

Attachment VIII.C.2.a.-9



SULLIVAN COUNTY – STATE OF NEW YORK
DANIEL L BRIGGS, COUNTY CLERK
100 NORTH STREET, MONTICELLO, NY 12701

COUNTY CLERK'S RECORDING PAGE

THIS PAGE IS PART OF THE DOCUMENT – DO NOT DETACH



RECEIPT NO. : 2010289331

Clerk: HS
Instr #: 2010-56691
Rec Date: 07/15/2010 03:01:39 PM
Doc Grp: RP
Descrip: Declaration
Num Pgs: 31
Rec'd Frm: STEWART TITLE INSURANCE

Party1: EPT CONCORD II LLC
Party2: CONCORD RESORTS LLC
Town: THOMPSON

Recording:

Cover Page 5.00
Recording Fee 170.00
Cultural Ed 14.25
Records Management - Coun 1.00
Records Management - Stat 4.75
Notations 0.50
TP584 5.00

Sub Total: 200.50

Transfer Tax
Transfer Tax 0.00

Sub Total: 0.00

Total: 200.50

**** NOTICE: THIS IS NOT A BILL ****

***** Transfer Tax *****

Transfer Tax# : 2879

Consideration: 0.00
Transfer Tax: 0.00

I hereby certify that the within and foregoing was
recorded in the Sullivan County Clerk's Office

Daniel L. Briggs

Daniel L. Briggs
Sullivan County Clerk

Record and Return To:

STEWART TITLE INSURANCE

THIS IS NOT AN INVOICE

DECLARATION OF RESTRICTIVE COVENANT

This Declaration of Restrictive Covenant is made this 17th day of June, 2010 (the "Effective Date"), by EPT CONCORD II, LLC, a Delaware limited liability company, ("Grantor").

WITNESSETH, THAT:

WHEREAS, concurrently herewith, Concord Resort, LLC, a Delaware limited liability company ("Concord Resort"), is conveying the property legally described on Exhibit A and by this reference made a part hereof (the "Property") to Grantor, and in connection with such conveyance, Grantor has agreed to restrict the use of the Property for a specified period, on and subject to the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby covenants and agrees as follows:

1. Declaration of Restriction. Grantor hereby agrees, for the period set forth in Section 2 below, that it will not own or operate any casino, racino, racing or gaming facility (including any gaming facility or other casino facility comparable to a Class II or Class III gaming facility, whether or not such gaming facility is authorized to operate slot machines, video gaming machines, table games (including but not limited to Baccarat, Blackjack and Craps), or any other games of chance, on the Property.

2. Term of Declaration. This Declaration shall remain in effect for a period commencing on the Effective Date stated above and ending on December 31, 2011; provided, however, this Declaration shall remain in effect after December 31, 2011, in perpetuity, on and subject to the following conditions:

(i) the execution by all parties thereto of that certain Amended and Restated Master Credit Agreement ("MCA") providing for the loan of up to \$275 million to Concord Kiamesha LLC and Concord Raceway, Corp., as Borrowers, by CIBC Inc., Siemens Financial Services, Inc. and The Union Labor Life Insurance Company, their successors and/or assigns or any other lender, in substantially the form attached to that certain Agreement (Casino Development) of even date with this Declaration, by and among others, Grantor, Concord Resort, Concord Associates, and Concord Kiamesha, LLC, a Delaware limited liability company, relating to the development of the Concord Casino;

(ii) construction of the casino (as defined and described on Exhibit C attached hereto and by this reference made a part hereof) (hereinafter the "Concord Casino") has commenced and is continuing as of December 31, 2011, on the land (the "Casino Tract") adjacent to the Property, which Casino Tract is legally described on Exhibit B attached hereto, and by this reference made a part hereof, and is currently owned by Concord Associates, L.P., a New York limited partnership ("Concord Associates"); and

(iii) such construction of the Concord Casino is continuing and the Concord Casino is completed within three years of commencement of construction.

In the event that any of the above conditions are not met, this Declaration shall be deemed terminated and shall be of no further force or effect. By way of example and illustration: (x) if construction has not commenced or has commenced but is not continuing as of December 31, 2011, then this Declaration shall be deemed terminated and shall be of no further force or effect; (y) if construction has commenced, and is continuing as of December 31, 2011, but the MCA has not been executed, this Declaration shall be deemed terminated and of no further force or effect; (z) if construction has been commenced and is continuing as of December 31, 2011, but the Concord Casino is not completed within three years of commencement of construction thereof, this Declaration shall be deemed terminated and of no further force or effect.

Notwithstanding anything herein to the contrary, in the event of a breach of that certain Declaration of Restrictive Covenant (the "Casino Tract Declaration") being recorded concurrently herewith with respect to the Casino Tract, and failure by the grantor thereunder to cure such breach within thirty (30) day's written notice by Grantor to Grantee hereunder, this Declaration shall automatically terminate and be of no further force or effect.

3. **Binding Effect.** This covenant shall run with the Property, for the benefit of Casino Property and Concord Associates and its successors and/or assigns. This covenant shall binding on any of Grantor's successors and/or assigns.

IN WITNESS WHEREOF, Grantor has executed this Declaration on the day and year first above written.

EPT CONCORD II, LLC, a Delaware limited liability company

By: _____

Name: _____

Gregory K. Silvers
Vice President

Title: _____

STATE OF Missouri)
) ss
COUNTY OF Jackson)

On this the 13th day of June 20, 2010, before me, the undersigned Notary Public in and for said County and State, appeared Gregory K. Silvers personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity on behalf of which he acted, executed the instrument.

WITNESS my hand and official seal.

Chrysa V. Zinser
Notary Public

My Commission Expires:



CHRYSA V. ZINSER
My Commission Expires
September 23, 2012
Jackson County
Commission #08642449

Exhibit A

Legal Description of the Property

LEGAL DESCRIPTION OF KEYBANK PARCELS

PARCEL 'A'

All that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'A' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point at the northwest corner of lands now or formerly of Irving Cohen and running northerly along the westerly line of aforementioned Cohen, North 15°59'50" East, a distance of 370.99 feet to an intersection of stonewalls on the division line between the Town of Fallsburg on the north and the Town of Thompson on the south and continuing along same, South 69°17'00" East, a distance of 1074.74 feet;

THENCE South 02°28'00" West, a distance of 218.80 feet to the aforementioned northerly line of County Route No. 109 also known as Kiamesha Lake Road and continuing along same, North 87°32'00" West, a distance of 388.63 feet;

THENCE North 03°12'00" East, a distance of 150.00 feet;

THENCE North 86°48'00" West, a distance of 300.00 feet;

THENCE South 03°12'00" West, a distance of 150.00 feet to the aforementioned northerly line of County Route No. 109 also known as Kiamesha Lake Road and continuing along same, North 88°00'00" West, a distance of 315.50 feet to the easterly line of aforementioned Cohen, and continuing along same, North 28°46'00" East, a distance of 218.01 feet to the northerly line of Cohen and continuing along same, North 88°07'00" West, a distance of 200.00 feet to the **POINT AND PLACE OF BEGINNING**.

CONTAINING an area of 351687 square feet; or 8.074 acres of land more or less.

SAID parcel being known as Section 15 Block 1 Lot(s) 4 and part of 12.1 of the Town of Thompson Tax Maps.

