



Mid Atlantic

Engineering & Environmental Solutions

409 Rogers View Court
Raleigh, NC 27610

office 919.250.9918
facsimile 919.250.9950

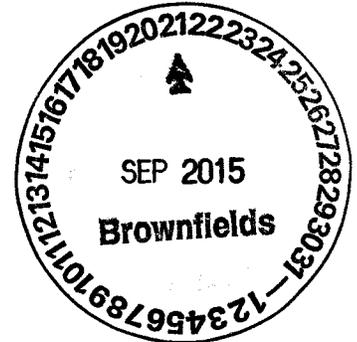
MAAONLINE.COM



July 22, 2015

Mr. Jason Widen
319West, LLC
310 S. Harrington Street
Raleigh, North Carolina 27603

Subject: **BROWNFIELDS PROPERTY APPLICATION
319WEST, LLC
319 S. WEST STREET
RALEIGH, NORTH CAROLINA
MID-ATLANTIC JOB NO. 000R2615.02**



Dear Jason:

Please find attached the Brownfield Property Application for the 319 S. West Street site. You will need to review the materials, sign and initial where indicated and have one of the documents notarized. Together with a \$2,000 check, you can submit the entire package to:

Ms. Shirley Liggins
North Carolina Department of Environment and Natural Resources
Division of Waste Management, Brownfields Program
Mail Service Center 1646
Raleigh, North Carolina 27699-1646

Mid-Atlantic appreciates the opportunity to assist you with this project. If you have any questions, please do not hesitate to call at 250-9918.

Sincerely,

MID-ATLANTIC ASSOCIATES, INC.

Darin M. McClure, P.E.
President, Principal Engineer

2015-7-22 Transmittal Letter/DMM/br0

Brownfields Property Application
North Carolina Brownfields Program
www.ncbrownfields.org

I. PROSPECTIVE DEVELOPER (PD) INFORMATION {USE TAB KEY TO GET TO NEXT DATA ENTRY LINE – DO NOT USE THE RETURN KEY}

A. PD information:

Entity name	319West, LLC
Principal Officer	Jason Widen
Representative	
Mailing Address	310 S. Harrington Street Raleigh, NC 27603
E-mail address	jwiden@hqraleigh.com
Phone No.	812-219-2114
Fax No.	866-596-6126
Web site	None



B. PD contact person information (i.e., individual who will serve as the NCBP's point of contact if different than above):

Name	Darin McClure
Company	Mid-Atlantic Associates, Inc.
Mailing Address	409 Rogers View Court Raleigh, NC 27610
E-Mail Address	dmcclure@maaonline.com
Phone No.	919-250-9918
Fax No.	919-250-9950

C. Information regarding all parent companies, subsidiaries or other affiliates of PD (attach separate sheet(s) if necessary):

(Use for LLCs)

Member-managed or manager-managed? **Answer:** Member-managed

If manager-managed, provide name of manager and percent of ownership:

Name Not Applicable

Ownership (%)

Mailing Address

E-Mail Address

Phone No.

Fax No.

For all LLCs, list all members of the LLC and provide their percent of ownership:

Name Norwood Holdings, LLC (Owners: Brooks Bell and Jessie Lipsom)

Ownership (%) 80

Mailing Address 711 Hillsborough Street

Raleigh, North Carolina 27601

E-Mail Address Brooks@brooksbell.com, Jesse.Lipson@citrix.com

Phone No. 919-521-5280

Fax No.

Name Forward Impact, LLC (Owners: Jason Widen and Christopher Gergen)

Ownership (%) 20

Mailing Address 310 S. Harrington Street

Raleigh, North Carolina 27603

E-Mail Address jwiden@hqraleigh.com, christopher@forwardimpact.info

Phone No. 812-219-2114

Fax No.

Name

Ownership (%)

Mailing Address

E-Mail Address

Phone No.

Fax No.

Managers of manager-managed LLCs are required to execute all brownfield documents for the LLC; as to member-managed LLCs, state name of member who will sign these documents.

