

CITY OF GENEVA, NEW YORK

Industrial Development Agency

SALE/LEASEBACK ASSISTANCE APPLICATION

INTRODUCTION

The applicant is responsible for the submission of a complete financial assistance package which includes:

- 1) Completed Sale/Leaseback Assistance Application and all supporting documents
- 2) Completed Environmental Assessment Form
- 3) Application Fee
- 4) Counsel Retainer Fee

Non-Refundable Application Fee: \$500.00*

*(*To be submitted to GIDA with Sale/Leaseback Assistance Application)*

APPLICATION MUST BE COMPLETE

IDA ADMINISTRATION FEE:

The Applicant shall pay to the Agency an administrative fee of one percent of the total project cost, which amount is payable at closing.

APPLICATION FOR SALE/LEASE BACK ASSISTANCE

Company Name: Geneva Land LLC _____

Address: 1170 Pittsford Victor Road _____

City: Rochester _____ State: NY _____ Zip: 14534

APPLICANT INFORMATION:

Contact Person: Kevin Morgan _____ Title: VP

Phone Number: (585) 419-9630 _____ Fax Number: (585) 419-9636

E-Mail: kevin.morgan@morganmanagement.com _____

Federal ID Number: 45-1601139

Attach schematic if Applicant is subsidiary or otherwise affiliated with another entity.

Corporation: Type of Corporation _____

Partnership: _____ General _____ Limited

CORPORATE STRUCTURE:

Number of general partners _____ and, if applicable

Number of limited partners _____

D Limited Liability Company/Partnership:

Number of members/partners: 1 _____

D Sole Proprietorship:

Date of establishment/incorporation: _____ / _____ / _____

Place of organization: City: _____ State: _____

Is the applicant authorized to do business in the State of New York? Yes _____ No _____

Principal Officers and Owners:

Name:	Title:
Robert Morgan	Manager

Robert Morgan	Manager

APPLICANT'S COUNSEL:

Firm Name: FIX SPINDELMAN BROVITZ & GOLDMAN, PC _____

Attorney Name: Jordan E. Morgenstern, Esq.

Address: 295 Woodcliff Dr., Suite 200 _____

City: Fairport _____ State: NY _____ Zip: 14450 _____

Phone Number: (585) 641-8000 _____ Fax Number: (585) 641-8080 _____

E-Mail: jmorgenstern@fixspin.com _____

PROJECT INFORMATION:

Type of Project

New Building and/or Equipment Refinancing Transfer Other

Additional Facility Amendment Second Mortgage

Describe the proposed acquisition, construction or reconstruction, purchase of equipment, and other project items. Explain the reason for the project and the benefits for the applicant. Explain how the project will be used.

See attached project description.

Project Address: Hamilton Street _____

City: Geneva _____ State: NY _____ Zip: 14456 _____

Municipality: (City/Town/Village) City of Geneva _____

School District: Geneva City School District _____

Tax Map Number: 104.18-03-47.12; 104.18-03-17; 104.18-03-16; 104.18-03-49; 104.18-03-50; 104.18-03-47.11 _____

Owner of Record: Geneva Land LLC and Geneva Shopping Center, LLC _____

Proposed Owner of Record: same _____

Principal Use of Project Upon Completion: Retail _____

Current Zoning: B-1 Business Commercial _____ **Does Project Comply with Existing Zoning:** Yes No

Necessary Variances: a. Signage and façade for Tops _____ b. _____ c. _____ d. _____

Size of Building/Addition: Existing Sq Ft: 0 _____ New Sq Ft: Fuel Kiosk 220.5 _____ Total Sq Ft: 220.5

Type of Building: Newly constructed Tops Fuel Kiosk; block building renovation _____

Permits Required: fuel kiosk - special use b. building c. _____ d. _____
(e.g., air, water, wastewater, other)

Timeline for completion of SEQR review, site plan review, obtaining of permits or variances:

Site plan and SEQR review submitted. Zoning variance to be submitted.

Applicant is the Current Site Owner? Yes for Fuel Kiosk No Tops Plaza space

If No, is the Site under purchase contract/option? Yes No **Purchase Contract/Option Expiration:** NA; sublease pending

Details of the Purchase Contract/Option: _____

Will the project be subleased*? Yes No If yes, please fill in the table below. See attached plaza rent roll.

Company Name	Address	Relationship to Applicant	Type of Business

***Potential sublease(s) of any Geneva IDA owned building must be pre-approved by the Agency Board throughout the term of an active sale/leaseback agreement.**

Does the applicant or proposed occupant of the project have any other locations in the NY State? D X Yes D No

See attached Tops location schedule.

Company Name	Address

Will the project result in the removal of a plant or facility of the applicant's or another proposed occupant of the project from one area of New York State to another area of the State? __ Yes No

* As evidence of its continuing commitment to being a neighborhood food store throughout Western and Central New York, this new/proposed grocery store (with an accessory fuel station) will allow Tops Friendly Markets to continue serving the food, fuel and grocery needs of Geneva and Ontario County beyond the term of its existing lease that expires in October 2012.

Will the project result in the abandonment of one or more plants or facilities of the applicant or other occupants of the project located in New York State? __ Yes No

* As evidence of its continuing commitment to being a neighborhood food store throughout Western and Central New York, this new/proposed grocery store (with an accessory fuel station) will allow Tops Friendly Markets to continue serving the food, fuel and grocery needs of Geneva and Ontario County beyond the term of its existing lease that expires in October 2012.

If the answer to either of the preceding questions was "Yes" please answer the following two questions:

1. **Has the applicant or another proposed occupant of the project considered removing such other plant or facility to a location outside New York State? __ Yes __ No**

If yes, please explain in detail: _____

2. **Is the project reasonably necessary to preserve the competitive position of the applicant or another proposed occupant of the project in its respective industry? __ Yes __ No**

If yes, please explain in detail: _____

Would this project proceed without IDA assistance? __ Yes No

If no, explain why IDA assistance is necessary. Check all that apply and explain individual circumstances:

Competitive pressure

Financial Assistance

Cost of doing business (high taxes, wages, workers
compensation insurance, etc.)

Location/Transportation close to markets

Explain: _____

Please attach market studies or business analysis to assist in illustrating need.

Record the number of jobs to be retained because of this project. Retained jobs are those that represent full time equivalent positions filled at the time of the application. During the three year projection period, retained positions are those that will be preserved by the company because of this project. Retained positions can stay the same throughout the three (3) year period or can decrease but can not increase above the initial number reported.

Estimate the number of jobs to be created by this project. Created jobs represent new full-time equivalent positions expected to be filled because of this project.

Please complete the annual payroll, over the next three (3) years. If there is more than one proposed occupant, job reporting must be included for each.

Attach the appropriate NYS-45MN (top section, number of employees only), W-3 or other forms that substantiate current year numbers reported below. Please do not include any specific employee information such as name, social security number or wages. Attach reconciliations as necessary.

Full Time Equivalents As of 12/31/ <u> </u> (last full calendar year)					Annual Payroll
		Regular	Temporary/ Seasonal		Construction
		Retained	New	Retained	New
Current in County					Tops Kiosk:
Project	Year 1		31 FT & 60PT		175 \$1679000
	Year2		31 FT & 60PT		\$1679000
	Year3		31 FT & 60PT		\$1679000

Please keep in mind the recapture of benefits provisions of Section E of the City of Geneva IDA Uniform Tax Exemption Policy as estimates are prepared.

Project Cost:

Land:	\$	Soft Costs:
Building:		
Renovation	\$3,827,483	Engineering \$25,000
Acquisition	\$	Architect \$25,000
Expansion	\$	Fees/Permits \$7,500
New Building	\$ 933,000	*Geneva IDA fee \$50,407
Equipment:		**Legal Fees \$45,500
Manufacturing	\$	(**Including transaction counsel, Agency Counsel, Applicant Counsel, Bank Counsel).
Non-Manufacturing	\$	Other Costs: \$177,250

Describe Equipment:

REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A) Job Listings:** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any financial assistance from the Agency, then except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal Job Training Partnership Act (Public Law 97-300) (JTPA) in which the Project is located.
- B) First Consideration for Employment:** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any financial assistance from the Agency, then except as otherwise provided by collective bargaining agreements, where practicable the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C) Annual Sales Tax Filings:** In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemption as part of the financial assistance from the Agency, the Applicant will file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance describing the value of the sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
- D) New York State Department of Taxation and Finance Form ST-60:** In accordance with Section 874(9) of the New York General Municipal Law, the Applicant understands that the Applicant and each agent, subagent, contractors and/or subcontractor appointed by the Applicant and claiming a sales tax exemption in connection with the Project must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of the Applicant or any such agent, subagent, contractor and/or subcontractor as agent of the Agency for purposes of completing the Project. Failure to comply with these requirements may result in loss of sales tax exemptions for the Project.
- E) Annual Employment Reports:** The Applicant understands and agrees that, if the Project receives any financial assistance from the Agency, the Applicant will file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the Project site.
- F) Absence of Conflicts of Interest:** The Applicant has received from the Agency a list of the members, Officers and employees of the Agency. The member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

- G) State Environmental Quality Review Act Compliance:** The Agency, in granting financial assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act ("SEQR") and must complete necessary determinations required there under. Consequently, the Applicant has completed and attached hereto appropriate Environmental Assessment Forms, with respect to the Project, if appropriate at this time. In any event, the Applicant understands that, as its sole expense, it is required to take all necessary action in order for the Agency to comply with the requirements of SEQR, and including through a lead agency other than the Agency in case of a coordinated review.

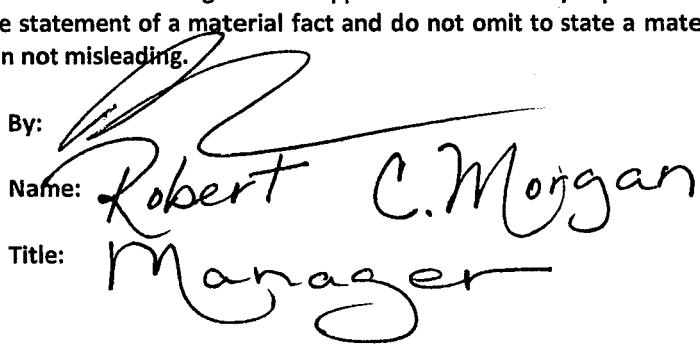
The Applicant and, if applicable, the individual executing the Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

(Applicant)

By:

Name:

Title:


Robert C. Morgan
Manager

CERTIFICATION

This application shall be submitted with an application fee of \$500.00, payable to the City of Geneva Industrial Development Agency, 47 Castle Street, Geneva, NY 14456,

Robert C. Morgan (name of representative of entity submitting application, or name of individual submitting application) deposes and says that she/he (choose and complete one of the following two (2) options) (i) is a/the Manager (title) of Geneva Land LLC (company name), the entity named in the attached application, or (ii) is the individual named in the attached application; that s/he has read the foregoing application and knows the contents thereof; and that the same is true to his/her knowledge.

Deponent further says that s/he is duly authorized to make this certification on behalf of her/himself or on behalf of the entity named in the attached application. The grounds of deponent's belief relative to all matters in said application which are not stated upon his/her own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as, if deponent is not an individual applicant, information acquired by deponent in the course of his/her duties in connection with said entity and from the books and papers of said entity.

As (i) the representative of said entity, or (ii) the individual applicant (such entity or individual applicant hereinafter referred to as the "Applicant"), deponent acknowledges and agrees that the Applicant shall be and is responsible for all costs incurred by the City of Geneva Industrial Development Agency (hereinafter referred to as the "Agency") acting on behalf of the Applicant in connection with this application and all matters relating to the provision of financial assistance to which this applicant relates. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specific period of time to take reasonable, proper or requested action or withdraws, abandons, cancels or neglects the application, then upon presentation of an invoice, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred with respect to the application up to that date and time, including fees to transaction counsel for the Agency and fees of general counsel for the Agency.

Upon the successful conclusion of the transaction contemplated herein, the Applicant shall pay to the Agency an administrative fee set by the Agency in accordance with its fee schedule in effect on the date of the foregoing application, which amount is payable at closing.

Name:

Title:

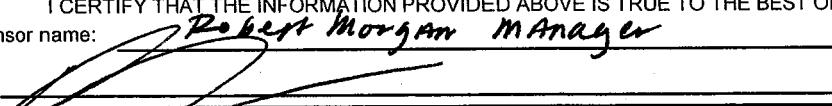
Sworn to before me this 17 day of October, 2011

JILL E GARVEY
NOTARY PUBLIC STATE OF NEW YORK
MONROE COUNTY
LIC. #01GA6209025
COMM. EXP. JULY 19, 2013

(Seal)

Appendix C
State Environmental Quality Review
SHORT ENVIRONMENTAL ASSESSMENT FORM
For UNLISTED ACTIONS Only

PART I - PROJECT INFORMATION (To be completed by Applicant or Project Sponsor)

1. APPLICANT/SPONSOR <i>Geneva Land LLC</i>	2. PROJECT NAME <i>Geneva Shopping Center</i>
3. PROJECT LOCATION: Municipality <i>City of Geneva</i> County <i>Ontario</i>	
4. PRECISE LOCATION (Street address and road intersections, prominent landmarks, etc., or provide map) <i>Hamilton Street And White Springs Road City of Geneva, NY</i>	
5. PROPOSED ACTION IS: <input type="checkbox"/> New <input checked="" type="checkbox"/> Expansion <input type="checkbox"/> Modification/alteration	
6. DESCRIBE PROJECT BRIEFLY: <i>Construction of new Pebbles space + build out PIAZA signage and facade changes TOPS store build out</i>	
7. AMOUNT OF LAND AFFECTED: Initially <u>≤ 3</u> acres Ultimately <u>≤ 3</u> acres	
8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER EXISTING LAND USE RESTRICTIONS? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If No, describe briefly <i>Sign and facade variance required</i>	
9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT? <input type="checkbox"/> Residential <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Agriculture <input type="checkbox"/> Park/Forest/Open Space <input type="checkbox"/> Other Describe: <i>Retail</i>	
10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (FEDERAL, STATE OR LOCAL)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If Yes, list agency(s) name and permit/approvals: <i>Building permit</i>	
11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, list agency(s) name and permit/approvals:	
12. AS A RESULT OF PROPOSED ACTION WILL EXISTING PERMIT/APPROVAL REQUIRE MODIFICATION? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor name: <i>Robert Morgan Manager</i> Date: <i>10-17-11</i> Signature: 	

If the action is in the Coastal Area, and you are a state agency, complete the Coastal Assessment Form before proceeding with this assessment

OVER

1

Reset

Current Conditions

Geneva Shopping Center, LLC ("GSC") owns the Geneva Shopping Center site, located at the southeast corner of Routes 5 & 20 and White Springs Road in the City of Geneva, NY. The site is currently occupied by commercial buildings and is almost fully occupied by retail stores, a movie theatre, a stand-alone bank ATM and McDonald's restaurant. Developed outparcels on the site not owned includes a gas station and two bank branches.

Geneva Land LLC ("Applicant") owns land fronting on White Springs Road, to the west and adjacent to the Geneva Shopping Center. It is improved by an entrance driveway connecting the Plaza to White Springs Road.

Proposed Development

Attached is a site plan for the Geneva Shopping Center site showing the planned improvements.

The Geneva Shopping Center will increase by 14,478 to a total of 189,026 square feet. Tops Supermarket (51,695 +/- s.f.) will open a new store at the Plaza occupying the west side of the existing building where Peebles is currently located. Peebles will re-locate within the Plaza and occupy a newly constructed 20,000 square foot site (includes the 14,478 square foot expansion). Façade and signage changes are planned at these two plaza locations. Applicant will construct these improvements.

In addition to the modification to the Geneva Shopping Center buildings, Tops will ground lease from Applicant a portion of tax id parcel # 104.18-03-47.12, and construct a fueling facility with six (6) double-sided, self-service fuel dispensers (servicing up to twelve cars simultaneously) and a small kiosk (220.5 +/- s.f.) building.

Applicant will contract to complete the Tops Kiosk site work, improve grading at outparcel 1 and outparcel 2 (to be developed in the future) and entrance roadway upgrades at the White Springs Road entrance.

Access to the site will continue to be provided via two main existing driveways; one on Hamilton Street and the other on White Springs Road. There are three additional existing driveways on Hamilton Street that provide connection between Hamilton Street and the Shopping Center site via their access to the McDonalds restaurant, gas station, and the banks.

The Applicant and GSC have made submitted a site plan review application for the proposed development. The properties are currently zoned B1-Business Commercial. The existing plaza and accompanying expansions are permitted uses, while the fueling facility is allowed with a special permit.

The County site plan review occurred on October 12, 2011. Final site plan and special permit review by the City of Geneva is scheduled for October 17, 2011. There are zoning variance approvals required for façade and signage changes. The SEQR review is in process and the City of Geneva is the lead agency..

