FIRST AMENDMENT
TO
VOLUNTARY CLEANUP CONTRACT
13-6158-NRP

IN THE MATTER OF
CHARLESTON NAVAL BASE - POWERHOUSE PARCEL AND PARCEL 18, CHARLESTON COUNTY
and
SOUTH CAROLINA DEPARTMENT OF COMMERCE, DIVISION OF PUBLIC RAILWAYS

WHEREAS, on March 19, 2013, the South Carolina Department of Commerce, Division of Public Railways, ("SCDPR") entered into Voluntary Cleanup Contract 13-6158-NRP ("Contract") with the South Carolina Department of Health and Environmental Control ("Department") pursuant to the Brownfields/Voluntary Cleanup Program, S.C. Code Ann. § 44-56-710 et. seq. (as amended); the South Carolina Hazardous Waste Management Act (HWMA), S.C. Code Ann. § 44-56-10, et. seq. (as amended), the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), 42 U.S.C. §§ 9601, et seq., and the South Carolina Pollution Control Act, § 48-1-10 et. seq., with respect to the certain parcels of property located at the former Charleston Naval Complex, North Charleston, South Carolina ("CNC"). This VCC addressed the transfer of approximately 110 acres to SCDPR. Parcel 11 will be transferred from Clemson University; Parcels 12, 13A, and 13B will be transferred from the City of North Charleston; and Parcels 14A and 14B will be transferred from the Charleston Naval Complex Redevelopment Authority.

WHEREAS, SCDPR is now prepared to receive an additional conveyance of approximately 2.89 acres from the the City of North Charleston. The Property is identified by Tax Map Serial Numbers 400-00-00-173 (Parcel 18, 0.64 acres) and 400-00-00-142 (Powerhouse Parcel, 2.25 acres) .

WHEREAS, the parties hereto desire to amend the VCC ("Amendment") to include the Property as described more fully in Appendix A herein. Upon execution of

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this Amendment, the Amendment shall be incorporated into and made a part of the VCC.

WHEREAS, based on the information known by or provided to the Department, the following findings are asserted for purposes of the VCC and this Amendment:

Owners and Operators: The owners and operators of the Property include the following:

Parcel 18

Owner	From	To
USA	pre-1940	08/19/2004
Charleston Naval Complex Redevelopment Authority	08/19/2004	12/21/2004
City of North Charleston	12/21/2004	10/09/2009
North Charleston Sewer District	10/09/2009	present

Powerhouse Parcel

Owner	From	To
USA	pre-1940	07/12/2005
Charleston Naval Complex Redevelopment Authority	07/12/2005	10/19/2005
City of North Charleston	10/19/2005	present

Parcel 18, subject to VCC 03-5044-NRP, as amended, is bound to the north by greenspace bound by Viaduct Road and Bainbridge Avenue with South Carolina State Ports Autority (SCPA) – Veterans Terminal and the former Hobson Fuel Tank Farm beyond; to the east by Viaduct Road and SCPA – Veterans Terminal; to the south by residential properties, wetlands across Bainbridge Avenue, and private commercial

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property used as shipping container repair and storage facilities; and to the west by residential / commercial properties. The Property was used for operations associated with the former Charleston Naval Complex.

The Powerhouse Parcel, subject to VCC 03-5044-NRP, as amended, is bound to the north by Storehouse Row (former naval buildings now used a commercial office space) and former officers quarters; to the east by the shipyard, Dry Docks 1 and 3, and the Cooper River; to the south by SCDPR Parcel 10C, SCDPR Parcel 10A, Sterrett Hall (athletic facility), a City of North Charleston Fire Department station, athletic fields, a former fuel tank farm area, and numerous vacant buildings; to the west by vacant parking lots. The Power House (Building 32), also iidentified as Area of Concern 559, is located on the Property and is listed as contributing property to the Charleston Navy Yard Historic District, listed on the National Register of Historic Places. The Property was developed by the United Stated Navy as a power supply facility.

NOW THEREFORE IT IS AGREED, that Voluntary Cleanup Contract 13-6158-NRP is hereby amended to include and address the approximately 110 acres, approximately 2.89 acres as described in Appendix A, and further acreages that may be added to the VCC by later amendments, by the inclusion of the following modifications and additional terms:

Paragraph 1.O of the Contract is hereby deleted in its entirety and the following is hereby inserted in its stead:

> "Property" means the real property as described in the Non Responsible Party Application for Voluntary Cleanup Contract attached as Appendix A, and that is subject to the ownership, prospective ownership, or possessory or contractual interest of SCDPR or its Beneficiaries. "Property" means also any parcel or tract of real property acquired by SCDPR or its Beneficiaries after the date of this Contract and incorporated into this Contract by amendment, modification, or alteration.

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Paragraph 16.F is hereby added as a new additional section to the CONTRACT TERMINATION section of the Contract:

16.F. SCDPR, its Beneficiaries, and the Department may elect to terminate this Contract as to one (1) or more than one (1) portion of the Property. If SCDPR, its Beneficiaries, or the Department elects to terminate this Contract as to one (1) or more than one (1) portion of the Property but not the entire Property, the provisions of this Contract shall remain in full force and effect with regard to the other portions of the Property and shall not be affected by the termination as described in this Paragraph 16(F).

