Exhibit

F

ARNOLD & PORTER LLP

Michael B. Gerrard
Michael.Gerrard@aporter.com

+1 212.715.1190
+1 212.715.1399 Fax

399 Park Avenue
New York, NY 10022-4690

May 16, 2014

VIA CERTIFIED MAIL
AND FEDERAL EXPRESS

Commissioner Joseph Martens
New York Department
of Environmental Conservation
625 Broadway
Albany, New York 12233

Re: SEQRA Lead Agency Dispute -- Rye Playland

Dear Commissioner Martens:

I am writing as special environmental counsel to the City of Rye (the "City").

A dispute has arisen between the City and the County of Westchester over the selection of the lead agency for the review under the State Environmental Quality Review Act ("SEQRA") of a project known as the Playland Improvement Plan ("PIP"). By this letter we are invoking the dispute resolution procedures of 6 N.Y.C.R.R. §617.6(b)(5), and asking you to designate the City as the lead agency.

The PIP concerns Rye Playland, an amusement park that is located entirely within the boundaries of the City. The PIP would involve extensive construction of new buildings and recreational facilities, reconstruction of existing structures, and reconfiguration of other uses. The PIP would require site plan approval from the City under Rye City Code §197-7, and a Coastal Zone Management Waterfront Consistency Review under Rye City Code Chapter 73. Additionally, one central element of the PIP is the construction of a field house. This structure does not comply with the City's Zoning Code as it does not fall within the list of permitted uses. Thus, its construction would require either a zoning amendment from the City Council or a use variance from the Zoning Board of Appeals. These approvals are all discretionary actions and thus make the City an "involved" agency under §617.2(s), and thus eligible to be lead agency, §617.2(u).

On March 20, 2014, I wrote to the Westchester County Attorney indicating that the City Council intends to designate itself as the lead agency. A copy of this letter is attached. The County has not responded in writing to this letter, but in several meetings with City officials, the

County has indicated that it plans to become lead agency, and that it is proceeding accordingly. Indeed, County officials in prior public statements had gone so far as to claim that the City is not even an interested agency. This is apparently based on the notion that the County is a higher level of government, but of course County actions are not generally immune from local law. Westchester County acknowledged this when it had its preferred developer apply in 2014 to the City for a change of the zoning designation of County-owned property located on Theodore Fremd Avenue and North Street to provide for the construction of affordable senior housing, and when it applied in 2004 to the City for wetland permits and coastal consistency review for regulated activities at the Edith Read Sanctuary adjacent to Playland Park. The County has not yet formally designated itself as lead agency, but the County's leaders have stated that they intend to. The City believes that all parties would benefit from prompt resolution of this dispute.

Under the SEQRA regulations, the most important criterion that the Commissioner is to consider in making lead agency determinations is "whether the anticipated impacts of the action being considered are primarily of statewide, regional, or local significance (i.e., if such impacts are of primarily local significance, all other considerations being equal, the local agency involved will be lead agency)." §617.6(b)(5)(v).

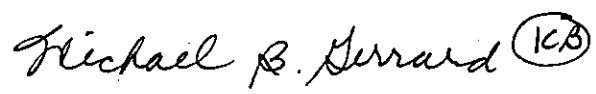
Among the most important impacts of the PIP are traffic and parking. The PIP seeks to significantly increase patronage at Rye Playland, which will attract considerably more vehicular traffic, while it would also considerably reduce the number of parking spaces. This raises concern that spillover parking and traffic would occur on the local streets. The PIP may also cause more local flooding; it may generate considerable noise (potentially at early and late hours of the day); and the lighting may spill over into the adjacent residential neighborhoods. All of these are intrinsically local issues, and thus the City is the most appropriate lead agency.

The second and third criteria under the regulations are "which agency has the broadest governmental powers for investigation of the impact(s) of the proposed action," and "which agency has the greatest capability for providing the most thorough environmental assessment of the proposed action." §617.6(b)(5)(v). With respect to the second criterion, the City has just as much power as the County to investigate the impacts of the proposed action; thus application of this criterion makes no difference. As to the third criterion, either the City or the County would retain consultants to prepare the Environmental Assessment Form and, if deemed appropriate, the Environmental Impact Statement. The City and the County are equally capable of retaining consultants, at the applicant's cost pursuant to § 617.13, so this criterion too makes no difference.

I am simultaneously sending this letter to the County and to the applicant. All comments must be submitted to the Commissioner within 10 calendar days after receipt of this request. Because the County has not formally indicated to the City the legal basis for the orally-stated claim that the County is the appropriate lead agency, we request an opportunity to respond to any comment that it submits in response to this letter.

