

Brownfields Project #: 08013-04-44
Brownfields Property: Dayco Facility, 2150 South Main Street
Property Owner (In whole or part): WNC Shopping Center, LLC



LAND USE RESTRICTIONS (“LUR”) UPDATE

LUR 1: No use, including residential use, may be made of the Brownfields Property other than as the location of commercial/retail establishments, defined as buildings, properties or activities, including in this case restaurants and a gas station, the principal use or purpose of which is the sale of goods, products, services or merchandise directly to consumers.

In compliance: X Out of compliance _____

Remarks: _____

LUR 2: Unless compliance with this Land Use Restriction is waived in writing by the Department of Environment and Natural Resources (“DENR”) in advance in regard to particular buildings, no building on the Brownfields Property may be used until mechanical ventilation with outdoor air is provided in compliance with the most current version of the Mechanical Ventilation section of the Ventilation chapter of the North Carolina State Building Code (“Code”), or another standard approved in writing in advance by DENR. Compliance with the Code shall entail the following, depending upon whether a building sought to be used is existing (subparagraph i.) or new (subparagraph ii.):

- a. This subparagraph applies to buildings on the Brownfields Property at the time the Notice of Brownfields Property (“Notice”) is recorded, as depicted on the plat component of the Notice.
 - i. A professional engineer registered in North Carolina shall inspect the mechanical ventilation system and shall document any measures required to bring the system into compliance with the Code.
 - ii. A North Carolina heating, ventilation and air-conditioning contractor shall implement any measures documented by the professional engineer.
 - iii. A party certified by the American Association of Balancing Contractors or the National Environmental Balancing Bureau,

other than the professional engineer or heating, ventilation and air-conditioning contractor in question, shall perform testing, adjusting and balancing of the system when any work by the contractor is complete. Within seven (7) days after its issuance, a copy of the Certified Test and Balance Report shall be submitted to DENR.

- iv. The professional engineer shall provide DENR certification under seal that all possible entrances for vapors, including without limitation foundation cracks, holes in concrete floors, gaps around pipes and utility lines, major cracks in walls, sumps and floor drains, have been sealed, and that the mechanical ventilation system complies with the Code.

- b. As to buildings constructed on the Brownfields Property after recordation of the Notice, defined as those not depicted on the plat component of the Notice, a professional engineer shall provide DENR certification under seal that a mechanical ventilation system that complies with the Code has been installed. Surface water and underground water at the Brownfields Property may not be used for any purpose without the prior written approval of DENR.

In compliance X Out of compliance ____

Remarks: Subparagraph 2a is not applicable. Please see the attached certification from TES Engineering regarding the mechanical ventilation system.

LUR 3: No building may be constructed within 200 feet downgradient of the "Toluene Area," as depicted on the plat component of the Notice, unless a vapor barrier membrane system and, at DENR's discretion, a passive vent sub-slab system or an active vent sub-slab system (also known as a sub-slab depressurization system), is approved by DENR in writing and then installed as approved under the entire slab-on-grade foundation of the portion of the building to be enclosed. The vapor barrier membrane system shall be sealed around any slab-penetrating vertical pilings, utility chases and conduits, and sub-slab support structures, and shall be overlapped and taped so as to minimize air migration pathways.

In compliance X Out of compliance ____

Remarks: _____

LUR 4: No monitoring wells on the Brownfields Property may be decommissioned except in accordance with prior written conditions imposed by the relevant DENR program.

In compliance Out of compliance

Remarks: _____

LUR 5: Surface water and underground water at the Brownfields Property may not be used for any purpose except in accordance with prior written conditions imposed by DENR, provided, that water from any ponds on the Brownfields Property that DENR determines in writing merit characterization as retention ponds may, at DENR's discretion based on analytical data satisfactory to DENR, be used for dust suppression during demolition, grading or other site preparation or construction activities and, if not so used, shall be managed and disposed of in accordance with applicable law.

In compliance: Out of compliance

Remarks: _____

LUR 6: No activities that encounter, expose, remove or use groundwater (for example, installation of water supply wells, fountains, ponds, lakes or swimming pools, or construction or excavation activities that encounter or expose groundwater) may occur on the Brownfields Property without prior sampling and analysis of groundwater to the satisfaction of DENR in any areas proposed for such activities, and submittal of the analytical results to DENR. If such results disclose to DENR contamination in excess of North Carolina's groundwater quality standards, the proposed activities may not occur without the approval of DENR and on such conditions as DENR imposes, including at a minimum requisite legal approval of plans and procedures to protect public health and the environment during the proposed activities.

In compliance: Out of compliance

Remarks: _____

LUR 7: Except in accordance with prior written conditions imposed by DENR, the only disturbance of landscaping and contours at the Brownfields Property that may occur is mowing and pruning of above-ground vegetation. Except in accordance with prior written conditions imposed by DENR, soil, landscaping and contours at the Brownfields Property may only be disturbed:

- i. in connection with planting, mowing and pruning of vegetation, and
- ii. to a soil depth of two (2) feet or less.

In compliance: X Out of compliance _____

Remarks: *See S&ME's Soil Management Report Dated 10/2/12.*

LUR 8: No mining may be conducted on or under the Brownfields Property, including, without limitation, extraction of coal, oil, gas or any other minerals or non-mineral substances.

In compliance X Out of compliance _____

Remarks: _____

LUR 9: No basements may be constructed on the Brownfields Property unless they are, as determined by DENR, vented in conformance with applicable building codes.

In compliance X Out of compliance _____

Remarks: _____

LUR 10: None of the contaminants known to be present in the environmental media at the Brownfields Property, including those listed in the tables at (2) in the Notice, may be used or stored at the Brownfields Property without the prior written approval of DENR, except as *de minimis* constituents of products used for cleaning and other routine

housekeeping activities or of commercial or consumer products offered for sale to the public in the normal course of retail business.

In compliance X Out of compliance ____

Remarks: _____

LUR 11: The Brownfields Property may not be used as a park or for outdoor sports of any kind, including, but not limited to, golf, football, soccer and baseball, without the prior written approval of DENR.

