

PERIODIC REVIEW REPORT

**For the Property Located at
West 19th Street Development Site, New York, NY**

Prepared for
HTRF Ventures, LLC
555 West 18th Street
New York, NY 10011

Prepared by
The logo for Integral Engineering P.C. features the word "integral" in a blue, lowercase, sans-serif font. A thin, curved line starts from the bottom of the letter 'i' and sweeps upwards and to the right, ending under the letter 'l'. Below the word "integral", the words "engineering p.c." are written in a smaller, blue, lowercase, sans-serif font.
31 West 34th Street
Suite 7196
New York, NY 10001

March 11, 2024

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ACRONYMS AND ABBREVIATIONS

AC	air conditioning
ACRIS	Automated City Register Information System
BBL	Blasland, Bouck and Lee, Inc.
COC	Certificate of Completion
IAC	HTRF Ventures, LLC, and IAC, Inc., and its affiliates
Integral	Integral Engineering, P.C.
NYSDEC	New York State Department of Environmental Conservation
OMP	Operations and Maintenance Plan
PRR	Periodic Review Report
SMP	Site Management Plan

1 INTRODUCTION

The Site, 80 Eleventh Avenue (Block 690, Lot 12, and Block 690, Lot 54; *aka* 555 W 18th Street), is one of numerous parcels that constitute the former West 18th Street Gas Works Site, a former manufactured gas plant operated by predecessors of Consolidated Edison Company of New York. Historical operations of the former plant impacted subsurface soil, groundwater, and soil vapor conditions on the Site.

The Site was redeveloped with a modern 10-story office building and was concurrently remediated circa 2008. Remediation was conducted pursuant to a Brownfield Cleanup Agreement, Index No. W2-1012-04-07, between the volunteers (multiple entities) and the New York State Department of Environmental Conservation (NYSDEC). In August 2006, Remedial Engineering, P.C., submitted a Final Engineering Report to NYSDEC that presented the results of environmental remediation as required by NYSDEC. On August 31, 2006, NYSDEC issued a Certificate of Completion approving the completion of the active remediation outlined in the Site Brownfield Cleanup Agreement.

On December 28, 2022, Responsive Realty LLC conveyed title to eleven of its affiliates as tenants in common. On April 4, 2023, the eleven affiliates of Responsive Realty LLC conveyed title to the Remedial Party, HTRF Ventures, LLC. A Change of Use Notification was submitted to NYSDEC on March 7, 2023, regarding the planned transfer of title and on April 11, 2023 a letter was sent to the Department confirming that title transfer to HTRF Ventures, LLC and confirming that HTRF Ventures, LLC is now the remedial party. Because HTRF Ventures, LLC, is the recipient of a Certificate of Completion (COC), no transfer of COC was needed in connection with the transfer of title.

The institutional controls and engineering controls that are part of the Site remedy are summarized below.

1.1 INSTITUTIONAL CONTROLS

An environmental easement was recorded for the Site on August 2, 2006. The environmental easement imposes Site use restrictions, requires monitoring and maintenance of the engineering controls, and prohibits any modification or removal of the engineering controls without prior notification and/or approval of NYSDEC.

1.2 ENGINEERING CONTROLS

The Site remedy includes two engineering controls.

- Subsurface barriers, consisting of:
 - A barrier layer (comprising a mud slab, waterproof/vapor barrier membrane, structural concrete slab, and foundation walls)
 - Site perimeter watertight sheeting and grouting.
- Continuous venting of the garage sublevel of the building with an active mechanical venting system.

The Site perimeter watertight sheeting and grouting are located beneath the building foundation and are, therefore, presumed to be in place and functional.

1.3 HISTORICAL EFFECTIVENESS OF REMEDIAL PROGRAM

The Site Management Plan (SMP) prepared by Turner Construction Company and dated July 18, 2006, outlines the inspection and the operation and maintenance activities for the barrier layer and the venting system. Following initial occupancy (January 2008), HTRF Ventures, LLC (an affiliate of IAC, Inc.)¹ implemented the monitoring plan and the Operations and Maintenance Plan (OMP) contained within the SMP. The institutional and engineering controls have been certified and approved annually between 2007 and 2023. The most recent certification was submitted to NYSDEC on March 13, 2023.

The Site remediation, with the exception of the ongoing monitoring and the operations and maintenance, has been completed. Each annual certification, including the certification for 2024 discussed herein, has demonstrated that the remedy continues to be effective in achieving the remedial objective for the Site: the protection of human health and the environment.

1.4 REPORTING PERIOD COMPLIANCE

No areas of noncompliance relative to the SMP were identified during the reporting period.

1.5 RECOMMENDATIONS SUMMARY

No changes to the SMP are recommended at this time. Changes to the frequency for submittal of Periodic Review Reports (PRRs) or for discontinued Site management are not recommended at this time.

¹ *fka* IAC/InterActiveCorp. HTRF Ventures, LLC, and IAC, Inc., and its affiliates are collectively referred to in this report as “IAC.”

2 SITE OVERVIEW

2.1 SITE LOCATION

The Site is located in the West Chelsea neighborhood of Manhattan, between West 18th and West 19th streets and Tenth and Eleventh avenues. The Hudson River is approximately 200 ft to the west. The area around the Site contains a mix of commercial and residential establishments. High-rise residential buildings are located on blocks immediately to the north, east, and south of the Site. Chelsea Piers recreational facility is located immediately adjacent to the west, across the West Side Highway (NY Route 9A).

Prior to remediation, the Site consisted of a two-story brick structure (demolished prior to the start of remediation) that served as a mid- to long-term parking garage and a small vacant lot in the southwestern part of the property. Remedial investigations were performed in 2002 and 2003 by Blasland, Bouck and Lee, Inc. (BBL). Soil, groundwater, and soil vapor were found to be contaminated primarily with volatile and semivolatile compounds.

2.2 REMEDIATION CHRONOLOGY

The Remedial Action Work Plan prepared by BBL was developed to achieve several remedial goals, including the removal of impacted soil to a depth of 15 ft, limiting the migration of subsurface contaminants on and off the Site, and preventing the exposure of future Site occupants to impacted soil, groundwater, or soil vapor.

In 2005, foundation piles were installed, and excavation of impacted soil commenced. Across the Site, the excavation depth varied from 12 to 25 ft. A subsurface perimeter barrier wall was installed to contain residual contamination left onsite. As part of the foundation construction design, a barrier layer was installed to prevent the potential intrusion into the building of volatile organic vapors and groundwater impacted with residual contamination. Once the foundation was completed, a basement-level mechanical venting system was installed to prevent vapors from accumulating in the unlikely event of a vapor barrier breach. NYSDEC issued a COC on August 31, 2006.

No changes to the selected remedy or the Site have occurred since remedy selection.

