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PA GAMING CONTROL BOARD



Pennsylvania Gaming Control Board

Slot Machine Operator, Management Company, and Affiliate Application and Disclosure Form (Initial and Renewal)

SECTION 1: <i>Please fill in the name of the entity completing this application.</i>	
Applicant's Name: GW Cumberland Op Co.	
SECTION 2: <i>Check the appropriate box below to indicate the type of license for which the above-named entity is applying. If applicant listed above is an affiliate, intermediary, subsidiary, or holding company of a company applying for an Enterprise license type below, leave Section 2 blank and skip to Section 3.</i>	
Category Type:	
<input type="checkbox"/> Category 1 Slot Operator	
<input type="checkbox"/> Category 2 Slot Operator	
<input type="checkbox"/> Category 3 Slot Operator	
<input checked="" type="checkbox"/> Category 4 Slot Operator	
Other:	
<input type="checkbox"/> Management Company	
SECTION 3:	
Application Period: <input checked="" type="checkbox"/> Initial <input type="checkbox"/> Renewal	
SECTION 4: <i>If the above-named entity in Section 1 is applying for licensure as an affiliate, intermediary, subsidiary, or holding company of an enterprise entity, provide below the name of the enterprise entity.</i>	
Affiliate of: _____	

INSTRUCTIONS

These instructions are applicable to any "person" seeking to be licensed as a Category 1, Category 2, Category 3, Category 4 Slot Machine Operator (collectively referred to hereafter as Slot Operator) or Management Company. Please be advised that no person, its affiliate, intermediary, subsidiary or holding company that has applied for or is a holder of a slot machine license, shall be eligible to apply for or hold a supplier or manufacturer license.

As used in these Instructions, the phrase "affiliated entities" shall mean a Slot Operator's or Management Company's affiliates, intermediaries, subsidiaries and holding companies.

The original form, one paper copy, and one (1) compact disc (cd) containing all forms must be sent to the Pennsylvania Gaming Control Board, Bureau of Licensing, 303 Walnut Street, Fifth Floor, Commonwealth Tower, Harrisburg, Pennsylvania 17101 with the appropriate fee. Please refer to the licensing section of the Board's website for cd formatting requirements.

1. Slot Operator and Management Company

The forms that make up an application package for a Slot Operator or Management Company License are as follows:

- A. **Slot Operator, Management Company and Affiliate Application and Disclosure Information Form** (To be completed by applicant and each of applicant's affiliated entities).
- B. **Multi-Jurisdictional Personal History Disclosure Form (Multi-Jurisdictional PHD)**
(To be completed by each natural person who is a principal or key employee as defined in 58 Pa. Code §401a.3) and identified in Schedules 1, 5, 10, 10A, 11, 13, 15 and 18).
- C. **Principal/Key Employee Form - Pennsylvania Supplement to the Multi-Jurisdictional Personal History Disclosure Form (PA Supplement)**
(To be completed by each natural person who is a principal or key employee identified in Schedules 1, 5, 10, 10A, 11, 13, 15 and 18).
- D. **Principal Entity Form**
(To be completed by each entity that is a principal identified in Schedules 10, 10A, 11, 13, 15 and 18).

2. APPLICATION FEES

A. Application fees and Investigation Deposits

Application fees must be submitted with the application package. These fees are non-refundable deposits that will be used by the Board to process and investigate the Slot Operator or Management Company applicant and the applicant's affiliated entities and persons filing forms as part of the application package. Application fees must be submitted for each applicant, affiliated entity and person, unless otherwise noted.

There may be additional costs and expenses incurred by the Board in its processing and investigation of the slot operator or management company applicant and the applicant's affiliated entities and persons. The slot operator or management company applicant must reimburse the Board for all additional costs and expenses related to the processing and investigation of their application package.

Slot Operator or Management Company Applicant\$5,000.00
Applicant's Affiliated Entities\$2,500.00

In addition to application fees, license fees will be required to be paid prior to license issuance. The license fee schedule can be found on the board's website at http://gamingcontrolboard.pa.gov/files/licensure/applications/Schedule_of_Fees.pdf

3. APPLICATION FORM INSTRUCTIONS

Generally

As used in the slot operator or management company form, the words "Applicant" and "you" shall mean the slot operator or management company applicant. When applicant's affiliated entities are completing the form, "Applicant" and "you" shall refer to the affiliated entity completing the form.

All entries on the form must be typed or printed in block lettering. Initials and signatures must be handwritten by the person providing the information. If the answers are not legible, the application may not be accepted.

Read each question carefully prior to answering. Answer every question completely. Do not leave blank spaces. If a question does not apply to the applicant, write "Does Not Apply" in response to that question. If a Schedule or Addendum does not apply to the applicant, write "Does Not Apply" on the Schedule or Addendum.

Appendices are to be provided by the applicant. The required appendices are listed on the Application Checklist. Appendices must be presented in a tabbed manner. Each tab must indicate the appendix number. Immediately following the tab, applicant must insert a page with the appendix number and all information applicable to the appendix. If an appendix does not apply to the applicant, write "Does Not Apply" on the appendix page.

All pages of the form must be initialed by the applicant, or if the applicant is not a natural person, the person authorized to complete the form on behalf of the applicant must initial each page. If additional pages are required in order to answer any question, additional pages may be utilized and must be attached to the form. Be sure to indicate the number(s) of the question(s) being answered and initial each additional page. Some schedules may require disclosure of information for more than one natural person or entity or type of information. If there are multiple disclosures, make enough additional copies of the blank schedule and complete it for each natural person or entity or type of information.

All required documentation, such as business formation papers, tax returns and Appendices, as well as the application forms that comprise an application package for a slot operator or management company license, as listed above, must be submitted at the time of filing this form.

Additional financial information will be requested as needed.

Should you be unable to understand this form fully in English, it is your responsibility to acquire adequate means of translation. If you submit a document to the Board that is in a language other than English, you must also submit an English translation compliant with 58 Pa. Code §423a.1(h).

All notices regarding your application will be sent to the address you provide on this form. You must immediately notify the Board if you change your address.

Failure to answer any question completely and truthfully will result in denial of your application and/or revocation of your license, registration, certificate or permit and may subject you to criminal penalties under 18 Pa.C. S. A. §4903.

Any person who applies for and obtains a license, registration, certificate or permit from the Board may be required to submit to warrantless searches when present in a licensed gaming facility pursuant to the Act.

Confidential Information (as defined in 58 Pa. Code §401a.3) supplied to the Board or otherwise obtained shall not be revealed except in the course of the necessary administration of the Act, or upon the lawful order of a court of competent jurisdiction or, with the approval of the Attorney General, to a duly authorized law enforcement agency. An applicant or license, registration, certificate or permit holder waives any liability of the Commonwealth of Pennsylvania and its instrumentalities and agents for any damages resulting from any disclosure or publication in any manner, other than a willfully unlawful disclosure or publication.

A license, permit, certification or registration issuance, renewal or other authorization issued by the Board is a revocable privilege. No person holding a license, permit, certification or registration, renewal, or other authorization is deemed to have any property rights related to the license, permit, certification or registration.

An application that has been accepted for filing and all related materials submitted to the Board become the property of the Board and will not be returned to the applicant.

This is an application for a slot machine or management company license. An entity interested in offering table games must first obtain a slot machine license in order to be eligible to file a petition seeking authorization to conduct table games. Any references to table games in this application are for informational purposes only.

IF YOU HAVE ANY QUESTIONS REGARDING THE APPLICATION PACKAGE FORMS OR THE INFORMATION REQUIRED TO COMPLETE ANY APPLICATION, PLEASE CONTACT THE PENNSYLVANIA GAMING CONTROL BOARD - BUREAU OF LICENSING AT (717) 346-8300.

Applicant Information

Applicant's Business Name			
Business Name as it appears on applicant's certificate of incorporation, charter, bylaws, partnership agreement or other official documents (spell out complete name, do not use abbreviations)			
GW Cumberland Op Co.			
Trade Name(s) and Doing Business As ("DBA") Names None			
Has the applicant been verified as a minority or women's business enterprise by the Pennsylvania Department of General Services (DGS) Bureau of Small Business Opportunities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If yes, provide the name of the entity that certified the applicant as a minority or women's business enterprise and upon which the DGS verification was made.			
If yes, attach the verification letter from the Bureau of Small Business Opportunities and/or the Small Business Procurement Initiative Certificate that identifies the company as a small diverse business (not only as a small business) and provide the certification number _____			
Applicant's Principal Address			
Address Line 1 3001 Street Road			
Address Line 2			
Address Line 3			
City Bensalem	State/Province PA	Postal Code 19020	
Country USA		Email Address parxcasino.com	
County Bucks	Township Bensalem	Web URL	
Phone Number 215-639-9000		Fax Number 215-639-0337	
Applicant's Address in Pennsylvania (if applicable)			
Address Line 1 Same as above			
Address Line 2			
Address Line 3			
City	State/Province	Postal Code	
Country		Email Address	
County	Township	Web URL	
Phone Number		Fax Number	

Contact Name for this Application			
First Name Mark	Middle Name S.	Last Name Stewart	Suffix (Jr., Sr., etc.)
Title Esquire		Individual Email Address	
Phone Number		Fax Number	
Applicant's Form of Organization			
Check One			
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership	<input type="checkbox"/> Limited Partnership	<input checked="" type="checkbox"/> C-Corporation
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> S-Corporation	<input type="checkbox"/> Trust	
<input type="checkbox"/> Other (describe) _____			
Applicant's Organization Documents			
State of Incorporation, Registration or other type of Formation Delaware		Date of Formation 10/19/2018	
Applicant's business name as it appears on the formation documents <i>SA Cumberland of CO.</i>			
List all states in which the applicant is currently registered or authorized to do business Delaware			
Is applicant registered or authorized to do business in the Commonwealth of Pennsylvania? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Applicant's Identification Numbers			
Federal Employer Identification Number/TIN [REDACTED]		PA Unemployment Compensation Account Number Does not apply	
PA Department of Revenue Corporate Box Number Does not apply		PA Liquor Control Board License Number Does not apply	
PA Workers Compensation Policy Number Does not apply		PA Department of State -- Entity Number	
Does the applicant have any outstanding tax liabilities to either the Commonwealth of Pennsylvania or any other state, locality or the Federal government? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If you answer YES, provide details concerning all outstanding tax liabilities.			
Applicant's Billing Contact Information			
First Name Matthew		Last Name Hayes	Suffix (Jr., Sr., etc.)
Title Corporate Controller		Individual Email Address [REDACTED]	
Address 2999 Street Road			
City Bensalem		State/Province PA	Postal Code 19020
Phone Number [REDACTED]		Fax Number [REDACTED]	

Criminal History

The next section asks about any offenses or charges applicant or any of its principals or key employees may have committed or had filed against them. Prior to answering this question, carefully review the definitions and instructions that follow.

DEFINITIONS

For purposes of this section:

- A. "CRIME OR OFFENSE" includes all felonies and misdemeanors, as well as summary offenses that may have required you to appear before a law enforcement agency, state or federal grand jury, justice court, municipal court, city court, military court or any other court EXCEPT Juvenile Court. Include all DUI/DWI offenses.
- B. "ARREST" includes any time that you were stopped by a police officer or other law enforcement officer and advised that you were under arrest, detained, held for questioning, requested by a police officer or law enforcement officer to come to a police station and answer questions, taken into custody by any police officer or other law enforcement officer, fingerprinted, held in jail, or instructed to appear in court or subpoenaed to answer for conduct which is a crime as has been defined in paragraph "A."
- C. "CHARGE" includes any indictment, complaint, information, summons, citation or other notice of the alleged commission of any crime or offense as defined in paragraph "A."

INSTRUCTIONS

- 1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:
 - A. You did not commit the offense charged;
 - B. The arrest or charges were dismissed or the charges were subsequently downgraded to a lesser charge;
 - C. You pleaded not guilty or nolo contendere;
 - D. You completed an accelerated rehabilitative disposition ("ard") or equivalent diversionary program;
 - E. The charges or conviction were expunged from your record, even if you have expungement papers;
 - F. You were not convicted or were found "not guilty"
 - G. You did not serve any time in prison or jail;
 - H. The arrests, charges or offenses happened a long time ago;
 - I. You were arrested or charged in another state (a state other than Pennsylvania);
 - J. You were never physically taken into custody and/or transported to a police station or jail.
- 2. ANSWER "NO" IF:
 - A. You have never been arrested or charged with any crime or offense;
 - B. Your arrest happened when you were under 18 years of age and your court appearance was in juvenile court.

FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.

1. Has applicant or any of its principals or key employees ever been indicted, charged with or convicted of a criminal offense or been a party to or named as an unindicted co-conspirator in any criminal proceeding in the Commonwealth or any other jurisdiction?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
1. A. Has applicant or any of its principals or key employees ever been convicted of a felony?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
1. B. Has applicant or any of its principals or key employees ever been convicted of a misdemeanor or gambling offense?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
If you answer YES to any of these questions, you must complete <u>Schedule 23</u> concerning Criminal History.	
Testimony, Investigations or Polygraphs	
2. Has applicant or any of its principals or key employees ever been called to testify before, been the subject of an investigation conducted by, or requested to take a polygraph exam by any governmental agency, court, committee, grand jury or investigatory body (municipal, state, county, provincial, Federal, national, etc.) other than in response to minor traffic related offenses?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
If you answer YES, you must complete <u>Schedule 24</u> concerning Testimony, Investigations or Polygraphs.	
Antitrust, Trade Regulation & Securities Judgments; Statutory and Regulatory Violations	
3. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies ever had a judgment, order, consent decree or consent order pertaining to a violation or alleged violation of the Federal antitrust, trade regulation or securities laws, or similar laws of any state, province or country entered against it?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
4. In the past ten (10) years, has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies had a judgment, order, consent decree or consent order pertaining to any state or Federal statute, regulation or code that resulted in a fine or penalty of \$50,000 or more entered against it?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
If you answer YES to either question, you must complete <u>Schedule 26</u> concerning Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations.	
Bankruptcy or Insolvency Proceedings	
5. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies had any petition under any provision of the Federal Bankruptcy Code or under any state insolvency law filed by or against it in the last ten (10) year period?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies sought relief under any provision of the Federal Bankruptcy Code or under any state insolvency law in the last ten (10) year period?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7. Has a court appointed any receiver, fiscal agent, trustee, reorganization trustee, or similar officer for applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies in the last ten (10) years?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
If you answer YES to any of these questions, you must complete <u>Schedule 27</u> concerning Bankruptcy or Insolvency Proceedings.	

Applicant's Licenses and Permits	
<p>8. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies applied for any license or permit by a government agency for the collection of sales and use tax, selling and serving liquor and malt beverages, providing overnight lodging services or any other activity requiring a license or permit? A government agency as used here includes any subordinate creature of Federal, State, Native American or local government created to carry out a governmental function or to implement a statute or statutes.</p> <p>If you answer YES, you must complete <u>Schedule 28</u> concerning Non-Gaming Licenses and Permits.</p>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
<p>9. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies applied for any license or permit by a government agency charged with regulating games of chance, including but not limited to slot machines, video lottery terminals, table games, horse racing, jai alai, etc.? A government agency as used here includes any Federal, state, Native American or local government created to carry out a governmental function or to implement a statute or statutes.</p> <p>If you answer YES, you must complete <u>Schedule 29</u> concerning Gaming Licenses and Permits.</p>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
Applicant's Contributions and Disbursements	
<p>10. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of applicant made any bribes or kickbacks or made any payments alleged to have been bribes or kickbacks to any employee, person, company or organization to obtain favorable treatment?</p>	
<p>11. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of the applicant made any bribes or kickbacks or made any payments alleged to have been bribes or kickbacks to any government official, domestic or foreign to obtain favorable treatment?</p>	
<p>12. During the last ten (10) year period, has applicant, its parent company or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties for or on behalf of applicant loaned funds for the purpose of opposing or supporting any government, political party, candidate or committee, either domestic or foreign?</p>	
<p>13. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of applicant donated or loaned property or any other thing of value, or organized, sponsored or participated in fundraising activities for the purpose of opposing or supporting any government, political party, candidate or committee, either domestic or foreign?</p>	

<p>14A. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies made any loans, donations or other disbursements to principals, employees or any third parties for the purpose of reimbursing such individuals for political contributions either foreign or domestic?</p>	
<p>14B. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies formed or caused to be formed, a political action committee either under federal or state election laws?</p>	
<p>14C. As a result of the Citizen's United v. FEC decision, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies made "independent expenditures", as defined in SEC. 1621(e) of the Pennsylvania Election Code, for the purpose of influencing an election covered by the Pennsylvania Election Code?</p>	
<p>15. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies maintained any bank account, domestic or foreign, not reflected on the applicant's books or records?</p>	
<p>16. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies maintained any numbered account or any account in the name of a nominee for applicant?</p>	
<p>If you answer YES to any of these questions, you must complete <u>Schedule 30</u>, concerning contributions and disbursements.</p>	

APPENDICES

The appendices are documents the applicant must provide or create. The appendices are not represented in the application questions or its schedules or addenda. Each appendix shall be presented in a tabbed manner and each tab must indicate the appendix number as listed below. If an appendix does not apply to an applicant, write "DOES NOT APPLY" on the appendix page.

<input checked="" type="checkbox"/>	Appendix 1: Description of the business currently performed and the business intended to be performed in the Commonwealth. This information must be specific and must be organized around the topics shown in <u>Schedules 31 and 32</u> . Additionally, applicant must indicate the relationship between it and its affiliated entities as it relates to the business intended to be performed in the Commonwealth in the form of an organization chart with a narrative description.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 2: Description of any former business engaged in during the last ten (10) years and the reason for cessation of the business.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 3: Description of all bonus, profit sharing, pension, retirement, deferred compensation and similar plans. This information must be provided in addition to the information provided in <u>Schedule 8</u> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 4: Description of long term debt. This information must be provided in addition to the information provided in <u>Schedules 12 and 13</u> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 5: Description of other indebtedness and security devices. This information must be provided in addition to the information provided in <u>Schedules 14 and 15</u> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 6: Description of securities options. This information must be provided in addition to the information provided in <u>Schedules 16 and 17</u> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 7: Description of existing litigation. This information must be provided in addition to the information provided in <u>Schedule 25</u> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 8: Audited financial statement for the last fiscal year. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 9: Audited financial statements for the last five (5) years. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 10: Annual reports for the last five (5) years. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 11A: Annual reports prepared on the SEC's 10K for the last five (5) years. Appendix 11B: Copies of annual or quarterly filings for the last five (5) years required under the laws of a regulatory agency of another country. Note: If this has previously been provided, resubmissions would not be required and the previous response should reflect the date(s) of submission.	MANDATORY

<input checked="" type="checkbox"/>	Appendix 12: A copy of the last quarterly unaudited financial statement. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 13: A copy or copies of any interim reports. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 14: A copy of the last definitive Proxy or information statement (SEC). If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 15: A copy of all registration statements for the last five (5) years filed in accordance with the Securities Act of 1933. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 16: Copies of all other reports prepared in the last five (5) years by independent auditors of the applicant. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 17: Certified copies of the Articles of Incorporation, Charter, Bylaws, Partnership Agreement or other official documents and all amendments and proposed amendments. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 18: Current ownership table of organization.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 19: Functional table of organization for applicant with, job descriptions, and names of employees earning in excess of \$250,000 in annual compensation.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 20: Copies of federal entity tax filings, including forms 1120, 1120-s, 1120-f, 1065, 941 and all other business related tax forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 21: Copies of 5500 forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 22: Describe criminal history of applicant. This information must be provided in addition to the information provided in <u>Schedule 23</u> . Narrative information about the nature of charge or complaint and the disposition must be provided.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 23: Pursuant to §1312 of the Gaming Act, the Board may not approve an application for licensure if any of its principals do not meet the character requirements of §1310, eligibility requirements, or purchases a controlling interest in a licensed gaming entity in violation of §1328. Has the applicant divested all interests that would prohibit licensure and eliminated any principal who does not meet the character or eligibility requirements? If not, provide an explanation. If it does not apply, write does not apply in response to this appendix.	MANDATORY

<input checked="" type="checkbox"/>	<p>Appendix 24: Pursuant to §1512 of the Gaming Act, no executive-level state employee, public official, party officer or immediate family member thereof shall have a financial interest in or be employed, directly or indirectly, by any licensed racing entity or licensed gaming entity, or any holding, affiliate, intermediary or subsidiary company, thereof, or any such applicant.</p> <p>Has any public official or other prohibited person possessed a financial interest in or been employed directly or indirectly by the applicant or related entity at or following the effective date of the PA Gaming Act?</p>	MANDATORY
<input checked="" type="checkbox"/>	<p>Appendix 25: Pursuant to §1313 of the Gaming Act, provide information, documentation and assurances demonstrating that the applicant has sufficient business ability and experience to create and maintain a successful, efficient operation. Also provide biographies of the known individuals who will perform executive management duties and provide names of all proposed key employees and a description of their respective or proposed responsibilities as they become known.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 26: Pursuant to §1207(16) of the Gaming Act, the licensee must sell Pennsylvania state lottery tickets at its facility as near as practicable to the pay windows. Provide a proposed floor plan specifying the locations where state lottery tickets will be sold and the proximity of those locations to pay windows. (Note: This submission must be finalized and approved by the Board prior to operation).</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 27: Provide a list of any hospital, place of worship, school, charitable institution, park, zoo or any similar place frequented by the public within 1500 feet of the proposed facility.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 28: Submit an initial narrative description of proposed administrative and accounting procedures, including a written system of internal control, pursuant to §1322 of the Gaming Act (Note: This submission must be finalized and approved by the Board prior to operation).</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 29: Provide marketing plans and proposals and details of the proximity of the facility to its marketing service area.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 30: Provide copies of local zoning and land use approvals or a detailed explanation of the status of the request with copies of all filings.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 31: Pursuant to §1322 of the Gaming Act and/or Board regulations, submit a complete proposed site plan of the proposed licensed facility, inclusive of traffic studies and the parking plan, including the number of parking spaces, accompanied by architectural drawings and a proposed gaming floor layout. The gaming floor layout should clearly delineate the square footage of the area to be used for the placement of slot machines and table games as well as the square footage of the area that will not be used for the placement of slot machines and table games. Further, the gaming floor layout should delineate the square footage reserved for additional slot machines and table games permitted pursuant to §1210 and §13A11 of the Gaming Act. Pursuant to</p>	INITIAL APPLICANTS ONLY

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	<p>§1210, provide details of the proposed location of slot machines and table games at the facility and the number of slot machines and table games requested. Pursuant to §1207 of the Gaming Act, proposed surveillance camera locations both within and outside the proposed licensed facility should also be clearly delineated on the gaming floor layout as well as proposed security zones on the gaming floor and within and outside the licensed facility. (Note: The site plan, gaming floor layout and related surveillance and security proposals must be finalized and approved by the Board prior to operation).</p>	
<input checked="" type="checkbox"/>	<p>Appendix 32: Provide details of planned retail and food venues for the facility and the identification of the operators of each retail food venue.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 33: Provide a local impact report, engineering reports and traffic studies, including details of any adverse impact on transportation, transit access, housing, water and sewer systems, local police and emergency service capabilities, existing tourism, including historical and cultural resources or other municipal service or resource. A copy of the local impact report shall be provided to each political subdivision in which the licensed facility will be located at least seven (7) days prior to the filing of the application for a slot machine license. The applicant shall file a proof of service with the Board.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 34: Provide details of land acquisition costs.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 35: Provide details of a compulsive or problem gambling plan.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 36: If a temporary facility is to be licensed, provide details of the temporary facility as well as a plan for how the licensee will transition to a permanent facility, including a date for the completion of the permanent facility.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 37: As required by §1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed. Provide a plan, with details, for the following:</p> <ol style="list-style-type: none"> (1) the location and quality of the proposed facility, including, but not limited to, road and transit access, parking and centrality to market service area; (2) the potential for new job creation and economic development which will result from granting a license to the Applicant; (3) the applicant's good faith plan to recruit, train and upgrade diversity in all employment classifications in the facility; (4) the applicant's good faith plan for enhancing the representation of diverse groups in the operation of its facility through the ownership and operation of business enterprises associated with or utilized by its facility or through the provision of goods or services utilized by its facility and through the participation in the ownership of the Applicant. Provide specific information regarding the diversity in ownership of the applicant, i.e. minorities, women; (5) the applicant's good faith effort to assure that all persons are accorded equality of opportunity in employment and contracting by it and any contractors, subcontractors, assignees, lessees, agents, gaming service providers and suppliers it may employ directly or indirectly; 	<p>INITIAL APPLICANTS ONLY</p>

	<p>(6) the history and success of the applicant in developing tourism facilities ancillary to gaming development, if applicable to the applicant;</p> <p>(7) the degree to which the applicant presents a plan for the project which will likely lead to the creation of quality, living-wage jobs and full-time permanent jobs for residents of this commonwealth generally and for residents of the host political subdivision in particular;</p> <p>(8) the record of the applicant and its developer in meeting commitments to local agencies, community-based organizations and employees in other locations;</p> <p>(9) the degree to which potential adverse effects which might result from the project, including costs of meeting the increased demand for public health care, child care, public transportation, affordable housing and social services, will be mitigated;</p> <p>(10) the record of the Applicant and its developer regarding compliance with</p> <ul style="list-style-type: none"> (i) Federal, state and local discrimination, wage and hour, disability and occupational and environmental health and safety laws as well as (ii) state and local labor relations and employment laws; (iii) the applicant's record in dealing with its employees and their representatives at other locations. 	
<input checked="" type="checkbox"/>	<p>Appendix 38: Provide information demonstrating adequate financing for the proposed facility and terms of financing including payback period.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 39: Provide business and economic development plans and timetables, projected debt service expenses, projected EBITDA and Internal rate of return, projected annual gross terminal revenue, projected operating and capital expenses and defined gaming market and projected visitation.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input type="checkbox"/>	<p>Appendix 40: Provide letters of reference from law enforcement agencies having jurisdiction in the applicant's and principal's main place of residence and place of business indicating that the agency does not have any pertinent information relating to the applicant or its principals. If the law enforcement agency has information pertaining to the applicant or its principals, the letter shall specify the details of the information.</p> <p>If no letters are received within 30 days of the request, the applicant or principal may submit a sworn or affirmed statement that the applicant or principal is a citizen in good standing in his jurisdiction of residence and primary place of business.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 41: If the applicant has held a gaming license in any jurisdiction, provide a letter of reference from the gaming or casino enforcement or regulatory agency in the other jurisdiction, specifying the experiences of the agency with the applicant, the applicant's associates and the applicant's gaming operation. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.</p> <p>If no letter is received within 30 days of request by the applicant, the applicant may submit a sworn or affirmed statement that the applicant's operation is in good standing with the regulatory agency.</p>	<p>INITIAL APPLICANTS ONLY</p>

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<input type="checkbox"/>	Appendix 42: Provide an original payment bond or an original irrevocable letter of credit that includes a draw certificate, at the applicant's option, guaranteeing the applicant's payment of the slot machine license fee required by §1209 (For Category 1 and 2) and §1305 (Category 3) of the gaming act.	INITIAL CATEGORY 1, 2 or 3 ONLY
<input checked="" type="checkbox"/>	Appendix 43: Provide a chart of existing gaming service providers* including the name, address, phone and tax identification number of the gaming service providers, types of goods and/or services provided by the gaming service providers, total dollar amount of business with gaming service providers in the past twelve (12) months and total dollar amount of business expected to be conducted with gaming service providers in the next twelve (12) months. * Gaming service providers is defined in 58 Pa. Code §401a.3.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 44: Provide a summary of all persons who hold an ownership or other beneficial interest in the applicant and any such interest in any of its principal affiliates or principal entities required to be licensed or permitted in Pennsylvania; provided however, if any of the entities are publicly traded, only interests equal to or exceeding five percent must be disclosed. Ownership interest should be provided in a manner consistent with the Ownership Interest Report found on the Board's website under Licensure/Reports and General Information.	MANDATORY

Category 1 Applicants Only

<input type="checkbox"/>	Appendix 45: Pursuant to §1308(c) of the Gaming Act, the Board and the commissions shall not consider any application for a license if the applicant or any person affiliated with or directly related to the applicant is a party in any ongoing civil proceeding in which the party is seeking to overturn or otherwise challenge a decision or order of the Board or commissions pertaining to the approval, denial or conditioning of a license to conduct thoroughbred or harness horse race meetings respectively with pari-mutuel wagering or to operate slot machines. Is the applicant or affiliated person a party to any ongoing civil proceedings seeking to overturn a decision or order of the Board or commissions? If yes, the Board may not consider the application. If no, provide a statement asserting that the applicant is not challenging the Board or commission's decision or orders.	Initial Category 1 applicants only
<input type="checkbox"/>	Appendix 46: Provide a verification from the State Horse Racing Commission stating that the applicant has satisfied the license eligibility requirements under §1302 of the Gaming Act (relating to Conditional/Category 1 Slot Machine License) and that the applicant satisfies the live racing requirements under §1303 of the gaming act. If applicant is submitting a renewal application, provide a verification from the State Horse Racing Commission stating that the licensee has satisfied the live racing requirements under §1303(B) of the Gaming Act	MANDATORY
<input type="checkbox"/>	Appendix 47: Provide a statement detailing the applicant's regulatory history as a licensed racing entity under the jurisdiction of the State Horse Racing Commission including the applicant's history of suitability and compliance with the race horse industry reform act in the operation of the race track and nonprimary locations and the conduct of pari-mutuel wagering.	MANDATORY

<input type="checkbox"/>	Appendix 48: Provide a detailed plan for the management of accounts created from funds allocated under §1406 of the gaming act (relating to distributions from Pennsylvania race horse development fund).	MANDATORY
<input type="checkbox"/>	Appendix 49: Provide a detailed plan for the management and use of backside area improvement and maintenance accounts under §1404 of the gaming act (relating to distribution from licensee's revenue receipts). If applicant is submitting a renewal application, provide an updated plan or summary of the management and use of backside area improvement and maintenance accounts under §1404 of the Gaming Act	MANDATORY

Management Company Licensees Only

<input type="checkbox"/>	APPENDIX 22: PROVIDE A COPY OF THE MOST RECENT MANAGEMENT CONTRACT AS OUTLINED IN 58 PA. CODE §440.A.5	MANDATORY
<input type="checkbox"/>	APPENDIX 23: PROVIDE A COPY OF THE MOST RECENT BUSINESS PLAN WHICH SETS FORTH THE PARTIES' GOALS AND OBJECTIVES FOR THE TERM OF THE MANAGEMENT CONTRACT	MANDATORY

Category 4 Applicants Only

<input checked="" type="checkbox"/>	Appendix 46: Provide documentation to the Board that the applicant's location meets the eligibility requirements in 1305.1(B)	Initial Category 4 applicant only
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Schedule 1: Incorporators/Founders

Name and Address									
First Name	Middle Name	Last Name	Title		Suffix (Jr., Sr., etc.)				
Rose		Harrison							
Occupation									
Address Line 1									
2999 Street Road									
Address Line 3									
Country		City	State/Province	Postal Code	Phone Number	Fax Number			
USA		Bensalem	Pennsylvania	19020					
Name and Address									
First Name	Middle Name	Last Name	Title		Suffix (Jr., Sr., etc.)				
Occupation									
Address Line 1									
Address Line 2									
Address Line 3									
Country		City	State/Province	Postal Code	Phone Number	Fax Number			
Name and Address									
First Name	Middle Name	Last Name	Title		Suffix (Jr., Sr., etc.)				
Occupation									
Address Line 1									
Address Line 2									
Address Line 3									
Country		City	State/Province	Postal Code	Phone Number	Fax Number			

* Make additional copies and attach additional pages as necessary.

