



# EXHIBIT VIII.A.6.c.

## CAPITAL AND FINANCING STRUCTURE

### Financing Plans, Arrangements and Agreements

**Submit as Exhibit VIII.A.6.c. a description of the financing plans, arrangements and agreements for the Application fee, Application and suitability investigation expenses, license fee, capital investment deposit, construction and first three (3) years of operation of the proposed Gaming Facility. For debt financing, describe the material terms, conditions and covenants of any debt commitment letter or debt financing facility agreement that the Applicant has entered into or, if not providing such letters and/or agreements, the anticipated material terms, conditions and covenants of the anticipated debt financing arrangements. Provide a copy of each debt commitment letter and debt facility agreement. For equity other than common equity, describe the material terms and economic rights of each class and series of equity. Provide a copy of each legal document defining such terms and economic rights. Provide a copy of any term sheets, offering documents or similar documents describing the material terms of any current or contemplated public or private offering of equity the proceeds of which**



**may be used to finance the construction and first three (3) years of operation of the proposed Gaming Facility. Provide copies of any highly confident or other similar letters or representations from financial advisors describing the likely availability of debt and equity financing for the application fee, Application and suitability investigation expenses, license fee, capital investment deposit, construction and first three (3) years of operation of the proposed Gaming Facility.**

Montreign Resort Casino will be financed with a combination of equity and debt obtained by a public rights offering and a Senior Facility arranged by Credit Suisse.

If Montreign is awarded a license, Empire will commence a rights offering by which holders of its common stock and Series B Preferred stock will have the right to purchase additional shares of common stock having a value of up to \$150 million (plus an amount necessary to redeem certain other securities of Empire). Kien Huat has agreed to purchase its pro rata shares in the rights offering and has agreed to purchase any shares not purchased by other shareholders. Therefore, the entire \$150 million (plus the redemption amount) equity will be raised. Empire will distribute \$150 million of the proceeds of the rights offering to Montreign. Attachment VIII.A.6.b.-1 to Exhibit VIII.A.6.b. is the commitment letter of Kien Huat to purchase shares in the rights offering, which was executed subsequent to the preparation of this response.

Credit Suisse and Empire have entered into a commitment letter by which Credit Suisse has committed to raise \$478 million in the form of a Senior Facility consisting of a first lien term loan facility of \$350 million and a second lien term loan facility in the amount of \$128 million. Montreign will be the borrower under the commitment letter. If another license is awarded in Region 1 of Zone 2 outside of a 15 mile radius of the Woodbury Common Premium Outlet Mall located in Central Valley, New York, the financing commitment of Credit Suisse will be \$245 million, reflecting the reduced scope of the Project under Alternative 1. If another license is awarded in Region 1 of Zone 2 within a 15 mile radius of the Woodbury Common Premium Outlet Mall located in Central Valley, New York, the financing commitment of Credit Suisse will be \$70 million, reflecting the reduced scope of the Project under Alternative 2. This commitment letter is attached as Attachment VIII.A.6.b.-2 to Exhibit VIII.A.6.b.

The material terms, conditions and covenants of the Credit Suisse commitment letter are as follows:

- Credit Suisse will act as sole administrative agent, sole collateral agent, sole bookrunner and sole or co-lead arranger;
- The Senior Facility will consist of a \$350 million first lien term loan facility and a \$128 million second lien term loan facility;
- Proceeds will be used solely to (i) finance the development, construction, equipping and opening of Montreign, (ii) fund any working capital requirements and other general corporate needs, including debt service, and (iii) to pay fees and expenses incurred in connection with the Senior Facility;
- The full amount of the proceeds of the Senior Facility shall be drawn at the closing date with proceeds deposited into an Interest Reserve Account and a Loan Proceeds Account with both accounts controlled by a Disbursement Agreement;
- Interest shall be at our option either the Adjusted LIBOR or ABR as defined in the Commitment Letter with a margin of between 6% and 10%;
- Maturity date for the Senior Facility is six (6) years on the first lien term loan and seven (7) years on the second lien term loan after the Closing Date;
- First lien term loan will amortize quarterly at 1% of the original principal amount; there will be no amortization of the second lien term loan;

- The parties will agree to a percentage of Montreign’s annual excess cash flow that shall be used to repay the Senior Facility; and
- The Senior Facility will contain customary affirmative and negative covenants associated with such borrowings and will include maximum total debt to EBITDA ratio, minimum interest coverage ratio and maximum capital expenditures.

No equity other than common equity will be used in the financing.

EPR Properties is prepared to fund fees and capital investment deposits relating to other non-gaming development in the Gaming Facility from cash on hand or readily available revolving credit facility, as well as debt or equity capital raises as it has done as a public company over the last 17 years.