



STATE OF DELAWARE
DEPARTMENT OF NATURAL RESOURCES
AND ENVIRONMENTAL CONTROL
DIVISION OF WASTE AND HAZARDOUS SUBSTANCES
REMEDATION SECTION

391 LUKENS DRIVE
NEW CASTLE, DE 19720


20191227-0105741
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Michael E. Kozikowski T20190059128
New Castle Recorder MISC

TELEPHONE: (302) 395-2600
FAX: (302) 395-2601

Tax Parcel Number: 07-038.40-052

PREPARED BY AND RETURN TO:
Environmental Program Administrator
DNREC-RS
391 Lukens Drive
New Castle DE 19720

CERTIFICATION OF COMPLETION OF REMEDY

IMPORTANT NOTICE: Pursuant to 7 Del. C. § 9108, DNREC may place conditions and/or limitations in a certification of completion of remedy (“COCR”) “which must continue to be performed and which provide for the performance of additional remedies in the event that the remedial goals contained in the final plan of remedial action are not achieved as required by the plan.”

The Department of Natural Resources and Environmental Control (“DNREC”) has reviewed a letter request, dated December 23, 2019, made on behalf of RACER Trust, for a certification of completion of remedy for the Operable Unit – 5 (“OU-5”) portion of the General Motors Corp. Wilmington Assembly Plant Site (DE #1149) (the “Site”), located at 801 Boxwood Road, Wilmington, Delaware.¹ The Site operated as an automobile manufacturing facility. Its operations also included ancillary operations requiring the use of petroleum products for various purposes including but not limited to fueling of automobiles, heating, painting, operation of a wastewater treatment plant, cleaning of parts, and hazardous waste storage activities. Each of these operations used various chemicals. Releases of hazardous substances resulted from these historic operations and impacted the soil and groundwater beneath the Site.

The Site is approximately 141 acres in size. It originally consisted of two New Castle County tax parcels: 07-042.10-055 and 07-042-20.010 (Exhibit 1). In March 2019, a new subdivision plan was approved that reduced the size of original tax parcel number 07-042.10-055 and created three new tax parcels (07-042.10-143, 07-042.10-144 and 07-038.40-052) out of the remainder of 07-042.10-055. OU-5, originally a portion of tax parcel 07-042.10-055, was re-designated by New Castle County in 2019 as tax parcel 07-038.40-052 (Exhibit 2). **This COCR addresses OU-5 only.**

¹ . For purposes of overseeing the environmental remedies, DNREC divided the Site into six (6) operable units (the “OUs”)

DNREC issued a COCR for OU-1, OU-2 and OU-3 in March 2018, and issued a COCR for OU-6 in September 2016. OU-5 covers the remediation of soil and groundwater in the area of the Former Test Track Area

A Remedial Investigation (RI) Report completed in 2015 found that the soils in OU-5 contained metals (antimony, arsenic, cadmium, and lead) in concentrations above the DNREC risk criteria for commercial use of the property (outdoor and indoor workers) and utility workers. To evaluate all risk pathways fully, the risk assessment assumes that the soil is not capped and is fully accessible. Residential use of the entire Site including OU-5 is restricted pursuant to Environmental Covenants issued by DNREC.

Groundwater in OU-5 contained metals (arsenic, barium, cobalt, iron and manganese) and volatile organic compounds (VOCs) (benzene, ethylbenzene) and the semi-volatile organic compound (SVOC), naphthalene, at levels above the acceptable standards for potable use. As a result, no groundwater wells can be installed and no groundwater can be withdrawn from any well on the Site without the prior written approval of DNREC. An ecological evaluation indicated that the groundwater contamination will not impact surface water. Two new monitoring wells, MW-112 and MW-113, were installed to determine if leaching was occurring and thereby potentially permitting metals to migrate offsite. Results from these new monitoring wells and other monitoring wells have indicated that metals are not migrating offsite at concentrations that would pose an ecological concern.

The risk for vapor intrusion from OU-5 soil and groundwater into indoor air was also re-evaluated based upon the potential for new commercial building construction on this OU-5. The re-evaluation for vapor intrusion following “hot spot” soil removal from the areas of MW-29, BH-34-11, and BH-27-11/MW-28 did not indicate a risk to indoor air above DNREC standards.

The RI conformed to the requirements of the Delaware Hazardous Substance Cleanup Act, 7 *Del. C. c. 91* (“HSCA”), the Regulations Governing Hazardous Substance Cleanup (the “Regulations”), and all applicable guidance established thereunder.

On January 2, 2019, DNREC issued the proposed plan of remedial action (“proposed plan”) for OU-5² and advertised the public comment period in the News Journal and the Delaware State News from January 6, 2019 through January 28, 2019 (Exhibit 3). DNREC received written comments from the public regarding the proposed plan on January 23, 2019. On March 13, 2019, DNREC held a hearing for members of the public to provide comments on the proposed plan. On August 9, 2019, DNREC issued a Secretary’s Order upholding the proposed plan for OU-5 and did not require any additions or amendments to the proposed plan. As a result, DNREC adopted the proposed plan as the final plan of remedial action (Exhibit 4). The final plan required the following remedial actions to be taken at the Site:

² As previously stated herein, at the time of the issuance of the proposed plan for OU-5 it was still a portion of tax parcel number 07-042.10-055; however, prior to the issuance of the final plan, the tax parcel number for OU-5 was re-designated by New Castle County as tax parcel 07-038.40-052.

1) Preparation of a Remedial Action Work Plan to address four (4) impacted soil areas within 120 days of the issuance of the final plan. The soil from the three (3) smaller areas must be excavated and backfilled with DNREC-approved clean fill. A temporary cap is required to be placed over the larger Test Track Area to prevent contact with the impacted soils until a building or permanent cap is constructed. A permanent cap or building must be constructed within 5 years. **DNREC approved the Remedial Action Work Plan (RAWP) on December 23, 2019.**

2) An Environmental Covenant, consistent with Delaware's Uniform Environmental Covenants Act (7 Del.C. Chapter 79, Subchapter II) must be recorded in the Office of the New Castle County Recorder of Deeds within 90 days of the issuance of the final plan of remedial action. The Environmental Covenant will cover all of New Castle County tax parcel 07-042.10-055 including OU-1 to OU-5. The Environmental Covenant must include the following activity limitations, conditions and/or restrictions:

[a.] Use Restriction. Use of the Property shall be restricted solely to those non-residential type uses permitted within commercial, manufacturing, or industrial districts respectively, as such district types and uses are permitted pursuant to the corresponding zoning district classification of the New Castle County Unified Development Code;

[b.] Limitation of Groundwater Withdrawal. No groundwater wells shall be installed and no groundwater shall be withdrawn from any well on the Property without the prior written approval of DNREC's Remediation Section and DNREC's Division of Water;

[c.] Compliance with the Long Term Stewardship ("LTS") Plan. All work required by the LTS Plan must be performed to DNREC's satisfaction in accordance with the Plan.

The Environmental Covenant, as described above, was recorded for the original tax parcel number 07-042.10-055, on March 22, 2018 in the Office of the Recorder of Deeds for New Castle County at Instrument Number 20180322-0013180. As noted above, OU-5 is now identified as tax parcel number 07-038.40-052. A copy of the Environmental Covenant is attached hereto as Exhibit 5; and

[d.] Compliance with Contaminated Materials Management Plan ("CMMP"). All work required by the Contaminated Materials Management Plan must be performed to DNREC's satisfaction in accordance with the CMMP;

- 1) A Long-Term Stewardship Plan (LTS) updated with OU-5 requirements shall be submitted to DNREC for approval within 60 days of the issuance of the Remedial Action Work Plan. The LTS plan will detail: 1) the temporary cap and the cap inspection process for the Test Track Area, 2) the site-inspection schedule to be followed in order to ensure the long-term integrity of the remedy and 3) the Groundwater monitoring program to ensure that groundwater is not migrating offsite to impact receptors. The temporary cap inspection must be conducted on a quarterly basis until a permanent cap or building is constructed. **DNREC approved the updated LTS Plan on December 17, 2019.**
- 2) A Contaminated Materials Management Plan (CMMP) updated with OU-5 requirements must be submitted to DNREC within 60 days of the issuance of the Remedial Action Work Plan. The CMMP will provide guidance to enable construction workers to safely handle any potentially contaminated soil, prevent soil migration (soil and air borne dust) and groundwater from the Site. **DNREC approved the CMMP on December 17, 2019.**
- 3) Remedial Action Completion Report must be submitted to DNREC within 60 days of the completion of the remedial actions required in this Proposed Plan. **DNREC approved the Remedial Action Completion Report (RACR) on December 23, 2019.**

The conditions, limitations and/or restrictions contained in this COCR identify portions of the final plan that “must continue to be performed, and which provide for the performance of additional remedies in the event that the remedial goals contained in the final plan are not achieved as required by the plan and the [Regulations.” 7 Del. C. §9108.

If circumstances change or any new information becomes available relating to a prior or future release of a hazardous substance at the Site in excess of applicable risk levels, DNREC reserves the right to require additional remedial actions to be taken in order to protect human health and the environment.

Any person who owns, operates or otherwise controls activities at the Site after the date of issuance of this COCR shall not, by virtue of that later ownership, operation or control, be liable for any release or imminent threat of release addressed herein. Nor shall such person be liable for any future release or imminent threat of release attributable to conditions existing prior to the issuance of this certification of completion of remedy, provided such person does not interfere with, or permit any interference with, any aspect of the remedy fail to comply with the requirements of the final plan. See 7 Del. C. § 9105(e).

Pursuant to 7 Del. C. § 9115(b), Owner is required to promptly record this Certification of Completion of Remedy in the Office of the New Castle County Recorder of Deeds.

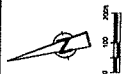
12/23/2019
Date of Issuance

Qazi Salahuddin
Qazi Salahuddin,
Environmental Program
Administrator
DNREC, Remediation Section

SWORN TO AND SUBSCRIBED before me this 23rd day of December, 2019.

K. R. Brady
NOTARY PUBLIC
Commission Expires
Upon Office. Keith R. Brady
Deputy Attorney
General

Exhibits



LEGEND

- APPROXIMATE FACILITY BOUNDARY
- FACILITY
- RAILWAY
- APPROXIMATE LOCATION OF FORMER OPEN DITCH
- OPERABLE UNIT BOUNDARY
- TAX PARCEL BOUNDARY

Exhibit 1

SCALE VERIFICATION

THIS DRAWING IS 1" = 60' ORIGINAL. ADJUST SCALE ACCORDINGLY.

