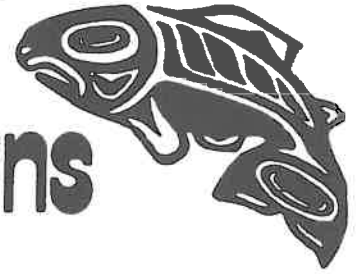




Puyallup Tribe of Indians



REQUEST FOR PROPOSALS FOR CLASS II GAMING AND ENTERTAINMENT MANAGEMENT SERVICES FOR RIVERBOAT CASINO

Section 1. Introduction

The Puyallup Tribe of Indians ("Puyallup" or the "Tribe") is a federally recognized Indian Tribe governed by a Tribal Council consisting of 7 elected Tribal members. Puyallup currently operates the Emerald Queen Hotel & Casinos, a Class III gaming operation consisting of two brick and mortar facilities located in Tacoma and Fife, Washington, respectively. The Tribe originally began gaming operations in December of 1996 on the Emerald Queen Casino Riverboat anchored in the South Puget Sound area located at 2102 E. Alexander Avenue, Tacoma, WA 98421. This gaming operation was eventually moved to the land-based Fife location at the beginning of 2005. Puyallup continues to own the Riverboat (now idle), which is moored on the Blair Waterway to shore-side gaming facilities (together the "Riverboat") on land held in trust for gaming within the Puyallup Indian Reservation.

Puyallup is reopening the Riverboat as a Tribally owned Class II gaming operation. Although the shore-side facility is in need of major renovation, the Boat is in good condition. The Boat has the gaming and entertainment capacity to serve up to 2,500 people located throughout four decks with a total area of 23,400 square feet of casino space and 25,320 square feet of lounge and entertainment areas. Both the Boat and shore-side facilities will require up-grades to bring them current for modern day gaming or other entertainment operations.

The capital needed for: 1) facility renovations; 2) gaming equipment; and 3) business operations must come from the company the Tribe selects to manage the Riverboat business. As the owner of the Class II gaming and entertainment operations, Puyallup will either create a tribal enterprise with a board to oversee the business or will maintain direct control of the operations by and through the Tribal Council.

Section 2. Purpose of This Request

With the backdrop provided above, Puyallup invites qualified gaming management firms (Firm), experienced in Indian Gaming, to submit a Proposal for managing Puyallup's Class II gaming and entertainment operations on the Riverboat. The Firm should include their background and history in Class II gaming and entertainment, their history of working with Tribal governments, and their ability to

provide capital for the project. Puyallup shall select the Firm most qualified to supply the financial and management services requested. To assist in preparing the Proposals, upon request, the Tribe is offering interested Firms the opportunity to visit the Riverboat and shore-side facilities before the Proposal submission deadline to have questions answered and gain a more in depth understanding of the project. There is no express or implied obligation for Puyallup to reimburse the Firm for any expenses or costs incurred for visiting the Riverboat or associated in preparing the Proposal.

Section 3. Content of Proposals

The Proposal shall set forth the Firm's plan to finance renovations to the Riverboat, its ancillary facilities and gaming operations, and to provide management services for the Riverboat as a Class II gaming operation and entertainment destination. Critical to the Tribe's analysis is for each Proposal to address the following:

- a) an assessment of the proposed Riverboat gaming operation along with recommendations for operational and business strategy opportunities;
- b) the Firm's approach, philosophy, and business plan (including financial projections, management staffing and authority, fees, revenue sharing, and capital recovery arrangements consistent with IGRA requirements) in providing gaming and entertainment management services;
- c) the arrangements the Firm plans to use in terms of financing the facility renovations and gaming operations for the Riverboat;
- d) the Firm's plans for innovation with an eye towards future trends in gaming and other entertainment;
- e) the number of Class II gaming machines the Firm recommends for optimum return on investment;
- f) how the Firm intends to attract and keep engaged the next generation of gaming and entertainment players (e.g., the millennial generation);
- g) details about how the Firm intends to manage the Riverboat operations so as not to cannibalize play from the Tribe's Class III gaming operations conducted at the Emerald Queen Hotel and Casinos;
- h) the Firm's understanding and agreement to work under the general direction of the Tribe (either directly or through a Tribally created corporation with a Board of Directors) as the owner of the Riverboat gaming operation and how elements 3 (a) through (g) above might be impacted and or implemented pursuant to such Tribal ownership and control; and

- i) at least three references (if the Firm has not worked with or for the Tribe previously).

Section 4. General

Outside of this Request, should a Firm want additional relevant information the Tribe deems confidential in order to submit a Proposal, the Firm will be asked to sign a Non-Disclosure Agreement ("NDA"). Once the Tribe receives the executed NDA, the requested information will be provided to the Firm and provided to all other interested Firms after each Firm executes the required NDA. All information and data furnished to Firms by Puyallup, along with all other documents to which the Firms may have access to, shall be treated as confidential to Puyallup.

Section 5. Standard Conditions

1. The Firm ultimately selected to provide financing and gaming management services shall meet any licensing requirements mandated by the National Indian Gaming Commission and the Puyallup Tribal Gaming Regulatory Office.

2. The Firm selected will perform management services as that term is understood by the National Indian Gaming Commission ("NIGC") and will have all management contracts (as defined by the NIGC pursuant to the Indian Gaming Regulatory Act) approved by the NIGC consistent with federal law.

3. Any Proposal received after the date and time for the deadline may be summarily rejected by the Tribe and returned unevaluated to the Firm. The time the Proposal is received by the Tribe shall be determined as indicated on the email where the Proposals are received.

4. The Firm agrees to indemnify, defend, and hold harmless Puyallup, its officers, agents and employees from any and all claims and losses resulting from or relating to the Firm's response to this Request and subsequent Proposals, including any and all claims and losses accruing or resulting to any person, firm or corporation who may be injured or damaged by the Firm's actions or inactions.

Section 6. Submitting a Proposal

Please respond to Puyallup by submitting a Proposal consisting of one (1) digital copy (PDF). To receive consideration, the Firm's Proposal must be received via email to the individuals identified below no later than 4:00 p.m. (Pacific Standard Time) on **February 2, 2018**. Questions may also be sent to the following individuals:

Julie Hamilton
Tribal Financial Officer
julie.hamilton@puyalluptribe.com

Robb Hunter
Staff Attorney - Gaming
robert.hunter@puyalluptribe.com

Section 7. Evaluation Procedures

Puyallup shall evaluate the Proposals on the basis of qualifications (including reference checks if applicable) and other relevant information as identified in this Request. Puyallup acknowledges there may be some subjectivity in the evaluation of the Proposals. Every effort shall be made by Puyallup to be impartial and fair in the evaluation process.

Puyallup reserves the right to reject any or all Proposals on any basis and without disclosure of the reason(s) for not selecting a Firm during the elimination process. Failure to make such disclosure shall not result in the accrual of any right, claim, or cause for action by a Firm against Puyallup. In addition, Puyallup reserves the right to waive any irregularities that it considers minor, or otherwise, in nature to the overall selection process. Once a Firm is selected by the Tribe based upon the submitted Proposals (and potential interviews), the details of the financial agreements and management contract will be solidified through negotiations and written documentation.

Indian preference applies to the ultimate selection of the Firm hired to provide the management services, all in accordance with applicable regulations and policies of the Puyallup Tribe of Indians. **Puyallup does not waive its sovereign immunity from un-consented lawsuit in any respect with regard to this Request for Proposals, or the evaluation process.**