



WAKE FOREST  
UNIVERSITY

Legal Department



January 22, 2014

**CERTIFIED MAIL /RETURN RECEIPT REQUESTED**

Ms. Shirley Liggins  
NC Dept of Environment & Natural Resources  
Division of Waste Management – Brownfields Program  
1646 Mail Service Center  
Raleigh, NC 27699-1646

Re: Land Use Restrictions Updates  
Brownfields Project Numbers: 09025-05-34, 09046-05-34, 09069-05-34

Dear Ms. Liggins:

On behalf of BRF-A1a, LLC, Wake Forest Innovation Quarter CDC (f/k/a Piedmont Triad Research Park), WFIQ Holdings, LLC (f/k/a/PTRP Holdings, LLC), WFIQ Holdings II, LLC (f/k/a PTRP Holdings II, LLC), WFIQ Holdings III, LLC (f/k/a PTRP Holdings III, LLC) and Wake Forest Innovation Quarter Management Co. (f/k/a PTRP Development Corp.), I hereby submit the enclosed Land Use Restrictions (“LUR”) Updates to the North Carolina Department of Environment and Natural Resources for the following Brownfields Projects:

1. Brownfields Project No.: 09025-05-34 – Piedmont Triad Research Park (now known as Wake Forest Innovation Quarter), 401 East Third Street;
2. Brownfields Project No.: 09046-05-34 – Piedmont Triad Research Park II (now known as Wake Forest Innovation Quarter), 601 Vine Street;
3. Brownfields Project No.: 09069-05-34 – Piedmont Triad Research Park (now known as Wake Forest Innovation Quarter) (Southern).

If you have any questions or need additional information, please do not hesitate to contact our office.

Sincerely,

Lisa G. Jones  
Legal Secretary

cc: Celeste Caskey via email w/ enclosures  
Lori P. Hinnant via email w/ enclosures



**Brownfields Project #:** 09046-05-34

**Brownfields Property:** Wake Forest Innovation Quarter CDC (f/k/a Piedmont Triad Research Park) (Northern), 601 Vine Street

**Property Owner (In whole or part):** Wake Forest Innovation Quarter CDC (f/k/a Piedmont Triad Research Park),  
WFIQ Holdings, LLC (f/k/a PTRP Holdings, LLC),  
WFIQ Holdings II, LLC (f/k/a PTRP Holdings II, LLC),  
WFIQ Holdings III, LLC (f/k/a PTRP Holdings III, LLC),  
Wake Forest Innovation Quarter Management Co. (f/k/a PTRP Development Corporation)

### **LAND USE RESTRICTIONS (“LUR”) UPDATE**

LUR 1: Without the Department of Environment and Natural Resources’ (“DENR’s”) advance written approval, no use may be made of the Brownfields Property other than for bio-technology research facilities, offices, retail outlets, public open areas, high-density residences, performance/concert halls, hotels, community centers, swimming pools, parking, schools and, if DENR issues prior written approval, any uses not listed above that are allowed by the Master Plan, North District of the Piedmont Triad Research Park (now known as Wake Forest Innovation Quarter), dated April 28, 2008. For purposes of this restriction, the following definitions apply:

- a. “Bio-technology research facilities”: facilities housing critical and exhaustive investigation, experimentation and education in the field of bio-technology, devoted to the discovery of new facts and their correct interpretation, the revision of accepted conclusions, theories or laws in light of newly discovered facts, and the practical applications of such new or revised conclusions, theories or laws.
- b. “Offices”: places where business or professional services are rendered.
- c. “Retail outlets”: businesses that sell goods directly to consumers; the term includes restaurants.
- d. “Public open areas”: golf courses, tennis courts, ball fields, ball courts, playgrounds and other unenclosed recreation sites that are approved in writing by DENR in advance, as well as landscaped or natural areas.
- e. “High-density residences”: structural units used as permanent dwellings that are attached to each other with common walls (such as condominiums, apartments, group homes, dormitories or boarding houses) and whose occupants share privileges, and in some cases ownership, regarding property outside said units.

