

New York State Department of Environmental Conservation
Division of Environmental Remediation
Office of the Director, 12th Floor
625 Broadway, Albany, New York 12233-7011
Phone: (518) 402-9706 • Fax: (518) 402-9020
Website: www.dec.ny.gov



Joe Martens
Commissioner

September 4, 2014

Sarah Frank, LLC
1850 Rochester Road
Canandaigua, New York 14424

Morgan-LeChase Development, LLC, et al.
205 Indigo Creek Drive
Rochester, New York 14626

Re: Site Name: Canandaigua Multi-Brownfield Site Redevelopment Project
Site No.: C835025
BCA Index No.: C835025-09-12
Request to add Additional Parties
BCA Amendment No. 1

Dear Mr. Caranci:

This letter is forwarded to your attention in response to the amendment application request submitted April 9, 2014, to amend the Brownfield Cleanup Agreement ("BCA" or "Agreement") signed on October 5, 2012. The application requests that Morgan-LeChase Development, LLC, Canandaigua Lakefront LLC, North Shore P1 LLC, North Shore P1A LLC, North Shore P2 LLC, North Shore P3 LLC, and North Shore P4 LLC ("Applicants") be added as Volunteers to the Agreement. The New York State Department of Environmental Conservation ("DEC") hereby grants the above request. Thus, paragraph I of the BCA is hereby amended to reflect the addition of the above referenced Applicants as participating in the BCP as Volunteers as defined in ECL 27-1405(1)(b).

This Amendment is made in accordance with and subject to all of the requirements 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.

Please provide proof of authority to sign for each entity being added to the Agreement, and have the authorized representative(s) counter-sign this letter to acknowledge acceptance of the Amendment.

Please print this Amendment, have it signed and dated, and return the original with signature(s) and proof of authority to bind, back to my attention at the following address:

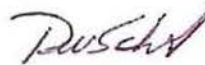
New York State Department of Environmental Conservation
Division of Environmental Remediation
Robert W. Schick, Director
625 Broadway, 12th Floor
Albany, New York 12233-7011

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

Nothing contained herein constitutes a waiver by DEC or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from any obligations held under the Agreement or those same laws.

Please contact me at (518) 402-9706 if you have any questions in this regard. Thank you for your assistance in this matter.

Sincerely,



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

The following Applicant, in signing this letter, does hereby acknowledge and accept the amendment to the Agreement as set forth above.

Charles L. Caranci 9/25/14
Morgan-LeChase Development, LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

Charles L. Caranci 9/25/14
Canandaigua Lakefront LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

Charles L. Caranci 9/25/14
North Shore P1 LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

Charles L. Caranci 9/25/14
North Shore P1A LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

Charles L. Caranci 9/25/14
North Shore P2 LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

Charles L. Caranci 9/25/14
North Shore P3 LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

Charles L. Caranci 9/25/14
North Shore P4 LLC

CHARLES L. CARANCI, JR.
By: Name (Please Print)

cc: Michael Ryan, DEC
Michael Cruden, DEC
Bart Putzig, DEC
James Craft, DEC
Ben Conlon, DEC
Andrew Gugliemi, DEC
James Mahoney, DEC
Kelly Lewandowski, DEC
Frank C. Pavia – Harris Beach PLLC (fpavia@harrisbeach.com)

**UNANIMOUS WRITTEN CONSENT
OF THE
MEMBERS OF
MORGAN-LECHASE DEVELOPMENT, LLC**

The undersigned, constituting all of the members (the "Members") of Morgan-LeChase Development, LLC, a New York limited liability company (the "Company"), do hereby adopt the following resolutions and take the following actions by unanimous written consent without a meeting pursuant to Section 407 of the New York Limited Liability Company Law (the "NYLLCL") and the operating agreement of the Company and direct that this unanimous written consent be filed with the minutes of the proceedings of the Members:

