

COMMITMENT TO SERVE

West Virginia Lottery

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West Virginia Lottery

Consulting Services

Response to Request for Quotation
RFQ Number LOT481

Suttle & Stalnaker, PLLC

FEIN: 55-0538163

The Virginia Center, Suite 100

1411 Virginia Street East

Charleston, West Virginia 25301

(304) 343-4126 main

(304) 343-8008 fax

(800) 788-3844 toll-free

Contact Person:

Chris S. Lambert, CPA, Member

(304) 720-3102 direct

January 19, 2012

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CERTIFIED PUBLIC ACCOUNTANTS

January 19, 2012

Shelly Murray, Senior Buyer
State of West Virginia
Department of Administration
Purchasing Division
2019 Washington Street, East
Charleston, WV 25305-0130

Re: RFQ Number LOT481

Dear Ms. Murray:

Suttle & Stalnaker, PLLC understands that the West Virginia Lottery is requesting quotations from qualified firms of certified public accountants for financial review analysis and advice concerning video lottery terminal manufacturers, licensed racetracks and licensed operators, table games supply manufacturers or persons applying for these licenses or permits under the Racetrack Video Lottery Act [W.Va. Code § 29-22A-1 et seg.] the Limited Video Lottery Act [W.Va. Code § 29-22B-1 et seg.} the Racetrack Table Games Act [W.Va. Code § 29-22C-1 et seg.] the Limited Gaming Facility [Casino] Act [W.Va. Code § 29-25-1] and/or other Acts that may be enacted prior to or during the term of the contract issued pursuant to their RFQ. The contract is for an initial term of one year.

Suttle & Stalnaker, PLLC has been performing the requested services for the past fourteen years. Our expertise in evaluating business entities, along with our regulatory expertise with various West Virginia Agencies, enable Suttle & Stalnaker, PLLC to be the best qualified firm to perform the engagement.

Thank you for the opportunity to submit a quotation. Please do not hesitate to call if you have any further questions.

Sincerely,

A handwritten signature in cursive script that reads 'Suttle & Stalnaker, PLLC'.

Christopher S. Lambert, CPA
Member

The Virginia Center • 1411 Virginia Street, East • Suite 100 • Charleston, WV 25301

Phone (304)-343-4126 or 1-(800)-788-3844 • Fax (304)-343-8008

Towne Square • 201 Third Street • PO Box 149 • Parkersburg, WV 26102

Phone (304)-485-6584 • Fax (304)-485-0971

www.suttlecpas.com • E-mail: cpa@suttlecpas.com

A Professional Limited Liability Company

AFIRMATIVE RESPONSES TO MANDATORY REQUIREMENTS

1. Suttle & Stalnaker, PLLC will be able to respond to the Lottery within one hour.
2. Suttle & Stalnaker, PLLC has no conflict of interest with regard to any other work performed by the firm for the State of West Virginia.
3. Suttle & Stalnaker, PLLC has no accountant-client relationship with any of the four pari-mutuel racetracks that are located in West Virginia and regulated by the State Lottery Commission.
4. Suttle & Stalnaker, PLLC has no accountant-client relationship with any of the manufacturers of the video lottery machines that are now licensed by the West Virginia Lottery and that may hereafter become licensed or permitted.
5. Suttle & Stalnaker, PLLC has no accountant-client relationship with any of the limited video lottery operators that now hold West Virginia Lottery limited video lottery licenses or that may hereafter become licensed.
6. Suttle & Stalnaker, PLLC has no accountant-client relationship with any of the supply manufacturers for the table games that are now licensed by the West Virginia Lottery and that may hereafter become licensed.
7. Suttle & Stalnaker, PLLC has no accountant-client relationship with any limited gaming facility that is now licensed by the West Virginia Lottery and that may hereafter become licensed.
8. The member assigned to this contract, Christopher S. Lambert, is properly licensed to practice accountancy in the State of West Virginia and is a certified public accountant at the partner level and has met all continuing professional education requirements within the preceding two years.
9. The member assigned to this contract, Christopher S. Lambert, is experienced in the preparation and analysis of a variety of regulatory financial forms required by the United States Securities and Exchange Commission ("SEC").
10. None of the members of Suttle & Stalnaker, PLLC have been convicted of any violations of security laws or of gambling laws.
11. Suttle & Stalnaker, PLLC agrees, by submission of its quotation, that the West Virginia Lottery reserves the right to engage other providers for this type service during the term of this contract at the direction of the Commission should specialized knowledge be required.
12. Suttle & Stalnaker, PLLC has no delinquencies with the State Tax Department or Unemployment Compensation and has adequate workers' compensation insurance.

SUTTLE & STALNAKER, PLLC

Locations. Suttle & Stalnaker, PLLC (S&S), Certified Public Accountants, has offices located at 1411 Virginia Street East, The Virginia Center, Suite 100, Charleston, West Virginia 25301 and at Towne Square, 201 Third Street, Post Office Box 149, Parkersburg, West Virginia 26102.

Statistics. S&S was founded in 1973 and now has approximately 71 professionals, including 13 members (partners). S&S is one of the largest accounting firms in the State of West Virginia and has a rich heritage in the West Virginia market. S&S performs a full range of services including financial reporting consulting, SOX consulting and compliance, audit and attest services, tax and tax planning, merger and acquisition consulting, operational consulting, internal audit assistance, audit preparation consulting, business valuations, and outsourcing. The Firm is one of the fastest growing CPA firms in West Virginia which is a primary result of our high quality services, commitment to clients and competitive fees.

