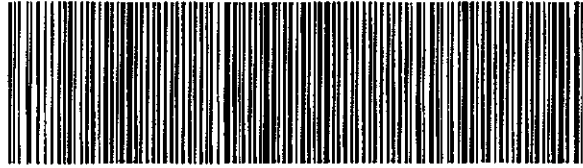




Office of the
Richmond County Clerk
130 Stuyvesant Place
Staten Island, NY 10301



ACS-000000000367701-000000000494734-015

Hon. Stephen J. Fiala, County Clerk

Recording and Endorsement Cover Page

Document Id: 000000000494734 Document Date: 01/14/2013 Preparation Date: 02/15/2013
Document Type: DECLARATION
Document Page Count: 15

PRESENTER: LINDSAY METCALF
1430 BROADWAY
TRC ENGINEERS
NEW YORK, NY 10018
RETURN TO: CHARLES GUDER
1430 BROADWAY
TRC ENGINEERS
NEW YORK, NY 10018

PROPERTY DATA # OF BLOCKS 2 # OF LOTS 2
Block Lot Unit Address
1400 1 Entire Lot 3668 WESTERN AVENUE ✓
Property Type: Industrial Building
"And Addl Blocks and/or Lots"

PARTIES
GRANTOR THE PORT AUTHORITY OF NY AND NJ
225 PARK AVENUE SOUTH
NEW YORK, NY 10003
GRANTEE THE PORT AUTHORITY OF NY AND NJ
225 PARK AVENUE SOUTH
NEW YORK, NY 10003

PAYMENT DETAIL
Make Checks Payable to:
Richmond County Clerk: 65.00 Recording Fees
Total Payments For This Document: 65.00
FEES PAID

EXAM *JM* DATE FEB 15 2013
RECORDED IN RICHMOND COUNTY

FEB 15 2013

Spil
COUNTY CLERK

LAND DOC# 464790
27-DECL, CONT, WAIVER
02/15/2013 03:45:27 P.M.
RECEIPT: 9682 FEE: \$65.00
RICHMOND COUNTY CLERK

**PLEASE RECORD AND RETURN TO:
ELIZABETH ROGAK, ESQ.
THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
LAW DEPARTMENT - 13TH FLOOR
225 PARK AVENUE SOUTH
NEW YORK, NEW YORK 10003-1604**

DECLARATION OF COVENANTS AND RESTRICTIONS

**PROPERTY: Port Ivory Voluntary Cleanup Agreement Sites 2a & 2b
Tax Lots 1, 100, P/O 200, Block 1400 (Site 2a)
P/O Tax Lot 1, Block 1338 (Site 2b)
Borough of Staten Island, County of Richmond
City and State of New York**

THIS COVENANT, made the 14 day of January 2013, by The Port Authority of New York and New Jersey (the Port Authority), a body corporate and politic, created by Compact between the States of New York and New Jersey, with the consent of the Congress of the United States of America and having an office for the transaction of business at 225 Park Avenue South, New York, New York 10003-1604:

WHEREAS, the Port Authority is the subject of a Voluntary Agreement executed by its Chief Operating Officer on June 18, 2004 ("Agreement") as part of the New York State Department of Environmental Conservation's (the "Department's") Voluntary Cleanup Program, namely that parcel of real property designated as VCP Site # V-00674-2 (Sites 2a & 2b) located at 40 Western Avenue, Tax Lot Nos. 1, 100, and p/o 200, Block 1400 (Site 2a) and p/o Tax Lot 1, Block 1338 (Site 2b) in the Borough of Staten Island, County of Richmond, State of New York, which is part of lands conveyed by The Proctor & Gamble Manufacturing Company to The Port Authority of New York and New Jersey by deed dated December 18, 2000 and recorded in the Richmond County Clerk's Office on February 23, 2001 at Reel 10921 at Page 023 *et seq.* and being more particularly shown on a map and described in metes and bounds contained in a Notice of Agreement, made as of September 17, 2004 recorded in the Office of the Richmond County Clerk on January 14, 2005 at Reel 19739, Page 242 *et seq.*, a copy of which is attached to this Declaration and made a part hereof hereto as Appendix "A" and hereinafter referred to as the "Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants.

NOW, THEREFORE, the Port Authority, for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions is that shown and described in the recorded Notice of Agreement attached hereto as Appendix A.

