

Penn National Gaming, Inc.

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**OHIO STATE RACING COMMISSION  
RACE TRACK RELOCATION  
APPLICATION**

**Raceway Park, Inc. (Raceway Park)**

*June 2012*

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Copy

**Instructions**

1. The form accompanying these instructions shall be used by current horse racing permit holders eligible to move to new locations pursuant to House Bill 277. Approval of this application shall authorize relocation of the race track facility and shall also authorize re-location of existing permits to the extent authorized by Chapter 3769 and the rules promulgated for that Chapter.

**Applicant must submit an original and five (5) copies of the completed *Application to Relocate a Race Track Facility*, attachments and supporting documentation.**

2. Answer all questions completely. Racing Commission staff or the Racing Commissioners may request additional documents or information to assist in review of Applicant's proposed racing activity.
3. Attach separate sheets for answers that do not fit within the space provided. Any separate sheet should reference the question being answered by the question number and any sub-category.
4. The application must be submitted on 8 ½ by 11 inch paper. All documents must have page numbers. Attachments and supporting documentation should be tabbed and should include an index that identifies everything submitted by tab number, page number and title.
5. In any questions where "person" or "persons" appears, the term means the singular or plural form of any individual, partnership, association, corporation, Limited Liability Company, firm, trust or other business entity.
6. An Applicant is under a continuing duty to provide updates to this Application if circumstances change or if errors are discovered. This duty applies to all circumstances that result in the information in the Application being inaccurate or incomplete. Corrections and additions to the Application should be submitted immediately.
7. The *Application to Relocate a Race Track Facility* will not be considered until a complete packet is received. The complete packet must include:

- Completed original *Application to Relocate a Race Track Facility* and 5 copies of this document
- Applicable relocation fee
- Properly executed and notarized *Verification Statement*
- Certified copy of the Articles of Incorporation, or current by-laws or other governing document if Applicant is unincorporated
- Proof of registration/Certificate of Good Standing from the Ohio Secretary of State if Applicant is a foreign corporation
- Applicant's current organizational chart for key management staff
- Current audited financial statement**
- Site plan details which should include:** Please refer to the attached Addendum for Further Site Plan Details
  - Aerial photograph of the race track site property taken within the past 60 days
  - What county, township, city, village, school district and other governmental units exist where the race track site is located
  - Location of nearest fire and police stations (give distance in miles)
  - Location of the nearest hospital (give the distance in miles)
  - Zoning designation for the race track site and whether any variance will be required
  - Any local zoning or special use permits that must be obtained for the race track site including the procedure to obtain those permits, likely conditions to be placed on the permits and estimated date permits will be obtained
  - Identify the government subdivision whose local building code(s) govern the race track site
  - The exact number of miles (to 0.10 mile fractions) from the race track site to the center of the business districts of nearby cities with the population of those cities identified per data from the most recent federal census

*Ohio State Racing Commission Application to Relocate a Race Track Facility*

- The exact number of miles (to 0.10 mile fractions) from the race track site to all currently licensed for thoroughbred or harness racing by the Ohio State Racing Commission
- The exact number of miles (to 0.10 mile fractions) from the race track site to all satellite facilities currently licensed by the Ohio State Racing Commission

Submit the completed *Application to Relocate a Race Track Facility*, and the required supporting documentation to:

Ohio State Racing Commission  
Attention: Bill Crawford, Executive Director  
77 South High Street, 18<sup>th</sup> Floor  
Columbus, OH 43215

Note that an incomplete *Application* will cause delays in processing and where the failure to complete the form is ongoing, the *Application* may be rejected. Compliance with current rules of the Racing Commission as set forth in Administrative Code Chapter 3769 is required before approval is granted to move permits to a new location. The Racing Commission must approve the race track facility and its operation plan before racing begins at the location.

# Application to Relocate a Race Track Facility



Ohio State Racing Commission  
 77 S. High St. -- 18th Floor  
 Columbus, Ohio 43215-6108

**Section 1. Identification of the Applicant:**

A. Legal Name:	Raceway Park, Inc.
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B. Current location of the track:	5700 Telegraph Road, Toledo, OH 63412
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C. If applicant is an individual, give name and legal residence of applicant; if a partnership, association or trust, give name, legal residence and amount of interest of each associate, trustee or partner, whether general, limited or silent, the names of cestui que trusts or persons financially interested or holding an interest in applicant is equal to or greater than 5%.

Name	Home Address	Interest	Pct.
Applicant is not an individual, however, please see the attached Exhibit 1(C)			

D. Name, legal residence and title of all officers of applicant corporation.

Name	Home Address	Interest	Pct.
Please see the attached Exhibit 1(D)			

E. List names and addresses of all shareholders owning shares either of record or beneficially if the interest in applicant is equal to or greater than 5%. (Dummy holdings must be indicated in the list, and the real parties owning the equity therein must also be stated. Designate the holder of record and the beneficial holder separately, together with the shares owned by each.)