Paragraph 22 is hereby added to the Contract as a new additional section entitled ACTIONS REQUIRED BY THE DEPARTMENT:

22. In its Application for Voluntary Cleanup Contract, SCDPR certified that it is not a responsible party with regard to the Property, and SCDPR asserts that it is not a potentially responsible party (PRP) as defined by CERCLA with regard to the Property. The Department, however, may assert that once SCDPR takes title to, acquires possessory interest in or obtains control of the Property, SCDPR becomes a PRP pursuant to CERCLA. Under the provisions of CERCLA and its related regulations, the Department may take action to require a PRP to perform site characterizations, investigations, response actions, interim measures and other activities to address a release or threatened release of hazardous substances at the Property. SCDPR understands that, should it elect to terminate this Contract, the Department may take action to impose these requirements upon SCDPR and other PRPs through the exercise of its enforcement authority under CERCLA and other statutory authority identified in this Contract."

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Paragraph 23 is hereby added to the Contract as a new additional section entitled ENTIRE AGREEMENT:

23. This Contract embodies the entire agreement of the parties executing this Contract. The terms of this Contract may be modified, amended, or altered by written agreement by the parties executing this Contract.

Paragraph 22 of the Contract, entitled SIGNATORS, shall be renumbered as Paragraph 24.

ASSESSMENT OF ENVIRONMENTAL MEDIA

Parcel 18

1. Assess soil quality across the Property:
    a. SCDPR shall collect and analyze a minimum of 4 soil samples from 2 locations on the Property. SCDPR shall collect one surface soil sample (0-1 foot below ground surface) and one subsurface soil sample (2 foot minimum depth) from each location.
    b. Each surface soil sample shall be analyzed for TAL-Metals and SVOCs. Each subsurface sample shall be analyzed for TAL-Metals, VOCs and SVOCs. A minimum of 1 surface and 1 subsurface sample from a probable impacted area shall be analyzed for the full EPA-TAL and EPA-TCL.
    c. Soil quality results shall be compared to the Residential and Industrial Screening Levels and to the applicable Protection of Groundwater SSL.

2. Assess groundwater quality:
    a. SCDPR shall collect a groundwater sample from one temporary monitoring well to be installed on the Property.

b. The sample from this groundwater monitoring well shall be analyzed for the full TAL/TCL parameters.

c. Groundwater quality results shall be compared to the primary maximum contaminant level (MCL) standards in the South Carolina State Primary Drinking Water Regulations, R.61-58, or, if not specified in R.61-58, to the Regional Screening Tables values for "Tapwater."

Powerhouse Parcel

1. Assess soil quality across the Property:
   a. SCDPR shall collect and analyze a minimum of 8 soil samples from 4 locations on the Property. SCDPR shall collect one surface soil sample (0-1 foot below ground surface) and one subsurface soil sample (2 foot minimum depth) from each of the following locations:
      i. One location near the former 2,500-gallon diesel fuel above ground storage tank (AST) located at the NW corner of Building 32;
      ii. One location near the former 5,000 gallon fuel oil AST located at the SE Corner of Building 32;
      iii. One location near the former generator located at the NE corner of Building 32;
      iv. One location near the former fly ash handling equipment located at the SW corner of Building 32.
   b. Each surface soil sample shall be analyzed for TAL-Metals and SVOCs. Each subsurface sample shall be analyzed for TAL-Metals, VOCs and SVOCs. A minimum of 1 surface and 1 subsurface sample from a probable impacted area shall be analyzed for the full EPA-TAL and EPA-TCL.
   c. Soil quality results shall be compared to the Residential and Industrial Screening Levels and to the applicable Protection of Groundwater SSL.

2. Assess groundwater quality:
    a. SCDPR shall collect a groundwater sample from up to 3 temporary monitoring wells to be installed on the Property.
    b. The wells shall be installed in 3 of the 4 soil sample locations as described above, based on field observations.
    c. If the location near the SW corner of Building 32 is selected, a nearby existing monitoring well may be utilized to collect a groundwater sample in lieu of installing a new temporary well.
    d. Samples from all groundwater monitoring wells shall be analyzed for TAL-Metals, VOCs and SVOCs. In addition, the sample from one well shall be analyzed for the full TAL/TCL parameters.
    e. Groundwater quality results shall be compared to the primary maximum contaminant level (MCL) standards in the South Carolina State Primary Drinking Water Regulations, R.61-58, or, if not specified in R.61-58, to the Regional Screening Tables values for "Tapwater."

FURTHER IT IS AGREED that this Amendment in no way affects or alters VCC 13-6158-NRP except as specifically provided herein and such VCC remains in full force and effect subject to this Amendment.

SIGNATORS

The signatories below hereby represent that they are authorized to and do enter into this Amendment on behalf of their respective parties.

[Remainder of page left blank]

PK

THE SOUTH CAROLINA DEPARTMENT OF HEALTH AND ENVIRONMENTAL CONTROL

_____ DATE: _____

Daphne Neel, Chief
Bureau of Land and Waste Management

_____ DATE: _____

Reviewed by Office of General Counsel

SOUTH CAROLINA DEPARTMENT OF COMMERCE, DIVISION OF PUBLIC RAILWAYS

BY: _____ DATE: 5/1/13

Tarek Ravenel, Project Manager
Printed Name and Title

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APPENDIX A

South Carolina Department of Commerce, Division of Public Railways

Application for Non-Responsible Party Voluntary Cleanup Contract

February 20, 2013

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File # 58082

PFLUG | LAW

Chaun W. Pflug
Member

RECEIVED
FEB 20 2013
SITE ASSESSMENT, REMEDIATION & REVITALIZATION

February 15, 2013

VIA FedEx

Mr. Jerry Stamps
Brownfields/Voluntary Cleanup Program
Division of Site Assessment, Remediation, and Revitalization
Bureau of Land & Waste Management
South Carolina Department of Health and Environmental Control
2600 Bull Street
Columbia, South Carolina 29201

Re: Submittal of NRP VCC Application - SC Public Railways – Parcels 18 & Powerhouse

Dear Mr. Stamps,

On behalf of South Carolina Department of Commerce, Division of Public Railways ("SCPR"), I am hereby submitting to your division an application for a Non Responsible Party Voluntary Cleanup Contract for 2 parcels (18 & Powerhouse) located in North Charleston, South Carolina.