Second, unless prior written approval by the Department or, if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the State's citizens, hereinafter referred to as "the Relevant Agency," is first obtained, there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property, except in accordance with the most recent Department-approved Site Management Plan (Approved Site Management Plan).

Third, the owner of the Property shall maintain the cap including the landscaped/vegetated areas between the tidal wetland boundaries and 150 feet inland of the adjacent tidal wetlands and associated drainage ditches covering the Property by maintaining its integrity, as described in the Approved Site Management Plan approved by the Department.

Fourth, the owner of the Property shall prohibit the Property from ever being used for purposes other than for restricted commercial/industrial without the express written waiver of such prohibition by the Relevant Agency.

Fifth, the owner of the Property shall prohibit the use of the groundwater underlying the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission to do so from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the Approved Site Management Plan, and have not been impaired.

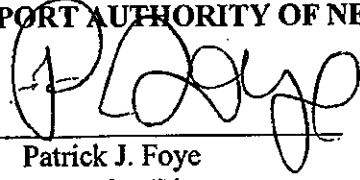
Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the Approved Site Management Plan, which is incorporated and made enforceable hereto, subject to modifications as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property, and shall provide that the owner, and its successors and assigns, consents to enforcement by the Relevant Agency of the prohibitions and restrictions that Paragraph X of the Agreement requires to be recorded, and hereby covenants not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Relevant Agency has consented to the termination of such covenants and restrictions that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.



THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

BY: 

Patrick J. Foye

TITLE: Executive Director


DATED: 4/14/13

APPROVED	
FORM	TERMS
	

ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 14th day of January, in the year 2013, before me, the undersigned personally appeared Patrick J. Fox, 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.



Notary Public, State of New York

TIMOTHY G. STICKELMAN
Notary Public, State of New York
No. 02ST6086913
Qualified in New York County
Commission expires February 3, 2013

APPENDIX A
NOTICE OF AGREEMENT

EXHIBIT

PLEASE RECORD AND RETURN TO
HARRY K. BARR, ESQ.
THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
LAW DEPARTMENT -14TH FLOOR
225 PARK AVENUE SOUTH
NEW YORK, NEW YORK 10003-1604

NOTICE OF AGREEMENT

Property: Port Ivory Voluntary Cleanup Agreement Sites 2a & 2b
(2a) Tax Lots 1, 100, P/O 200, Block 1400
(2b) Tax Lot 1, Block 1338
Borough of Staten Island, County of Richmond
City and State of New York

REEL 19739 PAGE 242

This Notice is made as of the 17th day of September, 2004 by The Port Authority of New York and New Jersey, a body corporate and politic, created by Compact between the States of New York and New Jersey, with the consent of the Congress of the United States of America, with its principal office at 225 Park Avenue South, New York, New York 10003, regarding parcels of real property located at 40 Western Avenue, Staten Island, Richmond County, New York 10303, comprised of Tax Lots 1, 100 and part of 200, Block 1400 (Site 2 (a)) and Tax Lot 1, Block 1338 (Site 2 (b)). Attached as Appendix "A" is a copy of a signed and sealed map of the Site providing a depiction and metes and bounds description of the Site together a separate metes and bounds description of the Site (the "Property"); and

WHEREAS, The Port Authority of New York and New Jersey ("Volunteer") entered into an agreement with the New York State Department of Environmental Conservation, (sometimes hereafter referred to as the "Department") bearing Index # W2-0986-02-04 (the "Agreement"), concerning contamination which is or may be present on the Property, which Agreement was executed on behalf of the Department on July 13, 2004; and

WHEREAS, in return for the remediation of the Property pursuant to the Agreement to the satisfaction of the Department, the Department will provide Volunteer and its lessees and sublessees, grantees, successors, and assigns, including their respective secured creditors, with a release, covenant not to sue, and forbearance from bringing any action, proceeding, or suit related to the Site's further investigation or remediation, subject to certain reservations set forth in the Agreement; and

REEL 19739 PAGE 243

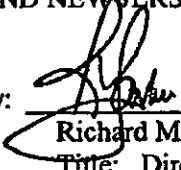
WHEREAS, pursuant to the Agreement, Volunteer agreed to cause the filing of a Notice of the Agreement with the Richmond County Clerk in accordance with Paragraph IX of the Agreement to give all parties who may acquire any interest in the Property notice of the Agreement.

