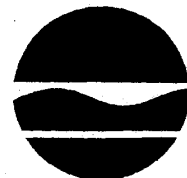


New York State Department of Environmental Conservation
Division of Environmental Remediation
Bureau of Technical Support, 11th Floor
625 Broadway, Albany, New York 12233-7020
Phone: (518) 402-9553 • FAX: (518) 402-9577
Website: www.dec.state.ny.us



Denise M. Sheehan
Acting Commissioner

MEMORANDUM

TO: Karen Cahill, NYSDEC - DER Remedial Bureau B / Region 7
Dave Smith, NYSDEC - DER Remedial Bureau B
Gary Litwin, NYSDOH - DEHI Bureau of Environmental Exposure Investigation
Jim Burke, NYSDEC - Region 7
Anthony Quartararo, NYSDEC - DEE Superfund and Voluntary Cleanup Bureau
Joe Ryan, DEE Program Attorney, Region 9
Christina Dowd, NYSDEC - DFWMR Bureau of Habitat
Susanne Wither, NYSDEC - DER Bureau of Technical Support

FROM: Kelly Lewandowski, NYSDEC - DER Bureau of Technical Support *Kelly Lewandowski*

SUBJECT: Brownfield Cleanup Program Application
Oil City / Carousel Center, C734104

DATE: JUL 18 2005

The attached Brownfield Cleanup Program Application for remedial work at the subject site has been forwarded to you for your records and/or processing according to the established Brownfield Cleanup Program procedures. If you require additional copies or the complete series of the related application's attachments, please contact the project manager, Karen Cahill at 315-426-7432.

T&A Code for the subject site: N883 (on-site); N884 (off-site)

BW/ca
Attachments

Distribution

Original (with all attachments) to:

Karen Cahill, NYSDEC - DER Remedial Bureau B

Copy (with all attachments) to:

Gary Litwin, NYSDOH - DEHI Bureau of Environmental Exposure Investigation

Joe Ryan, DEE Program Attorney, Region 9

Jim Burke, NYSDEC - Region 7

Dave Smith, NYSDEC - DER Remedial Bureau B

Anne Hohenstein, NYSOSC

Susanne Wither, DER Bureau of Technical Support

Copy (without attachments) to:

Anthony Quartararo, NYSDEC - DEE Superfund and Voluntary Cleanup Bureau

Christina Dowd, NYSDEC - DFWMR Bureau of Habitat

New York State Department of Environmental Conservation
Division of Environmental Remediation
Bureau of Technical Support, 11th Floor
625 Broadway, Albany, New York 12233-7020
Phone: (518) 402-9543 • **FAX:** (518) 402-9595
Website: www.dec.state.ny.us



Denise M. Sheehan
Acting
Commissioner

JUL 18 2005

Mr. Bruce A. Kenan
Managing Member
DestiNY USA Development, LLC
4 Clinton Square
Syracuse, New York 13202

Re: Brownfield Cleanup Program Application
Oil City/Carousel Center, BCP No. C734104

Dear Mr. Kenan:

The New York State Department of Environmental Conservation (Department) is in receipt of your application for participation in the Brownfield Cleanup Program (BCP) pursuant to ECL Section 27-1400 et seq. As you know, the BCP is a cooperative approach between the Department and lenders, developers, and current and prospective owners. The program fosters private-sector remediation of brownfields and reduces development pressures on "greenfields." We are pleased to advise you that your application has been determined to be complete.

Pursuant to ECL Section 27-1407(5), a thirty day public comment period is to be commenced upon the Department's determination that an application is complete. During the comment period the Department will be evaluating the eligibility of the project and determine the status regarding this as soon as possible. The party seeking to participate in the BCP is required under the BCP to notify in writing the chief executive officer and zoning board of each county, city, town and village in which the proposed brownfield site is located, as well as residents of the site, the public water supplier which services the area, any person who has requested to be placed on the brownfield site contact list, and the administrator of any school or day care facility located adjacent to or near the site. Further, the Department will publish a similar notice in the Environmental Notice Bulletin.

In order to facilitate the notifications, the Department has prepared the enclosed Public Notice for you to utilize and the instructions for placing and mailing the notifications as well as the document repository location and contents. As the requestor, you are responsible for making available a copy of the application and copies of all other related attached documents such as any assessment and investigation reports and/or investigation or remedial work plans. Also, you must use this Department-approved Public Notice form and cannot provide any other or additional information when fulfilling your obligation to provide a legal notice for the newspaper of the application and comment period. The enclosed form should be provided to a local

newspaper servicing the area including the brownfield site for publication no later than August 3, 2005. Additionally, all of the above-mentioned mailings should be completed no later than August 2, 2005. To the extent that the mailings and publications are not completed in accordance with these time frames, the Department will extend the comment period for a period sufficient to comply with the required thirty day notice requirement running from the latest of the mailings or publication.

A certificate of mailing, on the enclosed form, is required to be submitted within three days of the mailing. Further, the proof of publication provided by the newspaper must be submitted within three days of your receipt of such document. These documents should be submitted to the Department's project manager at:

New York State Department of Environmental Conservation
Region 7 Headquarters
615 Erie Boulevard West
Syracuse, New York 13204-2400
Attention: Karen Cahill

The Department will make every effort to determine your eligibility and status under the BCP forty-five (45) days from the date of this letter. We look forward to working cooperatively with you to address the environmental conditions at the brownfield site and to return this property back to productive use.

Sincerely,



Kelly A. Lewandowski, P.E.
Chief
Site Control Section

BW /ca
Enclosures

Electronic copy w/enclosures:

K. Cahill, Project Manager, Region 7
G. Litwin, NYSDOH
A. Quartararo
G. Faucher, Esq. (gfaucher@devorsetzlaw.com)
S. Wither

Copy w/o enclosures:

S. Bolesky (application only)

Brownfield Cleanup Program Public Notice Instructions

A. Instructions to Requestor¹

Newspaper

1) The enclosed public notice must be published, without modification, in a local newspaper of general circulation that services the area that includes the site no later than the date specified in the Division of Environmental Remediation's (DER) cover letter. The notice must be located prominently in the community bulletin section or comparable local section of the newspaper. The notice must be published in English and in any other language spoken by a significant number of people within the site community.

2) A proof of publication of the newspaper notice must be submitted to DER by the date specified in the DER cover letter.

Site Contact List

1) The enclosed public notice must be mailed, without modification, to the parties on the Site Contact List included with the application. The mailing must be performed by the date specified in the DER cover letter. No other materials can be mailed with this notice.

2) A certificate of mailing must be completed and submitted to DER by the date specified in the DER cover letter. (See enclosed certificate of mailing form)

Repository

1) Application package (application and appropriate documents) must be put in the site document repository specified in the public notice prior to the start of the public comment period.

B. Requestor's Instructions to Newspapers Regarding Printing the Public Notice

The enclosed public notice announces the receipt of a complete Brownfield Cleanup Program application package by the New York State Department of Environmental Conservation. Pursuant to ECL Section 27-1407(5), the public notice must be located prominently in the community bulletin section or similar local section of the newspaper. The public notice must be published by the date specified.

C. Requestor's Instructions to Parties on the Site Contact List Receiving the Public Notice

The enclosed public notice announces the receipt of a complete Brownfield Cleanup Program application package by the New York State Department of Environmental Conservation. Pursuant to ECL Section 27-1407(5), a public notice announcing the receipt of an application must be sent to parties on the Site Contact List. Please read the enclosed public notice and review the application package in the site document repository for further information.

¹ A requestor is a person who has submitted an application to participate in the BCP whose eligibility has not yet been determined by the Department of Environmental Conservation.



NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION



BROWNFIELD CLEANUP PROGRAM (BCP) APPLICATION

ECL ARTICLE 27, TITLE 14

9/3/04

| | | |
|--|-------------------------|---|
| NAME DestINY USA Development, LLC | | |
| ADDRESS 4 Clinton Square | | |
| CITY/TOWN Syracuse | | ZIP CODE 13202 |
| PHONE 315-422-7000 | FAX 315-422-0135 | E-MAIL |
| NAME OF APPLICANT'S REPRESENTATIVE Gregory D. Faucher, Esq. | | |
| ADDRESS 111 Washington Avenue, Suite 600 | | |
| CITY/TOWN Albany | | ZIP CODE 12210 |
| PHONE 518-476-2001 | FAX 518-476-9646 | E-MAIL gfaucher@devorsetzlaw.com |
| <p>THE APPLICANT MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL § 27-1405 (1) BY CHECKING ONE OF THE BOXES BELOW:</p> <p><input type="checkbox"/> PARTICIPANT An applicant who either 1) was the owner of the site at the time of the disposal of hazardous waste or discharge of petroleum 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 hazardous waste or discharge of petroleum.</p> <p><input checked="" type="checkbox"/> VOLUNTEER An applicant other than a participant, including an applicant 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.</p> <p>NOTE: By checking this box, the applicant 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; and iii) prevent or limit human, environmental, or natural resource exposure to any previously released hazardous waste.</p> | | |
| Applicant Relationship to Property (check one): <input type="checkbox"/> Previous Owner <input type="checkbox"/> Current Owner <input type="checkbox"/> Potential /Future Purchaser <input checked="" type="checkbox"/> Other <u>Affiliate of Owner/Future Owner</u> | | |
| OWNER'S NAME (if different from applicant) Owner contact information is presented on Attachment 1 | | |
| ADDRESS | | |
| CITY/TOWN | | ZIP CODE |
| PHONE | FAX | E-MAIL |
| OPERATOR'S NAME (if different from applicant) See Attachment 1 | | |
| ADDRESS | | |
| CITY/TOWN | | ZIP CODE |
| PHONE | FAX | E-MAIL |

*Or one or more affiliates provided that any such affiliate is not precluded from participating in the program.

SITE NAME Oil City/Carousel Center

SITE ADDRESS Oil City/Carousel Center

CITY/TOWN Syracuse

ZIP CODE 13204

COUNTY Onondaga

SITE SIZE (ACRES) +/- 152 acres

LATITUDE (degrees/minutes/seconds) 43° 03' 55"

LONGITUDE (degrees/minutes/seconds) 76° 10' 05"

PLEASE ATTACH A COUNTY TAX MAP WITH IDENTIFIER NUMBERS, ALONG WITH ANY FIGURES NEEDED TO SHOW THE LOCATION AND BOUNDARIES OF THE SITE. ALSO INCLUDE A USGS 7.5 MINUTE QUAD MAP IN WHICH THE SITE IS LOCATED.

1. DO THE SITE BOUNDARIES CORRESPOND TO TAX MAP METES AND BOUNDS? ☒ YES ☐ NO
IF NO, PLEASE ATTACH A METES AND BOUNDS DESCRIPTION OF THE SITE.
2. IS THE SITE PART OF A DESIGNATED BROWNFIELD OPPORTUNITY AREA PURSUANT TO GML970-R? IF YES, IDENTIFY AREA (NAME) ☐ YES ☒ NO
3. IS THE SITE PART OF A DESIGNATED EN-Zone PURSUANT TO TL § 21(b)(6)? FOR MORE INFORMATION GO TO: http://www.nylovesbiz.com/Productivity_Energy_and_Environment/BrownField_Redevelopment/default.asp ☐ YES ☒ NO
IF YES, IDENTIFY AREA (NAME) _____

1. ARE ANY ENFORCEMENT ACTIONS PENDING AGAINST THE APPLICANT REGARDING THIS SITE? ☐ YES ☒ NO
2. IS THE APPLICANT SUBJECT TO AN OUTSTANDING CLAIM BY THE SPILL FUND FOR THIS SITE? ☐ YES ☒ NO
3. HAS THE APPLICANT VIOLATED ANY PROVISION OF ECL ARTICLE 27? ☐ YES ☒ NO
4. HAS THE APPLICANT BEEN PREVIOUSLY DENIED ENTRY TO THE BCP? ☐ YES ☒ NO
5. HAS THE APPLICANT COMMITTED A NEGLIGENT OR INTENTIONALLY TORTIOUS ACT REGARDING HAZARDOUS WASTE OR PETROLEUM? ☐ YES ☒ NO
6. HAS THE APPLICANT BEEN CONVICTED OF A CRIMINAL OFFENSE THAT INVOLVES A VIOLENT FELONY, FRAUD, BRIBERY, PERJURY, THEFT, OR OFFENSE AGAINST PUBLIC ADMINISTRATION? ☐ YES ☒ NO
7. HAS THE APPLICANT KNOWINGLY FALSIFIED STATEMENTS OR CONCEALED MATERIAL FACTS IN A MATTER RELATED TO THE DEPARTMENT? ☐ YES ☒ NO
8. HAS THE APPLICANT, BASED ON THE PROVISIONS OF ECL ARTICLE 27-1407 (OR A SIMILAR PROVISION OF FEDERAL OR STATE LAW), 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

1. DOES THE SITE MEET THE DEFINITION OF A BROWNFIELD SITE (REAL PROPERTY, THE REDEVELOPMENT OR REUSE OF WHICH MAY BE COMPLICATED BY THE PRESENCE OR POTENTIAL PRESENCE OF A HAZARDOUS WASTE, PETROLEUM, POLLUTANT, OR CONTAMINANT)? ☒ YES ☐ NO
2. IS THE SITE LISTED ON THE NATIONAL PRIORITIES LIST? ☐ YES ☒ NO **
3. IS THE SITE LISTED ON THE NYS REGISTRY OF INACTIVE HAZARDOUS WASTE DISPOSAL SITES? ☐ YES ☒ NO ***
IF YES, PLEASE PROVIDE: SITE # _____ CLASS # _____
4. IS THE SITE SUBJECT TO A PERMIT UNDER ECL ARTICLE 27, TITLE 9, OTHER THAN AN INTERIM STATUS FACILITY? ☐ YES ☒ NO ***
5. IS THE SITE SUBJECT TO A CLEANUP ORDER UNDER NAVIGATION LAW ARTICLE 12 OR ECL ARTICLE 17 TITLE 10? ☐ YES ☒ NO ***
6. IS THE SITE SUBJECT TO A STATE OR FEDERAL ENFORCEMENT ACTION RELATED TO HAZARDOUS WASTE OR PETROLEUM? ☐ YES ☒ NO

PLEASE ATTACH A DESCRIPTION OF THE PROJECT WHICH INCLUDES THE FOLLOWING COMPONENTS:

- PURPOSE AND SCOPE OF THE PROJECT A project description is included as Attachment 4
- ESTIMATED PROJECT SCHEDULE

**A portion of the site contains an ongoing hazardous waste remediation project which was voluntarily implemented. It is site No. 734048, a class 4 site.

*** See Attachment 4

TO THE EXTENT THAT EXISTING INFORMATION/STUDIES/REPORTS ARE AVAILABLE TO THE APPLICANT, PLEASE ATTACH THE FOLLOWING: Documentation of the Site's environmental history is presented in Attachment 4

1. ENVIRONMENTAL DATA

A PHASE I ENVIRONMENTAL SITE ASSESSMENT REPORT PREPARED IN ACCORDANCE WITH ASTM E 1527 (American Society for Testing and Materials Standard Practice for Environmental Site Assessment: Phase I Environmental Site Assessment Process), AND ALL ENVIRONMENTAL REPORTS RELATED TO CONTAMINANTS ON OR EMANATING FROM THE SITE.

