

Date: June 19, 2013

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Issuer”), held at the Town of Brookhaven Division of Economic Development, 1 Independence Hill, 3rd Floor, Farmingville, New York 11738 on the 19th day of June, 2013, the following members of the Issuer were:

Present: Frederick C. Braun, III, Gasper C. Celauro, Felix J. Grucci, Jr.,
Ronald J. LaVita, Peter G. Moloney, John Rose & Ann-Marie Scheidt

Absent:

Also Present: Lisa M. G. Mulligan, Chief Executive Officer
James Ryan, Chief Financial Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the issuance and sale of the Issuer’s proposed Industrial Development Revenue Bonds, Series 2013 (BK at Lake Grove, LLC Facility) in the aggregate principal amount presently estimated to be \$40,700,000, but not to exceed \$44,000,000.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

Braun

Celauro

Grucci

LaVita

Moloney

Rose

Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF ITS INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 2013 (BK AT LAKE GROVE, LLC FACILITY), IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE \$40,700,000, BUT NOT TO EXCEED \$44,000,000, APPOINTING BK AT LAKE GROVE, LLC AGENT OF THE ISSUER FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING AND FURNISHING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND RELATED DOCUMENTS, MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND REQUESTING THE SUPERVISOR OF THE TOWN OF BROOKHAVEN TO APPROVE THE ISSUANCE OF THE BONDS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 358 of the Laws of 1970 of the State of New York (collectively the "**Act**"), the Town of Brookhaven Industrial Development Agency (the "**Issuer**") was created with the authority and power to issue its special revenue bonds for the purpose of, among other things, acquiring certain industrial facilities as authorized by the Act; and

WHEREAS, BK at Lake Grove, LLC, a limited liability company organized and existing under the laws of the State of New York (the "**Company**") has submitted its application to the Issuer requesting the Issuer's to issue its Industrial Development Revenue Bonds, Series 2013 (BK at Lake Grove, LLC Facility) (the "**Bonds**") pursuant to Section 142(a)(7) of the Internal Revenue Code of 1986, as amended (the "**Code**"), to finance certain costs of an industrial development facility consisting of the acquisition of five (5) parcels of land totaling approximately 6.32 acres located at 2995 Middle Country Road, Lake Grove, Town of Brookhaven, County of Suffolk, New York (the "**Land**"), the construction, equipping and furnishing of a three-story above-grade approximately 120,000 square foot building to be located thereon for use by the Company as an assisted living residential facility consisting of approximately 136 assisted living units for use by elderly citizens in the community as a fully integrated residence including living, dining, housekeeping, personal laundry and transportation services, and a portion of the building is contemplated to be designated for use by residents in the early stages of Alzheimer's disease (the "**Facility**"), including the following as they relate to the appointment of the Company as agent of the Issuer pursuant to Section 5 hereof with respect to the acquisition, construction, equipping and furnishing of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquiring, constructing, equipping and furnishing of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction, equipping and furnishing of the Facility, and (iii) all equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Facility will be leased (with the obligation to purchase) or sold by the Issuer to the Company or such other person as may be designated by the Company and agreed upon by the Issuer, pursuant to the Act; and

WHEREAS, the Act authorizes and empowers the Issuer to issue its bonds to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, in addition to the issuance of the Bonds, the Issuer contemplates that it will provide financial assistance to the Company with respect to acquisition, construction, equipping and furnishing of the Facility in the form of (i) exemptions from mortgage recording taxes in an aggregate amount presently estimated to be \$427,350 but not to exceed \$462,000, in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility, (ii) exemptions from sales and use taxes on the acquisition of fixtures, furniture and equipment to be installed in the Facility in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed \$2,250,000, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), all consistent with the policies of the Issuer, to be more particularly described in a Bond Resolution to be adopted by the Issuer prior to the issuance of the Bonds; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), interest on the Bonds, will not be excluded from gross income for federal income tax purposes unless the issuance of the Bonds is approved by the “applicable elected representative” of the Town of Brookhaven, Suffolk County, New York, after a public hearing has been held regarding the Facility and the issuance of the Bonds; and

WHEREAS, prior to the issuance of the Bonds and the granting of any tax benefits, public notice of the hearing will be given as required by law, a copy of which (together with proof of publication) will be annexed hereto as Exhibit A, and such notice will comply with all requirements of the Code; and

WHEREAS, a public hearing will be held to hear all persons interested in the issuance of the Bonds, and the granting of any tax benefits and the location and nature of the Facility, and any other financial assistance contemplated, the minutes of which will be annexed as Exhibit B; and

WHEREAS, the Company reasonably expects that it will pay or incur certain capital expenditures in connection with the acquisition, construction, equipping and furnishing of the Facility prior to the issuance of the Bonds; and

WHEREAS, the Company will use funds from sources other than Bond Proceeds which are or will be available on a short-term basis to pay for preliminary expenditures and the acquisition, construction, equipping and furnishing of the Facility; and

WHEREAS, the Company reasonably expects that it will reimburse itself for the use of such funds with proceeds of indebtedness to be issued by the Issuer to finance the costs of the acquisition, construction, equipping and furnishing of the Facility; and

WHEREAS, the Act authorizes and empowers the Issuer to issue its Bonds to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the Town of Brookhaven, New York; and

WHEREAS, the Company will deliver to the Issuer a feasibility report and economic impact analysis (the "**Feasibility Study**"), with respect to the Facility, plus letters or reports from various public officials and other community groups and entities (collectively the "**Letters of Support**") and correspondence on behalf of the Company stating that the Company will set aside twenty percent (20%) of the units at the Facility for exclusive use by households that fall below fifty percent (50%) of the median family income in the Town of Brookhaven and stating that the Company will verify on an annual basis to the Issuer its commitment to hold twenty percent (20%) of the units at the Facility for people below fifty percent (50%) of the median family income in the Town of Brookhaven (the "**Set Aside Letter**"; and, together with the Feasibility Study, collectively, the "**Requisite Materials**") which demonstrate to the Issuer the feasibility of the Facility and the economic impact that the Facility will have on the Town of Brookhaven; and

WHEREAS, the Issuer has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an inducement to the Company to maintain and expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State Environmental Quality Review Act ("**SEQR**" or "**SEQRA Act**"), the Issuer constitutes a "State Agency"; and

WHEREAS, to aid the Issuer in determining whether the Facility may have a significant effect upon the environment, the Company prepared and submitted to the Issuer an Environmental Assessment Form and related documents (the "**Questionnaire**") with respect to the Facility, a copy of which is on file at the office of the Issuer; and

WHEREAS, the Questionnaire has been reviewed by the Issuer; and

WHEREAS, the Issuer constitutes an "Involved Agency"(as defined in SEQR); and

WHEREAS, the construction and operation of the Facility is an "Action" under SEQR; and

WHEREAS, the Board of Trustees of the Village of Lake Grove, as an Involved Agency under SEQR, declared its intent to act as Lead Agency for purposes of review of the Facility under SEQR, and coordinated review with Involved and Interested Agencies; and

WHEREAS, no Involved Agency objected to the Board of Trustees of the Village of Lake Grove, acting as Lead Agency for purposes of review of the Facility under SEQR, and therefore, the Board of Trustees of the Village of Lake Grove, was the Lead Agency; and

WHEREAS, on October 4, 2012, the Lead Agency, following a coordinated review, determined that the Facility would not have a significant impact on the environment, and adopted a Negative Declaration for the Facility, a copy of which Negative Declaration is attached hereto as Exhibit E; and

WHEREAS, the Company has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the sale or lease of the Facility and the issuance and purchase of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Based upon the Environmental Assessment Form completed by the Company and reviewed by the Issuer and other representations and information furnished by the Company regarding the Facility, the Issuer determines that the action relating to the acquisition, renovation, equipping and operation of the Facility is an "unlisted" action, as that term is defined in the SEQR Act. The Issuer also determines that the action will not have a "significant effect" on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Chief Executive Officer of the Issuer or counsel to the Issuer.

