



Department of Environmental Conservation

BROWNFIELD CLEANUP PROGRAM (BCP) APPLICATION TO AMEND BROWNFIELD CLEANUP AGREEMENT AND AMENDMENT

PART I. BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION

Check the appropriate box below based on the nature of the amendment modification requested:

Amendment to [check one or more boxes below]

- Add
- Substitute
- Remove
- Change in Name

applicant(s) to the existing Brownfield Cleanup Agreement [*Complete Section I-IV below and Part II*]

Does this proposed amendment involve a transfer of title to all or part of the brownfield site? Yes No

If yes, pursuant to 6 NYCRR Part 375-1.11(d), a Change of Use form should have been previously submitted. If not, please submit this form with this Amendment. See <http://www.dec.ny.gov/chemical/76250.html>

Amendment to modify description of the property(ies) listed in the existing Brownfield Cleanup Agreement [*Complete Sections I and V below and Part II*]

Amendment to Expand or Reduce property boundaries of the property(ies) listed in the existing Brownfield Cleanup Agreement [*Complete Section I and V below and Part II*]

Sites in Bronx, Kings, New York, Queens, or Richmond counties ONLY: Amendment to request determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit. Please answer questions on the supplement at the end of the form.

Other (explain in detail below)

Please provide a brief narrative on the nature of the amendment:

The Requestors, The QCL on Main Limited Partnership (LP) and The Queen City Lofts Housing Development Fund Company, Inc. (HDFC), wish to be added to the BCA as volunteers to facilitate low-income housing financing. Pursuant to a Declaration of Interest and nominee agreement, the HDFC will acquire bare legal title and the LP will be the beneficial owner of the BCP site. The LP currently holds title to one of the parcels comprising the BCP site (15 South Bridge Street). A change of use form for the upcoming closing was previously submitted to NYSDEC.

Please refer to the attached instructions for guidance on filling out this application

Section I. Existing Application Information

BCP SITE NAME: Queen City Lofts

BCP SITE NUMBER: C314125

NAME OF CURRENT APPLICANT(S): The Kearney Realty & Development Group, Inc

INDEX NUMBER OF EXISTING AGREEMENT: C314125-10-15 DATE OF EXISTING AGREEMENT: 11/03/15

Section II. New Requestor Information (if no change to Current Applicant, skip to Section V) see additional sheet

NAME The QCL on Main Limited Partnership

ADDRESS 34 Clayton Boulevard, Suite A

CITY/TOWN Baldwin Place

ZIP CODE 10505

PHONE 845-306-7705

FAX

E-MAIL kkearney@kearneyrealtygroup.com

Is the requestor authorized to conduct business in New York State (NYS)? Yes No

- If the requestor is a Corporation, LLC, LLP or other entity requiring authorization from the NYS Department of State to conduct business in NYS, the requestor's name must appear, exactly as given above, in the NYS Department of State's (DOS) Corporation & Business Entity Database. A print-out of entity information from the DOS database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.

NAME OF NEW REQUESTOR'S REPRESENTATIVE Kenneth Kearney

ADDRESS 34 Clayton Boulevard, Suite A,

CITY/TOWN Baldwin Place, New York

ZIP CODE 10505

PHONE 845-306-7705

FAX

E-MAIL kkearney@kearneyrealtygroup.com

NAME OF NEW REQUESTOR'S CONSULTANT (if applicable) Ecosystems Strategies, Inc.

ADDRESS 24 Davis Avenue

CITY/TOWN Poughkeepsie

ZIP CODE 12603

PHONE 845-452-1658

FAX

E-MAIL paul@ecosystemsstrategies.com

NAME OF NEW REQUESTOR'S ATTORNEY (if applicable) Lawrence Schnapf, Schnapf LLC

ADDRESS 55 E. 87th Street

CITY/TOWN New York

ZIP CODE 10128

PHONE 212-876-3189

FAX

E-MAIL Larry@Schnapflaw.com

Requestor must submit proof that the party signing this Application and Amendment has the authority to bind the Requestor. This would be documentation from corporate organizational papers, which are updated, showing the authority to bind the corporation, or a Corporate Resolution showing the same, or an Operating Agreement or Resolution for an LLC. Is this proof attached? Yes No

Describe Requestor's Relationship to Existing Applicant:

The The QCL on Main Limited Partnership (LP) has common ownership with the existing applicant. The Queen City Lofts Housing Development Fund Company, Inc. (HDFC) is a wholly owned subsidiary of Hudson River Housing, a tax-exempt organization and the co-general partner of the LP.

