

MONROE COUNTY CLERK'S OFFICE

ROCHESTER, NY

THIS IS NOT A BILL. THIS IS YOUR RECEIPT

Receipt # 327641

Index DEEDS

Book 10853 Page 494

No. Pages : 17

Instrument DECLARATION OF RESTRICTION  
AND COVENANTS

Date : 03/15/2010

Time : 03:36:00PM

Control # 201003150725

TT # TT0000011141

Ref 1 #

Employee : NeseB

Return To:  
BOX 18 CWR

XEROX CORPORATION

COUNTY FEE NUMBER PAGES	\$	51.00
COUNTY FEE RECORDING	\$	8.00
COUNTY FEE TP584	\$	5.00
MISCELLANEOUS COUNTY FEE	\$	0.00
STATE FEE CULTURAL EDUCATION	\$	14.25
STATE FEE RECORDS MANAGEMENT	\$	4.75
STATE FEE TRANSFER TAX	\$	0.00

Total \$ 83.00

State of New York

MONROE COUNTY CLERK'S OFFICE

WARNING - THIS SHEET CONSTITUTES THE CLERKS  
ENDORSEMENT, REQUIRED BY SECTION 317-a(5) &  
SECTION 319 OF THE REAL PROPERTY LAW OF THE  
STATE OF NEW YORK. DO NOT DETACH OR REMOVE.

CHERYL DINOLFO

MONROE COUNTY CLERK

TRANSFER AMT

TRANSFER AMT \$1.00



Record and Return to: Box 18 (CWR)

**COPY**

**DECLARATION of COVENANTS and RESTRICTIONS**

THIS COVENANT is made the 15th day of March 2010 by Xerox Corporation, a New York corporation, having an address and principal place of business office at 45 Glover Avenue, P.O. Box 4505, Norwalk, Connecticut 06856-4505.

WHEREAS, Xerox Corporation ("Xerox") and the New York State Department of Environmental Conservation (the "Department") entered into two separate Administrative Orders on Consent, dated March 16, 1990 (Index Number B8-0207-87-09) and March 21, 1996 (Index Number B8-0207-95-04) respectively, and

WHEREAS, under the March 16, 1990 Consent Order, Xerox agreed to perform a Remedial Investigation and Feasibility Study, as well as certain Interim Remedial Measures to address contamination at the real property located at 1350 Jefferson Road, Henrietta, New York (the "Site"), operated by Xerox since 1972, and

WHEREAS, under the March 21, 1996 Consent Order, Xerox agreed to develop and implement an Inactive Hazardous Waste Disposal Site remedial program for the Site in accordance with the remedial alternative selected in a March 1995 Record of Decision ("ROD") which remedial program was to include implementation of an Operation, Maintenance and Monitoring ("OM&M") requirement of the site remedy, and

WHEREAS, Xerox has performed the required Remedial Investigation and Feasibility Study, Interim Remedial Measures, and the remedial program for the Site in accordance with the Department's requirements, and

WHEREAS, the Department has issued correspondence dated February 22, 2010 acknowledging that Xerox has performed the required remedial activities and further identifying those OM&M activities, institutional and engineering controls required for the Site, including certain requirements applicable to an area of approximately 6.8 acres located at the Site where residual contaminants are present and certain additional controls and restrictions apply, hereinafter referred to as the Soil and Groundwater Management Area ("SGMA"), and

WHEREAS, the Site is listed on the Registry of Inactive Hazardous Waste Disposal Sites in New York as site number 828069, and has been reclassified from a classification "2" to a classification of "4". The Site is owned by Xerox and consists of approximately 85.98 acres and is assigned Monroe County Tax Map Parcels No. 162.07-1-3, No. 162.08-1-1, No. 162.08-1-2, No. 162.08-1-30 and No. 162.08-1-31. The Site is more particularly described in Exhibit "A" attached and the boundaries are depicted on a survey entitled Xerox Building 801 ALTA Survey by Stantec last revised 11/09/2009 (see Exhibit "B" attached).

