



Department of
Environmental
Conservation

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

PART I. BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION

1. Check the appropriate box(es) below based on the nature of the amendment modification requested:

Amendment to modify the existing BCA: [check one or more boxes below]

- Add applicant(s)
- Substitute applicant(s)
- Remove applicant(s)
- Change in Name of applicant(s)

Amendment to reflect a transfer of title to all or part of the brownfield site

1a. A copy of the recorded deed must be provided. Is this attached? Yes No

1b. Change in ownership Additional owner (such as a beneficial owner)

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)

2. Required: Please provide a brief narrative on the nature of the amendment:

2929 MAIN, LLC is a joint venture between Main and Hertel LLC, the current applicant and McGuire Development Company, LLC. 2929 MAIN, LLC will take title to the Brownfield Site and will continue the remedial efforts already underway at the Site. 2929 Main, LLC will also be added to the Brownfield Cleanup Agreement to complete the project.

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

Submission of a full BCP application will be required should this application be determined to be a major amendment. If the amendment involves more than an insignificant change in acreage, applicants are encouraged to consult with the DEC project team prior to submitting this application.

Section I. Current Agreement Information

BCP SITE NAME: Main and Hertel

BCP SITE NUMBER: C915318

NAME OF CURRENT APPLICANT(S): Main and Hertel LLC

INDEX NUMBER OF AGREEMENT: C815318-06-17 DATE OF ORIGINAL AGREEMENT: August 17, 2017

Section II. New Requestor Information (complete only if adding new requestor or name has changed)

NAME 2929 MAIN, LLC

ADDRESS 455 Cayuga Road, Suite 100

CITY/TOWN Buffalo, New York

ZIP CODE 14225

PHONE 716.829.1900

FAX

E-MAIL eekman@mcguiredevelopment.com

1. 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 F. James McGuire

ADDRESS 455 Cayuga Road, Suite 100

CITY/TOWN Buffalo, New York

ZIP CODE 14225

PHONE 716.829.1900

FAX

E-MAIL eekman@mcguiredevelopment.com

NAME OF NEW REQUESTOR'S CONSULTANT (if applicable) Chris Boron, P.G.

ADDRESS 2558 Hamburg Turnpike, Suite 300

CITY/TOWN Buffalo, New York

ZIP CODE 14218

PHONE 716.586.0635

FAX

E-MAIL cboron@bm-tk.com

NAME OF NEW REQUESTOR'S ATTORNEY (if applicable) Marc A. Romanowski, Esq.

ADDRESS 1600 Liberty Building

CITY/TOWN Buffalo, New York

ZIP CODE 14202

PHONE 716.854.3400

FAX

E-MAIL romanowski@ruppbaase.com

2. 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

3. Describe Requestor's Relationship to Existing Applicant:

Main and Hertel LLC is a member of the joint venture entity, 2929 MAIN, LLC.

Section III. Current Property Owner/Operator Information (only include if new owner/operator)Owner below is: Existing Applicant New Applicant Non-Applicant

OWNER'S NAME (if different from requestor) 2929 Main, LLC		
ADDRESS 455 Cayuga Road Suite 100		
CITY/TOWN Buffalo, NY		ZIP CODE 14225
PHONE 716-829-1900	FAX	E-MAIL eekman@mcguiredevelopment.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.

- Are any enforcement actions pending against the requestor regarding this site? Yes No
- Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site? Yes No
- 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.
- 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
- 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
- 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
- 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
- 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
- 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
- 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
- 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.

12. Requestor's Relationship to Property (check one):

Prior Owner Current Owner Potential /Future Purchaser Other New Joint Venture Entity

13. 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

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

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

1. Property information on current agreement:
 ADDRESS 2929-2939 Main Street
 CITY/TOWN Buffalo, New York ZIP CODE 14214
 TAX BLOCK AND LOT (SBL) TOTAL ACREAGE OF CURRENT SITE: 4.97

Parcel Address	Section No.	Block No.	Lot No.	Acreage
2929 Main Street	79.70	5	1	.54
2939 Main Street	79.70	5	2	4.43

2. Check appropriate boxes below:
 Addition of property (may require additional citizen participation depending on the nature of the expansion – see attached instructions)

2a. PARCELS ADDED:

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

Total acreage to be added: _____

Reduction of property

2b. PARCELS REMOVED:

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

Total acreage to be removed: _____

Change to SBL (e.g. merge, subdivision, address change)

2c. NEW SBL INFORMATION:

Parcel Address	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.