3 PREVIOUS EVALUATIONS OF REMEDY EFFECTIVENESS

IAC has completed 17 certifications (2007–2023) for the institutional and engineering controls at the Site, which have been approved by NYSDEC. Each year, the inspection of the venting system has demonstrated that the system continues to function as designed, and the initial inspection of the barrier layer generally has identified cracks, staining, efflorescence, or observations of water that typically require repair. Each year, as necessary, repairs have been made to the barrier layer system and reinspection has demonstrated that the barrier layer continues to function as designed. At the completion of the inspection/repair process, a certification has been made to NYSDEC that the engineering controls continue to function as designed and the remedy remains protective of public health and the environment.

4 INSTITUTIONAL AND ENGINEERING CONTROL PLAN COMPLIANCE REPORT

This section discusses compliance with the institutional and engineering control requirements and the certification of those controls.

4.1 INSTITUTIONAL CONTROL REQUIREMENTS AND COMPLIANCE

The institutional control for the Site is an environmental easement that:

1. Designates the Site for commercial and/or industrial use only (no residential use)
2. Requires monitoring and maintenance of the engineering controls developed for the Site
3. Grants NYSDEC uncontrolled access to the Site
4. Stipulates that any disturbance or alteration to the barrier layer may occur only after notification to and/or approval from NYSDEC
5. Requires annual certification of the engineering controls.

The SMP further restricts the use of groundwater at the Site without proper treatment or permission from NYSDEC.

A review of New York City's Automated City Register Information System (ACRIS) indicates that, as of January 31, 2024, the easement remains in place. No changes or legal amendments have been made to the easement filing.

4.2 ENGINEERING CONTROL REQUIREMENTS AND COMPLIANCE

The Site remedy includes two engineering controls.

- Subsurface barriers, consisting of:
 - A barrier layer (comprising a mud slab, waterproof/vapor barrier membrane, structural concrete slab, and foundation walls)
 - Site perimeter watertight sheeting.
- Continuous venting of the garage sublevel of the building with an active mechanical venting system.

The Site perimeter watertight sheeting is located beneath the building foundation and is, therefore, presumed to be in place and functional. The SMP does not provide a monitoring plan for this engineering control.

4.2.1 Barrier Layer

As part of the 2024 certification process, a representative of Integral Engineering, P.C. (Integral), visited the Site on January 19, 2024, to inspect the perimeter foundation walls and the foundation slab. Integral observed isolated evidence of water infiltration in the basement concrete walls at the South Lobby AC Unit Room, as defined in Figure 1. As a result of Integral's observations, Integral recommended grout injection to repair the water infiltration.

4.2.2 Venting System

As part of the 2024 certification process, Integral staff collected measurements during the Site visit on January 19, 2024, from the venting system to evaluate whether the fans meet design air flows consistent with the requirements of the SMP. While individual fans were operating at as low as 95 percent of individual design flow, others were operating above the design flow such that the total flow of all fans was consistent with the total design flow. Therefore, Integral found the system to be operating consistent with design criteria.

The airflow measurement data sheets are included in Appendix A.

5 MONITORING PLAN COMPLIANCE AND OMP COMPLIANCE

The OMP was developed to provide procedures to operate and maintain institutional and engineering controls on the Site. The OMP includes a detailed protocol to be followed in the event that compliance issues are noted in connection with the environmental easement during annual evaluation of the institutional controls, in addition to repair procedures for the engineering controls that are part of the Site remedy. The necessity of repairs is determined through evaluation of Site information gathered in accordance with the monitoring plan. These operation and maintenance actions confirm that the Site remedy continues to be effective for the protection of public health and the environment through continued implementation of the institutional and engineering controls.

5.1 BARRIER LAYER

IAC instructs its engineering/management team to perform preventive maintenance of the barrier layer. The team has been instructed to monitor daily activities that have the potential to compromise the integrity of the barrier layer. Examples of such activities include, but are not limited to:

1. Movement or storage of heavy objects with the potential to affect the integrity of the barrier layer
2. Installation of floor drains, elevator pits, or other building features that may compromise the barrier layer
3. Spilled liquid or chemicals in direct contact with the barrier layer
4. Activities (e.g., foundation construction) at adjacent properties.

The engineering/management team has been instructed to look for and report to the building manager any actions or conditions that have the potential to compromise the intended remedial function of the barrier layer. The building manager will immediately contact a qualified professional to determine if these activities have impacted the integrity of the barrier layer and if the barrier layer requires repair.

5.2 VENTING SYSTEM

The OMP requires that the venting system be maintained and operated in accordance with its manufacturer's specifications. IAC has instructed its engineering/management team to be aware of the operating standards of the venting system and to make observations that may

indicate that the system is not in compliance with its operational standards. These observations include, but are not limited to:

1. Persistent odors or exhaust in the cellar of the building
2. Fans that are not operational.

The engineering/management team has been instructed to look for and report any actions or conditions that have the potential to compromise the intended function of the venting system to the building manager. The building manager will immediately contact the qualified professional to determine if these activities have impacted the function of the venting system and if the venting system requires repair. As necessary, preventive maintenance (e.g., replacing filters, cleaning lines) repairs and/or adjustments will be made to ensure the system's continued effectiveness.

The IAC Building Engineer stated that IAC has increased the filter replacement schedule for the GSF-C-1 intake vents from biannually to quarterly in order to better match the intake and exhaust of the basement air handling system and be able to run them at higher airflow. The filters were changed the morning of January 19, 2024, before Integral's evaluation. The new filters can be seen in the photo log (Appendix B).

5.3 SUMMARY OF OPERATIONS AND MAINTENANCE COMPLETED

Monitoring consistent with the protocol described in Section 5.1 was performed by the building engineering/management team during the reporting period.

5.4 CONCLUSIONS/RECOMMENDATIONS FOR MONITORING PLAN COMPLIANCE

Based on discussions with building personnel, IAC is meeting the requirements of the monitoring plan.

6 BARRIER LAYER INSPECTION

As part of the 2024 certification process, Integral staff visited the Site on January 19, 2024, and inspected the perimeter foundation walls and the foundation slab.

At the time of the visit, the below-grade level of the building was being used for parking, storage, and mechanical equipment. The building was occupied at the time of the inspection, and cars were parked in the garage portion of the below-grade level. Integral observed the unobstructed concrete floor slab and foundation walls for visible cracks and evidence of water infiltration, and looked for areas of stain growth, sediment deposits, and efflorescence buildup. A photo log of the inspection is included as Appendix B.

6.1 FOUNDATION SLAB OBSERVATIONS

A traffic-bearing waterproofing coating is applied to the foundation slab in the parking portion of the below-grade level, as well as in the mechanical and storage rooms along the north and east perimeter walls. This coating prevents one from determining whether there are small-width (hairline) cracks in the concrete slab on grade. However, Integral did not observe cracks through the coating or pockets of water trapped under the traffic-bearing waterproofing coating.

