



STATE OF NORTH CAROLINA  
DEPARTMENT OF TRANSPORTATION

PAT MCCRORY  
GOVERNOR

ANTHONY J. TATA  
SECRETARY

September 9, 2014

NCDENR  
Brownfields Program  
Division of Waste Management  
1646 Mail Service Center  
Raleigh, North Carolina, 27699-1646

Attention: Ms. Shirley Liggins

Re: Brownfields Property Application  
Charlotte Locomotive & Railcar Maintenance Facility  
State Project: P-3800  
WBS: 49999.1.STR8  
Charlotte, Mecklenburg County, North Carolina

Dear Ms. Liggins:

The North Carolina Department of Transportation (NCDOT) is pleased to submit one copy of the North Carolina Department of Environment and Natural Resources (NCDENR) Brownfields Eligibility Application for the proposed Charlotte Locomotive and Railcar Maintenance Facility located in Charlotte, Mecklenburg County, North Carolina. As the prospective developer, NCDOT is planning to develop 15 parcels into a new Locomotive and Railcar Maintenance Facility. Multiple contaminated sites are located in the project area. This project will provide an opportunity to redevelop underutilized and contaminated properties into a locomotive and railcar maintenance facility that would benefit public transportation, the surrounding community, and the City of Charlotte.

NCDOT would like to redevelop all of the parcels under one Brownfields Agreement. Four of the 15 parcels are currently owned by NCDOT. NCDOT plans to acquire the additional parcels and seeks to redevelop this site as a single Brownfields project. Please note that we have not included property land surveys and parcel legal descriptions. These documents will be required for the completion of the Brownfields Agreement. However, the parcel map included in Appendix E of the Brownfields Eligibility Application should be sufficient for DENR to determine Brownfields eligibility. Electronic copies of the environmental documents for this project are included on compact disc (CD) in Exhibit G

**MAILING ADDRESS:**  
NC DEPARTMENT OF TRANSPORTATION  
GEOTECHNICAL ENGINEERING UNIT  
GEOENVIRONMENTAL SECTION  
1589 MAIL SERVICE CENTER  
RALEIGH NC 27699-1589

TELEPHONE: 919-707-6850  
FAX: 919-250-4237

[www.ncdot.gov/doh/preconstruct/highway/geotech](http://www.ncdot.gov/doh/preconstruct/highway/geotech)

**LOCATION:**  
CENTURY CENTER COMPLEX  
BUILDING B  
1020 BIRCH RIDGE DRIVE  
RALEIGH NC 27610

Ms. Shirley Liggins

September 9, 2014

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of the Brownfields Eligibility Application. An Environmental Data Resources, Inc. (EDR) database report for the project area is also included on the CD. Site photographs are included in the Brownfields Eligibility Application as well as emailed as an attachment.

NCDOT is looking forward to working with NCDENR on this project. If you have any questions or comments, please do not hesitate to contact us.

Sincerely,



Cyrus Parker, LG, PE  
GeoEnvironmental Supervisor  
GeoEnvironmental Section  
Geotechnical Engineering Unit  
North Carolina Department of Transportation

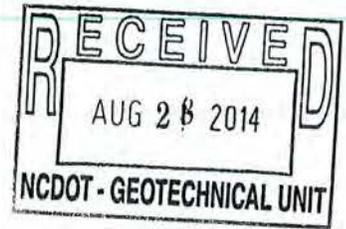
cc: Carolyn Minnich, NCDENR (1 copy via e-mail)  
Matt Bramblett, Hart & Hickman (w/o attachments)

Attachments

Exhibit G and EDR (CD)

Site photographs (email)

**Signature Request Form**  
**Executive Summary Sheet**



**FROM: John Pilipchuk, Geotechnical Engineering Unit Head**

**RE: Charlotte Locomotive and Railcar Maintenance Facility, Charlotte  
Railroad Improvement & Safety Program (CRISP)–  
Brownfields Property Application**

Please provide a brief, detailed description of what the Chief Deputy Secretary of Operations is being asked to sign. Your description should include background on the issue/concern and any other important detailed information he will need to know before signing. Please contact Mr. Tennyson's office at 919-707-2800 if you have any questions or concerns.

*Begin your Executive Summary here:*

The attached document for your signature is a *Brownfields Property Application* associated with the development of Charlotte Locomotive and Railcar Maintenance Facility, Charlotte Railroad Improvement & Safety Program (CRISP). The NCDOT has confirmed that the Chief Deputy Secretary of Operations is authorized to execute the application on behalf of NCDOT.

The Brownfields Program is administered by the North Carolina Department of Environment and Natural Resources (NCDENR) and is the state's effort to encourage redevelopment of previously contaminated sites (Brownfields Property Reuse Act of 1997 [NCGS 130A310.30 et seq.]). Since its inception in 1997, approximately 200 Brownfields Agreements have been finalized and the program has helped launch over \$1 billion of real estate investment across our state. NCDOT has previously entered into Brownfields Agreements.

The Charlotte Locomotive and Railcar Maintenance Facility development includes the acquisition of all or portions of fifteen (15) properties that may have some level of environmental impairment. The Charlotte Locomotive and Railcar Maintenance Facility is located in Charlotte's Historic South End and Wilmore Districts – an area used for railroad, warehousing and various other industrial and commercial operations since the late 19th century.

The Brownfields Property Application process involves no financial commitment at this time. And going forward, NCDOT may for any or no reason withdraw the application and not pursue a Brownfields Agreement. If NCDOT chooses to finalize a Brownfields Agreement, a total of \$8,000 in fees will be assessed by NCDENR.

The Brownfields Program encourages redevelopment and investment, both public and private, which may not otherwise occur due to environmental liability concerns. Moreover, if a Brownfields Agreement is finalized, it will provide important benefits:

- Strong liability protection for NCDOT and subsequent owners that could include the City of Charlotte.
- Potential cost savings for the project in excess of \$1 million associated with environmental management plan for soil and groundwater permitted by a Brownfields Agreement.

The Chief Deputy Secretary of Operations' signature is requested on the document in Appendix C and initials are requested on the last page of Appendix D.

**Brownfields Property Application**  
North Carolina Brownfields Program  
[www.ncbrownfields.org](http://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	North Carolina Department of Transportation (NCDOT)
Principal Officer	Anthony J. Tata, Secretary of Transportation
Representative	Craig Newton, PE, Facilities Engineer, NCDOT Rail Division

Mailing Address	1553 Mail Service Center Raleigh, NC 27699-1533
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E-mail address	cmnewton@ncdot.gov
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Phone No.	919.707.4731
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Fax No.

Web site	<a href="http://www.ncdot.gov">http://www.ncdot.gov</a>
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B. PD contact person information (i.e., individual who will serve as the NCBP's point of contact if different than above):

Name	<a href="#">Refer to above</a>
------	--------------------------------

Company

Mailing Address

E-Mail Address

Phone No.

Fax No.

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: NA**

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

Ownership (%)

Mailing Address

E-Mail Address

Phone No.

Fax No.

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.

List all parent companies, subsidiaries and other affiliates:

**(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 North Carolina Department of Transportation (NCDOT) has an annual operating budget of over \$4 billion. The annual operating budget comes from three primary sources including the Highway Fund, the Highway Trust Fund, and Federal funds. The NCDOT received American Recovery and Reinvestment Act (ARRA) Federal funding grants totaling \$51,479,386 that fully fund this project (see Exhibit A, Cooperative Agreement).**

- 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 NCDOT has a strong background in construction and property development. In addition, NCDOT has retained professionals, including Hart & Hickman, PC, who are experienced in Brownfields redevelopment and the implementation of Brownfields requirements in particular. These professionals (i) have significant experience with the Brownfields Program and the redevelopment of challenged properties, and (ii) are aware of the work and restrictions that are typically included in Brownfields Agreements to assure the safe use of property. The combination of these resources will ensure successful implementation of a Brownfields Agreement and safe use of the property.

- 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 As noted above, NCDOT has a range of construction and property development experience and has retained technical professionals to help with the Brownfields process.

- 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.)*

Raleigh Union Station, Raleigh and Rowe Bouligny at Mint and Moorehead, Charlotte.

- H. Does PD currently own the property?

Answer Yes and no, as listed below. NCDOT owns four (4) of fifteen (15) parcels, and will acquire the other eleven (11). Parcels owned by NCDOT may be transferred to a new State entity if required for Brownfields acceptance.

*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.)*

Parcel # 07326803 - Purchased February 6, 2004 from S.W. and Marilyn Baldwin/William and Phyllis McKinnell.

Parcel # 07326218 - Purchased January 12, 2004 from Charlotte Pipe & Foundry Company

Contact Information:

NCDOT

206 Charter Street

Albemarle, NC 28001

Craig Newton, PE, Facilities Engineer,

NCDOT Rail Division

1553 Mail Service Center

Raleigh, NC 27699-1533

cmnewton@ncdot.gov

919.707.4731

Parcel # 07326219 & 07326220 - Purchased December 12, 2002 from Vickers Realty, Inc.

Contact information:

NCDOT

3214 Spring Forest Road

Raleigh, NC 27616

Craig Newton, PE, Facilities Engineer,

NCDOT Rail Division

1553 Mail Service Center

Raleigh, NC 27699-1533

cmnewton@ncdot.gov

919.707.4731

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

NCDOT intends to purchase 11 parcels if they are deemed eligible for participation in the NCBP. The Parcel ID numbers and contact information are as follows:

Parcel #'s 11910318, 11910397, 11910395, 11910396 and 11910398

Electrolux Home Products, Inc. successor by

merger to White Consolidated Industries, Inc. a

Delaware Corporation

David M. Chromy

Assistant General Counsel

Electrolux North America, Inc.

10200 David Taylor Drive

Charlotte, NC 28262

(980) 236-2665

Parcel #'s 07326201, 07326804, 07326203, 07326207 and 07326215

Charlotte Pipe & Foundry Company

Max Justice, Partner

Parker Poe Attorney:

Three Wells Fargo Center

401 South Tryon Street

Suite 3000

Charlotte, NC 28202  
Phone: 704.335.9010  
Fax: 704.335.9675

Parcel # 07326216  
RJS/STS LLC  
5042 Carmel Road  
Charlotte, NC 28226

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

Answer        **No**

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.

**NCDOT will continue with the real estate acquisition process after the project is determined to be eligible for participation in the NCBP.**

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.)*

NCDOT has conducted certain due diligence activities, including environmental assessments, on the four NCDOT owned parcels. NCDOT believes that these parcels should be eligible for a Brownfields agreement because NCDOT knows of no activities that would contribute to prior contamination on these properties. As part of the overall acquisition, NCDOT will transfer these properties to a new state entity. Parcel ID Number (PIN) 07326803 has been leased for parking since NCDOT acquisition (i.e., a yearly lease to the Carolina Panthers organization for use by TV-satellite trucks, crews, etc.).

## II. SITE INFORMATION

A. Information regarding the proposed brownfields property:

Proposed project name Charlotte Locomotive and Railcar Maintenance Facility -  
Charlotte Railroad Improvement and Safety Program (CRISP)

acreage 26.89 street address(es)  
522 Penman St (PIN 07326219), 1224 S. Graham St (PIN 07326220), 1130 W. Palmer  
Street (PIN 07326803), 1128 S. Graham St (PIN 07326804), 521 Penman St (PIN  
07326218), 1320 S. Graham St (PIN 07326216), 1336 S. Graham St (PIN 07326215), 624  
W. Summit Ave (PIN 07326203), 606 W. Summit Ave (PIN 07326207), 632 W. Summit Ave  
(PIN 07326201), 621 W. Summit Ave (PIN 11910398), Merriman Ave (PIN 11910396),  
Merriman Ave (PIN 11910395), Merriman Ave (PIN 11910397), 601 W. Summit Ave (PIN  
11910318)  
(see attached summary Table 1 in Exhibit B)

city Charlotte County Mecklenburg zip 28203

tax ID(s) or PIN(s) 07326219, 07326220, 07326803, 07326804, 07326218, 07326216,  
07326215, 07326203, 07326207, 07326201, 11910398, 11910396, 11910395, 11910397,  
11910318

past use(s)  
(see attached summary Table 1 in Exhibit B)

current use(s)  
(see attached summary Table 1 in Exhibit B)

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

known Metal machining and fabrication operations, petroleum USTs, off-site sourced  
TCE in groundwater (see attached summary Table 1 in Exhibit B).

suspected Junkyard, petroleum USTs, pipe and foundry operations, and others (see  
attached summary Table 1 in Exhibit B).

- 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: DENR UST/Incident #s 15141, 13137, 10990, 36493, and 9109

Agency Name/ID No: DENR REC/NONCD0001097

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 as a whole has been underutilized, currently it is mostly vacant and some areas are being utilized primarily for warehouse storage. It is located in a densely populated area and provides a unique opportunity to redevelop underutilized land into a locomotive and railcar maintenance facility that would benefit public transportation, the surrounding community, and City of Charlotte.

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 property will be developed as a locomotive and railcar maintenance facility. Before NCDOT fully acquires the properties and incurs the substantial development costs associated with the project, it needs to ensure that the property can be safely used through the Brownfields Program, and that it and future owners and occupants will have the protections and benefits afforded by a Brownfields Agreement. Thus, given the current conditions of the property, brownfields protection is critical for the safe redevelopment and success of the project.

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)?

Given the identified site conditions, including impacts to soil and groundwater, NCDOT believes that a Brownfields Agreement is essential to ensuring that the site has a viable and safe re-use.

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

The property will be redeveloped as a locomotive and railcar maintenance facility.

G. Current tax value of brownfields property: \$4,190,000 (see summary of the latest tax valuations for each parcel in Table 1 in Exhibit B)

H. Estimated capital investment in redevelopment project: \$51,479,386 is the project budget, which includes \$30,362,045 for ROW acquisition.

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 Property is located in Charlotte, in an area undergoing significant redevelopment and reuse. It is located in an area that includes both residential and business uses. The redevelopment of the property in this area will, among other things:

- (a) Provide positive social impacts on the surrounding residential and business communities. These impacts include the significantly improved use of the Property and the creation of jobs within walking and/or biking distance from several residential areas;
- (b) Provide positive economic impacts on the surrounding community and businesses;
- (c) Spur additional development and investment in the community, resulting in further tax base and employment opportunities; and
- (d) Invest in “smart growth” through use of land in an already developed area, which avoids development of land beyond the urban fringe (“greenfields”).

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.

