

FIRST AMENDMENT TO NOTICE TO PROCEED

THIS FIRST AMENDMENT TO NOTICE TO PROCEED ("First Amendment") is effective as of May 29, 2014 and is between Fort Schuyler Management Corporation ("FSMC") and LP Ciminelli, Inc. ("LP Ciminelli"). Capitalized terms not defined herein shall have the meanings set forth in the NTP (as defined below).

WHEREAS, reference is made to that certain Notice to Proceed ("NTP") entered into by FSMC and LP Ciminelli and dated by FSMC on May 1, 2014, which authorized LP Ciminelli to commence performance of the Work consisting of various activities, documentation, design and planning for the Project; and

WHEREAS, under the NTP, LP Ciminelli agreed to begin various activities for the Project, with a not to exceed expenditure of \$3,000,000; and

WHEREAS, FSMC desires for LP Ciminelli to undertake additional activities for the Project, with the addition of \$18,006,100 to the not to exceed expenditure of \$3,000,000 provided for under the NTP, for a total not to exceed expenditure of \$21,006,100 for the Work authorized under the NTP prior to this First Amendment and for the additional Work authorized under this First Amendment.

NOW THEREFORE, in consideration of the mutual promises contained in this First Amendment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by FSMC and LP Ciminelli (with FSMC and LP Ciminelli sometimes referred to in this First Amendment individually as a "Party and collectively as the "Parties"), the Parties agree as follows:

1. Paragraph 1 of the NTP is hereby deleted in its entirety and replaced with the following:

"LP Ciminelli is hereby directed to and will proceed with efforts to satisfactorily address the scoping, planning and design necessary to advance the initial pre-construction stage of the Project, as set forth in the scope of work attached to this NTP as Exhibit A ("Work") and in accordance with the schedule of completion attached to this NTP as Exhibit B. As part of the Work, LP Ciminelli shall advance designs to the ~~85~~ 90% design complete milestone set forth in Exhibit B and shall provide FSMC with an anticipated guaranteed maximum price for the Project. FSMC and LP Ciminelli shall work together during the design phase of the Work to ensure that the anticipated guaranteed maximum price is achieved."

2. Paragraph 2 of the NTP is hereby deleted in its entirety and replaced with the following:

"For completion of the Work and for reimbursement of all expenses incurred in connection with the scope of work attached as Exhibit A, LP Ciminelli shall be entitled to payments in accordance with the project scoping budget attached to this NTP as Exhibit C ("Budget"), with such payments totaling an amount not to exceed \$21,006,100. Expenses not set forth in the Budget shall be reimbursed by FSMC only if such expenses are approved in writing by FSMC prior to such expenditures being incurred."

3. Paragraph 5 of the NTP is hereby deleted in its entirety and replaced with the following:


"LP Ciminelli may make application for progress payments monthly for Work performed under this NTP in accordance with the cash flow schedule attached to this NTP as Exhibit E by submitting to FSMC, after the end of any month in which such Work is performed, a notarized application in such form and in accordance with such payment procedures as established by FSMC, provided, however, that the total of all amounts expended and committed in performance of the Work under this NTP shall not exceed \$21,006,100, including the amounts of signed subcontracts."

4. Exhibits A, B, C and E of the NTP are hereby removed and replaced with Exhibits A, B, C and E attached to this First Amendment.

5. This First Amendment may be signed in counterparts, each of which shall be deemed an original, and all of which when taken together shall constitute but one and the same First Amendment. Any signed copy of this First Amendment made by reliable means (e.g., photocopy, facsimile, or PDF Adobe format) is considered an original.

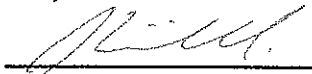
6. Unless otherwise expressly amended by this First Amendment, the terms and conditions of the NTP shall remain the same and are in full force and effect.

Fort Schuyler Management Corporation

By: 
Name: Alicia Dicks
Title: President

Date: 6/3/2014

LP Ciminelli, Inc.