FORMER WILMINGTON ASSEMBLY PLANT

COCR

HISTORIC SITE TAX PARCELS

Source: Reference

Project # 17338-00

Client # 17338-00

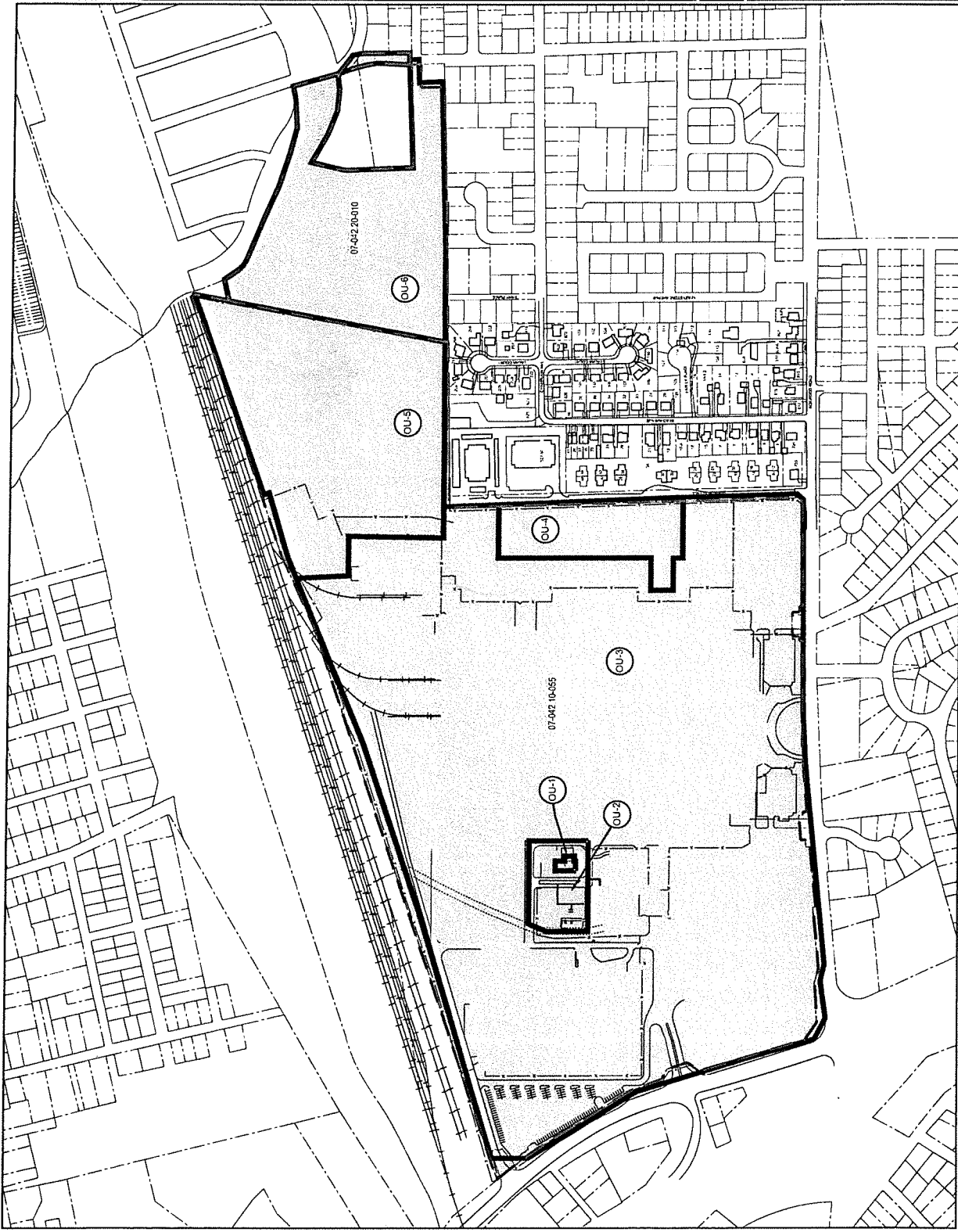
Scale 1"=60'

Date SEPTEMBER 18

Project # 17338-00

Client # 17338-00

Scale 1"=60'



17338-00-122479-00-11



LEGEND

- APPROXIMATE FACILITY BOUNDARY
- FENCELINE
- RAILWAY
- APPROXIMATE LOCATION OF FORMER OPEN DITCH
- OPENABLE UNIT BOUNDARY
- TAX PARCEL BOUNDARY

Exhibit 2

SCALE VERIFICATION

1" = 100' PARALLEL TO ORIGINAL ASSET BEARING ACCORDINGLY

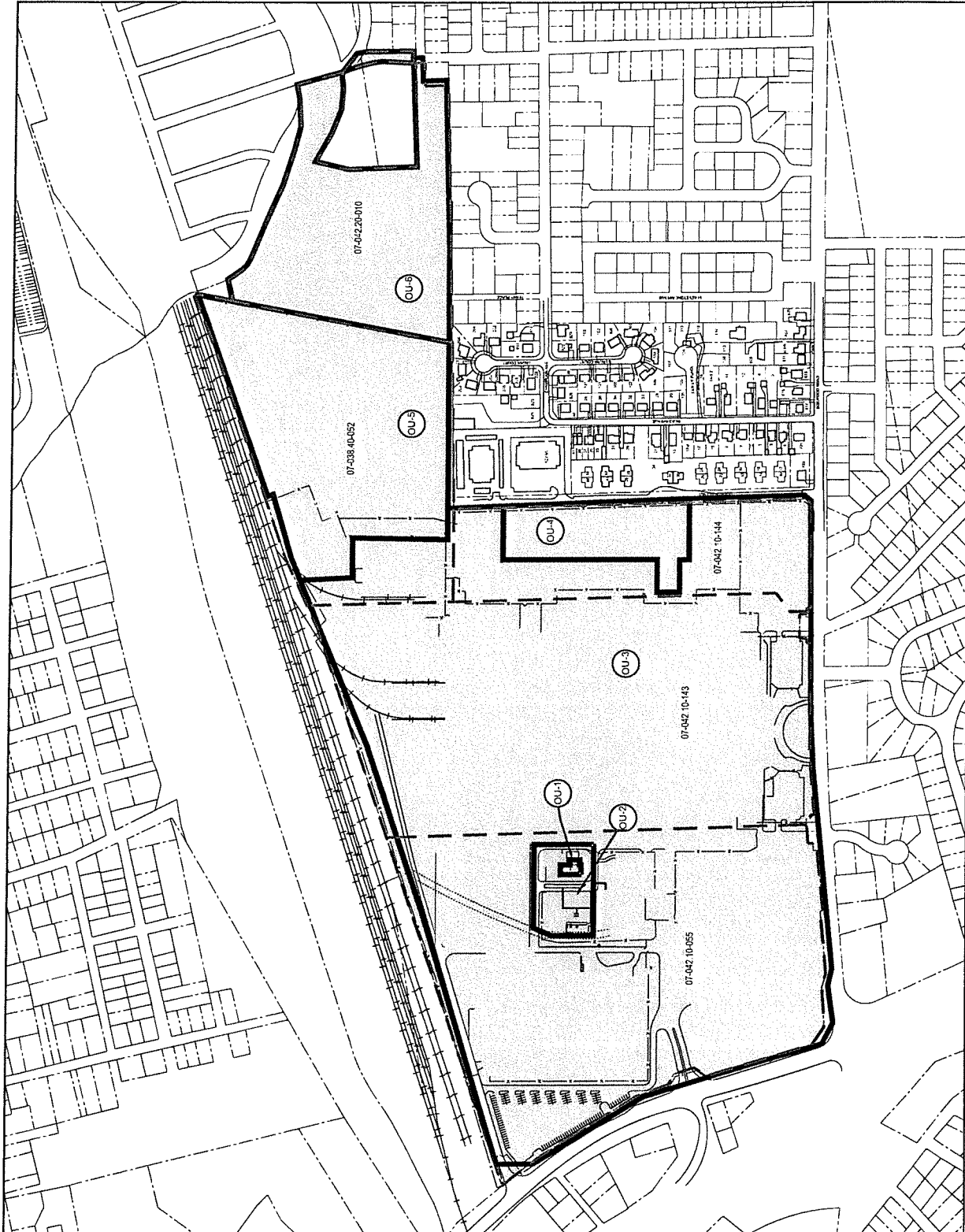
FORMER WILMINGTON ASSEMBLY PLANT

COOR

2019 SITE TAX PARCELS



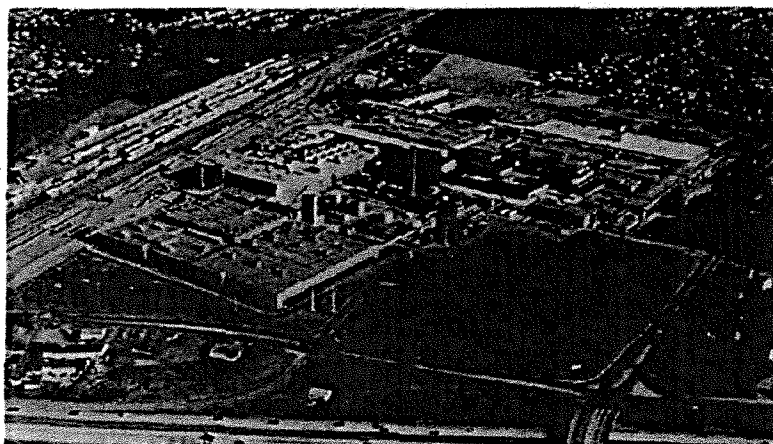
Project #	17338-00	Sheet #	2
Project Name	PRES008		
City	DELMAR, DE		





PROPOSED PLAN OF REMEDIAL ACTION

**General Motors Corp. Wilmington Assembly Plant OU-5
Wilmington, Delaware
DNREC Project No. DE-1149**



January 2019

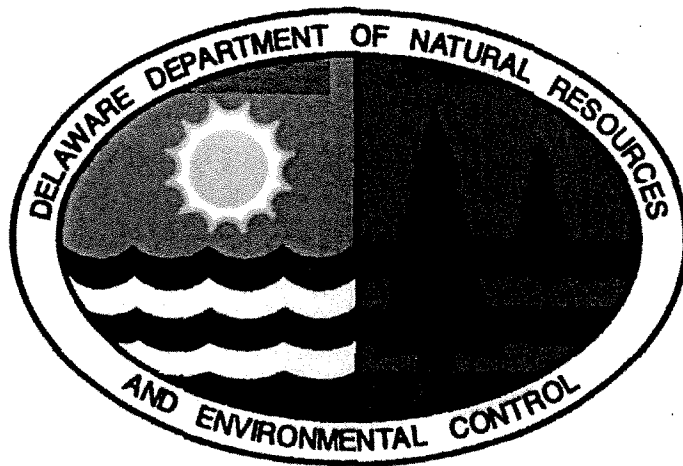
**Delaware Department of Natural Resources and Environmental Control
Division of Waste and Hazardous Substances
Site Investigation & Restoration Section
391 Lukens Drive
New Castle, Delaware 19720**

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- **Figures: 1 & 2**
- **Glossary of Terms**

PROPOSED PLAN OF REMEDIAL ACTION

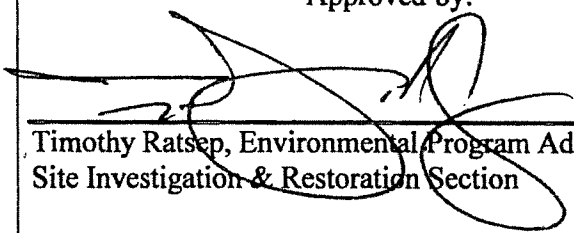
General Motors Corp. Wilmington Assembly Plant OU- 5
Wilmington, Delaware
DNREC Project No. DE-1149



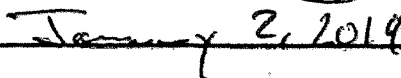
Approval:

This Proposed Plan meets the requirements of the Hazardous Substance Cleanup Act.

Approved by:


Timothy Ratsep, Environmental Program Administrator
Site Investigation & Restoration Section

Date





What is the Proposed Plan of Remedial Action?

The Proposed Plan of Remedial Action (Proposed Plan) summarizes the clean-up (remedial) actions that are being proposed to address contamination found at the Site for public comment. A legal notice is published in the newspaper for a 20-day comment period. DNREC considers and addresses all public comments received and publishes a Final Plan of Remedial Action (Final Plan) for the Site.

What is the GM Site OU-5?

The General Motors Corp. Wilmington Assembly Plant is located at 801 Boxwood Road in Wilmington, Delaware, and consists of two tax parcels (07-042.10-055 and 07.042-20.010), totaling approximately 142 acres (Figure 1). The nearest intersection to the Site is Boxwood Road and Centerville Road. The Site consists of a 3.2 million square foot Main Assembly Building, Waste Water Treatment Plant (WWTP), Pump Houses, and Powerhouse and is zoned heavy industrial (Figure 2).

This proposed plan addresses Operable Unit-5 (OU-5). The location of the OUs is shown on Figure 2. A brief description of the OUs is provided in the table below.

