



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:

Application to add 2840 Atlantic LLC, new requestor, as prospective purchaser.

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

Section I. Existing Application Information

BCP SITE NAME: 2840 Atlantic Avenue

BCP SITE NUMBER: C224255

NAME OF CURRENT APPLICANT(S): 2840 Atlantic Holdings LLC

INDEX NUMBER OF EXISTING AGREEMENT: C224255-11-17 DATE OF EXISTING AGREEMENT: 4/16/18

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

NAME 2840 Atlantic LLC

ADDRESS 3611 14th Avenue, Suite 400

CITY/TOWN Brooklyn, New York

ZIP CODE 11218

PHONE 718-417-1616 Ext. 203

FAX 718-417-8484

E-MAIL sl@tphny.com

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 Sholom Laine

ADDRESS 3611 14th Avenue, Suite 400

CITY/TOWN Brooklyn

ZIP CODE 11218

PHONE 718-417-1616

FAX 718-417-8484

E-MAIL sl@tphny.com

NAME OF NEW REQUESTOR'S CONSULTANT (if applicable) Charles B. Sosik, PG

ADDRESS c/o Environmental Business Consultants, 1808 Middle Country Road

CITY/TOWN Ridge NY

ZIP CODE 11961

PHONE 631-504-6000

FAX 631-924-2870

E-MAIL csosik@ebcincny.com

NAME OF NEW REQUESTOR'S ATTORNEY (if applicable) Jesse Hiney, Esq.,

ADDRESS P.O. Box 9

CITY/TOWN Shoreham NY

ZIP CODE

PHONE 917-543-5247

FAX

E-MAIL jesse@jhenvirolaw.com

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:

Existing applicant is the fee owner/seller of the site. New Requestor is the prospective purchaser/contract vendee. There is no other relationship.

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) 2840 Atlantic Holdings LLC

ADDRESS c/o LSC Development, 777 Lake Zurich Road, Suite 200

CITY/TOWN Barrington, Illinois

ZIP CODE 60010

PHONE 847-382-0560

FAX 847-852-1301

E-MAIL chris@lscdev.com

OPERATOR'S NAME (if different from requestor or owner)

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.

Please see attached supplemental information.

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

Check appropriate boxes below:

☐

Changes to metes and bounds description or TBL correction

☐

Addition of property (may require additional citizen participation depending on the nature of the expansion – see attached instructions)

Approximate acreage added: _____

ADDITIONAL PARCELS:

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

☐

Reduction of property

Approximate acreage removed: _____

PARCELS REMOVED:

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

If requesting to modify a metes and bounds description or requesting changes to the boundaries of a site, please attach a revised metes and bounds description, survey, or acceptable site map to this application.

Supplement to the Application To Amend Brownfield Cleanup Agreement And Amendment - Questions for Sites Seeking Tangible Property Credits in New York City ONLY.

Property is in Bronx, Kings, New York, Queens, or Richmond counties.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Requestor seeks a determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Please answer questions below and provide documentation necessary to support answers.	
1. Is at least 50% of the site area located within an environmental zone pursuant to Tax Law 21(6)? Please see DEC's website for more information.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
2. Is the property upside down as defined below?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>From ECL 27-1405(31):</p> <p>"Upside down" shall mean a property where the projected and incurred cost of the investigation and remediation which is protective for the anticipated use of the property equals or exceeds seventy-five percent of its independent appraised value, as of the date of submission of the application for participation in the brownfield cleanup program, developed under the hypothetical condition that the property is not contaminated.</p>	
3. Is the project an affordable housing project as defined below?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<p>From 6 NYCRR 375- 3.2(a) as of August 12, 2016:</p> <p>(a) "Affordable housing project" means, for purposes of this part, title fourteen of article twenty seven of the environmental conservation law and section twenty-one of the tax law only, a project that is developed for residential use or mixed residential use that must include affordable residential rental units and/or affordable home ownership units.</p> <p>(1) Affordable residential rental projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which defines (i) a percentage of the residential rental units in the affordable housing project to be dedicated to (ii) tenants at a defined maximum percentage of the area median income based on the occupants' households annual gross income.</p> <p>(2) Affordable home ownership projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which sets affordable units aside for home owners at a defined maximum percentage of the area median income.</p> <p>(3) "Area median income" means, for purposes of this subdivision, the area median income for the primary metropolitan statistical area, or for the county if located outside a metropolitan statistical area, as determined by the United States department of housing and urban development, or its successor, for a family of four, as adjusted for family size.</p>	


PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: 2840 Atlantic Avenue	BCP SITE NUMBER: C224255
NAME OF CURRENT APPLICANT(S): 2840 Atlantic Holdings LLC	
INDEX NUMBER OF EXISTING AGREEMENT: C224255-11-17	
EFFECTIVE DATE OF EXISTING AGREEMENT: April 16, 2018	

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 <u>Managing Member</u>) of (entity <u>2840 Atlantic 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. My _____ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department. Date: <u>8-2-18</u> Signature:  Print Name: <u>Sholom Laine</u>

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 Authorized Signatory (title) of 2840 Atlantic Holdings 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. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 7-31-18 Signature: 

Print Name: Christopher Barry

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: 4/16/18

Signature by the Department:

DATED: 9/24/18

NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION

By: 

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

SUBMITTAL INFORMATION:

- **Two (2)** copies, one hard copy with original signatures and one electronic copy in Portable Document Format (PDF) must be sent to:

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

FOR DEPARTMENT USE ONLY

BCP SITE T&A CODE:_____ **LEAD OFFICE:**_____

PROJECT MANAGER:_____

BROWNFIELD CLEANUP PROGRAM (BCP)
INSTRUCTIONS FOR COMPLETING A BCP AMENDMENT APPLICATION

This form must be used to add a party, modify a property description, or reduce/expand property boundaries for an existing BCP Agreement and/or Application. **NOTE: DEC requires a standard application to request major changes to the description of the property set forth in the BCA (e.g., adding a significant amount of new property, or adding property that could affect an eligibility determination due to contamination levels or intended land use).** The application must be submitted to DEC in the same manner as the original application to participate.

SECTION II NEW REQUESTOR INFORMATION

Requestor Name

Provide the name of the person(s)/entity requesting participation in the BCP. (If more than one, attach additional sheets with requested information. If an LLC, the members/owners names need to be provided on a separate attachment). The requestor is the person or entity seeking DEC review and approval of the remedial program.

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 Corporation & Business Entity Database](#). A print-out of entity information from the database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.

Requestor Address, etc.

Provide the requestor's mailing address, telephone number; fax number and e-mail address.

Representative Name, Address, etc.

Provide information for the requestor's authorized representative. This is the person to whom all correspondence, notices, etc will be sent, and who will be listed as the contact person in the BCA. Invoices will be sent to the representative unless another contact name and address is provided with the application.

Consultant Name, Address, etc.

Provide information for the requestor's consultant.

Attorney Name, Address, etc.

Provide information for the requestor's attorney.

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 in form.

Owner Name, Address, etc.

Provide information for the new owner of the property. List all new parties holding an interest in the property.

Operator Name, Address, etc.

Provide information for the new operator (if different from the new requestor or owner).

SECTION IV NEW REQUESTOR ELIGIBILITY INFORMATION

As a separate attachment, provide complete and detailed information in response to any eligibility questions answered in the affirmative. It is permissible to reference specific sections of existing property reports; however, it is requested that such information be summarized. For properties with multiple addresses or tax parcels, please include this information for each address or tax parcel.

SECTION V PROPERTY DESCRIPTION AND DESCRIPTION OF CHANGES / ADDITIONS / REDUCTIONS (IF APPLICABLE)

NOTE: DEC requires a standard application to request major changes to the description of the property set forth in the BCA (e.g., adding a significant amount of new property, or adding property that could affect an eligibility determination due to contamination levels or intended land use). The application must be submitted to DEC in the same manner as the original application to participate.

Property Address

Provide a street address, city/town, and zip code. For properties with multiple addresses, provide information for all.