Section 2. Prior to the Issuer adopting any final resolution committing the Issuer to finance the costs of acquiring, constructing and equipping the Facility and authorizing the issuance of the Bonds and the granting of the other economic benefits contemplated hereunder in connection with the Facility, the Company shall, in addition to the requirements set forth in these Resolutions, provide such additional information in such form and content satisfactory to the Issuer, including, without limitation, the Requisite Materials as the Issuer may deem necessary or desirable to assist the Board of the Issuer in making all determinations and findings as may be necessary under the Act and the Code in connection with the issuance of the Bonds and the acquisition, construction, equipping and furnishing of the Facility. In connection with the acquisition, construction, equipping and furnishing of the Facility the Issuer hereby makes the following preliminary determinations and findings based

upon information provided by the Company, with respect to the Facility, and other public information:

(a) There is a lack of affordable, safe, clean and modern, senior housing in the Town of Brookhaven;

(b) Such lack of affordable senior housing has resulted in seniors leaving the Town of Brookhaven and therefore adversely affecting businesses, retailers, banks, financial institutions, insurance companies, health and legal services providers and other merchants in the Town of Brookhaven and otherwise adversely impacting the economic health and well-being of the residents of the Town of Brookhaven and the tax base of the Town of Brookhaven;

(c) The Facility, by providing such affordable senior housing will enable persons to remain in the Town of Brookhaven and thereby to support the businesses, retailers, banks, and other financial institutions, insurance companies, health care and legal services providers and other merchants in the Town of Brookhaven which will increase the economic health and well-being of the residents of the Town of Brookhaven, help preserve and increase permanent private sector jobs in furtherance of the Issuer's public purposes as set forth in the Act, and therefore the Issuer finds and determines that the Facility is a commercial project within the meaning of Section 854(4) of the Act;

(d) The Facility will provide services, i.e., affordable senior housing, which but for the Facility, would not otherwise be reasonably accessible to the residents of the Town of Brookhaven

Section 3. Subject to the provisions of this Resolution, the form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Issuer and the Company setting forth the undertakings of the Issuer and the Company with respect to the issuance of the Bonds and the acquisition, construction, equipping and furnishing of the Facility (the "**Agreement**") are hereby approved. The Chairman or the Chief Executive Officer of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Agreement, with such changes in terms and form as the Chairman or the Chief Executive Officer shall approve. The execution thereof by the Chairman or the Chief Executive Officer shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in Section 4.02 of the Agreement and approval of the issuance of the Bonds by the applicable elected representative of the Town of Brookhaven, and the compliance with any other applicable provisions of the Code, the Issuer shall (i) issue the Bonds in an amount and with maturities, an interest rate, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer. (ii) acquire, construct, equip and furnish the Facility, (iii) lease or sublease (with an option to purchase) or sell the Facility to the Company pursuant to an agreement by and between the Issuer and the Company whereby the Company will be obligated, among other things, to make payments to or for the account of the Issuer in amounts and at times so that such payments will be adequate to pay the principal of, premium, if any, and interest on the

Bonds, and (iv) secure the Bonds in such manner as the Issuer, the Company and the purchaser(s) (the "**Purchaser**") of the Bonds mutually deem appropriate. If the proceeds of the sale of the Bonds are insufficient to finance completion of the acquisition, construction, equipping and furnishing of the Facility, the Issuer will, subject to the terms of the Agreement, and upon the request of the Company, take such actions and execute such documents as may be necessary to effect the issuance from time to time of additional obligations, whether on a parity with the Bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping and furnishing of the Facility.

Section 5. Subject to the provisions of this resolution, the Company is hereby appointed the true and lawful agent of the Issuer to acquire, construct and equip the Facility on behalf of the Issuer, with the authority to delegate its status as agent of the Issuer to the Company's agents, subagents, contractors, subcontractors, suppliers and vendors and other such parties as the Company may choose. The terms and conditions of the appointment of the Company as agent of the Issuer for the purposes described in this Section 5 are set forth in the form of the attached letter addressed to the Company, marked as Exhibit C to this resolution, which is incorporated herein by reference. The appointment described above includes the following activities as they relate to the acquiring, constructing, equipping and furnishing of the Facility, whether or not the materials, services or supplies described below are incorporated into or become an integral part of the Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction, equipping and furnishing of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquisition, construction, equipping and furnishing the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under the Facility. This Issuer appointment includes the power to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Issuer, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Issuer could do if acting on its own behalf. This agency appointment expressly excludes the Company from purchasing any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The aforesaid appointment of the Company as agent of the Issuer to acquire, construct, equip and furnish the Facility shall expire at the earlier of (a) the completion of such acquisition, construction and equipping of the Facility, or (b) such date as the Issuer designates; provided, however, such appointment may be extended at the discretion of the Issuer, upon the written request of the Company, if such activities and improvements are not completed by such time.

Section 6. Subject to the provisions of this Resolution, the Company is hereby authorized to undertake the financing of the acquisition, construction, equipping and furnishing of the Facility with the Bonds.

Section 7. To the extent the Company has paid or incurred or will pay or incur preliminary expenditures or hard costs in connection with the acquisition, construction,

equipping and furnishing of the Facility with current funds, it reasonably expects to reimburse itself with proceeds from the Bonds.

Section 8. The law firm of Nixon Peabody LLP is hereby appointed Bond Counsel to the Issuer in connection with the issuance of the Bonds.

Section 9. Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds.

Section 10. The Chairman and the Chief Executive Officer of the Issuer are hereby authorized and directed (i) to distribute copies of this resolution to the Company, (ii) to request the Supervisor of the Town of Brookhaven, to approve the issuance of the Bonds, and (iii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 11. This resolution shall take effect immediately.

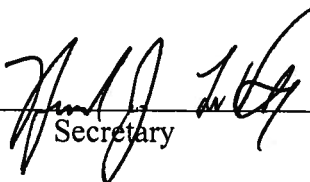
STATE OF NEW YORK)
) ss.:
COUNTY OF SUFFOLK)

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Issuer"), including the resolutions contained therein, held on the 19th day of June, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Issuer had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand of said Issuer this the 19th day of June, 2013.