IDA request

Job retention is 11 employees for Peebles. Job creation is 91 employees for Tops. Construction jobs for Tops is estimated at 175 and 75 for Peebles

The Applicants are requesting the following exemptions:

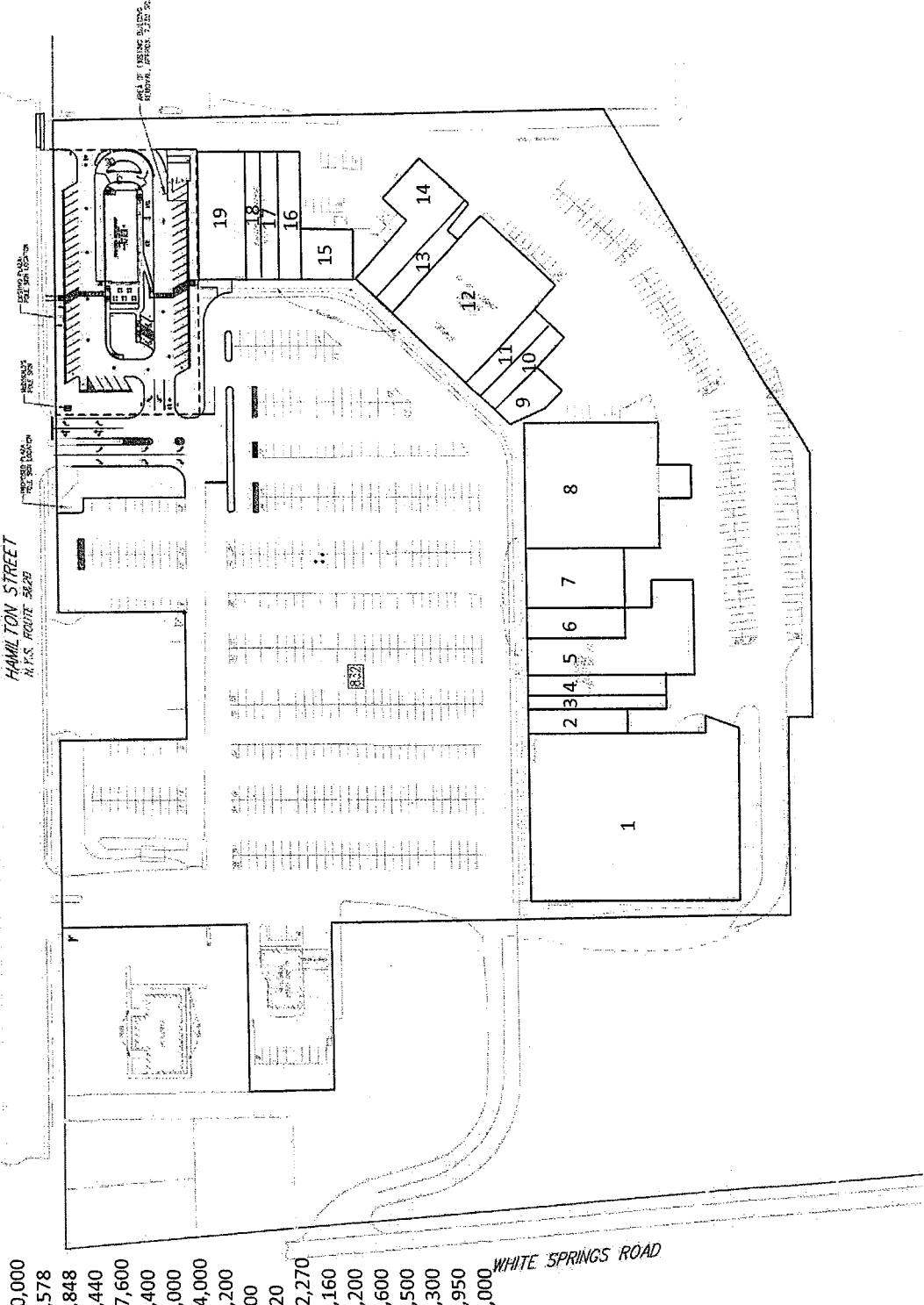
1. Sales tax exemption for tenant improvements and landlord improvements.
2. Mortgage tax exemption
3. Payment in lieu of taxes for the Tops Kiosk, Tops Store and Peebles Store:

Year 1-5	\$17,500
Year 6-10	\$35,000
Year 11	tax at 20%; exemption at 80%
Year 12	tax at 40%; exemption at 60%
Year 13	tax at 60%; exemption at 40%
Year 14	tax at 80%; exemption at 20%
Year 15	tax at 100%; no exemption

Geneva Shopping Centre

TENANT

TENANT	SF
1 Peebles	50,000
2 Verizon Wireless	1,578
3 Pedula Liquor	2,848
4 The Village Store	5,440
5 MoviePlex	17,600
6 Radio Shack	2,400
7 Available	6,000
8 Valu Home Center	24,000
9 Dark Tan	2,200
10 Available	600
11 Available	820
12 Staples	22,270
13 H&R Block	2,160
14 Olympia Sports	4,200
15 T & C Laundromat	3,600
16 Garcia's Authentic Mexican Restaurant	3,500
17 Payless	3,300
18 Available	1,950
19 Available	7,000



TOPS STORE LIST

STORE	OPENED	NAME	TELEPHONE	FAX NO.	STORE MANAGER	STREET	CITY	STATE	ZIP	COUNTY	DISTRICT MGR	STORE HOURS	DISTRICT
9	11/4/1990	PORTAGE RD	716-513-2189		John Saunders	1000 PORTAGE ROAD	NIAGARA FALLS	NY	14301	NIAGARA	JOE SALHAB	6 AM - 11 PM	BN
21	2/1/1996	LOCKPORT	716-439-4466	716-438-4464	Mike Shanahan	5827 S. TRANSIT RD.	LOCKPORT	NY	14094	NIAGARA	PHIL PERNIA	24 HOURS	F
22	3/21/1993	NIAGARA FALLS	716-513-2200	716-513-2216	Lenny Smith	7200 NIAGARA FALLS BLVD.	NIAGARA FALLS	NY	14304	NIAGARA	JOE SALHAB	24 HOURS	BN
38	7/18/1993	WRIGHTS CORNERS	716-439-8900	716-439-0980	Doug Flynn	3949 LOCKPORT-OLCOTT RD.	LOCKPORT	NY	14094	NIAGARA	JOE SALHAB	24 HOURS	BN
41	4/15/1991	INTERNATIONAL	716-515-0075	716-515-0087	Jeff Douglas	3980 MAPLE ROAD	AMHERST	NY	14226	ERIE, NY	JOE SALHAB	24 HOURS	BN
42	12/9/1984	UNIVERSITY PLAZA	716-515-3240	716-515-2259	Andy Williams	3500 MAIN STREET	AMHERST	NY	14226	ERIE, NY	ERIC WURL	6 AM - MIDNIGHT	BC
44	3/17/2011	HARLEM/KENSINGTON	716-836-0433	716-836-0046	Sam Qureeshi	3870 HARLEM ROAD	CHEEKOTOWAGA	NY	14215	ERIE, NY	ERIC WURL	6 AM - MIDNIGHT	BC
49	5/18/1997	SENECA MALL	716-517-3010	716-517-3013	Dave Daddario	355 ORCHARD PARK RD.	WEST SENeca	NY	14224	ERIE, NY	ERIC WURL	24 HOURS	BC
50	11/30/2010	WEST SENECA	716-821-0157	NA	Valerie Harenda	315 ORCHARD PARK RD.	WEST SENeca	NY	14224	ERIE, NY	ERIC WURL	6 AM - 11 PM	BC
59	3/16/2011	LEWISTON	716-754-7121	716-754-2720	John Dimitro	305 CAYUGA STREET	LEWISTON	NY	14092	NIAGARA	ANTHONY DIMINO	6 AM - 11 PM	F
66	5/24/2005	SENECA ST.	716-824-1124	716-824-7463	Sherri Becker	1989 SENECA STREET	BUFFALO	NY	14210	ERIE, NY	JOE BARRECA	6 AM - 11 PM	F
108	3/19/2002	ORCHARD PK	716-677-2569	716-675-3369	Pat Golden	3201 SOUTHWESTERN BLVD.	ORCHARD PARK	NY	14127	ERIE, NY	JIM GIBSON	24 HOURS	BE
113	Apr-03	NIAGARA ST	716-852-6112	716-852-3870	Dave Karb	425 NIAGARA STREET	BUFFALO	NY	14201	ERIE, NY	PHIL PERNIA	6 AM - MIDNIGHT	F
114	10/1/1996	PENORA	716-515-3440	716-515-2429	Larry Scott	5175 BROADWAY	DEPEW	NY	14043	ERIE, NY	PHIL PERNIA	24 HOURS	F
115	12/1/1998	LEWISTON	716-215-1350	716-215-1358	Anthony DiMino	906 CENTER STREET	LEWISTON	NY	14092	NIAGARA	ANTHONY DIMINO	5 AM - 1 AM	F
118	12/6/2000	E.AURORA	716-655-3206	716-655-6408	Brian Smigiera	65 GREY STREET	EAST AURORA	NY	14052	ERIE, NY	JIM GIBSON	24 HOURS	BE
119	6/14/2000	GRAND ISLAND	716-775-1138	716-775-2105	Patty Bianco	2140 GRAND ISLAND BLVD	GRAND ISLAND	NY	14072	ERIE, NY	JOE SALHAB	24 HOURS	BN
130	2/5/2003	MILITARY RD	716-297-3410	716-297-6599	Lon Farmer	4235 MILITARY ROAD	TOWN OF NIAGARA	NY	14305	NIAGARA	JOE SALHAB	6 AM - 1 AM	BN
131	12/8/1999	THRUWAY MALL	716-929-0380	716-929-0390	Joe Mailhot	700 THRUWAY PLAZA DRIVE	CHEEKOTOWAGA	NY	14225	ERIE, NY	ERIC WURL	6 AM - MIDNIGHT	BC
202	7/15/2001	GEORGE URBAN	716-684-5927	716-684-4468	Daren Wolski	3865 UNION ROAD	CHEEKOTOWAGA	NY	14225	ERIE, NY	ERIC WURL	24 HOURS	BC
206	1/24/1995	OLEAN	716-373-1021	716-373-6286	Tim Lyons	2401 W. STATE STREET	OLEAN	NY	14760	CATTARAUGUS	CHIP CHRISTIANSEN	24 HOURS	WPA
207	5/11/1998	ROBINSON RD	716-515-0026	716-515-0032	Mark Poremba	3035 NIAGARA FALLS BLVD.	AMHERST	NY	14228	ERIE, NY	JOE SALHAB	24 HOURS	BN
209	9/22/10	JAMESTOWN	716-665-1100	716-665-1174	Jim Davie	1800-2000 WASHINGTON ST.	JAMESTOWN	NY	14701	CHAUTAUQUA	MARK DUDZAK	24 HOURS	BS
210	12/8/1991	GRANT/AMHERST	716-515-2170	716-515-2178	Brian Morin	345 AMHERST STREET	BUFFALO	NY	14207	ERIE, NY	ERIC WURL	6 AM - MIDNIGHT	BC
212	1/17/2001	MINERAL SPRINGS	716-823-8948	716-823-2405	Dave Zoldos	800 HARLEM ROAD	WEST SENeca	NY	14224	ERIE, NY	ERIC WURL	24 HOURS	BC
213	8/14/1973	S.PARK/BAILEY	716-515-2050	716-515-2058	Brian Bugaj	1460 S. PARK AVENUE	BUFFALO	NY	14220	ERIE, NY	ERIC WURL	6 AM - MIDNIGHT	BC
222	5/7/1981	BROADWAY/BAILEY	716-515-3330	716-515-3336	Mike Todd	1770 BROADWAY	BUFFALO	NY	14212	ERIE, NY	ERIC WURL	24 HOURS	BC
224	3/3/1985	MAPLE RD	716-515-3200	716-515-3217	Jeff Schalk	2351 MAPLE ROAD	AMHERST	NY	14221	ERIE, NY	JIM GIBSON	24 HOURS	BE
226	1/17/2001	YOUNG STREET	716-692-8254	716-692-3750	Steve La Dica	890 YOUNG ST.	TONAWANDA	NY	14450	ERIE, NY	JOE SALHAB	24 HOURS	BN
227	10/20/1996	N.FRENCH	716-515-3514	716-515-3514	Mike Borden	9660 TRANSIT ROAD	AMHERST	NY	14051	ERIE, NY	JIM GIBSON	24 HOURS	BE
228	1/14/1997	TONAWANDA	716-693-5700	716-693-5520	Carriele Scicella	150 NIAGARA STREET	TONAWANDA	NY	14150	ERIE, NY	JOE SALHAB	24 HOURS	BN
232	5/31/1992	ELMWOOD AVE	716-515-0050	716-515-0057	Chuck Heveron	2101 ELMWOOD AVENUE	BUFFALO	NY	14207	ERIE, NY	ERIC WURL	24 HOURS	BC
233	3/12/2003	SPRINGVILLE	716-592-8241	716-592-7341	Mallinda Taylor	184 SOUTH CASCADE	SPRINGVILLE	NY	14141	ERIE, NY	MARK DUDZAK	6 AM - MIDNIGHT	BS
236	7/19/1992	HAMBURG	716-515-3300	716-515-3319	Mike Nugent	5, 6150 SOUTH PARK AVE	HAMBURG	NY	14075	ERIE, NY	MARK DUDZAK	24 HOURS	BS

TOPS STORE LIST

STORE	OPENED	NAME	TELEPHONE	FAX NO.	STORE MANAGER	STREET	CITY	STATE	ZIP	COUNTY	DISTRICT MGR	STORE HOURS	DISTRICT
237	3/17/1999	TRANSIT/REHM	716-601-0180	716-601-0190	Don Nugent	6363 TRANSIT RD	DEPEW	NY	14243	ERIE, NY	JIM GIBSON	24 HOURS	BE
238	7/25/1995	ARCADE	585-492-0067	585-492-0079	Gary Thauer	668 W. MAIN STREET	ARCADE	NY	14009	WYOMING	MARK DUDZIAK	5 AM - 1 AM	BS
239	5/17/2000	DELAWARE/SHERIDAN	716-874-4991	716-874-4731	Mike Maio	1740 SHERIDAN DRIVE	BUFFALO	NY	14223	ERIE, NY	ERIC WURL	24 HOURS	BC
240	7/28/2004	MEADOW	716-743-4350	716-743-8520	Larry Wagner	301 MEADOW DRIVE	N. TONAWANDA	NY	14210	NIAGARA	JOE SALHAB	24 HOURS	BN
245	3/20/1988	BATAVIA	585-343-9373	585-343-0820	Dave Williams	390 W. MAIN STREET	BATAVIA	NY	14020	GENESEE	JIM GIBSON	24 HOURS	BE
246	2/25/1997	LEROY	585-768-8549	585-768-9545	Kristin Goetz	128 W. MAIN STREET	LERoy	NY	14482	GENESEE	JIM GIBSON	24 HOURS	BE
247	6/21/1994	WARSAW	585-786-0660	585-786-0679	Charlene Marie	2382 ROUTE 19	WARSAW	NY	14559	WYOMING	JIM GIBSON	6 AM - MIDNIGHT	BE
248	1/17/1995	MEDINA	585-798-2590	585-798-4205	John Leithe	11200 MAPLE RIDGE RD	MEDINA	NY	14103	ORLEANS	JOE SALHAB	6 AM - MIDNIGHT	BN
249	5/21/1985	WELLSVILLE	585-593-0166	585-593-0165	Tami Appleby	111 BOLIVAR ROAD	WELLSVILLE	NY	14895	ALLEGHENY	CHIP CHRISTIANSEN	6AM-MIDNIGHT	WPA
250	7/23/2003	JEFFERSON/URILEY	716-816-0038	716-816-0867	Joe Zaccaria	1275 JEFFERSON AVENUE	BUFFALO	NY	14208	ERIE, NY	ERIC WURL	7 AM - 10 PM	BC
261	10/6/1999	ALDEN	716-505-1450	716-505-1450	Mark Zee	1275 BROADWAY	ALDEN	NY	14004	ERIE, NY	JIM GIBSON	24 HOURS	BE
264	6/10/1984	DUNKIRK	716-366-2050	716-366-8940	Jeff Winter	3955 VINEYARD DRIVE	DUNKIRK	NY	14048	CHAUTAUQUA	MARK DUDZIAK	24 HOURS	BS
268	8/31/1976	DERBY	716-947-4019	716-947-4268	Tim Tripi	6914 ERIE ROAD	DERBY	NY	14047	ERIE, NY	MARK DUDZIAK	24 HOURS	BS
270	11/1/1982	MAYVILLE	716-753-7670	716-753-7635	Rita Jacobson	64 SOUTH ERIE STREET	MAYVILLE	NY	14757	CHAUTAUQUA	MARK DUDZIAK	6 AM - 10 PM	BS
271	9/11/1986	ELLIOTTVILLE	716-639-2953	716-639-4381	Rob Sanderson	64 E. WASHINGTON STREET	ELLIOTTVILLE	NY	14731	CATTARAUGUS	MARK DUDZIAK	6 AM - 10 PM	BS
272	12/1/1977	FALCONER	716-655-1150	716-655-1151	Tim Snow	110 SOUTH WORK STREET	FALCONER	NY	14733	CHAUTAUQUA	MARK DUDZIAK	6 AM - 10 PM	BS
273	4/1/1986	RANDOLPH	716-358-6577	716-358-6532	Chris Hammond	51 MAIN ST., RANDOLPH PLAZA	RANDOLPH	NY	14772	CATTARAUGUS	MARK DUDZIAK	6 AM - 10 PM	BS
274	8/11/1979	JAMESTOWN	716-484-7243	716-484-6398	Ed Armstrong	738 FOOTE AVENUE	JAMESTOWN	NY	14701	CHAUTAUQUA	MARK DUDZIAK	6 AM - MIDNIGHT	BS
275*	2/1/1995	LOCKPORT	716-434-3990	716-494-3990	Dan Holter	7134 ROCHESTER ROAD	LOCKPORT	NY	14094	NIAGARA	JOE SALHAB	7 AM - 11 PM	BN
276	7/11/1986	WILLIAMSVILLE	716-632-7411	716-632-5174	Mark Mendiola	5274 MAIN ST. & UNION RD.	WILLIAMSVILLE	NY	14221	ERIE, NY	ERIC WURL	24 HOURS	BC
277	11/13/2005	ATTICA	585-591-8092	585-591-0354	Steve Cieiek	150 PROSPECT STREET	ATTICA	NY	14011	GENESEE	JIM GIBSON	6 AM - 10 PM	BS
278	11/11/1979	SILVER CREEK	716-934-3431	716-934-3431	Bob Fredenburg	140 CENTRAL AVENUE	SILVER CREEK	NY	14136	CHAUTAUQUA	MARK DUDZIAK	6 AM - 10 PM	BS
279	12/16/1999	WESTFIELD	716-326-4865	716-326-4999	Rob Murphy	121 EAST MAIN STREET	WESTFIELD	NY	14787	CHAUTAUQUA	MARK DUDZIAK	6 AM - 10 PM	BS
357	8/10/1971	BALDWINSVILLE	315-635-3536	315-635-3497	Mike Mastrogiovanni	2295 DOWNER STREET	BALDWINSVILLE	NY	13027	ONONDAGA	PAUL HETZEL	24 HOURS	SN
358	1/15/1984	CAMILLUS	315-487-0787	315-487-0462	Milt Normandy	5335 WEST GENESEE STREET	CAMILLUS	NY	13031	ONONDAGA	PAUL HETZEL	6 AM - MIDNIGHT	SN
359	11/11/1970	CHITTENANGO	315-687-9224	315-687-3570	Mark Sledziona	800 WEST GENESEE STREET	CHITTENANGO	NY	13037	MADISON	JOHN MC CAFFREY	6 AM - MIDNIGHT	SS
360	1/19/1995	CANASTOTA	315-697-2700	315-697-7579	Rich Hill	RT. 5 & OXBOW ROAD	CANASTOTA	NY	13032	MADISON	JOHN MC CAFFREY	6 AM - MIDNIGHT	SN
361	11/12/1994	AIRPORT PLAZA	315-456-0032	315-458-0259	Dave Ryder	3803 BREWERTON ROAD	N. SYRACUSE	NY	13212	ONONDAGA	PAUL HETZEL	6 AM - MIDNIGHT	SN
362	12/11/2004	NOTTINGHAM	315-446-1632	315-446-8067	Jeff Ludwig	620 NOTTINGHAM ROAD	SYRACUSE	NY	13224-2234	ONONDAGA	PAUL HETZEL	24 HOURS	SN
363	6/24/2002	FAYETTEVILLE	315-637-8039	315-637-8075	Ray Ruszczak	5351 N. BURDICK STREET	FAYETTEVILLE	NY	13066	ONONDAGA	PAUL HETZEL	24 HOURS	SN
364	7/16/1994	SHERRIE	315-361-1689	315-361-1691	Ron Cole	87 EAST STATE STREET	SHERRIE	NY	13461	ONEIDA	JOHN MC CAFFREY	6 AM - MIDNIGHT	SN
365	4/1/1975	MANLIUS	315-682-7261	315-682-8557	Chad Mark	119 WEST SENeca STREET	MANLIUS	NY	13104	ONONDAGA	JOHN MC CAFFREY	6 AM - MIDNIGHT	SS
366	6/3/1975	SKANEATELES	315-685-7424	315-685-3053	Paul Marshall	40 FENNELL STREET	SKANEATELES	NY	13152	ONONDAGA	ROGER COUCH	6 AM - 11 PM	RE
367	10/15/1988	CAZENOVIA	315-655-4565	315-655-4568	Joe Rizzo	71 NELSON STREET	CAZENOVIA	NY	13035	MADISON	JOHN MC CAFFREY	6 AM - MIDNIGHT	SN
368	3/18/1989	CLAY	315-652-4934	315-652-4936	John Sleziona	8417 OSWEGO ROAD	BALDWINSVILLE	NY	13027	ONONDAGA	PAUL HETZEL	6 AM - MIDNIGHT	SN
369	12/14/2002	SHOP CITY	315-437-5201	315-437-0977	Mark Sutton	181 SHOP CITY PLAZA	SYRACUSE	NY	13206	ONONDAGA	PAUL HETZEL	6 AM - MIDNIGHT	SN