<i>Operable Units</i>	<i>Description</i>
OU-1	The pump house and aboveground storage tanks (AST) L through Tank O in the AST containment area. Covers soil and groundwater
OU-2	Large AST Area/Truck Unloading Rack and surrounding areas. Cover Soil and groundwater.
OU-3	Main Assembly Plant Area soil and groundwater Not included in other OUs.
OU-4	Former Petroleum Dispensing and UST Area soil plus groundwater under OU-4
OU-5	Former Test Track Area. Covers soil and groundwater.
OU-6	Wooded Area adjacent to Little Mill Creek. Covers soil and groundwater.

OU-1, OU-2, OU-3, and OU-6 have been addressed in separate Proposed Plans. OU-4 will be addressed in separate Proposed Plan.

What happened at the GM Site OU-5?

The Site was developed in 1945 by GM Corporation for the purpose of automobile assembly. Prior to 1945, the Site was undeveloped land. GM Corporation began operations at the Site in

1946 and continued automobile assembly operations until July 2009 when the plant was idled. The Site was sold to Fisker Automotive, Inc. (Fisker) in July 2010. On March 31, 2011, the Revitalizing Auto Communities Environmental Response Trust (RACER Trust) became effective and has been conducting, managing, and funding cleanup at 89 sites including the former Wilmington Assembly Plant. In April 2014, the Site was purchased by Wanxiang Delaware Real Estate Holdings (Wanxiang). Boxwood Industrial Park, LLC purchased the property in October 2017.

The Site contained operations for the manufacturing of automobiles including but not limited to petroleum products for fueling and heating, painting, wastewater treatment plant, cleaning parts, and hazardous waste storage. Each of these operations used various chemicals. Releases occurred at the Site likely as a result of historic operations, which impacted the soil and groundwater beneath the Site.

What is the environmental problem at the GM Site OU-5?

A Remedial Investigation (RI) Report completed in 2015 found that the soil in OU-5 contained **metals** (antimony, arsenic, cadmium, and lead) over DNREC risk criteria for commercial use of the property (outdoor and indoor workers) and utility workers. To fully evaluate all risk pathways, the risk assessment assumes that the soil is not capped and is fully accessible. Residential reuse of the entire Site is restricted by previous proposed plans for OU-1, OU-2, and OU-3. The areas of impacted soil are located in four (4) areas identified on Figure 3 as MW-29 Area (small orange square area to the southwest), BH-34 11 Area (small orange square area to the south), BH-27/MW 28-11 Area (small orange square area within the large green area), and Test Track Area (large green area).

Groundwater in OU-5 contained **metals** (arsenic, barium, cobalt, iron and manganese) and **volatile organic compounds (VOCs)** (benzene, ethylbenzene) and the **semi-volatile organic compound (SVOC)**, naphthalene, which is above the standards for potable use. Use of the groundwater is restricted by previous proposed plans for OU-1 to OU-3 for the entire Site for potable use. A previous ecological evaluation indicated that the groundwater contamination would not impact surface water. Two new wells, MW-112 and MW-113 were installed to determine if leaching was occurring and metals potentially migrating offsite. Results from these new monitoring wells as well as other monitoring wells indicated that metals are not migrating offsite at concentrations that would represent an ecological concern.

The risk for vapor intrusion from OU-5 soil and groundwater into indoor air was also re-evaluated based on the potential for a new commercial building construction in this OU. The evaluation was conducted excluding soil data from MW-29 Area and BH-34 11 Area since the soil from these areas are planned to be removed due to elevated metals concentrations. BH-27/MW 28-11 was also excluded from the risk since this soil is planned to be removed due to elevated VOCs in soil. The re-evaluation for vapor intrusion did not indicate a risk to indoor air above DNREC standards.

What clean-up actions have been taken at the GM Site OU-5?

No interim actions have been conducted in OU-5.

What does the owner want to do at the GM Site OU-5?

The property owner is evaluating commercial re-development options. No re-development plans have been finalized but a new building may be constructed in the future.

What additional clean-up actions are needed at the GM Site OU-5?

DNREC proposes the following remedial actions for the Site, which need to be completed before a Certificate of Completion of Remedy (COCR) can be issued. The remedial actions are proposed on an OU basis.

- 1) Prepare a Remedial Action Work Plan for the four (4) impacted soil areas identified on Figure 3 within 120 days of the issuance of the Final Plan of Remedial Action. The soil from the three (3) smaller areas will be excavated and backfilled with DNREC-approved clean fill. A temporary cap will be placed over the Test Track Area to prevent contact with the impacted soils until a building or permanent cap is constructed. A permanent cap or building will be constructed within 5 years.
- 2) An Environmental Covenant, consistent with Delaware's Uniform Environmental Covenants Act (7 Del.C. Chapter 79, Subchapter II) must be recorded in the Office of the New Castle County Recorder of Deeds within 90 days of the issuance of the Final Plan of Remedial Action. The environmental covenant will cover New Castle County tax parcel 07-042.10-055 which includes OU-1 to OU-5. Therefore, the restrictions will cover OU-1 to OU-5 even if the restrictions are not necessary for every OU. The Environmental Covenant must include the following activity and/or use restrictions:
 - [a.] Use Restriction. Use of the Property shall be restricted solely to those non-residential type uses permitted within Commercial, Manufacturing, or Industrial Districts;
 - [b.] Limitation of Groundwater Withdrawal. No groundwater wells shall be installed and no groundwater shall be withdrawn from any well on the Property without the prior written approval of DNREC-SIRS and DNREC Division of Water;
 - [c.] Compliance with Contaminated Materials Management Plan. All work required by the Contaminated Materials Management Plan must be performed to DNREC's satisfaction in accordance with the Plan;
 - [d.] Compliance with the Long Term Stewardship Plan. For OU-2 and OU-3 and OU-5, all work required by the Long Term Stewardship Plan must be performed to DNREC's satisfaction in accordance with the Plan.

- 3) A Long-Term Stewardship Plan (LTS) updated with OU-5 requirements shall be submitted to DNREC for approval within 60 days of the issuance of the Remedial Action Work Plan. The LTS plan will detail: 1) the temporary cap and the cap inspection process for the Test Track Area, 2) the site-inspection schedule to be followed in order to ensure the long-term integrity of the remedy and 3) the Groundwater monitoring program to ensure that groundwater is not migrating offsite to impact receptors. The temporary cap inspection must be conducted on a quarterly basis until a permanent cap or building is constructed.
- 4) A Contaminated Materials Management Plan (CMMP) updated with OU-5 requirements shall be submitted to DNREC within 60 days of the issuance of the Remedial Action Work Plan. The CMMP will provide guidance to enable construction workers to safely handle any potential contaminated soil, prevent soil migration (soil and air borne dust) and groundwater at the Site.
- 5) Remedial Action Completion Report must be submitted to DNREC within 60 days of the completion of the remedial actions required in this Proposed Plan.
- 3) A request for a Certification of Completion of Remedy (COCR) must be submitted to DNREC within 60 days of approval of the Remedial Action Completion Report.

What are the long term plans for the Site after the cleanup?

The property owner is evaluating commercial re-development options. No re-development plans have been finalized.

How can I find additional information or comment on the Proposed Plan?

The complete file on the Site including the Remedial Investigation Report and the various reports are available at the DNREC office, 391 Lukens Drive in New Castle, 19720. Most documents are also found on:

<http://www.nav.dnrec.delaware.gov/DEN3/>

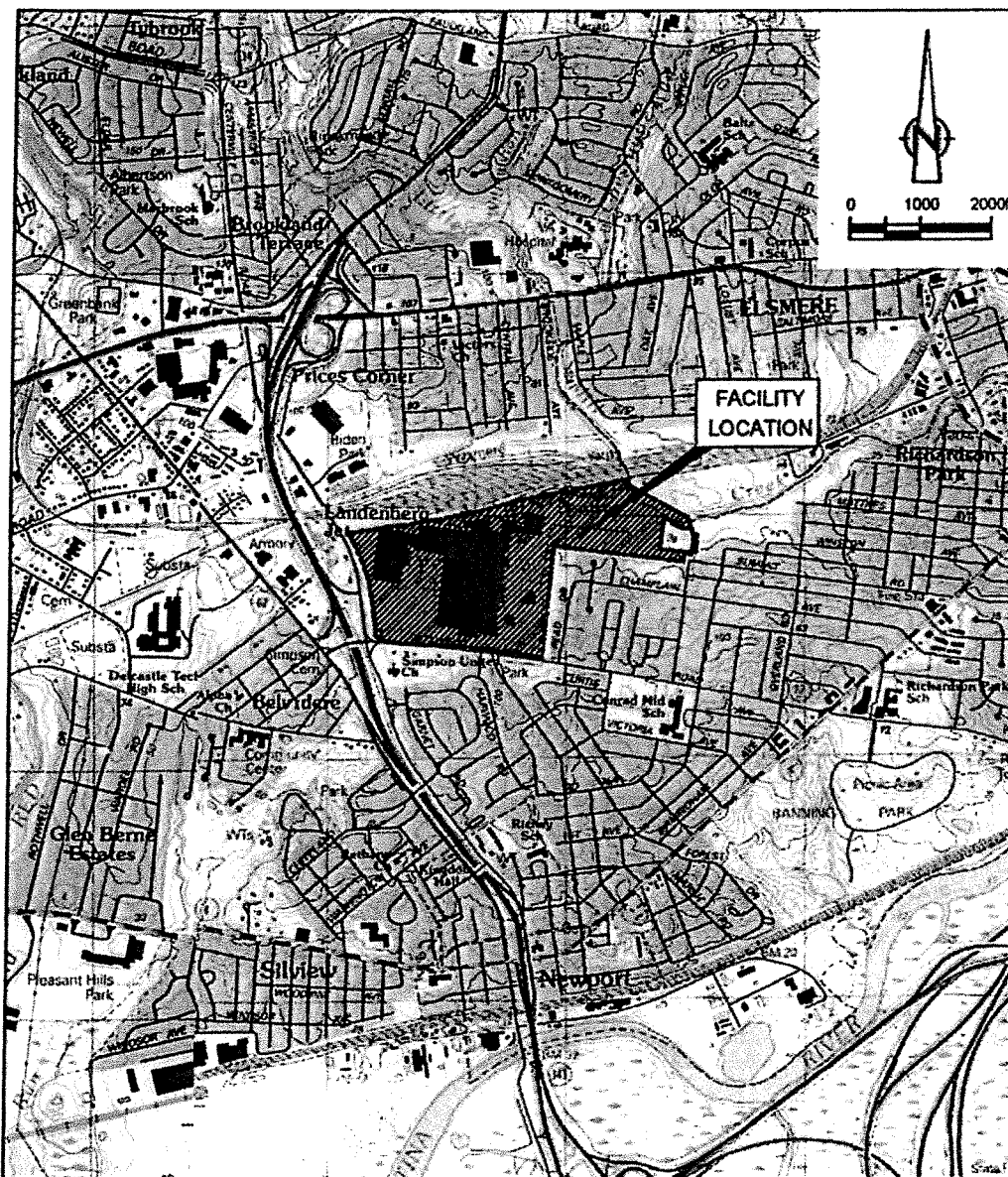
The 20-day public comment period begins on January 6, 2019 and ends at close of business (4:30 pm) on January 28, 2019. Please send written comments to the DNREC office at 391 Lukens Drive, New Castle, DE 19720 to Rick Galloway, Project Officer at (302) 395-2614 or via email to rick.galloway@state.de.us.

