



**REQUEST FOR PROPOSALS**

**PROPOSED CASINO DEVELOPMENT FOR**

**THE CITY OF ROCKFORD, IL**

**TABLE OF CONTENTS**

**Section 1..... 3**

- A. Introduction .....3**
- B. City Background .....4**
- C. Potential Project Sites .....5**
- D. Selection Criteria .....6**
- E. Timetable .....7**

**Section 2.....8**

- A. Specific Submittal Requirements .....8**
- B. General Submission Instructions ..... 14**

**Section 3..... 14**

- A. Compliance with Submission Instructions ..... 14**
- B. Evaluation of Responses ..... 14**
- C. Clarifications ..... 14**

**Section 4..... 15**

- A. Dissemination of RFP .....15**
- B. Dedicated City Webpage .....15**
- C. Communications ..... 15**
- D. RFP Questions .....16**
- E. Amendment or Withdrawal of RFP .....16**
- F. Costs .....16**
- G. Public Records.....16**
- H. Reservation of Rights ..... 17**
- I. Variances .....18**
- J. Verification of Responses.....18**
- K. Information from Other Sources .....18**
- L. Criminal History and Background Investigation.....18**
- M. Applicable Law .....18**
- N. No Guaranty.....18**
- O. Duty to Disclose Changes in Information included in a Response .....19**
- P. Proposers Agree to all Terms and Conditions of this RFP .....19**
- Q. Ineligibility .....19**

**EXHIBIT A CONSENT AND RELEASE ..... 20**

**EXHIBIT B WIRE INSTRUCTIONS FOR SUBMITTAL FEE ..... 22**

## Section 1.

### A. Introduction

Through this Request for Proposals (RFP), the City of Rockford, Illinois (the "City") seeks to certify one or more enterprises with whom the City will negotiate and which the City will certify to the Illinois Gaming Board for the development, construction and operation of a temporary and permanent casino project (the "Project"). Public Act 101-0031, which became effective June 28, 2019, authorized the issuance of one casino owner's license within the City of Rockford. The Illinois Gambling Act (the Act, as amended and codified at 230 ILCS 10/1 *et seq.*, and any regulations promulgated thereunder are collectively referred to in this RFP as the "Act".) Under Section 7(e-5) of the Act, 230 ILCS 10/7(e-5), for an application for a Rockford-based owners license to be considered by the Illinois Gaming Board, the City must certify:

- (i) that the applicant has negotiated with the City in good faith;
- (ii) that the applicant and the City have mutually agreed on the permanent location of the casino;
- (iii) that the applicant and the City have mutually agreed on the temporary location of the casino;
- (iv) that the applicant and the City have mutually agreed on the percentage of revenues that will be shared with the City;
- (v) that the applicant and the City have mutually agreed on any zoning, licensing, public health, or other issues that are within the jurisdiction of the municipality or county; and
- (vi) that the City Council has passed a resolution or ordinance in support of the casino in the City.

Preferred responses will propose a casino project which:

- (i) makes a significant and lasting contribution to the City, increasing sustainable economic benefits from tourism and conventions;
- (ii) is a catalyst for additional economic development in the City;
- (iii) maximizes the economic impact of the Project by including hotel(s) and additional site development;
- (iv) creates good paying jobs and new employment opportunities for City residents;
- (v) supports utilization and participation of local and small business suppliers and vendors, including minority, women, persons with a disability, and veterans business enterprises;
- (vi) adds to and supports existing City entertainment venues;
- (vii) mitigates any adverse impacts of the Project on the City and surrounding communities;

- (viii) provides revenue to non-profit entities or foundations in Rockford that provide services, scholarships or grants that benefit Rockford residents; and
- (ix) provides additional revenues for the City beyond the admission taxes and fees defined in Section 12 of the Act, 230 ILCS 10/12, and the privilege taxes defined in Section 13 of the Act, 230 ILCS 230 ILCS 10/13.

**B. City Background**

The City of Rockford is located along the Rock River in north central Illinois approximately 90 miles northwest of downtown Chicago, 60 miles northwest of O’Hare International Airport, 90 miles east of the Mississippi River and 17 miles south of the Wisconsin border. Rockford is the fifth largest city in the State of Illinois with a population of 148,000 (2017 U.S. Census Bureau estimate).

There are 16.7 million people living within a 150-mile radius of Rockford. Rockford is located in the I-90/I-39/I-88 corridor and is 90 minutes from Milwaukee, 60 minutes from Madison, Wis., and within a day’s drive from Indianapolis, St. Louis and Minneapolis, allowing for easy access to the city.

