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May 15, 2014

**VIA E-MAIL**

Margaret Ann Sheen, Esq.  
Assistant Regional Attorney  
New York State Department of Environmental Conservation,  
Region 7  
Office of General Counsel  
615 Erie Boulevard West  
Syracuse, New York 13204-2400

Re: 547 East Genesee Street, LLC – Declaration of Covenants and Restrictions

Dear Margaret:

Attached for your records is a time-stamped copy of the recorded Declaration of Covenants and Restrictions, which was recorded in the Onondaga County Clerk's Office today.

Thank you for your cooperation and courtesy throughout this matter.

Very truly yours,

**SHULMAN GRUNDNER  
ETOLL & DANAHER, P.C.**



Charles H. Grundner

CHG:njs  
Enclosure

cc: Tomer Slutzky, 547 East Genesee Street, LLC (w/encl.)

**DECLARATION OF COVENANTS AND RESTRICTIONS**

**THIS COVENANT** is made the 12<sup>th</sup> day of MAY, 2014 by 547 EAST GENESEE STREET, LLC, a New York limited liability company, having an office for the transaction of business at 110 Stage Road, Monroe, New York 10950.

**WHEREAS**, the former Accurate Die Casting Site (Site #7-34-052) is the subject of two Consent Decrees executed by ITT Commercial Finance Corp., subsidiary to ITT Industries, Inc., as part of the New York State Department of Environmental Conservation's (the "Department's") Superfund Program, namely that parcel of real property located at the address of 547 East Genesee Street in the Village of Fayetteville, County of Onondaga, State of New York, being the same as (or part of) that property conveyed to 547 East Genesee Street, LLC by O'Brien & Gere Technical Services, Inc. by two deeds each dated October 11, 2000 and each recorded on October 30, 2000 in the Onondaga County Clerk's Office in Book 4482, Page 211 and Book 4482, Page 215, and being more particularly described in Schedule "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**, 547 East Genesee Street, LLC, 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 Schedule "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. The SMP for this Site includes all Department-approved Operation, Maintenance and Monitoring Plans for this Site. The SMP may be obtained from the New York State Department of Environmental Conservation, Division of Environmental Remediation, Site Control Section, 625 Broadway, Albany, NY 12233.

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 or commercial use without the express written waiver of such prohibition by the Department or Relevant Agency.

Fifth, the use of groundwater underlying the Property is prohibited without necessary water quality treatment as determined by the NYSDOH or the Onondaga County Department of Health to render it safe for use as drinking water or for industrial or commercial purposes, and the user must first notify and obtain written approval to do so from the Department.

Sixth, the owner of the Property and/or any responsible party, including Respondents of any site-related Superfund Consent Decrees, 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 and/or any responsible party, including Respondents of any site-related Superfund Consent Decrees, shall continue in full force and effect any institutional and engineering controls required by the SMP and 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. Any change of use, per 6 NYCRR 375, may require reevaluation of the institutional and engineering controls on site. ITT Industries, Inc. is primarily responsible for such institutional and engineering controls required by the SMP due to its obligations per the Consent Order Index No. A7-0318-94-10.

Eighth, the owner of the Property and/or any responsible party, including Respondents of any site-related Superfund Consent Decrees shall evaluate the potential for soil vapor intrusion should the on-site building become occupied and for any buildings developed on the site, including a provision for implementing actions recommended to address exposures related to soil vapor intrusion.

Ninth, 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 the owner and its successors and assigns consent to enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Site Management Plan requires to be recorded, and hereby covenant not to contest the authority of the Department or Relevant Agency to seek enforcement.

Tenth, 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.

547 EAST GENESEE STREET, LLC

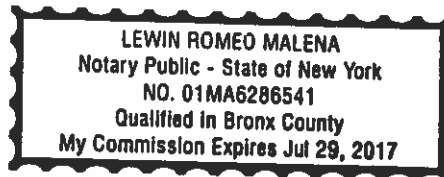
By: [Signature]  
Name: Tomer Slutzky  
Title: Member of the Executive Committee  
Date: 5.12.2014

**Grantor's Acknowledgement**

STATE OF NEW YORK )

) s.s.:

COUNTY OF New York )



On the 12 day of May, in the year 2014, before me, the undersigned, personally appeared TOMER SLUTZKY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Signature]

