

BROWN SHARLOW DUKE & FOGEL, P.C.

ATTORNEYS AND COUNSELORS AT LAW
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June 21, 2017

Chief, Site Control Section
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway
Albany, NY 12233-7020

RE: Application to Amend Brownfield Cleanup Agreement to add Applicants
Site Name: 1888 Bathgate Avenue Redevelopment Site
Applicants: Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC
DEC Site No.: C203088
BCA Index No.: C203088-03-17
4181 3rd Avenue, Bronx, New York

Dear Site Control Section Chief:

We represent the Applicants in the above-referenced matter. The above-referenced site was entered into the New York State Department of Environmental Conservation ("DEC") Brownfield Cleanup Program ("BCP") as evidenced by a Brownfield Cleanup Agreement ("BCA") dated May 17, 2017. The current 'Applicants' listed on the BCA are Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC. The Applicants are participating in the BCP as Participants as defined in ECL 27-1405(1).

Enclosed with this letter is an application to amend the BCA to add additional Applicants (the "Amendment Application"), namely, Wilfrid Realty Corp, Wilfrid Properties LLC, Wilfrid LIHTC LLC, and ACMH Wilfrid Housing Development Fund Corporation (collectively, the "New Requestors"). Since this Amendment Application is simply seeking to modify the BCA to add an Applicant on the BCA and is not seeking to replace a Volunteer with a Participant, we believe that this Amendment Application should be considered a minor modification consistent with DER-32 V(F)(4)(b).

SYRACUSE

MONTICELLO

NEW YORK CITY

The enclosures with this letter are organized as follows:

- Exhibit A - Completed Amendment Application Form with Original Signature Pages
- Exhibit B - Supplement to Sections II and IV of the Amendment Application
- Exhibit C - NYS Department of State Entity Information for New Requestors
- Exhibit D - Resolutions Authorizing Parties to Sign Amendment Application
- Exhibit E - One electronic copy in Portable Document Format (PDF) on USB Drive

As this is an extremely time-sensitive matter, we respectfully request that DEC review and process the Amendment Application as quickly as possible. While the New Requestors, except for Wilfrid Realty Corp., qualify for status in the BCP as Volunteers pursuant to ECL 27-1405(1)(b), to expedite the review of the Amendment Application, the Requestors will be seeking entry into the BCP as Participants under the ECL solely due to their anticipated contractual relationship with the current owner of the property, Wilfrid Realty Corp.

Please feel free to contact me if you have any questions or comments regarding the Amendment Application. We thank you for your attention to this matter.

Very truly yours,

BROWN SHARLOW DUKE & FOGEL, P.C.

By: George Duke
George Duke, Esq.

Enclosures



Department of
Environmental
Conservation

BROWNFIELD CLEANUP PROGRAM (BCP) APPLICATION TO AMEND BROWNFIELD CLEANUP AGREEMENT AND AMENDMENT

PART I. BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION

Check the appropriate box below based on the nature of the amendment modification requested:

☒ Amendment to [check one or more boxes below]

- ☒ Add
- ☐ Substitute
- ☐ Remove
- ☐ Change in Name

applicant(s) to the existing Brownfield Cleanup Agreement [*Complete Section I-IV below and Part II*]

Does this proposed amendment involve a transfer of title to all or part of the brownfield site? ☐ Yes ☒ No

If yes, pursuant to 6 NYCRR Part 375-1.11(d), a Change of Use form should have been previously submitted. If not, please submit this form with this Amendment. See <http://www.dec.ny.gov/chemical/76250.html>

- ☐ Amendment to modify description of the property(ies) listed in the existing Brownfield Cleanup Agreement [*Complete Sections I and V below and Part II*]
- ☐ Amendment to Expand or Reduce property boundaries of the property(ies) listed in the existing Brownfield Cleanup Agreement [*Complete Section I and V below and Part II*]
- ☐ **Sites in Bronx, Kings, New York, Queens, or Richmond counties ONLY:** Amendment to request determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit. Please answer questions on the supplement at the end of the form.
- ☐ Other (explain in detail below)

Please provide a brief narrative on the nature of the amendment:

Please refer to the attached instructions for guidance on filling out this application

Section I. Existing Application Information

BCP SITE NAME: 1888 Bathgate Avenue Redevelopment Site BCP SITE NUMBER: C203088

NAME OF CURRENT APPLICANT(S): Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC

INDEX NUMBER OF EXISTING AGREEMENT: C203088-03 DATE OF EXISTING AGREEMENT: 5/17/17

Section II. New Requestor Information (if no change to Current Applicant, skip to Section V)

NAME See attached Supplement to Section II

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

Is the requestor authorized to conduct business in New York State (NYS)?



Yes



No

- If the requestor is a Corporation, LLC, LLP or other entity requiring authorization from the NYS Department of State to conduct business in NYS, the requestor's name must appear, exactly as given above, in the NYS Department of State's (DOS) Corporation & Business Entity Database. A print-out of entity information from the DOS database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.

NAME OF NEW REQUESTOR'S REPRESENTATIVE See attached Supplement to Section II

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

NAME OF NEW REQUESTOR'S CONSULTANT (if applicable) N/A

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

NAME OF NEW REQUESTOR'S ATTORNEY (if applicable) N/A

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

Requestor must submit proof that the party signing this Application and Amendment has the authority to bind the Requestor. This would be documentation from corporate organizational papers, which are updated, showing the authority to bind the corporation, or a Corporate Resolution showing the same, or an Operating Agreement or Resolution for an LLC. Is this proof attached?



Yes



No

Describe Requestor's Relationship to Existing Applicant:

See attached Supplement to Section II

Section III. Current Property Owner/Operator Information (only include if new owner/operator or new existing owner/operator information is provided, and highlight new information)

OWNER'S NAME (if different from requestor) Same as original BCA Application

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

OPERATOR'S NAME (if different from requestor or owner) Same as original BCA Application

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

Section IV. Eligibility Information for New Requestor (Please refer to ECL § 27-1407 for more detail)

If answering "yes" to any of the following questions, please provide an explanation as an attachment.

