

	Central Amusement International, LLC.	PAIDIA (Legoland)	Standard Amusements, LLC	Sustainable Playland, Inc.
PHYSICAL FEATURES				
Rides & Other Amusements	Bring 22 new rides (in a rotation) over the course of the first 5 years while restoring existing rides. New Midway Games and Arcade Equipment. Development of New Adventure Golf to replace mini-golf, New Water Playground. Zamperla looks to showcase their new rides and attractions at this park after the initial introduction of the 22 rides over first five years. The overall number of rides will actually be slightly reduced with rides of greater capacity permitting the same ridership volume while creating more space.	New family attractions (rides and shows) based on the LEGO brand. Rides and attractions feature educational and participatory elements. In-house development group handles design, model builds, project management, the pre-opening of the park, and on-going operations and maintenance so that the facility continues to offer premier entertainment where kids come first.	1) Provide a facelift to the entire park -- \$4,000,000 investment in basics like painting, pavement repair, signage, etc. in first 5 years 2) Restore all historic rides to prominence -- approximately \$2,000,000 budgeted during first 5 years 3) Immediately add new water play area (\$4,000,000), new unicoaster (\$1,200,000), and at least one new ride each additional year 4) Total investment in the amusement park in first five years of \$18mm; over \$35mm during the 15 year Agreement 5) Use live performance shows and develop seasonally themed shows geared towards children 6) Clean and restore games; add new games including "3 Point Challenge"	Revamped amusement zone with modern updates to Kiddyland and restored historic rides.
Size of Amusement Park	The "footprint" of the park shall not be expanded beyond its current size, shape and capacity. Infrastructure will be maintained, and upgraded with a direct relationship to attendance volume. Park infrastructure and parking facilities would be improved but remain relatively unchanged unless they projected much higher attendance.	LEGOLAND envisions increasing the footprint of the Playland amusement park site by expanding towards the bath house. Current LEGOLAND parks occupy an average of 75-100 acres, with an entire LEGOLAND resort occupying larger acreage sites. The smallest site currently under development is the proposed park in Japan with 24 acres.	The current footprint of the amusement park will be maintained	Playland will be divided into several zones - Beach Zone, Art & Ed Zone, Fountain Plaza Zone, Amusement Zone, Field Zone, Great Lawn Zone, & Shore Zone.
Pool/ Water Features	In considering many options for the existing swimming pool at Playland, CAI has determined that an Interactive Water Playground 1) 'Zero Entry' Makes structure safe for non-swimmers. 2) Fun for families and children 4-12 years of age. 3) Strengthens group sales. 4) Custom themed to Playland	The size of the Playland site is too small to reasonably accomodate both a theme park and a quality water park. As such, LEGOLAND does not currently anticipate water features beyond those that may be included within the park. Existing pool area in bathhouse would be repurposed to allow for better pedestrian access to beach and boardwalk area.	Near the location of the pool, will build an interactive children's' water play element and a Double Aqua loop water slide (total investment of approximately \$4,000,000)	New Splash Deck 2) Water based activities will include kayak & boat moorings will be added to paddlewheel boat and peddleboat rentals
Beach/Board Walk	South Bathhouse Restoration - Children's Entertainment Center would be a year round edutainment experience for children and toddlers up to 10 years of age.	This area would remain open to the public and under county control and supervision. LEGOLAND would like to assist in the beautification of the area and would like the opportunity to add LEGO inspired features in the area.	1) Implement daily raking program to maintain beach and groom the beach 2) Offer beach chair & umbrella rentals, will explore offering beach cabana with beverage service 3) Hire expert lifeguards trained by Ellis & Associates 4) Supportive of allowing dogs on the beach in the off-season	Beach Zone amenities will include beach chair & umbrella rentals, along with "beach food" concessions, upgraded locker & service areas
Fields	None in the Proposal as submitted. CAI is open to negotiation to create an athletic field in the back of the park	No sports fields are currently planned, but could be incorporated on the deck of a parking structure to create an aesthetically appealing view for neighbors.	1) Will build 4 sports fields and create landscaped lawn by Manursing Lake (estimated capital cost of \$4,000,000) 2) Will maintain those areas at an estimated expense of \$350,000 per year (approximately \$5,500,000 of value over life of agreement)	Approximately 10 acres of newly built "Great Lawn" & 5 acres of multi-purpose athletic fields
Field house	None	None anticipated.	None	New 96,000 ft² field house for athletics tapping into excess demand in the region helping establish year-round activity at Playland
Ice Casino	CAI expects to cooperate with American Skating Center regarding use and promotions of the Ice Casino. The Ice Casino will be open year round.	If the facility is to remain as an ice skating venue for area residents, it would continue to be managed by the County. This may be advantageous to county with respect to union contracts.	1) Maintain the ice casino as a skating facility 2) Give exterior facelift consistent with Ice Casino's historical art deco aesthetic 3) Overhaul Ice Casino food operations 4) Will explore potential year-round uses	Restoration of Ice Casino facility to operate it as currently configured.

