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July 15, 2011

Mr. Chris Saporita
Assistant Regional Counsel
United States Environmental
Protection Agency, Region 2
290 Broadway, 16th Floor
New York, New York 10007-1866

*Via Certified Mail,
Return, Receipt, Requested*

**Re: Frank Farm Subdivision – Phase II
LaGrange, New York
Docket No. CWA-02-2011-3404**

U.S. ENVIRONMENTAL
PROTECTION AGENCY
REGIONAL HEARINGS
CLERK
2011 JUL 19 P 3:00

Dear Mr. Saporita:

Enclosed please find our Supplemental Submission addressing the issues raised in your email dated July 7, 2011. I will be mailing you original signed certifications for both the original and Supplemental Submissions by separate cover.

I understand you will contact me when you are ready to discuss this matter.

Very truly yours,

LEVENE GOULDIN & THOMPSON, LLP


John Rittinger

JR/jf
Enclosures

cc: Henry G. Page, Jr. (w/encs.)
✓ Karen Maples (w/Supplemental Documentation w/o Exhibits)

UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY

DOCKET # CWA-02-2011-3404

FRANK FARM SUBDIVISION – PHASE II

**SUPPLEMENTAL DOCUMENTATION
SUBMITTED ON JULY 15, 2011 PERTAINING TO
THE FINANCIAL CONDITION OF
HENRY C. PACE ID DEVELOPMENT LTD.**

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1. FINANCIAL STATEMENTS

Attached as Exhibit 6 is a spreadsheet documenting the cost allocated to Phase I in the amount of \$3,416,353.69 as claimed on the 2007 IRS Form 1120S. You state that, based on the estimates for the future costs for Phases II through VI detailed in Exhibit 5, you estimate that the cost for Phase I should have been 1.4 million.

Exhibit 5 contains only the estimated construction costs and Town fees to be incurred in the future when Phases III through VI are built. The estimates in Exhibit 5 do not include the costs already incurred and paid for infrastructure and other development expenses, such as the sewage plant and water distribution systems which service the entire subdivision, and therefore have to be allocated over all six of the phases. Accordingly, you cannot validly estimate what Phase I should have cost from the remaining future costs to develop Phases III through VI, because those remaining future costs do not include expenses already incurred and paid and which have to be allocated over all the phases.

The corporation does not have audited financial statements. The unaudited financial statements, certified pursuant to the certification at the end of this supplemental submission, are attached and marked as follows:

- a. Exhibit 7 – Income Statement, Balance Sheet, Cash Flow Statement and General Ledger for the year ended December 31, 2007.
- b. Exhibit 8 – Income Statement, Balance Sheet, Cash Flow Statement and General Ledger for the year ended December 31, 2008.
- c. Exhibit 9 – Income Statement, Balance Sheet, Cash Flow Statement and General Ledger for the year ended December 31, 2009.
- d. Exhibit 10 – Draft Income Statement, Balance Sheet, Cash Flow Statement and General Ledger for the year ended December 31, 2010.

2. TITUSVILLE CORPORATE PARK AND OVEROCKER ROAD

Henry G. Page, Jr. Development, Ltd. neither owns, nor operates, nor has anything else to do with Titusville Corporate Park or Overocker Road.

Titusville Corporate Park (Town of LaGrange Tax Map #6360-01-057547) is undeveloped vacant land owned by Henry G. Page, Jr. individually. Overocker Road (Town of Poughkeepsie Tax Map #14-6261-01-29170270) is a parcel of land containing a partially constructed unfinished building shell owned by Overocker Road Realty, LLC, a New York Limited Liability Company. This company is owned by Henry G. Page, Jr. and his three children. Neither Titusville Corporate Park nor Overocker Road generates any income.

3. PHASE II PURCHASE PRICE AND COST

Attached as Exhibit 11 are an Explanation of Transaction, a Summary Closing Statement, and the HUD Settlement Statement pertaining to the sale of the 33 lots in Phase II to Toll on June 25, 2010. Attached as Exhibit 12 is a draft spreadsheet showing the tentative (to date) costs allocated to Phase II.

