

THE PORT AUTHORITY OF NY & NJ
PROCUREMENT DEPARTMENT
4 WORLD TRADE CENTER
150 GREENWICH STREET, 21ST FLOOR
NEW YORK, NY 10007

Date: December 7, 2015

ADDENDUM #2

To prospective Respondents to Request for Expressions of Interest (RFEI) # 44053: Lease of Property Located at Port Ivory in Staten Island, New York

Responses due December 21, 2015, no later than 2:00 PM EST

QUESTIONS AND ANSWERS

The following information is made available in response to questions submitted by prospective Respondents to the Port Authority of New York and New Jersey's (the "Port Authority") RFEI to lease property located at Port Ivory in Staten Island, New York. It addresses only those questions that the Port Authority has deemed to require additional information and/or clarification. The fact that information has not been supplied with respect to any questions asked by a Respondent does not mean or imply anything (nor should it be deemed to have any meaning, construction or implication) with respect to the terms and provisions of the RFEI, which will be construed without reference to such questions.

The Port Authority makes no representations, warranties or guarantees that the information contained herein is accurate, complete or timely or that such information accurately represents the conditions that would be encountered during the performance of the Contract. The furnishing of such information by the Port Authority shall not create or be deemed to create any obligation or liability upon it for any reason whatsoever and each Respondent, by submitting its response, expressly agrees that it has not relied upon the foregoing information, and that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever. Accordingly, nothing contained herein and no representation, statement or promise, of the Port Authority, its Commissioners, officers, agents, representatives, or employees, orally or in writing, shall impair or limit the effect of the warranties of the Respondent required by this RFEI and the Respondent agrees that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever.

	Question/Request	Answer
1	Utilities – location (on site, nearby, etc.) and capacity of all utilities including sewer, water, electric, and gas service. Will there be any restrictions regarding utilities brought into the site?	Electric service is available off the closest electric pole closest to Parcel C at Port Ivory In addition, subsurface utilities are located at the corner of Western Avenue and Richmond Terrace. There will be no anticipated restrictions to bringing utilities into the site.

2	<p>Geotech –</p> <p>A. Are there any borings or seismic testing done on soil that can be shared?</p> <p>B. Would piles or deep foundations be needed for heavy development?</p> <p>C. What are the soil loading characteristics?</p>	<p>A. The Port Authority does not have any such borings or seismic testing.</p> <p>B. The Port Authority cannot provide an answer to this question. For informational purposes only and to the best of our knowledge, buildings proximate to the Site are pile-supported slabs approximately 3’-4’ down in soft soil. Proximate Building #80, on the high point of the property, is built on hard clay.</p> <p>C. The soil loading characteristics at the Site are unknown at this time.</p>
3	<p>Survey:</p> <p>A. Can you share the latest survey of the property?</p> <p>B. Where are the wetlands and natural gas pipeline?</p> <p>C. What are the restrictions of building near the pipeline?</p> <p>D. Are there any specific details about the pipeline easement that can be shared?</p>	<p>A. See attached document entitled 3A.</p> <p>B. See attached document entitled 3B</p> <p>C. See attached document entitled 3C & 3D</p> <p>D. See attached document entitled 3C & 3D.</p>
4	<p>Elevations:</p> <p>A. Can you provide any information on the elevation of the property or the required filling to get the development site above the required Based Flood Elevation?</p> <p>B. Is there a topographical map?</p>	<p>A. Elevations are not available for the entire property, for a limited portion of it. See the information conveyed in the Attachments 4B and 4B-1.</p> <p>Further information can be provided only in relation to a proposed development from the lessee.</p> <p>B. See the information conveyed in Attachments 4B and 4B-1.</p>
5	<p>Environmental:</p> <p>A. Is there any history of contamination (brownfield) issues at the site?</p> <p>B. Can you provide any other environmental records on the property (anything from DEC or prior capping)?</p>	<p>A. See attached document entitled Attachment 5A & 5B.</p> <p>B. See attached document entitled Attachment 5A & 5B.</p>