	Central Amusement International, LLC.	PAIDIA (Legoland)	Standard Amusements, LLC	Sustainable Playland, Inc.
Westchester Children's Museum	CAI fully supports The Children's Museum and will work closely with Camp Playland 1) Full Day Program 2) Partnerships with Children's Entertainment Center & Museum and Edith Read Sanctuary. The Children's Center will be open year round.	The Children's Museum is certainly a compatible venue to a proposed LEGOLAND. Both would appeal to the same general demographic. The layout, however, that allows for an expansion of the park footprint and the best and safest design for pedestrian traffic to the beach/boardwalk, would include LEGOLAND control of the bathhouse area. While the anticipated design could be altered to allow the museum to occupy the site they have envisioned and worked hard to move forward, it would be optimal if they were to locate instead at a different area on-site. We believe that the advantages the museum would see as being part of a LEGOLAND development, would exceed the inconvenience and additional costs on their part for the change. We believe it may also afford them the opportunity to have the structure fit the needs of the museum, rather than having to force the museum design into a structure, and should result in a net-cost savings to them.	1) Will work closely with the WCM to develop programs which further their mission 2) Offered free additional office space in one of the admin buildings on site	Will be advanced separately but complement SPI's proposed vision; discussions to date between SPI and WCM confirm that SPI would like WCM to be part of the SPI team and WCM has confirmed it wishes to do so. SPI will do what it can to cause the WCM lease to be fully signed and effective at such time as SPI has received necessary approvals from the BOL
Food Service	Culinart's Commitment: Food stands and service will take on a new diverse menu and will also provide entertainment. Family BBQ, Signature Burgers, Pizza Village, Cocina Fresca, Froot Cup, Edible Fruit Animals. Culinart will also become more involved in special events.	Quality and healthy food options will be available at the park. Food service operations are handled in-house.	1) Improve food operations throughout the park while gradually bringing food operations in-house as existing contracts expire 2) Emphasis on high quality products with an attractive portion to pricing ratio 3) Develop specialty meal and snack offerings that will define the Playland experience 4) Offer an extensive variety of healthy food options	Restaurants and cafés will be added to the Fountain Plaza Zone and Bathhouse Terrace
OPERATIONS				
Safety & Security	All Rides, Equipment and Operations will adhere to all applicable Amusement Industry Safety Standards and will be subject to regular maintenance and inspection. CAI draws its strength from its affiliated relationship with Zamperla, the manufacturer of the rides to be provided for the Park. Zamperla will provide for the safe installation of all rides and will provide instructions for operator training and maintenance procedures. With its facility located in nearby Boonton, NJ, any spare parts and technical assistance required from Zamperla is less than an hour away. CAI will assume full responsibility for security at the Park. All staff will be trained in safety and security.	LEGOLAND would be responsible for park safety and security.	1) Achieve the highest standards of safety and operational excellence in the amusements industry 2) Retain Comspeg Inc. to design, implement and maintain a comprehensive ride inspection program 3) Establish an environment in which Westchester County families feel 100% safe and secure 4) Retain experienced and qualified security personnel to work with Westchester County Police and local law enforcement officials to execute a comprehensive security plan	SPI will provide private security team, comprised of an experienced administrator (a former NYPD three-star chief); a full-time, in-house supervisor (likely a retired policeman who was a managing officer); supervisors; and officers. The administrator and in-house supervisor will coordinate all on-site security, including that provided by the amusement park, beach, pool, parking lot, and ice casino operators. SPI security will coordinate with Westchester County and Rye police (see below). Security coverage will be 24 hours a day, 365 days a year.
Staff	CAI recognizes that employment specifics must be worked out, but their goal is that no existing county employee loses their job. There will be some combination of CAI and County Staff under a number of different scenarios to be negotiated with the County and the unions.	LEGOLAND would manage and operate the park and would be the employer. Job creation would increase opportunity for the area and for workers either currently employed by the park, or who have experience working there seasonally. Pending further discussions regarding specifics of the existing union contracts with the county, a satisfactory arrangement should be obtainable.	1) Work with Westchester County to offer employment to all Playland employees 2) Willingness to negotiate collective bargaining agreements with full-time employees 3) Plan to grow employment levels and create jobs 4) Install top caliber management to achieve higher "Disneyesque" standards of operation	SPI currently projects to have approximately 20 year-round, full-time staff, not including asset managers, consultants, and independent contractors. An additional 180 year-round employees will be needed for the amusement park, ice casino, field house, pool, and restaurants and concessions, for a total of 200 year-round jobs.