PARCEL 'B'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'B' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point on the northerly line of County Route No. 109 also known as Kiamesha Lake Road and continuing along same, North 86°58'52" West, a distance of 261.00 feet;

THENCE North 25°21'14" East, a distance of 60.54 feet;

THENCE South 89°15'55" East, a distance of 25.02 feet;

THENCE South 79°46'52" East, a distance of 51.91 feet;

THENCE South 71°52'06" East, a distance of 55.54 feet and

THENCE South 68°31'20" East, a distance of 113.73 feet to the **POINT AND PLACE OF BEGINNING.**

CONTAINING an area of 9086 square feet; or 0.209 acres of land more or less.

SAID parcel being known as Section 15 Block 1 Lot 49 of the Town of Thompson Tax Maps.

PARCEL 'C'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'C' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at the intersection of the southerly line of County Route No. 109 also known as Kiamesha Lake Road and the centerline of County Route 182 also known as Concord

Road and continuing along the aforementioned southerly line of County Route No. 109 also known as Kiamesha Lake Road the following nine (9) courses and distances;

- 1) South 87°35'17" East, a distance of 150.86 feet,
- 2) South 88°28'17" East, a distance of 94.01 feet,
- 3) South 87°52'17" East, a distance of 70.39 feet,
- 4) South 86°57'17" East, a distance of 147.30 feet,
- 5) South 86°32'17" East, a distance of 200.40 feet,
- 6) South 86°51'17" East, a distance of 310.71 feet,
- 7) South 87°19'17" East, a distance of 467.40 feet,
- 8) South 86°52'59" East, a distance of 289.67 feet and

9) South 77°47'08" East, a distance of 482.81 feet to a point on the division line between the Town of Fallsburg on the north and the Town of Thompson on the south;

CONTINUING along same the following two (2) courses and distances;

- 1) South 68°45'29" East, a distance of 959.75 feet and

- 2) South 69°00'29" East, a distance of 1223.13 feet to the approximate centerline

of the West Branch of Sheldrake Stream;

CONTINUING along same the following twenty-nine (29) courses and distances;

- 1) South 07°51'27" East, a distance of 30.42 feet,
- 2) South 19°46'28" East, a distance of 354.20 feet,
- 3) South 37°38'32" East, a distance of 180.68 feet,
- 4) South 22°37'10" East, a distance of 96.91 feet,
- 5) South 11°59'08" East, a distance of 366.93 feet,
- 6) South 43°11'52" East, a distance of 95.64 feet,
- 7) South 67°43'50" East, a distance of 102.99 feet,
- 8) South 61°57'30" East, a distance of 72.30 feet,
- 9) South 06°47'30" East, a distance of 86.33 feet,
- 10) South 28°46'20" West, a distance of 67.03 feet,
- 11) South 06°51'14" East, a distance of 28.12 feet,
- 12) South 37°49'38" East, a distance of 118.30 feet,
- 13) South 25°10'27" East, a distance of 89.74 feet,
- 14) South 07°26'20" East, a distance of 120.14 feet,

- 15) South 01°55'56" East, a distance of 423.06 feet,
- 16) South 21°42'05" East, a distance of 166.05 feet,
- 17) South 03°21'10" East, a distance of 71.11 feet,
- 18) South 33°47'03" East, a distance of 160.33 feet,
- 19) South 89°11'55" East, a distance of 80.45 feet,
- 20) South 42°01'43" East, a distance of 134.90 feet,
- 21) South 18°46'10" West, a distance of 14.55 feet,
- 22) South 13°35'40" East, a distance of 75.29 feet,
- 23) South 00°58'26" West, a distance of 234.27 feet,
- 24) South 08°53'16" West, a distance of 119.20 feet,
- 25) South 10°00'15" East, a distance of 241.24 feet,
- 26) South 29°19'03" East, a distance of 323.51 feet,
- 27) South 23°33'36" East, a distance of 286.99 feet,
- 28) South 07°03'12" East, a distance of 111.94 feet and
- 29) South 18°55'17" East, a distance of 83.94 feet;

THENCE South 58°40'39" East, a distance of 405.38 feet;

THENCE North 61°21'13" East, a distance of 233.12 feet;

THENCE North 62°05'14" East, a distance of 187.14 feet;

THENCE North 62°17'11" East, a distance of 452.54 feet to the westerly line of County Route 161 also known as Heiden Road and continuing along same, South 37°52'19" East, a distance of 50.80 feet;

THENCE South 62°17'11" West, a distance of 461.21 feet;

THENCE South 62°05'04" West, a distance of 186.93 feet;

THENCE South 61°21'21" West, a distance of 255.70 feet to the division line of lot 18 on the north & lot 17 on the south of Great Lot 1 of the Hardenburgh Patent;

CONTINUING along same the following two (2) courses and distances;

1) North 69°23'31" West, a distance of 976.04 feet and

2) North 68°34'41" West, a distance of 1289.25 feet;

THENCE South 16°09'30" West, a distance of 3187.18 feet to the centerline of Thompsonville Road;

CONTINUING along same the following two (2) courses and distances;

1) South 85°20'09" West, a distance of 128.96 feet and

2) North 84°52'46" West, a distance of 67.00 feet;

THENCE crossing Thompsonville Road, South 15°41'46" West, a distance of 28.03 feet to the southerly line of Thompsonville Road and continuing along same, North 69°20'00" West, a distance of 550.03 feet;

THENCE South 15°32'37" West, a distance of 1016.98 feet;

THENCE North 70°08'54" West, a distance of 578.31 feet;

THENCE North 70°38'25" West, a distance of 123.87 feet;

THENCE South 16°14'12" West, a distance of 490.46 feet;

THENCE North 70°46'13" West, a distance of 302.97 feet to the centerline of Joyland

Road;

CONTINUING along same the following seven (7) courses and distances;

1) South 14°20'03" West, a distance of 18.77 feet,

2) South 16°28'56" West, a distance of 84.25 feet,

3) South 18°49'49" West, a distance of 297.65 feet,

4) South 15°24'28" West, a distance of 327.46 feet,

5) South 14°13'43" West, a distance of 265.48 feet,

6) South 16°08'03" West, a distance of 387.79 feet and

7) South 16°01'34" West, a distance of 481.21 feet;

THENCE North 69°09'17" West, a distance of 660.73 feet;

THENCE South 27°05'36" West, a distance of 751.68 feet;

THENCE South 70°46'12" East, a distance of 804.61 feet to the aforementioned centerline of Joyland Road and continuing along same, South 16°44'54" West, a distance of 271.95 feet;

THENCE North 70°48'02" West, a distance of 1621.89 feet;

THENCE North 17°15'50" East, a distance of 272.71 feet;

THENCE North 69°58'30" West, a distance of 332.95 feet;

THENCE North 15°39'20" East, a distance of 2056.61 feet;

THENCE South 67°17'34" East, a distance of 435.20 feet;

THENCE North 23°18'44" East, a distance of 2114.90 feet to the division line of Great Lot 1 on the north and Great Lot 13 on the south and continuing along same, South 69°20'00" East, a distance of 589.67 feet;

THENCE North 16°45'00" East, a distance of 563.00 feet;

THENCE South 69°20'00" East, a distance of 350.00 feet;