In compliance X Out of compliance ____

Remarks: _____

LUR 12: The Brownfields Property may not be used for agriculture, grazing, timbering or timber production.

In compliance X Out of compliance ____

Remarks: _____

LUR 13: No outdoor playground activities may occur on the Brownfields Property, nor may the Brownfields Property be used for child care centers or schools.

In compliance X Out of compliance ____

Remarks: _____

LUR 14: No outdoor kennel activities may occur on the Brownfields Property, nor are private outdoor animal pens or horse-riding allowed on the Brownfields Property.

In compliance: X Out of compliance _____

Remarks: _____

LUR 15: Redevelopment of the Brownfields Property, as determined by DENR, may not be initiated until DENR approves in writing (if only via e-mail) implementation and a report thereon of a plan that DENR has approved in writing (if only via e-mail), in advance of implementation, that addresses demolition, excavation, grading, construction, and health and safety.

In compliance X Out of compliance _____

Remarks: WNC Shopping Center, LLC followed the Environmental Protocol prepared by S&ME June 2, 2011 and approved by DENR Brownfield Program

LUR 16: The Brownfields Property may not be used until soil remediation, of areas and pursuant to a plan approved in writing in advance by DENR, is performed to DENR's written satisfaction.

In compliance X Out of compliance _____

Remarks: No soil remediation was required. On-site soil management was performed in accordance with S&ME's environmental protocol, as documented in S&ME's soil management reports.

LUR 17: No party conducting environmental assessment or remediation at the Brownfields Property at the direction of, or pursuant to a permit or order issued by, DENR may be denied access to the Brownfields Property for purposes of conducting such assessment or remediation.

In compliance X Out of compliance _____

Remarks: _____

LUR 18: During January of each year after the year in which the Notice is recorded, the then current owner of any part of the Brownfields Property shall submit a notarized Land Use Restrictions Update to DENR certifying that the Notice of Brownfields Property containing these land use restrictions remains recorded at the Haywood County Register of Deeds office, and that the land use restrictions are being complied with.

In compliance X Out of compliance _____

Remarks: This is the first filing since the completion of the construction. Subsequent filing will commence January of 2013.

Notarized signing and submittal of this Land Use Restrictions Update constitutes certification that the Notice remains recorded at the Haywood County Register of Deeds office and that the Land Use Restrictions are being complied with.

This Land Use Restrictions Update is certified by WNC Shopping Center, LLC, owner of at least part of the Brownfields Property.

NOTE: This Land Use Restrictions Update as certified by WNC Shopping Center, LLC (the "Owner") is limited to the tract of real property described on Exhibit "A" attached hereto which is the real property owned by Owner. Owner's execution hereof shall not be deemed as any statement, certification or representation as to any real property other than the real property described on Exhibit "A".

Name typed or printed of party making certification: WNC Shopping Center, LLC

In the case of owners that are entities:

Signature of individual signing: _____

Name typed or printed: Jeffery V. Curry

Title: Chief Legal Officer

In the case of all owners:

Date: October 18, 2012

WNC Shopping Center, LLC

By: CBL & Associates Limited Partnership, sole member and Chief Manager

By: CBL Holdings I, Inc., sole general partner

By: *Jeffery V. Curry*
Name typed or printed: Jeffery V. Curry
Title typed or printed: Chief Legal Officer

ATTEST:

Sue N. Ward
Name typed or printed: *Sue N. Ward*
Assistant Secretary, CBL Holdings I, Inc.

STATE OF TENNESSEE
COUNTY OF HAMILTON

I, *Karen Beers*, a Notary Public of the county and state aforesaid, certify that Jeffery V. Curry personally came before me this day and acknowledged that he is the Chief Legal Officer of CBL Holdings I, Inc., a Delaware corporation, the sole general partner of CBL & Associates Limited Partnership, a Delaware limited partnership, which is the sole member and Chief Manager of WNC Shopping Center, LLC, a North Carolina limited liability company, and the within named certifying party, and that by authority duly given and as the act of WNC Shopping Center, LLC, the foregoing Land Use Restriction Update was signed in its name by Jeffery V. Curry as the Chief Legal Officer of the sole general partner of its sole member and Chief Manager.

WITNESS my hand and official stamp or seal, this *18th* day of *October*, 20*12*.

KAREN BEERS
Name:
Notary Public

My Commission expires: My Commission Expires August 5, 2014

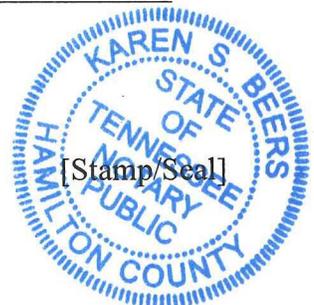


Exhibit A

Description of Owner's Real Property

A PARCEL OF LAND LOCATED IN TOWN OF WAYNESVILLE, WAYNESVILLE TOWNSHIP, HAYWOOD COUNTY, NORTH CAROLINA, AND MORE PARTICULARLY DESCRIBED AS:

