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OCT 27 2014

ENVIRONMENTAL EASEMENT GRANTED PURSUANT TO ARTICLE 71, TITLE 36
OF THE NEW YORK STATE ENVIRONMENTAL CONSERVATION LAW
**ERIE COUNTY
CLERK'S OFFICE**

THIS INDENTURE made this 8th day of October, 2014, between Owner(s) Buffalo Development Corporation, having an office at 257 Franklin Street, City of Buffalo, County of Erie, State of New York (the "Grantor"), and The People of the State of New York (the "Grantee."), acting through their Commissioner of the Department of Environmental Conservation (the "Commissioner", or "NYSDEC" or "Department" as the context requires) with its headquarters located at 625 Broadway, Albany, New York 12233,

WHEREAS, the Legislature of the State of New York has declared that it is in the public interest to encourage the remediation of abandoned and likely contaminated properties ("sites") that threaten the health and vitality of the communities they burden while at the same time ensuring the protection of public health and the environment; and

WHEREAS, the Legislature of the State of New York has declared that it is in the public interest to establish within the Department a statutory environmental remediation program that includes the use of Environmental Easements as an enforceable means of ensuring the performance of operation, maintenance, and/or monitoring requirements and the restriction of future uses of the land, when an environmental remediation project leaves residual contamination at levels that have been determined to be safe for a specific use, but not all uses, or which includes engineered structures that must be maintained or protected against damage to perform properly and be effective, or which requires groundwater use or soil management restrictions; and

WHEREAS, the Legislature of the State of New York has declared that Environmental Easement shall mean an interest in real property, created under and subject to the provisions of Article 71, Title 36 of the New York State Environmental Conservation Law ("ECL") which contains a use restriction and/or a prohibition on the use of land in a manner inconsistent with engineering controls which are intended to ensure the long term effectiveness of a site remedial program or eliminate potential exposure pathways to hazardous waste or petroleum; and

WHEREAS, Grantor, is the owner of real property located at the address of 275-277 Franklin Street and 279 Franklin Street in the City of Buffalo, County of Erie and State of New York, known and designated on the tax map of the County Clerk of Erie as tax map parcel numbers: Section 111.38 Block 2 Lot 22 and 23, being the same as that property conveyed to Grantor by deed dated May 10, 2014 and recorded in the Erie County Clerk's Office in Liber and Page 11261/6180 and 11261/6163. The property subject to this Environmental Easement (the "Controlled Property") comprises approximately .26 +/- acres, and is hereinafter more fully described in the Land Title Survey dated May 5, 2014 prepared by Millard, MacKay & Delles Land Surveyors, LLP, which will be attached to the Site Management Plan. The Controlled Property description is set forth in and attached hereto as Schedule A; and

WHEREAS, the Department accepts this Environmental Easement in order to ensure the protection of public health and the environment and to achieve the requirements for remediation established for the Controlled Property until such time as this Environmental Easement is

extinguished pursuant to ECL Article 71, Title 36; and

NOW THEREFORE, in consideration of the mutual covenants contained herein and the terms and conditions of Brownfield Cleanup Agreement Index Number: C915208, Grantor conveys to Grantee a permanent Environmental Easement pursuant to ECL Article 71, Title 36 in, on, over, under, and upon the Controlled Property as more fully described herein ("Environmental Easement")

1. Purposes. Grantor and Grantee acknowledge that the Purposes of this Environmental Easement are: to convey to Grantee real property rights and interests that will run with the land in perpetuity in order to provide an effective and enforceable means of encouraging the reuse and redevelopment of this Controlled Property at a level that has been determined to be safe for a specific use while ensuring the performance of operation, maintenance, and/or monitoring requirements; and to ensure the restriction of future uses of the land that are inconsistent with the above-stated purpose.

2. Institutional and Engineering Controls. The controls and requirements listed in the Department approved Site Management Plan ("SMP") including any and all Department approved amendments to the SMP are incorporated into and made part of this Environmental Easement. These controls and requirements apply to the use of the Controlled Property, run with the land, are binding on the Grantor and the Grantor's successors and assigns, and are enforceable in law or equity against any owner of the Controlled Property, any lessees and any person using the Controlled Property.

A. (1) The Controlled Property may be used for:

**Restricted Residential as described in 6 NYCRR Part 375-1.8(g)(2)(ii),
Commercial as described in 6 NYCRR Part 375-1.8(g)(2)(iii) and Industrial
as described in 6 NYCRR Part 375-1.8(g)(2)(iv)**

(2) All Engineering Controls must be operated and maintained as specified in the Site Management Plan (SMP);

(3) All Engineering Controls must be inspected at a frequency and in a manner defined in the SMP;

(4) The use of groundwater underlying the property is prohibited without necessary water quality treatment as determined by the NYSDOH or the Erie County Department of Health to render it safe for use as drinking water or for industrial purposes, and the user must first notify and obtain written approval to do so from the Department;

(5) Groundwater and other environmental or public health monitoring must be performed as defined in the SMP;

(6) Data and information pertinent to Site Management of the Controlled Property must be reported at the frequency and in a manner defined in the SMP;

(7) All future activities on the property that will disturb remaining

contaminated material must be conducted in accordance with the SMP;

(8) Monitoring to assess the performance and effectiveness of the remedy must be performed as defined in the SMP;

(9) Operation, maintenance, monitoring, inspection, and reporting of any mechanical or physical components of the remedy shall be performed as defined in the SMP;

(10) Access to the site must be provided to agents, employees or other representatives of the State of New York with reasonable prior notice to the property owner to assure compliance with the restrictions identified by this Environmental Easement.

B. The Controlled Property shall not be used for Residential purposes as defined in 6NYCRR 375-1.8(g)(2)(i), and the above-stated engineering controls may not be discontinued without an amendment or extinguishment of this Environmental Easement.