THENCE South 16°45'00" West, a distance of 563.00 feet to the aforementioned division line of Great Lot 1 on the north and Great Lot 13 on the south and continuing along same, crossing Joyland Road, South 69°20'00" East, a distance of 564.60 feet;

THENCE North 15°59'14" East, a distance of 653.60 feet;

THENCE North 85°20'05" West, a distance of 247.96 feet to the centerline of Chalet Road;

CONTINUING along same the following twelve (12) courses and distances;

- 1) North 00°40'40" West, a distance of 125.64 feet,
- 2) North 01°59'27" West, a distance of 196.51 feet,
- 3) North 07°40'03" West, a distance of 106.27 feet,
- 4) North 10°12'53" West, a distance of 133.06 feet,
- 5) North 14°05'26" West, a distance of 136.10 feet,
- 6) North 13°16'52" West, a distance of 128.93 feet,
- 7) North 11°36'18" West, a distance of 67.40 feet,
- 8) North 10°32'39" West, a distance of 112.26 feet,
- 9) North 13°47'29" West, a distance of 68.81 feet,
- 10) North 20°23'04" West, a distance of 43.72 feet,
- 11) North 29°01'32" West, a distance of 43.33 feet and
- 12) North 32°24'55" West, a distance of 86.74 feet;

THENCE South 67°53'33" East, a distance of 1006.08 feet;

THENCE North 15°18'26" East, a distance of 1677.94 feet to the aforementioned division line of lot 18 on the north & lot 17 on the south of Great Lot 1 of the Hardenburgh Patent and continuing along same, South 69°25'51" East, a distance of 729.84 feet;

THENCE North 20°34'10" East, a distance of 1089.00 feet;

THENCE North 69°40'38" West, a distance of 1198.83 feet;

THENCE South 20°34'08" West, a distance of 1083.29 feet to the aforementioned division line of lot 18 on the north & lot 17 on the south of Great Lot 1 of the Hardenburgh Patent and continuing along same, North 69°20'22" West, a distance of 1198.32 feet to the approximate centerline of Kiamesha Creek;

CONTINUING along same the following fourteen (14) courses and distances;

- 1) South 38°43'45" West, a distance of 139.26 feet,
- 2) South 19°47'40" West, a distance of 29.74 feet,
- 3) South 27°06'36" West, a distance of 257.65 feet,
- 4) South 17°55'47" West, a distance of 156.34 feet,
- 5) South 07°15'06" West, a distance of 139.27 feet,
- 6) South 04°52'16" East, a distance of 73.96 feet,
- 7) South 34°58'29" West, a distance of 113.94 feet,
- 8) South 06°32'37" West, a distance of 40.45 feet,
- 9) South 04°27'53" East, a distance of 193.59 feet,
- 10) South 21°29'55" West, a distance of 59.40 feet,
- 11) South 42°46'43" West, a distance of 99.24 feet,
- 12) South 48°59'16" West, a distance of 127.61 feet,
- 13) South 67°35'53" West, a distance of 170.27 feet and
- 14) South 55°07'46" West, a distance of 165.72 feet;

THENCE North 67°53'33" West, a distance of 1819.46 feet to the division line of lot 25 on the west & lot 17 on the east of Great Lot 1 of the Hardenburgh Patent and continuing along same, South 15°30'21" West, a distance of 1710.73 feet to the aforementioned division line of Great Lot 1 on the north and Great Lot 13 on the south and continuing along same, South 69°24'26" East, a distance of 235.78 feet;

THENCE South 41°39'10" West, a distance of 687.06 feet;

THENCE North 72°01'55" West, a distance of 982.75 feet;

THENCE North 76°39'59" East, a distance of 232.83 feet;

THENCE North 73°01'32" East, a distance of 176.88 feet;

THENCE North 41°17'23" East, a distance of 85.80 feet;

THENCE North 71°01'59" West, a distance of 1320.42 feet to the centerline of Rock Ridge Road;

CONTINUING along same the following four (4) courses and distances;

1) North 28°37'25" East, a distance of 100.70 feet,

2) North 26°34'44" East, a distance of 96.63 feet,

3) North 24°04'40" East, a distance of 150.63 feet and

4) North 17°53'01" East, a distance of 65.77 feet to the aforementioned division

line of Great Lot 1 on the north and Great Lot 13 on the south and continuing along same, South 68°21'00" East, a distance of 340.87 feet;

THENCE North 17°31'14" East, a distance of 340.63 feet;

THENCE North 73°19'53" West, a distance of 338.06 feet to the aforementioned centerline of Rock Ridge Road;

CONTINUING along same the following two (2) courses and distances;

1) North 17°53'01" East, a distance of 355.39 feet and

2) North 16°35'59" East, a distance of 436.20 feet;

THENCE South 74°29'17" East, a distance of 157.89 feet;

THENCE North 16°07'09" East, a distance of 150.00 feet;

THENCE North 74°29'14" West, a distance of 157.90 feet to the aforementioned centerline of Rock Ridge Road and continuing along same, North 15°53'56" East, a distance of 136.87 feet;

THENCE South 70°39'43" East, a distance of 669.63 feet;

THENCE North 16°28'02" East, a distance of 304.22 feet;

THENCE South 68°26'44" East, a distance of 292.93 feet;

THENCE North 30°13'30" East, a distance of 650.09 feet;

THENCE North 22°16'58" East, a distance of 484.81 feet;

THENCE North 56°04'23" West, a distance of 458.00 feet;

THENCE North 53°40'37" East, a distance of 178.00 feet;

THENCE North 51°04'23" West, a distance of 185.71 feet to the westerly line of County Route 182 also known as Concord Road;

CONTINUING along same the following two (2) courses and distances;

1) North 57°58'49" East, a distance of 169.61 feet and

2) North 58°05'21" East, a distance of 483.00 feet;

THENCE North 23°40'50" West, a distance of 30.52 feet to the centerline of aforementioned County Route 182 also known as Concord Road;

CONTINUING along same the following seven (7) courses and distances;

- 1) North 67°03'00" East, a distance of 444.34 feet,
- 2) North 62°36'00" East, a distance of 547.50 feet,
- 3) North 53°39'40" East, a distance of 78.54 feet,
- 4) North 40°11'42" East, a distance of 604.35 feet,
- 5) North 39°59'49" East, a distance of 230.03 feet to a point of curvature,
- 6) Along the curve to the left having a radius of 410.28 feet and an arc length of 262.55 feet to a point of tangency and
- 7) North 05°59'34" East, a distance of 438.84 feet to the **POINT AND PLACE OF BEGINNING.**

CONTAINING an area of 39529000 square feet; or 907.461 acres of land more or less.

SAID parcel being known as Section 13 Block 3 Lot(s) 12, 19.1, 20.1, 20.2, 20.3, & 22 and Section 15 Block 1 Lot(s) 11.1, 11.2, part of 12.1, 14.1, 14.2, 18, 19, 22, 24, 25, 35.7, & 51, and Section 23 Block 1 Lot (s) 53, 54.1, 54.2, 54.3, 54.4, 55, & 61.2, and Section 23 Block 2 Lot(s) 2, 3, 4, & 6 and Section 9 Block 1 Lot 35 & part of lot 34.1 of the Town of Thompson Tax Maps.