LEED certification will be pursued for Phase 2 that includes construction of the shop building that is not yet funded. The following is an excerpt from the Schematic Design narrative: Per the NCDOT Initial Sustainable Practices Inventory, this project’s goals are to deliver a “sustainable, high- performance transportation system in support of a robust economy by first optimizing existing infrastructure...and embrace environmental stewardship as a preeminent approach to delivering transportation services”. This is reflected in the project design which strives to achieve good environmental stewardship including low impact pavement design, landscaping options, a facility-wide stormwater management approach, and track construction options (use of steel ties and clips, concrete ties, 132 RE rail). Long term maintenance issues are analyzed in the Life Cycle Cost Analysis to facilitate functional use, to reduce overall systems cost, and to increase lifespans. Buildings and site facilities will also be evaluated on the basis of long term use and expansion.

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 1A

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. Please see Exhibit C.](#)

- 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. Please see Exhibit D.](#)

- 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. Please see Figure 1 in Exhibit E.](#)

- 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            [A Parcel Location Map is provided. Please see Figure 2 in Exhibit E.](#)

- 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](mailto: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. Please see Exhibit 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. Please see the CD attached as Exhibit G.

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

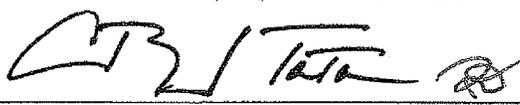
Parcels 07326219, 07326220, 07326218 and 07326803 (as well as 07326801)  
Limited Phase I ESA - 05/27/2005 - Hart & Hickman, PC  
Preliminary Site Assessment (PSA) - 10/25/2005 - Hart & Hickman, PC  
Parcel 07326803 and 07326804  
Summary Report Tank Excavation Operations 12/1991 - McCall Brothers, Inc.  
Parcel 07326215  
Summary Report Tank Excavation Operations - 10/08/1990 - ERM Southeast, Inc.  
Addendum to UST Closure Report - 09/08/2005 - ARM Environmental Services, PLLC  
Limited Site Assessment Report - 12/09/2005 - ARM Environmental Services, PLLC  
Geophysical Survey Report - 04/09/2011 - URS Corporation  
Parcel 07326203  
Underground Storage Tank Closure Report - 06/1994 - Geo-Environmental Consultants, Inc.  
Investigation for Soil and Groundwater Cleanup Report - 09/08/1995 - Geo-Environmental Consultants, Inc.  
Geophysical Survey Report - 04/09/2011 - URS Corporation  
Parcel 07326207  
Initial Abatement Action Report - 08/14/2008 - WPC  
Geophysical Survey Report - 04/09/2011 - URS Corporation  
Parcel 07326201  
Geophysical Survey Report - 04/09/2011 - URS Corporation  
Parcel 07326804  
Geophysical Survey report - 04/08/2011 - URS Corporation  
Parcel 11910318  
REC Site #NONCD0001097  
Phase I Remedial Investigation Report - 03/30/2005 - Kelly-Buck Company  
Phase II Remedial Investigation Report - 07/2006 - Kelly-Buck Company  
Remedial Action Plan - Step One - 12/2006 - Kelly-Buck Company  
Preconstruction Report Remedial Action - Step One - 05/2007 - Kelly-Buck Company

Construction Completion Report - Remedial Action - Step One - 04/2008 - Kelly-Buck Company  
Remedial Action Plan - Step Two - 06/2008 - Kelly-Buck Company  
Pre-Construction Report Remedial Action - Step Two - 05/2009 - Kelly-Buck Company  
Project Manual Remedial Action - Step 2 - 03/15/2010 - Kelly-Buck Company  
Notice of On-Site Cleanup and Disposal of PCB Remediation Waste and  
Application for Risk-Based Disposal Approval ("Hybrid Plan") - 04/14/2010 - Kelly-Buck Company  
Addendum Remedial Action Plan Step Two - 03/15/2012 - Kelly-Buck Company  
UST Incident #9109  
Closure Assessment Report - 09/11/1992 - CBM Environmental Services, Inc.  
Investigation for Soil and Groundwater Cleanup - 12/22/1992 - CBM Environmental Services, Inc.  
Limited Site Assessment Report - 07/2002 - Cooper Environmental, Inc.  
Notice of Residual Petroleum - 08/30/2002 - Kelly-Buck Company

#### **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.**

# **EXHIBIT A**

 <b>U.S. Department of Transportation Federal Railroad Administration</b>		<b>Grant/Cooperative Agreement</b>	
<b>1. RECIPIENT NAME AND ADDRESS</b> State of North Carolina Department of Transportation 1 S Wilmington St Raleigh, NC 27601-1453		<b>2. AGREEMENT NUMBER:</b> FR-JSR-0006-10-01-05	<b>3. AMENDMENT NO.</b> 5
		<b>4. PROJECT PERFORMANCE PERIOD:</b> FROM 05/24/2010 TO 09/30/2017	
		<b>5. FEDERAL FUNDING PERIOD:</b> FROM 05/24/2010 TO 09/30/2017	
<b>1A. IRS/VENDOR NO.</b> 566000967	<b>6. ACTION</b> Expansion without New Funds		
<b>1B. DUNS NO.</b> 948613880			
<b>7. CFDA#:</b> 20.319	<b>9. TOTAL OF PREVIOUS AGREEMENT AND ALL AMENDMENTS</b>	520,000,000.00	
<b>8. PROJECT TITLE</b> NCDOT Piedmont Third and Fourth Frequency Program	<b>10. AMOUNT OF THIS AGREEMENT OR AMENDMENT</b>	0.00	
	<b>11. TOTAL AGREEMENT AMOUNT</b>	520,000,000.00	
<b>12. INCORPORATED ATTACHMENTS</b> THIS AGREEMENT INCLUDES THE FOLLOWING ATTACHMENTS, INCORPORATED HEREIN AND MADE A PART HEREOF: Attachment 1 to Amendment No. 5			
<b>13. STATUTORY AUTHORITY FOR GRANT/ COOPERATIVE AGREEMENT</b> American Recovery and Reinvestment Act of 2009, Public Law 111-5 (February 17, 2009)			
<b>14. REMARKS</b>			
<b>GRANTEE ACCEPTANCE</b>		<b>AGENCY APPROVAL</b>	
<b>15. NAME AND TITLE OF AUTHORIZED GRANTEE OFFICIAL</b> NC Dept of Transportation Anthony J. Tata, Secretary		<b>17. NAME AND TITLE OF AUTHORIZED FRA OFFICIAL</b> Joseph C. Szabo Administrator	
<b>16. SIGNATURE OF AUTHORIZED GRANTEE OFFICIAL</b> 	<b>16A. DATE</b> APR 15, '14	<b>18. SIGNATURE OF AUTHORIZED FRA OFFICIAL</b> 	<b>18A. DATE</b> 4/17/14
<b>AGENCY USE ONLY</b>			
<b>19. OBJECT CLASS CODE:</b> 41010		<b>20. ORGANIZATION CODE:</b> 9013000000	
<b>21. ACCOUNTING CLASSIFICATION CODES</b>			
DOCUMENT NUMBER	FUND	BY	BPAC
FR-HSR-0006-10-01-00	2709120718	2010	91010029Y0
FR-HSR-0006-10-01-00	2709120718	2011	91010029Y0
			AMOUNT
			0.00
			0.00

## AWARD ATTACHMENTS

State of North Carolina Department of  
Transportation

FR-HSR-0006-10-01-05

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1. Attachment 1 to Amendment No. 5

### Attachment 1 to Amendment No. 5

The parties, intending to be legally bound, agree to amend their Agreement of July 9, 2010, as amended, as follows:

1. Section 6.b., Jobs Accountability Report, of Attachment 1B, American Recovery and Reinvestment Act of 2009 Clauses, is deleted in its entirety.
2. Attachment 3, Statement of Work, NCDOT Piedmont Third and Fourth Frequency Program, is amended by adding the following Attachment 3E:

#### ATTACHMENT 3E

#### STATEMENT OF WORK

(February 2014)

#### NCDOT *Piedmont* Third and Fourth Frequency Program Corridor Improvement Projects

#### 1. BACKGROUND

A detailed background description of the North Carolina Department of Transportation *Piedmont* Third and Fourth Frequency Program (the NCDOT Program) is included in the Program Development and Administration statement of work (SOW) (Attachment 3) in the Cooperative Agreement (FR-HSR-0006) between the Federal Railroad Administration (FRA) and the North Carolina Department of Transportation (NCDOT, or the Grantee). The NCDOT Program consists of five component Programs that are covered under separate SOWs in the Cooperative Agreement: (1 – Attachment 3A) Equipment Procurement and Rehabilitation, (2 – Attachment 3B) Stations and Facilities, (3 – Attachment 3C) Track and Structures, (4 – Attachment 3D) Charlotte Rail Improvement and Safety Program (CRISP) – Norfolk Southern/CSX Transportation (NS/CSXT) Mainline Grade Separation (MLGS), and (5 - Attachment 3) Program Development and Administration (PD&A).

#### 2. GENERAL OBJECTIVE

This SOW accompanies Amendment 5 to the Cooperative Agreement for the NCDOT Program to reflect the completion of the preliminary milestones for the development of the NCDOT Program as defined in Amendment 4 to the Cooperative Agreement. Through 32 months of program and project development since the award of full funding for the NCDOT Program with Amendment 4 in March 2011, NCDOT has refined the scope, cost estimate and delivery schedule for all Projects in the NCDOT Program and has advised FRA on the deliverability of the Program within the requirements of the American Recovery and Reinvestment Act of 2009 (Recovery Act), and the conditions of the Cooperative Agreement.

This SOW provides the following modifications to the NCDOT Program as developed collaboratively with NCDOT and FRA:

1. Program Development and Administration (Attachment 3, PD&A)
  - a. PD&A: Reprograms funding for Program Administration through 2017.
2. Equipment component Program (Attachment 3A, Equipment):
  - a. Project P22: Purchase Four Used Passenger Coaches and Parts and Refurbish Seven Passenger Coaches – Add two passenger coaches for a total refurbishment of nine.
  - b. Project P74: Cab Control Units – Add new Project P74 for the rebuilding of five used locomotives into Cab Control Units for use in the Piedmont service.
  - c. Project P75: F59PH Locomotives – Add new Project P75 for the rehabilitation of two used locomotives for use in the Piedmont service.
3. Stations and Facilities component Program (Attachment 3B):
  - a. Project P8: Charlotte Locomotive and Railcar Maintenance Facility – Reduce scope for interim phase layover facility and add funding for right-of-way acquisition.
  - b. Project P42: Raleigh Union Station Track Improvements and South Raleigh Siding – Add new Project for the construction of railroad improvements associated with the new Raleigh Union Station.
4. Track and Structures component Program (Attachment 3C)
  - a. All Projects: Redistribute funding from the NS/CSXT MLGS Project (P9) to fully fund safety and service outcomes Projects on the Piedmont Corridor.
5. CRISP NS/CSXT MLGS component Program (Attachment 3D, CRISP):
  - a. Project P9: CRISP NS/CSXT MLGS – Delete Task 3 for final design and Task 4 for construction of project P9.

FRA has already approved the deletion of the remaining Tasks under project P9 and the reprogramming of the remaining funds. The deletion of Tasks 3 and 4 from project P9 allows for the redistribution of approximately \$86 million to fund the three new Projects (P74, P75 and P42) and fully fund safety and service outcomes Projects in the Track and Structures component Program on the Piedmont Corridor. This modification to the NCDOT Program enables FRA and NCDOT to deliver the maximum benefit from the investment and exceed the benefits articulated in the existing Cooperative Agreement and Definitive Service Outcomes Agreement (DSOA) with the host railroads for the delivery of the improvements.

### 3. PROGRAM DELIVERY APPROACH

The NCDOT Program consists of 24 capital improvement Projects, as defined in their respective component Program SOWs. This SOW adds three new Projects (P74, P75 and P42) to the NCDOT Program, for a total of 27 Projects. Amendment 4 to the Cooperative Agreement defined the progression of the Projects in the NCDOT Program through the establishment of “Milestones” and “Special Conditions.” This SOW documents the achievement of the

Milestones and the release of Special Conditions related to each Project in the NCDOT Program, where applicable.

**A. Milestones:**

The PD&A SOW defined a series of Milestones to correspond with the schedule for the completion of significant achievements in each component Program, such as completion of preliminary engineering and environmental review, completion of final design, initiation of construction, and completion of construction. Since the award of the full funding for the NCDOT Program in Amendment 4, NCDOT has completed all preliminary milestones for the development of the NCDOT Program as shown in the following table.

**NCDOT Program Milestones Completed:**

<b>NCDOT Program Milestones</b> (Achievement of Significant Objectives in component Programs)			
<b>Component Program Milestones</b>		<b>Related Projects</b>	<b>Completion Date</b>
<b>Program Development and Administration</b>			
MS1	Completion of Task 1	Program Development	Jun. 2012
MS2	Completion of Task 2 through 2011	Program Administration	Jun. 2012
<b>Equipment Procurement and Rehabilitation</b>			
MS1	Completion of Locomotive Rebuild	P3, P5	Sep. 2012
MS2	Completion of Passenger Coach Refurbishment	P6, (P22, see note)	Aug. 2010
MS3	Completion of Testing and Enter Revenue Service	P3, P5, P6, (P22 see note)	June 2013
<b>Stations and Facilities</b>			
MS1	Completion of Tasks 1 and 2	P7, P8, P11, (P24 see note)	May 2011
MS2	Completion of Tasks 3 and 4 for first set of Projects	P2, P14, P16, P23	June 2013
<b>Track and Structures</b>			
MS1	Completion of the Tasks 1 and 2 for the Projects in Phase I	P1, P10a-c, P12, P13, P17, P18, P15 (P21 see note)	Feb. 2014
MS2	Completion of Task 3 for the Projects in Phase II and advancement into Task 4	P12, P17, P18	Dec. 2012
MS3	Completion of Task 3 for the Projects in Phase III and advancement into Task 4	P1, P10(a-c), P13, (P15, P21 see note)	Nov. 2013
MS4	Completion of Task 3 for the Project in Phase IV and advancement into Task 4	P19	Jan. 2014
<b>CRISP-NS/CSXT Mainline Grade Separation</b>			
MS1	Completion and of Tasks 1 and 2	P9	Mar. 2013

Note: NCDOT has achieved this milestone for the related projects listed in this table; however, this milestone remains for certain projects that continue to be in development or are underway, as shown in the following table.