Enclosed are the following:

1. Non Responsible Party Application for Voluntary Cleanup Contract;
2. Letter regarding jobs impact from Derek Dean – General Counsel of SCPR;
3. Plats for the Parcels 18 & Powerhouse; and
4. CD of Phase 1 Environmental Site Assessment Report and related updates.

Shortly after submitting this application I will forward to you the mailing addresses of former owners, operators, and other potentially responsible parties pursuant to Section 30 of the application.

Lastly, as we have previously agreed Voluntary Cleanup Contract 13-6158-NRP *In the Matter of Charleston Naval Complex Parcels 11, 12, 13A, 13B, 14A, and 14B Charleston County and South Carolina Department of Commerce, Division of Public Railways* will be amended to include Parcel 18 and the Powerhouse parcel.

The Pflug Law Firm, LLC
P.O. Box 801 Mount Pleasant, SC 29465-0801
211 Scott Street Mount Pleasant, SC 29464
(O) 843.647.7774 (F) 866.446.6170
www.pfluglaw.com

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If you have any questions or need further information, please contact me as set forth above.

Sincerely,

Chaun William Pflug

cc: Tarek Ravenel (via email)
Derek Dean, Esq. (via email)

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SITE ASSESSMENT, REMEDIATION & REVITALIZATION

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Non Responsible Party Application for Voluntary Cleanup Contract

I. Applicant Information

1. Applicant is a: ☐ Single Entity ☐ Co-Entity *(Each Co-Entity must complete items 1-8)*
2. Applicant Type: ☐ Private Individual /Sole Proprietorship ☐ For-profit Business (Corp., Partnership, etc.) ☐ Tax-Exempt Trust/ Corporation/ Organization ☑ Government / Other Public Funded Entity
3. Applicant's Legal Name South Carolina Department of Commerce, Division of Public Railways
4. Contract Signatures for this Applicant

a. Authorized Signatory

Name	Title	Email
Tarek Ravenel	Project Manager	travenel@scrailways.com
Address	**Phone1**	**Phone2**
540 East Bay Street	843-727-2067	
City	**State**	**Zip**
Charleston	South Carolina	29403

b. Other Signatories ☐ None

Name	Title	Phone	Email	Signature Required On Contract?
Chaun Pflug	Attorney	(843) 647 - 7774	cpflug@pfluglaw.com	☐
		( ) -		☐
		( ) -		☐

5. Physical Location of Applicant's Headquarters

Street address		Suite Number
540 East Bay Street		
City	**State**	**Zip**
Charleston	South Carolina	29403

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SITE ASSESSMENT, REMEDIATION & REVITALIZATION

6. Mailing address: ☑ Same as Authorized Signatory Go to question 7

Contact person (if different from Authorized Signatory) Title

Street Number or PO Box Phone1 Phone 2

City State Zip Email

7. Company Structure Information ☑ Not-applicable (Local Government, Sole Proprietorship, Private Individual) - Go to Question #8

a. Company is Incorporated/ Organized/ Registered in _____(state)

b. List all principals, officers, directors, controlling shareholders, or other owners with >5% ownership interest.

Attach additional pages if needed.

Name	Name

c. Is the applicant a subsidiary, parent or affiliate of any other business organization not otherwise identified on this form?
☐ Yes ☐ No

d. If yes, identify all affiliations: _____

8. Non-Responsible Party Certification

By signature below, it is affirmed that no person or entity identified anywhere above:

1. Is a current owner of the property
2. Is a Responsible Party for the site
3. Is a parent, successor, or subsidiary of any Responsible Party or owner of the property
4. Has had any involvement with the property in the past other than activities performed in anticipation of participation in the Voluntary Cleanup Program

Authorized Signatory Co Signatories

II. Property Information

9. Location

a. Physical Address Please see section 13 below

b. County Charleston

c. ☐ Property is outside any municipal boundaries ☑ Property is inside the municipal limits of City of North Charleston (town/city)

10. List any Companies or Site names by which the Property is known
All properties are known as the former Charleston Navy Complex ("CNC")

11. Total Size of Property Covered by this Contract 2.89 Acres

12. How many parcels comprise the Property? 2 parcels

13. Current Zoning (general description)
All parcels are generally industrial. Parcel 18 is located near Viaduct Road on the former CNC and is located along the west side of a larger parcel both of which are encompassed by Parcel 13B (TMS # 400-00-00-075). Powerhouse is located along McMillan Avenue on the west side of the former CNC.

14. a. Does the property have any above- or below-ground storage tanks? ☑ Yes ☐ No

b. If Yes, provide information on the number and capacity of the tanks, their contents, and whether they will be retained, or closed and/or removed.
Powerhouse has two above ground storage tanks labeled "diesel fuel" and several above ground storage tanks with water softening product. It was unknown whether the diesel fuel labeled tanks contained product or were empty.

