

Motion By: _____
Seconded By: _____

RESOLUTION
(10 Franklin Street, LLC)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Riverwood Tech Campus, 4545 East River Road, Henrietta, New York 14623, on June 18, 2019.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON JUNE 17, 2019, WITH RESPECT TO THE 10 FRANKLIN STREET, LLC (THE "COMPANY") PROJECT (THE "PROJECT"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, RENOVATION AND EQUIPPING OF THE PROJECT AND (B) A MORTGAGE RECORDING TAX EXEMPTION; AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **10 FRANKLIN STREET, LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), submitted an application, attached hereto as **Exhibit A**, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in a portion of an approximately 0.12-acre parcel of land located at 10 Franklin Street in the City of Rochester, Monroe County, New York 14604 (the "Land") together with the existing two-story approximately 30,000 square-foot building thereon (the "Existing Improvements"); (B) the renovation and modernization of the Existing Improvements including (i) the conversion of the second floor of the building into residential units consisting of: one 2,200 square foot three-bedroom unit, one 1,900 square-foot two-bedroom unit and one 3,000 square-foot two-bedroom

unit with a den and (ii) conversion of the basement into a fitness studio (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, pursuant to Section 859-a of the Act, on Monday, June 17, 2019, at 10:30 a.m., local time, at the Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; a copy of the Notice of Public Hearing published in the *City Newspaper*, the affidavit of publication of such newspaper, and Minutes of the Public Hearing are attached hereto as **Exhibit B**; and

WHEREAS, it is contemplated that the Agency will (i) negotiate an agent agreement (the "Agent Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring, renovating and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement") and leaseback agreement (the "Leaseback Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement and Leaseback Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility and (b) a mortgage recording tax exemption for financing relating to the Project; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, renovating and equipping the Project; and

(d) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Project involves a Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the renovation, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved.

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 4. Subject to the Company executing the Agent Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, renovate and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools,

machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Agent Agreement shall expire on **June 30, 2020** (unless extended for good cause by the Executive Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement and Leaseback Agreement contemplated have not been executed and delivered. The Executive Director, Chairman or Vice Chairman of the Agency are authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 5. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$806,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$64,480**; and (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof and including any refinancing thereof not to exceed **\$8,250**.

Section 6. The Agency also hereby authorizes and approves the Tenant, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$228,500**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$18,280**.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of

the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 8. The form and substance of the Lease Agreement and the Leaseback Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 9. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency and (B) the related Leaseback Agreement conveying the Project back to the Company; provided, that, the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 10. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement and Leaseback Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Chairman or Vice Chairman of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 11. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 12. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Anthony Meleo				
Troy Milne				
Jared Lusk				
Lisa Bolzner				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

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

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on June 18, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 18th day of June, 2019.

Jeffrey R. Adair, Executive Director

EXHIBIT A
APPLICATION
[See Attached]

EXHIBIT B

NOTICE DOCUMENTS

[See Attached]

Motion By: _____
Seconded By: _____

RESOLUTION
(Fieldtex Products Inc.)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Riverwood Tech Campus, 4545 East River Road, Henrietta, New York 14623, on June 18, 2019.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON JUNE 18, 2019, WITH RESPECT TO THE FIELDTEX PRODUCTS INC. (THE "COMPANY") PROJECT (THE "PROJECT"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, RENOVATION AND EQUIPPING OF THE PROJECT, (B) IF NECESSARY, A MORTGAGE RECORDING TAX EXEMPTION AND (C) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT ("PILOT AGREEMENT"); AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **FIELDTEX PRODUCTS INC.**, a New York corporation, for itself or an entity formed or to be formed (collectively, the "Company"), submitted an application, attached hereto as **Exhibit A**, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in an approximately 8±-acre parcel of land located at 2921 Brighton-Henrietta Town Line Road in the Town of Henrietta, New York (the "Land") together with the existing approximately 129,000± square-foot manufacturing building thereon (the "Existing Improvements"); (B) the renovation of the Existing Improvements, including, but not limited to, build-out of bathrooms and a break

room, upgrading the building's electrical systems, upgrading the lighting and adding parking (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be used by the Company in its manufacturing and distribution business; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, June 18, 2019, at 10:45 a.m., local time, in the Main Meeting Room at Henrietta Town Hall, 475 Calkins Road, Henrietta, New York 14467, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; a copy of the Notice of Public Hearing published in the *City Newspaper*, the affidavit of publication of such newspaper, and Minutes of the Public Hearing are attached hereto as **Exhibit B**; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring, renovating and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, renovation and equipping of the Facility, (b) if necessary, a mortgage recording tax exemption for financing relating to the Project and (c) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's

application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing, renovating and equipping the Project; and

(d) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Project involves a Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the renovation, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved.

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 4. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, modernization and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, renovate and equip the Facility, and such appointment includes the following activities as they relate to the construction,

erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **June 30, 2020** (unless extended for good cause by the Executive Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement, Leaseback Agreement and PILOT Agreement contemplated have not been executed and delivered. The Executive Director, Chairman or Vice Chairman of the Agency are authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 5. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$782,946**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$62,636**; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof and including any refinancing thereof not to exceed **\$37,200**; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 6. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of

the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company and/or the Tenant, their respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 7. The form and substance of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 8. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 9. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Chairman or Vice Chairman of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 10. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 11. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Anthony Meleo				
Troy Milne				
Jared Lusk				
Lisa Bolzner				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

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

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on June 18, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 18th day of June, 2019.

Jeffrey R. Adair, Executive Director

EXHIBIT A
APPLICATION
[See Attached]

EXHIBIT B

NOTICE DOCUMENTS

[See Attached]

Motion By: _____
Seconded By: _____

RESOLUTION
(Unither Manufacturing LLC)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Riverwood Tech Campus, 4545 East River Road, Henrietta, New York 14623, on June 18, 2019.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON JUNE 18, 2019, WITH RESPECT TO THE UNITHER MANUFACTURING LLC (THE "COMPANY") PROJECT (THE "PROJECT"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT AND (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT ("PILOT AGREEMENT"); AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **UNITHER MANUFACTURING LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), submitted an application, attached hereto as **Exhibit A**, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in a portion of land located at 755 Jefferson Road in the Town of Henrietta, New York [Tax Account No.: 162.09-1-2.001] (the "Land") together with the existing approximately 420,320 square-foot manufacturing building thereon (the "Existing Improvements"); (B) the

construction of an approximately 150,000 square-foot addition to the Existing Improvements to house a new packaging line and warehouse to accommodate finished product storage (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be used by the Company in its business as a manufacturer of single-dosage drug delivery systems; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, June 18, 2019, at 11:00 a.m., local time, in the Main Meeting Room at Henrietta Town Hall, 475 Calkins Road, Henrietta, New York 14467, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; a copy of the Notice of Public Hearing published in the *City Newspaper*, the affidavit of publication of such newspaper, and Minutes of the Public Hearing are attached hereto as Exhibit C; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring, constructing and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility and (b) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Town of Henrietta Planning Board (the "Planning Board"), acting as "lead agency" (as such term is defined under SEQRA), undertook an "uncoordinated review" (as such term is defined under SEQRA) of the Project, determined that the Project was an "Unlisted Action" (as such term is defined under SEQRA) and on March 26, 2019 issued a "negative declaration" (as such term is defined under SEQRA) with respect to the Project (the "Negative Declaration").

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project; and

(d) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Project involves an Unlisted Action; the review is uncoordinated. The Planning Board, acting as lead agency, issued the Negative Declaration. The Agency, acting as an "involved agency" (as such term is defined under SEQRA), having undertaken a thorough and comprehensive review of the materials presented by the Company, including but not limited to, the Application and related documents delivered by the Company to the Agency, the Short Environmental Assessment Form and the Planning Board's Negative Declaration, as well as other representations made by the Company to the Agency in connection with the Project, hereby determines that the Project does not pose a potential significant adverse impact on the environment and thus adopts the Planning Board's Negative Declaration. The Agency further determines that all of the provisions of SEQRA that are required to be complied with as a condition precedent to the approval of the Financial Assistance contemplated by the Agency with respect to the Project have been satisfied. A copy of the Short Environmental Assessment Form and Negative Declaration are attached hereto as **Exhibit B**.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved.

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 4. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2020** (unless extended for good cause by the Executive Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement, Leaseback Agreement and PILOT Agreement contemplated have not been executed and delivered. The Executive Director, Chairman or Vice Chairman of the Agency are authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 5. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$2,046,051**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$163,684**; and (ii) a real property tax

abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its Enhanced JobsPlus program.

Section 6. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 7. The form and substance of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 8. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 9. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes,

variations, omissions and insertions as the Executive Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Chairman or Vice Chairman of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 10. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 11. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Anthony Meleo				
Troy Milne				
Jared Lusk				
Lisa Bolzner				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

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

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on June 18, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 18th day of June, 2019.

Jeffrey R. Adair, Executive Director

EXHIBIT A
APPLICATION
[See Attached]

EXHIBIT B

SEQR

[See Attached]

EXHIBIT C

PUBLIC NOTICE DOCUMENTS

[See Attached]

Motion By: _____
Seconded By: _____

RESOLUTION

(Claims Recovery Financial Services, LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Riverwood Tech Campus, 4545 East River Road, Henrietta, New York 14623, on June 18, 2019.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA TAKING OFFICIAL ACTION TO (i) APPOINT CLAIMS RECOVERY FINANCIAL SERVICES, LLC AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (ii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION AND INSTALLATION OF EQUIPMENT IN, ON OR AROUND THE FACILITY, AND (iii) EXECUTE A PROJECT AGREEMENT AND RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, **CLAIMS RECOVERY FINANCIAL SERVICES, LLC**, a Delaware limited liability company, for itself or an entity formed or to be formed (the "Company"), submitted an application, attached hereto as **Exhibit A**, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of the acquisition and installation of various machinery, equipment and personal property including, but not limited to, office furniture, wiring/cabling, IT equipment, computers, laptops and cubicles (collectively, the "Equipment"), into an approximately 2,500 square-foot portion of the building located at 1 East Avenue in the City of Rochester, New York (the "Improvements" and, together with the Equipment, the "Facility"), for use by the Company in its business as a default claims outsource provider; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Project and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring and installing the Equipment and (ii) provide financial assistance (the

"Financial Assistance") to the Company in the form of a sales and use tax exemption for purchases and rentals related to the acquisition and installation of the Equipment; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Project constitutes a "project", as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring and installing the Equipment; and

(d) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

(f) Pursuant to SEQR, the Project constitutes a "Type II Action" as said term is defined in SEQR, and therefore no further action is required to be taken under SEQR.

Section 2. The Agency hereby determines that the Project will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved.

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 4. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire and install the Equipment, and such appointment includes the following activities as they relate the placement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Equipment. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for acquisition of the Equipment, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **June 30, 2020** (unless extended for good cause by the Executive Director, Chairman or Vice Chairman of the Agency). The Executive Director, Chairman or Vice Chairman of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 5. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$190,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$15,200**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 6. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of

the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 7. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate the Project Agreement, pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring and installing the Equipment.

Section 8. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, Chairman or Vice Chairman of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 9. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Anthony Meleo				
Troy Milne				
Jared Lusk				
Lisa Bolzner				
Ann L. Burr				

The Resolutions were thereupon duly adopted.

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

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on June 18, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 18th day of June, 2019.

Jeffrey R. Adair, Executive Director

EXHIBIT A
APPLICATION
[See Attached]

RESOLUTION
(THE MARKETPLACE CONDEMNATION - SEQRA)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA was convened on June 18, 2019.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA MAKING A DETERMINATION PURSUANT TO THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO THE ACTION (AS DEFINED BELOW)

WHEREAS, by Title 1 of Article 18-A of the New York General Municipal Law, as amended, and Chapter 55 of the laws of 1972 of the State of New York, as amended (hereinafter referred to as the "Act"), the **COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA D/B/A IMAGINE MONROE POWERED BY COMIDA** (hereinafter referred to as the "Agency") was created with the authority and power through eminent domain or otherwise to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the purposes and powers of the Agency are set forth in Section 858 of the New York General Municipal Law, as follows:

The purposes of the agency shall be to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities, automobile racing facilities and continuing care retirement communities, provided, however, that, of agencies governed by this article, only agencies created for the benefit of a county and the agency created for the benefit of the city of New York shall be authorized to provide financial assistance in any respect to a continuing care retirement community, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and to improve their recreation opportunities, prosperity and standard of living

; and

WHEREAS, The Marketplace, a New York limited partnership, and/or its affiliates, including, but not limited to, BTMPM, LLC and MMPO, LLC (collectively, the "Company"),

are existing applicants of the Agency with respect to the existing shopping center commonly referred to as The Marketplace Mall and The Outlets at Marketplace Mall located in the Town of Henrietta, Monroe County, New York (the "Town") and comprising of approximately 125±-acres and located at 3400 West Henrietta Road (identifiable by Tax ID#: 161.12-1-1.11), 10 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/C), 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D), 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B), 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A), 30 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/G), 1100 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/F) and 1200 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/E), and upon which is located, among other things, the Main Mall building, the Sears department store, the JC Penney department store, the former Bon-Ton department store, the Former Macy's Parcel (as defined below), the Dick's Sporting Goods store and the Field & Stream store (collectively, the "Mall Facility"); and

WHEREAS, the Proposed Site, which the Project (as defined below) relates to, consists approximately of 26.38 acres of real property located in the Town consisting approximately of: (1) the situs at the Mall Facility of the former, and now vacant (since March 2017), approximately 149,009 square foot Macy's Department Store and existing Macy's improvements, adjoining and/or nearby parking fields and related improvements located at 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B) and containing in the aggregate approximately 9.53 acres and leased to the Company (collectively, the "Former Macy's Parcel"), (2) such portions of the Mall Facility adjoining and/or near the Former Macy's Parcel containing in the aggregate approximately 14.17 acres and leased to the Company (collectively, the "Addition to Macy's Parcel"), (3) such portions of the Mall Facility constituting a portion of the parking fields and related improvements adjoining and/or near the situs at the Mall Facility of the former, and now partially vacant, Bon-Ton Department Store located at 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D) and containing in the aggregate approximately 544 parking spaces and leased to the Company (collectively, the "Remote Parking Area") and (4) such portions of the Mall Facility constituting a triangular shaped parking field and related improvements adjoining and/or near the eastern portion of the existing JC Penney Department Store located at 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A) and containing in the aggregate approximately 2.68 acres and leased to J.C. Penney Properties, Inc. or any of its successors or assigns (collectively, the "JC Penney Parking Parcel", and collectively with the Former Macy's Parcel, the Addition to Macy's Parcel and the Remote Parking Area, the "Proposed Site"); and

WHEREAS, on March 19, 2019, the Agency duly adopted a resolution authorizing the commencement of all steps necessary for the "acquisition" by the Agency of all or portions of certain "real property" (as such quoted terms are defined in the New York Eminent Procedure Domain Law ("EDPL") and used herein) located at the Mall Facility consisting approximately of all or a portion of certain real property interests of the Designated Interest Holders (as defined below) including, without limitation, (1) the real property interests of any of the Designated Interest Holders, or any of their respective successors or assigns, with respect to the Former Macy's Parcel and/or the Addition to Macy's Parcel under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded, (2) the real property interests of J.C. Penney Properties, Inc., any of the

other Designated Interest Holders, or any of their respective successors or assigns, with respect to the JC Penney Parking Parcel under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded, (3) the real property interests of Dave & Buster's of New York, Inc., any of the other Designated Interest Holders, or any of their respective successors or assigns, with respect to the Remote Parking Area under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded, (4) the real property interests of the Designated Interest Holders, their respective successors or assigns, identified by the Company in Exhibit A (attached hereto and made part hereof) under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded (collectively, the "Primary Contractual Rights") and/or (5) any and all other rights, rights to approve, consent or otherwise restrict, control, interfere or impede in any way the undertaking, development and/or continued and exclusive use, subleasing, assignment, maintenance and/or operation of the Project (regardless if such use and/or operation of the Project may otherwise be exclusive to any and all such Designated Interest Holders, their respective successors or assigns, or restricted, prohibited, and/or disallowed under any and all their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded), real property interests of the Designated Interest Holders, their respective successors or assigns, to use and/or operate the respective facilities of any and all such Designated Interest Holders, their respective successors or assigns, for any purpose(s) other than retail as may be currently in use at the time of acquisition, right to discontinue operations (a/k/a "go-dark" clause), right to assignment and/or sublease, right to park in or have access to the Proposed Site (including with respect to the respective invitees, licensees and/or employees of any and all such Designated Interest Holders, their respective successors or assigns), right to restrict the use of or development within the Mall Facility, options, protected area rights, excluded area rights, entrance/loading/unloading rights, critical access way rights, interests, privileges or easements of any and all such Designated Interest Holders, their respective successors or assigns, under any and all of their leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded (collectively, the "Proposed Interests"), all in connection with the Project (as defined below); and

WHEREAS, the Agency desires to exercise its power of eminent domain for the acquisition of the Proposed Interests all in connection with future potential project(s) (collectively, the "Project") consisting of the proposed acquisition of the Proposed Interests all as may be needed in order to promote, attract, facilitate, maintain and continue, and in connection with, the productive reuse and redevelopment by the Company (or their respective successors, assigns or designees) of the Proposed Site, which is currently vacant and/or underutilized, and including, but not limited to, any and all related parking and entrance/loading/unloading realignments, parking improvements, infrastructure, roadway or site improvements or modifications necessary therefor throughout the Mall Facility including, without limitation,

related parking garages, buildings of heights in excess of two (2) stories, designation of restricted parking on the Remote Parking Area and signage, contemporaneously or in stages pursuant to the EDPL, and thereby serve a public use, benefit and/or purpose by, among other things, advancing the overall general prosperity and economic and welfare of the residents of the County of Monroe, New York (the "County") thereby advancing the purpose of the Agency under the Act, and including as appropriate, serve any public purpose contemplated by the Town of Henrietta Comprehensive Land Use Plan (January 2003), the Town of Henrietta 2011 Strategic Update to the Comprehensive Plan (August 2011) and/or the Town of Henrietta Comprehensive Land Use Plan – 2019 Update (February 2019), each of which are incorporated into this record by reference (collectively, the "Plans"); and

WHEREAS, the Designated Interest Holders, collectively, consist of only those certain tenants and/or interest holders of the Mall Facility identified by the Company as Old Navy, LLC, Sears, Roebuck and Co., J.C. Penney Properties, Inc., Victoria's Secrets Stores, LLC, Bath & Body Works, LLC, Express Fashion Operations, LLC, Dick's Sporting Goods, Inc. (Field & Stream), Galyan's Trading Company, LLC (Dick's Sporting Goods) and Dave & Buster's of New York, Inc., and their respective successors or assigns (collectively, the "Designated Interest Holders"); and

WHEREAS, pursuant to and in accordance with the EPDL, on April 15, 2019, a duly noticed public hearing with respect to the Project was held at the Henrietta Town Hall located at 475 Calkins Road, Main Meeting Room, Rochester, New York (the "April Hearing"); and

WHEREAS, in accordance with the EDPL and pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.1 et seq., as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Agency has identified the Project as an Unlisted Action under SEQRA, and the Agency has caused to be prepared, including based on the input of its counsel, a Full Environmental Assessment Form ("EAF") for the Project, including preparation of a Part 1 of the Full EAF for the Proposed Site, Parts 2 and 3 of the Full EAF for the Project, as well as other information summarizing the Project and its potential impacts; and

WHEREAS, the Agency has considered the impact on the environment of the Project as set forth in more detail below by undertaking a thorough review of conditions and issues associated with the Project and any relevant comments from the April Hearing, and the Agency's review and analysis of the potential impacts of the Project includes review and examination of: (i) the completed Full EAF, including Parts 1, 2 and 3, and the EAF Mapper results for the Project and applicable database results; and (ii) other supporting information and material available concerning the Project, including the Plans and other documents and information concerning the Project on file with the Agency; and

WHEREAS, based on the information contained in the completed Full EAF, the other information summarized above and herein comprising the administrative record in this matter, and the determination of negative declaration made herein, the Agency determines that the Project will not result in any significant adverse impact to the environment as specified below in accordance with the following:

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA AS FOLLOWS:

Section 1. The Project is classified as an Unlisted Action under SEQRA as that term is defined by 6 NYCRR §617.2(ak), and each of the Whereas Clauses in this Resolution is incorporated by reference as specific findings of this Resolution and shall have the same effect as the other findings herein.

Section 2. The Agency has considered the Project pursuant to the parameters and criteria set forth in applicable law and regulations, including but not limited to those set forth in 6 NYCRR §§617.1 and 617.3.

Section 3. The Agency has considered the significance of the potential environmental impacts of the Project by: (i) carefully reviewing and examining the responses to the Full EAF, including the information in Part 1 of the Full EAF and the EAF Mapper results and various database results assessing impacts or potential impacts associated with the Proposed Site including Part 1 EAFs prepared for the Proposed Site, and completing the analyses for Parts 2 and 3 of the EAF for the Project, together with examining other available supporting information and documents concerning the Project, including the Plans and other documents referenced previously concerning the Project, to identify the relevant areas of environmental concern with respect to potential impacts to land, stormwater and groundwater, wetlands, historic, archaeological and other recognized and/or protected resources, threatened or endangered species, community character and cumulative impacts, if any, and other potential impacts as required by applicable regulation; (ii) considering the criteria set forth in 6 NYCRR § 617.7(c); and (iii) thoroughly analyzing the identified areas of relevant environmental concern.

Section 4. Based upon a thorough and comprehensive review by the Agency of the Full EAF, including Parts 1, 2 and 3 thereof, the EAF Mapper and pertinent documents from various databases assessing impacts and potential impacts from the Project, the Plans and any other documents concerning the Project, and comments made or submitted at the April Hearing in connection with the Project, the Agency hereby finds that the Project will result in no potential significant adverse environmental impacts requiring the preparation of an environmental impact statement for the proposed action. The Project concerns the acquisition by condemnation of the Proposed Interests as may be needed to facilitate the future productive reuse and redevelopment of the Proposed Site. Under no circumstances shall the Project authorize development or redevelopment of the Proposed Site other than as may be authorized under current law, including SEQRA, and applicable zoning and land use laws. The approval of Project will not result in any physical impacts, including construction, development or other activities, and constitutes a preliminary step in a series of planning activities and actions intended to facilitate the ultimate

redevelopment of the Proposed Site consistent with the Plans (or otherwise). The Agency, having conducted an uncoordinated review of the Project pursuant to SEQRA, thus issues a Negative Declaration for the action pursuant to 6 NYCRR 617.7.

Section 5. The Agency approves, adopts and incorporates by reference the responses to the Full EAF, including Parts 1, 2 and 3 thereof with its supporting written elaboration, and finds that the Project will not result in any significant adverse impact on the environment for the following reasons:

1. Impact on Land (Full EAF Form, Part 2, Section 1). The Project will not have a significant adverse environmental impact on land. The Project does not involve construction on, or physical alteration of, the land surface of the proposed site, such as grading, clearing, filling, excavation or construction activities. The proposed action is limited to the acquisition by condemnation of the Proposed Interests as may be needed to facilitate the future productive reuse and redevelopment of the Proposed Site. No other action is to be taken concerning the Proposed Site. Acquisition of the Proposed Interests will not result in any physical change to the Proposed Site.

2. Impact on Geological Features (Full EAF Part 2, Section 2). The Project will not have a significant adverse environmental impact on geological features. No geological features were identified at the Proposed Site.

3. Impacts to Surface Water (Full EAF Form, Part 2, Section 3). The Project will not have a significant adverse impact on surface water. Although Part 1 of the Full EAF identified that a portion of the Proposed Site contains wetlands or other waterbodies, the Project does not involve any change to the Proposed Site, but simply involves the Agency's potential acquisition by condemnation of the Proposed Interests. Thus, the proposed action does not involve activities that would otherwise disturb the land such as removing vegetation, increasing or decreasing the size of a waterbody, creating new water bodies, or grading, clearing, filling or excavating within or adjoining a waterbody. The proposed action also will not cause erosion, withdraw water, discharge wastes into the waterbody, or degrade water quality. At such time as future development is proposed, stormwater runoff will be addressed, including the Agency anticipating that the developer will obtain, as applicable, coverage under the SPDES General Permit and prepare a SWPPP pursuant to New York State Department of Environmental Conservation ("NYSDEC") regulations that will implement construction and post-construction practices necessary to address any potential stormwater runoff.

4. Impact on Groundwater (Full EAF Form, Part 2, Section 4). The Project will not have a significant adverse environmental impact on groundwater. Because the proposed action is limited to the Agency's potential acquisition by condemnation of the Proposed Interests, current water usage will remain unchanged. The Project will not create a new or additional demand for water and no potable water source will be added or impacted by the proposed action. To the extent future development is proposed, it is anticipated that any building improvements will connect with the existing public water supply that contains adequate capacity.