Minor cracking was noted in the floor paint underneath the central stairs in the north hallway due to grout injection in a nearby wall, which was consistent with observations from previous inspections.

Traffic-bearing waterproofing coating is not applied in the storage rooms along the west foundation wall, and the floors in these rooms showed no evidence of water infiltration during this reporting period.

6.2 FOUNDATION WALL OBSERVATIONS

The foundation wall is a cast-in-place, reinforced concrete wall that encloses the entire perimeter of the below-grade space. The interior of the wall is typically painted with white or gray paint. In locations where the slab on grade has a traffic-bearing waterproofing coating, the coating extends vertically up the wall for 4 to 6 in. There are also several penetrations through the north foundation wall where underground utilities enter the building.

During the inspection, evidence of water infiltration was noted in one location. Moisture and efflorescence buildup was noted in the corner of two concrete foundation walls of the South Lobby AC Unit Room. Integral also observed historical evidence of staining or efflorescence

(but not active water infiltration) at various locations along the perimeter foundation wall. See Figure 1 for the locations of these observations.

6.3 DISCUSSION AND RECOMMENDATIONS

Integral's discussion and recommendations for repairs to the barrier-layer system, as part of the OMP, are below.

6.3.1 Observations of 2023 Repairs

In March 2023, two locations with evidence of water infiltration were repaired with hydro active grout injection, in accordance with Appendix A to the OMP. Integral observed these locations during the 2024 visit and found that they remained effective in terms of preventing water infiltration.

6.3.2 Foundation Slab Recommendations

Consistent with previous years' findings, the pattern and size of the small-width cracks in the concrete topping slab inside of the storage rooms are typical for concrete shrinkage cracks. These cracks result from the loss of moisture from the surface of the concrete during curing, are typically shallow, and would not allow water to penetrate through the slab. Therefore, Integral believes that they do not represent a breach or significant damage to the barrier-layer system. The isolated growth of the cracks may be attributed to environmental factors, such as temperature and humidity. Integral recommends continued as-needed grout injection, in accordance with Appendix A to the OMP, with no additional remedial action at this time to address the minor, typical concrete shrinkage cracks.

6.3.3 Foundation Wall Recommendations

Upon completion of the January 2024 visit, Integral recommended that the noted area of water infiltration listed in Section 6.2 above be repaired using the grout injection technique described in the OMP.

6.4 FEBRUARY 2024 GROUT INJECTION REPAIRS

The repair of the locations identified in the January 2024 inspection was performed by Starbrite on February 21, 2024, under the observation of Integral. The area was grout-injected following the OMP guidelines.

The location of the repair made during this reporting period is shown on Figure 1 (shows as “Active Water Infiltration” in the South Lobby AC Unit Room). Photographs of the repair can be found in Appendix B.

7 CERTIFICATION OF INSTITUTIONAL AND ENGINEERING CONTROLS

Integral has concluded that the barrier layer and venting systems continue to function as designed. Review of ACRIS has confirmed that the environmental easement remains in place. As such, Integral concludes that the remedy continues to be protective of human health and the environment. The institutional and engineering controls have been certified in the Institutional and Engineering Controls Certification Form (Appendix C).

8 OVERALL PRR CONCLUSIONS AND RECOMMENDATIONS

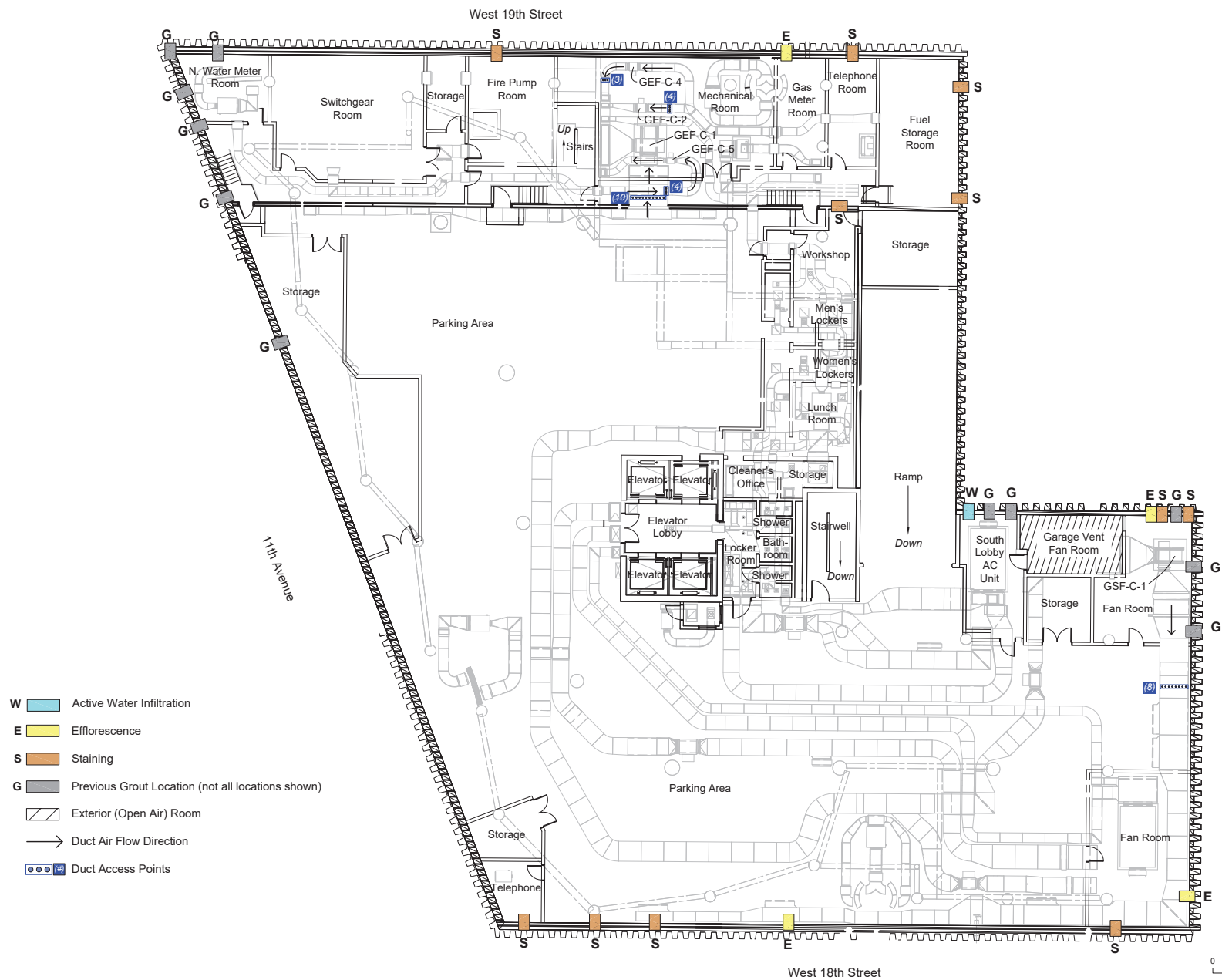
The requirements of the SMP were met during the reporting period. As part of the 2024 annual certification process, both the institutional and engineering controls for the Site have been documented to be currently in place and functional as designed.