15. Parcel Information *Complete the information below for each Parcel (attach additional sheets if needed)*

a. Tax Map Parcel#	400-00-00-173	a. Tax Map Parcel#	400-00-00-142
b. Acreage	.64 (Parcel 18)	b. Acreage	2.25 (Powerhouse)
c. Current Owner	N Charleston Sewer Dis	c. Current Owner	City of North Charleston
d. Owner Mailing Address	POB 63009 North Charleston, SC 29419	d. Owner Mailing Address	POB 1900 North Charleston, SC 29419-9016
e. Contact Person for Access	Chaun Pflug	e. Contact Person for Access	Chaun Pflug
f. Access Person's Phone #	843-647-7774	f. Access Person's Phone #	843-647-7774
g. Is Parcel CurrentlyVacant?	☑ Yes ☐ No	g. Is Parcel CurrentlyVacant?	☐ Yes ☑ No
h. Buildings on the parcel? (check all that apply)	☑ None ☐ Demolished/Ruins ☐ Intact, To be demolished ☐ Intact, To be re-used	h. Buildings on the parcel? (check all that apply)	☐ None ☐ Demolished/Ruins ☐ Intact, To be demolished ☑ Intact, To be re-used
i. Business/facility operations	☐ Never Operated on the parcel ☐ Not operating since _____ (approx date) ☐ In operation: nature of the business_____	i. Business/facility operations	☐ Never Operated on the parcel ☑ Not operating since 1996 (approx date) ☐ In operation: nature of the business_____

a. Tax Map Parcel#		a. Tax Map Parcel#	
b. Acreage		b. Acreage	
c. Current Owner		c. Current Owner	
d. Owner Mailing Address		d. Owner Mailing Address	
e. Contact Person for Access		e. Contact Person for Access	
f. Access Person's Phone #		f. Access Person's Phone #	
g. Is Parcel CurrentlyVacant?	☐ Yes ☐ No	g. Is Parcel CurrentlyVacant?	☐ Yes ☐ No
h. Buildings on the parcel? (check all that apply)	☐ None ☐ Demolished/Ruins ☐ Intact, To be demolished ☐ Intact, To be re-used	h. Buildings on the parcel? (check all that apply)	☐ None ☐ Demolished/Ruins ☐ Intact, To be demolished ☐ Intact, To be re-used
i. Business/facility operations	☐ Never Operated on the parcel ☐ Not operating since _____ (approx date) ☐ In operation: nature of the business_____	i. Business/facility operations	☐ Never Operated on the parcel ☐ Not operating since _____ (approx date) ☐ In operation: nature of the business_____

a. Tax Map Parcel#		a. Tax Map Parcel#	
b. Acreage		b. Acreage	
c. Current Owner		c. Current Owner	
d. Owner Mailing Address		d. Owner Mailing Address	
e. Contact Person for Access		e. Contact Person for Access	
f. Access Person's Phone #		f. Access Person's Phone #	
g. Is Parcel CurrentlyVacant?	☐ Yes ☐ No	g. Is Parcel CurrentlyVacant?	☐ Yes ☐ No
h. Buildings on the parcel? (check all that apply)	☐ None ☐ Demolished/Ruins ☐ Intact, To be demolished ☐ Intact, To be re-used	h. Buildings on the parcel? (check all that apply)	☐ None ☐ Demolished/Ruins ☐ Intact, To be demolished ☐ Intact, To be re-used
i. Business/facility operations	☐ Never Operated on the parcel ☐ Not operating since _____ (approx date) ☐ In operation: nature of the business_____	i. Business/facility operations	☐ Never Operated on the parcel ☐ Not operating since _____ (approx date) ☐ In operation: nature of the business_____

III. Property Redevelopment

16. Describe the intended re-use of the property:
(attach additional sheets if necessary)
1. Portion of railway intermodal facility;
2. Railroad right of way;
3. Railroad intermodal facility supporting structure, and
4. Possible mixed use economic development.

17. a. Will the future use include any chemical processes, petroleum or chemical storage and handling, on-site waste disposal, or generate any hazardous substances? ☑ Yes ☐ No
b. If Yes, identify the substances and discuss steps that will be taken to prevent their release to the environment.
Please see Exhibit A.

18. Will redevelopment lead to the creation of permanent jobs on the property? ☑ Yes Anticipated Number Please see Exhibit B.
☐ No

19. Projected Increase to the Tax Base as a result of this redevelopment: $ Currently Unknown

20. a. Will there be Intangible benefits from this redevelopment such as:
☐ LEED, Earth Craft, EnergyStar, or similar certification of Sustainable Development
☐ Creation / Preservation of Green Space on the Property
☐ Deconstruction/ Recycling of demolition or building debris
☑ Other Powerhouse will likely be converted to commercial office space.

b. Please Describe:

21. Anticipated date of closing or acquiring title to the property winter / 2013 / _____

22. Redevelopment Certification
By signature below, the applicant(s) affirm that their proposed use and activities will not knowingly aggravate or contribute to existing contamination or pose significant human health or environmental risks on the property.

Signature(s)

IV. Project Management And Financial Viability (Co-Entities, refer to instruction sheet)

23. Environmental Consulting Firm
☐ None as of this application date
S&ME, Inc.

Company				
620 Wando Park Blvd	Mount Pleasant	SC		29464
Address	City	State		Zip
Charles W. Black, Jr.	#17955	843-884-0005		cblack@smeinc.com
Project Contact1	S.C PE/PG Reg. #	Phone1	Phone 2	email
Andrew C. Wertz	#22389	843-884-0005		awertz@smeinc.co
Project Contact 2	S.C PE/PG Reg. #	Phone1	Phone 2	email

24. Legal Counsel (Optional)
The Pflug Law Firm, LLC

Firm

Chaun W. Pflug 843-647-7774

Attorney Phone1 Phone 2

P.O. Box 801 Mount Pleasant SC 29465 cpflug@pfluglaw.com

Street Number or PO Box City State Zip email

25. Applicant's Billing Address ☑ Same as Contact person in #6 above Go to question #26

Financial Contact Title

Company Phone

Address

City State Zip

26. **Financial Viability**

By signature(s) below, the applicant agrees to:

1. Pay the Department's costs upon receipt of invoices for implementing the Voluntary Cleanup Program for this Property, and
2. Provide financial statements, if requested, to document financial viability to conduct the response actions on the Property.

