



The Board desires to ensure that there is no real or perceived conflict of interest at any time during the RFA process. Submit as Exhibit VI.K. a description of any relationship or affiliation of the Applicant, the Manager or any of their respective Affiliates that currently exists or existed in the past five (5) years with any member, employee, consultant or agent of the Board or the Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process. Further, if any such conflict should arise during the term of the RFA process, the Applicant shall notify the Board, in writing, of such conflict.

The Board shall make the final determination as to whether any activity constitutes a conflict of interest pursuant to this provision. The Board's decision shall be final and without recourse; however, the Board will not make any such decision without providing the Applicant or the Manager, as applicable, with an opportunity to present comments.

If an Applicant does not identify any direct or indirect conflict of interest, or perceived conflict of interest, the Applicant shall state that no conflict or perceived conflict of interest exists with respect to its proposal. If the Applicant identifies a conflict of interest or perceived conflict of interest, the Applicant shall disclose the conflict and the steps the Applicant will take to resolve such conflict.

Montreign Operating Company, LLC has conducted an extensive inquiry as to whether it, as well as its Affiliates (including its co-developer and “project consultants”), have any relationship or affiliation that currently exists, or has existed in the past five (5) years, with any member, employee, consultant or agent of the Board or the Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process. Based on the results of that inquiry and to the best of our knowledge, there are no direct or indirect conflicts of interest, or perceived conflicts of interest, with respect to Montreign’s proposal.

In the interest of full disclosure, Montreign wishes to disclose the following relationships or affiliations that Montreign and/or its Affiliates (including its co-developer and “project consultants”) have, or had in the past five (5) years, with a member, employee, consultant or agent of the Board or the Commission. As noted above, Montreign does not believe that any of these relationships or affiliations constitute a conflict of interest or perceived conflict of interest.

EMPIRE RESORTS, INC.

Emanuel R. Pearlman

Emanuel R. Pearlman, Chairman of Empire Resorts, Inc., has had a personal relationship with an attorney at Taft, Stettinius & Hollister LLP (“Taft”) since 1990, and the attorney has also represented Mr. Pearlman personally and through other companies in which Mr. Pearlman has been involved with since 1990. Mr. Pearlman currently has no business dealings with Taft.

Similarly, Mr. Pearlman has had personal relationships with multiple members of Houlihan Lokey over the past twenty (20) years. To the best of his knowledge, Mr. Pearlman does not recall Houlihan Lokey representing him or any of the companies that he has been involved with. Mr. Pearlman has had business dealings with Houlihan Lokey stemming from Houlihan Lokey’s representation of other companies that were for sale or being restructured.

Joseph A. D’Amato

Since September 2009 to the present, as Chief Executive Officer (and formerly Chief Financial Officer) and Director of Empire, Joseph D’Amato has had on-going interactions with employees of the Commission and the Commission’s predecessor organizations (New York State Division of Lottery and New York State Racing and Wagering Board), in which Mr. D’Amato has met with staff and the Executive Directors of those agencies. All such interactions have been in the normal course of Empire’s business.

An employee of the Commission, Chris Palmer, was formerly Director of Slots at Monticello Casino & Raceway. Three months after Mr. D’Amato joined Empire, Mr. Palmer left Monticello Casino & Raceway to join the Commission in December 2009. Further, although not in the last five (5) years, while Mr. D’Amato was employed by the Seneca Gaming Corporation, Arthur Askins was Director of Internal Audit at the Seneca Gaming Commission, and Mr. D’Amato and Mr. Askins had business interactions concerning financial, regulatory and operational audits. Mr. D’Amato does not have any personal relationship with either Mr. Palmer or Mr. Askins.

During the last five (5) years, Mr. D’Amato has had contact with three (3) employees of Houlihan Lokey, Michael Coster, Mitchell Brown and David Crowley, concerning a possible acquisition of two casinos outside of New York. There were no agreements made, and the contact was in the normal course of business. Mr. D’Amato does not have a personal relationship with these individuals.

Nancy A. Palumbo

Nancy A. Palumbo has been a Director of Empire since June 2009. Ms. Palumbo was previously employed as a New York State employee for over twenty four (24) years, including as Director of the New York Lottery from January 2004 to October 2006. Several current Board and Commission employees worked for Ms. Palumbo while she was Director of the New York Lottery. Ms. Palumbo's relationship with these individuals was strictly professional and she has not had contact with these individuals within the past five (5) years.

Laurette J. Pitts

Laurette J. Pitts is currently the Chief Financial Officer and Chief Operating Officer of Empire. When Ms. Pitts was previously employed with Seneca Allegany Casino, Ms. Pitts had contacts in the normal course of business with Arthur Askins, who was Director of Internal Audit for the Seneca Gaming Commission at the time. Further, Ms. Pitts has had contacts with employees of Houlihan Lokey, including Dan Crowley and Michael Coster, concerning the possible acquisition of two casinos outside of New York.