Holder of Record	Beneficial Holder	Address	Shares
Please see the attached Exhibit 1(E)			

**Ohio State Racing Commission Application to Relocate a Race Track Facility**

F. List bond/debenture/note holders. Include a statement showing provisions for amortization of bonds and notes:

Name	Address	Amount of bond, debenture or note	When due & amortization provisions
Please see the attached Exhibit 1(F)			

**Section 2. Describe the proposed location for the new race track:**

A. Street Address:	Please see the attached Exhibit 2(A)
City:	
County:	
Zip Code:	
Parcel Number(s):	

B. Legal description of the race track site property. (If the description is provided in an attachment, identify the attachment here.)	Please see the attached Exhibit (2)B.
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C. Does applicant own the property where the new race track will be located? If the answer is "No" provide a copy of the current lease agreement or all other documentation that gives Applicant the right to possession and use of the property.	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/> See Exhibit 2(C).
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D. Will business at the new location operate within a temporary facility?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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E. How many square feet of space will be available for OSRC operations?	<small>Current design plans allocate approximately 800 square feet of indoor space available for OSRC operations. Such space is illustrated in the preliminary facility renderings which are attached as Exhibit 3(H)A.</small>
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F. The following is an inventory of all property real and personal, owned or leased by said applicant, in any manner connected with the new race track location referred to herein:	
1. Legal description of real estate:	Please refer to Exhibit 2(B)
2. Other common description of buildings, location and use thereof:	The proposed location of the new VLT/Racing Facility is the former GM site location on Needmore Avenue
3. State general real estate	a. Tax assessed b. Paid by last tax bill <b>Please see Exhibit 2F-3.</b>
4. State the assessed valuation of all real estate:	Please refer to Exhibit 2F-3
5. State actual cost of all real estate and improvements	<small>All former buildings on the proposed site location for the new VLT/Racing Facility have been demolished. Applicant has not yet made any significant improvements to the site. The actual cost of the property was \$3,200,000</small>
6. State depreciation charged against improvements as shown by applicant's books:	<small>The applicant has not yet made any significant improvements to the proposed location for our new VLT/Racing facility in Dayton; therefore, no depreciation has yet been charged.</small>

F. Personal Property:	1. Description, location and use thereof:	N/A, however, please refer to Exhibit 2(F)
	2. Taxes on personal property as shown by last tax bill:	
	3. Taxes on personal property paid:	
	4. Assessed valuation as fixed by taxing bodies:	
	5. State the cost of personal property & depreciation charged against same as shown on books of applicant:	

*Ohio State Racing Commission Application to Relocate a Race Track Facility*

**Section 3. Description of Planned Business Activity:**

A. Estimated date the new facility will open:	Please see Exhibit 3(A)
B. Describe the nature of business that will be conducted on opening day:	Please see Exhibit 3(B)
C. If live racing will not begin on opening day, projected date when live racing will begin:	Please see Exhibit 3(C)
D. For each permit held by the Applicant, please list any necessary adjustments to live race days that are anticipated:	Please see Exhibit 3(D)
E. If simulcasting will not begin on opening day, please provide the projected date when simulcasting will begin:	We anticipate at this time that full card intrastate and interstate simulcasting will commence with the opening day of the new facility.

F Please provide the following for the representative of the Applicant who should be contacted regarding this Application:

1. Name:	Frank T. Donaghue
2. Title:	VP Regulatory Affairs and Chief Compliance Officer
3. Business or Firm:	Penn National Gaming, Inc.
4. Relationship to Applicant:	Company Executive
5. Street Address:	825 Berkshire Boulevard
6. City, State and Zip Code	Wyomissing, PA 19610
7. Business Phone Number(s):	610-401-2031
8. Business Fax Number(s):	610-373-2804

G. The following is a complete list of officials for the last race meeting conducted by the applicant, with the exact amount of salary and all other sums (such as bonuses but exclusive of dividends) paid to said officials for the year: Please see the attached Exhibit 3(G).

H. Applicant presents herewith an aerial composite photograph or detailed drawing of the land and buildings comprising the racing plant, marked "Exhibit A". Provide the following information: **Please see Exhibit 3(H) 1-8**

1. Number of barns on premises:	
2. Number of horse stalls and type of construction:	
3. Number of tack rooms:	
4. Number of feed rooms:	
5. Number of usable stalls in receiving (ship in) barn:	
6. What arrangements are made for stalls for any overflow of horses from the receiving (ship in) barn?	
7. Describe in detail security measures applicant will put into effect to police the stable area, including the number of persons to be employed in the stable area and their duties:	<b>Please see Exhibit 3(H)-7</b>
8. List personnel and equipment assigned to fire prevention and control in the stable area, and the frequency of fire drills involving employees and stable help during the requested racing meeting:	<b>Please see Exhibit 3(H)-8</b>

Verification Statement

State of PA

County of Berks : ss  
:

Raceway Park, Inc. ("Applicant")

Submits this application for a permit to conduct a horse race meeting pursuant to Ohio Revised Code Chapter 3769 and the rules promulgated for that Chapter.

The person signing this verification statement represents that he or she is authorized to sign this *Application* on behalf of the Applicant and has the ability to bind the Applicant as follows:

- If the Applicant is an individual, then this *Application* is being signed and verified under oath by that individual;
- If the Applicant is more than one person, or a partnership then the *Application* is being signed and verified under oath by one of the individuals or a member of the partnership;
- If the Applicant is an association, trust, or corporation, then the *Application* is being signed by its president or vice-president and attested by the secretary or assistant secretary under the seal of the association, trust, or corporation, if it has a seal, and is also being verified under oath by one of the officers signing the *Application*.

The signer verifies that all contents of this *Application to Relocate a Race Track Facility*, its attachment and supporting documentation are true and accurate and further acknowledges the continuing duty to provide updates to this *Application* if circumstances change or if errors are discovered.

Signed,

*Timothy J. Wilmott*

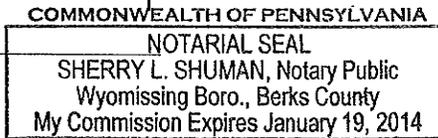
Name: Timothy J. Wilmott  
Title: President/CEO

Subscribed and sworn to before me on this 28th day of June, 2012.