Jason Widen

List all parent companies, subsidiaries and other affiliates:

None

(Use for Partnerships)

Check one: General Partnership Limited Partnership

List all partners and percent of ownership:

Name

Ownership (%)

Mailing Address

E-Mail Address

Phone No.

Fax No.

Is this person a general or limited partner?

Name

Ownership (%)

Mailing Address

E-Mail Address

Phone No.

Fax No.

Is this person a general or limited partner?

List all parent companies, subsidiaries and other affiliates:

(Use for corporations other than LLCs)

(If information is the same as shown in 1.A., please indicate "same as 1.A." below.)

Name

Mailing Address

E-Mail Address

Phone No.

Fax No.

List all parent companies, subsidiaries and other affiliates:

(Use for individuals)

(If individual is the same as shown in 1.A., -please indicate "same as 1.A." above.)

Name

Mailing Address

E-Mail Address

Phone No.

Fax No.

- D. Does PD have or can it obtain the financial means to fully implement a brownfields agreement and assure the safe reuse of the property? *(Attach supporting documentation such as letters of credit, financial statements, etc.)*

Answer Yes

Explanation 319West, LLC is a new entity comprised of four experienced entrepreneurial professionals. These professionals include a) the founder and CEO of Brooks Bell, Inc. b) the founder of ShareFile and current Vice President and General Manager with Citrix, c) co-founder and CEO with Forward Impact and d) the co-founder and Executive Director of HQ Raleigh. Due to the age of the entity, no financial statements are available. However, a letter attesting to the financial means of the party(ies) involved is attached.

E. Does PD have or can it obtain the managerial means to fully implement a brownfields agreement and assure the safe use of the property?

Answer Yes

Explanation 319West, LLC is comprised of four seasoned professionals with extensive experience in building businesses. 319West, LLC is managed by Jason Widen who has over 20 years experience in entrepreneurial business development. Jason has over 15 years of experience as a real estate developer and has completed over 100 projects. Each of the partners have extensive experience founding and running successful businesses.

F. Does PD have or can it obtain the technical means to fully implement a brownfields agreement and assure the safe use of the property?

Answer Yes

Explanation Prospective Developer has contracted with Mid-Atlantic Associates, Inc. (MAA) to serve as a technical resource for development and completion of the Brownfields Agreement. MAA has extensive experience with DENR DWM regulatory programs and with the DENR Brownfields Program. Darin McClure, MAA President, will serve as the primary contact for this project. William Service, MAA Environmental Toxicologist, and Dan Nielsen, Project Manager, will provide project technical support as needed. Both have overseen successful completion of Brownfields agreements.

G. Does PD commit that it will comply (and has complied, if PD has had a prior project in the NCBP) with all applicable procedural requirements of the NCBP, including prompt payment of all statutorily required fees?

Answer Yes

(List all NCBP project name(s) and NCBP project ID numbers where PD or any parent company, subsidiary and other affiliate of PD has been a party to.)

None

H. Does PD currently own the property?

Answer Yes, as of January 28, 2015

If yes, when did PD purchase the property and from whom? (Provide name, address, telephone number and email address of the contact person for the current property owner.)

Purchased January 28, 2015. Purchased from Ortho C. Cozart, 320 S Harrington St. Raleigh NC 27603-1818

If no, provide the name, address, telephone number and e-mail address of the contact person for the current property owner

Not Applicable

I. If PD does not currently own the property, does PD have the property under contract to purchase?

Answer Not applicable

If yes, provide date of contract.

If no, when does the PD intend to purchase the property (e.g., after the project is determined to be eligible for participation in the NCBP, after PD receives a draft BFA, after the conclusion of the brownfields process)? Note: the Act requires the PD to demonstrate that it intends to either buy or sell the property.