PARCEL 'D'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'D' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point on the northerly line of Route 17 said point being the southwesterly corner of the herein described parcel;

- THENCE** North 33°01'47" East, a distance of 114.87 feet;
- THENCE** North 36°16'31" East, a distance of 171.17 feet;
- THENCE** North 38°56'55" East, a distance of 77.89 feet;
- THENCE** South 67°02'55" East, a distance of 228.06 feet;

THENCE South 14°17'23" West, a distance of 119.41 feet;
THENCE North 81°01'23" East, a distance of 79.55 feet;
THENCE North 06°19'11" East, a distance of 80.05 feet;
THENCE South 67°58'37" East, a distance of 103.34 feet;
THENCE North 17°58'32" East, a distance of 107.66 feet;
THENCE North 67°58'33" West, a distance of 100.13 feet;
THENCE North 67°23'11" West, a distance of 63.12 feet;
THENCE North 64°51'55" West, a distance of 144.18 feet;
THENCE North 18°26'38" East, a distance of 165.68 feet;
THENCE South 70°47'00" East, a distance of 629.23 feet;
THENCE South 15°13'50" West, a distance of 884.24 feet to the aforementioned
northerly line of Route 17;

CONTINUING along same the following three (3) courses and distances;

- 1) North 45°42'43" West, a distance of 342.37 feet,
- 2) South 86°50'05" West, a distance of 124.64 feet and
- 3) North 50°59'54" West, a distance of 479.89 feet to the POINT AND PLACE

OF BEGINNING.

CONTAINING an area of 520504 square feet; or 11.949 acres of land more or less.

SAID parcel being known as Section 23 Block 1 Lot 11.3 of the Town of Thompson Tax
Maps.

EXCEPTING AND EXCLUDING therefrom that portion or portions described in the following
deeds:

- 1) DEED from Concord Associates LP to the Jewish General Aid Association dated April 26,
2000 and recorded May 10, 2000 in Liber 2187 Cp. 598; and
- 2) DEED from Concord Associates LP to Congregation Haaves Zion Anane dated April 26,
2000 and recorded May 10, 2000 in Liber 2187 Cp. 600.

PARCEL 'E'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan
County, New York designated as Parcel 'E' and shown on a map entitled "Map of Parcels
Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of

Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point in the centerline of Rock Ridge Road and continuing along same, North 12°11'00" East, a distance of 99.00 feet;

THENCE North 21°26'00" West, a distance of 229.50 feet;

THENCE North 14°28'00" West, a distance of 105.60 feet;

THENCE North 12°28'00" West, a distance of 184.80 feet;

THENCE North 10°28'00" East, a distance of 237.60 feet;

THENCE South 70°32'00" East, a distance of 264.00 feet;

THENCE South 12°30'00" West, a distance of 151.27 feet to the aforementioned centerline of Rock Ridge Road;

CONTINUING along same the following sixteen (16) courses and distances;

1) North 22°28'00" East, a distance of 75.40 feet,

2) North 46°24'00" East, a distance of 27.04 feet,

3) North 72°54'00" East, a distance of 43.14 feet,

4) South 81°43'00" East, a distance of 67.14 feet,

5) South 73°14'00" East, a distance of 289.34 feet,

6) South 75°51'00" East, a distance of 68.05 feet,

7) South 84°49'00" East, a distance of 50.34 feet,

8) North 81°35'00" East, a distance of 60.00 feet,

9) North 70°47'00" East, a distance of 79.33 feet,

10) North 66°32'00" East, a distance of 182.90 feet,

11) North 73°27'13" East, a distance of 174.23 feet,

12) North 67°46'00" East, a distance of 83.24 feet,

13) North 61°13'00" East, a distance of 53.40 feet,

14) North 56°52'00" East, a distance of 215.00 feet,

15) North 53°01'00" East, a distance of 59.26 feet and

16) North 41°58'00" East, a distance of 20.18 feet;

THENCE South 41°52'00" East, a distance of 119.70 feet;

THENCE South 03°05'00" East, a distance of 247.00 feet;

THENCE South 48°18'00" East, a distance of 290.40 feet;

THENCE South 33°18'00" East, a distance of 585.14 feet;

THENCE North 87°26'00" East, a distance of 580.80 feet;

THENCE South 47°48'00" East, a distance of 436.18 feet;

THENCE South 05°50'00" West, a distance of 206.87 feet to the centerline of
Thompsonville Road;

CONTINUING along same the following eight (8) courses and distances;

- 1) South 57°40'00" West, a distance of 217.01 feet,
- 2) South 53°43'00" West, a distance of 308.21 feet,
- 3) South 57°13'00" West, a distance of 120.01 feet,
- 4) South 62°13'00" West, a distance of 84.37 feet,
- 5) South 67°33'00" West, a distance of 118.37 feet,
- 6) South 73°16'00" West, a distance of 105.51 feet,
- 7) South 74°50'00" West, a distance of 176.54 feet and
- 8) South 71°30'00" West, a distance of 44.45 feet;

THENCE North 70°35'00" West, a distance of 342.75 feet to the approximate centerline
of Kiamesha Creek;

CONTINUING along same the following twenty-one (21) courses and distances;

- 1) North 05°12'00" East, a distance of 22.25 feet,
- 2) North 27°03'00" West, a distance of 58.11 feet,
- 3) North 60°55'00" West, a distance of 106.35 feet,
- 4) North 03°56'00" West, a distance of 79.16 feet,
- 5) North 14°34'00" East, a distance of 66.29 feet,
- 6) North 09°00'00" East, a distance of 47.48 feet,
- 7) North 73°23'00" West, a distance of 48.67 feet,
- 8) North 42°22'00" West, a distance of 216.20 feet,
- 9) North 18°43'00" West, a distance of 85.50 feet,
- 10) North 57°36'00" West, a distance of 23.87 feet,
- 11) North 16°36'00" West, a distance of 124.81 feet,
- 12) North 61°36'00" West, a distance of 234.42 feet,
- 13) North 34°12'00" West, a distance of 46.51 feet,

- 14) North 52°42'00" West, a distance of 39.74 feet,
- 15) North 82°49'00" West, a distance of 51.64 feet,
- 16) South 56°38'00" West, a distance of 83.88 feet,
- 17) South 61°46'00" West, a distance of 59.64 feet,
- 18) North 79°29'00" West, a distance of 146.23 feet,
- 19) North 87°37'00" West, a distance of 62.61 feet,
- 20) North 83°35'00" West, a distance of 63.60 feet and
- 21) South 69°03'00" West, a distance of 64.15 feet;

THENCE North 75°37'00" West, a distance of 518.08 feet;

THENCE North 82°16'00" West, a distance of 30.01 feet to the **POINT AND PLACE OF BEGINNING**.

CONTAINING an area of 2869835 square feet; or 65.882 acres of land more or less.

SAID parcel being known as Section 13 Block 3 Lot 25 of the Town of Thompson Tax Maps. (NKA) 25.1, 25.2, 25.3

PARCEL 'F'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'F' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows.

BEGINNING at a point in the centerline of Rock Ridge Road said point being the northwesterly corner of the herein described parcel;

THENCE South 65°52'50" East, a distance of 225.51 feet;

THENCE South 19°07'10" West, a distance of 100.00 feet;

THENCE North 65°52'50" West, a distance of 222.29 feet to the aforementioned the centerline of Rock Ridge Road and continuing along same, North 17°17'17" East, a distance of 100.33 feet to the **POINT AND PLACE OF BEGINNING**.