*Sherry L. Shuman*

Notary Public

My commission expires on \_\_\_\_\_



Waiver of Liability

Applicant is making application to relocate its current permits and race track facility. The undersigned represent(s) that I/we are authorized to execute this *Waiver of Liability* on behalf of Applicant and have the authority to bind Applicant by signing this document. Each person signing, on behalf of Applicant, hereby waives liability as to the State of Ohio, its subdivisions, instrumentalities and agents, for any damages resulting to the Applicant, its agents, officers, directors, or assigns as a result of or from any disclosure or publication in any manner, other than a willfully unlawful disclosure or publication, of any material or information acquired during the licensing process or during any inquiries, investigations or meeting or hearings related to the application process.

I/we am/are aware that false or misleading statements will be cause for rejection of this *Application to Relocate a Race Track Facility* or revocation of this *Application to Relocate a Race Track Facility*, and any existing horse racing permit(s) or license(s) I hold within the State of Ohio. False or misleading statements may also subject me to civil or criminal penalties under Ohio law.

**Raceway Park, Inc.**

Applicant's Name

BY:

*Timothy J. Wilmott*

Signature of Chief Executive Officer

**Timothy J. Wilmott**

Printed Name of Chief Executive Officer

Subscribed and sworn to before me on this 28<sup>th</sup> day of June, 2012.

*Sherry L. Shuman*

Notary Public

My commission expires on \_\_\_\_\_  
COMMONWEALTH OF PENNSYLVANIA

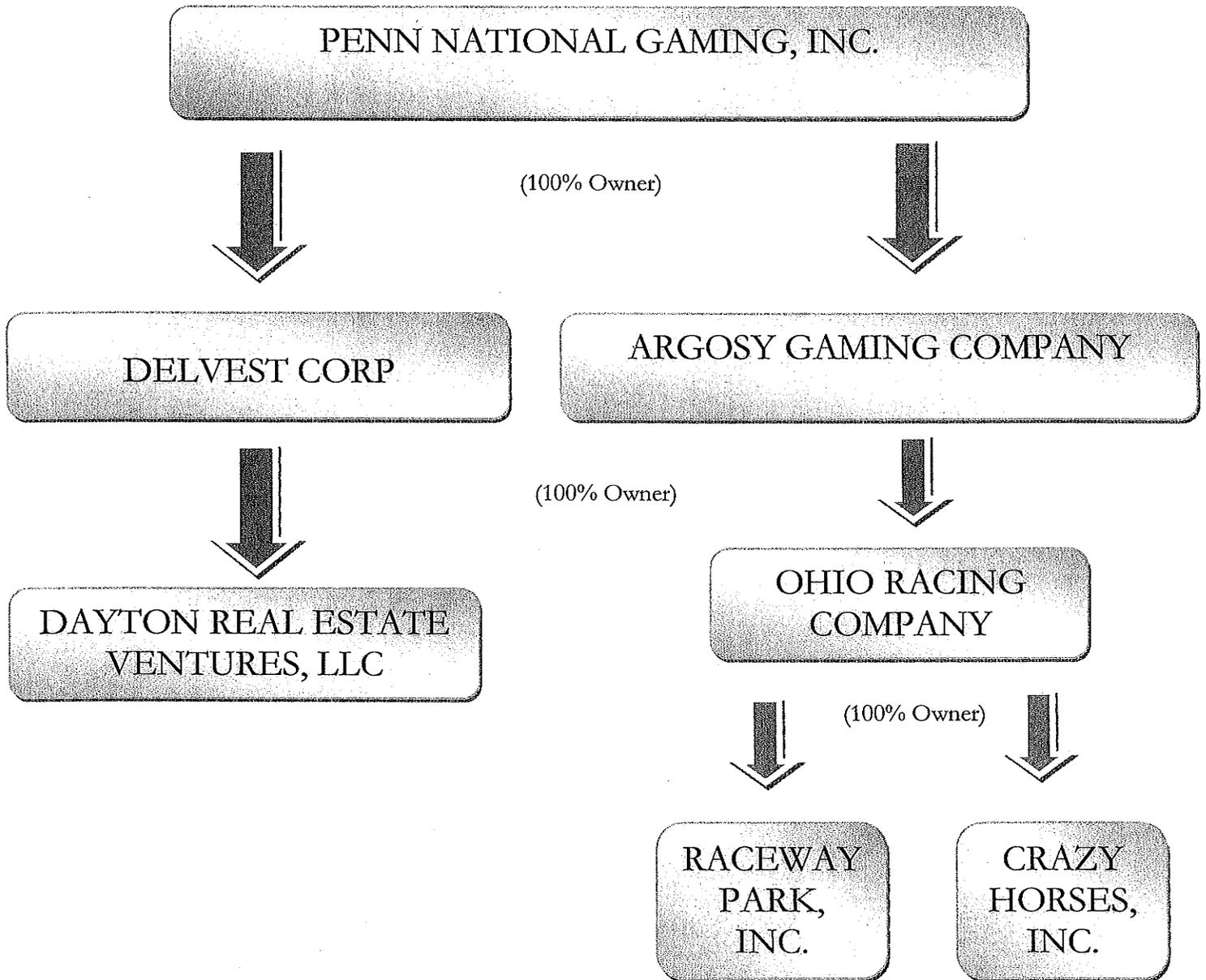
NOTARIAL SEAL  
SHERRY L. SHUMAN, Notary Public  
Wyomissing Boro., Berks County  
My Commission Expires January 19, 2014







