



Harter Secret & Emery LLP

ATTORNEYS AND COUNSELORS

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April 28, 2014

Robert W. Schick, P.E., Director
Division of Environmental Remediation
New York State Department of Environmental Conservation
12th Floor
Albany, New York 12233-7011

Re: Former Mobil Service Station 99-MST
Site No.: C915260

Dear Mr. Schick:

On behalf of Kaleida Health, Kaleida Properties, F.L.C. 50 High Street Corporation and Conventus Partners, LLC, enclosed please find two (2) original, counter-signed Brownfield Cleanup Agreement Amendment ("BCA Amendment"); Conventus Partners, LLC and F.L.C. 50 High Street Corporation evidence of authority to bind; and Kaleida Health and Kaleida Properties, Inc. authorization to bind.

Should the Department have any questions or concerns regarding the BCA Amendment, please do not hesitate to contact my office directly.

Yours very truly,

Harter Secret & Emery LLP

Marc A. Romanowski

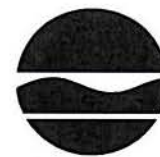
Partner

DIRECT DIAL: 716.844.3709
E-MAIL: MROMANOWSKI@HSELAW.COM

MAR:lks
Enclosures

cc: Patrick Foster, NYSDEC-Region 9 (w/enclosure)
Joseph Kessler (w/enclosure)
Frank Ciminelli (w/enclosure)

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



Joe Martens
Commissioner

Sent Via Email Only

January 3, 2014

Mr. Frank Ciminelli
Conventus Partners, LLC
350 Essjay Road, Suite 100
Williamsville, New York 14221

F.L.C. 50 High Street Corporation
Frank Ciminelli
350 Essjay Road, Suite 100
Williamsville, New York 14221

Kaleida Health
Joseph Kessler
726 Exchange Street, Suite 522
Buffalo, New York 14210

Kaleida Properties, Inc.
Joseph Kessler
726 Exchange Street, Suite 200
Buffalo, New York 14210

Re: Former Mobil Service Station 99-MST Site
Site No.: C915260
BCA Index No.: C915260-03-12
BCA Amendment No. 2
Amendment Application to Add a Party

Dear Applicants:

This letter is forwarded to your attention in response to the amendment application for change in party deemed complete on October 30, 2013 to amend the Brownfield Cleanup Agreement (“BCA” or “Agreement”) signed on June 15, 2012 and amended by letter of August 7, 2012. The application requests that the above referenced BCA be amended to add Conventus Partners, LLC as a party.

The above request is hereby granted and incorporated into and is enforceable pursuant to the subject Agreement effective the date of this letter. Additionally, Paragraph IV(A)(2) of the BCA is hereby amended to add the contact information for the following contact:

Conventus Partners, LLC
Attn: Mr. Frank Ciminelli
350 Essjay Road, Suite 100
Williamsville, NY 14221

~~fciminelli@ipciminelli.com~~

FrankCim@aol.com

WS

This Amendment is made in accordance with and subject to all of the requirements 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 countersign this letter to acknowledge acceptance of this Amendment, along with submitting proof that the substituting party executing the BCA Amendment is authorized to bind the Applicant. 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
Attn: Division Director
625 Broadway, 12th Floor
Albany, New York 12233-7011

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

Nothing contained herein constitutes a waiver by DEC 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,



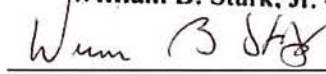
Robert W. Schick, P.E.
Director
Division of Environmental Remediation

The following Applicant(s), in signing this letter, does hereby acknowledge and accept the amendment to the Agreement as set forth above.

 3/19/2014

Conventus Partners, LLC Date

By: Name –please print

William B. Stark, Jr. - Operating Agent
 3/19/2014

F.L.C. 50 High Street Corporation Date
William B. Stark, Jr. - Operating Agent

By: Name – please print

Kaleida Health Date

By: Name – please print

Kaleida Properties, Inc. Date

By: Name – please print

ec: Michael Ryan, DEC
Michael Cruden, DEC
Martin Doster, DEC
Kelly Lewandowski, DEC
Jaspal Walia, DEC
Benjamin Conlon, DEC
Andrew Gugliemi, DEC
Patrick Foster, DEC
Mark A. Romanowski (mromanowski@hselaw.com)

New York State Department of Environmental Conservation

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Office of the Director, 12th Floor