CONTAINING an area of 22305 square feet; or 0.512 acres of land more or less.

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SAID parcel being known as Section 13 Block 3 Lot 17 of the Town of Thompson Tax Maps.

PARCEL 'G'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'G' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows.

BEGINNING on the southerly line of County Route 182 also known as Concord Road and continuing along same, South 85°04'00" East, a distance of 200.00 feet;

THENCE South 34°56'00" West, a distance of 199.73 feet;

THENCE North 85°08'00" West, a distance of 200.13 feet;

THENCE North 34°56'00" East, a distance of 200.00 feet to the **POINT AND PLACE OF BEGINNING.**

CONTAINING an area of 34618 square feet; or 0.795 acres of land more or less.

SAID parcel being known as Section 13 Block 3 Lot 45 of the Town of Thompson Tax Maps.

PARCEL 'H'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'H' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING on the southerly line of County Route 182 also known as Concord Road;

THENCE South 34°56'00" West, a distance of 116.09 feet;

THENCE South 46°04'00" West, a distance of 260.04 feet;

THENCE South 48°10'00" West, a distance of 184.80 feet;

THENCE North 73°06'00" West, a distance of 377.70 feet;

THENCE North 03°57'00" East, a distance of 381.78 feet to the southerly line of County Route 182 also known as Concord Road;

CONTINUING along same the following five (5) courses and distances;

- 1) North 84°52'00" East, a distance of 162.27 feet,
- 2) South 86°57'00" East, a distance of 89.02 feet,
- 3) South 88°51'00" East, a distance of 279.54 feet,
- 4) South 81°36'00" East, a distance of 64.72 feet and

5) South 56°51'00" East, a distance of 158.26 feet to the **POINT AND PLACE OF BEGINNING.**

CONTAINING an area of 270464 square feet; or 6.209 acres of land more or less.

SAID parcel being known as Section 13 Block 3 Lot(s) 5 and 7 of the Town of Thompson Tax Maps.

LEGAL DESCRIPTION OF JEFFERSON BANK PARCELS

PARCEL 'J'

All that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'J' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point on the southerly line of Thompsonville Road and continuing along same the following four (4) courses and distances;

- 1) South 85°12'38" East, a distance of 37.41 feet,
- 2) North 84°27'33" East, a distance of 241.27 feet,
- 3) North 82°57'33" East, a distance of 200.00 feet and
- 4) North 86°35'33" East, a distance of 194.71 feet;

THENCE South 16°35'33" West, a distance of 307.88 feet to the division line of Great Lot 1 on the north and Great Lot 13 on the south and continuing along same, South 69°34'27" East, a distance of 653.27 feet;

THENCE South 17°11'33" West, a distance of 2648.90 feet;
THENCE North 67°54'27" West, a distance of 1245.00 feet;
THENCE South 15°35'33" West, a distance of 49.50 feet;
THENCE North 70°13'44" West, a distance of 313.98 feet;
THENCE North 69°09'44" West, a distance of 77.20 feet;
THENCE North 70°16'44" West, a distance of 734.96 feet;
THENCE North 12°21'46" East, a distance of 768.77 feet;
THENCE North 74°15'13" West, a distance of 441.87 feet to the centerline of Joyland

Road;

CONTINUING along same the following four (4) courses and distances;

- 1) North 15°24'28" East, a distance of 31.31 feet,
- 2) North 18°49'49" East, a distance of 297.65 feet,
- 3) North 16°28'56" East, a distance of 84.25 feet and
- 4) North 14°20'03" East, a distance of 18.77 feet;

THENCE South 70°46'13" East, a distance of 302.97 feet;
THENCE North 16°14'12" East, a distance of 490.46 feet;
THENCE South 70°38'25" East, a distance of 123.87 feet;
THENCE South 70°08'54" East, a distance of 578.31 feet;
THENCE South 70°51'44" East, a distance of 595.00 feet;
THENCE South 16°37'16" West, a distance of 635.00 feet;
THENCE South 67°34'24" East, a distance of 356.90 feet;
THENCE North 15°35'33" East, a distance of 850.00 feet;
THENCE North 65°39'27" West, a distance of 400.00 feet;
THENCE North 20°35'33" East, a distance of 410.00 feet;
THENCE South 66°54'27" East, a distance of 54.00 feet;
THENCE North 13°35'33" East, a distance of 383.91 feet to the POINT AND PLACE

OF BEGINNING.

CONTAINING an area of 5316770 square feet; or 122.056 acres of land more or less.

SAID parcel being known as Section 23 Block 2 Lot(s) 8 & 10 of the Town of
Thompson Tax Maps.

PARCEL 'K'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'K' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point in the centerline of Kiamesha Creek and continuing along same the following fourteen (14) courses and distances;

- 1) South 52°42'00" East, a distance of 18.14 feet,
- 2) South 34°12'00" East, a distance of 46.51 feet,
- 3) South 61°36'00" East, a distance of 234.42 feet,
- 4) South 16°36'00" East, a distance of 124.81 feet,
- 5) South 57°36'00" East, a distance of 23.87 feet,
- 6) South 18°43'00" East, a distance of 85.50 feet,
- 7) South 42°22'00" East, a distance of 216.20 feet,
- 8) South 73°23'00" East, a distance of 48.67 feet,
- 9) South 09°00'00" West, a distance of 47.48 feet,
- 10) South 14°34'00" West, a distance of 66.29 feet,
- 11) South 03°56'00" East, a distance of 79.16 feet,
- 12) South 60°55'00" East, a distance of 106.35 feet,
- 13) South 27°03'00" East, a distance of 58.11 feet and
- 14) South 05°12'00" West, a distance of 22.25 feet;

THENCE North 70°47'00" West, a distance of 859.24 feet;

THENCE North 18°08'37" East, a distance of 611.20 feet to the **POINT AND PLACE OF BEGINNING.**

CONTAINING an area of 314001 square feet; or 7.208 acres of land more or less.

SAID parcel being known as Section 13 Block 3 Lot 26.2 of the Town of Thompson Tax Maps.

PARCEL 'L'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'L' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point at the intersection of the westerly line of County Route 42 and the northerly line of County Route 182 also known as Concord Road and continuing along said Concord Road, South 89°18'49" West, a distance of 86.34 feet;

THENCE North 00°08'49" East, a distance of 200.00 feet;

THENCE North 89°51'11" West, a distance of 225.42 feet;

THENCE North 16°16'49" East, a distance of 664.72 feet;

THENCE North 48°30'11" West, a distance of 52.14 feet;

THENCE North 36°30'11" West, a distance of 25.08 feet;

THENCE North 24°00'11" West, a distance of 36.96 feet;

THENCE North 37°30'11" West, a distance of 29.70 feet;

THENCE North 11°59'11" West, a distance of 39.60 feet;

THENCE North 27°29'11" West, a distance of 48.18 feet;

THENCE North 37°29'11" West, a distance of 38.94 feet;

THENCE North 38°29'11" West, a distance of 47.52 feet;

THENCE North 20°59'11" West, a distance of 54.78 feet;

THENCE North 09°29'11" West, a distance of 79.20 feet;

THENCE North 01°02'11" West, a distance of 66.00 feet;

THENCE South 58°59'11" East, a distance of 284.46 feet;

THENCE South 14°46'11" East, a distance of 83.08 feet;

THENCE North 63°59'49" East, a distance of 271.11 feet to the aforementioned westerly line of County Route 42;

CONTINUING along same the following eight (8) courses and distances;

1) South 18°19'11" East, a distance of 40.96 feet,

- 2) South 63°59'49" West, a distance of 18.62 feet,
- 3) South 12°39'11" East, a distance of 292.92 feet,
- 4) South 16°09'49" West, a distance of 97.90 feet,
- 5) South 12°03'49" West, a distance of 90.86 feet,
- 6) South 13°27'49" West, a distance of 107.88 feet,
- 7) South 09°44'49" West, a distance of 431.00 feet and
- 8) South 33°58'49" West, a distance of 170.03 feet to the **POINT AND PLACE**

OF BEGINNING.