C. The SMP describes obligations that the Grantor assumes on behalf of Grantor, its successors and assigns. The Grantor's assumption of the obligations contained in the SMP which may include sampling, monitoring, and/or operating a treatment system, and providing certified reports to the NYSDEC, is and remains a fundamental element of the Department's determination that the Controlled Property is safe for a specific use, but not all uses. The SMP may be modified in accordance with the Department's statutory and regulatory authority. The Grantor and all successors and assigns, assume the burden of complying with the SMP and obtaining an up-to-date version of the SMP from:

Site Control Section
Division of Environmental Remediation
NYSDEC
625 Broadway
Albany, New York 12233
Phone: (518) 402-9553

D. Grantor must provide all persons who acquire any interest in the Controlled Property a true and complete copy of the SMP that the Department approves for the Controlled Property and all Department-approved amendments to that SMP.

E. Grantor covenants and agrees that until such time as the Environmental Easement is extinguished in accordance with the requirements of ECL Article 71, Title 36 of the ECL, the property deed and all subsequent instruments of conveyance relating to the Controlled Property shall state in at least fifteen-point bold-faced type:

This property is subject to an Environmental Easement held by the New York State Department of Environmental Conservation pursuant to Title 36 of Article 71 of the Environmental Conservation

Law.

F. Grantor covenants and agrees that this Environmental Easement shall be incorporated in full or by reference in any leases, licenses, or other instruments granting a right to use the Controlled Property.

G. Grantor covenants and agrees that it shall, at such time as NYSDEC may require, submit to NYSDEC a written statement by an expert the NYSDEC may find acceptable certifying under penalty of perjury, in such form and manner as the Department may require, that:

(1) the inspection of the site to confirm the effectiveness of the institutional and engineering controls required by the remedial program was performed under the direction of the individual set forth at 6 NYCRR Part 375-1.8(h)(3).

(2) the institutional controls and/or engineering controls employed at such site:

(i) are in-place;

(ii) are unchanged from the previous certification, or that any identified changes to the controls employed were approved by the NYSDEC and that all controls are in the Department-approved format; and

(iii) that nothing has occurred that would impair the ability of such control to protect the public health and environment;

(3) the owner will continue to allow access to such real property to evaluate the continued maintenance of such controls;

(4) nothing has occurred that would constitute a violation or failure to comply with any site management plan for such controls;

(5) the report and all attachments were prepared under the direction of, and reviewed by, the party making the certification;

(6) to the best of his/her knowledge and belief, the work and conclusions described in this certification are in accordance with the requirements of the site remedial program, and generally accepted engineering practices; and

(7) the information presented is accurate and complete.

3. Right to Enter and Inspect. Grantee, its agents, employees, or other representatives of the State may enter and inspect the Controlled Property in a reasonable manner and at reasonable times to assure compliance with the above-stated restrictions.

4. Reserved Grantor's Rights. Grantor reserves for itself, its assigns, representatives, and successors in interest with respect to the Property, all rights as fee owner of the Property, including:

A. Use of the Controlled Property for all purposes not inconsistent with, or limited by the terms of this Environmental Easement;

B. The right to give, sell, assign, or otherwise transfer part or all of the underlying fee interest to the Controlled Property, subject and subordinate to this Environmental Easement;

5. Enforcement

A. This Environmental Easement is enforceable in law or equity in perpetuity by

Grantor, Grantee, or any affected local government, as defined in ECL Section 71-3603, against the owner of the Property, any lessees, and any person using the land. Enforcement shall not be defeated because of any subsequent adverse possession, laches, estoppel, or waiver. It is not a defense in any action to enforce this Environmental Easement that: it is not appurtenant to an interest in real property; it is not of a character that has been recognized traditionally at common law; it imposes a negative burden; it imposes affirmative obligations upon the owner of any interest in the burdened property; the benefit does not touch or concern real property; there is no privity of estate or of contract; or it imposes an unreasonable restraint on alienation.

B. If any person violates this Environmental Easement, the Grantee may revoke the Certificate of Completion with respect to the Controlled Property.

C. Grantee shall notify Grantor of a breach or suspected breach of any of the terms of this Environmental Easement. Such notice shall set forth how Grantor can cure such breach or suspected breach and give Grantor a reasonable amount of time from the date of receipt of notice in which to cure. At the expiration of such period of time to cure, or any extensions granted by Grantee, the Grantee shall notify Grantor of any failure to adequately cure the breach or suspected breach, and Grantee may take any other appropriate action reasonably necessary to remedy any breach of this Environmental Easement, including the commencement of any proceedings in accordance with applicable law.

D. The failure of Grantee to enforce any of the terms contained herein shall not be deemed a waiver of any such term nor bar any enforcement rights.

6. Notice. Whenever notice to the Grantee (other than the annual certification) or approval from the Grantee is required, the Party providing such notice or seeking such approval shall identify the Controlled Property by referencing the following information:

County, NYSDEC Site Number, NYSDEC Brownfield Cleanup Agreement, State Assistance Contract or Order Number, and the County tax map number or the Liber and Page or computerized system identification number.

Parties shall address correspondence to: Site Number: C915208
Office of General Counsel
NYSDEC
625 Broadway
Albany New York 12233-5500

With a copy to: Site Control Section
Division of Environmental Remediation
NYSDEC
625 Broadway
Albany, NY 12233

All notices and correspondence shall be delivered by hand, by registered mail or by Certified mail and return receipt requested. The Parties may provide for other means of receiving and communicating notices and responses to requests for approval.

7. Recordation. Grantor shall record this instrument, within thirty (30) days of execution of this instrument by the Commissioner or her/his authorized representative in the office of the recording officer for the county or counties where the Property is situated in the manner prescribed by Article 9 of the Real Property Law.

8. Amendment. Any amendment to this Environmental Easement may only be executed by the Commissioner of the New York State Department of Environmental Conservation or the Commissioner's Designee, and filed with the office of the recording officer for the county or counties where the Property is situated in the manner prescribed by Article 9 of the Real Property Law.

9. Extinguishment. This Environmental Easement may be extinguished only by a release by the Commissioner of the New York State Department of Environmental Conservation, or the Commissioner's Designee, and filed with the office of the recording officer for the county or counties where the Property is situated in the manner prescribed by Article 9 of the Real Property Law.

10. Joint Obligation. If there are two or more parties identified as Grantor herein, the obligations imposed by this instrument upon them shall be joint and several.

IN WITNESS WHEREOF, Grantor has caused this instrument to be signed in its name.