Secretary

Date: December 4, 2013

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Issuer"), held at Pace's Steakhouse, 318 Wynn Lane, Port Jefferson, New York on the 4th day of December, 2013, the following members of the Issuer were:

Present: Frederick C. Braun, III, Gasper C. Celauro, Felix J. Grucci, Jr.,
Ronald J. LaVita, Peter G. Moloney, John Rose
& Ann-Marie Scheidt

Absent:

Also Present: Lisa M. G. Mulligan, Chief Executive Officer
James Ryan, Chief Financial Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the issuance and sale of the Issuer's proposed Industrial Development Revenue Bonds, Series 2013 (BK at Lake Grove, LLC Facility) in the aggregate principal amount presently estimated to be \$39,995,000 but not to exceed \$40,000,000.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

Braun

Celauro

Grucci

LaVita

Moloney

Rose

Scheidt

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF THE ISSUER'S INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 2013 (BK AT LAKE GROVE, LLC FACILITY), IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE \$39,995,000, BUT NOT TO EXCEED \$40,000,000 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 47 of the Laws of 1974 of the State of New York (collectively the "**Act**"), the Town of Brookhaven Industrial Development Agency (the "**Issuer**") was created with the authority and power to issue its special revenue bonds for the purpose of, among other things, acquiring certain industrial facilities as authorized by the Act; and

WHEREAS, BK at Lake Grove, LLC, a limited liability company organized and existing under the laws of the State of New York (the "**Company**"), has submitted its application to the Issuer requesting the Issuer to issue its Industrial Development Revenue Bonds, Series 2013 (BK at Lake Grove, LLC Facility) (the "**Bonds**") pursuant to Section 142(2)(7) of the Internal Revenue Code of 1986, as amended (the "**Code**"), in order to finance certain costs of an industrial development facility consisting of the acquisition of five (5) parcels of land totaling approximately 6.32 acres located at 2995 Middle Country Road, Lake Grove, Town of Brookhaven, County of Suffolk, New York (the "**Land**"), the construction, equipping and furnishing of a three-story above-grade approximately 120,000 square foot building to be located thereon for use by the Company as an assisted living residential facility consisting of approximately 136 assisted living units for use by elderly citizens in the community as a fully integrated residence including living, dining, housekeeping, personal laundry and transportation services, and a portion of the building is contemplated to be designated for use by residents in the early stages of Alzheimer's disease (the "**Facility**"); and

WHEREAS, the Issuer, by inducement resolution duly adopted on June 19, 2013, decided to proceed under the provisions of the Act to issue the Bonds for the purpose of financing the costs of acquiring, constructing, equipping and furnishing the Facility; and

WHEREAS, in compliance with the Code, and in compliance with Section 859-a of the Act, a public hearing was held on December 2, 2013, after public notice thereof was published on November 12, 2013, to hear all persons interested in the location and nature of the Facility, the issuance of the Bonds and the other economic benefits, tax exemptions and financial assistance to be granted by the Issuer to the Company in connection with the Facility;

WHEREAS, the Company has proposed that the Issuer sell the Facility to the Company pursuant to a certain Installment Sale Agreement, to be dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Installment Sale Agreement**"), between the Issuer, as seller, and the Company, as purchaser;

WHEREAS, the Bonds will be issued pursuant to an Indenture of Trust, to be dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Indenture**"), between the Issuer and a banking corporation or national association with trust powers yet to be determined and acceptable to the Issuer, authorized to accept and execute trusts under the laws of the State of New York, as trustee (the "**Trustee**"); and

WHEREAS, the Bonds will be privately placed by Roosevelt & Cross, Incorporated or such other agent as may be determined (collectively, the "**Placement Agent**") with one or more purchasers (collectively, the "**Purchaser**") pursuant to a Bond Placement Agreement, to be dated a date to be determined or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Bond Placement Agreement**"), by and among the Issuer, the Company and the Placement Agent;

WHEREAS, the Issuer and the Company have agreed to secure the payment of the Bonds and to secure the Company's obligations under the Installment Sale Agreement, by granting (i) an Acquisition Loan Mortgage and Security Agreement, to be dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Acquisition Loan Mortgage**"), (ii) a Building Loan Mortgage and Security Agreement, to be dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Building Loan Mortgage**"), and (iii) a Project Loan Mortgage and Security Agreement, to be dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Project Loan Mortgage**"; and, together with the Acquisition Loan Mortgage and the Building Loan Mortgage, the "**Mortgages**"), each from the Issuer and the Company to the Trustee; and

WHEREAS, in connection with the Building Loan Mortgage, the Issuer, the Company and the Trustee will enter into a Building Loan Agreement, to be dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Building Loan Agreement**"), which Building Loan Agreement will be filed in the Suffolk County Clerk's office; and

WHEREAS, the Issuer has received \$7,700,000 of volume cap allocation from the New York State Department of Economic Development as the Issuer's initial allocation to be applied towards the Bonds; and

WHEREAS, the Issuer has received a transfer of \$7,500,000 of volume cap allocation from the Suffolk County Industrial Development Agency ("**SCIDA**") and a transfer of \$25,000,000 from the Statewide Reserve by the New York State Department of Economic Development, to be applied towards the Bonds; and

WHEREAS, by Certificate of Approval to be executed by the Town Supervisor of the Town of Brookhaven, New York on or after December 4, 2013, the "applicable elected representative" as required under Section 147(f) of the Code will have approved the issuance of the Bonds, and will have confirmed the Issuer's providing financial assistance to the Facility pursuant to Section 862(c) of the General Municipal Law; and

WHEREAS, the Company has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the sale of the Facility and the issuance and purchase of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Issuer hereby finds and determines:

(a) By virtue of the Act, 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;

(b) There is a lack of affordable safe, clean and modern senior assisted living housing in the Town of Islip;

(c) The Facility will create construction and permanent jobs, and by providing such affordable housing will enable retired persons and senior citizens to remain in the Town of Brookhaven and thereby to support the businesses, retailers, banks, and other financial institutions, insurance companies, health care and legal services providers and other merchants in the Town of Islip, which will increase the economic health and well-being of the residents of the Town of Brookhaven, and help preserve and increase permanent private sector jobs;

(d) The Facility will provide services, i.e., affordable senior housing, which but for the Facility, would not otherwise be reasonably accessible to the residents of the Town of Brookhaven;

(e) The Facility constitutes a "project," as such term is defined in the Act and a "qualified residential rental project" as such term is defined in the Code;

(f) The acquiring, constructing, equipping and furnishing of the Facility and the sale of the Facility to the Company pursuant to the Installment Sale Agreement (as hereinafter defined) will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act;

(g) The Issuer approves of the location of the site of the Facility;

(h) Based upon the representations and warranties of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located;

(i) The financing of the Facility is reasonably necessary to induce the Company to maintain and expand its operations within the State of New York;

(j) Based upon the representations and warranties of the Company and counsel to the Company, the Facility and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the Town of Brookhaven;

(k) Based upon the representations and warranties of the Company and counsel to the Company, the Facility and the operations conducted therein will not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation law of the State of New York and the regulation promulgated thereunder;

(l) It is desirable and in the public interest for the Issuer to issue and sell the Bonds in the aggregate principal amount presently estimated to be approximately \$39,995,000, but not to exceed \$40,000,000 upon the terms and conditions set forth in the Bond Placement Agreement and the Indenture, for the purpose of financing the cost of acquiring, constructing, equipping and furnishing the Facility, together with necessary incidental expenses in connection therewith;

(m) The Bond Placement Agreement will be an effective instrument whereby the Issuer will agree to sell the Bonds to the Underwriter when issued by the Issuer; and

