

**NEW YORK STATE
DEPARTMENT OF ENVIRONMENTAL CONSERVATION
DIVISION OF ENVIRONMENTAL REMEDIATION**

CERTIFICATE OF COMPLETION

Certificate Holders:

BASF Corporation
Tax ID No: 16-1090809
Mail Stop F-409A, 100 Campus Drive, Florham Park, NJ 07932

Empire Generating Co, LLC (formerly known as Besicorp-Empire Power Company, LLC)
Tax ID No: 14-1833821
51 JFK Parkway, Suite 200, Short Hills, NJ 07078

Site Information:

Site Name:	South 40 Site
Site Owner:	BASF Corporation
Site Location: Street Address -	36 Riverside Avenue
Municipality -	Rensselaer
County -	Rensselaer

DER Site Number: C442035

Site Description:

The Site is located in an industrial area of the City of Rensselaer, New York. The Site is located to the south of the former BASF Main Plant manufacturing facility property (Manufacturing Plant Site) and the Closed Landfill Site. According to various sources, properties along Riverside Avenue in Rensselaer have been characterized by chemical industrial activity for over 100 years. The effect of regional industrial operations on soil and groundwater quality is well documented by regulatory agencies.

The South 40 parcel consists of approximately 35 acres. The parcel was bisected into two areas by the construction of the Irwin Stewart Port Access Highway in 1992. The northern portion of the parcel is approximately 26.19 acres in size and lies to the north of the Port Access Highway. The 8.8-acre portion of the parcel located to the south of the Port Access Highway is isolated from the remainder of the parcel and has not been historically impacted by disposal activities. As such, this portion of the parcel was not subject to remediation.

A metes and bounds description of the property subject to this Certificate is attached as Exhibit A and a site survey is attached as Exhibit B.

Tax Map Identification Number(s):

City of Rensselaer tax map parcel numbers Section 154, Block 5, Lot 2.11, being the same as that property conveyed to Grantor Fee Owner by deed on March 31, 1978, and recorded in the Land Records of the County Clerk at page 746, liber 1300 of Deeds, comprised of approximately 25.07 acres and by deed on September 11, 1991, and recorded in the Land Records of the County Clerk at page 320, liber 1624 of Deeds, comprised of approximately 8.81 acres, and a portion of Section 154, Block 5, Lot 2.13, being the same as the property conveyed to Grantor Fee Owner by deed on March 31, 1978, and recorded in the Land Records of the County Clerk at page 746, liber 1300 of Deeds, comprised of approximately 1.12 acres and hereinafter more fully described in Schedule A attached hereto and made a part hereof (the "Controlled Property"); and

Brownfield Site Cleanup Agreement: Index # A4-0507-0604

Effective Date of Brownfield Site Cleanup Agreement : June 24, 2004

Is at least 50% of the Site located in an EnZone? ___yes ___X___no
Is 100% of the Site located in an EnZone? ___yes ___X___no

Certificate Issuance

This Certificate of Completion, hereinafter referred to as the "Certificate," is issued pursuant to Article 27, Title 14 of the New York State Environmental Conservation Law ("ECL").

This Certificate has been issued upon satisfaction of the Commissioner, following review by the Department of the final engineering report and data submitted pursuant to the Brownfield Site Cleanup Agreement, as well as any other relevant information regarding the Site, that the remediation requirements set forth in ECL Article 27, Title 14 have been or will be achieved in accordance with the time frames, if any, established in the remedial work plan.

The remedial program for the Site has achieved a cleanup level that would be consistent with the following categories of uses:

- ___ Unrestricted Use (Track 1)
- X Restricted Use (Tracks 2, 3, and 4):
 - ___ Residential
 - ___ Restricted Residential
 - ___ Commercial
 - X Industrial

The Remedial Program includes use restrictions or reliance on the long term employment of institutional or engineering controls; such institutional or engineering controls are contained in an Environmental Easement granted pursuant to ECL Article 71, Title 36 which has been duly recorded in the Recording Office for Rensselaer County as liber number 4496, page 43.

Liability Limitation

Upon issuance of this Certificate of Completion, and subject to the terms and conditions set forth herein, the Certificate holder(s) shall be entitled to the liability limitation provided in ECL Section 27-1421. The liability limitation shall run with the land, extending to the Certificate holder's successors or assigns through acquisition of title to the Site and to a person who develops or otherwise occupies the Site, subject to certain limitations as set forth in ECL Section 27-1421. The liability limitation shall be subject to all rights reserved to the State by ECL Section 27-1421.2 and any other applicable provision of law.

Certificate Transferability

This Certificate may be transferred to the Certificate holder's successors or assigns upon transfer or sale of the Site as provided by ECL Section 27-1419.5.