PKF NORTH AMERICA

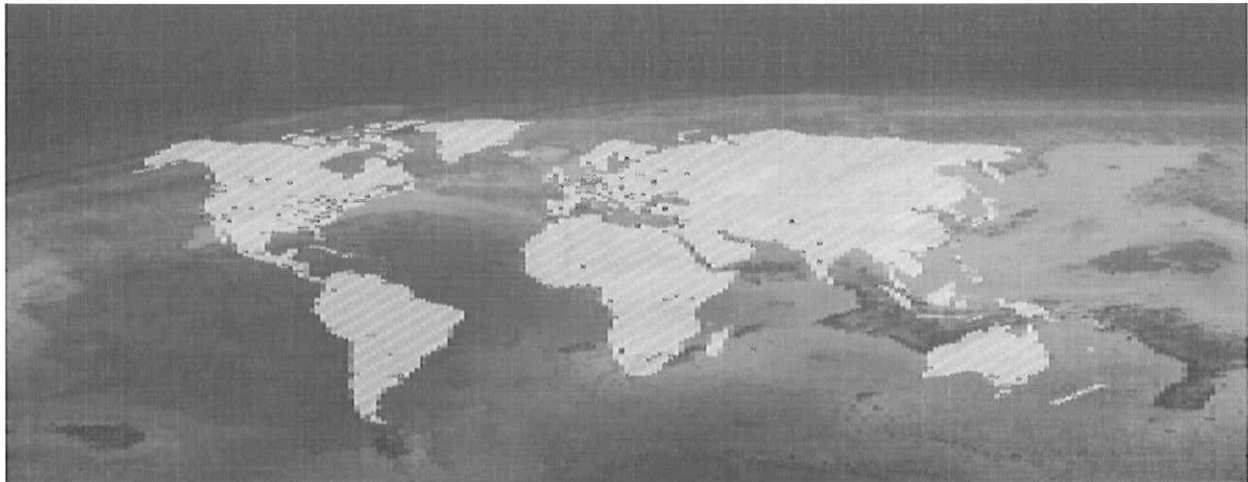
Suttle & Stalnaker, PLLC is a member of PKF North America. PKF North America is a national and international association of independent certified public accounting firms, provides its members with continuing professional education, quality control, technical support, and marketing services.

Location. National and international.

Statistics. PKF North America includes over 200 member firms throughout the United States, Canada, Mexico, Europe and the Far East. PKF North America offers a network of experience and expertise covering a wide range of industries and client services on a regional, national and international basis. Admission is by invitation only.

PKF North America strengthens the practices of its member firms in a variety of ways:

- increased representation throughout the world
- access to specialized knowledge and expertise throughout the PKF North America association of firms
- superior professional education
- marketing and practice development support
- a library of best practices materials
- a network of international public accounting firms, through affiliation with PKF International, to meet their international needs



The dots represent PKF member firms through out the world.

PKF North America and PKF International *As of May 6, 2011*

	<u>PKF North America</u>	<u>PKF International</u>
Number of member Firms	95	245
Combined Net Fees of member Firms (in millions, U.S.)	\$1.112	\$2.452
Total Partners-Member Firms	1,082	2,274
Total Staff-Member Firms	6,100	15,877
Countries in which member Firms reside	11	125

PKF North America *Membership as of May 6, 2011*

Number of Firms with One Office:	46
Number of Firms with Multiple Offices:	49
Largest Firm Revenue:	\$253,000,000
Smallest Firm Revenue:	\$630,000
Average Firm Revenue:	\$12,000,000
Locations:	223
Number of States:	38
Number of Canadian Provinces:	6
Number of Mexican Provinces:	22



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

Request for Quotation

RFQ NUMBER
 LOT481

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ADDRESS CORRESPONDENCE TO ATTENTION OF:
 SHELLY MURRAY
 304-558-8801

VENDOR

*709043333 304-343-4126
 SUTTLE & STALNAKER PLLC
 THE VIRGINIA CENTER SUITE 100
 1411 VIRGINIA STREET EAST
 CHARLESTON WV 25301

