BOND RESOLUTION

A meeting of The Sullivan County Infrastructure Loçal Development Corporation (the "Issuer") was convened in public session at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, New York, on June 13, 2016, at 11:45 a.m. local time.

The meeting was called to order by Chairman Ira Steingart, and, upon roll being called, the following directors of the Issuer were:

*	PRESENT	ABSENT
Ira Steingart Suzanne Loughlin Sean Rieber Howard Siegel Charles Barbuti, Jr. Scott Smith Paul Guenther Joseph Perrello Carol Roig	$\begin{bmatrix} \ \\ \end{bmatrix}$ $\begin{bmatrix} \ \end{bmatrix}$	[] [] [] [] [√] [] []

The following persons were also present: Edward T. Sykes, Executive Director Steve White, Chief Executive Officer Jennifer M. Flad, Vice-President of Government Affairs and Business

Development and Chief Financial Officer Julio Garaicoechea, Project Manager

Walter F. Garigliano, Issuer General Counsel

The following resolution was duly offered by Howard Siegel and seconded by Suzanne Loughlin, to wit:

Resolution No. 03 - 16

RESOLUTION OF THE ISSUER AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF ONE OR MORE SERIES OF THE ISSUER'S REVENUE BONDS (ADELAAR PROJECT), SERIES 2016, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$112,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

EXHBIT

275557 2833074v2/70256-044v3

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to its certificate of incorporation filed on February 10, 2016 (the "Certificate"), The Sullivan County-Infrastructure Local Development Corporation (the "Issuer") was established as a notfor-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the Act further authorizes the Issuer to issue its bonds and to loan the proceeds thereof for the purpose of carrying out any of its corporate purposes and, as security for the payment of the principal and redemption price of and interest on any such bonds so issued and any agreements made in connection therewith, to pledge certain revenues and receipts to secure the payment of such bonds and interest thereon; and

WHEREAS, the Issuer proposes to issue its (A) Revenue Bonds (Adelaar Project), Series 2016A (the "Series 2016A Bonds"), (B) Revenue Bonds (Adelaar Project), Series 2016B (the "Series 2016B Bonds"), (C) Revenue Bonds (Adelaar Project), Series 2016C (the "Series 2016C Bonds"), (D) Revenue Bonds (Adelaar Project), Series 2016D (the "Series 2016D Bonds") and (E) Revenue Bonds (Adelaar Project), Series 2016E (the "Series 2016E Bonds"; and, together with the Series 2016A Bonds, the Series 2016B Bonds, the Series 2016C Bonds and the Series 2016D Bonds, the "Bonds") in the aggregate principal amount of \$112,000,000, all for the purpose of financing a certain project (the "Project") consisting of the (i) acquisition and/or construction of certain public infrastructure improvements, including, but not be limited to,: (a) soil erosion and sediment controls; (b) clearing and grubbing; (c) earthwork; (d) creation of wetlands; (e) landscaping; (f) installation of electrical systems; (g) construction of sewer and water systems; (h) creation of new roads; and (i) improvement of existing roads; (j) lighting; and (k) drainage (collectively, the "Public Infrastructure Improvements"), to be designed, engineered, constructed, and equipped by the EPR Concord II, L.P. ("EPR"), EPT Concord II, LLC ("EPT") and Adelaar Developer, LLC ("ADLLC"; and, together with EPR and EPT, the "Developer"), on behalf of the Issuer, (ii) to fund the Debt Service Reserve Fund, (iii) to fund the payment of capitalized interest on the Bonds prior to and during construction accrued through June 1, 2019, (iv) to fund the payment of administrative expenses of the Issuer through June 1, 2019 and (v) to fund the costs of issuing the Bonds, with such Public Infrastructure Improvements being designed, engineered, constructed, equipped, operated and maintained in connection with that certain integrated resort to be developed on approximately 1,675 acres of land in the Town of Thompson, New York (the "Town"); and

WHEREAS, The Issuer and the Town, have entered into a certain Public Infrastructure Services Agreement, dated as of June 1, 2016 (the "Service Agreement"), pursuant to which (i) the Issuer is obligated to acquire, construct, install and equip the Public Infrastructure Improvements and (ii) the Town is obligated to levy and collect the Special Assessments (as defined in the Service Agreement) and remit the Service Fees (as defined in the Service Agreement) to pay for the Public Infrastructure Improvements. The Issuer and the Developer, have entered into a certain Public Infrastructure Construction and Funding Agreement, dated as of June 1, 2016 (the "Funding Agreement"), whereby the Developer is obligated to construct, install and equip the Public Infrastructure Improvements on behalf of the Issuer; and