IF A FINAL INVESTIGATION REPORT IS INCLUDED, INDICATE WHETHER IT MEETS THE REQUIREMENTS OF BCL ARTICLE 27-1415(2):

YES ☐ NO ☐

2. OWNERS

A LIST OF PREVIOUS OWNERS WITH NAMES, LAST KNOWN ADDRESSES AND TELEPHONE NUMBERS (DESCRIBE APPLICANT'S RELATIONSHIP, IF ANY, TO EACH PREVIOUS OWNER LISTED. IF NO RELATIONSHIP, PUT "NONE").

3. OPERATORS

A LIST OF PREVIOUS OPERATORS WITH NAMES, LAST KNOWN ADDRESSES AND TELEPHONE NUMBER (DESCRIBE APPLICANT'S RELATIONSHIP, IF ANY, TO EACH PREVIOUS OPERATOR LISTED. IF NO RELATIONSHIP, PUT "NONE").

PLEASE ATTACH, AT A MINIMUM, THE NAMES AND ADDRESSES OF THE FOLLOWING: Contact List information is presented in Attachment 6

1. THE CHIEF EXECUTIVE OFFICER AND ZONING BOARD CHAIRPERSON OF EACH COUNTY, CITY, TOWN AND VILLAGE IN WHICH THE SITE IS LOCATED.
2. RESIDENTS, OWNERS, AND OCCUPANTS OF THE SITE AND PROPERTIES ADJACENT TO THE SITE.
3. LOCAL NEWS MEDIA FROM WHICH THE COMMUNITY TYPICALLY OBTAINS INFORMATION.
4. THE PUBLIC WATER SUPPLIER WHICH SERVICES THE AREA IN WHICH THE SITE IS LOCATED.
5. ANY PERSON WHO HAS REQUESTED TO BE PLACED ON THE SITE CONTACT LIST.
6. THE ADMINISTRATOR OF ANY SCHOOL OR DAY CARE FACILITY LOCATED ON OR NEAR THE SITE.
7. THE LOCATION OF A DOCUMENT REPOSITORY FOR THE PROJECT (E.G., LOCAL LIBRARY)

INDICATE KNOWN OR SUSPECTED CONTAMINANTS AND THE MEDIA WHICH ARE KNOWN OR SUSPECTED TO HAVE BEEN AFFECTED:

| Contaminant Category | Soil | Groundwater | Surface Water | Sediment | Soil Gas |
|----------------------|-------------------------------------|-------------------------------------|---------------|----------|----------|
| Petroleum | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | | | |
| Chlorinated Solvents | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | | | |
| Other VOCs | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | | | |
| SVOCs | <input checked="" type="checkbox"/> | | | | |
| Metals | <input checked="" type="checkbox"/> | | | | |
| Pesticides | | | | | |
| PCBs | <input checked="" type="checkbox"/> | | | | |
| Other* | <input checked="" type="checkbox"/> | | | | |

*Please describe: _____

Current Use: ☐ Residential ☒ Commercial ☒ Industrial ☐ Other _____

Future Use: ☐ Residential ☐ Commercial ☐ Industrial ☒ Other Resort/Tourism Destination

Please check the appropriate boxes and provide an explanation as an attachment if appropriate.

Yes No Unknown

1. Do current historical and/or recent development patterns support the proposed use? ☒ ☐ ☐

2. Is the proposed use consistent with applicable zoning laws/maps? ☒ ☐ ☐

***The Site has been subject to extensive environmental investigations whereby the nature and extent of contamination have been characterized. Attachment 4 presents documentation that is representative of the studies that Page 3 of 4 have been completed at the Site.

| | | | |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 3. Is the proposed use consistent with applicable brownfield opportunity area designations? (See GML 970-r) | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. Is the proposed use consistent with applicable comprehensive community master plans, local waterfront revitalization plans, other adopted land use plans? | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Are there any Environmental Justice Concerns? (See §27-1415(3)(p)). | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. Are there any federal or State land use designations relating to this site? | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Do the population growth patterns and projections support the proposed use? | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Is the site accessible to existing infrastructure? | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Are there important cultural resources, including federal or state historic or heritage sites or Native American religious sites proximate to the site? | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Are there important federal, state or local natural resources, including waterways, wildlife refuges, wetlands, or critical habitats of endangered or threatened species proximate to the site? | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Are there floodplains proximate to the site? | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Are there any institutional controls currently applicable to the site? | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. Describe on attachment the proximity to real property currently used for residential use, and to urban, commercial, industrial, agricultural, and recreational areas. See Attachment 7 | | | |
| 14. Describe on attachment the potential vulnerability of groundwater to contamination that might migrate from the site, including proximity to wellhead protection and groundwater recharge areas. See Attachment 7 | | | |
| 15. Describe on attachment the geography and geology of the site. See Attachment 7 | | | |
| (Note: the 16 th criteria relates to comments from the public, which would not be received at the time of application) | | | |

(By applicant who is an 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.

Date: _____ Signature: _____ Print Name: _____

(By an applicant other than an individual)

I certify that I am ***** (title) of _____ (entity); 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.

Date: 28 JUNE 2015 Signature: [Signature] Print Name: BRUCE A. KEVAN

SUBMITTAL INFORMATION:

Three (3) complete copies are required.

- Two (2) copies, one hard copy with original signatures and one electronic copy in Portable Document Format (PDF) on a CD or diskette, 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

- One (1) hard copy must be sent to the DEC regional contact in the regional office covering the county in which the site is located. Please check our website for the address of our regional offices: <http://www.dec.state.ny.us/website/der/index.html>

FOR DEPARTMENT USE ONLY

BCP SITE NO: _____ BCP SITE T&A CODE: _____ PROJECT MANAGER: _____

ATTACHMENT 1

OWNER INFORMATION

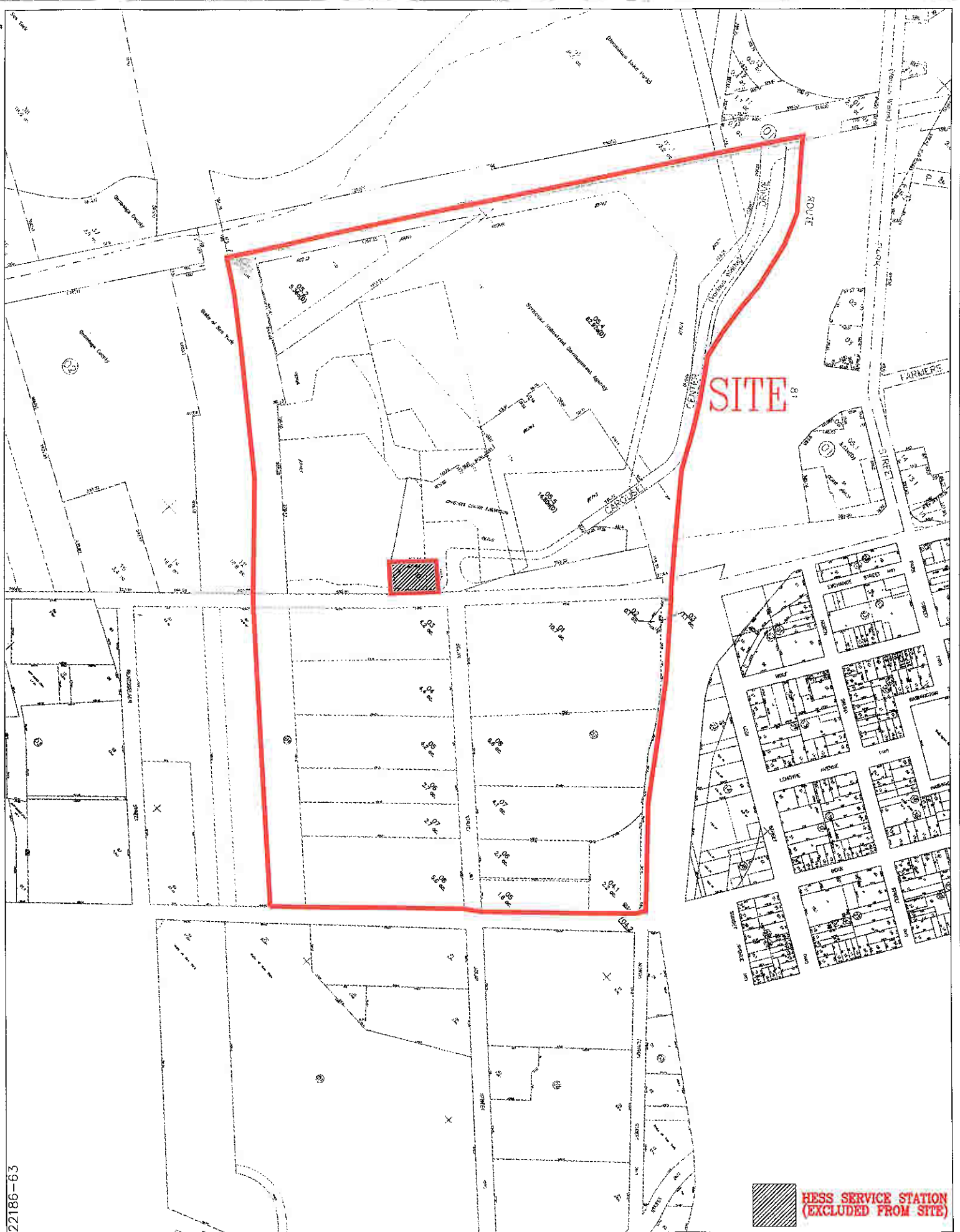
The boundaries of the Site are shown on the map included as Attachment 2. The Site includes the parcels identified below. The Site does not include Tax Parcel No. 114-02-10.1, reputedly owned by Hess Realty Corp.

