

BF SITE INFO SHEET

Project Number: 20038-16-060

Site Name: Auto Top Manufacturing, Former

AKA: Click here to enter text.

BPA Received: 5/18/2016

Site Address: 1524, 1532, 1538, 1544, 1546 & 1550 South Tryon Street

Acres: 2.76

Tax ID/PIN: 11908827; 11908828; 11908829; 11908830; 11908831; 11908833

City: Charlotte

County: Mecklenburg **Zip:** 28203

PD Name:

Click here to enter text.

PD Company:

Kee Court, LLC

PD Address:

6300 Bee Cave Road, Bldg 1

PD City/State/Zip:

Austin, TX 78746

PD Phone/Fax:

512.306.7400

FAX: 512.306.7609

PD Email:

Click here to enter text.

Contact Name:

Kenneth Manell

Contact Address:

Dimensional Fund Advisors, LP

Contact Address:

1299 Ocean Avenue

City/State/Zip:

Santa Monica, CA 90401

Contact Phone:

310.395.8000

Contact Fax: 310.451.4983

Contact Email:

Kenneth.Manell@Dimensional.com

Contamination:

Click here to enter text.

Contaminated Media:

Click here to enter text.

Additional Information:

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

Name

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 DIMENSIONAL FUND ADVISORS LP

Ownership (%) 100%

Mailing Address 6300 BEE CAVE ROAD, BUILDING ONE
AUSTIN, TX 78746

E-Mail Address N/A

Phone No. (512) 306-7400

Fax No. (512) 306-7400

Name

Ownership (%)

Mailing Address

E-Mail Address

Phone No.

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.

Dimensional Fund Advisors LP, Sole Member

List all parent companies, subsidiaries and other affiliates:

Dimensional Fund Advisors LP (parent company of Kee Court LLC)
Dimensional Holdings Inc. (general partner of Dimensional Fund Advisors LP)
Dimensional Holdings LLC (limited partner of Dimensional Fund Advisors LP)
Palisades West LLC (wholly-owned subsidiary of Dimensional Fund Advisors LP)

(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 The operations of PD will be funded by equity contributions from its parent company, Dimensional Fund Advisors LP.

- 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 The PD intends to retain a law firm, Moore & Van Allen PLLC, and an environmental consultant, ECS Carolinas LLP, each of which have prior experience in implementing brownfields agreements.

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 The PD intends to retain a law firm, Moore & Van Allen PLLC, and an environmental consultant, ECS Carolinas LLP, each of which have prior experience in implementing 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.)

N/A

H. Does PD currently own the property?

Answer NO

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.)

N/A

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

KAREN EVANS ST. JOHN
KEE AUTO TOP MANUFACTURING CO.
1538 S. TRYON STREET
CHARLOTTE, NC 28203
(704) 332-8213
KAREN@KEEAUTOTOP.COM

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

purchase?

Answer YES

If yes, provide date of contract. FEBRUARY 5, 2016

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)?

N/A

- 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.)*

N/A

II. SITE INFORMATION

A. Information regarding the proposed brownfields property:

Proposed project name TBD

acreage approximately 2.76 acres County Mecklenburg

street address(es) 1524, 1532, 1538, 1544, 1546 and 1550 South Tryon Street

city Charlotte zip 28203

tax ID(s) or PIN(s) 11908827; 11908828; 11908829; 11908830; 11908831; 11908833

past use(s) Residential

current use(s) Auto Top Manufacturing Facility

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

known None

suspected Our investigations of the subject property have identified certain chemical solvents in the groundwater, which we believe to have originated from off-site.

- 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: N/A

Agency Name/ID No:

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

A portion of the property is used for a manufacturing facility, but a large portion of the property is currently unused land.

- 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)?

The contamination of the property increases the risk of potential future liability, which may make financing and marketing of redevelopment substantially more difficult.

- 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 form lending institutions)?

Without a brownfields agreement, uncertainty about cleanup extent and responsibility will make financing and marketing of redevelopment substantially more difficult.

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

TBD

- G. Current tax value of brownfields property: \$1,014,000 (based on 2015 property tax bills)

- H. Estimated capital investment in redevelopment project: \$TBD

- 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.)