Buffalo Development Corporation:

By: Mark D. Croce

Print Name: MARK D. CROCE

Title: PRESIDENT Date: 10/2/14

Grantor's Acknowledgment

STATE OF NEW YORK)
) ss:
COUNTY OF)

On the 2nd day of October, in the year 20 14, before me, the undersigned, personally appeared Mark D. Croce, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Deanne Stachowski
Notary Public - State of New York

DEANNE STACHOWSKI
Notary Public, State of New York
Qualified in Erie County
My Commission Expires Sept. 7, 2016

SCHEDULE "A" PROPERTY DESCRIPTION

Property Description 275-277 Franklin

All that Tract or Parcel of Land, situate in the City of Buffalo, County of Erie and State of New York being part of Outer Lot No. 18 described as follows:

Beginning on the east line of Franklin Street at its intersection with the north line of said Outer Lot No.18 and about four hundred sixty-seven and forty hundredths (467.40) feet north from Chippewa Street; thence easterly on said north line of said Outer Lot No. 18, one hundred ten (110) feet to an alley; thence south at right angles fifty-three and one half (53 1/2) feet; thence westerly and parallel with the said north line of said Outer Lot No.18, one hundred ten (110) feet to the east line of Franklin Street; thence along said line of Franklin Street northerly fifty- three and one half (53 1/2) feet to the place of beginning.

Property Description 279 Franklin

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie, State of New York, being part of Outer Lot 19, in said City, bounded and described as follows:

Beginning at the point of intersection of the easterly line of Franklin Street (66 feet wide) and the southerly line of Outer Lot No. 19; said point being 464.82 feet north of the northerly line of Chippewa Street (66 feet wide) as measured along the easterly line of Franklin Street; thence easterly at right angles and along the southerly line of Outer Lot No. 19, a distance of 111.41 feet to a point on the westerly line of Asbury Alley (11 feet wide); thence northerly on a line drawn parallel with Franklin Street and along the westerly line of Asbury Alley a distance of 33.00 feet to the northwest corner of Asbury Alley; thence easterly on a line drawn parallel with the southerly line of Outer Lot No. 19 and along the northerly line of Asbury Alley a distance of 5.00 feet to a point; thence northerly on a line drawn parallel with Franklin Street a distance of 17.00 feet to a point; thence westerly on a line drawn parallel with the southerly line of Outer Lot No. 19, a distance of 116.41 feet to a point on the easterly line of Franklin Street; thence southerly along the easterly line of Franklin Street, a distance of 50.00 feet to the point or place of beginning.



Combined Real Estate Transfer Tax Return, Credit Line Mortgage Certificate, and Certification of Exemption from the Payment of Estimated Personal Income Tax

Recording office time stamp

See Form TP-584-I, Instructions for Form TP-584, before completing this form. Print or type.

Schedule A — Information relating to conveyance

Grantor/Transferor <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input type="checkbox"/> Other	Name (if individual, last, first, middle initial) (<input type="checkbox"/> check if more than one grantor) Buffalo Development Corporation Mailing address 257 Franklin Street City State ZIP code Buffalo NY 14202 Single member's name if grantor is a single member LLC (see instructions)	Social security number Social security number Federal EIN 16-1535033 Single member EIN or SSN
Grantee/Transferee <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input checked="" type="checkbox"/> Other	Name (if individual, last, first, middle initial) (<input type="checkbox"/> check if more than one grantee) The People of the State of NY, acting through their Commissioner of the NYSDEC Mailing address 625 Broadway City State ZIP code Albany NY 12233 Single member's name if grantee is a single member LLC (see instructions)	Social security number Social security number Federal EIN 14-6013200 Single member EIN or SSN

Location and description of property conveyed

Tax map designation – Section, block & lot (include dots and dashes)	SWIS code (six digits)	Street address	City, town, or village	County
111.38-2-22 111.38-2-23	140200	277 Franklin Street 279 Franklin Street	Buffalo	Erie

Type of property conveyed (check applicable box)

1 <input type="checkbox"/> One- to three-family house 2 <input type="checkbox"/> Residential cooperative 3 <input type="checkbox"/> Residential condominium 4 <input type="checkbox"/> Vacant land	5 <input checked="" type="checkbox"/> Commercial/Industrial 6 <input type="checkbox"/> Apartment building 7 <input type="checkbox"/> Office building 8 <input type="checkbox"/> Other _____	Date of conveyance <div style="border: 1px solid black; padding: 5px; display: inline-block;"> 10 08 2014 <small>month day year</small> </div> Percentage of real property conveyed which is residential real property _____ 0 % <i>(see instructions)</i>
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Condition of conveyance (check all that apply)

- | | | |
|---|--|--|
| a. <input type="checkbox"/> Conveyance of fee interest

b. <input type="checkbox"/> Acquisition of a controlling interest (state percentage acquired _____ %) | f. <input type="checkbox"/> Conveyance which consists of a mere change of identity or form of ownership or organization (attach Form TP-584.1, Schedule F)

g. <input type="checkbox"/> Conveyance for which credit for tax previously paid will be claimed (attach Form TP-584.1, Schedule G) | i. <input type="checkbox"/> Option assignment or surrender

m. <input type="checkbox"/> Leasehold assignment or surrender

n. <input type="checkbox"/> Leasehold grant |
| c. <input type="checkbox"/> Transfer of a controlling interest (state percentage transferred _____ %) | h. <input type="checkbox"/> Conveyance of cooperative apartment(s) | o. <input type="checkbox"/> Conveyance of an easement |
| d. <input type="checkbox"/> Conveyance to cooperative housing corporation | i. <input type="checkbox"/> Syndication

j. <input type="checkbox"/> Conveyance of air rights or development rights | p. <input checked="" type="checkbox"/> Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III) |
| e. <input type="checkbox"/> Conveyance pursuant to or in lieu of foreclosure or enforcement of security interest (attach Form TP-584.1, Schedule E) | k. <input type="checkbox"/> Contract assignment | q. <input type="checkbox"/> Conveyance of property partly within and partly outside the state

r. <input type="checkbox"/> Conveyance pursuant to divorce or separation
s. <input checked="" type="checkbox"/> Other (describe) <u>Environmental Basement</u> |