WHEREAS, Company was formed to develop and operate a mixed-use project under the name "North Shore Canandaigua" (the "Project") which is planned to include rental apartments and retail/office space located on a site comprising approximately 21.98 acres situated between NYS 5 & US 20 and Lakeshore Drive in the City of Canandaigua, Ontario County, New York (the "Property");

WHEREAS, to facilitate the development of the Project, the Company proposes to organize a New York limited liability company under the name "Canandaigua Lakefront LLC," which shall be wholly-owned by the Company ("Canandaigua"); and

WHEREAS, to facilitate the development of the Project, the Company proposes to cause Canandaigua to organize six additional New York limited liability companies under the names "North Shore P1 LLC," "North Shore P1A LLC," "North Shore P2 LLC," "North Shore P3 LLC," "North Shore P4 LLC," and "North Shore P5 LLC," each of which shall be wholly-owned by Canandaigua (each a "Phase Subsidiary" and collectively the "Phase Subsidiaries"); and

WHEREAS, Sarah-Frank, LLC, a New York limited liability company and the current owner of a portion of the Property, is a party to that Brownfield Cleanup Agreement signed on October 5, 2012 (the "Brownfield Cleanup Agreement") with the New York State Department of Environmental Conservation (the "NYSDEC"); and

WHEREAS, in connection with purchase of the Property and the development of the Project, the Company desires to be added, and to cause Canandaigua and each Phase Subsidiary to be added, to the Brownfield Cleanup Agreement as a "Volunteer" (as defined in Section 27-1405(1)(b) of the New York State Environmental Conservation Law (the "NYSECL").

NOW, THEREFORE, BE IT:

RESOLVED, that the organization by the Company of a New York limited liability company under the name "Canandaigua Lakefront LLC" ("Canandaigua") be and it hereby is authorized and approved in all respects; and it is further

RESOLVED, that the operating agreement of Canandaigua by and between Canandaigua and the Company (as sole member of Canandaigua) in the form attached hereto as Exhibit A (the "Canandaigua Operating Agreement") be and it hereby is authorized and approved in all respects

and that William H. Goodrich, in his capacity as President and Chief Executive Officer of LeChase Construction Services, LLC, a New York limited liability Company and a member of the Company ("LeChase"), be and he hereby is authorized, empowered and directed to execute and deliver the Canandaigua Operating Agreement for and on behalf of the Company and Canandaigua; and it is further

RESOLVED, that the organization by Canandaigua of six additional New York limited liability companies under the names "North Shore P1 LLC," "North Shore P1A LLC," "North Shore P2 LLC," "North Shore P3 LLC," "North Shore P4 LLC," and "North Shore P5 LLC" (each a "Phase Subsidiary" and collectively the "Phase Subsidiaries"), be and it hereby is authorized and approved in all respects; and it is further

RESOLVED, that the operating agreement of each Phase Subsidiary by and between that Phase Subsidiary and Canandaigua (as sole member of that Phase Subsidiary) in the form attached hereto as Exhibit B (the "Phase Subsidiary Operating Agreement") be and it hereby is authorized and approved in all respects and that Mr. Goodrich, in his capacity as President and Chief Executive Officer of LeChase, be and he hereby is authorized, empowered and directed to execute and deliver the Phase Subsidiary Operating Agreement for and on behalf of the Canandaigua and each Phase Subsidiary; and it is further

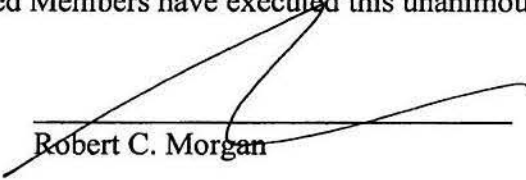
RESOLVED, that the addition of the Company, Canandaigua and each Phase Subsidiary to the Brownfield Cleanup Agreement as a "Volunteer" (as defined in Section 27-1405(1)(b) of the NYSECL) be and it hereby is authorized and approved in all respects and that Charles L. Caranci, Jr., in his capacity as Executive Vice President and Chief Financial Officer of LeChase, be and he hereby is authorized, empowered and directed for and on behalf of the Company, Canandaigua and each Phase Subsidiary to execute and deliver an application for the foregoing to the NYSDEC on such terms and subject to such conditions as he, with the advice of counsel, may deem to be necessary or advisable or convenient or proper, the filing of any such application to be conclusive evidence of his approval thereof; and it is further