1. Are any enforcement actions pending against the requestor regarding this site? ☐ Yes ☒ No
2. Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site? ☐ Yes ☒ No
3. Is the requestor subject to an outstanding claim by the Spill Fund for this site? ☐ Yes ☒ No
Any questions regarding whether a party is subject to a spill claim should be discussed with the Spill Fund Administrator.
4. Has the requestor been determined in an administrative, civil or criminal proceeding to be in violation of i) any provision of the subject law; ii) any order or determination; iii) any regulation implementing ECL Article 27 Title 14; or iv) any similar statute, regulation of the state or federal government? If so, provide an explanation on a separate attachment. ☐ Yes ☒ No
5. Has the requestor previously been denied entry to the BCP? If so, include information relative to the application, such as name, address, Department assigned site number, the reason for denial, and other relevant information. ☐ Yes ☒ No
6. Has the requestor been found in a civil proceeding to have committed a negligent or intentionally tortious act involving the handling, storing, treating, disposing or transporting of contaminants? ☐ Yes ☒ No
7. Has the requestor been convicted of a criminal offense i) involving the handling, storing, treating, disposing or transporting of contaminants; or ii) that involves a violent felony, fraud, bribery, perjury, theft, or offense against public administration (as that term is used in Article 195 of the Penal Law) under federal law or the laws of any state? ☐ Yes ☒ No
8. Has the requestor knowingly falsified statements or concealed material facts in any matter within the jurisdiction of the Department, or submitted a false statement or made use of or made a false statement in connection with any document or application submitted to the Department? ☐ Yes ☒ No
9. Is the requestor an individual or entity of the type set forth in ECL 27-1407.9(f) that committed an act or failed to act, and such act or failure to act could be the basis for denial of a BCP application? ☐ Yes ☒ No
10. Was the requestor's participation in any remedial program under DEC's oversight terminated by DEC or by a court for failure to substantially comply with an agreement or order? ☐ Yes ☒ No
11. Are there any unregistered bulk storage tanks on-site which require registration? ☐ Yes ☒ No

THE NEW REQUESTOR MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL §27-1405 (1) BY CHECKING ONE OF THE BOXES BELOW:

PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of hazardous waste or discharge of petroleum.

NOTE: By checking this box, a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site certifies that he/she has exercised appropriate care with respect to the hazardous waste found at the facility by taking reasonable steps to: i) stop any continuing discharge; ii) prevent any threatened future release; iii) prevent or limit human, environmental, or natural resource exposure to any previously released hazardous waste.

If a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site, submit a statement describing why you should be considered a volunteer – be specific as to the appropriate care taken.

Requestor's Relationship to Property (check one):

Prior Owner Current Owner Potential /Future Purchaser Other _____

If requestor is not the current site owner, **proof of site access sufficient to complete the remediation must be submitted.** Proof must show that the requestor will have access to the property before signing the BCA and throughout the BCP project, including the ability to place an easement on the site Is this proof attached? Yes No

Note: a purchase contract does not suffice as proof of access.

Section V. Property description and description of changes/additions/reductions (if applicable)

ADDRESS

CITY/TOWN

ZIP CODE

TAX BLOCK AND LOT (TBL) (in existing agreement)

Parcel Address

Parcel No. Section No. Block No. Lot No. Acreage

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: 1888 Bathgate Avenue Redevelopment Site	BCP SITE NUMBER: C203088
NAME OF CURRENT APPLICANT(S): Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC	
INDEX NUMBER OF EXISTING AGREEMENT: C203088-03-17	
EFFECTIVE DATE OF EXISTING AGREEMENT: May 17, 2017	

Declaration of Amendment:

By the Requestor(s) and/or Applicant(s) signatures below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. This Amendment is made in accordance with and subject to all of the BCA and all applicable guidance, regulations and state laws applicable thereto. All other substantive and procedural terms of the Agreement will remain unchanged and in full force and effect regarding the parties to the Agreement.

Nothing contained herein constitutes a waiver by the Department or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from any obligations held under the Agreement or those same laws.

Statement of Certification and Signatures: New Requestor(s) (if applicable)

(Individual)

I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am (title Authorized Signatory) of (entity Wilfrid Realty Corp.); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.

_____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 6/9/17 Signature: Israel Schwartz

Print Name: Israel Schwartz

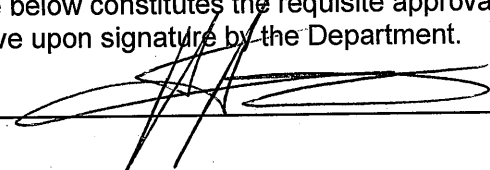
PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

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NAME OF CURRENT APPLICANT(S): Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC	
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Statement of Certification and Signatures: New Requestor(s) (if applicable)
<p>(Individual)</p> <p>I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.</p> <p>Date: _____ Signature: _____</p> <p>Print Name: _____</p>
<p>(Entity)</p> <p>I hereby affirm that I am (title <u>Authorized Signatory</u>) of (entity <u>Wilfrid Properties LLC</u>); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.</p> <p>_____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.</p> <p>Date: _____ Signature: </p> <p>Print Name: <u>Hercules Argyriou</u></p>

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: 1888 Bathgate Avenue Redevelopment Site	BCP SITE NUMBER: C203088
NAME OF CURRENT APPLICANT(S): Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC	
INDEX NUMBER OF EXISTING AGREEMENT: C203088-03-17	
EFFECTIVE DATE OF EXISTING AGREEMENT: May 17, 2017	

Declaration of Amendment:

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Statement of Certification and Signatures: New Requestor(s) (if applicable)

(Individual)

I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am (title Authorized Signatory) of (entity Wilfrid LIHTC LLC); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.