5. Impact on Flooding (Full EAF Form, Part 2, Section 5). The Project will not have a significant adverse environmental impact on flooding. While the EAF Mapper report general

with Part 1 of the Full EAF indicates that the Proposed Site is located in the 100-year and 500-year Floodplain, the proposed action is limited to the Agency's potential acquisition by condemnation of the Proposed Interests, and thus no disturbance or construction will take place in the 100-year or 500-year floodway at the Proposed Site.

6. Impact on Air (Full EAF Part 2, Section 6). The Project will not have a significant adverse environmental impact on air. There will be no change in air quality upon the Agency's acquisition by condemnation of the Proposed Interests.

7. Impact on Plants and Animals (Full EAF Part 2, Section 7). The Project will not have a significant adverse environmental impact on plants and animals. As detailed in the Full EAF, there will be no change of use with respect to the Proposed Site, and no development or other action will be authorized or taken pursuant to the Project beyond the Agency's proposed acquisition by condemnation of the Proposed Interests. The proposed acquisition will result in no impact to threatened or endangered species or their habitats. The Full EAF does not identify any species of plant or animal that is listed as endangered or threatened, rare, or a species of special concern. While the NYSDEC Nature Explorer report and US Fish & Wildlife iPac report identify certain species, because there is no physical change proposed as part of the Project, which consists of the acquisition of the Proposed Interests, there will be no significant adverse impact to such species.

8. Impact on Agricultural Resources (Full EAF Form, Part 2, Section 8). The Project will not have a significant adverse environmental impact on agricultural resources. The Proposed Site is not currently engaged in an agricultural use.

9. Impact on Aesthetic Resources (Full EAF Form, Part 2, Section 9). The Project will not have a significant adverse environmental impact on aesthetic resources. The Project consists of the acquisition of the Proposed Interests, which will not introduce different land uses or a different level or kind of activity in the area different from what currently exists. No scenic or aesthetic resources were identified in proximity to the Proposed Site, and according to Part 1 of the Full EAF, no such resource is located within five miles of the Proposed Site.

10. Impact on Historic and Archeological Resources (Full EAF Part 2, Section 10). The Project will not have a significant adverse environmental impact on historic and archeological resources. The EAF Mapper and other information available indicate that no such recognized historical or archeological resources are associated with the Proposed Site. Although Part 1 of the Full EAF indicated that the Proposed Site is located in or adjacent to an archeologically sensitive area, because the proposed action is limited to the Agency's acquisition of the Proposed Interests, there will be no disturbance of any archeological resource.

11. Impact on Open Space and Recreation (Full EAF Part 2, Section 11). The Project will not have a significant adverse environmental impact on open space and recreation. The acquisition of the Proposed Interests will not create a loss of recreational opportunities or a reduction in an open space resource as designated in any adopted municipal open space plan. Available information does not indicate that the Project will have any impact on open space and

recreation in the area, and in any event the uses associated with the Proposed Site will not change as a result of the Project.

12. Impact on Critical Environmental Areas (Full EAF Part 2, Section 12). The Project will not have a significant adverse environmental impact on critical environmental areas. The proposed action will not be located within or adjacent to a critical environmental area.

13. Impact on Transportation (Full EAF Part 2, Section 13). The Project will not have a significant adverse environmental impact on transportation. As discussed, the Project involves the acquisition of the Proposed Interests, and thus will not result in a significant adverse impact on traffic or transportation systems, including pedestrian and vehicular traffic, parking, or traffic congestion. The acquisition of the Proposed Interests will not significantly impact available on-site parking for patrons of the Mall Facility. In connection with the Project, sufficient parking in direct proximity to existing Designated Interest Holders will be available. If, and when, potential future reuse or redevelopment of the Proposed Site occurs, traffic concerns will be evaluated at that time. The Agency's acquisition of title to the Proposed Interests will have no immediate impact on traffic or transportation systems.

14. Impact on Energy (Full EAF Part 2, Section 14). The Project will not have a significant adverse environmental impact on energy. Because the Project is limited to the Agency's acquisition of the Proposed Interests as may be needed to facilitate the future productive reuse and redevelopment of the Proposed Site, the proposed action will not increase the use of any form of energy, or increase energy demand. The creation or extension of an energy transmission or supply system is not required.

15. Impact on Noise, Odor and Light (Full EAF Part 3, Section 15). The Project will not have a significant adverse environmental impact on noise, odor and light. No odors, noise or light impacts will be generated through the Agency's acquisition of the Proposed Interests. The proposed action will not result in routine odors, light shining onto adjoining properties, or lighting creating sky-glow brighter than existing area conditions.

16. Impact on Human Health (Full EAF Part 3, Section 16). The Project will not have a significant adverse environmental impact on human health. Part 1 of the Full EAF indicates that the Proposed Site is within 2,000 feet of four sites referenced in the NYSDEC Remediation database. Further investigation has determined that the Proposed Site is approximately 2,400 feet from Site Code V00126 and 828170, 1,700 feet from Site Code 828077, and 1,600 feet from Site Code 828079. Because the proposed action is limited to the acquisition of the Proposed Interests, the Project will not otherwise disturb any solid or hazardous waste related to those identified sites.

17. Consistency with Community Plan (Full EAF Part 2, Section 17). The Project is consistent with adopted land use plans. The Project consists of the acquisition of the Proposed Interests to facilitate the productive reuse and redevelopment of the Proposed Site. The acquisition of the Proposed Interests will result in positive effects within the County and surrounding community. The Project will carry out the purpose of the Agency by advancing the general prosperity and economic welfare of the residents of the County and facilitating the

product reuse of the Proposed Site for future economic development, thereby promoting economic revitalization, employment and increasing the economic base within the County. The eventual effects on the community will be to provide a broader tax base and increased employment opportunities, thus benefitting the residents of the County. The Proposed Site is located in the Town of Henrietta Commercial B-1 Zoning District, which allows for a wide range of commercial uses. Pursuant to Local Law No. 3 of 2019, the Town of Henrietta included the Mall Facility, including the Proposed Site, in the Mixed-Use Redevelopment Overlay District, the primary purpose of which is to, among other things, “[e]ncourage adaptive reuse and redevelopment of abandoned, vacant or underutilized business . . . properties Mixed-Use Overlay Districts are intended to promote the development, redevelopment, adaptive reuse, rehabilitation and general improvement and reinvestment of properties within specifically designated geographic areas and along transportation corridors in the Town of Henrietta.” The Town of Henrietta Comprehensive Land Use Plan (January 2003) puts forward several community goals and objectives including "actively promot[ing] the use of available land and underutilized buildings in existing developed areas" (p. 3-4) and "encourag[ing] the adaptive reuse of unused or underutilized commercial and industrial sites to attract new or expanded industries or businesses" (p. 3-9). The Town of Henrietta 2011 Strategic Update to the Comprehensive Plan (August 2011) identifies certain interrelated initiatives and strategies including a strong preference expressed by the community for "examining options to redevelop older, worn out commercial sites as an alternative to new commercial developments in previously undisturbed locations" (p. 28). In a similar vein, the Town of Henrietta Comprehensive Land Use Plan – 2019 Update (February 2019) presented recommendations to further implement the Town's Comprehensive Land Use Plan by encouraging mixed use development and redevelopment together with the Town's proposed Mixed-Use Redevelopment Area and stated that "[c]onsistent with previous planning initiatives, the Town should position itself to attract and accommodate reinvestment, reuse and redevelopment of previously developed properties in lieu of greenfield development, where appropriate. Greyfield redevelopment, as it is often called, could shift some development interest away from undeveloped (greenfield) properties to previously developed areas, particularly underutilized commercial strip shopping centers and other former retail and larger non-retail properties. Greyfield properties typically consist of large building footprints and equally large underused parking areas with access along major thoroughfares such as those identified [in the Plans]. The redevelopment of these properties may become more possible due to anticipated changes in retail markets, such as the continued closing of major retail stores due to online shopping....These underutilized and vacant properties can accommodate redevelopment, possibly on a large scale, because of existing public infrastructure (roadways, sewer, water, utilities) and the availability of other community services, such as public transit and emergency services." (p. 22-23). Thus, the Project is consistent with the Plans.

18. Consistency with Community Character (Full EAF Form, Part 2, Section 18). The Project is consistent with community character and will have a positive effect on the community. The Project involves the acquisition of the Proposed Interests to facilitate the productive reuse and redevelopment of the Proposed Site for future economic development projects, which future development shall be subject to zoning, land use and other approvals. The eventual effects on the community as such time as development is proposed will be to provide a broader tax base, increased jobs, and thus a better standard of living for Town residents in accordance with the

statutory purpose of the Agency. In addition, any development of the Proposed Site shall be subject to a SEQRA review and, as such, any impact on community character will be evaluated at that time.

19. Cumulative Impacts and Subsequent Review. There will be no significant adverse environmental impacts associated with any potential cumulative impact. The Agency has considered cumulative impacts, including other simultaneous or subsequent actions which are included in any long range plans of which the Project under consideration is a part; likely to be undertaken as a result of the Project; or dependent on the Project. Any potential impacts of future applications and proposals associated with the Proposed Site will be reviewed under SEQRA and zoning, land use and other applicable law when a future development is proposed. There is no improper segmentation associated with the Project. The Project is limited to the acquisition of the Proposed Interests. The approval of the Project will not result in any physical impacts, including construction, development or other activities, and constitutes a step in a series of planning activities and actions intended to facilitate the ultimate redevelopment of the Proposed Site in accordance with the Plans (or otherwise). Although the Agency has been informed by the Company of a potential reuse and redevelopment of the Proposed Site, the Agency is not aware that any applications have been submitted to the Town or other relevant state and local agencies, and regardless of such potential reuse and redevelopment coming to fruition, the Agency is proposing to undertake the Project for the purpose of the ultimate redevelopment of the Proposed Site. Because no specific final development plans are proposed for the Proposed Site at this time, any assessment of potential impacts would be speculative. Future development on the Proposed Site will be subject to local land use and zoning approvals. When future development of the Proposed Site is proposed, a separate environmental review will be completed under SEQRA and such review will be no less protective of the environment.

Section 6: This Resolution has been prepared in accordance with Article 8 of the New York Environmental Conservation Board by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA with offices located at 50 West Main Street, Suite 8100, Rochester, New York 14614.

Section 7: The Agency and/or the persons whom it may designate or has designated for such purpose are authorized to file the Negative Declaration in accordance with applicable provisions of the law and this Resolution shall constitute a Notice of Negative Declaration. The requirements of SEQRA have been satisfied.

Section 8. The members, officers, employees and agents of the Agency (including general, special, and/or transaction counsel to the Agency) are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all certificates, instruments and documents, to pay all fees, charges and expenses and to do all further acts and things as may be necessary or, in the opinion of the member, officer, employee or agent of the Agency, desirable and proper to effectuate the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of any documents executed for and on behalf of the Agency for purposes of effectuating any of the foregoing.

Section 9. This Resolution shall take effect immediately.

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The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Ann L. Burr				
Jay Popli				
Anthony Meleo				
Gary Collins				
Troy Milne				
Jared Lusk				
Lisa Bolzner				

The Resolutions were thereupon duly adopted.

CERTIFICATION

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

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on March 19, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 18th day of June, 2019.

Jeffrey R. Adair, Executive Director

DETERMINATION AND FINDINGS OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA ADOPTED PURSUANT TO SECTION 204 OF THE NEW YORK EMINENT DOMAIN PROCEDURE LAW FOR THE ACQUISITION OF CERTAIN REAL PROPERTY LOCATED AT THE MALL FACILITY (AS DEFINED BELOW) IN THE TOWN OF HENRIETTA, MONROE COUNTY, NEW YORK CONSISTING APPROXIMATELY OF THE PROPOSED INTERESTS (AS DEFINED BELOW).

Overview and Background

By Title I of Article 18-A of the New York General Municipal Law, as amended, and Chapter 55 of the laws of 1972 of the State of New York, as amended (hereinafter referred to as the "Act"), the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (hereinafter referred to as the "Agency") was created with the authority and power through eminent domain or otherwise to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act. In particular, the purposes and powers of the Agency are set forth in Section 858 of the New York General Municipal Law, as follows:

The purposes of the agency shall be to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities, automobile racing facilities and continuing care retirement communities, provided, however, that, of agencies governed by this article, only agencies created for the benefit of a county and the agency created for the benefit of the city of New York shall be authorized to provide financial assistance in any respect to a continuing care retirement community, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and to improve their recreation opportunities, prosperity and standard of living

The Marketplace, a New York limited partnership, and/or its affiliates, including, but not limited to, BTMPM, LLC and MMPO, LLC (collectively, the "Company"), are existing applicants of the Agency with respect to the existing shopping center commonly referred to as The Marketplace Mall and The Outlets at Marketplace Mall located in the Town of Henrietta, Monroe County, New York (the "Town") and comprising of approximately 125±-acres and located at 3400 West Henrietta Road (identifiable by Tax ID#: 161.12-1-1.11), 10 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/C), 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D), 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B), 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A), 30 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/G), 1100 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/F) and 1200 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/E), and upon which is located, among other things, the Main Mall building, the Sears department store, the JC Penney department store, the former Bon-Ton department store, the Former Macy's Parcel (as defined below), the Dick's Sporting Goods store and the Field & Stream store (collectively, the "Mall Facility").

The Proposed Site, which the Project (as defined below) relates to and which is located within the boundaries of the Mall Facility, consists approximately of: (1) the situs at the Mall Facility of the former, and now vacant (since March 2017), approximately 149,009 square foot Macy's Department Store and existing Macy's improvements, adjoining and/or nearby parking fields and related improvements located at 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B) and containing in the aggregate approximately 9.53 acres and leased to the Company (collectively, the "Former Macy's Parcel"), (2) such portions of the Mall Facility adjoining and/or near the Former Macy's Parcel containing in the aggregate approximately 14.17

acres and leased to the Company (collectively, the "Addition to Macy's Parcel"), (3) such portions of the Mall Facility constituting a portion of the parking fields and related improvements adjoining and/or near the situs at the Mall Facility of the former, and now partially vacant, Bon-Ton Department Store located at 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D) and containing in the aggregate approximately 544 parking spaces and leased to the Company (collectively, the "Remote Parking Area") and (4) such portions of the Mall Facility constituting a triangular shaped parking field and related improvements adjoining and/or near the eastern portion of the existing JC Penney Department Store located at 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A) and containing in the aggregate approximately 2.68 acres and leased to J.C. Penney Properties, Inc. or any of its successors or assigns, under any and all of leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded (collectively, the "JC Penney Parking Parcel", and collectively with the Former Macy's Parcel, the Addition to Macy's Parcel and the Remote Parking Area, the "Proposed Site").

The Agency desires to exercise its power of eminent domain for the "acquisition" of all or portions of certain "real property" (as such quoted terms are defined in the New York Eminent Procedure Domain Law ("EDPL") and used herein) located at the Mall Facility consisting approximately of all or a portion of certain real property interests of the Designated Interest Holders (as defined below) including, without limitation, (1) the real property interests of any of the Designated Interest Holders, or any of their respective successors or assigns, with respect to the Former Macy's Parcel and/or the Addition to Macy's Parcel under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating

covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded, (2) the real property interests of J.C. Penney Properties, Inc., any of the other Designated Interest Holders, or any of their respective successors or assigns, with respect to the JC Penney Parking Parcel under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded, (3) the real property interests of Dave & Buster's of New York, Inc., any of the other Designated Interest Holders, or any of their respective successors or assigns, with respect to the Remote Parking Area under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded, (4) the real property interests of the Designated Interest Holders, their respective successors or assigns, identified by the Company in Exhibit A (attached hereto and made part hereof) under any and all of their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded (collectively, the "Primary Contractual Rights") and/or (5) any and all other rights, rights to approve, consent or otherwise restrict, control, interfere or impede in any way the undertaking, development and/or continued and exclusive use, subleasing, assignment, maintenance and/or operation of the Project (regardless if such use and/or operation of the Project may otherwise be exclusive to any and all such Designated Interest Holders, their respective successors or assigns, or restricted, prohibited, and/or disallowed under any and all their respective leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal

easement agreements (or similar agreements) whether or not recorded), real property interests of the Designated Interest Holders, their respective successors or assigns, to use and/or operate the respective facilities of any and all such Designated Interest Holders, their respective successors or assigns, for any purpose(s) other than retail as may be currently in use at the time of acquisition, right to discontinue operations (a/k/a "go-dark" clause), right to assignment and/or sublease, right to park in or have access to the Proposed Site (including with respect to the respective invitees, licensees and/or employees of any and all such Designated Interest Holders, their respective successors or assigns), right to restrict the use of or development within the Mall Facility, options, protected area rights, excluded area rights, entrance/loading/unloading rights, critical access way rights, interests, privileges or easements of any and all such Designated Interest Holders, their respective successors or assigns, under any and all of their leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded (collectively, the "Proposed Interests"), all in connection with future potential project(s) (collectively, the "Project") consisting of the proposed acquisition of the Proposed Interests all as may be needed in order to promote, attract, facilitate, maintain and continue, and in connection with, the productive reuse and redevelopment by the Company (or their respective successors, assigns or designees) of the Proposed Site, which is currently vacant and/or underutilized, and including, but not limited to, any and all related parking and entrance/loading/unloading realignments, parking improvements, infrastructure, roadway or site improvements or modifications necessary therefor throughout the Mall Facility including, without limitation, related parking garages, buildings of heights in excess of two (2) stories, designation of restricted parking on the Remote Parking Area and signage, contemporaneously

or in stages pursuant to the EDPL, in connection with serving the public use, benefit or purpose described herein.

The Agency is proposing to acquire the Proposed Interests for the purpose of furthering economic development in the County of Monroe, New York (the "County"), including, as appropriate, complementing any public purpose contemplated by the Town of Henrietta Comprehensive Land Use Plan (January 2003), the Town of Henrietta 2011 Strategic Update to the Comprehensive Plan (August 2011) and/or the Town of Henrietta Comprehensive Land Use Plan – 2019 Update (February 2019), each of which are incorporated into this record by reference (collectively, the "Plans") as described further herein, thus carrying out the purpose of the Agency under the Act to "advance the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and to improve their recreation opportunities, prosperity and standard of living." The proposed acquisition of the Proposed Interests is within the Agency's statutory authority and will fulfill its statutory purposes.

The Town of Henrietta Comprehensive Land Use Plan (January 2003) puts forward several community goals and objectives including "actively promot[ing] the use of available land and underutilized buildings in existing developed areas" (p. 3-4) and "encourag[ing] the adaptive reuse of unused or underutilized commercial and industrial sites to attract new or expanded industries or businesses" (p. 3-9). The Town of Henrietta 2011 Strategic Update to the Comprehensive Plan (August 2011) identifies certain interrelated initiatives and strategies including a strong preference expressed by the community for "examining options to redevelop older, worn out commercial sites as an alternative to new commercial developments in previously undisturbed locations" (p. 28). In a similar vein, the Town of Henrietta Comprehensive Land Use Plan – 2019 Update (February 2019) presented recommendations to

further implement the Town's Comprehensive Land Use Plan by encouraging mixed use development and redevelopment together with the Town's proposed Mixed-Use Redevelopment Area and stated that "[c]onsistent with previous planning initiatives, the Town should position itself to attract and accommodate reinvestment, reuse and redevelopment of previously developed properties in lieu of greenfield development, where appropriate. Greyfield redevelopment, as it is often called, could shift some development interest away from undeveloped (greenfield) properties to previously developed areas, particularly underutilized commercial strip shopping centers and other former retail and larger non-retail properties. Greyfield properties typically consist of large building footprints and equally large underused parking areas with access along major thoroughfares such as those identified [in the Plans]. The redevelopment of these properties may become more possible due to anticipated changes in retail markets, such as the continued closing of major retail stores due to online shopping.....These underutilized and vacant properties can accommodate redevelopment, possibly on a large scale, because of existing public infrastructure (roadways, sewer, water, utilities) and the availability of other community services, such as public transit and emergency services." (p. 22-23). Thus, the Project is consistent with the Plans.

The Designated Interest Holders, collectively, consist of only those certain tenants and/or interest holders of the Mall Facility identified by the Company as Old Navy, LLC, Sears, Roebuck and Co., J.C. Penney Properties, Inc., Victoria's Secrets Stores, LLC, Bath & Body Works, LLC, Express Fashion Operations, LLC, Dick's Sporting Goods, Inc. (Field & Stream), Galyan's Trading Company, LLC (Dick's Sporting Goods) and Dave & Buster's of New York, Inc., and their respective successors or assigns (collectively, the "Designated Interest Holders").

In order to complete the Project, it may be necessary for the Agency to exercise its power of eminent domain if a voluntary transfer of all or portion of the Proposed Interests is not consummated. There are no alternate locations in connection with the Project.

The Public Hearing and Comment Period

In accordance with the EDPL, on April 15, 2019 at 10:30 a.m., a duly noticed public hearing was held at the Henrietta Town Hall located at 75 Calkins Road, Main Meeting Room, in the Town of Henrietta to inform the public and to review the public use, benefit or purpose to be served by the Project, the proposed location of the Project and its general effect on the environment and the residents of the locality where the Project is proposed to be constructed. At the public hearing, the public was provided an opportunity to provide any comments and written comments were accepted by the Agency through the close of business on April 22, 2019 (such comment period collectively with the April 15, 2019 public hearing hereinafter referred to as the "April 2019 Hearing").

The comments received during the April 2019 Hearing have been reviewed, made part of the record and accorded full consideration by the Agency.

Below is a summary of certain of the comments received during the April 2019 Hearing:

- (i) A Commenter expressed that the notice of the public hearing was "vague" and that the public purpose to be served by the proposed acquisition of the Proposed Interests by the Agency is "unidentified" and consists only of "generic justification" and questioned whether the proposed acquisition of the Proposed Interests by the Agency will serve a public purpose.
- (ii) A Commenter indicated that the proposed acquisition of the JC Penney Parking Parcel would result in the loss of parking for the JC Penney department store.
- (iii) A Commenter questioned whether the Agency has authority under the New York General Municipal Law to acquire the Proposed Interests by condemnation.
- (iv) A Commenter claimed that in the Agency must provide a detailed plan before taking property for economic development, citing Kelo v. City of New London,

545 U.S. 469, 477 (2005); Goldstein v. New York State Urban Development Corp., 13 N.Y.3d 511 (2009); and Kaur v. New York State Urban Development Corp., 15 N.Y.3d 235, 254 (2010).

The EDPL does not require that the Agency address in its determination and findings every specific concern or objection raised at the April 2019 Hearing. The Agency's responses to certain of the comments that were received during the April 2019 Hearing are summarized below, and in some cases as more fully set forth in the determination and findings:

- (i) In response to comments questioning whether the proposed acquisition of the Proposed Interests by the Agency will serve a public purpose because of how generally described and/or undefined it is, the EDPL simply requires that the determination to exercise eminent domain power be rationally related to a conceivable public purpose. See Matter of Aspen Cr. Estates, Ltd. v Town of Brookhaven, 47 A.D. 3d 267 (2nd Dept., 2007) As set forth herein, the Agency's proposed acquisition of the Proposed Interests serves a public purpose because it, among other things, furthers economic development in the County, advances employment opportunities, and contributes towards economic redevelopment, thereby carrying out the purpose of the Agency under the Act and assures proper development of the Proposed Site.
- (ii) In response to comment pertaining to the loss of parking for the JC Penney department store, the acquisition of the JC Penney Parking Parcel is necessary at this time in order for the Company to more appropriately market and make attractive the Proposed Site for future redevelopment and reuse of the Project Site, and the potential loss, if any, of parking for the JC Penney department store would not be ascertainable until at such time the Project use materializes and the Agency has considered same in making its determination and findings and in undertaking its SEQRA review as described herein and the Agency SEQRA Resolution (as defined below).
- (iii) In response to comment suggesting that the Agency does not have the authority under the New York General Municipal Law to acquire the Proposed Interests by condemnation, the Agency, under Section 858(4) of the New York General Municipal Law has the power to "acquire ... pursuant to the provisions of the eminent domain procedure law ... real property ... necessary for its corporate purposes." As more fully set forth herein, the proposed acquisition of the Proposed Interests by the Agency will further its corporate purposes, which are also public purposes in and of themselves, and the acquisition is therefore within the authority of the Agency.
- (iv) In response to comments regarding the Agency's compliance with the conditions set forth in Kelo v. City of New London, 545 U.S. 469, 477 (2005) and Goldstein

v. New York City Urban Development Corp., 13 N.Y.3d 511 (2009), the development plan(s) discussed therein is not a prerequisite to the Agency's proposed acquisition of the Proposed Interests. While such a plan is one way of demonstrating that a condemnation is rationally related to a conceivable public purpose, it is not the only way to do so. Under the EDPL, the Agency is required to demonstrate that the proposed acquisition will serve a conceivable public purpose. The determination and findings set forth herein demonstrate that the Agency's acquisition will serve a public purpose.