Not Applicable

J. Describe all activities that have taken place on the property since PD or PD's parents, subsidiaries and/or other affiliates, and/or lessees or sublessees of PD, took ownership of or operated at the property (e.g., industrial, manufacturing or commercial activities, etc.). *(Include a list of all regulated substances as defined at NCGS § 130A-310.31(b)(11) that have been used, stored on, or otherwise present at the property while those activities were conducted, and explain how they were used.)*

Not Applicable

II. SITE INFORMATION

A. Information regarding the proposed brownfields property:

Proposed project name	319 S. West Street Redevelopment				
acreage	0.28	street address(es)	319 South West Street		
city	Raleigh	County	Wake	zip	27603
tax ID(s) or PIN(s)	1703-57-0766				

past use(s) warehousing dry cleaning supplies and woodworking/finishing

current use(s) vacant

cause(s)/source(s) of contamination:

known The following compounds were detected in soil on the subject site at concentrations exceeding preliminary health-based goals: benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, dibenzo(a,h)anthracene and indeno(1,2,3-cd)pyrene. The source is uncertain, but materials that appeared to be 'clinkers' were observed at the site. In addition, tetrachlorethylene was detected in the soil on the subject site at concentrations exceeding the preliminary protection of groundwater goal. Dry cleaning related products were historically warehoused at the subject site.

suspected Potential for off-site impacts to groundwater from known releases at adjacent/nearby properties.

- B. Regulatory Agency Involvement: List the site names and all identifying numbers (ID No.) previously or currently assigned by any federal, state or local environmental regulatory agencies for the property. The ID No's may include CERCLIS numbers, RCRA generator numbers for past and present operations, UST database, Division of Water Quality's incident management database, and/or Inactive Hazardous Sites Branch inventory numbers. *(In many instances, the PD will need to actively seek out this information by reading environmental site assessment reports, reviewing government files, contacting government officials, and through the use of government databases, many of which may be available over the internet.)*

Agency Name/ID No: None identified

Agency Name/ID No:

Agency Name/ID No:

Agency Name/ID No:

Agency Name/ID No:

- C. In what way(s) is the property abandoned, idled, or underused?

The property is vacant.

- D. In what way(s) is the actual or possible contamination at the property a hindrance to development or redevelopment of the property (attach any supporting documentation such as letters from lending institutions)?

Based on the PD's past experience with financing other projects and the conservative nature of today's lending environment, the PD anticipates that a Brownfields Agreement will be needed to secure necessary construction financing for the project. A letter from Wells Fargo is attached. The PD also believes that the liability protection provided by the Brownfields Agreement, along with the NCDENR's concurrence that the property is safe for the proposed use, is vital in order to secure the tenants necessary to make this project viable.

- E. In what way(s) is the redevelopment of the property difficult or impossible without a brownfields agreement (attach any supporting documentation such as letters from lending institutions)?

See D above

- F. What are the planned use(s) of the redeveloped brownfields property to which the PD will commit? Be as specific as possible.

The existing structure is in moderate condition and too small for the anticipated office space requirements. Plan is to raze the existing two story structure and construct a five story office building on the subject site. The use of the property will change from vacant space to office space capable of supporting hundreds of workers.

- G. Current tax value of brownfields property: \$277,000

- H. Estimated capital investment in redevelopment project: \$9,000,000

- I. List and describe the public benefits that will result from the property's redevelopment. Be as specific as possible. (Examples of public benefits for brownfields projects include job creation, tax base increases, revitalization of blighted areas, preserved green space, preserved historic places, improving disadvantaged neighborhood quality-of-life related retail shopping opportunities, affordable housing, environmental cleanup activities or set asides that have community or environmental benefits. In gauging public benefit, NCBP places great value upon letters of support from community groups and local government that describe anticipated improvements in quality of life for neighboring communities that the project will bring about. The inclusion of such support letters with this application is recommended and encouraged.)

The building is currently unoccupied and the site is therefore underutilized. The planned redevelopment will provide significant employment opportunities during construction. Once occupied, the new facility will be an entrepreneurial incubator with over 200 companies and 300 plus employees. The future occupant of the site has a mission to create High Impact High Growth Entrepreneurs. They are a B-Corp certified company and plan to incorporate these standards in the development.