Section I. Existing Application Information

BCP SITE NAME: _____ BCP SITE NUMBER: _____
NAME OF CURRENT APPLICANT(S): _____
INDEX NUMBER OF EXISTING AGREEMENT: _____ DATE OF EXISTING AGREEMENT: _____

Section II. New Requestor Information (if no change to Current Applicant, skip to Section V)

NAME THE QUEEN CITY LOFTS HOUSING DEVELOPMENT FUND COMPANY, INC.
ADDRESS C/O HUDSON RIVER HOUSING, INC., 313 MILL STREET
CITY/TOWN Poughkeepsie ZIP CODE 12601

PHONE _____ FAX _____ E-MAIL _____
Is the requestor authorized to conduct business in New York State (NYS)? Yes No

- If the requestor is a Corporation, LLC, LLP or other entity requiring authorization from the NYS Department of State to conduct business in NYS, the requestor's name must appear, exactly as given above, in the NYS Department of State's (DOS) Corporation & Business Entity Database. A print-out of entity information from the DOS database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.

NAME OF NEW REQUESTOR'S REPRESENTATIVE _____

ADDRESS _____
CITY/TOWN _____ ZIP CODE _____

PHONE _____ FAX _____ E-MAIL _____

NAME OF NEW REQUESTOR'S CONSULTANT (if applicable) _____

ADDRESS _____
CITY/TOWN _____ ZIP CODE _____

PHONE _____ FAX _____ E-MAIL _____

NAME OF NEW REQUESTOR'S ATTORNEY (if applicable) _____

ADDRESS _____
CITY/TOWN _____ ZIP CODE _____

PHONE _____ FAX _____ E-MAIL _____

Requestor must submit proof that the party signing this Application and Amendment has the authority to bind the Requestor. This would be documentation from corporate organizational papers, which are updated, showing the authority to bind the corporation, or a Corporate Resolution showing the same, or an Operating Agreement or Resolution for an LLC. Is this proof attached? Yes No

Describe Requestor's Relationship to Existing Applicant:
The The QCL on Main Limited Partnership has common ownership with the existing applicant. The Queen City Lofts Housing Development Fund Company, Inc. (HDFC) has no corporate relationship with the current applicant.

Section III. Current Property Owner/Operator Information (only include if new owner/operator or new existing owner/operator information is provided, and highlight new information)

OWNER'S NAME (if different from requestor) The Kearney Realty & Development Group, Inc

ADDRESS 34 Clayton Boulevard, Suite A,

CITY/TOWN Baldwin Place, New York

ZIP CODE 10505

PHONE 845-306-7705

FAX

E-MAIL kkearney@kearneyrealtygroup.com

OPERATOR'S NAME (if different from requestor or owner)

ADDRESS

CITY/TOWN

ZIP CODE

PHONE

FAX

E-MAIL

Section IV. Eligibility Information for New Requestor (Please refer to ECL § 27-1407 for more detail)

If answering "yes" to any of the following questions, please provide an explanation as an attachment.

1. Are any enforcement actions pending against the requestor regarding this site? Yes No
2. Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site? Yes No
3. Is the requestor subject to an outstanding claim by the Spill Fund for this site? Yes No
Any questions regarding whether a party is subject to a spill claim should be discussed with the Spill Fund Administrator.
4. Has the requestor been determined in an administrative, civil or criminal proceeding to be in violation of i) any provision of the subject law; ii) any order or determination; iii) any regulation implementing ECL Article 27 Title 14; or iv) any similar statute, regulation of the state or federal government? If so, provide an explanation on a separate attachment. Yes No
5. Has the requestor previously been denied entry to the BCP? If so, include information relative to the application, such as name, address, Department assigned site number, the reason for denial, and other relevant information. Yes No
6. Has the requestor been found in a civil proceeding to have committed a negligent or intentionally tortious act involving the handling, storing, treating, disposing or transporting of contaminants? Yes No
7. Has the requestor been convicted of a criminal offense i) involving the handling, storing, treating, disposing or transporting of contaminants; or ii) that involves a violent felony, fraud, bribery, perjury, theft, or offense against public administration (as that term is used in Article 195 of the Penal Law) under federal law or the laws of any state? Yes No
8. Has the requestor knowingly falsified statements or concealed material facts in any matter within the jurisdiction of the Department, or submitted a false statement or made use of or made a false statement in connection with any document or application submitted to the Department? Yes No
9. Is the requestor an individual or entity of the type set forth in ECL 27-1407.9(f) that committed an act or failed to act, and such act or failure to act could be the basis for denial of a BCP application? Yes No
10. Was the requestor's participation in any remedial program under DEC's oversight terminated by DEC or by a court for failure to substantially comply with an agreement or order? Yes No
11. Are there any unregistered bulk storage tanks on-site which require registration? Yes No

THE NEW REQUESTOR MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL §27-1405 (1) BY CHECKING ONE OF THE BOXES BELOW:

PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of hazardous waste or discharge of petroleum.