TOPS STORE LIST

STORE	OPENED	NAME	TELEPHONE	FAX NO.	STORE MANAGER	STREET	CITY	STATE	ZIP	COUNTY	DISTRICT MGR	STORE HOURS	DISTRICT
370	8/15/1992	WESTVALE	315-488-2989	315-487-1863	Shawn Hayes	2120 WEST GENESEE STREET	SYRACUSE	NY	13219	ONONDAGA	PAUL HEITZEL	6 AM - MIDNIGHT	SN
371	1/10/1982	DE WITT	315-446-6424	315-446-6427	Mark DeLillo	4410 EAST GENESEE STREET	DE WITT	NY	13214	ONONDAGA	PAUL HEITZEL	6 AM - MIDNIGHT	SN
400	9/27/1998	LAKE AVE.	585-254-0110	585-254-3069	Ron White	710 LAKE AVENUE	ROCHESTER	NY	14613	MONROE	TODD NETTIN	6AM-MIDNIGHT	RW
401	2/10/1998	WEST AVE.	585-512-4100	585-512-4109	Matt Inges	460 WEST AVENUE	ROCHESTER	NY	14611	MONROE	TODD NETTIN	6 AM - MIDNIGHT	RW
403	11/6/1979	GATES	585-247-8040	585-247-8137	Laura Charon	2345 BUFFALO ROAD	ROCHESTER	NY	14624	MONROE	TODD NETTIN	24 HOURS	RW
407	11/15/1992	ELM RIDGE	585-227-3260	585-227-6395	Neil DePuy	500 ELM RIDGE CENTER DRIVE	ROCHESTER	NY	14626	MONROE	TODD NETTIN	24 HOURS	RW
409	11/17/1982	IRONDEQUOIT	585-467-0476	585-467-6648	Craig Werner	1465 RIDGE ROAD EAST	ROCHESTER	NY	14621	MONROE	ROGER COUCH	6 AM - MIDNIGHT	RE
410	9/11/1983	WINTON RD	585-288-7850	585-288-1552	Cindy Hook	175 N. WINTON ROAD	ROCHESTER	NY	14610	MONROE	ROGER COUCH	6 AM - MIDNIGHT	RE
412	3/27/1986	BRIGHTON	585-442-2990	585-442-6879	Paul Cassella	1900 CLINTON AVENUE S.	ROCHESTER	NY	14618	MONROE	TODD NETTIN	24 HOURS	RW
413	3/11/1998	ONTARIO	315-524-3550	315-524-3766	Lori Scott	6272 FURNACE RD	ONTARIO	NY	14519	WAYNE	ROGER COUCH	24 HOURS	RE
415	10/16/1998	JEFFERSON RD	585-427-9880	585-427-7726	Teresa Griffitt	1100 JEFFERSON ROAD	HENRIETTA	NY	14623	MONROE	TODD NETTIN	24 HOURS	RW
417	5/15/1994	PENFIELD	585-264-0820	585-264-1531	Alex Devens	1601 PENFIELD ROAD	ROCHESTER	NY	14625	MONROE	ROGER COUCH	24 HOURS	RE
418	6/26/1994	MT. READ	585-663-4400	585-663-5309	Mike Ritchie	3507 MT. READ BLVD	GREECE	NY	14616	MONROE	TODD NETTIN	24 HOURS	RW
419	9/10/2004	PERINTON	585-425-0020	585-425-0071	Mike Pontefra	6720 PITTSFORD/PALMYRA RD	FAIRPORT	NY	14450	MONROE	ROGER COUCH	24 HOURS	RE
430	10/24/1992	GENEVA	315-781-7777	315-781-8412	Scott Cromieger	R1 5 & 20 PYRAMID MALL	GENEVA	NY	14456	ONTARIO	ROGER COUCH	24 HOURS	RE
431	2/25/1997	AVON	585-226-2730	585-226-2036	Mary Harrington	270 E. MAIN STREET	AVON	NY	14414	LIVINGSTON	TODD NETTIN	24 HOURS	RW
432	2/19/2003	CANANDAIGUA	585-394-5120	585-394-5554	Bill McNicholas	5150 N. NORTH STREET	CANANDAIGUA	NY	14424	ONTARIO	ROGER COUCH	24 HOURS	RE
450	2/11/1997	HAMLIN	585-984-2920	585-984-2948	Tim Brigham	1800 LAKE ROAD	HAMLIN	NY	14484	MONROE	TODD NETTIN	24 HOURS	RW
451	3/12/2003	ALBION	585-589-2548	585-589-2603	Chris Volino	408 WEST AVENUE	ALBION	NY	14411	OREANS	JOE SALHAB	6 AM - MIDNIGHT	BN
452	9/28/2011	HILTON	NA	NA	Ken Golding	98 SOUTH AVENUE	HILTON	NY	14458	MONROE	TODD NETTIN	NA	RW
453	8/8/2010	SPENCERFORT	585-352-2110	585-352-2110	Dan Van Auken	27 SLYATON AVENUE	SPENCERPORT	NY	14559	MONROE	TODD NETTIN	24 HOURS	RW
460	4/11/1998	UPPER FALLS	585-454-4430	585-454-4758	Dave Hook	285 UPPER FALLS BLVD	ROCHESTER	NY	14605	MONROE	TODD NETTIN	7AM-10PM	RW
504	7/20/1976	AUBURN	315-252-7986	315-252-0863	Peter Ely	352 WEST GENESEE STREET	AUBURN	NY	13021	CAYUGA	ROGER COUCH	24 HOURS	RE
517	9/21/1995	CORTLAND	607-250-2500	607-250-2509	Rich Szczuta	3932 STATE ROUTE 281	CORTLAND	NY	13045	CORTLAND	JOHN MC CAFFREY	24 HOURS	SS
520	11/14/2001	DANSVILLE	585-335-2140	585-335-5021	Melissa Dillon	35 FRANKLIN PLAZA	DANSVILLE	NY	14437	LIVINGSTON	CHARLENE CRAVEN	24 HOURS	MIDSTATE
522	11/2/2000	LANSING	607-257-4952	607-257-4959	Gerald Swift	2300 N. TRIP-HAMMER RD.	ITHACA	NY	14850	TOMPKINS	JOHN MC CAFFREY	24 HOURS	SS
525	6/26/2002	ITHACA	607-275-8041	607-275-8241	Ken Esig	710 SOUTH MEADOW STREET	ITHACA	NY	14850	TOMPKINS	JOHN MC CAFFREY	24 HOURS	SS
539	3/19/1996	BATH	607-776-1015	607-776-1704	Rick Emeron	309 WEST MORRIS STREET	BATH	NY	14810	STEUBEN	CHARLENE CRAVEN	24 HOURS	MIDSTATE
542	10/24/1993	BIG FLATS	607-739-0095	607-739-2199	Terry Belanger	830 CONSUMER SQ. PLAZA	ELMIRA	NY	14903	CHEMUNG	CHARLENE CRAVEN	24 HOURS	MIDSTATE
551	11/13/1996	ELMIRA	607-734-6686	607-734-4185	Bob Clinton	289 S. MAIN STREET	ELMIRA	NY	14904	CHEMUNG	CHARLENE CRAVEN	24 HOURS	MIDSTATE
565	9/28/1980	SENECA FALLS	315-539-8866	315-539-5311	Dino DeJulio	1963 KINGDOM PLAZA	WATERLOO	NY	13165	OTSEGO	ROGER COUCH	24 HOURS	RE
566	1/25/1977	PENN YAN	315-536-2508	315-536-3393	Rocco Marcellino	321 LIBERTY STREET	PENN YAN	NY	14527	YATES	ROGER COUCH	24 HOURS	RE
568	8/3/2010	COOPERSTOWN	607-547-5056	607-547-5308	Dennis DiMartini	5 COMMONS DRIVE, RT. 28	COOPERSTOWN	NY	13326	OTSEGO	JOHN MC CAFFREY	6 AM - 11 PM	SS
569	5/13/1998	NORWICH	607-336-4244	607-336-4236	Larry Lash	54 EAST MAIN STREET	NORWICH	NY	13815	CHEMUNG	JOHN MC CAFFREY	6 AM - MIDNIGHT	SS
574	11/14/1972	LOWVILLE	315-376-6311	315-376-8242	Scott Hanson	7301 S. STATE ST., LOWVILLE PLAZA	LOWVILLE	NY	13367	LEWIS	PAUL HEITZEL	6 AM - MIDNIGHT	SN
576	1/19/1995	WATKINS GLEN	607-535-4064	607-535-5542	Donna Grimes	504-1/2 FRANKLIN STREET	WATKINS GLEN	NY	14891	SCHUYLER	ROGER COUCH	7 AM - 11 PM	RE