**EXHIBIT 1(C)**







**EXHIBIT 1(D)**

*D. Name, legal residence and title of all officers of applicant corporation.*

**Raceway Park, Inc. - OH Corp.**

Officers:

**Timothy J. Wilmott - Chairman, Chief Executive Officer and President**

[REDACTED]  
[REDACTED]

**John V. Finamore – Vice President**

[REDACTED]  
[REDACTED]

**Robert S. Ippolito - Secretary and Treasurer**

[REDACTED]  
[REDACTED]

Directors:

**Timothy J. Wilmott**

**Robert S. Ippolito**





**EXHIBIT 1(E)**

*List names and addresses of all shareholders owning shares either of record or beneficially if the interest in applicant is equal to or greater than 5%. (Dummy holdings must be indicated in the list, and the real parties owning the equity therein must also be stated. Designate the holder of record and the beneficial holder separately, together with the shares owned by each.)*

The applicant, Raceway Park, Inc., is 100% owned by Ohio Racing Company, which in turn is 100% owned by Argosy Gaming Company which, in turn, is 100% owned by Penn National Gaming, Inc (Penn). Penn is a publicly traded corporation, NASDAQ (PENN). Please also see **Exhibit 1C**.





**EXHIBIT 1(F)**

*List bond/debenture/note holders. Include a statement showing provisions for amortization of bonds and notes:*

The applicant, Raceway Park, Inc. has no external debt. However, substantially all of the applicant's assets are pledged as collateral against the Senior Secured Credit facility of Penn National Gaming, Inc. See the attached Debt Chart for a summary of outstanding Penn debt. You may also refer to our website at [pngaming.com](http://pngaming.com) for a complete copy of Penn's \$2.15 billion Senior Secured Credit Agreement.

**LONG TERM DEBT**  
**PENN NATIONAL GAMING, INC (PNGI) DEBT SCHEDULE**

Debt	Borrower	Lenders (1)	Capacity	Balance (2)	Collateral (4)	Duration (3)	Expiration	Repayment
Term A	Penn National Gaming, Inc.	Wells Fargo Bank, N.A	700,000,000	673,750,000	Substantially all of the assets of the company	5 Yrs	7/14/2016	\$8.75M quarterly payments from 9/30/11 to 6/30/13 and \$13.125M quarterly payments from 9/30/13 to 6/30/14; and \$17.5M quarterly from 9/30/14 to 3/31/16. Balance of \$455M due 7/14/16.
Term B	Penn National Gaming, Inc.	Wells Fargo Bank, N.A	750,000,000	744,375,000	Substantially all of the assets of the company	7 Yrs	7/14/2018	\$1.875M quarterly payments from 9/30/11 to 3/31/18. Balance of \$699,375M due 7/14/18.
Revolver	Penn National Gaming, Inc.	Wells Fargo Bank, N.A	700,000,000	346,000,000	Substantially all of the assets of the company	5 Yrs	7/14/2016	Balance due at Maturity
Sub Notes 8.75%	Penn National Gaming, Inc.	Public Notes		325,000,000	Unsecured	10 Yrs	8/15/19	Balance due at Maturity
Capital Leases	Penn National Gaming, Inc.	Various		2,185,000		Various	Various	
Letters of Credit	Penn National Gaming, Inc.	Various		23,921,029		Various	Various	

05/17/12

1. Wells Fargo Securities, LLC; Merrill Lynch, Pierce, Fenner S. Smith, Inc., Commerz Markets, LLC, RBS Securities Inc., and UBS Securities, LLC are joint lead arrangers.
2. Balance as of May 17, 2012.
3. Duration is from Inception date.
4. Collateral referenced only includes the assets of PNGI and its restricted subsidiaries. The assets of unrestricted PNGI subsidiaries (as indicated in Item 1) are not collateral for this debt.

Section 2

A

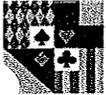


**EXHIBIT 2(A)**

*Describe the proposed location for the new race track:*

The property is the former General Motors Delphi auto site. The property consists of approximately 125 acres located at 3100 Needmore Road in the City of Dayton, Montgomery County. For a more detailed description of location see **Exhibit 2(B)**.

B



**EXHIBIT 2(B)**

*Legal description of the race track site property. (If the description is provided in an attachment, identify the attachment here.)*

The property is the former General Motors Delphi auto site. The property consists of approximately 125 acres located at 3100 Needmore Road in the City of Dayton, Montgomery County. Please also see the attached Legal Description.

EXHIBIT "A"