The Rockford, Illinois Metropolitan Statistical Area (MSA) consists of Boone and Winnebago Counties and has an estimated population of 339,000 (2016 U.S Census Bureau estimate).

Tourism is an important part of the local economy. Visitor spending reached \$384 million in 2017, an all-time high, with data showing tourism growing faster in Winnebago County than all other metro areas in Illinois since 2008.

With nearly 30 hotels, more than 3,000 hotel rooms and some of the top recreational sports facilities in the Midwest, the city is a leader in sports tourism and draws visitors from across the country. A new Embassy Suites Hotel & Convention Center will open in downtown Rockford in 2020 and several national hotel chains are considering expansions in the region. A casino and entertainment complex in Rockford will be a strong addition to the city’s portfolio of tourism offerings.

Rockford is the industrial and business core of north central and northwestern Illinois and its location allows for easy access to regional, national, and international markets. The region is a manufacturing hub and has evolved over time with an agile and innovative economy built on the renaissance of North American advanced manufacturing, aerospace engineering, logistics and agribusiness, all of which take advantage of its adjacency to larger urban centers such as Chicago.

Known as the “Forest City,” Rockford prides itself on its beautiful tree-lined streets and neighborhoods as well as more than 10,000 acres of parkland and protected preserves

The Rock, Sugar, Pecatonica and Kishwaukee Rivers run through the city, providing many recreational offerings

Life is affordable and convenient in Rockford, with diverse and unique neighborhoods offering many different types of housing, hundreds of restaurants, dozens of arts and cultural outlets, craft breweries, professional sports, festivals, live music, an award-winning symphony and one of the highest-rated Japanese gardens in the world.

The City of Rockford municipality has a mayor-aldermanic form of government that provides citizens with police, fire, building regulation, community development, human services, public library, water, and public works services. Rockford also serves as the seat of Winnebago County.

Additional information on the region is available at:

- City of Rockford - [www.rockfordil.gov](http://www.rockfordil.gov)
- Rockford Area Economic Development Council - [www.rockfordil.com](http://www.rockfordil.com)
- Rockford Area Convention & Visitors Bureau – [www.gorockford.com](http://www.gorockford.com)

**C. Potential Project Sites**

The City does not expect to impose any location restrictions on the Project so long as the temporary and permanent locations for the Project will be located wholly within the City. The City does, of course, expect that any proposed locations for the Project will take into account potential impacts on and compatibility with the area surrounding the Project. Because of the 120 day limitation on local vetting outlined in the statute, the Proposers are cautioned to consider zoning and special use issues that may require public hearings and to investigate entitlements on specific parcels under consideration.

#### **D. Selection Criteria**

Each proposal submitted in response to the RFP will be evaluated by the City and its consultants based upon the quality of the Proposer's response to the following criteria (such criteria are not necessarily listed in order of importance) with respect to the Project the Proposer offers to develop:

- Background, character, reputation, and expertise of the Proposer in designing, developing and operating casino complexes and resorts similar to the Project proposed to be located in the City;
- Financial strength of the Proposer and the Proposer's ability to provide or obtain financing commitments sufficient to construct and operate the Project in the City;
- Fiscal and other benefits to be provided by the Proposer to the City including the types of, and the duration of, such benefits;
- Degree to which the Proposer's proposed permanent location will provide a positive impact to the region, including the creation of jobs and the generation of tax revenue.
- Extent to which ownership of the Proposer reflects the diversity of the City by including minority persons, women, persons with disability, and military veterans<sup>1</sup>.
- Ability of the Proposer to meet or exceed the criteria and objectives for obtaining a license from the Illinois Gaming Board;
- Location, concept, and design of, and construction budget for, the Project;
- Estimates of revenues, expenses, and income from the operation of the Project;
- Economic development expected from the Proposer's Project including, without limitation, direct and indirect benefits to the City in the areas of employment, use of union labor, tourism, and other areas;
- Opportunities for local minority, women, persons with disabilities and veteran-owned businesses;
- Proposer's affirmative action plan (to recruit, train and upgrade minorities, women, persons with a disability and veterans in all employment classifications);
- Job training and apprenticeship programs to be provided by the Proposer;
- Proposer's plans for mitigating adverse impacts of the Project on the City, its citizenry and on the City's infrastructure and services including, without limitation, plans for mitigating traffic, increased demands on the City's water system and demands on the City's police, fire and public works services;
- Proposer's plans for mitigating social issues associated with gaming such as compulsive gaming behavior;
- Proposer's plans for promoting the City, local entertainment venues, and other attractions in the City;

---

<sup>1</sup> In accordance with Sections 4 and 7(b)(4.5) of the Act, 230 ILCS 10/4 and 230 ILCS 10/7(b)(4.5), in this RFP the terms "minority person", "woman", and "person with a disability" shall have the same meaning as defined in Section 2 of the Business Enterprise for Minorities, Women, and Persons with Disabilities Act; and the term "veterans" refers to veterans of service in the armed forces of the United States.

