

PRIMARY BINDER

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Attachment 1 - Affirmation

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EXECUTIVE SUMMARY

THE APPLICANT

Florida Acquisition Corp. (“FAC”) is the Applicant under this RFA. FAC will be jointly owned by Clairvest Group Inc. and the various private equity funds managed by it (together “Clairvest”) and Great Canadian Gaming Corporation (“GCGC”) upon selection of FAC by the New York Gaming Facility Location Board (the “Board”) to develop a casino complex at Exit 27 on Interstate 90. Additionally, local business people will be invited to invest in the Applicant for no more than a combined 15% interest with no single person owning more than a 5% stake. These additional investors will invest in the same securities and at the same price as Clairvest and GCGC. Conversations are underway with several potential investors and the Board will be advised of these individuals as soon as the individuals commit to be investors in FAC. GCGC will be responsible for the development and operation of the casino complex including the hotel, casino and event space.

GCGC and Clairvest (the “Partnership”) have over 40 years of combined operational and ownership experience in the gaming industry, including five provincial jurisdictions within the Canadian gaming marketplace, and, four jurisdictions in the United States and South American gaming markets. This Partnership brings a wealth of gaming operations, property development, and financing experience and capability as a potential casino operator for New York State. Current operational and ownership interests include 25 gaming properties with annual gross revenues exceeding \$2 billion.

Clairvest is a closely held Canadian public company headquartered in Toronto, Ontario. Founded in 1987, Clairvest is one of Canada’s leading providers of private equity financing with approximately \$1.4 billion of capital under management.

An active investor in the gaming industry for the last 17 years, Clairvest is widely recognized as one of the premier gaming investors in North America and is well versed in the financing, operating and development of casino and racing properties. Clairvest’s current portfolio of casino investments generates over \$1.2 billion in annual gross revenue and represents a capital investment that exceeds \$2 billion.

Clairvest’s experience in the gaming industry has involved working with government partners in highly regulated and secure jurisdictions including British Columbia, Alberta and New Brunswick in Canada; three provinces in Chile; and, New Jersey, Illinois and Indiana in the United States. Through its current and former gaming operations, Clairvest has developed an in-depth understanding of the requirements for a successful a greenfield development.

GCGC is a multi-jurisdictional gaming, entertainment, hospitality and horse racetrack operator with 17 gaming facilities, which include ten casinos, four horse racing tracks with two casinos, three community gaming centres, a 395- room four-diamond hotel

resort, three show theatres, approximately 50 food and beverage outlets as well as conference and meeting space.

Headquartered in British Columbia, GCGC generates over \$1.0 billion in gross revenue from its operations in British Columbia, Ontario, Nova Scotia and Washington State and employs approximately 4,600 people.

Although the majority of its gaming operations are in Canada, GCGC has an in-depth understanding and significant experience with the type of initiative proposed at exit 27 in Amsterdam. GCGC has a proven capability in both developing and operating premium facilities under a gaming model whereby a material portion of gaming revenues are paid to the respective Government Agency for the benefit of Government similar to the tax rate for the proposed exit 27 casino in Montgomery County.

In addition, the depth of experience in managing problem gaming is unique given Canada's intense focus on safe and responsible gaming.

THE DEVELOPMENT PROJECT

Situated on over 500 acres of rolling terrain overlooking the Mohawk River valley, this agricultural land will be converted into a dynamic destination resort with tremendous economic benefits on the County of Montgomery, the Town of Florida and the City of Amsterdam.

The major components of the project include a Casino, 100 room hotel, 140 seat premium casual restaurant, 300 seat buffet, 150 seat food court, 200 seat Live entertainment lounge, 3000 sq. feet of meeting space, day spa, business center, fitness facility for hotel guests, coffee shop and a Farmers Market (meeting and gathering space for small events). Also in Phase one is a network of nature trails that will incorporate public art displays that will focus on the extensive natural and cultural history of the county.

Taking advantage of Montgomery County's natural location at the foothills of the great Adirondacks the built form for the proposed facility will be organized around a large atrium. The atrium will not only serve as a link, but will also be an important public space showcasing the rich history of Montgomery County through the architectural expression and interior façade treatments.

The building design is simple yet elegant. It responds to the rural surroundings, but even more to the rolling hills and beautiful site it is founded on. The uses of wood and timber elements along the public edges of the facility make a direct connection with the park-like grassy hills and treed landscape of the site. Other familiar materials such as local stone are an integral part of the design.

The functional layout of the buildings is both practical and graceful. Ease of way-finding and multi-functionality of spaces are the key elements to the design. With attention to detail, human scale and a strong design concept, the exterior appearance of the buildings will set a

new level of design standard for the area and Montgomery County as a whole. This attention to detail will also be carried inside the buildings to produce a wonderful entertainment experience for the patrons and visitors to the site.

Sustainability and Energy utilization are also important principles which have guided the design of the facility. Green elements and smart building technology will both be incorporated to maximize comfort, aesthetic expression and energy utilization. The use of environmentally sound technologies such as rain gardens will be utilized as proven solutions for storm water management.