COMMENCING AT THE DAYCO NGS MONUMENT, THENCE N37°21'19"E, 793.54 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY OF HYATT CREEK ROAD (SR 1164) AND THE CENTERLINE OF RICHLAND CREEK; THENCE CONTINUING ALONG THE CENTERLINE OF RICHLAND CREEK AND THE FOLLOWING 18 CALLS; N31°26'46"W, 132.02 FEET; THENCE N42°23'34"W, 60.01 FEET; THENCE N23°31'11"W, 30.70 FEET; THENCE N01°44'31"E, 32.38 FEET; THENCE N15°22'47"E, 115.48 FEET; THENCE N15°09'15"E, 55.27 FEET; THENCE N08°00'28"E, 65.71 FEET; THENCE N02°23'38"W, 44.72; THENCE N03°48'16"E, 40.28 FEET; THENCE N13°17'23"E, 25.28 FEET; THENCE N22°02'58"E, 9.14 FEET; THENCE N21°23'42"E, 22.08 FEET; THENCE N32°34'35"E, 87.54 FEET; THENCE N46°49'30"E, 35.86 FEET; THENCE N25°32'57"E, 61.73 FEET; THENCE N27°25'42"E, 159.15 FEET; THENCE N32°33'17"E, 180.92 FEET; THENCE N21°25'05"E, 116.93 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING ALONG THE CENTERLINE OF RICHLAND CREEK AND THE FOLLOWING 5 CALLS; N21°25'05"E, 69.62 FEET THENCE N28°19'53"E, 313.01 FEET; THENCE N19°28'53"E, 365.80 FEET; THENCE N08°10'26"E, 45.57 FEET; THENCE N13°57'12"E, 75.54 FEET TO THE POINT OF INTERSECTION OF RICHLAND CREEK AND ALLEN CREEK; THENCE CONTINUING ALONG THE CENTERLINE OF ALLEN CREEK AND THE FOLLOWING 9 CALLS; S71°21'02"E, 74.35 FEET; THENCE S54°20'12"E, 39.50 FEET; THENCE S57°42'21"E, 116.97 FEET; THENCE S81°28'31"E, 76.50 FEET; THENCE S48°04'03"E, 84.71 FEET; THENCE S44°01'55"E, 117.86 FEET; THENCE S40°38'26"E, 124.45 FEET; THENCE S39°52'01"E, 149.60 FEET; THENCE S48°45'50"E, 75.00 FEET TO A PK NAIL IN THE CENTERLINE OF THE MURPHY BRANCH DIVISION OF SOUTHERN RAILWAY RIGHT-OF-WAY; THENCE CONTINUING ALONG THE CENTERLINE RAILWAY RIGHT-OF-WAY S17°25'43"W, 393.80 FEET TO A POINT ON THE NORTH SIDE OF A PUBLIC RIGHT-OF-WAY; THENCE LEAVING SAID CENTERLINE OF RAILROAD RIGHT OF WAY AND CONTINUING ALONG SAID PUBLIC RIGHT-OF-WAY AND THE FOLLOWING 7 CALLS; N72°34'18"W, 39.13 FEET; THENCE N10°30'19"E, 11.34 FEET; THENCE N17°25'42"E, 27.24 FEET; THENCE N72°34'18"W, 50.00 FEET; THENCE S17°25'42"W, 27.24 FEET; THENCE A 68.50 RADIUS CURVE TO THE LEFT 0.36 FEET, (HAVING AN INCLUDED ANGLE OF 7°49'51", AND LONG CHORD BEARING S13°32'08"W, 9.38 FEET); THENCE S09°37'12"W, 11.36 FEET; THENCE LEAVING SAID PUBLIC RIGHT-OF-WAY N68°15'08"W, 191.05 FEET; THENCE S21°44'50"W, 126.00 FEET; THENCE N68°15'08"W, 114.00 FEET; THENCE S21°44'31"W, 47.66 FEET; THENCE N68°15'08"W, 436.42 FEET TO THE POINT OF BEGINNING;

SAID PARCEL CONTAINS 12.45 ACRES MORE LESS.

Attachments to Land Use Restriction Update – WNC Shopping Center, LLC
Dated October 18, 2012

Certification from TES Engineering and Shultz Engineering Group regarding the
mechanical ventilation system

S&ME's Soil Management Report Dated 10/2/12



25760 First Street
Cleveland, Ohio 44145-1432

Phone: (440) 871-2410
Fax: (440) 871-7954

October 5, 2012

Matt Phillips
CBL & Associates Properties, Inc.
CBL Center Suite 500
2030 Hamilton Place Blvd.
Chattanooga, TN 37421

RE: Waynesville Commons Small Shops
Hyatt Creek Road
Waynesville, NC

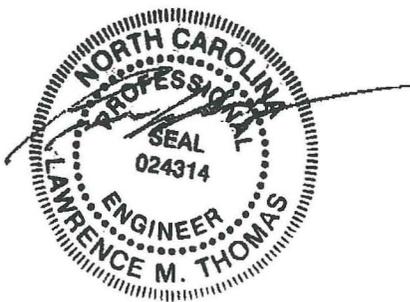
Mr. Phillips,

We as the engineer of record agree that a mechanical ventilation system installed complies with code.

Respectfully yours,

Lawrence M. Thomas, P.E.
President

tesengineering
dependable guidance





Shultz Engineering Group

212 North McDowell Street
Suite 204
Charlotte, NC 28204

PO Box 37008, Charlotte, NC 28237 • Phone: 704-334-7363 • Fax: 704-347-0093 • www.shultzeg.com • info@shultzeg.com

October 1, 2012

Matt Phillips
CBL & Associates Properties
CBL Center, Suite 500
2030 Hamilton Place Blvd.
Chattanooga, TN 37421

Subject: Belk Department Store – Waynesville Commons, Waynesville, NC

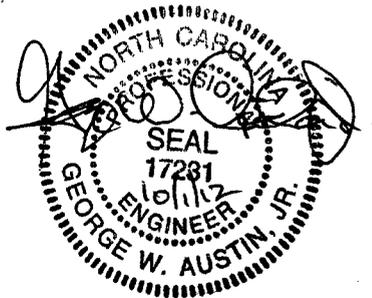
Mr. Phillips,

We as the engineer of record agree that the mechanical ventilation system installed complies with code.

Please call with any questions. Thank you!

SHULTZ ENGINEERING GROUP, P.C.

George W. (Billy) Austin, Jr., PE





October 2, 2012

Ms. Tracy Wahl
Brownfields Program Manager
NC Department of Environment and Natural Resources
339 New Leicester Highway, Suite 140
Asheville, North Carolina 28806

Transmitted via Electronic Mail and US Postal Service

Subject: Soil Management Report
Non-Belk Development Area at the Waynesville Commons
Waynesville, Haywood County, North Carolina
NCDENR Brownfields Project No. 08013-04-045
S&ME Project No. 1265-11-390



Dear Ms. Wahl:

Per the commitment made to the Department by the entities developing the northern portion of the Waynesville Commons Shopping Center regarding management of soil excavated during construction, please find herein documentation of such management for the development area not related to that performed for the Belk construction. Soil management related to the Belk construction has been reported previously in the report of July 12, 2012.