(n) The Indenture will be an effective instrument which, among other things, secure the Bonds, assigns to the Trustee certain rights and remedies of the Issuer under the Installment Sale Agreement, and authorized the Trustee to accept and execute trusts of the character set forth in the Indenture;

(o) The Installment Sale Agreement will be an effective instrument whereby the Issuer will sell the Facility to the Company;

(p) The Assignment will be an effective instrument pursuant to which the Issuer assigns to the Trustee certain of its rights and remedies under the Installment Sale Agreement (except for Unassigned Rights as defined in the Indenture and amount on deposit in the Rebate Fund), including the right to collect and receive certain moneys due and to become due; and

(q) The Mortgages will be effective instruments whereby the Company and the Issuer assign to the Trustee mortgages on and present and continuing security interests in all property and rights described in the respective granting clauses thereunder to secure payment of the Bonds and performance of their respective obligations under the Installment Sale Agreement, the Bond Placement Agreement, the Indenture and the other Bond Documents (as defined in the Indenture) and the Building Loan Agreement will be an effective instrument when filed in the Suffolk County Clerk's office, under the New York Lien Law with respect to the disbursements of amounts on deposit in the Construction Account of the Project Fund under the Indenture to pursue the lien of the Building Loan Agreement; and

(r) The Guaranty Agreement, dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Guaranty**"), from the Company and any other guarantors required by the Placement Agent to the Issuer and the Trustee will be an effective instrument whereby the Company will guarantee to the Issuer and the Trustee full and prompt payment when due of the principal of, premium, if any, and interest on the Bonds, and the payment and performance of the Company's obligations under the Company Documents (as defined in the Indenture) and will enhance the marketability of the Bonds; and

(s) The Completion Guaranty Agreement, dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Completion Guaranty**"), from the principals of the Company (the "**Developers**") to the Issuer and the Trustee will be an effective instrument whereby the Developers will guarantee to the Issuer and the Trustee the completion of the Facility on or before the Completion Date (as such term is defined in the Indenture); and

(t) The Developer Guaranty Agreement, dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Developer Guaranty**"), from the Developers to the Issuer and the Trustee will be an effective instrument whereby the Developers will guarantee to the Issuer and the Trustee the, among other things, (i) payment of principal of, sinking fund installments, redemption premium, and interest on the Bonds until the Company has achieved and maintained a minimum required Debt Service Coverage Ratio (as such term is defined in the Indenture) from time to time, and (ii) its payment of an amount under the Installment Sale Agreement to redeem a sufficient amount of Bonds from time to time in order to enable the Company to achieve and maintain the required Debt Service Coverage Ratio; and

(u) The Environmental Compliance and Indemnification, dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Environmental Compliance and Indemnification Agreement**"), from the Company to the Issuer, the Trustee and the LOC Bank will be an effective instrument whereby the Company covenants that the acquisition, constructing, equipping, furnishing and operation of the Facility will be in compliance with all environmental laws and regulations, and that the Company will indemnify and hold the Issuer, the Trustee and the LOC Bank harmless from any violation of environmental laws and regulations applicable to the Facility; and

(v) The Tax Compliance Agreement, dated the Closing Date (as defined in the Indenture) (the "**Tax Compliance Agreement**"), by and between the Company and the Issuer, will be an effective instrument whereby the Company and the Issuer set forth certain representations, expectations, conditions and covenants establishing compliance with the restrictions imposed by the Code relating to hearings and approval by the Issuer, activities of the Company, the Bonds, the Facility and the application of the proceeds of the Bonds; and

(w) The Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2013, or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**PILOT Agreement**") by and between the Issuer and the Company, and approved by the Town of Brookhaven, will be an effective instrument whereby the Issuer and the Company set forth the terms and conditions of their agreement regarding the Company's payments in lieu or real property taxes and the granting of enhanced abatements pursuant to the terms of such PILOT Agreement and consistent with the policies of the Issuer; and

(x) The proposed form of the Private Placement Memorandum (the "**Private Placement Memorandum**") to be distributed by the Issuer and the Company in connection with the issuance of the Bonds will contain true and accurate information regarding the ability of the issuer to issue the Bonds and information contained therein regarding the Issuer, the Bonds, the Bond Placement Agreement, the Indenture, the Installment Sale Agreement, the Assignment, the Mortgages, the Completion Guaranty, the Developer Guaranty, the Building Loan Agreement, the Tax Regulatory Agreement, the PILOT Agreement, the Environmental Compliance and Indemnification Agreement and the Guaranty is hereby approved; and

(y) The Issuer hereby determines to grant sales tax exemptions for a period which shall expire upon the completion of the Facility, real property tax abatements pursuant to the PILOT Agreement and mortgage recording tax exemptions in connection with the Facility and the Bonds consistent with the policies of the Issuer.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (i) issue and sell the Bonds pursuant to and in accordance with the Indenture and the Bond Placement Agreement, (ii) use the proceeds of the Bonds to finance the costs of the completion of the construction of the Facility and to disburse the proceeds of the Bonds proceeds, in accordance with the provisions of the Indenture, (iii) sell the Facility to the Company pursuant to the Installment Sale Agreement, (iv) secure the Bonds by vesting certain powers and duties in the Trustee pursuant to the Indenture, and by assigning to the Trustee certain of the Issuer's rights and remedies under the Installment Sale Agreement, including the right to collect and receive amounts payable thereunder pursuant to the Assignment (except for Unassigned Rights as defined in the Indenture and amounts on deposit in the Rebate Fund), (v) secure the Bonds by granting a lien upon and security interest in the Facility to the Trustee pursuant to the Mortgages, (vi) additionally secure the Bonds pursuant to the Guaranty, the Completion Guaranty and the Developer Guaranty, (vii) pay capitalized interest on the Bonds, if required, and pay a portion of the cost of issuance of the Bonds to the extent allowable under the Code; (viii) obtain the certification by a State official designated by State law or, if there is no such State official, the Governor of the State, that the Bonds meet the requirements of Section 146 of the Code, (ix) file the Information Return for Private Activity Bond Issues, Form 8038 (the "**Information Return**") in the manner and at the places provided in the Code, (x) grant to the Company and the Facility other economic benefits consisting of the continuation of sales tax exemptions for a period which shall expire upon the completion of the Facility, continuation of real property tax abatements, pursuant to the PILOT Agreement, and mortgage recording tax exemptions, in accordance with the policies of the Issuer, and (xi) request that SCIDA transfer to the Issuer a portion of SCIDA's 2013

volume cap allocation and the New York State Department of Economic Development grant to the Issuer a sufficient amount of volume cap allocation from the Statewide Reserve, together with the Issuer's 2013 volume cap allocation will be applied to the issuance of the Bonds.

Section 3. The Issuer is hereby authorized to acquire the real and personal property described in Exhibits A and B, respectively, to the Installment Sale Agreement and to sell the same to the Company pursuant to the terms of the Installment Sale Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Bonds, the Indenture, the Bond Placement Agreement, the Installment Sale Agreement, the Mortgages, the Completion Guaranty, the Developer Guaranty, the Building Loan Agreement, the Assignment, the Tax Regulatory Agreement, the Guaranty and the Private Placement Memorandum (each which will be in substantially the form and substance satisfactory to the Issuer and its counsel and which, prior to the execution and delivery thereof, may be redated) (collectively, the "**Issuer Documents**") and of the Information Return are hereby approved.