WHEREAS, the Public Infrastructure Improvements are being constructed, installed and equipped to support the Developer's plans to develop a reputable, comprehensive, integrated destination resort and community consisting of, among other things, the construction and equipping of a casino (the "Casino Project"), golf course (the "Golf Course Project"), an entertainment village consisting of dining and retail shops (the "Entertainment Village Project") and a waterpark project consisting of a hotel and indoor and outdoor waterparks (the "Waterpark Project"); and

WHEREAS, the Casino Project is the subject of that certain Lease, dated December 28, 2015 (as the same may be amended, supplemented or restated, the "Casino Lease"), by and between EPT and Montreign Operating Company, LLC ("Montreign"), pursuant to which such Casino Lease, EPT has leased an approximately 186-acre parcel of land (the "Casino Land") to Montreign and Montreign has agreed to undertake the construction and operation of the Casino Project; and

WHEREAS, the Golf Course Project is the subject of that certain Lease, dated March 6, 2015 (as the same may be amended, supplemented or restated, the "Golf Course Ground Lease"), by and between EPR and ADLLC, pursuant to which such Golf Course Ground Lease, EPR has ground leased an approximately 236-acre parcel of land (the "Golf Course Land") to ADLLC and which ADLLC has subleased such Golf Course Land to Empire Resorts Real Estate I, LLC ("Empire Resorts I") for purposes of construction and operation of the Golf Course Project pursuant to that certain Sub-Lease, dated December 28, 2015, by and between ADLLC and Empire Resorts I; and

WHEREAS, the Entertainment Village Project is the subject of that certain Lease, dated March 6, 2015 (as the same may be amended, supplemented or restated, the "Entertainment Village Ground Lease"), by and between EPR and ADLLC, pursuant to which such Entertainment Village Ground Lease, EPR has ground leased an approximately 22-acre parcel of land (the "Entertainment Village Land") to ADLLC and which ADLLC has subleased such Entertainment Village Land to Empire Resorts Real Estate II, LLC ("Empire Resorts II") for purposes of construction and operation of the Entertainment Village Project pursuant to that certain Sub-Lease, dated December 28, 2015, by and between ADLLC and Empire Resorts II; and

WHEREAS, the Waterpark Project is the subject of that certain Lease, dated September 27, 2013, (as same may be amended, supplemented or restated, the "Waterpark Ground Lease") by and between EPT and Adelaar HWP LLC (the "Waterpark Tenant") pursuant to which EPT has ground leased an approximately 132-acre parcel of land to the Waterpark Tenant for purposes of construction and operation of the Waterpark Project; and

WHEREAS, during the term of the Casino Lease, Montreign has the option to purchase the Casino Land, the Golf Course Land and the Entertainment Village Land pursuant to that certain Purchase Option Agreement, dated December 28, 2015, by and among ADLLC, EPT, EPR and Montreign; and

WHEREAS, the Issuer is contemplating providing financial assistance with respect to the Project (collectively, the "Financial Assistance") in the form of the issuance of the Bonds in an amount not to exceed \$112,000,000; and

WHEREAS, the Bonds are being issued pursuant to a Trust Indenture, dated as of June 1, 2016 (or other appropriate date) (the "Indenture"), by and between the Issuer and Manufacturers and Traders Trust Company, as trustee (the "Trustee"); and

WHEREAS, the Bonds will be initially purchased by Oppenheimer Funds or an affiliated entity (the "Purchaser") pursuant to a certain Bond Purchase Agreement, dated June 1, 2016 (or such other appropriate date) (the "Bond Purchase Agreement"), by and among the Purchaser, the Issuer, the Developer and Gates Capital Corporation, as Underwriter; and

WHEREAS, the Town Board of the Town ("Town Board"), as lead agency, conducted a coordinated review of the Project resulting in a Findings Statement being issued on January 2, 2013, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

- <u>Section 1.</u> It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.
- <u>Section 2.</u> It is among the purposes of the Issuer to promote, develop, encourage and assist in the acquisition, construction, rehabilitation and improvement of facilities and thereby relieve and reduce unemployment, better and maintain job opportunities and lessen the burdens of government.