Situate in Section 11, Town 2, Range 6 East, City of Dayton, County of Montgomery, State of Ohio and being all of Lot Numbers 76628, 76629, 79150 and Part of Lot Numbers 76627, 76630, 76631, 76635, 76636, 76637 and 79151 all of the Revised and Consecutive Numbers of Lots on the Plat of the City of Dayton, as conveyed to General Motors Corporation in Deed MF 79-538 B06, all of Lot Number 79149 as conveyed to General Motors Corporation in Deed Book 2205, Page 150 and all of Lot Numbers 76648 and 76649 as conveyed to General Motors Corporation in Deed Book 2234, Page 702, more particularly described as follows: (all references to deed books, official records, microfiche numbers, instrument numbers, survey records and/or plats refer to the Montgomery County Recorder's Office, Montgomery County, Ohio): Beginning at a 5/8" iron pin set at the intersection of the West right-of-way line of Wagner Ford Road and the South right-of-way line of Needmore Road; Thence along the West right-of-way line of Wagner Ford Road, the following Twelve courses: 1) South 02°34'03" West, a distance of 650.55 feet to a 5/8" iron pin set; 2) Along a curve to the right a distance of 468.34 feet (Radius: 2370.00 feet, Delta: 11°19'20", Chord Bearing: South 08°13'43" West, Chord Length: 467.57 feet) to a 5/8" iron pin set; 3) South 13°53'23" West, a distance of 177.34 feet to a 5/8" iron pin set; 4) Along a curve to the right, a distance of 675.52 feet (Radius: 2170.00 feet, Delta: 17°50'10", Chord Bearing: South 22° 48' 28" West, Chord Length: 672.79 feet) to a 5/8" iron pin set; 5) South 31°43'33" West, a distance of 1056.41 feet to a 5/8" iron pin set; 6) Along a curve to the left, a distance of 244.37 feet (Radius: 1230.00 feet, Delta: 11° 23' 00", Chord Bearing: South 26°02'03" West, Chord Length: 243.97 feet) to a (3/4)" iron pin found; 7) South 20°20'33" West, a distance of 119.74 feet to a (3/4)" iron pin found; 8) Along a curve to the right, a distance of 229.43 feet (Radius: 3970.00 feet, Delta 03°18'40", Chord Bearing: South 21°59'53" West, Chord Length: 229.39 feet) to a 5/8" iron pin set; 9) South 23°39'13" West, a distance of 445.87 feet to a 5/8" iron pin set; 10) Along a curve to the right a distance of 170.42 feet (Radius: 1770.00 feet, Delta: 05°31'00", Chord Bearing: South 26°24'43" West, Chord Length: 170.36 feet) to a 5/8" iron pin set; 11) South 29°10'13" West a distance of 372.51 feet to a 5/8" iron pin set; 12) Along a curve to the right, a distance of 132.59 feet (Radius: 1970.00 feet, Delta: 03°51'22", Chord Bearing: South 31°05'54" West, Chord Length: 132.56 feet) to a 5/8" iron pin set on the East line of said Lot 76649; Thence along the East line of said Lot 76649, South 02°46'40" West, a distance of 23.27 feet to a Mag nail set on the North line of Lot 79168; Thence along the North line of said Lot 79168, South 89°46'06" West, passing a 5/8" iron pin found on the West right-of-way line of Wagner Ford Road at 14.25 feet, a total distance of 268.04 feet to a 5/8" iron pin set at the Southeast corner of Lot Number 79166; Thence along the East line of said Lot 79166 and the East line of Lot Number 79164, North 03°04'21" East, a distance of 1461.43 feet to a (1/2)" iron pin found in concrete at the Southeast corner of Lot Number 79162; Thence along the East line of said Lot 79162, North 03°13'00" East, a distance of 781.90 feet to a (1/2)" iron pin found in concrete at the Southeast corner of Lot Number 79161; Thence along the East line of said Lot 79161, North 03°05'10" East, a distance of 762.80 feet to a (1/2)" iron pin found in concrete at the Southeast corner of Lot Number 79158; Thence along the East line of said Lot 79158, North 01°59'40" West, a distance of 680.80 feet to a 5/8" iron pin set at the Southeast corner of Lot Number 79157; Thence along the East line of said Lot 79157, North 03°56'00" West, a distance of 564.92 feet to a 5/8" iron pin set on the South right-of-way line of Needmore Road at the Southwest corner of a 2.45 acre tract conveyed to the Board of County Commissioners of Montgomery County, Ohio in Deed Book 2369, Page 346; Thence along the South right-of-way line of Needmore Road and the South line of said 2.45 acre tract, North 86°00'43" East, a distance of 353.02 feet to a 5/8" iron pin set; Thence continuing along the South right-of-way line of Needmore Road and the South line of said 2.45 acre tract, North 81°41'25" East, a distance of 605.05 feet to a 5/8" iron pin set on the South line of a 1.437 acre tract conveyed to the

**Board of County Commissioners of Montgomery County, Ohio in Deed Book 1863, Page 663; Thence continuing along the South right-of-way line of Needmore Road and the South line of said 1.437 acre tract, North 89°05'50" East, a distance of 911.87 feet to the place of beginning. Containing 119.448 acres, more or less. Basis of Bearings: South right-of-way line of Needmore Road - North 89°05'50" East - Deed MF 79-538 B06. A ( 5/8" iron pin set) refers to a 30" long rebar with a plastic identification cap stamped "Haley-Dusa 6819". This description is based upon a field survey conducted under the supervision of John P. Haley, Registered Surveyor, Ohio License Number 6819, in July of 2010 as filed in Montgomery County Engineer's Office Record of Land Surveys, Survey Record Volume 2010, Page 0195.**

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D



**EXHIBIT 2(C)**

*Does applicant own the property where the new race track will be located? If the answer is “No” provide a copy of the current lease agreement or all other documentation that gives Applicant the right to possession and use of the property.*

The applicant Raceway Park, Inc. will not own the real estate on which the relocated racetrack/VLT facility will sit. The real estate is owned by Dayton Real Estate Ventures, LLC. Both Raceway Park, Inc. and Dayton Real Estate Ventures, LLC are ultimately 100% owned by Penn National Gaming, Inc. (through certain subsidiaries). Please refer to Exhibit 1(C). Penn National expects to develop an intercompany lease agreement between HJC/PDC Holdings and Youngstown Real Estate Ventures, LLC; however, the details of that agreement have not yet been established. When developed, a copy of the intercompany lease agreement will be provided to the Commission.





