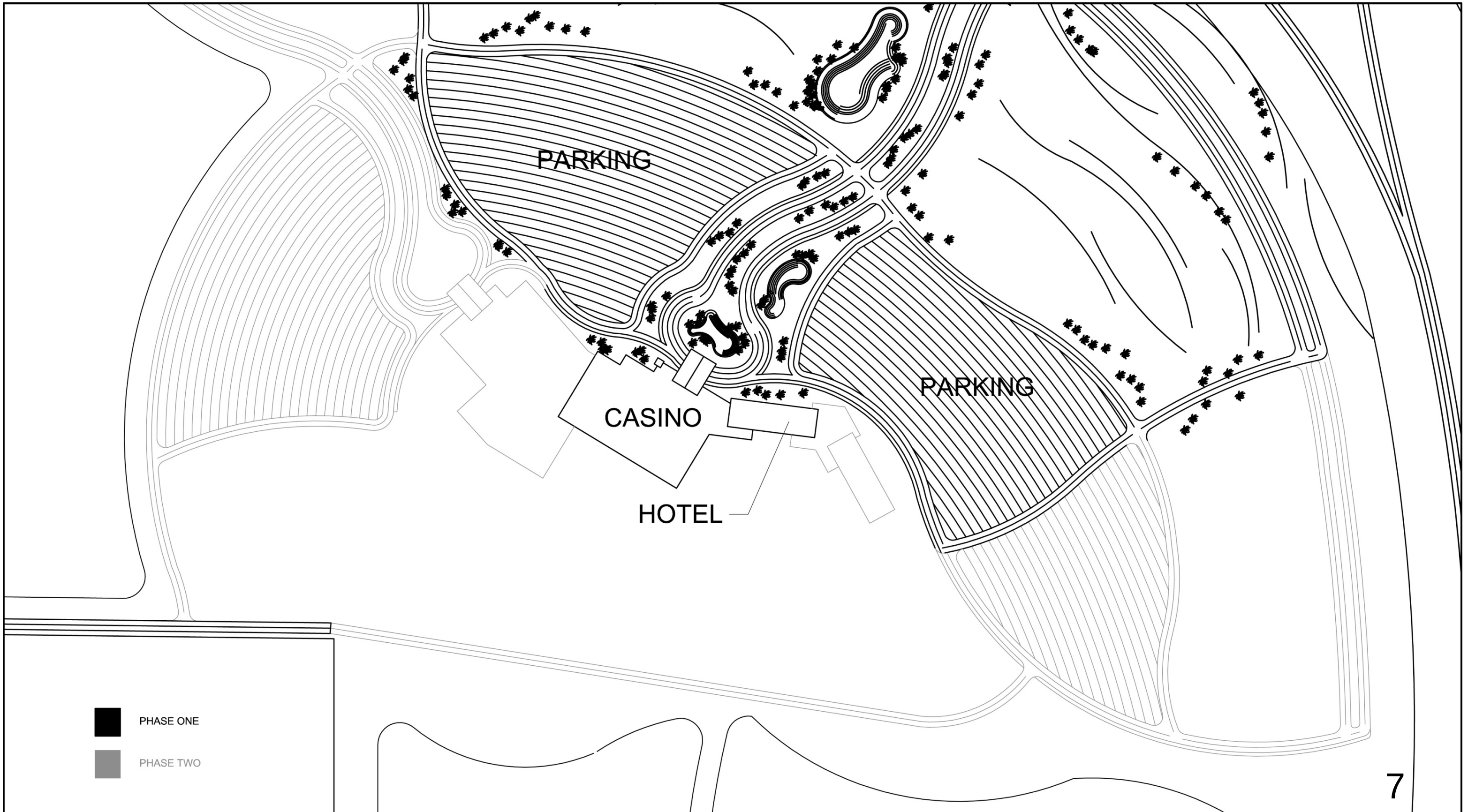
10 DECEMBER 2012



**WORTHGROUP**  
*architects*







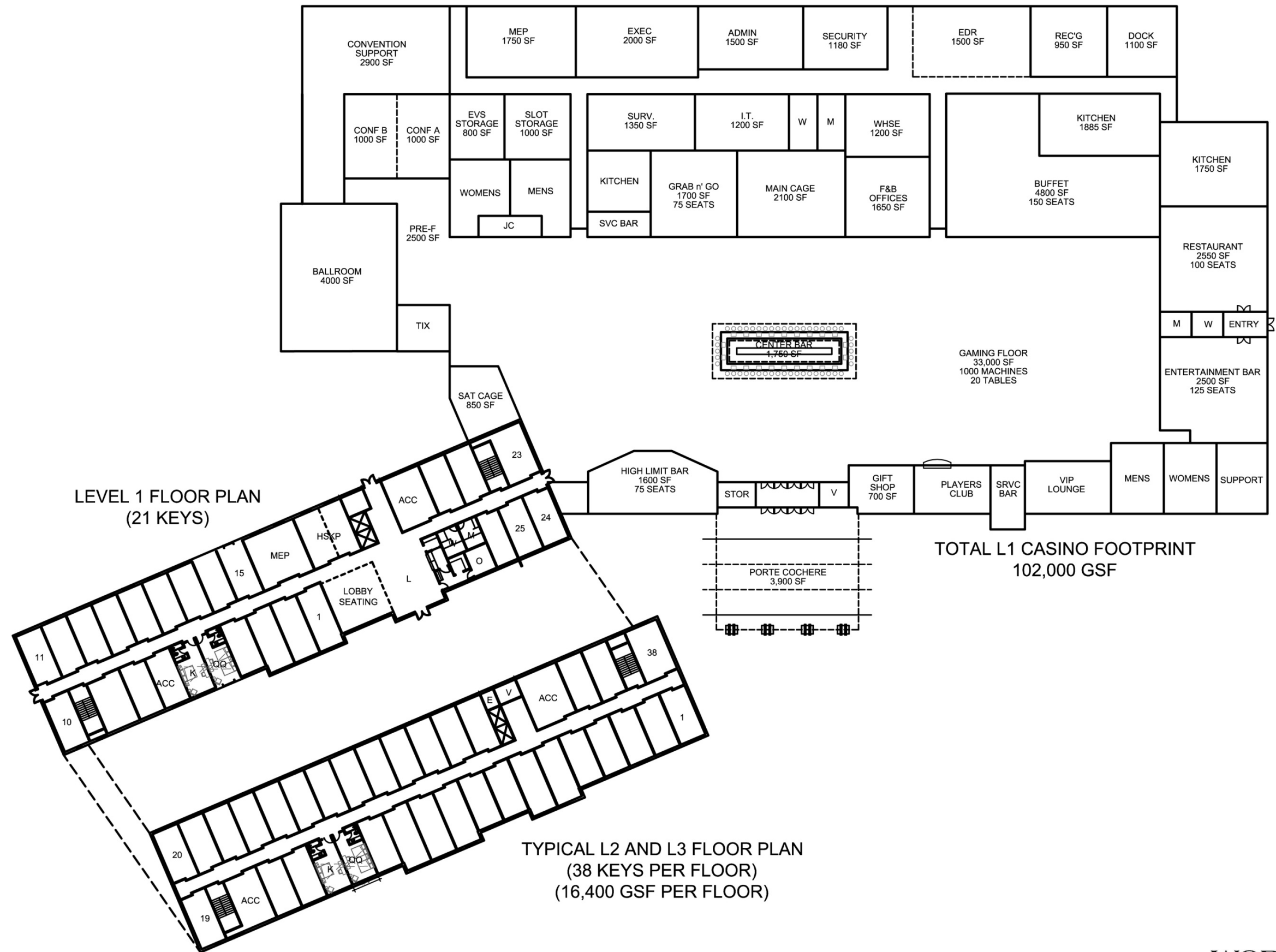
# PROPOSED HIGHWAY SITE ENLARGED PLAN

SCALE: 1" = 200'-0"

10 DECEMBER 2012

**WORTHGROUP**  
*architects*





# PROPOSED HIGHWAY FLOOR PLAN

SCALE: 1" = 50'-0"

10 DECEMBER 2012

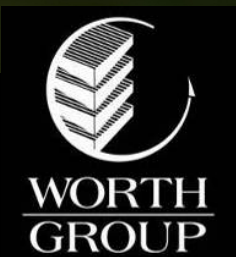
**WORTHGROUP**  
architects







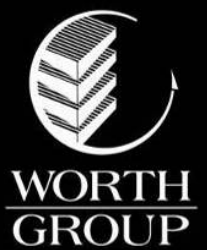
DAVENPORT CASINO HIGHWAY – view at main entry boulevard







DAVENPORT CASINO HIGHWAY – view at main entrance



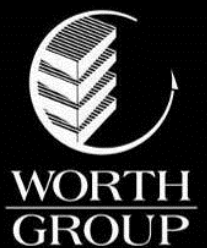




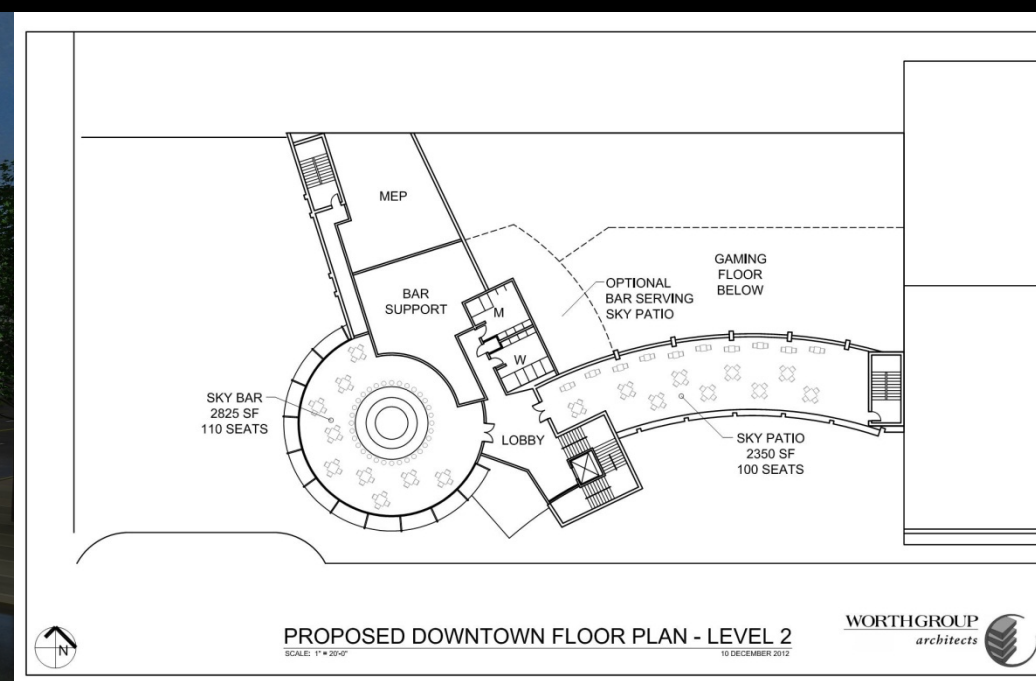
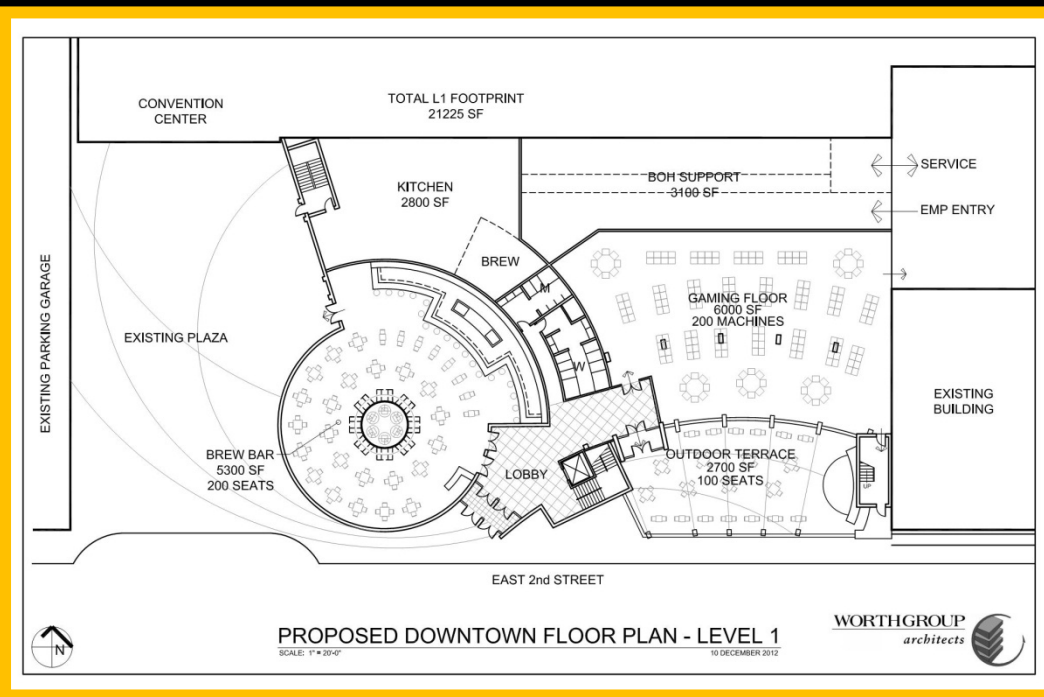
# Downtown Site

2<sup>nd</sup> & Perry Streets

Davenport, Iowa







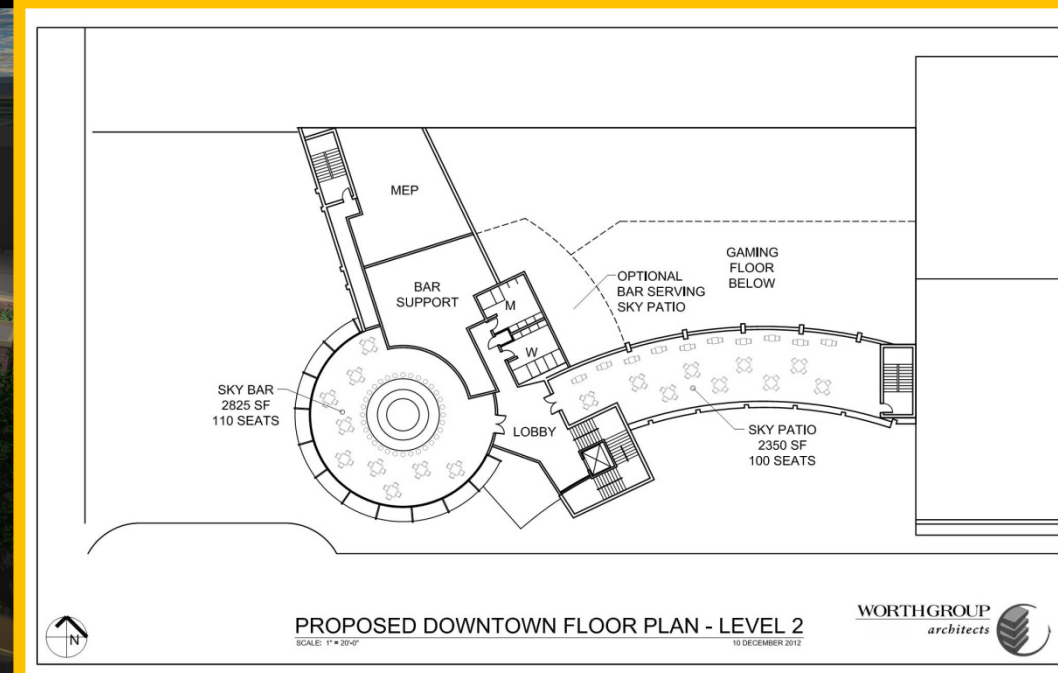
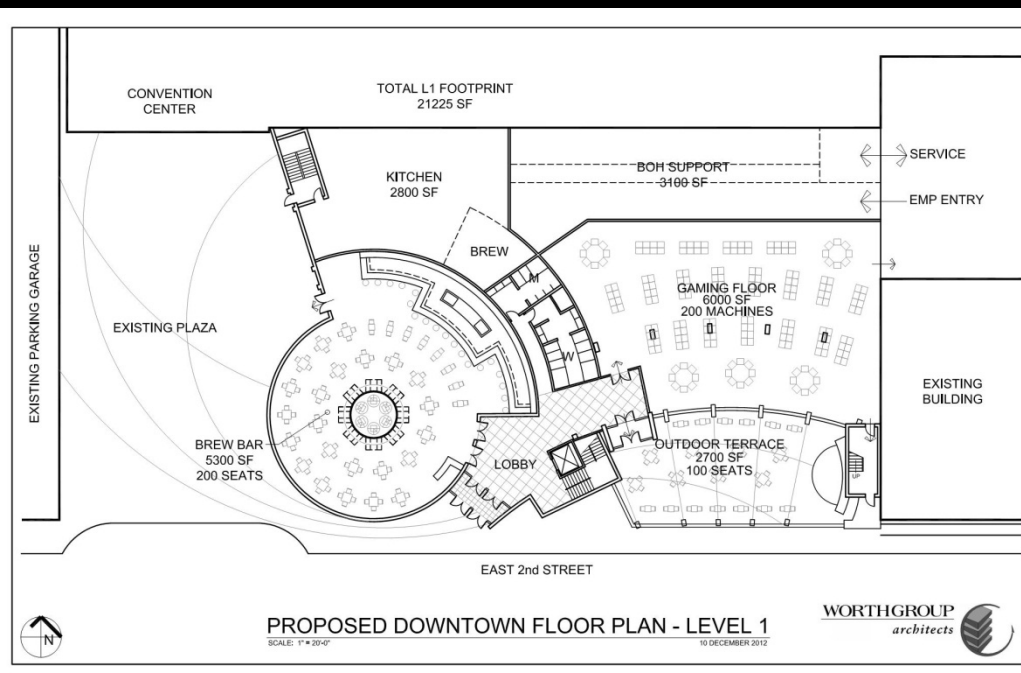
## DAVENPORT CASINO DOWNTOWN – “HIGHWATER CASINO”

### Level ONE:

- 1 striking new south entertainment gateway to RiverCenter
- 2 dynamic atrium corner brew bar restaurant
- 3 exciting gaming floor beyond street side screen wall
- 4 enlivened streetscape with beer garden on outdoor terrace
- 5 sensitive infill design proportioning relating to urban landscape
- 6 enhanced RiverCenter south entrance with sculptural canopies







# DAVENPORT CASINO DOWNTOWN – “HIGHWATER CASINO”

## Level TWO:

- 1 dramatic glass circulation core containing large scale LED billboard for Davenport Casino & RiverCenter upcoming events
- 2 upper atrium level Sky Bar with panoramic cityscape views
- 3 upper level outdoor Sky Patio with living wall backdrop for ultimate roof party
- 4 Sky Patio seasonal experience extended with fire pits



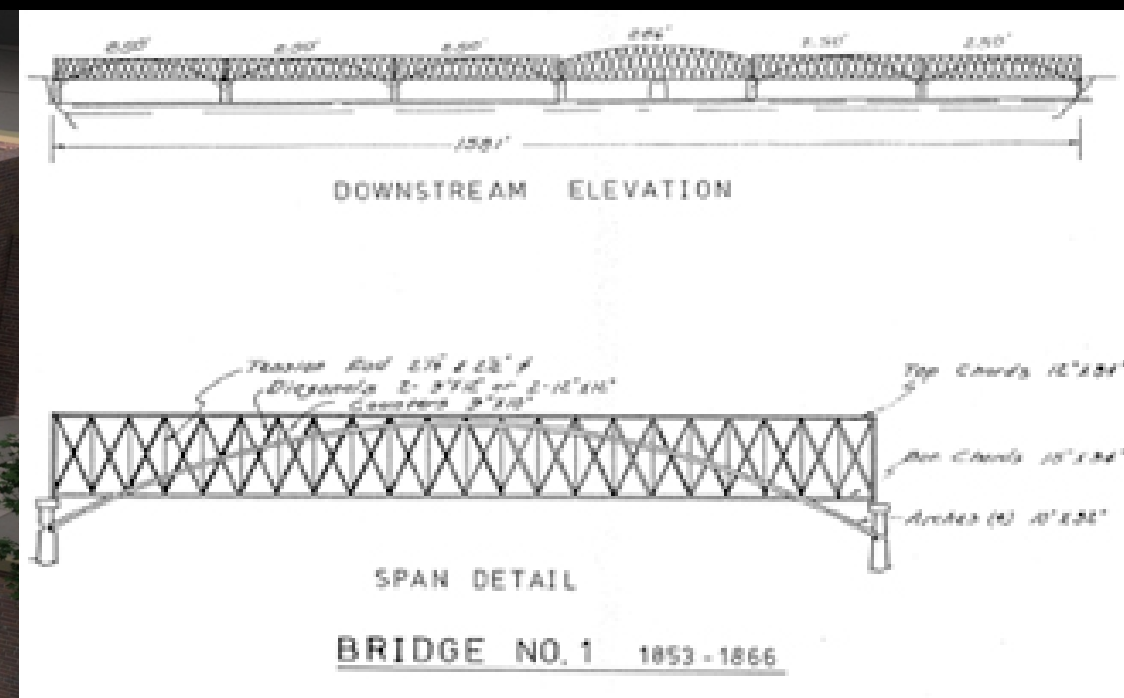




Capturing the energy of the mighty Mississippi, sculptural elements of the Brew Bar & Restaurant's 2 story atrium's glass façade seem in motion as they envelope the activity of the multistory space creating the city's latest and most exciting attraction, the new Davenport Casino.

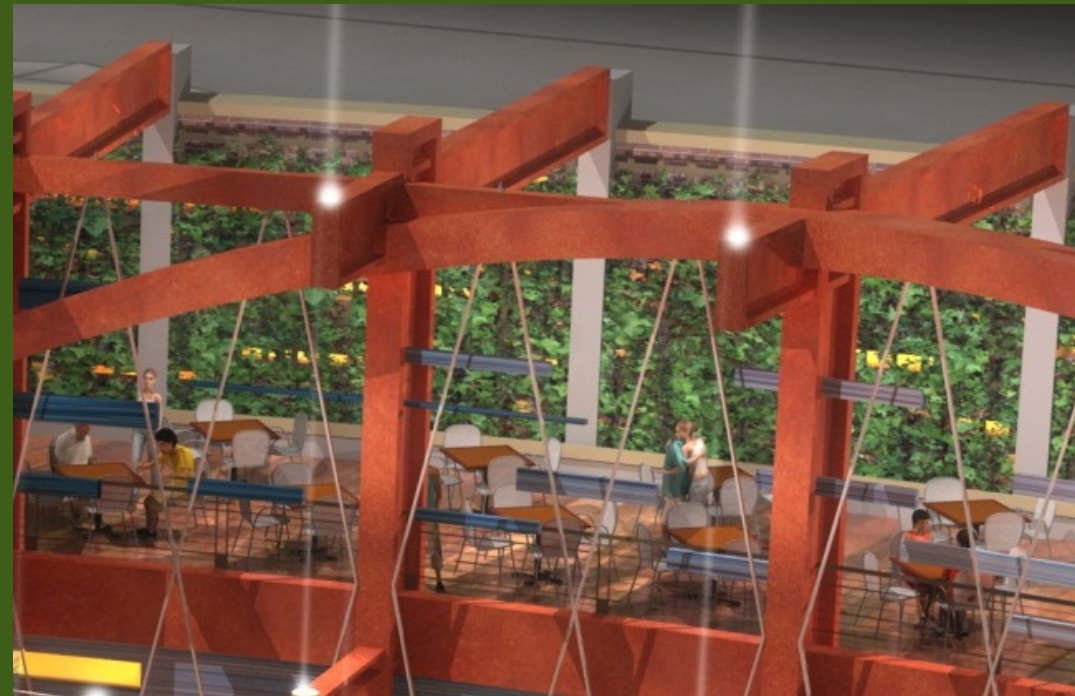






Mississippi River's first bridge of 1853, the Chicago and Rock Island railroad bridge linking Davenport to Rock Island is abstracted within the balcony architecture of the Sky Patio. A living wall creates the backdrop for the upper outdoor experience while below glimpses of the casino floor are visible through the river sculptural wall from the outdoor terrace.



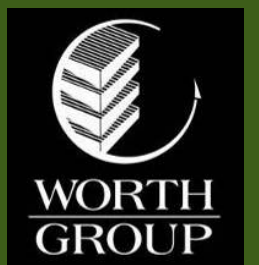


## DAVENPORT CASINO DOWNTOWN – “HIGHWATER CASINO”

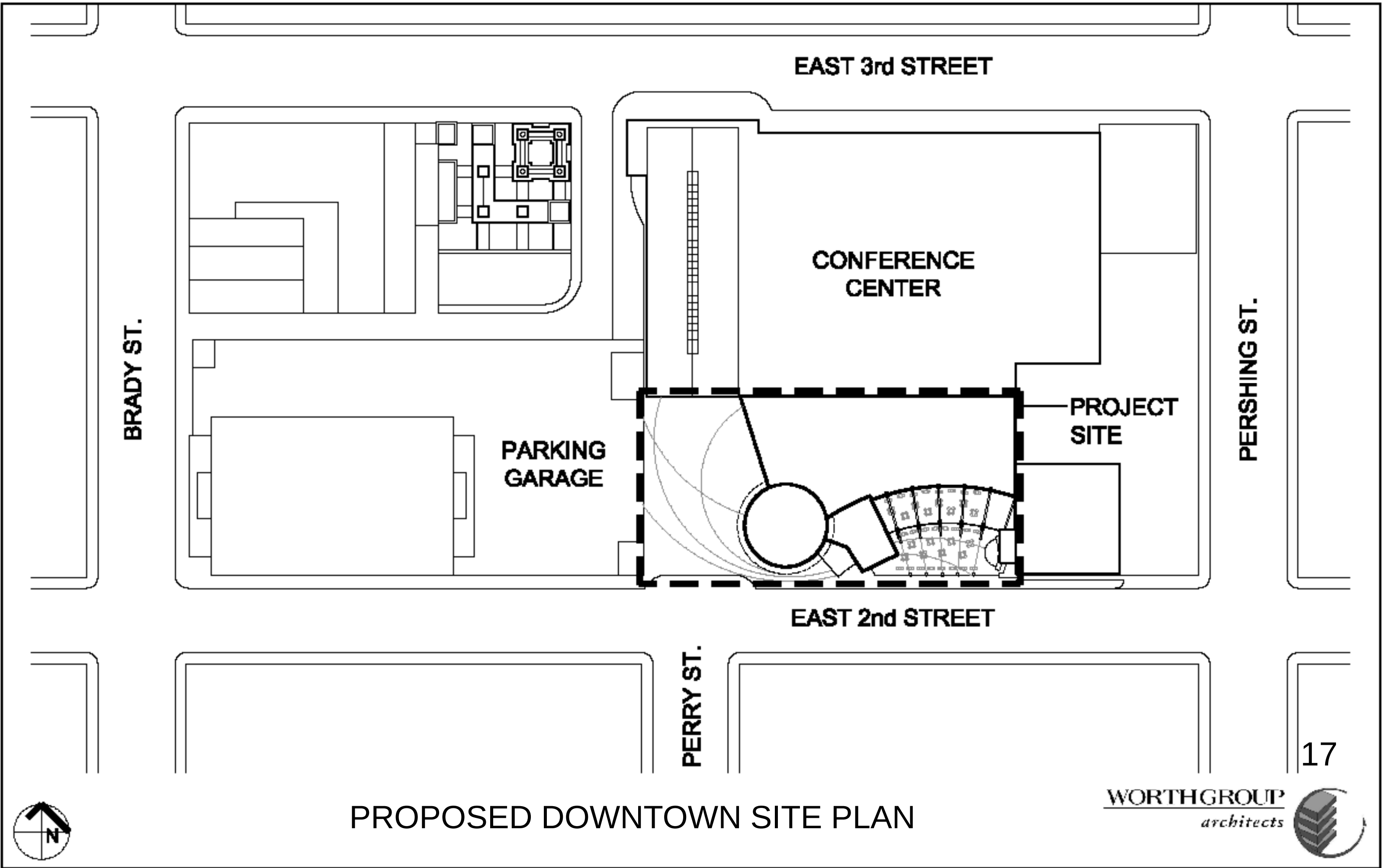
### SUSTANABLE STRATEGIES:

(Reasonably attainable approaches that meet the LEED checklist)

- 1 Pedestrian friendly project site with access to public transportation
- 2 Utilize existing parking structures and alternative transportation
- 3 Increased ventilation and enhanced indoor air quality
- 4 High efficiency interior/exterior lighting and minimize light pollution
- 5 Utilize optimum energy performance equipment and fixtures
- 6 High performance/insulated wall and roof systems
- 7 Use renewable, recycled and regional materials
- 8 Maximize daylighting and exterior views
- 9 Use low emission construction/finish materials
- 10 Water efficient landscaping and green wall
- 11 Sustainable wastewater management and reuse
- 12 Construction material recycling and management







EAST 3rd STREET

CONFERENCE  
CENTER

BRADY ST.

PARKING  
GARAGE

PROJECT  
SITE

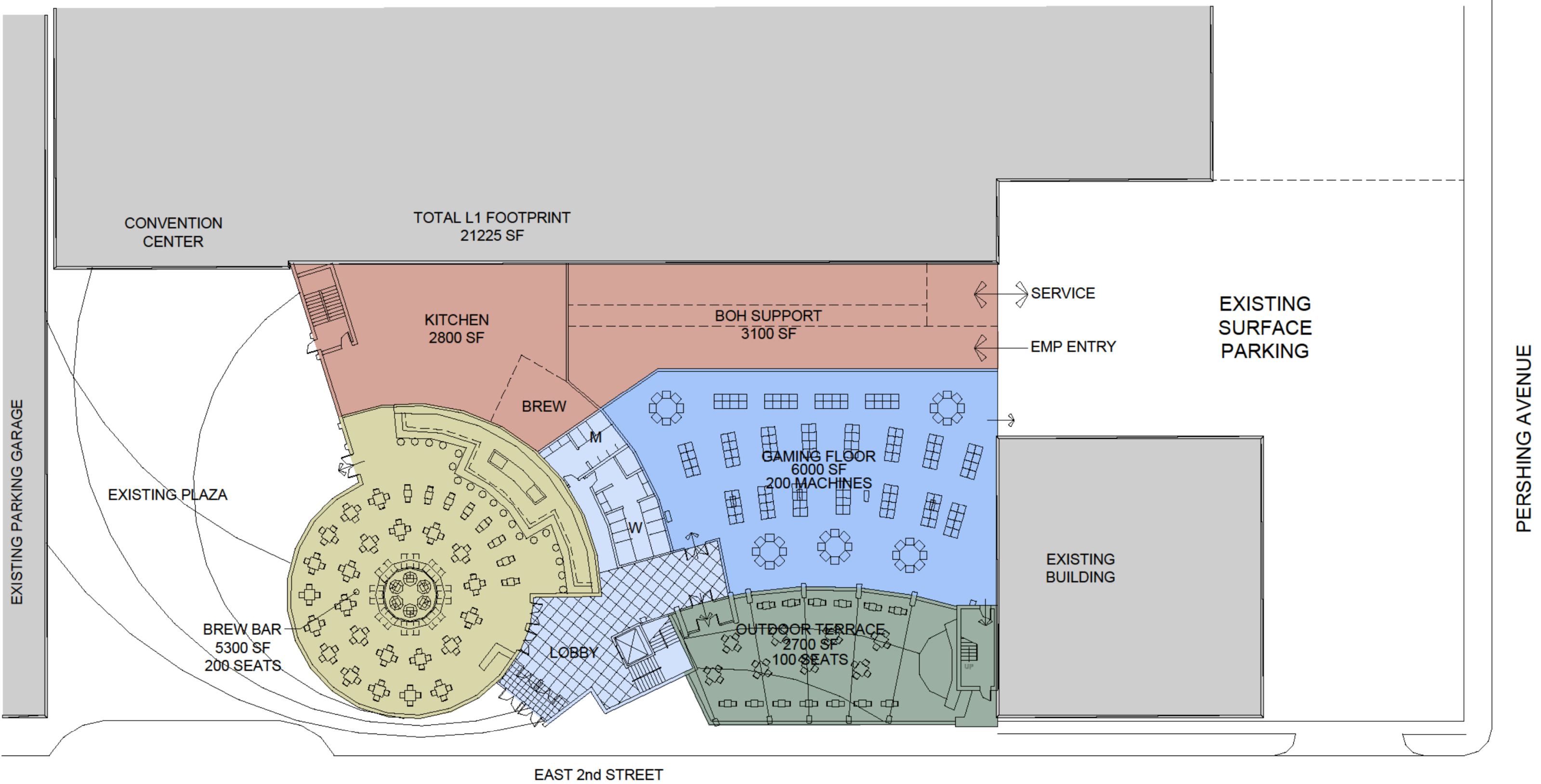
PERSHING ST.

EAST 2nd STREET

PERRY ST.

PROPOSED DOWNTOWN SITE PLAN

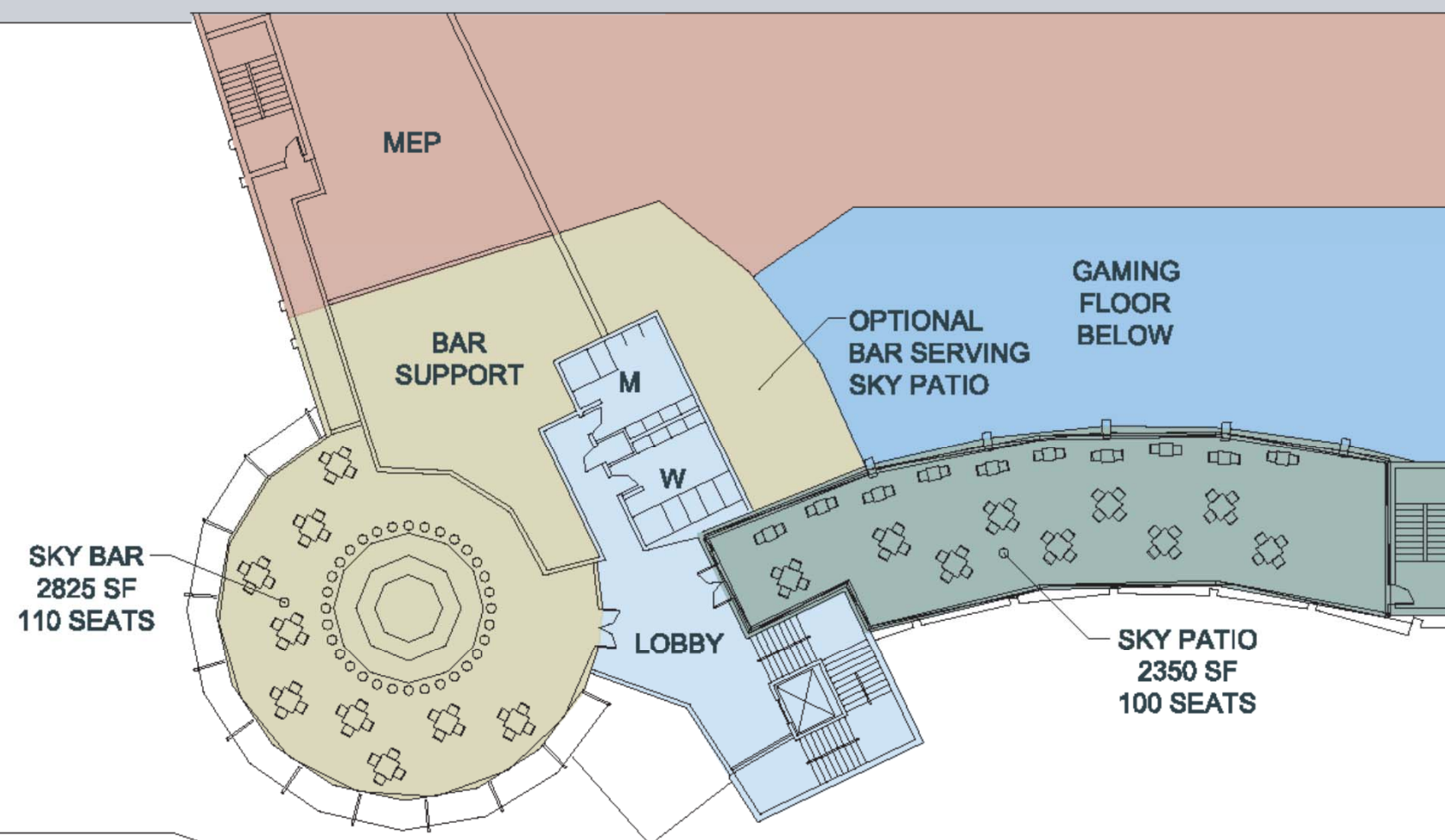




PROPOSED DOWNTOWN FLOOR PLAN - LEVEL 1







## PROPOSED DOWNTOWN FLOOR PLAN - LEVEL 2

**WORTHGROUP**  
*architects*







DAVENPORT CASINO DOWNTOWN – “HIGHWATER CASINO” – view from Perry and East 2nd Streets



WORTH  
GROUP





DAVENPORT CASINO DOWNTOWN – “HIGHWATER CASINO”– view from above East 2nd Street





***D-5) Construction materials and methods must be clearly identified on the conceptual plans, with air handling equipment, standards and mechanical systems separately identified.***

The construction materials and methods shall generally be of Type I fire rated construction in compliance with the applicable version of the International Building Code. Type I construction provides the highest level of fire protection and utilizes steel, concrete and other non-combustible materials. Type I construction allows unlimited building areas eliminating cumbersome area separations walls.

The HVAC system will likely be comprised of a high efficiency central plant with chillers, boilers and energy recovery air handling units to meet or exceed ASHRAE 90.1. The air-handling units will generally be located on the roof strategically located to minimize supply and return air ductwork to the major cooling areas of the building such as the casino gaming floor. The roof top units will be screened from public view.

The HVAC system will also likely include either under floor air distribution or a displacement system to improve indoor air quality and increase efficiency of the HVAC system. Under floor distribution and displacement systems utilize natural convection of hot-cold to circulate air rather than forced air systems to reduce energy costs, increase customer comfort and improve air quality.

The tempered air in displacement and under floor systems is distributed directly at the occupied level of patrons further increasing efficiency of the system. Traditional forced air systems with overhead distribution require a greater volume of air and more frequent air changes to achieve the same level of comfort as displacement systems.

Due to the high heat load from slot machines and lighting loads, casino gaming floors are normally in cooling mode. Improved technology such as LED (light emitting diode) light fixtures may be utilized to reduce the internal heat gain from overhead lighting and specialty lighting.

Controlled day lighting in certain areas of casino and amenity areas will also reduce the heat gain from lighting. North facing insulated clerestory glazing provides exceptional glare free quality of natural daylight without the internal heat load.

Public finishings will be consistent with private, land-based casinos in the regional market (i.e. Jumers, Riverside and Diamond Jo).