SHIP TO

LOTTERY COMMISSION
 312 MACCORKLE AVENUE, SE
 CHARLESTON, WV
 25314-1143 558-0500

DATE PRINTED	TERMS OF SALE	SHIP VIA	F.O.B.	FREIGHT TERMS
11/30/2011				

BID OPENING DATE: 01/19/2012 BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT NO	ITEM NUMBER	UNIT PRICE	AMOUNT
0001		HR		946-10		
<p>ACCOUNTING SERVICES</p> <p>REQUEST FOR QUOTATION (RFQ) OPEN END CONTRACT</p> <p>THE PURCHASING DIVISION IS SOLICITING BIDS FOR THE WEST VIRGINIA LOTTERY TO PROVIDE QUALIFIED LICENSED CERTIFIED PUBLIC ACCOUNTING CONSULTING FIRMS FOR FINANCIAL REVIEW ANALYSIS AND CONSULTING.</p> <p>TECHNICAL QUESTIONS CONCERNING THIS SOLICITATION MUST BE SUBMITTED IN WRITING TO SHELLY MURRAY AND ALAN CUMMINGS IN THE WEST VIRGINIA PURCHASING DIVISION VIA FAX AT 304-558-4115 OR VIA EMAIL AT SHELLY.L.MURRAY@WV.GOV AND ALAN.W.CUMMINGS@WV.GOV.</p> <p>DEADLINE FOR ALL TECHNICAL QUESTIONS IS JANUARY 3, 2012 AT THE CLOSE OF BUSINESS.</p> <p>ANY TECHNICAL QUESTIONS RECEIVED WILL BE ANSWERED BY FORMAL ADDENDUM TO BE ISSUED AFTER THE DEADLINE HAS LAPSED.</p> <p>EXHIBIT 3</p> <p>LIFE OF CONTRACT: THIS CONTRACT BECOMES EFFECTIVE ON AWARD AND EXTENDS FOR A PERIOD OF ONE (1) YEAR OR UNTIL SUCH "REASONABLE TIME" THEREAFTER AS IS NECESSARY TO OBTAIN A NEW CONTRACT OR RENEW THE</p>						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE <i>Chris Lambert</i>	TELEPHONE 304.343.4126	DATE 1/19/2012
TITLE Member	FEIN 55-0538163	ADDRESS CHANGES TO BE NOTED ABOVE

WHEN RESPONDING TO RFQ, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'

GENERAL TERMS & CONDITIONS REQUEST FOR QUOTATION (RFQ) AND REQUEST FOR PROPOSAL (RFP)

1. Awards will be made in the best interest of the State of West Virginia.
2. The State may accept or reject in part, or in whole, any bid.
3. Prior to any award, the apparent successful vendor must be properly registered with the Purchasing Division and have paid the required \$125 fee.
4. All services performed or goods delivered under State Purchase Order/Contracts are to be continued for the term of the Purchase Order/Contracts, contingent upon funds being appropriated by the Legislature or otherwise being made available. In the event funds are not appropriated or otherwise available for these services or goods this Purchase Order/Contract becomes void and of no effect after June 30.
5. Payment may only be made after the delivery and acceptance of goods or services.
6. Interest may be paid for late payment in accordance with the *West Virginia Code*.
7. Vendor preference will be granted upon written request in accordance with the *West Virginia Code*.
8. The State of West Virginia is exempt from federal and state taxes and will not pay or reimburse such taxes.
9. The Director of Purchasing may cancel any Purchase Order/Contract upon 30 days written notice to the seller.
10. The laws of the State of West Virginia and the *Legislative Rules* of the Purchasing Division shall govern the purchasing process.
11. Any reference to automatic renewal is hereby deleted. The Contract may be renewed only upon mutual written agreement of the parties.
12. **BANKRUPTCY:** In the event the vendor/contractor files for bankruptcy protection, the State may deem this contract null and void, and terminate such contract without further order.
13. **HIPAA BUSINESS ASSOCIATE ADDENDUM:** The West Virginia State Government HIPAA Business Associate Addendum (BAA), approved by the Attorney General, is available online at www.state.wv.us/admin/purchase/vrc/hipaa.html and is hereby made part of the agreement provided that the Agency meets the definition of a Cover Entity (45 CFR §160.103) and will be disclosing Protected Health Information (45 CFR §160.103) to the vendor.
14. **CONFIDENTIALITY:** The vendor agrees that he or she will not disclose to anyone, directly or indirectly, any such personally identifiable information or other confidential information gained from the agency, unless the individual who is the subject of the information consents to the disclosure in writing or the disclosure is made pursuant to the agency's policies, procedures, and rules. Vendor further agrees to comply with the Confidentiality Policies and Information Security Accountability Requirements, set forth in <http://www.state.wv.us/admin/purchase/privacy/noticeConfidentiality.pdf>.
15. **LICENSING:** Vendors must be licensed and in good standing in accordance with any and all state and local laws and requirements by any state or local agency of West Virginia, including, but not limited to, the West Virginia Secretary of State's Office, the West Virginia Tax Department, and the West Virginia Insurance Commission. The vendor must provide all necessary releases to obtain information to enable the director or spending unit to verify that the vendor is licensed and in good standing with the above entities.
16. **ANTITRUST:** In submitting a bid to any agency for the State of West Virginia, the bidder offers and agrees that if the bid is accepted the bidder will convey, sell, assign or transfer to the State of West Virginia all rights, title and interest in and to all causes of action it may now or hereafter acquire under the antitrust laws of the United States and the State of West Virginia for price fixing and/or unreasonable restraints of trade relating to the particular commodities or services purchased or acquired by the State of West Virginia. Such assignment shall be made and become effective at the time the purchasing agency tenders the initial payment to the bidder.

I certify that this bid is made without prior understanding, agreement, or connection with any corporation, firm, limited liability company, partnership, or person or entity submitting a bid for the same material, supplies, equipment or services and is in all respects fair and without collusion or Fraud. I further certify that I am authorized to sign the certification on behalf of the bidder or this bid.