NOTE: By checking this box, a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site certifies that he/she has exercised appropriate care with respect to the hazardous waste found at the facility by taking reasonable steps to: i) stop any continuing discharge; ii) prevent any threatened future release; iii) prevent or limit human, environmental, or natural resource exposure to any previously released hazardous waste.

If a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site, submit a statement describing why you should be considered a volunteer – be specific as to the appropriate care taken. see attached

Requestor's Relationship to Property (check one):

Prior Owner Current Owner Potential /Future Purchaser Other _____

If requestor is not the current site owner, **proof of site access sufficient to complete the remediation must be submitted.** Proof must show that the requestor will have access to the property before signing the BCA and throughout the BCP project, including the ability to place an easement on the site Is this proof attached? Yes No N/A

Note: a purchase contract does not suffice as proof of access.

Section V. Property description and description of changes/additions/reductions (if applicable)

ADDRESS

CITY/TOWN

ZIP CODE

TAX BLOCK AND LOT (TBL) (in existing agreement)

Parcel Address	Parcel No.	Section No.	Block No.	Lot No.	Acreage

Check appropriate boxes below:

- Changes to metes and bounds description or TBL correction
- Addition of property (may require additional citizen participation depending on the nature of the expansion – see attached instructions)

Approximate acreage added: _____

ADDITIONAL PARCELS:

Parcel Address	Parcel No.	Section No.	Block No.	Lot No.	Acreage

- Reduction of property

Approximate acreage removed: _____

PARCELS REMOVED:

Parcel Address	Parcel No.	Section No.	Block No.	Lot No.	Acreage

If requesting to modify a metes and bounds description or requesting changes to the boundaries of a site, please attach a revised metes and bounds description, survey, or acceptable site map to this application.

Supplement to the Application To Amend Brownfield Cleanup Agreement And Amendment - Questions for Sites Seeking Tangible Property Credits in New York City ONLY. N/A

Property is in Bronx, Kings, New York, Queens, or Richmond counties. Yes No

Requestor seeks a determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit. Yes No

Please answer questions below and provide documentation necessary to support answers.

1. Is at least 50% of the site area located within an environmental zone pursuant to Tax Law 21(6)? Please see [DEC's website](#) for more information. Yes No

2. Is the property upside down as defined below? Yes No

From ECL 27-1405(31):

"Upside down" shall mean a property where the projected and incurred cost of the investigation and remediation which is protective for the anticipated use of the property equals or exceeds seventy-five percent of its independent appraised value, as of the date of submission of the application for participation in the brownfield cleanup program, developed under the hypothetical condition that the property is not contaminated.

3. Is the project an affordable housing project as defined below? Yes No

From 6 NYCRR 375- 3.2(a) as of August 12, 2016:

(a) "Affordable housing project" means, for purposes of this part, title fourteen of article twenty seven of the environmental conservation law and section twenty-one of the tax law only, a project that is developed for residential use or mixed residential use that must include affordable residential rental units and/or affordable home ownership units.

(1) Affordable residential rental projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which defines (i) a percentage of the residential rental units in the affordable housing project to be dedicated to (ii) tenants at a defined maximum percentage of the area median income based on the occupants' households annual gross income.

(2) Affordable home ownership projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which sets affordable units aside for home owners at a defined maximum percentage of the area median income.

(3) "Area median income" means, for purposes of this subdivision, the area median income for the primary metropolitan statistical area, or for the county if located outside a metropolitan statistical area, as determined by the United States department of housing and urban development, or its successor, for a family of four, as adjusted for family size.

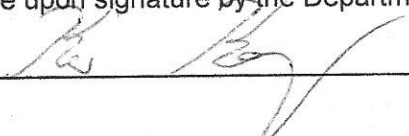
PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: Queen City Lofts	BCP SITE NUMBER: C314125
NAME OF CURRENT APPLICANT(S): The Kearney Realty & Development Group, Inc	
INDEX NUMBER OF EXISTING AGREEMENT: C314125-10-15	
EFFECTIVE DATE OF EXISTING AGREEMENT: 11/03/15	

Declaration of Amendment:

By the Requestor(s) and/or Applicant(s) signatures below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. 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.

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.

