



## BROWNFIELD CLEANUP PROGRAM (BCP) APPLICATION TO AMEND BROWNFIELD CLEANUP AGREEMENT AND AMENDMENT

### PART I. BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION

Check the appropriate box below based on the nature of the amendment modification requested:

☐ Amendment to [check one or more boxes below]

- ☐ Add
- ☐ Substitute
- ☐ Remove
- ☐ Change in Name

applicant(s) to the existing Brownfield Cleanup Agreement [*Complete Section I-IV below and Part II*]

Does this proposed amendment involve a transfer of title to all or part of the brownfield site? ☒ Yes ☐ No

If yes, pursuant to 6 NYCRR Part 375-1.11(d), a Change of Use form should have been previously submitted. If not, please submit this form with this Amendment. See <http://www.dec.ny.gov/chemical/76250.html>

- ☒ Amendment to modify description of the property(ies) listed in the existing Brownfield Cleanup Agreement [*Complete Sections I and V below and Part II*]
- ☐ Amendment to Expand or Reduce property boundaries of the property(ies) listed in the existing Brownfield Cleanup Agreement [*Complete Section I and V below and Part II*]
- ☐ **Sites in Bronx, Kings, New York, Queens, or Richmond counties ONLY:** Amendment to request determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit. Please answer questions on the supplement at the end of the form.
- ☒ Other (explain in detail below)

Please provide a brief narrative on the nature of the amendment:

Boundary change and property owner change.  
See Attached Narrative

**\*Please refer to the attached instructions for guidance on filling out this application\***

Section I. Existing Agreement Information			
BCP SITE NAME: 1777 East Henrietta Road		BCP SITE NUMBER: C828192	
NAME OF CURRENT APPLICANT(S): Getinge USA Sales, LLC, Getinge USA, Inc.			
INDEX NUMBER OF EXISTING AGREEMENT: 828192-6-16 DATE OF EXISTING AGREEMENT: 7-20-16			
Section II. New Requestor Information (if no change to Current Applicant, skip to Section V)			
NAME			
ADDRESS			
CITY/TOWN		ZIP CODE	
PHONE	FAX	E-MAIL	
Is the requestor authorized to conduct business in New York State (NYS)? <input type="checkbox"/> Yes <input type="checkbox"/> No			
<ul style="list-style-type: none"> <li>If the requestor is a Corporation, LLC, LLP or other entity requiring authorization from the NYS Department of State to conduct business in NYS, the requestor's name must appear, exactly as given above, in the NYS Department of State's (DOS) Corporation &amp; Business Entity Database. A print-out of entity information from the DOS database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.</li> </ul>			
NAME OF NEW REQUESTOR'S REPRESENTATIVE			
ADDRESS			
CITY/TOWN Henrietta		ZIP CODE	
PHONE	FAX	E-MAIL	
NAME OF NEW REQUESTOR'S CONSULTANT (if applicable)			
ADDRESS			
CITY/TOWN		ZIP CODE	
PHONE	FAX	E-MAIL	
NAME OF NEW REQUESTOR'S ATTORNEY (if applicable)			
ADDRESS			
CITY/TOWN		ZIP CODE	
PHONE	FAX	E-MAIL	
Requestor must submit proof that the party signing this Application and Amendment has the authority to bind the Requestor. This would be documentation from corporate organizational papers, which are updated, showing the authority to bind the corporation, or a Corporate Resolution showing the same, or an Operating Agreement or Resolution for an LLC. Is this proof attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
Describe Requestor's Relationship to Existing Applicant:			

**Section III. Current Property Owner/Operator Information (only include if new owner/operator or new existing owner/operator information is provided, and highlight new information)**

OWNER'S NAME (if different from requestor) Kerry Ventures Tech Park, LLC

ADDRESS 195 Middle Road, Suite 400

CITY/TOWN Henrietta

ZIP CODE 14467

PHONE

FAX

E-MAIL sean@donohoemgmt.com

OPERATOR'S NAME (if different from requestor or owner)

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

**Section IV. Eligibility Information for New Requestor (Please refer to ECL § 27-1407 for more detail)**

If answering "yes" to any of the following questions, please provide an explanation as an attachment.