**NCDOT Program Milestones Remaining:**

<b>NCDOT Program Milestones</b> (Achievement of Significant Objectives in component Programs)			
<b>Component Program Milestones</b>		<b>Related Projects</b>	<b>Target Date</b>
<b>Program Development and Administration</b>			
MS3	Completion of Task 3	Right-of-Way	Dec. 2014
MS4	Completion of Task 2 through 2017	Program Administration	Sep. 2017
<b>Equipment Procurement and Rehabilitation</b>			
MS3	Completion of Testing and Enter Revenue Service	P22	Dec. 2014
MS4	Completion of Testing and Enter Revenue Service	P74, P75 (see note)	Sep. 2016
<b>Stations and Facilities</b>			
MS1	Completion of Tasks 1 and 2	P24	Jun. 2014
MS3	Completion of Tasks 3 and 4 for second set of Projects	P7, P8, P11, P24	Dec. 2016
MS4	Completion of Task 4 for Raleigh Union Station Track Improvements and South Raleigh Siding	P42 (see note)	Sep. 2016
<b>Track and Structures</b>			
MS1	Completion of the Tasks 1 and 2 for the Projects in Phase I	P21	Mar. 2014
MS3	Completion of Task 3 for the Projects in Phase III and advancement into Task 4	P15, P21	Sep. 2014

MS5	Completion of Task 4 for the Projects in Phase II	P12, P17, P18	May 2016
MS6	Completion of Task 4 for the Projects in Phase III	P1, P10a-c, P15, P21	Nov. 2016
MS7	Completion of Task 4 for the Projects in Phase IV	P19	Nov. 2016
MS8	Completion of Task 4 for the Projects in Phase V	P13	May 2014
MS9	Implementation of the <i>Piedmont</i> Fourth Frequency	All	Sep. 2017
<b>CRISP-NS/CSXT Mainline Grade Separation</b>			
MS2	Completion of Task 3	P9	Removed
MS3	Completion of Task 4	P9	from Scope

Note: This SOW adds milestones for three new Projects in the NCDOT Program (P42, P74 and P75) as well as PD&A expenses through 2017.

#### B. Special Conditions:

Attachment 1A to the Cooperative Agreement includes special conditions restricting the advancement of specific activities in the Projects within the NCDOT Program, subject to the completion of prerequisite deliverables. Each of the special conditions in Attachment 1A applies to all component Program SOWs in the NCDOT Program. This SOW documents the release of the following Special Conditions for individual Projects within the NCDOT Program, as shown in the table below.

#### NCDOT Special Conditions Status:

NCDOT component Program and Project Number		NCDOT Program/Project		
		Released	Partial Release	Remaining
<b>Special Condition</b>				
1	Railroad Agreements	All Projects		
2	Stakeholder Agreements	All Projects		
3	Project Management Plan	All Projects		
4	Financial Plan	All Projects		
5	Environmental Review	All Except as Noted		P8, P42, P74, P75
6	Final Design	All Except as Noted		P8, P42, P74, P75
7	Construction	All Except as Noted	P1, P10a, P10b	P8, P15, P42, P74, P75
8	Design-Build	All Except as Noted	P1, P10a, P10b	P8, P15, P42, P74, P75
9	Right-of-Way	All Except as Noted		P8, P15, P42, P74, P75
10	Statement of Work (SOW)	All Except as Noted		P8, P15, P42, P74, P75

#### Notes:

- Through official correspondence, FRA has released all Special Conditions for all Projects in the NCDOT Program except for Projects P1, P10a, P10b, P8 and P15 as shown in the table above.
- Upon approval of this SOW with Amendment 5 to the Cooperative Agreement, FRA provides full funding for Projects (P1, P10a and P10b) and further releases the remaining Special Conditions for these Projects.
- This SOW adds Projects P42, P74 and P75 to the NCDOT Program. Special conditions 5 through 9 apply to these projects until the Grantee has completed the prerequisites necessary to satisfy the respective Special Conditions and received approval by FRA.
- Upon approval of this SOW with Amendment 5 to the Cooperative Agreement, FRA removes Tasks 3 and 4 of project P9 from the NCDOT Program and all Special Conditions applicable to this Project.

#### 4. SCOPE OF ACTIVITIES

This SOW amends the NCDOT Program as previously defined in Amendments 1 through 4 to the Cooperative Agreement with the addition, removal and modification to certain scope items as defined in this section. Items not adjusted through this SOW remain in full force and effect unless otherwise agreed to by FRA in writing.

##### A. PD&A component Program

###### 1. (PD&A) Task 1: Program Development

###### Task 1.1.5: Financial Plan

Delete requirement to prepare a revised Financial Plan to reflect any changes based on actual 2009 and 2010 operating performance, and annually thereafter until completion of the capital projects in the NCDOT Program. The requirement for a revised Financial Plan is defined further in Task 2.

###### Task 1.1.9: Service Development Plan (SDP)

Delete requirement to prepare a revised SDP to reflect any changes to the Financial Plan based on actual 2009 and 2010 ridership and revenue results, including any revisions to planned service levels, schedules, stakeholder agreements, or NCDOT Program planning documents, as necessary. The requirement for a revised SDP is defined further in Task 2.

###### 2. (PD&A) Task 2: Program Administration

###### Task 2: Program Administration

Replace Task Description - Concurrent with Task 1, the Grantee will continue to develop program documents and manage the NCDOT Program through 2017.

###### Task 2.1.5: Financial Plan

- a. Rename Task – Task 2.1.5: Service Development Plan and Financial Plan
- b. Replace Task Description - NCDOT will review and update the SDP and Financial Plan in August 2016 to reflect the operating and financial performance of the Piedmont and Carolinian service within North Carolina for the NCDOT 2016 fiscal year (July 1, 2015 – June 30, 2016) representing the level of service on the Piedmont corridor prior to the completion of the capital Projects included in the NCDOT Program. In August 2017, NCDOT shall provide an update to the SDP and Financial Plan to represent the completion of the capital Projects included in the NCDOT Program. The SDP and Financial Plan shall, at a minimum, reflect actual service performance metrics, including ridership, revenue and on-time performance of the Piedmont and Carolinian service operating within North Carolina.

###### 3. (PD&A) Task 3: ROW Acquisition and Relocations

###### Task 3.2: Row Acquisition; and

###### Task 3.3: Relocation of Existing Households and Businesses

Delete project P9 from the list of Projects under Tasks 3.2 and 3.3.

**Equipment component Program:**

**1. Project P22: Purchase Four Used Passenger Coaches and Parts and Refurbish Seven Passenger Coaches**

- a. **(P22) Rename Project:** Purchase Four Used Passenger Coaches and Refurbish Nine Passenger Coaches.
- b. **(P22) Project Scope:** Increase the number of 56-seat passenger coaches from two (cars #400011 and #400012) to four (add cars #400013 and #400014).

In a letter dated August 15, 2012, FRA provided approval to a request from NCDOT to add two passenger coaches (for a total of nine coaches) to the refurbishment effort under project P22 in order to satisfy the forecasted ridership demand on the Piedmont Corridor.

**2. Project P74: Cab Control Units**

Add Project P74 to the Equipment component Program for the provision of five Cab Control Units (CCUs) for use in push-pull operations on the Piedmont Corridor.

- a. **(P74) Project Description:**  
NCDOT shall furnish five Cab Control Units (CCUs) through the refurbishment of used locomotives for use in push-pull operations of intercity passenger rail service on the Piedmont Corridor.
- b. **(P74) Project Delivery Approach:**  
NCDOT has purchased seven used commuter F59PH locomotives with NCDOT state funds. Under project P74, NCDOT will convert five of the seven locomotives to CCUs. Under project P75, NCDOT will refurbish the other two to "like new" conditions as operating locomotives. The CCU conversion will include removal of the propulsion systems; however, the existing Head End Power (HEP) units in each locomotive may be retained during the CCU conversions so as to provide a backup 480V power source for the train set should the locomotive's HEP unit fail. Each CCU will be reballasted and resprung to compensate for the removal of the large mechanical and electrical locomotive components. Each CCU will have a fully functional set of controls in the cab of the unit for control of the train. The car bodies will be modified and the units painted in the NCDOT locomotive paint scheme. The conversion/refurbishments will be performed at a contractor's shop with final delivery at the NCDOT Capital Yard Maintenance Facility in Raleigh, NC.

- c. **(P74) Project Tasks:**  
The Grantee will perform project P74 through three independent tasks.

**(P74) Task 1: Design Specification**

The Grantee shall prepare a design specification for the CCU to support the performance requirements defined during the operations modeling performed

under Task 2.3.1 in the PD&A SOW. At a minimum, NCDOT will prepare the equipment design specification with consideration for the following characteristics:

- Standards and Practices for NCDOT Passenger Cars and Locomotives Document #0001413A;
- Refurbishment Specifications for NCDOT Cab Control Units;
- Conform to Locomotive Safety Standards 49 CFR 229 and Safety Appliance Standards 49 CFR 231.

The deliverables for Task 1 include: (1) Draft Specifications, and (2) Final Specifications.

**(P74) Task 2: Environmental Review (CE)**

The Grantee, in coordination with FRA, shall prepare a categorical exclusion (CE) worksheet and supporting materials, which will identify the purpose of and the need for project P74, identify the project action, and review environmental impacts that would occur under project P74, as set forth in FRA's Procedures for Considering Environmental Impacts (64 FR 28545 (May 1999)). The Grantee will submit the CE worksheet with supporting materials to FRA for review and completion.

Note that NCDOT submitted a Draft CE worksheet with supporting materials for this Project to FRA for comment in January 2014. Upon review of the Final CE worksheet, FRA issued a CE for this Project under NEPA on February 6, 2014.

**(P74) Task 3: Design-Build**

The Grantee shall procure a contract for the design and build of the CCU equipment in accordance with the design specifications and environmental review prepared in Tasks 1 and 2 of project P74.

The deliverables for Task 3 include: (1) Final Project Schedule, (2) Final Cost Estimate, (3) Final Contract Bid Documents, (4) Equipment Testing Certification, and (5) Letter of Acceptance.

d. **(P74) Cost Estimate**

The table below summarizes the cost for project P74 based on NCDOT preliminary estimates. Upon completion of Tasks 1 and 2, NCDOT will prepare a revised cost estimate for Task 3 of project P74.

P74: Cab Control Units		Cost Estimate
Task Number	Cost Category	SOW
Task 1: Design Specification	80 – Professional Services	\$ 5,000
Task 2: Environmental Review	80 – Professional Services	\$ 0
Task 3: Design-Build	70.13 – Vehicle Refurbishment; Non-passenger Locomotive-hauled Car without Ticketed Space	\$ 3,000,000
Project Contingency		\$ 30,000
<b>Project P74 Total</b>		<b>\$ 3,035,000</b>

3. **Project P75: F59PH Locomotives**

Add Project P75 to the Equipment component Program for the provision of two F59PH Locomotives for use in push-pull operations on the Piedmont Corridor.

a. **(P75) Project Description:**

NCDOT shall furnish two nonelectric diesel locomotives (F59PH) through the refurbishment of used locomotives for use in the intercity passenger rail service on the Piedmont Corridor.

b. **(P75) Project Delivery Approach:**

NCDOT has purchased seven used commuter F59PH locomotives with NCDOT state funds. Under project P75, NCDOT will refurbish to “like new” condition two of the seven locomotives to supplement the intercity passenger rail service on the Piedmont Corridor. As described under project P74, NCDOT will convert the other five locomotives to CCUs. The rebuild will be performed at a contractor’s shop with final delivery at the NCDOT Capital Yard Maintenance Facility.

c. **(P75) Project Tasks:**

The Grantee will perform project P75 through three independent tasks.

**(P75) Task 1: Design Specification**

The Grantee shall prepare a design specification for the F59PH Locomotive to support the performance requirements defined during the operations modeling performed under Task 2.3.1 in the PD&A SOW. At a minimum, NCDOT will prepare the equipment design specification with consideration for the following characteristics:

- (1) NCDOT Requirements for New Locomotives CES 0001527 Rev A;
- (2) Mid-Life Rebuild of F59PH Locomotives CES 0001530 REV A
- (3) Standards and Practices for NCDOT Passenger Cars and Locomotives Document #0001413A;

- (4) Compliant with appropriate EPA emissions tier standards required in EPA's regulations, including upgraded prime movers to meet EPA Tier 1 emissions standards and head end power generators to Tier 2 standards;
- (5) Compliant with Buy America standards (49 U.S.C. 24405), or appropriate waivers will be secured from the FRA Administrator;
- (6) Conform to Locomotive Safety Standards 49 CFR 229 and Safety Appliance Standards 49 CFR 231.

The deliverables for Task 1 include: (1) Draft Specifications, and (2) Final Specifications

**(P75) Task 2: Environmental Review (CE)**

The Grantee, in coordination with FRA, shall prepare a CE worksheet and supporting materials, which will identify the purpose of and the need for project P75, identify the project action, and review environmental impacts that would occur under project P75, as set forth in FRA's Procedures for Considering Environmental Impacts (64 FR 28545 (May 1999)). The Grantee will submit the CE worksheet with supporting materials to FRA for review and completion.

Note that NCDOT submitted a Draft CE worksheet with supporting materials for this Project to FRA for comment in January 2014. Upon review of the Final CE worksheet, FRA issued a CE for this Project under NEPA on February 6, 2014.

**(P75) Task 3: Design-Build**

The Grantee shall procure a contract for the design and build of the F59PH Locomotives in accordance with the design specifications and environmental review prepared in Tasks 1 and 2 of project P75.

The deliverables for Task 3 include: (1) Final Project Schedule, (2) Final Cost Estimate, (3) Final Contract Bid Documents, (4) Equipment Testing Certification, and (5) Letter of Acceptance.

**d. (P75) Cost Estimate**

The table below summarizes the cost for project P75 based on NCDOT preliminary estimates. Upon completion of Tasks 1 and 2, NCDOT will prepare a revised cost estimate for Task 3 of project P75.

P75: Two F59PH Locomotives		Cost Estimate
Task Number	Cost Category	SOW
Task 1: Design Specification	80 – Professional Services	\$ 5,000
Task 2: Environmental Review	80 – Professional Services	\$ 0
Task 3: Design-Build	70.09 – Vehicle Refurbishment: Non-electric Locomotive	\$ 1,600,000
Project Contingency		\$ 160,000
<b>Project P75 Total</b>		<b>\$ 1,765,000</b>

**B. Stations and Facilities component Program:**

## 1. Project P8: Charlotte Maintenance Facility

### a. (P8) Replace Project Description:

The Grantee shall complete preliminary engineering, environmental review, and final design for the construction of improved equipment layover, maintenance and servicing facilities for intercity passenger rail services operated through Charlotte, NC, including: the NCDOT state-owned Piedmont fleet, Amtrak Carolinian corridor trains, Amtrak's Crescent long-distance trains, and future Southeast High Speed Rail (SEHSR) equipment.