Figure 1: Site Location Map

Figure 2: Site Map with Operable Units

Figure 3: OU-5 Soil Impacted Areas

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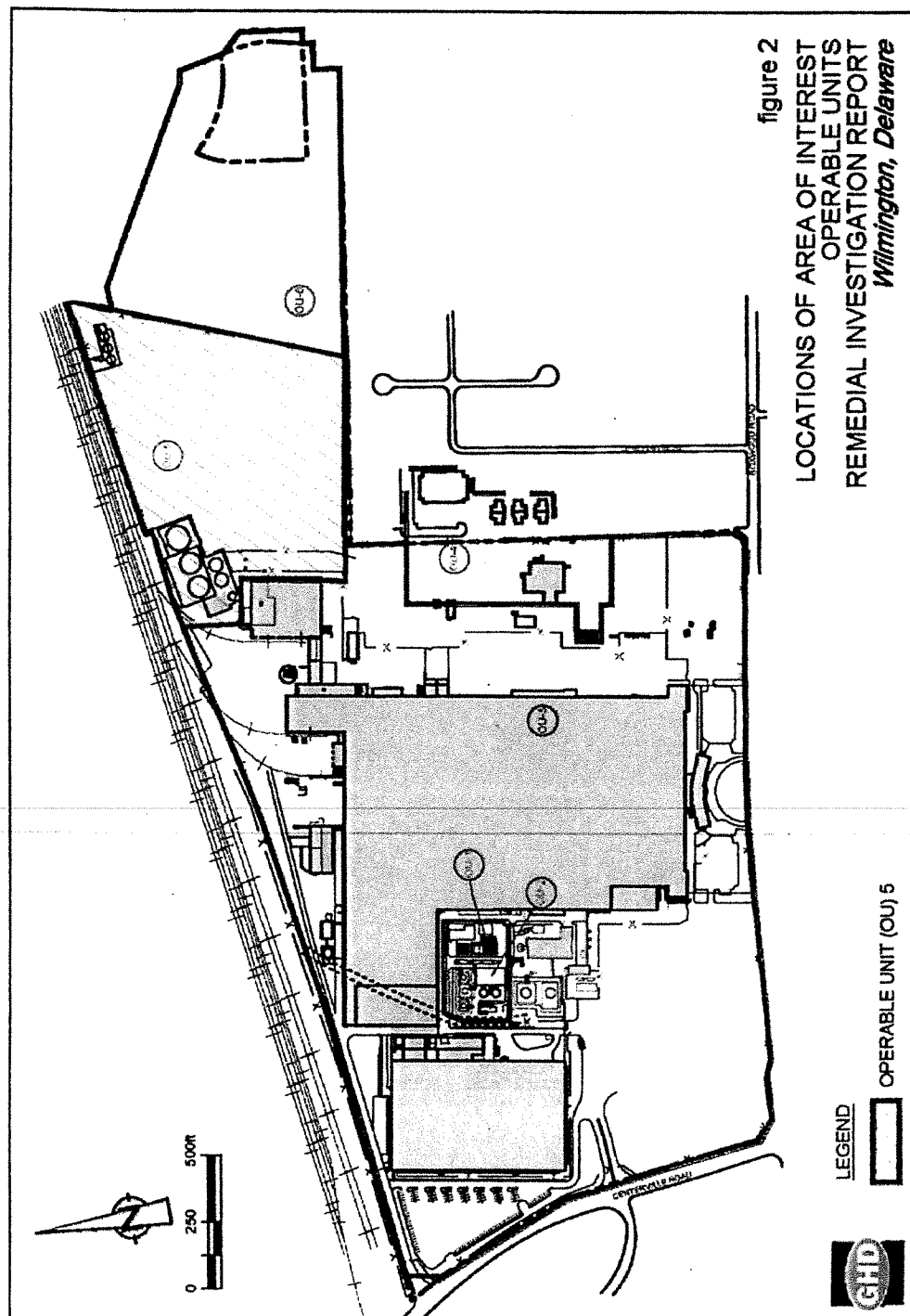
LEGEND
 APPROXIMATE FACILITY BOUNDARY

FIGURE 1
FACILITY LOCATION
REMEDIAL INVESTIGATION REPORT
FORMER GM WILMINGTON ASSEMBLY PLANT
Wilmington, Delaware



REFERENCE
 USGS WILMINGTON SOUTH QUADRANGLE, DEL TOPOGRAPHIC, 7.5
 MINUTES SERIES 1997 SCALE: 1:24,000

017338-T04(PRES005)GN-SC002 OCT 30, 2015



Glossary of Terms Used in this Proposed Plan

Certification of Completion of Remedy (COCR)	A formal determination by the Secretary of DNREC that remedial activities required by the Final Plan of Remedial Action have been completed.
Contaminant of Concern (COC)	Potentially harmful substances at concentrations above Acceptable levels.
Contaminated Materials Management Plan	A written plan specifying how potentially contaminated material at a Site will be sampled, evaluated, staged, transported, and disposed of properly.
Final Plan of Remedial Action	DNREC's adopted plan for cleaning up a hazardous site.
Risk	Likelihood or probability of injury, disease, or death.
Restricted Use	Commercial or Industrial setting
SIRS	Site Investigation Restoration Section of DNREC, which oversees cleanup of sites that were contaminated as a result of past use, from dry cleaners to chemical companies

FINAL PLAN OF REMEDIAL ACTION



General Motors Corp. Wilmington Assembly Plant OU-5

*801 Boxwood Rd.
Wilmington, Delaware*

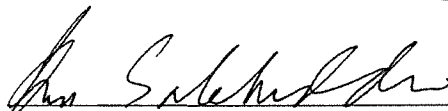
*August 2019
DNREC Project No. DE-1149*

This Final Plan of Remedial Action presents clean-up actions required by the Department of Natural Resources and Environmental Control (DNREC) to address environmental contamination at the General Motors Corp. Wilmington Assembly Plant – Operable Unit 5.

DNREC issued public notice of the Proposed Plan of Remedial Action for Operable Unit 5 (OU-5) of the Site on January 6, 2019 and opened a 20-day public comment period. The Proposed Plan is included as Attachment A. DNREC received written comments from the public regarding the Proposed Plan on January 23, 2019. DNREC held a public hearing for members of the public to provide comments on the Proposed Plan on March 13, 2019. On August 9, 2019, DNREC issued a Secretary's Order upholding the Proposed Plan of Remedial Action for OU-5. There were no changes to the Proposed Plan; therefore, the Proposed Plan is adopted as the Final Plan. The Secretary's Order is included in Attachment B. The Secretary's Order includes a record of the public comments and DNREC's response to the comments.

Approval:

This Final Plan meets the requirements of the Hazardous Substance Cleanup Act.

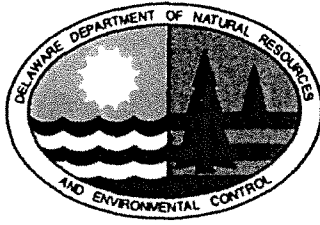


Qazi Salahuddin, Program Administrator
Remediation Section

8/15/19

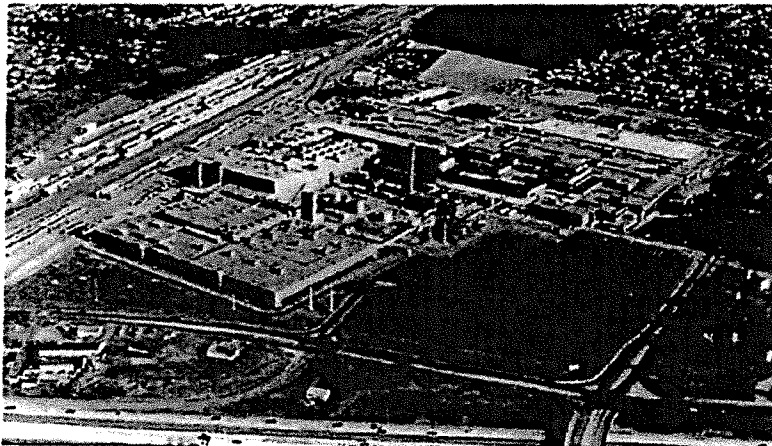
Date

ATTACHMENT A



PROPOSED PLAN OF REMEDIAL ACTION

General Motors Corp. Wilmington Assembly Plant OU-5
Wilmington, Delaware
DNREC Project No. DE-1149



January 2019

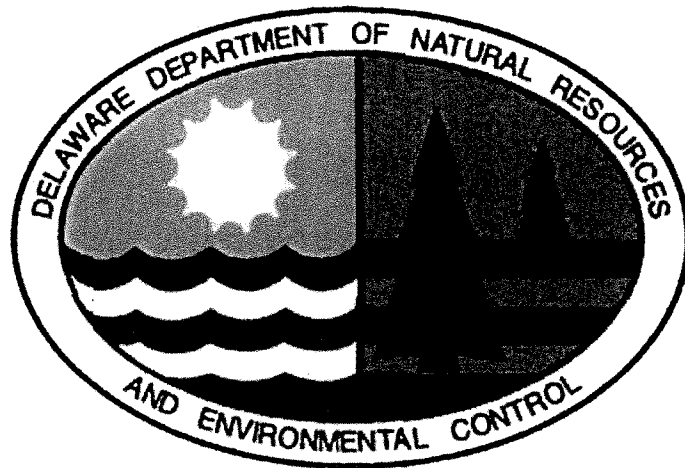
Delaware Department of Natural Resources and Environmental Control
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Site Investigation & Restoration Section
391 Lukens Drive
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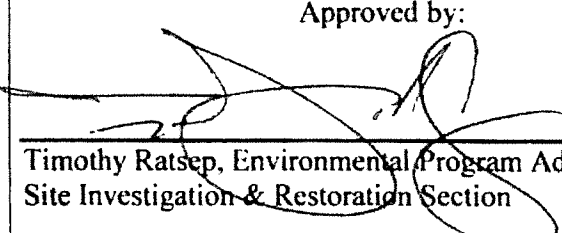
PROPOSED PLAN OF REMEDIAL ACTION

General Motors Corp. Wilmington Assembly Plant OU- 5
Wilmington, Delaware
DNREC Project No. DE-1149



Approval:

This Proposed Plan meets the requirements of the Hazardous Substance Cleanup Act.

Approved by:	
	
Timothy Ratsep, Environmental Program Administrator Site Investigation & Restoration Section	
Date	January 2, 2019



What is the Proposed Plan of Remedial Action?

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This proposed plan addresses Operable Unit-5 (OU-5). The location of the OUs is shown on Figure 2. A brief description of the OUs is provided in the table below.

<i>Operable Units</i>	<i>Description</i>
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OU-2	Large AST Area/Truck Unloading Rack and surrounding areas. Cover Soil and groundwater.
OU-3	Main Assembly Plant Area soil and groundwater Not included in other OUs.
OU-4	Former Petroleum Dispensing and UST Area soil plus groundwater under OU-4
OU-5	Former Test Track Area. Covers soil and groundwater.
OU-6	Wooded Area adjacent to Little Mill Creek. Covers soil and groundwater.

OU-1, OU-2, OU-3, and OU-6 have been addressed in separate Proposed Plans. OU-4 will be addressed in separate Proposed Plan.

What happened at the GM Site OU-5?

The Site was developed in 1945 by GM Corporation for the purpose of automobile assembly. Prior to 1945, the Site was undeveloped land. GM Corporation began operations at the Site in

1946 and continued automobile assembly operations until July 2009 when the plant was idled. The Site was sold to Fisker Automotive, Inc. (Fisker) in July 2010. On March 31, 2011, the Revitalizing Auto Communities Environmental Response Trust (RACER Trust) became effective and has been conducting, managing, and funding cleanup at 89 sites including the former Wilmington Assembly Plant. In April 2014, the Site was purchased by Wanxiang Delaware Real Estate Holdings (Wanxiang). Boxwood Industrial Park, LLC purchased the property in October 2017.

The Site contained operations for the manufacturing of automobiles including but not limited to petroleum products for fueling and heating, painting, wastewater treatment plant, cleaning parts, and hazardous waste storage. Each of these operations used various chemicals. Releases occurred at the Site likely as a result of historic operations, which impacted the soil and groundwater beneath the Site.

What is the environmental problem at the GM Site OU-5?