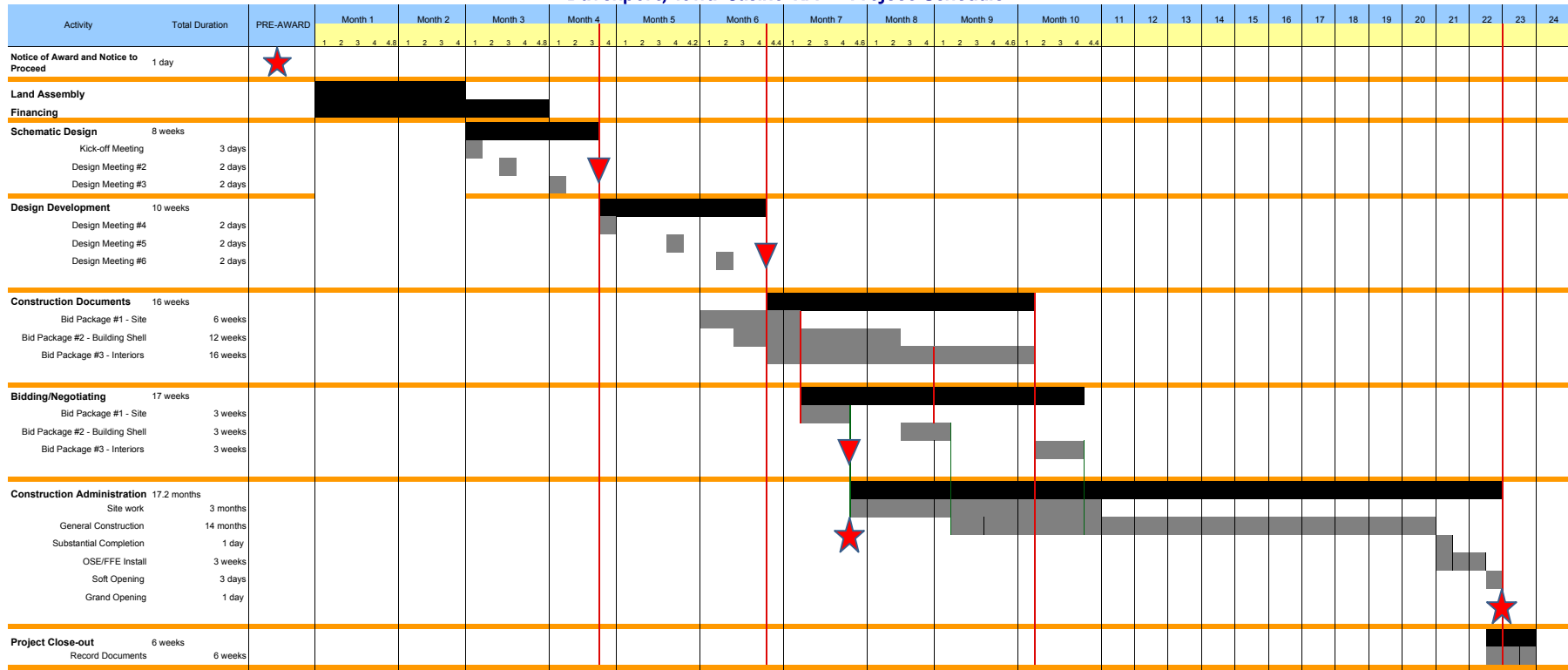
*Highway site: A warm and familiar environment greets you in the interior. Historic details mix with high efficiency fixtures, environmentally friendly materials and enhanced air quality to create a modern interpretation of Iowa farm architecture. The casino experience wraps around a central bar with subtle accent lighting, with the comfort, excitement and variety of activities inviting a guest to stay for hours. Natural and sustainable finishes such as reclaimed wood and earth tones create a space which feels both welcoming and exciting.*

*Downtown site: This new exciting hub of downtown activities seamlessly blends between indoor and outdoor spaces, with plentiful natural lighting, a living green wall,*



and patios. The casino connects historic bridge elements with the moving beauty of the Mississippi river in a vibrant beacon of an energized downtown. Sustainable and natural materials flow between the uses with pops of vibrancy and warm accent lighting, creating the ideal blend of energy and comfort.

## Davenport, Iowa Casino RFP - Project Schedule





Prepared by and return to: T. F. Olt III, Lane & Waterman, 220 N. Main, Ste. 600, Davenport, (563) 324-3246

### **OPTION AGREEMENT**

This Option Agreement ("Agreement") is entered into this 20th day of December, 2012, by and between Arp Family Farms, LLC ("Seller"), and FDP Acquisitions, LLC, an Iowa limited liability company ("Buyer").

### **W I T N E S S E T H**

**WHEREAS**, Seller is the owner of a tract of land consisting of 300 acres MOL located in Scott County, Iowa with the street address of **7902 N. Utah Ave. Davenport, Iowa**, and the legal description set forth in Exhibit "A" (hereinafter the "Property"); and

**WHEREAS**, Buyer desires to obtain an option to purchase the Property under the terms and conditions set forth herein.

**NOW THEREFORE**, in consideration of the payment of the Option Fee (described below) and other valuable consideration, including without limitation Buyer's expenditure of funds to conduct the due diligence described herein, the receipt and sufficiency of which is hereby acknowledged, Seller and Buyer agree as follows:

1. **OPTION.**

(a) **Grant of Option.** Seller hereby grants Buyer the option to purchase all, or any portion (but not less than 20 acres) of the Property (the "Option"), according to the terms of this Agreement, for a period of six (6) months (the "Option Period") from the date of this Agreement.

(b) **Extension of Option.** If Buyer is unable to complete the due diligence and satisfy contingencies described in Paragraph 2 below, within the Option Period, the Buyer may

extend the Option Period for an additional six (6) month period upon written notice to Seller and payment of the Additional Option Fee described below.

(c) Consideration. Buyer shall pay Seller the sum of \$1,000 (the "Option Fee") in cash upon execution of this Agreement. If Buyer desires to extend the Option as provided in Section 1(b) above, Buyer shall pay Seller an additional fee of \$1,000 (the "Additional Option Fee") upon notice of such extension. The Option Fee (and any Additional Option Fee) shall be non-refundable (except as described in Section 2(d) below), but shall be applied to the purchase price if the Option is exercised.

(d) Continuation of Farming During Option Period. Buyer acknowledges that Seller may, in its discretion, continue farming of the Property during the Option Period. In the event Buyer exercises the Option and Closing occurs prior to November 1, 2013, Buyer agrees to allow Seller continued possession of the Property for the purpose of harvesting crops in place until November 1, 2013, provided however that Buyer shall have the right, in its reasonable discretion, to assume possession at any time after Closing provided Buyer compensate Seller for the loss of crops. Compensation will be at a mutually agreed price based upon average yield and market price for similar farms located in Scott County, Iowa multiplied by actual acres affected by Buyer's possession. Seller shall defend, indemnify and hold Buyer harmless from any loss, damage or claim arising from continued possession after Closing.

2. **BUYER'S DUE DILIGENCE.** The transaction contemplated herein shall be subject to the following covenants and contingencies:

(a) Right of Access. During the Option Period, Buyer shall have a full and unrestricted right of access to the Property for the purpose of conducting a due diligence investigation of the Property, including but not limited to the following:

(i) Environmental Site Assessment. Buyer, its agents and representatives shall have a right of access to the Property at reasonable times and on reasonable notice to Seller for the purpose of conducting a Phase I and Phase II Environmental Site Assessment, and such other investigations including invasive or non-invasive sampling for hazardous substances, asbestos, lead-based paint, underground storage tanks and/or any other environmental contaminants as Buyer may desire, in its sole discretion. The cost of any Environmental Site Assessments shall be paid for by Buyer unless otherwise agreed in writing by the parties. The results of an Environmental Site Assessment shall be kept confidential and not disclosed to Seller, unless disclosure is requested by Seller or otherwise required by law. Buyer agrees to have the Property returned to substantially the same condition as existing prior to such testing, and to indemnify and hold Seller harmless from any claim or loss resulting therefrom; provided however, Buyer shall have no liability arising from, or related to the discovery of hazardous materials or substances during such investigation or testing.

(ii) Use of Property. Buyer shall be permitted to conduct such investigation as reasonably necessary to determine whether the Property is suitable for its intended use, including but not limited to soil stability and zoning. Seller agrees to



cooperate with Buyer in the submission of applications and obtaining any necessary approvals.

(iii) Production of Documents. Seller shall provide a copy of all documents in its possession, custody, or control relating to ownership of the Property including, but not limited to any prior environmental assessment, remediation, closure plans, building plans, surveys or other documents relevant to ownership of the Property. Buyer shall keep such documents confidential, and shall return documents to Seller if this Agreement is terminated for any reason.

(b) Survey. Buyer may, at its cost, cause a licensed surveyor or engineer to prepare an ALTA survey of the Property.

(c) Subdivision of Property and Governmental Approvals. If the Property upon which Buyer desires to exercise its Option hereunder is not already designated a separate tax parcel by the Scott County Assessor, Buyer shall have the right to apply for subdivision of the Property. Buyer shall further have the right to apply for all governmental approvals necessary for its intended use. Seller agrees to cooperate with Buyer's effort to subdivide the Property and obtain governmental approval, provided Seller shall have no obligation to pay any third party cost relating thereto.

(d) Determination that Property is Unsuitable. If Buyer, in its sole discretion, determines the Property is not suitable for its intended use due to issues discovered during Buyer's due diligence or Buyer is unable to subdivide the Property or obtain any necessary governmental approval, Buyer shall give Seller written notice that the Property is not suitable, and Seller shall return the Option Fee and any Additional Option Fee, within five (5) working days.

3. **EXERCISE OF OPTION.** Buyer may give Seller written notice (the "Exercise Notice") upon satisfaction or waiver of the inspections and conditions identified in Section 2 above, and Buyer's determination, at its sole discretion, that it desires to exercise the option and purchase the Property. If Seller does not receive such Exercise Notice prior to expiration of the Option Period (or extension thereof), this Agreement shall be deemed terminated, and Buyer shall have no further right or obligation with respect to the Property. Upon receipt of the Exercise Notice, Buyer and Seller shall proceed with the purchase and sale of the Property as described below.

4. **SALE OF PROPERTY.**

(a) Sale. At Closing (as hereinafter defined), Seller shall sell to Buyer, and Buyer shall buy from Seller, the Property, free and clear of all claims, liens and encumbrances except as expressly set forth herein.

(b) Included Personal Property. Seller shall have the right to remove, at its expense, any grain bins, grain dryer and machine shed on the Property prior to Closing.

Any personal property or improvements which remain upon the Property at Closing shall be considered part of the Property and included in the sale thereof. Buyer shall be responsible for any costs of demolition or removal of improvements or personal property remaining upon the Property after Closing.

(c) Seller's Real Estate Exchange. Buyer shall cooperate in any tax free real estate exchange by Seller at Seller's own expense.

5. **PURCHASE PRICE.** If Buyer exercises the Option, the Purchase Price for the Property shall be as follows:

|                               |                   |
|-------------------------------|-------------------|
| If 20 to 40 Acres             | \$68,000 per Acre |
| Any Additional Acres after 40 | \$50,000 per Acre |

6. **TITLE.** Seller shall, at its cost, provide an Abstract of Title continued through a date not greater than thirty (30) days prior to Closing, prepared in conformity with this Agreement, title law of the State of Iowa, and in accordance with the Title Standards of the State of Iowa and Scott County Bar Associations, demonstrating that Seller has clear title to the Property, free and clear of all liens and encumbrances. Seller's Abstract of Title shall be submitted to Buyer's attorney for examination not less than fifteen (15) days prior to Closing. Any objection to title raised by Buyer's attorney shall be made in writing as soon as thereafter as reasonably possible, so that the same may be cured on or before the Closing. If Seller fails to cure any title deficiency at or before Closing, Buyer shall have the option to terminate this Agreement and recover the Option Fee, any Additional Option Fee, and the cost of its due diligence efforts without further obligation to Seller, or proceeding with closing and curing such title defect by withholding a portion of the purchase price.

7. **CLOSING.** The closing of the transaction contemplated by this Agreement (the "Closing") shall take place at the offices of Lane & Waterman LLP, 220 North Main Street, Suite 600, Davenport, Iowa at a time and date mutually agreed by the parties, but in no event later than thirty (30) days after Seller's receipt of the Exercise Notice unless extended by mutual agreement. The effective date of the transaction and possession of the Property shall be the date of Closing.

8. **CLOSING DOCUMENTS.** At Closing, Seller shall execute and deliver to Buyer the following documents:

(a) A Warranty Deed ("Deed") conveying title to the Property to Buyer free and clear of all liens and encumbrances;

(b) An affidavit in a form complying with the law that Seller is not a "foreign person" within the meaning of the Foreign Investment in Real Property Act.



(c) A Groundwater Hazard Statement, Declaration of Value, and such other standard documentation as may be required to record the transfer of title under Iowa law; and

(d) Standard documentation generally required by any title insurance company as a condition of issuing a title insurance policy for Iowa real property.

9. **COSTS.** Each party shall be responsible for its own costs associated with this transaction, including but not limited to attorney's fees, and broker's fees (if applicable). In addition to the foregoing, costs of the transactions shall be allocated as follows:

(a) **Seller's Expenses.** Seller shall be responsible for the costs of preparing the deed and transfer documents, and payment of any transferred taxes due upon recording of the Deed;

(b) **Buyer's Expenses.** Buyer shall be responsible for all other recording costs, costs of title examination and due diligence investigation except as set forth in Section 3 above.

(c) **Taxes and Assessments.** Seller shall pay all real estate taxes which are due and constitute a lien upon the Property as of the Closing Date, as well as all special assessment levied or to be levied on the Property prior to the Closing Date. Current year taxes shall be prorated in accordance of Appendix Eight of the Scott County Bar Association Title Standards. If the Property is subject to subdivision, current year taxes shall be prorated on a proportionate basis.

10. **CONDITION OF PROPERTY/RISK OF LOSS.** Seller shall preserve the Property, including buildings, grounds and all improvements in its present condition until Possession or Closing, whichever takes place first, ordinary wear and tear expected. Seller shall bear the risk of loss or damage to the Property prior to Closing or possession, or whichever occurs first. Seller agrees to maintain existing insurance until Closing, and Buyer may also purchase insurance. In the event of substantial damage or destruction prior to Closing, Buyer may declare this Agreement null and void, or Buyer may, in its sole discretion, have the right to complete the Closing, and receive insurance proceeds regardless of the extent of damage.

11. **NOTICE.** All notices required hereunder shall be delivered personally or sent postage prepaid by certified U.S. mail, return receipt requested, to the parties at the addresses set forth below:

SELLER: Arp Family Farms, LLC  
8240 200<sup>th</sup> St.  
Walcott, Iowa 52773

BUYER: FDP Acquisitions, LLC  
201 Harrison Street  
Davenport, Iowa 52801  
ATTN: Rodney Blackwell

With copy to: Lane & Waterman LLP  
220 North Main Street  
Suite 600  
Davenport, Iowa 52801  
ATTN: T.F. Olt III, Esq.

Notices shall be deemed complete upon personal delivery or three (3) days after depositing the same in the U.S. Mail as provided herein.

12. **CAPTIONS.** The captions of paragraphs herein are inserted only for convenience and are in no way to be construed as part of this Agreement or as a limitation of the scope of the particular paragraphs to which they refer.

13. **SUCCESSORS AND ASSIGNS.** This Agreement shall be binding upon the parties, their respective legal representatives, successors and assigns.

14. **SURVIVAL OF WARRANTIES.** It is understood and agreed that this Agreement is contingent upon satisfaction of all representations, warranties and conditions precedent contained in this Agreement. Seller's and Purchaser's representations and warranties, and its obligations to defend, indemnify, and hold the other party harmless, shall survive Closing.

15. **MODIFICATIONS.** The terms of this Agreement may not be amended, waived or terminated orally, but only by an instrument in writing signed by both parties hereto.

16. **ENTIRE AGREEMENT.** This Agreement is the entire Agreement of the parties with respect to the subject matter hereof and supersedes any and all prior negotiations, correspondence, understandings and agreements among the parties.

17. **GOVERNING LAW.** This Agreement shall be governed by the laws of the State of Iowa.



Until accepted by Seller this document constitutes an offer by Buyer on the terms stated above. This Agreement must be accepted in writing within seven (7) days of the Buyer's execution and delivery of this Agreement.

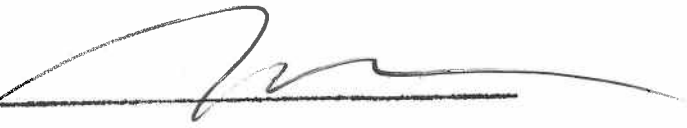
**SELLER**

**ARP FAMILY FARMS, LLC**

By:   
Its: Manager  
Date: 12-20-12

**BUYER**

**FDP ACQUISITIONS, LLC**

By:   
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

## EXHIBIT A

### TRACT II

The East Half of the Southeast Quarter of Section 36, Township 79 North, Range 2 East of the 5th P.M. and the West Fractional Half of the Southwest Quarter of Section 31, Township 79 North, Range 3 East of the 5th P.M., EXCEPT that part thereof conveyed to the State of Iowa by Warranty Deed dated July 24, 1958, and recorded in Book 235 of Deeds at page 607, records of the office of the Recorder of Scott County, Iowa, AND

That part of the N 1/2 of the N 1/2 of Section 1-78-2 E. in Scott County, Iowa, which lies East of the center line of the Hickory Grove Road, particular y described as follows: Beginning at the NE corner of said Section 1; thence W along N line of said Section 2947 feet to the center of Hickory Grove Road; thence Southeasterly in a straight line along the center line of said road 1662.3 feet to the S line of N 1/2 of N 1/2 of said Section 1; thence E along a said S line of the N 1/2 of N 1/2 of said Section 1, 1928 feet to E line of said Section thence N along E line of said Section 1, 1327.4 feet to place of beginning EXCEPT that part conveyed to the State of Iowa by Warranty Deed dated July 24, 1958 and recorded in Book 235 of Deeds at page 606; ALSO EXCEPT that part condemned by the State of Iowa by Condemnation Proceedings dated November 3, 1961, and recorded in Book 259 of Deeds at page 447; ALSO EXCEPT that part conveyed to the State of Iowa by Warranty Deed dated July 6, 1970 and recorded in Book 336 of Deeds at page 250, all in the records of the Recorder's Office of Scott County, Iowa; and also subject to easements of record. EXCEPTING therefrom the portion conveyed by Quit Claim Deed recorded as Document No. 4048-80 in the office of the Recorder of Scott County, Iowa. ALSO EXCEPTING therefrom that portion condemned by the State of Iowa by Condemnation recorded in Book 259 of Deeds on page 437 in the office of the Recorder of Scott County, Iowa.



### TRACT III

All that part of the tract described as Part of S.1/2 of N.1/2 of Section 1 and part of S.1/2 of said Section 1, Township 78 North, Range 2 East of the 5th P. M. in Scott County, Iowa, particularly described as follows: Beginning at the S.E. corner of said Section 1; thence N. along the E. line of said Section 1, 3981.9 feet to N. line S.1/2 of N.1/2 of said Section 1; thence W. along the said N. line of the S.1/2 of N.1/2 of Section 1, 1928 feet to center line of the Hickory Grove Road; thence Southeasterly in a straight line along the center of the Hickory Grove Road 261.3 feet; thence S. 3769 feet to the S. line of said Section 1; thence E. along the said S. line of said Section 1, 1771.7 feet to the place of beginning, EXCEPT easement for public highway by instrument dated May 28, 1956, recorded in Book 222 Deeds, page 489, and EXCEPT tract conveyed to the State of Iowa by Warranty Deed dated September 17, 1970, recorded in Book 338 Deeds, page 414, all in the office of the Recorder of Scott County, Iowa, lying North and East of Primary Road No. U.S. 6 known as Kimberly Road, formerly known as Hickory Grove Road. Containing 44 acres, more or less.

A parcel of land located in the N.E.1/4 of Section 1, Township 78 North, Range 2 East of the 5th P.M., and in the S.E.1/4 of Section 36, Township 79 North, Range 2 East of the 5th P.M., and in the S.W.1/4 of Section 31, Township 79 North, Range 3 East of the 5th P.M., all in Scott County, Iowa, and particularly described as follows:

TRACT IV

Commencing at the North Quarter corner of Section 1, Township 78 North, Range 2 East of the 5th P.M.; thence East (assumed bearing) along the Northerly line of said Section 1 a distance of 568.58 feet to the point of beginning, said point being 162.0 feet Easterly of and normally distant to the centerline of Interstate Route No. 280; thence continuing East along the Northerly line of said Section 1 a distance of 214.50 feet; thence South  $00^{\circ} 35' 06''$  West a distance of 1181.92 feet to a point being 379.5 feet Easterly of and normally distant to the centerline of Interstate Route No. 280; thence North  $20^{\circ} 58' 34''$  West a distance of 561.60 feet to a point being 179.3 feet Easterly of and normally distant to the centerline of Interstate Route No. 280; thence North  $01^{\circ} 25' 01''$  West a distance of 396.71 feet to a point being 170.0 feet Easterly of and normally distant to the centerline of Interstate Route No. 280; thence North  $01^{\circ} 50' 55''$  East a distance of 261.02 feet to the point of beginning, containing 4.486 acres, more or less.

Also a parcel of land located in the West 1/2 of the Southeast 1/4 of Section 36, Township 79 North, Range 2 East of the 5th P.M., Scott County, Iowa, described as follows:

Bounded on the East by the East line of the West 1/2 of the Southeast 1/4 of said Section 36, on the South by the South line of the West 1/2 of the Southeast 1/4 of said Section 36, and on the Northwest by the present Southeasterly right of way fence line of Ramp "D" of Interstate Route No. 80; containing 45.3 acres, more or less.

Also Part of Section 36, Township 79 North, Range 2 East and part of the fractional Section 31, Township 79 North, Range 3 East of the 5th P.M., more particularly described as follows:

Commencing at the Southeast corner of said Section 36; thence North  $00^{\circ} 05' 26''$  East (assumed bearing) along the Easterly line of said Section 36 a distance of 2,179.83 feet to the point of beginning; thence south  $85^{\circ} 15' 47''$  West a distance of 1,334.26 feet; thence North a distance of 209.59 feet to a point being 99.1 feet Southerly of and normally distant to the Southerly edge of the slab of Lane D of Interstate Route No. 80 and 280, said point being the point of curvature of a 1,810.85 foot radius curve concaved Southerly; thence parallel to the Southerly edge of the slab of said Lane D along the arc of said curve, the chord of which is North  $69^{\circ} 41' 55''$  East a distance of 244.86 feet to the C.S. of a curve, said point being the point of curvature of a 4,484.85 foot radius curve concaved Southerly; thence parallel to the Southerly edge of the slab of said Lane D along the arc of said curve, the chord of which is North  $76^{\circ} 36' 02''$  East a distance of 197.39 feet to the C.S. of said curve, said point being the point of curvature of a 4,484.85 foot radius curve concaved Southerly; thence parallel to the Southerly edge of the slab of said Lane D along the arc of said curve, the chord of which is North  $82^{\circ} 32' 18''$  East a distance of 676.24 feet to a point being 111.1 feet Southerly of and normally distant to the centerline of the East bound lane of Interstate Route No. 80, said point also being the point of curvature of a 4,472.85 foot radius curve concaved Southerly; thence parallel to the centerline of the East bound lane of Interstate Route No. 80 along the arc of said curve, the chord of which is South  $86^{\circ} 48' 02''$  East a distance of 663.36 feet to the point of tangency; thence South  $82^{\circ} 01' 19''$  East parallel to the East bound lane of Interstate Route No. 80 a distance of 862.86 feet; thence South  $76^{\circ} 37' 13''$  East a distance of 176.74 feet to a point being 127.8 feet Southerly of and normally distant to the centerline of the East bound lane of Interstate Route No. 80; thence South  $85^{\circ} 15' 47''$  West a distance of 1,456.23 feet to the point of beginning, containing 15.002 acres, more or less.

Direct access between the aforementioned parcel of land and Interstate Routes No. 80 and 280 and Interstate Ramp "D" is prohibited.



***D-8) Proposals must indicate a clear “bottom line” construction cost to the City, and an estimated annual utility cost, operating as a 24/7/365 business. The “bottom line” construction cost may be presented as either of the following:***

Bottom line construction cost to the City is \$75 million, including the \$5 million “highway fee.” Equipment is projected to be \$30 million for a total project cost of \$105 million.

Total projected utility costs of all utilities (including power, heating, and sewer) of the two combined properties is estimated at \$1 million dollars per year - \$850,000 in the highway site and \$150,000 in the downtown location.

***D8-a. Annual single, double or triple (any or all may be separately specified) net lease, with an initial term of 20 years, renewable as specified in the proposal.***

Based on an estimated project cost of \$75 million, triple net lease at a 10 cap for 20 years is estimated at \$7.5 million annually, or as mutually agreed upon by the parties.

Equipment financing can also be provided at reasonable 3 & 5 year lease rates. Ingenus proposes to handle that negotiation for the City, and make it part of the annual operating expense of the enterprise.

***D8-b. Sale of the gaming floor as part of a condominium regime to the City at a specified, not to exceed price, upon substantial completion, or specified later date.***

N/A

*Note I - The City expects to secure operating equipment (slot machines, table games, furnishings, audio / visual / security / POS equipment, food and beverage supplies, etc.) as separate transactions, to be installed under separate contract. The “bottom line” construction cost is thus intended to include all construction and finishes, but exclude furnishings, supplies and equipment. Public area finishes are expected to be consistent with private, land based casinos in the regional market (i.e. Jumers, Riverside and Diamond Jo).*

*Note II – In the case of casino construction as one element of a mixed-use project, the City expects the developer to create horizontal and vertical regimes (i.e. “condo”) the casino elements, and clearly identify any expected common area fees related to the casino.*

**MEMORANDUM OF LEASE  
and PURCHASE OPTION**

**THIS MEMORANDUM OF LEASE AND PURCHASE OPTION** is made as of this\_\_\_\_\_ day of January, 2013 by and among, **THE CITY OF DAVENPORT** (hereinafter **City**), and **FDP ACQUISITIONS, LLC**, or its affiliate (hereinafter **FDP**) **setting forth the key general terms to the leasing by FDP to the City of certain property developed and constructed by FDP for the specific use and purpose of the City.** The City and the Riverboat Development Authority of Davenport shall be jointly referred to as the “Community”.

WHEREAS, the City intends to make application to purchase the existing Rhythm City Casino (“City Casino”) and apply for a license to be granted by the Iowa Racing and Gaming Commission for the ownership and operation of the gambling structure; and

WHEREAS, the City intends to relocate the operations of the City Casino to a new site and has issued a Request for Proposal – RFP 13-34 (“RFP”) for third party developer/operators to assist the city in financing, developing and operating the relocated gambling structure (“Relocated Facility(s)”); and

WHEREAS, the City intends to engage Ingenus Management and Consulting, LLC (“Ingenus”) as the operator of the City Casino on behalf of the City and the developer and operator of the Relocated Facility(s) and Ingenus has engaged FDP to provide the financing and development services for the Relocated Facilities; and

WHEREAS, the City intends to lease the Relocated Facility(s) from FDP under a long term lease once developed by FDP/Ingenus with a purchase option at the end of the lease; and

WHEREAS; if required by Iowa law, the City will support any necessary and applicable application of the City, FDP and Ingenus for a license to be granted by the Iowa Racing and Gaming Commission related to and for the financing, development and operation of a gambling structure; and

WHEREAS, the City, RDA, FDP and Ingenus wish to enter into certain definitive agreements referenced in the attached exhibits, which includes the Scope of Work Summary (the "Definitive Agreements")

**NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:**



1. The parties agree to use best efforts to negotiate the Definitive Agreements on an exclusive basis in order for a timely application to be submitted to the IRGC, but in no event later than November 1, 2013.

2. The Community agrees that it will not accept any other proposals, or engage in any discussions with any other gaming company or qualified sponsoring organization, with respect to the financing, development and operation of a casino during this period without the express written permission of FDP and Ingenus.

3. FDP, Ingenus, City, and the Riverboat Development Authority (RDA) if necessary, will jointly pursue the approvals necessary for the financing and development of the casino project. The City will advance the costs to be incurred in seeking and advocating for the necessary permits and approvals to obtain the appropriate gaming licenses and finance and develop the project. Upon receipt of the necessary licenses and approvals, the City will reimburse the FDP, RDA and Ingenus for all out of pocket expenses incurred to date in connection with the anticipated application, licensing and costs associated with the existing and Relocated Facility(s) .

4. The City, RDA and FDP agree that Ingenus, as the operator for the City will not be responsible or liable in any way for the payment of the lease payments to FDP and that the lease payments are the sole responsibility, debt and liability of the City resulting from FDP financing and developing the Relocated Facility(s) on behalf of the City.

This Memorandum of Intent is signed and entered into as of the day and date first above written.

#### **THE CITY OF DAVENPORT**

By \_\_\_\_\_  
Its: \_\_\_\_\_

#### **RIVERBOAT DEVELOPMENT AUTHORITY**

By \_\_\_\_\_  
Its: \_\_\_\_\_

**FDP ACQUISITIONS, LLC**

By \_\_\_\_\_  
Its: \_\_\_\_\_

**INGENUS MANGEMENT/CONSULTING, LLC.**

By \_\_\_\_\_  
Its: \_\_\_\_\_

**SCOPE OF WORK SUMMARY TO BE INCLUDED  
IN THE DEFINITIVE AGREEMENTS**

- FDP will finance and develop a 30-40,000 square foot state of the art casino and up to 100 room hotel. The casino will have approximately 1000 machines, 12 table games and a Poker Room.
- An additional boutique casino to be located downtown provided the State approves a bifurcated license to allow two sites under one license. The downtown site will include 100 – 200 machines and restaurant concept.
- The project will include multiple restaurant/dining facilities including deli type, casual and buffet dining options.
- Total project costs of approximately \$105 million unless the City determines it is in their best interest to provide up to \$10 million of local government infrastructure improvements (the "Infrastructure Improvements") and facility equipment (which may or may not be subject to the facility lease described below). The Infrastructure Improvements, if funded by the Community, may be a combination of grants or bonds (tax-exempt or taxable) or bonds only. The principal amount of the bonds shall be equally distributed between the City and County, unless they shall otherwise agree. The equipment financing if provided by the City will be part of an operating financing lease charged to the facility as an operating expense.



- City shall enter into a long-term triple net facility lease with two (2) five year options on terms to be determined with a rental payment computed at an appropriate market cap rate and the value of the real estate and facility once developed.
- The lease will be for the development and construction costs associated with making the facility ready for operation and opening of the public at an estimated cost of \$75,000,000. Based on current interest rates and the aforementioned costs, the annual triple lease payment to be made by the City to FDP would be approximately \$7.5 million per year will dependent upon full developments costs at the time of completion as well as applicable rates at the time of executing of the lease and closing of financing by FDP.
- If the City prefers FDP to also provide the estimated \$30 million of equipment for the new development (for the total project costs of \$105 million), that financing will be completed in a separate transaction at appropriate market rates at the time of financing. Estimated costs equipment financing will be based on a 3 – 5 year amortization and preferred lending rate available to FDP of approximately 5%.
- If the City asks for infrastructure improvements to be provided by the developer, the costs of the Infrastructure Improvements amortized over the term of the lease together with any interest or other financing costs incurred in financing for the Infrastructure Improvements will be added to the lease at similar terms or such other lease arrangements as the parties may agree upon which will allow the Lessor to recover its costs within a commercially reasonable time. The Lease payment shall not include any additional reimbursement (beyond the value of the real estate) for funds provided by the Community from any grant or other funds. The Lease agreement will provide an Option for the City to purchase the land and improvements related to the Casino at the fair market value at the end of the lease term and as appraised by seeking three third party appraisals from independent appraisal firms.
- In case the Bi-Furcated License application is approved by the IRGC, Land planning will integrate a boutique casino with the River Center into the larger comprehensive plan for the City of Davenport. The “Boutique Casino” will be a concept to enhance the downtown experience and assist in maximizing gaming and economic revenues for the City and State and such development will be included in the above mentioned financing, lease and purchase options
- In case the Bi-Furcated License application is **not** approved by the IRGC, Land planning will integrate and work with FDP/Ingenus and their development team to facilitate the proposed highway concept. The highway concept facility will be developed near the intersection of I-80 and I-280 and will provide a full scale casino and hotel development which will provide the City and State with the maximum revenue potential of the projects contemplated as well as significant future economic development opportunities and benefits. Such development will be reflected in the above mentioned triple net lease and purchase option.
- In order to ensure the facility stands the best chance for the City to be able to meet its obligations under the Lease, it will be a requirement of the Lease that Ingenus shall operate/manage and assist in the development of the facility(s) for their customary development and operating fees as negotiated by the City and Ingenus until such time as the parties terminate the lease or the purchase option is exercised. Agreements for the financing and development of the casino facility(s) will include a development fee of 4% of the total project costs to be paid to the FDP/Ingenus development and team, of which

3% will be paid directly to FDP, developer partner and 1% paid directly to Ingenus as their fee during the construction, development and pre-opening phase of the facility(s). These agreements may be separate or combined documents as negotiated by the parties.

- All additional infrastructure requirements (not otherwise included in the Infrastructure Improvements) necessary for the casino development shall be borne by the City or if preferred, the developer as casino development costs and included in the facility lease.
- The Community agrees that it will not create or impose any additional tax or charge in connection with the project, other than property taxes and utility charges that will impact the City's ability to pay the lease as contemplated.
- In no event will the RDA, the City or Community terminate its contract with Ingenus, or otherwise require or replace Ingenus as the operator without the prior written consent of FDP. Any termination must be in accordance with the executed agreements between Ingenus, the City, the Community and if applicable FDP and provide for an agreed upon separation and settlement agreement if resulting in any terms other than those explicitly stated in the parties agreements.
- FDP may only be replaced as the lessor according to the terms of the Lease agreement or as mutually agreed to by the parties if a buyout or purchase option is mutually agreed to by the parties.
- The City agrees that it the Lease cannot be subleased or assigned to a third party without the express written consent of FDP

Davenport Casino Project  
Proforma Development Budget

|                                               | Estimate                    |
|-----------------------------------------------|-----------------------------|
| <b>Casino Development Budget</b>              |                             |
| Project Development Cost Estimates            |                             |
| Building Construction                         | \$53,000,000                |
| Site Development and Parking                  | 10,000,000                  |
| Land Assembly, pre-opening, development Costs | 7,000,000                   |
| Highway Location Fee                          | 5,000,000                   |
| Total Construction Related                    | <u>\$75,000,000</u>         |
| Equipment (financed at option of City)        | <u>30,000,000</u>           |
| Total Project Development Est                 | <u><u>\$105,000,000</u></u> |

Note: Project development estimates include the Bi-frucated license option. The downtown facility is budgeted to be approximately \$10,000,000 of the full \$105 million budget. This amount would be avoided if only the highway site is approved.

Note II: Included in the Building Construction Estimates is approximately \$6.6 million of E&M costs related to the purchase and install of air handling and electric and mechanical related equipment for the facility.





**FINANCIAL DISTRICT  
PROPERTIES**

December 20, 2012

Mr. Ken Mimmack  
President and CEO  
Ingenus Management and Consulting LLC  
315 East River Road  
Brainerd MN 56401

Dear Ken,

Please accept this letter as a demonstration of my firm's committed support for Ingenus Management and Consulting LLC's response to the City's Request for Proposals (RFP) #13-34 CASINO DEVELOPMENT/OPERATOR.

Financial District Properties (FDP) agrees to finance the development of two land-based casinos developed and operated by Ingenus on behalf of the City - or one casino property should the State not approve a bifurcated license.

FDP makes a firm commitment to finance two casino properties, one located at the intersection of I-80/I-280; and a second, boutique gaming parlor attached to the River Center downtown, for a total development cost of up to \$105 million, contingent upon the following:

- The City of Davenport selects the FDP/Ingenus Team to develop the casino properties;
- The City agrees to the financing terms, including a fee of four percent of total project costs (of which one percent will be Ingenus' portion for your involvement in development, design and pre-opening services, and three percent will be paid to FDP for development services and overhead); as well as a 20-year triple-net lease to be signed by the City based on actual budgeted costs and final financing terms. As an example, if the gross project costs equal \$60,000,000, the rent would be approximately \$6,500,000 exclusive of any operating expenses.
- The State of Iowa approves the City's purchase of the existing Rhythm City Casino;
- The City and the RDA enter a development and operating services agreement with Ingenus for the duration of the lease.
- The City, State, and Riverboat Development Authority (RDA) agree to and abide by all agreements necessary to legally develop and operate the land-based casino in Davenport.

Financial District Properties, 201 N Harrison ST Suite 402 Davenport, IA 52801  
Financial District Properties LLC

201 North Harrison Street, Suite 402 · Davenport, IA 52801 · (563) 324-9898 · Fax (563) 324-0359



Furthermore, it's understood that FDP and Ingenus will partner with Ryan Companies US to provide General Contractor Services and design consulting services. Ingenus, of course, will provide operations management services on behalf of the City.

FDP has a proven track record of completing prominent real estate projects; we're committed to completing a project of this magnitude, and are pleased to participate in a venture that will benefit the people of Davenport and the Quad Cities. Finally, we look forward to presenting our strong development team and plan to the City of Davenport, the RDA, and the State of Iowa. I firmly believe we have the right plan, at the right time, to deliver the greatest benefit to all parties involved.

Sincerely,



Rodney Blackwell  
Managing Principal



FINANCIAL DISTRICT  
PROPERTIES

December 20, 2012  
City of Davenport  
Purchasing Division  
226 West 4th Street  
Davenport, IA 52801

To Whom It May Concern:

Please accept this letter as a demonstration of my firm's committed support for Ingenus Management and Consulting LLC's response to the City's Request for Proposals (RFP) #13-34 CASINO DEVELOPMENT/OPERATOR.

Financial District Properties (FDP) proposes to finance the development of two land-based casinos developed and operated by Ingenus on behalf of the City and the Riverboat Development Authority.

Ingenus' proposal recommends developing and operating two properties:

- A state-of-the-art casino/hotel featuring 1,000 gaming machines, 20 table games, three restaurants, and 100 hotel rooms at the intersection of I-80 & I-280. (I have control of the land, which will be contributed to the project and included in the overall financing and lease agreement, at the I-80/I-280 site as evidenced by option agreement present in Ingenus' proposal.)
- A boutique gaming parlor featuring 100-200 gaming machines, table games, and a restaurant/brew pub with indoor and outdoor seating located adjacent to the River Center at the intersection of East Second and Perry Streets;

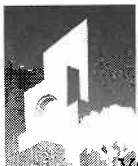
The strategy of bifurcating the gaming license maximizes the value of the license by generating the largest projected gaming-generated revenue, as well as creating new economic development both downtown and at an interstate location. This is undoubtedly the only proposed concept that satisfies the various and sometimes disparate needs of all entities involved, including the City of Davenport, the Riverboat Development Authority, the State of Iowa, and, of course, the people living in and around the Quad Cities.

To provide financing (for the bifurcated strategy if approved by the State, or just one of the facilities if bifurcating is not approved), FDP requires a two percent fee of total construction costs and one percent fee for overhead, which will be included in Ingenus' overall fee for developing the project, as well as a 20-

Financial District Properties, 201 N Harrison ST Suite 402 Davenport, IA 52801  
Financial District Properties LLC

201 North Harrison Street, Suite 402 • Davenport, IA 52801 • (563) 324-9898 • Fax (563) 324-0359





**FINANCIAL DISTRICT  
PROPERTIES**

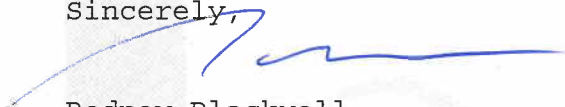
year triple-net lease to be signed by the City based on actual budgeted costs and final financing terms. As an example, if the gross project costs equal \$60,000,000, the rent would be approximately \$6,500,000 exclusive of any operating expenses.

FDP and Ingenus will partner with Ryan Companies US to provide General Contractor Services and architectural consulting services. Ingenus, of course, will provide operations management services. This development team will also make a strong commitment to work with as many local and Iowa based companies as possible both during the development process and throughout the ongoing operation of the bifurcated properties.

FDP and Ryan Companies US have a proven track record of working together and completing prominent real estate projects, namely the Kone Centre in Downtown Moline, IL, making us a reliable team capable and committed to completing a project of this magnitude. Ingenus is a 12-year old gaming management and operations consulting company whose members have more than 200 years of experience in casino development and operations management. I'm completely confident they will provide a great management partner to the City of Davenport and FDP.

The people of Davenport deserve the financial, social and entertainment benefits a rejuvenated gaming presence can provide. FDP is excited to take a significant financial and development role in this important project, and is prepared to see it through to fruition.

Sincerely,



Rodney Blackwell  
Managing Principal



All of **us** serving you®

COMMERCIAL BANKING

201 West Second Street, 3rd Floor  
Davenport, IA 52801  
563.328.3100  
563.324.2338 Fax

December 19, 2012

Rodney Blackwell/Manager  
Financial District Properties  
201 N. Harrison Street  
Suite 402  
Davenport, IA 52801

Dear Rodney:

Based on the terms of a 20 year, solid triple net plus lease with a solid credit tenant (Aa2 rating), you could expect an interest rate of no greater than 2.93% fixed for a 5 year term, 20 year amortization loan. The terms of the lease should protect the landlord from increased interest rates after the initial five year term. The interest rate presented is an indicative rate for today only, assuming the rate was provided for a loan closing today. Please be advised that this is not a commitment to lend and the rate is provided for discussion purposes only.

Sincerely,

A handwritten signature in blue ink that reads "James A. Richardson".

James A. Richardson  
Vice President

# **FUNDING THE DAVENPORT CASINO – SALE/LEASEBACK**

**PREPARED BY:**

**RON POLLINA PH.D. PRESIDENT, POLLINA CORPORATE REAL ESTATE INC.**

**DECEMBER 19, 2012**

The question of funding Casinos is a challenging one, given the current fiscal environment. The development of a new Casino through the use of a Sale/Leaseback is an approach that can help bring Davenport to the point of achieving its goal.

Essentially, the Sale/Leaseback structure to financing is as follows:

- The financial institutions that have made proposals will provide 100% of the financing for the project.
- The financial institution may act as developer or the casino operator may act as developer.
- The financial institution would own the property.
- The financial institution would sign a 30 year Master Lease with the City of Davenport who in turn would sign a 30 year sub-lease with the River Boat Development Authority.
- The City would collect the rent specified in the Master Lease from the non-profit who would receive monthly payments from Ingenus, the operator of the Casino and hotel.