Statement of Certification and Signatures: New Requestor(s) (if applicable)
<p>(Individual)</p> <p>I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.</p> <p>Date: _____ Signature: _____</p> <p>Print Name: _____</p> <p>(Entity)</p> <p>I hereby affirm that I am (title <u>General Partner</u>) of (entity <u>The QCL on Main Limited Partnership</u>); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.</p> <p><u>Ken Kearney's</u> signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.</p> <p>Date: <u>3-15-2017</u> Signature: </p> <p>Print Name: <u>Ken Kearney</u></p>

Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)

(Individual)

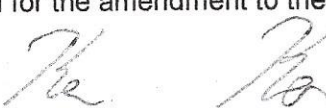
I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am President (title) of The Kearney Realty & Development Group, Inc (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. Ken Kearney's signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 3-15-2017 Signature: 

Print Name: Kenneth Kearney

REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT

Status of Agreement:

<input type="checkbox"/> PARTICIPANT A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.	<input type="checkbox"/> VOLUNTEER A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Effective Date of the Original Agreement:

Signature by the Department:

DATED:

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

By:

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

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME:	BCP SITE NUMBER:
NAME OF CURRENT APPLICANT(S):	
INDEX NUMBER OF EXISTING AGREEMENT:	
EFFECTIVE DATE OF EXISTING AGREEMENT:	

Declaration of Amendment:

By the Requestor(s) and/or Applicant(s) signatures below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. 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.

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.

Statement of Certification and Signatures: New Requestor(s) (if applicable)
<p>(Individual)</p> <p>I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.</p> <p>Date: _____ Signature: _____</p> <p>Print Name: _____</p> <p>(Entity)</p> <p>I hereby affirm that I am (title <u>Treasurer</u>) of (entity <small>THE QUEEN CITY LOFTS HOUSING DEVELOPMENT FUND COMPANY, INC.</small>); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.</p> <p><u>Christa Hines</u> signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.</p> <p>Date: <u>3-20-2017</u> Signature: <u>Christa Hines</u></p> <p>Print Name: <u>Christa Hines</u></p>

SUBMITTAL INFORMATION:

- **Two (2)** copies, one hard copy with original signatures and one electronic copy in Portable Document Format (PDF) must be sent to:

Chief, Site Control Section
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway
Albany, NY 12233-7020

FOR DEPARTMENT USE ONLY

BCP SITE T&A CODE: _____ **LEAD OFFICE:** _____

PROJECT MANAGER: _____

**BROWNFIELD CLEANUP PROGRAM (BCP)
INSTRUCTIONS FOR COMPLETING A BCP AMENDMENT APPLICATION**

This form must be used to add a party, modify a property description, or reduce/expand property boundaries for an existing BCP Agreement and/or Application. **NOTE: DEC requires a standard application to request major changes to the description of the property set forth in the BCA (e.g., adding a significant amount of new property, or adding property that could affect an eligibility determination due to contamination levels or intended land use). The application must be submitted to DEC in the same manner as the original application to participate.**

SECTION II NEW REQUESTOR INFORMATION

Requestor Name

Provide the name of the person(s)/entity requesting participation in the BCP. (If more than one, attach additional sheets with requested information. If an LLC, the members/owners names need to be provided on a separate attachment). The requestor is the person or entity seeking DEC review and approval of the remedial program.

If the requestor is a Corporation, LLC, LLP or other entity requiring authorization from the NYS Department of State to conduct business in NYS, the requestor's name must appear, exactly as given above, in the NYS Department of State's Corporation & Business Entity Database. A print-out of entity information from the database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.

Requestor Address, etc.

Provide the requestor's mailing address, telephone number; fax number and e-mail address.

Representative Name, Address, etc.

Provide information for the requestor's authorized representative. This is the person to whom all correspondence, notices, etc will be sent, and who will be listed as the contact person in the BCA. Invoices will be sent to the representative unless another contact name and address is provided with the application.

Consultant Name, Address, etc.

Provide information for the requestor's consultant.

Attorney Name, Address, etc.

Provide information for the requestor's attorney.

SECTION III CURRENT PROPERTY OWNER/OPERATOR INFORMATION - only include if new owner/operator or new existing owner/operator information is provided, and highlight new information in form.

Owner Name, Address, etc.

Provide information for the new owner of the property. List all new parties holding an interest in the property.

Operator Name, Address, etc.

Provide information for the new operator (if different from the new requestor or owner).

SECTION IV**NEW REQUESTOR ELIGIBILITY INFORMATION**

As a separate attachment, provide complete and detailed information in response to any eligibility questions answered in the affirmative. It is permissible to reference specific sections of existing property reports; however, it is requested that such information be summarized. For properties with multiple addresses or tax parcels, please include this information for each address or tax parcel.

SECTION V PROPERTY DESCRIPTION AND DESCRIPTION OF CHANGES / ADDITIONS / REDUCTIONS (IF APPLICABLE)

NOTE: DEC requires a standard application to request major changes to the description of the property set forth in the BCA (e.g., adding a significant amount of new property, or adding property that could affect an eligibility determination due to contamination levels or intended land use). The application must be submitted to DEC in the same manner as the original application to participate.