6	<p>Access:</p> <p>A. What is the main point of access for trucks, cars, and rail?</p> <p>B. Could the lessee have its own dedicated access off of Western Ave that is separate from the rest of the port facility?</p>	<p>A. The main point of access for vehicles Gate at Western Avenue and Richmond Terrace. The main point of access for rail is ExpressRail Staten Island, located 300 Western Avenue.</p> <p>B. Any potential segregated access has to approved by the U.S. Coast Guard. See the answer to Question 9 for elaboration.</p>
7	<p>Permitting: If known at this time, what government agencies will need to be involved in permitting?</p>	<p>At minimum, the following agencies or organizations will be involved in permitting:</p> <ul style="list-style-type: none"> • Port Authority of New York and New Jersey. • New York State Department of Environmental Conservation. • U.S. Coast Guard
8	<p>Port Authority rules and restrictions:</p> <p>A. Will there be special Port Authority rules / restrictions on site access, use and/or building construction?</p> <p>B. Will all visitors need to go through port security or is it possible to adjust port boundary to allow for visitors to arrive without port security?</p>	<p>A. The lessee and tenants must adhere to all applicable U.S. Coast Guard rules and restrictions governing site access, as well as to all applicable Port Authority security-related rules and restrictions, which would be conveyed to the selected lessee.</p> <p>The only restriction on the use of the site is that the lessee/tenant must use Parcel C as a maritime-related business, i.e. one that is related to waterborne cargo and shipment.</p> <p>B. The Parcel C area would need to be segregated from the adjacent Global NY terminal, which is a container terminal (www.nycterminal.com). The lessee/tenant will be responsible for filing a Facility Security Plan with the US Coast Guard and for ensuring compliance with the approved plan. The lessee/tenant must be compliant with all federal maritime security regulations.</p>

This communication should be initialed by you and annexed to your response upon submission. In case any Respondent fails to conform to these instructions, its response will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NEW YORK & NEW JERSEY

