

Adler Declaration Exhibit 32

**Caesars Entertainment Corporation
(a Delaware corporation)**

**Unanimous Written Consent of Members of the Human Resources Committee
in Lieu of Meeting**

May 28, 2014

The undersigned, being all of the members of the Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of Caesars Entertainment Corporation, a Delaware corporation (the "Company"), **DO HEREBY CONSENT** to the taking of the following actions in lieu of a meeting of the Committee and **DO HEREBY ADOPT** the following resolutions by unanimous written consent (this "Written Consent") pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

(i) 2014 Performance Incentive Plan.

WHEREAS, the Committee has determined that it is in the best interests of the Company, Caesars Entertainment Operating Company, a Delaware corporation and subsidiary of the Company ("CEOC") and their respective stockholders to promote the success of the Company and CEOC by providing an additional means, through the grant of CEOC equity-based compensation awards, to motivate, retain and reward selected employees, officers, directors, consultants and advisors of the Company, CEOC and their respective subsidiaries;

WHEREAS, in furtherance thereof, the Committee authorizes the adoption of the Caesars Entertainment Operating Company, Inc. 2014 Performance Incentive Plan (the "CEOC PIP") by the Board of Directors of CEOC (the "CEOC Board");

WHEREAS, subsequent to this authorization by the Committee to adopt the CEOC PIP, the CEOC Board will approve entry into a Certificate of Amendment to its amended and restated Certificate of Incorporation to split all of the issued and outstanding common stock of CEOC, par value \$.01 (the "Common Stock") whereby each share of Common Stock issued and outstanding by CEOC immediately prior to such stock split will be converted into 1,000 shares of Common Stock issued and outstanding immediately subsequent to such stock split (the "Stock Split"); and

NOW, THEREFORE, BE IT:

RESOLVED, that, the Committee authorizes the CEOC Board to adopt and approve the CEOC PIP, substantially in the form attached hereto as Exhibit A; and it is further

RESOLVED, that, the Committee authorizes the CEOC Board to approve the grant of an aggregate of up to 86,936 shares of Common Stock, representing up to 6%

of the total outstanding shares of Common Stock of CEOC following the Stock Split, to be delivered as awards granted under the CEOC PIP; and it is further

RESOLVED, that, the CEOC Board is directed to adopt a form of stock award agreement under the PIP, substantially in the form attached hereto as Exhibit B.

(ii) Authorization of Grant of Common Stock.

WHEREAS, the Committee has determined it is advisable and in the best interests of its stockholders of the Company and CEOC to make grants of Common Stock, pursuant to the CEOC PIP, to selected employees, officers, directors, consultants and advisors of the Company, CEOC and their respective subsidiaries; and

NOW, THEREFORE, BE IT:

RESOLVED, that, the Committee hereby authorizes the CEOC Board to approve the grants of shares of Common Stock under and in accordance with the terms of the CEOC PIP and the form award agreement, substantially in the form attached hereto as Exhibit B, to the individuals set forth on Schedule 1 attached hereto.

(iii) Authorization of Form Award Agreement under the Caesars Entertainment Corporation 2012 Performance Incentive Plan.

WHEREAS, the Committee has determined that it is advisable and in the best interest of the Company to adopt that certain form of stock option award agreement under the Caesars Entertainment Corporation 2012 Performance Incentive Plan (the "CEC PIP"), substantially in the form attached hereto as Exhibit C; and

NOW, THEREFORE, BE IT:

RESOLVED, that, the form, terms and provisions of the form of stock option award agreement under the CEC PIP, substantially in the form attached hereto as Exhibit C be, and hereby is, adopted and approved in all respects.

(iv) General Authorization and Ratification.

RESOLVED, that, consistent with the foregoing resolutions, the Authorized Persons (as hereinafter defined) of the Company be, and each of them acting alone hereby is, authorized and empowered to (i) prepare, execute and deliver or cause to be prepared, executed and delivered instruments and documents, including but not limited to all certificates, contracts, bonds, receipts or other papers, (ii) incur and pay or cause to be paid all fees and expenses, including without limitation, legal fees and expenses and financial advisor fees and expenses, (iii) engage such persons as such Authorized Person shall in his or her judgment determine to be necessary or appropriate and (iv) do any and all other acts and things, as such Authorized Person deems necessary or advisable, to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby (and the doing of any such act or thing

shall be conclusive evidence that the same is deemed necessary or advisable); and it is further

RESOLVED, that, any and all actions heretofore taken by any person in connection with the matters contemplated by any of the foregoing resolutions be, and they hereby are, authorized, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board or the Committee for its approval prior to such actions being taken; and it is further

RESOLVED, that, each Authorized Person of the Company may, by a written power-of-attorney, authorize any other Authorized Person, employee, agent or counsel of the Company or the Committee to take any action and to execute and deliver any agreement, instrument or other document referred to in the foregoing resolutions in place of or on behalf of such Authorized Person, with full power as if such Authorized Person were taking such action himself or herself; and it is further

RESOLVED, that, any and all actions heretofore or hereafter taken in the name and on behalf of the Company or the Committee by any Authorized Person, agent or counsel of the Company or the Committee in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, authorized, adopted, confirmed, approved and ratified in all respects as the act and deed of the Company or the Committee, as applicable; and it is further

RESOLVED, that, for purposes of the foregoing resolutions, "Authorized Persons" or "Authorized Person" shall mean and include the Chief Executive Officer, the Chief Financial Officer, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, the Secretary, any Assistant Secretary, the Treasurer and any Assistant Treasurer of the Company, or any of them; and it is further

RESOLVED, that this Written Consent may be executed in one or more counterparts, including via facsimile, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Written Consent.

* * *

IN WITNESS WHEREOF, the undersigned directors have duly executed this Written Consent as of the date first written above.



Kelvin L. Davis

Marc Rowan

Lynn C. Swann

[CEC HRC Committee Resolutions Adopting CEOC Plan]

IN WITNESS WHEREOF, the undersigned directors have duly executed this Written Consent as of the date first written above.

Kelvin L. Davis

A handwritten signature in black ink, appearing to read "Marc Rowan", is written over a horizontal line.

Marc Rowan

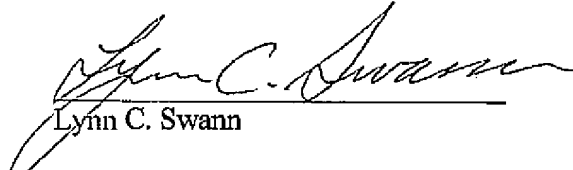
Lynn C. Swann

[CEC HRC Committee Resolutions Adopting CEO Plan]

IN WITNESS WHEREOF, the undersigned directors have duly executed this Written Consent as of the date first written above.

Kelvin L. Davis

Marc Rowan



Lynn C. Swann

[CEC HRC Committee Resolutions Adopting CEO Plan]