Property Address

Provide a street address, city/town, and zip code. For properties with multiple addresses, provide information for all.

Tax Parcel Information

Provide the tax parcel/section/block/lot information. If requesting to modify a metes and bounds description or requesting changes to the boundaries of a site, please attach a revised metes and bounds description, survey, and/or acceptable site map to this application. Tax map information may be obtained from the tax assessor's office for all tax parcels that are included in the property boundaries. Attach a county tax map with identifier numbers, along with any figures needed to show the location and boundaries of the property. Include a USGS 7.5 minute quad map on which the property appears.

**CERTIFICATE
OF
THE QUEEN CITY LOFTS
HOUSING DEVELOPMENT FUND COMPANY, INC.**

I, CHRISTA HINES, an officer of The Queen City Lofts Housing Development Fund Company, Inc. (the "HDFC"), the co-general partner of **THE QCL ON MAIN LIMITED PARTNERSHIP**, a limited partnership organized and existing under the laws of the State of New York (the "Partnership") do hereby CERTIFY that the following persons are qualified authorized signatories of the HDFC on the date hereof, holding the position below set forth opposite their names, and the signature set opposite their names are their genuine signatures, and each of the persons below is authorized, empowered, and directed to execute any documents, instruments, certificates and any amendments in connection therewith in the name of and on behalf of the HDFC:

<u>NAME</u>	<u>TITLE</u>	<u>SIGNATURE</u>
Christa Hines	Treasurer of the HDFC	<i>Christa Hines</i>

IN WITNESS WHEREOF I have executed this Certificate this 16 day of MARCH, 2017.

Christa Hines
CHRISTA HINES,
Treasurer of the HDFC

Sworn to before me this
16 day of March, 2017

Rob L Evans

ROBIN L. EVANS
NOTARY PUBLIC-STATE OF NEW YORK
No. 4963483
Qualified in Ulster County
My Commission Expires March 12, 2018

ATTACHMENT
VOLUNTEER CERTIFICATIONS OF NEW REQUESTORS

The Requestor, The QCL on Main Limited Partnership (LP), qualifies as a "volunteer" because all disposals of hazardous substances occurred prior to the time the LP acquired title to the 15 South Bridge Street parcel and the LP does not have any affiliation with any responsible party. Since taking title, Requestor has exercised appropriate care by ensuring the requirements of the BCP have been implemented by the current applicant. The LP's liability would arise solely as a result of its ownership or involvement with the redevelopment of the BCP Site subsequent to the disposal of hazardous substances and contaminants. As such, the LP qualifies as a Volunteer as defined in ECL 27-1405(1)(b).

The Requestor, The Queen City Lofts Housing Development Fund Company, Inc. (HDFC), does not own the BCP Site, all disposals of hazardous substances have occurred prior to the date the Requestors will have acquired bare legal title to the Site and does not have any affiliation with any responsible party. After taking title, the HDFC will exercise appropriate care by ensuring the requirements of the BCP have been implemented by the current applicant. The HDFC's liability would arise solely as a result of its ownership or involvement with the redevelopment of the BCP Site subsequent to the disposal of hazardous substances and contaminants. As such, the HDFC qualifies as a Volunteer as defined in ECL 27-1405(1)(b).

State of New York
Department of State } **ss:**

I hereby certify, that THE QCL ON MAIN LIMITED PARTNERSHIP a New York Limited Partnership, filed a Certificate of Limited Partnership pursuant to the Partnership Law, on 01/09/2017, and that the Limited Partnership is existing so far as shown by the records of the Department.

I further certify, that no other documents have been filed by such Limited Partnership.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of March
two thousand and seventeen.*



Brendan W. Fitzgerald
Executive Deputy Secretary of State



201703160066 * HN

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of THE QUEEN CITY LOFTS HOUSING DEVELOPMENT FUND COMPANY, INC. was filed on 03/07/2017, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

I further certify that no other documents have been filed by such corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of March
two thousand and seventeen.*



Brendan W. Fitzgerald
Executive Deputy Secretary of State



201703100628 * HN

BARGAIN AND SALE DEED

THIS INDENTURE, made the 31st of March 2017.

Between **THE QCL ON MAIN LIMITED PARTNERSHIP**, a New York partnership, having its principal office located at 34 Clayton Boulevard, Suite A, Baldwin Place, New York 10505 (hereinafter referred to as "Grantor"), and **THE QUEEN CITY LOFTS HOUSING DEVELOPMENT FUND COMPANY, INC.**, a New York not-for-profit corporation, having its principal place of business at c/o Hudson River Housing, Inc., 313 Main Street, Poughkeepsie, New York 12601, as nominee for **THE QCL ON MAIN LIMITED PARTNERSHIP**, a New York limited partnership, having its principal office located at c/o The Kearney Realty & Development Group Inc., 34 Clayton Boulevard, Suite A, Baldwin Place, New York 10505 (hereinafter referred to as "Grantee"),

WITNESSETH, that the Grantor, in consideration of Ten and 00/100 Dollars (\$10.00), lawful money of the United States of America, and other good and valuable consideration, paid by the Grantee, does hereby grant and release unto the Grantee, the successors and assigns of the Grantee forever, the premises described in Schedule "A" attached hereto and made a part hereof, together with all title therein.