For recording officer's use	Amount received	Date received	Transaction number
	Schedule B., Part I \$ _____ Schedule B., Part II \$ _____		

Schedule B — Real estate transfer tax return (Tax Law, Article 31)

Part I — Computation of tax due

1 Enter amount of consideration for the conveyance (if you are claiming a total exemption from tax, check the exemption claimed box, enter consideration and proceed to Part III) <input checked="" type="checkbox"/> Exemption claimed	1.	
2 Continuing lien deduction (see Instructions if property is taken subject to mortgage or lien)	2.	
3 Taxable consideration (subtract line 2 from line 1)	3.	
4 Tax: \$2 for each \$500, or fractional part thereof, of consideration on line 3	4.	
5 Amount of credit claimed for tax previously paid (see Instructions and attach Form TP-584.1, Schedule G)	5.	
6 Total tax due* (subtract line 5 from line 4)	6.	

Part II — Computation of additional tax due on the conveyance of residential real property for \$1 million or more

1 Enter amount of consideration for conveyance (from Part I, line 1)	1.	
2 Taxable consideration (multiply line 1 by the percentage of the premises which is residential real property, as shown in Schedule A) ...	2.	
3 Total additional transfer tax due* (multiply line 2 by 1% (.01))	3.	

Part III — Explanation of exemption claimed on Part I, line 1 (check any boxes that apply)

The conveyance of real property is exempt from the real estate transfer tax for the following reason:

- a. Conveyance is to the United Nations, the United States of America, the state of New York, or any of their instrumentalities, agencies, or political subdivisions (or any public corporation, including a public corporation created pursuant to agreement or compact with another state or Canada) a
- b. Conveyance is to secure a debt or other obligation..... b
- c. Conveyance is without additional consideration to confirm, correct, modify, or supplement a prior conveyance..... c
- d. Conveyance of real property is without consideration and not in connection with a sale, including conveyances conveying realty as bona fide gifts d
- e. Conveyance is given in connection with a tax sale e
- f. Conveyance is a mere change of identity or form of ownership or organization where there is no change in beneficial ownership. (This exemption cannot be claimed for a conveyance to a cooperative housing corporation of real property comprising the cooperative dwelling or dwellings.) Attach Form TP-584.1, Schedule F..... f
- g. Conveyance consists of deed of partition..... g
- h. Conveyance is given pursuant to the federal Bankruptcy Act h
- i. Conveyance consists of the execution of a contract to sell real property, without the use or occupancy of such property, or the granting of an option to purchase real property, without the use or occupancy of such property i
- j. Conveyance of an option or contract to purchase real property with the use or occupancy of such property where the consideration is less than \$200,000 and such property was used solely by the grantor as the grantor's personal residence and consists of a one-, two-, or three-family house, an individual residential condominium unit, or the sale of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold covering an individual residential cooperative apartment..... j
- k. Conveyance is not a conveyance within the meaning of Tax Law, Article 31, section 1401(e) (attach documents supporting such claim) k

*The total tax (from Part I, line 6 and Part II, line 3 above) is due within 15 days from the date conveyance. Please make check(s) payable to the county clerk where the recording is to take place. If the recording is to take place in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, make check(s) payable to the **NYC Department of Finance**. If a recording is not required, send this return and your check(s) made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule C — Credit Line Mortgage Certificate (Tax Law, Article 11)

Complete the following only if the interest being transferred is a fee simple interest.

I (we) certify that: (check the appropriate box)

1. The real property being sold or transferred is not subject to an outstanding credit line mortgage.
2. The real property being sold or transferred is subject to an outstanding credit line mortgage. However, an exemption from the tax is claimed for the following reason:
 - The transfer of real property is a transfer of a fee simple interest to a person or persons who held a fee simple interest in the real property (whether as a joint tenant, a tenant in common or otherwise) immediately before the transfer.
 - The transfer of real property is (A) to a person or persons related by blood, marriage or adoption to the original obligor or to one or more of the original obligors or (B) to a person or entity where 50% or more of the beneficial interest in such real property after the transfer is held by the transferor or such related person or persons (as in the case of a transfer to a trustee for the benefit of a minor or the transfer to a trust for the benefit of the transferor).
 - The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
 - The maximum principal amount secured by the credit line mortgage is \$3,000,000 or more, and the real property being sold or transferred is not principally improved nor will it be improved by a one- to six-family owner-occupied residence or dwelling.

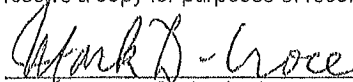
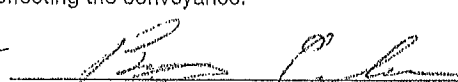
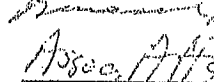
Please note: for purposes of determining whether the maximum principal amount secured is \$3,000,000 or more as described above, the amounts secured by two or more credit line mortgages may be aggregated under certain circumstances. See TSB-M-96(6)-R for more information regarding these aggregation requirements.

Other (attach detailed explanation).

3. The real property being transferred is presently subject to an outstanding credit line mortgage. However, no tax is due for the following reason:
 - A certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
 - A check has been drawn payable for transmission to the credit line mortgagee or his agent for the balance due, and a satisfaction of such mortgage will be recorded as soon as it is available.
4. The real property being transferred is subject to an outstanding credit line mortgage recorded in _____ (insert liber and page or reel or other identification of the mortgage). The maximum principal amount of debt or obligation secured by the mortgage is _____. No exemption from tax is claimed and the tax of _____ is being paid herewith. (Make check payable to county clerk where deed will be recorded or, if the recording is to take place in New York City but not in Richmond County, make check payable to the NYC Department of Finance.)

Signature (both the grantor(s) and grantee(s) must sign)

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.

 _____ Grantor signature	PRESIDENT _____ Title	 _____ NYSDEC Grantee signature	 Assoc. Mgr _____ Title NYSDEC
Grantor signature	Title	Grantee signature	Title

Reminder: Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you checked e, f, or g in Schedule A, did you complete Form TP-584.1? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, to the NYC Department of Finance? If no recording is required, send your check(s), made payable to the Department of Taxation and Finance, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule D - Certification of exemption from the payment of estimated personal income tax (Tax Law, Article 22, section 663)

Complete the following only if a fee simple interest or a cooperative unit is being transferred by an individual or estate or trust.