<u>Section 3.</u> The Issuer hereby makes the following findings and determinations:

(A) by virtue of the Act, the Certificate and the Resolution of Sullivan County, New York (the "County"), approving establishment of the Issuer, adopted by the County on January 28, 2016 (the "County Resolution"), the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and (B) the Project is in furtherance of the purposes of the Issuer; and

(C) it is desirable and in the public interest for the Issuer to issue its Bonds to finance the costs of the Project, together with certain related costs and amounts, in an aggregate amount not to exceed \$112,000,000; and

the action to be undertaken by the Issuer is Financial Assistance for the (D) Project via the issuance of the Bonds. The Financial Assistance will facilitate construction of the Project. The Environmental Impacts of Project construction were determined by the Town Board, as lead agency, in 2013 after its consideration of draft and final environmental impact statements prepared pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). The Town Board's SEQRA Findings dated January 2, 2013 (the "SEQRA Findings Statement") sets forth specific mitigation measures that shall be implemented as part of the construction of the Project to minimize identified potential significant adverse environmental impacts associated with the construction of the Project to the maximum extent practicable. The Issuer, having reviewed the Project, has determined the Project has not been altered from what was considered by the Town Board in its SEORA review and therefore relies on and adopts the SEQRA Findings Statement as adopted by the Town Board, and determines that its provision of the Financial Assistance will not result in any potential significant adverse environmental impact assuming implementation of the mitigation measures set forth in the SEQRA Findings Statement.

Section 4.

In consequence of the foregoing:

(A) the form and substance of the Bonds (in substantially the form presented to this meeting or in such form as is approved by Harris Beach PLLC, bond counsel to Issuer ("Bond Counsel") and Garigliano Law Offices, LLP, general counsel to Issuer ("Issuer Counsel") are hereby approved, and the Secretary is hereby directed to include a copy of the form of the Bonds submitted to this meeting with the records of the Issuer.

(B) the form and substance of the Indenture (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of the Indenture submitted to this meeting with the records of the Issuer.

(C) the form and substance of the Bond Purchase Agreement relating to the purchase of the Bonds (the "Bond Purchase Agreement") (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to

include a copy of the form of the Bond Purchase Agreement submitted to this meeting with the records of the Issuer.

(D) the form and substance of the Preliminary Limited Offering Memorandum relating to the offering of the Bonds (the "Preliminary Limited Offering Memorandum") (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of the Preliminary Limited Offering Memorandum submitted to this meeting with the records of the Issuer.

(E) the form and substance of the Limited Offering Memorandum (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of Limited Offering Memorandum submitted to this meeting with the records of the Issuer.

(F) the form and substance of the Public Infrastructure Services Agreement (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of Public Infrastructure Services Agreement submitted to this meeting with the records of the Issuer.

(G) the form and substance of the Public Infrastructure Construction and Funding Agreement (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of Public Infrastructure Construction and Funding Agreement submitted to this meeting with the records of the Issuer.

(H) the form and substance of the Administrative Services Agreement (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of Administrative Services Agreement submitted to this meeting with the records of the Issuer.

(I) the form and substance of the Tax Certificate and Agreement (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include a copy of the form of Tax Certificate and Agreement submitted to this meeting with the records of the Issuer.

(J) the form and substance of the Issuer's Continuing Disclosure Agreement (in substantially the form presented to this meeting or in such form as is approved by Bond Counsel and Issuer Counsel) is hereby approved, and the Secretary is hereby directed to include copies of the Issuer's Continuing Disclosure Agreement submitted to this meeting with the records of the Issuer.

Section 5.

The Issuer is hereby authorized to issue, execute, sell and deliver the Bonds in the aggregate principal amount not to exceed \$112,000,000 in the form heretofore approved in Section 4(A) of this resolution, pursuant to the Act, the Certificate and the County Resolution and in accordance with the Indenture; provided that:

(A) The Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 5(A) (i) shall be issued, executed and delivered at such time as the Executive Director or Chief Executive Officer of the Issuer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$112,000,000) as is hereinafter approved by the Executive Director or Chief Executive Officer of the Issuer, (iii) shall bear interest at such rates as are approved by the Executive Director or Chief Executive Officer of the Issuer and are hereafter set forth in the Bonds and the Indenture and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are approved by the Executive Director or Chief Executive Officer of the Issuer and are hereafter set forth in the Bonds and the Indenture and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are approved by the Executive Director or Chief Executive Officer of the Issuer and are hereafter set forth in the Bonds and the Indenture, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this resolution.

(B) The Bonds shall be issued solely for the purpose of providing funds to finance the Project, the administrative, legal, financial, and other expenses of the Issuer in connection with the Project and incidental to the issuance of the Bonds, as such costs are more specifically set forth in the Indenture.