As shown below, the Sale/Leaseback can provide all the funds necessary for the development of a new Casino and hotel and generate potentially **\$20 - \$46 million in cash upon lease signing (Signing Bonus)**. There are no restrictions on the use of these funds by the City. This type of return is possible due to the fact that interest rates are extremely low today. As time progresses, these rates can change dramatically to the disadvantage of Davenport.

The **attached proposals are preliminary and will require additional negotiations**. Some to the issues to be further negotiated by Pollina Corporate on behalf of the City, with the financial institution are:

- Will they act as developer or utilize Ingenus as developer to take responsibility for on time and on budget completion?
- Negotiate the capitalization rate to improve the amount of funds paid to City as up-front Signing Bonus.
- Negotiations of the annual rental payments and escalations to favor the City and the River Boat Development Authority.
- Land acquisition cost.
- Negotiations of the Master Lease terms to favor the City.
- Negotiations of Sub-lease agreement with the River Boat Development Authority.
- Negotiations of City's and the River Boat Development Authority options to renew the lease.
- Negotiations of rent escalation provision.



- Negotiate terms of lease to provide City the maximum flexibility in the use of the facility.
- Establishing a fixed price for the City's option to buy-back at the end of term.

Pollina Corporate shall also act on behalf of the City to:

- Solicit other financing offers.
- Negotiate improvements to current preliminary offers.
- Prepare an analysis of all offers for review by City.
- Negotiate terms and agreements including the lease agreement with final legal review and approval by City and its legal counsel.
- Pollina Corporate will not charge Davenport for Sale Leaseback services as its fees are included in the financing.

## **PROJECT DEVELOPMENT COST ESTIMATES:**

### **Interstate Site Estimates:**

|                                       |                      |
|---------------------------------------|----------------------|
| Land Acquisition                      | \$ 7,000,000         |
| Building Construction                 | \$53,000,000         |
| Infrastructure                        | \$ 5,000,000         |
| Parking                               | \$ 5,000,000         |
| Total Construction Related            | <u>\$70,000,000</u>  |
| Equipment                             | \$ 30,000,000        |
| <b>Total Project Development Est.</b> | <b>\$100,000,000</b> |

## **EXAMPLE I: Preliminary Mesirow Realty Sale-Leaseback, Inc. Proposal\***

General terms:

- 100% financing \$120,000,000
- 30 yr. lease term
- 4 successive five year renewal options (City's option)
- Annual rent \$8,340,000 (8.34% of cost of development)
- Annual rent escalation of 2%
- Capitalization rate 6.95 %
- Property market value based on rent \$120,000,000
- Amount paid to Davenport at lease signing as a Signing Bonus - \$20,000,000 over total project cost of \$100,000,000.

**Based on the preliminary Mesirow Realty Sale-Leaseback, Inc. proposal the City would receive \$20,000,000 in cash at the opening of the funding.**

**EXAMPLE II: Preliminary Credit Lease Investment, Inc. Proposal\***

General terms:

- 100% financing \$146,000,000
- 30 yr. lease term
- 6 successive five year renewal options (City's option)
- Annual rent \$10,833,800 - \$11,473,250 (10.83% - 11.47% of development cost)
- Annual rent escalation of 0%
- Capitalization rate 7.42 % - 7.85%
- Property market value based on rent \$146,000,000
- Amount paid to Davenport at lease signing as a Signing Bonus - \$46,000,000 over total project cost of \$100,000,000.

**Based on the preliminary Credit Lease Investment, Inc. proposal the City would receive \$46,000,000 in cash at the opening of the funding.**

\* This analysis is provided for the purpose of an example to illustrate how a Sale/Leaseback works, and may not reflect the final structure.



## CREDIT LEASE INVESTMENTS, LLC

[www.creditleaseinvestments.com](http://www.creditleaseinvestments.com)

### LETTER OF INTENT

December 14, 2012

To: Bill Gluba  
Mayor, Chief Executive Officer  
City of Davenport  
c/o Ronald R. Pollina  
Pollina Corporate Real Estate, Inc.  
401 Devon Avenue  
Park Ridge, Illinois 60068

Dear Mr. Gluba:

The following is a lease structure for discussion purposes only, and not to be construed as a firm commitment due to the City of Davenport ("the City") being unable to close on the proposed transaction until nine (9) months after the City purchases the existing riverboat casino in Davenport, Iowa, which may result in negative changes to interest rates and financial markets by the end of the above period.

Project: Development of a to-be-built hotel/casino containing at least 80 hotel rooms and 1,300 gaming machines ("Project"). Project is to be completed 20 months after proposed closing between the City and CLI Davenport, LLC, a to-be-formed limited liability company by Credit Lease Investments, LLC, a Delaware limited liability company ("CLI").

Project  
Location: Off Interstate-80, Davenport, Iowa



Funding for Project: \$100,000,000 to be provided by CLI at closing (typically 90 days after a formal lease is signed)

Lessor: CLI

Lessee: City of Davenport

Lease Type: Absolute Triple Net (Bond-Type)

Lessee shall pay all expenses including any real estate taxes, business taxes, insurance, maintenance, repairs, replacements, management, hotel/casino operations, casualty and condemnation.

Lease Term: 30 years

Lease Options: One 30 year option

Purchase Option: Lessee shall have the right to purchase the facility at the end of the initial 30 year lease for Fair Market Fee Simple Value.

Construction Time: Completion of the project is projected to be 20 months from time of closing between the City and CLI.

Annual Flat Rent: \$8,500,000 to \$9,004,900 annually (depending on the analysis of the City's projected financial condition after the project is completed. Rent shall be payable monthly on the first of each

month, beginning on the 4<sup>th</sup> month after completion. Prior to issuance of the final Lease, a lower initial rent payment can be considered with to-be-determined annual rent payment escalations. This is an estimated rent based on today's interest rates and capital market conditions. Rent is subject to change until a formal Lease is signed.

Date Certain: Lessee shall provide a "Date Certain" whereby Lessee will be obligated to begin paying above rent payments beginning on the 4<sup>th</sup> month after the above 21 month estimated construction period, even if the project is not completed. If Lessee desires more than 24 months on the "Date Certain", Lessor can consider it with to-be-determined higher annual rent.

City Plan for Post-Completion of Project: City shall supply CLI with a report projecting the effect of the proposed project on the City's current bond rating.

Disclosure of Casino Operator Disclosure: Casino Operator shall disclose to CLI the percentage of EBITDA that it will receive after debt service.

Security Deposit: Lessee shall deposit with CLI a refundable Security Deposit at signing of the Lease in the amount of \$1,500,000. At closing, the Security Deposit will be refunded. If Lessee rescinds the lease prior to closing, or does not provide any reasonable documentation required by CLI to close the transaction, including but not limited to detailed project plans, site plan, survey, legal description of property, permits, signed general contractor agreement, other customary project documentation, an acceptable Estoppel and Subordination, Non-Disturbance and Attornment Agreement signed by Lessee, then Lease Security Deposit shall be non-refundable and be considered liquidated damages paid to CLI, it being expressly understood that actual damages are not ascertainable.

This Letter of Intent is not intended to create, nor shall it create, any obligations on the part of CLI, Lessor or Lessee, with respect to the Project, and shall serve only as a basis for the preparation of a formal Lease. If you find the foregoing to be acceptable, please execute this Letter of Intent in the space provided below, and return an executed copy via e-mail to Michael D. Rubino at [mrubino@creditleaseinvestments.com](mailto:mrubino@creditleaseinvestments.com) on or before December 31, 2012. If the Letter of Intent has not been fully executed and/or a copy of the signed Letter of Intent has not been received by Michael Rubino by the above date, this Letter of Intent shall be considered null and void.

Very truly yours,



Michael D. Rubino  
Co-Managing Member

MDR:st

ACCEPTED: City of Davenport

By: \_\_\_\_\_ /\_\_\_\_\_/\_\_\_\_\_  
Bill Gluba, Mayor Date  
and Chief Executive Officer



December 14, 2012

Via E-mail (rrp@pollina.com) and Federal Express Overnight Delivery

Mr. Ronald R. Pollina  
Managing Broker  
Pollina Corporate Real Estate, Inc.  
401 Devon Avenue  
Park Ridge, IL 60068

**RE: Davenport Casino Build-to-Suit**

Dear Ron:

Thank you for introducing us to the Casino Opportunity in Davenport, all as more fully described in the Executive Summary prepared by Ingenus Marketing dated December 3, 2012. We are quite excited about the possibility of participating in the development of a new Casino there and working with the City of Davenport, Ingenus and yourself, among others. This will serve to evidence our preliminary desire to move forward and, at the same time, provide some indicative structuring and pricing.

As a brief introduction for those participants who may not yet be familiar with us, Mesirow Realty Sale-Leaseback, Inc. ("MRSL") is one of the real estate investment arms of Mesirow Financial, a highly respected, privately-held investment bank and capital management firm. Founded in 1937 and based in Chicago, Mesirow Financial currently has approximately \$65 billion of advisory, managed and custodial assets under its control. To date, the Sale-Leaseback group has completed transactions with value and size in excess of \$2 billion and 14 million square-feet, respectively, with rated and non-rated publicly-traded companies, foreign corporations, and strong privately-held companies. Client companies of the Sale-Leaseback group include Anixter International, Stater Bros. Markets, CVS/Caremark, Baxter International, Best Buy Corporation, Anthem Insurance, Equifax, Phillips Petroleum and Sherwin Williams, to name a few. With particular importance and relevance to this transaction, please note that MRSL has closed sale-leasebacks in excess of \$100 million, and has funded build-to-suit developments similar to that contemplated by this opportunity with, among others, Dollar General (\$45,000,000), Sherwin Williams (\$25,000,000) and Phillips Petroleum (\$15,000,000). As a result, we feel eminently qualified and undaunted by either the size or the complexity of the request.

Based on the limited dialogue and facts we currently have, our current and preliminary thoughts of structuring and pricing contemplate a scenario whereby we commit to make available a fixed amount of capital (likely funded all up front), and some credit-worthy party maintains responsibility for on-time, on-budget completion of the Development. To that end, we are prepared to move discussions forward based on the following starting talking points:

1. **Total Consideration:** We will acquire the selected land after all entitlements are in place, all construction permits have been issued and all fixed-price construction contracts

have been executed. We will fund a total of \$120,000,000, which is inclusive of all costs of development as contemplated in the Executive Summary ("Total Consideration"). Any portion of the Total Consideration in excess of the costs of development may be retained by the City of Davenport.

Please note that this amount is intended to pay all costs of the development (except for interest, and other costs of our debt, for which we shall be responsible). To confirm: We are paying all of our financing costs, including construction period interest, loan fees and forward commitment fees and expenses in addition to the Total Consideration. At the closing, we would fund the costs of land acquisition, reimburse construction costs incurred to date, and deposit the balance of the Total Consideration into an escrow account (the "Escrow Account"), to be drawn from as more fully described below, in order to assure all participants of our ability to fund the balance of the development costs. The Total Consideration, plus our financing costs, will need to be supported by a leased fee appraisal, prepared by a licensed MAI appraiser and conforming to FIRREA Standards, in form and content satisfactory to us.

2. **The Lease:** Our proposal would contemplate a Lease with, and supported by the full faith and credit (without appropriation risk) of, the City of Davenport, and will contain, among other things, the following general terms and conditions:
  - 2.1 **Term:** The term of the Lease would commence upon our acquisition of the land and expire thirty (30) years following completion of construction and issuance of a final certificate of occupancy, which will be expected to be on a date we mutually agree upon (the "Start Date"), which for present purposes we assume to be 24 months from land acquisition. The Lease would provide four (4) successive five-year renewal options.
  - 2.2 **Rent:** Annual rent would be \$8,340,000, payable monthly in advance, and would start following completion of construction and issuance of a final certificate of occupancy. Rent would increase 2% per year.
  - 2.3 **Land Acquisition, Construction and Fundings:** As noted above, we would acquire the land and take direct title thereof, funding its acquisition, and at closing reimburse all parties for all costs incurred to date, subject to the terms below. Thereafter, the City and/or its contractor and developer would complete construction of the improvements pursuant to construction contracts and plans and specifications reasonably approved by us. The City will be permitted to make monthly draws from the Escrow Account for progress payments of actual development costs. Such draws shall not exceed, at any point in time, the cumulative amount scheduled in the Executive Summary and shall be subject to construction costs being in balance with the final budget. In the event completion of construction (including issuance of a final, unconditional certificate of occupancy) is not achieved on or before an agreed-upon date, the City (or its contractor and developer, with a full guaranty by the City) would be obligated to purchase the Property from us at a price, including yield maintenance, intended to make us whole with respect to our investment and expected yield, inclusive of the Total Consideration and all of our capitalized costs. We would expect this date to be twelve (12) months after the projected completion date of all build-out so as not to be problematic, and it is our experience that any issues with respect to delayed completion and/or cost overruns could be managed contractually by the City with

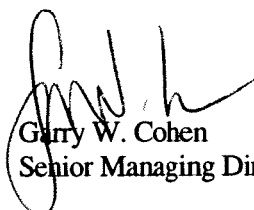
its contractor/construction manager and/or other members of its development team already responsible for the construction process. The City would, however, be responsible to us for a per diem interest cost from the Start Date to actual rent commencement. It is our experience, again, that the City should be able to lay off any such per diem obligation to members of its development team.

- 2.4 **Completion:** The City shall retain 100% responsibility for completion of the Project per the Lease and per approved plans and specifications on time and within budget. Of course, again this obligation can be laid off onto the contractor and/or development team
- 2.5 **Property Expenses/Net Lease:** The Lease will be an absolute net "bond-type" Lease with the City being responsible for all expenses associated with the use, occupancy, construction and maintenance/repair/replacement of the Property.
- 2.6 **Subleasing:** It is expected that the City will sublease the Property to an operator, and the City would be entitled to retain 100% of the proceeds of any sublease as long as it is not in default of our Lease. The sublease would be collaterally assigned to us. The term of any such sublease shall not extend beyond the primary term of the Lease or any exercised renewal option, and the City would not be released from liability under the Lease as a result of any sublease.
- 2.7 **Option to Purchase:** We understand the City may wish to have an option to purchase the Property at some point after the initial term of the Lease. We are open to discussions of a fair market value option at a time and upon terms we may mutually agree.

Obviously there are more details to flush out, but we are quite excited at the prospect of moving this to the next level. Please review our thoughts and run them by the appropriate members of the development group and let us know at your convenience when we may be able to take this to the next step. Because of the complexity of the development and the inter-relationships among the various parties, we are prepared to meet with whomever whenever.

Very truly yours,

**MESIROW REALTY SALE-LEASEBACK, INC.**

  
Garry W. Cohen  
Senior Managing Director

cc: Gerald Levin





**RONALD R. POLLINA, PH.D**

***President, Real Estate Economist – ITRA GLOBAL CHICAGO***

Dr. Ronald R. Pollina is President and founder of Chicago-based Pollina Corporate Real Estate, Inc. Since 1981, Pollina Corporate has represented clients nationally and internationally with their real estate needs, including strategic planning and location analysis. Dr. Pollina's industry peers and corporate clients recognize him as an expert in real estate finance, corporate location analysis, lease and contract negotiations and geo-economic trends.

Prior to forming the company, Dr. Pollina was real estate economist for one of the nation's largest real estate firms. During the mid-1970's, he served in a similar capacity with Continental Illinois National Bank.

Dr. Pollina has represented numerous Fortune 500 companies as real estate broker and consultant, including Xerox, E.I. du Pont, 3Com, Time Magazine, Bosch, Caterpillar, State Farm Insurance, and Prudential Insurance. He has represented his clients in every major metropolitan area of the country, as well as foreign locations, with many of these transactions being the building or acquiring of corporate headquarters and major manufacturing and distribution facilities.

Dr. Pollina has authored over 90 articles and studies on the subjects of corporate relocation, lease and contract negotiations, corporate office and industrial development, market analysis, and national and state economic development. He is a principal author of The Lease Negotiation Handbook, a publication of the American Bar Association and the International Association of Attorneys and Executives in Real Estate. His credits also include articles in publications such as *Forbes*, *Chief Executive*, *Site Selection* and *Industrial Development*, *The American Industrial Development Council Journal*, *Economic Development Journal*, *Real Estate Issues*, *Land Economics Journal*, *National Law Journal*, and *Area Development Magazine*. His opinions on real estate have been quoted in *The Wall Street Journal*, *Financial Times*, *Financial Times of London*, *Business Week*, *Forbes*, *National Real Estate Investor*, *Real Estate Forum*, *Chicago Tribune*, and the *New York Times*. Dr. Pollina is the author of the nationally recognized Pollina Corporate Top 10 Pro-Business States study that is published annually and has received press coverage by CBS, NBC, ABC, CNN and NPR. Selling Out a Superpower: Where the U.S. Economy Went Wrong and How We Can Turn It Around is Dr. Pollina's latest book, published by Prometheus Books ([www.sellingoutasuperpower.com](http://www.sellingoutasuperpower.com)).

In addition to being interviewed on television and radio, Dr. Pollina, as a lecturer, has made numerous presentations before groups such as the National Council for Urban Economic Development, International Economic Development Council, Building Owners and Managers Association International, National Association of Realtors, the International Association of Attorneys and Executives in Corporate Real Estate, Business Roundtable, and the Pennsylvania and Nebraska state legislatures.

Dr. Pollina is currently Chairman and founder of the American Economic Development Institute ([www.AEDI.us](http://www.AEDI.us)). AEDI is a think-tank dedicated to fostering economic development. He has served as chairman of the Board of Directors for the International Association of Attorneys and Executives in

Corporate Real Estate (AECRE) and the International Tenant Representative Alliance (ITRA Global), an international association of tenant representative brokerage firms. Dr. Pollina is Chairman Emeritus of ITRA Global. He is a member of the American Real Estate and Urban Economics Association, American Real Estate Society, International Economic Development Council, Lambda Alpha (an honorary professional Land Economics Fraternity), and Industrial Asset Management Council (IAMC). Dr. Pollina served on the International Development Research Council's Board of Directors and was granted its highest level of achievement, Master Professional, which is reserved for less than five percent of the association's membership. While not a member of the American Bar Association, Dr. Pollina was invited to be on their Commercial Office Leasing Committee.

As an educator, he has served on the faculties of the University of Illinois and DePaul University, where he taught courses in Economic Geography, Commercial and Industrial Location, and Market Analysis. In addition, Dr. Pollina has lectured on negotiation methods and styles at the John Marshall Law School's Center for Real Estate. Dr. Pollina has also conducted seminars for many Fortune 500 companies, including State Farm Insurance, Motorola, Hewlett Packard and IBM.

Dr. Pollina received his M.A. and Ph.D. degrees from the University of Illinois in 1970 and 1974, respectively. His primary areas of specialization were in Geo-Economics, Urban and Regional Planning, Commercial/Industrial Real Estate Location, and Market Analysis.

***D-10) LEED Construction – The City expects the casino project to meet all applicable building codes. In addition, the City strongly encourages developers to include design practices and construction methods that meet the base LEED certified standard. All proposals must describe the manner in which the project may qualify for base LEED certification, or higher standard if so proposed.***

Key issues in achieving LEED certification for gaming and hospitality properties include the following:

1. Energy efficiency
2. Indoor air quality
3. Water conservation/re-use/storm water prevention plan
4. Local and regional material selection
5. Construction material recycling

**Energy efficiency:** our approach will be to evaluate every major building system to increase energy efficiency beyond minimum building code requirements for both the initial investment and the ongoing operational costs. Major building systems to be evaluated include:

- HVAC and hydronic pumps;
- Interior and exterior lighting systems;
- High performance/super-insulated wall and roof systems

**Indoor air quality:** a key to providing improved indoor air quality is to deliver the conditioned air near the floor of the casino through a displacement or under floor air distribution system. Displacement systems rely on lower volume and less air changes per hour than traditional forced air HVAC systems. Less volume and air changes = less energy use. The implementation of smoking laws and permitted/non-permitted use areas will also have an impact on IAQ.

Low emitting interior finish materials and reduced lighting heat load are two additional systems to improve. Reduced lighting loads may be achieved through selection of LED light fixtures, slot machines with LED signage and day lighting techniques to reduce the internal heat gain from such devices.

**Water conservation:** reduced water usage in the hotel laundry and plumbing fixtures, storm water containment/re-use as grey water and storm water filtration are key elements to achieve a high quality self-sustaining property.

**Local/regional material selection:** our goal will be to utilize local and regionally available materials to reduce transportation costs and distribute as much of the capital investment dollars locally rather than nationally. Selection of exterior and interior materials will focus on products located within a 250 mile radius of the project site.

We have also experienced success maximizing the use of local subcontractor and vendor through construction job fairs. The job fair provides an opportunity for local small businesses to match their skill sets with potential construction bids.



**Construction material recycling:** as one of the largest contributors to landfill volume, all construction debris may be required to be sorted, recycled and re-integrated into an appropriate vendor. Materials such as miscellaneous metals, concrete, paper products, glass and plastic are all recyclable products, which may be reused or re-manufactured into their original product. The overall goal is to reduce the amount of material sent directly to landfills.





## Choctaw Nation of Oklahoma

P.O. Box 1210 • Durant, OK 74702-1210 • (580) 924-8280

Gregory E. Pyle  
Chief

Gary Batton  
Assistant Chief

February 23, 2010

Mr. Brian Fagerstrom  
The Worth Group  
900 S. Broadway, Suite 150  
Denver, CO 80209

Dear Brian:

On February 9, the Choctaw Nation of Oklahoma had the honor and privilege of opening the doors of our new Casino Resort and Hotel. We were delighted with the response of the community as the day finally arrived to unveil this beautiful new property. However, the day before, there was a very special gathering to honor those of you who took this project and gave us something truly spectacular. I stand in awe each time walk through what was once a lofty dream and now a reality.

I was humbled by the beautiful gifts to me by the Worth Group. The traditional drum was very appropriate and I really loved the ties that Brian designed in honor of the occasion. The replica tower was a wonderful surprise and has a special place in my office. Each of these tokens will be cherished always.

I certainly appreciate the healthy working relationship the Choctaw Nation has with the Worth Group. Together, we have realized positive goals and I look forward to many more exciting things for the future the Choctaw Nation of Oklahoma.

Thank you again for the lovely gifts and for your valued friendship.

Sincerely,

  
Gregory E. Pyle, Chief  
Choctaw Nation of Oklahoma

GEP/jp

*Thanks for  
your help in building  
The best casino in  
All of Ind Co.*  






## Choctaw Nation of Oklahoma

P.O. Box 1210 • Durant, OK 74702-1210 • (580) 924-8280

Gregory E. Pyle  
Chief

Gary Batton  
Assistant Chief

To Whom It May Concern:

The companies that work with the Choctaw Nation of Oklahoma are selected because they provide great value to helping us provide for our citizens and the communities we live. We are particular in choosing firms that are top quality, possess great character and integrity, and display exceptional professionalism in their business practices.

WorthGroup Architects is a shining example of the type of company we have had the great fortune of working with over a long period of time. They have brought the serious side of design services to propel our gaming property in Durant, Oklahoma to a shining star in our casino portfolio. Further, they bring definitive design innovation and thinking to create spaces that become the buzz in all of gaming. Because of their commitment to the Choctaw Nation of Oklahoma and our needs, we have selected WorthGroup again and again for additional work on other casino properties.

It is a pleasure to work with the creative and professional team members at WorthGroup Architects and I am pleased to make this recommendation on their behalf.

Sincerely,

A handwritten signature in cursive script that reads "Gary Batton".

Gary Batton, Assistant Chief  
Choctaw Nation of Oklahoma

To Whom It May Concern:

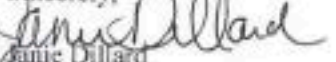
It is my pleasure to write this letter on behalf of WorthGroup Architects. In late 2007, Choctaw Nation of Oklahoma selected WorthGroup to provide design services for the master plan and expansion of our Durant property. Our goal was to transform this particular property into a premier casino resort destination serving both our long-standing patrons while appealing to the urban clientele coming from the Dallas-Fort Worth region.

Guiding us through a comprehensive master planning process, the creative team at WorthGroup helped communicate the long-term potential for our property. This was especially challenging given the evolution of gaming on the property and the multitude of existing buildings. We now have a strong strategic vision for future phases to develop at our property. And we have implemented several of those phases including the opening of the casino resort which has received praise by our customers while helping us realize new levels of success for our gaming operations.

Choctaw Nation of Oklahoma selected WorthGroup Architects because of their high level of integrity, expertise and professionalism. And today, we continue to work with them on other casino projects in our portfolio. They bring a high level of creative excellence, customer service, and the ability to be agile and flexible as our needs change. They adapt to serve our needs in both a design and project management capacity.

WorthGroup Architects offers a unique understanding of the business of gaming and hospitality and it is a pleasure to offer this recommendation on their behalf.

Sincerely,



Janie Dillard  
Executive Director of Gaming  
Choctaw Nation of Oklahoma

***Franklin M. Harrison***  
***38 CR 2339***  
***Pittsburg, Texas 75686***  
***Phone: 903-856-6767***

December 8, 2012

Mr. Bill Gluba, Mayor  
City of Davenport  
226 West 4th Street  
Davenport, IA 52801

Dear Mayor Gluba:

I had the opportunity to serve as Chief Financial Officer for the Osage Tribe of Indians from 1995 until I retired in 2006. During this time the Tribe faced many financial challenges. In order to diversify their financial base I recommended that they pursue gaming opportunities. After an extensive search of various management companies the Tribal Council decided upon Ingenus Management and Consulting.

The principals of Ingenus are Ken Mimmack and Dave Wirshing. In my forty-two years in business I have never worked with anyone who had more integrity and abilities than these two men. They were always straight forward and professional at all times. Their knowledge of the gaming industry is quite extensive at all levels.

The projects were the Million Dollar Elm Casinos located in Tulsa and Sand Springs, Oklahoma. Mr. Mimmack and Mr. Wirshing had complete control over the projects including but not limited to: construction of the facility, obtaining the gaming machines, recruiting, training and staffing the facility, and arranging financing. One of their strong attributes was their communications to the Tribal Council. On a monthly basis, or sooner as need, they reported to the Council the progress and or problems the project was facing.

The Sand Springs project opened in April, 2002 and the North Tulsa facility, the larger of the two, in August, 2005. Both were completed on time and most importantly under budget. The casinos have been extremely profitable from the beginning, even during the recent recession. Since opening the businesses have grown and both facilities have been expanded several times. In the end the casinos created jobs and helped the Osage Tribe fund education projects and expand into new business ventures.



Mayor Gluba, if you and the City of Davenport, Iowa move ahead with a contract with Mr. Mimmack and Mr. Wirshing you will see a strong economic impact to your City. These men are first class and I personally put my reputation on the line to highly recommend them for the job.

Please feel free to contact me at any time at 903-856-6767. I would love to talk with you or your representative. You may also reach me by e-mail at [fmharrison@bowie-cass.com](mailto:fmharrison@bowie-cass.com).

Good luck on your project and I look forward to hearing from you.

Sincerely yours,

Franklin M. Harrison  
Retired Chief Financial Officer  
Osage Tribe of Indians  
Pawhuska, OK.



To Whom It May Concern:

I am writing this letter on behalf of WorthGroup Architects. I had the pleasure of working with WorthGroup Architects on the award-winning French Lick Resort Casino in Indiana.

WorthGroup Architects brought a team of professionals with both truly creative and innovative design abilities along with sound project management that resulted in a property that is unique and memorable.

From architecture, interior design and project management, their team provided exceptional expertise in their skill and talent along outstanding attention to detail and level of care to client service.

As a direct result of the collective effort of WorthGroup Architects and the entire project team, our guests enjoy an experience unlike any other. Our property is a jewel in the hospitality and entertainment industry and WorthGroup Architects had a direct impact on creating this impression and lasting memorable experience for patrons.

It was a pleasure working with this firm and I recommend WorthGroup Architects with my highest regard.

Sincerely,

Chris Leininger  
Chief Operating Officer



P.O. Box 269 Mescalero, New Mexico 88340-0269  
tel: 505.464.5141 fax: 505.464.6173 toll free: 1.800.545.9011  
www.innofthemountaingods.com

April 27, 2005

To Whom It May Concern:

The Inn of the Mountain Gods Resort and Casino in Mescalero New Mexico is pleased to recommend the Worth Group as a design partner.

The Worth Group performed an excellent job in the conceptualization and subsequent design of our outstanding, first class resort, hotel and casino project located in a beautiful mountain setting. The creativity of the exterior design, as well as, the uniqueness of the interiors has received accolades from our customers and owners.

The Worth Group demonstrated a great ability to understand the vision of the Mescalero Apache Tribe during the design phase. To this end, they submitted a unique building and interiors design that completely satisfied ownership. Members of the Worth Group design team showed great interest in and understanding of the culture and history of the Mescalero Apache Tribe and were able to deliver a design scheme that incorporated important tribal elements into a contemporary and sophisticated resort complex that is comparable to the best of its kind in North America.

The shapes used in the architecture of the building and the interior spaces are in harmony with the natural surroundings of the Resort and in keeping with the feeling of respect that the Tribe has for the beauty of the natural surroundings. This could not have happened without considerable empathy for the culture of the Tribe as well as research. Worth Group is to be applauded for this tremendous effort.

The staff of Worth Group included in the design team for our project are very talented, creative, knowledgeable and flexible. Their ability to listen to the priorities of ownership and understand the vision of ownership coupled with their flexibility and design knowledge resulted in an interior and exterior design that has received rave reviews from all stake holders. We found the staff of Worth Group to be professional, amiable and easy to work with.

We would recommend the Worth Group for any design project with ownership that is focused on quality, uniqueness and harmony. If we can provide further information please do not hesitate to contact us.

Sincerely,



Michael D. French  
Chief Operating Officer

*"The staff at WorthGroup are very talented, creative, knowledgeable and flexible. Their ability to listen to the priorities of the ownership and understand the vision of ownership, coupled with their flexibility and design knowledge, resulted in an interior and exterior design that has received rave review from all stakeholders. We would recommend WorthGroup for any design project with ownership that is focused on quality, uniqueness, and harmony."*

**- Michael Bench, Former Chief Operating Officer  
Mescalero Apache Tribe, Inn of the Mountain Gods**

## REFERENCES

French Lick Casino Resort  
Chris Leininger, Chief Operating Officer  
812.936.5909  
cleininger@frenchlick.com

The Cook Group (owner of French Lick Casino Resort)  
Steve Ferguson, Executive Vice President and  
Chairman of the Board  
812.331.1010

Harrah's Ak-Chin Casino Resort  
Robert Livingston, Vice President and General Manager  
480.802.5001  
rlivingston@harrahs.com

Caesar's Design & Construction  
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Choctaw Nation of Oklahoma  
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Choctaw Nation of Oklahoma  
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Jena Band of Choctaw Indians  
Christine Norris, former Tribal Chief  
318.992.2717







AMERICA'S ADVENTURE PLACE  
Reno-Sparks Convention and Visitors Authority

**To Whom It May Concern:**

The Worth Group Architects of Reno, Nevada served as the coordinator and construction administrator on the new Reno Event Center located in downtown Reno, Nevada.

The Worth Group completed its work on the \$25.0 million project, which was finished within budget and ahead of schedule, with a minimum of problems in the face of significant coordination efforts with numerous organizations, both public and private. They worked cooperatively with the owner, contractor, construction managers and the Reno-Sparks Convention & Visitors Authority, the managers of the facility.

This is the second major public works project that the RSCVA has had the pleasure of being involved with working with the Worth Group in the past two years. The Worth Group has shown that it understands the demands of a public works project and the pressures to perform within the constraints of a project owned by a government agency.

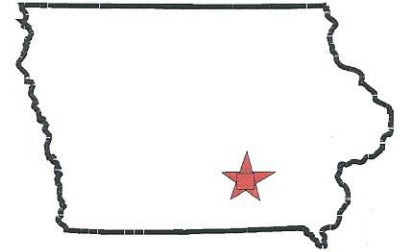
It was a pleasure working with The Worth Group Architects and they will certainly be considered for other public works projects in the future.

Sincerely,

David Miller  
Chairman of the Board  
Reno Sparks Convention & Visitors Authority

# Wapello County Board of Supervisors

215 N. Court Street  
Ottumwa, Iowa 52501  
Phone (641) 683-4630  
Fax (641) 683-6390



*Bill  
Best Holiday  
Wishes to you and  
your family.  
Steve*

December 10, 2012

Mr. Bill Gluba, Mayor  
City of Davenport  
226 West 4<sup>th</sup> Street  
Davenport, IA 52801

Dear Mayor Gluba:

Please accept this letter as my strong endorsement of Ingenus Management and Consulting as a casino developer and operator. I worked with Ken Mimmack and his team of when they helped Wapello County and the River Hills Riverboat Authority (RHRA) pursue a gaming license in 2009-10.

In my positions as Wapello County Supervisor and Chair of the RHRA, I had the opportunity to work closely with them in all aspects of the application process, including casino planning and development. At all times Ingenus was professional, ethical, and effective.

As you know, the process for securing a license is long and arduous. Ingenus was extremely active throughout, creating relationships in Ottumwa with community members, local business owners, and trade unions, as well as with City, County and State officials. Ingenus also impressed State officials with several compelling presentations, and obviously had a good relationship with the Iowa Racing and Gaming Commission. Unfortunately, the IRGC wanted to award only one license, in Lyon County, which left Wapello County without a license.

Ingenus' plan would have positively impacted Wapello County and the City of Ottumwa forever. I trust they will be able do the same for the people of Davenport.

Please feel free to contact me directly at (515)971-3325, or by email (sj\_siegel@yahoo.com) should you have questions about my dealings with Ingenus.

Sincerely,

Steven J. Siegel  
Wapello County Supervisor

Steve Siegel

Greg Kenning

Jerry L. Parker

# TRUMP

HOTELS & CASINO RESORTS

JOSEPH S. POLISANO

*Vice President of Project Development*

February 25, 2005

To Whom It May Concern:

Trump Hotels and Casino Resorts has enjoyed an outstanding relationship with WorthGroup Masterbuilders and Architects over the past four years. WorthGroup has consistently delivered exciting, yet cost-effective solutions for several of our new development projects while maintaining schedule and quality commitments. Their attention to detail and responsiveness are commendable.

We anticipate an ongoing relationship with WorthGroup as we consider additional renovation or expansion opportunities.

Please do not hesitate to contact me for a personal recommendation.

Sincerely,



Joseph S. Polisano

TRUMP TAJ MAHAL  
Atlantic City, NJ

TRUMP MARINA  
Atlantic City, NJ

TRUMP PLAZA  
Atlantic City, NJ

FLORIN AVENUE & BRIGANTINE BOULEVARD, ATLANTIC CITY, NEW JERSEY 08401 • 609-340-5060 • FAX 609-340-5041



201 North Harrison Street  
Suite 402  
Davenport, Iowa 52801  
Tel: 563 324 9898

#### FINANCIAL DISTRICT PROPERTIES OVERVIEW

Managed and majority owned by Rodney Blackwell, Financial District Properties (FDP) develops, manages and owns properties that are primarily located in low-income communities. Over 76% of its investments are held in areas with poverty rates exceeding 20% or within median family income levels that are less than 80% of the statewide median family income level. These communities are located primarily in Moline, IL; Rock Island, IL; Davenport, IA; and Waterloo, IA. FDP's investments in these low-income communities have brought needed office and retail jobs and services to underserved communities.

The highlights for these activities include:

- 160 employees across both real estate development and retail automotive operations
- Over 350 jobs in tenant businesses that occupy FDP-owned properties
- \$100 million in real estate owned and managed
- Over 20 years of real estate development experience
- Majority of properties are midrise commercial properties in low-income communities

FDP has a history of working in partnership with local governments to expand city development efforts and contribute to the municipality's long-term economic plans. The current TechWorks project was planned in conjunction with the Greater Cedar Valley Alliance, a non-profit economic development organization devoted to the development of the Waterloo/Cedar Falls area and surrounding economic region.

In 2010, FDP closed on the KONE Centre project, a mixed-use 10-story building which utilized \$30 million in NMTC allocation. This project will provide the City of Moline with approximately 425 full-time jobs and \$11 million of annual payroll.





## RODNEY BLACKWELL

Managing Principal

As managing principal of Financial District Properties, Rodney looks to acquire and develop properties throughout the Midwest. He strives to acquire and manage properties that have a dynamic sustainable impact on the surrounding community. His success can be directly attributed to his unwavering dedication to a given project and his outstanding vision of what is possible. Rodney is highly dedicated to the communities in which he has a presence and devotes significant resources to local charities including holding board positions.

### EDUCATION

Augustana College  
*Bachelor of Fine Arts, Painting*

### MEMBERSHIPS/AFFILIATIONS

*Rivermont Collegiate, Board of Trustees*  
*Figge Art Museum, Board of Trustees*

### EXPERIENCE

**KONE Centre**  
*Moline, Illinois*

**Cedar Valley Tech Works**  
*Waterloo, Iowa*



## BRYCE HENDERSON, CPA

Chief Financial Officer | Chief Operating Officer

A former Senior Manager with Deloitte Tax, LLP, Bryce spent over 8 years in public accounting prior to joining Financial District Properties. During the past two years he has focused on real estate development with an emphasis on implementing New Markets Tax Credits into various developments along with other credits and incentives. He is highly dedicated to his community and devotes resources to local charities and his church.

### EDUCATION

University of Missouri, Kansas City  
*Master of Science, Accounting*

Truman State University  
*Bachelor of Science, Accounting*  
*Bachelor of Science, Finance*

### PROFESSIONAL REGISTRATIONS

*Certified Public Accountant: Missouri, Iowa*

### MEMBERSHIPS/AFFILIATIONS

*American Institute of Certified Public Accountants*  
*Braveheart Children's Advocacy Center, Board Member*

### EXPERIENCE

**KONE Centre**  
*Moline, Illinois*

**Cedar Valley Tech Works**  
*Waterloo, Iowa*

## \$50 million plan unveiled for TechWorks

Cedar Valley TechWorks



JANUARY 31, 2012 11:05 AM • BY JIM OFFNER,  
[JIM.OFFNER@WCFCOURIER.COM](mailto:JIM.OFFNER@WCFCOURIER.COM)

WATERLOO, Iowa --- For local officials, Cedar Valley TechWorks has been the center of their dream of rebuilding downtown Waterloo.

That dream took a major step toward reality today with the announcement of a \$50 million project that will transform the 40-acre parcel of land on the western edge of downtown into a center for business, manufacturing and tourism, according to officials.

The centerpiece will be the renovated "Tech 2" building --- donated to the city by John Deere --- including a 100-room hotel and restaurant complex and "green" office space.

Plans for The Green @ TechWorks and the John Deere Waterloo Tractor and Engine Museum were unveiled today. The announcement was made at the TechWorks campus by leaders from the city, Deere & Co., the Greater Cedar Valley Alliance & Chamber with Rodney Blackwell of Davenport-based investor FDP Properties and Brian Vandewalle of Davenport-based redeveloper Vandewalle & Associates Inc.

Together with renaissance projects along the Cedar River, the project is a keystone of the downtown redevelopment. Those projects include a river walk, amphitheater and housing -- and redevelopment of areas surrounding the Five Sullivan Brothers Convention Center, including the new SportsPlex and the old Courier building.

"We've been talking about TechWorks since before I got here almost eight years ago, and plans for downtown redevelopment have stretched back farther than that, when Waterloo began to get very serious about renewing the downtown area and revitalizing its core, and now we've begun to see the fruits of that," said Steve Dust, CEO of the Greater Cedar Valley Alliance & Chamber and president of TechWorks.

"We've always talked about the monumental development project that's required to really get the downtown revitalization process moving with the private and public sector, and here it is."

The plans include:

- Multi-purpose projects across the TechWorks campus, including an "upscale" 100-room hotel-restaurant complex in the "Tech 2" building, focused on the needs of business travelers and tourists. Developers said the hotel would be run under a major national banner but did not disclose the brand because the contract has not been

awarded to one of two finalists. The Russell Wasendorf family, which owns PFGBest in Cedar Falls and runs the My Verona restaurant in downtown Cedar Falls, will have "primary interest" in the restaurant, Dust said.