Subject to covenants, conditions, easements and restrictions of record, if any, affecting said premises.

Being the same premises conveyed to the Grantor from Turnover, Inc. by deed dated January 11, 2017 and recorded in the Dutchess County Clerk's Office on January 18, 2007, in Document Number 02-2017-467. Said premises are known and designated as Section 6062, Block 84, Lot 943116.

TOGETHER with all right, title and interest, if any, of the Grantor in and to any streets and roads abutting the above described premises to the center lines thereof,

TOGETHER with the appurtenances and all the estate and rights of the Grantor in and to said premises,

TO HAVE AND TO HOLD the premises herein granted unto the Grantee, the successors and assigns of the Grantee forever.

AND the Grantor covenants that the Grantor has not done or suffered anything whereby the said premises have been encumbered in any way whatever, except as aforesaid.

AND the Grantor, in compliance with Section 13 of the lien Law, covenants that the Grantor will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

THIS CONVEYANCE is made in the ordinary course of business of, and with the unanimous consent of the Managing General Partner of the Grantor.

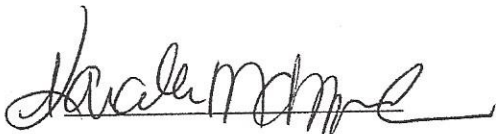
The Queen City Lofts Housing Development Fund Company, Inc. is acting as nominee for The QCL on Main Limited Partnership pursuant to a Declaration of Interest and Nominee Agreement dated as of the date hereof and to be recorded simultaneously herewith in the Dutchess County Clerk's Office.

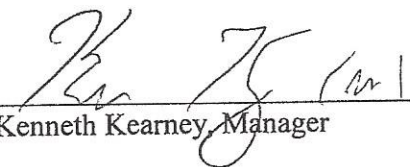
IN WITNESS WHEREOF, the Grantor has duly executed this deed the day and year first above written.

IN PRESENCE OF

THE QCL ON MAIN LIMITED PARTNERSHIP

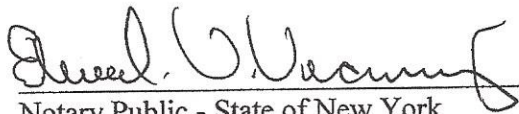
By: The Queen City Lofts Associates, LLC,
its Managing General Partner

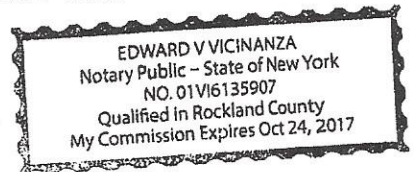


By: 
Kenneth Kearney, Manager

STATE OF NEW YORK)
)
COUNTY OF ALBANY) SS.:

On the 31st day of March, 2017, before me, the undersigned, a Notary Public in and for said State, personally appeared Kenneth Kearney personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public - State of New York



Record and Return to:
Cannon Heyman & Weiss, LLP
54 State Street, 5th Floor
Albany, New York 12207
Attn: Karalee Mazzaferro

Section: 6062
Block: 84
Lot: 943116
County: Dutchess

SCHEDULE "A"

LEGAL DESCRIPTION – 15 S. BRIDGE STREET

ALL THAT PARCEL OF LAND SITUATED IN CITY OF POUGHKEEPSIE, COUNTY OF DUTCHESS AND STATE OF NEW YORK BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EASTERLY LINE OF SOUTH BRIDGE STREET AT THE NORTHWESTERLY CORNER OF HEREIN DESCRIBED PARCEL; THENCE RUNNING EASTERLY ALONG THE SOUTHERLY LINE OF LANDS NOW OR FORMERLY THE KEARNEY REALTY & DEVELOPMENT GROUP INC. (DOC #02 2015 7411) THE FOLLOWING SIX (6) COURSES AND DISTANCES;

