

and conditions as may be normal and customary in the industry with regard to similar agreements. Until such more formal agreement is prepared and executed, this Memorandum shall be binding and enforceable upon the parties, it being understood this Memorandum shall be of no force or effect if Casino Developer is not awarded a New York Gaming Facility License and each of the Venues may terminate this Memorandum as to it, if it believes, in the exercise of its reasonable judgment, that the agreement contemplated by this Memorandum could be detrimental to its mission or operations.

If any provision of this Memorandum shall either be (a) determined by any applicable New York State Gaming Facility regulatory authority or other applicable authority to be inconsistent or in violation of applicable laws or regulations or (b) reasonably determined by the parties to be inconsistent or in violation of applicable laws and regulations, the parties shall negotiate in good faith to amend such provision to bring it into compliance with applicable laws or regulations, while preserving the general intentions of the parties expressed hereunder and all other provisions of this Memorandum.

UPSTATE THEATER COALITION FOR A FAIRGAME LLC



BETHEL WOODS CENTER FOR THE ARTS



BARDAVON 1869 OPERA



EMPIRE RESORTS, INC.

By: Joseph W. A. O'Quinn