This Project consists of three subprojects as defined below:

#### (P8a) Locomotive Railcar Maintenance Facility (LRMF)

This subproject consists of building a new LRMF in Charlotte, NC for the layover, service and maintenance of intercity passenger rail equipment on the Piedmont Corridor, including: the NCDOT state-owned Piedmont fleet and future SEHSR equipment. The LRMF shall be designed for the full build for the Piedmont fleet and SEHSR equipment including a 400 to 600 foot long maintenance building, two service tracks passing through the building, two layover tracks, one run around track, a train wash, and a crew base building to serve the Piedmont fleet. The building will be designed such that it can be expanded to accommodate future SEHSR equipment.

This SOW provides funding for an "Interim Phase" LRMF facility with capacity to support the layover and servicing of the Piedmont fleet and Carolinian for up to five daily round trips on the Piedmont Corridor. The Interim Phase LRMF facility includes all site preparation and construction for the two layover tracks, run around track and crew base.

#### (P8b) Control Point Uptown and LRMF Access

This subproject consists of the construction of a new power interlocking at Control Point (CP) "Uptown" at Milepost (MP) 377.20 with the upgrade of approximately 0.80 miles of an auxiliary siding from MP 377.20 to MP 378.40 for use as an access track to the LRMF from CP Uptown, and the construction of a new siding near MP 380.30 to replace the freight storage capacity being displaced from the existing auxiliary track.

The CP Uptown subproject will consist of all track and signal improvements required to provide access to the LRMF from the Piedmont Corridor on the NS Mainline from the north, including two No. 10 (or No. 15) left hand crossovers connecting NS Mainline Track #2 with NS Mainline Track #1 and the LRMF Access Track. The LRMF Access Track will be upgraded to comply with a minimum of FRA Class I specifications supporting 10 mph freight and 15 mph passenger operations. The upgrade may include surfacing, new ballast, ties or rail as required.

The CP Uptown subproject also includes the construction of a new freight siding near MP 380.30 south of the LRMF to replace the freight storage capacity being displaced from the existing auxiliary track at MP 377.20 to MP 378.40. This new freight siding is proposed for colocation with an existing freight siding near Charlotte Junction at MP 380.60. The new freight siding will consist of approximately 1,000 feet of new railroad roadbed and track and one or two nonpower turnouts at either end.

**(P8c) Carolinian Layover Facility**

This subproject consists of the construction of a new layover track for the Amtrak Carolinian at the NS Charlotte Yard to improve the efficiency of and increase the capacity available for the state-supported Amtrak Carolinian service. The new facility will expand the capacity available for the layover of the Amtrak Carolinian trainset from seven cars to eight and includes 480V shorepower hookups and potable and non-potable watering stations.

This subproject will include the upgrade of an existing freight yard track in the former NS Coach Yard on the northwest side of the NS Mainline near Tryon Road for use as a new layover facility for the Amtrak Carolinian trainset. The new layover facility will include the upgrade of approximately 1000 feet of existing yard track FRA Class I specifications through surfacing or installation of new ballast, ties or rail as required.

The current layover track was designed to support the initiation of the Amtrak Carolinian in 1990, which included a seven car consist. Due to the popularity of the state-supported Amtrak Carolinian and Piedmont services, the Carolinian frequently sells out. The upgrade and extension of the Charlotte layover track will allow for the addition of an eighth car to the Carolinian consist, thereby satisfying ridership demand and increasing the revenue generated from the state-supported service.

The Interim Phase LRMF facility in Subproject P8a includes capacity for the servicing and layover of the Amtrak Carolinian trainset; however, the NCDOT Program does not include the construction of the railroad infrastructure necessary to turn the train in the vicinity of the LRMF. As of the preparation of this SOW, NCDOT and Norfolk Southern (NS) remain in negotiation to identify the appropriate facility required to relocate the Amtrak Carolinian to the LRMF. If an agreement between NCDOT and NS for the relocation of the Amtrak Carolinian to the LRMF is reached, or is eminent, prior to the completion of preliminary engineering in Task 1 of this Project, FRA and NCDOT will jointly agree to remove Subproject P8c from the NCDOT Program.

**b. (P8) Project Delivery Approach:**

Task 1 (Preliminary Engineering) and Task 2 (Environmental Review) for project P8 shall be prepared to encompass the full build of the LRMF to support the

layover, servicing and maintenance of the long range plan for the Piedmont Corridor including up to eight daily round trip Piedmont and SEHSR trains operating between Raleigh and Charlotte. The NCDOT Program provides funding for the partial construction of an Interim Phase LRMF facility with sufficient capacity required to support up to five daily round trip Piedmont Corridor trains (including the state-sponsored Carolinian service).

**(P8) Project Tasks:**

**(P8) Task 1: Preliminary Engineering**

1. Add Task 1b – 65% Preliminary Engineering (Final Submittal)

The Grantee will prepare a final submittal of the preliminary engineering drawings, completed to 65% design, for each of the three subprojects P8a, P8b and P8c for the Interim Phase LRFM facility as defined in the Project Delivery Approach in the previous section.

The deliverables for Task 1b include the following:

- (1) P8a LRMF: 65% Preliminary Engineering
- (2) P8b CP Uptown and LRMF Access Track: 65% Preliminary Engineering signed by all stakeholders (NCDOT, NS, Amtrak and FRA)
- (3) P8c Carolinian Layover Facility: 65% Preliminary Engineering

**(P8) Task 2c: Environmental Review**

1. Add Task 2c - Categorical Exclusion

The Grantee, in coordination with FRA, shall prepare a CE worksheet and supporting materials for each of subprojects P8b and P8c, which will identify the purpose of and the need for the subproject, identify the subproject action, and review environmental impacts that would occur under the proposed subproject, as set forth in FRA's Procedures for Considering Environmental Impacts (64 FR 28545 (May 1999)). The Grantee will submit each CE worksheet with supporting materials to FRA for review and completion.

The deliverables for Task 2c include the following for each subproject P8b and P8c: (1) Draft CE Worksheet, and (2) Final CE.

**c. (P8) Cost Estimate:**

The table below summarizes the cost for project P8 based on completion of 25% preliminary engineering in Task 1. As necessary, NCDOT will prepare a revised cost estimate for the Project upon completion of Tasks 1, 2 and 3 and prior to construction in Task 4.

P8: Charlotte Maintenance Facility		Cost Estimate
Task Number	Cost Category	SOW
<b>Task 1: Preliminary Engineering</b>		
Task 1a: 25% PE (Draft)	1a: 80 – Professional Services	\$ 168,068
Task 1b: 65% PE (Final)	1b: 80 – Professional Services	\$ 0
	<b>Task 1 Subtotal</b>	<b>\$ 168,068</b>
<b>Task 2: Environmental Review</b>		
Task 2a: P8a EA	2a: 80 – Professional Services	\$ 112,045

Task 2b: ROW	2b: 40 – ROW	\$ 30,250,000
Task 2c: P8b and P8c CE	2c: 80 – Professional Services	\$ 0
	<b>Task 2 Subtotal</b>	<b>\$ 30,362,045</b>
<b>Task 3: Final Design</b>	80 – Professional Services	\$ 672,270
<b>Task 4: Construction</b>		
Task 4a: P8a Interim Phase LRMF	4a: 10 – Track Structures and Track	\$ 5,383,630
	4a: 40 – Site Work	\$ 4,057,380
	4a: 50 – Communications and Signaling	\$ 578,000
	4a: 80 – Professional Services	\$ 752,531
	<b>Task 4a Subtotal</b>	<b>\$ 10,771,541</b>
Task 4b: P8b CP Uptown/LRMF Access	4b: 10 – Track Structures and Track	\$ 1,475,400
	4b: 40 – Site Work	\$ 1,158,225
	4b: 50 – Communications and Signaling	\$ 2,306,100
	4b: 80 – Professional Services	\$ 668,514
	<b>Task 4b Subtotal</b>	<b>\$ 5,608,239</b>
Task 4c: P8c Carolinian Layover Facility	4c: 10 – Track Structures and Track	\$ 288,170
	4c: 40 – Site Work	\$ 277,119
	4c: 50 – Communications and Signaling	\$ 0
	4c: 80 – Professional Services	\$ 74,130
	<b>Task 4c Subtotal</b>	<b>\$ 639,419</b>
	<b>Task 4 Subtotal</b>	<b>\$ 17,019,198</b>
<b>Project Contingency</b>		<b>\$ 3,257,085</b>
<b>Project P8 Total</b>		<b>\$ 51,479,386</b>

## 2. Project P42: Raleigh Union Station Track Improvements, and South Raleigh Siding

Add Project P42 to the Stations and Facilities component Program to complete track and signal improvements on the NS/North Carolina Railroad (NCRR) railroad to improve the efficiency of freight and passenger rail operations through Raleigh, NC and support the construction of the new Raleigh Union Station passenger terminal funded through a separate program.

### a. (P42) Project Description:

NC DOT shall construct track and signal improvements on the NS/NCRR railroad to improve the efficiency of freight and passenger rail operations through Raleigh, NC and support the construction of the new Raleigh Union Station passenger terminal funded through a separate program.

This Project consists of two subprojects as defined below:

#### (P42b) Raleigh Union Station Track and Signal Improvements

This subproject includes the railroad track and signal improvements on or parallel to the NS/NCRR H-Line to facilitate the construction of the new Raleigh Union Station. Components of this subproject include the construction of two dedicated passenger tracks along a 1,000 foot high-level intercity platform at Raleigh Union Station, construction or improvements to the track connections at the eastern end of the station tracks at CP Hunt, construction of a new 6,600 foot freight siding in

South Raleigh, and modifications to the NS/NCRR H-Line as required to accommodate the improvements at Raleigh Union Station.

The improvements at the Raleigh Union Station include the following components:

- (1) approximately 1600 feet of railroad roadbed and track for Station Track #1;
  - (2) approximately 1600 feet of railroad roadbed and track for Station Track #2;
- Note: The passenger platform will be constructed by others under a separate Cooperative Agreement.

The improvements at CP Hunt include the following components:

- (1) one No. 20 turnout connecting the NS/NCRR H-Line to the eastern lead to Station Track #1;
- (2) realignment or replacement of one No. 15 turnout connecting the NS/NCRR H-Line to the east leg of the Boylan Wye track;
- (3) one No. 15 turnout connecting the east leg of the Boylan Wye track with Station Track #2;
- (4) associated roadway surface, track, signal, and crossing signal protection improvements at the Cabarrus Street grade crossing, as required.

Note: The signal infrastructure at CP hunt will be constructed by others in coordination with CP Boylan under a separate Cooperative Agreement.

**(P42e) South Raleigh Siding**

This subproject includes the construction of 6,600 feet of freight siding southeast of Downtown Raleigh between Rush Street near MP H-83.6 and Yeargan Road near H-85.5 on the NCRR/NS H-Line to replace the storage capacity at Cabarrus Yard that is being displaced to construct the new Raleigh Union Station passenger tracks and platforms.

The improvements at the South Raleigh Siding include the following components:

- (1) one 6,600 foot siding freight track;
- (2) installation of two new power interlocked control points with two No. 10 (or No. 15) turnouts at the east and west ends of the siding connecting to the NCRR H-Line track;
- (3) the closure or upgrade of the private at-grade railroad crossing at MP 84.89 bisecting the proposed siding.

**b. (P42) Project Delivery Approach:**

The components of project P42 funded through this SOW include all track and signal work on the NS/NCRR railroad required to support the construction of a new Raleigh Union Station passenger terminal, which is funded through a combination of multiple separate cooperative agreements between FRA, NCDOT and the City of Raleigh. The completion of the Raleigh Union Station project will provide NCDOT and the City of Raleigh with a new multi-modal transit center, including new dedicated passenger tracks, a high-level passenger platform with

level boarding to comply with requirements of the Americans with Disabilities Act of 1990 (ADA), and expanded station parking.

Separate from the work effort in the related cooperative agreements, the track and signal improvements constructed in project P42 will result in improved freight and passenger rail operating efficiency through the City of Raleigh. Project P42 is located at the congested Boylan Junction where three railroad lines intersect in Downtown Raleigh, including: (1) the NS/NCRR H-Line extending from Charlotte, NC to the Port of Morehead City, NC; (2) the CSX S-Line extending from Sanford and Cary, NC to Norlina, NC; and (3) the NS "NS-Line" extending from Fayetteville, NC to Wilson, NC. The construction of the new South Raleigh Siding will relocate NS/NCRR switching operations from Cabarrus Yard in Central Raleigh to a new site south of Downtown Raleigh, reducing delays to all railroads at Boylan Junction.

**c. (P42) Project Tasks:**

Tasks 1 through 3 for the completion of preliminary engineering (Task 1), environmental review (Task 2) and Final Design (Task 3) are funded through separate cooperative agreements between FRA, NCDOT and the City of Raleigh. This SOW does not provide funding for the completion of these tasks; however, the Grantee shall provide copies of these items as defined under the respective associated cooperative agreements as supporting documents for the construction of project P42 in Task 4 of this SOW.

**(P42) Task 4: Construction**

The Grantee shall construct project P42 as defined in the final design documents provided to and approved by FRA through separate cooperative agreements. The deliverables for this Task include the completion of construction for the subprojects previously described, and provision of the following supporting documents:

- (1) Final Contract Documents (Contractor Proposal)
- (2) Final Contract Documents (Construction Contract, Notice to Proceed)
- (3) Certificates of Substantial Completion
- (4) Final Construction Letter of Acceptance

The Grantee shall not proceed with construction of project P42 in Task 4 of this SOW prior to completion and FRA approval of the final design and environmental review that are underway through a separately funded and administered project.

d. (P42) Cost Estimate:

The table below summarizes the cost for project P42 based on completion of 25% preliminary engineering in Task 1. As necessary, NCDOT will prepare a revised cost estimate for project P42 upon completion of Tasks 1, 2 and 3 and prior to construction in Task 4.