A Remedial Investigation (RI) Report completed in 2015 found that the soil in OU-5 contained **metals** (antimony, arsenic, cadmium, and lead) over DNREC risk criteria for commercial use of the property (outdoor and indoor workers) and utility workers. To fully evaluate all risk pathways, the risk assessment assumes that the soil is not capped and is fully accessible. Residential reuse of the entire Site is restricted by previous proposed plans for OU-1, OU-2, and OU-3. The areas of impacted soil are located in four (4) areas identified on Figure 3 as MW-29 Area (small orange square area to the southwest), BH-34 11 Area (small orange square area to the south), BH-27/MW 28-11 Area (small orange square area within the large green area), and Test Track Area (large green area).

Groundwater in OU-5 contained **metals** (arsenic, barium, cobalt, iron and manganese) and **volatile organic compounds (VOCs)** (benzene, ethylbenzene) and the **semi-volatile organic compound (SVOC)**, naphthalene, which is above the standards for potable use. Use of the groundwater is restricted by previous proposed plans for OU-1 to OU-3 for the entire Site for potable use. A previous ecological evaluation indicated that the groundwater contamination would not impact surface water. Two new wells, MW-112 and MW-113 were installed to determine if leaching was occurring and metals potentially migrating offsite. Results from these new monitoring wells as well as other monitoring wells indicated that metals are not migrating offsite at concentrations that would represent an ecological concern.

The risk for vapor intrusion from OU-5 soil and groundwater into indoor air was also re-evaluated based on the potential for a new commercial building construction in this OU. The evaluation was conducted excluding soil data from MW-29 Area and BH-34 11 Area since the soil from these areas are planned to be removed due to elevated metals concentrations. BH-27/MW 28-11 was also excluded from the risk since this soil is planned to be removed due to elevated VOCs in soil. The re-evaluation for vapor intrusion did not indicate a risk to indoor air above DNREC standards.

What clean-up actions have been taken at the GM Site OU-5?

No interim actions have been conducted in OU-5.

What does the owner want to do at the GM Site OU-5?

The property owner is evaluating commercial re-development options. No re-development plans have been finalized but a new building may be constructed in the future.

What additional clean-up actions are needed at the GM Site OU-5?

DNREC proposes the following remedial actions for the Site, which need to be completed before a Certificate of Completion of Remedy (COCR) can be issued. The remedial actions are proposed on an OU basis.

- 1) Prepare a Remedial Action Work Plan for the four (4) impacted soil areas identified on Figure 3 within 120 days of the issuance of the Final Plan of Remedial Action. The soil from the three (3) smaller areas will be excavated and backfilled with DNREC-approved clean fill. A temporary cap will be placed over the Test Track Area to prevent contact with the impacted soils until a building or permanent cap is constructed. A permanent cap or building will be constructed within 5 years.
- 2) An Environmental Covenant, consistent with Delaware's Uniform Environmental Covenants Act (7 Del.C. Chapter 79, Subchapter II) must be recorded in the Office of the New Castle County Recorder of Deeds within 90 days of the issuance of the Final Plan of Remedial Action. The environmental covenant will cover New Castle County tax parcel 07-042.10-055 which includes OU-1 to OU-5. Therefore, the restrictions will cover OU-1 to OU-5 even if the restrictions are not necessary for every OU. The Environmental Covenant must include the following activity and/or use restrictions:
 - [a.] Use Restriction. Use of the Property shall be restricted solely to those non-residential type uses permitted within Commercial, Manufacturing, or Industrial Districts;
 - [b.] Limitation of Groundwater Withdrawal. No groundwater wells shall be installed and no groundwater shall be withdrawn from any well on the Property without the prior written approval of DNREC-SIRS and DNREC Division of Water;
 - [c.] Compliance with Contaminated Materials Management Plan. All work required by the Contaminated Materials Management Plan must be performed to DNREC's satisfaction in accordance with the Plan;
 - [d.] Compliance with the Long Term Stewardship Plan. For OU-2 and OU-3 and OU-5, all work required by the Long Term Stewardship Plan must be performed to DNREC's satisfaction in accordance with the Plan.

- 3) A Long-Term Stewardship Plan (LTS) updated with OU-5 requirements shall be submitted to DNREC for approval within 60 days of the issuance of the Remedial Action Work Plan. The LTS plan will detail: 1) the temporary cap and the cap inspection process for the Test Track Area, 2) the site-inspection schedule to be followed in order to ensure the long-term integrity of the remedy and 3) the Groundwater monitoring program to ensure that groundwater is not migrating offsite to impact receptors. The temporary cap inspection must be conducted on a quarterly basis until a permanent cap or building is constructed.
- 4) A Contaminated Materials Management Plan (CMMP) updated with OU-5 requirements shall be submitted to DNREC within 60 days of the issuance of the Remedial Action Work Plan. The CMMP will provide guidance to enable construction workers to safely handle any potential contaminated soil, prevent soil migration (soil and air borne dust) and groundwater at the Site.
- 5) Remedial Action Completion Report must be submitted to DNREC within 60 days of the completion of the remedial actions required in this Proposed Plan.
- 3) A request for a Certification of Completion of Remedy (COCR) must be submitted to DNREC within 60 days of approval of the Remedial Action Completion Report.

What are the long term plans for the Site after the cleanup?

The property owner is evaluating commercial re-development options. No re-development plans have been finalized.

How can I find additional information or comment on the Proposed Plan?

The complete file on the Site including the Remedial Investigation Report and the various reports are available at the DNREC office, 391 Lukens Drive in New Castle, 19720. Most documents are also found on:

<http://www.nav.dnrec.delaware.gov/DEN3/>

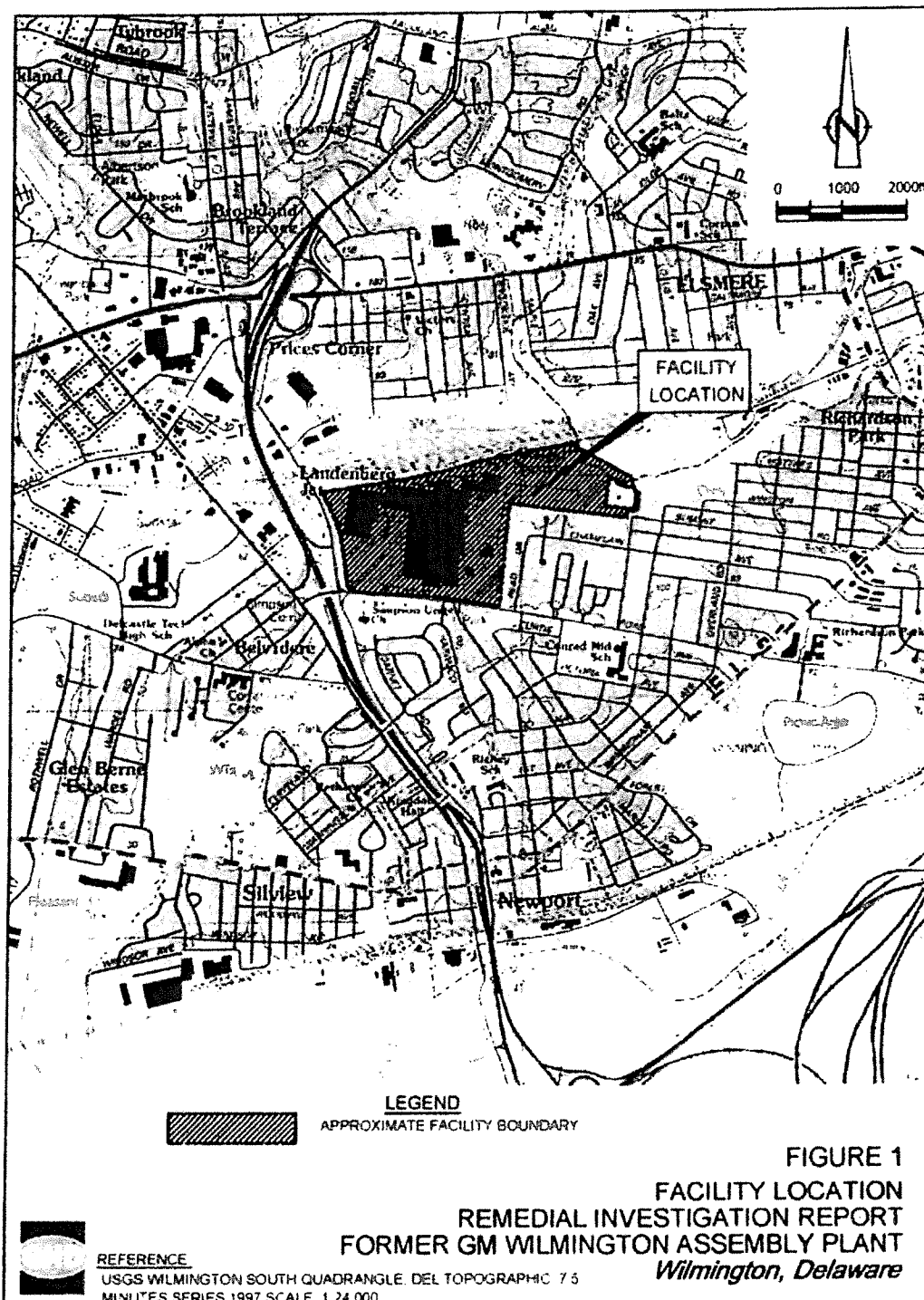
The 20-day public comment period begins on January 6, 2019 and ends at close of business (4:30 pm) on January 28, 2019. Please send written comments to the DNREC office at 391 Lukens Drive, New Castle, DE 19720 to Rick Galloway, Project Officer at (302) 395-2614 or via email to rick.galloway@state.de.us.

Figure 1: Site Location Map

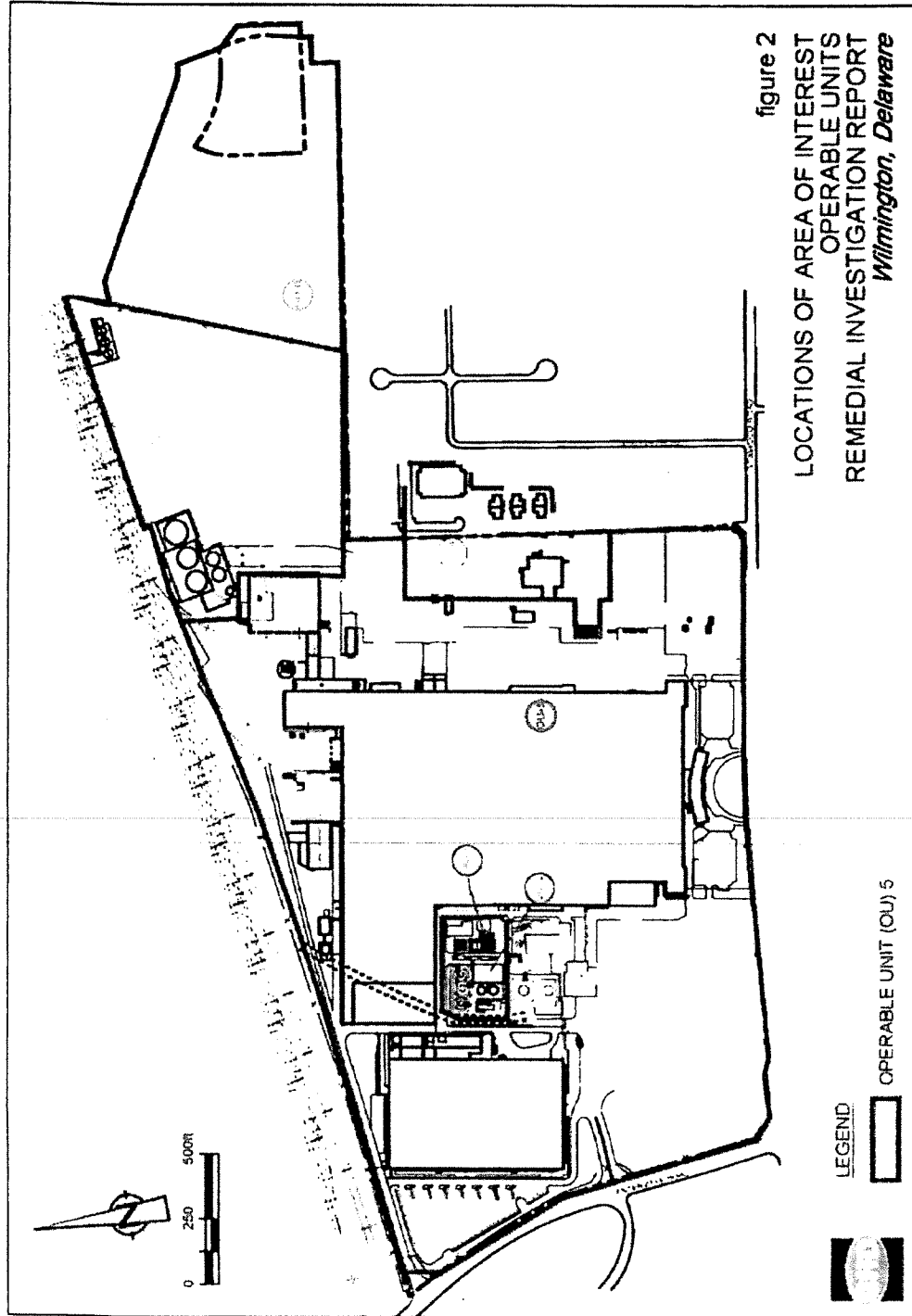
Figure 2: Site Map with Operable Units

Figure 3: OU-5 Soil Impacted Areas

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Glossary of Terms Used in this Proposed Plan