INSTRUCTIONS TO BIDDERS

1. Use the quotation forms provided by the Purchasing Division. Complete all sections of the quotation form.
2. Items offered must be in compliance with the specifications. Any deviation from the specifications must be clearly indicated by the bidder. Alternates offered by the bidder as **EQUAL** to the specifications must be clearly defined. A bidder offering an alternate should attach complete specifications and literature to the bid. The Purchasing Division may waive minor deviations to specifications.
3. Unit prices shall prevail in case of discrepancy. All quotations are considered F.O.B. destination unless alternate shipping terms are clearly identified in the quotation.
4. All quotations must be delivered by the bidder to the office listed below prior to the date and time of the bid opening. Failure of the bidder to deliver the quotations on time will result in bid disqualifications: Department of Administration, Purchasing Division, 2019 Washington Street East, P.O. Box 50130, Charleston, WV 25305-0130
5. Communication during the solicitation, bid, evaluation or award periods, except through the Purchasing Division, is strictly prohibited (W.Va. C.S.R. §148-1-6.6).



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

Request for Quotation

RFQ NUMBER
LOT481

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ADDRESS CORRESPONDENCE TO ATTENTION OF:
SHELLY MURRAY 304-558-8801

*709043333 304-343-4126
 SUTTLE & STALNAKER PLLC
 THE VIRGINIA CENTER SUITE 100
 1411 VIRGINIA STREET EAST
 CHARLESTON WV 25301

VENDOR

LOTTERY COMMISSION
 312 MACCORKLE AVENUE, SE
 CHARLESTON, WV
 25314-1143 558-0500

SHIP TO

DATE PRINTED	TERMS OF SALE	SHIP VIA	F.O.B.	FREIGHT TERMS
11/30/2011				

BID OPENING DATE: 01/19/2012 BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT NO	ITEM NUMBER	UNIT PRICE	AMOUNT
<p>ORIGINAL CONTRACT. THE "REASONABLE TIME" PERIOD SHALL NOT EXCEED TWELVE (12) MONTHS. DURING THIS "REASONABLE TIME" THE VENDOR MAY TERMINATE THIS CONTRACT FOR ANY REASON UPON GIVING THE DIRECTOR OF PURCHASING 30 DAYS WRITTEN NOTICE.</p> <p>UNLESS SPECIFIC PROVISIONS ARE STIPULATED ELSEWHERE IN THIS CONTRACT DOCUMENT, THE TERMS, CONDITIONS AND PRICING SET HEREIN ARE FIRM FOR THE LIFE OF THE CONTRACT.</p> <p>RENEWAL: THIS CONTRACT MAY BE RENEWED UPON THE MUTUAL WRITTEN CONSENT OF THE SPENDING UNIT AND VENDOR, SUBMITTED TO THE DIRECTOR OF PURCHASING THIRTY (30) DAYS PRIOR TO THE EXPIRATION DATE. SUCH RENEWAL SHALL BE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE ORIGINAL CONTRACT AND SHALL BE LIMITED TO TWO (2) ONE (1) YEAR PERIODS.</p> <p>CANCELLATION: THE DIRECTOR OF PURCHASING RESERVES THE RIGHT TO CANCEL THIS CONTRACT IMMEDIATELY UPON WRITTEN NOTICE TO THE VENDOR IF THE COMMODITIES AND/OR SERVICES SUPPLIED ARE OF AN INFERIOR QUALITY OR DO NOT CONFORM TO THE SPECIFICATIONS OF THE BID AND CONTRACT HEREIN.</p> <p>OPEN MARKET CLAUSE: THE DIRECTOR OF PURCHASING MAY AUTHORIZE A SPENDING UNIT TO PURCHASE ON THE OPEN MARKET, WITHOUT THE FILING OF A REQUISITION OR COST ESTIMATE, ITEMS SPECIFIED ON THIS CONTRACT FOR IMMEDIATE DELIVERY IN EMERGENCIES DUE TO UNFORESEEN CAUSES (INCLUDING BUT NOT LIMITED TO DELAYS IN TRANSPORTATION OR AN UNANTICIPATED INCREASE IN THE VOLUME OF WORK.)</p> <p>QUANTITIES: QUANTITIES LISTED IN THE REQUISITION ARE APPROXIMATIONS ONLY, BASED ON ESTIMATES SUPPLIED BY</p>						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE	TELEPHONE	DATE
TITLE	FEIN	ADDRESS CHANGES TO BE NOTED ABOVE

WHEN RESPONDING TO RFQ, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

Request for Quotation

RFQ NUMBER
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BID OPENING DATE: 01/19/2012 BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
<p>THE STATE SPENDING UNIT. IT IS UNDERSTOOD AND AGREED THAT THE CONTRACT SHALL COVER THE QUANTITIES ACTUALLY ORDERED FOR DELIVERY DURING THE TERM OF THE CONTRACT, WHETHER MORE OR LESS THAN THE QUANTITIES SHOWN.</p> <p>ORDERING PROCEDURE: SPENDING UNIT(S) SHALL ISSUE A WRITTEN STATE CONTRACT ORDER (FORM NUMBER WV-39) TO THE VENDOR FOR COMMODITIES COVERED BY THIS CONTRACT. THE ORIGINAL COPY OF THE WV-39 SHALL BE MAILED TO THE VENDOR AS AUTHORIZATION FOR SHIPMENT, A SECOND COPY MAILED TO THE PURCHASING DIVISION, AND A THIRD COPY RETAINED BY THE SPENDING UNIT.</p> <p>BANKRUPTCY: IN THE EVENT THE VENDOR/CONTRACTOR FILES FOR BANKRUPTCY PROTECTION, THE STATE MAY DEEM THE CONTRACT NULL AND VOID, AND TERMINATE SUCH CONTRACT WITHOUT FURTHER ORDER.</p> <p>THE TERMS AND CONDITIONS CONTAINED IN THIS CONTRACT SHALL SUPERSEDE ANY AND ALL SUBSEQUENT TERMS AND CONDITIONS WHICH MAY APPEAR ON ANY ATTACHED PRINTED DOCUMENTS SUCH AS PRICE LISTS, ORDER FORMS, SALES AGREEMENTS OR MAINTENANCE AGREEMENTS, INCLUDING ANY ELECTRONIC MEDIUM SUCH AS CD-ROM.</p> <p>REV. 05/26/2009</p> <p>PURCHASING CARD ACCEPTANCE: THE STATE OF WEST VIRGINIA CURRENTLY UTILIZES A VISA PURCHASING CARD PROGRAM WHICH IS ISSUED THROUGH A BANK. THE SUCCESSFUL VENDOR MUST ACCEPT THE STATE OF WEST VIRGINIA VISA PURCHASING CARD FOR PAYMENT OF ALL ORDERS PLACED BY ANY STATE AGENCY AS A CONDITION OF AWARD.</p> <p style="text-align: center;">NOTICE</p>						