<b>P42: Raleigh Union Station Track Improvements and South Raleigh Siding</b>		<b>Cost Estimate</b>
<b>Task Number</b>	<b>Cost Category</b>	<b>SOW</b>
<b>PA: Project Administration</b>	80 – Professional Services	\$ 1,590,000
<b>Task 1: Preliminary Engineering</b>	80 – Professional Services	\$ 0
<b>Task 2: Environmental Review</b>	80 – Professional Services	\$ 0
<b>Task 3: Final Design</b>	80 – Professional Services	\$ 0
<b>Task 4: Construction</b>		
P42b RUS Track Improvements	10 – Track Structures and Track	\$ 1,575,000
	40 – Site Work	\$ 230,000
	50 – Communications and Signaling	(see above)
		\$ 1,030,000
	<b>(P42b) Task 4 Subtotal</b>	<b>\$ 2,835,000</b>
P42c South Raleigh Siding	10 – Track Structures and Track	\$ 8,500,000
	40 – ROW	
	40 – Site Work	
	50 – Communications and Signaling	
	<b>(P42c) Task 4 Subtotal</b>	<b>\$ 8,500,000</b>
<b>Task 4: Construction</b>	<b>Task 4 Subtotal</b>	<b>\$ 11,335,000</b>
<b>Right-of-Way (see note)</b>		<b>\$ 600,000</b>
<b>Project Contingency</b>		<b>\$ 1,475,000</b>
<b>Project P42 Total</b>		<b>\$ 15,000,000</b>

Note: The funding for right-of-way acquisition and relocations in Project P42 is accounted for in Task 3 of the PD&A Component Program.

**C. Track and Structures component Program:**

This SOW amends the Approved Project Budget as defined in the initial Cooperative Agreement and subsequently modified in official correspondence from FRA to NCDOT through the development of the respective projects through final design and construction. A summary of the amended budgets for the projects in the Track and Structures component Program is provided in the following section of this SOW.

Additionally, FRA and NCDOT modified certain elements of the Track and Structures projects as they advanced through preliminary engineering, environmental review and final design. The modifications were required to accommodate site-specific conditions as identified through project development and value engineering, such as geographic constraints, public or private utilities, public comments, or environmentally sensitive areas. The following section documents the modification of these elements and amends the respective scopes of work, as applicable.

1. **Project P1: Graham (CP Merrill) to CP Haw River Passing Siding and Curve Realignment**
  - a. **(P1) Project Description:**  
P1-2: Railroad Track Work  
 Amend scope to include the construction of two new No. 20 turnouts at the new CPs Merrill (H-23.5) and Haw River (MP H-25.5).
  
2. **Project P10a: Double Track CP Haydock to CP Junker**
  - a. **(P10a) Project Description:**  
P10a-4: Grade Crossing Improvements
    - P10a-4.1b: Shamrock Road (SR 1160) Crossing Closure  
 Amend scope to allow for the public crossing to remain open with an improved roadway alignment and crossing protection.
    - P10a-4.4b: Orr Road (SR 2848) Crossing Closure  
 Amend scope to allow for the public crossing to remain open with an improved roadway alignment and crossing protection.
  
3. **Project P10b: Double Track CP Reid to CP N. Kannapolis**
  - a. **(P10b) Project Description:**  
P10b-4: Grade Crossing Improvements
    - P10b-4.2: 22<sup>nd</sup> Street (SR 1254) Grade Separation  
 Amend scope to remove the requirement for the construction of a grade separation at 22<sup>nd</sup> Street from project P10b, and include provisions for the two public crossings at East 18<sup>th</sup> and East 22<sup>nd</sup> Street to remain open with improved roadway alignments and crossing protection.
  
4. **Project P10c: Double Track CP Bowers to CP Lake**
  - a. **(P10c) Project Description:**  
P10c-4: Grade Crossing Improvements
    - P10c-4.2: Turner Road (SR 2005) Grade Separation  
 Amend scope to allow for the private crossing at MP 313.94 associated with the construction of the Turner Road Grade Separation subproject to remain open with an improved roadway alignment and crossing protection.
  
5. **Project P15: Carmon Road Crossing Closure and Road Realignment**
  - a. **(P15) Rename Project: McLeansville Road Grade Separation**
  - b. **(P15) Replace Project Description:**  
 The Grantee will construct infrastructure improvements for the McLeansville Road Grade Separation Project at MP H-8.1 on the NCRR/NS H-Line. Project P15 provides for the closure of three at-grade crossings along a 2-mile freight siding near McLeansville, NC, including the McLeansville Road and Carmon Road public crossings at the Bullard and Black private crossing. The closure of the three crossings will support additional capacity with improved reliability and safety for freight and passenger rail operations on the *Piedmont* Corridor.

**6. Project P17: CP Nelson to CP Clegg Siding Extension**

**a. (P17) Project Description:**

P17-2: Railroad Track Work

Amend scope to include the construction of two new No. 20 turnouts at CP Nelson and CP Clegg.

**7. Project P21: Private Crossing Safety Initiative (PCSI)**

**a. (P21) Project Description:**

P21-1: Caldwell Road (SR 1173) Grade Separation (MP 365.24)

Amend scope to allow for the following private grade crossing to remain open with an improved roadway alignment and crossing protection.

- P21-1.6: Stroup Farm (MP 367.00)

P21-2: NCR/NS Mainline Private Crossing Closures

Amend scope to remove the closure of the following private grade crossings from subproject P21-2. These crossings will be closed through a separately funded program.

- P21-2.1: W. Pat Sloop (MP 336.54)
- P21-2.4: Gladys Doster (MP 363.28)

P21-3: NCR/NS H-Line Private Crossing Closures

Amend scope to remove the closure of the following private grade crossings from subproject P21-3. These crossings will be closed through a separately funded program.

- P21-3.4: Carl C. Barber (MP H-9.50)
- P21-3.5: James D. Norris (MP H-28.21)
- P21-3.6: Logan E. Crutchfield (MP H-28.58)
- P21-3.8: Frank E. Freeman (MP H-38.85)
- P21-3.13: Recreational Ventures

**D. CRISP NS/CSXT MLGS component Program:**

**1. Project P9: NS/CSXT Mainline Grade Separation**

Upon completion of preliminary engineering in Task 1 and environmental review in Task 2, NCDOT recommended to FRA the termination of project P9 due to a high level of risk for completion of project P9 within the requirements of the Recovery Act and the terms of the Cooperative Agreement. NCDOT and FRA jointly determined that the cancellation of project P9 beyond preliminary engineering and Environmental review was acceptable and prudent, and confirmed that the project P9 was not required to achieve the committed service outcomes of the Piedmont Improvement Program as reflected in the Cooperative Agreement and the Definitive Service Outcomes Agreement (DSOA) dated March 21, 2011.

a. **(P9) Project Tasks:**

This SOW amends the scope to remove Task 3 for final design and Task 4 for construction of project P9 as defined in Amendment 4 to the Cooperative Agreement.

b. **(P9) Cost Estimate:**

The table summarizes the actual costs expended for project P9 through the completion of 65% preliminary engineering in Task 1 and environmental review in Task 2. No further expenditures may be credited to toward project P9 in Task 3 for final design or Task 4 for construction.

P9: NS/CSXT Mainline Grade Separation		Cost Estimate
Task Number	Cost Category	SOW
<b>Task 1: Preliminary Engineering</b>		
Task 1a: 25% PE (Draft Submittal)	1a: 80 – Professional Services	\$ 337,510
Task 1b: 65% PE (Final Submittal)	1b: 80 – Professional Services	\$ 1,906,824
	<b>Task 1 Subtotal</b>	<b>\$ 2,244,334</b>
<b>Task 2: Environmental Review</b>	80 – Professional Services	\$ 386,340
<b>Task 3: Final Design</b>	80 – Professional Services	\$ 42,417
<b>Task 4: Construction</b>	10/40/50/80	\$ 0
<b>Project Contingency</b>		\$ 0
<b>Project P9 Subtotal (ARRA Funds)</b>		<b>\$ 2,673,090</b>
<b>PD&amp;A ROW Acquisition</b>		<b>\$ 136,778</b>
<b>Project P9 Total (ARRA Funds)</b>		<b>\$ 2,809,869</b>
<b>Other Funds (see note 1)</b>		<b>\$ 3,190,131</b>
<b>Project P9 Total</b>		<b>\$ 6,000,000</b>

Note 1: The Grantee provided a contribution of \$3,190,131 to supplement the efforts in the project. The Grantee administered the additional contribution separately from the funding provided by this agreement.

## 5. PROGRAM BUDGET

Through the preparation of preliminary engineering in Task 1, environmental review in Task 2 and final design in Task 3 (for certain projects), NCDOT has refined the scopes, schedules and budgets for those projects with completed milestones. NCDOT and FRA have documented any modifications to the scopes, schedules and budgets to those projects with the preparation of an Individual Project Management Plan (IPMP) as required under Task 1.2 and Task 2.1 of the PD&A SOW.

This SOW includes a summary of any modifications to the scopes, schedules and budgets for the following projects as defined in the approved IPMPs for the respective projects. The table below defines the Revised Approved Project Budget for the Projects in the NCDOT Program and supersedes all previously Approved Project Budgets. The table below defines the Revised Approved Project Budget for the Projects in the NCDOT Program and supersedes all previously Approved Project Budgets. In addition to the program budget table below, Appendix A includes individual project and task component budgets for each project in this SOW.

NCDOT component Program and Project Number		Project Budget (FRA Portion)	
		Initial Approved Project Budget	Revised Approved Project Budget
<b>Program Development and Administration</b>			
Task 1	Program and Project Development	\$ 1,048,736	\$ 1,048,736
Task 2	Program Administration	\$ 1,800,000	\$ 27,136,879
Task 3	ROW Acquisition and Relocations	\$ 52,168,403	\$ 34,535,342
Unprogrammed Project Funding		\$ 29,217,529	\$ 0
Unprogrammed Contingency		\$ 201,263	\$ 0
<b>PD&amp;A Subtotal:</b>		<b>\$ 84,435,931</b>	<b>\$ 62,720,957</b>
<b>Equipment Procurement and Rehabilitation</b>			
P3	Rebuild two F59PH Locomotives	\$ 2,625,000	\$ 2,087,011
P5	Rebuild three Locomotives	\$ 3,955,022	\$ 3,149,195
P6	Refurbish three Passenger Coaches	\$ 1,986,214	\$ 1,986,214
P22	Purchase four used Passenger Coaches and Parts and Refurbish seven Passenger Coaches	\$ 11,767,700	\$ 20,639,121
P74	Add Project for Cab Control Units	\$ 0	\$ 3,035,000
P75	Add Project for Rebuild two F59PH Locomotives	\$ 0	\$ 1,765,000
<b>Equipment Subtotal:</b>		<b>\$ 20,333,936</b>	<b>\$ 32,661,541</b>
<b>Stations and Facilities</b>			
P2	Cary Depot Expansion	\$ 2,248,722	\$ 2,005,619
P7	Station Security and Backup Generators	\$ 1,312,612	\$ 1,351,528
P8	Charlotte Maintenance Facility	\$ 23,385,254	\$ 51,479,386
P11	Kannapolis Station Platform Canopy	\$ 344,715	\$ 538,242
P14	High Point Station Parking Expansion	\$ 2,199,000	\$ 1,863,892
P16	Burlington Station Platform Extension	\$ 334,480	\$ 283,647
P23	Capital Yard Phase I Improvements	\$ 6,104,460	\$ 3,246,509
P24	Passenger Information Display Systems (PIDS)	\$ 1,506,897	\$ 2,088,781
P42	Raleigh Union Station	\$ 0	\$ 14,400,000
<b>Stations and Facilities Subtotal:</b>		<b>\$ 37,436,140</b>	<b>\$ 77,257,604</b>
<b>Track and Structures</b>			
P1	Graham (CP Merrill) to CP Haw River passing siding and curve realignment	\$ 8,856,591	\$ 14,673,552
P10a	Double Track CP Haydock to CP Junker	\$ 91,771,293	\$ 119,899,233
P10b	Double Track CP Reid to North Kannapolis	\$ 92,593,479	\$ 86,056,567
P10c	Double Track CP Bowers to CP Lake	\$ 43,713,640	\$ 48,588,033
P12	Klumac Road grade separation	\$ 4,683,532	\$ 14,922,690
P13	Curve realignment at CP Duke	\$ 1,444,659	\$ 1,101,025
P15	McLeansville Road Grade Separation	\$ 3,775,023	\$ 7,690,709
P17	CP Nelson to CP Clegg passing siding	\$ 8,817,800	\$ 25,955,573
P18	Hopson Road grade separation	\$ 9,167,290	
P19	Morrisville Parkway grade separation	\$ 13,997,094	\$ 22,315,597
P21	Private Crossing Safety Initiative (PCSI)	\$ 12,008,435	\$ 3,483,829
<b>Track and Structures Subtotal:</b>		<b>\$290,828,836</b>	<b>\$344,686,808</b>
<b>CRISP-NS/CSXT Mainline Grade Separation</b>			
P9	NS/CSXT ML Grade Separation	\$ 86,965,157	\$ 2,673,090
<b>MLGS Subtotal:</b>		<b>\$ 86,965,157</b>	<b>\$ 2,673,090</b>
<b>NCDOT Program Total:</b>		<b>\$520,000,000</b>	<b>\$520,000,000</b>

Note: The Project Budgets presented in this table reflect the FRA funded portion through the Cooperative Agreement only. The Grantee is providing additional funding through other sources to complete most of the projects in the NCDOT Program.

3. Except as specifically amended hereby, all terms conditions, and attachments of the Agreement, as previously amended shall remain as originally written, and the parties hereto agree thereto.