3. TOTAL REVISED SITE ACREAGE: _____

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

Property is in Bronx, Kings, New York, Queens, or Richmond counties.	<input type="checkbox"/> Yes <input type="checkbox"/> No
Requestor seeks a determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit.	<input type="checkbox"/> Yes <input type="checkbox"/> 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.	<input type="checkbox"/> Yes <input type="checkbox"/> No
2. Is the property upside down as defined below?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>From ECL 27-1405(31):</p> <p>"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.</p>	
3. Is the project an affordable housing project as defined below?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>From 6 NYCRR 375- 3.2(a) as of August 12, 2016:</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	

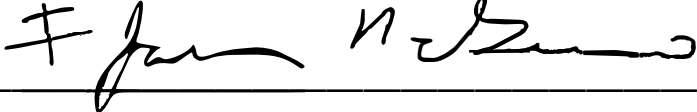
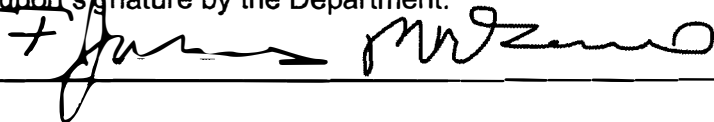
PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: Main and Hertel	BCP SITE NUMBER: C915318
NAME OF CURRENT APPLICANT(S): Main and Hertel LLC	
INDEX NUMBER OF AGREEMENT: C815318-06-17	
EFFECTIVE DATE OF ORIGINAL AGREEMENT: August 17, 2017	

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: <u>6/11/22</u> Signature: <u></u></p> <p>Print Name: _____</p>
<p>(Entity)</p> <p>I hereby affirm that I am (title <u>Managing Member</u>) of (entity <u>2929 MAIN, LLC</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>F. James McGuire'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>6/11/22</u> Signature: <u></u></p> <p>Print Name: <u>F. James McGuire</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: June 1, 2022 Signature: 

Print Name: David R. Freeman

(Entity)

I hereby affirm that I am the Managing Member (title) of Main and Hertel LLC (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. David Freeman's signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: June 1, 2022 Signature: David Freeman 
Digitally signed by David Freeman
Date: 2022.06.01 10:34:59 -0400

Print Name: David Freeman

REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT

Please see the following page for submittal instructions.

NOTE: Applications submitted in fillable format will be rejected.

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 checked="" 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.
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Effective Date of the Original Agreement: August 17, 2017

Signature by the Department:

DATED: 8/4/2022

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

By: *Andrew Guglielmi*

Andrew Guglielmi, Director
Division of Environmental Remediation

SUBMITTAL REQUIREMENTS:

- **Two (2)** copies, one hard copy with original signatures and one electronic copy in final, non-fillable 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

- **NOTE: Applications submitted in fillable format will be rejected.**

FOR DEPARTMENT USE ONLY

BCP SITE T&A CODE: _____ **LEAD OFFICE:** Region 9, Buffalo, DER

PROJECT MANAGER: Andrew Zwack

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. 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.

COVER PAGE

Please select all options that apply. Provide a brief narrative of the nature of the amendment requested. At the bottom of the page, please enter the site code. This field will auto-populate in the bottom left corner of the subsequent pages.

SECTION I CURRENT AGREEMENT INFORMATION

Provide the site name, site code and current requestor exactly as it appears on the existing agreement. Provide the agreement index number and the date of the initial BCA, regardless of any executed amendments.

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.

Please provide 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.

SECTION III CURRENT PROPERTY OWNER/OPERATOR INFORMATION

Only include if a transfer of title has taken place resulting in a change in ownership and/or operation of the site. Provide the relationship of the owner to the site by selecting one of the check-box options.

Owner Name, Address, etc.

Provide information for the new owner of the property. List all new parties holding an interest in the property. Attach separate pages as needed.

Operator Name, Address, etc.