1. NORTH 85° 32' 48" EAST, A DISTANCE OF 125.63 FEET TO A POINT, PASSING 1.3 FEET NORTHERLY OF THE NORTHWESTERLY CORNER OF A DILAPIDATED BRICK AND BLOCK BUILDING STANDING ON HEREIN DESCRIBED PARCEL;
2. NORTH 86° 51' 30" EAST, A DISTANCE OF 31.31 FEET TO A POINT, PASSING 2.3 FEET NORTHERLY OF THE NORTHEASTERLY INNER CORNER OF AFOREMENTIONED BUILDING;
3. NORTH 8° 18' 21" EAST, A DISTANCE OF 8.53 FEET TO A POINT, PASSING 0.1 FEET WESTERLY OF THE NORTHWESTERLY CORNER OF AFOREMENTIONED BUILDING;
4. SOUTH 79° 05' 39" EAST, A DISTANCE OF 11.85 FEET TO A POINT;
5. SOUTH 10° 54' 32" WEST, A DISTANCE OF 5.00 FEET TO A POINT;
6. SOUTH 76° 00' 15" EAST, A DISTANCE OF 36.59 FEET TO A POINT AT THE EASTERLY LINE OF HEREIN DESCRIBED PARCEL, PASSING 3.0 FEET NORTHERLY OF THE NORTHEASTERLY CORNER OF AFOREMENTIONED BUILDING ON HEREIN DESCRIBED PARCEL; SAID POINT BEING ON THE WESTERLY LINE OF LANDS NOW OR FORMERLY MT BEACON (DOC #02 2014 14, PARCEL 1);

THENCE RUNNING SOUTHERLY ALONG THE WESTERLY LINE OF LANDS OF MT BEACON SOUTH 11° 42' 20" WEST, A DISTANCE OF 86.08 TO A POINT, PASSING 1.9 FEET EASTERLY OF THE NORTHEASTERLY CORNER OF AFOREMENTIONED BUILDING AND PASSING 3.5 FEET EASTERLY OF THE MOST SOUTHEASTERLY CORNER OF AFOREMENTIONED BUILDING ON HEREIN DESCRIBED PARCEL; SAID POINT BEING ON THE NORTHERLY LINE OF LANDS NOW OR FORMERLY CACCONO (DOC #02 2015 598); THENCE RUNNING WESTERLY AND SOUTHERLY ALONG THE NORTHERLY AND WESTERLY LINE OF LANDS OF CACCOMO THE FOLLOWING TWO (2) COURSES AND DISTANCES;

1. SOUTH 78° 12' 20" WEST, A DISTANCE OF 34.50 FEET TO A POINT, PASSING 3.7 FEET SOUTHERLY OF THE MOST SOUTHEASTERLY CORNER OF AFOREMENTIONED BUILDING, AND PASSING 2.7 FEET SOUTHERLY OF THE SOUTHWESTERLY CORNER OF AFOREMENTIONED BUILDING ON HERIN DESCRIBED PARCEL;
2. SOUTH 2° 12' 25" WEST, A DISTANCE OF 8.11 FEET TO A POINT; SAID POINT BEING ON THE DIVISION LINE LANDS OF CACCOMO TO THE EAST AND LANDS NOW OR FORMERLY RUNZA (DOC #02 2002 2078) TO THE WEST;

THENCE RUNNING WESTERLY ALONG THE NORTHERLY LINE OF LANDS OF RUNZA SOUTH 86° 25' 45" WEST, A DISTANCE OF 146.15 FEET TO A POINT AT THE EASTERLY LINE OF SOUTH BRIDGE STREET; SAID POINT BEING IRON PIPE FOUND 0.63 FEET WESTERLY ON THE EXTENSION LINE; THENCE RUNNING NORTHERLY ALONG THE EASTERLY LINE OF SOUTH BRIDGE STREET NORTH 3° 34' 15" WEST, A DISTANCE OF 104.83 FEET TO A POINT OF PLACE OF BEGINNING.

CONTAINING 0.458 ACRES MORE OR LESS.

BARGAIN AND SALE DEED

THIS INDENTURE, made the 31st of March 2017.

Between **THE KEARNEY REALTY & DEVELOPMENT GROUP INC.**, a New York corporation, having its principal office located at 34 Clayton Boulevard, Suite A, Baldwin Place, New York 10505 (hereinafter referred to as "Grantor"), and **THE QUEEN CITY LOFTS HOUSING DEVELOPMENT FUND COMPANY, INC.**, a New York not-for-profit corporation, having its principal place of business at c/o Hudson River Housing, Inc., 313 Main Street, Poughkeepsie, New York 12601, as nominee for **THE QCL ON MAIN LIMITED PARTNERSHIP**, a New York limited partnership, having its principal office located at c/o The Kearney Realty & Development Group Inc., 34 Clayton Boulevard, Suite A, Baldwin Place, New York 10505 (hereinafter referred to as "Grantee"),

WITNESSETH, that the Grantor, in consideration of Ten and 00/100 Dollars (\$10.00), lawful money of the United States of America, and other good and valuable consideration, paid by the Grantee, does hereby grant and release unto the Grantee, the successors and assigns of the Grantee forever, the premises described in Schedule "A" attached hereto and made a part hereof, together with all title therein.

