

Exhibit VIII.C.17.d (Necessary roadway and traffic improvements):

Submit as Exhibit VIII.C.17.d. a description of the roadway and traffic improvements needed to ensure adequate access to the Gaming Facility Site to include: (i) the estimated cost of the improvements; (ii) the estimated date of completion; (iii) the names of the parties, whether public or private, initiating the improvements; (iv) the names of the parties responsible for the costs of the improvements; and (v) if more than one party is responsible for the costs, the proportionate distribution of the costs among the parties.

The roadway and traffic improvements that are necessary to provide efficient access to and from the proposed Gaming Facility Site are described in the following three sections:

- Front Door Improvements - Widening along NYS Route 17K in the vicinity of the proposed site driveway.
- Bridge Widening and Reconstruction - Requirements to widen the existing 2-lane bridge to provide additional capacity.
- Off-site Intersection Mitigation - Mitigation required at off-site intersections analyzed as part of the Traffic Impact Study.

The most significant proposed improvement will be widening Route 17K to provide two lanes in each direction from the McDonald Street intersection to the existing 4-lane section just west of the Route 300 intersection. In addition, two westbound lanes will continue through the Corporate Boulevard intersection. This widening will require modification to multiple intersections and the bridge over the NYS Thruway (I-87). The improvements to Route 17K will provide a regional benefit by increasing the highway capacity between I-84 and Route 300.

All proposed mitigation will be permitted through the New York State Department of Transportation (NYSDOT). All of the design and construction of the proposed mitigation will be based on NYSDOT policies and procedures. The bridge widening will also follow NYS Thruway policies and procedures where applicable. The following is a description of the roadway and traffic improvements required as part of the proposed Gaming Facility Site. A more detailed description of the traffic mitigation can be found in section X.C.1 of this application. The full traffic study

Front Door Improvements

Route 17K & Primary Access Driveway/Crossroads Court

The primary site access to the Gaming Facility Site is proposed via a driveway opposite Crossroads Court. The intersection of Crossroads Court is currently an unsignalized T-intersection with turn lanes to facilitate access to/from Crossroads Court. On the north side of Route 17K there is an existing gas station with a driveway that creates a fourth leg of the intersection. As part of the proposed Gaming Facility the gas station will be removed, and the primary site access driveway will be constructed. The intersection of Route 17K & Crossroads Court/Site Driveway will be signalized. Route 17K will be widened to provide two through lanes in each direction, with left- and right-turn lanes to facilitate access to/from Crossroads Court and the site. The southbound site driveway approach will provide double left-turn lanes, one through lane and a channelized right-turn lane. The northbound Crossroad Court approach will continue to provide two exit lanes.

The Route 17K widening will continue east from this intersection to meet the existing 4-lane section prior to the Route 300 intersection and will include the widening of the bridge structure over the NYS Thruway.

Route 17K & Orr Avenue

The intersection of Route 17K & Orr Avenue is currently an unsignalized T-intersection with one lane provided for each approach. Route 17K will be widened to provide two through lanes in each direction and a westbound left-turn lane to facilitate entry onto Orr Avenue. This intersection will remain unsignalized.

Route 17K & McDonald Street (National Guard Base Driveway)/Approved VW Driveway

The intersection of Route 17K & McDonald Street is currently a signalized T-intersection. Recently, a Volkswagen dealership has been approved on the north side of the intersection. As part of that approved development, a fourth leg is proposed at the intersection, along with an eastbound left-turn lane. As part of the proposed Gaming Facility, Route 17K will be widened to provide two through lanes in each direction for this intersection. The additional eastbound through lane will start just to the west of this intersection.

Route 17K & Corporate Boulevard/Secondary Access

The intersection of Route 17K & Corporate Boulevard is currently a signalized T-intersection. Corporate Boulevard will provide secondary access to the site for employees and service vehicles. As part of the proposed Gaming Facility, Route 17K will be widened to provide a second westbound through lane. The additional westbound through lane will end just to the west of this intersection, with appropriate tapers to transition back to one through lane.