**Appendix A**  
Individual Project and Task Component Budget

Project Task		Initial Approved Project Budget	Revised Approved Project Budget
<b>Program Development and Administration</b>			
Task 1	Program and Project Development	\$ 1,048,736	\$ 1,048,736
Task 2	Program Administration	\$ 1,800,000	\$ 27,136,879
Task 3	ROW Acquisition and Relocations	\$ 52,168,403	\$ 34,535,342
Unprogrammed Project Funding		\$ 29,217,529	\$ 0
Unprogrammed Contingency		\$ 201,263	\$ 0
<b>PD&amp;A Subtotal</b>		<b>\$ 84,435,931</b>	<b>\$ 62,420,957</b>
<b>Equipment Procurement and Rehabilitation</b>			
<b>Project P3: Rebuild two F59PH Locomotives</b>			
F59PH Locomotive (#1755)		\$ 1,181,250	\$ 2,087,011
F59PH Locomotive (#1797)		\$ 1,181,250	
Contingency		\$ 262,500	\$ 0
<b>Project P3 Total</b>		<b>\$ 2,625,000</b>	<b>\$ 2,087,011</b>
<b>Project P5: Rebuild three Locomotives</b>			
F59PH Locomotive (#1810)		\$ 1,290,260	\$ 3,148,960
F59PH Locomotive (#1859)		\$ 1,290,260	
F59PH/F59PHI/GP40H-2 Equivalent Loco (#1869)		\$ 979,000	
Contingency		\$ 395,502	\$ 235
<b>Project P5 Total</b>		<b>\$ 3,955,022</b>	<b>\$ 3,149,195</b>
<b>Project P6: Refurbish three Passenger Coaches</b>			
66-Seat Coach (#400004)		\$ 474,000	\$ 1,986,214
Baggage/Lounge (#400201)		\$ 656,796	
Baggage/Lounge (#400202)		\$ 656,796	
Contingency		\$ 198,622	\$ 0
<b>Project P6 Total</b>		<b>\$ 1,986,214</b>	<b>\$ 1,986,214</b>
<b>Project P22: Purchase four used Passenger Coaches and Parts and Refurbish seven Passenger Coaches</b>			
Purchase 4 Used Coaches		\$ 208,300	\$ 208,300
Rehabilitate 66-Seat Coach		\$ 1,794,210	\$ 15,227,823
Rehabilitate 56-Seat Coach		\$ 1,794,210	
Rehabilitate 34-Seat Coach / Baggage		\$ 1,794,210	
Rehabilitate 4-Baggage / Lounge Cars		\$ 5,000,000	
Refurbish 2 Passenger Coaches		\$ 0	\$ 4,325,205
Contingency		\$ 1,176,770	\$ 877,793
<b>Project P22 Total</b>		<b>\$ 11,767,700</b>	<b>\$ 20,639,121</b>
<b>Project P74: Cab Control Units</b>			
Task 1: Design Specification		N/A	\$ 5,000
Task 2: Environmental Review			\$ 0
Task 3: Design-Build			\$ 3,000,000
Contingency			\$ 30,000
<b>Project P74 Total</b>			<b>\$ 3,035,000</b>
<b>Project P75: Rebuild two F59PH Locomotives</b>			
Task 1: Design Specification		N/A	\$ 5,000
Task 2: Environmental Review			\$ 0
Task 3: Design-Build			\$ 1,600,000
Contingency			\$ 160,000
<b>Project P75 Total</b>			<b>\$ 1,765,000</b>
<b>Equipment Subtotal</b>		<b>\$ 20,333,936</b>	<b>\$ 32,661,541</b>

Project Task		Initial Approved Project Budget	Revised Approved Project Budget
<b>Stations and Facilities</b>			
<b>Project P2: Cary Depot Expansion</b>			
Task 1	Preliminary Engineering	\$ 0	\$ 0
Task 2	Environmental Review	\$ 6,000	\$ 0
Task 3	Final Design	\$ 210,000	\$ 168,637
Task 4	Construction	\$ 1,779,513	\$ 1,836,982
Contingency		\$ 253,209	\$ 0
<b>Project P2 Total</b>		<b>\$ 2,248,722</b>	<b>\$ 2,005,619</b>
<b>Project P7: Station Security and Backup Generators</b>			
Task 1	Preliminary Engineering	\$ 10,760	\$ 0
Task 2	Environmental Review	\$ 5,000	\$ 0
Task 3	Final Design	\$ 91,843	\$ 75,428
Task 4	Construction	\$ 1,076,035	\$ 1,236,100
Contingency		\$ 128,974	\$ 40,000
<b>Project P7 Total</b>		<b>\$ 1,312,612</b>	<b>\$ 1,351,528</b>
<b>Project P8: Charlotte Maintenance Facility</b>			
Task 1	Preliminary Engineering	\$ 287,500	\$ 168,068
Task 2a	Environmental Review	\$ 60,000	\$ 112,045
Task 2b	ROW	\$ 5,000,000	\$ 30,250,000
Task 3	Final Design	\$ 1,711,000	\$ 672,270
Task 4	Construction	\$ 11,500,000	\$ 17,019,198
Contingency		\$ 4,826,754	\$ 3,257,805
<b>Project P8 Total</b>		<b>\$ 23,385,254</b>	<b>\$ 51,479,386</b>
<b>Project P11: Kannapolis Station Platform Canopy</b>			
Task 1	Preliminary Engineering	\$ 10,000	\$ 9,926
Task 2	Environmental Review	\$ 6,000	\$ 0
Task 3	Final Design	\$ 30,000	\$ 86,839
Task 4	Construction	\$ 270,000	\$ 441,477
Contingency		\$ 28,715	\$ 0
<b>Project P11 Total</b>		<b>\$ 344,715</b>	<b>\$ 538,242</b>
<b>Project P14: High Point Station Parking Expansion</b>			
Task 1	Preliminary Engineering	\$ 0	\$ 0
Task 2	Environmental Review	\$ 6,000	\$ 0
Task 3	Final Design	\$ 93,000	\$ 110,382
Task 4	Construction	\$ 1,550,000	\$ 1,753,510
Contingency		\$ 550,000	\$ 0
<b>Project P14 Total</b>		<b>\$ 2,199,000</b>	<b>\$ 1,863,892</b>
<b>Project P16: Burlington Station Platform Extension</b>			
Task 1	Preliminary Engineering	\$ 0	\$ 0
Task 2	Environmental Review	\$ 6,000	\$ 0
Task 3	Final Design	\$ 43,500	\$ 45,819
Task 4	Construction	\$ 230,000	\$ 237,828
Contingency		\$ 54,980	\$ 0
<b>Project P16 Total</b>		<b>\$ 334,480</b>	<b>\$ 283,647</b>

Project Task		Initial Approved Project Budget	Revised Approved Project Budget
<b>Project P23: Capital Yard Phase I Improvements</b>			
Task 1	Preliminary Engineering	\$ 0	\$ 0
Task 2	Environmental Review	\$ 6,000	\$ 0
Task 3	Final Design	\$ 280,000	\$ 325,179
Task 4	Construction	\$ 4,580,000	\$ 2,921,330
Contingency		\$ 1,238,460	\$ 0
<b>Project P23 Total</b>		<b>\$ 6,104,460</b>	<b>\$ 3,246,509</b>
<b>Project P24: Passenger Information Display Systems (PIDS)</b>			
Task 1	Preliminary Engineering	\$ 40,000	\$ 541,914
Task 2	Environmental Review	\$ 2,000	\$ 0
Task 3	Final Design	\$ 137,400	\$ 131,239
Task 4	Construction	\$ 1,200,000	\$ 1,200,000
Contingency		\$ 127,497	\$ 215,628
<b>Project P24 Total</b>		<b>\$ 1,506,897</b>	<b>\$ 2,088,781</b>
<b>Project P42: Raleigh Union Station</b>			
PA	Project Administration	N/A	\$ 1,590,000
Task 1	Preliminary Engineering	N/A	\$ 0
Task 2	Environmental Review	N/A	\$ 0
Task 3	Final Design	N/A	\$ 0
Task 4	Construction	N/A	\$ 11,335,000
Contingency		N/A	\$ 1,475,000
<b>Project P42 Total</b>		<b>N/A</b>	<b>\$ 14,400,000</b>
<b>Stations and Facilities Subtotal</b>		<b>\$ 37,436,140</b>	<b>\$ 77,257,604</b>
<b>Track and Structures</b>			
<b>Project P1: Graham (CP Merrill) to CP Haw River passing siding and curve realignment</b>			
Task 1	Preliminary Engineering	\$ 357,966	\$ 34,582
Task 2	Environmental Review	\$ 112,239	\$ 245
Task 3	Final Design	\$ 149,616	\$ 233,095
Task 4	Construction	\$ 5,276,791	\$ 13,657,335
Contingency		\$ 2,959,979	\$ 748,295
<b>Project P1 Total</b>		<b>\$ 8,856,591</b>	<b>\$ 14,673,552</b>
<b>Project P10a: Double Track CP Haydock to CP Junker</b>			
Task 1	Preliminary Engineering	\$ 3,306,605	\$ 4,335,553
Task 2	Environmental Review	\$ 719,320	\$ 408,795
Task 3	Final Design	\$ 2,167,419	\$ 2,561,546
Task 4	Construction	\$ 66,485,168	\$105,012,180
Contingency		\$ 19,092,781	\$ 7,581,159
<b>Project P10a Total</b>		<b>\$ 91,771,293</b>	<b>\$119,899,233</b>
<b>Project P10b: Double Track CP Reid to North Kannapolis</b>			
Task 1	Preliminary Engineering	\$ 2,241,321	\$ 3,442,902
Task 2	Environmental Review	\$ 501,086	\$ 210,727
Task 3	Final Design	\$ 1,468,888	\$ 1,256,295
Task 4	Construction	\$ 68,642,201	\$ 76,687,517
Contingency		\$ 19,739,983	\$ 4,459,126
<b>Project P10b Total</b>		<b>\$ 92,593,479</b>	<b>\$ 86,056,567</b>

Project Task		Initial Approved Project Budget	Revised Approved Project Budget
<b>Project P10c: Double Track CP Bowers to CP Lake</b>			
Task 1	Preliminary Engineering	\$ 1,171,445	\$ 1,189,582
Task 2	Environmental Review	\$ 261,895	\$ 35,693
Task 3	Final Design	\$ 767,726	\$ 974,801
Task 4	Construction	\$ 31,775,510	\$ 42,881,459
Contingency		\$ 9,737,064	\$ 3,506,498
<b>Project P10c Total</b>		<b>\$ 43,713,640</b>	<b>\$ 48,588,033</b>
<b>Project P12: Klumac Road Grade Separation</b>			
Task 1	Preliminary Engineering	\$ 234,368	\$ 33,565
Task 2	Environmental Review	\$ 57,543	\$ 0
Task 3	Final Design	\$ 121,542	\$ 12,036
Task 4	Construction	\$ 2,421,070	\$ 13,512,022
Contingency		\$ 1,849,009	\$ 1,365,067
<b>Project P12 Total</b>		<b>\$ 4,683,532</b>	<b>\$ 14,922,690</b>
<b>Project P13: Curve Realignment at CP Duke</b>			
Task 1	Preliminary Engineering	\$ 138,909	\$ 127,990
Task 2	Environmental Review	\$ 34,050	\$ 5,909
Task 3	Final Design	\$ 72,147	\$ 67,775
Task 4	Construction	\$ 344,018	\$ 648,954
Contingency		\$ 855,535	\$ 250,397
<b>Project P13 Total</b>		<b>\$ 1,444,659</b>	<b>\$ 1,101,025</b>
<b>Project P15: McLeansville Road Grade Separation</b>			
Task 1	Preliminary Engineering	\$ 277,887	\$ 656,903
Task 2	Environmental Review	\$ 156,265	\$ 374,969
Task 3	Final Design	\$ 98,499	\$ 188,118
Task 4	Construction	\$ 1,897,590	\$ 5,163,419
Contingency		\$ 1,344,782	\$ 1,307,300
<b>Project P15 Total</b>		<b>\$ 3,775,023</b>	<b>\$ 7,690,709</b>
<b>Project P17-18: CP Nelson to CP Clegg passing siding / Hopson Road grade separation</b>			
Task 1	Preliminary Engineering	\$ 994,274	\$ 118,192
Task 2	Environmental Review	\$ 212,504	\$ 209
Task 3	Final Design	\$ 514,387	\$ 152,600
Task 4	Construction	\$ 11,805,812	\$ 24,087,967
Contingency		\$ 4,458,113	\$ 1,596,605
<b>Project P17-18 Total</b>		<b>\$ 17,985,090</b>	<b>\$ 25,955,573</b>
<b>Project P19: Morrisville Parkway Grade Separation</b>			
Task 1	Preliminary Engineering	\$ 524,524	\$ 1,002,078
Task 2	Environmental Review	\$ 178,071	\$ 26,250
Task 3	Final Design	\$ 280,604	\$ 560,143
Task 4	Construction	\$ 9,315,684	\$ 18,773,930
Contingency		\$ 3,698,211	\$ 1,953,196
<b>Project P19 Total</b>		<b>\$ 13,997,094</b>	<b>\$ 22,315,597</b>

Project Task		Initial Approved Project Budget	Revised Approved Project Budget
<b>Project P21: Private Crossing Safety Initiative (PCSI)</b>			
Task 1	Preliminary Engineering	\$ 1,568,942	\$ 343,913
Task 2	Environmental Review	\$ 834,439	\$ 114,711
Task 3	Final Design	\$ 564,042	\$ 71,923
Task 4	Construction	\$ 5,645,267	\$ 2,373,748
Contingency		\$ 3,395,745	\$ 579,534
<b>Project P21 Total</b>		<b>\$ 12,008,435</b>	<b>\$ 3,483,829</b>
<b>Track and Structures Subtotal</b>		<b>\$290,828,836</b>	<b>\$344,686,808</b>
<b>CRISP-NS/CSXT Mainline Grade Separation</b>			
<b>Project P9: NS/CSXT ML Grade Separation</b>			
Task 1	Preliminary Engineering	\$ 4,930,910	\$ 2,244,334
Task 2	Environmental Review	\$ 720,042	\$ 386,339
Task 3	Final Design	\$ 3,952,956	\$ 42,417
Task 4	Construction	\$ 58,896,360	\$ 0
Contingency		\$ 18,464,889	\$ 0
<b>Project P9 Total</b>		<b>\$ 86,965,157</b>	<b>\$ 2,673,090</b>
<b>MLGS Subtotal</b>		<b>\$ 86,965,157</b>	<b>\$ 2,673,090</b>
<b>NCDOT Program Total</b>		<b>\$520,000,000</b>	<b>\$520,000,000</b>

# **EXHIBIT B**

**Table 1  
Parcel Summaries  
Charlotte Locomotive and Railcar Maintenance Facility  
Charlotte, Mecklenburg County, North Carolina  
H&H Job No. ROW-418**