In response to comments regarding the Agency's compliance with the conditions set forth in Kaur v. New York State Urban Development Corp., 15 N.Y.3d 235, 254 (2010), the proposed acquisition of the Proposed Interests by eminent domain satisfies the requirements of Kaur. While the condemnor in Kaur considered a wide range of factors and extensively documented its finding that the property was blighted, here, the Agency is not constrained to redeveloping blighted areas, but may acquire property for development consistent with the Act, including but not limited to "promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities" which are some of the very purposes sought to be fulfilled by the Agency as demonstrated by the determination and findings set forth herein.

EDPL Section 204

At a duly noticed and scheduled meeting on June 18, 2019, in addition to the above findings, the Agency makes the following specific determination and findings (collectively, the "Determination and Findings") concerning the Project pursuant to EDPL Section 204:

I. The Public Use, Benefit or Purpose To Be Served by the Project [EDPL § 204(B)(1)].

The proposed acquisition of the Proposed Interests in connection with the undertaking of the Project will serve a public use, benefit and/or purpose because it will advance the overall general prosperity and economic and welfare of the residents of the County by returning the vacant and/or underutilized Proposed Site to productive use thereby advancing the purpose of the Agency under the Act by (i) combating economic stagnation through stimulating, promoting and/or supporting new and/or existing economic revitalization and redevelopment efforts, (ii) advancing employment opportunities, (iii) increasing, broadening, diversifying and strengthening

the County's economic base, (iv) enhancing the overall functionality and/or attractiveness of the Mall Facility and surrounding area, (v) attracting and retaining new, diverse and/or expanded industry, business and/or other commercial activity thereby promoting economic revitalization, employment, less development on previously undisturbed locations, and by attracting, accommodating and/or retaining new, diverse and/or expanded tenant(s) and/or end user(s) to the Proposed Site such action would, among other things, attract additional visitors to the Mall Facility to the benefit of all existing tenants/users of the Mall Facility, increase sales tax revenues and decrease the negative impacts associated with large "greyfields" and/or vacant buildings within the County and/or (vi) as appropriate, may include, but not limited to, complementing and/or advancing any public purpose contemplated by the Plans.

II. Location of the Project and Reasons for Selection of that Location [EDPL § 204(B)(2)].

The location of the Project is in the Town and is identifiable by the Proposed Site and including, but not limited to, any and all related parking and entrance/loading/unloading realignments, parking improvements, infrastructure, roadway or site improvements or modifications necessary therefor throughout the Mall Facility including, without limitation, related parking garages, buildings of heights in excess of two (2) stories, designation of restricted parking on the Remote Parking Area and signage. Such location was determined based upon the request of the Company to the Agency to assist in the redevelopment and reuse of the Project Site. There are no alternate locations in connection with the Project.

III. General Effect of the Project on the Environment and Residents of the Locality [EDPL § 204 (B)(3)].

By resolution duly adopted on June 18, 2019 (the "Agency SEQRA Resolution") and the completed Full Environmental Assessment Form ("EAF"), including Part 1 of the Full EAF for

the Project and the attachments thereto, Parts 2 and 3 of the Full EAF, and accompanying written reasoned elaboration, the Agency, under Article 8 of the New York Environmental Conservation Law and associated regulations promulgated thereunder (collectively known hereafter as "SEQRA"), found that the Project constituted an "Unlisted Action" (as such quoted term is defined under SEQRA). The Agency further found that: (i) the Project will not have any significant adverse environmental impacts; and (ii) no environmental impact statement need be prepared for such action. Such determination of the Agency constituted the adoption of a Negative Declaration for purposes of SEQRA and no further review or action is required pursuant to SEQRA with respect to the Project. The Agency SEQRA Resolution and the EAF, together with any other documents and information on which it was based, is incorporated herein by reference and is made a part hereof.

The general effect on the environment of the Agency's proposed acquisition of the Proposed Interests is that the acquisition will have no significant adverse effect on the environment. The Project does not involve construction on, or physical alteration of, the land surface of the proposed site, such as grading, clearing, filling, excavation or construction activities. Although the Agency has been informed by the Company of a potential reuse and redevelopment of the Proposed Site, the Agency is not aware that any applications have been submitted to the Town or other relevant state and local agencies, and regardless of such potential reuse and redevelopment coming to fruition, the Agency is proposing to undertake the Project for the purpose of the ultimate redevelopment of the Proposed Site. Because no specific final development plans are proposed for the Proposed Site at this time, any assessment of potential impacts would be speculative. Any potential impacts from any future development of the Proposed Site will be appropriately addressed in accordance with SEQRA, and applicable land

use and zoning approvals, once the particulars of any such development of the Proposed Site are known, and such review will be no less protective of the environment. Further, the acquisition of the Proposed Interests and potential future development of the Proposed Site will positively impact the residents of the County, thereby advancing the creation of additional job opportunities and otherwise support the general prosperity and economic welfare of the County's residents. Any specific impacts to residents of the County will be appropriately addressed under the Town's zoning laws and SEQRA at such time as future development is proposed.

IV. Other Relevant Factors [EDPL § 204 (B)(4)].

The Agency has given due consideration to the comments received during the April 2019 Hearing. In addition, the Agency has taken into account public opinion and concerns, if any, expressed through the SEQRA process associated with the Project. If a voluntary transfer of the Proposed Interests cannot be consummated by the Agency, then the Agency may proceed with condemnation of the Proposed Interests in connection with the undertaking of the Project.

Conclusion

Based on due consideration of the foregoing, the Agency hereby makes its Determination and Findings in accordance with the EDPL in connection with the acquisition of the Proposed Interests by condemnation in connection with the undertaking of the Project.

Dated: June 18, 2019

* * *

Exhibit A To Determinations and Findings – Description of Proposed Interests

The Proposed Interests, collectively, consists approximately of all or a portion of certain real property interests of the Designated Interest Holders, their respective successors or assigns, as described in the Determinations and Findings and include, without limitation, the Primary Contractual Rights. The Primary Contractual Rights, as relating to the Project, have been identified by the Company as the following:

Leases:

- 1. Old Navy¹** – no build area prohibitions (ON Lease § 1(b)), prohibitions against relocation (ON Lease § 1(b)), or consent rights related to the Project (Id. § 30(d),(e) (requiring consent for "Successor or Replacement Store")); prohibitions of Hylan Drive entrance changes as entry "1", "2" and "3" (Id. § 1(b)); consent rights for or prohibitions against changes in the Ring Road parking areas and traffic changes (Id. § 1(b)); entrance next to Sears facing Hylan Drive (Id. § 1(b) (prohibiting relocation)); and ability to pay a reduced rent when co-tenancy provisions are not met within the Mall (Id. §30(c)-(g)).
- 2. Sears²** – prohibition of consent rights to changes in the Common Areas (REA §§ 19.1-.6, 37.3, Ex. J(a)), Ring Road (Id. §§ 6.4 (requiring consent for dedicating rights to any municipality or governmental agency), 39.1), parking areas and traffic changes (Supp. Agreement Am. No. 2 § 8; REA §§ 8.1(d), 16.1), prohibition against parking above ground level (REA § 37.4) and ability of Marketplace Mall to choose tenants (Supp. Agreement §4(A)-(C); REA § 14.1(a)); rights under Supplemental Agreement³ and Sublease to the extent the restrictions exceed rights remaining under the REA⁴ after the taking described below; ability of Marketplace Mall to develop freestanding commercial facilities in the current parking areas relating to the Project (REA §§ 8.1(a), 55.3).

¹ Agreement of Lease, dated as of June 11, 2010 (hereinafter "ON Lease"), by and between The Marketplace ("Landlord") and Old Navy, LLC ("Tenant").

² Sublease, dated as of February 17, 1981, by and between The Marketplace ("Landlord") and Sears, Roebuck and Co. ("Tenant"); First Amendment to Sublease, dated as of July 31, 1981, by and between Landlord and Tenant; and Lease Modification Agreement, dated as of February 6, 2002, by and between Landlord and Tenant.

³ Supplemental Agreement, dated as of February 17, 1981, by and between The Marketplace ("Developer") and Sears, Roebuck and Co. ("Sears"); Amendment to Supplemental Agreement, dated as of May 27, 1983, by and between Developer and Sears; Amendment No. 2 to Supplemental Agreement, dated as of May 14, 1998 ("Am. No. 2"), by and between Developer and Sears; and Amendment No. 3 to Supplemental Agreement, dated as of January 16, 2002, by and between Developer and Sears.

⁴ Amended and Restated Construction, Operation and Reciprocal Easement Agreement, dated as of May 14, 1998 (hereinafter as amended "REA"), by and among The Marketplace ("Developer") and J. C. Penney Properties, Inc. ("Penney"), The May Department Store Company ("Adcor"), Sears, Roebuck and Co. ("Sears") and The Bon-Ton Department Stores, Inc. ("The Bon-Ton"; and, collectively with Penney, Adcor and Sears, the "Department Stores"); and First Amendment to the Amended and Restated Construction, Operation and Reciprocal Easement Agreement, dated as of January 16, 2002, by and among Developer and the Department Stores.

3. **JCPenney**^{5 6} – prohibition or consent rights to changes in the Common Areas (REA §§ 19.1-.6, 37.3, Ex. J(a)), Ring Road (REA §§ 6.4 (requiring consent for dedicating rights to any municipality or governmental agency), 39.1), parking areas and traffic changes (REA §§ 8.1(d), 16.1), and ability of Marketplace Mall to choose tenants / required diversification of merchandise (Supp. Agreement § 5(A)-(B); REA § 14.1(a)); and ownership of the Ring Road and entrance from Hylan Drive subject to continued right in common to use (REA § 19.2(a)); ability of Marketplace Mall to develop freestanding commercial facilities in the current parking areas relating to the Project (REA §§ 8.1(a), 55.3).
4. **Victoria Secret**⁷ – co-tenancy clause (VS Lease Art. IX, § 2(A); Id. Art. XVIII, § 15 (providing remedies for violating co-tenancy clause)) and prohibition against relocation (Id. Art. VI, § 2(i)).
5. **Bath and Body Works**⁸ – co-tenancy clause (BBW Lease Art. IX, § 2(A); Id. Art. XVIII, § 15 (providing remedies for violating co-tenancy clause)) and prohibition against relocation (Id. Art. VI, § 2(i)).
6. **Express**⁹ – co-tenancy clause as an obligation to have 8 outlets (Express Lease Art. IX, § 2(A); Id. Art. XVIII, § 15 (providing remedies for violating co-tenancy clause)) and prohibition against relocation (Id. Art. VI, § 2(i)).
7. **Field and Stream**¹⁰ – no build areas (FS Lease § 1.2(a), (c)), critical access ways (Id. § 1.2(f)), restrictions on use of the shopping center for non-retail and entertainment uses (Id. § 1.4(a)) and prohibitions against modifications of the shopping center (Id. §§ 1.3, 1.8(b), (e), 3.6(b)).
9. **Dick's**¹¹ – Use restrictions, including prohibiting hotel on shopping center area (Dick's Lease §§ 15.01(a), 15.03(a)(i), (b)(xxi)); co-tenancy requirements (Id. § 3.05); prohibition of changes on Mall with respect to the Project without Dick's consent (Id. §§ 5.01, 10.01(b), (c)(i), (iii), 10.04, 15.02(a), (b)).

⁵ Sublease, dated as of February 17, 1981, by and between The Marketplace ("Landlord") and J. C. Penney Properties, Inc. ("Tenant"); and Sublease Amendment, dated as of November 1, 1982, by and between Landlord and Tenant.

⁶ Supplemental Agreement, dated as of February 17, 1981, by and between The Marketplace and J. C. Penney Properties, Inc.

⁷ Indenture of Lease, dated as of March 8, 2016 (hereinafter "VS Lease"), by and between The Marketplace ("Landlord") and Victoria's Secret Stores, LLC ("Tenant").

⁸ Indenture of Lease, dated as of March 8, 2016 (hereinafter "BBW Lease"), by and between The Marketplace ("Landlord") and Bath & Body Works, LLC ("Tenant").

⁹ Indenture of Lease, dated as of April 3, 2017 (hereinafter "Express Lease"), by and between The Marketplace ("Landlord") and Express Fashion Operations, LLC ("Tenant").

¹⁰ Lease, dated as of January 21, 2014 (hereinafter "FS Lease"), by and between BTMPM, LLC ("Landlord") and Dick's Sporting Goods, Inc. ("Tenant").

¹¹ Lease, dated as of August 30 (hereinafter as amended "Dick's Lease"), 2000, by and between The Marketplace ("Landlord") and Galyan's Trading Company, Inc. ("Tenant"); Addendum to Lease between Landlord and Tenant, dated as of August 30, 2000; and Lease Modification Agreement, dated as of February 24, 2003, by and between Landlord and Tenant.

10. **Dave and Buster's**¹² – no build area ("protected area") that prohibits changes in the Common Areas which affect access and/or visibility including but not limited to parking rights or other rights in the Remote Parking Area (DB Lease §§ 1(b), 22(f), 32(d), (f), (g), 66(g) (relating to "Tenant's Protected Area")).
11. **With respect to All of the Above** – and any other right that would make development of the Proposed Site more difficult or costly, including, but not limited to, any rights to park in or access to or relating to the use of the Proposed Site, limitations on rebranding the Marketplace Mall and/or changing the name of Marketplace Mall (REA § 14.2; Dick's Lease § 15.01(b), and/or elimination of co-tenancy provisions that would result in reductions in rent paid (FS Lease § 1.7).

Reciprocal Easement Agreement ("REA"):

There is an existing easement agreement among the owner of the Marketplace Mall and certain "anchor" tenants providing mutually beneficial utility, parking, drainage and access easements. Sears, Penney's, MMPO (as owner of the Former Macy's Parcel) are parties with rights to block certain redevelopment efforts that could inhibit development on the Proposed Site (collectively, the "Affected REA Parties"). The Company seeks assistance from the Agency in acquiring any "no build" limitations held by the Affected REA Parties (thereby increasing what the REA describes as the Permissible Building Sites to cover the whole Mall area) (REA §§ 7.4, 37.1-.2, 55.1). The Company also seeks assistance from the Agency in acquiring any similar limitation or consent rights under the REA held by the Affected REA Parties that would inhibit development on the Proposed Site. This would include, but not be limited to, removing the requirement to operate the Marketplace Mall predominately as a retail facility (Id. § 4(C)); limitations on rebranding the Marketplace Mall and or changing the name (Id. § 14.2); remove parking garage limitations (Id. § 37.4) and all building height limitations (Id. § 8.1(a)), parking space ratios (Id. §§ 8.1(d), 16.1) or other parking covenants; remove Section 14 of the REA containing general operating covenants of the owner of Marketplace Mall; removing all rights of the Affected REA Parties that are not utility easements (Id. §§ 19.1-.6, 37.3, Ex. J(a)); and, to the extent utility easements, the owner of Marketplace Mall shall have the right to move the utilities at the expense of the Marketplace Mall owner without consent of the benefitted party but on notice provided the work is performed in a commercially reasonable manner (Id. § 22).

[END OF EXHIBIT A TO DETERMINATIONS AND FINDINGS]

¹² Agreement of Lease, dated as of February 2, 2015 (hereinafter "DB Lease"), by and between BTMPM, LLC ("Landlord") and Dave & Buster's of New York, Inc. ("Tenant").

**Full Environmental Assessment Form
Part 1 - Project and Setting**

Instructions for Completing Part 1

Part 1 is to be completed by the applicant or project sponsor. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification.

Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information; indicate whether missing information does not exist, or is not reasonably available to the sponsor; and, when possible, generally describe work or studies which would be necessary to update or fully develop that information.

Applicants/sponsors must complete all items in Sections A & B. In Sections C, D & E, most items contain an initial question that must be answered either "Yes" or "No". If the answer to the initial question is "Yes", complete the sub-questions that follow. If the answer to the initial question is "No", proceed to the next question. Section F allows the project sponsor to identify and attach any additional information. Section G requires the name and signature of the applicant or project sponsor to verify that the information contained in Part 1 is accurate and complete.

A. Project and Applicant/Sponsor Information.

Name of Action or Project: Proposed acquisition by condemnation of certain real property interests in the Marketplace Mall, Town of Henrietta, Monroe County		
Project Location (describe, and attach a general location map): See attached		
Brief Description of Proposed Action (include purpose or need): The proposed action consists of the acquisition of the "Proposed Interests" (as defined in the attached appendices) by the County of Monroe Industrial Development Agency as may be needed in order to facilitate the productive reuse and redevelopment by The Marketplace (or their respective successors, assigns or designees, of the project site (as described in Exhibit A and Exhibit B), which is currently vacant and/or underutilized, in connection with the purpose of furthering economic development in the County of Monroe, and advancing the general prosperity and economic welfare of its residents, including, as appropriate, complimenting any public purpose contemplated by the Town of Henrietta Comprehensive Land Use Plan (January 2003), the Town of Henrietta 2011 Strategic Update to the Comprehensive Plan (August 2011) and/or the Town of Henrietta Comprehensive Land Use Plan – 2019 Update (February 2019), each of which are incorporated by reference, thus carrying out the purpose of the Agency under the Act to advance the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and to improve their recreation opportunities, prosperity and standard of living. There are no alternative locations in connection with the proposed action.		
Name of Applicant/Sponsor: County of Monroe Industrial Development Agency		Telephone:
		E-Mail:
Address: 50 West Main Street, Suite 8100		
City/PO: Rochester	State: NY	Zip Code: 14534
Project Contact (if not same as sponsor; give name and title/role):		Telephone:
		E-Mail:
Address:		
City/PO:	State:	Zip Code:
Property Owner (if not same as sponsor): See attached		Telephone:
		E-Mail:
Address:		
City/PO:	State:	Zip Code:

B. Government Approvals

B. Government Approvals, Funding, or Sponsorship. ("Funding" includes grants, loans, tax relief, and any other forms of financial assistance.)

Government Entity	If Yes: Identify Agency and Approval(s) Required	Application Date (Actual or projected)
a. City Counsel, Town Board, <input type="checkbox"/> Yes <input type="checkbox"/> No or Village Board of Trustees		
b. City, Town or Village Planning Board or Commission <input type="checkbox"/> Yes <input type="checkbox"/> No		
c. City, Town or Village Zoning Board of Appeals <input type="checkbox"/> Yes <input type="checkbox"/> No		
d. Other local agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
e. County agencies <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	County of Monroe Industrial Development Agency (aquisition pursuant to EDPL)	Pending
f. Regional agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
g. State agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
h. Federal agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
i. Coastal Resources.		
i. Is the project site within a Coastal Area, or the waterfront area of a Designated Inland Waterway?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
ii. Is the project site located in a community with an approved Local Waterfront Revitalization Program?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
iii. Is the project site within a Coastal Erosion Hazard Area?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

C. Planning and Zoning

C.1. Planning and zoning actions.

Will administrative or legislative adoption, or amendment of a plan, local law, ordinance, rule or regulation be the only approval(s) which must be granted to enable the proposed action to proceed? Yes No

- If Yes, complete sections C, F and G.
- If No, proceed to question C.2 and complete all remaining sections and questions in Part 1

C.2. Adopted land use plans.

a. Do any municipally- adopted (city, town, village or county) comprehensive land use plan(s) include the site where the proposed action would be located? Yes No

If Yes, does the comprehensive plan include specific recommendations for the site where the proposed action would be located? General recommendations for property types similar to interests to be acquired here. Yes No

b. Is the site of the proposed action within any local or regional special planning district (for example: Greenway; Brownfield Opportunity Area (BOA); designated State or Federal heritage area; watershed management plan; or other?) Yes No

If Yes, identify the plan(s):

NYS Heritage Areas: West Erie Canal Corridor

c. Is the proposed action located wholly or partially within an area listed in an adopted municipal open space plan, or an adopted municipal farmland protection plan? Yes No

If Yes, identify the plan(s):

C.3. Zoning

a. Is the site of the proposed action located in a municipality with an adopted zoning law or ordinance. Yes No
If Yes, what is the zoning classification(s) including any applicable overlay district?
Commercial B-1 and Mixed-Use Redevelopment Overlay District

b. Is the use permitted or allowed by a special or conditional use permit? Yes No

c. Is a zoning change requested as part of the proposed action? Yes No

If Yes,
i. What is the proposed new zoning for the site? _____

C.4. Existing community services.

a. In what school district is the project site located? Rush-Henrietta Central School District

b. What police or other public protection forces serve the project site?
Monroe County Sheriff's Office

c. Which fire protection and emergency medical services serve the project site?
Henrietta Fire District

d. What parks serve the project site?
N/A

D. Project Details

D.1. Proposed and Potential Development

a. What is the general nature of the proposed action (e.g., residential, industrial, commercial, recreational; if mixed, include all components)? Acquisition of real property interests by condemnation under the Eminent Domain Procedure Law

b. a. Total acreage of the site of the proposed action? _____ 26.38 acres

b. Total acreage to be physically disturbed? _____ 0 acres

c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ 26.38 acres

c. Is the proposed action an expansion of an existing project or use? Yes No

i. If Yes, what is the approximate percentage of the proposed expansion and identify the units (e.g., acres, miles, housing units, square feet)? % _____ Units: _____

d. Is the proposed action a subdivision, or does it include a subdivision? Yes No

If Yes,
i. Purpose or type of subdivision? (e.g., residential, industrial, commercial; if mixed, specify types) _____

ii. Is a cluster/conservation layout proposed? Yes No

iii. Number of lots proposed? _____

iv. Minimum and maximum proposed lot sizes? Minimum _____ Maximum _____

e. Will the proposed action be constructed in multiple phases? Yes No

i. If No, anticipated period of construction: _____ months

- ii. If Yes:
- Total number of phases anticipated _____
 - Anticipated commencement date of phase 1 (including demolition) _____ month _____ year
 - Anticipated completion date of final phase _____ month _____ year
 - Generally describe connections or relationships among phases, including any contingencies where progress of one phase may determine timing or duration of future phases: _____

f. Does the project include new residential uses? Yes No
 If Yes, show numbers of units proposed.

	<u>One Family</u>	<u>Two Family</u>	<u>Three Family</u>	<u>Multiple Family (four or more)</u>
Initial Phase	_____	_____	_____	_____
At completion	_____	_____	_____	_____
of all phases	_____	_____	_____	_____

g. Does the proposed action include new non-residential construction (including expansions)? Yes No
 If Yes,

i. Total number of structures _____

ii. Dimensions (in feet) of largest proposed structure: _____ height; _____ width; and _____ length

iii. Approximate extent of building space to be heated or cooled: _____ square feet

h. Does the proposed action include construction or other activities that will result in the impoundment of any liquids, such as creation of a water supply, reservoir, pond, lake, waste lagoon or other storage? Yes No
 If Yes,

i. Purpose of the impoundment: _____

ii. If a water impoundment, the principal source of the water: Ground water Surface water streams Other specify: _____

iii. If other than water, identify the type of impounded/contained liquids and their source. _____

iv. Approximate size of the proposed impoundment. Volume: _____ million gallons; surface area: _____ acres

v. Dimensions of the proposed dam or impounding structure: _____ height; _____ length

vi. Construction method/materials for the proposed dam or impounding structure (e.g., earth fill, rock, wood, concrete): _____

D.2. Project Operations

a. Does the proposed action include any excavation, mining, or dredging, during construction, operations, or both? Yes No
 (Not including general site preparation, grading or installation of utilities or foundations where all excavated materials will remain onsite)

If Yes:

i. What is the purpose of the excavation or dredging? _____

ii. How much material (including rock, earth, sediments, etc.) is proposed to be removed from the site?