Integral concludes that the remedy continues to be protective of human health and the environment. We do not recommend changing the frequency of the submittal of PRRs at this time.

Patrick S. McGuire, E.I.T. (908.797.6103, pmcguire@integral-corp.com) or Keith P. Brodock, P.E. (646.895.3325, kbrodock@integral-corp.com) of Integral are available to answer questions regarding this PRR.

Figures

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APP	
DESCRIPTION	
REV	
DATE	



31 W 34th AVENUE, SUITE 7196
NEW YORK, NY 10018
www.integral-corp.com

IAC/InterActiveCorp
PERIODIC REVIEW
REPORT IAC BUILDING
550 WEST 18th ST

NEW YORK NY 10011

DATE 2-28-2024

SCALE 1" = 20'

PROJECT NO E014

VAPOR BARRIER
OBSERVATIONS

FIGURE

1

OF 1

Appendix A

Fan Airflow Measurements

Summary

Project:	IAC Fan Inspection
Engineer:	Patrick McGuire
Date:	January 19, 2024

System	Design Flow	Actual Flow	% of Design
GSF-C-1	26,000 CFM	26,893 CFM	103%
GEF-C-1	26,000 CFM	24,755 CFM	95%
GEF-C-2	800 CFM	1,646 CFM	206%
GEF-C-4	1,000 CFM	1,153 CFM	115%
GEF-C-5	800 CFM	779 CFM	97%
Total	54,600 CFM	55,226 CFM	101%

GSF-C-1

Project: IAC Fan Inspection
Engineer: Patrick McGuire
Date: January 19, 2024

General

Motor HP:	20	Motor RPM:	1,769
Voltage Rated:	208V	Voltage Actual:	Not measured
Amperage Rated:	57A	Amperage Actual:	42.3A

Velocity Readings (FPM)

1,881	2,391	2,215	2,032	2,018	2,111	2,178	2,210
1,752	2,305	2,296	2,040	2,010	2,093	2,042	2,039
1,745	2,128	2,106	2,106	1,983	1,965	1,994	2,008

Calculations

Duct Shape	Rectangular	Average Velocity	2,069 FPM
Height	26 inches	Design Flow	26,000 CFM
Width	72 inches	Total Flow	26,893 CFM
Area	13 ft ²	% of Design	103.4%

GEF-C-1

Project: IAC Fan Inspection
Engineer: Patrick McGuire
Date: January 19, 2024

General

Motor HP:	20	Motor RPM:	1,515
Voltage Rated:	208V	Voltage Actual:	Not measured
Amperage Rated:	54A	Amperage Actual:	26.0A

Velocity Readings (FPM)

1,434	1,490	1,535	1,583	1,643	1,662	1,638	1,601	1,627	1,540
1,501	1,535	1,542	1,613	1,668	1,584	1,621	1,578	1,560	1,602
1,423	1,521	1,568	1,598	1,603	1,583	1,630	1,543	1,546	1,584
1,437	1,548	1,530	1,539	1,594	1,547	1,601	1,584	1,495	1,527
1,451	1,431	1,475	1,543	1,563	1,543	1,584	1,616	1,504	1,573
1,392	1,426	1,474	1,484	1,526	1,498	1,529	1,584	1,534	1,543

Calculations

Duct Shape	Rectangular	Average Velocity	1,547 FPM
Height	24 inches	Design Flow	26,000 CFM
Width	96 inches	Total Flow	24,755 CFM
Area	16 ft ²	% of Design	95.2%

GEF-C-2

Project: IAC Fan Inspection
Engineer: Patrick McGuire
Date: January 19, 2024

General

Motor HP:	0.5	Motor RPM:	1,729
Voltage Rated:	208V	Voltage Actual:	Not measured
Amperage Rated:	1.8A	Amperage Actual:	1.6A

Velocity Readings (FPM)

1,033	1,140	1,146	1,164
911	1,183	1,111	1,060
884	1,107	1,136	1,053

Calculations

Duct Shape	Rectangular	Average Velocity	1,077 FPM
Height	10 inches	Design Flow	800 CFM
Width	22 inches	Total Flow	1,646 CFM
Area	1.5 ft ²	% of Design	205.7%

GEF-C-4

Project: IAC Fan Inspection
Engineer: Patrick McGuire
Date: January 19, 2024

General

Motor HP:	0.5	Motor RPM:	1,726
Voltage Rated:	208V	Voltage Actual:	Not measured
Amperage Rated:	2.5A	Amperage Actual:	1.7A

Velocity Readings (FPM)

806	868	880
785	850	826
861	840	831

Calculations

Duct Shape	Rectangular	Average Velocity	839 FPM
Height	11 inches	Design Flow	1,000 CFM
Width	18 inches	Total Flow	1,153 CFM
Area	1.4 ft ²	% of Design	115.3%

GEF-C-5

Project: IAC Fan Inspection
Engineer: Patrick McGuire
Date: January 19, 2024

General

Motor HP:	20	Motor RPM:	1,723
Voltage Rated:	208V	Voltage Actual:	Not measured
Amperage Rated:	2.5A	Amperage Actual:	1.8A

Velocity Readings (FPM)

671	760	682	641
754	752	728	621

Calculations

Duct Shape	Rectangular	Average Velocity	701 FPM
Height	8 inches	Design Flow	800 CFM
Width	20 inches	Total Flow	779 CFM
Area	1.1 ft ²	% of Design	97.4%

Appendix B

Inspection Photos

HTRF Ventures, LLC
Appendix B: Inspection Photos
Site Photographs from January and February 2024

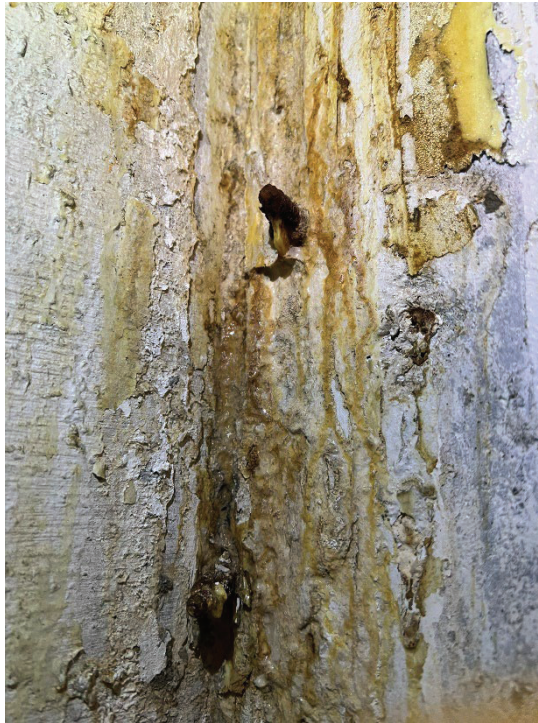


Photograph 1. Previous Grout Injection from 2023 in South Lobby AC Unit Room (February 21, 2024).