Provide information for the new operator, if applicable.

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.

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.

If the 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. A purchase contract does not suffice as proof of access.

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.

1. Property Information on Existing Agreement

Provide the site address and tax parcel information exactly as it appears on the current agreement (or as it has been modified in previous amendments).

2a. Addition of Property

Provide the tax parcel information and acreage for each parcel to be added. Provide the total acreage to be added below the far-right column.

2b. Reduction of Property

Provide the tax parcel information and acreage for each parcel to be removed. Provide the total acreage to be removed below the far-right column.

2c. Change to SBL or metes and bounds description

Provide the new tax parcel information and attach a metes and bounds description.

All requested changes to this section should be accompanied by a revised survey or other acceptable map depicting the proposed new site boundary. Additionally, provide a county tax map with the site boundary outlined, as well as a USGS 7.5-minute quadrangle map with the site location clearly identified.

SUPPLEMENT TO THE APPLICATION TO AMEND BROWNFIELD CLEANUP AGREEMENT AND AMENDMENT – QUESTIONS FOR SITES SEEKING TANGIBLE PROPERTY CREDITS IN NEW YORK CITY ONLY

This page should only be completed if:

- a. The site is located in the five boroughs comprising New York City

AND

- b. The site does not currently have an eligibility determination for tangible property credits.

PART II

The information in the top section of page 7 should auto-populate with the information provided on page 2. If a new requestor is applying to enter the program, provide the required information and signature at the bottom of page 7 and the required information and signature on page 8.

If no new requestor is applying to the program but any other change has been made, provide the required information and signature on page 8.

Department of State Division of Corporations

Entity Information

Entity Name

1

Entity Name	Entity ID
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Entity Details

ENTITY NAME: 2929 MAIN, LLC	DOS ID: 6463774
FOREIGN LEGAL NAME:	FICTITIOUS NAME:
ENTITY TYPE: DOMESTIC LIMITED LIABILITY COMPANY	DURATION DATE/LATEST DATE OF DISSOLUTION:
SECTION OF LAW: LIMITED LIABILITY COMPANY LAW - 203 LIMITED LIABILITY COMPANY LAW - LIMITED LIABILITY COMPANY LAW	ENTITY STATUS: ACTIVE
DATE OF INITIAL DOS FILING: 04/21/2022	REASON FOR STATUS:
EFFECTIVE DATE INITIAL FILING:	INACTIVE DATE:
FOREIGN FORMATION DATE:	STATEMENT STATUS: CURRENT
COUNTY: ERIE	NEXT STATEMENT DUE DATE: 04/30/2024
JURISDICTION:	NFP CATEGORY:

Entity Display

Search for Private Appointee Address

Name: C/O THE LIMITED LIABILITY COMPANY
Address: 455 CAYUGA ROAD, SUITE 100, BUFFALO, NY, UNITED STATES, 14225

Search for Public Officers Name and Address

Name:
Address:

Search for Agent Address

Address:

Search for Registered Name and Address

Name:
Address:

Search for Public Officers Name and Address

Name:
Address:

Search for

Is The Entity A Farm Corporation: NO

Entity Name:

Applicant:

Co-Applicant:

Address:



**60-Day Advance Notification of Site Change of Use, Transfer of
Certificate of Completion, and/or Ownership**

Required by 6NYCRR Part 375-1.11(d) and 375-1.9(f)

To be submitted at least 60 days prior to change of use to:

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

I. Site Name: Main and Hertel **DEC Site ID No.** C915318

II. Contact Information of Person Submitting Notification:

Name: Marc A. Romanowski
Address1: 424 Main Street 1600 Liberty Building
Address2: Buffalo, NY 14202
Phone: 716-854-3400 E-mail: romanowski@ruppbaase.com

III. Type of Change and Date: Indicate the Type of Change(s) (check all that apply):

- Change in Ownership or Change in Remedial Party(ies)
 Transfer of Certificate of Completion (CoC)
 Other (e.g., any physical alteration or other change of use)

Proposed Date of Change (mm/dd/yyyy):

IV. Description: Describe proposed change(s) indicated above and attach maps, drawings, and/or parcel information.

The site was transferred from Keystone Corporation to the original Applicant, Main and Hertel, LLC, on September 29, 2017.