(C) The Bonds and the interest thereon are not and shall never be a debt of the State of New York ("State"), Sullivan County, New York ("County") or the Town, and neither the State nor the County nor the Town shall be liable thereon.

(D) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely out of the Trust Estate (as defined in the Indenture).

- <u>Section 6.</u> Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds which, if such use had been reasonably expected on the date of issuance of the Bonds, or otherwise, would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.
- <u>Section 7.</u> (A) The Executive Director or Chief Executive Officer of the Issuer are hereby authorized, on behalf of the Issuer and upon the advice of Bond Counsel, to execute and deliver the Bonds, the Indenture, the Bond Purchase Agreement, the Preliminary Limited Offering Memorandum, the Limited Offering Memorandum, the Public Infrastructure Services Agreement, the Public Infrastructure

Construction and Funding Agreement, the Administrative Services Agreement, the Tax Certificate and Agreement and the Issuer's Continuing Disclosure Agreement and any other documents as necessary for the issuance of the Bonds as determine by Bond Counsel (hereinafter collectively called the "Bond Documents") where appropriate, the Secretary of the Issuer (or Bond Counsel) is hereby authorized (but not required) to affix the seal, if any, of the Issuer thereto and to attest the same, all in substantially the forms thereof presented to this meeting or as approved hereunder with such changes, variations, omissions and insertions as the Executive Director or Chief Executive Officer shall, in their absolute discretion, approve. The execution thereof by the Executive Director or Chief Executive Officer shall constitute conclusive evidence of such approval.

(B) The Executive Director or Chief Executive Officer of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Issuer Representatives (as defined in the Indenture).

- Section 8. The members, directors, officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided by the provisions of the Bond Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 member, director, officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Bond Documents binding upon the Issuer.
- Section 9. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.
- <u>Section 10.</u> Due to the complex nature of this transaction, the Issuer hereby authorizes its Executive Director or Chief Executive Officer to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by Bond Counsel and Issuer Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Executive Director or Chief Executive Officer or any other Authorized Issuer Representative, provided no such further agreements, documents and certificates alters the risk to or obligations of the Issuer.

Section 11. This resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this resolution.

THE BOARD OF DIRECTORS VOTED ON THE FOREGOING RESOLUTION AS FOLLOWS:

Ira Steingart	[√] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[√] Yes	[] No	[] Absent	[] Abstain
Sean Rieber	[√] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[√] Yes	[] No	[] Absent	[] Abstain
Charles Barbuti, Jr.	[√] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[√] Yes	[] No	[] Absent	[] Abstain
Paul Guenther	[] Yes	[] No	[√] Absent	[] Abstain
Joseph Perrello	[√] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[√] Yes	[] No	[] Absent	[] Abstain

and, therefore, the resolution was declared duly adopted.

STATE OF NEW YORK

: SS.:

COUNTY OF SULLIVAN :

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

- 1. I have compared the foregoing copy of a resolution of the Issuer with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of such resolution and of the proceedings of the Issuer in connection with such matter.
- 2. Such resolution was passed at a meeting of the Issuer duly convened in public session on the 13th day of June, 2016 at 11:45 a.m. at the Sullivan County Government Center, 100 North Street, Village of Monticello, Sullivan County, State of New York, at which the following directors were:

	PRESENT	ABSENT
Ira Steingart Suzanne Loughlin Sean Rieber Howard Siegel Charles Barbuti, Jr. Scott Smith Paul Guenther Joseph Perrello Carol Roig	$\begin{bmatrix} & & \\ 1 & & \\ 1 & & 1 \\ 1 & & 1 \\ 1 & & 1 \\ 1 & & 1 \\ 1 & & 1 \\ 1 & & 1 \\ 1 & & 1 \end{bmatrix}$	[] [] [] [] [] [] []

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

Ira Steingart Suzanne Loughlin Sean Rieber Howard Siegel Charles Barbuti, Jr. Scott Smith Paul Guenther Joseph Perrello	1991 - 19 19	$\left[\right]$ Yes $\left[\right]$ Yes] No] No] No] No] No] No] No] No	[] Absent [] Absta [] Absent [] Absta [$$] Absent [] Absta [$$] Absent [] Absta [] Absent [] Absta	ain ain ain ain ain
Joseph Perrello Carol Roig	1	[√] Yes [√] Yes	[[] No] No	[] Absent[] Absta[] Absent[] Absta	

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Issuer had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings 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 13th day of June, 2016.

Sean Rieber, Secretary