Notary Public State of New York

**SCHEDULE "A"**

ALL THAT TRACT OR PARCEL OF LAND situate in the Village of Fayetteville, County of Onondaga and State of New York and being a part of Lot 1, O'Brien & Gere Technical Services, Inc. & Hall & Dettor Subdivision (as filed in the Onondaga County Clerk's Office, Map No. 8902) in said Village and being more particularly described as follows:

**BEGINNING** at the intersection of the northerly line of East Genesee Street (New York State Route 5) with the curving easterly line of lands now or formerly owned by John Sakran as recorded in the Onondaga County Clerk's Office in Liber of Deeds #3544, Page # 128, said curve to the right having a delta of  $03^{\circ} 13' 28''$ , a radius of 5,697.00 feet and a chord bearing and distance of  $N 21^{\circ} 25' 23'' W$  320.56 feet;

Thence along said curve to the right and the easterly line of said Sakran property, an arc distance of 320.60 feet to a point of tangency;

Thence  $N 19^{\circ} 48' 40'' W$ , continuing along the easterly line of said Sakran property and the easterly line of lands now or formerly owned by Robert Rothman as recorded in the Onondaga County Clerk's Office in Liber of Deeds #3156, Page #109, a distance of 459.52 feet to a point for corner;

Thence  $N 05^{\circ} 22' 30'' E$  a distance of 726.76 feet to a point for corner in the southerly line of lands now or formerly owned by William Camperlino as recorded in the Onondaga County Clerk's Office in Liber of Deeds #3642, Page 81;

Thence  $S 83^{\circ} 42' 40'' E$  along the southerly line of said Camperlino property, a distance of 1,104.29 feet to a stone monument found for corner in the westerly line of Glenside as recorded in the Onondaga County Clerk's Office, Map No. 3895;

Thence  $S 05^{\circ} 55' 50'' W$  along the westerly line of said Glenside, a distance of 916.34 feet to a point for corner, said point being the northeasterly corner of Lot 3 of the O'Brien & Gere Technical Services, Inc. & Hall & Dettor Subdivision;

Thence S 87° 45' 00" W along the common line between Lots 1 & 3 of the aforementioned Subdivision, a distance of 225.77 feet to a point for corner;

Thence S 05° 55' 50" W continuing along the common line of Lots 1 & 3, a distance of 394.24 feet to a point for corner in the northerly line of the aforementioned East Genesee Street;

Thence S 87° 45' 00" W, along the northerly line of East Genesee Street, as distance of 111.60 feet to a point for corner, said point being the southeasterly corner of Lot 2 of the O'Brien & Gere Technical Services, Inc. & Hall & Dettor Subdivision;

Thence N 02° 15' 00" W, along the common line between Lots 1 & 2, a distance of 160.00 feet to a point for corner;

Thence S 87° 45' 00" W continuing along the common line between Lots 1 & 2, a distance of 150.00 feet to a point for corner;

Thence S 02° 15' 00" E, continuing along the common line between Lots 1 & 2, a distance of 160.00 feet to a point for corner in the northerly line of said East Genesee Street;

Thence S 87° 45' 00" W along the northerly line of East Genesee Street, a distance of 270.70 feet to the point of beginning.

**SUBJECT TO** any and all easements, restrictions, covenants and/or rights of way of record.

**ALSO ALL THAT TRACT OR PARCEL OF LAND** situate in the Village of Fayetteville, County of Onondaga and State of New York and being a part of Lot 1, O'Brien & Gere Technical Services, Inc. & Hall & Dettor Subdivision (as filed in the Onondaga County Clerk's Office, Map No. 8902) in said Village and being more particularly described as follows:

**BEGINNING** at a point in the easterly line of lands now or formerly owned by Robert Rothman as recorded in the Onondaga County Clerk's Office in Liber of Deeds #3156, Page # 109, said point being N 21° 25' 23" W, 320.56 feet, N 19° 48' 40" W, 459.52 feet, and N 05° 22' 30" E, a distance of 100.02 feet from the intersection of the northerly line of East Genesee Street (N.Y.S. Route 5) with the easterly line of lands now or formerly owned by John Sakran as recorded in the Onondaga County Clerk's Office in Liber of Deeds #3544, Page #128;

Thence N 19° 48' 40" W, along the easterly line of said Rothman property and the westerly line of Lot 1, of the O'Brien & Gere Technical Services, Inc. & Hall & Dettor Subdivision, a distance of 697.82 feet to a point for corner, said point being the northwesterly corner of Lot 1 of the aforementioned subdivision;

Thence S 83° 42' 40" E, along the northerly line of said Lot 1 and the southerly line of lands now or formerly owned by William Camperlino as recorded in the Onondaga County Clerk's Office in Liber of Deeds #3642, Page #81, a distance of 297.00 feet to a point for corner;

Thence S 05° 22' 30" W, a distance of 626.74 feet to the point of beginning.

