

Prepared by: Virginia Department of Environmental Quality
1111 East Main Street, Suite 1400
Richmond, Virginia 23219
(804) 698-4000

Grantor: CNB Properties, Inc.

Grantee: CNB Properties, Inc.

Tax Map Number(s): 5940100004; 5940100005A

**COMMONWEALTH OF VIRGINIA
VOLUNTARY REMEDIATION PROGRAM
CERTIFICATION OF
SATISFACTORY COMPLETION OF REMEDIATION**

Return to Arcadis 701 Town Center Drive # 600
Newport News, VA 23606

Voluntary Remediation Program

Participant ("Participant"): BASF Corporation

Site Owner: CNB Properties, Inc.

Site Name ("Site"): Area 2 – Truswood Property

Site Location: 8963 and 8965 Pocahontas Trail,
Williamsburg, Virginia 23185

**Voluntary Remediation Program
Site Identification Number:** VRP01039

James City County Deed References: Plat Book: 51, Page: 62, 63
Deed Book: 105, Page: 166
Deed Book: 456, Page 624, 625
Document #170012611 Dated June 20,
2017

Locality of Record: James City County

Description of Property: As shown in the attached survey presented
as Attachment A.

Acreage: 19.328 acres

Current Zoning: M2 General Industrial

Proposed Use of Property: Commercial/Industrial

Conditions of Issuance: Institutional controls, i.e., deed restrictions incorporated in the Declaration of Restrictive Covenants (included as Attachment B), to ensure that: (1) groundwater in the Columbia Aquifer beneath the Site shall not be used for any purpose except to conduct the operation, maintenance, and monitoring activities required by USEPA and VDEQ, unless it is demonstrated to USEPA and VDEQ that: (a) such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected final remedy; and (b) USEPA and VDEQ provide prior written approval for such use; and, (2) no new wells shall be installed on the Site in the Columbia Aquifer unless USEPA or VDEQ provide prior written approval to install such wells.

BASF or its successors shall continue groundwater monitoring according to a VDEQ-approved groundwater monitoring plan included in the Long Term Stewardship Plan and any revisions thereto until concentrations of hazardous constituents have met the corrective action objectives or until it can be shown that the concentrations of hazardous constituents demonstrate a generally stable or decreasing trend. Post Certificate Monitoring will be conducted and reported to VDEQ in accordance with the Long Term Stewardship Plan. The Long Term Stewardship Plan will be submitted by the Participant within 90 days of recordation of the Declaration of Restrictive Covenants and held on file at the Office of Remediation Programs at the Department of Environmental Quality.

Encumbrances: Terms and conditions contained in that

certain Deed recorded in Deed Book 456, Page 624 in the Clerk's Office of the Circuit Court of James City County, Virginia.

Easement Agreement recorded as Document Number 970008659 in the aforesaid Clerk's Office.

Grant of Easement and Agreement recorded as Document Number 080022521 in the aforesaid Clerk's Office.

Deed of Easement for Water Pipeline to the City of Newport News recorded as Document Number 100016821 in the aforesaid Clerk's Office.

The non-exclusive right unto the Grantee, its successors, assigns, licensees and invitees to use in common with others for the purpose of ingress and egress those certain roadways and rights-of-way as shown on that certain plat entitled "A Survey for Easement to Mann Industries, Inc." dated August 24, 1989, which plat is recorded in the aforesaid Clerk's Office in Plat Book 51, pages 62, 63 and 64.

AUTHORITY

PURSUANT to the Code of Virginia ("Va. Code §§"), Va. Code §§ 10.1-1230 *et seq.*, and the Voluntary Remediation Regulations (Title 9 of the Virginia Administrative Code ("9 VAC") §§ 20-160-10 *et seq.*), the Participant submitted an application on April 27, 2021 to enroll the Participant and the Site in the Voluntary Remediation Program ("Program"). By letter dated May 21, 2021 the Waste Management Board, acting through the Director of the Department of Environmental Quality ("Director"), deemed the Participant and Site eligible and notified the Participant that the Site was enrolled in the Program. The Program provides for the Participant's voluntary remediation of releases of hazardous substances, hazardous waste, solid waste, or petroleum from the Site that is the subject of this Certification of Satisfactory Completion of Remediation ("Certificate"), issued under 9 VAC 20-160-110.

