

Rensselaer County
Frank J Merola
County Clerk
Troy, New York 12180



60 2013 00446376

Volm-7000 Pg-68

Instrument Number: 2013- 00446376

As

Recorded On: November 18, 2013

Deed Agreement

Parties: BASF CORP

To

GAF CORP

Billable Pages: 10

Recorded By: FRONTIER ABSTRACT

Num Of Pages: 11

Comment: DECLARATION OF COVENANT

**** Examined and Charged as Follows: ****

Deed Agreement	90 00	Coversheet	5 00
Recording Charge:	95.00		

**** THIS PAGE IS PART OF THE INSTRUMENT ****

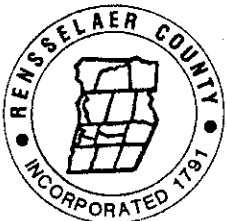
I hereby certify that the within and foregoing was recorded in the Clerk's Office For: Rensselaer County, NY

File Information:

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Record and Return To:

FRONTIER ABSTRACT
293 BROADWAY
518 339-2104
MENANDS NY 12204



Frank J. Merola
Rensselaer County Clerk

DECLARATION of COVENANTS and RESTRICTIONS

Doc#: 00446376
Bk: 7000 Pg: 69

THIS COVENANT is made the 4th day of September 2013, by BASF Corporation and having an office for the transaction of business at 100 Park Avenue, Florham Park, New Jersey.

WHEREAS, the BASF Manufacturing Plant Site, Operable Unit No. 1 (Site # 4-42-027) is the subject of A Consent Decree executed by the Division of Environmental Remediation as part of the New York State Department of Environmental Conservation's (the "Department's) State Superfund Program, namely that parcel of real property located on 36 Riverside Avenue in the City of Rensselaer, County of Rensselaer, State of New York, which is part of lands conveyed by GAF Corporation to BASF Corporation by deed dated March 31, 1978 and recorded in the County of Rensselaer in Liber 1300, Page 746 and being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants.

NOW, THEREFORE, BASF Corporation, for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

Second, unless prior written approval by the Department or, if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the State's citizens, hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of the Site Management Plan ("SMP"), there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, which are described in the SMP, unless in each instance the owner first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from ever being used for purposes other than for Industrial as described in 6 NYCRR Part 375-1.8(g)(2)(iv) without the express written waiver of such prohibition by the Department or Relevant Agency.

Fifth, the owner of the Property shall prohibit the use of the groundwater underlying the Property without treatment to render it safe for drinking water or for industrial purposes, as appropriate, and the user must first notify and obtain written approval to do so from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP, which is incorporated and made enforceable hereto, subject to modifications as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property, and shall provide that the owner and its successors and assigns consent to enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Department or Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

By: [Signature]

Print Name: Robert N. Smith

Title: Vice President Date: 9/4/13



Grantor's Acknowledgement

STATE OF NEW JERSEY)

) s.s.:

COUNTY OF MORRIS)

On the 4th day of Sept., in the year 2013 before me, the undersigned, personally appeared Robert N. Smith, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature: Jeanne Hahn]

Notary Public State of New Jersey
JEANNE HAHN
Notary Public
New Jersey
My Commission Expires 12-06-2017

APPENDIX "A"

[METES AND BOUNDS]

ALL THAT CERTAIN TRACT, PIECE OR PARCEL OF LAND situate, lying and being in the City of Rensselaer, County of Rensselaer, State of New York, lying Northeastly and Easterly of Riverside Avenue and Northwestly of Port Access Highway, and being more particularly bounded and described as follows:

BEGINNING at a point at the intersection of the Northeastly boundary of Riverside Avenue with the Easterly boundary of Riverside Avenue and runs thence from said point of beginning along the Easterly boundary of Riverside Avenue the following two (2) courses: 1) North 06 deg. 14 min. 56 sec. East 907.09 feet to a point; and 2) thence North 04 deg. 54 min. 56 sec. East 137.32 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. on the South and the lands now or formerly of NYCOMED, Inc. and ORGANICHEM Corp. on the North; thence along the above last mentioned division line the following seven (7) courses: 1) South 85 deg. 10 min. 34 sec. East 458.81 feet to a point; 2) thence North 05 deg. 05 min. 16 sec. East 2.60 feet to a point; 3) thence South 84 deg. 54 min. 44 sec. East 20.28 feet to a point; 4) thence North 05 deg. 05 min. 16 sec. East 15.45 feet to a point; 5) thence South 84 deg. 54 min. 44 sec. East 77.60 feet to a point; 6) thence South 69 deg. 56 min. 13 sec. East 69.85 feet to a point; and 7) thence South 84 deg. 54 min. 44 sec. East 474.13 feet to its intersection with the division line between the lands now or formerly of BASF Corporation as described in Book 1624 of Deeds at Page 320 on the East and the lands now or formerly of NYCOMED, Inc. and ORGANICHEM Corp. as described in Book 168 of Deeds at Page 168 on the West; thence along the above last mentioned division line the following four (4) courses: 1) North 04 deg. 56 min. 19 sec. East 500.97 feet to a point; 2) thence North 06 deg. 50 min. 14 sec. West 243.08 feet to a point; 3) thence North 82 deg. 03 min. 00 sec. West 20.00 feet to a point; and 4) thence North 07 deg. 57 min. 00 sec. East 70.00 feet to its intersection with the Southerly boundary of Rensselaer Avenue; thence along the Southerly boundary of Rensselaer Avenue, South 82 deg. 03 min. 00 sec. East 111.69 feet to its intersection with the Westerly boundary with U.S. Routes 9 and 20 (Columbia Turnpike); thence along the Westerly and Southwesterly boundary of U.S. Routes 9 and 20 (Columbia Turnpike) the following two (2) courses: 1) South 20 deg. 21 min. 50 sec. East 622.86 feet to a point; and 2) thence South 65 deg. 33 min. 49 sec. East 48.77 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the West and the lands now or formerly of CSX Rail Corporation on the East; thence South 08 deg. 14 min. 10 sec. West along the above last mentioned division line 45.92 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the Northeast and the lands now or formerly of Niagara Mohawk Power Corporation on the Southwest; thence North 22 deg. 45 min. 50 sec. West along the above last mentioned division line 59.00 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the North and the lands now or formerly of Niagara Mohawk Power Corporation on the South; thence South 70 deg. 25 min. 56 sec. West along the above last mentioned division line 24.95 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the West and the lands now or formerly of Niagara Mohawk Power Corporation on the East; thence South 05 deg. 14 min. 46 sec. West along the above last mentioned line 55.99 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the Southwest and the lands now or

formerly of Niagara Mohawk Power Corporation on the Northeast; thence South 22 deg. 47 min. 09 sec. East along the above last mentioned division line 95.00 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the West and the lands now or formerly of CSX Rail Corporation on the East; thence South 08 deg. 05 min. 01 sec. West along the above last mentioned division line 25.18 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the North and the lands now or formerly of NYCOMED, Inc. on the South; thence North 85 deg. 13 min. 56 sec. West along the above last mentioned division line 109.70 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the West and the lands now or formerly of NYCOMED, Inc. on the East; thence South 04 deg. 46 min. 04 sec. West along the above last mentioned division line 55.75 feet to its intersection with the division line between the lands now or formerly of NYCOMED, Inc. on the North and the lands now or formerly of BASF Wyandotte Corp. as described in Book 1300 of Deeds at Page 746 on the South; thence South 84 deg. 54 min. 44 sec. East along the above last mentioned division line 107.82 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. as described in Book 1300 of Deeds at Page 746 on the West and the lands now or formerly of CSX Rail Corporation on the East; thence South 08 deg. 04 min. 16 sec. West along the above last mentioned division line 801.44 feet to a point; thence through the lands now or formerly of BASF Wyandotte Corp. along the Northerly and Westerly boundary of proposed Lot 2 the following two (2) courses: 1) North 84 deg. 45 min. 59 sec. West 783.73 feet to a point; and 2) thence South 06 deg. 23 min. 52 sec. West 505.59 feet to its intersection with the Southwesterly boundary of proposed Lot 2; thence South 62 deg. 31 min. 02 sec. East along the proposed Southerly boundary of Lot 2 continuing through the lands now or formerly of BASF Wyandotte Corp. 591.77 feet to its intersection with the Westerly boundary of Port Access Highway (1989); thence along the Westerly boundary of said Port Access Highway, South 06 deg. 47 min. 58 sec. West 51.26 feet to its intersection with the Northeasterly boundary of proposed Lot 1; thence through the lands now or formerly of BASF Wyandotte Corp. along the proposed Northeasterly and Northerly boundary of proposed Lot 1 the following six (6) courses: 1) North 55 deg. 15 min. 35 sec. West 28.52 feet to a point; 2) thence North 60 deg. 13 min. 58 sec. West 60.02 feet to a point; 3) thence North 62 deg. 37 min. 15 sec. West 122.43 feet to a point; 4) thence South 53 deg. 41 min. 02 sec. West 40.63 feet to a point; 5) thence North 59 deg. 29 min. 04 sec. West 221.56 feet to a point; and 6) in a generally Westerly direction along a curve to the left having a radius of 345.11 feet, a chord bearing of South 71 deg. 13 min. 01 sec. West and a chord distance of 279.18 feet an arc length of 287.42 feet to its intersection with the Easterly boundary of Riverside Avenue; thence North 14 deg. 55 min. 18 sec. East along the Easterly boundary of Riverside Avenue 65.68 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. on the South and the lands now or formerly of the Albany Port District Commission as described in Book 462 of Deeds at Page 338 on the North; thence North 69 deg. 27 min. 19 sec. East along the above last mentioned division line 153.46 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. on the East and the lands now or formerly of Albany Port District Commission on the West; thence North 14 deg. 55 min. 19 sec. East along the above last mentioned division line 51.73 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. on the Northeast and the lands now or formerly of Albany Port District Commission on the Southwest; thence North 62 deg. 32 min. 25 sec. West along the above last mentioned division line 141.97 feet to its intersection with the Northeasterly boundary of Riverside Avenue; thence