Special Note: Please describe all environment-friendly technologies and designs PD plans to utilize in its redevelopment strategy. For example, environment friendly redevelopment plans could include: Leadership in Energy and Environmental Design (LEED) Certification, green building materials; green landscaping techniques such as using drought resistant plants; energy efficient designs, materials, appliances, machinery, etc.; renewable sources of energy, and/or recycling/reuse of old building materials such as brick or wood.

The redevelopment plans are in a preliminary stage and the use of environment-friendly technologies have not been addressed at this early stage.

J. Who will own the brownfields property when the Notice of Brownfields Property is filed with the register of deeds at the conclusion of the brownfields process? (If information is the same as 1.A. above, please indicate.)

Name Same as 1.A. above

Mailing Address

E-Mail Address

Phone No.

Fax No.

III. OTHER REQUIRED INFORMATION

A. Brownfields Affidavit: PD must provide its certification, in the form of a signed and notarized original of the unmodified model brownfields affidavit provided by NCBP, that it did not cause or contribute to contamination at the property and that it meets all other statutory eligibility requirements. (Note: The form to use for this affidavit is attached to this application. It must be filled out signed notarized, and submitted with this application.)
Is the required affidavit, as described above, included with this application?

Answer Yes

B. Proposed Brownfields Agreement Form: PD must provide the completed form Proposed Brownfields Agreement. (Note: The form to use for this document is attached to this application. It must be filled out, initialed, and attached on your submittal.)
Is the required Proposed Brownfields Agreement, as described above, included with this application?

Answer Yes

C. Location Map: PD must provide a copy of the relevant portion of the 1:24,000 scale U.S.G.S. topographic quadrangle map that shows the property clearly plotted, and that measures at least an 8 ½ by 11 inches. (Note: these maps can be purchased through the above link, or often through retail outdoor recreation stores that can print out the relevant map. Often environmental reports have location maps that use this type of map as the base for its location map.)
Is the required location map included with this application?

Answer Yes

D. Survey Plat: PD must provide a preliminary survey plat of the brownfields property with the property boundaries clearly identified, and a metes and bounds legal description that matches the property description on the plat. At this stage of the brownfields process; one or more existing survey plats from a previous property conveyance will suffice. (Before the brownfields project enters the public comment phase of the brownfields process, the PD will

be required to submit a final brownfields survey plat which includes the information listed in the brownfields survey plat guidance.)

Is the required preliminary survey plat included with this application?

Answer No, one will be developed during the process

E. Site Photographs: PD must provide at least one pre-redevelopment photograph of the property, in either hard copy or electronic format that shows existing facilities and structures. **Please note that the NCBP prefers to have electronic photos instead of or in addition to hard copies. Electronic copies of photographs should be emailed to: Shirley.Liggins@ncdenr.gov with a clear indication as to which Brownfields Application they apply to.**

Are photographs of the property included with this application?

Answer Yes

Have electronic copies of the photographs been emailed to NCBP?

Answer No, electronic versions of the photographs are included on the attached CD

F. Environmental Reports/Data: If it makes an affirmative eligibility determination, the NCBP will request that PD provide any and all existing environmental reports and data for the property on **CD only**. The brownfields process may be expedited if PD submits such reports/data with this application.

Are any environmental reports/data being submitted with this application?

Answer Yes

If environmental reports/data are being submitted with this application, please provide the title, date and author of each item being submitted:

Phase I Environmental Assessment, 0.28 Acre Commercial Tract, 319 South West Street, October 24, 2014, Mid-Atlantic Associates, Inc.

Limited Phase II Environmental Site Assessment Report, 0.28 Acre Commercial Tract, 319 South West Street, January 27, 2015, Mid-Atlantic Associates, Inc.

IV. ADDITIONAL REQUIRED FORMS

The following forms are to be filled out and submitted with the application including the Responsibility and Compliance Affidavit and the Proposed Brownfields Agreement. Submittal of the Affidavit requires signature and notarization, and the Proposed Brownfields Application requires an initial.