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WHEN RESPONDING TO RFQ, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'

WEST VIRGINIA LOTTERY
An Agency of the
Department of Revenue

REQUEST FOR QUOTATIONS ["RFQ"] LOT481
FOR CONSULTING ACCOUNTING VENDOR

The West Virginia Lottery, an agency of the West Virginia Department of Revenue, is seeking quotations from qualified certified public accounting Vendors for financial review analysis and advice concerning video lottery terminal manufacturers, licensed racetracks and licensed operators, table games supplier manufacturers or persons applying for these licenses or permits under the Racetrack Video Lottery Act [W.Va. Code §29-22A-1 et seq.], the Limited Video Lottery Act [W.Va. Code §29-22B-1 et seq.], the Racetrack Table Games Act [W.Va. Code §29-22C-1 et seq.], the Limited Gaming Facility Act [W.Va. Code §29-25-1] and/or other Acts that may be enacted prior to or during the term of the contract issued pursuant to this RFQ. The State Lottery Commission requires a consultant accounting Vendor that is able to provide calculations and analysis, and to give the Commission candid and unbiased advice, concerning the initial licensing and continuing re-licensing of governed entities, as well as, specialized ad hoc intermediate and advanced financial work requiring the prior approval and direction of the Commission. The accounting Vendor will provide management consulting services and will perform special reviews and/or work involving the administration of the Lottery's responsibilities under WV Code §29-22-29.

"Qualified Certified Public Accounting Vendor" defined

Any CPA Vendor submitting a quotation under this procurement shall bear the burden of proving that it meets or exceeds the minimum qualifications set forth in this RFQ. The vendor **must** certify that they meet the following criteria. Those quotations not meeting the mandatory specifications will be eliminated from further consideration.

- Meets Specification (mark the following with an "X" to certify compliance)
- The Vendor will be able to respond to the Lottery within one hour.
- The Vendor has no conflict of interest with regard to any other work performed by the Vendor for the State of West Virginia.
- The Vendor has no accountant-client relationship with any of the four pari-mutuel racetracks that are located in West Virginia and regulated by the State Lottery Commission. See Attachment B for listing of the four licensed racetracks.

The Vendor has no accountant-client relationship with any of the manufacturers of the video lottery machines that are now licensed by the West Virginia Lottery and that may hereafter become licensed or permitted. See Attachment B for listing of the licensed/permitted manufacturers.

The Vendor has no accountant-client relationship with any of the limited video lottery operators or retailers that now hold West Virginia Lottery limited video lottery licenses or that may hereafter become licensed. See Appendix B for listing of limited video lottery licensees.

The Vendor has no accountant-client relationship with any of the supply manufacturers related to the operation of table games that are now licensed by the West Virginia Lottery and that may hereafter become licensed. See Appendix C for listing of table games supply manufacturers.

The Vendor has no accountant-client relationship with any limited gaming facility that is now licensed by the West Virginia Lottery and that may hereafter become licensed. See Appendix D for listing of limited gaming facilities.

The one or more partners or members to be assigned to this contract are properly licensed to practice accountancy in the State of West Virginia and is (are) a certified public accountant who has (have) met all continuing professional education requirements within the preceding two years.

The one or more partners or members to be assigned to this contract are experienced in the preparation and analysis of a variety of regulatory financial forms required by the United States Securities and Exchange Commission ("SEC").

None of the partners or members of the Vendor shall have been convicted of any violation of security laws or of gambling laws.

The Vendor agrees, by submission of its quotation, that the West Virginia Lottery reserves the right to engage other providers for this type service during the term of this contract at the direction of the Commission should specialized knowledge be required.

Vendor has no un-appealed delinquencies with the State Tax Department, or Unemployment Compensation and has adequate workers' compensation insurance.