- f. "Performance/concert halls": indoor or outdoor facilities suitable for the presentation of artistic and or musical productions, which facilities may be constructed below the ground surface only with DENR's advance written approval.
- g. "Hotels": buildings containing more than four individual rooms that provide overnight lodging facilities and reservation, cleaning, utilities and on-site management and reception services for paying customers.
- h. "Community centers": structures, with associated public open areas as defined above, that are used for educational, civic, recreational, athletic, or other gatherings and activities that are approved in writing by DENR in advance.
- i. "Swimming pools": indoor or outdoor facilities designed to contain water for swimming and constructed in locations and in conformance with a design approved in writing in advance by DENR. Groundwater from the Brownfields Property shall not be used in swimming pools, and non-municipal water shall only be used in any swimming pool on the Brownfields Property with advance written DENR approval.
- j. "Parking": an area designed and designated for temporary accommodation of motor vehicles above- or below-ground, for a fee or as a service.
- k. "Schools": institutions providing elementary school, middle school, junior high school, high school, collegiate, graduate or post-graduate education, as well as pre-school/child daycare services if the location, layout and design of such services are approved in writing in advance by DENR.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 2: Any soil contamination discovered on the Brownfields Property prior to, during or after redevelopment, as defined by DENR, shall be assessed by an individual who DENR determines is qualified as a Registered Site Manager pursuant to North Carolina Administrative Code, Title 15A, Subchapter 13C, Rule .0304. If DENR determines that additional sampling is necessary, such sampling shall be conducted in a manner and to an extent approved in writing in advance by DENR in general accordance,

as determined by DENR, with field procedures and laboratory testing methodologies described in the most current version of Appendices A and B of the Guidelines for Assessment and Cleanup of the Inactive Hazardous Sites Program of DENR's Superfund Section (unless otherwise provided herein), and soil assessment reports satisfactory to DENR shall be submitted to DENR not more than 30 days following completion of such assessment activities.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 3: Any soil contamination discovered on the Brownfields Property prior to, during or after redevelopment, as defined by DENR, that DENR determines requires remediation based on review of soil assessment reports, shall, prior to when DENR determines redevelopment of the affected portion(s) of the Brownfields Property is complete, be remediated in a manner approved by, and to the written satisfaction of, DENR, in general accordance, as determined by DENR, with field procedures and laboratory testing methodologies described in the most current version of the Guidelines of the Inactive Hazardous Sites Branch of DENR's Superfund Section, and soil remediation reports satisfactory to DENR shall be submitted to DENR not more than 60 days following completion of such remediation activities.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 4: Contamination on the Brownfields Property that falls within the jurisdiction of DENR's Underground Storage Tank ("UST") Section shall be addressed in accordance with the applicable provisions of law and the Guidelines of the UST Section, and copies of all reports and correspondence relating to such contamination, including any No Further Action letters issued by the UST Section, shall be submitted to DENR within seven (7) days after the date of the report or correspondence.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 5: No buildings containing indoor space may be constructed on the Brownfields Property until DENR has been consulted regarding the proximity of the planned building to groundwater contamination at the Brownfields Property. If DENR determines that the footprint of a building proposed to be constructed on the Brownfields Property would fall within 100 feet of such contamination, it may not be constructed without:

- a. a vapor barrier system and sub-slab vapor venting system, or other vapor mitigation system, approved in advance in writing by DENR, within 30 days after installation of which DENR shall be provided certification of proper installation under seal of a professional engineer licensed in North Carolina, as well as photographs illustrating the installation and a brief narrative describing it; or
- b. an assessment of the risk posed by soil gas to potential users of the building that demonstrates to DENR's written satisfaction that no vapor barrier, sub-slab venting nor mitigation system is required.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 6: No building appearing on the plat component of the Notice of Brownfields Property ("Notice") that contains indoor space may be used until DENR receives a report, sealed by a professional engineer licensed in North Carolina, regarding an inspection in accordance with a plan approved in writing in advance by DENR that evaluates the possibility of vapor entering the building and whether any heating, ventilation and air conditioning ("HVAC") system in the building complies with the most current version of the Mechanical Ventilation section of the Ventilation chapter of the North Carolina State Building Code, or another standard approved in writing in advance by DENR. If the inspection finds the possibility of vapor entering the building, the report