If "Other," the description must explain and advise the Department how such change may or may not affect the site's proposed, ongoing, or completed remedial program (attach additional sheets if needed).

V. **Certification Statement:** Where the change of use results in a change in ownership or in responsibility for the proposed, ongoing, or completed remedial program for the site, the following certification must be completed (by owner or designated representative; see §375-1.11(d)(3)(i)):

I hereby certify that the prospective purchaser and/or remedial party has been provided a copy of any order, agreement, Site Management Plan, or State Assistance Contract regarding the Site's remedial program as well as a copy of all approved remedial work plans and reports.

Name: _____
(Signature) _____
(Date)

(Print Name)

Address1: _____
Address2: _____
Phone: _____ E-mail: _____

VI. **Contact Information for New Owner, Remedial Party, or CoC Holder:** If the site will be sold or there will be a new remedial party, identify the prospective owner(s) or party(ies) along with contact information. If the site is subject to an Environmental Easement, Deed Restriction, or Site Management Plan requiring periodic certification of institutional controls/engineering controls (IC/ECs), indicate who will be the certifying party (attach additional sheets if needed).

Prospective Owner Prospective Remedial Party Prospective Owner Representative

Name: Main and Hertel, LLC
Address1: 1524 Springdell Circle
Address2: Provo, Utah 84604
Phone: _____ E-mail: _____

Certifying Party Name: TBD
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

VII. Agreement to Notify DEC after Transfer: If Section VI applies, and all or part of the site will be sold, a letter to notify the DEC of the completion of the transfer must be provided. If the current owner is also the holder of the CoC for the site, the CoC should be transferred to the new owner using DEC's form found at <http://www.dec.ny.gov/chemical/54736.html>. This form has its own filing requirements (see 6NYCRR Part 375-1.9(f)).

Signing below indicates that these notices will be provided to the DEC within the specified time frames. If the sale of the site also includes the transfer of a CoC, the DEC agrees to accept the notice given in VII.3 below in satisfaction of the notice required by VII.1 below (which normally must be submitted within 15 days of the sale of the site).

Within 30 days of the sale of the site, I agree to submit to the DEC:

1. the name and contact information for the new owner(s) (see §375-1.11(d)(3)(ii));
2. the name and contact information for any owner representative; and
3. a notice of transfer using the DEC's form found at <http://www.dec.ny.gov/chemical/54736.html> (see §375-1.9(f)).

Name: David Freeman
(Signature)

June 29, 2022
(Date)

David Freeman
(Print Name)

Address1: Main and Hertel, LLC

Address2: 1524 Springdell Circle, Provo, Utah 84604

Phone: _____ E-mail: dave@blackfishinvestments.com

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION



60-Day Advance Notification of Site Change of Use, Transfer of
Certificate of Completion, and/or Ownership
Required by 6NYCRR Part 375-1.11(d) and 375-1.9(f)

To be submitted at least 60 days prior to change of use to:

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

I. **Site Name:** Main and Hertel **DEC Site ID No.** C915318

II. **Contact Information of Person Submitting Notification:**

Name: Marc A. Romanowski
Address1: 1600 Liberty Building
Address2: Buffalo, New York 14202
Phone: 716.854.3400 E-mail: romanowski@ruppbaase.com

III. **Type of Change and Date:** Indicate the Type of Change(s) (check all that apply):

- Change in Ownership or Change in Remedial Party(ies)
 Transfer of Certificate of Completion (CoC)
 Other (e.g., any physical alteration or other change of use)

Proposed Date of Change (mm/dd/yyyy): June 3, 2022

IV. **Description:** Describe proposed change(s) indicated above and attach maps, drawings, and/or parcel information.

The Site will be transferred to 2929 MAIN, LLC as part of a Joint Venture with the current owner/applicant Main and Hertel, LLC.

If "Other," the description must explain and advise the Department how such change may or may not affect the site's proposed, ongoing, or completed remedial program (attach additional sheets if needed).