The site layout, landscaping, lighting, and other features on the site have been laid out with great consideration to Crime Prevention Through Environmental Design (CPTED) to help create a safe and secure environment for all guests.

The project will be developed in 3 phases with Phase One being the resort complex detailed above and 100 residential units, Phase Two being the first golf course and 100 additional residential units and Phase Three being the second golf course and a final 100 residential units.

The budget for Phase One totals \$200 million inclusive of land, development costs, construction, site preparation and License Fee. The Budget for each of Phase Two and Three is \$20 to 25 million.

RESIDENTIAL DEVELOPMENT PARTNER

Financial District Properties (“FDP”) will be the residential development partner in the project. FDP has previous experience with Clairvest and is also a seasoned developer in the Midwest US. FDP will join the Applicant (but not be a shareholder of the Applicant) to assist in the Applicant attaining the minimum spend requirements by obtaining serviced land from the Applicant for nominal cost and constructing the residential units and will assist with the construction of the golf courses. The Applicant will need the development that FDP will undertake to be included in the Minimum Capital Investment.

EMBRACING LOCAL COMMUNITY and LOCAL SUPPORT

The Local Support which has been well documented in public meetings, resolutions and in the press is, in our experience, unprecedented. This, combined with the transformational impact this development could have on this community, has given FAC, Clairvest and GCGC the willingness to continue, despite the challenges we face.

The construction project will be delivered using a construction management agreement rather than a standard general contracting approach. This will allow us the ability to ensure local trades are utilized to complete the construction project. In addition to utilizing the local labor force to construct the development and also to staff the operations once open, we will endeavor to promote the use of local suppliers for all products required for the construction and operation of the resort.

Preliminary discussions have been conducted with a regional Construction Management firm that has completed many successful projects in the local area and has good knowledge and working relationships with local vendors and trades.

We are also actively looking to partner with local business people and aspiring entrepreneurs on opportunities that may be available as part of the resort complex or as spin off opportunities as a result of increased business activity in the region. For example, we have had preliminary discussions with a local spa operator who wishes to partner as the operator of the spa in the resort complex once completed.

We will also work with the local Chamber of Commerce to ensure that they communicate with their membership on the opportunity to provide products and services to the resort. Our intent is to work with the Robert Trent Jones group to design the golf courses and we are also in preliminary discussions with the City of Amsterdam to work to develop a formal affiliation with the public golf course (also designed by Robert Trent Jones) in order to create a regional Robert Trent Jones golf destination circuit. In addition, we have held preliminary discussions with Dottie Pepper's team about having a golf academy in addition to the golf courses.

RFA SUPPORT

In order for the development to be economically feasible for the Applicant, Clairvest and GCGC, there is a need to find a savings or deferral of \$25 million for the Applicant against the \$50 million License Fee. One option, explored by the County of Montgomery with the Board and Commission was to defer \$25 million of the License Fee with its recoupment and more through an increased gaming tax rate of 3% on slot revenue in excess of \$135 million. We understand that this option is not acceptable to the Board or the Commission. Rather than drop out as a result, FAC, at the urging of the local community, continues to work with the County of Montgomery to find a solution .FAC would like to engage with the Board and Commission in a solution seeking discussion.

FAC also asks for confirmation from the Board and/or the Commission that the residential units proposed by FDP in Phase One and the golf course in Phase Two will be included as amenities in the Minimum Capital Investment. Once a solution to the License Fee challenge is found and the inclusions in the Minimum Capital Spend noted above are confirmed by the Board or the Gaming Commission, the Applicant, Clairvest, GCGC and FDP will work diligently to add content to this RFA response such that within 60 days of the confirmation, the RFA response will be fully complete and compliant. We have included the "Affirmation" form with this submission and will provide the "Waiver, Release, Covenant not to Sue and Indemnification" form once we finalize the RFA response. We noted that in the Q&A on the RFA, it was confirmed that an Applicant could add to its submitted RFA after June 30, but only if such addition did not detract from the initial RFA response but such addition would be additive – which would most definitely be the case with this RFA response.

A. NAME OF APPLICANT

Florida Acquisition Corporation ("FAC") is the Applicant which is currently a wholly owned subsidiary of Clairvest. The Applicant will admit other shareholders, including GCGC as an equal partner of Clairvest. In addition, it is the intent of Clairvest and GCGC to admit other local shareholders for less than 5% interests each, having what we hope will be local business people as investors for as much as 10-15% of FAC. These investors will be admitted on the same basis and cost as Clairvest and Great Canadian.

B. CONTACT PERSON

Name: Jeff Parr
Title: Co-Chief Executive Officer and Managing Director, Clairvest
Email Address: jeffp@clairvest.com
Telephone Number: (416) 413-6013

C. LOCATION OF THE PRINCIPAL PLACE OF BUSINESS

Street Address: 22 St. Clair Avenue East, Suite 1700
City: Toronto
Province: Ontario
Telephone Number: (416) 925-5753
Website: www.clairvest.com

D. TYPE OF BUSINESS FORMATION

FAC is incorporated in the State of Delaware.