Scope of Services

The Vendor awarded the contract as a result of this RFQ will assist the Director of the West Virginia Lottery and the seven-member Commission to review the financial condition of businesses licensed, permitted, or applying for licenses or permits as video lottery terminal manufacturers, licensed racetracks, limited video lottery licensed operators and table games supply manufacturers under the Racetrack Video Lottery Act [W.Va. Code §29-22A-1 et seq.], the Limited Video Lottery Act [W.Va. Code §29-22B-1 et seq.], the Racetrack Table Games Act [W.Va. Code §29-22C-1 et seq.], the Limited Gaming Facility [Casino] Act [W.Va. Code §29-25-1] and/or by other Acts that may be enacted prior to or during the term of the contract issued pursuant to this RFQ. The accounting Vendor will provide management consulting services and will perform special reviews and/or work of the administration of the Lottery's responsibilities under WV Code §29-22-29 as directed by the Commission.

Services will include, but are not limited to, the review of year-end financial statements, (both audited and unaudited) of applicants. The review of applicants interim financial statements, business plan, financial projections, Federal and State tax returns as well as, when applicable, their filings with the SEC. Such services will also include the review of proposed and final loan documents. In addition, a review may be required of the personal financial statements of certain shareholders, officers and members of their board of directors, (or other group depending upon the business structure of the applicant) as well as a review of personal federal and state income tax returns. These reviews will be conducted by the Vendor maintaining strict confidentiality to the applicants.

From time to time, the Commission will meet in other parts of West Virginia, usually at a racetrack location, and the Vendor will be expected to attend most of these meetings to present analysis at public meetings. Travel and lodging expense outside of the headquarters area of the Lottery to attend these meetings are not considered commuting expense and shall be reimbursed using State travel policies. The Vendor may be assigned special review or administrative work needed to advise the Commission or accomplish administrative duties of the Lottery.

Bid Amount

The bid submitted by each vendor shall be an all-inclusive fixed hourly rate for services rendered. This rate shall be the same regardless of which partner or member performs the services and shall be sufficient to cover any and all incidental expenses including, but not limited to, copy costs or computer research costs. Out of pocket travel expenses except for travel within Kanawha County shall be billed in accordance with the State of West Virginia's Travel Rules as prescribed by the Travel Management Unit, Purchasing Division, and precludes commuting expenses.

Issuing Office/Contact Point for this RFQ

This RFQ is being issued by the Purchasing Division of the Department of Administration, on behalf of the West Virginia State Lottery. Inquiries about this RFQ, or requests for additional information, must be directed to:

Shelly Murray, Senior Buyer
Purchasing Division
2019 Washington Street, East
Charleston, West Virginia 25305-0130
Telephone: (304) 558-8801
Facsimile: (304) 558-4115

No contact with West Virginia Lottery staff specifically concerning this RFQ is permitted following issuance of this RFQ. Any contact related to this RFQ may disqualify the Vendor who violates this requirement.

Expenses Incurred

The State of West Virginia and the West Virginia Lottery will not be liable for any expenses incurred by any Vendor in the preparation and submission of quotations for this RFQ.

Termination/Cancellation of this RFQ

The Purchasing Division reserves the right to modify, withdraw, and/or cancel this RFQ at any time, even after the submission of responding quotations, if such withdrawal is to the benefit of the State of West Virginia or the West Virginia State Lottery. If this RFQ is withdrawn, no contract awards will be made pursuant to this RFQ.

Assignment

The relationship of the selected Vendor to the State of West Virginia, and to the West Virginia Lottery, will be that of an independent contractor, with no principal-agent or employer-employee relationships created by the parties to any resultant agreement. The Vendor shall not assign, convey, transfer, or delegate any of its responsibilities or obligations under the resultant agreement without prior written approval of the State Lottery Commission. Such approval may be granted by the sole discretion of the State Lottery Commission. No assignments, if any are granted, shall release the vendor from its liability for the prompt and effective performance of the obligations hereunder.

Governing Law

The contract resulting from this RFQ will be governed by the laws of the State of West Virginia. The State of West Virginia asserts its Eleventh Amendment right not to be sued in any federal court.

Taxes

The State of West Virginia, and the West Virginia Lottery, are exempt from Federal Excise taxes, and from State and local sales and use taxes, on the services to be supplied as a result of any contracts resulting from this RFQ. Consequently, the State of West Virginia and the West Virginia Lottery will have no responsibilities for the payment of any taxes that become payable by the successful Vendor.

Acceptance Period for Quotations

The quotations submitted in response to this RFQ shall remain fixed and valid for a period of six (6) months commencing on the date the quotations are due.

ATTACHMENT A

COST BID: RFQ LOT481

PRINT NAME	Christopher S. Lambert, CPA
SIGNATURE	
COMPANY NAME	Suttle + Stalnaker, PLLC
COMPANY ADDRESS	1411 Virginia Street E. Suite 100 Charleston, WV 25301
FEDERAL ID NUMBER	55-0538163
PHONE	304-720-3102
FAX	304-343-8008
EMAIL ADDRESS	CSLambert@suttlecpas.com

ALL-INCLUSIVE HOURLY RATE (Consists of all charges and expenses, including, but not limited to commute, meals and lodging. The approximate number of hours worked yearly is 643.)	\$ <u>130.00</u> Per Hour
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Quantities listed in the requisition are approximations only, based on estimates supplied by the state spending unit. It is understood and agreed that the contract shall cover the quantities actually ordered for delivery during the term of the contract, whether more or less than the quantities shown.

By my signature above I certify that the bid submitted meets or exceeds all the mandatory specifications of this RFQ. Additionally, I agree to provide any additional documentation deemed necessary by the State of West Virginia to demonstrate compliance with said mandatory specifications.