Background

The former Dayco Manufacturing Plant Site (the Site) has been under redevelopment in the Department's Brownfield Program via Brownfield Agreement (BFA) No. 08013-04-045 since 2005. The BFA was originally issued to the Haywood County Advancement Foundation, thence transferred to Waynesville Commons Retail Associates (WCRA), L.L.C. WCRA completed redevelopment of the approximate southern-half of the Site (via Wal-Mart, Best Buy and smaller specialty shops), leaving the approximate northern-half of the Site ready, but unrealized, for redevelopment. Subsequently, CBL & Associates Properties, Inc. (CBL) of Chattanooga, Tennessee acquired the northern portion of the Plant Site and transfer of the BFA.

The redevelopment of the northern-half of the Site comprises a Belk fashion department store, Michaels, PetSmart and over 11,000 square feet of specialty stores. Opening is scheduled for Fall 2012.

During CBL's consideration of acquisition of the undeveloped northern-half of the Site in 2011, a meeting was held at the Site with you, me, Mr. Matt Phillips of CBL and a representative from EMJ Corporation (EMJ) of Chattanooga, Tennessee to discuss BFA requirements and the Department's view on completion of the Site redevelopment. The meeting was very positive for completion of the redevelopment with a focus on the required need for:

- field observations for indications that conditions at this portion of the Site were different from those encountered in prior redevelopment work on the southern -half of the Site;
- workers in direct contact or potential direct contact with soil during excavation be properly-trained and certified under applicable Occupational Safety and Health Administration (OSHA) requirements;
- compliance with the BFA and the Site Environmental Protocol for Development (the Protocol) (updated by S&ME in June 2011 for redevelopment of the northern-half of the

Site) was discussed and confirmed as requirements for maintaining the BFA in-force; and,

- proper management of soil during excavation and that may result as excess in the course of excavation for building foundations, footer, utility chases, etc. Excess soil was considered to be that soil resulting from excavation, without then being used as backfill, for construction.

The Department confirmed to CBL and EMJ that such excess soil could either be re-used on-Site within the context of BFA requirements and limitations or be properly disposed of at an appropriate off-Site facility. Excess soil could not be re-used on, disposed of at or otherwise moved to any other site or location. The Department also required that excavation and soil management be observed by a qualified environmental professional and that a final report of those activities be submitted to the Department.

Accordingly:

- The purpose of this letter report is to provide documentation of such observation of the excavation outcome and excess soil disposition for the area associated with all development except the Belk store.
- A separate confirmatory Soil Management Report (July 12, 2012) has been previously submitted to the Department for the Belk construction.

Excess Soil Sourcing

Excess soil due to redevelopment of the northern-half of the Site came from four (4) source areas:

- Thin, vegetated top-cover of the original soil pad [to approximately one-half (0.5) foot below ground surface (ft. bgs)];
- The stormwater drainage system [up to approximately seven (7) ft. bgs];
- Foundations and footers [up to approximately four (4) ft. bgs]; and,
- Shallow [to approximately one (1.0) ft. bgs] and deeper [up to approximately seven (7) ft. bgs] utility chases.

Excess Soil Management Goal

The excess soil management goal for the vegetative cover and non-Belk development was to re-use/retain such soil on the Site.

Means and Methods

Visual inspection for discolored, oily, wet or otherwise non-natural Site-related cues was performed in the field on the excavated soil and on the walls and floors of the openings created by the excavations. Observations were also made for non-natural odors that may have been a cue for contaminated soil. These field observations were then documented to the Department in a weekly memorandum via electronic mail.

Soil excavation and movement/management was performed by sub-contractors to by EMJ.

The areas where soil was retained on the Site were documented with approximate coordinates using the Motorola Xoom tablet™ and Fulcrum App™ software. These data were then used to transfer the locations to Site schematics. Each location was also photodocumented.

Results

The excess soil resulting from excavation of the vegetative cover of the existing soil pad and for the non-Belk construction was managed properly by retention in four (4) areas on the Site as depicted on Figure 1. EMJ confirmed that their sub-contract workers associated with direct soil contact had received proper and documented OSHA health and safety training.

Field Observations

A review of the existing, visually-observable conditions of the northern portion of the Site, prior to commencement of any soil work, was made on August 26, 2011 (Annex A). Observations of the soil excavation of the covering vegetative cover and subsequent excavations for sub-grade structure installations at the non-Belk area were made during the period of September 30, 2011 through November 11, 2011; a small, final portion of soil management was performed during the week of April 17, 2012.

Visual and olfactory observations during and after the excavations did not present indications of contaminated soil from the non-Belk area excavations. No groundwater was encountered in the excavations. The weekly memoranda transmitting these observations are included herein under Annex B.

On-Site Management and Retention

Soil excavated from the non-Belk area was placed at four (4) locations in the northern portion of the northern-half of the Site, within the property boundary of the BFA-regulated redevelopment, as follows:

- S-1 – behind the stores [Plates 1 and 2 (all Plates in Annex C)]
- S-2a – northwestern corner (Plate 3)
- S-2b and S-3 – northern boundary (Plates 4 and 5, respectively)
- S-4 – northeastern corner (Plates 6-8)

Once the soil was placed in these locations, it was managed by proper stormwater controls at the onset. Once a soil area had been completed, new grass was sewn for permanent stabilization and aesthetics.

The Belk-area excess soil was kept segregated from and not co-mingled with the non-Belk area excess soil. Proper stormwater controls were employed around the staged, thence, retained and landscaped soil.

Regulatory Compliance

The management of excess soil from the non-Belk area excavations was observed to comply with the executed BFA and the Site Environmental Protocol.

Deviations

No deviations from the executed BFA, the Protocol or the scoped intent of the environmental observation overview were noted.