- Proposer's plan for marketing the Project within and outside the region;
- Accessibility of the Proposer's Project to highways and major thoroughfares; and
- Compatibility of the Proposer's Project with adjacent and neighboring businesses.

In addition, the City may consider any and all relevant information about the Proposer known to the City.

**E. Timetable**

Unless otherwise specified, the time of day for the following events shall be between 8:00 a.m. and 5:00 p.m. Central Time. The City may adjust this schedule as it deems necessary. Notification of any adjustment to the timetable will be made by addendum distributed to all known Proposers and posted on the City's Website.

There will not be a public opening of RFP responses.

Action	Proposed Date
RFP Issued	July 3, 2019
Last day for interested Proposers to submit written questions	July 25, 2019
Responses to questions distributed via addendum and on the City's website	August 1, 2019
RFP responses due by 2:00 p.m.	August 16, 2019
City follow-up questions to Proposers, evaluation	August 19-September 13, 2019
Evaluation team submits recommendations to City Council	September 16, 2019
Public Hearing	September 23, 2019
City Council certifies Proposer(s)	No sooner than 7 days after hearing
Application(s) filed with Illinois Gaming Board	No later than 120 days after Public Act 101-0031 enacted

## Section 2.

### A. Specific Submittal Requirements

Provide the following information with respect to the Proposer, any partner entities, project developer, or management company Proposer intends to manage the Project.

(1) The name, business address and business telephone number of any Proposer.

(2) An identification of every person or entity having a greater than 1% direct or indirect pecuniary interest in the Project or casino operation. If the Proposer or other disclosed entity is not an individual, provide the names and addresses of all stockholders and directors, if the entity is a corporation; the names and addresses of all members, if the entity is a limited liability company; the names and addresses of all partners, both general and limited, if the entity is a partnership; and the names and addresses of all beneficiaries, if the entity is a trust. If a Proposer or licensee has a pending registration statement filed with the Securities and Exchange Commission, only the names of those persons or entities holding interest of 5% or more must be provided.

(a) Indicate whether each person disclosed is a minority, disabled person, female, or veteran and their percentage of ownership.

(b) Evidence that the Proposer used its best efforts to maximize ownership by minority persons, persons with disability, women, and military veterans.

(3) An identification of any business, including, if applicable, the state of incorporation or registration, in which Proposer's spouse or children has an equity interest of more than 1%. If a Proposer is a corporation, partnership or other business entity, the Proposer shall identify any other corporation, partnership or business entity in which it has an equity interest of 1% or more, including, if applicable, the state of incorporation or registration. This information need not be provided by a corporation, partnership or other business entity that has a pending registration statement filed with the Securities and Exchange Commission.

(4) Whether any individual listed herein has been indicted, convicted, pleaded guilty or nolo contendere, or forfeited bail concerning any criminal offense under the laws of any jurisdiction, either felony or misdemeanor (except for traffic violations), including the date, the name and location of the court, arresting agency and prosecuting agency, the case number, the offense, the disposition and the location and length of incarceration.

(5) Whether any individual listed herein has had any license or certificate issued by a licensing authority in Illinois or any other jurisdiction denied, restricted,

suspended, revoked or not renewed and a statement describing the facts and circumstances concerning the denial, restriction, suspension, revocation or non-renewal, including the licensing authority, the date each such action was taken, and the reason for each such action.

(6) Whether any individual or entity listed herein has ever filed or had filed against it a proceeding in bankruptcy or has ever been involved in any formal process to adjust, defer, suspend or otherwise work out the payment of any debt including the date of filing, the name and location of the court, the case and number of the disposition.

(7) Whether any individual or entity listed herein has filed, or been served with a complaint or other notice filed with any public body, regarding the delinquency in the payment of, or a dispute over the filings concerning the payment of, any tax required under federal, State or local law, including the amount, type of tax, the taxing agency and time periods involved.

(8) A statement listing the names and titles of all public officials or officers of any unit of government, and relatives of said public officials or officers who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of or hold any debt instrument issued by, or hold or have any interest in any contractual or service relationship with, the Proposer, partner entities, project developer, or management company, if applicable.