GCGC will be responsible for the development and operation of the project pursuant to development and management agreements to be completed within 60 days of the Board or the Commission granting an amendment to the payment of the License Fee as described in the Executive Summary.

PLEASE REFER TO 1- EXHIBIT VI. D. – Incorporation Documents

E. TABLE OF OWNERSHIP

Florida Acquisition Corp. ("FAC") is a wholly owned subsidiary of Clairvest Group Inc. The ownership of FAC will be amended as noted herein.

[Florida Acquisition Corp., Clairvest Group Inc. and Great Canadian Gaming Corporation will complete this section of the RFA within 60 days of the date at which the New York Gaming Facility Location Board or the New York State Gaming Commission agree with the Applicant on the solution for the challenge of the License Fee as noted in the Executive Summary. As soon as the relevant information and or documents are available, they will be submitted to be added to this RFA response per Section 3.1.]

F. ORGANIZATIONAL CHART

GCGC organization chart please refer to 2-EXHIBIT VI. F.

[Florida Acquisition Corp., Clairvest Group Inc. and Great Canadian Gaming Corporation will complete this section of the RFA within 60 days of the date at which the New York Gaming Facility Location Board or the New York State Gaming Commission agree with the Applicant on the solution for the challenge of the License Fee as noted in the Executive Summary. As soon as the relevant information and or documents are available, they will be submitted to be added to this RFA response per Section 3.1.]

G. NAME, ADDRESSES AND EXPERIENCE OF DIRECTORS AND OFFICERS

JEFF PARR, CO-CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Clairvest Group Incorporated

22 St. Clair Avenue East, Suite 1700, Toronto, Ontario

Jeff is a senior financial and strategic executive with over 25 years of experience in the financial services industry, initially as a provider of senior debt to mid-market companies engaged in mergers and acquisitions. Over the last 20 plus years, Jeff has been a leading private equity investor, investing equity capital and assisting companies execute both organic and acquisition growth strategies, debt and equity financings and financial and operational restructurings. He has served on numerous public and private company boards and committees. Jeff has co-led the development of Clairvest Group Inc. into a highly regarded private equity investment company in Canada, as well as a respected private equity investor/operator in the gaming industry in North and South America.

Jeff also brings:

- Strong leadership through collaboration, empowerment and accountability.
- Excellent negotiator through objective based approach, detailed preparation and understanding of all parties.
- Quick study of businesses, business models, key risks and opportunities.
- Excellent interpersonal, communication and relationship skills through high transparency and integrity.

PREVIOUS EXPERIENCE

- Responsible for over \$150 million in loans as Senior Relationship Manager at both National Bank of Canada and Citibank Canada (and Credit Manager at Citibank) acquiring deep knowledge of credit requirements and inner workings of corporate and commercial lending from the 'lenders perspective'; learning how to successfully raise senior and junior debt in the Canadian market during period (1986 - 1995)
- Partner at Canadian Mezzanine Fund, a Private Equity fund at Gordon Capital Corporation with exposure to public market debt and equity raising as well as direct involvement with a financial and operational restructuring of Premier Propane including senior debt and mezzanine debt restructuring; invested \$23 million in capital during period (1992 – 1995).

CURRENT RESPONSIBILITIES/EXPERIENCE (1995 – PRESENT)

- Datamark Group; lead on \$15 million equity investment; lead negotiator for acquisition of System Business Forms and lead for raising of a \$110 million senior debt acquisition facility from Bank of Montreal, a \$54 million mezzanine acquisition line from TD Capital.
- Gateway Casinos; worked very closely with senior finance team of Gateway to complete many financings over the life of the investment; lead on equity investment of \$24 million; lead on Initial Public Offering of \$106 million lead by Scotiabank with several secondary offerings thereafter totaling \$200 million; lead on \$115 million senior debt financing for the redevelopment of the Villa casino in Burnaby from Bank of Montreal, \$35 million acquisition and development financing for the Langley casino from Bank of Montreal and CIBC, \$220 million recapitalization facilities from Bank of Montreal, Royal Bank of Canada and

Scotiabank, lead negotiator on the acquisition of Lake City Casinos and lead negotiator with CIBC as agent in the sale of Gateway Casinos to Crown Casinos and Macquarie Bank.