I would be pleased to provide any additional information that you require in making this determination.

Sincerely,



Michael B. Gerrard

Enclosure

Cc (via certified mail and Federal Express)

Robert P. Astorino
County Executive
Westchester County
148 Martine Avenue
White Plains, New York 10601

Robert K. Meehan, Esq.
County Attorney
Westchester County
148 Martine Avenue
White Plains, New York 10601

Michael B. Kaplowitz, Esq.
Chair, Board of Legislators
Westchester County
148 Martine Avenue
White Plains, New York 10601

Sustainable Playland, Inc.
C/o Kim Morque, President
Spinnaker Real Estate Partners
20 Marshall Street, Suite 106
South Norwalk, CT 06854

ARNOLD & PORTER LLP

Michael B. Gerrard
Michael.Gerrard@aporter.com

212.715.1190
212.715.1399 Fax

399 Park Avenue
New York, NY 10022-4690

March 20, 2014

Robert Meehan, Esq.
County Attorney
Westchester County
148 Martine Avenue
White Plains, New York 10601

Re: SEQRA Review of Playland Project

Dear Mr. Meehan:

I have been retained as special environmental counsel to the City of Rye and the Rye City Planning Commission (collectively the "City").

The City has been following with interest the progress of the Playland Improvement Plan ("PIP"). Since the PIP would involve "[t]he construction or establishment of ... [a] nonresidential use or structure or a group of uses or structures aggregating more than 1,000 square feet of gross floor or land area," it will require site development plan approval from the City. Code of the City of Rye §197-7(A)(1)(b). This proposed use of a "fieldhouse" also does not fall within the permitted uses in the Waterfront Recreation ("WR") zone and the County (or the applicant) would need a zoning amendment. In addition, the proposed use also requires Coastal Zone Management Waterfront Consistency Review and a number of other City land use, environmental and building approvals and permits.

New York law does not exempt county-owned land and county projects from municipal zoning and planning requirements. *See Matter of County of Monroe v. City of Rochester*, 72 N.Y.2d 338, 533 N.Y.S.2d 702 (1988). Westchester County acknowledged this when it recently applied to the City for a change of the zoning designation of County-owned property located on Theodore Fremd Avenue and North Street to provide for the construction of affordable senior housing. In addition, the County previously sought approvals from the City Planning Commission for development in the Edith Reed Sanctuary and for the marshlands restoration.

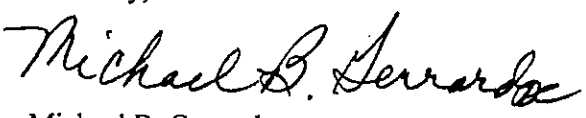
The County has acknowledged that the PIP is subject to the State Environmental Quality Review Act ("SEQRA") and is a Type I Action, carrying it with the presumption that the action has at least one significant adverse environmental impact.

In order to comply with the City's Zoning Code, the County or the applicant will first have to seek a zoning amendment from the City Council as the proposed field house does not comply under the current permitted uses. In the alternative, the County could seek a use variance. However, the most appropriate avenue to seek relief from the requirements of a zoning code is to petition the City Council for a zoning amendment. In addition, site development plan approval is a discretionary action and the approval authority rests with the City's Planning Commission. Thus, there is more than one City agency that is an "involved" agency under the SEQRA regulations of the State Department of Environmental Conservation. 6 N.Y.C.R.R. §617.2(s). As a result, the City Council and Planning Commission are both eligible to be lead agency. 6 N.Y.C.R.R. §§617.2(u).

The City Council currently intends to designate itself as the lead agency in view of the fact that PIP falls entirely within the City's borders and its impacts are primarily of local significance. If the County declares itself lead agency, as we understand to be its plan, the City reserves its right to invoke the dispute resolution procedures under SEQRA, 6 N.Y.C.R.R. §617.6(b)(5), for when a lead agency cannot be agreed upon. At that time the City Council would ask the State Commissioner of Environmental Conservation to designate it as the lead agency. The SEQRA process may not proceed until the lead agency issue is resolved.

If the County would like to initiate the zoning amendment process, it can petition the City Council for the necessary amendment.

Sincerely,



Michael B. Gerrard

cc: Joseph A. Sack, Mayor
Rye City Planning Commission
Kristen K. Wilson, Corporation Counsel
Christian K. Miller, City Planner