- Volume (specify tons or cubic yards): _____
- Over what duration of time? _____

iii. Describe nature and characteristics of materials to be excavated or dredged, and plans to use, manage or dispose of them. _____

iv. Will there be onsite dewatering or processing of excavated materials? Yes No
 If yes, describe. _____

v. What is the total area to be dredged or excavated? _____ acres

vi. What is the maximum area to be worked at any one time? _____ acres

vii. What would be the maximum depth of excavation or dredging? _____ feet

viii. Will the excavation require blasting? Yes No

ix. Summarize site reclamation goals and plan: _____

b. Would the proposed action cause or result in alteration of, increase or decrease in size of, or encroachment into any existing wetland, waterbody, shoreline, beach or adjacent area? Yes No
 If Yes:

i. Identify the wetland or waterbody which would be affected (by name, water index number, wetland map number or geographic description): _____

ii. Describe how the proposed action would affect that waterbody or wetland, e.g. excavation, fill, placement of structures, or alteration of channels, banks and shorelines. Indicate extent of activities, alterations and additions in square feet or acres:

iii. Will the proposed action cause or result in disturbance to bottom sediments? Yes No

If Yes, describe: _____

iv. Will the proposed action cause or result in the destruction or removal of aquatic vegetation? Yes No

If Yes:

- acres of aquatic vegetation proposed to be removed: _____
- expected acreage of aquatic vegetation remaining after project completion: _____
- purpose of proposed removal (e.g. beach clearing, invasive species control, boat access): _____
- proposed method of plant removal: _____
- if chemical/herbicide treatment will be used, specify product(s): _____

v. Describe any proposed reclamation/mitigation following disturbance: _____

c. Will the proposed action use, or create a new demand for water? Yes No

If Yes:

i. Total anticipated water usage/demand per day: _____ gallons/day

ii. Will the proposed action obtain water from an existing public water supply? Yes No

If Yes:

- Name of district or service area: _____
- Does the existing public water supply have capacity to serve the proposal? Yes No
- Is the project site in the existing district? Yes No
- Is expansion of the district needed? Yes No
- Do existing lines serve the project site? Yes No

iii. Will line extension within an existing district be necessary to supply the project? Yes No

If Yes:

- Describe extensions or capacity expansions proposed to serve this project: _____
- Source(s) of supply for the district: _____

iv. Is a new water supply district or service area proposed to be formed to serve the project site? Yes No

If Yes:

- Applicant/sponsor for new district: _____
- Date application submitted or anticipated: _____
- Proposed source(s) of supply for new district: _____

v. If a public water supply will not be used, describe plans to provide water supply for the project: _____

vi. If water supply will be from wells (public or private), what is the maximum pumping capacity: _____ gallons/minute.

d. Will the proposed action generate liquid wastes? Yes No

If Yes:

i. Total anticipated liquid waste generation per day: _____ gallons/day

ii. Nature of liquid wastes to be generated (e.g., sanitary wastewater, industrial; if combination, describe all components and approximate volumes or proportions of each): _____

iii. Will the proposed action use any existing public wastewater treatment facilities? Yes No

If Yes:

- Name of wastewater treatment plant to be used: _____
- Name of district: _____
- Does the existing wastewater treatment plant have capacity to serve the project? Yes No
- Is the project site in the existing district? Yes No
- Is expansion of the district needed? Yes No

- Do existing sewer lines serve the project site? Yes No
- Will a line extension within an existing district be necessary to serve the project? Yes No

 If Yes:

- Describe extensions or capacity expansions proposed to serve this project: _____

iv. Will a new wastewater (sewage) treatment district be formed to serve the project site? Yes No
 If Yes:

- Applicant/sponsor for new district: _____
- Date application submitted or anticipated: _____
- What is the receiving water for the wastewater discharge? _____

v. If public facilities will not be used, describe plans to provide wastewater treatment for the project, including specifying proposed receiving water (name and classification if surface discharge or describe subsurface disposal plans):

vi. Describe any plans or designs to capture, recycle or reuse liquid waste: _____

e. Will the proposed action disturb more than one acre and create stormwater runoff, either from new point sources (i.e. ditches, pipes, swales, curbs, gutters or other concentrated flows of stormwater) or non-point source (i.e. sheet flow) during construction or post construction? Yes No
 If Yes:

- How much impervious surface will the project create in relation to total size of project parcel?
 _____ Square feet or _____ acres (impervious surface)
 _____ Square feet or _____ acres (parcel size)
- Describe types of new point sources. _____
- Where will the stormwater runoff be directed (i.e. on-site stormwater management facility/structures, adjacent properties, groundwater, on-site surface water or off-site surface waters)?

 - If to surface waters, identify receiving water bodies or wetlands: _____
 - Will stormwater runoff flow to adjacent properties? Yes No

iv. Does the proposed plan minimize impervious surfaces, use pervious materials or collect and re-use stormwater? Yes No

f. Does the proposed action include, or will it use on-site, one or more sources of air emissions, including fuel combustion, waste incineration, or other processes or operations? Yes No
 If Yes, identify:

- Mobile sources during project operations (e.g., heavy equipment, fleet or delivery vehicles)

- Stationary sources during construction (e.g., power generation, structural heating, batch plant, crushers)

- Stationary sources during operations (e.g., process emissions, large boilers, electric generation)

g. Will any air emission sources named in D.2.f (above), require a NY State Air Registration, Air Facility Permit, or Federal Clean Air Act Title IV or Title V Permit? Yes No
 If Yes:

- Is the project site located in an Air quality non-attainment area? (Area routinely or periodically fails to meet ambient air quality standards for all or some parts of the year) Yes No
- In addition to emissions as calculated in the application, the project will generate:
 - _____ Tons/year (short tons) of Carbon Dioxide (CO₂)
 - _____ Tons/year (short tons) of Nitrous Oxide (N₂O)
 - _____ Tons/year (short tons) of Perfluorocarbons (PFCs)
 - _____ Tons/year (short tons) of Sulfur Hexafluoride (SF₆)
 - _____ Tons/year (short tons) of Carbon Dioxide equivalent of Hydrofluorocarbons (HFCs)
 - _____ Tons/year (short tons) of Hazardous Air Pollutants (HAPs)

h. Will the proposed action generate or emit methane (including, but not limited to, sewage treatment plants, landfills, composting facilities)? Yes No

If Yes:

i. Estimate methane generation in tons/year (metric): _____

ii. Describe any methane capture, control or elimination measures included in project design (e.g., combustion to generate heat or electricity, flaring): _____

i. Will the proposed action result in the release of air pollutants from open-air operations or processes, such as quarry or landfill operations? Yes No

If Yes: Describe operations and nature of emissions (e.g., diesel exhaust, rock particulates/dust): _____

j. Will the proposed action result in a substantial increase in traffic above present levels or generate substantial new demand for transportation facilities or services? Yes No

If Yes:

i. When is the peak traffic expected (Check all that apply): Morning Evening Weekend
 Randomly between hours of _____ to _____.

ii. For commercial activities only, projected number of truck trips/day and type (e.g., semi trailers and dump trucks): _____

iii. Parking spaces: Existing _____ Proposed _____ Net increase/decrease _____

iv. Does the proposed action include any shared use parking? Yes No

v. If the proposed action includes any modification of existing roads, creation of new roads or change in existing access, describe: _____

vi. Are public/private transportation service(s) or facilities available within 1/2 mile of the proposed site? Yes No

vii. Will the proposed action include access to public transportation or accommodations for use of hybrid, electric or other alternative fueled vehicles? Yes No

viii. Will the proposed action include plans for pedestrian or bicycle accommodations for connections to existing pedestrian or bicycle routes? Yes No

k. Will the proposed action (for commercial or industrial projects only) generate new or additional demand for energy? Yes No

If Yes:

i. Estimate annual electricity demand during operation of the proposed action: _____

ii. Anticipated sources/suppliers of electricity for the project (e.g., on-site combustion, on-site renewable, via grid/local utility, or other): _____

iii. Will the proposed action require a new, or an upgrade, to an existing substation? Yes No

l. Hours of operation. Answer all items which apply.

<p>i. During Construction:</p> <ul style="list-style-type: none"> • Monday - Friday: _____ • Saturday: _____ • Sunday: _____ • Holidays: _____ 	<p>ii. During Operations:</p> <ul style="list-style-type: none"> • Monday - Friday: _____ • Saturday: _____ • Sunday: _____ • Holidays: _____
--	---

<p>m. Will the proposed action produce noise that will exceed existing ambient noise levels during construction, operation, or both? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If yes:</p> <p>i. Provide details including sources, time of day and duration:</p> <p>_____</p> <p>_____</p>	
<p>ii. Will the proposed action remove existing natural barriers that could act as a noise barrier or screen? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Describe: _____</p> <p>_____</p>	
<p>n. Will the proposed action have outdoor lighting? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If yes:</p> <p>i. Describe source(s), location(s), height of fixture(s), direction/aim, and proximity to nearest occupied structures:</p> <p>_____</p> <p>_____</p>	
<p>ii. Will proposed action remove existing natural barriers that could act as a light barrier or screen? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Describe: _____</p> <p>_____</p>	
<p>o. Does the proposed action have the potential to produce odors for more than one hour per day? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes, describe possible sources, potential frequency and duration of odor emissions, and proximity to nearest occupied structures:</p> <p>_____</p> <p>_____</p>	
<p>p. Will the proposed action include any bulk storage of petroleum (combined capacity of over 1,100 gallons) or chemical products 185 gallons in above ground storage or any amount in underground storage? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Product(s) to be stored _____</p> <p>ii. Volume(s) _____ per unit time _____ (e.g., month, year)</p> <p>iii. Generally, describe the proposed storage facilities: _____</p> <p>_____</p>	
<p>q. Will the proposed action (commercial, industrial and recreational projects only) use pesticides (i.e., herbicides, insecticides) during construction or operation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Describe proposed treatment(s):</p> <p>_____</p> <p>_____</p> <p>_____</p>	
<p>ii. Will the proposed action use Integrated Pest Management Practices? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>r. Will the proposed action (commercial or industrial projects only) involve or require the management or disposal of solid waste (excluding hazardous materials)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Describe any solid waste(s) to be generated during construction or operation of the facility:</p> <ul style="list-style-type: none"> • Construction: _____ tons per _____ (unit of time) • Operation : _____ tons per _____ (unit of time) <p>ii. Describe any proposals for on-site minimization, recycling or reuse of materials to avoid disposal as solid waste:</p> <ul style="list-style-type: none"> • Construction: _____ _____ • Operation: _____ _____ <p>iii. Proposed disposal methods/facilities for solid waste generated on-site:</p> <ul style="list-style-type: none"> • Construction: _____ _____ • Operation: _____ _____ 	

s. Does the proposed action include construction or modification of a solid waste management facility? Yes No

If Yes:

i. Type of management or handling of waste proposed for the site (e.g., recycling or transfer station, composting, landfill, or other disposal activities): _____

ii. Anticipated rate of disposal/processing:

- _____ Tons/month, if transfer or other non-combustion/thermal treatment, or
- _____ Tons/hour, if combustion or thermal treatment

iii. If landfill, anticipated site life: _____ years

t. Will the proposed action at the site involve the commercial generation, treatment, storage, or disposal of hazardous waste? Yes No

If Yes:

i. Name(s) of all hazardous wastes or constituents to be generated, handled or managed at facility: _____

ii. Generally describe processes or activities involving hazardous wastes or constituents: _____

iii. Specify amount to be handled or generated _____ tons/month

iv. Describe any proposals for on-site minimization, recycling or reuse of hazardous constituents: _____

v. Will any hazardous wastes be disposed at an existing offsite hazardous waste facility? Yes No

If Yes: provide name and location of facility: _____

If No: describe proposed management of any hazardous wastes which will not be sent to a hazardous waste facility: _____

E. Site and Setting of Proposed Action

E.1. Land uses on and surrounding the project site

a. Existing land uses.

i. Check all uses that occur on, adjoining and near the project site.

Urban Industrial Commercial Residential (suburban) Rural (non-farm)

Forest Agriculture Aquatic Other (specify): _____

ii. If mix of uses, generally describe: _____

b. Land uses and covertypes on the project site.

Land use or Covertypes	Current Acreage	Acreage After Project Completion	Change (Acres +/-)
• Roads, buildings, and other paved or impervious surfaces	26.38	same	0
• Forested			
• Meadows, grasslands or brushlands (non-agricultural, including abandoned agricultural)			
• Agricultural (includes active orchards, field, greenhouse etc.)			
• Surface water features (lakes, ponds, streams, rivers, etc.)			
• Wetlands (freshwater or tidal)			
• Non-vegetated (bare rock, earth or fill)			
• Other Describe: _____			

c. Is the project site presently used by members of the community for public recreation? Yes No
i. If Yes: explain: _____

d. Are there any facilities serving children, the elderly, people with disabilities (e.g., schools, hospitals, licensed day care centers, or group homes) within 1500 feet of the project site? Yes No
If Yes,
i. Identify Facilities: _____

e. Does the project site contain an existing dam? Yes No
If Yes:
i. Dimensions of the dam and impoundment:
• Dam height: _____ feet
• Dam length: _____ feet
• Surface area: _____ acres
• Volume impounded: _____ gallons OR acre-feet
ii. Dam's existing hazard classification: _____
iii. Provide date and summarize results of last inspection: _____

f. Has the project site ever been used as a municipal, commercial or industrial solid waste management facility, or does the project site adjoin property which is now, or was at one time, used as a solid waste management facility? Yes No
If Yes:
i. Has the facility been formally closed? Yes No
• If yes, cite sources/documentation: _____
ii. Describe the location of the project site relative to the boundaries of the solid waste management facility: _____
iii. Describe any development constraints due to the prior solid waste activities: _____

g. Have hazardous wastes been generated, treated and/or disposed of at the site, or does the project site adjoin property which is now or was at one time used to commercially treat, store and/or dispose of hazardous waste? Yes No
If Yes:
i. Describe waste(s) handled and waste management activities, including approximate time when activities occurred: _____

h. Potential contamination history. Has there been a reported spill at the proposed project site, or have any remedial actions been conducted at or adjacent to the proposed site? Yes No
If Yes:
i. Is any portion of the site listed on the NYSDEC Spills Incidents database or Environmental Site Remediation database? Check all that apply: Yes No
 Yes – Spills Incidents database Provide DEC ID number(s): _____
 Yes – Environmental Site Remediation database Provide DEC ID number(s): _____
 Neither database
ii. If site has been subject of RCRA corrective activities, describe control measures: _____
iii. Is the project within 2000 feet of any site in the NYSDEC Environmental Site Remediation database? Yes No
If yes, provide DEC ID number(s): V00126, 828170, 828077, 828079
iv. If yes to (i), (ii) or (iii) above, describe current status of site(s): _____
See attachments _____

v. Is the project site subject to an institutional control limiting property uses? Yes No

- If yes, DEC site ID number: _____
- Describe the type of institutional control (e.g., deed restriction or easement): _____
- Describe any use limitations: _____
- Describe any engineering controls: _____
- Will the project affect the institutional or engineering controls in place? Yes No
- Explain: _____

E.2. Natural Resources On or Near Project Site

a. What is the average depth to bedrock on the project site? _____ feet

b. Are there bedrock outcroppings on the project site? Yes No
 If Yes, what proportion of the site is comprised of bedrock outcroppings? _____ %

c. Predominant soil type(s) present on project site: _____ %
 _____ %
 _____ %

d. What is the average depth to the water table on the project site? Average: _____ feet

e. Drainage status of project site soils: Well Drained: _____ % of site
 Moderately Well Drained: _____ % of site
 Poorly Drained _____ % of site

f. Approximate proportion of proposed action site with slopes: 0-10%: _____ % of site
 10-15%: _____ % of site
 15% or greater: _____ % of site

g. Are there any unique geologic features on the project site? Yes No
 If Yes, describe: _____

h. Surface water features.

i. Does any portion of the project site contain wetlands or other waterbodies (including streams, rivers, ponds or lakes)? Yes No

ii. Do any wetlands or other waterbodies adjoin the project site? Yes No

If Yes to either *i* or *ii*, continue. If No, skip to E.2.i.

iii. Are any of the wetlands or waterbodies within or adjoining the project site regulated by any federal, state or local agency? Yes No

iv. For each identified regulated wetland and waterbody on the project site, provide the following information:

- Streams: Name _____ Classification _____
- Lakes or Ponds: Name _____ Classification _____
- Wetlands: Name Federal Waters, Federal Waters, Federal Waters _____ Approximate Size _____
- Wetland No. (if regulated by DEC) _____

v. Are any of the above water bodies listed in the most recent compilation of NYS water quality-impaired waterbodies? Yes No

If yes, name of impaired water body/bodies and basis for listing as impaired: _____
 Name - Pollutants - Uses: Red Creek and tributaries - Unknown Toxicity - Recreation; Aquatic Life

i. Is the project site in a designated Floodway? Yes No

j. Is the project site in the 100-year Floodplain? Yes No

k. Is the project site in the 500-year Floodplain? Yes No

l. Is the project site located over, or immediately adjoining, a primary, principal or sole source aquifer? Yes No

If Yes:

i. Name of aquifer: _____

m. Identify the predominant wildlife species that occupy or use the project site: _____

n. Does the project site contain a designated significant natural community? Yes No
 If Yes:
 i. Describe the habitat/community (composition, function, and basis for designation): _____
 ii. Source(s) of description or evaluation: _____
 iii. Extent of community/habitat:
 • Currently: _____ acres
 • Following completion of project as proposed: _____ acres
 • Gain or loss (indicate + or -): _____ acres

o. Does project site contain any species of plant or animal that is listed by the federal government or NYS as endangered or threatened, or does it contain any areas identified as habitat for an endangered or threatened species? Yes No
 If Yes:
 i. Species and listing (endangered or threatened): _____

p. Does the project site contain any species of plant or animal that is listed by NYS as rare, or as a species of special concern? Yes No
 If Yes:
 i. Species and listing: _____

q. Is the project site or adjoining area currently used for hunting, trapping, fishing or shell fishing? Yes No
 If yes, give a brief description of how the proposed action may affect that use: _____

E.3. Designated Public Resources On or Near Project Site

a. Is the project site, or any portion of it, located in a designated agricultural district certified pursuant to Agriculture and Markets Law, Article 25-AA, Section 303 and 304? Yes No
 If Yes, provide county plus district name/number: _____

b. Are agricultural lands consisting of highly productive soils present? Yes No
 i. If Yes: acreage(s) on project site? _____
 ii. Source(s) of soil rating(s): _____

c. Does the project site contain all or part of, or is it substantially contiguous to, a registered National Natural Landmark? Yes No
 If Yes:
 i. Nature of the natural landmark: Biological Community Geological Feature
 ii. Provide brief description of landmark, including values behind designation and approximate size/extent: _____

d. Is the project site located in or does it adjoin a state listed Critical Environmental Area? Yes No
 If Yes:
 i. CEA name: _____
 ii. Basis for designation: _____
 iii. Designating agency and date: _____

e. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places? Yes No

If Yes:

i. Nature of historic/archaeological resource: Archaeological Site Historic Building or District

ii. Name: _____

iii. Brief description of attributes on which listing is based: _____

f. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory? Yes No

g. Have additional archaeological or historic site(s) or resources been identified on the project site? Yes No

If Yes:

i. Describe possible resource(s): _____

ii. Basis for identification: _____

h. Is the project site within five miles of any officially designated and publicly accessible federal, state, or local scenic or aesthetic resource? Yes No

If Yes:

i. Identify resource: _____

ii. Nature of, or basis for, designation (e.g., established highway overlook, state or local park, state historic trail or scenic byway, etc.): _____

iii. Distance between project and resource: _____ miles.

i. Is the project site located within a designated river corridor under the Wild, Scenic and Recreational Rivers Program 6 NYCRR 666? Yes No

If Yes:

i. Identify the name of the river and its designation: _____

ii. Is the activity consistent with development restrictions contained in 6 NYCRR Part 666? Yes No

F. Additional Information

Attach any additional information which may be needed to clarify your project.

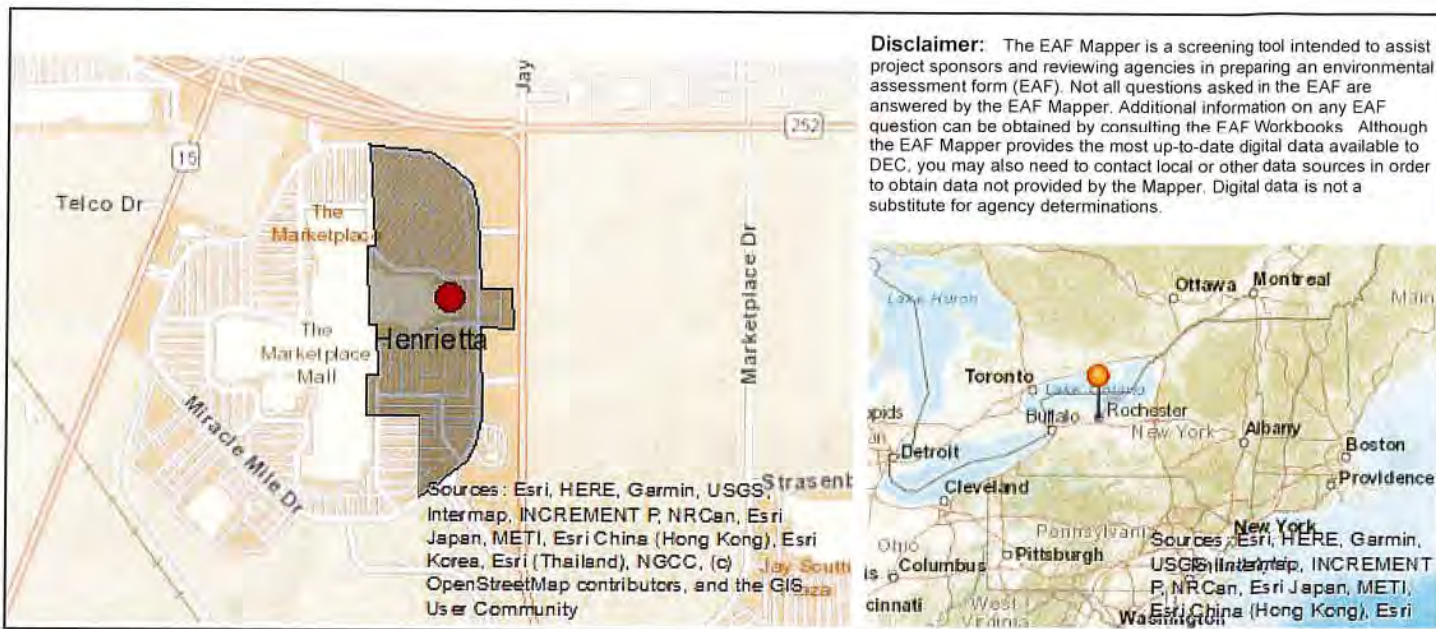
If you have identified any adverse impacts which could be associated with your proposal, please describe those impacts plus any measures which you propose to avoid or minimize them.

G. Verification

I certify that the information provided is true to the best of my knowledge.