shall identify the possible entrances, such as sumps, floor drains, foundation cracks, holes in flooring, gaps around pipes and utility lines, and cracks in walls. If DENR determines that the possible entrances need to be addressed, the proponent of the building's use shall submit a plan to DENR for same, which plan shall also require that the building's HVAC system comply with the most current version of the Mechanical Ventilation Section of the Ventilation Chapter of the North Carolina State Building Code (or another standard if DENR has approved one) and, upon DENR's written approval, shall implement the plan to DENR's written satisfaction. If the report determines that any HVAC system in the building is not compliant with the most current version of the Mechanical Ventilation section of the Ventilation chapter of the North Carolina State Building Code, or another standard if DENR has approved one, the proponent of the building's use shall, subject to DENR's written approval, take the actions necessary to achieve compliance.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 7: Surface water at the Brownfields Property may not be used for any purpose without the prior written approval of DENR, with the exception of stormwater collected on the Brownfields Property by a stormwater collection and management system approved by DENR.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 8: 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 written 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 prior written approval of DENR on such conditions as DENR imposes,

including at a minimum compliance with plans and procedures, approved pursuant to applicable law, to protect public health and the environment during the proposed activities.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 9: 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  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 10: No basements may be constructed on the Brownfields Property unless they are, as determined in writing by DENR, vented in conformance with applicable building codes.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 11: No contaminant known to be present in the environmental media at the Brownfields Property, including those listed in the Tables A and B of the Notice, may be used or stored at the Brownfields Property other than in *de minimis* amounts for cleaning and other routine housekeeping activities. Provided, that such contaminants may be used or stored at the Brownfields Property as constituents of materials present in conjunction

with the uses permitted by LUR 1 above, if DENR has approved a spill containment plan for such contaminant, and any other measures required by law in connection with the proposed use, storage or disposal are implemented.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 13: 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, which is to be conducted using reasonable efforts to minimize interference with authorized uses of the Brownfields Property.

In compliance  Out of compliance

Remarks: See remarks at LUR 14, below; separate confirmation of compliance should be sought from the transferee.

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LUR 14: 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 ("LURU") to DENR providing the name,

mailing address, telephone and facsimile numbers, and e-mail address of the party submitting the LURU if said party acquired any part of the Brownfields Property during the previous calendar year; and the transferee's name, mailing address, telephone and facsimile numbers, and e-mail address, if the party submitting the LURU transferred any part of the Brownfields Property during the previous calendar year; and certifying that:

- a. the Notice of Brownfields Property containing these land use restrictions remains recorded at the Forsyth County Register of Deeds office;
- b. these land use restrictions are being complied with;
- c. any vapor barrier and venting systems installed at the Brownfields Property remain intact and are performing as designed (in connection with which certification any measures taken to maintain such performance shall be reported); and
- d. any heating, ventilation and air conditioning systems installed at the Brownfields Property continue to comply with the North Carolina State Building Code (or another standard if DENR has approved one).

Alternatively, the obligations of this LUR 14 may be discharged on behalf of some or all owners by an association that accepts responsibility for same in a notarized instrument satisfactory to DENR. The Brownfields Property's master development association and master development association documents shall suffice as the required instrument and association, respectively. The instrument shall include the name, mailing address, telephone and facsimile numbers, and e-mail address of each owner on whose behalf the LURU is submitted. Failure to provide facsimile numbers and e-mail addresses for particular parties shall be excused if DENR determines that the association has used its best reasonable efforts to obtain same.