Photograph 2. Previous Grout Injection from 2023 in West Wall of North Water Meter Room (January 19, 2024).

HTRF Ventures, LLC
Appendix B: Inspection Photos
Site Photographs from January and February 2024



Photograph 3. Close-up of Corner of South Lobby AC Unit Room Showing Previous Injection Points and Evidence of Water Infiltration and Efflorescence (January 19, 2024).

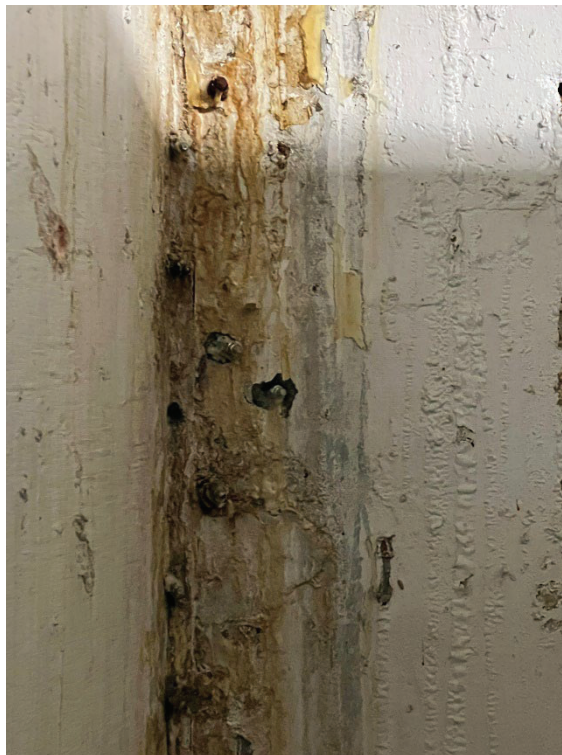


Photograph 4. GSF-C-1 New Intake Filters Replaced Before Inspection (January 19, 2024).

HTRF Ventures, LLC
Appendix B: Inspection Photos
Site Photographs from January and February 2024



Photograph 5. Completed 2024 Grout Injection in Corner of South Lobby AC Unit Room Wall (February 21, 2024).



Photograph 6. Close-up of Completed 2024 Grout Injection in Corner of South Lobby AC Unit Room Wall (February 21, 2024).

Appendix C

Institutional and Engineering Controls Certification Form

Site Details

Site No. C231017

Box 1

Site Name 19th Street Development Site

Site Address: 80 11th Avenue Zip Code: 10011
City/Town: New York
County: New York
Site Acreage: 0.680

Reporting Period: February 11, 2023 to February 11, 2024

YES NO

1. Is the information above correct?

☒ ☐

If NO, include handwritten above or on a separate sheet.

2. Has some or all of the site property been sold, subdivided, merged, or undergone a tax map amendment during this Reporting Period?

☒ ☐

3. Has there been any change of use at the site during this Reporting Period (see 6NYCRR 375-1.11(d))?

☒ ☐

4. Have any federal, state, and/or local permits (e.g., building, discharge) been issued for or at the property during this Reporting Period?

☐ ☒

If you answered YES to questions 2 thru 4, include documentation or evidence that documentation has been previously submitted with this certification form.

5. Is the site currently undergoing development?

☐ ☒

Box 2

YES NO

6. Is the current site use consistent with the use(s) listed below?
Commercial and Industrial

☒

7. Are all ICs in place and functioning as designed?

☒

IF THE ANSWER TO EITHER QUESTION 6 OR 7 IS NO, sign and date below and DO NOT COMPLETE THE REST OF THIS FORM. Otherwise continue.

A Corrective Measures Work Plan must be submitted along with this form to address these issues.

Signature of Owner, Remedial Party or Designated Representative

Date _____

Description of Institutional ControlsParcelOwnerInstitutional Control**690-12**~~Responsive Realty, LLC~~

HTRF Ventures, LLC

Landuse Restriction

Site Management Plan
Landuse Restriction

An Environmental Easement for the property was filed on July 31, 2006, restricting future use to industrial/commercial, and requiring: 1)monitoring and maintenance of the subsurface barrier, 2)continuous operation of a sub-level ventilation system 3)annual certification.

690-54~~Responsive Realty, LLC~~

HTRF Ventures, LLC

Landuse Restriction
Site Management Plan

An Environmental Easement for the property was filed on July 31, 2006, restricting future use to industrial/commercial, and requiring: 1)monitoring and maintenance of the subsurface barrier, 2)continuous operation of a sub-level ventilation system 3)annual certification.

Box 4**Description of Engineering Controls**ParcelEngineering Control**690-12**Vapor Mitigation
Subsurface Barriers
Vapor Mitigation
Subsurface Barriers**690-54**Vapor Mitigation
Subsurface Barriers

-Subsurface barrier (building foundation).

-Operation of a sub-level ventilation system.

Periodic Review Report (PRR) Certification Statements

1. I certify by checking "YES" below that:

- a) the Periodic Review report and all attachments were prepared under the direction of, and reviewed by, the party making the Engineering Control certification;
- b) to the best of my knowledge and belief, the work and conclusions described in this certification are in accordance with the requirements of the site remedial program, and generally accepted engineering practices; and the information presented is accurate and complete.

YES NO

☒ ☐

2. For each Engineering control listed in Box 4, I certify by checking "YES" below that all of the following statements are true:

- (a) The Engineering Control(s) employed at this site is unchanged since the date that the Control was put in-place, or was last approved by the Department;
- (b) nothing has occurred that would impair the ability of such Control, to protect public health and the environment;
- (c) access to the site will continue to be provided to the Department, to evaluate the remedy, including access to evaluate the continued maintenance of this Control;
- (d) nothing has occurred that would constitute a violation or failure to comply with the Site Management Plan for this Control; and
- (e) if a financial assurance mechanism is required by the oversight document for the site, the mechanism remains valid and sufficient for its intended purpose established in the document.