Schedule 3: Addresses Currently Used by Applicant

Provide all addresses currently used by applicant.

Addresses						
Address Purpose	Address Line 1		Address Line 2		Postal Code	Fax Number
Corporate Office/Casino	2999 Street Road					
	Country	Email Address	City	State/Province	Postal Code	Fax Number
	USA	parxcasino.com	Bensalem	PA	19020	215-639-0337
Address Purpose						
	Address Line 1	Address Line 2		Postal Code	Fax Number	
	Address Line 3	City	State/Province	Postal Code	Fax Number	
	Country	Email Address	Phone Number	Postal Code	Fax Number	
Address Purpose						
	Address Line 1	Address Line 2		Postal Code	Fax Number	
	Address Line 3	City	State/Province	Postal Code	Fax Number	
	Country	Email Address	Phone Number	Postal Code	Fax Number	
Address Purpose						
	Address Line 1	Address Line 2		Postal Code	Fax Number	
	Address Line 3	City	State/Province	Postal Code	Fax Number	
	Country	Email Address	Phone Number	Postal Code	Fax Number	

Initials AR

Schedule 4: Addresses Used by Applicant

Provide all addresses, other than those listed on Schedule 3, which applicant has used or from which it was conducting business during the last ten (10) year period, and provide the approximate dates during which such addresses were used.

Address Purpose		Address Used From	Address Used To
Future location of Category 4 Facility			
Address Line 1	1 Walnut Bottom Road		
Address Line 3			
Country		City	Postal Code
	Email Address	Shippensburg	PA 17257
		State/Province	Fax Number
		Phone Number	
Address Purpose			
Address Used From			
Address Line 1			
Address Line 3			
Country		City	Postal Code
	Email Address		Fax Number
		State/Province	
		Phone Number	
Address Purpose			
Address Used From			
Address Line 1			
Address Line 3			
Country		City	Postal Code
	Email Address		Fax Number
		State/Province	
		Phone Number	
Address Purpose			
Address Used From			
Address Line 1			
Address Line 3			
Country		City	Postal Code
	Email Address		Fax Number
		State/Province	
		Phone Number	

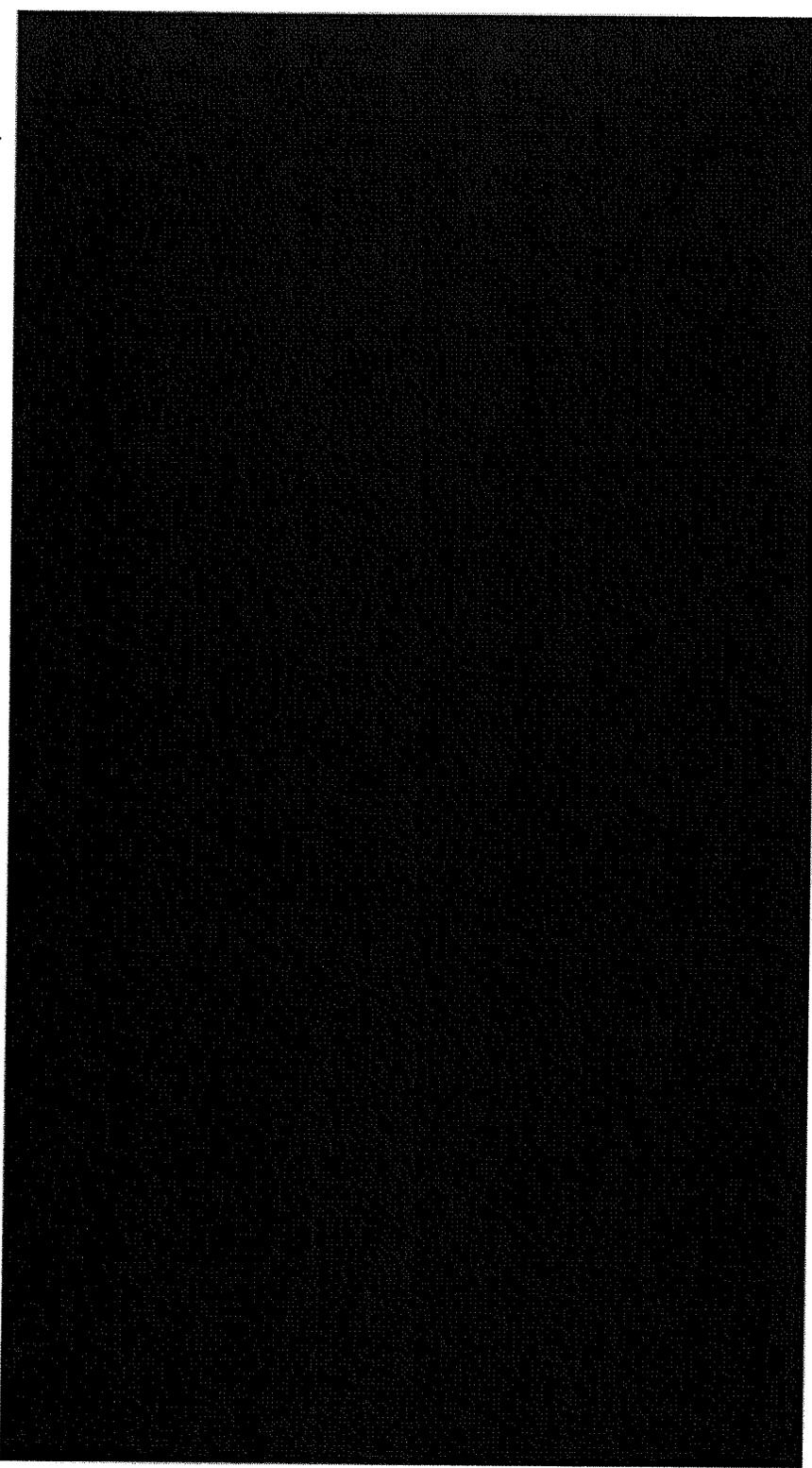
Schedule 5 Attachment: Current Officers, Directors/Partners and Trusts of
Greenwood Racing, Inc.

Name	
Robert W. Green	
William E. Hogwood	
Terrence A. Everett	
Richard J. Kendle	
Anthony D. Ricci	
Thomas C. Bonner	
Bryan E. Bartlett	
David C. Budd	
Arthur J. Dixon	

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Schedule 7: Employees Earning Over \$250,000 in Annual Compensation From Applicant

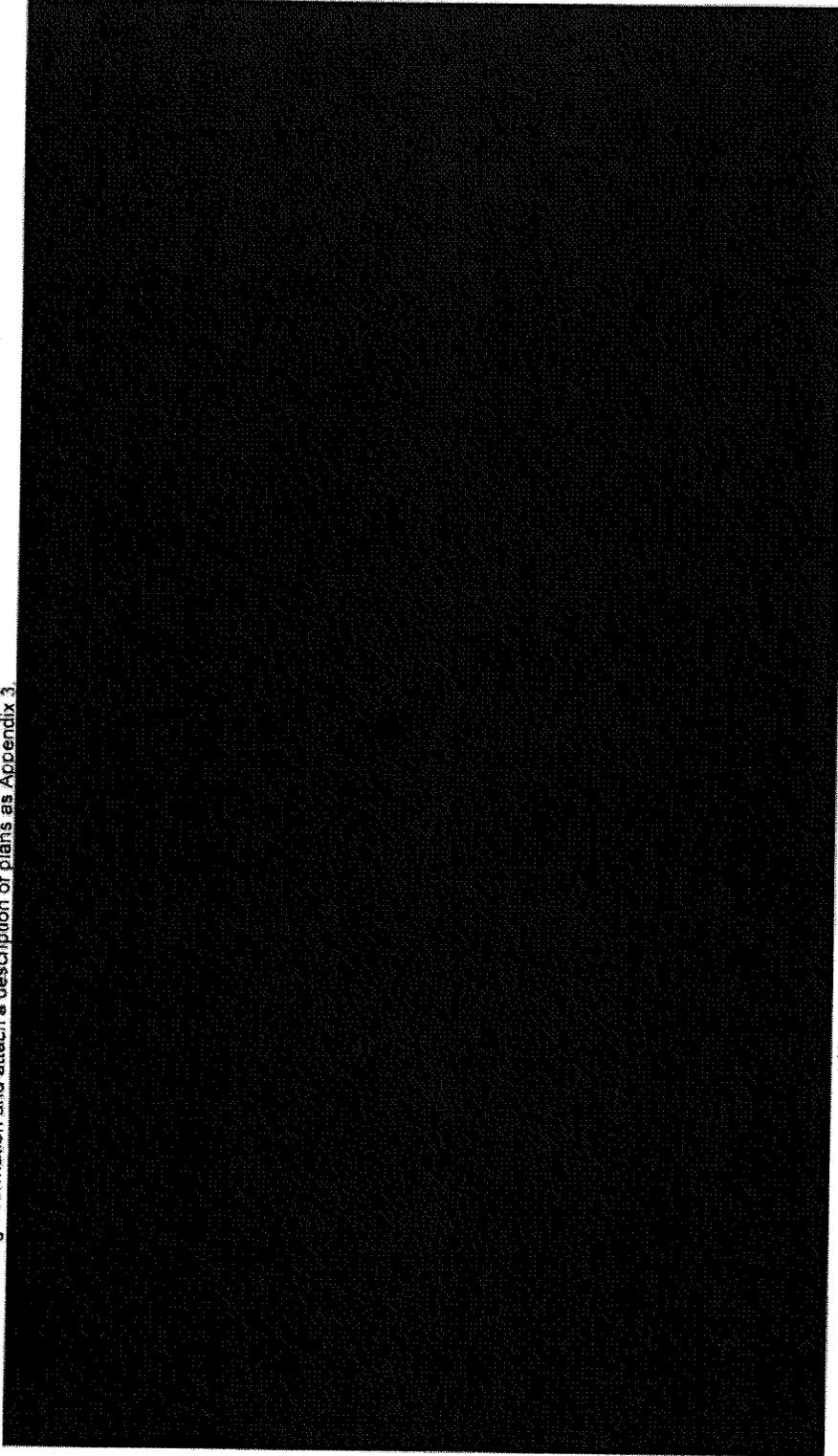
Provide the following information for all employees earning over \$250,000 in annual compensation from applicant. Do not include persons already listed on Schedule 5.



* Make additional copies and attach additional pages as necessary

Schedule 8: Bonus, Profit Sharing, Pension Retirement, Deferred Compensation & Similar Plans

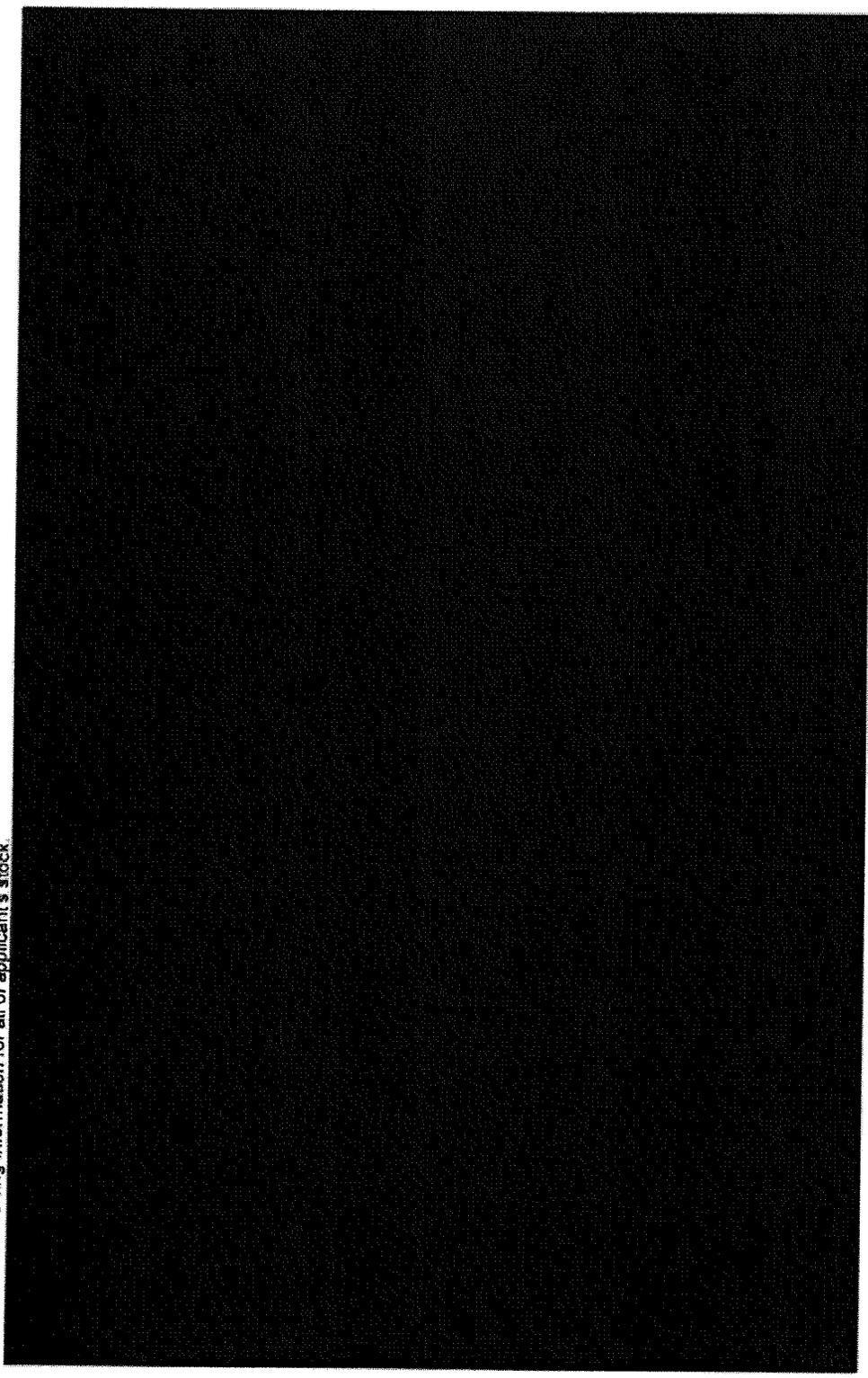
Provide the following information and attach a description of plans as Appendix 3.



* Make additional copies and attach additional pages as necessary.

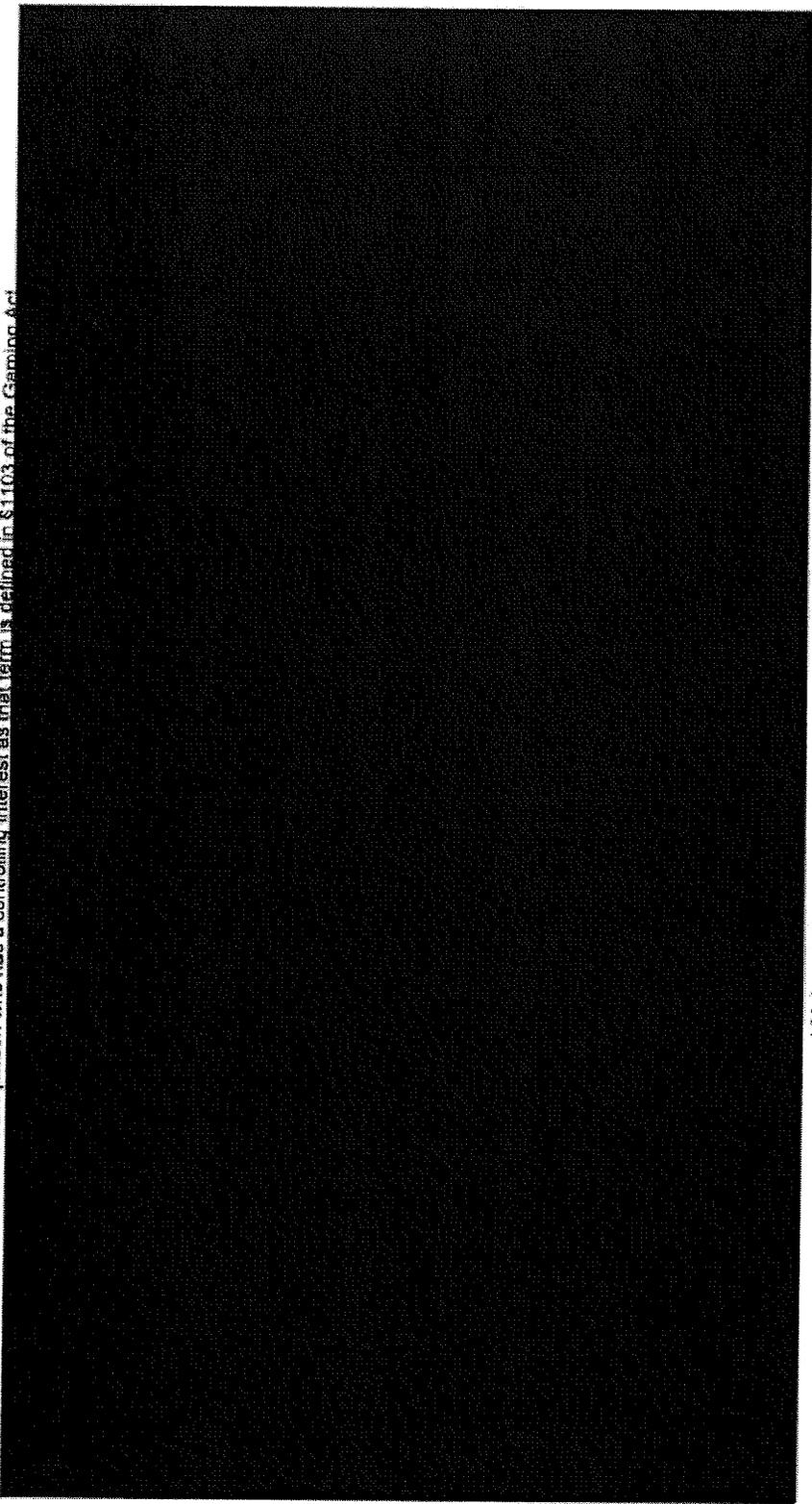
Schedule 9: Stock Description (for C corporations, S-corporations, LLCs)

Provide the following information for all of applicant's stock.



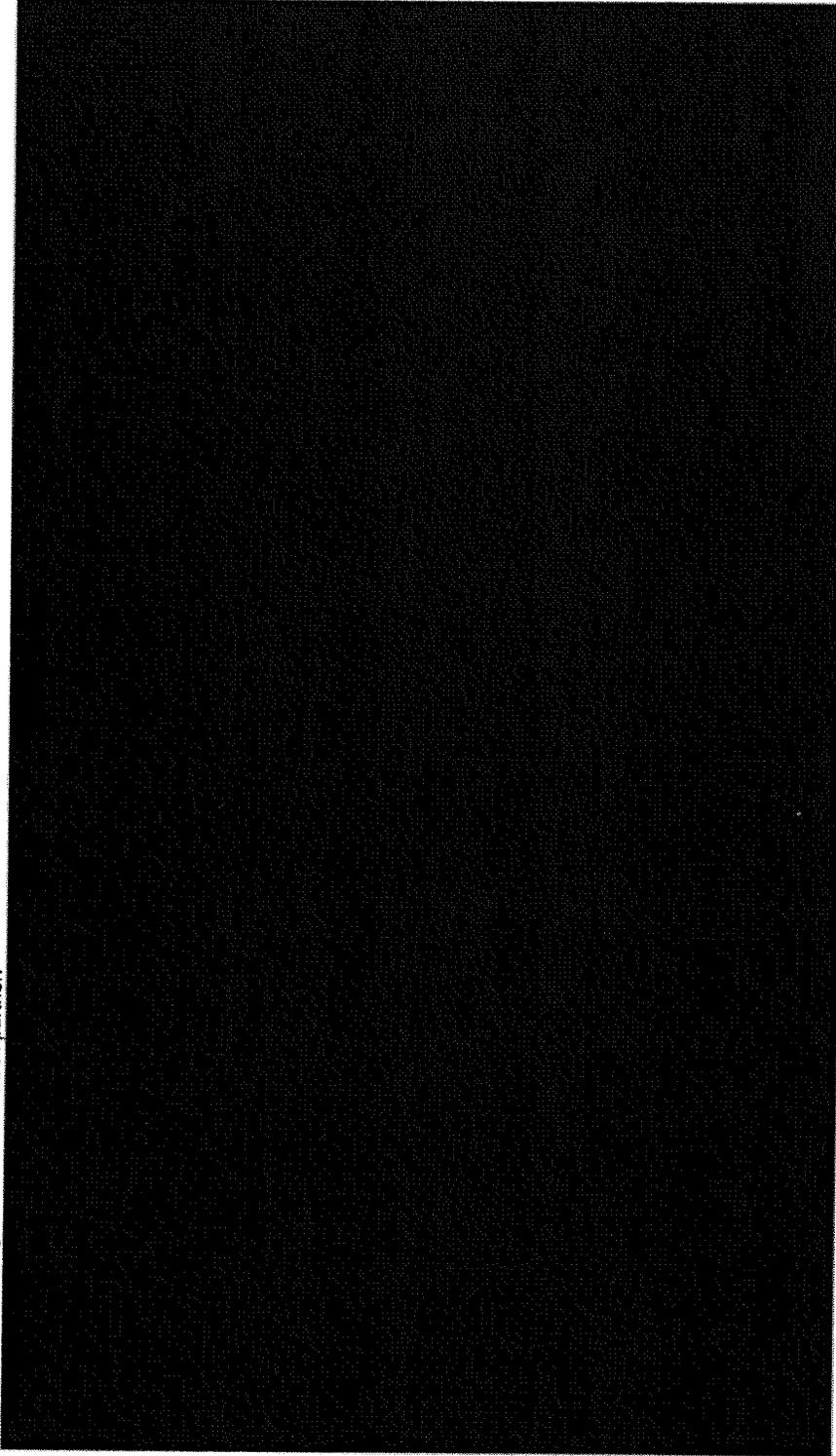
Schedule 10: Voting Shareholders or Members (for C corporations, S-corporations, LLCs)

Provide the following information for each person who has a controlling interest as that term is defined in §1103 of the Gaming Act.



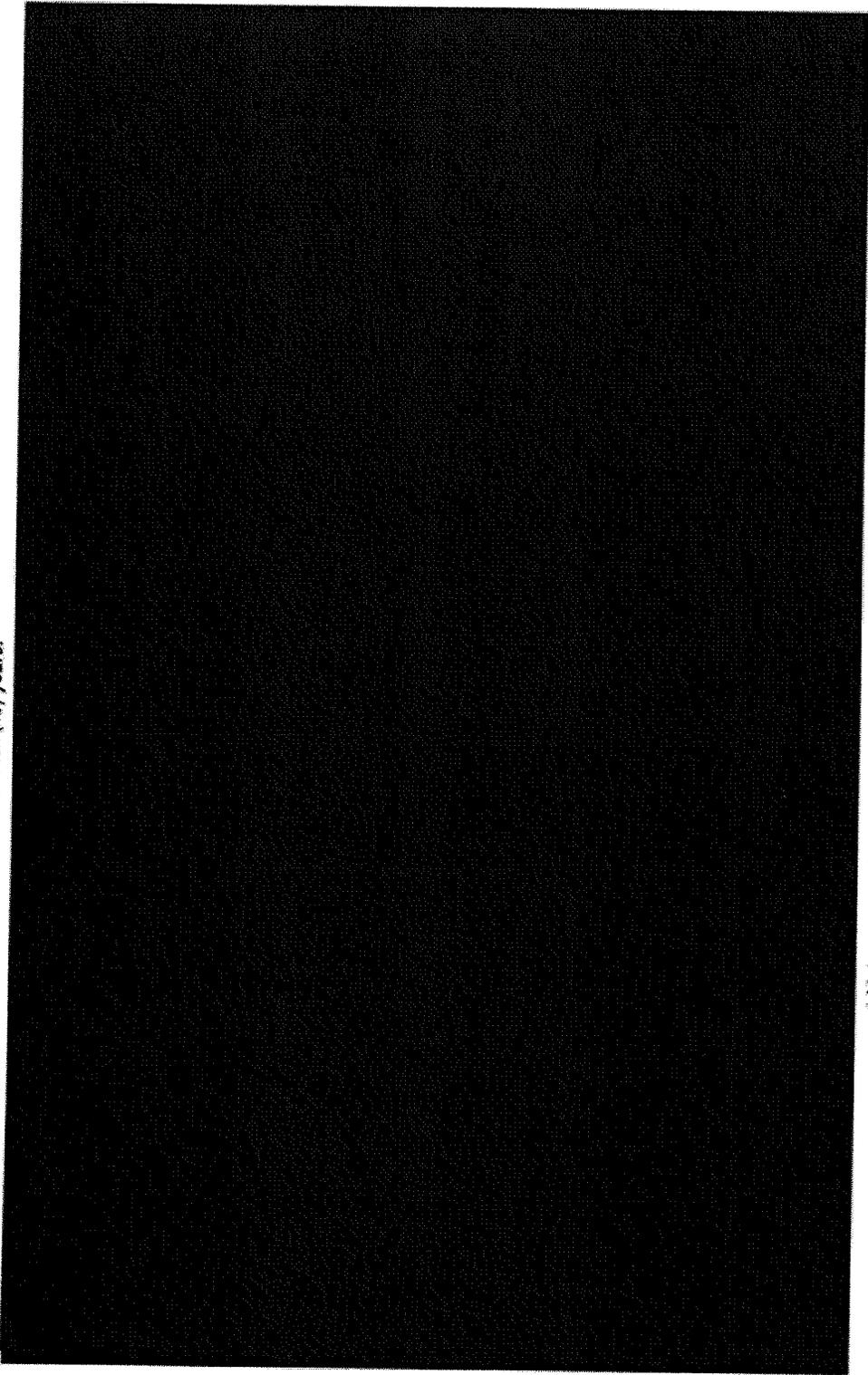
* Make additional copies and attach additional pages as necessary.