Certificate Modification/Revocation

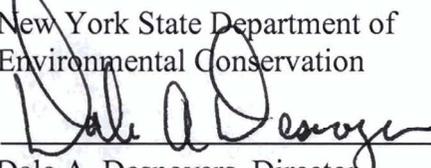
This Certificate of Completion may be modified or revoked by the Commissioner following notice and an opportunity for a hearing in accordance with ECL Section 27-1419 upon a finding that:

- (1) either the Applicant or the Applicant's successors or assigns have failed to comply with the terms and conditions of the Brownfield Site Cleanup Agreement;
- (2) the Applicant made a misrepresentation of a material fact tending to demonstrate that it was qualified as a Volunteer;
- (3) either the Applicant or the Applicant's successors or assigns made a misrepresentation of a material fact tending to demonstrate that the cleanup levels identified in the Brownfield Site Cleanup Agreement were reached; or
- (4) there is good cause for such modification or revocation.

The Certificate holder(s) (including its successors or assigns) shall have thirty (30) days within which to cure any deficiency or to seek a hearing. If the deficiency is not cured or a request for a hearing received within such 30-day period, the Certificate shall be deemed modified or vacated on the 31st day after the Department's notice.

Alexander B. Grannis
Commissioner
New York State Department of
Environmental Conservation

By:



Dale A. Desnoyers, Director
Division of Environmental Remediation

MAR 10 2008

Date of Issuance: _____

SCHEDULE A
(To Environmental Easement)

Parcel 1 (Main Parcel)

All that certain tract, piece or parcel of land situate, lying and being in the City of Rensselaer, County of Rensselaer, State of New York, lying Easterly of Riverside Avenue and Westerly of the Port Access, and being more particularly bounded and described as follows:

BEGINNING at a point at the intersection of the Northerly boundary of Port Access Highway (1989) with the Easterly boundary of Riverside Avenue and runs thence from said point of beginning along the Easterly boundary of Riverside Avenue the following two (2) courses: 1) North 11 deg. 18 min. 50 sec. West 191.38 feet to a point; and 2) thence North 14 deg. 55 min. 18 sec. East 1,410.81 feet to a point; thence through the lands now or formerly of BASF Wyandotte Corp. along the proposed Southerly and Southwesterly boundary of Lot 3 the following six (6) courses: 1) in a generally Easterly direction along a curve to the right having a radius of 345.11 feet, a chord bearing of North 71 deg. 13 min. 01 sec. East and a chord distance of 279.18 feet, an arc length of 287.42 feet to a point; 2) thence South 59 deg. 29 min. 04 sec. East 221.56 feet to a point; 3) thence North 53 deg. 41 min. 02 sec. East 40.63 feet to a point; 4) thence South 62 deg. 37 min. 15 sec. East 122.43 feet to a point; 5) thence South 60 deg. 13 min. 58 sec. East 60.02 feet to a point; and 6) thence South 55 deg. 15 min. 35 sec. East 28.52 feet to a point on the Westerly boundary of Port Access Highway; thence along the generally Westerly and above mentioned Northerly boundary of Port Access Highway (1989) the following seven (7) courses: 1) South 06 deg. 47 min. 58 sec. West 49.25 feet to a point; 2) thence South 06 deg. 24 min. 01 sec. West 505.10 feet to a point; 3) thence South 09 deg. 35 min. 04 sec. West 440.09 feet to a point; 4) thence South 43 deg. 52 min. 45 sec. West 245.41 feet to a point; 5) thence South 60 deg. 43 min. 42 sec. West 177.75 feet to a point; 6) thence South 68 deg. 13 min. 59 sec. West 290.80 feet to a point; and 7) thence South 70 deg. 42 min. 27 sec. West 283.18 feet to the point or place of beginning and containing 25.07 acres of land, more or less.

Parcel 2 (Ancillary Parcel)

ALL THAT CERTAIN TRACT, PIECE OR PARCEL OF LAND situate, lying and being in the City of Rensselaer, County of Rensselaer, State of New York, lying Easterly and Southeasterly of the Port Access Highway, and being more particularly bounded and described as follows:

BEGINNING at a point at the intersection of the division line between the lands now or formerly of BASF Wyandotte Corp. as described in Book 1300 of Deeds at Page 746 on the West and the lands now or formerly of CSX Rail Corporation on the East with the division line between the lands now or formerly of BASF Wyandotte Corp. on the North and the lands now or formerly of Polsinello Fuels, Inc. on the South and runs thence from

said point of beginning along the above last mentioned division line North 87 deg. 56 min. 01 sec. West 935.13 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. on the East and the lands now or formerly of the Albany Port District Commission on the West; thence North 11 deg. 18 min. 50 sec. West along the above last mentioned division line 98.23 feet to its intersection with the Southeasterly boundary of the Port Access Highway (1989); thence along the Southeasterly and Easterly boundary of the Port Access Highway (1989) the following eight (8) courses: 1) North 68 deg. 09 min. 35 sec. East 627.49 feet to a point; 2) thence North 59 deg. 40 min. 45 sec. East 162.25 feet to a point; 3) thence North 46 deg. 20 min. 46 sec. East 185.31 feet to a point; 4) thence North 33 deg. 28 min. 12 sec. East 246.84 feet to a point; 5) thence North 18 deg. 51 min. 56 sec. East 136.30 feet to a point; 6) thence North 09 deg. 15 min. 26 sec. East 586.58 feet to a point; 7) thence North 08 deg. 09 min. 06 sec. East 573.73 feet to a point; and 8) thence North 40 deg. 22 min. 50 sec. East 29.73 feet to a point on the above first mentioned division line between the lands now or formerly of BASF Wyandotte Corp. on the West and the lands now or formerly of CSX Rail Corporation on the East; thence along the said above first mentioned division line the following three (3) courses: 1) South 08 deg. 04 min. 16 sec. West 1,360.13 feet to a point; 2) thence South 81 deg. 55 min. 44 sec. East 16.50 feet to a point; and 3) thence South 08 deg. 04 min. 16 sec. West 736.05 feet to the point or place of beginning and containing 8.81 acres of land, more or less.

Parcel 3 Retained Parcel

All that certain tract, piece or parcel of land situate, lying and being in the City of Rensselaer, County of Rensselaer, State of New York, lying Easterly of Riverside Avenue and Westerly of the Port Access Highway, and being more particularly bounded and described as follows:

COMMENCING at a point at the intersection of the Northerly boundary of Port Access Highway (1989) with the Easterly boundary of Riverside Avenue and runs thence from said point of commencement along the Easterly boundary of Riverside Avenue the following two (2) courses: 1) North 11 deg. 18 min. 50 sec. West 191.39 feet to a point; and 2) thence North 14 deg. 55 min. 18 sec. East 1,410.81 feet to the point of beginning of the hereinafter described parcel; and runs thence from said point of beginning, continuing along the above mentioned easterly boundary of Riverside Avenue North 14 deg. 55 min. 18 sec. East 65.68 feet to its intersection with the division line between the lands now or formerly of BASF Wyandotte Corp. (Lot 3) on the South and the lands now or formerly of Albany Port District Commission on the North; thence along the above last mentioned division line between the lands now or formerly of BASF Wyandotte Corp. (Lot 3) and the lands now or formerly of Albany Port District Commission the following three (3) courses: 1) thence North 69 deg. 27 min. 19 sec. East 153.46 feet to a point; 2) thence North 14 deg. 55 min. 19 sec. East 51.73 feet a point; and 3) thence North 62 deg. 32 min. 25 sec. West 141.97 feet to its intersection with the Northeasterly boundary of Riverside Avenue; thence along the Northeasterly boundary of Riverside Avenue in a generally Northwesterly direction along a curve to the left having a radius of 115.01 feet, a chord bearing of North 37 deg. 52 min. 09 sec. West and a chord distance

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of 95.92 feet, an arc length of 98.94 feet to a point of tangency; thence South 62 deg. 31 min. 02 sec. East through the lands now or formerly of BASF Wyandotte Corp. (Lot 3) in part along the division line between Lot 2 on the North and Lot 3 on the South 776.83 feet to its intersection with the Westerly boundary of Port Access Highway; thence along the said Westerly boundary of Port Access Highway (1989); South 06 deg. 47 min. 58 sec. West 51.26 feet to a point; thence through the lands now or formerly of BASF Wyandotte Corp. along the proposed division line between Lot 1 on the Southwest and South and Lot 3 on Northwest and North the following six (6) courses: 1) thence North 55 deg. 15 min. 35 sec West 28.52 feet to a point; 2) thence North 60 deg. 13 min. 58 sec. West 60.02 feet to a point; 3) thence North 62 deg. 37 min. 15 sec. West 122.43 feet to a point; 4) thence North 53 deg. 41 min. 02 sec. East 40.63 feet to a point; 5) thence North 59 deg. 29 min. 04 sec. West 221.56 feet to a point; and 6) in a generally Westerly direction along a curve to the left having a radius of 345.11 feet, a chord bearing of South 71 deg. 13 min. 01 sec. West and a chord distance of 279.18 feet, an arc length of 287.42 feet to a point or place of beginning and containing 1.11 acres of land, more or less. Subject to all legally enforceable covenants easements, restrictions, conditions and agreements of record.

See Survey attached as Exhibit A.