625 Broadway, Albany, New York 12233-7011

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Conventus Partners, LLC
Attn: Mr. Frank Ciminelli
350 Essjay Road, Suite 100
Williamsville, NY 14221
fciminelli@lpciminelli.com

ec: Michael Ryan, DEC
Michael Cruden, DEC
Martin Doster, DEC
Kelly Lewandowski, DEC
Jaspal Walia, DEC
Benjamin Conlon, DEC
Andrew Gugliemi, DEC
Patrick Foster, DEC
Mark A. Romanowski (mromanowski@hselaw.com)

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
F.L.C. 50 HIGH STREET CORPORATION**

The undersigned, being all the directors of F.L.C. 50 High Street Corporation, a New York corporation ("Company"), which is the sole member of Conventus Partners, LLC, a Delaware limited liability company ("Conventus") do hereby adopt the following resolutions by written consent without a meeting pursuant to the provisions of the New York Business Corporation Law:

RESOLVED, that any and all actions taken and the execution and delivery of any and all documents by either Frank L. Ciminelli as President, William B. Stark Jr. as Vice President and Operating Agent or Paul F. Ciminelli as Secretary, acting in their capacity as officers of the Company (each an "Officer" and collectively, the "Officers"), in connection with filing the amendment application for change in party deemed complete on October 30, 2013 (the "Amendment Application") to amend the Brownfield Cleanup Agreement signed on June 15, 2012, as amended by that certain letter dated August 7, 2012 (collectively, the "BCA") and/or in connection with the BCA Amendment (as is hereinafter defined) prior to the date of these resolutions shall be, and they hereby are, ratified, affirmed and approved; and it is further

RESOLVED, that the request by the Company to the New York State Department of Environmental Conservation (the "NYSDEC") to amend the BCA to add Conventus as a party thereto (the "BCA Amendment") shall be, and hereby is, ratified, affirmed and approved; and it is further

RESOLVED, that an Officer, acting on behalf of the Company, shall be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver such documents with or in favor of the NYSDEC, including but not limited to that certain letter agreement re: BCA Amendment No. 2 dated January 3, 2014 executed by the Company and Conventus in favor of the NYSDEC to amend the BCA and add Conventus as a party thereto (collectively, the "Documents"), each having such form and substance as the Officer, acting on behalf of the Company, in his sole discretion, may approve as reasonable, necessary or advisable to carry into effect the BCA Amendment, the execution and delivery of each of the Documents by the Officer being conclusive evidence of the Company's approval of the form and substance of same; and it is further

RESOLVED, that an Officer, acting on behalf of the Company, shall be, and hereby is, authorized, empowered and directed to take any and all other and further action, negotiate, execute and deliver any and all other and further agreements, instruments and documents, which the Officer, acting on behalf of the Company may approve as reasonable, necessary or advisable to carry into effect the BCA Amendment, the taking of any and all such action and the execution and delivery of any and all such documents being conclusive evidence of the approval of the Company of the same.

[Remainder of the Page is Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 18th day of March, 2014.

DIRECTORS:

By: Frank L. Ciminelli
Frank L. Ciminelli, Director

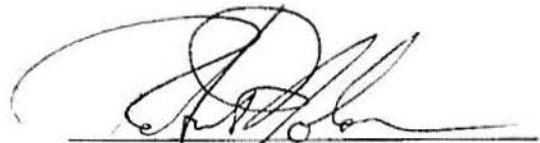
By: _____
Paul P. Ciminelli, Director

By: William B. Stark Jr.
William B. Stark Jr., Director

CERTIFICATION

I, the undersigned, Assistant Secretary of Kaleida Health (the "Corporation"), which is duly organized and existing under the Laws of New York State, and having its principal place of business at 100 High Street, Buffalo, New York hereby CERTIFY that the Resolution attached hereto as Attachment A is a true copy of a certain Resolution duly adopted by the Board of Directors of the Corporation in accordance with the Bylaws at, and recorded in the minutes of, a meeting of the Board duly held on October 5, 2009 and not subsequently rescinded or modified; and I further certify that the signatures as they appear on Attachment B of the Resolution are those of the officers authorized in said Resolution.