By: 
Name: JOHN CIMINELLI
Title: S. Vice President

Date: 6/3/2014

Exhibit A

PRELIMINARY DESIGN/DEVELOPMENT

1. Provide preliminary site plans surveys and plot maps.
2. Coordinate with owner to create building schematic designs.
3. Coordinate site due diligence design alternatives.
4. Provide civil engineering for site due diligence.
5. Investigate utility and infrastructure needs and availability.
6. Coordinate owner SEQRA process.
7. Provide marketing and site/building concept drawings.
8. Review owner information related to existing conditions on site.

SITE/CIVIL

1. Complete subsurface investigation work.
2. Issue Geotechnical Report
3. Survey and topo existing conditions
4. Provide site grading plan.
5. Provide site preparation and clearing design and specifications.
6. Complete site design to 25%
7. Make applications to all required utility companies and departments.
8. Complete site improvement design to 80% for entire site.
9. Complete landscape design to 80% for entire site.

ARCHITECTURAL/STRUCTURAL

1. Evaluate structural framing and system alternatives.
2. Evaluate foundation systems.
3. Evaluate exterior materials for all buildings.
4. Complete foundation design 100%.
5. Complete structural design to 100% for building "B"
6. Complete structural design to 100% for building "A"
7. Complete structural design to 90% for spine building
8. Complete architectural design to 70% all buildings

PRECONSTRUCTION

1. Verify existing budget.
2. Create master activity schedule.
3. Create Newforma document management files and access controls.
4. Review design for constructability and schedule.
5. Create preliminary construction schedule.
6. Identify subcontractors and suppliers for design assist partnering.
7. Create preliminary construction budget.
8. Create site access and control scope documents.
9. Create front end documents and procurement manuals

ENTITLEMENTS.

1. Manage SEQRA consultants.
2. Manage public outreach process.
3. Coordinate all utility providers' supply of site.
4. Complete SEQRA Process

ENVIRONMENTAL

1. Review NYSDEC soil management plan.
2. Create site activity protocol for soil disturbance.
3. Coordinate all NESDEC site access and review.

SITE SURVEY

1. Establish all property lines and stake out same.
2. Stake out all building locations
3. Stake out all road and site improvements.
4. Stake out all soil boring locations.
5. Document all uncovered underground obstructions.

GEOTECHNICAL STUDY AND SUBSURFACE DRILLING

1. Complete drilling for subsurface investigation.
2. Provide underground rock profile.
3. Provide sizes information and report.
4. Provide Geotechnical engineers report.
5. Test pits and exploratory excavation.

SITE WORK

1. Excavation for grade beam and pile caps.
2. Balance grade for building pad areas
3. Remove obstructions at foundation locations.
4. Clear and grub site.
5. Rough grade site.
6. Create contractor staging areas.
7. Create construction trailer and parking areas.
8. Supply temporary electric to site.
9. Supply temporary water to site.
10. Fence and secure site.

FOUNDATIONS

1. Purchase piling material.
2. Mobilize piling contractor.
3. Predrill for piles.
4. Drive piles building "B" 100%
5. Drive piles building "A" 100%
6. Drive piles spine building 50%
7. Order reinforcing steel for foundations.
8. Mobilize foundation contractor.

SUPERSTRUCTURE

1. Order columns for building "B"
2. Order columns for building "A"
3. Steel shop drawings for building "A" and "B"
4. Order trusses for building "A" and "B".

