

CONSENT BY APPLICANT

Applicant hereby consents to the issuing and entering of this Agreement, waives Applicant's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

Queen City Landing, LLC

By: Gerald R Buchheit, Jr.

Title: GENERAL MANAGER

Date: June 20, 2016

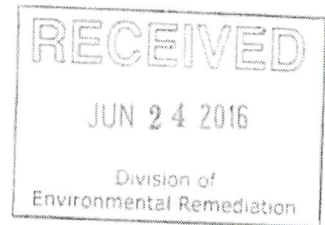
STATE OF NEW YORK )  
 ) ss:  
 COUNTY OF Erie )

On the 20<sup>th</sup> day of June in the year 20 16, before me, the undersigned, personally appeared Gerald Buchheit, Jr., personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name 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.

Amelia A Florea  
 Signature and Office of individual  
 taking acknowledgment

AMELIA A FLOREA  
 Notary Public, State of New York  
 Registration #01BU6189868  
 Qualified In Erie County  
 Commission Expires June 30, 2016

**CONSENT OF MEMBERS OF  
QUEEN CITY LANDING, LLC  
FOR ACTION WITHOUT A MEETING**



We, the undersigned, being all the members of Queen City Landing, LLC, (the "LLC") do hereby agree and consent, pursuant to terms the Operating Agreement and pursuant to section 407 of the Limited Liability Company Law, to the adoption of the following resolution authorizing the following without a meeting on written consent.

**RESOLVED**, that Gerald A. Buchheit, Jr., one of the Managers of Queen City Landing, LLC (hereinafter referred to as the "Company"), is hereby authorized on behalf of and in the name of the Company and from time to time to:

(a) Sign and return the Brownfield Cleanup Agreements for Site No. C915305 and C915304. The provisions of the current Operating Agreement do not prohibit or otherwise restrict the Company from entering into the contemplated transaction.

**RESOLVED**, that this Resolution shall continue in full force and effect, and that it may be relied upon and acted upon until actual receipt of a written notice revoking same.

**RESOLVED**, that any Manager of this LLC be and he or she hereby is, authorized, directed and empowered, acting alone, in the name and on behalf of this LLC, to execute and deliver all such other writings (including, but not limited to, agreements, instruments, financing statements and certificates), and take all such other actions, as may be necessary or appropriate in his or her judgment in connection with the foregoing transactions.

**RESOLVED**, that this Consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, e.g., [www.docuSign.com](http://www.docuSign.com)) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

SIGNATURE PAGES TO FOLLOW

SIGNATURE PAGE TO CONSENT OF MEMBERS OF QUEEN CITY LANDING, LLC FOR  
ACTION WITHOUT A MEETING

Dated: June 20, 2016

MEMBERS

QUEEN CITY LANDINGS SOUTH, LLC



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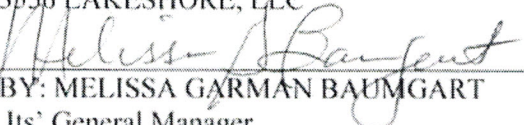
BY: GERALD A. BUCHHEIT, JR.,  
Its' General Manager

SIGNATURE PAGE TO CONSENT OF MEMBERS OF QUEEN CITY LANDING, LLC FOR  
ACTION WITHOUT A MEETING

Dated: June 20, 2016

MEMBERS

3556 LAKESHORE, LLC

  
BY: MELISSA GARMAN BAUMGART

Its' General Manager

# NYS Department of State

## Division of Corporations

### Entity Information

The information contained in this database is current through July 20, 2016.

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Selected Entity Name: 3556 LAKESHORE, LLC

Selected Entity Status Information

**Current Entity Name:** 3556 LAKESHORE, LLC

**DOS ID #:** 3937168

**Initial DOS Filing Date:** APRIL 15, 2010

**County:** ERIE

**Jurisdiction:** NEW YORK

**Entity Type:** DOMESTIC LIMITED LIABILITY COMPANY

**Current Entity Status:** ACTIVE

Selected Entity Address Information

**DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)**

C/O R& P OAK HILL LLC

3556 LAKESHORE ROAD, SUITE 620

BUFFALO, NEW YORK, 14219

**Registered Agent**

NONE

This office does not require or maintain information regarding the names and addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this

# NYS Department of State

## Division of Corporations

### Entity Information

The information contained in this database is current through July 20, 2016.

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Selected Entity Name: R & P OAK HILL LLC

Selected Entity Status Information

**Current Entity Name:** R & P OAK HILL LLC

**DOS ID #:** 2394548

**Initial DOS Filing Date:** JULY 01, 1999

**County:** ERIE

**Jurisdiction:** DELAWARE

**Entity Type:** FOREIGN LIMITED LIABILITY COMPANY

**Current Entity Status:** ACTIVE

Selected Entity Address Information

**DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)**

R & P OAK HILL LLC

3556 LAKESHORE RD

SUITE 620

BUFFALO, NEW YORK, 14219-1460

**Registered Agent**

NONE

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# NYS Department of State

## Division of Corporations

### Entity Information

The information contained in this database is current through July 20, 2016.

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Selected Entity Name: R & P OAK HILL DEVELOPMENT LLC

Selected Entity Status Information

**Current Entity Name:** R & P OAK HILL DEVELOPMENT LLC

**DOS ID #:** 3334371

**Initial DOS Filing Date:** MARCH 15, 2006

**County:** ERIE

**Jurisdiction:** NEW YORK

**Entity Type:** DOMESTIC LIMITED LIABILITY COMPANY

**Current Entity Status:** ACTIVE

Selected Entity Address Information

**DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)**

R & P OAK HILL DEVELOPMENT LLC

ATTN: MELISSA BAUMGART

3556 LAKESHORE ROAD SUITE 620

BUFFALO, NEW YORK, 14219

**Registered Agent**

NONE

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