DETERMINATION

Pursuant to the authority granted under Va. Code §§ 10.1-1230 *et seq.*, the Director, or his designee, has reviewed the Voluntary Remediation Report ("Report"), concurs with all work

submitted, as set forth in 9 VAC 20-160-80, has determined that the environmental impacts identified at the Site do not present an unacceptable risk to human health and the environment if the institutional controls mentioned above are implemented, and hereby issues this Certificate. No further action is required at the Site except for monitoring and the imposition of institutional controls as noted above.

As a result of the issuance of this Certificate, the Participant, current and future owners of the Site, and their successors-in-interest are afforded immunity from an enforcement action under the Virginia Waste Management Act (Va. Code §§ 10.1-1400 *et seq.*), the State Water Control Law (Va. Code §§ 62.1-44.2 *et seq.*), the Air Pollution Control Law (Va. Code §§ 10.1-1300 *et seq.*), or other applicable Virginia law. The immunity accorded by the Certificate shall apply to the Participant, current and future owners of the Site, and their successors-in-interest and shall run with the land identified as the Site.

RESERVATION OF RIGHTS

The immunity granted by issuance of this Certificate shall be limited to Site conditions at the time of issuance as those conditions are described in the information submitted by the Participant pursuant to participation in the Program. The immunity is further conditioned upon satisfactory performance by the Participant of all obligations required by the Director under the Program and upon the veracity, accuracy, and completeness of the information submitted to the Director by the Participant relating to the Site.

The immunity provided for under this Certificate does not pertain to any matter other than that expressly specified in the section, above, entitled “Determination.” The Director reserves, and this immunity is without prejudice to, the right to revoke or modify the Certificate (1) in the event conditions at the Site, unknown at the time of issuance of the Certificate, pose a risk to human health or the environment; or (2) in the event that the Certificate was based on information that was false, inaccurate, or misleading. The Director further reserves, and this Certificate and immunity are without prejudice to, the right to pursue any and all claims for liability for failure to meet a requirement of the Program, criminal liability, or liability arising from future activities at the Site which may cause contamination by pollutants. By issuance of this Certificate, the Director does not waive sovereign immunity.

This Certificate is not and shall not be interpreted to be a permit or a modification of an existing permit or administrative order issued pursuant to state law, nor shall it in any way relieve the Participant of its obligation to comply with any other federal or state law, regulation, or administrative order. This Certificate and the Declaration of Restrictive Covenants may be modified or released only in accordance with 9 VAC 20-160-65 and with the consent of the Director, upon a showing of changed circumstances sufficient to justify the change. Any new permit or administrative order, or modification of an existing permit or administrative order, must be accomplished in accordance with applicable federal and/or state laws and regulations.

DISCUSSION OF RELEVANT INFORMATION

Historically Area 2 – Truswood Property was one of 14 parcels located at 8959, 8961, 8963, 8965, and 8967 Pocahontas Trail, Williamsburg, Virginia 23185 (the site; United States Environmental Protection Agency [USEPA] ID No. VA990710642). Area 2 – Truswood Property consists of two parcels, Parcel 1 and 2A (See Attachment A). The site is in James City County, Virginia, approximately 1 mile west of the point where U.S. Route 60 passes through the community of Lee Hall. The site occupies approximately 620 acres and is bounded on the west by the James River, on the east by Wood Creek, and on the south by undeveloped land and wetlands. Area 2 – Truswood Property comprises approximately 19.3 acres of the site's approximately 620 acres. BASF no longer owns Area 2 – Truswood Property and ownership has changed several times since the mid-1990s. Currently the property is unoccupied and owned by CNB Properties Inc. (Chesapeake Bank, Kilmarnock, Virginia). The Truswood Property is zoned for industrial purposes and no potable use of groundwater is occurring.