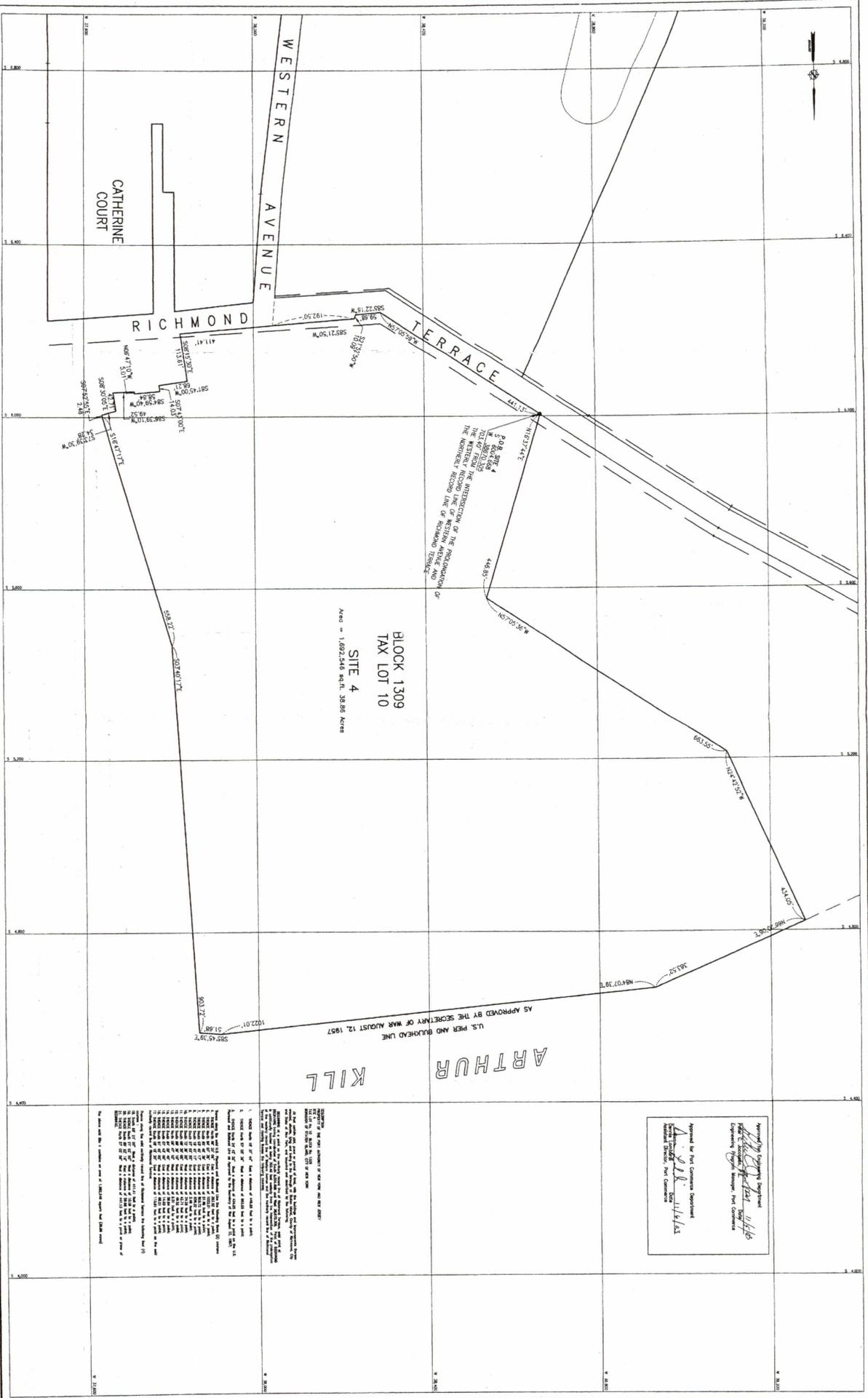
CARMEN REIN
GENERAL MANAGER

RESPONDENT'S NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO JAMES SUMMERVILLE:
JSUMMERVILLE@PANYNJ.GOV, 212-435-4642

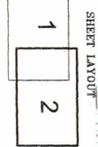


Approved by Port Company Appointed
 Surveying Engineer
 [Signature]
 Approved by Port Company Appointed
 [Signature]
 Approved by Port Company Appointed
 [Signature]

ARTHUR KILL
 AS APPROVED BY THE SECRETARY OF MAP AUGUST 12, 1957
 U.S. PER AND BUREAU LINE

IMPORTANT NOTE:
 THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY HAS THE HONOR OF RECORDING THIS SURVEY IN THE OFFICE OF THE CLERK OF SUPERIOR COURT IN THE COUNTY OF RICHMOND, NEW YORK. THE ORIGINAL RECORD COPY OF THIS SURVEY IS FILED IN THE OFFICE OF THE CLERK OF SUPERIOR COURT IN THE COUNTY OF RICHMOND, NEW YORK. THE ORIGINAL RECORD COPY OF THIS SURVEY IS FILED IN THE OFFICE OF THE CLERK OF SUPERIOR COURT IN THE COUNTY OF RICHMOND, NEW YORK.

The Boundary Survey of Blocks 1309, 1338 and 1339 Situate in Borough of Staten Island County of Richmond, City and State of New York Showing Sites 1, 2, 3 & 4 to be Addressed Under NYSDEC's Voluntary Cleanup Program



CONVEYANCE AND BOUNDARY SURVEYING, INC. HAS THE HONOR OF RECORDING THIS SURVEY IN THE OFFICE OF THE CLERK OF SUPERIOR COURT IN THE COUNTY OF RICHMOND, NEW YORK. THE ORIGINAL RECORD COPY OF THIS SURVEY IS FILED IN THE OFFICE OF THE CLERK OF SUPERIOR COURT IN THE COUNTY OF RICHMOND, NEW YORK. THE ORIGINAL RECORD COPY OF THIS SURVEY IS FILED IN THE OFFICE OF THE CLERK OF SUPERIOR COURT IN THE COUNTY OF RICHMOND, NEW YORK.

ROGERS SURVEYING, P.L.C.
 11000 National Avenue, Suite 1000, Richmond, NY 12250
 (716) 494-7444 Fax (716) 494-5800

This drawing, subject to conditions, is intended for use in connection with the proposed development. It is not to be used for any other purpose. The Port Authority of New York and New Jersey is not responsible for the accuracy of the information provided herein. The user of this drawing is advised to verify the accuracy of the information provided herein.

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
 Port Ivory Facilities
 Staten Island, New York



U.S. Fish and Wildlife Service
National Wetlands Inventory

Port Ivory Facility

Nov 17, 2015



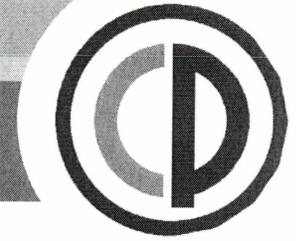
- Wetlands**
- Freshwater Emergent
 - Freshwater Forested/Shrub
 - Estuarine and Marine Deepwater
 - Estuarine and Marine
 - Freshwater Pond
 - Lake
 - Riverine
 - Other
- Riparian**
- Herbaceous
 - Forested/Shrub
- Riparian Status**
- Digital Data

This map is for general reference only. The US Fish and Wildlife Service is not responsible for the accuracy or currentness of the base data shown on this map. All wetland data should be used in accordance with the layer metadata found on the Wetlands Mapper web site.



User Remarks:
 Site 3 Area 3B

3C + 3D



About Your Easement with Colonial

A Word About Easements...