| <u>Owner</u> | <u>Tax Parcel</u> | <u>Address</u> |
|-------------------------------|-------------------|----------------------------------|
| Carousel Center Company, LP* | 114-02-05.5 | 1 Carousel Center Drive |
| | 114-02-05.4 | 304 Hiawatha Blvd. W. |
| Pyramid Company of Onondaga | 114-02-05.2 | 350 Hiawatha Blvd. W. Rear |
| Pyramid Company of Onondaga | 116-01-03.0 | 401 Hiawatha Blvd. W. |
| Pyramid Company of Onondaga | 116-01-04.0 | 561 Solar St. to Barge Canal |
| Carousel Landing Company, LLC | 116-01-05.0 | 551 Solar St. to Barge Canal |
| Pyramid Company of Onondaga | 116-01-06.0 | 541 Solar St. to Barge Canal |
| Carousel Landing Company, LLC | 116-01-07.0 | 531 Solar St. to Barge Canal |
| ExxonMobil Oil Corporation | 116-01-08.0 | 300 Bear St. W. & Solar St. |
| Pyramid Company of Onondaga | 116-02-01.0 | 311 Hiawatha Blvd. & Solar St. |
| Woodstead Enterprises Ltd. | 116-02-03.0 | 108 Bear St. W. |
| SIDA | 116-02-04.1 | 200 Bear St. W. |
| Pyramid Company of Onondaga | 116-02-04.2 | 198 Bear St. W. |
| Carousel Landing Company, LLC | 116-02-05.0 | 250 Bear St. W. |
| ExxonMobil Oil Corporation | 116-02-06.0 | 502 Solar St. |
| SIDA | 116-02-07.0 | 540 Solar St. |
| Pyramid Company of Onondaga | 116-02-08.0 | 550 Solar St. |
| City of Syracuse | -- | Portion of Hiawatha Blvd. |
| City of Syracuse | -- | Portion of Solar Street |
| State of New York | -- | Portion of Hiawatha Blvd. |
| State of New York | -- | NYS Barge Canal Lands |
| State of New York | -- | Frontage along I-81 Right-of-Way |

* The Syracuse Industrial Development Agency ("SIDA") is the nominal owner of these two lots.

ATTACHMENT 2

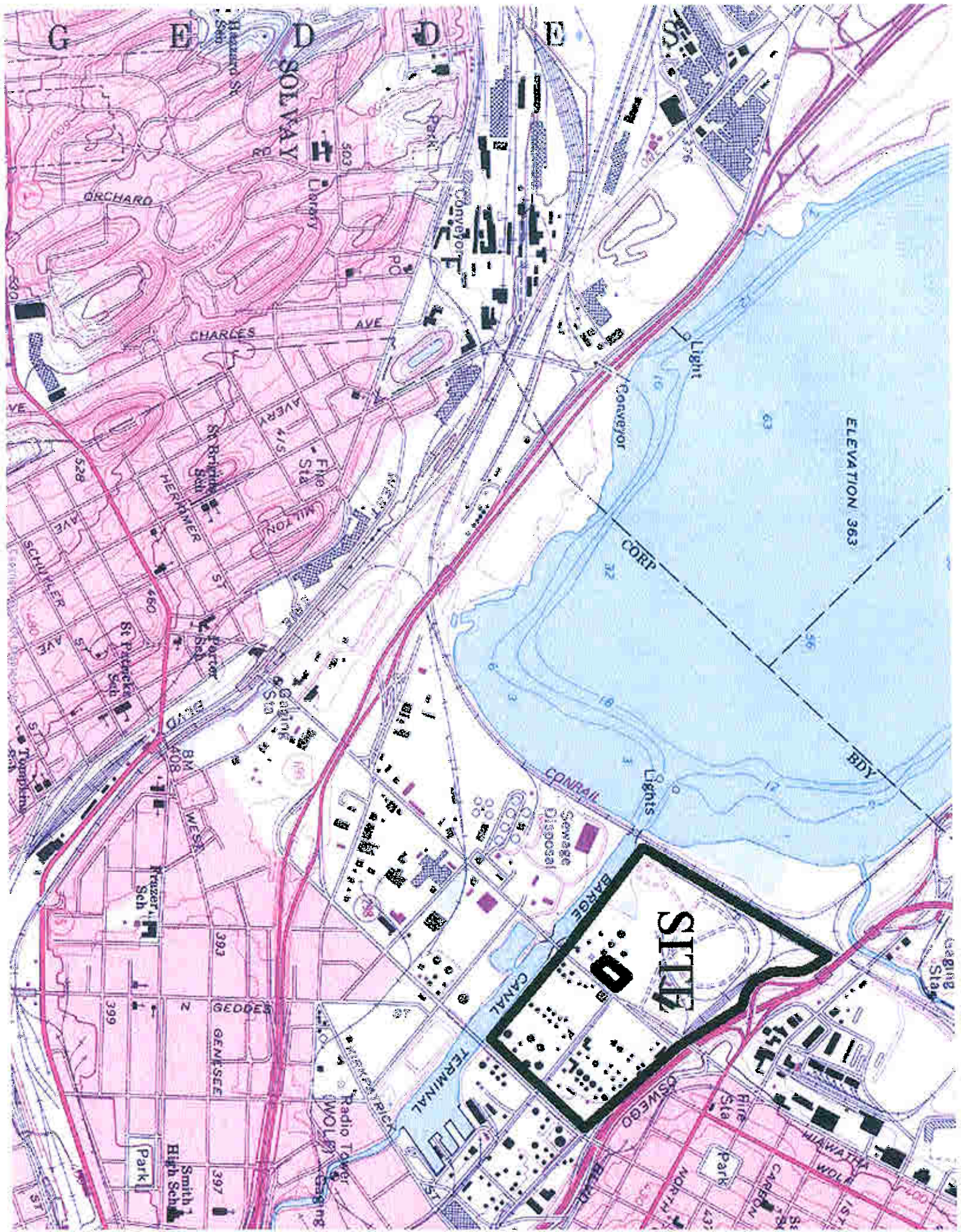
MAP OF THE SITE



HESS SERVICE STATION
(EXCLUDED FROM SITE)