Area 2 – Truswood Property is comprised of several buildings, parking lots, and wooded areas. Building 102 was formerly used for manufacturing of Lurex[®] (a reflective material which consisted of Mylar sheets coated with a color emulsion) from 1967 to 1972. Building 103 was formerly used for warehousing and materials storage. Building 105 was used as the Apparel Spun Yarn Plant from 1972 to 1989. Building 206 was used as the former Industrial Relations Administrative Office and Building 235 was used as the former credit union. To the northeast, Area 2 – Truswood Property is bounded by the BASF-owned Recreation Area, which borders a marsh and property owned by the county (James City Development Authority).

A chlorinated volatile organic compound (CVOC) and 1,4-dioxane plume has been delineated on Area 2 – Truswood Property that extends downgradient to the BASF-owned Recreation Area. The downgradient marsh on the BASF-owned Recreation Area serves as the headwaters for the unnamed tributary to Wood Creek and a discharge boundary for groundwater originating from Area 2 – Truswood Property. CVOCs decrease with depth and are confined to the silty sand unit of the Columbia Aquifer.

Beginning in 2004, an interim remedial action in the form of an in situ reactive zone (IRZ) was established in the developed portion of Area 2 – Truswood Property. The IRZ involved injecting a dilute carbon solution into permanent injection wells to serve as a food source to stimulate the indigenous microbial population and subsequent enhanced reductive dechlorination of CVOCs. The planned 5-year groundwater remediation period concluded in March 2009. During this time, strongly reducing conditions formed in the treatment area and concentrations of tetrachloroethene (PCE) and trichloroethene (TCE) decreased to less than screening levels in the majority of well locations monitored routinely. Generally decreasing concentrations of transient daughter products (cis-1,2-dichloroethene and vinyl chloride) and generation of final end products (ethene/ethane) were observed as a result of the interim remedial action. Area 2 – Truswood Property transitioned to monitored natural attenuation in November 2009.

In July 2008, a baseline soil risk assessment evaluating human health and ecological risk was performed for Area 2 – Truswood Property. The baseline soil risk assessment evaluated future construction/utility workers, current and future commercial/industrial workers, and current and future adult and child residents.

The baseline soil risk assessment concludes the following:

1. Excess lifetime cancer risks and hazards from exposure to soil for all hypothetical receptors (i.e., resident, commercial/industrial worker, and construction/utility workers) are within or below VDEQ target risk and hazard levels.
2. Potential excess lifetime cancer risks and noncancer hazards from potential exposure to vapors in indoor air for a hypothetical future resident and a hypothetical future commercial/industrial worker are within regulatory benchmarks.
3. Total excess lifetime cancer risks for each receptor are within or below the acceptable risk range, while the noncancer hazards are below regulatory benchmarks.
4. Adverse impacts are not likely to occur for terrestrial ecological receptors exposed to constituents in the soil.

During the period from 2011 through 2018, additional investigations and ongoing monitoring were conducted within the tributaries of the Wood Creek and Skiffes Creek waterways (the Eastern Tributary Network [ETN]), including the Wood Creek tributary that is downgradient of Area 2 – Truswood Property. Volatile organic compounds have been demonstrated to be either not present or present at concentrations below ecological screening values. Furthermore, a human health risk assessment performed in 2017 concluded that ETN sediments and surface water do not pose an unacceptable risk of adverse health effects to hypothetical human receptors now or in the future.

VDEQ issued a Final Remedy Decision and Statement of Basis under the RCRA Corrective Action program on October 7, 2020. The remedy decision required: 1) adherence to a VDEQ-approved Long Term Stewardship Plan which includes a groundwater monitoring plan and an institutional and engineering control plan, and 2) implementation and compliance with land use controls in the form of a deed restriction or environmental covenant for the subject property to fulfill Corrective Action obligations. The Owner and Participant enrolled the Area 2 – Truswood Property into the Program to implement the remedy as described in the October 2020 RCRA decision document.

VDEQ requires the following controls and actions associated with Area 2 – Truswood Property:

- Maintenance of compliance with land use restrictions and institutional controls.
 - Columbia Aquifer groundwater at the site shall not be used for any purpose except to conduct the operation, maintenance, and monitoring activities required by USEPA and VDEQ, unless it is demonstrated to USEPA and VDEQ that: (1) such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected final remedy; and (2) USEPA and VDEQ provide prior written approval for such use.
 - No new wells shall be installed on the property in the Columbia Aquifer unless USEPA or VDEQ provide prior written approval to install such wells.