The pipeline right of way or easement is the area over and on either side of the pipeline in which you and Colonial Pipeline share a legal interest. An easement agreement, which was negotiated when the pipeline was installed, gives Colonial the legal right to bury, maintain and retain access to the pipeline on your property for general maintenance and repair. Changes in property ownership do not alter the easement agreement, which remains valid regardless of the owner. Landowners can obtain a copy of their individual easement agreement from their local county courthouse.

Many activities are allowed on the pipeline right of way. But there are also usage restrictions to ensure your safety, the safety of your family and of your community. General right of way "do's and don'ts" are listed on this page. If you have any questions about whether a specific activity is allowed, contact Land Management Services at 1.800.925.7473, extension 2487.

When We Access Your Property

Colonial may access your property to inspect the pipeline, perform maintenance, or mow and clear the pipeline right of way. Mowing and clearing activities keep the right of way clear of overgrowth that can restrict safety observations of the pipeline corridor from the air or during foot patrols.

Colonial makes reasonable efforts to notify you prior to accessing your property. When maintenance is scheduled, you will likely receive a letter explaining the planned work and a personal introduction when we enter your property. If work is unscheduled, Colonial will attempt to contact you in person prior to the start of work. If you are not home, a message will be left on your door.

Call Before You Dig

Colonial posts, yellow, red and black pipeline markers at regular locations along the right of way. These markers indicate that a pipeline is buried below, but do not show the exact location or depth. That's why whenever you will be digging in the vicinity of the pipeline, it is important to call 811, the national one call locating service. A single call to 811 gets all underground lines marked for free and prevents damage to the pipeline, loss of service, delay of your project, fines, injury or even death.



Know what's below ... Always Call 811 before you dig.

Allowed Activities

- Shallow cultivation of lawns, flower and vegetable gardens, provided the digging depth does not exceed 12 inches
- Installation of low-growing ornamental shrubs with a maximum expected height of 4 feet; Shrubs must be maintained by owner at a 4 foot height
- Livestock grazing
- Use as a play area, provided no equipment/structures are permanently installed or staked to the ground
- Use as sports field, park, walking trail, etc., subject to specific easement use restrictions

Right of Way Restrictions

- **NO** mechanized ditching or excavation within 5 feet of the extremities of the pipeline; hand digging only within 2 feet of the pipeline
- **NO** excavation or construction over the pipeline or within the right of way without Colonial personnel present
- **NO** sub-grading, grading or fill placed over the pipeline unless approved by Colonial
- **NO** impoundment of water (installation of pools, ponds, etc.)
- **NO** permanent structures (buildings, sheds, decks, patios, concrete slabs, etc.)
- **NO** obscuring of pipeline markers from public view
- **NO** heavy equipment or vehicles parked or moved across the right of way without Colonial engineering analysis & approval
- **NO** trees planted on the right of way
- **NO** wells or boring activities
- **NO** blasting in the vicinity of the pipeline
- **NO** pile driving
- **NO** storage of flammable materials or burning of trash/debris on the right of way
- **NO** fences, roads, or temporary structures without written consent from Colonial

P&GM PORT IVORY LANDFILL

THICKNESS CONTOURS OF CACO₃ (in feet)



Data taken from Recon Systems Inc. Landfill Closure Report, 7/19/94,
Vol. 1, Appendix V, Fill Volume Calculations

Hand contours by A. Hubler, 5/9/07

The Port Authority of New York & New Jersey
HHMT – Port Ivory Facility – Site 3
Area 3B Environmental History and Status

Site Description

The Howland Hook Marine Terminal (HHMT) - Port Ivory Facility, located at 40 Western Avenue, Staten Island, New York, is in the New York State Department of Environmental Conservation (NYSDEC) Voluntary Cleanup Program (VCP) and consists of three “Sites”, which are designated Site Numbers 00615-2 (“Site 1”), 00674-2 (“Site 2”), and 00675-2 (“Site 3”) (refer to the attached Figure 2). (NYSDEC issued a Release and Covenant Not to Sue for Site 1 on May 27, 2014 and a Release and Covenant Not to Sue for Site 2 was issued on October 23, 2013.) Site 3 consists of Area 3A, which encompasses approximately 41.3 acres and Area 3B, which encompasses approximately 38.9 acres.

Area 3B, which is located north of Richmond Terrace, is bordered by the Arthur Kill to the north, northeast, and northwest, marsh areas and vacant land to the east, Richmond Terrace and an extension of Richmond Terrace to the south and marsh areas at the confluence of Bridge Creek and the Arthur Kill to the west. Vehicular access to Area 3B is provided from the extension of Richmond Terrace. Area 3B is currently improved only with piers and barge slips, a gravel parking area and a small guard shack. Parts of Area 3B are wetlands and associated buffer zones (refer to the attached National Wetlands Inventory figure showing the approximate locations of the wetlands areas). There is a closed construction and demolition (C&D) landfill in the northwestern portion of Area 3B.