ATTACHMENT 3

U.S.G.S 7.5 MINUTE QUAD MAP



ATTACHMENT 4

PROJECT DESCRIPTION

Purpose of the Project:

The Syracuse Lakefront is a roughly triangular shaped area generally bounded by Onondaga Lake, Interstate Route 690 and Interstate Route 81, and contains predominantly a mix of industrial and commercial uses. The Syracuse Lakefront has historically been used for heavy industrial uses. The area is generally considered to be underutilized. It has been targeted by the City of Syracuse and others for redevelopment intended to transform it from a blighted former industrial area, into a world class tourism and resort destination. This goal was recently reaffirmed and formalized in the City of Syracuse Comprehensive Plan adopted by the Syracuse Common Council in January 2005. However, because of extensive contamination in the area and the increased risk and cost associated with it, the Syracuse Lakefront properties have not been attractive to potential developers. The DestiNY USA project is recognized as the catalyst that is critical to the Syracuse Lakefront redevelopment.

Scope of the Project: The Site (as shown on Attachment 2) is planned to be redeveloped into DestiNY USA. DestiNY USA is planned to be a unique resort/tourism destination on an international scale, incorporating a mix of commercial, entertainment and tourism-related uses. At the same time, DestiNY USA is planned to serve as a living laboratory and showcase for development and implementation of state-of the art technologies in the areas of renewable energy resources, Homeland Security, information systems and others.

It is planned to be developed in phases. The first phase includes redevelopment of the entire Carousel Center site, including renovation and/or reconfiguration of existing space, construction of additional building space, multi-level parking facilities, and other improvements. DestiNY USA also includes the redevelopment of the former petroleum bulk storage and distribution facilities and other industrial properties in Oil City. Subsequent phases may expand the project into additional areas, including the Syracuse Inner Harbor.

Site Contamination: Petroleum and hazardous substances, including soils contaminated by petroleum, metals, volatile organic compounds, semi-volatile organic compounds, solvay waste and PCBs are present throughout the Site as a result of prior industrial activities. Groundwater throughout the Site is also known to be contaminated.

An extensive investigation of contamination at the Carousel Center portion of the Site was conducted prior to development of Carousel Center. Voluntary remedial activities conducted with regulatory oversight by the NYSDEC have already been implemented at Carousel Center. Such activities included construction and operation of a containment cell to manage hazardous waste; collection and treatment of all surface and groundwater

that came into contact with soils during construction; remediation of petroleum contaminated soils; and capping of contaminated soils. Certain activities are ongoing, including treatment of groundwater, operation and maintenance of the containment cell, maintenance of the asphalt cap and required monitoring.

Remedial actions have also been implemented in the Oil City portion of the Site. Several of prior owners entered into consent orders whereby they agreed to implement pre-arranged work plans to address certain identified contamination. Required remediation to agreed upon standards that were premised on the property remaining vacant. At the time such consent orders were entered into, NYSDEC acknowledged that additional remediation would be necessary in connection with redevelopment.

Although isolated portions of the Site have been subject to remedial activities as described above, contaminants remain throughout the Site which will or may complicate redevelopment. A report prepared by S & W Redevelopment of North America, LLC ("S & W"), a company with extensive Brownfield redevelopment experience, assessing the presence of contamination at the Site and whether such contamination will complicate redevelopment is attached as Exhibit 1.

Estimated Project Schedule:

The Applicant (or one or more affiliates) is planning to commence construction in Spring 2005. It is further planning to integrate required management and remediation activities into the overall redevelopment. Construction will likely occur in stages, with the initial stage projected to take approximately twelve (12) months to complete.

EXHIBIT 1

S & W REPORT

S&W Redevelopment

of North America, LLC

430 East Genesee Street
Suite 401
Syracuse, NY 13202
tel: (315) 422-4010
fax: (315) 422-2123
web: www.swrdev.com

May 13, 2005

Bruce A. Kenan
DestiNY USA
4 Clinton Square
Syracuse, NY 13202

Re: Oil City/Carousel Center Brownfield Application

Dear Mr. Kenan:

You have asked S&W Redevelopment of North America, LLC ("S&W") to examine the eligibility of the Oil City/Carousel Center site ("Site") for participation in the recently enacted Brownfield Cleanup Program ("BCP"). The Site is depicted on the map attached hereto as Appendix A. This assessment includes whether contamination does or is likely to exist at the Site and whether such contamination will or may complicate efforts to redevelop the Site into the DestiNY USA project. As set forth below, it is our opinion that known and suspected contamination exists at the Site, which will or may complicate redevelopment.

Section 1 - Contamination

The Site has a long history of heavy industrial uses. Carousel Center was previously occupied by a scrap metal yard, concrete plant and petroleum bulk storage facilities. Oil City was predominantly occupied by petroleum bulk storage and distribution facilities. These industrial operations over time have resulted in the presence of a variety of contaminants in the Site soil and groundwater, including, among other things, petroleum, metals, PCBs, Volatile Organics ("VOCs"), Semi-Volatile Organic Compounds ("SVOCs"), chlorinated solvents and Solvay process waste materials ("Solvay Waste").

Under the BCP, "contaminant" is defined as "petroleum" (as defined in Navigation Law §172) or "hazardous waste" (as defined in Environmental Conservation Law ("ECL") §27-1301, ECL §27-1405. By definition, "hazardous waste" includes "hazardous substances" as defined in ECL §37-0103, ECL §27-1301. Those substances are listed at 6 NYCRR §597. Attached as Appendix B is a table identifying what contaminants are present in different areas of the Site. In summary, these contaminants include:

1. Petroleum, metals; VOCs, SVOCs, Solvay Waste and possibly PCBs are present in the soil throughout the Carousel Center portion of the Site. Petroleum is present in soil throughout the Oil City portion of the Site. Metals are present in localized areas.

2. A significant volume of solvent (primarily Trichloroethylene) contaminated soil from the former Clark property is encapsulated in a containment structure in the northwest portion of Carousel Center. Concentrations in soil are as high as 2,800ppb TCE and 28,000ppb Toluene. Contaminated groundwater continues to exist within the structure.
3. Petroleum is present in groundwater throughout the Site.
4. Contaminated groundwater exists throughout the area underlying Carousel Center. NYSDEC requires that all groundwater from Carousel Center must undergo treatment prior to discharge pursuant to a SPDES permit. There is also a groundwater interception and treatment system in the vicinity of the former Hess Terminal operating in connection with remediation of petroleum impacted soil and groundwater.

Areas of known or suspected contamination at the Site are depicted on Appendix A. An index of supporting documentation is presented as Appendix C.

Section 2 - Complication of Redevelopment

The contaminants at the Site will complicate redevelopment. Based on our extensive experience in this area, efforts to manage contamination in the absence of any defined regulatory framework, such as the BCP, would make redevelopment of the Site wholly unmanageable. Absent a predictable regulatory program, where the effects of managing contamination could be quantified (in terms of cost, effort, timing, etc.) redevelopment would be very complicated.

However, even within the framework of the BCP, compliance with regulatory requirements to manage Site contamination will have significant impacts on overall design, environmental quality, construction schedule, costs, and safety during construction.

Taking into account such contamination, redevelopment will likely involve at least the following complications:

1. A soil management plan will need to be developed and implemented that defines how soils will be tested, excavated, handled and disposed of during construction, increasing cost and complicating construction logistics.
2. If disturbed or exposed, contaminated soils which exceed current TAGM standards will require characterization and remedial action, which could include off-site disposal.
3. Groundwater encountered in connection with construction activities will have to be properly managed, which would create logistical difficulties and will require increased testing, storage and treatment costs.