WHEREAS, § 7.1.3 of the ROD requires that upon completion of remedial action a Declaration of Covenants and Restrictions associated with the Site are to be recorded with the Monroe County Clerk to run with the land,

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

First, the property subject to this Declaration of Covenants and Restrictions consists of the Site as identified above, the metes and bounds of which is set out on Exhibit "A" appended hereto, and the SGMA that is subject to certain additional restrictions and requirements and is identified on the survey attached hereto as Exhibit "B".

Second, the Site may be used for commercial and industrial usage provided that the long-term engineering and institutional controls, as identified in the attached approved Site Management Plan ("SMP") dated February 2010 (the cover page and table of contents of which are attached as Exhibit "C" appended hereto), are implemented and maintained. The SMP identifies and implements the institutional and engineering controls required for the Site, as well as any necessary monitoring and/or operation and maintenance of the remedy. The owner of the Site shall prohibit the Site from ever being used for purposes other than commercial or industrial use without the express written waiver of this prohibition 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 collectively referred to as the Relevant Agency.

Third, the owner of the Site shall prohibit the use of the groundwater underlying the Site for potable or non-potable purposes without treatment rendering it safe for drinking water or industrial purposes, as appropriate, and without first obtaining express written permission to do so from the Relevant Agency.

Fourth, the owner of the Site shall manage the soils at the Site in accordance with all requirements of the SMP. Provisions in the SMP include, but are not limited to, requirements involving the characterization, handling, disposal and reuse of residual contaminated media such as soil and groundwater, and requirements involving soils imported to the Site from off-site locations.

Fifth, the owner of the Site shall comply with all requirements of the SMP with respect to the evaluation of the potential for vapor intrusion in any new buildings constructed on the Site.

Sixth, Xerox, the owner of the Site, and/or their successors and assigns shall continue in full force and effect those engineering and/or institutional controls required by the final SMP dated February 2010, including groundwater and surface water monitoring requirements and required annual certifications, until the Department expressly authorizes the discontinuance of such controls.

Seventh, the owner of the Site hereby consents, upon reasonable notice under the circumstances presented, to entry upon the Site by any duly designated officer or employee of the Department or the Relevant Agency, and by their authorized agents, consultants or contractors, for inspecting, sampling, testing, and any other activities necessary to evaluate and insure continued compliance with the SMP.

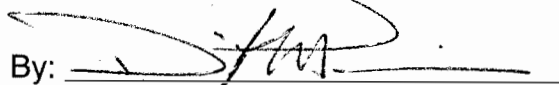
Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Site. The owner of the Site and its successors and assigns consent to enforcement by the Relevant Agency of the prohibitions and restrictions contained herein and in the SMP and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of all or any portion of the Site shall recite 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.

Dated: March 12, 2010

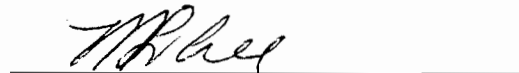
**XEROX CORPORATION**

By:   
David L. Pierson

Title: Vice President, Global Real Estate  
Strategy and Planning

STATE OF CONNECTICUT)  
COUNTY OF FAIRFIELD ) ss.:

On the 12<sup>th</sup> day of March, in the year 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared **DAVID L. PIERSON**, 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.

  
Notary Public

**Exhibit A  
to  
Declaration**

Legal Description

**PARCEL I: (T.A. #'s 162.07-1-3, 162.08-1-1, & 162.08-1-30)**

ALL THAT TRACT OR PARCEL OF LAND, containing 50.58 acres, being a portion of Town Lot 3, of the Second Range of Lots, Township 12, Range 7, in the Town of Henrietta, County of Monroe, State of New York, and being more particularly bounded and described as follows:

Beginning at a concrete monument in the north right-of-way line of Jefferson Road, said monument being 44.2+ northerly at right angles from the New York State baseline station 236+61.1+; thence