Certification of Completion of Remedy (COCR)	A formal determination by the Secretary of DNREC that remedial activities required by the Final Plan of Remedial Action have been completed.
Contaminant of Concern (COC)	Potentially harmful substances at concentrations above Acceptable levels.
Contaminated Materials Management Plan	A written plan specifying how potentially contaminated material at a Site will be sampled, evaluated, staged, transported, and disposed of properly.
Final Plan of Remedial Action	DNREC's adopted plan for cleaning up a hazardous site.
Risk	Likelihood or probability of injury, disease, or death.
Restricted Use	Commercial or Industrial setting
SIRS	Site Investigation Restoration Section of DNREC, which oversees cleanup of sites that were contaminated as a result of past use, from dry cleaners to chemical companies

ATTACHMENT B



STATE OF DELAWARE
DEPARTMENT OF NATURAL RESOURCES
AND ENVIRONMENTAL CONTROL
89 KINGS HIGHWAY
DOVER, DELAWARE 19901

Office of the
Secretary

Phone: (302) 739-9000
Fax: (302) 739-6242

Secretary's Order No.: 2019-WH-0032

**RE: Approving the Proposed Plan of Remedial Action for the General Motors
 Wilmington Assembly Plant - Operable Unit 5**

Date of Issuance: August 9, 2019

Effective Date: August 9, 2019

Under the authority vested in the Secretary of the Department of Natural Resources and Environmental Control ("Department" or "DNREC"), pursuant to 7 *Del.C.* §§6006 and 6010, 7 *Del.C.* Chapter 91, the *Delaware Hazardous Substance Cleanup Act*, and all other relevant statutory authority, the following findings of fact based on the record, reasons and conclusions are entered as an Order of the Secretary in the above-referenced regulatory proceeding.

Background, Procedural History and Findings of Fact

This Order relates to the Department's Proposed Plan of Remedial Action for the General Motors Wilmington Assembly Plant - Operable Unit 5 ("Proposed Plan"). The Proposed Plan is issued pursuant to the statutory authority granted to the Department in 7 *Del.C.* Chapter 91, the *Delaware Hazardous Substance Cleanup Act* ("HSCA"). Specifically, 7 *Del.C.* §9107(e)(1), *Remedies*, directs that the Department shall "... before conducting a remedial action, propose a plan of remedial action based on any investigation or study conducted by or for the Secretary, the potentially responsible party, or others."

The Proposed Plan summarizes the clean-up (remedial) actions that the Department is proposing to address contamination found at the General Motors Wilmington Assembly Plant ("Site"), specifically, at Operable Unit 5 ("OU-5"). The Site is located at 801 Boxwood Road in Wilmington, Delaware, and consists of two tax parcels (07-042.10-055 and 07.042-20.010), totaling approximately 142 acres. The nearest intersection to the Site is Boxwood Road and Centerville Road.

The Site Investigation and Remediation Section of the Department's Division of Waste and Hazardous Substances issued its Proposed Plan in this matter on January 6, 2019, pursuant to the statutory requirements referenced above. On January 23, 2019, a member of the public expressed concerns with the Department's Proposed Plan as referenced above, and requested a public hearing. Accordingly, the Department held its public hearing regarding this matter on March 13, 2019.

This Site was originally developed in 1945 by General Motors Corporation for the purpose of automobile assembly. Prior to 1945, the Site was undeveloped land. General Motors Corporation began operations at the Site in 1946, and continued automobile assembly operations until July 2009, at which time the plant was idled. The Site was sold to Fisker Automotive, Inc., in July 2010. On March 31, 2011, the Revitalizing Auto Communities Environmental Response Trust ("RACER Trust") became effective, and began conducting, managing, and funding cleanup at 89 sites, including this former Wilmington Assembly Plant. In April 2014, the Site was purchased by Wanxiang Delaware Real Estate Holdings. Most recently, Boxwood Industrial Park, LLC, purchased the Site in October 2017.

The Site consists of a 3.2 million square foot Main Assembly Building, Waste Water Treatment Plant, Pump Houses, and Powerhouse, and is zoned heavy industrial. The Site contained operations for the manufacturing of automobiles, including, but not limited to, petroleum products for fueling and heating, painting, wastewater treatment plant processes, cleaning parts, and hazardous waste storage. Each of these operations used various chemicals. Releases occurred at the Site likely as a result of these historic operations, which impacted the soil and groundwater beneath the Site.

In particular, OU-5 was also used historically as a “burn area” to dispose of extra wooden pallets (a routine operational task which utilized chemical accelerants such as acetone). Subsequently, that same area became known as the “Test Track area” while the property remained under the ownership of General Motors.

Due to the Department’s concerns regarding contamination at OU-5, it was determined that a Remedial Investigation was necessary, in order to (1) fully understand the nature and extent of any soil and groundwater contamination; (2) evaluate risks to public health, welfare, and the environment associated with such identified contamination; and (3) perform a Feasibility Study that would identify and recommend a remedial action for OU-5.

The Remedial Investigation completed in 2015 found that the soil in OU-5 tested positive for the presence of metals (antimony, arsenic, cadmium and lead) over DNREC risk criteria for commercial use of the property (both outdoor and indoor workers, and utility workers). To fully evaluate all risk pathways, the risk assessment assumes that the soil is not capped, and is fully accessible. Residential reuse of the entire Site is restricted by previous Proposed Plans for areas identified on the Site as OU-1, OU-2, and OU-3. The areas of impacted soil are identified on Site maps as Monitoring Well 29 (“MW-29”), Bore Hole 34 (“BH-34”), BH-27, and the aforementioned Test Track area.

Groundwater sampling in OU-5 obtained during the 2015 Remedial Investigation revealed contamination as follows: (1) Metals, consisting of arsenic, barium, cobalt, iron and manganese; (2) Volatile Organic Compounds (“VOCs”), consisting of benzene and ethylbenzene; and (3) the Semi-VOC (“SVOC”) naphthalene, which are above the standards for potable use. It should be noted that use of the groundwater is restricted for the entire Site by previous Proposed Plans for OU-1, OU-2, and OU-3. A previous ecological evaluation indicated that the groundwater contamination would not impact surface water. Two new wells, MW-112 and MW-113, were installed to determine if leaching was occurring and metals were potentially migrating offsite. Results from these new monitoring wells, along with other monitoring wells, indicated that metals were not migrating offsite at concentrations that would present an ecological concern or a human health risk.

In June 2017, the Department prepared its OU-5 Focused Feasibility Study, at which time four remedial alternatives were evaluated for this location:

Alternative 1 (serving as a Baseline Condition): No action

Alternative 2: Excavation and offsite disposal of soil

Alternative 3: Capping with limited excavation and offsite disposal of soil

Alternative 4: In Situ/Ex Situ treatment of soil (mix soil with various treatments)

Alternative 3 was chosen as the best course of action, as it met the Department's remediation goals, was the most cost effective alternative, and would be protective of human health and the environment.

In 2018, the risk for vapor intrusion from OU-5 soil and groundwater into indoor air was re-evaluated by the Department, based on the potential for a new commercial building construction within OU-5. The December 2018 Vapor Intrusion Re-Evaluation revealed contamination at BH-27. Thus, the Department decided to add BH-27 as an area for soil removal in its Proposed Plan for OU-5, to eliminate the risk of vapor intrusion above the Department's acceptable standards. It should be noted that the re-evaluation for vapor intrusion did not indicate a risk to indoor air above DNREC standards.

Currently, no interim clean-up actions have been conducted in OU-5. The present property owner is evaluating commercial re-development options. No re-development plans have been finalized, but a new building may be constructed in the future.

The Department's Proposed Plan for OU-5 contains a six-part plan of remedial action. The Proposed Plan, which was presented in detail at the public hearing held on March 13, 2019, can be summarized as follows:

1. **A Remedial Action Work Plan for the four (4) impacted soil areas identified must be prepared within 120 days of the issuance of the Final Plan of Remedial Action.** The soil from the three (3) smaller areas will be excavated and backfilled with DNREC-approved clean fill. A temporary cap will be placed over the Test Track Area to prevent contact with the impacted soils until a building or permanent cap is constructed. A permanent cap or building will be constructed within five (5) years.
2. **An Environmental Covenant, consistent with Delaware's Uniform Environmental Covenants Act (7 Del.C., Ch. 79, Subchapter II), must be recorded with the New Castle County Recorder of Deeds within 90 days of the issuance of the Final Plan of Remedial Action.** The Environmental Covenant must include descriptions of the following activity and use restrictions: (a) Use Restrictions; (b) Limitation of Groundwater Withdrawal; (c) Compliance with Contaminated Materials Management Plan; and (d) Compliance with the Long Term Stewardship Plan.
3. **A Long-Term Stewardship Plan, updated with OU-5 requirements, must be submitted to DNREC within 60 days of the issuance of the Remedial Action Work Plan.** This will detail (1) the temporary cap and the cap inspection process for the Test Track Area; (2) the site-inspection schedule to be followed in order to ensure the long-term integrity of the remedy; and (3) the groundwater monitoring program, to ensure that groundwater is not migrating offsite to impact receptors. The temporary cap inspection must be conducted on a quarterly basis until a permanent cap or building is constructed.

4. **A Contaminated Materials Management Plan ("CMMP"), updated with OU-5 requirements, must be submitted to DNREC within 60 days of the issuance of the Remedial Action Work Plan.** The CMMP will provide guidance to enable construction workers to safely handle any potential contaminated soil, prevent soil migration (soil and airborne dust) and groundwater at OU-5.
5. **A Remedial Action Completion Report must be submitted to DNREC within 60 days of the completion of the remedial actions required in the Proposed Plan.** This report will document all remedial actions that have been performed at OU-5.
6. **A Request for Certification of Completion of Remedy must be submitted to DNREC within 60 days of approval of the Remedial Action Completion Report.** This is the certification that the Department will give to the property owners to verify that all remedial actions have been successfully completed.

As noted previously, the Department has the statutory basis and legal authority to act with regard to this Proposed Plan, pursuant to 7 *Del.C.* Ch. 91, specifically, at §9107(e)(1), *Remedies*. Members of the public attended the hearing held on March 13, 2019, with comment being received by the Department at that time. The hearing record formally closed for comment in this matter on March 28, 2019, with no additional comment having been received by the Department during the post-hearing phase of this matter.