4. Characteristics of the contamination may cause nuisances, such as odors, and/or other hazards that would have to be managed.
5. An assessment must be made to determine whether any building features or engineering controls are required. Technical, engineering and/or regulatory requirements will likely have to be incorporated into the project design. Reviewing agencies may not approve of a particular design or remedial approach. The design process is also constrained by the responsiveness of the regulators.
6. Removal of or modification to the Clark containment structure will trigger technical, engineering and regulatory requirements that will complicate redevelopment efforts
7. Construction schedules must integrate steps required to remediate contamination with construction sequencing.
8. Ongoing engineering controls will likely be required, including regular operation, maintenance and monitoring.
9. Workers will likely be required to have OSHA approved training in order to operate in the affected areas, and a more comprehensive health & safety plan is likely needed.

Section 5 - Conclusion

Based on review of existing documentation and our experience with redevelopment of contaminated properties under the BCP, it is our opinion that contaminants (as defined in ECL §27-1405) are present or potentially present at the Oil City/Carousel Center Site and that such contaminants will or may complicate redevelopment.

If we can be of further assistance, please do not hesitate to contact us.

Very truly yours,

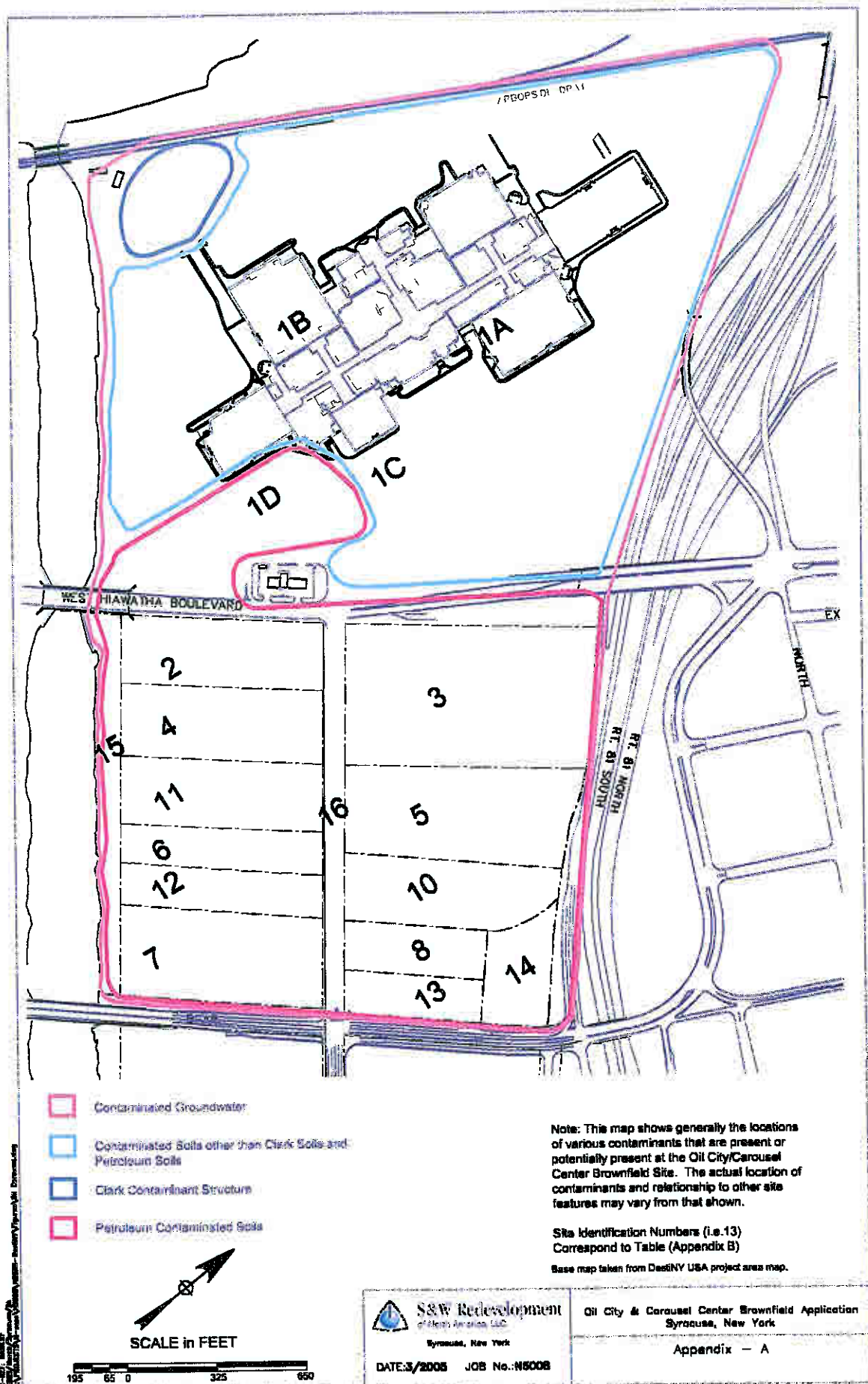
S&W REDEVELOPMENT OF NORTH AMERICA, LLC



David W. Stonor, CPG
President

DWS/drs





APPENDIX B - OIL CITY/CAROUSEL BROWNFIELD APPLICATION
Contaminants Detected

| Parcel Number | Oil City Areas | | | | | | | | | | Carousel Center Area | | | | | | | |
|------------------------|-------------------|-----------------------|-----------------------|------------------------|------------------------|---------------------|---------------------|---------------------------|--------------------|--------------------|----------------------|---------------------|-----------------|--------------|-----------------|---------------------|-----------------------|--------------------|
| | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 1A | 1B | 1C | 1D |
| Parameter | Former VAD Parcel | Former Sun Oil Parcel | Former Sun Oil Parcel | Former Atlantic Parcel | Former Atlantic Parcel | Former Mobil Parcel | Former Mobil Parcel | Former Alaskan Oil Parcel | Former Cigo Parcel | Former Cigo Parcel | Former Scotman Press | Former Upstate Milk | NYC Barge Canal | Solar Street | Marley's Parcel | Former Clark Parcel | Former Buckeye Parcel | Former Hees Parcel |
| acetonaphthene | X | | | | | | | | | | | | | | | | | |
| acetonaphthylene | X | | | | | | | | | | | | | | | | | |
| fluorene | X | | | | | | | | | | | | | | | | | |
| phenanthrene | X | | | | | | | | | | | | | | | | | |
| anthracene | X | | | | | | | | | | | | | | | | | |
| fluoranthene | X | | | | | | | | | | | | | | | | | |
| pyrene | X | | | | | | | | | | | | | | | | | |
| benzo(a)anthracene | X | | | | | | | | | | | | | | | | | |
| chrysene | X | | | | | | | | | | | | | | | | | |
| benzo(b)fluoranthene | X | | | | | | | | | | | | | | | | | |
| benzo(k)fluoranthene | X | | | | | | | | | | | | | | | | | |
| benzo(a)pyrene | X | | | | | | | | | | | | | | | | | |
| benzo(a,h)pyrene | X | | | | | | | | | | | | | | | | | |
| albenzo(a,h)anthracene | X | | | | | | | | | | | | | | | | | |
| indeno(1,2,3-cd)pyrene | X | | | | | | | | | | | | | | | | | |
| naphthalene | X | | | | | | | | | | | | | | | | | |
| benzene | X | | | | | | | | | | | | | | | | | |
| toluene | X | | | | | | | | | | | | | | | | | |
| ethylbenzene | X | | | | | | | | | | | | | | | | | |
| m,p-xylene | X | | | | | | | | | | | | | | | | | |
| o-xylene | X | | | | | | | | | | | | | | | | | |
| isopropylbenzene | X | | | | | | | | | | | | | | | | | |
| n-propylbenzene | X | | | | | | | | | | | | | | | | | |
| 1,3,5-trimethylbenzene | X | | | | | | | | | | | | | | | | | |
| 1,2,4-trimethylbenzene | X | | | | | | | | | | | | | | | | | |
| sec-butylbenzene | X | | | | | | | | | | | | | | | | | |
| tert-butylbenzene | X | | | | | | | | | | | | | | | | | |
| p-isopropyltoluene | X | | | | | | | | | | | | | | | | | |
| n-butylbenzene | X | | | | | | | | | | | | | | | | | |
| naphthalene | X | | | | | | | | | | | | | | | | | |
| 1,2-dichlorobenzene | | | | | | | | | | | | | | | | | | |
| bromobenzene | | | | | | | | | | | | | | | | | | |
| 1,2,3-trichlorobenzene | | | | | | | | | | | | | | | | | | |
| 1,2,4-trichlorobenzene | | | | | | | | | | | | | | | | | | |
| 1,4-dichlorobenzene | | | | | | | | | | | | | | | | | | |
| PCBS | | | | | | | | | | | | | | | | | | |
| sodium | | | | | | | | | | | | | | | | | | |
| chromium | | | | | | | | | | | | | | | | | | |
| copper | | | | | | | | | | | | | | | | | | |
| mercury | | | | | | | | | | | | | | | | | | |
| nickel | | | | | | | | | | | | | | | | | | |
| zinc | | | | | | | | | | | | | | | | | | |
| barium | | | | | | | | | | | | | | | | | | |