YES NO

☒ ☐

**IF THE ANSWER TO QUESTION 2 IS NO, sign and date below and
DO NOT COMPLETE THE REST OF THIS FORM. Otherwise continue.**

A Corrective Measures Work Plan must be submitted along with this form to address these issues.

Signature of Owner, Remedial Party or Designated Representative

Date

IC CERTIFICATIONS
SITE NO. C231017

Box 6

SITE OWNER OR DESIGNATED REPRESENTATIVE SIGNATURE

I certify that all information and statements in Boxes 1,2, and 3 are true. I understand that a false statement made herein is punishable as a Class "A" misdemeanor, pursuant to Section 210.45 of the Penal Law.

I Jason Bannister at 555 W. 18th St., New York, NY 10011,
print name print business address

am certifying as Remedial Party (Owner or Remedial Party)

for the Site named in the Site Details Section of this form.


Signature of Owner, Remedial Party, or Designated Representative
Rendering Certification

3.7.2024
Date

EC CERTIFICATIONS

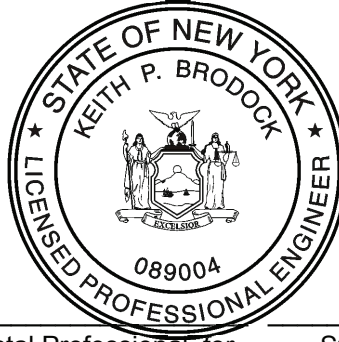
Box 7

Qualified Environmental Professional Signature

I certify that all information in Boxes 4 and 5 are true. I understand that a false statement made herein is punishable as a Class "A" misdemeanor, pursuant to Section 210.45 of the Penal Law.

I Keith P. Brodock at 31 W 34th St STE 7196, New York, NY 10001-3
print name print business address

am certifying as a Qualified Environmental Professional for the Remedial Party
(Owner or Remedial Party)



Signature of Qualified Environmental Professional, for
the Owner or Remedial Party, Rendering Certification

Stamp
(Required for PE)

Date

SIVE | PAGET | RIESEL

CHRISTINE LEAS
DIRECT DIAL: 646.378.7267
CLEAS@SPRLAW.COM

April 11, 2023

VIA EMAIL

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

Re: Brownfield Cleanup Program Site No. C231017
Post-Transfer Notification

Dear Ms. Lewandowski:

We are writing to confirm the closing for the above BCP Site. Title was transferred to HTRF Ventures, LLC, an original recipient of the Certificate of Completion, and therefore, no transfer of the COC occurred in connection with this transaction. The contact information for the new record fee owner and remedial party for the Site is as follows:

HTRF Ventures, LLC
555 West 18th Street
New York, NY 10011
Attention: Jason Bannister
Phone: 301.275.3552
Email: Jason.Bannister@iac.com

Copies of the deed and the previously submitted Notification of Change of Use form are enclosed.

Please ensure that the Department's records reflect the following parties for receipt of notices regarding the Site, in addition to HTRF Ventures, LLC at the above address:

Lewandowski
p. 2 of 2

Keith Brodock, P.E., P.P.
Integral Engineering P.C.
31 West 34th Street, Suite 7196
New York, NY 10001
Phone: 212.962.4303
Email: kbrodock@integral-corp.com

Christine Leas
Sive, Paget & Riesel, P.C.
560 Lexington Avenue, 15th floor
New York, NY 10022
Phone: 646.378.7267
Email: cleas@sprlaw.com

Sincerely,



Christine Leas

Encl.

cc by email: Kevin Neveloff, Esq.
Jason Bannister
Mitchell N. Baron, Esq.
Keith Brodock, P.E., P.P.

✓

BARGAIN AND SALE DEED WITHOUT COVENANT AGAINST GRANTOR'S ACTS

THIS INDENTURE, made as of the 4th day of April, 2023,

between

METRO PH RESPONSIVE LLC, ORENCO RESPONSIVE LLC, TARROW FAMILY RESPONSIVE LLC, WON FP HOLDINGS RESPONSIVE LLC, TAFFEL HOLDING RESPONSIVE LLC, CCMR RESPONSIVE LLC, RLC RESPONSIVE LLC, MTL RESPONSIVE LLC, CJC RESPONSIVE LLC, RLC RESPONSIVE PARTNERS LLC, and TML RESPONSIVE PARTNERS LLC, each a New York limited liability company, having an address at 9777 Vitrail Lane, Delray Beach, Florida 33446, collectively, as tenant-in-common,

party of the first part, and

HTRF VENTURES, LLC, a Delaware limited liability company, having an address at 555 West 18th Street, New York, New York 10011,

party of the second part,

WITNESSETH, that the party of the first part, in consideration of ten dollars, lawful money of the United States, paid by the party of the second part, does hereby grant and release unto the party of the second part, the heirs or successors and assigns of the party of the second part forever, all of the right title and interest in and to all that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Manhattan, in the City, County and State of New York, all as more particularly described on Schedule A, annexed hereto and made an integral part hereof,

TOGETHER with all right, title and interest, if any, of the party of the first part in and to any streets and roads abutting the above described premises to the center lines thereof,

TOGETHER with the appurtenances and all the estate and rights of the party of the first part in and to said premises,

This property is subject to an environmental easement held by the New York State Department of Environmental Conservation pursuant to Title 36 to Article 71 of the Environmental Conservation Law.

TO HAVE AND TO HOLD the premises herein granted unto the party of the second part, the heirs or successors and assigns of the party of the second part forever.

AND the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the costs of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

The word "party" shall be construed as if it read "parties" whenever the sense of this indenture so requires.

IN WITNESS WHEREOF, the party of the first part has duly executed this deed the day and year first above written.

METRO PH RESPONSIVE LLC,
ORENCO RESPONSIVE LLC,
TARROW FAMILY RESPONSIVE LLC,
WON FP HOLDINGS RESPONSIVE LLC,
TAFFEL HOLDING RESPONSIVE LLC,
CCMR RESPONSIVE LLC,
RLC RESPONSIVE LLC,
MTL RESPONSIVE LLC,
CJC RESPONSIVE LLC,
RLC RESPONSIVE PARTNERS LLC, and
TML RESPONSIVE PARTNERS LLC

By: RTC Tri-Family Manager, non-member
manager of each of the above Seller Entities

By: BHC Management, LLC, its manager

By: Barry J Haskell

Name: Barry J. Haskell

Its: Managing Member

STATE OF Florida)

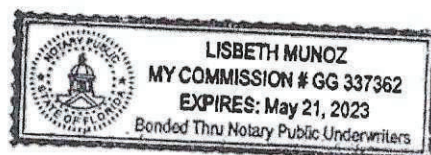
) ss:

COUNTY OF Baldwin

On the 8 day of March, 2023 before me, the undersigned, personally appeared Barry J. Haskell, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) 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]
Notary

(Affix Notary stamp or seal)



SCHEDULE A

TRACT 1:

ALL that lot or parcel of land, situate, lying and being in the Borough of Manhattan, in the City, County and State of New York, bounded and described as follows:

BEGINNING at a point on the northerly line of West 18th Street, distant 325 feet westerly from the corner formed by the intersection of said northerly line of West 18th Street with the westerly line of 10th Avenue; thence Northerly, parallel to the said westerly line of 10th Avenue, 92 feet to the center line of the block between West 18th and West 19th Streets; thence Westerly, along the said center line of the block, 50 feet; thence Northerly, parallel to the said westerly line of 10th Avenue, 92 feet to the southerly line of West 19th Street, thence Westerly, along the said Southerly line of West 19th Street, 150 feet; thence Southerly, parallel with the westerly line of 10th Avenue, 53 feet and 89/100ths of a foot to the easterly line of the easterly side of Marginal Street, now called 11th Avenue; thence Southeasterly, along the easterly side of Marginal Street, now called 11th Avenue, 139 feet and 48/100ths of a foot to the northerly line of West 18th Street; thence Easterly, along the northerly line of West 18th Street, 149 feet 73/100ths of a foot to the point or place of BEGINNING. Be the said distances and dimensions more or less.

TRACT 2:

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, City, County and State of New York, New York, designated on the Tax Map of the City of New York for the Borough of Manhattan as said tax map was on July 27, 1990, as Block 690, Lot 54, bounded and described as follows:

BEGINNING at a point located upon the easterly line of 11th Avenue, distant 56 feet – 2 inches along the easterly line of 11th Avenue from its intersection with the southerly line of West 19th Street;

RUNNING THENCE Northerly and parallel with the westerly line of 10th Avenue, 52 feet – 4 5/8 inches to a point located upon the southerly line of West 19th Street;

THENCE Westerly along the southerly line of West 19th Street, 20 feet - 2 7/8 inches to the easterly line of 11th Avenue;

THENCE Southerly along the easterly line of 11th Avenue, 56 feet, 2 inches to the point and place of BEGINNING.

DEED

BLOCK: 690

LOTS: 12 and 54

COUNTY: New York

Please record and return to:

IAC Group, LLC
555 West 18th Street
New York, NY 10011
Attention : Jason Bannister

**60-Day Advance Notification of Site Change of Use, Transfer of
Certificate of Completion, and/or Ownership**

Required by 6NYCRR Part 375-1.11(d) and 375-1.9(f)

To be submitted at least 60 days prior to change of use to:

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

I. Site Name: West 19th Street Development Site **DEC Site ID No.** C231017

II. Contact Information of Person Submitting Notification:

Name: Kevin Neveloff, Esq., Holland & Knight LLP
Address1: 31 West 52nd Street
Address2: New York, NY 10019
Phone: 212.513.3364 E-mail: kevin.neveloff@hklaw.com

III. Type of Change and Date: Indicate the Type of Change(s) (check all that apply):

- ☒ Change in Ownership or Change in Remedial Party(ies)
☐ Transfer of Certificate of Completion (CoC)
☐ Other (e.g., any physical alteration or other change of use)

Proposed Date of Change (mm/dd/yyyy): 3/31/2023**IV. Description:** Describe proposed change(s) indicated above and attach maps, drawings, and/or parcel information.

The planned change of use is a change in ownership - transfer of title from the entities listed on Appendix A
to HTRF Ventures, LLC, which is a COC holder and the current subtenant of the Site. HTRF Ventures,
LLC will also be the remedial party.

If "Other," the description must explain and advise the Department how such change may or may not affect the site's proposed, ongoing, or completed remedial program (attach additional sheets if needed).

- V. Certification Statement:** Where the change of use results in a change in ownership or in responsibility for the proposed, ongoing, or completed remedial program for the site, the following certification must be completed (by owner or designated representative; see §375-1.11(d)(3)(i)):

I hereby certify that the prospective purchaser and/or remedial party has been provided a copy of any order, agreement, Site Management Plan, or State Assistance Contract regarding the Site's remedial program as well as a copy of all approved remedial work plans and reports.

Name: See Appendix A (signature page)
(Signature)

(Date)

Barry J. Haskell
(Print Name)

Address1: 9777 Vitrail Lane

Address2: Delray Beach, Florida 33446

Phone: _____ E-mail: _____

- VI. Contact Information for New Owner, Remedial Party, or CoC Holder:** If the site will be sold or there will be a new remedial party, identify the prospective owner(s) or party(ies) along with contact information. If the site is subject to an Environmental Easement, Deed Restriction, or Site Management Plan requiring periodic certification of institutional controls/engineering controls (IC/ECs), indicate who will be the certifying party (attach additional sheets if needed).

☒ Prospective Owner ☒ Prospective Remedial Party ☐ Prospective Owner Representative

Name: HTRF Ventures, LLC, attention: Jason Bannister

Address1: 555 W. 18th St.

Address2: New York, NY 10011

Phone: 301.275.3552 E-mail: Jason.Bannister@iac.com

Certifying Party Name: Keith Brodock, P.E., P.P., Integral Engineering P.C.

Address1: 31 West 34th Street, Suite 7196

Address2: New York, NY 10001

Phone: 212.962.4303 E-mail: kbrodock@integral-corp.com

VII. Agreement to Notify DEC after Transfer: If Section VI applies, and all or part of the site will be sold, a letter to notify the DEC of the completion of the transfer must be provided. If the current owner is also the holder of the CoC for the site, the CoC should be transferred to the new owner using DEC's form found at <http://www.dec.ny.gov/chemical/54736.html>. This form has its own filing requirements (see 6NYCRR Part 375-1.9(f)).

Signing below indicates that these notices will be provided to the DEC within the specified time frames. If the sale of the site also includes the transfer of a CoC, the DEC agrees to accept the notice given in VII.3 below in satisfaction of the notice required by VII.1 below (which normally must be submitted within 15 days of the sale of the site).

Within 30 days of the sale of the site, I agree to submit to the DEC:

1. the name and contact information for the new owner(s) (see §375-1.11(d)(3)(ii));
2. the name and contact information for any owner representative; and
3. a notice of transfer using the DEC's form found at <http://www.dec.ny.gov/chemical/54736.html> (see §375-1.9(f)).