V. **Certification Statement:** Where the change of use results in a change in ownership or in responsibility for the proposed, ongoing, or completed remedial program for the site, the following certification must be completed (by owner or designated representative: see §375-1.11(d)(3)(i)):

I hereby certify that the prospective purchaser and/or remedial party has been provided a copy of any order, agreement, Site Management Plan, or State Assistance Contract regarding the Site's remedial program as well as a copy of all approved remedial work plans and reports.

Name: David Freeman (Signature) June 1, 2022 (Date)

David Freeman (Print Name)

Address1: 1425 North University Avenue
Address2: Provo, Utah 84604
Phone: _____ E-mail: dave@blackfishinvestments.com

VI. **Contact Information for New Owner, Remedial Party, or CoC Holder:** If the site will be sold or there will be a new remedial party, identify the prospective owner(s) or party(ies) along with contact information. If the site is subject to an Environmental Easement, Deed Restriction, or Site Management Plan requiring periodic certification of institutional controls/engineering controls (IC/ECs), indicate who will be the certifying party (attach additional sheets if needed).

Prospective Owner Prospective Remedial Party Prospective Owner Representative

Name: 2929 MAIN, LLC
Address1: 455 Cayuga Road, Suite 100
Address2: Buffalo, New York 14225
Phone: 716.829.1900 E-mail: eekman@mcguiredevelopment.com

Certifying Party Name: TBD
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

VII. Agreement to Notify DEC after Transfer: If Section VI applies, and all or part of the site will be sold, a letter to notify the DEC of the completion of the transfer must be provided. If the current owner is also the holder of the CoC for the site, the CoC should be transferred to the new owner using DEC's form found at <http://www.dec.ny.gov/chemical/54736.html>. This form has its own filing requirements (see 6NYCRR Part 375-1.9(f)).

Signing below indicates that these notices will be provided to the DEC within the specified time frames. If the sale of the site also includes the transfer of a CoC, the DEC agrees to accept the notice given in VII.3 below in satisfaction of the notice required by VII.1 below (which normally must be submitted within 15 days of the sale of the site).

Within 30 days of the sale of the site, I agree to submit to the DEC:

1. the name and contact information for the new owner(s) (see §375-1.11(d)(3)(ii));
2. the name and contact information for any owner representative; and
3. a notice of transfer using the DEC's form found at <http://www.dec.ny.gov/chemical/54736.html> (see §375-1.9(f)).

Name:


(Signature)

6/9/2022
(Date)

F. James McGuire

(Print Name)

Address 1: 455 Cayuga Road, Suite 100

Address 2: Buffalo, New York 14225

Phone: 716.829.1900

E-mail: eeckman@mcguiredevelopment.com



County Clerk's Recording Page

Return to:
BOX 147

Book Type: D Book: 11402 Page: 7409

Page Count: 5
Doc Type: DEED
Rec Date: 06/06/2022
Rec Time: 01:53:36 PM
Control #: 2022108577
UserID: Danielle D
Trans #: 22088216
Document Sequence Number
TT2021022468

Party 1:
MAIN&HERTEL LLC

Party 2:
2929 MAIN LLC

Recording Fees:

Consideration Amount: 369350.00

RECORDING	\$45.00
COE CO \$1 RET	\$1.00
COE STATE \$14.25 GEN	\$14.25
COE STATE \$4.75 RM	\$4.75
RP5217 CNTY \$9	\$9.00
RP5217 ST-NON RES \$241	\$241.00
TP584	\$10.00

BASIC MT	\$0.00
SONYMA MT	\$0.00
ADDL MT/NFTA	\$0.00
SP MT/M-RAIL	\$0.00
NY STATE TT	\$1,478.00
ROAD FUND TT	\$1,847.50

Total: \$3,650.50

STATE OF NEW YORK
ERIE COUNTY CLERK'S OFFICE

WARNING - THIS SHEET CONSTITUTES THE CLERK'S ENDORSEMENT REQUIRED BY SECTION 319&316-a (5) OF THE REAL PROPERTY LAW OF THE STATE OF NEW YORK. DO NOT DETACH. THIS IS NOT A BILL.