**EXHIBIT 2(F)**

***Personal Property:***

Since the applicant has not yet made any significant improvements to the proposed site of the new VLT/Racing facility in the City of Dayton, there is not yet any significant personal property associated with the new location. The applicant does have personal property associated with is existing racing facility in Toledo, Ohio, some of which we expect to move to the new facility. Details on the cost, value, depreciation and taxes on the aggregate personal property of the existing facility can be provided upon request; however, Applicant have not yet determined which assets may be moving to the new location

1. *Description, location and use thereof:* N/A
2. *Taxes on personal property as shown by last tax bill:* N/A
3. *Taxes on personal property paid:* N/A
4. *Assessed valuation as fixed by taxing bodies:* N/A
5. *State the cost of personal property & depreciation charged against same as shown on books of applicant:* N/A





**EXHIBIT 2(F) - 3**

*State general real estate*

*a. Tax assessed*

*b. Paid by last tax bill*

The property consists of two (2) parcels that have a tax mailing address of 4701 Wagner Ford Road.

a. The tax assessed on each parcel is as follows:

Parcel No.	Tax Assessed (\$)
R72-17003-0002	\$ 169,724.26 (\$110,491.82 for tax year 2011 plus \$59,232.44 from prior year adjustments)
R72-117011-0001	\$ 23,056.97
<b>Total</b>	<b>\$ 192,781.23</b>

b. The amount paid by last tax bill is as follows:

Parcel No.	Tax Paid by Last Tax Bill (\$)
R72-17003-0002	\$ 0.00 (2011 liability is currently unpaid)
R72-117011-0001	\$ 0.00 (2011 liability is currently unpaid)
<b>Total</b>	<b>\$ 0.00</b>

This information is current as of June 22, 2012 with Montgomery County.



A



**EXHIBIT 3(A)**

***Description of Planned Business Activity:***

***A. Estimated date the new facility will open:***

A detailed timeline is still being developed but we have tentatively determined to be open sometime in 2014 depending on the progress of planning, permitting and construction of the facility.

B



**EXHIBIT 3(B)**

***Description of Planned Business Activity:***

***B. Describe the nature of business that will be conducted on opening day:***

Upon opening, applicant will conduct VLT gaming, simulcasting, catering and F&B operations. As far as live racing goes, applications for live racing dates for 2013 are required by the Ohio State Racing Commission by August 15, 2012. We anticipate applying for racing dates for our Raceway Park, Inc. permit at Raceway Park in Toledo, OH for the calendar 2013 season. Based on the preliminary construction schedule of our new Dayton racing facility, we may apply to the OSRC for amended racing dates at the new location to coincide with the opening of that facility.

If the timing of the opening for the Dayton location is not during a scheduled live race meet, we anticipate the conduct of full card intrastate and interstate simulcasting commencing on opening day of the new facility.





**EXHIBIT 3(C)**

***Description of Planned Business Activity:***

*C. If live racing will not begin on opening day, projected date when live racing will begin:*

The facility's targeted opening date is subject to factors that are still to be determined. We anticipate factoring in the schedules of other racetracks within the region as well as the representative horsemen's organizations for each breed to create a sustainable racing circuit and to promote quality racing.

D



**EXHIBIT 3(D)**

***Description of Planned Business Activity:***

*D. For each permit held by the Applicant, please list any necessary adjustments to live race days that are anticipated:*

Since the facility will be located in a market with existing same breed racetracks, we wish to work with the OSRC, the regional racetracks and the representative horsemen' organizations to create a sustainable racing schedule that promotes quality racing, full fields and opportunities to promote live horse racing in a positive light. We anticipate changes from our current live racing schedule at our respective Raceway Park operation, but the amount of live racing date changes is still subject to many variables and factors that are still to be determined





Raceway Park (Raceway Park, Inc.) – OSRC Application to Relocate Race Track Facility

**Exhibit 3G**

*G. The following is a complete list of officials for the last race meeting conducted by the applicant, with the exact amount of salary and ll other sums (such as bonuses but exclusive of dividends) paid to said officials for the year:*

<u>Name</u>	<u>Position</u>	<u>Paid in 2011</u>
William McLaughlin	General Manager	[REDACTED]
To Be Filled by Commission	Presiding Judge	[REDACTED]
Mark Peters	Associate Judge	[REDACTED]
James Fry	Associate Judge	[REDACTED]
Bruce Patterson	Starter	[REDACTED]
Anthony Clark	Director of Racing	[REDACTED]
Debbie Shaner	Assistant Racing Secretary	[REDACTED]
Joseph Ives	Paddock Judge	[REDACTED]
Julie DeMull	Clerk of Course	[REDACTED]
Bruce Patterson	Patrol Judge	[REDACTED]
Dr. George Reddin	Track Veterinarian	[REDACTED]
Ron Hornyak	Director of Admissions	[REDACTED]
Ron Sobczak	Announcer	[REDACTED]
Ron Hornyak	Mutuel Manager	[REDACTED]
Bruce Patterson	Plant Superintendent	[REDACTED]
KPMG	Accountant	[REDACTED]
Bruce Patterson	Track Maintenance Supt.	[REDACTED]
Jonathon Curtis	Chief of Security	[REDACTED]
William McLaughlin	Marketing/Publicity Dir.	[REDACTED]
Jojuana Fisher	Photo Finish/Timer	[REDACTED]
Conrad Photography	Track Photographer	[REDACTED]
Debbie Shaner	Handicapper	[REDACTED]
Darlene Ives	Identifier	[REDACTED]
Ryan Kelso	Track Paramedic	[REDACTED]
Julie DeMull & Debbie Shaner	Program Director(s)	[REDACTED]
Debbie Shaner	Horsemen's Bookkeeper	[REDACTED]
Anthony Clark	Stable Superintendant	[REDACTED]
Patricia Button	Outrider	[REDACTED]
Ron Hornyak	Simulcast Coordinator	[REDACTED]