* Parcel numbers correspond to locations shown on Figure (Appendix A)

Red indicates petroleum compounds

Compiled from Appendix C Documents

Listed Hazardous Substances per 6NYCRR Part 595

APPENDIX C

SUPPORTING DOCUMENTS

Alaskan Oil, Inc. October 12, 1993. Letter to Syracuse Industrial Development Agency
Re: *Comments on the DEIS, O'Brien & Gere/SIDA, Solar Street Condemnation.*

Alpha Geoscience, April 1998. *Confirmatory Investigation Report for the Former Buckeye Property, 401 West Hiawatha Boulevard, Syracuse, New York.*

Alpha Geoscience, June 1998. *Remediation Plan for the Former Buckeye Property, 401 West Hiawatha Boulevard, Syracuse, New York.*

Alpha Geoscience, June 1998. *Site Investigation 500 Solar Street, Syracuse, New York (Alaskan Property).*

Alpha Geoscience, May 1998. *Supplemental Investigation Report for the Former Buckeye Property, 401 West Hiawatha Boulevard, Syracuse, New York.*

C&H Engineers, P.C. July 27, 1993. Letter to Harter, Secrest & Emery Re: *Upstate Milk Cooperative Groundwater Sampling.*

C&H Engineers, P.C. October 19, 1993. Letter to Harter, Secrest & Emery Re: *Upstate Milk (Ceiling tile and coal/incinerator ash analysis results).*

C&H Engineers, P.C. September 1993. *Environmental Review, Portion of Upstate Milk Cooperative, Inc. Lot, 121 West Bear Street, Syracuse, New York.*

Certified Environmental Services, Inc. October 5, 1993. Letter to Alaskan Oil, Inc. Re: *DEIS by O'Brien & Gere Engineers – Solar Street Condemnation.*

Dunn Geoscience, January 1988. *Environmental Site Evaluation, Proposed Carousel Center, Syracuse, New York.*

Dunn Geoscience, July 1988. *Hydrogeologic Conditions at The Marley Property, Proposed Carousel Center Mall, Syracuse, New York.*

Environmental Products and Services, Inc. February 1999. *Subsurface Investigation Report, Syracuse Barge Canal, Oil City, Syracuse New York.*

Groundwater & Environmental Services, Inc, March 1998. *Supplemental Soil and Groundwater Investigation, Mobil Terminal #31-009 502 Solar Street Syracuse, New York.*

Groundwater & Environmental Services, Inc, May 1998. *Supplemental Subsurface Investigation Report, Syracuse Terminal Properties, Syracuse, New York.*

Groundwater & Environmental Services, Inc. May 1999. *Solar Street Soil Investigation, Oil City Site, Syracuse, New York.*

Groundwater & Environmental Services, Inc. January 2000. *1999 Supplemental Investigation Report, Sunoco Oil City Site, Syracuse, New York.*

Groundwater & Environmental Services, Inc. March 2001. *Idle Pipeline Removal and Soil Excavation Report, Former Mobil Syracuse Terminal, 502 Solar Street, Syracuse, New York.*

Groundwater & Environmental Services, Inc. April 2000. *Final Engineering Report, CITGO Petroleum Corporation Syracuse Terminal Properties.*

Groundwater & Environmental Services, Inc. December 2002. *Remedial Progress Investigation, Citgo Petroleum Corporation, Former Terminal Properties, Syracuse, New York.*

Groundwater & Environmental Services, Inc. October 2002. *Site Status Report, Former Mobil Oil Terminal #31-009, "Oil City", 502 Solar Street, Syracuse, New York.*

ATTACHMENT 5

PREVIOUS OWNERS/OPERATORS

| <u>Previous Owners/Operators:</u> | <u>Property</u> |
|---|-----------------|
| Abe Cooper Syracuse, Inc. 112 Dewitt Street PO Box 11067 Syracuse, New York 13218 Telephone: Unknown | Carousel Center |
| Amerada Hess Corporation 1 Hess Plaza Woodbridge, New Jersey 07095-0961 Telephone: (212) 964-7712 | Carousel Center |
| Buckeye Tank Terminals, L.P. 5002 Buckeye Road Emmaus, Pennsylvania 18049 Telephone: (610) 965-4875 | Carousel Center |
| Clark Concrete Co., Inc. 434 East Brighton Avenue Syracuse, New York 13210 Telephone: (315) 478-4101 | Carousel Center |
| Consolidated Rail Corporation Huff Avenue Manville, New Jersey 08835 Telephone: (908) 722-7758 | Carousel Center |
| State of New York New York State Department of Transportation 50 Wolf Road Albany, New York 12232 Telephone: (518) 471-5010 | Carousel Center |

Buckeye Tank Terminals, LP
5002 Buckeye Road
Emmaus, Pennsylvania 18049
Telephone: (610) 965-4875

401 Hiawatha Blvd. W.

Sunoco, Inc. (R&M)
Ten Penn Center
1801 Market Street
Philadelphia, Pennsylvania 19103
Telephone: (215) 977-3000

311 Hiawatha Blvd. W.
561 Solar St.

Atlantic Refining & Marketing Corp.
Ten Penn Center
1801 Market Street
Philadelphia, Pennsylvania 19103
Telephone: (215) 977-3000

550 Solar St.
561 Solar St.

CITGO Petroleum Corporation
1293 Eldridge Parkway
Houston, Texas 77077
Telephone: (832) 486-4000

531 Solar St.
551 Solar St.

Alterm, Inc.
c/o Alaskan Oil, Inc.
PO Box 536
2020 Lemoyne Avenue
Syracuse, New York 13211
Telephone: (315) 471-6490

540 Solar St.

Upstate Farms Cooperative, Inc.
25 Anderson Road
Buffalo, New York 14225
Telephone: (716) 892-3156

200 Bear St. W.

Badoud Properties, LLC
755 Broomley Road
Charlottesville, Virginia 22901
Telephone: Unknown

250 Bear St. W.

The Applicant is not related to the prior owners/operators of the Site.