- Consolidated Vendors Corporation; lead for \$28 million equity investment and lead for \$15 million acquisition line of credit raise with Bank One.
- Signature Security; lead for \$28 million equity investment and lead for \$75 million senior debt recapitalization with NAB of Australia.
- Nbrook Mortgage Group; lead for \$20.5 million equity investment and lead for \$15 million senior debt raise with Equitable Trust and \$6 million subordinated debt with Venturelink Funds.
- Clairvest Group; lead on completion of \$75 million line of credit with Healthcare Workers of Ontario Pension Plan, and lead for ongoing annual renewals of \$20 million line of credit with TD Bank.
- Casino New Brunswick; lead on \$44 million equity financing and \$55 million (\$54 million drawn) construction and term loan with Bank of Montreal and TD Bank.
- PDX Entertainment; lead on raising \$10 million in equity from private investors and GCGC.
- Rivers Casino; worked closely with senior management on raising of \$110 million senior term loan with Goldman Sachs, Credit Suisse and Macquarie Bank and raising of \$175 million in second lien senior secured notes with Goldman Sachs as lead in April 2010; also worked closely with senior management on senior bank debt recapitalization of \$450 million with Wells Fargo, Bank of America and Fifth Third Bank as lead banks in November 2012.

EDUCATION AND ACCREDITATIONS

- Bachelor of Arts, University of Western Ontario, London, ON (1982)
- Chartered Accountant, Institute of Chartered Accountants of Ontario (1985)
- Various professional development programs in corporate strategy, mergers and acquisitions and human resources.

ROD N. BAKER, PRESIDENT AND CHIEF EXECUTIVE OFFICER

Great Canadian Gaming Corporation

350 - 13775 Commerce Parkway, Richmond, BC

Rod is a senior financial and strategic executive with over 25 years' experience in investment and merchant banking. Over the last 20 plus years Rod has been engaged in mergers and acquisitions assisting companies execute organic and acquisition growth strategies and financial and operational restructuring. Prior to assuming his current role as President and Chief Executive Officer of Great Canadian, he served as a consultant to the company from June of 2008. In his capacity as a consultant, Rod was responsible for developing and implementing the efficiency improvement initiatives that allowed Great Canadian to remain both profitable and competitive during the global economic recession. Before joining Great Canadian, he worked in the field of merchant banking, both managing and investing in private and public companies throughout North America. Rod has extensive experience in corporate acquisitions, mergers, restructuring and turnarounds.

As President and Chief Executive Officer, Rod, has overall operational and financial responsibility for Great Canadian Gaming Corporation's operations in Canada and USA.

Rod also brings:

- Strong leadership through collaboration, empowerment and accountability.
- Extensive experience in corporate acquisitions, mergers, restructuring, strategic planning and new business development.
- Excellent negotiator through objective based approach, detailed preparation and understanding of all parties.
- Quick study of businesses, business models, key risks and opportunities.
- Excellent interpersonal, communication and relationship skills through high transparency and integrity.

EDUCATION

- Bachelor of Commerce (Honours), University of Manitoba, Winnipeg

VIC POLESCHUK - SENIOR VICE PRESIDENT OPERATIONS – EAST

**Great Canadian Gaming Corporation
350 - 13775 Commerce Parkway, Richmond, BC**

Vic is the Senior Vice President, Operations-East and reports directly to the President & CEO. In 2008, Vic joined GCGC as a Consultant and led the development of GCGC's Georgian Downs Stage II Master Plan proposal, which was submitted to OLG in October 2008. As part of this proposal, Vic conducted a detailed assessment of the Ontario casino marketplace. Highlights drawn from this assessment were included in GCGC's Georgian Downs Stage II Master Plan proposal. In May 2010, Vic formally joined GCGC as the Senior Vice President Operations - East. His responsibilities include both business development and oversight of GCGC's eastern operations. Vic is responsible for the operation of four properties in Central and Eastern Canada, which generate approximately \$100 million in gross revenue and employ approximately 800 employees.

Vic also brings:

- Strong knowledge of the public policy issues on gaming;
- Excellent communication skills;
- Strong business skills and acumen; and,
- Strategic planning skills.

EXPERIENCE

- Vic has over thirty years of experience in the Canadian gaming industry and in working with Crown Corporations and municipal and provincial governments. As President & CEO of the BCLC from 1999 to 2007, Vic led the strategic transformation and growth of the casino industry in British Columbia by:
- Assisting the Provincial Government and the Minister Responsible for Gaming in developing the statutory, regulatory and public policy and communications framework necessary for the industry's development;
- Assisting respective Municipal and First Nations governments in capitalizing upon opportunities to participate in the provincial gaming model as a 'Host Local Government' and securing the necessary municipal government approvals for new planned casino locations;

- Developing a casino operational business model that met both the legal requirement for the Crown Agency to 'conduct and manage' gaming and the Provincial Government's policy objective of creating a P3 model;
- Working cooperatively with six contracted private sector casino operations companies to create a strategy for transforming the gaming industry in British Columbia into a high quality, customer-focused gaming entertainment business that achieved both the social responsibility and economic objectives set by the Provincial Government; and,
- Attracting over \$1.5 billion in private sector investment in new casino and entertainment facilities, which today generate over \$1.3 billion in annual gross gaming win and \$750 million in annual profits for the Provincial Government.