Schedule 10A: Interest of Current Partners (for Partnerships, LLPs, Limited Partnerships, LLCs)
Provide the following information for each partner.



* Make additional copies and attach additional pages as necessary.

Schedule 10B: Interest of Former Partners (for Partnerships, LLPs, Limited Partnerships, LLCs)
Provide the following information for each former partner for the last ten (10) years.

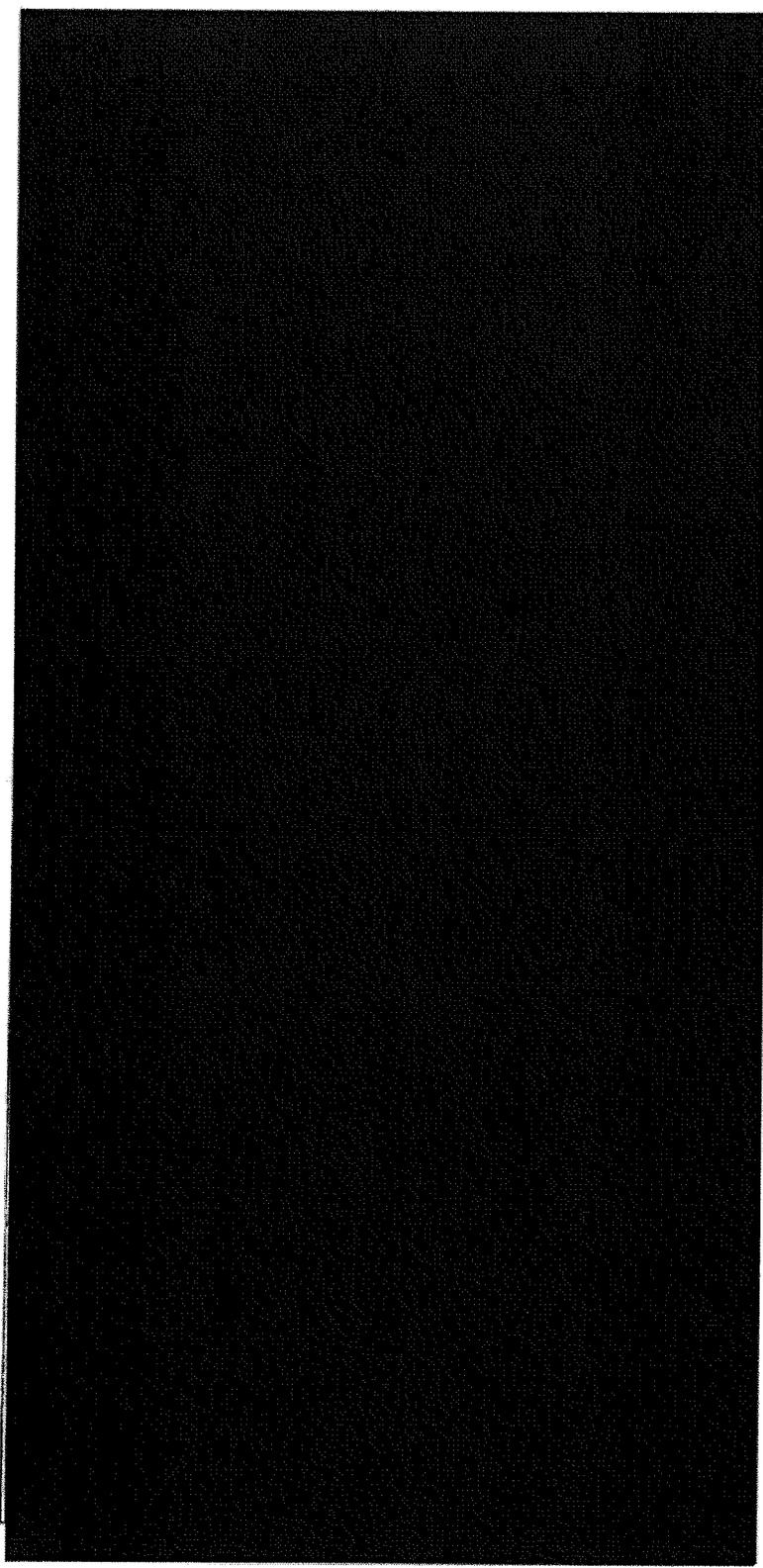


* Make additional copies and attach additional pages as necessary.

Initials AR

Schedule 11: NON-Voting Shareholders or Members (for C corporations, S-corporations, LLCs)

Provide the following information for each person who has controlling interest as that term is defined in §1103 of the Gaming Act, 58 Pa. Code §401a.3.

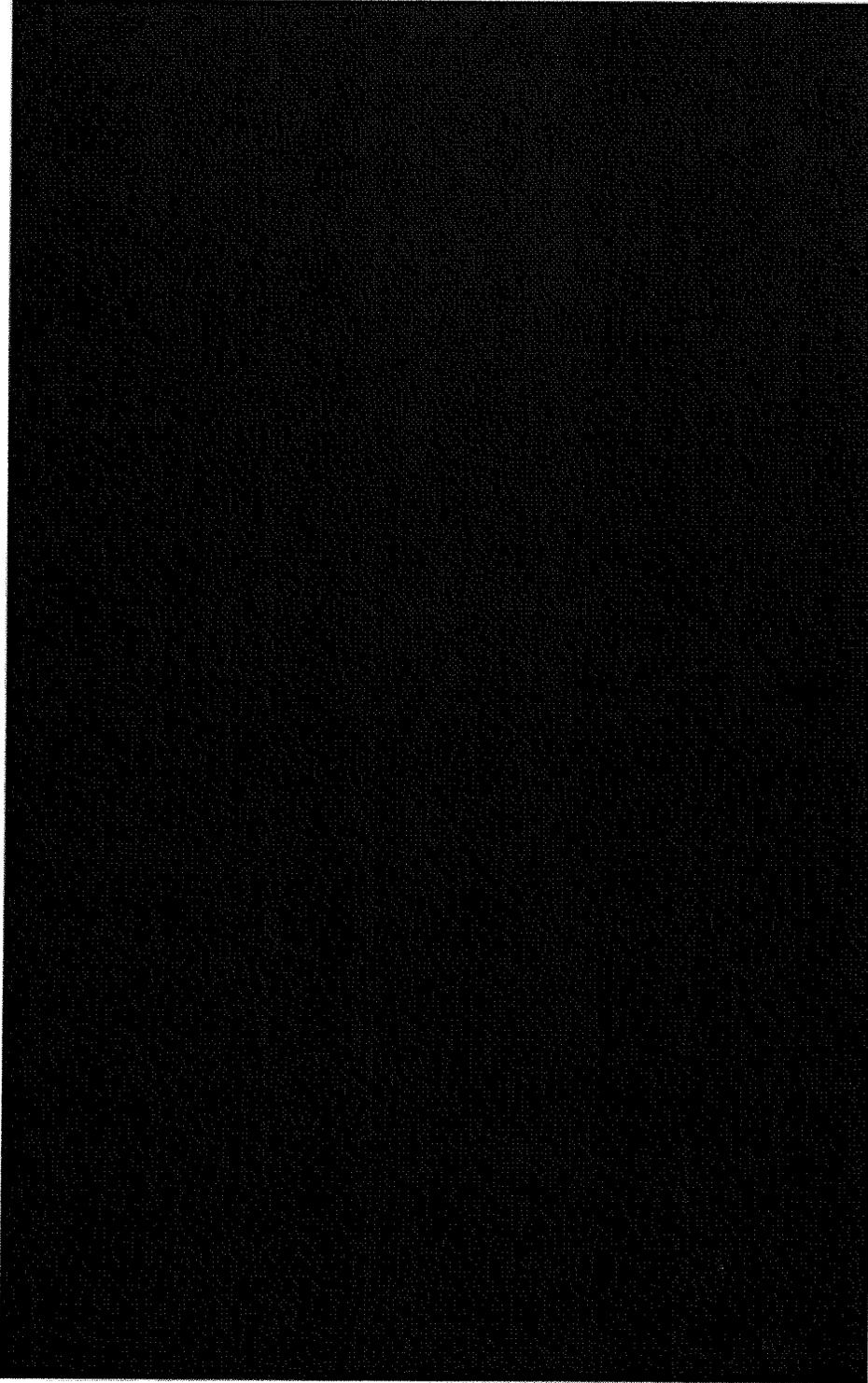


* Make additional copies and attach additional pages as necessary.

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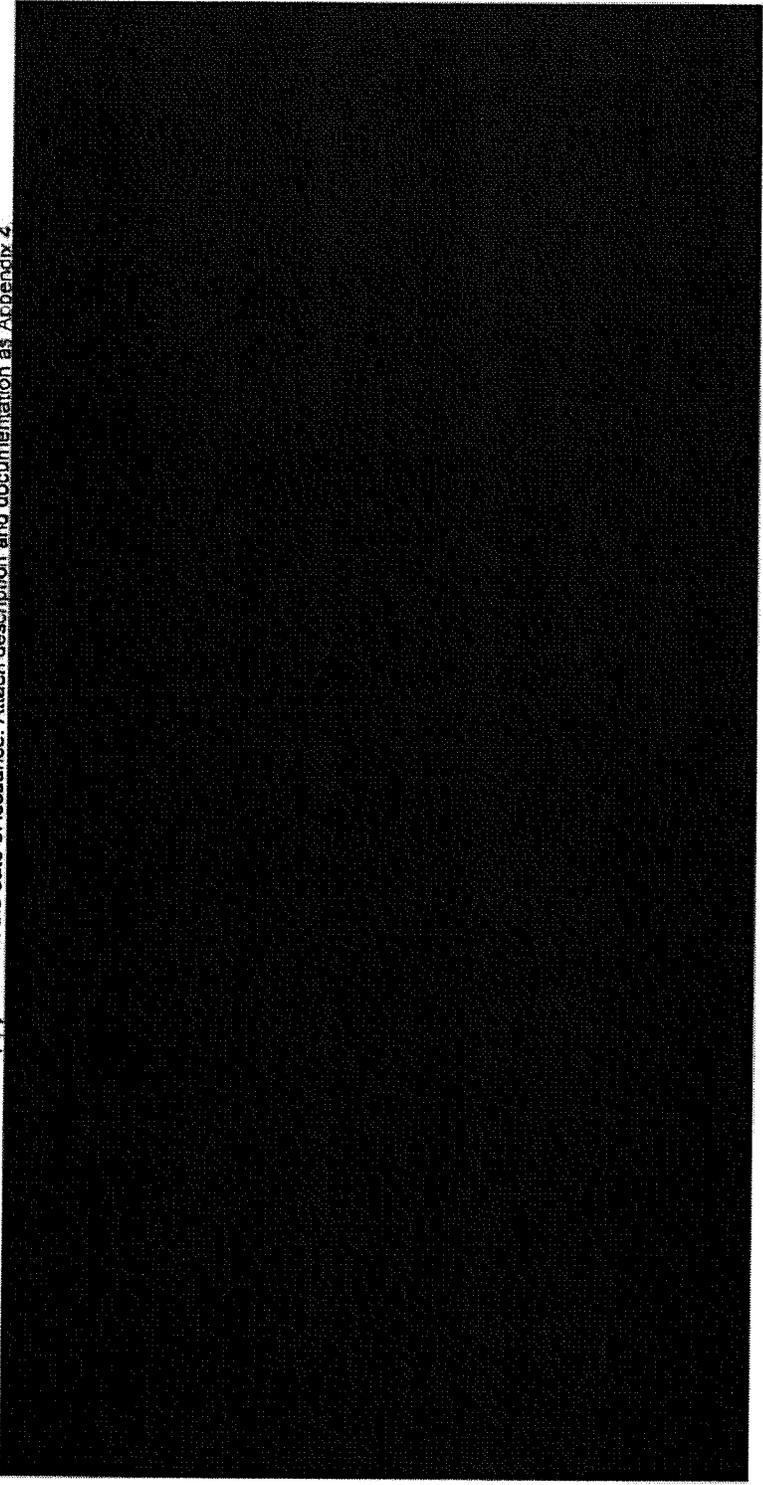
Schedule 12: Long Term Debt

Describe the nature, type, covenants and priorities of all outstanding bonds, loans, mortgages, trust deeds, notes, debentures or other forms of indebtedness issued or executed (including loans made by shareholders), or to be issued or executed, by the applicant, which mature more than one year from the date of issuance or which, by their terms, are renewable for a period of more than one (1) year from the date of issuance. Attach description and documentation as Appendix 4.



Schedule 13: Holders of Long Term Debt

Provide the following information for each person or entity holding any outstanding bonds, loans, mortgages, trust deeds, notes, debentures or other forms of indebtedness executed or issued by applicant, which mature more than one (1) year from the date of issuance or which, by their terms, are renewable for a period of more than one (1) year from the date of issuance. Attach description and documentation as Appendix 4.

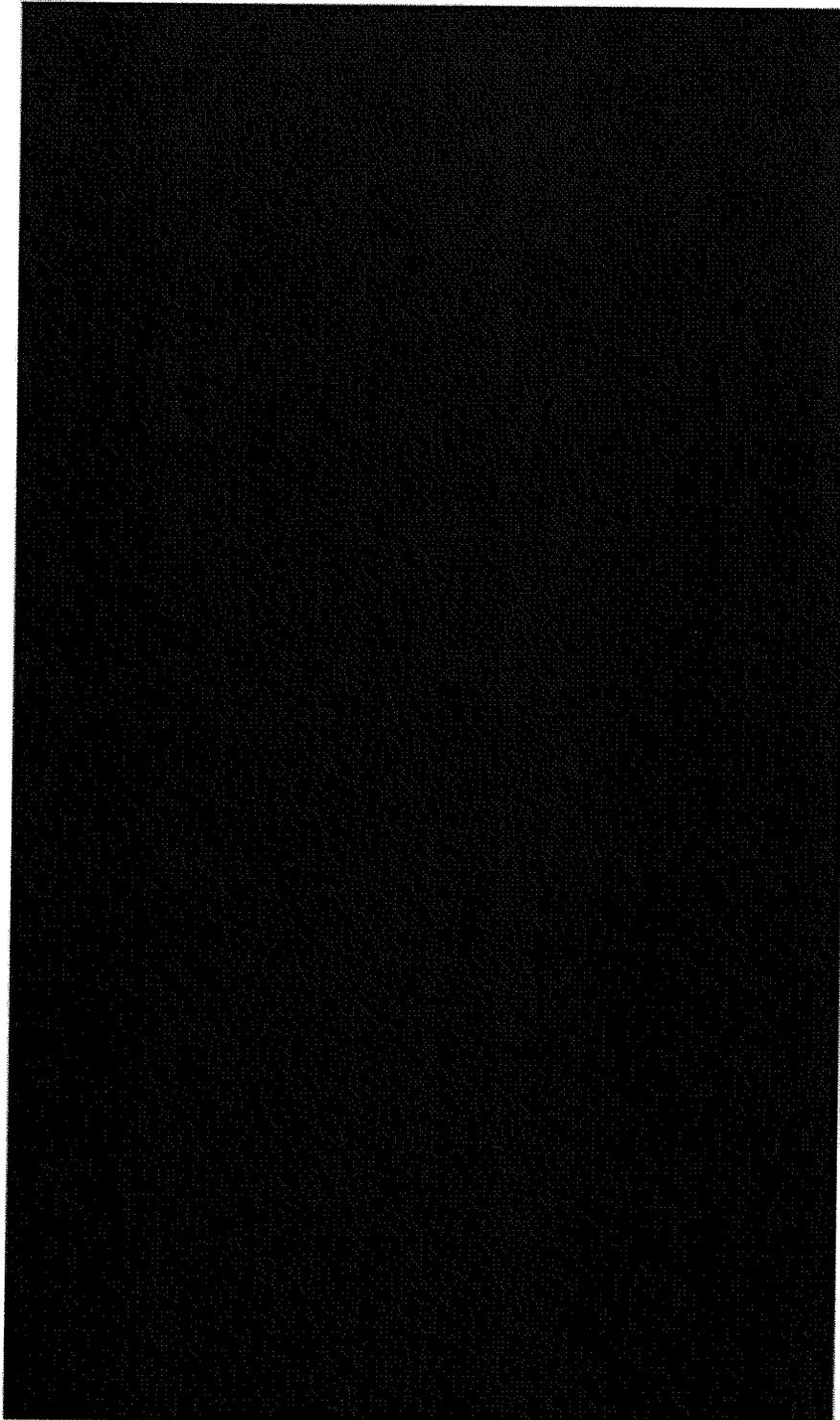


* Make additional copies and attach additional pages as necessary.

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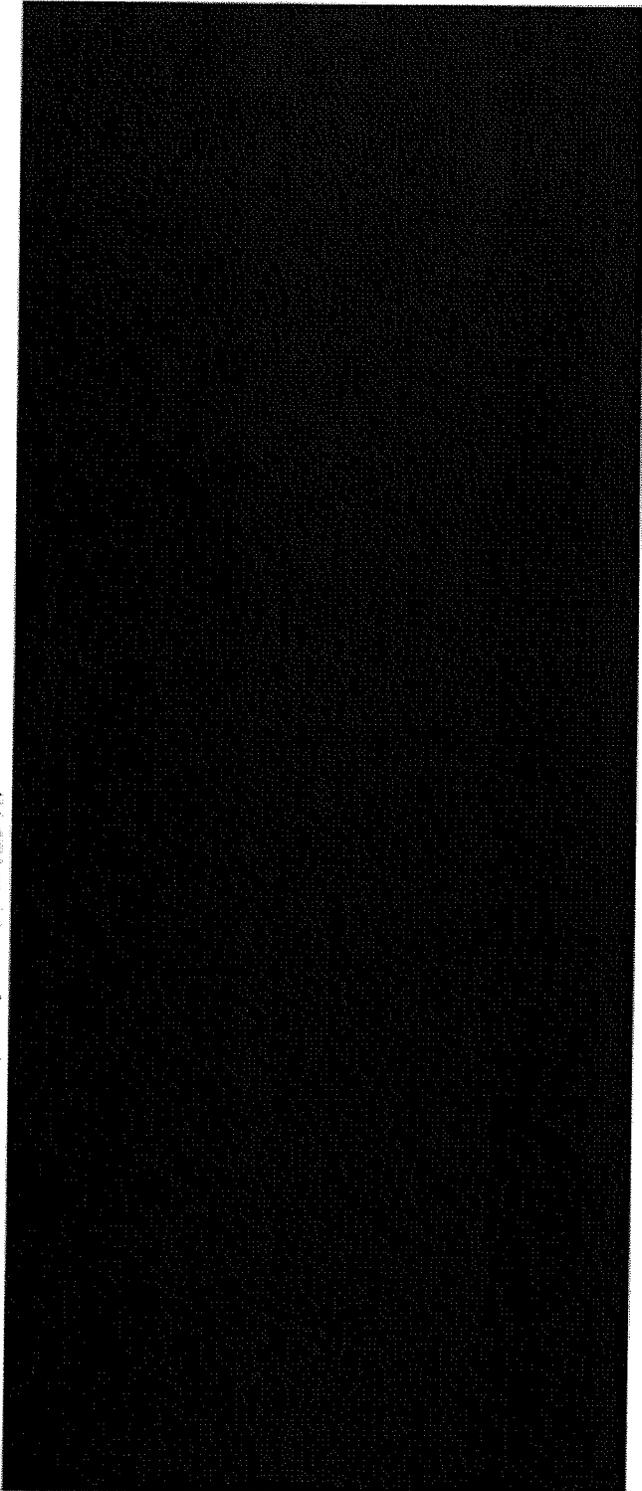
Schedule 14: Other Indebtedness and Security Devices

Describe the nature, type, terms, conditions and covenants of all outstanding loans, mortgages, trust deeds, pledges, lines of credit, or other evidence of indebtedness or security devices utilized by applicant other than those described in Schedule 12. Attach description and documentation as Appendix 5.



Schedule 15: Holder of Other Indebtedness

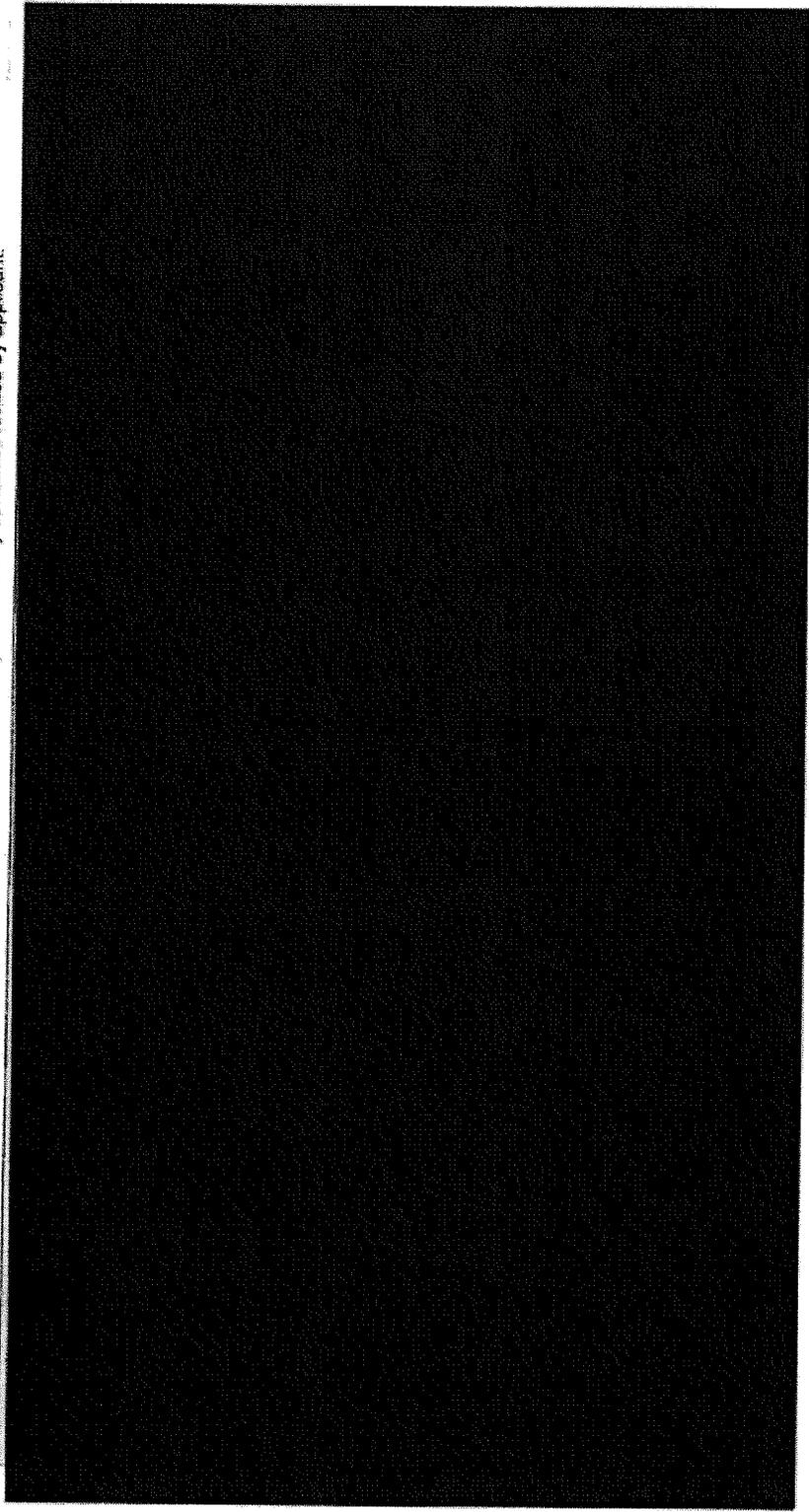
Provide the following information for each holder of any outstanding loan, mortgage, trust deed, pledge or other evidence of indebtedness or security devices utilized by applicant and described in response to schedule 14.



* Make additional copies and attach additional pages as necessary.

Schedule 16: Securities Options

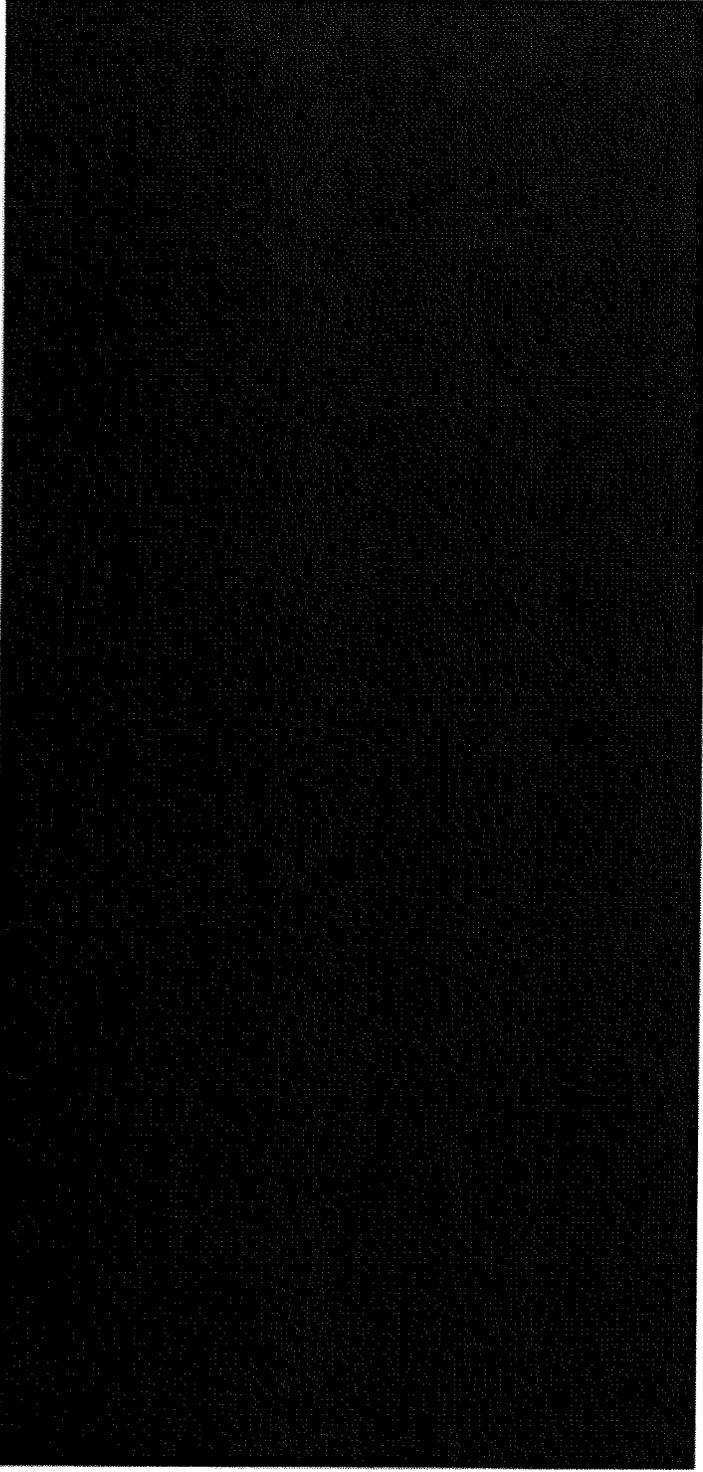
Provide the following information and attach as Appendix 6 a detailed description of any options existing or to be created with respect to securities issued by applicant which description shall include, but not be limited to, the title and amount of securities subject to option, the year or years during which the options were or will be granted, the conditions under which the options were or will be granted, the consideration for granting the option and the year or years during which, and the terms under which, optionees became or will become, entitled to exercise the options, and when such options expire. (OR include copies of any outstanding option plans or proxy statements that provide the requested information.) NOTE: For the purpose of this schedule, option shall mean right, warrant or option to subscribe to or purchase any securities issued by applicant.



* Make additional copies and attach additional pages as necessary.

Schedule 17: Beneficial Owner of Options

Provide the following information for persons holding the options described in Schedule 16.



* Make additional copies and attach additional pages as necessary.