PIN Number (DOT Parcel ID Number)	Property Address	Current Property Owner	Acres	Current Tax Valuation	Identified Past Uses	Current Use	Environmental Report Summaries
07326219 (20A & 21D - This property previously consisted of two parcels)	522 Penman Street	NCDOT	2.30	\$901,100	Western portion of property - lumber yard, boat manufacturing/painting, electrical supply, sales and distribution facilities. Eastern portion of property - strap and candy manufacturing, trucking warehouse, appliance warehouse, auto repair, office equipment facility, and marketing facility.	Vacant	Western portion of property (20A) - <i>Limited Phase I Environmental Site Assessment</i> (ESA) May 27, 2005 - The Phase I ESA indicates that three gasoline USTs were installed in 1984 and removed 1990 (locations unknown). No DENR files were available for review and the site was not listed in the Environmental Data Resources, Inc. (EDR) database report as a LUST. Groundwater beneath the site is potentially impacted with chlorinated solvents (primarily TCE) due to an off-site source (Diversey Water Technologies - 1201 S. Graham St.). An associated monitoring well is located on site. - <i>Preliminary Site Assessment</i> (PSA) October 25, 2005 - A geophysical anomaly identified on the property was recommended for exploratory investigation to confirm that no UST is present. No impacts were identified in soil samples collected near the anomaly.  Eastern portion of property (21D) - <i>Phase I ESA</i> May 27, 2005 - A small area of surface soil staining (5 ft in dia.) was identified on site. Groundwater beneath the site is potentially impacted with chlorinated solvents (primarily TCE) due to an off-site source (Diversey Water Technologies 1201 S. Graham St.). - <i>PSA</i> October 25, 2005 - TPH DRO (22,000 mg/kg), (O&G 32,000 mg/kg) and other petroleum constituents were detected in a soil sample collected from the above mentioned surface stain area.
07326220 (20B)	1224 S. Graham Street	NCDOT	0.17	\$21,800	Residential	Vacant	- <i>Phase I ESA</i> May 27, 2005 - No specific historical environmental concerns identified. Groundwater beneath the site is impacted with chlorinated solvents (primarily TCE) due to an off-site source (Diversey Water Technologies 1201 S. Graham St.). An associated monitoring well (TCE 0.26 mg/L identified mid 90's) is located on site. - <i>PSA</i> October 25, 2005 - No concerns based on geophysical survey.
07326218 (26)	521 Penman Street	NCDOT	0.65	\$89,600	Lumber yard, trucking companies, dye warehouse, pipe and foundry warehouse	Vacant	- <i>Phase I ESA</i> May 27, 2005 - Concrete pad and vent pipes observed on site indicating potential USTs. Groundwater beneath the site is potentially impacted with chlorinated solvents (primarily TCE) due to an off-site source (Diversey Water Technologies 1201 S. Graham St.). - <i>PSA</i> October 25, 2005 - Two suspected USTs based on geophysical survey. No impacts detected in soil samples collected near potential USTs except TPH DRO (7.2 mg/kg) at 8-10 ft bgs. Shallow soil sample collected near a northern storage shed contained concentrations of DRO, O&G, and PCE above DENR standards.
07326803 (28)	1130 W. Palmer Street	NCDOT	0.99	\$327,000	Roofing warehouse, concrete form/supply distributor, and fuel oil distributor	Vacant	- <i>Phase I ESA</i> May 27, 2005 - see UST discussion below. Formerly occupied by Tucker-Kirby Company - 520 W. Palmer St. (Former distributor of concrete forms and supplies) site used in early 70's distribute fuel oil in association w/ Mullis Oil Co. - <i>PSA</i> October 25, 2005 - No issues based on geophysical survey. No soil impacts in samples collected near former USTs. - <i>Summary Report Tank Excavation Operations</i> December 1991 - (Incident #15141) UST Closure for Tucker Kirby Company (Tucker Kirby appeared to also occupy Parcels 07326801 and 07326804). Two 20,000-gallon diesel USTs and one 10,000-gallon gasoline UST were removed in 1991 (these USTs may have been located on Parcel 07326804). TPH (up to 2,800 mg/kg) was detected beneath the diesel USTs. Approximately 550 cubic yards of impacted soil was excavated and may have been treated on site. No impacts were detected in post-excavation soil samples. No impacts were detected near the gasoline UST. - DENR issued a no further action (NFA) status in 1992.
07326215 (31)	1336 S. Graham Street	Charlotte Pipe & Foundry	3.75	\$490,200	Baseball stadium, film distributors, trucking companies and repair, retail sales, millwork, HVAC company, pipe & foundry warehouse and storage	Charlotte Pipe & Foundry warehouse and storage	- <i>Summary Report Tank Excavation Operations</i> October 8, 1990 and <i>Limited Site Assessment Report</i> (LSA) December 9, 2005 for Vickers Realty (property leased to Ramcon, Inc. for shipping warehouse) (Incident 13137)- Two 5,000-gallon, one 4,000-gallon, & one 2,000-gallon diesel USTs removed in 1990. TPH (up to 16,000 mg/kg) was detected in soil samples beneath the USTs (additional delineation of impacted soils was completed at the site). As part of LSA activities, seven monitoring wells were installed at the site. Petroleum impacts in soil samples collected from monitoring wells exceeded soil to groundwater and residential MSCCs and benzo (a) pyrene exceeded the industrial/commercial MSCC in one soil sample location. Petroleum groundwater impacts were also detected slightly above the 2L Standard. - DENR issued a NFA status in 2006 with a Notice of Residual Petroleum (NORP) restricting groundwater use and soil restrictions (impacted soil area can only be disturbed for remediation purposes). - <i>Geophysical Survey Report</i> April 9, 2011 - 30 targets (on Parcels 07326215, 07326203, 07326207, & 07326201) w/ "low confidence" were identified indicating characteristics of potential drums or USTs.
07326203 (31)	624 W. Summit Avenue	Charlotte Pipe & Foundry	4.20	\$355,900	Lumber yard, pipe & foundry warehouse and storage	Charlotte Pipe & Foundry warehouse and storage	- <i>Underground Storage Tank Closure Report</i> June 1994 and <i>Investigation for Soil and Groundwater Cleanup Report</i> September 8, 1995 for H&S Lumber (reported as) 520 W. Summit Ave (Incident 10990)- One 1,000-gallon diesel UST and one 4,000 gallon gasoline UST were removed in 1994. TPH DRO (up to 17 mg/kg) and GRO (up to 378 mg/kg) were detected in soil samples collected during closure activities. Approximately 120 tons of impacted soil was excavated from the UST basin up to bedrock. TPH GRO impacts above the DENR Action Level were detected in post excavation samples. One monitoring well was subsequently installed near the UST excavation. Petroleum groundwater impacts were detected above the 2L Standard. The site was ranked as a low priority (site ranking was E). A note in the DENR file indicated a LSA was needed in 2000. - <i>Geophysical Survey Report</i> April 9, 2011 - 30 targets (on Parcels 07326215, 07326203, 07326207, & 07326201) w/ "low confidence" were identified indicating characteristics of potential drums or USTs.
07326207 (31)	606 W. Summit Avenue	Charlotte Pipe & Foundry	0.22	\$29,300	Residential, pipe & foundry warehouse and storage	Charlotte Pipe & Foundry warehouse and storage	- <i>Initial Abatement Action Report</i> August 14, 2008 for Charlotte Pipe and Foundry (reported as 624 W. Summit Ave) (Incident 36493) Two 550-gallon heating oil usts were removed in 2008. TPH DRO (up to 16,700 mg/kg) & GRO (up to 83.3 mg/kg) were detected in soil samples collected from the UST excavation. Approximately 199 tons of impacted soil were removed from the excavation and post-excavation confirmation samples were non-detect using DENR risk-based analyses. - DENR issued a NFA status in 2008 - <i>Geophysical Survey Report</i> April 9, 2011 - 30 targets (on Parcels 07326215, 07326203, 07326207, & 07326201) w/ "low confidence" were identified indicating characteristics of potential drums or USTs.
07326201 (31)	632 W. Summit Avenue	Charlotte Pipe & Foundry	0.95	\$434,900	Residential, plumbing supply, repair shop, chemical supply, video production, marketing, pipe & foundry warehouse and storage	Charlotte Pipe & Foundry warehouse and storage	- <i>Geophysical Survey Report</i> April 9, 2011 - 30 targets (on Parcels 07326215, 07326203, 07326207, & 07326201) w/ "low confidence" were identified indicating characteristics of potential drums or USTs.

**Table 1  
Parcel Summaries  
Charlotte Locomotive and Railcar Maintenance Facility  
Charlotte, Mecklenburg County, North Carolina  
H&H Job No. ROW-418**

PIN Number (DOT Parcel ID Number)	Property Address	Current Property Owner	Acres	Current Tax Valuation	Identified Past Uses	Current Use	Environmental Report Summaries
07326804 (31A)	1128 S. Graham Street	Charlotte Pipe & Foundry	0.83	\$108,600	Residential, concrete form/supply distributor, and fuel oil distributor	Vacant	(See Parcel 07326803 Tucker-Kirby UST discussion above - former USTs associated with Tucker-Kirby appear to have been located on this parcel) - <i>Geophysical Survey Report</i> April 8, 2011 - Some metallic debris and 8 targets w/ "low confidence" were identified indicating characteristics of potential drums or USTs.
07326216 (32)	1320 S. Graham Street	RJS/STS, LLC	1.63	\$626,500	Smith Metal & Iron junkyard and plumbing supply/distributor	Ferguson Plumbing Supply	No files available for review.
11910318 (33)	601 W. Summit Avenue	Electrolux Home Products, Inc. successor by merger to White Consolidated Industries, Inc. a Delaware Corporation	10.01	\$595,200	Metal machining and fabrication for industrial equipment, cabinet and building products	Vacant (active groundwater remediation infrastructure and monitoring well network)	<p><b>Former Copes-Vulcan Facility (NONCD0001097)</b>  <b>NCDENR REC program</b>  <i>Phase I Remedial Investigation Report</i> March 30, 2005, <i>Phase II Remedial Investigation Report</i> July 2006, <i>Remedial Action Plan - Step One</i> December 2006, <i>Remedial Action Plan - Step Two</i> June 2008, <i>Addendum Remedial Action Plan - Step Two</i>, March 15, 2012, <i>Notice of On-Site Cleanup and Disposal of PCB Remediation Waste and Application for Risk-Based Disposal Approval ("Hybrid Plan")</i> April 14, 2010  <b>Remedial Investigation (RI)</b> completed between 2004 &amp; 2006                      -Chlorinated solvents identified (primarily PCE) in soil and groundwater (primarily AOCs 4, 13, &amp; 21). Groundwater impacts extend to bedrock and downgradient to Irwin Creek.                      -PCB impacted soils encompassed a roughly 130,000 sq ft area                      -Chromium impacted soil &amp; groundwater identified in north/central portion of site                      -Creosoted wood flooring &amp; SVOC impacted base materials identified in former building areas                      - other minor impacts  <b>Step 1 Remedial Action (RA)</b> completed (along w/ building demo)                      -Removal of creosote wood flooring in (AOC 15) and SVOC impacted base material to site Remedial Goals (RGs)                      -Removal of PCE impacted soils (AOC 4) to site RGs                      -Removal of concrete pits (AOC 6) with VOCs, PCBs, &amp; metals impacts to site RGs                      -Areas were then backfilled and revegetated                      Step 1 Construction Completion report completed in 2008  <b>Step 2 RA</b> completed with the exception of LUR                      - Removal of shallow chlorinated solvent impacted soils &amp; installation of infiltration galleries for in situ chemical oxidation of deeper impacted soils in AOCs 13 &amp; 21                      - AOCs 4, 13, &amp; 21 include in-situ chemical oxidation of chlorinated solvent impacted saturated soil and groundwater via injection wells                      - Shallow chromium impacted soil removal (AOC 3) and in-situ chemical reduction for Cr impacted saturated soil and groundwater via infiltration gallery and injection wells                      - Removal of PCB impacted soil exceeding 1 ppm - all completed except for sub area 5 (the RG changed to 25 ppm and implementing LUR due to deeper PCB impacted soil found during excavation in sub area 5 - not feasible to dig all impacts); LUR not filed                      - Other minor impacted areas also remediated as part of remedial activities                      - Subsequent groundwater, surface water and soil vapor monitoring planned for the site                      - Need to implement LUR for PCB impacted soils left in place                      Step 2 Construction Completion Report not completed until LUR is implemented</p> <p><b>NCDENR UST Incident 9109</b>                      - <i>Closure Assessment Report</i> September 11, 1992 - One 280-gallon waste oil UST and one 500-gallon cutting oil UST were removed in 1992. TPH soil impacts (up to 6,647 mg/kg) identified beneath the cutting oil UST.                      - <i>Investigation for Soil and GW Cleanup</i> December 22, 1992 - An unknown amount of impacted soil was excavated from the former tank pit and disposed                      - <i>LSA Report</i> July 2002 - Impacts in soil samples collected from a monitoring well (MW-1) installed in the former UST basin were below soil-to-groundwater MSCCs. Aliphatic/aromatic fractions over 2L Standards were detected in the groundwater sample collected from MW-1.                      -DENR issued a NFA status in 2002 with a NORP restricting groundwater use on the property.</p> <p>Note: Extensive concrete, uncontrolled fill, and debris surrounds the western end of the level area that formerly contained the Copes-Vulcan buildings</p>
11910398 (35)	621 W. Summit Avenue	Electrolux Home Products, Inc. successor by merger to White Consolidated Industries, Inc. a Delaware Corporation	0.68	\$59,100	Coin laundromat, retail, appliance service, and/or residential	Vacant	No files available for review. This property was associated with Parcel 11910318 above.
11910396 (36)	Merriman Avenue	Electrolux Home Products, Inc. successor by merger to White Consolidated Industries, Inc. a Delaware Corporation	0.17	\$75,000	Coin laundromat, retail, appliance service, and/or residential	Vacant	No files available for review. This property was associated with Parcel 11910318 above.
11910395 (37)	Merriman Avenue	Electrolux Home Products, Inc. successor by merger to White Consolidated Industries, Inc. a Delaware Corporation	0.17	\$75,000	Coin laundromat, retail, appliance service, and/or residential	Vacant	No files available for review. This property was associated with Parcel 11910318 above.
11910397(39)	Merriman Avenue	Electrolux Home Products, Inc. successor by merger to White Consolidated Industries, Inc. a Delaware Corporation	0.08	\$800	Coin laundromat, retail, appliance service, and/or residential	Vacant	No files available for review. This property was associated with Parcel 11910318 above.

# **EXHIBIT C**

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

**IN THE MATTER OF:    The North Carolina Department of Transportation**

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

Nick Tennyson, being duly sworn, hereby deposes and says:

1. I am <<Chief Deputy Secretary>> of the North Carolina Department of Transportation.
2. [if signatory is not President, add this paragraph: "I am fully authorized to make the declarations contained herein and to legally bind the North Carolina Department of Transportation."]
3. The North Carolina Department of Transportation is applying for a Brownfields Agreement with the North Carolina Department of Environment and Natural Resources, pursuant to N.C.G.S. ̄ 130A, Article 9, Part 5 (Brownfields Act), in relation to the following 07326219, 07326220, 07326803, 07326804, 07326218, 07326216, 07326215, 07326203, 07326207, 07326201, 11910398, 11910396, 11910395, 11910397, 11910318 parcel(s) in Charlotte, Mecklenburg, County, North Carolina: 522 Penman St (PIN 07326219), 1224 S. Graham St (PIN 07326220), 1130 W. Palmer Street (PIN 07326803), 1128 S. Graham St (PIN 07326804), 521 Penman St (PIN 07326218), 1320 S. Graham St (PIN 07326216), 1336 S. Graham St (PIN 07326215), 624 W. Summit Ave (PIN 07326203), 606 W. Summit Ave (PIN 07326207), 632 W. Summit Ave (PIN 07326201), 621 W. Summit Ave (PIN 11910398), Merriman Ave (PIN 11910396), Merriman Ave (PIN 11910395), Merriman Ave (PIN 11910397), 601 W. Summit Ave (PIN 11910318)
4. I hereby certify, under the pains and penalties of perjury and of the Brownfields Act, that the North Carolina Department of Transportation, and any parent, subsidiary or other affiliate meets the eligibility requirements of N.C.G.S. ̄ 130A-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 the North Carolina Department of Transportation meets the eligibility requirement of N.C.G.S. ̄ 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

Nick Tennyson

8/22/2014  
Date

Sworn to and subscribed before me  
this 22<sup>nd</sup> day of August, 2014.