Bridge Widening and Reconstruction

The existing NYS Route 17K Bridge over the New York State Thruway (Thruway) is proposed to be replaced with a two-span bridge, with a single pier to be placed in the median of the Thruway. The new bridge will be designed in accordance with the appropriate NYSDOT and Thruway Policies and Procedures, with portions of the proposed specific design approach outlined below:

- The bridge width will be set in accordance with NYSDOT guidelines and will provide two 12' lanes in each direction, a tapered median, 8' minimum shoulders in both directions and single-slope concrete barrier on both fasciae; no sidewalks will be provided as there are no sidewalks on the approaches.
- Route 17K will be realigned to the north to accommodate the required wider cross section, holding the line of the southern fascia as close as possible to the existing.
- The new profile will provide a Minimum Vertical Clearance of 16' - 6".
- The two-span superstructure will be steel rolled beam sections with an approximate span length of 108' and beam depth of 3'.
- Existing utilities on the structure will be maintained during construction as required by the respective owners and also be carried on the new structure.
- The two abutments and one pier will be reinforced concrete.
- Traffic will be maintained throughout construction through the use of Stage Construction techniques as follows:

- The northernmost portion of the structure that does not conflict with the existing bridge will be constructed first; necessary roadwork to place traffic on the new section of the bridge will be constructed at that time as well.
- Once traffic is transferred to the newly constructed portions of the roadway/bridge the existing bridge will be removed in its entirety and the remaining portions of the new roadway/bridge will be constructed.

We have already begun the approval process for the proposed bridge replacement with the NYS Thruway Authority; included in this exhibit is a letter from the NYS Thruway Authority which outlines the process for Hudson Valley Casino and Resort to proceed.

Off-Site Intersection Mitigation

A Traffic Impact Study was prepared to identify the improvements required to mitigate the impact of the site traffic associated with the proposed Gaming Facility. The Traffic Impact Study analyzed the 4 intersections identified above under the Front Door Improvements section and an additional 10 intersections between the I-84 interchange to the west and the I-87/I-84 interchange to the northeast. The additional intersections are as follows:

- Route 17K & I-84 Westbound Ramps
- Route 17K & I-84 Eastbound Ramps
- Route 17K & Governor Drive/Homewood Avenue
- Route 17K & Dealer Drive
- Route 17K & Route 300
- Route 17K & Auto Park Place/I-87 Northbound Ramp
- Route 300 & Retail Access (North of 17K)
- Route 300 & Stewart Avenue/Tandem Trailer Driveway
- Route 300 & I-87/I-84 Eastbound Ramps
- Route 300 & I-87/I-84 Westbound Ramps

Based on the results of the Traffic Impact Study, most of these intersections do not require mitigation to accommodate the anticipated trip generation for the proposed Gaming Facility. The only intersection, other than the mitigation proposed in the Front Door Improvements section, that requires physical roadway widening, and not only minor signal timing modifications, is the intersection of Route 17K & Route 300. The mitigation required at that intersection is described below:

Route 17K & Route 300

The intersection of Route 17K & Route 300 is a four-way signalized intersection with multiple lanes on each approach. Each approach to this intersection includes double left-turn lanes, two through lanes and a right-turn lane, except for the southbound Route 300 approach, which does not have a right-turn lane. As part of the proposed Gaming Facility, Route 300 will be widened to provide a southbound right-turn lane. Route 17K will also be widened to extend the storage for the eastbound double left-turn lanes from 250 feet to 450 feet. In addition, minor signal timing adjustments are proposed.

Estimated cost of the improvements

Costs for described improvements have been estimated and can be found in the detailed project cost estimate included with this package.

Estimated date of completion

All roadway and traffic improvements will be constructed concurrent with the Casino project and all improvements, including the bridge are planned to be completed prior to opening. Refer to the project schedule for a more detailed breakdown of individual task completion dates.