1. N 20°-29'-00" E, a distance of 1113.80 feet to a point; thence
2. S 87°-01'-00" W, a distance of 535.40 feet to a point; thence
3. N 21°-09'-00" E, a distance of 634.27 feet to a point; thence
4. N 86° -59'-50" E, a distance of 1024.47 feet to a point; thence
5. S 00°-00'-00" E, a distance of 675.77 feet to a point; thence
6. N 89°-58'-48" E, a distance of 323.97 feet to a point; thence
7. S 00°-01'-12" E, a distance of 206.63 feet to a point; thence
8. N 89°-58'-48" E, a distance of 22.10 feet to a point; thence
9. S 00°-01'-12" E, a distance of 14.21 feet to a point; thence
10. N 89°-59'-51" E, a distance of 471.72 feet to a point; thence
11. S 20°-16'-14" W, a distance of 244.27 feet to a point; thence
12. S 19°-55'-52" W, a distance of 544.88 feet to a point on the northerly right-of-way of Jefferson Road, said point being 21.3 feet north of existing concrete monument as measured along the easterly property line extended; thence
13. S 89°-53'-54" W, along the northerly right-of-way of Jefferson Road, a distance of 390.30 feet to a point; thence
14. S 81°-33'-17" W, along said right-of-way, a distance of 137.73 feet to a point; thence

15. S 89°-54'-04" W, along said right-of-way, a distance of 1127.96 feet to the Point of Beginning.

**PARCEL II: (T.A. # 162.08-1-2)**

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town Lots 1 and 3 of the Second Range of Lots, Township 12, Range #7 in the Town of Henrietta, County of Monroe, and State of New York, shown on a map prepared by Sear, Brown Associates, P.C., dated September 26, 1983, and more particularly described as follows: Beginning at a point on the northerly line of Route 252 (Jefferson Road), at its intersection with westerly boundary of lands now or formerly owned by Norma Erdle, said point also being the southeasterly corner of lands now or formerly owned by Xerox Corporation, thence north 19°55'52" east a distance of 544.88 feet to an iron pin; thence north 20°16'14" east a distance of 244.27 feet to a pin, said pin being the point and place of beginning; thence (1) south 89°59'51" west a distance of 471.72 feet to a point; thence (2) north 00°01'12" west a distance of 14.21 feet to a point; thence (3) south 89°58'48" west a distance of 22.10 feet to a point; thence (4) north 00°01'12" west a distance of 206.63 feet to an iron pin; thence (5) south 89°58'48" west a distance of 323.97 feet to an iron pin; thence (6) north 00°00'00" east a distance of 675.77 feet to an iron pin; thence (7) south 86°59'50" west a distance of 117.60 feet to an iron pin; thence (8) north 21°13'00" east a distance of 528.34 feet to an iron pin; thence (9) north 86°10'02" east a distance of 1292.99 feet to an iron pin; thence (10) south 20°21'25" west a distance of 559.45 feet to an iron pin; thence (11) south 20°29'55" west a distance of 720.10 feet to an iron pin; thence (12) south 20°07'58" west a distance of 233.75 feet to an iron pin; thence (13) south 20°16'14" west a distance of 54.14 feet to the point or place of beginning.

**PARCEL III: (T.A.# 162.08-1-31)**

ALL THAT TRACT OR PARCEL OF LAND, situate in Town Lot 4 of the Second Range of lots, Township 12, Range 7, in the Town of Henrietta, County of Monroe, and State of New York, being bounded and described as follows:

BEGINNING at a point on the westerly line of Winton Road at the intersection with the southerly boundary of lands now or formerly of William D. Lane, as described in a deed recorded in the Monroe County Clerk's Office in Liber 3352 of Deeds at page 297, said point also being the northeasterly corner of lands now or formerly of James P. Wilmot;

RUNNING thence South 01 degrees 25 minutes 51 seconds East along the westerly line of Winton Road 50.01 feet to the southerly line of Hofstra Road Access Parcel being described herein;

THENCE South 87 degrees 42 minutes 32 seconds West along the southerly line of the Hofstra Road Access Parcel 1275.90 feet to the East line of Town Lot Number 3 and the southeasterly corner of the premises above described as Parcel II;

THENCE along the easterly line of Parcel II North 20 degrees 16 minutes 14 seconds East, 54.14 feet to the northerly line of Hofstra Road Access Parcel;

THENCE along the northerly line of said access Parcel North 87 degrees 42 minutes 32 seconds East 1255.88 feet to the westerly line of Winton Road at the point or place of beginning.