☑ Waiver Requested (*Check Box If applicable)*

The applicant is a Local Government or qualifies as a 501(c) Non-Profit Organization, and requests waiver of some Departmental costs of implementing this contract.

Signatures

V. Application Completion (The following are required along with this form. Check applicable boxes)

27. The Legal Description of the Property is attached as a: ☑ Plat Map ☐ Metes and Bounds Text ☐ Both

28. The Phase I Environmental Site Assessment Report is attached as a:

☑ New report completed in the past six months by S&ME (Name of Environmental Firm)

☑ Older report updated in the past six months by S&ME (Name of Environmental Firm)

29. Environmental sampling data and other reports: *(check one)*

☐ The Applicant is not aware of any environmental testing on the property

☑ The Applicant believes the Department already has all environmental data in its files on: Charleston Naval Complex (Site Name)

☐ The Following reports are attached:

Report Date	Report Name	Environmental Firm

30. Mailing addresses of Former Owners, Operators and other Potentially Responsible Parties:(check one)

☐ Enclosed with this Application as an Attachment

☑ Will be submitted along with (or before) the signed contract

31. The applicants attest by signature below that this application is accurate to their best knowledge. Furthermore, the applicants request DHEC evaluate the Property for inclusion in the Brownfields Voluntary Cleanup Program and draft a Non-Responsible Party Contract for the Property.

Signature(s)

This Section for Department Use Only

Assigned File Name		
Eligible for NRP Contract	Y N	
Assigned File Number		
Assigned Contract Number		

Exhibit A
Response to Section 17(b)

Where applicable the railway intermodal facility ("RIF") will have a Spill Prevention Control and Countermeasure ("SPCC") plan to provide management and on-going training for petroleum based or other oils stored on site. Containments will be inspected and secondary storage quantities will be calculated and constructed to insure that adequate storage and capture volume are present in case of a failure. The RIF will be required to obtain a NPDES permit and prepare and implement a Stormwater Pollution Prevention Plan ("SWPPP"). The permit and plan will include measures for minimizing impacts to stormwater and receiving waters, and will include requirements for inspections, periodic monitoring, and reporting.

RIF operations may include the shipping and receiving of hazardous materials, which will pass through RIF. Any management of hazardous materials will be in accordance with applicable OSHA, EPA, and DOT regulations.

Exhibit B
Response to Section 18

SIMONS & DEAN

ATTORNEYS AT LAW

147 WAPPOO CREEK DRIVE, SUITE 604 | CHARLESTON, SC 29412 | 843.762.9132 | FAX: 843.406.9913

Keating L. Simons, III klsimons@charlestonattorneys.net
Derek F. Dean dfdean@charlestonattorneys.net

February 14, 2013

Mr. Jerry Stamps
Brownfields Voluntary Cleanup Program
Bureau of Land and Waste Management, SCDHEC
2600 Bull Street
Columbia SC 29201

RE: VCC NRP Application – South Carolina Public Railways – Parcels 18 & Powerhouse

Dear Mr. Stamps:

I serve as general counsel to the South Carolina Division of Public Railways ("SCPR"). In that regard, and in relation to SCPR's proposed Intermodal Container Transfer Facility ("ICTF"), and more particularly as relates to SCPR's Voluntary Cleanup Contract - Non Responsible Party Application for Parcels 18 & Powerhouse which are part and parcel thereof, I have been asked to provide you with a synopsis of the types of jobs that would be created as a result of the new ICTF.

The information set forth below was derived after consultation with SCPR's engineering firm CDM Smith. CDM Smith as you may well know is a full service transportation and infrastructure consulting firm located in Columbia, South Carolina. SCPR has enjoyed a long and mutually collaborative relationship with CDM Smith.

This information was developed without the benefit of performing an economic study. Economic impact analysis typically measures the jobs, income and value-added associated with a facility's construction (short-term) and operation (long-term), as well as user-industries (long-term) that transport goods through the facility. Facility construction and operation impact assessment is generally straightforward. However, much larger impacts could be associated with user-industries, which are more complicated to estimate.

Impact measures comprised of three types were used to developed the below list.

· Direct impacts – Associated with constructing the ICTF, its operations and industries that use the ICTF.

· Indirect impacts – The businesses that provide support materials and services to the ICTF construction, operation or user industries

· Induced impacts – The impacts associated with the local responding of *direct* and *indirect* earned income.

Jobs will be created during the construction and operation phase of the ICTF. While the construction jobs are short-term in nature relatively speaking, the ICTF operation jobs will endure through the foreseeable future. For simplicity we have combined the Direct and Indirect job Impacts as shown below:

1. Direct and Indirect Impacts:

Construction of the facility:

a) Design Engineer; Engineers, Designers and Technicians/Draftsmen, Surveyors;

b) Railroad, Road, Building Utility and Building Contractors and Subcontractors;

c) Management Team; Project Manager, Administrative Personnel, Superintendents, Foremen;

d) Material Suppliers, steel, concrete, asphalt, pipe, fuel, aggregate, ballast, cross ties;

e) Equipment Suppliers; cranes, train engines, bull dozers, loaders, rollers, compactors, other vehicles, communications, electrical power components;

f) Equipment Operators and Mechanics; track-hoes, dozers, cranes, lifts, rollers, pavers, water truck, track spiker, track tamper, track regulator;

g) Trade specialists; truck drivers, plumbers, carpenters, electricians, welders, HVAC, painters, technicians;

h) Materials Testing; all (asphalt, concrete, steel, aggregate, etc.;

i) Laborers; all disciplines (rail construction, roadway and bridge construction, utility construction, building construction);

j) Construction Oversight and Inspection; Resident Engineer, Inspectors specialized in concrete, asphalt, bridges, rail construction, utility construction, building construction, highway construction, surveyors.