If the property is being conveyed by a referee pursuant to a foreclosure proceeding, proceed to Part II, and check the second box under *Exemptions for nonresident transferor(s)/seller(s)* and sign at bottom.

Part I - New York State residents

If you are a New York State resident transferor(s)/seller(s) listed in Schedule A of Form TP-584 (or an attachment to Form TP-584), you must sign the certification below. If one or more transferors/sellers of the real property or cooperative unit is a resident of New York State, each resident transferor/seller must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all resident transferors/sellers.

Certification of resident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor(s)/seller(s) as signed below was a resident of New York State, and therefore is not required to pay estimated personal income tax under Tax Law, section 663(a) upon the sale or transfer of this real property or cooperative unit.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

Note: A resident of New York State may still be required to pay estimated tax under Tax Law, section 685(c), but not as a condition of recording a deed.

Part II - Nonresidents of New York State

If you are a nonresident of New York State listed as a transferor/seller in Schedule A of Form TP-584 (or an attachment to Form TP-584) but are not required to pay estimated personal income tax because one of the exemptions below applies under Tax Law, section 663(c), check the box of the appropriate exemption below. If any one of the exemptions below applies to the transferor(s)/seller(s), that transferor(s)/seller(s) is not required to pay estimated personal income tax to New York State under Tax Law, section 663. Each nonresident transferor/seller who qualifies under one of the exemptions below must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all nonresident transferors/sellers.

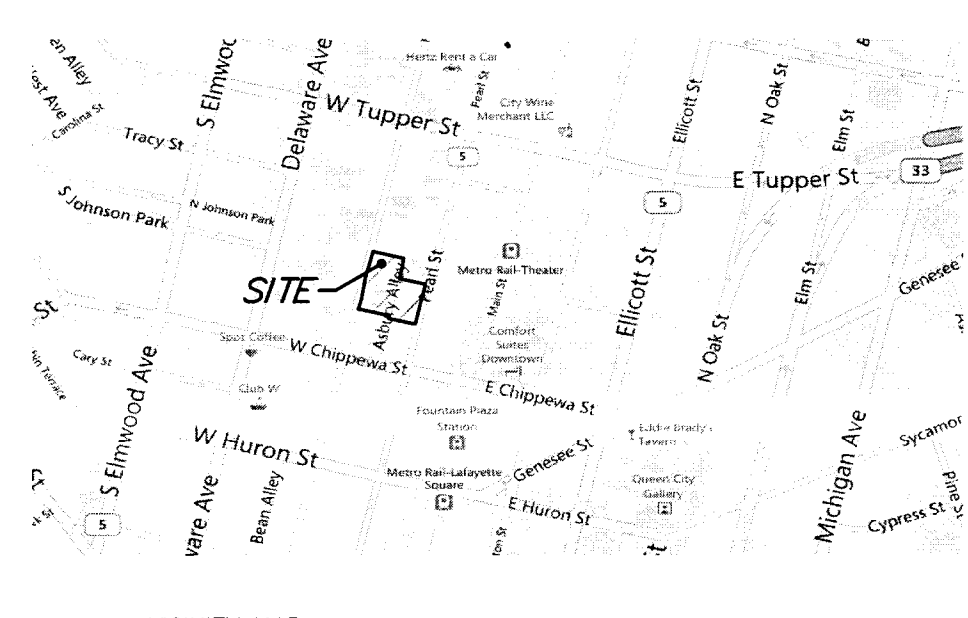
If none of these exemption statements apply, you must complete Form IT-2663, *Nonresident Real Property Estimated Income Tax Payment Form*, or Form IT-2664, *Nonresident Cooperative Unit Estimated Income Tax Payment Form*. For more information, see *Payment of estimated personal income tax*, on page 1 of Form TP-584-I.

Exemption for nonresident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor(s)/seller(s) (grantor) of this real property or cooperative unit was a nonresident of New York State, but is not required to pay estimated personal income tax under Tax Law, section 663 due to one of the following exemptions:

- The real property or cooperative unit being sold or transferred qualifies in total as the transferor's/seller's principal residence (within the meaning of Internal Revenue Code, section 121) from _____ Date to _____ Date (see Instructions).
- The transferor/seller is a mortgagor conveying the mortgaged property to a mortgagee in foreclosure, or in lieu of foreclosure with no additional consideration.
- The transferor or transferee is an agency or authority of the United States of America, an agency or authority of the state of New York, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date



THE ENGINEERING AND INSTITUTIONAL CONTROLS FOR THIS EASEMENT ARE SET FORTH IN THE SITE MANAGEMENT PLAN (SMP). A COPY OF THE SMP MUST BE OBTAINED BY ANY PARTY WITH AN INTEREST IN THE PROPERTY. THE SMP CAN BE OBTAINED FROM NYS DEPARTMENT OF ENVIRONMENTAL CONSERVATION, DIVISION OF ENVIRONMENTAL CONSERVATION, DIVISION OF ENVIRONMENTAL REMEDIATION, SITE CONTROL SECTION, 625 BROADWAY, ALBANY, N.Y. 12233 OR AT derweb@gw.dec.state.ny.us

THIS PROPERTY IS SUBJECT TO AN ENVIRONMENTAL EASEMENT HELD BY THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION PURSUANT TO TITLE 36 OF ARTICLE 71 OF THE NEW YORK ENVIRONMENTAL CONSERVATION LAW.

Engineering and Institutional Controls
BCP Site No. C915208

A site cover currently exists (asphalt) and will be maintained to allow for continued commercial or restricted-residential use of the Site. Procedures for the inspection and maintenance of this permanent control are provided in the Site Management Plan (SMP).

The use of groundwater as a source of potable or process water is prohibited without necessary water quality treatment as determined by the NYSDOH or County DOH.

The Site was remediated for restricted-residential use (Track 4). The property may not be used for a higher level of use, such as residential, without additional remediation and amendment of the Environmental Easement as approved by the NYSDEC.

