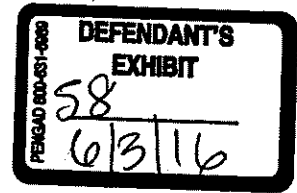


EXHIBIT 5



**JOSEPH A. DEMPSEY
ATTORNEY AT LAW**



Memo

From: Joseph A. Dempsey, 3235 Route 112, Suite 1, Medford, NY 11763
631-928-9600 Fax 631-928-0073 JADLAW@licommercial.com

Date: January 6, 2010

Re: Great Rock

Meeting on Tuesday, January 5, 2010 at 5:30 PM at 3235 Route 112, Suite 1, Medford, New York.

Present: John Ciarelli, Esq., James Burke, Esq., Vic Prusinowski, Mark Walsh, Joseph Dempsey and Paul Elliott.

- Burke and Ciarelli were of the opinion that the recently discovered recorded Covenants & Restrictions have no effect on Great Rock's current application with the Riverhead Town Planning Board.
- Prusinowski stated that the site plan is presently being reviewed in the Planning Dept. by two people, one reviewing the condo section and another reviewing the club house section.
- All parties emphasized that our application is based on accessory uses.
- Ciarelli and Burke to write necessary code amendment.
- That amendment will require a public hearing.
- Critical that Great Rock have as many local supporters as possible speaking at that public hearing.
- Ciarelli to request confirmation from Planning Board that they are now reviewing the application.
- Burke and Voorhis to meet regarding impact of the Code Amendment on the SEQRA (State Environmental Quality Review Act).
- Title company to be put on notice regarding possible claim for their failure to pick up the C & Rs. Burke to write notification of possible claim letter.