along the Northeasterly boundary of Riverside Avenue the following two (2) courses: 1) in a generally Northwesterly direction along a curve to the left having a radius of 115.00 feet, a chord bearing of North 37 deg. 52 min. 09 sec. West and a chord distance of 95.92 feet, an arc length of 98.94 feet to a point of tangency; and 2) thence North 62 deg. 31 min. 02 sec. West 491.03 feet to the point or place of beginning and containing 37.05 acres of land, more or less.

ALL THAT CERTAIN TRACT, PIECE OR PARCEL OF LAND situate, lying and being in the City of Rensselaer, County of Rensselaer, State of New York, lying Westerly of Riverside Avenue and Easterly of the Hudson River, and being more particularly bounded and described as follows:

BEGINNING at a point at the intersection of the division line between the lands now or formerly of BASF Corporation on the Northeast and the lands now or formerly of Albany Port District Commission as described in Book 462 of Deeds at Page 338 on the Southwest with the Westerly boundary of Riverside Avenue and runs thence from said point of beginning North 62 deg. 31 min. 02 sec. West along the above mentioned division line 343.79 feet to its intersection with the Easterly pier and bulkhead line of the Hudson River; thence along said Easterly pier and bulkhead line the following six (6) courses: 1) North 14 deg. 55 min. 19 sec. East 248.65 feet to a point; 2) thence North 09 deg. 08 min. 44 sec. East 287.80 feet to a point; 3) thence North 09 deg. 35 min. 22 sec. East 33.07 feet to a point; 4) thence North 09 deg. 29 min. 57 sec. East 588.00 feet to a point; 5) thence North 80 deg. 06 min. 03 sec. West 3.87 feet to a point; and 6) thence North 09 deg. 08 min. 47 sec. East 146.50 feet to its intersection with the division line between the lands now or formerly of BASF Corporation on the South and the lands now or formerly of NYCOMED, Inc. and ORGANICHEM Corporation on the North; thence South 85 deg. 01 min. 44 sec. East along the above last mentioned division line 217.43 feet to its intersection with the above mentioned Westerly boundary of Riverside Avenue; thence along the Westerly boundary of Riverside Avenue the following three (3) courses: 1) South 04 deg. 58 min. 16 sec. West 405.54 feet to a point; 2) thence South 04 deg. 54 min. 56 sec. West 136.74 feet to a point; and 3) thence South 06 deg. 14 min. 56 sec. West 887.09 feet to the point or place of beginning and containing 8.27 acres of land, more or less.

APPENDIX "B"

[MAP]