- "Class A" showroom and office space in Tech 2.
- A new fully equipped training center for John Deere employees.
- The Deere museum, which is scheduled to open in the spring of 2013.
- Commitment to redevelop Waterloo's "Main & Main" location at Fourth and Commercial streets around the convention center.
- A "green zone" of industrial and commercial business activity, designed to Leadership in Energy and Environmental Design (LEED) standards --- with the "Gold" level being the goal --- and powered by a wind/solar energy system, with an eye toward attracting more "green-oriented" businesses, Deere suppliers and others.
- Continuing work on a manufacturing prospect that would occupy 25,000 square feet of space in Tech 1, the Advanced Technology & Energy Center and additional projects to be delivered over the next 10 years across the campus and downtown.

"The mission for the Tech 1 building remains the same," Dust said. "This is going to be the center for production in research and development on various types of products, but more of a manufacturing environment."

Construction on the project is planned to begin in late August or early September, with expected completion about a year later, Blackwell said.

The plan received quick approval at a city council meeting Monday night.

"It wouldn't happen without that kind of developer," Waterloo Mayor Buck Clark said.

Dust said getting the development agreement was crucial for FDP to pursue new tax credits, as well as historic rehabilitation credits for the projects. A plan will be brought to Waterloo's Planning and Zoning Commission for approval of site plan and other details.

Clark said Blackwell's vision is making it happen.

"We bring him to town to look at something else, and he drives by this old industrial building that's a shell and said, 'That's the one I want.'"

Blackwell said a first glance at the TechWorks buildings immediately drew him in.

"I used to and still specialize in old real estate, and the bones of that building are incredible," he said. "It's easy to adapt in my mind. I can visualize what we can do with it. Even more amazingly, Brian found a photo of something identical to what we're going to try and capture there. I think that gives a flavor and flair for what we're trying to pull off."

Talk has been rampant for the last couple of years that other tenants would join the University of Northern Iowa's National Ag-Based Lubricants Center as tenants in Tech 1. At least one other tenant is on the cusp of announcing intentions to move into the building, said Cary Darrah, TechWorks general manager.

"We'd hope to do that in 30 days. We've been in discussion," she said. "They're committed in other areas of this project."

She named two alternative-energy companies --- Marin, Calif.-based solar firm iPower and

Toronto-based wind turbine company Cleanfield Energy --- as two active participants.

Dust acknowledged development of the TechWorks project has not gone as quickly as had been hoped, but he said that is now bound to change.

"One of the reasons it hasn't already snowballed is, we, as TechWorks, have not been able to access the capital to prepare the space for the businesses to occupy," he said. "This development solves a lot of that, as it relates to the T2 (Tech 2). As I said earlier, it's delivering the entire T2 building --- half of it dedicated to the hotel and half dedicated to a new kind of space that we have not seen in this marketplace before."

Blackwell credited Deere, which originally donated the two six-story former manufacturing plants and 40-acre parcels of land to the project in 2007.

"I think Deere has kind of inspired it," he said. "I just liked the building. It will be alive again."

So will other parts of downtown Waterloo, Clark noted.

"Boy, what an exciting time for Waterloo," he said. "If you stop to think about all the things that we either already have or are going to be announcing just in downtown, it's incredible."

## More Coverage

- [Downtown renaissance takes flight](#)
- [Waterloo to bond for \\$12.75 million of downtown project](#)



Posted Online: Nov. 26, 2012, 2:39 pm

## KONE Centre first in state to earn highest LEED certification

[Comment on this story](#)

By Dawn Neuses, [dneuses@qconline.com](mailto:dneuses@qconline.com)

The riverfront KONE Centre in Moline is the first building in Illinois to achieve Leadership in Energy and Environmental Design Core Platinum certification.

Rodney Blackwell, managing principal of Financial District Partners, which built the KONE Centre, said platinum certification is difficult to obtain but was a goal of his team.

"We were really, really trying hard," he said. "We originally said we would go for silver certification. Then once we got into the project really deep, we knew we had gold certification nailed. Then, when we realized no one had ever achieved platinum, we decided to go after it and internally kept it quiet."

According to the U.S. Green Building Council's website, LEED is an internationally recognized green building program. "To earn LEED certification, a project must satisfy prerequisites and earn points. The number of points determines the building's level of certification, with platinum being the highest.

The eight-story KONE Center, which opened last summer after about a year of construction, was proposed in 2007 and redesigned several times to incorporate new green technology.

"When we started this project, we and our lead tenant – KONE, Inc. – made sustainability a priority," Mr. Blackwell said.

Components that helped the building earn platinum status include solar panels that produce 388,000 kwh of energy annually; 30.5 percent energysavings compared to the baseline of this



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**Photo: Paul Colletti**

The KONE Tower in Moline has been awarded .....



[More photos from this shoot](#)

**Photo: Gary Krambeck**

Small ceramic Frit dots baked onto some of the glass windows at the KONE Centre building. The dots reflect the sun off the building, preventing the heat from coming inside.

type of building; and a variant refrigerated flow air-conditioning system.

KONE Centre was built on a remediated brownfield site, and 27 percent of the construction materials were recycled. The building has 4,500 square feet of bamboo paneling, low-flow water fixtures that create a 36 percent water savings, and 98 percent of the space has daylight views.

Greg Lundgren, president of Ryan Companies US Inc. Quad-Cities, the contractor, said the company is very proud the building achieved platinum certification.

He said when planning began more than four years ago, the project budget was set.

"The project was completed under the same budget," he said. "When you take into consideration the economic conditions in the U.S. over the past several years and the fact Rodney was able to have a vision, communicate that vision to his team, and we were able to execute that vision and produce a platinum LEED building, is an accomplishment."

Mr. Blackwell said the bar is set, not only across the state but also for his development company. "To consciously develop something is neat."

"Saving energy and being a little more environmentally conscious is becoming more mainstream," he said. "I am amazed as most top companies are going way beyond the scope. It is almost generalized now that this methodology is one to hold onto, to look at a project with your whole mind."

Posted Online: Feb. 20, 2012, 1:47 pm

## Blackwell turns artist's eye on property management

[Comment on this story](#)

By Dawn Neuses, [dneuses@qconline.com](mailto:dneuses@qconline.com)

**MOLINE** -- In college, Rodney Blackwell honed his ability to create, graduating from Augustana College with a degree in fine arts/painting. Since then, he's allowed his artistic ability to grow, now using his mind and hands to build and rebuild communities.

Mr. Blackwell, 46, is managing principal of Davenport-based Financial District Properties.

Financial District Properties owns, operates and manages a collection of limited liability companies, including those that hold Muscatine Mall, two American Bank buildings, strip malls, Piehl car dealership, the downtown Davenport Wells Fargo building and, in Moline, the Fifth Avenue building and KONE Centre, now under construction at Bass Street Landing.

Mr. Blackwell owns \$150 million in real estate and has \$100 million in buildings under construction, he said.

"I don't think in my mind I've stopped creating. I don't know if you draw the line with the medium you are working with. I truly put everything mentally I have into the buildings I have done, and, if you aren't born with money, you have to do it as you can," he said.

Mr. Blackwell moved to Hawaii after graduating from college in 1989. He spent two years as a sales manager in the automobile business. He moved back to the Quad-Cities and worked in the automotive business while starting his journey into commercial real estate in the 1990s, rehabbing buildings and opening bars in The District, Rock Island.



[More photos from this shoot](#)

**Photo: Paul Colletti**

Rodney Blackwell stands on the eighth floor of the still-under-construction KONE Centre in downtown Moline in this photo taken Nov. 2, 2011.



[More photos](#)

[from this shoot](#)

**Photo: Todd Mizener**

KONE Centre developer Rodney Blackwell holds his son Jack while they watch the building's final beam rise into the air Sept. 14, 2011. In the background is Mr. Blackwell's wife, Jodi, and their oldest son, Alex.

The Thirsty Beaver bar building was his biggest challenge. "It was uninhabitable," Mr. Blackwell said. "The third floor was sitting on the first floor. Probably one of my biggest pros is I think I can do anything. It is also one of my biggest detriments. I looked at the building and said, 'Oh, I can fix that, and I can do it in a month.' A year later, I finally opened it, and it did really well," Mr. Blackwell said.

He sold all of his properties in The District by 2004. "From there, I started buying everything I could get my hands on. Then I started working on the Fifth Avenue building," Mr. Blackwell said.

He said the downtown Moline building was in shambles when he bought it in 2002. "The windows were falling out. Where (the former restaurant) FIVE opened, it was a catastrophic mess with birds sleeping inside. Pigeons were dead on the floor. The back wall was torn up. I put a bulldozer inside the building and was knocking down walls when the EPA showed up and shut me down.

"It was funny because, at the time, I was doing all the labor I could to make it nice on a limited budget. It is not like you buy something and the next day you can open it up," Mr. Blackwell said.

He said many people don't realize building owners have to be hands-on.

"A lot of people forget when you buy a building you basically become an employee of the tenants you have. KONE calls, and I say, 'Yes, sir; yes, sir. What can I do?' There is a misconception (that) there is mystique or power in buying or developing an older or iconic building. It basically means you now answer to the people within that building. They want it to be the right temperature and so on," Mr. Blackwell said.

He also said he doesn't sleep before he buys a property. "A million times when I buy something, people say, 'Congratulations.' I think, well, that is not the right thing to say. How about 'Good luck?' It was for sale and anyone could have bought it. It is not like you conquered something.

"It got to the point I was buying two to three properties a month. I try to explain to people when you build a portfolio as quick as I did, financially and stress-wise, just from the sheer workload, it is a lot."

Mr. Blackwell said there were many reasons it took four years for construction to begin on KONE Centre. Nothing went wrong, which was the commonly held perception, he said. "Everyone involved was always on board," he said.

It took time to acquire the land from the city, then to create the development agreement. The building was designed to be more than 10 narrow stories, then redesigned with eight wider stories of office space to better fit KONE's office layout, Mr. Blackwell said. The total square footage stayed the same with each redesign: 125,000 square feet, he said.

In 2006-07, KONE mandated all buildings it leased had to meet specific energy-efficiency guidelines. That meant more research had to be done to see how those guidelines could be met within KONE Centre. As time went on, newer "green" technology became available, causing the need for more redesign, Mr. Blackwell said.

Mr. Blackwell also had to go through the financing process. It all came together in the end, he



said, adding he is looking forward to moving the offices of Financial District Properties to KONE Centre in June when the building is complete.

Mr. Blackwell characterizes himself as a person with a huge appetite for growing. He now is moving into the business of chartering planes.

"I always joke I can't wait to be a billion dollars in debt. I don't think people get it. It is especially true today, the more debt I have, the more equity I have because you can't do one without the other. It may make you scratch your head," he said.

Mr. Blackwell works with his wife and describes their boys, ranging in age from 3 to 8, as "very grounded." The children often go with them to work. Once, when a lightning storm triggered building alarms in the middle of the night, one of his sons volunteered to go with Mr. Blackwell to turn off the alarms.

As a family, they attended the KONE Centre beam-topping ceremony. Mr. Blackwell said that is the type of thing he wants the boys to experience. "They also see me sitting at home with 500 pages of paper and drawings on my lap, making notes, and they are right there hanging out with me," Mr. Blackwell said.

While he never made a proclamation stating what he would be when he grew up and didn't go to college with a specific career strategy, he said his life is very satisfying.

"I am always extremely happy when I go home to my kids because I know there is no one who does not believe I don't give 120 percent," he said.

## **Building the dream**

**Who:** Rodney Blackwell, managing principal of Financial District Properties

**Quote:** "When I buy something, people say, 'Congratulations.' I think, well, that is not the right thing to say. How about, 'Good luck?' "

# Remington Park Racing and Casino

Ingenus Management and Consulting helped open one of the first racinos in Oklahoma, the Remington Park Racing and Casino in Oklahoma City. Our services included:

- ☛ Overall project development
- ☛ Business planning
- ☛ Construction oversight and administration
- ☛ Project accounting and finance
- ☛ Architectural and design assistance
- ☛ Master planning
- ☛ Pre-development
- ☛ Hiring, training, systems development
- ☛ Policy and procedure development
- ☛ Internal control development
- ☛ Organizational development
  - Business operation structure
- ☛ Product and system design and specification
- ☛ Procurement services
- ☛ Vendor negotiations and product identification
- ☛ Food and beverage layout, design, and training



## INGENUS CASE STUDY

### Facts

- ☛ Remington Park Racing and Casino – operated by Magna Entertainment Corporation – opened to the public on November 21, 2005.
- ☛ The casino facility is a 55,000 square foot venue featuring 650 gaming machines, bar, 150 seat restaurant, deli, and the Lookout, an elegant 112-seat area that overlooks the live horseracing finish line.
- ☛ Remington Park cost \$100 million when it opened with live Thoroughbred and American Quarter Horse racing in 1988. Attendance reached a one-day high of 26,411 in 1992. The track's fortunes fell as casino-style gaming expanded throughout the state. By opening its own casino, Remington Park breathed new life into its operation, as well as the horse racing industry in Oklahoma.
- ☛ Magna Entertainment Corp. (MEC) is North America's number one owner and operator of horse racetracks – based on revenues – and one of the world's leading suppliers of live racing simulcasts to the growing off-track and account wagering markets.





## Osage Million Dollar Elm Casino — Tulsa

Ingenus Management and Consulting developed the Osage Million Dollar Elm Casino - Tulsa, for the Osage Nation.

Our services included:

- ☛ Overall project development
- ☛ Secured 100% non-recourse financing
  - No tribal guarantee
  - No tribal equity
- ☛ Master planning
- ☛ Pre-development
- ☛ Business planning
- ☛ Land acquisition
- ☛ Project accounting and finance
- ☛ Architectural and design management
- ☛ Construction oversight and administration
- ☛ Infrastructure development
- ☛ Municipality agreements
- ☛ Joint jurisdictional agreements
- ☛ Hiring, training, systems development
- ☛ Policy and procedure development
- ☛ Internal control development
- ☛ Organizational development
  - Business structure
  - Regulatory structure



## INGENUS CASE STUDY

### Facts

- ☛ The Osage Million Dollar Elm Casino of Tulsa opened to the public August 3, 2005.
- ☛ The largest of the Osage Nation's four entertainment facilities, the Tulsa Million Dollar Elm Casino facility is a 50,000 square foot gaming venue featuring a 1920s Tulsa "blues/jazz" theme, including New Orleans-style food and jazz music.
- ☛ Amenities include more than 1,000 electronic games, 12 blackjack tables, restaurant, bar, deli and parking for 800 vehicles.
- ☛ By opening week, the Osage Million Dollar Elm Casino of Tulsa had created more than 560 new jobs (with benefits and training) in the Tulsa economy. Casino operations employ 400+ individuals and the three food venues employ an additional 160.
- ☛ The facility cost \$16.5 million and employed more than 250 local workers and subcontractors. It was specifically constructed to allow for expansion to both the east and west.





## Osage Million Dollar Elm Casino — Sand Springs

Ingenus Management and Consulting developed the first Million Dollar Elm Casino, located in Sand Springs, OK, for the Osage Nation. Our services included:

- ✿ Overall project development
- ✿ Secured 100% non-recourse financing
  - No tribal guarantee
  - No tribal equity
- ✿ Master planning
- ✿ Pre-development
- ✿ Business planning
- ✿ Land acquisition
- ✿ Project accounting and finance
- ✿ Architectural and design management
- ✿ Construction oversight and administration
- ✿ Infrastructure development
- ✿ Municipality agreements
- ✿ Joint jurisdictional agreements
- ✿ Hiring, training, systems development
- ✿ Policy and procedure development
- ✿ Internal control development
- ✿ Organizational development
  - Business structure
  - Regulatory structure



## INGENUS CASE STUDY

### Facts

- ✿ The Million Dollar Elm Casino – operated by the Osage Nation - opened to the public July 22, 2004.
- ✿ The facility is a 25,000-square-foot gaming venue featuring “oil field” motif design. Earth tones, native art influences, weathered wood and metal laminate surfaces, and a giant elm tree sculpture set the backdrop for an environment focused on patron friendliness.
- ✿ Amenities include 600 electronic gaming devices, a food court, lounge, entertainment venue, gift shop and parking for 500 vehicles.
- ✿ Preparation for the casino included a partnership between the Tribe and the City of Sand Springs to bring utilities and infrastructure to the site, including roads, gas, electrical and water service, and creation of a development plan for the surrounding area.
- ✿ Construction on the Million Dollar Elm Casino began in the fall of 2003, employing more than 120 local workers and subcontractors for a total project cost of \$7.5 million.
- ✿ The casino has employed more than 160 hourly and salaried workers to operate the facility with an anticipated \$3.5 million impact on the local economy. Many of those hired were members of the Osage Nation or held other tribal affiliations.





## **INGENUS BACKGROUND**

Ingenus Management and Consulting is a limited liability corporation comprised of highly experienced senior management and executive level professionals with expertise in all areas of casino and resort development, management and operations.

The company was founded in 2000 to provide a full range of high quality management and consulting services to the gaming. The company was developed to provide comprehensive services with actual hands-on personnel and staff with experience in each area of the operation.

Ingenus is organized in a manner that allows for the most flexible and highest quality delivery of services required by clients. We have the ability and experience to handle a complete project from the feasibility and financing, all the way through to construction, development and operations. In situations where the full range of services aren't needed, we provide project specific support in defined areas of need. In short, clients have access to a full management and consulting team that can be customized to fit their desired level of scope and service.

Ingenus staff have built, opened and operated some of the most successful and profitable gaming properties in the country – including land-based casinos, riverboats and racinos - in a wide range of jurisdictions including Las Vegas, Reno, Atlantic City, the Mississippi Gulf Coast, Illinois, and throughout Indian Country.

The development of a new property is a particular strength of Ingenus. As an organization, we have developed and opened two casinos for the Osage Nation in Oklahoma, and a racino (casino/horse track) in Oklahoma City. Ingenus executives have been responsible for opening scores of other casino properties for over 30 years. We have provided clients with assistance in all phases of property development, including financing strategies, feasibility studies and market analysis, facility design and equipment selection, construction management, organizational development and all phases of gaming operations.

In addition to new property development and management services, Ingenus members have been instrumental in providing assessment services to existing gaming operations in areas including:

- Gaming,
- Compliance
- Finance and accounting,
- Human resources,
- Leadership assessment and development,
- Education and performance,
- Information technology,
- Retail and purchasing,
- Marketing and advertising,
- Food and beverage, and
- Security and surveillance.

## **INGENUS BENEFITS**

Ingenus provides the resources you need to succeed. Consider the benefits:

- Substantial revenue and income potential;
- Top tier financial resource support;
- Significant corporate and political resources;
- Experienced management and operations partner;
- First hand knowledge of all phases of casino resort development;
- Proven client flexibility and support;
- Licensed or eligible in every jurisdiction in which we currently work, or have in the past;
- Substantial experience with state and federal authorities;
- Thorough understanding of rural gaming markets.

## **INGENUS LEADERSHIP**

Ingenus is led by two experienced and highly successful gaming and resort hospitality executives.

### **Ken Mimmack, President and CEO**

Ken has extensive experience in gaming operations and financial services. A former CEO for the Mille Lacs Band of Ojibwe in Minnesota, he oversaw two casino resort complexes with more than 800 hotel rooms and a half dozen food venues ranging from limited seating cafes, large buffets and high-end steakhouses. Ken has an extensive background in finance, organizational development, and economic development. Mr. Mimmack has worked in gaming for nearly 20 years.

### **Dave Wirshing, Chief Operating Officer**

During a 35 year career in casino management, Wirshing has served as president and chief operations officer of Fitzgerald's Gaming in Las Vegas, Reno, and Tunica, Mississippi; as president and chief operations officer of Stratosphere Corporation in Las Vegas; and for 18 years held management positions for Harrah's in Reno, Atlantic City, and southern Nevada. He has developed and opened more than 20 casino enterprises, including properties in Las Vegas, Atlantic City and Illinois.

## **INGENUS – REPRESENTATIVE CLIENT EXPERIENCE**

### **Grand Casino Mille Lacs and Grand Casino Hinckley**

Our key personnel were responsible for the significant growth and development of these properties on behalf of the Mille Lacs Band of Ojibwe in Minnesota. Responsibilities included overall property management and oversight; the creation of employee training and development programs; remodeling and expansion; acquisition of surrounding facilities and amenities. Some of our people were also responsible and led the overall tribal economic development plans for the band. During our time with the Mille Lacs Band, we helped them diversify into other enterprises, including a bank, restaurant franchises and creation of the first wholly owned tribal gaming management and development company in the country.

### **Million Dollar Elm Casino, Sand Springs, Oklahoma**

#### **Osage Tribe of Oklahoma**

This property was a complete start-up handled by Ingenus on behalf of the Osage Nation of Oklahoma. Ingenus made this a turnkey operation for the Osage by providing comprehensive services - from project financing and design to development, construction and supporting pre-opening operations. Ingenus handled all aspects of pre-development and opening on behalf of the Osage. The facility is a 25,000-square-foot gaming venue featuring 500 electronic gaming devices, a food court, lounge, entertainment venue, gift shop and parking for 500 vehicles. The casino employs more than 160 employees. The project was completed and opened for a total cost of \$6.5 million.

### **Million Dollar Elm Casino, Tulsa, Oklahoma**

#### **Osage Tribe of Oklahoma**

Ingenus developed this second property on behalf of the Osage and provided similar services to those previously mentioned. The property successfully opened on time and on budget in August 2005. The facility is a 50,000 square foot gaming venue featuring a 1920s Tulsa “blues/jazz” theme, including New Orleans-style food and jazz music. Amenities include more than 1,000 electronic games, 12 blackjack tables, restaurant, bar, deli and parking for 800 vehicles. The casino created more than 560 new jobs. The facility cost \$16.5 million and employed more than 250 local workers and subcontractors. It was specifically constructed to allow for expansion to both the east and west.

### **Remington Park Racing and Casino – Oklahoma City, Oklahoma**

Ingenus Management and Consulting helped open one of the first racinos in Oklahoma, The Remington Park Racing and Casino in Oklahoma City by providing; 1) Overall Project Development, 2) Business planning, 3) Construction oversight and administration, 4) Project accounting and finance, 5) Architectural and design management, 5) Master planning, 5) Pre-Development protocols, 6) Departmental policy and procedure development, 7) Internal control development, 8) Business structure 9) Regulatory compliance, and 10) Human capital plan.

### **Little Traverse Bay Bands of Ottawa Indians of Michigan - Victories Casino and Hotel**

Facilitated the tribal government and property in the development of a strategic plan and overall organizational development. This project included the financial restructuring and turnaround of a facility that was closed by the NIGC prior to our arrival and then reopened. Some of our staff was brought on board to improve operations, cash flows and efficiencies. We assisted in restructuring millions of dollars in debt and the support to buy out a very onerous management agreement. Ingenus personnel assisted with setting up the Training Department with a comprehensive leadership curriculum and mentoring program. We were involved with the doubling of the size of the property and the training and opening of table games for the facility. We also assisted this newly recognized tribe in developing its first strategic and financial plan to prepare it for future growth and development.

### **Omaha Tribe of Nebraska and Iowa – Casino Omaha**

Ingenus was hired to provide comprehensive consulting services throughout all areas of casino operations. Developing the “Human Capital Portfolio” was a primary area of focus. We helped them update their policy and procedure manual, conducted a salary survey and made recommendations on a new wage scale, provided job descriptions for a variety of positions, and made recommendations on a new performance evaluation process.

### **The Stratosphere Casino and Hotel - Las Vegas**

This property was the first property to spend significant resources trying to redevelop the strip in Las Vegas. Several of our principals, led by Dave Wirshing, were responsible for all aspects of the development of the Stratosphere - from inception to the operating and managing after opening.

Our principals had overall development, construction and operations responsibilities for this development and property. From the oversight of design and construction of the facility, to the recruitment, hiring and training of all personnel (involving more than 3,000 people), we have the staff that managed the whole process. Our people were personally responsible for setting up the gaming departments, equipment selection and installation, as well as the finance, systems, marketing, security and surveillance, and other administrative support areas.

### **Fitzgerald’s Casino and Hotel - Tunica, Mississippi**

This property was one of the first to enter the new Mississippi gaming market in Tunica. Our people were involved as project leaders to develop the property on behalf of Fitzgerald’s. Again, the full range of development, construction, opening and operating responsibilities were handled by some of our personnel. All systems, policies and procedures for personnel and operating departments were developed and implemented by some of our current people.

### **The Empress Casino – Joliet, Illinois**

Upon opening, this riverboat was the largest and most successful in the country. Now called Hollywood Casino, its operation rivals the largest and most profitable land based operations in the U.S. Several of our staff and principals were involved in the development of this property. Responsibilities included pre-opening development,



planning and implementation, the development of all employee and operational systems; hiring and training of over 1200 employees; operations of the gaming enterprise; marketing and guest development as well as corporate and community public relations.

**Other Representative Client Experience**

- Red Lake Gaming Enterprises
- Lode Star Casino
- Route 66-Laguna Development Corporation
- WinnaVegas Casino
- Colville Tribal Casinos
- Red Cliff band-Isle Vista Casino
- Camel Rock Casino
- S&K Gaming
- Garden City
- Isleta Casino Resort
- Grand Traverse
- Prairie Wind Casino
- Angel of the Winds Casino
- Choctaw Casino
- Cimarron Casino
- Coyote Valley Shodakai Casino
- Four Aces Casino & Hotel
- Gold River Casino
- Ho-Chunk Casino & Bingo
- Hollywood Casino Aurora
- Lake of the Torches
- Mole Lake Casino
- Mystique Casino Resort
- On Demand Limo
- Quinalt Beach Resort
- Red Cliff Band of Lake Superior Chip Indians
- Rosebud Casino
- Treasure Island Resort & Casino
- Ute Mountain Casino, Hotel & Resort



**C**arlos Weekes oversees Ingenus' casino/resort hospitality services, including hotel operations, food and beverage operations, and guest service. He has extensive executive-level experience in casino/resorts, restaurants, hotels, fast-food stores, stand-alone restaurants, and franchise operations. He is financially focused and results-oriented, with a diverse background and extensive food knowledge.

Weekes' most recent positions were as Chief of Operations/Food & Beverage for Laguna Development Corporation, in New Mexico, and Corporate Vice-President for the Grand Casino operation of the Mille Lac's Band of Ojibwa.

Throughout his 35 plus year career, Weekes has opened more than 15 Marriott properties in New York, New Orleans, Illinois, Minnesota, and Florida, as well

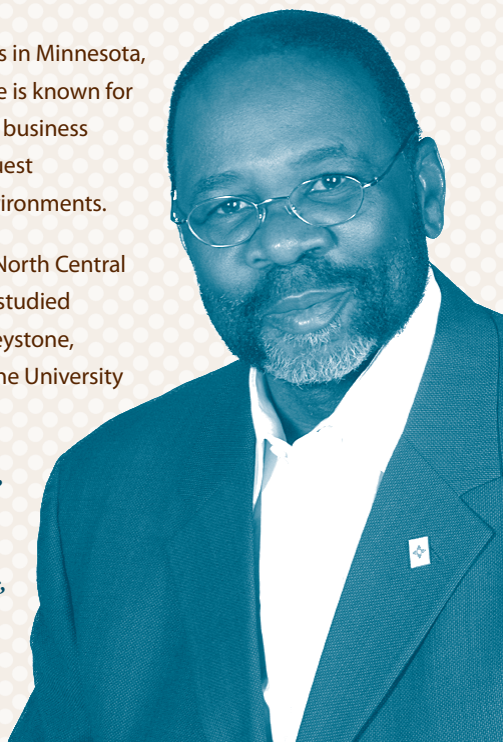
## **CARLOS WEEKES**

### **CASINO RESORT HOSPITALITY**

as many casino properties and restaurants in Minnesota, Mississippi, Louisiana and New Mexico. He is known for creating operations that value teamwork, business excellence, peer accomplishments and guest satisfaction, and is at his best in these environments.

Weekes earned a bachelors degree from North Central College in Minnesota. In addition, he has studied extensively at the Culinary Institute of Greystone, California, in New Hyde Park, N.Y. and at the University of Minnesota.

*"Great Hospitality is created, not inherited, from the dedication to the guest. Like a garden, great hospitality requires constant attention and care. A nurtured plant always flowers. But without such emphasis, the bloom withers, the flower dies."*





**D**ave Wirshing is responsible for overall operations of Ingenus Management/Consulting, including new business development and project management.

During a 35 year career in casino management, Wirshing has served as president and chief operations officer of Fitzgerald's Gaming in Las Vegas, Reno, and Tunica, Mississippi; as president and chief operations officer of Stratosphere Corporation in Las Vegas; and for 18 years held management positions for Harrah's in Reno, Atlantic City, and southern Nevada. He has spent nearly 10 years in Indian gaming, developing several properties in Oklahoma for Ingenus, and serving as chief gaming and resorts operations officer for the Mille Lacs Band of Ojibwe in Minnesota, and consulted with numerous tribes across the country.

## **DAVID R. WIRSHING**

**EXECUTIVE VICE PRESIDENT AND CHIEF OPERATIONS OFFICER**

In all, Wirshing has developed and opened numerous casino properties in a variety of jurisdictions including Nevada, Atlantic City, Illinois, Oklahoma, Mississippi and New Zealand.

Wirshing has a BS degree in Business Administration from the University of Nevada at Reno; and has been licensed by gaming regulatory agencies in Nevada, Mississippi, Illinois, Minnesota, Oklahoma, New Jersey, Canada and New Zealand.

***"Be honest at all times. Do what you say you're going to do. Return your phone calls every day. And exceed your clients' expectations."***





**J**ay Roberts has more than 25 years in Hotel & Gaming Management, Hospital Administration, and Human Resources. He has been involved with planning and implementation at the executive level with the opening of 10 gaming properties in Las Vegas, Illinois, Mississippi, Colorado, and Oklahoma.

With Ingenus, Roberts supports clients with the development and management of their “Human Capital Portfolio,” including: policy and procedure development, regulatory compliance, staff development and recruiting, retention and recognition programs, compensation and benefit design, employee/labor relations, and risk management programs.

Previously, Roberts served as the Corporate Vice President of human Resources for Carl C. Icahn’s Nevada Gaming Operations in Las Vegas, Nevada, where he

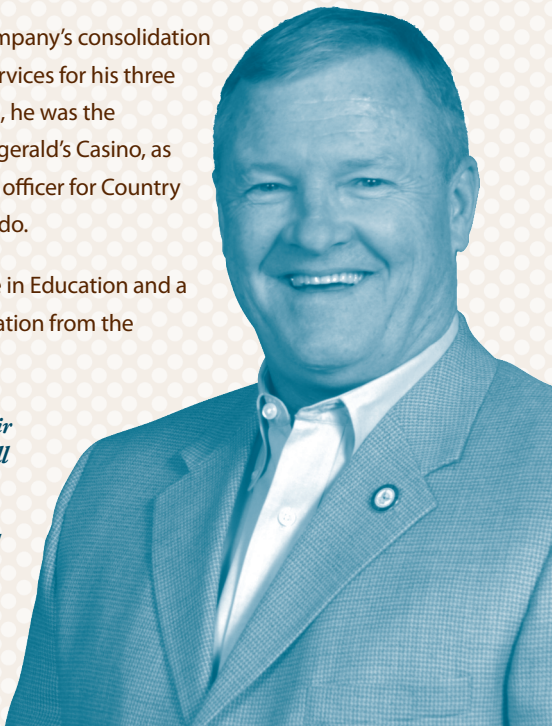
## JAY ROBERTS

### HUMAN RESOURCES

developed and implemented the company’s consolidation plan for human resources support services for his three major gaming properties. In addition, he was the executive operations director for Fitzgerald’s Casino, as well as president and chief executive officer for Country World Casinos, Inc., in Denver, Colorado.

Roberts holds both a Masters Degree in Education and a Bachelors Degree in Hotel Administration from the University of Nevada at Las Vegas.

*“Organizations who don’t invest in their Internal Customers will impede overall profitability. Gaming is a people-centered industry and if you’re not retaining, recognizing, rewarding and developing your people – your ‘human capital portfolio’ bottom line profitability will be compromised.”*







**J**im Engel provides Ingenus' clients with player development, marketing communications and advertising creative services.

He has most recently helped open three casino properties in Oklahoma, as well as consulted to casino clients throughout the country.

Engel creates strategic marketing plans, player-tracking programs, public relations and advertising campaigns, and has launched a Ingenus-owned advertising agency called EyeSpeak, designed to help casinos build strong brands that rely less on expensive promotions and more on player development programs.

Prior to joining Ingenus, Engel was the general manager of Russell & Herder

## **JIM ENGEL**

### **MARKETING AND CREATIVE SERVICES**

Advertising, a 70+person agency. During his three years as vice president of creative services there, the agency was twice recognized by the American Association of Advertising Agencies as one of the five most creative mid-sized firms in the nation.

Engel's creative work has been nationally recognized. Work he has directed has appeared in Ad Age, Ad Week, Creativity, and Archive magazines.

Engel holds a BA degree in English from St. Cloud State University, in Minnesota.

*"Traditional casino marketing is all about player development, and rightly so. Too many casinos forget about developing a likeable brand. They bribe guests with expensive promotions when they should spend a little more time developing a real relationship."*





**M**immack has extensive experience in operations, financial services, management and consulting for emerging businesses.

As Ingenus' founder, Mimmack has worked throughout North America in nearly all phases of gaming, from helping tribes gain federal recognition to conducting organizational development and strategic planning programs; from securing financing for development of casino properties to establishing overall gaming protocols; from opening casinos in Indian Country to developing one of the Midwest's first racino operations.

Prior to founding Ingenus, Mimmack served as Commissioner of Corporate Affairs (CEO) for the Mille Lacs Band of Ojibwe Corporate Commission, a corporate entity of the tribe consisting of 12 sub-corporations and operating

## **KEN MIMMACK**

**PRESIDENT AND CEO**

entities including two of the most successful gaming operations and resorts in the country – Grand Casino Mille Lacs and Grand Casino Hinckley.

He has held positions with IBM, Deloitte Haskin and Sells, a major 3M contractor, and currently sits on the Board of Directors for the Laguna Development Corporation in New Mexico.

Mimmack earned his Master's Degree in Accountancy from the University of Denver and his BS degree in mathematics from Colorado College.

*"The name Ingenus comes from the Latin word for trust and integrity. We operate our company based on a motto from Lou Holtz: 'Do things right. Do the right thing. And always tell the truth.' We guard our integrity as if our business depends on it. Because it does."*





**S**helley Schmaltz has more than 15 years in the casino industry working in cage and audit operations, as well as a financial analyst.

She has been involved with planning and implementing internal controls for both cage and main bank at several of the most successful casinos in Indian Country.

Additionally, Schmaltz has developed and introduced streamlined procedures for daily auditing of casino assets. Her procedures for balancing main bank funds with individual department profit centers on a daily basis, routinely save casinos hundreds of thousands of dollars per year.

Schmaltz has been involved with executive level planning and

## **SHELLEY SCHMALTZ**

### **CAGE AND AUDIT OPERATIONS**

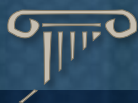
implementation of cage and audit operations procedures during three casino openings, developing and introducing policy and procedures, training staff, and providing financial analysis and reporting.

Previously, Schmaltz served as Revenue Audit Manager and Financial Analyst for one of the most profitable casinos in Indian Country, working with executives to develop and maintain annual budgets upwards of \$100 million.

*"The cage is the heart of the casino operation. As we all know, if the heart isn't performing optimally, the rest of the body suffers. The information and reports we provide enable department managers and senior executives with the real time information they need to make decisions on casino operations."*







INGENUS

**SMART BET.**

MANAGEMENT ∞ CONSULTING



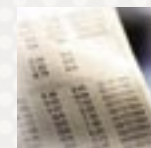
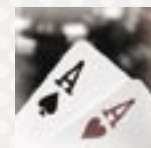


**W**hether you're entering the gaming business for the first time, or operating an established enterprise, your journey is littered with risks. The path you choose makes all the difference.

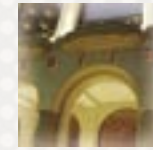
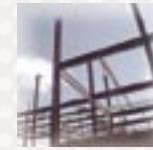
With Ingenus, you're surrounded with the expertise and experience that reduces your risk — and helps you chart the right course.

## **DEFINITE RESULTS IN THE GAME OF CHANCE.**

But that's just the start. Ingenus works with you to reinvest gaming profits back into your organization through proven economic development strategies. Your organization will grow and strengthen along with your business. So your path becomes a super-highway. To us, that is the best payout of all.







Considering a new casino operation? Thoughtful planning and preparation are essential to your casino's long-term success.

We'll coordinate all aspects of start-up planning and development so your project runs smoothly and your casino opens to the success and profits you deserve.

## **BREAK GROUND WITHOUT BREAKING THE BANK.**

### **Start-up services available:**

- 🎰 Financing strategies
- 🎰 Feasibility studies and market analysis
- 🎰 Facility design and equipment selection
- 🎰 Construction management
- 🎰 Organizational development and compensation planning
- 🎰 All aspects of casino operations
- 🎰 Education, training and development
- 🎰 Mentoring Programs





Opening a casino is hard enough. But running one successfully is the real challenge. We help you gain the skills you need to manage your gaming facilities and business units at peak efficiency. In doing so, we provide you with the services that will make your casino a stronger player in the gaming industry.

## MAINTAINING SUCCESS.

### Management Services available:

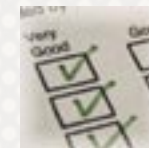
- 🎰 Gaming operations and management
- 🎰 Accounting and financial reporting
- 🎰 Budgeting and forecasting
- 🎰 Human resource management
- 🎰 Education, training and performance
- 🎰 Restaurant and food service
- 🎰 Hospitality and guest services
- 🎰 Marketing
- 🎰 Security and surveillance
- 🎰 Regulatory and compliance



**T**roubled organizations pose unique challenges all their own. Ingenus Management & Consulting offers personalized restructuring and turnaround strategies to meet your organization's unique needs, and achieve positive, profitable results. From interim CEOs and COOs to department leadership, we can help turn the organization around by providing the key leadership necessary to put the operation back on track.

## **WHEN IT'S BROKE, WE FIX IT.**

- 👤 Turnaround services available
- 👤 Turnaround services available:
- 👤 Strategic planning
- 👤 Financial analysis
- 👤 Restructuring assessments and strategies
- 👤 Interim executive personnel





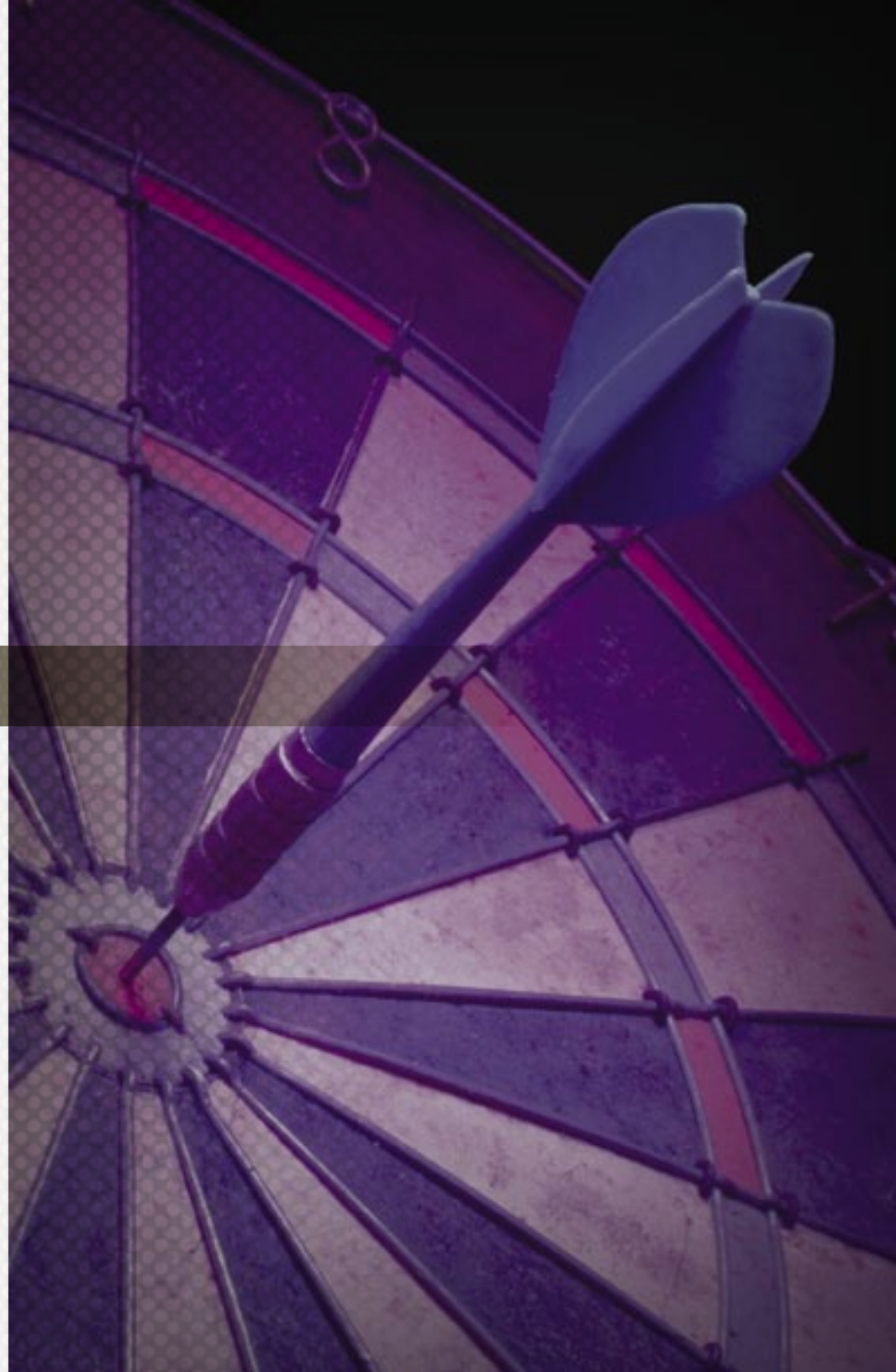
Ask any Ingenus exec the most important aspect of a casino operation and they'll mention their own specialty. Marketing. Security and surveillance. Finance. Education and performance. It never fails. But without the single-minded determination, we wouldn't excel. And neither will you.