Subsequent to the close of the public comment period, the Department performed a thorough review of the record, including all of the comments received on the Proposed Plan. It should be noted that all noticing requirements concerning this matter were met by the Department. Proper notice of the hearing was provided as required by law.

At the request of the presiding Hearing Officer, a Technical Response Memorandum ("TRM") was prepared by the Department's Division of Waste and Hazardous Substances, Site Investigation and Remediation Section staff, to serve as a comprehensive summary of the comment received in this matter. The Department's TRM not only provides a thorough discussion of the comment received in this matter, but also provides the Department's responses and recommendations concerning the same.

Hearing Officer Vest prepared a Hearing Officer's Report dated June 10, 2019 ("Report"), which expressly incorporated the aforementioned TRM into the hearing record generated in this matter. The Report documents the proper completion of the required administrative procedures necessitated by this process, establishes the record, and recommends the adoption of the Department's Proposed Plan as the Final Plan of Remedial Action for the General Motors Wilmington Assembly Plant – Operable Unit 5.

Reasons and Conclusions

Based on the record developed by the Department's experts and established by the Hearing Officer's Report, I find that the Department's Proposed Plan of Remedial Action for the General Motors Wilmington Assembly Plant – Operable Unit 5 is well-supported. Therefore, the recommendations of the Hearing Officer are hereby adopted, and I direct that this Proposed Plan, as set forth above, be adopted as the Department's Final Plan of Remedial Action in this matter. I further find that the Department's experts in the Division of Waste and Hazardous Substances, Site Investigation and Remediation Section staff, fully developed the record to support adoption of this Proposed Plan.

In conclusion, the following reasons and conclusions are entered:

1. The Department has the statutory basis and legal authority to act with regard to its Proposed Plan of Remedial Action for the General Motors Wilmington Assembly Plant - Operable Unit 5, pursuant to 7 *Del.C.* Ch. 91, specifically, at §9107(e)(1), *Remedies*;

2. The Department has jurisdiction under its statutory authority, pursuant to 7 *Del.C.* Ch. 60, to issue an Order adopting this Proposed Plan as a Final Plan of Remedial Action for OU-5;

3. The Department provided adequate public notice of this Proposed Plan, and of all proceedings in a manner as required by the law and regulations. The Department also provided the public with an adequate opportunity to comment on the same, including at the time of the public hearing held on March 13, 2019, and during the days subsequent to the hearing (through March 28, 2019), before making any final decision;

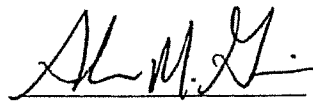
4. The Department considered all timely and relevant public comments in the Record, as established in the TRM provided by the Division of Waste and Hazardous Substances;

5. The Department has carefully considered the factors required to be weighed with regard to the implementation of the aforementioned Proposed Plan, and finds that the Record supports adoption of the same as its Final Plan of Remedial Action in this matter;

6. Adoption of the aforementioned Proposed Plan as the Department's Final Plan of Remedial Action for the General Motors Wilmington Assembly Plant OU-5 will enable the Department to ensure continued improvement of environmental quality at OU-5, as referenced above;

7. The Department has an adequate Record for its decision, and no further public hearing is appropriate or necessary; and

8. The Department shall serve and publish its Order on its internet site, provide legal notice of the Order in the same manner that the Department provided legal notice of its original Proposed Plan in this matter, and provide such other notice as the law requires and the Department determines is appropriate.

A handwritten signature in black ink, appearing to read 'Shawn M. Garvin', is written over a horizontal line.

Shawn M. Garvin
Secretary

Tax Parcel No.: 07-042.10-055


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Michael E. Kozikowski
New Castle Recorder MISC

Prepared By: Department of Natural Resources
and Environmental Control
391 Lukens Drive
New Castle, DE 19720

Return To: Timothy T. Ratsep
Environmental Program Administrator
DNREC-SIRS
391 Lukens Drive
New Castle, DE 19720

ENVIRONMENTAL COVENANT

This Environmental Covenant is entered into by Boxwood Industrial Park, LLC ("Owner"), and the Delaware Department of Natural Resources and Environmental Control ("DNREC" or "Holder") pursuant to 7 Del. C. ch. 79, subchapter II, Uniform Environmental Covenants Act, for the purpose of subjecting the property identified below to the activity and use limitations and requirements as set forth herein.

WITNESSETH

WHEREAS, Boxwood Industrial Park, LLC is the Owner of an approximately 126.67 acre tract of real property located at 801 Boxwood Road, in New Castle County, Delaware. The property is a portion of the General Motors Corp. Wilmington Assembly Plant Site ("Site") as further described below; and

WHEREAS, DNREC has investigated a release of hazardous substances on the Site pursuant to the Hazardous Substance Cleanup Act, 7 Del. C. ch. 91 ("HSCA"); and

WHEREAS, DNREC has created six Operable Units ("OUs") within the Site for purposes of conducting remedial activities; and

WHEREAS, pursuant to HSCA, on December 16, 2015, DNREC issued Final Plans of Remedial Action relating to Operable Unit 1 ("OU-1"), Operable Unit 2 ("OU-2") and Operable Unit 3 ("OU-3") (collectively "the Final Plans") of the Site; and

WHEREAS, this Environmental Covenant applies only to OU-1, OU-2 and OU-3 of the Site; and

WHEREAS, pursuant to that certain Findings of Fact, Conclusions of Law, and Order Pursuant to Sections 1129(a) and (b) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming Debtors' Second Amended Joint Chapter 11 Plan, dated March 29, 2011, and all documents issued relating thereto, including the Settlement Agreement ("Settlement Agreement") issued by the United States Bankruptcy Court for the Southern District of New York, in the case of *In re Motors Liquidation Company, et al., f/k/a General*

Motors Corp., et al., Debtors, Case No. 09-50026 (REG), Revitalizing Auto Communities Environmental Response Trust ("RACER Trust") and its successors and assigns are obligated to conduct certain environmental actions on or at the Site and/or property as may be required thereunder, and to otherwise to comply with applicable environmental laws and the requirements of DNREC (collectively "Remedial Actions"); and

WHEREAS, the Final Plans for OU-1, OU-2 and OU-3 require that certain activity and use limitations and requirements be placed on these OUs; and

WHEREAS, Owner is willing to establish this Environmental Covenant for OU-1, OU-2 and OU-3 of the Site as required by the Final Plans consistent with the Brownfields Development Agreement entered into by the Owner and DNREC on October 10, 2017.

NOW THEREFORE, Owner and DNREC agree to the following:

1. Environmental Covenant. This instrument is an environmental covenant developed and executed pursuant to 7 Del. C. ch. 79, subchapter II, Uniform Environmental Covenants Act.
2. Property Subject to Environment Covenant. This Environmental Covenant concerns an approximately 126.67 acre portion of the Site located at 801 Boxwood Road, New Castle County, Delaware and is referred to herein as OU-1, OU-2 and OU-3 or "the Property". The Property is further identified as a portion of New Castle County tax parcel number 07-042.10-055 and is more particularly described in Exhibit A attached hereto and incorporated herein by reference.
3. Owner. Boxwood Industrial Park, LLC, located at 405 East Marsh Lane, Suite 1 in Newport, Delaware 19804, is the owner of the Site which includes the Property.
4. Holder. DNREC is the Holder of this Environmental Covenant.
5. Activity and Use Limitations and Requirements. As required by the Final Plans, Owner hereby agrees to comply with the following activity and use limitations and requirements:
 - a. Use Restriction. Use of the Property shall be restricted solely to those non-residential type uses permitted within commercial, manufacturing, or industrial districts respectively, as such district types and uses (including ancillary or accessory uses) are permitted pursuant to the corresponding zoning district classification of the New Castle County Code;
 - b. Limitation of Groundwater Withdrawal. No groundwater wells shall be installed and no groundwater shall be withdrawn from any well on the Property without the prior written approval of DNREC's Site Investigation and Restoration Section and DNREC's Division of Water;

- c. Compliance with the Long-Term Stewardship (LTS) Plan. RACER Trust is responsible for undertaking LTS activities in compliance with the LTS Plan approved by DNREC on May 12, 2017. Owner may be required by DNREC to undertake LTS activities related exclusively to the use, occupancy and development of the Property, but will not be required to undertake any LTS activities related to information and data management systems, monitoring activities, or operations and maintenance activities in areas of the Property where Owner has not engaged in land disturbing activities. Any LTS activities required of Owner must be performed to DNREC's satisfaction in accordance with the LTS Plan; and
- d. Compliance with a Contaminated Media Management Plan (CMMP). Owner is required to comply with the CMMP approved by DNREC on January 4, 2017. For Owner's new development construction activities which are land disturbing or which may materially and adversely affect RACER Trust's Remedial Actions, Owner is required to submit a proposed CMMP for DNREC's prior, written approval. The DNREC approved CMMP will provide guidance to construction workers on how to safely manage and interact with any potentially contaminated media at the Property. Any required CMMP must be performed to DNREC's satisfaction in accordance with the Plan.

6. Running with the Land. This Environmental Covenant shall be binding upon the Owner and all assigns and successors in interest, including any Transferee, and shall run with the land, in accordance with 7 Del. C. § 7910(a), subject to amendment or termination as set forth herein. The term "Transferee" as used in this Environmental Covenant shall mean any future owner of any interest in the Property or any portion thereof, including, but not limited to, owners of an interest in fee simple, mortgagees, easement holders, and/or lessees.

7. Compliance Enforcement. Compliance with this Environmental Covenant may be enforced pursuant to 7 Del. C. § 7916. Failure by Holder to timely seek to enforce compliance with this Covenant or the use limitations or requirements contained herein shall not bar any subsequent enforcement effort by such Holder and shall not be deemed a waiver of the Holder's right to take action to enforce for non-compliance. Nothing in this Environmental Covenant shall restrict the Secretary of DNREC from exercising any other authority provided to him under applicable law.

8. Rights of Access. Owner hereby grants to DNREC, and its respective employees, agents, and contractors, the right of access to the Property for implementation or enforcement of this Environmental Covenant.

9. Remedial Decision Record. The Remedial Decision Record containing all documents that support the issuance of the Final Plans is available for review at the

DNREC's office located at 391 Lukens Drive, New Castle, Delaware.

10. Notice upon Conveyance. Each instrument hereafter conveying any interest in the Property or any portion of the Property shall contain a notice of the activity and use limitations and requirements set forth in this Environmental Covenant, and shall identify the location where the Covenant has been recorded. The notice upon conveyance shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO THE ENVIRONMENTAL COVENANT DATED AND RECORDED IN THE OFFICIAL RECORDS OF THE NEW CASTLE OFFICE OF THE RECORDER OF DEEDS ON THE DATE OF THIS DOCUMENT AND NOTED AS THE INSTRUMENT NUMBER ON THE TOP LEFT CORNER OF THE FIRST PAGE OF THIS ENVIRONMENTAL COVENANT. THE ENVIRONMENTAL COVENANT CONTAINS THE FOLLOWING ACTIVITY AND USE LIMITATIONS AND REQUIREMENTS:

- a. Use Restriction. Use of the Property shall be restricted solely to those non-residential type uses permitted within commercial, manufacturing, or industrial districts respectively, as such district types and uses (including ancillary or accessory uses) are permitted pursuant to the corresponding zoning district classification of the New Castle County Code;
- b. Limitation of Groundwater Withdrawal. No groundwater wells shall be installed and no groundwater shall be withdrawn from any well on the Property without the prior written approval of DNREC's Site Investigation and Restoration Section and DNREC's Division of Water;
- c. Compliance with the Long-Term Stewardship (LTS) Plan. RACER Trust is responsible for undertaking LTS activities in compliance with the LTS Plan approved by DNREC on May 12, 2017. Owner may be required by DNREC to undertake LTS activities related exclusively to the use, occupancy and development of the Property, but will not be required to undertake any LTS activities related to information and data management systems, monitoring activities, or operations and maintenance activities in areas of the Property where Owner has not engaged in land disturbing activities. Any LTS activities required of Owner must be performed to DNREC's satisfaction in accordance with the LTS Plan; and
- d. Compliance with a Contaminated Media Management Plan (CMMP). Owner is required to comply with the CMMP approved by DNREC on January 4, 2017. For Owner's new development

construction activities which are land disturbing or which may materially and adversely affect RACER Trust's Remedial Actions, Owner is required to submit a proposed CMMP for DNREC's prior, written approval. The DNREC approved CMMP will provide guidance to construction workers on how to safely manage and interact with any potentially contaminated media at the Property. Any required CMMP must be performed to DNREC's satisfaction in accordance with the Plan.