NOW, THEREFORE, Volunteer, for itself and for its successors and assigns, declares that:

1. This Notice of Agreement is hereby given to all parties who may acquire any interest in the Property; and
2. This Notice shall terminate upon the filing of a Notice of Termination of this Agreement after having first received approval to do so from the New York State Department of Environmental Conservation or having terminated the Agreement pursuant to its Paragraph XII.

IN WITNESS WHEREOF, Volunteer has executed this Notice of Agreement by its duly authorized representative.

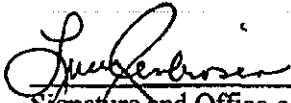
THE PORT AUTHORITY OF NEW YORK
AND NEW JERSEY

By: 
 Richard M. Larrabee
 Title: Director, Port Commerce
 Department

Date: 9-17-04

STATE OF NEW YORK)
) s.s.:
COUNTY OF NEW YORK)

On the 17th day of September, in the year 2004, before me, the undersigned, personally appeared Richard M. Larrabee, 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.


Signature and Office of individual
taking acknowledgment

LUCY AMBROSINO
NOTARY PUBLIC, STATE OF NEW YORK
No. 01AMB101070
QUALIFIED IN NEW YORK COUNTY
MY COMMISSION EXPIRES NOV. 3, 2007

Lucy Ambrosino
Notary Public, State of New York
NO. 01AMB101070
Qualified in New York County
My Commission Expires Nov. 3, 2007

REC'D 7 30 AM '04

Appendix "A"

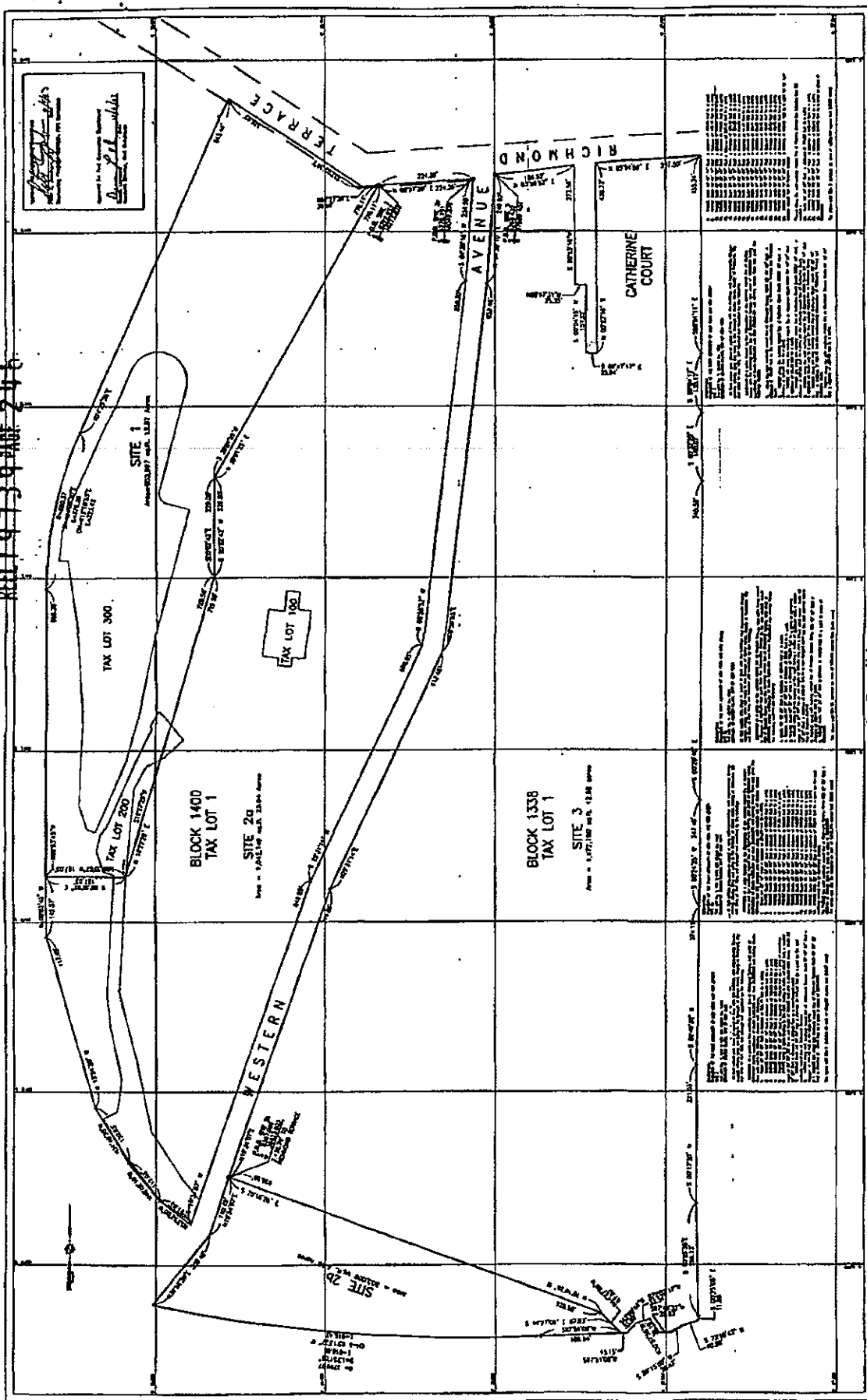
**(to Exhibit "D"
Notice of Agreement)**