Sure, we see the big picture. It's made up of dozens of little jobs, all done as if they're the most important aspect of the operation. Because they are. Ask any of us.

## OVERACHIEVERS AT YOUR SERVICE.

### LET'S TALK

All change starts first with an idea, and then a conversation. For more information, or a no-obligation assessment of your operation, call us at 218-824-2298, or email [info@ingenusmanagement.com](mailto:info@ingenusmanagement.com)









**WORTHGROUP**  
*architects*

## **PORTFOLIO**

**WORTHGROUP.COM**





# WORTHGROUP ARCHITECTS

## HISTORY OF THE FIRM

Experienced in all aspects of gaming, hospitality and entertainment design, WorthGroup Architects is a privately held organization with work reaching Internationally. Celebrating 22 years since opening our doors in 1990, the distinctly diversified WorthGroup family specializes in planning, concept development and design for major destinations—we are authorities in all aspects of gaming, hospitality and entertainment design.

From re-branding existing destination resorts and casinos to new properties, the firm's creative team of architects, interior designers, planners, and animators bring exceptional talent, skill and expertise to each project. WorthGroup's corporate resume includes clients such as Delaware North Companies, Caesars Entertainment, MGM Mirage, Hard Rock Entertainment, Trump Entertainment Resorts, Isle of Capri, and Penn National Gaming, Inc., among others. Our hospitality portfolio, coupled with the resumes of our team members includes such clients as W Hotels, Bellagio, Mandalay Bay, Luxor, Magnolia, Delaware North, InterContinental Hotels and Resorts, as well as flag brands like Marriott, Hilton and others.

## MARKET SEGMENTS

Since 1990 the firm has specialized in planning and concept development of an array of projects including gaming, entertainment, and hospitality. Of specific mention includes casinos, restaurants, night clubs, retail, spas, hotels, travel plazas, race tracks, mixed-use, parking, multi-family, urban and retail centers, conference and event centers, and a variety of public works as well.





#### WORTHGROUP'S GAMING & HOSPITALITY ROOTS

WorthGroup Architects has an exhaustive gaming resume including Native American and commercial clients like Caesars Entertainment (formerly Harrah's), MGM Mirage, Hard Rock Entertainment, Trump Entertainment Resorts, Isle of Capri, and Penn National Gaming, Inc., among others. WorthGroup is a firm that knows how to design casinos right. We have been designing casinos, hospitality, and other places of entertainment right for 22 years.

Hospitality work is a unique area of design. It requires special understanding of the intricacies of consumer behaviors; the delivery, level of quality, and type of services offered; operational efficiencies; effective design of repetitive elements including fixtures, furnishings and equipment (FF&E); careful and thoughtful selection of materials for design aesthetics as well as durability; and, understanding of the economies and long-lead concerns of purchasing FF&E. The design approach must understand differences between type and level of service—whether a one-star/one-diamond, or a five-star/five-diamond property—and whether the property is flagged or independent.

Our portfolio represents award-winning work and showcases hundreds of hospitality projects ranging from remodel of three-star flagged chains, to five-diamond properties on the Las Vegas strip.



## AWARDS AND ACCOLADES



- Gilley's at Choctaw Casino Durant, Casino Design Awards, G2E, "Best Interior Design for a Casino Resort Restaurant or Nightclub," 2011-2012
- Choctaw Casino Durant, Casino Design Awards, G2E, "Best Architectural Re-design and Expansion for a Casino Resort," 2009-2010
- Choctaw Casino Resort 1832 Steakhouse, "MOZ Photo Contest Second Place Winner," 2010
- UNR Academic Athletic Facility, USGBC "Silver Certified"
- Holiday Inn Reno/Sparks, "IHG Renovation Award Winner," 2009
- University of Nevada Reno Legacy Hall Administration Building, "Best Of" Award Winner, Southwest Contractor Magazine
- University of Nevada Reno Legacy Hall Administration Building, "Northern Nevada Vanguard Award Winner," Comstock's Business Magazine
- University of Nevada Reno Legacy Hall Administration Building, "Top Building Projects in Nevada," Nevada Construction Review by Construction Communications
- Carson Valley Inn Hotel Expansion, "Top Building Projects in Nevada," Nevada Construction Review by Construction Communications
- South Valleys Regional Library, "AIA Denver Merit Award"
- Reno Sparks Convention Center Expansion, "AIA Design Award"
- French Lick Resort & Casino, "Best Architectural Re-Design for a Casino/Resort," Casino Design Awards, 2007
- French Lick Resort & Casino, "Development of the Year, Finalist," Americas Lodging Investment Summit (ALIS)
- French Lick Resort & Casino, "Pinnacle Award," Successful Meetings Magazine, 2007
- French Lick Resort & Casino, "Best Spa - Best of Southern Gaming," Southern Gaming Magazine
- French Lick Resort & Casino, "Top Destinations in the Great Indiana Getaway," Indiana Office of Tourism Development
- French Lick Resort & Casino, "Local Secrets, Big Finds," Travelocity
- Inn of the Mountain Gods Resort & Casino, "Sexiest Casino in Indian Gaming," Native American Casino Magazine
- Inn of the Mountain Gods Resort & Casino, "Top Project - #1 Ranking in the State of New Mexico," Southwest Contractor Magazine
- Treasure Island Resort & Casino, "Top Building Projects in Minnesota," Minnesota Construction Review by Construction Communications
- "Top 100 Design Firms (#83), October 2010 McGraw-Hill Companies, Southwest Contractor Magazine
- "Top U.S. Architecture Firms (#80)," 2009, ARCHITECT Magazine
- "Top 500 Fastest Growing Privately Held Businesses in the U.S.," Inc. Magazine (The Inc. 500)
- "Top 100 Fastest Growing Architecture/Engineering Firms in the U.S.," ZweigWhite Publications
- "Top 250 Design/Build Organizations in the U.S.," The Design/Build Institute of America
- "Top Hospitality/Entertainment Architects (#2)," of the Intermountain Region (CO, UT, NM, ID), Architecture & Engineering Quarterly Magazine
- "Top 10 Design Firms in the Gaming Industry," Casino Executive Magazine Special Design Issue
- "Top Government/Public Works Architects (#13)," of the Intermountain Region (CO, UT, NM, ID) as featured in Architecture & Engineering Quarterly Magazine



Choctaw Casino Resort  
1832 Steakhouse



South Valleys Regional Library



West Baden / French Lick  
Casino Resort



USGBC "Silver Certified"  
UNR Academic Athletic  
Building



## HOSPITALITY PORTFOLIO



We have worked as architect-of-record as well as collaboratively as associate architect on many hospitality projects. We have designed and built new hospitality projects as well as remodel of many. The following reflects a variety and small sampling of these types of projects.

- Arlington Residences, Denver, CO - 48 rooms
- Bellagio, Las Vegas, NV - 3,933 rooms
- Cayo Largo Resort Competition, Puerto Rico - 312 rooms
- Cherokee Hard Rock All Suites Tower - 100 rooms
- Historic Renaissance, Charleston, SC - 166 rooms
- Choctaw Casino Resort, Durant, OK - 330 rooms
- Choctaw Casino Resort, Pocola, OK - 125 rooms
- Choctaw Lodge Remodel - 59 rooms
- Choctaw Inn Remodel - 101 rooms
- Essex Inn, Chicago, IL - 251 rooms
- French Lick Resort and Casino, IN - 443 rooms
- Hard Rock Casino Hotel, Phase 1, Las Vegas, NV - 337 rooms
- Hilton Garden Inn, Twinsburg, OH - 142 rooms
- Hampton Inn, San Diego, CA - 177 rooms
- Residence Inn by Marriott, Provo, UT - 114 rooms
- Hilton Garden Inn, Arcadia, CA - 124 rooms
- Hilton Garden Inn, Sacramento, CA - 154 rooms
- Holiday Inn, Reno/Sparks, NV - (2009 IHG Renovation Award)
- Courtyard by Marriott, Hillsboro, OR - 155 rooms
- Courtyard by Marriott, Cypress, CA - 180 rooms
- Hilton Garden Inn, McAllen, TX - 113 rooms
- Holiday Inn, Boise, ID - 265 rooms
- Holiday Inn, Craig, CO - 152 rooms
- Holiday Inn, Renton, WY - 236 rooms
- Crowne Plaza, Williamsburg, VA - 303 rooms
- Courtyard by Marriott, Fresno, CA - 116 rooms
- Courtyard by Marriott, Lynnwood, WA - 164 rooms
- Courtyard by Marriott, Santa Fe, NM - 175 rooms
- Marriott, Ogden, UT - 292 rooms
- Hawthorn Suites, Kent, WA - 152 rooms
- Homewood Suites, San Jose, CA - 147 rooms
- Inn of the Mountain Gods, Mescalero, NM - 276 rooms
- Luxor, Phase 2, Las Vegas, NV - 1,950 rooms
- Meskawaki Hotel and Casino, Tama, IA - 204 rooms
- Nashville Marriott Renovation, Vanderbilt, TN - 307 rooms
- West Baden Springs, West Baden, IN - 246 rooms

## HOSPITALITY PORTFOLIO



Our experience in hospitality design includes all levels of quality of service—from standard chains to the independent proprietors. Our projects range from every room type as well as room sizes; from modest and affordable, to extravagant and luxurious suites. The following list show some examples of the types of rooms we have designed as either architect-of-record or as associate architect to another firm.

- Inn of the Mountain Gods, Mescalero, NV  
Typical Guest Room (King or Double Queen) - 388 square feet  
Presidential Suite - 902 square feet
- Luxor, Stepped Hotel Tower Additions, Las Vegas, NV  
Typical Guest Room (King or Double Queen) - 422 square feet  
Guest Suite - 1317 square feet  
Deluxe Guest Suite - 1472 square feet
- Meskwaki Casino & Resort, Tama, IA  
Typical Guest Room (King or Double Queen) - 399 square feet  
Guest Suite - 1200 square feet
- Rio Hotel & Casino, Hotel Tower Addition, Las Vegas, NV  
Typical Guest Room (King or Double Queen) - 578 square feet
- Sam's Town (not built), Reno, LV  
Typical Guest Room (King or Double Queen) - 347 square feet  
Mini Suite - 661 square feet



## HOSPITALITY PORTFOLIO



- Treasure Island Resort & Casino, Red Wing, MN  
Typical Guest Room (King or Double Queen) - 368 square feet  
Guest Suite - 776 square feet
- Bellagio, Las Vegas, NV  
Typical Guest Room (King or Double Queen) - 477 square feet  
Guest Room & Tower End, King - 563 square feet  
Guest Room & Tower End, Double Queen - 486 square feet  
2-Bay Suite - 971 square feet  
2-Bay Accessible Suite - 1000 square feet  
3-Bay Suite - 1489 square feet  
3-Bay Suite Tower End - 1631 square feet  
4-Bay Suite - 2005 square feet
- Ceasars Tahoe Renovation, Stateline, NV  
Hollywood Suite - 1793 square feet  
Oriental Suite - 1804 square feet
- Carson Valley Inn, Minden, NV  
Typical Guest Room (King or Double Queen) - 365 square feet  
Deluxe Guest Room - 863 square feet
- Carson Valley Lodge, Minden, NV  
Typical Guest Room (King or Double Queen) - 315 square feet  
Parlor Suite - 250 square feet



## HOSPITALITY PORTFOLIO



- Hard Rock Hotel & Casino, Las Vegas, NV  
Typical Guest Room (King or Double Queen), Interior Radius - 425 square feet  
Typical Guest Room (King or Double Queen), Exterior Radius - 373 square feet  
2-Bay Suite - 870 square feet  
Deluxe Suite - 1299 square feet
- Mandalay Bay, Las Vegas, NV  
Typical Guest Room (King or Double Queen) - 464 square feet  
Suite D3 - 679 square feet  
Suite F2 - 1728 square feet  
Suite EL - 1585 square feet  
Suite H2 - 1212 square feet
- Harvey's Wagon Wheel, Central City, NV  
Typical Guest Room (King or Double Queen) - 284 square feet  
Guest Suite - 374 square feet

## HARD ROCK HOTEL AND CASINO (THE 'ORIGINAL' AND SUBSEQUENT EXPANSIONS)

LAS VEGAS, NEVADA

[www.hardrockhotel.com](http://www.hardrockhotel.com)



WorthGroup Architects was the architect-of-record for the original Hard Rock Hotel and Casino in Las Vegas. Still known for cutting edge design elements and a first of its kind circular casino floor plan, this is one of the most popular casinos in town attracting a young hip crowd. In addition to the casino, a 337-room hotel was part of the original project along with the infamous 'The Joint', a performance venue of choice for elite musicians. Key design elements include the 'Center Bar' located in the core of the casino on a raised elevation for maximum visibility. Its design is dramatic with alternating lighting and color schemes creating a variety of settings. As a core element in the branding of the Hard Rock is the adornment of the casino with rock and roll memorabilia. Stand alone display cases and in-wall niches provide superb exhibit space.

### Program

- Hotel - 337 rooms
- Casino - 38,426 square feet
- Sports Book - 806 square feet
- Restaurants
- Entertainment - 'The Joint', 10,444 square feet
- Fitness Center
- Arcade
- Display and Exhibit Spaces
- Parking - 1,748 spaces
- Parking Structure - 1,700 spaces
- Designed to achieve Four Star ranking

**Project Type** Casino Resort

**Location** Las Vegas, Nevada

**Client Name** Harvey's Casino

**Size** 357,584 square feet

**Completion Date** March 1995

**Construction Cost** \$100 million

### Services Provided

Master Planning

Architecture

Interior Design

Theming and Branding





## HARD ROCK HOTEL AND CASINO (THE 'ORIGINAL' AND SUBSEQUENT EXPANSIONS)

LAS VEGAS, NEVADA

[www.hardrockhotel.com](http://www.hardrockhotel.com)



Perspectives of the 3-Bay Suite

### Guest Room Mix

- Typical Guest Room (King or Double Queen), Interior Radius - 425 square feet
- Typical Guest Room (King or Double Queen), Exterior Radius - 373 square feet
- 2-Bay Suite - 870 square feet
- Deluxe Suite - 1299 square feet





**THE BELLAGIO**  
LAS VEGAS, NEVADA



The Bellagio property in Las Vegas, Nevada is a Five Diamond property. Our role as production architect to assist with the construction documentation for the luxury resort. Our primary responsibility was to complete the drawings for the 3,001 hotel rooms and suites, although our staff members also contributed to other areas of the facility, including the 52,000 square foot, 2,000-seat performance venue for Cirque duSoleil and two ballrooms with a combined area of 72,000 square feet. To complete the scope of work, our team coordinated with multiple entities, including separate lead architect, design and interior design firms.

**Project Type** Casino Resort

**Location** Las Vegas, Nevada

**Client Name** MGM / Marnell Corrao Associates

**Role** Documentation Architect for Hotel

**Size** 72,000 square feet

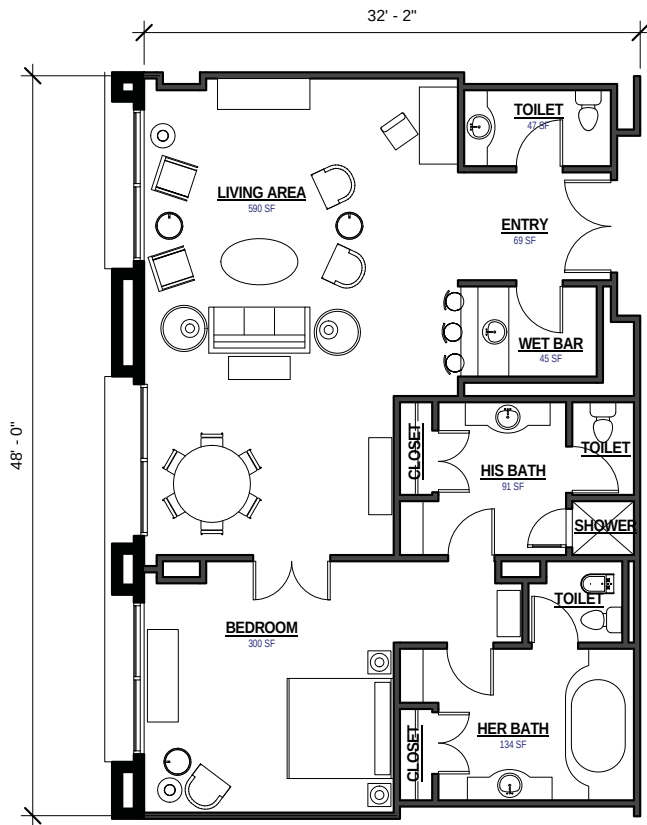
**Cost** \$1.6 billion

**Services Provided**

Documentation

CAD

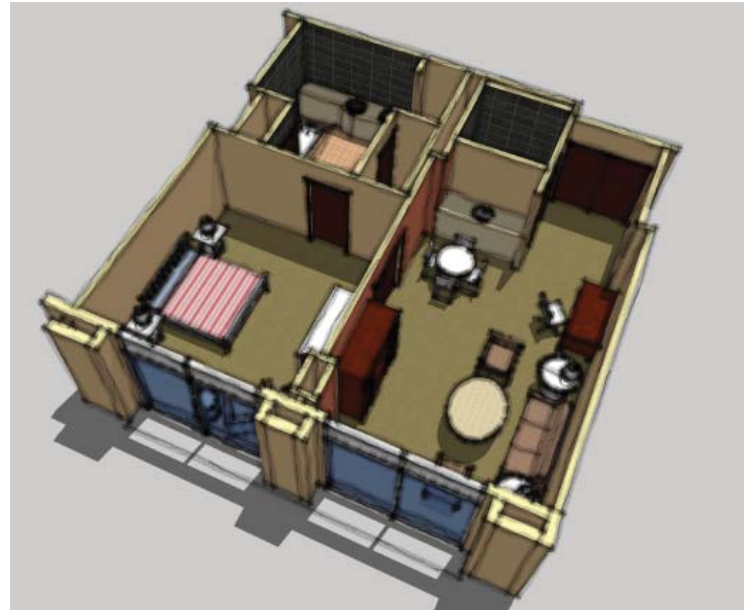
**THE BELLAGIO**  
LAS VEGAS, NEVADA



3-Bay Suite

**Guest Room Mix**

- Typical Guest Room (King or Double Queen) - 477 square feet
- Guest Room & Tower End, King - 563 square feet
- Guest Room & Tower End, Double Queen - 486 square feet
- 2-Bay Suite - 971 square feet
- 2-Bay Accessible Suite - 1000 square feet
- 3-Bay Suite - 1489 square feet
- 3-Bay Suite Tower End - 1631 square feet
- 4-Bay Suite - 2005 square feet



2-Bay Suite

**LUXOR HOTEL CASINO**  
LAS VEGAS, NEVADA



WorthGroup served as associate architect on the twin hotel tower addition to the Luxor Hotel Casino in Las Vegas. The entire project included retail space, convention hall, hotel spa, and back-of-house support. Our role focused primarily on design and document production for the two towers and the parking garage. As a Mandalay Resorts (formerly Circus Circus) property, the Luxor expansion was one of three major additions completed for this client as either a lead, associate or consultant architect.

**Project Type** Casino Resort

**Location** Las Vegas, Nevada

**Client Name** Mandalay Resorts

**WorthGroup Role** Associate Architect to Klai Juba

**Size** 2000 room addition

**Construction Cost** \$200 million

**Services Provided**

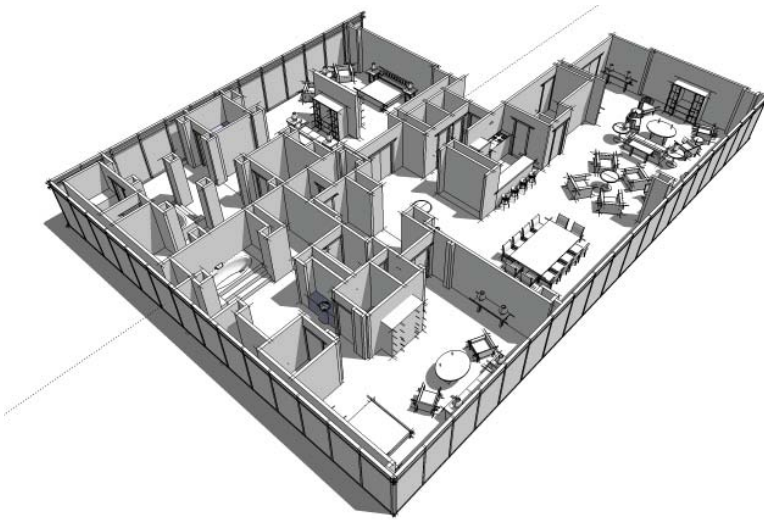
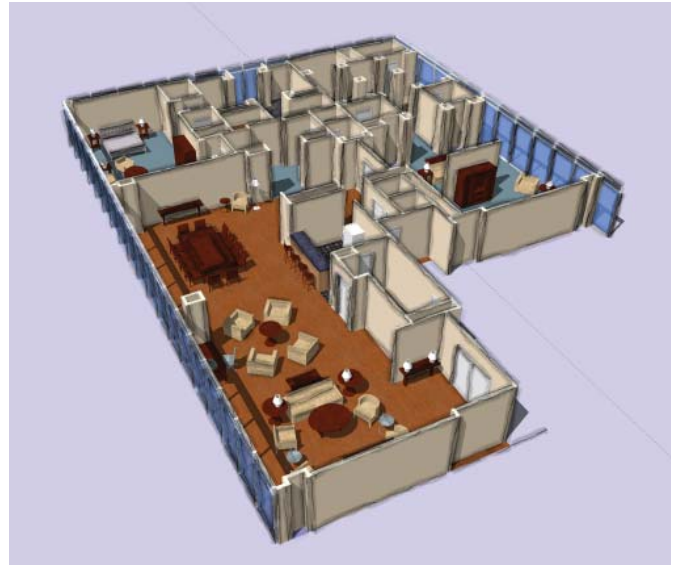
Architecture

Interior Design

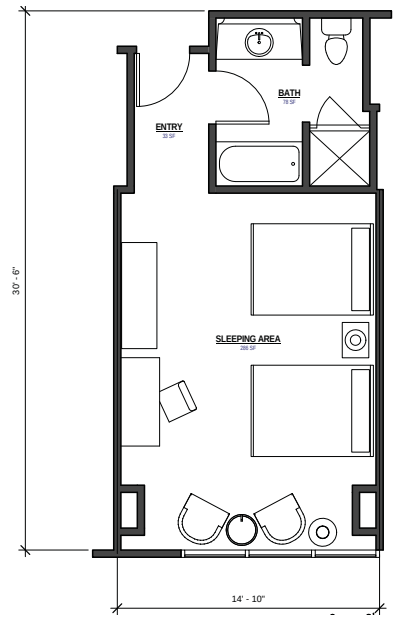
Construction Documents



**LUXOR HOTEL CASINO**  
LAS VEGAS, NEVADA

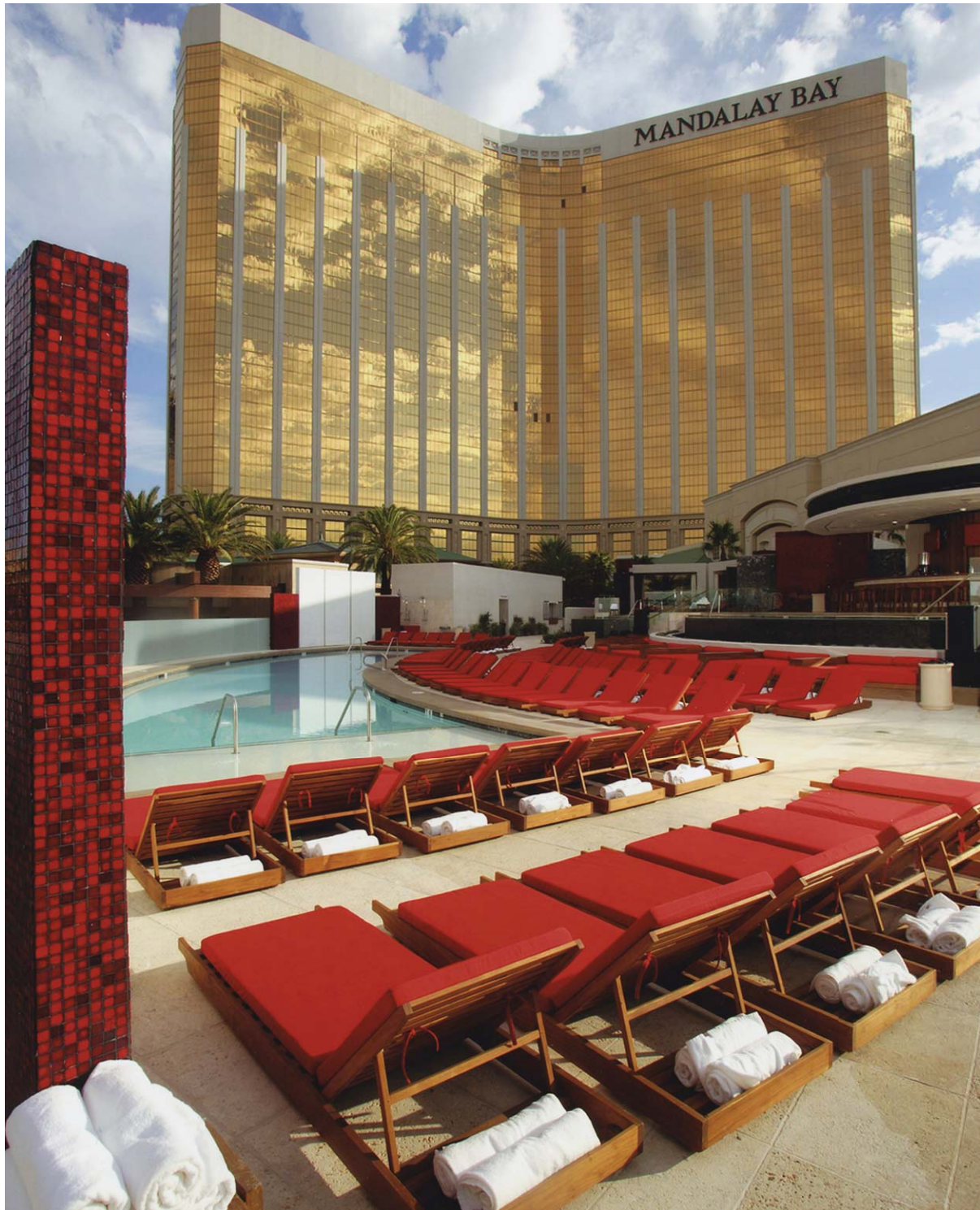


Perspectives of the Dictator Suite



Typical Room

**MANDALAY BAY RESORT - HOTEL TOWER PROJECT**  
LAS VEGAS, NEVADA





## MANDALAY BAY RESORT - HOTEL TOWER PROJECT

LAS VEGAS, NEVADA



A collaboration of WorthGroup Architects and Klai Juba Architects involved the primary Mandalay Bay hotel offering unique amenities. Mandalay Bay is home to what is regarded by many as one of the best pool complexes in the country and the world with its multiple pools, lazy river, beach entry wave pool and outdoor concert venue.

### Guest Room Mix

- Typical Guest Room (King or Double Queen) - 464 square feet
- Suite D3 - 679 square feet
- Suite F2 - 1728 square feet
- Suite EL - 1585 square feet
- Suite H2 - 1212 square feet

**Project Type** Casino Resort

**Location** Las Vegas, Nevada

**Client Name** Mandalay Resorts

**WorthGroup Role** Associate Architect to Klai Juba

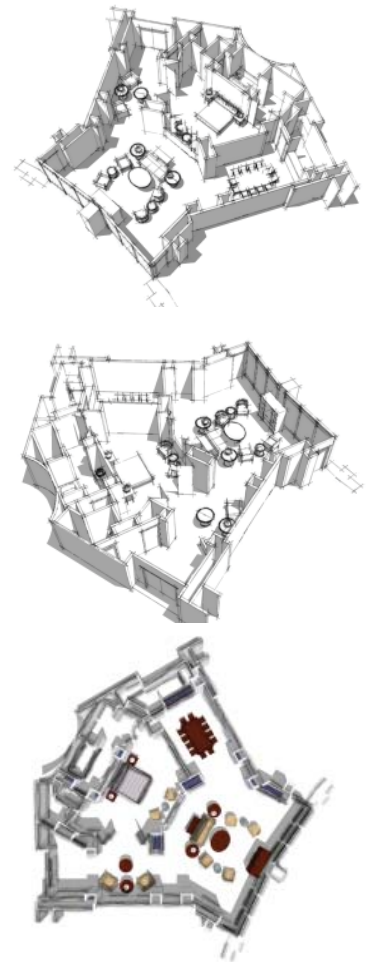
**Size** 3001 room, 310 square foot addition

**Construction Cost** \$950 million

**Completion** 1999

### Services Provided

Architecture  
Interior Design  
Construction Documents



Variety of Perspectives of the Executive 'F2' Suite.





**“Best Architectural Re-design for a Casino/Resort”**

Casino Design Awards, 2007

**“Development of the Year, Finalist”**

Americas Lodging Investment Summit (ALIS)

**“Pinnacle Award”**

Successful Meetings Magazine, 2007

**“Best Spa - Best of Southern Gaming”**

Southern Gaming Magazine

**“Top Destinations in the Great Indiana Getaway”**

Indiana Office of Tourism Development

**“Local Secrets, Big Finds”**

Travelocity

## **FRENCH LICK CASINO RESORT**

FRENCH LICK, INDIANA

[www.frenchlick.com](http://www.frenchlick.com)

**Project Type** Casino Resort

**Location** French Lick, Indiana

**Client Name** Orange County Holdings

**Size** 1 million square feet / 300 acres

**Completion Date** July 2007

**Construction Cost** \$382 million

### **Services Provided**

Master Planning

Architecture

Interior Design

Animation







#### Program

- Hotels – 689 rooms (443 rooms at French Lick and 246 rooms at West Baden)
- Event Center – 110,000 square feet
- Restaurants – 17 restaurants and bars
- Recreation Center and Fitness Centers
- Spas – 2 full-service spaces with 36 treatment rooms, 27,000 square feet
- Parking Structure – 800 spaces
- Casino – 84,000 square feet
- Entertainment Venues
- 3 Golf Courses
- Four Diamond Ranking

#### Client Contact Information

Chris Leininger, Chief Operating Officer  
812.936.5909  
cleininger@frenchlick.com

Steve Ferguson, Executive Vice President  
and Chairman of the Board  
812.331.1010  
steve.ferguson@cookgroup.com





## FRENCH LICK CASINO RESORT

FRENCH LICK, INDIANA

[www.frenchlick.com](http://www.frenchlick.com)

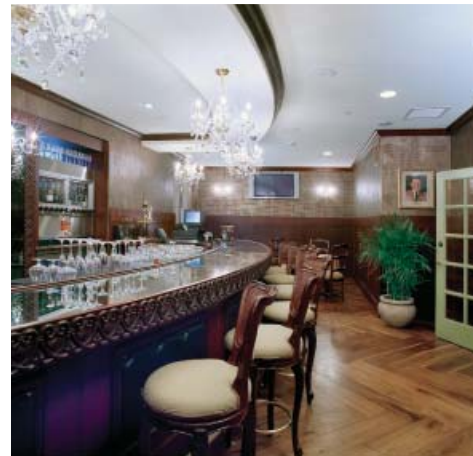
### RESORT AMENITIES AND GAMING





**FRENCH LICK CASINO RESORT**  
FRENCH LICK, INDIANA  
[www.frenchlick.com](http://www.frenchlick.com)

RESTAURANTS AND BARS

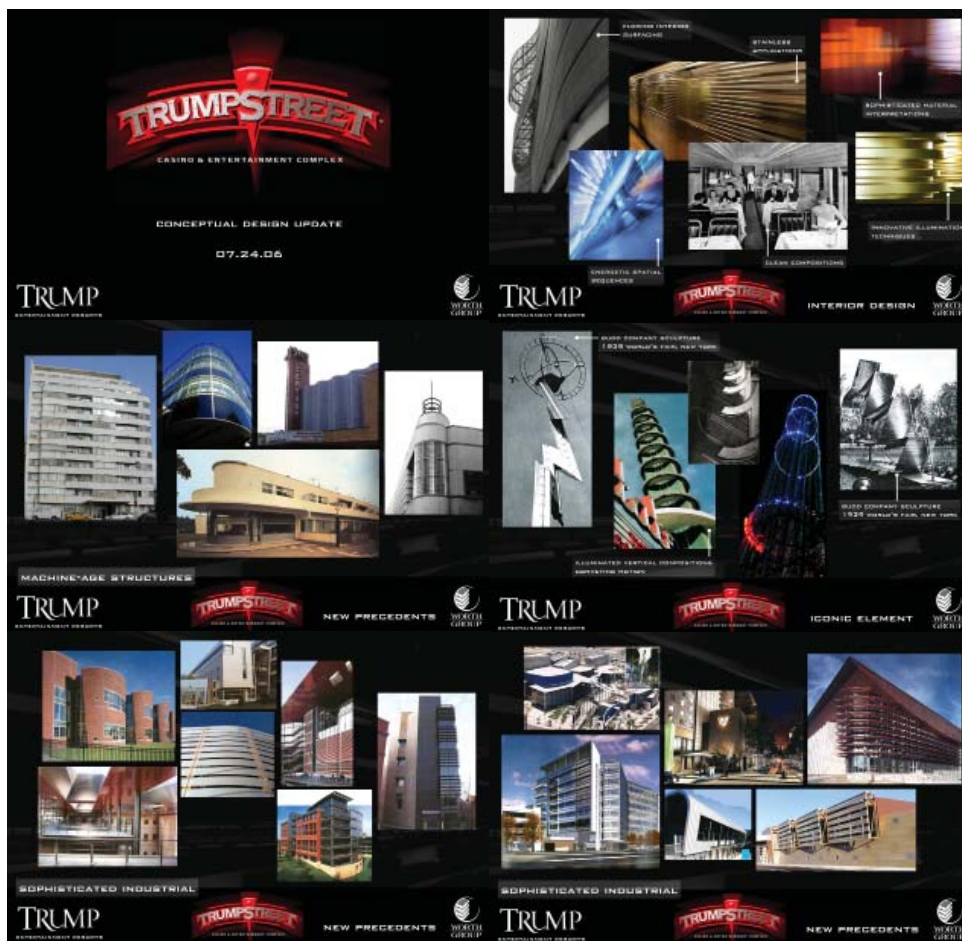


# TRUMP STREET PHILADELPHIA ENTERTAINMENT AND HOTEL DISTRICT

## TRUMP ENTERTAINMENT RESORTS - PHILADELPHIA, PENNSYLVANIA



In Philadelphia, Trump's concept to add a new mixed-use entertainment, casino and hotel district in Philadelphia, Pennsylvania was truly innovative. Competing developers were ranked in several categories, including points for design concept. Key members of the review committee credited the WorthGroup design solution of the proposed facility among the top two submissions considered for the developer's license.



The entertainment district was conceptualized to spur future development, and to work with the concepts of dense urban development and the overall relationship between region, neighborhood, block, and building. Specifically, we incorporated elements of our program that encourage neighborhood activity and other pedestrian-friendly environments. In phase one, this was achieved with the outdoor plaza area; phase two expansion plans included an elaboration upon the streetscape design with an entire façade dedicated to welcoming retail functions.

Image Boards with Precedent Imagery Developed During Conceptual Design.



## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA



### Services Provided

Master Planning  
Interior Design  
Architecture  
Animation  
Theming and Branding  
Sculpture Design  
Special Feature Design  
Choreography

**Project Type** Casino Resort

**Client Name** Choctaw Nation of Oklahoma

**Size** 305,000 square feet

**Site Size** 50 acres

**Cost** \$300 million

**Completion Date** February 2010

“Best Architectural Re-design and  
Expansion for a Casino Resort”

Casino Design Awards, G2E, 2009-2010





## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA



### Program (phase one)

- Master Plan
- 3000 slots
- 30 poker tables in exclusive poker room
- 40 table games (Black Jack, Three Card Poker, Let It Ride, Caribbean Stud, Pai Gai, Mini Baccarat)
- 330 hotel rooms (2 executive suites, 16 standard suites, 10 mini suites, 302 standard rooms)
- 150 seat casual dining restaurant - "Blue Moon Cafe"
- 100 seat steak house - "1830 Steakhouse"
- 450 seat buffet - "Butterfield's Buffet"
- 45 seat mexican restaurant - "Tomatillo's Grill"
- 30 seat bakery/coffee shop - "Jackpot Java"
- 100 seat food court with 4 venues - "Durant Station Deli," "The Salt Lick BBQ," "Americo's Pizzeria," and "Dixon's Grill"
- Retail - logo and souvenir gift shop ("Choctaw Trading Post"), and specialty gift shop
- Natatorium with indoor/outdoor pool
- Spa (4 treatment rooms including pedicures, manicures, massages, and Oka spa)
- Fitness room
- Business center
- Lounges - "Red River Lounge" including an aquarium; "Diamond Back Lounge" including performance stage; "Platinum Lounge" inside high limits; and, "6th Street Lounge" inside the poker room
- Parking garage and additional surface parking
- Central plant
- Administrative offices

## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

### Hotel - 12th Floor 'MIKO' Executive Suite





## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

### Hotel - 12th Floor 'MIKO' Executive Suite





## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

### Hotel - 11th Floor Executive Suite



## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

### Hotel - 11th Floor Executive Suite





## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

### Hotel - Standard Suite





## CHOCTAW CASINO RESORT

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

### Hotel - Standard King and Double Queen



## CHEROKEE HARD ROCK CASINO - CASINO & ALL-SUITES HOTEL EXPANSION

CHEROKEE NATION - CATOOSA, OKLAHOMA



**Project Type** Casino Resort

**Location** Catoosa, Oklahoma

**Client Name** Cherokee Nation Entertainment

**Size** 1.25 acres, 167,000 square feet total

Phase 1 - 45,000 square feet (level one), 21,000 square feet (level two);

66,000 square feet total casino expansion;

Phase 2 - 96,000 square foot hotel tower

**Construction Cost** \$52.6 million (estimate)

Phase 1 - \$24.9 million; Phase 2 - \$23.2 million

**Completion Date** September 2012 (Phase 1); November 2012 (Phase 2)

### Services Provided

Master Planning

Architecture

Interior Design

Construction Estimating

Artist Rendering

Animation

FF&E

### Program

- Master Plan
- Casino
- Hotel Tower - All Suites - 12 floors, 100 rooms
- Poker
- Pedestrian Skybridge
- Food Court
- Deli with seating area
- Retail Store / Gift Shop
- Players Club
- Administration Offices
- Employee Training / Dining Room





**CHEROKEE HARD ROCK CASINO - CASINO & ALL-SUITES HOTEL EXPANSION**  
CHEROKEE NATION - CATOOSA, OKLAHOMA



Renderings showing one of the design concepts for guest rooms.