BASF or its successors shall continue groundwater monitoring according to a VDEQ-approved groundwater monitoring plan included in the Long Term Stewardship Plan and any revisions thereto until concentrations of hazardous constituents have met the corrective action objectives or until it can be shown that the concentrations of hazardous constituents demonstrate a generally stable or decreasing trend. Post Certificate Monitoring will be conducted and reported to VDEQ by BASF or its successors in accordance with a VDEQ-approved Long Term Stewardship Plan. The Long Term Stewardship Plan will be submitted by the Participant within 90 days of recordation of the Certification of Satisfactory Completion of Remediation and the Declaration of Restrictive Covenants and held on file at the Office of Remediation Programs at the Department of Environmental Quality.

Following the demonstration that remedial activities were complete to the satisfaction of the Program, the required Public Notice regarding the site was completed in accordance with VRP regulations and published in the *Virginia Gazette* newspaper and its online website on May 22, 2021. The Public Notice was also sent to adjacent property owners and the James City County. The public comment period closed on June 21, 2021, and no public comment relevant to the site's remediation activities was received.

In consideration of the implementation of the above-noted monitoring and institutional controls, the Director has accepted the conclusions of the Report.

(Signature pages follow.)

This Certificate is conditioned upon its being signed by the Participant and the Site Owner and its being recorded within 90 calendar days of its issuance, in the land records of James City County, Virginia. A certified copy of the Certificate as recorded must be submitted electronically or mailed to the Department of Environmental Quality, P.O. Box 1105, Richmond, VA 23218, ATTN: Voluntary Remediation Program.

**David K. Paylor, Director
Department of Environmental Quality**

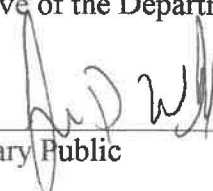
Date: 8/4/2021

BY: 
Chris M. Evans, Director
Office of Remediation Programs

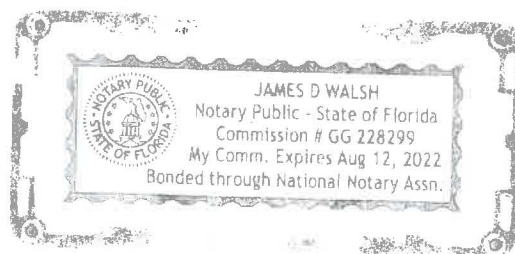
STATE OF FLORIDA

CITY OF PORT ORANGE

The foregoing instrument was acknowledged before me this 4 day of Aug, 2021, by Chris M. Evans. Chris M. Evans voluntarily acknowledged this instrument as Director of the Office of Remediation Programs, authorized representative of the Department of Environmental Quality.


Notary Public


Registration Number: GG 228299
My Commission expires: 8-12-2022



[This page to be completed by BASF as the Participant]

Date: 8-18-2021

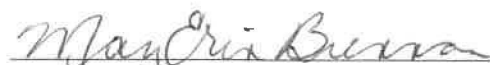
BY:


[Name of Participant] BASF / CHARLES WALTZ
[Name of Participant's Representative]
[Title of Participant or Representative] SITES MANAGER

State of New Jersey County of Summit

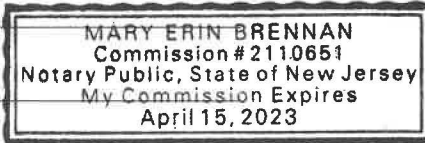
8-18-2021 Charles Waltz

The foregoing instrument was acknowledged before me this [Date] by [Name of person who signed].


Notary Public

Registration Number: _____

My Commission expires: _____



CNB Properties, Inc.

Date: August 20, 2021 BY: [Signature]
NAME: Leigh H. Houghland
TITLE: SE. V.P.

COMMONWEALTH of VIRGINIA, City of Williamsburg

The foregoing instrument was acknowledged before me this August 20, 2021 by
Leigh H. Houghland as SE. V.P. on behalf of CNB Properties, Inc.