The above premises (Parcels I, II and III) are alternatively described as follows:

ALL THAT TRACT OR PARCEL OF LAND, being a portion of Town Lot 1, 3 and 4 of the Second Range of Lots, Township 12, Range 7, in the Town of Henrietta, County of Monroe, State of New York, and being more particularly bounded and described as follows:

Beginning at a concrete monument in the north right-of-way line of Jefferson Road, said monument being  $44.2' \pm$  northerly at right angles from the New York State baselines station 236+61.1'  $\pm$ ; thence

1. N 20°-29'-00" E, a distance of 1113.80 feet to a point; thence
2. S 87°-01'-00" W, a distance of 535.40 feet to a point; thence
3. N 21°-09'-00" E, a distance of 634.27 feet to a point; thence
4. N 86°-59'-50" E, a distance of 906.87 feet to a point; thence
5. N 21°-13'-00" E, a distance of 528.34 feet to a point; thence
6. N 86°-10'-02" E, a distance of 1292.99 feet to a point; thence
7. S 20°-21'-25" W, a distance of 559.45 feet to a point; thence
8. S 20°-29'-55" W, a distance of 720.10 feet to a point; thence
9. S 20°-07'-58" W, a distance of 233.75 feet to a point; thence
10. N 87°-42'-32" E, a distance of 1255.88 feet to a point on the westerly right-of-way of Winton Road; thence
11. S 01°-25'-51" E, a distance of 50.01 southerly along the westerly right-of-way of Winton Road to a point; thence
12. S 87°42'-32" W, a distance of 1275.90 feet to a point; thence
13. S 20°-16'-14" W, a distance of 244.27 feet to a point; thence
14. S 19°-55'-52" W, a distance of 544.88 feet to a point on the northerly right-of-way of Jefferson Road; thence

15. S 89°-53'-54" W, along the northerly right-of-way of Jefferson Road, a distance of 390.30 feet to a point; thence
16. S 81°-33'-17" W, along said right-of-way a distance of 137.73 feet to a point; thence
17. S 89°-54'-04" W, along said right-of-way, a distance of 1127.96 feet to the Point Beginning.

All as shown on an ALTA/ACSM Land Title Survey, last dated November 9, 2009 prepared by Stantec Consulting Group, Inc., Project No. 1409103 V-1 and V-2.

Property Addresses: 1350 Jefferson Road; 0 Jefferson Road, 0 Hofstra Road; and 1400 Jefferson Road, Town of Henrietta, New York

Tax Account Numbers: 162.07-1-3; 162.08-1-1; 162.08-1-2; 162.08-1-30; and 162.08-1-31



[illegible]

1. The first step in the process of the investigation is the identification of the problem. This is done by the investigator who is assigned to the case. The investigator will then gather information about the problem and the individuals involved. This information will be used to develop a hypothesis about the cause of the problem.

2. The second step is the collection of data. This is done by the investigator who will interview the individuals involved in the problem. The investigator will also gather any other information that is available, such as medical records or police reports.

3. The third step is the analysis of the data. This is done by the investigator who will look for patterns in the data and try to identify the cause of the problem. This step is often the most difficult, as the investigator must be able to think critically and make logical deductions.

4. The fourth step is the development of a plan of action. This is done by the investigator who will develop a plan to solve the problem. This plan will be based on the information gathered in the previous steps and will take into account the needs of the individuals involved.

5. The fifth step is the implementation of the plan. This is done by the investigator who will carry out the plan and monitor the progress. The investigator will also be responsible for evaluating the results of the plan and making any necessary adjustments.

6. The sixth step is the evaluation of the results. This is done by the investigator who will assess the effectiveness of the plan and determine if the problem has been solved. If the problem has not been solved, the investigator will go back to the beginning of the process and start over.

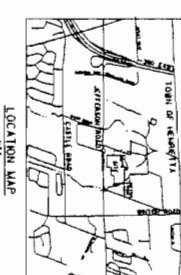
7. The seventh step is the documentation of the results. This is done by the investigator who will write a report about the investigation. This report will include all the information gathered during the investigation and will be used to inform the individuals involved in the problem.