Terminal Operations and Maintenance:

a) Terminal management - terminal manager, supervisor(s), clerical help;

b) Equipment operators - cranes, yard tractors, hostlers;

c) Train and engine crews;

d) Transport drivers;

e) Maintainance men and repairman - terminal equipment and infrastructure, containers, railroad motive power and rolling stock;

f) Gate attendants.

The induced job impacts span a wide range of consumer services since the impacts reflect the "respending" of wages and salaries earned by direct and indirect related impacts. These typically generate a much larger job impact than Direct and Indirect but require a more detailed study to estimate. Induced Impacts will include but not be limited to local consumer services ranging from grocers to food service to legal services to furniture retailers and other types of services.

As originally conceived ICTF design and planning began in February 2011 and construction is anticipated to conclude during calendar year 2017 barring any unanticipated setbacks.

With best regards, I am

Yours very truly,

Derek F. Dean

DFD/
cc: Chaun Pflug, Esq. (via facsimile only)

Exhibit C
Section 17 - Plats

Legal Description of Property

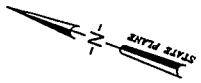
(Old Power House site)

All that certain piece, parcel or lot of land, together with the improvements thereon, situate, lying and being on the western side of Hobson Avenue, in the City of North Charleston, County of Charleston, State of South Carolina; and being more particularly shown and delineated as **"NEW LOT A,"** containing approximately **2.249 ACRES,** on a "Plat Showing the Resubdivision Between Parcels 400-00-00-042 & 400-00-00-076 and the Creation of New Lot A, Former Naval Base Complex, City of North Charleston, Charleston County, South Carolina," by Forsberg Engineering and Surveying, Inc., dated June 6, 2006, revised July 27, 2006 and recorded on July 28, 2006 in the office of the RMC for Charleston County, SC, in **Plat Book "EJ" at page 957** and **Plat Book "EJ" at page 958**; reference being craved to said plats as often as necessary for a more complete and accurate legal description.

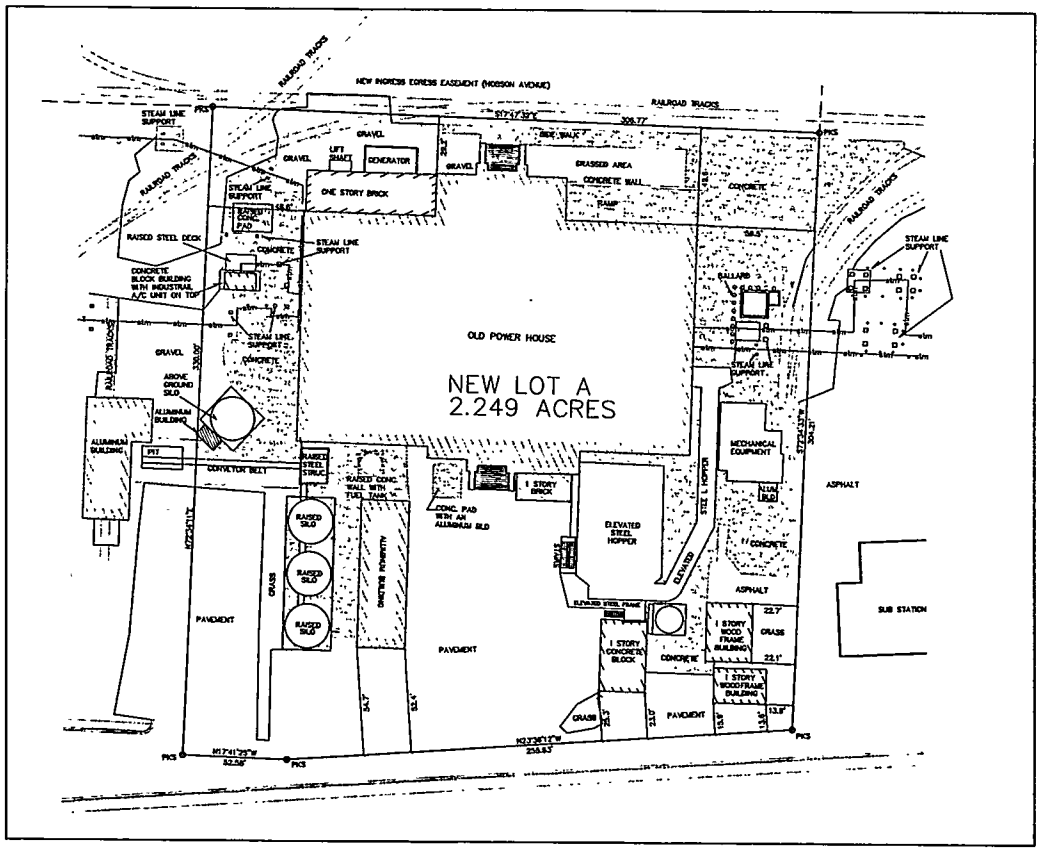
This being a portion of the property heretofore conveyed to the City of North Charleston by deed of the Charleston Naval Complex Redevelopment Authority, dated October 19, 2005, and recorded October 19, 2005 in **Deed Book O-558 at page 379.**