West Virginia Lottery**REQUEST FOR QUOTATIONS ("RFQ") LOT481
FOR CONSULTING ACCOUNTING VENDOR****ATTACHMENT B****LICENSED RACETRACKS:**

PNGI Charles Town Gaming LLC
dba Hollywood Casino at Charles Town Races

Mountaineer Park, Inc.
dba Mountaineer Casino Racetrack & Resort

Wheeling Island Gaming, Inc.
dba Wheeling Island Hotel-Casino-Racetrack

Racing Corporation of West Virginia
dba Mardi Gras Casino & Resort

LICENSED VIDEO LOTTERY MANUFACTURERS:

Ainsworth Game Technology, Ltd.
Aristocrat Technologies, Inc.
Bally Technologies
GTECH Corporation
Game Tech International, Inc.
IGT
Konami Gaming, Inc.
Lottomatica Group S.p.A. Inc.
Scientific Games International
WMS Gaming, Inc.

West Virginia Lottery**REQUEST FOR QUOTATIONS ("RFQ") LOT481
FOR CONSULTING ACCOUNTING VENDOR****ATTACHMENT C****LICENSED LIMITED VIDEO LOTTERY OPERATORS:**

A-1 Amusement, Inc.
Action Amusements, LLC
Action Gaming, Inc.
Advanced Lottery Technologies, LLC
Ajax Amusement Machines, Inc.
Al's Novelty & Coin Machine Company
Bat's, Inc.
Blue Diamond, LLC
Buck's, Inc.
Clay Music Corporation
Coin Op Vending Corporation
Derrick Video, LLC
Dice, LLC
Dustyn Enterprises, Inc.
Ellifritz Amusement, LLC
Game Room Amusement, Vending and Sales, Inc.
Grand Slam Gaming
J & J Amusement
Jack's Enterprises, Inc.
K & K Music Company
LeeJay, Inc.
Mountaineer Music, LLC
Ohio River Amusement, LLC
Ohio Valley Amusement Company
Poke, Inc.
Progressive Video Lottery, Ltd
Random World, Ltd
S & B Gaming, LLC
Shaffer Amusements Company, LLC
Southern Amusement Company, Inc.
Trans-Allegheny Enterprises, LLC
Valley Coin Machine
Vast Vending, Inc.
Viking Vending Services, LLC
Viking Video & Music, Inc.
Warden Amusement, Inc.

Welch LVL Video Service, LLC
Wheeling Coin, LLC
Woodward Video, LLC
Worldwide Gaming, LLC

West Virginia Lottery

REQUEST FOR QUOTATIONS ("RFQ") **LOT481**
FOR CONSULTING ACCOUNTING VENDOR

ATTACHMENT D

LICENSED TABLE GAMES SUPPLY MANUFACTURERS:

Bally Gaming, Inc. dba Bally Technologies
Galaxy Gaming, Inc.
Gaming Partners International
Gemaco Inc.
Genesis Gaming Solutions, Inc.
Hopbet, Inc.
IGT
InBet, LLC
Jarden Corporation dba U.S. Playing Cards
JOM Inc. dba CHIPCO International
Konami Corporation of America dba Konami Gaming Inc.
Masque Publishing
Midwest Game Supply Company
PokerTek, Inc.
Shuffle Master, Inc.
Software Specialists, Inc. dba New Wave Automation
TCS America, Inc.
Tech Art Manufacturing, Inc.
Winning Ways, LLC
WMS Gaming Inc.

West Virginia Lottery

REQUEST FOR QUOTATIONS ("RFQ") LOT481
FOR CONSULTING ACCOUNTING VENDOR

ATTACHMENT E

LIMITED GAMING FACILITY:

The Greenbrier Hotel Corporation

LIMITED GAMING FACILITY LICENSEES:

Bally Gaming, Inc.

Gaming Partners International

IGT

Konami Corporation of America

Masque Publishing

Shuffle Master Inc.

Tech Art Manufacturing, Inc.

WMS Gaming, Inc.

Winning Ways, LLC

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Rev. 09/08

State of West Virginia
VENDOR PREFERENCE CERTIFICATE

Certification and application* is hereby made for Preference in accordance with *West Virginia Code*, §5A-3-37. (Does not apply to construction contracts). *West Virginia Code*, §5A-3-37, provides an opportunity for qualifying vendors to request (at the time of bid) preference for their residency status. Such preference is an evaluation method only and will be applied only to the cost bid in accordance with the *West Virginia Code*. This certificate for application is to be used to request such preference. The Purchasing Division will make the determination of the Resident Vendor Preference, if applicable.