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Schedule 18: Other Principals

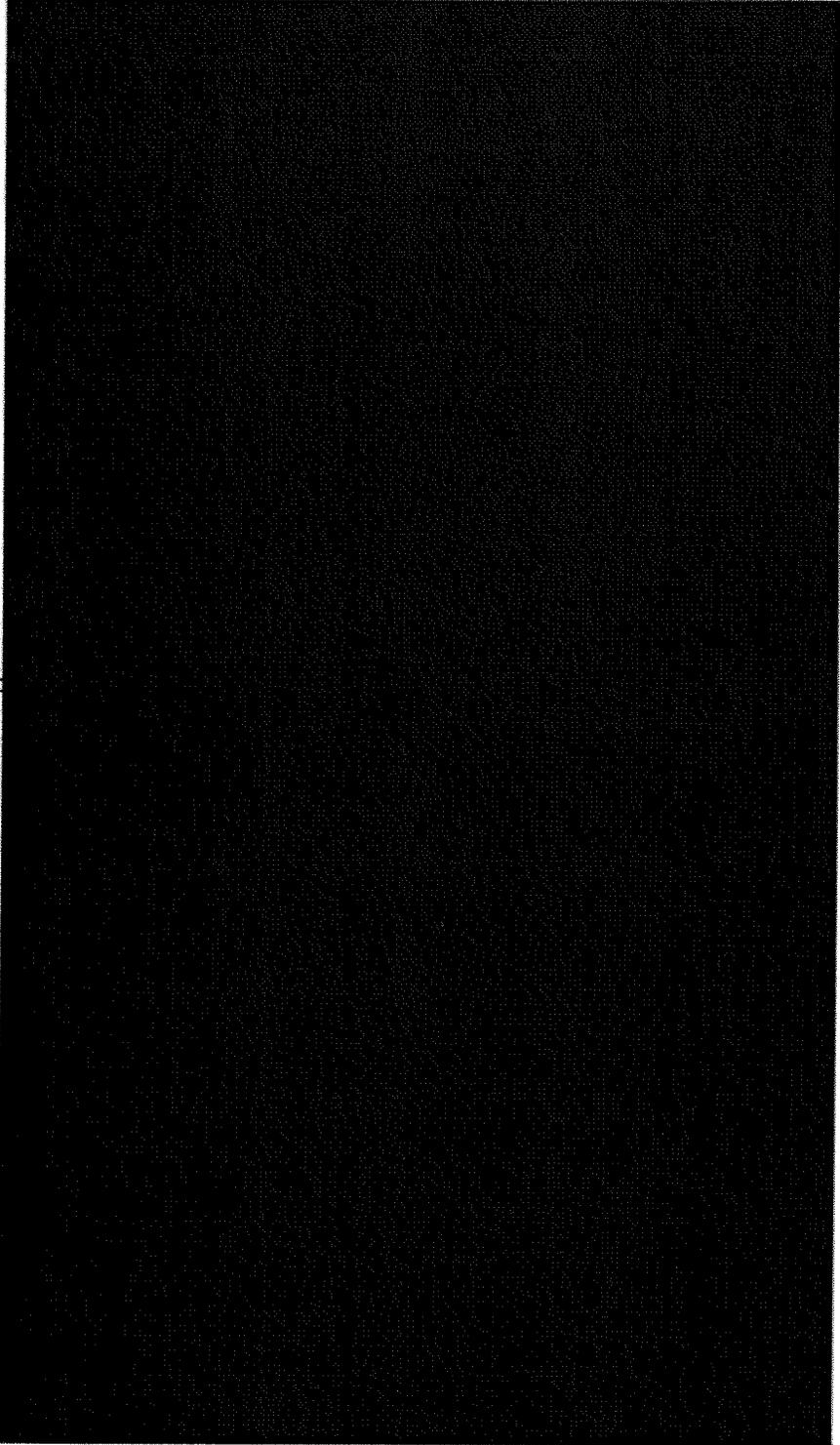
Provide the following information for all principals not otherwise disclosed on schedules 1, 5, 10, 10A, 11, 13 and 15. Include individuals and entities that have a 1% or greater indirect ownership interest in an applicant or licensee; however, individuals or entities who hold less than 5% of the voting securities of an applicant or licensee or an intermediary or holding company of an applicant or licensee that is a publicly traded company shall not be required to be licensed as a principal.

Name and Address						
First Name Does not apply Entity Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth		
Address Line 1		Address Line 2				
Address Line 3		City	State/Province	Postal Code		
Country		Email Address		Phone Number	Fax Number	
Describe Nature, Type, Terms and Conditions of Interest in or Control Over Applicant						

* Make additional copies and attach additional pages as necessary.

Schedule 19: Financial Institutions

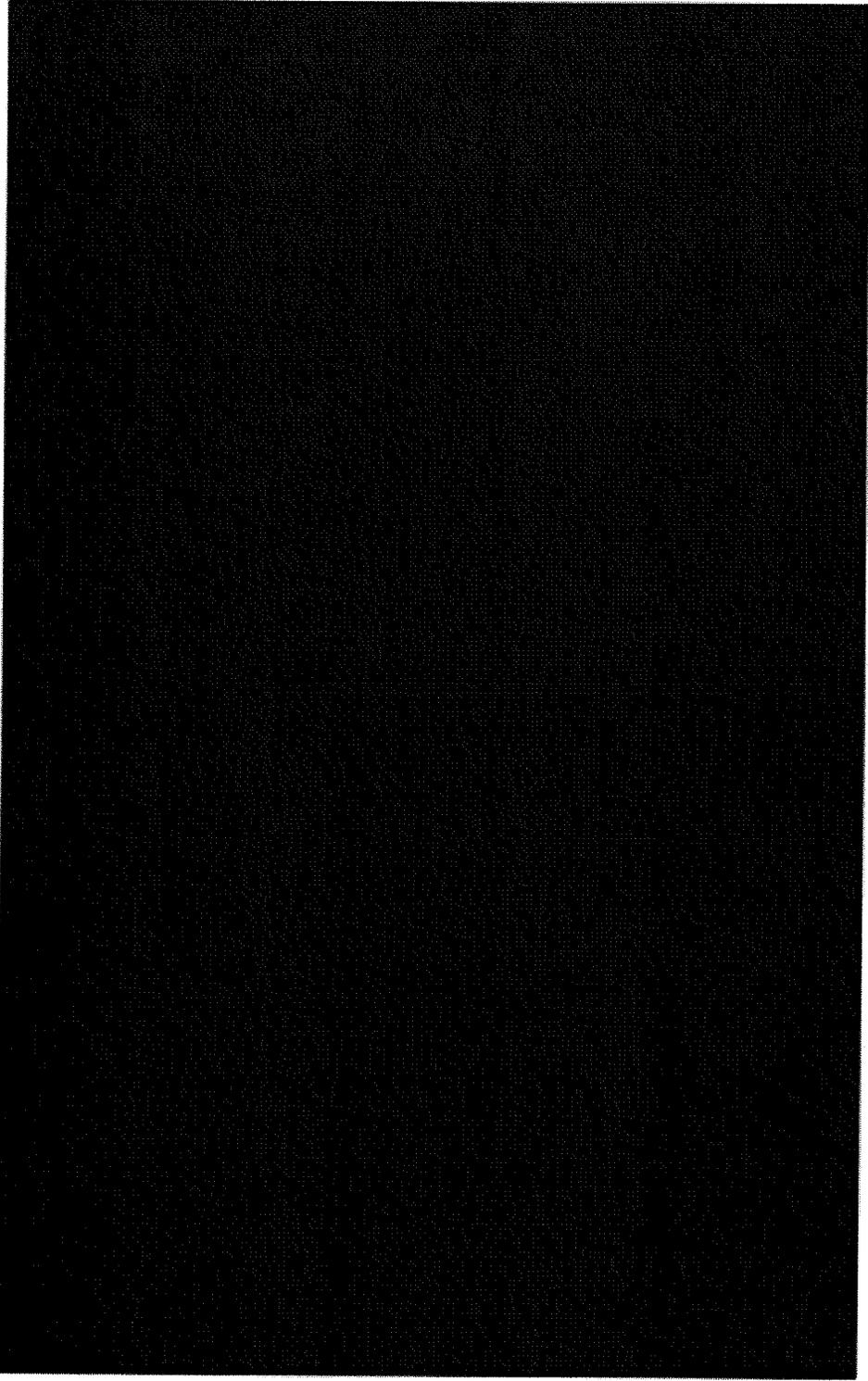
Provide the following information with respect to each bank, savings and loan association or other financial institution, whether domestic or foreign, in which applicant has or has had an account over the last ten (10) year period regardless of whether such account was held in the name of applicant, a nominee of applicant or was otherwise under the direct or indirect control of applicant.



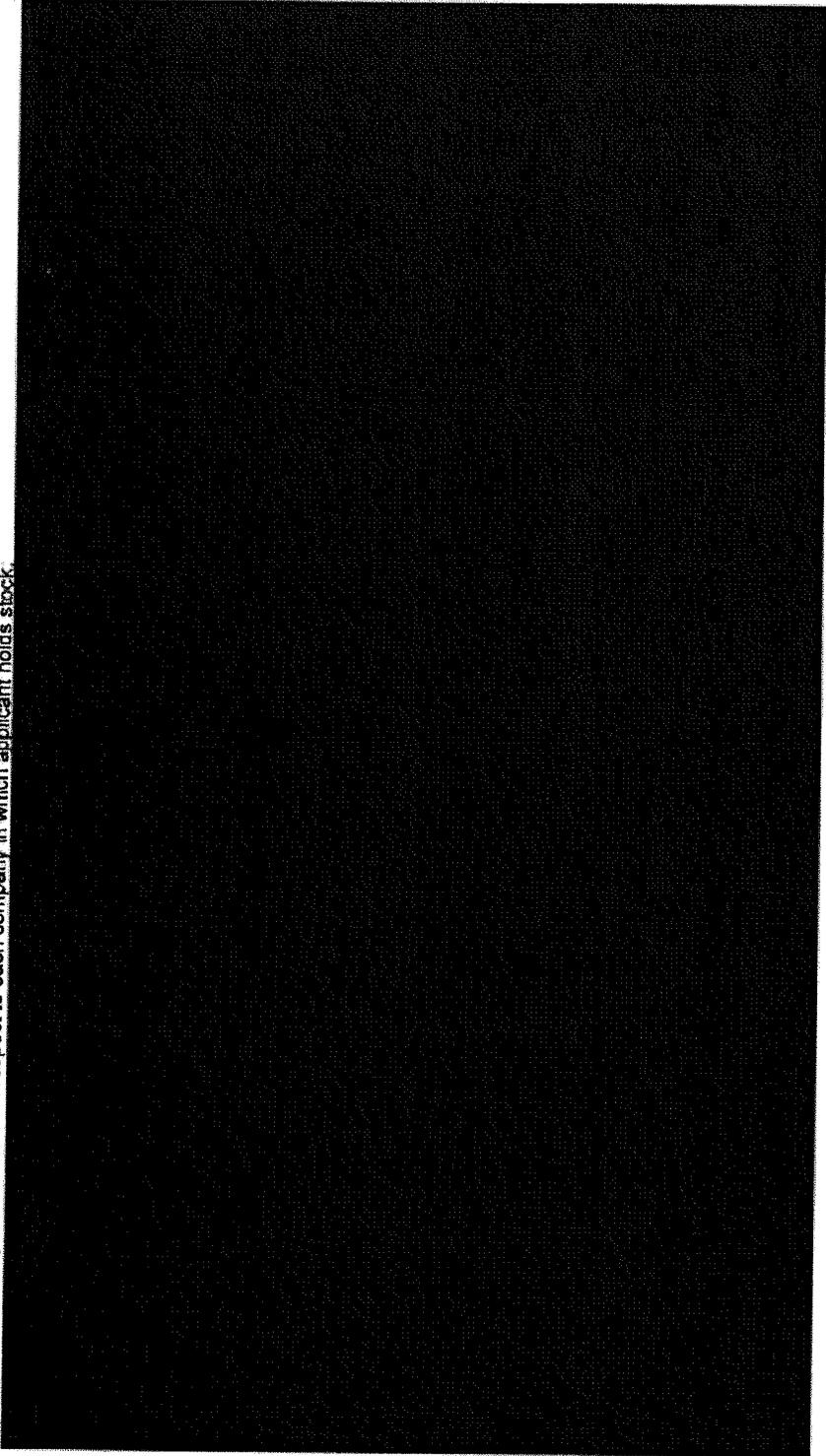
* Make additional copies and attach additional pages as necessary.

Schedule 20: Contracts

Provide the following information with respect to all contracts or agreements (whether written or oral) that applicant has entered into within the past six (6) months, for goods and/or services in excess of \$100,000. Contracts and agreements disclosed elsewhere in this application need not be provided on this schedule.



Schedule 21: Stock Held by Applicant
Provide the following information with respect to each company in which applicant holds stock.



Schedule 22: Insider Transactions

Provide the following information for each change in the beneficial ownership of the equity securities of applicant on the part of any person who is indirectly or directly a beneficial owner of more than ten percent (10%) of any class of an equity security of applicant or who is or was within that period a director or officer of applicant that occurred within the five (5) years preceding this application. [Include changes resulting from (a) gift, (b) purchase, (c) sale, (d) exercise of an option to purchase, (e) exercise of an option to sell, (f) grant or receipt of a put or (g) grant or receipt of a call.]

Name and Home Address						
First Name Does not apply	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth		
Address Line 1		Address Line 2				
Address Line 3		City	State/Province	Postal Code		
Country	Email Address	Phone Number	Fax Number			
Position						
Insider Transaction Description						
Date of Transaction	Nature of Transaction	Number of Shares Involved	Dollar Value of Transaction	Other Parties (Names & Positions)		

* Make additional copies and attach additional pages as necessary.

Initials AR

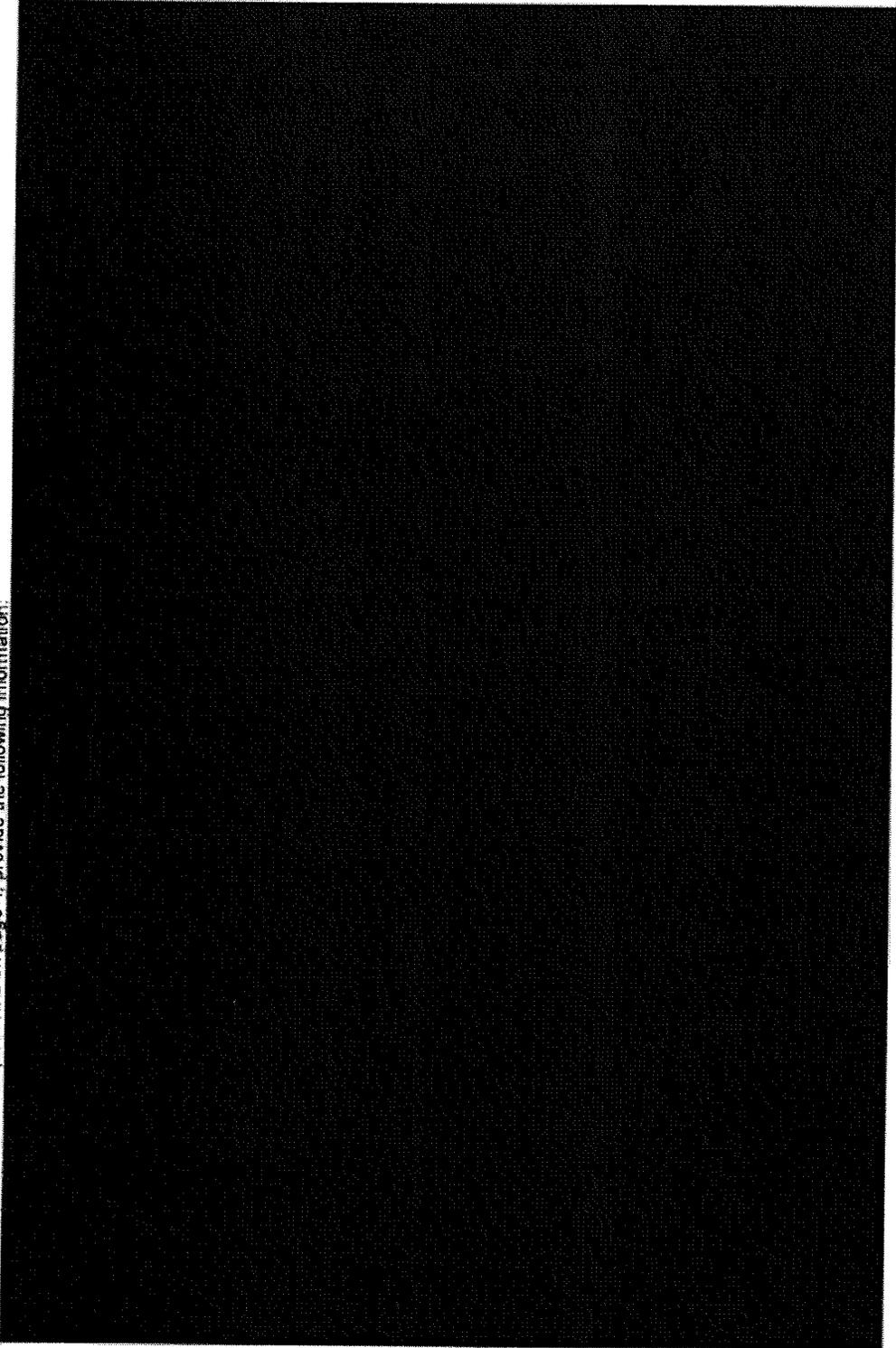
Schedule 23: Criminal History

If Applicant answered YES to questions 1, 1A or 1B on page 4, provide the following information:

Criminal History Incident						
Name of Case & Docket Number	Nature of Charge or Complaint	Date of Charge or Complaint	Disposition (Acquitted, Convicted, Dismissed, Etc.)	Name and Address of Law Enforcement Agency or Court Involved	Sentence	name of officer, director/partner, trustee or Key Employee
Does not apply						

Schedule 24: Testimony, Investigations or Polygraphs

If Applicant Answered YES to question 2 on page 4, provide the following information:



Initials AR

Schedule 25: Existing Litigation

Provide the following information and attach as Appendix 7 a description of all existing civil litigation to which applicant, its parent, affiliate, or subsidiary is presently a party, whether in this Commonwealth or in another jurisdiction. Do not include any litigation in which the damages may not reasonably be expected to exceed \$100,000 or litigation in which damages may be expected to exceed \$100,000, but which involves claims against applicant which are fully and completely covered under an insurance policy held by the applicant with a licensed insurance carrier. This description must include the title and docket number of the litigation, the name and location of the court before which it is pending, the identity of all parties to the litigation and the general nature of all claims being made.

Name of Case and Docket Number	Existing Litigation Location and Name of Court before which litigation is pending
Applicant has none. See attached for information regarding the pending litigation of Greenwood Gaming and Entertainment, Inc.	
Names of all parties to litigation	
Nature of the claims	
Name of case and docket number	Existing Litigation Location and Name of Court before which litigation is pending
Names of all parties to litigation	
Nature of the claims	

AR

I. Current pending tax litigation

1. Greenwood Gaming and Entertainment, Inc. v. Commonwealth of Pennsylvania, Department of Revenue,

Venue: Commonwealth Court

Docket No.: 609 F&R 2015 (slots – 2009/2010)

Status: Claimed GTR refund of \$1,122,654.89 denied by the Board of Finance and Revenue (“BF&R”) on September 22, 2015; appeal to PA Commonwealth Court filed on October 15, 2015. Letter and summary of case sent to Clinton Smith, PA Attorney General’s Office on December 22, 2015. Court requested status report filed on September 26, 2016. A joint status report was filed on December 22, 2016. Court Order directing joint status report to be filed on March 23, 2017. A joint status report was filed on March 22, 2017. Court Order directing final joint status report to be filed on or before June 20, 2017 if the matter is not resolved. Meeting held on April 14, 2017 with Clinton Smith, PA Attorney General’s Office and Tom Gohsler, PA Dept. of Revenue, Office of Chief Counsel’s Office to discuss case. A joint status report was filed on June 20, 2017. Court Order scheduling Status/Settlement Conference on December 4, 2017. Attended Status/Settlement Conference on December 4, 2017 where the Court set the following schedule: a stipulation for judgment is due by April 6, 2018. If a stipulation for judgment is not filed, a stipulation of facts is due by May 7, 2018. GGE’s brief is then due by June 7, 2018, and the Commonwealth’s brief is due July 9, 2018. On March 29, 2018, the PA Attorney General’s Office offered \$50,000 plus appropriate interest in order to settle this matter. On April 5, 2018, GGE made a counter-offer of approximately \$561,000 plus statutory interest. On April 20, 2018, the PA Attorney General’s Office rejected GGE’s counter-offer. Joint stipulations of fact were filed by the parties on May 7, 2018. The Commonwealth filed, on May 23, 2018, an Application for Summary Relief along with a Brief in Support of its Application. GGE filed its Brief of Petitioner and Petitioner’s Response In Opposition to Respondent’s Application for Summary Relief on June 7, 2018. On September 6, 2018, the Commonwealth Court granted the Commonwealth’s Application for Summary Relief and affirmed BF&R’s Decision. We are currently in the process of filing Exceptions to the Commonwealth Court’s Memorandum Opinion.

2. Greenwood Gaming and Entertainment, Inc. v. Commonwealth of Pennsylvania, Department of Revenue,

Venue: Commonwealth Court

Docket No.: 531 F&R 2017 (slots/tables – 2014)

Status: Refund claim was before Thomas J. Gohsler, Esq., Chief Counsel with the Department of Revenue, Office of Chief Counsel in an effort to settle the case without having to file formal appeal with PA Board of Appeals. Gohsler had limited dispute with substance of claim; but claimed DOR Executive Office changed positions and now was requiring a filing at BOA; Gohsler arranged for BOA to accept submission as of the date made to him; BOA received 9/13/16; BOA now refusing to base 6 month decision deadline on Gohsler submission date; potential pass through to BF&R and verified statement process. BOA hearing scheduled for 10/21/16. Board of Appeals denied refund claim of \$935,324.52 on 10/18/16. Appeal filed with BF&R on 11/21/2016 for the full refund claim. Verified Statement filed with BF&R on 12/6/16. OCC filed Reply to Verified Statement on 12/7/2016 agreeing with non-event ticket claims of \$906,553.75 but challenging event ticket claims of \$28,770.77. BF&R hearing on the events ticket issue was held on May 9, 2017. On May 10, 2017, BF&R issued its Decision & Order granting relief for non-event ticket promotions in the amounts of \$816,750.32 (Docket No. 1622419 - 2014 GTR) and \$89,803.41 (Docket No. 1622420 - 2014 GTGR). Appeal to PA Commonwealth Court for the event ticket portion of the GTR/GTGR refund claims filed on June 18, 2017. Court Order set the following schedule: a stipulation of facts or trial type depositions is due by September 13, 2018. GGE's brief is then due by October 15, 2018, the Commonwealth's brief is due November 15, 2018, and then GGE's reply brief is due 14 days after service of the Commonwealth's brief. Stipulations of Fact were filed by the parties on September 12, 2018.

3. Greenwood Gaming and Entertainment, Inc. v. Commonwealth of Pennsylvania, Department of Revenue,

Venue: Department of Revenue, Board of Appeals

Docket Nos.: 1617370 (GTR) & 1617371 (GTGR)
(Comp Dollars Awarded – 2013 to 2015)

Status: Refund claim filed with Board of Appeals on June 30, 2016 for both slots and table game Comp Dollars which were awarded less those Comp Dollars which were redeemed for cigarettes. Total refund requested is \$7,314,688.20. Board of Appeals Decision and Order is due on or before December 30, 2016. Board of Appeals information request due

October 21, 2016, and hearing on that same date. Board of Appeals is currently holding this case pending Downs Racing, LP decision (802 F&R 2016).

II. Currently pending general litigation

1. Turf Club OP Co. d/b/a Valley Forge Turf Club v. Commonwealth of Pennsylvania, Department of Health, Bureau of Health Promotion and Risk Reduction,

Venue: Commonwealth Court

Docket No.: 1834 C.D. 2017 (previously before Commonwealth Court at 1295 CD 2017)

Status: On December 15, 2017, Valley Forge Turf Club, Inc., and Turf Club OP Co. ("Valley Forge") filed a Petition for Review challenging the Department of Health's Final Agency Determination and Order denying its application for exception to the Clean Indoor Air Act's ("CIAA") general smoking ban. Valley Forge maintains it is entitled to an exception to the general smoking ban because it satisfies the "drinking establishment" exception to the CIAA, as it 1) meets the less than 20% threshold for food sales; 2) does not permit persons under the age of 18 on the premises; and, 3) holds a restaurant liquor license under the Liquor Code. Valley Forge has filed an Application for Expedited Relief in the Form of an Injunction Pending Review, which the Court denied. Valley Forge also filed an Application for Expedited Consideration on the Briefs, which the Court denied. On October 9, 2018, the Commonwealth Court issued its decision on the merits of this action, reversing the Department's Determination and Order, and holding that "the Department erred as a matter of law by denying Turf Club's Exception Application for a smoking ban exception under Section 3(b)(10) of the CIAA." The Department has 30 days to appeal the Commonwealth Court's decision.

2. Sands Bethworks Gaming, LLC v. Pennsylvania Department of Revenue; C. Daniel Hassell in his official capacity as Secretary of the Pennsylvania Department of Revenue; and the Pennsylvania Gaming Control Board,

Venue: Supreme Court of Pennsylvania

Docket No.: 216 MM 2017

Status: On December 28, 2017, Sands Bethworks Gaming, LLC ("Sands") filed a Verified Petition in the Nature of a Complaint Seeking a Declaratory Judgment and Injunctive Relief ("Petition"), challenging the constitutionality of a new tax scheme created by recent amendments to the Gaming Act. Specifically, Sands alleges that Sections 1407(c.1), 1407(1),

and 1408(c.1) of the Gaming Act establish a tax scheme that is unconstitutional on its face and as applied because it classifies licensed gaming entities based on their slot machine revenue and treats them differently for tax purposes. Additionally, Sands alleges that the tax scheme is not a valid tax because it does not serve a public purpose. Subsequent to filing the Petition for Review, Sands filed an "Application for Special Relief in the Nature of a Preliminary Injunction; Application for Expedited Hearing Schedule," seeking a preliminary injunction and expedited consideration of the merits of the Petition for Review. Respondents answered the Applications, seeking denial of the requested relief. Thereafter, Sands and Respondents filed a Joint Stipulation and Order, in which they agreed that if the Court grants the Petition for Review, Respondents will refund Sands all money paid by Sands pursuant to the challenged legislation. On March 5, 2018, the Court denied Sands' Application for Special Relief to the extent it sought a preliminary injunction, and denied the Joint Stipulation without prejudice to the parties presenting arguments in their briefs regarding possible remedies. On March 20, 2018, Greenwood Gaming and Entertainment, Inc. ("GGE"), filed an application for leave to intervene, which the Court granted. The parties have fully briefed this matter, and the Court conducted oral argument on May 17, 2018. Following oral argument, and multiple applications filed by the parties, the Supreme Court directed the Commonwealth to retain all funds collected pursuant to challenged tax scheme until further Court order. GGE is now awaiting the Court's final decision.

3. Greenwood Gaming and Entertainment, Inc.; Mountainview Thoroughbred Racing Association, LLC; Chester Downs and Marina, LLC; Washington Trotting Association, LLC; Stadium Casino, LLC; Valley Forge Convention Center Partners, LP; Downs Racing, LP, v. Commonwealth of Pennsylvania, Department of Revenue; C. Daniel Hassell, Secretary of the Department of Revenue, in his official capacity

Venue: Commonwealth Court of Pennsylvania

Docket No.: 571 MD 2018

Status: On August 22, 2018, Petitioners, a group of seven Pennsylvania slot machine licensees filed a Petition for Review in the Commonwealth Court seeking a declaration that, by promoting and offering casino-style games and games that simulate slot machines, the Department of Revenue is in violation of the State Lottery Law and Act 42 of 2017.

Specifically, the Petitioners contend that the "iLottery" games currently offered by the Pennsylvania Lottery violate both statutes because the offered games simulate casino-style games and, as such, are unlawful. The Commonwealth answered the Petition for Review,

generally admitting the facts, but denying that the games simulate casino style games or are unlawful. Petitioners have served discovery on the Commonwealth, and have engaged an expert consulting firm (Spectrum Gaming). We anticipate limited factual and expert discovery and submitting the case to the Court on an expedited basis.