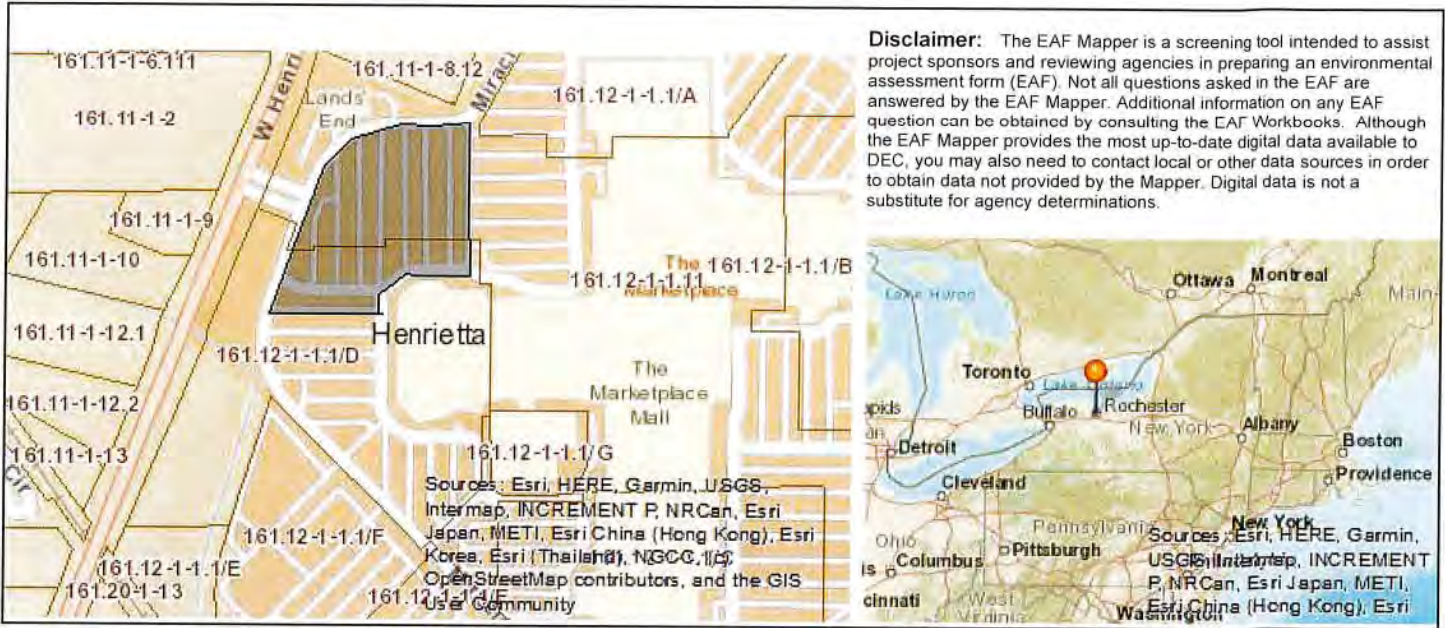
Applicant/Sponsor Name _____ Date _____

Signature _____ Title _____



B.i.i [Coastal or Waterfront Area]	No
B.i.ii [Local Waterfront Revitalization Area]	No
C.2.b. [Special Planning District]	Yes - Digital mapping data are not available for all Special Planning Districts. Refer to EAF Workbook.
C.2.b. [Special Planning District - Name]	NYS Heritage Areas: West Erie Canal Corridor
E.1.h [DEC Spills or Remediation Site - Potential Contamination History]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.i [DEC Spills or Remediation Site - Listed]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.i [DEC Spills or Remediation Site - Environmental Site Remediation Database]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.iii [Within 2,000' of DEC Remediation Site]	Yes
E.1.h.iii [Within 2,000' of DEC Remediation Site - DEC ID]	V00126, 828170, 828077
E.2.g [Unique Geologic Features]	No
E.2.h.i [Surface Water Features]	Yes
E.2.h.ii [Surface Water Features]	Yes
E.2.h.iii [Surface Water Features]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
E.2.h.iv [Surface Water Features - Wetlands Name]	Federal Waters
E.2.h.v [Impaired Water Bodies]	Yes
E.2.h.v [Impaired Water Bodies - Name and Basis for Listing]	Name - Pollutants - Uses: Red Creek and tributaries – Unknown Toxicity – Recreation; Aquatic Life
E.2.i. [Floodway]	No
E.2.j. [100 Year Floodplain]	Yes

E.2.k. [500 Year Floodplain]	Yes
E.2.l. [Aquifers]	No
E.2.n. [Natural Communities]	No
E.2.o. [Endangered or Threatened Species]	No
E.2.p. [Rare Plants or Animals]	No
E.3.a. [Agricultural District]	No
E.3.c. [National Natural Landmark]	No
E.3.d [Critical Environmental Area]	No
E.3.e. [National or State Register of Historic Places or State Eligible Sites]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.3.f. [Archeological Sites]	Yes
E.3.i. [Designated River Corridor]	No



B.i.i [Coastal or Waterfront Area]	No
B.i.ii [Local Waterfront Revitalization Area]	No
C.2.b. [Special Planning District]	Yes - Digital mapping data are not available for all Special Planning Districts. Refer to EAF Workbook.
C.2.b. [Special Planning District - Name]	NYS Heritage Areas: West Erie Canal Corridor
E.1.h [DEC Spills or Remediation Site - Potential Contamination History]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.i [DEC Spills or Remediation Site - Listed]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.i [DEC Spills or Remediation Site - Environmental Site Remediation Database]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.iii [Within 2,000' of DEC Remediation Site]	Yes
E.1.h.iii [Within 2,000' of DEC Remediation Site - DEC ID]	828079
E.2.g [Unique Geologic Features]	No
E.2.h.i [Surface Water Features]	No
E.2.h.ii [Surface Water Features]	Yes
E.2.h.iii [Surface Water Features]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
E.2.h.v [Impaired Water Bodies]	No
E.2.i. [Floodway]	No
E.2.j. [100 Year Floodplain]	Yes
E.2.k. [500 Year Floodplain]	Yes
E.2.l. [Aquifers]	No
E.2.n. [Natural Communities]	No

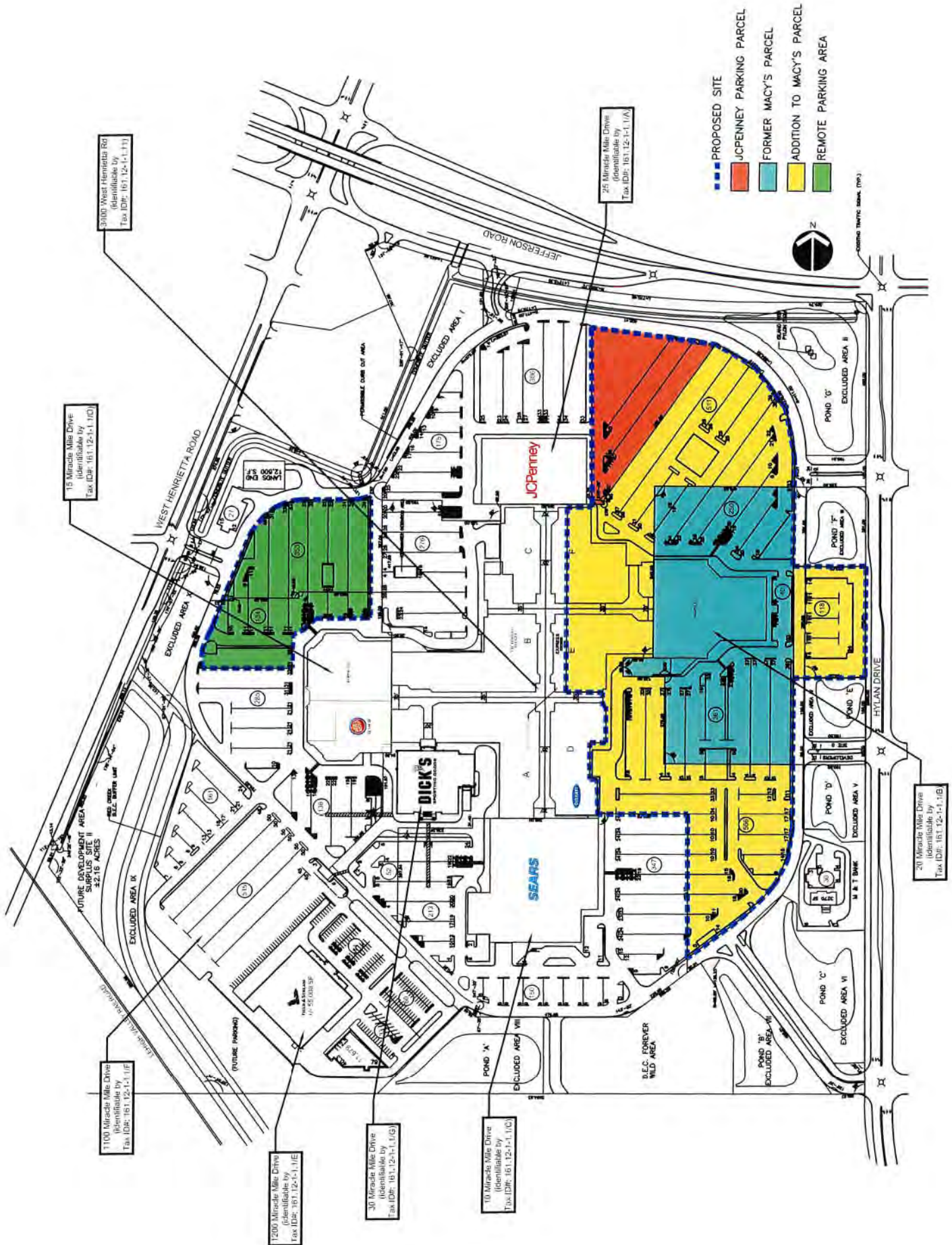
E.2.o. [Endangered or Threatened Species]	No
E.2.p. [Rare Plants or Animals]	No
E.3.a. [Agricultural District]	No
E.3.c. [National Natural Landmark]	No
E.3.d [Critical Environmental Area]	No
E.3.e. [National or State Register of Historic Places or State Eligible Sites]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.3.f. [Archeological Sites]	Yes
E.3.i. [Designated River Corridor]	No

PROJECT LOCATION

The project location consists approximately of the following: (1) the situs at the Mall Facility of the former, and now vacant, approximately 149,009 square foot Macy's Department Store and existing Macy's improvements, adjoining and/or nearby parking fields and related improvements located at 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B) and containing in the aggregate approximately 9.53 acres and leased to The Marketplace, (2) such portions of the Mall Facility adjoining and/or near the former Macy's Parcel containing in the aggregate approximately 14.17 acres and leased to the Company, (3) such portions of the Mall Facility constituting a portion of the parking fields and related improvements adjoining and/or near the situs at the Mall Facility of the former, and now partially vacant, Bon-Ton Department Store located at 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D) and containing in the aggregate approximately 544 parking spaces and leased to the Company and (4) such portions of the Mall Facility constituting a triangular shaped parking field and related improvements adjoining and/or near the eastern portion of the existing JC Penney Department Store located at 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A) and containing in the aggregate approximately 2.68 acres and leased to J.C. Penney Properties, Inc. or any of its successors or assigns.

For purposes of the foregoing, the term "Mall Facility" shall mean the shopping center commonly known as The Marketplace Mall and The Outlets at Marketplace Mall located in the Town of Henrietta, Monroe County, New York and comprising of approximately 125±-acres and located at 3400 West Henrietta Road (identifiable by Tax ID#: 161.12-1-1.11); 10 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/C) owned by; 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D), 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B), 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A), 30 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/G), 1100 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/F) and 1200 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/E), and upon which is located, among other things, the main mall building, the Sears department store, the JC Penney department store, the former Bon-Ton department store, the Former Macy's parcel, the Dick's Sporting Goods store and the Field & Stream store.

Exhibit B - Map of Mall Facility and Proposed Site



DESCRIPTION OF PROPOSED INTERESTS

The Proposed Interests, collectively, consists approximately of all or a portion of certain real property interests of the Designated Interest Holders as described in the Determinations and Findings and include, without limitation, the Primary Contractual Rights. The Primary Contractual Rights, as relating to the Project, have been identified by the Company as the following:

Leases:

1. **Old Navy**¹ – no build area prohibitions (ON Lease § 1(b)), prohibitions against relocation, or consent rights related to the Project (Id. § 30(d),(e) (requiring consent for "Successor or Replacement Store")); prohibitions of Hylan Drive entrance changes as entry "1", "2" and "3" (Id. § 1(b)); consent rights for or prohibitions against changes in the Ring Road parking areas and traffic changes (Id. § 1(b)); entrance next to Sears facing Hylan Drive (Id. § 1(b) (prohibiting relocation)); and ability to pay a reduced rent when co-tenancy provisions are not met within the Mall (Id. §30(c)-(g)).
2. **Sears**² – prohibition of consent rights to changes in the Common Areas (REA §§ 19.1-6, 37.3, Ex. J(a)), Ring Road (Id. §§ 6.4 (requiring consent for dedicating rights to any municipality or governmental agency), 39.1), parking areas and traffic changes (Supp. Agreement Am. No. 2 § 8; REA §§ 8.1(d), 16.1), prohibition against parking above ground level (REA § 37.4) and ability of Marketplace Mall to choose tenants (Supp. Agreement §4(A)-(C); REA § 14.1(a)); rights under Supplemental Agreement³ and Sublease to the extent the restrictions exceed rights remaining under the REA⁴ after the taking described below.

¹ Agreement of Lease, dated as of June 11, 2010 (hereinafter "ON Lease"), by and between The Marketplace ("Landlord") and Old Navy, LLC ("Tenant").

² Sublease, dated as of February 17, 1981, by and between The Marketplace ("Landlord") and Sears, Roebuck and Co. ("Tenant"); First Amendment to Sublease, dated as of July 31, 1981, by and between Landlord and Tenant; and Lease Modification Agreement, dated as of February 6, 2002, by and between Landlord and Tenant.

³ Supplemental Agreement, dated as of February 17, 1981, by and between The Marketplace ("Developer") and Sears, Roebuck and Co. ("Sears"); Amendment to Supplemental Agreement, dated as of May 27, 1983, by and between Developer and Sears; Amendment No. 2 to Supplemental Agreement, dated as of May 14, 1998 ("Am. No. 2"), by and between Developer and Sears; and Amendment No. 3 to Supplemental Agreement, dated as of January 16, 2002, by and between Developer and Sears.

⁴ Amended and Restated Construction, Operation and Reciprocal Easement Agreement, dated as of May 14, 1998 (hereinafter as amended "REA"), by and among The Marketplace ("Developer") and J. C. Penney Properties, Inc. ("Penney"), The May Department Store Company ("Adcor"), Sears, Roebuck and Co. ("Sears") and The Bon-Ton Department Stores, Inc. ("The Bon-Ton"; and, collectively with Penney, Adcor and Sears, the "Department Stores"); and First Amendment to the Amended and Restated Construction, Operation and Reciprocal Easement Agreement, dated as of January 16, 2002, by and among Developer and the Department Stores.

3. **JCPenney**^{5 6} – prohibition or consent rights to changes in the Common Areas (REA §§ 19.1-6, 37.3, Ex. J(a)), Ring Road (REA §§ 6.4 (requiring consent for dedicating rights to any municipality or governmental agency), 39.1), parking areas and traffic changes (Supp. Agreement Am. No. 2 § 8; REA §§ 8.1(d), 16.1), and ability of Marketplace Mall to choose tenants / required diversification of merchandise (Supp. Agreement § 5(A)-(B); REA § 14.1(a)); and ownership of the Ring Road and entrance from Hylan Drive subject to continued right in common to use (REA § 19.2(a)); ability of Marketplace Mall to develop freestanding commercial facilities in the current parking areas relating to the Project (REA §§ 8.1(a), 55.3).
4. **Victoria Secret**⁷ – co-tenancy clause (VS Lease Art. IX, § 2(A); Id. Art. XVIII, § 15 (providing remedies for violating co-tenancy clause)) and prohibition against relocation (Id. Art. VI, § 2(i)).
5. **Bath and Body Works**⁸ – co-tenancy clause (BBW Lease Art. IX, § 2(A); Id. Art. XVIII, § 15 (providing remedies for violating co-tenancy clause)) and prohibition against relocation (Id. Art. VI, § 2(i)).
6. **Express**⁹ – co-tenancy clause as an obligation to have 8 outlets (Express Lease Art. IX, § 2(A); Id. Art. XVIII, § 15 (providing remedies for violating co-tenancy clause)) and prohibition against relocation (Id. Art. VI, § 2(i)).
7. **Field and Stream**¹⁰ – no build areas (FS Lease § 1.2(a), (c)), critical access ways (Id. § 1.2(f)), restrictions on use of the shopping center for non-retail and entertainment uses (Id. § 1.4(a)) and prohibitions against modifications of the shopping center (Id. §§ 1.3, 1.8(b), (e), 3.6(b)).
9. **Dick's**¹¹ – Use restrictions prohibiting hotel on shopping center area (Dick's Lease §§ 15.01(a), 15.03(a)(i), (b)(xxi)); co-tenancy requirements (Id. § 3.05); prohibition of changes on Mall with respect to the Project without Dick's consent (Id. §§ 5.01, 10.01(b), (c)(i), (iii), 10.04, 15.02(a), (b)).

⁵ Sublease, dated as of February 17, 1981, by and between The Marketplace ("Landlord") and J. C. Penney Properties, Inc. ("Tenant"); and Sublease Amendment, dated as of November 1, 1982, by and between Landlord and Tenant.

⁶ Supplemental Agreement, dated as of February 17, 1981, by and between The Marketplace and J. C. Penney Properties, Inc.

⁷ Indenture of Lease, dated as of March 8, 2016 (hereinafter "VS Lease"), by and between The Marketplace ("Landlord") and Victoria's Secret Stores, LLC ("Tenant").

⁸ Indenture of Lease, dated as of March 8, 2016 (hereinafter "BBW Lease"), by and between The Marketplace ("Landlord") and Bath & Body Works, LLC ("Tenant").

⁹ Indenture of Lease, dated as of April 3, 2017 (hereinafter "Express Lease"), by and between The Marketplace ("Landlord") and Express Fashion Operations, LLC ("Tenant").

¹⁰ Lease, dated as of January 21, 2014 (hereinafter "FS Lease"), by and between BTMPM, LLC ("Landlord") and Dick's Sporting Goods, Inc. ("Tenant").

¹¹ Lease, dated as of August 30 (hereinafter as amended "Dick's Lease"), 2000, by and between The Marketplace ("Landlord") and Galyan's Trading Company, Inc. ("Tenant"); Addendum to Lease between Landlord and Tenant, dated as of August 30, 2000; and Lease Modification Agreement, dated as of February 24, 2003, by and between Landlord and Tenant.

10. **Dave and Buster's**¹² – no build area ("protected area") that prohibits changes in the Common Areas which affect access and/or visibility including but not limited to parking rights or other rights in the Remote Parking Area (DB Lease §§ 1(b), 22(f), 32(d), (f), (g), 66(g) (relating to "Tenant's Protected Area")).
11. **With respect to All of the Above** – and any other right that would make development of the Proposed Site more difficult or costly, including, but not limited to, any rights to park in the Remote Parking Area, limitations on rebranding the Marketplace Mall and/or changing the name of Marketplace Mall (REA § 14.2; Dick's Lease § 15.01(b), and/or elimination of co-tenancy provisions that would result in reductions in rent paid (FS Lease § 1.7).

Reciprocal Easement Agreement ("REA"):

There is an existing easement agreement among the owner of the Marketplace Mall and certain "anchor" tenants providing mutually beneficial utility, parking, drainage and access easements. Sears, Penney's, MMPO (as owner of the Former Macy's Parcel) are parties with rights to block certain redevelopment efforts that could inhibit development on the Proposed Site (collectively, the "Affected REA Parties"). The Company seeks assistance from the Agency in acquiring any "no build" limitations held by the Affected REA Parties (thereby increasing what the REA describes as the Permissible Building Sites to cover the whole Mall area) (REA §§ 7.4, 37.1-.2, 55.1). The Company also seeks assistance from the Agency in acquiring any similar limitation or consent rights under the REA held by the Affected REA Parties that would inhibit development on the Proposed Site. This would include, but not be limited to, removing the requirement to operate the Marketplace Mall predominately as a retail facility (Id. § 4(C)); limitations on rebranding the Marketplace Mall and or changing the name (Id. § 14.2); remove parking garage limitations (Id. § 37.4) and all building height limitations (Id. § 8.1(a)), parking space ratios (Id. §§ 8.1(d), 16.1) or other parking covenants; remove Section 14 of the REA containing general operating covenants of the owner of Marketplace Mall; removing all rights of the Affected REA Parties that are not utility easements (Id. §§ 19.1-.6, 37.3, Ex. J(a)); and, to the extent utility easements, the owner of Marketplace Mall shall have the right to move the utilities at the expense of the Marketplace Mall owner without consent of the benefitted party but on notice provided the work is performed in a commercially reasonable manner (Id. § 22).

¹² Agreement of Lease, dated as of February 2, 2015 (hereinafter "DB Lease"), by and between BTMPM, LLC ("Landlord") and Dave & Buster's of New York, Inc. ("Tenant").



Department of
Environmental
Conservation

Environmental Site Remediation Database Search Details

Site Record

Administrative Information

Site Name: 755 Jefferson Road

Site Code: V00126

Program: Voluntary Cleanup Program

Classification: C

EPA ID Number:

Location

DEC Region: 8

Address: 755 Jefferson Road

City: Rochester Zip: 14623

County: Monroe

Latitude: 43.08583924

Longitude: -77.62173907

Site Type:

Estimated Size: 40.15 Acres

Institutional And Engineering Controls

Control Type:

Deed Restriction

Control Elements:

Ground Water Use Restriction

Soil Management Plan

Landuse Restriction

Monitoring Plan

Site Management Plan

O&M Plan

Site Owner(s) and Operator(s)

Site Document Repository

Name: Henrietta Public Library

Address: 455 Calkins Road
Henrietta, NY 14623

Site Description

This approximately 40-acre site is located in a highly developed commercial area of the Town of Henrietta. It is bordered by mixed industrial and commercial land use and some multi-family residential housing within a one mile radius. Since the 1950's, the site has been used to manufacture pharmaceuticals. Contamination is primarily attributed to past release(s) of methylene chloride, used in the manufacturing process. The Remedial Investigation identified two discrete areas of contamination; the Building 2 Sump Area (B2SA) and the Methylene Chloride Area (MCA). Soils in the B2SA were contaminated with PAHs and metals, which were associated with the former use of a neutralization tank and sump in the basement of Building 2. Removal of contaminated soil was completed in the B2SA in 2005 to unrestricted levels. A Final Engineering Report for the B2SA was submitted in March 2006. The MCA is a portion of the site that is impacted with methylene chloride in soils and groundwater emanating from the location of a former above ground storage tank used to store the compound. The methylene chloride contamination extends under a portion of Building 3. A multi-phase extraction system was installed in the MCA, including extraction wells under the manufacturing building. Full-scale system start-up occurred in 2006. Operation of the system was discontinued in August 2010 after it had been demonstrated that methylene chloride removal was approaching asymptotic rates. A total of 138 pounds of methylene chloride was removed during system operation. Methylene chloride concentrations in site groundwater have been reduced from a high of 9,100,000 ppb in March 2002 to 22 ppb in December 2011. The maximum concentration of methylene chloride remaining in site soils was 90 ppm during post remedial soil sampling completed in January 2011. The MCA FER was submitted in January 2008. The Site Management Plan was approved in August 2011. The Deed Restriction was filed in January 2012. An MCA OM&M FER and a Site-Wide Petition for Remedial Closeout were submitted in March 2012. The FER Documents were approved in May 2012. The Release letter was issued on July 13, 2012. Site Management, including groundwater monitoring, is on-going.

Contaminants of Concern (Including Materials Disposed)

Contaminant Name/Type

Hazardous Substances

methylene chloride

Site Environmental Assessment

Remediation at the site is complete. Prior to remediation, the primary contaminant of concern was methyl chloride(MC). Remedial actions have successfully achieved soil cleanup objectives for commercial use, and show MC concentrations trending downward or staying statically below clean-up levels. Residual contamination in the soil, groundwater, and sediment is being managed under a Site Management Plan.

Site Health Assessment

People are not drinking site-related contaminants in the groundwater since the area is served by a public water supply not affected by this contamination. Direct contact with contaminants in the soil is unlikely because the majority of the site is covered with buildings and pavement. Volatile organic compounds in the soil may move into the soil vapor (air spaces within the soil), which in turn may move into overlying buildings and affect the indoor air quality. This process, which is similar to the movement of radon gas from the subsurface into the indoor air of buildings, is referred to as soil vapor intrusion. Soil vapor intrusion is not a concern at the on-site building due to the current use of volatile organic compounds in the manufacturing process within the building. An evaluation of the potential for soil vapor intrusion to occur will be completed should the current use of the site change.

For more Information: [E-mail Us](#)

[Refine This Search](#)



Department of
Environmental
Conservation

Environmental Site Remediation Database Search Details

Site Record

Administrative Information

Site Name: Roehlen Engraving

Site Code: 828077

Program: State Superfund Program

Classification: 04

EPA ID Number:

Location

DEC Region: 8

Address: 100 Marketplace Drive

City:Henrietta Zip: 14623

County:Monroe

Latitude: 43.08645973

Longitude: -77.62392763

Site Type: STRUCTURE

Estimated Size: 0.05 Acres

Institutional And Engineering Controls

Control Type:

Deed Restriction

Control Elements:

Ground Water Use Restriction

Site Owner(s) and Operator(s)

Current Owner Name: RB-3 Associates

Current Owner(s) Address: c/o benderson development company, llc
buffalo,NV, 14202

Owner(s) during disposal: Standex International Corporation

Site Document Repository

Name: Henrietta Public Library

Address: 455 Calkins Road

Henrietta,NY 14467

Hazardous Waste Disposal Period

From: 1969 **To:** 1989

Site Description

Location: This site is located at the southeastern corner of Market Place Drive and Jefferson Road on the northern 4 acres of the 12.8-acre former Roehlen Engraving facility. The current site address is 100 Marketplace Drive. **Site Features:** The former site area has five commercial buildings and associated parking. **Current Zoning and Land Use:** The site is zoned for commercial use and is occupied by various restaurants and retail establishments. **Past Uses:** The site formerly contained a single manufacturing building occupied by Roehlen Engraving. The facility manufactured specialty engraving plates and rolls and included a chrome plating process. Roehlen Engraving operated the facility from 1960 to 2004. The manufacturing building was demolished between 2006 and 2008, and the site was redeveloped into the current commercial properties starting from 2011 to 2016. **Site Geology and Hydrogeology:** Approximately 30 feet of lacustrine silt and clay overlay a dense glacial till. Weathered Vernon Shale was encountered approximately 70 feet below ground surface. Shallow groundwater is approximately 8-10 feet below ground surface and generally flows to the northwest.