1. Application is made for 2.5% resident vendor preference for the reason checked:

- Bidder is an individual resident vendor and has resided continuously in West Virginia for four (4) years immediately preceding the date of this certification; or,
 Bidder is a partnership, association or corporation resident vendor and has maintained its headquarters or principal place of business continuously in West Virginia for four (4) years immediately preceding the date of this certification; or 80% of the ownership interest of Bidder is held by another individual, partnership, association or corporation resident vendor who has maintained its headquarters or principal place of business continuously in West Virginia for four (4) years immediately preceding the date of this certification; or,
 Bidder is a nonresident vendor which has an affiliate or subsidiary which employs a minimum of one hundred state residents and which has maintained its headquarters or principal place of business within West Virginia continuously for the four (4) years immediately preceding the date of this certification; or,

2. Application is made for 2.5% resident vendor preference for the reason checked:

- Bidder is a resident vendor who certifies that, during the life of the contract, on average at least 75% of the employees working on the project being bid are residents of West Virginia who have resided in the state continuously for the two years immediately preceding submission of this bid; or,

3. Application is made for 2.5% resident vendor preference for the reason checked:

- Bidder is a nonresident vendor employing a minimum of one hundred state residents or is a nonresident vendor with an affiliate or subsidiary which maintains its headquarters or principal place of business within West Virginia employing a minimum of one hundred state residents who certifies that, during the life of the contract, on average at least 75% of the employees or Bidder's affiliate's or subsidiary's employees are residents of West Virginia who have resided in the state continuously for the two years immediately preceding submission of this bid; or,

4. Application is made for 5% resident vendor preference for the reason checked:

- Bidder meets either the requirement of both subdivisions (1) and (2) or subdivision (1) and (3) as stated above; or,

5. Application is made for 3.5% resident vendor preference who is a veteran for the reason checked:

- Bidder is an individual resident vendor who is a veteran of the United States armed forces, the reserves or the National Guard and has resided in West Virginia continuously for the four years immediately preceding the date on which the bid is submitted; or,

6. Application is made for 3.5% resident vendor preference who is a veteran for the reason checked:

- Bidder is a resident vendor who is a veteran of the United States armed forces, the reserves or the National Guard, if, for purposes of producing or distributing the commodities or completing the project which is the subject of the vendor's bid and continuously over the entire term of the project, on average at least seventy-five percent of the vendor's employees are residents of West Virginia who have resided in the state continuously for the two immediately preceding years.

Bidder understands if the Secretary of Revenue determines that a Bidder receiving preference has failed to continue to meet the requirements for such preference, the Secretary may order the Director of Purchasing to: (a) reject the bid; or (b) assess a penalty against such Bidder in an amount not to exceed 5% of the bid amount and that such penalty will be paid to the contracting agency or deducted from any unpaid balance on the contract or purchase order.

By submission of this certificate, Bidder agrees to disclose any reasonably requested information to the Purchasing Division and authorizes the Department of Revenue to disclose to the Director of Purchasing appropriate information verifying that Bidder has paid the required business taxes, provided that such information does not contain the amounts of taxes paid nor any other information deemed by the Tax Commissioner to be confidential.

Under penalty of law for false swearing (*West Virginia Code*, §61-5-3), Bidder hereby certifies that this certificate is true and accurate in all respects; and that if a contract is issued to Bidder and if anything contained within this certificate changes during the term of the contract, Bidder will notify the Purchasing Division in writing immediately.

Bidder: Suttle + Stahaker, PLLC Signed: Chris Lambert
 Date: 1/19/2012 Title: Member

*Check any combination of preference consideration(s) indicated above, which you are entitled to receive.

RFQ No. LOT481

STATE OF WEST VIRGINIA
Purchasing Division

PURCHASING AFFIDAVIT

West Virginia Code §5A-3-10a states: No contract or renewal of any contract may be awarded by the state or any of its political subdivisions to any vendor or prospective vendor when the vendor or prospective vendor or a related party to the vendor or prospective vendor is a debtor and the debt owed is an amount greater than one thousand dollars in the aggregate.

DEFINITIONS:

"Debt" means any assessment, premium, penalty, fine, tax or other amount of money owed to the state or any of its political subdivisions because of a judgment, fine, permit violation, license assessment, defaulted workers' compensation premium, penalty or other assessment presently delinquent or due and required to be paid to the state or any of its political subdivisions, including any interest or additional penalties accrued thereon.

"Debtor" means any individual, corporation, partnership, association, limited liability company or any other form or business association owing a debt to the state or any of its political subdivisions. "Political subdivision" means any county commission; municipality; county board of education; any instrumentality established by a county or municipality; any separate corporation or instrumentality established by one or more counties or municipalities, as permitted by law; or any public body charged by law with the performance of a government function or whose jurisdiction is coextensive with one or more counties or municipalities. "Related party" means a party, whether an individual, corporation, partnership, association, limited liability company or any other form or business association or other entity whatsoever, related to any vendor by blood, marriage, ownership or contract through which the party has a relationship of ownership or other interest with the vendor so that the party will actually or by effect receive or control a portion of the benefit, profit or other consideration from performance of a vendor contract with the party receiving an amount that meets or exceed five percent of the total contract amount.

EXCEPTION: The prohibition of this section does not apply where a vendor has contested any tax administered pursuant to chapter eleven of this code, workers' compensation premium, permit fee or environmental fee or assessment and the matter has not become final or where the vendor has entered into a payment plan or agreement and the vendor is not in default of any of the provisions of such plan or agreement.

Under penalty of law for false swearing (*West Virginia Code §61-5-3*), it is hereby certified that the vendor affirms and acknowledges the information in this affidavit and is in compliance with the requirements as stated.

WITNESS THE FOLLOWING SIGNATURE

Vendor's Name: Suttle & Stalnaker, PLLC

Authorized Signature: Chris Lambert Date: 1/19/2012

State of West Virginia

County of Kanawha, to-wit:

Taken, subscribed, and sworn to before me this 19 day of January, 2012.

My Commission expires October 4, 2021.

AFFIX SEAL HERE

NOTARY PUBLIC Diane D. Flint