1. Are any enforcement actions pending against the requestor regarding this site? ☐ Yes ☐ No
2. Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site? ☐ Yes ☐ No
3. Is the requestor subject to an outstanding claim by the Spill Fund for this site? ☐ Yes ☐ No  
Any questions regarding whether a party is subject to a spill claim should be discussed with the Spill Fund Administrator.
4. Has the requestor been determined in an administrative, civil or criminal proceeding to be in violation of i) any provision of the subject law; ii) any order or determination; iii) any regulation implementing ECL Article 27 Title 14; or iv) any similar statute, regulation of the state or federal government? If so, provide an explanation on a separate attachment. ☐ Yes ☐ No
5. Has the requestor previously been denied entry to the BCP? If so, include information relative to the application, such as name, address, Department assigned site number, the reason for denial, and other relevant information. ☐ Yes ☐ No
6. Has the requestor been found in a civil proceeding to have committed a negligent or intentionally tortious act involving the handling, storing, treating, disposing or transporting of contaminants? ☐ Yes ☐ No
7. Has the requestor been convicted of a criminal offense i) involving the handling, storing, treating, disposing or transporting of contaminants; or ii) that involves a violent felony, fraud, bribery, perjury, theft, or offense against public administration (as that term is used in Article 195 of the Penal Law) under federal law or the laws of any state? ☐ Yes ☐ No
8. Has the requestor knowingly falsified statements or concealed material facts in any matter within the jurisdiction of the Department, or submitted a false statement or made use of or made a false statement in connection with any document or application submitted to the Department? ☐ Yes ☐ No
9. Is the requestor an individual or entity of the type set forth in ECL 27-1407.9(f) that 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
10. Was the requestor's participation in any remedial program under DEC's oversight terminated by DEC or by a court for failure to substantially comply with an agreement or order? ☐ Yes ☐ No
11. Are there any unregistered bulk storage tanks on-site which require registration? ☐ Yes ☐ No

THE NEW REQUESTOR MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL §27-1405 (1) BY CHECKING ONE OF THE BOXES BELOW:

☐ PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination 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 contamination.

☐ VOLUNTEER

A requestor other than a participant, including a requestor 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.

NOTE: By checking this box, a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site 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; iii) prevent or limit human, environmental, or natural resource exposure to any previously released hazardous waste.

**If a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site, submit a statement describing why you should be considered a volunteer – be specific as to the appropriate care taken.**

Requestor's Relationship to Property (check one):

☐ Prior Owner ☐ Current Owner ☐ Potential /Future Purchaser ☐ Other \_\_\_\_\_

If requestor is not the current site owner, **proof of site access sufficient to complete the remediation must be submitted.** Proof must show that the requestor will have access to the property before signing the BCA and throughout the BCP project, including the ability to place an easement on the site Is this proof attached? ☐ Yes ☐ No

**Note: a purchase contract does not suffice as proof of access.**

#### Section V. Property description and description of changes/additions/reductions (if applicable)

ADDRESS

CITY/TOWN

ZIP CODE

TAX BLOCK AND LOT (TBL) (in existing agreement )

Parcel Address	Parcel No.	Section No.	Block No.	Lot No.	Acreage
1777 East Henrietta Road, Henrietta Road, Henrietta, NY		162	10	1-1	35.006

Check appropriate boxes below:



Changes to metes and bounds description or TBL correction

See Attached Narrative



Addition of property (may require additional citizen participation depending on the nature of the expansion – see attached instructions)

Approximate acreage added: \_\_\_\_\_

**ADDITIONAL PARCELS:**

Parcel Address	Parcel No.	Section No.	Block No.	Lot No.	Acreage



Reduction of property

Approximate acreage removed: \_\_\_\_\_

**PARCELS REMOVED:**

Parcel Address	Parcel No.	Section No.	Block No.	Lot No.	Acreage

If requesting to modify a metes and bounds description or requesting changes to the boundaries of a site, please attach a revised metes and bounds description, survey, or acceptable site map to this application.

# Supplement to the Application To Amend Brownfield Cleanup Agreement And Amendment - Questions for Sites Seeking Tangible Property Credits in New York City ONLY.