4. DOCUMENTATION OF LOANS OWED BY DEVELOPMENT

The information and documentation with respect to the monies owed by Development to Family and Third Party Companies listed in Exhibit 4 are as follows:

a. Kevin Page – \$100,000. Kevin Page is the son of Henry G. Page, Jr. and the owner of 12.5 shares of voting stock and 270 shares of non-voting stock of Development common stock. Copies of the three Promissory Notes evidencing the debt to Kevin are attached as Exhibit 13.

b. Henry Page – \$10,000. Henry G. Page, III is the son of Henry G. Page, Jr. and the owner of 12.5 shares of voting stock and 270 shares of non-voting stock of Development common stock. A copy of the Promissory Note evidencing the debt to Henry is attached as Exhibit 14.

c. Karen Page – \$30,000. Karen Page is the daughter of Henry G. Page, Jr. and the owner of 12.5 shares of voting stock and 270 shares of non-voting stock of Development common stock. A copy of the Promissory Note evidencing the debt to Karen is attached as Exhibit 15.

d. Jane Sullivan – \$118,000. Jane Sullivan is a friend of Henry G. Page, Jr. She owns no stock in Development. A copy of the Promissory Note evidencing the debt to Ms. Sullivan is attached as Exhibit 16.

e. Hallstead, LLC – \$41,083. Hallstead Farms, LLC is a New York Limited Liability Company owned by Henry G. Page, Jr. and his children. The company owns undeveloped land in the Town of LaGrange (Town of LaGrange Tax Map # 6261-04-735221). There is no promissory note evidencing this debt. The amount is recorded on the Hallstead and Development account books as a debt owed by Development to Hallstead. [Note: This system of carrying the monies owed by Development to other Page companies as debts on the company's books is

also used to document the monies owed as listed below to Henry G. Page, Jr. individually (f. below); HGP Properties (h. below), HGP Real Estate (i. below) and HGP Management (j. below). Although all these companies are owned by Henry G. Page, Jr. and his family, they are separate and independent legal entities from Development. A summary of the debts owed to all third parties (including Peoples Bank) as reflected on Development's account books is attached as Exhibit 17.

f. Henry G. Page, Jr. – \$4,016,571. Mr. Page owns 150 shares of voting stock and 140 shares of non-voting stock of Development common stock. There are no promissory notes evidencing this debt. Basically what is done is that money is transferred from other companies owned individually by Henry G. Page, Jr. to Development as needed, and the transfers are documented as loans with interest charged at the applicable Federal short term interest rate.

g. HGP Associates – \$94,034. Henry G. Page, Jr. Associates is a New York Partnership owned by Henry G. Page Jr. and his family. The partnership owns rental properties. There are no promissory notes documenting this loan. See the explanation in Note in 4 e above.

h. HGP Properties – \$340,685. Henry G. Page, Jr. Properties, Inc. is a New York corporation. Its stock is solely owned by Henry G. Page, Jr. individually. The corporation owns a commercial rental property in the Town of Poughkeepsie (Town of Poughkeepsie Tax Map # 14-6261-01-34466670A). There are no promissory notes documenting this loan. See the explanation in Note 4 e above.

i. HGP Real Estate – \$872,475. Henry G. Page, Jr. Real Estate, Inc. is a New York corporation. Its stock is solely owned by Henry G. Page, Jr. individually. The corporation owns a commercial rental property in the Town of Poughkeepsie (Town of Poughkeepsie Tax Map # 15-6261-02-625547). There

are no promissory notes documenting this loan. See the explanation in Note 4 e above.

j. HGP Management – \$106,915. Management is a sole proprietorship owned by Henry G. Page, Jr. It has no assets. Basically this entity is used to keep the accounts for the payrolls for the companies which Mr. Page owns or has an interest in. There is no promissory note documenting this loan. See the explanation in Note 4 e above.

5. CORPORATE MINUTES

Henry G. Page, Jr. Development, LTD does not hold annual shareholder and director's meetings, so there are no minutes of such meetings. The only corporate resolutions passed since 2007 are the resolutions authorizing the mortgage loan in 2004 from Peoples Bank, and the refinancing of that loan from Peoples Bank in 2010. Attached as Exhibit 18 is a certified copy of the borrowing resolution for the 2004 mortgage loan from Peoples. Attached as Exhibit 19 is a certified copy of the borrowing resolution for the 2010 refinancing of the Peoples loan. These are the only corporate minutes generated for Development since the beginning of 2007.

**6. CORRECTION TO ORIGINAL SUBMISSION CAPTIONED
"FINANCIAL CONDITION OF HENRY G. PAGE, JR.
DEVELOPMENT, LTD AS OF JUNE 1, 2011"**

The date of the original mortgage loan from Peoples Bank is erroneously specified as 2007 in the original submission. The correct date is 2004 (September 28, 2004). The correct date is accurately listed on the first page of Exhibit 2a (the Loan Agreement for the 2004 mortgage loan) attached to the original submission. Accordingly, the dates of 2007 on pages 3 and 5 of the original submission should be corrected to read 2004.

CERTIFICATION

I, Henry G. Page, Jr., the President of Henry G. Page, Jr. Development, Ltd certify under the penalty of law that this document captioned "Supplemental Documentation submitted on July 15, 2011 Pertaining to the Financial condition of Henry G. Page, Jr. Development, LTD" and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

HENRY G. PAGE, JR. DEVELOPMENT, LTD.

Dated: July 15, 2011

By:

Henry G. Page, Jr., President