

**PLEASE RECORD AND RETURN TO:**  
**HARRIS BEACH PLLC**  
**99 Garnsey Road**  
**Pittsford, New York 14534**  
**Attention: Allyn Van Dusen**

**PARTIAL RELEASE OF RIGHT OF FIRST REFUSAL**

THIS PARTIAL RELEASE OF RIGHT OF FIRST REFUSAL (the “*Partial Release*”) is made as of this \_\_\_ day of \_\_\_\_\_, 2023 by VILLAGE OF AURORA, NY, a municipal corporation having offices at 456 Main Street, Aurora, NY 13026 (“*Releasor*”) to and for the benefit of AURORA ROUTE 90 GROUP, LLC, a New York limited liability company having an address of 1600 Sherwood Road, Aurora, New York 13026 (“*Aurora Group LLC*”) and WELLS COLLEGE, having an address of 170 Main Street, Aurora, New York 13026 (“*Wells College*” and with Aurora Group LLC, the “*Releasees*”).

**BACKGROUND:**

WHEREAS, The Pleasant T. Rowland, LLC (“*PTR*”) is the owner and holder of certain rights, benefits and privileges set forth and described in a Right of First Refusal recorded in the Cayuga County Clerk’s office on June 13, 2014 as Instrument Number 2014-00144888 (the “*ROFR*”); and

WHEREAS, the ROFR encumbers certain lands owned by Wells College more particularly set forth and described in the ROFR (collectively, the “*Wells College Lands*”); and

WHEREAS, PTR partially assigned certain of PTR’s rights under the ROFR to Releasor by Assignment of Right of First Refusal dated November 15, 2019 recorded in the Cayuga County Clerk’s office on November 22, 2019 in Book 3805, page 28 as Instrument Number 2019-191829 (the “*Assignment*”); and

WHEREAS, Wells College and Aurora Group LLC have requested, and Releasor has agreed, that Releasor release and waive the lien and encumbrance of the ROFR as to a certain portion of the Wells College Lands.

NOW, THEREFORE, in consideration of the forgoing, for Ten and 00/100 Dollars (\$10.00), and for other good and valuable consideration, the payment, receipt, and sufficiency of which are hereby acknowledged, Releasor hereby agrees as follows:

1. Partial Release of ROFR. Releasor does hereby forever release from, and waives, grants, and quit claims to Wells College and to Aurora Group (and their respective successors and assigns), all of the rights, benefits and privileges conferred to Releasor under or by the ROFR, but only with respect to those lands comprising a portion of the Wells College Lands more particularly set forth and described in the metes and bounds legal description attached hereto as Schedule A (the “*Released Lands*”). Upon execution of this Release by Releasor, the ROFR shall have no further force or effect, or restriction, encumbrance or condition of sale, upon the Released Lands, *provided, however*, nothing contained herein shall affect, impair, or diminish in any respect, the lien and encumbrance of the ROFR on any of the Wells College Lands not included in the Released Lands.
2. Effect of Release. Releasor has made no further assignment of the ROFR and is the current holder of the same. This Partial Release may be recorded in the land records of Cayuga County, State of New York, shall run with the land, and shall be binding upon and benefit the successors and assigns of the parties hereto.
3. Further Assurances. Releasor shall at any time and from time to time, execute, acknowledge where appropriate and deliver such further instruments and documents and take such other action as may be reasonably requested by the Releasees in order to carry out the intent and purpose of this Partial Release.

[no further text this page; signature page to follow]

IN WITNESS WHEREOF, Releasor has executed this Partial Release on the day and year first above written.

VILLAGE OF AURORA, NY

By: \_\_\_\_\_

James Orman, Mayor

STATE OF NEW YORK)  
COUNTY OF CAYUGA) ss.:

On the \_\_\_\_ day of \_\_\_\_\_ in the year 2023, before me, the undersigned, a notary public in and for said State, personally appeared James Orman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by hi/her/their signature(s) on the instrument, the individual(s) or the person on behalf of which the individual(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

SCHEDULE A

The Released Lands

Lot 1

ALL THAT CERTAIN PIECE OR PARCEL OF LAND situate in the Village of Aurora, County of Cayuga, State of New York, known and distinguished as part of Lot 44 and being more particularly bounded and described as follows:

Commencing at a point in the easterly line of Main Street (a.k.a. New York State Route 90), at its intersection with the division line between the lands now or formerly of Wells College as described in Book 233 of Deeds at Page 553 on the north and the lands now or formerly of Wells College as described in Book 221 of Deeds at Page 577 on the south, said line being the south line of the "Henry A. Morgan Farm"; thence along the said Main Street (a.k.a. New York State Route 90), the following two (2) courses and distances: 1.) along a curve to the left having a radius of 2814.42 feet, length of 92.20 feet and chord of North 08 deg. 11 min. 55 sec. East, 92.19 feet to a point; and 2.) North 15 deg. 36 min. 33 sec. East a distance of 7.80 feet to the Point of Beginning; thence along the said Main Street (a.k.a. New York State Route 90), the following two (2) courses and distances: 1.) North 15 deg. 36 min. 33 sec. East a distance of 108.53 feet to a point; and 2.) North 52 deg. 43 min. 32 sec. East a distance of 4.67 feet; thence South 22 deg. 30 min. 48 sec. East through the said land of Wells College (233/553), a distance of 33.90 feet to a point on the division line between the said lands of Wells College (233/553) on the north and the lands now or formerly of Wells College as described in Book 233 of Deeds at Page 553 on the north, said line being the north line of the "Henry A. Morgan Farm"; thence South 75 deg. 30 min. 29 sec. East along said division line, a distance of 23.01 feet to a point; thence South 83 deg. 37 min. 00 sec. East along said division line, a portion of said line being the extension of the said Morgan Farm line, a distance of 138.17 feet to a point; thence North 83 deg. 42 min. 22 sec. East a distance of 32.93 feet to a point on the division line between the said lands of Wells College (233/533) on the west and the said lands of Wells College (221/577) on the east; thence South 01 deg. 17 min. 28 sec. East along said division line, a distance of 90.96 feet to a point; thence North 82 deg. 19 min. 07 sec. West through the said lands of Wells College (233/553) and the former Morgan Farm, in part by each, a distance of 242.45 feet to the point of beginning. Containing 19,112.15 square feet of lands, more or less.

Lot 2

ALSO ALL THAT CERTAIN PIECE OR PARCEL OF LAND situate in the Village of Aurora, County of Cayuga, State of New York, known and distinguished as part of Lot 44 and being more particularly bounded and described as follows:

Beginning at a point in the easterly line of Main Street (a.k.a. New York State Route 90), at its intersection with the division line between the lands now or formerly of Wells College as described in Book 233 of Deeds at Page 553 on the north and the lands now or formerly of Wells College as described in Book 221 of Deeds at Page 577 on the south, said line being the south line of the "Henry A. Morgan Farm"; thence along the said Main Street (a.k.a. New York State Route 90), the following two (2) courses and distances: 1.) along a curve to the left having a radius of 2814.42 feet, length of 92.20 feet and chord of North 08 deg. 11 min. 55 sec. East, 92.19 feet to a point; and 2.) North 15 deg. 36 min. 33 sec. East a distance of 7.80 feet to a point; thence South 82 deg. 19 min. 07 sec. East through the said lands of Wells College (233/553), a distance of 242.45 feet to a point on the division line between the said lands of Wells College (233/533) on the west and the said lands of Wells College (221/577) on the east; thence South 01 deg. 17 min. 28 sec. East along said division line, a distance of 101.15 feet to a point; thence North 82 deg. 19 min. 07 sec. West along said first mentioned division line, a distance of 260.14 feet to the point of beginning. Containing 25,130.96 square feet of lands, more or less.

Lot 3

ALSO ALL THAT CERTAIN PIECE OR PARCEL OF LAND situate in the Village of Aurora, County of Cayuga, State of New York, known and distinguished as part of Lot 44 and being more particularly bounded and described as follows:

Beginning at a point in the westerly line of Main Street (a.k.a. New York State Route 90), at its intersection with the former north line of the "Henry A. Morgan Farm" as described in a deed to Wells College being Book 233 of Deeds at Page 553; thence along the said Main Street (a.k.a. New York State Route 90), the following three (3) courses and distances: 1.) South 15 deg. 36 min. 33 sec. West a distance of 96.48 feet to a point; thence 2.) along a curve to the right having a radius of 2748.42 feet, length of 140.02 feet and chord of South 08 deg. 37 min. 11 sec. West, 140.00 feet to a point; and 3.) South 21 deg. 12 min. 51 sec. West a distance of 27.31 feet to a point; thence North 82 deg. 19 min. 07 sec. West through the lands of Wells College, a distance of about 104.64 feet to a point on the existing shoreline for Cayuga Lake; thence northerly along the said existing shoreline for Cayuga Lake, a distance of about 300.0 feet to a point on the extension of the said north line of "Henry A. Morgan Farm", said point being North 06 deg. 52 min. 20 sec. East a distance of 278.75 feet from the last mentioned point; thence South 75 deg. 30 min. 29 sec. East along said first mentioned line, a distance of 131.88 feet to the point of beginning. Containing 23,182.70 square feet of lands, more or less.