_____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: 

Print Name: Hercules Argyriou

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information

BCP SITE NAME: 1888 Bathgate Avenue Redevelopment Site	BCP SITE NUMBER: C203088
NAME OF CURRENT APPLICANT(S): Wilfrid East Properties LLC, Wilfrid East LIHTC LLC, and Wilfrid West Properties LLC	
INDEX NUMBER OF EXISTING AGREEMENT: C203088-03-17	
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Declaration of Amendment:

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Nothing contained herein constitutes a waiver by the Department or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from any obligations held under the Agreement or those same laws.

Statement of Certification and Signatures: New Requestor(s) (if applicable)

(Individual)

I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am (title EVP, CEO) of (entity ACMH Wilfrid Housing Development Fund Corporation); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.

_____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 6-9-17 Signature: [Signature]

Print Name: Daniel K. Johansson

Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am Member (title) of Wilfrid East Properties LLC (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. _____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 6/12/17 Signature: 

Print Name: Hercules Argyriou

REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT

Status of Agreement:

☐

PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

☐

VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.

Effective Date of the Original Agreement:

Signature by the Department:

DATED:

NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION

By:

Robert W. Schick, P.E., Director
Division of Environmental Remediation

Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am Member (title) of Wilfrid East LIHTC LLC (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. _____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 6/12/17 Signature: 

Print Name: Hercules Argyriou

REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT

Status of Agreement:

☐

PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

☐

VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.

Effective Date of the Original Agreement:

Signature by the Department:

DATED:

NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION

By:

Robert W. Schick, P.E., Director
Division of Environmental Remediation

Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am Member (title) of Willrid West Properties LLC (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. _____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 6/12/17 Signature: 

Print Name: Hercules Argyriou

REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT

Status of Agreement:

☐

PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

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VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.

Effective Date of the Original Agreement:

Signature by the Department:

DATED:

NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION

By:

Robert W. Schick, P.E., Director
Division of Environmental Remediation

BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION

**1888 Bathgate Avenue Redevelopment Site
BCP Site No. C203088**

Supplement to Sections II and IV

New Requestor Information:

Entity Name/New Requestor	Members/Owners	Contact Information/Requestor's Representative
Wilfrid Realty Corp. a/k/a Wilfred Realty Corp.	Israel Schwartz and David Schwartz	c/o Aaron Boyajian, Esq. Goetz Fitzpatrick LLP One Penn Plaza, 31st Floor NY, NY 10119 Phone: 212-695-8100, extension 258
Wilfrid Properties LLC (a New York Limited Liability Company)	Wilfrid GP LLC, sole member; By: Wilfrid Developers LLC, its sole Member; By Hercules Argyriou, Manager	c/o Mega Development LLC Attn: Emanuel Kokinakis 22-60 46th Street. Astoria, New York 11105 Tel: 718-932-6342 Fax: 718-545-5983 ekokinakis@megagroup.nyc
Wilfrid LIHTC LLC (a New York Limited Liability Company)	Wilfrid Properties LLC, sole member; By: Wilfrid GP LLC, its sole Member; By: Wilfrid Developers LLC, its sole Member; By Hercules Argyriou, Manager	c/o Mega Development LLC Attn: Emanuel Kokinakis 22-60 46th Street. Astoria, New York 11105 Tel: 718-932-6342 Fax: 718-545-5983 ekokinakis@megagroup.nyc
ACMH Wilfrid Housing Development Fund Corporation	ACMH, Inc.	c/o ACMH, Inc. Attn: Daniel K. Johansson 254 W. 31st Street, 9th Floor, New York, NY 10001 Tel: 212.274.8558, Ext. 214 FAX: 212-925-7958 djohansson@acmhny.org

New Requestors' relationship to Existing Applicants and Property:

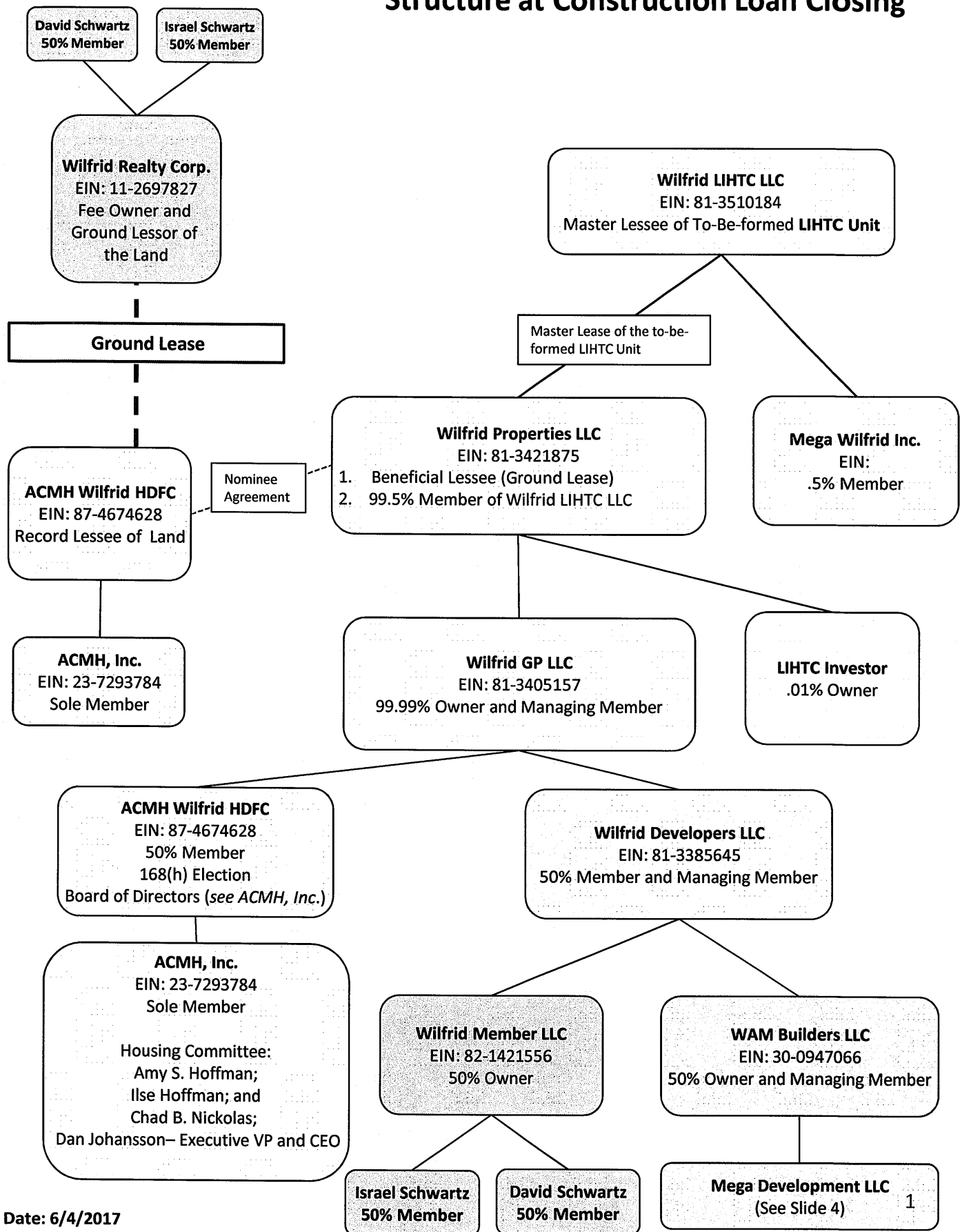
Wilfrid Realty Corp. ("Wilfrid") a/k/a Wilfred Realty Corp. is the current owner of the BCP Site. The additional proposed Requestors listed above anticipate voluntarily investigating and remediating the