(9) Whether any individual or entity listed herein has made, directly or indirectly, any political contribution, or any loans, donations or other payments, to any candidate or office holder, within 5 years from the date of filing the application, including the amount and the method of payment.

(10) The name and business telephone number of the counsel representing the Proposer or in matters related to the Project, preparation of response to this RFP, and matter before the Illinois Gaming Board.

(11) Description of Proposer's experience during the last ten (10) years in designing, developing and/or operating destination casino resort projects. For each such project, include the name and location, the total dollar investment, number of gaming devices, number of gaming positions, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or other amenities, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years, number of full-time employees, and approximate size of the site on which the project is located.

(12) If the entity developing the Project or its affiliate will not be managing the Project, provide the name of the management company and key personnel and a description of their experience in managing casinos. Such description must include the name and location of all projects managed, the number of gaming positions, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or other amenities, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years and number of full-time employees. Include all ownership information for the management company that is required under paragraphs (1) through (10) herein.

(13) The history and success of the Proposer and each person and entity disclosed herein in developing tourism facilities ancillary to gaming, if applicable.

(14) A description of the location, concept and design for the temporary casino, including but not limited to location; approximate number of square feet of gaming space and the number of gaming positions, types of gaming devices, and allocation of gaming devices among gaming positions; and any amenities.

(15) A description of the project location, concept, and design for the permanent Project, including but not limited to:

- (a) a description of and site plan for the permanent Project site, including any off-site ancillary property to be used by Proposer in connection with the permanent Project, and describe how Proposer controls or expects to obtain control of the real property comprising the permanent Project Site and any off-site assemblage;
- (b) a description of the proposed permanent casino, including the approximate number of square feet of gaming space and the number of gaming positions, types of gaming devices, and allocation of gaming devices among gaming positions;
- (c) a description of the proposed restaurants, including the approximate number, sizes, types and themes and the identity of any restaurateurs the Proposer reasonably anticipates will operate the restaurants;
- (d) a description of the proposed hotel or hotels, including the brand (if known), related amenities and approximate number, type and size of the hotel rooms;
- (e) a description of proposed lounges and bars, including the approximate number, sizes and types;
- (f) a description of proposed retail space, including the approximate number, sizes and types of retail shops and how such retail development will serve the general community;
- (g) a description of any proposed ancillary entertainment or recreational facilities, including approximate number, sizes and types;
- (h) a description of any convention, meeting and other public space, including the approximate number, size and types of such spaces;
- (i) a description of any other proposed and related facilities or amenities;

- (j) a description of Proposer’s ability to expand the proposed casino and hotel or add other related facilities or amenities on the permanent Project site at a future date;
- (k) a description of how the permanent Project will complement and be compatible with the City’s culture and how the Project will showcase, stimulate and improve the use of existing and future attractions, including tourism and convention facilities;
- (l) a description of how the permanent Project will be “outward looking” to engage pedestrians and provide linkages to the City’s existing restaurants, bars, hotels, entertainment venues and/or other attractions; and,
- (m) a description of how the permanent Project will stimulate the development of general retail activity in the area adjacent to the Project.

(16) Expected economic benefit to the community, including anticipated number of quality, living wage jobs and permanent, full-time jobs for residents of Rockford and surrounding communities. Include the projected number of jobs that would be created at the Project (including construction) and the projected number of new employees at the casino.

(17) The record, if any, of the Proposer, developer, and anticipated managing entity, if applicable, in meeting commitments to local agencies, community-based organizations, and employees at other locations. (If the Proposer and its affiliates have no such record, provide the Proposer’s plan for compliance.)

(18) Identification of adverse effects that might be caused by the proposed facility where gambling operation, including the costs of meeting increased demand for public health care, childcare, public transportation, public safety, infrastructure, affordable housing, and social services, and a plan to mitigate those adverse effects.

(19) The record, if any, of the Proposer, developer, and managing entity regarding compliance with:

- (a) federal, state, and local discrimination, wage and hour, disability, and occupational and environmental health and safety laws; and
- (b) state and local labor relations and employment laws.
- (c) Include all lawsuits involving complaints of discrimination, wage and hour, disability, occupational and environmental health and safety laws, or non-compliance with state and local labor relations and employment law for the previous five years.
- (d) If the Proposer and its affiliates have no such record, provide the Proposer’s plan for compliance.

(20) The Proposer’s record, if any, in dealing with its employees and their representatives at other locations.