In compliance  Out of compliance

Remarks: The land use restrictions ("LURs") update certifications provided by the undersigned on behalf of the property owners listed below are limited to those properties included as a part of the Brownfields Property governed by the subject Brownfields Agreement; the undersigned makes no representations or certifications with respect to the LURs applicable to properties subject to the Brownfields Agreement but owned by other persons or entities. The following transfers of properties subject to the Brownfields Agreement (including some for which this certification is made) occurred prior to and since the filing of the Notice of Brownfields Property on February 22, 2010, in the Forsyth County Register of Deeds' office: **See attached Schedule of Transfers on the following page.** The undersigned hereby certifies that the Notice of Brownfields Property containing the above land use restrictions remains recorded at the Forsyth County Register of Deeds' office. The undersigned further certifies with respect to the

Brownfields Properties owned by the undersigned entities, that the above land use restrictions are being complied with; that any vapor barrier and venting systems installed at the Brownfields Property remain intact and are performing as designed (in connection with which certification any measures taken to maintain such performance shall be reported); and that any heating, ventilation and air conditioning systems installed at the Brownfields Property continue to comply with the North Carolina State Building Code (or another standard if DENR has approved one).

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

This Land Use Restrictions Update is certified by Wake Forest Innovation Quarter CDC, WFIQ Holdings, LLC, WFIQ Holdings II, LLC, WFIQ Holdings III, LLC, and Wake Forest Innovation Quarter Management Co., owners of at least part of the Brownfields Property.

[signature pages follow Schedule of Transfers]

### SCHEDULE OF TRANSFERS

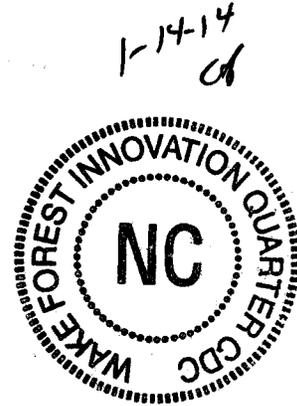
Transfer #	Transferee	Transferor	Brownfields Property transferred*	Transferee Mailing Address	Transferee Phone #	Transferee Fax #	Transferee Email Address
1	Wexford Winston-Salem Building 90, LLC Book 3121 Page 1789 [5-6-2013]	Wake Forest Innovation Quarter CDC (f/k/a Piedmont Triad Research Park)	Tract 2	Wexford Winston-Salem Building 90, LLC c/o Wexford Science & Technology, LLC 801 West Baltimore St. Suite 505 Baltimore, MD 21201 Attn: S. Nelson Weeks	410.649-5707	410-649-5733	sweeks@wexfordscitech.com
2	PTRP Holdings, LLC (now known as WFIQ Holdings, LLC)	Piedmont Triad Research Park (now known as Wake Forest Innovation Quarter CDC)	Tract 11, 12, 13, 14	c/o J. Reid Morgan Wake Forest University Legal Department Room 209 Reynolda Hall 1834 Wake Forest Road Winston-Salem NC 27106	336.758-5122	336.758-4486	jrm@wfu.edu

Wake Forest Innovation Quarter CDC

By: Eric Tomlinson  
Eric Tomlinson, DSc, PhD  
President

ATTEST:

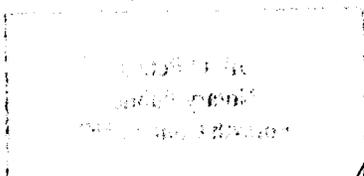
Anita M. Conrad  
Anita M. Conrad  
Assistant Secretary



NORTH CAROLINA  
Forsyth COUNTY

I, Ginger P. Matthews, a Notary Public of the county and state aforesaid, certify that Anita M. Conrad personally came before me this day and acknowledged that she is the Assistant Secretary of Wake Forest Innovation Quarter CDC, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing Land Use Restrictions Update was signed in its name by its President and attested by her as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of January, 2014.