[Signature]
Notary Public

Registration Number: 309466

My Commission expires: 1/31/25



DECLARATION OF RESTRICTIVE COVENANTS

This Declaration of Restrictive Covenants made as of this ____ day of August, 2021, under the authority of Code of Virginia Section 10.1-1230 *et seq.* and Title 9 of Virginia Administrative Code Section (“9 VAC”) 20-160-110, by **CNB PROPERTIES, INC.** owner of the fee simple title to the property hereinafter described, GRANTOR, as follows:

ALL THAT certain tract, piece or parcel of land containing a total 19.328 acres, lying and being in the City of Williamsburg, Virginia, and depicted on the **attached plat**.

WHEREAS, CNB Properties, Inc. is the fee simple owner of the said property (see deed recorded in Deed Book 105, Page 166 and Deed Book 456, Pages 624 and 625); and

WHEREAS, this property is subject to terms and conditions set forth in Deed Book 456, Page 624 to BASF Corporation, which joins this Declaration to the end that the provisions contained therein shall be subordinate to this Declaration and its terms; and

WHEREAS, this property is subject to an Easement Agreement at Document Number 970008659, to BASF Corporation, which joins this Declaration to the end that the Easement Agreement shall be subordinate to this Declaration and its terms; and

WHEREAS, this property is subject to an Easement Agreement at Document Number 080022521 to Colonial Penniman, LLC, which easement was subsequently granted by Colonial Penniman, LLC with the consent of BASF Corporation as presented by that certain letter dated August 14, 2008 from BASF Corporation acknowledging consent for Colonial Penniman, LLC to grant the Easement to the City of Newport News; said letter was included in the Deed of Easement for Water Pipeline as Document Number 100016821 to the City of Newport News, which joins this Declaration to the end that the Easement Agreement shall be subordinate to this Declaration and its terms; and

WHEREAS, in consideration of certain concessions made by the Director of the Virginia Department of Environmental Quality, the Grantor has agreed to establish certain irrevocable restrictive covenants limiting the use of certain portions of said property in order to protect human health and the environment;

NOW THEREFORE, for the consideration referred to above, the receipt and legal sufficiency of which is hereby acknowledged by the undersigned, and in order to protect human health and the environment, the undersigned do hereby irrevocably dedicate, declare, and impose the following restrictive covenants to run with the land on the above-described property as follows:

- Columbia Aquifer groundwater at the site shall not be used for any purpose except to conduct the operation, maintenance, and monitoring activities required by USEPA and VDEQ, unless it is demonstrated to USEPA and VDEQ that: (1) such use will not pose a threat to human health or the environment or adversely affect or

- interfere with the selected final remedy; and (2) USEPA and VDEQ provide prior written approval for such use.
- No new wells shall be installed on the property in the Columbia Aquifer unless USEPA or VDEQ provide prior written approval to install such wells.

BASF or its successors shall continue groundwater monitoring according to a VDEQ-approved groundwater monitoring plan included in the Long-Term Stewardship Plan and any revisions thereto until concentrations of hazardous constituents have met the corrective action objectives or until it can be shown that the concentrations of hazardous constituents demonstrate a generally stable or decreasing trend. Post Certificate Monitoring will be conducted and reported to VDEQ by BASF or its successors in accordance with a VDEQ approved Long Term Stewardship Plan. The Long Term Stewardship Plan will be submitted by BASF within 90 days of recordation of the Declaration of Restrictive Covenants and held on file at the Office of Remediation Programs at the Department of Environmental Quality.

This Declaration of Restrictive Covenants may be modified or released only in accordance with 9 VAC 20-160-65 and with the consent of the Director of the Department of Environmental Quality, upon a showing of changed circumstances sufficient to justify the change.

(Signature pages follow.)

Given under my hand and seal in the City of Williamsburg, Virginia, on the 20th day of ~~July~~, 2021,

August

CNB Properties, Inc.

Date: August 20th, 2021 BY: [Signature]
NAME: Leigh H. Houghland
TITLE: Sr. V.P.

COMMONWEALTH of VIRGINIA, City of Williamsburg

The foregoing instrument was acknowledged before me this August 20th, 2021 by Leigh H. Houghland as Sr. V.P. on behalf of CNB Properties, Inc.