Michael P. Kearns
Erie County Clerk

Premises commonly known as:
2929 & 2939 Main Street
Buffalo, New York

BARGAIN AND SALE DEED
(With Covenant against Grantor's Acts)

THIS INDENTURE, made the 2nd day of June, 2022

Between

Main and Hertel LLC, a Delaware limited liability company with an office at
1524 Sprindell Circle, Provo, Utah 86404

Grantor(s),

and

2929 Main, LLC, a New York limited liability company with an office at
455 Cayuga Road, Suite 100, Buffalo, New York 14225

Grantee(s),

WITNESSETH, that the Grantor, in consideration of One and More Dollars (\$1.00 and more) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, does hereby grant and release unto the Grantee, its successors and assigns forever, all right title and interest of the Grantor in and to the real property set forth in Schedule A, annexed hereto and made a part hereof.

SUBJECT TO easements, covenants, and restrictions of record, if any.

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, its successors, and assigns forever.

THIS CONVEYANCE is being made as an initial capital contribution being paid by Grantor in exchange for an ownership interest in the Grantee.

THIS CONVEYANCE is also being made in order to combine Tax Parcel Nos. 79.70-5-1 and 79.70-5-2 into one Tax Parcel.

AND the Grantor covenants that it has not done or suffered anything whereby the said premises have been encumbered in any way whatever. The Grantor covenants further that, in compliance with Section 13 of the Lien Law, 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.

THE TERMS "Grantor" and "Grantee" shall be read as "Grantors" and "Grantees" whenever the sense of this deed so requires.

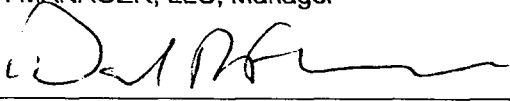
775801
deed - A
cty

IN WITNESS WHEREOF, the Grantor hereunto set his or her hand and seal the day and year first above written.

IN PRESENCE OF:


MAIN AND HERTEL LLC
Grantor

By: M&H MANAGER, LLC, Manager

By: 
David Freeman, Manager

STATE OF Florida)
COUNTY OF Oceola) ss.:

On the 7th day of June in the year 2022, before me, the undersigned notary public, personally appeared David Freeman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


Notary Public



SCHEDULE A

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lot No. 46, Township 11, Range 8 of the Holland Land Company's Survey, bounded and described as follows:

BEGINNING at a point in the southeasterly line of Main Street (99 feet wide), distant 340.80 feet southwesterly from the point of intersection of the said southeasterly line of Main Street with the southwesterly line of land conveyed to the Suspension Bridge and Erie Junction Railroad Co. (now or formerly Erie Railroad Co.) by deed recorded in the Erie County Clerk's Office in Liber 250 of Deeds at page 608, said point of beginning also being the southwesterly corner of lands conveyed to the Rock Oil Corporation by deed recorded in the Erie County Clerk's Office in Liber 4837 of Deeds at page 308; running

THENCE southwesterly along the southeasterly line of Main Street, 275.62 feet to a point;

THENCE southwesterly at right angles to said southeasterly line of Main Street 516.30 feet in a line drawn at right angles to the southwesterly line of lands of said Erie Railroad Co., said point being 289.92 feet southwesterly from the intersection of said right angle line and said southwesterly line of said Railroad's lands (as measured along said right angle line) said right angle line intersecting the southwesterly line of said Railroad's lands at a point 750 feet southeasterly from the intersection of said southwesterly line of said Railroad's lands with the southeasterly line of Main Street;

THENCE southwesterly along the continuation of said last described southwesterly line, .07 of a foot to a point;

THENCE southeasterly along a straight line, 224 feet to a point in a line drawn at right angles to the southwesterly line of said Railroad's lands, which point is distant 181.89 feet to the southwesterly from the southwesterly line of said Railroad's lands and which right angle line is distant 946.20 feet southeasterly from the southeasterly line of Main Street (as measured along the southwesterly line of said Railroad's lands);

THENCE easterly at an interior angle of 118° 51' 10", 181.89 feet to the southwesterly line of said Railroad's lands;

THENCE northwesterly along the said southwesterly line of said Railroad's lands, 362.25 feet to a point, which is 583.95 feet southeasterly from the intersection of the southwesterly line of said Railroad's lands and the southeasterly line of Main Street;

