

**RESOLUTION AUTHORIZING AN AMENDMENT TO THE LEASE AGREEMENT
RELATING TO THE MODIFICATION OF THE SALES TAX LETTER REGARDING
THE CATHOLIC HEALTH SYSTEM OF LONG ISLAND, INC. d/b/a CATHOLIC
HEALTH SERVICES OF LONG ISLAND PROJECT**

WHEREAS, the Agency has heretofore entered into negotiations with Catholic Health System of Long Island, Inc. d/b/a Catholic Health Services of Long Island, a New York not-for-profit corporation sponsored by the Diocese of Rockville Centre (the “**Company**”) and 110 Bi-County Boulevard LLC, a limited liability company (the “**Owner**”) for a commercial “project” (the “**Project**”) within the territorial boundaries of the Town of Babylon and located on those certain lots, pieces or parcels of land (the “**Land**”) generally known as and by the street address 110 Bi-County Blvd. in Farmingdale, New York; and

WHEREAS, the Project consists of the acquisition by the Agency of a leasehold interest in the Land and the renovation and equipping by the Owner on behalf of the Company of an approximately 48,866 square foot portion of an approximately 147,000 square foot building situated thereon (the “**Project Building**”), all for use by the Company and its affiliates and/or subsidiaries as a commercial office facility (the Land and all buildings, structures and other improvements now or hereafter located thereon, and all fixtures and appurtenances and additions thereto and substitutions and replacements thereof, now or hereafter attached to or contained in or located on the Land and/or the buildings and improvements located thereon or placed on any part thereof, and attached thereto, which are used or usable in connection with the present or future operation thereof or the activities at any time conducted therein and certain machinery, equipment and other tangible personal property (and all repairs, replacements, improvements and substitutions thereof or therefor, and all parts, additions and accessories incorporated therein), subject to the terms hereof, are collectively referred to herein as the “**Facility**”); and

WHEREAS, in furtherance of the Project, on February 19, 2013, the Agency adopted a resolution (the “**Authorizing Resolution**”) authorizing the undertaking of the Project, the acquisition of leasehold title to the Project Building and the land upon which it is located (collectively, the “**Premises**”) by the Agency pursuant to an Owner Lease Agreement (the “**Owner Lease**”) of the Premises to the Agency, the sublease of the Premises by the Agency to the Owner pursuant to Owner Sublease Lease Agreement (the “**Owner Sublease**”), and, following the sublease of the Facility by the Owner to the Company, the further sub-sublease of the Facility by the Company to the Agency pursuant to a Company Lease Agreement (the “**Company Lease Agreement**”), and that the further sub-sublease of the Facility by the Agency to the Company pursuant to a Lease Agreement (the “**Lease Agreement**”); and

WHEREAS, to facilitate the Project, the Agency, the Owner and the Company entered into a “straight lease transaction” within the meaning of the Act on February 27, 2013 and, among other documents, entered into the Owner Lease, the Owner Sublease, the Company Lease Agreement and the Lease Agreement, pursuant to which the Agency agreed that the Owner and the Company would receive the benefit of certain financial assistance with respect to the Project; and

WHEREAS, in connection with the Project and pursuant to the Lease Agreement, the Agency delivered a Sales Tax Letter (the “**Original Sales Tax Letter**”) to the Owner dated February 27, 2013; and

WHEREAS, portions of the Project will be undertaken by Rechler Equity Construction, LLC (“**Rechler Equity Construction**”), a New York limited liability company; and

WHEREAS, the Agency, the Owner and the Company desire to provide for the grant of financial assistance in the form of New York State Sales and Use Tax exemptions to Rechler Equity Construction through the First Amendment to Lease Agreement (the “**First Amendment to the Lease Agreement**”) as herein provided and the delivery of a First Amended and Restated Sales Tax Letter (the “**First Amended and Restated Sales Tax Letter**”) with respect to the Project.

NOW, THEREFORE, BE IT DETERMINED, APPROVED AND RESOLVED by the members of the Agency as follows:

Section 1. In order to provide Rechler Equity Construction with financial assistance with respect to the Project through provision of exemptions from New York State Sales and Use Taxes, the Agency authorizes the First Amendment to Lease Agreement and the First Amended and Restated Sales Tax Letter.

Section 2. Robert Stricoff, as Chief Executive Officer or any successor Chief Executive Officer (the “**Executive Director**”) or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to execute and deliver final forms of First Amendment to Lease Agreement, the First Amended and Restated Sales Tax Letter and any other agreements or certificates consistent herewith (hereinafter collectively called the “**Amended Documents**”), all in form acceptable to the Agency upon the advice of counsel to the Agency. The execution thereof by the Chief Executive Officer shall constitute conclusive evidence of the approval of the Amended Documents.

The Chief Executive Officer or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, the Secretary or Assistant Secretary of the Agency, to execute any Amended Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Amended Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the Executive Director’s or any other Authorized Representative’s signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

Section 3. 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 or provided for by the provisions of the Amended Documents, and to execute and deliver all such additional certificates, instruments, agreements 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 officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing

resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Amended Documents binding upon the Agency.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Amended Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, and the Amended Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 5. No covenant, stipulation, obligation or agreement contained in this resolution, or the Amended Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the Town of Babylon in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Amended Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6. This resolution shall take effect immediately.

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

The resolution was thereupon declared duly adopted.

Adopted: April 22, 2014