Section 5. The Issuer is hereby authorized to issue and execute, sell and deliver the Bonds to the Underwriter in the aggregate principal amount presently estimated to be approximately \$39,995,000, but not to exceed \$40,000,000, pursuant to the Act and in accordance with the Bond Placement Agreement and the Indenture; provided that:

(a) The Bonds shall (i) be issued, executed and delivered at such time as the Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer shall determine, and (ii) bear interest at the rates, be subject to redemption prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are to be set forth in the Bonds, the Bond Placement Agreement and the Indenture, which terms are specifically incorporated herein with the same force and effect as if fully set forth herein.

(b) The Bonds shall be issued solely for the purpose of providing funds to finance the Costs of the completion of the Facility (as defined in the Indenture), and paying certain costs of issuance, including without limitation, the administrative, legal, financial and other expenses of the Issuer incurred in connection with the acquisition, construction and equipping of the Facility and incidental to the issuance of the Bonds.

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

(d) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the sale of the Facility or from the enforcement of the security provided by the Mortgage, the Installment Sale Agreement and the Assignment.

(e) 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 issue of the Bonds, would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 6. To the extent the Company has paid or incurred or will pay or incur preliminary expenditures or hard costs in connection with the Facility with current funds, it reasonably expects to reimburse itself with proceeds from the Bonds.

Section 7.

(a) The Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents, and the Information Return, where appropriate, the Secretary or any Assistant Secretary of the Issuer is hereby authorized to affix the seal of the Issuer to the Bonds, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer shall approve. The execution thereof by the Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer shall constitute conclusive evidence of such approval.

(b) The Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Installment Sale Agreement).

Section 8. The 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 for by the provisions of the Issuer 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 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 Issuer Documents binding upon the Issuer.

Section 9.

(a) It is desirable and in the best interest of the Issuer that, in connection with the issuance of the Bonds, the Bonds be qualified or registered for offer in various states authorized by the Issuer and that each of the members, officers, employees and agents of the Issuer be, and they hereby are each, authorized to determine the states in which appropriate action shall be taken to qualify or register for offer all or such part of the

Bonds as said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed); that each of said members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer, in connection with the proposed offering of the Bonds, which they may deem necessary or appropriate to obtain licenses or permits, or register, qualify or notice the Bonds for reoffering and issuance under the securities or Blue Sky laws of such of the various states as each of said members, officers, employees or agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed), and in connection with such registrations, licenses, permits, qualifications or notices, to execute and file for and on behalf of the Issuer all such applications, notices, reports, issuer's covenants, resolutions, irrevocable consents to service of process (including appointment of a designated state official to act as agent to receive process), powers of attorney and information, and to take all such further action as any of them may deem necessary or desirable to keep in effect such registrations, licenses, permits, qualifications or notices or to comply with the requirements of any regulatory commission whose approval or notification with respect to the Bonds may be required (and any such action taken to date is hereby approved, ratified and confirmed); and that the execution by such members, officers, employees and agents of the Issuer of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor by the Issuer of the papers and documents so executed and the action so taken (and any such action taken to date is hereby approved, ratified and confirmed).

(b) The Issuer hereby adopts the form of any resolution required by any state authority to be filed in connection with any application, consent to service of process or other document mentioned in the foregoing resolution if (i) in the opinion of a member, officer, employee or agent of the Issuer the adoption of such a resolution is necessary or advisable, and (ii) the Secretary or Assistant Secretary of the Issuer evidences such adoption by attaching to the minutes of this meeting copies of such resolutions, which will thereupon be deemed to have been adopted by the Issuer with the same force and effect as if originally attached to the minutes of this meeting (and any such action taken to date is hereby approved, confirmed and ratified).

(c) The Issuer hereby resolves, that each of the members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer in connection with the proposed issuance and offering of the Bonds which they may deem necessary or appropriate to render the Bonds legal for investment by savings banks, insurance companies, trust funds and any other institutions in such other of the various states as such members, officers, employees or agents may deem advisable (and any such action taken to date is hereby approved, confirmed and ratified).

Section 10. This resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this resolution

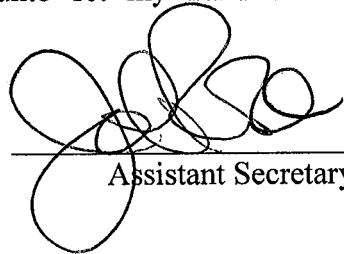
STATE OF NEW YORK)
) ss.:
COUNTY OF SUFFOLK)

I, the undersigned Assistant Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Issuer"), including the resolutions contained therein, held on the 4th day of December, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Issuer had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of December, 2013.



Assistant Secretary

Date: May 2, 2018

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held at Town of Brookhaven Division of Economic Development, 2nd Floor, One Independence Hill, Farmingville, New York 11738 on the 2nd day of May, 2018 the following members of the Agency were:

Present: Frederick C. Braun, III
Martin Callahan
Felix J. Grucci, Jr.
Michael Kelly
Scott Middleton
Gary Pollakusky

Absent: Ann-Marie Scheidt

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the assignment and assumption of an interest in a certain industrial development facility more particularly described below (Assignment of BK at Lake Grove, LLC Facility) and the assumption of the Town of Brookhaven Industrial Development Agency Industrial Development Revenue Bonds, Series 2013A (BK at Lake Grove, LLC Facility) and the defeasance and redemption of the Town of Brookhaven Industrial Development Agency Industrial Development Revenue Bonds, Series 2013B and Series 2013C (BK at Lake Grove, LLC Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

<u>Voting Aye</u>	<u>Voting Nay</u>	<u>Recused</u>
Braun		Middleton
Callahan		
Grucci		
Kelly		
Pollakusky		

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ASSIGNMENT AND ASSUMPTION OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY TO BE LEASED TO HARRISON STREET REAL ESTATE CAPITAL, LLC, A LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF HARRISON STREET REAL ESTATE CAPITAL, LLC AND/OR AN ENTITY TO BE FORMED BY ANY OF THE FOREGOING AND THE ASSUMPTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 2013A (BK AT LAKE GROVE, LLC FACILITY) AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND APPROVING THE EXECUTION AND DELIVERY OF THE DEFEASANCE AND REDEMPTION OF THE ISSUER'S INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 2013B AND SERIES 2013C (BK AT LAKE GROVE, LLC FACILITY) AND APPROVING THE FORM, SUBSTANCE, EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 47 of the Laws of 1974 of the State of New York (collectively the "**Act**"), the Town of Brookhaven Industrial Development Agency (the "**Issuer**") was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Harrison Street Real Estate Capital, LLC, a Delaware limited liability company on behalf of itself and/or the principals of Harrison Street Real Estate Capital, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (the "**Assignee**") has submitted a request for the Issuer's assistance in the assignment by BK at Lake Grove, LLC, a New York limited liability company (the "**Original Company**") of its rights, title and interests in the Facility (defined below) to the Assignee (the "**Assignment**"); and

WHEREAS, prior to the consent of the Issuer to the Assignment a public notice of the hearing was given as required by law, a copy of which (together with proof of publication) will be annexed hereto as Exhibit A; and