Property, as required under the Brownfield Cleanup Program, as part of its redevelopment of the Property into affordable housing. Requestors anticipate entering into a ground lease of the Property from Wilfrid during construction to enable redevelopment.

After completion of the redevelopment, it is anticipated that the ground lease will be terminated, certain interests in the residential and parking components of the redevelopment will be transferred to certain Requestors, and certain commercial units and community facility components of the redevelopment will be transferred to an entity to be formed and owned by Israel and David Schwartz.

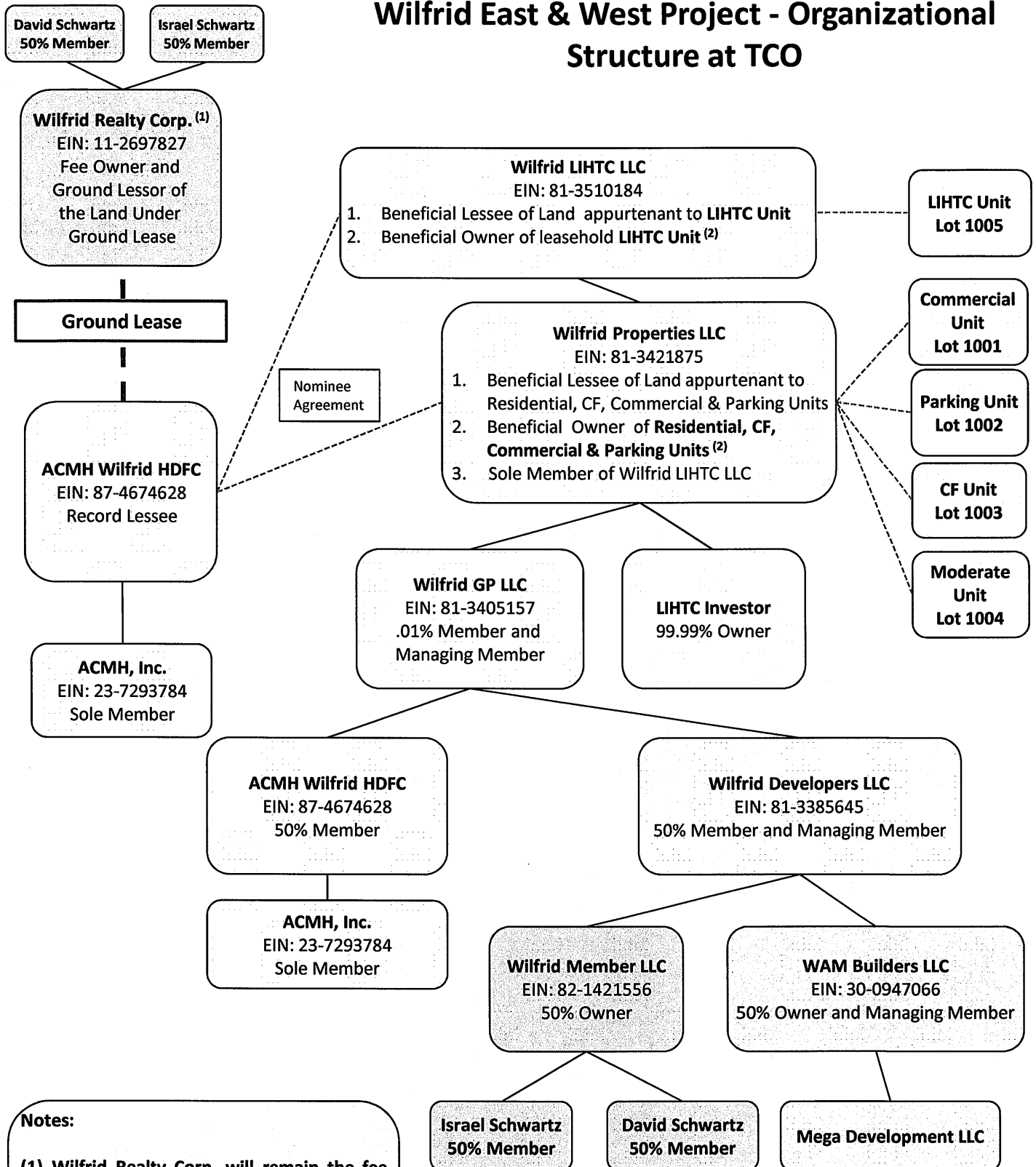
For a detailed explanation of the Requestor's relationship to the Existing Applicants, please see attached organization chart for Applicants and New Requestors.