Nanette L. Horner

As Chief Counsel and Chief Compliance Officer of Empire, Nanette L. Horner has had on-going interactions with employees of the Commission and the Commission's predecessor organizations (New York State Division of Lottery and New York State Racing and Wagering Board) in the normal course of business. Further, while Ms. Horner was Deputy Chief Counsel for the Bureau of Licensing of the Pennsylvania Gaming Control Board, a Commission employee was an applicant to the Pennsylvania Gaming Control Board. Ms. Horner also had limited contact with Christiansen Capital Advisors ("Christiansen") from 2005-2008 while she was Deputy Chief Counsel for the Bureau of Licensing of the Pennsylvania Gaming Control Board as Christiansen provided financial analysis for several entity applicants at the time. Ms. Horner also had contact with Arthur Askins in 2009 or 2010 while she was with the Pennsylvania Gaming Control Board concerning a potential employment position with the Board. Finally, a Commission employee and his wife were both employees of Monticello Casino and Raceway until 2009 or 2010.

Charles Degliomini

As the Executive Vice President of Governmental Affairs and Corporate Communications of Empire, Charles Degliomini has had occasional meetings and contacts with a Board member and also certain Commission executives and staff in the normal course of business related to Empire's gaming and racing operations. Mr. Degliomini has not had any financial or personal interactions with the Commission or Board, or their employees.

EPR PROPERTIES

EPR signed an engagement letter with Cezar Froelich of the Shesky & Froelich law firm in July 2013 concerning contacting gaming regulatory bodies in nine (9) states, including New York, to discuss the need for the newly created wholly owned subsidiary of EPR and its officers and directors to be licensed or found suitable in the applicable states. Shesky & Froelich provided a brief, written memorandum to EPR dated July 22, 2013, which summarized their research for those nine (9) states. On or about December 5, 2013, Mr. Froelich advised that he was interested in potentially consulting with the State of New York with respect to the new gaming licenses to be issued. EPR agreed to no longer utilize Shesky & Froelich

for advice relating to New York, and that EPR would not utilize Mr. Froelich or Ms. Kimberly Copp for any advice relating to any jurisdiction, if Shesky & Froelich entered into a consulting arrangement with New York authorities. As of January 1, 2014, Shesky & Froelich merged with Taft. A review of Taft invoices shows the last work performed for EPR by Mr. Froelich or Ms. Copp was on January 22, 2014, which was specifically related to licensing in Indiana and Missouri. In March 2014, EPR consulted with Paul Jenson of Taft in connection with assessing a potential financing opportunity in Florida, but the particular financing opportunity did not materialize. Taft ceased representing EPR in March 2014.

EPR has also had business and professional contacts with Houlihan Lokey. In 2013, Houlihan Lokey represented Camelback Mountain Resort in Pennsylvania in their efforts to raise debt or sale-lease-back financing. As an investment banker, Houlihan Lokey had an advisory relationship with Camelback on a transaction that eventually involved EPR providing financing to Camelback. Houlihan Lokey did not advise or represent EPR in the transaction. Houlihan Lokey received a fee from Camelback at closing of the transaction. Houlihan Lokey currently represents the sellers of Big Bear Mountain in California, and EPR is a potential financing source for a prospective bidder for Big Bear Mountain. If successful, Houlihan Lokey may receive a fee from the sellers of Big Bear Mountain. Finally, Houlihan Lokey currently represents the sellers of Durango Mountain Resort in Colorado, and EPR is a prospective buyer of Durango Mountain Resort. If successful, Houlihan Lokey may receive a fee from the sellers of Durango Mountain Resort.

GLOBAL GAMING & HOSPITALITY AND MOROWITZ GAMING ADVISORS, LLC

In January 2013, Global Gaming & Hospitality ("GGH") acted as exclusive Financial Advisor to Saratoga Harness Racing, Inc. in connection with the acquisition of Fitzgerald's Black Hawk Casino from Majestic Star. Houlihan Lokey acted as financial advisor to Majestic Star and received compensation from Majestic Star as a result of this transaction closing. GGH received compensation separately from Saratoga Harness Racing, Inc. There was no direct contractual relationship between GGH and Houlihan Lokey and no compensation was exchanged between either party.

Over the last five (5) years, GGH has generally maintained a dialogue with Houlihan Lokey related to various other prospective merger and acquisition transactions in the gaming industry that Houlihan Lokey has had responsibility for marketing and may have executed certain confidentiality or non-disclosure agreements with Houlihan Lokey or its clients, however, no such transactions involved compensation being paid by GGH to Houlihan Lokey or vice-versa.

