

COOPERATION AGREEMENT
for
DEVELOPMENT OF AN ENTERTAINMENT DISTRICT TO
INCLUDE CASINO GAMING

THIS COOPERATION AGREEMENT (the "Cooperation Agreement") is entered into as of the 18th day of November, 2019, by and between the CITY OF PORTSMOUTH, VIRGINIA, a political subdivision of the Commonwealth of Virginia (the "City"), and ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF PORTSMOUTH, VIRGINIA, a political subdivision of the Commonwealth of Virginia (the "EDA").

WHEREAS, EDA owns certain property consisting of approximately 50 acres located in the Victory Crossing area of the City with direct interstate access and highway visibility (the "Site"); and

WHEREAS, by Resolution adopted by EDA on July 16, 2019 and Resolution R-19-25 adopted by City Council on July 23, 2019, EDA and the City expressed the joint desire to develop an entertainment district on the Site to include casino gaming; and

WHEREAS, EDA has now entered into, or intends to enter into, a Memorandum of Understanding with Rush Street Gaming LLC regarding the use of the Site for development of an entertainment district to include casino gaming (the "MOU");

NOW THEREFORE IT IS AGREED by the parties to cooperate as follows:

1. The City and EDA agree to cooperate in attempting to cause development of the Site as an entertainment district to include casino gaming as follows:
 - a. The City shall provide such support as is reasonably required for EDA to comply with the terms and conditions of the MOU; and
 - b. The City agrees to comply with all provisions of the MOU binding upon EDA, including expressly and without limitation the exclusivity provision.
2. Nothing herein shall be construed as a waiver of City Council's legislative discretion regarding zoning and permitting applications.
3. This Cooperation Agreement may be executed in counterparts.

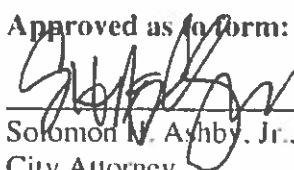
IN WITNESS WHEREOF, this Cooperation Agreement has been executed on behalf of the EDA and the City as of the date first above stated.

**CITY OF PORTSMOUTH,
VIRGINIA**

By: _____


Dr. L. Pettis Patton, City
Manager

Approved as to form:



Solomon W. Ashby, Jr.,
City Attorney

**ECONOMIC DEVELOPMENT
AUTHORITY OF THE CITY OF
PORTSMOUTH, VIRGINIA**

By: _____


Don Scott, Chairman