

APPLICATION  
TO  
COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY  
FOR  
FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION:

Company Name: EPR Concord II, LLC<sup>1</sup>

Address: 909 Walnut, Suite 200  
Kansas City, MO 64106

Phone No.: (816) 472-1700

Telefax No.: (816) 472-5794

Email Address: robertd@eprkc.com ; timl@eprkc.com

Fed Id. No.: 43-1790877

Contact Person: Tim Lies, Project Executive

Robert J. Drumm, VP Transactions & Associate General Counsel

Principal Owners/Officers/Directors (list owners with 15% or more in equity holdings with percentage ownership): See Attached Exhibit "A".

Principal Owners (Shareholders/Members/Owners) - EPT Concord, LLC

Directors/Managers: See attached Exhibit "A"

Officers: See Attached Exhibit "A"

*Corporate Structure (attach schematic if Applicant is a subsidiary or otherwise affiliated with another entity)*

Form of Entity:

Corporation (Sub-s)

Date of incorporation \_\_\_\_\_

State of incorporation: \_\_\_\_\_

Partnership

General \_\_\_\_\_ or Limited \_\_\_\_\_

<sup>1</sup> The Applicant hereby reserves the right to assign, directly or indirectly, all or part of its rights and obligations under this Application or any Inducement Resolution of the Agency, upon the prior written consent of the Agency, which such consent shall not be unreasonably withheld.

Number of general partners \_\_\_\_\_  
If applicable, number of limited partners \_\_\_\_\_  
Date of formation: \_\_\_\_\_  
Jurisdiction formation: \_\_\_\_\_

Limited Liability Company/Partnership (number of members )  
Date of organization: June 10, 2010  
State of organization: Delaware

Sole Proprietorship

Real Estate Investment Trust  
Date of organization -  
State of organization: -

If a foreign organization, is the Applicant authorized to do business in the State of New York? Yes  No  N/A  (If so, please append Certificate of Authority. See Exhibit B-

#### APPLICANT'S COUNSEL

Name: Steven Vegliante, Esq.

Address: 510 Wild Turnpike / PO Box 368, Mountain Dale, NY 12763

Phone No.: (845)-434-6688

Telefax No.: (845)-436-7788

Email Address: svegliante@hvc.rr.com

#### II: PROJECT INFORMATION

A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected. Attach additional sheets, if necessary.

Please see attached Exhibit C – PROJECT DESCRIPTION for the EPR Indoor Waterpark Resort Hotel

#### COST BENEFIT ANALYSIS:

Costs = Financial Assistance

Estimated Sales Tax Exemption	\$ 6,250,000
Estimated Mortgage Tax Exemption	\$ N/A
Estimated Property Tax Abatement	\$ 59,562,000
Estimated Interest Savings IRB Issue	\$ N/A

Benefits= Economic Development

Overall Project

Jobs created 350  
Jobs retained N/A  
Private funds invested \$152mm  
Other Benefits \_\_\_\_\_

B) Project Address: Joyland Road/Thompsonville Road  
Tax Map Number(s): Sullivan County Tax Parcel 23.-2-8  
Located in the Village of \_\_\_\_\_  
Located in Town of Thompson  
Located in the School District of Monticello CSD  
Located in Hamlet of \_\_\_\_\_

C) Are Utilities on Site?

Water/Sewer No Electric Yes  
Gas No Storm Sewer No

D) Present legal owner of the site: EPT Concord II, LLC  
If other than Applicant, by what means will the site be acquired for this Project: By means of a ground lease agreement.

E) Zoning of Project Site: Current: PRD Proposed: \_\_\_\_\_

F) Are any variances needed: No

G) Principal Use of Project upon completion: Water Park  
See Exhibit B

H) Will the Project result in the removal of a plant or facility of the Applicant from one area of the State of New York to another? YES \_\_\_\_\_ NO X

Will the Project result in the removal of a plant or facility of another proposed occupant of the Project from one area of the State of New York to another area of the State of New York? YES \_\_\_\_\_ NO X

Will the Project result in the abandonment of one or more plants or facilities located in the State of New York? YES \_\_\_\_\_ NO X

I) Estimate how many construction/permanent jobs will be created or retained as a result of this Project:

Overall Project  
Construction: 750 person-years of employment  
Permanent: 350  
Retained: N/A

J) Financial Assistance being applied for:

	<u>Estimated Value</u> <u>Overall Project</u>
Real Property Tax Abatement	\$ 59,562,000
Mortgage Tax Exemption	\$ N/A
Sales and Use Tax Exemption	\$ 6,250,000
Issuance by the Agency of Tax Exempt Bonds	\$ N/A

K) Project Costs (Estimates) Land	\$ 10 million
Building/Equipment/Soft costs	\$130 million
Other	\$ 22 million
Total	\$162 million

#### REPRESENTATIONS BY APPLICANT

The Applicant understands and agrees with the Agency as follows:

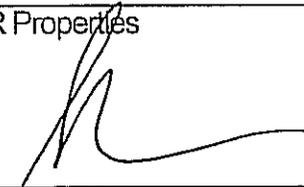
- A) Job Listings. In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.
- B) First Consideration for Employment. In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C) Annual Sales Tax Filings. In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.

D) Annual Employment Reports. The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.

E) Absence of Conflicts of Interest. The Applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described.

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

\_\_\_\_\_  
EPR Properties

By: 

\_\_\_\_\_  
Name: Gregory K Silvers

Title: Chief Operating Officer and Executive  
Vice-President

Date: February \_\_\_ 2013

THIS APPLICATION SHALL BE SUBMITTED WITH (I) TWO CHECKS: ONE COVERING A \$250.00 APPLICATION FEE AND THE SECOND COVERING A \$5,000.00 UP-FRONT ESCROW DEPOSIT; AND (II) APPLICANT'S FORMATION DOCUMENTS (IE: IF A CORPORATION: ITS CERTIFICATE OF INCORPORATION AND BYLAWS; IF A LIMITED LIABILITY COMPANY: ITS ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT; IF A LIMITED PARTNERSHIP: ITS CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT; OR IF A PARTNERSHIP: ITS PARTNERSHIP AGREEMENT TO COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY, ONE CABLEVISION CENTER, FERNDAL, NEW YORK 12734 (ATTN.: EXECUTIVE DIRECTOR)).

Applicant hereby releases the COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY and the members, officers, servants, agents and employees thereof ("Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

(Applicant)

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EPR Properties

By: 

Name: Gregory K Silvers

Title: Chief Operating Officer and Executive Vice-President

Sworn to before me this

8<sup>th</sup> day of February, 2013.

Notary Public



Claudia Jo Rydman  
Notary Public - Notary Seal  
State of Missouri  
Clay County  
Commission #09863549  
My Commission Expires 9 / 1 / 2013

EXHIBIT A  
CERTIFICATE OF AUTHORITY

TO BE SUPPLIED UNDER SEPARATE COVER

EXHIBIT B  
PROJECT DESCRIPTION

## **EPR Indoor Waterpark Resort Hotel**

EP proposes to develop an extraordinary indoor water park resort hotel. The proposed resort will provide perfect ways for families to connect and create lifelong memories by delivering quality vacation experiences. In addition to enormous indoor/outdoor water parks, the resort features rustic, themed décor, along with a wide range of amenities that include spacious and functional suites, thrilling and interactive entertainment, children's activity areas, an adult and children's spa and a fitness center that caters to everyone's wellness.

The basic program is as follows:

- A 400 unit hotel/resort of approximately 4 stories
- A 20,000 sf banquet room/conference center
- An 85,000 sf (net) indoor water park
- A split level Lobby Core on approximately a 58,000 square footprint.
- Porte-cochere providing cover for guests upon arrival.
- Outdoor pools with concession and bar for summer enjoyment.
- An outdoor pavilion stage adjacent to the conference center for concerts and events.
- A total floor area for the project will be approximately 450,000 sf
- Parking ratios are ideally 2 to 2.1 per unit on all surface lots.
- The maximum building height for the entertainment center is estimated at 95 ft.

The proposed resort will be located entirely within Sullivan County Tax Parcel 23.-2-8 generally described as 50 acres surrounding a small lake (Waterbody 100) on the southeast corner of Joyland and Thompsonville Roads. Pending site plan approval, construction could commence during the 3<sup>rd</sup> quarter of 2013 with an opening date of 1<sup>st</sup> quarter 2015.