Ginger P. Matthews  
Name: Ginger P. Matthews  
Notary Public

My Commission expires: August 4, 2016



WFIQ Holdings, LLC

By: Eric Tomlinson  
Eric Tomlinson, DSc, PhD  
Manager

CP  
1-14-14

NORTH CAROLINA  
Forsyth COUNTY

I, Jill O Peters, a Notary Public of the county and state aforesaid, certify that Eric Tomlinson, DSc, PhD personally came before me this day and acknowledged that he is a Manager of WFIQ Holdings, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the company, the foregoing Land Use Restrictions Update was signed in its name by him.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of January, 2014.

Jill O Peters  
Name typed or printed: Jill O Peters  
Notary Public

My Commission expires: 06/11/2014

[Stamp/Seal]

Jill O Peters  
Notary Public  
Forsyth County, NC

WFIQ Holdings II, LLC

By: Eric Tomlinson  
Eric Tomlinson, DSc, PhD  
Manager

80  
1-14-14

NORTH CAROLINA  
Forsyth COUNTY

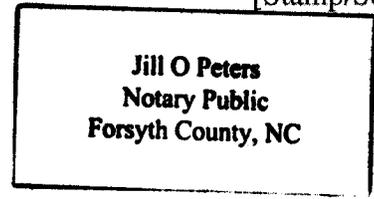
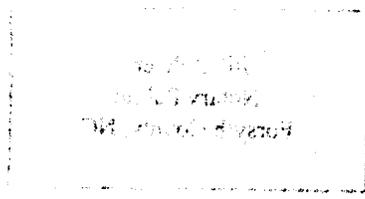
I, Jill O Peters, a Notary Public of the county and state aforesaid, certify that Eric Tomlinson, DSc, PhD personally came before me this day and acknowledged that he is a Manager of WFIQ Holdings II, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the company, the foregoing Land Use Restrictions Update was signed in its name by him.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of January, 2014.

Jill O Peters  
Name typed or printed: Jill O Peters  
Notary Public

My Commission expires: 06/11/2014

[Stamp/Seal]



WFIQ Holdings III, LLC

By: Eric Tomlinson

Eric Tomlinson, DSc, PhD  
Manager

af  
1-14-14

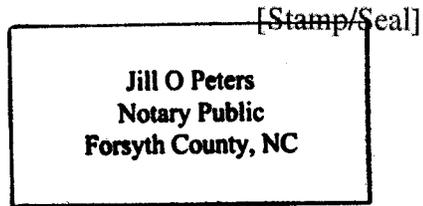
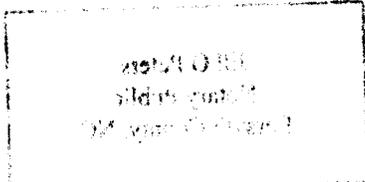
NORTH CAROLINA  
Forsyth COUNTY

I, Jill O Peters, a Notary Public of the county and state aforesaid, certify that Eric Tomlinson, DSc, PhD personally came before me this day and acknowledged that he is a Manager of WFIQ Holdings III, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the company, the foregoing Land Use Restrictions Update was signed in its name by him.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of January, 2014.

Jill O Peters  
Name typed or printed: Jill O Peters  
Notary Public

My Commission expires: 02/11/2014



Wake Forest Innovation Quarter Management Co.

By: Eric Tomlinson  
Eric Tomlinson, DSc, PhD  
President

ATTEST:

Anita M. Conrad  
Anita M. Conrad  
Assistant Secretary



CP  
1-14-14

NORTH CAROLINA  
Forsyth COUNTY

I, Ginger P. Matthews, a Notary Public of the county and state aforesaid, certify that Anita M. Conrad personally came before me this day and acknowledged that she is the Assistant Secretary of Wake Forest Innovation Management Co., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing Land Use Restrictions Update was signed in its name by its President and attested by her as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of January, 2014.

Ginger P. Matthews  
Name: Ginger P. Matthews  
Notary Public

My Commission expires: August 4, 2016