Conclusion

Based on:

- Soil excavation work was performed by properly-trained (OSHA) workers;
- No visual or odor characteristics or cues were observed either in the soil excavated or in the walls and floors of the excavated areas that were indicative of contaminated soil;

- No groundwater was encountered in any of the excavations;
- No changed conditions from those expected to be encountered, based on accumulated work experience on the Site, were observed or encountered;
- The excess soil from the non-Belk area excavations was placed in defined areas in the general northern portion of the northern-half of the Site under proper stormwater management practices and with over-sewing of landscaping vegetation;

it is concluded that the handling and management soil encountered during excavation of the surficial vegetative layer of the entire northern portion of the Site and that for footers, foundations and utilities for the non-Belk area development at the Waynesville Commons was performed properly and satisfactorily, as intended, and complied with the executed BFA and the Site Protocol.

***** * *****

Should you have questions or wish to discuss, please let me know at your convenience.

Thank you very much for your consistent and dedicated support and oversight on the redevelopment of the former Dayco Plant Site.

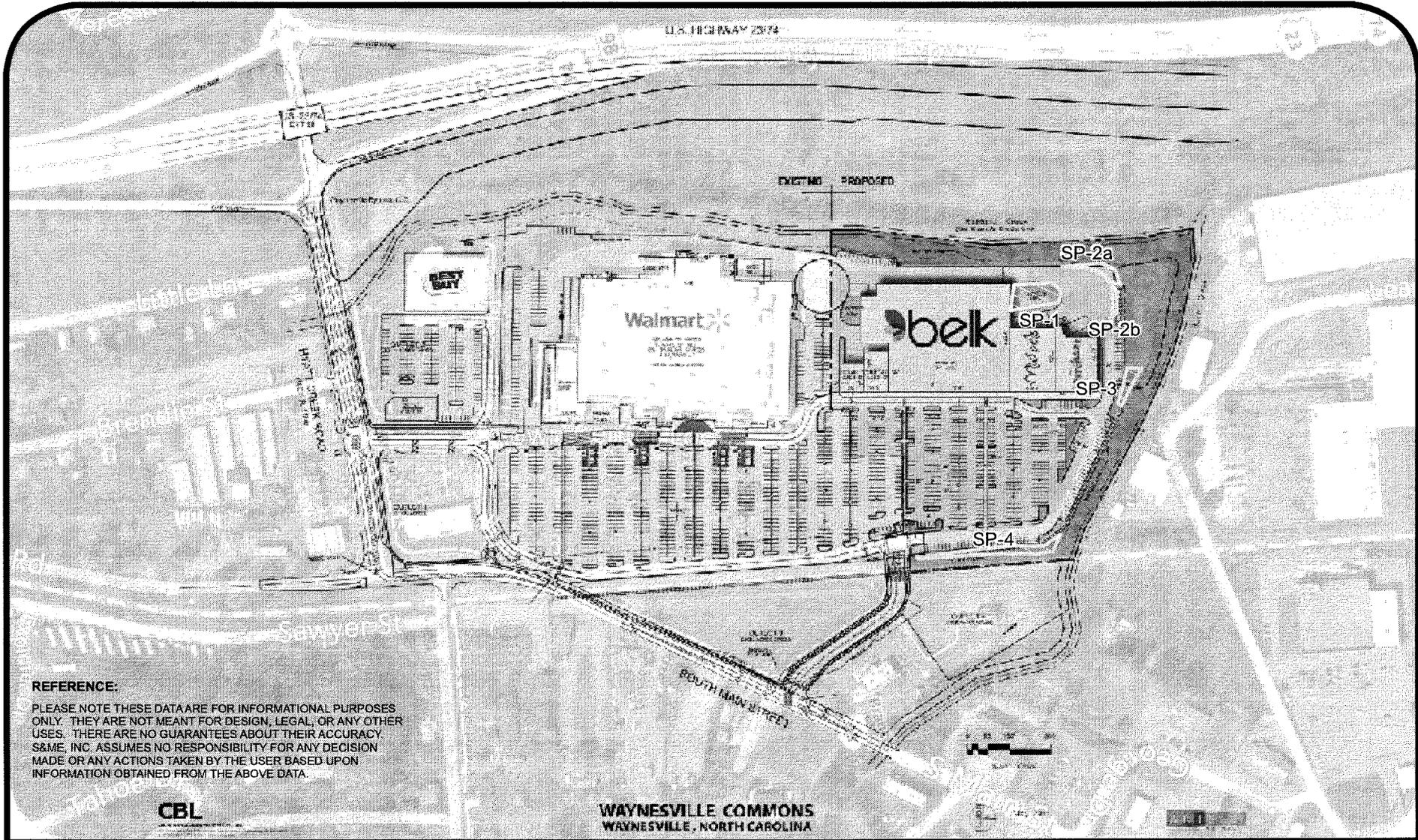
Sincerely,
S&ME, Inc.



Mike Marcus, Ph.D.
Technical Principal/VP

Attachments: Figure 1 – Locations of Site-Retained Soil
Annex A – Pre-Work Field Review
Annex B – Weekly Reports on Field Observations
Annex C – Retained Soil Photodocumentation

cc: Matt Phillips/CBL
James Williams/EMJ
Mike Froman/EMJ
Matt McCurdy/S&ME-Asheville
Jim McGirl/S&ME-Chattanooga



REFERENCE:

PLEASE NOTE THESE DATA ARE FOR INFORMATIONAL PURPOSES ONLY. THEY ARE NOT MEANT FOR DESIGN, LEGAL, OR ANY OTHER USES. THERE ARE NO GUARANTEES ABOUT THEIR ACCURACY. S&ME, INC. ASSUMES NO RESPONSIBILITY FOR ANY DECISION MADE OR ANY ACTIONS TAKEN BY THE USER BASED UPON INFORMATION OBTAINED FROM THE ABOVE DATA.