(21) A plan concerning the utilization of minority-owned and women-owned businesses and concerning the hiring of minorities and women. Each Proposer shall submit a diversity program to ensure non-discrimination in the award and administration of contracts. The programs shall establish goals of awarding not less than 25% of the annual dollar value of all contracts, purchase orders, or other agreements to minority-owned businesses and 5% of the annual dollar value of all contracts to women-owned businesses. The program shall be designed to promote equal opportunity for employment and plan for recruitment, training, hiring, and promoting of minorities, women, individuals with disabilities, and veterans of the armed services.

(22) Certification that the permanent project location shall consist of buildings that are certified as meeting the U.S. Green Building Council's Leadership in Energy and Environmental Design standards.

(23) Certification that the facilities will be accessible to persons with disabilities.

(24) Certification that Proposer shall agree to enter into a project labor agreement for construction of the Project.

(25) Detailed approximate total Project costs, showing hard costs (e.g., land acquisition, construction, site improvements, including infrastructure in direct relation to both construction and operations of the Project, furnishing and equipping), construction soft costs (e.g., architectural, consulting fees, insurance, contingency reserve), financial and other expenses (interest reserve, legal, financing fees) and pre-opening expenses (e.g., training, pre-opening marketing and initial working capital), license application fees and payments, and timing of such expenditures, together with a construction cash flow analysis.

(26) Detailed explanation of anticipated sources of financing for the Project. Provide written documentation of the availability of these anticipated sources of financing and details of the financing (i.e., terms, rates, security arrangements, etc.) and any additional third-party approvals that are necessary to obtain such financing. Indicate whether local partners or investors will be required to contribute capital, the amount being required and their ability to fund such amounts. For any local partners or investors who are obligated to contribute capital or are otherwise subject to capital calls, specifically identify the source of such funds.

(27) Project construction schedule including major construction milestones and the dates related thereto and any proposed phasing plan, the proposed sequence of any phases, whether any phases are dependent upon future events and the approximate

dates of beginning and completion of each phase. Indicate anticipated street and sidewalk closures, plans for redirecting traffic, impacts on existing parking and plans for mitigating such impacts both during and following construction. Describe measures that will be taken to mitigate all other construction impacts on the local community.

(28) Detailed projected balance sheets, income statements (detailed on a departmental basis) and cash-flow statements for the first five (5) years of operating the Project using generally accepted accounting principles (to the extent applicable) reflecting a best, worst and most likely case outcome.

(29) Describe the impact of the proposed permanent location to the Rockford region, including the creation of jobs, the generation of tax revenue, or the direct and indirect benefits in employment, tourism, and redevelopment. (If an impact or market study of the proposed permanent location has been completed by or for the Proposer, the Proposer shall provide a copy. The Proposer may designate all or any portion of this part of its response to this item as exempt from inspection and copying under FOIA as set forth in Section 4.G. below.)

(30) Detail the Proposer's commitment to providing annual revenue to non-profit entities or foundations in the City that provide services, scholarships or grants that benefit City residents;

(31) Analysis of the economic benefits to the City, including: (i) a formula-based revenue sharing plan with a minimum annual payment to the City in addition to the admission taxes and fees described in Section 12 of the Act and taxes described in Section 13 of the Act; (ii) an agreement to pay amounts equal to the admission taxes and fees described by Sections 12(a) and 12(a-5) of the Act, 230 ILCS 10/12(a) and (a-5), for each person entering the casino if it is determined that the taxes and fees contemplated by such provisions do not otherwise apply; and (iii) whether the Proposer intends to apply for a master sport wagering license and, if so, the revenue sharing plan for such operations.

(32) Provide a proposed draft development agreement for execution by City Council.

(33) \$75,000 nonrefundable bid submittal fee to the City of Rockford.

## **B. General Submission Instructions**

The Proposer must submit:

1. Ten (10) hard copies of its complete response.
2. One (1) electronic copy, uploaded to <https://rockfordil.sharefile.com/filedrop>.
3. A fully executed consent and release in the form attached hereto as Exhibit A.
4. A cashier's check made payable to the "City of Rockford, Illinois" in the amount of Seventy Five Thousand and no/100 dollars (\$75,000.00). In lieu of a cashier's check, funds may be wired by following the instructions on Exhibit B. All wire transactions must take place on or before 2:00 p.m. on August 16, 2019 and verified by the City. This submittal fee is non-refundable. All submittal fees will be used by the City to pay the cost of consultants who will be advising the City in the RFP process and to cover staff time and expenses related the RFP process.