RESOLVED, Mr. Goodrich and Mr. Caranci, each in his capacity as officer of LeChase, be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, Canandaigua and each Phase Subsidiary, to execute, deliver or file (as necessary) all agreements, instruments, certificates and other documents, to incur such expenses and to take all such other actions as he, in his sole discretion, may deem to be necessary or advisable or convenient or proper to carry out the intents and purposes of these resolutions; and it is further

RESOLVED, that any actions taken by or at the direction of Mr. Goodrich or Mr. Caranci, each in his capacity as an officer of LeChase, or by counsel or other advisors to the Company prior to the date of this unanimous written consent that are within the authority conferred hereby are ratified, confirmed and approved as the acts and deeds of the Company.

This unanimous written consent may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Members have executed this unanimous written consent as of March 25, 2014.


Robert C. Morgan


Robyn Morgan

KEVMO LLC

By: 
Name: Kevin Morgan
Title: Member

LECHASE CONSTRUCTION
SERVICES, LLC

By: _____
Name: William H. Goodrich
Title: President and CEO

IN WITNESS WHEREOF, the undersigned Members have executed this unanimous written consent as of March 25, 2014.

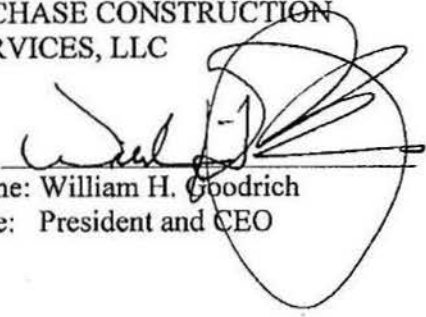
Robert C. Morgan

Robyn Morgan

KEVMO LLC

By: _____
Name: Kevin Morgan
Title: Member

LECHASE CONSTRUCTION
SERVICES, LLC

By:  _____
Name: William H. Goodrich
Title: President and CEO

HARRIS BEACH PLLC
ATTORNEYS AT LAW

99 GARNSEY ROAD
PITTSFORD, NY 14534
(585) 419-8800

FRANK C. PAVIA

DIRECT: (585) 419-8709
FAX: (585) 419-8811
FPAVIA@HARRISBEACH.COM

September 25, 2014

Robert W. Schick, PE, Director
Division of Environmental Remediation
NY State Department of Environmental Conservation
625 Broadway, 12th Floor
Albany, New York 12233-7001

*Re: Site Name: Canandaigua Multi-Brownfield Site Redevelopment Project
Site No.: CA35025
BCA Index No.: CA35025-09-12
BCA Amendment No. 1 - Additional Volunteer Parties*

Dear Mr. Schick:

Enclosed please find an original of the Amendment to the above-referenced Brownfield Cleanup Agreement as executed by Charles L. Caranci, Jr. on behalf of the entities being added as Volunteers. Also enclosed is a copy of the Unanimous Written Consent authorizing Mr. Caranci to sign and bind the entities to execute the Brownfield Cleanup Agreement.

If you have any questions regarding the enclosures, please feel free to contact me.

Very truly yours,


Frank C. Pavia



FCP:cmc

Enclosures

cc: Charles L. Caranci, Jr. (with enclosures)
Kevin Hoffman (with enclosures)
James Mahoney, Esq., NYSDEC (with enclosures)
Lawrence A. Kallaur, Esq. (with enclosures)
Richard Rising, Esq.