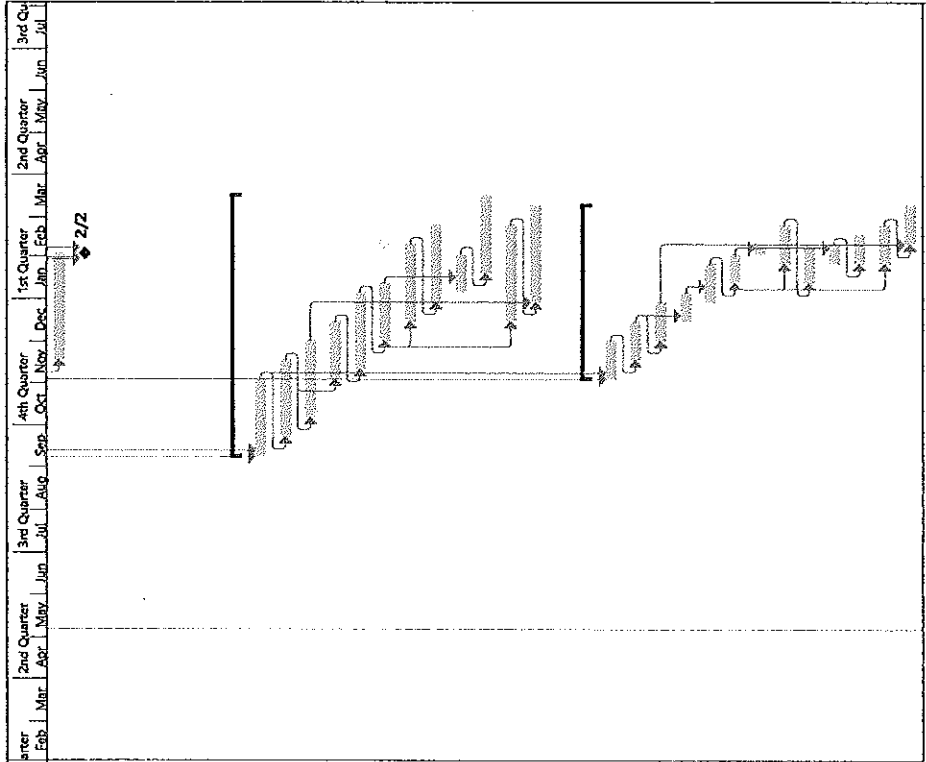
Exhibit B

ID	Task Mode	Task Name	Duration	Start	Finish	Predecessors
1	★	Finalize MOU between LPC and FSMC	0 days	Mon 3/24/14	Mon 3/24/14	
2	■	SEORA REVIEW	32 days	Thu 3/27/14	Mon 5/12/14	
3	■	Lead Agency Determination	22 days	Thu 3/27/14	Mon 4/28/14	
4	■	CNSE issues letter to involved agencies	0 days	Thu 3/27/14	Thu 3/27/14	
5	■	Letter responses due	0 days	Mon 4/28/14	Mon 4/28/14	
6	■	Environmental Determination	0 days	Mon 5/12/14	Mon 5/12/14	
7	■	CNSE issues Neg Dec	0 days	Mon 5/12/14	Mon 5/12/14	
8	■	CNSE distributes Notice of Neg Dec	0 days	Mon 5/12/14	Mon 5/12/14	
9	■	CNSE publishes Neg Dec	0 days	Mon 5/12/14	Mon 5/12/14	
10	■					
11	■	ENTITLEMENTS	61 days	Mon 4/28/14	Mon 7/21/14	
12	■	NYSDEC/COE Joint Application Permit	61 days	Mon 4/28/14	Mon 7/21/14	
13	■	Pre-Application Meeting	5 days	Mon 4/28/14	Fri 5/2/14	
14	■	Field Work	15 days	Mon 5/5/14	Fri 5/23/14	14
15	■	Application Prep	15 days	Tue 5/13/14	Mon 6/2/14	15SS+6 days
16	■	DEC/COE Review	30 days	Tue 6/3/14	Mon 7/14/14	16
17	■	Permit Issued	5 days	Tue 7/15/14	Mon 7/21/14	17
18	■	Buffalo Sewer Authority	61 days	Mon 4/28/14	Mon 7/21/14	
19	■	Pre-Application Meeting	5 days	Mon 4/28/14	Fri 5/2/14	
20	■	Design/Engineering	30 days	Mon 5/5/14	Fri 6/13/14	20
21	■	BWB Review	40 days	Tue 5/27/14	Mon 7/21/14	
22	■	Connection Approved	5 days	Tue 7/15/14	Mon 7/21/14	22FF
23	■	Buffalo Water Board	61 days	Mon 4/28/14	Mon 7/21/14	
24	■	Pre-Application Meeting	5 days	Mon 4/28/14	Fri 5/2/14	
25	■	Design/Engineering	30 days	Mon 5/5/14	Fri 6/13/14	25
26	■	BWB Review	40 days	Tue 5/27/14	Mon 7/21/14	
27	■	Connection Approved	5 days	Tue 7/15/14	Mon 7/21/14	27FF
28	■	SWPPP/SPDES Permit	27 days	Mon 5/5/14	Tue 6/10/14	
29	■	SWPPP/SPDES for Site Prep	22 days			
30	■	SWPPP/SPDES for Site Work	27 days			
31	■					
32	■	PRECONSTRUCTION	160 days?	Mon 3/24/14	Fri 10/31/14	
33	■	Site Work	1 day?	Mon 5/5/14	Mon 5/5/14	
34	■					
35	■					
36	■					
37	■					