THENCE westerly at right angles and along the southeasterly line of lands conveyed to Smith and Sons Corporation by deed recorded in the Erie County Clerk's Office in Liber 1666 of Deeds at page 241, 89.26 feet to the southwesterly corner of lands so conveyed to Smith and Sons Corporation;

THENCE northwesterly in a straight line 177.23 feet more or less to a point 332.15 feet from the southeasterly line of Main Street, measured along a line parallel with the southwesterly line of said

Railroad's lands, said parallel line intersecting the southeasterly line of Main Street 200 feet southwesterly from the intersection of said southeasterly line of Main Street with the southwesterly line of said Railroad's lands;

THENCE northerly along said parallel line, 213.92 feet to the northeasterly corner of lands conveyed to the Rock Oil Corporation, as aforesaid;

THENCE southwesterly parallel with the southeasterly line of Main Street and along the southeasterly line of lands so conveyed to Rock Oil Corporation, 82.61 feet to the southeasterly corner of said lands;

THENCE northwesterly along the southwesterly line of lands so conveyed to the Rock Oil Corporation, 103.50 feet to the point of beginning.

FOR COUNTY USE ONLY

C1. SWIS Code 140200
 C2. Date Deed Recorded 6/6/22
 C3. Book 11402 C4. Page 7409



New York State Department of
Taxation and Finance
 Office of Real Property Tax Services
RP- 5217-PDF
 Real Property Transfer Report (8/10)

PROPERTY INFORMATION

1. Property Location 2929/2939 Main Street
* STREET NUMBER * STREET NAME
Buffalo 14214
* CITY OR TOWN * ZIP CODE
 2. Buyer Name 2929 Main, LLC
* LAST NAME/COMPANY FIRST NAME
LAST NAME/COMPANY FIRST NAME
 3. Tax Billing Address 2929 Main, LLC
Indicate where future Tax Bills are to be sent if other than buyer address(at bottom of form) LAST NAME/COMPANY FIRST NAME
455 Cayuga Road, Suite 100 Buffalo NY 14225
STREET NUMBER AND NAME CITY OR TOWN STATE ZIP CODE
 4. Indicate the number of Assessment Roll parcels transferred on the deed 2 # of Parcels OR Part of a Parcel (Only if Part of a Parcel) Check as they apply:
 4A. Planning Board with Subdivision Authority Exists
 5. Deed Property Size 276 X 300 OR 0.00
* FRONT FEET * DEPTH * ACRES
 4B. Subdivision Approval was Required for Transfer
 4C. Parcel Approved for Subdivision with Map Provided
 6. Seller Name Main and Hertel LLC
* LAST NAME/COMPANY FIRST NAME
LAST NAME/COMPANY FIRST NAME
 *7. Select the description which most accurately describes the use of the property at the time of sale:
 f. Commercial
 Check the boxes below as they apply:
 8. Ownership Type is Condominium
 9. New Construction on a Vacant Land
 10A. Property Located within an Agricultural District
 10B. Buyer received a disclosure notice indicating that the property is in an Agricultural District

SALE INFORMATION

11. Sale Contract Date NA
 * 12. Date of Sale/Transfer June 3, 2022
 *13. Full Sale Price \$ 369,350.00
(Full Sale Price is the total amount paid for the property including personal property. This payment may be in the form of cash, other property or goods, or the assumption of mortgages or other obligations.) Please round to the nearest whole dollar amount.
 14. Indicate the value of personal property included in the sale 0.00
 15. Check one or more of these conditions as applicable to transfer:
 A. Sale Between Relatives or Former Relatives
 B. Sale between Related Companies or Partners in Business.
 C. One of the Buyers is also a Seller
 D. Buyer or Seller is Government Agency or Lending Institution
 E. Deed Type not Warranty or Bargain and Sale (Specify Below)
 F. Sale of Fractional or Less than Fee Interest (Specify Below)
 G. Significant Change in Property Between Taxable Status and Sale Dates
 H. Sale of Business is Included in Sale Price
 I. Other Unusual Factors Affecting Sale Price (Specify Below)
 J. None
 *Comment(s) on Condition:
 Conveyance of Real Property in exchange for LLC interest

