

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

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In the Matter of a Remedial Program for the  
**Flushing Industrial Park (Eastern) Parcel 1**  
College Point Avenue and 40<sup>th</sup> Road, Queens,  
under Article 27, Title 14 of the Environmental  
Conservation Law by Volunteer,  
**C.E. Flushing, LLC.**

AMENDED  
BROWNFIELD SITE  
CLEANUP AGREEMENT

Index No. W2-1027-04-10  
Site No. C241051

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**WHEREAS**, C.E. Flushing, LLC, with offices located at 118-35 Queens Boulevard, Forest Hills, New York 11375, is currently participating in the Brownfield Cleanup Program relative to 13.6 acres of real property located NW Corner of College Point Avenue and 40<sup>th</sup> Road, Flushing, Queens County, 11375, at latitude 40.7574E and longitude -73.8337E, and designated Tax Block 5066, Lots 1 and 100 (the "Property"); and

**WHEREAS**, the Property was originally described as containing 7.1 acres; and

**WHEREAS**, the Site will be developed as four parcels, designated as Parcels "1", "2", "3", and "4" on the map attached as Exhibit "A"; and

**WHEREAS**, Brownfield Site Cleanup Agreement, Index No. W2-1027-04-10, for Site No. C241051, dated December 23, 2004 (the "BCA" or the "Agreement") is applicable to Parcel 1; and

**WHEREAS**, the BCA was amended on June 14, 2005 to add C.E. Flushing Parking, LLC; C.E. Flushing Commercial East, LLC; and C.E. Flushing Residential East I, LLC as Volunteers; and

**WHEREAS**, the BCA was further amended on December 11, 2006 to add Target Corporation as a Volunteer; and

**WHEREAS**, the BCA was further amended on April 27, 2007 to add Flushing Town Center III, L.P. and Allied Flushing Corporation as Volunteers; and

**WHEREAS**, certified applications were submitted to the Department in August 2007 to add AFC2, LLC, FTC Residential Company I, L.P., FTC Residential Company II, L.P., FTC Residential Company III, L.P., FTC East Retail Company, L.P., and FTC West Retail Company, L.P. (collectively, the "Additional Applicants"), all newly-formed affiliate entities of C.E. Flushing, LLC with a mailing address c/o Muss Development Corp., 11835 Queens Boulevard, Forest Hills, New York 11375, as additional Volunteers to the BCA; and

**WHEREAS**, upon consideration of the factors enumerated in ECL 27-1407(8) and (9), the Department made a determination, based upon consideration of the application to add the Additional Applicants, that such Additional Applicants are eligible to participate in the BCP as a Volunteer as defined in ECL 27-1405(1)(b),

**NOW THEREFORE**, in consideration of and in exchange for the mutual covenants and promises, the parties agree to the following:

1. AFC2, LLC, FTC Residential Company I, L.P., FTC Residential Company II, L.P., FTC Residential Company III, L.P., FTC East Retail Company, L.P., and FTC West Retail Company, L.P. are added as Volunteers to the BCA; and

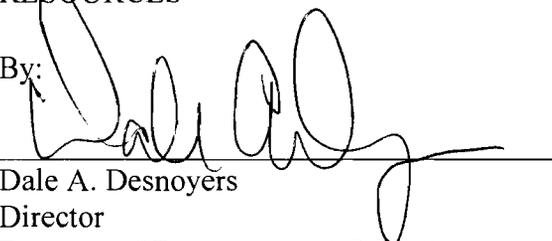
2. The Agreement, the June 14, 2005 Amendment, the December 11, 2006 Amendment, the April 27, 2007 Amendment and this Amendment to the Agreement shall constitute the entire Agreement between the parties with all the terms and conditions of the Agreement, except as provided herein, remaining in full force and effect; and

3. The effective date of the Amended Brownfield Site Cleanup Agreement shall be the date it is executed by the Commissioner or the Commissioner's designee.

DATED: NOV 29 2007

ALEXANDER B. GRANNIS, COMMISSIONER  
NEW YORK STATE DEPARTMENT OF  
ENVIRONMENTAL CONSERVATION AND  
TRUSTEE OF THE STATE'S NATURAL  
RESOURCES

By:

  
Dale A. Desnoyers  
Director  
Division of Environmental Remediation

CONSENT BY VOLUNTEER

Volunteer, **C.E. Flushing, LLC**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**C.E. Flushing, LLC**

By: \_\_\_\_\_

Title: Manager

Date: 16 Nov 2007

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF Queens )

On the 16<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at

118-35 Queens Blvd. Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the CE Flushing, LLC  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

DIANA NIEMES  
Notary Public, State of New York  
No. 014412375  
Qualified in Queens County  
Commission Expires April 11, 2009

CONSENT BY VOLUNTEER

Volunteer, **Allied Flushing Corporation**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**Allied Flushing Corporation**