CONTAINING an area of 420400 square feet; or 9.651 acres of land more or less.
SAID parcel being known as Section 13 Block 1 Lot(s) 28 & 53 of the Town of Thompson Tax Maps.

LEGAL DESCRIPTION OF COUNTRY BANK PARCELS

PARCEL 'M'

All that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'M' and shown on a map entitled "Map of Parcels Prepared For Concord Resorts, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at the intersection of the easterly line of County Route 42 and the northerly line of County Route 182 also known as Concord Road and continuing along said Concord Road the following three (3) courses and distances;

- 1) North 79°36'15" East, a distance of 308.82 feet,
- 2) North 85°45'15" East, a distance of 322.14 feet and
- 3) North 85°17'15" East, a distance of 364.37 feet;

- THENCE** South 14°04'15" West, a distance of 316.28 feet;
- THENCE** South 18°01'15" West, a distance of 513.13 feet;
- THENCE** North 60°29'45" West, a distance of 319.98 feet;
- THENCE** South 86°27'03" West, a distance of 235.46 feet;
- THENCE** South 28°40'03" West, a distance of 23.97 feet;

THENCE North 60°29'45" West, a distance of 526.32 feet to the aforementioned easterly line of County Route 42;

CONTINUING along same the following two (2) courses and distances;

1) North 41°48'15" East, a distance of 97.37 feet and

2) North 35°35'15" East, a distance of 284.65 feet to the POINT AND PLACE

OF BEGINNING.

CONTAINING an area of 601003 square feet; or 13.797 acres of land more or less.

SAID parcel being known as Section 13 Block 3 Lot(s) 2.1 & 2.2 of the Town of Thompson Tax Maps.

PARCEL 'N'

ALSO all that certain parcel of land located in the Town of Thompson, Sullivan County, New York designated as Parcel 'N' and shown on a map entitled "Map of Parcels Prepared For Concord Resort, LLC Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated August 15, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point on the northerly line of County Route No. 109 also known as Kiamesha Lake Road at the southwest corner of lands now or formerly of Irving Cohen and continuing along the westerly line of said lands now or formerly of Cohen, North 15°59'50" East, a distance of 199.10 feet;

THENCE South 88°07'00" East, a distance of 200.00 feet;

THENCE South 28°46'00" West, a distance of 218.01 feet to the aforementioned northerly line of County Route No. 109 also known as Kiamesha Lake Road;

CONTINUING along same North 87°35'51" West, a distance of 149.97 feet to the POINT AND PLACE OF BEGINNING.

CONTAINING an area of 33954 square feet; or 0.779 acres of land more or less.

SAID parcel being known as Section 15 Block 1 Lot(s) 5 of the Town of Thompson Tax Maps.

EXHIBIT B

LEGAL DESCRIPTION OF THE CASINO TRACT

LEGAL DESCRIPTION OF PARCEL IA

ALL that certain parcel of land located in the Town of Thompson, Sullivan County, New York and designated as Parcel IA on a map entitled "SURVEY OF PROPERTY Prepared For EMPIRE RESORTS, INC. Property Situate In The Town Of Thompson, County Of Sullivan, State Of New York, dated March 30, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point at the intersection between the northwesterly line of County Route No. 182 also known as Concord Road and the division line of lots 25 on the south & 26 on the north of Great Lot 1 of the Hardenburgh Patent,

THENCE running westerly along the aforementioned division line of lots 25 on the south & 26 on the north of Great Lot 1 of the Hardenburgh Patent, North 69°02'05" West, a distance of 1161.68 feet to a point on the approximate shoreline of Kiamesha Lake;

THENCE running northerly along the aforementioned approximate shoreline of Kiamesha Lake the following eighteen (18) courses and distances;

- 1) North 29°57'42" East, a distance of 128.92 feet,
- 2) North 61°48'21" East, a distance of 111.72 feet,
- 3) North 48°35'07" East, a distance of 341.17 feet,
- 4) North 21°45'27" East, a distance of 175.90 feet,
- 5) North 22°25'13" East, a distance of 263.76 feet,
- 6) North 23°29'07" East, a distance of 242.61 feet,
- 7) North 21°29'36" East, a distance of 199.94 feet,
- 8) North 34°25'56" East, a distance of 189.81 feet,
- 9) North 15°10'39" East, a distance of 287.06 feet,
- 10) North 09°08'24" East, a distance of 96.95 feet,
- 11) North 04°43'44" West, a distance of 145.20 feet,
- 12) North 06°43'24" West, a distance of 64.29 feet,
- 13) North 16°18'50" West, a distance of 143.30 feet,
- 14) North 36°22' 19" West, a distance of 41.42 feet,
- 15) North 17°58'44" West, a distance of 43.64 feet,
- 16) North 27°37'37" West, a distance of 34.62 feet,
- 17) North 00°04'27" East, a distance of 13.68 feet and
- 18) North 15°37'50" East, a distance of 34.99 feet to a point;

THENCE leaving the aforementioned approximate shoreline of Kiamesha Lake and running northerly the following three (3) courses and distances;

- 1) North 58°00'17" East, a distance of 109.16 feet,
- 2) North 31°48'13" West, a distance of 50.00 feet and

3) North 58°00'17" East, a distance of 637.05 feet to a point in the approximate centerline of County Route No. 109 also known as Kiamesha Lake Road;

THENCE running easterly along the aforementioned approximate centerline of County Route No. 109 also known as Kiamesha Lake Road the following nine (9) courses and distances;

- 1) South 28°32'35" East, a distance of 75.11 feet,
- 2) South 38°08'26" East, a distance of 108.07 feet,
- 3) South 48°35'33" East, a distance of 84.52 feet,
- 4) South 54°43'17" East, a distance of 133.14 feet,
- 5) South 57°14'17" East, a distance of 134.96 feet,
- 6) South 60°36'50" East, a distance of 153.71 feet,
- 7) South 65°11'55" East, a distance of 83.13 feet,
- 8) South 64°31'31" East, a distance of 225.85 feet and
- 9) South 55°33'41" East, a distance of 62.27 feet to a point in the approximate centerline of County Route No. 109 also known as Kiamesha Lake Road;

THENCE leaving the aforementioned approximate centerline of County Route No. 109 also known as Kiamesha Lake Road and running along Taking Parcel 109-1-A as shown on R.O.W. Map 109-1-A-B the following four (4) courses and distances;