Subject to covenants, conditions, easements and restrictions of record affecting said premises.

Being and intended to be the same premises conveyed to Grantor from Poughkeepsie Urban Renewal Agency by deed dated October 29, 2015 and recorded in the Dutchess County Clerk's Office on November 13, 2015 in Document Number 02-2015-7411. Said premises are known and designated as Section 6062, Blocks 76, Lots 942131 and 945130 and Section 6026, Lot 84 Lot 941122.

TOGETHER with all right, title and interest, if any, of the Grantor in and to any streets and roads abutting the above described premises to the center lines thereof,

TOGETHER with the appurtenances and all the estate and rights of the Grantor in and to said premises,

TO HAVE AND TO HOLD the premises herein granted unto the Grantee, the successors and assigns of the Grantee forever.

AND the Grantor covenants that the Grantor has not done or suffered anything whereby the said premises have been encumbered in any way whatever, except as aforesaid.

AND the Grantor, in compliance with Section 13 of the lien Law, covenants that the Grantor will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

THIS CONVEYANCE is made in the ordinary course of business of, and with the unanimous consent of the Board of Directors of the Grantor.

The Queen City Lofts Housing Development Fund Company, Inc. is acting as nominee for The QCL on Main Limited Partnership pursuant to a Declaration of Interest and Nominee Agreement dated as of the date hereof and to be recorded simultaneously herewith in the Dutchess County Clerk's Office.

IN WITNESS WHEREOF, the Grantor has duly executed this deed the day and year first above written.

IN PRESENCE OF

THE KEARNEY REALTY & DEVELOPMENT GROUP INC.

[Handwritten signature]

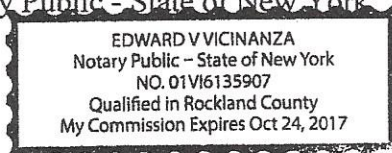
By: *[Handwritten signature]*
Kenneth Kearney, President

STATE OF NEW YORK)
)
COUNTY OF ALBANY)

SS.:

On the 31st day of March, 2017, before me, the undersigned, a Notary Public in and for said State, personally appeared Kenneth Kearney, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Handwritten signature]
Notary Public - State of New York



Record and Return to:
Cannon Heyman & Weiss, LLP
54 State Street, 5th Floor
Albany, New York 12207
Attn: Karalee Mazzaferro

Section: 6062
Blocks: 76 & 84
Lots: 942131, 945130, 941122
County: Dutchess

SCHEDULE "A"

LEGAL DESCRIPTION

178 & 182 Main Street & 11 S. Bridge St.

ALL that certain piece or parcel of land situate, lying and being in the City of Poughkeepsie, County of Dutchess and State of New York as shown on a certain map entitled "QUEEN CITY LOFTS BOUNDARY & TOPOGRAPHIC SURVEY" as prepared by Morris Associates Engineering & Surveying Consultants and is more particularly described as follows:

BEGINNING at an iron rod found at the southwest corner of the parcel herein described also being on the east side of South Bridge Street; thence along South Bridge Street the following four (4) courses and distances:

1. North 04°41'24" West 30.00 feet and
2. North 03°50'38" West 46.38 feet and
3. North 02°33'28" West 40.98 feet and
4. North 13°51'32" East 73.79 feet

to a point near the intersection of South Bridge Street and Main Street; thence in a easterly direction along the south side of Main Street the following five (5) courses and distances:

1. South 74°55'12" East 127.65 feet and
2. South 75°52'16" East 19.82 feet and
3. South 75°37'49" East 24.95 feet and
4. South 75°34'44" East 31.01 feet and
5. South 76°07'58" East 30.48 feet

to a point on the south side of Main Street at the corner of property N/F Mt. Beacon Properties, LLC (Doc# 02 2014 14). Also being the Northeast corner of the herein described parcel, thence in a southerly direction along the property N/F Mt. Beacon Properties, LLC (Doc# 02 2014 14)

South 14°33'41" West 129.74 feet;

thence in a westerly direction along the property N/F Turnover Inc. (Doc# 02 2009 809) the following 6 courses and distances:

1. North 76°00'15" West 36.59 feet and
2. North 10°54'32" East 5.00 feet and
3. North 79°05'39" West 11.85 feet and

4. South $08^{\circ}18'21''$ West 8.53 feet and
5. South $86^{\circ}51'30''$ West 31.31 feet and
6. South $85^{\circ}32'48''$ West 125.63 feet

To the iron rod found and point of beginning. Containing 0.793 acres of land, more or less.