## CHEROKEE HARD ROCK CASINO RESORT EXPANSION

CHEROKEE NATION - CATOOSA, OKLAHOMA

[www.hardrockcasinotulsa.com](http://www.hardrockcasinotulsa.com)

### PHASE 1 - CASINO 3 EXPANSION

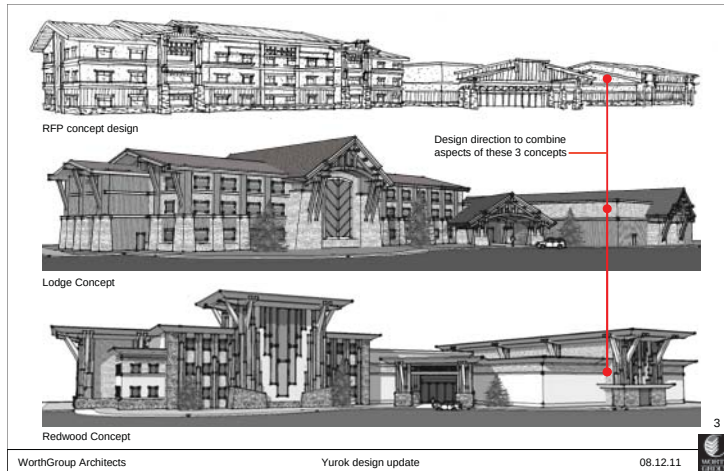




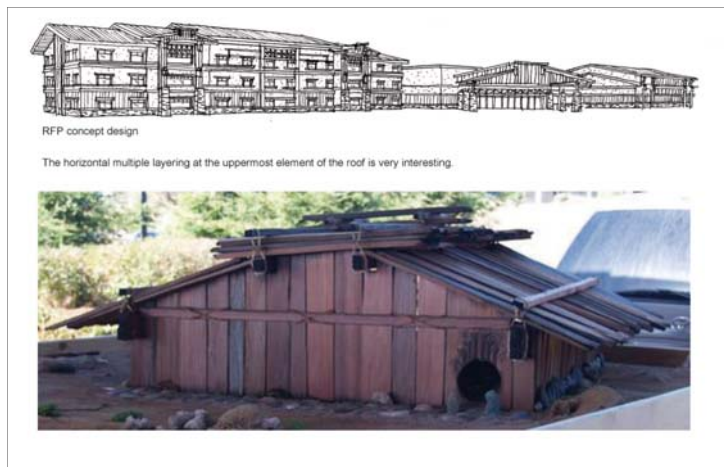
# YUOK TRIBE - CASINO & HOTEL

YUOK TRIBE - KLAMATH, CALIFORNIA

## EVOLUTION OF DESIGN IN A COLLABORATIVE PROCESS

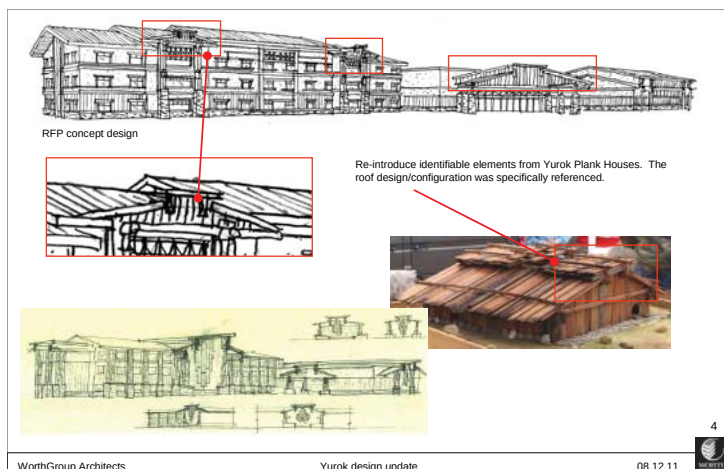


Evolution of the design included a variety of studies incorporating important elements of Yurok Tribe culture, heritage, architecture, geography and symbolism. Several concepts evolved over the course of collaborative processes with the client including the original “RFP Concept,” “Lodge Concept,” and “Redwood Concept.” The design-build team has worked hand-in-hand with Yurok Tribe decision-makers including council members and key department members. These collaborative efforts directed design thinking and ideas, and unified the process of design.



**Project Type** Casino Hotel  
**Location** Klamath, California  
**Client Name** Yurok Tribe  
**Size** 49,000 square feet  
**Cost** \$11.45 million  
**Completion Date** Spring 2013 (estimated)

**Services Provided**  
 Master Planning  
 Architecture  
 Interior Design  
 Animation  
 Interpretive Design  
 Design/Build Delivery

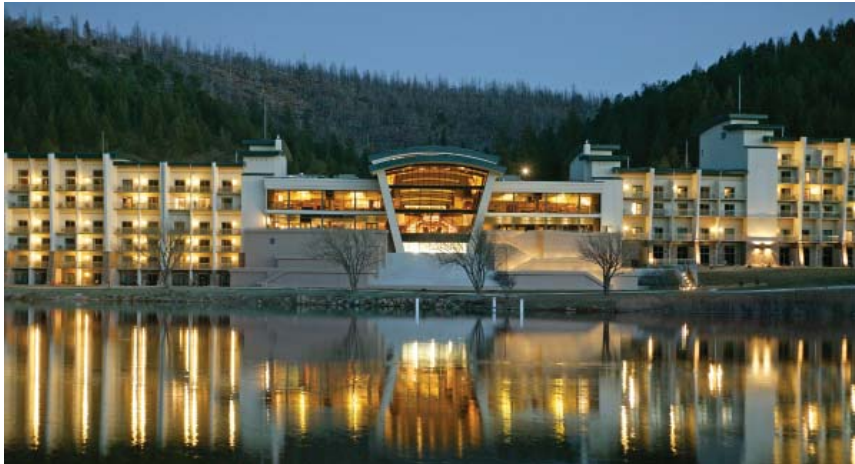


**YUOK TRIBE - CASINO & HOTEL**  
YUOK TRIBE - KLAMATH, CALIFORNIA





**INN OF THE MOUNTAIN GODS CASINO RESORT**  
MESCALERO APACHE TRIBE - MESCALERO, NEW MEXICO



**Program**

- Master Plan
- Hotel - 276 Rooms (250 oversized guest rooms and 26 deluxe suites)
- Casino - 50,000 square feet
- Convention Center - 36,000 square feet
- Restaurants - 4 distinctive restaurants
- Underground Parking Structure - 1,500 spaces
- Entertainment Venue
- Retail
- Spa - 25,000 square feet (planned for future phase)
- Pool
- Travel Center
- Golf Course
- Ski Area

The initial scope of work included a comprehensive master planning process. The Inn of the Mountain Gods opened to rave reviews for its exceptional design. Designed to be the “**Southwest’s Best All-Season Resort**,” this hotel, casino, convention center, and spa destination enhances existing golf course and ski area amenities. Distinguished by its use of natural materials and glazing, the contemporary lodge is designed to take advantage of panoramic views of the Tribe’s sacred mountain, ‘Sierra Blanca’, and encourage interaction with nature. Fire and water features reflect the rustic mountain locale theme throughout the complex.

**Project Type** Casino Resort

**Location** Mescalero, New Mexico

**Client Name** Mescalero Apache Tribe

**Size** 1.1 million square feet

**Site Size** 29 acres

**Cost** \$200 million

**Completion Date** March 2005

**Services Provided**

Master Planning  
Architecture  
Interior Design  
Animation  
Sculptural Design  
Special Feature Design  
Cultural Interpretive Design

“Sexiest Casino in Indian Gaming”

Native American Casino Magazine, May 2007



**INN OF THE MOUNTAIN GODS CASINO RESORT**  
MESCALERO APACHE TRIBE - MESCALERO, NEW MEXICO

**Hotel - Guest Rooms**



Guest Room, Suite and Bath.



**CHOCTAW CASINO RESORT POCOLA EXPANSION**  
CHOCTAW NATION OF OKLAHOMA - POCOLA, OKLAHOMA



**Program Phase One: North Casino Expansion**

- Lobby Entry
- Casino Expansion - 2,000 slots, 10 tables
- Off-track Betting
- Poker
- Grab-and-Go Coffee and Food Station
- Restaurant - 150 seat
- VIP Lounge
- Casino Lounge - 60 seat
- Tours and Travel
- Restrooms
- Gift Shop
- Players Club
- Surface Parking - 1,800 spaces

**Project Type** Casino Resort

**Location** Pocola, Oklahoma

**Client Name** Choctaw Nation of Oklahoma

**Size** 56 acres; 86,120 square feet (existing); 58,925 square feet (phase one expansion); 203,000 square foot (phase two parking garage)

**Completion Date** October 2012 (phase 1); December 2012 (phase 2)

**Construction Cost** \$38.8 million (estimate)

**Services Provided**

Master Plan

Architecture

Site Planning

Conceptual Design

Animation

Construction Administration

**Client Contact Information**

Janie Dillard, Executive Director of Gaming

(580) 920-0160

janie.dillard@choctawcasinos.com

Gregory E. Pyle, Chief

580.924.8280 x2262

chiefpyle@choctawnation.com

Gary Batton, Assistant Chief

800.522.6170

gbatton@choctawnation.com





**CHOCTAW CASINO RESORT POCOLA EXPANSION**  
CHOCTAW NATION OF OKLAHOMA - POCOLA, OKLAHOMA



Phase 1 - Gaming Expansion



Phase 1 - Hotel Expansion

**CASINO RESORT MASTER PLAN**  
CONFIDENTIAL CLIENT

RENDERINGS OF DEVELOPED CONCEPTS





# CASINO RESORT MASTER PLAN

CONFIDENTIAL CLIENT

## SITE PLAN



## DESIGN CONCEPT OPTIONS SHOWING PHASED DEVELOPMENT



Design Option 1 - Phase 1



Design Option 1 - Phase 2



Design Option 2 - Phase 1



Design Option 2 - Phase 2



Design Option 3 - Phase 1



Design Option 3 - Phase 2



## CHOCTAW PINES CASINO RESORT

JENA BAND OF CHOCTAW INDIANS - GRANT PARISH, LOUISIANA



### Program (full build-out)

- Master Plan - 295 acre
- Casino - 21,000 square feet
- Hotel
- Conference Center
- Retail
- Wellness Center
- RV Park
- Water Park
- Motor Sports Dirt Track
- Residential

**Project Type** Casino Resort

**Location** Grant Parish, Louisiana

**Client Name** Jena Band of Choctaw Indians

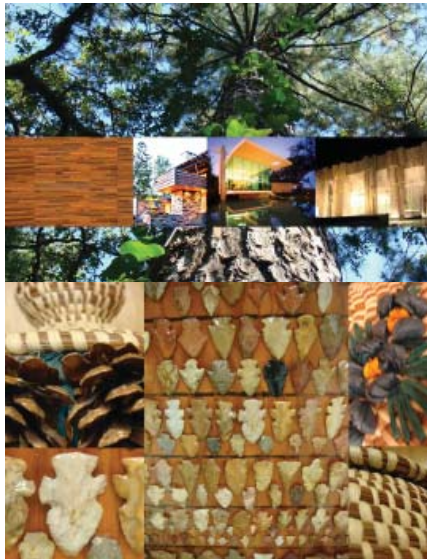
**Size** 56,100 total square feet

**Cost** \$20 million (estimate)

**Completion** January 2013

### Services Provided

Master Planning  
Conceptual Design  
Renderings  
Animation



### *Design Concept*

Nestled in a pine forest, the design inspiration was derived from the forest fauna and organic characteristics of native vegetation and evolved into the unique use of wood, water and stone. The main entry façade features overlapping planes of water, lighting and stone with wood accent elements. The interior design features organic ceiling elements and a center bar with a canopy design derived from the overlapping shells of pine cones. The master plan includes additional retail, RV park, water park, motor sport tracks and residential development components.



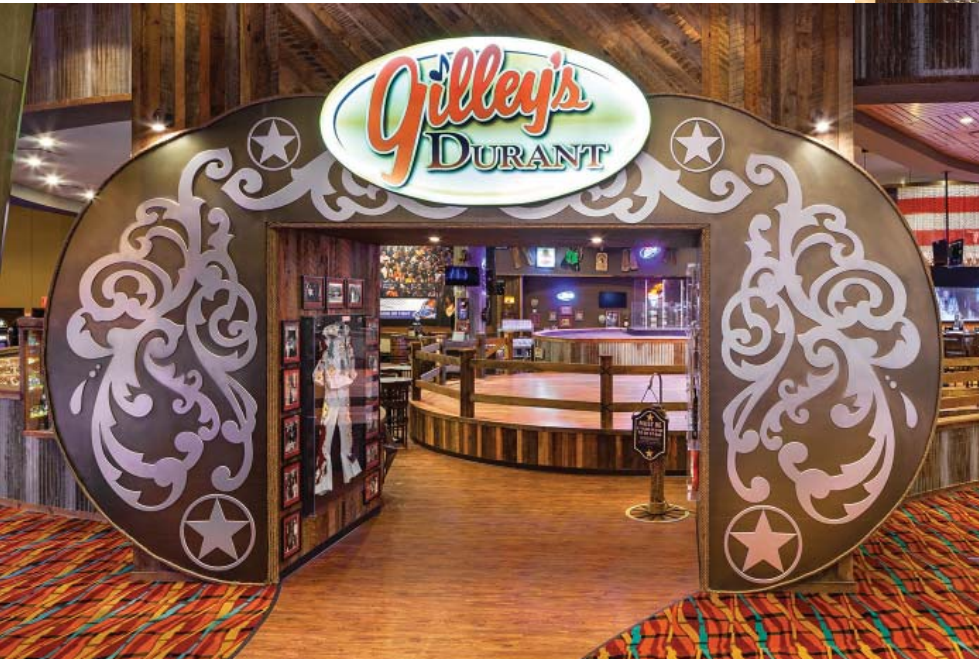


## CHOCTAW CASINO RESORT - GILLEY'S

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA

If you take a Texas honky tonk institution like Gilley's, and put it in Oklahoma, you know they're going to put just enough spin on it to call it their own.

The original Gilleys, made famous by John Travolta as Bud in the movie "Urban Cowboy," was once the world's largest dance hall. Since the Choctaw Casino Resort in Durant, Oklahoma opened the latest Gilley's, the local cowboys have found good reason to stop on in. From the saddles to the 32-ounce "Bud" brews, the new Gilley's is both a tribute to and a celebration of everything dear to an Oklahoma cowboy: rich rodeo history, live country music, cold beer and beautiful girls. The Casino wanted a party that might just spill out onto the casino floor any minute.



The newly-renovated, 8,900-square-foot space sits on the north side of the main casino floor. If you can tear your eyes off what's happening on stage, or the Gilley Girls, you might notice the décor pays homage to the best of Oklahoma's rodeo past. Families of local Oklahoma cowboys, long since passed on, donated buckles, keepsakes and mementos from their fallen heroes. Saddles used by cowboys for national championship events adorn the walls along with a collection of guitars. The guitars were all contributed by local and national acts that have appeared on the Gilley's Durant stage including country sweetheart Miranda Lambert and Mickey Gilley himself.



# “Best Interior Design for a Casino Resort Restaurant or Nightclub”

Casino Design Awards, G2E, 2011-2012

## CHOCTAW CASINO RESORT - GILLEY'S

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA



The remainder of the interior reflects an upgraded interpretation of that American institution, the honky tonk. A mix of old and new finishes make the space interesting. Imitation cow-hide vinyl covers the booths, while laminate wood-grain flooring provides a great surface for dancing and the occasional spilled beer. The walls are covered with reclaimed barn wood along with corrugated metal. The soffit above the bar features an artist's impression of Old Glory made from plastic covered PVC chains linked together. The barbed wire chandelier, along with two matching sconces, reflects the iconic Oklahoma tornado.

From most of the 176 seats in this full-service bar/restaurant, is a clear view to the 500-square-foot stage. Elevated booths and bar-height tables allow for a perfect sight line. Boot-scootin' live music provides the kind of energy that a juke box just can't replicate.





## CHOCTAW CASINO RESORT - GILLEY'S

CHOCTAW NATION OF OKLAHOMA - DURANT, OKLAHOMA



Like every good honky tonk, there is a mechanical bull, and dancing girls. Dressed in latest in curvy cowgirl fashion, the Gilley Girls line dance whenever the mood strikes them. Aside from the gigantic belt buckle marking the entrance to Gilley's there is no distinction between the casino floor and the bar, so the energy flows from the dancing girls straight through to the gamblers, who can see every bit of the stage and the bar.

The new Gilley's at the Choctaw Casino Resort was designed for pure fun and entertainment, with an Oklahoma cowboy twist. Whether it's the beer, the girls, the bull or the new traffic on the casino floor, the new Gilley's generates the right kind of Oklahoma buzz.

**Project Type** Casino Restaurant and Entertainment Venue

**Client Name** Choctaw Nation of Oklahoma

**Size** 8,600 square feet

**Cost** \$2.6 million

**Completion Date** 2012

**In Association** egads! for interior design concept

### Services Provided

Interior Design

Architecture

Theming and Branding

### Program

- Stage in the Round
- Performance A/V
- Dance Floor
- Mechanical Bull
- Souvenir Store
- Kitchen
- Bar
- Seating - various for 150



## INDIAN HEAD CASINO

CONFEDERATED TRIBES OF WARM SPRINGS - WARM SPRINGS, OREGON

[indianheadgaming.com](http://indianheadgaming.com)



From Tribal Council approval to grand opening in less than a year, the Indian Head Casino represents the past, present and future for the Confederated Tribes of Warm Springs. The mid-sized casino provides immediate economic opportunity for the local community, as well as for the new 200 plus employees. The tribe anticipates added services as a result of this new economic machine.

### *Design Concept*

On both the interior and exterior of the building, interpretive shapes, colors and materials recall the renowned dipnet fishing platforms present on the Columbia River's Celilo Falls prior to 1957. Within the 40,000 square foot building, a high-tech, center-piece lighting feature mimics the motion of the flowing water, or can instantly transform to broadcast a lucky jackpot.

### **Program**

- Master Plan
- Casino - 18,000 square feet; 492 slots, 8 table games
- Casual dining / buffet restaurant
- Deli with seating area
- Retail Store / Gift Shop
- Players Club
- Tribal Art Displays
- Administration Offices
- Employee Training / Dining Room



### **Project Type** Casino

**Location** Warm Springs, Oregon

**Client Name** Confederated Tribes of Warm Springs (represented by the Warm Springs, Wasco and Paiute Tribes)

**Size** 40,000 square feet, 4 acres

**Cost** \$11.2 million

**Completion Date** February 2012

### **Services Provided**

Master Planning  
Architecture  
Interior Design  
Animation  
Special Feature Design  
Programming  
Interpretive Design  
Construction Administration





## INDIAN HEAD CASINO

CONFEDERATED TRIBES OF WARM SPRINGS - WARM SPRINGS, OREGON

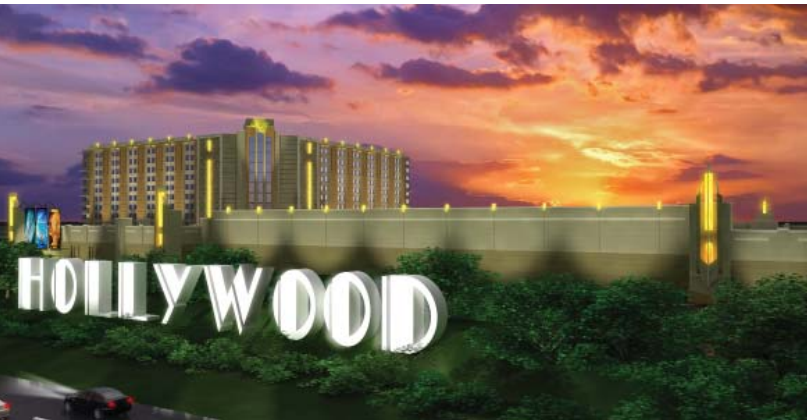
[indianheadgaming.com](http://indianheadgaming.com)





## KANSAS HOLLYWOOD CASINOS

PENN NATIONAL GAMING - SUMNER COUNTY AND CHEROKEE COUNTY



**Project Type** Casino Resort

**Location** Sumner County, Kansas

**Client Name** Penn National Gaming

**Completion Date** June 2009 (application process)  
Association Berger Devine Yaeger (architect-of-record)  
Cost \$365 million (estimate)

### Services Provided

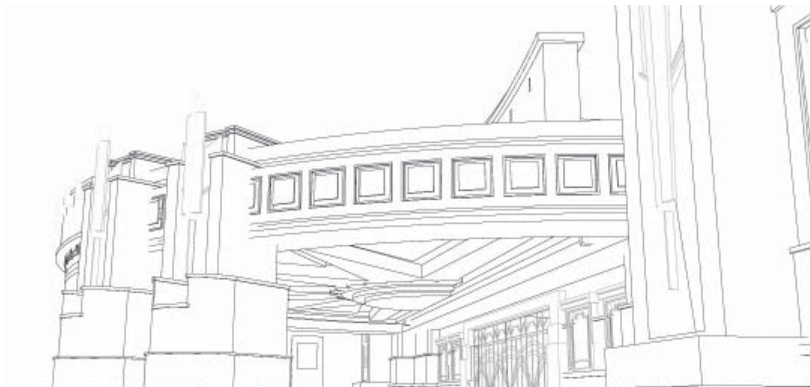
Master Planning  
Architecture  
Animation

### Program at Sumner County

- Hotel - 350 room
- Gaming - 70,000 square feet
- Fine Dining and other Dining
- Retail
- Entertainment - 30,000 square feet
- Hollywood Memorabilia Museum
- Parking - 2850 cars
- RV Park

### Program at Cherokee County

- Hotel - 250 room
- Gaming - 34,500 square feet
- Fine Dining and other Dining
- Retail
- Hollywood Memorabilia Museum
- Parking - 1100 cars

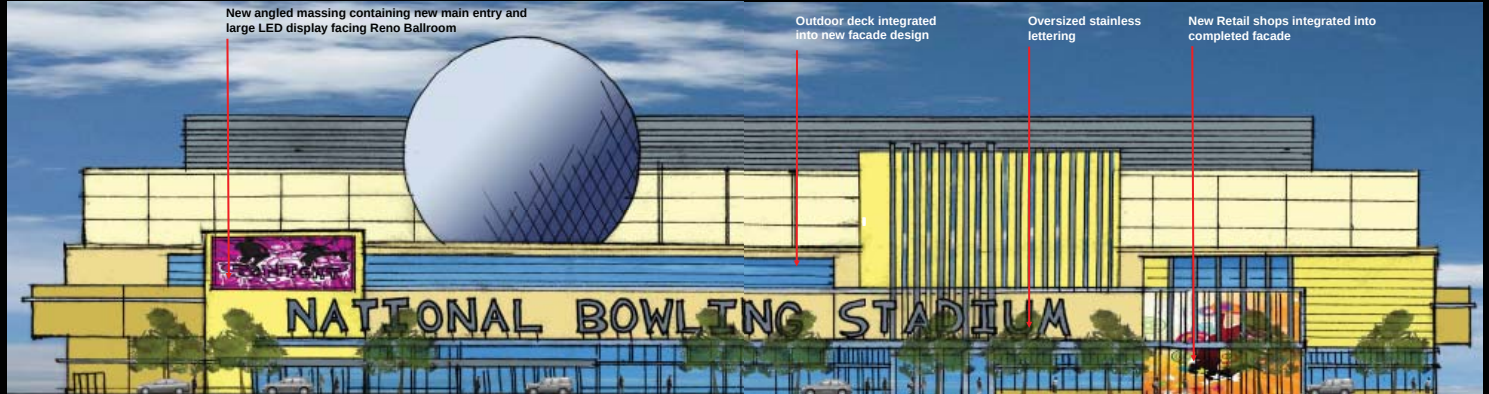




# NATIONAL BOWLING STADIUM

RENO, NEVADA

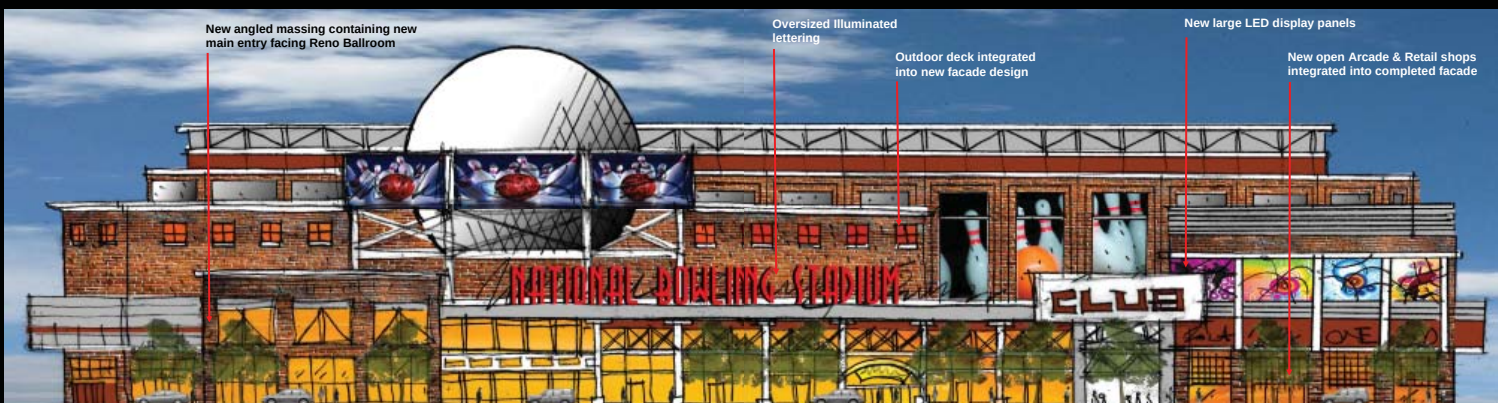
## CONCEPTS FOR REDEVELOPMENT



- 1 complete redesign**  
Creating cohesive complex with adjacent Reno Events Center & Reno Ballroom buildings



- 2 complete redesign**  
Creating cohesive complex with adjacent Freighthouse District & Aces Stadium



- 3 complete redesign**  
Creating cohesive complex with adjacent Freighthouse District & Aces Stadium





## NATIONAL BOWLING STADIUM

RENO, NEVADA



WorthGroup Architects has worked with Reno Visitors and Convention for decades on a variety of projects in the downtown area of Reno, Nevada. In 1994, we completed the new National Bowling Stadium in the heart of downtown. Major tournaments events have drawn thousands of spectators and athletes annually. The building features 80 championship lanes, numerous full service retail facilities, including restaurants, a pro shop, and a domed motion theater. The facility serves as convention area between the scheduled tournaments.

In 2010 we were asked to study renovation and expansion of the facility to accommodate future international events. Our three concepts embrace and complement the change in redevelopment occurring in the downtown region. The concepts blend a variety of entertainment and activate public spaces.

**Project Type** Entertainment Complex

**Location** Reno, Nevada

**Client Name** Reno-Sparks Convention & Visitors Authority

**Size** 320,000 square feet (original building)

**Cost** \$43 million (original building)

**Completion Date** October 1994 (original building), new development project 2011

### Services Provided

Rebranding

Conceptual Design

Architecture

Interior Design

Animation

Architectural Illustration





## RENO EVENTS CENTER

RENO, NEVADA



The urban multipurpose facility seats 8,000 accommodating concerts and sporting events. The unique design includes retractable, stadium seating to that creates nearly 58,000 square feet of open floor space to be used for trade show exhibits and conventions. Developed for local entertainment and sport events, Reno Events Center offers the needed flexibility and makes the most use out of a tight site and met the accelerated construction schedule.

**Project Type** Public Assembly, Event Center, Meeting and Convention, Stadium

**Location** Reno, Nevada

**Client Name** City of Reno

**In Association With** Thompson, Ventulett, Stainback and Associates

**Size** 118,000 square feet

**Cost** \$28.6 million

**Completion Date** 2005

### **Services Provided**

Architectural Design

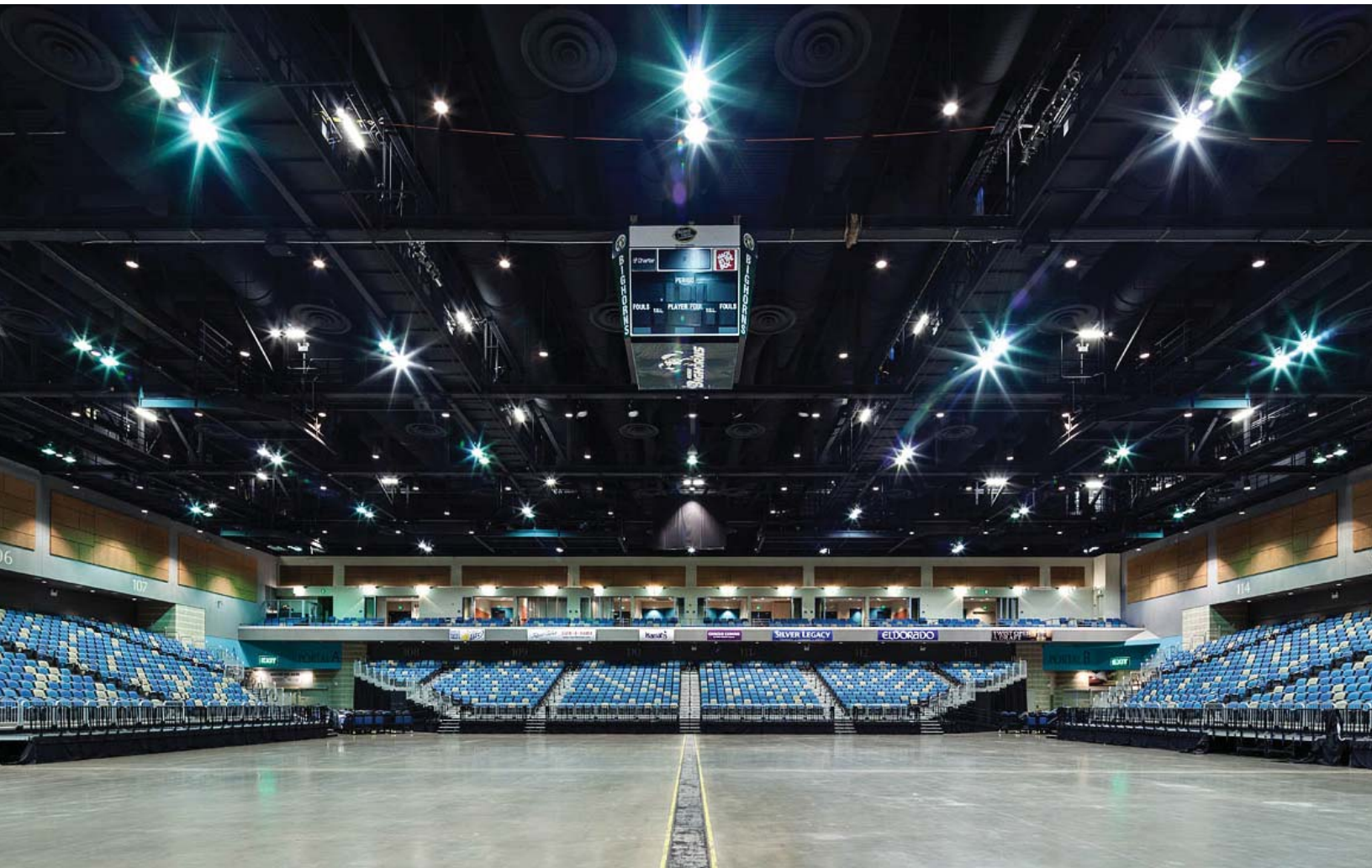
Interior Design

Master Planning

Urban Design

Construction Administration







“Silver Leed Certified,” U.S. Green Building Council, 2009

**MARGUERITE PETERSON FOUNDATION ATHLETIC ACADEMIC CENTER**  
UNIVERSITY OF NEVADA, RENO



The Athletic Academic Center provides athletics academic advising and support services for student-athletes. The two level building also includes sports storage at the lower level. The design complements existing monuments it anchors and provides easy access to neighboring athletic facilities including Legacy Hall, the Football Center, Pack Village, Mackay Stadium and Lombardi Recreation Center.

*Sustainable Design*

Design followed LEED guidelines and features daylighting strategies, high performing building systems, indoor air quality measures, use of low-emitting materials, and building commissioning among other strategies.

**Project Type** Education and Athletic

**Location** Reno, Nevada

**Client Name** University of Nevada, Reno

**Size** 8,293 square feet

**Cost** \$6.2 million

**Completion Date** April 2008

**Program**

- Study Lounge
- Computer Labs
- Meeting Rooms
- Sports Storage
- Advisor Offices

**Services Provided**

Architectural Design  
Interior Design  
Master Planning  
Rendering  
Animation  
Fundraising Materials







## UNIVERSITY OF NEVADA RENO ATHLETIC ACADEMIC CENTER RENO, NV

**29%** REDUCTION IN WATER USE

**54%** DROUGHT TOLERANT VEGETATION  
USED IN SITE LANDSCAPING

**19%** OPTIMIZATION IN ENERGY USE

### LEED® Facts

UNIVERSITY OF NEVADA RENO  
ATHLETIC ACADEMIC CENTER  
Reno, N.V.

LEED for New Construction  
Certification awarded July 27, 2006

**Silver 35\***

Sustainable Sites 9/14

Water Efficiency 3/5

Energy & Atmosphere 6/17

Materials & Resources 3/13

Indoor Environmental  
Quality 13/15

Innovation & Design 1/5

\*Out of a possible 69 points

The information provided is based on that stated in the LEED® project certification submittals. USGBC and Chapters do not warrant or represent the accuracy of this information. Each building's actual performance is based on its unique design, construction, operation, and maintenance. Energy efficiency and sustainable results will vary.



## **'CRUISEINN'**

### RV PARK BRAND CONCEPT AND PROTOTYPE DESIGN

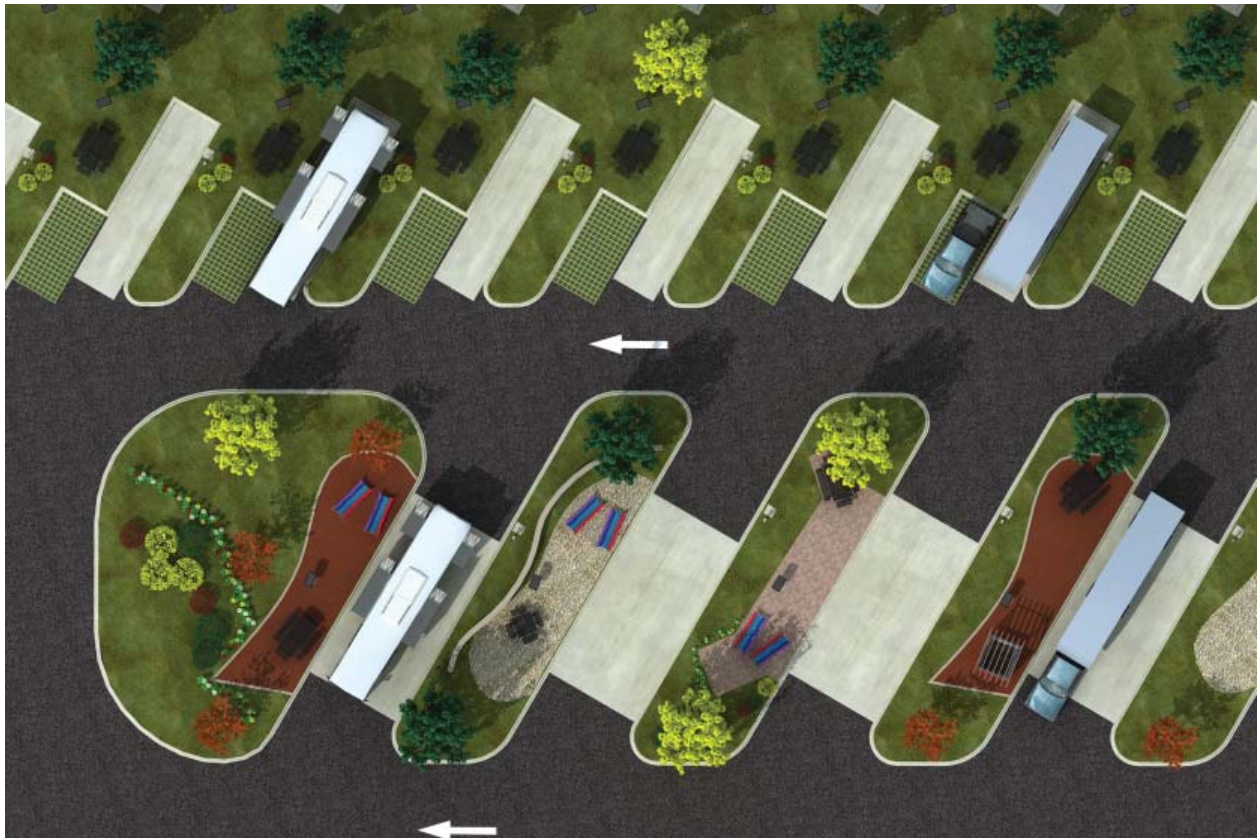


The CruiseInn branded hospitality product is distinguished in the market by its focus on the appearance and feel of the overall environment, variety of amenities, arrival experience, and level of quality. CruiseInn properties emulate the hotel industry in terms of facilities, amenities, technology, services and hospitality. A Gatehouse element, standard at each location, is central to the functional site plan and accentuated by well appointed landscaping.

CruiseInn design and brand standards encourage the aesthetic of the individual properties to reference local architecture and geography. This approach facilitates the marketability and adaptability of the brand at various locations throughout the country. CruiseInn properties are sited as free standing properties as well as adjacent to existing and complementary entertainment destinations, driving increased traffic during both main events and off-peak periods.

## 'CRUISEINN'

RV PARK BRAND CONCEPT AND PROTOTYPE DESIGN



View of standard and higher end RV pads.



Perspective of higher end RV pad showing hot tub, gazebo, BBQ station, and other standard amenities.





To Whom It May Concern:

I am writing this letter on behalf of WorthGroup Architects. I had the pleasure of working with WorthGroup Architects on the award-winning French Lick Resort Casino in Indiana.

WorthGroup Architects brought a team of professionals with both truly creative and innovative design abilities along with sound project management that resulted in a property that is unique and memorable.

From architecture, interior design and project management, their team provided exceptional expertise in their skill and talent along outstanding attention to detail and level of care to client service.

As a direct result of the collective effort of WorthGroup Architects and the entire project team, our guests enjoy an experience unlike any other. Our property is a jewel in the hospitality and entertainment industry and WorthGroup Architects had a direct impact on creating this impression and lasting memorable experience for patrons.

It was a pleasure working with this firm and I recommend WorthGroup Architects with my highest regard.

Sincerely,

Chris Leininger  
Chief Operating Officer



## Choctaw Nation of Oklahoma

P.O. Box 1210 • Durant, OK 74702-1210 • (580) 924-8280

Gregory E. Pyle  
Chief

Gary Batton  
Assistant Chief

February 23, 2010

Mr. Brian Fagerstrom  
The Worth Group  
900 S. Broadway, Suite 150  
Denver, CO 80209

Dear Brian:

On February 9, the Choctaw Nation of Oklahoma had the honor and privilege of opening the doors of our new Casino Resort and Hotel. We were delighted with the response of the community as the day finally arrived to unveil this beautiful new property. However, the day before, there was a very special gathering to honor those of you who took this project and gave us something truly spectacular. I stand in awe each time walk through what was once a lofty dream and now a reality.

I was humbled by the beautiful gifts to me by the Worth Group. The traditional drum was very appropriate and I really loved the ties that Brian designed in honor of the occasion. The replica tower was a wonderful surprise and has a special place in my office. Each of these tokens will be cherished always.

I certainly appreciate the healthy working relationship the Choctaw Nation has with the Worth Group. Together, we have realized positive goals and I look forward to many more exciting things for the future the Choctaw Nation of Oklahoma.

Thank you again for the lovely gifts and for your valued friendship.

Sincerely,

Gregory E. Pyle, Chief  
Choctaw Nation of Oklahoma

GEP/jp

*Thanks for  
your help in building  
the best casino in  
all of Ind Co.*







## Choctaw Nation of Oklahoma

P.O. Box 1210 • Durant, OK 74702-1210 • (580) 924-8280

**Gregory E. Pyle**  
Chief

**Gary Batton**  
Assistant Chief

To Whom It May Concern:

The companies that work with the Choctaw Nation of Oklahoma are selected because they provide great value to helping us provide for our citizens and the communities we live. We are particular in choosing firms that are top quality, possess great character and integrity, and display exceptional professionalism in their business practices.

WorthGroup Architects is a shining example of the type of company we have had the great fortune of working with over a long period of time. They have brought the serious side of design services to propel our gaming property in Durant, Oklahoma to a shining star in our casino portfolio. Further, they bring definitive design innovation and thinking to create spaces that become the buzz in all of gaming. Because of their commitment to the Choctaw Nation of Oklahoma and our needs, we have selected WorthGroup again and again for additional work on other casino properties.

It is a pleasure to work with the creative and professional team members at WorthGroup Architects and I am pleased to make this recommendation on their behalf.