Schedule 26: Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations

If applicant answered YES to questions 3 or 4 on page 4, provide the following information:

Violation		Name and Address of Agency or Court Involved
Name of Case & Docket Number See attached.	Date of Judgment, Order or decree	
Nature of Offense		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order		
Violation		Name and Address of Agency or Court Involved
Name of Case & Docket Number	Date of Judgment, Order or decree	
Nature of Offense		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order		

Initials AR

Schedule 26: Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations

If applicant answered YES to questions 3 or 4 on page 4, provide the following information:

Name of Case & Docket Number Department of Treasury Internal Revenue Services TE/GE Employee Plan vs. Greenwood Racing Retirement Savings Plan	Date of Judgment, Order or Decree January 14, 2015	Name and Address of Agency or Court Involved Department of Treasury, Internal Revenue Services TE/GE Employee Plans, 2970 Market Street, 2-C17-154, Philadelphia, PA 19104
Nature of Offense Greenwood Retirement Plan changed the 401K plan without properly executed amendments, for plan years 12/31/2010 thru 12/2013		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input checked="" type="checkbox"/> Other		
Nature of Judgment, Decree or Order Executed a closing agreement of Final Determination requiring payment of the \$65,000		
Name of Case & Docket Number In re: Application for Approval of Architectural Renovation Plans Construction Renovation of First Floor of Philadelphia Park Grandstand (CP-16) No Docket Number	Date of Judgment, Order or Decree December 15, 2010	Name and Address of Agency or Court Involved Pennsylvania State Horse Racing Commission 2301 North Cameron Street, Harrisburg, PA 17011
Nature of Offense Failure to submit plans for construction or renovation of Racetrack facilities to Racing Commission prior to performing construction work		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input checked="" type="checkbox"/> Other		
Nature of Judgment, Decree or Order Payment of \$53, 000 civil penalty		

Initials
 AR

Schedule 26: Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations
 If applicant answered YES to questions 3 or 4 on page 4, provide the following information:

Name of Case & Docket Number In the Matter of Keystone Turf Club, Inc, Bensalem Racing Association et al (No Docket Number)	Date of Judgment, Order or decree May 16, 2011	Name and Address of Agency or Court Involved Department of Environmental Protection, Rachel Carson Office Building, 400 Market Street, Harrisburg, 17101
Nature of Offense Violations of Various Pennsylvania Environmental Laws		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order On May 16, 2011 Licensee's affiliate, Greenwood Gaming and Entertainment, Inc. and Greenwood Racing, Inc. executed a Consent Order and Agreement requiring payment of a civil penalty in the amount of \$389,800 and performance of various corrective actions detailed in Consent Order Agreement.		
Name of Case & Docket Number	Date of Judgment, Order or decree	Name and Address of Agency or Court Involved
Nature of Offense		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order		

Schedule 27: Bankruptcy or Insolvency Proceedings

If applicant answered YES to questions 5, 6 and/or 7 on page 4, provide the following:

Bankruptcy or Insolvency Proceedings			
Name of Case & Docket Number	Date Petition Filed or Relief Sought	Name and Address of Agency or Court Involved	Date Receiver, agent or trustee appointed
Does not apply		Name of Court Appointed Receiver, agent or trustee	Date Receiver, agent or trustee appointed
Nature of Judgment or Relief			

Schedule 28: Non-Gaming Licenses and Permits

If Applicant answered YES to question 8 on page 5, provide the following information for the last ten (10) year period:

Applicant Licensing (Government Issued - Non-Gaming)					
Type of License or Permit	Name and Location of Government Agency	Application Number	Disposition	Date of Disposition	If Granted, provide the license/permit number and expiration date. If Denied, Pending, Expired, Suspended, Conditioned, Withdrawn or Revoked, provide details.
Liquor Turf Club OP Co. Brandywine Turf Club	PA Liquor Control Board	Does not apply	<input checked="" type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	CL Safe Keeping	License No. OWR-LID#71664
Liquor Center City Turf Club, Inc.	PA Liquor Control Board	Does not apply	<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input checked="" type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	Renewed annually, until 3/17/2016	License No. OWR-3-LID#26909 The license was withdrawn, because we no longer operated the business. Therefore, in accordance with Section 474.1 of the Liquor Code, the license was canceled on 3/17/2016 by operation of law.
Liquor Upper Darby Turf Club, Inc.	PA Liquor Control Board	Does not apply	<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input checked="" type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	Renewed annually, until 2014	License No. OWR-6-LID#28266 License was in safekeeping from 10/5/2010 to 10/5/2014, because we no longer operated the business. The company allowed the safekeeping period to expire on 10/5/2014, since it had no further use for it. Therefore, in accordance with Section 474.1 of the Liquor Code, the license was canceled on 10/6/2014 by operation of law.
Retail Alcoholic Beverage	New Jersey Division of Alcoholic Beverage Control 140 E. Front Street Trenton, NJ 08625	Does not apply	<input checked="" type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked		0112-33-034-006 in pocket with ABC due to closure of AC Racecourse in January 2015. 0614-33-035-004 Operational Favorites of Vineland. Renewed 6/30/2018.

Initials AK

SCHEDULE 28: NON-GAMING LICENSES AND PERMITS

IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD: EXPIRATION DATE, IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS.
Liquor Racetrack Food Services, Inc.	PA Liquor Control Board	Does not apply	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	Renewed Annually	License No. R-2011-LID#46026
Liquor City Turf Club OP Co. Northeast Turf Club	PA Liquor Control Board	Does not apply	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	Renewed Annually	License No. OWR43-LID#71662
Liquor City Turf Club OP Co. South Philadelphia	PA Liquor Control Board	Does not apply	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	Renewed Annually	License No. OW42- LID#71661
Liquor Turf Club Op Co Valley Forge Turf Club	PA Liquor Control Board	Does not apply	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	Renewed Annually	License No. OWR44- LID#71663

Initials PK

Schedule 29: Gaming Licenses and Permits

If Applicant answered YES to question 9 on page 5 provide the following information for the last ten (10) year period:

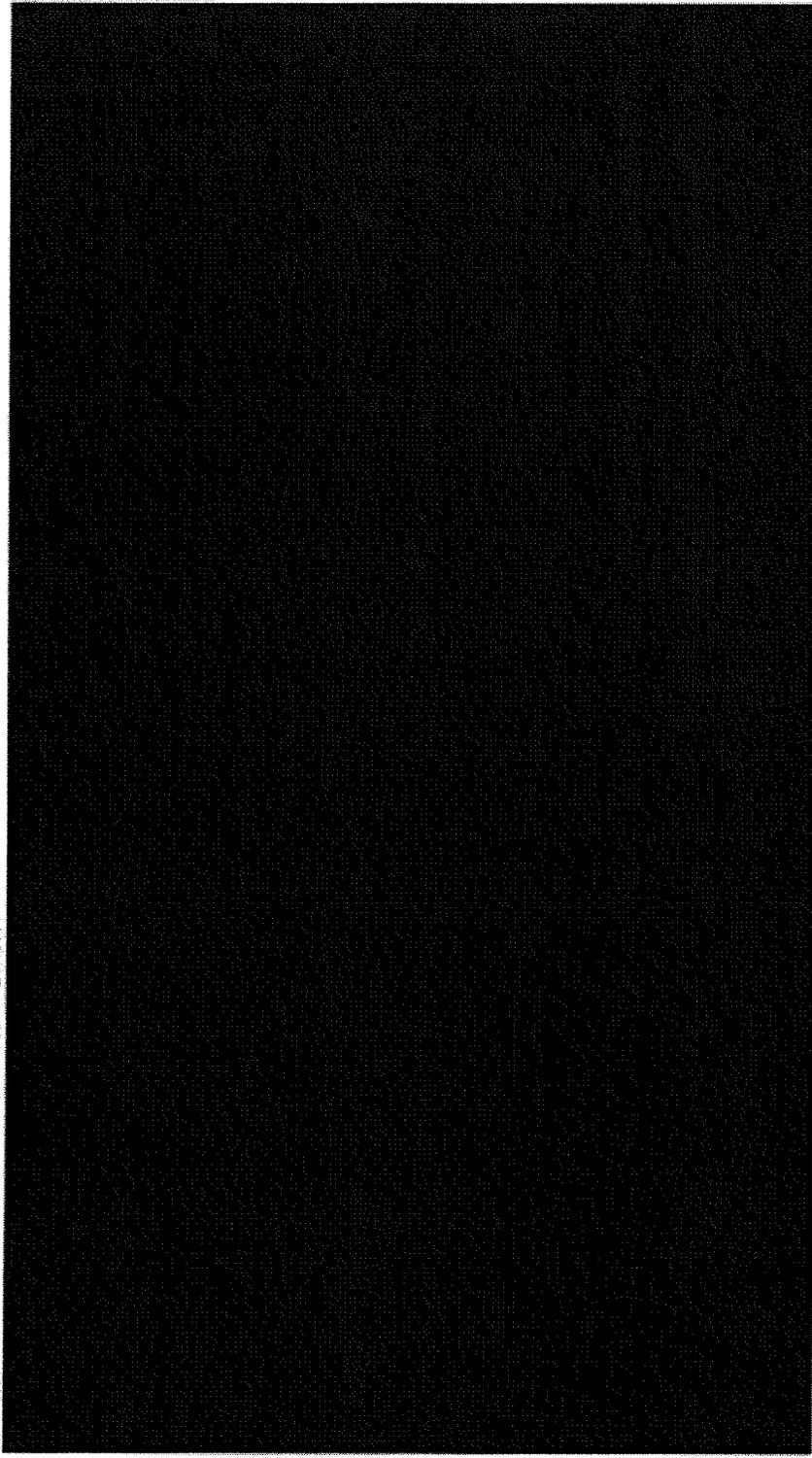
Applicant Licensing (Government Issued - Gaming)					
Type of License or Permit	Name and Location of Government Agency	Application Number	Disposition	Date of Disposition	If granted, provide the license/permit number and expiration date. If DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, provide details.
Gaming	PGCB P.O. Box 69090 Harrisburg, PA	73580	<input checked="" type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	11/18/2014	PGCB awarded Stadium Casino, LLC a Category 2 slot machine license on 11/18/2014, which was issued on 12/13/2017, License No. F-73580. The expiration date is 12/13/2020.
Gaming	PGCB P.O. Box 69090 Harrisburg, PA	73580	<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input checked="" type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked		Stadium Casino filed for a Category 4 Application on 9/21/2018. The Application is pending before the PGCB.
Gaming	PGCB P.O. Box 69090 Harrisburg, PA	1239	<input checked="" type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked <input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	9/27/2006	PGCB approved a conditional Category 1 license for Greenwood Gaming and Entertainment, Inc. on 9/27/2006, and issued an Adjudication and Order of Permanent License on 6/12/2007, License No. F-1239. GGE filed its Renewal Application on 9/21/2017, which is pending before the PGCB.

Schedule 30: Applicant's Contributions and Disbursements

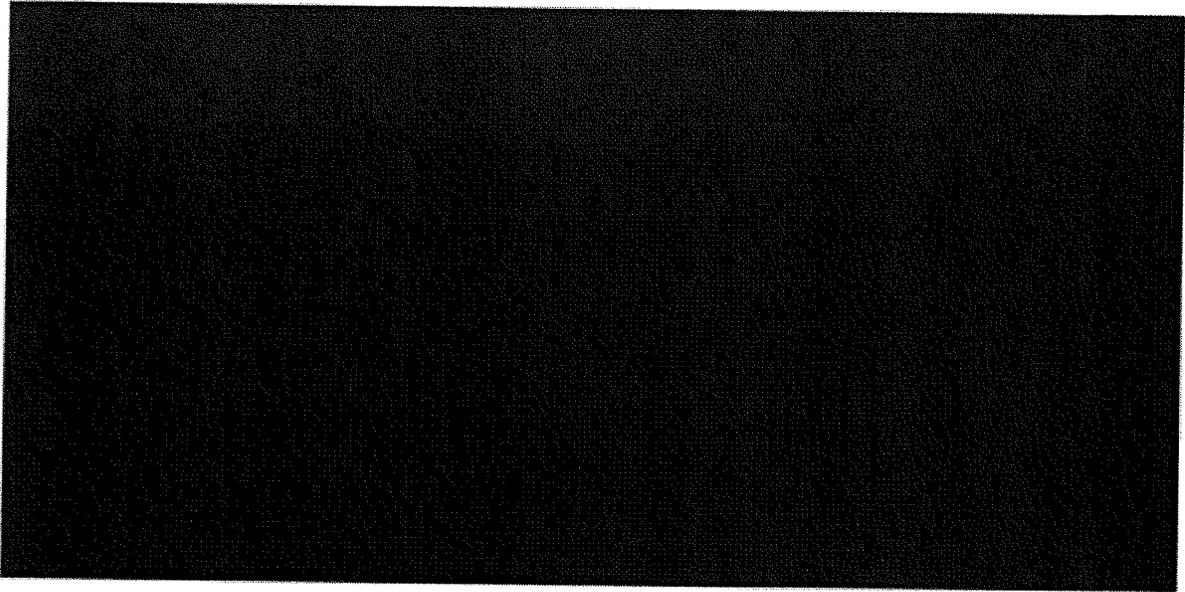
If Applicant answered YES to any of questions 10 through 16 on pages 5 and 6, provide the following information for any present or former directors, officers, employees or third parties who would have knowledge or information of the contributions and/or disbursements during the last ten (10) year period:

Also provide the name, address, date formed and officers of any political action committee during the last ten (10) year period. provide copies of any reports filed by the committee during the last five (5) years, whether federal or state.

If "independent expenditures" have been made, provide a detailed list showing: 1-Date made, 2-recipient of the expenditure, 3-Amount of the expenditure 4-The election it was intended to influence.



Initials AK



{L0777498.1}

AR

Schedule 31: Business Background Part 1

Description of Present Business
Does not apply.
Description of Competitive Conditions
As a Category 4 slot machine licensee, Applicant will compete with other slot machine licensees in the Commonwealth.
Principal Products Produced and/or Services Rendered
Does not apply
Availability of Raw Materials, Critical Technology & Employees
Does not apply
Intellectual Property Owned by Applicant & Importance to Business
Does not apply

Initials AR

Schedule 32: Business Background Part 2

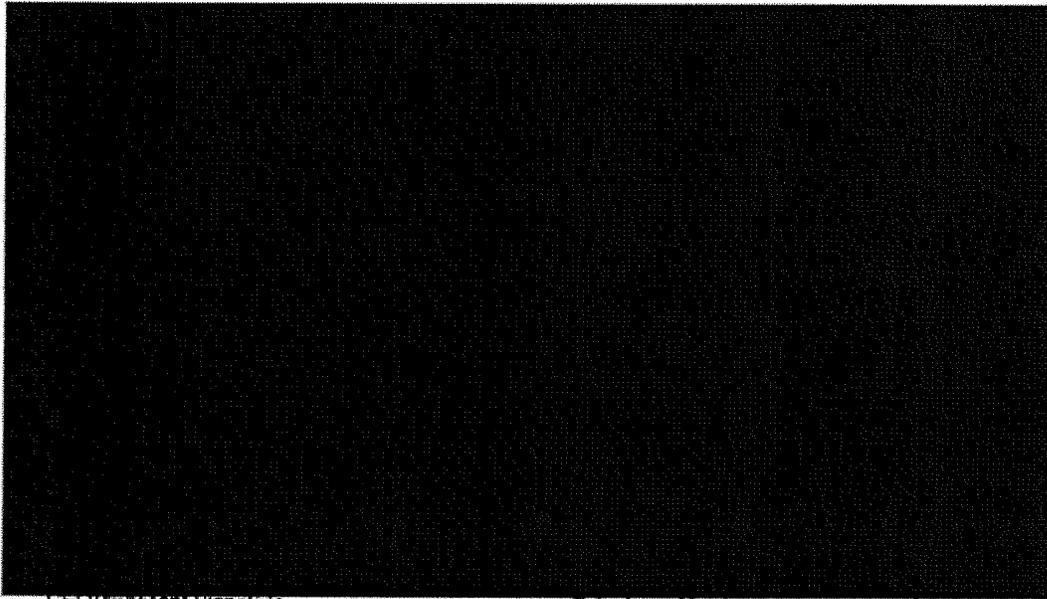
<u>Description of Business Developments Including Bankruptcy, Receivership or Similar Proceedings</u>
<u>Description of Any Other Material Reorganization, Readjustment or Succession of Applicant or Any of its Subsidiaries OR Acquisitions</u>
<u>History of Previous Business Conducted by Applicant</u>
On February 22, 2018, GGE was the awarded Category 4 bidder with a bid of \$8,111,000. The center of the Category 4 location identified by GGE is in South Newton Township in Cumberland County. The proposed site for the Category 4 facility to be operated by Applicant is 1 Walnut Bottom Road, Shippensburg, PA 17257.
Does not apply
Does not apply


Initials

Signature Document Section

APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW

Completion of this form is a condition of this application and will authorize the Pennsylvania Department of Revenue ("DOR") and the Department of Labor and Industry ("DLI") to review the tax records of the person and/or entity as part of the licensing evaluation by the Pennsylvania Gaming Control Board ("Board"). Your signature on this form also represents a waiver of confidentiality of tax information. Your signature allows the DOR and DLI to provide tax information to the Board and its authorized investigatory agents.



CEO/Applicant Signature

Telephone Number

Date

DIVERSITY PLAN STATEMENT

Slot Machine License Applicant Name GW Cumberland Op Co.

Slot Machine License Applicant Mailing Address 2999 Street Road, Bensalem, PA 19020

****Applicant will implement the same diversity plan as Greenwood Gaming and Entertainment, Inc.**

The Diversity Plan was submitted with GGE's Category 1 Renewal Application on 9/18/2017.

Slot machine License Applicant Phone Number 215-639-9000

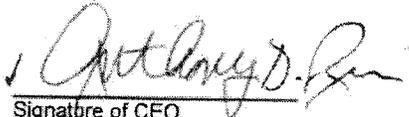
Equal Opportunity Officer Ronald Davis

Date Submitted 10 22 18

Pursuant to Section 1325(b)(1) of the Pennsylvania Race Horse Development and Gaming Act:

Applicant has developed and implemented a diversity plan.

A Copy of this plan is attached.



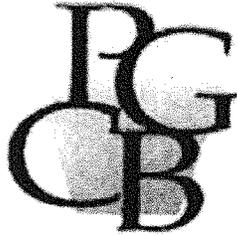
Signature of CEO

ANTHONY D. RICCI

Printed Name

10.22.2018

Date



**Pennsylvania Gaming Control Board
Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

NAME: See Registration forms already on file
FIRM: for Greenwood Gaming and Entertainment, Inc.
ADDRESS: _____
CITY: _____
STATE AND ZIP CODE: _____
TELEPHONE: _____
ENTITY REPRESENTED: _____

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

SIGNATURE: _____ **DATE:** _____

Pennsylvania Political Contributions Form

In the chart below, provide the required information for all political contributions, monetary or in-kind, to a candidate for nomination or election to any public office in this Commonwealth, or to any political committee or state party in this commonwealth or to any group, committee or association organized in support of any such candidate, political committee or state party on or after the date your entity's application was submitted to the Pennsylvania Gaming Control Board (Board). The applicant or licensee must list political contributions by its affiliates, intermediaries, subsidiaries, holding companies, principals and key employees who hold similar gaming licenses in other jurisdictions. Do not include contributions to candidates for federal offices or to committees or groups organized solely in support of federal candidates.

If there is more than one contribution to the same candidate, political committee, state party, etc., separate entries must be listed for each contribution.

NOTE: If you need space for additional entries, please make additional copies of this form.

Date of Contribution	Name and Address of the Candidate, Political Committee or State Party, or Group, Committee or Association Organized in Support of such Candidate, Political Committee or State Party	Amount or Value of Contribution
	Does not apply	

Signature of CEO/Authorized Signatory

Date Signed

Anthony D. Ricci

Printed Name of CEO/Authorized Signatory – Title

*If a person other than the CEO of this entity is designated to execute this document, the Board must be provided with a resolution or an affidavit, certified as true and correct, identifying the individual so designated, authorizing that individual to execute the document on behalf of both the entity and the CEO.

APPENDIX 1

DESCRIPTION OF THE BUSINESS CURRENTLY PERFORMED AND THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH. THIS INFORMATION MUST BE SPECIFIC AND MUST BE ORGANIZED AROUND THE TOPICS SHOWN IN SCHEDULES 31 AND 32.

ADDITIONALLY, APPLICANT MUST INDICATE THE RELATIONSHIP BETWEEN IT AND ITS AFFILIATED ENTITIES AS IT RELATES TO THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH IN THE FORM OF AN ORGANIZATION CHART WITH A NARRATIVE DESCRIPTION.

GW Cumberland Op Co. (“GWC”) is a newly formed corporation and, as such, has not engaged in business to date. GWC intends to conduct business as a Category 4 slot machine licensee. GWC is owned by GW Cumberland Holdings, Inc., which is owned by Greenwood Racing, Inc. (“GRI”), which also owns Greenwood Gaming and Entertainment, Inc. (“GGE”).

GGE currently holds a Category 1 slot machine license and operates Parx Casino in Bucks County, 17 miles from downtown Philadelphia. For a complete description of the business currently being performed by GRI and GGE, please see Appendix 1 attached to GGE’s initial Category 1 Slot Machine Licensee Application submitted to the PGCB on December 28, 2005 and its Category 1 Renewal Application filed on September 18, 2017.

On February 22, 2018, GGE was the awarded Category 4 bidder with a bid of \$8,111,000. The center of the Category 4 location identified by GGE is in South Newton Township in Cumberland County. The proposed site for the Category 4 facility to be operated by GWC is 1 Walnut Bottom Road, Shippensburg, PA 17257.

Located in Shippensburg Township, the Category 4 site will be in an excellent location. The proposed location is well positioned regionally, situated just 15 miles south of Exit 44 in Carlisle, 13 miles north of Chambersburg, PA and 29 miles north of the Pennsylvania/Maryland state line.

The proposed location is less than a mile from major Interstate Highway I-81 and PA Route 174. The Southern I-81 Corridor, from Harrisburg to Greencastle, is one of the nation’s most prominent distribution locations. The Corridor is home to a number of Fortune 500 and logistics companies, who have chosen the location because of the region’s proximity to the major metropolitan areas of the East Coast.

The proposed Category 4 site location contains approximately 10-17 acres that are available for development. Plans exist for a new road that borders the site to be constructed, which will eventually be dedicated to the Township. New traffic signals will be installed at the main entrance and Interstate ramps to assist with traffic and access to the proposed facility. The proposed Category 4 gaming facility will include up to 750 slot machines, and GWC anticipates that the facility will feature a nationally branded restaurant and sports bar.

An organizational chart for GWC and related information may be found at Appendices 18 and 44 of this Application.

APPENDIX 2

DESCRIPTION OF ANY FORMER BUSINESS ENGAGED IN DURING THE LAST
TEN (10) YEARS AND THE REASON FOR CESSATION OF THE BUSINESS.



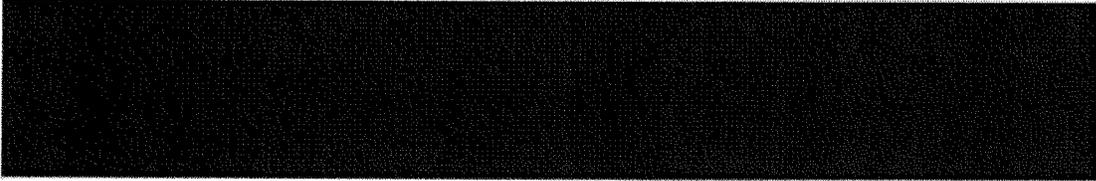
APPENDIX 3

DESCRIPTION OF ALL BONUS, PROFIT SHARING, PENSION, RETIREMENT, DEFERRED COMPENSATION AND SIMILAR PLANS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 8.



APPENDIX 4

DESCRIPTION OF LONG TERM DEBT. THIS INFORMATION MUST BE PROVIDED IN
ADDITION TO THE INFORMATION PROVIDED IN SCHEDULES 12 AND 13.



APPENDIX 5

DESCRIPTION OF OTHER INDEBTEDNESS AND SECURITY DEVICES.
THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED
IN SCHEDULES 14 AND 15.



APPENDIX 6

DESCRIPTION OF SECURITIES OPTIONS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULES 16 AND 17.



APPENDIX 7

DESCRIPTION OF EXISTING LITIGATION. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 25.



APPENDIX 8

AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.



APPENDIX 9

AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.



APPENDIX 10

ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.



APPENDIX 11A

ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS.

Does Not Apply

APPENDIX 11B

**COPIES OF ANNUAL OR QUARTERLY FILINGS FOR THE LAST FIVE (5) YEARS REQUIRED
UNDER THE LAWS OF A REGULATORY AGENCY OR ANOTHER COUNTRY.**

Does Not Apply

APPENDIX 12

A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.



APPENDIX 13

A COPY OR COPIES OF ANY INTERIM REPORTS.



APPENDIX 14

A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).

Does Not Apply

APPENDIX 15

**A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS IN
ACCORDANCE WITH THE SECURITIES ACT OF 1933.**

Does Not Apply

APPENDIX 16

COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY
INDEPENDENT AUDITORS OF THE APPLICANT.



APPENDIX 17

**CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS,
PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS
AND PROPOSED AMENDMENTS.**

See attached.

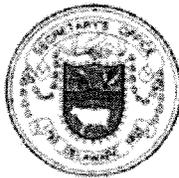
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GW CUMBERLAND OF CO.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2018, AT 11:48 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



7110294 8100
SR# 20187226232

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203645714
Date: 10-19-18

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: **GW Cumberland Op Co.**

SECOND: Its registered office in the State of Delaware is to be located at 251 Little Falls Drive, in the City of Wilmington, 19808, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

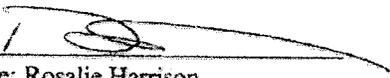
FOURTH: The total number of shares of stock and the par value which this corporation is authorized to issue is: 100 Shares with no par value.

FIFTH: The name and address of the incorporator is as follows:
Rosalie Harrison, Incorporator, 2999 Street Road, Bensalem, PA 19020

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

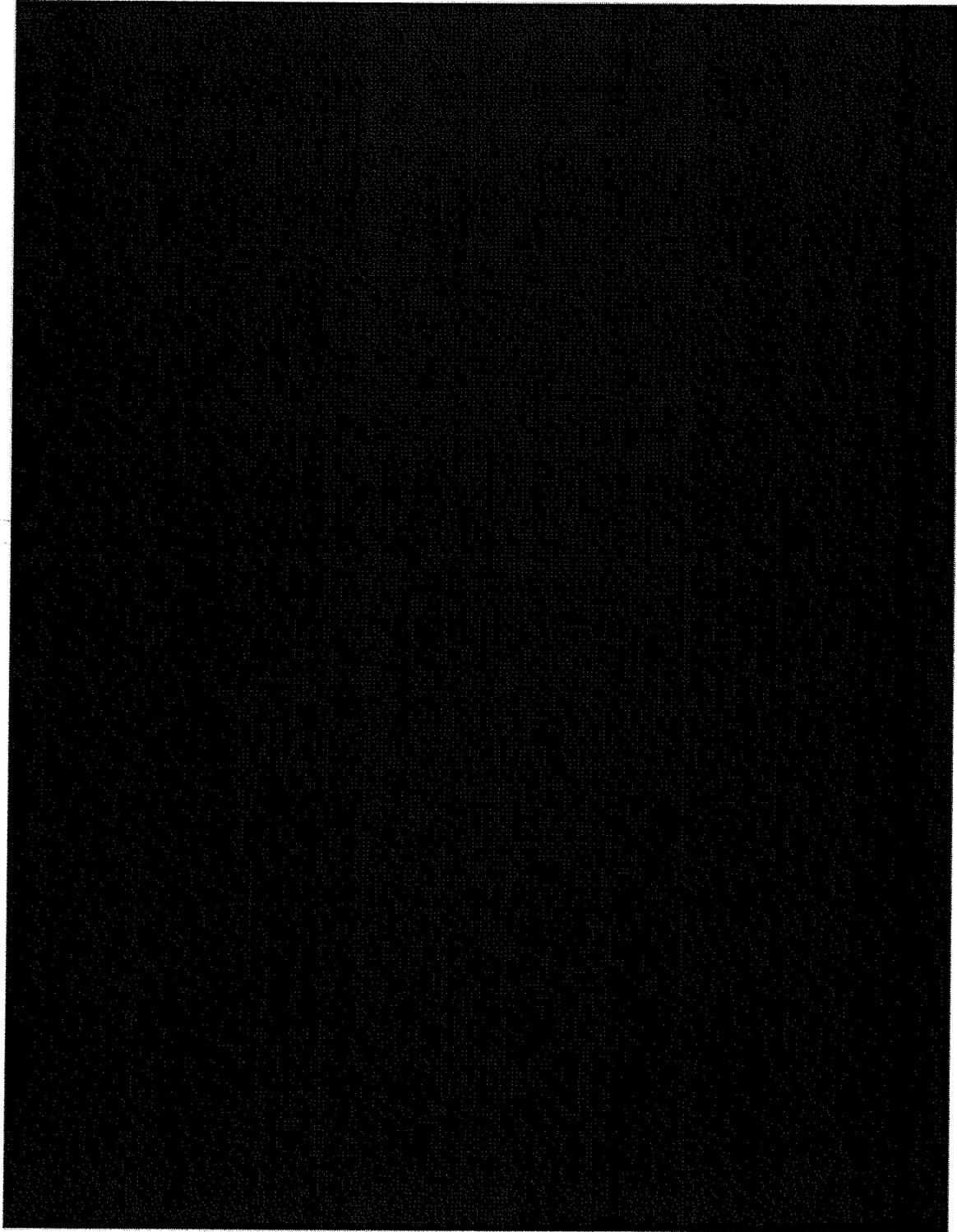
SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 19 day of October, A.D. 2018.