Tax Parcel Information

Provide the tax parcel/section/block/lot information. If requesting to modify a metes and bounds description or requesting changes to the boundaries of a site, please attach a revised metes and bounds description, survey, and/or acceptable site map to this application. Tax map information may be obtained from the tax assessor's office for all tax parcels that are included in the property boundaries. Attach a county tax map with identifier numbers, along with any figures needed to show the location and boundaries of the property. Include a USGS 7.5 minute quad map on which the property appears.

NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through July 9, 2018.

Selected Entity Name: 2840 ATLANTIC LLC

Selected Entity Status Information

Current Entity Name: 2840 ATLANTIC LLC

DOS ID #: 5279073

Initial DOS Filing Date: FEBRUARY 02, 2018

County: KINGS

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)

2840 ATLANTIC LLC

3611 14TH AVENUE, SUITE 400

BROOKLYN, NEW YORK, 11218

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
FEB 02, 2018	Actual	2840 ATLANTIC 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.

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

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2840 Atlantic Avenue
Brownfield Cleanup Program Application to Amend Brownfield Cleanup Agreement

Section II – Names of New Requestors Members

Mr. Sholom Laine
Mr. Abraham J. Hoffman

Section IV – Statement In support of New Requestor's Application as Volunteer to Brownfield Cleanup Program ("BCP")

The new requestor, 2840 Atlantic LLC, is applying to the BCP as a Volunteer. 2840 Atlantic LLC is a prospective purchaser seeking to acquire title to all of the land at the address known as 2840 Atlantic Avenue, Brooklyn, NY. 2840 Atlantic LLC has had no prior involvement with the site and has entered an arms-length transaction with 2840 Atlantic Holdings LLC, the current owner of the BCP site.

At this time, 2840 Atlantic LLC holds no liability with respect to hazardous waste or petroleum at the BCP Site. Upon the successful application to the BCP and closing of the transaction to acquire the BCP site, 2840 Atlantic LLC shall complete remediation and mitigation of the site pursuant to Department oversight, thus stopping any continuing discharges, preventing any threatened future release and preventing or limiting human, environmental or natural resource exposure to any previously released hazardous waste or petroleum.

**RESOLUTION ADOPTED BY
2840 ATLANTIC LLC**

The undersigned hereby certifies that he(she) is the duly appointed and acting Member of 2840 Atlantic LLC, a New York limited liability company (the "Company"), and hereby certifies as follows:

WHEREAS, the Company is the contract vendee of the property located at 2840 Atlantic Avenue, Brooklyn, New York (the "Site"), and

WHEREAS, the current fee owner of the Site, 2840 Atlantic Holdings LLC, applied to be admitted as a Volunteer to the New York State Brownfield Cleanup Program ("BCP") in connection with the Site; and

WHEREAS, the New York State Department of Environmental Conservation ("DEC") determined that the Site is eligible to participate in the BCP and that the 2840 Atlantic Holdings LLC is participating as a Volunteer as defined in Environmental Conservation Law §27-1405(I)(b); and

WHEREAS, the 2840 Atlantic Holdings LLC and DEC executed a Brownfield Site Cleanup Agreement, Site No. C224255 (the "BCA") dated April 16, 2018; and

WHEREAS, the Company deems it advisable and in the best interests of the Company to amend the BCA to add the Company as a Volunteer and to authorize and approve the execution and delivery of a BCP Application to Amend Brownfield Cleanup Agreement and Amendment.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned is authorized to execute the BCA on behalf of the Company and to undertake all measures necessary to fulfill the obligations under the BCA and the BCP (the "Consent"); and it is further

RESOLVED, that a facsimile copy of a signature shall be deemed an original signature under this Consent.

IN WITNESS WHEREOF, the undersigned has executed this written Consent in the capacity noted below as-of this ____ day of June 2018.

2840 ATLANTIC LLC

By: _____

Name: Shalom Laine

Title: Authorized Signatory

ACCESS AGREEMENT

ACCESS AGREEMENT made as of this ^{JUNE} 29th day of May 2018, by and between 2840 Atlantic Holdings LLC (the "Company"), and 2840 Atlantic LLC ("Grantee").