All Proposers shall familiarize themselves with the Illinois Freedom of Information Act 5 ILCS 140/1 et seq. ("FOIA"). If any Proposer desires to designate any portion of its response exempt from inspection and copying under FOIA, the Proposer shall follow the instructions set forth in Section 4.G. below.

## **Section 3.**

### **A. Compliance with Submission Instructions**

All responses will be reviewed by the City to determine compliance with the response submission instructions described in Section 2 hereof. Those responses that comply with the response submission instructions will then be evaluated by the City and its consultants. The City reserves the right to reject a response at any time during the process if the response fails to demonstrate to the City's satisfaction that it meets all RFP requirements; or fails to submit all required information or otherwise satisfy all response requirements in Section 2.

### **B. Evaluation of Responses**

The responses will be evaluated based on the criteria described in Section 1. D. hereof.

### **C. Clarifications**

The City reserves the right to contact a Proposer after the submission of a response for the purpose of clarifying a response to ensure mutual understanding. This contact may

include written questions, interviews, site visits, or requests for corrective pages in the response. Responses must be submitted to the City within the time specified in the request. Failure to comply with requests for additional information may result in rejection of the response as noncompliant.

#### **Section 4.**

##### **A. Dissemination of RFP**

The City anticipates disseminating this RFP to known interested parties as well as posting the RFP on the City's Purchasing website.

##### **B. Dedicated City Webpage**

The City has established a webpage located at [www.rockfordil.gov/casino](http://www.rockfordil.gov/casino) (the "Webpage"). The Webpage is dedicated to informing the City's residents, enterprises participating in the RFP process and other interested parties as to matters concerning the Project, the process for selecting one or more Proposers with whom the City will negotiate a development agreement for developing, constructing and operating the Project, and for other matters concerning the Project.

The City will post all information concerning the RFP process on the Webpage including, without limitation, any addenda, the City's written responses to any Proposer questions, or other documents or information relevant to the RFP process. It is each Proposer's responsibility to check the Webpage for any such addenda or other documents and information.

##### **C. Communications**

Proposers may contact Roberta L. Holzwarth (rlh@hkrockford.com) or Philip R. Frankfort (prf@hkrockford.com) at 815-962-7071, attorneys with HolmstromKennedyPC, with any questions regarding this RFP. Proposers are prohibited from communicating directly with any City employee regarding this RFP and no City employee or representative is authorized to provide any information or respond to any question or inquiry concerning this RFP. The City's attorneys may decline to respond to individual questions and may require that Proposers submit written questions as indicated below.

Proposers should note that Section 5.3(j) of the Act, 230 ILCS 10/5.3(j), provides that any communication between an official of the City and any applicant for an owners license within the City concerning any matter relating in any way to gaming must be disclosed by the official, in writing, to the Illinois Gaming Board within 30 days after the communication. The City considers all Proposers (as well as any entities or individuals considering responding to this RFP) to be "applicants" for purposes of Section 5.3(j).

**D. RFP Questions**

Proposers may submit written questions concerning this RFP until no later than the date and time specified for doing so in the timeline contained in Section 1.E. Written inquiries must be sent by e-mail to [rlh@hkrockford.com](mailto:rlh@hkrockford.com) and [prf@hkrockford.com](mailto:prf@hkrockford.com). All e-mail inquiries shall state the following in the subject line: City of Rockford, RFP Questions.

The City and its consultants will review written inquiries received on or before the deadline for receipt of such questions and, at its discretion, prepare written responses to questions which the City determines to be of general interest and that help to clarify the RFP. Written responses will be posted on the Webpage. Only written responses will be binding on the City.

**E. Amendment or Withdrawal of RFP**

The City reserves the right to amend or clarify the RFP at any time prior to the deadline for submission of responses and to terminate this process in whole or in part at any time before or after submission of responses if it is in the City's best interests to do so. Amendments and/or clarifications will be posted on the Webpage.

**F. Costs**

The City will not be responsible for any costs or expenses incurred by Proposers preparing responses to this RFP.

**G. Public Records**

All responses and related documents submitted in response to this RFP may be considered public records and as such will be subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et seq. ("FOIA") and all other applicable laws and regulations. Any statements in submitted responses that are inconsistent with these statutes will be disregarded. Proposers are encouraged to familiarize themselves with FOIA before submitting a response.

Section 7 of FOIA, 5 ILCS 140/7, provides certain exemptions from FOIA's inspection and copying requirements. Section 7(g) provides an exemption for certain "trade secrets and commercial or financial information ... furnished under a claim that they are proprietary, privileged or confidential, and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business".