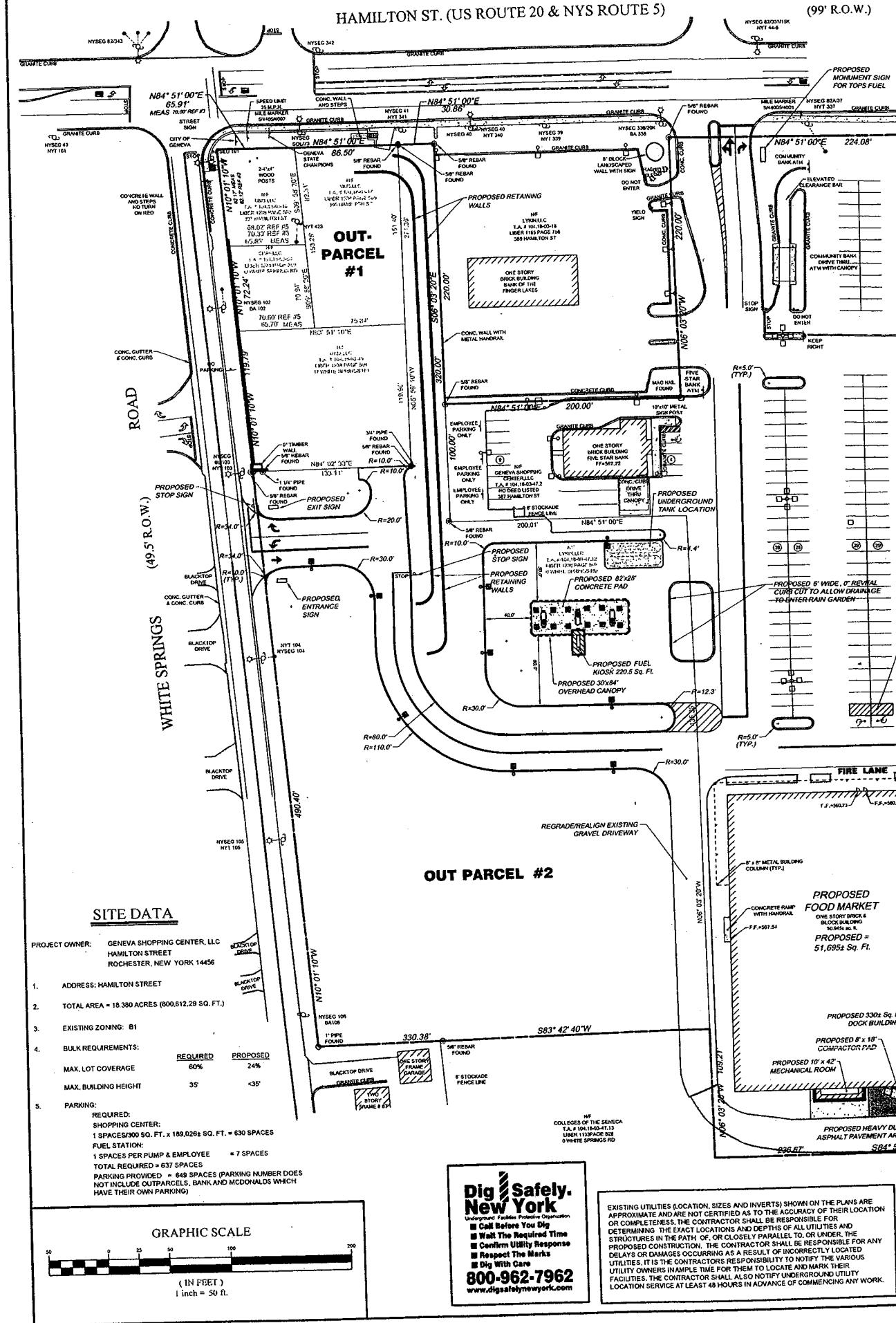
TOPS STORE LIST

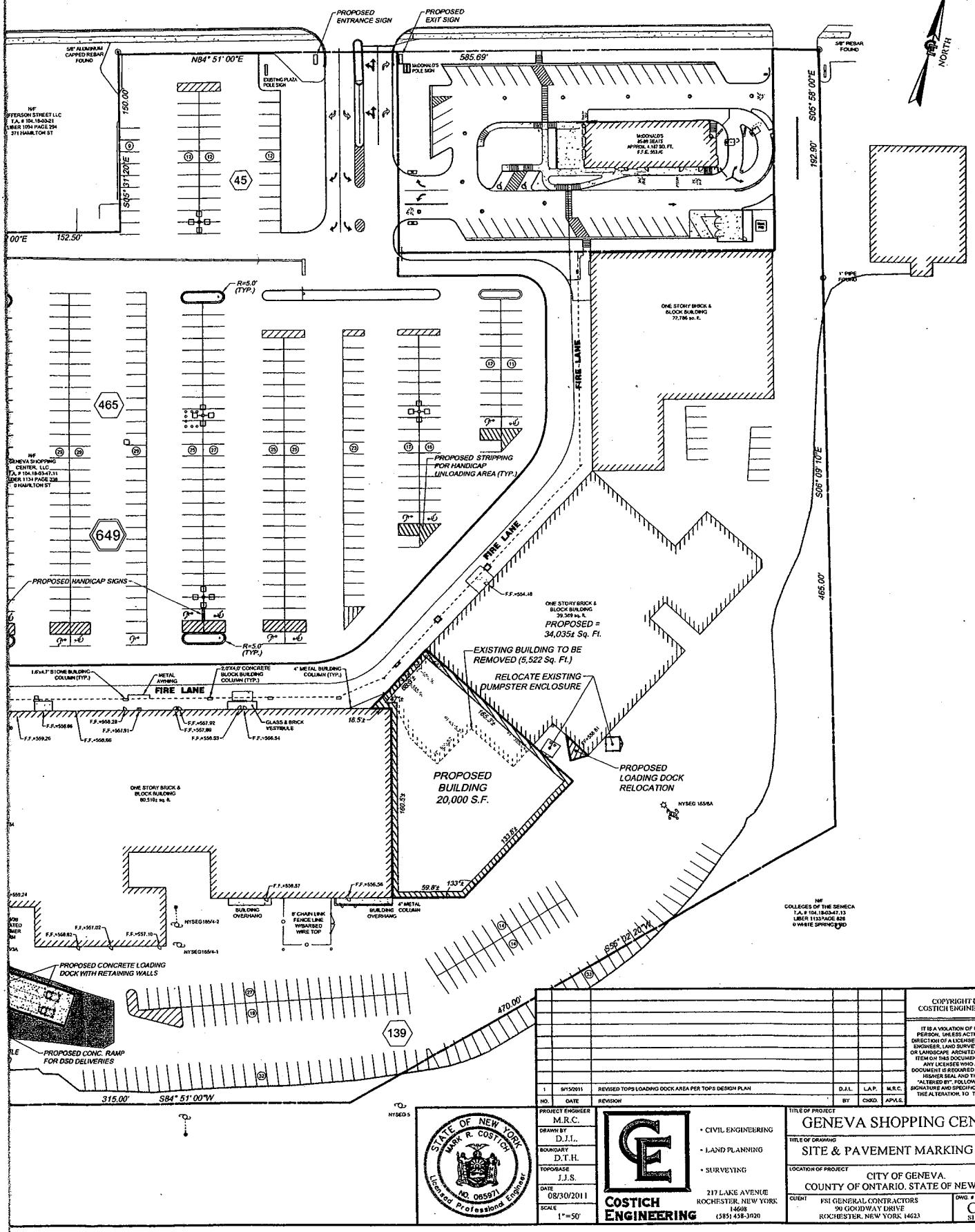
STORE	OPENED	NAME	TELEPHONE	FAX NO.	STORE MANAGER	STREET	CITY	STATE	ZIP	COUNTY	DISTRICT MGR	STORE HOURS	DISTRICT
578	8/13/1988	ELMIRA	607-734-8147	607-734-8268	Ken Grimes	1600 CEDAR ST., SOUTHTOWN PLAZA	ELMIRA	NY	14904	CHEMUNG	CHARLENE CRAVEN	6 AM - MIDNIGHT	MIDSTATE
579	10/25/1987	ONEGO	607-687-2546	607-687-0622	Bob Gillan	1145 RT. 17-C	OWEGO	NY	13827	TIOGA	CHARLENE CRAVEN	6 AM - MIDNIGHT	MIDSTATE
585	4/28/2002	PULASKI	315-298-1081		Joe Darrah	3830 ROME ROAD	PULASKI	NY	13142	OSWEGO	PAUL HETZEL	6 AM - MIDNIGHT	SN
586	8/24/1992	CAMDEN	315-245-4745	315-245-4750	Tracy Coon	9554 HARDEN BLVD., STATE RT. 13	CAMDEN	NY	13316	ONEIDA	PAUL HETZEL	6 AM - MIDNIGHT	SN
587	3/12/2006	ROME	315-334-5300	315-334-8535	Jim James	217 ERIE BLVD. WEST	ROME	NY	13440	ONEIDA	JOHN MC CAFFREY	6 AM - MIDNIGHT	SS
588*	6/25/1977	BATH	607-776-7475	607-776-6123	Bill Woolever	404 WEST MORRIS STREET	BATH	NY	14810	STEUBEN	CHARLENE CRAVEN	6 AM - 9 PM	MIDSTATE
589		WATERTOWN	315-788-7330	315-788-1210	Wayne Morris	21048 STATE ROUTE 3	WATERTOWN	NY	13601	JEFFERSON	PAUL HETZEL	6 AM - MIDNIGHT	SN
591*	8/11/1990	TRIPHAMMER	607-257-7095	607-257-5087	Mike Baker	2309 N. TRIPHAMMER ROAD	ITHACA	NY	14850	TOMPKINS	JOHN MC CAFFREY	7 AM - 10 PM	SS
601	6/31/1995	ERIE	814-455-7482	814-455-9915	Dave Shean	1702 EAST 38TH STREET	ERIE	PA	16510	ERIE,PA	CHIP CHRISTIANSEN	24 HOURS	WEST PA
602	2/25/1996	ERIE	814-455-9000	814-459-6456	John Patten	1520 WEST 26TH STREET	ERIE	PA	16508	ERIE,PA	CHIP CHRISTIANSEN	24 HOURS	WEST PA
610	10/3/2001	BRADFORD	814-363-9901	814-363-9950	Steve Penski	150 MAIN STREET	BRADFORD	PA	16701	MCKEAN	CHIP CHRISTIANSEN	6 AM - MIDNIGHT	WEST PA
650	3/19/1996	SAYRE	570-382-2188	570-382-9182	Gary Hager	3014 ELMIRA STREET	SAYRE	PA	18840	BRADFORD	CHARLENE CRAVEN	24 HOURS	MIDSTATE
665	2/14/1977	LIBERTY	814-864-9858	814-866-3624	Garry Greene	712 WEST 38TH ST., LIBERTY PLAZA	ERIE	PA	16508	ERIE,PA	CHIP CHRISTIANSEN	6 AM - 1 AM	WEST PA
667	12/1/2005	WATERFORD	814-796-6711	814-796-4657	John Englehart	230 S. HIGH ST., P.O. BOX 327	WATERFORD	PA	16441	ERIE,PA	CHIP CHRISTIANSEN	6 AM - 10 PM	WEST PA
668	6/1/1973	UNION CITY	814-438-7614	814-438-7615	Don Strub	19-21 EAST HIGH STREET	UNION CITY	PA	16438	ERIE,PA	CHIP CHRISTIANSEN	6 AM - 10 PM	WEST PA
669	10/1/1982	YOUNGSVILLE	814-563-4366	814-563-7951	Dave Wiedemann	28 RAILROAD STREET	YOUNGSVILLE	PA	16371	WARREN	CHIP CHRISTIANSEN	6 AM - 10 PM	WEST PA
670	6/7/1992	MEADVILLE	814-724-4025	814-333-8857	Bob Brooks	144 CENTER ST., DOWNTOWN MALL	MEADVILLE	PA	16335	CRAWFORD	CHIP CHRISTIANSEN	6 AM - MIDNIGHT	WEST PA
671	6/1/1961	SHEFFIELD	814-968-3014	814-968-3014	Joe Matus	9 LEATHER STREET	SHEFFIELD	PA	16347	WARREN	CHIP CHRISTIANSEN	6 AM - 10 PM	WEST PA
672	6/1/1962	KANE	814-837-7812	814-837-6671	Michele Gangloff	525 NORTH FRALEY STREET	KANE	PA	16735	MC KEAN	CHIP CHRISTIANSEN	6 AM - 10 PM	WEST PA
676	1/19/1995	WELLSBORO	570-724-5426	570-724-7242	Gary Hall	11 MAIN STREET	WELLSBORO	PA	16901	TIOGA	CHARLENE CRAVEN	6 AM - MIDNIGHT	MIDSTATE
677	2/01/1997	TROY	570-297-2475	570-297-3000	Tom Knapp	684 ELMIRA STREET	TROY	PA	16947	BRADFORD	CHARLENE CRAVEN	6 AM - 10 PM	WEST PA
678	1/19/1995	CANTON	570-673-3838	570-673-3347	Bill Reese	29 EAST MAIN STREET	CANTON	PA	17724	BRADFORD	CHARLENE CRAVEN	6 AM - 9 PM	MIDSTATE
679*	1/19/1995	SAYRE	570-888-4785	570-888-2426	John Foley	448 NORTH KEYSTONE AVENUE	SAYRE	PA	18840	BRADFORD	CHARLENE CRAVEN	7 AM - 10 PM	MIDSTATE
680	9/24/1994	TOWANDA	570-285-7006	570-265-7102	Tim Jujiens	136 ENNIS LANE	TOWANDA	PA	18848	BRADFORD	CHARLENE CRAVEN	6 AM - MIDNIGHT	MIDSTATE
754	Prior to 1955	FRENSBURG	716-569-6460	716-569-9256	Jaime Sutton	20 CENTER STREET	FRENSBURG	NY	14738	CHAUTAUQUA	MARK DUDZIAK	6 AM - 10 PM	BS

* Denotes FTC stores.

HAMILTON ST. (US ROUTE 20 & NYS ROUTE 5)

(99' R.O.W.)





PROJECT ENGINEER
M.R.C.
DRAWN BY
D.J.I.
BOUNDARY
D.T.H.
TOPOBASE
J.S.
DATE
08/30/2011
SCALE
1"=50'

- CIVIL ENGINEERING
- LAND PLANNING
- SURVEYING

217 LAKE AVENUE
ROCHESTER, NEW YORK
14608
(585) 458-3020

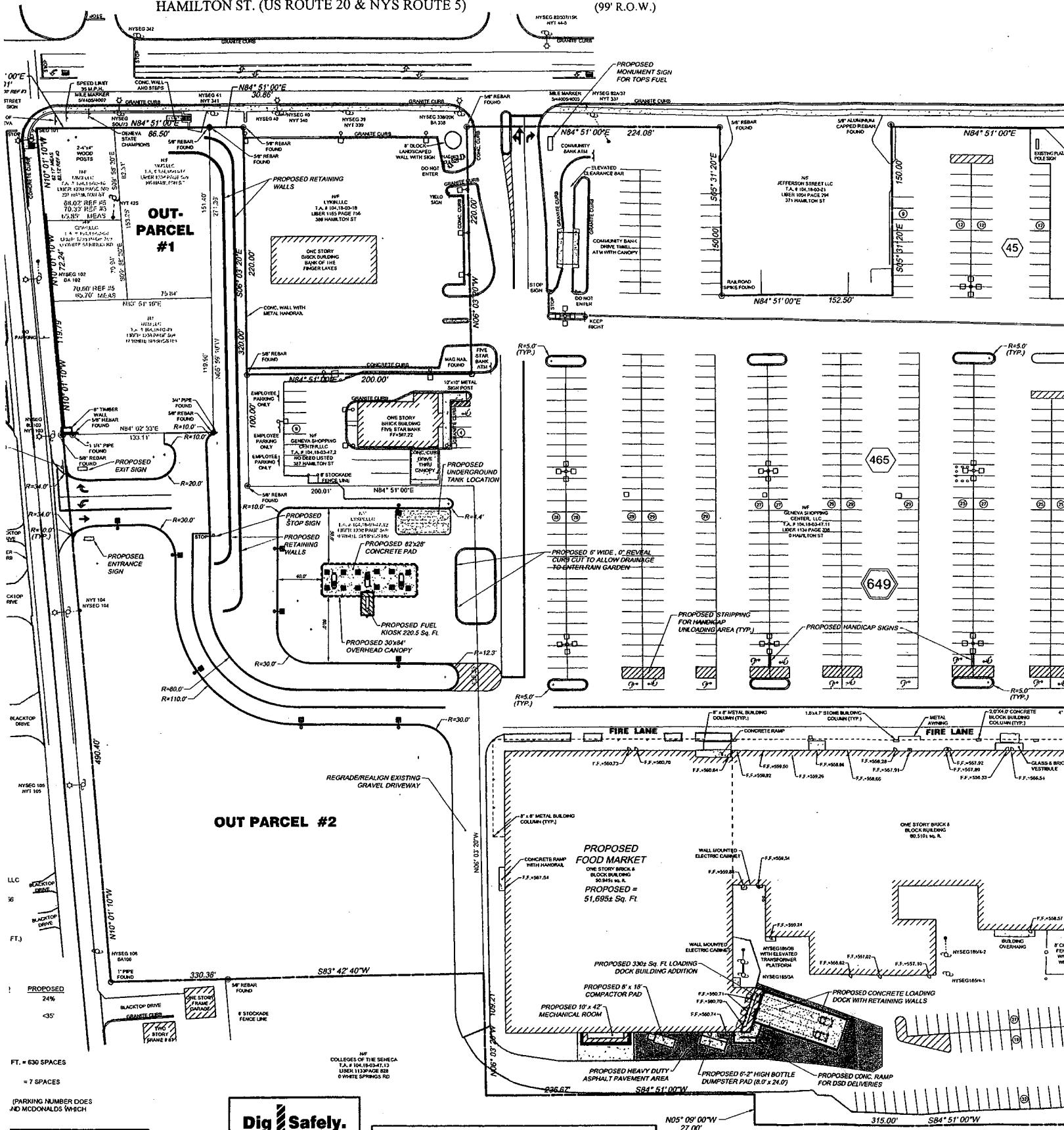
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HAMILTON ST. (US ROUTE 20 & NYS ROUTE 5)

(99' R.O.W.)



EXISTING UTILITIES (LOCATION, SIZES AND INSERTS) SHOWN ON THE PLANS ARE APPROXIMATE AND ARE NOT CERTIFIED AS TO THE ACCURACY OF THEIR LOCATION OR COMPLETENESS. THE CONTRACTOR SHALL BE RESPONSIBLE FOR DETERMINING THE EXACT LOCATIONS AND DEPTHS OF ALL UTILITIES AND STRUCTURES IN THE PATH OF, OR CLOSELY PARALLEL TO, OR UNDER, THE PROPOSED CONSTRUCTION. THE CONTRACTOR SHALL BE RESPONSIBLE FOR ANY DELAY OF PROGRESS DUE TO LOCATING A REASONABLE NUMBER OF LOCATED UTILITIES. IT IS THE CONTRACTOR'S RESPONSIBILITY TO NOTIFY THE VARIOUS UTILITY OWNERS IN A TIMELY FASHION FOR THEM TO LOCATE AND MARK THEIR FACILITIES. THE CONTRACTOR SHALL ALSO NOTIFY UNDERGROUND UTILITY LOCATION SERVICE AT LEAST 48 HOURS IN ADVANCE OF COMMENCING ANY WORK.

RESOLUTION
(Geneva Shopping Center Project)

A regular meeting of the City of Geneva Industrial Development Agency was convened on November 7, 2011, at 5:00 p.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE CITY OF GENEVA INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING THE COMPANY AS ITS AGENT TO UNDERTAKE THE PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (1) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE PROJECT (2) AN EXEMPTION FROM THE MORTGAGE RECORDING TAX AND (3) A PARTIAL REAL PROPERTY TAX ABATEMENT STRUCTURED UNDER THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT; (iv) AUTHORIZING THE EXECUTION OF A MORTGAGE AND RELATED DOCUMENTS; AND (v) RATIFYING SEQRA FINDINGS OF THE CITY OF GENEVA WITH RESPECT TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 552 of the Laws of 1981 of the State of New York, as amended (hereinafter collectively called the "Act"), City of Geneva Industrial Development Agency (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Geneva Land, LLC, for itself and on behalf of Geneva Shopping Center, LLC, or on behalf of an entity (or entities) to be formed (collectively, the "Company"), previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of (i) the acquisition by the Agency of title to or other interest in certain land and existing improvements located thereon (being more particularly identified as tax map numbers 104.18-03-47.12, 104.18-03-17, 104.18-03-16, 104.18-03-49, 104.18-03-50, and 104.18-03-47.11, as modified as necessary) located within the Geneva Shopping Center (the "Existing Improvements") at the southeast corner of Routes 5 & 20 (a/k/a Hamilton Street) and White Springs Road in the City of Geneva, New York (the "Land"); (ii) the renovation and expansion by the Company of approximately 51,695 square feet of space at the site of the existing Peebles department store to be occupied by Tops Markets, LLC ("Tops") for a supermarket, as subtenant, and related façade and signage changes, (iii) the construction by the Company on the Land of an approximately 20,000 square-foot building or addition for occupancy by the relocated Peeble's department store with related façade and signage changes; (iv) the construction on a portion of tax map number 104.18-03-47.12 of a

fueling facility with six (6) double-sided, self-service fuel dispensers (servicing up to twelve (12) cars simultaneously) and a small kiosk building containing in the aggregate approximately 221 square feet also to be leased and operated by Tops; (v) the undertaking of related sitework improvements, parking and roadway upgrades (collectively, the "Improvements"), and (vi) the acquisition of and installation in and around the Existing Improvements and Improvements by the Company of machinery, equipment, and other fixture-based items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, pursuant to Section 859-a of the Act, on November 7, 2011, at 5:00 p.m., local time, at City of Geneva Public Safety Building at 255 Exchange Street, Geneva, New York, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined below) being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. (A copy of the minutes of the Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions prior to said Public Hearing are attached hereto as **Exhibit A**); and

WHEREAS, it is contemplated that the Agency will (i) negotiate one or more agent agreements (the "Agent Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring, renovating and equipping the Facility, (ii) negotiate and enter into one or more lease agreements (the "Lease Agreement"), a leaseback agreements (the "Leaseback Agreement") and a payment-in-lieu-of-tax agreements (the "PILOT Agreement") (the proposed terms of which PILOT Agreement are attached hereto as **Exhibit B**), (iii) take title to, or a leasehold interest in, the Land, the Improvements, the Equipment and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, renovation and equipping of the Facility, (b) a partial real property tax abatement structured within the PILOT Agreement, and (c) a mortgage recording tax exemption for financing or re-financing related to the Project (collectively the "Financial Assistance"); and

WHEREAS, on October 17, 2011, the City of Geneva Planning Board issued a negative declaration (the "Negative Declaration") under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA") with respect to the Project, a copy of which is attached hereto as **Exhibit C**.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF CITY OF GENEVA INDUSTRIAL AGENCY AS FOLLOWS:

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in City of Geneva, Ontario County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. Based upon a review of the Application and the Negative Declaration submitted to the Agency by the Company, the Agency hereby consents to and affirms the status of City of Geneva Planning Board as Lead Agency, within the meaning of, and for all purposes of complying with SEQRA; determines that the proceedings undertaken by the City of Geneva Planning Board under SEQRA with respect to the undertaking of the Project by the Company satisfies the requirements of SEQRA; ratifies such proceedings by the City of Geneva Planning Board; and determines that all of the provisions of SEQRA that are required to be complied with as a condition precedent to the approval of the Financial Assistance contemplated by the Agency with respect to the Project and the participation by the Agency in undertaking the Project have been satisfied.

Section 3. Subject to the Company executing the Leaseback Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the undertaking of the Project and hereby appoints the Company as the true and lawful agent of the Agency, pursuant to the provisions of the Leaseback Agreement: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, **the agency appointment shall expire on December 1, 2012**, unless extended for good cause by the Executive Director or other authorized representative of the Agency.

Section 4. The Chair, Vice Chair and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Lease Agreement, Leaseback Agreement and related documents in the forms thereof approved by the Chair, Vice Chair and Executive Director with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chair, Vice Chair and/or Executive Director shall approve. The execution of the Lease Agreement, Leaseback Agreement and related documents by the Chair, Vice Chair and/or Executive Director of the Agency shall constitute conclusive evidence of such approval.

Section 5. The Chair, Vice Chair and/or Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the PILOT Agreement and any documents necessary and incidental thereto, including but not limited to NYS Form RP-412-a, "Application for Real Property Tax Exemption," and the Secretary of the Agency is hereby authorized to affix the seal, if any, of the Agency thereto where appropriate and to attest the same, in the form as approved by the Chair, Vice Chair and/or Executive Director. The execution of the PILOT Agreement and the Application for Real Property Tax Exemption by the Chair, Vice Chair and/or Executive Director of the Agency shall constitute conclusive evidence of such approval.

Section 6. The Chair, Vice Chair and/or the Executive Director of the Agency are hereby further authorized, on behalf of the Agency, to negotiate, execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project and/or finance or re-finance acquisition and Project costs, equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents, collectively, the "Agency Documents") and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal, if any, of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chair, Vice Chair and/or the Executive Director of the Agency shall approve, the execution thereof by the Chair, Vice Chair or the Executive Director of the Agency to constitute conclusive evidence of such approval; provided, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. Due to the complex nature of this transaction, the Agency hereby authorizes its Chair (or Vice Chair) or Executive Director to approve, execute and deliver such further agreements, documents and certificates as the Agency may be advised by counsel to the Agency or Transaction Counsel to be necessary or desirable to effectuate the foregoing, such

approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Chair (or Vice Chair) or Executive Director of the Agency.