Surcharge soil, which is estimated to be between 6 and 12 feet above the landfill cover surface, is stockpiled on the landfill east and west of a Colonial pipeline easement. Additionally, between 2013 and 2014, the Port Authority transported additional surcharge soil from Site 1, and soil generated during trench excavation work at Sites 1 and 2, to the eastern and southern portions of the landfill in accordance with NYSDEC approval. The stockpiled soil was graded and sloped, covered with one-foot of soil which meets NYSDEC criteria, and soil erosion and sediment controls were installed.

Site History and Environmental Investigation and Remediation

Between the early 1900s and 1991, Proctor and Gamble (P&G), the former Site owner/operator, developed portions of the HHMT – Port Ivory Facility for use as a consumer goods manufacturing facility. Previous activities performed at Area 3B consisted of the loading and unloading of barges at the piers. In addition, based on mapping, reports and other information provided by P&G, a variety of materials were stored in Area 3B, including fuel oils (No. 2, No. 4, and No. 6) as well as soap ash. P&G owned and operated the C&D landfill between 1958 and 1989, when the landfill was closed. The Port Authority purchased the P&G property, including the landfill, in 2000.

Previous investigation conducted at the Site between 2000 and 2007 revealed that soil is impacted by metals and organic compounds as a result of historic fill materials placed throughout the Site by P&G. Additionally, petroleum was encountered in soil due to prior Site use unrelated to the Port Authority. The presence of historic fill and petroleum in soil resulted in minimal impacts to groundwater. Areas of Concern (AOCs) were identified at Site 3 and were subsequently investigated. In Area 3B, four AOCs (“Northern Area”, “EM-7A”, “MW-13-N4” and “D-45/MW-26”) were investigated (refer to the attached Figure 2). As part of the Interim Remedial Measure completed in 2013, product was successfully removed from one monitoring well in AOC-EM-7A, and the results of analyses of groundwater samples collected in AOC-Northern Area, AOC- MW-13-N4 and AOC-D-45/MW-26 were below regulatory criteria. Therefore, the remedial action in Site 3, Area 3B, other than establishment of a Deed Restriction and construction of an environmental cap, is considered complete.

Remedial Action Plan

The Port Authority is currently finalizing the Remedial Action Work Plan (RAWP) for Site 3 and it is anticipated that the RAWP will be submitted to the NYSDEC for final approval before the end of 2015. As stated in the RAWP, Institutional and Engineering Controls (ICs/ECs) are required to protect human health and the environment. In Area 3B, the ECs/ICs consist of the following:

- The EC will consist of a gravel or soil cap where they currently exist. The remaining parts of Area 3B will not be capped and access to Area 3B will be restricted by an existing fence or construction of an 8-foot high chain link fence along Richmond Terrace, since, as of the date of preparation of the RAWP, Area 3B is not used by facility personnel and near-term redevelopment was not planned.
- The IC will consist of a Deed Restriction which would limit the disturbance of soil and create a method to ensure the integrity of the ECs. The use of groundwater as a source of potable water, without necessary water quality treatment as determined by NYSDOH, will be restricted. Additionally, the Deed Restriction will limit the use and development of the property to industrial/commercial uses.

At this time, the RAWP indicates that Port Authority has no plans to construct a building in Area 3B. Should the Port Authority or its tenants plan to construct a building in Site 3, Area 3B, the Port Authority would, at a minimum, be required to notify the NYSDEC and NYSDOH in advance of construction/occupancy.

The Port Authority is required to perform annual inspections of the closed C&D Landfill in Area 3B to assess the condition of the landfill cover and identify disturbed areas of the landfill cover (if any). The area stabilized along the Arthur Kill shoreline and the soil stockpiles must also be inspected. Additionally, the soil erosion and sediment controls must be inspected periodically to confirm that they are maintained. The results of the inspections must be summarized in landfill summary letters, which are due to the NYSDEC on an annual basis in November.

Under the VCP, a Site Management Plan (SMP) is required to obtain a release letter for a site. The SMP will be prepared and submitted to the NYSDEC following NYSDEC's approval of the RAWP. Three types of monitoring (groundwater, surface water, and engineering controls inspection) will be required following completion of implementation of the remedial action and the establishment of a Deed Restriction. Proper maintenance and periodic inspection of the ECs will be required as described in the SMP. Any planned disturbances below the ground surface after the remedial action is completed will require NYSDEC approval.