Remedial party or Site owner will complete and submit to the NYSDEC a periodic certification of institutional and engineering controls in accordance with ENVYCR Part 375-1.8 (N)C3.

Groundwater, soil vapor, and other environmental or public health monitoring must be performed as defined in the SMP and reported to the agency and in the manner defined in the SMP.

All future Site buildings shall be equipped with an active SSD system.

All future activities on the Site that will disturb remaining contaminated material must be conducted in accordance with the SMP.

Engineering and Institutional Controls
BCP Site No. C915237

A site cover currently exists (asphalt) and will be maintained to allow for continued commercial or restricted-residential use of the Site. Procedures for the inspection and maintenance of this permanent control are provided in the SMP.

The vapor intrusion sub-slab depressurization (SSD) system within the existing 267 Franklin St. building shall be maintained and monitored in accordance with the SMP.

The Site was remediated for restricted-residential use (Track 4). The property may not be used for a higher level of use, such as residential, without additional remediation and amendment of the Environmental Easement as approved by the NYSDEC.

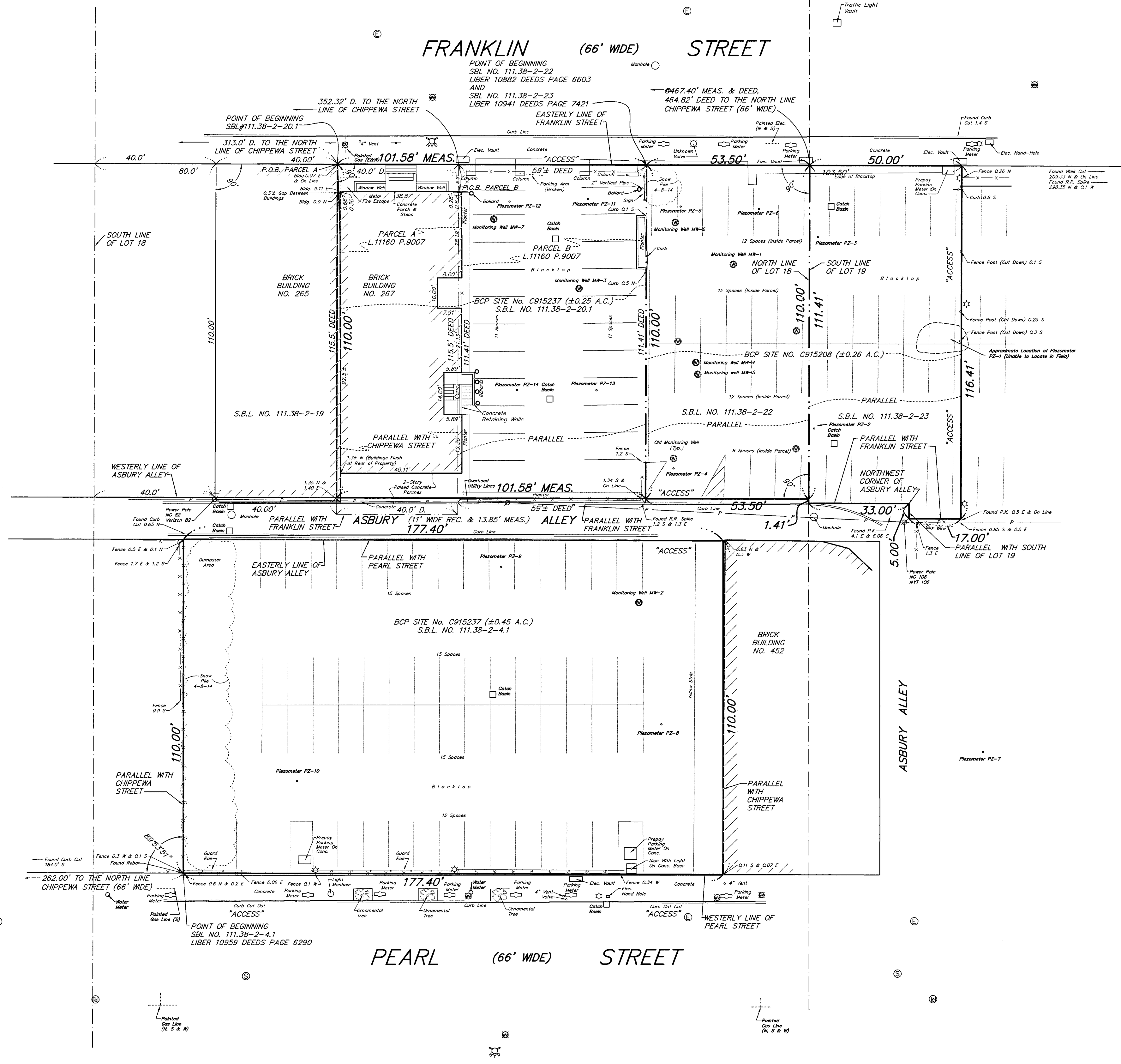
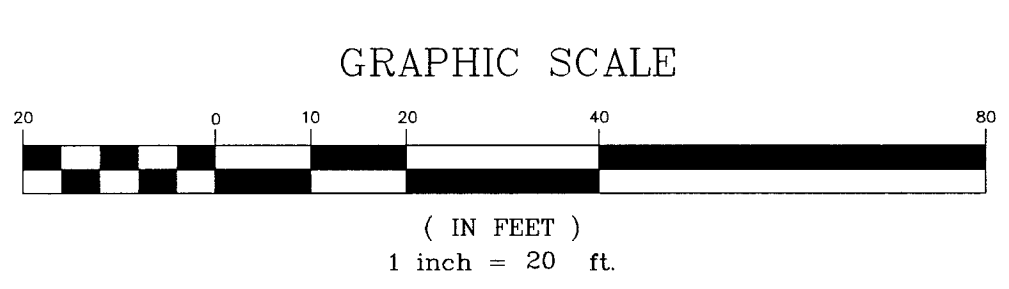
Remedial party or site owner will complete and submit to the NYSDEC a periodic certification of institutional and engineering controls in accordance with ENVYCR Part 375-1.8(N)3.

Groundwater, soil vapor, and other environmental or public health monitoring must be performed as defined in the SMP and reported to the agency and in the manner defined in the SMP.