**Map of the Property
(Inclusive of metes and bounds description)**

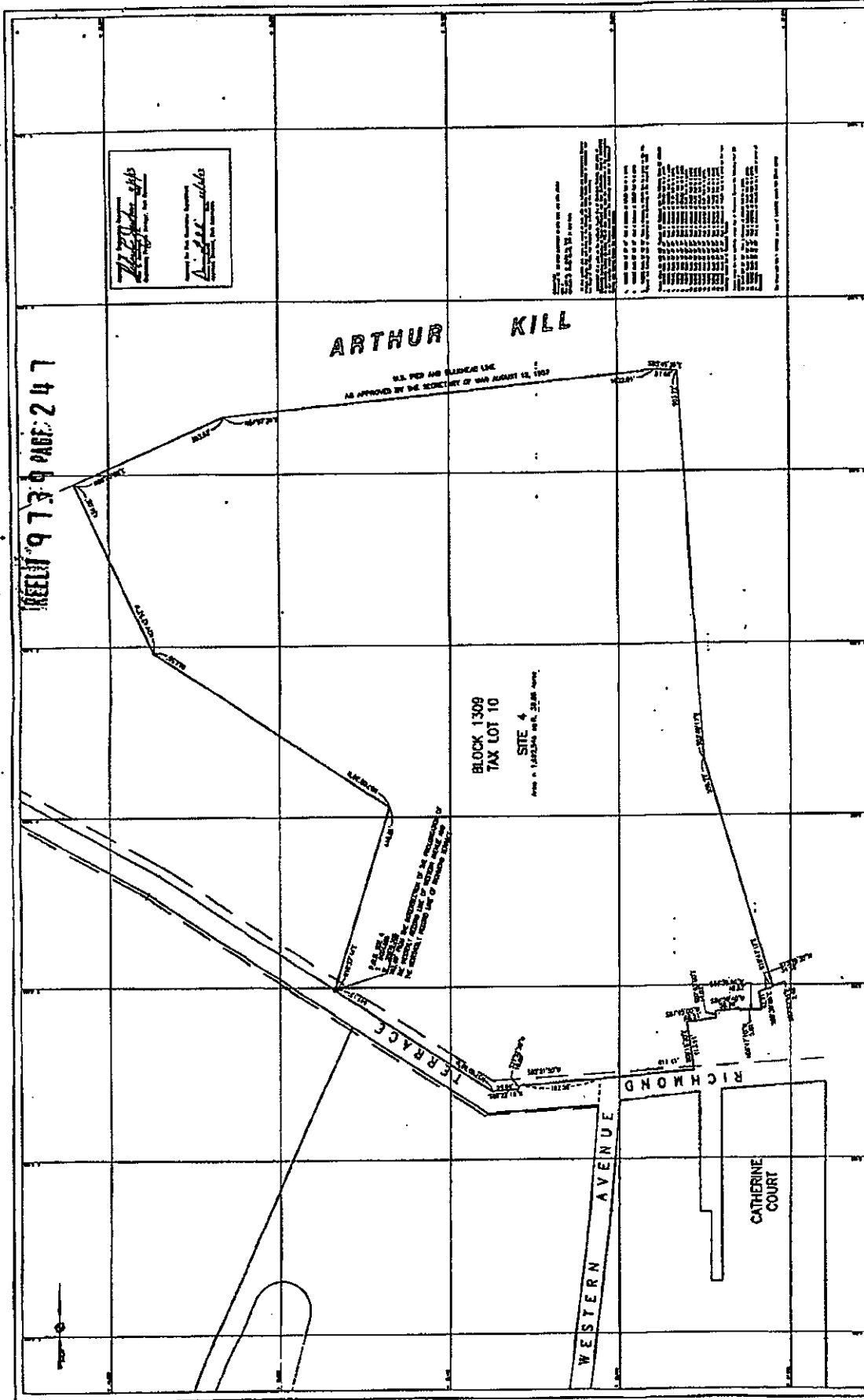
Metes and Bounds Description

REEL 19739 PAGE 245

REF: 1973-9-10-246



<p>THE PORT AUTHORITY OF NY & NJ</p> <p>Port Ivory Facilities Staten Island, New York</p>	<p>RECYCLING UNIT</p> <p>1 2</p> <p>CLIPPING SCALE 1 IN = 1 FT</p>	<p>Boundary Survey of Blocks 1308, 1338 and 1400 Situate in Borough of Staten Island County of Richmond, City and State of New York Showing Sites 1, 2, 3 & 4 to be Addressed Under NYSDEC's Voluntary Cleanup Program</p>	<p>ROGERS SURVEYING, PLLC</p> <p>1700 1st Ave. Staten Island, NY 10314 Tel: 718-991-1100</p>
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Handwritten signature
 Approved by the Surveyor General
 State of New York
 August 12, 1907

Vertical text block, likely a title block or legend, partially obscured and difficult to read.

FILED 9739 PAGE 247

THE PORT AUTHORITY OF NY & NJ

Port Ivory Facilities
Staten Island, New York

Boundary Survey of Blocks 1309, 1338 and 1400
Situata in Borough of Staten Island
County of Richmond, City and State of New York
Showing Sites 1, 2, 3 & 4 to be Addressed Under
NYSDEC's Voluntary Cleanup Program

ROGERS SURVEYING, PLLC
 1000 ROUTE 90
 FORT LEE, NJ 07024
 (201) 261-1100

Rogers Surveying, P.L.L.C.

1632 Richmond Terrace Staten Island, New York 10310 718-447-7311 Fax 718-273-3560

October 8, 2003


DESCRIPTION
PROPERTY OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
SITE 2a
TAX LOT No. 1, 100 & P/O 200 BLOCK No. 1400
BOROUGH OF STATEN ISLAND, CITY OF NEW YORK