Section 9. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joanne Wisor	x			
Charles Bauder	x			
Peter D'Amico, Jr.	x			
Robert Anania	x			
Frank Cecere, Jr.	x			
George Michaels	x			
Lawrence Bley			x	

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ONTARIO) SS:

I, the undersigned Secretary of the City of Geneva Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of Geneva Industrial Development Agency (the "Agency"), including the resolution contained therein, held on November 7, 2011, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 7th day of November, 2011.



Charles E. W. Bauder, Secretary

[SEAL]

EXHIBIT A

[Notice Documents]

Attached Hereto

**City of Geneva
INDUSTRIAL DEVELOPMENT AGENCY**
47 Castle Street
P.O. Box 273
Geneva, New York 14456
Tel: (315) 789-4393
Fax: (315) 789-4294

October 21, 2011

NOTICE LETTER

To: Attached Distribution List

**Re: City of Geneva Industrial Development and Geneva Land LLC:
Public Hearing with Respect to Proposed Project**

Ladies and Gentlemen:

On Monday, November 7, 2011 at 5:00 p.m., local time, at the City of Geneva Public Safety Building at 255 Exchange Street, Geneva, New York; the City of Geneva Industrial Development Agency (the "Agency") will conduct a public hearing regarding the above-referenced project. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to *The Finger Lakes Times* for publication.

You are welcome to attend such hearing at which time you will have an opportunity to review the project application and present your views, both orally and in writing, with respect to the project. We are providing this notice to you, pursuant to General Municipal Law Section 859-(a), as the chief executive officer of an affected tax jurisdiction within which the project is located.

Very truly yours,

**CITY OF GENEVA INDUSTRIAL
DEVELOPMENT AGENCY**

DISTRIBUTION LIST

Ontario County Administrator
Ontario County Municipal Building
20 Ontario Street
Canandaigua, New York 14424

City of Geneva
Attn: Mayor
Geneva City Hall
47 Castle Street
Geneva, New York 14456

Geneva City Schools
Attn: Superintendent
400 West North Street.
Geneva, New York 14456

Ontario County Board of Supervisors
Attn: Chairman
Ontario County Municipal Building
20 Ontario Street
Canandaigua, New York 14424

City of Geneva
Attn: City Manager
Geneva City Hall
47 Castle Street, 3rd Floor
Geneva, New York 14456

Geneva City Schools
Attn: President, Board of Education
400 West North Street.
Geneva, New York 14456

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law will be held by the City of Geneva Industrial Development Agency (the "Agency") on Monday, November 7, 2011, at 5:00 p.m., local time, at the City of Geneva Public Safety Building at 255 Exchange Street, Geneva, New York, in connection with the following matter:

Geneva Land, LLC, for itself or on behalf of an entity to be formed (the "Company"), Geneva Shopping Center, LLC ("Owner"), and Tops Markets, LLC ("Tops") have submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Agency of title to or other interest in certain land and existing improvements located thereon (being more particularly identified as tax map numbers 104.18-03-47.12, 104.18-03-17, 104.18-03-16, 104.18-03-49, 104.18-03-50, and 104.18-03-47.11, as modified as necessary) owned by Owner located within the Geneva Shopping Center (the "Existing Improvements") at the southeast corner of Routes 5 & 20 (a/k/a Hamilton Street) and White Springs Road in the City of Geneva, New York (the "Land"); (ii) the renovation and expansion by the Company, as Lessee and by Tops as Sublessee and as agent of the Agency of approximately 51,695 square feet of space at the site of the existing Peebles department store to be occupied by a Tops for a supermarket, as subtenant, and related façade and signage changes, (iii) the construction by the Company as Lessee on the Land of an approximately 20,000 square-foot building or addition for occupancy by the relocated Peeble's department store with related façade and signage changes; (iv) the construction on a portion of tax map number 104.18-03-47.12 owned by the Company ("Company Land") of a fueling facility with six (6) double-sided, self-service fuel dispensers (servicing up to twelve (12) cars simultaneously) and a small kiosk building containing in the aggregate approximately 221 square feet also to be leased and operated by Tops; (v) the undertaking of related sitework improvements, parking and roadway upgrades (collectively, the "Improvements"), and (vi) the acquisition of and installation in and around the Existing Improvements and Improvements by the Company on behalf of Owner of machinery, equipment, and other fixture-based items of tangible personal property (the "Equipment" and, collectively with the Land and the Company Land, the Existing Improvements and the Improvements, the "Facility").

The Agency will acquire title to, or a leasehold interest in, the Facility and lease the Facility back to the Owner and the Company, as their interests appear, and the Owner will in turn sublease the relevant portions of the Land to the Company. The Owner and the Company, as their interests may appear, will operate the Facility during the term of the respective leases. At the end of the lease term, the Company and the Owner will purchase their respective interests in the Facility from the Agency, or if the Agency holds a leasehold interest, the leasehold interest will be terminated. The Agency contemplates that it will provide financial assistance (the "Financial Assistance") to the Company and to Tops in the form of sales and use tax exemptions and a mortgage recording tax exemption, consistent with the policies of the Agency, and a partial real property tax abatement to both the Owner and the Company, as their respective interests may appear.

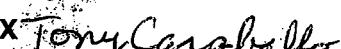
A representative of the Agency will be at the above-stated time and place to present a copy of the Company's/Owner's/Tops project Application (including a cost-benefit analysis) and hear and accept written and oral comments from all persons with views in favor of or opposed to or otherwise relevant to the proposed Financial Assistance.

Dated: October 21, 2011

By: CITY OF GENEVA INDUSTRIAL
DEVELOPMENT AGENCY

Evidence of Mailing Geneva Land LLC Notice

U.S. Postal Service CERTIFIED MAIL RECEIPT (Domestic Mail Only; No Insurance Coverage Provided)			
7001 2510 0003 3222 5472	GENEVA NY 14456		
	<i>Barbara Land</i>	Postage	\$ 0.64
	Certified Fee		\$ 2.85
	Return Receipt Fee (Endorsement Required)		\$ 2.30
	Restricted Delivery Fee (Endorsement Required)		\$ 0.00
	Total Postage & Fees		\$ 5.79
0692 08 Postmark Here RECEIVED 10/21/2011			
Sent To Geneva City Schools, Attn: President, Board of Education Street, Apt. No.; or PO Box No. 400 West North Street			
City, State, ZIP+4 Geneva, New York 14456			
PS Form 3800, January 2001 See Reverse for Instructions			

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 			
1. Article Addressed to: Geneva City Schools Attn: President, Board of Education 400 West North Street. Geneva, New York 14456		A. Signature  Tony Caraballo	
		B. Received by (Printed Name) Tony Caraballo C. Date of Delivery 10/24	
		D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.			
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes			
2. Article Number <i>(Transfer from service label)</i>		7001 2510 0003 3222 5472	

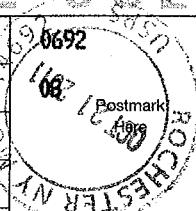
Evidence of Mailing Geneva Land LLC Notice

U.S. Postal Service CERTIFIED MAIL RECEIPT (Domestic Mail Only; No Insurance Coverage Provided)																									
GENEVA NY 14456																									
5489 3222 0003 2510 7001 Geneva Land	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50px; padding: 2px;">Postage</td> <td style="width: 50px; padding: 2px;">\$</td> <td style="width: 50px; padding: 2px;">0.44</td> <td style="width: 50px; padding: 2px;">06922 Postmark Here 10/21/2011</td> </tr> <tr> <td colspan="2" style="padding: 2px;">Certified Fee</td> <td style="padding: 2px;">\$2.85</td> <td colspan="2"></td> </tr> <tr> <td colspan="2" style="padding: 2px;">Return Receipt Fee (Endorsement Required)</td> <td style="padding: 2px;">\$2.30</td> <td colspan="2"></td> </tr> <tr> <td colspan="2" style="padding: 2px;">Restricted Delivery Fee (Endorsement Required)</td> <td style="padding: 2px;">\$0.00</td> <td colspan="2"></td> </tr> <tr> <td colspan="2" style="padding: 2px;">Total Postage & Fees</td> <td style="padding: 2px;">\$ 5.59</td> <td colspan="2" style="padding: 2px;">10/21/2011</td> </tr> </table>	Postage	\$	0.44	06922 Postmark Here 10/21/2011	Certified Fee		\$2.85			Return Receipt Fee (Endorsement Required)		\$2.30			Restricted Delivery Fee (Endorsement Required)		\$0.00			Total Postage & Fees		\$ 5.59	10/21/2011	
Postage	\$	0.44	06922 Postmark Here 10/21/2011																						
Certified Fee		\$2.85																							
Return Receipt Fee (Endorsement Required)		\$2.30																							
Restricted Delivery Fee (Endorsement Required)		\$0.00																							
Total Postage & Fees		\$ 5.59	10/21/2011																						
Sent To Geneva City Schools, Attn: Superintendent Street, Apt. No.; or PO Box No. 400 West North Street City, State, ZIP+4 Geneva, New York 14456																									
PS Form 3800, January 2001 See Reverse for Instructions																									

SENDER: COMPLETE THIS SECTION <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input checked="" type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input checked="" type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits. <p>1. Article Addressed to: Geneva City Schools Attn: Superintendent 400 West North Street. Geneva, New York 14456</p>	COMPLETE THIS SECTION ON DELIVERY <p>A. Signature <input checked="" type="checkbox"/> Tony Caraballo <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) <input type="checkbox"/> Tony Caraballo <input type="checkbox"/> C. Date of Delivery <input type="checkbox"/> 10/21</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
2. Article Number 7001 2510 0003 3222 5489 (Transfer from service label)	
PS Form 3811, February 2004 Domestic Return Receipt <i>Geneva Land</i> 102595-02-M-1540	

Evidence of Mailing Geneva Land LLC Notice

**U.S. Postal Service
CERTIFIED MAIL RECEIPT**
(Domestic Mail Only; No Insurance Coverage Provided)

GENEVA NY 14456	
7001 2510 0003 3222 5502	Geneva Land Postage \$ \$0.64 Certified Fee \$ \$2.85 Return Receipt Fee (Endorsement Required) \$ \$2.30 Restricted Delivery Fee (Endorsement Required) \$ \$0.00 Total Postage & Fees \$ \$5.79
	
	10/21/2011
	10/21/2011
	10/21/2011
	10/21/2011
Sent To City of Geneva; Attn: Mayor Street, Apt. No.; or PO Box No. Geneva City Hall, 47 Castle Street City, State, ZIP+4 Geneva, New York 14456	
<small>PS Form 3800, January 2001</small> <small>See Reverse for Instructions</small>	

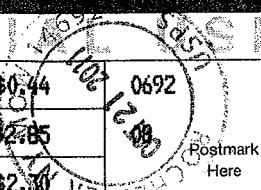
SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> ■ Complete Items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 		A. Signature  M. Wheeler 10/24 B. Received by (Printed Name) C. Date of Delivery D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
1. Article Addressed to: City of Geneva Attn: Mayor Geneva City Hall 47 Castle Street Geneva, New York 14456		3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
2. Article Number <small>(Transfer from service label)</small>		4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
7001 2510 0003 3222 5502		Geneva Land 102595-02-M-1540	
PS Form 3811, February 2004		Domestic Return Receipt	

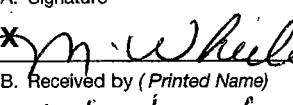
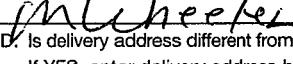
Evidence of Mailing Geneva Land LLC Notice

U.S. Postal Service CERTIFIED MAIL RECEIPT	
(Domestic Mail Only; No Insurance Coverage Provided)	
CANANDAIGUA NY 14424	
<p>7001 2510 0003 3222 5519</p> <p>Geneva Land</p> <p>Postage \$ 0.44</p> <p>Certified Fee \$ 2.85</p> <p>Return Receipt Fee (Endorsement Required) \$ 2.30</p> <p>Restricted Delivery Fee (Endorsement Required) \$ 0.00</p> <p>Total Postage & Fees \$ 5.59</p>	<p>0692</p> <p>08/21/2011</p> <p>Postmark Date</p> <p>RECEIVED</p> <p>10/21/2011</p>
<p>Sent To</p> <p>Ontario County Board of Supervisors; Attn: Chairman Street, Apt. No. or PO Box No. Ontario Cnty Municipal Bldg, 20 Ontario St</p> <p>City, State, ZIP+4 Canandaigua, New York 14424</p>	
PS Form 3800, January 2001 See Reverse for Instructions	

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY							
<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. <input checked="" type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input checked="" type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits. 		<p>A. Signature </p> <p><input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) </p> <p>C. Date of Delivery 10-24-11</p>							
<p>1. Article Addressed to:</p> <p>Ontario County Board of Supervisors Attn: Chairman Ontario County Municipal Building 20 Ontario Street Canandaigua, New York 14424</p>		<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>							
<p>2. Article Number (Transfer from service label)</p>		<p>3. Service Type</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><input checked="" type="checkbox"/> Certified Mail</td> <td style="width: 50%;"><input type="checkbox"/> Express Mail</td> </tr> <tr> <td><input type="checkbox"/> Registered</td> <td><input checked="" type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>		<input checked="" type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input checked="" type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
<input checked="" type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail								
<input type="checkbox"/> Registered	<input checked="" type="checkbox"/> Return Receipt for Merchandise								
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.								
<p>7001 2510 0003 3222 5519</p>		<p>Domestic Return Receipt </p> <p>102595-02-M-1540</p>							

Evidence of Mailing Geneva Land LLC Notice

U.S. Postal Service CERTIFIED MAIL RECEIPT	
(Domestic Mail Only, No Insurance Coverage Provided)	
7001 2510 0003 3222 5496	GENEVA NY 14456  Geneva Land Postage \$ 0.44 0692 Certified Fee \$ 2.85 Return Receipt Fee (Endorsement Required) \$ 2.10 Restricted Delivery Fee (Endorsement Required) \$ 0.00 Total Postage & Fees \$ 5.59 10/21/2011 Sent To City of Geneva, Attn: City Manager Street, Apt. No.; or PO Box No. Geneva City Hall, 47 Castle Street, 3rd Fl. City, State, ZIP+4 Geneva, New York 14456 <small>PS Form 3800, January 2001. See Reverse for Instructions</small>

SENDER: COMPLETE THIS SECTION <ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. <p>1. Article Addressed to: City of Geneva Attn: City Manager Geneva City Hall 47 Castle Street, 3rd Floor Geneva, New York 14456</p>	COMPLETE THIS SECTION ON DELIVERY <p>A. Signature  <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name)  C. Date of Delivery 10/24</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
2. Article Number <i>(Transfer from service label)</i> 7001 2510 0003 3222 5496	
PS Form 3811, February 2004 Domestic Return Receipt <i>Geneva Land</i> 102595-02-M-1540	

Evidence of Mailing Geneva Land LLC Notice

**U.S. Postal Service
CERTIFIED MAIL RECEIPT**
(Domestic Mail Only; No Insurance Coverage Provided)

CANANDAIGUA, NY 14424		08/22/11
7001 2510 0003 3222 5526	Geneva Land	Postage \$ 0.64
	Certified Fee \$ 2.85	08/22 Postmark Here
	Return Receipt Fee (Endorsement Required) \$ 2.30	
	Restricted Delivery Fee (Endorsement Required) \$ 0.00	
	Total Postage & Fees \$ 5.79	10/21/2011
Sent To Ontario County Administrator <small>Street, Apt. No., or PO Box No.</small> <small>City, State, ZIP+4</small> Ontario Cnty Municipal Bldg, 20 Ontario St. Canandaigua, New York 14424		
<small>PS Form 3800, January 2001</small> <small>See Reverse for Instructions</small>		

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY							
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 		<p>A. Signature <i>Candy Mays</i> <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by / Printed Name <i>Candy Mays</i> C. Date of Delivery <i>10-24-11</i></p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>							
<p>1. Article Addressed to: Ontario County Administrator Ontario County Municipal Building 20 Ontario Street Canandaigua, New York 14424 </p>		<p>3. Service Type</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50px;"><input type="checkbox"/> Certified Mail</td> <td style="width: 50px;"><input checked="" type="checkbox"/> Express Mail</td> </tr> <tr> <td style="width: 50px;"><input type="checkbox"/> Registered</td> <td style="width: 50px;"><input checked="" type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td style="width: 50px;"><input type="checkbox"/> Insured Mail</td> <td style="width: 50px;"><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>		<input type="checkbox"/> Certified Mail	<input checked="" type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input checked="" type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
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<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.								
<p>2. Article Number <i>7001 2510 0003 3222 5526</i></p>		<p><small>(Transfer from service)</small></p> <p>PS Form 3811, February 2004 Domestic Return Receipt <i>Geneva Land</i> 102595-02-M-1840</p>							

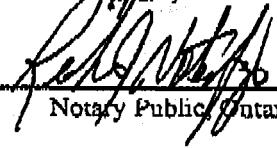
AFFIDAVIT OF PUBLICATION

State of New York,
COUNTY OF ONTARIO
CITY OF GENEVA

ss.

Erica Collins of the City of Geneva, County of Ontario, being duly sworn, doth depose and say that he is Authorized Designer Finger Lakes Publishing, Inc., publishers of THE FINGER LAKES TIMES a Daily, Newspaper, published in Geneva, in said County: and that the notice of which the annexed, is a printed copy, cut from said newspaper, was printed and published in the regular edition and issue of said newspaper THE FINGER LAKES TIMES for one day successive beginning October 15 2011 and ending October 25 2011

Subscribed and sworn to before me
this 27 day of October 2011


Notary Public Ontario County, N.Y.