Contaminants of Concern (Including Materials Disposed)

Contaminant Name/Type

TRICHLOROETHYLENE (TCE)

HEXAVALENT CHROMIUM (F006)

Site Environmental Assessment

Pre-Remediation Soil: The soils beneath the plating area of the facility were identified as the main source of groundwater contamination. Four additional areas were identified with chromium contamination above the site cleanup goal established in the ROD of 35 ppm. All soils with chromium contamination above 35 ppm were excavated and removed as part of the ROD-based remedy except the main source area beneath the plating area. The remedy called for removal of contaminated soil beneath the chrome plating area in the event the building is ever demolished. **Groundwater:** The RI identified soil and groundwater contamination with chromium and chlorinated volatile organic compounds. Total VOC concentration ranged from 25 to 500 ppb within the source area. Chromium concentration ranged from 10 ppb to 100 ppm within the source area. Groundwater flow is to the northwest and contamination has not migrated off-site. **Post remediation Soil:** Two soil cleanups were completed at the site. In 1994

approximately 1,500 cubic yards of chromium contaminated soil was removed and disposed off-site. In 2008, approximately 2,300 tons of contaminated soil and concrete were excavated and disposed of off-site. Approximately 7,500 gallons of contaminated groundwater was disposed of off-site during the 2008 excavation. Soils were cleaned up to the site cleanup goal of 35 ppm of total chromium. No further actions are required. Groundwater: In-situ anaerobic bioprecipitation via injection of food-grade molasses to facilitate reduction of hexavalent chromium to trivalent chromium was completed after the 2008 soil excavation. A small area of residual groundwater contamination remains within the former plating area. Total VOCs in groundwater range from non-detect to 80 ppb and chromium concentrations range from non-detect to 390 ppb. All groundwater wells have since been removed. A deed restriction has been placed on the property restricting the use of groundwater as a potable source. No further actions are required. Soil Vapor: Soil vapor intrusion (SVI) investigations were conducted at the commercial building downgradient of the former source area (formerly a Chili's restaurant). SVI sampling was conducted in 2012, 2013, and 2014. No further actions with respect to soil vapor intrusion are required.

Site Health Assessment

Remedial activities undertaken at the site have effectively reduced the potential for exposure to site-related contaminants. Therefore, this site no longer poses a public health concern.

For more Information: [E-mail Us](#)

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FILE COPY

New York State Department of Environmental Conservation
50 Wolf Road, Albany, New York 12233



Thomas C. Jorling
Commissioner

August 29, 1988

Ms. Deborah L. Chapin
Manager, Environmental/Safety Engineering
Pennwalt Corporation - Pharmaceutical Division
P.O. Box 1710
Jefferson Road
Rochester, NY 14603

RE: Reclassification of Pennwalt - Pharmaceutical Division
EPA Identification Number: NYD002219756

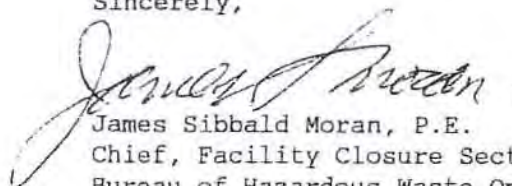
Dear Ms. Chapin:

Based on your request, this letter will terminate your New York State Interim Status under the provisions of 6NYCRR Part 373-1.3 to operate a hazardous waste facility at the subject site. Since New York State has federal authorization, this letter also terminates federal Interim Status for NYD002219756 under RCRA.

The Department has made a determination based upon available information that there has been no release of hazardous waste into the environment that prohibited clean closure of this facility prior to authorizing this termination. Under penalty of law, information to the contrary must be supplied to this Department. Please be advised that termination of Interim Status does not preclude liability for any action under the provisions of ECL Article 27 Title 13, "Inactive Hazardous Waste Disposal Sites."

If you have any questions regarding this letter, please contact us at (518) 457-3274.

Sincerely,



James Sibbald Moran, P.E.
Chief, Facility Closure Section
Bureau of Hazardous Waste Operations
Division of Hazardous Substances Regulation

cc: H. Mulholland - USEPA
D. Rollins - Region 8
J. Desai - NYSDEC Albany

bcc: L. Livingston - USEPA
T. Killeen - Albany

TJK:rp
(SIATOM.LTR)



Department of
Environmental
Conservation

Environmental Site Remediation Database Search Details

Site Record

Administrative Information

Site Name: Stuart-Olver-Holtz

Site Code: 828079

Program: State Superfund Program

Classification: 02

EPA ID Number:

Location

DEC Region: 8

Address: 39 Commerce Drive

City: Rochester Zip: 14623

County: Monroe

Latitude: 43.07996546

Longitude: -77.6416214

Site Type: STRUCTURE

Estimated Size: 4 Acres

Site Owner(s) and Operator(s)

Current Owner Name: SOH Aquiring

Current Owner(s) Address: 2025 Bri-Hen Townline Rd
Rochester, NY, 14623-2509

Current Owner Name: Stuart-Olver-Holtz

Current Owner(s) Address: 2025 Brighton-Henrietta Townline Road
Rochester, NY, 14624

Current Owner Name: STUART-OLVER-HOLTZ

Current Owner(s) Address: 2025 BRIGHTON-HENRIETTA TOWNLINE RD.
ROCHESTER, NY, 14624

Current Owner Name: NA

Current Owner(s) Address: 16 Rabbits Run
Palm Beach Gardens, FL, 33418

Current Owner Name: STUART-OLVER-HOLTZ

Current Owner(s) Address: 2025 BRIGHTON-HENRIETTA TOWNLINE RD.
ROCHESTER, NY, 14624

Owner(s) during disposal: STUART-OLVER-HOLTZ

Current On-Site Operator: Stuart-Olver-Holtz

Stated Operator(s) Address: 39 Commerce Drive
Rochester, NY 14623

Hazardous Waste Disposal Period

From: 1977 **To:** 1994

Site Description

Location: The Stuart Olver Holtz (SOH) site is located at 39 Commerce Drive, in the Town of Henrietta, Monroe County, New York. **Site features:** The site occupies approximately 3.8 acres in a mixed commercial-industrial area. A former manufacturing building occupies the eastern half of the site. The remaining area consists of a paved parking lot, driveways and grass-covered areas. The Site building was found to be in a state of disrepair. In order to safely address the source area underneath the building, it was necessary to demolish the entire structure in December 2005. The Site currently consists of a building foundation and paved/concrete/grass areas surrounded by a locked chain-link fence. Immediately to the west of the site is a swale that receives drainage from the SOH site. The site is bounded on the east by several small businesses, on the west by Pullman Manufacturing, on the south by Ruby Gordon, Inc., and on the north side by Commerce Drive and several commercial properties. **Historic uses:** The SOH site was developed from farmland in 1962 as Electro Chemical Products, Inc., which evolved into Stuart Olver Holtz, Inc. SOH operated a specialty finishing business that included painting, conversion coating and metal plating of parts on a contractual basis. In 1974, a fire occurred at the site that destroyed a portion of the facility and resulted in the uncontrolled release of plating and coating solutions into the environment. In 1980, SOH applied for (but did not obtain) a permit to operate a solvent recovery unit at the facility and began accumulating drums of waste solvents for processing. The NYSDEC issued an enforcement order requiring SOH to remove the waste solvent drums, some of which had been observed to be leaking. The accumulation of drums had been a recurring problem at this facility, subsequently all drums have been removed. **Operable Units:** An operable unit represents a portion of a remedial program for a site that for technical or administrative reasons can be addressed separately to investigate, eliminate or mitigate a release, threat of release, or exposure pathway resulting from site contamination. OU-01 - Remediation of the SOH site OU-02 - Demolition of existing site structures OU-03 - Soil Vapor Investigation (SVI) The primary contaminants of concern at the site known at this time include volatile organic compounds (VOCs) (trichloroethene, 1,1,1-trichloroethane, 1,1-dichloroethane). Investigations indicate that the soil source area extends southeast from the loading dock area under the southern half of the building slab. The compounds detected in the soil do not exceed the applicable soil cleanup objectives for commercial use. A majority of the VOC groundwater

plume is restricted to the Site. A Record of Decision (ROD) was signed in March of 1997. The ROD specified that a shallow groundwater collection trench was to be constructed. The collected groundwater will pass through a passive groundwater treatment system and will then be discharged to a publicly operated treatment works. The ROD also calls for the excavation of the remaining contaminated soil and off-site disposal, and capping of the area. Periodic sampling of the bedrock groundwater is also required. The remedial design (RD) began in November of 1999. A pilot test was conducted in 2000 which evaluated in-situ chemical oxidation, (ISCO). The pilot test was successful. Based on the results from the pilot study the 1997 ROD was modified in 2005 in the document 'Explanation of Significant Differences' to include chemical oxidation and bio-remediation instead of the pump and treat technology that was included in the 1997 ROD. In order to safely address the source area underneath the building, it was determined to demolish the entire structure. The demolition of the building was completed in December 2005. The supplemental investigation, completed in 2009, further delineated the soil source and the groundwater plume. Design of the remedial components included in the modified ROD was completed. ISCO was started in the summer of 2011. A total of 3 rounds of injections were completed by Nov 2011. Groundwater results obtained after each injection of chem-ox compound indicated that the concentration of ethenes has lowered. It was decided to inject molasses to address the ethane contamination. The results of the groundwater samples obtained after the first injection of molasses shows that the contamination concentration has declined significantly in most of the locations except for few locations. A Focused FS was completed in November 2013. Based on a review of the report, it was decided to implement the alternative which include additional injections with geo-probe to address the remaining contamination. This alternative is technically feasible and economical compared to the other alternatives proposed in the focused FS report. The additional injections completed in January 2014. The results from the subsequent groundwater sampling indicates that the concentration is going down except for three locations. Additional sampling need to be conducted to assess future action. To address the remainder of the remedial components in the ROD phytoremediation was selected as the remedy to address the groundwater problem between the site and the furniture store. This remedy is scheduled to be implemented in April/May 2015. The SVI was completed at the adjacent property in January 2013. Since the groundwater table was at the level of the bottom of the building slab, sub-slab vapor samples were not possible to obtain. Site related VOCs were detected in the indoor air samples at levels higher than expected and actions such as placing covers on the sumps were recommended to improve the indoor air quality. Periodic monitoring of the indoor air shall be conducted and the data shall be evaluated to assess for additional actions to improve the indoor air quality. Site Geology and Hydrogeology: Bedrock is at approx 50' and is overlain by glacial deposits including outwash and till. Ground water is found in 3 aquifers isolated by 2

aquifers. Ground water is at 5' bgl in the shallow aquifer and is underlain by plastic clay. The mid aquifer is located at 15' and extends to 25' bgl. The lower aquifer extends from the till to the bedrock.

Contaminants of Concern (Including Materials Disposed)

Contaminant Name/Type

chlorinated solvents

PLATING WASTES

PAINT RELATED WASTE

Site Environmental Assessment

Nature & Extent of Contamination: Prior to remediation: The primary contaminants of concern at the site known at this time include volatile organic compounds (VOCs) (trichloroethene, 1,1,1-trichloroethane, 1,1-dichloroethane). Investigations indicate that the soil source area extends southeast from the loading dock area under the southern half of the building slab. The compounds detected in the soil do not exceed the applicable soil cleanup objectives for commercial use. A majority of the VOC groundwater plume is restricted to the Site. A Record of Decision (ROD) was signed in March of 1997. The ROD specified that a shallow groundwater collection trench was to be constructed. The collected groundwater will pass through a passive groundwater treatment system and will then be discharged to a publicly operated treatment works. The ROD also calls for the excavation of the remaining contaminated soil and off-site disposal, and capping of the area. Periodic sampling of the bedrock groundwater is also required. The remedial design (RD) began in November of 1999. A pilot test was conducted in 2000 which evaluated in-situ chemical oxidation, (ISCO). The pilot test was successful. Based on the results from the pilot study the 1997 ROD was modified in 2005 in the document 'Explanation of Significant Differences' to include chemical oxidation and bio-remediation instead of the pump and treat technology that was included in the 1997 ROD. In order to safely address the source area underneath the building, it was determined to demolish the entire structure. The demolition of the building was completed in December 2005. The supplemental investigation, completed in 2009, further delineated the soil source and the groundwater plume. Design of the remedial components included in the modified ROD was completed in late 2010. ISCO was started in the summer of 2011. A total of 3 rounds of injections were completed by Nov 2011. Groundwater results obtained after each injection of chem-ox compound indicated that the concentration of ethenes has lowered. It was decided to inject molasses to address the ethane contamination. The results of the groundwater samples obtained after the first injection of molasses shows that the

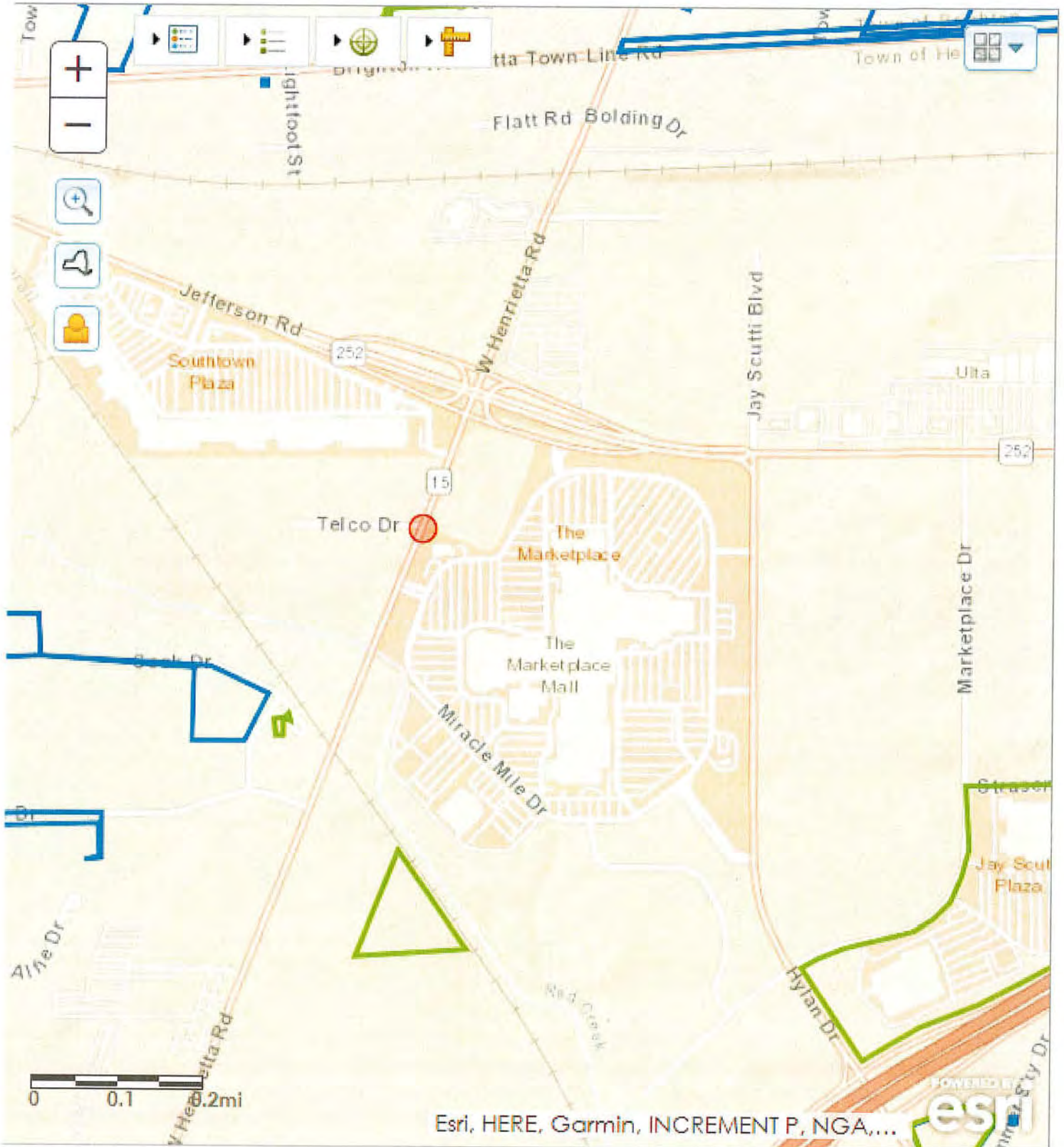
contamination concentration has declined significantly in most of the locations except for few locations. A Focused FS was completed in November 2013. Based on a review of the report, it was decided to implement the alternative which include additional injections with geo-probe to address the remaining contamination. This alternative is technically feasible and economical compared to the other alternatives proposed in the focused FS report. The additional injections completed in January 2014. The results from the subsequent groundwater sampling indicates that the concentration is going down except for three locations. Additional sampling need to be conducted to assess future action. To address the remainder of the remedial components in the ROD photoremediation was selected as the remedy to address the groundwater problem between the site and the furniture store. This remedy is scheduled to be implemented in April/May 2015. The Soil Vapor Investigation was completed at the adjacent property in January 2013. Since the groundwater table was at the level of the bottom of the building slab, sub-slab vapor samples were not possible to obtain. Site related VOCs were detected in the indoor air samples at levels higher than expected and actions such as placing covers on the sumps were recommended to improve the indoor air quality. Periodic monitoring of the indoor air shall be conducted and the data shall be evaluated to assess for additional actions to improve the indoor air quality. Special Resources Impacted: None Significant Threat: The site presents a significant environmental threat due to the ongoing releases from source areas of contaminants into groundwater. Ground water contamination remains above applicable standards.

Site Health Assessment

Exposure to contaminated groundwater through drinking water is not expected because public water serves the area. Contaminated sump water from the adjacent business is discharged to the publicly-owned treatment works, so exposure to the sump water is unlikely. Sump water samples collected by NYSDOH in 1996, 1997 and 2000 from a business located north of Commerce Drive were not contaminated with site-related chemicals. NYSDOH and NYSDECC will evaluate the need for additional investigations to determine the potential for soil vapor intrusion into structures on or near the site.

For more Information: [E-mail Us](#)

[Refine This Search](#)



Consultation Projects (View)

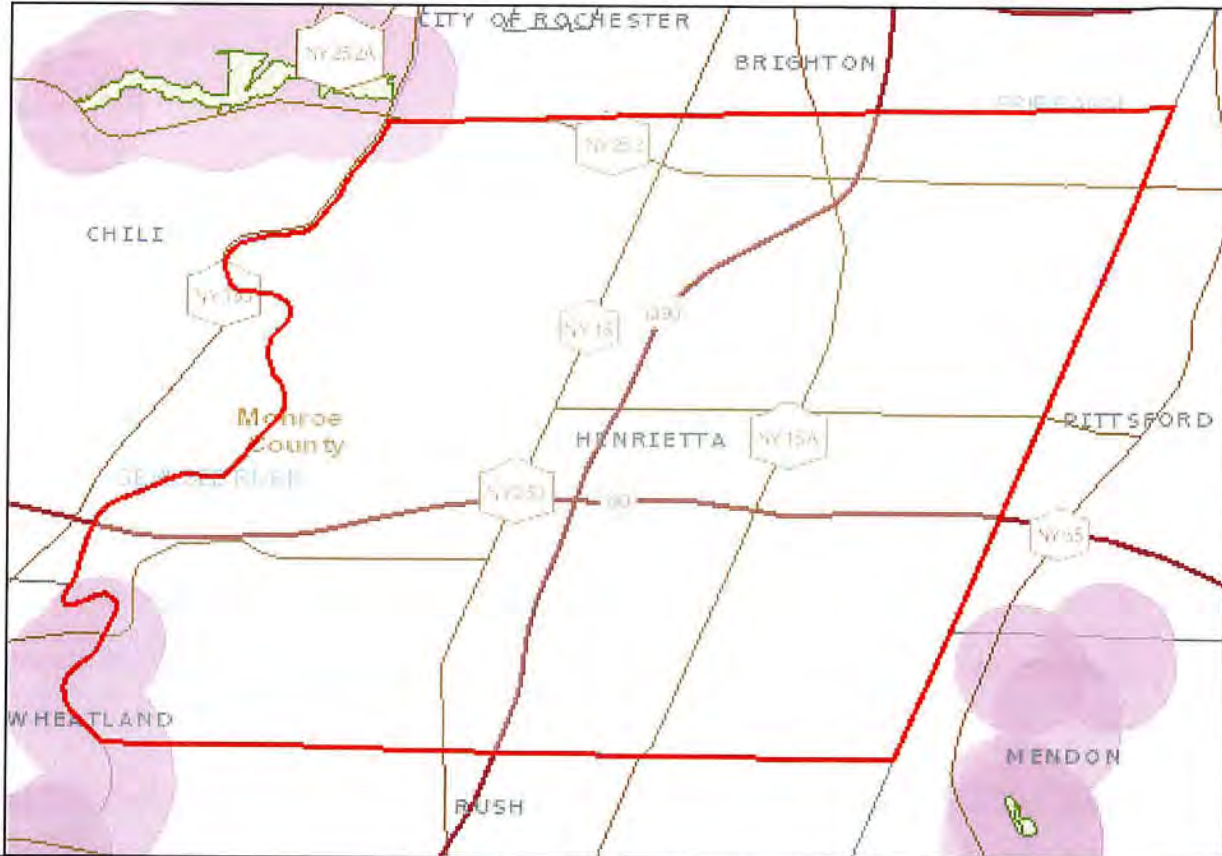


Survey Archaeology Areas (View)



New York Nature Explorer Town Results Report

Criteria: Town: Henrietta



Common Name	Subgroup	Distribution Status	Year Last Documente	Protection Status		Conservation Rank	
				State	Federal	State	Global

Town: Henrietta

Animal: Fish

Black Redhorse	Minnows, Shiners, Suckers	Historically Confirmed	1926	Special Concern		S2	G5
<i>Moxostoma duquesnei</i>							
Blackchin Shiner	Minnows, Shiners, Suckers	Historically Confirmed	1952			S2	G5
<i>Notropis heterodon</i>							

Animal: Mussels and Clams

Deertoe	Freshwater Mussels	Recently Confirmed	2012			S1	G5
<i>Truncilla truncata</i>							

New York Nature Explorer

Common Name	Subgroup	Distribution Status	Year Last Documented	Protection Status		Conservation Rank	
				State	Federal	State	Global
Fragile Papershell <i>Leptodea fragilis</i>	Freshwater Mussels	Recently Confirmed	2015			S3	G5
Lilliput <i>Toxolasma parvum</i>	Freshwater Mussels	Recently Confirmed	2009			S1	G5
Paper Pondshell <i>Uiterbackia imbecillis</i>	Freshwater Mussels	Recently Confirmed	2010			S1	G5
Pink Heelsplitter <i>Potamius ulatus</i>	Freshwater Mussels	Recently Confirmed	2012			S2S3	G5
Wabash Pigtoe <i>Fusconaia flava</i>	Freshwater Mussels	Recently Confirmed	2015			S2	G5

Plant: Flowering Plants

Big Shellbark Hickory <i>Carya laciniata</i>	Other Flowering Plants	Historically Confirmed	1926	Threatened		S2	G5
Golden Puccoon <i>Lithospermum croceum</i>	Other Flowering Plants	Possible but not Confirmed		Endangered		SH	G4G5T4T5
Handsome Sedge <i>Carex formosa</i>	Sedges	Historically Confirmed	1920	Threatened		S2	G4
Little-leaf Tick Trefoil <i>Desmodium ciliare</i>	Other Flowering Plants	Historically Confirmed	1878	Threatened		S2S3	G5
Sweet-scented Indian Plantain <i>Senecio suaveolens</i>	Asters, Goldenrods and Daisies	Possible but not Confirmed	1896	Endangered		S1	G4

Note: Restricted plants and animals may also have also been documented in one or more of these Towns or Cities, but are not listed in these results. This application does not provide information at the level of Town or City on state-listed animals and on other sensitive animals and plants. A list of the restricted animals and plants documented in the corresponding county (or counties) can be obtained via the County link(s) on the original Town Search Results page. Any individual plant or animal on this county's restricted list may or may not occur in this particular Town or City.

This list only includes records of rare species and significant natural communities from the databases of the NY Natural Heritage Program. This list is not a definitive statement about the presence or absence of all plants and animals, including rare or state-listed species, or of all significant natural communities. For most areas, comprehensive field surveys have not been conducted, and this list should not be considered a substitute for on-site surveys.

IPaC Information for Planning and Consultation U.S. Fish & Wildlife Service

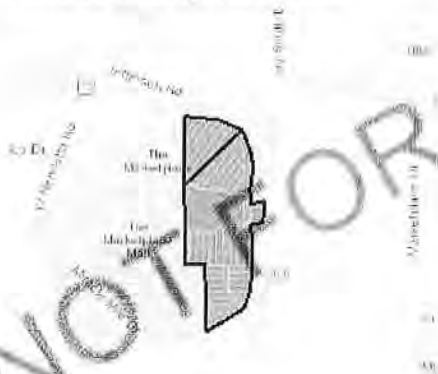
IPaC resource list

This report is an automatically generated list of species and other resources such as critical habitat (collectively referred to as *trust resources*) under the U.S. Fish and Wildlife Service's (USFWS) jurisdiction that are known or expected to be on or near the project area referenced below. The list may also include trust resources that occur outside of the project area, but that could potentially be directly or indirectly affected by activities in the project area. However, determining the likelihood and extent of effects a project may have on trust resources typically requires gathering additional site-specific (e.g., vegetation/species surveys) and project-specific (e.g., magnitude and timing of proposed activities) information.