All that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Staten Island, County of Richmond, City and State of New York, and bounded and described by the following;

BEGINNING at a point formed by the intersection of the westerly record line of Western Avenue and the southerly record line of Richmond Terrace, said point of BEGINNING having coordinates of South 6,278.781 and West 38,049.870 and running thence from said point the following four (4) courses and distances along said westerly line of Western Avenue;

1. South 04° 30' 10" West a distance of 234.59 feet to a point;
2. THENCE South 06° 56' 53" West a distance of 850.30 feet to a point;
3. THENCE South 25° 31' 16" West a distance of 606.95 feet to a point;
4. THENCE South 19° 34' 07" West a distance of 849.95 feet to a point;
5. THENCE North 53° 52' 00" West a distance of 91.03 feet to a point;
6. THENCE North 40° 02' 10" West a distance of 112.02 feet to a point;
7. THENCE North 31° 40' 20" West a distance of 150.93 feet to a point;
8. THENCE North 15° 54' 20" West a distance of 417.40 feet to a point;
9. THENCE North 00° 03' 45" West a distance of 142.57 feet to a point;
10. THENCE South 89° 30' 07" East a distance of 187.03 feet to a point;
11. THENCE North 16° 27' 29" East a distance of 729.56 feet to a point;
12. THENCE North 00° 02' 42" West a distance of 229.00 feet to a point;
13. THENCE North 30° 01' 25" East a distance of 778.11 feet to a point on the said southerly record line of Richmond Terrace;
14. THENCE the said southerly record line of Richmond Terrace North 86° 27' 20" East a distance of 224.39 feet to a point or place of BEGINNING.

The above said *Site 2a* contains an area of 1,042,749 square feet (23.94 acres)



WILLIAM SPIEZIA, D.S.