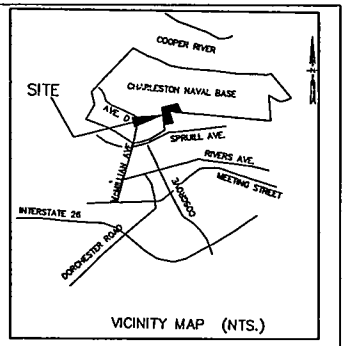
TMS No. 400-00-00-142

R 592PG481



LINE TABLE		
LINE	LENGTH	BEARING
L1	7.06	N61°17'25"W
L2	37.85	S7°04'39"E
L3	38.57	S86°38'37"E
L4	213.10	N17°38'36"W
L5	21.06	N71°43'40"E
L6	24.11	N71°37'00"E
L7	96.81	S49°37'09"W
L8	41.73	S38°41'08"W
L9	264.66	S23°22'49"E
L10	486.87	S01°22'49"E
L11	393.90	S27°22'49"E
L12	42.66	S43°15'31"W
L13	163.43	N06°03'09"W
L14	206.72	N17°24'53"E
L15	3.56	S31°03'08"W
L16	442.66	S72°17'25"W
L17	369.70	N18°43'36"W
L18	39.39	N71°34'48"E
L19	306.73	N17°47'36"W
L20	344.81	N72°34'23"E
L21	295.63	S23°26'12"E
L22	52.26	S37°41'27"E
L23	339.00	N72°34'33"E





VICINITY MAP (NTS.)

LEGEND

PKS – PK NAIL SET 1-1/4" x 1/4" x 8/16"
PKF – PK NAIL FOUND (8/16" head)
RF – REBAR FOUND
— stm — ABOVE GROUND STEAM LINE

PLAT SHOWING
THE RESUBDIVISION
BETWEEN PARCELS
400-00-00-042 & 400-00-00-076
AND THE CREATION OF LOT A
FORMER NAVAL BASE COMPLEX
CITY OF NORTH CHARLESTON
CHARLESTON COUNTY SOUTH CAROLINA
SCALE 1"=30' JUNE 6,2006
REVISED JULY 27, 2006
SHEET 2 OF 2

GRAPHIC SCALE

(IN FEET)
1 inch = 30 ft.

FORSBERG ENGINEERING AND SURVEYING, INC.
1587 SAVANNAH HIGHWAY SUITE B
P.O. BOX 30573
CHARLESTON, SOUTH CAROLINA 29417
(843) 571-0622 FAX (843) 571-6780
CIVIL ENGINEERING, SURVEYING AND LAND PLANNING

SOUTH CAROLINA FORSBERG ENGINEERING & SURVEYING, INC. CERTIFICATE OF AUTHORIZATION No. C00343

SOUTH CAROLINA REGISTERED LAND SURVEYOR 21621 LEWIS SMITH MOORE

I HEREBY STATE THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION, AND BELIEF, THE SURVEY SHOWN HEREON WAS MADE IN ACCORDANCE WITH THE REQUIREMENTS OF THE MINIMUM STANDARDS MANUAL FOR THE PRACTICE OF LAND SURVEYING IN SOUTH CAROLINA, AND MEETS OR EXCEEDS THE REQUIREMENTS FOR A CLASS A SURVEY AS SPECIFIED THEREIN.

LEWIS SMITH MOORE, P.L.S. No. 21621

CITY OF NORTH CHARLESTON AND CHARLESTON COUNTY

APPROVED PLAT
DATE: 7-28-06
Planning Director

Charleston, South Carolina
Office of Register Mesne Conveyance
Plat recorded this 28 day of JULY 2006 at 2:51 o'clock in Plat Book EJ Page 154 and tracing cloth copy filed in File E Drawer — Folder 29 Drawing No. 43
Original plat (a White Print) delivered to Forsberg Engineering
SHEET 2 OF 2

Register Mesne Conveyance

EXHIBIT A

REAL PROPERTY SUBJECT TO THIS ACTION:

TRACT 13:

All that piece, parcel or tract of land, together with the improvements thereon, situated, lying and being the City of North Charleston, Charleston County, South Carolina, containing **0.64 ACRES**, more or less, and being shown as "NEW 'PARCEL 10005' PUMP STATION No. 204" on a plat prepared by Davis & Floyd, Inc., entitled "SUBDIVISION PLAT SHOWING THE CREATION OF PARCEL NO. 10005 A PORTION OF TMS #400-00-00-075, PROPERTY OF CITY OF NORTH CHARLESTON ABOUT TO BE ACQUIRED BY NORTH CHARLESTON SEWER DISTRICT LOCATED CITY OF NORTH CHARLESTON, CHARLESTON COUNTY, SOUTH CAROLINA," dated August 5, 2009, a copy of which is recorded in the RMC Office for Charleston County, SC, in **Plat Book S-09 at page 218** and which is made a part hereof and incorporated herein by reference.

This being the same property heretofore conveyed to North Charleston Sewer District by deed of City of North Charleston, dated September 29, 2009, and recorded October 9, 2009 in **Deed Book 0085 at page 944.**

TMS No. 400-00-00-173.