Youth Employment	Playland believes they can employ between 800-1000 youths over the course of the summer so there won't be any noticeable change. They plan on working with local communities and school districts (including colleges/universities) to enhance youth employment and education.	As a LEGOLAND park, youth employment opportunities would continue.	Continue to offer part-time and seasonal job opportunities to several hundred employees with priority given to Westchester County residents	SPI projects to need approximately 1,000 seasonal employees at full build-out. This includes employees at the amusement park, ice casino, field house, pool, beach, restaurants and concessions, and public areas. SPI intends to continue the County's policy of favoring Westchester residents for these jobs and to continue to build upon the County's existing youth employment outreach program, with assistance from the Department of Parks and Recreation.

	Central Amusement International, LLC.	PAIDIA (Legoland)	Standard Amusements, LLC	Sustainable Playland, Inc.
Oversight	CAI expects to work closely with the County to maintain its joint mission and achieve mutual goals. CAI will operate the Park in accordance with the provisions of an agreement between CAI and the County to the satisfaction of the County. Whenever required, CAI will request the approval of the County in regards to any improvements to be made in the Park.	LEGOLAND would remain responsible for on-going operations so that the park would adhere to the level of service and quality that their parks are known for.	1) Jack Falfas, an industry veteran with over 40 years of experience, will be CEO 2) Mr. Falfas has an extensive management team lined up including a general manager, VP of marketing, VP of food operations, VP of games and merchandise, and a variety of consultants for maintenance & construction, security, safety, and entertainment	Westchester County Board of Legislators and the County Executive will provide ultimate oversight, with the BOL having formal approval over the SPI capital improvement plan and the County Executive ensuring SPI meet its contractual obligations. SPI anticipates semi-annual, formal meetings with the BOL and an annual presentation to the BOL, in addition to special meetings with select legislators as needed. SPI anticipates an annual presentation to the County Executive, quarterly meetings with the Department of Parks and Recreation, and additional meetings with County administrators as needed.
Marketing	CAI will establish a well funded marketing program combining all traditional and modern day social media. The program will be enhanced by the existing marketing operations in the metro NY area. Ten percent (10%) of the anticipated gross revenue of the Park will be dedicated to the marketing budget.	LEGO Brand Framework - brand core & four promises - play promise, planet promise, partner promise, people promise. Park geared toward families and children aged 2-12. LEGOLAND would aggressively market the park regionally.	1) Dramatically increase Playland's presence in the surrounding community through a \$2mm marketing budget, promoting Playland to families via traditional and emerging marketing channels 2) Update website and provide on-line ticketing 3) Increase corporate sponsorship and corporate attendance programs	SPI's overall marketing will be managed by Thompson & Bender, with the goal of boosting overall park visitation. Individual operators will have their own marketing efforts. The amusement park operator will have a comprehensive media campaign, including television, radio, and newspaper advertising. The ice casino and field zone operators will also have their own marketing programs.
County Involvement	Look to work with Park's Department regarding the Ice Casino, Boardwalk, Beach, Water Playground and Read Sanctuary.	LEGOLAND's operation staff would work with the county with respect to the areas that would remain public, including the boardwalk, beach and ice casino areas. Pending further discussions, the county may partner with LEGOLAND for a parking solution that the county would operate.	County will not be involved in the operations of Playland	The County will still be involved in security, as SPI security will need to coordinate with and report incidents to the County Department of Public Safety. The County will also be the final permitting authority for events at Playland.
FINANCIAL				
Upfront Payment	Annual Minimum Base Rent Two Hundred Ten Thousand and No/100 Dollars (\$210,000.00) Payable in four equal installments of \$52,500.00 each on May 31st, June 30th, July 31st and August 31st of each year. Percentage Rent Percentage Rent means percent of Net Receipts (net of sales tax only) generated from all business conducted in the Park by CAI plus rent payments received by CAI from any concessionaires. In addition to the Base Rent, Percentage Rent will be assessed at a rate of Five Percent (5%) of Net Receipts and Rent Payments received from concessionaires from \$7,000,000.00 to \$10,000,000.00. Percentage Rent for Net Receipts and Rent	To be negotiated, pending a final determination of exactly what footprint LEGOLAND would include.	1) \$6,000,000 to cover principal and interest on Playland related debt 2) Will construct the sports fields and landscaped lawn at an approximate cost of \$4,000,000	\$4,000,000 payable in stages as each zone become operational. It is anticipated that all zones will become operational at approximately the same time except for the ice rinks in the Ice Casino because of the time it will take the County to effect necessary repairs of the damage caused by Hurricane Sandy.