Wilfrid East & West Project - Organizational Structure at Construction Loan Closing



Date: 6/4/2017

Wilfrid East & West Project - Organizational Structure at TCO

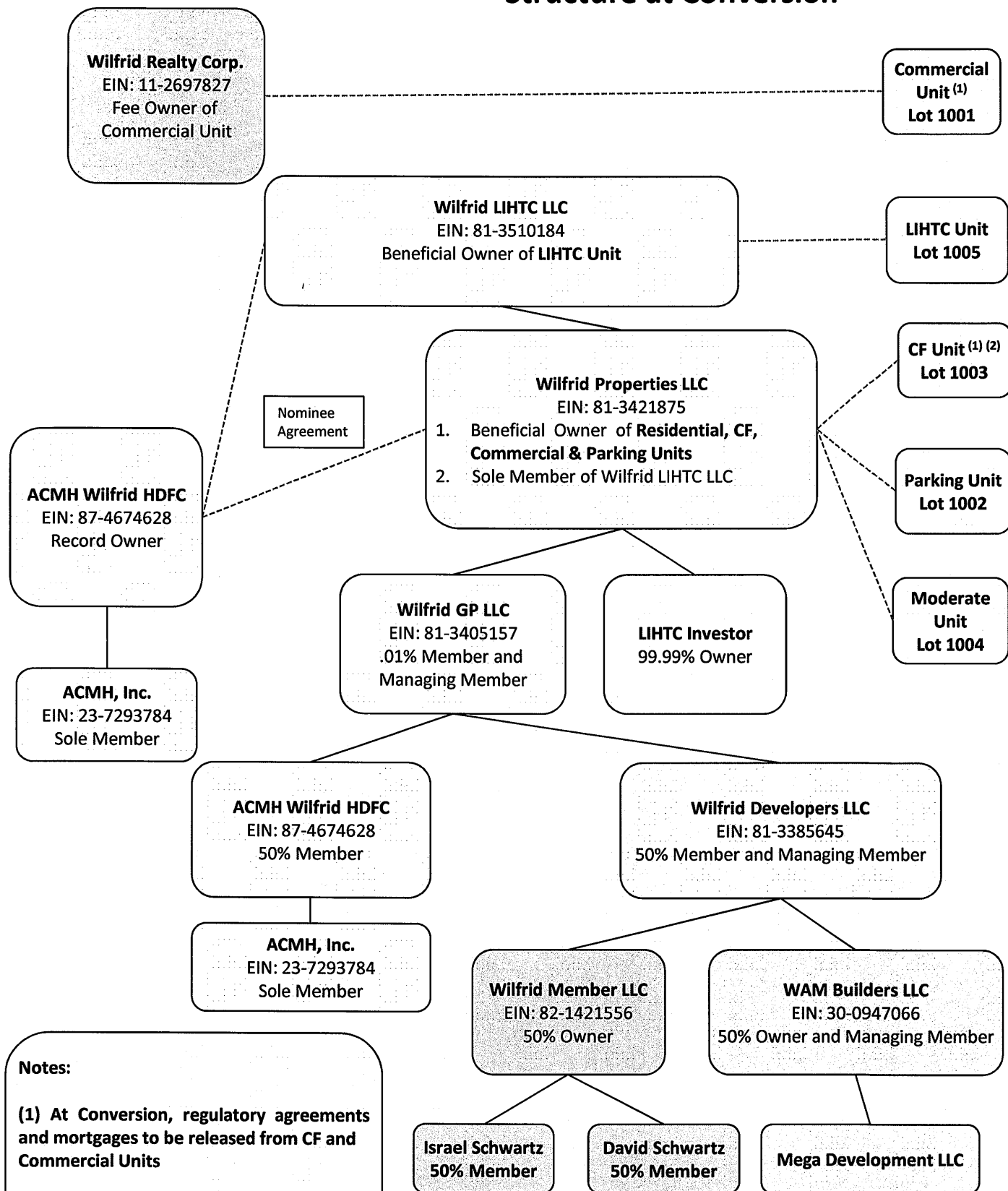


Notes:

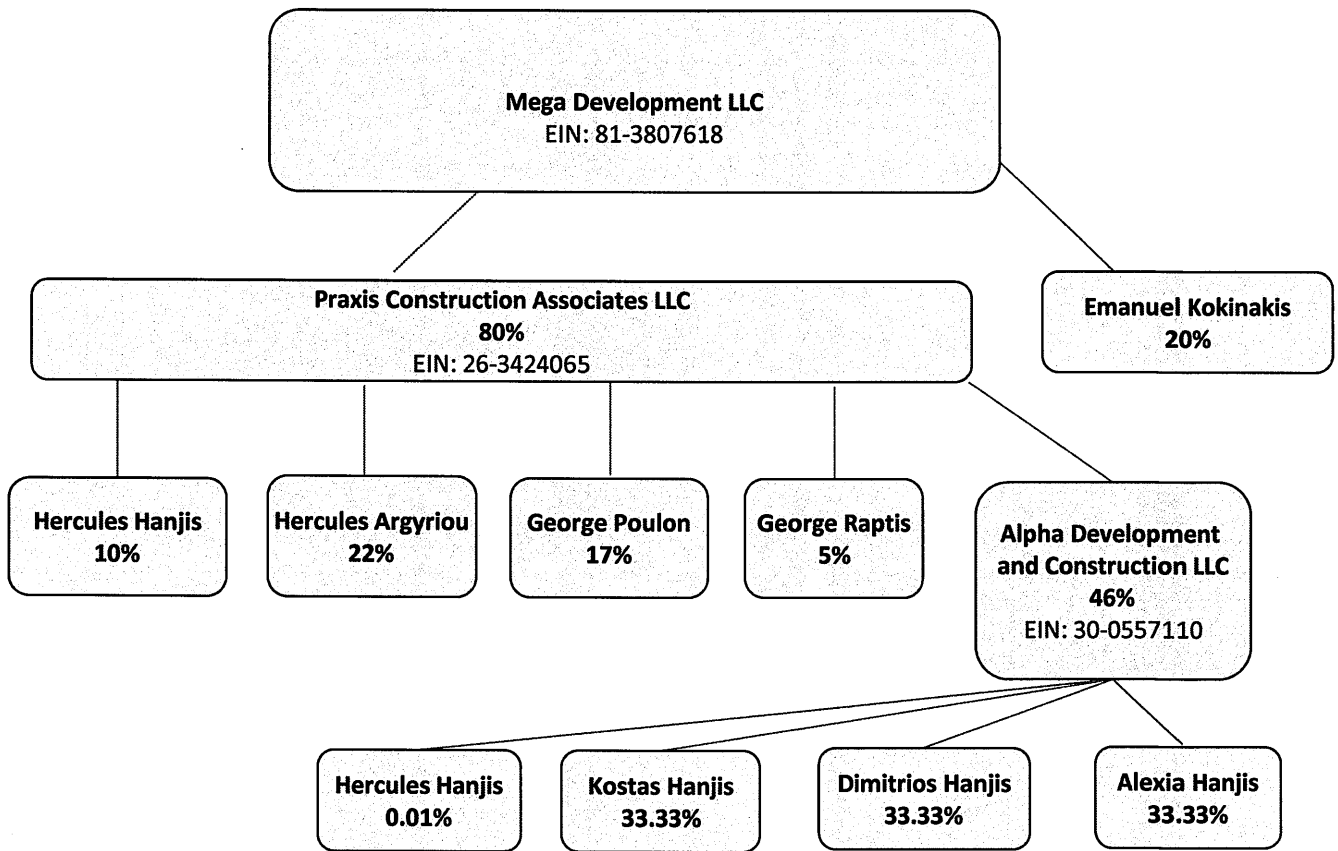
(1) Wilfrid Realty Corp. will remain the fee owner of the land.

(2) Record title to the leasehold condominium units will be owned by the HDFC, as record owner, and Wilfrid LIHTC LLC and Wilfrid Properties LLC, as the respective beneficial owners.

Wilfrid East & West Project - Organizational Structure at Conversion



Ownership of Mega Development LLC



NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through June 5, 2017.

Selected Entity Name: WILFRID REALTY CORP.

Selected Entity Status Information

Current Entity Name: WILFRID REALTY CORP.

DOS ID #: 783711

Initial DOS Filing Date: JULY 23, 1982

County: BRONX

Jurisdiction: NEW YORK

Entity Type: DOMESTIC BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

WILFRID REALTY CORP.

4181 3RD AVE

BRONX, NEW YORK, 10457

Chief Executive Officer

ISRAEL SCHWARTZ

DAVID SCHWRTZ

4181 3RD AVE

BRONX, NEW YORK, 10457

Principal Executive Office

WILFRID REALTY CORP.

4181 3RD AVE

BRONX, NEW YORK, 10457

Registered Agent

NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

# of Shares	Type of Stock	\$ Value per Share
200	No Par Value	

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAY 04, 2017	Actual	WILFRID REALTY CORP.
JUL 23, 1982	Actual	WILFRED REALTY CORP.

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through June 15, 2017.

Selected Entity Name: WILFRID PROPERTIES LLC

Selected Entity Status Information

Current Entity Name: WILFRID PROPERTIES LLC

DOS ID #: 4977012

Initial DOS Filing Date: JULY 13, 2016

County: QUEENS

Jurisdiction: NEW YORK

Entity Type: DOMESTIC LIMITED LIABILITY COMPANY

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

C/O MEGA CONTRACTING GROUP LLC

22-60 46TH STREET

ASTORIA, NEW YORK, 11105

Registered Agent

NONE

This office does not require or maintain information regarding the names and addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this information is not recorded and only available by [viewing the certificate](#).

***Stock Information**

of Shares

Type of Stock

\$ Value per Share

No Information Available

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAY 09, 2017	Actual	WILFRID PROPERTIES LLC
JUL 13, 2016	Actual	WILFRID EAST PROPERTIES LLC

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

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NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through June 5, 2017.

Selected Entity Name: WILFRID LIHTC LLC

Selected Entity Status Information

Current Entity Name: WILFRID LIHTC LLC

DOS ID #: 4977009

Initial DOS Filing Date: JULY 13, 2016

County: QUEENS

Jurisdiction: NEW YORK

Entity Type: DOMESTIC LIMITED LIABILITY COMPANY

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

C/O MEGA CONTRACTING GROUP LLC

22-60 46TH STREET

ASTORIA, NEW YORK, 11105

Registered Agent

NONE

This office does not require or maintain information regarding the names and addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

of Shares

Type of Stock

\$ Value per Share

No Information Available

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAY 09, 2017	Actual	WILFRID LIHTC LLC
JUL 13, 2016	Actual	WILFRID EAST LIHTC LLC

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

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NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through June 5, 2017.