By: \_\_\_\_\_

Title: Manager

Date: 16 Nov. 2007

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF Queens )

On the 16<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at  
118-35 Queens Blvd. Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the Allied Flushing Corporation,  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

**DIANA NIEMES**  
Notary Public, State of New York  
No. 01NI6125276  
Qualified in Queens County  
Commission Expires April 11, 2009

CONSENT BY VOLUNTEER

Volunteer, **Flushing Town Center III, L.P.**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**Flushing Town Center III, L.P.**

By: \_\_\_\_\_

Title: Manager

Date: 10 Nov. 2007

STATE OF NEW YORK )  
COUNTY OF Queens ) ss.:

On the 10<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at

118-35 Queens Blvd. Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the Flushing Town Center III, L.P.  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

**DIANA NIEMES**  
Notary Public, State of New York  
No. 01N16125276  
Qualified in Queens County  
Commission Expires April 11, 20 09

CONSENT BY VOLUNTEER

Volunteer, **AFC2, LLC**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

AFC2, LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

*[Handwritten signature]*  
*Manager*  
*10 Nov. 2007*

STATE OF NEW YORK )  
                                  ) ss.:  
COUNTY OF Queens )

On the 10th day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at  
118-35 Queens Blvd Forest Hills NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the AFC2, LLC.  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

*[Handwritten signature: Diana Niemmes]*  
\_\_\_\_\_  
Notary Public, State of New York

**DIANA NIEMES**  
Notary Public, State of New York  
No. 01NI6125276  
Qualified in Queens County  
Commission Expires April 11, 20 *09*

CONSENT BY VOLUNTEER

Volunteer, **FTC Residential Company I, L.P.**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**FTC Residential Company I, L.P.**

By: \_\_\_\_\_

Title: Manager

Date: 14 Nov. 2007

STATE OF NEW YORK )  
                                  ) ss.:  
COUNTY OF Queens )

On the 10<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at

118-35 Queens Blvd, Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the FTC Residential Company I, L.P.  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

DIANA NIEMES  
Notary Public, State of New York  
No. 01NI6125276  
Qualified in Queens County  
Commission Expires April 11, 2009

CONSENT BY VOLUNTEER

Volunteer, **FTC Residential Company II, L.P.**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**FTC Residential Company II, L.P.**

By: \_\_\_\_\_

Title: Manager

Date: 16 Nov. 2007

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF Queens )

On the 16<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at

118-35 Queens Blvd, Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the FTC Residential Company II, L.P.  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

DIANA NIEMES  
Notary Public, State of New York  
No. 01NI6125276  
Qualified in Queens County  
Commission Expires April 11, 2009

CONSENT BY VOLUNTEER

Volunteer, **FTC Residential Company III, L.P.**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**FTC Residential Company III, L.P.**

By: \_\_\_\_\_

Title: manager

Date: 16 Nov. 2007

STATE OF NEW YORK    )  
                                  ) ss.:  
COUNTY OF Queens    )

On the 16<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JOSHUA L. MUSS,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at

118-35 Queens Blvd. Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the Manager  
(President or other officer or director or attorney in fact duly appointed)

of the FTC Residential Company III, L.P.,  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

**DIANA NIEMES**  
Notary Public, State of New York  
No. 01NI6125276  
Qualified in Queens County  
Commission Expires April 11, 2009



CONSENT BY VOLUNTEER

Volunteer, **FTC West Retail Company, L.P.**, hereby consents to the issuing and entering of this Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

**FTC West Retail Company, L.P.**

By: \_\_\_\_\_

Title: Manager

Date: 16 Nov. 2007

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF Queens )

On the 16<sup>th</sup> day of November in the year 2007, before me, the undersigned,

personally appeared JUSTHA L. NIEMES,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at  
118-35 Queens Blvd. Forest Hills, NY 11375  
(Full mailing address)

and that he/she/they is (are) the manager  
(President or other officer or director or attorney in fact duly appointed)

of the FTC West Retail Company, L.P.,  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.

Diana Niemes  
Notary Public, State of New York

**DIANA NIEMES**  
Notary Public, State of New York  
No. 01NI6125276  
Qualified in Queens County  
Commission Expires April 11, 2009

CONSENT BY VOLUNTEER

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

**Target Corporation**

By: *[Signature]*  
Title: **Scott Nelson**  
Sr. Vice President  
Target Corporation  
Date: November 16, 2007

STATE OF ~~NEW YORK~~ Minnesota )  
 ) ss.:  
COUNTY OF Hennepin )

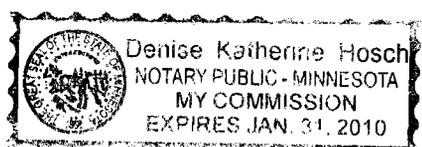
On the 16<sup>th</sup> day of November in the year 2007, before me, the undersigned,  
personally appeared Scott Nelson,  
(Full name)

personally known to me who, being duly sworn, did depose and say that he/she/they reside at  
\_\_\_\_\_  
(Full mailing address)

and that he/she/they is (are) the Sr. Vice President  
(President or other officer or director or attorney in fact duly appointed)

of the Target Corporation,  
(Full legal name of corporation)

the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by the authority of the board of directors of said corporation.