ATTACHMENT 6

CONTACT LIST INFORMATION

Local Officials:

Honorable Matthew J. Driscoll
Mayor
City Hall, Room 203
233 East Washington Street
Syracuse, New York 13202
Telephone: (315) 448-8005

Honorable Nicholas J. Pirro
County Executive
John H. Mulroy Civic Center, 14th Floor
421 Montgomery Street
Syracuse, New York 13202
Telephone: (315) 435-3516

Linda DeFinchy
Chair
Zoning Board of Appeals
City Hall Commons, Room 212
201 East Washington Street
Syracuse, New York 13202
Telephone: (315) 448-8640

Karen Kitney
Director
Syracuse-Onondaga County Planning Agency
John H. Mulroy Civic Center, 11th Floor
421 Montgomery Street
Syracuse, New York 13202
Telephone: (315) 435-2611

Site Owners/Adjacent Land Owners:

The Site owners are identified in Attachment 1. One or more related entities that are not precluded from eligibility may obtain ownership interests in the Site and may become the signatory(ies) to, or successors or assigns of, the Brownfield Cleanup Agreement.

Adjacent Property Owners are:

Hess Realty Corp.
14-30 Astoria Boulevard
Astoria, New York 11102
Telephone: Unknown

People of the State of New York
New York State Canal Corporation
200 Southern Boulevard
Albany, New York
Telephone: (518) 457-6195

Chemical Properties, Inc.
3802 Corporex Drive
Tampa, Florida 33619
Telephone: Unknown

People of the State of New York
New York State Department of Transportation
50 Wolf Road
Albany, New York 12232
Telephone: (518) 471-5010

El Paso Corporation
1001 Louisiana Street
Houston, Texas 77002
Telephone: (713) 420-2600

Buckeye Pipeline Company, LP
1200 Smith Street, Suite 1000
Houston, Texas 77002
Telephone: (832) 615-8624

Local news media:

The Post Standard
Clinton Square
PO Box 4915
Syracuse, New York 13221-4915
Telephone: (315) 470-0011

Public water supplier:

City of Syracuse Water Department
101 North Beech Street
Syracuse, New York 13210

No person has requested to be placed on the Site Contact List.

There is no school or day care facility located on or nearby the Site.

A document repository for the project is located at:

Onondaga County Public Library
447 South Salina Street
Syracuse, New York 13204
Telephone: (315) 435-1900

ATTACHMENT 7

LAND USE FACTORS

Description of proximity to real property currently used for residential use, and to urban, commercial, industrial, agricultural and recreational use:

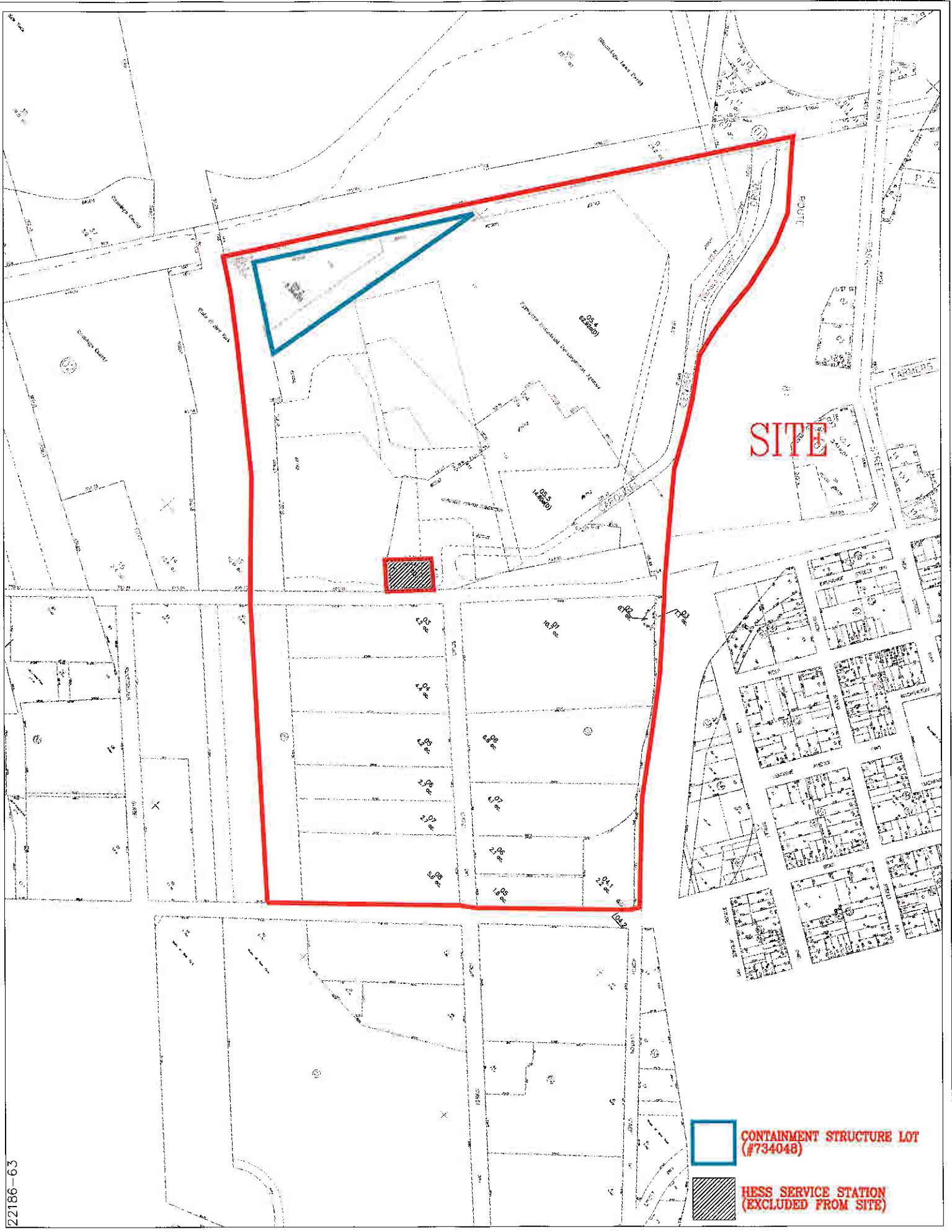
The Site is not located proximate to any residential, agricultural or recreational use. The Site is bordered by Onondaga Lake to the northwest, the New York State Barge Canal and the Onondaga County Metropolitan Sewage Treatment Plant to the southwest. Bear Street and vacant industrial land to the southeast and Interstate Route 81 to the northeast. Across Interstate Route 81 is a mix of commercial and industrial uses. A gasoline service station owned and operated by Amerada Hess Corporation is surrounded by but not part of, the Site.

Description of potential vulnerability of groundwater to contamination that might migrate from the Site:

NYSDEC has previously concluded that groundwater in the vicinity of the Site is contaminated as a result of the various heavy industrial uses that have existed in the area. Groundwater flow in the vicinity of the Site is generally toward the New York State Barge Canal and Onondaga Lake. Migration of contaminated groundwater from the Site is likely unless proper measures to prevent such migration are implemented, or to the extent such measures already exist, continued.

Description of geography and geology of the Site:

The Site is a relatively low excavation area immediately southeast of Onondaga Lake. It is located in the Erie-Ontario Lowland physiographic province. The bedrock underlying the Site is the Vernon Formation, which is overlain by soil of glacial origin. The natural soil in the area contains low permeability silt and clay overlying a thick sequence of very low permeability glaciolacustrine clay. The Site was originally a salt marsh used in connection with salt production into the early 1900's. Thereafter, through approximately 1930, mixed fill was disposed of at the Site. Portions of the Site were used for the disposal of Solvay Process Company byproducts between 1907 and 1910 and between 1924 and 1930.



SITE

 CONTAINMENT STRUCTURE LOT
(#734048)

 HESS SERVICE STATION
(EXCLUDED FROM SITE)