Name: See Appendix A (signature page)
(Signature)

(Date)

Barry J. Haskell
(Print Name)

Address1: 9777 Vitrail Lane

Address2: Delray Beach, Florida 33446

Phone: 516-698-5383 E-mail: barryreg@aol.com

Continuation Sheet

☐ Prospective Owner/Holder ☐ Prospective Remedial Party ☐ Prospective Owner Representative
Name: _____
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

☐ Prospective Owner/Holder ☐ Prospective Remedial Party ☐ Prospective Owner Representative
Name: _____
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

☐ Prospective Owner/Holder ☐ Prospective Remedial Party ☐ Prospective Owner Representative
Name: _____
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

☐ Prospective Owner/Holder ☐ Prospective Remedial Party ☐ Prospective Owner Representative
Name: _____
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

☐ Prospective Owner/Holder ☐ Prospective Remedial Party ☐ Prospective Owner Representative
Name: _____
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

☐ Prospective Owner/Holder ☐ Prospective Remedial Party ☐ Prospective Owner Representative
Name: _____
Address1: _____
Address2: _____
Phone: _____ E-mail: _____



Instructions for Completing the 60-Day Advance Notification of Site Change of Use, Transfer of Certificate of Completion (CoC), and/or Ownership Form

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

Section I

Description

Site Name

Official DEC site name.
(see <http://www.dec.ny.gov/cfm/external/derexternal/index.cfm?pageid=3>)

DEC Site ID No.

DEC site identification number.

Section II

Contact Information of Person Submitting Notification

Name

Name of person submitting notification of site change of use, transfer of certificate of completion and/or ownership form.

Address1

Street address or P.O. box number of the person submitting notification.

Address2

City, state and zip code of the person submitting notification.

Phone

Phone number of the person submitting notification.

E-mail

E-mail address of the person submitting notification.

Section III

Type of Change and Date

Check Boxes

Check the appropriate box(s) for the type(s) of change about which you are notifying the Department. Check all that apply.

Proposed Date of Change

Date on which the change in ownership or remedial party, transfer of CoC, or other change is expected to occur.

Section IV

Description

Description

For each change checked in Section III, describe the proposed change.
Provide all applicable maps, drawings, and/or parcel information.
If "Other" is checked in Section III, explain how the change may affect the site's proposed, ongoing, or completed remedial program at the site.
Please attach additional sheets, if needed.

Section V Certification Statement

This section must be filled out if the change of use results in a change of ownership or responsibility for the proposed, ongoing, or completed remedial program for the site. When completed, it provides DEC with a certification that the prospective purchaser has been provided a copy of any order, agreement, or State assistance contract as well as a copy of all approved remedial work plans and reports.

Name	The owner of the site property or their designated representative must sign and date the certification statement. Print owner or designated representative's name on the line provided below the signature.
Address1	Owner or designated representative's street address or P.O. Box number.
Address2	Owner or designated representative's city, state and zip code.
Phone	Owner or designated representative's phone number.
E-Mail	Owner or designated representative's E-mail.

Section VI Contact Information for New Owner, Remedial Party, and CoC Holder (if a CoC was issued)

Fill out this section only if the site is to be sold or there will be a new remedial party. Check the appropriate box to indicate whether the information being provided is for a Prospective Owner, CoC Holder (if site was ever issued a COC), Prospective Remedial Party, or Prospective Owner Representative. Identify the prospective owner or party and include contact information. A Continuation Sheet is provided at the end of this form for additional owner/party information.

Name	Name of Prospective Owner, Prospective Remedial Party or Prospective Owner Representative.
Address1	Street address or P.O. Box number for the Prospective Owner, Prospective Remedial Party, or Prospective Owner Representative.
Address2	City, state and zip code for the Prospective Owner, Prospective Remedial Party, or Prospective Owner Representative.
Phone	Phone number for the Prospective Owner, Prospective Remedial Party or Prospective Owner Representative.
E-Mail	E-mail address of the Prospective Owner, Prospective Remedial Party or Prospective Owner Representative.

If the site is subject to an Environmental Easement, Deed Restriction, or Site Management Plan requiring periodic certification of institutional controls/engineering controls (IC/EC), indicate who will be the certifying party(ies). Attach additional sheets, if needed.

Certifying Party

Name Name of Certifying Party.

Address1 Certifying Party's street address or P.O. Box number.

Address2 Certifying Party's city, state and zip code.

Phone Certifying Party's Phone number.

E-Mail Certifying Party's E-mail address.

Section VII Agreement to Notify DEC After Property Transfer/Sale

This section must be filled out for all property transfers of all or part of the site. If the site also has a CoC, then the CoC shall be transferred using DEC's form found at <http://www.dec.ny.gov/chemical/54736.html>

Filling out and signing this section of the form indicates you will comply with the post transfer notifications within the required timeframes specified on the form. If a CoC has been issued for the site, the DEC will allow 30 days for the post transfer notification so that the "Notice of CoC Transfer Form" and proof of it's filing can be included. Normally the required post transfer notification must be submitted within 15 day (per 375-1.11(d)(3)(ii)) when no CoC is involved.

Name Current property owner must sign and date the form on the designated lines. Print owner's name on the line provided.

Address1 Current owner's street address.

Address2 Current owner's city, state and zip code.

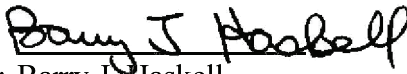
APPENDIX A

SIGNATURE BLOCK FOR SECTION V:

**METRO PH RESPONSIVE LLC,
ORENCO RESPONSIVE LLC,
TARROW FAMILY RESPONSIVE LLC,
WON FP HOLDINGS RESPONSIVE LLC,
TAFTEL HOLDING RESPONSIVE LLC,
CCMR RESPONSIVE LLC,
RLC RESPONSIVE LLC,
MTL RESPONSIVE LLC,
CJC RESPONSIVE LLC,
RLC RESPONSIVE PARTNERS LLC, and
TML RESPONSIVE PARTNERS LLC**

By: RTC Tri-Family Manager, non-member manager of each of the above Transferor Entities

By: BHC Management, LLC, its manager

By: 
Name: Barry J. Haskell
Its: Managing Member

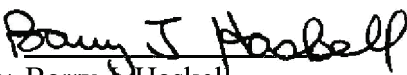
Dated: March 7, 2023

SIGNATURE BLOCK FOR SECTION VII:

**METRO PH RESPONSIVE LLC,
ORENCO RESPONSIVE LLC,
TARROW FAMILY RESPONSIVE LLC,
WON FP HOLDINGS RESPONSIVE LLC,
TAFTEL HOLDING RESPONSIVE LLC,
CCMR RESPONSIVE LLC,
RLC RESPONSIVE LLC,
MTL RESPONSIVE LLC,
CJC RESPONSIVE LLC,
RLC RESPONSIVE PARTNERS LLC, and
TML RESPONSIVE PARTNERS LLC**

By: RTC Tri-Family Manager, non-member manager of each of the above Transferor Entities

By: BHC Management, LLC, its manager

By: 
Name: Barry J. Haskell
Its: Managing Member

Dated: March 7, 2023