Any request for confidential treatment of information must be included in the response. The Proposer must enumerate the specific grounds which support treatment of the

material as exempt from inspection and copying under FOIA, and explain why inspection and copying is not required by FOIA. The request for confidential treatment of information must also include the name, address, and telephone number of the person authorized by the Proposer to respond to any inquiries by the City concerning the confidential status of the materials.

Any response submitted which contains confidential information must be conspicuously marked on the outside as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as containing confidential information. Identification of the entire proposal as confidential may be deemed non-responsive and may disqualify the Proposer. If the Proposer designates any portion of the RFP as confidential, the Proposer must submit one copy of the proposal from which the confidential information has been redacted. This redacted copy is in addition to the number of copies requested in Section 2.B. (General Submission Instructions) above. The confidential material must be redacted in such a way as to allow the public to determine the general nature of the material removed and to retain as much of the proposal as possible.

Proposers should note that Section 7(1)(a) of the FOIA provides an exemption for “information specifically prohibited from disclosure by federal or State law or rules and regulations implementing federal or State law.” Proposers should review the Illinois Gaming Act and determine whether any of its provisions creates an exemption from inspection and copying as “information specifically prohibited from disclosure by federal or State law or rules and regulations implementing federal or State law.”

Further, Sections 5.1(a) and 5.1(b) of the Illinois Gaming Act, 210 ILCS 10/5.3(a) and (b), provide that certain information furnished by an applicant must be provided upon written request from any person. Section 5.1(c) of the Illinois Gaming Act provides that, subject to the requirements in Section 5.1(a) and 5.1(b), the Illinois Gaming Board will not disclose any information which would be barred by Section 7 of FOIA or the statutes, rules, regulations or intergovernmental agreements of any jurisdiction.

All determinations concerning whether responses and/or related documents submitted in response to this RFP are subject to disclosure under FOIA will be made by the City in its sole discretion.

#### **H. Reservation of Rights**

The City reserves the right to reject all responses and to waive any defects. The City may seek clarification of the response from a Proposer at any time, and failure to respond may be cause for rejection. Clarification is not an opportunity to change the response. The City

may, in its discretion, extend any deadline imposed by this RFP. Submission of a proposal confers no rights other than a right to be considered to be selected to participate in the RFP process. This process is for the City's benefit only and is to provide the City with competitive information to assist it in its certification process. All decisions on compliance, evaluation, terms and conditions shall be made solely at the City's discretion and made to favor the City.

**I. Variances**

The City reserves the right to waive or permit cure of variances in the proposal if it is in the City's best interest to do so.

**J. Verification of Responses**

Responses are subject to verification. Misleading or inaccurate responses may result in disqualification.

**K. Information from other Sources**

The City reserves the right to obtain and consider information from other sources concerning a Proposer, such as, among other sources, the Proposer's capability and performance under host community or development agreements with other jurisdictions.

**L. Criminal History and Background Investigation**

The City reserves the right, through local, state and federal agencies and/or through its consultants, to conduct criminal history and other background investigation of any Proposer, its officers, directors, owners, shareholders or partners and managerial and supervisory personnel retained by the Proposer.

**M. Applicable Law**

This RFP and the development agreement are to be governed by the laws of the State of Illinois. Changes in applicable laws and rules may affect the selection process or the development agreement. Proposers are responsible for ascertaining pertinent legal requirements and restrictions.

**N. No Guaranty**

This RFP does not constitute an offer of any nature or kind whatsoever to any Proposer or its agents. The certification of a Proposer does not constitute a binding agreement nor mean that its responses are totally acceptable to the City in every respect or in the form

submitted. After receipt of responses to this RFP, the City has the right to negotiate with Proposers and, as part of that process, to negotiate changes, amendments or modifications to any of Proposer's responses without offering any other Proposer the right to amend their response.

**O. Duty to Disclose Changes in Information included in a Response**

Each Proposer is under a continuing duty to disclose promptly any changes in information provided in its response or any related materials submitted in connection therewith.

**P. Proposers Agree to all Terms and Conditions of this RFP**

By submitting a response to the RFP, a Proposer is deemed to agree to abide by all of the terms, conditions, policies and rules of this RFP. In addition, the Proposer must execute and deliver the consent and release in the form attached hereto as Exhibit B by which it is consenting to the use of certain information of the Proposer and its affiliates and releasing the City and others from certain claims.