Names of the Parties; whether public or private is initiating the improvements; Names of the parties responsible for the costs of the improvements; if more than one party is responsible for the cost, the proportionate distribution of the costs among the parties

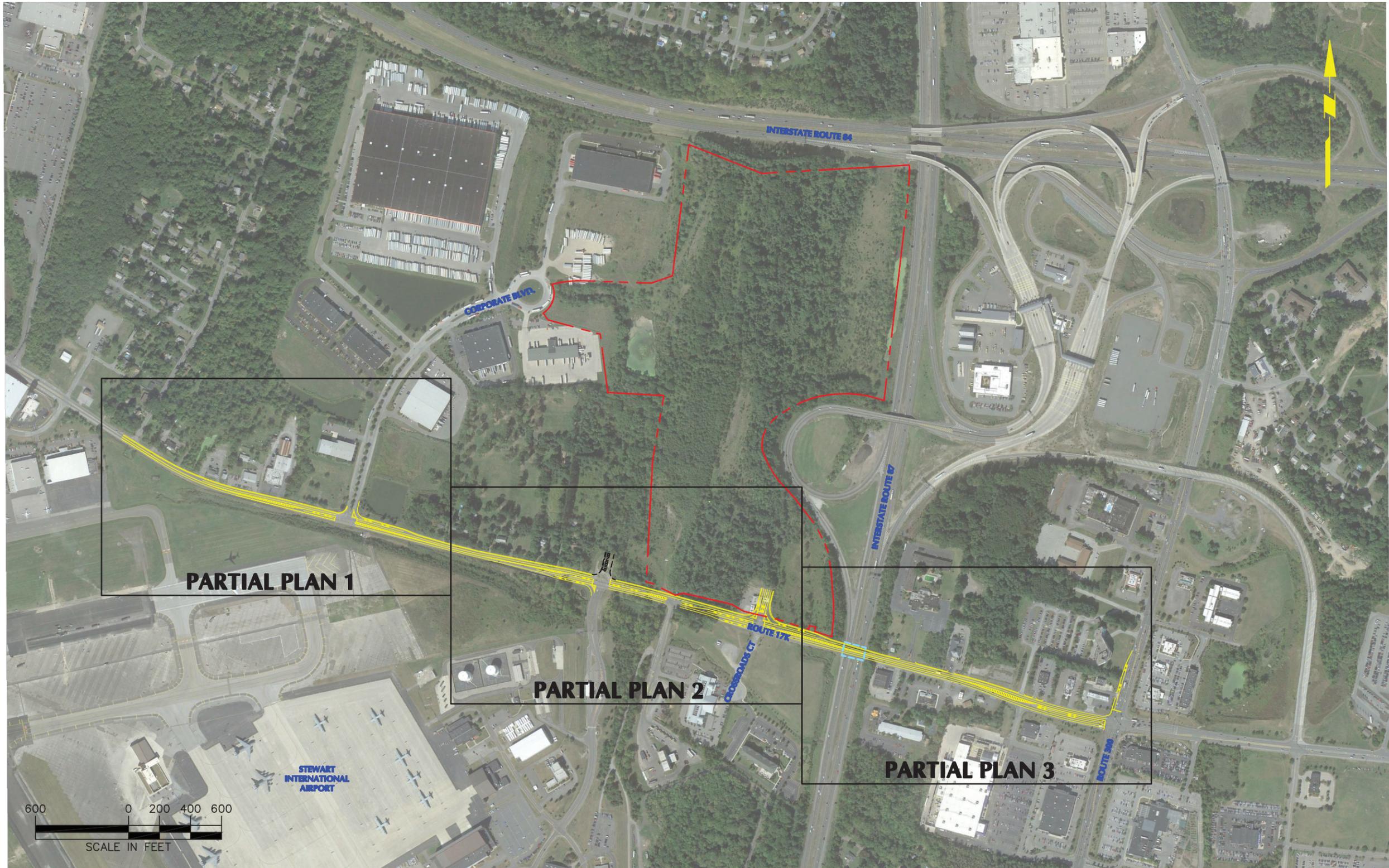
Ownership, as defined elsewhere in this application, is initiating the improvements and will be solely responsible for the cost of all improvements.

