

New York State Department of Environmental Conservation

Division of Environmental Remediation

Office of the Director, 12th Floor

625 Broadway, Albany, New York 12233-7011

Phone: (518) 402-9706 • Fax: (518) 402-9020

Website: www.dec.ny.gov



David Greenbaum
CV Harlem Park LLC
c/o Vornado Realty Trust
888 7th Avenue
New York, NY 10019

June 6, 2013

Michael Caridi
1800 Park Ave., LLC
645 5th Avenue, 8th Floor
New York, NY 10019



Ian Bruce Eichner
Harlem Park Acquisition LLC
30 West 21st Street, 11th Floor
New York, NY 10010

Re: BCA Amendment
BCP Site No.: C231041
BCP Site Name: Harlem Park
BCA No.: W2-1037-04-12
Amendment No. 2

Dear Applicants:

This letter is forwarded to your attention in response to the amendment application submitted to amend the Brownfield Cleanup Agreement (“BCA” or “Agreement”) signed on January 20, 2005; and amended June 23, 2006. The amendment application is dated May 29, 2013 and was received by the New York State Department of Environmental Conservation (the “Department”) on May 3, 2013. The application requests that the above referenced BCA be amended to add Harlem Park Acquisition LLC as a Volunteer to the BCA. Additionally, Paragraph V.C and Paragraph XII.A.2 are amended to add the contact information for the following contact:

Harlem Park Acquisition LLC
Attn: Ian Bruce Eichner
30 West 21st Street, 11th Floor
New York, NY 10010
michaelm@continuumllc.net

The above request is hereby granted and incorporated into and is enforceable pursuant to the subject Agreement effective the date of this letter. This Amendment is made in accordance with and subject to all of the BCA and all applicable guidance, regulations and state laws applicable thereto. All other substantive and procedural terms of the Agreement will remain unchanged and in full force and effect regarding the parties to the Agreement.

Please have authorized representatives counter sign this letter to acknowledge acceptance of the Amendment, along with submitting proof that the new party executing the BCA Amendment are authorized to bind the Requestors. Please print this Amendment, have it signed, and send the original, with signatures, back to my attention at:

New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7011

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

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

Please contact me if you have any questions in this regard. Thank you for your assistance in this matter.

Sincerely,

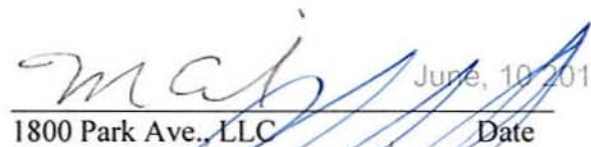


Robert W. Schick, P.E., Director
Division of Environmental Remediation

The following Applicants, in signing this letter, do hereby acknowledge and accept the amendments to the BCAs as set forth above:


CV Harlem Park LLC
Date 6/10/13

DAVID R. GREENBAUM
By: Name – please print


1800 Park Ave., LLC
Date June, 10 2013

MICHAEL CARIDI
By: Name – please print


Harlem Park Acquisition LLC
Date 06/13/2013

Ian Bruce Eichner
By: Name – please print

ec: B. Conlon/A. Gugliemi/L. Oliva/ E. Armater - DEC
R. Cozzy/S. Bolesky - DEC
K. Lewandowski - DEC
J. O'Connell/S. Bollers - DEC
Jeff Gracer (jgracer@sprlaw.com)

**CONSENT OF SOLE MEMBER
OF
HARLEM PARK ACQUISITION LLC**

This Consent of Sole Member is given in connection with HARLEM PARK ACQUISITION LLC, a New York limited liability company (the "Company"), obtaining the benefits of the Brownfield Cleanup Program from the New York State Department of Environmental Conservation ("DEC") with respect to real property located at and know by the street address of 1800 Park Avenue, New York, New York (the "Premises"), which benefits are more particularly described in that certain Brownfield Site Cleanup Agreement, Index No.: W2-1037-04-12; Site No. C231041 (the "BCA"), to be amended to add the Company as a Volunteer party, and any other documents, instruments, agreements, certificates and/or authorizations that may be required by the DEC in connection with the Brownfield Cleanup Program for the Premises (the BCA, together with any other documents, instruments, agreements, certificates and/or authorizations that may be required by the DEC, shall be referred to, collectively, as the "Documents").

1. The undersigned, being the Sole Member of the Company, hereby certifies as follows:

(a) The undersigned is the Sole Member of the Company and is authorized to deliver this Consent.

(b) The undersigned hereby consents to the Company applying for the Brownfield Cleanup Program and executing and delivering the BCA and any other Documents in order to obtain the benefits of the Brownfield Cleanup Program for itself and the Premises. The execution and delivery of the Documents by the person duly authorized by the Company to execute and deliver the same shall be deemed to constitute conclusive evidence that the Documents have been approved by the Company.

(c) The undersigned hereby certifies that the Company is authorized to perform all such other acts and things that it deems necessary, convenient or appropriate to carry out, implement, modify and supplement any Documents or arrangements with the DEC and/or the transactions herein authorized.

2. The undersigned hereby certifies with respect to itself that:

(a) No further certificates, approvals, or actions by or on behalf of the Company are or shall be necessary to authorize the execution and delivery of the Documents by the Sole Member acting in the name of and on behalf of the Company, or to authorize the execution and delivery of this Consent.

(b) The Sole Member has not executed any document that limits its authority to execute and deliver the Documents on behalf of, and in the name of, the Company, or otherwise consummate the transactions contemplated thereby.

Dated as of May 20, 2013

By: 

Name: Ian Bruce Eichner

Title: Sole Member, Harlem Park Acquisition LLC

JEFFREY B. GRACER
JGRACER@SPRLAW.COM
(646) 378-7280

June 13, 2013



VIA FEDEX

Bob Schick
Division Director
NYSDEC
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7011

Re: Harlem Park
BCA Amendment - Brownfield Site #231041

Dear Bob,

Enclosed please find an original of the fully executed BCA Amendment No. 2 for the above-referenced site. We previously submitted an original document confirming the requestor's authorization but I'm enclosing a copy for your convenience.

Best regards,

A handwritten signature in black ink, appearing to read "Jeffrey B. Gracer".

Jeffrey B. Gracer

Enclosures

cc: Jane O'Connell, Acting Chief (via fedex)
Lou Oliva, Regional Attorney (via fedex)