GGH and Morowitz Gaming Advisors, LLC ("Morowitz") have historically maintained a general relationship with Macomber International, Inc. ("Macomber"). Specifically, each previously worked as a subcontractor for the other from around 2004 through 2008 on various consulting projects where various compensation was exchanged between the parties. Since that time, Morowitz and Macomber have maintained a general dialogue including meeting at industry conferences, meals or cocktails, etc. several times over the last five (5) years; however, no compensation has been exchanged between Morowitz and Macomber and no formal contractual relationship regarding any work is or was in effect during this time period.

Finally, Morowitz and Christiansen both worked independently as consultants for the Procacci Boros. with respect to their recent casino application in Philadelphia earlier in 2014. Morowitz did not work together or collaborate on their work product and no compensation was exchanged between either party, but both were on the same side of the engagement.

MOELIS & COMPANY

Moelis & Company has advised the State of New York on negotiations with Genting New York LLC (subsidiary of Genting Berhad) regarding the implementation of a convention center in Queens, as well as an expansion of the existing video lottery terminal facility. This engagement is no longer active and was completed in June 2012.

The Managing Director covering power and utilities at Moelis, Roger Wood, was engaged to provide advice to New York State regarding the New York Lottery while he was with a previous employer. This engagement was concluded by early 2010. At that time, Paul Francis was State Budget Director, and Frank Roddy and Gardner Gurney were both at the New York Lottery. Mr. Wood has not had any involvement with this RFA or Montreign's Application.

Several Managing Directors at Moelis know Commission Member Todd R. Snyder, who is employed with Rothschild, Inc., from working on restructurings and other assignments with Rothschild, Inc. Finally, Moelis has worked alongside Houlihan Lokey as a co-advisor on certain deals where clients engage multiple advisors, and affiliates of Moelis have engaged Houlihan Lokey to provide valuation services.

JCJ ARCHITECTURE

Bill Dow, a principal at JCJ Architecture, has a business relationship with Commission employees Chris Palmer and James Neilsen through prior projects in New York State that JCJ and Mr. Dow have worked on, specifically, Resorts World New York. Since JCJ's and Mr. Dow's services for Resorts World ended some time ago, Mr. Dow has only had limited contact with Mr. Neilsen at functions or on social media business tools such as LinkedIn. Mr. Dow and Mr. Neilsen do not have any additional personal or social relationship.

Danae Tinsley, who is a JCJ employee, also has a business relationship with Commission employees Chris Palmer and James Neilsen through prior projects in New York State that JCJ has worked on, specifically, Resorts World New York. Danae Tinsley has not had any contact with Mr. Palmer or Mr. Neilsen since JCJ's services for Resorts World ended.

HR&A ADVISORS, INC.

HR&A Advisors was under contract with Taft between May 9, 2013 and November 23, 2013 to conduct a local impacts study of a proposed casino resort by Foxwoods in the Town of Milford, Massachusetts. Further, HR&A also coordinated with attorneys from Taft for work on behalf of the City of Taunton, Massachusetts. Shuprotim Bhaumik of HR&A was the partner in charge of the project, and Caroline McCarthy was the day-to-day project manager. The Town of Milford project is complete, and the contract with Taft is no longer active. Similarly, the City of Taunton project was completed in January 2014 and the contract is no longer active.

A research analyst for HR&A, Evan Lacher, has a familial relationship with an employee of Houlihan Lokey. Specifically, Evan's father, Rick Lacher, is the Managing Director of Houlihan Lokey's Dallas, Texas office. Mr. Rick Lacher is not involved in gaming or casino projects.

LPCIMINELLI

A project engineer at LPCiminelli, Chris Rossi, is currently married to Angela Rossi, who is employed by the Empire State Development corporation at their Buffalo office, serving as special assistant to Regional

President Sam Hoyt. Mr. Rossi is currently working on the Ralph Wilson Stadium project and has had no involvement with LPCiminelli's gaming portfolio, this RFA or Montreign's Application.

ELLENOFF GROSSMAN & SCHOLE LLP

Ellenoff Grossman & Schole LLP is Empire's SEC counsel. As Ellenoff Grossman & Schole LLP generally works in the same industry as Houlihan Lokey, they have occasionally worked with Houlihan Lokey on specific transactions. None of these transactions were related to an application for a gaming license.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON

A former associate of Paul, Weiss, Rifkind, Wharton & Garrison ("Paul Weiss"), Cory Callahan, is currently an Assistant Counsel with the Commission. Paul Weiss has represented Houlihan Lokey over the years in matters unrelated to this RFA or Montreign's Application. Finally, Commission Member Todd R. Snyder is employed with Rothschild, Inc. and Paul Weiss has represented Rothschild, Inc. in matters unrelated to this RFA or Montreign's Application.