REAL PROPERTY TO BE ACQUIRED IN FEE:

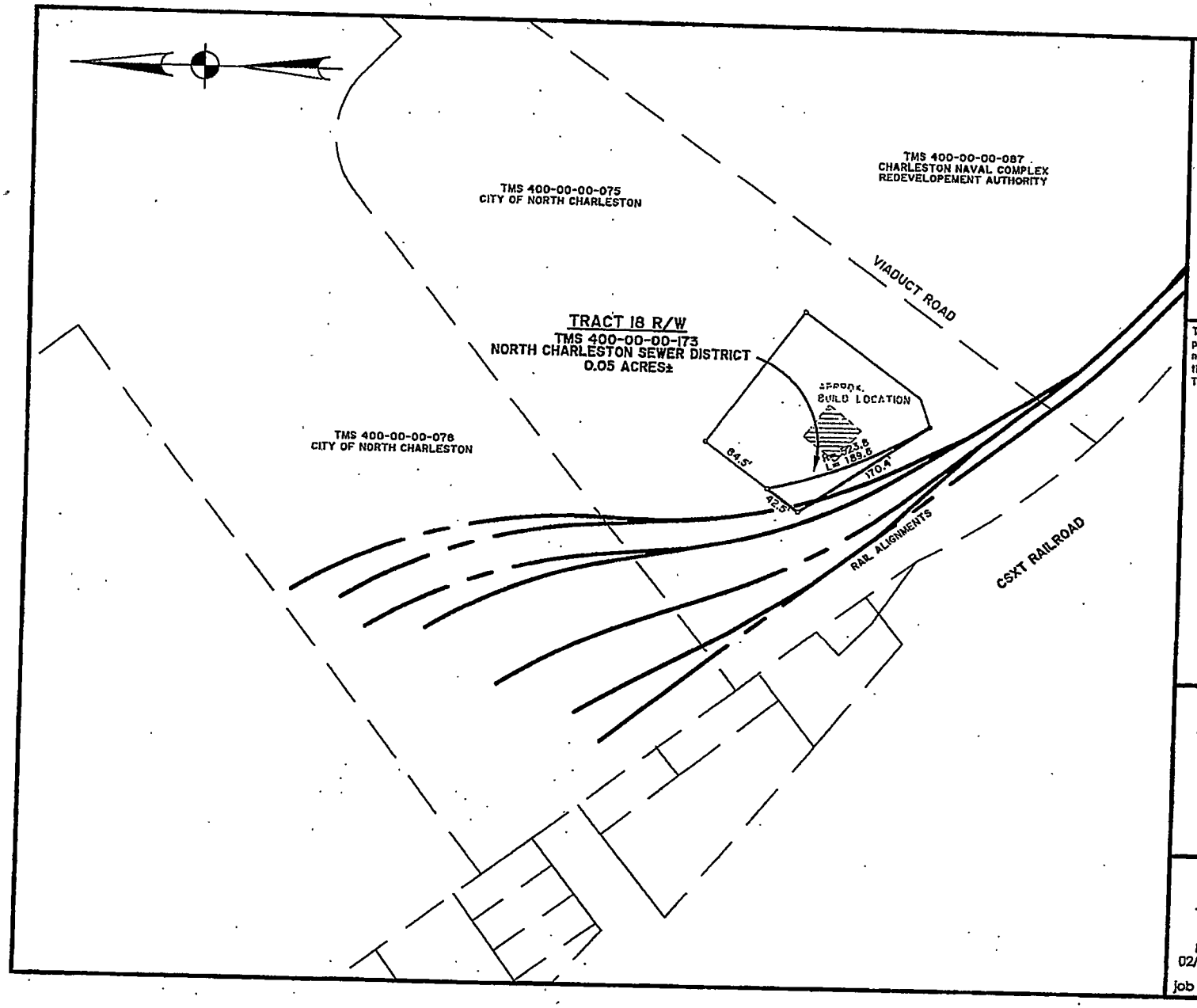
TRACT 18 ACQUISITION:

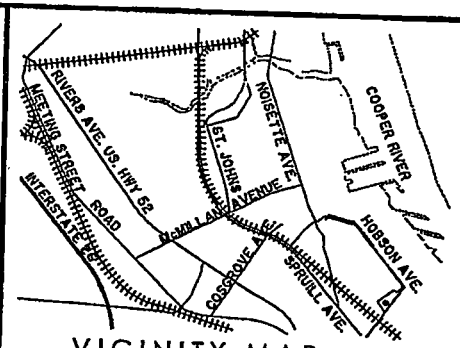
All that certain piece, parcel or tract of land, together with any improvements thereon, situate, lying and being in the City of North Charleston, the County of Charleston, State of South Carolina and being shown as the solid grey shaded area more particularly shown and designated as follows:

Tract 18 R/W containing **0.05+/- acres,**

being a portion of TMS #400-00-00-173, as shown on the attached **Exhibit Tract 18** prepared for the S.C. Public Railways Intermodal CTF by Thomas & Hutton, dated February 03, 2011, incorporated herein by reference, and having the location, buttings, boundings, courses and distances as by reference to said Exhibit will more fully appear.

TOGETHER WITH a non-exclusive right of access in common with the City of North Charleston, its successors and assigns and others over existing roads now or formerly controlled by the United States of America that access the said parcel, as said roads may be relocated from time to time.





VICINITY MAP not to scale

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EXHIBIT

TRACT 18
S.C. PUBLIC RAILWAYS
INTERMODAL CTF

CITY OF NORTH CHARLESTON
CHARLESTON COUNTY, SOUTH CAROLINA
prepared for
S.C. PUBLIC RAILWAYS

THOMAS & HUTTON
Engineering | Surveying | Planning | GIS | Consulting
682 Johnnie Dodds Blvd., Suite 100
PO Box 1522
Mt. Pleasant, SC 29465-1522
p 843.849.0200 f 843.849.0203
www.thomasandhutton.com

100 0 100 200
1 INCH = 100 FEET

plat	drawn	reviewed
02/03/11	fea/ppg	kes

job 22468 SHEET 1 OF 1

Exhibit B