EDUCATION

- Bachelor of Commerce (Business), University of Manitoba, Winnipeg, MB (1976)

RESPONSIBILITIES/CURRENT PROJECTS

- Lead the Business Operations for GCGC in Eastern Canada
- Oversee all current gaming and horse racing operations for GCGC in Eastern Canada
- Position GCGC for new business development opportunities in Eastern Canada Build stronger Crown Agency, Government and stakeholder relationships in Eastern Canada

[Florida Acquisition Corp., Clairvest Group Inc. and Great Canadian Gaming Corporation will complete this section of the RFA within 60 days of the date at which the New York Gaming Facility Location Board or the New York State Gaming Commission agree with the Applicant on the solution for the challenge of the License Fee as noted in the Executive Summary. As soon as the relevant information and or documents are available, they will be submitted to be added to this RFA response per Section 3.1.]

H. NAME, ADDRESSES AND OWNERSHIP AND OTHER INTERESTS

Clairvest and GCGC will each own 50% of FAC during the RFA process. Should the Applicant be selected to develop and operate a casino gaming complex at exit 27 in Amsterdam and Florida, it is anticipated that local business people in Montgomery County will be invited to invest in the same securities at the same cost as Clairvest and GCGC, thereby diluting their joint equal ownership to as low as 85%. It is not expected that any of these additional owners will be more than 5% on an individual basis.

CLAIRVEST GROUP INC.

22 St. Clair Avenue East, Suite 1700, Toronto, Ontario

Clairvest, one of Canada’s leading providers of private equity financing, has an extensive network of stakeholders that are considered related parties and have been categorized as follows:

- Directors and Officers: Those appointed to oversee Clairvest on behalf of shareholders;
- Subsidiaries and Significant Investments: Entities under Clairvest control or those over which it has significant influence; and,
- Significant Shareholders: Those shareholders with an ownership stake of 5% or greater of Clairvest’s voting common shares.

Clairvest Directors and Officers

Directors	Position
John Barnett	Former President, Molson Breweries President (Canada), Rothmans Benson & Hedges Inc.
Michael Bregman	CEO, Tailwind Capital Inc. Former Chief Executive Offer, The Second Cup Ltd.
Sydney C. Cooper	President, Toril Holdings Limited Former President & Chief Executive Officer, Pitts Engineering Construction Ltd.
Gerald R. Heffernan	President, G.R. Heffernan & Associates Ltd. Inductee in the Canadian Business Hall of Fame Founder, Co-Steel Inc.; Past Chairman, Texas Industries
Joseph J. Heffernan	Chairman, Clairvest Group Inc. Director, Gerdau Ameristea Former Chairman and Chief Executive Officer, Rothmans Inc.
G. John Krediet	Chairman, CF Capital Corporation Former Chairman and Chief Executive Officer, Sparkling Spring Water Holdings Ltd

Directors	Position
B. Jeffrey Parr	Co-Chief Executive Officer and Managing Director, Clairvest Group Inc.
Joseph L. Rotman	Founder Clairvest Group Inc. Chairman and Chief Executive Officer, Roy-L Capital Corporation Inductee in the Canadian Business Hall of Fame Member Order of Canada
Kenneth B. Rotman	Co-Chief Executive Officer and Managing Director, Clairvest Group Inc.
Lionel H. Schipper	President, Schipper Enterprises Inc. Former Chairman, Toronto Sun Publishing Former Director of Four Seasons, RR Donnelly, Magna
Isadore Sharp	International Chairman, Four Seasons Hotels Inc. Former Director of the Bank of Nova Scotia Inductee in Canadian Business Hall of Fame Member Order of Canada
B. Jeffrey Parr	Co-Chief Executive Officer and Managing Director, Clairvest Group Inc.
Kenneth B. Rotman	Co-Chief Executive Officer and Managing Director, Clairvest Group Inc.

Clairvest Subsidiaries and Significant Investments

Entity	Description
Clairvest Equity Partners IV Limited Partnership ('CEP IV')	Investment Fund managed by Clairvest GP Manageco Inc. and JV Applicant. Investors include Canadian pension funds, banks, insurance companies and high networth family offices.
Clairvest Equity Partners IV-A Limited Partnership ('CEP IV-A')	Investment Fund managed by Clairvest GP Manageco Inc. and JV Applicant. Investors include US insurance companies and high net worth family offices.
CEP IV Co-Investment Limited Partnership ('CEP IV Co-Invest')	Investment Fund managed by GPLP and JV Applicant. Investors include Clairvest and Clairvest management.
Clairvest Group Inc. ('Clairvest')	Public company listed on the TSX. Parent company of Clairvest GP Manageco Inc., Clairvest GP (GPLP) Inc. and Clairvet MIP GP Corporation. Passive investor of CEP IV Co-Invest
Clairvest GP Manageco Inc. ('GP Manageco')	100% owned subsidiary of Clairvest, manages CEP IV and CEP IV-A
Clairvest General Partner IV Limited	General partner of CEP IV, CEP IV-A and CEP IV Co-Invest

