

RESOLUTION OF THE TOWN OF WOODBURY, NEW YORK, AS A HOST COMMUNITY, IN SUPPORT OF  
AN APPLICATION FOR A GAMING FACILITY LICENSE TO CONSTRUCT A DESTINATION RESORT  
GAMING FACILITY LOCATED ON LAND ADJACENT TO AND EAST OF NEW YORK STATE ROUTE 17  
IN THE VILLAGE AND TOWN OF WOODBURY, NEW YORK

WHEREAS, on July 30, 2013, Governor Andrew M. Cuomo signed into law the Upstate New York Gaming Economic Development Act of 2013, which outlined the process and criteria for siting no more than four destination resort casinos within three regions of the State, including up to two resort casinos in our Hudson Valley/Catskill area; and

WHEREAS, on March 31, 2014, the New York Gaming Facility Location Board issued a Request for Applications to Develop and Operate a Gaming Facility in New York State (“RFA”); and

WHEREAS, Woodbury Casino, LLC, a subsidiary of Caesars Acquisition Company (“CAC”), is planning to file an application in response to the RFA on or before June 30, 2014; and

WHEREAS, CAC, in coordination with CAC’s affiliates and Flaum Management Co., Inc. (“Flaum”), has timely submitted its fee to the New York Gaming Facility Location Board to be eligible for a gaming license and related approvals to be issued by the State, in connection with the construction of a gaming facility (the “Project”) located on approximately 115.03 acres along the easterly side of New York State Route 17 near its intersection with Ramapo Avenue, and lying between the Harriman Train Station to the south and the former Nepera, Inc. property to the north, which property is located in the Village of Woodbury, Town of Woodbury, and County of Orange, and is better known on the tax maps of the Village of Woodbury as Section 243, Block 1, Lots 3 through 25 (containing 104.53 acres) and Section 233, Block 1, Portion of Lot 2.2 (containing 10.5 acres) (“Project Site”). Copies of the surveyed legal descriptions of the parcels are attached hereto as Schedule A; and

WHEREAS, the Project is to be managed by a subsidiary of Caesars Entertainment Corporation (“CEC”) currently known as Woodbury Manager, LLC; and

WHEREAS, as a condition of filing an application with the New York Gaming Facility Location Board, each applicant is required to submit to the Gaming Facility Location Board a resolution passed by the local legislative body of its host municipality in support of the application for a gaming license; and

WHEREAS, the Town Board of Woodbury has discussed and considered the various issues related to the Project and use of the Project Site, and recognizes the substantial benefits to the Town of the Project’s location, the construction of the Project by CAC and Flaum, the operation of the Project by CEC and the unique location of the Project Site, which benefits include significant local job opportunities, increased local

spending, associated local and regional economic development, and community benefits that would necessarily accompany the Project located at the Project Site, which is located within the Town and Village of Woodbury.

NOW, THEREFORE, BE IT RESOLVED, that in furtherance of the above goals, the Town of Woodbury hereby agrees to the location of the Project proposed by subsidiaries and affiliates of CAC and CEC on the Project Site at premises within the Town and Village of Woodbury; and

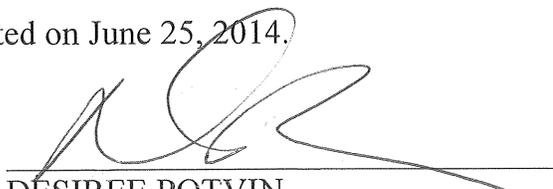
BE IT FURTHER RESOLVED that the Town Board of Woodbury fully supports the submission of an application to the New York Gaming Facility Location Board by subsidiaries and affiliates of CAC, CEC and Flaum for a gaming facility license and related approvals to develop and operate the Project on the Project Site, and authorizes the Town Supervisor to also send any further letters of support consistent with this Resolution; and

BE IT FURTHER RESOLVED, that this Resolution of the Town Board of Woodbury, the local legislative body of a host municipality, is intended to satisfy the eligibility requirements of the Racing, Pari-Mutuel Wagering and Breeding Law § 1314(2), the Initial Requirement of Local Support of the RFA, and Exhibit IX.A.1.(a) of the List of Required Exhibits in the RFA; and

BE IT FURTHER RESOLVED, that the Town Clerk is hereby directed to forward a copy of this resolution to (1) the New York Gaming Facility Location Board; (2) CAC and Flaum for filing with the New York Gaming Facility Location Board; and (3) the Board of Trustees of the Village of Woodbury.

ROLL CALL VOTE:	AYE	NAY
Town Supervisor John Burke	X	
Councilperson Timothy Arone	X	
Councilperson Robert Hunter	X	
Councilperson Frank Palermo	X	
Councilperson Marilyn Prestia	X	

The foregoing Resolution was duly adopted on June 25, 2014.

  
DESIREE POTVIN  
*Town Clerk*