The use of groundwater as a source of potable or process water is prohibited without additional remediation and amendment of the Environmental Easement as approved by NYSDEC.

All future Site buildings shall be equipped with an active SSD system.

All future activities on the Site that will disturb remaining contaminated material must be conducted in accordance with the SMP.



RECORDED LEGAL DESCRIPTIONS:

432 PEARL STREET
SBL No. 111.38-2-41
LIBER 1084 DEEDS PAGE 4698
RECORDED MAY 26, 2014

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie, State of New York, being part of Outer Lot Number 18 and being more particularly described as follows:
BEGINNING at a point in the westerly line of Pearl Street distance 262.00 feet northerly from the north line of Chippewa Street; thence westerly and parallel to Chippewa Street 110.00 feet to the easterly line of Asbury Alley; thence northerly, along the easterly line of Asbury Alley and parallel to Pearl Street 177.40 feet to a point; thence easterly, parallel to Chippewa Street 110.00 feet to the westerly line of Pearl Street; thence southerly and along the westerly line of Pearl Street 177.40 feet to the point of place of beginning.
(Parcel containing 19,514 square feet of land, more or less.)

267 FRANKLIN STREET
SBL No. 111.38-2-201
LIBER 1084 DEEDS P.4198
RECORDED MAY 27, 2014

PARCEL A
ALL THAT CERTAIN PIECE OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Outer Lot Number 18, bounded and described as follows:
BEGINNING on the easterly line of Franklin Street, 313 feet northerly from the northerly line of Chippewa Street; running thence easterly and parallel with Chippewa Street, 115 1/2' (115.50) feet; thence northerly parallel with Franklin Street, 40 feet; thence westerly parallel with Chippewa Street, 115 1/2' (115.50) feet; thence southerly on the easterly line of Franklin Street 40 feet to the place of beginning.

PARCEL B
ALL THAT CERTAIN PIECE OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Outer Lot Number 18, bounded and described as follows:
BEGINNING at a point in the easterly line of Franklin Street, being 66 feet wide, distant 352.32 feet northerly from the intersection of said easterly line of Franklin Street with the northerly line of Chippewa Street (being 66 feet wide); thence northerly along the easterly line of Franklin Street, a record distance of 59 feet, more or less to a point, said point being a record distance of 53.50 feet southerly from the intersection of the north line of Outer Lot Number 18 and the easterly line of Franklin Street; thence easterly and parallel with said northerly line of Outer Lot Number 18 a measured distance of 111.41 feet; thence southerly and parallel with the easterly line of Franklin Street, a record distance of 59 feet, more or less, to a point in a line drawn easterly from the point of beginning and parallel with said northerly line of Outer Lot Number 18; thence westerly along said line and parallel with said northerly line of Lot Number 18, a measured distance of 111.41 feet to the easterly line of Franklin Street at the point of place of beginning.

275 FRANKLIN STREET
SBL No. 111.38-2-22
LIBER 11261 DEEDS PAGE 6180
RECORDED MARCH 14, 2014

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie and State of New York being part of Outer Lot No. 18 described as follows:
Beginning on the east line of Franklin Street at its intersection with the north line of said Outer Lot No. 18 and about four hundred sixty-seven and forty hundredths (467.40) feet north from Chippewa Street; thence easterly on said north line of said Outer Lot No. 18, one hundred ten (110) feet to an alley; thence south at right angles fifty-three and one-half (53 1/2) feet; thence westerly and parallel with the said north line of said Outer Lot No. 18, one hundred ten (110) feet to the east line of Franklin Street; thence along said line of Franklin Street northerly fifty-three and one-half (53 1/2) feet to the place of beginning.
(Parcel containing 5,885 square feet of land, more or less.)

275 FRANKLIN STREET
SBL No. 111.38-2-23
LIBER 11261 DEEDS PAGE 6163
RECORDED MARCH 14, 2014

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie, State of New York, being part of Outer Lot 19, in said City, bounded and described as follows:
Beginning at the point of intersection of the easterly line of Franklin Street (66 feet wide) and the southerly line of Outer Lot No. 19, said point being 464.82 feet north of the northerly line of Chippewa Street (66 feet wide) as measured along the easterly line of Franklin Street; thence easterly at right angles and along the southerly line of Outer Lot No. 19, a distance of 111.41 feet to a point on the westerly line of Asbury Alley (11 feet wide); thence northerly on a line drawn parallel with Franklin Street and along the westerly line of Asbury Alley a distance of 33.00 feet to the northwest corner of Asbury Alley; thence easterly on a line drawn parallel with the southerly line of Outer Lot No. 19 and along the northerly line of Asbury Alley a distance of 5.00 feet to a point; thence northerly on a line drawn parallel with Franklin Street a distance of 17.00 feet to a point; thence southerly on a line drawn parallel with the southerly line of Outer Lot No. 19, a distance of 116.41 feet to a point on the easterly line of Franklin Street; thence southerly along the easterly line of Franklin Street, a distance of 50.00 feet to the point of place of beginning.
(Parcel containing 5,855 square feet of land, more or less.)

ENVIRONMENTAL EASEMENT LEGAL DESCRIPTION:

BCP Site No. C915237
SBL Nos. 111.38-2-201 & 111.38-2-41

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie and State of New York, being part of Outer Lot 18, bounded and described as follows:
BEGINNING at a point in the easterly line of Franklin Street (66 feet wide), distant 80.00 feet northerly from the southerly line of Outer Lot 18, said point having a record distance of 313 feet northerly from the northerly line of Chippewa Street;
THENCE easterly along a line at right angles to said line of Franklin Street, a distance of 110 feet to the westerly line of Asbury Alley (11 feet wide record, 13.85 feet wide measured);
THENCE northerly along the westerly line of Asbury Alley, a distance of 101.58 feet to a point, said point being distant 53.50 feet southerly from the south line of Outer Lot 18;
THENCE westerly on a line drawn parallel with the south line of Outer Lot 18, a distance of 110 feet to a point on the easterly line of Franklin Street;
THENCE southerly along the easterly line of Franklin Street, a distance of 101.58 feet to the point of beginning.
Said parcel containing 0.25 acres, more or less.