8. The eighth step is the dissemination of the results. This is done by the investigator who will share the results of the investigation with the individuals involved in the problem. This step is important as it allows the individuals to understand the cause of the problem and to take steps to prevent it from happening again.

9. The ninth step is the follow-up. This is done by the investigator who will check in with the individuals involved in the problem to see if the problem has been solved and if they are satisfied with the results. This step is important as it allows the investigator to ensure that the problem has been fully resolved and that the individuals are happy with the outcome.

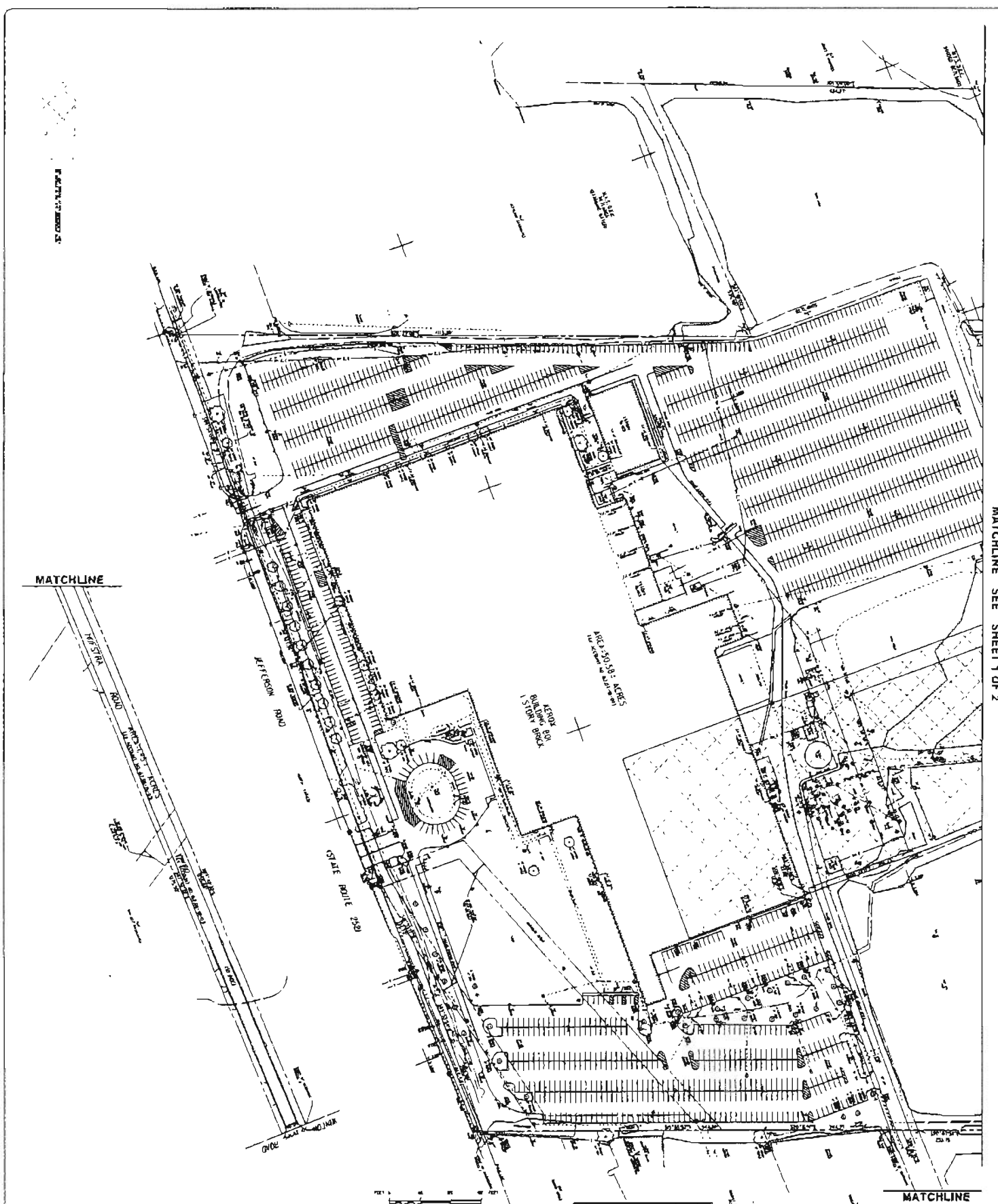
10. The tenth step is the conclusion. This is done by the investigator who will write a final report about the investigation. This report will summarize the findings of the investigation and will be used to inform the individuals involved in the problem.