Name: Rosalie Harrison
Incorporator:

APPENDIX 18

CURRENT OWNERSHIP TABLE OF ORGANIZATION.



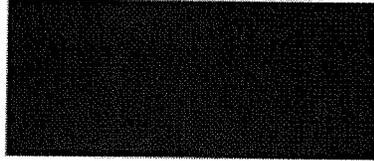
APPENDIX 19

**FUNCTIONAL TABLE OF ORGANIZATION FOR APPLICANT WITH, JOB DESCRIPTIONS, AND
NAMES OF EMPLOYEES EARNING IN EXCESS OF \$250,000 IN ANNUAL COMPENSATION.**



APPENDIX 20

COPIES OF FEDERAL ENTITY TAX FILINGS, INCLUDING FORMS 1120, 1120-s,
1120-f, 1065, 941 AND ALL OTHER BUSINESS RELATED TAX FORMS FILED
WITH THE IRS IN THE LAST FIVE (5) YEARS.



APPENDIX 21

COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.



APPENDIX 22

DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 23. NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.

Does Not Apply

APPENDIX 23

PURSUANT TO §1312 OF THE GAMING ACT, THE BOARD MAY NOT APPROVE AN APPLICATION FOR LICENSURE IF ANY OF ITS PRINCIPALS DO NOT MEET THE CHARACTER REQUIREMENTS OF §1310, ELIGIBILITY REQUIREMENTS, OR PURCHASES A CONTROLLING INTEREST IN A LICENSED GAMING ENTITY IN VIOLATION OF §1328.

HAS THE APPLICANT DIVESTED ALL INTERESTS THAT WOULD PROHIBIT LICENSURE AND ELIMINATED ANY PRINCIPAL WHO DOES NOT MEET THE CHARACTER OR ELIGIBILITY REQUIREMENTS? IF NOT, PROVIDE AN EXPLANATION. IF IT DOES NOT APPLY, WRITE DOES NOT APPLY IN RESPONSE TO THIS APPENDIX.

Does Not Apply

APPENDIX 24

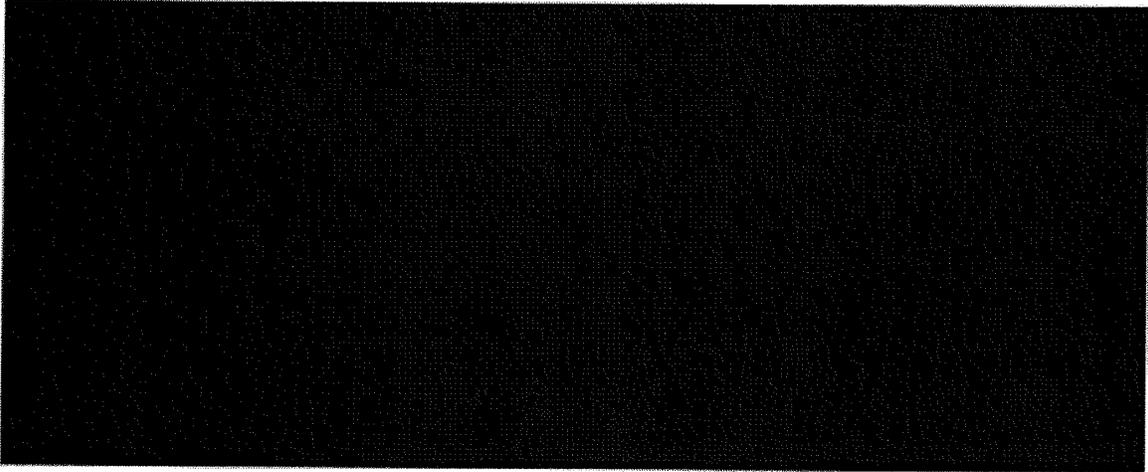
PURSUANT TO §1512 OF THE GAMING ACT, NO EXECUTIVE-LEVEL STATE EMPLOYEE, PUBLIC OFFICIAL, PARTY OFFICER OR IMMEDIATE FAMILY MEMBER THEREOF SHALL HAVE A FINANCIAL INTEREST IN OR BE EMPLOYED, DIRECTLY OR INDIRECTLY, BY ANY LICENSED RACING ENTITY OR LICENSED GAMING ENTITY, OR ANY HOLDING, AFFILIATE, INTERMEDIARY OR SUBSIDIARY COMPANY, THEREOF, OR ANY SUCH APPLICANT.

HAS ANY PUBLIC OFFICIAL OR OTHER PROHIBITED PERSON POSSESSED A FINANCIAL INTEREST IN OR BEEN EMPLOYED DIRECTLY OR INDIRECTLY BY THE APPLICANT OR RELATED ENTITY AT OR FOLLOWING THE EFFECTIVE DATE OF THE PA GAMING ACT?



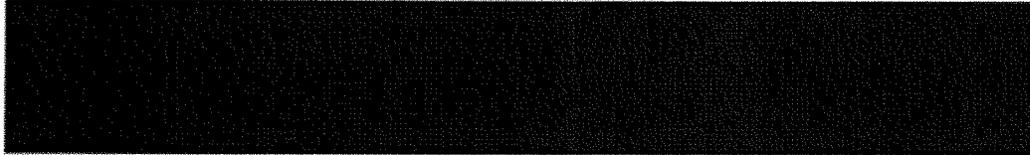
APPENDIX 25

PURSUANT TO §1313 OF THE GAMING ACT, PROVIDE INFORMATION, DOCUMENTATION AND ASSURANCES DEMONSTRATING THAT THE APPLICANT HAS SUFFICIENT BUSINESS ABILITY AND EXPERIENCE TO CREATE AND MAINTAIN A SUCCESSFUL, EFFICIENT OPERATION. ALSO PROVIDE BIOGRAPHIES OF THE KNOWN INDIVIDUALS WHO WILL PERFORM EXECUTIVE MANAGEMENT DUTIES AND PROVIDE NAMES OF ALL PROPOSED KEY EMPLOYEES AND A DESCRIPTION OF THEIR RESPECTIVE OR PROPOSED RESPONSIBILITIES AS THEY BECOME KNOWN.



APPENDIX 26

PURSUANT TO §1207(16) OF THE GAMING ACT, THE LICENSEE MUST SELL PENNSYLVANIA STATE LOTTERY TICKETS AT ITS FACILITY AS NEAR AS PRACTICABLE TO THE PAY WINDOWS. PROVIDE A PROPOSED FLOOR PLAN SPECIFYING THE LOCATIONS WHERE STATE LOTTERY TICKETS WILL BE SOLD AND THE PROXIMITY OF THOSE LOCATIONS TO PAY WINDOWS.
(NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).



APPENDIX 28

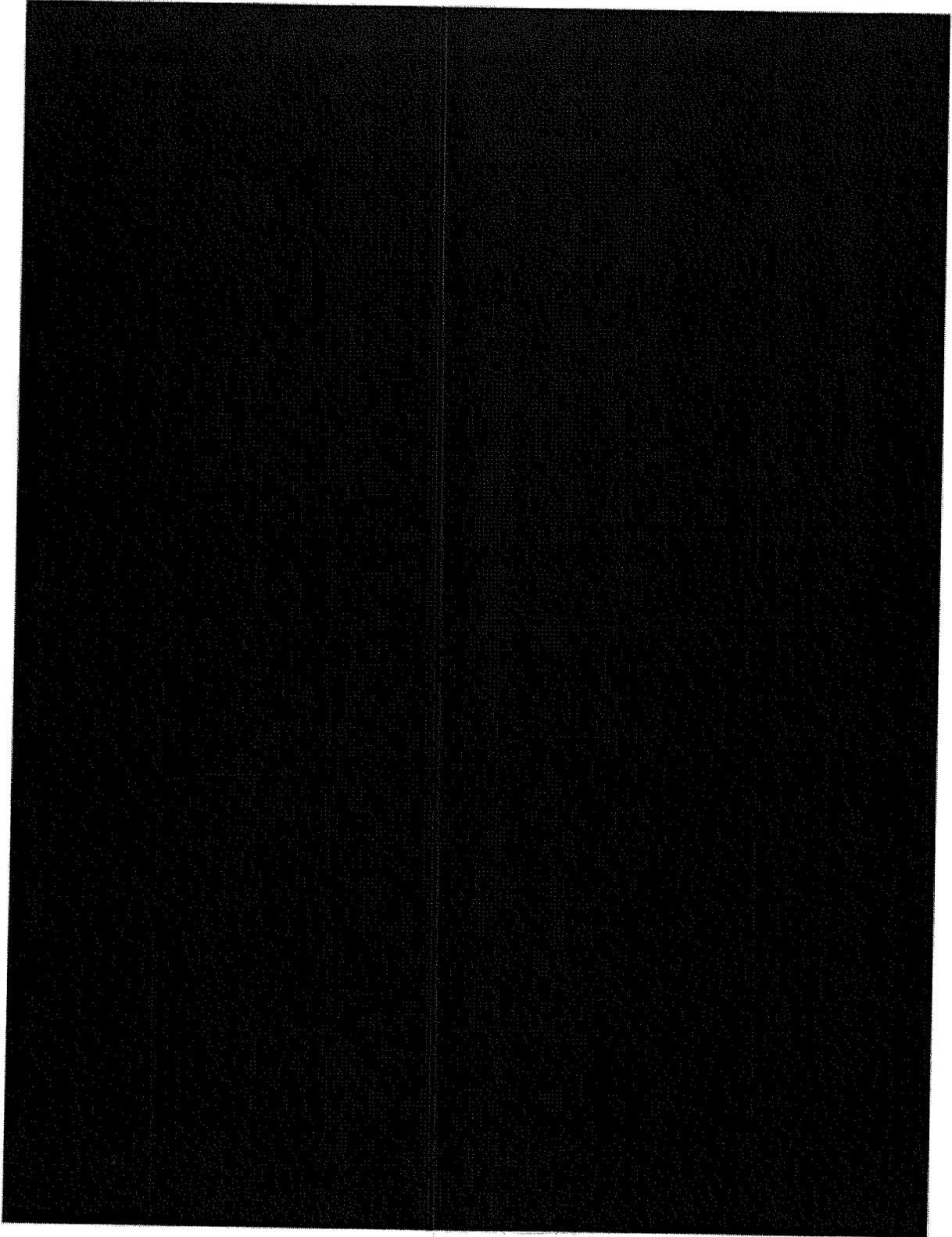
SUBMIT AN INITIAL NARRATIVE DESCRIPTION OF PROPOSED ADMINISTRATIVE AND ACCOUNTING PROCEDURES, INCLUDING A WRITTEN SYSTEM OF INTERNAL CONTROL, PURSUANT TO §1322 OF THE GAMING ACT (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).

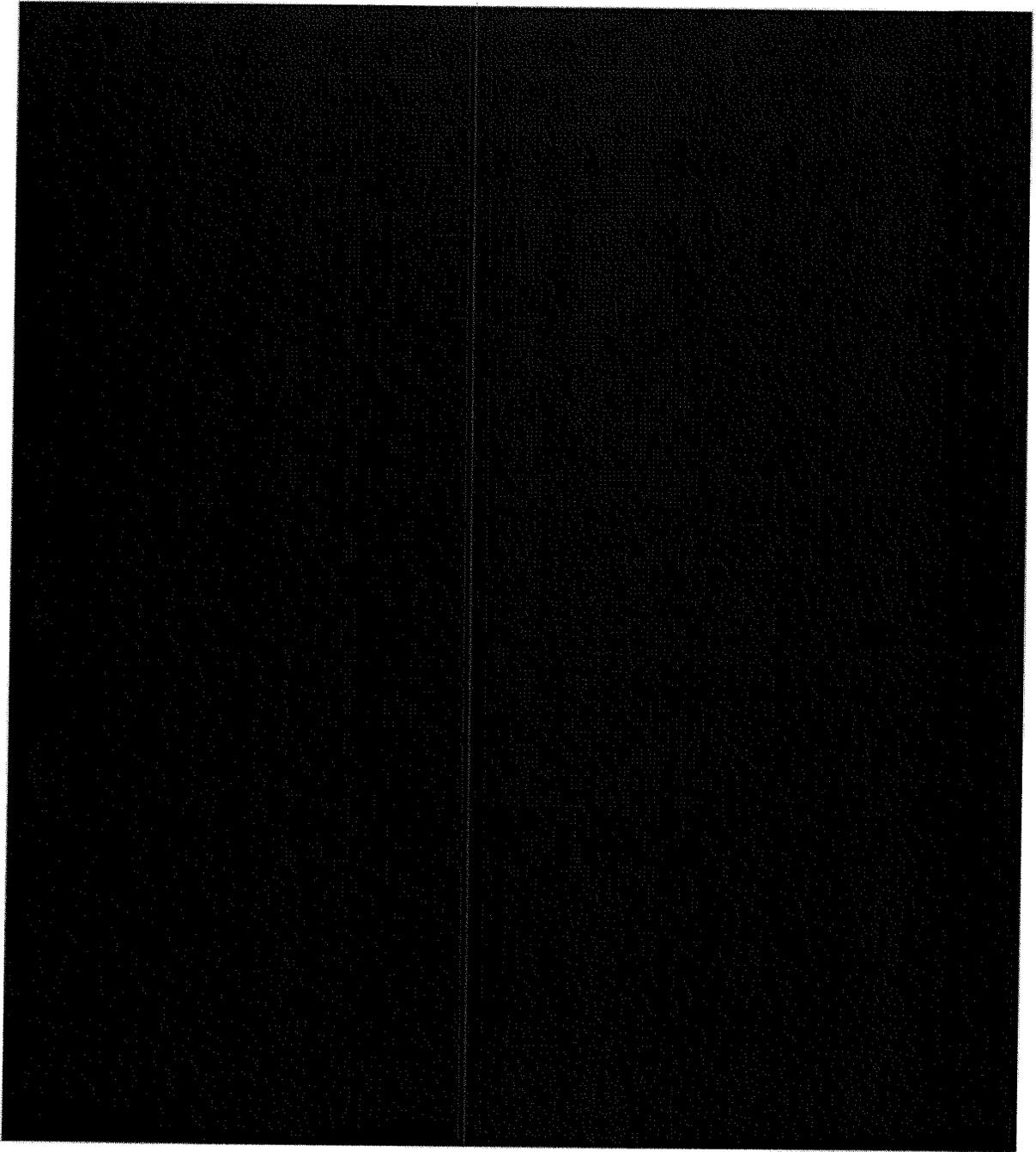


APPENDIX 29

PROVIDE MARKETING PLANS AND PROPOSALS AND DETAILS OF THE PROXIMITY OF THE FACILITY TO ITS MARKETING SERVICE AREA.

See attached.





APPENDIX 30

PROVIDE COPIES OF LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS.

The proposed Category 4 licensed facility will be located in Shippensburg Township, in the Township's Industrial Zoning District. The uses permitted by right in the Industrial District are set forth in the Township's Zoning Ordinance. The permitted uses include Commercial Recreational and Entertainment Facilities. The Zoning Ordinance provides a general definition of "Recreation," which includes, among other things, games and social recreation. Land development submissions will be made in the normal course, and approvals will be provided upon receipt. For more information, please see the attachment.

SHIPPENSBURG TOWNSHIP

CUMBERLAND COUNTY

81 Walnut Bottom Road
P. O. Box 219
Shippensburg, PA 17257
E-Mail: shippensburg@comcast.net

Secretary, Treasurer: Linda Asper
Solicitor: Jim Robinson, Salzman Hughes P.C.
Supervisors: Linda Asper, Stephen Oldt, Marc Rideout
Phone: 717-532-7137 Fax: 717-532-5107

March 5, 2018

Mr. John L. Knott, III
Shippensburg Investors, L.P.
301 Oxford Valley Road
Suite 1203A
Yardley, PA 19067

Re: **Zoning Certification: I-81 Commerce Park/Lot No. 1**
Property Identification (PIN): 36-12-0322-001, 36-12-0320-050, and 36-12-0322-003
Zoning District: Industrial District (I)

Dear Mr. Knott:

This letter is in response to your request for a zoning certification of the above referenced parcels owned by Shippensburg Investors, L.P. We have examined our records with respect to the parcels. As of this date, the property is located in the Township's Industrial Zoning District. By decision dated June 11, 2016, the Township Board of Supervisors approved Shippensburg Investors' Application for Conditional Use seeking conditional use approval for a warehouse establishment pursuant to section 1302(H) of the zoning Ordinance. A Land Development Plan is currently pending before the Township. The Permitted and Conditional Uses in the Industrial Zoning District are set forth below.

I. Permitted Uses.

The uses permitted by right in the Industrial District are set forth in section 1301 of the Zoning Ordinance and are:

- (A) Any of those uses identified as permitted uses within the C-2 General Commercial District.
- (B) Contractor's equipment, sales, service, and storage.
- (C) Parcel delivery, and service industries.
- (D) Accessory uses and buildings customarily incidental to the above uses including dwellings for bona fide caretakers or watchmen only.
- (E) Tattoo parlors and body piercing studios.
- (F) Alternate Fuel Production.
- (G) Assembly or Finishing of Products Using Materials Produced Elsewhere.

- (H) Construction Company Headquarters and Storage.
- (I) Distilleries, Breweries, Pickling Process or Sugar Refinery.
- (J) Heavy or Industrial Equipment Sales, Service and/or Repair.
- (K) Heavy Industrial Uses.
- (L) Liquid Fuel or Retail Propane Storage or Distribution.
- (M) Manufacturing and/or Assembly.
- (N) Bulk Photo Finishing.
- (O) Power Generating Facility.
- (P) Printing or Book Binding.
- (Q) Recycling Center.
- (R) Research and Development, Engineering or Testing Facility or Laboratory.
- (S) Slaughterhouse, Stockyard or Tannery.
- (T) Welding Shop.
- (U) Wind Energy Facility.
- (V) Other principal uses similar to the above provided that they meet the performance standards found in the Ordinance.

As noted in section 1301 (A) above, uses that are permitted uses in the C-2 General Commercial District are also permitted uses in the Industrial District. The Permitted Uses in the C-2 District are set forth in section 1201 of the Ordinance, and are:

- (A) Any of the uses identified as permitted uses or conditional uses within the C-1 Service Commercial District.
- (B) Mini-Warehouses.
- (C) Auto Repair Garages.
- (D) Car Washes.
- (E) Commercial Recreational or Entertainment Facilities.
- (F) Manufactured/Mobile Home Sales Lot.
- (G) Taverns.
- (H) Tattoo or Body Piercing Establishments.
- (I) Accessory uses and buildings incidental to the above permitted uses provided that no outside storage of materials or processing activity shall be permitted unless the activity is effectively screened from the adjacent properties by a wall or fence.

As noted in section 1201(A) above, any use that is either a permitted use or a conditional use in the C-1 Service Zoning District is a permitted use in the C-2 Zoning District and thereby pursuant to section 1302 (A) a permitted use in the Industrial District. The permitted uses per section 1101 of the Ordinance in a C-1 Service Commercial District are:

- (A) Commercial Day Care Facilities.
- (B) Professional Offices.
- (C) Business services.
- (D) Personal services.
- (E) Repair services.
- (F) House of worship and related uses including parish houses and parsonages.
- (G) Long-Term Care Nursing and Personal Care Facilities.

- (H) Federal, state and local municipal buildings and essential services.
- (I) Pharmacies.
- (J) Cemeteries and related uses.
- (K) Convenience Store with or without Gas Dispensing.
- (L) Dry Cleaners, Laundries and Laundromats.
- (M) Funeral Homes, Mortuaries and Crematoriums.
- (N) Group Home.
- (O) Motels and Hotels.
- (P) Public, private and parochial schools (primary or secondary) for the educational needs of the community.

The Conditional Uses in the C-1 Service Commercial District which are permitted uses in the C-2 General Commercial District and thereby permitted uses in the Industrial Zone are set out in section 1102 and are:

- (A) Animal Hospitals, Veterinary Offices and/or Kennels.
- (B) Automobile Service Stations.
- (C) Drive Through Facilities for Permitted Uses.
- (D) Hospitals.

II. Conditional Uses

The Conditional Uses in an Industrial District per section 1302 of the Zoning Ordinance are:

- (A) Any of those uses identified as conditional uses within the C-2 General Commercial District.
- (B) Truck Stops or Motor Freight Terminals.
- (C) Principal Waste Handling Facilities.
- (D) Solid Waste Processing and/or Disposal Facilities, including Hazardous Waste.
- (E) Adult-related Uses.
- (F) Quarries.
- (G) Junkyards.
- (H) Warehousing and Wholesale Trade Establishments.
- (I) Communication and Antenna Towers, Equipment Transmitting and Receiving Facilities.

As set forth in section 1302(A) above, Conditional Uses which are allowed in the C-2 General Commercial District are also condition uses in the Industrial District. The Conditional Uses per Section 1202 in the C-2 General Commercial District are:

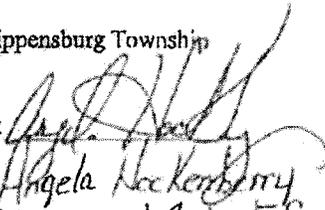
- (A) Big Box Commercial Establishments and Shopping Centers.
- (B) Commercial Wireless Telecommunications Service Facilities in accordance with Section 139 of the Zoning Ordinance.
- (C) Home Improvement and Building Supply Stores.
- (D) Off-Track Betting Parlors.

I trust this answers your inquiry. Please contact me should you have any questions. For your convenience, I have attached copies of the relevant Industrial, C-2 General Commercial and C-1 Service Commercial District portions of the Zoning Ordinance. Thank you.

Sincerely,

Shippensburg Township

By:


Angela Nockenberry
Zoning and Codes Enforcement

ARTICLE XI

SERVICE COMMERCIAL DISTRICT (C-1)

Section 1100. Purpose

The C-1 district shall provide a mixture of professional offices and services including health care centers, as well as related limited commercial uses. The separation of Township business activity into two distinct zones will ultimately minimize the proliferation and hazards of highway commercial activity. Identifying such specialty sectors of the community via zoning and proximity will serve to promote clustering of these similar and related uses into cohesive and efficient campuses. The district shall be designed and regulated to encourage the construction on and continued use of land for commercial purposes and to prohibit any use which would substantially interfere with the development, continuation or expansion of commercial uses in the district. Reasonable standards shall be established for buildings and other structures, the area and dimensions of yards and other open spaces.

Section 1101. Permitted Uses

- A. Commercial Day Care Facilities. (Section 337)
- B. Professional Offices.
- C. Business services.
- D. Personal services.
- E. Repair services.
- F. House of worship and related uses including parish houses and parsonages. (Section 351)
- G. Long-Term Care Nursing and Personal Care Facilities. (Section 353)
- H. Federal, state and local municipal buildings and essential services.
- I. Pharmacies.
- J. Cemeteries and related uses. (Section 336)
- K. Convenience Store with or without Gas Dispensing. (Section 341)
- L. Dry Cleaners, Laundries and Laundromats. (Section 343)
- M. Funeral Homes, Mortuaries and Crematoriums. (Section 345)

N. Group Home. (Section 346)

O. Motels and Hotels. (Section 355)

P. Public, private and parochial schools (primary or secondary) for the educational needs of the community (Section 360)

Section 1102. Conditional Uses

A. Animal Hospitals, Veterinary Offices and/or Kennels. (Section 330)

B. Automobile Service Stations. (Section 332)

C. Drive-Thru Facilities for Permitted Uses. (Section 342)

D. Hospitals. (Section 350)

Section 1103. Minimum Area and Density Requirements

- A. All buildings including accessory buildings shall not cover more than fifty (50%) percent of the area of the lot. No less than twenty-five (25%) percent of the lot area shall be covered with lawns and landscaping.
- B. Proposed commercial uses shall be developed on land of sufficient area to accommodate the physical structure(s) when complying with off-street parking regulations and any other applicable regulations of This Ordinance, and the following dimensional requirements:

Minimum Lot Area*	1 acre
Minimum Lot Width	200 feet
Minimum Front Yard	35 feet
Minimum Side Yards	15 feet
Minimum Rear Yard	25 feet
Maximum Building Height	40 feet
Maximum Building Coverage	50%
Maximum Impervious Coverage	75%

*When on-lot sewer facilities are to be utilized, the minimum lot size may be increased by the Township Sewage Enforcement Officer or Department of Environmental Protection for factors relating to health and sanitation.

ARTICLE XII

GENERAL COMMERCIAL DISTRICT (C-2)

Section 1200. Purpose

The C-2 district shall provide for appropriate commercial development in locations where a cluster of commercial uses exist. The uses permitted herein are more intensive, highway oriented commercial uses. The district shall be designed and regulated to encourage the construction on and continued use of land for commercial purposes and to prohibit any use which would substantially interfere with the development, continuation or expansion of commercial uses in the district. Reasonable standards shall be established for buildings and other structures, the area and dimensions of yards and other open spaces, and to minimize air pollution, noise, glare, heat, vibration, fire, and safety hazards. The district is intended to accommodate the needs of transient highway travelers utilizing the Township's major highways as well as to serve as a retail center for the shopping needs of the entire Township. The development of a stable and diverse commercial base shall be balanced with the minimization of traffic hazards, utilization of common facilities, and the protection of the public health and safety from unnecessary hazards and nuisances.

Section 1201. Permitted Uses

- A. Any of those uses identified as permitted uses or conditional uses within the C-1 Service Commercial District.
- B. Mini-Warehouses. (Section 354)
- C. Auto Repair Garages. (Section 331)
- D. Car Washes. (Section 335)
- E. Commercial Recreation or Entertainment Facilities. (Section 338)
- F. Manufactured/Mobile Home Sales Lot.
- G. Taverns.
- H. Tattoo or Body Piercing Establishment.
- I. Accessory uses and buildings customarily incidental to the above permitted uses provided that no outside storage of materials or processing activity shall be permitted unless the activity is effectively screened from the adjacent properties by a wall or fence.

Section 1202. Conditional Uses

- A. Big Box Commercial Establishments and Shopping Centers. (Section 334)
- B. Commercial Wireless Telecommunications Service Facilities in accordance with Section 339 of This Ordinance.
- C. Home Improvement and Building Supply Stores. (Section 349)
- D. Off-Track Betting Parlors. (Section 358)

Section 1203. Minimum Area and Density Requirements

- A. All buildings including accessory buildings shall not cover more than fifty (50%) percent of the area of the lot. No less than twenty-five (25%) percent of the lot area shall be covered with lawns and landscaping.
- B. Proposed commercial uses shall be developed on land of sufficient area to accommodate the physical structure(s) when complying with off-street parking regulations and any other applicable regulations of This Ordinance, and the following dimensional requirements:

Minimum Lot Area*	1 acre
Minimum Lot Width	200 feet
Minimum Front Yard	35 feet
Minimum Side Yards	15 feet
Minimum Rear Yard	25 feet
Maximum Building Height	40 feet
Maximum Building Coverage	50%
Maximum Impervious Coverage	75%

*When on-lot sewer facilities are to be utilized, the minimum lot size may be increased by the Township Sewage Enforcement Officer or Department of Environmental Protection for factors relating to health and sanitation.

ARTICLE XIII

INDUSTRIAL DISTRICT (I)

Section 1300. Purpose

The Industrial district is intended to provide increased employment opportunities within the Township by accommodating a wide range of industrial uses. The Township recognizes the need for and the advantages of a stable and diverse industrial economy. This district will encourage the construction on and continued use of land for industrial, manufacturing, and warehousing and distribution purposes. It is the Township's goal to achieve optimum utilization of areas designated for such uses and to provide an industrial zone free of encroachment from other activities. This is accomplished through the prohibition of uses which would substantially interfere with the development, continuation and expansion of industrial uses; and the establishment of reasonable standards for buildings and other structures, the areas and dimensions of yards and other open spaces, and the provision of facilities and operation of industries to minimize air, water and solid waste pollution, noise, glare and safety hazards. Regulations are designed for this district in order to minimize their incompatibility with other districts and for the mutual protection of the surrounding area from detrimental impacts.

Section 1301. Permitted Uses

- A. Any of those uses identified as permitted uses within the C-2 General Commercial District.
- B. Contractor's equipment, sales, service, and storage.
- C. Parcel delivery, and service industries.
- D. Accessory uses and buildings customarily incidental to the above uses including dwellings for bona fide caretakers or watchmen only.
- E. Tattoo parlors and body piercing studios.
- F. Alternate Fuel Production.
- G. Assembly or Finishing of Products Using Materials Produced Elsewhere.
- H. Construction Company Headquarters and Storage.
- I. Distilleries, Breweries, Pickling Process or Sugar Refinery.
- J. Heavy or Industrial Equipment Sales, Service and/or Repair.
- K. Heavy Industrial Uses.

