

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION
BROWNFIELD CLEANUP PROGRAM
ECL §27-1401 *et seq.*

In the Matter of a Remedial Program for

**AMENDMENT TO BROWNFIELD SITE
CLEANUP AGREEMENT
Index No. C203055-02-11**

1095 Southern Blvd.

DEC Site Nos: C203055

Located at: 1095 Southern Blvd., Bronx, Bronx County, NY 10459
Hereinafter referred to as "Site"

by:

1095 Southern Boulevard Urban LLC
1065 Southern Blvd., Bronx, NY 10459

1095 Southern OpCo LLC
199 West Road, Suite 101, Pleasant Valley, NY 12569

Urban Health Plan, Inc.
1065 Southern Blvd., Bronx, NY 10459

Hereinafter referred to as "Applicant"

WHEREAS, the Department of Environmental Conservation ("Department") is authorized to administer the Brownfield Cleanup Program ("BCP") set forth in Article 27, Title 14 of the Environmental Conservation Law ("ECL"); and

WHEREAS, the Department and the Applicant seek to amend the existing BCP Agreement for the Site, based on the 2015 changes to the BCP.

NOW, THEREFORE, IN CONSIDERATION OF AND IN EXCHANGE FOR THE MUTUAL COVENANTS AND PROMISES, THE PARTIES AGREE TO THE FOLLOWING:

I. Tax Credit Status & Deadline for receipt of Certificate of Completion (COC)

Based on the fact that the Site did not receive a COC by December 31, 2019, it is hereby subject to the terms of the BCP in effect as of July 1, 2015, including, but not limited to, the tax credit structure and the deadline of March 31, 2026.

With respect to eligible costs incurred under the BCP, this Amendment shall not change the effective date of the Agreement, and otherwise eligible costs incurred from the original effective date of the agreement will still be eligible costs for tax credit purposes.

The Site is located in a City having a population of one million or more and the Applicant has not submitted documentation sufficient to demonstrate that at least one of the following conditions exists: at least half of the site area is located in an environmental zone as defined in section twenty-one of the tax law, the property is upside down, the property is underutilized, or the project is an affordable housing project. In accordance with ECL § 27-1407(1-a), the Applicant may request an eligibility determination for tangible property tax credits at any time from application until the site receives a certificate of completion except for sites seeking eligibility under the underutilized category. For sites seeking eligibility for tangible property tax credits under the underutilized category, the Applicant will apply for an additional amendment to the Agreement within sixty (60) days of the effective date of this Amendment. Should the Applicant fail to submit an amendment application for a determination that the site is eligible for tangible property tax credits under the underutilized category within sixty (60) days, the Applicant will not be able to receive tangible property tax credits under this category.

II. Miscellaneous

A. Except for the modifications set forth herein, the original Agreement shall remain in full force and effect and the terms thereof and the obligations therein are incorporated herein and shall apply with the same force and effect to the provisions of this Amendment. The terms of the original Agreement, including all exhibits, appendices and subsequent modifications, are not otherwise modified or expanded in any way.

B. The terms herein shall constitute this complete and entire Amendment of the Agreement. No term, condition, understanding or agreement purporting to modify the terms of the Agreement shall be binding unless subscribed to by both parties in accordance with the terms of the Agreement.

C. The effective date of this Amendment is the date it is signed by the Commissioner or the Commissioner's designee.

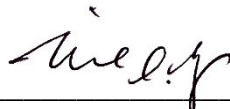
D. This Amendment may be signed in counterparts.

DATED:

September 2, 2020

THIS BROWNFIELD CLEANUP AGREEMENT
AMENDMENT IS HEREBY APPROVED, Acting by and
Through the Department of Environmental Conservation as
Designee of the Commissioner,

By:



Michael J. Ryan, P.E., Director
Division of Environmental Remediation

CONSENT BY APPLICANT

Applicant hereby consents to the issuing and entering of this Agreement Amendment, waives Applicant's right to a hearing herein as provided by law, and agrees to be bound by this Amendment.