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7	REVISED LABEL OF DATA	6/29/99	REG
6	IMPORTED AND REVISED	6/29/99	REG
5	IMPORTED AND REVISED	6/22/99	REG
4	IMPORTED AND REVISED	5/26/99	REG
3	REVISED DATA OF TIRE REPORT	6/22/99	REG
2	REVISED PER IDENTIFIED TIRE REPORT	6/22/99	REG
1	REVISED IDENTIFICATION	5/26/99	REG
0	AND TAX PARCEL/REG. BOLL.	4/26/99	REG
	REVISIONS	DATE	BY

1. Project Name 2. Project Number 3. Project Location 4. Project Date 5. Project Status	6. Project Manager 7. Project Engineer 8. Project Designer 9. Project Checker 10. Project Approver
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MATCHLINE SEE SHEET 1 OF 2

MATCHLINE

PROJECT: BUILDING AND JEFFERSON ROAD, TOWN OF HENRIETTA MONROE COUNTY NEW YORK DATE: 11/14/2014 SHEET: 2 OF 2	1. PROJECT NAME 2. PROJECT NUMBER 3. PROJECT LOCATION 4. PROJECT DATE 5. PROJECT STATUS	6. PROJECT MANAGER 7. PROJECT ENGINEER 8. PROJECT DESIGNER 9. PROJECT CHECKER 10. PROJECT APPROVER	11. PROJECT BUDGET 12. PROJECT SCHEDULE 13. PROJECT RISK 14. PROJECT QUALITY 15. PROJECT SAFETY	16. PROJECT COMMUNICATION 17. PROJECT DOCUMENTATION 18. PROJECT REPORTING 19. PROJECT EVALUATION 20. PROJECT IMPROVEMENT
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Exhibit C

**SITE MANAGEMENT PLAN  
XEROX BUILDING 801  
HENRIETTA, NEW YORK  
NYSDEC SITE #828069**

**By**

**Haley & Aldrich of New York  
Rochester, NY**

**for**

**Xerox Corporation  
Webster, New York**

**File No. 32077-102  
24 February 2010**

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24 February 2010  
File No. 32077-102

Xerox Corporation  
800 Phillips Road  
Webster, New York 14580

Attention: Mr. Elliott Duffney

Subject: Site Management Plan  
Xerox Building 801  
Henrietta, New York  
NYSDEC Site #828069

Ladies and Gentlemen:

Haley & Aldrich of New York (Haley & Aldrich) is pleased to submit this Site Management Plan for the Xerox Corporation – Henrietta (Building 801), New York site. This document is required as an element of the remedial program for the site under the New York State (NYS) Inactive Hazardous Waste Disposal Site Program administered by New York State Department of Environmental Conservation (NYSDEC). Assessment and remedial activities were conducted at the Site in accordance with Order on Consent Index #B8-0207-95-04, Site #828069, which was executed in March 1996 (Order).

This Site Management Plan (SMP) documents the measures required to maintain protection of human health and the environment at the Site now that all required active remedial measures for the Site have been satisfied. This plan specifies the minimum requirements necessary to ensure compliance with the engineering controls (ECs) and institutional controls (ICs) specified by Site deed restrictions, which are in place to address residual contamination at certain locations on this site. Compliance with this plan is required by the grantor of the deed restriction and the grantor's successors and assigns. This SMP may only be revised with the approval of the NYSDCE.

Please contact the undersigned with any questions you may have.

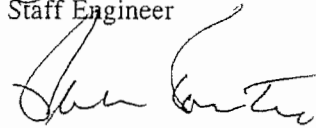
**HALEY &  
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Sincerely yours,

HALEY & ALDRICH OF NEW YORK



Janice R. Szucs  
Staff Engineer



Paul M. Tornatore, P.E.  
Vice President



Glenn M. White  
Senior Scientist

Enclosures

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