- L. Liquid Fuel or Retail Propane Storage or Distribution.
- M. Manufacturing and/or Assembly.
- N. Bulk Photo Finishing.
- O. Power Generating Facility.
- P. Printing or Book Binding.
- Q. Recycling Center.
- R. Research and Development, Engineering or Testing Facility or Laboratory.
- S. Slaughterhouse, Stockyard or Tannery.
- T. Welding Shop.
- U. Wind Energy Facility.
- V. Other principal uses similar to the above provided that they meet the performance standards found in This Ordinance. Prior to any application for a land development plan, or a building permit, if a land development plan is not required, documentation shall be presented for the intended use establishing compatibility with other uses permitted in this District in terms of the performance standards enumerated in This Ordinance. Documentation shall be required in the event of a change of any use of any structure in this District. This documentation shall be subject to review and comment by the Planning Commission, and to a classification procedure establishing the basis for the intended use to be permitted or to be prohibited in a report to the Board of Supervisors. The Board of Supervisors shall act upon the proposed, intended use, within 30 days of receipt of said Planning Commission Report.

Section 1302. Conditional Uses

- A. Any of those uses identified as conditional uses within the C-2 General Commercial District.
- B. Truck Stops or Motor Freight Terminals. (Section 363)
- C. Principal Waste Handling Facilities. (Section 359)
- D. Solid Waste Processing and/or Disposal Facilities, including Hazardous Waste. (Section 361)
- E. Adult-Related Uses. (Section 327)
- F. Quarries.

G. Junkyards. (Section 352)

H. Warehousing and Wholesale Trade Establishments. (Section 364)

I. Communication and Antenna Towers, Equipment Transmitting and Receiving Facilities. (Section 339)

Section 1303. Minimum Area and Density Requirements

- A. All buildings including accessory buildings shall not cover more than fifty (50%) percent of the area of the lot. No less than twenty (20%) percent of the lot area shall be covered with lawns and landscaping.
- B. Proposed uses shall be developed on land of sufficient area to accommodate the physical structure(s) when complying with off-street parking regulations and any other applicable regulations of This Ordinance, and the following dimensional requirements:

Minimum Lot Area*	2 acres
Minimum Lot Width	250 feet
Minimum Front Yard	50 feet
Minimum Side Yards	30 feet
Minimum Rear Yard	50 feet
Maximum Building Height	40 feet
Maximum Building Coverage	50%
Maximum Impervious Coverage	80%

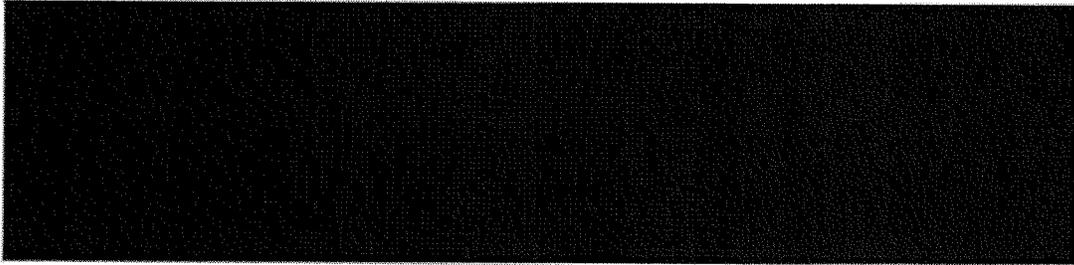
*When on-lot sewer facilities are to be utilized, the minimum lot size may be increased by the Township Sewage Enforcement Officer or Department of Environmental Protection for factors relating to health and sanitation.

APPENDIX 31

PURSUANT TO §1322 OF THE GAMING ACT AND/OR BOARD REGULATIONS, SUBMIT A COMPLETE PROPOSED SITE PLAN OF THE PROPOSED LICENSED FACILITY, INCLUSIVE OF TRAFFIC STUDIES AND THE PARKING PLAN, INCLUDING THE NUMBER OF PARKING SPACES, ACCOMPANIED BY ARCHITECTURAL DRAWINGS AND A PROPOSED GAMING FLOOR LAYOUT. THE GAMING FLOOR LAYOUT SHOULD CLEARLY DELINEATE THE SQUARE FOOTAGE OF THE AREA TO BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES AS WELL AS THE SQUARE FOOTAGE OF THE AREA THAT WILL NOT BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES. FURTHER, THE GAMING FLOOR LAYOUT SHOULD DELINEATE THE SQUARE FOOTAGE RESERVED FOR ADDITIONAL SLOT MACHINES AND TABLE GAMES PERMITTED PURSUANT TO §1210 AND §13A11 OF THE GAMING ACT. PURSUANT TO §1210, PROVIDE DETAILS OF THE PROPOSED LOCATION OF SLOT MACHINES AND TABLE GAMES AT THE FACILITY AND THE NUMBER OF SLOT MACHINES AND TABLE GAMES REQUESTED. PURSUANT TO §1207 OF THE GAMING ACT, PROPOSED SURVEILLANCE CAMERA LOCATIONS BOTH WITHIN AND OUTSIDE THE PROPOSED LICENSED FACILITY SHOULD ALSO BE CLEARLY DELINEATED ON THE GAMING FLOOR LAYOUT AS WELL AS PROPOSED SECURITY ZONES ON THE GAMING FLOOR AND WITHIN AND OUTSIDE THE LICENSED FACILITY. (NOTE: THE SITE PLAN, GAMING FLOOR LAYOUT AND RELATED SURVEILLANCE AND SECURITY PROPOSALS MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).

APPENDIX 32

PROVIDE DETAILS OF PLANNED RETAIL AND FOOD VENUES FOR THE FACILITY AND THE IDENTIFICATION OF THE OPERATORS OF EACH RETAIL FOOD VENUE.



APPENDIX 33

PROVIDE A LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES, INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION, TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS, LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES, EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE. A COPY OF THE LOCAL IMPACT REPORT SHALL BE PROVIDED TO EACH POLITICAL SUBDIVISION IN WHICH THE LICENSED FACILITY WILL BE LOCATED AT LEAST SEVEN (7) DAYS PRIOR TO THE FILING OF THE APPLICATION FOR A SLOT MACHINE LICENSE. THE APPLICANT SHALL FILE A PROOF OF SERVICE WITH THE BOARD.

See attached.

**ECKERT
SEAMANS**
ATTORNEYS AT LAW

Eckert Seamans Cherin & Mellott, LLC
213 Market Street
8th Floor
Harrisburg, PA 17101

TEL 717 237 6000
FAX 717 237 6019
www.eckertseamans.com

Mark S. Stewart
717.237.7191
mstewart@eckertseamans.com

February 27, 2019

The Honorable Stephen Oldt, Chairman
Board of Supervisors
Shippensburg Township
81 Walnut Bottom Rd.
Shippensburg, PA 17257

RE: GW Cumberland Op Co. Local Impact Report

Dear Chairman Oldt:

We represent GW Cumberland Op Co. ("GWC") in its efforts to establish a Category 4 Casino in Shippensburg Township. Pursuant to the regulations of the Pennsylvania Gaming Control Board, GWC hired Econsult Solutions, Inc. to conduct a local services and economic impact analysis for the proposed casino, which details impacts on Shippensburg Township. Enclosed please find a copy of the Local Impact Report in support of the proposed Category 4 facility. If you have any questions, please do not hesitate to contact me.

Sincerely,



Mark S. Stewart

MSS/KEM
Enclosure

MEMORANDUM

TO: Mark Stewart, Esq., Eckert Seamans Cherin & Mellott, LLC
FROM: Econsult Solutions, Inc.
DATE: February 26, 2019
RE: Economic and Fiscal Impact in Support of PGCB Application and Disclosure Form

Background

Greenwood Gaming and Entertainment, Inc. ("Greenwood"), as part of its application for a Category 4 Casino located in Shippensburg Township ("Shippensburg"), hired Econsult Solutions, Inc. ("ESI") to conduct local services and economic impact analyses. The proposed Pennsylvania Licensed Mini Casino would be a new build, 63,000 sq. Ft. single-phase construction site, near Exit 29 off Interstate 81 ("I-81"). The site is zoned industrial and has no adjacent housing developments.

This memo details our analysis in support of Appendix 33 and Appendix 37 (Sections 7 and 9) of Greenwood's application to the Pennsylvania Gaming Control Board (PGCB). Our analysis includes a local impact report and an economic and fiscal impact report for the site, detailing its impacts on both Shippensburg Township and the Commonwealth of Pennsylvania.

Appendix 33

Methodology

To evaluate the potential impact of the proposed casino on Shippensburg Township, ESI undertook a two-part analysis. First, we consulted Steve Oldt, Shippensburg Township Supervisor, to understand the baseline services levels in the township. Second, we evaluated the estimated impacts that the casino would have on applicable Township services. The local services impact enables us to assess the relative cost to the Township against the estimated new tax revenue generated by the proposed casino (see Table 12).

Public Works Department:

Street Maintenance:

Due to the nature of the proposed casino location site, we anticipate negligible impacts on street maintenance. We expect that casino visitors will have minimal travel on township roads because the site is located immediately off I-81. Also, the site location is off Exit 29, which is currently undergoing upgrades for a new warehouse facility. From this, the Exit will not require any additional new lanes or adjusted traffic patterns.

Public Safety:

Police:

Shippensburg Township is under the jurisdiction of the state police force. We do not anticipate the casino itself would necessitating the addition of a locally-controlled police force, but it could help local officials take action on addressing an existing concern about local ordinance enforcement. Shippensburg Township has identified that the tax revenues from the casino may enable the Township to re-institute a local or regional police force. A local or regional police force would allow the township to enforce local ordinances.

Fire and EMS:

The Vigilant Hose Company ("the Company") serves Shippensburg Township. The Company is an all-volunteer fire company that provides fire and emergency medical services ("EMS") to the Borough of Shippensburg, Shippensburg Township, Shippensburg University, and Southampton Township Cumberland County. The Company is currently below maximum capacity. We anticipate that the casino would have a negligible impact on fire and EMS service demands, while significantly increasing the Company's budget. The Company expects that the increased tax revenue from the proposed casino will reduce its need to fundraise and allow it to focus more on recruitment and training.

Other Municipal Services and Resources:

Zoning

Due to recent amendments to the Shippensburg Township Zoning Ordinance, "Casino / Gambling Facility" uses are expressly permitted as "Conditional Uses" in the Industrial District ("I") at the proposed site. The Township's Planning Commission and Board of Supervisors will need to hold public proceedings in connection with the Conditional Use approval. However, most, if not all, of the costs to the Township should be accounted for by the applicable zoning hearing and permit application fees. Similarly, the land development and construction phases of the project will create a neglig the Township.

During the land development and construction phases, there would be some administrative work typical for all construction projects of this size. The burden to the Township from the administrative work will

be minimal. The bulk of such work will be performed primarily by third-party services contracted by the Township for local engineering reviews and inspections and Uniform Construction Code ("UCC") building permit plan reviews and ongoing project inspections during the construction. Consequently, there is not anticipated to be a material burden on the staff time of the municipality. Also, the costs of such plan reviews, inspections, and related administrative work should generally be covered by the land development fees charged under the Pennsylvania Municipalities Planning Code and the Township's Subdivision and Land Development Ordinance and by the building permit fees under the UCC.

The ongoing operations of the casino are expected to have a minimal impact on the permits office and should not produce any significant adverse increases in workload in other government departments. Non-municipal utility companies provide gas, electric, and telecommunications services. Greenwood does not anticipate that these services will have any impact on Shippensburg Township.

Water/Sewer

Applicant's engineers have determined that there are appropriate water and sewer capacity for the proposed facility at the Shippensburg Township site and that there will be no detrimental impact on groundwater or wells on other properties from the intended use.

Greenwood has initially prepared alternative designs for the proposed facility so that it could either be operated using public water if a line with sufficient pressure can extend to the property. Greenwood's engineers are currently exploring an extension or on-site well water with a water tank for proper pressure (of 250 gpm for a minimum duration of 90 seconds per NFPA Code requirements) to meet or exceed not only the regular operational specifications of the casino but all potential fire-fighting needs.

Advantage Engineers released a preliminary hydrogeological study on February 13, 2019. The study confirms that it is feasible to develop a well system with sufficient yield for adequate quality potable water to support the operational needs of the proposed facility plus also all potential fire-fighting needs and that such system would not have a detrimental effect on groundwater or other wells.

Greenwood understands from the Cumberland Franklin Joint Municipal Authority that the site will have sufficient public sewer capacity available to support the proposed facility. Greenwood's engineer's have requested written confirmation of the availability of the requisite number of equivalent dwelling units ("EDUs") of sewer capacity for a connection for the facility from the Authority. This information will be supplemented with a copy of that written confirmation when it is available.

Conclusion

Greenwood will act as an economic engine and community partner, bringing jobs and tax revenues to the community. In total, the casino development is expected to have no negative impact on the Township.

VERIFICATION

I, Mark S. Stewart, hereby state that a copy of GW Cumberland Op Co's Local Impact Report dated February 26, 2019, was sent to the Honorable Stephen Oldt, Shippensburg Township Supervisor Chairman, on February 27, 2019 via first-class mail. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.



Mark S. Stewart, Esq.

(I.D. No. 75958)

ECKERT SEAMANS CHERIN &

MELLOTT, LLC

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Harrisburg, PA 17101

Telephone: 717.237.6000

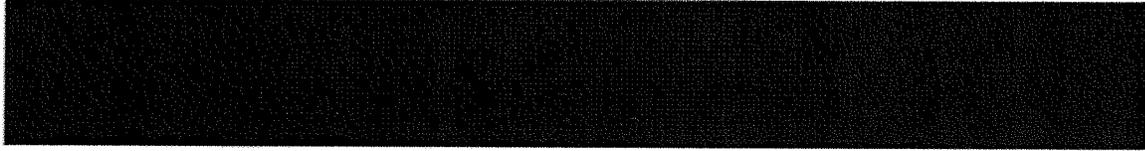
Fax: 717.237.6019

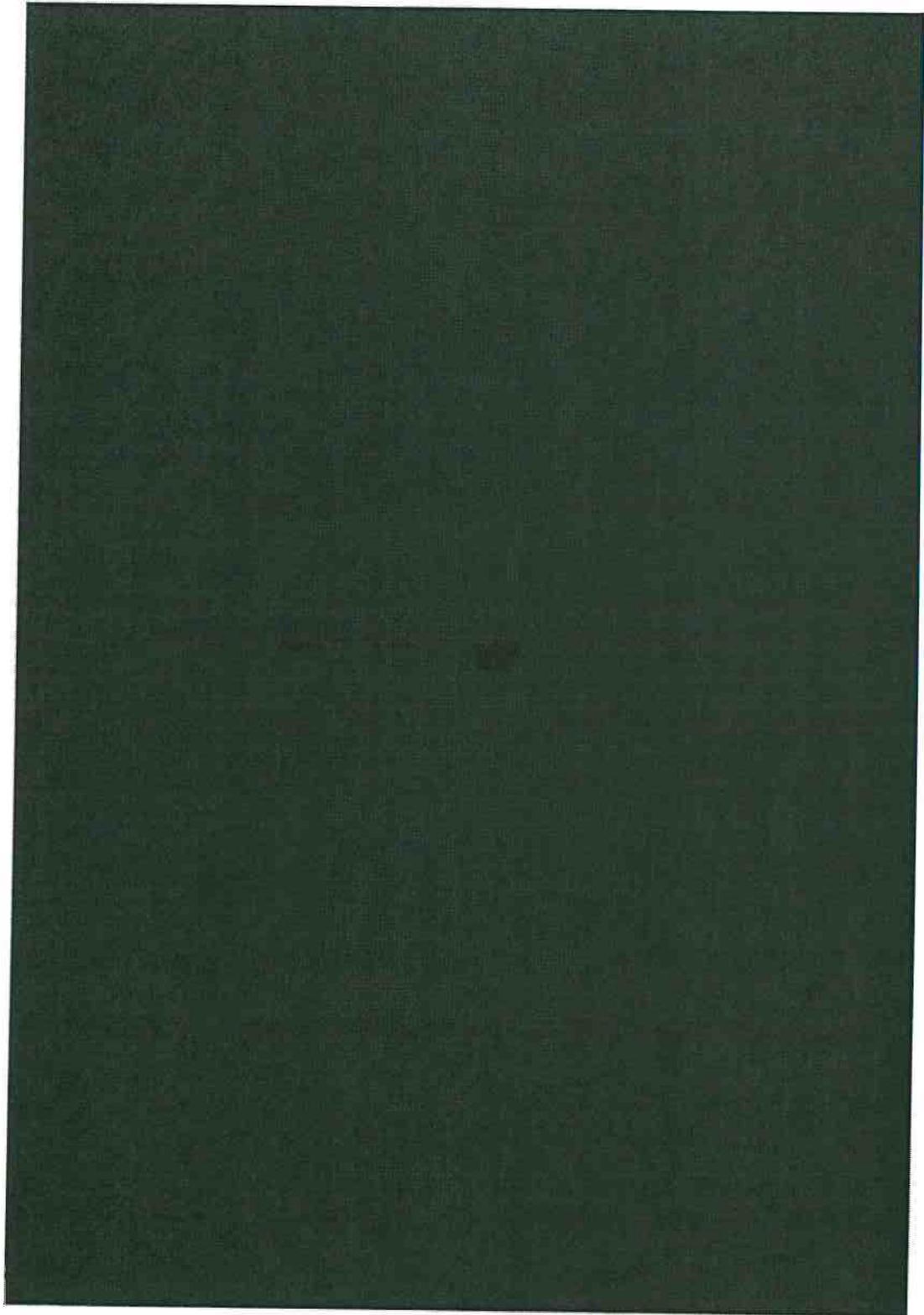
Date: February 27, 2019

Attorney for GW Cumberland Op Co.

APPENDIX 34

PROVIDE DETAILS OF LAND ACQUISITION COSTS.

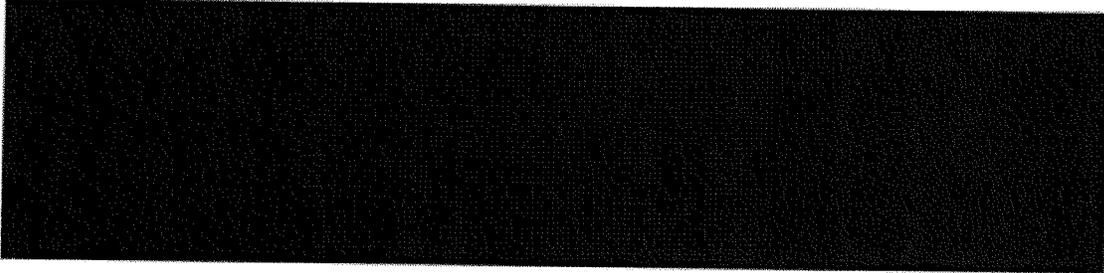




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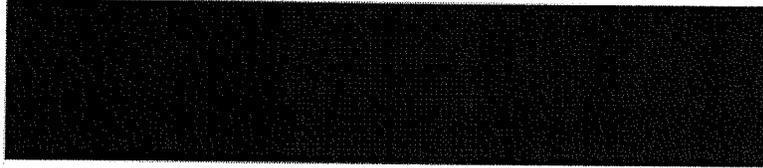
APPENDIX 35

PROVIDE DETAILS OF A COMPULSIVE OR PROBLEM GAMBLING PLAN.



APPENDIX 36

IF A TEMPORARY FACILITY IS TO BE LICENSED, PROVIDE DETAILS OF THE TEMPORARY FACILITY AS WELL AS A PLAN FOR HOW THE LICENSEE WILL TRANSITION TO A PERMANENT FACILITY, INCLUDING A DATE FOR THE COMPLETION OF THE PERMANENT FACILITY.



APPENDIX 37

AS REQUIRED BY §1325 OF THE GAMING ACT, APPLICANT MUST ADDRESS EACH ITEM LISTED IN THIS SECTION. IF AN ITEM DOES NOT APPLY, THE APPLICANT MUST STATE THAT IN RESPONSE TO EACH ITEM LISTED. PROVIDE A DETAILED PLAN.

(1) THE LOCATION AND QUALITY OF PROPOSED FACILITY, INCLUDING, BUT NOT LIMITED TO, ROAD AND TRANSIT ACCESS, PARKING AND CENTRALITY TO MARKET SERVICE AREA;

The planned Category 4 facility will be located at 1 Walnut Bottom Road, Shippensburg, PA 17257. The proposed location is well positioned regionally, situated just 15 miles south of Exit 44 in Carlisle, 13 miles north of Chambersburg, PA and 29 miles north of the Pennsylvania/Maryland state line. The proposed location is less than a mile from major Interstate Highway I-81 and PA Route 174. Shippensburg Investors, LP, from whom GW Cumberland Prop Co. will acquire the land for the Category 4 facility, will be constructing a new road that borders the site. The site offers easy accessibility for residents and visitors. The 10-acre site provides plenty of space for parking.

(2) THE POTENTIAL FOR NEW JOB CREATION AND ECONOMIC DEVELOPMENT WHICH WILL RESULT FROM GRANTING A LICENSE TO THE APPLICANT;

Prior to opening, GWC expects to generate approximately 350 construction jobs in relation to the development and construction of the facility. GWC also anticipates creating approximately 200 jobs in association with the operation of the facility. The casino will generate 160 full time equivalent positions (FTEs), and 200 full time and part time jobs at the site. The average annual wages per FTE will be approximately \$42,000 and combined benefits will be over \$10,000. The Local Share Assessment is projected to be approximately \$1.8 per annum.

	<u>Year 1</u>
Full Time Equivalent (FTEs)	160
Full & Part Time Jobs	200
LSA	\$1,800,000

GWC will also have a positive impact on job creation and the economy through the purchase of various goods and services that will be needed during the construction and operation of the casino. This economic activity is projected to generate approximately \$60 million of economic benefit during the construction phase and approximately \$43 million in annual economic benefit to the community from the operation of the casino. GWC anticipates that approximately 850,000 visitors will be drawn to the facility annually. Those visitors will bolster the regional economy with dollars spent on lodging, dining, transportation, retail, and other goods and services.

(3) THE APPLICANT'S GOOD FAITH PLAN TO RECRUIT, TRAIN AND UPGRADE DIVERSITY IN ALL EMPLOYMENT CLASSIFICATIONS IN THE FACILITY;

(4) THE APPLICANT'S GOOD FAITH PLAN FOR ENHANCING THE REPRESENTATION OF DIVERSE GROUPS IN THE OPERATION OF ITS FACILITY THROUGH THE OWNERSHIP AND OPERATION OF BUSINESS ENTERPRISES ASSOCIATED WITH OR UTILIZED BY ITS FACILITY OR THROUGH THE PROVISION OF GOODS OR SERVICES UTILIZED BY ITS FACILITY AND THROUGH THE PARTICIPATION IN THE OWNERSHIP OF THE APPLICANT. PROVIDE SPECIFIC INFORMATION REGARDING THE DIVERSITY IN OWNERSHIP OF THE APPLICANT, I.E. MINORITIES, WOMEN;

(5) THE APPLICANT'S GOOD FAITH EFFORT TO ASSURE THAT ALL PERSONS ARE ACCORDED EQUALITY OF OPPORTUNITY IN EMPLOYMENT AND CONTRACTING BY IT AND ANY CONTRACTORS, SUBCONTRACTORS, ASSIGNEES, LESSEES, AGENTS, GAMING SERVICE PROVIDERS AND SUPPLIERS IT MAY EMPLOY DIRECTLY OR INDIRECTLY;

See GGE's Diversity and Inclusion Plan attached to its Category 1 Renewal Application submitted to the PGCB on September 18, 2017.

(6) THE HISTORY AND SUCCESS OF THE APPLICANT IN DEVELOPING TOURISM FACILITIES ANCILLARY TO GAMING DEVELOPMENT, IF APPLICABLE TO THE APPLICANT;

See Appendix 16 of GGE's Category 1 Renewal Application submitted to the PGCB on September 18, 2017.

(7) THE DEGREE TO WHICH APPLICANT PRESENTS A PLAN FOR THE PROJECT WHICH WILL LIKELY LEAD TO CREATION OF QUALITY, LIVING-WAGE JOBS AND FULL-TIME PERMANENT JOBS FOR RESIDENTS OF THE COMMONWEALTH GENERALLY AND FOR RESIDENTS OF THE HOST POLITICAL SUBDIVISION IN PARTICULAR;

GWC projects that its proposed facility will create approximately 200 jobs, of which 160 will be full-time equivalent positions with competitive compensation and excellent benefits. GWC anticipates that nearly all employees will be Pennsylvania residents, with the vast majority drawn from the host and contiguous counties. During the construction of the facility, GWC expects that approximately 350 construction jobs will be filled. GWC projects that the proposed facility, through construction and operations, will generate almost 550 indirect and induced jobs.

(8) THE RECORD OF THE APPLICANT AND ITS DEVELOPER IN MEETING COMMITMENTS TO LOCAL AGENCIES, COMMUNITY-BASED ORGANIZATIONS AND EMPLOYEES IN OTHER LOCATIONS;

See Appendix 16 of GGE's Category 1 Renewal Application submitted to the PGCB on September 18, 2017.

(9) THE DEGREE TO WHICH POTENTIAL ADVERSE EFFECTS WHICH MIGHT RESULT FROM THE PROJECT, INCLUDING COSTS OF MEETING THE INCREASED DEMAND FOR PUBLIC HEALTH CARE, CHILD CARE, PUBLIC TRANSPORTATION, AFFORDABLE HOUSING AND SOCIAL SERVICES, WILL BE MITIGATED,

GWC is committed to working collectively with the township and county governments, social service agencies and charities to address and combat any

adverse social effects which may stem from the development of the proposed gaming facility. GWC is confident that, overall, the proposed licensed facility will have a tremendous net positive impact on the local community. Nonetheless, as its problem gambling program and the history of community involvement of its principals shows, GWC understands and takes very seriously the potential adverse effects associated with any major new development of this size, as well as those that are unique to gaming projects. GWC is committed to being a leader and a partner in developing comprehensive solutions to these and other issues.

(10) THE RECORD OF APPLICANT AND ITS DEVELOPER REGARDING COMPLIANCE WITH

(i) FEDERAL, STATE AND LOCAL DISCRIMINATION, WAGE AND HOUR, DISABILITY AND OCCUPATIONAL AND ENVIRONMENTAL HEALTH AND SAFETY LAWS;

(ii) STATE AND LOCAL LABOR RELATIONS AND EMPLOYMENT LAWS;

(iii) THE APPLICANT'S RECORD IN DEALING WITH ITS EMPLOYEES AND THEIR REPRESENTATIVES AT OTHER LOCATIONS.

See GGE's initial Category 1 Slot Machine Licensee Application submitted to the PGCB on December 28, 2005 and subsequent Renewal Applications, the most-recent of which was submitted on September 18, 2017.

Appendix 37: Sections 7 and 9

Methodology

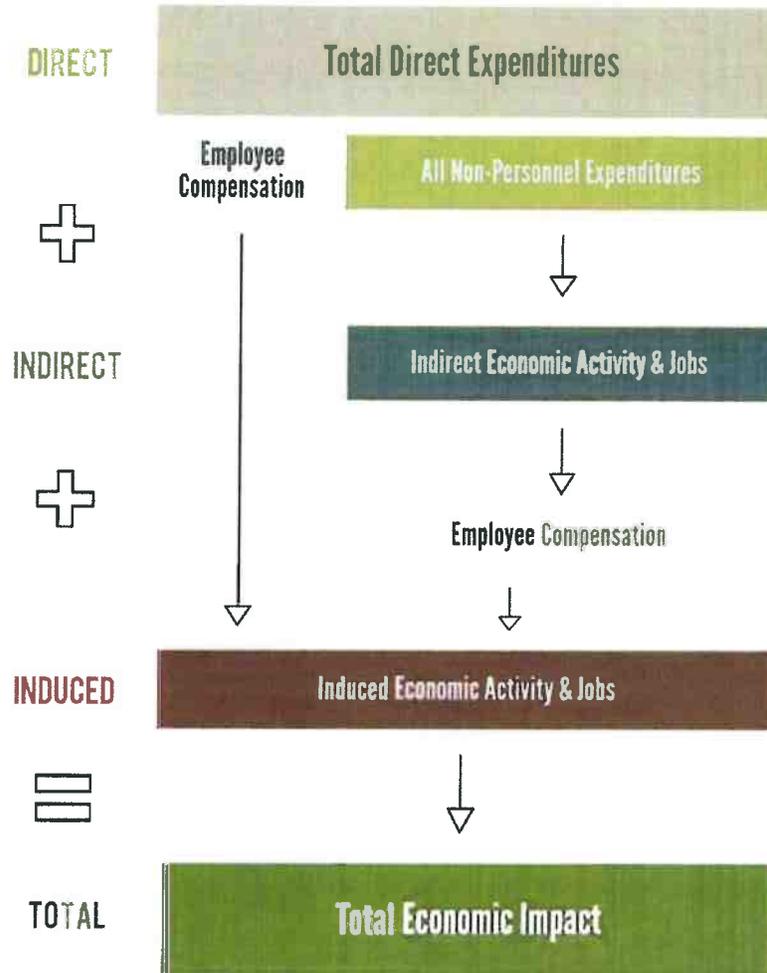
We generate economic impact estimates by utilizing input-output models to translate an initial amount of direct economic activity into the total amount of economic activity that it supports, which includes multiple waves of spillover impacts generated by spending on goods and services and spending of labor income by employees. The economic impact of direct expenditures is modeled using IMPLAN, an industry standard input-output model software program. Such models are designed to estimate two sets of spillover impacts from direct spending:

- The indirect effect, which measures the multiplier effect from the purchase of goods and services from local vendors (i.e. supply chain impacts); and
- The induced effect, which measures the multiplier effect from the spending of labor income by employees within particular geography (i.e. labor income impacts).