Task	Task Split	Inactive Milestone	Inactive Summary	Manual Summary Rollup	External Milestone
Milestone	Summary	Manual Task	Start-only	Manual Summary	Deadline
Project Summary	Summary	Manual Task	Finish-only	Manual Summary	Progress
Project Summary	Summary	Manual Task	External Tasks	Manual Summary	Manual Progress

Project: Drift RiverBend Master Activity & Preliminary Construction Schedule
Date: Wed 5/7/14

ID	Task Mode	Task Name	Duration	Start	Finish	Predecessors
143	100%	Temporary Lighting	55 days	Tue 11/18/14	Mon 2/2/15	140SS
144	100%	Tool Ready	0 days	Mon 2/2/15	Mon 2/2/15	136,138,140
145	100%					
146	100%					
147	100%					
148	100%					
149	100%					
150	100%	Building A: SORAA	135 days	Tue 9/9/14	Mon 3/16/15	
151	100%	Deep Foundations	40 days	Tue 9/9/14	Mon 11/3/14	128,121
152	100%	Pile Caps & Column Foundations	40 days	Tue 9/23/14	Mon 11/17/14	151FS-30 days
153	100%	Grade Beams	40 days	Tue 10/7/14	Mon 12/1/14	152FS-30 days
154	100%	Erect Superstructure	30 days	Tue 11/4/14	Mon 12/15/14	152FS-10 days
155	100%	Steel Detailing	40 days	Tue 11/11/14	Mon 1/5/15	154FS-25 days
156	100%	Metal Roof Deck	30 days	Tue 12/2/14	Mon 1/12/15	155FS-25 days
157	100%	Wall Support for Horizontal Siding	40 days	Tue 12/16/14	Mon 2/9/15	156SS+10 days
158	100%	Horizontal Siding System	40 days	Tue 12/30/14	Mon 2/23/15	157FS-30 days
159	100%	Membrane Roof System Field	20 days	Tue 1/6/15	Mon 2/2/15	156FS-5 days
160	100%	Membrane Roof Flashing & Detailing	40 days	Tue 1/20/15	Mon 3/16/15	159FS-10 days
161	100%	U/G Utilities	50 days	Tue 12/16/14	Mon 2/23/15	156SS+10 days
162	100%	Structured Slab on Grade	50 days	Tue 12/30/14	Mon 3/9/15	153,161FS-40 days
163	100%					
164	100%					
165	100%	Connector Building: A to B Only	90 days	Tue 11/4/14	Mon 3/9/15	
166	100%	Deep Foundations	20 days	Tue 11/4/14	Mon 12/1/14	151,122
167	100%	Pile Caps & Column Foundations	20 days	Tue 11/18/14	Mon 12/15/14	165FS-10 days
168	100%	Grade Beams	20 days	Tue 12/2/14	Mon 12/29/14	166FS-10 days
169	100%	Erect Superstructure	15 days	Tue 12/16/14	Mon 1/5/15	166
170	100%	Steel Detailing	20 days	Tue 12/30/14	Mon 1/26/15	168FS-5 days
171	100%	2nd Floor & Metal Roof Deck	15 days	Tue 1/13/15	Mon 2/2/15	169FS-10 days
172	100%	Wall Support for Horizontal Siding	5 days	Tue 2/3/15	Mon 2/9/15	170
173	100%	Horizontal Siding System	20 days	Tue 1/27/15	Mon 2/23/15	170SS+10 days
174	100%	Membrane Roof System Field	20 days	Tue 1/3/15	Mon 2/9/15	172FS-30 days
175	100%	Membrane Roof Flashing & Detailing	10 days	Tue 1/27/15	Mon 2/9/15	170FS-5 days
176	100%	U/G Utilities	15 days	Tue 1/27/15	Mon 2/16/15	174FS-10 days
177	100%	Structured Slab on Grade	20 days	Tue 1/27/15	Mon 2/23/15	170SS+10 days
			20 days	Tue 2/10/15	Mon 3/9/15	167,176FS-10 days