[Signature]
Notary Public

Registration Number: 309464

My Commission expires: 1/31/25



INSTRUMENT 210017260
RECORDED IN THE CLERK'S OFFICE OF
WMSBG/JAMES CITY CIRCUIT ON
AUGUST 24, 2021 AT 02:32 PM
MONA A. FOLEY, CLERK
RECORDED BY: VYS

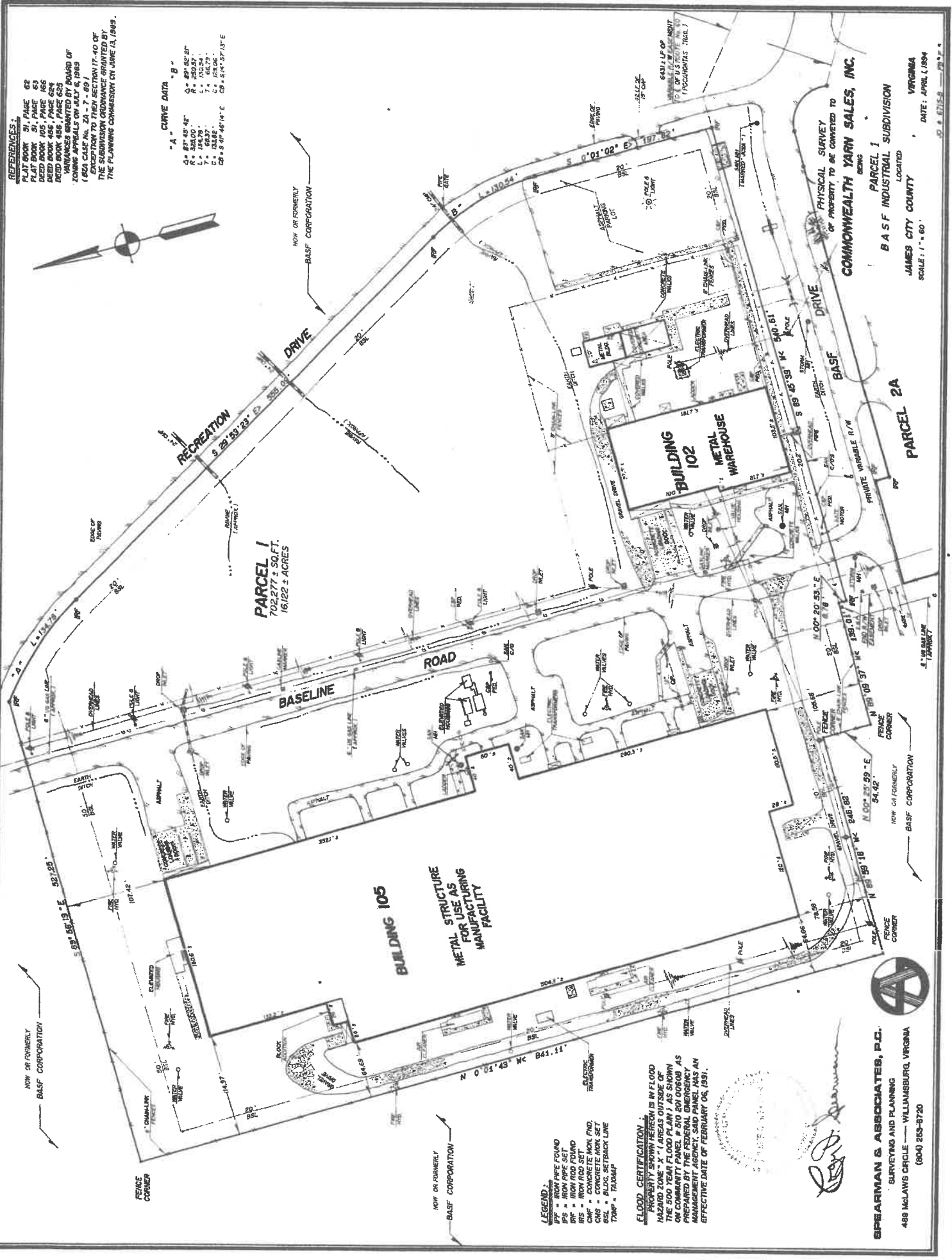
PLAT ATTACHED

REFERENCES:

PLAT BOOK 31, PAGE 62
 PLAT BOOK 31, PAGE 63
 DEED BOOK 105, PAGE 166
 DEED BOOK 456, PAGE 624
 DEED BOOK 456, PAGE 625
 ZONING MAP NO. 16, 1965
 (820 CASE NO. 21, 7-1-65)
 EXCEPTION TO ZONING SECTION 17-40 OF
 THE SUBDIVISION ORDINANCE GRANTED BY
 THE PLANNING COMMISSION ON JUNE 13, 1969.