Sincerely,

A handwritten signature in dark ink, appearing to read "Gary Batton", with a stylized flourish at the end.

Gary Batton, Assistant Chief  
Choctaw Nation of Oklahoma



To Whom It May Concern:

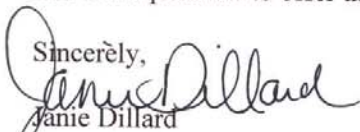
It is my pleasure to write this letter on behalf of WorthGroup Architects. In late 2007, Choctaw Nation of Oklahoma selected WorthGroup to provide design services for the master plan and expansion of our Durant property. Our goal was to transform this particular property into a premier casino resort destination serving both our long-standing patrons while appealing to the urban clientele coming from the Dallas-Fort Worth region.

Guiding us through a comprehensive master planning process, the creative team at WorthGroup helped communicate the long-term potential for our property. This was especially challenging given the evolution of gaming on the property and the multitude of existing buildings. We now have a strong strategic vision for future phases to develop at our property. And we have implemented several of those phases including the opening of the casino resort which has received praise by our customers while helping us realize new levels of success for our gaming operations.

Choctaw Nation of Oklahoma selected WorthGroup Architects because of their high level of integrity, expertise and professionalism. And today, we continue to work with them on other casino projects in our portfolio. They bring a high level of creative excellence, customer service, and the ability to be agile and flexible as our needs change. They adapt to serve our needs in both a design and project management capacity.

WorthGroup Architects offers a unique understanding of the business of gaming and hospitality and it is a pleasure to offer this recommendation on their behalf.

Sincerely,



Janie Dillard

Executive Director of Gaming  
Choctaw Nation of Oklahoma



P.O. Box 269 Mescalero, New Mexico 88340-0269  
tel: 505.464.5141 fax: 505.464.6173 toll free: 1.800.545.9011  
www.innofthemountaingods.com

April 27, 2005

To Whom It May Concern:

The Inn of the Mountain Gods Resort and Casino in Mescalero New Mexico is pleased to recommend the Worth Group as a design partner.

The Worth Group performed an excellent job in the conceptualization and subsequent design of our outstanding, first class resort, hotel and casino project located in a beautiful mountain setting. The creativity of the exterior design, as well as, the uniqueness of the interiors has received accolades from our customers and owners.

The Worth Group demonstrated a great ability to understand the vision of the Mescalero Apache Tribe during the design phase. To this end, they submitted a unique building and interiors design that completely satisfied ownership. Members of the Worth Group design team showed great interest in and understanding of the culture and history of the Mescalero Apache Tribe and were able to deliver a design scheme that incorporated important tribal elements into a contemporary and sophisticated resort complex that is comparable to the best of its kind in North America.

The shapes used in the architecture of the building and the interior spaces are in harmony with the natural surroundings of the Resort and in keeping with the feeling of respect that the Tribe has for the beauty of the natural surroundings. This could not have happened without considerable empathy for the culture of the Tribe as well as research. Worth Group is to be applauded for this tremendous effort.

The staff of Worth Group included in the design team for our project are very talented, creative, knowledgeable and flexible. Their ability to listen to the priorities of ownership and understand the vision of ownership coupled with their flexibility and design knowledge resulted in an interior and exterior design that has received rave reviews from all stake holders. We found the staff of Worth Group to be professional, amiable and easy to work with.

We would recommend the Worth Group for any design project with ownership that is focused on quality, uniqueness and harmony. If we can provide further information please do not hesitate to contact us.

Sincerely,



Michael D. French  
Chief Operating Officer



AMERICA'S ADVENTURE PLACE  
Reno Sparks Convention and Visitors Authority

To Whom It May Concern:

The Worth Group Architects of Reno, Nevada served as the coordinator and construction administrator on the new Reno Event Center located in downtown Reno, Nevada.

The Worth Group completed its work on the \$28.6 million project, which was finished within budget and ahead of schedule, with a minimum of problems in the face of significant coordination efforts with numerous organizations, both public and private. They worked cooperatively with the owner, contractor, construction managers and the Reno-Sparks Convention & Visitors Authority, the managers of the facility.

This is the second major public works project that the RSCVA has had the pleasure of being involved with working with the Worth Group in the past two years. The Worth Group has shown that it understands the demands of a public works project and the pressures to perform within the constraints of a project owned by a government agency.

It was a pleasure working with The Worth Group Architects and they will certainly be considered for other public works projects in the future.

Sincerely,

A handwritten signature in black ink, appearing to read "David Miller", written over a horizontal line.

David Miller  
Chairman of the Board  
Reno Sparks Convention & Visitors Authority

[RenoLakeTahoe.com](http://RenoLakeTahoe.com)

P.O. Box 837 • Reno, NV 89504 • 775-827-7600 • FAX: 775-827-7666



# TRUMP

HOTELS & CASINO RESORTS

JOSEPH S. POLISANO

*Vice President of Project Development*

---

February 25, 2005

To Whom It May Concern:

Trump Hotels and Casino Resorts has enjoyed an outstanding relationship with WorthGroup Masterbuilders and Architects over the past four years. WorthGroup has consistently delivered exciting, yet cost-effective solutions for several of our new development projects while maintaining schedule and quality commitments. Their attention to detail and responsiveness are commendable.

We anticipate an ongoing relationship with WorthGroup as we consider additional renovation or expansion opportunities.

Please do not hesitate to contact me for a personal recommendation.

Sincerely,



Joseph S. Polisano

TRUMP TAJ MAHAL  
*Atlantic City, NJ*

TRUMP MARINA  
*Atlantic City, NJ*

TRUMP PLAZA  
*Atlantic City, NJ*

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HURON AVENUE & BRIGANTINE BOULEVARD, ATLANTIC CITY, NEW JERSEY 08401 • 609-340-5060 • FAX 609-340-5041

*"The staff at WorthGroup are very talented, creative, knowledgeable and flexible. Their ability to listen to the priorities of the ownership and understand the vision of ownership, coupled with their flexibility and design knowledge, resulted in an interior and exterior design that has received rave review from all stakeholders. We would recommend WorthGroup for any design project with ownership that is focused on quality, uniqueness, and harmony."*

- Michael French, Former Chief Operating Officer  
Mescalero Apache Tribe, Inn of the Mountain Gods

## REFERENCES

French Lick Casino Resort  
Chris Leininger, Chief Operating Officer  
812.936.5909  
cleininger@frenchlick.com

The Cook Group (owner of French Lick Casino Resort)  
Steve Ferguson, Executive Vice President and  
Chairman of the Board  
812.331.1010

Harrah's Ak-Chin Casino Resort  
Robert Livingston, Vice President and General Manager  
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rlivingston@harrahs.com

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Jena Band of Choctaw Indians  
Christine Norris, former Tribal Chief  
318.992.2717





# The New Look

## History Reborn

Two Once Magnificent Hotels Are Resurrected In French Lick, IN

8 • HOTEL BUSINESS • July/August 2007

The New Look

COVER STORY

West Baden Springs Hotel

## History Reborn

Complex restoration returns two Indiana hotels to prominence

FRENCH LICK, IN—History was dying a slow death here in a relatively unknown, economically depressed area of remote southern Indiana, seemingly far away from anyone who cared to notice. Embodied by two once magnificent hotels, that history was in danger of succumbing to the disease of irrelevance that had penetrated over a lifetime that spanned 150 years.

But the remarkable thing about history is that it always holds the potential to be revived and restored to its former glory. In the case of the two historic hotels in this area—the French Lick Springs Hotel and the West Baden Springs Hotel—the path back to prominence could be achieved through design and, in fact, a design so powerful that it has now not only brought these historic hotels back to life, but, potentially, an entire community.

The birth of that history can be traced back to some time between 1840 and 1845, before the Civil War, when Dr. William Bowles built a health resort in French Lick that became known as the French Lick Springs Hotel. In 1850, one mile away in West Baden Springs, IN, the future West Baden Springs Hotel opened as the Mile Lick hotel. Both properties capitalized on the apparent medicinal benefits of the area's natural mineral springs.

Following fires and ownership changes at each property and subsequent rebuilding and expansion projects, the hotels enjoyed their heydays as widely known destinations of choice during most of the early 20th Century for celebrities, such as the Marx Brothers, politicians like President Franklin Roosevelt, and even immortal gangsters, such as Al Capone and John Dillinger.

But the great stock market crash of 1929 ended

the hotels' glory days and forced the West Baden Springs Hotel to close for what turned out to be 75 years, while the French Lick Springs Hotel passed from owner to owner and into utter deterioration. It seemed history was indeed lost.

But the wheels of revitalization began to slowly turn in 1996, 67 years after the Great Depression came and wiped away French Lick's history as a major vacation destination. At that time, the Bloomington, IN-based Cook Group Inc. contributed

could rise between the French Lick Springs and West Baden Springs properties and act as an economic revitalizer for the area. Consequently, in 2005, a 50-50 joint venture known as Blue Sky, LLC and consisting of the Cook Group and Lath Resorts & Casino, LLC, announced that it will take full ownership of both hotels, restore them and construct the casino.

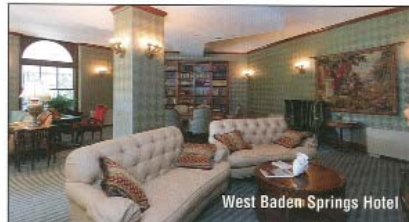
Roughly two years later, the entire 3,000-acre, four-diamond, three-mile, two-hotel, one-million-square-foot complex with 689 rooms has now been reborn and historically restored as the \$382-million French Lick Resort

Casino, which recently won the award for Best Architectural Redesign for a casino resort at the 2007 Casino Design Awards.

Overseeing the complex project was a team of architects and designers that included lead architect George Ridgway, the president of the Westphalia, IN-based G.S. Ridgway & Associates Inc., which has been doing projects for the Cook Group for 20 years, and WorthGroup, the Reno, NV-based architectural and interior design firm.

While Ridgway handled architectural duties on all of the project's renovation and restoration components, WorthGroup's Englewood, CO-based team of architects and interior designers handled all of the project's interior design facets as well as the architecture of the project's new buildings, such as the 84,000-square-foot casino, 110,000-square-foot event center and 1,600-space parking garage.

In the end, the French Lick Resort also now includes, among countless other features, two full-service spas with 36 treatment rooms spread over both hotels, about 17 restaurants and bars and a large collection of resort amenities.

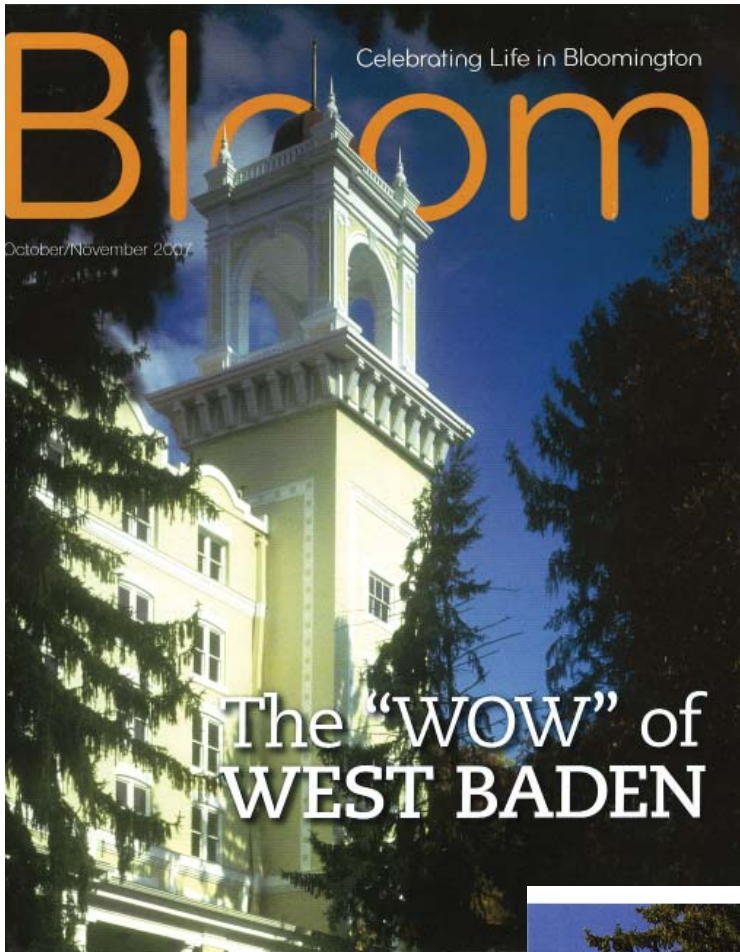


West Baden Springs Hotel

to the stabilization and restoration of the West Baden Springs Hotel, which by that time had achieved National Historic Landmark designation, but was physically collapsing all around. Soon, however, during and following that restoration, the hotel was reopened as purely a tourist attraction, but not a hotel. During the same time frame of the late 1990s to early 2000s, the French Lick Springs Hotel continued on in operation and was even added to the National Register of Historic Places.

But the real impetus for the hotels' respective comebacks materialized in 2003 when Indiana's legislature approved the construction of a casino that





PUTTING THE  
“WOW”  
BACK IN THE  
WEST BADEN  
SPRINGS HOTEL

By **Jeremy Shere**  
Photography by **Steve Raymer**

When guests first enter the atrium of the newly restored West Baden Springs Hotel 55 miles south of Bloomington, they all have the same reaction. “They stop, look up, and just stare,” says a hotel employee. “Their jaws drop and all they can say is, ‘Wow!’”





WORTHGROUP  
*architects*

***E-1) Enhanced Indoor Air Quality – Beyond minimum air quality standards established in current building code, developers must submit a cost estimate for air handling equipment and annual energy costs to maintain a 65  $\mu$ g/m<sup>3</sup> PM 2.5 standard at a height of six feet within the free standing casino floor, with a 10% smoker load at full occupancy.***

Estimated cost of installed air handling equipment is approximately \$6.6 million.

Total projected utility costs of all utilities (including power, heating, and sewer) of the two combined properties is estimated at \$1 million dollars per year - \$850,000 in the highway site and \$150,000 in the downtown location.



***E-2) Operator Option – In addition to providing a proposal for facilities, developers may propose to be selected as landlord / operator of the casino under an established national brand. In such cases, the City would retain ownership of the business enterprise, through a City-established non-profit, and the landlord / operator would both construct the casino and operate the casino in accordance with negotiated terms. Should a developer / operator choose to propose such an option, terms of the operating agreement must be submitted, along with an estimate of gross gaming revenue for the first five years of operation, submitted by an independent gaming consultant.***

Ingenus Management and Consulting proposes a first option of a bifurcated license. We propose to be the operator of both the Davenport Casino Hotel located at Interstates I-80 & I-280, as well as the Highwater Brew Pub and Gaming Parlor located downtown at the intersection of East Second and Perry Streets, if the bifurcated license is approved by the Iowa Racing and Gaming Commission (IRGC).

As a second option if bifurcation is not approved by the IRGC, we propose to develop and operate either of the two proposed facilities as selected by the City and approved by the IRGC.

Please see the terms of Ingenus' proposed agreement in the attached Exhibit titled "Draft Memorandum Agreement." Basic terms are a minimum fee of \$1.2 million per year, plus an annual performance bonus based on a combination of gross revenue and EBITDA in order to ensure focus on growth and facility performance.

### **Economic Impact**

The economic impact of the new casino facilities will be substantial. We agree with the Cummings report commissioned by the City that directly the casino should cause an approximate 40% increase in revenues the City, State and RDA are receiving from the existing site. The below impact are estimated and may be offset in analysis by the City based on it's assumed current benefit from the existing operation.

Direct benefits to the City, State and RDA relate to the estimated casino revenues. It is anticipated that at least 27% of casino revenue will be paid directly to these three entities collectively. With estimated annual gaming revenues of over \$94,000,000 per year, this means direct payments of more than \$25,000,000 annually. In addition, with the City being the owner of the casino, annual profits estimated at more than \$7,000,000 per year will flow to the City after payment of debt service and related facility lease expenses.

The new facility(ies) proposed by Ingenus and FDP are estimated to provide approximately 800- 900 direct casino and hospitality related jobs for an annual estimated payroll and related costs of over \$30,000,000 annually. Other direct jobs created by the project will be over 150 construction related jobs related to the new construction of the facilities of over \$70,000,000. Typically, 80% of the construction related materials and contracting services will be local services and supplies meaning that more than \$56,000,000 of the construction related dollars will be kept within the Davenport economy.

Other direct benefits and economic impact from the facility will include the fact that the great majority of the annual operating expenses of the casino and related operations will be spent with local resources and suppliers. Food, supplies, marketing materials, office supplies, utilities, etc. will all be spent locally. Annual operating expenses excluding payroll will be approximately \$20,000,000.

Indirect benefits include the ancillary facilities and businesses that will grow and develop as a result of the activity and patronage to the casino. Also the recirculation of payroll and related dollars within the economy will have a significant impact in Davenport. Economic experts typically project between a 5 and 8 times circulation (based on past analysis of EConsult, Economic Development consultant used previously by Ingenus) of payroll dollars within an economy which means that at a minimum indirect economic benefits from payroll will exceed \$150,000,000 per year and could be as high as \$240,000,000.

New businesses and further economic development beyond the existing facility(s) will grow from the recirculation of dollars and benefit from the new development. All in all, the new facilities will generate an estimated one time benefit due to construction of more than \$56 million. Annual benefits total a minimum of over \$240 million for the economy.

For gross gaming revenue projections, please see annual operating forecasts for both the full scale and boutique properties submitted by The Gaming Source attached as Exhibits.

# The Gaming Source, Inc.

1915 W. State St.  
Boise, ID 83702

December 18, 2012

Mr. Ken Mimmack  
Principal  
Ingenus Management and Consulting  
315 East River Road  
Brainerd, MN 56401

Dear Ken:

Thank you for the opportunity to perform a preliminary market size evaluation for the Davenport Projects in Iowa. Because of the preliminary nature of this evaluation, any estimates opined may vary from future projections. Once a full market study has been conducted, these variations may be material.

The Gaming Source, Inc. utilized a proprietary market model in an effort to provide an expedient, concise and accurate representation of the potential market size for the Davenport Projects. This model is based on detailed demographic information concerning local Las Vegas, Nevada resident gaming behavior supplied by the Las Vegas Convention and Visitors authority. This data was then supplemented with data gathered from multiple gaming properties situated throughout the United States.

An analysis is conducted, evaluating the demographic composition of the Las Vegas market as compared to the target market, to identify a positive correlation. Assuming a positive correlation exists, the target market is then assumed to perform consistent with local Las Vegas resident gaming behavior. The demographics of the target market are then overlaid in the model to produce a total projected market size. In this instance the total Davenport/Bettendorf market is initially projected to determine capacity.

Typically, a secondary analysis is then conducted to determine the potential market size of a single location within the total marketplace. Unfortunately, as time was of the essence, this study was abbreviated to simply estimate the total potential size of the Davenport/Bettendorf market.

Limiting factors, such as competition, traffic conditions, location, etc., can affect market size from both a macro and micro level and, to a reasonable extent, have been considered in this analysis.

Based on the preliminary analysis of the market, The Gaming Source would estimate the size of the Davenport/Bettendorf market at approximately \$220 million to \$250 million in potential gaming revenue. These figures would increase as the size of the market is expanded based on a drive-time polygon that incorporates the placement of a facility in close proximity to the highway.



# The Gaming Source, Inc.

1915 W. State St.  
Boise, ID 83702

I believe the Davenport land-based property will reasonably capture 1/3 of the market and should possibly exceed that with a strong location on the highway.

Our top line estimates of \$94 million in gaming revenue reflects our view of the proposed facilities' potential performance in the locations you indicated - namely the small downtown site and larger, more traditional well-positioned site along the major highways.

Finally, in my view, the Quad Cities market is somewhat under-developed with roughly 3,000 gaming machines. A market of this size can often support as many as 4,000 gaming machines, particularly when supported by amenities that help draw guests from a wider geographic and demographic range. Your new developments should provide the market with more of those amenities, particularly if two locations are developed.

The Gaming Source hopes this analysis will be beneficial to your development program. Please let me know if I can be of further assistance.

Sincerely

A handwritten signature in cursive script, reading "Ozzie Gripentrog".

Ozzie Gripentrog

President

The Gaming Source, Inc.

In preparing the attached performance projections for the projects included in this proposal, Ingenus took a multiple phase approach. Relying first on the independent analysis completed for the City by Cummings Associates in 2010 and then supporting it with internal resources. After internal analysis by Ingenus, we are comfortable with the Cummings reports projections of \$90 - \$100 million for the gaming revenue potential in the market and at the highway locations. We then further supported analysis and Cummings analysis with an reasonableness analysis by the Gaming Source. The Gaming Source used it's proprietary our internal model to determine the estimated size of the market and used a "fair share" method to determine the potential for our sites. Certainly we believe our proposal, will out-perform the other entities in the market with newer and more updated facilities but also due to the outstanding location for visability, ease of access and convenience to current and future patrons.

The below Ingenus internal projections are supported by the independent study already provided to the City by Cummings and Associates as well as the analysis provided by The Gaming Source. Please see the projections and analysis prvided by The Gaming Source following. (the Cummings Associates study is not included here as the City already has a copy for it's purposes).

#### Ingenus Consolidated Performance Projections

|                         | Proforma Estimates |             |                |             |                |             |                |             |                |             |
|-------------------------|--------------------|-------------|----------------|-------------|----------------|-------------|----------------|-------------|----------------|-------------|
|                         | Yr 1<br>Amount     | %<br>of Rev | Yr 2<br>Amount | %<br>of Rev | Yr 3<br>Amount | %<br>of Rev | Yr 4<br>Amount | %<br>of Rev | Yr 5<br>Amount | %<br>of Rev |
| <b>Revenues</b>         |                    |             |                |             |                |             |                |             |                |             |
| Slots                   | 94,825,000         | 76.9        | 97,588,750     | 77.0        | 100,526,413    | 77.7        | 109,539,054    | 77.5        | 119,422,959    | 79.2        |
| Tables                  | 13,012,500         | 10.6        | 13,194,625     | 10.4        | 13,377,571     | 10.3        | 13,641,347     | 9.7         | 13,845,960     | 9.2         |
| Total Gaming            | 107,837,500        | 87.5        | 110,783,375    | 87.5        | 113,903,984    | 88.0        | 123,180,401    | 87.2        | 133,268,920    | 88.4        |
| Hotel                   | 2,628,000          | 2.1         | 2,919,708      | 2.3         | 2,382,954      | 1.8         | 4,861,702      | 3.4         | 4,959,422      | 3.3         |
| F&B                     | 12,496,900         | 10.1        | 12,665,509     | 10.0        | 12,821,164     | 9.9         | 12,977,876     | 9.2         | 12,185,654     | 8.1         |
| Other                   | 300,000            | 0.2         | 300,000        | 0.2         | 300,000        | 0.2         | 300,000        | 0.2         | 300,000        | 0.2         |
| Total Revenue           | 123,262,400        | 100.0       | 126,668,592    | 100.0       | 129,408,101    | 100.0       | 141,319,979    | 100.0       | 150,713,996    | 100.0       |
| Less: Promotional Allow | (3,774,313)        | (3.1)       | (3,877,418)    | (3.1)       | (3,986,639)    | (3.1)       | (4,311,314)    | (3.1)       | (4,664,412)    | (3.1)       |
| Net Project Revenue     | 119,488,088        | 96.9        | 122,791,174    | 96.9        | 125,421,462    | 96.9        | 137,008,665    | 96.9        | 146,049,584    | 96.9        |
| <b>Expenses</b>         |                    |             |                |             |                |             |                |             |                |             |
| Operating               | 63,328,686         | 51.4        | 65,079,322     | 51.4        | 65,219,160     | 50.4        | 68,504,332     | 48.5        | 73,024,792     | 48.5        |
| Gaming Fees             | 29,655,313         | 24.1        | 30,465,428     | 24.1        | 31,323,596     | 24.2        | 33,874,610     | 24.0        | 36,648,953     | 24.3        |
| Lease/rent              | 6,500,000          | 5.3         | 6,500,000      | 5.1         | 6,500,000      | 5.0         | 6,500,000      | 4.6         | 6,500,000      | 4.3         |
| Utilities               | 850,000            | 0.7         | 850,000        | 0.7         | 850,000        | 0.7         | 850,000        | 0.6         | 850,000        | 0.6         |
| Total Expenses          | 100,333,999        | 81.4        | 102,894,750    | 81.2        | 103,892,756    | 80.3        | 109,728,943    | 77.6        | 117,023,745    | 77.6        |
| EBITDA before Mgmt Fee  | 19,154,089         | 15.5        | 19,896,424     | 15.7        | 21,528,706     | 16.6        | 27,279,722     | 19.3        | 29,025,839     | 19.3        |
| MGMT Fee                | 3,806,034          | 3.1         | 3,926,121      | 3.1         | 4,095,171      | 3.2         | 4,735,980      | 3.4         | 5,046,089      | 3.3         |
| EBITDA                  | 15,348,054         | 12.5        | 15,970,302     | 12.6        | 17,433,535     | 13.5        | 22,543,742     | 16.0        | 23,979,750     | 15.9        |
| <b>Stats:</b>           |                    |             |                |             |                |             |                |             |                |             |
| # Machines              | 1,500              |             | 1,500          |             | 1,500          |             | 1,500          |             | 1,500          |             |
| WPU/day                 | 186                |             | 191            |             | 197            |             | 188            |             | 204            |             |
| # Tables                | 40                 |             | 40             |             | 40             |             | 40             |             | 40             |             |
| WPU/day                 | 891                |             | 904            |             | 916            |             | 934            |             | 948            |             |
| Rooms                   | 100                |             | 100            |             | 100            |             | 200            |             | 200            |             |
| ADR                     | 80                 |             | 81             |             | 82             |             | 82             |             | 83             |             |
| Occupancy               | 90%                |             | 99%            |             | 80%            |             | 81%            |             | 82%            |             |

Note: Expansion is planned in year 3 to both the Hotel and the casino floor as the market is anticipated to be proven.

## **MEMORANDUM OF INTENT**

**THIS MEMORANDUM OF INTENT** made as of this day of January, 2013 by and among **RIVERBOAT DEVELOPMENT AUTHORITY, THE CITY OF DAVENPORT, and INGENUS MANAGEMENT/CONSULTING, LLC (hereinafter Ingenus)**. The City and the Riverboat Development Authority of Davenport shall be jointly referred to as the "Community".

WHEREAS, the Riverboat Development Authority ("RDA") intends to support the application of the City of Davenport ("City") to purchase the existing Rhythm City Casino ("Existing Gambling Structure") and for a license to be granted by the Iowa Racing and Gaming Commission for the operation of the gambling structure; and

WHEREAS, the City intends to relocate the operations of the Existing Gambling Structure to a new site and has issued a Request for Proposal – RFP 13-34 ("RFP") for third party developer/operators to assist the city in financing, developing and operating the relocated gambling structure ("Relocated Facility(s)"); and

WHEREAS, the City intends to engage Ingenus as the operator of the Existing Gambling Structure on behalf of the Community and the developer and operator of the Relocated Facility(s) and will support any necessary and applicable application of the Community and Ingenus for a license to be granted by the Iowa Racing and Gaming Commission for a gambling structure and gambling structure operator; and

WHEREAS, the Community and Ingenus wish to enter into certain definitive agreements referenced in the attached exhibits, which includes the Scope of Work Summary (the "Definitive Agreements")

### **NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:**

1. The parties agree to use best efforts to negotiate the Definitive Agreements on an exclusive basis in order for a timely application to be submitted to the IRGC, but in no event later than November 1, 2013.
2. The Community agrees that it will not accept any other proposals, or engage in any discussions with any other gaming company or qualified sponsoring organization, with respect to development and operation of a casino during this period without the express written permission of Ingenus.



3. Ingenus, RDA, City and the Community will jointly pursue the approvals necessary for the development of the casino project. The Community will advance the costs to be incurred in seeking and advocating for the necessary permits and approvals to obtain the appropriate gaming licenses and develop the project. Upon receipt of the necessary licenses and approvals, the City will reimburse the RDA and Ingenus for all out of pocket expenses incurred to date in connection with the anticipated application, licensing and costs associated with the existing and Relocated Facility(s) .

This Memorandum of Intent is signed and entered into as of the day and date first above written.

**THE CITY OF DAVENPORT**

By \_\_\_\_\_  
Its: \_\_\_\_\_

**RIVERBOAT DEVELOPMENT AUTHORITY**

By \_\_\_\_\_  
Its: \_\_\_\_\_

**INGENUS MANGEMENT/CONSULTING, LLC.**

By \_\_\_\_\_  
Its: \_\_\_\_\_

## **SCOPE OF WORK SUMMARY TO BE INCLUDED IN THE DEFINITIVE AGREEMENTS**

- A 30-40,000 square foot state of the art casino and up to 100 room hotel. The casino will have approximately 1000 machines, 12 table games and a Poker Room.
- An additional boutique casino to be located downtown provided the State approves a bi-furcated license to allow two sites under one license. The downtown site will include 100 – 200 machines and restaurant concept.
- The project will include multiple restaurant/dining facilities including deli type, casual and buffet dining options.
- Total project costs of approximately \$105 million unless the City determines it is in their best interest to provide up to \$10 million of local government infrastructure improvements (the "Infrastructure Improvements") and facility equipment (which may or may not be subject to the facility lease described below). The Infrastructure Improvements, if funded by the Community, may be a combination of grants or bonds (tax-exempt or taxable) or bonds only. The principal amount of the bonds shall be equally distributed between the City and County, unless they shall otherwise agree. The equipment financing if provided by the City will be part of an operating financing lease charged to the facility as an operating expense.
- City shall enter into a long-term facility lease with two (2) five year options on terms to be determined with a rental payment computed at 10% triple net carry on the value of the real estate and facility once developed. If provided by the developer, the costs of the Infrastructure Improvements amortized over the term of the lease together with any interest or other financing costs incurred in bonding for the Infrastructure Improvements or such other lease arrangements as the parties may agree upon which will allow the Lessor to recover its costs within a commercially reasonable time. The Lease payment shall not include any additional reimbursement (beyond the value of the real estate) for funds provided by the Community from grant funds. The Lease agreement will provide an Option for the City to purchase the land and improvements related to the Casino.
- In the case the Bi-Furcated License application is approved by the IRGC, Land planning will integrate a boutique casino with the River Center into the larger comprehensive plan for the City of Davenport. The "Boutique Casino" will be a concept to enhance the downtown experience and assist in maximizing gaming and economic revenues for the City and State.
- In the case the Bi-Furcated License application is **not** approved by the IRGC, Land planning will integrate and work with Ingenus and their development team to facilitate the proposed highway concept. The highway concept facility will be developed near the intersection of I-80 and I-280 and will provide a full scale casino and hotel development which will provide the City and State with the maximum

revenue potential of the projects contemplated as well as significant future economic development opportunities and benefits.

- Ingenus shall operate/manage and assist in the development of the facility(s) for an annual fee equal the greater of \$1.2 million plus expenses not to exceed \$200,000 per year or the performance based fee calculated by the sum of 2% of gross facility revenue plus 7% of facility EBITDA, or other fee structure as mutually negotiated and agreed to by the parties and pursuant to a management/operating agreement which shall be considered as part of the Operational Expenses of the facility. (the performance based fee will be calculated prior to any deduction of management/operation fees and prior to any debt service, reserves, taxes, gaming fees other than the 27% state, city, local and RDA fees or depreciation/amortization expenses).
- Agreements for the financing and development of the casino facility(s) will include a development fee of 4% of the total project costs to be paid to the Ingenus development and team, of which 3% will be paid directly to the developer partner and 1% paid directly to Ingenus as their fee during the construction, development and pre-opening phase of the facility(s). These agreements may be separate or combined documents as negotiated by the parties.
- All additional infrastructure requirements (not otherwise included in the Infrastructure Improvements) necessary for the casino development shall be borne by the City or if preferred, the developer as casino development costs and included in the facility lease.
- Ingenus agrees that the Community shall have the right to approve the key executive hires of - the property general manager and chief financial officer and other key executive positions as agreed to by the parties.
- The Community agrees that it will not create or impose any additional tax or charge in connection with the project, other than property taxes and utility charges.
- In the event that RDA, the City or Community shall terminate its contract with Ingenus, or otherwise require or replace Ingenus as the operator other than for cause or the failure of Ingenus to cure a breach after notice as provided above, Community or the successor operator shall pay to Ingenus all expenses incurred by Ingenus and fees owed Ingenus up to the date of termination plus an amount equal to three (3) times the prior full year property income. If terminated prior to the completion of the first full year of operations of the facility(s) to the public, Ingenus will be paid all expenses incurred, all fees owed to date related to the project plus one (1) years fees based on the projected revenues and fees in the budgets used to present the RFP to the City and Community.



**Davenport, IA**  
**Annual Operating Forecast (\$US)**  
**Summary Income Statement**

|                              | <b>Year 1</b>      | <b>Year 2</b>      | <b>Year 3</b>      | <b>Year 4</b>      | <b>Year 5</b>      | <b>Year 1<br/>% of Rev</b> |
|------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|----------------------------|
| <b>Revenue</b>               |                    |                    |                    |                    |                    |                            |
| Slots                        | \$12,775,000       | \$13,094,375       | \$13,421,734       | \$13,757,278       | \$14,101,210       | 66.7%                      |
| Table Games                  | 4,818,000          | 4,938,450          | 5,061,911          | 5,188,459          | 5,318,171          | 25.2%                      |
| Food                         | 1,251,120          | 1,290,413          | 1,330,940          | 1,372,739          | 1,415,852          | 6.8%                       |
| Beverage                     | 785,772            | 811,433            | 837,937            | 865,311            | 893,586            | 4.3%                       |
| Gross Revenue                | 19,629,892         | 20,134,670         | 20,652,522         | 21,183,788         | 21,728,818         | 103.0%                     |
| Less--Promotional Allowances | 545,469            | 562,818            | 580,721            | 599,194            | 618,257            | 3.0%                       |
| Net Revenue                  | 19,084,423         | 19,571,852         | 20,071,801         | 20,584,593         | 21,110,561         | 100.0%                     |
| <b>Operating Expenses</b>    | 14,887,854         | 15,278,459         | 15,679,619         | 16,091,623         | 16,514,764         | 78.3%                      |
| <b>EBITDA</b>                | <b>4,196,569</b>   | <b>4,293,393</b>   | <b>4,392,181</b>   | <b>4,492,970</b>   | <b>4,595,797</b>   | 21.7%                      |
| Other Expenses               | 2,101,276          | 2,040,962          | 1,973,835          | 1,906,413          | 1,848,652          | 5.3%                       |
| <b>Net Income</b>            | <b>\$2,095,293</b> | <b>\$2,252,432</b> | <b>\$2,418,347</b> | <b>\$2,586,557</b> | <b>\$2,747,145</b> | 16.3%                      |

**Davenport, IA - Boutique**  
**Annual Operating Forecast (\$US)**  
**Departmental Operating Margins**

|                                | <u>Assumptions - Daily</u>           | <u>Pro Forma<br/>Year 1</u> | <u>% of Rev</u>     |
|--------------------------------|--------------------------------------|-----------------------------|---------------------|
| <b>Gross Operating Revenue</b> |                                      |                             |                     |
| Slots                          | 200 Units, \$175 A.D.W.              | \$12,775,000                | 66.9%               |
| Table Games                    | 12 Units, \$1,100 A.D.W.             | 4,818,000                   | 25.2%               |
| Food (Owned)                   |                                      |                             |                     |
| Casual                         | 60 Seats, 180 Covers, \$14.73 A.P.C. | 1,016,379                   | 5.3%                |
| Beverage                       |                                      |                             |                     |
| Service Bar - Casino           | 120 Covers, 2 Drinks, \$4.00 A.P.C.  | 349,232                     | 1.8%                |
| Casino Bar 1                   | 299 Covers, \$4.00 A.P.C.            | 436,540                     | 2.3%                |
| Gross Operating Revenue        |                                      | 19,629,892                  | 102.9%              |
| Less: Promotional Allowances   |                                      | 545,469                     | 2.9%                |
| Net Operating Revenue          |                                      | <u>\$19,084,423</u>         | <u>100.0%</u>       |
|                                |                                      |                             |                     |
|                                |                                      | <u>Pro Forma<br/>Year 1</u> | <u>% Margin</u>     |
| Operating Income               |                                      |                             |                     |
| Casino                         |                                      | \$9,783,450                 | 55.6%               |
| Food                           |                                      | 110,071                     | 8.8%                |
| Beverage                       |                                      | 218,395                     | 27.8%               |
| Total                          |                                      | <u>10,111,915</u>           | <u>53.0%</u>        |
| Unallocated Expenses           |                                      |                             |                     |
| G&A                            |                                      | 2,844,079                   | 14.9%               |
| Security & Surveillance        |                                      | 993,876                     | 5.2%                |
| General Marketing              |                                      | 1,214,631                   | 6.4%                |
| Property Operations            |                                      | 862,759                     | 4.5%                |
| Total                          |                                      | <u>5,915,346</u>            | <u>31.0%</u>        |
| <b>EBITDA</b>                  |                                      | <u><b>\$4,196,569</b></u>   | <u><b>22.0%</b></u> |
|                                |                                      |                             |                     |
| Total Anticipated Project Cost |                                      | \$12,200,000                |                     |
| EBITDA R.O.I.                  |                                      | 34.4%                       |                     |

**Davenport, IA - Full Scale  
Annual Operating Forecast (\$US)  
Summary Income Statement**

|                              | <b>Year 1</b>      | <b>Year 2</b>      | <b>Year 3</b>      | <b>Year 4</b>      | <b>Year 5</b>      | <b>Year 1<br/>% of Rev</b> |
|------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|----------------------------|
| <b>Revenue</b>               |                    |                    |                    |                    |                    |                            |
| Slots                        | \$82,125,000       | \$84,178,125       | \$86,282,578       | \$88,439,643       | \$90,650,634       | 78.6%                      |
| Table Games                  | 9,855,000          | 10,101,375         | 10,353,909         | 10,612,757         | 10,878,076         | 9.4%                       |
| Hotel                        | 2,628,000          | 2,693,700          | 2,761,043          | 2,830,069          | 2,900,820          | 2.5%                       |
| Food                         | 9,038,529          | 9,321,709          | 9,613,774          | 9,915,003          | 10,225,684         | 9.0%                       |
| Beverage                     | 4,070,246          | 4,202,360          | 4,338,785          | 4,479,663          | 4,625,140          | 4.1%                       |
| Gross Revenue                | 107,716,775        | 110,497,269        | 113,350,089        | 116,277,135        | 119,280,354        | 103.5%                     |
| Less--Promotional Allowances | 3,573,794          | 3,684,589          | 3,798,844          | 3,916,668          | 4,038,173          | 3.5%                       |
| Net Revenue                  | 104,142,981        | 106,812,681        | 109,551,246        | 112,360,467        | 115,242,181        | 100.0%                     |
| <b>Operating Expenses</b>    | 83,784,022         | 86,034,733         | 88,346,564         | 90,721,184         | 93,160,309         | 81.0%                      |
| <b>EBITDA</b>                | <b>20,358,960</b>  | <b>20,777,947</b>  | <b>21,204,682</b>  | <b>21,639,283</b>  | <b>22,081,872</b>  | 19.0%                      |
| Other Expenses               | 14,822,992         | 14,354,936         | 13,849,965         | 13,342,171         | 12,887,283         | 7.2%                       |
| <b>Net Income</b>            | <b>\$5,535,968</b> | <b>\$6,423,011</b> | <b>\$7,354,717</b> | <b>\$8,297,111</b> | <b>\$9,194,590</b> | 11.8%                      |



**Davenport, IA - Full Scale  
Annual Operating Forecast (\$US)  
Departmental Operating Margins**

|                                | <b>Assumptions - Daily</b>              | <b>Pro Forma<br/>Year 1</b> | <b>% of Rev</b>     |
|--------------------------------|-----------------------------------------|-----------------------------|---------------------|
| <b>Gross Operating Revenue</b> |                                         |                             |                     |
| Slots                          | 1,500 Units, \$150 A.D.W.               | \$82,125,000                | 78.9%               |
| Table Games                    | 36 Units, \$750 A.D.W.                  | 9,855,000                   | 9.5%                |
| Rooms                          | 100 Rooms, \$80 A.D.R., 90% Occupancy % | 2,628,000                   | 2.5%                |
| Food (Owned)                   |                                         |                             |                     |
| Casual                         | 120 Seats, 360 Covers, \$14.73 A.P.C.   | 2,032,758                   | 2.0%                |
| Buffet                         | 250 Seats, 700 Covers, \$14.57 A.P.C.   | 3,760,230                   | 3.6%                |
| Steak House                    | 100 Seats, 120 Covers, \$50.00 A.P.C.   | 2,518,500                   | 2.4%                |
| Room Service                   | 9 Covers, \$15.00 A.P.C.                | 54,203                      | 0.1%                |
| Catering & Banquets            | 75 Covers, \$15.86 A.P.C.               | 672,838                     | 0.6%                |
| Beverage                       |                                         |                             |                     |
| Service Bar - Casino           | 620 Covers, 2 Drinks, \$4.00 A.P.C.     | 1,808,998                   | 1.7%                |
| Casino Bar 1                   | 774 Covers, \$4.00 A.P.C.               | 1,130,624                   | 1.1%                |
| Casino Bar 2                   | 774 Covers, \$4.00 A.P.C.               | 1,130,624                   | 1.1%                |
| Gross Operating Revenue        |                                         | 107,716,775                 | 103.4%              |
| Less: Promotional Allowances   |                                         | 3,573,794                   | 3.4%                |
| Net Operating Revenue          |                                         | <u>\$104,142,981</u>        | <u>100.0%</u>       |
|                                |                                         |                             |                     |
|                                |                                         | <b>Pro Forma<br/>Year 1</b> | <b>% Margin</b>     |
| Operating Income               |                                         |                             |                     |
| Casino                         |                                         | \$46,968,716                | 51.1%               |
| Rooms                          |                                         | 393,198                     | 15.0%               |
| Food                           |                                         | 1,773,931                   | 19.6%               |
| Beverage                       |                                         | 644,231                     | 21.9%               |
| Total                          |                                         | <u>49,780,077</u>           | <u>47.8%</u>        |
| Unallocated Expenses           |                                         |                             |                     |
| G&A                            |                                         | 9,620,904                   | 9.2%                |
| Security & Surveillance        |                                         | 6,077,010                   | 5.8%                |
| General Marketing              |                                         | 8,292,510                   | 8.0%                |
| Property Operations            |                                         | 5,430,693                   | 5.2%                |
| Total                          |                                         | <u>29,421,117</u>           | <u>28.3%</u>        |
| <b>EBITDA</b>                  |                                         | <b><u>\$20,358,960</u></b>  | <b><u>19.5%</u></b> |
|                                |                                         |                             |                     |
| Total Anticipated Project Cost |                                         | \$100,500,000               |                     |
| EBITDA R.O.I.                  |                                         | 20.3%                       |                     |

***E-3) Local Business Inclusion – Developers may propose, and are encouraged to include, existing local businesses as co-developers or franchisees for food and beverage service, or other specified services. No local business may be exclusively partnered with any prospective developer, so that local businesses may enter into prospective partnership agreements with multiple prospective developers.***

A comprehensive, experienced development team has been assembled to assure a timely and successful design, construction and pre-opening process. The team consists of both locally and nationally recognized firms with a strong background in Davenport and the Quad Cities construction and real estate development, as well as a long history of successful casino resort projects.