Owner shall notify DNREC within ten (10) days after each conveyance of an interest in any portion of the Property. Owner's notice shall include the name, address, and telephone numbers of the Transferee, a copy of the deed or other documentation evidencing the conveyance, and a survey map that shows the boundaries of the property being transferred. Any confidential business or other information may be redacted from the documents provided.

11. Representations and Warranties. Owner hereby represents and warrants to DNREC, the Holder of this Environmental Covenant as follows:

- a. that the Owner has the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided, and to carry out all of the obligations hereunder;
- b. that the Owner is the sole owner of the Property and holds fee simple title; and
- c. that this Environmental Covenant will not materially violate, contravene or constitute a material default under any other agreement, contract or instrument to which the Owner is a party or by which the Owner may be bound or affected.

12. RACER Trust Coordination and Notification. As referenced above, under the Settlement Agreement RACER Trust and its successors and assigns are obligated to undertake certain Remedial Action on Owner's Property, some of which will take place while Owner is involved in development activities under the referenced Brownfields Development Agreement entered into by Owner and DNREC. Owner will use good faith, commercially reasonable efforts to coordinate its development activities, particularly during the general planning of such activities, with RACER Trust's environmental actions, including without limitation, providing timely written notification to RACER Trust and its successors and assigns of Owner's general plans for new development activities and subsequently of Owner's intent to undertake specific activities that are in or that may be in areas in which RACER Trust is taking or has taken Remedial Action. Owner shall also, within ten (10) days after any conveyance of an interest in any portion of the Property, notify RACER Trust of such conveyance and the relevant Transferee's name, address, and telephone numbers; provided, however, that any of RACER Trust's contacts with a Transferee are subject to Owner's advance written

approval. All of the communications between RACER Trust and Owner under this Paragraph 12 shall be subject to a requirement of confidentiality.

13. Amendment or Termination.

a. This Environmental Covenant is subject to amendment or termination by the mutual consent of Owner (or Transferee, and DNREC pursuant to 7 *Del. C.* § 7915. As used in this Environmental Covenant, the term "Amendment" means any material changes to the provisions of the Environmental Covenant, including the activity and use limitations or requirements set forth herein; or, the elimination of one or more activity and use limitations or requirements when there is at least one limitation or requirement remaining. An Amendment shall also include an assignment of the Environmental Covenant as specified in 7 *Del. C.* § 7915.

b. As used in this Environmental Covenant, the term "Termination" shall mean the elimination of all activity and use limitations and requirements set forth herein and any other material obligations provided for by this Environmental Covenant.

c. This Environmental Covenant may be amended or terminated only by a written instrument duly executed by DNREC, and the Owner (or Transferee) of the Property and DNREC. Within thirty (30) days of the execution of any Amendment, or the Termination of the Environmental Covenant by the Owner and DNREC, the Owner shall file such instrument for recording in the Office of the *New Castle* County Recorder of Deeds, and shall provide a file-and date-stamped copy of the recorded instrument to DNREC.

14. Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

15. Governing Law. This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Delaware.

16. Recordation. Within thirty (30) days following the date that this Environmental Covenant is fully executed, it shall be filed by the Owner in the Office of the *New Castle* Recorder of Deeds, in the same manner as a deed to the Property. This Covenant must be indexed in the grantor's index in the name of the Owner, and in the grantee's index in the name of the Holder, DNREC.

17. Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant is recorded as a deed record for the Property in the Office of the *New Castle* County Recorder of Deeds.

18. Distribution of Environmental Covenant. The Owner shall distribute a filed and date stamped copy of the recorded Environmental Covenant to DNREC.

19. Notice. Any document or communication that is required to be provided to the parties to this Environmental Covenant shall be submitted to:

Environmental Program Administrator
DNREC-SIRS
391 Lukens Drive
New Castle, DE 19720
Attn: Rick Galloway, Project Manager

Boxwood Industrial Park LLC
c/o Harvey Hanna & Associates, Inc.
Attn: William Lower
405 East Marsh Lane, Suite 1
Newport, DE 19804

RACER Trust
Attn: Pam Barnett, Cleanup Manager
500 Woodward Ave., Ste. 2650
Detroit, MI 48226

20. Authorized Signatory. The undersigned representative of the Owner represents and certifies that it is authorized to execute this Environmental Covenant on behalf of the Owner.

SIGNATURE PAGE FOLLOWS

IT IS SO AGREED:

Boxwood Industrial Park LLC

M. William Lowe
Signature of Owner
M. William Lowe VP - Environmental Affairs
Printed Name and Title
3-15-18
Date

State of Delaware)
County of New Castle) SS:

Before me, a notary public, in and for said county and state, personally appeared M. William Lowe, a duly authorized representative of Boxwood Industrial Park, LLC, who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Boxwood Industrial Park.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 15th day of March, 2018.

Sharon C. Gilmore
Notary Public
Commission Expires:



IT IS SO AGREED:

Delaware Department of Natural Resources and Environmental Control

Timothy T. Ratsep
Environmental Program Administrator
Site Investigation and
Restoration Section,
Division of Waste and
Hazardous Substances

State of Delaware)
) ss:
County of New Castle)

Before me, a notary public, in and for said county and state, personally appeared, Timothy Ratsep, Administrator who acknowledged to me that he did execute the foregoing instrument on behalf of DNREC.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 15th day of March, 2018.

Elizabeth M. LaSalle
Notary Public
Commission Expires: Upon Office

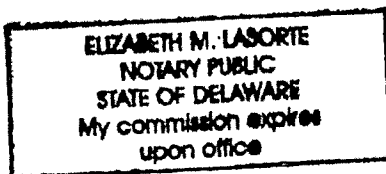


Exhibit "A"



Exhibit "A"

Parcel 1 - 801 Boxwood Road, a/k/a 95 & 97 Dodson Avenue - Tax Parcel No.: 07-042.10-055:

BEGINNING at an iron with cap set on the easterly right of way line of Centreville Road and the southerly boundary line of the railroad lands, said point being the northwest corner of the herein described parcel; THENCE, leaving said point and running with the southerly boundary line of the said railroad lands the following six courses, (1) North $81^{\circ}20'15''$ East a distance of 2514.76' to an iron pipe found; THENCE, (2) North $74^{\circ}01'04''$ East a distance of 320.14' to an iron pipe found; THENCE, (3) North $81^{\circ}17'50''$ East a distance of 949.59' to an iron pipe found; THENCE, (4) North $77^{\circ}54'05''$ East a distance of 248.70' to a point; THENCE, (5) South $04^{\circ}16'40''$ East a distance of 23.73' to an iron rod with cap set; THENCE, (6) South $20^{\circ}26'16''$ West a distance of 141.33' to a concrete monument found on the westerly property line of the other lands of the General Motors Corporation (Deed Record B, Volume 74, Page 120); THENCE, running with the westerly property line of the other lands, (7) South $20^{\circ}26'16''$ West a distance of 941.28' to a concrete monument found on the northerly property line of Paul Riebel (Instrument Number 20070727-0066682); THENCE, running with the northerly property line of the said Riebel lands and the northerly property lines of the Santos, McKay, Boxwood Coal Corp. and Reybold Venture Group lands, (8) North $80^{\circ}52'43''$ West a distance of 696.65' to a pk nail found at the northerly end of Dodson Avenue; THENCE, running with the northerly end of Dodson Avenue, (9) North $81^{\circ}46'56''$ West a distance of 20.01' to a pk nail found; THENCE, running with the westerly right of way line of Dodson Avenue, (10) South $08^{\circ}25'33''$ West a distance of 1506.77' to an iron rod with cap set and a curve deflecting to the right with an arc length of 47.61', and a radius of 30.00'; THENCE, with the said curve the following chord bearing, (11) South $53^{\circ}53'36''$ West, and chord length of 42.77' to a point on the northerly right of way line of Boxwood Road; THENCE, running with the northerly right of way line of Boxwood Road the following twenty three courses, (12) North $80^{\circ}38'22''$ West a distance of 428.30' to a point; THENCE, (13) North $09^{\circ}21'38''$ East a distance of 15.00' to a point; THENCE, (14) North $80^{\circ}38'22''$ West a distance of 25.00' to a point; THENCE, (15) North $09^{\circ}21'38''$ East a distance of 30.00' to a point; THENCE, (16) North $80^{\circ}38'22''$ West a distance of 103.00' to a point; THENCE, (17) South $09^{\circ}21'38''$ West a distance of 30.00' to a point; THENCE, (18) North $80^{\circ}38'22''$ West a distance of 20.00' to a point; THENCE, (19) South $09^{\circ}21'38''$ West a distance of 15.00' to a point; THENCE, (20) North $80^{\circ}38'22''$ West a distance of 381.05' to a point and a curve deflecting to the left with an arc length of 274.04', and a radius of 3154.28'; THENCE, with the said curve the following chord bearing, (21) North $83^{\circ}07'42''$ West, and a chord length of 273.95' to a point; THENCE, (22) North $85^{\circ}37'02''$ West a distance of 79.52' to a point; THENCE, (23) North $04^{\circ}22'58''$ East a distance of 15.00' to a point; THENCE, (24) North $85^{\circ}37'02''$ West a distance of 13.00' to a point; THENCE, (25) North $04^{\circ}22'58''$ East a distance of 20.00' to a point; THENCE, (26) North $85^{\circ}37'02''$ West a distance of 106.00' to a point; THENCE, (27) South $04^{\circ}22'58''$ West a distance of 20.00' to a point; THENCE, (28) North $85^{\circ}37'02''$ West a distance of 30.00' to a point; THENCE, (29) South $04^{\circ}22'58''$ West a distance of 15.00' to a point; THENCE, (30) North $85^{\circ}37'02''$ West a distance of 259.00' to a point; THENCE, (31) North $04^{\circ}22'58''$ East a distance of 13.00' to a point; THENCE, (32) North $85^{\circ}41'01''$ West a distance of 270.00' to a point; THENCE, (33) North $63^{\circ}52'56''$ West a distance of 53.85' to a concrete monument found; THENCE, (34) North $13^{\circ}59'56''$ West a distance of 170.07' to a point and the easterly right of way line of Centreville Road; THENCE, running with the easterly right of way line of Centreville Road the following eight courses, (35) North $45^{\circ}51'15''$ West a distance of 88.74' to a point; THENCE, (36) North $06^{\circ}58'23''$ West a distance of 472.00' to a concrete monument found; THENCE, (37) North $39^{\circ}57'27''$ East a distance of 62.97' to a point; THENCE, (38) North $06^{\circ}58'23''$ West a distance of 90.00' to a concrete monument found; THENCE, (39) North $55^{\circ}14'59''$ West a distance of 48.97' to a concrete monument found; THENCE, (40) North $10^{\circ}23'47''$ West a distance of 143.44' to a concrete monument found; THENCE, (41) North $21^{\circ}05'16''$ West a distance of 305.27' to a concrete monument found and a curve deflecting to the left with an arc length of 399.49', and a radius of 1960.00'; THENCE, with the said curve the following chord bearing, (42) North $26^{\circ}55'37''$ West, and a chord length of 398.80' to an iron rod with cap set and the place of beginning.