Property is in Bronx, Kings, New York, Queens, or Richmond counties.	<input type="checkbox"/> Yes <input type="checkbox"/> No
Requestor seeks a determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit.	<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>Please answer questions below and provide documentation necessary to support answers.</b>	
1. Is at least 50% of the site area located within an environmental zone pursuant to Tax Law 21(6)? Please see <a href="#">DEC's website</a> for more information.	<input type="checkbox"/> Yes <input type="checkbox"/> No
2. Is the property upside down as defined below?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>From ECL 27-1405(31):</b>  "Upside down" shall mean a property where the projected and incurred cost of the investigation and remediation which is protective for the anticipated use of the property equals or exceeds seventy-five percent of its independent appraised value, as of the date of submission of the application for participation in the brownfield cleanup program, developed under the hypothetical condition that the property is not contaminated.	
3. Is the project an affordable housing project as defined below?	<input type="checkbox"/> Yes <input type="checkbox"/> No
From 6 NYCRR 375- 3.2(a) as of August 12, 2016:  (a) "Affordable housing project" means, for purposes of this part, title fourteen of article twenty seven of the environmental conservation law and section twenty-one of the tax law only, a project that is developed for residential use or mixed residential use that must include affordable residential rental units and/or affordable home ownership units.  (1) Affordable residential rental projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which defines (i) a percentage of the residential rental units in the affordable housing project to be dedicated to (ii) tenants at a defined maximum percentage of the area median income based on the occupants' households annual gross income.  (2) Affordable home ownership projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which sets affordable units aside for home owners at a defined maximum percentage of the area median income.  (3) "Area median income" means, for purposes of this subdivision, the area median income for the primary metropolitan statistical area, or for the county if located outside a metropolitan statistical area, as determined by the United States department of housing and urban development, or its successor, for a family of four, as adjusted for family size.	

## PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: 1777 East Henrietta Road	BCP SITE NUMBER: C828192
NAME OF CURRENT APPLICANT(S): Getinge Sales, USA, LLC, Getinge USA, Inc.	
INDEX NUMBER OF EXISTING AGREEMENT: C828192-6-16	
EFFECTIVE DATE OF EXISTING AGREEMENT: 07-20-2016	

### Declaration of Amendment:

By the Requestor(s) and/or Applicant(s) signatures below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. This Amendment is made in accordance with and subject to all of 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.

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.

### Statement of Certification and Signatures: New Requestor(s) (if applicable)

(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. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

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

Print Name: \_\_\_\_\_

(Entity)

I hereby affirm 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.

\_\_\_\_\_ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

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

Print Name: \_\_\_\_\_



**Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)**

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

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

Print Name: \_\_\_\_\_

(Entity)

I hereby affirm that I am Director (title) of Gehrig USA Sales, LLC "Gehrig" (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. \_\_\_\_\_ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 5/13/20 Signature: [Signature]

Print Name: Hirk F. Roth

**REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT**

Status of Agreement:

☒ PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination 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 contamination.

☐ VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.

Effective Date of the Original Agreement: 07/20/2016

Signature by the Department:

DATED: 12/28/2020

NEW YORK STATE DEPARTMENT OF  
ENVIRONMENTAL CONSERVATION

By:

[Signature]  
Michael J. Ryan, P.E., Director  
Division of Environmental Remediation



**Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)**

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

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

Print Name: \_\_\_\_\_

(Entity)

I hereby affirm that I am Director (title) of Getinge USA, INC. which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. The signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 5/13/20 Signature: [Signature]

Print Name: Mark F. Roth

**REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT**

Status of Agreement:

☐ PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination 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 contamination.

☐ VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.

**Effective Date of the Original Agreement:**

**Signature by the Department:**

DATED:

NEW YORK STATE DEPARTMENT OF  
ENVIRONMENTAL CONSERVATION

By:

\_\_\_\_\_  
Michael J. Ryan, P.E., Director  
Division of Environmental Remediation

**SUBMITTAL INFORMATION:**

- **Two (2)** copies, one hard copy with original signatures and one electronic copy in Portable Document Format (PDF) 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

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**FOR DEPARTMENT USE ONLY**

**BCP SITE T&A CODE:**\_\_\_\_\_ **LEAD OFFICE:**\_\_\_\_\_

**PROJECT MANAGER:**\_\_\_\_\_







**Phillips Lytle LLP**

Via FedEx

November 7, 2019

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

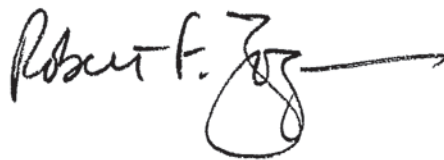
Re: Notice of Transfer of Title  
Brownfield Cleanup Program  
Site Name: 1777 East Henrietta Road  
Site Number: C828192

Enclosed is a Notice of Transfer of Title to the above-referenced site.

Please do not hesitate to contact the undersigned with any questions.

