

**VIA UPS OVERNIGHT DELIVERY**

November 25, 2013

New York State Department of Environmental Conservation
Division of Environmental Remediation
Attn: Robert W. Schick, P.E., Director
625 Broadway
Albany, New York 12233-7011
Phone (518) 402-9706

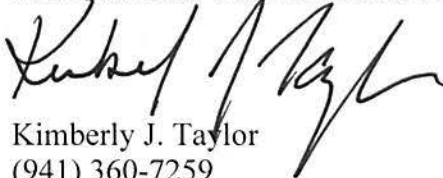
RE: 125 Main Street Site
Site No.: C915262
BCA Index No.: C915262-05-12
Amendment Application for Change in Party
Amendment No. 2

Dear Mr. Schick;

Enclosed please find an executed original of the above referenced Amendment Application.

Thank you for your continuing cooperation.

Very truly yours,
BENDERSON DEVELOPMENT COMPANY, LLC



Kimberly J. Taylor
(941) 360-7259
kimtaylor@benderson.com

Enclosures:

Cc: David H. Baldauf, Esq., via email to davidbaldauf@benderson.com
Paul Speaker, via email to paulspeaker@benderson.com
Eric Recoon, via email to ericrecoon@benderson.com
Dan Duggan, via email to danduggan@benderson.com
James Boglioli, Esq., via email to jamesboglioli@benderson.com
Craig A. Slater, Esq., via email to cslater@cslaterlaw.com

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

November 19, 2013

Harbor Lodging, LLC
Attn: David Baldauf, Esq.
570 Delaware Avenue
Buffalo, New York 14202
DavidBaldauf@benderson.com

Re: 125 Main Street Site
Site No.: C915262
BCA Index No.: C915262-05-12
Amendment Application for Change in Party
Amendment No. 2

Dear Mr. Baldauf:

This letter is forwarded to your attention in response to the amendment application for change in party submitted on November 1, 2013 to amend the Brownfield Cleanup Agreement ("BCA" or "Agreement") signed on August 16, 2012. The application requests that the above referenced BCA be amended to add Harbor Lodging, 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:

Harbor Lodging, LLC
Attn: David Baldauf, Esq.
570 Delaware Avenue
Buffalo, NY 14202
DavidBaldauf@benderson.com

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 print this Amendment, sign, 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 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, in signing this letter, does hereby acknowledge and accept the amendment to the Agreement as set forth above.

Harbor District Associates, LLC 11/25/2013
Date


By: David Baldauf, Esq. *manager* *Bas*

Harbor Lodging, LLC 11/25/2013
Date


By: David Baldauf, Esq. *manager* *Bas*

Attachment

cc: Michael Ryan, DEC
Michael Cruden, DEC
Kelly Lewandowski, DEC
Martin Doster, DEC
David Locey, DEC
Benjamin Conlon, DEC
Andrew Gugliemi, DEC
Patrick Foster, DEC
Craig A. Slater – The Slater Law Firm, PLLC (cslater@cslaterlaw.com)

HARBOR DISTRICT ASSOCIATES, LLC

**WRITTEN CONSENT
OF THE SOLE MEMBER**

November 1, 2013

The undersigned being holder of all of the membership interests of **Harbor District Associates, LLC**, a New York limited liability company (the "Company"), hereby jointly consent to the adoption of the following resolutions without a meeting and direct that this Consent be filed with the minutes of the Company:

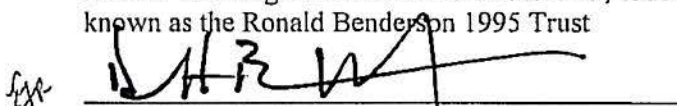
RESOLVED, that **David H. Baldauf** (an "Authorized Person") be, and hereby is, authorized, directed, and empowered, acting alone, in the name or on behalf of the Company, to execute the Brownfield Cleanup Program ("BCP") Application, the BCP Agreement, or any other documents or agreements necessary to enter and participate in the New York State Department of Environmental Conservation's Brownfield Cleanup Program (Environmental Conservation Law Article 27, Title 14) for the property located at 125 Main Street, Buffalo, New York; and be it further

RESOLVED, that the Authorized Person is hereby authorized, empowered and directed to take all such action on behalf of the Company as he may deem necessary, appropriate or advisable to carry out the intent and purposes of these resolutions; and be it further

RESOLVED, that any acts of any manager of the Company and of any persons designated and authorized to act by any such manager of the Company, which acts would have been authorized by these resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Member as of the date first set forth above.

Randall Benderson and David H. Baldauf as Trustees
under a Trust Agreement dated December 29, 1995
known as the Ronald Benderson 1995 Trust

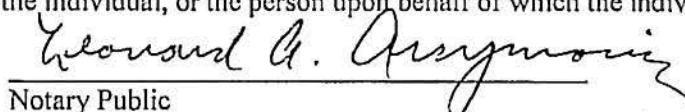


David H. Baldauf, Trustee

State of New York)
County of Erie) ss.:

On the 1st day of November in the year 2013, before me, the undersigned, a Notary Public in and for the said state, personally appeared David H. Baldauf, 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.

LEONARD A. ARCYNOWICZ
Notary Public, State of New York
No. 01AR5080717
Qualified in Erie County
Commission Expires May 20, 2014



Notary Public

HARBOR LODGING, LLC

**WRITTEN CONSENT
OF THE SOLE MEMBER**

November 1, 2013

The undersigned being holder of all of the membership interests of **Harbor Lodging, LLC**, a New York limited liability company (the "Company"), hereby jointly consent to the adoption of the following resolutions without a meeting and direct that this Consent be filed with the minutes of the Company:

RESOLVED, that **David H. Baldauf** (an "Authorized Person") be, and hereby is, authorized, directed, and empowered, acting alone, in the name or on behalf of the Company, to execute the Brownfield Cleanup Program ("BCP") Application, the BCP Agreement, or any other documents or agreements necessary to enter and participate in the New York State Department of Environmental Conservation's Brownfield Cleanup Program (Environmental Conservation Law Article 27, Title 14) for the property located at 125 Main Street, Buffalo, New York; and be it further

RESOLVED, that the Authorized Person is hereby authorized, empowered and directed to take all such action on behalf of the Company as he may deem necessary, appropriate or advisable to carry out the intent and purposes of these resolutions; and be it further

RESOLVED, that any acts of any manager of the Company and of any persons designated and authorized to act by any such manager of the Company, which acts would have been authorized by these resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of Sole Member as of the date first set forth above.

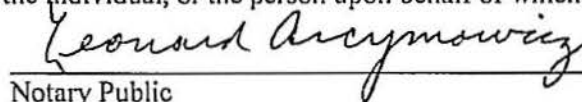
BLA II, LLC



David H. Baldauf, Manager

State of New York)
County of Erie) ss.:

On the 1st day of November in the year 2013, before me, the undersigned, a Notary Public in and for the said state, personally appeared David H. Baldauf, 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

LEONARD A. ARCYMOWICZ
Notary Public, State of New York
No. 01AR5080717
Qualified in Erie County
Commission Expires May 20, 2014