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie, State of New York, being part of Outer Lot number 18 and being more particularly described as follows:
BEGINNING at a point in the westerly line of Pearl Street distant 262.00 feet northerly from the north line of Chippewa Street;
THENCE westerly and parallel to Chippewa Street 110.00 feet to the easterly line of Asbury Alley;
THENCE northerly, along the easterly line of Asbury Alley and parallel to Pearl Street 177.40 feet to a point;
THENCE easterly, parallel to Chippewa Street 110.00 feet to the westerly line of Pearl Street;
THENCE southerly and along the westerly line of Pearl Street 177.40 feet to the point of place of beginning.
Said parcel containing an area of 0.45 acres, more or less.

BCP Site No. C915208
SBL Nos. 111.38-2-22 & 111.38-2-23

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie and State of New York being part of Outer Lot Nos. 18 and 19 described as follows:
BEGINNING on the east line of Franklin Street distant 33.50 feet southerly from its intersection with the north line of said Outer Lot No. 18;
THENCE easterly along a line drawn parallel with said north line of said Outer Lot No. 18, a distance of 110 feet to the westerly line of Asbury Alley;
THENCE northerly along the westerly line of Asbury Alley, a distance of 53.50 feet to the south line of Outer Lot 18;
THENCE easterly along the southerly line of Outer Lot 18, a distance of 1.41 feet to a point on the westerly line of Asbury Alley;
THENCE northerly along a line drawn parallel with Franklin Street and along the westerly line of Asbury Alley, a distance of 33.00 feet to the northwest corner of Asbury Alley;
THENCE easterly on a line drawn parallel with the southerly line of Outer Lot 18 and along the northerly line of Asbury Alley, a distance of 5.00 feet to a point;
THENCE northerly along a line drawn parallel with Franklin Street, a distance of 17.00 feet to a point;
THENCE westerly on a line drawn parallel with the southerly line of Outer Lot 18, a distance of 116.41 feet to a point on the easterly line of Franklin Street;
THENCE southerly along the easterly line of Franklin Street, a distance of 103.50 feet to the point of beginning.
Said parcel containing an area of 0.26 acres, more or less.

ZONING:

DO - DOWNTOWN OPPORTUNITY DISTRICT
Height regulations. The Minimum height from curb level for building shall be two stories or 24 feet, whichever is greater.
Stepbacks. Building stepbacks shall first be allowed at the minimum building height of 24 feet and shall be required at the building height of 50 feet. This setback shall be at least 10 feet on lots less than 110 feet deep. On lots greater than 110 feet deep, setback at least 15 feet deep is required.
Front yards. No front yards are permitted. Building shall be built to the front lot lines for at least two stories or 24 feet of building height, whichever is greater. For the purposes of this subsection, a building will be deemed to comply with these regulations if a maximum of 25% of the area of the building wall is recessed to a maximum of three feet.
Side yards. No side yards shall be permitted in the DO District.

FLOOD HAZARD DATA

INFORMATION PER FLOOD INSURANCE RATE ISSUED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY - NATIONAL FLOOD INSURANCE PROGRAM
COMMUNITY: CITY OF BUFFALO
ZONE: X, AREAS DETERMINED TO BE OUTSIDE 500-YEAR FLOOD-PLANE
FLOOD ZONE PANEL 360230 0020 D

CERTIFICATION

To: The People of the State of New York acting through their Commissioner of the Department of Environmental Conservation
This is to certify that this map or plan and the survey on which it is based were made in accordance with the 2011 Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys, jointly established and adopted by ALTA and NSPS. The field work was completed on 5-5-14.
Date of Plot or Map: 5-13-14.
Francis C. Delles Registration No. 050477
PRELIMINARY - SURVEYOR HAS NOT RECEIVED TITLE INFORMATION

LEGEND

- U UTILITY / SERVICE POLE
- W WATER LINE VALVE
- F FIRE HYDRANT
- D.I. (DROP INLET - STORM)
- M MANHOLE (STORM)
- M MANHOLE (ELECTRIC)
- M MANHOLE (TRAFFIC)
- M MANHOLE (SANITARY)
- LDR (LIGHT DUTY RECEIVER - STORM)
- BVD (BACKFLOW VALVE DRAIN INLET - STORM)
- G GAS LINE VALVE
- S SIGN
- H.C. HANDICAP
- R.O.W. RIGHT OF WAY
- C CONC. CONCRETE
- M.V. MANHOLE
- M.H. MANHOLE
- G GAS LINE
- W WATER LINE
- T TELEPHONE LINE
- E ELECTRIC LINE
- U UTILITY LINES
- C CABLE LINES
- D DEED
- L LIBER
- P PAGE

INSTRUMENTS UTILIZED IN DETERMINING LOCATION OF BOUNDARY LINES.
THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF A CURRENT ABSTRACT OF TITLE AND IS SUBJECT TO ANY STATE OF FACTS THAT MAY BE REVEALED IN SAID ABSTRACT.
NOTE: PROPERTY CORNER MONUMENTS WERE NOT PLACED AS PART OF THIS SURVEY.

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Millard, MacKay & Delles
LAND SURVEYORS, LLP
150 AERO DRIVE
BUFFALO, NEW YORK 14225
PHONE (716) 631-5140 ~ FAX 631-3811

AMEND: "D"
SURVEY DATE: 5-5-14
DRAWING DATE: 5-13-14
SCALE: 1" = 20'
"ALL RIGHTS RESERVED"

WITH NEW YORK STATE LICENSED LAND SURVEYORS SEAL ALTERING ANY TITL OR THIS MAP IS A VIOLATION OF THE LAW EXCEPT AS PROVIDED IN SECTION 2006, PART 5 OF THE NEW YORK STATE EDUCATION LAW.

ALTA/ACSM LAND TITLE SURVEY
PART OF LOT 18&19 SECTION TOWNSHIP RANGE OF THE
Outer Lot SURVEY Eri COUNTY, N.Y.
SURVEY OF: 267, 275-277, 279 Franklin St., 432 Pearl Street, City of Buffalo
SBL No. 111.38-2-201, 22, 23 & 41