The total economic impact of the proposed casino is the sum of its direct economic footprint (in terms of both Greenwood's spending, and ancillary spending by the visitors they attract), plus the indirect and induced effects generated by that direct footprint. We estimated economic impacts for Shippensburg Township, Cumberland County, and the Commonwealth of Pennsylvania (inclusive of the township and county impact) (see Figure 2).

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Figure 1 – Economic Impact Methodology



Source: IMPLAN (2015), Piktochart (2018)

The economic impacts, estimated using IMPLAN, are translated to the fiscal effects using tax models created by ESI specific to the Commonwealth of Pennsylvania and Shippensburg Township. ESI uses its fiscal model, which establishes the relationship between economic activity and tax revenue collections for various jurisdictions (i.e. effective tax rates). For example, casino employees generate wage and income tax, and the indirect and induced activity it creates mainly accrues to private firms and therefore is broadly tax generating.

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Section 7

This section of the report quantifies the construction and ongoing operations impact within Shippensburg Township, Cumberland County, and Pennsylvania. Direct construction activity will employ construction workers and professional service providers, who will, in turn, spend a portion of their salaries and wages within the local and state economy. Construction activity is also expected to catalyze the procurement of a wide range of goods and services, which will translate into new economic opportunities for local and state vendors. Ongoing operations will require the acquisition of various products and services, which is expected to translate into new economic opportunities for local and state vendors representing a wide range of industries.

The one-time economic impact of the proposed casino's construction is estimated to be \$81 million (see Table 2) which is projected to support approximately 630 jobs in Pennsylvania. Construction is expected to also generate approximately \$1.7 million in tax revenues for the Commonwealth.

The total economic impact of ongoing operations on Shippensburg is projected to be \$74.0 million (Table 4) when the casino is fully operational, and create 320 jobs in the Township. Total tax revenue generated, including local property and gaming, state income, sales, and business taxes, by the proposed development's operations is estimated to be nearly \$997,000 annually.

Upfront Construction

According to construction budgets prepared by Greenwood, we anticipate that the development of the casino is estimated to represent \$71 million (Table 1) in direct upfront expenditures. Not all expenditures represent direct outlays that produce spillover effects within the region and state. We partially or fully reduce specific expenditure categories before modeling. Based on this approach, we estimate that the project represents approximately \$40.5 million in direct upfront expenditures.

Table 1 – Estimated Direct Expenditures from Upfront Construction

Direct Expenditure Category	Total Construction Expenditures	Modeled Portion	Modeled Construction Expenditures
Construction and Preopening (\$M)	\$35.0	100%	\$35.0
Architect, Legal, Construction Management (\$M)	\$4.6	100%	\$4.6
Fees and Insurance (\$M)	\$11.6	0%	\$0.0
FF&E (\$M)	\$4.5	5%	\$0.2
Land Acquisition (\$M)	\$2.0	0%	\$0.0
Equipment (\$M)	\$13.2	5%	\$0.7
Total	\$71.0	-	\$40.5

Source: Greenwood Gaming and Entertainment, Inc. (2018)

Upfront construction of the development is expected to have significant one-time impacts on the regional and state economy. The construction phase is expected to represent approximately:

- \$40.3 million in one-time economic impact within the Township economy, supporting 394 jobs and \$29.5 million in earnings,
- \$69.5 million in one-time economic impact within Cumberland County, supporting 580 jobs and \$38.7 million in earnings, and
- \$81.0 million in one-time economic impact within the Commonwealth, supporting 630 jobs and \$41.8 million in earnings.

Table 2 – Estimated One-Time Impact to Shippensburg Township, Cumberland County and the State of Pennsylvania from Upfront Construction

Economic Impact from Upfront Construction	Economic Impact to Shippensburg Township	Economic Impact to Cumberland County	Economic Impact to the State of Pennsylvania
Direct Output (\$M)	\$39.8	\$39.8	\$39.8
Indirect and Induced Output (\$M)	\$0.51	\$29.7	\$41.2
Total Impact (\$M)	\$40.3	\$69.5	\$81.0
Employment Supported (FTE)	394	580	630
Earnings (\$M)	\$29.5	\$38.7	\$41.8

Source: IMPLAN (2015)

Construction of the casino is also expected to generate tax revenues for the Commonwealth of Pennsylvania for the duration of the project. We estimated that upfront construction will produce approximately \$1.7 million in income, sales, and business tax revenues.

Table 3 – Tax Revenue Generated from Construction within the Commonwealth of Pennsylvania

Tax Revenue Impact from Construction	Tax Revenue Impact to Commonwealth of Pennsylvania
Personal Income Taxes	\$0.8
Sales Taxes	\$0.7
Business Taxes	\$0.2
Total Tax	\$1.7

Source: IMPLAN (2015)

Ongoing Operations

According to data provided by Greenwood, estimated gross terminal revenue for the casino are expected to be \$42.5 million each year, by year three, when the location is fully operational. The revenue includes gaming, restaurant, beverage, ATM, and rental revenues. We derive the composition and scale of various impact categories such as output, employment, and tax revenues from casino revenues.

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Ongoing operations of the proposed development are expected to have significant annual impacts on the regional and state economy. The economic impact of the casino is expected to represent approximately:

- \$42.9 million in economic impact within the Township economy, supporting 160 jobs and \$8.1 million in earnings per year,
- \$66.5 million in economic impact within Cumberland County supporting 280 jobs and \$14.9 million in earnings annually, and
- \$74.0 million in annual economic impact within the Commonwealth economy, supporting 320 jobs and \$17.0 million in earnings.

Table 4 – Economic Impact of Operations to Shippensburg Township, Cumberland County, and the Commonwealth of Pennsylvania

Economic Impact from Ongoing Operations	Economic Impact to Shippensburg Township	Economic Impact to Cumberland County	Economic Impact to the State of Pennsylvania
Direct Output (\$M)	\$42.5	\$42.5	\$42.5
Indirect and Induced Output (\$M)	\$0.4	\$24.0	\$31.5
Total Impact (\$M)	\$42.9	\$66.5	\$74.0
Employment Supported (FTE)	160	280	320
Earnings (\$M)	\$8.1	\$14.9	\$17.0

Source: IMPLAN (2015)

Ongoing operations of the proposed development are also expected to increase various tax bases and therefore generate tax revenues for the Commonwealth. We estimate that ongoing operations will produce \$1.0 million in tax revenues for the Commonwealth. This economic impact includes new income and business taxes from the direct, indirect, and induced economic activity generated by the proposed development.

Table 5 – Tax Revenue Generated from Ongoing Operations of the Casino within the Commonwealth of Pennsylvania

Tax Revenue Impact from Operations	Tax Revenue Impact to Commonwealth of Pennsylvania
Personal Income Taxes	\$0.4
Sales Taxes	\$0.4
Business Taxes	\$0.2
Total Tax	\$1.0

Source: IMPLAN (2015)

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Ancillary Spending

In addition to spending on operations and capital investments, the Casino will attract and retain the considerable spending power of students and visitors within the local and state economy. A significant portion of spending by these groups is defined as "ancillary," meaning that it occurs off-site and circulates through the local economy. These expenditures mostly support local retailers and the local hospitality industry, serving as a vital source of demand for these low-margin industries.

Expenditure estimates by visitor types are combined with estimates of visitor volume to yield aggregate ancillary visitor expenditures. Annual expenditures are estimated to total \$25.2 million from visitors outside of the county, and an additional \$16.3 million from out of state, overnight visitors. These spending estimates are the product of visitor counts, which we base on data provided by Greenwood and per-person spending profiles, which were developed using various comparable figures and involved conservative assumptions where such values were unavailable.

Table 6 – Estimated Ancillary Spending Profile

Sector	Outside of County	Outside of State
Hotel	\$0	\$100
Food	\$41	\$59
Other Retail	\$10	\$10
Transportation	\$23	\$23
Total Spend per Visitor	\$74	\$192
Number of Visitors	340,000	85,000
Aggregate Spend	\$25.2 million	\$16.3 million

Source: Greenwood (2019), Trip Advisor (2019), US General Services Administration (2010)

The ancillary spending from casino visitors will create significant activity in the state and local economy. The economic impact of the casino is expected to represent approximately:

- \$39.6 million in economic impact within the Township economy, supporting 486 jobs and \$10.3 million in earnings per year,
- \$60.4 million in economic impact within Cumberland County, supporting 620 jobs and \$16.9 million in earnings annually, and
- \$68.4 million in annual economic impact within the Commonwealth economy, supporting 650 jobs and \$19.0 million in earnings.

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Table 7 – Economic Impact of Ancillary Spending to Shippensburg Township, Cumberland County, and the Commonwealth of Pennsylvania

Economic Impact from Ongoing Operations	Economic Impact to Shippensburg Township	Economic Impact to Cumberland County	Economic Impact to the State of Pennsylvania
Direct Output (\$M)	\$39.3	\$39.3	\$39.3
Indirect and Induced Output (\$M)	\$0.36	\$21.2	\$29.1
Total Impact (\$M)	\$39.6	\$60.4	\$68.4
Employment Supported (FTE)	486	620	650
Earnings (\$M)	\$10.3	\$16.9	\$19.0

Source: IMPLAN (2015)

Visitor spending also boosts various local and state tax bases, creating tax revenues for different government jurisdictions each year. We estimate that the economic impact that results from casino visitor spending will produce \$1.0 million in tax revenues for the Commonwealth of Pennsylvania each year.

Table 8 – Tax Revenue Generated from Ancillary Spending of the Casino within the Commonwealth of Pennsylvania

Tax Revenue Impact from Ancillary Spending	Tax Revenue Impact to Commonwealth of Pennsylvania
Personal Income Taxes	\$0.4
Sales Taxes	\$0.5
Business Taxes	\$0.2
Total Tax	\$1.0

Source: IMPLAN (2015)

Section 9

The proposed casino will act as an economic engine and community partner. The tax revenue generated from the construction and operations activity associated with the proposed casino is expected to outweigh negligible adverse impacts experienced by Shippensburg Township and the local community as a result of increased demand for public services. As stipulated by state gaming regulations, the proposed casino is projected to contribute over \$23.2 million to state, county, and local revenue funds annually.

In total, Shippensburg Township is estimated to receive approximately \$720,000 in annual revenue as a result of the operations of the proposed casino, consisting of \$690,000 in annual slot host revenue and \$30,000 in annual table host revenue. Pennsylvania gaming legislation limits the host community share of gross gaming revenue to 50 percent of the 2016-2017 municipal budget. Consequently, Shippensburg Township will not receive the full 2 percent of slot revenue designated for host municipalities. Instead, the township will receive 50 percent of the 2016-2017 budget, equal to approximately \$690,000. This host fee amount will adjust annually for inflation. The County and State are also expected to derive significant tax revenue from slots and table gaming activity at the proposed casino.

Table 9 – State, County, and Local Revenue Derived from Slots and Table Gaming Revenue at the Proposed Casino

Slot Revenue	Tax Rate	Tax Revenue
Property Tax Relief	34%	\$14,450,000
PA Gaming Economic Development and Tourism Fund	6%	\$2,550,000
CFA Grants -Any County Suffering Decreased LSA	5%	\$2,130,000
Match for Host County LSA Funding	5%	\$2,130,000
Grants through CFA to Host County	2%	\$850,000
Host Municipality ¹	-	\$690,000
Total	54%	\$22,800,000
Table Revenue		
PA General Fund	14%	\$350,000
CFA Grants to Host County	1%	\$30,000
Host Municipality	1%	\$30,000
Total	16%	\$410,000
Total Slots and Gaming		\$23,210,000

Source: PA Gaming Control Board (2019), Greenwood Gaming and Entertainment, Inc. (2019)

In addition to host community gaming revenue, construction and operations activity at the proposed casino is expected to generate local tax revenue for Shippensburg Township. Over 12 months, the Township is expected to receive approximately \$109,000 in earned income tax (EIT) and local service tax (LST) combined as a result of the direct, indirect, and induced economic activity generated by construction of the proposed casino.

Table 10 – Shippensburg Township One-time Tax Revenue from Construction

Shippensburg Township	One-Time Construction Revenue
EIT	\$90,000
LST	\$19,000
Total	\$109,000

Source: Shippensburg Township Municipal Tax Rate Summary (2019), IMPLAN (2015)

Following the completion of the casino, the township is expected to experience an annual increase in EIT and LST. The direct, indirect, and induced activity at the casino will support approximately \$26,000 in EIT and \$6,000 in LST annually. Overall, activity at the proposed casino will generate roughly \$32,000 in new annual revenue for the township, equivalent to 3 percent of total general fund revenue. The casino will also contribute approximately \$550,000 annually in real estate taxes.

Table 11 – Shippensburg Township Tax Revenue from Ongoing Operations

Shippensburg Township	Annual Revenue from Ongoing Operations	2016 Actuals	Annual Revenue from Ongoing as % of Budget
EIT	\$26,000	\$162,591	16%
LST	\$6,000	\$137,704	4%
Other Revenue Sources	\$0	\$627,380	-
	\$32,000	\$927,675	2%

Source: Shippensburg Township Municipal Tax Rate Summary (2019), Shippensburg Township Municipal Annual Audit and Financial Report (2016), IMPLAN (2015)

Table 12 – Net Annual Impact in Shippensburg Township

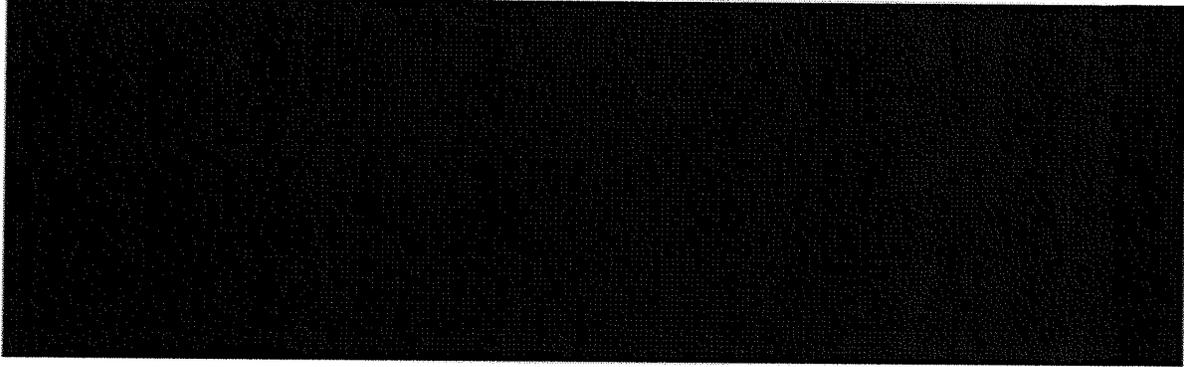
Financial Impact	
Host Municipality Slot Revenue	\$690,000
Host Municipality Table Revenue	\$30,000
EIT	\$17,000
LST	\$4,000
Total	\$741,000
Negative Community Impact	\$0
Net Positive (Negative) Impact	\$741,000

Source: Shippensburg Township Municipal Tax Rate Summary (2019), PA Gaming Control Board (2019), IMPLAN (2015)

Greenwood Casino will act as an economic engine and community partner. Shippensburg Township is expected to receive approximately \$741,000 in annual revenue. In total, the casino development is expected to have no negative impact on the township.

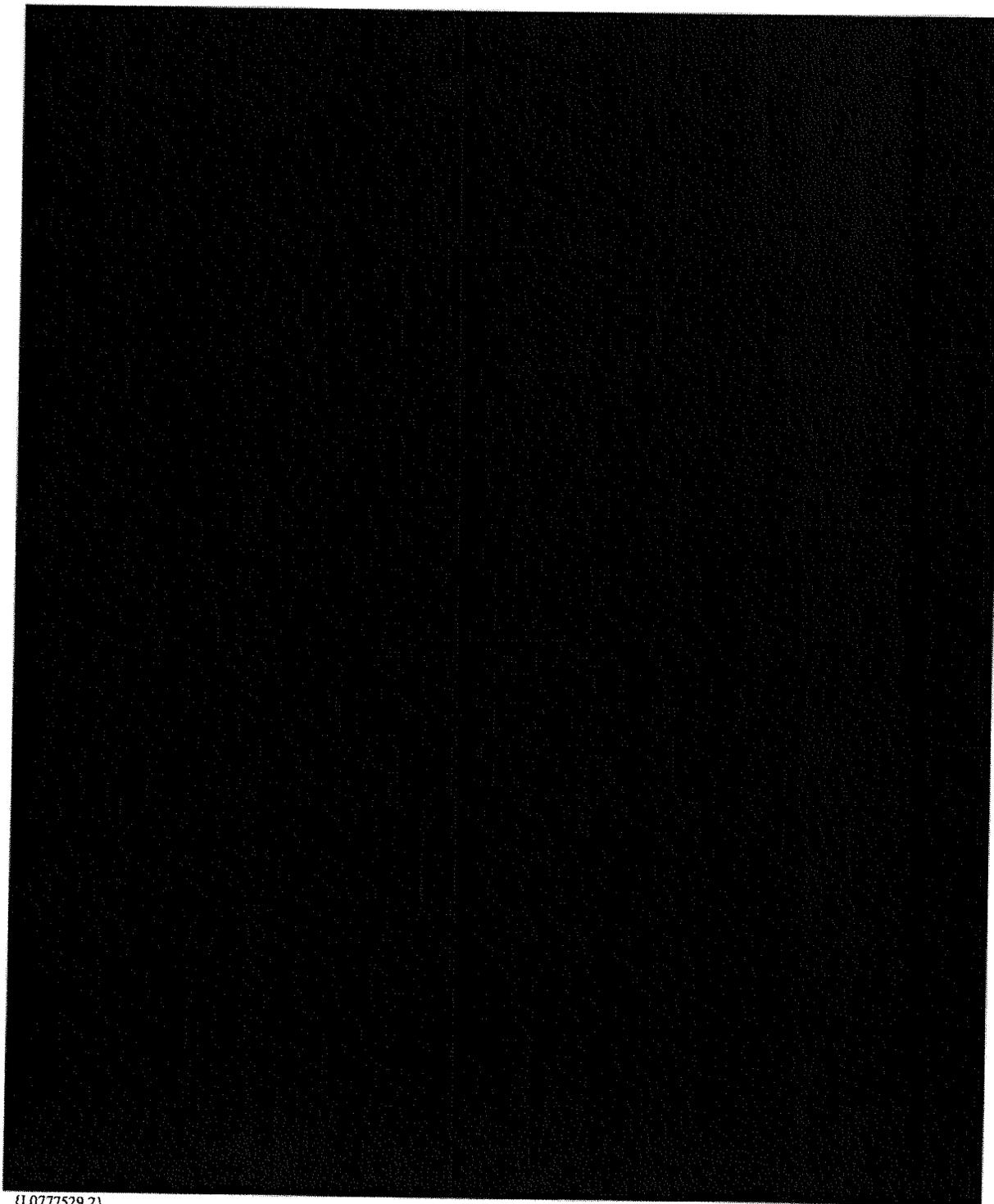
APPENDIX 38

PROVIDE INFORMATION DEMONSTRATING ADEQUATE FINANCING FOR THE PROPOSED FACILITY AND TERMS OF FINANCING INCLUDING PAYBACK PERIOD.

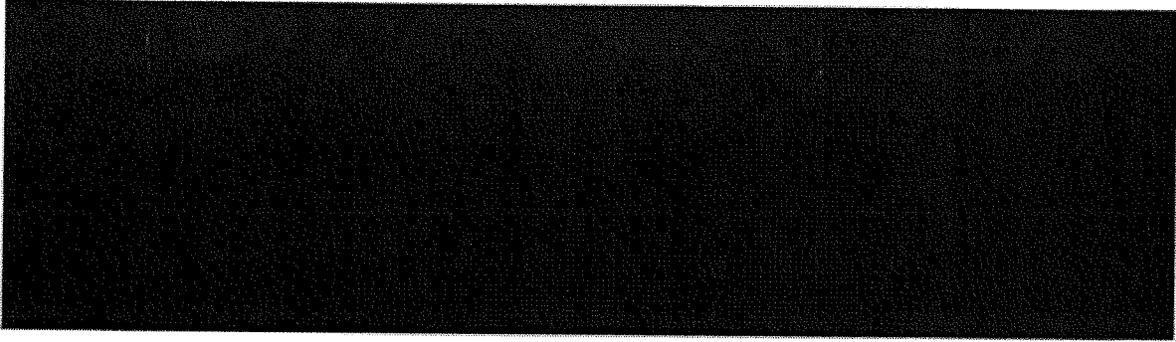


APPENDIX 39

PROVIDE BUSINESS AND ECONOMIC DEVELOPMENT PLANS AND TIMETABLES, PROJECTED DEBT SERVICE EXPENSES, PROJECTED EBITDA AND INTERNAL RATE OF RETURN, PROJECTED ANNUAL GROSS TERMINAL REVENUE, PROJECTED OPERATING AND CAPITAL EXPENSES AND DEFINED GAMING MARKET AND PROJECTED VISITATION.



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APPENDIX 41

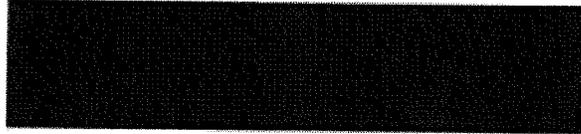
IF THE APPLICANT HAS HELD A GAMING LICENSE IN ANY JURISDICTION, PROVIDE A LETTER OF REFERENCE FROM THE GAMING OR CASINO ENFORCEMENT OR REGULATORY AGENCY IN THE OTHER JURISDICTION, SPECIFYING THE EXPERIENCES OF THE AGENCY WITH THE APPLICANT, THE APPLICANT'S ASSOCIATED AND THE APPLICANT'S GAMING OPERATION. IF THIS HAS PREVIOUSLY BEEN PROVIDED, RESUBMISSIONS WOULD NOT BE REQUIRED AND THE RESPONSE SHOULD REFLECT THE PREVIOUS DATE(S) OF SUBMISSION.



APPENDIX 43

PROVIDE A CHART OF EXISTING GAMING SERVICE PROVIDERS* INCLUDING THE NAME, ADDRESS, PHONE AND TAX IDENTIFICATION NUMBER OF THE GAMING SERVICE PROVIDERS, TYPES OF GOODS AND/OR SERVICES PROVIDED BY THE GAMING SERVICE PROVIDERS, TOTAL DOLLAR AMOUNT OF BUSINESS WITH GAMING SERVICE PROVIDERS IN THE PAST TWELVE (12) MONTHS AND TOTAL DOLLAR AMOUNT OF BUSINESS EXPECTED TO BE CONDUCTED WITH GAMING SERVICE PROVIDERS IN THE NEXT TWELVE (12) MONTHS.

* GAMING SERVICE PROVIDERS IS DEFINED IN 58 PA. CODE §401.A.3.



APPENDIX 44

PROVIDE A SUMMARY OF ALL PERSONS WHO HOLD AN OWNERSHIP OR OTHER BENEFICIAL INTEREST IN THE APPLICANT AND ANY SUCH INTEREST IN ANY OF ITS PRINCIPAL AFFILIATES OR PRINCIPAL ENTITIES REQUIRED TO BE LICENSED OR PERMITTED IN PENNSYLVANIA; PROVIDED HOWEVER, IF ANY OF THE ENTITIES ARE PUBLICALLY TRADED, ONLY INTERESTS EQUAL TO OR EXCEEDING FIVE PERCENT MUST BE DISCLOSED. OWNERSHIP INTEREST SHOULD BE PROVIDED IN A MANNER CONSISTENT WITH THE OWNERSHIP INTEREST REPORT FOUND ON THE BOARD'S WEBSITE UNDER LICENSURE/REPORTS AND GENERAL INFORMATION.

GWC

Breakdown of Ownership in the Organizational Chain

GWC

100.00 GW Cumberland Holdings, Inc.

GW Cumberland Holdings, Inc.

100.000 Greenwood Racing Inc.

Greenwood Racing Inc.

80.112 International Turf Investment Co., Inc.

9.490 Rock Ltd.

6.314 ITIC/ITAC, LLC

3.056 Robert Green

1.028 International Turf Acquisition Co., Inc.

100.000

International Turf Acquisition Co., Inc.

100.000 Koorringal Holdings B.V.

International Turf Investment Co., Inc.

100.000 Koorringal Holdings B.V.

ITIC/ITAC, LLC

99.000 International Turf Investment Co., Inc.

1.000 International Turf Acquisition Co., Inc.

100.000

Rock Ltd.

90.000 James Lane

10.000 Richard Kendle

100.000

Koorringal Holdings B.V.

100.000 Koorringal Holdings Curacao N.V.

Koorringal Holdings Curacao N.V.

100.000 Watche Manoukian

Net Ownership Interest in Greenwood Gaming and Entertainment, Inc.

87.454 Watche Manoukian

8.541 James Lane

3.056 Robert Green

0.949 Richard Kendle

100.00

APPENDIX 46

PROVIDE DOCUMENTATION TO THE BOARD THAT THE APPLICANT'S LOCATION MEETS
THE ELIGIBILITY REQUIREMENTS IN 1305.1(B)

See attached.

AFFIDAVIT

AND NOW, this 23rd day of October, 2018, I, Anthony Ricci, do hereby present to the Pennsylvania Gaming Control Board (“PGCB” or “Board”) this Affidavit, and in support thereof, I do solemnly swear and affirm the following:

1. I am an authorized representative of GW Cumberland Op Co. (“GWC”), having a principal place of business at 3001 Street Road, Bensalem, Pennsylvania 19020.
2. GWC is seeking a Category 4 slot machine license from the PGCB.
3. I certify that the designated Category 4 location is in compliance with the provisions of 4 Pa.C.S. § 1305.1(B).
4. I certify that GWC’s Category 4 location is not within twenty-five (25) linear miles of any other Category 1, Category 2, or Category 3 licensed facility. 4 Pa.C.S. § 1305.1(B)(2).
5. I certify that GWC’s Category 4 location is not located within any portion of a previous winning bidder’s Category 4 location. 4 Pa.C.S. § 1305.1(B)(3).
6. If applicable, GWC will waive any exemptions, deductions, abatements, or credits created under the Keystone Opportunity Zone and related programs. 4 Pa.C.S. § 1305.1(B)(4) and (5).
7. I certify that GWC’s proposed Category 4 licensed facility is not located (a) in a county currently hosting a Category 3 licensed facility and/or (b) in a county of the sixth class

which is contiguous to a county that hosts a Category 2 licensed facility. 4 Pa.C.S. § 1305(B)(6) and (7).

WHEREFORE, the undersigned hereby swears and affirms that the above and foregoing representations are true and correct to the best of my information, knowledge, and belief. By signing this Affidavit, the undersigned hereby understands and acknowledges that the above and foregoing representations are subject to the penalties of 18 Pa.C.S. § 4902 (Perjury) and § 4903 (False Swearing).

Date: October 23 2018 By: *Anthony Ricci*
Signature
ANTHONY RICCI
Printed Name
CEO
Title

State of Pennsylvania :
County of Bucks :
:

Signed or attested before me on the 23 day
of October, 2018 by Anthony D. Ricci.

Rosalie Harrison
Signature of Notarial Officer

Stamp
COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Rosalie Harrison, Notary Public
Bensalem Twp Bucks County
My Commission Expires April 7, 2019
MEMBER PENNSYLVANIA'S ASSOCIATION OF NOTARIES

Title of Office Notary
My Commission Expires: 4/7/19