**NORTH CAROLINA DEPARTMENT OF ENVIRONMENT
AND NATURAL RESOURCES
NORTH CAROLINA BROWNFIELDS PROGRAM**

IN THE MATTER OF: 319West, LLC

UNDER THE AUTHORITY OF)	AFFIDAVIT
NORTH CAROLINA GENERAL)	RE: RESPONSIBILITY
STATUTES 3130A-310.30, et. seq.)	AND COMPLIANCE

Jason Wider being duly sworn, hereby deposes and says:

1. I am <<Manager>> of 319West, LLC.
2. [if signatory is not President, add this paragraph: "I am fully authorized to make the declarations contained herein and to legally bind 319West, LLC."]
3. 319West, LLC is applying for a Brownfields Agreement with the North Carolina Department of Environment and Natural Resources, pursuant to N.C.G.S. 3130A, Article 9, Part 5 (Brownfields Act), in relation to the following 1703-57-0766 parcel(s) in Raleigh, Wake , County, North Carolina: 319 South West Street
4. I hereby certify, under the pains and penalties of perjury and of the Brownfields Act, that 319West, LLC, and any parent, subsidiary or other affiliate meets the eligibility requirements of N.C.G.S. 3130A-310.31(b)(10), in that it has a *bona fide*, demonstrable desire to buy sell for the purpose of developing or redeveloping, and did not cause or contribute to the contamination at, the parcel(s) cited in the preceding paragraph.
5. I hereby certify, under the pains and penalties of perjury and of the Brownfields Act, that 319West, LLC meets the eligibility requirement of N.C.G.S. 3130A-310.32(a)(1) in that it and any parent, subsidiary or other affiliate have substantially complied with:
 - a. the terms of any brownfields or similar agreement to which it or any parent, subsidiary or other affiliate has been a party;
 - b. the requirements applicable to any remediation in which it or any parent, subsidiary or other affiliate has previously engaged;
 - c. federal and state laws, regulations and rules for the protection of the environment.

Affiant further saith not.

Jason W. Wider Jason Wider
Signature/Printed Name

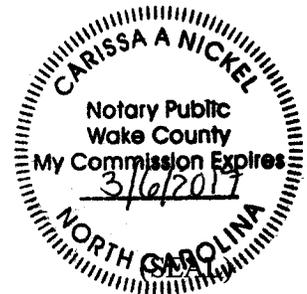
Date 9/10/15

Sworn to and subscribed before me

this 10th day of September, 2015.

Carissa A. Michel Notary Public

My commission expires: 3/6/2017



Preliminary Proposed Brownfields Agreement

I. Property Facts

a. Property Address(es): 319 South West Street, Raleigh, NC 27603

b. Property Seller: Ortho Z Cozart

c. Property Buyer: 319West, LLC

d. Brief Property Usage History: The earliest documentation shows the site was developed as residential property in 1888. The first commercial development as a warehouse dates to approximately 1904 -1909. The site has been used for wood working including painting and/or varnishing activities. The site has also been used for warehousing of dry cleaning chemicals.

e. The planned reuse will potentially involve the following use classification(s) (check all that apply):

- School/childcare/senior care
- Residential
- Commercial, retail (specify)
- Other commercial (specify)
- Office
- Light industrial
- Heavy industrial
- Recreational
- Open space
- Other (specify)

II. Contaminant Information

a. The contaminant situation at the property is best described by the following (check all that apply):

- Contaminants are from an on-property source(s)
- Contaminants are from an off-property source(s)
- Contaminants are from an unknown source(s)
- Contaminants have not yet been documented on the property

b. Contaminated Media Table. (If known, check appropriate boxes below)

Contaminant Types		Soil		Groundwater and/or Surface Water		Private Wells		Vapor Intrusion	
		known	Suspected	known	Suspected	known	suspected	known	suspected
o r g a n i c s	Chlorinated Solvents (list):	X							
	Petroleum: ASTs <input type="checkbox"/> USTs <input type="checkbox"/> Other <input checked="" type="checkbox"/>	X							
	Other (list):								
i n o r g a n i c s	Metals (list):								
	Other (list):								

