

## **MEMORANDUM OF UNDERSTANDING ("MOU")**

**OCCR ENTERPRISES, LLC** (the "**Developer**") and the **HUDSON VALLEY BUILDING & CONSTRUCTION TRADES COUNCIL** (the "**Council**") hereby agree as follows:

**WHEREAS**, the Developer, which is an indirect affiliate of The Cordish Companies and Penn National Gaming, intends to develop and construct a casino resort facility, including a hotel, in South Blooming Grove, New York (the "**Project**") in an efficient, safe, and timely manner using skilled workers with a total investment of approximately \$750 million (a substantial portion of which will be spent on construction);

**WHEREAS**, the Developer recognizes that the Council and its signatory contractors are a ready source for qualified workers who will be needed for the Project who have been trained in all aspects of the skills of the trade as well as in matters of safety; and

**WHEREAS**, the Developer recognizes that the Council and its signatory contractors have a record of completing their work on projects of this nature in a professional, efficient and timely manner:

1. The Developer hereby agrees that, with the exception of mutually agreed upon and discrete carve-outs, all work on the construction of the Project that falls within the jurisdiction of the Council shall be performed only by construction managers, contractors or sub-contractors of whatever tier who are signatory to collective bargaining agreements with the Unions affiliated with the Council. The scope shall include all construction on the purchased or leased properties of the Developer located in Orange County, New York that concern the Project, including subsidiary properties affiliated with the Project that are located in Orange County, New York. Construction, for the purpose of Section 1 of this MOU, shall include all clearing, site-work, demolition of any existing structures, road construction and entrances (unless precluded by New York State Laws), off-site parking, utility infrastructure work (unless precluded by New York State Laws), all building construction, all deliveries of asphalt, concrete, fill, granular materials and removal of all construction debris and other activities to be set forth in the PLA.

2. The Developer shall cause its construction manager, if any, and its general contractor(s) to execute and become party to a project labor agreement (the "**PLA**") that is in a form and substance that is mutually acceptable to the Developer and the Council.

3. This MOU and the PLA shall apply solely to work performed on the Project, and it shall have no application to any other project of the Developer or its affiliates, or to the work of the general contractor or any other contractor on any other project.

4. This MOU and the PLA shall cover successors and assigns of the Developer.

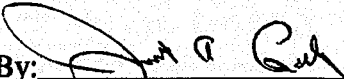
5. The PLA shall also address, to the mutual satisfaction of the Developer and the Council, construction work associated with the renovation and expansion of the Project.

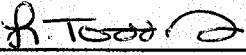
**OCCR ENTERPRISES, LLC,**

**HUDSON VALLEY BUILDING &  
CONSTRUCTION TRADES COUNCIL**

By: OCCR Enterprises Holdings, LLC, its  
Managing Member

By: PPE Casino Resorts NY, LLC,  
Member

By:   
Name: Jonathan A. Cordish  
Title: Member

By:   
Name: L. Todd Diorio  
Title: President HVBCA

04-16-2014  
Date

4/16/14  
Date