ASSESSMENT INFORMATION - Data should reflect the latest Final Assessment Roll and Tax Bill

16. Year of Assessment Roll from which Information taken(YY) 22 *17. Total Assessed Value 890,000
 *18. Property Class 464 *19. School District Name Buffalo
 *20. Tax Map Identifier(s)/Roll Identifier(s) (if more than four, attach sheet with additional identifier(s))
79.70-5-1 79.70-5-2

CERTIFICATION

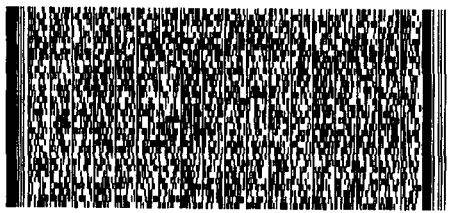
I Certify that all of the items of Information entered on this form are true and correct (to the best of my knowledge and belief) and I understand that the making of any willful false statement of material fact herein subject me to the provisions of the penal law relative to the making and filing of false instruments.

SELLER SIGNATURE

 SELLER SIGNATURE DATE June 2, 2022
BUYER SIGNATURE
2929 Main, LLC

 BUYER SIGNATURE DATE June 3, 2022

BUYER CONTACT INFORMATION
(Enter information for the buyer. Note: If buyer is LLC, society, association, corporation, joint stock company, estate or entity that is not an individual agent or fiduciary, then a name and contact information of an individual/responsible party who can answer questions regarding the transfer must be entered. Type or print clearly.)
McGuire F. James
* LAST NAME FIRST NAME
455 Cayuga Road, Suite 100
* AREA CODE * TELEPHONE NUMBER (Ex: 9099999)
* STREET NUMBER * STREET NAME
Buffalo NY 14225
* CITY OR TOWN * STATE * ZIP CODE
BUYER'S ATTORNEY
Blinkoff Michael
LAST NAME FIRST NAME
(716) 332-6104
AREA CODE TELEPHONE NUMBER (Ex: 9099999)



2929-2939 MAIN STREET, BUFFALO, NY 14214

2929 MAIN, LLC

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being a Managing Member of 2929 MAIN, LLC, a New York corporation (the "Corporation"), hereby consents to the adoption of the following resolution without a meeting:

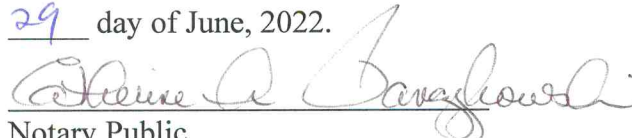
RESOLVED, that the Managing Members of the Corporation, David R. Freeman and F. James McGuire are hereby individually authorized, empowered and directed to take all such action on behalf of the Corporation as they may deem necessary, appropriate or advisable to permit 2929 MAIN, LLC to enter into and participate in the New York State Department of Environmental Conservation Brownfield Cleanup Program.

Dated: June 29, 2022

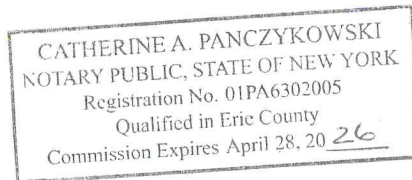


F. James McGuire Managing Member

Sworn to before me this
29 day of June, 2022.



Notary Public



2929 Main, LLC Volunteer Statement

The 2929 Main, LLC (“2929 Main”) entity came into existence on April 21, 2022 and was formed for the sole purpose of creating a joint venture between the existing Volunteer Applicant, Main and Hertel, LLC and McGuire Development. Main and Hertel, LLC has been engaged in the Brownfield Cleanup Program since it took title to the Site and McGuire only through the creation of the joint venture entity 2929 Main. Any of the contaminants that are being addressed are solely related to the prior paint and plating operations and all parties have exercised due care with the ongoing remedial activities since the Site was originally entered into the Brownfield Cleanup Program in 2018. As such, 2929 Main is a Volunteer as defined by N.Y. ECL 27-1405.

2929 Main, LLC Member Listing

MEMBER	MEMBERSHIP PERCENTAGE
MAIN & HERTEL LLC	58.5%
MDC RAILS, LLC	41.5%
Total:	100%