Very truly yours,

Phillips Lytle LLP

By 

Robert F. Zogas  
Enclosure

Doc #1250967.1

ATTORNEYS AT LAW

ROBERT F. ZOGAS, PARTNER DIRECT 585 238 2007 RZOGAS@PHILLIPSLYTLE.COM

28 EAST MAIN STREET SUITE 1400 ROCHESTER, NY 14614-1935 PHONE 585 238 2000 FAX 585 232 3141

NEW YORK: ALBANY, BUFFALO, CHAUTAUQUA, GARDEN CITY, NEW YORK, ROCHESTER | WASHINGTON, DC | CANADA: WATERLOO REGION | PHILLIPSLYTLE.COM



**Chief, Site Control Section**

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

**NOTICE OF TRANSFER OF TITLE**

**Brownfield Cleanup Program**

**Pursuant to 6 NYCRR Part 375-1.9(f)**

1777 East Henrietta Road, C828192

1777 East Henrietta Road, Monroe County, Henrietta NY

**PLEASE TAKE NOTICE**, that 1777 East Henrietta Road (site name) is located at 1777 East Henrietta Road, Monroe County, Henrietta, NY and consists of approximately 34.90 acres, a map of which is attached as Exhibit A (the "Site"). The Tax Map Identification Number for the Site is: 162.10-1-1. The Site is bearing DEC site number: C828192.

**PLEASE TAKE NOTICE**, that a Certificate of Completion for the Site has not been issued as of this date.

**PLEASE TAKE NOTICE**, that on October 22, 2019, Getinge USA Sales, LLC conveyed title to the Site to Kerry Ventures Tech Park, LLC by Deed recorded in Liber 12258 of Deeds at Page 0035.

New Property Owner:  
Kerry Ventures Tech Park, LLC

Address:  
195 Middle Road, Suite 400  
Henrietta, NY 14467

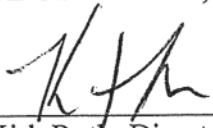
Federal Employer ID Number:  
84-2657317

Representative:  
Sean G. Donohoe  
195 Middle Road, Suite 400  
Henrietta, NY 14467  
sean@donohoemgmt.com

**PLEASE TAKE FURTHER NOTICE**, that Kerry Ventures Tech Park, LLC agrees to permit Getinge USA Sales, LLC to implement a Department-approved Site Management Plan for the Site, including any amendments thereto, and Kerry Ventures Tech Park, LLC agrees to fully comply with all restrictions and affirmative obligations contained therein, and if an environmental easement is required for the Site, Kerry Ventures Tech Park, LLC agrees to grant any such Environmental Easement for the Site and to fully comply with all restrictions and affirmative obligations contained in any Environmental Easement for the Site.


WHEREFORE, the undersigned have signed this Notice of Transfer of Title as of October 23, 2019.

Current Applicant:  
GETINGE USA SALES, LLC


By   
Kirk Roth, Director, Getinge RE & Facilities

Sworn to before me this  
28<sup>th</sup> of October, 2019

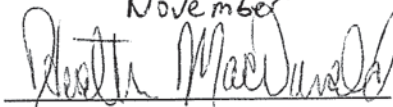
DANA C. CHAPPELL  
Notary Public - New Hampshire  
My Commission Expires July 11, 2023

  
Notary Public

New Property Owner:  
KERRY VENTURES TECH PARK, LLC  
By: DONOHUE MANAGEMENT, LLC, Member

By:   
Sean G. Donohoe, Sole Member

Sworn to before me this  
6 of October, 2019  
November

  
Notary Public

#1221781.3

HEATHER MACDONALD  
Notary Public, State of New York  
Reg. No. 01MA6396782  
Qualified in Monroe County  
Commission Expires 08/26/2023



UNANIMOUS CONSENT OF DIRECTORS

OF

GETINGE USA, INC.

The undersigned, being all of the Directors of Getinge USA, Inc., a Delaware corporation, do hereby act pursuant to Section 278 of the General Corporation Law of the State of Delaware ("GCL") and do hereby consent pursuant to Section 141 of the GCL, to the adoption of the following resolutions as and for the resolutions of the Board of Directors in the place and in lieu of a meeting of the Board of Directors, which consent may be executed in any number of counterparts and delivered electronically or via facsimile.