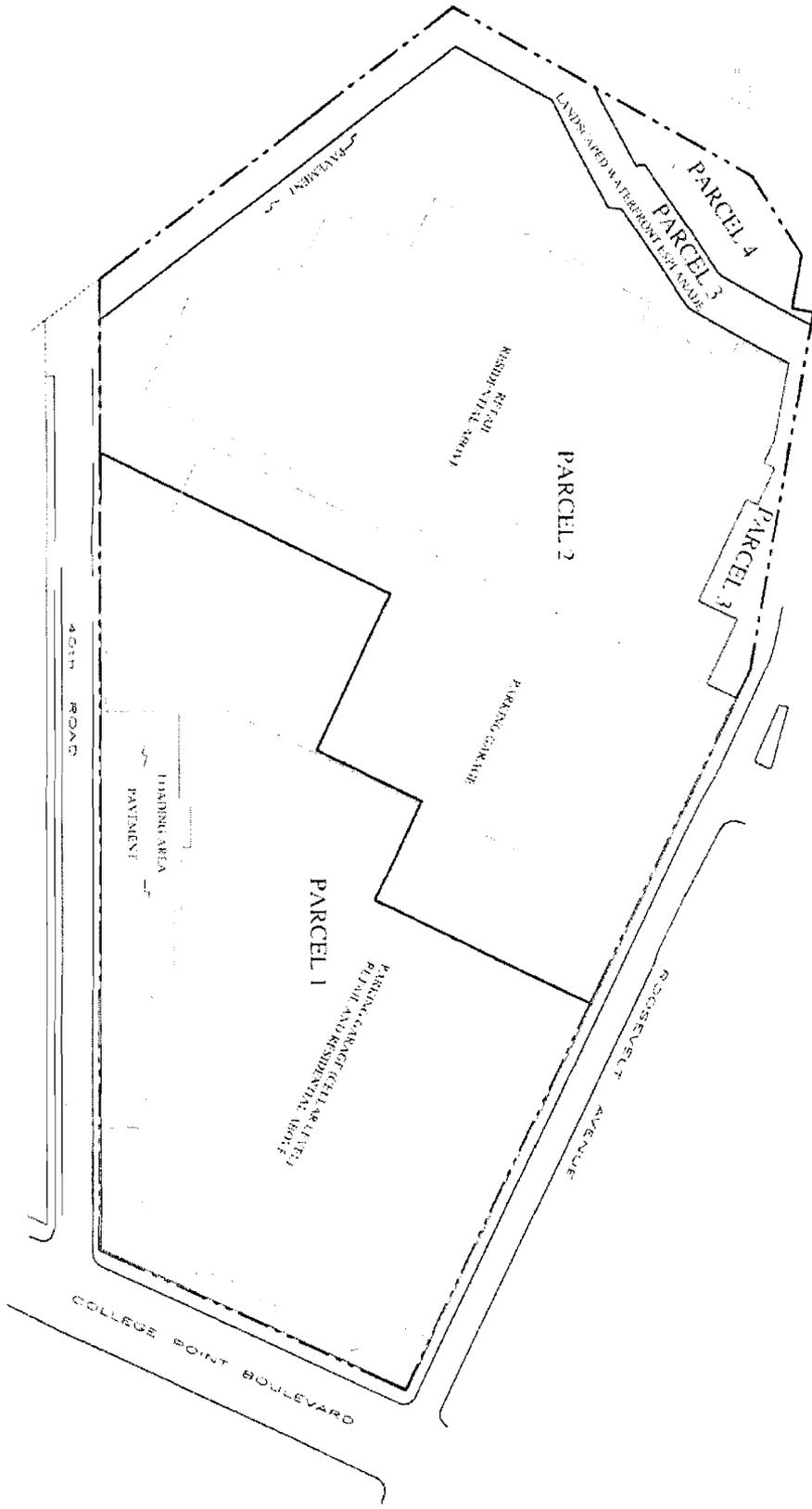
*[Signature]*  
Notary Public, State of ~~New York~~  
Minnesota

**Exhibit "A"**

**Map**

**Legend**

- PLANNED DEVELOPMENT
- PARCEL BOUNDARIES
- PROPERTY BOUNDARIES



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FLUSHING INDUSTRIAL PARK, PARCELS 1-4  
 Flushing, New York  
**PLANNED DEVELOPMENT**

**AKRF**  
 Environmental Consultants  
 440 Park Avenue South, New York, N.Y. 10016