RICHARD JOHN NOTERFONZO
Notary Public, State of New York
Registration# 01NQ8022114
Qualified in Chemung County 15
Commission Expires March 29, 2015

**NOTICE OF PUBLIC
HEARING**

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law will be held by the City of Geneva Industrial Development Agency (the "Agency") on Monday, November 7, 2011, at 5:00 p.m., local time, at the City of Geneva Public Safety Building at 255 Exchange Street, Geneva, New York, in connection with the following matter:

Geneva Land, LLC, for itself or on behalf of an entity to be formed (the "Company"), Geneva Shopping Center, LLC ("Owner"), and Tops Markets, LLC ("Tops") have submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Agency of title to or other interest in certain land and existing improvements located thereon (being more particularly identified as tax map numbers 104.18-03-47.12, 104.18-03-17, 104.18-03-16, 104.18-03-49, 104.18-03-50, and 104.18-03-47.11, as modified as necessary) owned by Owner located within the Geneva Shopping Center (the "Existing Improvements") at the south-east corner of Routes 5 & 20 (a/k/a Hamilton Street) and White Springs Road in the City of Geneva, New York (the "Land"); (ii) the renovation and expansion by the Company, as Lessee and by Tops as Sublessee and as agent of the Agency, of approximately 51,695 square feet of space at the site of the existing Peebles department store to be occupied by a Tops for a supermarket, as subtenant, and related façade and signage changes, (iii) the construction by the Company as Lessee on the Land of an approximately 20,000 square-foot building or

addition for occupancy by the relocated Peaple's department store with related façade and signage changes; (iv) the construction on a portion of tax map number

104.18-03-47.12

owned by the Company ("Company Land") of a fueling facility with six (6) double-sided, self-service fuel dispensers (servicing up to twelve (12) cars simultaneously) and a small kiosk building containing in the aggregate approximately 221 square feet also to be leased and operated by Tops; (v) the undertaking of related sitework improvements, parking and roadway upgrades (collectively, the "Improvements"), and (vi) the acquisition of and installation in and around the Existing Improvements and Improvements by the Company on behalf of Owner of machinery, equipment, and other fixture-based items of tangible personal property (the "Equipment" and, collectively with the Land and the Company Land, the Existing Improvements and the Improvements, the "Facility"). The Agency will acquire title to, or a leasehold interest in, the Facility and lease the Facility back to the Owner and the Company, as their interests appear, and the Owner will in turn sublease the relevant portions of the Land to the Company. The Owner and the Company, as their interests may appear, will operate the Facility during the term of the respective leases. At the end of the lease term, the Company and the Owner will purchase their respective interests in the Facility from the Agency, or if the Agency holds a leasehold interest, the leasehold interest will be terminated. The Agency contemplates that it will provide financial assistance (the "Financial Assistance") to the Company and to Tops in the form of sales and

use tax exemptions and a mortgage recording tax exemption, consistent with the policies of the Agency, and a partial real property tax abatement to both the Owner and the Company, as their respective interests may appear.

A representative of the Agency will be at the above-stated time and place to present a copy of the Company's/Owner's/Tops project Application (including a cost-benefit analysis) and hear and accept written and oral comments from all persons with views in favor of or opposed to or otherwise relevant to the proposed Financial Assistance.

Dated: October 21,
2011

By: CITY OF GENEVA
INDUSTRIAL
DEVELOPMENT
AGENCY

475

EXHIBIT B

Year	Tops	Pebbles	Gas Pumps
1	\$13,000	\$ 5,000	0 % of increased assessment
2	\$13,000	\$ 5,000	0%
3	\$13,000	\$ 5,000	0%
4	\$13,000	\$ 5,000	0%
5	\$13,000	\$ 5,000	0%
6	\$26,000	\$10,000	20% of assessment
7	\$26,000	\$10,000	40% of assessment
8	\$26,000	\$10,000	60% of assessment
9	\$26,000	\$10,000	80% of assessment
10	\$26,000	\$10,000	100% of assessment
11	20% of assessment	20% of assessment	100% of assessment
12	40% of assessment	40% of assessment	100% of assessment
13	60% of assessment	60% of assessment	100% of assessment
14	80% of assessment	80% of assessment	100% of assessment
15	100% of assessment	100% of assessment	100% of assessment

15 year PILOT for Tops & Pebbles

10 year PILOT for gas pumps

EXHIBIT C

[Negative Declaration]

Attached hereto

CITY OF GENEVA, NEW YORK

CITY HALL • 47 CASTLE STREET • GENEVA, NEW YORK 14456



Neal Braman
Planning Board Coordinator
(315) 789-3101
FAX (315) 789-8373
Email: nlb@geneva.ny.us

MEETING MINUTES

October 17, 2011

Call to order

Jeff Rokow called to order the regular meeting of the City of Geneva's Planning Board at 7:00 P.M. on October 17, 2011 in the Public Safety Building, which is located at #255 Exchange Street.

Roll call

Jeff Rokow conducted a roll call. The following Planning Board members were present:

- Sharon Best
- Molly- Cadle Davidson
- Larry Campbell
- Don Cass
- Tony Di Costanzo
- Edith Lurvey
- Jeff Rokow
- Richard Sheills

City Staff Present:

Neal Braman Planning & Zoning Coordinator
Paul Damico City Council Liason

New Business:

1. A Site Plan and architectural review for the Geneva Shopping Center, LLC for a 20,000 ft.² addition and a three Island, six pump gas kiosk and associated parking improvements.
 - (A). Richard Sheills made a motion to declare this project as an unlisted action under 6 NYCRR Part 617 and to declare the City Of Geneva Planning Board to be the lead agency for the review. Sharon Best seconded the motion.
 - (B). Jeff Rokow conducted a roll call vote on this motion. The following determinations were given by the board members:

(a) Sharon Best	Aye
(b) Molly Cadle Davidson	Aye
(c) Larry Campbell	Aye
(d) Don Cass	Aye
(e) Tony DiCostanzo	Aye
(f) Edith Lurvey	Aye
(g) Jeff Rokow	Aye
(h) Richard Sheills	Aye

(C). Richard Sheills made a motion to approve the Site Plan & Architectural Review for the proposed Addition to the Geneva Shopping Center, LLC and to approve the short environmental assessment form, part 1 as submitted by the applicant and Part 2 as completed by the Planning Board; making a negative determination of significance, noting that the proposed action will not result in any significant adverse environmental impacts. **The following conditions shall apply:**

- (1). There shall be a 180 day time limit to obtain a building permit
- (2). Nothing in this approval shall relieve the applicant's responsibility to comply with all other state and local requirements, including but not limited to GMC Chapter 350, Zoning, and the NYS Uniform Fire Prevention and Building Code.

Jeff Rokow seconded the motion

(D). Jeff Rokow conducted a roll call vote on this motion. The following determinations were given by the board members:

(i) Sharon Best	Aye
(j) Molly Cadle Davidson	Aye
(k) Larry Campbell	Aye
(l) Don Cass	Aye
(m) Tony DiCostanzo	Aye
(n) Edith Lurvey	Aye
(o) Jeff Rokow	Aye
(p) Richard Sheills	Aye

Motion Passes

Appendix C
State Environmental Quality Review
SHORT ENVIRONMENTAL ASSESSMENT FORM
For UNLISTED ACTIONS Only

PART I - PROJECT INFORMATION (To be completed by Applicant or Project Sponsor)

1. APPLICANT/SPONSOR <i>Geneva Shopping Center, LLC</i>	2. PROJECT NAME <i>Geneva Shopping Center</i>
3. PROJECT LOCATION: Municipality <i>City of Geneva</i> County <i>Ontario</i>	
4. PRECISE LOCATION (Street address and road intersections, prominent landmarks, etc., or provide map) <i>Southwest of the Hammon Street and Main Street intersection, east</i>	
5. PROPOSED ACTION IS: <input checked="" type="checkbox"/> New <input checked="" type="checkbox"/> Expansion <input type="checkbox"/> Modification/alteration	
6. DESCRIBE PROJECT BRIEFLY: <i>Proposing a new 4,000 sq ft Koch oil 6 fueling stations and a new 20,000 sf building addition/alteration w/ associated site parking improvements</i>	
7. AMOUNT OF LAND AFFECTED: Initially <u>1.20</u> acres Ultimately <u>1.20</u> acres	
8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER EXISTING LAND USE RESTRICTIONS? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If No, describe briefly <i>Yes with a special use permit for the fuel stations.</i>	
9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT? <input type="checkbox"/> Residential <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Agriculture <input type="checkbox"/> Park/Forest/Open Space <input type="checkbox"/> Other Describe: <i>work is within existing plaza</i>	
10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (FEDERAL, STATE OR LOCAL)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If Yes, list agency(s) name and permit/approvals: <i>NYSDOH - Water and Sewer City of Geneva - Planning Board Ontario County - Planning Board</i>	
11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If Yes, list agency(s) name and permit/approvals: <i>All previous aspects work with a permit</i>	
12. AS A RESULT OF PROPOSED ACTION WILL EXISTING PERMIT/APPROVAL REQUIRE MODIFICATION? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor name: <u>Leonard Fratto (Castelli Financial Agency, Inc.)</u> Date: <u>3/03/11</u> Signature: <u>Leonard Fratto</u>	

If the action is in the Coastal Area, and you are a state agency, complete the Coastal Assessment Form before proceeding with this assessment

PART II - IMPACT ASSESSMENT (To be completed by Lead Agency)

A. DOES ACTION EXCEED ANY TYPE I THRESHOLD IN 6 NYCRR, PART 617.4?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	If yes, coordinate the review process and use the FULL EAF.
B. WILL ACTION RECEIVE COORDINATED REVIEW AS PROVIDED FOR UNLISTED ACTIONS IN 6 NYCRR, PART 617.6? If No, a negative declaration may be superseded by another involved agency.		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
C. COULD ACTION RESULT IN ANY ADVERSE EFFECTS ASSOCIATED WITH THE FOLLOWING: (Answers may be handwritten, if legible)		
C1. Existing air quality, surface or groundwater quality or quantity, noise levels, existing traffic pattern, solid waste production or disposal, potential for erosion, drainage or flooding problems? Explain briefly: <i>Minor adverse effects</i>		
C2. Aesthetic, agricultural, archaeological, historic, or other natural or cultural resources; or community or neighborhood character? Explain briefly: <i>No</i>		
C3. Vegetation or fauna, fish, shellfish or wildlife species, significant habitats, or threatened or endangered species? Explain briefly: <i>No</i>		
C4. A community's existing plans or goals as officially adopted, or a change in use or intensity of use of land or other natural resources? Explain briefly: <i>No</i>		
C5. Growth, subsequent development, or related activities likely to be induced by the proposed action? Explain briefly: <i>No</i>		
C6. Long term, short term, cumulative, or other effects not identified in C1-C5? Explain briefly: <i>No</i>		
C7. Other impacts (including changes in use of either quantity or type of energy)? Explain briefly: <i>No</i>		
D. WILL THE PROJECT HAVE AN IMPACT ON THE ENVIRONMENTAL CHARACTERISTICS THAT CAUSED THE ESTABLISHMENT OF A CRITICAL ENVIRONMENTAL AREA (CEA)?		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, explain briefly:		
E. IS THERE, OR IS THERE LIKELY TO BE, CONTROVERSY RELATED TO POTENTIAL ADVERSE ENVIRONMENTAL IMPACTS?		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, explain briefly:		

PART III - DETERMINATION OF SIGNIFICANCE (To be completed by Agency)

INSTRUCTIONS: For each adverse effect identified above, determine whether it is substantial, large, important or otherwise significant. Each effect should be assessed in connection with its (a) setting (i.e. urban or rural); (b) probability of occurring; (c) duration; (d) irreversibility; (e) geographic scope; and (f) magnitude. If necessary, add attachments or reference supporting materials. Ensure that explanations contain sufficient detail to show that all relevant adverse impacts have been identified and adequately addressed. If question D of Part II was checked yes, the determination of significance must evaluate the potential impact of the proposed action on the environmental characteristics of the CEA.

Check this box if you have identified one or more potentially large or significant adverse impacts which **MAY** occur. Then proceed directly to the FULL EAF and/or prepare a positive declaration.

Check this box if you have determined, based on the information and analysis above and any supporting documentation, that the proposed action **WILL** NOT result in any significant adverse environmental impacts **AND** provide, on attachments as necessary, the reasons supporting this determination.

CITY of GENEVA PLANNING BOARD

Name of Lead Agency

10/17/11

Date

Jeff Rokow

Print or Type Name of Responsible Officer in Lead Agency

Jeff Rokow

Title of Responsible Officer

Jeff Rokow

Signature of Responsible Officer in Lead Agency

Jeff Rokow

Signature of Preparer (If different from responsible officer)

Reset

CITY OF GENEVA DPW – Division of Buildings & Development

Date rec'd: 8/31/2011

APPLICATION TO THE CITY OF GENEVA PLANNING BOARD

(please fill out completely and legibly)

(Applicant's name) Geneva Shopping Center LLC (F.S. Development)

(Mailing address) 10 Goodman Street
Rochester, NY 14602

(Telephone) 585-222-1580 (From 5-1580)

(Name of project) Geneva Shopping Center

(Date of application) 8/29/11

I (we) hereby apply to the City of Geneva Planning Board for review and approval of (check all that apply):

Site plan review

Architectural review

Subdivision approval

Special use permit

Recommendation for Zoning Map amendment

LOCATION OF PROPERTY (if property includes 2 or more existing parcels, please list each)

(Street address) Hamilton Street and Webster's Pond

(SBL Number) 104.18-03-17, 104.18-03-18, 104.18-03-30, 104.18-03-49
104.18-03-17.12, 104.18-03-47.11

(Approximate dimensions and acreage) 1242' x 864') 1/20 acres

(Please indicate if property is within 500 feet of Routes 5 & 20, Seneca Lake, or the city boundary lines)

Within 500' of Routes 5 & 20

PRESENT USE AND ZONING OF PROPERTY

(Present use) Commercial

(Present zoning district) B1

(Property within Historical District?) N/A

(Property within flood zone?) N/A

(Please describe any previous Planning Board or Zoning Board approvals which have been granted affecting the property) _____

N/A

PROPOSED USE OF PROPERTY

(Please describe, as specifically as possible, the proposed use and any new buildings or site improvements to be constructed) Proposing a 1,200,000 SF Retail Addition and a fuel kiosk with 6 fueling locations. Other work within the plans includes new drainage, new land lines and a relocating a local's dock.

(Is the proposed use permitted by present zoning?) w/ special use permit (Zoning)

(Will any variances or other approvals in addition to this application be required? If so, please list) Special permit (Fuel Station)

(Number of on-site parking spaces to be provided) 700 (Existing)

(Number and location of off-site parking spaces to be provided) N/A

(Total number of employees) TBD

(If more than one shift, number on largest shift) TBD

(Floor area of building in square feet) 1/2 20,000

(Customer floor area in square feet) TBD

(Deliveries, in numbers of vehicles, frequency, etc.) TBD

(Please describe any outdoor storage) N/A

(Please describe signs proposed, including dimensions) TBD

(Please describe if signs are to be illuminated) TBD

(Please describe if any other permits or approvals are to be obtained from any other federal, state, county, or local agency, and the status of any applications) NYSDOH - Dec. 2016

Ontario County DOT - Entrance Relocation

(Please describe your construction schedule, including proposed starting and completion dates) Start - 10/2016 - Finish - 6/2017

(Is the work to be done in phases? If so, please describe) TBD

PROFESSIONALS

(Please list the names, addresses and telephone numbers of those involved with this project)

Engineer

Castek Engineering

217 Lake Avenue

Rochester, NY 14608

(315) 452-3320

Architect

TBD

Surveyor

Castek Engineering

217 Lake Avenue

Rochester, NY 14608

Attorney

TBD

As part of the SEQRA process, part 1 of the Environmental Assessment Short Form will need to be filled out and submitted with each Planning Board and Zoning Board Application. This page may be obtained by accessing the web site located under "Applications for Permits"

The applicant(s) hereby affirm that the above information is accurate and complete, to the best of his or her knowledge and information, and that he or she is the title owner of the property identified in the above application or has been authorized by the title owner to make this application.

(Signature/date)

Leigh-Ann Rabitz
Agent for Applicant

I (we) hereby certify that I (we) am the title owner of the property identified in the above application and that the applicant(s) named above is authorized to make the application described herein.

(Signature/date)

FOR OFFICE USE ONLY:

Fee paid: _____

OCPB referral: _____

HSDC referral: _____

BID referral: _____

Notes:

HARRIS BEACH PLLC
ATTORNEYS AT LAW

November 13, 2012

99 GARNSEY ROAD
PITTSFORD, NY 14534
(585) 419-8800

AMY ABBINK
PARALEGAL
DIRECT: (585) 419-8744
FAX: (585) 419-8817
AABBINK@HARRISBEACH.COM

To: Assessor and Affected Taxing Jurisdiction
Officials on Schedule A

**Re: *City of Geneva Industrial Development Agency and Geneva Shopping Center,
LLC: Distribution of Form RP-412-a and PILOT Agreement***

Ladies and Gentlemen:

On behalf of the City of Geneva Industrial Development Agency, I have enclosed for you, the Assessor and Chief Elected Officials of each taxing jurisdiction within which the above-referenced project is located, an Application for Real Property Tax Exemption on Form RP-412-a with attached Payment In Lieu of Tax Agreement.

Should you have questions, please contact me at (585) 419-8744.