**WHEREAS**, Getinge USA, Inc. (the "Corporation") transferred and sold the real property known as 1777 East Henrietta Road, Rochester, New York 14623 (the "Real Property") to Getinge USA Sales, LLC ("GUS") effective as of December 27, 2018 in advance of its dissolution; and

**WHEREAS**, the Corporation dissolved effective as of December 31, 2018 and continues to act pursuant to Section 278 of the GCL to take actions as part of settling and closing of its business; and

**WHEREAS**, the Corporation is a party to that certain Brownfield Cleanup Agreement (the "Agreement") dated July 20, 2016 between the Corporation and New York State Department of Environmental Conservation ("DEC") with respect to the Real Property; and

**WHEREAS**, in connection with the sale of the Real Property to GUS, the Corporation was required to sign an Application to Amend Brownfield Cleanup Agreement and Amendment ("First Application") to request that GUS join and become a party to the Agreement in connection its purchase of the Real Property, and this First Application was approved by DEC on May 28, 2019;

**WHEREAS**, upon the sale and transfer by GUS of the Real Property to Kerry Acquisitions LLC or its permitted assignee ("Purchaser"), effective as of July 29, 2020, the Corporation and GUS were required to sign a second Application to Amend Brownfield Cleanup Agreement and Amendment ("Second Application") in order to modify the property description in the Agreement and notify the DEC that Purchaser became the owner of the Real Property effective as of July 29, 2020; and


**WHEREAS**, the undersigned Directors wish to ratify, confirm and approve the execution of the Second Application and all actions taken pursuant to or in connection with such Second Application as further set forth below.

**NOW, THEREFORE**, be it

**RESOLVED**, that the execution by Kirk Roth on behalf of Getinge USA, Inc. of the Second Application and delivery and filing of the same with the DEC, be and the same hereby are, ratified, confirmed and approved; and it is further

**RESOLVED**, that any further documents executed and actions taken in connection with the filing of the Second Application with DEC, be and the same hereby are, ratified, confirmed and approved in all respects.

Dated as of December 15, 2020

  
\_\_\_\_\_  
Eric Honroth, Director  
\_\_\_\_\_  
Jose Miguel Marti, Director

UNANIMOUS WRITTEN CONSENT OF MANAGERS

OF

GETINGE USA SALES, LLC

The undersigned, being all of the Managers of GETINGE USA SALES, LLC, a Delaware limited liability company, do hereby consent to the adoption of the following resolutions as and for the resolutions of the Managers in place of and in lieu of a meeting of the Managers pursuant to the authority granted by the Delaware Limited Liability Company Act and the Amended and Restated Limited Liability Company Operating Agreement of the company dated as of December 12, 2018, which consent may be executed in any number of counterparts and delivered electronically or via facsimile.

**WHEREAS**, a Brownfield Site Clean-Up Agreement (the "Agreement") had originally been executed by and between Getinge USA, Inc. ("GUSA") and the New York State Department of Environmental Conservation ("DEC") regarding the environmental clean-up of the real property known as 1777 East Henrietta Road, Monroe County, Town of Henrietta, New York (the "Real Property") undertaken by GUSA; and

**WHEREAS**, effective as of December 27, 2018, GUSA sold and transferred the Real Property to Getinge USA Sales, LLC ("Company");

**WHEREAS**, Company submitted an Application to Amend Brownfield Cleanup Agreement and Amendment ("First Application") to request to join and become a party to the Agreement in connection with the transfer of the Real Property to Company by GUSA, and this First Application was approved by DEC on May 28, 2019;

**WHEREAS**, the Company sold and transferred the Real Property known as 1777 East Henrietta Road, Monroe County, Town of Henrietta, New York (the "Real Property") to Kerry Acquisitions LLC or its permitted assignee ("Purchaser") pursuant to that certain Purchase and Sale Agreement dated as of July 29, 2020 ("Transaction");

**WHEREAS**, after the consummation of the Transaction, Company was required to submit a second Application to Amend Brownfield Cleanup Agreement and Amendment ("Second Application") in order to modify the property description in the Agreement and notify the DEC that Kerry Ventures Tech Park LLC became the owner of the Real Property effective as of July 29, 2020; and

**WHEREAS**, the undersigned Managers wish to ratify, confirm and approve the execution of the Second Application and all actions taken pursuant to or in connection with such Second Application as further set forth below.

**NOW, THEREFORE,** be it

**RESOLVED**, that the execution by Kirk Roth on behalf of Getinge USA Sales LLC of the Second Application and delivery and filing of the same with the DEC, be and the same hereby are, ratified, confirmed and approved; and it is further

**RESOLVED**, that any further documents executed and actions taken in connection with the filing of the Second Application with DEC, be and the same hereby are, ratified, confirmed and approved in all respects.

Dated as of December 15, 2020



\_\_\_\_\_  
Eric Honroth, Manager



\_\_\_\_\_  
Jose Miguel Marti, Manager