Entity	Description
Partnership ('GPLP')	
Clairvest GP (GPLP) Inc. ('GP II')	100% owned subsidiary of Clairvest, manages GPLP
Clairvest MIP GP Corporation	100% owned subsidiary of Clairvest, manages MIP IV
MIP IV Limited Partnership ('MIP IV')	Passive investor of CEP IV Co-Invest; owned by management of Clairvest and controlled by MIP GP
Investee companies of CEP IV, CEP IV-A and CEP IV Co-Invest:	
MAG DS Corp.	US.-based specialty aviation, intelligence, surveillance and reconnaissance service provider.
County Waste of Virginia, LLC	A private regional solid waste company based in West Point, Virginia, US
Centaur Gaming	Owner and operator of Hoosier Park Racing and Casino, Indiana Grand Casino and Indiana Downs Racetrack in Indiana, US
CRS Contractors Rental Supply Limited Partnership	Construction equipment rental company based in Ontario, Canada.
Discovery Air, Inc.	Canadian specialty aviation company traded on the Toronto Stock Exchange.
New Meadowlands Racetrack LLC	A standardbred racetrack located in East Rutherford, New Jersey, US
Linen King, LLC	Linen rental service company based in Oklahoma, US
Rivers Casino	Gaming entertainment complex located in Des Plaines, Illinois, US
Winters Bros. of Connecticut	Regional solid waste collection, recycling and disposal company based in Danbury, Connecticut
Cieslok Media	Canadian outdoor advertising firm, operating predominantly large format digital and static billboards throughout major cities in Canada
Other Investment funds managed by GPLP and GPManageco:	
Clairvest Equity Partners III Limited Partnership ('CEP III')	Investment fund managed by GPLP and GP Manageco.
CEP III Co-Investment Limited Partnership ('CEP III Co-Invest')	Investment fund managed by GPLP.

Entity	Description
Clairvest Equity Partners Limited Partnership ('CEP')	Investment fund managed by GPLP and GP Manageco.
Investee companies of CEP III and CEP III Co-Invest:	
KUBRA Data Transfer Limited	Business process outsourcing company focused on the distribution of household bills with production facilities in Mississauga, New Jersey, Los Angeles, Nashville and Dallas.
Casino New Brunswick	Casino located in Moncton, New Brunswick.
Casino Marina del Sol	Casino located in Concepcion, Chile.
Casino Osorno	Casino located in Osorno, Chile.
Casino Sol Calama	Casino located in Calama, Chile.
Light Tower Rentals Inc.	Rental service provider of support equipment to oil and gas companies located in various regions of the US
Lyophilization Services of New England Inc.	Lyophilization (freeze drying) service provider located in New Hampshire, US
Investee companies of CEP and Clairvest Group Inc.:	
Grey Eagle Casino	A charitable casino located on Tsuu T'ina First Nation reserve lands, located southwest of the City of Calgary.
Other investments made by Clairvest Group Inc.:	
Wellington Financial Fund IV LP	Specialty finance firm providing term and amortizing loans to growth companies in Canada and the US

Clairvest Significant Shareholders

- Kenneth B. Rotman owns or controls approximately 49.96% of Clairvest's outstanding common shares.
- Gerald Heffernan owns or controls approximately 15.91% of Clairvest's outstanding common shares.
- B. Jeff Parr owns or controls approximately 5.03% of Clairvest's outstanding common shares.

GREAT CANADIAN GAMING CORPORATION
350 - 13775 Commerce Parkway, Richmond, BC

GCGC, as Canada's largest publicly traded gaming company, has an extensive network of stakeholders that would be considered related parties. They have been categorized as follows:

- Directors and Officers: Those appointed to oversee GCGC on behalf of the Shareholders.
- Subsidiaries and Significant Investments: Entities under GCGC's control or those over which it has significant influence.
- Significant Shareholders: Those shareholders with an ownership stake of 5% or greater of GCGC's voting common shares.

GCGC Directors and Officers

Directors	Position
William A. Dimma	Advisory Board Chairman & Director of TEL-E Group Corporation Chairman Emeritus, Home Capital Group Inc. Director and Audit Committee Chair, Magellan Aerospace Corporation Chairman, Decision Dynamics Technology Inc. Director, York University Development Corporation Director, Brookfield Asset Management Inc. Chairman and Director, Home Capital Group Inc. Member of the Order of Ontario and the Order of Canada
Neil W. Baker	Senior Partner of Gordon Investment Partners Director of Northstar Aerospace Inc. Owner of Ridgeline Corporation
Larry W. Campbell	Senator, Government of Canada President, Mortis Consulting Ltd. Board Member of Asantae Holdings International Inc. Consultant/Writer, Haddock Entertainment Inc. Former Member of the Board of Directors of CY Oriental Ltd. Former Member of the Board of Directors of Sino Biomed Former Mayor, City of Vancouver
Mark A. Davis	President and CEO of Chemtrade Logistics Income Fund
Thomas W. Gaffney	President, Thomas Gaffney Architect Inc.
Peter G. Meredith	President of Global Mining Management Corp. Deputy Chairman, Ivanhoe Mines Ltd. (now Turquoise Hill Resources Ltd.) Former CEO, Ivanhoe Mines Ltd. Former Chairman and CEO of SouthGobi Resources Ltd.
David L. Prupas	President & COO of the Richards Packaging group of companies including Richards Packaging Inc. Member Emeritus of the National Association of Container Distributors (North America)