III. Protective Measures

I am prepared to take steps necessary to make the property suitable for its planned uses while fully protecting public health and the environment. I propose that NCBP consider a brownfields agreement that will make the property suitable for the planned use(s) through the following mechanism(s) (check all that apply):

- Contaminant remediation to risk-based levels.
- Engineered Controls (e.g., low permeability caps, vapor mitigation systems, etc)
- Land use restrictions that run with the land that will restrict or prohibit uses that are unacceptable from a risk assessment/management perspective. (*Important Note: In any*

final brownfields agreement generated by the NCBP, land use restrictions will ultimately come with the continuing obligation to submit an annual certification that the Land Use Restrictions are being complied with and are recorded at the applicable register of deeds office.)

IV. Fees

In connection with a brownfields agreement, the Act requires that the developer pay fees to offset the cost to the Department of Environment and Natural Resources and the Department of Justice. In satisfaction of the Act, the following fees apply to any brownfields agreement that is developed for this project, subject to negotiation of the brownfields agreement:

- a. A \$2,000 initial fee will be due from the applicant PD when **both** of the following occur:
 - 1) NCBP receives this application and proposed brownfields agreement, AND
 - 2) NCBP notifies the applicant in writing that the applicant PD and the project are eligible for participation in the NCBP and continued negotiation of a brownfields agreement.
- b. A second fee of \$6,000 will be due from the PD prior to execution of the brownfields agreement. Should the prospective developer choose to negotiate changes to the agreement that necessitate evaluation by the Department of Justice, additional fees shall apply.
- c. Any addendum/modifications to the BFA or NBP after they are in effect will result in an additional fee of at least \$1,000.
- d. In the unexpected event that the environmental conditions at the property are unusually complex, such that NCBP's costs will clearly exceed the above amounts, NCBP and PD will negotiate additional fees.

js Please check this box and initial in space provided to indicate your acknowledgement of the above fee structure.

Date of Submittal: 8-1-15

**WELLS
FARGO**

**Business Banking
Triangle East NC Region
150 Fayetteville Street, Suite 600
Raleigh, NC 27601**

May 12, 2015

To: Jason Widen
Executive Director/ Co-Founder
H/Q Raleigh

Dear Jason -

This letter is to confirm that a Brownfield designation makes the commercial real estate lending process easier for an environmentally contaminated property.