Capital Investment	\$26,418,000 over First 5 years Year One \$5,739,000 Year Two \$5,739,000 Year Three \$4,626,000 Year Four \$7,729,000 Year Five \$2,585,000 At the conclusion of an agreement reached with the County or in the event of any termination of the agreement, CAI shall be entitled to payment from the County of the unamortized value of any equipment for any equipment which has not reached its	Final budget would not be finalized until the design phase is completed, but we anticipate \$150-200 million.	\$20,000,000+ in first five years and \$40,000,000+ over life of 15 year agreement including sports fields and landscaped lawn	\$34,000,000 over 15 years with most of the investment being made in the first year or two in order to purchase equipment, make renovations and to do what is necessary create the uses and activities that will occur in each zone.
Use of LDC Bonds	None	LEGOLAND has the financial capability to complete the project without the use of government bonds. However, should it prove advantageous to the county with respect to parkland issues and potential defeasement issues, the lower interest rates would be attractive. If bonds were to be utilized, the lease terms offered would be more favorable with LEGOLAND and/or Merlin Entertainments offering a guaranty for the new bonds.	None -- not dependent on any future financing	SPI expects to utilize bond proceeds from one or more bond issues or series of bonds to be issued by the Westchester County Local Development Corporation if pending issues have been resolved and, if not, to pursue bond financing from another Westchester-based issuer of such bonds or, if left with no other alternative, an out of state issuer of such bonds.

	Central Amusement International, LLC.	PAIDIA (Legoland)	Standard Amusements, LLC	Sustainable Playland, Inc.
Ongoing Revenue Arrangement	There shall be an annual minimum rent plus a percentage rent based on annual receipts. It is projected that CAI's revenue will steadily increase over time meaning additional County revenue as well.	A final lease offer cannot be made at this time as there are too many unknowns, including the exact footprint we would be developing, the final cost of that development, the potential partnership with regard to parking, and whether bonds would be utilized. We do anticipate that the lease would be in excess of \$2 million annually, and that the county would benefit from an increase in local sales tax collections from the park site.	1) Will continue to pay the interest on Playland related debt which is approximately \$5,500,000 total over the Agreement 2) Will pay the operating expenses of the new sports fields and lawn / picnic area, which is approximately \$5,500,000 over the life of the agreement 2) Will give the County a note payable of \$20,000,000, which will receive payments after operating expenses, capital investments and the management fee. Allows the County to further participate in the upside of Playland	Each of the zone operators will pay a negotiated amount of "rent" under its Sub-Asset Management Agreement. Other companies such as those operating the restaurants, event space, boating facilities, gift shops, etc. will pay a combination of "rent" and/or percentage rent.
Debt Service Arrangement	County would receive Base Rent and Percentage Rent and the benefits of the Capital Investments as stated above. The County will also be relieved of operating expenses.		See above	SPI as well as each of the operators assumes responsibility for providing their own debt and equity that will be invested in Playland. The obligors on the debt, whether bond financing debt or bank loans, will be the individual entity who borrows the money (i.e.: SPI and each of the operators). The County will have no responsibility for any such debt even in the event of an operator's default. In such event the "workout" will be between the lender and the borrower as is typical in bank and bond lending. The County, as owner of Playland, will not be a party to the debt arrangements, will not guarantee the debt and will assume no responsibility with regard to any such debt.
Terms of Lease	"Classic Amusement Park" - The park will open Palm Sunday through Memorial Day on weekends, from Memorial Day to Labor Day seven days a week, and from Labor Day to Halloween it will be open on Weekends.	LEGOLAND would like to control the site long-term. Our proposal is not a temporary solution to a problem, but a redevelopment. Due to the scope of the investment being considered, a long-term lease of 50 years is preferred. However, we understand that there may be legal impediments to such an arrangement. We believe that a satisfactory agreement could be structured that affords LEGOLAND the security necessary to invest to the level being discussed, while allowing the county to meet its obligations with respect to the property remaining parkland.	15 year Management Agreement	SPI is not entering into a lease with the County. Rather, SPI is entering into an Asset Management Agreement ("AMA") under which SPI will manage the County asset known as Playland Park for 10 years. The operators of each zone will enter into a Sub-Asset Management Agreement ("Sub-AMA") also having a term of 10 years between SPI and each operator. Each operator will perform functions that SPI is obligated to perform under the AMA except for those functions SPI retains for itself (such as managing and operating the Fountain Plaza Zone, the Great Lawn and other "common areas" not specifically within the other named zones. Both the AMA and the Sub-AMAs will have provisions by which the County can declare a default if dissatisfied with the performance of SPI and/or an operator. If SPI or an operator fail to correct the basis underlying the default, the County may terminate the AMA or Sub-AMA as the case may be. The operators will pay SPI negotiated "rent" payments. SPI will pay the County all net operating income ("NOI") from operating Playland. NOI will equal gross revenues received by SPI less all operating expenses reflected on an operating budget annually prepared in advance by SPI and approved by SPI's board (that will include on the board