

**BOARD OF COUNTY COMMISSIONERS
COUNTY OF KITTITAS
STATE OF WASHINGTON**

RESOLUTION

NO.: 2012- 101

To Authorize Assignment of Rights In Matter of Suncadia.

WHEREAS, The BOCC approve transfer of various entitlements to New Suncadia LLC on March 30, 2012; and,

WHEREAS, New Suncadia LLC completed the transfer on June 18, 2012 and seeks to ratify, assume, and be bound by all terms of the Development Agreement currently in place between Kittitas County and Suncadia LLC; and,

WHEREAS, Kittitas County hereby expresses its desire to authorize the chairman of the BOCC to execute the agreement ratifying and confirming that New Suncadia LLC is bound to the Development Agreement in the same manner, and to the same extent as Suncadia LLC.

NOW, THEREFORE BE IT RESOLVED:

1. The Chairman of the Kittitas County Board of County Commissioners is hereby authorized to sign and execute the agreement ratifying and confirming development agreement between Kittitas County, Washington, Suncadia LLC, and New Suncadia LLC.

ADOPTED this 21st day of August 2012.

**BOARD OF COUNTY COMMISSIONERS
KITTITAS COUNTY, WASHINGTON**



Alan A. Crankovich, Chairman



Obie O'Brien, Vice-Chairman



Paul Jewell, Commissioner

ATTEST:
CLERK OF THE BOARD

APPROVED AS TO FORM:

**AGREEMENT RATIFYING AND CONFIRMING DEVELOPMENT
AGREEMENT BY AND BETWEEN KITTITAS COUNTY, WASHINGTON,
SUNCADIA LLC, AND NEW SUNCADIA, LLC**

THIS AGREEMENT RATIFYING AND CONFIRMING DEVELOPMENT AGREEMENT ("Agreement") is entered into as of the 18th day of July, 2012, by and between SUNCADIA LLC, a Delaware Limited Liability Company registered to conduct business in the state of Washington ("Suncadia"), NEW SUNCADIA, LLC, a Delaware Limited Liability Company registered to conduct business in the state of Washington ("New Suncadia") and KITTITAS COUNTY, a Washington municipal corporation (the "County").

RECITALS

A. The County and Suncadia's predecessors in interest previously entered into that certain Development Agreement dated October 10, 2000, together with all underlying documents and as amended, (collectively the "Development Agreement").

B. Suncadia requested and received the County's consent to the transfer of Suncadia's property, entitlements, obligations, covenants and conditions under the Development Agreement, including, but not limited to the MPR approvals and the subsequent actions, as those terms are defined in the Development Agreement, (collectively the "Transfer") to New Suncadia, subject to the terms and conditions of Resolution 2012-032, dated March 30, 2012.

C. The Transfer was consummated on or about June 18th, 2012, and the parties desire to comply with the provisions of Resolution 2012-032 by having New Suncadia ratify and assume all entitlements, obligations, covenants and conditions of Suncadia contained in the Development Agreement, all as set forth herein.

NOW, THEREFORE, in consideration of the forgoing and the mutual covenants, entitlements, and obligations, all as set forth in the Development, the parties hereto hereby agree as follows:

1. New Suncadia ratifies, assumes, confirms and agrees to be bound by the terms and conditions of the Development Agreement the same as an original signatory thereto.
2. The County confirms and agrees that, effective upon the Transfer, New Suncadia shall be fully and concurrently vested with and entitled to all rights and entitlements running to the benefit of Suncadia as set forth in the Development Agreement.

3. Suncadia confirms that it is not presently seeking to be released from any of its entitlements, obligations, covenants and conditions under the Development Agreement.

IN WITNESS WHEREOF, this Agreement has been entered into by and between Trendwest and the County as of the day and year first above written.

KITTITAS COUNTY

By: Kittitas County Board of Commissioners


8/21/12

By: Alan Crankovich, Chairman Kittitas County Board of Commissioners

As authorized by Resolution No. 2012- 101

Approved As To Form:

By: _____

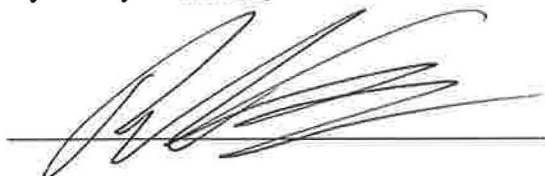
Neil A. Caulkins, Deputy Prosecuting Attorney

SUNCADIA, LLC, a Delaware limited liability company

By: LDD Suncadia Investors, LLC, a Delaware limited liability company, its Managing Member



By: Gary Kittleson, Vice President



By: Paul Eisenberg, Senior Vice President

New Suncadia, LLC,

a Delaware limited liability company

By: Suncadia Operating Member, LLC,

a Delaware limited liability company,

its managing member

By: LDD Suncadia Manager, Inc.,

a Delaware corporation,

its manager

By: 

Paul Eisenberg, Senior Vice President

By: 

Gary Kittleson, Vice President

Lathrop, Winbauer, Harrel, Slothower & Denison L.L.P.

Attorneys at Law

Post Office Box 1088, 201 West Seventh Avenue, Ellensburg, WA 98926

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July 23, 2012

RECEIVED

JUL 23 2012

1st 2nd 3rd
KITITAS COUNTY BOARD OF COMMISSIONERS

Kittitas County
Board of Commissioners
205 W 5th AVE STE 108
Ellensburg WA 98926-2887

RE: Suncadia, LLC

We transmit the following: 2 Original Agreements Ratifying & Confirming Development Agreement by & between Kittitas County, WA, Suncadia, LLC & New Suncadia, LLC

_____ For your information or for your file.

_____ Please review the enclosed letter and call to discuss.

_____ Please contact me upon receipt of this letter.

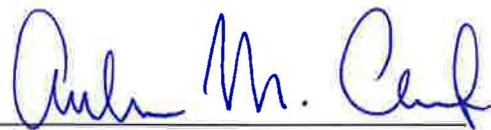
 X Please sign both original documents and return 1 original executed copy to our office.

_____ Please review and if changes are desired, please advise.

_____ Other:

Dated: July 23, 2012

Transmitted by:


Amanda M. Clerf for Atty. F. Steven Lathrop