Officers	Position
Rodney N. Baker	President & CEO Member of the Board of Directors of GCGC President, Ridgeline Corporation
Kiran Rao	CFO

GCGC Subsidiaries and Significant Investments

The following table lists GCGC’s subsidiaries, the jurisdiction in which each subsidiary conducts business, as well as a brief description of the nature of each subsidiary’s business.

Entity	Description
Great Canadian Gaming Corporation (GCGC)	Parent company
Great American Gaming Corporation	GCGC 100% owned subsidiary that is the parent company that owns and operates 4 card rooms in Washington State, USA.
Great Canadian Entertainment Centres Ltd.	GCGC 100% owned subsidiary that owns and operates Chances Gaming Entertainment (Dawson Creek) and Maple Ridge Community Gaming Centre.
Chances Gaming Entertainment	Community Gaming Centre offering slot machines, bingo and hospitality amenities in Dawson Creek, BC.
Chances Maple Ridge	Community Gaming Centre offering slot machines, bingo and hospitality amenities in Maple Ridge, BC.
Great Canadian Casinos Inc.	GCGC 100% owned subsidiary that owns and operates River Rock Casino Resort as well as Boulevard, View Royal and Nanaimo casinos.
River Rock Casino Resort	Full service casino resort offering table games, slot machines, hotel, show theatre, conference facilities and other hospitality amenities in Richmond, BC.
Hard Rock Casino Vancouver	Full service casino offering table games, slot machines, show theatre, and other hospitality amenities in Coquitlam, BC.
View Royal Casino	Full service casino offering table games, slot machines, and hospitality amenities near Victoria, BC.
Casino Nanaimo	Full service casino offering table games, slot machines, and hospitality amenities in Nanaimo, BC.
Chilliwack Gaming Ltd.	GCGC 100% owned subsidiary that owns and operates Chances Chilliwack.

Entity	Description
Chances Chilliwack	Community Gaming Centre offering slot machines, bingo and hospitality amenities in Chilliwack, BC.
686486 B.C. Ltd.	GCGC 100% owned subsidiary that owns Hastings Entertainment Inc.
Hastings Entertainment Inc.	686486 B.C. Ltd. 100% owned subsidiary that owns and operates Hastings Racecourse and Slots Facility and owns 25% of TBC Teletheatre BC.
Hastings Racecourse and Slots Facility	Racecourse that provides live thoroughbred racing, slot machines, simulcast racing and hospitality amenities in Vancouver, BC.
Orangeville Raceway Limited	GCGC 100% owned subsidiary that owns and operates Fraser Downs Racetrack and Casino and owns 25% of TBC Teletheatre BC.
Fraser Downs Racetrack and Casino	Racecourse that provides live standardbred racing, table games, slot machines, simulcast racing and hospitality amenities in Surrey, BC.
TBC Teletheatre BC	GCGC owns 50% of BC based operator of horse racing teletheatres (23 simulcast facilities) and provider of Internet and telephone horse wagering services to BC-based players.
Great Canadian Gaming (Ontario) Ltd.	GCGC 100% owned subsidiary that owns Georgian Downs Limited and Flamboro Downs Limited.
Georgian Downs Limited*	Georgian Downs Limited 100% owned subsidiary that owns and operates Georgian Downs Racetrack.
Georgian Downs Racetrack*	Racecourse that provides live standardbred racing, slot machines, simulcast racing and hospitality amenities in Innisfil, Ont.
Flamboro Downs Limited*	Flamboro Downs Limited 100% owned subsidiary that owns and operates Flamboro Downs Racetrack.
Flamboro Downs Racetrack*	Racecourse that provides live standardbred racing, slot machines, simulcast racing and hospitality amenities in Dundas, Ont.
6364951 Canada Inc.	GCGC 100% owned subsidiary that owns 95% of Metropolitan Entertainment Group.
6364942 Canada Inc.	GCGC 100% owned subsidiary that owns 5% of Metropolitan Entertainment Group.
Metropolitan Entertainment Group	Owns and operates Casino Nova Scotia Halifax and Casino Nova Scotia Sydney. Owns 100% of MEG Holdings Inc.
Casino Nova Scotia Halifax	Full service casino offering table games, slot machines, show theatre, meeting facilities and other hospitality amenities in Halifax, NS.

Entity	Description
Casino Nova Scotia Sydney	Full service casino offering table games, slot machines and hospitality amenities in Sydney, NS.
MEG Holdings Inc.	Bare trustee that holds the legal ownership of land in Halifax.
Great Canadian Cruises Inc.	Inactive subsidiary of GCGC
China Sea Cruises Inc.	Inactive subsidiary of Great Canadian Cruises Inc.