Drawings

Exhibit VIII.C.17.d. - Drawing 1	Roadway Improvement Overall Plan
Exhibit VIII.C.17.d. - Drawing 2	Roadway Improvement Partial Plan 1
Exhibit VIII.C.17.d. - Drawing 3	Roadway Improvement Partial Plan 2
Exhibit VIII.C.17.d. - Drawing 4	Roadway Improvement Partial Plan 3

Attachments

New York State Thruway Authority letter dated June 25, 2014



**ROADWAY IMPROVEMENT OVERALL PLAN
DRAWING 1**

PERKINS EASTMAN - LANGAN - THORNTON TOMASETTI - JAROS BAUM & BOLLES - CLEO DESIGN

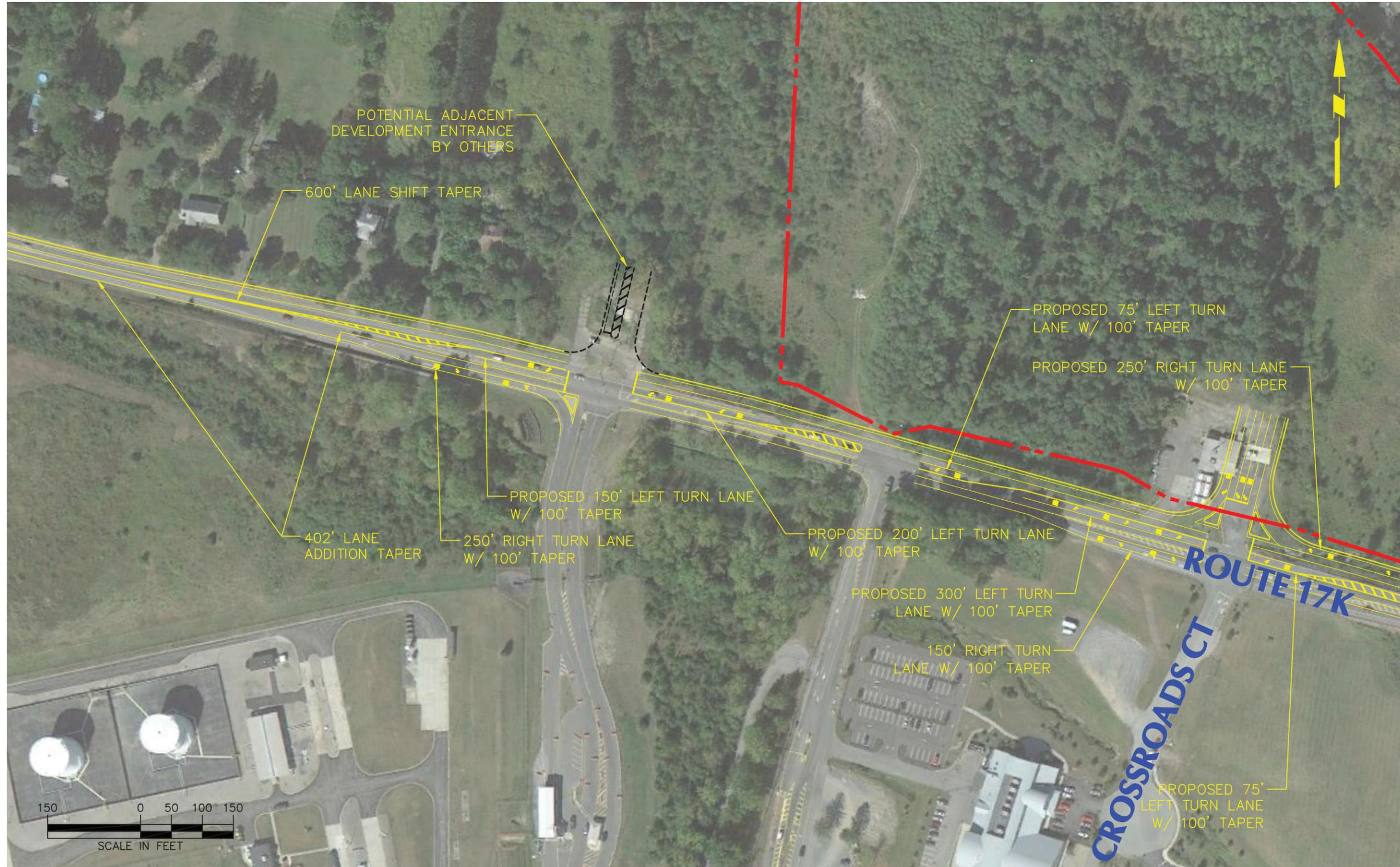
**Exhibit
VIII.C.17.d**



**ROADWAY IMPROVEMENT PARTIAL PLAN 1
DRAWING 2**

PERKINS EASTMAN - LANGAN - THORNTON TOMASETTI - JAROS BAUM & BOLLES - CLEO DESIGN

**Exhibit
VIII.C.17.d**



**ROADWAY IMPROVEMENT PARTIAL PLAN 2
DRAWING 3**

PERKINS EASTMAN - LANGAN - THORNTON TOMASETTI - JAROS BAUM & BOLLES - CLEO DESIGN

**Exhibit
VIII.C.17.d**



**ROADWAY IMPROVEMENT PARTIAL PLAN 3
DRAWING 4**

PERKINS EASTMAN - LANGAN - THORNTON TOMASETTI - JAROS BAUM & BOLLES - CLEO DESIGN

**Exhibit
VIII.C.17.d**



Howard P. Milstein
Chairman

New York State Thruway Authority
New York State Canal Corporation

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Thomas J. Madison, Jr.
Executive Director

June 25, 2014

Hudson Valley Casino and Resort

Re: NYS Route 17K Bridge
over the NYS Thruway @
M.P. 59.81

To Whom It May Concern:

The New York State Thruway Authority (Authority) is in receipt of a June 11, 2014 email from Joseph Izzo, HDR, regarding the proposed replacement of the NYS Route 17K bridge over the NYS Thruway (Project), to service a potential casino in Newburgh which is seeking a license from the New York State Gaming Commission under the name "Hudson Valley Casino and Resort" (HVCR).

In accordance with Authority Board Resolution 6005 dated June 6, 2014, HVCR will need to enter into an agreement to reimburse the Authority for costs associated with the Project. Before the Project can be constructed, an environmental review to determine the preferred alternative would be progressed in accordance with all applicable environmental regulations and procedures, which may require an analysis of a no-build alternative.

For your information, this bridge has a shared Authority/New York State Department of Transportation (NYSDOT) responsibility. As such, NYSDOT will also need to be involved in all aspects of the proposed Project.

If the Project is progressed, the Authority will require the following additional conditions be met:

- The design will be completed in accordance with NYSDOT, as supplemented by Authority Policies and Procedures.
- All costs (design, construction, construction inspection and any other costs associated with the bridge project) shall be borne by HVCR.
- Responsibility over future maintenance of any new structure will need to be agreed to by all parties before commencement of any work.
- The Authority and NYSDOT will be involved in the review process and have approval authority.
- The schedule for deliverables/reviews will be discussed at the beginning of the project and agreed upon before proceeding.

Should you have any questions concerning this matter, please contact me or Patrick Thompson of my staff at (518) 471-4258.

Sincerely,

Michael A. Shamma, P.E.
Chief Engineer

