

FIRST AMENDMENT TO SURROUNDING COMMUNITY AGREEMENT

This First Amendment to Surrounding Community Agreement (this "Amendment") is entered into this 21 day of January, 2014 (the "Effective Date") by and between Blue Tarp reDevelopment, LLC ("MGM"), a Massachusetts limited liability company, with an office address of 1441 Main Street, Suite 1137, Springfield, MA, owner and developer of the MGM Springfield project in Springfield, Massachusetts and the Town of East Longmeadow, Massachusetts (the "Community"), a municipality in the Commonwealth of Massachusetts (MGM and the Community hereinafter collectively the "Parties" or individually a "Party").

RECITALS

WHEREAS, the Parties entered into a Surrounding Community Agreement dated December __, 2013, (the "Agreement") to which MGM's mutual agreement is subject to the Parties' mutual agreement to this Amendment; and

WHEREAS, the Parties desire to amend the Agreement in light of certain developments affecting the obligations thereunder;

AGREEMENT

NOW THEREFORE, for valuable consideration, the sufficiency and receipt of which are hereby acknowledged by the Parties, and in consideration of the mutual promises and covenants contained herein, the Parties agree as follows:

1. The Agreement is hereby amended in Paragraph 1 (i) in the first sentence, deleting the phrase "Within thirty (30) days of execution of this Agreement," and replacing it with the following phrase: "Within thirty (30) days of MGM's acceptance of the Gaming License from the Commission, as evidenced by payment of the licensing fee under M.G.L. c. 23k, § 10(d),"; and (ii) in the fifth (final) sentence, by inserting after the word "legal" the words "and/or consulting".
2. Except as provided herein, all of the remaining terms, covenants and conditions of the Agreement are hereby ratified and confirmed.
3. This Amendment may be executed in any number of counterparts, each of which when executed and delivered (whether by original, facsimile or electronic copies) shall be an original, but all such counterparts shall constitute one and the same agreement.
4. The Effective Date of this Amendment shall become the Effective Date of the Agreement.

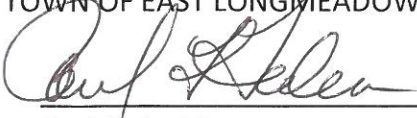
ACKNOWLEDGED AND AGREED TO BY:

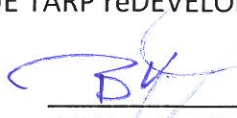
Community:

MGM:

THE TOWN OF EAST LONGMEADOW

BLUE TARP reDEVELOPMENT, LLC

By: 
Paul Federici

By: 
Bill Hornbuckle

Its: Chairman, Board of Selectmen

Its: Authorized Signatory

Dated: 1-21-14

Dated: 1/5/14

By: 
Angela Thorpe

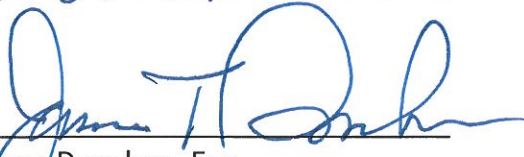
Its: Selectman

Dated: 1-21-14

By: 
Deborah Boronski

Its: Selectman

Dated: 1-21-14

By: 
James Donahue, Esq.

Its: Town Counsel (as to form)

Dated: 1-21-14