WHEREAS, a public hearing was held on May 1, 2018 to hear all persons interested in the Assignment, the minutes of which are annexed hereto as Exhibit B; and

WHEREAS, the Issuer previously issued on behalf of the Original Company its (i) \$10,000,000 Industrial Development Revenue Bonds, Series 2013A (BK at Lake Grove, LLC Facility) (the "**Series 2013A Bonds**"), (ii) its \$14,980,000 Industrial Development Revenue Bonds, Series 2013B (BK at Lake Grove, LLC Facility) (the "**Series 2013B Bonds**"), and (iii) \$15,015,000 Industrial Development Revenue Bonds, Series 2013C (BK at Lake Grove, LLC Facility) (the "**Series 2013C Bonds**"; and, together with the Series 2013A Bonds and the Series 2013B Bonds, the "**Series 2013 Bonds**"), for a total aggregate purchase

price of \$39,995,000 pursuant to Section 142(a)(7) of the Internal Revenue Code of 1986, as amended (the “**Code**”); and

WHEREAS, the Series 2013 Bonds were issued for the purposes of financing the costs of the acquisition, construction and equipping of an industrial development facility consisting of the acquisition the acquisition of five (5) parcels of land totaling approximately 6.32 acres located at 2995 Middle Country Road, Lake Grove, Town of Brookhaven, County of Suffolk, New York (the “**Land**”), the construction, equipping and furnishing of a three-story above-grade approximately 125,000 square foot building to be located thereon for use by the Original Company as an assisted living residential facility consisting of approximately 136 assisted living units for use by elderly citizens in the community as a fully integrated residence including living, dining, housekeeping, personal laundry and transportation services, and a portion of the building is contemplated to be designated for use by residents in the early stages of Alzheimer’s disease (the “**Facility**”); and

WHEREAS, the Issuer is currently selling the Facility to the Original Company pursuant to a certain Installment Sale Agreement, dated as of December 1, 2013 (the “**Original Installment Sale Agreement**”), between the Issuer, as seller, and the Original Company, as purchaser; and

WHEREAS, the Series 2013 Bonds were issued pursuant to an Indenture of Trust, dated as of December 1, 2013 (the “**Original Indenture**”), between the Issuer and UMB Bank, N.A., a national banking association duly organized and existing under the laws of the United States of America, as trustee (the “**Trustee**”); and

WHEREAS, the Original Company provided its guaranty of the principal of, Sinking Fund Payments, Redemption Price of, and interest on the Series 2013 Bonds pursuant to a certain Guaranty, dated as of December 1, 2013 (the “**Guaranty**”), from the Original Company to the Issuer and the Trustee; and

WHEREAS, completion of the Facility was guaranteed pursuant to a certain Completion Guaranty, dated as of December 1, 2013 (the “**Completion Guaranty**”), from Jan Burman, Sydney Engel, Steven Krieger and Michael Weiss (collectively, the “**Individual Guarantors**”) to the Issuer and the Trustee; and

WHEREAS, the development of the Facility was guaranteed pursuant to a certain Developer Guaranty, dated as of December 1, 2013 (the “**Developer Guaranty**”), from the Individual Guarantors to the Issuer and the Trustee; and

WHEREAS, the Issuer and the Original Company secured the payment of the Series 2013 Bonds and the Original Company’s obligations under the Original Installment Sale Agreement, by granting to the Trustee (i) an Acquisition Loan Mortgage and Security Agreement, dated as of December 19, 2013 (the “**Acquisition Loan Mortgage**”), (ii) a Building Loan Mortgage and Security Agreement, dated as of December 19, 2013 (the “**Building Loan Mortgage**”), and (iii) a Project Loan Mortgage and Security Agreement, dated as of December 19, 2013 (the “**Project Loan Mortgage**”); and, together with the

Acquisition Loan Mortgage and the Building Loan Mortgage, the “**Series 2013 Mortgages**”), each from the Issuer and the Company to the Trustee; and

WHEREAS, in connection with the Building Loan Mortgage, the Issuer, the Original Company and the Trustee entered into a Building Loan Agreement, dated as of December 1, 2013 (the “**Original Building Loan Agreement**”), which Original Building Loan Agreement was to be filed in the Suffolk County Clerk’s office; and

WHEREAS, in addition to the Series 2013 Mortgages, the Series 2013 Bonds were further secured by a certain Pledge and Assignment, dated as of December 1, 2013 (the “**Original Pledge and Assignment**”), given by the Issuer to the Trustee with Acknowledgement by the Original Company, which Original Pledge and Assignment was to be recorded in the Suffolk County Clerk’s office immediately after the recordation of the Series 2013 Mortgages; and

WHEREAS, the Issuer and the Original Company previously entered into a certain Payment-in-Lieu-of-Tax Agreement, dated as of December 1, 2013 (the “**PILOT Agreement**”), pursuant to which the Issuer and the Original Company set forth the term and conditions of their agreement regarding the payments in lieu of real property taxes in connection with the Facility; and

WHEREAS, the Issuer and the Original Company entered into a certain Tax Regulatory Agreement, dated December 19, 2013 (the “**Original Tax Regulatory Agreement**”), by and between the Issuer and the Original Company, in order to set forth certain representations, expectations, conditions and covenants relating to the activities of the Original Company, the Issuer, the Series 2013 Bonds, the Project (as defined therein) and the application of the Bond Proceeds (as defined in the Original Indenture); and

WHEREAS, the Issuer and the Original Company entered into a certain Environmental Compliance and Indemnification Agreement, dated as of December 1, 2013 (the “**Environmental Compliance and Indemnification Agreement**”), by and between the Issuer and the Original Company whereby the Original Company agreed to comply with all Environmental Laws (as defined therein) applicable to the Facility and to indemnify and hold harmless the Issuer for all liability under all such Environmental Laws; and

WHEREAS, the Issuer and the Original Company will cause the Series 2013B Bonds and the Series 2013C Bonds to be defeased and redeemed pursuant to a certain Letter of Instructions, dated June 1, 2018, or such other date as the Issuer and counsel to the Issuer shall agree (the “**Letter of Instructions**”), in accordance with the provisions of the Series 2013B Bonds and the Series 2013C Bonds and the Indenture immediately prior to the Assignment; and

WHEREAS, the Series 2013A Bonds will remain in place and the payment of the debt service payments on the Series 2013A Bonds will be assumed by the Assignee with consent of the Issuer and the Holder of the Series 2013A Bonds; and