New York State Professional Land Surveyor # 050106

REEL 1973 PAGE 248

Rogers Surveying, P.L.L.C.

1632 Richmond Terrace Staten Island, New York 10310 718-447-7311 Fax 718-273-3560

October 8, 2003

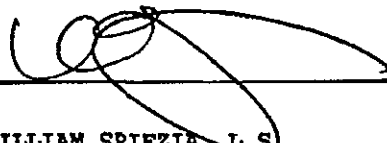
DESCRIPTION
PROPERTY OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
SITE 2b
TAX LOT No. 1 BLOCK No. 1338
BOROUGH OF STATEN ISLAND, CITY OF NEW YORK

All that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Staten Island, County of Richmond, City and State of New York, and bounded and described by the following:

BEGINNING at a point on the easterly record line of Western Avenue, said point being located a distance of 2,436.70 feet south from the intersection formed by the said easterly record line of Western Avenue and the southerly record line of Richmond Terrace, said point of BEGINNING having coordinates of South 8,597.006 and West 38,623.803 and running thence the following courses and distances;

1. South 70° 16' 28" East a distance of 928.58 feet to a point;
2. THENCE South 44° 27' 08" East a distance of 67.03 feet to a point;
3. THENCE South 87° 51' 00" West a distance of 188.84 feet to a point of curvature;
4. THENCE along a curve bearing to the right having a radius of 3,799.97 feet, a central angle of 13° 51' 06" for an arc length of 918.66 feet and a chord which bears South 85° 13' 27" West a distance of 916.43 feet to a non-tangent point on the said easterly record line of Western Avenue;
5. THENCE along said easterly record line of Western Avenue North 39° 58' 20" East a distance of 208.40 feet to a point;
6. THENCE North 19° 34' 07" East a distance of 140.45 feet to a point or place of BEGINNING.

The above said *Site 2b* contains an area of 203,009 square feet (4.66 acres)



WILLIAM SPIEZIA, L.S.

New York State Professional Land Surveyor # 050106

cad\documents\legal_desc\Proctor & Gamble Property\Site-2b.doc

REEL 19739 PAGE 249

RICHMOND COUNTY CLERK
RECORDING and ENDORSEMENT PAGE
COUNTY OF RICHMOND
This page forms part of the instrument

Total Number of pages in document
INCLUDING this page: 9

Premises: Western Ave (Vacant)
30 Western Avenue + 40 Western Ave
Title/Agent Company Name: CTIC
Title Company File Number: 3904-85014
RECORD & RETURN TO: Name The post Authority of NY & NJ
Address Law Dept - 14th floor
City/State/Zip 225 Park Avenue South
New York, NY 10003-1604
Att: Harry K. Bazz, Esq
BLOCKING SECTION
Block: 14009 1338
Lots(s) 1, 100 Partial Lot(s) _____

Describe Document(s): Notice of Agreement
Name & Address: Party 1 The post Authority of New York & New Jersey, 225 Park Ave S.,
New York, NY 10003
Party 2 New York State Department of Environmental Conservation

COUNTY CLERK'S USE ONLY...Do Not Write Below This Line

Examined By: SM Date 12/21/04 Blocked: _____ By: _____ Date _____
Mfg. Amount \$ _____
Mfg. Tax Collected \$ _____
Exemption: Yes _____ No _____
If yes- Type: [253] [255] Other _____
Verified By: a. Address _____ b. Tax Map _____
c. Legal Descr. _____ d. Blk/lot _____
Dwelling Type: [1to3] [4to6] [over 6]
[Vacant/Commercial]

Recording Fee \$ 36.20
Affidavit Fee \$ _____
Consideration \$ _____
Lien deduction \$ _____
RPT Tax \$ _____

RETT Tax JAN 14 2005

Recording fees:
a. Page Charge 1 b. Extra Block(s) _____
c. Extra Local Clerk _____ d. Extra Mortgage Cited _____

RECORDED IN RICHMOND COUNTY

01/14/2005
RECEIPT # 3927
RICHMOND COUNTY CLERK
FEE: \$55.00
12:28:52 P.M.

DOCUMENT # 4913
25-ASSIGN/AGREE,REL

RICHMOND COUNTY CLERK RECEIVED
OCT 14 A 10:22

REEL 19739 PART 250