The team includes:

- Ingenus Management and Consulting LLC, an experienced gaming development and management firm with offices in Brainerd, MN and Las Vegas, NV;
- Financial District Properties, owned and operated by Rodney Blackwell, with offices in Davenport, IA;
- Worth Group, Architects, an experienced casino resort architectural firm with offices in Denver, CO, Las Vegas, NV and Reno, NV;
- Ryan Companies, a nationally known construction company with experience in gaming and offices in Davenport, IA;
- Tri-City Electric, Co., an experienced electrical contract with offices in Davenport, IA.

In addition, every effort will be made to source and use local products and services throughout the development process. A commitment to support local and Iowa-based businesses will continue throughout the ongoing operation of the casino as well.

***E-4) Mixed-Use Projects – Developers may propose mixed-use projects that include the casino and related parking as an element. In such cases, proposals must:***

- a. ***Clearly identify the physical and financial demarcations of the casino project.***

Please see site plans above.

- b. ***Specify how associated elements of the project are to be financed, constructed and operated.***

Please see site plans immediately following C-4. While possible future economic development opportunities exist for the City and/or private developers, we are not including those plans in this proposal. Our site plans for the interstate casino represent those possible future phases of development on land over which we currently hold an option, including a golf course, RV park, water park, ATV park, retail space and travel center as placeholders for typical follow up investment financed either by the casino operation or other private developer.

- c. ***Project expected future financial benefits (property taxes, etc.) to the City of the associated elements.***

Phase Two of the casino development would include additional gaming machines and hotel rooms, which we expect a minimum of 20 percent increase in the City's revenues associated with the gaming facility.

Further benefits will be achieved by the development of the adjacent properties.

- d. ***Identify any requested City financial assistance expected for all component elements.***

The only assistance we expect from the City is the land adjacent to the River Center, and if preferred by the City, the City to provide the operating equipment to the gaming facility. We would expect to negotiate with the City the extension of services to the highway site.

***E-5. Use of City Property – Developers may propose to utilize City-owned property as a component part of the project (including parking). Any such proposed use must include proposed compensation for the use of City-owned property. All potential developers should be aware the City has no interest in conversion of any significant portion of the “River Center” convention center into a casino. A casino project that includes an expansion of the River Center may, however, be considered.***

We request the City to provide the land adjacent to the River Center for the downtown location.



***E- 6) Other Options – The City encourages creative responses to this RFP. Developers are encouraged to propose multiple scenarios for City consideration, including all scenarios and options which may maximize the value of the gaming license in Davenport. Creative responses which require variances to Section C of this RFP are permissible, but must include clearly specified reasons, in financial terms, for why variance from C1 – C9 are in the best interests of the City.***

Ingenus has prepared a creative response to this RFP. We propose two options to the City, the first being a bifurcated license option.

Ingenus' plan – a bifurcated license that includes a boutique and special events gaming parlor and restaurant downtown, and a more traditional, larger hotel and gaming facility at the confluence of Interstate 80 & 280 will expand the overall draw and focus on convenience – creating a win-win for the City, RDA and State.

Bifurcating the license will maximize the overall value of the license by creating the most overall gaming revenue (taking advantage of the powerful revenue generation of an interstate highway location), while driving economic development among existing businesses downtown, further creating the Entertainment Zone that is being developed.

Should the City prefer a single location, or the State not approve the bifurcated plan, our second option is to develop and manage the City's preferred site under the terms outlined in this submission.

## **OWNERSHIP AND OPERATING STRUCTURE**

The Davenport Casino Resort is owned by the City of Davenport through the Davenport Community Improvement Corp (DCIC's), a non-profit organization created to "engage in the establishment, maintenance and operation of, among other things, gambling games in the State of Iowa in accordance with a license or licenses granted under Chapter 99F of the Iowa Code and with the rules and regulations promulgated by the Iowa Racing and Gaming Commission." The license is held by the Riverboat Development Authority (RDA).

Ingenus Management and Consulting, LLC will be the Project Development Company and the DCIC's designated operator.

As the Development Manager, Davenport Community Improvement Corp will have operational control over the license application and development process. Ingenus will provide the in-house development and pre-opening support services, subject to review and approval by DCIC's Board.

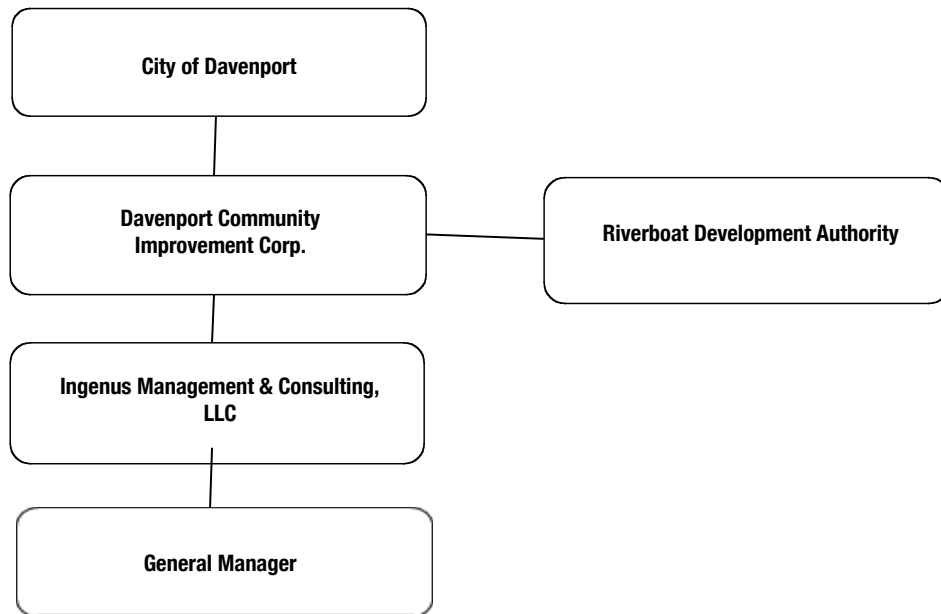
DCIC will enter into a Development Services Agreement with Ingenus to provide development management oversight necessary to facilitate the design, development, and construction of the facility including specifications of all necessary equipment, facility design oversight and layout, recruiting, hiring, staffing and training all personnel in order to prepare a fully functional facility.

DCIC will enter into an Enterprise Management Agreement with Ingenus as manager of the Gaming Enterprise having an initial term equal to the initial term of the Gaming Management Contract. Ingenus' management services will include the management of the start-up and subsequent operation of all aspects of the Gaming Enterprise.

Ingenus is comprised of member/owners and independent consultants with expertise in a wide variety of hospitality and gaming disciplines. Individual biographies are listed on the company website at [www.ingenusmanagement.com](http://www.ingenusmanagement.com), and attached in the exhibits for this section. Ken Mimmack is the President/Chief Executive Officer of the Company and has complete authority and responsibility for all operations.

For those management services, Ingenus will be paid a management fee. All employees and managers of the Gaming Enterprise will be employees of the property and their compensation will be paid by the property.

**Project Organizational Chart**

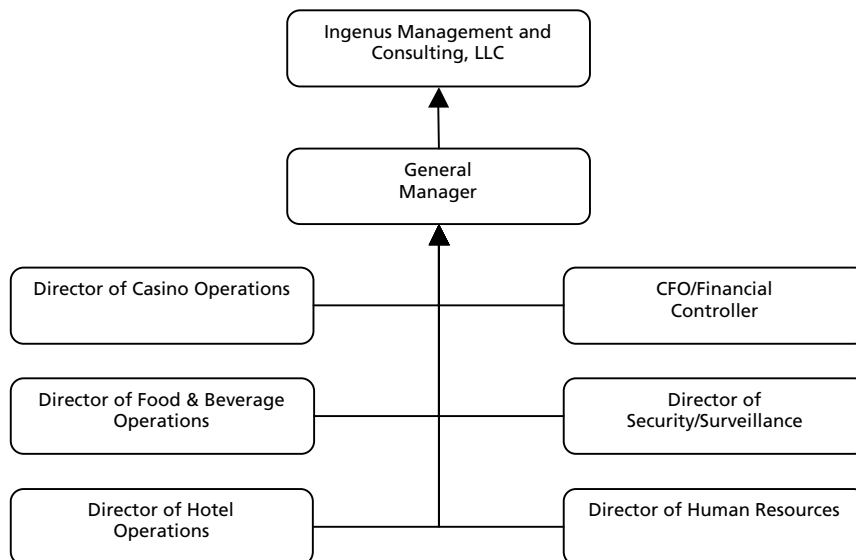




### Property Organizational Summary

The property General Manager is responsible for all property operations. To assist with those responsibilities, department directors with required knowledge, skills, and abilities will be hired to manage specific areas as designated within the organizational structure. Within each department exist sub-departments and/or operating shifts that are supervised by either managers or supervisors. The members of the property's executive team include the President/Chief Executive Officer of Ingenus Management and Consulting, the Property General Manager, the operating department heads, and the support services department heads. The department heads include; 1) The Director of Casino Operations, 2) The CFO/Financial Controller, 3) The Director of Security and Surveillance, 4) The Director of Food and Beverage Operations, and 5) The Director of Hotel Operations, and 6) The Director of Human Resources.

### Executive Organization Chart



## **MANAGEMENT DETAILS**

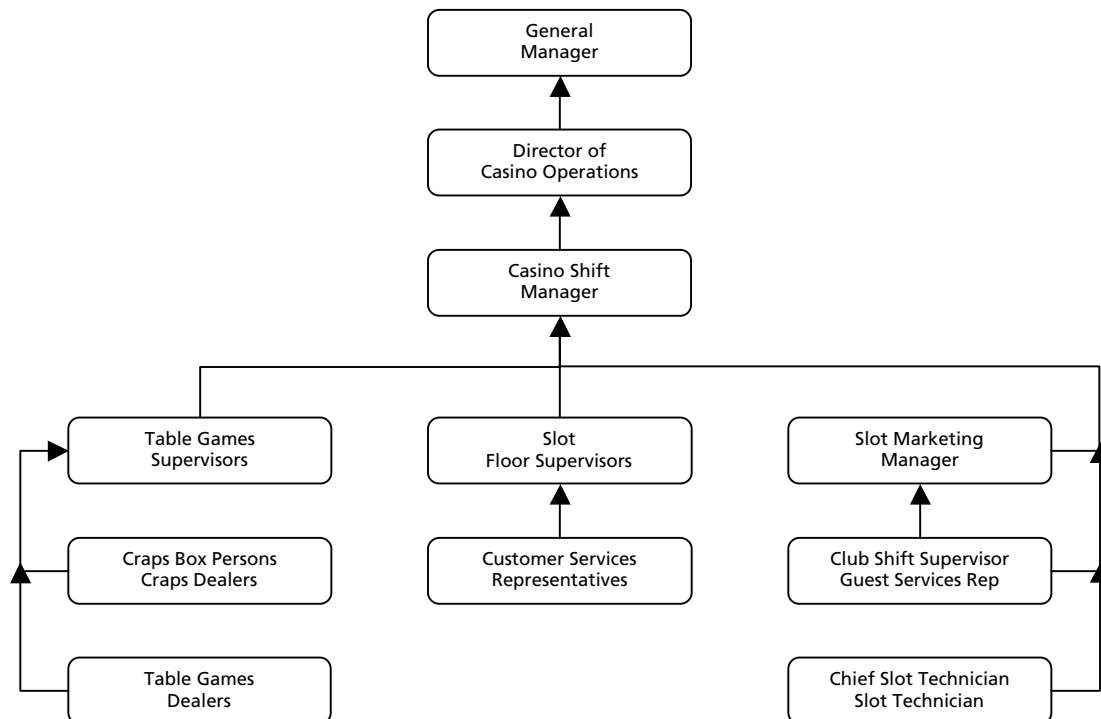
Ingenus Management and Consulting will operate the casino resort on behalf of the City of Davenport and the Davenport Community Improvement Corporation.

The Davenport Casino General Manager is responsible for all property operations and will report to Ingenus. To assist with those responsibilities, department directors with required knowledge, skills, and abilities will be hired to manage specific areas as designated within the organizational structure. Within each department exist sub-departments and/or operating shifts that are supervised by either managers or supervisors.

## Casino Department Organizational Summary

The property's Casino Department is under the direct supervision of the Director of Casino Operations. To assist with departmental operations, each shift has a Casino Shift Manager who is responsible for all casino and support operations on the assigned shift. The department includes four poker tables, two craps tables, one roulette Table and thirteen Black Jack Tables. In addition, the casino offers approximately 1,000 slot machines and a Players Club. The casino is open and operates twenty-four hours per day, seven days each week.

## Casino Department Organizational Chart

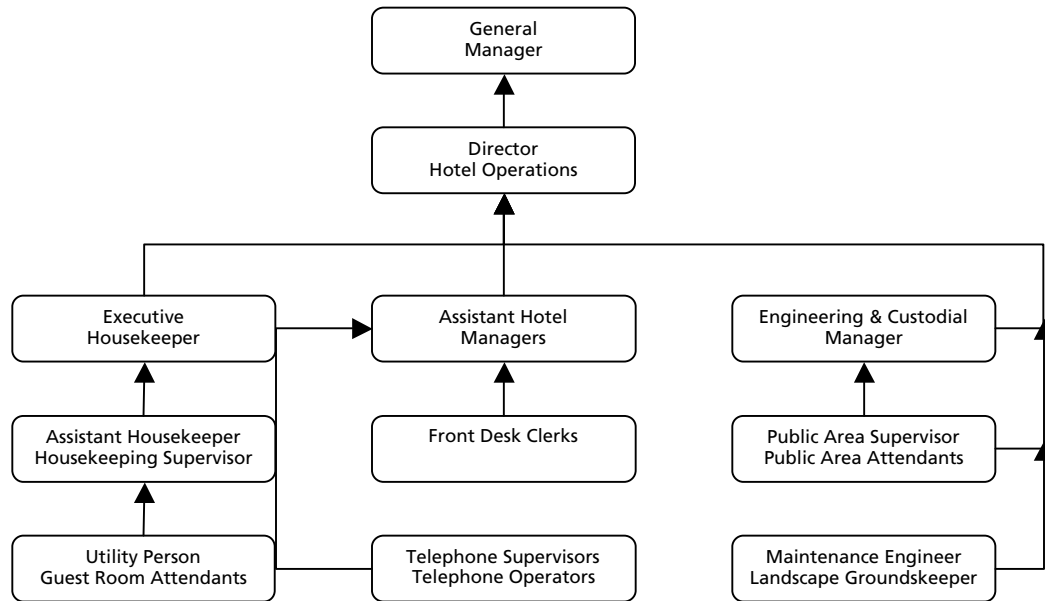




## Hotel Department Organizational Summary

The property's Hotel Department is under the direct supervision of the Director of Hotel Operations. The department includes up to 100 guest hotel rooms, meeting spaces, recreational areas, front office operations, housekeeping services, engineering and custodial cleaning services. All services are provided on a daily basis and scheduled based on business demands.

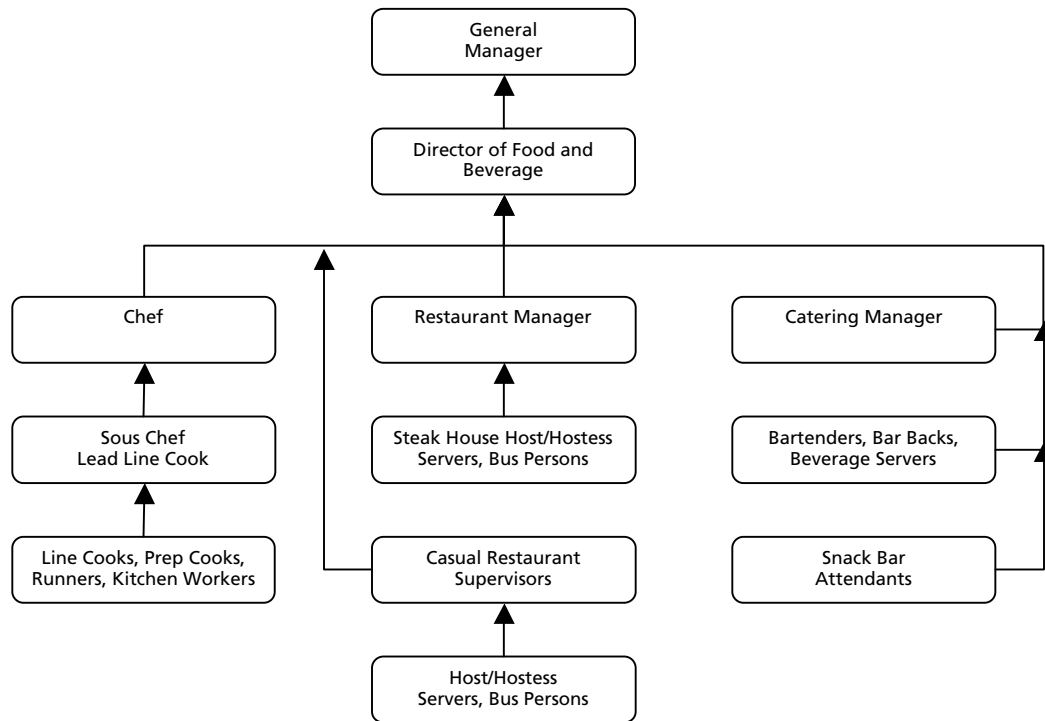
## Hotel Department Organizational Chart



## Food and Beverage Department Organizational Summary

The property's Food and Beverage Department is under the direct supervision of the Director of Food and Beverage. The department includes all food production facilities, cleaning/sanitation support services, retail restaurant operations, snack bar services, bar/lounge operations, and catering services. Food production facilities, cleaning/sanitation, snack bar and the casino bar/lounges are open and staffed based on casino activity seven days a week.

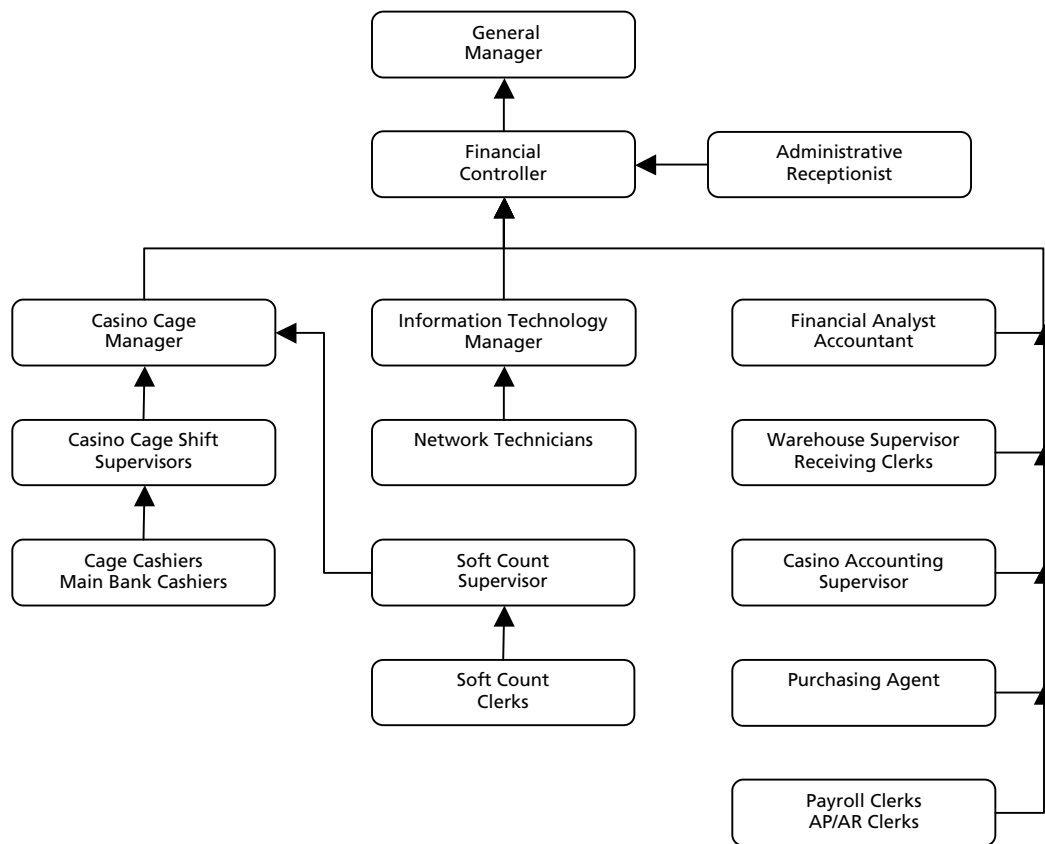
## Food and Beverage Department Organizational Chart



## Finance Department Organizational Summary

The property's Finance Department is under the direct supervision of the CFO/Financial Controller. The department includes all accounting functions, auditing functions, payroll services, information technology support services, casino cage cashier operations, soft count services, purchasing, and materials warehousing. The Accounting Office operation and the Warehouse are both open from 0900 until 1700 Monday through Friday. The Casino Cage, Information Technology support and Soft Count operations are either open or provide support services twenty-four hours per day, seven days each week.

## Finance Department Organizational Chart

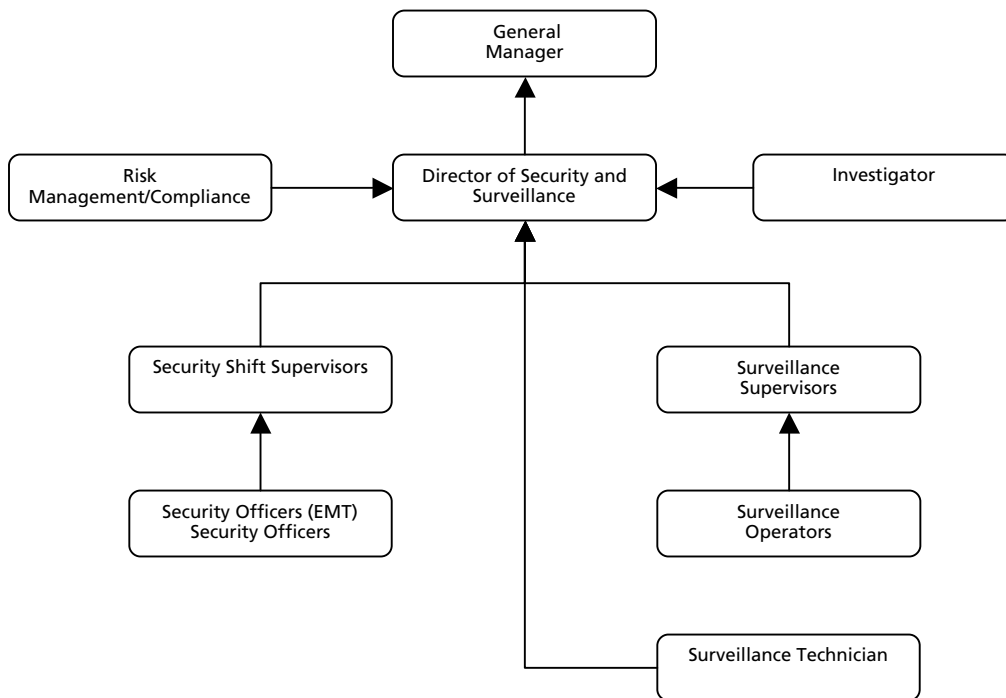




## Security and Surveillance Department Organizational Summary

The property's Security and Surveillance Department is under the direct supervision of the Director of Security and Surveillance. The department includes all security support services, emergency medical support services, and gaming and non-gaming electronic surveillance operations. The department provides support 24 hours each day, seven days each week. Security and Surveillance Department duties and responsibilities are assigned to each shift and by post. Each security shift is assigned a supervisor who has EMT Security Officers and Security Officers assigned to various internal and external posts. Each Surveillance Supervisor is assigned Surveillance Operators to assist with the electronic monitoring of gaming and non-gaming areas of the property. The staff assigned to the department are both part-time and full-time employees of the Company.

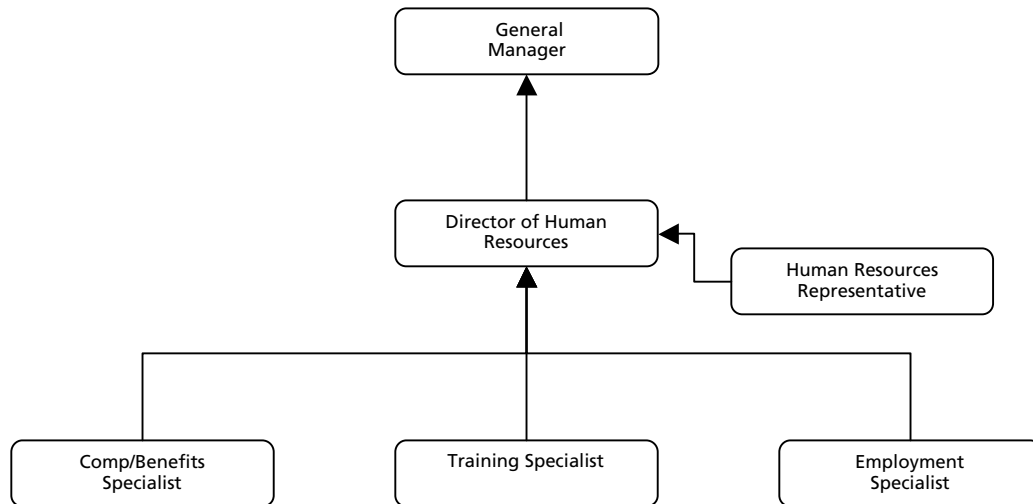
## Security and Surveillance Department organizational Chart



## Human Resources Department Organizational Summary

The property's Human Resources Department is under the direct supervision of the Director of Human Resources. Departmental staff members provide support services involving recruiting, retention, compensation, benefits administration, performance management, and employment law compliance to staff and members of the leadership team. The office is open to assist both internal and external clients from the hours of 0900 until 1700 Monday through Friday. In addition, support is provided to operating department personnel on other shifts as may be required.

## Human Resources Department Organizational Chart



## **OPERATOR'S QUALIFICATIONS AND EXPERIENCE IN THE FOLLOWING AREAS:**

### **GENERAL BUSINESS**

Ingenus executives have more than 200 years in the gaming industry. In addition, they have, individually and/or collectively, owned and operated numerous businesses throughout their careers, including businesses in gaming, retail, restaurant/food service, professional services and real estate development.

### **FINANCE AND ACCOUNTING**

Finance and accounting is a specific strength within the Ingenus team. Our CEO, Ken Mimmack, holds a Master's Degree in Accountancy from the University of Denver. Prior to holding several CEO positions, Mr. Mimmack was the Chief Financial Officer for Grand Casino properties in Mille Lacs and Hinckley Minnesota (owned by the Mille Lacs Band of Ojibwe Indians).

### **GAMING INDUSTRY EXPERIENCE**

Ingenus Management and Consulting, has worked together as a team for years and we're an experienced provider of comprehensive operations services. We know the Iowa casino climate and we understand your guests.

Our core team consists of 15 highly experienced senior management and executive level professionals with expertise in all areas of casino and resort development, management and operations.

We're organized in a manner that allows for the most flexible and highest quality delivery of services required by our clients. We have the ability and experience to handle a complete project from the feasibility and financing, all the way through to construction, development and operations.

We bring over 200 years of gaming and related experience to the clients we serve. We have staff with experience in all jurisdictions of gaming across the country and have built, opened and operated some of the most successful and profitable casino resort properties in the country.

### **MARKETING**

Ingenus excels in marketing and player development, as well as the branding of new casino properties. Our marketing team has worked in a variety of capacities with more than two dozen casinos around the country, from setting-up in-house marketing departments and players clubs to providing comprehensive strategic marketing and advertising creative services. We have extensive experience conducting highly strategic player development programs - including establishment and execution of player loyalty and direct marketing strategies.



## **INGENUS BACKGROUND**

Ingenus Management and Consulting is a limited liability corporation comprised of highly experienced senior management and executive level professionals with expertise in all areas of casino and resort development, management and operations.

The company was founded in 2000 to provide a full range of high quality management and consulting services to the gaming. The company was developed to provide comprehensive services with actual hands-on personnel and staff with experience in each area of the operation.

Ingenus is organized in a manner that allows for the most flexible and highest quality delivery of services required by clients. We have the ability and experience to handle a complete project from the feasibility and financing, all the way through to construction, development and operations. In situations where the full range of services aren't needed, we provide project specific support in defined areas of need. In short, clients have access to a full management and consulting team that can be customized to fit their desired level of scope and service.

Ingenus staff have built, opened and operated some of the most successful and profitable gaming properties in the country – including land-based casinos, riverboats and racinos - in a wide range of jurisdictions including Las Vegas, Reno, Atlantic City, the Mississippi Gulf Coast, Illinois, and throughout Indian Country.

The development of a new property is a particular strength of Ingenus. As an organization, we have developed and opened two casinos for the Osage Nation in Oklahoma, and a racino (casino/horse track) in Oklahoma City. Ingenus executives have been responsible for opening scores of other casino properties for over 30 years. We have provided clients with assistance in all phases of property development, including financing strategies, feasibility studies and market analysis, facility design and equipment selection, construction management, organizational development and all phases of gaming operations.

In addition to new property development and management services, Ingenus members have been instrumental in providing assessment services to existing gaming operations in areas including:

- Gaming,
- Compliance
- Finance and accounting,
- Human resources,
- Leadership assessment and development,
- Education and performance,
- Information technology,
- Retail and purchasing,
- Marketing and advertising,
- Food and beverage, and
- Security and surveillance.

## **INGENUS BENEFITS**

Ingenus provides the resources you need to succeed. Consider the benefits:

- Substantial revenue and income potential;
- Top tier financial resource support;
- Significant corporate and political resources;
- Experienced management and operations partner;
- First hand knowledge of all phases of casino resort development;
- Proven client flexibility and support;
- Licensed or eligible in every jurisdiction in which we currently work, or have in the past;
- Substantial experience with state and federal authorities;
- Thorough understanding of rural gaming markets.

## **INGENUS LEADERSHIP**

Ingenus is led by two experienced and highly successful gaming and resort hospitality executives.

### **Ken Mimmack, President and CEO**

Ken has extensive experience in gaming operations and financial services. A former CEO for the Mille Lacs Band of Ojibwe in Minnesota, he oversaw two casino resort complexes with more than 800 hotel rooms and a half dozen food venues ranging from limited seating cafes, large buffets and high-end steakhouses. Ken has an extensive background in finance, organizational development, and economic development. Mr. Mimmack has worked in gaming for nearly 20 years.

### **Dave Wirshing, Chief Operating Officer**

During a 35 year career in casino management, Wirshing has served as president and chief operations officer of Fitzgerald's Gaming in Las Vegas, Reno, and Tunica, Mississippi; as president and chief operations officer of Stratosphere Corporation in Las Vegas; and for 18 years held management positions for Harrah's in Reno, Atlantic City, and southern Nevada. He has developed and opened more than 20 casino enterprises, including properties in Las Vegas, Atlantic City and Illinois.

## **INGENUS – REPRESENTATIVE CLIENT EXPERIENCE**

### **Grand Casino Mille Lacs and Grand Casino Hinckley**

Our key personnel were responsible for the significant growth and development of these properties on behalf of the Mille Lacs Band of Ojibwe in Minnesota. Responsibilities included overall property management and oversight; the creation of employee training and development programs; remodeling and expansion; acquisition of surrounding facilities and amenities. Some of our people were also responsible and led the overall tribal economic development plans for the band. During our time with the Mille Lacs Band, we helped them diversify into other enterprises, including a bank, restaurant franchises and creation of the first wholly owned tribal gaming management and development company in the country.

### **Million Dollar Elm Casino, Sand Springs, Oklahoma**

#### **Osage Tribe of Oklahoma**

This property was a complete start-up handled by Ingenus on behalf of the Osage Nation of Oklahoma. Ingenus made this a turnkey operation for the Osage by providing comprehensive services - from project financing and design to development, construction and supporting pre-opening operations. Ingenus handled all aspects of pre-development and opening on behalf of the Osage. The facility is a 25,000-square-foot gaming venue featuring 500 electronic gaming devices, a food court, lounge, entertainment venue, gift shop and parking for 500 vehicles. The casino employs more than 160 employees. The project was completed and opened for a total cost of \$6.5 million.

### **Million Dollar Elm Casino, Tulsa, Oklahoma**

#### **Osage Tribe of Oklahoma**

Ingenus developed this second property on behalf of the Osage and provided similar services to those previously mentioned. The property successfully opened on time and on budget in August 2005. The facility is a 50,000 square foot gaming venue featuring a 1920s Tulsa “blues/jazz” theme, including New Orleans-style food and jazz music. Amenities include more than 1,000 electronic games, 12 blackjack tables, restaurant, bar, deli and parking for 800 vehicles. The casino created more than 560 new jobs. The facility cost \$16.5 million and employed more than 250 local workers and subcontractors. It was specifically constructed to allow for expansion to both the east and west.

### **Remington Park Racing and Casino – Oklahoma City, Oklahoma**

Ingenus Management and Consulting helped open one of the first racinos in Oklahoma, The Remington Park Racing and Casino in Oklahoma City by providing; 1) Overall Project Development, 2) Business planning, 3) Construction oversight and administration, 4) Project accounting and finance, 5) Architectural and design management, 5) Master planning, 5) Pre-Development protocols, 6) Departmental policy and procedure development, 7) Internal control development, 8) Business structure 9) Regulatory compliance, and 10) Human capital plan.



*Little Traverse Bay Bands of Ottawa Indians of Michigan - Victories Casino and Hotel*  
Facilitated the tribal government and property in the development of a strategic plan and overall organizational development. This project included the financial restructuring and turnaround of a facility that was closed by the NIGC prior to our arrival and then reopened. Some of our staff was brought on board to improve operations, cash flows and efficiencies. We assisted in restructuring millions of dollars in debt and the support to buy out a very onerous management agreement. Ingenus personnel assisted with setting up the Training Department with a comprehensive leadership curriculum and mentoring program. We were involved with the doubling of the size of the property and the training and opening of table games for the facility. We also assisted this newly recognized tribe in developing its first strategic and financial plan to prepare it for future growth and development.

#### **Omaha Tribe of Nebraska and Iowa – Casino Omaha**

Ingenus was hired to provide comprehensive consulting services throughout all areas of casino operations. Developing the “Human Capital Portfolio” was a primary area of focus. We helped them update their policy and procedure manual, conducted a salary survey and made recommendations on a new wage scale, provided job descriptions for a variety of positions, and made recommendations on a new performance evaluation process.

#### **The Stratosphere Casino and Hotel - Las Vegas**

This property was the first property to spend significant resources trying to redevelop the strip in Las Vegas. Several of our principals, led by Dave Wirshing, were responsible for all aspects of the development of the Stratosphere - from inception to the operating and managing after opening.

Our principals had overall development, construction and operations responsibilities for this development and property. From the oversight of design and construction of the facility, to the recruitment, hiring and training of all personnel (involving more than 3,000 people), we have the staff that managed the whole process. Our people were personally responsible for setting up the gaming departments, equipment selection and installation, as well as the finance, systems, marketing, security and surveillance, and other administrative support areas.

#### **Fitzgerald’s Casino and Hotel - Tunica, Mississippi**

This property was one of the first to enter the new Mississippi gaming market in Tunica. Our people were involved as project leaders to develop the property on behalf of Fitzgerald’s. Again, the full range of development, construction, opening and operating responsibilities were handled by some of our personnel. All systems, policies and procedures for personnel and operating departments were developed and implemented by some of our current people.

#### **The Empress Casino – Joliet, Illinois**

Upon opening, this riverboat was the largest and most successful in the country. Now called Hollywood Casino, its operation rivals the largest and most profitable land based operations in the U.S. Several of our staff and principals were involved in the development of this property. Responsibilities included pre-opening development, planning and implementation, the development of all employee and operational

systems; hiring and training of over 1200 employees; operations of the gaming enterprise; marketing and guest development as well as corporate and community public relations.

**Other Representative Client Experience**

- Red Lake Gaming Enterprises
- Lode Star Casino
- Route 66-Laguna Development Corporation
- WinnaVegas Casino
- Colville Tribal Casinos
- Red Cliff band-Isle Vista Casino
- Camel Rock Casino
- S&K Gaming
- Garden City
- Isleta Casino Resort
- Grand Traverse
- Prairie Wind Casino
- Angel of the Winds Casino
- Choctaw Casino
- Cimarron Casino
- Coyote Valley Shodakai Casino
- Four Aces Casino & Hotel
- Gold River Casino
- Ho-Chunk Casino & Bingo
- Hollywood Casino Aurora
- Lake of the Torches
- Mole Lake Casino
- Mystique Casino Resort
- On Demand Limo
- Quinalt Beach Resort
- Red Cliff Band of Lake Superior Chip Indians
- Rosebud Casino
- Treasure Island Resort & Casino
- Ute Mountain Casino, Hotel & Resort

## **TABLE OF CONTENTS**

- 1) Executive Summary**
- 2) D1 – D4 Development Plan - Site Plan, Renderings, Floor Plan**
- 3) D5 - Construction Materials**
- 4) D6 - Project Timeline**
- 5) D7 Land Assembly – Option to Purchase Agreement**
- 6) D8 – Bottom Line Construction Costs**  
Project Costs  
Lease Agreement
- 7) D9 – Financing**  
Primary Option  
Secondary Option
- 8) D10 – LEED Construction**
- 9) D11 – References**
- 10) E1 – Air Handling**  
Budget  
Annual Utility Cost
- 11) E2 – Operator Option**  
Memorandum of Intent  
Operating Budget – Full Scale Highway  
Operating Budget – Downtown Boutique
- 12) E3 – Local Business Involvement**
- 13) E4 / E5 – Mixed Use / City Property**
- 14) E6 – Creative Approach – Operator Solution**
- 15) Ingenus / Development Team Qualifications**