WHEREAS, to effectuate the Assignment, the Original Company, the Assignee and the Issuer will enter into a certain Assignment, Assumption and Amendment Agreement, dated as of June 1, 2018 or such other date as may be reasonable or necessary and acceptable to the Issuer (the “**Assignment, Assumption and Amendment Agreement**”), by and among the Issuer, the Original Company and the Assignee and consented to by the Holder of the Series 2013A Bonds whereby (a) the Original Company will assign to the Assignee and the Assignee will assume all of the right, title, interest, liability, duty and obligations of the Original Company with respect to the Facility under the (i) Installment Sale Agreement, including but not limited to, all of the right, title, interest, liability, duty and obligations of the Original Company under the Installment Sale Agreement, including without limitation, the Debt Service Payments on the Series 2013A Bonds, (ii) the PILOT Agreement, including but not limited to, all of the right, title, interest, liability, duty and obligations of the Original Company under the PILOT Agreement, (iii) the Environmental Compliance and Indemnification Agreement, including but not limited to, all of the right, title, interest, liability, duty and obligations of the Original Company under the Environmental Compliance and Indemnification Agreement and (iv) the Tax Regulatory Agreement, including but not limited to, all of the right, title, interest, liability, duty and obligations of the Original Company under the Tax Regulatory Agreement, and (v) the Guaranty Agreement, including but not limited to, all of the right, title, interest, liability, duty and obligations of the Original Company under the Guaranty Agreement, (b) the Installment Sale Agreement shall be amended to reflect that the Series 2013A Bonds remain outstanding but the Series 2013B Bonds and the Series 2013C Bonds have been defeased and redeemed and (c) such other documents will be amended to reflect the Assignment; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Assignee consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$25,000,000 but not to exceed \$35,000,000 in connection with the financing of the acquisition, of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an approximate amount not to exceed \$103,500, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) continued abatement of real property taxes (as set forth in the PILOT Schedule attached to the above-described PILOT Agreement); and

WHEREAS, as security for a loan or loans (as such term is defined in the Lease Agreement), the Agency and the Assignee will execute and deliver to a lender or lenders not yet determined (collectively, the “**Lender**”), a mortgage or mortgages, and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, renovation, redevelopment and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, the Assignee has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the Assignment of the interest in the Facility from the Original Company to

the Assignee, the financing of the Facility and the subsequent sale of the Facility to the Assignee; and

WHEREAS, the Act authorizes and empowers the Issuer to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York.

NOW, THEREFORE, BE IT RESOLVED by the Town of Brookhaven Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. Based upon the Environmental Assessment Form completed by the Original Company and reviewed by the Issuer and other representations and information furnished by the Original Company regarding the Facility, the Issuer determines that the action relating to the acquisition, renovation, equipping and operation of the Facility is an "unlisted" action, as that term is defined in the SEQRA Act. The Issuer also determines that the action will not have a "significant effect" on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQRA or as may be deemed advisable by the Chairman or Chief Executive Officer of the Issuer or counsel to the Issuer.

Section 2. The Issuer hereby finds and determines:

(a) By virtue of the Act, 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 Facility constitutes a "project", as such quoted term is defined in the Act; and

(c) The Assignment and the execution of the documents in connection therewith, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Assignment and the execution of the documents in connection therewith is reasonably necessary to induce the Assignee to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Assignee and its counsel, the Facility will conform with the local zoning laws and planning regulations of the Town of Brookhaven, Suffolk County and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Issuer to consent to the defeasance and redemption of the Series 2013B Bonds and the Series 2013C Bonds and the Assignment; and

(g) The Developer Guaranty may have expired by its terms however, if it has not expired, the Individual Guarantors will assign all of their right, title, interest, liabilities, duties and obligations with respect to the Series 2013A Bonds to the Assignee and the Assignee will assume such obligations under the Developer Guaranty; and

(h) The Letter of Instructions, dated as of June 1, 2018 or such other date as may be reasonable or necessary and acceptable to the Issuer (the "**Letter of Instructions**"), will be an effective instrument whereby the Issuer instructs the Trustee with respect to the defeasance and redemption of the Series 2013B Bonds and the Series 2013C Bonds; and

(i) The Assignment, Assumption and Amendment Agreement will be an effective instrument whereby the Original Company will assign its right, title, interest, liabilities, duties and obligations with respect to the Facility and the Series 2013A Bonds to the Assignee and the Assignee will assume such obligations.

(j) The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the loan made to the Assignee to the Lender.

Section 3. In consequence of the foregoing, the Issuer hereby determines to: (i) confirm its consent to the Assignment; (ii) execute and deliver the Assignment, Assumption and Amendment Agreement; and (iii) execute and deliver the Letter of Instructions, (iv) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (v) execute and deliver the Loan Documents to which the Agency is a party.

Section 4. The Issuer is hereby authorized to consent to the Assignment and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such Assignment are hereby approved, ratified and confirmed.

Section 5. In connection with the Facility the Agency hereby authorizes and approves the following economic benefits to be granted to the Assignee in connection with the acquisition, renovation, redevelopment and equipping of the Facility in the form of the Agency (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$25,000,000 but not to exceed \$35,000,000 in connection with the financing of the acquisition, renovation, redevelopment and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating, redeveloping and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$103,500, in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility, and (iii) continued abatement of real property taxes (as set forth in the PILOT

Schedule attached to the above-described PILOT Agreement), consistent with the policies of the Agency.

Section 6. The Issuer is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the Assignment, Assumption and Amendment Agreement, the Letter of Instructions, and the Loan Documents that the Agency is a party, and all acts heretofore taken by the Issuer with respect to such financing are hereby approved, ratified and confirmed; provided that the form and substance of the Assignment, Assumption and Amendment Agreement and the Letter of Instructions, and such other related documents as may be necessary or appropriate to effect the transactions described herein shall be satisfactory in all material respects to Issuer Counsel and Bond Counsel and to the officer of the Issuer executing the Assignment, Assumption and Amendment Agreement, the Letter of Instructions, and the Loan Documents that the Agency is a party, and such other related documents as may be necessary or appropriate to effect the transactions described herein.

Section 7. The form and substance of the Assignment, Assumption and Amendment Agreement, the Letter of Instructions and the Loan Documents that the Agency is a party, and such other related documents as may be necessary or appropriate to effect the transactions described herein (in substantially the forms presented to or approved by the Issuer and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 8.

(a) The Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Assignment, Assumption and Amendment Agreement, the Letter of Instructions, and the Loan Documents that the Agency is a party, and such other related documents as may be necessary or appropriate to effect the transactions described herein, in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer shall approve, and such other related documents as may be, in the judgment of the Chairman and Issuer Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Issuer Documents**”). The execution thereof by the Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer shall constitute conclusive evidence of such approval.

(b) The Chairman of the Issuer and/or the Executive Director of the Issuer, or any member of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer.

Section 9. The 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 for by the provisions of the Issuer 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 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 Issuer Documents binding upon the Issuer.

Section 10. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned ^{Assistant} Secretary of the Town of Brookhaven Industrial Development Agency,
DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Issuer"), including the resolutions contained therein, held on the 2nd day of May, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Issuer Documents contained in this transcript of proceedings are each in substantially the form presented to the Issuer and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Issuer had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 2nd day of May, 2018.