Project: Draft RiverBend Master Activity & Preliminary Construction Schedule
Date: Wed 5/7/14

Task: Inactive Task

Split: Inactive Milestone

Milestone: Inactive Summary

Summary: Manual Task

Project Summary: Duration-only

Manual Summary Rollup: Manual Summary, Start-only, Finish-only, External Task

External Milestone: Milestone, Progress, Manual Progress

Page 4

Exhibit C

L.P. Ciminelli

RiverBend Cost Projections for Silevo Building through August 2014

Type	Task	Cost	Critical Procurement Date for Schedule Compliance	Notes
Design/Management	LPCI site planning, programming	\$ 700,000	May-August	Preconstruction, Estimating, Budgeting and Preprocurement Preconstruction, Estimating, Budgeting and Preprocurement Structural, Architectural and MEP Design
	LPC site planning, programming	\$ 250,000	May-August	
	EYP Design Costs	\$ 5,016,100	May-August	
	Total Design and Management Costs	\$ 5,966,100		
Procurement	Steel detailing & additional steel - Joists	\$ 900,000	June 16, 2014	Steel fabricator must start work to make schedule. Long span joist need to be ordered.
	Begin fabrication, add 1' steel order	\$ 2,500,000	July 18, 2014	
	Total Steel Contract Amount	\$ 4,150,000		
	Order Metal Wall Panels	\$ 265,000	July 14, 2014	
Construction Site work	Order Curtain Wall	\$ 75,000	July 14, 2014	Order needs to be placed to meet schedule for material delivery Curtain wall material stock lengths need to be ordered.
	Total Exterior Facade Pre-Purchase Only	\$ 340,000		
	Temp Site Parking & Trailer Park Setup	\$ 250,000	June 1, 2014	
Construction - Silevo	Building Earthwork	\$ 1,000,000	June 15, 2014	Building pad areas need to be prepared and all obstructions need to be removed for foundations and utilities. Obstruction removal only On site management of excavated material and removals
	Obstruction Removal	\$ 500,000	June 15, 2014	
	Environmental Soil Management	\$ 500,000	June 15, 2014	
	Total Earthwork	\$ 2,150,000		
Construction - Silevo	Temp Power for Trailer Park	\$ 150,000	June 15, 2014	piling contractor must start to meet foundation schedule.
	Total Temporary Power	\$ 150,000		
Construction - Silevo	Deep Foundation - Piling & Drilling	\$ 3,250,000	July 1, 2014	Reinforcing steel needs to be ordered to meet foundation start date. Foundation contractor must start to meet steel erection date.
	Total Contract Amount	\$ 3,500,000		
	Reinforcing Steel Material Order	\$ 250,000	June 16, 2014	
	Caps, Grade Beams - Construction	\$ 1,500,000	August 12, 2014	
	Total Contract Amount	\$ 1,750,000		
	Total cost	\$ 18,006,100		

