

**RESOLUTION AUTHORIZING THE ASSIGNMENT OF THE PROJECT
DOCUMENTS RELATING TO THE HSRE-EB WEST BABYLON, LLC PROJECT**

WHEREAS, on September 2, 2015, the Agency adopted a resolution granting approval of and authorizing the grant of certain financial assistance by the Agency to HSRE-EB West Babylon, LLC (the "Company") with respect to a project (the "Project") consisting of the acquisition, construction and equipping by the Company of an approximately 150,000 aggregate square foot 168 unit assisted living facility all to be located on that certain lot, piece or parcel of land (the "Project Site") generally known as 510-530 Montauk Highway in West Babylon, New York 11704 (the "Facility"), all for use by the Company in its elder care business; and

WHEREAS, on June 28, 2016 the Agency entered into a straight lease transaction with the Company pursuant to which the Agency granted the Company financial assistance in the form of among others, exemptions from real property taxes, New York State and local sales and use taxes and mortgage recording tax exemptions in accordance with a Lease Agreement, between the Agency and the Company dated June 28, 2016 (the "Lease Agreement"); and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the Lessee shall not at any time assign or transfer the Lease Agreement and the Company Lease (as defined in the Lease) without the prior written consent of the Agency; and

WHEREAS, the Company has requested that the Agency provide written consent pursuant to Section 9.3 of the Lease Agreement with respect to the assignment of the Lease Agreement and the Company Lease from the Company to VTR BRTL West Babylon, LLC, an entity controlled by Ventas Healthcare Realty, LLC (the "Assignee"); and

WHEREAS, the Agency desires to provide written consent with respect to the assignment of the Lease Agreement and the Company Lease (the "Assignment Consent"); and

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

Section 1. The Agency hereby approves of the form and substance of the Assignment Consent consistent with the foregoing.

Section 2. Thomas E. Dolan as Chief Executive Officer ("CEO") or any other Authorized Representative, is hereby authorized, on behalf of the Agency, to consent to final forms of the Assignment Consent consistent with the foregoing and any other consents, agreements or certificates consistent herewith (hereinafter collectively called the "**Assignment Documents**"), all in form acceptable to the Agency upon the advice of counsel to the Agency. The execution thereof by the CEO shall constitute conclusive evidence of the approval of the Assignment Documents.

The CEO 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 Assignment Documents or certificates of the Agency authorized pursuant to this Resolution and determine the terms of the Assignment Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the CEO'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 CEO, the Chairman or the Secretary and any member of the Agency (as used in this resolution, the "**Authorized Representatives**") are hereby designated the authorized representatives of the Agency and each of them is hereby authorized and directed to cause the transactions as described herein to be undertaken and in relation thereto, to execute and deliver any and all papers, instruments, agreements, opinions, certificates, affidavits and other documents, and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution, and the Assignment Documents including such changes or revisions in the forms of such documents as may be requested by counsel to the Agency.

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 or provided for by the provisions of the Assignment 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 Assignment Documents binding upon the Agency.

Section 5. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Assignment 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 Assignment 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 6. No covenant, stipulation, obligation or agreement contained in this resolution, or the Assignment 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 Assignment Documents or be subject to any personal liability or accountability by reason of the execution thereof.

Section 7. This resolution shall take effect immediately.