1095 Southern Boulevard Urban LLC

By: Paloma Hernandez

Title: President / CEO

Date: 8/27/2020

STATE OF NEW YORK)
COUNTY OF New York) ss:

On the 27 day of August in the year 2020, before me, the undersigned, personally appeared Paloma Hernandez, 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 and Office of individual taking acknowledgment

DONALD C. EVERSLEY
NOTARY PUBLIC-STATE OF NEW YORK
No. 02EV6383238
Qualified in New York County
My Commission Expires 11-13-2022

CONSENT BY APPLICANT

Applicant hereby consents to the issuing and entering of this Agreement Amendment, waives Applicant's right to a hearing herein as provided by law, and agrees to be bound by this Amendment.

1095 Southern OpCo LLC

By: Paloma Hernandez

Title: President/CEO

Date: 8/27/2020

STATE OF NEW YORK)
) ss:
COUNTY OF New York)

On the 27 day of August in the year 2020, before me, the undersigned, personally appeared Paloma Hernandez, 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 and Office of individual taking acknowledgment

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Urban Health Plan, Inc.

By: Paloma Hernandez

Title: President / CEO

Date: 8/27/2020

STATE OF NEW YORK)
) ss:
COUNTY OF New York

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Paloma Hernandez

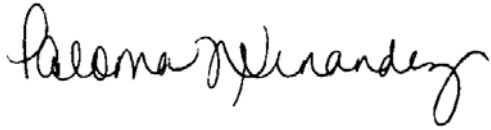
Signature and Office of individual taking acknowledgment

DONALD C. EVERSLEY
NOTARY PUBLIC-STATE OF NEW YORK
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My Commission Expires 11-13-2022

CERTIFICATION OF AUTHORITY

1. I, Paloma Hernandez, am the President of 1095 Southern Boulevard Urban LLC (“1095 SB Urban”), a New York limited liability company.
2. 1095 Southern Holdco LLC (“HOLDCO”), is a Delaware limited liability company.
3. HOLDCO was the owner of one hundred percent (100%) of the membership interests in 1095 Southern Opco LLC (“OPCO”), a Delaware limited liability company.
4. HOLDCO and OPCO were added as parties to an original Brownfield Cleanup Agreement between 1095 SB Urban and the New York State Department of Environmental Conservation (“DEC”) dated March 4, 2011, by submitting the Brownfield Clean Up Agreement Amendment Application to DEC on June 29, 2016 (“Agreement”).
5. Pursuant to the Assignment and Assumption Agreement dated December 22nd, 2017 between HOLDCO as Assignor and 1095 SB Urban as Assignee (“Assignment”), HOLDCO assigned, conveyed and transferred all rights, titles and interests of OPCO to 1095 SB Urban.
6. As President of 1095 SB Urban, the sole member of OPCO, I have been authorized to sign on behalf of OPCO.
7. 1095 SB Urban owns the fee interest in the property located at 1095 Southern Boulevard, Bronx, New York (Block 2727, Lot 41 on the Tax Map of Bronx County (the “Property”).
8. I, as the authorized signatory for 1095 SB Urban and OPCO, am authorized to acknowledge, execute and deliver for and on behalf of 1095 SB Urban and OPCO, any and all agreements, resolutions, documents, certificates, easements, and authorizations which may be necessary, convenient or advisable to effect the Agreement, and any amendments thereto, and to take such additional actions as deemed desirable and appropriate to carry out the intent and to accomplish the purposes of this Certification.

Under penalties of perjury, I declare that I have read the foregoing Certification of Authority and that the facts stated within are true.

A handwritten signature in black ink that reads "Paloma Hernandez". The signature is written in a cursive style with a large, stylized initial 'P'.

Date: July 10, 2020

Paloma Hernandez
President of 1095 Southern Boulevard Urban LLC,
Sole Member of 1095 Southern Opco LLC.