Very truly yours,

Harris Beach PLLC



Amy Abbink
Paralegal

ACA:jr
Enclosures

November 13, 2012

Page 2

ATTORNEYS AT LAW

Schedule A

Ontario County Administrator
Ontario County Municipal Building
20 Ontario Street
Canandaigua, New York 14424

Ontario County Board of Supervisors
Attn: Chair
Ontario County Municipal Building
20 Ontario Street
Canandaigua, New York 14424

City of Geneva
Attn: Mayor
Geneva City Hall
47 Castle Street
Geneva, New York 14456

City of Geneva
Attn: City Manager
Geneva City Hall
47 Castle Street, 3rd Floor
Geneva, New York 14456

City of Geneva
Attn: Assessor
Geneva City Hall
47 Castle Street
Geneva, New York 14456

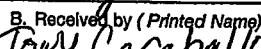
Geneva City Schools
Attn: President, Board of Education
400 West North Street
Geneva, New York 14456

Geneva City Schools
Attn: Superintendent
400 West North Street
Geneva, New York 14456

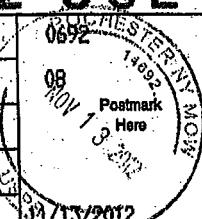
Real Property Tax Department
Attn: Director
Ontario County Municipal Building
20 Ontario Street
Canandaigua, New York 14424

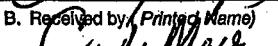
Evidence of Mailing Geneva Shopping Center, LLC PILOT Evidence of Mailing Geneva Land LLC PILOT

<p style="text-align: center;">U.S. Postal Service™ CERTIFIED MAIL™ RECEIPT <i>(Domestic Mail Only; No Insurance Coverage Provided)</i></p>																																																	
<p>For delivery information visit our website at www.usps.com</p>																																																	
<p>Allow 1-3 Business Days for Processing</p>																																																	
<p>ALL OFFICIAL USE</p>																																																	
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<p>Geneva City Schools, Attn: Superintendent Street, Apt. No. _____ or PO Box No. _____ City, State, ZIP+4 _____</p>																																																	
<p>400 West North Street</p>																																																	
<p>Geneva, NY 14456</p>																																																	
<p>PS Form 3800, August 2006</p>																																																	
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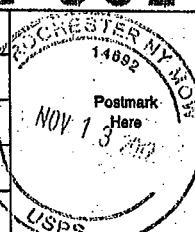
SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY							
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 		<p>A. Signature  <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name)  <input checked="" type="checkbox"/> C. Date of Delivery 11-14</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>							
<p>1. Article Addressed to:</p> <p>Geneva City Schools Attn: Superintendent 400 West North Street Geneva, New York 14456</p>		<p>3. Service Type</p> <table style="border: none;"> <tr> <td><input checked="" type="checkbox"/> Certified Mail</td> <td><input type="checkbox"/> Express Mail</td> </tr> <tr> <td><input type="checkbox"/> Registered</td> <td><input checked="" type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>		<input checked="" type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input checked="" type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
<input checked="" type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail								
<input type="checkbox"/> Registered	<input checked="" type="checkbox"/> Return Receipt for Merchandise								
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.								
<p>2. Article Number <i>(Transfer from service label)</i></p>		<p>7011 2970 0000 0394 4607</p>							

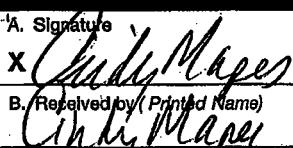
Evidence of Mailing Geneva Shopping Center, LLC PILOT Evidence of Mailing Geneva Land LLC PILOT

<p style="text-align: center;">U.S. Postal Service™ CERTIFIED MAIL™ RECEIPT <i>(Domestic Mail Only; No Insurance Coverage Provided)</i></p>											
<p>For delivery information visit our website at www.usps.com®</p>											
ALL INFORMATION IS FOR OFFICIAL USE											
<table border="1"> <tr> <td>General Postage</td> <td>\$ 2.10</td> </tr> <tr> <td>Certified Fee</td> <td>\$ 2.95</td> </tr> <tr> <td>Return Receipt Fee (Endorsement Required)</td> <td>\$ 2.35</td> </tr> <tr> <td>Restricted Delivery Fee (Endorsement Required)</td> <td>\$ 0.00</td> </tr> <tr> <td>Total Postage & Fees</td> <td>\$ 7.40</td> </tr> </table>		General Postage	\$ 2.10	Certified Fee	\$ 2.95	Return Receipt Fee (Endorsement Required)	\$ 2.35	Restricted Delivery Fee (Endorsement Required)	\$ 0.00	Total Postage & Fees	\$ 7.40
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Certified Fee	\$ 2.95										
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Restricted Delivery Fee (Endorsement Required)	\$ 0.00										
Total Postage & Fees	\$ 7.40										
 <p><i>14882</i> NOV 1 2012 Postmark Here CANANDAIGUA, NY 14424</p>											
<p>Sent To Ontario County Board of Supervisors, Attn: Chair</p> <p>Street, Apt No., or PO Box No. Ontario Cnty. Muni. Bldg., 20 Ontario St.</p> <p>City, State, Zip+4 Canandaigua, NY 14424</p>											
<p>PS Form 3800, August 2006</p> <p>See Reverse for Instructions</p>											

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
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<p>1. Article Addressed to:</p> <p>Ontario County Board of Supervisors Attn: Chair Ontario County Municipal Building 20 Ontario Street Canandaigua, New York 14424</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number (Transfer from service label)</p>		<p>7011 2970 0000 0394 4645</p>	

Evidence of Mailing Geneva Shopping Center, LLC PILOT
Evidence of Mailing Geneva Land LLC PILOT

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For delivery information visit our website at www.usps.com											
ALL OFFICIAL USE											
2011 2970 0000 0394 4621 Geneva Land LLC 412a Certified Fee	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Postage</td> <td style="width: 50%; text-align: right;">\$</td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> <tr> <td style="text-align: right;">Return Receipt Fee (Endorsement Required)</td> <td></td> </tr> <tr> <td style="text-align: right;">Restricted Delivery Fee (Endorsement Required)</td> <td></td> </tr> <tr> <td style="text-align: right;">Total Postage & Fees</td> <td style="text-align: right;">\$</td> </tr> </table> <div style="text-align: center; margin-top: 10px;">  Postmark Nov 13 2012 Rochester, NY 14682 </div>	Postage	\$			Return Receipt Fee (Endorsement Required)		Restricted Delivery Fee (Endorsement Required)		Total Postage & Fees	\$
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Restricted Delivery Fee (Endorsement Required)											
Total Postage & Fees	\$										
Sent To Real Property Tax Dept., Attn: Director Street, Apt. No.; or PO Box No. Ontario Cnty. Muni. Bldg., 20 Ontario St. City, State, Zip/444											
Canandaigua, NY 14424 <small>PS Form 3800, August 2006</small>											
<small>See Reverse for Instructions</small>											

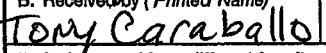
SENDER: COMPLETE THIS SECTION	
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1. Article Addressed to: Real Property Tax Department Attn: Director Ontario County Municipal Building 20 Ontario Street Canandaigua, New York 14424	
COMPLETE THIS SECTION ON DELIVERY	
A. Signature 	
B. Received by (Printed Name) C. Date of Delivery Cindy Mages 11-14-12	
D. Is delivery address different from item 1? If YES, enter delivery address below: <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
2. Article Number <small>(Transfer from service label)</small>	
2011 2970 0000 0394 4621	
<small>PS Form 3811, February 2004</small>	
<small>Domestic Return Receipt Geneva Land LLC-412a 102595-02-M-1540</small>	

Evidence of Mailing Geneva Shopping Center, LLC PILOT
Evidence of Mailing Geneva Land LLC PILOT

7011 2970 0000 0394 4614

U.S. Postal Service™ CERTIFIED MAIL™ RECEIPT (Domestic Mail Only; No Insurance Coverage Provided)	
For delivery information visit our website at www.usps.com	
OFFICIAL USE	
Geneva Land LLC 412a	Postage \$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees \$	
Sent To: Geneva City Schools, Attn: President, Board of Education Street, Apt. No., or PO Box No. 400 West North Street City, State, Zip+4 Geneva, NY 14456	
PS Form 3800, August 2006	
See Reverse for Instructions	

ROCHESTER NY 14682
Postmark Here
NOV 13 2006
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SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
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<p>1. Article Addressed to: Geneva City Schools Attn: President, Board of Education 400 West North Street Geneva, New York 14456</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number <i>(Transfer from service label)</i></p>		7011 2970 0000 0394 4614	
<small>PS Form 3811, February 2004 Domestic Return Receipt Geneva Land LLC - 412a 102595-02-M-1640</small>			

Evidence of Mailing Geneva Shopping Center, LLC PILOT
Evidence of Mailing Geneva Land LLC PILOT

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Adhesive OFFICIAL USE

Geneva Land LLC 412a	Postage	\$
	Certified Fee	\$
	Return Receipt Fee (Endorsement Required)	\$
	Restricted Delivery Fee (Endorsement Required)	\$
	Total Postage & Fees	\$

2011 2970 0000 0394 4638

Sent To: City of Geneva, Attn: Mayor
 Street, Apt. No.,
 or PO Box No. Geneva City Hall, 47 Castle Street
 City, State, Zip+4
 Geneva, NY 14456

PS Form 3800, August 2006

See Reverse for Instructions

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USPS

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
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<p>1. Article Addressed to:</p> <p>City of Geneva Attn: Mayor Geneva City Hall 47 Castle Street Geneva, New York 14456</p>		<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number <i>(Transfer from service label)</i></p>		<p>2011 2970 0000 0394 4638</p>	
<p>PS Form 3811, February 2004</p>		<p>Domestic Return Receipt <i>Geneva Land LLC - 412a</i> 102595-02-M-1540</p>	

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U.S. Postal Service™
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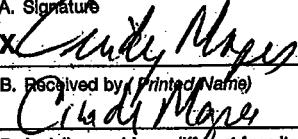
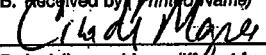
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GenevaLand LLC- 412a	Postage \$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

14693
Postmark
Here
11/13/06

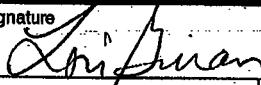
Sent To Ontario County Administrator
 Street, Apt. No.;
 or PO Box No. Ontario Cnty. Muni, Bldg., 20 Ontario St.
 City, State, ZIP+4
 Canandaigua, NY 14424

PS Form 3800, August 2006 See Reverse for Instructions

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<p>1. Article Addressed to: Ontario County Administrator Ontario County Municipal Building 20 Ontario Street Canandaigua, New York 14424</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number <i>(Transfer from service label)</i></p>		<p align="center">7011 2970 0000 0394 4652</p>	
<p align="center">PS Form 3811, February 2004 Domestic Return Receipt GenevaLand LLC-412a 102585-02-M-1540</p>			

Evidence of Mailing Geneva Shopping Center, LLC PILOT
Evidence of Mailing Geneva Land LLC PILOT

MISSING/LOST

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<p>1. Article Addressed to: City of Geneva Attn: City Manager Geneva City Hall 47 Castle Street, 3rd Floor Geneva, New York 14456</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number: <i>(Transfer from service label)</i></p>		<p>7011 2970 0000 0394 4911</p>	
<p>PS Form 3811, February 2004</p>		<p>Domestic Return Receipt <i>Geneva Land LLC - 4th</i> 102595-02-M-1640</p>	

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<p>1. Article Addressed to: City of Geneva Attn: Assessor Geneva City Hall 47 Castle Street Geneva, New York 14456</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number (Transfer from service label)</p>		<p>7010 2970 0000 0394 4928</p>	
<p>PS Form 3811, February 2004 Domestic Return Receipt <i>Geneva Land LLC - 412a</i> 102595-02-M-1540</p>			



NYS BOARD OF REAL PROPERTY SERVICES

RP-412-a (1/95)

INDUSTRIAL DEVELOPMENT AGENCIES
APPLICATION FOR REAL PROPERTY TAX EXEMPTION
(Real Property Tax Law, Section 412-a and General Municipal Law, Section 874)

1. INDUSTRIAL DEVELOPMENT AGENCY (IDA)

Name City of Geneva Industrial Development Agency
Street 47 Castle Street
City Geneva, New York 14456
Telephone no. Day (315) 789-6104
Evening ()
Contact Matthew Horn
Title Executive Director

2. OCCUPANT (IF OTHER THAN IDA)
(If more than one occupant attach separate listing)

Name Geneva Shopping Center, LLC
Street 414 Eagle Rock Avenue, Suite 208
City West Orange, NJ 07052
Telephone no. Day (585) 419-9630
Evening ()
Contact Frank M. Ferrari III
Title Manager

3. DESCRIPTION OF PARCEL

a. Assessment roll description (tax map no./roll year)
p/o 104.18-03-47.11 (as more fully described and marked in red on attached Exhibit 1)

b. Street address Hamilton Street

c. City, Town or Village City of Geneva

d. School District Geneva CSD

e. County Ontario

f. Current assessment TBD

g. Deed to IDA (date recorded; liber and page)
Lease to IDA (pending; pending)

4. GENERAL DESCRIPTION OF PROPERTY

(if necessary, attach plans or specifications)

a. Brief description (include property use) Please see attached Schedule A

b. Type of construction Retail (Tops supermarket and Peebles store)

c. Square footage New construction = approx 20,000 sq ft
Renovation of existing = approx 51,695 sq ft

d. Total cost Approx. \$5,083,640

e. Date construction commenced Summer 2012

f. Projected expiration of exemption (i.e. date when property is no longer possessed, controlled, supervised or under the jurisdiction of IDA)
December 31, 2027

5. SUMMARIZE AGREEMENT (IF ANY) AND METHOD TO BE USED FOR PAYMENTS TO BE MADE TO MUNICIPALITY REGARDLESS OF STATUTORY EXEMPTION

(Attach copy of the agreement or extract of the terms relating to the project).

a. Formula for payment Please see attached PILOT Agreement

b. Projected expiration date of agreement December 31, 2027

c. Municipal corporations to which payments will be made

County	Ontario	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Town/City	Geneva	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Village	N/A	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
School District	Geneva	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

d. Person or entity responsible for payment

Name Frank M. Ferrari III
 Title Manager
 Address Geneva Shopping Center, LLC
1170 Pittsford Victor Road
Pittsford, New York 14534

e. Is the IDA the owner of the property? Yes No (circle one)

If "No" identify owner and explain IDA rights or interest in an attached statement. No: Occupant owns the Property and leases it to the IDA. IDA leases it back to Occupant.

6. Is the property receiving or has the property ever received any other exemption from real property taxation? (check one) Yes No

If yes, list the statutory exemption reference and assessment roll year on which granted:
 exemption _____ assessment roll year _____

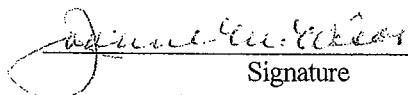
7. A copy of this application, including all attachments, has been mailed or delivered on 11/13/12 (date) to the chief executive official of each municipality within which the project is located as indicated in Item 3.

CERTIFICATION

I, Joanne Wisor, Chairperson of
 Name City of Geneva Industrial Development Agency Title hereby certify that the information
 Organization Genesee County Economic Development Center
 on this application and accompanying papers constitutes a true statement of facts.

October 11, 2012

Date


 Signature

FOR USE BY ASSESSOR

1. Date application filed _____
2. Applicable taxable status date _____
- 3a. Agreement (or extract) date _____
- 3b. Projected exemption expiration (year) _____
4. Assessed valuation of parcel in first year of exemption \$ _____
5. Special assessments and special as valorem levies for which the parcel is liable:

Date

Assessor's signature

SCHEDULE A



NYS BOARD OF REAL PROPERTY SERVICES

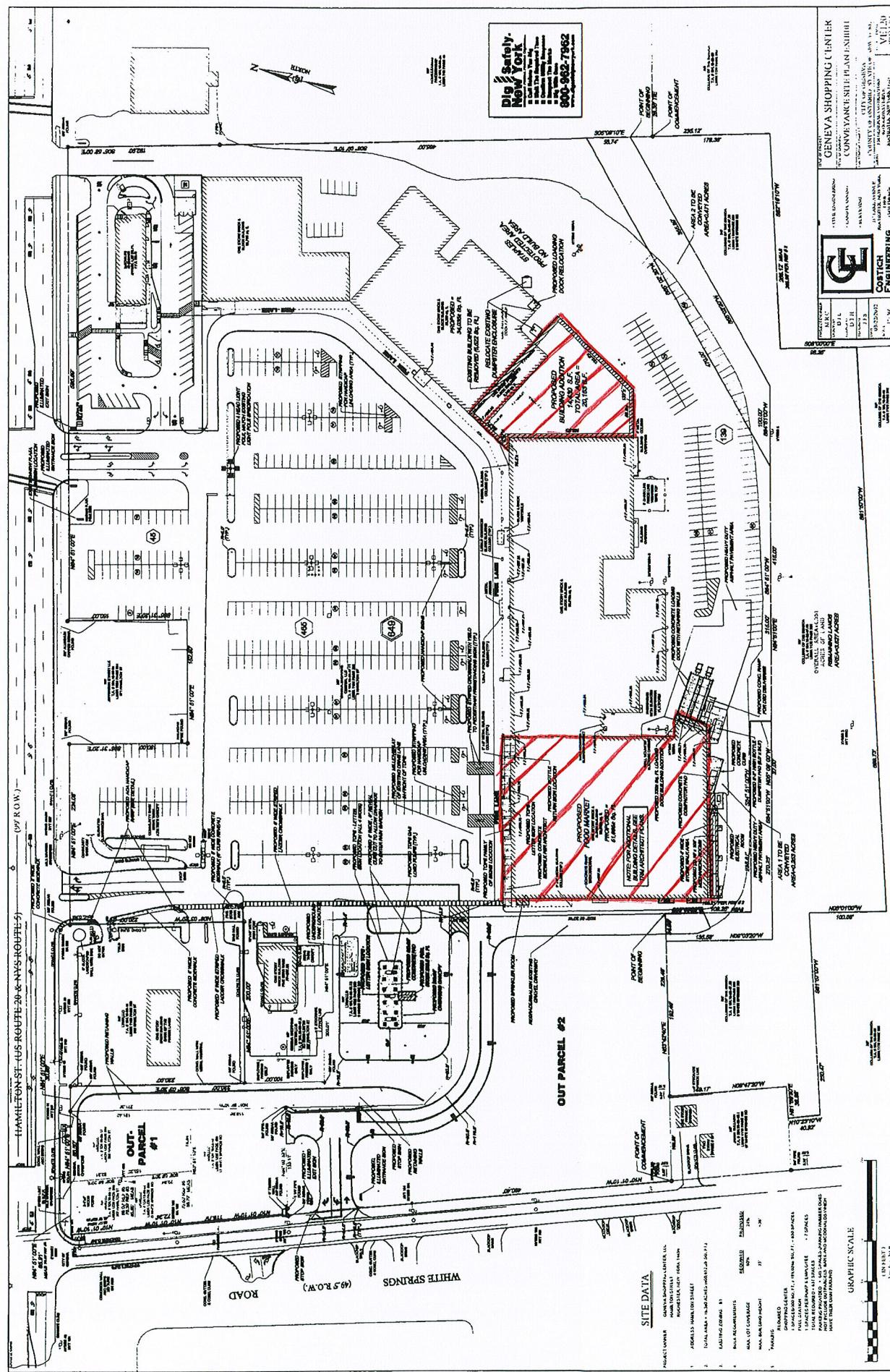
RP-412-a (1/95)

INDUSTRIAL DEVELOPMENT AGENCIES APPLICATION FOR REAL PROPERTY TAX EXEMPTION (Real Property Tax Law, Section 412-a and General Municipal Law, Section 874)

4. GENERAL DESCRIPTION OF PROPERTY (if necessary, attach plans or specifications)

The property will be the site of a certain project undertaken by the City of Geneva Industrial Development Agency (the "Agency") consisting of (A) the acquisition by the Agency of title to or other interest in certain land and existing improvements located thereon (being more particularly identified as part of tax map number 104.18-03-47.11) located within the Geneva Shopping Center (the "Existing Improvements") at the southeast corner of Routes 5 & 20 (a/k/a Hamilton Street) and White Springs Road in the City of Geneva, New York (the "Land"); (B)(i) the renovation and expansion by the Company of approximately 51,695 square feet of space at the site of the existing Peebles department store to be occupied by Tops Markets, LLC ("Tops") for a supermarket, as subtenant, and related façade and signage changes, (ii) the construction by the Company on the Land of an approximately 20,000 square-foot building or addition for occupancy by the relocated Peeble's department store with related façade and signage changes and (iii) the undertaking of related sitework improvements, parking and roadway upgrades (collectively, the "Improvements"); and (C) the acquisition of and installation in and around the Existing Improvements and Improvements by the Company of machinery, equipment, and other fixture-based items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility").