Below is a summary of the project information you provided and contact information for the USFWS office(s) with jurisdiction in the defined project area. Please read the introduction to each section that follows (Endangered Species, Migratory Birds, USFWS Facilities, and NWI Wetlands) for additional information applicable to the trust resources addressed in that section.

Location

Monroe County, New York



Local office

New York Ecological Services Field Office

☎ (607) 753-9334

📅 (607) 753-9699

3817 Luker Road
Cortland, NY 13045-9385

<http://www.fws.gov/northeast/nyfo/es/section7.htm>

Endangered species

This resource list is for informational purposes only and does not constitute an analysis of project level impacts.

The primary information used to generate this list is the known or expected range of each species. Additional areas of influence (AOI) for species are also considered. An AOI includes areas outside of the species range if the species could be indirectly affected by activities in that area (e.g., placing a dam upstream of a fish population, even if that fish does not occur at the dam site, may indirectly impact the species by reducing or eliminating water flow downstream). Because species can move, and site conditions can change, the species on this list are not guaranteed to be found on or near the project area. To fully determine any potential effects to species, additional site-specific and project-specific information is often required.

Section 7 of the Endangered Species Act **requires** Federal agencies to "request of the Secretary information whether any species which is listed or proposed to be listed may be present in the area of such proposed action" for any project that is conducted, permitted, funded, or licensed by any Federal agency. A letter from the local office and a species list which fulfills this requirement can **only** be obtained by requesting an official species list from either the Regulatory Review section in IPaC (see directions below) or from the local field office directly.

For project evaluations that require USFWS concurrence/review, please return to the IPaC website and request an official species list by doing the following:

1. Draw the project location and click CONTINUE.
2. Click DEFINE PROJECT.
3. Log in (if directed to do so).
4. Provide a name and description for your project.
5. Click REQUEST SPECIES LIST.

Listed species

¹ and their critical habitats are managed by the [Ecological Services Program](#) of the U.S. Fish and Wildlife Service (USFWS) and the fisheries division of the National Oceanic and Atmospheric Administration (NOAA Fisheries²).

Species and critical habitats under the sole responsibility of NOAA Fisheries are **not** shown on this list. Please contact [NOAA Fisheries](#) for [species under their jurisdiction](#).

1. Species listed under the [Endangered Species Act](#) are threatened or endangered; IPaC also shows species that are candidates, or proposed, for listing. See the [listing status page](#) for more information.
2. [NOAA Fisheries](#), also known as the National Marine Fisheries Service (NMFS), is an office of the National Oceanic and Atmospheric Administration within the Department of Commerce.

The following species are potentially affected by activities in this location:

Mammals

NAME

STATUS

Northern Long-eared Bat *Myotis septentrionalis*
 No critical habitat has been designated for this species.
<https://ecos.fws.gov/ecp/species/9045>

Threatened

Critical habitats

Potential effects to critical habitat(s) in this location must be analyzed along with the endangered species themselves.

THERE ARE NO CRITICAL HABITATS AT THIS LOCATION.

Migratory birds

Certain birds are protected under the Migratory Bird Treaty Act

¹ and the Bald and Golden Eagle Protection Act².

Any person or organization who plans or conducts activities that may result in impacts to migratory birds, eagles, and their habitats should follow appropriate regulations and consider implementing appropriate conservation measures, as described [below](#).

1. The [Migratory Birds Treaty Act](#) of 1918.
2. The [Bald and Golden Eagle Protection Act](#) of 1940.

Additional information can be found using the following links:

- Birds of Conservation Concern <http://www.fws.gov/birds/management/managed-species/birds-of-conservation-concern.php>
- Measures for avoiding and minimizing impacts to birds <http://www.fws.gov/birds/management/project-assessment-tools-and-guidance/conservation-measures.php>
- Nationwide conservation measures for birds <http://www.fws.gov/migratorybirds/pdf/management/nationwidestandardconservationmeasures.pdf>

The birds listed below are birds of particular concern either because they occur on the [USFWS Birds of Conservation Concern](#) (BCC) list or warrant special attention in your project location. To learn more about the levels of concern for birds on your list and how this list is generated, see the [FAQ below](#). This is not a list of every bird you may find in this location, nor a guarantee that every bird on this list will be found in your project area. To see exact locations of where birders and the general public have sighted birds in and around your project area, visit the [E-bird data mapping tool](#) (Tip: enter your location, desired date range and a species on your list). For projects that occur off the Atlantic Coast, additional maps and models detailing the relative occurrence and abundance of bird species on your list are

available. Links to additional information about Atlantic Coast birds, and other important information about your migratory bird list, including how to properly interpret and use your migratory bird report, can be found [below](#).

For guidance on when to schedule activities or implement avoidance and minimization measures to reduce impacts to migratory birds on your list, click on the PROBABILITY OF PRESENCE SUMMARY at the top of your list to see when these birds are most likely to be present and breeding in your project area.

NAME

BREEDING SEASON (IF A BREEDING SEASON IS INDICATED FOR A BIRD ON YOUR LIST, THE BIRD MAY BREED IN YOUR PROJECT AREA SOMETIME WITHIN THE TIMEFRAME SPECIFIED, WHICH IS A VERY LIBERAL ESTIMATE OF THE DATES INSIDE WHICH THE BIRD BREEDS ACROSS ITS ENTIRE RANGE. "BREEDS ELSEWHERE" INDICATES THAT THE BIRD DOES NOT LIKELY BREED IN YOUR PROJECT AREA.)

Bald Eagle *Haliaeetus leucocephalus*

This is not a Bird of Conservation Concern (BCC) in this area, but warrants attention because of the Eagle Act or for potential susceptibilities in offshore areas from certain types of development or activities.

<https://ecos.fws.gov/ecp/species/1626>

Breeds Dec 1 to Aug 31

Black-billed Cuckoo *Coccyzus erythrophthalmus*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

<https://ecos.fws.gov/ecp/species/9399>

Breeds May 15 to Oct 10

Bobolink *Dolichonyx oryzivorus*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

Breeds May 20 to Jul 31

Canada Warbler *Cardellina canadensis*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

Breeds May 20 to Aug 10

Cerulean Warbler *Dendroica cerulea*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

<https://ecos.fws.gov/ecp/species/2974>

Breeds Apr 20 to Jul 20

Dunlin *Calidris alpina arctica*

This is a Bird of Conservation Concern (BCC) only in particular Bird Conservation Regions (BCRs) in the continental USA

Breeds elsewhere

Golden-winged Warbler *Vermivora chrysoptera*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

<https://ecos.fws.gov/ecp/species/8745>

Breeds May 1 to Jul 20

Lesser Yellowlegs *Tringa flavipes*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

<https://ecos.fws.gov/ecp/species/9679>

Breeds elsewhere

Red-headed Woodpecker *Melanerpes erythrocephalus*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

Breeds May 10 to Sep 10

Snowy Owl *Bubo scandiacus*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

Breeds elsewhere

Wood Thrush *Hylocichla mustelina*

This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.

Breeds May 10 to Aug 31

Probability of Presence Summary

The graphs below provide our best understanding of when birds of concern are most likely to be present in your project area. This information can be used to tailor and schedule your project activities to avoid or minimize impacts to birds. Please make sure you read and understand the FAQ "Proper Interpretation and Use of Your Migratory Bird Report" before using or attempting to interpret this report.

Probability of Presence ()

Each green bar represents the bird's relative probability of presence in the 10km grid cell(s) your project overlaps during a particular week of the year. (A year is represented as 12 4-week months.) A taller bar indicates a higher probability of species presence. The survey effort (see below) can be used to establish a level of confidence in the presence score. One can have higher confidence in the presence score if the corresponding survey effort is also high.

How is the probability of presence score calculated? The calculation is done in three steps:

1. The probability of presence for each week is calculated as the number of survey events in the week where the species was detected divided by the total number of survey events for that week. For example, if in week 12 there were 20 survey events and the Spotted Towhee was found in 5 of them, the probability of presence of the Spotted Towhee in week 12 is 0.25.

- To properly present the pattern of presence across the year, the relative probability of presence is calculated. This is the probability of presence divided by the maximum probability of presence across all weeks. For example, imagine the probability of presence in week 20 for the Spotted Towhee is 0.05, and that the probability of presence at week 12 (0.25) is the maximum of any week of the year. The relative probability of presence on week 12 is $0.25/0.25 = 1$; at week 20 it is $0.05/0.25 = 0.2$.
- The relative probability of presence calculated in the previous step undergoes a statistical conversion so that all possible values fall between 0 and 10, inclusive. This is the probability of presence score.

To see a bar's probability of presence score, simply hover your mouse cursor over the bar.

Breeding Season ()

Yellow bars denote a very liberal estimate of the time-frame inside which the bird breeds across its entire range. If there are no yellow bars shown for a bird, it does not breed in your project area.

Survey Effort (|)

Vertical black lines superimposed on probability of presence bars indicate the number of surveys performed for that species in the 10km grid cell(s) your project area overlaps. The number of surveys is expressed as a range, for example, 33 to 64 surveys.

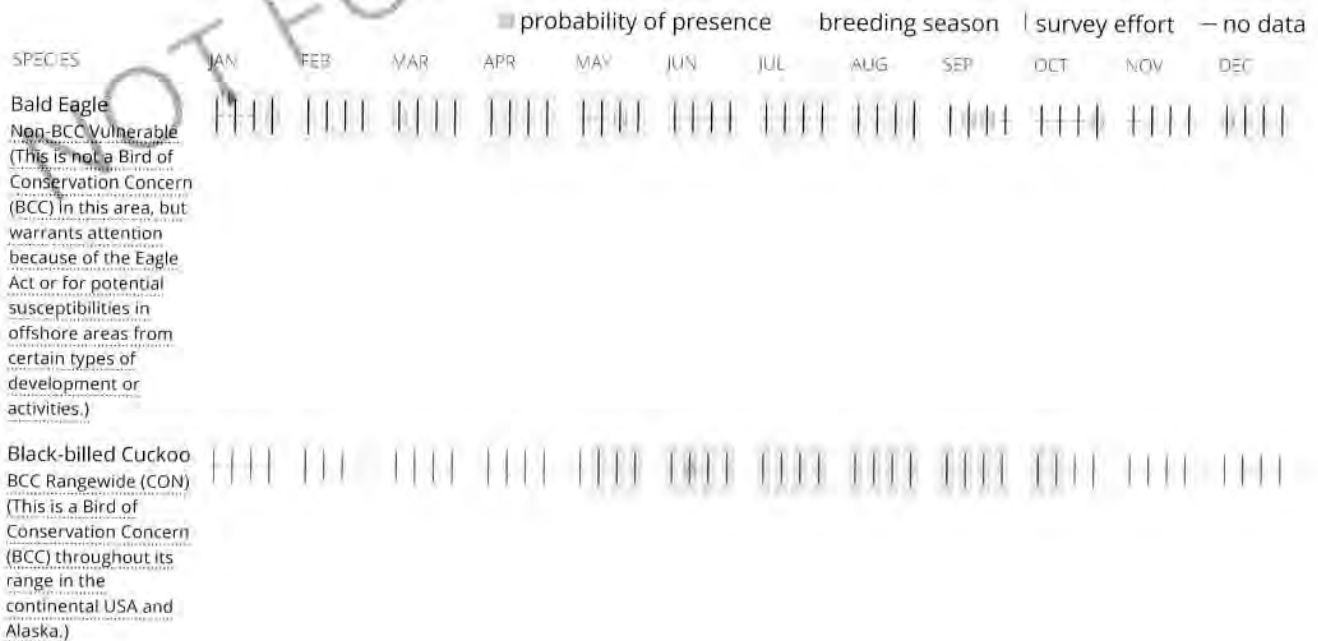
To see a bar's survey effort range, simply hover your mouse cursor over the bar.

No Data (-)

A week is marked as having no data if there were no survey events for that week.

Survey Timeframe

Surveys from only the last 10 years are used in order to ensure delivery of currently relevant information. The exception to this is areas off the Atlantic coast, where bird returns are based on all years of available data, since data in these areas is currently much more sparse.



Bobolink
 BCC Rangewide (CON)
 (This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.)

Canada Warbler
 BCC Rangewide (CON)
 (This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.)

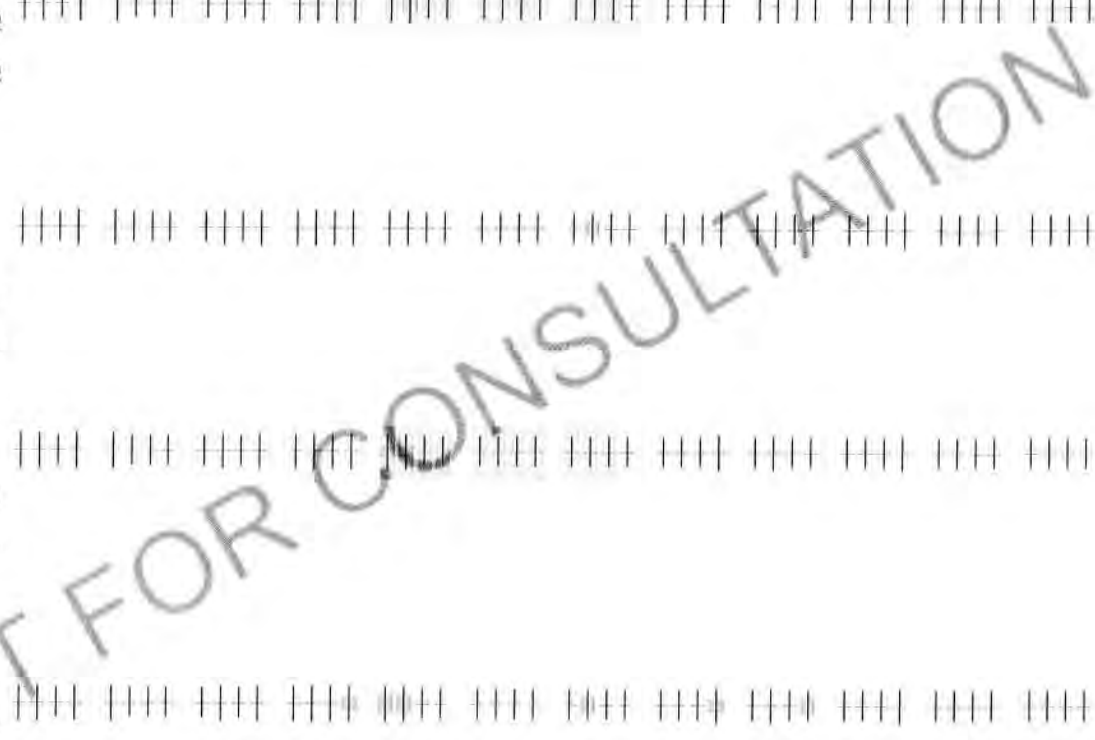
Cerulean Warbler
 BCC Rangewide (CON)
 (This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.)

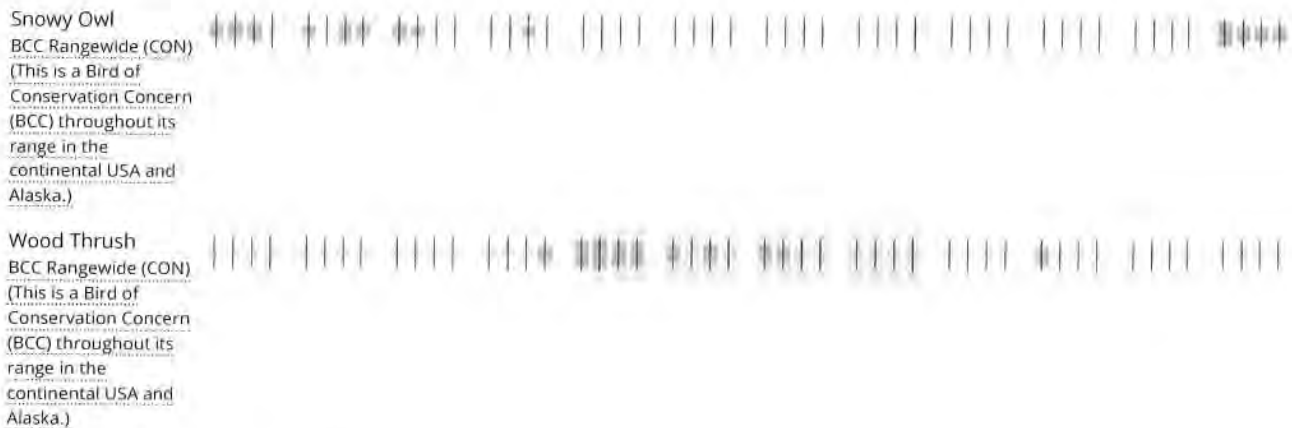
Dunlin
 BCC - BCR (This is a Bird of Conservation Concern (BCC) only in particular Bird Conservation Regions (BCRs) in the continental USA)

Golden-winged Warbler
 BCC Rangewide (CON)
 (This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.)

Lesser Yellowlegs
 BCC Rangewide (CON)
 (This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.)

Red-headed Woodpecker
 BCC Rangewide (CON)
 (This is a Bird of Conservation Concern (BCC) throughout its range in the continental USA and Alaska.)





Tell me more about conservation measures I can implement to avoid or minimize impacts to migratory birds.

[Nationwide Conservation Measures](#) describes measures that can help avoid and minimize impacts to all birds at any location year round. Implementation of these measures is particularly important when birds are most likely to occur in the project area. When birds may be breeding in the area, identifying the locations of any active nests and avoiding their destruction is a very helpful impact minimization measure. To see when birds are most likely to occur and be breeding in your project area, view the [Probability of Presence Summary](#). [Additional measures](#) and/or [permits](#) may be advisable depending on the type of activity you are conducting and the type of infrastructure or bird species present on your project site.

What does IPaC use to generate the migratory birds potentially occurring in my specified location?

The Migratory Bird Resource List is comprised of USFWS [Birds of Conservation Concern \(BCC\)](#) and other species that may warrant special attention in your project location.

The migratory bird list generated for your project is derived from data provided by the [Avian Knowledge Network \(AKN\)](#). The AKN data is based on a growing collection of [survey, banding, and citizen science datasets](#) and is queried and filtered to return a list of those birds reported as occurring in the 10km grid cell(s) which your project intersects, and that have been identified as warranting special attention because they are a BCC species in that area, an eagle ([Eagle Act](#) requirements may apply), or a species that has a particular vulnerability to offshore activities or development.

Again, the Migratory Bird Resource list includes only a subset of birds that may occur in your project area. It is not representative of all birds that may occur in your project area. To get a list of all birds potentially present in your project area, please visit the [AKN Phenology Tool](#).

What does IPaC use to generate the probability of presence graphs for the migratory birds potentially occurring in my specified location?

The probability of presence graphs associated with your migratory bird list are based on data provided by the [Avian Knowledge Network \(AKN\)](#). This data is derived from a growing collection of [survey, banding, and citizen science datasets](#).

Probability of presence data is continuously being updated as new and better information becomes available. To learn more about how the probability of presence graphs are produced and how to interpret them, go the [Probability of Presence Summary](#) and then click on the "Tell me about these graphs" link.

How do I know if a bird is breeding, wintering, migrating or present year-round in my project area?

To see what part of a particular bird's range your project area falls within (i.e. breeding, wintering, migrating or year-round), you may refer to the following resources: [The Cornell Lab of Ornithology All About Birds Bird Guide](#), or (if you are unsuccessful in locating the bird of interest there), the [Cornell Lab of Ornithology Neotropical Birds guide](#). If a bird on your migratory bird species list has a breeding season associated with it, if that bird does occur in your project area, there may be nests present at some point within the timeframe specified. If "Breeds elsewhere" is indicated, then the bird likely does not breed in your project area.

What are the levels of concern for migratory birds?

Migratory birds delivered through IPaC fall into the following distinct categories of concern:

1. "BCC Rangewide" birds are [Birds of Conservation Concern](#) (BCC) that are of concern throughout their range anywhere within the USA (including Hawaii, the Pacific Islands, Puerto Rico, and the Virgin Islands);
2. "BCC - BCR" birds are BCCs that are of concern only in particular Bird Conservation Regions (BCRs) in the continental USA; and
3. "Non-BCC - Vulnerable" birds are not BCC species in your project area, but appear on your list either because of the [Eagle Act](#) requirements (for eagles) or (for non-eagles) potential susceptibilities in offshore areas from certain types of development or activities (e.g. offshore energy development or longline fishing).

Although it is important to try to avoid and minimize impacts to all birds, efforts should be made, in particular, to avoid and minimize impacts to the birds on this list, especially eagles and BCC species of rangewide concern. For more information on conservation measures you can implement to help avoid and minimize migratory bird impacts and requirements for eagles, please see the FAQs for these topics.

Details about birds that are potentially affected by offshore projects

For additional details about the relative occurrence and abundance of both individual bird species and groups of bird species within your project area off the Atlantic Coast, please visit the [Northeast Ocean Data Portal](#). The Portal also offers data and information about other taxa besides birds that may be helpful to you in your project review. Alternately, you may download the bird model results files underlying the portal maps through the [NOAA NCCOS Integrative Statistical Modeling and Predictive Mapping of Marine Bird Distributions and Abundance on the Atlantic Outer Continental Shelf](#) project webpage.

Bird tracking data can also provide additional details about occurrence and habitat use throughout the year, including migration. Models relying on survey data may not include this information. For additional information on marine bird tracking data, see the [Diving Bird Study](#) and the [nanotag studies](#) or contact [Caleb Spiegel](#) or [Pam Loring](#).

What if I have eagles on my list?

If your project has the potential to disturb or kill eagles, you may need to [obtain a permit](#) to avoid violating the Eagle Act should such impacts occur.

Proper Interpretation and Use of Your Migratory Bird Report

The migratory bird list generated is not a list of all birds in your project area, only a subset of birds of priority concern. To learn more about how your list is generated, and see options for identifying what other birds may be in your project area, please see the FAQ "What does IPaC use to generate the migratory birds potentially occurring in my specified location". Please be aware this report provides the "probability of presence" of birds within the 10 km grid cell(s) that overlap your project; not your exact project footprint. On the graphs provided, please also look carefully at the survey effort (indicated by the black vertical bar) and for the existence of the "no data" indicator (a red horizontal bar). A high survey effort is the key component. If the survey effort is high, then the probability of presence score can be viewed as more dependable. In contrast, a low survey effort bar or no data bar means a lack of data and, therefore, a lack of certainty about presence of the species. This list is not perfect; it is simply a starting point for identifying what birds of concern have the potential to be in your project area, when they might be there, and if they might be breeding (which means nests might be present). The list helps you know what to look for to confirm presence, and helps guide you in

knowing when to implement conservation measures to avoid or minimize potential impacts from your project activities, should presence be confirmed. To learn more about conservation measures, visit the FAQ "Tell me about conservation measures I can implement to avoid or minimize impacts to migratory birds" at the bottom of your migratory bird trust resources page.

Facilities

National Wildlife Refuge lands

Any activity proposed on lands managed by the [National Wildlife Refuge](#) system must undergo a 'Compatibility Determination' conducted by the Refuge. Please contact the individual Refuges to discuss any questions or concerns.

THERE ARE NO REFUGE LANDS AT THIS LOCATION.

Fish hatcheries

THERE ARE NO FISH HATCHERIES AT THIS LOCATION.

Wetlands in the National Wetlands Inventory

Impacts to [NWI wetlands](#) and other aquatic habitats may be subject to regulation under Section 404 of the Clean Water Act, or other State/Federal statutes.

For more information please contact the Regulatory Program of the local [U.S. Army Corps of Engineers District](#).

Please note that the NWI data being shown may be out of date. We are currently working to update our NWI data set. We recommend you verify these results with a site visit to determine the actual extent of wetlands on site.

This location overlaps the following wetlands:

FRESHWATER POND

[PUBHx](#)

A full description for each wetland code can be found at the [National Wetlands Inventory website](#)

Data limitations

The Service's objective of mapping wetlands and deepwater habitats is to produce reconnaissance level information on the location, type and size of these resources. The maps are prepared from the analysis of high altitude imagery. Wetlands are identified based on vegetation, visible hydrology and geography. A margin of error is inherent in the use of imagery; thus, detailed on-the-ground inspection of any particular site may result in revision of the wetland boundaries or classification established through image analysis.

The accuracy of image interpretation depends on the quality of the imagery, the experience of the image analysts, the amount and quality of the collateral data and the amount of ground truth verification work conducted. Metadata should be consulted to determine the date of the source imagery used and any mapping problems.