*Confidential!*





### **EXHIBIT 3(H) 1-8**

***Description of Planned Business Activity:***

*H. Applicant presents herewith an aerial composite photograph or detailed drawing of the land and buildings comprising the racing plant, marked "Exhibit A". Provide the following information:*

See attached **Exhibit 3(H)-A** for an aerial composite photograph and detailed preliminary drawings of the land and buildings comprising the VLT facility and racing plant.

***1. Number of barns on premises:***

- a. 3 Ship in Barns
- b. 1 Race Paddock

***2. Number of horse stalls and type of construction:***

- a. 50 per Ship in Barn for a total of 150
  - i. Wood Pole Construction
- b. 80 in Paddock Barn
  - ii. Metal Structure with CMU Stalls

***3. Number of tack rooms:***

- a. Since this is a Ship-in-Barn facility provisions will be made to house short term storage

***4. Number of feed rooms:***

- a. Since this is a Ship in Barn facility, provisions will be made to house short term storage

***5. Number of usable stalls in receiving (ship in) barn:***

- a. 150 (50 per Barn)

***6. What arrangements are made for stalls for any overflow of horses from the receiving (ship in) barn?***

We do not anticipate any overflow of horses as the schedule will dictate the number of horses received on a daily basis

***7. Describe in detail security measures applicant will put into effect to police the stable area, including the number of persons to be employed in the stable area and their duties:***

See **Exhibit 3H-7**

***8. List personnel and equipment assigned to fire prevention and control in the stable area, and the frequency of fire drills involving employees and stable help during the requested racing meeting:***

See **Exhibit 3H-8**

**A**



Raceway Park (Raceway Park, Inc.) – OSRC Application to Relocate Race Track Facility

**EXHIBIT 3H(A)**

*H. Applicant presents herewith an aerial composite photograph or detailed drawing of the land and buildings comprising the racing plant, marked Exhibit "A."*

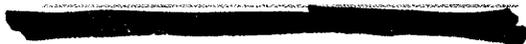
Please see the attached preliminary drawings





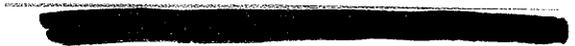






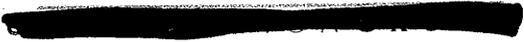




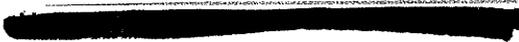




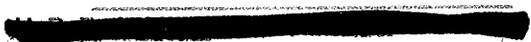


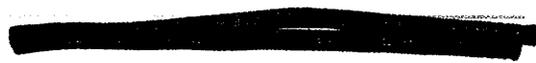






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**Exhibit 3H-7**

*Describe in detail security measures applicant will put into effect to police the stable area, including the number of persons to be employed in the stable area and their duties:*

On non “Live” racing days during the season, we expect to position one guard at the main stable area gate during the days and times designated for “training” of horses.

The main stable area gate guard’s responsibilities are to:

- Sign in horses that have entered the grounds to utilize the racetrack for training purposes.
- Assign stalls in the “ship-in” barn for their use on that day.
- Make sure all persons entering the restricted stable area have a current OSRC license, and record such information of the person on the sign in sheet.
- Make sure the stable area is vacated at the appropriate time, and then secure and lock the stable area gate, once all horses and people have vacated the premises.
- During live racing days, a minimum of three people are used to secure the stable area.

Additionally such guard’s duties include:

- Barn stall assignments are predetermined, when a trainer/driver arrives at the facility the guards check to make sure the trainer/driver has the correct amount of horses they are supposed to have. Stable barn assignments may be changed but only if absolutely necessary.
- Check everyone in the vehicle for a valid OSRC license.
- On a separate log-in sheet the driver of the vehicle lists information such as, the names of the horses they are shipping in, the vehicle drivers name and trainer name (if different), OSRC license number, vehicle passengers names, and the vehicle passenger OSRC license number.
- The guards then complete the login sheet by writing in the date/time in, and initial the login sheet.
- Guards are also responsible for making sure the vehicle parking is orderly and not out of control.
- Visitor passes are issued by the guards upon arrival at the stable gate, ONLY trainers may sign a visitor in; the visitor must be 16 or older and may only receive 3 guest passes throughout the year. This information is recorded by the guards.
- When there is time one guard will perform foot patrols through the stable area to make sure there are no immediate problems.

An hour and a half before live racing starts, one guard is placed at the entrance of the paddock area. Their responsibilities will include:

- making sure horsemen, trainers, and caretakers sign in before entering the paddock
- Ensure that no one under the age of 16 is permitted into the paddock area
- Prevent persons from using their cell phone while inside the paddock area



Raceway Park (Raceway Park, Inc.) – OSRC Application to Relocate Race Track Facility

- Make sure anyone in the paddock area has a specific reason to be there
- Ensure everyone in the paddock area has their OSRC license on their person.

The main stable will be staffed for 24 hours a day during racing, beginning on noon Saturday, and ending at 6:00 a.m. on Monday. The stable area will then be secured at that time, as the area is closed to the horsemen on Mondays.