**Q. Ineligibility**

In accordance with Section 7(a) of the Act, 230 ILCS 10/7, a person, firm or entity corporation is ineligible to receive an owners license and shall be ineligible to participate in the City's RFP process if: (1) the person has been convicted of a felony under the laws of this State, any other state, or the United States; (2) the person has been convicted of any violation of Article 28 of the Criminal Code of 1961 or the Criminal Code of 2012, or substantially similar laws of any other jurisdiction; (3) the person has submitted an application for a license under the Act which contains false information; (4) the person is a member of the Illinois Gaming Board; (5) a person defined in (1), (2), (3) or (4) is an officer, director or managerial employee of the entity firm or corporation; (6) the entity firm or corporation employs a person defined in (1), (2), (3) or (4) who participates in the management or operation of gambling operations authorized under the Act; (7) (blank); or (8) a license of the person or entity, firm or corporation issued under the Act, or a license to own or operate gambling facilities in any other jurisdiction, has been revoked.

## EXHIBIT A

### CONSENT AND RELEASE

**(To be signed by parent company of Proposer on behalf of itself and its affiliates).**

#### RECITALS

- A. The City of Rockford, Illinois (the "City") is soliciting proposals and information regarding qualifications from enterprises (each, a "Proposer") desirous of entering into a development agreement with the City in connection with the development, construction and operation of a destination casino resort project (a "Development Agreement") as set forth in a certain RFP dated July 3, 2019 issued by the City, together with all alterations, supplements or amendments thereto (collectively, the "RFP").
- B. To evaluate the personal, business and financial qualifications and professional capabilities and standing of each Proposer and its affiliates (each, a "Releasor" and collectively, the "Releasors"), the City requires certain information about each Releasor which could be considered confidential and/or proprietary ("Information").
- C. The collection of Information by the City is essential to select the highest quality proposal for the City.
- D. Some of the Information may be collected directly or indirectly from the Releasor and/or other Releasors.
- E. Other Information will be collected directly or indirectly from others such as law enforcement agencies, courts, gaming and other regulatory bodies, former employees, and financial sources.

NOW, THEREFORE, the Releasor, in consideration of the City's accepting for review a proposal in which Releasor has an economic interest and other valuable consideration the sufficiency of which is hereby acknowledged, agree as follows:

- 1. The definitions contained in the RFP are incorporated herein by reference.
- 2. The Releasor hereby consents and agrees to abide by all of the City's terms, conditions, ordinances, rules, regulations and policies concerning the RFP.
- 3. The Releasor agrees that the City does not acknowledge or agree that any of the Information is confidential and/or proprietary.
- 4. Information collected may be used in at least the following ways:
  - a. To evaluate Releasor's personal, financial and business history;
  - b. To evaluate Releasor's personal, financial and business integrity, and criminal history, if any;

- c. To evaluate Releasor's professional qualifications and capabilities and demonstrated past performance; and
  - d. Such other uses as the City reasonably believes are necessary to evaluate the Proposer and its response to the RFP.
5. The City may or may not use the Information in any decision with respect to involvement in gaming in the City and may provide this Information to the Commission.
  6. Information may be shared with other state, local or federal government agencies, departments or advisors who may work with the City.
  7. The City is subject to the federal law, the laws of the State of Illinois and City ordinances. The Releasor acknowledges that such laws and ordinances may provide access by third parties to the Information regarding the Releasor.
  8. The Releasor and its successors and assigns, and on behalf of its affiliates and their successors and assigns, hereby release: (a) the City including all departments, agencies and commissions thereof; (b) HolmstromKennedyPC.; and (c) their respective principals, agents, subcontractors, consultants, attorneys, advisors, employees, officers and directors (the "Releasees"), and hold each of them harmless from any damages, claims, rights, liabilities, or causes of action, which the Releasor ever had, now has, may have or claim to have, in law or in equity, against any or all of the Releasees, arising out of or directly or indirectly related to the (aa) RFP process and the selection and evaluation of proposals submitted in connection therewith; (bb) negotiation of a Development Agreement between the City and the Releasor or any other Proposer; (cc) release or disclosure or any Information whether intentional or unintentional; or (dd) use, investigation of, or processing of the Information.
  9. The undersigned (a) has read and understands this Consent and Release; (b) authorizes the direct and indirect collection of, and consents to the use and disclosure of, the Information as described herein; and (c) represents and warrants that it has the authority to execute and deliver this Consent and Release on behalf of itself and its affiliates.

Dated: \_\_\_\_\_

\_\_\_\_\_  
 (Name of Proposing Enterprise)

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT B**

**WIRE INSTRUCTIONS FOR SUBMITTAL FEE**

Name of Bank.....Associated Bank

Routing Number..... 075900575

Account Number..... 2263051001

Account Name..... General Account