Wetlands or other mapped features may have changed since the date of the imagery or field work. There may be occasional differences in polygon boundaries or classifications between the information depicted on the map and the actual conditions on site.

Data exclusions

Certain wetland habitats are excluded from the National mapping program because of the limitations of aerial imagery as the primary data source used to detect wetlands. These habitats include seagrasses or submerged aquatic vegetation that are found in the intertidal and subtidal zones of estuaries and nearshore coastal waters. Some deepwater reef communities (coral or tubercid worm reefs) have also been excluded from the inventory. These habitats, because of their depth, go undetected by aerial imagery.

Data precautions

Federal, state, and local regulatory agencies with jurisdiction over wetlands may define and describe wetlands in a different manner than that used in this inventory. There is no attempt, in either the design or products of this inventory, to define the limits of proprietary jurisdiction of any Federal, state, or local government or to establish the geographical scope of the regulatory programs of government agencies. Persons intending to engage in activities involving modifications within or adjacent to wetland areas should seek the advice of appropriate federal, state, or local agencies concerning specified agency regulatory programs and proprietary jurisdictions that may affect such activities.

Full Environmental Assessment Form
Part 2 - Identification of Potential Project Impacts

Project :

Date :

Part 2 is to be completed by the lead agency. Part 2 is designed to help the lead agency inventory all potential resources that could be affected by a proposed project or action. We recognize that the lead agency’s reviewer(s) will not necessarily be environmental professionals. So, the questions are designed to walk a reviewer through the assessment process by providing a series of questions that can be answered using the information found in Part 1. To further assist the lead agency in completing Part 2, the form identifies the most relevant questions in Part 1 that will provide the information needed to answer the Part 2 question. When Part 2 is completed, the lead agency will have identified the relevant environmental areas that may be impacted by the proposed activity.

If the lead agency is a state agency **and** the action is in any Coastal Area, complete the Coastal Assessment Form before proceeding with this assessment.

Tips for completing Part 2:

- Review all of the information provided in Part 1.
- Review any application, maps, supporting materials and the Full EAF Workbook.
- Answer each of the 18 questions in Part 2.
- If you answer “**Yes**” to a numbered question, please complete all the questions that follow in that section.
- If you answer “**No**” to a numbered question, move on to the next numbered question.
- Check appropriate column to indicate the anticipated size of the impact.
- Proposed projects that would exceed a numeric threshold contained in a question should result in the reviewing agency checking the box “Moderate to large impact may occur.”
- The reviewer is not expected to be an expert in environmental analysis.
- If you are not sure or undecided about the size of an impact, it may help to review the sub-questions for the general question and consult the workbook.
- When answering a question consider all components of the proposed activity, that is, the “whole action”.
- Consider the possibility for long-term and cumulative impacts as well as direct impacts.
- Answer the question in a reasonable manner considering the scale and context of the project.

1. Impact on Land			
Proposed action may involve construction on, or physical alteration of, the land surface of the proposed site. (See Part 1. D.1)		<input type="checkbox"/> NO	<input type="checkbox"/> YES
<i>If “Yes”, answer questions a - j. If “No”, move on to Section 2.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may involve construction on land where depth to water table is less than 3 feet.	E2d	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may involve construction on slopes of 15% or greater.	E2f	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve construction on land where bedrock is exposed, or generally within 5 feet of existing ground surface.	E2a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve the excavation and removal of more than 1,000 tons of natural material.	D2a	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may involve construction that continues for more than one year or in multiple phases.	D1e	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in increased erosion, whether from physical disturbance or vegetation removal (including from treatment by herbicides).	D2e, D2q	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action is, or may be, located within a Coastal Erosion hazard area.	B1i	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

2. Impact on Geological Features The proposed action may result in the modification or destruction of, or inhibit access to, any unique or unusual land forms on the site (e.g., cliffs, dunes, minerals, fossils, caves). (See Part 1. E.2.g) <input type="checkbox"/> NO <input type="checkbox"/> YES <i>If "Yes", answer questions a - c. If "No", move on to Section 3.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Identify the specific land form(s) attached: _____ _____	E2g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may affect or is adjacent to a geological feature listed as a registered National Natural Landmark. Specific feature: _____	E3c	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

3. Impacts on Surface Water The proposed action may affect one or more wetlands or other surface water bodies (e.g., streams, rivers, ponds or lakes). (See Part 1. D.2, E.2.h) <input type="checkbox"/> NO <input type="checkbox"/> YES <i>If "Yes", answer questions a - l. If "No", move on to Section 4.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may create a new water body.	D2b, D1h	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in an increase or decrease of over 10% or more than a 10 acre increase or decrease in the surface area of any body of water.	D2b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve dredging more than 100 cubic yards of material from a wetland or water body.	D2a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve construction within or adjoining a freshwater or tidal wetland, or in the bed or banks of any other water body.	E2h	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may create turbidity in a waterbody, either from upland erosion, runoff or by disturbing bottom sediments.	D2a, D2h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may include construction of one or more intake(s) for withdrawal of water from surface water.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may include construction of one or more outfall(s) for discharge of wastewater to surface water(s).	D2d	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may cause soil erosion, or otherwise create a source of stormwater discharge that may lead to siltation or other degradation of receiving water bodies.	D2e	<input type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may affect the water quality of any water bodies within or downstream of the site of the proposed action.	E2h	<input type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may involve the application of pesticides or herbicides in or around any water body.	D2q, E2h	<input type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may require the construction of new, or expansion of existing, wastewater treatment facilities.	D1a, D2d	<input type="checkbox"/>	<input type="checkbox"/>

I. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>
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4. Impact on groundwater The proposed action may result in new or additional use of ground water, or may have the potential to introduce contaminants to ground water or an aquifer. <input type="checkbox"/> NO <input type="checkbox"/> YES (See Part 1. D.2.a, D.2.c, D.2.d, D.2.p, D.2.q, D.2.t) <i>If "Yes", answer questions a - h. If "No", move on to Section 5.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may require new water supply wells, or create additional demand on supplies from existing water supply wells.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
b. Water supply demand from the proposed action may exceed safe and sustainable withdrawal capacity rate of the local supply or aquifer. Cite Source: _____	D2c	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may allow or result in residential uses in areas without water and sewer services.	D1a, D2c	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may include or require wastewater discharged to groundwater.	D2d, E2l	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the construction of water supply wells in locations where groundwater is, or is suspected to be, contaminated.	D2c, E1f, E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may require the bulk storage of petroleum or chemical products over ground water or an aquifer.	D2p, E2l	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may involve the commercial application of pesticides within 100 feet of potable drinking water or irrigation sources.	E2h, D2q, E2l, D2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

5. Impact on Flooding The proposed action may result in development on lands subject to flooding. <input type="checkbox"/> NO <input type="checkbox"/> YES (See Part 1. E.2) <i>If "Yes", answer questions a - g. If "No", move on to Section 6.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in development in a designated floodway.	E2i	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in development within a 100 year floodplain.	E2j	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in development within a 500 year floodplain.	E2k	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in, or require, modification of existing drainage patterns.	D2b, D2e	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may change flood water flows that contribute to flooding.	D2b, E2i, E2j, E2k	<input type="checkbox"/>	<input type="checkbox"/>
f. If there is a dam located on the site of the proposed action, is the dam in need of repair, or upgrade?	E1e	<input type="checkbox"/>	<input type="checkbox"/>

g. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>
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6. Impacts on Air			
The proposed action may include a state regulated air emission source. (See Part 1. D.2.f., D.2.h, D.2.g) <i>If "Yes", answer questions a - f. If "No", move on to Section 7.</i>		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. If the proposed action requires federal or state air emission permits, the action may also emit one or more greenhouse gases at or above the following levels: i. More than 1000 tons/year of carbon dioxide (CO ₂) ii. More than 3.5 tons/year of nitrous oxide (N ₂ O) iii. More than 1000 tons/year of carbon equivalent of perfluorocarbons (PFCs) iv. More than .045 tons/year of sulfur hexafluoride (SF ₆) v. More than 1000 tons/year of carbon dioxide equivalent of hydrochloroflourocarbons (HFCs) emissions vi. 43 tons/year or more of methane	D2g D2g D2g D2g D2g D2h	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
b. The proposed action may generate 10 tons/year or more of any one designated hazardous air pollutant, or 25 tons/year or more of any combination of such hazardous air pollutants.	D2g	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may require a state air registration, or may produce an emissions rate of total contaminants that may exceed 5 lbs. per hour, or may include a heat source capable of producing more than 10 million BTU's per hour.	D2f, D2g	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may reach 50% of any of the thresholds in "a" through "c", above.	D2g	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the combustion or thermal treatment of more than 1 ton of refuse per hour.	D2s	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

7. Impact on Plants and Animals			
The proposed action may result in a loss of flora or fauna. (See Part 1. E.2. m.-q.) <i>If "Yes", answer questions a - j. If "No", move on to Section 8.</i>		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may cause reduction in population or loss of individuals of any threatened or endangered species, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2o	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction or degradation of any habitat used by any rare, threatened or endangered species, as listed by New York State or the federal government.	E2o	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may cause reduction in population, or loss of individuals, of any species of special concern or conservation need, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2p	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in a reduction or degradation of any habitat used by any species of special concern and conservation need, as listed by New York State or the Federal government.	E2p	<input type="checkbox"/>	<input type="checkbox"/>

e. The proposed action may diminish the capacity of a registered National Natural Landmark to support the biological community it was established to protect.	E3c	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in the removal of, or ground disturbance in, any portion of a designated significant natural community. Source: _____	E2n	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may substantially interfere with nesting/breeding, foraging, or over-wintering habitat for the predominant species that occupy or use the project site.	E2m	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action requires the conversion of more than 10 acres of forest, grassland or any other regionally or locally important habitat. Habitat type & information source: _____	E1b	<input type="checkbox"/>	<input type="checkbox"/>
i. Proposed action (commercial, industrial or recreational projects, only) involves use of herbicides or pesticides.	D2q	<input type="checkbox"/>	<input type="checkbox"/>
j. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

8. Impact on Agricultural Resources			
The proposed action may impact agricultural resources. (See Part 1. E.3.a. and b.)		<input type="checkbox"/> NO	<input type="checkbox"/> YES
<i>If "Yes", answer questions a - h. If "No", move on to Section 9.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may impact soil classified within soil group 1 through 4 of the NYS Land Classification System.	E2c, E3b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may sever, cross or otherwise limit access to agricultural land (includes cropland, hayfields, pasture, vineyard, orchard, etc).	E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in the excavation or compaction of the soil profile of active agricultural land.	E3b	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may irreversibly convert agricultural land to non-agricultural uses, either more than 2.5 acres if located in an Agricultural District, or more than 10 acres if not within an Agricultural District.	E1b, E3a	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may disrupt or prevent installation of an agricultural land management system.	E1 a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result, directly or indirectly, in increased development potential or pressure on farmland.	C2c, C3, D2c, D2d	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed project is not consistent with the adopted municipal Farmland Protection Plan.	C2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

9. Impact on Aesthetic Resources The land use of the proposed action are obviously different from, or are in sharp contrast to, current land use patterns between the proposed project and a scenic or aesthetic resource. (Part 1. E.1.a, E.1.b, E.3.h.) <i>If "Yes", answer questions a - g. If "No", go to Section 10.</i>			
		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Proposed action may be visible from any officially designated federal, state, or local scenic or aesthetic resource.	E3h	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the obstruction, elimination or significant screening of one or more officially designated scenic views.	E3h, C2b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may be visible from publicly accessible vantage points: i. Seasonally (e.g., screened by summer foliage, but visible during other seasons) ii. Year round	E3h	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
d. The situation or activity in which viewers are engaged while viewing the proposed action is: i. Routine travel by residents, including travel to and from work ii. Recreational or tourism based activities	E3h E2q, E1c	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
e. The proposed action may cause a diminishment of the public enjoyment and appreciation of the designated aesthetic resource.	E3h	<input type="checkbox"/>	<input type="checkbox"/>
f. There are similar projects visible within the following distance of the proposed project: 0-1/2 mile 1/2 -3 mile 3-5 mile 5+ mile	D1a, E1a, D1f, D1g	<input type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

10. Impact on Historic and Archeological Resources The proposed action may occur in or adjacent to a historic or archaeological resource. (Part 1. E.3.e, f. and g.) <i>If "Yes", answer questions a - e. If "No", go to Section 11.</i>			
		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may occur wholly or partially within, or substantially contiguous to, any buildings, archaeological site or district which is listed on the National or State Register of Historical Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places.	E3e	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may occur wholly or partially within, or substantially contiguous to, an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory.	E3f	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may occur wholly or partially within, or substantially contiguous to, an archaeological site not included on the NY SHPO inventory. Source: _____	E3g	<input type="checkbox"/>	<input type="checkbox"/>

d. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>
e. If any of the above (a-d) are answered “Moderate to large impact may occur”, continue with the following questions to help support conclusions in Part 3:			
i. The proposed action may result in the destruction or alteration of all or part of the site or property.	E3e, E3g, E3f	<input type="checkbox"/>	<input type="checkbox"/>
ii. The proposed action may result in the alteration of the property’s setting or integrity.	E3e, E3f, E3g, E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
iii. The proposed action may result in the introduction of visual elements which are out of character with the site or property, or may alter its setting.	E3e, E3f, E3g, E3h, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>

11. Impact on Open Space and Recreation			
The proposed action may result in a loss of recreational opportunities or a reduction of an open space resource as designated in any adopted municipal open space plan. (See Part 1. C.2.c, E.1.c., E.2.q.) <i>If “Yes”, answer questions a - e. If “No”, go to Section 12.</i>		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in an impairment of natural functions, or “ecosystem services”, provided by an undeveloped area, including but not limited to stormwater storage, nutrient cycling, wildlife habitat.	D2e, E1b E2h, E2m, E2o, E2n, E2p	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the loss of a current or future recreational resource.	C2a, E1c, C2c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may eliminate open space or recreational resource in an area with few such resources.	C2a, C2c E1c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in loss of an area now used informally by the community as an open space resource.	C2c, E1c	<input type="checkbox"/>	<input type="checkbox"/>
e. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

12. Impact on Critical Environmental Areas			
The proposed action may be located within or adjacent to a critical environmental area (CEA). (See Part 1. E.3.d) <i>If “Yes”, answer questions a - c. If “No”, go to Section 13.</i>		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in a reduction in the quantity of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction in the quality of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

13. Impact on Transportation The proposed action may result in a change to existing transportation systems. <input type="checkbox"/> NO <input type="checkbox"/> YES (See Part 1. D.2.j) <i>If "Yes", answer questions a - f. If "No", go to Section 14.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Projected traffic increase may exceed capacity of existing road network.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the construction of paved parking area for 500 or more vehicles.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action will degrade existing transit access.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action will degrade existing pedestrian or bicycle accommodations.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may alter the present pattern of movement of people or goods.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

14. Impact on Energy The proposed action may cause an increase in the use of any form of energy. <input type="checkbox"/> NO <input type="checkbox"/> YES (See Part 1. D.2.k) <i>If "Yes", answer questions a - e. If "No", go to Section 15.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action will require a new, or an upgrade to an existing, substation.	D2k	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will require the creation or extension of an energy transmission or supply system to serve more than 50 single or two-family residences or to serve a commercial or industrial use.	D1f, D1q, D2k	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may utilize more than 2,500 MWhrs per year of electricity.	D2k	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve heating and/or cooling of more than 100,000 square feet of building area when completed.	D1g	<input type="checkbox"/>	<input type="checkbox"/>
e. Other Impacts: _____ _____			

15. Impact on Noise, Odor, and Light The proposed action may result in an increase in noise, odors, or outdoor lighting. <input type="checkbox"/> NO <input type="checkbox"/> YES (See Part 1. D.2.m., n., and o.) <i>If "Yes", answer questions a - f. If "No", go to Section 16.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may produce sound above noise levels established by local regulation.	D2m	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in blasting within 1,500 feet of any residence, hospital, school, licensed day care center, or nursing home.	D2m, E1d	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in routine odors for more than one hour per day.	D2o	<input type="checkbox"/>	<input type="checkbox"/>

d. The proposed action may result in light shining onto adjoining properties.	D2n	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in lighting creating sky-glow brighter than existing area conditions.	D2n, E1a	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

16. Impact on Human Health

The proposed action may have an impact on human health from exposure to new or existing sources of contaminants. (See Part 1.D.2.q., E.1. d. f. g. and h.)
If "Yes", answer questions a - m. If "No", go to Section 17.

NO

YES

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action is located within 1500 feet of a school, hospital, licensed day care center, group home, nursing home or retirement community.	E1d	<input type="checkbox"/>	<input type="checkbox"/>
b. The site of the proposed action is currently undergoing remediation.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
c. There is a completed emergency spill remediation, or a completed environmental site remediation on, or adjacent to, the site of the proposed action.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
d. The site of the action is subject to an institutional control limiting the use of the property (e.g., easement or deed restriction).	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may affect institutional control measures that were put in place to ensure that the site remains protective of the environment and human health.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action has adequate control measures in place to ensure that future generation, treatment and/or disposal of hazardous wastes will be protective of the environment and human health.	D2t	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action involves construction or modification of a solid waste management facility.	D2q, E1f	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may result in the unearthing of solid or hazardous waste.	D2q, E1f	<input type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may result in an increase in the rate of disposal, or processing, of solid waste.	D2r, D2s	<input type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may result in excavation or other disturbance within 2000 feet of a site used for the disposal of solid or hazardous waste.	E1f, E1g E1h	<input type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may result in the migration of explosive gases from a landfill site to adjacent off site structures.	E1f, E1g	<input type="checkbox"/>	<input type="checkbox"/>
l. The proposed action may result in the release of contaminated leachate from the project site.	D2s, E1f, D2r	<input type="checkbox"/>	<input type="checkbox"/>
m. Other impacts: _____ _____			

17. Consistency with Community Plans			
The proposed action is not consistent with adopted land use plans. (See Part 1. C.1, C.2. and C.3.) <i>If “Yes”, answer questions a - h. If “No”, go to Section 18.</i>		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action’s land use components may be different from, or in sharp contrast to, current surrounding land use pattern(s).	C2, C3, D1a E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will cause the permanent population of the city, town or village in which the project is located to grow by more than 5%.	C2	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action is inconsistent with local land use plans or zoning regulations.	C2, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action is inconsistent with any County plans, or other regional land use plans.	C2, C2	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may cause a change in the density of development that is not supported by existing infrastructure or is distant from existing infrastructure.	C3, D1c, D1d, D1f, D1d, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action is located in an area characterized by low density development that will require new or expanded public infrastructure.	C4, D2c, D2d D2j	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may induce secondary development impacts (e.g., residential or commercial development not included in the proposed action)	C2a	<input type="checkbox"/>	<input type="checkbox"/>
h. Other: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

18. Consistency with Community Character			
The proposed project is inconsistent with the existing community character. (See Part 1. C.2, C.3, D.2, E.3) <i>If “Yes”, answer questions a - g. If “No”, proceed to Part 3.</i>		<input type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may replace or eliminate existing facilities, structures, or areas of historic importance to the community.	E3e, E3f, E3g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may create a demand for additional community services (e.g. schools, police and fire)	C4	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may displace affordable or low-income housing in an area where there is a shortage of such housing.	C2, C3, D1f D1g, E1a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may interfere with the use or enjoyment of officially recognized or designated public resources.	C2, E3	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action is inconsistent with the predominant architectural scale and character.	C2, C3	<input type="checkbox"/>	<input type="checkbox"/>
f. Proposed action is inconsistent with the character of the existing natural landscape.	C2, C3 E1a, E1b E2g, E2h	<input type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____ _____		<input type="checkbox"/>	<input type="checkbox"/>

Project :

Date :

Full Environmental Assessment Form
Part 3 - Evaluation of the Magnitude and Importance of Project Impacts
and
Determination of Significance

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

Reasons Supporting This Determination:

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

Determination of Significance - Type 1 and Unlisted Actions

SEQR Status: Type 1 Unlisted

Identify portions of EAF completed for this Project: Part 1 Part 2 Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the _____ as lead agency that:

A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action:

Name of Lead Agency:

Name of Responsible Officer in Lead Agency:

Title of Responsible Officer:

Signature of Responsible Officer in Lead Agency:

Date:

Signature of Preparer (if different from Responsible Officer)

Date:

For Further Information:

Contact Person:

Address:

Telephone Number:

E-mail:

For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:

Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)

Other involved agencies (if any)

Applicant (if any)

Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

RESOLUTION

(THE MARKETPLACE CONDEMNATION – DETERMINATION & FINDINGS)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA was convened on June 18, 2019.

The following resolution was duly offered and seconded, to wit:

RESOLUTION AUTHORIZING THE ADOPTION AND PUBLICATION BY THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA OF THE DETERMINATION AND FINDINGS (AS DEFINED BELOW) UNDER SECTION 204 OF THE NEW YORK EMINENT DOMAIN PROCEDURE LAW CONCERNING THE PROPOSED CONDEMNATION OF CERTAIN REAL PROPERTY LOCATED AT THE MALL FACILITY (AS DEFINED BELOW) CONSISTING APPROXIMATELY OF THE PROPOSED INTERESTS (AS DEFINED IN THE DETERMINATION AND FINDINGS) IN CONNECTION WITH THE PROJECT (AS DEFINED IN THE DETERMINATION AND FINDINGS)

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 55 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA** (the "Agency") was created with the authority and power through eminent domain or otherwise to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, The Marketplace, a New York limited partnership, and/or its affiliates, including, but not limited to, BTMPM, LLC and MMPO, LLC (collectively, the "Company"), are existing applicants of the Agency with respect to the existing shopping center commonly referred to as The Marketplace Mall and The Outlets at Marketplace Mall located in the Town of Henrietta, Monroe County, New York (the "Town") and comprising of approximately 125±-acres and located at 3400 West Henrietta Road (identifiable by Tax ID#: 161.12-1-1.11), 10 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/C), 15 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/D), 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B), 25 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/A), 30 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/G), 1100 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/F) and 1200 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/E), and upon which is located, among other things, the Main Mall building, the Sears department store, the JC Penney department store, the former Bon-Ton department store, the Former Macy's Parcel (as defined in the hereinafter defined Determination and Findings), the Dick's Sporting Goods store and the Field & Stream store (collectively, the "Mall Facility"); and

WHEREAS, the Agency desires to exercise its power of eminent domain for the

"acquisition" of all or portions of certain "real property" (as such quoted terms are defined in the New York Eminent Procedure Domain Law (the "EDPL")) located at the Mall Facility consisting approximately of the Proposed Interests (as defined in the hereinafter defined Determination and Findings), all in connection with the Project (as defined in the hereinafter defined Determination and Findings); and

WHEREAS, in accordance with the EDPL, the Agency conducted a duly noticed public hearing on April 15, 2019 at 10:30 a.m. to inform the public and to review the public use, benefit or purpose to be served by the Project, the proposed location of the Project and its general effect on the environment and the residents of the locality where the Project is proposed to be constructed and at the public hearing, the public was provided an opportunity to provide any comments and written comments were accepted by the Agency through April 22, 2019 (such comment period collectively with the aforementioned hearing record hereinafter referred to as the "Hearing"); and

WHEREAS, by resolution adopted prior hereto on June 18, 2019, the Agency, in accordance with the EDPL and pursuant to the New York State Environmental Quality Review Act, Article 8 of the New York Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.1 et seq., as amended (collectively referred to as "SEQRA"), issued a Negative Declaration (as that term is defined under SEQRA) determining that the Project will not result in any significant adverse impact to the environment, thereby satisfying the applicable requirements set forth in SEQRA, as necessary; and

WHEREAS, the Agency, having considered the foregoing, now desires to adopt and publish the Determination and Findings in accordance with the EDPL and any applicable laws, rules or regulations.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA AS FOLLOWS:

Section 1. The Board, pursuant to Section 204 of the EDPL, hereby (i) adopts the determination and findings in the form presented at this meeting with such changes as approved by counsel to the Agency (the "Determination and Findings") as more fully set forth in Exhibit A annexed hereto and made a part hereof and (ii) authorizes its members, officers, employees and agents of the Agency (including counsel to the Agency) to (A) publish a brief synopsis of the Determination and Findings (B) mail notice of such brief synopsis to owner(s) of the Proposed Interests (and/or their attorney of record) and (C) take all steps appropriate to comply with applicable provisions of the EDPL and all other applicable laws, rules or regulations to implement this Resolution.

Section 2. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli				
Anthony Meleo				
Troy Milne				
Jared Lusk				
Lisa Bolzner				
Ann Burr				

The Resolutions were thereupon duly adopted.

CERTIFICATION

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

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on March 19, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 18th day of June, 2019.

Jeffrey R. Adair, Executive Director

EXHIBIT A

Form of Determination and Findings

Attached Hereto