**SUBJECT TO** any and all easements, restrictions, covenants and/or rights of way of record.

SCHEDULE "B"

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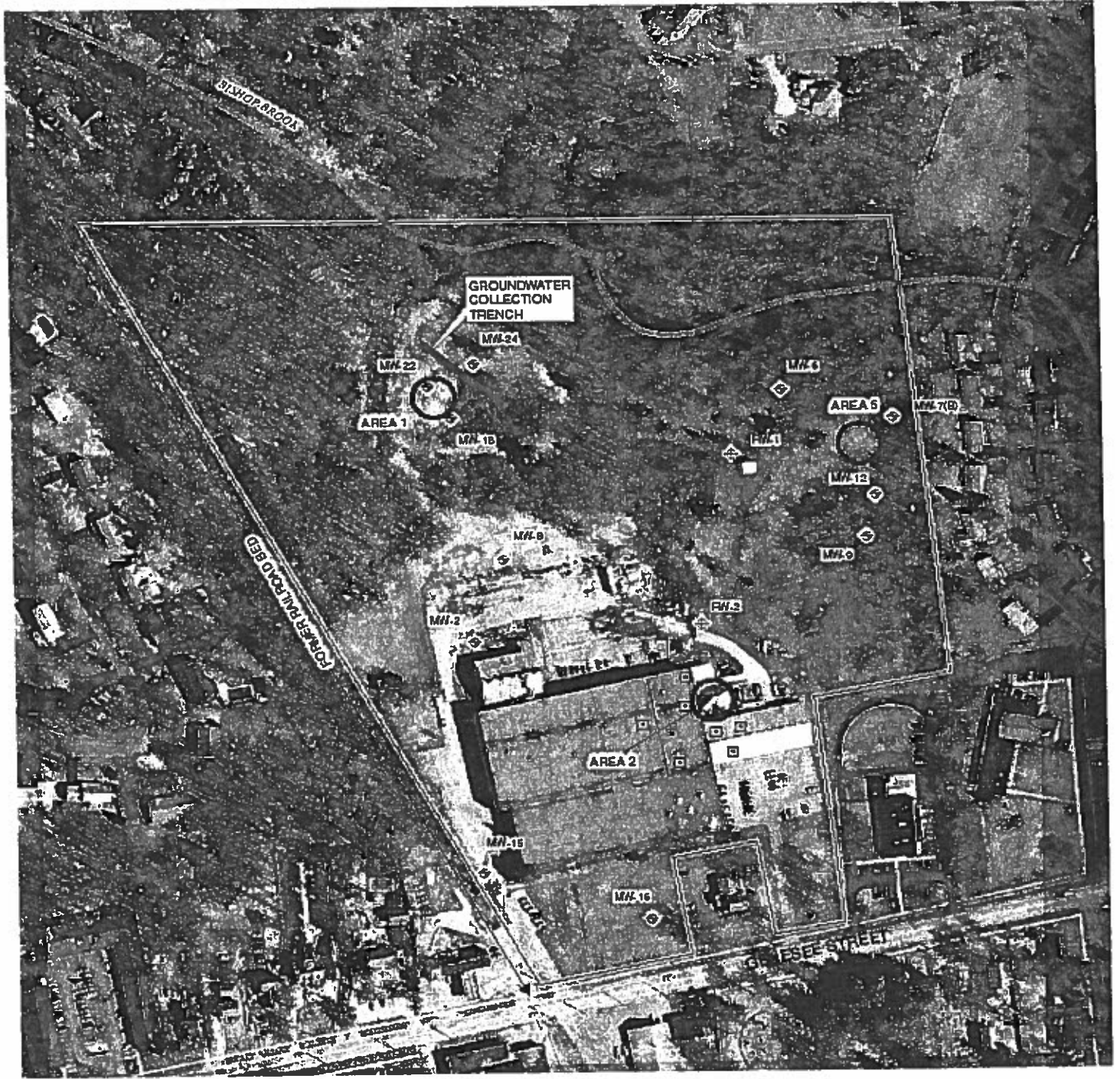


PHOTO DATE: 04/15/04 BY: ZJ JS

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