- 1) South 42°15'28" West, a distance of 23.53 feet,
- 2) South 47°44'32" East, a distance of 278.00 feet,
- 3) South 53°22'53" East, a distance of 64.00 feet and
- 4) North 36°37'08" East, a distance of 32.84 feet to a point in the aforementioned approximate centerline of County Route No. 109 also known as Kiamesha Lake Road;

CONTINUING easterly along the aforementioned approximate centerline of County Route No. 109 also known as Kiamesha Lake Road the following six (6) courses and distances;

- 1) South 50°41'40" East, a distance of 90.47 feet,
- 2) South 62°59'56" East, a distance of 111.87 feet,
- 3) South 71°13'38" East, a distance of 90.35 feet,
- 4) South 73°26'20" East, a distance of 111.59 feet,
- 5) South 77°00'44" East, a distance of 103.53 feet and
- 6) South 81°43'19" East, a distance of 174.59 feet to a point in the approximate centerline of County Route No. 109 also known as Kiamesha Lake Road on the prolongation of the westerly line of aforementioned County Route No. 182 also known as Concord Road;

THENCE leaving the aforementioned approximate centerline of County Route No. 109 also known as Kiamesha Lake Road and running southerly along the aforementioned prolongation of the westerly line of County Route No. 182 also known as Concord Road, South 05°59'34" West, a distance of 25.81 feet to a point where the southerly line of County Route No. 109 also known as Kiamesha Lake Road intersects the westerly line of County Route No. 182 also known as Concord Road;

CONTINUING southerly along the aforementioned westerly line of County Route No. 182 also known as Concord Road the following three (3) courses and distances;

- 1) South $05^{\circ}59'34''$ West, a distance of 437.27 feet to a point of curvature,
- 2) Along a curve to the right having a radius of 385.28 feet and an arc length of 211.29 feet to a point of tangency and
- 3) South $39^{\circ}59'49''$ West, a distance of 268.74 feet to the northeast corner of lands now or formerly of Parker as described in deed in Liber 760 page 254;

THENCE leaving the aforementioned westerly line of County Route No. 182 also known as Concord Road and following the northerly, westerly, and southerly boundary of the aforementioned land of Parker the following three (3) courses and distances;

- 1) North $74^{\circ}47'37''$ West, a distance of 295.75 feet,
- 2) South $28^{\circ}57'23''$ West, a distance of 488.45 feet and
- 3) South $51^{\circ}32'37''$ East, a distance of 172.95 feet to the aforementioned westerly line of County Route No. 182 also known as Concord Road and continuing along same the following two (2) courses and distances;

- 1) South $39^{\circ}59'49''$ West, a distance of 30.68 feet and
- 2) South $62^{\circ}59'49''$ West, a distance of 44.68 feet to a point in the aforementioned westerly line of County Route No. 182 also known as Concord Road;

THENCE leaving the aforementioned westerly line of County Route No. 182 also known as Concord Road and running South $27^{\circ}00'11''$ East, a distance of 25.00 feet to the centerline of County Route No. 182 also known as Concord Road and running northeasterly along same the following two (2) courses and distances;

- 1) North $53^{\circ}08'51''$ East, a distance of 68.18 feet and
- 2) North $44^{\circ}04'08''$ East, a distance of 40.43 feet to a point in the aforementioned centerline of County Route No. 182 also known as Concord Road at the northeast corner of the premises herein described;

THENCE leaving the aforementioned centerline of County Route No. 182 also known as Concord Road and following the easterly and southerly boundary of the herein described premises following three (3) courses and distances;

- 1) South $16^{\circ}32'48''$ West, a distance of 562.40 feet,
- 2) North $64^{\circ}49'17''$ West, a distance of 471.50 feet and
- 3) North $24^{\circ}25'35''$ West, a distance of 11.17 feet to a point in the aforementioned centerline of County Route No. 182 also known as Concord Road;

THENCE running southwesterly along the aforementioned centerline of County Route No. 182 also known as Concord Road the following three (3) courses and distances;

- 1) South $65^{\circ}34'37''$ West, a distance of 33.43 feet,

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- 2) South 67°56'29" West, a distance of 264.26 feet and
 - 3) South 66°19'10" West, a distance of 121.20 feet to a point on the aforementioned centerline of County Route No. 182 also known as Concord Road;

THENCE leaving the aforementioned centerline of County Route No. 182 also known as Concord Road and running North 23°40'50" West, a distance of 37.00 feet to a point on the aforementioned westerly line of County Route No. 182 also known as Concord Road and running southwesterly along same the following two (2) courses and distances;

- 1) South 63°03'16" West, a distance of 290.00 feet and
- 2) South 54°51'41" West, a distance of 266.39 feet to the point and **PLACE OF BEGINNING.**

EXCEPTING THEREFROM so much of the above that lies east of the westerly side of Concord Road a portion of which is known as Section 15 Block 16 and 14.2

LEGAL DESCRIPTION OF PARCEL 2

ALL that certain parcel of land located in the Town of Thompson, Sullivan County, New York and designated as Parcel 2 on a map entitled "SURVEY OF PROPERTY Prepared For EMPIRE RESORTS, INC. Property Situate In The Town Of Thompson, County Of Sullivan, State of New York, dated March 30, 2008" which is more particularly bounded and described as follows:

BEGINNING at a point on the northerly line of County Route No. 109 also known as Kiamesha Lake Road at the southwest corner of lands now or formerly of Irving Cohen;

THENCE running westerly along the aforementioned northerly line of County Route No. 109 the following three (3) courses and distances;

- 1) North 81°43'19" West, a distance of 118.16 feet,
- 2) North 81°31'20" West, a distance of 67.86 feet,
- 3) North 76°55'40" West, a distance of 79.15 feet to Taking Parcel 109-1-B as shown on R.O.W. Map 109- I-A-B and following along same the following two (2) courses and distances;

- 1) North 72°07'35" West, a distance of 210.00 feet,
- 2) North 26°38'00" West, a distance of 62.00 feet to Taking Parcel 109-R-2 as shown on R.O.W. Map 109-R-2 and following along same the following three (3) courses and distances;

- 1) South 18°01'25" West, a distance of 13.00 feet,
- 2) North 63°48'10" West, a distance of 206.00 feet,
- 3) North 49°52'01" West, a distance of 147.00 feet to a point on the aforementioned northerly line of County Route No. 109 also known as Kiamesha Lake Road and continuing along same the following nine (9) courses and distances;

- 1) North 49°32'03" West, a distance of 124.10 feet,
- 2) North 55°33'29" West, a distance of 90.12 feet,
- 3) North 64°31'36" West, a distance of 227.93 feet,
- 4) North 65°11'55" West, a distance of 82.27 feet,
- 5) North 60°36'50" West, a distance of 151.97 feet,
- 6) North 57°14'17" West, a distance of 133.67 feet,
- 7) North 54°43'17" West, a distance of 131.25 feet,
- 8) North 48°35'33" West, a distance of 92.94 feet and
- 9) North 38°08'25" West, a distance of 19.02 feet to a point;

THENCE leaving the aforementioned northerly line of County Route No. 109 also known as Kiamesha Lake Road and running along the lands now or formerly of Freund on the west the following three (3) courses and distances;