Selected Entity Name: ACMH WILFRID HOUSING DEVELOPMENT FUND CORPORATION

Selected Entity Status Information

Current Entity Name: ACMH WILFRID HOUSING DEVELOPMENT FUND CORPORATION

DOS ID #: 5047615

Initial DOS Filing Date: DECEMBER 05, 2016

County: NEW YORK

Jurisdiction: NEW YORK

Entity Type: DOMESTIC NOT-FOR-PROFIT CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

ACMH WILFRID HOUSING DEVELOPMENT FUND CORPORATION

C/O ACMH, INC.

254 W. 31ST STREET, 9TH FLOOR

NEW YORK, NEW YORK, 10001

Registered Agent

NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

# of Shares	Type of Stock	\$ Value per Share
No Information Available		

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAY 19, 2017	Actual	ACMH WILFRID HOUSING DEVELOPMENT FUND CORPORATION
DEC 05, 2016	Actual	WILFRID EAST HOUSING DEVELOPMENT FUND CORPORATION

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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**WILFRID REALTY CORP. A/K/A WILFRED REALTY CORP.
CORPORATE RESOLUTION**

The undersigned, being all of the Directors of Wilfrid Realty Corp. a/k/a Wilfred Realty Corp., a New York corporation (the "Corporation") hereby certify as follows and adopt the following resolution on behalf of the Corporation:

WHEREAS, the Corporation was duly formed on July 23, 1982;

WHEREAS, evidence of the filing of the Corporations certificate of incorporation with the New York Department of State on July 23, 1982, is set forth on the attached copy of the filed certificate of incorporation;

WHEREAS, the Corporation has been assigned Department of State ID # 783711;

WHEREAS, on May 4, 2017, the Corporation filed a certificate of amendment to the certificate of incorporation, thereby amending its name from Wilfred Realty Corp. to Wilfrid Realty Corp.,

WHEREAS, the Corporation desires to apply to the DEC to become a Requestor under the New York State Brownfield Cleanup Program for the 1888 Bathgate Avenue Redevelopment Site located at 4181 3rd Avenue, Bronx, New York (DEC Site No: C203088 Brownfield Cleanup Agreement Index No. C203088-03-17) ("BCA" or "Agreement"), which requires the Corporation to complete and execute the "Brownfield Cleanup Program Application to Amend Brownfield Cleanup Agreement and Amendment" (the "Application").

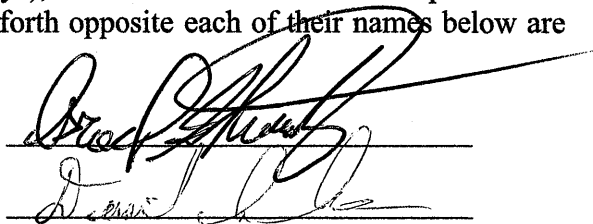
NOW THEREFORE, BE IT

RESOLVED, that the Directors of the Corporation, hereby approve, authorize, ratify, and direct an Authorized Signatory (as defined below), on behalf of the Corporation, to sign the Application;

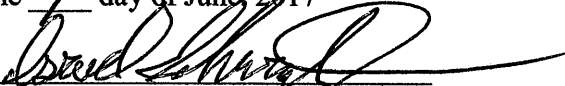
RESOLVED, that either Israel Schwartz or David Schwartz, each, an authorized signatory of the Corporation ("Authorized Signatory"), be authorized to bind the Corporation to the terms of the Application, and the signature set forth opposite each of their names below are their actual signatures:

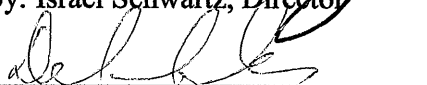
Israel Schwartz

David Schwartz

The image shows two handwritten signatures in black ink. The top signature is for Israel Schwartz and the bottom signature is for David Schwartz. Both signatures are written over horizontal lines that serve as baselines for the signatures.

IN WITNESS WHEREOF, the undersigned have signed and sealed this Corporate Resolution
the 7 day of June, 2017


By: Israel Schwartz, Director


By: David Schwartz, Director

WILFRID PROPERTIES LLC
COMPANY RESOLUTION AND MEMBER CONSENT

The undersigned, being all of the members of Wilfrid Properties LLC , a New York limited liability company (the "Company"), hereby certify as follows and adopt the following resolution authorizing Hercules Argyriou (the "Authorized Signatory") to take the following actions on behalf of the Company:

WHEREAS, the Company was duly formed on July 13, 2016;

WHEREAS, such formation was verified by the New York State Department of State on [REDACTED] via the attached filing receipt and assigned Department of State ID # 4977012;

WHEREAS, pursuant to the Articles of Organization, Hercules Argyriou is the Manager of the Company is authorized to sign on behalf of the Company;

WHEREAS, the Company desires to apply to the DEC to become a Requestor under the New York State Brownfield Cleanup Program for the 1888 Bathgate Avenue Redevelopment Site located at 4181 3rd Avenue, Bronx, New York (DEC Site No: C203088 Brownfield Cleanup Agreement Index No. C203088-03-17) ("BCA or Agreement"), which requires the Company to complete and execute the "Brownfield Cleanup Program Application to Amend Brownfield Cleanup Agreement and Amendment" (the "Application").

NOW THEREFORE, BE IT

RESOLVED, that the members of the Company, hereby approve, authorize, ratify, and direct the Authorized Signatory, on behalf of the Company, to sign the Application;

RESOLVED, that Hercules Argyriou, as Authorized Signatory, is authorized to bind the Company to the terms of the Application, the signature set forth opposite his name below is his actual signature:

Hercules Argyriou

A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes, positioned above a horizontal line.