CBL

WAYNESVILLE COMMONS
WAYNESVILLE, NORTH CAROLINA

SCALE: 1" = 400'	DATE: 08-28-2012	
PROJECT NO: 1265-11-390	DRAWN BY: K, Farmer	CHECKED BY: M. Marcus



**Approximate Disposed Soil Piles
Location Map**
Waynesville Commons
Waynesville, North Carolina

FIGURE NO.
1

ANNEX A

PRE-WORK FIELD OBSERVATIONS



August 26, 2011

Mr. Matt Phillips
CBL & Associates Properties, Inc.
CBL Center, Suite 500
2030 Hamilton Place Boulevard
Chattanooga, Tennessee 37421

Transmitted via Electronic Mail (Matt_Phillips@CBLProperties.com) and Overnight Courier

Subject: Field Observation Report for Property identification No. 8604-69-7600
Waynesville Town Center
Waynesville, North Carolina

Dear Mr. Phillips:

I visited the referenced Property on this date, arriving at approximately 0845-hours, for the purpose of making a general visual review of the overt condition of the Property. Weather conditions were clear and warm; it did not appear that it had rained in any distinct amount recently. I traversed the Property on foot in a general grid pattern of approximate 100-foot centers in both the general north-south and then east-west directions, and then did a random, meandering walk-over.

This simple visual review indicated the following:

- The Property remains an essentially-level soil pad
- There was a luxuriant growth of a variety of grasses, typically four (4)-to-12 inches in height, with no bare spots
- No soil piles were present
- No refuse or other waste piles were present
- Except for what appeared to be electrical equipment (i.e., a pad-mounted transformer), sewer stub-ups and a few old wooden stakes that appeared to be possible markers for lot corners, no other surface structures or depositions were present
- The asphalt parking lot and associated landscaped medians, as well as the asphalt surface road behind the Property, appeared to be in a state of good repair and in the original condition.

In summary, the Property appeared, from this simple visual inspection, to remain in the original condition as when the soil pad and associated asphalted areas were constructed. This conclusion also applies to the contiguous properties not yet developed.

If you have questions or wish to discuss, please contact me at your convenience.

Sincerely,
S&ME, Inc.

Mike Marcus, Ph.D.
Technical Principal/Vice President

cc: Jim McGirl-S&ME/Chattanooga

ANNEX B
WEEKLY REPORTS OF FIELD OBSERVATIONS



Date: October 3, 2011
To: Distribution
From: Mike Marcus 
Subject: Weekly Field Report
Report No. 01 – Week of September 20-30, 2011
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the first report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; and, start of installation of storm water drains/pipes.

Work commenced after sediment and erosion controls were installed; inspected by the State; and, approved.

No problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed during the limited excavations [deepest excavation was approximately seven (7) feet below ground surface]. No groundwater was encountered.

No soil was removed from the site. The surficial soil containing vegetation was placed in a designated area on the Site where it will remain as part of the final project landscaping. The other excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

Weekly Activities and Progress

- September 20 – Commenced removal of the surficial soil layer containing vegetation from the pad area.
- September 21 – Continued removal of the vegetated surficial soil.
- September 22 – Completed removal of the vegetated surficial soil.
- September 23 – Removed the stubbed-in sewer line.
- September 26 -- Excavated an area at the southeast portion of the pad and re-compacted. Commenced installation of the stormwater drainage lines and boxes.
- September 27 – Continued installation of the stormwater drainage lines and boxes.
- September 28 -- Continued installation of the stormwater drainage lines and boxes. Excavated an area at the northeast portion of the pad and re-compacted. Began fine grading.
- September 29 -- Continued installation of the stormwater drainage lines and boxes. Continued fine grading.
- September 30 -- Continued installation of the stormwater drainage lines and boxes. Completed fine grading at this time.

Issues

- None

Weekly Look-Ahead

- Continue installation of storm water lines and boxes.
- Commence installation of utility chases.
- Commence placement of aggregate base course stone.

Action Items

- File report for week of October 3-7 (S&ME).
- No other identified at this time.



Date: October 10, 2011
To: Distribution
From: Mike Marcus 
Subject: Weekly Field Report
Report No. 02 – Week of October 3-7, 2011
Waynesville Commons Redevelopment
Waynesville, NC.

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the second weekly report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; continuation of installation of storm water drains/pipes; and, start of utilities installation.

As in Week No. 1, no problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed during the limited excavations [deepest excavation was approximately seven (7) feet below ground surface]. No groundwater was encountered.

No soil was removed from the site. Excess soil removed from the stormwater system/utility system excavations was placed in a designated the Site where it will remain as part of the final project landscaping. The other excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

As in Week No. 1, the field observations indicated that activities were in compliance with the Environmental Protocol published for the Site soil work.

Weekly Activities and Progress

- October 3 -- Commenced installation of stormwater drainage lines and boxes. Commenced excavation for installation of utilities. Commenced placement of aggregate base course (ABC) stone.
- October 4 -- Continued installation of stormwater drainage lines and boxes; installation of utilities; placement of ABC stone.
- October 5 -- Continued installation of stormwater drainage lines and boxes and installation of utilities. Completed placement of ABC stone.
- October 6 -- Continued installation of stormwater drainage lines and boxes and installation of utilities.
- October 7 -- Continued installation of stormwater drainage lines and boxes and installation of utilities.

Issues

- None

Weekly Look-Ahead

- Complete installation of storm water lines and boxes.
- Commence installation of utility chases.

Action Items

- File report for week of October 10-14 (S&ME).
- No other identified at this time.



Date: October 17, 2011
To: Distribution
From: Mike Marcus *Mike Marcus*
Subject: Weekly Field Report
Report No. 03 – Week of October 10-14, 2011
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the third weekly report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; installation of storm water drains/pipes; and, utilities installation.

As in the prior two (2) weeks, no problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed during the limited excavations [deepest excavation was approximately seven (7) feet below ground surface]. No groundwater was encountered.

No soil was removed from the site. Excess soil removed from the stormwater system/utility system excavations was placed in one (1) of two (2) designated areas on the Site where it will remain as part of the final project landscaping. The other excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

The field observations indicated that activities were in compliance with the Environmental Protocol published for the Site soil work.

Weekly Activities and Progress

- October 10 – Completed installation of stormwater drainage lines and boxes. Continued excavation for installation of utilities.
- October 11 – No work due to rain.
- October 12 – Continued installation of utilities.
- October 13 – Continued installation of utilities..
- October 14 -- Continued installation of utilities.

