

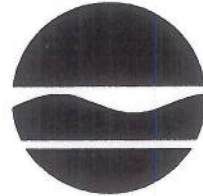
New York State Department of Environmental Conservation

Division of Environmental Remediation

625 Broadway, 12th Floor, Albany, New York 12233-7011

Phone: (518) 402-9706 • FAX: (518) 402-9020

Website: www.dec.state.ny.us



December 28, 2011

Joe Martens
Commissioner

Avalon Riverview North, LLC
c/o Avalon Bay Communities, Inc.
275 Seventh Ave., 25th Floor
New York, New York 10001

AvalonBay Communities, Inc.
275 7th Avenue, 25th Floor
New York, New York 10001

Queens West Development Corporation
633 Third Avenue, 37th Floor
New York, NY 10017

Re: Queens West (Hunter's Point) Parcel 8(Site)
Site No.: C241087
Property County: Queens
Amendment #2

Dear Applicants:

This letter is forwarded to your attention in response to the letter request submitted to amend the Brownfield Cleanup Agreement ("BCA" or "Agreement") executed on June 27, 2005, and amended on April 6, 2010 to add a party. Your letter dated December 27, 2011 requests that the above referenced BCA be amended to delete Avalon Riverview II, LLC as a party to the Agreement. Avalon Riverview II was dissolved in 2005 and its sole member, AvalonBay Communities, Inc., assumed its responsibilities. This Amendment will leave Avalon Riverview North, LLC and Queens West Development Corporation as the remaining parties to the Agreement.

The above request is hereby granted and incorporated into and is enforceable pursuant to the subject Agreement, effective immediately upon receipt of this letter. This Amendment is made in accordance with and subject to 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.

Please have the authorized representative(s) counter sign this letter to acknowledge acceptance of this Amendment, and send the original back to the Department at:

New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7011

Please keep a copy of the countersigned letter as proof of the BCA Amendment.



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.


Please contact me if you have any questions in this regard. Thank you for your assistance in this matter.

Sincerely,



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

The following Applicants, in signing this letter, do hereby acknowledge and accept the amendment to the BCA as set forth above.

 12/28/11
AvalonBay Communities, Inc. for Date
Avalon Riverview II, LLC

By Frederick S. Harris, Sr. VP
Name – please print

 12/28/11
Avalon Riverview North, LLC by Date
AvalonBay Communities, Inc., sole member

By Frederick S. Harris, Sr. VP
Name – please print

 12/28/11
Queens West Development Corporation Date

By Simon W. Yun, Counselor
Name – please print

cc: Michael Caruso
Ben Conlon
Lou Oliva
Robert Schick
Robert Cozzy
Jane O'Connell
Sandra Martinkat-Taule
Laura Zeppetelli
Elissa Armater
Kelly Lewandowski
Charles Warren (Cwarren@KRAMERLEVIN.com)
Christine Leas (cleas@sprlaw.com)