IN WITNESS WHEREOF, the undersigned have signed and sealed this
Company Resolution and Consent on the 7th day of June, 2017



Wilfrid GP LLC

By: Hercules Argyriou, Manager



Wilfrid Developers LLC

By: Hercules Argyriou, Manager

*Sworn before me this
7th Day of June 2017*

Dora Bahaw

Notary Public

DORA BAHAW
Notary Public, State of New York
No. 01BA6010227
Qualified in Queens County
Commission Expires July 13, 2018

WILFRID LIHTC LLC
COMPANY RESOLUTION AND MEMBER CONSENT

The undersigned, being all of the members of Wilfrid LIHTC LLC , a New York limited liability company (the "Company"), hereby certify as follows and adopt the following resolution authorizing Hercules Argyriou (the "Authorized Signatory") to take the following actions on behalf of the Company:

WHEREAS, the Company was duly formed on July 13, 2016;

WHEREAS, such formation was verified by the New York State Department of State on [REDACTED] via the attached filing receipt and assigned Department of State ID # 4977009;

WHEREAS, pursuant to the Articles of Organization, Hercules Argyriou is the Manager of the Company and is authorized to sign on behalf of the Company;

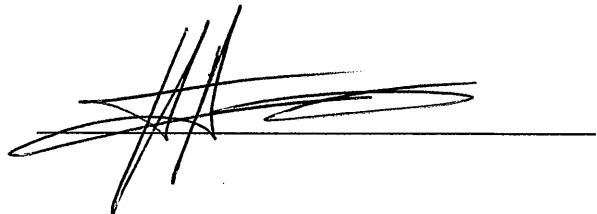
WHEREAS, the Company desires to apply to the DEC to become a Requestor under the New York State Brownfield Cleanup Program for the 1888 Bathgate Avenue Redevelopment Site located at 4181 3rd Avenue, Bronx, New York (DEC Site No: C203088 Brownfield Cleanup Agreement Index No. C203088-03-17) ("BCA or Agreement"), which requires the Company to complete and execute the "Brownfield Cleanup Program Application to Amend Brownfield Cleanup Agreement and Amendment" (the "Application").

NOW THEREFORE, BE IT

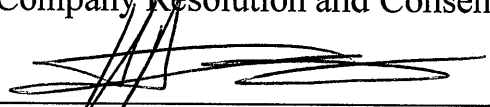
RESOLVED, that the members of the Company, hereby approve, authorize, ratify, and direct the Authorized Signatory, on behalf of the Company, to sign the Application;

RESOLVED, that Hercules Argyriou, as Authorized Signatory, is authorized to bind the Company to the terms of the Application, the signature set forth opposite his name below is his actual signature:

Hercules Argyriou

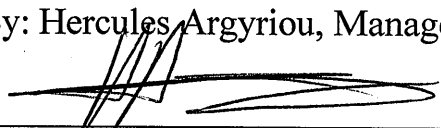
A handwritten signature in black ink, consisting of several overlapping loops and strokes, positioned above a horizontal line.

IN WITNESS WHEREOF, the undersigned have signed and sealed this
Company Resolution and Consent on the 7th day of June, 2017



Wilfrid Properties LLC

By: Hercules Argyriou, Manager



Wilfrid GP LLC

By: Hercules Argyriou, Manager



Wilfrid Developers, LLC

By: Hercules Argyriou, Manager

*Sworn before me this
7th Day of June 2017*

*Dora Bahaw
Notary Public*

DORA BAHAW
Notary Public, State of New York
No. 01BA6010227
Qualified in Queens County
Commission Expires July 13, 2018

ACMH WILFRID HOUSING DEVELOPMENT FUND CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS

The following resolutions were adopted on June 8, 2017 by unanimous written consent of the Board of Directors of ACMH Wilfrid Housing Development Fund Corporation (the "Corporation") pursuant to the by-laws of the Corporation and the Not-for-Profit Corporations Law of the State of New York:

WHEREAS, the Corporation has entered into a ground lease with Wilfrid Realty Corp., a New York Corporation ("Wilfrid Realty") for the property located at Block 2924, Lot 7 on the Tax Map of the City of New York, Bronx County, more commonly known by the street addresses 4181 3rd Avenue and 1888 Bathgate Avenue, Bronx, New York (the "Project Site"); and

WHEREAS, the Project Site has been accepted into the New York State Brownfield Cleanup Program pursuant to a Brownfield Cleanup Agreement (DEC Site No. C203088; Index No. C203088-03-17) (the "BCA Agreement"); and

WHEREAS, the Corporation desires to apply to the New York State Department of Environmental Conservation ("DEC") to become a Requestor under the BCA Agreement for the Project Site, which requires the Corporation to complete and execute the "Brownfield Cleanup Program Application to Amend Brownfield Cleanup Agreement and Amendment" (the "Application").

NOW, THEREFORE, BE IT


RESOLVED, that each of the members of the Board of Directors hereby authorizes and directs the Corporation to take the necessary steps to complete and execute the Application to become a Requestor under the BCA Agreement for the Project Site; and be it further

RESOLVED that the Board of Directors hereby approves, authorizes, ratifies, directs and consents to the execution, in the name of and on behalf of the Corporation, by any officer of the Corporation, including without limitation, Daniel K. Johansson, the Executive Vice President/CEO of the Corporation, to execute and deliver all agreements, documents, instruments that are required to effectuate the Application to DEC to become a Requester under the BCA Agreement for the Project Site; and be it further

RESOLVED, that the taking of any action or the execution of such documents and/or instruments by any officer of the Corporation, including without limitation, Daniel K. Johansson, the Executive Vice President/CEO of the Corporation, pursuant to the terms of these resolutions shall be deemed conclusive evidence of the determination of such executing person that such action or execution was appropriate and in the best interests of the Corporation.

[Signature Page Follows]

I, Daniel K. Johansson, the Executive Vice President and Chief Executive Officer of ACMH Wilfrid Housing Development Fund Corporation certify that the foregoing resolutions were adopted by unanimous written consent of the Board of Directors of the Corporation.



Name: Daniel K. Johansson

Title: Executive Vice President/Chief Executive Officer

[Resolutions – ACMH Wilfrid HDFC]