

Attachment VIII.C.2.a.-12

RESOLUTION

A regular meeting of County of Sullivan Industrial Development Agency ("Agency") was convened in public session at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York on February 11, 2014 at 10:00 a.m. local time.

The meeting was called to order by Edward T. Sykes, Secretary, and, upon roll being called, the following members of the Agency were:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[]	[√]
Edward T. Sykes	[√]	[]
Suzanne Loughlin	[√]	[]
Charles Barbuti, Jr.	[√]	[]
Steve White	[√]	[]
Sandy Shaddock	[√]	[]
Sean Rieber	[]	[√]

The following persons were also present:

Allan C. Scott, Chief Executive Officer

Jennifer C.S. Brylinski, Agency Executive Director

Jennifer M. Flad, Agency Vice-President of Government Affairs and
Business Development

Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Steve White, and seconded by Suzanne Loughlin, to wit:

Resolution No. 02 - 14

RESOLUTION (i) ACKNOWLEDGING THE TRANSFER OF CERTAIN PARCELS OF REAL PROPERTY FROM EPT CONCORD II, LLC ("COMPANY") TO EPR CONCORD II, L.P. ("EPR LP") AND (ii) AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AN OMNIBUS AMENDMENT TO PROJECT DOCUMENTS BY AND AMONG THE AGENCY, THE COMPANY AND EPR LP

WHEREAS, the Agency was created by Chapter 560 of the Laws of 1970 of the State of New York, as amended, pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York ("State"); and

WHEREAS, on or about October 21, 2013, the Company and the Agency entered into a lease/leaseback transaction pursuant to which the Agency undertook a project consisting of the (i) the acquisition of a leasehold interest or other interest in approximately seventy-one (71) parcels of land containing in the aggregate approximately 1,735 acres within the Town of Thompson, Sullivan County, State, (ii) construction by the Company of roads, infrastructure and utilities including but not limited to soil erosion and sediment control, clearing and grubbing, earthwork, new roads and enhancements to existing roads, constructed wetlands, landscaping, sanitary sewer, water, storm sewer, electric power, telephone service, cable tv, internet connectivity and demolition of existing structures; and

WHEREAS, the Agency and Company entered into a Leaseback to Company, dated as of October 21, 2013 (“Leaseback”); and

WHEREAS, the Leaseback, at Section 6.3(d) reads as follows:

“(d) Notwithstanding anything in this Leaseback Agreement or any of the other applicable agreements between the Company and the Agency, this Leaseback Agreement or the Company’s interests thereto, may be assigned or transferred, in its entirety or in parts, without the consent of the Agency to any entity controlling, controlled by, or under common control with, the Company, provided, that the Company shall provide the Agency with fifteen (15) days prior written notice thereof.”

; and

WHEREAS, on or about December 20, 2013, to be effective as of December 31, 2013, the Company transferred land aggregating approximately 1,500 acres to EPR LP; and

WHEREAS, Company and EPR LP have requested that the Agency acknowledge the transfer from the Company to EPR LP; and

WHEREAS, the Agency desires to acknowledge the transfer from the Company to EPR LP and authorize and approve the execution and delivery of an Omnibus Amendment to Project Documents by and among the Agency, Company and EPR LP.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby acknowledges the transfer of certain parcels of real property from the Company to EPR LP pursuant to that certain Warranty Deed, dated December 20, 2013 and effective as of December 31, 2013, from Company to EPR LP, recorded in the Sullivan County Clerk’s Office on December 31, 2013 as Instrument No. 2013-9913, a copy of which is attached.

Section 2. The Agency hereby authorizes and approves the execution and delivery of an Omnibus Amendment to Project Documents by and among the Agency, Company

and EPR LP, so as to confer on EPR LP the benefits of the Project Documents as the same relate to the parcels transferred to EPR LP and to bind EPR LP to the obligations of the Project Documents as the same relates to the parcels transferred to EPR LP.

Section 3. The Chairman, Vice-Chairman or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents, agreements, instruments and certificates necessary to accomplish the foregoing, including an Omnibus Amendment to Project Documents all in form approved by Counsel to the Agency and with such changes, variations, omissions and insertions as the Chairman, Vice-Chairman or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Vice-Chairman or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments, documents, and to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or in the opinion of the officer, employee or agent acting on behalf of the Agency desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all the terms, covenants and provisions of the documents for and on behalf of the Agency.

Section 5. These resolutions shall take effect immediately.

The question of adoption of the foregoing resolutions were duly put to a vote on roll call, which resulted as follows:

Ira Steingart	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Charles Barbuti, Jr.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Steve White	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sandy Shaddock	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolutions were thereupon duly adopted.

STATE OF NEW YORK :
:SS
COUNTY OF SULLIVAN :

I, the undersigned (Assistant) Secretary of the Agency DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the Agency with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.
2. Such resolution was passed at a meeting of the Agency duly convened in public session on the 11th day of February, 2014 at 10:00 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[]	[√]
Edward T. Sykes	[√]	[]
Suzanne Loughlin	[√]	[]
Charles Barbuti, Jr.	[√]	[]
Steve White	[√]	[]
Sandy Shaddock	[√]	[]
Sean Rieber	[]	[√]

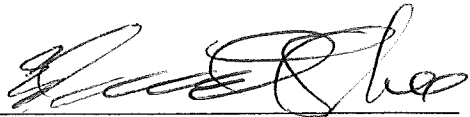
3. The question of the adoption of the foregoing resolutions were duly put to a vote on roll call which resulted as follows:

Ira Steingart	[] Yes	[] No	[√] Absent	[] Abstain
Edward T. Sykes	[√] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[√] Yes	[] No	[] Absent	[] Abstain
Charles Barbuti, Jr.	[√] Yes	[] No	[] Absent	[] Abstain
Steve White	[√] Yes	[] No	[] Absent	[] Abstain
Sandy Shaddock	[√] Yes	[] No	[] Absent	[] Abstain
Sean Rieber	[] Yes	[] No	[√] Absent	[] Abstain

and therefore, the resolutions were declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law, said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 11th day of February, 2014.


Secretary