TBD

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.

TBD

- 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. An original hard copy of this affidavit 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 location of 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 format as the base for its location map.)*
Is the required location map included with this application?

Answer YES (included in environmental report described in III.F)

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 YES (on enclosed CD)

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 (included in environmental report described in III.F)

Have electronic copies of the photographs been emailed to NCBP?

Answer YES

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 (on enclosed CD)

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 Site Assessment prepared by ECS Carolinas, LLP dated May 5, 2016.

Phase II Soil and Groundwater Assessment Report prepared by ECS CArolinas, LLP dated May 3, 2016.

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 ENVIRONMENTAL QUALITY

NORTH CAROLINA BROWNFIELDS PROGRAM

IN THE MATTER OF: KEE COURT LLC

UNDER THE AUTHORITY OF) AFFIDAVIT
NORTH CAROLINA GENERAL) RE: RESPONSIBILITY
STATUTES 3 130A-310.30, et. seq.) AND COMPLIANCE

Kenneth M. Manell, in his capacity as Vice President of Dimensional Fund Advisors LP, the sole member of Kee Court LLC, being duly sworn, hereby deposes and says:

- 1. I am <<Vice President>> of Dimensional Fund Advisors LP, the sole member of Kee Court LLC.
2. [if signatory is not President, add this paragraph: "I am fully authorized to make the declarations contained herein and to legally bind Kee Court LLC."]
3. Kee Court LLC is applying for a Brownfields Agreement with the North Carolina Department of Environmental Quality, pursuant to N.C.G.S. 3 130A, Article 9, Part 5 (Brownfields Act), in relation to the following 11908827; 11908828; 11908829; 11908830; 11908831; 1190883 parcel(s) in the City of Charlotte, Mecklenburg, County, North Carolina: 1524, 1532, 1538, 1544, 1546 and 1550 South Tryon Street, Charlotte, NC.
4. I hereby certify, under the pains and penalties of perjury and of the Brownfields Act, that Kee Court LLC, and any parent, subsidiary or other affiliate meets the eligibility requirements of N.C.G.S. 3 130A-310.31(b)(10), in that it has a bona fide, demonstrable desire to develop or redevelop, 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 Kee Court LLC meets the eligibility requirement of N.C.G.S. 3 130A-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.

Signature/Printed Name: Kenneth Manell, Date: 5/17/16

Date: See attached

Sworn to and subscribed before me this ___ day of ___, 20__.

Notary Public

My commission expires:

~~_____~~

see attached

(SEAL)

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles)

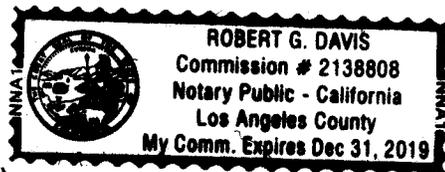
On May 17, 2016 before me, Robert G Davis, Notary Public
(insert name and title of the officer)

personally appeared Kenneth Manell
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *Robert G. Davis* (Seal)



Preliminary Proposed Brownfields Agreement

I. Property Facts

a. Property Address(es): 1524, 1532, 1538, 1544, 1546 and 1550 South Tryon Street, Charlotte, NC.

b. Property Seller: Erman J. Evans, Jr., Betty R. Evans, and B&E Investments LLC

c. Property Buyer: Kee Court LLC

d. Brief Property Usage History: Currently an auto top manufacturing facility. Prior uses included residential.

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) To be determined.

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 type="checkbox"/>							
	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 remain 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 Environmental Quality and the Department of Justice. In satisfaction of the Act, the following fees apply to a brownfields agreement that is developed for this project under the standard program, 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, the affidavit 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.
- e. Additional fees are charged for the Ready for Reuse and Redevelopment Now programs.

KM Please check this box and initial in space provided to indicate your acknowledgement of the standard brownfields fee structure.

_____ Please check this box and initial in space provided to indicate your interest in the Ready for Reuse or the Redevelopment Now programs, and your acknowledgement of the alternate fee structure as outlined in the Ready for Reuse or the Redevelopment Now Fee Consent Document (under separate cover).

Date of Submittal: _____