- 1) North 40°12'54" East, a distance of 135.02 feet,
- 2) North 41°18'47" West, a distance of 115.00 feet and
- 3) North 38°21'25" East, a distance of 143.00 feet to the lands now or formerly of Hebrew Day School of Sullivan County;

THENCE running along the lands now or formerly of Hebrew Day School of Sullivan County, Concord Assoc. LP, Lamonte, Kiamesha Artesian Spring Water Co. Inc. and Trost the following twenty-two (22) courses and distances;

- 1) South 69°27'45" East, a distance of 318.06 feet,
- 2) South 57°08'20" West, a distance of 31.00 feet,
- 3) South 80°52'29" East, a distance of 40.88 feet,
- 4) South 60°38'48" East, a distance of 32.12 feet,
- 5) South 58°20'36" East, a distance of 30.00 feet,
- 6) South 62°31'14" East, a distance of 83.00 feet,
- 7) South 66°00'21" East, a distance of 75.00 feet,
- 8) South 63°41'38" East, a distance of 75.00 feet,
- 9) South 64°35'35" East, a distance of 84.00 feet,
- 10) South 59°46'37" East, a distance of 150.81 feet,
- 11) South 52°08'02" East, a distance of 94.69 feet,
- 12) South 44°59'55" East, a distance of 105.62 feet,
- 13) South 53°10'45" East, a distance of 68.27 feet,
- 14) South 62°44'55" East, a distance of 66.11 feet,
- 15) South 24°06'04" East, a distance of 32.02 feet,
- 16) South 63°02'33" East, a distance of 47.71 feet,
- 17) South 63°09'50" East, a distance of 122.92 feet,
- 18) South 72°20'07" East, a distance of 99.24 feet,
- 19) South 81°46'12" East, a distance of 52.33 feet,
- 20) North 74°08'22" East, a distance of 81.68 feet,
- 21) North 25°18'14" East, a distance of 57.50 feet and

22) North 16°32'48" East, a distance of 91.50 feet along a stone wall to a point at the common corner of the division line between the Town of Fallsburg on the north and the Town of Thompson on the south;

THENCE running easterly along the aforementioned the division line between the Town of Fallsburg on the north and the Town of Thompson on the south, generally along a stone wall, South 70°05'51" East, a distance of 260.41 feet to an intersection of stone walls;

THENCE running South 16°00'11" West, a distance of 570.09 feet to the point and **PLACE OF BEGINNING**.

CONTAINING an area of 792869 square feet, or 18.202 acres of land more or less.

TAX MAP NO. 9-1-34.2

ALL that tract or parcel of land situate, lying and being in the Town of Thompson, County of Sullivan, State of New York bounded and described as follows:

BEGINNING at a point on the westerly bounds of Concord Road (County Road No. 182);

THENCE leaving said road, North 51 degrees 32 minutes 37 seconds West 172.95 feet;

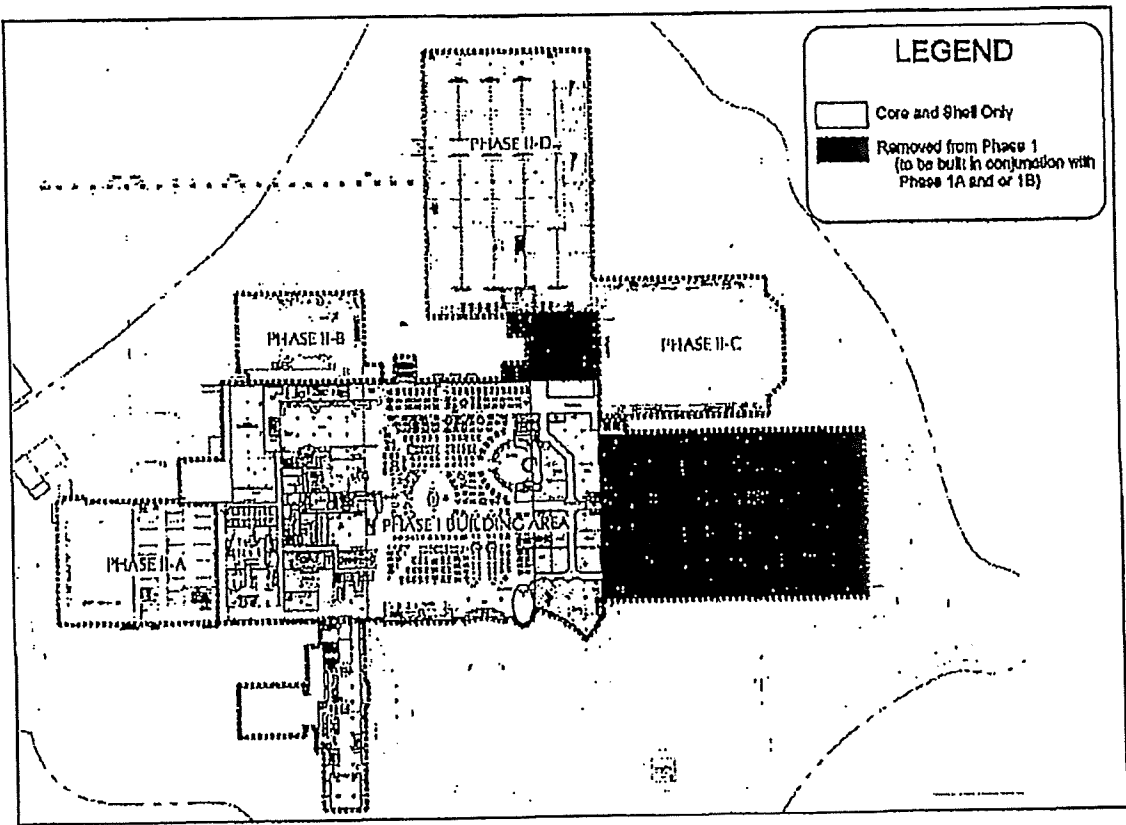
THENCE North 28 degrees 57 minutes 23 seconds East, 488.45 feet to a point;

THENCE South 74 degrees 47 minutes 37 seconds East, 295.75 feet to a point on said bounds of Concord Road;

THENCE along said bounds, South 40 degrees 11 minutes 41 seconds West, 598.77 feet to the point or place of BEGINNING.

EXHIBIT C DESCRIPTION OF CONCORD CASINO

phases, I and II. Phase I-A of the Project, with a development budget of approximately \$585 million, will feature: (i) a casino with 2,100 VGMs and 450 electronic table game positions, (ii) a 200 room luxury hotel, (iii) a full service luxury spa, (iv) 40,000 square feet of upscale retail and signature restaurant space, (v) and a 5/8 mile harness racing track. Phase I-B with a budget of approximately \$75 million will include (vi) a structured parking garage for 2,200 cars, as well as (vii) additional infrastructure improvements and (viii) back of house space fit out. Phase II, with a development budget of approximately \$450 million, will add several world class amenities including (i) meeting rooms and ballrooms (ii) up to 1,000 additional gaming positions, (iii) a 1,400 seat performance theatre, (iv) an arena with 7,500 seats, (v) an additional parking garage with 1,850 additional spaces and (vi) 200-500 additional hotel rooms.



Concord Associates (DRAFT)

The Catskills Renaissance

36
150
45
5