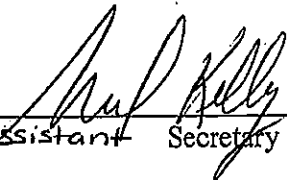
By: 
Assistant Secretary

Exhibit A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency (the “**Issuer**”) on the 1st day of May, 2018, at 2:00 p.m. local time, at the Lake Grove Village Hall, at 980 Hawkins Road, Lake Grove, New York 11755 in connection with the following matters:

The Issuer has previously provided its assistance to BK at Lake Grove, LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of BK at Lake Grove, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Original Company**”) in order to finance (i) certain costs of an industrial development facility consisting of the acquisition of five (5) parcels of land totaling approximately 6.32 acres located at 2995 Middle Country Road, Lake Grove, Town of Brookhaven, County of Suffolk, New York (the “**Land**”), the construction, equipping and furnishing of a three-story above-grade approximately 125,000 square foot building to be located thereon for use by the Original Company as an assisted living residential facility consisting of approximately 136 assisted living units for use by elderly citizens in the community as a fully integrated residence including living, dining, housekeeping, personal laundry and transportation services, and a portion of the building is contemplated to be designated for use by residents in the early stages of Alzheimer’s disease (the “**Facility**”), (ii) the payment of interest on the Series 2013 Bonds (as hereinafter defined) during the period until completion of the Facility; and (iii) the payment of other costs relating to the Bonds (hereinafter defined) and the deposit of certain amounts in the Debt Service Reserve Fund (hereinafter, clauses (i), (ii) and (iii) are collectively referred to as the “**Project**”); and the sale of the facilities financed with the Series 2013 Bonds to the Original Company or such other person as may be designated by the Original Company and agreed upon by the Issuer, by issuing its \$10,000,000 Industrial Development Revenue Bonds, Series 2013A (BK at Lake Grove, LLC Facility) (the “**Series 2013A Bonds**”), its \$14,980,000 Industrial Development Revenue Bonds, Series 2013B (BK at Lake Grove, LLC Facility) (the “**Series 2013B Bonds**”) and its \$15,015,000 Industrial Development Revenue Bonds, Series 2013C (BK at Lake Grove, LLC Facility) (the “**Series 2013C Bonds**”; and, together with the Series 2013A Bonds and the Series 2013B, the “**Series 2013 Bonds**”), pursuant to Section 142(a)(7) of the Internal Revenue Code of 1986, as amended (the “**Code**”), which are payable from payments to be made by the Original Company under the Installment Sale Agreement dated as of December 1, 2013 between the Issuer and the Original Company (the “**Installment Sale Agreement**”). The Facility is currently owned, operated and/or managed by the Original Company. The Issuer acquired title to the Facility and is selling the Facility to the Original Company. At the end of the sale term, the Original Company will purchase the Facility from the Issuer.

Harrison Street Real Estate Capital, LLC, a Delaware limited liability company on behalf of itself and/or the principals of Harrison Street Real Estate Capital, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Applicant**” and

“Company”), has now requested the Issuer’s consent to the assignment by the Original Company of all of its rights, title, interest and obligations under the Installment Sale Agreement and certain other agreements in connection with the Facility to the Company, and the assumption by the Company of all such rights, title, interest and obligations of the Original Company, and the release of the Original Company from any further liability with respect to the Facility under the Installment Sale Agreement subject to certain requirements of the Issuer. The Facility will be initially owned, operated and/or managed by the Company

The Issuer contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility and exemptions from sales and use taxes, and abatement of real property taxes, all consistent with the policies of the Issuer.

A representative of the Issuer will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company with the Issuer and an analysis of the costs and benefits of the proposed Facility.

Dated: April 20, 2018

**TOWN OF BROOKHAVEN INDUSTRIAL
DEVELOPMENT AGENCY**

By: Lisa MG Mulligan
Title: Chief Executive Officer

Exhibit B

MINUTES OF PUBLIC HEARING HELD ON
MAY 1, 2018 AT 2:00 P.M. AT LAKE GROVE VILLAGE HALL,
AT 980 HAWKINS ROAD, LAKE GROVE, NEW YORK 11755

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY
(ASSIGNMENT OF BK AT LAKE GROVE, LLC 2013 FACILITY)

Section 1. Lisa MG Mulligan, Chief Executive Officer of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

Section 2. Lisa MG Mulligan then appointed herself the hearing officer of the Agency, to record the minutes of the hearing.

Section 3. The hearing officer then described the proposed assignment, as follows:

The Issuer has previously provided its assistance to BK at Lake Grove, LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of BK at Lake Grove, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Original Company**”) in order to finance (i) certain costs of an industrial development facility consisting of the acquisition of five (5) parcels of land totaling approximately 6.32 acres located at 2995 Middle Country Road, Lake Grove, Town of Brookhaven, County of Suffolk, New York (the “**Land**”), the construction, equipping and furnishing of a three-story above-grade approximately 125,000 square foot building to be located thereon for use by the Original Company as an assisted living residential facility consisting of approximately 136 assisted living units for use by elderly citizens in the community as a fully integrated residence including living, dining, housekeeping, personal laundry and transportation services, and a portion of the building is contemplated to be designated for use by residents in the early stages of Alzheimer’s disease (the “**Facility**”), (ii) the payment of interest on the Series 2013 Bonds (as hereinafter defined) during the period until completion of the Facility; and (iii) the payment of other costs relating to the Bonds (hereinafter defined) and the deposit of certain amounts in the Debt Service Reserve Fund (hereinafter, clauses (i), (ii) and (iii) are collectively referred to as the “**Project**”); and the sale of the facilities financed with the Series 2013 Bonds to the Original Company or such other person as may be designated by the Original Company and agreed upon by the Issuer, by issuing its \$10,000,000 Industrial Development Revenue Bonds, Series 2013A (BK at Lake Grove, LLC Facility) (the “**Series 2013A Bonds**”), its \$14,980,000 Industrial Development Revenue Bonds, Series 2013B (BK at Lake Grove, LLC Facility) (the “**Series 2013B Bonds**”) and its \$15,015,000 Industrial Development Revenue Bonds, Series 2013C (BK at Lake Grove, LLC Facility) (the “**Series 2013C Bonds**”; and, together with the Series 2013A Bonds and the Series 2013B, the “**Series 2013 Bonds**”), pursuant to Section 142(a)(7) of the Internal Revenue Code of 1986, as amended (the “**Code**”), which are payable from payments to be made by the Original Company under the Installment Sale Agreement dated as of December 1, 2013 between the Issuer and the Original Company (the “**Installment Sale Agreement**”). The Facility is currently

owned, operated and/or managed by the Original Company. The Issuer acquired title to the Facility and is selling the Facility to the Original Company. At the end of the sale term, the Original Company will purchase the Facility from the Issuer.

Harrison Street Real Estate Capital, LLC, a Delaware limited liability company on behalf of itself and/or the principals of Harrison Street Real Estate Capital, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Applicant**” and “**Company**”), has now requested the Issuer’s consent to the assignment by the Original Company of all of its rights, title, interest and obligations under the Installment Sale Agreement and certain other agreements in connection with the Facility to the Company, and the assumption by the Company of all such rights, title, interest and obligations of the Original Company, and the release of the Original Company from any further liability with respect to the Facility under the Installment Sale Agreement subject to certain requirements of the Issuer. The Facility will be initially owned, operated and/or managed by the Company

The Issuer contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility and exemptions from sales and use taxes, and abatement of real property taxes, all consistent with the policies of the Issuer.

Section 4. The hearing officer then opened the hearing for comments from the floor for or against the proposed transfer of real estate, the other financial assistance proposed by the Agency and the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

5. The hearing officer then asked if there were any further comments, and, there being none, the hearing was closed at _____ a.m.

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency,
DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the
Town of Brookhaven Industrial Development Agency (the “Agency”) on May 1, 2018, at 2:00
p.m., local time, at Lake Grove Village Hall, at 980 Hawkins Road, Lake Grove, New York
11755 with the original thereof on file in the office of the Agency, and that the same is a true and
correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 1, 2018.

Secretary