* Slot machines at both Georgian Downs and Flamboro Downs are owned and operated by the OLG.

GCGC Significant Shareholders

- The Estate of Ross J. McLeod, GCGC’s Chairman and Chief Executive Officer until his passing, controls approximately 19.11% of GCGC’s outstanding common shares.
- Neil W. Baker owns and controls 15.43% of the outstanding common shares both directly and through Ridgeline Capital.

I. NAME AND ADDRESSES OF PROMOTERS, SPONSORS AND OTHERS

Peter Marcil - Managing Director
Bentley Associates
250 Park Avenue
New York, New York
United States of America
Office: (212) 763-0354
Email: pmarcil@Bentleylp.com

Steve Gallaway – Partner
Global Market Advisors, LLC
1673 Hudson Street, Third Floor
Denver, CO 80220
United States of America
Office: (303) 759-5944
Email: sgallaway@globalmarketadvisors.us

J. REGION AND HOST MUNICIPALITIES

The site is just south of interstate 90 on either side of route 30 at exit 27. The host municipalities are the Town of Florida and the City of Amsterdam in Montgomery County.

Our primary contacts are:

County of Montgomery – Ken Rose
P.O. Box 1500
Fonda, NY 12068-1500
Office: (518) 853-8334
Fax: (518) 853-8336
Email: krose@co.montgomery.ny.us

Town of Florida – Supervisor Eric Mead,
214 Ft. Hunter Road
Amsterdam NY 12010
Office: (518) 843-6372
Fax: (518) 842-3324
Email: supervisormead@hotmail.com

City of Amsterdam – Mayor Ann Thane
61 Church Street
Amsterdam NY 12010
Office: (518) 841-4311
Fax: (518) 842-6802
Email: athane@amsterdamny.gov

K. CONFLICTS OF INTEREST

The Applicant, Clairvest and GCGC are not aware of any conflicts and will advise the Board in writing immediately if one arises during the RFA process.

L. PUBLIC OFFICIALS

There are no persons with respect to the request for individuals in the first sentence above.

With respect to the second question, Mick Mullins of Mullins Real Estate will receive a real estate sale commission on the closing of the purchase of the lands subject to the land purchase options disclosed elsewhere in this RFA. The Applicant, Clairvest and GCGC are not privy to the commission arrangement as it is an agreement between Mullins Real Estate and the land vendors.

The land vendors will receive proceeds on the sale of their land to the Applicant as disclosed in the land purchase option agreements.

Bentley Associates L.P. will receive a commission payment equal to a certain percentage of the equity invested in the Applicant to fund the completion of the development of the casino complex at exit 27. A copy of the engagement letter is attached as exhibit 15-Exhibit X – Signed Agreements.

Blank Rome LLP is acting as legal counsel to the Applicant for the land option agreements and the ultimate acquisition of the land. They will be paid usual and customary legal fees.

Vedder Price P.C. is acting as general legal counsel for the Applicant and Clairvest and will be paid usual and customary legal fees.

Climans Green Lang, Architects are acting as architects for the Applicant and will be paid customary fees for their services.

The Applicant, Clairvest and GCGC will provide the Board any additional persons who are relevant to this section as they become engaged in the RFA process.

M. APPLICATION FEE

The \$1 million application fee was paid by the Applicant as prescribed by the RFA.

N. CONTRACTS WITH STATE OF NEW YORK

The Applicant has not had and does not have any contracts with any department or agency of the State of New York.

O. CASINO MANAGER

GCGC will be the Manager of the casino complex pursuant to a management contract. Currently the arrangements are contained in an email between Clairvest and GCGC. Clairvest and GCGC have a solid working relationship and are comfortable with this documentation at this point in time. Said arrangements will be formalized in a contract as between the Applicant and GCGC when the Applicant is selected by the Board to develop a casino complex at Exit 27.

The base fee will be \$1,500,000 per year.

The annual performance bonus for the resort will be equal to 15% of the excess EBITDA above the Threshold EBITDA. This performance bonus will be capped at a maximum of \$1,000,000 per year. The Threshold EBITDA will be determined jointly by Clairvest and GCGC at Initial Close, and will be equal to the total capital required for the Resort as determined by Clairvest and GCGC, divided by 5.5.

P. ORGANIZATIONAL DOCUMENTS

PLEASE REFER TO:

- 1) 3-EXHIBIT VI. P.1. Incorporation Documents

[Florida Acquisition Corp., Clairvest Group Inc. and Great Canadian Gaming Corporation will complete this section of the RFA within 60 days of the date at which the New York Gaming Facility Location Board or the New York State Gaming Commission agree with the Applicant on the solution for the challenge of the License Fee as noted in the Executive Summary. As soon as the relevant information and or documents are available, they will be submitted to be added to this RFA response per Section 3.1.]

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EXECUTED FORMS