CURVE DATA - "B"

$\Delta = 87^{\circ}45'42''$
 $R = 204.00'$
 $L = 130.54'$
 $T = 66.37'$
 $C = 68.88'$
 $CB = 84^{\circ}46'19''$ E $CB = 84^{\circ}37'13''$ E



PARCEL 1
 702,277 ± SQ. FT.
 16.122 ± ACRES

COMMONWEALTH YARN SALES, INC.
 PARCEL 1
 B A S F INDUSTRIAL SUBDIVISION
 LOCATED
 JAMES CITY COUNTY
 VIRGINIA
 DATE: APRIL 1, 1984
 SCALE: 1" = 60'

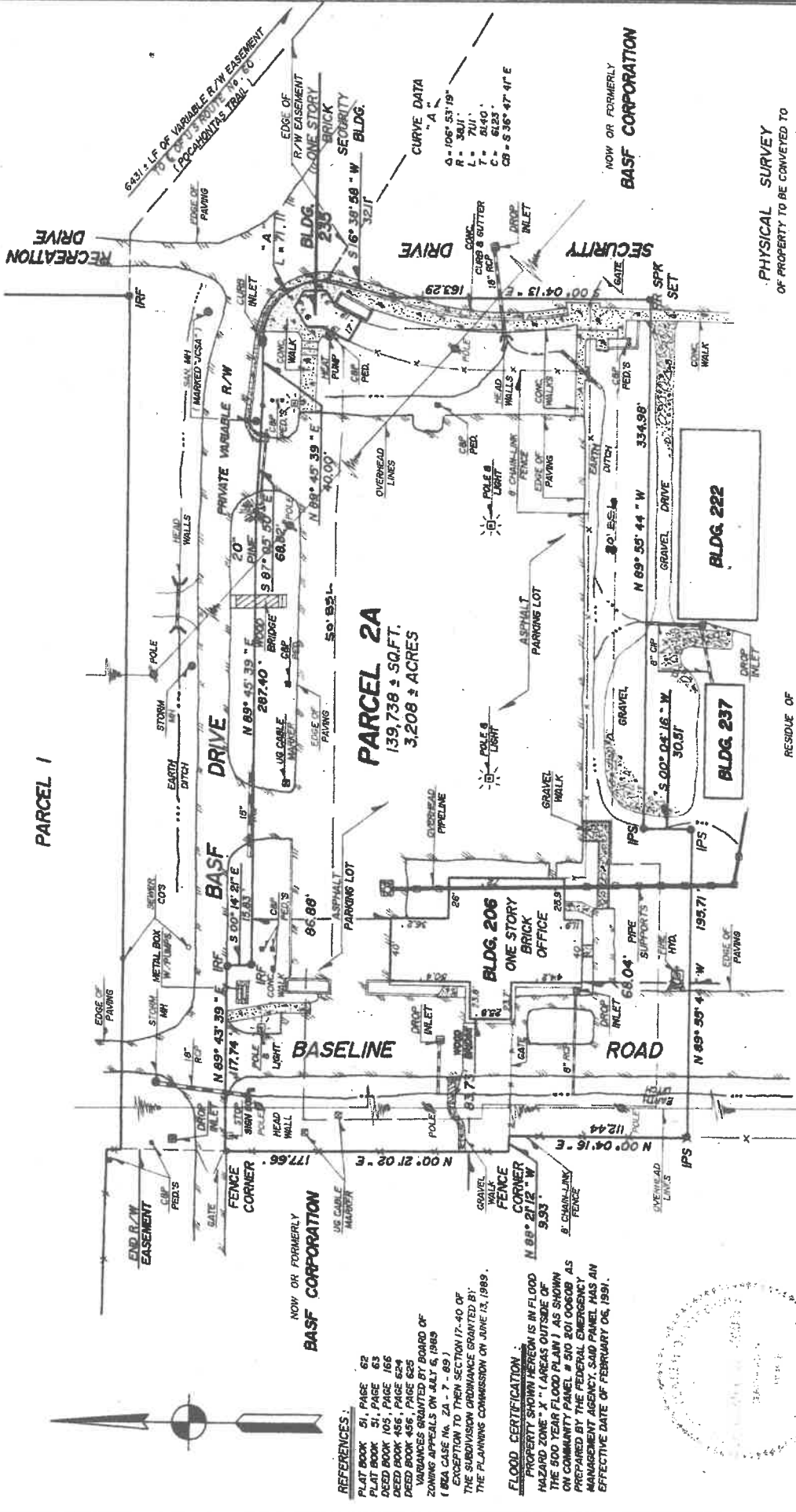


SPEARMAN & ASSOCIATES, P.C.
 SURVEYING AND PLANNING
 488 McLAWS CIRCLE — WILLIAMSBURG, VIRGINIA
 (804) 263-8720

LEGEND:
 W.P.S. = IRON PIPE FOUND
 I.P.S. = IRON PIPE SET
 I.R.S. = IRON ROD FOUND
 I.R.S. = IRON ROD SET
 C.M.S. = CONCRETE MON. SET
 B.S.L. = B.L.O.S. SETBACK LINE
 T.M.P. = TRAMP

FLOOD CERTIFICATION:
 THIS PROPERTY IS NOT IN A FLOOD
 HAZARD ZONE "X" (AREAS OUTSIDE
 THE 500 YEAR FLOOD PLAIN) AS SHOWN
 ON COMMUNITY PANEL # 510 201 00508 AS
 PREPARED BY THE FEDERAL EMERGENCY
 MANAGEMENT AGENCY. SAID PANEL HAS AN
 EFFECTIVE DATE OF FEBRUARY 06, 1991.

[Handwritten signature]



PARCEL 1

PARCEL 2A
139,738 ± SQ.FT.
3.208 ± ACRES

NOW OR FORMERLY
BASF CORPORATION

PHYSICAL SURVEY
OF PROPERTY TO BE CONVEYED TO