Issues

- None

Weekly Look-Ahead

- Continue installation of utility chases.

Action Items

- File report for week of October 17-21 (S&ME).
- No other identified at this time.



Date: October 24, 2011
To: Distribution
From: Mike Marcus *Mike Marcus*
Subject: Weekly Field Report
Report No. 04 – Week of October 17-21, 2011
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the fourth weekly report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; installation of storm water drains/pipes; and, utilities installation.

As in the prior three (3) weeks, no problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed during the limited excavations [most excavations were three (3) feet below ground surface (ft. bgs) deepest excavation was approximately 12 ft. bgs.. approx.]. No groundwater was encountered in any of the excavations.

No soil was removed from the site. Excess soil removed from the stormwater system/utility system excavations was placed in one (1) of two (2) designated areas on the Site where it will remain as part of the final project landscaping. The other excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

The field observations indicated that activities were in compliance with the Environmental Protocol published for the Site soil work.

Weekly Activities and Progress

- October 17 – Continued installation of utilities.
- October 18 – Continued installation of utilities.
- October 19 – No work due to rain.
- October 20 – Continued installation of utilities. The deepest excavation performed during the four (4) weeks to date of site preparation work (12-feet, bgs, approx.) occurred today on the southern boundary of the site.
- October 21 -- No work.

Issues

- None

Weekly Look-Ahead

- Complete installation of utilities.

Action Items

- File report for week of October 24-28 (S&ME).
- No other identified at this time.



Date: October 31, 2011
To: Distribution
From: Mike Marcus *Wil Meier*
Subject: Weekly Field Report
Report No. 05- Week of October 24-28, 2011
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the fifth weekly report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; installation of storm water drains/pipes; and, utilities installation.

As in the prior four (4) weeks, no problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed during the limited excavations [most excavations were approximately three (3) feet below ground surface (ft. bgs)]. No groundwater was encountered in any of the excavations. No soil was removed from the site. The excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

The field observations indicated that activities were in compliance with the Environmental Protocol published for the Site soil work.

Weekly Activities and Progress

- October 24 – Continued installation of utilities.
- October 25 – Continued installation of utilities.
- October 26 – Continued installation of utilities.
- October 27 – Continued installation of utilities.
- October 28 -- No work.

Issues

- None

Weekly Look-Ahead

- Complete installation of utilities.

Action Items

- File report for week of October 31- Nov. 4 (S&ME).
- No other identified at this time.



Date: November 7, 2011
To: Distribution
From: Mike Marcus 
Subject: Weekly Field Report
Report No. 06– Week of October 31- November 4, 2011
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the sixth weekly report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; installation of storm water drains/pipes; and, utilities installation.

The only site-related excavation this week was shallow [approximately two and one-half (2.5) to three (3) feet below ground surface (ft. bgs)] trenching for utility installation.

As in the prior five (5) weeks:

- No problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed.
- No groundwater was encountered in any of the excavations.
- No soil was removed from the site. The excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

The field observations indicated that activities were in compliance with the Environmental Protocol published for the Site soil work.

Weekly Activities and Progress

- October 31 – Continued installation of utilities.
- November 1 – Continued installation of utilities.
- November 2 – Continued installation of utilities.
- November 3 – Continued installation of utilities.
- November 4 -- No work.

Issues

- None

Weekly Look-Ahead

- Complete installation of utilities.

Action Items

- File report for week of Nov. 7-11 (S&ME).
- No other identified at this time.



Date: November 15, 2011
To: Distribution
From: Mike Marcus *Mike Marcus*
Subject: Weekly Field Report
Report No. 07– Week of November 7-11, 2011
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Julie Phillips/Taylor and Murphy
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that occurred on the Waynesville Commons Site during the reporting period.

Overview

This is the seventh weekly report submitted regarding the start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work has comprised removal of the surficial vegetated lens of soil; some excavation and re-compaction of limited areas at the periphery of the existing soil pad; installation of storm water drains/pipes; and, utilities installation.

Utility installation was completed early in this week. All sub-contractors involved with soil disturbance have demobilized from the Site.

As in the prior six (6) weeks:

- No problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed.
- No groundwater was encountered in any of the excavations.
- No soil was removed from the site. The excavated soil was returned to the excavated areas and re-compacted for its beneficial use there.

The field observations during the seven (7) weeks of site civil work indicated that activities were in compliance with the Environmental Protocol published for the Site soil work.

Look Ahead

No new excavation-related field work is scheduled until after the week of Thanksgiving when footers will be installed. The next Weekly Report will be filed once excavation for the footers has commenced.



Date: April 17, 2012

To: Distribution

From: Mike Marcus

Subject: Final Field Report
Waynesville Commons Redevelopment
Waynesville, NC

Distribution:

Tracy Wahl/NCDENR
Matt Phillips/CBL
James Williams/EMJ
Joe Woolums/EMJ
Mike Froman/EMJ
Matt McCurdy/S&ME
Jim McGirl/S&ME

Transmitted via Electronic Mail Only

On behalf of CBL & Associates Management, Inc. (CBL) this report is presented as a summary of activities that have occurred on the non-Belk portion of the Waynesville Commons Site. The Belk portion has been reported previously in a separate note.

Overview

This is the final weekly report submitted regarding the re-start of redevelopment of the northern portion of the Waynesville Commons Site. The Site work comprised excavation of shallow soil [approx. two (2) feet below ground surface, or shallower] for installation of spread footers and electrical conduit.