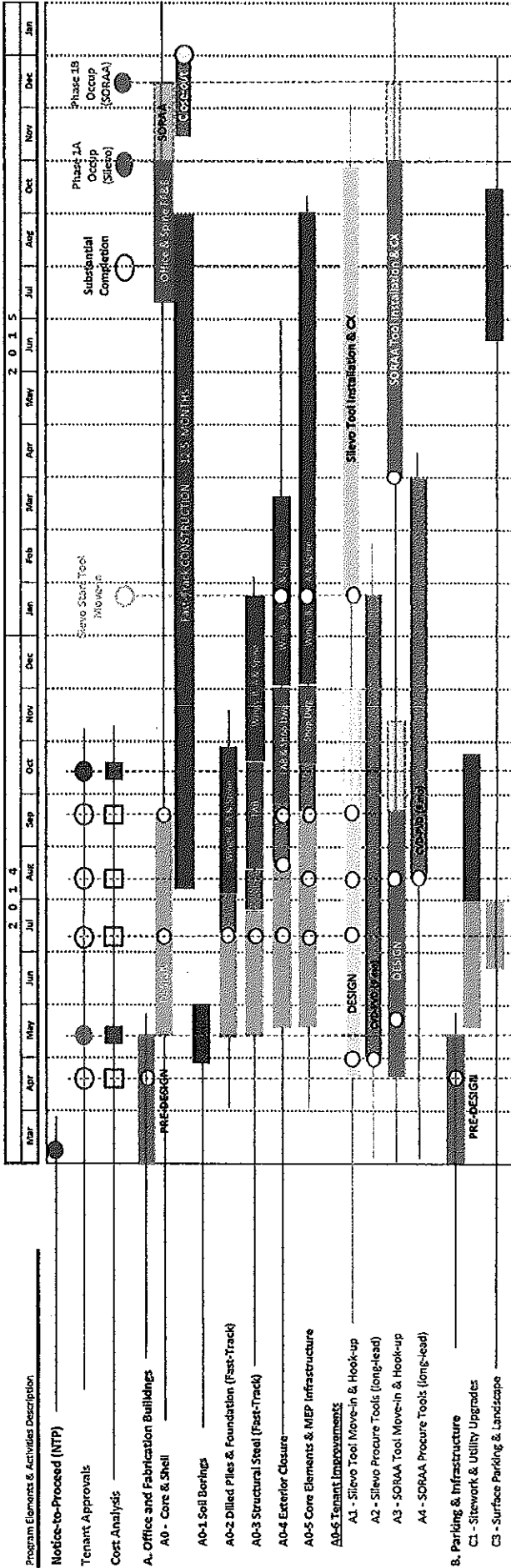
Exhibit E

College of Nanoscale Science & Engineering - CNSE
 High-Tech Manufacturing & Innovation Hub
 Buffalo, NY

EYP/

Preliminary Design Team Cash Flow Analysis

18 April 2014



Activity	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Total
Design Fees:												
E2. Bltg. Core-Shell-Site	\$70,000	\$40,000	\$50,000	\$20,000	\$80,000	\$80,000	\$170,000	\$100,000	\$20,000	\$10,000	\$10,000	\$540,000
E3. Special Consultants (Mib-Geo, Etc.)	\$40,000	\$40,000	\$40,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$280,000
E4. Tenant Improvements & Process Design												
E4.1. Base TISORAAA & Silveo	\$40,000	\$100,000	\$100,000	\$180,000	\$200,000	\$200,000	\$200,000	\$200,000	\$200,000	\$200,000	\$200,000	\$1,360,000
E4.2. Silveo Process Design	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$200,000
E4.3. SORAA Process Design	\$30,000	\$40,000	\$50,000	\$60,000	\$70,000	\$80,000	\$90,000	\$100,000	\$110,000	\$120,000	\$130,000	\$850,000
E6. Energy Consulting (Wiedt Group & EYP)	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$50,000	\$500,000
E7. Office & Admin Design												
E7.1. Silveo Admin Office & Amenities	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$200,000
E7.2. SORAA Admin Office & Amenities	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$300,000
E8. SEQR Approval	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$1,000,000
E14. Campus Planning & Development Planning	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$300,000
90-Day Forecast	\$700,000	\$1,000,000	\$1,100,000	\$1,300,000	\$1,500,000	\$1,700,000	\$1,900,000	\$2,100,000	\$2,300,000	\$2,500,000	\$2,700,000	\$12,311,700
Total	\$558,000	\$1,000,000	\$1,100,000	\$1,300,000	\$1,500,000	\$1,700,000	\$1,900,000	\$2,100,000	\$2,300,000	\$2,500,000	\$2,700,000	\$12,311,700

Second to last three June

\$3,462,500