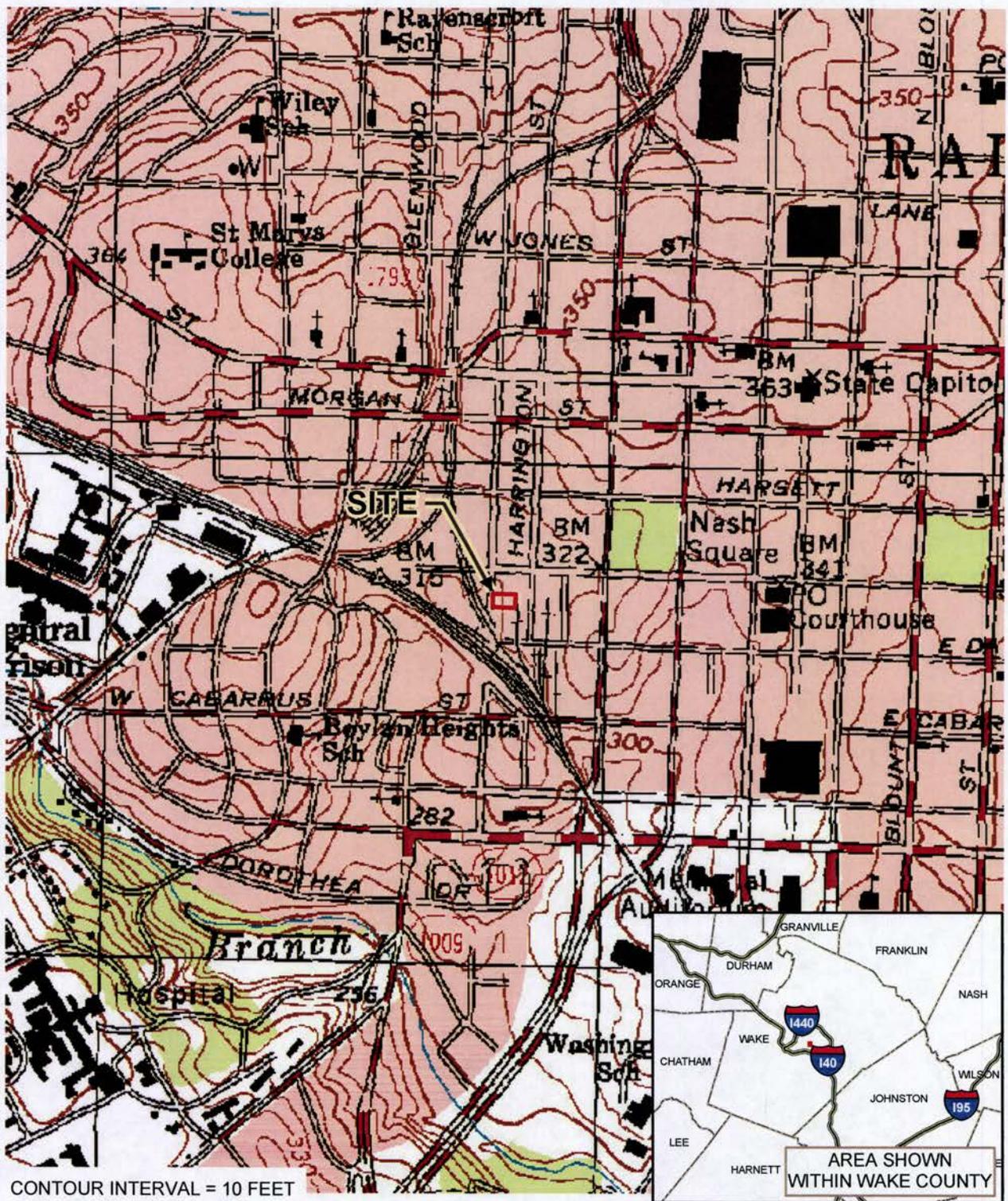
Sincerely,



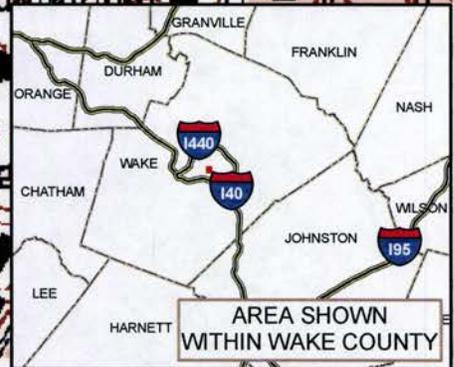
Allyson Dickens
Vice President
Business Banking Principal Relationship Manager

Together we'll go far





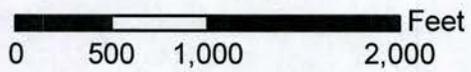
CONTOUR INTERVAL = 10 FEET



REFERENCES:

1. RALEIGH WEST, NC DIGITAL RASTER GRAPHIC, USGS. SCANNED FROM 1:24,000-SCALE RALEIGH WEST, NC TOPOGRAPHIC MAP, PUBLISHED 1993, USGS.
2. INSET MAP DIGITAL DATA FROM 2002 NATIONAL TRANSPORTATION ATLAS, BUREAU OF TRANSPORTATION STATISTICS, WASHINGTON, D.C.
3. PROPERTY BOUNDARY DATA FROM WAKE COUNTY GIS.

SCALE: 1:12,000



TOPOGRAPHIC SITE MAP
 0.28 ACRE COMMERCIAL TRACT
 319 SOUTH WEST STREET
 RALEIGH, NORTH CAROLINA

DRAWN BY:	<i>JB</i>	DATE:	OCTOBER 2014
DRAFT CHECK:		JOB NO:	000R2615.00
ENG. CHECK:		GIS NO:	02G-R2615.00-1
APPROVAL:		DWG NO:	1