Additional security personnel will also be assigned to racing and VLT areas as needed.





**Exhibit 3H-8**

*List personnel and equipment assigned to fire prevention and control in the stable area, and the frequency of fire drills involving employees and stable help during the requested racing meeting:*

The following personnel are expected to be assigned to fire prevention and control during the racing meeting:

- On an ongoing basis, the maintenance crew regularly inspects the barns for possible fire hazards, and makes sure that the fire extinguishers are in place and in proper and working order.
- Security will patrol the barns during the live racing performance and will be on the lookout for any potential fire or safety hazards. In addition, they regularly inspect the fire alarm system panel to make sure that it is in working order. In the event of an actual fire, they would notify 911 of the situation, secure the area until the fire department arrives, and direct them once they arrive to the facility.
- Property first aide staff would attend to any persons injured during an actual fire.
- If there are horses in the barns during a fire, caretakers of the horse would make an effort to let the horses out of the barn, as long as it was safe enough to do so, and no human lives would be in danger.

All facilities with the exception of the material storage sheds are provided with a fire suppression system.

In addition, the ship-in barns will have numerous fire extinguishers in various spots throughout the barns, which are clearly labeled. The fire extinguishers will be checked on a regular basis by the fire inspector to ensure they have current certifications and are in working order. Each barn will have working smoke and heat detectors that are regularly checked by the maintenance department to make sure that they are functioning properly. During the year, there are regularly scheduled fire drills for the facility.



### Further Site Plan Details

The applicant also provides the following site plan details

Aerial photograph of the race track site property taken within the past 60 days.  
See refer to **Exhibit 3(H)-A**.

What county, township, city, village, school district and other governmental units exist where the race track site is located

- a. County : Montgomery
- b. Township : Harrison
- c. City of Dayton
- d. Dayton City Schools

Location of nearest fire and police stations (give distance in miles)

- a. Harrison Township Police - 1.6 miles
- b. City of Dayton Police Substation - 3.6 miles

Location of the nearest hospital (give the distance in miles)

- a. Grandview Hospital - 4.3 miles

Zoning designation for the race track site and whether any variance will be required

- a. The Current zoning district does not accommodate this development thus a "Planned Development" is being submitted to the City of Dayton. We anticipate obtaining approvals on October 17, 2012.

Identify the government subdivision whose local building code(s) govern the race track site

- a. City of Dayton and Montgomery County

The exact number of miles (to 0.10 mile fractions) from the race track site to the center of the business districts of nearby cities with the population of those cities identified per data from the most recent federal census

- a. City of Dayton, downtown - 4.9 miles
- b. 141,527 per 2010 US Census Data

The exact number of miles (to 0.10 mile fractions) from the race track site to all currently licensed for thoroughbred or harness racing by the Ohio State Racing Commission  
Please see the attached spreadsheet detailing the distances

**Information required pursuant to proposed rule HB 386**

1. Track length, width, design or materials
  - a. 5/8 Mile long, approximately 80' wide. A national track consultant is currently engaged to design the track and at this time the track material is unavailable.
2. Public facility components, including access and sanitary facilities
  - a. Paddock Barn will house separate employee and public sanitary facilities
3. Grandstand components including betting areas and sanitary facilities
  - a. Theater seating and box seating are provided
  - b. A combined self-bet/full-service betting area.
  - c. Public separate male and female restrooms are provided
4. Clubhouse components including betting areas and restaurants and offices
  - a. Terraced Dining, Concourse Dining and Sports bar
  - b. Simulcast Theater with concession area
  - c. Racing support offices are provided along with separate offices for the racing officials
5. Facilities for licenses, race horses in barn and stable area
  - a. Licensing offices are located in the Paddock barn
6. Other buildings for driver, jockey and groom quarters and recreation halls;
  - a. Drivers' quarters includes separate male and female locker rooms with a sitting lounge and a self-service snack area.
  - b. No groom quarters are required
7. Zoning details and whether variance needed or any special permits needed
  - a. Planned Development permit is required
8. List of equipment to prevent fire prevention
  - a. Please refer to **Exhibit 3H-8**

**DISTANCE TO OTHER OSRC LICENSED FACILITIES**

The exact number of miles (to 0.10 mile fractions) from the race track site to all currently licensed for thoroughbred or harness racing by the Ohio State Racing Commission and all satellite facilities currently licensed by the Ohio State Racing Commission

OSRC Licensed Facility	Facility Type	Street	City, State, Zip	Distance To: Hollywood Slots at Dayton Raceway 4701 Wagner Ford Road, Dayton, OH 45414 (Lat. 39.81635, Long. -84.17100)
Beulah Park	Thoroughbred & Quarterhorse	3664 Grant Avenue	Grove City, OH 43123	57.0
Cedar Downs	OTB	1935 Cleveland Road	Sandusky, OH	136.9
Lebanon Raceway	Harness Racing	655 N. Broadway	Lebanon, OH 45036	25.6
Northfield Park	Harness Racing	10705 Northfield Road	Northfield, OH 44067	174.5
Raceway Park	Harness Racing	5700 Telegraph Rd.	Toledo, OH 43612	135.6
River Downs	Thoroughbred & Quarterhorse	6301 Kellogg Ave.,	Cincinnati, OH 45230	54.3
Scioto Downs	Harness Racing	6000 S. High St.	Columbus, OH 43207	62.3
Thistledown	Thoroughbred	21501 Emery Rd.	Cleveland, OH 44128	178.0