Michele M. Heath Notary Public

My commission expires: My Commission Expires Feb. 14, 2017

**Michele M. Heath, Notary Public**



# **EXHIBIT D**

# Preliminary Proposed Brownfields Agreement

## I. Property Facts

- a. Property Address(es): 522 Penman St (PIN 07326219), 1224 S. Graham St (PIN 07326220), 1130 W. Palmer Street (PIN 07326803), 1128 S. Graham St (PIN 07326804), 521 Penman St (PIN 07326218), 1320 S. Graham St (PIN 07326216), 1336 S. Graham St (PIN 07326215), 624 W. Summit Ave (PIN 07326203), 606 W. Summit Ave (PIN 07326207), 632 W. Summit Ave (PIN 07326201), 621 W. Summit Ave (PIN 11910398), Merriman Ave (PIN 11910396), Merriman Ave (PIN 11910395), Merriman Ave (PIN 11910397), 601 W. Summit Ave (PIN 11910318)

- b. Property Seller: Included below are properties that NCDOT will acquire:

Parcel #'s 11910318, 11910397, 11910395, 11910396 and 11910398

Electrolux Home Products, Inc. successor by  
merger to White Consolidated Industries, Inc. a

Delaware Corporation

David M. Chromy

Assistant General Counsel

Electrolux North America, Inc.

10200 David Taylor Drive

Charlotte, NC 28262

(980) 236-2665

Parcel #s 07326201, 07326804, 07326203, 07326207, and 07326215

Charlotte Pipe & Foundry Company

Max Justice, Partner

Parker Poe Attorney:

Three Wells Fargo Center

401 South Tryon Street

Suite 3000

Charlotte, NC 28202

Phone: 704.335.9010

Fax: 704.335.9675

Parcel # 07326216

RJS/STS LLC

5042 Carmel Road

Charlotte, NC 28226

- c. Property Buyer: NCDOT

- d. Brief Property Usage History: (See attached Table 1 in Exhibit B)

- 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)

Charlotte Locomotive and Railcar Maintenance Facility,  
Charlotte Railroad Improvement & Safety Program (CRISP)

## 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):	Yes - See Env. Rpts		Yes See Env. Rpts				Yes See Env. Rpts
	Petroleum: ASTs <input type="checkbox"/> USTs <input checked="" type="checkbox"/> Other <input type="checkbox"/>	Yes See Env. Rpts		Yes See Env. Rpts				
	Other (list):	PAHs PCBs						
i n o r g a n i c s	Metals (list):	Yes, See Env. Rpts						
	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

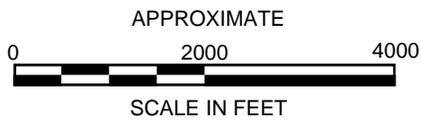
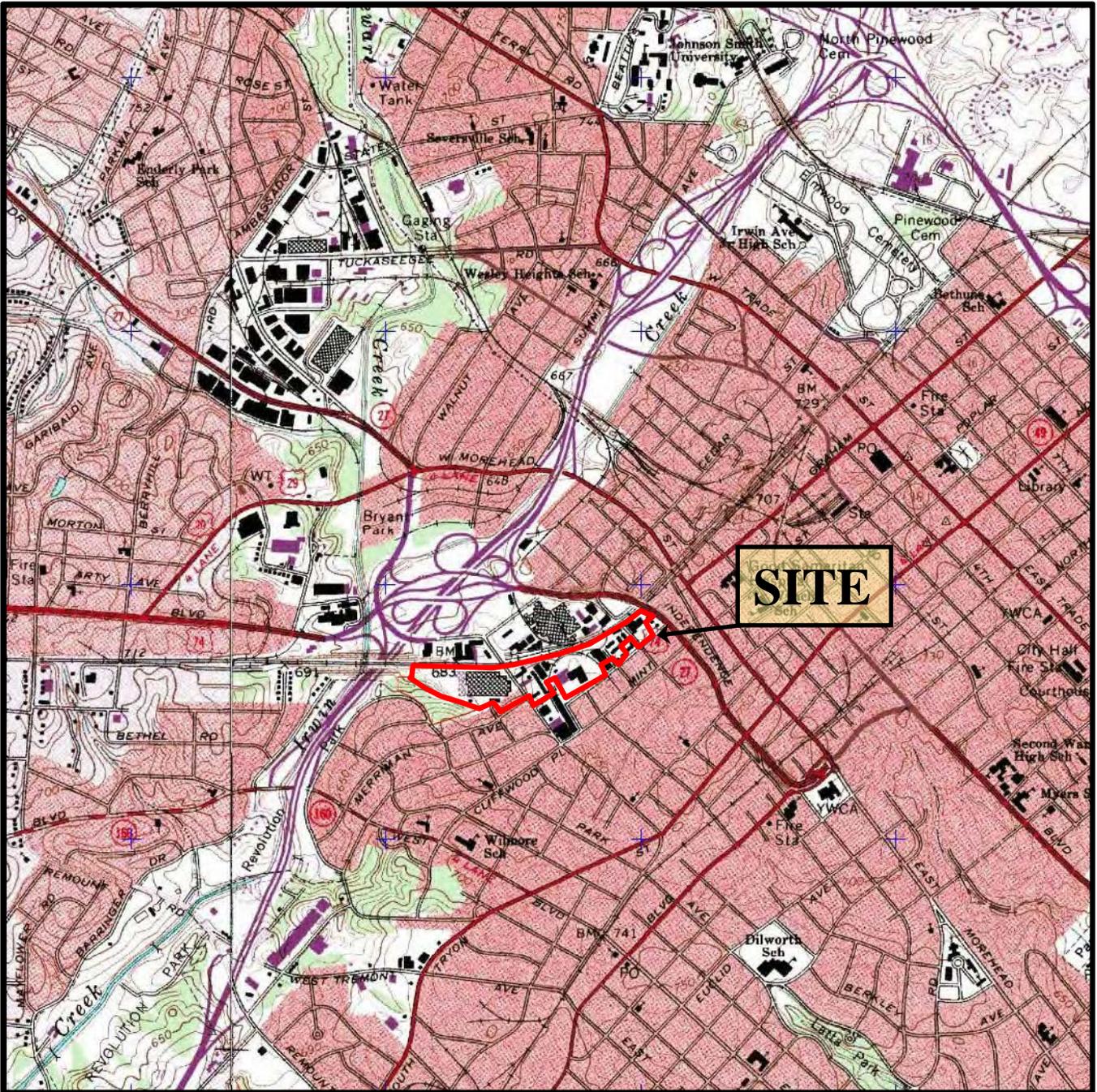
In connection with a brownfields agreement, the Act requires that the developer pay fees to offset the cost to the Department of Environment and Natural Resources and the Department of Justice. In satisfaction of the Act, the following fees apply to any brownfields agreement that is developed for this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

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

Date of Submittal:           8/22/14

# **EXHIBIT E**

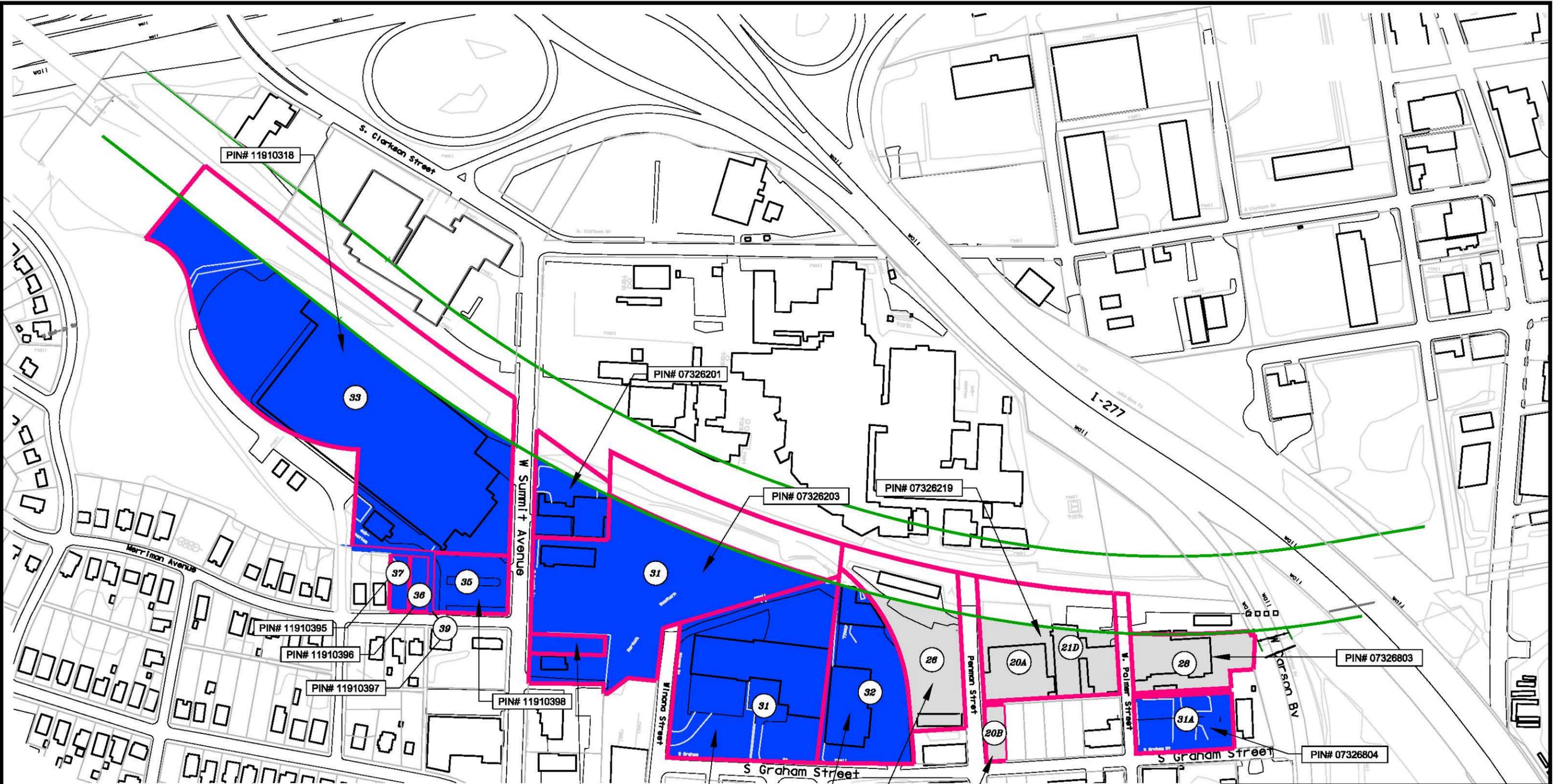


U.S.G.S. QUADRANGLE MAP  
**CHARLOTTE EAST, NC 1991**

QUADRANGLE  
 7.5 MINUTE SERIES (TOPOGRAPHIC)

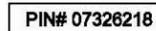
TITLE	<b>PROJECT LOCATION MAP</b>		
PROJECT	CHARLOTTE LOCOMOTIVE AND RAILCAR MAINTENANCE FACILITY CHARLOTTE, MECKLENBURG COUNTY, NORTH CAROLINA		
		2923 S. Tryon Street, Suite 100 Charlotte, NC 28203 704.586.0007(p) 704.586.0373(f)	
DATE:	8-14-14	REVISION NO:	0
JOB NO:	ROW-418	FIGURE:	1

S:\AAA-Master Projects\NC DOT Right-of-Way - ROW\ROW-418 Charlotte Rail P-380\DOT Provided Files\ROW-418.dwg, 11x17 L 8/15/2014 10:28:25 AM, mfooster



**LEGEND**

-  NCDOT PROPERTY
-  FUTURE NCDOT PROPERTY
-  PARCEL LINE

-  MECKLENBURG COUNTY PARCEL IDENTIFICATION NUMBER
-  NCDOT PARCEL ID NUMBER



<b>PARCEL LOCATION MAP</b>	
PROJECT: CHARLOTTE LOCOMOTIVE AND RAILCAR MAINTENANCE FACILITY CHARLOTTE, MECKLENBURG COUNTY, NC	
 2923 South Tryon Street-Suite 100 Charlotte, North Carolina 28203 704-586-0007(p) 704-586-0373(f) License # C-1269 / #C-245 Geology	
DATE: 8-14-14	REVISION NO. 0
JOB NO. ROW-418	FIGURE NO. 2

# **EXHIBIT F**



Photograph 1: View of Parcel 07326803 (1130 W. Palmer Street) from the southwest.



Photograph 2: View of Parcel 07326804 (1128 S. Graham Street) from the southwest.



Photograph 3: View of Parcel 07326219 (522 Penman Street) from the east.



Photograph 4: View of Parcel 07326220 (1224 S. Graham Street) from the northwest.



Photograph 5: View of Parcel 07326218 (521 Penman Street) from the northwest.



Photograph 6: View of Parcel 07326216 (1320 S. Graham Street) from the southeast.



Photograph 7: View of Parcel 07326215 (1336 S. Graham Street) from the southeast.



Photograph 8: View of Parcel 07326203 (624 W. Summit Avenue) from the southeast.



Photograph 9: View of Parcel 07326207 (606 W. Summit Avenue) from the southwest.



Photograph 10: View of Parcel 07326201 (632 W. Summit Avenue) from the west.



Photograph 11: View of Parcel 11910318 (601 W. Summit Avenue) from the east.



Photograph 12: View of Parcel 11910398 (621 W. Summit Avenue) from the east.



Photograph 13: View of Parcels 11910395, 11910396, and 11910397 (vacant grassy area along Merriman Avenue) from the southeast.