WHEREAS, the Company owns the real property located at 2840 Atlantic Avenue Brooklyn, New York (Block 3964, Lots 4, 8, and 23), together with the buildings and improvements thereon (the "Property"); and

WHEREAS, the Company applied to be admitted as a Volunteer to the New York State Brownfield Cleanup Program ("BCP") in connection with the Site; and

WHEREAS, the New York State Department of Environmental Conservation ("DEC") determined that the Site is eligible to participate in the BCP and that the Company is participating as a Volunteer as defined in Environmental Conservation Law §27-1405(I)(b); and

WHEREAS, the Company and DEC executed a Brownfield Site Cleanup Agreement, Site No. C224255 (the "BCA") dated April 16, 2018; and

WHEREAS, the Company, as seller, entered into a contract with 2840 Atlantic LLC, as purchaser, to sell the Site; and

WHEREAS, the Company has applied to have the Grantee added as co-applicant to the BCA with the Company; and

WHEREAS, following the addition of Grantee as applicant to the BCA, Grantee may require access to Lots 4, 8 and 23 to carry out investigatory, remedial and other related tasks required by the BCP (collectively, the "Work"); and

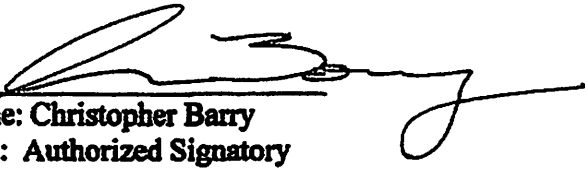
WHEREAS, the Company desires to grant such access.

NOW, THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt of which is hereby acknowledged, Grantors and Grantee agree as follows:


The Company hereby grants access and a license upon, into, under or through Lots 4, 8 and 23 for the purpose of the entry thereon by Grantee, its agents, employees, architects, engineers, contractors and consultants, vehicles, equipment and materials required by any of them to satisfy tasks and obligations required by any Brownfield Cleanup Agreement entered into between the Company and the New York State Department of Environmental Conservation.

IN WITNESS WHEREOF, this Agreement has been executed by Grantor and is effective as of the date set forth above.

2840 ATLANTIC HOLDINGS LLC

By: 
Name: Christopher Barry
Title: Authorized Signatory

2840 ATLANTIC LLC

By: 
Name: Sharon Laine
Title: Authorized Signatory

RESOLUTION ADOPTED BY
2840 ATLANTIC HOLDINGS LLC

The undersigned, all members of 2840 Atlantic Holdings LLC, a Delaware limited liability company (the "Company"), hereby certify as follows:

WHEREAS, the Company has applied to be admitted to the New York State Brownfield Cleanup Program ("BCP") in connection with property located at 2840 Atlantic Avenue, Brooklyn, New York (the "Site"); and

WHEREAS, the New York State Department of Environmental Conservation ("DEC") has determined that the Site and the Company are eligible to participate in the BCP; and

WHEREAS, the Company deems it advisable and in the best interests of the Company to authorize, approve and ratify the execution, delivery and performance of the Brownfield Site Cleanup Agreement, Site No. C224255 ("BCA");

NOW, THEREFORE, BE IT RESOLVED, that Christopher Barry is authorized to execute the BCA on behalf of the Company and to undertake all measures necessary to fulfill the obligations under the BCA and the BCP (the "Consent"); and it is further

RESOLVED, that a facsimile copy of a signature shall be deemed an original signature under this Consent.

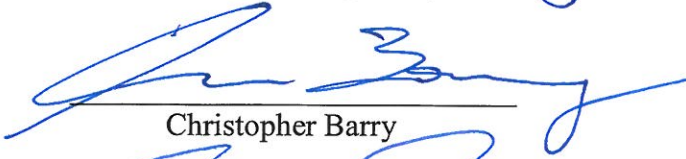
IN WITNESS WHEREOF, the undersigned has executed this written Consent in the capacity noted below as-of this 6th day of April 2018.

2840 ATLANTIC HOLDINGS LLC

By: 

Name: Christopher Barry

Title: Authorized Signatory


Christopher Barry


Jean L. Jodoin