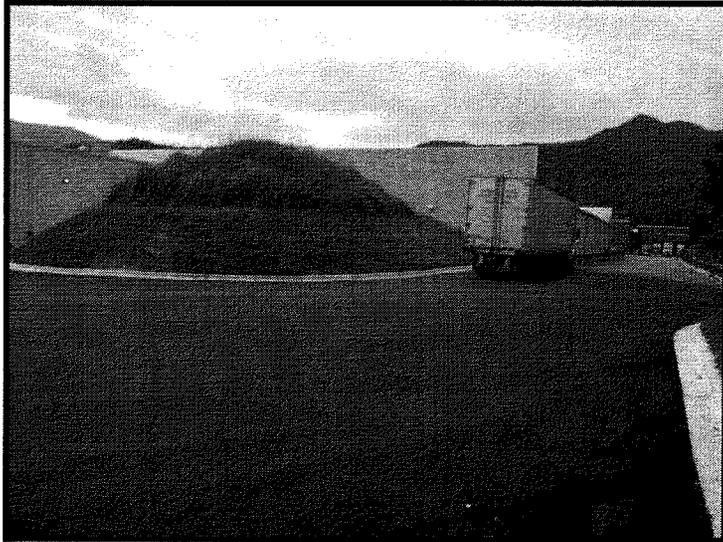
As has been the case for all previous site work (soil) activities:

- No problematic soil (based on visual and odor keys) in either excavation sidewalls or excavation floors was observed.
- No groundwater was encountered in any of the excavations.
- No soil was removed from the site.

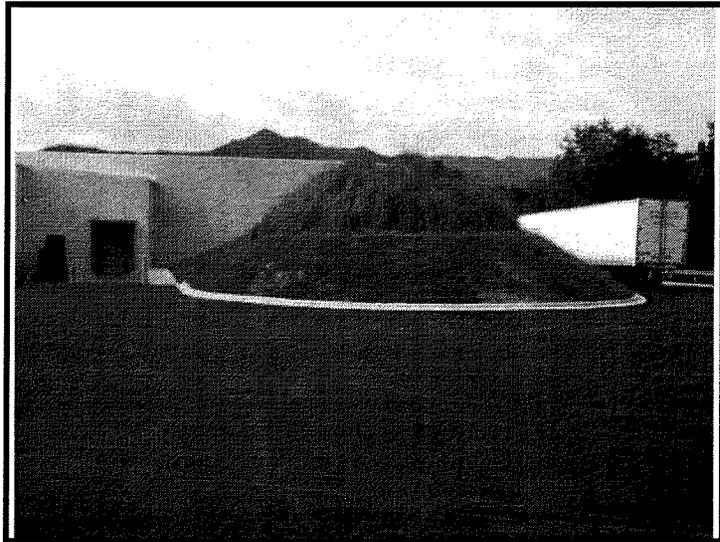
The field observations made during the site work indicated that activities were in compliance with the Environmental Protocol published for the Site soil work and the BFA.

This concluded the soil-related required observations for the non-Belk construction. A final report documenting the soil-related observations and management for the non-Belk development will be completed and submitted to NCDENR once all substantial construction work on the site has been completed.

ANNEX C
RETAINED SOIL PHOTODOCUMENTATION



1 Soil in Rear of Stores (S-1 on Figure 1)



2 Soil in Rear of Stores (S-1 on Figure 1)



3 Soil Along Northwest Corner of Property (S-2a on Figure 1)



4 Soil Along Northern Property Boundary (S-2b on Figure 1)



Waynesville Commons
Waynesville, North Carolina

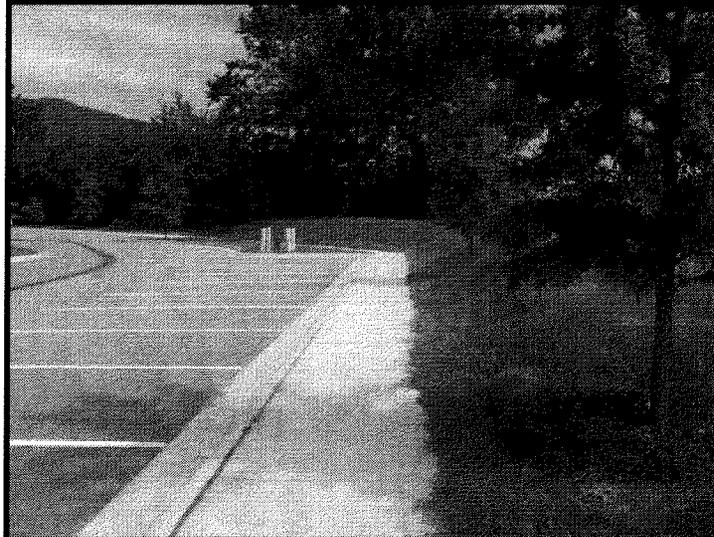
S&ME Project No. 1265-11-390

Taken by: K. Farmer

Date Taken: 8/28/2012



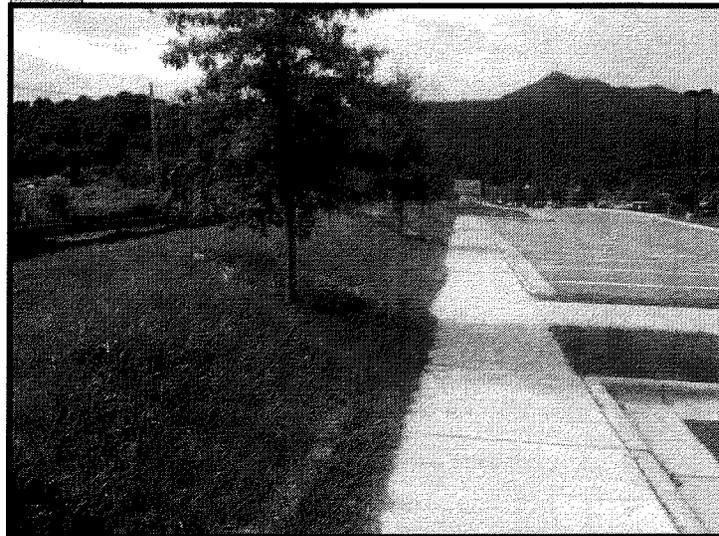
5 Soil Along Northern Property Boundary (S-3 on Figure 1)



6 Soil Along Northeastern Corner of Property (S-4 on Figure 1)



7 Soil Along Northeastern Corner of Property (S-4 on Figure 1)



8 Soil Along Northeastern Corner of Property (S-4 on Figure 1)



Waynesville Commons
Waynesville, North Carolina

S&ME Project No. 1265-11-390

Taken by: K. Farmer

Date Taken: 8/28/2012