EXHIBIT 1



CITY OF GENEVA INDUSTRIAL DEVELOPMENT AGENCY
AND
GENEVA SHOPPING CENTER, LLC

PAYMENT IN LIEU OF TAX AGREEMENT

Tax Map Number:
Part of 104.18-03-47.11

Dated as of October 1, 2012

Affected Tax Jurisdictions:
Ontario County
City of Geneva
Geneva City School District

PAYMENT IN LIEU OF TAX AGREEMENT

THIS PAYMENT IN LIEU OF TAX AGREEMENT (the "Agreement"), dated as of October 1, 2012, is by and between the **CITY OF GENEVA INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 47 Castle Street, Geneva, New York 14456 (the "Agency") and **GENEVA SHOPPING CENTER, LLC**, a limited liability company duly organized and validly existing under the laws of the State of New York with offices at 414 Eagle Rock Ave, Ste. 208, West Orange, New Jersey 07052 (the "Company").

WITNESSETH:

WHEREAS, the Agency was created by Chapter 552 of the Laws of 1981 of the State of New York pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

WHEREAS, the Company, through Geneva Land, LLC, has requested the Agency's assistance with a certain project (the "Project") consisting of: (A) the acquisition by the Agency of title to or other interest in certain land and existing improvements located thereon (being more particularly identified as part of tax map number 104.18-03-47.11) located within the Geneva Shopping Center (the "Existing Improvements") at the southeast corner of Routes 5 & 20 (a/k/a Hamilton Street) and White Springs Road in the City of Geneva, New York (the "Land"); (B)(i) the renovation and expansion by the Company of approximately 51,695 square feet of space at the site of the existing Peebles department store to be occupied by Tops Markets, LLC ("Tops") for a supermarket, as subtenant, and related façade and signage changes, (ii) the construction by the Company on the Land of an approximately 20,000 square-foot building or addition for occupancy by the relocated Peeble's department store with related façade and signage changes and (iii) the undertaking of related sitework improvements, parking and roadway upgrades (collectively, the "Improvements"); and (C) the acquisition of and installation in and around the Existing Improvements and Improvements by the Company of machinery, equipment, and other fixture-based items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, in order to induce the Company to undertake the Project, the Agency is willing to take a leasehold interest in the Land, the Existing Improvements, the Improvements, and the Equipment constituting the Facility and lease said Land, Existing Improvements, the Improvements, and the Equipment constituting the Facility back to the Company pursuant to the terms and conditions of a certain Leaseback Agreement to be dated on or about the date hereof (the "Leaseback Agreement"); and

WHEREAS, pursuant to Section 874(1) of the Act, the Agency is exempt from the payment of taxes imposed upon real property and improvements owned by it or under its jurisdiction, control or supervision, other than special ad valorem levies, special assessments and service charges against real property which are or may be imposed for special improvements or special district improvements; and

WHEREAS, the Agency and the Company deem it necessary and proper to enter into an agreement making provisions for payments in lieu of taxes by the Company to the Agency for the benefit of Ontario County (the "County"), the City of Geneva (the "City") and the Geneva City School District (the "School District" and, collectively with the County and the City, the "Affected Tax Jurisdictions").

NOW, THEREFORE, in consideration of the covenants herein contained, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is mutually agreed as follows:

Section 1 - Payment in Lieu of Ad Valorem Taxes:

Section 1.1 A. Subject to the completion and filing by the taxable status date (**May 1, 2013**) (the "Taxable Status Date") of New York State Form RP-412-a "Application For Real Property Tax Exemption" (the "Exemption Application") under Section 412-a of the New York State Real Property Tax Law and Section 874 of the Act and the approval of the Exemption Application by the appropriate assessors or Board of Assessment Review, the Facility shall be exempt from Real Estate Taxes commencing with the **2014** City and County tax year and the **2013-2014** School District tax year. For purposes of the foregoing "Real Estate Taxes" means all general levy real estate taxes levied against the Facility by the City, County and School District. The Company shall provide to the Agency with the information necessary for the completion and filing of the Exemption Application and shall provide such additional information and take such actions as are required by the appropriate assessors or Board of Assessment Review to process and approve the Exemption Application. Notwithstanding anything contained herein or in the Leaseback Agreement to the contrary, in the event the exemption from Real Estate Taxes is denied for any reason, the Company shall pay (and hereby agrees to pay) all Real Estate Taxes levied upon the Facility as they become due. After giving written notice to the Agency, the Company may in good faith contest the denial of the Exemption Application, provided that (i) the overall operating efficiency of the Facility is not impaired and the Facility continues to qualify as a "project" under the Act; (ii) neither the Facility nor any part of or interest in it would be in any danger of being sold, forfeited or lost; or (iii) neither the Company nor the Agency, as a result of such contest, shall be in any danger of any civil or criminal liability. The Company hereby waives any claim or cause of action against the Agency, and releases the Agency from any liability to the Company, arising from the denial of an exemption from Real Estate Taxes except to the extent that such denial results solely from the failure of the Agency to file the Exemption Application with the appropriate assessors or Board of Assessment Review by the Taxable Status Date.

B. Payee. As long as the Facility is owned by or leased by the Company to the Agency or under the Agency's jurisdiction, control or supervision, the Company agrees to pay annually to the Affected Tax Jurisdictions as a payment in lieu of taxes, on or before **December 1** of each calendar year (collectively, the "Payment Date") for City, County and School District taxes commencing on **December 1, 2013** an amount equal to the "Total PILOT Payment", as defined and described on Schedule A attached hereto. Such payments to be made by the Company without invoicing by or notice from the Agency or any other party.

The parties agree and acknowledge that payments made hereunder are to obtain revenues for public purposes, and to provide a revenue source that the Affected Tax Jurisdictions would otherwise lose because the subject parcels are not on the tax rolls.

1.2 Allocation. The Agency shall remit to the Affected Tax Jurisdictions amounts received hereunder (if any) within thirty (30) days of receipt of said payment and shall allocate said payments among the Affected Tax Jurisdictions in the same proportion as ad valorem taxes would have been allocated but for the Agency's involvement, unless the Affected Tax Jurisdictions have consented in writing to a specific allocation.

1.3 Tax Rates. For purposes of determining the allocation of the Total PILOT Payment among the Affected Tax Jurisdictions, the Agency shall use the last tax rate utilized for levy of taxes by each such jurisdiction. For County, City and special district purposes, the tax rates used to determine the allocation of the Total PILOT Payment shall be the tax rates relating to the calendar year which includes the PILOT payment due date. For School District purposes, the tax rates used to determine the PILOT payment shall be the rate relating to the school year which includes the PILOT payment due date.

1.4 Valuation of Future Additions to the Facility: If there shall be a future addition to the Facility constructed or added in any manner after the date of this Agreement, the Company shall notify the Agency of such future addition ("Future Addition"). The notice to the Agency shall contain a copy of the application for a building permit, plans and specifications, and any other relevant information that the Agency may thereafter request. Upon the earlier of substantial completion, or the issuance of a certificate of occupancy for any such Future Addition to the Facility, the Company shall become liable for payment of an increase in the Total PILOT Payment. The Agency shall notify the Company of any proposed increase in the Total PILOT Payment related to such Future Addition. If the Company shall disagree with the determination of assessed value for any Future Additions made by the Agency, then and in that event that valuation shall be fixed by a court of competent jurisdiction. Notwithstanding any disagreement between the Company and the Agency, the Company shall pay the increased PILOT payment until a different Total PILOT Payment shall be established. If a lesser Total Annual Payment is determined in any proceeding or by subsequent agreement of the parties, the Total PILOT Payment shall be re-computed and any excess payment shall be refunded to the Company or, in the Agency's sole discretion, such excess payment shall be applied as a credit against the next succeeding PILOT payment(s).

1.5 Period of Benefits. The tax benefits provided for herein should be deemed to include (i) the 2013-2014 School District tax year through the 2027-2028 School District tax year, and (ii) the 2014 County and City tax year through the 2028 County and City tax year. This PILOT Agreement shall expire on December 31, 2027; *provided, however,* the Company shall pay the 2027-2028 School District tax bill and the 2028 County and City tax bills on the dates and in the amounts as if the Agency were not in title on the tax status date with respect to said tax years. In no event shall the Company be entitled to receive tax benefits relative to the Facility for more than the periods provided for herein, unless the period is extended by amendment to this Agreement executed by both parties after any applicable public hearings. The Company agrees that it will not seek any tax exemption for the Facility which could provide

benefits for more than the periods provided for herein and specifically agrees that the exemptions provided for herein, to the extent actually received (based on the number of lease years elapsed), supersede and are in substitution of the exemptions provided by Section 485-b and 485-e of the New York Real Property Tax Law ("RPTL"). It is hereby agreed and understood that the Affected Tax Jurisdictions can rely upon and enforce the above waiver to the same extent as if they were signatories hereto.

Section 2 - Special District Charges, Special Assessments and other Charges. Special district charges, special assessments, and special ad valorem levies (specifically including but not limited to fire district charges), and pure water charges and sewer charges are to be paid in full in accordance with normal billing practices.

Section 3 - Transfer of Facility. In the event that the Facility is transferred from the Agency to the Company (the lease/leaseback agreements are terminated), and the Company is ineligible for a continued tax exemption under some other tax incentive program, or the exemption results in a payment to the Affected Tax Jurisdictions in excess of the payment described in Section 1 herein, or this Agreement terminates and the property is not timely transferred back to the Company, the Company agrees to pay no later than the next tax lien date (plus any applicable grace period), to each of the Affected Tax Jurisdictions, an amount equal to the taxes and assessments which would have been levied on the Facility if the Facility had been classified as fully taxable as of the date of transfer or loss of eligibility of all or a portion of the exemption described herein or date of termination.

Section 4 - Assessment Challenges.

4.1 The Company shall have all of the rights and remedies of a taxpayer as if and to the same extent as if the Company were the owner of the Facility, with respect to any proposed assessment or change in assessment with respect to the Facility by any of the Affected Tax Jurisdictions and likewise shall be entitled to protest before and be heard by the appropriate assessors or Board of Assessment Review, and shall be entitled to take any and all appropriate appeals or initiate any proceedings to review the validity or amount of any assessment or the validity or amount of any tax equivalent provided for herein.

4.2 The Company shall have all of the rights and remedies of a taxpayer with respect to any tax, service charge, special benefit, ad valorem levy, assessment, or special assessment or service charge in lieu of which the Company is obligated to make a payment pursuant to this Agreement, as if and to the same extent as if the Company were the owner of the Facility.

4.3 The Company shall (i) cause the appropriate real estate tax assessment office and tax levy officers to assess the Facility and apply tax rates to the respective assessments as if the Facility were owned by the Company, (ii) file any accounts or tax returns required by the appropriate real estate tax assessment office and tax levy officers.

Section 5 - Changes in Law. To the extent the Facility is declared to be subject to taxation or assessment by an amendment to the Act, other legislative change, or by final

judgment of a Court of competent jurisdiction, the obligations of the Company hereunder shall, to such extent, be null and void.

Section 6 - Events of Default.

6.1 The following shall constitute "Events of Default" hereunder. The failure by the Company to: (i) make the payments described in Section 1 within thirty (30) days of the Payment Date (the "Delinquency Date"); (ii) make any other payments described herein on or before the last day of any applicable cure period within which said payment can be made without penalty; or (iii) the occurrence and continuance of any events of default under the Leaseback Agreement after any applicable cure periods. Upon the occurrence of any Event of Default hereunder, in addition to any other right or remedy the Agency and/or the Affected Tax Jurisdictions may have at law or in equity, the Agency and/or Affected Tax Jurisdictions may, immediately and without further notice to the Company (but with notice to the Agency with respect to actions maintained by the Affected Tax Jurisdictions) pursue any action in the courts to enforce payment or to otherwise recover directly from the Company any amounts so in default. The Agency and the Company hereby acknowledge the right of the Affected Tax Jurisdictions to recover directly from the Company any amounts so in default pursuant to Section 874(6) of the General Municipal Law and the Company shall immediately notify the Agency of any action brought, or other measure taken, by any Affected Tax Jurisdiction to recover any such amount.

6.2 If payments pursuant to Section 1 herein are not made by the Delinquency Dates, or if any other payment required to be made hereunder is not made by the last day of any applicable cure period within which said payment can be made without penalty, the Company shall pay penalties and interest as follows. With respect to payments to be made pursuant to Section 1 herein, if said payment is not received by the Delinquency Date defined in Section 6.1 herein, Company shall pay, in addition to said payment, (i) a late payment penalty equal to five percent (5%) of the amount due and (ii) for each month, or any part thereof, that any such payment is delinquent beyond the first month, interest on the total amount due plus the late payment penalty, in an amount equal to one percent (1%) per month. With respect to all other payments due hereunder, if said payment is not paid within any applicable cure period, Company shall pay, in addition to said payment, the greater of the applicable penalties and interest or penalties and interest which would have been incurred had payments made hereunder been tax payments to the Affected Tax Jurisdictions.

Section 7 - Assignment. No portion of any interest in this Agreement may be assigned by the Company, nor shall any person other than the Company be entitled to succeed to or otherwise obtain any benefits of the Company hereunder without the prior written consent of the Agency, which shall not be unreasonably withheld or delayed.

Section 8 - Miscellaneous.

8.1 This Agreement may be executed in any number of counterparts each of which shall be deemed an original but which together shall constitute a single instrument.

8.2 All notices, claims and other communications hereunder shall be in writing and

shall be deemed to be duly given if personally delivered or mailed first class, postage prepaid, as follows:

To the Agency: City of Geneva Industrial Development Agency
 47 Castle Street
 Geneva, New York 14456
 Attn: Chairperson

With a Copy to: Clark Cannon Esq.
 4067 West Lake Road
 Geneva, New York 14456

And to: Harris Beach PLLC
 99 Garnsey Road
 Pittsford, New York 14534
 Attn: Russell E. Gaenzle, Esq.

To the Company: Geneva Shopping Center, LLC
 414 Eagle Rock Ave, Ste. 208
 West Orange, New Jersey 07052
 Attn: Frank M. Ferrari III, Manager

With a copy to: Fix Spindelman Brovitz & Goldman, P.C.
 295 Woodcliff Drive, Suite 200
 Fairport, New York 14450
 Attn: James Bonsignore, Esq.

or at such other address as any party may from time to time furnish to the other party by notice given in accordance with the provisions of this Section. All notices shall be deemed given when mailed or personally delivered in the manner provided in this Section.

8.3 This Agreement shall be governed by, and all matters in connection herewith shall be construed and enforced in accordance with, the laws of the State of New York applicable to agreements executed and to be wholly performed therein and the parties hereto hereby agree to submit to the personal jurisdiction of the federal or state courts located in Ontario County, New York.

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8.4 Notwithstanding any other term or condition contained herein, all obligations of the Agency hereunder shall constitute a special obligation payable solely from the revenues and other monies, if any, derived from the Facility and paid to the Agency by the Company. Neither member of the Agency nor any person executing this Agreement on its behalf shall be liable personally under this Agreement. No recourse shall be had for the payment of the principal or interest on amounts due hereunder or for any claim based upon or in respect of any modification of or supplement hereto against any past, present or future member, officer, agent, servant, or employee, as such, of the Agency, or of any successor or political subdivision, either directly or through the Agency or any such successor, all such liability of such members, officer, agents, servants and employees being, to the extent permitted by law, expressly waived and released by the acceptance hereof and as part of the consideration for the execution of this Agreement.

[SIGNATURE PAGE FOLLOWS]

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[Signature Page to PILOT Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this PILOT Agreement as of the day and year first above written.

GENEVA SHOPPING CENTER, LLC

By: 
Frank M. Ferrari III, Manager

**CITY OF GENEVA INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
Joanne Wisor, Chairperson

[Signature Page to PILOT Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this PILOT Agreement as of the day and year first above written.

GENEVA SHOPPING CENTER, LLC

By: _____
Frank M. Ferrari III, Manager

**CITY OF GENEVA INDUSTRIAL
DEVELOPMENT AGENCY**

By: Joanne C. Wisor
Joanne Wisor, Chairperson

SCHEDULE A

PILOT Year	County & City Tax Year	School District Tax Year	Tops	Pebbles	Total PILOT Payment
1	2014	2013-2014	\$13,000	\$ 5,000	\$18,000
2	2015	2014-2015	\$13,000	\$ 5,000	\$18,000
3	2016	2015-2016	\$13,000	\$ 5,000	\$18,000
4	2017	2016-2017	\$13,000	\$ 5,000	\$18,000
5	2018	2017-2018	\$13,000	\$ 5,000	\$18,000
6	2019	2018-2019	\$26,000	\$10,000	\$36,000
7	2020	2019-2020	\$26,000	\$10,000	\$36,000
8	2021	2020-2021	\$26,000	\$10,000	\$36,000
9	2022	2021-2022	\$26,000	\$10,000	\$36,000
10	2023	2022-2023	\$26,000	\$10,000	\$36,000
11	2024	2023-2024	20% of assessment	20% of assessment	20% of assessment
12	2025	2024-2025	40% of assessment	40% of assessment	40% of assessment
13	2026	2025-2026	60% of assessment	60% of assessment	60% of assessment
14	2027	2026-2027	80% of assessment	80% of assessment	80% of assessment
15	2028	2027-2028	100% of assessment	100% of assessment	100% of assessment