COMMONWEALTH YARN SALES, INC.
BEING
PARCEL 2A
RESUBDIVISION OF **PARCEL 2**
B A S F INDUSTRIAL SUBDIVISION
LOCATED
JAMES CITY COUNTY VIRGINIA
DATE: APRIL 1, 1989
SCALE: 1" = 60'

RESIDUE OF
PARCEL 2

REFERENCES:

- PLAT BOOK 51, PAGE 62
- PLAT BOOK 105, PAGE 63
- DEED BOOK 155, PAGE 165
- DEED BOOK 455, PAGE 625
- DEED BOOK 456, PAGE 625
- VARIANCES GRANTED BY BOARD OF ZONING APPEALS ON JULY 6, 1989 (AREA CASE NO. ZA - 7 - 89)
- EXCEPTION TO THEN SECTION 17-40 OF THE SUBDIVISION ORDINANCE GRANTED BY THE PLANNING COMMISSION ON JUNE 13, 1989.

FLOOD CERTIFICATION:

PROPERTY SHOWN HEREON IS IN FLOOD HAZARD ZONE "X" (AREAS OUTSIDE OF THE 500 YEAR FLOOD PLAIN) AS SHOWN ON COMMUNITY PANEL # 510 201 00608 AS PREPARED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY. SAID PANEL HAS AN EFFECTIVE DATE OF FEBRUARY 06, 1981.

LEGEND:

- IPF - IRON PIPE FOUND
- IPS - IRON PIPE SET
- IRF - IRON ROD FOUND
- IRS - IRON ROD SET
- CMG - CONCRETE MON. FND.
- CONC. - CONCRETE MON. SET
- BSL - BLDG. SETBACK LINE
- T&M - T&M



[Signature]
SPEARMAN & ASSOCIATES, P.C.
SURVEYORS AND PLANNERS
489 McLANS CIRCLE - WILLIAMSBURG, VA.
(804) 553-8720