Dated: 12-15-10



Robert J. Nolan, Assistant Secretary

Attachment A

KALEIDA HEALTH

CORPORATE RESOLUTION

WHEREAS, the Board of Directors of KALEIDA HEALTH heretofore adopted the corporate resolution on the form annexed hereto as Exhibit A; and

WHEREAS, there has been a change in management responsibilities necessitating a change in the designation of authorized officers heretofore approved by the Board pursuant to said resolutions;

NOW THEREFORE, it is hereby

RESOLVED, that the Board reaffirms and approves the attached resolution,
amended as follows:

The designated officers authorized pursuant to said resolution shall be the following:

President and Chief Executive Officer
Executive Vice President and Chief Operating Officer
Executive Vice President and Chief Financial Officer
Vice President Financial Operations

and be it further

RESOLVED, that the officers of KALEIDA HEALTH be and each hereby is authorized and directed to take such further action as may be necessary to effectuate the foregoing resolutions.

Exhibit A

KALEIDA HEALTH

CORPORATE RESOLUTION

BE IT HEREBY:

RESOLVED,

1. That each of the President and Chief Executive Officer, Executive Vice President and Chief Operating Officer, Executive Vice President and Chief Financial Officer, and Vice President Financial Operations (the "Authorized Officers") are hereby authorized to do the following:

(a) To open deposit accounts at any bank, including but not limited to, Bank of America, HSBC, M & T Bank and Key Bank;

(b) To contract for any services offered by a bank, including (without limitation), electronic account access and management services;

(c) To submit for deposit and/or collection for the account of the Corporation, all checks, drafts, notes or other instruments for the payment of money; and the Bank is authorized to accept such instruments, whether or not endorsed by the Corporation, it being understood that each such instrument shall be deemed to be unqualifiedly endorsed by this Corporation;

(d) To make deposits of currency for the account of the Corporation;

(e) To sign checks, drafts or other orders with respect to any funds to the credit of the Corporation, including checks, drafts or orders in favor of any officer designated above, and to issue stop payment instructions with reference to any of the above;

(f) To make withdrawals of funds from accounts in the name of the Corporation, and to transfer funds between such accounts, by any means, including (without limitation, a debit card, a credit card, a terminal or other electronic or telephone device;

(g) To apply for credit, to borrow money with or without security and to access overdraft and other lines of credit;

(h) To sell or discount instruments, chattel paper and other contracts for the payment of money;

(i) To assign, transfer, pledge or otherwise hypothecate or grant a security interest in any personal property of this Corporation;

(j) To execute on behalf of the corporation in favor of any bank indemnities, endorsements, assignments, receipts and other documents;

(k) To conduct any and all other lawful business with any bank,

(l) To purchase or lease personal property;

(m) To purchase or lease real property in compliance with law;

(n) To sell or lease personal property;

(o) To sell or lease real property in compliance with law; and

(p) To enter into such other agreements and to execute such other documents on behalf of the Corporation.

2. That any bank is authorized to pay any check, draft or other instrument for the payment of money drawn on any account of the Corporation which bears or appears to bear the facsimile signature of the President and Chief Executive Officer, if the

facsimile signature, regardless of how or by who affixed, resembles the specimen facsimile signature filed with the bank.

3. That the Corporation hereby ratifies and confirms any and all transaction with any Bank made prior to the date of this Resolution by the Authorized Officers.

4. That any bank (and any interested third-party) may rely upon the authority conferred by this Resolution until such time that this Resolution shall have been revoked or modified by a subsequent resolution of the Board of Directors of this Corporation and until a certified copy of such subsequent resolution has been received by the Bank, and the Bank has had a reasonable opportunity to act thereon.

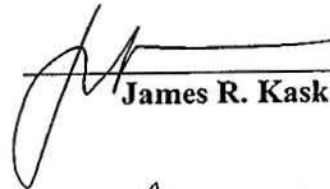
Reviewed by Finance Committee: _____

For Board Approval: _____

ATTACHMENT B

KALEIDA HEALTH

President and Chief Executive Officer



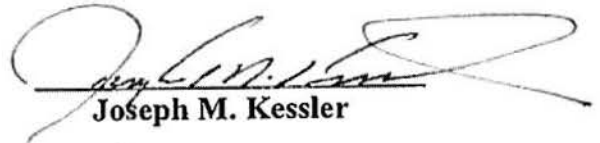
James R. Kaskie

**Executive Vice president and
Chief Operating Officer**



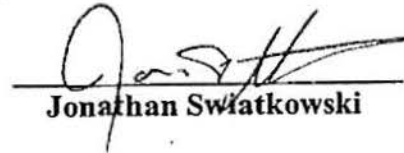
Connie Vari

**Executive Vice President and
Chief Financial Officer**



Joseph M. Kessler

Vice President Financial Operations



Jonathan Swiatkowski